Abertis Infraestructuras, S.A. and Subsidiaries

Consolidated Financial Statements for the year ended 31 December 2015 and Consolidated 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 consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 29). In the event of a discrepancy, the Spanish-language version prevails.

Deloitte.

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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 consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 29). In the event of a discrepancy, the Spanish-language version prevails.

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

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

Report on the Consolidated Financial Statements

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

Directors' Responsibility for the Consolidated Financial Statements

The Parent's directors are responsible for preparing the accompanying consolidated financial statements so that they present fairly the consolidated equity, consolidated financial position and consolidated results of Abertis Infraestructuras, S.A. and Subsidiaries in accordance with International Financial Reporting Standards as adopted by the European Union and the other provisions of the regulatory financial reporting framework applicable to the Group in Spain (identified in Note 2-a to the accompanying consolidated financial statements) and for such internal control as the directors determine is necessary to enable the preparation of consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation by the Parent's directors of the consolidated 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 consolidated financial statements.

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.

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

Opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated equity and consolidated financial position of Abertis Infraestructuras, S.A. and Subsidiaries as at 31 December 2015, and their consolidated results and their consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and the other provisions of the regulatory financial reporting framework applicable to the Group in Spain.

Report on Other Legal and Regulatory Requirements

The accompanying consolidated directors' report for 2015 contains the explanations which the Parent's directors consider appropriate about the Group's situation, the evolution of its business and other matters, but is not an integral part of the consolidated financial statements. We have checked that the accounting information in the consolidated directors' report is consistent with that contained in the consolidated financial statements for 2015. Our work as auditors was confined to checking the consolidated 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. and Subsidiaries.

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

Iván Rubio

23 February 2016

ABERTIS INFRAESTRUCTURAS, S.A.
AND SUBSIDIARIES

Consolidated Financial Statements and Directors' Report
for the year ended 31 December 2015
(prepared in accordance with International Financial Reporting Standards)

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 consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 29). In the event of a discrepancy, the Spanish-language version prevails.

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ABERTIS INFRAESTRUCTURAS, S.A.
AND SUBSIDIARIES

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 29). In the event of a discrepancy, the Spanish-language version prevails.

Consolidated balance sheets
(in thousands of euros)

	Notes	31/12/2015	31/12/2014 Restated (*)
ASSETS			
Non-current assets			
Property, plant and equipment	7	1,374,973	1,975,598
Goodwill	8	3,816,290	4,562,803
Other intangible assets	8	12,391,892	13,022,372
Investments in associates and joint ventures	9	1,907,300	933,104
Deferred tax assets	18.c	916,603	782,498
Available-for-sale financial assets	10	2,786	2,020
Derivative financial instruments	11	112,953	35,268
Trade and other receivables	12	1,591,209	2,463,373
Non-current assets		**22,114,006**	**23,777,036**
Current assets			
Inventories	-	12,521	18,881
Derivative financial instruments	11	20,028	-
Trade and other receivables	12	1,370,405	1,386,381
Cash and cash equivalents	13	2,222,243	2,242,430
Current assets		**3,625,197**	**3,647,692**
Non-current assets held for sale and discontinued operations	6	-	315,537
Assets		**25,739,203**	**27,740,265**

The accompanying consolidated balance sheet should be read together with the Notes on pages 8 to 223.

(*) Amounts restated as indicated in Note 2.e.

ABERTIS INFRAESTRUCTURAS, S.A.
AND SUBSIDIARIES

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 29). In the event of a discrepancy, the Spanish-language version prevails.

Consolidated balance sheets
(in thousands of euros)

	Notes	31/12/2015	31/12/2014 Restated (*)
EQUITY			
Share capital and reserves attributable to the shareholders of the Company			
Share capital	14.a	2,829,661	2,694,915
Treasury shares	14.a	(1,211,922)	(150,287)
Reserves	14	(223,392)	(134,547)
Retained earnings and other reserves	14	1,866,684	737,858
		3,261,031	**3,147,939**
Non-controlling interests	14.d	**2,088,145**	**2,844,826**
Equity		**5,349,176**	**5,992,765**
LIABILITIES			
Non-current liabilities			
Bond issues and bank borrowings	15	13,323,531	14,726,475
Derivative financial instruments	11	279,007	312,450
Deferred income	16	27,937	34,607
Deferred tax liabilities	18.c	1,437,803	1,621,803
Employee benefit obligations	19	114,032	56,542
Provisions and other liabilities	20	2,070,211	1,800,068
Non-current liabilities		**17,252,521**	**18,551,945**
Current liabilities			
Bond issues and bank borrowings	15	1,783,591	1,668,157
Derivative financial instruments	11	29,704	20,937
Suppliers and other payables	17	634,866	649,007
Current tax liabilities	18.d	262,092	229,580
Employee benefit obligations	19	37,727	36,946
Provisions and other liabilities	20	389,526	474,858
Current liabilities		**3,137,506**	**3,079,485**
Liabilities associated with non-current assets held for sale and discontinued operations	6	-	116,070
Liabilities		**20,390,027**	**21,747,500**
Equity and liabilities		**25,739,203**	**27,740,265**

This consolidated balance sheet should be read together with the Notes on pages 8 to 223.

(*) Amounts restated as indicated in Note 2.e.

ABERTIS INFRAESTRUCTURAS, S.A.
AND SUBSIDIARIES

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 29). In the event of a discrepancy, the Spanish-language version prevails.

Consolidated income statement
(in thousands of euros)

	Notes	2015	2014 Restated (*)
Services	21.a	4,210,180	4,291,598
Other operating income	21.b	147,369	147,474
In-house work on non-current assets	-	19,047	13,144
Other income	21.b	1,476	827
Operating income before infrastructure upgrade revenue		4,378,072	4,453,043
Revenue from infrastructure upgrade services	3.o	478,764	688,589
Operating income		4,856,836	5,141,632
Staff costs	21.c	(680,747)	(574,433)
Other operating expenses	-	(997,157)	(953,439)
Change in operating provisions	-	(6,572)	(15,894)
Change in provisions for non-current receivables	12	(858,502)	-
Changes in asset impairment losses	8	(763,148)	(3,791)
Depreciation and amortisation charge	7/8	(1,134,774)	(1,159,122)
Other expenses	-	(1,906)	(335)
Operating expenses		(4,442,806)	(2,707,014)
Costs relating to infrastructure upgrade services	3.o	(478,764)	(688,589)
Operating expenses		(4,921,570)	(3,395,603)
Profit (loss) from operations		(64,734)	1,746,029
Change in fair value of financial instruments	21.d	33,152	5,823
Gain (loss) on disposals of financial instruments	21.d	-	17,467
Finance income	21.d	306,626	323,658
Finance costs	21.d	(1,455,433)	(1,072,592)
Net financial loss		(1,115,655)	(725,644)
Profit (loss) of companies accounted for using the equity method	9/ 14.c.iii	(40,687)	21,380
Profit (loss) before tax		(1,221,076)	1,041,765
Income tax	18.b	2,338	(355,912)
Profit (loss) from continuing operations		(1,218,738)	685,853
Profit from discontinued operations	6	2,721,012	118,889
Profit for the year		**1,502,274**	**804,742**
Attributable to non-controlling interests	14.c.iii	(377,638)	149,663
Attributable to shareholders of the Company		**1,879,912**	**655,079**
Earnings per share (€/share)			
- basic earnings per share from continuing operations	14.f	(0.91)	0.58
- basic earnings per share from discontinued operations	14.f	2.96	0.12
- diluted earnings per share from continuing operations	14.f	(0.91)	0.58
- diluted earnings per share from discontinued operations	14.f	2.96	0.12

This accompanying consolidated income statement should be read together with the Notes on pages 8 to 223.

(*) Amounts restated as indicated in Note 2.e.

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 29). In the event of a discrepancy, the Spanish-language version prevails.

Consolidated statement of comprehensive income
(in thousands of euros)

	Notes	2015	2014 Restated (*)
Profit for the year		**1,502,274**	**804,742**
Income and expenses recognised directly in equity, transferable to the consolidated income statement:			
Net fair value gains/(losses) (gross of tax) on available-for-sale financial assets		-	-
Transfers to the consolidated income statement		-	6,892
	-	-	6,892
Change in cash flow hedges at Parent and fully consolidated companies		31,388	(118,073)
Transfers to the consolidated income statement		8,908	5,777
	-	40,296	(112,296)
Hedges of net investments in foreign operations at Parent and fully consolidated companies		32,875	(54,323)
Transfers to the consolidated income statement		66,270	20,963
	-	99,145	(33,360)
Cash flow hedges / hedges of net investments in foreign operations at companies accounted for using the equity method	9/14	(8,161)	(4,013)
Translation differences		(332,209)	55,171
Transfers to the consolidated income statement		(43,547)	17,197
	14	(375,756)	72,368
Other	-	(12,028)	(38,487)
Tax effect of income and expense recognised in equity	-	(35,691)	25,588
		(292,195)	(83,308)
Income and expenses recognised directly in equity, not transferable to the consolidated income statement;			
Actuarial gains and losses	19.a	2,219	(5,351)
Tax effect of income and expense recognised in equity		(835)	2,060
		1,384	(3,291)
Other comprehensive income		**(290,811)**	**(86,599)**
Total comprehensive income		**1,211,463**	**718,143**
Attributable to:			
– shareholders of the Parent			
– continuing operations		(927,589)	474,597
– discontinued operations		2,720,073	119,677
		1,792,484	594,274
– non-controlling interests		(581,021)	123,869
		1,211,463	**718,143**

The accompanying consolidated statement of comprehensive income should be read together with the Notes on pages 8 to 223.

(*) Amounts restated as indicated in Note 2.e.

ABERTIS INFRAESTRUCTURAS, S.A.
AND SUBSIDIARIES

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 29). In the event of a discrepancy, the Spanish-language version prevails.

Consolidated statement of changes in equity
(in thousands of euros)

	Share capital, share premium and treasury shares	Reserves	Retained earnings and other reserves	Non-controlling interests	Equity
Notes	14.a	14	14	14.d	
At 1 January 2015	2,544,628	(134,547)	747,083	2,853,155	6,010,319
Changes in accounting policies (see Note 2.e)	-	-	(9,225)	(8,329)	(17,554)
At 1 January 2015 (restated)	2,544,628	(134,547)	737,858	2,844,826	5,992,765
Comprehensive income for the year	-	(88,845)	1,881,329	(581,021)	1,211,463
Final dividend 2014	-	-	(296,441)	(95,767)	(392,208)
2015 interim dividend	-	-	(311,263)	(4,326)	(315,589)
Treasury shares	(1,061,635)	-	(2,004)	-	(1,063,639)
Reimbursement of shareholders' contributions	-	-	-	(41,561)	(41,561)
Capital increase	134,746	-	(134,746)	9,369	9,369
Changes in scope of consolidation and other	-	-	(8,049)	(43,375)	(51,424)
At 31 December 2015	**1,617,739**	**(223,392)**	**1,866,684**	**2,088,145**	**5,349,176**

	Share capital, share premium and treasury shares	Reserves	Retained earnings and other reserves	Non-controlling interests	Equity
Notes	14.a	14	14	14.d	
At 1 January 2014 Restated (*)	2,553,613	(99,963)	1,054,740	3,035,987	6,544,377
Comprehensive income for the year	-	(34,584)	628,858	123,869	718,143
Final dividend 2013	-	-	(282,324)	(93,325)	(375,649)
2014 interim dividend	-	-	(296,441)	(25,564)	(322,005)
Treasury shares	(137,314)	-	(837)	-	(138,151)
Reimbursement of shareholders' contributions	-	-	-	(42,808)	(42,808)
Capital increase	128,329	-	(128,329)	2,207	2,207
Changes in scope of consolidation and other	-	-	(237,809)	(155,540)	(393,349)
At 31 December 2014 Restated (*)	**2,544,628**	**(134,547)**	**737,858**	**2,844,826**	**5,992,765**

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The accompanying consolidated statement of changes in equity should be read together with the Notes on pages 8 to 223.

(*) As indicated in the 2014 consolidated financial statements, the balances at 1 January 2014 of the aforementioned headings were restated considering the adjustments made in accordance with IFRS 10 and IFRS 11. In addition, adjustments made under IFRIC 21, detailed in Note 2.e, were also taken into account.

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 29). In the event of a discrepancy, the Spanish-language version prevails.

Consolidated statements of cash flows
(in thousands of euros)

	Notes	2015	2014 Restated (*)
Net cash flows from operating activities:			
Profit (loss) for the year from continuing operations		(1,218,738)	685,853
Adjustments to:			
Taxes	18.b	(2,338)	355,912
Depreciation and amortisation charge	7/8	1,134,774	1,159,122
Changes in asset impairment losses	7/8	763,148	3,791
Change in provisions for non-current receivables	7/8	858,502	-
Net (gain)/loss on disposals of property, plant and equipment, intangible assets and other assets	-	430	(492)
(Gain)/loss on financial instruments	21.d	(33,152)	(5,823)
Net gain/(loss) on disposals of financial instruments	-	-	(17,467)
Change in provision for pensions and other obligations	-	91,204	10,424
Change in provisions required under IFRIC 12 and other provisions	-	141,006	151,774
Dividend income	21.d	(2,775)	(2,371)
Interest and other income	21.d	(303,851)	(321,287)
Interest and other expenses	21.d	1,455,433	1,072,592
Recognition of deferred income in profit or loss	16	(3,736)	(3,676)
Other net adjustments in profit or loss	12	4,874	(203,277)
Share of results of companies accounted for using the equity method	14.c.iii	40,687	(21,380)
		2,925,468	2,863,695
Changes in current assets/current liabilities:			
Inventories	-	4,908	2,947
Trade and other receivables	-	(19,350)	(11,748)
Derivative financial instruments	-	-	555
Trade and other payables	-	78,328	36,213
Other current liabilities	-	(74,286)	(22,591)
		(10,400)	5,376
Cash flows generated by operations-		**2,915,068**	**2,869,071**
Income tax paid	-	(483,834)	(330,413)
Interest and settlement of hedges paid	-	(946,308)	(925,001)
Interest and settlement of hedges received	-	113,566	147,382
Use of provisions for pensions and other obligations	-	(5,739)	(6,073)
Use of other provisions	-	(65,801)	(29,420)
Other payables	-	(1,005)	(3,908)
Proceeds from / refund of grants and other deferred income	-	488	1,201
Non-current trade and other receivables	-	2,709	40,987
(A) Total net cash flows from operating activities		**1,529,144**	**1,763,826**

The accompanying consolidated statement of cashflow should be read together with the Notes on pages 8 to 223.

(*) Amounts restated as indicated in Note 2.e.

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 29). In the event of a discrepancy, the Spanish-language version prevails.

Consolidated statements of cash flows
(in thousands of euros)

	Notes	2015	2014 Restated (*)
Net cash flows from investing activities:			
Business combinations and changes in scope of consolidation	-	(130,475)	14,259
Net acquisition of investments in associates and joint ventures	9	(23,232)	(1,546)
Proceeds from disposals of investments in associates and/or available-for-sale financial assets	-	-	274,306
Proceeds from disposal of non-current assets	-	3,943	7,907
Purchases of property, plant and equipment, intangible assets and other concession assets	7/8/12	(889,181)	(939,606)
Dividends collected from financial investments, associates and joint ventures	9/21.d/ 25.c	19,978	49,946
Use of provisions required under IFRIC 12	20	(151,129)	(148,802)
Other (1)	-	66,691	(122,892)
Proceeds associated with the discontinuance of the airport and terrestrial telecommunications business	-	2,247,539	221,547
(B) Total net cash flows from investing activities		**1,144,134**	**(644,881)**
Net cash flows from financing activities:			
Proceeds from borrowings in the year	15	1,991,258	1,430,851
Repayment of borrowings in the year	15	(2,788,350)	(2,583,916)
Dividends paid to shareholders of the Parent (net of dividends paid corresponding to treasury shares)	-	(578,848)	(578,765)
Treasury shares	-	(1,061,635)	(137,314)
Distribution of share premium/payments to non-controlling interests	14	(116,962)	(160,899)
Capital increase/collections of non-controlling interests (2)	14	119,022	-
(C) Total cash flows from financing activities		**(2,435,515)**	**(2,030,043)**
(D) Effect of exchange rate changes		**(167,059)**	**5,100**
Net (decrease)/increase in cash and cash equivalents from continuing operations (A)+(B)+(C)+(D)		**70,704**	**(905,998)**
Cash and cash equivalents from continuing operations at beginning of year		2,242,430	3,043,387
Cash and cash equivalents transferred to "Non-current assets held for sale and discontinued operations"	-	(90,891)	105,041
Cash and cash equivalents from continuing operations at end of year	**13**	**2,222,243**	**2,242,430**
Net (decrease) / increase in cash and cash equivalents from discontinued operations	**6**	**(160,120)**	**80,071**
Cash and cash equivalents from discontinued operations at beginning of year		69,229	94,199
Cash and cash equivalents transferred to "Non-current assets held for sale and discontinued operations"		90,891	(105,041)
Cash and cash equivalents from discontinued operations at end of year	**6**	**-**	**69,229**

The accompanying consolidated statement of cashflow should be read together with the Notes on pages 8 to 223.

(*) Amounts restated as indicated in Note 2.e.

(1) In 2015, includes receivable from insurers relative to the partial claim on the Amazonas-4A satellite (see Note 12.v) and, in 2014, includes payment of deposit detailed in Note 9.ii.

(2) In 2015, includes the balance receivable from the other shareholder of Partícipes (see Note 12.v).

Translation of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group in Spain (see Notes 2 and 29). In the event of a discrepancy, the Spanish-language version prevails.

NOTES TO THE 2015 CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

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

In the first half of 2015, the Parent changed its corporate purpose in accordance with the business lines in which the Group currently operates. **Abertis'** corporate purpose consists of the construction, maintenance and operation (or simply the maintenance and operation) of toll roads under concession; the management of toll road concessions in Spain and abroad; the construction of road infrastructure; 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 and/or telecommunications infrastructure 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 Parent may fulfil its corporate purpose, especially its concession activity, directly or indirectly through its shareholdings in other companies, subject, in this respect, to the legal provisions in force at any given time.

Abertis is the Parent of a group of companies mainly engaged in the management of mobility and communications infrastructure operating in two sectors: toll-road and telecommunications concessions.

The detail of the Parent's subsidiaries, joint ventures and associates at 31 December 2015 is set out in Appendices I, II and III, respectively.

Lastly, Note 27.c includes information on the Group's most significant concession arrangements.

2. BASIS OF PRESENTATION

a) Basis of presentation

The consolidated financial statements of Abertis Infraestructuras, S.A. and Subsidiaries for the year ended 31 December 2015 were authorised for issue by the Directors of the Parent at a meeting of the Board of Directors held on 23 February 2016 on the basis of the accounting records kept by the Parent and the other companies that make up the Group.

These consolidated financial statements were prepared accordance with the regulatory financial reporting framework applicable to the Group set forth in the International Financial Reporting Standards ("IFRSs") as adopted by the European Union, taking into account all of the obligatory accounting principles and rules and measurement bases, the Spanish Code of Commerce, the Spanish Limited Liability Companies Law, the Securities Market Act and other applicable company law, and the regulations of the Spanish National Securities Market Commission ("CNMV"). Accordingly, they present fairly the equity and financial position of the **Abertis** Group at 31 December 2015 as well as the results of its operations, the changes in consolidated equity and the consolidated cash flows in the year then ended.

Since the accounting policies and measurement bases used in preparing the Group's consolidated financial statements at 31 December 2015 may differ from those used by certain Group companies, the required adjustments and reclassifications were made on consolidation to unify the policies and methods used and to make them compliant with EU-IFRSs.

In order to present the various items that make up the consolidated financial statements on a consistent basis, the accounting policies and measurement bases used by the Parent were applied to all the companies included in the scope of consolidation.

The consolidated financial statements of **Abertis** together with its separate financial statements and the separate and/or consolidated financial statements of the subsidiaries and subgroups of the Group will be submitted at their respective General Shareholders' Meetings or to the Sole Shareholder or Sole Director within the legally established period. The Directors of **Abertis** expect these financial statements to be approved without significant changes.

The consolidated financial statements of the Group for the year ended 31 December 2014 were approved at the Shareholders' Meeting of the Parent held on 24 March 2015.

b) Adoption of IFRSs

The consolidated financial statements of **Abertis** are presented in accordance with the International Standards of Financial Reporting, in conformity with the terms set forth by Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of 19 July 2002. In Spain, the obligation to present consolidated financial statements under EU-approved IFRSs is also regulated by Final Provision Eleven of Law 62/2003, of 30 December, on tax, administrative, labour and social security measures.

The main accounting policies and measurement bases applied by **Abertis** are presented in Note 3.

i) Standards and interpretations effective in 2015

The new accounting standards detailed below entered into force in 2015:

New standards, amendments and interpretations		**Mandatory application for annual periods beginning on or after:**
IFRIC 21 Levies (issued in May 2013)	Guidance on when to recognise a liability for levies imposed by government authorities	17 June 2014 [1] (1 January 2015 for **Abertis**)
Improvements to IFRSs 2011-2013 Cycle (issued in December 2013)	Minor amendments to certain standards	1 July 2014 (1 January 2015 for **Abertis**)
Amendments to IAS 19 Defined Benefit Plans: Employee Contributions (issued in November 2013)	The amendment allows employee contributions to be deducted from service costs in the same period in which they are paid, providing certain requirements are met	1 February 2015 [2] (1 January 2016 for **Abertis**)
Improvements to IFRSs 2010-12 Cycle (issued in December 2013)	Minor amendments to certain standards	1 February 2015 [2] (1 January 2016 for **Abertis**)

(1) The European Union endorsed IFRIC 21 (EU Journal 14 June 2014), changing the original date of entry into force established by the IASB from 1 January 2014 to 17 June 2014.

(2) The initial date of entry into force set by the IASB for these standards was on or after 1 July 2014. However, with their adoption by the EU, their application was delayed until twelve-month periods starting on or after 1 February 2015, which, for the purposes of **Abertis**, means they will be applied on or after 1 January 2016.

The Group has applied the aforementioned standards and interpretations since their entry into force on 1 January 2015. Such standards and interpretations have not significantly affected the Group. Note 2.e details the effect of applying these standards.

ii) Standards and interpretations issued but not yet effective

At the date of authorisation for issue of these consolidated financial statements, the following standards, amendments and interpretations had been issued by the IASB but had not yet become effective, either because their effective date is after the date of the consolidated financial statements or because they had yet to be adopted by the European Union:

New standards, amendments and interpretations		Mandatory application for annual periods beginning on or after:
Approved for use in the European Union		
Amendments to IAS 1: disclosure initiative (issued in December 2014)	Various clarifications concerning disclosures (material nature, aggregation, order of notes, etc.)	1 January 2016
Amendments to IAS 16 and IAS 41 Agriculture: Bearer Plants (issued in June 2014)	Bearer plants will now be recognised at cost, instead of at fair value	1 January 2016
Amendments to IAS 16 and IAS 38 Acceptable Methods of Depreciation and Amortisation (issued in May 2014)	Clarifies acceptable methods of depreciation of property, plant and equipment and amortisation of intangible assets, which do not include those based on revenues.	1 January 2016
Amendments to IAS 27 Equity Method in Separate Financial Statements (issued in August 2014)	An investor may now be accounted for using the equity method in separate financial statements	1 January 2016
Amendments to IFRS 11 Accounting for Acquisitions of Interests in Joint Operations (issued in May 2014)	Specifies how to recognise acquisitions of interests in a joint operations whose activity constitutes a business.	1 January 2016
Improvements to IFRSs 2012-2014 Cycle (issued in September 2014)	Minor amendments to certain standards	1 January 2016
Not approved for use in the European Union		
IFRS 9 Financial Instruments (last phase issued in July 2014)	Replaces the requirements for the classification, measurement, recognition and derecognition of financial assets and liabilities, hedge accounting and impairment under IAS 39.	1 January 2018
IFRS 15 Revenue from Contracts with Customers (issued in May 2014)	New standard for recognising revenue (replaces IAS 11, IAS 18, IFRIC 13, IFRIC 15, IFRIC 18 and SIC 31)	1 January 2018
IFRS 16 Leases (issued in January 2016)	New lease standard that supersedes IAS 17. Lessees will include all leases on the balance sheet as if they were financed purchases	1 January 2019
Amendments to IFRS 10 and IAS 28 Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (issued in September 2014)	Clarification regarding the results of these transactions if they are businesses or assets	No specified date
Amendments to IFRS 10, IFRS 12 and IAS 28: investment entities (issued in December 2014)	Clarifications on the consolidation exception of investment entities.	1 January 2016

The application of new standards, amendments and interpretations will be considered by the Group once they have been ratified and approved by the European Union, as applicable. The Parent's Directors have, nevertheless, evaluated the potential impact of a future application of these standards, and consider that their entry into force will not have a material impact on the Group's consolidated financial statements.

c) Functional currency

These consolidated financial statements are presented in the functional currency of the Group, the euro, as this is the currency of the primary economic area in which the Group operates.

d) Responsibility for the information provided and accounting estimates and judgements made

The preparation of the consolidated financial statements under IFRSs requires Management to make certain accounting estimates and judgements. These are continuously evaluated and are based on historical experience and other factors, including expectations of future events considered reasonable under the circumstances. Although the estimates used were based on the best information available at the date of authorisation for issue of these consolidated financial statements, in accordance with IAS 8, any change to estimates in the future would be applied prospectively from that time, and the effect of the change in the estimates would be recognised in the consolidated income statement for the period in question.

The main estimates and judgements considered in preparing the consolidated financial statements are as follows:

- Useful life of property, plant and equipment and intangible assets (see Notes 3.a and 3.b)
- Assumptions used in the impairment tests to determine the recoverable amounts of goodwill and other non-financial assets (see Notes 3.c, 7, 8 and 9).
- Estimates of the recoverable value of financial assets related to concession arrangements held by the Group, especially the balance related to RD 457/2006 (see Note 3.d and 12).

- Fair value of the derivative financial instruments, available-for-sale financial assets or other financial instruments (see Notes 3.d, 3.e, 10 and 11).
- Estimates of the various phases of the concession arrangements in determining the provisions under IFRIC 12 (see Notes 3.n and 20).
- Evaluation of litigation, provisions, obligations, assets and contingent liabilities at year-end (see Notes 10 and 22).
- Assumptions used in determining liabilities for pension obligations and other obligations to employees (see Notes 3.l and 19).
- Estimate of income tax expense and the recoverability of deferred tax assets (see Notes 3.k and 18).
- Fair value of assets and liabilities in business combinations (see Note 5).
- Impact of changes in the Group's scope of consolidation (see Notes 5 and 6).

The consolidated financial statements were prepared on the basis of historical cost, except in the cases specifically mentioned in these Notes, such as those items measured at fair value, which are mentioned in Notes 3.d.i and 4.b.

The consolidated financial statements have been prepared on the principle of consistency in recognition and measurement. When a new standard amending existing measurement bases becomes applicable, it is applied in accordance with the transition criterion provided in the standard.

Certain amounts in the consolidated income statement and the consolidated balance sheet were grouped together for the sake of clarity. These items are disclosed in the Notes to the consolidated financial statements.

The distinction presented in the consolidated balance sheet between current and non-current items was made on the basis of whether the assets and liabilities fall due within one year or more.

In addition, the consolidated financial statements include all disclosures considered necessary for their correct presentation under company law in force in Spain.

Lastly, the figures included in all the consolidated financial statements (consolidated balance sheet, consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows) and the notes to the consolidated financial statements are expressed in thousands of euros, unless explicitly stated in millions of euros.

e) Comparative information

Pursuant to IFRSs, the information relating to the year ended 31 December 2014 contained in these consolidated financial statements for 2015 is presented solely for comparison purposes. Thus, the Group's comparative information was restated as follows:

- The consolidated income statement (and its respective disclosures), the statement of comprehensive income and the consolidated cash flow statement of the 2014 comparative period were restated. This was due, on the one hand, to the classification of the terrestrial telecommunications business line as a discontinued operation under IFRS 5 (see Note 6) and, on the other, to the adoption, with retroactive effect from 1 January 2014, of IFRIC 21 (which had no impact on the profit attributable to shareholders of the Parent at 31 December 2014).
- The consolidated balance sheet for the year ended 31 December 2014 was restated as a result of the adoption, with retroactive effect from 1 January 2014, of IFRIC 21, which had an adverse effect of EUR 17,554 thousand on the Group's consolidated equity (EUR 9,225 thousand on equity attributable to the shareholders of the Parent and EUR 8,329 thousand on equity attributable to non-controlling interests).

f) Materiality

In deciding what information to disclose in the Notes on the various items of the financial statements or other matters, the Group assessed materiality in relation to the 2015 consolidated financial statements.

g) Consolidation principles

i) Methods of consolidation

Subsidiaries

Subsidiaries are all entities whose financial and operating policies **Abertis** directly or indirectly controls and over whose relevant activities it exercises power, while maintaining exposure or rights to variable returns of the investment and the ability to use this power over the investee to affect the amount of the investor's returns. This is generally accompanied by an ownership interest of more than half of an entity's voting rights. Additionally, in order to assess whether **Abertis** controls another entity, the existence and effect of potential voting rights that are currently exercisable or convertible are also considered. Subsidiaries are consolidated as from the date on which control passes to **Abertis** and they are deconsolidated on the date on which control ceases to exist.

Subsidiaries are fully consolidated.

In this respect, at 31 December 2015 and 2014, the Group fully consolidated the companies Grupo Concesionario del Oeste, S.A. (**Gco**) and Autopistas del Sol, S.A. (**Ausol**) over which it exercises effective control despite directly holding 50% or less of the dividend rights. Specifically, it exercises effective control over **Gco** as a result of the latter's structure and shareholder structure, which gives it the majority of the voting rights, and, in accordance with applicable accounting rules, it holds de facto control over **Ausol** as a result of its structure, shareholder structure and the historic quorums of its shareholders' meetings.

Abertis exercises effective control over the subgroup of which the consolidated company Arteris, S.A. (**Arteris**), is the parent, given that **Abertis** exercises effective control over the consolidated company Partícipes en Brasil, S.A. (**Partícipes**) which holds a 69.3% interest in Arteris, S.A., which has not changed since 31 December 2014, through its holding of a 51% interest in the latter and by virtue of an agreement entered into with the other venturer in the company giving it decision-making capacity over relevant activities. Accordingly, **Partícipes**, as the majority shareholder, is entitled to appoint most of the members of the Board of Directors of **Arteris**, and consequently exercises control over the latter.

With regard to the interest in Túnels de Barcelona i Cadí, Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**), **Abertis** has exercised effective control over it since November 2015 having attained a 50.01% interest following the acquisition of an additional 15.01% (see Note 2.h) and by virtue of an agreement entered into with the other venturer in the company. This gives **Abertis** decision-making capacity over relevant activities.

Lastly, in relation to the interest in Infraestructura Dos Mil, S.A. (**I2000**), **Abertis** held at the start of 2014, in accordance with the company's bylaws, the power to appoint most of the members of its Board of Directors and to exercise effective control over the subgroup of which i2000 is the Parent. Following the acquisition in February 2014 this year of an 8.59% additional interest (see Note 2.h), Abertis position of control was strengthened and it holds more than 50% of the shares. As indicated in Note 2.h, **Abertis** has attained a 100% shareholding this year.

Appendix I to these Notes provides details on all the subsidiaries included in the scope of consolidation at 31 December 2015.

Joint ventures (jointly controlled entities)

Joint ventures (jointly controlled entities) have a contractual arrangement with a third party to share control of their activity; and the strategic financial and operating decisions related to that activity require the unanimous consent of the parties that share control.

The Group's interests in jointly controlled entities are accounted for in accordance with IFRS 11 using the equity method and as indicated below under *"Associates"* (until the adoption of the aforementioned standard in 2014, the Group chose to proportionately consolidate these entities).

Appendix II to these Notes provides information on the joint ventures (jointly controlled entities) accounted for using the equity method at 31 December 2015.

Associates

An associate is a company over which **Abertis** exercises significant influence and with which it has a long-term relationship that fosters and influences Abertis' business even though it has a small representation in the management and control bodies. Along with this representation, the Group generally holds between 20% and 50% of the company's voting rights, unless it can be clearly demonstrated that such influence does not exist or unless Abertis holds less than 20% of those rights and it can be clearly demonstrated that said influence does exist.

Investments in associates are accounted for using the equity method, and are initially recognised at cost. **Abertis'** investments in associates include, as per IAS 28, goodwill (net of any accumulated impairment losses) identified in the acquisition, and are recognised under "Investments in associates and joint ventures" in the consolidated balance sheet.

In the case of associates acquired in stages, IAS 28 does not specifically define how to determine the cost of the acquisition. Therefore, the Group interprets the cost of an investment in an associate acquired in stages to be the sum of the amounts paid at each acquisition plus the share of the profits and other changes in shareholders' equity less any impairment that may have arisen.

Thereafter, **Abertis'** share of the profit (loss) and reserves of associates is recognised in the consolidated income statement and as consolidation reserves (other comprehensive income), respectively, with the value of the shareholding as the balancing entry in both cases. Dividends received and/or accrued after acquisition are adjusted against the amount of the investment.

If the Group's share of the losses of an associate is equal to or greater than the value of its financial investment, including any other outstanding account receivable not guaranteed, further losses will not be recognised unless obligations have been incurred, guarantees have been furnished or payments have been made on behalf of the associate.

Appendix III to these Notes provides details on the associates accounted for using the equity method at 31 December 2015.

ii) Standardisation of timing and valuation

The reporting periods for all companies included in the scope of consolidation end on 31 December. For the purposes of the consolidation process, the respective financial statements prepared under IFRS principles were used. In accordance with current legislation, these companies present either separate financial statements or consolidated financial statements of the subgroups of which they are the parent, in accordance with the standards applicable in their country of origin.

The measurement bases applied by the Group companies are largely consistent. However, where necessary, adjustments were made to standardise the measurement bases and ensure that the accounting policies of the companies included in the scope of consolidation were uniform with the policies adopted by the Group.

iii) Differences on first-time consolidation

The subsidiaries acquired by the Group are accounted for using the acquisition method in accordance with IFRS 3. Acquisition cost is the fair value of the assets acquired and the equity instruments issued, and of the liabilities incurred or assumed at the acquisition date, plus any asset or liability resulting from a contingent consideration arrangement. Costs that are directly attributable to the transaction are recognised directly in the consolidated income statement for the year in which the transaction takes place.

The identifiable assets acquired, and the liabilities and contingent liabilities assumed in a business combination, including any non-controlling interests, are initially recognised at their fair value at the acquisition date. For each business combination, the Group may elect to recognise any non-controlling interest in the acquiree at fair value or according to the proportionate share of the non-controlling interest in the acquiree's net identifiable assets.

The excess over the fair value of the net assets identified in the transaction is recognised as goodwill arising on consolidation, which is allocated to the respective cash-generating unit (CGU).

Abertis makes a provisional allocation of the purchase price for the business combination at the acquisition date; this initial assessment is reviewed, as appropriate, within 12 months from the date control is obtained.

The resulting goodwill is allocated to the various CGUs expected to benefit from the business combination’s synergies, regardless of any other acquired assets and liabilities allocated to these CGUs or groups of CGUs.

However, if the acquisition cost is below the fair value of the acquiree's net assets, such as in a bargain purchase, the difference is recognised as a gain directly in the consolidated statement of comprehensive income.

