Abertis Infraestructuras, S.A.

Financial Statements for the year ended 31 December 2015 and Directors' Report, together with Independent Auditor's Report

Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

Deloitte.

Deloitte, S.L.
Avda. Diagonal, 654
08034 Barcelona
España

Tel.: +34 932 80 40 40
Fax: +34 932 80 28 10
www.deloitte.es

Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

To the Shareholders of
Abertis Infraestructuras, S.A.,

Report on the Financial Statements

We have audited the accompanying financial statements of Abertis Infraestructuras, S.A. ("the Company"), which comprise the balance sheet as at 31 December 2015, and the statement of profit or loss, statement of changes in equity, statement of cash flows and notes to the financial statements for the year then ended.

Directors' Responsibility for the Financial Statements

The directors are responsible for preparing the accompanying financial statements so that they present fairly the Company's equity, financial position and results in accordance with the regulatory financial reporting framework applicable to the Company in Spain (identified in Note 2-a to the accompanying financial statements) and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the audit regulations in force in Spain. Those regulations require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Deloitte, S.L. Inscrita en el Registro Mercantil de Madrid, tomo 13.650, sección 8ª, folio 188, hoja M-54414, inscripción 96ª. C.I.F.: B-79104469.
Domicilio social: Plaza Pablo Ruiz Picasso, 1, Torre Picasso, 28020, Madrid.

Opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the equity and financial position of Abertis Infraestructuras, S.A. as at 31 December 2015, and its results and its cash flows for the year then ended in accordance with the regulatory financial reporting framework applicable to the Company and, in particular, with the accounting principles and rules contained therein.

Report on Other Legal and Regulatory Requirements

The accompanying directors' report for 2015 contains the explanations which the directors consider appropriate about the Company's situation, the evolution of its business and other matters, but is not an integral part of the financial statements. We have checked that the accounting information in the directors' report is consistent with that contained in the financial statements for 2015. Our work as auditors was confined to checking the directors' report with the aforementioned scope, and did not include a review of any information other than that drawn from the accounting records of Abertis Infraestructuras, S.A.

DELOITTE, S.L.
Registered in ROAC under no. S0692

Iván Rubio

23 February 2016

ABERTIS INFRAESTRUCTURAS, S.A.

Financial statements and Directors' Report
for the year ended 31 December 2015

Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

CONTENTS

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

Abertis Infraestructuras, S.A.

Balance Sheets at 31 December
(in thousands of euros)

ASSETS	Notes	2015	2014
NON-CURRENT ASSETS			
Intangible assets	6	**4,309**	**4,966**
Studies and projects		-	9
Goodwill		477	477
Computer software		3,832	4,480
Property, plant and equipment	7	**17,726**	**12,712**
Land and buildings		8,625	8,758
Plant and other items of property, plant and equipment		9,101	3,954
Long-term investments in Group companies and associates	8	**9,826,696**	**11,543,929**
Equity instruments		4,496,833	3,876,643
Loans to companies	20.c	5,329,863	7,667,286
Long-term financial investments		**90,503**	**18,759**
Derivative financial instruments	9/10	88,908	17,287
Other financial assets	9	1,595	1,472
Deferred tax assets	17.c	**56,740**	**17,230**
TOTAL NON-CURRENT ASSETS		**9,995,974**	**11,597,596**
CURRENT ASSETS			
Non-current assets held for sale	11	**44,704**	**24,704**
Trade and other receivables		**363,105**	**25,733**
Receivables from Group companies and associates	20.c	5,088	2,799
Other receivables		1,599	1,007
Employee obligations		8	9
Current tax assets	17.d	356,335	5,623
Other receivables from public authorities		75	16,295
Short-term investments in Group companies and associates	8/20.c	**701,876**	**980,699**
Loans to companies		700,447	979,048
Other financial assets		1,429	1,651
Short-term financial investments	9	**15,541**	**732**
Derivative financial instruments	10	15,107	-
Other financial assets		434	732
Short-term accrued income and prepaid expenses		**245**	**379**
Cash and cash equivalents	12	**1,225,316**	**737,419**
TOTAL CURRENT ASSETS		**2,350,787**	**1.769,666**
TOTAL ASSETS		**12,346,761**	**13,367,262**

These balance sheets should be read together with the Notes on pages 10 to 123.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

Abertis Infraestructuras, S.A.

Balance Sheets at 31 December
(in thousands of euros)

EQUITY AND LIABILITIES	Notes	2015	2014
EQUITY			
Shareholders' equity	13	**6,002,287**	**6,271,383**
Capital		2,829,661	2,694,915
Reserves		3,322,190	3,305,415
(Treasury shares)		(1,211,922)	(150,287)
Profit for the period		1,373,621	717,781
(Interim dividend)		(311,263)	(296,441)
Valuation adjustments		**(27)**	**(1,134)**
Hedging operations	10	(27)	(1,134)
TOTAL EQUITY		**6,002,260**	**6,270,249**
NON-CURRENT LIABILITIES			
Long-term provisions		**24,782**	**3,881**
Long-term employee benefit obligations	15	21,603	126
Other provisions	16	3,179	3,755
Long-term debt		**4,529,746**	**5,066,934**
Bonds and other marketable securities	14	4,114,674	4,636,520
Bank borrowings	14	50,000	50,000
Finance leases	14	1,119	420
Derivative financial instruments	10/14	96,476	119,048
Other financial liabilities	14	267,477	260,946
Long-term debts to Group companies and associates	20.c	**393,753**	**551,797**
Deferred tax liabilities	17.c	**117,535**	**836,166**
TOTAL NON-CURRENT LIABILITIES		**5,065,816**	**6,458,778**
CURRENT LIABILITIES			
Short-term debt	14	**696,568**	**146,857**
Bonds and other marketable securities		647,725	112,386
Bank borrowings		18,742	14,855
Finance leases		428	146
Derivative financial instruments	10/14	29,673	19,470
Short-term debt to Group companies and associates	20.c	**524,684**	**432,097**
Trade and other payables		**57,433**	**59,281**
Other payables		31,328	24,782
Remuneration payable		5,799	14,202
Other payables to public authorities		17,752	18,272
Other amounts payable		2,554	2,025
TOTAL CURRENT LIABILITIES		**1,278,685**	**638,235**
TOTAL EQUITY AND LIABILITIES		**12,346,761**	**13,367,262**

These balance sheets should be read together with the Notes on pages 10 to 123.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

Abertis Infraestructuras, S.A.

Income statements for the years ended
31 December (in thousands of euros)

INCOME STATEMENT	Notes	2015	2014(*)
Net trade revenues	18.a	**115,939**	**383,156**
Services rendered		22,842	17,035
Income from shareholdings in the equity of Group companies and associates	20.c	93,097	366,121
Other operating income		**4,745**	**3,908**
Ancillary and other operating income		4,745	3,908
Personnel costs	18.b	**(52,934)**	**(27,595)**
Wages, salaries and similar expenses		(43,486)	(21,341)
Social benefits		(9,448)	(6,318)
Provisions		-	64
Other operating expenses		**(56,859)**	**(44,013)**
External services		(56,398)	(42,874)
Taxes other than income tax		(461)	(247)
Losses on, impairment of and changes in provisions for trade receivables		-	(892)
Depreciation of non-current assets		**(3,960)**	**(1,215)**
Impairment losses and gains or losses on disposal of non-current assets	18.c	**(1,144,122)**	**(37,894)**
Impairment and other losses		(1,143,430)	(37,901)
Gains (losses) on disposal and other		(692)	7
OPERATING PROFIT		**(1,137,191)**	**276,347**
Financial income	18.d	**277,728**	**353,127**
Marketable securities and other financial instruments		277,728	353,127
In Group companies and associates	20.c	263,635	335,543
In third parties		14,093	17,584
Finance costs	18.d	**(341,804)**	**(359,518)**
On borrowings from Group companies and associates	20.c	(36,039)	(59,167)
On borrowings from third parties		(305,765)	(300,351)
Change in fair value of financial instruments	18.d	**900**	**3,501**
Held-for-trading and other		900	3.501
Exchange differences	18.d	**(4,628)**	**6,373**
NET FINANCIAL PROFIT (LOSS)		**(67,804)**	**3,483**
PROFIT BEFORE TAX		**(1,204,995)**	**279,830**
Corporate income tax	17	767,347	382,563
PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS		**(437,648)**	**662,393**
DISCONTINUED OPERATIONS	18.f	**1,811,269**	**55,388**
PROFIT FOR THE PERIOD		**1,373,621**	**717,781**

(*)Amounts restated as indicated in Notes 2.e. and 11.

These income statements should be read together with the Notes on pages 10 to 123.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

Abertis Infraestructuras, S.A.

Statements of changes in equity for the years ended 31 December
(in thousands of euros)

A) STATEMENT OF INCOME AND EXPENSE RECOGNISED IN EQUITY

	Notes	2015	2014
Profit for the year per income statement		**1,373,621**	**717,781**
Income and expense recognised directly in equity		**24**	**(1,568)**
Arising from cash flow hedges	10	359	(1,649)
Arising from actuarial gains and losses and other adjustments		(234)	(414)
Tax effect		(101)	495
Transfers to the income statement		**849**	**423**
Arising from cash flow hedges	10	1,178	605
Tax effect		(329)	(182)
TOTAL RECOGNISED INCOME AND EXPENSE		**1,374,494**	**716,636**

These statements of recognised income and expense should be read together with the Notes on pages 10 to 123.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

Abertis Infraestructuras, S.A.

Statements of changes in equity for the years ended 31 December
(in thousands of euros)

B) STATEMENT OF CHANGES IN TOTAL EQUITY

	Authorised share capital	Reserves	(Treasury shares)	Profit (loss) brought forward	Profit for the period	(Interim dividend)	Valuation adjustments	TOTAL
2013 CLOSING BALANCE	**2,566,586**	**3,358,079**	**(12,973)**	**-**	**639,191**	**(282,324)**	**(403)**	**6,268,156**
Total recognised income and expense		(414)			717,781		(731)	**716,636**
Transactions with shareholders or owners								
- Capital increases	128,329	(128,329)						**-**
- Distribution of dividends				(282,324)		(296,441)		**(578,765)**
- Transactions with treasury shares (net)			(137,314)					**(137,314)**
Other changes in equity		76,079		282,324	(639,191)	282,324		**1,536**
2014 CLOSING BALANCE	**2,694,915**	**3,305,415**	**(150,287)**	**-**	**717,781**	**(296,441)**	**(1,134)**	**6,270,249**

These statements of changes in equity should be read together with the Notes on pages 10 to 123.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

Abertis Infraestructuras, S.A.

Statements of changes in equity for the years ended 31 December
(in thousands of euros)

B) STATEMENT OF CHANGES IN TOTAL EQUITY

	Authorised share capital	Reserves	(Treasury shares)	Profit (loss) brought forward	Profit for the period	(Interim dividend)	Valuation adjustments	TOTAL
2014 CLOSING BALANCE	**2,694,915**	**3,305,415**	**(150,287)**	**-**	**717,781**	**(296,441)**	**(1,134)**	**6,270,249**
Total recognised income and expense		(234)			1,373,621		1,107	**1,374,494**
Transactions with shareholders or owners								
- Capital increases	134,746	(134,746)						**-**
- Distribution of dividends				(296,441)		(311,263)		**(607,704)**
- Transactions with treasury shares (net)			(1,061,635)					**(1.061.635)**
Other changes in equity		151,755		296,441	(717,781)	296,441		**26,856**
2015 CLOSING BALANCE	**2,829,661**	**3,322,190**	**(1,211,922)**	**-**	**1,373,621**	**(311,263)**	**(27)**	**6,002,260**

These statements of changes in equity should be read together with the Notes on pages 10 to 123.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

Abertis Infraestructuras, S.A.

Statements of cash flows for the years ended 31 December (in thousands of euros)

	Notes	2015	2014(*)
CASH FLOWS FROM OPERATING ACTIVITIES		**(275,050)**	**397,456**
Profit (loss) for the year before tax		(1,204,995)	279,830
Adjustments to profit (loss):			
Depreciation of non-current assets	6/7	3,960	1,215
Value adjustments due to impairment	18.c	1,143,430	38,793
Change in provisions		21.507	-
Gains (losses) on derecognition and disposal of non-Current assets	18.c	692	(7)
Financial income	18.d	(277,728)	(357,203)
Finance costs	18.d	341.804	359,524
Exchange differences	18.d	4,628	(6,373)
Change in fair value of financial instruments	18.d	(900)	(3,501)
Changes in working capital:			
Trade and other receivables		(16,098)	(17,312)
Other current assets		(3,432)	1,894
Trade and other payables		28,544	25,929
Other non-current assets and liabilities		3	5
Other cash flows from operating activities:			
Interest paid		(304,423)	(366,997)
Interest received		299,003	362,713
Corporate income tax recovered (paid)		(316,759)	26,098
Other payments (receipts)		5,714	52,848
CASH FLOWS FROM INVESTING ACTIVITIES		**2,540,029**	**549,156**
Payments due to investments			
Group companies and associates	8	(1,353,083)	(1,537,209)
Intangible assets	6	(2,433)	(4,508)
Property, plant and equipment	7	(6,918)	(3,875)
Other financial assets		(142)	(915)
Proceeds from disposals			
Group companies and associates	8	3,902,263	2,056,404
Intangible assets	6	211	9
Tangible assets	7	131	-
Other financial assets		-	299
Non-current assets held for sale		-	38,951

(*) Amounts restated as set out in Notes 2.e and 11.

These statements of cash flows should be read together with the Notes on pages 10 to 123.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

Abertis Infraestructuras, S.A.

Statements of cash flows for the years
ended 31 December
(in thousands of euros)

	Notes	2015	2014(*)
CASH FLOWS FROM FINANCING ACTIVITIES		**(1,772,454)**	**(1,822,381)**
Proceeds and payments relating to equity instruments:			
Issue of own equity instruments	13.a	-	(106)
Acquisition of own equity instruments	13.a	(1,067,304)	(160,113)
Disposal of own equity instruments	13.a	5,669	21,962
Proceeds and payments relating to financial liabilities:			
Issues			
Bonds and other marketable securities		-	368,222
Bank borrowings		1,332	601
Borrowings from Group companies and associates	20.c	207,832	59,941
Redemption and repayment of:			
Bonds and other marketable securities		(20,000)	(554,971)
Bank borrowings		(352)	(725,149)
Borrowings from Group companies and associates	20.c	(320,783)	(254,003)
Dividends and returns on other equity instruments:			
Dividends	13.b	(578,848)	(578,765)
Effect of exchange rate changes		**(4,628)**	**6,373**
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		**487,897**	**(869,396)**
Cash and cash equivalents at beginning of period	12	737,419	1,606,815
Cash and cash equivalents at end of period	12	1,225,316	737,419

(*) Amounts restated as set out in Notes 2.e and 11.

These statements of cash flows should be read together with the Notes on pages 10 to 123.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 23). In the event of a discrepancy, the Spanish-language version prevails.

NOTES TO THE 2015 FINANCIAL STATEMENTS

1. General information

Abertis Infraestructuras, S.A. (hereinafter **Abertis** or the Company) was incorporated in Barcelona on 24 February 1967. It changed its previous company name, Acesa Infraestructuras, S.A., to its current name on 30 May 2003. In the first six months of 2015, it transferred its registered offices from Avenida del Parc Logístic no. 12-20 (Barcelona) to Avenida Pedralbes no. 17 (Barcelona).

Likewise, during the first half of 2015, the Company reviewed its corporate objects to adapt them to the businesses in which the Group currently operates, of which it is the parent. **Abertis'** corporate objects consists of the construction, maintenance and operation of toll roads under concession (or simply the maintenance and operation); the management of toll road concessions in Spain and abroad; the construction of road infrastructures; the operation of service areas; ancillary activities for the construction, maintenance and operation of toll roads, including service stations, as well as any other activity related to transport and communications infrastructures and/or telecommunications for the mobility and transport of people, goods and information, with the required authorisation, as applicable. It also prepares surveys, reports, projects and contracts, supervising, managing and advising on their execution in relation to the aforementioned activities.

The Company can undertake its corporate objects, especially its concession activity, directly, or indirectly through its shareholding in other companies, subject, in this regard, to the prevailing legislation.

Abertis is the Parent of a group of subsidiaries, and under current legislation it is required to separately prepare consolidated financial statements. The consolidated financial statements of the Abertis Group for 2015 were authorised for issue by the Directors at a meeting of the Board of Directors on 23 February 2016.

The consolidated financial statements for 2014 were approved by the General Shareholders' Meeting of Abertis Infraestructuras, S.A. on 24 March 2015 and filed with the Barcelona Mercantile Registry.

The key figures from the consolidated financial statements for 2015, which were prepared in accordance with the Eleventh Final Provision of Law 62/2003, of 30 December, in accordance with the international financial reporting standards approved by the Regulations of the European Union, are as follows:

	2015
Total assets	25,739,203
Equity (of the Parent)	3,261,031
Equity (of minority shareholders)	2,088,145
Income from consolidated operations	4.378.072
Profit (loss) for the year attributable to the Parent – Profit	1,879,912
Profit (loss) for the year attributable to minority shareholders – Profit	(377,638)

The figures contained in all the financial statements (balance sheet, income statement, statement of changes in equity and statement of cash flows) and the notes to the financial statements are expressed in thousands of euros, which is the Company's presentation and functional currency, unless indicated otherwise.

2. Basis of information

a) Regulatory financial reporting framework applicable to the Company

The accompanying financial statements were prepared by the Directors in accordance with the regulatory financial reporting framework applicable to the Company, which consists of:

- The Code of Commerce, the Spanish Limited Liability Companies Law, the Law on structural changes in companies and other commercial law;

- The Spanish National Chart of Accounts approved by Royal Decree 1514/2007 and its sector-specific adaptations, as well as Royal Decree 1159/2010, of 17 September, introducing certain amendments to the Spanish National Chart of Accounts.

- The mandatory rules approved by the Spanish Accounting and Audit Institute in order to implement the Spanish National Chart of Accounts and its supplementary rules.

- Other applicable Spanish accounting regulations.

b) True and fair view

These financial statements were prepared on the basis of the Company's accounting records and are presented in accordance with the applicable financial reporting standards framework, and in particular the accounting principles and criteria contained therein. They were formally prepared by the Directors of the Company in order to express truly and fairly its equity, financial position, operational results, and changes in equity and cash flows that occurred in the year, in accordance with the aforementioned legislation in force.

The Company's financial statements will be presented to the Shareholders' Meeting within the legally established period. The Directors of the Company expect these accounts to be approved without any changes.

The Company's financial statements for the year ended 31 December 2014 were approved at the General Meeting of shareholders on 24 March 2015.

c) Non-obligatory accounting principles applied

No non-obligatory accounting principles were applied. However, the directors prepared these financial statements taking into account all of the obligatory accounting principles and standards with a material impact thereon. All obligatory accounting principles were applied.

d) Key issues in relation to the measurement and estimation of uncertainty

To prepare these financial statements, the Directors are required to make certain accounting estimates and judgements. These estimates and judgements are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations regarding future events, which are considered reasonable under the circumstances.

The main estimates and judgements considered in preparing the financial statements are the following:

- Useful lives of intangible assets and property, plant and equipment (see Notes 4.1 and 4.2)

- Possible impairment of goodwill and other assets (see Notes 4.1, 4.2, 4.3, 6 and 7)

- Recoverable amount of investments in Group companies and associates and of the loans granted to them (see Notes 4.6 and 8).

- Fair value of derivatives and other financial instruments (see Notes 4.7 and 10).

- Assumptions used in determining liabilities for pension and other obligations to employees (see Notes 4.11 and 15).

- Estimated corporate income tax expense and the principle of recognition of deferred taxes, as well as the recoverability of deferred tax assets (see Notes 4.10 and 17).

- Evaluation of litigation, provisions, obligations, contingent assets and liabilities at year-end (see Note 4.12).

Although the estimates used were made based on the best information available at the date of preparation of these financial statements, any future change to these estimates would be applicable prospectively as from that time, and the effect of the change in the estimates would be recognised in the income statement for the year in question.

e) Comparative information

The information included in the accompanying notes relating to 2015 is presented for the purposes of comparison with the information relating to 2014. Accordingly, the comparative income statement and cash flow statement for the year 2014 have been re-stated due to the impact of the classification of the terrestrial telecommunication business line as an interrupted activity and the necessary breakdowns have been included in the notes to these financial statements.

f) Correction of errors

No material errors in the preparation of the accompanying financial statements were detected that required the figures disclosed in the 2014 financial statements to be restated.

g) Grouping of items

Certain items of the balance sheet, income statement, statement of changes in equity and statement of cash flows are grouped together to make them easier to understand; however, whenever the amounts involved are material, the information is broken down in the related notes to the financial statements.

h) Other matters

Law 22/2015, of 20 July on the auditing of accounts has introduced several amendments to the Commercial Code (article 39.4) that affect the intangible assets and goodwill. The new wording establishes that intangible assets are assets with a defined useful life and when the useful life of these assets can no longer be reliably estimated, they are amortised over a period of ten years, unless another timeframe is provided for in another statutory or regulatory provision. With regard to goodwill, unless otherwise stated, it shall be assumed that its useful life is ten years. These amendments will be applicable for the financial statements that correspond to the financial years beginning from 1 January 2016.

Furthermore, in December 2015, ICAC (Spain's Accounting and Audit Institute) published the draft Royal Decree amending the National Chart of Accounts, implementing amendments with an accounting impact introduced into the aforementioned Commercial Code, although at the time of preparation of these annual accounts, the aforementioned Royal Decree had not been passed.

The Company is currently analysing the future impacts of these amendments given that the yet to be passed Royal Decree will include the rules relating to the transition; however, the Directors consider that these impacts will not be material in respect of the present annual financial statements.

3. Proposed distribution of profit

The distribution of 2015 profit proposed by the Company's Directors for approval at the General Meeting of shareholders is as follows.

Basis of distribution (profit and loss)	**1,373,621**
Distribution:	
Dividends	650,822
Legal reserve	26,949
Goodwill reserve (see Note 13.b)	23
Voluntary reserves	695,827
	1,373,621

If, on the dividend distribution date, the Company were to hold shares without dividend rights, the amount corresponding to those shares would be transferred to voluntary reserves.

If the same number of treasury shares are held upon payment of the proposed final dividend (EUR 339,559 thousand) as at year-end 2015 (77,840,233 treasury shares, see Note 13.a), the amount of EUR 28,022 thousand would be charged to voluntary reserves. Taking into account the EUR 25,687 thousand charged to voluntary reserves in 2015 for the interim dividend 2015 already paid (included in the amount of EUR 28,856 thousand specified in Note 13.b), the total amount charged to voluntary reserves for this item relating to the dividend paid on 2015 income would be EUR 53,709 thousand.

In 2015, an interim dividend totalling EUR 311,263 thousand was paid, equivalent to EUR 0.33 gross per share, payable on all shares making up the Company's share capital.

The aforementioned proposed distribution of EUR 650,822 thousand in profit includes the payment of an interim dividend in the amount of EUR 311,263 thousand referred to above.

In accordance with the requirements of article 277 of the Spanish Limited Liability Companies Law, a provisional accounting statement prepared by the Company showing that it has had sufficient profit for the period to permit distribution of the interim dividend as well as the liquidity statement establishing that there is sufficient cash to make the interim dividend payment as indicated are set out below.

Provisional statement prepared on 30 September 2015 for the distribution of the interim dividend	
Net profit for the period from 1 January to 30 September 2015:	1,479,642
Less:	
Legal reserve	(26,949)
Goodwill reserve	(24)
Maximum possible distribution	1,452,669
Amount proposed and distributed	311,263
Liquidity available prior to payment (*)	4,161,500
Gross amount of interim dividend	(311,263)
Liquidity available after payment	3,850,237

(*) Includes the cash and undrawn credit lines with banks.

4. Accounting policies and measurement bases

The main accounting policies and measurement bases used by the Company in preparing its financial statements for 2015 and 2014, in accordance with the regulatory framework of financial reporting applicable to the Company as described in Note 2.a, were as follows:

4.1 Intangible assets

As a general rule, the intangible assets indicated below are recognised at acquisition or production cost less accumulated amortisation and any loss due to impairment, useful life being evaluated on the basis of prudent estimates.

The carrying amount of intangible assets is reviewed for possible impairment when certain events or changes indicate that their carrying amount may not be recoverable, as described in Note 4.3.

a) Goodwill

Goodwill represents the surplus of the business combination acquisition cost over the fair or market value of the identifiable net assets of the company acquired at the acquisition date. Consequently goodwill is recognised only when it has been acquired for consideration and relates to future economic profits from assets that have not been identified individually and recognised separately.

Goodwill recognised separately is not amortised and is tested for impairment to determine whether its value has declined to a level below the carrying amount, and any impairment is recognised in the income statement for the year (see Note 4.3). For the purposes of this evaluation of the possible impairment losses, goodwill is assigned to its respective cash-generating unit (CGU). Nonetheless, any impairment loss recognised for goodwill is not reversed in subsequent periods.

b) Computer software

Refers mainly to the amounts paid for access to ownership or for usage rights to computer programs, only when usage is expected to span several years.

Computer software is stated at acquisition cost and amortised on a straight-line basis over its useful life (between 3 and 5 years).

Personnel costs and other expenses directly related to intangible assets are recognised at acquisition cost until brought into use.

Computer software maintenance costs are charged to the income statement in the year in which they are incurred.

4.2 Property, plant and equipment

Property, plant and equipment is accounted for at acquisition or production cost less accumulated depreciation and any loss due to impairment, in accordance with the principle set out in Note 4.3.

Personnel costs and other costs directly related to property, plant and equipment are recognised at acquisition cost until brought into use.

Costs incurred to renovate, enlarge or improve items of property, plant and equipment which increase the capacity or productivity or extend the useful life of the asset are capitalised as part of the cost of the related asset, provided that the carrying amount of the assets replaced and derecognised from inventories is known or can be estimated.

The costs of major overhauls are capitalised and depreciated over their estimated useful lives, while recurring upkeep and maintenance costs are charged to the income statement in the year in which they are incurred.

The depreciation of property, plant and equipment - except for land, which is not depreciated - is calculated systematically on a straight-line basis, using the estimated useful life of the assets, based on the actual decline in value caused by their use and by wear and tear.

The depreciation rates used to calculate the depreciation of the various items of property, plant and equipment are as follows.

	Rate
Buildings and other constructions	2–8 %
Plant and other items of property, plant and equipment	5–30 %

When an asset's carrying amount exceeds its estimated recoverable amount, the carrying amount is immediately reduced to its recoverable amount, and the effect is taken to the income statement for the year (see Note 4.3).

4.3 Impairment losses on non-financial assets

The Company evaluates, at each balance-sheet date, whether there is any indication of impairment in the value of any asset. If any such indication exists, or when an annual impairment test is required (in the case of assets with an indefinite useful life, such as goodwill), the Company estimates the asset's recoverable amount, which is the greater of the fair value of an asset less costs to sell and its value in use.

To determine the value in use of an asset, the future cash inflow that the asset is expected to generate is discounted from its present value using a discount rate that reflects the current value of money at long-term rates and the specific risks of the assets (risk premium).

In the event that the asset analysed does not generate cash flows that are independent of those from other assets (as is the case for goodwill), the fair value or value in use of the cash-generating unit that includes the asset (smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets) is estimated. In the event of an impairment loss for a cash-generating unit, the loss is first allocated to reduce the carrying amount of any goodwill allocated and then to the other assets pro rata on the basis of the carrying amount of each asset.

Impairment losses (excess of an asset’s carrying amount over the recoverable amount) are recognised in the income statement for the year.

With the exception of goodwill, where impairment losses are irreversible, the Company assesses, at the end of each reporting period, whether there is any indication that an impairment loss recognised in prior periods as an asset may no longer exist or may have decreased. If any such indication exists, the recoverable amount of that asset is estimated.

An impairment loss recognised in prior periods is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. In such a case, the carrying amount of the asset is increased to its recoverable amount. The increased carrying amount shall not exceed the carrying amount that would have been determined, net of amortisation or depreciation, had no impairment loss been recognised for the asset in prior years. This reversal would be recognised in the income statement for the year.

4.4 Leases

Leases are classified as finance leases when the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the leased asset to the lessee. All other leases are classified as operating leases:

a) Operating leases

Expenses from operating leases are taken to the income statement in the year in which they are incurred.

Any collection or payment that might be made when arranging an operating lease will be treated as a prepaid lease collection or payment, which will be allocated to profit or loss over the lease term in accordance with the time pattern in which the benefits of the leased asset are provided or received.

b) Finance leases

For finance leases in which the Company acts as the lessee, the Company recognises the cost of leased assets in the balance sheet based on the nature of the leased asset and, simultaneously, a liability for the same amount. This amount is the lower of the fair value of the leased asset at the inception of the lease or, if lower, the present value of the minimum lease payments, plus the purchase option, when there is no reasonable doubt that it will be exercised. The calculation does not include contingent payments, service costs or taxes that may be passed on by the lessor. The total finance charge on the lease is taken to the income statement for the year in which it is incurred, using the effective interest method. Contingent payments are recognised as an expense during the period in which they are incurred.

The assets recognised for these types of transactions are depreciated on the basis of their nature, using criteria similar to those applied to other items of property, plant and equipment.

4.5 Cash and cash equivalents

For the purposes of the statement of cash flows, "Cash and cash equivalents" includes the Company's cash and current deposit accounts with an initial maturity of three months or less. The carrying amount of these assets is similar to their fair value.

4.6 Financial assets

Financial assets are initially recognised at the fair value of the consideration given, plus directly attributable transaction costs.

Since 1 January 2010, fees paid to tax advisors or other professionals in relation to the acquisition of investments in Group companies which exercise control over the investee are recognised directly in the income statement.

The Company's financial assets are classified as:

a) <u>Loans and receivables</u>

Loans and receivables are financial assets originating from the sale of goods or the rendering of services in the ordinary course of the Company's business, or those that are not of commercial origin, are not equity instruments or derivatives, have fixed or determinable payments and are not traded on an active market.

This item mainly relates to:

- Loans granted to Group entities, associates or related entities which are valued initially at fair value and subsequently at amortised cost using the effective interest method.

- Deposits and guarantees recognised at their nominal value, which does not differ significantly from their fair value.

- Trade accounts receivable, which are measured at their nominal amount, which is similar to fair value at initial recognition. This value is reduced, if necessary, by the corresponding provision for bad debts (impairment loss) whenever there is objective evidence that the amount owed will not be partially or fully collected, which is charged against the income statement for the year.

At year-end, the necessary impairment losses are recognised if there is objective evidence that the total amount of the receivable will not be collected.

b) Investments in Group companies, associates and jointly controlled entities

Group companies are deemed to be those related to the Company as a result of a control relationship and associates are companies over which the Company exercises significant influence. Jointly controlled entities include companies over which, by virtue of an agreement, control is exercised with one or more partners.

They are stated at cost less any impairment losses and, if a hedge of a net investment in a foreign operation is designated, adjusted by the part of the hedge that meets the criteria for qualifying as an effective hedge. Nonetheless, when there is an investment prior to its classification as a Group company, jointly controlled entity or associate, the cost of the investment is its carrying amount before it is classified as such. The preceding valuation adjustments recognised directly in equity are maintained until the asset is derecognised.

If there is objective evidence that the carrying amount is not recoverable, the necessary adjustments are made for the difference between the carrying amount and the recoverable amount, the latter being understood as the greater of its fair value less costs to sell and the present value of the cash flows generated by the investment. Unless there is better evidence of the recoverable amount, the estimate of the impairment of the investments takes into account the equity of the investee adjusted by the amount of the unrealised gains existing at the time of acquisition that remain at the date of its subsequent measurement. Valuation adjustments and, as appropriate, their reversal, are recognised in the income statement in the year in which they arise.

The Company derecognises a financial asset when the right to receive the asset's cash flows has expired or is sold and substantially all the risks and rewards of ownership have been transferred.

The assets that are designated as hedges are subject to the valuation requirements of hedge accounting (see Note 4.7).

4.7 Financial derivatives and hedge accounting

The Company uses derivative financial instruments to manage its financial risk arising principally from fluctuations in interest rates and exchange rates (see Note 5). These derivative financial instruments, whether or not they have been classified as hedges, are recognised at fair value (both initially and in later valuations), which is the year-end market value of listed instruments, or according to valuations based on the analysis of discounted cash flows using assumptions that are mainly based on the market conditions at the balance sheet date for unlisted derivative instruments.

At the inception of the hedge, the Company documents the relationship between the hedging instruments and the hedged items, as well as its risk management objectives and the strategy for undertaking the hedge. The Company also documents how it will assess, both initially and on an ongoing basis, whether the derivatives used in the hedges are highly effective for offsetting changes in the fair value or cash flows attributable to the hedged risk.

The fair value of derivative financial instruments is set out in Note 10.

The criteria used to account for these instruments are as follows:

a) Fair value hedges

Changes in the fair value of the designated derivatives that meet the conditions to be classified as fair value hedges of assets or liabilities are recognised in the income statement for the year in the same heading that includes any change in the fair value of the hedged asset or liability attributable to the hedged risk. This corresponds mainly to those derivative financial instruments arranged by the Company to convert fixed-interest debt into floating-rate debt.

b) Cash flow hedges

The effective portion of the gain or loss on derivatives classified as cash flow hedges, net of the related tax effect, is recognised in equity under "Hedges" until the underlying hedged item matures or is sold or it is no longer probable that the transaction will take place, at which point the cumulative gains or losses in equity are transferred to the income statement for the year.

Any ineffective portion of the gain or loss on the derivatives are recognised directly in the income statement for the year under "Change in fair value of financial instruments".

This type of hedge corresponds primarily to those derivatives entered into by the Company that convert floating-rate debt to fixed-rate debt.

c) Hedges of a net investment in currencies other than the euro

The Company finances its major foreign investments in the same functional currency in which they are held so as to reduce the foreign currency risk. This is carried out by obtaining financing in the corresponding currency or by entering into cross-currency and interest-rate swaps.

The exchange-rate component of hedges of net investments in foreign operations in subsidiaries, jointly controlled entities and associates are accounted for as a fair value hedge.

The changes in fair value of the designated derivatives, which meet the conditions for qualifying as hedges of net investments in foreign operations, are recognised in the income statement under "Change in fair value of financial instruments", together with any changes in the fair value of the hedged investment in subsidiaries, jointly controlled entities or associates that is attributable to foreign-exchange risk.

d) Derivatives not qualifying for hedge accounting

If any derivatives do not meet the criteria to qualify for hedge accounting, any gains or losses arising from changes in the fair value of the derivatives are taken directly to the income statement for the year.

e) Fair value and valuation techniques

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, irrespective of whether that price is directly observable or estimated using another valuation technique.

Classification of the derivative financial instruments on the balance sheet as current or non-current will depend on whether the maturity at year-end is less or more than one year.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to net profit or loss for the year.

At 31 December 2015, the Company designated some of these derivative financial instruments as "Hedge accounting transactions", taking the changes in the fair value of the effective portion, in the case of cash flow hedges, to equity, and, in the case of the remaining hedges, to income.

For the remaining derivatives entered into that failed to meet all the requirements indicated above to qualify as hedges, changes in fair value, irrespective of the type of instrument, are taken to income.

4.8 Equity

The costs of issuing new shares or options are recognised directly against equity, as a reduction to reserves.

Any treasury shares acquired by the Company are recognised under "Treasury shares" as a reduction of equity and stated at their acquisition cost (including any directly attributable incremental costs), without recognising any valuation adjustments.

When these shares are sold or issued again, any amount received, net of any additional directly attributable transaction costs and the corresponding effect of the tax on the profit generated, is included in equity.

4.9 Financial liabilities

This category includes trade and non-trade payables. These borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement for at least twelve months after the balance-sheet date.

Trade payables falling due within one year and which do not have a contractual interest rate are stated, both initially and afterwards, at nominal value when the effect of not discounting the cash flows is not material.

Borrowings are initially recognised at fair value, including the costs incurred in raising the debt. In subsequent periods, they are measured at amortised cost. That is, the difference between the funds obtained (net of the costs required to obtain them) and the repayment value, if any and if significant, is recognised in the income statement over the term of the debt at the effective interest rate.

If existing debts are renegotiated, it is considered that there are no substantial changes to the financial liabilities when the lender of the new loan is the same party that extended the initial loan and the present value of the cash flows, including net commissions, does not differ by more than 10% from the present value of the cash flows payable from the original liability calculated using the same method.

The Company derecognises financial liabilities when the obligations giving rise to them cease to exist.

4.10 Corporate income tax

The corporate income tax expense (income) is the total amount accrued in this connection during the year, representing both the current and deferred tax expense (income).

Both the current and the deferred tax expense (income) are recognised in the income statement. However, the tax effect from the items that are recognised directly in equity is recognised in equity.

The current corporate income tax expense is the amount payable by the Company as a result of income tax settlements for a given year. Tax credits and other tax benefits applied to the taxable profit, excluding tax withholdings, prepayments, and tax loss carryforwards effectively offset in the current year reduce the current income tax expense.

Deferred tax expense or income relates to the recognition and derecognition of deferred tax assets and liabilities. These include temporary differences, measured as the amount expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities and their tax value, as well as their negative tax bases pending offsetting and unused tax credits. These amounts are measured by applying to the corresponding temporary difference or tax asset, the tax rate at which the asset is expected to be realised or the liability is expected to be settled.

Deferred taxes are calculated using the balance-sheet method, based on the temporary differences that arise between the tax bases of the assets and liabilities and their carrying amounts.

The recoverability of deferred tax assets is assessed when they are generated, and at the end of each reporting period, depending on the earnings forecast for the Company in its business plan as well as in that of the tax group to which it belongs.

The Company files consolidated income tax returns, as it forms part of the consolidated tax group of which it is the Parent. In this regard, taking into consideration the legal-private relationship of the consolidation agreements, the companies composing the tax group recognise their respective income tax accounts receivable and payable for the year as a debit or credit against Abertis Infraestructuras, S.A. as the Parent of the tax group.

The income tax expense accrued is determined by taking into account, in addition to the parameters to be considered in the case of individual taxation set forth above, and in accordance with the Resolution dated 9 February 2016 of the Spanish Accounting and Audit Institute, implementing the rules for recognition, measurement and preparation of the financial statements for recognising income tax, the following parameters:

- Permanent and temporary differences arising from the elimination of the profit or loss arising in the process of determining the consolidated tax base.
- The tax relief and tax credits that relate to each company of the tax group under the regime for groups of companies; for these purposes, tax relief and tax credits are recognised by the company that carries out the activity or obtains the income necessary to obtain the right to receive the tax relief and tax credit.
- With regard to the tax losses incurred by certain companies in the tax group that were offset by other companies that form part of this group, in accordance with the foregoing, an account receivable was created with the parent of the tax group. With regard to tax losses not offset by companies in the tax group, the company must recognise a deferred tax asset in accordance with the aforementioned criteria.

4.11 Employee benefits

Under the respective collective bargaining agreements, the Company has the following obligations vis-à-vis its employees:

a) Post-employment benefits

- Defined contributions to employee welfare instruments (employee pension plans and group insurance policies).

- Defined benefits, in the form of bonuses or payments for retirement from the Company.

In relation to defined contribution employee welfare instruments, the Company makes fixed contributions to a separate entity and has no legal or constructive obligation to make further contributions in the event that this entity does not have sufficient assets to cover the employee payments relating to the services rendered in the current and previous years. The annual expense recognised is the corresponding contribution made in the year.

With regard to the defined benefit obligations, where the Company assumes certain actuarial and investment risks, the liability recognised on the balance sheet is the present value of the obligations at the balance-sheet date. Furthermore, the asset recognised (which is not deducted from the liability as it is contracted with related parties) is the fair value of the possible assets related to this obligations on that date, less any amount arising from past service costs not yet recognised.

The projected unit credit method is used to determine both the present value of the obligations and the related current and past service costs. The actuarial gains and losses arising from changes in the actuarial assumptions are recognised in the year in which they occur. They are not included in the income statement, but presented in the statement of income and expense recognised in equity.

Past service costs are recognised as an expense, and are allocated on a straight-line basis over the average period remaining until the benefits become vested. Nevertheless, when the benefits are immediately irrevocable after the introduction of a defined benefit plan, or following any change in the plan, the past service costs are recognised immediately.

The meeting of obligations by making payments to an insurance policy, where the legal or constructive obligation to meet the agreed benefits remains, is always treated as a defined benefit.

b) Share-based payments

The Company has a management benefits plan consisting of the distribution of share options of Abertis Infraestructuras, S.A. that can be settled only in shares.

This plan is measured at its fair value at the grant date using a generally accepted financial calculation method, which, inter alia, takes into account the option exercise price, volatility, exercise term, expected dividends and the risk-free interest rate.

The cost of the plans is charged to the income statement as a personnel cost as it accrues during the period of time specified for the employee to remain in the Company's employ in order to exercise the option, with a balancing entry in equity and without any remeasurement.

c) Other long-term benefits

The Company has obligations to certain employees with regard to a medium-term bonus plan (2015-2017 Incentive Plan) tied to the achievement of certain business goals. The cost of the plan is charged to the income statement as a personnel cost as it accrues and in accordance with the probability that the goals set will be fulfilled.

d) Termination benefits

The Company recognises these benefits when it is demonstrably committed to terminate the employment of the employees.

4.12 Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal, contractual or constructive) as a result of a past event; it is probable (i.e., more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation.

The provisions are stated at the present value of the disbursements expected to be necessary to settle the liability. Adjustments to the provision due to its restatement are recognised as a financial expense as they accrue.

Provisions expiring in one year or less and that do not have a material financial impact are not discounted.

When it is expected that part of the disbursement required to settle the provision will be refunded by a third party, the refund is recognised as a separate asset, provided that its receipt is assured.

Contingent liabilities are possible obligations arising as a result of past events, whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly controlled by the Company. These contingent liabilities are not recognised in the accounts but rather are disclosed in the notes thereto (see Note 19).

4.13 Classification of financial assets and liabilities as current and non-current

In the balance sheet, financial assets and liabilities are classified according to their maturity. Those maturing in twelve months or less are classified as current and those maturing twelve months or more after the balance-sheet date as non-current.

Loans due within twelve months but whose long-term refinancing is assured at the Company's discretion, through existing long-term credit facilities, are classified as non-current liabilities.

4.14 Recognition of income and expenses

Income and expenses are recognised on an accruals basis, i.e., when the actual flow of the related goods and services occurs, regardless of when the resulting monetary or financial flow arises. Revenue is measured at the fair value of the consideration received, less any discounts and taxes.

Revenue from sales is recognised when the Company has transferred to the buyer the significant risks and rewards of ownership of the goods, and the Company retains neither continuing managerial involvement nor effective control over the goods sold.

Revenue from the rendering of services is recognised by reference to the stage of completion of the transaction at the reporting date, provided that the outcome of the transaction can be estimated reliably.

Interest income is recognised using the effective interest method.

Dividend income is recognised in the income statement when the right to receive payment is established. However, if the dividends paid are generated unequivocally from results prior to the acquisition date, they are not recognised as income but deducted from the carrying amount of the investment.

The Company centralises a portion of the financing transactions of the Group of which it is the Parent. Consequently, to present its transactions fairly, the Company considers the financial income associated with the loans granted to the other investees as an item of financial profit.