Goodwill arising on consolidation is not systematically amortised and is subject to an annual impairment test, as indicated in Note 3.c.

In a business combination achieved in stages, when control is obtained, the assets and liabilities of the business acquired, including any previously held interest, must be remeasured at fair value. Any resulting gain or loss with respect to previously recognised assets and liabilities must be recognised in the consolidated income statement.

In the case of acquisitions of associates in stages, goodwill is calculated for each acquisition based on the cost and the share of the fair value of the net assets acquired on each acquisition date.

As indicated in Note 2.g.i, goodwill relating to acquisitions of associates and joint ventures is included as an increase in the value of the respective investment and recognised in accordance with Note 3.b.iii.

iv) Elimination of inter-company transactions

Inter-company transactions and balances are eliminated, as are unrealised gains vis-à-vis third parties on transactions between or among Group companies. Unrealised losses are also eliminated, unless there is evidence of an impairment loss on the transferred asset.

Gains and losses from transactions between the Group and its associates and joint ventures are recognised in the Group's financial statements only to the extent that they arise from the interests of other investors in associates and joint ventures not related to the investor.

v) Transactions with non-controlling interests

Transactions with non-controlling interests are recognised as transactions with the Group's equity holders. Accordingly, in purchases of non-controlling interests, the difference between the consideration paid and the proportionate share of the carrying amount of the net assets of the subsidiary is taken to equity. Gains or losses on the disposal of non-controlling interests are also recognised in the Group's equity.

If the Group ceases to exercise significant influence or control, the investment retained is remeasured at its fair value and any gain or loss relative to the previously recognised investment is taken to the consolidated income statement for the year. In addition, any amount previously recognised under other comprehensive income in the statement of comprehensive income in relation to this entity is accounted for as if the Group had directly sold all the related assets and liabilities. Should this occur, the amounts previously recognised under other comprehensive income would be reclassified to the consolidated income statement for the year. If the decrease in the investment in an associate does not imply a loss of significant influence, the proportional share previously recognised in other comprehensive income is reclassified to the income statement.

vi) Translation of financial statements denominated in foreign currencies

The financial statements of the foreign companies, none of which operate in a hyperinflationary economy, presented in a functional currency (that of the main economic area in which the entity operates) other than the presentation currency of the consolidated financial statements (the euro), are translated to euros using the year-end exchange rate method, according to which:

- Equity is translated at the historical exchange rate.
- Items in the income statement are translated using the average exchange rate for the period as an approximation of the exchange rate at the transaction date.
- The other balance sheet items are translated at the year-end exchange rate.

As a result, exchange differences are included under "Reserves – Translation differences" in equity in the consolidated balance sheet.

The Group, using official figures provided by the Argentine government, considers that the assumptions of a hyperinflationary economy set out in IAS 29 do not apply to the translation of **Gco** and **Ausol**.

vii) Other

Currency translation differences arising from the translation of a net investment in a foreign operation and from loans and other instruments in a currency other than the euro designated as hedges of those investments are recognised in equity. When the investment is sold, any exchange differences are recognised in the consolidated income statement as part of the gain or loss on the sale.

Adjustments to goodwill and to fair value arising from the acquisition of a foreign operation are considered assets and liabilities of the foreign operation and are translated using the year-end exchange rate.

h) Changes in the scope of consolidation

The most significant changes in the scope of consolidation of the Group in 2015 were as follows:

- On 26 March 2015, the investee Cellnex Telecom, S.A. (Cellnex, formerly Abertis Telecom Terrestre, S.A.U.), through Cellnex Italia, S.r.L (formerly Smartowers Italy, S.r.L), acquired 90% of the share capital of the Italian company Galata, S.p.A. (Galata) from Wind Telecomunicazioni, S.p.A., which had been formed for this purpose, for a total of EUR 693 million.

  Following the acquisition, Galata became fully consolidated in the **Abertis** Group on 26 March 2015, such that the assets acquired with Galata are part of the terrestrial telecommunications businesses that, as detailed in Note 6, were subsequently discontinued for tax purposes on 30 April 2015 along with the rest of the assets and liabilities in the Cellnex subgroup.

- As indicated in Note 6, on 18 May 2015, 60% of Cellnex's shares were placed with institutional investors, together with an additional 6% relating to the exercise of the call option granted to placing entities. The aforementioned floatation of Cellnex shares constitutes a partial divestment of the terrestrial telecommunications business and the consequent loss of control by **Abertis**. Therefore, the remaining 34% interest held is accounted for using the equity method starting in May 2015 (see Note 9).

- On 17 July 2015, **Abertis,** (acting through its wholly owned Chilean subsidiary Abertis Autopistas Chile S.A.), completed the acquisition, from Fondo de Inversión Público Penta Las Américas Infraestructura I and Fondo de Inversión Público Penta Las Américas Infraestructura II, of 50% less 1 share of the share capital of Infraestructura Dos Mil, S.A. (**I2000** which, in turn, owns all the shares of Sociedad Concesionaria Autopista los Libertadores, S.A. and of Sociedad Concesionaria Autopista del Sol, S.A.), for 93,530 million Chilean pesos (approximately EUR 133 million). As a result of the acquisition, **Abertis** indirectly owns all the shares of I200 and, consequently, all the shares of Autopista los Libertadores and Autopista del Sol. This operation was recorded as a transaction with non-controlling interests given that **Abertis'** control over the subgroup (see Note 14.c) did not change.
- On 13 November 2015, the wholly owned investee Infraestructures Viàries de Catalunya, S.A. Concessionària de la Generalitat de Catalunya (**Invicat**) acquired an additional 15.01% of the share capital of Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**) from Infravías, S.L. for EUR 35.3 million.

  Following this acquisition and the shareholders' agreement with the other venturer of **Túnels**, **Abertis** became the majority and controlling shareholder of this company with a 50.01% interest, which is now fully consolidated, whereas previously it was accounted for using the equity method. Given that this is a "step acquisition", the Group remeasured its previously held equity interest in **Túnels** and recognised its previous 35% interest at its fair value at the date of the takeover, with a EUR 44 million net revaluation of the assets and liabilities previously held taken to the consolidated income statement for the year (see Note 5).
- In 2015, the consolidated company Holding d'Infrastructures de Transport, S.A.S. (**Hit**) distributed among its shareholders all the investments held in the subsidiary Sanef ITS Technologies, S.A.S (**Sanef ITS**, parent of a subgroup of companies engaging in telematic activities with regard to toll collection). As a result, **Abertis** became the direct holder of 52.55% of the shares of **Sanef ITS** (which it had previously held indirectly). Subsequently, on 6 May 2015, **Abertis** completed the acquisition of the minority interest (47.45%) of **Sanef ITS** for EUR 20 million, giving **Abertis** a 100% stake in **Sanef ITS**. This operation was recorded as a transaction with non-controlling interests given that **Abertis'** control over the subgroup (see Note 14.c) did not change.

The summary of these changes, and the detail of other changes in 2015 without a significant impact, is as follows:

Name of the company	Company with direct shareholding and % acquired/maintained		Consolidation method	Date	Cost/ Sale amount (Millions of euros)	% Abertis acquired/ sold	% Abertis 31.12.15
Acquisitions:							
Galata, S.p.A [1]	Smartowers Italy, S.r.L	90%	Discontinued asset/ Investment	26.03.15	693	90%	30.6%
Sanef ITS Technologies [2]	Abertis	47.45%	Full	06.05.15	20	100%	100%
Infraestructura Dos Mil, S.A. (I2000)	Abertis Autopistas Chile S.A.	100%	Full	17.07.15	133	50% (-1 share)	100%
Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. (Túnels)	I. Viàries de Catalunya, S.A. Concessionària de la Generalitat de Catalunya (Invicat)	50.01%	Full	13.11.15	35	15.01%	50.01%
Additions:							
Operadora Sol, SpA	Infraestructura Dos Mil, S.A. (I2000)	100%	Full	09.02.15	1	50% (+1 share)	100%
Operadora Libertadores, SpA	Infraestructura Dos Mil, S.A. (I2000)	100%	Full	09.02.15	1	50% (+1 share)	100%
Cellnex Italia, S.r.L (formerly Smartowers Italy, S.r.L.)	Cellnex Telecom, S.A.	100%	Full	19.02.15	695	100%	34%
Québec Inc.	Sanef ITS, SAS	100%	Full	14.04.15	-	100%	100%
Arteris Participações, S.A.	Arteris Brasil, S.A.	100%	Full	11.11.15	24	100%	35.34%
ITS TAG Ltd.	Sanef ITS, SAS	100%	Full	21.12.15	-	100%	100%
Disposals:							
Desarrollo de Concesiones Aeroportuarias, S.L. (Dca) [3]	Abertis Airports	100%	Discontinued asset	20.04.15	177	100%	-
Cellnex Telecom, S.A. (formerly Abertis Telecom Terrestre) [1]	Abertis	100%	Discontinued asset/ Investment	07.05.15	2,141	66%	34%
Disposals:							
Abertis (Australia) Holdings Pty Limited	Abertis	100%	Full	09.02.15	-	100%	-
TBI Airport Holdings [3]	TBI Ltd.	100%	Full	09.12.15	-	100%	-
TBI (US) Holdings [3]	TBI Ltd.	100%	Full	09.12.15	-	100%	-

(1) Asset associated with the terrestrial telecommunications business that was discontinued in 2015 (see Note 5 and Note 6 ii).

(2) At year-end 2014, **Abertis** already held a 52.55% indirect interest through its subsidiary Holding d'Infrastructures de Transport, S.A.S (**Hit**). In the first half of 2015, it had acquired a 47.45% share held by the non-controlling interests (see Note 14.d).

(3) Assets associated with the airport business that was discontinued in prior years (see Note 6.i).

(*) In addition, the percent interest held in the associate Bip&Drive, S.A. went from 50% to 35% at year-end 2015 following several capital increases by the company that have not been subscribed by **Abertis**.

In addition, the following transactions were carried out in 2015 between consolidated companies, for which reason they had no impact on these condensed consolidated interim financial statements:

Selling/spun-off company	Buying/resulting company	Comments	Date
Disposals:			
Sociétés des Autoroutes du Nord-Est de la France, S.A. (**Sanef**)	Sanef ITS Technologies, S.A.S.	Sale of the shareholding of Santoll, Trans-Canada Flow Tolling Inc, V-Flow Tolling, Sanef ITS Operations Ireland, Sanef Tolling and Sanef Operations Limited UK by **Sanef**.	Various purchase and sales between January and April 2015
Abertis Infraestructuras, S.A.	Participes en Brasil, S.A.	Sale of 100% of the shareholding of Partícipes en Brasil II, S.L. (formerly Abertis México, S.L.) by **Abertis**.	11/12/15

In addition to the transactions indicated in the foregoing table, in 2015 the Group carried out a restructuring process in order to simplify the Group's structure through various purchase and sale operations of investments and mergers. This process involved the liquidation by absorption of Ladecon, S.A., Abertis Autopistas Chile Ltda., Abertis Infraestructuras Chile II SpA, Abertis Infraestructuras Chile III SpA and Abertis Autopistas Chile II SpA and did not have an effect on equity within the **Abertis** Group.

The following changes in the scope of consolidation took place in 2014 and had a material impact on the 2014 financial statements:

- **Abertis** acquired from Capital Riesgo Global, S.A. (a company in the Santander Group) all of the shares of Infraestructuras Americanas, S.L.U. (**IA**), which owns 42.3% of the consolidated company Inversora de Infraestructuras, S.L. (**Invin**), for EUR 295 million to be paid in August 2019 (EUR 256 million, at its value at the acquisition date).

  Abertis thereby directly obtained 100% of the subgroup of which the parent is **Invin** (over which **Abertis** already exercised control through its previous 57.7% shareholding). Accordingly, the transaction was recorded as a transaction with non-controlling interests given that the position of control over the subgroup over which **Invin** is the parent did not change.

- **Abertis** acquired from MetLife Chile Seguros de Vida, S.A. and MetLife Chile Inversiones Limitada an additional 8.59% interest in Infraestructura Dos Mil, S.A. (**I2000**) for 13,131 million Chilean pesos (approximately EUR 17 million). This transaction gave **Abertis** more than 50% of this company, further strengthening its position of control. Accordingly, the transaction was recorded as a transaction with non-controlling interests given that the position of control over the subgroup over which **I2000** is the Parent did not change.

- **Abertis** acquired an additional 6% of Autopistas Metropolitanas de Puerto Rico, Llc. (Metropistas) from investment funds managed by Goldman Sachs for USD 43.6 million, (**Metropistas**) for USD 43.6 million (approximately EUR 32 million), after which **Abertis** became the majority and controlling shareholder of this company with a 51% interest. It is now fully consolidated, whereas previously it was accounted for using the equity method. **Metropistas** was formed by the consortium established by **Abertis**, after the bid to manage these toll roads for a period of 40 years was awarded in October 2011. Consequently, the purchase of an additional 6% was based on the values used at the time the company was formed, and therefore its assets and liabilities were included at their previous values, without considering the control premium that was paid. These values are considered to already reflect the fair value of the concession assets.
- On 27 May 2014, **Abertis** acquired all of the share capital of the Italian company TowerCo, S.p.A. (**TowerCo**) for a total of EUR 94.6 million from Atlantia, S.p.A., after having reached, through its consolidated company Abertis Telecom Terrestre, S.L. (currently Cellnex Telecom, S.A.), the corresponding purchase agreement with Atlantia, S.p.A.
- On 27 November 2014 Tradia Telecom, S.A.U. (indirectly 100%-owned by **Abertis**) completed the acquisition from CaixaBank (related party) of 8.98% of the share capital of the Spanish company Adesal Telecom, S.L. (**Adesal**) for EUR 1.2 million.

  Following the aforementioned acquisition and the prior amendment to the shareholders' agreement, **Abertis** became the majority and controlling shareholder of this company with a 60.1% interest. It is now fully consolidated, whereas previously it was accounted for using the equity method. Consequently, given that this is a "step acquisition", the Group remeasured its previously held equity interest in **Adesal**. Its previous 51.1% interest was recognised at its fair value at the date of the takeover, with a EUR 198 thousand net revaluation of the assets and liabilities previously held taken to the consolidated income statement for the year.

These changes, as well as the detail of other changes in 2014 not having a significant impact, are summarised as follows:

Name of the company	Company with direct shareholding and % acquired/maintained		Consolidation method	Date	Cost/ Impact (Millions of euros)	% Abertis acquired/sold	% Abertis 31/12/14
Acquisitions:							
Infraestructuras Americanas, S.L.U.	Abertis	100%	Full	17/09/14	256	100%	100%
Tower Co, S.p.A	Abertis Telecom Terrestre	100%	Full	27/05/14	95	100%	100%
Infraestructura Dos Mil, S.A. (I2000)	Abertis Autopistas Chile Ltda.	8.59%	Full	10/02/14	17	8.59%	50% (+1 share)
Autopistas Metropolitanas de Puerto Rico, Llc (Metropistas)	Abertis	6%	Full	04/02/14	32	6%	51%
Adesal Telecom, S.L.	Tradia Telecom, S.A.	8.98%	Full	27/11/14	1	8.98%	60.1%
Formations:							
Abertis Overseas UK Ltd.	Abertis	100%	Full	15/01/14	-	100%	100%
Bip & Drive, S.A.	Abertis Autopistas España	50%	indirect	18/03/14	0.3	50%	50%
Abertis Australia Holdings Pty Ltd.	Abertis Overseas UK	100%	Full	14/04/14	-	100%	100%
Abertis Netherlands B.V.	Abertis Overseas UK	100%	Full	14/04/14	-	100%	100%
Leonord, S.A.S	Sanef	35%	indirect	14/11/14	-	18.39%	18.39%
Leonord Exploitation, S.A.S	Sanef	85%	Full	19/11/14	-	44.67%	44.67%
Societat d'Autopistes Catalanes, S.A.	Abertis	100%	Full	05/12/14	0.1	100%	100%
Disposals: (deconsolidation)							
Autopistas Corporation	Abertis	100%	Full	23/12/14	-	100%	-
TBI Global (Business Travel) Ltd.	TBI	100%	Discontinued asset	16/09/14	-	90%	-
Belfast International Airport Holding Ltd.	TBI	100%	Discontinued asset	30/09/14	-	90%	-
Airport Group International Holdings Llc.	TBI	100%	Discontinued asset	21/11/14	-	90%	-
Disposals:							
Compañía de Desarrollo Aeropuerto El Dorado, S.A. (Codad) (1)	Abertis	85%	Discontinued asset	31/01/14	48	85%	-
Aerocali, S.A. (Aerocali) (1)	Desarrollo de Concesiones Aeroportuaria (DCA)	16.67%	Discontinued asset	30/05/14	2	16.67%	-
Aeropuertos Mexicanos del Pacífico (1)	Desarrollo de Concesiones Aeroportuaria (DCA)	33.33%	Discontinued asset	16/12/14	179	33.33%	-
Serviabertis, S.L.	Abertis	100%	Full	31/12/14	-	100%	-

(1) Assets associated with the airport business that was discontinued in 2013.

In addition, the following transactions were carried out in 2014 between consolidated companies that are wholly owned by **Abertis**, for which reason they had no impact on the Group's consolidated financial statements:

Selling/spun-off company	**Buying/resulting company**	**Comments**	**Date**
Disposals:			
Abertis APDC, S.A. (formerly Abertis Telecom Brasil Ltda.)	Abertis Infraestructuras, S.A.	Sale of the shareholding of Abertis Telecom Brasil by Abertis Telecom Terrestre and Abertis Tower.	30/05/14
Abertis Autopistas España, S.A.	Societat d'Autopistes Catalanes, S.A.	Sale of the shareholding of Infraestructures Viàries de Catalunya, S.A. (Invicat) and Autopistes de Catalunya, S.A. (Aucat).	23/12/14
Mergers:			
Latina Manutenção de Rodovias Ltda. (Latina M.) with Paulista Gerenciamento de Rodovias, Ltda. (Paulista)	Latina Manutenção de Rodovias Ltda.	Merger of Latina M. (absorbing company) with Paulista (absorbed company)	15/04/14
Holding d'Infrastructures de Transport, S.A.S (Hit) with Hit Finance, B.V.	Holding d'Infrastructures de Transport, S.A.S (Hit)	Merger of Hit (absorbing company) with Hit Finance (absorbed company)	16/10/14

3. ACCOUNTING POLICIES AND MEASUREMENT BASES

The main accounting policies and measurement bases used to prepare the consolidated financial statements in accordance with International Financial Reporting Standards (EU-IFRSs) and the prevailing interpretations at the time of the preparation of these consolidated financial statements were as follows:

a) Property, plant and equipment

Property, plant and equipment is stated at cost less depreciation and any accumulated impairment losses. Property, plant and equipment includes the legal revaluations applied in years prior to 1 January 2004 allowed under local accounting standards. The amounts were taken as acquisition cost, under IFRS 1 "First-time Adoption of International Financial Reporting Standards".

Grants related to assets received reduce the cost of acquisition of property, plant and equipment, and are recognised when the entity complies with the conditions attaching to collection. They are taken to profit or loss on a straight-line basis over the useful life of the asset financed, with a reduction in the depreciation charge for the year.

Staff costs and other expenses, as well as net borrowing costs directly related to property, plant and equipment, are capitalised as part of the investment until the assets are 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.

Costs of upkeep and maintenance are charged to the consolidated income statement in the year in which they are incurred.

Investment in infrastructure recognised by concession operators in property, plant and equipment relates to assets over which the concession grantor does not retain control—i.e., assets not owned by the concession grantor given that it does not control any residual interest at the end of the term of the arrangement—although they are necessary for the operation and management of the infrastructure. These assets are mainly composed of buildings used in operations, toll facilities and materials, video-surveillance equipment, etc.

The depreciation of property, plant and equipment is calculated systematically, using the straight-line method, over the 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:

Item	Rate
Buildings and other constructions	2-14 %
Machinery	6-30 %
Tools	7-30 %
Other fixtures	7-20 %
Furniture	10-20 %
Computer equipment	20-33 %
Other items of property, plant and equipment	8-25 %
Other assets for toll road management:	
Toll facilities	8-12 %
Toll machinery	8-12 %
Other	10-20 %

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 consolidated income statement for the year.

Gains or losses recognised on the sale or disposal of an asset in this item are stated at the difference between carrying amount and sale price, and are recognised in the accompanying consolidated income statement under "Other income" or "Other expenses".

b) Goodwill and other intangible assets

The intangible assets indicated below are stated at acquisition cost less accumulated amortisation and any impairment losses, useful life being evaluated on the basis of prudent estimates. Any grants received related to assets reduce the cost of acquisition of the intangible asset and are recognised when the entity complies with the conditions attaching to collection. Grants are charged to profit and loss on a straight-line basis over the useful life of the asset financed, with a reduction in the amortisation charge for the year.

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.

i) Computer software

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

Computer software is stated at acquisition cost and amortised over its useful life (between 3 and 5 years). Computer software maintenance costs are charged to the consolidated income statement in the year in which they are incurred.

ii) Administrative concessions

"Administrative concessions" in the consolidated balance sheet mainly includes concession arrangements for the construction and operation of the various toll road networks, as per IFRIC 12, as well as concessions acquired directly or as part of a business combination.

IFRIC 12 governs the treatment of public-to-private service concession arrangements when:

- The grantor controls or regulates what services the operator must provide with the infrastructure, to whom it must provide them, and at what price; and
- The grantor controls any significant residual interest in the infrastructure at the end of the term of the arrangement.

In general, there are two clearly differentiated stages: in the first, the concession operator performs and/or subcontracts construction or upgrade services that are recognised according to the stage of completion, pursuant to IAS 11 "Construction Contracts", with a balancing entry in an intangible or a financial asset; in the second, a series of maintenance and/or operating services related to the infrastructure are provided, which are recognised as set forth in IAS 18, "Revenue".

Under these concession arrangements, the concession operator acts as a service provider, specifically a provider of construction or infrastructure upgrade services and of maintenance and operating services for the term of the arrangement. The consideration received for these services is recognised according to the type of contractual right received:

- When the concession operator receives a right to charge users of the public service and this right is not unconditional but contingent on the extent to which the public uses the service, the consideration for the construction or upgrade service is recognised as an intangible asset under "Other intangible assets - Administrative concessions", according to the intangible asset model, with demand risk borne by the concession operator. This model applies to most of the Group's toll road concession operators.
- When the concession operator receives an unconditional right to receive cash or another financial asset from (or on behalf of) the grantor, and the grantor has little, if any, discretion to avoid payment, the consideration for the construction or upgrade is recognised as a financial asset under "Trade and other receivables – Receivables from public authorities" (see section d.ii of this Note), according to the financial asset model, with the concession operator bearing no demand risk (it is paid even if the infrastructure is not used given that the grantor guarantees the concession operator that it will pay a fixed or determinable amount or cover any shortfall). This model is not applied within the Group.

- In cases in which there is a combination of the two previous arrangements, the bifurcated model is applied to each component of the agreement.

The model applicable to most of the main concessions operated by the Group (see Note 27.c) is the intangible asset model, given that the consideration received generally consists of the right to charge a fee for the use of the public service, and the fee depends on users' effective use thereof. The concession models applicable to the consolidated companies **Elqui**, **Libertadores** and **Sol** are considered to be the financial asset model and the intangible asset model (bifurcated model), given that the consideration received consists, on the one hand, of the unconditional right to collect from the grantor, either through grants or through the guarantee of minimum revenue by the grantor, as well as through a system of payment for using the infrastructure.

Intangible assets

Administrative concessions are generally recognised in assets at the total amount of the payments made to obtain them, including directly attributable construction costs incurred until they are available for use, such as studies and projects, expropriations, the replacement of services, work execution, project management and administrative expenses, facilities, buildings and similar items, as well as the corresponding portion of the indirectly attributable costs to the extent that they are incurred in the construction period.

Also included are the borrowing costs incurred before the assets are ready for their intended use arising from the borrowings arranged to finance the projects. Capitalised borrowing costs arise from specific financing expressly allocated to the acquisition of the asset.

For concessions classified as intangible assets, provisions for dismantling, removal or rehabilitation and any steps to improve and increase capacity, the revenue from which is envisaged in the initial contract, are capitalised at the start of the concession, and the amortisation of these assets and the adjustment for the interest cost are recognised in profit or loss. Provisions for work to replace and repair infrastructure are systematically taken to income as the respective obligation is incurred.

Upkeep and maintenance expenses that do not lead to a lengthening of the useful lives or productive capacity of the assets are, in turn, expensed in the period in which they are incurred.

Administrative concessions acquired through business combinations after 1 January 2004 (date of transition to IFRSs) are measured, in accordance with IFRS 3, at fair value (based on analysis of cash flows discounted to present value at the date of acquisition) and amortised on a straight-line basis over the concession period.

Administrative concessions have a finite useful life, and if their cost is recognised as an intangible asset it is charged to income through amortisation on a straight-line basis over the term of the concession.

At least at the end of each reporting period, the Group determines whether there is any indication that an asset or group of assets is impaired, so that any impairment loss can be recognised or reversed in order to adjust the carrying amount of the assets to their value in use.

iii) Goodwill

Goodwill generated in various business combinations represents the excess of the acquisition cost over the fair or market value of all the identifiable net assets of the acquiree at the acquisition date.

Goodwill is considered an asset of acquiree (with the exception of goodwill generated before 1 January 2004, which pursuant to IFRS 1 was considered an asset of the acquirer). Therefore, in the case of a subsidiary with a functional currency other than the euro, goodwill is stated in the subsidiary's functional currency and translated to euros using the exchange rate prevailing at the reporting date, as indicated in Note 2.g.vii.

Any impairment of goodwill recognised separately (that of subsidiaries) is reviewed annually through an impairment test of goodwill, to determine whether its value has declined to a level below its carrying amount; and, if applicable, the impairment loss is recognised in consolidated profit or loss for the year (see Notes 3.c and 8). Impairment loss recognised for goodwill is not reversed in a subsequent period.

Goodwill included in the carrying amount of the investment in associates and jointly controlled entities and is not tested separately. Rather, under IAS 36, whenever there is an indication that the investment may be impaired, the total carrying amount of the investment is tested for impairment by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with the carrying amount.

The loss or gain on the sale of an entity includes the carrying amount of its goodwill.

iv) Other intangible assets

Other intangible assets relate primarily to the intangible assets associated with managing satellite-telecommunications infrastructure that have arisen as a result of the takeover of **Hispasat** in November 2013. Such intangible assets relate to the use of current orbital slots operated by **Hispasat** and to business relationships with customers.

They are stated in the consolidated balance sheet at their acquisition-date fair value, based on analysis of cash flows discounted to present value at the date of acquisition in accordance with IFRS 3.

On the basis of an analysis of all relevant factors, it is estimated that there is no foreseeable limit to the period over which the orbital slots are expected to generate net cash inflows for the Group (although they are granted through an administrative license), given that they are renewed through a mere administrative procedure. Therefore, these assets have been classified as having an "indefinite useful life" and they are not amortised, although they are tested for impairment once a year. It has been estimated, however, that there is a foreseeable limit to the period over which the client relationships generate net cash inflows. Consequently, these relationships have been classified as having a "finite useful life" and they are amortised on a straight-line basis over a useful life of 10 years.

Lastly, regarding the use of the orbital slots, the business activities in the different geographic areas and the different orbital slots are considered to make up an integrated business given the possibility of relocating satellites and customers among the different satellites as a result of their nature and the fact that the **Hispasat** subgroup's satellites allow for operations on both sides of the Atlantic Ocean.

c) Impairment losses on non-financial assets

The Group assesses the recoverable value of its assets at each reporting date or whenever there is an indication that its assets may be impaired. If any such indication exists, or when an annual impairment test for an asset is required (in the case of goodwill or intangible assets with an indefinite useful life), the Group estimates the asset's recoverable amount. Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows that the asset is expected to generate are discounted to their present value using an interest rate that reflects the current time value of money and the risks specific to the assets (risk premium; see Note 8).

If 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 on a cash-generating unit, the loss is allocated to reduce first the carrying amount of any goodwill allocated and then to reduce the carrying amount of the other assets, prorated according to the carrying amount of each of them.

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

With the exception of goodwill, where impairment losses are irreversible, the Group assesses at the end of each reporting period whether there is any indication that an impairment loss recognised in prior periods for 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 cases, 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 consolidated income statement for the year.

d) Investments and other financial assets (excluding derivative financial instruments)

When financial assets not measured at fair value through profit or loss are initially recognised, the Group measures them at their fair value plus transaction costs directly attributable to the acquisition or issue of the financial asset.

The Group determines the classification of its financial assets at initial recognition. At 31 December 2015, financial assets were classified into the following categories:

i) Available-for-sale financial assets

This item of the consolidated balance sheet includes investments over which the Group does not have significant influence or control (see Note 10) and that are not held for trading or classified as held-to-maturity investments. Such investments are classified as non-current assets except for investments that the Group intends to dispose of within twelve months of the reporting date, which are classified as current assets.

Available-for-sale financial assets are subsequently measured at fair value, with any gains or losses from changes in value recognised in other comprehensive income until the investment is sold or determined to be impaired.

The Group assesses, at the end of each reporting period, whether these investments have suffered an effective impairment loss, based, *inter alia*, on any significant or prolonged decline in the fair value of the securities below their cost. In the event of any such decline, the accumulated loss previously recognised in equity under "Reserves – Available-for-sale financial assets" is transferred to profit or loss as a gain or loss on the corresponding financial assets.

The fair value of the investments traded actively on organised financial markets is determined by reference to the closing quoted market prices at the reporting date. In the case of investments for which there is no active market, fair value is determined by using valuation techniques such as discounted cash flows projections. If market value cannot be determined reliably, the investments are measured at cost or at a lower amount if there is evidence of impairment.

To identify indications of impairment, an available-for-sale financial asset is generally considered to be impaired when its market value has declined for a year and a half or by 40% of its quoted price with no recovery in value. Whenever such a case arises, a specific analysis is conducted on those values of the instrument deemed essential to confirm or refute the need to recognise an impairment loss on the equity instrument.

Dividend income from available-for-sale financial assets is recognised under "Finance income" (see Note 21.d) in the consolidated income statement when the Group's right to receive payment is established.

ii) Trade and other receivables

This account mainly relates to:

- Loans granted to associates, joint ventures or related parties, which are measured at amortised cost using the effective interest method. This value is reduced by the corresponding valuation adjustment for the impairment of the asset, as applicable.
- Deposits and guarantees recognised at amortised cost, which does not differ significantly from nominal 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 applicable, 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. This amount is charged against the consolidated income statement for the year.
- Accounts receivable resulting from the application of the bifurcated model in recognising certain concession arrangements falling within the scope of IFRIC 12 (see section b.ii of this Note). This right is measured initially at fair value and subsequently at amortised cost, and during the term of the concession arrangement, financial income calculated using an effective interest rate is recognised at the reporting date under "Other operating income" in the accompanying consolidated income statement.

  Income and expense relating to concession assets classified as financial assets for the provision of the operating and maintenance services are recognised in profit and loss in accordance with IAS 18, "Revenue", and financial expenses relating to the concession are recognised in the accompanying consolidated income statement, according to their nature.

The Group derecognises a financial asset when it expires or when the rights to the cash flows from the financial asset have been transferred and substantially all the risks and rewards of ownership of the financial asset have been transferred. However, the Group does not derecognise financial assets, and recognises a financial liability for an amount equal to the consideration received, in transfers of financial assets in which substantially all the risks and rewards of ownership are retained.

At least at each reporting date, the Group determines whether there is any indication that an asset or group of assets is impaired, so that any impairment loss can be recognised or reversed in order to adjust the carrying amount of the assets to their value in use.

e) Derivative financial instruments

The Group uses derivative financial instruments to manage its financial risk arising principally from fluctuations in interest rates and exchange rates (see Note 4). These derivative financial instruments, whether or not classified as hedges, were recognised either at fair value, which is the market value at the end of the reporting period for listed instruments, or according to valuations based on the analysis of discounted cash flows using assumptions mainly based on the market conditions at the reporting date for unlisted derivative instruments.

According to IAS 39, all derivative financial instruments are recognised as assets or liabilities on the consolidated balance sheet at their fair value, with changes in fair value recognised in consolidated profit or loss for the year. However, with hedge accounting, the effective portion of the hedge (fair value hedges, cash flow hedges and hedges of a net investment in a foreign currency) is recognised in equity.

At the inception of the hedge, the Group documents the relationship between the hedging instruments and the hedged items, as well as its risk management objective and the strategy for undertaking the hedge. The Group 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 used for hedging purposes is set out in Note 11, and the change in the hedging reserve recognised in consolidated equity is set out in Note 14.

Hedge accounting, when considered to be such, is discontinued when the hedging instrument expires or is sold, terminated or exercised or when it no longer qualifies for hedge accounting. 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.

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

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

i) Fair value hedges

Changes in the fair value of 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 under "Change in fair value of financial instruments", together with any change in the fair value of the hedged asset or liability attributable to the hedged risk. This corresponds primarily to those derivative financial instruments entered into by the Group that convert fixed interest debt into floating rate debt.

ii) 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 consolidated equity under "Reserves – Hedging reserves" until the hedged item affects profit or loss (or when the underlying 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 consolidated income statement for the year.

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

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

iii) Hedges of a net investment in a foreign operation

In certain cases, **Abertis** finances its activities in the same functional currency in which its foreign investments are held so as to reduce the currency risk. This is carried out by obtaining financing in the corresponding currency or by entering into cross currency and interest rate swaps.

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. The effective portion of the gain or loss on the hedging instrument is recognised in equity, while the ineffective portion of the gain or loss is recognised immediately in the consolidated income statement for the year.

Cumulative gains or losses in equity are included in the income statement on disposal of the foreign operation.

iv) 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 derivative are taken directly to the consolidated income statement for the year.

v) 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.

For financial reporting purposes, fair value measurements are classified into level 1, 2 or 3 depending on the extent to which inputs used are observable and the importance of those inputs for measuring fair value in its entirety, as described below:

- Level 1 - Inputs are based on quoted prices (unadjusted) in active markets for identical instruments.
- Level 2 – Inputs are based on quoted prices for similar instruments in active markets (not included in level 1), prices quoted for identical or similar instruments in markets that are not active, techniques based on valuation models for which all relevant inputs are observable in the market or can be corroborated by observable market data.
- Level 3 – In general, inputs are unobservable and reflect estimates based on market assumptions to determine the price of the asset or liability. Unobservable data used in the valuation models are significant in the fair values of the assets and liabilities.

In applying IFRS 13, the Group includes an adjustment for bilateral credit risk in order to reflect both its own risk, as well as counterparty risk, in the fair value of its derivatives.

To determine the fair value of its derivatives, the Group uses valuation techniques based on expected total exposure (which includes both current exposure as well as potential exposure) adjusted for the probability of default and loss given default of each counterparty.

The expected total exposure of the derivatives is obtained using observable market inputs such as interest rate, exchange rate and volatility curves in accordance with the market conditions at the measurement date. The inputs used for the probability of default by the Group and by the counterparties are estimated on the basis of the credit default swap (CDS) prices observed in the market.