4.15 Transactions in currencies other than the euro

Transactions in currencies other than the euro are translated into the functional currency of the Company (the euro) using the exchange rates in effect on the transaction date. Gains and losses on currencies other than the euro arising from the settlement of these transactions and from the translation of monetary assets and liabilities held in currencies other than the euro at the year-end exchange rates are recognised in the income statement.

4.16 Related party transactions

The Company carries out all its transactions with related parties at market value. Also, given that transfer prices are adequately documented, the Company's directors consider that there are no significant risks that could give rise to material liabilities in the future.

For balance-sheet presentation purposes, Group companies are deemed to be those controlled directly or indirectly by Abertis Infraestructuras, S.A. (see Note 1); associates are deemed associates of the companies controlled by Abertis Infraestructuras, S.A.; and other related companies are deemed to be those with significant influence over Abertis Infraestructuras, S.A., with the right to nominate a director or with a shareholding above 3% (see Note 13).

4.17 Non-current assets and disposal groups of elements held for sale and discontinued operations

a) Non-current assets (disposal groups) held for sale

The Company classifies a non-current asset or disposal group as held for sale when it has taken the decision to sell it and the sale is expected to be completed within twelve months.

These assets or disposal groups are measured at the lower of their carrying amount or fair value less costs to sell.

Non-current assets classified as held for sale are not depreciated, but rather, at each balance-sheet date, the related valuation adjustments are made to ensure that the carrying amount is not higher than the fair value less costs to sell.

Income and expenses arising from non-current assets and disposal groups classified as held for sale which do not qualify as discontinued operations are recognised under the corresponding heading in the income statement in accordance with their nature.

b) Discontinued operations

All components of the Company that have been sold or otherwise disposed of or classified as held for sale and represent a line of business or significant geographical area of operation, form part of a single coordinated plan to dispose of a line of business or geographical area of operations which is significant and may be considered separate to the rest, or are a subsidiary acquired solely for sale, are classified as discontinued operations. The profit (loss) generated by discontinued activities are presented on a specific line in the income statement net of tax, comprising the profit (loss) after tax of the discontinued activities and the profit (loss) after tax recognised by the measurement at fair value less any sales costs, or the disposal by other means of the assets of disposal groups of elements that form the discontinued operations.

For these purposes, and in accordance with the financial reporting framework applicable to the Company, components of a company are deemed to be the activities or cash flows which, due to being separate and independent in their functioning, or for the purposes of financial reporting, are clearly distinguishable from the rest of the company, such as a dependent company or a business or geographic segment.

4.18 Activities affecting the environment

Each year, costs arising from legal environmental requirements are either recognised as an expense or capitalised, depending on their nature. The amounts capitalised are depreciated over their useful life.

Additionally, a provision for environmental risks and expenses is recognised if there are obligations related to environmental protection.

In view of the business activities carried out by the Company, it does not have any environmental liability, expenses, assets, provisions or contingencies that might be material with respect to its equity, financial position or results. Therefore, no specific disclosures relating to environmental issues have been included in these notes to the financial statements.

5. Financial risk management

5.1 Factors of financial risk

The activities of the Company and the Group, of which it is the Parent, are exposed to various financial risks: exchange-rate risk, interest-rate risk, credit risk, liquidity risk and inflation risk. The Company uses derivative financial instruments to hedge part of these risks.

Financial risk management of the companies in the Abertis Group is controlled by the General Finance Department following authorisation by the most senior executive officer of **Abertis**, as part of the respective policy adopted by the Board of Directors.

a) <u>Foreign-exchange risk</u>

Foreign-exchange risk arises from future commercial transactions, recognised assets and liabilities, and net investments in foreign operations.

The foreign-exchange risk on net assets of Company operations in non-euro currencies is managed, mainly, by raising debt in the corresponding currencies and/or through the use of cross-currency and interest-rate swaps.

The strategy for hedging foreign currency risk in Company investments in non-euro currencies must tend towards a full hedge of this risk, and must be implemented over a reasonable period of time depending on the market and the prior evaluation of the effect of the hedge.

b) Interest-rate risk

The Company is exposed to interest-rate risk through its non-current borrowings.

Borrowings issued at floating rates expose the Company to cash-flow interest-rate risk, while fixed-rate borrowings expose the Company to fair-value interest-rate risk.

Interest-rate risk is managed so as to reach a balance in the debt structure that enables volatility in the income statement to be minimised over several years.

To accomplish this, based on the various estimates and objectives related to the structure of the debt, in order to manage cash-flow interest-rate risk, hedges are implemented by entering into derivative financial instruments consisting of floating-for-fixed rate swaps. These swaps have the economic effect of converting borrowings at floating rates into borrowings at fixed rates, and, accordingly, the Company makes commitments with other parties to exchange, on a regular basis, the difference between the fixed and floating interest rates calculated on the basis of the principal notional amounts contracted.

To comply with its policy referred to above, the Company is also willing to carry out fixed-to-floating interest-rate swaps so as to hedge its fair value interest-rate risk.

c) Credit risk

Credit risk arises mainly from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, and other debt, including outstanding receivables and committed transactions.

Derivative and spot transactions are arranged only with financial institutions with strong credit ratings as qualified by international rating agencies. The ratings of each entity are reviewed regularly in order to perform active counterparty risk management.

During the years for which information is reported, no credit limits were exceeded and management does not expect to incur losses as a result of default by any of the counterparties indicated above.

d) Liquidity risk

The Company carries out prudent management of liquidity risk, which involves having access to a sufficient amount of financing through established credit facilities, as well as the capacity to liquidate market positions. The objective of the General Financial Department of **Abertis** is to remain flexible in financing through the availability of committed credit facilities.

e) Inflation risk

Most of the toll road concessions generate income from tolls that vary in direct proportion to inflation. Consequently, higher inflation would, a priori, increase the value of these projects.

5.2 Fair value measurements

The fair value of financial instruments traded in active markets is based on the market prices at the reporting date.

The quoted market price used for financial assets is the current bid price.

The fair value of the financial instruments not quoted on active markets is determined using valuation techniques. The Company uses a variety of methods and makes assumptions based on the existing market conditions at each balance-sheet date and incorporates the concept of transfer, through which credit risk is taken into account.

Listed market prices are used for long-term debt. The fair value of interest-rate swaps is calculated as the present value of the estimated future cash flows and the fair value of forward exchange-rate contracts is determined using the forward exchange rates in the market at the end of the reporting period.

6. Intangible assets

The breakdown of and changes in intangible assets are as follows:

	Computer software	Goodwill	Studies and projects	Other	Total
At 1 January 2014					
Cost	1,365	477	91	3	1,936
Accumulated amortisation	(675)	-	(73)	(3)	(751)
Carrying amount	**690**	**477**	**18**	**-**	**1,185**
2014					
Carrying amount at beginning of period	690	477	18	-	1,185
Additions	4.508	-	-	-	4,508
Depreciation charge	(718)	-	(9)	-	(727)
Carrying amount at end of period	**4,480**	**477**	**9**	**-**	**4,966**
At 31 December 2014					
Cost	5,873	477	91	3	6,444
Accumulated amortisation	(1,393)	-	(82)	(3)	(1,478)
Carrying amount	**4,480**	**477**	**9**	**-**	**4,966**
2015					
Carrying amount at beginning of period	4,480	477	9	-	4,966
Additions	2,433	-	-	-	2,433
Disposals	(208)	-	(3)	-	(211)
Transfers	(879)	-	-	-	(879)
Depreciation charge	(1,994)	-	(6)	-	(2,000)
Carrying amount at end of period	**3,832**	**477**	**-**	**-**	**4,309**
At 31 December 2015					
Cost	7,219	477	88	3	7,787
Accumulated amortisation	(3,387)	-	(88)	(3)	(3,478)
Carrying amount	**3,832**	**477**	**-**	**-**	**4,309**

All of the intangible assets described in the preceding table have definite useful lives, except for goodwill.

In 2014, in connection with the various organisational changes, the Company reorganised the services that until then were performed by the Group company Serviabertis, S.L., in order to rationalise and optimise its management and promote its specialisation by having it focus on certain services. Within this context, for activities that are now outside of the purview of Serviabertis, S.L., tangible and intangible elements and human resources have been transferred, at their carrying amount, to the Company and other companies both of the Group and of third parties. Hence, EUR 3,327 thousand of all additions in 2014 relate to the assets acquired by the Company from Serviabertis, S.L.

a) Other information

In 2015 and 2014, no significant impairment losses were recognised or reversed for any intangible asset.

Fully amortised intangible assets in use at 31 December 2015 amounted to EUR 2,082 thousand (EUR 384 thousand in 2014).

At 31 December 2015, the Company did not have significant intangible assets subject to encumbrances on ownership or pledged as collateral for liabilities.

It is Company policy to take out all insurance policies considered necessary to cover possible risks that might affect its intangible assets.

7. Property, plant and equipment

The breakdown and changes in the items of property, plant and equipment are as follows:

	Land and buildings	Plant and other items of property, plant and equipment	Total
At 1 January 2014			
Cost	10,695	4,086	14,781
Accumulated amortisation	(1,861)	(3,593)	(5,454)
Carrying amount	**8,834**	**493**	**9,327**
2014			
Carrying amount at beginning of period	8,834	493	9,327
Disposals (net)	(2)	-	(2)
Additions	58	3,817	3,875
Depreciation charge	(132)	(356)	(488)
Carrying amount	**8,758**	**3,954**	**12,712**
At 31 December 2014			
Cost	10,751	7,903	18,654
Accumulated amortisation	(1,993)	(3,949)	(5,942)
Carrying amount	**8,758**	**3,954**	**12,712**
2015			
Carrying amount at beginning of period	8,758	3,954	12,712
Disposals (net)	-	(823)	(823)
Additions	-	6,918	6,918
Transfers	-	879	879
Depreciation charge	(133)	(1,827)	(1,960)
Carrying amount	**8,625**	**9,101**	**17,726**
At 31 December 2015			
Cost	10,751	14,877	25,628
Accumulated amortisation	(2,126)	(5,776)	(7,902)
Carrying amount	**8,625**	**9,101**	**17,726**

At 31 December 2015, “Land and buildings” includes EUR 4,207 thousand (EUR 4,207 thousand in 2014) in land costs and EUR 6,544 thousand (EUR 6,544 thousand in 2014) in building costs. The accumulated depreciation for this account relates fully to buildings.

Additions for the period relate mainly to the acquisition of management elements required for the Company's ordinary activities.

Similarly, the additions in the preceding year correspond mainly to the assets acquired from the then company of the Group, Serviabertis, S.L., EUR 3,206 thousand, in relation to the organisational changes that affected that company detailed in Note 6.

a) Other information

In 2015 and 2014, no significant impairment losses were recognised or reversed for any individual item of property, plant and equipment.

Fully depreciated items of property, plant and equipment in use at 31 December 2015 amounted to EUR 2,815 thousand (EUR 2,616 thousand in 2014).

At 31 December 2015, the Company did not have significant items of plant, property and equipment subject to encumbrances on ownership or pledged as collateral for liabilities.

The Company takes out all insurance policies considered necessary to cover possible risks that might affect its property, plant and equipment.

8. Investments in group companies and associates

Key information on Group companies, jointly controlled entities and associates at year-end 2015 and 2014 is as follows:

	Balance at 31/12/2014	Additions (charges)	Disposals (reductions)	Transfers	Balance at 31/12/2015
Interests in Group companies and associates	4,139,959	1,394,180	(245,101)	608,238	5,897,276
Provisions for impairment	(263,316)	(1,137,127)	-	-	(1,400,443)
Loans to Group companies and associates	7,667,286	21,139	(1,480,562)	(878,000)	5,329,863
Total long-term	**11,543,929**	**278,192**	**(1,725,663)**	**(269,762)**	**9,826,696**
Loans to Group companies and associates and other financial assets	980,699	129,576	(408,399)	-	701,876
Total short-term	**980,699**	**129,576**	**(408,399)**	**-**	**701,876**

	Balance at 31/12/2013	Additions (charges)	Disposals (reductions)	Balance at 31/12/2014
Interests in Group companies and associates	3,884,630	315,902	(60,573)	4,139,959
Provisions for impairment	(252,215)	(11,101)	-	(263,316)
Loans to Group companies and associates	8,283,660	1,387,742	(2,004,116)	7,667,286
Total long-term	**11,916,075**	**1,692,543**	**(2,064,689)**	**11,543,929**
Loans to Group companies and associates and other financial assets	862,519	367,992	(249,812)	980,699
Total short-term	**862,519**	**367,992**	**(249,812)**	**980,699**

The breakdown of direct and indirect shareholdings in Group companies and associates, together with their carrying amount, the breakdown of equity and the dividends received therefrom, is shown in the Appendix.

a) Equity instruments

The main additions in 2015 relate to the following transactions:

- On 30 November 2015, a monetary contribution for the amount of EUR 1,322,000 thousand was made to the company Abertis Autopistas España, S.A. (a sole-shareholder company wholly owned by **Abertis**) to offset the losses reflected in the balance sheet of this investee company dated 29 November 2015 and to restore the situation of equity imbalance caused by the aforementioned losses, generated for the most part by the impairment recorded in 2015 to the investment in Acesa, as detailed in section c) of the this Note.

- In the year, the company Holding d'Infrastructures de Transport, S.A.S. (Hit) distributed among its shareholders all the interests held in the subsidiary Sanef ITS Technologies, S.A.S (Sanef ITS, head of a subgroup of companies engaging in telematic activities). As a result, **Abertis** became the direct holder of 52.55% of the shares of the aforementioned company for an amount of EUR 22,597 thousand. Subsequently, on 6 May 2015, **Abertis** completed the acquisition of the minority interests (47.45%) of the aforementioned subsidiary for EUR 20,403 thousand euros, after which **Abertis** became the direct full owner of Sanef ITS for the amount of EUR 43,000 thousand.

- On 27 November 2015, there was an increase in share capital of the investee company Autopistas Metropolitanas de Puerto Rico, LLC for the amount of EUR 9,429 thousand, without this affecting the percentage held in that subsidiary (51%).

- On 22 April 2015, the share capital of Sociedade para Participações em Infraestructura, S.A. (SPI) was increased by EUR 1,251 thousand.

Disposals in 2015 relate mainly to:

- The restructuring process of the various companies holding interests in the companies operating the Group's concessions in Chile which the Abertis Group carried out in order to simplify its structure. The aforementioned restructuring was effected through various purchase and sale operations of holdings and mergers. This process involved the liquidation by absorption of Ladecon, S.A., Abertis Autopistas Chile Ltda., Abertis Infraestructuras Chile II SpA and Abertis Infraestructuras Chile III SpA and Abertis Autopistas Chile II SpA, with a negative impact on the attached income statement for the amount of EUR 24,740 thousand.

- The reimbursements of the contributions from Autopistas Metropolitanas de Puerto Rico, LLC (Metropistas), for EUR 668 thousand. These reimbursements were recognised with a credit to the interest held given that they did not relate to profits generated by the companies since their incorporation.

Furthermore, the transfers in 2015 are due to:

- On 26 March 2015, the Societat d'Autopistes Catalanes, S.A. (a sole-shareholder company wholly owned by **Abertis**) increased its share capital by EUR 1,000 thousand with a share premium of EUR 877,000 thousand. This increase in share capital, for the amount of EUR 878,000 thousand, was subscribed by **Abertis** by the offsetting of part of the credit rights deriving from a long-term credit facility agreement granted to the company on 23 December 2014 (see Note 8.b).
- Transfer to non-current assets held for sale of the interest that Abertis holds in Abertis Telecom Terrestre, S.A. (currently Cellnex Telecom, S.A.) as part of the process of placement of the shares of that investee company as detailed in Note 11.

Finally, in 2015, the hedges of net investments in foreign operations of the companies of the Inversora de Infraestructuras, S.L. (Invin), Infraestructuras Americanas, S.L.U., Partícipes en Brasil and Metropistas groups have resulted in a decrease in the cost of the investment of EUR 22,563 thousand in the case of Invin (decreased by EUR 7,954 thousand in 2014), a decrease of EUR 3,964 thousand in the case of Infraestructuras Americanas, S.L.U. (decreased by EUR 306 thousand in 2014), a decrease of EUR 97,260 thousand in the case of Partícipes en Brasil (increase of EUR 6,912 thousand in 2014), and has resulted in an increase of EUR 18,500 thousand in the case of Metropistas (increase of EUR 17,336 thousand in 2014). These changes were recognised with a balancing entry in the income statement for the year (under "Change in fair value of financial instruments") because of the exchange rate effect resulting from that part of the hedge considered effective, the impact being offset by the effect of the hedges arranged (see Note 10), also recognised in the same item of the income statement (see Note 18.d).

The main changes in 2014 were as follows:

- Acquisition from Capital Riesgo Global, S.A. (a company in the Santander Group) of 100% of the share capital of Infraestructuras Americanas, S.L.U. (IA), a company 42.3%-owned by Inversora de Infraestructuras, S.L. (Invin, in which **Abertis** already held a 57.7% interest). The purchase price, EUR 295 million, is payable in 2019. Consequently, the investment acquired has been stated at the current value of the disbursement, EUR 256 million.

- Acquisition of an additional 6% of Autopistas Metropolitanas de Puerto Rico, Llc. (Metropistas) from investment funds managed by Goldman Sachs for EUR 32.2 million (USD 43.6 million). Following this transaction, **Abertis** became the majority and controlling shareholder of this company, with a 51% interest.

- On 30 May 2014, **Abertis** acquired the shareholding of APDC Participaçoes, S.A. (previously Abertis Telecom Brasil, Ltda.) from Abertis Telecom Terrestre and Abertis Tower, for EUR 37 thousand, with an increase in the share capital of the aforementioned company on 18 July 2014 for the amount of EUR 743 thousand. Likewise, on 19 December, the share capital of Sociedade para Participações em Infraestructura, S.A. (SPI) was increased by EUR 2,346 thousand.

- On 5 December 2014, Societat d'Autopistes Catalanes, S.A.U. was incorporated, for EUR 60 thousand, and it acquired Infraestructures Viàries de Catalunya, S.A.U.C.G.C. and Autopistes de Catalunya, S.A.U.C.G.C. from the investee of **Abertis**, Abertis Autopistas España, S.A.U.

- The reimbursement of contributions made by Holding d'Infrastructures de Transport S.A.S. (HIT) and Autopistas Metropolitanas de Puerto Rico, LLC (Metropistas) for approximately EUR 30 million and EUR 7 million, respectively. These reimbursements were recognised with a credit to the interest held given that they did not relate to profits generated by the companies since their incorporation.

- Regarding organisational changes affecting the until then Group company Serviabertis, S.L. described in Note 6, in 2014 the investee has refunded contributions for a total of EUR 12,000 thousand. Additionally, 23 December 2014 saw the sale of the interest held in Serviabertis, S.L. to a third party with 100% of the ownership being transferred for EUR 4 thousand.

b) Loans to Group companies and associates

The loans to Group companies and associates (see Note 20.c) have the following maturities.

	31 December 2015							
	Current	Non-current						
	2016	2017	2018	2019	2020	Subsequent years	Total	Total
Loans and other financial assets to Group companies and associates	701,876	1,568,545	-	3,761,318	-	-	5,329,863	6,031,739

	31 December 2014							
	Current	Non-current						
	2015	2016	2017	2018	2019	Subsequent years	Total	Total
Loans and other financial assets to Group companies and associates	980,699	6,094,184	1,573,102	-	-	-	7,667,286	8,647,985

The loans granted to Group companies and associates are tacitly renewable in the short-term on the basis of the cash needs of the corresponding Group companies and associates and under market conditions. In 2015, some long-term loans were extended, mainly those held with Abertis Autopistas España, S.A. and Autopistas Concesionaria Española, S.A. (see Note 20.c), which initially matured in 2016, for an additional three years.

The main movements of 2015 relating to long-term loans to Group companies and associates are as follows:

- The reductions in the loans granted to Group companies and associates in 2015 is due mainly to the reduction in the partial reimbursement of the loan granted to the investee company Abertis Autopistas España, S.A. after the contribution for offsetting losses for the amount of EUR 1,322,000 thousand detailed in section a) of this Note.

- The transfers correspond wholly to the increase in capital of the investee company Societat d'Autopistes Catalanes, S.A. for the amount of EUR 878,000 thousand, subscribed by means of offsetting part of the credit rights that **Abertis** holds, as described in section a) of this Note.

The main movements in 2015 relating to short-term loans to Group companies and associates mostly correspond to the consolidated tax group of which the Company is Parent (see Note 20.c), as well as the loan granted to the Company by Abertis Airports S.A. on completion of the disinvestment process in the airport business (see Note 11).

The reductions in the loans granted to Group companies and associates in 2014 were due mainly to the redemptions by Abertis Telecom Satélites, S.A.U. and Abertis Airports, S.A.U. as a result of these companies selling their interests in Eutelsat, S.A. and Compañía de Desarrollo Aeropuerto Eldorado, S.A. and the sale of Mexican airport assets, and to the repayment by Abertis Telecom Terrestre, S.A.U. once it had obtained financial resources by arranging a loan with various financial institutions.

c) Impairment

As indicated in Note 4.6, an evaluation is carried out at year-end as to whether any of the investments recognised at their carrying amounts present impairment losses or indications of loss.

To this end, as the first step, the recoverable amount estimate method was used, based on the equity value.

Where this method was used and it was clear that the carrying amount was higher, the recoverable amount of the investment was determined on the basis of the present value of the future cash flows generated by the investment, calculated on the basis of an estimate of its share of the cash flows expected to be generated by the investee, or market value (price of similar, recent transactions in the market) less costs associated with the sale.

The present value of the future cash flows from the investment was calculated as follows:

- The time during which it is estimated that the related investment will generate cash flows (concession term for investees corresponding to the toll road concession-holders, most of which expire after between 6 and 26 years) was determined.

- The projections of revenue and expenses used in the impairment tests of the previous year were reviewed to evaluate possible deviations. In the review of the 2014, impairment tests with regard to the 2015 results, no significant variances were detected, except for those impairments mentioned above.

- The respective income and expense projections were made using the following general criteria:

    - For revenue, in order to estimate the evolution of the prices, the Group took into consideration the official change in the consumer price index (CPI) of each country in which investments are made (taking into account for concession-holders the respective rate revision formulas set out in the concession arrangements based on the change in the local CPI and/or specific adjustments to it).

    - To estimate the activity of the toll road business (average daily traffic, or ADT), the Company's reference point is gross domestic product (GDP) growth forecast by the authorities in each country (including any corrections). It also takes into account the past performance of each investment in GDP terms, the age of each item of infrastructure and other specific aspects that could affect future activity.

    - For the satellite telecommunications businesses, contracted satellite capacity has been taken as the reference point.

    - For expenses, trends were considered in light of expected changes in the respective CPIs and the projected performance of the activity, as well as the operating efficiency plans implemented by the Group.

    - In order to estimate investments in infrastructure maintenance and upgrade work, the Company used the best estimates available, based on the experience of the company and taking into account the projected performance of the activity.

- The projections were updated at the discount rate resulting from adding, to the long-term cost of money, the risk assigned by the market to each country where the activity takes place, the risk premium assigned by the market to each business, and the financial structure. In general, the discount rates used are within a range of 5.3%-11.3%.

Projections for the first five years are generally based on the budget and on the most recent medium-term projection approved by Management.

As a result of the foregoing, there was a need in 2015 to recognise impairment losses in the companies Abertis Autopistas España, S.A. for the amount of EUR 765,592 thousand, Partícipes en Brasil, S.A. for the amount of EUR 370,284 thousand, and Sociedade Para Participação em Infraestructura, S.A. for the amount of EUR 1,251 thousand (see Note 18.c).

As a result of the foregoing, the total impairment recognised at 31 December 2015 amounted to EUR 1,400,443 thousand, of which EUR 765,592 relate to Abertis Autopistas España, S.A., EUR 370,284 thousand to Partícipes en Brasil, S.A., EUR 147,548 thousand relate to the Argentine company Ausol (relating to 100% of the value of the investment in this company carried out in prior years), EUR 104,667 thousand relating to the impairment recognised in 2012 on the investment held in Airport Concession and Development Limited (ACDL), and EUR 7,942 thousand relating to Abertis Motorways UK, Ltd, EUR 3,630 thousand to Sociedade Para Participação em Infraestructura, S.A. and EUR 780 thousand to APD Participaçoes, S.A.

Impairment on Abertis Autopistas España, S.A.

In relation to the impairment recognised on the interest held in Abertis Autopistas España, S.A., it is necessary to take into account several aspects relating to the investee companies Autopistas Concesionaria Española, S.A. (Acesa) and Autopistas Aumar, S.A.C.E. (AUMAR):

a) Autopistas Concesionaria Española, S.A. (ACESA)

Acesa, operates the administrative concession for the construction, maintenance and operation of the following stretches of toll roads: a) AP-7 La Jonquera – Salou, b) AP-2 Zaragoza – Mediterráneo and c) AP-2 Molins de Rei - El Papiol. Royal Decree 457/2006 approved the Agreement between the Central Government and ACESA, for the amendment of certain terms of this concession.

This Agreement envisages, inter alia, the building of an additional lane in certain stretches of the AP-7 toll road, implementing a closed-toll system and granting free transit and discounts in certain cases, as well as ACESA's waiver of its right to sue for possible indemnities as a result of the effect that the twinning of the N-II and CN-340 motorways might have on traffic.

Consequently, the Agreement specifies that the variation in revenue resulting from the difference between actual traffic and the amount of traffic specified in the Royal Decree itself until the end of the concession, will be added to or subtracted from the investments made in the compensation account created to restore the economic and financial balance that was altered by the obligations assumed by ACESA. The adjusted amount in this compensation account will be received by the concession operator at the end of the concession, once the term of the concession has expired, if the economic and financial balance has not been restored.

The authorities thus secured the promise of the concession-holder to carry out expansion work not included in the concession arrangement, to waive any indemnity that it might be entitled to receive as a result of parallel roads and to give certain rebates and discounts. The authorities are not, however, obliged to make any payment for the projects and waivers, although they are required to assume a risk related to the possibility that traffic might not exceed certain thresholds.

Previously, Royal Decree 457/2006 and the Agreement that it approved received favourable clearance from the various technical services of the Ministries of Public Works and Finance as well as from the Council of State. Although the latter warned of the unique nature of this contractual amendment based on the transfer of the traffic risk, it expressly stated that it did not object to it on legal grounds.

Following its approval, the Agreement was interpreted in the same way by both parties and both the review from the government office for toll road concession-holders of the Ministry of Public Works ("Administrative Review"), as well as the audits of the financial statements of ACESA for 2006 to 2010, confirmed that the calculation of the compensation and the accounting treatment of the compensation account provided for in the Agreement were correct.

The Administrative Review of the 2011 financial statements issued in mid-2012 recognised the amounts accrued in the year and the compensation balance in favour of ACESA at 31 December 2011, calculated using the same methodology. It raised questions, however, regarding the interpretation of the compensation for guaranteed revenue for the fall in traffic as a result of the economic downturn and proposed that a provision be recognised for this revenue until these doubts could be resolved. On 6 August 2012, ACESA filed an appeal to a superior court against this Administrative Review, which was denied on 12 June 2015. As a result of that ruling, ACESA filed an appeal for judicial review before the Madrid High Court of Justice that, at the date of preparation of these consolidated financial statements, is pending.

Subsequently, in 2013, ACESA received the Administrative Review for 2012, which did not include any recommendation to include a provision, although it did reiterate the matters referred to in the Administrative Review for 2011.

Also, in 2014, ACESA received the Administrative Review for 2013 indicating that the Ministry of Public Works had requested an opinion from the Council of State with a view to resolving the differences in interpretation raised in the Government Review of 2011, and raising the possibility of unilaterally amending the agreement signed with ACESA. With regard to the aforementioned Administrative Review, the Group was informed of the following opinions and reports issued at the request of the Ministry of Public Works:

i) Report from the State Legal Service as to whether the compensation formula could be revised ex officio in order to exclude the effect of the fall in traffic resulting from the economic downturn and, if not, whether the Royal Decree and the Agreement could be amended unilaterally pursuant to the Spanish Toll Roads Law or the "rebus sic stantibus" clause.

The State Legal Service issued the requested report, stating that:

a) The compensation formula regulated in the Royal Decree and in the Agreement could not be revised unilaterally because it constituted a valid contractual amendment (as upheld in the 2006 Decision of the Council of State, since the exclusion of the risk and venture corresponding to the concession operator was not objected to on legal grounds) and because the four-year statute of limitations period for declaring it contrary to the public interest had expired.

b) Similarly, the Royal Decree and the Agreement could not be amended unilaterally, either pursuant to the Toll Roads Law or to the "rebus sic stantibus" clause, and the report stated in relation to the latter that the fall in traffic was not a radically unforeseeable circumstance, since traffic volumes are always subject to fluctuations or changes, particularly over a long period of time such as this 16-year period.

Therefore, in 2014, the State Legal Service concluded, as did the State Lawyer of the Ministry of Public Works in 2006 and likewise the Decision of the Council of State in 2006, that the Agreement approved by Royal Decree 457/2006 was valid and effective and, therefore, that the Government could not amend it unilaterally.

ii) Prior to the preparation of the financial statements for 2014, the Ministry of Public Works notified ACESA of a new decision by the Council of State, which concluded, among others, that: (a) the concession operator does not have a vested right to the annual compensation balances and, consequently, any financial statements that include amounts accrued as a result of decreased toll road traffic should not receive a favourable review from the Office for Toll Road Concession Operators; (b) the compensation system set out in the Agreement does not cover possible compensation for decreases in toll road traffic other than decreases that are caused by the twinning of the N-II and CN-340 motorways (which, in the opinion of the Council of State, has not occurred) and that exceed the maximum amount of the investments made; (c) since there has been no imbalance in the performance of the Agreement, the Agreement will not be unilaterally amended; and (d) in the case of the Agreement in question, the precepts set out in Directive 2014/23/EU of 26 February on the award of concessions must be taken into account.

The new decision of the Council of State expressly renders its previous 2006 opinion null and void. It justifies, from a legal standpoint, its change of position, noting that the novation agreement to amend the contract does not permit transferring the traffic risk, that the regulated participating loans subsequently rendered void the forecasts of guaranteed traffic set out in the Agreement, and that Directive 2014/23/EU, of 26 February, on the award of concessions, requires the concession operator to assume the demand risk. Therefore, it does not consider the balance of compensation for guaranteed traffic, which at 31 December 2015 amounted to EUR 1,235 million, without considering the related tax effect (982 million euros at 31 December 2014).

However, the Council of State itself admits that the concession operator may prepare and approve its financial statements as it deems fit. However, it states that non-approval of the Government review applies if the same accounting policy continues to be used, and that if the Ministry considers that the compensation account included the effect of the fall in traffic, it may amend Royal Decree 457/2006 and the Agreement using administrative powers, including the application of the "rebus sic stantibus" clause.

Lastly, as already indicated, during the year, ACESA received the negative ruling on the appeal filed against the aforementioned 2011 Administrative Review, which had moreover anticipated that any Administrative Review of ACESA would be in line with the latest decision of the Council of State. This resolution means, on the one hand, not considering the guaranteed traffic compensation (and its related financial capitalization) as an integral part of the Agreement balance, amounting to 1,235 million euros at 31 December 2015 (982 million euros at 31 December 2014) and, on the other, the existence of certain discrepancies in relation to the accounting treatment of the investments made and their financial capitalization. In this regard, ACESA has received the proposed Administrative Review of the 2014 financial statements confirming the aforementioned criteria for both the compensation balance and the investments made and their financial capitalisation. ACESA filed an administrative appeal against the review before a superior court on 25 August 2015; however, at the date these consolidated financial statements were prepared, no decision had been handed down.

With regard to the aforementioned decisions, it should be stressed that the criteria of the State Legal Service-State Legal Services Directorate is in line with that set out in various external reports commissioned by the concession operator and made available to the authorities. These reports were issued by State Lawyers, Lawyers of the Council of State and the Courts and jurists of recognised prestige and experience, such as Juan José Lavilla and José María Barrios (Clifford Chance), Benigno Blanco and Jesús Trillo-Figueroa (Iuris C.T.), Jordi de Juan and Alicia de Carlos (Cuatrecasas Abogados) and MA Abogados. The same view has been upheld by the law firms Pérez-Llorca and Uría Menéndez in a legal report issued by them at the request of CVC prior to the purchase of its shareholding in 2010. The aforementioned reports are also consistent with those issued by the State Lawyers and members of various governing bodies of the company, Ricard Fornesa, Mónica López-Monís and Josep María Coronas.

In addition, the accounting policies applied by the Company received a favourable report from the current auditors (Deloitte), as well as the previous auditors (PWC), and by other accounting experts of recognised prestige, such as Enrique Ortega (Gómez Acebo&Pombo) and Sergio Aranda and Tamara Seijo (PWC).

Also, the auditors' reports on the financial statements of ACESA for the years ended 31 December 2011, 2012, 2013 and 2014 were not qualified in this regard.

ACESA states that, in addition to the consistency between the public and private decisions issued previously, including those of the Council of State in 2006 and of the State Legal Service-Government Legal Services Directorate in 2014, Royal Decree 457/2006 expressly recognises that since the entry into force thereof there has been a "new configuration of the concession" based on guaranteed traffic. Also, the participating loans mentioned by the Council of State in its decision of 17 December and regulated by the Budget Laws do not refer to ACESA. There is no mechanism that enables the application thereof in its favour and they were unconnected with the effects of the Agreement. Furthermore, with regard the 2014 Directive (also mentioned in the decision) it has not been transposed into Spanish domestic legislation and the retroactive application thereof is expressly not permitted. This was upheld, in 2015, by Jordi de Juan, Alicia de Carlos and

MA Abogados, who updated their reports in light of the new decision of the Council of State.

Also, on 29 June 2015, a document was submitted to the Council of Ministers through the Government Office for Toll Road Concession Operators in Spain, requesting that the Council exercise its powers of interpretation regarding ACESA's concession arrangement, with respect to the correct understanding of the compensation clause included in the Agreement approved by Royal Decree 457/2006, in the sense of including in the compensation account the traffic guarantee expressly provided in the arrangement. On 30 September 2015, ACESA filed an appeal before the Supreme Court against the denial, by administrative silence, of the aforementioned request to the Council of Ministers, in the absence of a reply to the consultation. At the date of preparation of these financial statements, no decision has yet been handed down on this appeal.

In this context, considering that the stance of the Ministry of Public Works, expressed in the ruling handed down on the appeal to a superior court on the 2011 Administrative Review, in accordance with that the details given above, casts doubt over the guaranteed traffic compensation balance (and its related financial capitalisation), on which the parties have different interpretations, ACESA has recognised and accounting provision for impairment of this balance which for this item amounts to EUR 982 million at 31 December 2014.

In any case, **Abertis** understand that the legal grounds that have always supported the legal validity of the compensation balance remain sound and they will attempt to reach a solution with the Government, as they have always done, which protects their interests and those of their shareholders and, if this were not possible, they will defend those interests, as appropriate, before the courts of law.

b) <u>Autopistas Aumar, S.A.C.E. (AUMAR)</u>

On 18 February 2011, Autopistas Aumar, S.A.C.E, a wholly-owned subsidiary of Abertis Autopistas España, S.A.U. submitted a request to the Central Government to restore the economic and financial balance of the AP7/AP4 concession that it operates as a result of the impact on the economic base of the arrangement arising from the construction of parallel roads, which was not subject to the waiver included in the agreement approved by Royal Decree 457/2006 (see section a) above).

For this purpose, **Aumar** requested the adoption of the measures required to restore the economic and financial equilibrium that had been lost, with the objective of compensating in full the losses suffered as a result of the decline in traffic and revenue; and, secondarily, in the event that the measures requested were not adopted, an entitlement would be recognised to obtain compensation for the damage and losses caused by the breach of contract. The related loss of income from 2002 until the end of the concession in 2019 must be added to the compensation claimed.

The aforementioned request to restore the economic and financial balance was initially dismissed by the Government Office for Toll Road Concession Operators in Spain. In view of this situation, AUMAR filed an appeal with a higher authority, which was partially upheld by the Secretary of State for Infrastructure and Transport, by delegation from the Minister of Public Works, for material lack of jurisdiction, as the matter was submitted to the Council of Ministers for a ruling.

In November 2014, AUMAR received the proposal from the Ministry of Public Works dismissing its request for economic and financial balance, and a hearing was granted. AUMAR submitted the related pleadings at the hearing, arguing the solidity of the grounds for its case based on the damage caused by the actions of the Government not foreseen on entering into the concession arrangement. Since the Council of Ministers did not hand down an express ruling in the legally established period, on 22 July 2015, AUMAR filed an appeal for administrative review before the Supreme Court, since it considered that sound legal arguments exist to defend its legitimate rights and interests, together with those of **Abertis** and its shareholders.

With regard the abovementioned aspects, the Directors of **Abertis**, on the grounds of prudence and without lessening the solidity of the aforementioned legal arguments, in the valuation of the recoverable value of Abertis Autopistas España, S.A.U. have not considered, on the one hand, any income associated to the compensation relating to the guaranteed income, nor its financial updating associated to the ACESA Agreement, and on the other, no income associated to the claim for rebalancing filed by AUMAR, a fact that has resulted in the highlighting of the need to recognise an impairment for the amount of EUR 765,592 thousand as a result of the impairment tests carried out (based on average annual accumulated growth of 2.3% in the business of all the companies to the end of the concession and an increase in the average fees of 2.0%).

Impairment of Partícipes en Brasil, S.A.

During 2015, the decline of the Brazilian macro-economic situation clearly deepened, as shown by the following indicators:

- Brazil has reached a low point in its economic cycle. It has witnessed a drop in its GDP, which has been exacerbated by internal political problems.

- Interest rates have begun to climb in the country in order to control rising inflation. This causes asset values to drop since the discount rate used to measure the current value of future cash flows expected to be generated by the asset increases.

- Available financing, with very high rates, has been reduced, especially affecting the funding of the expansion infrastructure to be executed by the subgroup Arteris, of which Partícipes en Brasil, S.A. is the parent.

In this regard, Brazil's macro-economic situation has impacted on Arteris' main variables:

- There was a significant fall in traffic, especially in heavy vehicles (-8.4% with respect to 2014), as a consequence of the country's economic slowdown.
- All of this at a time of stock market lows in which Arteris' share price dropped, at its lowest point, by 60% compared to December 2012 (acquisition date by **Abertis**) and by 40% with respect to December 2014.

In accordance with the factors described above, the estimates considered in the 2014 impairment test for the current period did not materialise in 2015. Accordingly, faced with clear evidence of the existence of impairment in relation to investment in Partícipes en Brasil in 2015 **Arteris** updated the impairment test in 2015 to verify the recoverability of such assets, based on new estimated future cash flow projections adapted to the macroeconomic situation of the country.

As a consequence of the impairment test of the investment in Partícipes en Brasil, S.A. (based on average annual accumulated growth of 4.0% in the business of all the concession operator companies until the end of the concession and an average rise in fees of 6.4%), **Abertis** deemed it necessary to recognise an impairment for the amount of EUR 370,284 thousand for 2015.

Further, it should be noted that following the impairment recognised, the carrying amount of the aforementioned investment in Partícipes en Brasil, S.A. as at 31 December 2015 is adjusted to the recoverable value (determined on the basis of the value in use) thereof.

Lastly, it should be emphasised that on 1 May 2015, **Abertis** notified its intention to launch (through its subsidiary Partícipes de Brasil, S.A.) a takeover bid of all Arteris' shares, offering a share price of BRL 10.15 per share. It is believes that the takeover bid will be completed in the first half of 2016.

Other

In relation to the investment that **Abertis** has in Metropistas (concession operator in Puerto Rico), it should be indicated that the country's macroeconomic situation worsened during 2015. Despite this, the activity of this company presents certain levels of positive growth in 2015, (which are expected to continue over the coming periods) while maintaining a solid financial structure; (Metropistas has a credit rating of BBB- with a negative outlook, granted on 2 July 2015 by the agency Standard and Poor’s - well above the rating for the country's government institutions). In this regard, the impairment tests carried out on the investment in Metropistas, show that there are no valuation problems in relation to the aforementioned asset, and that it is able to bear reductions in activity and reasonable increases in the discount rate.

Furthermore, in relation to the investment in Hit (the parent company of the Group's concession operators in France), it should be noted that the growth in the income recognised for 2015 is higher than the figures budgeted and was included in the impairment test of 2014 for this period (which already considered the decision of the French Government to freeze the rates in 2015, it should also be noted that the definitive agreement reached has not significantly altered the cited estimations) and the value in use obtained sufficiently exceeds the carrying amount of the investment, with there being no significant risk of impairment deriving from changes in the assumptions considered.

d) Other information

The Company has no commitments in relation to its investees other than the financial investments made, with the exception of the balances held with those companies, which are indicated in Note 20.c.

Lastly, various subsidiaries of **Abertis** investees hold financial debt subject to standard project-finance clauses, for an amount of EUR 3,616 million. This financing generally includes certain guarantees for the lenders, including a floating charge on the shares of these investees.

9. Long- and short term financial investments

The breakdown of financial investments by category at year-end is as follows:

	Loans and receivables and other investments		Derivative financial instruments	
	2015	2014	2015	2014
Derivatives (see Note 10)	-	-	104,015	17,287
Other financial assets (current and non-current)	2,029	2,204	-	-
Total	2,029	2,204	104,015	17,287

None of the outstanding loans and receivables were renegotiated during the year.

"Other financial assets" relates mainly to outstanding interest receivable from interest-rate hedges.

The balances of the financial assets are stated at nominal value, and there are no significant differences from their fair value.

The carrying amounts of investments are mainly denominated in euros.

10. Derivative financial instruments

The breakdown of the fair value of the derivative financial instruments at year-end is as follows:

	2015		2014	
	Assets	Liabilities	Assets	Liabilities
Interest-rate swaps:				
Cash-flow hedges	694	732	316	1,936
Fair-value hedges	-	-	-	-
Not classified as hedges	2,394	-	4,022	-
Cross-currency interest rate and non-euro swaps:				
Hedges of net investments in foreign currencies	100,927	125,417	12,949	136,582
Derivative financial instruments	**104,015**	**126,149**	**17,287**	**138,518**

The Company has arranged interest-rate derivative financial instruments (interest-rate swaps) and cross-currency interest-rate swaps (or "cross-currency swaps"), in accordance with the financial risk management policy described in Note 5.

The breakdown of the derivative financial instruments at 31 December by type of swap, with their notional or contractual values, maturities and fair values, is as follows:

31 December 2015	Notional value	2016	2017	2018	2019	2020	Subsequent years	Net fair value
Interest-rate swaps:								
Cash-flow hedges	150,000	100,000	-	-	-	50,000	-	(37)
Not classified as hedges	25,347	-	25,347	-	-	-	-	2,394
	175,347	**100,000**	**25,347**	**-**	**-**	**50,000**	**-**	**2,357**
Cross-currency interest-rate and non-euro swaps:								
Hedges of net investments in foreign operations	982,653	192,750	177,377	314,250	183,276	115,000	-	(24,490)
	982,653	**192,750**	**177,377**	**314,250**	**183,276**	**115,000**	**-**	**(24,490)**

31 December 2014	Notional value	2015	2016	2017	2018	2019	Subsequent years	Net fair value
Interest-rate swaps:								
Cash-flow hedges	150,000	-	100,000	-	-	-	50,000	(1,620)
Not classified as hedges	25,347	-	-	25,347	-	-	-	4,022
	175,347	**-**	**100,000**	**25,347**	**-**	**-**	**50,000**	**2,402**
Cross-currency interest-rate and non-euro swaps:								
Hedges of net investments in foreign operations	862,654	75,000	192,750	137,377	314,250	143,277	-	(123,633)
	862,654	**75,000**	**192,750**	**137,377**	**314,250**	**143,277**	**-**	**(123,633)**

a) Interest-rate swaps

The principal notional amounts of the interest-rate swaps outstanding at 31 December 2015 totalled EUR 150 million (EUR 150 million in 2014), and the fixed-interest rate through hedges was 1.48% (the same as in 2014).

The impact on the income statement of the settlements of these derivative financial instruments is recognised under "Financial income" or "Finance costs" (see Note 18.d).

The amount recognised as a financial liability at 31 December 2015 with a balancing entry in the income statement for the year for the ineffective portion of the cash-flow hedge, of net investment relationships and the change in the fair value of derivative financial instruments not classified as hedges was EUR -1.629 thousand (EUR -557 thousand in 2014).

b) Cross-currency interest-rate and non-euro swaps

At 31 December 2015, **Abertis** had hedges in Chilean pesos in the amount of CLP 428,871,370 thousand and with an equivalent value of EUR 469,377 thousand. The hedges were arranged through several cross-foreign-currency and interest-rate swaps. These financial instruments are designated as an investment hedge in various Chilean companies (Sociedad Concesionaria del Elqui, S.A., Gestora de Autopistas, S.A., Abertis Infraestructuras Chile Ltda, Rutas del Pacífico, S.A., Autopista Central, S.A. and Operadora del Pacífico, S.A.) through the companies Invin, S.L. and

Infraestructuras Americanas, S.L.U. These hedges mature between 2016 and 2020.

In addition, **Abertis** arranged several cross-foreign-currency and interest-rate swaps to hedge its investment in the Arteris group. These hedges have a nominal value of BRL 1,136,904 thousand and an equivalent value of EUR 370,000 thousand. These hedges mature between 2016 and 2020.

Furthermore, **Abertis** holds cross-currency interest-rate and foreign-currency swaps for a nominal amount of USD 195,000 thousand and an equivalent value of EUR 143,277 thousand. These financial instruments are designated as investment hedges in Metropistas. All of these hedges mature in 2019.

As described in Note 4.7 section c), hedges of net foreign investments in operations relating to subsidiaries, jointly controlled entities and associates are accounted for as fair-value hedges, in relation to the exchange component, that is, as a balancing entry in the income statement (see Note 18.d).

The amount recognised in the income statement under "Change in fair value of financial instruments" (see Note 18.d) for this item was recognised as a net finance income of EUR 99,144 thousand (a net finance cost of EUR 29,731 thousand in 2014), offset by the respective recognition of the net increase of the investment (see Note 8.a).

The settlements of these derivative financial instruments are recognised in "Financial income" or "Finance costs" (see Note 18.d).

c) Other information

With regard to the derivative financial instruments arranged by the Company and in effect at 31 December, the breakdown of expected net settlements, excluding credit risk adjustments, over the coming years is as follows:

	31 December 2015			31 December 2014		
	2016	2017-18	Subsequent years	2015	2016-17	Subsequent years
Expected net settlements (*)	(75,558)	(67,638)	(12,393)	(61,312)	(90,271)	18,999

(*) Without taking into account the credit-risk adjustments.

11. Non-current assets held for sale and discontinued operations

Airport business

In 2013, the Group decided to discontinue the airport operating segment, given that an orderly disinvestment process in the airport business was under way intended to ensure that **Abertis** would focus on growing in the toll road and telecommunications operating segments.
In this regard, in 2014 and 2013, most of the assets forming the airport business were disposed of, although, at 31 December 2014, the Group still held certain assets and liabilities of disposable groups used in the airport segment.

Specifically, these assets and liabilities (in which **Abertis** holds an interest, either directly or through Desarrollo de Concesiones Aeroportuarias, S.L. (DCA), corresponded to the assets contributed by the company MBJ Airports, Ltd (MBJ) in which DCA has a 74.5% interest in its share capital, owner of the Sangster International Airport in Montego Bay, Jamaica, the concession for which expires in April 2033, and to the financial interest of 14.77% that DCA holds in SCL Terminal Aéreo Santiago, S.A. (Scl).

In relation to those assets, it should be highlighted that on 20 April 2015, **Abertis** completed the sale of all of its 100% investment in Desarrollo de Concesiones Aeroportuarias, S.L. (DCA), through which **Abertis** held an equity interest of 74.5% in MBJ Airports, Ltd. and of the 14.77% interest in SCL Terminal Aéreo Santiago, S.A. for EUR 177 million euros.

Following this transaction, **Abertis** ceased to have any operational airport assets in its portfolio, and completed the divestment process in the airport business.

Terrestrial telecommunications business

As part of the process for the placement of Cellnex Telecom, S.A. (Cellnex) shares, **Abertis** transferred its interest in that company to “Non-current assets held for sale”.

In this regard, the process was completed on 18 May 2015, with the placement of Cellnex shares with institutional investors of 60%, plus an additional 6% relating to the exercise of the call option granted to the placement entities on 10% of the share purchase offer. The main milestones of the process undertaken in the period were as follows:

- On 7 April 2015, **Abertis** announced its intention to undertake a initial public offering (IPO), aimed at eligible investors, involving its ordinary shares in the terrestrial telecommunications infrastructure subsidiary Cellnex Telecom, S.A.U. and to apply for the listing of all of its shares. **Abertis** expressed its intention to sell 55% of its holding in the company (which was 100%).
- On 23 April 2015, the Spanish National Securities Market Commission (CNMV) approved and filed the IPO prospectus for Cellnex's shares in the corresponding official register in the aforementioned terms, whereby the company's sole shareholder **Abertis**, would sell shares representing 55% of Cellnex's share capital, extendible up to a maximum of 60.5%, in the event the call option was executed on 10% of the initial offering.
- On 24 April 2015, the demand book was opened and orders began to be received from potential investors. During the above process, on 4 May 2015, and following the related authorisation at the end of April by **Abertis'** shareholders, the CNMV approved a supplement to the aforementioned IPO prospectus, whereby **Abertis** extended the public offering on Cellnex's shares to 60% of its share capital, extendible up to a maximum of 66%, in the event a call option was exercised on 10% of the offering.
- Later, on 5 May 2015, once the demand book had been closed and orders received from potential investors and, in accordance with the requests received, the definitive price of the public offering was set at EUR 14.00 per share and **Abertis** confirmed the sale process, which was completed with the admission to listing of Cellnex's shares on the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges on 7 May 2015.
- Lastly, on 18 May 2015, the placement banks exercised the call option granted on 10% of the aforementioned offering.

The results generated as a result of the IPO have been recognised under "Discontinued operations" on the attached income statement, as it complies with the requirements established in the regulations applicable to the Company (see Note 4.17 section b), taking into consideration, on the one hand, that the activity of the Company is the ownership of equity interests and, on the other, that it is a competent, driven by the participation in a subsidiary, and representative of a significant business line, exploitable within the ordinary activity of the company and forms part of an individual plan for its sale.

Accordingly, the sale of 66% of Cellnex's share capital in the stock market launch led to an entry of cash from the placement for a gross amount of EUR 2,140,753 thousand (EUR 14.00 per share) and a gain, net of transaction costs, of EUR 1,805,020 thousand, recognised under "Profit/(loss) from discontinued operations" in the income statement (see Note 18.f).

12. Cash and cash equivalents

The detail of cash and cash equivalents at 31 December is as follows:

	2015	**2014**
Cash on hand	24	27
Cash at banks	1,225,292	737,392
Cash and cash equivalents	**1,225,316**	**737,419**

13. Shareholders' equity

a) Share capital, share premium and treasury shares

The amounts and changes in these items in the year are as follows:

	Share capital	**Treasury shares**
At 1 January 2014	2,566,586	(12,973)
Net change in treasury shares	-	(137,314)
Capital increase	128,329	-
At 31 December 2014	**2,694,915**	**(150,287)**
Net change in treasury shares	-	(1,061,635)
Capital increase	134,746	-
At 31 December 2015	**2,829,661**	**(1,211,922)**

Share capital

At 31 December 2015, the share capital of **Abertis** comprised 943,220,294 ordinary shares, belonging to a single class and series, represented by book entries, with a nominal value of EUR 3 per share, fully subscribed and paid.

Following the General Shareholders' Meeting of 1 April 2014, the Board of Directors was authorised to increase share capital, in one or more capital issues through monetary contributions, up to a maximum of EUR 1,347,458 thousand (until then EUR 1,108,557 thousand), by no later than 1 April 2019.

On 24 March 2015, the General Meeting of shareholders of **Abertis** approved a bonus issue to be charged against the voluntary reserves, in the ratio of one new share for every 20 former shares, representing EUR 134,746 thousand (44,915,252 ordinary shares). The change in the number of **Abertis** shares during the year was as follows:

	Number of ordinary shares	
	2015	**2014**
At 1 January	898,305,042	855,528,612
Bonus issue	44,915,252	42,776,430
At 31 December	**943,220,294**	**898,305,042**

All the shares of Abertis are listed on the Barcelona, Bilbao, Madrid and Valencia stock exchanges, and are traded on the Spanish electronic trading system. The shares are traded on the Main Board (continuous market) and are part of the Ibex 35 index.

The shares of **Abertis** are represented by book entries. According to available information, at 31 December 2015, the most significant shareholders are as follows:

	2015	**2014**
Fundació Bancària Caixa d'Estalvis i Pensions de Barcelona "la Caixa" [(1)]	22.67%	23.12%
Inmobiliaria Espacio, S.A. [(2)]	16.06%	18.94%
Trebol Holding S.a.r.L.	-	15.55%
	38.73%	**57.61%**

[(1)] Shareholding through Criteria Caixa, S.A.U. is 15.02%; and through Inversiones de Autopistas, S.L., 7.65%.

[(2)] Shareholding through the following structure: 1.74% directly, 13.93% through OHL Emisiones SAU, 0.38% through Espacio Activos Financieros, S.L.U. and 0.01% through Grupo Villar Mir S.A.U.

The following transactions were of particular significance in 2015:

- The sale by Inmobiliaria Espacio, S.A. on 16 September 2015 through a private placement among qualified investors of 22,280,726 shares in Abertis Infraestructuras, S.A., representing 2.36% of its share capital, as well as the sale, also on 16 September 2015, to Société Générale Corporate & Investment Banking of an additional packet of 4,900,000 shares (0.52% of the share capital of Abertis Infraestructures S.A.).
- The sale of the shareholding of 15.55% that Trebol Holding S.a.r.L held at the close of 31 December 2014, mainly as a result of:
  - The private placement among qualified investors on 4 March 2015 of 67,372,878 shares of Abertis Infraestructuras, representing 7.5% of its share capital.
  - The sale to **Abertis**, within the framework of the tender offer for 6.5% of its share capital, for 9,005,085 shares representing 0.96% of its share capital.
  - The private placement among qualified investors on 19 November 2015 of 59,792,969 shares of Abertis Infraestructuras, representing 6,34% of its share capital.

This year was notable for the acquisition by Inmobiliaria Espacio, S.A. of 5% of the share capital of Abertis Infraestructuras, S.A., which it acquired on 14 October 2014 from OHL Emisiones, S.A.U. That acquisition was financed with an equity swap signed with Société Générale, Branch in Spain. On the same date Obrascón Huarte Laín, S.A. reported a Share Syndication Agreement by **Abertis** signed between OHL Emisiones, S.A.U. (a company wholly owned by Obrascón Huarte Laín, S.A. through OHL Concesiones, S.A.U) and Inmobiliaria Espacio, S.A. (the parent of Grupo Villar Mir, S.A.), the purpose of which is the individual and coordinated exercise of voting rights relating to **Abertis** shares which, after the sales transaction on that same date, are controlled by Inmobiliaria Espacio, S.A. (outside OHL) and OHL, through OHL Concesiones, S.A.U. This agreement was extended to 15 October 2015.

<u>Treasury shares</u>

Under the powers delegated by the General Meeting of shareholders, in 2015 **Abertis** has purchased and disposed of treasury shares in addition to delivering them to employees (just as in 2014). Furthermore, the takeover bid for treasury shares representing 6.5% of the share capital of Abertis Infraestructuras, S.A. was completed, which was agreed by the **Abertis** Board of Directors on 28 July 2015.

As a result of the operations carried out, the treasury shares held as at 31 December 2015, represented 8.25% of the share capital of Abertis Infraestructuras, S.A. (1.05% at the close of 2014).

In any case, the use of the treasury shares held at year-end will depend on the resolutions that may be adopted by the Group's governing bodies.

The changes in the treasury share portfolio in 2015 were as follows:

	Number	Nominal value	Acquisition/ Selling cost
At 1 January 2015	9,425,121	28,275	150,287
Bonus issue (1)	478,156	1,434	-
Takeover bid 6.5%	61,309,319	183,928	962,556
Remaining purchases / other	6,982,659	20,948	104,748
Sales / deliveries / other	(355,022)	(1,064)	(5,669)
At 31 December 2015	**77,840,233**	**233,521**	**1,211,922**

(1) Bonus issue charged to reserves in the ratio of one new share for every 20 former shares, in accordance with a resolution of the General Meeting of shareholders of 24 March 2015.

	Number	Nominal value	Acquisition/ Selling cost
At 1 January 2014	**950,955**	**2,853**	**12,973**
Bonus issue (1)	36,580	110	-
Purchases/other	9,984,935	29,954	160,113
Sales/deliveries/other	(1,547,349)	(4,642)	(22,799)
At 31 December 2014	**9,425,121**	**28,275**	**150,287**

(1) Bonus issue charged to reserves in the ratio of one new share for every 20 former shares, in accordance with a resolution of the General Meeting of shareholders of 1 April 2014.

As previously indicated, in accordance with the authorisation granted by the General Meeting of shareholders to acquire treasury shares, on 28 July 2015, the **Abertis** Board of Directors agreed to present a bid for treasury shares representing 6.5% of the share capital of Abertis Infraestructuras, S.A. at an acquisition price of EUR 15.70 per share, which would represent a maximum payment of EUR 962,556 thousand. After the mandatory authorisations, the takeover bid was completed on 20 October 2015 under the terms previously mentioned (the takeover bid was accepted for a total of 453,668,895 shares representing 48.10% of the share capital of Abertis Infraestructures, S.A., which after the corresponding apportionment, **Abertis** acquired 61,309,319 shares, corresponding to 6.5% of its share capital, the total offered in the bid).

Furthermore, a portion of the treasury share purchases made during 2014 were made in order to meet the redemption of all 1,172,550 treasury shares that **Abertis** had yet to reimburse to a related party at year-end 2013 in connection with the bid for all Arteris shares, completed in 2013.

Lastly, it should be indicated that at 31 December 2015, following the bonus issue with a charge to reserves in the proportion of one new share for each 20 former shares approved by the General Meeting of shareholders on 24 March 2015 and the impact of the bid for 6.5% of the share capital of Abertis Infraestructures S.A., the Group maintains call options on 1,785,000 treasury shares representing 0.19% of the share capital of Abertis Infraestructuras, S.A. (1,700,000 call options at 2014 year-end, representing 0.19% of the share capital of Abertis Infraestructuras, S.A.).

b) Reserves

The breakdown of this account is as follows:

	2015	2014
Legal and bylaw reserves:		
- Legal reserve	538,983	513,317
	538,983	513,317
Other reserves:		
- Voluntary reserves	2,781,651	2,790,576
- Goodwill reserve	167	143
- Reserves for actuarial gains and losses	1,389	1,379
	2,783,207	2,792,098
	3,322,190	**3,305,415**

<u>Legal reserve</u>

In accordance with article 274 of the Spanish Limited Liability Companies Law, 10% of net profit for each year must be transferred to the legal reserve until the balance of this reserve reaches at least 20% of the share capital. The legal reserve may not be distributed to shareholders unless the Company is liquidated.

The legal reserve may be used to increase capital provided that the remaining reserve balance does not fall below 10% of the increased capital amount.

Apart from the purpose mentioned above, the legal reserve may be used to offset losses provided this does not exceed 20% of the share capital and no other sufficient reserves are available for such purpose.

Voluntary reserve

With respect to the changes in 2015 in this item, and in addition to the changes relating to the distribution of profit, the dividends paid corresponding to treasury shares had a positive impact on reserves for the amount of EUR 28,856 thousand, and the capital increase with a charge to voluntary reserves had a negative impact to the amount of EUR 134,746 thousand.

With respect to the changes in the previous year in this item, and in addition to the changes relating to the distribution of profit, the dividends paid corresponding to treasury shares had a positive impact on reserves in the amount of EUR 1,546 thousand, and the capital increase with a charge to voluntary reserves had a negative impact in the amount of EUR 122,219 thousand.

Goodwill reserve

Funds are allocated to the goodwill reserve in accordance with article 273 of the Spanish Limited Liability Companies Law, by virtue of which Spanish companies must make appropriations to a restricted reserve equivalent to the goodwill stated under assets, and must transfer profits representing at least 5% of the amount of this goodwill to the reserve. If the Company does not report a profit, or if the profit is insufficient, the unrestricted reserves are to be used. As long as goodwill is recognised, this reserve will be restricted.

At 31 December 2015 the goodwill reserve of Abertis totals EUR 167 thousand. Likewise, as at 31 December 2015, the corresponding appropriation was proposed with respect to the distribution of profit for the year based on the aforementioned article (see Note 3).

Dividends

On 24 March 2015, the General Meeting of shareholders of **Abertis** approved the payment of a complementary dividend for 2014 for the amount of EUR 0.33 gross per share, for a total amount of EUR 296,441 thousand.

On 27 October 2015, the Company agreed to distribute an interim dividend against profit for the year totalling EUR 311,263 thousand, which amounts to EUR 0.33 gross per share making up the Company's share capital.

14. Short- and long-term debts payable

The breakdown, by category, of short- and long-term debts payable is as follows:

	Accounts payable		**Derivative financial instruments**	
	2015	**2014**	**2015**	**2014**
Bonds and other marketable securities	4,762,399	4,748,906	-	-
Bank borrowings	68,742	64,855	-	-
Finance lease payables	1,547	566	-	-
Derivatives (see Note 10)	-	-	126,149	138,518
Other financial liabilities (non-current)	267,477	260,946		
Total	**5,100,165**	**5,075,273**	**126,149**	**138,518**

Set out below is a breakdown, by maturity, of debts payable at year-end:

	31 December 2015							
	Current	Non-current						
	2016	2017	2018	2019	2020	Subsequent years	Total	Total
Bonds and other marketable securities	647,725	793,137	8,036	756,375	694,445	1,862,681	4,114,674	4.762,399
Bank borrowings	1,742	-	-	-	50,000	-	50,000	68,742
Finance lease payables	428	839	140	140	-	-	1,119	1,547
Other financial liabilities	-	-	-	267,430	-	47	267,477	267,477
Total	**666,895**	**793,976**	**8,176**	**1,023,945**	**744,445**	**1,862,728**	**4,433,270**	**5,100,165**

	31 December 2014							
	Current	Non-current						
	2015	2016	2017	2018	2019	Subsequent years	Total	Total
Bonds and other marketable securities	112,386	556,378	792,009	7,360	753,148	2,527,625	4,636,520	4,748,906
Bank borrowings	14,855	-	-	-	-	50,000	50,000	64,855
Finance lease payables	146	140	140	140	-	-	420	566
Other financial liabilities	-	500	-	-	260,399	47	260,946	260,946
Total	**127,387**	**557,018**	**792,149**	**7,500**	**1,013,547**	**2,577,672**	**4,947,886**	**5,075,273**

The carrying amounts and fair values of long-term payables are as follows:

	Carrying amount		Fair value	
	2015	2014	2015	2014
Bank loans	50,000	50,000	50,000	50,000
Bonds and other marketable securities	4,114,674	4,636,520	4,674,538	5,383,629
Finance lease payables	1,119	420	1,119	420
Other financial liabilities	267,477	260,946	267,477	260,946
	4,433,270	**4,947,886**	**4,993,134**	**5,694,995**

Short-term financial liabilities are stated at their nominal value, which is not significantly different from their fair value. Fair values are based on discounted cash flows at a rate set in accordance with a borrowing rate of 0.27% (0.25% in 2014).

Company debt is denominated in euros.

The Company has the following undrawn credit facilities:

	2015	2014
Floating rate:		
- maturing in less than one year	150,000	100,000
- maturing in more than one year	2,325,000	2,372,000
	2,475,000	**2,472,000**

In 2015, the Company had credit facilities at year-end with a limit of EUR 2,475 million (EUR 2,472 million in 2014), of which EUR 150 million relates to credit facilities maturing in less than one year and EUR 2,325 million to facilities maturing in more than one year. At year-end, all of the credit facilities were available.

Of the EUR 2,475 million in credit facilities, EUR 1,575 million (EUR 900 million in 2014) may be used either in euros or in another currency, at the equivalent value. The credit facilities in euros accrue interest at Euribor plus a spread, while the lines drawn down in currencies other than the euro accrue interest indexed to Libor.

In 2015 EUR 20,000 thousand in debt has been paid, corresponding to a bond issue.

In 2015, no bond issue was made (EUR 1,050 million in 2014).

Lastly, steps were taken to optimise the Group's liquidity and to reduce the financial cost through the renegotiation in the first half of 2015 of credit facilities amounting to 1,750 million euros.

In 2014, the credit facility drawdowns were repaid and EUR 1,175,934 thousand in debt was repaid, of which EUR 725,984 thousand relate to loans and EUR 450,000 thousand to bond issues, including the aforementioned loan that was repaid.

In the first half of 2014, the Company made arrangements to refinance bonds issued in previous years. To this end, it carried out a bond issue to the amount of EUR 700 million, maturing on 27 February 2025, with a coupon of 2.5%, which was fully underwritten by a financial institution. In the same act, the Company and this financial institution swapped a portion of the bonds issued by the Company in 2007 and 2009, the nominal value of which amounted to EUR 700 million (EUR 485 million for bonds maturing in 2016, with a coupon of 4.625% and EUR 215 million for bonds maturing in 2017, with a coupon of 5.125%), which had been previously acquired by the same financial institution. Once the swap had been completed, the aforementioned bonds were redeemed and cancelled by the Company.

According to the regulatory financial reporting framework applicable to the Company regarding the derecognition of financial liabilities, the above transaction was accounted for as a non-significant modification of existing liabilities. Therefore, the impact of the swap relating to the surcharge on the repurchase of the shares - amounting to EUR 89 million - was treated as an adjustment to the carrying amount of the liability taken to the income statement according to a financial criterion until the new maturity.

In addition, the Company also issued private bonds for EUR 350 million with a coupon of 3.125% and a maturity of between 10 and 12 years.

In summary, in 2014, bonds for a total of EUR 1,050 million were issued, allowing the Company to repay bank borrowings in advance, refinance bonds issued previously and strengthen its mid-term liquidity position. Also, new credit facilities amounting to EUR 150,000 thousand were arranged (EUR 20,000 thousand of which matured in 2014).

a) Bank loans and bonds

At 31 December 2015, the existing bond issues and their corresponding rates were: EUR 350,000 thousand, corresponding to private issues, at an annual interest rate of 3.125%, EUR 700,000 thousand at an annual interest rate of 2.5%, EUR 750,000 thousand at 4.75%, EUR 600,000 thousand at 3.75%, EUR 660,000 thousand at 4.38%, EUR 785,100 thousand at 5.13%, EUR 125,000 thousand at 5.99%, EUR 549,950 thousand at 4.63% and EUR 30,000 thousand at 5.88%. EUR 160,000 thousand was also refinanced at Euribor.

At year-end 2015, 98% (97% in 2014) of the borrowings bore a fixed interest rate or a rate fixed through hedges.

Finally, in relation to the main financing contracts in force at 2015 year-end, there are no pledged financial assets relevant to these financial statements guaranteeing liabilities or contingent liabilities (as was the case in 2014). There are no commitments or clauses associated with financing agreements at the year-end of these financial statements whose infringement would make liabilities immediately due and payable to the lender.

b) Other financial liabilities

“Other financial liabilities” primarily includes EUR 267 million relating to the current value of the deferred purchase price, with EUR 295 million payable in 2019, agreed with Capital Riesgo Global, S.A. (owned by the Santander Group) for the acquisition of 100% of Infraestructuras Americanas, S.L.U. (IA) (see Note 8).

c) Rating

At the date of preparation of these financial statements, **Abertis** has a long-term "BBB" Investment grade-adequate credit quality rating from the international credit rating agency Standard and Poor's Credit Market Services Europe Ltd. In the latest report, dating from June 2015, the "BBB" rating has been ratified, and the Group's stable outlook was raised to positive.

Moreover, **Abertis** holds a long-term "BBB+", good credit quality rating from the international credit rating agency Fitch Ratings Ltd. and a short-term "F2", high credit quality rating with a stable outlook. In the latest report, dating from May 2015, both ratings and outlooks were ratified by the rating agency.

15. Long-term employee benefit obligations

Among the obligations with its employees, the Company has certain pension obligations for defined contribution plans, as the sponsor of an employee pension plan.

It also has obligations for defined contribution and/or defined benefit pension obligations, arranged through insurance policies, as set down in legislation governing the externalisation of pension obligations.

On the liability side of the accompanying balance sheet, under "Long-term employee benefit obligations", the Company carries EUR 97 thousand (EUR 126 thousand in 2014), relating to the valuation of the defined benefit liabilities with employees arranged through insurance policies. The amount recognised as personnel costs in 2015 for these obligations totals EUR 3 thousand (EUR 3 thousand in 2014) (see Note 18.b).

"Other financial assets – non-current" on the asset side of the accompanying balance sheet includes EUR 214 thousand (EUR 215 thousand in 2014), corresponding to the fair value of the assets related to these obligations contracted with related parties (see Note 20.d). The amount recognised as finance income for the expected yield on this asset is EUR 2 thousand (EUR 4 thousand in 2014).

The economic-actuarial information on the existing liability for pension obligations of the Company with its employees is as follows:

a) Defined contribution obligations

The amount recognised for the year as staff costs in the income statement for contribution obligations totals EUR 2,144 thousand (EUR 1,989 thousand in 2014) (see Note 18.b).

b) Defined benefit obligations

The pension obligations are covered though an insurance policy, with the amounts not included in the balance sheet. Nevertheless, this heading includes the hedging instruments (plan assets and obligations) for which there is a continued legal obligation or an implied obligation to meet the agreed benefits.

In relation to defined benefit obligations of the Company with its employees, the reconciliation of the opening and closing balances of the actuarial value is as follows:

	2015	**2014**
At 1 January	**126**	**126**
Current service cost (see Note 18.b)	3	3
Interest cost	1	2
Actuarial losses/(gains)	(33)	(14)
Additions	-	32
Terminations/settlements	-	(23)
At 31 December	**97**	**126**

The reconciliation of opening and closing balances of the actuarial fair value of the assets tied to these obligations is as follows:

	2015	**2014**
At 1 January	**215**	**206**
Expected return on plan assets	2	4
Actuarial (losses)/gains	(19)	29
Terminations/settlements	16	(24)
At 31 December	**214**	**215**

The actuarial assumptions (demographic and financial) used constitute the best estimates based on the variables that will determine the ultimate cost of providing post-employment benefits.

The main actuarial assumptions used at the reporting date are as follows:

	2015	2014
Annual discount rate	1.00%	0.75%
Expected yield on plan assets	0.75%	0.75%
Salary increase rate	2.00%	2.00%
Mortality tables	PERM/F 2000-P	PERM/F 2000-P
Disability tables	IPA 0M77	IPA 0M77

The expected overall yield on the assets is the discount rate used in determining the obligation.

c) Other obligations

Together with the obligations described above, the Company has obligations to its employees tied to the achievement of certain business goals. With regard to the measurement of these obligations, a non-current liability is included in the balance sheet for this heading for a total amount of EUR 15,556 thousand (EUR 9,122 thousand in 2014 classified as remuneration pending payment maturing at that date).

The variation between these obligations is mainly due to the payment during the period of the "2012-14 Incentive Plan", as well as the provision of the corresponding part of the obligation associated to the "2015-2017 Incentive Plan", as indicated in Note 20.a.

d) Share options

At 31 December 2014, as part of the Group's remuneration policy, **Abertis** has a share option plan for Abertis Infraestructuras, S.A. (Plan 2010) for its management personnel and that of its subsidiaries. This plan ended on 28 April 2015.

This plan had a three-year vesting period in order to exercise the options as from the grant date. At the end of this period, management personnel could exercise the options received over a period of two years. The options may be settled in shares only at a rate of one share per option granted. Each option entitled them to one share, and the maximum number of options originally assigned to Company management under the Plan 2010 totalled 662,000 options.

The changes in 2015 for Plan 2010, concluded on 28 April 2015, were as follows:

	Plan 2010	
	Number of options [(1)]	Maturity
At 1 January 2015	**172,589**	**2015**
Options exercised	(172,589)	
At 31 December 2015	**-**	**2015**

(1) For Plan 2010, an exercise price for the options was established at the average market price of Abertis Infraestructuras, S.A. shares from 4 January 2010 until 26 April 2010, both inclusive (EUR 14.57/share), adjusted for the effect of possible bonus issues and other impacts.

The changes in 2014 for Plan 2010 and Plan 2009, the latter concluding on 1 April 2014, were as follows:

	Plan 2010		Plan 2009	
	Number of options[(2)]	Maturity	Number of options[(3)]	Maturity
At 31 December 2013	**241,351**	**2015**	**25,665**	**2014**
Bonus issue [(1)]	7,238		-	
Additions	31,571		-	
Disposals due to the end of the exercise period	(107,571)		(25,665)	
At 31 December 2014	**172,589**	**2015**	**-**	**2014**

(1) Effect in 2014 on the options granted from the bonus issue charged to voluntary reserves in the ratio of one new share for each 20 former shares approved at the General Meeting of shareholders of 1 April 2014, according to Plan 2010.

(2) For Plan 2010, an exercise price for the options was established at the average market price of Abertis Infraestructuras, S.A. shares from 4 January 2010 until 26 April 2010, both inclusive (EUR 14.57/share), adjusted for the effect of possible bonus issues and other impacts.

(3) For Plan 2009, an exercise price for the options was established at the average share price of Abertis Infraestructuras, S.A. quoted during the three months prior to the General Meeting of shareholders of 31 March 2009 (EUR 12.06/share) adjusted for the effect of possible bonus issues and other impacts.

At 31 December 2015, under Plan 2010, which ended on 28 April 2015 (its vesting period ended on 28 April 2013), in addition to the options exercised in 2013 (400,430 options at an average price of EUR 14.94 per share), and

2014 (107,571 shares at an average price of EUR 14.55 per share) a total of 172,589 options were exercised at an average price of EUR 16.59 per share.

Whereas, at 31 December 2014, under Plan 2009, which ended on 1 April 2014 (its vesting period ended on 1 April 2012), in addition to the options exercised in 2012 (252,699 options at an average price of EUR 11.71 per share), and 2013 (217,673 shares at an average price of EUR 13.39 per share) a total of 25,665 options were exercised at an average price of EUR 16.50 per share.

These obligations are recognised in equity and are stated at their fair value at the grant date using a financial calculation method in which the exercise price of the option, volatility, exercise term, expected dividends and the risk-free rate are taken into consideration.

The cost of the plan is charged to the income statement as a personnel cost as it accrues during the period of time required for the employee to remain at the Company in order to exercise the option, while a balancing entry is recognised in equity. The amount recognised in the income statement at 31 December 2015 is EUR 2 thousand (EUR 121 thousand in 2014) (see Note 18.b).

The main assumptions used in the valuation of these share option plans at the grant date are as follows:

	Plan 2010
Valuation model	Hull & White
Option exercise price (€/share)	14.5700
Grant date	28.04.2010
Maturity	28.04.2015
Term of option to maturity	5 years
Term of option until first exercise date	3 years
Option type/style	"Call / Bermuda"
Spot price (€/share)	13.03
Expected volatility (1)	27.52%
Risk-free rate	2.31%
Staff turnover ratio (2)	0.00%

(1) Estimated implicit volatility based on the prices of shares traded in official markets and OTC markets for that maturity and exercise price.

(2) The early daily redemption dates were estimated as from the beginning of the exercise period until the end of the exercise period based strictly on market criteria.

Unlike other models, the Hull & White model enables all the terms and conditions of the incentive plan to be input. This includes the input of considerations such as the loss of the exercise right due to termination of employment before the first three years, early exercise far from the optimal moment and the periods in which the right cannot be exercised. The model also allows for the input of staff turnover ratios according to their position on the organisational chart.

16. Other provisions

The changes in provisions recognised in the balance sheet were as follows:

	Balance at 31/12/2014	**Charges**	**Applications**	**Balance at 31/12/2015**
Other provisions (see Notes 4.12 and 17)	3,755	-	(576)	3,179

	Balance at 31/12/2013	**Charges**	**Applications**	**Balance at 31/12/2014**
Other provisions (see Notes 4.12 and 17)	5,956	-	(2,201)	3,755

The balance of provisions at year-end corresponds to provisions constituted to cover the risks deriving from the ordinary running of the Company.

The amounts used in 2015 and 2014 therefore relate primarily to the payment of various tax settlements as well as the settlement of contingencies provisioned in previous years (see Note 17).

17. Income tax and tax situation

a) Tax-related disclosures

The Company files consolidated tax returns for income tax purposes, and is the Parent of the tax group.

In addition, the Company files consolidated value added tax (VAT) returns, and is also the parent of the tax group.

At 31 December, the Company has all the taxes for which the statute of limitations has not expired open for review. Additionally, in 2015, Abertis Infraestructuras, S.A., as Parent of the Group, was subject to an audit in relation to the consolidate income tax for the periods 2010 and 2011 and Value Added Tax for the months July 2011 through to December 2011. However, the Company believes that no significant effects on equity will arise from the aforementioned inspections or the differences in interpreting current tax legislation as regards the other financial years pending verification.

During 2002, 2003 and 2004, the Company was involved in several corporate transactions in which it opted to apply the special tax regime contained in Title VII, Chapter VIII of Legislative Royal Decree 4/2004 (in 2002 and 2003, Title VIII, Chapter VIII, of the Corporate Income Tax Law). The information concerning these transactions is disclosed in the notes to the financial statements for 2002, 2003 and 2004. These transactions were the following:

- The non-monetary contribution of a branch of activity of the concessions held by the Company for the operation of certain toll roads to Autopistas Concesionaria Española, S.A., Sociedad Unipersonal (2002), and the capital increase of the investee Abertis Logística, S.A., subscribed by the Company through the non-monetary contribution of shares in other investees (2002).

- The capital increase of the Company, in order to meet the consideration through a share swap established in the bid launched by the Company for shares in Ibérica de Autopistas, S.A. (2002).

- The mergers of Abertis Infraestructuras, S.A. through the full takeover of Aurea, Concesiones de Infraestructuras, S.A. (2003) and Ibérica de Autopistas, S.A. (2004), and the subsequent winding up without liquidation of the latter two.

On 2 March 2015, the Supreme Court rejected the tax inspections opened by **Abertis** with respect to Aurea Concesiones de Infraestructuras, S.A. in relation to corporate income tax for 2001, as a result of the undue use of the tax credit for export activities. The amount of this assessment was fully provisioned and amounted to EUR 576 thousand, and was satisfied in full during 2015. This was the only tax assessment commenced by the Company which had not yet been settled, as indicated in Note 17.a to the 2014 consolidated financial statements.

b) Income tax expense

The standard income tax rate for 2015 is 28% (30% in 2014).

The Corporate Income Tax Law 27/2014, of 27 November, which entered into force on 1 January 2015, establishes a standard tax rate for taxpayers of 28% in 2015, and of 25% from 2016 onwards.

The reconciliation of net income and expenses for the year to taxable profit for income tax purposes is as follows:

2015	Income statement			Income and expense recognised directly in equity		
	Increases	Decreases	Total	Increases	Decreases	Total
Balance of income and expenses for the year			1,373,621			(415)
Income tax for the year	-	-	(766,982)	-	-	(427)
Permanent differences	1,165,164	(1,903,955)	(738,791)	-	(683)	(683)
Temporary differences:						
- arising in the year	54,558	(15,134)	39,424	-	1,505	1,505
- arising in prior years	9	(29,479)	(29,470)	-	-	-
Total			**(122,198)**			**(20)**
Taxable profit to be added to tax consolidation			**(122,218)**			

2014	Income statement			Income and expense recognised directly in equity		
	Increases	Decreases	Total	Increases	Decreases	Total
Balance of income and expenses for the year			717,781			(36)
Income tax for the year	-	-	(379,504)	-	-	281
Permanent differences	53,608	(381,813)	(328,205)	690	-	690
Temporary differences:						
- arising in the year	7,880	(15,223)	(7,343)	-	(1,058)	(1,058)
- arising in prior years	15	(2,339)	(2,324)	-	-	-
Total			**405**			**(123)**
Taxable profit to be added to tax consolidation			**282**			

The main income tax items for the year are as follows:

	2015		
	Income statement	**Equity**	**Total**
Current tax	(56,111)	(6)	**(56,117)**
Deferred tax	16,692	(421)	**16,271**
Adjustments to income tax	(716,670)	-	**(716,670)**
Tax from prior years/other	(11,258)	-	**(11,258)**
Current tax - discontinued operations (see Note 18.f)	423	-	**423**
Deferred tax - discontinued operations (see Note 18.f)	(58)	-	**(58)**
Total	**(766,982)**	**(427)**	**(767,409)**

	2014		
	Income statement	**Equity**	**Total**
Current tax	(13,942)	(37)	**(13,979)**
Deferred tax	2,687	318	**3,005**
Adjustments to income tax	(391,571)	-	**(391,571)**
Tax from prior years/other	20,263	-	**20,263**
Discontinued (see Note 18.f)	3,059	-	**3,059**
Total	**(379,504)**	**281**	**(379,223)**

The accrued income tax expense shown in the Company's income statement is determined taking into account the following parameters:

- Dividends from companies complying with the requirements established in article 21 of the Corporate Income Tax Law (EUR 96,733 thousand), gains obtained in the transfer of the holding in Cellnex (EUR 1,807,180 thousand), as well as value impairment losses of the equity securities of the interest in the capital (EUR 1,135,876 thousand) are considered as permanent differences.
- As a result of the approval of Corporate Income Tax Law 27/2014, of 27 November, the Company closed 2014 by re-evaluating its deferred tax liabilities (which mostly corresponded to gains obtained on the transfer of the concession operators in 2011) in accordance with the assumptions set out therein with regard to the transfer of shares. Furthermore, the aforementioned law also amended tax rates. In this regard, **Abertis** proceeded to adjust the value of the deferred tax assets and liabilities at 31 December 2014, resulting in the recognition of income of EUR 391,571, which were recognised in the income statement for 2014. During this period, with regard the assumptions associated to the

treatment of the results generated in the transfer of shares, **Abertis** has made enquiries with the Directorate General of Tax to clarify several queries regarding their interpretation, and received a response to the enquires made before 31 December 2015. As a result of the foregoing, **Abertis,** in 2015, reversed an additional net amount of EUR 716,670 for the deferred tax liabilities, primarily associated to the gains for the transfer of the concession operators carried out in 2011, which has been recognised in the attached income statement.

- The taxes paid abroad that are similar to income tax and the adjustment to the calculation of the tax expense in 2014 have led to a decrease in the income tax expense for the year of EUR 11,258 thousand (greater expense of EUR 20,263 thousand in 2014).
- The tax credits generated in 2015, totalling EUR 1,472 thousand, relate to tax credits to avoid double taxation and tax credits for donations (EUR 11,217 thousand in 2014).

In 2010 and 2011, the Company applied a tax credit for the reinvestment of a total income amounting to EUR 1,979 thousand, and reinvested the total amount obtained from the transfers in each of these years.

Tax withholdings and prepayments made totalled EUR 496,230 thousand (EUR 5,491 thousand in 2014) see Note 17.d.

c) Deferred taxes

The breakdown of the deferred taxes is as follows:

	2015	2014
Deferred tax assets:	**56,740**	**17,230**
- Tax loss carryforwards	23,168	-
- Tax credits not used	1,473	-
- Employee benefit obligations	8,539	5,685
- Other provisions	3,219	1,175
- Impairment of ACDL/APDC/SPI portfolio	9,120	8,807
- Timing differences in revenue and expense recognition	5,506	-
- Other	5,715	1,563
Deferred tax liabilities:	**(117,535)**	**(836,166)**
- Gains on concession transfers	(70,734)	(750,674)
- Abertis Telecom, S.A. spin-off	-	(41,976)
- Amortisation of financial goodwill	(18,529)	(14,823)
- Other	(28,272)	(28,693)
Deferred taxes	**60,795**	**(818,936)**

The changes in the year in deferred tax assets and liabilities were as follows:

	2015		2014	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
At 1 January	**17,230**	**(836,166)**	**40,332**	**(1,227,626)**
Charges (credits) to income statement	9,704	(4,161)	1,836	(4,456)
Charges (credits) to equity	(385)	481	(87)	(19,604)
Adjustments to income tax	(5,641)	722,311	(24,823)	416,394
Tax loss carryforwards credit and deductions	24,641	-	-	-
Other charges/(credits) (income tax adjustments for previous year)	11,191	-	(28)	(874)
At 31 December	**56,740**	**(117,535)**	**17,230**	**(836,166)**

In accordance with that described in Note 4.11, each company of the tax group recognised the related deferred tax asset in their balance sheet for tax losses not offset by other companies of the group. Accordingly, at 31 December 2015 the Company recognised a deferred tax assets amounting to EUR 24,641 thousand (EUR 92,673 thousand of the tax loss). Likewise, the total tax losses for the tax group amounted to EUR 744,684 thousand, incurred in full in 2015.

The deferred tax assets indicated above were recognised in the attached consolidated balance sheet because the Parent's Directors considered that, based on their best estimate of the tax group's future earnings and in accordance with the provisions of the Corporate Income Tax Law 27/2014, of 27 November and the resolution of 9 February, 2016, of the Spanish Accounting and Audit Institute, it is probable that these assets will be recovered. In particular, this law eliminates the time limit for offsetting tax loss carryforwards and establishes a general limit when offsetting of 60% of the taxable income prior to that offsetting in 2016 and of 70% in 2017 and thereafter.

Deferred tax liabilities recognised at year-end 2015 relate mainly to the tax effect associated to gains on the transfer of shares of the Spanish toll-road concessionaires carried out in 2011 that were eliminated when determining the consolidated tax income.

Lastly, the Company recognised accounting losses due to impairment of the value of equity securities of the shareholding in the capital or shareholders' equity of entities. Set out below is a breakdown of the total amounts deducted under article 12.3, now repealed, of the revised text of the Corporate Income Tax Law, repealed with effect for fiscal years beginning or after 1 January 2013:

Company	Total amounts deducted at 31/12/2014	Income tax adjustment 2014	Income tax adjustment 2015	Amounts to be recovered /(added) at 31/12/2015
AUSOL	(147,548)	-	-	(147,548)
TERRA MÍTICA	(7,513)	-	-	(7,513)
ACDL	32,067	-	-	32,067

d) Current tax assets

"Current tax assets" includes the amount recoverable by **Abertis**, in its role as parent of the Spanish consolidated fiscal group, relating to corporate income tax for 2015 and 2014 for the amounts of EUR 321,274 thousand (mainly associated to the pre-payment made in 2015 on the gains obtained from the sale of 66% of Cellnex which was tax exempt but, in accordance with current legislation, considered as taxable in the prepayments) and EUR 35,061 thousand (after the settlement of the corporate income tax of 2014 paid in July), respectively, the latter having been collected after the 2015 year-end. At the 2014 year-end, this same item was included for an amount of EUR 5,623 thousand.