In addition, to adjust fair value to credit risk, the 40% market standard, which corresponds to the CDS on senior corporate debt, was applied as the recovery rate.

f) Inventories

Inventories consist primarily of spare parts for property, plant and equipment and are measured at cost, which is calculated using the weighted average cost formula. The necessary valuation adjustments are made and the corresponding write-down is recognised, as applicable.

g) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits in banks and highly liquid, short-term investments with a maturity of three months or less. Accordingly, by virtue of the concession arrangements and/or financing agreements of certain of the Group's concession operators, a portion of the balance is subject to certain conditions of use, even if, in light of the nature of these arrangements, their classification has been maintained.

h) Non-current assets held for sale and discontinued operations

i) Non-current assets and disposal groups classified as held for sale

Non-current assets held for sale are measured at the lower of their carrying amount in accordance with applicable measurement rules and fair value less costs to sell.

Non-current assets are classified as held for sale if their carrying amount is expected to be recovered through a sale transaction rather than through continuing use. This condition is regarded as met when the sale is highly probable, the asset is available for immediate sale in its present condition and the sale is expected to be completed within twelve months from the date of classification as held for sale.

ii) Discontinued operations

A discontinued operation is a component of the Group that either has been disposed of, or is classified as held for sale, and:

- represents a separate major line of business or geographical area of operations,
- is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

When a transaction qualifies as a discontinued operation, the Group presents the profit or loss after tax of this discontinued operation under a single heading, together with the possible loss arising from its recognition at the lower of its carrying amount and fair value less costs to sell or the loss or gain on its disposal. This condition is regarded as met when the sale is highly probable, the asset is available for immediate sale in its present condition and the sale is expected to be completed within twelve months from the date of classification as held for sale. Discontinued operations in these financial statements relate to the airport and terrestrial telecommunication businesses, as described in Note 6.

i) Treasury shares

If any Group company or the Parent acquires treasury shares of **Abertis**, these are recognised in the consolidated balance sheet under "Treasury shares" and deducted from consolidated equity and measured at their acquisition cost without recognising any valuation adjustment.

When these shares are sold, any amount received, net of any additional directly attributable transaction costs and the corresponding effect of the tax on the gain generated, is included in equity attributable to shareholders of the Parent.

j) Borrowings

Borrowings are initially recognised at fair value, including the costs incurred in raising the debt. In subsequent periods, they are measured at amortised cost. Any 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 consolidated income statement over the term of the debt at the effective interest rate.

Borrowings with fixed interest rate hedged with derivatives that change the interest rate from fixed to floating are measured at fair value of the hedged item. Changes in the borrowings are taken to income, thus offsetting the impact on profit and loss of the change in the derivative instrument's fair value.

The Group considers that the terms of financial liabilities are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least 10% different from the discounted present value of the remaining cash flows of the original financial liability.

Financial liabilities are derecognised when the obligations giving rise to them cease to exist. In the case of an exchange of debt instruments between the Group and a third party with substantially different terms, the Group derecognises the original financial liability and recognises the new financial liability. The difference between the carrying amount of the original liability and the consideration paid, including attributable transactions costs, is recognised in the consolidated income statement for the year.

In bond repurchases or exchange transactions, when IAS 39 regarding the derecognition of financial liabilities is complied with, the transaction is accounted for as a non-significant modification of a pre-existing liability. The impact of the exchange is thus treated as an adjustment to the carrying amount of the liability and taken to the consolidated income statement according to a financial criterion until the new maturity of the liability.

k) Income tax

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

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

Deferred taxes are calculated using the balance sheet liability method based on the temporary differences that arise between the tax bases of the assets and liabilities and their carrying amounts in the consolidated financial statements, according to the tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date and which are expected to apply when the corresponding deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax liabilities that arise from temporary differences with subsidiaries, joint ventures and/or associates are always recognised, unless the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not be reversed in the foreseeable future.

Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which to offset the deductible temporary differences or the unused tax losses or unused tax credits. Any deferred tax assets that arise due to temporary differences with subsidiaries, joint ventures and/or associates are recognised if, in addition, it is probable that they will be reversed in the foreseeable future.

The recoverability of deferred tax assets is assessed when they are generated, and at the end of each reporting period, depending on the earnings forecasts for the companies included in their respective business plans.

Lastly, the tax effect that may arise as a result of including the results and reserves of the subsidiaries in the Parent is not included in the accompanying consolidated financial statements since, pursuant to IAS 12, it is considered that no transfers of reserves that are subject to additional taxation will be made. Given that the Parent controls the timing of the distribution, it is probable that such distribution will not occur in the foreseeable future, but rather that the results and reserves will be used as finance resources at each company.

l) Employee benefits

Under the respective collective bargaining agreements, various Group companies have the following obligations with their employees:

i) Post-employment benefits:

Defined contribution obligations

In relation to defined contribution employee welfare instruments (which basically include employee pension plans and group insurance policies), the Group makes fixed contributions to a separate entity and has no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. Consequently, the obligations under this type of plan are limited to the payment of contributions, the annual expense of which is recognised in the consolidated income statement for the year as the obligations arise.

Defined benefit obligations

Defined benefit obligations relate mainly to bonuses or payments for retirement from the company and temporary and/or life-time annuities.

With regard to these 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 reporting date less the fair value of any plan assets at that date not arranged with related parties.

The actuarial valuation of the defined benefits is made annually by independent actuaries using the projected unit credit method 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 consolidated income statement, but presented in the statement of comprehensive income.

ii) Other long-term benefits

Regarding other long-term employee benefits, relating mainly to length of service at the company, the liability recognised on the balance sheet coincides with the present value of the obligations at the reporting date as they do not include any plan assets.

The projected unit credit method is used to determine both the present value of the obligations at the reporting date and the related current and past service costs. The actuarial gains and losses arising from changes in the actuarial assumptions—unlike post-employment obligations—are recognised in the consolidated income statement for the year in which they occur.

In addition, 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 consolidated income statement as a staff cost as it accrues and in accordance with the probability that the goals set forth will be fulfilled.

iii) Share-based payments

As indicated in Note 26, in 2015, the Group has a Management compensation plan consisting of the distribution of options on **Abertis** shares that can only be equity-settled.

This plan was 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 plan was charged to the consolidated income statement as a staff cost as it accrues during the period of time required for the employee to remain at the Company in order to exercise the option, with a balancing entry in consolidated equity, without any remeasurement, as set forth in IFRS 2. Nevertheless, at the end of the reporting period, the Group reviews its original estimates of the number of options expected to be exercisable (which relates, *inter alia*, to the impact of any bonus share issue), and recognises any impact of this review on the consolidated income statement by making the corresponding adjustment to consolidated equity, as accrued during the period of time specified for the employee to remain in the company's employment in order to exercise the option.

iv) Obligations arising from plans for termination of employment

Provisions for obligations relating to plans for termination of employment of certain employees (such as early retirement or other forms of employment termination) are calculated individually based on the terms agreed with the employees. In some cases, this may require actuarial valuations based on both demographic and financial assumptions.

m) Transactions in foreign currencies

Transactions in foreign currencies are translated into the functional currency of the Group (the euro) using the exchange rates prevailing at the date of the transaction. Exchange gains and losses arising on settlement of these transactions and translation of monetary assets and liabilities held in foreign currency at the closing rates are recognised in the consolidated income statement, unless they are deferred to equity, as in the case of cash flow hedges and hedges of net investments in foreign operations, as noted in section e) of this Note.

n) Provisions and contingencies

At the date of authorisation for issue of these consolidated financial statements, the Group distinguishes between:

- Provisions, understood as credit balances covering present obligations at the reporting date as a result of past events which could give rise to a loss for the Group, which is certain as to its nature but uncertain as to its amount and/or timing.

- Contingent liabilities, understood as possible obligations arising as a result of past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the consolidated entities.

Provisions are recognised when the Group has a present obligation (legal 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.

Where the effect of the time value of money is material, the amount of the provision is the present value of the future cash flows estimated to settle the present obligation.

Provisions recognised relate to the estimated amounts required to meet probable or certain liabilities stemming from ongoing litigation, compensation or other items resulting from the Group's activity that entail future payments that have been measured on the basis of currently available information. They are recognised as soon as the liability or obligation requiring compensation or payment to a third party arises, and bearing in mind the other conditions set forth in IFRSs.

For infrastructure concessions subject to the concession operator's fulfilment of contractual obligations such as maintaining a certain level of serviceability of the infrastructure or returning the infrastructure to a certain condition before handing it over to the grantor at the end of the service agreement, the respective provisions are made, in accordance with IAS 37, on the basis of the best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

o) Revenue recognition

Revenue from the rendering of services is recognised when it is probable that the economic benefits associated with the transaction will flow to the Group and these benefits can be measured reliably (when the infrastructure is utilised by the users). In addition, revenue accrued as financial compensation for the various agreements entered into by the Group's companies with the grantors is included as "Operating income before infrastructure upgrade revenue" (see Note 12).

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective applicable interest rate.

Dividend income from investments is recognised when the shareholders' right to receive payment has been established, i.e., when the shareholders' meetings of the investees approve the dividend payment.

Most of Group's revenue is generated by the toll road segment and relates primarily to toll revenue, which is recognised when the service is provided.

Revenue from the telecommunications segment is also recognised when the service is rendered and relates primarily to the provision of audiovisual leasing services, data transmission for operators and other non-recurring income.

Satellite capacity leasing services are accounted for in accordance with the prices stipulated in the contract upon provision of such service. Should circumstances arise that modify the initial estimates of ordinary revenue, such estimates are revised and result in either increases or decreases in revenue, which are recorded in the consolidated income statement for the year in which the circumstances causing such revision become known and when so agreed by the parties.

The **Abertis** Group does not generally carry out activities related to the construction of concession assets. It incorporates the infrastructure that it operates through administrative concession after acquiring that infrastructure from third-party companies that construct it on account of **Abertis**, in accordance with paragraph 14 of IFRIC 12. Nevertheless, "Income from infrastructure upgrade services" and "Costs relating to infrastructure upgrade services" in the consolidated income statement for the year include the income and expenses relating to the infrastructure construction or upgrade activities in the year, and the infrastructure is recognised at fair value.

p) Leases

Leases are classified as operating leases when they meet the conditions set forth in IAS 17, that is, when the ownership of the leased asset and substantially all of the risks and rewards incidental to ownership are attributable to the lessor, and the related expenses, including any incentives granted by the lessor, are stated on the basis of their accrual in the consolidated income statement.

q) 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.

It was not considered necessary to make any provision for environmental risks and expenses, given that there are no contingencies in relation to environmental protection.

r) Related party transactions

The Group carries out all its transactions with related parties on an arm's length basis. Also, given that transfer prices are adequately documented, the Group's Directors consider that there are no significant risks that could give rise to material liabilities in the future.

s) Consolidated statements of cash flows

The following terms are used in the consolidated statements of cash flows with the meanings specified:

- Cash flows: inflows and outflows of cash and cash equivalents.
- Operating activities: the principal revenue-producing activities and other activities that are not investing or financing activities.
- Investing activities: the acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents.
- Financing activities: activities that result in changes in the size and composition of the Group's equity and borrowings.

In the preparation of the consolidated statement of cash flows, cash and cash equivalents were considered to include cash on hand, demand deposits at banks and other short-term, highly liquid investments readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Regarding the application of provisions associated with IFRIC 12, as well as infrastructure upgrade services, given that this work relates to investments to replace and upgrade concession assets operated by **Abertis**, these assets are included in cash flows from investing activities.

4. FINANCIAL RISK AND CAPITAL MANAGEMENT

a) Factors of financial risk

The Group's activities are exposed to various financial risks, the most significant of which are: exchange rate risk, interest rate risk, credit risk, liquidity risk and inflation risk. The Group uses derivative financial instruments to hedge certain risks.

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

i) Foreign currency risk

The Group also operates outside the euro area and holds assets primarily in South America and Puerto Rico. It is therefore exposed to foreign currency risks on currency transactions, particularly those in Brazilian reais, Chilean pesos, Argentine pesos and US dollars. Foreign currency risk arises from future commercial transactions, recognised assets and liabilities, and net investments in foreign operations.

The foreign currency risk on net assets of Group 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 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 assessment of the effect of the hedge.

In relation to foreign currency risk, the contributions to the main aggregates of the consolidated income statement of the **Abertis** Group by companies operating in a functional currency other than the euro were as follows:

31 December 2015	Functional currency	Income	%	Gross operating income	%	Net profit	%
Mainly Arteris subgroup (Brazil)[1]	BRL	777,198	17.8%	355,466	13.2%	(263,405)	(14.0%)
Mainly Abertis Chile and Invin subgroup (Chile)	CLP	236,975	5.4%	169,724	6.3%	16,344	0.9%
GCO and Ausol (Argentina)	ARS	208,389	4.7%	58,256	2.2%	8,103	0.4%
Mainly APR and Metropistas (Puerto Rico)	USD	137,173	3.1%	74,384	2.8%	23,023	1.2%
Other [2]	Other	47,027	1.1%	5,902	0.2%	20,395	1.1%
Contribution in foreign currency		1,406,762	32.1%	663,732	24.7%	(195,540)	(10.4%)
Total Abertis		4,378,072		2,691,690		1,879,912	

(1) Includes impairment accounted for as detailed in Note 8.

(2) Primarily for pounds sterling (GBP) in revenue and gross operating income and for Colombian pesos (COP) in net profit.

31 December 2014 (restated)	Functional currency	Income	%	Gross operating income	%	Net profit	%
Mainly Arteris subgroup (Brazil)	BRL	909,507	20.4%	442,185	15.2%	22,304	3.4%
Mainly Abertis Chile and Invin subgroup (Chile)	CLP	208,297	4.7%	156,638	5.4%	9,871	1.5%
GCO and Ausol (Argentina)	ARS	155,417	3.5%	45,884	1.6%	4,766	0.7%
Mainly APR and Metropistas (Puerto Rico)	USD	104,799	2.4%	62,713	2.1%	4,445	0.7%
Other [*]	Other	32,296	0.7%	5,065	0.2%	27,067	4.1%
Contribution in foreign currency		1,410,316	31.7%	712,485	24.5%	68,453	10.4%
Total Abertis		4,453,043		2,908,942		655,079	

(*) Primarily for pounds sterling (GBP) in revenue and gross operating income and for Colombian pesos (COP) in net profit.

The contribution to net profit by companies operating in Brazilian reais was affected the impairment recognised during the year of assets associated with the **Arteris** subgroup (see Note 8.iv).

The 2015 contribution to the consolidated income statement by companies operating in Brazilian reais was affected (as in 2014) by the depreciation of that currency during the year. The 2015 contribution by companies operating in Chilean pesos, Argentinian pesos and US dollars was affected by the average appreciation of these currencies during the year (depreciation in 2014).

The contribution to the main aggregates of the consolidated balance sheet of the **Abertis** Group by companies operating in a functional currency other than the euro was as follows:

		2015				2014 (restated)			
	Functional currency	Total assets	%	Equity	%	Total assets	%	Equity	%
Mainly Arteris subgroup (Brazil) [(1)/(2)]	BRL	2,522,672	9.8%	(170,078)	(3.2%)	4,403,175	15.9%	927,270	15.5%
Mainly Abertis Chile and Invin subgroup (Chile) [(2)]	CLP	2,044,733	7.9%	662,801	12.4%	2,063,471	7.4%	784,622	13.1%
Others [(3)]	Other	753,219	3.0%	(283,454)	(5.3%)	942,282	3.4%	(169,219)	(2.9%)
Contribution in foreign currency		5,320,624	20.7%	209,269	3.9%	7,408,928	26.7%	1,542,673	25.7%
Total Abertis		25,739,203		5,349,176		27,740,265		5,992,765	

(1) Change in contribution by companies operating in Brazilian reais due mainly to the depreciation at year-end 2015 of that currency, and due to the impairment recognised in the **Arteris** subgroup.

(2) The detailed contributions do not take into account those from their respective parents for operating said companies in the functional currency, the euro.

(3) Primarily from the United States dollar (USD), the contribution of which to equity in 2014 included the contribution corresponding to MBJ (EUR 125,459 thousands), which belonged to the airport sector, which was discontinued in previous years and was sold in 2015 (see Note 6).

The estimated sensitivity of the consolidated income statement and of consolidated equity to a 10% change in the exchange rate of the main currencies in which the **Abertis** Group operates with regard to the rate in effect at year-end is as follows:

€ million	2015				2014 (restated)			
Functional currency	Income	Gross operating income	Net profit	Equity [(1)]	Income	Gross operating income	Net profit	Equity [(1)]
10% change:								
BRL [(2)]	77.7	35.5	4.5	80.3	90.9	44.2	2.2	191.3
CLP	23.7	17.3	1.8	61.3	20.8	15.7	0.9	91.4
ARS	20.8	5.8	0.8	1.1	15.5	4.6	0.5	2.4
USD	13.7	7.4	2.3	19.3	10.5	6.3	0.4	34.2

(1) Impact on equity from translation differences arising in the consolidation process.

(2) The estimated sensitivity of net income does not take into account asset impairment recorded in 2015. However, sensitivity relative to equity was considered once impairment of the aforementioned assets was taken into account.

The effects on the Group's equity would be partially offset by the impact on equity from the net investment hedges, which were entered into for the initial investment amount (see Note 11).

ii) Interest rate risk

The Group is exposed to interest rate risk through both its current and its non-current borrowings.

Borrowings issued at floating rates expose the Group to cash flow interest rate risk, while fixed-rate borrowings expose the Group 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. Accordingly, at 31 December 2015, 88% of its borrowings were at an interest rate that was fixed or determined through hedges (at 31 December 2014, 84%), in line with the Group's policy. The estimated net impact after tax (and before non-controlling interests) on income of a 50bp variation in the floating interest rate was EUR 6.3 million in 2015, against EUR 9.0 million in 2014 (see Note 15), once the effect of the hedges contracted was considered.

To accomplish this, and 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 Group 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 (see Note 11).

To comply with its policy referred to above, the Group also carries out fixed to floating interest rate swaps to hedge its fair value interest rate risk (see Note 11).

iii) Credit risk

Given the nature of the Group's businesses, it has no significant concentrations of credit risk, as there are no significant trade receivables other than receivables from public authorities (which the Group monitors on a monthly basis) and balances with financial institutions (mainly derivative instruments and cash and cash equivalents).

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.

To mitigate this credit risk, the Group enters into derivative transactions and trades only with financial institutions with strong credit ratings as qualified by international rating agencies. The solvency of these institutions, as indicated in each institution's credit ratings, is reviewed periodically in order to perform active counterparty risk management.

During the years for which information is reported, no credit limits were exceeded and losses are not expected to be incurred as a result of default by any of the counterparties indicated above.

iv) Liquidity risk

The Group carries out prudent management of liquidity risk, which involves maintaining cash and having access to a sufficient amount of finance through established credit facilities as well as the ability to liquidate market positions. Given the dynamic nature of the Group’s businesses, the objective of the General Financial Department is to maintain flexibility in funding sources through the availability of committed credit facilities.

Expected cash outflows for the Group's borrowings, as well as available facilities, are detailed in Note 15.

v) Inflation risk

Most of the toll road concessions generate revenue from tolls that vary in direct proportion to inflation; consequently, higher inflation increases the value of these projects.

b) Fair value measurements

Assets and liabilities measured at fair value are classified according to the hierarchy established in Note 3.e.v. The detail, according to the levels set out above, at 31 December of the Group's assets and liabilities measured at fair value, is as follows:

31 December 2015	**Level 1**	**Level 2**	**Level 3**	**2015**
Assets				
Available-for-sale financial assets [(*)]	-	-	2,786	2,786
Derivative financial instruments:				
Cash flow hedges	-	1,444	-	1,444
Fair value hedges	-	28,217	-	28,217
Hedges of net investments in a foreign operation	-	100,927	-	100,927
Not classified as hedges	-	2,393	-	2,393
Total derivative financial instruments	-	132,981	-	132,981
Total assets	**-**	**132,981**	**2,786**	**135,767**
Liabilities				
Derivative financial instruments:				
Cash flow hedges	-	183,293	-	183,293
Fair value hedges	-	-	-	-
Hedges of net investments in a foreign operation	-	125,418	-	125,418
Not classified as hedges	-	-	-	-
Total derivative financial instruments	-	308,711	-	308,711
Fair-value hedged borrowings	-	110,607	-	110,607
Total liabilities	**-**	**419,318**	**-**	**419,318**

(*) Equity instruments

31 December 2014	Level 1	Level 2	Level 3	2014
Assets				
Available-for-sale financial assets (*)	-	-	2,020	2,020
Derivative financial instruments:				
Cash flow hedges	-	316	-	316
Fair value hedges	-	17,981	-	17,981
Hedges of net investments in a foreign operation	-	12,948	-	12,948
Not classified as hedges	-	4,023	-	4,023
Total derivative financial instruments	-	35,268	-	35,268
Total assets	**-**	**35,268**	**2,020**	**37,288**
Liabilities				
Derivative financial instruments:				
Cash flow hedges	-	196,803	-	196,803
Fair value hedges	-	-	-	-
Hedges of net investments in a foreign operation	-	136,584	-	136,584
Not classified as hedges	-	-	-	-
Total derivative financial instruments	-	333,387	-	333,387
Fair-value hedged borrowings	-	118,508	-	118,508
Total liabilities	**-**	**451,895**	**-**	**451,895**

(*) Equity instruments

There were no transfers between level 1 and level 2 in 2015 or 2014.

As indicated in Notes 3.d and 3.e, 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 Group uses a variety of methods and makes assumptions based on the existing market conditions at each reporting date, thus incorporating 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. The details at 31 December 2015 and 2014 of the fair values according to the hierarchy referred to above of loans and bonds are given in Note 15.

c) Capital management

The Group manages its capital to ensure it will be able to continue as a going concern, while delivering returns to shareholders and profits to other holders of equity instruments, as well as to maintain an optimal capital structure and reduce costs.

The Group monitors capital using a leverage ratio, in keeping with standard industry practice. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings (including current and non-current borrowings, as given in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as equity, as given in the consolidated balance sheet, plus net debt.

In 2015, the Group's capital management strategy did not change significantly. The reduction in the Group's net borrowing, mainly as a result of the assets sold during the year (see Note 15), in conjunction with the reduction in the Group's equity, mainly as a result of the negative impact on equity of the purchase of treasury shares in the year (see Note 14), has allowed for a slight increase in the leverage ratio at 31 December 2015 compared with 2014.

The leverage ratios at 31 December were as follows:

	31 December 2015	**31 December 2014** Restated - See Note 2.e
Borrowings (Note 15)	15,107,122	16,394,632
Cash and cash equivalents (Note 13)	(2,222,243)	(2,242,430)
Net Debt [*]	12,884,879	14,152,202
Equity (Note 14)	5,349,176	5,992,765
Total capital	18,234,055	20,144,967
Leverage ratio	**71%**	**70%**

(*) Includes borrowing with associates and joint ventures (accounted for using the equity method) and interest accrued and not paid at the balance sheet date on loans and bonds.

5. BUSINESS COMBINATIONS

The most significant business combinations in 2015 are as follows:

- The acquisition of Galata by **Abertis**, through its consolidated company at the time of the transaction, Cellnex, as well as the recognition, using the equity method, of the 34% holding maintained in Cellnex once the public offering had concluded (see Note 6). The impacts of the aforementioned business combinations are detailed in Notes 6 and 9, respectively.
- The takeover of Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**), following the acquisition of an additional 15.01% of its share capital.

Acquisition 15.01% Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A.

As described in Note 2.h, on 13 November 2015, after approval was received from the Regional Government of Catalonia, **Abertis** acquired an additional 15.01% of the share capital of Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**) for EUR 35.3 million, after having reached, through its consolidated company Infraestructures Viàries de Catalunya, S.A. Concessionària de la Generalitat de Catalunya (**Invicat**), a purchase agreement with Infravías, S.L. (Ardian).

Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**) is responsible for the operation and maintenance of the Vallvidriera tunnel and the Cadí tunnel (and the entrances thereto), for a 25-year period from 31 December 2012.

As indicated in Note 2.h, this acquisition gives the Group a direct holding of 50.01% in **Túnels**. As a result of this increased shareholding along with the conditions set forth in the shareholders' agreement signed with the remaining shareholders of **Túnels**, **Abertis** gained control of **Túnels**, which has been fully consolidated since November 2015 (prior to this date, it was accounted for using the equity method based on its 35.00% ownership interest). Therefore, at year-end 2015, the value of all of its assets and liabilities was included in the consolidated balance sheet, and the 11 months of operations that until then had been accounted for at 35.00% using the equity method, in addition to the impact of one month of its entire operations, were included in the consolidated income statement for the year.

Consequently, given that this is a "step acquisition", and pursuant to IFRS 3, the Group remeasured its previously held equity interest in **Túnels**. The previous 35.00% stake was recognised at its fair value at the date control was obtained with a EUR 43,939 thousand net revaluation of the assets and liabilities previously held in the consolidated income statement for the year (see Note 21.d).

A detail of the net assets acquired and the goodwill generated through the purchase of **Túnels** at the acquisition date is as follows:

Acquisition price	Effect for accounting purposes	% acquired	Amount
1st acquisition price (significant influence)	18.12.2012	35.00%	36,750
2nd acquisition price (takeover)	13.11.2015	15.01%	35,345
Total acquisition price		50.01%	72,095
Revaluation of the price of acquisition of the 35.00% previously held **(1)**			45,665
Total acquisition price at last purchase price			117,760
Fair value of the net assets acquired			99,207
Resulting goodwill **(2)**			18,553

(1) The previously held 35.00% interest was measured taking the last acquisition price of the additional 15.01% as fair value. This led to a EUR 45,665 thousand increase in the acquisition cost. The net contribution of the assets and liabilities corresponding to the 35.00% amounted, at the date control was obtained, to EUR 73,821 thousand. Consequently, a EUR 43,939 thousand net revaluation was recognised in the consolidated income statement for the year.

(2) Goodwill recognised at the acquisition date in accordance with IFRS 3 relating to 100% of the net assets acquired, with a value of EUR 37,099 thousand.

The fair value at the date of acquisition of the assets and liabilities of the acquired business was determined, for the most part, using valuation techniques. The main valuation method used was the analysis of the discounted cash flows generated by the company's identified assets, based on criteria similar to those referred to in Note 8.

Regarding the acquisition of **Túnels**, the purchase price allocation (PPA) process was conducted, as was the case with other business combinations carried out by **Abertis** in previous years, internally, without the participation of an independent third-party expert, given that:

- IFRS 3 (Revised) does not require that PPA processes be carried out with an independent expert;
- The Group has an internal team with sufficient knowledge and experience in the sector in which the acquired business operates and in PPA processes.

- **Abertis** has extensive knowledge of the acquired business, given that it had devoted much time to the transaction and, in addition, it previously held a 35% interest in the company and was responsible for managing its operations.

In any event, the Company analysed the operation with collaboration from advisors on certain, more specific matters.

The fair value of the net assets acquired includes the valuation of the identified intangible assets, consisting of the respective concession contracts for the operation and maintenance of the Vallvidriera tunnel and the Cadí tunnel (and the entrances thereto), for a 25-year period from 31 December 2012.

The goodwill, which includes net recognition of the deferred taxes resulting from the higher fair value attributed to the net assets acquired in comparison with the tax values (EUR 37.1 million), derives from the operating synergies expected to arise from the businesses that Abertis already had in the country.

The assets and liabilities of **Túnels** resulting from the aforementioned acquisition are as follows:

Debit/(Credit)	Value acquired		
	Fair value	Carrying amount	Revaluation
Cash and cash equivalents	58,310	58,310	-
Property, plant and equipment and assets to be handed over to the grantor	1,311	1,311	-
Concessions and other intangible assets	485,851	337,454	148,397
Financial assets	396	396	-
Receivables and other current assets	2,075	2,075	-
Accounts payable	(67,140)	(67,140)	-
Gross borrowings	(235,923)	(235,923)	-
Provisions	(23,239)	(23,239)	-
Deferred tax assets / (liabilities), net	(23,267)	13,832	(37,099)
Net assets	**198,374**	**87,076**	**111,298**
Non-controlling interests [1]	(99,167)	(43,529)	(55,638)
Net assets acquired	**99,207**	**43,547**	**55,660**
Total acquisition price	72,095	72,095	
Cash and cash equivalents	(58,310)	(58,310)	
Cash outflow on acquisition	**13,785**	**13,785**	

[1] The total fair value of the non-controlling interests at the acquisition date, considering the impact of the goodwill assigned to the non-controlling interest (EUR 18,546 thousand), was calculated at EUR 117,713 thousand (see Note 14.d.ii).

Regarding the measurement of the non-controlling interests associated with the takeover of **Túnels**, based on the option set forth in IFRS 3, **Abertis** has followed the criterion of recognising the non-controlling interests associated with the acquisition of **Túnels** assets at fair value. This fair value has been calculated on the basis of the acquisition price paid by **Abertis** in the purchase using discounted cash flow analysis as the main valuation method.

The impact of the **Túnels** business acquired on the **Abertis** Group's consolidated income statement is detailed below:

	11 months Equity method at 35.00%	1 month Full at 50.01%	2015 contribution	Proforma 2015 [2]
Operating income	-	5,211	5,211	54,691
Operating expenses	-	(1,729)	(1,729)	(15,243)
EBITDA	-	3,482	3,482	39,448
Net profit [1]	613	452	1,065	(1,355)

[1] Net profit after non-controlling interests, including the additional amortisation of the revalued assets but excluding the finance burden on **Abertis** associated with the acquisition of this business.

[2] Assumes that **Túnels** obtained control effective 1 January 2015, and consequently that this company was fully consolidated at 50.01% throughout 2015.

In light of the date of the conclusion of the acquisition of **Túnels** (November 2015), at the date of authorisation for issue of these consolidated financial statements **Abertis** was in the process of concluding the allocation of the fair value of the assets and liabilities acquired at the acquisition date, by measuring them through an analysis of the discounted cash flows generated by the identified assets. In accordance with IFRS 3, Abertis has one year from the date of the respective transaction to complete the measurement.

Lastly, the business combinations described in Note 6 to the 2014 consolidated financial statements are currently deemed to be definitive, since 12 months have elapsed since the business combinations were acquired.

6. DISCONTINUED OPERATIONS AND ASSETS AND LIABILITIES HELD FOR SALE

i) Airports

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** focused on growing in the toll road and telecommunications operating segments.

In 2014 and 2013, most of the assets that made up the airport business were disposed of, although at 31 December 2014 the Group still held certain assets and liabilities of disposable groups related to the airport segment. Specifically, these assets and liabilities (in which **Abertis** held an interest either directly or through Desarrollo de Concesiones Aeroportuarias, S.L., **Dca**) related to the assets contributed by MBJ Airports, Ltd. (**Mbj**), whose share capital was 74.5%-owned by **Dca**, the owner of Sangster International Airport in Montego Jamaica Bay, the concession of which ends in April 2033, and to the financial investment of 14.77% that **Dca** held in SCL Terminal Aéreo Santiago, S.A. (Scl).

In relation to those assets, on 20 April 2015 **Abertis** completed the sale of its 100% interest in Desarrollo de Concesiones Aeroportuarias, S.L. (**Dca**) through which **Abertis** held an equity interest of 74.5% in MBJ Airports, Ltd. (**Mbj**) and a 14.77% interest in SCL Terminal Aéreo de Santiago, S.A. (Scl), for EUR 177 million. The transaction had a positive effect of EUR 40,304 thousand on the consolidated income statement.

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

ii) Cellnex (terrestrial telecommunications)

ii.a) Impact of the takeover of Galata

As indicated in Note 2.h, on 26 March 2015, Cellnex acquired 90% of the share capital of the Italian company Galata, S.p.A. (Galata) for a total of EUR 693 million from Wind Telecomunicazioni, S.p.A. (Wind). Consequently, **Galata** became fully consolidated in the **Abertis** Group effective 26 March 2015. These assets are part of the terrestrial telecommunications business line that was discontinued for accounting purposes as of 30 April 2015, together with the remaining assets and liabilities that compose the Cellnex subgroup (see section ii.b below).

The detail of the net assets acquired and the goodwill generated through the purchase of 90% of Galata at the acquisition date is as follows:

	90%
Total acquisition price	693,000
Fair value of the net assets acquired	539,434
Resulting goodwill [1]	153,566

[1] Including the 10% relating to the non-controlling interests, the goodwill corresponding to all the assets acquired totals EUR 170,629 thousand.

The fair value at the date of acquisition of the assets and liabilities of the acquired business was determined, for the most part, using valuation techniques. The main valuation method used was the analysis of the discounted cash flows generated by the identified assets, based on criteria similar to those referred to in Note 8 to these consolidated financial statements.

A preliminary purchase price allocation (PPA) was made following the acquisition of Galata and was used in preparing these consolidated condensed interim financial statements at 30 June 2015. Subsequently, at the date of authorisation for issue of these consolidated condensed interim financial statements, given that IFRS 3 allows an allocation to be revalued for one year and in light of the complexity of identifying the intangible assets acquired, a new allocation of the acquisition price was made, with the participation of an independent outside expert. This resulted, primarily, in the allocation of higher fair value to the intangible assets rather than to the property, plant and equipment. The result of the new purchase price allocation is given below.

The assets and liabilities of Galata resulting from the acquisition of the company are as follows:

Debit/(Credit)	Value acquired (effective 26 March 2015)		
	Fair value	Carrying amount	Revaluation
Cash and cash equivalents	24,330	24,330	-
Property, plant and equipment	234,248	234,248	-
Other intangible assets	498,819	-	498,819
Financial assets	49,904	49,904	-
Receivables and other current assets	1,559	1,559	-
Accounts payable	(22,848)	(22,848)	-
Provisions	(27,418)	(19,418)	(8,000)
Deferred tax assets / (liabilities), net	(159,223)	-	(159,223)
Net assets	**599,371**	**267,775**	**331,596**
Non-controlling interests	(59,937)	(26,777)	(33,160)
Net assets acquired	**539,434**	**240,998**	**298,436**
Total acquisition price	693,000	693,000	
Cash and cash equivalents	(24,330)	(24,330)	
Cash outflow on acquisition	**668,670**	**668,670**	

The business acquired in Galata did not have a significant impact on the **Abertis** Group's consolidated income statement, and was included in the gains (losses) from discontinued operations and, subsequently, in the profit (loss) of companies accounted for using the equity method.

In light of the date on which the acquisition of Galata was concluded (end of March 2015), at the date of authorisation for issue of these consolidated financial statements, the period of one year from the date of the respective transaction for the Group to complete the allocation of value pursuant to IFRS 3 had not yet elapsed.

ii.b) Impact of the discontinuation of Cellnex

The stock market flotation of the subsidiary Cellnex was completed in May 2015, with 60% placed with institutional investors 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 in the year were as follows:

- On 7 April 2015, **Abertis** announced its intention to carry out an Initial Public Offering (IPO), aimed at eligible investors, involving its ordinary shares in the terrestrial telecommunications infrastructure subsidiary Cellnex Telecom, S.A.U. (Cellnex) and to request the admission to trading 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 related official register in the aforementioned terms, whereby the company's sole shareholder **Abertis** would sell the 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 book-build process was initiated and orders were first received from potential investors. During the book-build, on 4 May 2015 and following the related authorisation from **Abertis'** shareholders in late April, the CNMV approved a supplement to the aforementioned IPO prospectus, whereby **Abertis** extended the public offering on Cellnex's shares to 60% of the latter's capital, further extendible up to a maximum of 66% in the event a call option was exercised on 10% of the offering.
- Subsequently, on 5 May 2015, once the book-build process was closed and orders received from potential investors, and in accordance with the requests received, the definitive price of the public offering was set at 14.00 euros per share. **Abertis** confirmed the sale process, which was completed with the admission to trading 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 on 10% of the aforementioned offering.

The aforementioned flotation of Cellnex represents a partial divestment of the terrestrial telecommunications business. In this regard, the Group considers that, after obtaining the authorisation of **Abertis'** shareholders to extend Cellnex's public offering to the limit that would entail the loss of control over this business line, it has met the requirements set out in IFRS 5 for classifying the terrestrial telecommunications operating segment or component as a discontinued operation from that date. Consequently, based on IFRS 5 "Non-current Assets Held For Sale and Discontinued Operations", from the close of 30 April 2015 (and until they are accounted for using the equity method), the assets and liabilities related to the terrestrial telecommunications operating component are recognised as assets and liabilities of disposal groups held for sale. In addition, and given that this is an operating segment, the full amounts of income and expenses for the year (and those of 2014 for the purpose of comparability) are presented as profit (loss) from discontinued operations, until they are accounted for using the equity method. The carrying amount of the assets and liabilities at the time the operations were discontinued (effective for accounting purposes from 30 April 2015) stood at 2,256,954 thousand euros and 1,750,693 thousand euros, respectively.

Accordingly, the sale of 66% of Cellnex's share capital in the stock market launch, and the related loss of control by **Abertis**, led to a cash inflow from the placement for a gross amount of 2,140,753 thousand euros (14.00 euros per share) and a gain, net of transaction costs, of 1,741,467 thousand euros, recognised under "Profit/(loss) from discontinued operations" in the consolidated income statement for the year. Additionally, on having lost control over Cellnex and in accordance with IFRS 3, the Group recognised the investment retained in Cellnex's equity, which amounts to 34%, at its fair value at the date control was lost. Accordingly, a net gain of 924,945 thousand euros was recognised under "Profit/(loss) from discontinued operations" in the income statement for the year. This investment was accounted for using the equity method as from May 2015.

The main financial aggregates relating to discontinued operations as a result of the divestment made in the airport business, and in the terrestrial telecommunications activity of the telecommunications business, at 31 December 2015 and the comparative figures for 2014 are as follows:

	31 December 2015 [1]			31 December 2014 [1] Restated [(*)]		
	Airport Business	Terrestrial T. Business	Total	Airport Business	Terrestrial T. Business	Total
Services	18,270	160,527	178,797	49,261	411,233	460,494
Other income	6	11,377	11,383	7,168	24,387	31,555
Operating income	**18,276**	**171,904**	**190,180**	**56,429**	**435,620**	**492,049**
Operating expenses	(10,682)	(107,561)	(118,243)	(33,199)	(234,216)	(267,415)
Operating provisions	-	921	921	507	(2,780)	(2,273)
Gross profit (loss) from operations	**7,594**	**65,264**	**72,858**	**23,737**	**198,624**	**222,361**
Depreciation charge	-	(40,796)	(40,796)	-	(91,032)	(91,032)
Change in provisions for impairment losses	-	-	-	-	-	-
Profit/(loss) from operations	**7,594**	**24,468**	**32,062**	**23,737**	**107,592**	**131,329**
Financial profit (loss)	(5,287)	(6,523)	(11,810)	(28,842)	4,248	(24,594)
Share of profit (loss) of associates and joint ventures	-	23	23	3,303	589	3,892
Profit/(loss) before tax from discontinued operations	**2,307**	**17,968**	**20,275**	**(1,802)**	**112,429**	**110,627**
Income tax	(930)	(5,049)	(5,979)	9,409	(12,987)	(3,578)
Profit/(loss) from discontinued operations	**1,377**	**12,919**	**14,296**	**7,607**	**99,442**	**107,049**
Net proceeds from business divestment [2]	40,304	2,666,412	2,706,716	11,840	-	11,840
Profit/(loss) from discontinued operations [3]	**41,681**	**2,679,331**	**2,721,012**	**19,447**	**99,442**	**118,889**

(1) Includes the impact on the consolidated income statement of **Abertis** of the airports belonging to the Group at the date of their disposal in 2015 or 2014, in the event such disposal was performed, and the impact of the terrestrial telecommunications activity of the telecommunications business, until the date control was lost and the stake was accounted for using the equity method.

(2) In 2015, a gain of EUR 40,304 thousand was obtained on the sale of MBJ and a gain of EUR 2,666,412 thousand was generated on the partial divestment in Cellnex (EUR 1,741,467 thousand for the sale of 66% of the stake and EUR 924,945 thousand for the fair-value valuation of the 34% retained in Cellnex, in accordance with IFRS 3). In 2014, a gain of EUR 11,370 thousand was obtained on the sale of GAP and a gain of EUR 470 thousand was obtained on the sale of Aerocali and Codad.

(3) In addition, the terrestrial telecommunications segment includes EUR 19,596 thousand (mainly from operating income) related to the activity of this business and assigned mainly to the operating segment of "Other".

(*) Certain amounts recognised in this income statement relating to discontinued operations do not relate to those included in the consolidated financial statements for 2014, as indicated in Note 2.h and section ii of this Note.

Cash flows from discontinued operations	**31 December 2015 (1)**			**31 December 2014 (1)** Restated (*)		
	Airport Business	Terrestrial T. Business	Total	Airport Business	Terrestrial T. Business	Total
Net cash generated by operating activities	596	93,582	94,178	3,213	151,708	154,921
Net cash from investing activities (2)	(21,277)	(811,240)	(832,517)	(21,983)	(253,649)	(275,632)
Net cash from/(used in) financing activities	(48,548)	626,767	578,219	(6,200)	206,982	200,782
Effect on cash flows	**(69,229)**	**(90,891)**	**(160,120)**	**(24,970)**	**105,041**	**80,071**

(1) Includes the impact on the consolidated cash flows of **Abertis** of the airports belonging to the Group at the date of their disposal in 2015 or 2014, in the event such disposal was performed, and the impact of the terrestrial telecommunications activity of the telecommunications business until the date control was lost (see Note 2.h and section ii of this Note).

(2) Includes an impact of 140,319 thousand euros relating to the change of scope associated with the sale of 66% of Cellnex and its subsequent equity accounting.

(*) Certain amounts of this detail of cash flows from discontinued operations do not relate to those included in the consolidated financial statements for 2014, as indicated in Notes 2h and 6.

Income and expenses recognised directly in equity mainly relate to translation differences and airport hedging reserves. Their carrying amount at the time of disposal was EUR -22,390 thousand and EUR -6,277 thousand, respectively.

7. PROPERTY, PLANT AND EQUIPMENT

The changes in the main items of property, plant and equipment were as follows:

	Assets for toll road management	Land and buildings	Plant and machinery	Other fixtures, tools and furniture	Other [1]	Total
1 January 2015						
Cost	506,318	576,520	168,397	3,285,013	247,396	4,783,644
Accumulated amortisation and impairment losses	(364,955)	(162,138)	(123,039)	(2,101,567)	(56,347)	(2,808,046)
Carrying amount	**141,363**	**414,382**	**45,358**	**1,183,446**	**191,049**	**1,975,598**
2015						
Carrying amount at beginning of period	141,363	414,382	45,358	1,183,446	191,049	1,975,598
Exchange differences	-	(1,076)	(2,558)	(2,114)	(133)	(5,881)
Additions	11,611	17,598	10,120	81,815	256,854	377,998
Disposals (net)	(33)	(45)	(948)	(1,527)	(1,042)	(3,595)
Transfers	17,144	(566)	2,099	65,493	(90,501)	(6,331)
Changes in scope of consolidation and business combinations	-	72,039	4,310	154,767	4,443	235,559
Depreciation charge [2]	(34,588)	(6,527)	(11,599)	(150,756)	(6,416)	(209,886)
Impairment losses	-	-	-	(172)	-	(172)
Other	11	1,517	(9)	(376)	194	1,337
Transfers to assets held for sale and discontinued operations (see Note 6)	-	(469,924)	(9,579)	(492,134)	(18,017)	(989,654)
Carrying amount at end of year	**135,508**	**27,398**	**37,194**	**838,442**	**336,431**	**1,374,973**
At 31 December 2015						
Cost	535,031	35,462	131,584	2,198,729	377,028	3,277,834
Accumulated amortisation and impairment losses	(399,523)	(8,064)	(94,390)	(1,360,287)	(40,597)	(1,902,861)
Carrying amount	**135,508**	**27,398**	**37,194**	**838,442**	**336,431**	**1,374,973**

(1) Basically includes satellite assets.

(2) Includes EUR 37,854 thousand provision for amortisation related to the Cellnex subgroup, prior to discontinuation in the current year (2015).

	Assets for toll road management	Land and buildings	Plant and machinery	Other fixtures, tools and furniture	Other [1]	Total
1 January 2014						
Restated [*]						
Cost	479,155	292,453	159,151	3,077,989	397,771	4,406,519
Accumulated amortisation and impairment losses	(330,745)	(137,011)	(116,701)	(1,880,732)	(64,028)	(2,529,217)
Carrying amount	**148,410**	**155,442**	**42,450**	**1,197,257**	**333,743**	**1,877,302**
2014						
Carrying amount at beginning of period	148,410	155,442	42,450	1,197,257	333,743	1,877,302
Exchange differences	-	(241)	(137)	(147)	954	429
Additions	8,103	205,135	7,909	88,817	171,191	481,155
Disposals (net)	-	(184)	(859)	(95,113)	(12,139)	(108,295)
Transfers	19,071	79,873	9,218	154,025	(303,306)	(41,119)
Changes in scope of consolidation and business combinations	-	10	-	24,675	9,934	34,619
Depreciation charge	(34,243)	(25,653)	(10,949)	(186,801)	(8,869)	(266,515)
Impairment losses	-	-	-	(3,791)	-	(3,791)
Other	22	-	(2,274)	4,524	(459)	1,813
Carrying amount at end of year	**141,363**	**414,382**	**45,358**	**1,183,446**	**191,049**	**1,975,598**
At 31 December 2014						
Cost	506,318	576,520	168,397	3,285,013	247,396	4,783,644
Accumulated amortisation and impairment losses	(364,955)	(162,138)	(123,039)	(2,101,567)	(56,347)	(2,808,046)
Carrying amount	**141,363**	**414,382**	**45,358**	**1,183,446**	**191,049**	**1,975,598**

(1) Basically includes satellite assets.

(*) As indicated in the 2014 consolidated financial statements, the balance at 1 January 2014 of the aforementioned headings was restated considering the adjustments made in accordance with IFRS 10 and IFRS 11.

The detail of net property, plant and equipment owned by Group companies located abroad is as follows:

	31 December 2015		**31 December 2014**	
	Currency	Euros	Currency	Euros
France (euro)	185,006	185,006	183,682	183,682
Brazil (Brazilian real, BRL)	89,972	20,867	82,885	25,735
Puerto Rico (US dollar, USD)	21,748	19,976	14,339	11,810
Chile (Chilean peso, CLP)	11,262,272	14,599	8,072,415	10,964
Other	-	9,133	-	27,877
Net property, plant and equipment owned by companies located abroad	**-**	**249,581**	**-**	**260,068**

The exchange differences arising during the year relate mainly to assets in Brazil and Chile (as a result of the decline in the year-end exchange rate of the Brazilian real and the Chilean peso) and to assets in Puerto Rico (as a result of the rise in the year-end exchange rate of the US dollar). In 2014, the differences were due mainly to the rise in the year-end exchange rates of the Brazilian real and US dollar and the decline in the year-end exchange rate of the Chilean peso.

Additions in 2015 relate primarily to:

- The acquisition in January 2015 of 300 mobile telephone towers for EUR 43.5 million, pursuant to the agreement entered into in 2014 between **On Tower Telecom** (formerly, **Abertis Tower**, a company belonging to the Cellnex subgroup that was discontinued on 30 April 2015, as described in Note 6) and Telefónica to restructure and streamline its mobile infrastructures.
- Advances paid for the acquisition of non-current assets (new satellites) by the **Hispasat** subgroup for EUR 226 million.

Additions in 2014 relate mainly to:

- The acquisition of 643 mobile telephone towers for EUR 70 million, pursuant to the agreement entered into in 2013 between **On Tower Telecom** (formerly Abertis Tower, a company belonging to the Cellnex subgroup that was discontinued on 30 April 2015, as described in Note 6) Telefónica and Yoigo (Xfera Móviles) to restructure and streamline its mobile infrastructures.
- At the end of July 2014, **On Tower Telecom** and Telefónica entered into a new agreement by which the Group undertook to make every effort to acquire a total of approximately 2,120 mobile telephone towers for approximately EUR 300 million. At year-end 2014, the first phase of the project had been carried out with the acquisition—the agreement for which was signed on 12 November 2014—of 1,090 towers for EUR 154 million. At 31 December 2014, EUR 77 million of this amount had yet to be paid and was recognised under "Provisions and other liabilities - current" in the accompanying consolidated balance sheet (see Note 20.ii).
- Moreover, the additions in the year included prepayments for the property, plant and equipment (new satellites) acquired by the **Hispasat** subgroup for EUR 129,498 thousand.

Disposals in 2014 related primarily to the Amazonas-4A satellite (launched by the Group in 2014 through its **Hispasat** subsidiary). Once the satellite was in its geostationary orbit, a malfunction in its power subsystem was detected. Based on technical reports from the manufacturer of the satellite, the Group estimated that the availability of the satellite's payload would be reduced by up to 38% of its capacity. Accordingly, a disposal in the amount of EUR 92.9 million was recorded. The Group had insurance policies covering the Amazonas-4A satellite, including for possible claims stemming from this malfunction. At year-end 2014, compensation from the insurance companies in the amount of EUR 90 million had yet to be collected (see Note 12.v), and it was collected in 2015. The impact net of impairment recorded in the consolidated income statement stood at EUR 3,791 thousand.

Capitalised borrowing costs in 2015 stood at EUR 2,499 thousand (EUR 763 thousand in 2014).

Movements in 2015 owing to changes in the scope of consolidation and business combinations relate mainly to:

- The impact of the purchase of 90% of the Italian company Galata, S.p.A. (EUR 234,248 thousand), which belonged to the Cellnex subgroup, which was discontinued on 30 April 2015, as described in Notes 2.h and 6.
- The impact of the takeover of Túnels (EUR 1,311 thousand, see Note 5).

Movements in 2014 owing to changes in the scope of consolidation and business combinations related to:

- The purchase of 100% of **TowerCo** effective 27 May 2014, primarily through the mobile telephone towers (EUR 19,834 thousand).
- The takeover of **Metropistas** (EUR 8,102 thousand).
- The takeover of **Adesal** (EUR 6,683 thousand).

Grants related to assets are recognised on a straight-line basis to income, in accordance with the useful life of the asset financed, with a reduction in the amortisation charge for the year. In addition, their recognition reduces property, plant and equipment and assets to be handed over to the grantor. The detail of these grants is as follows:

	2015		2014	
	Net grant (balance)	Recognition in profit or loss	Net grant	Recognition in profit or loss (restated)
Of the telecommunications segment [1]	61,512	-	59,223	-
Other	59	33	32	6
	61,571	**33**	**59,255**	**6**

[1] At year-end 2015, this relates basically to grants from the European Space Agency and, at year-end 2014, to grants from the European Regional Development Fund (ERDF) to companies in the terrestrial telecommunication segment, which was discontinued in 2015 by the European Space Agency. In both 2015 and 2014, the grants relate to satellites under construction and are therefore not recognised in income.

The increase in 2015 was due to new grants received by **Hispasat** from the European Space Agency for the development of new satellites.

Property, plant and equipment at 31 December 2015 includes EUR 76 million with a net value of EUR 26 million (EUR 75 million and EUR 32 million, respectively, in 2014) relating to assets to be handed over to the grantor according to the concessions not affected by the application of IFRIC 12. The majority of the buildings and other constructions relate to administrative concessions granted by different public corporations and should be handed over to the grantor at the end of the concession.

The detail of "Other" is as follows:

	31 December 2015	31 December 2014
Assets under construction [1]	319,728	167,844
Other items of property, plant and equipment, net	16,703	23,205
	336,431	**191,049**

[1] Primarily telecommunications infrastructure companies (EUR 284,860 thousand in 2015 and EUR 137,940 thousand in 2014) and, to a lesser extent, toll road concession operators.

At each reporting date, the Group assesses whether there is an indication that an asset may be impaired. If any indication of impairment exists, it estimates the asset's value in use or market value if the latter is higher, according to the general guidelines described in Note 3.c. The assessment carried out at 31 December 2015 did not reveal a need to recognise any impairment loss (as was the case with the assessment carried out at year-end 2014, except for the technical failure of the Amazonas-4A satellite noted above).

At 31 December 2015 the Group has commitments to purchase tangible assets in the amount of EUR 212,866 thousand (EUR 237,317 thousand at year-end 2014), relating primarily to the development by the **Hispasat** subgroup of new satellites (EUR 191,976 thousand in 2015 compared with EUR 224,646 thousand in 2014).

At 31 December 2015 (as in 2014), the Group does not have significant property, plant and equipment subject to restrictions or pledged as collateral on liabilities.

It is Group policy to take out all insurance policies considered necessary to cover possible risks that might affect its property, plant and equipment.

8. GOODWILL AND OTHER INTANGIBLE ASSETS

The changes in the main items under these headings are as follows:

		Other intangible assets			
	Goodwill	Administrative concessions	Computer software	Other	Total
At 1 January 2015					
Cost	4,562,803	24,830,860	217,016	605,565	25,653,441
Accumulated amortisation and impairment losses	-	(12,417,987)	(168,246)	(44,836)	(12,631,069)
Carrying amount	**4,562,803**	**12,412,873**	**48,770**	**560,729**	**13,022,372**
2015					
Carrying amount at beginning of period	4,562,803	12,412,873	48,770	560,729	13,022,372
Translation differences	(56,577)	(663,034)	(460)	(6,343)	(669,837)
Additions	-	678,649	17,413	1,477	697,539
Disposals (net)	-	-	(961)	(87)	(1,048)
Transfers	-	(11,608)	(1,673)	18,839	5,558
Changes in scope of consolidation and business combinations	207,728	488,098	156,243	340,329	984,670
Depreciation charge(*)	-	(901,119)	(34,745)	(29,782)	(965,646)
Impairment losses (see section iv)	(681,663)	(81,302)	(11)	-	(81,313)
Other	-	(554)	49	34	(471)
Transfers to assets held for sale and discontinued operations (see Note 6)	(216,001)	(2,212)	(161,232)	(436,488)	(599,932)
Carrying amount at end of period	**3,816,290**	**11,919,791**	**23,393**	**448,708**	**12,391,892**
At 31 December 2015					
Cost	3,816,290	24,942,361	154,365	519,549	25,616,275
Accumulated amortisation and impairment losses	-	(13,022,570)	(130,972)	(70,841)	(13,224,383)
Carrying amount	**3,816,290**	**11,919,791**	**23,393**	**448,708**	**12,391,892**

(*) Includes EUR 2,941 thousand provision for amortisation related to the Cellnex subgroup, prior to discontinuation in the current year (2015).

	Goodwill	Other intangible assets			
		Administrative concessions	Computer software	Other	Total
At 1 January 2014					
Restated [(*)]					
Cost	4,552,562	23,148,183	209,672	506,425	23,864,280
Accumulated amortisation and impairment losses	-	(11,443,109)	(152,181)	(12,290)	(11,607,580)
Carrying amount	**4,552,562**	**11,705,074**	**57,491**	**494,135**	**12,256,700**
2014					
Carrying amount at beginning of period	4,552,562	11,705,074	57,491	494,135	12,256,700
Translation differences	6,883	134,176	43	346	134,565
Additions	-	665,674	19,364	4,134	689,172
Disposals (net)	-	-	(920)	(265)	(1,185)
Transfers	-	9,186	(4,025)	(4,183)	978
Changes in scope of consolidation and business combinations	3,358	820,287	7	98,586	918,880
Depreciation charge	-	(927,568)	(23,765)	(32,307)	(983,640)
Impairment losses	-	-	-	-	-
Other	-	6,044	575	283	6,902
Carrying amount at end of period	**4,562,803**	**12,412,873**	**48,770**	**560,729**	**13,022,372**
At 31 December 2014					
Cost	4,562,803	24,830,860	217,016	605,565	25,653,441
Accumulated amortisation and impairment losses	-	(12,417,987)	(168,246)	(44,836)	(12,631,069)
Carrying amount	**4,562,803**	**12,412,873**	**48,770**	**560,729**	**13,022,372**

(*) As indicated in the 2014 consolidated financial statements, the balance at 1 January 2014 of the aforementioned headings was restated considering the adjustments made in applying IFRS 10 and IFRS 11.

The detail of goodwill and other net intangible assets in Group companies located abroad is as follows:

(in thousands)	**31 December 2015**		**31 December 2014**	
	Currency	Euro	Currency	Euro
France (euro)	8,013,967	8,013,967	8,086,879	8,086,879
Brazil (Brazilian real, BRL)	10,782,187	2,500,681	12,443,991	3,863,754
Puerto Rico (US dollar, USD)	1,130,107	1,038,034	1,162,070	957,145
Chile (Chilean peso, CLP)	478,258,406	619,945	517,652,538	703,054
Other	-	32,385	-	152,095
Net intangible assets in Group companies located abroad	**-**	**12,205,012**	**-**	**13,762,927**

The translation differences arising in 2014 relate primarily to assets in Brazil (as a result of the decline in the year-end exchange rate of the Brazilian real), to assets in Puerto Rico (as a result of the rise in the year-end exchange rate of the US dollar), and to assets in Chile (as a result of the decline in the year-end exchange rate of the Chilean peso). In 2014, the differences were due mainly to the rise in the year-end exchange rates of the Brazilian real and US dollar and the decline in the year-end exchange rate of the Chilean peso.

Additions in 2015 (as in 2014) under "Administrative concessions" relate mainly to the **Sanef** subgroup (EUR 250 million in 2015, including EUR 142 million corresponding to the Exceptional Voluntary Contribution (CVE) described below, and EUR 79 million in 2014) and to the **Arteris** subgroup (BRL 1,744 million in 2015 and BRL 1,810 million in 2014, or approximately EUR 404 million and EUR 562 million) stemming from investments made in the year to expand the capacity of the motorway networks (without including the EUR 142 million specified relative to the CVE) owned by them.

As noted, following the agreement with the French government for the "Plan Relance" for French toll roads that, *inter alia*, includes an annual payment to the French government (until the end of the concession) as an Exceptional Voluntary Contribution of EUR 10 million, the **Hit/Sanef** subgroup has recognised its current value (EUR 142 million) as an addition in 2015 under "Administrative concessions", with a balancing entry in the corresponding provision account (see Note 20.i).

Capitalised borrowing costs in 2015 amounted to EUR 40,987 thousand and related mainly to the expansion and upgrade work carried out by the **Arteris** subgroup (EUR 11,560 thousand in 2014).

Movements in 2015 due to changes in the scope of consolidation and business combinations relate to:

- The purchase of 90% of the Italian company Galata, S.p.A. (EUR 498,819 thousand in other intangible assets and EUR 170,629 thousand of goodwill) within the Cellnex subgroup that was discontinued on 30 April 2015, as described in Notes 2.h and 6.
- The takeover of Túnels (EUR 485,851 thousand in concession assets and EUR 37,099 thousand of goodwill).

Movements in 2014 owing to changes in the scope of consolidation and business combinations related mainly to:

- The impact, following the purchase of 100% of the Italian company **TowerCo**, of the valuation of the identified intangible assets (EUR 98,593 thousand), as well as of the resulting goodwill (EUR 2,995 thousand).
- The takeover of **Metropistas**, basically through the concession arrangement for the PR-22 and PR-5 toll roads (EUR 820,287 thousand in concession assets at 31 December 2014).

i) Goodwill

The detail of the goodwill of the subsidiaries assigned to each of the various cash-generating units defined by the Group's Management, according to their respective business segment and the concessions that gave rise to the goodwill, is as follows:

	31 December 2015	**31 December 2014**
Toll Roads		
HIT/Sanef subgroup	2,824,087	2,830,803
Iberpistas	308,224	308,224
Avasa	245,650	245,650
Aucat	178,447	178,447
Túnels (see Note 5)	37,099	-
Rutas del Pacífico (*)	25,196	26,400
Los Andes (*)	19,466	20,396
Libertadores (*)	16,325	17,105
Aulesa	9,985	9,985
Autopista del Sol (*)	8,528	8,935
ITS/Sanef subgroup(1)	6,716	-
Arteris subgroup	-	734,408
Other (*)	1,999	2,510
	3,681,722	4,382,863
Telecommunications		
Hispasat	134,568	134,568
Tradia (2)	-	42,014
TowerCo (2)	-	2,995
Adesal (2)	-	363
	134,568	179,940
Goodwill	**3,816,290**	**4,562,803**

(1) Goodwill that was included in the HIT/Sanef subgroup at year-end 2014 and that at year-end 2015 is disclosed separately following Hit's distribution of 100% of its interest in Sanef ITS to its shareholders (see Note 2.h).

(2) Goodwill associated with the terrestrial telecommunications segment that was discontinued in 2015 (see Note 2.h and Note 6).

(*) Goodwill associated with assets that operate in a foreign currency (mainly the Chilean peso), and whose value in euros was affected by the change in the year-end exchange rate.

As detailed in section iv) of this Note, full impairment of the goodwill allocated to the **Arteris** subgroup was recognised at the six-monthly closing on 30 June 2015.

ii) Administrative concessions

The detail of the main administrative concessions (see Note 27.c), broken down by operating segment, is as follows:

	31 December 2015	**31 December 2014**
Toll Roads		
HIT/Sanef subgroup	5,161,213	5,229,458
Arteris subgroup	2,437,050	3,078,599
Metropistas	996,573	918,653
Avasa	872,651	952,263
Túnels (see Note 5)	483,921	-
Iberpistas/Castellana	339,515	361,498
Acesa	332,413	391,797
Aumar	229,157	287,212
Rutas del Pacífico	214,602	250,877
Aucat	209,553	221,496
Los Andes	152,988	161,359
Invicat	125,548	147,851
Libertadores	90,975	104,633
Aulesa	81,445	83,533
Autopista del Sol	39,245	52,868
Ausol	18,282	30,052
GCO	11,834	20,278
Other	92,669	97,532
	11,889,634	12,389,959
Telecommunications		
Hispasat subgroup	30,157	22,914
	30,157	22,914
Administrative concessions (carrying amount)	**11,919,791**	**12,412,873**

As detailed in section iv) of this Note, full impairment of the goodwill allocated to the administrative concessions of the **Arteris** subgroup, the change of which from 2014 is due mainly to the effect of the depreciation of the Brazilian real at year-end 2015, was recognised.

iii) Other intangible assets

"Other" includes mainly the intangible assets of **Hispasat** (EUR 410,417 thousand, net, in 2015 and EUR 433,478 thousand, net, in 2014) relating primarily to the orbital slots owned by it, as well as its business relationships with customers, recognised at their fair value after their acquisition in November 2013.

At year-end 2014, it also included the intangible assets of **TowerCo** (EUR 96,189 thousand, net), virtually all of which are related to contracts signed with mobile operators and the location of the telephony towers used, which were recognised at their fair value following their acquisition in May 2014. These assets were associated with the operating segment of terrestrial telecommunication that was discontinued in 2015.

iv) Impairment

As indicated in Notes 3.b and 3.c, at the end of each reporting period goodwill or other recognised assets are assessed for impairment based on the calculation of the value in use of their respective cash-generating unit or their market value (price of similar, recent transactions in the market), if the latter is higher.

The value in use of the investments was calculated as follows:

- The time in which it is estimated that the respective investment will generate cash flows (concession term for concession operators, most of which expire between 5 and 36 years) was determined.

  Projections for periods longer than five years have been used, given that the concession assets have a finite life (or, mainly in the case of **Hispasat**, the contracts are long-term service contacts), and therefore the period during which cash flow is to be projected has been clearly delimited and defined. (As indicated above, the remaining concession or contract period is used, as appropriate.)

- Prior to the preparation of revenue and expense projections, the projections made as part of the impairment tests for the prior year were reviewed to assess possible variances. In the comparison of the projections for 2015 included in the impairment tests for 2014 with the 2015 results, no significant variances were detected, except as noted below in relation to the impairment tests of the **Arteris** subgroup.

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

    - For revenue, in order to estimate changes in rates, the Group took into consideration official changes in the consumer price index (CPI) of each country in which investments are made (in accordance with, in the case of concession operators, the rate revision formulas set forth in the concession arrangements based on changes in the local CPI and/or specific adjustments).

      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 business as well as the operating efficiency plans implemented by the Group.
    - In addition, the Group considered the impact of infrastructure maintenance and upgrade work to be carried out, using the best estimates available based on the experience of each company and taking into account the projected performance of the activity.

- The cash inflow projections based on the revenue and expense projection made as set forth above were discounted at the rate resulting from adding, to the long-term cost of risk-free money, the risk premium assigned by the market to each country where the activity takes place, the risk premium assigned by the market to each business (over the long term, in both cases), as well as the financial structure of the company or corresponding cash-generating unit. The discount rates used in the impairment tests of the Group's main goodwill are detailed below.

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

A summary of all of these considerations with regard to the most significant elements of goodwill and intangible assets (mainly administrative concessions) is given below:

2015		Cumulative annual growth (2015 – Concession end)				
Cash-generating unit	Last year of projection (concession term)	CPI	Rates	Activity [*]	Expenses	Discount rate
HIT/Sanef subgroup	2031-33	1.63%	1.16%	1.65%	1.28%	5.25%
Arteris subgroup [1]	2033	5.39%	6.36%	4.04%	4.83%	11.30%
Iberpistas/ castellana	2029	2.22%	2.04%	2.03%	0.57%	6.41%
Avasa	2026	2.03%	1.78%	3.53%	0.23%	6.18%
Aucat	2039	2.16%	1.96%	2.62%	1.59%	6.47%
I2000 subgroup	2026	3.32%	2.46%	4.76%	2.51%	7.19%
Metropistas	2051	1.98%	3.37%	1.45%	2.07%	12.62%
Túnels	2037	1.96%	1.59%	2.01%	2.10%	6.47%
Hispasat subgroup	2022	2.00%	2.00%	5.07%	5.78%	7.48%

[*] ADI, in the case of toll roads, and revenue in the case of **Hispasat**.

[1] Given that the updated impairment test projections for 2015 project a 6.4% decrease compared with the 2014 test (especially for heavy vehicles, which account for approximately a third of traffic but two thirds of income), and that the cumulative impact in 2017 will be 10.5% decrease, significantly affecting the value of the assets.

2014		Cumulative annual growth (2014 – Concession end)				
Cash-generating unit	Last year of projection (concession term)	CPI	Rates	Activity [*]	Expenses	Discount rate
HIT/Sanef subgroup	2029	1.73%	1.28%	1.60%	1.80%	5.70%
Arteris subgroup	2033	5.12%	5.54%	3.94%	4.43%	10.70%
Iberpistas/ castellana	2029	2.50%	2.21%	2.21%	1.39%	6.67%
Avasa	2026	2.50%	2.50%	3.06%	0.42%	6.67%
Aucat	2039	2.50%	2.37%	2.82%	2.07%	6.67%
I2000 subgroup	2026	3.00%	2.73%	4.30%	2.05%	7.63%
Hispasat subgroup	2021	2.50%	2.50%	4.90%	4.22%	8.00%

[*] ADI, in the case of toll roads, and revenue in the case of Hispasat.

The results of the impairment tests conducted on the different cash-generating units to which the various items of goodwill that are recognised are allocated (as well as the respective revalued assets) at 31 December 2015 are as follows:

Hit/Sanef

With regard to the goodwill of **Hit/Sanef** (arising from its acquisition in 2006), the revenue recognised in 2015 surpasses the amounts budgeted and included in the impairment test of 2014 for this year (which took into account the French government's decision to freeze tolls in 2015, with the final agreement not significantly altering these estimates), and the value in use obtained sufficiently exceeds the carrying amount of the goodwill that was recognised and of the allocated assets. There is no indication of a significant risk of impairment arising from changes in the assumptions used. (The sensitivity analysis tests performed on the projections indicate that the assets could withstand a reduction of more than 15% in their measurement.)

Arteris

As indicated in Note 9.iv to the 2014 consolidated financial statements, in relation to the impairment tests on goodwill and on intangible assets of the subgroup **Arteris** (acquired in December 2012), disclosed a certain worsening of the macro-economic situation in Brazil, although the impairment tests performed did not reveal the need to recognise any provisions. In 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 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 expansion infrastructure to be executed by **Arteris**.

Brazil's macro-economic situation affected Arteris' main variables:

- There was a significant fall in traffic, especially in heavy vehicles (-8.4% from 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 by a maximum of 60% with respect to December 2012

(acquisition date by **Abertis**) and by 40% compared 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, in view of the clear evidence of impairment in goodwill and intangible assets of the **Arteris** subgroup, the Group updated the impairment test in 2015 to verify the recoverability of such assets, based on new future cash flow projections estimated in accordance with Brazil's macroeconomic situation.

As a result of the impairment test on goodwill and intangible assets used in the **Arteris** subgroup, the Group considered it necessary in 2015 to recognise an impairment of 762,965 thousand euros (259,863 thousand euros, net of the impact on **Abertis'** earnings), relating to the write-off of consolidation goodwill (681,663 thousand euros) and a portion of the intangible assets (81,302 thousand euros) of this cash-generating unit, recognised with a charge to "Changes in provisions for asset impairment" in the accompanying consolidated income statement.

Further, following the impairment recorded, the carrying amount of the aforementioned **Arteris** subgroup assets at 31 December 2015 was adjusted to the recoverable value thereof (determined on the basis of the value in use).

Additionally, on 1 May 2015, **Abertis** notified its intention to launch (via its subsidiary Partícipes de Brasil, S.A.) a takeover bid on all **Arteris**' shares, offering a share price of 10.15 Brazilian reais per share (a value that does not differ significantly from the net assets at 31 December 2015). The takeover bid is slated for completion in the first half of 2016.

Iberpistas and Aucat

In respect of the impairment tests of the goodwill of Spanish toll roads of **Iberpistas** and **Aucat**, the recoverable amount obtained (determined on the basis of their value in use, as noted above) significantly exceeds the carrying amount of each company's goodwill such that even if the assumptions used in the calculations changed significantly, there would be no indication of a significant impairment risk. (The sensitivity analysis tests performed on the projections make clear that these companies' goodwill could withstand a reduction of more than 15% in their measurement.)

Avasa

The results of the impairment tests on **Avasa** also suggest that the carrying amount of goodwill and the revalued assets allocated would be recovered, although they have a lesser degree of tolerance to changes in the key assumptions used (about 5%). The projections considered are above those considered in 2014, given the strong performance of traffic during the year.

I2000 (Libertadores and Sol)

In respect of the impairment tests on the goodwill and allocated assets of the **I2000** subgroup (acquired in December 2012, relating primarily to the Libertadores and Sol toll roads), the recoverable amount (calculated based on their value in use) significantly exceeds their carrying amount such that even if the assumptions used in the calculations changed significantly, there would be no indication of a significant impairment risk. (The sensitivity analysis tests performed on the projections make clear that these companies' goodwill and allocated assets could withstand a reduction of about 10% in their measurement.) The projections considered are above those analysed at the time of the acquisition, due above all to the strong performance of traffic during the year.