18. Revenue and expenses

a) Net trade revenues

Abertis operates in three sectors: toll road concessions and telecommunications. As the Parent of the Group, the Company receives income that relates basically to dividends and the provision of services to the Group companies (see Note 20.c).

Revenue from the Company's ordinary activities in 2015 and 2014 are distributed geographically as follows:

	%	
Market	**2015**	**2014** (restated)
Spain	18.1	75.6
Latin America and USA	4.9	9.0
Rest of Europe	77.0	15.4
	100.00	**100.00**

b) Personnel costs

The detail of personnel costs in 2015 and 2014 is as follows:

	2015	**2014**
Wages and salaries	27,928	20,118
Social Security contributions	2,357	2,116
Pension costs:		
- Defined contribution plans (see Note 15.a)	2,144	1,989
- Defined benefit plans (see Note 15.b)	3	3
Share-based payments cost (see Note 15.d)	2	121
Other commitments (see Note 15.c)	15,556	1,102
Other	4,944	2,146
	52,934	**27,595**

The average number of employees during the year by category is as follows:

	2015	**2014**
Permanent:		
- Directors	2	2
- Senior management	21	20
- Middle management	55	42
- Other employees	95	99
Temporary:	5	-
	178	**163**

The breakdown by gender of Company personnel at year-end is as follows:

	2015			2014		
	Men	**Women**	**Total**	**Men**	**Women**	**Total**
Permanent:						
- Directors	2	-	2	2	-	2
- Senior management	21	2	23	19	2	21
- Middle management	35	24	59	37	16	53
- Other employees	29	69	98	32	83	115
Temporary:	2	-	2	-	-	-
	89	**95**	**184**	**90**	**101**	**191**

Furthermore, it should be noted that at 31 December 2015, the **Abertis** Board of Directors comprises 16 members, with 14 of seats on the board held by 10 men and 4 women at year-end.

The Board of Directors of **Abertis**, in response to the proposal of the Appointments and Remuneration Committee, will propose setting the maximum number of board members at fifteen during the General Meeting of shareholders for approval.

c) Impairment losses and gains or losses on disposal of non-current assets

	2015	2014
Net change in the provision for impairment and losses	(1,143,430)	(37,901)
Property, plant and equipment	(692)	7
Total	**(1,144,122)**	**(37,894)**

The amount recognised in "Net change in provision for impairment and losses" basically corresponds to the allocation of part of the interests in Abertis Autopistas España, S.A. and Partícipes en Brasil, S.A., to the profit(loss) generated by the restructuring of the Chilean Motorway business, as well as the reversal of the impairment recognised in the previous year at Abertis Airports, S.A.U. once the divestment in the airport business was finalised.

The amount recognised in the previous year corresponded to the allocation of part of the interests in Abertis Motorways UK, Ltd, Abertis Airports, S.A.U and Sociedade para Participaçoes em Infraestructura, S.A., as well as to the loss recognised for the disposal of the company Desarrollo Aeropuerto Eldorado, S.A. (codad).

d) Financial results

The detail of financial income and costs by item in 2015 and 2014 is as follows:

	2015	2014 (restated)
Income from loans to Group companies and associates (see Note 20.c)	263,635	335,543
Interest and other income	11,910	13,409
Income from sale of derivative financial instruments	2,183	4,175
Financial income	**277,728**	**353,127**
Interest on loans with Group companies and associates (see Note 20.c)	(36,039)	(59,167)
Interest on loans from banks and others	(250,615)	(249,978)
Expense from sale of derivative financial instruments	(55,150)	(50,373)
Finance costs	**(341,804)**	**(359,518)**

The change in fair value of financial instruments for 2015 and 2014 is as follows:

	2015	2014
Gain/(Loss) on hedges	900	3,501
	900	**3,501**

This item includes mainly the net impact deriving from the accounting treatment of net investments in foreign operations as hedges (see Notes 8.a and 10).

The breakdown of the exchange differences recognised in 2015 and 2014, by type of financial instrument, is as follows:

	2015	2014
Transactions settled during the year:		
Loans and commercial transactions	638	986
	638	**986**
Outstanding and unmatured balances:		
Loans	(5,266)	5,387
	(5,266)	**5,387**
	(4,628)	**6,373**

e) Transactions in currencies other than the euro

The amounts of the transactions in currencies other than the euro in 2015 and 2014 were as follows:

	2015	2014
Services received	8,033	5,152
Services rendered	3,750	4,646

f) Discontinued operations

This item of the income statement mostly includes the profit generated, net of taxes, in the Cellnex IPO process (see Note 11, for the amount of EUR 1,805,020, thousand.

The key financial figures for the discontinued operations relating to the terrestrial telecommunications business included in 2015 and the corresponding comparative figures from 2014 are as follows:

	2015	2014
Net trade revenues	7,454	54,377
Gains (losses) on disposal of non-current assets	1,804,180	-
Operating profit	**1,811,634**	**54,377**
Net financial profit (loss)	**-**	**4,070**
Profit/(loss) before taxes	**1,811,634**	**58,447**
Corporate income tax	(365)	(3,059)
Profit/(loss) for the year from operations with the terrestrial telecommunications business	**1,811,269**	**55,388**
Profit (loss) from discontinued operations	**1,811,269**	**55,388**
Cash flows from discontinued operations	**2015**	**2014**
Cash generated from operating activities	6,249	55,388
Net cash from investing activities (*)	2,081,850	164,446
Effect on cash flows	**2,088,099**	**219,834**

(*) Includes the net cash inflow from the Cellnex IPO (Note 11).

19. Contingencies and commitments

a) Contingent liabilities

At 31 December 2015, the Company held guarantees to third parties totalling EUR 51,020 thousand (EUR 114,367 thousand in 2014), which relate mainly to guarantees provided by financial institutions in favour of public authorities for certain commitments (investments, operation of services, financing, taxes, etc.) assumed by the Company as well as investees. These guarantees are not expected to generate significant unforeseen liabilities.

The Company provides guarantees on financial agreements entered into by Aulesa in the amount of EUR 33 million (EUR 35 million in 2014) and Abertis Infraestructuras BV for an amount equal to EUR 370,161 thousand (EUR 343,141 thousand in 2014).

In addition, within the framework of the agreement reached with the French Government for the French motorways Relance Plan, the shareholders of the French concession operator companies agreed to create a fund for the development of infrastructures with a clearly ecological perspective ("Fonds de Modernisation Ecologique des Transports, FMET). In this regard, the contribution of **Abertis,** as shareholder of the French subgroup Hit/Sanef, is estimated to be around EUR 26 million, which will be payable as the various investment projects to be carried out are approved.

Finally, it should be pointed out that, on 10 August 2015, **Abertis** concluded an exclusivity agreement with the consortium that controls the Italian company A4 Holding (comprising Intesa, Astaldi y Tabacchi) for the possible acquisition of the aforementioned industrial group, the key assets of which are the Italian A4 (Brescia – Padova) and A31 (Vicenza – Piovene – Rocchette) motorway concession operators. This agreement is subject to the corresponding "Due diligence" process and, if completed satisfactorily, would give **Abertis** control of the industrial group in the first half of 2016.

20. Related party transactions

a) Directors and senior management

The annual remuneration of the directors for their services to the Board of Directors of the Parent is fixed as a share in the net profits. It may be paid out only when the payment of dividends and transfers to reserves and minimum dividend payment established by Law have been covered and it may not, under any circumstances, exceed 2% of profits. The Board of Directors may distribute this sum among its members in the form and amount it deems appropriate.

The remuneration received by the directors of **Abertis** in 2015 was as follows:

- The members of the Board of Directors, for exercising the duties inherent to their position as directors of Abertis Infraestructuras, S.A., received EUR 2,344 thousand (EUR 2,258 thousand in 2014).

- For performing senior management duties, the Chief Executive Officer, the only director with executive functions, received EUR 1,847 thousand (EUR 2,277 thousand in 2014), corresponding to fixed and variable remuneration. Furthermore, in 2014, EUR 3,384 thousand was paid out for achieving the multi-year targets established in the 2012-2014 Incentives Plan.

- The Chairman, for exercising a portion of the options of Plan 2010 still held, obtained EUR 397 thousand in gains (EUR 293 thousand in 2014 for exercising a portion of the options of Plan 2010).

- As members of the Board of Directors of other Group companies, they earned 206 thousand euros (117 thousand euros in 2014).

- In addition, the directors of Abertis Infraestructuras, S.A. received, as other benefits, contributions made to cover pensions obligations and other remuneration in kind in the amount of EUR 831 thousand and EUR 52 thousand, respectively (EUR 600 thousand and EUR 99 thousand in 2014).

The remuneration in 2015 of the members of senior management, understood to be the managing directors and senior personnel of the **Abertis** Group who carry out management duties while reporting directly to the Board of Directors, Executive Committee, Chairman or Chief Executive Officer of Abertis Infraestructuras, S.A., totalled EUR 3,337 thousand (EUR 3,024 thousand in 2014). Furthermore, in 2014, EUR 2,928 thousand was paid out for achieving the multi-year targets established in the 2012-2014 Incentives Plan.

The members of senior management received, as other benefits, contributions related to pension obligations and other remuneration in kind in the amount of EUR 324 thousand and EUR 159 thousand, respectively

(EUR 346 thousand and EUR 164 thousand in 2014). It should also be indicated that at 31 December 2015, the Company no longer held any type of financing to senior management (at 2014 year-end, the Company held loans maturing in 2015, bearing a market interest rate, amounting to EUR 3 thousand).

Retirement benefits received by former members of senior management totalled EUR 66 thousand in 2015 (EUR 66 thousand in 2014).

Furthermore, it should be noted that until April 2015, Abertis Infraestructuras, S.A. had remuneration systems linked to the performance of the Company's share price, as mentioned in Note 4.11. Furthermore, in order to foster the involvement of the Chief Executive Officer, the management team and key employees, in order to achieve the long-term objectives of the Company, a long-term incentives plan was implemented, known as the "2015-2017 Incentives Plan", which was tied to the attainment of certain objectives of the Group's strategic plan (see Note 15.c).

b) Other disclosures relating to the Board of Directors

In accordance with the provisions of article 229 of the Spanish Limited Liability Companies Law, the directors have reported that neither they nor any persons related to them are involved in any situations that may lead to a direct or indirect conflict with the Company's interests. The proprietary directors Grupo Villar Mir, S.A.U., OHL Emisiones, S.A.U. and OHL Concesiones, S.A.U. have stated that, although companies belonging to the OHL Group occasionally bid for toll road tenders, a permanent conflict of interests does not exist for the purposes of article 229.1.f of the Spanish Limited Liability Companies Law, without prejudice to their commitment to comply with the relevant laws if, in the future, should any specific conflict of interests arise.

c) Group companies and associates

The financial assets and liabilities held by the Company with Abertis Group companies and associates, except for equity instruments, are as follows (see Note 8.b):

	31 December 2015				
	Financial assets			Financial liabilities	
	Loans and other financial assets		Receivables from Group companies and associates	Payables	
	Long-term	Short-term	Short-term	Long-term	Short-term
Acesa	1,154,298	209,170	6	-	75,067
Aucat	223,443	2,669	-	-	-
Aumar	-	5,611	134	-	219,132
Iberpistas	874,025	15,839	-	-	32,443
Castellana	-	178,629	-	-	3,743
Aulesa	-	72	-	-	191
Sanef	-	365	1,790	-	
Sanef ITS	-	7,015	166	-	-
Ausol	-	-	1,874	-	15
Coviandes	-	-	66	-	-
Gicsa	-	-		-	2
Abertis Aut. España	2,263,506	123,036	713	-	77,535
Infraestructures Viàries de Catalunya	120,071	26,924	-	-	2,327
Cellnex	-	2,320	25	-	1,418
Abertis tel. Satélites	195,646	5,663	-	-	3,381
Abertis Satélites	-	-	-	-	2
Retevisión	-	-	(360)	-	-
Tradia	-	-	(21)	-	205
Abertis Tower	-	-	-	-	795
Bip & Drive	-	-	-	-	740
Abertis aeropuertos	-	-	-	-	79,270
Hispasat	-	-	91	-	-
Infraestructuras Americanas	198,233	11,015	-	-	565
Societat d'Autopistes Catalanes	300,000	12,480	-	-	1,824
Abertis Finance BV	-	100,004	-	346,227	23,009
TBI	-	-	9	-	259

	31 December 2015				
	Financial assets			Financial liabilities	
	Loans and other financial assets		Receivables from Group companies and associates	Payables	
	Long-term	Short-term	Short-term	Long-term	Short-term
Invin(1)	-	-	116	47,526	2,742
Abertis Infraestructuras Chile	641	-	-	-	-
Abertis Autopistas Chile	-	-	219	-	19
Metropistas	-	56	1	-	-
Autopista Central	-	-	181	-	-
Rutas Pacífico	-	-	5	-	-
Abertis Puerto Rico	-	-	73	-	-
Infraestructura Dos Mil	-	282	-	-	-
Abertis Portugal	-	22		-	-
Autopista del Sol	-	623	-	-	-
Autopista los libertadores	-	81	-	-	-
Total	**5,329,863**	**701,876**	**5,088**	**393,753**	**524,684**

(1) Balances in Chilean pesos translated into euros at the year-end exchange rate.

	31 December 2014				
	Financial assets			Financial liabilities	
	Loans and other financial assets		Receivables from Group companies and associates	Payables	
	Long-term	Short-term	Short-term	Long-term	Short-term
Acesa	1,154,298	443,239	-	82	-
Aucat	256,159	3,843	-	-	307
Aumar	-	6,472	-	58	70,936
Iberpistas	911,935	11,828	-	-	11,707
Castellana	-	178,147	-	-	5,898
Aulesa	-	62	-	-	623
Avasa	-	917	-	58	-

	31 December 2014				
	Financial assets			Financial liabilities	
	Loans and other financial assets		Receivables from Group companies and associates	Payables	
	Long-term	Short-term	Short-term	Long-term	Short-term
Sanef	-	362	175	-	
Ausol	-	-		-	15
Coviandes	-	-	128	-	-
Gicsa	-	-		-	167
Abertis Aut. España	3,672,159	54,440	79	369	138,130
Infraestructures Viàries de Catalunya	98,992	58,164	-	-	-
Cellnex	-	-	-	-	1,330
Abertis telecom Satélites	196,929	7,173	1	-	9,124
Abertis Satélites	-	-	-	-	1
Retevisión	-	9,077	1	113	-
Tradia	-	1,762	-	244	-
Abertis Tower	-	-	-	-	18,314
Abertis Telecom Brasil	-	-	-	-	743
Bip & Drive	-	-	-	-	203
Abertis aeropuertos	-	91,162	1	-	8,907
Hispasat	-	-	159	-	-
DCA	-	318	-	-	2,612
Infraestructuras Americanas	198,233	2,488	-	-	-
Societat d'Autopistes Catalanes	1,177,940	1,115	-	-	335
Abertis Finance BV	-	108,473	-	434,735	149,666
TBI	-	-	1,798	-	242
Abertis México	-	20	-	46,505	-
Invin(1)	-	-	-	69,633	-
Abertis Infraestructuras Chile	641	-	89	-	4,135
Abertis Infraestructuras	-	-	-	-	3,101

	31 December 2014				
	Financial assets			**Financial liabilities**	
	Loans and other financial assets		**Receivables from Group companies and associates**	**Payables**	
	Long-term	**Short-term**	**Short-term**	**Long-term**	**Short-term**
Chile II					
Abertis Infraestructuras Chile III	-	-	-	-	3,101
Abertis Autopistas Chile	-	-	-	-	19
Metropistas	-	56	2	-	-
Abertis USA	-	-	-	-	88
Adesal	-	329	-	-	14
Autopista Central	-	-	181	-	-
Rutas Pacífico	-	-	8	-	-
Abertis Puerto Rico	-	-	37	-	-
Infraestructura Dos Mil	-	135	-	-	-
Autopista Los Andes	-	-	5	-	-
Abertis Portugal	-	22		-	-
Autopista del Sol	-	684	23	-	-
Autopista los libertadores	-	411	9	-	-
Arteris	-	-	93	-	-
Participes en Brasil	-	-	10	-	-
SPI	-	-	-	-	2,379
Total	**7,667,286**	**980,699**	**2,799**	**551,797**	**432,097**

(1) Balances in Chilean pesos translated into euros at the year-end exchange rate.

The long-term balances payable to Abertis Infraestructuras Finance, B.V. have the same maturities (between 2016 and 2039) and amounts as the bonds issued in foreign currency by this investee.

Abertis Infraestructuras, S.A. has a full, unconditional guarantee on the issues launched by Abertis Infraestructuras Finance, B.V.

Intercompany credit facilities and loans within the Group are arranged at market interest rates and under other market conditions, and are therefore equivalent to those which may be reasonably agreed between independent parties.

All business transactions are similarly carried out at market value.

Loans and other financial assets (short-term) and "financial liabilities (short-term) include EUR 21,243 thousand (EUR 44,104 thousand in 2014) and EUR 206,413 thousand (EUR 196,984 thousand in 2014), respectively, for intercompany balances receivable and payable as a result of the tax effect generated by the tax consolidation regime (see Note 17).

Borrowings from Group companies and associates mature as follows:

31 December 2015

	Current	Non-current						
	2016	**2017**	**2018**	**2019**	**2020**	**Subsequent years**	**Total**	**Total**
Borrowings from group companies and associates	524,684	-	80,892	-	-	312,861	393,753	918,437

31 December 2014

	Current	Non-current						
	2015	**2016**	**2017**	**2018**	**2019**	**Subsequent years**	**Total**	**Total**
Borrowings from group companies and associates	432,097	924	87,404	-	4,797	458,672	551,797	983,894

The Company's transactions with Abertis Group companies and associates in 2015 and 2014 are as follows:

	31 December 2015				
	Income			Expenses	
	Services rendered and other revenue	Interest received	Equity investment	Services received	Interest paid
Acesa	6,508	15,301	-	-	-
Aucat	818	2,946	-	-	-
Aumar	2,680	-	-	-	410
Iberpistas	989	38,620	-	-	6
Castellana	44	2,899	-	-	-
Avasa	1,321	-	-	-	-
Aulesa	49	-	-	-	-
HIT	-	-	89,335	-	-
Sanef	1,953	360	-	-	-
Sanef ITS	257	38	-	-	-
A. Puerto Rico	73	-	-	-	-
Ausol	1,834	-	-	-	-
Autopista los libertadores	-	755	-	-	-
Autopistas Los Andes	6	-	-	-	-
Infraestructura Dos Mil	-	630	-	-	-
Infraestructuras Americanas	-	8,658	-	-	-
Coviandes	751	-	-	-	-
Abertis Autop. España	3,814	153,472	-	-	6
Abertis tel. Satélites	-	8,534	-	-	-
Abertis aeropuertos	-	1,229	-	-	160
TBI	88	-	-	18	-
DCA	-	-	-	-	1
Societat d'Autopistes Catalanes	-	21,925	-	-	2
Abertis Finance BV	-	1,129	-	-	30,420
Abertis USA	-	-	-	1,292	-
Hispasat	903	-	-	-	-
Invin	96	599	-	-	2,894
Abertis autopistas Chile	2,279	-	-	-	-

	31 December 2015				
	Income			Expenses	
	Services rendered and other revenue	Interest received	Equity investment	Services received	Interest paid
Abertis Autopistas Central	232	-	-	-	-
Elqui	7	-	-	-	-
Infraestructures Viàries de Catalunya	1,114	5,101	-	-	-
Soc. Concesionaria Autopista del Sol	-	758	-	-	-
Rutas del Pacífico	13	-	-	-	-
Metropistas	6	-	-	-	-
Abertis México	-	681	-	-	2,140
Arteris	928	-	-	-	-
Participes en Brasil	94	-	3,762	-	-
Total	**26,857**	**263,635**	**93,097**	**1,310**	**36,039**

	31 December 2014				
	Income			Expenses	
	Services rendered and other revenue	Interest received	Equity investment	Services received	Interest paid
Acesa	5,818	14,273	-	-	1
Aucat	647	4,112	-	-	-
Aumar	2,429	-	-	-	66
Iberpistas	1,041	41,615	-	-	-
Castellana	-	4,102	-	-	-
Avasa	1,236	6,192	-	-	-
Aulesa	3	-	-	-	-
HIT	-	-	59,294	-	-
Sanef	316	362	-	-	-
A. Puerto Rico	73	-	-	-	-
Ausol	2,425	-	-	-	-
Autopista los libertadores	-	970	-	-	-
Autopistas Los Andes	4	-	-	-	-
Infraestructura Dos Mil	-	497	-	-	-
Infraestructuras Americanas	-	2,488	-	-	-
Coviandes	814	-	19,102	-	-
Abertis Autop. España	260	227,330	203,832	22	2
Abertis Telecom Satélites	73	14,197	40,000	-	46
Abertis Portugal	11	-	-	-	-
Abertis aeropuertos	-	9,426	-	-	-
TBI	65	-	-	242	-
DCA	-	1,594	-	-	9
Societat d'Autopistes Catalanes	-	1,115	-	-	-
Abertis Finance BV	-	1,319	-	-	52,977
Abertis USA	-	-	-	857	-
Hispasat	161	-	-	-	-
Invin	118	-	1,221	-	3,605
Abertis autopistas Chile	1,087	-	-	93	-

	31 December 2014				
	Income			Expenses	
	Services rendered and other revenue	Interest received	Equity investment	Services received	Interest paid
Abertis Autopistas Central	381	-	-	-	-
Elqui	4	-	-	-	-
Infraestructures Viàries de Catalunya	737	5,121	-	-	-
Coninvial	-	-	11,229	-	-
Soc. Concesionaria Autopista del Sol	-	830	-	-	-
Rutas del Pacífico	8	-	-	-	-
Metropistas	111	-	-	-	-
Abertis México	-	-	-	-	2,442
Serviabertis	1,424	-	9,337	4,719	19
Arteris	345	-	-	-	-
Participes en Brasil	95	-	22,106	-	-
Total	**19,686**	**335,543**	**366,121**	**5,933**	**59,167**

d) Other related parties

Under the 2007 Spanish National Chart of Accounts, shareholders (in addition to Group companies and the subsidiaries mentioned in the previous heading) of Abertis Infraestructuras, S.A. that have a significant influence on the Company, with the right to appoint a director, or an interest greater than 3%, are classified as other related parties.

In addition to the dividends paid to shareholders, the breakdown of the balances and transactions carried out with significant shareholders is as follows:

<u>Balances</u>

There is no balance at year-end with any significant shareholder.

Acquisition of assets and services

Of the total interest and expenses paid during the year to financial institutions, EUR 11,778 thousand relate to financial expenses for transactions with the related financial institution, "la Caixa" (EUR 13,308 thousand in 2014).

In addition, of the total interest charged during the year to financial institutions, EUR 1,166 thousand relate to finance income from the related financial institution, "la Caixa" (EUR 3,935 thousand in 2014).

The Company also holds EUR 284 million with "la Caixa", recognised under Cash and cash equivalents in the accompanying balance sheet (see Note 12) (EUR 350 million in 2014).

Lastly, other services from the related company Inmobiliaria Colonial, S.A. (a company belonging to the Inmobiliaria Espacio group) have been received totalling EUR 1,023 thousand (EUR 0 in 2014).

Other

In relation to the Cellnex placement process (see Note 8), "la Caixa" has acquired from **Abertis** 4.62% of the share capital of that company for EUR 150 million (EUR 14.00 /share).

Furthermore, within the framework of the takeover bid for 6.5% of its share capital (see Note 13), **Abertis** has acquired, on firstly, from "la Caixa" 26,994,051 shares, representing 2.86% of its share capital, for EUR 424 million (EUR 15.70 /share) and, secondly, from Trebol Holding S.a.r.L 9,005,085 shares representing 0.96% of its share capital, for EUR 141 million (EUR 15.70 /share).

In relation to these transactions, it should be noted that these have incurred costs with the related company "la Caixa", amounting to EUR 6,335 thousand (EUR 6,186 thousand with the sale of 66% of Cellnex and EUR 149 thousand with the takeover bid for 6.5% of the share capital of Abertis Infraestructuras, S.A.).

Financial swaps

The Company has not entered into financial swaps with the related financial institution "la Caixa" for exchange rate and/or interest rate hedges.

Financing of retirement obligations

Contributions totalling EUR 2,236 thousand (EUR 1,315 thousand in 2014) were made to an insurance policy taken out with the related company "la Caixa" in order to meet the Group's employee benefit obligations, and there are also related assets linked to that policy totalling EUR 214 thousand (EUR 215 thousand in 2014). See Note 15.b.

Commitments and contingencies

The limit on credit facilities granted by the related financial institution "la Caixa" and not drawn down stands at EUR 350,000 thousand at year end (EUR 350,000 thousand in 2014).

Guarantees with the related financial institution "la Caixa" were granted with a limit of EUR 6,000 thousand (EUR 65,589 thousand in 2014), which, at year-end, were drawn down to the amount of EUR 3,628 thousand (EUR 63,143 thousand in 2014).

In addition, it should be noted that in 2014 **Abertis** redeemed all 1,172,550 treasury shares that had yet to be reimbursed to "la Caixa" at year-end 2013 in connection with the bid for all Arteris shares, completed in 2013.

21. Events after the reporting period

On 21 January 2016, Abertis (operating through its wholly-owned Spanish subsidiary Inversora de Infraestructuras S.A.) signed a purchase and sale agreement with Alberta Investment Management Corporation (Aimco), to acquire an additional 50% of the share capital of Autopista Central, S.A. (Acsa) for EUR 948 million. As a result of this transaction, **Abertis** has increased its intergroup debt with Inversora de Infraestructuras, S.A. by EUR 948 million.

22. Other information

a) Audit fees

The fees accrued during the period by Deloitte, S.L. for auditing and other services totalled EUR 275 thousand and EUR 4 thousand, respectively (EUR 248 thousand and EUR 83 thousand in 2014).

In addition, the fees invoiced for other services rendered by other companies using the Deloitte trademark and relating to tax advisory and other services rendered to the Company totalled EUR 34 thousand and EUR 701 thousand, respectively (EUR 123 thousand and EUR 36 thousand in 2014).

b) Information on deferral of payment to suppliers. Additional provision three. "Disclosure requirement under Law 15/2010, of 5 July"

Set out below is the information required under the third additional provision of Law 15/2010, of 5 July, as amended by thesecond final provision of Law 31/2014, of 3 December, amending the Limited Liability Companies Law on enhancing corporate governance, in accordance with the provisions of the Resolution of 29 January 2016 of the Instituto de Contabilidad y Auditoría de Cuentas, on the information to be included in the notes to the annual accounts on the average time for payment of suppliers for commercial transactions, published in the Spanish Official Gazette of 4 February 2016.

	2015
Average period for payment to suppliers (no. of days)	24
Ratio of transactions paid (no. of days)	24
Ratio of transactions pending payment (no. of days)	22
Total payments made	52,133
Total payments pending	2,927

The figures on payments to suppliers given in the table above relate to those who are, by their very nature, trade creditors for the supply of goods or services. In addition, in accordance with the provisions of the aforementioned Resolution, no comparative information relating to this obligation is presented given that this statement of the annual figures is the first to be produced in this regard.

23. Explanation added for translation to english

These financial statements are presented on the basis of the regulatory financial reporting framework applicable to the Company in Spain (see Note 2-a). Certain accounting practices applied by the Company that conform with that regulatory framework may not conform with other generally accepted accounting principles and rules.

(in thousands of euros)

Direct shareholdings in Group companies and associates

Company	Registered office	Activity	Auditors	Interest		Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period	Dividends received
				Carrying amount	%				
Abertis Infraestructuras Finance, B.V.	Prins Bernhardplein 200, 1097JB Amsterdam (Netherlands)	Financial services	Deloitte	2,000	100%	18	(15,717)	80	-
Toll road operations									
Abertis Autopistas España, S.A.	Av. Parc Logístic, 12-20, 08040 Barcelona	Study, development and construction of civil infrastructure	Deloitte	1,107,881	100%	551,000	1,618,677	(1,801,679)	-
Societat d'Autopistes Catalanes, S.A.U.	Av. Parc Logístic, 12-20, 08040 Barcelona	Construction, upkeep and operation of toll road concessions	Deloitte	878,060	100%	1,060	876,219	51,322	-
Abertis Motorways UK, Ltd. (1)	Hill House, 1 Little New Street, London EC4A 3TR United Kingdom	Holding company	Deloitte	15,421	100%	13,625	6,917	1,133	-

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	Interest		Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period	Dividends received
				Carrying amount	%				
Abertis Infraestructuras Chile SPA (Abertis Chile) (1)	Rosario Norte no. 407, Las Condes, Santiago de Chile, Chile	Toll road operator	Deloitte	3	100%	13,524	(50,037)	(52,963)	-
Abertis USA Corp.(1)	1737 H ST NW, 2nd floor, Washington DC 2006, USA	Development and management of transport and communications infrastructures	-	399	100%	470	404	(4)	-
Gestión Integral de Concesiones S.A.(GICSA)	Av. Parc Logístic, 12-20, 08040 Barcelona	Infrastructure administration and management	-	60	100%	60	107	4	-
Autopistas de Puerto Rico y Compañía, S.E. (APR) (1)	Montellanos Sector Embalse San José San Juan de Puerto Rico 00923 (Puerto Rico)	Infrastructure concession operator	Deloitte	20,169	100%	1,381	(75,410)	4,987	-
Inversora de Infraestructuras S.L. (INVIN)	Avenida de Pedralbes 17, 08034 Barcelona	Holding company	Deloitte	468,632	57.7%(2)	112,626	26,800	(9,225)	-
Infraestructuras Americanas, S.L.U.	Avenida de Pedralbes 17, 08034 Barcelona	Management and administration of equity securities of non-resident entities	Deloitte	252,193	100%	3,046	55,634	(6,200)	-

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	Interest		Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period	Dividends received
				Carrying amount	%				
Concesionaria Vial de los Andes, S.A. (COVIANDES) (1)	Avenida calle 26 59-41. Piso 9 (edificio CCI). Santafé de Bogotá (Colombia)	Infrastructure concession operator	Deloitte	18,563	40.00%	7,928	(7,121)	23,028	-
Autopistas del Sol, S.A. (AUSOL) (1) and (3)	Ruta Panamericana; 2451 Boulogne (B1609JVF) Buenos Aires (Argentina)	Toll road operator	Deloitte	-	31.59%	6,278	(21,046)	13,441	-
Abertis Overseas UK Limited	TBI Home 72-104 Frank Lester Way – Luton – Bedfordshire – LU9NQ (UK)	Holding company	Deloitte	-	100%	-	-	-	-
Holding d'Infrastructures de Transport, S.A.S	30, Boulevard Gallieni 92130 Issy-les-Moulineaux, France	Holding company	Deloitte	865,851	52.55%	1,512,268	162,984	173,303	89,335
Sanef ITS SAS	30, Boulevard Gallieni 92130 Issy-les-Moulineaux, France	Operator and supplier of toll systems	Deloitte	43,000	100%	51,082	1,099	(4,474)	-

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	Interest		Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period	Dividends received
				Carrying amount	%				
Abertis USA Holding LLC	1737 H Street NW, Suite 200 Washington DC, 20006, USA	Dormant	-	-	100%	-	-	-	-
Constructora de Infraestructura Vial, S.A.S. (1)	Avenida Calle 26 59-41. Piso 9 (edificio CCI). Santafé de Bogotá (Colombia)	Construction	Deloitte	8	40.00%	14	10,127	14,352	-
Autopistas Metropolitanas de Puerto Rico, LLC (1)	City View Plaza 500, Torre 1 Carretera 165 Núm. 48 Guaynabo, P.R. 00968	Toll road operator	Deloitte	207,423	51.00%	376,367	(72,117)	(15,157)	-
Sociedade Para Participação em Infraestructura, S.A. (1)	Avda Presidente Juscelino Kubitschek, 1455. 9º andar. Itaim Bibi. São Paulo, 04543-011 (Brazil)	Operation of concessions	Deloitte	-	51%	5,219	(4,144)	(354)	-

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	Interest		Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period	Dividends received
				Carrying amount	%				
Abertis PDC, S.A.	Avda Presidente Juscelino Kubitschek, 1455. 9º andar. Itaim Bibi. São Paulo 04543-011 (Brazil)	Holding company	Deloitte	-	100%	605	(324)	(233)	-
Partícipes en Brasil, S.A.	Avenida de Pedralbes 17, 08034 Barcelona	Holding company	Deloitte	281,246	51%	41,093	297,667	4,104	3,762
Abertis Internacional, S.A.	Paseo de la Castellana 39, 28046 Madrid	Construction, upkeep and operation of toll road concessions	Deloitte	60	100%	60	(5)	(13)	-

Telecommunications:

Cellnex Telecom, S.A.	Av. Parc Logístic, 12-20, 08040 Barcelona	Holding company - (terrestrial telecommunications)	Deloitte	138,969	34%	57,921	365,099	(23,961)	3,151
Abertis Telecom Satélites, S.A.	Av. Parc Logístic, 12-20 08040 Barcelona	Holding company (satellite telecommunications)	Deloitte	193,924	100%	242,082	60,292	1,814	-

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	Interest		Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period	Dividends received
				Carrying amount	%				
Airports:									
Abertis Airports, S.A.U.	Av. Parc Logístic, 12-20, 08040 Barcelona	Airport development, construction, management and operation	Deloitte	44,704	100%	6,120	26,254	47,613	-
Airport Concession and Development Limited (ACDL) (1)	Broad Street House, 55 Old Broad Street, London, EC2M 1RX	Holding company	Deloitte	2,604	90%	-	48,783	-	-
TBI Overseas Holdings Inc	12700 Sunrise Valley Drive, Suite 450 Reston, VA 20191	Holding company	Deloitte	367	100%	-	-	-	-
				4,541,537					**96,248**

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Indirect shareholdings

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Through Abertis Autopistas España:								
Autopistas, Concesionaria Española, S.A. (ACESA)	Avda. Parc Logístic 12-20 08040 Barcelona	Toll road operator	Deloitte	100%	Abertis Autopistas España, S.A.	319,489	264,480	(367,249)
Autopistas AUMAR, S.A. Concesionaria del Estado (AUMAR)	Paseo de la Alameda, 36, Valencia	Toll road operator	Deloitte	100%	Abertis Autopistas España, S.A.	213,596	135,862	75,539
Iberpistas, S.A. Concesionaria del Estado	Autopista AP-6 PK57 San Rafel Segovia	Toll road operator	Deloitte	100%	Abertis Autopistas España, S.A.	54,000	133,844	(87,314)
Grupo Concesionario del Oeste, S.A. (GCO) (1) and (4)	Ruta Nacional no. 7, km25,92 Ituzaingó (Argentina)	Toll road operator	Deloitte	48.60%	Acesa	29,140	(22,671)	7,936
Autopista Terrassa-Manresa, Concessionària de la Generalitat de Catalunya, S.A. (AUTEMA)	Autopista C-16 Km 41. Barcelona	Toll road operator	Deloitte	23.72%	Acesa	83,411	412,798	47,993
Ciralsa, S.A.C.E.	Av. Maisonnave, 41 Alicante	Construction, upkeep and operation of toll roads	Deloitte	25%	Aumar	50,167	(236,294)	(15,656)

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Castellana de Autopistas, S.A.C.E.	Autopista AP-6 PK57 San Rafel Segovia	Toll road operator	Deloitte	100%	Iberpistas	98,000	50,772	(8,936)
Autopistas de León, S.A.C.E. (AULESA)	Ctra. Santa María del Páramo s/n Villadongos del Paramo, León	Toll road operator	Deloitte	100%	Iberpistas	34,642	(4,585)	(3,042)
Autopistas Vasco-Aragonesa, C.E.S.A. (AVASA)	Barrio de Anuntzibai, s/n 48410 Orozco. Vizcaya	Toll road operator	Deloitte	100%	Iberpistas	237,095	49,743	26,704
Autopista Trados-45, S.A. (TRADOS-45)	Ctra. M-203 P.K. 0,280. Madrid	Infrastructure concession operator	Deloitte	50%	Iberpistas	21,039	38,393	14,604
Alazor Inversiones, S.A.	Carretera M-50, Km 67,5 Area de Servicio la Atalaya Villaviciosa de Odón. Madrid	Holding company	Deloitte	35.12%	Iberpistas	223,600	(117,820)	(34,662)
Infraestructuras y Radiales, S.A. (IRASA)	Carretera M-100 Alcalá de Henares a Daganzo Km 6,3 28806 Alcalá de Henares	Infrastructure administration and management	Deloitte	30% (5)	Iberpistas/Avasa	11,610	(36,827)	(27,524)
M-45 Conservación, S.A.	Ctra. M-203 P.K. 0,280. Madrid	Toll road upkeep and management	Deloitte	25%	Trados 45	553	-	53
Accesos de Madrid, C.E.S.A.	Carretera M-50, Km 67,5 Area de Servicio la Atalaya Villaviciosa de Odón. Madrid	Toll road operator	Deloitte	35.12%	Alazor Inversiones	223,600	(115,648)	(33,635)
Autopista del Henares, S.A.C.E. (HENARSA)	Carretera M-100 Alcalá de Henares a Daganzo Km 6,3 28806 Alcalá de Henares	Toll road operator	Deloitte	30%(5)	Infraestructuras y Radiales	96,700	(68,965)	(17,304)

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Erredosa Infraestructuras, S.A. (ERREDOSA)	Carretera M-100 Alcalá de Henares a Daganzo Km 6,3 28806 Alcalá de Henares	Infrastructure administration and management	Deloitte	30%(5)	Infraestructuras y Radiales	61	(28)	(1)
Areamed 2000, S.A.	Avda. Diagonal, 579-587, 5ª planta, Barcelona	Service-area operations	Other auditors	50%	Abertis Autopistas España	2,070	12,208	567
BIP & Drive, S.A.	Paseo de la Castellana, 95, Torre Europa, planta 16, 28046 Madrid	Marketing of TAG (Electronic Toll Collection system)	Deloitte	35%	Abertis Autopistas España	2,420	6,194	(1,616)
Through Societat d'Autopistes Catalanes:								
Autopistes de Catalunya, S.A. (AUCAT)	Avda. Parc Logístic 12-20 08040 Barcelona	Toll road operator	Deloitte	100%	Societat d'Autopistes Catalanes, S.A. sociedad unipersonal	96,160	59,335	26,692
Infraestructures Viàries de Catalunya, S.A. (INVICAT)	Avda. Parc Logístic 12-20 08040 Barcelona	Construction, upkeep and operation of toll road concessions	Deloitte	100%	Societat d'Autopistes Catalanes, S.A. sociedad unipersonal	92,037	(6,667)	41,639
Túnels de Barcelona i Cadí concesionaria de la Generalitat de Catalunya, S.L.	C. de Vallvidrera a San Cugat BV- 1462 Km 5,3 Barcelona	Toll road operator	Deloitte	50.01%	Infraestructuras Viàries de Catalunya, S.A.	60	66,656	12,818

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Through Abertis Motorways UK Ltd (1):								
Road Management Group (RMG)	Fifth Floor 100 Wood Street London EC2V 7 EX (UK)	Toll road operator	Other auditors	33.33%	Abertis Motorways UK Limited	29,432	(2,193)	4,517
Through Abertis Overseas UK Limited:								
Abertis Netherlands B.V.	Prins Bernhardplein 200, 1097JB Amsterdam - Postbus 990, 1000AZ (The Netherlands)	Holding company	-	100%	Abertis Overseas UK Limited	-	-	-
Through Abertis Infraestructuras Chile and Inversora de Infraestructuras(1):								
Abertis Autopistas Chile, S.A.	Rosario Norte No. 407, Las Condes, Santiago, Chile	Holding company	Deloitte	100%	Abertis Chile/Invin	58,310	(62,695)	53,556
Gestora de Autopistas, S.A. (GESA)	Rosario Norte No. 407, Las Condes Santiago, Chile	Management, upkeep and operation of roads, motorways and toll roads	Deloitte	100% (6)	Abertis Autopistas Chile	1,232	(821)	2,073
Sociedad Concesionaria del Elqui, S.A. (Elqui)	Rosario Norte No. 407, Las Condes Santiago, Chile	Toll road operator	Deloitte	100% (7)	Abertis Autopistas Chile	70,312	109,338	20,347

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Sociedad Concesionaria Autopista de Los Andes, S.A.	Rosario Norte No. 407, Las Condes Santiago, Chile	Toll road operator	Deloitte	100%	Abertis Autopistas Chile/ Abertis Autopistas Chile III	56,095	(69,674)	4,600
Abertis Autopistas III, Spa	Rosario Norte No. 407, Las Condes Santiago, Chile	Motorway and toll road development	Deloitte	100%	Abertis Autopistas Chile	196,084	(32,373)	13,648
Operadora Andes, S.A. (formerly, Operadora de Infraestructuras de Transportes Limitada)	Rosario Norte No. 407, Las Condes Santiago, Chile	Upkeep, management and operation of transport infrastructure	Deloitte	100%	Abertis Autopistas Chile/ Abertis Autopistas Chile III	269	(7)	(904)
Operadora Sol	Rosario Norte No. 407, Las Condes Santiago, Chile	Upkeep, management and operation of transport infrastructure	Deloitte	100%	Infraestructura Dos Mil	1,136	110	(1,886)
Operadora Los Libertadores	Rosario Norte No. 407, Las Condes Santiago, Chile	Upkeep, management and operation of transport infrastructure	Deloitte	100%	Infraestructura Dos Mil	679	55	(940)
Infraestructura Dos Mil, S.A.	Rosario Norte No. 407, Las Condes Santiago, Chile	Performance of infrastructure works	Deloitte	100%	Abertis Autopistas Chile/ Abertis Autopistas Chile III	69,065	1.994	22,828
Sociedad Concesionaria Autopista Los Libertadores, S.A.	Rosario Norte No. 407, Las Condes Santiago, Chile	Toll road operator	Deloitte	100%	Infraestructura Dos Mil/Abertis Autopistas Chile III	25,824	18,902	12,752
Sociedad Concesionaria Autopista del Sol, S.A.	Rosario Norte No. 407, Las Condes Santiago, Chile	Toll road operator	Deloitte	100%	Infraestructura Dos Mil/Abertis Autopistas Chile III	31,571	46,499	23,813
Operadora del Pacífico, S.A.	Rosario Norte No. 407, Las Condes Santiago, Chile	Road maintenance, operation and upkeep	Deloitte	100%(8)	Abertis autopistas Chile/Abertis Autopistas Chile III	512	6,664	1,652

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Sociedad Concesionaria Rutas del Pacífico, S.A.	Rosario Norte No. 407, Las Condes Santiago, Chile	Toll road operator	Deloitte	100%(8)	Abertis autopistas Chile/Abertis Autopistas Chile III	81,498	44,695	35,549
Through Inversora de Infraestructuras (1):								
Sociedad Concesionaria Autopista Central	San José no. 1145, San Bernardo, Santiago, Chile	Toll road operator	Other auditors	50%	Abertis autopistas Chile	94,984	(51,878)	45,291
Through Holding d'Infrastructures de Transport, S.A.S (1):								
SANEF (Sociétes des Autoroutes du Nord-Est de la France)	30 Boulevard Galliéni, 92130 Issy-les-Moulineaux (France)	Toll road operator	Deloitte	52.55%	Holding d'Infrastructures de Transport, S.A.S	53,090	591,059	352,235
SAPN (Société des autoroutes Paris-Normandie)	30 Boulevard Galliéni, 92130 Issy-les-Moulineaux (France)	Toll road operator	Deloitte	52.53%	Sanef	14,000	274,685	73,690
Eurotoll	30 Boulevard Galliéni, 92130 Issy-les-Moulineaux (France)	Toll transaction processing	Deloitte	52.55%	Sanef	3,300	9,370	(359)
Sanef Concession	30 Boulevard Galliéni, 92130 Issy-les-Moulineaux (France)	Dormant	Deloitte	52.48%	Sanef	-	-	-
Sanef Aquitaine	30 Boulevard Galliéni, 92130 Issy-les-Moulineaux (France)	Toll road management and operations	Deloitte	52.55%	Sanef	500	64	90
SEA14	Route de Sartrouville 78, Montesson (France)	Toll road management and operations	Deloitte	52.53%	Sapn	37	298	49
Bip&Go	30 Boulevard Galliéni, 92130 Issy-les-Moulineaux (France)	Distribution of teletoll devices	Deloitte	52.55%	Sanef	1	2,625	4,603

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
A'lienor	40 Rue de Liège, 64000 Pau (France)	Toll road operator	Deloitte	18.39%	Sanef	275,632	(104,595)	2,410
Alis	Lieu-dit Le Haut Groth, 27310 Bourg-Achard (France)	Toll road operator	Deloitte	10.34% (9)	Sanef / Sapn	2,850	160,876	6,304
Routalis SAS	11 Avenue du Centre, 78280 Guyancourt (France)	Management of land transport infrastructures	Deloitte	15.76%	Sapn	40	4	929
Eurotoll Central Europe zrt	H-1152 Budapest Szentmihalyi ut 137. (Hungary)	Toll transaction processing	Deloitte	52.55%	Eurotoll	17	518	102
Leonord, S.A.S	Immeuble First Part Dieu - 2 avenue Lacassagne - 69003 LYON (France)	Management of operation contract	Other auditors	18.39%	Sanef	40	-	-
Leonord exploitation, S.A.S	30 Boulevard Gallieni, 92130 Issy-les-Moulineaux (France)	Management of operation contract	Deloitte	44.67%	Sanef	40	-	(57)
SE BPNL	30 Boulevard Gallieni, 92130 Issy-les-Moulineaux (France)	Road maintenance, operation and upkeep	Deloitte	52.55%	Sanef	40	(185)	393

Through Sanef ITS SAS(1):

Sanef-its Operations Ireland Ltd	2nd Floor Cape House, Westend Office Park, Blanchardstown, Dublin 15 (Ireland)	Toll operator	Deloitte	100%	Sanef ITS SAS	-	4,595	1,774
Santoll, s.r.o.	Kaptitulska 18/A, 811 01 Bratislava (Slovakia)	Dormant	-	100%	Sanef ITS SAS	7	7,251	(156)
Sanef Tolling, Ltd	Hornbeam House, Hornbeam Park, Hookstone Road, Harrogate (United Kingdom)	Marketing of TAG (Electronic Toll Collection system) in UK	Deloitte	100%	Sanef ITS SAS	-	372	146

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Sanef- its Technologies America, Inc.	National Corporate Research, Ltd, 615 South Dupont Highway, Dover, Delaware 19901 (United States)	Supplier of toll systems	Deloitte	100%	Sanef ITS SAS	1	(5,323)	(4,236)
Sanef- its Technologies Caribe, Inc.	Calle Rafel Cordero #63 Altos- Caguas 00 726 (Puerto Rico)	Operator of toll systems	Deloitte	100%	Sanef ITS Technologies America	1	6,602	(5,014)
Sanef- its Technologies UK Limited	5th Floor, Kinnaird House, 1 Pall Mall East - London SW1Y 5AU (United Kingdom)	Maintenance of toll systems	Deloitte	100%	Sanef ITS SAS	159	949	235
Sanef- its Technologies Chile	El Rosal 4577 Huechuraba Santiago (Chile)	Maintenance of toll systems	Deloitte	100%	Sanef ITS SAS	994	(280)	259
Sanef- its Technologies d.o.o.	Lovacki put 1a HR-21000 Split (Croatia)	Supplier of toll systems	Deloitte	100%	Sanef ITS SAS	310	339	192
CS Polska SP. Z O.O	c/o KKS Legal Sp. K. UI. Zurawia, 45 00- 680 Warsaw (Poland)	Maintenance of toll systems	Deloitte	100%	Sanef ITS SAS	-	-	-
Sanef-its Technologies Ireland Limited	c/o David Ebbs & co, 31 Westland Square, Dublin 2 (Ireland)	Maintenance of toll systems	Deloitte	100%	Sanef ITS SAS	-	116	966
Sanef- its Technologies BC, Inc	1050 West Georgia Street, 15th Floor, Vancouver (Canada)	Maintenance of toll systems	Deloitte	100%	Sanef ITS SAS	343	583	27
Sanef Operations Ltd (UK)	Unit 6, Hornbean Park, Hookstone Road, Harrogate, North Yorkshire, HG2 8OT (United Kingdom)	Toll operator	Deloitte	100%	Sanef ITS SAS	-	2,756	2,884

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
9320- 9351 Québec, Inc.	3700-800 Place Victoria, Montréal, Québec H4Z1E9 (Canada)	Operator of toll systems	-	100%	Sanef ITS SAS	-	4,595	1,774
ITS TAG Limited (UK)	St John Offices. Albion Street, Leeds LS2 8LQ (United Kingdom)	Marketing of TAG (Electronic Toll Collection system) in UK (from 03/2016)	-	100%	Sanef ITS SAS	-	-	-
Trans-Canada Flow Tolling Inc.	1200, Waterfront Centre, 200 Burrard Street, Vancouver BC V6C3L6 (Canada)	Toll operator	Other auditors	50%	Sanef ITS SAS	-	-	-

Through Cellnex Telecom:

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Retevisión I, S.A.	Av. Parc Logístic, 12-20 08040 Barcelona	Terrestrial telecommunications infrastructure operator	Deloitte	34%	Cellnex Telecom, S.A.	81,270	34,226	42,607
Tradia Telecom, S.A.	Av. Parc Logístic, 12-20 08040 Barcelona	Terrestrial telecommunications infrastructure operator	Deloitte	34%	Cellnex Telecom, S.A.	131,488	12,551	16,373
OnTower Infraestructuras, S.A.U.	Av. Parc Logístic, 12-20 08040 Barcelona	Terrestrial telecommunications infrastructure operator	Deloitte	34%	Cellnex Telecom, S.A.	30,000	(8,282)	2,103
Cellnex Italia, S.r.L (antes Smartowers Italy, S.r.L.)	Via Carlo Veneziani 58, 00148 Rome (Italy)	Terrestrial telecommunications infrastructure operator	Deloitte	34%	Cellnex Telecom, S.A.	789,610	-	(1,609)
Cellnex UK Limited	55 Old Broad Street, London, EC2M 1RX (United Kingdom)	Holding company	-	34%	Cellnex Telecom, S.A.	-	-	-
TowerCo, S.P.A.	Via Alberto Bergammini 50, Rome (Italy)	Terrestrial telecommunications infrastructure operator	Deloitte	34%	Cellnex Italia, S.r.L.	20,100	8,643	6,324

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Galata, S.p.A.	Via Carlo Veneziani 58, 00148 Rome (Italy)	Telecommunications infrastructure operator	Deloitte	30.60%	Cellnex Italia, S.r.L.	1,000	1,503	(294)
Adesal Telecom, S.L.	Ausias March 20, Valencia	Construction and operation of telecommunications infrastructure	Deloitte	20.43%	Tradia Telecom, S.A.	3,228	6,847	1,692
Consorcio de Telecomunicaciones Avanzadas, S.A. (Cota)	C/ Uruguay, parcela 13R, nave 6, Parque Empresarial Magalia, Polígono Industrial Oeste	Services for telecommunications concessions operators	Other auditors	10.03%	Tradia Telecom, S.A.	1,000	1,730	106
Torre de Collserola, S.A.	Ctra. Vallvidrera a Tibidabo, s/n. Barcelona	Construction and operation of telecommunications infrastructure	Deloitte	14.20%	Retevisión I, S.A.	5,520	886	8
Gestora del Espectro, S.L.	Av. Parc Logístic, 12-20 08040 Barcelona	Development, installation, management and marketing of land telecommunications services	-	34%	Retevisión I, S.A.	-	-	-
Towerlink Italia, S.r.l.	Via Carlo Veneziani 58, 00148 Roma, (Italia)	Land telecommunications infrastructure operator	-	34%	Cellnex Italia, S.r.L.	-	-	-

Through Abertis Telecom Satélites:

Hisdesat Servicios Estratégicos	Paseo de la Castellana, 143 - Madrid	Commercialisation of space systems for government	Other auditors	24.53%	Hispasat, S.A.	108,174	111,580	21,289

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Hispasat, S.A.	Paseo de la Castellana, 143 - Madrid	Operation of satellite communications systems	Deloitte	57.05%	Abertis Telecom Satélites, S.A.	121,946	354,046	20,314
Hispasat Brasil Ltda (1)	Praia do Flamengo, 200. Rio de Janeiro (Brazil)	Commercialisation of satellite space capacity	Deloitte	57.05%	Hispasat, S.A.	32,631	(221)	(104)
Hispasat Canarias, S.L.U.	Tomas Miller 47-49, Las Palmas de Gran Canaria	Sale and lease of satellites and space capacity	Deloitte	57.05%	Hispasat, S.A.	102,003	109,502	30,024
Hispamar Satelites, S.A. (1)	Praia do Flamengo, 200. Rio de Janeiro (Brazil)	Commercialisation of satellite capacity	Deloitte	46.19% (10)	Hispasat, S.A./Hispasat Brasil	29,012	(5,249)	934
Hispamar Exterior, S.L.U.	Paseo de la Castellana, 143 - Madrid	Satellite telecommunications	Deloitte	46.19%	Hispamar Satélites	21,800	9,046	3,002
Hispasat México S.A. de CV (1)	Agustín Manuel Chávez 1 - 001; Centro de Ciudad Santa Fe; 01210, Mexico, D.F. (Mexico)	Use of the radio-electric spectrum, telecommunication networks and satellite communications	Deloitte	57.05%	Hispasat, S.A.	55	(386)	279
Consultek, Inc. (1)	1550 Cowper St. Palo Alto(United States)	Technical consultancy services	-	57.05%	Hispasat, S.A.	15	27	1
Grupo Navegación por satélites, sistemas y servicios	Isaac Newton, 1 - Madrid	Satellite systems operations	-	8.15%	Hispasat, S.A.	1,026	(91)	-

Through ACDL(1):

TBI Ltd	Broad Street House, 55 Old Broad Street, London, EC2M 1RX (United Kingdom)	Holding company	Deloitte	90%	ACDL	(2,237)	50,975	(311)

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
TBI (US) Inc	2711 Centreville Road, Suite 400, Wilmington, Delaware 19808, (United States)	Holding company	Deloitte	100%	TBI Overseas Holdings Inc	-	-	-
TBI Overseas (Bolivia) LLC	12700 Sunrise Valley Drive, Suite 450 Reston, VA 20191 (United States)	Holding company	Deloitte	100%	TBI (US) LLC	2,843	(2,843)	-
TBI Overseas (UK) LLC	12700 Sunrise Valley Drive, Suite 450 Reston, VA 20191 (United States)	Technical consultancy services	Deloitte	100%	TBI Overseas Holdings Inc	-	-	-

Through Partícipes en Brasil(1):

PDC Participações, S.A.	Avenida Presidente Juscelino Kubitschek, 1455, 9º andar - CEP 04543-011 - Sao Paulo / SP (Brazil)	Operation of concessions	Deloitte	51%	Partícipes en Brasil, S.L.	834	(762)	(66)
Partícipes en Brasil II	Avenida de Pedralbes 17, 08034 Barcelona	Construction, upkeep and operation of toll roads under concession, or only their upkeep and operation, and in general, the management of toll road concessions in Spain and internationally.	-	51%	Partícipes en Brasil, S.L.	3	47	(37)

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Arteris Brasil, S.A.	Avenida Presidente Juscelino Kubitschek, 1455, 9º andar - CEP 04543-011 - Sao Paulo / SP (Brazil)	Holdings in non-financial institutions	Deloitte	35.34%	Partícipes en Brasil, S.L.	347,980	133,925	108,616
Arteris Participações, S.A.	Avenida Presidente Juscelino Kubitschek, 1455, 9º andar - CEP 04543-011 - Sao Paulo/SP (Brazil)	Holding company	Deloitte	35.34%	Arteris Brasil, S.A.	24,250	(23)	160
Autovías, S.A.	Rodovia Anhanguera- SP 330 Km 312,2- Pista Norte- CEP 14079-000 Ribeirão Preto (city) – SP (state) (Brazil)	Construction and operation of toll roads in São Paulo (Brazil)	Deloitte	35.34%	Arteris Brasil, S.A.	43,457	(23,852)	22,917
Centrovias Sistemas Rodoviários, S.A.	Rodovia Washington Luis, KM 216,8 - Pista Sul - CEP 13530-000 - Itirapina - SP (Brazil)	Construction and operation of toll roads in São Paulo (Brazil)	Deloitte	35.34%	Arteris Brasil, S.A.	27,579	(24,562)	26,980
Concessionária de Rodovias do Inerior Paulista, S.A.	Carretera Anhanguera - SP 330 - Km 168 - Pista Sul - Jardim Sobradinho – CEP 13601-970 Araras. SP (Brazil)	Construction and operation of toll roads in São Paulo (Brazil)	Deloitte	35.34%	Arteris Brasil, S.A./ Arteris Participações, S.A.	39,947	(37,026)	34,425

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Appendix to the notes to the 2015 financial statements
(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Vianorte, S.A.	Rodovia Atílio Balbo - SP 322 - km 327,5 - Praça Pedágio - Sertaozinho - SP - CP 88 - CEP - 14173 - 000. (Brazil)	Construction and operation of toll roads in São Paulo (Brazil)	Deloitte	35.34%	Arteris Brasil, S.A.	39,722	(22,782)	19,230
Autopista Planalto Sul, S.A.	Avda. Afonso Petschow no. 4040 - Bairro Industrial - Rio Negro - CEP 83880-000 – Brazil	Construction and operation of toll roads	Deloitte	35.34%	Arteris Brasil, S.A.	94,942	(33,690)	(11,251)
Autopista Fluminense, S.A.	Avda.São Gonçalo, no. 100, un 101 Bairro Boa Vista - São Gonçalo Shopping - RJ - CEP 24466-315 (Brazil)	Construction and operation of toll roads	Deloitte	35.34%	Arteris Brasil, S.A.	94,349	(9,532)	(1,908)
Autopista Fernão Dias, S.A.	Rodovia BR-381, km 850,5 - Pista Norte - CEP 37550-000 - Bairro Ipiranga - Pouso Alegre - MG (Brazil)	Construction and operation of toll roads	Deloitte	35.34%	Arteris Brasil, S.A.	151,304	(48,157)	(15,842)
Autopista Régis Bittencourt, S.A.	Rodovia SP 139, no. 226, Bairro São Nicolau - CEP 11900-000 - Registro - SP (Brazil)	Construction and operation of toll roads	Deloitte	35.34%	Arteris Brasil, S.A.	131,932	(1,339)	(1,661)
Autopista Litoral Sul, S.A.	Avenida Santos Dumont, no. 935 - Edifício Neogrid - Bairro Santo Antônio - CEP 89218-105 - Joinville - SC (Brazil)	Construction and operation of toll roads	Deloitte	35.34%	Arteris Brasil, S.A.	126,915	(28,709)	(10,408)
Latina Manutenção de Rodovias Ltda.	Rodovia Anhanguera- SP 330 Km 312,2- Pista Norte- CEP 14079-000 Ribeirão Preto (city) – SP (state) (Brazil)	Construction and repair of toll roads in São Paulo (Brazil)	Deloitte	35.34%	Arteris Brasil, S.A.	671	9,908	(3,418)

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

(in thousands of euros)

Company	Registered office	Activity	Auditors	% indirect shareholding	Company owner of indirect shareholding	Share capital	Reserves (*) (after deducting interim dividend)	Profit for the period
Latina Sinalização de Rodovias, S.A.	Rodovia Anhanguera- SP 330 Km 312,2- Pista Norte- CEP 14079-000 Ribeirão Preto (city) – SP (state) (Brazil)	Toll road upkeep and repair	Deloitte	35.34%	Arteris Brasil, S.A.	92	2,053	1,351

(*) Includes valuation adjustments and excludes non-controlling interests.
(1) Disclosures under IFRS.
(2) Indirect interest **Abertis**: 100%. Direct of 57.7% and indirect through Infraestructuras Americanas, S.L.U. 42.3%.
(3) The shares of Ausol are listed on the Buenos Aires Stock Exchange. The average market price for the last quarter of 2015 was ARS 14.92. At year-end, the market price was ARS 18.00. 49.9% of the voting rights are held. Shareholding fully provisioned at 31 December 2015.
(4) The shares of GCO are listed on the Buenos Aires Stock Exchange. The average market price for the last quarter of 2015 was ARS 4.81. At year-end, the market price was ARS 5.80. 57.6% of the voting rights are held. Fully provisioned holder at the close on 31 December 2015.
(5) Indirect shareholding of **Abertis**: 30%. Indirect through Iberpistas, S.A.C.E.: 15%, and through Avasa: 15%.
(6) Indirect shareholding of **Abertis**: 100%. Indirect through Abertis Autopistas Chile: 99.91%, and through Abertis Autopistas Chile III: 0.09%.
(7) Indirect shareholding of **Abertis**: 100%. Indirect through Abertis Autopistas Chile: 99.94%, and through Abertis Autopistas Chile III: 0.06%.
(8) Indirect shareholding of **Abertis**: 100%. Indirect through Abertis Autopistas Chile: 99.99%, and through Abertis Autopistas Chile III: 0.01%.
(9) Indirect shareholding of **Abertis**: 10.34%. Indirect through Sanef: 6.13%, and through Sapn: 4.21%.
(10) Indirect shareholding of **Abertis**: 46.19%. Indirect through Hispasat Brasil Ltda.: 39.09%, and through Hispasat, S.A.: 7.10%

This appendix forms an integral part of Note 8 to the 2015 financial statements, with which it should be read.

Figures are translated into foreign currency at the exchange rate on the balance-sheet date.

Abertis Infraestructuras, S.A.

Directors' Report for 2015

Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.

ABERTIS INFRAESTRUCTURAS, S.A.

DIRECTORS' REPORT FOR 2015

1. Information required under article 262 of the spanish limited liability companies law

Abertis Infraestructuras, S.A. (**Abertis**), is the Parent of a business group that provides services in the area of infrastructure management for mobility and communications, and operates in the toll roads and telecommunication infrastructure sectors.

Significant events

2015 was characterised by the consolidation of a favourable economic environment which enabled growth of activity in Spain to continue, already on a upward trend in 2014, as well as growth in France and Chile. Whereas there was a significant decline in heavy vehicle activity in Brazil during the period.

The Group continues to focus its efforts on very selective growth with consolidation operations and a strengthening of its position in companies in which it has an interest, as is the case of the takeover of **Túnels** and the purchase of the minority shareholdings of the company already controlled **I2000** during 2015, as well as, in the month of January 2016, the agreement for the purchase of an additional 50% of Autopista Central, S.A. (**Acsa**), following which **Abertis** has indirectly become its sole shareholder. Furthermore, Partícipes en Brasil, S.A. is working towards completing the acquisition of the minority shares of **Arteris** through a takeover bid.

The major strategic lines that in recent years have continued to delimit the Group's activities and initiatives (growth, profitability, service, efficiency and talent) are continually being adapted to changes in the environment in which the Group operates.

Based on these strategic considerations and on focusing on activities to be developed by the Group, mainly in the toll road sector, as detailed in Notes 8 and 11, 2015 saw the culmination of the following:

i. The stock market launch of Cellnex, which led to the sale in May 2015 of 66% of the share capital of this company.

ii. The divestment process in the airport sector commenced in 2013, with the sale at the end of April 2015 of **DCA** (a company through which **Abertis** held an interest of 74.5% in MBJ Airports, Ltd., (**MBJ**) and of 14.77% in SCL Terminal Aéreo Santiago, S.A., Scl).

In any case, **Abertis** continues working towards permanently expanding the capacity of its toll roads. Likewise, within the framework of the Group's current 2015-17 Strategic Plan, in 2015 work began on implementing a new efficiency and modernisation plan which that will enable it to consolidate and expand the efficiency levels attained under the previous plan, in order to guarantee the Group's competitiveness, adjusting its resources to traffic in the network while also maintaining a high technological and service level.

In relation to the agreement for the AP-7 entered into by Acesa, a company wholly owned by the subsidiary Abertis Autopistas España, S.A.U., the ruling of the Ministry of Public Works on the appeal to a superior court handed down on the Administrative Review in 2011 anticipates that any Administrative Review of Acesa will comply with the final decision of the Council of State of 17 December 2014, which was confirmed in the Administrative Review of 2014. It should be emphasised that this decision contradicts the ruling of the Council of State in 2006, that of the State Legal Service handed down in 2014, various opinions of prestigious jurists, the opinion of the auditors and the rulings of the Government itself until 2010. Accordingly, despite the fact that both Acesa and **Abertis** continue maintaining vis-à-vis the Ministry of Public Works the legal grounds on which they have always based themselves (see detail in Note 8), against the backdrop of 2015, on the one hand, a provision was recognised for the impairment of the guaranteed traffic compensation balance (and its related interest cost) on which the parties hold differences of interpretation, which, at 31 December 2014, amounted to EUR 982 million, excluding the related tax effect, and, on the other, from 1 January 2015, such compensation ceased to have an impact on the income statement.

On 30 June 2015, Acesa filed an appeal for judicial review before the Madrid High Court of Justice against the aforementioned resolution of the Ministry of Public Works on the appeal to a superior court handed down on the Administrative Review in 2011. Furthermore, a document was submitted to the Council of Ministers through the Government Office for Toll Road Concession Operators in Spain, requesting the former to exercise its powers of interpretation regarding Acesa's concession arrangement, with respect to the correct understanding of the compensation clause included in the Agreement approved by Royal Decree 457/2006, with a view to including in the compensation account the traffic guarantee expressly agreed in the agreement. On 30 September 2015, Acesa filed an appeal for judicial review before the Supreme Court against the denial, by administrative silence, of the aforementioned request to the Council of Ministers, in the absence of a reply to the consultation.

With respect to the request submitted by the indirect investee Aumar, which is also wholly owned by Abertis Autopistas España, S.A.U., to the Central Government for the economic-financial balance of the AP7/AP4 concession under its management, since the Spanish Cabinet did not hand down an express ruling in the legally established period, on 22 July 2015, Aumar filed an appeal for judicial review before the Supreme Court, since it considered that sound legal arguments exist to defend its legitimate rights and interests, together with those of **Abertis** and its shareholders (see Note 8.ii).

Activity and results

The financial statements of **Abertis** reflect the results of its investment activity and activity as the Parent of the Group, from the perspective of both the balance sheet (investments and financing) and the income statement (contributions through dividends from the various companies and borrowing and structural costs).

The balance sheet of **Abertis** is made up basically of its investee portfolio, as well as the financing required for acquiring its investees through shareholders' equity and debt.

As a result of its investment activity and involvement mostly in concession businesses, **Abertis** is exposed to regulatory and financial risks: foreign-exchange risk, credit risk, liquidity risk, and cash-flow interest-rate risk. The Group's global risk management programme takes into account the uncertainty of the financial markets and tries to minimise potentially adverse effects on the overall profitability of the Group by establishing financing and hedging policies in line with each type of business.

In practice, this continues to translate into a sound financial structure, with a high average debt maturity and a high percentage of debt at fixed rates or at rates fixed through derivative financial instruments so as to greatly minimise any possible effects of credit market tension.

The income statement basically reflects the incorporation of the profits generated by the Group's various companies through the dividend policy, financial income and finance costs and the costs deriving from the corporation's structure.

As detailed in Note 11, the sale of 66% of Cellnex's share capital in the stock market launch has led to a gain, net of operation costs, of EUR 1,805 million for the period, recognised in profit (loss) from discontinued operations on the income statement.

Furthermore, as detailed in Note 8.c, the need to account for impairment losses in the companies Abertis Autopistas España, S.A.U. totalling EUR 766 million and Partícipes en Brasil, S.A. totalling EUR 370 million has been made evident.

As is described in Note 17, as a result of the approval of Corporate Income Tax Law 27/2014, of 27 November, and the conclusions of the query addressed to the Tax Authority **Abertis** re-evaluated its deferred tax liabilities in connection with the gains obtained on the transfer of the investee companies, mostly concession operators, carried out in 2011 in accordance with the assumptions set out therein with regard to the transfer of shares. Consequently, a net amount of EUR 716 million, recognised as income in the accompanying income statement and notes, was reversed.

Taking into account the foregoing, the profit (loss) for the period amounted to EUR 1,374 million. This in turn allows **Abertis** to reaffirm its commitment to its shareholder remuneration policy.

Shareholder remuneration

As in prior years, in 2015, **Abertis** maintained a shareholder remuneration policy that combines the payout of a per-share dividend with bonus issues of one share for every 20 shares held.

Accordingly, on 24 March 2015, the General Meeting of shareholders agreed to a bonus issue (carried out in June) and to the payment of a complementary dividend from the 2014 profit of EUR 0.33 gross per share, which was paid in April 2015.

Furthermore, the Board of Directors of **Abertis** adopted a resolution to propose to the shareholders at the Annual General Meeting the distribution of a final dividend of EUR 0.36 gross per share against 2015 profit.

The total dividend charged to 2015 profit will therefore be EUR 650.8 million, taking into account the EUR 0.33/share interim dividend already paid, this being 10% higher than the total dividend paid against income the previous year.

Outlook

Through continuing to work within the framework of the Group's basic lines of action and focusing, among others, on selective international growth, in 2016 **Abertis** will continue to analyse investment and growth opportunities that comply with the strict security and profitability requirements that the Group applies to its investment portfolio, with a particular focus on opportunities in toll roads at an international level.

The balance among its overall investments in terms of maturity and profitability as well as geographic and industry-related diversification, and the maintenance or improvement of the position of the various business units, should thus ensure that all the units make a sustained, positive contribution, allowing the Group to continue its shareholder remuneration policy. In addition, **Abertis** expects to continue to identify new operational efficiencies with the new operational optimisation plan for the 2015-17 period, thereby strengthening its balance sheet and financial position, as well as optimising its investment portfolio.

Nevertheless, there is a degree of uncertainty regarding interest rates (during the period, benchmark rates - essentially the Euribor - remained stable). In any event, the current economic and financial uncertainty (and its potential impact on finance costs) makes the Group's hedging policies described above all the more important.

No new risks or uncertainties are expected other than those noted above that are inherent to the business or those indicated in the 2015 financial statements.

Use of financial instruments

In 2015 and 2014, **Abertis** pursued the financial instrument use policy described in Note 10 to the accompanying notes to the financial statements.

Research and development

The Company has not carried out any research and development activities.

Treasury shares

Pursuant to the authorisation approved by the General Meeting of shareholders, at year-end the Company held 77,840,233 treasury shares (8.25% of its share capital). The use of these treasury shares has not been decided and will depend on resolutions to be passed by the Group's governing bodies in the future.

The transactions carried out during the year with treasury shares are specified in Note 13 in the accompanying notes to the financial statements.

Other matters

It is Group policy to pay maximum attention to environmental protection and conservation, and each investee adopts measures to minimise the environmental impact of the infrastructure that it manages and ensure the maximum degree of integration with the surrounding area.

Events after the reporting period

There have been no significant events subsequent to those indicated in Note 21 of the notes to the financial statements.

2. Annual corporate governance report

The 2015 Annual Corporate Governance Report presented by the Board of Directors of Abertis Infraestructuras, S.A., are set out below on 96 pages 1 to 96.

****

Barcelona, 23 February 2016

Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.

MODEL APPENDIX I

ANNUAL CORPORATE GOVERNANCE REPORT FOR LISTED COMPANIES

ISSUER'S PARTICULARS

END DATE REFERENCE FINANCIAL YEAR 31/12/2015

COMPANY TAX ID NO. (C.I.F.) A-08209769

Corporate name:

ABERTIS INFRAESTRUCTURAS, S.A.

Registered office:

AVENIDA DE PEDRALBES, 17 – 08034 BARCELONA

ANNUAL CORPORATE GOVERNANCE REPORT FOR LISTED COMPANIES

A OWNERSHIP STRUCTURE

A.1 Fill in the following table on the company's share capital:

Last modification date	Share capital (€)	Number of shares	Number of voting rights
01/07/2015	2.829.660.882,00	943.220.294	943.220.294

Indicate whether different types of shares exist with different associated rights:

Yes ☐ **No X**

A.2 List the direct and indirect holders of significant shareholdings in your company at year-end, excluding directors.

Name or corporate name of shareholder	Number of direct voting rights	Number of indirect voting rights	% of total voting rights
INMOBILIARIA ESPACIO, S.A.	16.383.163	135.058.370	16,06%
FUNDACIÓN BANCARIA CAJA DE AHORROS Y PENSIONES DE BARCELONA ("LA CAIXA")	0	213.848.081	22,67%

Name or corporate name of indirect shareholder	Through: Name or corporate name of direct shareholder	Number of voting rights
INMOBILIARIA ESPACIO, S.A.	OBRASCON HUARTE LAIN, S.A.	1
INMOBILIARIA ESPACIO, S.A.	OHL CONCESIONES, S.A.U.	1

INMOBILIARIA ESPACIO, S.A.	OHL EMISIONES, S.A.U.	131.345.478
INMOBILIARIA ESPACIO, S.A.	GRUPO VILLAR MIR, S.A.	115.763
INMOBILIARIA ESPACIO, S.A.	ESPACIOS ACTIVOS FINANCIEROS, S.L.U.	3.597.127
FUNDACIÓN BANCARIA CAJA DE AHORROS Y PENSIONES DE BARCELONA ("LA CAIXA")	CAIXABANK, S.A.	785
FUNDACIÓN BANCARIA CAJA DE AHORROS Y PENSIONES DE BARCELONA ("LA CAIXA")	CRITERIA CAIXA, S.A.U.	141.700.296
FUNDACIÓN BANCARIA CAJA DE AHORROS Y PENSIONES DE BARCELONA ("LA CAIXA")	INVERSIONES AUTOPISTAS, S.L.	72.147.000

Indicate the most significant movements in the shareholding structure during the year:

Name or corporate name of shareholder	Transaction date	Description of transaction
TREBOL HOLDINGS S.À.R.L.	4/03/2015	Stake fell below 10 % of share capital
TREBOL HOLDINGS S.À.R.L.	20/11/2015	Stake fell below 3 % of share capital

A.3 Fill in the following tables on company directors holding voting rights through company shares:

Name or corporate name of director	Number of direct voting rights	Number of indirect voting rights	% of total voting rights
MIGUEL ÁNGEL GUTIÉRREZ MÉNDEZ	849	0	0,00%
MÓNICA LÓPEZ-MONÍS GALLEGO	23	0	0,00%
MARCELINO ARMENTER VIDAL	10.000	1.374	0,00%
SALVADOR ALEMANY MAS	423.246	60.075	0,05%
MARÍA TERESA COSTA CAMPI	2.003	0	0,00%
CARLOS COLOMER CASELLAS	1	0	0,00%
FRANCISCO REYNÉS MASSANET	0	35.405	0,00%
SUSANA GALLARDO TORREDEDIA	661	0	0,00%
OHL CONCESIONES, S.A.U.	1	0	0,00%
OHL EMISIONES, S.A.U.	131.345.478	0	13,93%
G3T, S.L.	2.707.086	0	0,29%
PABLIS 21, S.L.	1.325	0	0,00%

GRUPO VILLAR MIR, S.A.	115.763	0	0,01%
JUAN-JOSÉ LÓPEZ BURNIOL	0	0	0,00%

Name or corporate name of indirect shareholder	Through: Name or corporate name of direct shareholder	Number of voting rights
MARCELINO ARMENTER VIDAL	MARTA ARMENTER JORDI	1.374
SALVADOR ALEMANY MAS	RAMONA CANALS PUY	60.075
FRANCISCO REYNÉS MASSANET	FRINYCO, S.L.	35.405

% of total voting rights held by the Board of Directors	14,28%

Fill in the following tables on share options held by directors.

A.4 Indicate, if applicable, any family, commercial, contractual or corporate relationships between owners of significant shareholdings, insofar as these are known by the company, unless they are insignificant or arise from ordinary trading or exchange activities.

A.5 Indicate, if applicable, any commercial, contractual or corporate relationships between owners of significant shareholdings, and the company and/or its group, unless they are insignificant or arise from ordinary trading or exchange activities.

Related party name or corporate name
FUNDACIÓN BANCARIA CAJA DE AHORROS Y PENSIONES DE BARCELONA ("LA CAIXA")
ABERTIS INFRAESTRUCTURAS, S.A.

Type of relationship: commercial
Brief description:

The existing relationships derive from ordinary trade activities. See section D.2.

A.6 Indicate whether the company has been notified of any shareholders' agreements pursuant to articles 530 and 531 of the Spanish Law on Capital

Companies. Provide a brief description and list the shareholders bound by the agreement, where applicable.

Yes X **No**

Parties bound by agreement
OBRASCON HUARTE LAIN, S.A.
INMOBILIARIA ESPACIO, S.A.

Percentage of share capital affected: 16,06%

Brief description of agreement:

On 16/10/2015 (significant event filing 229718), Obrascón Huarte Lain, S.A. and Inmobiliaria Espacio, S.A. (company heading Grupo Villar Mir, S.A.), reported the extension of the syndication agreement the two companies entered into on 14/10/2014 for the coordinated and unitary exercise of the voting rights corresponding to Abertis shares.

Indicate whether the company is aware of the existence of any concerted actions amongst its shareholders. Give a brief description where applicable.

Yes **No X**

Expressly indicate any amendments to or termination of such agreements or concerted actions during the year.

A.7 Indicate whether any individuals or bodies corporate currently exercise control or could exercise control over the company according to article 5 of the Spanish Securities' Market Act. If so, identify.

Yes **No X**

Remarks

A.8 Fill in the following tables on the company's treasury shares:

At year-end:

Number of shares held directly	Number of shares held indirectly (*)	% of total share capital
77.840.233		8,253

(*) Through:

Name or corporate name of direct shareholder	Number of shares held directly
Total:	

Explain any significant changes during the year pursuant to Spanish Royal Decree 1362/2007.

Explain any significant changes
Acquisition on 23/10/15 of 61,309,319 treasury shares in the partial public offering of 6.5% of share capital at a price of €15.70 per share, bringing Abertis's stake in the share capital to the current 8.253%.

A.9 Give details of the applicable conditions and time periods governing any resolutions of the general shareholders' meeting to issue, buy back and/or transfer treasury stock.

According to the resolution adopted by the General Shareholder's Meeting of 1 April 2014, the Board of Directors of the company was granted powers for the derivative acquisition of treasury shares, directly or through group companies, as well as pre-emption rights. The acquisition may be made in any form permitted by law (such as, but not limited to, purchase, swap or assignment of property as payment), providing the nominal value of the treasury shares acquired does not exceed, at any time during the validity of this authorisation and in conjunction with those already held by the company and its subsidiaries, 2014% of the company's share capital at the date of acquisition. The acquisition may be for a price equal to the listed price at the close of business on the day before the acquisition, if applicable, within a maximum range of 10% above or below said closing price, over a period of five (5) years from the date on which this resolution is passed by the general shareholders' meeting. All the foregoing shall be carried out in compliance with the other limits and requirements laid down in the Consolidated Text of the Spanish Law on Capital Companies adopted under Royal Legislative Decree 1/2010 of 2 July. This revokes the unused part of the previous authorisation granted by the general shareholders' meeting of 27 April 2010.

The company expressly notes that the authorisation granted to acquire treasury stock may be used totally or partially for the acquisition of shares the company must deliver or transfer to directors, managers or employees of the company and/or Abertis group's companies as a consequence of the implementation of remuneration systems based on the delivery of shares and/or granting of share options.

Furthermore, the Board of Directors of the company is granted powers to exercise, in the broadest terms, the authorisation approved by this resolution and to carry out the rest of the provisions in it. It is also authorised to delegate, if deemed necessary, exercising this authorisation and carrying out the same provisions under the terms and conditions it considers appropriate, to the Chairman, the Chief Executive Officer, any other Director, the Secretary or Vice-Secretary of the Board of Directors or any other person(s) empowered expressly for that purpose by the Board of Directors.

To reduce the company's share capital in order to cancel any treasury shares kept on the balance sheet, charged against profits or distributable reserves in an amount deemed convenient or necessary up to the number of treasury shares held at any given time.

To delegate to the Board of Directors powers to execute the preceding resolution, which may be carried out once or several times and within a maximum time limit of five years from the date on which the present resolution is approved. To this end, the board shall make the necessary arrangements and obtain the authorisation necessary or required by the Spanish Law on Capital Companies and other applicable provisions, and, particularly, re-delegate where necessary so that, within the deadlines and limits mentioned for said undertaking, the date(s) of the specific capital reduction(s) can be set along with their timing and use. The amount of the reduction shall be indicated; determining the purpose of the proceeds of the reduction, providing, if applicable, the statutory guarantees and complying with the legal requirements; adapting article 5 of the by-laws to reflect the new share capital; applying for the de-listing of the redeemed securities and, in general, adopting any resolutions necessary for the purposes of said redemption and subsequent capital decrease; appointing the persons authorised to do so.

A.9-2 Estimated free-float capitalisation:

	%
Estimated free-float capitalisation:	**53,02**

A.10 Give details of any restriction on the transfer of securities or voting rights. Indicate, in particular, the existence of any restrictions on the takeover of the company by means of share purchases on the market.

Yes ☐ **No X**

A.11 Indicate whether the general shareholders' meeting has agreed to take neutralisation measures to prevent a public takeover bid pursuant to Spanish Law 6/2007.

Yes ☐ **No X**

If applicable, explain the measures adopted and the terms under which these restrictions are null and void.

A.12 Indicate whether the company has issued securities not traded in a regulated market of the European Union.

Yes ☐ **No X**

If so, identify the various classes of shares and, for each class of shares, the rights and obligations they confer.

B GENERAL SHAREHOLDERS' MEETING

B.1 Indicate, and where applicable provide details, whether the quorum required for constitution of the general shareholders' meeting differs from the system of minimum quorums established in the Spanish Law on Capital Companies.

Yes ☐ **No X**

B.2 Indicate and, if applicable, describe any differences between the company's system of adopting corporate resolutions and the framework set forth in the Spanish Law on Capital Companies (LSC).

Yes **No X**

B.3 Indicate the Internal Regulations on amendments to the company by-laws. In particular, indicate the majorities required to amend the by-laws and, where applicable, the rules for protecting shareholders' rights when amending the by-laws.

The regulations included in the Spanish Law on Capital Companies are applied to the majorities required to amend the company by-laws.

B.4 Indicate the attendance figures for the general shareholders' meetings held during the year that is the subject of this report.

	Attendance details				
Date of general meeting	% attending in person	% by proxy	% remote voting		Total
			Electronic means	Other	
01/04/2014	0,82	73,87	0,00	0,44	75,13%
24/03/2015	0,85	67,24	0,00	0,18	68,27%

B.5 Indicate whether the by-laws impose any minimum requirement on the number of shares required to attend the general shareholders' meetings.

Yes X **No ☐**

Number of shares required to attend general shareholders' meetings	**1.000**

B.6 Paragraph annulled.

B.7 Indicate the address and mode of accessing corporate governance content on your company's website as well as other information on general shareholders' meetings that must be made available to shareholders on the website.

The Investor Relations section of the website www.abertis.com contains the information stipulated in section 2 of article 539 of the Spanish Law on Capital Companies in article 13.1, pursuant to Ministerial Order ECC/461/2013 of 20 March, and the CNMV's Circular 5/2013 of 12 June.

The information on the website is available in four languages: Catalan, Spanish, English and French.

C MANAGEMENT STRUCTURE OF THE COMPANY

C.1 Board of Directors

C.1.1 List the maximum and minimum number of directors provided for in the by-laws:

Maximum number of directors	17

Minimum number of directors	6

C.1.2 Fill in the following table with board members' details:

Name or corporate name of director	Representative	Category of director	Position on the board	Date of first appointment	Date of last appointment	Election procedure
SALVADOR ALEMANY MAS		PROPRIETARY	CHAIRMAN	21/07/1998	20/03/2013	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
FRANCISCO REYNÉS MASSANET		EXECUTIVE	VICE-CHAIRMAN AND CHIEF EXECUTIVE OFFICER	26/05/2009	24/03/2015	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
MARCELINO ARMENTER VIDAL		PROPRIETARY	DIRECTOR	18/09/2007	20/03/2013	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
CARLOS COLOMER CASELLAS		INDEPENDENT	DIRECTOR	24/07/2012	20/03/2013	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
MARÍA TERESA COSTA CAMPI		INDEPENDENT	DIRECTOR	20/03/2013	20/03/2013	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
SUSANA GALLARDO TORREDEDIA		PROPRIETARY	DIRECTOR	13/03/2014	01/04/2014	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
GRUPO VILLAR MIR, S.A.	JUAN- MIGUEL VILLAR MIR	PROPRIETARY	DIRECTOR	17/02/2015	24/03/2015	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
MIGUEL ÁNGEL GUTIÉRREZ MÉNDEZ		INDEPENDENT	DIRECTOR	30/11/2004	24/03/2015	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING

G3T, S.L.	CARMEN GODIA BULL	PROPRIETARY	DIRECTOR	29/11/2005	21/06/2011	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
JUAN-JOSÉ LÓPEZ BURNIOL		PROPRIETARY	DIRECTOR	28/07/2015	28/07/2015	CO-OPTATION
MÓNICA LÓPEZ-MONÍS GALLEGO		INDEPENDENT	DIRECTOR	20/03/2013	20/03/2015	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
OHL CONCESIONES, S.A.	JUAN VILLAR-MIR DE FUENTES	PROPRIETARY	DIRECTOR	12/12/2012	20/03/2013	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
OHL EMISIONES, S.A.	TOMÁS GARCÍA MADRID	PROPRIETARY	DIRECTOR	12/12/2012	20/03/2013	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING
PABLIS 21, S.L.	MANUEL TORREBLANCA RAMIREZ	PROPRIETARY	DIRECTOR	24/04/2012	20/03/2013	RESOLUTION OF GENERAL SHAREHOLDERS' MEETING

Total number of directors	14

Indicate any board members who left during the period under review.