Metropistas

In relation to the Group's investment in Puerto Rico, the macro-economic situation worsened in Puerto Rico in 2015. Still, this company's activity grew somewhat in 2015 (and is expected to continue to grow in coming years) while the company maintained a solid financial structure. (**Metropistas** has a credit rating of BBB- with a negative outlook, issued on 2 July 2015 by Standard and Poor's, well above the credit rating of government institutions in Puerto Rico.)

The impairment tests carried out on the concession asset assigned to **Metropistas** (over which control was obtained in 2014) show no valuation problems in relation to the aforementioned asset, indicating that it could withstand reductions in activity and reasonable increases in the discount rate.

Other than the impairment in relation to the goodwill and allocated intangible assets of the **Arteris** subgroup, the estimates and projections available to the Directors of the Group and of each of the companies concerned indicate that the projected cash flows attributable to these cash-generating units (or groups of units) to which the goodwill has been allocated will make it possible to recover the carrying amount of each item of goodwill and of the intangible assets recognised at 31 December 2015 and 2014. Consequently, no provisions were recognised for impairment.

v) Other information

Grants related to assets are recognised on a straight-line basis to income, in accordance with the useful life of the asset financed, with a reduction in the amortisation charge for the year. In addition, their recognition reduces other intangible assets (primarily under "Administrative concessions"). The detail of these grants is as follows:

	2015		2014	
	Net grant	Recognition in profit or loss	Net grant	Recognition in profit or loss (restated)
Hit/Sanef subgroup [1]	107,736	6,703	110,314	7,301
Ausol [2]	18,282	5,006	30,052	4,772
Other	43	22	2,035	-
	126,061	**11,731**	**142,401**	**12,073**

[1] Granted by the French government.

[2] Change resulting from the depreciation at 31 December 2015 of the Argentine peso.

In connection with the concession arrangements of the toll road concession operators of the **Arteris** subgroup, the Group had the following obligations to invest in improving or increasing capacity:

	31 December 2015		31 December 2014	
(nominal amount)	Brazilian reais (millions)	Euros (millions)	Brazilian reais (millions)	Euros (millions)
Concession operators dependent on the Brazilian federal government [1]	3,097	718	4,254	1,321
Concession operators dependent on the State of São Paulo	497	115	624	194
	3,594	**833**	**4,878**	**1,515**

[1] The term of execution of this work is estimated to run until 2033.

In addition, the **Hit/Sanef** subgroup, after agreeing with the French government on "Plan Relance" for French toll roads, will make investments of approximately EUR 600 million to upgrade the toll road network in exchange for the extension of the concession arrangements (2 years for **Sanef** and 3 years and 8 months for **Sapn**).

The Group has various investment commitments under agreements entered into with the grantors (see Note 12).

The companies listed below have furnished a guarantee on their "Administrative concessions" in favour of the creditor banks (see Note 15):

	"Administrative concessions" - carrying amount, net of amortisation	
	2015	**2014**
Consolidated companies of the Arteris subgroup	2,437,050	3,078,599
Autopistas Metropolitanas de Puerto Rico, Llc.	996,573	918,653
Sociedad Concesionaria Autopista de los Andes, S.A.	152,988	161,359
Sociedad Concesionaria Autopista los Libertadores, S.A.	90,975	104,633
Sociedad Concesionaria Autopista del Sol, S.A.	39,245	52,868

It is Group policy to take out all insurance policies considered necessary to cover risks that might affect investments in the Group's infrastructure under the concession arrangements that it holds (see Note 27.c).

9. INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

The changes in this heading of the consolidated balance sheet are as follows:

	2015			2014		
	Investments in joint ventures	Investments in associates	Total	Investments in joint ventures	Investments in associates	Total
At 1 January	610,441	322,663	933,104	676,602	455,503	1,132,105
Increases	-	23,232	23,232	-	1,546	1,546
Changes in scope of consolidation and business combinations	-	1,072,806	1,072,806	(6,442)	(130,103)	(136,545)
Share of (loss)/profit [1] (see Note 14.c.iii)	5,324	27,087	32,411	(7,526)	29,495	21,969
Impairment losses	-	(73,075)	(73,075)	-	-	-
Translation differences	(26,165)	(6,123)	(32,288)	(10,429)	(650)	(11,079)
Dividends accrued (see Note 25.c)	(13,739)	(3,464)	(17,203)	(13,330)	(34,245)	(47,575)
Cash flow hedges (see Note 14)	(2,017)	(5,740)	(7,757)	(12,067)	9,106	(2,961)
Other	726	(21,153)	(20,427)	(16,367)	(7,989)	(24,356)
Transfers to assets held for sale and discontinued operations [2] (see Note 6)	-	(3,503)	(3,503)	-	-	-
At 31 December	**574,570**	**1,332,730**	**1,907,300**	**610,441**	**322,663**	**933,104**

(1) The share of (loss)/profit is stated after tax and non-controlling interests.

(2) Includes EUR 23 thousand of profit from the associates of the Cellnex subgroup (Cota and Torre de Collserola) which, at the date of discontinuation of the terrestrial telecommunications business, were already accounted for using the equity method.

The detail of investments in Group associates and joint ventures located abroad is as follows:

	31 December 2015		31 December 2014	
	Currency	Euro	Currency	Euro
Chile (Chilean peso, CLP)	395,297,536	512,407	405,881,095	551,251
France (euro)	50,725	50,725	27,979	27,979
Colombia (Colombian peso, COP)	60,739,486	17,574	85,843,042	29,752
Others (mainly in the United Kingdom)	-	15,217	-	13,104
Investments in associates and joint ventures located abroad	**-**	**595,923**	**-**	**622,086**

The translation differences that arose in 2015 relate primarily to assets in Chile (Autopista Central) as a result of the decline in the year-end exchange rate of the Chilean peso (which depreciated at year-end 2014, as well).

The most noteworthy changes in 2015 are listed below:

- Changes in the scope of consolidation and business combinations relate mainly to the impact of the loss of control over the Cellnex subgroup (after the public offering of 66% of its share capital; the 34% remaining interest in Cellnex is now accounted for using the equity method), the value of which at the public offering date was €14/share (EUR 1,102,812 thousand; see Notes 2.h and 6 and section i) below), and to the impact of the takeover of Túnels (EUR -30,477 thousand; see Notes 2.h and 5).
- Increases in the year relate mainly to the subscription of the capital increase by Alienor (in which **Abertis** holds, at 31 December 2015, an indirect interest through HIT of 18.39%) and to the subscription of the capital increases by Bip&Drive, S.A. (in which **Abertis** holds, at 31 December 2015, a 35% interest).
- Translation differences relate primarily to Autopista Central (as a result of the decline in the year-end exchange rate of the Chilean peso).

The share in the 2015 profit (loss) of associates and joint ventures includes, as detailed in section iii) of this Note, a provision for impairment of the investment held in Autema amounting to EUR 73,075 thousand.

The following significant changes occurred in 2014:

- Disposals arising from changes in the scope of consolidation and business combinations relating to the impact of the takeover of **Metropistas** (EUR -130,103 thousand) and **Adesal** (EUR -6,442 thousand).
- Increases relating to the contributions by **Abertis** for 50% of Bip&Drive, S.A.
- Translation differences relating primarily to Autopista Central (as a result of the decline in the year-end exchange rate of the Chilean peso).

The detail of the shareholdings in associates and in companies under joint control (joint ventures), all of which were accounted for using the equity method according to their respective business segment, is as follows:

	31 December 2015		31 December 2014	
	Value of the shareholding	Goodwill (1)	Value of the shareholding	Goodwill (1)
Toll Roads				
Autopista Central	512,407	123,714	551,251	129,622
Trados 45	54,064	29,872	51,636	29,872
Areamed	7,423	-	6,378	-
Tc Flow	676	-	1,176	-
Investments in joint ventures	574,570	153,586	610,441	159,494
Autema	46,031	-	123,556	27,861
Túnels	-	-	31,408	-
Coviandes	8,454	111	24,945	131
A'lienor	47,793	-	24,527	-
RMG	14,541	1,627	11,928	1,534
Coninvial	9,120	-	4,807	-
Alis/Routalis	2,242	1,950	2,276	1,950
Bip&Drive	2,239	-	944	-
Leonord	14	-	-	-
Investments in associates(2)	130,434	3,688	224,391	31,476
	705,004	157,274	834,832	190,970
Telecommunications				
Cellnex Subgroup (3)	1,098,514	690,639	3,480	-
Hisdesat and others	103,782	-	94,792	-
Investments in associates	1,202,296	-	98,272	-
Investments in associates and jointly controlled entities	**1,907,300**		**933,104**	

(1) The elements of goodwill detailed in the previous table, which are part of the value of the investments in associates and in companies under joint control accounted for using the equity method, are included. In the case of Autopista Central, the change resulted from the year-end depreciation of the Chilean peso; in the case of Coviandes, it resulted from the year-end depreciation of the Colombian peso; in the case of RMG, it resulted from the year-end appreciation of the pound sterling.

(2) Also included are Irasa, Alazor and Ciralsa, the value of which at year-end 2015 and year-end 2014 was EUR 0 thousand (see section ii) of this Note).

(3) At year-end 2014, only Torre de Collserola (EUR 2,675 thousand) and Cota (EUR 805 thousand) were accounted for using the equity method.

As indicated in Note 2.g.i, if the Group's share in the losses of an associate is equal to or greater than the value of its equity investment, no further losses will be recognised unless obligations have been incurred or payments have been made on behalf of the associate. Accordingly (as occurred at year-end 2014), the carrying amount under the equity method of the associates Irasa, Alazor and Ciralsa (in insolvency proceedings at the date of these consolidated financial statements), as well as that of Alis, was zero.

In 2015, as in 2014, once the value of the investments and the loans had been reduced to zero, no further losses relative to the results of these companies were included. Nonetheless, in the case of Irasa, Alazor and Ciralsa, as detailed in ii) below, the Group maintains provisions recorded both in 2015 and in previous years in order to meet its obligations or commitments.

The detail of the accumulated losses of these investees, according to the percentage of the shareholding belonging to **Abertis**, is as follows:

	31 December 2015 (1)			**31 December 2014**		
	Loss for the year	Accumulated losses from prior years (2)	Total	Loss for the year	Accumulated losses from prior years	Total
Irasa	13,031	68,040	81,071	14,423	53,617	68,040
Alazor	9,913	44,076	53,989	6,569	36,996	43,565
Ciralsa	6,089	70,266	76,355	12,821	57,504	70,325
Alis (3)	(1,177)	30,200	29,023	(12)	29,052	29,040
	27,856	**212,582**	**240,438**	**33,801**	**177,169**	**210,970**

(1) Asset values at 31 December 2015 subject to the legally stipulated periods for preparation by the respective boards of directors.

(2) Accumulated losses from years prior to 31 December 2015 include EUR 1,612 thousand (EUR 1,541 thousand in 2014, corresponding solely to Ciralsa) relating to transactions recognised directly in other comprehensive income.

(3) Associate of the **Hit/Sanef** subgroup in which **Abertis** holds a 52.55% stake.

i) Investment in Cellnex

As indicated in Notes 2.h and 6, on 18 May 2015, the placement of 60% of Cellnex's shares with institutional investors was completed, together with an additional 6% relating to the exercise of the call option granted to the placement entities. The floatation of Cellnex on the stock exchange constitutes a partial divestment of the terrestrial telecommunications business and the consequent loss of control by **Abertis**. Therefore, under IFRS 3, the Group measured the investment held in Cellnex, totalling 34%, at fair value, at the date of loss of control. This measurement took into account the placement price of EUR 14.00 per share, which led to the recognition of a net appreciation of EUR 924,945 thousand, accounted for using the equity method starting in May 2015.

Under IFRS 3, in order to recognise goodwill separately it was necessary to internally measure the fair value of the identifiable assets and liabilities assumed originating from Cellnex at the aforementioned date. The fair value at the date of acquisition of the assets and liabilities of the acquired business was determined, for the most part, using valuation techniques. The main measurement method used was the analysis of discounted cash flow generated by identified assets, with criteria similar to those described in Note 8. Following the allocation of net assets at fair value, mainly to the value of the intangible assets identified (consisting primarily of the current agreements), and the measurement of tangible assets at market value (excluding agreements segregated and measured separately), amounting to EUR 234 million once the related deferred tax was considered, goodwill was determined to stand at EUR 691 million. This goodwill was attributable to the expected return and to the capacity to generate cash flows in the future as a neutral operator in the mobile telecommunications business.

At the date of signing of these consolidated financial statements, **Abertis** is in the process of concluding the allocation of the fair value of the assets and liabilities acquired. In accordance with IFRS 3, the Group has one year from the date of the respective transaction to complete the allocation of value.

In addition, in relation to the Cellnex Subgroup, as detailed in Note 23.i to the 2014 consolidated financial statements, Cellnex Telecom, S.A. (formerly Abertis Telecom Terrestre, S.A.U.) has various disciplinary proceedings before the National Competition Commission (CNC) with respect to the terrestrial telecommunications business, for EUR 36.4 million. In 2015, a decision was issued on the appeals filed by Cellnex, which were fully or partially upheld, and the rulings of the CNC with respect to the amount of the penalties were nullified. Consequently, the current Spanish antitrust agency (CNMC) must recalculate such amounts since the criteria applied at the time were deemed inappropriate.

As detailed in Note 23.i to the 2014 consolidated financial statements, different interpretations exist in relation to the digitalisation and expansion of the terrestrial television networks in remote areas of Spain during the digital transformation process, and as to whether Retevisión I, S.A.U. (a Cellnex subgroup company) and other terrestrial and satellite signal transport platform operators had received State aid contrary to the Treaty on the Functioning of the European Union. The European Commission estimated the aid to Retevisión at EUR 40 million, whereas the Spanish government estimated it at approximately EUR 10 million. In any event, the amount required the definitive approval of the European Commission

The final ruling on these issues is not expected to have a significant impact on the equity of **Abertis** (which holds 34% of Cellnex's share capital) with respect to these consolidated financial statements.

Tower Telecom, a company in the Cellnex On subgroup, had an agreement (signed in 2014) with Telefónica to restructure and streamline its infrastructure for mobile telecommunications operators, under which the company undertook to make every effort to acquire a total of approximately 2,120 towers for mobile telecommunications operators during the year for approximately EUR 300 million, of which a total of 1,390 towers had been acquired at the date the terrestrial telecommunication business was discontinued (30 April 2015; see Note 6). Following these acquisitions in the year, the parties agreed to amend the scope of the agreement and to terminate it.

ii) Investments in Irasa, Alazor and Ciralsa

As was the case at 31 December 2014, at 31 December 2015, the persistence of the reasons for the full impairment of investments in and loans to the Group's investees Irasa, Alazor and Ciralsa has clearly shown the need to maintain the impairment recognised for all contributions made.

Regarding the investment held in Alazor, its shareholders and the guarantors thereof, which included **Iberpistas** and **Acesa**, signed a support contract with Alazor's creditor institutions. In accordance with this support contract, a portion of the creditors sued the shareholders and their guarantors in 2014 for the enforcement of possible obligations with regard to part of the borrowings. Accordingly, in late February 2014, the Group made a deposit in court for the claimed amount of 131 million euros.

On 27 March 2015, a writ of execution was received upholding the enforcement claim filed by Alazor's creditor financial institutions, obliging

Alazor's shareholders to pay the amounts claimed. By virtue of this writ of execution, on 28 April 2015, the claimant creditor financial institutions requested payment of the claimed amounts, which **Iberpistas** and **Acesa** had already consigned for legal purposes in 2014, as indicated above.

In light of these circumstances, on 5 May 2015, the Group petitioned the court to suspend that payment request, and on 11 May it filed an appeal against the writ of execution, reiterating the request to suspend the obligation to deliver any amount to the claimants. At the date of authorisation for issue of these consolidated financial statements, both the ruling on the appeal filed and a decision on the delivery of the monetary sums deposited are pending.

In addition, as at year-end 2014 and with regard to Alazor, **Abertis** has various crossed put/call options on shares in this company by virtue of certain agreements with Alazor's other shareholders. In previous years, arbitration proceedings were initiated with regard to a portion of the put rights held by the Group with the other shareholders of Alazor. A decision on this arbitration was handed down on 20 May 2014, dismissing the exercise of the put options claimed by **Abertis**. The Group filed an appeal requesting that this decision be rendered null and void. On 2 September 2015, the High Court of Justice of Madrid issued a decision dismissing the appeal filed by Abertis. However, following the brief filed by the Group on 8 October 2015, this decision was rendered null and void in a decision of 1 December 2015, revisiting the proceedings to include testimony that had been improperly denied. The High Court of Justice of Madrid will have to hand down a new decision in this case.

Lastly, in view of the unsuccessful legal procedures under way in 2015 and the possibility that Alazor's remaining creditor financial institutions could become party to the claim, the Group recognised an additional provision for a total of 117 million euros at 31 December 2015 (see Note 20.i). With the provisions recognised both in 2015 and in previous years, the resolution of the aforementioned insolvency proceedings and lawsuits is not expected to have a significant impact on these consolidated financial statements.

iii) Joint ventures

The Group has investments in the following joint ventures accounted for using the equity method:

		% Investment	
Company	Activity	31 December 2015	31 December 2014
Trados 45	Toll road concession operator	50.00%	50.00%
Areamed	Operation of toll road service areas	50.00%	50.00%
TC-Flow [1]	Toll management system services	50.00%	50.00%
Autopista Central [2]	Toll road concession operator	50.00%	50.00%

(1) Until May 2015, effective indirect interest through **Hit** of 26.28% (see Note 2.h).

(2) Until September 2014, effective indirect interest through **Invin** of 28.85%.

The concession arrangements of the joint ventures of the **Abertis** Group—which under IFRIC 12 are accounted for using the "intangible asset model"—are as follows:

- Concession arrangement for the construction, maintenance and operation of the North–South corridor and the General Velásquez corridor, both in Santiago, Chile, signed by the Ministry of Public Works of Chile and Autopista Central, which ends in July 2031.
- Concession arrangement for the construction, maintenance and operation of the O'Donnell – N-IV stretch of the M-45 Road in Madrid signed by the Regional Government of Madrid and Trados 45, which ends in August 2029.

At 31 December 2015 (as in 2014), joint ventures did not include contingent liabilities or commitments to purchase tangible or intangible assets with significant value.

At 31 December 2015 (as in 2014), Autopista Central, S.A. held an interest rate and currency swap (maturing in 2026) to eliminate foreign currency risk related to the bond issue denominated in US dollars in the amount of USD 117,500 thousand (USD 120,000 thousand in 2014), given **Abertis'** 50% ownership of this joint venture.

With regard to the joint ventures listed above (all of which are included in the highway-operating segment), the summarised financial information of assets and liabilities as well as of profit or loss during the year incorporated using the equity method during the consolidation process, broken down by business segment, is as follows:

31 December 2015

	Autopista Central	Trados 45	Other	Total Toll Roads	Total
ASSETS					
Non-current assets	269,091	63,457	8,852	341,400	341,400
Current assets	163,555	19,115	1,692	184,362	184,362
	432,646	82,572	10,544	525,762	525,762
LIABILITIES					
Non-current liabilities	344,264	51,244	-	395,508	395,508
Current liabilities	44,183	7,137	2,445	53,765	53,765
	388,447	58,381	2,445	449,273	449,273
NET ASSETS	**44,199**	**24,191**	**8,099**	**76,489**	**76,489**
RESULTS					
Income	114,471	16,332	7,674	138,477	138,477
Expenses	(91,826)	(9,096)	(7,307)	(108,229)	(108,229)
Profit attributable to shareholders of the Parent	**22,645**	**7,236**	**367**	**30,248**	**30,248**

Note: Amounts included in the consolidated balance sheet and consolidated income statement according to the equity method and which do not take into account consolidation adjustments.

31 December 2014
(restated)

	Autopista Central	Trados 45	Other	Total Toll Roads	Total
ASSETS					
Non-current assets	283,917	67,752	9,307	360,976	360,976
Current assets	98,425	14,473	2,531	115,429	115,429
	382,342	82,225	11,838	476,405	476,405
LIABILITIES					
Non-current liabilities	313,431	55,682	-	369,113	369,113
Current liabilities	34,122	4,780	4,284	43,186	43,186
	347,553	60,462	4,284	412,299	412,299
NET ASSETS	**34,789**	**21,763**	**7,554**	**64,106**	**64,106**
RESULTS					
Income	93,165	16,336	8,122	117,623	117,623
Expenses	(84,508)	(9,235)	(7,610)	(101,353)	(101,353)
Profit attributable to shareholders of the Parent	**8,657**	**7,101**	**512**	**16,270**	**16,270**

Note: Amounts included in the consolidated balance sheet and consolidated income statement according to the equity method and which do not take into account consolidation adjustments.

iv) Impairment

In addition to the impairment tests referred to above, the Group performed impairment tests to determine the recoverability of the investments in associates as well as in companies under joint control (joint ventures). To perform these tests, the Group considered future cash flow projections in a manner similar to that indicated in Note 8.

A summary of all of these considerations with regard to the most significant elements of goodwill is given below:

2015		Cumulative annual growth (2015 – Concession end)				
Cash-generating unit	Last year of projection (concession term)	CPI	Rates	Activity (ADI) (*)	Expenses	Discount rate
Autopista Central (1)	2031	3.15%	6.35%	3.46%	4.37%	7.21%
Autema (2)	2037	2.00%	1.93%	1.80%	2.56%	7.50%
Cellnex (3)	-	1.00%	1.00%	7.80%	5.70%	8.00%

(*) ADI, in the case of toll roads, and revenue, in the case of Cellnex.

(1) Investments in joint ventures.

(2) Cumulative annual growth from 2017 arising from the negative estimated impact of the application of the new concessions framework is indicated.

(3) Cumulative annual growth of the first five projection years is indicated, although the measurement considers a longer timeframe by including a perpetual income.

2014		Cumulative annual growth (2014 – Concession end)				
Cash-generating unit	Last year of projection (concession term)	CPI	Rates	Activity (ADI)	Expenses	Discount rate
Autopista Central (1)	2031	3.00%	6.20%	2.90%	3.60%	7.98%
Autema	2037	2.40%	2.37%	2.44%	2.56%	6.67%

(1) Investments in joint ventures.

The impairment tests to determine the recoverability of the investments in associates as well as in companies under joint control (joint ventures), at 31 December 2015 indicate the following:

Autema

As indicated in Note 10.ii of the 2014 consolidated financial statements, subsequent to the 2014 reporting date, Autopista Terrassa-Manresa, Concessionària de la Generalitat de Catalunya, S.A. (Autema, 23.7% owned by **Abertis**) was notified by the Catalonia Autonomous Community Government of a proposal for a possible amendment to the terms of the administrative concession held by Autema. It was unilaterally proposed to amend, among other aspects, the following economic terms of the administrative concession: i) elimination of the margin guarantee on gross operating profit (EBITDA), which Autema had recognised under the amended concession arrangement dated 18 May 1999, and ii) amendment of the discount system applied, specifically limiting the discounts applied to certain payment means. This unilateral amendment was enforced via the 15 July 2015 publication of Decree 161/2014, of 14 July, in the Catalonia Government's Diari Oficial (Official Gazette), modifying the concession owned by Autema.

The investee's directors updated the concession's economic-financial plan to adapt it to the new conditions established by the Catalonia Government. In particular, it was considered that the application of the new concession arrangement conditions proposed by the Catalonia Government will lead to a significant loss of revenues in 2015 and 2016 as a result of both the elimination of the margin guarantee and the estimated drop in traffic due to the rise in the effective toll.

In light of these circumstances, which reflect signs of impairment in the investment held in Autema, at 31 December 2015, the Group updated the impairment test, including the estimated impact of the amended concession arrangement.

As a result of the impairment tests performed, a provision was recognised for the decline in value of the investment held in Autema, amounting to 73,075 thousand euros at 31 December 2015.

In view of these circumstances, Autema lodged pleadings with the Catalonia Government, expressly opposing the projected amendment of the concession arrangement terms. The pleadings filed were not upheld by the Catalonia Government. In any case, Autema will defend its interests and those of its shareholders, as appropriate and before the Courts of Law, if so required.

Furthermore, as at the 2014 year-end, there are no significant limitations on the capacity of associates or joint ventures (companies under joint control) to transfer funds to the Parent in the form of dividends or the repayment of debt or prepayments, other than possible limitations stemming from the financing agreements of those companies or from their own financial position. There are no contingent liabilities relating to those companies that might be assumed by the Group.

10. AVAILABLE-FOR-SALE FINANCIAL ASSETS

The changes in this line item in the year were as follows:

	2015	2014
At 1 January	2,020	251,769
Additions	847	-
Disposals	-	(256,839)
Revaluation gains /(losses) recognised in other comprehensive income (see Note 14)	-	6,892
Translation differences	(81)	198
At 31 December	**2,786**	**2,020**

At 1 January 2014, the Group held a 5.01% interest in Eutelsat measured at a market price of €22.67/share, equal to EUR 249,947 thousand (which included a revaluation loss recognised under "Other comprehensive income" in the amount of EUR 6,892 thousand). In 2014, the Group sold its entire shareholding for €25/share, with a tax-exempt gain, net of transaction costs, of EUR 17,467 thousand.

11. DERIVATIVE FINANCIAL INSTRUMENTS

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

	31 December 2015		31 December 2014	
	Assets	Liabilities	Assets	Liabilities
Interest rate swaps:				
Cash flow hedges	694	65,388	316	57,488
Fair value hedges	-	-	-	-
Not classified as hedges	2,393	-	4,023	-
Cross currency interest rate and/or non-euro swaps:				
Cash flow hedges	750	117,905	-	139,315
Hedges of net investments in foreign operations	100,927	125,418	12,948	136,584
Fair value hedges	28,217	-	17,981	-
Derivative financial instruments	**132,981**	**308,711**	**35,268**	**333,387**
Interest rate swaps and cross currency interest rate and non-euro swaps:				
Cash flow hedges	694	182,531	316	195,336
Hedges of net investments in foreign operations	85,820	96,476	12,948	117,114
Fair value hedges	24,046	-	17,981	-
Not classified as hedges	2,393	-	4,023	-
Non-current portion	**112,953**	**279,007**	**35,268**	**312,450**
Current portion	**20,028**	**29,704**	**-**	**20,937**

The Group 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 4.

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	1,453,259	100,000	-	-	76,265	50,000	1,226,994	(64,694)
Fair value hedges	-	-	-	-	-	-	-	-
Not classified as hedges	50,347	25,000	25,347	-	-	-	-	2,393
	1,503,606							**(62,301)**
Cross currency interest rate and/or non-euro swaps:								
Cash flow hedges	552,874	27,648	-	-	-	-	525,226	(117,155)
Hedges of net investments in foreign operations	982,654	192,750	177,377	314,250	183,277	115,000	-	(24,491)
Fair value hedges	100,526	19,364	-	-	80,892	-	-	28,217
	1,636,054							**(113,429)**

31 December 2014

	Notional value	2015	2016	2017	2018	2019	Subsequent years	Net fair value
Interest rate swaps:								
Cash flow hedges	1,253,570	9,496	100,000	-	-	95,332	1,048,742	(57,172)
Fair value hedges	-	-	-	-	-	-	-	-
Not classified as hedges	125,347	75,000	25,000	25,347	-	-	-	4,023
	1,378,917							**(53,149)**
Cross currency interest rate and/or non-euro swaps:								
Cash flow hedges	669,133	48,237	-	-	-	-	620,896	(139,315)
Hedges of net investments in foreign operations	862,654	75,000	192,750	137,377	314,250	143,277	-	(123,636)
Fair value hedges	100,526	-	19,634	-	-	80,892	-	17,981
	1,632,313							**(244,970)**

a) Interest rate swaps

The principal notional amount of the interest rate swaps outstanding at 31 December 2015 totalled EUR 1,503,606 thousand (EUR 1,378,917 thousand in 2014), and the fixed interest rates were between 0.65% and 4.11% (between 0.65% and 4.97% in 2014) with the Euribor as the main floating interest rate.

b) Cross currency interest rate and non-euro swaps

At 31 December 2015 (as in 2014), **Abertis** had hedges in Chilean pesos in the amount of CLP 428,871,370 thousand, with an equivalent value of EUR 469,377 thousand. The hedges were arranged through several cross foreign currency and interest rate swaps (or "cross currency swaps"). These financial instruments are designated as a hedge of net investment in various Chilean companies (**Elqui**, **Gesa**, **Abertis Chile**, **Rutas del Pacífico**, Autopista Central and **Opsa**). The hedges mature between 2016 and 2020.

In addition, at year-end 2015, **Abertis** has several cross currency interest rate and foreign currency swaps which were designated as a hedge of part of the net investment in the **Arteris** subgroup. These swaps, which mature between 2016 and 2020, have a nominal value of BRL 1,136,904 thousand (BRL 748,063 thousand in 2014) with an equivalent value of EUR 370,000 thousand (EUR 250,000 thousand in 2014).

In addition, at 31 December 2015 (as in 2014), **Abertis** holds several cross currency interest rate and foreign currency swaps which were designated as hedges of the net investment in **Metropistas**. These swaps, which mature in 2018, have a nominal value of USD 195,000 thousand with an equivalent value of EUR 143,277 thousand.

The subsidiary **Abertis Finance** arranged cross currency interest rate and foreign currency swaps for a nominal amount of EUR 100,526 thousand (EUR 128,000 thousand in 2014) by which it converts a US dollar fixed rate bond issue to a euro-denominated floating rate instrument tied to Euribor (fair value hedge). The EUR 27,474 thousand decrease in the nominal amount corresponding to these swaps is the result of their maturing owing to the maturity of the associated debt.

In addition, and as in 2014, **Abertis Finance** also has a cash flow hedge for a nominal amount of EUR 153,610 thousand by which it converts a Japanese yen fixed rate bond to a euro-denominated fixed rate bond.

Concesionaria Autopista de los Andes (**Alasa**), as in 2014, continues to hold an interest rate and currency swap (maturing in 2034), which converts a loan from Chilean pesos (CLP 1,212,453 thousand) to Chilean *unidades de fomento* (CLF 5,300).

In addition, **Metropistas** has entered into several cash flow hedges, for a nominal amount of USD 233,518 thousand (USD 367,406 thousand in 2014), by which it converts floating rate debt to fixed rate debt.

c) Other information

With regard to the derivative financial instruments arranged by the Group and in force at 31 December, the detail 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 (collections/payments) (*)	(75,927)	(73,359)	(195,353)	(82,065)	(96,652)	(149,142)

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

12. TRADE AND OTHER RECEIVABLES

The detail of this heading at year-end is as follows:

		31 December 2015			31 December 2014 (restated)		
		Non-current	Current	Total	Non-current	Current	Total
Receivables from public authorities	i)	1,459,966	175,979	1,635,945	2,310,672	165,972	2,476,644
Balances with companies accounted for using the equity method	ii)						
Accounts receivable		-	12,870	12,870	-	3,348	3,348
Loans		152,509	1,940	154,449	169,365	129	169,494
Impairment losses		(82,899)	-	(82,899)	(82,077)	-	(82,077)
		69,610	14,810	84,420	87,288	3,477	90,765
Trade receivables		-	381,523	381,523	-	557,570	557,570
Allowances for doubtful debts (impairment)		-	(17,670)	(17,670)	-	(26,565)	(26,565)
Trade receivables - net	iii)	-	363,853	363,853	-	531,005	531,005
Current tax assets	iv)	-	480,781	480,781	-	132,389	132,389
Other receivables – related parties (see Note 19.a.ii)		4,245	-	4,245	5,386	-	5,386
Other receivables	v)	57,388	334,982	392,370	60,027	553,538	613,565
Trade and other receivables		**1,591,209**	**1,370,405**	**2,961,614**	**2,463,373**	**1,386,381**	**3,849,754**

Balances for trade and other receivables are shown at amortised cost, which does not differ significantly from their fair value.

At 31 December 2015 (as in 2014), **Abertis** does not include sovereign debt in its financial assets.

i) Receivables from public authorities

The changes in non-current receivables from public authorities were as follows:

	Non-current receivables from public authorities	
	2015	**2014**
At 1 January	2,310,672	1,940,439
Additions due to investments made in the year	9,897	22,915
Charge to the consolidated income statement:		
- Economic compensation related to income	68,475	273,726
- Financial compensation (see Note 21.d)	68,071	107,903
- Impairment (see point a) of this section) (1)	(981,777)	-
- Compensation Section B of Annex 3 R.D. 457/2006	68,877	-
Transfers	(15,523)	14,678
Amounts used in the year	(73,349)	(70,449)
Other	6,515	5,197
Exchange differences	(1,892)	16,263
At 31 December	**1,459,966**	**2,310,672**

(1) The partial impairment of compensation balance of Royal Decree 457/2006 in relation to **Acesa**, totalling EUR 981,777 million (see point a) of this section), was recognised in line with the nature of the compensation. Accordingly, the provision relating to the compensation for guaranteed traffic (EUR 858,502 thousand) was recognised with a balancing entry under "Change in provisions for non-current receivables", and the portion corresponding to the financial revaluation of the balance for the compensation for guaranteed traffic (EUR 123,275 thousand) was recognised under "Finance costs" in the accompanying consolidated income statement.

"Receivables from public authorities" includes the amounts receivable from grantors related to various agreements entered into with them (rate rebates, free-transit, compensation and other). Some of these agreements were recognised, in accordance with IFRIC 12, as a receivable from the grantor as per the bifurcated model or financial asset model, as indicated in Note 3.d.ii. These receivable balances accrue the related interest.

The detail of these agreements is as follows:

		31 December 2015			31 December 2014		
		Non-current receivables from public authorities	Economic compensation related to income for the year	Financial compensation for the year	Non-current receivables from public authorities	Economic compensation related to income for the year	Financial compensation for the year
From agreements reached with the grantor:							
R.D. 457/2006 (**Acesa**)	a)	735,943	-	44,731	1,669,950	198,060	89,149
R.D. 483/1995 (**Invicat**)	c)	122,068	17,929	6,326	97,317	17,964	4,711
GOV. 185/2013 (**Invicat**) and GOV. 186/2013 (**Aucat**)	d)	74,632	19,257	3,094	53,377	27,214	959
R.D. 1467/2008 (**Iberpistas**)	e)	60,783	(6,515)	4,617	62,837	(6,518)	4,348
R.D. 971/2011 (**Castellana**)	f)	152,433	-	9,303	143,129	-	8,736
From minimum guaranteed revenue and other guarantees in the concession arrangement (application of bifurcated model):							
Elqui	g)	112,012	11,926	-	132,159	11,752	-
Libertadores	g)	88,760	13,972	-	92,423	12,879	-
Sol	g)	44,458	11,906	-	59,480	12,375	-
Other:							
Other	h)	68,877	-	68,877	-	-	-
		1,459,966	**68,475**	**136,948**	**2,310,672**	**273,726**	**107,903**

A portion of these balances receivable from public authorities is subject to review at the end of each reporting period as part of the account audits performed by the grantor.

a) Royal Decree 457/2006 (**Acesa**)

Royal Decree 457/2006 approved the Agreement between the Central Government and **Acesa** to amend certain terms of the Barcelona-La Jonquera, Barcelona-Tarragona, Montmeló-El Papiol and Zaragoza-Mediterráneo toll motorway concessions.

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 sets forth that the variation in revenue resulting from the difference between actual traffic and the amount of traffic specified in the Royal Decree 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 period, providing the economic and financial balance has not been restored at that time.