Name or corporate name of director	**Category of the director at their time of departure**	**Departure date**
ISIDRO FAINÉ CASAS	PROPRIETARY	15/05/2015
THÉÂTRE DIRECTORSHIP SERVICES ALPHA, S.À.R.L.	PROPRIETARY	24/11/2015
THÉÂTRE DIRECTORSHIP SERVICES BETA, S.À.R.L.	PROPRIETARY	19/03/2015
THÉÂTRE DIRECTORSHIP SERVICES GAMA, S.À.R.L.	PROPRIETARY	24/11/2015
OBRASCON HUARTE LAIN, S.A.	PROPRIETARY	17/02/2015

C.1.3 Fill in the following tables concerning board members and their respective categories:

EXECUTIVE DIRECTORS

Name or corporate name of director	Post held at the company
FRANCISCO REYNÉS MASSANET	VICE-CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Total number of executive directors	1
% of total board membership	7,14%

EXTERNAL PROPRIETARY DIRECTORS

Name or corporate name of director	Name or corporate name of significant shareholder represented or proposing appointment
SALVADOR ALEMANY MAS	CRITERIA CAIXA, S.A.U.
MARCELINO ARMENTER VIDAL	CRITERIA CAIXA, S.A.U.
JUAN-JOSÉ LÓPEZ BURNIOL	CRITERIA CAIXA, S.A.U.
SUSANA GALLARDO TORREDEDIA	CRITERIA CAIXA, S.A.U.
PABLIS 21, S.L.	CRITERIA CAIXA, S.A.U.
OHL CONCESIONES, S.A.	OBRASCON HUARTE LAIN, S.A.
OHL EMISIONES, S.A.	OBRASCON HUARTE LAIN, S.A.
GRUPO VILLAR MIR, S.A.	OBRASCON HUARTE LAIN, S.A.
G3T, S.L.	INVERSIONES AUTOPISTAS, S.L.

Total number of proprietary directors	9
% of total board membership	64,29%

INDEPENDENT EXTERNAL DIRECTORS

Name or corporate name of director	Profile
CARLOS COLOMER CASELLAS	Graduate in Economics from the University of Barcelona Degree in Business Administration from the IESE (Barcelona) Chairman of Ahorro Bursátil, S.A. SICAV Chairman of Inversiones Mobiliarias Urquiola, S.A. SICAV Chairman of Haugron Holdings, S.L. Independent Director of Telefónica, S.A.
MARÍA TERESA COSTA CAMPI	Doctor in Economics from the University of Barcelona. Tenured professor of Applied Economics. Department of Economics of the University of Barcelona. Director of the Chair for Energy Sustainability at the University of Barcelona. Former Chair of the Spanish National Energy Commission.
MIGUEL ÁNGEL GUTIÉRREZ MÉNDEZ	**Advisory Director of Telefónica Latin America**
MÓNICA LÓPEZ-MONÍS GALLEGO	Degree in Law as well as in Economics and Business Studies from the University of Pontificia de Comillas. State Attorney. Executive Vice-President and Chief Compliance Officer at Banco Santander.

Total number of independent directors	4
% of total board membership	28,57%

List any independent directors who receive from the company or group any amount or payment other than standard director remuneration or who maintain or have maintained during the period in question a business relationship with the company or any group company, either in their own name or as a significant shareholder, director or senior manager of an entity that maintains or has maintained a relationship of this nature.

If applicable, include a statement from the board detailing the reasons why the said director may carry on their duties as an independent director.

OTHER EXTERNAL DIRECTORS

List the other external directors and the reasons why they cannot be considered proprietary or independent directors; specify their relationships with the company, its executives or shareholders:

List any changes in the category of each director which have occurred during the year:

Name or corporate name of director	Date of change	Previous category	Current category
SALVADOR ALEMANY MAS	15/12/2015	OTHER EXTERNAL	PROPRIETARY

C.1.4 Fill in the following table on the number of female directors as at the close of the past four years and their respective categories:

	Number of female directors				% of total directors in each category			
	Year 2015	Year 2014	Year 2013	Year 2012	Year 2015	Year 2014	Year 2013	Year 2012
Executive	0	0	0	0	0,00%	0,00%	0,00%	0,00%
Proprietary	2	2	1	1	22,22%	18,18%	9,09%	7,14%
Independent	2	2	2	0	50,00%	50,00%	50,00%	0,00%
Other external	0	0	0	0	0,00%	0,00%	0,00%	0,00%
Total:	4	4	3	1	28,57%	23,53%	17,65%	5,00%

C.1.5 Where applicable, explain the measures adopted to ensure that there is a sufficient number of female directors on the board to guarantee an even balance between men and women.

Explanation of measures

The board intends to increase the number of female directors among its membership. To this end, at the date of preparing this report, the Board of Directors' Regulations establish that diversity of gender, experience and knowledge shall be favoured when filling a vacancy.

Furthermore, on 15 December 2015, the Board of Directors approved the company's Policy for the Selection and Appointment of Directors, one of the purposes of which is to foster a balanced number of women and men on the board and avoid any kind of bias that might imply discrimination in any way.

Despite the fact that the number of females on the board does not reach gender parity, the aforementioned policy has given rise to a sizeable female presence among the directorate compared to other Ibex-35 companies. There is, however, parity among the board's independent directors, who are appointed by our Appointments and Remuneration Committee.

C.1.6 Explain the measures taken, where applicable, by your appointments committee to ensure that the selection processes are not subject to implicit bias that would make it difficult to select female directors, and that the company makes a conscious effort to search for female candidates who possess the required professional profile:

Explanation of measures
The company makes a conscious effort to include women possessing the targeted profile among the candidates for vacancies on our Board of Directors.

If, despite the measures taken, there are few or no female directors, explain the reasons.

Explanation of the reasons

C.1.6-2 Explain your appointments committee's findings regarding the verification of compliance with your policy for selecting directors. And, in particular, how said policy is fostering the goal of women directors representing at least 30% of all members of the Board of Directors by 2020.

After verifying the selection of director in 2015, the Appointments and Remuneration Committee found that the guidelines of the Corporate Governance Code for Listed Companies had been adhered to. The company has not filled the vacancies left on account of the departure of the proprietary directors appointed on the proposal of Trébol Holding S.à.r.l. The vacancies were left open in order to align the size of the board with the guidelines and to include two additional independent directors, with a view to promoting gender equality in selecting members, as proposed by the NRC in 2016. In addition, after a favourable report by the NRC, the legal person acting as proprietary director, Obrascon Huarte Lain, S.A. was replaced by Grupo Villar Mir, S.A., maintaining the same representative, Juan-Miguel Villar Mir, and the vacancy left by the resignation of proprietary director Isidro Fainé Casas was filled by Juan-José López Burniol, a proprietary director also proposed by Criteria Caixa, S.A.U. and after a favourable report by the NRC.

C.1.7 Explain how shareholders with significant shareholdings are represented on the board.

The two significant shareholders, "la Caixa" and Inmobiliaria Espacio, are represented by nine proprietary directors. Six directors represent "la Caixa", of which four are natural persons and two are legal persons; three directors, all three of which are legal persons, represent Inmobiliaria Espacio.

C.1.8 Explain, if applicable, the reasons why proprietary directors have been appointed at the request of shareholders whose shareholdings lie below 3% of share capital:

Provide details of any rejections of formal requests for board representation from shareholders whose equity stake is equal to or greater than that of other shareholders who have successfully requested the appointment of proprietary directors. If applicable, explain why these requests have not been entertained.

Yes ☐ **No X**

C.1.9 Indicate whether any directors have resigned before the end of their term, whether they have explained to the board their motives for doing so, and by what medium they communicated their explanation.

If they informed the board in writing, explain at least their stated motives:

Name of director:

THÉÂTRE DIRECTORSHIP SERVICES ALPHA, S.À.R.L.

Reasons for resignation:

Full divestment of the shareholdings of Trébol Holdings, S.à.r.l.

Name of director:

THÉÂTRE DIRECTORSHIP SERVICES BETA, S.À.R.L.

Reasons for resignation:

Significant reduction of the shareholdings of Trébol Holdings, S.à.r.l.

Name of director:

THÉÂTRE DIRECTORSHIP SERVICES GAMA, S.À.R.L.

Reasons for resignation:

Full divestment of the shareholdings of Trébol Holdings, S.à.r.l.

Name of director:

ISIDRO FAINÉ CASAS

Reasons for resignation:

Incompatibility established pursuant to Spanish Act 10/2014 of 26 June, concerning the organisation, supervision and solvency of credit institutions.

Name of director:

OBRASCON HUARTE LAIN, S.A.

Reasons for resignation:

Replacement of the legal person, but not the representative.

C.1.10 Indicate what powers, if any, have been delegated to the chief executive(s):

Name or corporate name of director:

FRANCISCO REYNÉS MASSANET

Brief description:

All legally delegable powers of representation, management, and asset disposal.

C.1.11 List the directors, if any, who hold office as directors or executives in other companies belonging to the exchange-listed company's group:

Name or corporate name of director	Corporate name of the group entity	Position	Does the person have executive duties?
FRANCISCO REYNÉS MASSANET	Autopistas, Concesionaria Española, S.A.U. (Acesa)	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Autopistes de Catalunya, S.A. Concessionària de la Generalitat de Catalunya, Unipersonal (Aucat)	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Holding d'Infrastructures de Transport, S.A.S.	Sole Director	No
FRANCISCO REYNÉS MASSANET	Infraestructures Viàries de Catalunya, S.A. Concessionària de la Generalitat de Catalunya, Unipersonal (Invicat)	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Iberpistas, S.A. Concesionaria del Estado, Unipersonal	Joint and Several Director	No

FRANCISCO REYNÉS MASSANET	Abertis Autopistas España, S.A.U.	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Partícipes en Brasil II, S.L.U.	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Gestión Integral de Concesiones, S.A.U. (Gicsa)	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Autopistas Aumar, S.A. Concesionaria del Estado, Unipersonal	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Castellana de Autopistas S.A. Concesionaria del Estado, Unipersonal	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Autopistas de León, S.A. Concesionaria del Estado, Unipersonal (Aulesa)	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Sóciété des Autoroutes du Nord et de l'est de la France (Sanef)	Director	No
FRANCISCO REYNÉS MASSANET	Partícipes en Brasil, S.A.	Chairman	No
FRANCISCO REYNÉS MASSANET	Arteris, S.A.	Director	No
FRANCISCO REYNÉS MASSANET	Sociedad Concesionaria Rutas del Pacífico, S.A.	Deputy Director	No
FRANCISCO REYNÉS MASSANET	Abertis Autopistas Chile, S.A.	Deputy Director	No
FRANCISCO REYNÉS MASSANET	Abertis Telecom Satélites, S.A.U.	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Hispasat, S.A.	Director	No
FRANCISCO REYNÉS MASSANET	Cellnex Telecom, S.A.	Chairman	No
FRANCISCO REYNÉS MASSANET	Abertis Internacional, S.A.U.	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Abertis Airports, S.A.U.	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Infraestructuras Americanas, S.L.U.	Joint and Several Director	No
FRANCISCO REYNÉS MASSANET	Societat d'Autopistes Catalanes, S.A.U.	Joint and Several Director	No

C.1.12 List any company board members who likewise sit on the boards of directors of other non-group companies listed on official securities markets in Spain, insofar as these have been disclosed to the company:

Name or corporate name of director	**Corporate name of the group entity**	**Position**
MARCELINO ARMENTER VIDAL	BANCO PORTUGUES DE INVESTIMENTO, S.A. BPI	DIRECTOR
CARLOS COLOMER CASELLAS	TELEFÓNICA, S.A.	DIRECTOR
CARLOS COLOMER CASELLAS	AHORRO BURSÁTIL, S.A. SICAV	CHAIRMAN
CARLOS COLOMER CASELLAS	INVERSIONES MOBILIARIAS URQUIOLA, S.A. SICAV	CHAIRMAN
MIGUEL ÁNGEL GUTIÉRREZ MÉNDEZ	YPF, S.A. (ARGENTINA)	DIRECTOR
JUAN-JOSÉ LÓPEZ BURNIOL	CAIXABANK, S.A.	DIRECTOR
G3T, S.L.	ECOLUMBER, S.A.	DIRECTOR
GRUPO VILLAR MIR, S.A.	INMOBILIARIA COLONIAL, S.A.	VICE-CHAIRMAN

C.1.13 Indicate and, where applicable, explain whether the Board of Directors’ Regulations establish a maximum number of boards of other companies on which its directors may sit:

Yes **No X**

C.1.14 Paragraph annulled.

C.1.15 List the total combined remuneration paid to members of the Board of Directors in the year:

Board remuneration (thousands of euros)	4.794
Amount of remuneration corresponding to current directors' accumulated pension rights (thousands of euros)	8.156
Amount of total remuneration corresponding to former directors' accumulated pension rights (thousands of euros)	0

C.1.16 List any members of senior management who are not executive directors and indicate total remuneration that accrued to them during the year:

Name or corporate name	Position
FRANCISCO JOSÉ ALJARO NAVARRO	GENERAL FINANCIAL AND CORPORATE DEVELOPMENT MANAGER
DAVID DÍAZ ALMAZÁN	CHIEF EXECUTIVE OFFICER (CEO) ARTERIS, S.A.
JORDI LAGARES PUIG	RISK CONTROL AND Internal Auditing OFFICER
CARLOS ESPINÓS GÓMEZ	CEO OF HISPASAT
JOSÉ LUIS GIMÉNEZ SEVILLA	GENERAL INDUSTRIAL DEVELOPMENT MANAGER
ANTONI ESPAÑOL REALP	GENERAL MANAGER OF SPANISH TOLL ROADS
LUIS DEULOFEU FUGUET	GENERAL MANAGER OF SANEF
JOSEP MARIA CORONAS GUINART	GENERAL SECRETARY AND GENERAL CORPORATE MANAGER
JOAN RAFEL HERRERO	HUMAN RESOURCES MANAGER
CARLOS FRANCISCO DEL RÍO CARCAÑO	GENERAL MANAGER OF INTERNATIONAL TOLL ROADS
LUIS MIGUEL DE PABLO RUIZ	GENERAL MANAGER OF CHILEAN TOLL ROADS
MARTA CASAS CABA	CORPORATE DIRECTOR OF LEGAL AFFAIRS, GENERAL VICE-SECRETARY AND CHIEF COMPLIANCE OFFICER
FRANCOIS GAUTHEY	GENERAL MANAGER OF ITS (UNTIL 30 APRIL 2015)
TOBÍAS MARTÍNEZ GIMENO	GENERAL MANAGER ABERTIS TELECOM (UNTIL 30 APRIL 2015)

Total remuneration received by senior management (thousands of euros)	6.423

C.1.17 List, where applicable, the identity of those directors who are likewise members of the boards of directors of companies that are significant shareholders and/or group companies:

Name or corporate name of director	Name or corporate name of significant shareholder	Position
MARCELINO ARMENTER VIDAL	CAIXA CAPITAL RISC, S.G.E.C.R., S.A.	CHAIRMAN AND CHIEF EXECUTIVE OFFICER
MARCELINO ARMENTER VIDAL	CAIXA INNVIERTE INDUSTRIA S.C.R. DE REGIMEN SIMPLIFICADO, S.A.	CHAIRMAN
SALVADOR ALEMANY MAS	SABA INFRAESTRUCTURAS, S.A.	CHAIRMAN
OHL CONCESIONES, S.A.U.	OHL EMISIONES, S.A.U.	JOINT AND SEVERAL DIRECTOR
GRUPO VILLAR MIR, S.A.	ESPACIOS ACTIVOS FINANCIEROS, S.L.U.	SOLE DIRECTOR
GRUPO VILLAR MIR, S.A.	CARTERA VILLAR MIR, S.L.U.	SOLE DIRECTOR
GRUPO VILLAR MIR, S.A.	ENERGIA Y GAS DE HUELVA, S.A.U.	SOLE DIRECTOR
GRUPO VILLAR MIR, S.A.	ESPACIO SANTANDER, S.L.U.	SOLE DIRECTOR
GRUPO VILLAR MIR, S.A.	FERTIBERIA ARGELIA, S.L.U.	SOLE DIRECTOR
GRUPO VILLAR MIR, S.A.	FERTIBERIA CAPITAL, S.L.U.	SOLE DIRECTOR
GRUPO VILLAR MIR, S.A.	FERTIBERIA INTERNACIONAL, S.L.U.	SOLE DIRECTOR
GRUPO VILLAR MIR, S.A.	FÓRMULA JET, S.L.U.	SOLE DIRECTOR
GRUPO VILLAR MIR, S.A.	GRUPO FERTIBERIA, S.A.U.	SOLE DIRECTOR
GRUPO VILLAR MIR, S.A.	PACADAR, S.A.U.	SOLE DIRECTOR
GRUPO VILLAR MIR, S.A.	TORRE ESPACIO GESTIÓN, S.L.U.	SOLE DIRECTOR
JUAN-JOSÉ LÓPEZ BURNIOL	CAIXABANK, S.A.	DIRECTOR

List, if appropriate, any relevant relationships, other than those included under the previous heading, that link members of the Board of Directors with significant shareholders and/or their group companies:

Name or corporate name of related director: OHL

CONCESIONES, S.A.U.

Name or corporate name of related significant shareholder:

INMOBILIARIA ESPACIO, S.A.

Relationship:

Indirect holder of 50.398% of the share capital of Obrascón Huarte Lain, S.A., direct shareholder of 100% of the company.

Name or corporate name of related director: OHL

EMISIONES, S.A.U.

Name or corporate name of related significant shareholder:

INMOBILIARIA ESPACIO, S.A.

Relationship:

Indirect holder of 50.398% of the share capital of Obrascón Huarte Lain, S.A., indirect shareholder of 100% of OHL Emisiones, S.A.U.

Name or corporate name of related director: MARCELINO

ARMENTER VIDAL

Name or corporate name of related significant shareholder: CRITERIA

CAIXA, S.A.U.

Relationship:

General Manager

Name or corporate name of related director: MARCELINO

ARMENTER VIDAL

Name or corporate name of related significant shareholder:

CAIXA INNVIERTE INDUSTRIA S.C.R. DE REGIMEN SIMPLIFICADO, S.A.

Relationship:

General proxy

Name or corporate name of related director: SALVADOR

ALEMANY MAS

Name or corporate name of related significant shareholder:

FUNDACIÓN BANCARIA CAJA DE AHORROS Y PENSIONES DE BARCELONA ("LA CAIXA")

Relationship:

Sponsor

Name or corporate name of related director: JUAN-JOSÉ

LÓPEZ BURNIOL

Name or corporate name of related significant shareholder:

FUNDACIÓN BANCARIA CAJA DE AHORROS Y PENSIONES DE BARCELONA ("LA CAIXA") **Description of relationship:**

Sponsor

Name or corporate name of related director: GRUPO VILLAR

MIR, S.A.

Name or corporate name of related significant

shareholder: INMOBILIARIA ESPACIO, S.A.

Relationship:

Inmobiliaria Espacio, S.A. directly owns 100% of the share capital of Grupo Villar Mir, S.A.

Name or corporate name of related director: GRUPO VILLAR

MIR, S.A.

Name or corporate name of related significant shareholder:

OHL EMISIONES, S.A.U. **Relationship:**

Grupo Villar Mir, S.A.U. indirectly owns 50.398% of the share capital of OHL Emisiones, S.A.U.

C.1.18 Indicate whether any changes have been made to the Board of Directors' Regulations during the year:

Yes X **No**

Description of amendments

Shareholders were informed at the Ordinary General Meeting of 24/03/2015 of changes to the following articles of the company's Reglamento del Consejo (The Board of Directors' Regulations), approved by the Board of Directors at its meeting of 17 February 2015 in order to adapt their wording to the changes effected to the by-laws in section six above and the regulatory change recently introduced by Spanish Act 31/2014, of 3 December, amending the Spanish Law on Capital Companies to improve corporate governance: article 1 ("Purpose"), article 3 ("Dissemination"), article 4 ("Mission"), article 5 ("Qualitative composition"), article 7 ("the Chairman of the Board"), article 8 ("the Vice-Chairman"),article 9 ("the Secretary to the Board"), article 10 ("the Vice-Secretary of the Board"), article 11 ("Delegated bodies of the Board of Directors"), article 12 ("the Executive Committee"), article 13 ("the Audit and Control Committee"), article 14 ("The Appointments and Remuneration Committee"), article 15, article 16 ("Appointment of directors"), article 17 ("Appointment of external directors”), article 18 (“Term of office”), article 22 (“Directors' remuneration”), article 23 (“External directors' remuneration”), article 24 (“Duty of diligent administration”), article 25 (“Duty of secrecy”), article 27 (“Conflicts of interest”), article 33 (“Directors' duty of disclosure”), article 34 (“Related persons”) and article 37 (“Shareholder relationships”). Furthermore, articles 26 (“Duty of loyalty”), 28 (“Duty of non-competition”), 29 (“Use of corporate assets”), 30 (“Proprietary transactions”) and 32 (“Business opportunities”) have been eliminated and three new articles have been introduced which, with their new numbering, are as follows: article 6 (“Categories of director”), article 7 (“Incompatibilities for independent directors”) and article 30 (“Directors' responsabilities”).

On 15 December, the Board of Directors agreed to amend articles 15, 16 and 17, to adapt them to the guidelines of the Code of Good Governance for Listed Companies: article 15 (“the Audit and Control Committee”), article 16 (“the Appointments and Remuneration Committee”) and article 17 (“the Corporate Social Responsibility Committee”).

C.1.19 Indicate the procedures for selecting, appointing, re-electing, evaluating and removing directors. List the competent bodies and the processes and criteria to be followed for each of these procedures.

Pursuant to the Spanish Law on Capital Companies and the company's Board of Directors’ Regulations, proposals for the appointment or re-election of members of the Board of Directors must be submitted by the Appointments and Remuneration Committee, in the case of independent directors, and by the board itself, in all other cases. Said appointment or re-election proposals must be accompanied by an explanatory report by the board in which the proposed candidate's competency, experience and merits are discussed. Furthermore, the proposal to appoint or re-elect any non-independent director must also be preceded by a report by the Appointments and Remuneration Committee.

The Director Selection and Appointment Policy approved by the Board of Directors on 15 December 2015 provides that the selection of candidates to be directors shall be based on a prior analysis of the company's needs, conducted by the Board of Directors with the advice and a report from the Appointments and Remuneration Committee, with a view to the including varied professional and management experience and skills, and promoting diversity of knowledge, experience and gender, considering the weighting of the various activities conducted by Abertis, and taking into account areas or sectors that require specific development.

Directors are appointed by the general shareholders' meeting or co-opted by the Board of Directors.

Directors cease to hold office once their term of office has expired and when removed by the general shareholders' meeting by virtue of the powers vested in same under Spanish law and the company by-laws.

Directors must tender their resignation and, if the Board of Directors considers it appropriate, shall formally resign in the following cases:

a) When they cease to hold the executive positions with which their appointment as director was associated. In the case of independent directors, once they have completed twelve (12) years in office.

b) If they are subject to any of the cases of incompatibility or prohibition from holding office provided for in law.

c) If they are indicted for an alleged criminal act, or are subject to a disciplinary proceeding conducted by supervisory authorities for a serious or very serious offence.

d) When their remaining on the board may jeopardise the company's interests, or when the reasons for which they were appointed cease to exist. The above circumstance shall be deemed to occur in the case of proprietary directors, when the total shareholding they own or represent is divested, or when the reduction of a shareholding calls for a reduction in the number of proprietary directors associated with the shareholding.

Executive directors must cede their post to the disposal of the board once they have reached the age of 70; the board shall decide whether they may continue to perform the executive duties delegated to them or simply continue as a director.

Pursuant to the Spanish Law on Capital Companies and the Spanish Code of Good Governance for Listed Companies, the Board of Directors performs an annual evaluation of its operation and its committees, proposing, where necessary and based on its findings, an action plan to correct any deficiencies found.

The various committees shall be assessed based on their reports to the Board of Directors, while the Appointments and Remuneration Committee's report shall be used to assess the board.

C.1.20 Explain to what extent the annual evaluation of the Board of Directors has prompted significant changes to the board's internal organisation and to the procedures applicable to the board's activities:

Description of amendments

The Board of Directors evaluates its own performance every year. No significant changes were made to its internal organisation or the procedures applicable to its activities as a result of this year's evaluation.

C.1.20-2 Where applicable, describe the evaluation process and the areas for evaluation by the Board of Directors with the aid of an external advisor, in respect of the diversity in its composition and skills, the operation and composition of its committees, the performance of the Chairman of the Board of Directors and the company's chief executive and the performance and contribution of each director.

The Board of Directors evaluates its own performance every year. To this end, it includes in the agenda of one of its meetings a point associated with the evaluation of its own performance, in order for the board to constructively discuss the way it works. The findings of the evaluation are included in the document "Evaluation of the Board of Directors and its Committees".

The evaluation of the board and its committees is based on the aspects indicated in Recommendation 36 of the Spanish Code of Good Governance for Listed Companies, and examines topics such as the composition of the board and the structure of its committees, the frequency and duration of and attendance to meetings, meeting notice, agenda, documentation and information provided for meetings and matters discussed. The evaluation also analyses the performances and contributions of directors and, in particular, of the Chairman, Chief Executive Officer, Secretary and Vice-Secretary.

C.1.20-3 Detail, where applicable, the business relationships between the advisor and any of its group companies and the company or any companies belonging to its group.

C.1.21 Indicate the cases in which directors must resign.

1. Directors cease to hold office once their term of office has expired and when removed by the general shareholders' meeting by virtue of the powers vested in same under Spanish law and the company by-laws.

2. Directors must tender their resignation and, if the Board of Directors considers it appropriate, shall formally resign in the following cases:

a) When they cease to hold the executive positions with which their appointment as director was associated. In the case of independent directors, once they have completed twelve (12) years in office.
b) If they are subject to any of the cases of incompatibility or prohibition from holding office provided for in law.

c) If they are indicted for an alleged criminal act, or are subject to a disciplinary proceeding conducted by supervisory authorities for a serious or very serious offence.
d) When their remaining on the board may jeopardise the company's interests, or when the reasons for which they were appointed cease to exist. The above circumstance shall be deemed to occur in the case of proprietary directors, when the total shareholding they own or represent is divested, or when the reduction of a shareholding calls for a reduction in the number of proprietary directors associated with the shareholding.
3. Executive directors must cede their post to the disposal of the board once they have reached the age of 70; the board shall decide whether they may continue to perform the executive duties delegated to them or simply continue as a director.

C.1.22 Paragraph annulled.

C.1.23 Are qualified majorities, other than those prescribed by law, required for any type of decisions?

Yes X **No**

If applicable, describe the differences.

Description of differences

i) The favourable vote of more than two-thirds of directors present or represented is required to adopt the following resolutions: proposed transformation, merger, spin-off or dissolution of the company; global assignment of the company's assets and liabilities; contribution of branch of activity; change of corporate purpose; increase and decrease in share capital; proposed approval and modification of the Reglamento del Consejo (The Board of Directors' Regulations); proposed investment and divestment in excess of the greater of the following two amounts: a) 200 million euros, or b) an amount equivalent to 5% of the company's equity. and proposed resolutions affecting the number of directors, the creation of board committees, appointments thereto and the proposed board appointments at subsidiaries and investee companies.

ii) the favourable vote of two thirds of the board shall be necessary for the permanent delegation of any power by the Board of Directors to the executive committee or the chief executive and the appointment of directors who have to hold such positions, as well as the appointment of managing directors.

C.1.24 Indicate whether there are any specific requirements, apart from those associated with the directors, to be appointed Chairman of the board.

Yes **No X**

C.1.25 Indicate whether the Chairman has the casting vote:

Yes ☐ **No X**

C.1.26 Indicate whether the company by-laws or the Board of Directors' Regulations set any age limit for directors.

Yes X **No** ☐

Age limit for Chairman
Age limit for CEO: 70
Age limit for directors

C.1.27 Indicate whether the by-laws or the internal board policies and procedures set a limited term of office for independent directors.

Yes ☐ **No X**

C.1.28 Indicate whether the by-laws or the Board of Directors' Regulations establish any specific rules for voting by proxy at board meetings, the attendant procedures, and, in particular, the maximum number of proxy appointments a director may make. Also indicate whether there are any limitations on the categories for proxy appointments, beyond those established by law. If so, briefly list said rules.

Article 23 a) of the by-laws and article 529-4. 2 of the Spanish Law on Capital Companies provide that any director may, in writing, by fax, e-mail or any other similar method, delegate another director as proxy, and that the non-executive directors may only appoint other non-executive directors as their proxy.

C.1.29 Indicate the number of meetings held by the Board of Directors during the year under review. Also indicate how many times the board has met without the Chairman in attendance. Proxies appointed with specific instructions are also to be considered as constituting attendance in this context.

Number of board meetings	10

Number of board meetings held without the Chairman in attendance	0

If the Chairman is an executive director, indicate the number of meetings held, without the attendance or representation of an executive director and chaired by the coordinating director.

Number of meetings	0

Indicate the number of meetings of the various board committees held during the year.

Number of meetings of the executive or delegated committee	15
Number of meetings of the Audit Committee	14
Number of meetings of the Appointments and Remuneration Committee	9
Number of sessions of the corporate social responsibility committee	5

C.1.30 Indicate the number of board meetings held during the year with all members in attendance. Proxies appointed with specific instructions are also to be considered as constituting attendance in this context.

Number of board meetings held with all directors in attendance	10
% of attendances of the total votes cast during the year	100

C.1.31 Indicate whether the consolidated and individual financial statements submitted for authorisation for issue by the board are certified previously.

Yes X **No □**

Identify, where applicable, the person(s) who certified the company's individual and consolidated financial statements prior to their authorisation for issue by the board.

Name	Position
DON FRANCISCO JOSÉ ALJARO NAVARRO	GENERAL FINANCIAL AND CORPORATE DEVELOPMENT MANAGER
DON FRANCISCO REYNÉS MASSANET	VICE-CHAIRMAN AND CHIEF EXECUTIVE OFFICER

DON JOSEP MARIA CORONAS GUINART	GENERAL SECRETARY

C.1.32 Explain the mechanisms, if any, established by the Board of Directors to prevent the individual and consolidated financial statements it prepares from being put before the general shareholders' meeting if the auditor's reports on them include qualifications.

The tasks of the Audit and Control Committee, a delegated body of the Board of Directors, include ensuring that the company's annual statements and those of its group are prepared in compliance with generally accepted accounting principles and standards in order to avoid a qualified auditor's report.

The Audit and Control Committee holds regular meetings with the company's external auditors to avoid discrepancies in the criteria to be followed in preparing the annual financial statements.

However, should the case arise, the Audit and Control Committee's activities report shall include any disagreement between the Board of Directors and the external auditors and publicly explain the content and extent of the disagreement.

C.1.33 Is the secretary of the board also a director?

Yes **No X**

If the secretary of the board is also a director, fill in the following table.

Name or corporate name of secretary	Representative
DON MIQUEL ROCA JUNYENT	

C.1.34 Paragraph annulled.

C.1.35 Indicate and explain, where applicable, the specific mechanisms implemented by the company to preserve the independence of the auditor, financial analysts, investment banks and rating agencies.

The company's by-laws (Art. 23.c.2) and the Board of Directors' Regulations (Art. 15.2) stipulate that one of the duties of the Audit and Control Committee is to receive information on any issues which may jeopardise the independence of the external auditor. Furthermore, the committee seeks to ensure that the compensation paid to the auditors of the financial statements for their work does not compromise either the quality of said work or the auditor's independence. In particular, the committee should ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, other requirements in connection with auditors' independence.

On an annual basis, the company must receive from the auditors written confirmation of their independence vis-à-vis the company or entities directly or indirectly associated with it, in addition to information on additional services of any kind rendered to these entities (and fees paid in compensation thereof) by the aforementioned auditors or persons or entities associated with them pursuant to Royal Decree 1/2011, of 1 July, which approves the Consolidated Text of the Spanish Audit Law.

Each year, prior to the issue of its auditor's report, the Audit and Control Committee issues a report in which it expresses an opinion on the independence of the auditors. This report in all cases includes valuations of the aforementioned additional services, considered both individually and as a whole, that are provided in addition to the statutory audits and how they relate to the requirement of independence or to the regulatory legislation on audits.

The company's governing bodies pay particular attention to ensuring the independence of any financial analysts, investment banks or rating agencies the company might engage in the normal course of its business.

C.1.36 Indicate whether the company changed its external audit firm during the year. If so, identify the new auditors along with their predecessors:

Yes **No X**

Should there have been any disagreement with the preceding auditors, explain the nature of the disagreement:

C.1.37 Indicate whether the auditors perform any non-audit work for the company and/or its group, and if so, indicate the total amount of fees paid for said work and the percentage of all fees invoiced to the company and/or its group this amount represents.

Yes X **No**

	Company	Group	Total
Amount of non-audit work (in thousands of euros)	739	330	1.069
Amount of non-audit work as a % of the total amount invoiced by the auditing firm	72,19%	13,43%	30,72%

C.1.38 Indicate whether the auditor's report on the previous year's financial statements contained reservations or qualifications, and if so, indicate the reasons cited by the Chairman of the Audit Committee in explaining the nature and extent of these reservations or qualifications.

Yes **No X**

C.1.39 Indicate the number of consecutive years during which the current audit firm has been auditing the financial statements of the company and/or its group. Also indicate what percentage of all the annual financial statements audited over the years were audited by the current firm:

	Company	Group
Number of consecutive years	**4**	**4**

	Company	Group
Number of annual financial statements audited by current firm in relation to total annual financial statements audited over the years (%)	**9,30%**	**18,20%**

C.1.40 Indicate whether there is a procedure for board members to engage the services of external consultants, and, if so, describe the procedure:

Yes X **No**

Detail the procedures

According to the procedure for obtaining expert opinions set forth in Article 24 of the company's Board of Directors' Regulations:

1.External directors may request for legal, accounting, financial or other experts to be engaged at the company's expense, should special circumstances in the exercise of their duties call for such. Engagements of this nature must concern specific issues of sufficient significance and complexity that arise in the fulfilment of a director's duties.

2.The Chief Executive Officer of the company must be informed of any decision to engage external advisers, which decision may be vetoed by the Board of Directors, provided it demonstrates that:

a)it is not necessary for the proper fulfilment of the duties entrusted to the external director in question;
b)the importance of the problem and/or the company's assets and income do not justify the associated costs;
c)the technical assistance requested may be adequately provided by the company's internal experts and technical staff.

C.1.41 Indicate whether there are procedures for directors to receive the information they need in sufficient time to prepare for meetings of the governing bodies, and, if so, detail the procedures.

Yes X **No**

Detail the procedures:

In order for directors to receive the information they need in sufficient time to prepare for the meetings of the governing bodies, written materials are submitted one week prior to the meeting and directors may, where applicable, request any additional information.

This documentation is then posted on a website for the exclusive and personal use of directors and created in conformity with the strictest security measures, the so-called Abertis Directors' Information System. The website also contains documented information on items like the minutes of the Board of Directors and committee meetings, corporate governance provisions, annual reports and significant events, among others.

C.1.42 Indicate whether the company has established rules obliging directors to inform the board of any circumstances that might harm the organisation's name or reputation, tendering their resignation if necessary. If so, detail these rules:

Yes X **No**

Explain the rules:

Pursuant to section 2 of Article 22 of the company's Board of Directors' Regulations, directors must tender their resignation and, if the Board of Directors considers it appropriate, shall formally resign in the following cases:

…

b) If they are subject to any of the cases of incompatibility or prohibition from holding office provided for in law.
c) If they are indicted for an alleged criminal act, or are subject to a disciplinary proceeding conducted by supervisory authorities for a serious or very serious offence.
d) When their remaining on the board may jeopardise the company's interests or when the reasons for which they were appointed cease to exist. The above circumstance shall be deemed to occur in the case of proprietary directors, when the total shareholding they own or represent is divested, or when the reduction of a shareholding calls for a reduction in the number of proprietary directors associated with the shareholding.

C.1.43 Indicate whether any director has notified the company that they have been indicted or tried for any of the offences cited in article 213 of the Spanish Law on Capital Companies:

Yes **No X**

Indicate whether the Board of Directors has examined the matter in question. If so, provide a justified explanation of the decision taken as to whether or not the director should continue to hold office or, where applicable, detail the actions taken or to be taken by the board.

C.1.44 List any significant agreements, along with their implications, entered into by the company which come into force, are amended or terminate in the event of a change of control of the company due to a takeover bid.

The company has not entered into any significant agreements which come into force, are amended or are terminated in the event of a change of control of the company as a result of a takeover bid.

C.1.45 Identify in aggregate form and provide detailed information on agreements between the company and its officers, executives and employees that provide indemnities or contain guarantee or protection clauses for the event of their resignation, unfair dismissal or termination as a result of a takeover bid or other transaction.

Number of beneficiaries: 17

Type of beneficiary:

Chief Executive Officer and senior management positions.

Description of the resolution:

An indemnity equal to the higher of the following amounts has been agreed in the event of termination by mutual agreement, termination by the employer, disciplinary dismissal that is unfair or null and void with no reinstatement, or pursuant to any of the clauses specified in Article 10.3 of Royal Decree 1385/1985 of 1 August: (i) the severance compensation that would have been payable in an ordinary employment relationship in the event of unfair dismissal or three (3) years' salary for the chief executive and two of the managing directors, or (ii) two (2) year's salary in the case of the remaining managing directors.

An indemnity equal to the higher of the following amounts has been agreed in the event of termination other than by the employee's resignation, declaration of permanent disability, or disciplinary dismissal that is declared fair: (i) the amount of legal compensation provided for under the applicable labour legislation, or (ii) one (1) year's salary.

Cases in which legal compensation has exceeded the compensation guaranteed by contract are not included in the number of beneficiaries cited (17).

Indicate whether these agreements must be reported and/or authorised by the governing bodies of the company or the group to which it belongs:

	Board of Directors	General shareholders' meeting
Body authorising the relevant clauses	**YES**	**NO**

	YES	NO
Is the general shareholders' meeting informed of such clauses?		X

C.2 Committees of the Board of Directors

C.2.1 Give details of all the board committees, their members and the proportion of executive, proprietary, independent and other external directors sitting on them:

EXECUTIVE OR DELEGATE COMMITTEE

Name	Position	Category
SALVADOR ALEMANY MAS	CHAIRMAN	PROPRIETARY
MARCELINO ARMENTER VIDAL	MEMBER	PROPRIETARY
GRUPO VILLAR MIR, S.A.	MEMBER	PROPRIETARY
MÓNICA LÓPEZ-MONÍS GALLEGO	MEMBER	INDEPENDENT
MIGUEL ÁNGEL GUTIÉRREZ MÉNDEZ	MEMBER	INDEPENDENT
FRANCISCO REYNÉS MASSANET	MEMBER	EXECUTIVE

% of executive directors	**16,67%**
% of proprietary directors	**50,00%**
% of independent directors	**33,33%**
% of other external directors	**0,00%**

Detail the duties assigned to this committee, describe the policies and procedures for its organisation and activities, and provide a summary of the most important actions taken in the year under review.

The executive committee undertakes all the duties attributed to it by virtue of Spanish law, the applicable regulations and the company by-laws, primarily in connection with the ordinary course of business such the company's volume of activity in the various business areas, financial reporting and new projects. The resolutions it adopts in this context are recorded in each of the minutes of the various committee meetings.

The internal policies and procedures for the organisation and activities of the executive committee are contained in article 23.c.1 of the company by-laws, article 14 of the Board of Directors' Regulations and the provisions of the Spanish Law on Capital Companies.

The executive committee meets whenever it is convened by its Chairman by written notice sent by either fax or other traceable electronic means.

The committee is validly assembled when the majority of its members attend in person or by proxy. Members of the executive committee may appoint another member as proxy.

The decisions of the executive committee shall be adopted by the favourable vote of the absolute majority of those attending the meeting, present or represented, except when these refer to the following matters, in which case the favourable vote of over two thirds of the committee members present or represented at the meeting shall be necessary:

a) proposals concerning the transformation, merger, spin-off or dissolution of the company, universal transfer of assets and liabilities, contribution of a branch of activity, change of business purpose and increases/decreases in share capital;
b) proposed resolutions affecting the number of directors, the creation of board committees, appointments thereto and the proposed board appointments at subsidiaries and investee companies;
c) investments and divestments in excess of the greater of the following two amounts: a) two hundred million euros (€200,000,000), or b) a figure equivalent to five percent (5%) of the company's equity.

The board is always aware of the matters discussed and decisions approved by the executive committee. Meeting proceedings are minuted and a copy of the minutes made available to all board members.

In order to comply with the provisions of article 529-9 of the Spanish Law on Capital Companies, and with Recommendation 36 of the Spanish Code of Good Governance for Listed Companies to evaluate the company's executive committee, the committee itself prepared a self-assessment report of its activities, which it concluded were satisfactory.

Indicate whether the composition of the delegate or executive committee reflects the membership in the board of the directors pertaining to the various categories.

Yes ☐ **No X**

If the answer is no, explain the composition of the executive or delegate committee.
The executive committee comprises three proprietary directors, two independent directors and one executive director.

Audit Committee

Name	**Position**	**Category**
MIGUEL ÁNGEL GUTIÉRREZ MÉNDEZ	CHAIRMAN	INDEPENDENT
MARCELINO ARMENTER VIDAL	MEMBER	PROPRIETARY
CARLOS COLOMER CASELLAS	MEMBER	INDEPENDENT
MARÍA TERESA COSTA CAMPI	MEMBER	INDEPENDENT
OHL EMISIONES, S.L.	MEMBER	PROPRIETARY

% of proprietary directors	40,00%
% of independent directors	60,00%
% of other external directors	0,00%

Detail the duties assigned to this committee, describe the policies and procedures for its organisation and activities, and provide a summary of the most important actions taken in the year under review.

The tasks attributed to the Audit and Control Committee and the policies and procedures governing its organisation and activities are contained in article 15 of the company's Board of Directors' Regulations, the provisions of the Spanish Law on Capital Companies and rules and regulations governing auditing standards.

The Audit and Control Committee is an advisory and informational body without executive duties. It has powers to inform, supervise, advise and propose within the scope of its activity.

The committee meets as frequently as required to perform its duties. Meetings are convened by the committee Chairman, whether on his own motion or at the behest of the Chairman of the board or of three (3) Committee members.

The committee is validly assembled when the majority of its members attend in person or by proxy. Resolutions are adopted by the majority of the members attending, whether in person or by proxy.

The Board of Directors shall appoint one of the independent members of the Audit Committee as its Chairman, who shall be replaced every four years and may be re-elected after a full year has elapsed since they ceded the post. It shall also appoint a Secretary and may appoint a Vice-Secretary, neither of whom need to be members of the committee.

The Audit and Control Committee may request that any member of the company's management team or other staff attend its meetings, cooperate with it and/or provide it with information at the respective employee's disposal. Likewise, the committee may also request that the company's auditors attend its meetings.

Meeting proceedings are minuted and a copy of the minutes made available to all board members.

Among the committee's main activities in 2015, the following deserve mention by way of summary:

a) Review of financial statements, in particular:

- The company's individual and consolidated financial statements for the year 2014, the semi-annual financial statements and the quarterly financial reporting. It was also notified of the requirements of the Spanish National Securities Market Commission (CNMV) in matters pertaining to its competences.

- The section on the Internal Control over Financial Reporting (ICFR) monitoring systems included in the Annual Corporate Governance Report. The committee also familiarised itself with the conclusions of both the external and internal audits concerning the company's control mechanisms in connection of ICFR supervision.

- The results of impairments tests carried out on the group's major assets.

- Tables showing that the company generated profit in the reporting period, along with the preliminary financial statements evincing the existence of sufficient cash and cash equivalents, to be able to distribute interim dividends.

- Monthly monitoring of the company's treasury shares.

b) Relationship with the auditors:

- The committee has received information on issues that could potentially jeopardise the independence of auditors, as well as on other matters concerning the auditing process. Specifically, it has reviewed the auditing fees, including the fees pertaining to other professional services rendered to the company and its group.