The authorities thus secured the concession operator's commitment to carry out expansion work not foreseen 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, required 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.

The detail of the balance of the compensation account at 31 December 2015 and the comparative figures for 2014 for each of the component items, and the theoretical movement in line with the Group's interpretation of this compensation balance under R.D. 457/2006, is as follows:

	31 December 2014	Additions	Compensation for guaranteed traffic	Interest cost of the compensation balance	**31 December 2015**
Investments made since 2006	553,585	3,039	-	-	556,624
Interest cost relating to the investments	134,588	-	-	44,731	179,319
Balance of the compensation for investments	**688,173**	**3,039**	**-**	**44,731**	**735,943**
Compensation for guaranteed traffic	858,502	-	189,018	-	1,047,520
Interest cost of the balance for guaranteed traffic	123,275	-	-	63,816	187,091
Balance of compensation for guaranteed traffic (1)	**981,777**	**-**	**189,018**	**63,816**	**1,234,611**
Balance related to R.D. 457/2006 agreement (Acesa)	**1,669,950**	**3,039**	**189,018**	**108,547**	**1,970,554**

(1) As detailed in this section, starting on 1 January 2015, compensation for guaranteed traffic ceased to be recognised in the income statement. The related balance at 31 December 2014 was also provisioned in full. The Group recognises under this heading the compensation balance for guaranteed traffic at 31 December 2015, in accordance with its interpretation of Royal Decree 457/2006, despite its disagreements with the Ministry of Public Works.

This figure will increase or decrease until the end of the concession, in accordance with the difference between actual traffic and the level of traffic set forth in Royal Decree 457/2006.

Previously, Royal Decree 457/2006 and the Agreement that it approved received favourable reports from the various technical services of the Ministries of Public Works and Finance as well as from the Council of State. Although the latter advised 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 operators of the Ministry of Public Works ("Government Review") as well as the audits of **Acesa**'s financial statements for 2006 through 2010 confirmed that the calculation of the compensation and the accounting treatment of the compensation account provided for in the Agreement were correct.

The Government 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 cleared up. On 6 August 2012, **Acesa** filed an administrative appeal against this Government Review, which was rejected on 12 June 2015. As a result of that ruling, **Acesa** filed a contentious-administrative appeal for judicial review before the High Court of Justice of Madrid that, at the date of authorisation for issue of these consolidated financial statements, is pending.

Subsequently, in 2013, **Acesa** received the Government Review for 2012 which did not include any provisioning recommendation, although it did reiterate the matters referred to in the Government Review for 2011.

Also, in 2014, **Acesa** received the Government Review for 2013 informing it that the Ministry of Public Works had requested a ruling from the Council of State to resolve the differences in interpretation raised in the 2011 Government Review and raising the possibility of unilaterally modifying the agreement signed with **Acesa**. With regard to the aforementioned Government Review, the Group was informed of the following rulings and reports issued at the request of the Ministry of Public Works:

i) Report from the State Attorney General's Office 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 modified unilaterally pursuant to the Spanish Toll Roads Law or the "rebus sic stantibus" clause.

The State Attorney General's Office issued the requested report, stating that:

a) The compensation formula regulated in the Royal Decree and in the Agreement could not be revised ex officio because it constituted a valid contractual amendment (as held in the 2006 opinion of the Council of State, since the exclusion of the risk and venture corresponding to the concessionaire were not objected to on legal grounds) and because the four-year statute of limitations period for declaring it contrary to the public interest had lapsed.

b) Similarly, the Royal Decree and the Agreement could not be modified unilaterally either pursuant to the Toll Roads Law or to the "rebus sic stantibus" clause. 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 Attorney General's Office concluded, as the Ministry of Public Works' Legal Service had in 2006 and likewise the opinion of the Council of State in 2006, that the Agreement approved by Royal Decree 457/2006 is valid and effective and, therefore, that the Government could not modify it unilaterally.

ii) Prior to the authorisation for issue of the financial statements for 2014, the Ministry of Public Works notified **Acesa** of a new opinion issued 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 government office for toll road concession operators; (b) the compensation system set forth 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 should not be unilaterally amended; and (d) in the case of the Agreement in question, the precepts set forth in Directive 2014/23/EU of 26 February on the award of concessions must be taken into account.

The latest opinion expressly supersedes the opinion of 2006, justifying its change of criterion from a legal standpoint, on the basis that: the novation modifying a contract does not permit the transfer of demand risk; the participating loans subsequently regulated annul the traffic guarantee provisions established in the Agreement; and Directive 2014/23/EU of 26 February on the award of concession contracts requires that the concessionaire assumes the demand risk. Therefore, it does not accept the balance of compensation for guaranteed traffic, which at 31 December 2015 amounted to EUR 1,235 million gross (982 million euros gross at 31 December 2014).

However, the Council of State itself admits that the concessionaire may prepare and approve its financial statements as it deems fit. However, it states that non-approval in 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 be necessary to amend Royal Decree 457/2006 and the Agreement using administrative powers, including the application of the "rebus sic stantibus" clause.

Lastly, as already noted, **Acesa** received the rejecting ruling on the appeal filed against the aforementioned 2011 Government Review, which furthermore anticipated that any Government Review of **Acesa** would be in line with the latest decision of the Council of State. This means, firstly, not considering the guaranteed traffic compensation (and its related interest cost) 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, secondly, that there are certain discrepancies in relation to the accounting treatment of the investments made and their interest cost. In this regard, **Acesa** has received the proposed Government Review of the 2014 financial statements, confirming the aforementioned criteria for both the compensation balance and the investments made and their interest cost. On 25 August 2015, **Acesa** filed an administrative appeal against the review; however, at the date these consolidated financial statements were authorised for issue, no decision had been handed down.

With regard to the aforementioned rulings, the position of the State Attorney General's Office - Government Legal Services Directorate is in line with the position set forth in various external reports that the concession operator commissioned and made available to the authorities. These reports were issued by government counsel, lawyers of the Council of State and Parliament and jurists of recognised prestige and experience, including 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 government counsel and by 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 statutory 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 maintains that, in addition to the consistency between the public and private opinions issued previously, including those of the Council of State in 2006 and of the State Attorney General's Office - 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. Moreover, the participating loans regulated by the Budget Laws and mentioned by the Council of State in its decision of 17 December 2014 do not refer to **Acesa**. Further, there is no mechanism that enables the application thereof in its favour and they were unconnected with the effects of the Agreement. Directive 2014/23/EU (also mentioned in the decision) has yet to be transposed into Spanish national legislation and the retroactive application thereof is expressly prohibited. This is the opinion, in 2015, of Jordi de Juan, Alicia de Carlos and MA Abogados, who updated their reports in light of the new opinion of the Council of State.

Also, on 29 June 2015, a document was submitted to the Council of Ministers via the government office for toll road concession operators, 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 for in the arrangement. On 30 September 2015, **Acesa** filed a contentious-administrative 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 authorisation for issue of these consolidated financial statements, no decision has yet been handed down on this appeal.

Considering that the position of the Ministry of Public Works, according to the described response to the administrative appeal against the 2011 Government Review (which was confirmed in the 2014 Government Review), questions the guaranteed traffic compensation balance (and its related interest cost), on which the parties have different interpretations, firstly, an accounting provision was recognised for an impairment in value amounting to 982 million euros at 31 December 2014 and, secondly, the recognition of such compensation ceased as from 1 January 2015.

Lastly, in relation to the aspects of the balance on which the parties do not have differing interpretations regarding their validity, namely the investments made and their interest cost, but with respect to which they do hold differences in terms of accounting treatment, the treatment applied in previous years was maintained.

In any case and without affecting the impairment loss recognised, **Acesa** and **Abertis** understand that the legal grounds that have always supported the legal validity of the compensation balance remain sound. As they have always done, they will attempt to reach a solution with the Government that protects their interests and those of their shareholders and, if this were not possible, they will defend such interests as appropriate before the Courts of Law.

b) Royal Decree 1132/1986 (**Aumar**)

Although no receivables had been recognised for accounting purposes by **Aumar** at 31 December 2015 (nor at 31 December 2014), it should be noted that on 18 February 2011 **Aumar** submitted a request to the Spanish Government for the restoration of the economic and financial equilibrium of the AP7/AP4 concession it managed (see Note 27.c) as a result of the impacts on the economic basis of the contract arising from the construction of parallel roadways, which had not been 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 view of this situation, **Aumar** filed an administrative appeal, which was partially upheld by the Secretary of State for Infrastructure and Transport on behalf of the Minister of Public Works, due to a material lack of jurisdiction, since it was a matter submitted to the consideration and decision of the Spanish Council of Ministers.

In November 2014, **Aumar** received a proposal from the Ministry of Public Works dismissing its request for the restoration of the economic and financial equilibrium, although conceding the possibility of a hearing. **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. Given that no express ruling has been handed down by the Spanish Council of Ministers in the legally-established period, on 22 July 2015, **Aumar** filed a contentious-administrative appeal before the Supreme Court, since it considered that sound legal arguments exist in defence of its legitimate rights and interests, as well as those of **Abertis** and its shareholders.

c) Royal Decree 483/1995 (**Invicat**)

Royal Decree 483/1995, incorporates the agreement entered into in January 2010 between **Invicat** and the Catalonia Autonomous Community Government, contains an appendix with framework cooperation agreement setting forth the general conditions for modifying and adapting the stretch of the C-32 toll road between Palafolls and the junction with highway GI-600 that is being widened, in addition to other road and mobility management improvements linked to the toll road and its operations in the Maresme corridor. A total of EUR 96 million (at 2010 prices) has been allocated for the investments (at 31 December 2015, the amount of the investment stood at EUR 23,495 thousand, compared with EUR 22,999 thousand at year-end 2014).

The Agreement on the C-32 toll road provides for any additional income stemming from the increased capacity of the toll road to be allocated to restoring the economic-financial balance altered by the work set forth in the Agreement. It also sets out the procedure for calculating the economic compensation that the concession operator would receive if, once the concession term has ended, economic-financial balance has not been restored.

d) Government Resolution 185/2013 (**Invicat**) and Government Resolution 186/2013 (**Aucat**)

In early 2014, the agreement with the Catalonia Autonomous Community Government signed by **Invicat** (Royal Decree 185/2013), concession operator of the Montgat-Palafolls toll road until GI-600 (C-31/C-32) and the Barcelona-Montmeló (C-33) toll road, and by **Aucat** (Royal Decree 186/2013), concession operator of the Pau Casals (C-32, Castelldefels-Sitges-El Vendrell) toll road, entered into effect. These agreements call for implementing a uniform toll system and a closed-toll system in which users pay according to the stretch of road they use, as well as a series of auxiliary projects, an exemption on payment of tolls by regular public-transportation passenger vehicles operating under administrative concessions, and, in the case of **Aucat**, compensation for the loss of rebate on property tax. A total of EUR 100 million (at 2014 prices) has been estimated for the investments (at 31 December 2015, the amount of the investment stood at EUR 5,110 thousand, compared with EUR 2,117 thousand at year-end 2014).

Similar to other agreements, this agreement calls for restoring the economic-financial balance that has been altered by the work that it envisions, using a compensation account that would be settled at the expiration of the concession.

e) Royal Decree 1467/2008 (**Iberpistas**)

The agreement in Royal Decree 1467/2008, entered into on 29 August 2008 between **Iberpistas** and the Central Government, provides for the construction of a third lane in each direction in the San Rafael-Villacastín stretch and the performance of work necessary for the infrastructure to meet the standards set forth in current legislation regarding layout and safety. The Agreement estimates that, following the recent price revisions, the total value of the investment needed to carry out this work is EUR 70 million (at 31 December 2015 the value of the investment stood at EUR 77,025 thousand, compared with EUR 77,181 thousand in 2014).

As in the other cases, this Agreement provides for any additional income stemming from the increased capacity of the toll road, as well as from the 1.7% additional increase in tolls from 2009 to 2013 (up to 5.5%), to be allocated to restoring the economic-financial balance altered by the work set forth therein. It also sets out the procedure for calculating the economic compensation that the concession operator would receive if, once the concession term has ended, economic-financial balance has not been restored, up to a limit of EUR 75 million.

f) Royal Decree 971/2011 (**Castellana**)

Royal Decree 971/2011 of 1 July amends certain terms of the administrative concession held by **Castellana** (construction, maintenance and operation of the stretches of the AP-6 toll road that connects with Segovia (AP-61) and the AP-6 motorway that connects with Ávila (AP-51), as well as the maintenance and operation, starting on 30 January 2018, of the AP-6 toll road in the Villalba-Adanero stretch), to offset cost overruns for additional work, as set forth in additional provision forty-one of Law 26/2009, of 23 December, setting out the General Budget for 2010, through which the General Roads Department recognised additional work for the toll road construction project not initially planned, in the amount of EUR 89,018 thousand.

This Royal Decree aims to restore the financial balance of the concession regarding which additional work was required. In light of the situation with the concession, a decision was taken to extend the tolls of the AP-6 toll road, regulated in the agreements approved by Royal Decree 315/2004, of 20 February, and Royal Decree 1467/2008, of 29 August, in both cases until compensation had been provided with the aforementioned cost overruns resulting from the additional work in the amount of EUR 89,018 thousand and the interest for the delay in the payment to restore economic balance as a result of this, in the amount of EUR 29,471 thousand.

g) From minimum guaranteed revenue and other guarantees in the concession arrangement (application of bifurcated model)

In addition, the Chilean toll road concession operators **Elqui**, **Libertadores** and **Sol** have an account relative to the minimum guaranteed revenue and other guarantees set forth in the concession agreements. These amounts are recognised as a financial asset as a result of applying the bifurcated model in accordance with IFRIC 12, as described in Note 3.b.ii.

As was the case in the previous year, the consolidated companies **Libertadores** and **Sol** furnished a guarantee on the administrative concession that was granted to them and, consequently, the receivables detailed above serve as collateral on debts incurred with the respective creditor banks (see Notes 8 and 15).

h) Other

"Non-current receivables from public authorities - Others" relates to the balance receivable by the Group under Section B of Annex 3 of the agreement entered into by **Acesa** and the Central Government (Royal Decree 457/2006), according to which the latter compensates **Acesa** in relation to the corporate income tax it pays as interest expense on the balance.

Lastly, at 31 December 2015, "Receivables from public authorities – current" includes a past-due balance of EUR 15,758 thousand (primarily at toll road concession operators). A provision has not been recognised for this amount, given that the Group expects it to be paid by the authorities (EUR 22,578 thousand in 2014, for which no provision has been recognised either). The reduction of these past-due balances is due primarily to the impact of the sale of 66% of Cellnex in 2015, which led to the cessation of full consolidation of the companies of this subgroup (see Note 6).

ii) Balances with companies accounted for using the equity method

The detail of balances held with associates and with joint ventures is as follows:

	31 December 2015			31 December 2014		
	Non-current	Current	Total	Non-current	Current	Total
Autopista Central	-	6,101	6,101	-	1,042	1,042
A'lienor	-	1,765	1,765	-	-	-
Areamed	-	1,289	1,289	-	1,595	1,595
Routalis	-	547	547	-	-	-
Bip&Drive	-	237	237	-	-	-
Hisdesat	-	121	121	-	117	117
Ciralsa	-	111	111	-	105	105
RMG	-	73	73	-	68	68
Coviandes	-	66	66	-	128	128
Cellnex	-	2,320	2,320	-	117	117
Túnels	-	-	-	-	45	45
Other shareholdings	-	240	240	-	131	131
Accounts receivable	**-**	**12,870**	**12,870**	**-**	**3,348**	**3,348**
Alis	56,360	1,278	57,638	54,670	-	54,670
Irasa	35,296	-	35,296	35,296	-	35,296
Ciralsa	28,920	-	28,920	28,098	-	28,098
A'lienor	-	497	497	20,404	-	20,404
Alazor	18,683	-	18,683	18,683	-	18,683
RMG	12,222	89	12,311	10,883	84	10,967
Trados 45	1,028	-	1,028	1,000	-	1,000
Other shareholdings	-	76	76	331	45	376
Loans granted	**152,509**	**1,940**	**154,449**	**169,365**	**129**	**169,494**
Impairment losses						
Irasa	(35,296)	-	(35,296)	(35,296)	-	(35,296)
Ciralsa	(28,920)	-	(28,920)	(28,098)	-	(28,098)
Alazor	(18,683)	-	(18,683)	(18,683)	-	(18,683)
	(82,899)	**-**	**(82,899)**	**(82,077)**	**-**	**(82,077)**
Total	**69,610**	**14,810**	**84,420**	**87,288**	**3,477**	**90,765**

As at year-end 2014 (and previous years), at 31 December 2015 non-current receivables from Irasa, Alazor and Ciralsa related mainly to loans, basically to finance the companies owing to the payment cost overruns for compulsory purchases and, to a lesser extent, to meet their own financing needs, which, just as at year-end 2014, were fully provisioned (see Note 9).

iii) Trade receivables

"Trade receivables" includes outstanding amounts from customers. At 31 December 2015 and 2014, the account had no significant past-due balances that were not provisioned.

The reduction of these past-due balances is due primarily to the sale of 66% of Cellnex in 2015, which led to the cessation of full consolidation of the companies of this subgroup (see Note 6).

iv) Current tax assets

The detail of "Current tax assets" at 31 December is as follows:

	2015	2014
VAT refundable	36,790	57,846
Tax withholdings and prepayments	43,839	29,696
Other taxes	400,152	44,847
Current tax assets	**480,781**	**132,389**

"Current tax assets - other taxes" includes the recovery by **Abertis**, as the Parent of the Spanish consolidated tax group, for 2015 and 2014 income tax, of EUR 321,274 miles (relating to the payment on account for gains on the sale of 66% Cellnex, which is tax-exempt, although under the rules in effect at the time, such payments to account were considered taxable) and EUR 35,061 thousand (after the payment of 2014 income tax in July). The latter amount was collected after year-end 2015. At year-end 2014, this heading included, for 2014 and 2013, EUR 5,623 thousand and EUR 9,627 thousand, the latter amount of which was collected in 2015.

v) Other receivables

The detail of "Other receivables" at 31 December 2015 and 2014 is as follows:

	31 December 2015			**31 December 2014** (restated)		
	Non-current	Current	Total	Non-current	Current	Total
Receivable from third parties	-	-	-	-	136,315	136,315
Guarantees and deposits in court	-	130,631	130,631	-	130,631	130,631
Short-term investments maturing in more than 3 months	-	121,576	121,576	-	125,074	125,074
Other	57,388	82,775	140,163	60,027	161,518	221,545
Accounts receivable	**57,388**	**334,982**	**392,370**	**60,027**	**553,538**	**613,565**

In 2015, the account included at year-end 2014 in "Accounts receivable from third parties" was collected. This account related to the balance receivable from the other shareholder of **Partícipes**, Brookfield Infrastructure, amounting to 49% of the amount of the borrowings of the consolidated company **Spi**, which Brookfield assumed as part of the acquisition of the **Arteris** Subgroup, given that the borrowings of the consolidated company **Spi** (439 million reais at year-end 2014) were repaid.

The balance of "Guarantees and deposits in court" relates, as at year-end 2014, to the court deposit made relative to the lawsuits filed by the creditor banks of Alazor (see Note 9.ii)

In addition, at 31 December 2014, "Other receivables — other" included a EUR 90 million receivable from insurance companies relative to the partial claim on the Amazonas-4A satellite detailed in Note 7, which was collected in full in 2015.

13. CASH AND CASH EQUIVALENTS

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

	2015	2014
Cash on hand and at banks	1,381,703	462,144
Term deposits at credit institutions maturing in less than 3 months	840,540	1,780,286
Cash and cash equivalents	**2,222,243**	**2,242,430**

At 31 December the balance of cash and cash equivalents relates mainly to the following companies/subgroups:

	2015	2014
Abertis Infraestructuras	1,224,792	734,478
Abertis Chile subgroup (Chile)	352,581	366,950
HIT/Sanef subgroup (France)	229,202	297,444
Arteris subgroup (Brazil)	114,351	443,718
Other	301,317	399,840
Cash and cash equivalents	**2,222,243**	**2,242,430**

Although the sale of 66% of Cellnex and of 100% of **Dca** resulted in a net cash inflow of EUR 2,071 and EUR 177 million (see Note 15), "Cash and cash equivalents" decreased slightly this year due mainly to the net acquisition of treasury shares in 2015 for EUR 1,062 million (see Note 14.a.ii), debt repayments (see Note 15), investments (see Notes 7 and 8) and payments of dividends.

The increase in the cash of Abertis Infraestructuras, S.A. is due to the sale of the aforementioned assets, which was partly offset by the purchase of treasury shares. In the case of the **Arteris** subgroup, the decrease was affected by the impact of the exchange rate, investments and the fact that, at year-end 2014, the subgroup had issued bonds in the total amount of 1,550 million Brazilian reais (approximately EUR 482 million), which had not been fully drawn at year-end 2014.

14. EQUITY

The changes in consolidated equity in the year were as follows:

	Share capital and treasury shares (a)	Reserves (b) Hedge reserve	Translation differences	Total	Retained earnings and other reserves (c)	Non-controlling interests (d)	Equity
At 1 January 2015	2,544,628	(179,783)	45,236	(134,547)	747,083	2,853,155	6,010,319
Changes in accounting policies (see Note 2.e)	-	-	-	-	(9,225)	(8,329)	(17,554)
At 1 January 2015	2,544,628	(179,783)	45,236	(134,547)	737,858	2,844,826	5,992,765
Income (expenses) taken to equity:							
Cash flow hedges	-	79,404	-	79,404	5,184	2,295	86,883
Translation differences	-	-	(168,249)	(168,249)	-	(207,507)	(375,756)
Other	-	-	-	-	(3,767)	1,829	(1,938)
Profit for the year	**-**	**-**	**-**	**-**	**1,879,912**	**(377,638)**	**1,502,274**
Final dividend 2014	-	-	-	-	(296,441)	(95,767)	(392,208)
2015 interim dividend	-	-	-	-	(311,263)	(4,326)	(315,589)
Treasury shares	(1,061,635)	-	-	-	(2,004)	-	(1,063,639)
Reimbursement of shareholders' contributions	-	-	-	-	-	(41,561)	(41,561)
Capital increase	134,746	-	-	-	(134,746)	9,369	9,369
Changes in scope of consolidation and other	-	-	-	-	(8,049)	(43,375)	(51,424)
At 31 December 2015	**1,617,739**	**(100,379)**	**(123,013)**	**(223,392)**	**1,866,684**	**2,088,145**	**5,349,176**

Note: Income and expenses recognised in equity are presented net of the related tax effect.

	Share capital and treasury shares (a)	Reserves (b)				Retained earnings and other reserves (c)	Non-controlling interests (d)	Equity
		Hedge reserve	Available-for-sale financial assets	Translation differences	Total			
At 1 January 2014 Restated (*)	2,553,613	(76,776)	(6,892)	(16,295)	(99,963)	1,054,740	3,035,987	6,544,377
Income (expenses) taken to equity:								
Available-for-sale financial assets	-	-	6,892	-	6,892	-	-	6,892
Cash flow hedges	-	(103,007)	-	-	(103,007)	(2,179)	(26,068)	(131,254)
Translation differences	-	-	-	61,531	61,531	-	10,837	72,368
Actuarial gains and losses	-	-	-	-	-	(1,666)	(1,625)	(3,291)
Other	-	-	-	-	-	(22,376)	(8,938)	(31,314)
Profit for the year	**-**	**-**	**-**	**-**	**-**	**655,079**	**149,663**	**804,742**
Final dividend 2013	-	-	-	-	-	(282,324)	(93,325)	(375,649)
2014 interim dividend	-	-	-	-	-	(296,441)	(25,564)	(322,005)
Reimbursement of shareholders' contributions	-	-	-	-	-	-	(42,808)	(42,808)
Capital increase	128,329	-	-	-	-	(128,329)	2,207	2,207
Treasury shares	(137,314)	-	-	-	-	(837)	-	(138,151)
Changes in scope of consolidation and other	-	-	-	-	-	(237,809)	(155,540)	(393,349)
At 31 December 2014	**2,544,628**	**(179,783)**	**-**	**45,236**	**(134,547)**	**737,858**	**2,844,826**	**5,992,765**

Note: Income and expenses recognised in equity are presented net of the related tax effect.

(*) As indicated in the 2014 consolidated financial statements, the balance at 1 January 2014 of the aforementioned headings was restated considering the adjustments performed in accordance with IFRS 10 and IFRS 11. In addition, the adjustments made under IFRIC 21 detailed in Note 2.e were also considered.

a) Share capital and treasury shares

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

	Share capital	Treasury shares	Total
At 1 January 2015	2,694,915	(150,287)	2,544,628
Net change in treasury shares	-	(1,061,635)	(1,061,635)
Increases / (decreases)	134,746	-	134,746
At 31 December 2015	**2,829,661**	**(1,211,922)**	**1,617,739**

	Share capital	Treasury shares	Total
At 1 January 2014	2,566,586	(12,973)	2,553,613
Net change in treasury shares	-	(137,314)	(137,314)
Increases / (decreases)	128,329	-	128,329
At 31 December 2014	**2,694,915**	**(150,287)**	**2,544,628**

i) 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), no later than 1 April 2019.

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

	2015	**2014**
Fundació Bancaria 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.à.r.l	-	15.55%
	38.73%	**57.61%**

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

(2) Shareholding via the following structure: 1.74% directly; 13.93% via OHL Emisiones SAU; 0.38% via Espacio Activos Financieros, S.L.U.; and 0.01% via 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 via 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 package of 4,900,000 shares (0.52% of the share capital of Abertis Infraestructures S.A.).
- The sale of the 15.55% interest that Trebol Holding S.à.r.L held at 31 December 2014, mainly as a result of:
  - The private placement among qualified investors on 4 March 2015 of 67,372,878 shares of Albertis Infraestructuras, representing 7.5% of its share capital.
  - The sale to **Abertis** as part of the tender offer for 6.5% of its share capital, detailed in point ii) of this Note, of 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 Albertis 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 Sucursal en España. On the same date Obrascón Huarte Laín, S.A. reported a Share Syndication Agreement by **Abertis** signed by OHL Emisiones, S.A.U. (wholly owned by Obrascón Huarte Laín, S.A. through OHL Concesiones, S.A.U.) and Inmobiliaria Espacio, S.A. (parent of Grupo Villar Mir, S.A.), the purpose of which was the individual and coordinated exercise of voting rights relating to **Abertis** shares which, after the sales transaction on that same date, were controlled Inmobiliaria Espacio, S.A. (outside OHL) and OHL, through OHL Concesiones, S.A.U., an agreement that was extended on 15 October 2015. This agreement was renewed on 15 October 2015.

ii) Treasury shares

Under the powers delegated by the Shareholders' Meeting, in 2015 **Abertis** has purchased and disposed of treasury shares in addition to delivering them to employees (just as in 2014). In addition, it made a tender offer for treasury shares representing 6.5% of the share capital of Abertis Infraestructuras, S.A., and on 28 July 2015 it agreed to submit it to the Board of Directors of **Abertis**.

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 any resolutions adopted by the Group's governing bodies.

The changes in the treasury shares 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	-
Tender offer 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, as per a resolution of the Shareholders' Meeting 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, as per a resolution of the Shareholders' Meeting of 1 April 2014.

As previously indicated, in accordance with the authorisation granted by the General Shareholders' Meeting to acquire Treasury Shares, dated 18 July 2015, the **Abertis** Board of Directors agreed to present a tender offer 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 tender offer was completed on 20 October 2015 under the terms previously mentioned (the tender offer was accepted for a total of 453,668,895 shares representing 48.10% of the share capital of Abertis Infraestructures, S.A.; hence, after the corresponding prorating, **Abertis** acquired all 61,309,319 shares offered, corresponding to 6.5% of its share capital).

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 (see details below and in Note 26.b.v) in connection with the tender offer for all **Arteris** shares completed in 2013.

Lastly, 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 Shareholders' Meeting on 24 March 2015 and the tender offer 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

i) Hedge reserve

This is the reserve generated by the effective portion of the changes in the fair value of the derivative financial instruments designated and classified as hedges on cash flows and/or net investments in foreign operations, for the fully consolidated companies.

ii) Translation differences

The detail of this line item at 31 December is as follows:

	31 December 2015	**31 December 2014**
Metropistas (US dollars)	24,798	9,366
Invin Subgroup/Abertis Chile [*] (Chilean pesos)	4,711	6,823
ACDL Subgroup (pounds sterling)	12,089	9,836
APR (USD)	(16,510)	(10,495)
Arteris Subgroup (Brazilian reais)	(230,776)	(114,392)
Other subsidiaries	31,305	40,890
MBJ (US dollars) [1]	-	20,502
Group	(174,383)	(37,470)
Autopista Central (Chilean pesos)	59,354	83,687
Coviandes (Colombian pesos)	(4,469)	754
Other associates	(3,515)	(1,735)
Associates and joint ventures	51,370	82,706
	(123,013)	**45,236**

(1) Translation differences at companies belonging to the airport operating segment that was discontinued in prior years.

(*) Translation differences, other than those of Autopista Central, accounted for using the equity method, relate mainly to Abertis Autopistas Chile (EUR 23,356 thousand in 2015 and EUR 2,213 thousand in 2014), Abertis Chile (EUR 4,395 thousand in 2015 and EUR 6,634 thousand in 2014), Elqui (EUR -12,920 thousand in 2015 and EUR -9,964 thousand in 2014) and Rutas del Pacífio (EUR -2,977 thousand in 2015 and EUR 3,500 thousand in 2014).

Changes in the translation differences in 2015 were due mainly to the depreciation at year end of the Brazilian real and Chilean peso and the appreciation at year end of the US dollar. The change in translation differences associated with **Mbj** is due primarily to its disposal in 2015 (see Note 6). Changes in the translation differences in 2014 were due mainly to the appreciation at year end of the Brazilian real and US dollar and the depreciation at year end of the Chilean peso.

c) Retained earnings and other reserves

The changes in retained earnings and other reserves at 31 December are as follows:

31 December 2015

	1 January 2015	Actuarial gains and losses	Distribution of profit (loss)	Profit	Interim dividend	Treasury shares	Capital increase (decrease) and changes in scope of consolidation [1]	Other	31 December 2015
Legal reserve	513,317	-	25,666	-	-	-	-	-	538,983
Retained earnings (excluding profit (loss)) and other reserves	(134,097)	757	36,531	-	-	(2,004)	(142,795)	660	(240,948)
Profit	655,079	-	(655,079)	1,879,912	-	-	-	-	1,879,912
Interim dividend	(296,441)	-	296,441	-	(311,263)	-	-	-	(311,263)
	737,858	**757**	**(296,441)**	**1,879,912**	**(311,263)**	**(2,004)**	**(142,795)**	**660**	**1,866,684**

[1] Includes a EUR 134,746 thousand decrease due to the impact of the bonus issue with a charge to voluntary reserves approved by the General Shareholders' Meeting on 24 March 2015 and a EUR -8,049 thousand decrease owing to changes in the scope of consolidation, mainly the acquisition of an additional 47.45% of the share capital of **Sanef ITS** (EUR -6,429 thousand; see Note 2.h) and the acquisition of an additional 50% (less one share) of the share capital of **I200** (EUR -2,068 thousand) detailed in section d) of this Note.

31 December 2014
(restated)

	1 January 2014	Changes in accounting policies [1]	1 January 2014 restated	Actuarial gains and losses	Distribution of profit (loss)	Profit	Interim dividend	Treasury shares	Capital increase (decrease) and changes in scope of consolidation [2]	Other	31 December 2014 restated
Legal reserve	488,873	-	488,873	-	24,444	-	-	-	-	-	513,317
Retained earnings (excluding profit (loss)) and other reserves	240,590	(9,225)	231,365	(1,666)	27,734	-	-	(837)	(366,138)	(24,555)	(134,097)
Profit	616,826	-	616,826	-	(616,826)	655,079	-	-	-	-	655,079
Interim dividend	(282,324)	-	(282,324)	-	282,324	-	(296,441)	-	-	-	(296,441)
	1,063,965	**(9,225)**	**1,054,740**	**(1,666)**	**(282,324)**	**655,079**	**(296,441)**	**(837)**	**(366,138)**	**(24,555)**	**737,858**

[1] As indicated in the 2014 consolidated financial statements, the balances at 1 January 2014 for the aforementioned headings were restated considering the adjustments made in accordance with IFRS 10 and IFRS 11, as well as the adjustments made under IFRIC 21 detailed in Note 2.e.

[2] Includes a EUR 128,329 thousand decrease for the impact of the bonus issue to be charged against voluntary reserves approved by the General Shareholders' Meeting on 1 April 2014 and of EUR 237,809 thousand for the impact of changes in the scope of consolidation associated primarily with the acquisition of an additional 42.3% of the share capital of Invin detailed in section d) of this Note.

On 24 March 2015, the General Shareholders' Meeting of **Abertis** approved payment of a final dividend for 2014 in the amount of EUR 0.33 gross per share, for a total amount of EUR 296,441 thousand (EUR 282,324 thousand at 31 December 2014, relating to a final dividend for 2013, also of EUR 0.33 per share).

Consequently, the dividend paid against 2014 profit was EUR 0.66 gross per share, equal to EUR 592,882 thousand (EUR 564,648 thousand relating to the distribution of 2013 profit, also amounting to a dividend of EUR 0.66 gross per share).

i) Legal reserve

In accordance with the Consolidated text 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.

ii) Retained earnings (excluding profit (loss)) and other reserves

This item includes the "Goodwill reserve", which, since 2008 and under corporate legislation in force (article 273 of the Spanish Limited Liability Companies Law), Spanish companies in the **Abertis** Group have been required to establish. When distributing the profit, these companies must make an appropriation equal to at least 5% of the goodwill recognised on the asset side of the balance sheet to a restricted reserve for that goodwill. 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 (EUR 143 thousand at 31 December 2014). At year-end 2015, the companies of the **Abertis** Group subject to the aforementioned requirement proposed the corresponding appropriation with respect to the distribution of the profit for the year, based on the provisions in the aforementioned article.

In 2015 the dividends paid corresponding to the treasury shares had a positive impact of EUR 28,856 thousand on reserves (EUR 1,546 thousand in 2014), and a negative impact of EUR -2,004 thousand on the same item, as a balancing entry of the same amount recognised under "Treasury shares" following the deliveries and sales made in the year (EUR -837 thousand in 2014).

Lastly, the changes in this item in 2015 include the impact recognised under equity arising from transactions with non-controlling interests of the **ITS** subgroup (EUR -6,429 thousand) and **I2000** (EUR -2,068 thousand) described in Note 2.h and in paragraph d) of this Note. The changes in this item in 2014 include the impact recognised under equity arising from transactions with non-controlling interests of the **Invin** subgroup (EUR -227,674 thousand) and **I2000** (EUR -8,438 thousand), see paragraph d) of this Note.

iii) Consolidated profit/(loss) for the year

The contribution of each company in the scope of consolidation to consolidated profit (loss), with an indication of the portion corresponding to non-controlling interests, is as follows:

Subsidiaries	Consolidated profit (loss)	Profit (loss) attributable to non-controlling interests	Profit (loss) attributable to the Parent
Sanef [(1)]	205,597	(98,089)	107,508
Aumar	89,915	-	89,915
Invicat	80,139	-	80,139
Sapn	66,874	(31,742)	35,132
Hispasat Canarias	30,304	(13,015)	17,289
Aucat	29,318	-	29,318
Rutas del Pacífico	26,759	-	26,759
Elqui	20,347	-	20,347
Autopista del Sol	18,481	(4,534)	13,947
Ausol	13,441	(9,195)	4,246
GCO	7,936	(4,079)	3,857
Autopista Los Libertadores	7,683	(1,833)	5,850
APR	4,987	-	4,987
Bip&Go	4,603	(2,184)	2,419
Autopista Los Andes	3,326	-	3,326
Hispamar Exterior	3,088	(1,661)	1,427
Sanef Ops. Ltd.	2,884	(216)	2,668
Gesa	2,073	-	2,073
Sanef ITS Operations Ireland	1,774	(331)	1,443
Operadora del Pacífico	1,651	-	1,651
Latina Sinalização de Rodovias	1,351	(873)	478
Abertis Motorway UK Ltd.	1,134	-	1,134
Hispamar Satélites	1,061	(571)	490

Subsidiaries	Consolidated profit (loss)	Profit (loss) attributable to non-controlling interests	Profit (loss) attributable to the Parent
Sanef ITS Technologies Ireland	966	(138)	828
Túnels de Barcelona i del Cadí (2)	904	(452)	452
Avasa	487	-	487
Abertis Autopistas Chile III	474	-	474
SE BPNL SAS	393	(186)	207
Hispasat México	279	(120)	159
Sanef ITS Technologies Chile	259	4	263
Sanef ITS Technologies UK	235	(85)	150
Sanef ITS Technologies Croatia	192	(69)	123
Sanef Tolling	146	(13)	133
Eurotoll Central Europe	102	(48)	54
Sanef Aquitane	90	(43)	47
Abertis Finance	80	-	80
Sea 14	49	(23)	26
Sanef ITS Technologies BC	40	(34)	6
Gicsa	4	-	4
Consultek	1	-	1
Abertis USA	(4)	-	(4)
Abertis Internacional	(13)	-	(13)
Partícipes en Brasil II	(37)	18	(19)
Leonord Exploration SAS	(57)	32	(25)
PDC	(66)	32	(34)
Hispasat Brasil	(104)	45	(59)
Arteris Participações	(105)	68	(37)
Santoll	(156)	23	(133)
TBI Limited	(229)	31	(198)
Abertis APDC	(233)	-	(233)
SPI	(353)	173	(180)
Eurotoll	(359)	170	(189)
Operadora Los Libertadores	(645)	109	(536)
Hispasat (1)	(772)	(3,600)	(4,372)
Operadora Los Andes	(781)	-	(781)
Abertis Airports	(744)	-	(744)
Infraestructura Dos Mil	(870)	285	(585)
Partícipes en Brasil	(1,132)	555	(577)
Operadora Sol	(1,403)	256	(1,147)
Invin	(1,948)	-	(1,948)
Abertis Chile	(2,444)	-	(2,444)
Aulesa	(3,962)	-	(3,962)
Sanef ITS Technologies America	(4,236)	284	(3,952)
Sanef ITS France	(4,335)	873	(3,462)
Sanef ITS Technologies Caribe	(5,014)	(13)	(5,027)
Abertis Telecom Satélites	(5,794)	-	(5,794)
Infraestructuras Americana	(6,200)	-	(6,200)
Castellana	(8,936)	-	(8,936)
Societat d’Autopistes Catalanes	(9,705)	-	(9,705)
Litoral Sul	(10,681)	6,907	(3,774)
Vianorte	(11,848)	7,661	(4,187)
Planalto Sul	(13,367)	8,643	(4,724)
Metropistas	(19,669)	9,638	(10,031)
Autovias	(23,981)	15,506	(8,475)
Abertis Autopistas España	(27,509)	-	(27,509)
Latina Manutenção de Rodovias	(31,277)	20,224	(11,053)
Regis Bittencourt	(32,693)	21,139	(11,554)

Subsidiaries	Consolidated profit (loss)	Profit (loss) attributable to non-controlling interests	Profit (loss) attributable to the Parent
Fernão Dias	(32,732)	21,165	(11,567)
Centrovias	(34,849)	22,533	(12,316)
Fluminense	(41,892)	27,087	(14,805)
Abertis Autopistas Chile	(50,574)	-	(50,574)
Iberpistas	(56,558)	-	(56,558)
HIT	(118,927)	56,431	(62,496)
Intervias	(136,777)	88,439	(48,338)
Abertis	(234,393)	-	(234,393)
Arteris	(376,447)	243,410	(133,037)
Acesa	(492,667)	-	(492,667)
Group profit (loss) of subsidiaries from continuing operations	**(1,178,051)**	**378,594**	**(799,457)**
Group profit (loss) from discontinued operations	2,720,989	(956)	2,720,033
Group profit (loss) from subsidiaries	**1,542,938**	**377,638**	**1,920,576**

(1) The profit or loss attributable to non-controlling interests includes the share of profit or loss from investees accounted for using the equity method.

(2) Income generated since its takeover in November 2015 is included as income of the Group (previously accounted for using the equity method). See Note 2.h.

Associates and joint ventures	Consolidated profit (loss)	Profit (loss) attributable to non-controlling interests	Profit (loss) attributable to the Parent
Coviandes	9,210	-	9,210
Hisdesat and others	9,154	-	9,154
Coninvial	5,741	-	5,741
RMG	1,267	-	1,267
A'lienor	843	-	843
Túnels de Barcelona i del Cadí (1)	613	-	613
Routalis	279	-	279
Cellnex Telecom (2)	53	-	53
Bip & Drive	(808)	-	(808)
Autema	(72,363)	-	(72,363)
Profit (loss) of associates	(46,011)	-	(46,011)
Trados 45	7,236	-	7,236
Areamed	284	-	284
Tc-Flow	83	-	83
Autopista Central	(2,279)	-	(2,279)
Profit (loss) of joint ventures	5,324	-	5,324
Profit (loss) of associates and joint ventures from continuing operations	**(40,687)**	**-**	**(40,687)**
Profit (loss) of associates from discontinued operations	23	-	23
Profit (loss) of associates and joint ventures	**(40,664)**	**-**	**(40,664)**
Profit (loss) for the year from continuing operations	**(1,218,738)**	**378,594**	**(840,144)**
Profit (loss) for the year from discontinued operations	2,721,012	(956)	2,720,056
Profit for the period	**1,502,274**	**377,638**	**1,879,912**

(1) Includes the profit of the company accounted for using the equity method until its takeover in November 2015 (see Note 2.h).

(2) Includes the profit of the company accounted for using the equity method following loss of control in May 2015 (see Note 6).

d) Non-controlling interests

The breakdown of non-controlling interests is as follows:

	Subgroup activity	Country	% Abertis	31 December 2015	31 December 2014 (restated)
Holding d'Infrastructures de Transport S.A.S (**Hit**)	Toll Roads	France	52.55%	822,540	838,340
Partícipes en Brasil S.A. (**Partícipes**)	Toll Roads	Brazil	51.00%	524,545	1,225,901
Hispasat, S.A. (**Hispasat**)	Satellites	Spain	57.05%	492,053	480,058
Autopistas Metropolitanas Llc. (**Metropistas**)	Toll Roads	P. Rico	51.00%	140,017	128,020
Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**)	Toll Roads	Spain	50.01%	101,229	-
Grupo Concesionario del Oeste, S.A. (**Gco**) [(1)]	Toll Roads	Argentina	48.60%	6,387	9,013
Airport Concesion & Development Ltd. (**Acdl**) [(2)]	Airports	Great Britain	90.00%	4,761	4,548
Autopista del Sol, S.A. (**Ausol**) [(1)]	Toll Roads	Argentina	31.59%	(3,387)	(12,646)
Infraestructuras Dos Mil, S.A. (**I2000**)	Toll Roads	Chile	50.00%	-	128,500
Adesal Telecom, S.A. (**Adesal**) [(2)]	Terrestrial	Spain	60.10%	-	4,646
MBJ Airports Ltd. (**Mbj**) [(2)]	Airports	Jamaica	74.50%	-	38,446
				2,088,145	**2,844,826**

(1) Companies over which **Abertis** maintains control as described in Note 2.g.i.

(2) Companies/subgroups associated with the airport operating and/or terrestrial telecommunications segment that were discontinued in prior years and in 2015, respectively.

The non-controlling interest of the **Arteris** subgroup decreased in 2015, mainly as a result of the impairment of assets recognised in the period amounting to EUR 762,965 thousand. This had a negative impact of EUR 475,460 thousand net on the profit/loss of non-controlling interests (see Note 8.iv).

In relation to the main non-controlling interests detailed above, the summarised financial information of the assets, liabilities, profit or loss and cash flows of the corresponding subgroup incorporated during the consolidation process is as follows:

31 December 2015

	Hit	Partícipes	Hispasat	Túnels (*)	Metropistas
Non-current assets	8,476,329	2,118,890	1,105,347	351,523	1,019,240
Current assets	552,825	231,590	131,486	23,074	31,699
ASSETS	9,029,154	2,350,480	1,236,833	374,597	1,050,939
Non-current liabilities	6,391,149	1,197,974	368,643	314,642	738,705
Current liabilities	906,753	621,099	159,921	5,364	23,297
LIABILITIES	7,297,902	1,819,073	528,564	320,006	762,002
NET ASSETS	**1,731,252**	**531,407**	**708,269**	**54,591**	**288,937**
Income	1,626,158	705,993	219,566	54,691	107,334
Expenses	(593,037)	(360,625)	(40,629)	(15,243)	(38,126)
Gross operating profit (loss)	**1,033,121**	**345,368**	**178,937**	**39,448**	**69,208**
Profit attributable to shareholders of the Parent	**179,874**	**29,907**	**62,634**	**3,144**	**(19,669)**
In operating activities	931,054	146,768	153,653	26,315	20,502
In investing activities	(141,708)	(405,874)	(218,532)	(1,111)	(8,140)
In financing activities	(857,587)	(53,750)	21,920	(33,058)	(37,758)
CASH FLOWS	**(68,241)**	**(312,856)**	**(42,959)**	**(7,854)**	**(25,396)**

(*) Company over which control was taken in November 2015 (see Note 2.h); hence, only one month of the aggregates of its income was included in the consolidated income statement for the year.

31 December 2014

	Hit (*)	Partícipes	Hispasat	I2000	Metropistas
Non-current assets	8,549,420	2,372,460	951,432	249,053	932,168
Current assets	638,867	592,692	284,159	242,797	51,161
ASSETS	9,188,287	2,965,152	1,235,591	491,850	983,329
Non-current liabilities	6,481,285	1,790,308	397,933	273,751	694,500
Current liabilities	942,274	538,882	176,838	65,185	24,706
LIABILITIES	7,423,559	2,329,190	574,771	338,936	719,206
NET ASSETS	**1,764,728**	**635,962**	**660,820**	**152,914**	**264,123**
Income	1,623,103	845,393	202,070	71,037	84,425
Expenses	(599,954)	(411,632)	(40,305)	(9,532)	(32,053)
Gross operating profit (loss)	**1,023,149**	**433,761**	**161,765**	**61,505**	**52,372**
Profit attributable to shareholders of the Parent	**167,247**	**90,761**	**45,644**	**26,213**	**(16,312)**
In operating activities	788,052	208,892	100,872	55,133	4,747
In investing activities	(135,689)	(581,702)	(109,481)	(4,248)	(5,059)
In financing activities	(895,087)	425,735	(19,294)	(38,954)	(27,498)
CASH FLOWS	**(242,724)**	**52,925**	**(27,903)**	**11,931**	**(27,810)**

(*) Some balance sheet items have been restated, taking into account the adjustments pursuant to IFRIC 21 detailed in Note 2.e.

At 31 December 2015, the most significant fully consolidated companies with other shareholders having an ownership interest equal to or exceeding 10% of the share capital of Group companies were as follows:

	2015		2014	
	Non-controlling shareholders	**%**	**Non-controlling shareholders**	**%**
Partícipes en Brasil S.A. (**Partícipes**)	Brookfield Asset Management, Inc.	49.00%	Brookfield Asset Management, Inc.	49.00%
Holding d'Infrastructures de Transport S.A.S (**Hit**)	CDC Infraestructure	10.00%	CDC Infraestructure	10.00%
	Predica	12.42%	Predica	12.42%
Hispasat, S.A. (**Hispasat**)	Eutelsat	33.69%	Eutelsat	33.69%
Infraestructuras Dos Mil, S.A. (**I2000**)	-	-	Fondo de Inversión Público Penta (*)	50.00%
Autopistas Metropolitanas Llc. (**Metropistas**)	Goldman Sachs Infrastructure Partners & Co	49.00%	Goldman Sachs Infrastructure Partners & Co	49.00%
Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**)	Ardian	49.99%	-	-

(*) In 2014, Fondo de Inversión Público Penta held a 50% interest less one share in **I2000**.

The detail of "Final dividend 2014" for a total amount of EUR 95,767 thousand and the "Interim dividend 2015" for a total amount of EUR 4,326 thousand, corresponding to the payments made to the rest of its respective shareholders for the above items, is as follows:

	Final dividend for previous year		**Interim dividend for current year**	
	2015	**2014**	**2015**	**2014**
Holding d'Infrastructures de Transport S.A.S (**Hit**)	74,069	53,549	-	-
Partícipes en Brasil S.L. (**Partícipes**)	7,902	25,194	-	19,629
Inversora de Infraestructuras, S.L. (**Invin**)	-	3,045	-	-
Infraestructuras Dos Mil, S.A. (**I2000**)	2,642	257	4,326	5,935
Hispasat, S.A. (**Hispasat**)	3,932	6,203	-	-
Other non-controlling interests	7,222	5,077	-	-
	95,767	**93,325**	**4,326**	**25,564**

The detail of the "Reimbursement of shareholders' contributions" for a total amount of EUR 41,561 thousand, corresponding to the payments made to the rest of its respective shareholders for that item, is as follows:

	Reimbursement of shareholders' contributions	
	2015	**2014**
Holding d'Infrastructures de Transport S.A.S (**Hit**) [(1)]	27,010	27,125
Túnels de Barcelona i del Cadí, S.A. (**Túnels**) [(1)]	14,262	-
Autopistas Metropolitanas de Puerto Rico, Llc. (**Metropistas**) [(1)]	289	12,409
Other non-controlling interests	-	3,274
	41,561	**42,808**

(1) At the end of December 2015, due to the reimbursement of the share premium in the case of **Hit Túnels** and the reimbursement of capital in the case of **Metropistas** (in December 2014 due to the reimbursement of the share premium in the case of **Hit** and the reimbursement of capital in the case of **Metropistas)**.

"Capital increases" in 2015 mainly relate to the 49% taken by Goldman Sachs (EUR 8,460 thousand) in the capital increase by **Metropistas**.

"Changes in scope of consolidation and other" in the amount of EUR 43,375 thousand related primarily to the impact of the following:

		Changes in scope of consolidation and other	
		2015	**2014**
Acquisition of an additional 50% of Infraestructuras Dos Mil, S.A. (**I2000**)	i.	(130,968)	-
Acquisition of an additional 15.01% of Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**)	ii.	117,713	-
Sale of 74.5% MBJ Airports Ltd. (**Mbj**)	iii.	(32,251)	-
Acquisition of 100% of Inversora de Infraestructuras, S.L. (42.3% of **Invin**)		-	(276,297)
Acquisition of an additional 8.59% of Infraestructuras Dos Mil, S.A. (**I2000**)		-	(26,297)
Acquisition of an additional 6% of Autopistas Metropolitanas de Puerto Rico, Llc. (**Metropistas**)		-	150,401
Other [(1)]		2,131	(3,347)
		(43,375)	**(155,540)**

(1) At year-end 2015, includes EUR -4,583 thousand relating to the loss of control in Adesal (company associated with terrestrial telecommunication discontinued in 2015) following the sale of 66% of Cellnex (see Note 6) and EUR 6,714 thousand associated with the acquisition of non-controlling interests of the Sanef ITS subgroup (see Note 2.h).

At year-end 2014, includes EUR -8,535 thousand of Codad following its sale during the year and EUR 5,188 thousand associated with the takeover of Adesal (company associated with terrestrial telecommunication segment discontinued in 2015).

i) Acquisition of an additional 50% of the share capital of **I2000**.

As indicated in Note 2.h, in July 2015 **Abertis** acquired an additional 50% (less one share) of **I2000**, giving it a 100% interest and full control thereof and bringing about the termination of the non-controlling interest of EUR 130,968 thousand that existed as that date.

Additionally, since this was an equity transaction carried out with the non-controlling interest in the subsidiary that did not modify the controlling position in the **I2000** subgroup, it entailed the recognition of a negative impact of EUR 2,068 thousand under "Retained earnings and other reserves" in the consolidated balance sheet (see section c) of this Note).

ii) Acquisition of control of **Túnels** following the acquisition of an additional 15.01% of its share capital.

As indicated in Note 2.h, in November 2015 **Abertis** acquired control of **Túnels** with a direct shareholding of 50.01%, and **Túnels** has been fully consolidated since 30 November 2015. This entailed, at the acquisition date, the recognition of a non-controlling interest of EUR 117,713 thousand (see Note 5).

iii) Sale of 74.5% of the share capital of **MBJ**.

As indicated in Note 6, in April 2015 **Abertis** completed the sale of its entire 100% investment in Desarrollo de Concesiones Aeroportuarias, S.L. (**Dca**), holding company of 74.5% of the shares of **Mbj**, which entailed the termination of its non-controlling interest in this company in the amount of EUR 32,251 thousand.

"Changes to scope of consolidation and other" in 2014 related mainly to the impact of:

i) Acquisition of 100% of Inversora de Infraestructuras, S.L. (acquisition of an additional 42.3% of the share capital of **Invin**).

As indicated in Note 2.h of the consolidated financial statements for 2014, in September 2014 **Abertis** acquired an additional 42.3% of **Invin** (through the purchase of 100% of Infraestructuras Americanas, S.L.U.), giving it a 100% shareholding in this company and reinforcing its controlling position and thus terminating the non-controlling interest of EUR 276,297 thousand that it held at the date of acquisition.

Additionally, since the aforementioned transaction was an equity transaction carried out with a non-controlling interest in the subsidiary that did not modify the controlling position in the **Invin** subgroup, the transaction entailed the recognition of a negative EUR 227,674 thousand under "Retained earnings and other reserves" in the consolidated balance sheet.

ii) Acquisition of an additional 8.59% of the share capital of **I2000**.

As indicated in Note 2.h of the 2014 consolidated financial statements, in February 2014 **Abertis** acquired an additional 8.59% of **I2000**, giving it a 50% interest plus 1 share in this company and reinforcing its controlling position, and thus reducing its non-controlling interest by EUR 26,297 thousand.

Additionally, since this was an equity transaction carried out with the non-controlling interest in the subsidiary that did not modify the controlling position in the **I2000** subgroup, the transaction entailed the recognition of an impact of EUR 8,438 thousand under "Retained earnings and other reserves" in the consolidated balance sheet.

iii) Acquisition of an additional 6% of the share capital of **Metropistas**.

As indicated in Note 2.h of the 2014 consolidated financial statements, in February 2014 **Abertis** acquired control of **Metropistas** with a direct shareholding of 51.00%. **Metropistas** is now fully consolidated. At the acquisition date of the additional 6%, the transaction entailed the recognition of a non-controlling interest of EUR 150,401 thousand.

e) Interim dividend and proposed dividends

The distribution of dividends is determined on the basis of the separate financial statements of Abertis Infraestructuras, S.A., and pursuant to corporate law currently in force in Spain.

Dividends to be distributed to shareholders are recognised as a liability in the consolidated financial statements from the time the dividends are approved by the General Shareholders' Meeting (or the Board of Directors, in the case of interim dividends) until they are paid.

In 2015 an interim dividend totalling EUR 311,263 thousand was paid, equivalent to EUR 0.33 gross per share, payable on all the shares that make up the share capital of Abertis. (EUR 296,441 thousand at year-end 2014, representing EUR 0.33 gross per share).

The following provisional accounting statement was prepared by Abertis Infraestructuras, S.A., in accordance with legal requirements, evidencing sufficient profit in the period and sufficient liquidity for the distribution of this interim dividend:

Provisional statement of Abertis Infraestructuras, S.A. 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.

The Directors of Abertis Infraestructuras, S.A. will also submit the following proposed distribution of the 2015 profit of **Abertis** at the General Shareholders' Meeting for approval:

Basis of distribution (profit and loss)	**1,373,621**
Distribution:	
Dividends (*)	650,822
Legal reserve	26,949
Goodwill reserve (see Note 14.c.ii)	23
Voluntary reserves	695,827
	1,373,621

(*) Includes the interim dividend distribution referred to above (EUR 311,263 thousand).

If on the dividend distribution date, **Abertis** 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 section a.ii of this Note), 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 section c.ii of this Note), the total amount charged to voluntary reserves for this item relating to the dividend paid on 2015 income would be EUR 53,709 thousand.

f) Earnings per share

i) Basic

As shown below, basic earnings per share are calculated by dividing net profit for the year attributable to **Abertis'** shareholders by the weighted average number of shares outstanding during the year, excluding the average number of treasury shares held by the Group. The impact of the bonus share issue in the ratio of one new share to each 20 existing shares, adopted by the Shareholders' Meeting of 24 March 2015, is assumed to have arisen at the beginning of the year, and is adjusted retroactively for the periods presented.

	2015			2014 (Restated)		
	Continuing operations	Discontinued operations	Total	Continuing operations	Discontinued operations	Total
Net profit attributable to shareholders (see Note 14.c.iii)	(840,144)	2,720,056	1,879,912	539,497	115,582	655,079
Weighted average number of ordinary shares outstanding (thousand)	918,070	918,070	918,070	940,305	940,305	940,305
Basic earnings per share (€/share)	(0.91)	2.96	2.05	0.58	0.12	0.70
Diluted earnings per share (€/share)	(0.91)	2.96	2.05	0.58	0.12	0.70

The weighted average number of ordinary shares outstanding did not change significantly in 2015 —despite an increase in the average number of treasury shares described above— since most of the acquisitions of treasury shares are related to the tender offer process of treasury shares representing 6.5% of the share capital of **Abertis** detailed above, which was completed at the end of October.

The impact of the bonus issue in the ratio of 1 new share for every 20 existing shares, approved by the General Shareholders' Meeting of 24 March 2015, was taken into account at the beginning of the year, and its impact was adjusted retroactively for the previous year.

ii) Diluted

Diluted earnings per share are determined by including, in the calculation described above, the effect of converting all potentially dilutive shares (share options) as if they were **Abertis** shares. Conversion is considered to take place at the beginning of the period or, if the potentially dilutive shares were issued during the year, at the issue date.

Until the end of April 2015 (as in all of 2014; see Note 26), **Abertis** held potentially dilutive shares consisting of share options, although their impact on the average weighted number of shares outstanding was not significant. Consequently, diluted earnings per share do not differ from basic earnings per share.

15. BOND ISSUES AND BANK BORROWINGS

The detail of bank borrowings is as follows:

	31 December 2015			31 December 2014		
	Non-current	Current	Total	Non-current	Current	Total
Bank loans	4,157,360	511,488	4,668,848	5,186,176	568,871	5,755,047
Bonds and other loans	9,103,848	1,003,100	10,106,948	9,478,836	797,855	10,276,691
	13,261,208	1,514,588	14,775,796	14,665,012	1,366,726	16,031,738
Borrowings from associates accounted for using the equity method	62,323	5,412	67,735	61,463	649	62,112
Interest on loans and bonds	-	263,591	263,591	-	300,782	300,782
Bond issues and bank borrowings	**13,323,531**	**1,783,591**	**15,107,122**	**14,726,475**	**1,668,157**	**16,394,632**

Given the Group's cash indicated in Note 13, in 2015 **Abertis** reduced its net borrowings (excluding loans from companies accounted for using the equity method and interest on loans and bonds) by EUR 1,235,755 thousand to EUR 12,553,553 thousand.

This decrease in the Group's net borrowings is mainly due to the divestments made in the year (see Note 6). The sale of 66% of Cellnex entailed a net cash inflow of EUR 2,071 million (and, with respect to the

2014 close, no longer consolidating net borrowings of EUR 329 million). In addition, the sale of the 100% interest in Desarrollo de Concesiones Aeroportuarias, S.L. generated a net cash inflow of EUR 177 million. Moreover, the effect of the exchange rate at 31 December 2015, mainly due to the year-end depreciation of the Brazilian real, reduced the Group's net borrowings by EUR 381,690 thousand.

These impacts were partially offset by the Group's increase in net borrowings due to its investments during the year, the payment of cash related to the purchase of 6.5% of its treasury shares for EUR 962,556 thousand, purchases in the year amounting to EUR 1,061,635 thousand (see Note 14.a.ii), the dividend playout during the year (EUR 296,441 thousand for the final dividend of 2014 and EUR 311,263 thousand for the interim dividend of 2015) and the full consolidation in 2015 of **Túnels** (EUR 177,613 thousand following the acquisition of an additional 15.01% of its share capital with the corresponding takeover; see Note 2.h).

Various financing transactions carried out during the year provided new funds for the Group, in the net amount of EUR 1,991,258 thousand, allowing it to service part of the debt maturing in 2015 (with debt totalling EUR 2,788,350 thousand being serviced and refinanced), increase its liquidity and improve its debt maturity and cost profile, thus strengthening its financial position. The following transactions are particularly noteworthy:

- **Sanef** carried out a public bond issue for EUR 600 million, maturing at more than 10 years (March 2026) and with a 1.875% coupon. The proceeds were used to repay loans held with banks amounting to EUR 581 million, the average cost of which was 4.7%.
- **Hit** carried out a public bond issue of EUR 200 million, maturing at more than 10 years (March 2025) and with a 2.25% coupon. The proceeds, along with other means of payment, were used to buy back bonds issued in previous years by Hit, in the amount of EUR 250 million, maturing in March 2018 and with an annual coupon of 5.75%.
- **Metropistas** refinanced USD 346 million (approximately EUR 323 million at year-end 2015) in bank borrowings with a maturity date of September 2018. This brought the nominal value to USD 335 million (approximately EUR 308 million at 31 December 2015) and changed the maturity date to December 2022.

  This transaction was recorded as a non-significant modification of existing liabilities. Consequently, the swap —amounting to USD 12.2 million (approximately EUR 11.1 million at year-end 2015) — was treated as an adjustment to the carrying amount of the liability taken to the consolidated income statement according to a financial criterion until the new maturity of the liability.

- The drawdown by **Avasa** of EUR 200 million of borrowings from a credit line arranged in November 2014 and maturing in November 2023, in order to meet the June 2015 maturity of borrowings amounting to EUR 200 million.
- Issue of a bond for 107 million Brazilian reais (approximately EUR 25 million at 31 December 2015), maturing in December 2025, and a 12m+8.17% IPCA to coupon by **Planalto Sul**.
- Issue of a bond for 750 million Brazilian reais (approximately EUR 174 million at 31 December 2015), maturing in December 2016, and a 12m+2.00% CDI coupon by **Arteris**.
- **Abertis Autopistas Chile** has obtained bank borrowings in the amount of CLP 125,282 million (approximately EUR 166 million at 31 December 2015) maturing in August 2020, which it has used to repay borrowings maturing in December 2017 of CLP 27,914 million (approximately EUR 36 million at 31 December 2015) and to cover the acquisition in the year of 50% (less one share) of **I2000**.
- The **Hispasat** subgroup signed a syndicated credit facility maturing in July 2020 for a total amount of EUR 200 million, of which EUR 35 million had been drawn down at 31 December 2015.

The costs related to the repayment of aforementioned loans and obligations of **Sanef** and **Hit** totalled EUR 59 million and 33 EUR million, respectively (see Note 21.d).

The Parent also took steps to optimise the Group's liquidity and to reduce the finance costs of the borrowings by renegotiating in 2015 credit facilities amounting to EUR 1,750 million. The total volume of available facilities at 31 December 2015 is EUR 2,475 million (EUR 2,472 million at year-end 2014), of which EUR 150 million related to facilities maturing at one year and EUR 2,325 million to facilities maturing at more than one year, with an average overall maturity of 2.9 years.

The financing operations carried out in 2014 were as follows:

- Issues of private bonds by Abertis Infraestructuras, S.A. for EUR 350 million with a coupon of 3.125% and maturities between 10 and 12 years.
- In 2014 separate refinancing transactions were arranged for bonds issued in previous years. To that end:

- o **Abertis** carried out a bond issue for 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, **Abertis** and the same financial institution swapped a portion of the bonds issued by **Abertis** 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 were previously acquired by the financial institution. Once the swap had been completed, the bonds were redeemed and cancelled by the Group.
- o **Hit** carried out a bond issue in the amount of EUR 450 million, with a maturity of ten and a half years and a coupon of 2.25%, which was fully underwritten by a financial institution. As part of the same transaction, **Hit** and the same financial institution swapped all the bonds issued in 2012 by Hit Finance, B.V. (which merged with **Hit** in 2014) for an amount of EUR 400 million, maturing in March 2018 and with a coupon of 5.75%, which had been previously acquired by this financial institution. Once the swap had been completed, the aforementioned bonds were redeemed and cancelled by the Group.

Under IAS 39 regarding the derecognition of financial liabilities, these transactions were accounted for as a non-significant modification of existing liabilities and, consequently, the swaps —amounting to EUR 89 million and EUR 87 million, respectively— on the bond issue transactions described above were treated as an adjustment to the carrying amount of the liability taken to the consolidated income statement according to a financial criterion until the new maturity of the liability.

- Certain companies in the toll road business in Brazil carried out the following bond issues in 2014:

Issuer	Amount (BRL million)	Amount (EUR million) (1)	Maturity	Coupon
Centrovias	400	124	June 2018	CDI 12m+0.99%
Arteris	300	93	October 2017	CDI 12m+1.28%
Abertis APDC (2)	225	70	July 2016	CDI 12m+2.95%
Intervias	225	70	October 2019	IPCA 12m+5.96%
Intervias	150	47	October 2019	CDI 12m+1.10%
Vianorte	150	47	March 2017	CDI 12m+0.86%
Fernão Dias	100	31	June 2016	CDI 12m+1.15%
Total	**1,550**	**482**		

(1) Amount at year-end 2014

(2) Issue carried out by Abertis APDC (100% **Abertis**) for the repayment of a bond in the amount of BRL 330 million issued by PDC (51% of **Abertis**) which matured in July 2014 and had a 12m+2.78% CDI coupon.

- In order to finance the acquisition by **Abertis Telecom Terrestre** (company in terrestrial telecommunication operations that was discontinued in 2015) of new telecommunications infrastructures and to endow the company with financial capacity vis-à-vis future operations, **Abertis Telecom Terrestre** obtained bank financing totalling EUR 800 million, of which EUR 414 million had been drawn down at 31 December 2014.
- To settle the EUR 200 million in borrowings maturing in June 2015, **Avasa** obtained a line of credit in November for this amount, which had not been drawn down at 31 December 2014.
- The **Hispasat** subgroup took out several bank loans in 2014 totalling EUR 236 million, of which EUR 113 million had been drawn down at 31 December 2014.

In addition, the Parent took measures in 2014 to improve the Group's liquidity so as to optimise its financial position. These measures enabled the Group to increase its available liquidity as new credit facilities were arranged in 2014 for EUR 130 million, raising to EUR 2,472 million the amount of the credit facilities available at year-end 2014.

i) Bank loans, bonds and other loans

The breakdown of **Abertis'** gross debt (excluding borrowings from companies accounted for using the equity method and interest on loans and bonds), by country and financial instrument, is as follows:

	31 December 2015			**31 December 2014**		
	Loans	Bonds	Total	Loans	Bonds	Total
Abertis [(1)]	51,547	5,010,165	5,061,712	50,566	4,977,478	5,028,044
France	2,145,960	3,459,417	5,605,377	2,993,100	2,919,148	5,912,248
Brazil	718,065	701,581	1,419,646	935,308	1,215,786	2,151,094
Chile	465,992	384,187	850,179	388,530	444,994	833,524
Others [(2)]	1,287,284	551,598	1,838,882	1,387,543	719,285	2,106,828
Total	**4,668,848**	**10,106,948**	**14,775,796**	**5,755,047**	**10,276,691**	**16,031,738**

(1) At 31 December 2015, includes EUR 345,541 thousand corresponding to Abertis Infraestructuras Finance B.V., relating in full to bonds (EUR 320,958 thousand also corresponding in full to bonds at year-end 2014).

Of total borrowings obtained by the Parent and Abertis Infraestructuras Finance B.V., at 31 December 2015, EUR 3,069,094 thousand has been lent to other Group companies (EUR 3,406,528 thousand at year-end 2014).

(2) Includes gross borrowings with third parties in the toll road business in Spain and other countries, in addition to those listed, as well as the gross borrowings of the terrestrial telecommunications (only in 2014) and satellites business.

The decrease in gross borrowings in Brazil is mainly due to:

- The repayment of the borrowings of the consolidated company **Spi** totalling 861 million reais (approximately EUR 250 million, of which BRL 439 million, or about EUR 128 million, corresponded to 51% of

Abertis; see Note 12.v).

- The impact on gross debt of the decline in the year-end exchange rate of the Brazilian real (EUR -544 million).

Also, the decrease in gross financial debt recognised under "Other" is due mainly to the impact, as previously mentioned, of the sale of 66% of Cellnex, which meant, with respect to 31 December 2014, that gross financial debt of EUR 419,678 thousand ceased to be consolidated.

The average weighted interest rate for 2015 on bond issues and bank borrowings was 5.14% (5.22% for the whole of 2014).

The Group's borrowings according to the contractually agreed cash flows (excluding the currency swaps referred to Note 11) are denominated in the following currencies:

	2015 (*)	**2014 (*)**
Euro	11,574,632	12,155,435
Brazilian reais	1,426,248	2,155,480
US dollars	989,893	939,120
Chilean pesos	851,026	884,279
Yen	152,590	137,713
Other	-	6,613
Bond issues and bank borrowings	**14,994,389**	**16,278,640**

(*) The amounts shown in the preceding table relate to the cash flows set forth in the contracts, which differ from the carrying amount of the borrowings due to the effect of applying IFRS criteria set down in IAS39 to the borrowings:

As indicated in Note 11, a large part of US-dollar borrowings and all of the yen-denominated borrowings are converted to euros through derivative financial instruments.

Set out below are the maturity dates of borrowings according to amounts payable at the reporting date until maturity, as set forth in the respective contracts:

	31 December 2015 (*)			31 December 2014 (*)		
	Loans	Bonds	Total	Loans	Bonds	Total
1 to 2 years	429,464	1,044,541	1,474,005	422,918	941,219	1,364,137
Between 2 and 3 years	342,511	620,662	963,173	539,366	1,120,860	1,660,226
Between 3 and 4 years	272,879	1,238,867	1,511,746	1,093,976	897,516	1,991,492
Between 4 and 5 years	579,861	740,272	1,320,133	626,777	1,262,858	1,889,635
More than 5 years	2,691,567	5,630,907	8,322,474	2,595,138	5,515,391	8,110,529
Non-current borrowings	**4,316,282**	**9,275,249**	**13,591,531**	**5,278,175**	**9,737,844**	**15,016,019**
Current borrowings	**404,279**	**998,579**	**1,402,858**	**460,433**	**802,188**	**1,262,621**
Total borrowings	**4,720,561**	**10,273,828**	**14,994,389**	**5,738,608**	**10,540,032**	**16,278,640**

(*) The amounts shown in the preceding table relate to the cash flows set forth in the contracts, which differ from the carrying amount of the borrowings due to the effect of applying IFRS criteria set down in IAS39 to the borrowings.