- The committee has verified that no grounds exist for calling the auditor's independence into question, and has issued a report on said independence.

- Subject to approval at the general shareholders' meeting, the committee proposed the appointment of an auditor for the 2016 annual financial statements to the Board of Directors.

c) Monitoring Internal Auditing:

One of the Audit and Control Committee's duties is to supervise the effectiveness of the Abertis Group's internal control system. This task pertains to the activities of the Internal Auditing unit.

Among the activities carried out by the Internal Auditing unit and monitored by the Audit and Control Committee in 2015, the following deserve mention:

- The audits included in the 2015 Audit Plan, as well as other reviews arising from requests made by certain departments of the company or at the behest of the Internal Auditing unit, along with the systematic and periodic oversight of the recommendations in the reviews.

- Approval of the 2016 Audit Plan. To this end, the companies controlled by the group were classified based on risk and materiality criteria, and it was determined which activities should come under review (revenues, procurements, fixed assets, personnel, financial management, technology, travel expenses, maintenance and storage facilities, ICFR, among other items), as well as how frequently they should be reviewed.

d) Supervision of risk control:

One of the tasks of the Audit and Control Committee is to monitor the risk management systems the Abertis Group implements through the activities of its risk control department.

Among the notable activities conducted by the risk control department in 2015, under the supervision of the Audit and Control Committee, were the monitoring of priority risks and a review of the risk maps (including control and action plans), as well as the monitoring of changes in risks and the identification of emerging risks.

e) Supervision of compliance systems:

The Audit and Control Committee's duties include supervising compliance with the company's Code of Ethics and the compliance systems for oversight and control mechanisms to prevent criminal acts from being committed; this supervision is conducted via the compliance department.

The following activities carried out by the company's compliance department and supervised by the Audit and Control Committee in 2015 deserve mention:

- Supervision of actions conducted within the framework of implementation of the compliance function (identifying domains and those in charge of them, formulation of activities and training plans and the attendant budgets).

- Review of the degree of implementation of different countries' whistle-blowing channels, as well as classification and resolution of complaints received.

f) Evaluation of the activities of the Audit and Control Committee

In order to comply with the provisions of article 529-9 of the Spanish Law on Capital Companies, and with Recommendation 36 of the Spanish Code of Good Governance for Listed Companies to evaluate the company's Audit and Control Committee, the committee itself prepared a self-assessment report of its activities, which it concluded were satisfactory.

Identify the director committee member designated on account of their expertise and experience in the area of accounting, auditing or both; state the number of years the Chairman of this committee has held that post.

Name of experienced director	MIGUEL ÁNGEL GUTIÉRREZ MÉNDEZ
Number years Chairman has held post	**3**

Appointments and Remuneration Committee

Name	Position	Category
MÓNICA LÓPEZ-MONÍS GALLEGO	CHAIRWOMAN	INDEPENDENT

MARÍA TERESA COSTA CAMPI	MEMBER	INDEPENDENT
MIGUEL ÁNGEL GUTIÉRREZ MÉNDEZ	MEMBER	INDEPENDENT
JUAN-JOSÉ LÓPEZ BURNIOL	MEMBER	PROPRIETARY
OHL CONCESIONES, S.L.	MEMBER	PROPRIETARY

% of proprietary directors	**40,00%**
% of independent directors	**60,00%**
% of other external directors	**0,00%**

Detail the duties assigned to this committee, describe the policies and procedures for its organisation and activities, and provide a summary of the most important actions taken in the year under review.

The tasks attributed to the Appointments and Remuneration Committee and the policies and procedures for its organisation and activities are set forth in article 16 of the company's Board of Directors' Regulations and the provisions of the Spanish Law on Capital Companies.

The Appointments and Remuneration Committee meets whenever the board or its chair requests for a report to be prepared or a proposal adopted and, in all cases, whenever expedient for the proper exercise of its tasks. It is convened by the Chairman of the committee, either on their own initiative or at the request of the Chairman of the Board of Directors or of three (3) members of the committee itself.

The board appointed a Chairman from among the independent directors sitting on the committee. It also appointed a secretary and may appoint a Vice-Secretary, neither of whom need to be directors.

Among the committee's main activities in 2015, the following deserve mention by way of summary:

The committee has prepared and reviewed the proposed appointments of directors and senior management positions, and the definition of the group's organisational structures.

The committee has sought to ensure compliance with the company's remuneration policy and has proposed its application to the directors, and has also review the Annual Report on Directors' Remuneration.

With a view to the good governance of the company's activity, the committee has reviewed the applicable laws, recommendations, internal rules and regulations and regulatory provisions, proposing the respective modifications of the company by-laws, the Board of Directors′ Regulations and of the general shareholders' meeting.

The committee has also reviewed the sections associated with its sphere of competency of the Annual Corporate Governance Report and the reports concerning the activities implemented in order to ensure compliance with the internal code of conduct in the scope of the securities market.

In order to comply with the recommendations of the Spanish Code of Good Governance of Listed Companies, the committee has compiled the principles and rules contained in the company's corporate standards concerning the selection of directors and communication with shareholders, which have been systematised in the documents entitled "Policy on the Selection of directors" and ″Policy on Communication and Contact with Shareholders, Institutional Investors and Voting Advisors."

Meeting proceedings are minuted and a copy of the minutes made available to all board members.

In order to comply with the provisions of article 529-9 of the Spanish Law on Capital Companies and with Recommendation 36 of the Code of Good Governance for Listed Companies to evaluate the Appointments and Remuneration Committee, the committee itself prepared a self-assessment report of its activities, which it concluded were satisfactory.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Name	Position	Category
MARÍA TERESA COSTA CAMPI	CHAIRMAN	INDEPENDENT
SALVADOR ALEMANY MAS	MEMBER	PROPRIETARY
SUSANA GALLARDO TORREDEDIA	MEMBER	PROPRIETARY
PABLIS 21, S.L.	MEMBER	PROPRIETARY

% of proprietary directors	75,00%
% of independent directors	25,00%
% of other external directors	0,00%

Detail the duties assigned to this committee, describe the policies and procedures for its organisation and activities, and provide a summary of the most important actions taken in the year under review.

The tasks attributed to the Corporate Social Responsibility Committee and the Internal Regulations on its organisation and activities are contained in article 17 of the Board of Directors' Regulations.

The corporate social responsibility committee meets whenever the board or its chair requests for a report to be prepared or a proposal adopted and, in all cases, whenever expedient for the proper exercise of its tasks. The committee is convened by its Chairman or three (3) members of the committee itself.

The committee has also appointed a secretary and may appoint a Vice-Secretary, neither of whom need to be committee members.

Among the committee's main activities in 2015, the following deserve mention by way of summary:

The committee evaluated the findings of the materiality analysis conducted in 2014.

The committee prepared the 2014 Corporate Social Responsibility Report (published in March 2015) and reported its findings to the Board of Directors.
Moreover, the committee drew up the 2016-2018 Corporate Social Responsibility Master Plan, identifying the company's main strategic focus and goals in the area of Corporate Social Responsibility over the next three years. The plan is to be rolled out and implemented by incorporating the various actions and programmes developed for each country and business activity.

In 2015, the committee reviewed its Corporate Social Responsibility Policy, adapting it to current legislation and the recommendations of the Spanish Code of Good Governance for Listed Companies.

The committee monitored the activities of Fundación Abertis in 2015 and also formulated its policy establishing the foundation's procedures and criteria for financing community commitment and collaboration projects. The policy was approved by the Board of Directors on 24 March 2015.
Copies of the minutes of the meetings of the committee are available to all board members.

In order to comply with the provisions of article 529-9 of the Spanish Law on Capital Companies and with Recommendation 36 of the Code of Good Governance for Listed Companies to evaluate the Appointments and Remuneration Committee, the committee itself prepared a self-assessment report of its activities, which it concluded were satisfactory.

C.2.2 Complete the following table on the number of female directors on the various board committees as at the close of the past four years.

	Number of female directors							
	2015		2014		2013		2012	
	Number	%	Number	%	Number	%	Number	%
EXECUTIVE OR DELEGATE COMMITTEE	1	16,66%	1	11,11%	1	11,11%	1	11,11%
APPOINTMENTS AND REMUNERATION COMMITTEE	2	40,00%	3	60,00%	2	40,00%	1	20,00%
Audit and Control Committee	1	20,00%	0	0,00%	0	0,00%	0	0,00%
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE	2	50,00%	2	40,00%	0	0,00%	0	0,00%

C.2.3 Paragraph annulled.

C.2.4 Paragraph annulled.

C.2.5 Indicate whether a separate set of policies and procedures exists for board committees. If so, indicate where they may be consulted, and whether any amendments were made to them during the year. Also indicate whether annual reports on the activities of each committee were prepared on a voluntary basis.

The board committees do not have their own separate policies and procedures; instead, their activities are governed by the Board of Directors' Regulations available on the company's website.

Each of these committees prepared a self-assessment report, which was submitted to the Board of Directors in plenary session, and endorsed by the latter.

The Audit and Control Committee has issued a report on its tasks and activities for 2015.

C.2.6 Paragraph annulled.

D RELATED-PARTY AND INTRA-GROUP TRANSACTIONS

D.1 Explain, where applicable, the procedure for approving related-party or intra-group transactions.

Procedure for reporting the approval of related-party transactions.

The Board of Directors' Regulations establish in article 4.5. t) that is the Council's responsibility to approve the transactions that the company or its affiliates accomplished with directors, significant shareholders or shareholders represented on the Board of the Company or other companies included in the same group or persons related thereto, unless such operations fulfill the following three conditions: 1) Accomplishing conditions' agreements that are defined under standard parameters and applying to a large number of customers. 2) Carrying out at market prices rate. 3) The amount does not exceed 1% of the consolidated annual revenue of the company.

Furthermore, the article 34 of that Board of Directors' Regulations establishes that the Board of Directors reserves the knowledge of any relevant transaction between the company and a significant shareholder. In case of ordinary transactions, a generic authorization and its implementation conditions will be enough.

D.2 List any material transactions, by virtue of their amount or importance, between the company or another within the same group and the company's significant shareholders.

Name or corporate name of the significant shareholder	Name or corporate name of company or company belonging to same group	Nature of the relationship	Type of transaction	Amount (thousands of euros)
CaixaBank, S.A.	Abertis Infraestructuras, S.A.	Contractual	Financing agreements: loans and capital contributions (cash and cash equivalents)	283.850
"la Caixa"	Abertis Infraestructuras, S.A.	Contractual	Procurement of PP&E, intangible assets or other assets	423.807
Trebol Holdings, S.A.R.L.	Abertis Infraestructuras, S.A.	Contractual	Procurement of PP&E, intangible assets or other assets	141.380
Criteria Caixa, S.A.U.	Abertis Infraestructuras, S.A.	Contractual	Disposal of PP&E, intangible assets or other assets	150.000
CaixaBank, S.A.	Abertis Infraestructuras, S.A.	Contractual	Guarantees and collateral received (limit: 6,000)	3.628
CaixaBank, S.A.	Abertis Infraestructuras, S.A.	Contractual	Financing agreements: loans and capital contributions (borrower) -	0

			lines of credit (limit: 350,000)	
VidaCaixa, S.A. de Seguros y Reaseguros	Abertis Infraestructuras, S.A.	Contractual	Financing agreements: loans and capital contributions (borrower) - loan	380.000
CaixaBank, S.A.	Abertis Infraestructuras, S.A.	Contractual	Finance costs	8.977
Inmobiliaria Colonial, S.A.	Abertis Infraestructuras, S.A.	Contractual	Leases	1.023
VidaCaixa, S.A. de Seguros y Reaseguros	Abertis Infraestructuras, S.A.	Contractual	Finance costs	9.240
CaixaBank, S.A.	Abertis Infraestructuras, S.A.	Contractual	Finance income	1.166
Criteria Caixa, S.A.U	Abertis Infraestructuras, S.A.	Shareholders	Dividends and other profits distributed	90.496
Inversiones Autopistas, S.L.	Abertis Infraestructuras, S.A.	Shareholders	Dividends and other profits distributed	46.631
Trebol International B.V.	Abertis Infraestructuras, S.A.	Shareholders	Dividends and other profits distributed	43.601
Obrascón Huarte Lain, S.A.	Abertis Infraestructuras, S.A.	Shareholders	Dividends and other profits distributed	84.624
VidaCaixa, S.A. de Seguros y Reaseguros	Abertis Infraestructuras, S.A.	Contractual	Receipt of services (insurance)	2.236
CaixaBank, S.A.	Abertis Infraestructuras Finance BV	Contractual	Finance income	6.053
CaixaBank, S.A.	Abertis Infraestructuras Finance BV	Contractual	Financing agreements: Financing of loans and capital contributions (borrower) – hedging transactions	100.526
CaixaBank, S.A.	Abertis Autopistas España, S.A.	Contractual	Guarantees and collateral received (limit: 1,000)	5
CaixaBank, S.A.	Autopistas, Concesionaria Española, S.A.	Commercial	Receipt of services (card collection fees)	1.571
CaixaBank, S.A.	Autopistas, Concesionaria Española, S.A.	Contractual	Receipt of services (insurance)	1.106
CaixaBank, S.A.	Autopistas, Concesionaria Española, S.A.	Contractual	Guarantees and collateral received (limit: 10,000)	3.186
CaixaBank, S.A.	Autopistas Aumar, S.A.C.E.	Commercial	Receipt of services (card collection fees)	1.565
CaixaBank, S.A.	Autopistas Aumar, S.A.C.E.	Contractual	Guarantees and collateral received (limit: 15,018)	15.018
CaixaBank, S.A.	Autopistes de Catalunya, Societat Anònima Concessionària de	Contractual	Guarantees and collateral received (limit: 12,000)	8.071

	la Generalitat de Catalunya.			
CaixaBank, S.A.	Autopista Vasco Aragonesa, S.A.	Contractual	Financing agreements: Financing of loans and capital contributions (borrower) – hedging transactions	84.750
CaixaBank, S.A.	Autopista Vasco Aragonesa, S.A.	Contractual	Financing agreements: loans and capital contributions (borrower) (limit: 135.600)	135.600
CaixaBank, S.A.	Autopista Vasco Aragonesa, S.A.	Contractual	Finance costs	5.569
CaixaBank, S.A.	Infraestructures Viàries de Catalunya, S.A.	Contractual	Guarantees and collateral received (limit: 14,000)	3.366
CaixaBank, S.A.	Túnels de Barcelona i Cadí Concesionaria de la Generalitat de Cataluña, SA	Contractual	Finance costs	1.359
CaixaBank, S.A.	Túnels de Barcelona i Cadí Concesionaria de la Generalitat de Cataluña, SA	Contractual	Guarantees and collateral received (limit: 8,600)	7
CaixaBank, S.A.	Túnels de Barcelona i Cadí Concesionaria de la Generalitat de Cataluña, SA	Contractual	Financing agreements: loans and capital contributions (cash and cash equivalents)	21.185
CaixaBank, S.A.	Túnels de Barcelona i Cadí Concesionaria de la Generalitat de Cataluña, SA	Contractual	Financing agreements: loans and capital contributions (borrower) (limit: 107.280)	107.280
CaixaBank, S.A.	Túnels de Barcelona i Cadí Concesionaria de la Generalitat de Cataluña, SA	Contractual	Financing agreements: Financing of loans and capital contributions (borrower) – hedging transactions	80.465
CaixaBank, S.A.	Holding d’Infrastructures de Transport, S.A.S	Contractual	Finance costs	1.225
CaixaBank, S.A.	Holding d’Infrastructures de Transport, S.A.S	Contractual	Financing agreements: Financing of loans and capital contributions (borrower) – hedging transactions	150.000
CaixaBank, S.A.	Holding d’Infrastructures de Transport, S.A.S	Contractual	Management or collaboration agreements	8.321
CaixaBank, S.A.	Autopistas Metropolitanas de Puerto Rico, LLC	Contractual	Financing agreements: loans and capital contributions (borrower)	21.776

			(limit: 21.776)	
VidaCaixa, S.A. de Seguros y Reaseguros	Retevisión I, S.A.U	Contractual	Other income (insurance)	11.191
VidaCaixa, S.A. de Seguros y Reaseguros	Retevisión I, S.A.U	Contractual	Receipt of services (insurance)	1.076
CaixaBank, S.A.	Hispasat, S.A.	Contractual	Financing agreements: loans and capital contributions (borrower) (limit: 33.333)	5.833

D.3 List any material transactions, by virtue of their amount or importance, between the company or another within the same group and its directors or executives.

D.4 List any material transactions carried out by the company with other companies in the same group that are not cancelled out in the process of consolidating the group's financial statements, and whose object and conditions set them apart from the company's ordinary business activities.

In all cases, it will be listed any intra-group transactions carried out with entities in countries or territories considered to be tax havens.

D.5 Indicate the amounts of transactions with other related parties.

9.781 million euros

D.6 List the mechanisms established to detect, determine and resolve any possible conflicts of interest between the company and/or its group and its directors, executives or significant shareholders.

Article 28 of the Board of Directors' Regulations provides specific obligations regarding loyalty and information concerning shareholdings in the company or stakes in other companies outside the group held by board members. In particular, the duty of loyalty obliges members of the Board of Directors to adopt the necessary measures to avoid their incurring in situations where, on their own account or through third parties, their interests might come into conflict with those of the company or with their duties towards the company, with the exception of situations where the company has authorised a transaction involving a conflict of that nature.

The directors must notify the other directors and, where applicable, the Board of Directors, of any situation that either they or any persons associated with them are involved in that might lead to a direct or indirect conflict with the interests of the company. Directors affected by a potential conflict of interest shall refrain from participating in resolutions or decisions concerning the transaction to which the conflict refers, and their votes shall not be counted towards establishing the required majority.

According to the Board of Directors' Regulations, the duty to avoid conflicts of interest obliges directors to refrain from carrying out transactions with the company, except in the case of routine transactions of an immaterial nature and executed under standard market conditions. A transaction is understood to be immaterial if its being reported is not necessary for obtaining a true and fair view of the assets, financial position and results of the company. Directors must also refrain from engaging in activities, whether on their own account or through third parties, that in effect or potentially involve their entering into competition with the company, or that place them in ongoing conflict with the interests of the company in any other way.

The provisions of this section shall likewise apply in cases where the beneficiary of actions or activities prohibited hereunder is a person associated with a director.
Cases of conflicts of interest are included in the notes to the annual financial statements.

In certain exceptional cases, the company may dispense with the prohibitions set forth in this article and grant a director or persons associated with same authorisation to carry out a specific transaction with the company, use certain corporate assets, exploit a specific business opportunity or receive benefits or remuneration from a third party.

In cases where a dispensation of this nature concerns the prohibition on receiving benefits or remuneration from third parties, or where it concerns a transaction with a value in excess of ten percent (10%) of the assets of the company, said dispensation must necessarily be authorised by the general shareholders' meeting.

In all other cases, said authorisation may also be granted by the Board of Directors, provided the independence of the board members granting the authorisation vis-à-vis the director granted the authorisation is assured. Furthermore, it will be necessary to ensure that the transaction authorised in no way jeopardises the assets of the company or, where applicable, that the transaction is executed in full transparency under standard market conditions.

The obligation to not compete with the company may only be subject to dispensation, provided said dispensation cannot be expected to harm the company in any conceivable way, or in cases where any harm would be offset by the benefits the dispensation is expected to generate. The dispensation shall be granted by express and separate agreement of the general shareholders' meeting. In all cases, at the request of any shareholder, the general shareholders' meeting shall reach a decision concerning the removal of any director engaging in competitive activities, should the risk of harm to the company have grown significant.

Lastly, the company's Internal Code of Conduct concerning matters associated with the securities markets stipulates that persons affected by a potential conflict of interest shall at all times act with loyalty towards the company in such situations, without regard for their own or third-party interests, and shall refrain from participating in or influencing decisions on matters affected by the conflict. Persons affected by a potential conflict of interest must also notify the company of any potential conflicts of interest to which they are exposed on account of their familial relations, personal assets, or activities outside the company or for any other reason.

D.7 Is more than one company in the group listed on a Spanish stock exchange?

Yes **No X**

Identify the subsidiaries listed on a Spanish stock exchange:

Listed subsidiaries
-

For each subsidiary, indicate whether the subsidiary has provided full and accurate disclosure of its respective areas of activity along with any potential business relationships between them, or between the exchanged-listed subsidiary and other companies in the group:

Yes **No X**

Define potential business relationships between the parent company and its listed subsidiary, or between the listed subsidiary and other companies in the group:
-

Indicate the mechanisms in place to resolve possible conflicts of interest between the listed subsidiary and other companies in the group:

Mechanisms for resolving potential conflicts of interest:
-

E RISK CONTROL AND MANAGEMENT SYSTEMS

E.1 Describe the scope of the risk management system in place at the company, including tax risks.

The Board of Directors of Abertis Infraestructuras, S.A. is in charge of formulating the company's risk strategy and determining its specific tax strategy; it has designated the Audit and Control Committee to carry out these duties; the latter committee also defines the risk management and control policy of the Abertis Group along with the group's fiscal policy. In addition, the committee supervises the company's risk management system and its commitment to sound tax practices.

The Abertis Group has implemented a risk management model that has been approved and is monitored by the Audit and Control Committee. The model is used in all business units and corporate units in every country where the group engages in its activities. The risk management model covers all potential risks to the group, including tax risks, and is designed to ensure the group meets its objectives.

Based on the principles defined by the corporate risk control unit, each business unit and corporate unit is in charge of drawing up and maintaining its own risk map, which includes identifying and assessing inherent and residual risks, implemented initiatives and control activities and those in charge of them, and the action plans defined for hedging residual risks.

Risk maps are verified and approved by the managing directors of the business unit or the directors of corporate areas, including the map of tax risks which is supervised and monitored by the tax consultancy department of Abertis. Said maps may be used as a guide to establish the content of the management committees and are periodically reviewed by the Audit and Control Committee, which moreover monitors the major risks more frequently.

E.2 Identify the bodies in charge of preparing and implementing the risk management system, including tax risk.

Members of the management bodies undertake to ensure that the group's significant risks are duly identified, assessed, prioritised and controlled in an acceptable manner, and to establish the mechanisms and basic principles to arrive at risk levels that allow for the following:

- Sustainable appreciation in the value of shares and sustainable growth in shareholder remuneration.
- Safeguarding the group's reputation, fostering good corporate governance practices and commitment to sound tax practices.

- Providing quality service on all infrastructure operated by the group.

The following bodies are in charge of defining, implementing and monitoring the risk management system:

Board of Directors: the highest authority in charge of defining the group's risk control strategy and policy.

Audit and Control Committee: in charge of supervising the risk control systems, including approval of models and periodic monitoring of risks with different frequency depending to the risks' criticality and importance.

Corporate risk control: in charge of drawing up and maintaining risk management policies, overseeing the effective implementation of the model, establishing a common methodology for identifying, classifying and assessing risks, coordinating updating of risk maps, implementing systematic follow-ups and communications to governing bodies and, in collaboration with other areas within the group, reviewing control activities that mitigate identified risks.

Managing directors of business and corporate units: in charge of managing risks in their respective remits, including the implementation of defined risk policies, validation of risk maps and supervising the implementation of control activities and action plans to mitigate risks.

Business/corporate units risk coordinator: in charge of coordinating the implementation of the risk management model, including the identification and assessment of risks, and the implementation of systematic control, follow-ups and communication of emerging risks to the corporate risk control unit. The risk coordinator, jointly with the heads of each area, periodically prepares risk updates and details of control activities as well as reports on the status of action plans.

Function managers: in charge of identifying risks in their area and promptly reporting them to the risk coordinator of their unit. Also in charge of identifying and implementing control activities aimed at mitigating risks.
The tasks and responsibilities listed in the foregoing sections are set forth in the Risk Management Framework Policy, which is subject to the review and approval of the Audit and Control Committee.

E.3 Indicate the main risks, including tax risks that could affect the company's ability to meet its business targets.

Business targets could be affected by the following main risks:

- Business climate risks in connection with the business performances that declines in demand in some countries might imply, changes in tax, legal and environmental regulations, and socio-political changes or changes due to adverse weather conditions.

- Risks arising from the specific nature of the group's businesses, such as the expiry and limited durations of concessions, agreements with public authorities, operating in highly regulated markets, meeting concessionary obligations and investment commitments, and alternative infrastructure being brought into service.

- Financial risks associated with growth-oriented transactions and investment financing processes, fluctuation in interest rates and exchange rates, credit rating and refinancing control.

Operational risks associated with the integration of acquisitions; safety of users and employees; adaptation and quick response to technological changes in operating systems; control over infrastructure-building projects; maintenance of infrastructure; security, integrity and confidentiality of financial and corporate information and enterprise know-how; selection and performance of personnel; training and retention of talented persons; fraud; dependency on suppliers; and business disruptions.

E.4 Identify if the company has a defined risk tolerance level, including tax risk.

Tolerance levels are defined in the risk matrix, which serves as the starting point in assessing inherent and residual risks. Different scales are defined for the potential impact of risks in consideration of economic, reputational and liability criteria.

The parameters in the matrix are updated according to the performance of the group and are subject to review and approval by the Audit and Control Committee on an annual basis.

In the case of critical risks, given the impact their potential occurrence would have on the company's ability to meet its targets, specific tolerance levels are defined, with action guidelines, target deadlines, persons in charge, monitoring indicators, along with specifications for the periodicity and content of information to be passed on to governing bodies for purposes of their monitoring activities and decision-making.

For other risks, an early warning system has been set up to ensure the identification of significant changes in valuation or significant control weaknesses in excess of the tolerance levels approved for these risks are identified.

E.5 Identify any risks, including tax risks that materialised during the year.

The majority of the risks identified in the risk maps of the business and corporate units are inherent to the business model and activities of the Abertis Group. This means that, to some extent, these risks are liable to occur in the course of each year.

In the current year, the most significant risks to materialise have been:

- In connection with the balances owed to Acesa by way of guarantee on the part of Tráfico del Convenio AP7, a resolution was received in 2015 dismissing the position of the concessionaire against the 2011 account audits, and, as a result, an appeal for judicial review was filed with the Supreme Court of Justice in Madrid.

- Investees in which Abertis has a non-controlling interest, namely Accesos de Madrid, Henarsa and Ciralsa, are currently in insolvency proceedings and now awaiting the Spanish Ministry of Public Works' final plan for establishing guidelines concerning their fate.

- The persistently limited availability of funds and restrictive public and private financing conditions may pose a risk to the group's growth strategy. However, these have been mitigated by the group’s strict financial discipline, with guidelines and limits defined by the governing bodies and end-to-end monitoring throughout the organisation.

- The economic recession in Brazil has hampered traffic on Brazilian toll roads, and the company is continuously monitoring the impact on the business outlook for that country.

- Unilateral change by the Regional Government of Catalonia of the Autema concession agreement for the C-16 toll road, in which Abertis has a minority stake, which has hampered the company's future business prospects; the company has launched legal proceedings to uphold its interests and those of its shareholders.

E.6 Explain the response and monitoring plans for the main risks the company is exposed to, including tax risks.

The risk management model implemented by the Abertis Group defines the degree of supervision and specific initiatives and response plans for the main risks based on their valuation or criticality and in order to ensure risks are contained within defined limits. A group of risks that require priority monitoring (at least quarterly) is defined, the selection of which is reviewed at least once a year by the Audit and Control

Committee.

Response plans for this priority-monitoring risk group are drawn up in the course of specific initiatives addressing each of these risks, including:

- Main milestones
- Persons within the organisation in charge of their execution and monitoring

- Monitoring indicators

- Content and periodicity of information to be passed on to governing bodies to ensure responsive decision-making.

Strategic and business risks arising from the business environment, regulatory changes, and from the specific nature of concession businesses are monitored by management committees, whereas financial and operational risks are generally monitored by corporate committees in coordination with specific business unit committees (security committees, operations committees, technology committees, etc..).

Response plans vary by risk type and encompass aspects such as the following:

- The internationalisation and geographical diversification strategy due to the negative economic performance in certain countries and reporting periods, which is offset by increases in demand owed to growth in other countries.

- Cost optimisation based on defining, implementing and monitoring the efficiency plans. The first plan, which covered the 2012-2014 period, exceeded its initial targets; the next plan, for 2015-2017, has already started. Both plans focus especially on optimising operating costs and monitoring operating investment across all the business units within the Abertis Group.

- Dialogue with the parties involved in order to arrive at solutions tailored to the infrastructure sector in each country and the respective negotiations with government officials there, whereby in some instances specific investment commitments to improve toll roads have been agreed to, as in the case of the agreement with the French government for the "Plan Relance", whereby Abertis's French subsidiary will invest €600 million in return for an average extension of the concession periods of 2.5 years.

- Definition of policies and procedures for the most significant risks in order to contain risks within defined limits.

- Adherence to the Spanish Code of Good Tax Practice since November 2014, with a view to expanding the corporate social responsibility of Abertis group companies, while generating more robust business results and greater legislative certainty. The Abertis Group is definitely in compliance with the Code of Good Tax Practice.

F INTERNAL SYSTEMS FOR CONTROLLING AND MANAGING RISKS ASSOCIATED WITH THE FINANCIAL REPORTING PROCESS (ICFR)

Describe the mechanisms forming part of your company's internal systems for controlling and managing risks associated with the financial reporting process (ICFR).

F.1 The company's control environment

State at least the following, and specify their main characteristics:

F.1.1. The bodies and/or units in charge of: (i) the availability and maintenance of suitable and effective ICFR; (ii) implementation of ICFR; and (iii) monitoring of ICFR

Internal control over financial reporting (ICFR) at the Abertis Group forms part of its general internal control system and consists of a set of processes which the group's Board of Directors, Audit and Control Committee, senior management and staff implement to provide reasonable assurance of the reliability of the financial statements reported to the markets.

The Abertis Group's Policy for Defining Responsibilities in Internal Control Over Financial Reporting establishes the following responsibilities in connection with ICFR:

- The Board of Directors of Abertis bears the ultimate responsibility for all the statutory information the group disseminates to the markets and, consequently, for formulating the financial statements (article 4 of the Board of Directors' Regulations) and ensuring that the company possesses adequate and effective ICFR.

- According to the company by-laws and the Board of Directors' Regulations, the main responsibilities of the Audit and Control Committee (ACC) include the following:

    - Supervision and analysis of the process for preparing the group's statutory financial statements prior to submitting them to the board, reviewing them to ensure due compliance with the applicable standards and accounting principles.

    - Supervision of the effectiveness and sufficiency of the group's internal control and risk assessment systems, so that any risks (operating, financial, technological, legal or reputational) that might materially impact the group's financial statements can be detected, managed and mitigated, and informing the Board of Directors in cases where these risks could be significant.

    - Overseeing the independence of the external auditors, supervising their work:

- Supervising the work performed by the corporate risk control and Internal Auditing unit, ensuring the latter's independence, and verifying that the recommendations and corrective measures it proposes are taken into consideration by senior management. The Corporate Management Control department (reports to the general finance department) is in charge of designing, maintaining and implementing the ICFR.

- The Abertis Group's Internal Auditing uniting unit monitors the ICFR by virtue of delegation from the ACC.

F.1.2. Whether the following components exist, especially in connection with the financial reporting process:

- Departments and/or mechanisms in charge of: (i) designing and reviewing the organisational structure; (ii) defining clear lines of responsibility and authority, with an appropriate allocation of tasks; and (iii) deploying procedures so this structure is communicated effectively throughout the company.

The Board of Directors of the Abertis Group assigns responsibility for designing and reviewing the organisational structure to its industrial development department, specifically to the corporate organisation and planning unit. The latter establishes the general outline of the structure and distribution of responsibilities along with the procedures for designing, reviewing and updating this outline, which are documented in the form of organigrammes (organisational structure), relational models (which establish the assignment and distribution of responsibilities and separation of tasks) and the process model and the associated rules, which form part of the policy catalogue of the Abertis Group.

An internal organisational chart is available on the Abertis Group's corporate intranet. It covers all the areas, locations and companies belonging to the group and is fundamentally divided into businesses and departments (including the departments involved in preparing, analysing and supervising the financial reporting). This organisational chart shows responsibilities up to a certain management level and is supplemented by other more detailed organisational charts at the departmental level.

In the preparation of financial statements, in addition to detailed organisational charts, there are also handbooks, internal policy and instruction documents prepared at the Corporate Management Control department (compiled in a single volume constituting group's standardised reporting handbook) that establish the specific guidelines and responsibilities for each closing (closing procedures whereby the main tasks are specified at both the corporate and subsidiary level), the following of which should be noted:

- "Group Reporting and Accounting Principles Handbook" (GRAPH): this encompasses the accounting standards applied by the Abertis Group in preparing its financial statements and is aimed at obtaining consistent, homogeneous and comparable financial statements for all group companies.
- "Closing instructions": published semi-annual, these establish the schedule for group companies to submit their financial statements and other procedures necessary to prepare the group's consolidated financial statements.
- "Accounting closure policy at subsidiaries": establishes the procedures for preparing financial statements at group subsidiaries and the attendant supervision procedures.

    - Code of conduct, approving body, scope of dissemination and instruction, principles and values cited (stating whether specific references to the operating records and the preparation of financial statements are made), body in charge of investigating breaches and proposing corrective or disciplinary action.

The Abertis Group possesses a Code of Conduct (Code of Ethics) that has been approved by the Board of Directors and that is adapted to each country in the form of a local Code of Ethics combining observance of corporate guidelines with the particularities certain countries may have in some areas. The Code of Ethics is communicated to all employees, is available on the corporate intranet and the Abertis website and forms part of the training new staff receive. Other, additional mechanisms are in place to ensure employees' awareness of the code.

The main values and principles included in the Code of Ethics are: integrity, honesty, transparency, loyalty, compliance with the law, commitment and protecting the interests of the group, and responsibility in all actions. The Code of Ethics includes among its fundamental principles the commitment to strictly comply with the obligation of the Abertis Group to offer reliable financial statements prepared according to applicable regulations, and the responsibility of its employees and management to ensure this is done, by both correctly performing their tasks and notifying the governing bodies of any circumstance that might affect that undertaking.

The Abertis Group's Ethics and Criminal Prevention Committees is entrusted with evaluating breaches and proposing corrective actions and penalties.

- Complaints channel, providing a means of informing the Audit Committee of any irregularities of a financial or accounting nature, along with possible breaches of the code of conduct and irregular activities within the organisation, stating whether the information provided is confidential in nature, as the case may be.

The whistle-blowing channel is managed by the ethics and criminal prevention committee of the Abertis Group and is for reporting financial and accounting irregularities (to the ACC), along with any other breaches of the Code of Ethics or malpractice within the organisation. In some countries, local whistle-blowing systems are currently being adapted to corporate whistle-blowing resources and channels.

Reports of this nature are received, analysed and followed-up by the ethics and criminal prevention committees of the Abertis Group (in some countries and in the Spanish companies, a local ethics and criminal prevention committee has already been set up and reports to the corporate ethics and criminal prevention committee of the Abertis Group and, where applicable, their own Audit and Control Committee). Notifications of breaches can be filed using an on-line form (available on the Abertis Group intranet), by post or e-mail.

The Audit and Control Committee regularly monitors the notifications of breaches received, and how they are handled and resolved.

- Training and refresher courses for personnel involved in preparing and reviewing financial statements or evaluating ICFR, which address, at least, accounting standards, auditing, internal control and risk management.

Abertis takes the view that the ongoing training of its employees and managers, both at the corporate and subsidiary level, on matters that affect the consolidated financial statements of the Abertis Group or in any other respects, is vital. In this regard, Abertis also considers that complete and up-to-date training on the standards for preparing financial statements, regulations governing capital markets, taxation and internal control is necessary to ensure that the information reported to the markets is reliable and in conformity with the applicable regulations.

With respect to the preparation and review of financial statements, each year, the Abertis Group implements training plans covering the training needs identified by the Corporate Management Control department in connection with:

- New regulation passed (accounting, taxes, capital markets and internal control) and applicable to the Abertis Group.
- Changes in reporting methods and/or IT systems.
- Individual initiatives of the members of the corporate management control team.

As a result of having identified what is needed in the aforementioned areas, suitable training activities are designed and held in order to meet the company's annual training objectives in this area.

The Abertis Group carried out training activities during 2015 using external experts and internal training sessions for staff linked to the preparation and review of financial statements both at the corporate and subsidiary level. The training areas on which most emphasis was placed in 2015 concern accounting, tax and financial aspects that could have a major impact on the preparation of the Abertis Group's consolidated financial statements, particularly IT systems, changes in tax legislation and updates concerning EU-IFRS.

The Abertis Group has an online training platform called Abertis Virtual Campus, offering access to both technical training for specific staff groups and other, more general training programmes, some of which are voluntary and others statutory, such as courses on the legislation applicable to Abertis Group companies (ethical code, information security, prevention of corruption).

In 2015, specific training programmes were also held on the following topics:

- Course on the accounting and controlling tool offered at Abertis Group subsidiaries.

- Course on the consolidated tool offered at Abertis Autopistas Chile subsidiaries.

- Technical meetings in Latin America with the heads of consolidation and reporting.

- Courses given by the corporate tax department on tax matters, specifically on 2015 changes in tax legislation in the main countries in which Abertis has operations, as well as on international tax laws.

- Courses taught by the legal and compliance department, specifically concerning the ethical code and the prevention of corruption, as well as courses on the prevention of fraud risk.

- Legal alerts, prepared by the legal and compliance department, concerning changes in the laws applicable to Abertis group companies.

The Corporate Management Control department subscribes to a number of publications and journals on accounting and finance, as well as to the website of the International Accounting Standards Board, who all regularly send out news items and other communications of interest, which Abertis then analyses to ensure they are taken into consideration in the preparation of its financial statements.

F.2 Risk assessment in financial reporting

State, at least:

F.2.1. The main characteristics of the risk identification process, including error or fraud, in terms of the following:

- Whether the process exists and is documented.

- Whether the process covers all financial reporting objectives (existence and occurrence; integrity; valuation; presentation, breakdown and comparability; rights and obligations), whether it is updated and, if so, how often.

- A specific process is in place to define the scope of consolidation, taking the potential existence of complex corporate structures, special purpose vehicles, or holding companies into account among other things.

- The process addresses other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) insofar as they may affect the financial statements.
- Which of the company's governing bodies is in charge of overseeing the process.

Pursuant to the requirements of Spanish Royal Legislative Decree 4/2015 of 23 October approving the Consolidated Text of the Spanish Securities Markets Act and Spanish Securities Market Commission (CNMV) Circular 7/2015, of 22 December, the Abertis Group has a model for its internal control system for financial reporting (ICFR).

This model is documented in the "Policy for Identifying the Risk of Error in the Financial Statements of the Abertis Group" document (hereinafter, the "Risk Identification Policy"), which describes the process of identifying the risk of significant error or fraud in connection with the consolidated financial statements. This process for identifying risks is carried out at least once a year.

The Risk Identification Policy establishes that, once identified, risks be reviewed for purposes of analysing the potential risk of error for each item in the financial statements (existence and occurrence, completeness, valuation, presentation, breakdown and comparability, rights and obligations) that might have a material impact on the reliability of the reporting.

The risks of error identified in the financial statements are classified as follows:

a) General risks
b) Risks associated with the correct recognition of the group's specific transactions
    a. Significant transactions
    b. Opinions and estimates
    c. Lack of familiarity with contracts
    d. Activities subcontracted to third parties
c) Risk associated with the process of preparing financial statements
d) Risks associated with IT systems.

Each risk identified in the process of preparing the consolidated financial statements is associated with the processes and the various financial lines thought to be significant (either on account of their contribution to the consolidated financial statements or due to other more qualitative factors) and with the group companies that fall within the scope of the ICFR.

To determine which companies fall within the scope of the ICFR, the group considers those over which it exercises direct or indirect control (i.e., its capacity to direct their operating and financial policies in order to generate profits through their activities). Therefore, the companies over which joint control or significant influence is exercised are not included within the scope of the ICFR, although general controls are implemented in order to ensure the reliability of the financial statements provided by these companies and incorporated in the consolidated financial statements.

In applying its Risk Identification Policy, the Abertis Group ensures that the risk identification process takes both quantitative and qualitative variables (such as the complexity of transactions, risk of fraud, the application of rules and regulations, or the level of opinion required) into account when defining the scope of the ICFR within the Abertis Group.

As a result of applying the Risk Identification Policy, an ICFR risk matrix is drawn up for the consolidated group. This matrix identifies accounts and itemisations associated with significant risks that could have a material impact on the financial statements. Once the scope of application of the ICFR in the Abertis Group had been defined, and based on the matrix of identified risks, the kinds of control activities were designed that would cover those risks.

Consideration is also given in the Abertis Group to potential risks of error in certain processes not linked to specific classes of transactions but that are particularly significant on account of their importance in the preparation of the reported information (such as the closing process, the operation of IT systems, or review of key accounting opinions or policies). One of these is the process of consolidation, and the Abertis Group therefore established policies designed to ensure both the correct configuration and execution of the process and the correct identification of the scope of consolidation.

The process of identification of risks of error in the financial statements is carried out and documented by the corporate management control. The ultimate supervisory authority for the entire process is the Audit and Control Committee (ACC).

The ACC is in charge of supervising the internal control and risk management system with the support of its Internal Auditing unit.

F.3 Control activities

State whether you at least have the following and specify their main characteristics:

F.3.1. Procedures for reviewing and authorising the financial statements and the description of the ICFR to be disclosed to the markets, stating who is in charge of them, along with procedures for descriptive documentation and flow charts of activities and controls (including those addressing the risk of fraud) for each type of transaction that might materially affect the financial statements, including procedures for the closing of accounts and for the separate review of significant opinions, estimates, evaluations and projections.

The "Financial Information Review, Certification and Supervision Policy" of the Abertis Group sets out, among others, the scope (statutory periodic financial reporting and those in charge of its preparation) and the review procedures by the Audit and Control Committee, which include the reading and analysis of the information and discussions with those in charge of its preparation (Corporate Management Control department), persons in charge of verifying the design of the model and the functioning of existing controls (Internal Auditing unit) and external auditors.

Responsibility for the preparation of the financial statements for each quarter closed begins with a review and certification of the finance officer in each company of the group, and additionally in the semi-annual and annual closings with the express certification of the general manager of each subsidiary. This certification is provided in the form of a questionnaire citing the internal control procedures that must be performed to achieve reasonable certainty about the reliability of the company's financial statements.

Individual and consolidated financial statements, semi-annual financial reports and the financial statements forming part of the quarterly interim reporting of the Abertis Group are prepared and reviewed by the Corporate Management Control department and the financial department prior to submission to the Audit and Control Committee. This applies to procedures included in the policy referred to at the top of this section as a preliminary step to the presentation of its conclusions to Abertis's Board of Directors.

The documentation included in the ICFR comprises the following documents:

- The ICFR policies
- The internal corporate standards
- The ICFR risk map
- The scope of the ICFR model
- The ICFR risk and control matrix
- Quarterly questionnaires certifying the control activities

In addition to the policies governing the ICFR model, Abertis also has policies designed to mitigate the risk of error in processes not associated with specific transactions. In particular, documented internal corporate standards exist for the following:

- accounting closure processes (both at the corporate level, which includes the consolidation process, and at subsidiaries)
- procedures of activities carried out by third parties
- transfer prices
- policies to identify and establish levels of approval for relevant opinions and estimates

Based on the risks detected and documented in the ICFR Risk And Control Matrix, the scope of the internal control system over the financial statements is established to determine the line-items in the affected financial statements and the affected companies (see section F.2.1.).

In order to mitigate the risk of material error in the information reported to the markets, the Abertis Group possesses descriptions of controls over activities and controls directly associated with transactions that might have a material impact on the financial statements. These descriptions are also documented in the "ICFR Risk and Control Matrix" and contain information on what the controls should consist of, the reason they are carried out, who should carry them out, how often, and other information on what IT systems or what operations carried out by third parties are important for the effectiveness of the control operation in question. The controls cover areas such as income generation, investment and expenditure on concessions, acquisitions and subsequent valuation of other assets, analysis of the recoverability of investments, recording taxes on profits or the correct presentation of financial instruments and of the financing operations of the Abertis Group. Abertis ensures matrices are kept up to date by means of their annual review.

The Abertis Group has corporate documentation describing the controls that cover all its objectives for controlling financial statements on different transaction types with a material impact on its consolidated financial statements.

Concerning relevant opinions and estimates, the Abertis Group provides information in its annual consolidated financial statements on particularly significant areas of uncertainty. The specific review and approval of the relevant opinions, estimates, assessments and projections, as well as the key assumptions applied in calculating them, that have a material impact on the consolidated financial statements are made by the financial department and, where applicable, by the CEO. The most significant ones, such as the monitoring of asset values, coverage policies, etc., are handled and reviewed by the Audit and Control Committee before being submitted for the board's approval.

F.3.2. Internal control policies and procedures for IT systems (including secure access, control of changes, system operation, continuity and segregation of duties) that provide support in relevant company processes for the preparation and publication of financial statements.

The Abertis Group uses IT systems to maintain adequate checks and controls over its operations. The group therefore places particular emphasis on ensuring these function correctly. Specifically, a common SAP BPC consolidation and reporting system is used at most of the companies in the group..

As a part of the process of identifying risks of error in financial statements, the Corporate Management Control department identifies which systems and applications are relevant to their preparation. The systems and applications identified include those directly used at the corporate level in the preparation of the consolidated financial statements and the reporting systems for the various group companies. The systems and applications the Abertis Group has identified include both complex developments at the level of integrated IT systems and other applications developed at the user level (for example, spreadsheets) where they are relevant to the operations involved in the preparation or control of financial statements.

For the systems and applications identified (those used at corporate level in the preparation of the consolidated financial statements) the systems department has established general policies aimed at ensuring their correct operation. The policies developed by the systems department cover security, both physical and logical, as regards access, procedures for checking the design of new systems or modifications of existing ones, and data recovery policies in the event of unforeseen occurrences affecting them. In particular there are documented policies on:

- Methodology for the development of IT system projects (handling changes, etc.)

- Operations management: management of backups, installation of patches, management of system capacity and performance, management of communication, monitoring of interfaces, management and resolution of operating incidences, preventive updating, management of batch processes)

- Information and system security (backup copy procedure and plan, management of users and authorisations, physical access, security monitoring, etc.

- Business continuity plan

F.3.3. Internal control policies and procedures for overseeing the management of outsourced activities, and of the appraisal,

calculation or valuation services commissioned from independent experts, when these may materially affect the financial statements.

Every year the Abertis Group reviews all outsourced activities which are relevant to the preparation of financial statements.

Since early 2015, some Abertis group companies in Spain have been outsourcing certain financial and human resources management activities to an external third party. In this connection, risk control and management mechanisms have been implemented at the supplier in order to ensure that the financial statements associated with these activities is both comprehensive and accurate. These mechanisms include: a management and monitoring committee for the contract, service level agreements, risk indicators, service reports, technological security measures, external audits, and contingency and continuity plans, among other measures.

The Abertis Group also regularly avails itself of reports by independent experts in the valuation of its financial instruments and undertakings to employees.

The corporate finance and remuneration and benefits departments carry out controls on the work of these experts designed to check:

- Competence, capacity, accreditation and independence;
- The validity of the data and methods used; and
- The reasonableness of the assumptions used, where applicable.

Abertis has formal guidelines in place as to how activities with third parties are to be treated in terms of contracting and results. The guidelines form part of the policy entitled "Procedure for Activities Carried out by Third Parties".

The Abertis Group also has an internal procedure for hiring independent experts that requires certain approval levels.

F.4 **Information and communication**

State whether you at least have the following, and specify their main characteristics:

F.4.1. A specific function in charge of defining and maintaining accounting policies (accounting policies area or department) and resolving doubts or disputes concerning their interpretation, which function is in regular communication with all the company's operating units and maintains an up-to-date handbook of the accounting policies the company applies to its operations and communicates to its units.

The consolidation management and accounting standards unit (a sub-unit of the Corporate Management Control department) which, among other tasks, is in charge of defining, maintaining and communicating the accounting policies of the Abertis Group for purposes of preparing consolidated financial statements under EU-IFRS (and consequently of the information to be reported by each subsidiary).
The Abertis Group has drawn up a "Procedures for Preparing, Updating and Communicating Accounting Policies" in which the following are defined:

- The existence of an Abertis Group Accounting handbook
- Periodicity of updates
- Communication with the business units
- Procedure for receiving and responding to queries concerning the Accounting handbook (accounting standards mailbox).
- Procedure for updating the reporting package containing the accounting information to be supplied by our subsidiaries

Another of the tasks of the group reporting and accounting standards department is to respond to accounting queries made by the various business units or other corporate departments within the Abertis Group.

The Abertis Group compiles a handbook of accounting policies, the "Group Reporting and Accounting Principles Handbook" (GRAPH) for purposes of preparing financial statements under EU-IFRS: The GRAPH is prepared by our group reporting and accounting standards department, which also periodically updates it (at least once a year) to include the standards applicable to the year. The Auditing Instructions sent by the external auditor to the auditors of the various group companies for the limited review or audit pertaining to each semi-annual and annual closing respectively indicate that they must carry out their work based on the accounting principles set forth in Abertis's GRAPH.

The subsidiaries are notified of any changes by e-mail and the complete updated handbook is filed on the accounting standards portal, as well as on the corporate management control portal of the Abertis Group intranet. The most recent update was in September 2014 and, in all cases, a review is conducted to make sure no new changes of a significant nature were made in the preceding quarter that might affect the preparation of consolidated financial statements for the year.

In addition, every six months, the group reporting and accounting standards department issues an information document on the EU-IFRS, detailing the standards that will enter into force during the year and in future years as well as a summary of the standards pending approval which may have an impact on the consolidated financial statements and those of the subsidiaries.

F.4.2. Mechanisms in standard format for the capture and preparation of financial data that are applied and used across all units within the entity or group, and support its main financial statements and the notes thereon as along with any disclosures concerning ICFR.

The Abertis Group uses various integrated platforms for keeping accounting records of its transactions as well as for preparing financial statements for most of its subsidiaries (SAP R3 BCP consolidation and reporting). The completeness and reliability of such IT systems are validated in application of the general controls set forth in section F.3.2.

Each subsidiary must prepare and upload to the corporate reporting and consolidation system (SAP BPC) a monthly report containing the financial information needed at the close of each month to prepare the consolidated statements and other requisite financial statements.

A single monthly report is drawn up based on a standardised plan of accounts for all companies.

The “Semi-Annual Forms” (a single, standardised information package for all group companies, including the monthly report and a "2015 Financial Statements Additional Information" report) are submitted every six months and signed off by the management of each of the subsidiaries. They contain all the information needed to prepare the group's consolidated financial statements (condensed interim financial statements and annual accounts).

These semi-annual and annual forms ensure homogeneity of information by virtue of the following characteristics:

- They are standardised and uniform for all countries and businesses.
- They are prepared on the basis of the instructions of the Abertis Group and its Accounting Handbook, which is standard for all group companies.
- They incorporate the applicable legal, tax, commercial and regulatory requirements.

The information contained in the monthly reports and FORMS 2015 is uploaded directly by the controllers to the corporate reporting and consolidation system.

The structure of the forms is periodically reviewed (at least twice per year) to ensure that it includes all regulatory updates applicable under EU-IFRS.

Details of the entire reporting system are contained in the Monthly Reporting Information Handbook, which is updated annually by the Corporate Management Control department and includes processes, dates and complete information concerning compliance with the reporting requirements to be adhered to by all group companies.

F.5 Monitoring functioning of the system

State at least the following, and specify their main characteristics:

F.5.1. The ICFR monitoring activities undertaken by the Audit Committee, as well as whether the entity has an Internal Auditing unit whose competencies include supporting the Audit Committee in monitoring the internal control system, including the ICFR. Describe the scope of the ICFR assessment conducted in the year and the procedure whereby the person in charge communicates their findings. State also whether the company has an action plan specifying corrective measures for any flaws detected, and whether its impact on the financial statements has been considered.

The Audit and Control Committee carried out the following ICFR-related activities in the year under review:

- Monitoring the extent to which the Abertis Group ICFR model and the ICFR risk and control matrices have been implemented.
- Approval of ICFR review criteria;
- Monitoring the results of ICFR reviews performed by the Internal Auditing unit and the external auditors; and
- Review of ICFR-related information in the Annual Corporate Governance Report.

The Abertis Group has an Internal Auditing unit (forming part of the General Secretary's Office and Corporate Affairs) that reports directly to the Audit and Control Committee (which delegates to the Internal Auditing unit the task of monitoring the internal control systems, including ICFR). Through the monitoring tasks delegated to it, the Internal Auditing unit is a key factor in ensuring that the internal control system to a reasonable extent:

- safeguards the group's assets,
- complies with the applicable internal and external rules and standards,

- contributes effectiveness and efficiency to corporate operations and activities and to support activities,

- provides transparency and integrity to the financial and management reporting.

Internal Auditing drafts an Annual Review Plan which is approved by the Audit and Control Committee. The Plan is based on:

- classifying the companies controlled by the group based on the criteria of risk and materiality;

- determining the activities to be reviewed: top-level transactional processes (revenues, procurement, fixed assets, staff, financial management, technology, etc.), other transactional processes (travel expenses, maintenance and warehouses, etc.) and compliance (with ICFR and others); and

- determining the frequency with which each of these processes is reviewed according to the classification of the respective company.

Regarding the financial statements and the general ICFR model, Internal Auditing reviews the risk identification process as well as the correct design, existence and functioning of the controls defined to mitigate them.

Any weaknesses identified in the course of all the internal auditing reviews are classified in terms of their criticality and assigned to a manager, and their remedy is subject to monitoring.

In the course of the ICFR evaluation activities carried out by Internal Auditing in 2015 and submitted to the ACC, no major weaknesses were detected that might have had a significant impact on the financial statements of the Abertis Group for financial year 2015. The required corrective measures were defined in order to deal with any such weaknesses in the future.

Likewise, as stated in section F.7.1, the external auditor issues an annual report on the procedures agreed on for Abertis's description of the ICFR, in which no noteworthy issues were observed.

F.5.2. State whether there is a discussion procedure whereby the auditor (pursuant to TAS), the internal auditing unit and other experts can report any significant internal control weaknesses, they encountered during their review of the financial statements or other assignments, to the company’s senior management and its Audit Committee or Board of Directors. State also whether the entity has an action plan to correct or mitigate the weaknesses observed.

As noted in section F.3.1, Abertis's Financial Information Review, Certification and Supervision Policy establishes the review procedure of the Audit and Control Committee, including:

- Meetings with those in charge of preparing the financial statements (Corporate Management Control department) to discuss the reasonableness of the most significant figures, transactions and events in the period, changes in accounting policies, anomalous fluctuations and any other information deemed relevant.

- Meetings with the Internal Auditing unit (as part of the continuous monitoring of reviews and recommendations throughout the year) for purposes of obtaining information on the plan's degree of compliance and the results of the reviews (including in the area of ICFR), as well as on the status of recommendations for improving any weaknesses that may have been identified.

- Private meetings with the external auditor (at the very least upon finalising the planning for the audit of the annual financial statements and upon conclusion of the audit and/or limited review of the financial statements and semi-annual reporting) with a view to being informed of the scope of the auditor's work and any significant internal control weaknesses identified, the results of the assignment, the content of the auditor's reports and any other information deemed relevant.

The action plans for the weaknesses detected in 2015 were implemented in the form of recommendations along the lines of the cycle of prioritisation, manager assignment and monitoring described in section F.5.1.

F.6 **Other relevant information**

Not applicable.

F.7 **External auditor's report**

State whether:

F.7.1. The ICFR information supplied to the market was subject to review by the external auditor, in which case the entity need to attach the relevant report. Otherwise, explain the reasons for not having a review of this nature performed.

The Abertis Group has submitted the information on the 2015 ICFR disclosed to the markets for review by the external auditor. The scope of the auditor's review procedures was according to Circular E14/2013 of 19 July 2013, of the Institute of Certified Auditors of Spain, pursuant to which the Action Guide and model auditor's report on the information disclosed concerning the internal control over financial reporting (ICFR) of listed companies are published.

G DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Indicate the extent to which the company is in compliance with the Spanish Code of Good Governance of Listed Companies.

Should the company not or only partially be in compliance with any of the recommendations, include a detailed explanation of the reasons, in order for sufficient information to be available to shareholders, investors and the markets in general for them to be able to evaluate the company's behaviour. Explanations of a general nature shall not be considered acceptable.

1. **The by-laws of listed companies should not place an maximum limit on the votes that can be cast by a single shareholder, or present any other impediments to the company's being taken over by buying its shares on the open market.**

   Compliant X Explain

2. **In cases where a parent company and a subsidiary are both exchange-listed, both companies should disclosure the following items in detail:**

   a) **The type of activity they engage in, and any business relationships between them, or between the subsidiary and other companies in the group;**

   b) **Mechanisms in place for resolving potential conflicts of interest**

   Compliant Partially compliant Explain Not applicable X

3. **At ordinary general shareholders' meetings, in addition to the dissemination in printed form of the company's annual report on good governance, the Chairman of the Board of Directors should orally inform the shareholders, in sufficient detail, of the key aspects of the company's corporate governance, but particularly of the following:**

a) **Any changes since the previous ordinary general shareholders' meeting**

b) **The specific reasons why the company has not followed a particular Good Corporate Governance recommendation and, where applicable, any alternative rules it applies in this connection.**

Compliant X Partially compliant Explain

4. **The company should define and foster a policy of communication and contact with shareholders, institutional investors and voting advisers that fully upholds the rules for preventing market abuse and offers like treatment to all shareholders in the same position.**

   The company should publish said policy on its website, including information on how the policy has been put into practice and the names of the contact persons or managers in charge of implementing it.

Compliant X Partially compliant Explain

5. **The Board of Directors should not propose to the shareholders meeting the delegation of powers to issue shares or convertible securities that exclude pre-emptive subscription rights in an amount higher than 20% of the share capital at the time of delegation.**

   When the Board of Directors approves any issue of shares or convertible securities excluding pre-emptive subscription rights, the company should immediately publish on its website the reports on said exclusion stipulated by mercantile legislation.

Compliant X Partially compliant Explain

6. **Listed companies preparing the reports detailed below, whether mandatorily or voluntarily, should publish them on their website sufficiently in advance of the Ordinary general shareholders' meeting, even when their dissemination is not compulsory:**

   a) **Report on the independence of the auditor.**

   b) **Reports on the activities of the Audit Committee and the Appointments and Remuneration Committee.**

   c) **Report by the Audit Committee on related-party transactions.**

   d) **Report on Corporate Social Responsibility Policy.**

Compliant X Partially compliant Explain

7. **The company should stream its general shareholders' meetings live on the website.**

Compliant X Explain

8. **The Audit Committee should ensure that the Board of Directors seeks to present the annual accounts to the General Shareholders' Meeting without reservations or qualifications in the auditor's report. Should reservations or qualifications exist, both the Chairman of the Audit Committee and the auditors should give a clear account to shareholders of their scope and content.**

Compliant X Partially compliant Explain

9. **The company permanently should publish the requirements and procedures it will accept to accredit ownership of shares on its website, along with the right to attend general shareholders' meetings and the exercise or delegation of voting rights.**

   Such requirements and procedures should favour the attendance of shareholders and the exercise of their rights, and should be applied in a non-discriminatory manner.

Compliant X Partially compliant Explain

10. **When, prior to a general shareholders' meeting, a legitimate shareholder has exercised their right to complete the agenda or present new proposals for resolution the company should:**

    a) **Disseminate the additional points and new proposals for resolution forthwith.**

    b) **Publish the model attendance card or proxy form or remote voting form, with the necessary amendments, so that the new points on the agenda and the alternative proposals for resolution can be submitted to vote under the same terms as proposals put forward by the Board of Directors.**

    c) **Submit all these points and alternative proposals to a vote and apply the same voting rules to them as to those put forward by the Board of Directors, including, specifically, assumptions and deductions on the direction of the vote.**

    d) **After a general shareholders' meeting, the company should announce the breakdown of the vote on the additional points or alternative proposals.**

Compliant Partially compliant Explain Not applicable X

11. **If the company plans to pay attendance premiums to shareholders attending general shareholders' meetings, it must first establish a stable general policy on those premiums.**

Compliant Partially compliant Explain Not applicable X

12. **The Board of Directors shall perform its duties with unity of purpose and independence of criteria, and shall treat all shareholders in the same position equally. The board shall be guided by the company's interests, understood as securing long-term, profitable and sustainable business that fosters its own continuity and maximises the company's economic value.**

    In pursuing the interests of the company, as well as upholding laws and regulations and conducting itself in a manner based on good faith, ethics and respect for generally accepted customs and good practices, the company shall seek to reconcile its interests, to an appropriate extent, with the legitimate interests of its employees, suppliers, customers and the remaining stakeholders that might be affected. The company should also seek to reconcile its interests with the impact of its activities on the community as a whole and on the environment.

Compliant X Partially compliant Explain

13. **In the interest of maximum effectiveness and participation, the Board of Directors should comprise between five and fifteen members.**

Compliant X Explain

14. **The Board of Directors shall approve a directors selection policy that:**

    a)Is specific and verifiable.

    b) Ensures that the proposed appointments or re-elections are based on a prior analysis of the Board of Directors' requirements.

    c)Fosters diversity of knowledge, experience and gender.

    The result of the prior analysis of the Board of Directors' requirements should be included in the justifying report by the Appointments Committee, published to coincide with notification of the general shareholders' meeting at which the ratification, appointment or re-election of each director is to be discussed.

    The director selection policy should be designed with a view to

fostering the goal that, by 2020, female directors account for at least 30% of all the board members.

The Appointments Committee shall annually verify compliance with the director selection policy and the Annual Corporate Governance Report shall inform of this.

Compliant X Partially compliant Explain

15. Proprietary and independent directors should occupy an ample majority of seats on the board, while the number of executive directors should be kept as low as is practical, bearing in mind the complexity of the corporate group and the ownership interests they control.

Compliant X Partially compliant Explain

16. The ratio of proprietary directors to total non-executive directors should match the proportion between the capital represented on the board by proprietary directors and the remainder of the company's capital.

This proportional criterion may be relaxed:

a) In large-cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.

b) In companies with a plurality of shareholders represented on the Board of Directors but not otherwise related.

Compliant X Explain

17. The number of independent directors should represent at least half of all board members.

However, if the company is not a large-cap, or if, despite being a large-cap, it has a shareholder or shareholders acting in concert controlling more than 30% of share capital, the number of independent directors should represent at least one third of all board members.

Compliant Explain X

As a result of the disposal of the stake in Trebol Holdings S.à.r.l. and the resignation of a proprietary director proposed by "La Caixa", it was possible to reduce the number of directors from 16 to 13. In order to comply with the recommended maximum of 15 directors, it has been proposed that another two independent directors be appointed, subject to approval at the general meeting.

It was not advisable to appoint a third independent director in order to comply with the recommendation that these should account for half of the total, so as to avoid exceeding the recommended maximum of 15 directors and not tip the balance of proprietary directors proposed by each shareholder group represented on the board.

18. Companies should post the following information on their directors on their websites and keep it permanently updated:

a) Professional experience and background;

b) directorships held in other companies, listed or otherwise, and other remunerated activities of any kind;

c) An indication of the director's classification as executive, proprietary or independent; in the case of proprietary directors, stating the shareholder they represent or have ties to;

d) **The date of their first and subsequent appointments as a company director; and**

e) **Shares held in the company and any options on the same.**

Compliant X Partially compliant Explain

19. The Annual Corporate Governance Report, once verified by the Appointments Committee, should also disclose the reasons for the appointment of proprietary directors at the urging of shareholders controlling less than 3% of capital, and should explain any rejection of a formal request for a seat on the board made by shareholders whose equity stake is equal to or greater than that of others having applied successfully for a proprietary directorship.

Compliant Partially compliant Explain Not applicable X

20. Proprietary directors should resign when the shareholders they represent transfer their ownership interest in its entirety. If the aforementioned shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the latter's number should be reduced accordingly.

Compliant X Partially compliant Explain Not applicable

21. The Board of Directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the by-laws,

except where just cause is found by the Board of Directors, based on a proposal from the Appointments Committee. In particular, just cause will be presumed when a director is appointed to a new post or undertakes new obligations that prevent them from devoting the necessary time to the duties required of a director, is in breach of their fiduciary duties or falls under one of the grounds for loss of independence enumerated in the applicable legislation.

The removal of independents may also be proposed when a takeover bid, merger or similar corporate transaction produces changes in the company's capital structure, if such changes in the board structure are made in order to meet the proportionality criterion set out in Recommendation 16.

Compliant X Explain

22. **Companies should establish rules obliging directors to inform the Board of Directors of any circumstance that might harm the organisation's name or reputation, tendering their resignation if applicable, with particular mention of any criminal charges brought against them and the progress of any subsequent trial.**

    The moment a director is indicted or tried for any of the offenses provided for in corporate law, the board should examine the matter and, in view of the particular circumstances and potential harm to the company's name and reputation, decide whether or not they should be called on to resign. The Board of Directors should also disclose all such determinations in the Annual Corporate Governance Report.

Compliant X Partially compliant Explain

23. **All directors should express clear opposition when they feel a proposal submitted for the Board of Directors' approval jeopardises the interests of the company. In particular, independents and other directors unaffected by the potential conflict of interest should challenge any decision that could go against the interests of shareholders lacking board representation.**

    When the Board of Directors makes material or reiterated decisions about which a director has expressed serious reservations, they must draw the pertinent conclusions. Directors resigning for such reasons should set out their motives in the letter referred to in the following recommendation.

The terms of this recommendation should also apply to the Secretary of the Board of Directors, director or otherwise.

Compliant X Partially compliant Explain Not applicable

24. **Directors who give up their seat before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the Board of Directors. Irrespective of whether such resignation is filed as a significant event, the motive for the same must be explained in the Annual Corporate Governance Report.**

Compliant X Partially compliant Explain Not applicable

25. **The Appointments Committee shall ensure that non-executive directors have sufficient time to properly discharge their duties; and**

The Board of Directors' Regulations should establish rules about the maximum number of directorships their board members can hold.

Compliant X Partially compliant Explain

26. **The Board of Directors should meet with the frequency it requires to be able to perform its tasks effectively, no fewer than eight times a year, according to a schedule and agenda established at the beginning of the year, but to which each individual director may propose the inclusion of additional items.**

Compliant X Partially compliant Explain

27. **Director absences should be kept to the bare minimum and quantified in the Annual Corporate Governance Report. When directors have no choice but to delegate their vote, they should do so with instructions.**

Compliant X Partially compliant Explain

28. **When directors or the secretary express concerns about a proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, the person expressing the concerns may request that their concerns be recorded in the minute book.**

Compliant X Partially compliant Explain Not applicable

29. The company should establish adequate channels for directors to obtain the advising they need in order to meet their duties, including external advice paid for by the company, should the circumstances call for such.

Compliant X Partially compliant Explain

30. Regardless of the knowledge required of directors to discharge their duties, companies should also offer them refresher programmes when the circumstances warrant such.

Compliant X Explain Not applicable

31. Meeting agendas should clearly state the points on which directors will be required to adopt a decision or resolution, in order for the directors to be able to compile and examine the requisite information ahead of the meeting.

When, exceptionally, for reasons of urgency, the Chairman wishes to submit matters not included on the agenda for approval by the Board of Directors, this shall require the prior express consent of the majority of attending directors, and such consent must be reflected in the minutes.

Compliant X Partially compliant Explain

32. Directors should be periodically informed of changes in the shareholdership and the opinion of significant shareholders, investors and rating agencies concerning the company and its group.

Compliant X Partially compliant Explain

33. The Chairman, as the person in charge of the effective functioning of the Board of Directors, in addition to the duties legally attributed to them and in the by-laws, should prepare and submit to the Board of Directors a schedule including dates and the order of business to be discussed; organise and coordinate the periodic evaluation of the board; and, where applicable, of the chief executive of the company; be in charge of managing the board and its effective functioning; ensure that enough time is devoted to discussing strategic issues; and approve and review the refresher programmes for each director, should the circumstances warrant such.

Compliant X Partially compliant Explain

34. Should there be a lead director, in addition to the powers legally attributed to them, the company by-laws or the Board of Directors' Regulations should also confer the following powers on them: chair meetings of the Board of Directors should the Chairman (and Vice-

Chairman, if there is one) not be available; express the concerns of non-executive directors; be in contact with investors and shareholders to learn their views in order to be able to form an opinion on their concerns, in particular in relation to the corporate governance of the company; and coordinate the succession plan for the chairmanship.

Compliant Partially compliant Explain Not applicable X

35. **The secretary to the board should strive to ensure that the actions and decisions of the Board of Directors take account of the recommendations on good governance contained in this Code of Good Governance that apply to the company.**

Compliant X Explain

36. **The Board of Directors, in plenary session, must conduct an annual review and if necessary propose an action plan to correct any deficiencies detected in relation to any of the following:**

    a) **The quality and efficiency of the Board of Directors' activities.**

    b) **The composition and activities of its committees.**

    c) **The diversity in the composition and competences of the Board of Directors.**

    d) **The performances of the Chairman of the Board of Directors and the Chief Executive Officer of the company.**

    e) **The performance and contribution of each director, paying particular attention to the chairs of the various board committees.**

The various committees shall be assessed based on their reports to the Board of Directors, while the Appointments and Remuneration Committee's report shall be used to assess the board.

Every three years, the Board of Directors shall be assisted in conducting the evaluation by an external consultant, whose independence will have been verified by the Appointments Committee.

The business relationships the advisor or a group company maintain with the company or a group company belonging to its group should be detailed in the Annual Corporate Governance Report.

The evaluation process and areas evaluated should also be explained in the Annual Corporate Governance Report.

Compliant X Partially compliant Explain

37. Should the company have an executive committee, the composition of its membership according to the various director categories should be similar to that of the board itself.

Compliant X Partially compliant Explain Not applicable

38. The Board of Directors should be kept fully informed of the business transacted and decisions made by the Executive Committee. To this end, all board members should receive a copy of the committee's minutes.

Compliant X Partially compliant Explain Not applicable

39. All members of the Audit Committee, particularly its Chairman, should be appointed in consideration of their knowledge and background in accounting, auditing and risk management. Most of its members should be independent directors.

Compliant X Partially compliant Explain

40. Under the supervision of the Audit Committee, the company should have an Internal Auditing unit to monitor the proper operation of the information and internal control systems that reports to the non-executive Chairman of the board or of the Audit Committee.

Compliant X Partially compliant Explain

41. The head of Internal Auditing should present an annual work programme to the Audit Committee, inform it directly of any incidents arising during the implementation of the programme and submit an activities report at the end of each year.

Compliant X Partially compliant Explain Not applicable

42. The Remuneration Committee should have the following tasks in addition to those provided for by law:

1. With respect to internal control and reporting systems:

a) Monitor the preparation and the integrity of the financial statements pertaining to the company and, where appropriate, the group, checking for compliance with legal provisions, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.

b) Monitor the independence of the Internal Auditing unit; propose the selection, appointment, reappointment and

removal of the head of Internal Auditing; propose the unit's budget; approve its work plans and methods, ensuring that its activity focuses primarily on the company's significant risks; receive regular feedback on its activities; and verify that senior management are acting on the findings and recommendations of its reports.

c) Establish and supervise a mechanism whereby staff can report, confidentially and, if possible and necessary, anonymously, any irregularities they detect in the course of their duties, especially financial or accounting irregularities with potentially serious implications for the firm.

2. With respect to the external auditor:

a) In the event of the external auditor's resignation, examine the circumstances that gave rise to the resignation.

b) Furthermore, the committee shall seek to ensure that the compensation paid to the external auditor does not compromise either the quality of the auditor's work or their independence.

c) Ensure that the company notifies any change of auditor to the CNMV as a significant event, accompanied by a statement on whether any disagreement arose with the outgoing auditor, and, if so, the nature of the disagreement.

d) Ensure that the external auditor meets once a year with the board in plenary session to report to the board on the work carried out and the latest developments in the company's accounting and risk position.

e) Ensure that the company and the external auditor adhere to current rules and regulations on the provision of non-audit services, the restrictions placed on the concentration of the auditor's business and, in general, any other requirements in connection with auditors' independence.

Compliant X Partially compliant Explain

43. The Audit Committee should be empowered to meet with any company employee or manager, and even to summon them when no other senior executives are present.

Compliant X Partially compliant Explain

44. The Audit Committee should be notified of transactions leading to structural and corporate changes planned by the company, so that the committee may analyse and report on such plans to the Board of Directors beforehand, in respect of the terms and conditions of the transactions and their impact on the company's accounts, and, in particular, any swap equations proposed.

Compliant X Partially compliant Explain Not applicable

45. The company's control and risk management policy should at least specify:

a) The different types of financial and non-financial risk (operational, technological, legal, social, environmental, political and reputational) to which the company is exposed with the inclusion of contingent liabilities and other off-balance sheet risks among the financial or economic risks.

b) Determining the risk levels the company considers to be tolerable.

c) Measures in place to mitigate the impact of risk events, should they occur.

d) The internal reporting and control systems to be used to control and manage the above risks, including contingent liabilities and off-balance sheet risks.

Compliant X Partially compliant Explain

46. Under the supervision of the Audit Committee, or, where applicable, a specialist board of directors committee, the company should have an internal auditing and risk management unit or department, with the following duties expressly attributed to it:

a) **To ensure the proper functioning of internal control and risk management systems, and in particular, verify that all significant risks affecting the company are properly identified, managed and quantified.**

b) **Take an active part in preparing the risk strategy and in important decisions with regard to the management thereof.**

c) **Ensure that internal control and risk management systems adequately mitigate risks within the framework of the policy set by the Board of Directors.**

Compliant X Partially compliant Explain

47. **Members of the Appointments and Remuneration Committee, or the Appointments Committee and Remuneration Committee, if they are separate committees, should be designated bearing in mind their knowledge, skills and experience, with a view to ensuring that these are appropriate to the duties they will be called upon to perform; the majority of these members should be independent directors.**

Compliant X Partially compliant Explain

48. **Large-cap companies should have separate appointments and remuneration committees.**

Compliant Explain X Not applicable

The Appointments and Remuneration Committee should treat appointments-related issues and remuneration-related issues separately. The experience, specialisation and dedication of its members make the creation of two separate committees with a similar composition ill-advised.

49. **The Appointments Committee should consult with the Chairman of the Board of Directors and the Chief Executive Officer of the company, especially on matters related to executive directors.**

Any board member may submit directorship proposals to the Appointments Committee for its consideration.

Compliant X Partially compliant Explain

50. **The Remuneration Committee should carry out its duties independently, and should have the following duties in addition to those attributed to it by law:**

a) **To propose to the Board of Directors the basic contractual terms and conditions for hiring senior executives.**

b) **Oversee compliance with the remuneration policy set by the company.**

c) **Periodically review the remuneration policy applied to directors and senior management positions, including stock option systems and their application, as well as ensuring that the individual remuneration is in proportion to what is paid to other directors and senior management positions of the company.**

d) **Seek to ensure that any potential conflicts of interest do not jeopardise the independence of the external advice provided to the committee.**

e) **Verify information concerning the remuneration of directors and senior management positions contained in the various corporate documents, including the Annual Report on Directors' Remuneration.**

Compliant X Partially compliant Explain

51. **The Remuneration Committee should consult with the Chairman and chief executive of the company, especially on matters concerning executive directors and senior officers.**

Compliant X Partially compliant Explain

52. **The internal policies and procedures for the composition and operation of the supervisory and control committees should be included in the Board of Directors' Regulations and should be consistent with those applicable to statutory committees according to the above recommendations, including:**

a) **These committees should consist exclusively of non-executive directors and have a majority of independent directors.**

b) **Committees should be chaired by an independent director;**

c) **The Board of Directors should appoint the members of such committees in consideration of the knowledge, aptitudes and experience of its directors and the duties assigned to the respective committee; discuss their proposals and reports; and be accountable for supervising and evaluating their work, which should be reported to the next plenary following a given board meeting.**

d) **The committees may engage the services of external advisers, should they deem it necessary for the discharge of their duties.**

e) **Meeting proceedings should be minuted and a copy of the minutes sent to all board members.**

Compliant X Partially compliant Explain Not applicable

53. **Monitoring of compliance with the corporate governance policy, internal codes of conduct and corporate social responsibility policy should be attributed to one or various board committees, which may be the audit, appointments or corporate social responsibility, where these exist, or another specialist committee set up specifically for that purpose by the Board of Directors in the exercise of its self-organisational powers. The following powers shall be conferred upon said committee(s):**

a) **Supervision of compliance with the company's internal codes of conduct and the corporate governance rules.**

b) Supervision of the communication and shareholder and investor relations strategy, including small and medium-sized shareholders.

c) Periodic evaluation of the adequacy of the company's corporate governance system, to ensure that it fulfils its mission of promoting the company's interests, and, where applicable, that it takes the legitimate interests of other stakeholders into account.

d) The review of the company's corporate social responsibility policy, ensuring that it is oriented towards creating value.

e) Monitoring of the CSR strategy and practice, and evaluation of the degree of compliance thereof.

f) Monitoring and evaluating the company's processes for maintaining relations with the various stakeholders.

g) Evaluation of all matters linked to non-financial risks at the company, including operating, technological, legal, social, environmental, political and reputational risks.

h) Coordination of the process for reporting information of a non-financial nature or concerning diversity issues in conformity with the applicable rules and regulations and generally accepted international standards.

Compliant X Partially compliant Explain

54. The company's CSR policy should include the principles and commitments upheld voluntarily by the company in its relations with the various stakeholders, and should at least identify:

a) The goals of the corporate social responsibility policy and the development of instruments of support.

b) Corporate strategy in relation to sustainability, environmental issues and social issues.

c) Specific practices in the case of matters concerning any of the following: shareholders, employees, customers, suppliers, social issues, environmental issues, diversity issues, fiscal responsibility, human rights and crime prevention .

d) The methods or systems for monitoring the results of adhering to the aforementioned practices, along with the associated risks and their management.

e) The mechanisms to supervise non-financial risks, ethics and business conduct.

f) The company's channels for communication, participation and

dialogue with stakeholders.

g) **Responsible communication practices that avoid manipulating information and safeguard integrity and honour.**

Compliant X Partially compliant Explain

55. **The company should provide information, either in a separate document or as part of its management report, on issues related to corporate social responsibility, using any of the internally accepted methodologies.**

Compliant X Partially compliant Explain

56. **External directors' remuneration should be sufficient to attract and retain the directors with the desired profile, and should sufficiently compensate them for the dedication, abilities and responsibilities that their post entails, but nor should it be so high as to compromise non-executive directors' independence of criteria.**

Compliant X Explain

57. **Variable remuneration schemes linked to the company's performance and personal performance, as well as remuneration comprising the delivery of shares in the company or other companies in the group, share options or rights to shares or other instruments referencing underlying share values, along with long-term savings plans like pension schemes should be confined to executive directors.**

    The delivery of shares as remuneration to non-executive directors may be considered, provided said directors are under obligation to retain them until the end of their tenure. The foregoing shall not apply to certain cases of shares that a director needs to divest in order to meet the costs associated with their acquisition.

Compliant X Partially compliant Explain

58. **In the case of variable remuneration, remuneration policies should include technical safeguards and limits to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of this kind.**

    In particular, the variable components of remuneration should:

a) **Be linked to performance criteria that are pre-determined and measurable and said criteria should consider the risk assumed to obtain the result.**

b) **Promote the company's sustainability and include non-financial criteria that are suitable for creating long-term value, such as compliance with internal rules and procedures in place at the company and with its policies on risk control and management.**

c) **Are configured on the basis of a balance between compliance with short-, medium- and long-term goals, allow ongoing performance-linked remuneration during a sufficient period to appreciate their contribution to the sustainable creation of value, so that the elements to measure this performance do not revolve solely around specific, occasional or one-off events.**

Compliant X Partially compliant Explain Not applicable

59. **Payment of a significant portion of variable remuneration components should be deferred for a sufficient minimum period of time to verify that the previously established performance conditions have been fulfilled.**

Compliant X Partially compliant Explain Not applicable

60. **In the case of remuneration linked to company earnings, deductions should be computed for any qualifications stated in the external auditor's report.**

Compliant X Partially compliant Explain Not applicable

61. **A significant percentage of the variable remuneration of executive directors should consist in the delivery of shares or financial instruments linked to their value.**

Compliant Partially compliant Explain X Not applicable

The remuneration policy approved at the General Shareholders' Meeting of 24 March 2015 for a period of three years allows for the annual variable remuneration to be paid in cash, shares or as an extraordinary contribution to the retirement scheme, with the executive Director required to notify the company in the first half of the year of the percentage of incentive to be paid through each of the aforementioned means.

The executive director has notified the company that he wishes to receive a significant percentage of his variable remuneration through a contribution to his retirement plan.

The company has decided it is not in its interests to change its remuneration policy.

62. **Once the shares, options or rights on shares corresponding to the remuneration systems have been attributed, the directors may not transfer the property of a number of shares equivalent to twice their annual fixed remuneration, and neither may they exercise options or rights until a period of at least three years has elapsed since their attribution.**

    The foregoing shall not apply to certain cases of shares that a director needs to divest in order to meet the costs associated with their acquisition.

    Compliant Partially compliant Explain Not applicable X

63. **Contractual agreements should include a clause allowing the company to claim payment of the variable components of remuneration when performance has failed to match the payment or when these components have been paid based on information which has later proven to be inaccurate.**

    Compliant Partially compliant Explain X Not applicable

Although there is no specific repayment clause in the contract so as to be able to claim repayment of variable remuneration based on the achievement of previously established goals, when such remuneration has been paid as a result of information that has later proven to be clearly inaccurate, and prior measures in place to prevent conflicts of interest, where applicable, it is necessary to note that:

i. The Chairman of the Appointments and Remuneration Committee is empowered to propose to the Board of Directors that variable remuneration be cancelled under such circumstances.

ii. Furthermore, the Appointments and Remuneration Committee shall assess whether this kind of exceptional circumstances may also imply the termination of the relationship with the managers in question and propose appropriate measures to the Board of Directors.

64. Severance payments should not exceed a set amount equivalent to two years of total annual remuneration and must not be paid until the company has been able to verify that the director has fulfilled the previously established performance criteria.

Compliant   Partially compliant   Explain X   Not applicable

The contract between the company and the chief executive is of indefinite duration and does not establish the right to receive severance compensation.

In the event of termination of said contract, the special senior management employment relationship agreed to in 2009, prior to the implementation of this recommendation, shall be reinstated.

In the case of termination of said special senior management relationship by mutual agreement, withdrawal by employer, unfair disciplinary dismissal or void dismissal without reinstatement or through any clauses envisaged in article 10.3 of Royal Decree 1385/1985, the executive shall be entitled to receive the agreed indemnity of three years' salary.

H OTHER INFORMATION OF INTEREST

1. If you consider that there is any material aspect or principle associated with the corporate governance practices adhered to by your company that has not been addressed in this report, and which is necessary to provide a more comprehensive view of the corporate governance structure and practices at the company or group, explain briefly.

2. You may include in this section any other information, clarification or observation associated with the above sections of this report.

   Specifically indicate whether the company is subject to corporate governance legislation from a country other than Spain and, if so, include the compulsory information to be provided, if other than the required information in this report.

3. Also state whether the company voluntarily subscribes to other international, sectorial or ethical principles or standard practices. If applicable, identify the code in question and the date of its adoption. In particular, it comment on whether the Spanish Code of Good Tax Practices of 20 July 2010 was adhered to.

CLARIFICATION NOTE ON SECTION A.2

Fundación Bancaria Caja de Ahorros y Pensiones de Barcelona ("la Caixa") controls Criteria Caixa, S.A.U., which holds 15.02% of the voting rights of Abertis Infraestructuras, S.A. and which, in turn, controls Inversiones Autopistas, S.L. (which holds 7.65% of Abertis Infraestructuras, S.A.).

Inmobiliaria Espacio, S.A. directly owns 100% of Grupo Villar Mir, S.A.U. and indirectly owns 50,398% of Obrascón Huarte Laín, S.A. through Grupo Villar Mir, S.A.U., GVM Debentures Lux 1, S.A. (100%-owned by Grupo Villar Mir, S.A.U.) and Espacio Activos Financieros, S.L.U. (100%-owned by Grupo Villar Mir, S.A.U.). Obrascón Huarte Lain, S.A., owns 100% of OHL Concesiones, S.A.U., which in turn owns 100% of OHL Emisiones, S.A.U.

Fundación Bancaria Caja de Ahorros y Pensiones de Barcelona ("la Caixa") and Trébol Holdings S.à.r.l. have respectively given notice of the sale of 2.86% and 0.96% of their holdings respectively in the context of Abertis's public offer to buy back its own shares.

CLARIFICATION OF SECTION C.1.1

After 31 December 2015, Pablis 21, S.L. represented by Don Manuel Torreblanca Ramírez, resigned from his role allowing the reestructure of the Board of Directors and following up on the Code of Good Governance' recommendations. The Board of Directors has been accepted the revoke and it is composed by 13 members. Furthermore, the Board of Directors expects to reach 15 members, with the appointment, by co-option, of two independent directors.

CLARIFICATION OF SECTION C.1.3

The Board of Directors has moved Salvador Alemany Mas, hitherto in the "other external" category, to the category of proprietary director. This reclassification was based on the information received from Criteria Caixa, S.A.U. which considers Mr. Alemany to be a related party on account of his being a sponsor of Fundación Bancaria Caja de Ahorros y Pensiones de Barcelona ("la Caixa").

CLARIFICATION OF SECTION C.1.12

Miguel Ángel Gutiérrez Méndez is Director in YPF, S.A. (Argentina)

CLARIFICATION OF SECTION C.1.16

The total remuneration corresponds to that received by all the employees considered to be members of senior management in 2015, although some of them were not considered as such at year-end.

CLARIFICATION OF SECTION C.1.45

The number of beneficiaries shown corresponds to the total number of employees who are guaranteed compensation in the event of dismissal in excess of the legally stipulated indemnity.

CODE OF GOOD TAX PRACTICES.

On 25 November 2014, the Board of Directors of Abertis Infraestructuras, S.A. resolved to comply with the Spanish Code of Good Tax Practices drafted in the context of the Foro de Grandes Empresas (Forum of Large Companies) in collaboration with the Agencia Tributaria (Spanish Tax Authority). Said resolution applies to all companies belonging to the taxation group subject to Spanish corporation tax.

This annual corporate governance report was adopted by the Board of Directors at its meeting on 09/02/2016.

List whether any directors voted against or abstained from voting on the approval of this report.

Yes ☐ No X