Of the EUR 14,994,389 thousand, EUR 9,845,266 thousand (66%) is composed of non-recourse debt of subsidiaries granted to Abertis Infraestructuras, S.A. (EUR 10,896,231 thousand in 2014, or 67%).

At 31 December 2015, the average term to maturity of the debt was 6.1 years (6.0 years at year-end 2014).

Interest on the aforementioned loans and bonds accrues and is settled according to specific conditions and maturities. In 2016 interest on the borrowings based on the debt at 31 December 2015 is expected to amount to approximately EUR 747 million (EUR 853 million estimated at year-end 2014 for 2015).

At 31 December 2015, 88% (84% in 2014) of borrowings bore a fixed interest rate or a rate fixed through hedges. Possible interest rate fluctuations are therefore not expected to have a significant impact on these consolidated financial statements.

The estimated sensitivity of the consolidated income statement to a 50bp change in the floating-rate debt is as follows:

(millions of euros)	2015			2014		
	Borrowings in			Borrowings in		
	Euros	Other currencies (*)	Total	Euros	Other currencies (*)	Total
50bp change:						
Gross effect before tax	3.6	5.1	8.7	5.6	7.2	12.8
Net impact after tax (before non-controlling interests)	2.6	3.7	6.3	4.0	5.0	9.0

(*) At year-end 2015 and 2014, primarily Brazilian reais.

In addition, regarding the sensitivity of aggregate derivative transactions to interest rate fluctuations, an analysis of the sensitivity of all derivative transactions at 31 December 2015 to a 50bp shift in the EUR, USD, YEN, CLP and BRL interest rate curves, with other variables constant, indicates that the fair value of derivative transactions overall would have varied by EUR 36.1 million (EUR 42.3 million in 2014) with a net impact of EUR 26.0 million on equity and virtually no impact on profit after tax (EUR 22.5 million on equity and also virtually no impact on profit after tax in 2014).

The carrying amount and fair value of the bonds and non-current bank borrowings at year-end were as follows:

	2015				
		Fair value (*)			
	Carrying amount	Level 1	Level 2	Level 3	Total
Bank loans	4,157,360	-	3,702,978	938,929	4,641,907
Bonds	9,103,848	7,908,334	2,152,509	-	10,060,843
	13,261,208	**7,908,334**	**5,855,487**	**938,929**	**14,702,750**

(*) Level 1: Quoted prices (unadjusted) in active markets and identical liabilities.

Level 2: Inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3. Unobservable inputs for the asset or liability.

	2014				
		Fair value (*)			
	Carrying amount	Level 1	Level 2	Level 3	Total
Bank loans	5,186,176	-	5,137,981	597,859	5,735,840
Bonds	9,478,836	8,635,302	2,290,758	-	10,926,060
	14,665,012	**8,635,302**	**7,428,739**	**597,859**	**16,661,900**

(*) Level 1: Quoted prices (unadjusted) in active markets and identical liabilities.

Level 2: Inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3. Unobservable inputs for the asset or liability.

The carrying amount of current borrowings is similar to their fair value. The fair value of fixed rate borrowings is calculated by discounting the payment flows of each debt by the currency rate curve to which it is linked, and in the case of bonds, the issuer's credit curve is added, which is estimated on the basis of the quoted prices of liquid obligations observed for the issuer in its reference markets.

i.a) Bank loans

The breakdown by maturity (as stipulated in the relevant contracts) and country of the bank loans is as follows:

2015 (*)	Current borrowings	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Non-current borrowings	Total
Abertis	428	979	140	-	50,000	-	51,119	51,547
France	204,904	245,250	120,000	20,000	258,000	1,305,000	1,948,250	2,153,154
Brazil	53,636	58,267	63,641	69,701	75,861	398,000	665,470	719,106
Chile	41,484	36,202	63,166	84,686	78,074	177,481	439,609	481,093
Other	103,827	88,766	95,564	98,492	117,926	811,086	1,211,834	1,315,661
Bank loans	**404,279**	**429,464**	**342,511**	**272,879**	**579,861**	**2,691,567**	**4,316,282**	**4,720,561**

(*) The amounts shown in the preceding table relate to the cash flows set forth in the contracts, which differ from the carrying amount of the borrowings due to the effect of applying IFRS criteria set down in IAS39 to the borrowings.

2014 (*)	Current borrowings	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Non-current borrowings	Total
Abertis	146	140	140	140	-	50,000	50,420	50,566
France	244,404	220,158	326,250	602,067	20,000	1,563,000	2,731,475	2,975,879
Brazil	61,153	66,828	74,728	78,275	84,038	538,506	842,375	903,528
Chile	36,191	37,921	59,793	24,583	28,529	214,426	365,252	401,443
Others (1)	118,539	97,871	78,455	388,911	494,210	229,206	1,288,653	1,407,192
Bank loans	**460,433**	**422,918**	**539,366**	**1,093,976**	**626,777**	**2,595,138**	**5,278,175**	**5,738,608**

(*) The amounts shown in the preceding table relate to the cash flows set forth in the contracts, which differ from the carrying amount of the borrowings due to the effect of applying IFRS criteria set down in IAS39 to the borrowings.

(1) At 31 December 2014, included the bank borrowings of Cellnex, a company which ceased to be consolidated in the first half of 2015, as described in Notes 2.h and 6.

At 31 December 2015, the Group's financial debt subject to customary project finance terms amounted to EUR 1,956 million compared to the EUR 4,721 million in loans with banks at year-end (EUR 1,997 million compared to EUR 5,739 million in loans with banks at the end of 2014).

This financing generally includes, as a package of guarantees for the lenders, the pledging of concession operator's assets (current accounts, credit rights derived from the concession arrangement, credit rights on insurance contracts, etc.); and in some cases a pledge on the shares of the concession operator are included as a guarantee. In addition, the majority of the contracts include a series of financial and non-financial conditions, which if breached give rise to obligations for the borrower. In this regard, the financial obligations must normally comply with certain ratios related to financial aggregates, such as gross operating income (EBITDA), net borrowings, equity or cash resources for debt servicing.

In relation to the preceding point, the main lending agreements affected which were in force at 31 December 2015 (as at year-end 2014) are those relating to the Arteris Subgroup (**Arteris**) and the Sociedad Concesionaria Autopista de los Andes, S.A. (**Andes**) and Autopistas Metropolitanas de Puerto Rico, Llc. (**Metropistas**), and represent the pledge of certain of their assets (see Note 8) to guarantee EUR 1,426 million in borrowings (EUR 1,378 million in 2014). The financing obtained by **Elqui** entails the pledging of its shares as collateral for EUR 156 million in borrowings (EUR 183 million in 2014).

At 31 December 2015, the **Hit** subgroup held bank borrowings amounting to EUR 2,153 million (EUR 2,974 million for the **Hit** subgroup at 31 December 2014). This amount also included EUR 414 million of the Cellnex subgroup, formerly Abertis Telecom Terrestre, a subgroup over which control was lost in the first half of 2015; see Notes 2.h and 6), subject to compliance with certain financial and non-financial obligations. These obligations referred mainly to compliance with certain ratios related to the financial aggregates of this subgroup.

At the date of authorisation for issue of these consolidated financial statements, the clauses or obligations included in the financing agreements did not lead to any payments being made.

In addition, in order to meet its cash requirements, the Group has the following undrawn credit facilities and loans:

	31 December 2015							
	Maturing in less than 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Maturing in more than 1 year	Total
Abertis	150,000	750,000	150,000	575,000	400,000	450,000	2,325,000	2,475,000
France	50,000	-	-	-	300,000	300,000	600,000	650,000
Brazil	-	-	-	-	-	47,353	47,353	47,353
Chile	6,144	-	-	-	-	-	-	6,144
Other	-	-	-	-	165,000	205,313	370,313	370,313
Undrawn credit facilities and loans	**206,144**	**750,000**	**150,000**	**575,000**	**865,000**	**1,002,666**	**3,342,666**	**3,548,810**

	31 December 2014							
	Maturing in less than 1 year	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Maturing in more than 1 year	Total
Abertis	100,000	1,522,000	850,000	-	-	-	2,372,000	2,472,000
France	30,000	290,014	120,000	-	-	200,000	610,014	640,014
Brazil	-	-	-	-	-	165,537	165,537	165,537
Chile	-	8,362	-	-	-	-	8,362	8,362
Others [1]	500	-	350,000	-	35,585	343,410	728,995	729,495
Undrawn credit facilities and loans	**130,500**	**1,820,376**	**1,320,000**	**-**	**35,585**	**708,947**	**3,884,908**	**4,015,408**

[1] At 31 December 2014, included the credit facilities of Cellnex, which ceased to be consolidated in the first half of 2015, as described in Notes 2.h and 6.

Lastly, the average weighted interest rate in 2015 on bank borrowings was 4.95% (4.80% for the whole of 2014).

i.b) Bonds and other loans

The detail of bonds and other financing instruments at 31 December 2015 and 2014, is as follows:

	2015	2014
Debenture and bond issues	10,106,948	10,276,691
Promissory notes and commercial paper	-	-
Other marketable debt securities	-	-
Bonds and other loans	**10,106,948**	**10,276,691**

The breakdown by maturity (as stipulated in the relevant contracts) and country is as follows:

2015 (*)	Current borrowings	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Non-current borrowings	Total
Abertis	569,584	785,100	-	830,892	690,000	2,188,610	4,494,602	5,064,186
France	-	-	500,000	300,000	-	2,750,000	3,550,000	3,550,000
Brazil	355,211	188,691	72,193	64,014	1,313	23,228	349,439	704,650
Chile	48,202	51,972	40,524	34,022	37,238	179,810	343,566	391,768
Other	25,582	18,778	7,945	9,939	11,721	489,259	537,642	563,224
Bonds and other loans	**998,579**	**1,044,541**	**620,662**	**1,238,867**	**740,272**	**5,630,907**	**9,275,249**	**10,273,828**

(*) The amounts for borrowing given above relate to the cash flows set forth in the contract, which differ from the carrying amount of the borrowings due to the effect of applying IFRS criteria set down in IAS39 to borrowings.

2014 (*)	Current borrowings	Between 1 and 2 years	Between 2 and 3 years	Between 3 and 4 years	Between 4 and 5 years	More than 5 years	Non-current borrowings	Total
Abertis	20,000	569,584	785,100	-	830,892	2,878,610	5,064,186	5,084,186
France	-	-	-	750,000	300,000	1,950,000	3,000,000	3,000,000
Brazil	502,740	312,530	252,610	96,648	85,388	-	747,176	1,249,916
Chile	48,817	50,703	54,901	43,743	37,665	237,922	424,934	473,751
Others (1)	230,631	8,402	28,249	7,125	8,913	448,859	501,548	732,179
Bonds and other loans	**802,188**	**941,219**	**1,120,860**	**897,516**	**1,262,858**	**5,515,391**	**9,737,844**	**10,540,032**

(*) The amounts for borrowing given above relate to the cash flows set forth in the contract, which differ from the carrying amount of the borrowings due to the effect of applying IFRS criteria set down in IAS39 to borrowings.

(1) At 31 December 2014, included the bonds of Cellnex, which ceased to be consolidated in the first half of 2015, as described in Notes 2.h and 6.

The average weighted interest rate in 2015 on bond issues was 4.99% (5.47% for the whole of 2014).

The **Abertis** and **Hit** (France) issues, totalling EUR 8,614 million (EUR 8,084 million in 2014), do not generally include guarantees for the lenders other than the guarantee of the debtor.

A 31 December 2015, the Group had EUR 1,660 million in bond issues subject to standard project-financing clauses (EUR 2,044 million in 2014). This financing generally includes, as a package of guarantees for the bondholders, the pledging of the concession operator's assets (current accounts, credit rights derived from the concession arrangement, credit rights on insurance contracts, etc.); and in some cases a pledge on the shares of the concession operator and/or the requirement to maintain sufficient cash balances to meet the next interest payment are included as a guarantee.

In relation to the preceding point, the main lending issues affected that were in force at 31 December 2015 (as at year-end 2014) relate to the Arteris Subgroup (**Arteris**) and Sociedad Concesionaria Autopista de los Andes, S.A. (**Libertadores**), Sociedad Concesionaria Autopista del Sol, S.A. (**Sol**) and Autopistas Metropolitanas de Puerto Rico, Llc. (**Metropistas**), and represent the pledge of certain of their assets (see Note 8) to guarantee EUR 1,278 million in borrowings (EUR 1,604 million in 2014).

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

At the year-end 2014, the issues carried out by **Spi** and **Apdc** entailed a pledge commitment on 64.7% of the shares of **Arteris** owned by **Partícipes** to guarantee EUR 212 million of borrowings and included certain financial and non-financial obligations, mainly with regard to compliance with certain financial ratios. In 2015, the debt held by **Spi** and **Apdc** was repaid, and the pledge commitment was therefore cancelled.

ii) Borrowings from companies accounted for using the equity method

The detail of balances held with associates is as follows:

	31 December 2015			**31 December 2014**		
	Non-current	Current	Total	Non-current	Current	Total
Autopista Central	51,717	96	51,813	51,469	186	51,655
Road Management Group	10,606	-	10,606	9,994	-	9,994
Other shareholdings	-	5,316	5,316	-	463	463
Total	**62,323**	**5,412**	**67,735**	**61,463**	**649**	**62,112**

iii) Corporate rating

At the date of authorisation for issue of these consolidated financial statements, **Abertis** had 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.

16. DEFERRED INCOME

The changes in deferred income in the year were as follows:

	2015	2014
At 1 January	34,607	33,178
Changes in scope of consolidation and business combinations	-	4,108
Additions	488	1,201
Disposals	(3,736)	(3,676)
Transfers	(1,257)	227
Transfers to liabilities of disposal groups held for sale (see Note 6)	(560)	-
Translation differences	(1,605)	(431)
At 31 December	**27,937**	**34,607**

At year-end 2015, deferred income mainly includes:

- Compensation to **Aumar** from the authorities for work performed in Sagunto, in the amount of EUR 5,227 thousand (EUR 6,531 thousand in 2014). This is recognised in profit or loss over the life of the concession (until 2019).
- Collections by **Acesa** for the assignment of use of the optical fibre conduits for EUR 2,965 thousand (EUR 3,480 thousand in 2014), which is taken to income for the year on a straight-line basis until the end of the concession in 2021 (duration of the assignment).
- Collections by the **Andes** and **Sol** toll roads (EUR 4,889 thousand in 2015 and EUR 5,419 thousand in 2014; and EUR 3,072 thousand in 2015 and EUR 5,534 thousand in 2014, respectively) for the maintenance of the work specified under various supplementary agreements to the respective concession arrangements, which are taken to income based on their accrual.
- Payments received by **Metropistas** for undertaking certain actions to upgrade the toll facilities and to perform other services on behalf of the concession grantor for EUR 3,379 thousand (EUR 3,569 thousand at year-end 2014), which are taken to income based on their accrual.

The changes in the scope of consolidation and business combinations in 2014 were related to the consolidation of **Metropistas** and to the aforementioned payment received by this company.

17. SUPPLIERS AND OTHER PAYABLES

The detail of "Trade and other payables" at 31 December is as follows:

	2015	2014
Trade payables	486,801	499,950
Payables to related parties	383	410
Remuneration payable	101,981	106,332
Other payables	45,701	42,315
Suppliers and other payables	**634,866**	**649,007**

For Group companies with tax residence in Spain, the following information is required pursuant to the Disclosure Requirement in Additional Provision 3 of Law 15/2010, amended by the second final provision of Law 31/2014, of 3 December, amending the Spanish Limited Liability Companies Law to improve corporate governance, in accordance with the Resolution of 29 January 2016 of the Spanish Accounting and Audit Institute, on information to be included in the notes to the financial statements in years beginning from 1 January 2015, in relation to the average period for paying suppliers in commercial transactions, as published in the Official State Gazette on 4 February 2016:

	2015 (1)
Average payment period to suppliers (no. of days) (2)	39
Ratio of transactions paid (no. of days)	40
Ratio of transactions outstanding (no. of days)	26
Total payments made	177,416
Total payments outstanding	11,219

(1) Pursuant to the above-mentioned Resolution, the comparative information relating to this obligation is not presented for 2014, as these consolidated financial statements are considered the initial statements for these purposes only.

(2) The statutory payment period for Group companies with tax residence in Spain is, under Law 11/2013, of 26 July, 30 days, unless the contract specifies a longer period, which may not exceed 60 days.

The figures shown in the table above regarding supplier payments refer to payments of a commercial nature owed to suppliers of goods and services; therefore, they are included in "Trade and other payables" under "Suppliers and other payables" in the consolidated balance sheet.

18. INCOME TAX

a) Tax-related disclosures

Abertis files consolidated tax returns as the Parent of the tax group, the subsidiaries of which are composed of investees at least 75%-owned by it and with tax residence in Spain. The Group's subsidiaries with tax residence in France file joint returns relative to the income tax in effect in that country. The other companies included in the scope of consolidation file individual tax returns.

At 31 December 2015, Group companies, in general, have all the taxes applicable to them and on which the statute of limitations has not expired as of that date open for review in each of the jurisdictions where they are located. In addition, at such reporting date, in Spain, the **Abertis** tax group had the years 2010 to 2011 and 2011 (from July to December) open for review with regard to general inspection proceedings for Corporate Income Tax and VAT, respectively. The French companies **Sanef** and **Sapn** also have all applicable taxes for 2012 to 2014 open for inspection by the tax authorities.

Abertis believes that there will be no significant impact on equity in these consolidated financial statements arising from the tax inspections under way or from possible differences in interpreting current tax legislation in relation to the years open for review.

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 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 been settled, as indicated in Note 19.a to the 2014 consolidated financial statements.

b) Income tax expense

The standard income tax rate in the main countries in which **Abertis** conducts its operations is as follows:

	2015	2014
Spain [(1)]	28%	30%
France	38%	38%
Brazil	34%	34%
Chile [(2)]	22.5%	21%

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

[(2)] Law 20,780, of 28 September 2014, on the Reform of the Chilean tax system, established a gradual increase in the income tax rate in Chile over five years from 21% in 2014 to 27% from 2018 onwards. (It is assumed that **Abertis** group companies will apply the system for calculating the "partially integrated tax".)

The reconciliation of the theoretical tax and the tax expense recorded in the consolidated income statement for the year is as follows:

	2015	2014 (restated)
Profit/loss before tax	(1,221,076)	1,041,765
Theoretical tax at 28% [(1)]	(341,901)	312,530
Impact on tax expense from:		
Tax-exempt income	(17,787)	(12,359)
Non-deductible expenses	314,326	25,546
Tax losses and credits	8,086	1,348
Tax-rate changes [(2)]	3,069	19,835
Other tax effects	31,869	9,012
Income tax expense (continuing operations)	**(2,338)**	**355,912**

[(1)] The impact of different tax rates in some countries, as well as the profit (loss) of companies accounted for using the equity method (taxed at source), is reflected in the remaining items (mainly under "Other tax effects").

[(2)] In 2015, includes the adjustment in Spain of deferred taxes that in 2014, following the change in the approved tax rate, was expected to revert to 28%, and which in the end will revert 25%. In 2014, in Spain (from 30% to 28% in 2015 and to 25% from 2016 onwards) and in Chile (gradual increase over five years from 21% in 2014 to 27% from 2018 onwards).

"Tax-exempt income" and "Non-deductible expenses" in 2015 and 2014 include items that, in accordance with the tax legislation of the respective consolidated companies, are not taxable or deductible.

"Non-deductible expenses" in 2015 mainly relate to the impairment recognised in the **Arteris** subgroup in the amount of EUR 681,663 thousand (see Note 8), which generated a non-deductible tax expense of EUR 231,765 thousand.

In 2014, the sale of 5.01% of Eutelsat was considered exempt from corporate income tax in Spain and in France.

The impact on income of the sale in 2015 of 66% of Cellnex, taken to the 2015 consolidated income statement under "Profit (loss) from discontinued operations", is exempt from corporate income tax in Spain (see Note 12.iv).

The main components of the income tax expense for the year (for fully consolidated companies) are:

	2015	**2014** (restated)
Current tax	282,034	412,479
Deferred tax:		
Tax-rate changes [1]	3,069	19,835
Changes in deferred tax [2]	(317,140)	(94,667)
Other	29,699	18,265
Income tax expense (continuing operations)	**(2,338)**	**355,912**
Income tax expense (discontinued operations)	**5,979**	**3,578**
Impact of tax on equity	**36,526**	**(27,648)**
	40,167	**331,842**

(1) In 2015, includes the adjustment in Spain of deferred taxes that in 2014, following the change in the approved tax rate, was expected to revert to 28%, and which in the end will revert 25%. In 2014, in Spain (from 30% to 28% in 2015 and to 25% from 2016 onwards) and in Chile (gradual increase over five years from 21% in 2014 to 27% from 2018 onwards).

(2) In addition, a EUR 753 thousand change, associated with the terrestrial telecommunication segment until it was discontinued, must be taken into account for 2015.

The change in deferred taxes mainly relates to the reversal of the deferred tax liabilities associated with business combinations detailed below, to the generation in 2015 of deferred tax assets in Spain due to unused tax loss carryforwards associated with part of the provision accounted for in the year for the guaranteed traffic compensation of the AP-7 in the gross amount of EUR 982 million (see Note 12.i) and to the provision in the year (EUR 117 million) for contingent liabilities associated with commitments assumed with the investee Alazor (see Note 9.ii).

The accrued tax in 2014 included the following:

- First, as a result of the reduction in the standard income tax rate in Spain from 30% to 28% for 2015 and from 28% to 25% from 2016 onwards, the Group's companies with tax residence in Spain recognised a lower accrued income tax expense in the amount of EUR -4,261 thousand mainly as a result of the decrease in deferred tax liabilities, which are expected to be reversed in 2015 and subsequent years.
- In addition, Group companies with tax residence in Chile recorded a higher tax expense incurred in 2014 in the amount of EUR 24,096 thousand arising from the increase in deferred tax liabilities as a result of the gradual increase in the standard income tax rate from 21% to 27%.

c) Deferred taxes

The balance of recognised deferred tax assets and liabilities and the changes therein during the year were as follows:

	2015		2014	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
At 1 January	782,498	(1,621,803)	703,780	(1,624,075)
Charges/(credits) to income statement [1]	192,116	122,708	44,437	53,050
Charges/(credits) owing to inclusion in scope of consolidation and business combinations	16,418	(198,908)	1,896	(42,425)
Charges (credits) to equity	(24,551)	(11,974)	18,506	9,141
Exchange differences	(33,872)	85,014	375	(3,990)
Transfers	18,280	(18,280)	13,504	(13,504)
Net transfer to assets/liabilities of disposal groups held for sale (see Note 6)	(34,286)	205,440	-	-
At 31 December	**916,603**	**(1,437,803)**	**782,498**	**(1,621,803)**
Estimate of deferred taxes to be reversed in coming year	(85,003)	129,695	(53,923)	278,675

[1] 2014 includes the impact indicated in section b) from the tax-rate change in Spain (EUR -4,261 thousand) and Chile (EUR 24,096 thousand).

The exchange differences generated in the year relate mainly to the deferred tax assets and liabilities of companies with tax residence in Brazil (BRL 346,303 thousand and BRL 783,880 thousand, respectively, in 2015, and BRL 324,223 thousand and BRL 1,039,763 thousand in 2014), and to deferred tax assets and liabilities of Chilean companies (CLP 106,614,780 thousand and CLP 175,527,695 thousand in 2015, and CLP 124,346,990 thousand and CLP 186,698,878 thousand in 2014), as a result of the year-end depreciation of the Brazilian real and the Chilean peso.

i) Deferred tax assets

The detail of the deferred tax assets is as follows:

	2015	**2014**
Tax loss carryforwards	317,417	147,219
Reversal of financial charge (1)	70,504	47,411
Non-deductibility of provisions (2)	361,341	373,053
Change in fair value of derivative financial instruments	62,507	71,813
Other (3)	104,834	143,002
Deferred tax assets	**916,603**	**782,498**

(1) Only for companies with tax residence in Spain, regarding the tax effect of the reversal of the financial charge recorded according to principles of the Spanish National Chart of Accounts and sector-specific adaptations. The 2015 close includes the impact of the takeover of **Túnels** (EUR 13,443 thousand).

(2) Tax effect of certain provisions associated with the application of the "intangible asset model" under IFRIC 12, as well as other provisions.

(3) At year-end 2014, included EUR 46 million of Cellnex, a subgroup associated with terrestrial telecommunication operations discontinued in 2015 (see Note 6).

Unused tax losses at 31 December 2015 amount to EUR 1,347,390 thousand (EUR 629,268 thousand in 2014), of which EUR 744,684 relates to unused tax loss carryforwards generated in 2015 by the tax group in Spain (without a maturity date and mainly associated with the impairment of the traffic guarantee of the AP-7 agreement; see Note 12), EUR 317,594 thousand (EUR 446,179 thousand in 2014) is from Chilean companies (without a maturity date) and most of the remaining amount matures between 2023 and 2025.

ii) Deferred tax liabilities

The breakdown of the deferred tax liabilities is as follows:

	2015	2014
Due to business combinations [1]	960,741	1,147,463
Change in fair value of derivative financial instruments	40,916	43,167
Depreciation and amortisation criteria [2]	264,656	313,944
Other	171,490	117,229
Deferred tax liabilities	**1,437,803**	**1,621,803**

(1) Tax effect associated with recognising, at fair value, the net assets and liabilities acquired in various business combinations and/or changes in the scope of consolidation.

(2) Tax effect of applying a depreciation criterion for tax purposes different from that used for accounting purposes. At year-end 2014, this item included EUR 24 million of Cellnex, a subgroup associated with terrestrial telecommunication operations discontinued in 2015 (see Note 6).

The detail of deferred tax liabilities recorded at 31 December 2015 and 2014 relating to the tax effect associated with recognising, at fair value, the net assets and liabilities acquired in various business combinations and/or changes in the scope of consolidation, is as follows:

	Inclusion	2015	2014
Acquisition of Túnels	2015	36,937	-
Acquisition of TowerCo [1]	2014	-	31,082
Acquisition of 57.05% of Hispasat Group	2013	100,595	108,534
Acquisition of the Arteris Group [2]	2012	159,764	291,911
Acquisition of Autopista Libertadores [2]	2012	16,774	19,026
Acquisition of Autopista del Sol [2]	2012	5,975	7,788
Acquisition of Los Andes [2]	2012	8,532	9,304
Acquisition of Avasa (additional 50%)	2009	153,758	167,895
Acquisition of Rutas del Pacífico (additional 50%) [2]	2009	12,252	13,338
Acquisition of Invin Group [2]	2008	12,224	14,074
Acquisition of the HIT/Sanef Group	2006	451,788	481,757
Other	-	2,142	2,754
		960,741	**1,147,463**

(1) Acquisition associated with the terrestrial telecommunications operating segment that was discontinued in 2015 (see Note 6).

(2) In the case of the **Arteris** subgroup, the change resulted from the decline of the Brazilian real at year-end, in addition to the impairment recognised of part of the assets revalued in the PPA process (see Note 8.iv). In the case of **Libertadores**, **Sol**, **Los Andes**, **Rutas del Pacífico** and the **Invin** subgroup, it was also the result of the depreciation of the Chilean peso at year-end.

d) Current tax liabilities

The detail of "Current tax liabilities" at 31 December is as follows:

	2015	2014
VAT payable	121,196	115,052
Income tax payable	118,622	61,984
Deferred output VAT	1,225	18,524
Social security taxes payable	2,586	3,681
Personal income tax withholdings	2,508	7,066
Other taxes	15,955	23,273
Current tax liabilities	**262,092**	**229,580**

19. EMPLOYEE BENEFIT OBLIGATIONS

The breakdown of employee benefit obligations is as follows:

		31 December 2015			31 December 2014		
		Non-current	Current	Total	Non-current	Current	Total
Defined benefit obligations	a	45,328	-	45,328	45,647	-	45,647
Other obligations	b	19,730	2,738	22,468	3,533	15,602	19,135
Obligations related to plans for termination of employment	c	48,974	34,989	83,963	7,362	21,344	28,706
Employee benefit obligations		**114,032**	**37,727**	**151,759**	**56,542**	**36,946**	**93,488**

a) Pension obligations

Among the obligations with their employees, various companies in the Spanish group operate defined contribution pension plans and/or have defined contribution and/or defined benefit pension obligations, arranged through insurance policies, as set down in legislation governing the externalisation of pension obligations.

Internationally, the various Group companies have defined contribution and/or defined benefit obligations to their employees. These obligations are managed through external entities except in countries where local legislation allows internal funds to be maintained.

The economic-actuarial information on the existing liability for pension obligations of the Group's various companies with their employees is as follows:

i) Defined contribution obligations

The amount recognised as staff costs in the consolidated income statement for the year for defined contribution obligations totalled EUR 5,465 thousand (EUR 4,806 thousand in 2014) (See Note 21.c.).

ii) Defined benefit obligations

Except in countries where local legislation allows internal funds to be maintained, pension obligations are covered through insurance policies or separate entities, in accordance with the applicable regulations in each country, and are not included in the balance sheet. Nevertheless, this heading includes associated obligations and assets for which there is a continued legal or constructive obligation to provide the agreed benefits.

In relation to obligations of this type, at 31 December 2015 (as at year-end 2014), **Abertis** had pension obligations relating to defined benefit plans in the following countries:

- In Spain, **Abertis**, **Aumar**, **Autopistas España**, **Acesa**, **Invicat** and **Aucat** have pension obligations deriving from retirement bonuses covered by collective bargaining agreements. These obligations are financed externally as per local legislation.
- In France, the companies of the **HIT/Sanef** subgroup and **Sanef ITS** offer retirement bonuses according to a legal obligation (IFC). In addition, **Sanef** has a defined benefit pension plan for executives ("retraite chapeau"), and **Sapn** has a healthcare plan for retired former employees. Only the pension plan for executives is financed externally.

  Additionally, **Sanef** and **Sapn** each have early retirement plans ("cats").

In relation to the defined benefit obligations of various Group companies with their employees, the reconciliation of opening and closing balances of the actuarial value of these obligations is as follows:

	2015	2014
At 1 January	47,186	50,512
Current service cost	2,490	2,677
Past service cost [(1)]	1,531	(10,569)
Interest cost	747	1,378
Contributions from plan participants	-	-
Amendments	-	-
Effect from changes in demographic assumptions	394	-
Effect from changes in financial assumptions	(1,175)	7,055
Effect from experience adjustments	(1,555)	(1,472)
Benefits paid	(2,856)	(2,395)
Curtailments / settlements	-	-
Expenses/taxes/premiums	-	-
Other [(2)]	184	-
At 31 December	**46,946**	**47,186**

(1) In 2015, includes the IFC impact caused by an improvement in benefits and the "retraite chapeau", due to the departure of some executives. At year-end 2014, included the impact of the elimination of the "Plan Mutuelle" for **Sapn** employees who retire after 2017.

(2) In 2015, includes the impact of the consolidation of the **SE BPNL**, which belongs to the **Hit/Sanef** subgroup.

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	6,925	7,098
Expected return on plan assets	68	145
Actual return on plan assets (excluding the expected return)	(117)	232
Sponsor contributions	1,843	1,845
Contributions from plan participants	-	-
Benefits paid	(2,856)	(2,395)
Expenses/taxes/premiums	-	-
At 31 December	**5,863**	**6,925**

Of the assets linked to insurance policies, EUR 4,245 thousand recognised under the "Trade and other receivables – others" (EUR 5,386 thousand in 2014) relates to policies taken out with related parties (see Notes 12 and 25).

The following changes in liabilities are recognised on the balance sheet in the year:

	2015	2014
At 1 January	45,647	49,037
Plan assets at related companies	(5,386)	(5,623)
Net obligations at 1 January	40,261	43,414
Increase charged to:		
Income (see Note 21.c)	4,700	(6,659)
Equity	(2,219)	5,351
Sponsor contributions	(1,843)	(1,845)
Other	184	-
Net obligations at 31 December	**41,083**	**40,261**
Plan assets at related companies	4,245	5,386
At 31 December	**45,328**	**45,647**

The total amount accumulated in equity as a result of changes in calculation assumptions (effect of changes in demographic assumptions, financial assumptions and experience adjustments) is a loss of EUR 36,425 thousand in 2015 and a loss of EUR 38,644 thousand in 2014.

The detail of fully or partly funded commitments and unfunded obligations at 31 December is as follows:

	2015	2014
Fully or partly funded commitments	8,325	9,064
Unfunded obligations	38,621	38,122
Net obligation	**46,946**	**47,186**

The detail of the total expense recognised in the consolidated income statement and the consolidated statement of comprehensive income is as follows:

	2015	2014
Current service cost	2,490	2,677
Net interest cost	679	1,233
Recognition of past services	1,531	(10,569)
Total tax expense/(income) recognised in the income statement (see Note 21.c)	**4,700**	**(6,659)**
Effect from changes in demographic assumptions	394	-
Effect from changes in financial assumptions	(1,175)	7,055
Effect from experience adjustments	(1,555)	(1,472)
Actual return on plan asset (excluding the expected return)	117	(232)
Total tax expense/(income) recognised in the statement of comprehensive income	**(2,219)**	**5,351**
Total accounting expense/(income)	**2,481**	**(1,308)**

The detail of each asset in proportion to the fair value of the plan assets is as follows:

	2015	2014
Asset-backed securities – insurance policies	100%	100%
	100%	**100%**

At 31 December 2015 (as occurred at year-end 2014), all the assets relate to guaranteed interest rate group insurance policies and profit-sharing.

For commitments financed through insurance contracts, the entity is not exposed to unusual market risks nor does it need to apply asset-liability correlation techniques or longevity swaps. For other commitments, the Group has no asset-liability correlation strategy, as there are no plan assets. There are no transferable financial assets held as plan assets, or plan assets that are properties occupied by the entity.

The Group has no liabilities relating to the governance of the plans, apart from participating in the negotiation of collective bargaining agreements that determine the benefits to be provided and providing the required contributions.

The actuarial assumptions (demographic and financial) used are the best estimates 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**
Discount rate (based on the type of obligation and currency)	1.91%	1.64%
Salary increase rate (based on the type of obligation and currency)	2.70%	2.68%
Pension obligations in Spain: (*)		
Mortality tables	PERMF200p	PERMF200p
Disability tables	InvAbs_OM77	InvAbs_OM77

(*) For the pension commitments of investees located outside of Spain, mortality and disability tables generally accepted in those countries were used.

The discount rate used is based on the "iboxx AA" corporate bond rate curve at 31 December 2015, depending on the duration of the obligations (as in 2014).

Lastly, for the main defined benefit plans the estimated sensitivity on the obligation recorded at year-end from a 50bp change in the discount rate would be:

	2015	**2014**
Discount rate	4.8% - 5.2%	5.1% - 5.3%
Salary increase rate	4.5% - 4.8%	4.8% - 5.3%

There have been no changes in the methods and assumptions used for the sensitivity analysis with respect to the previous year. The method used to make the sensitivity analysis is the projected unit credit, which modifies each assumption while keeping the others constant.

The contributions expected to be made in 2016 are EUR 0.7 million (estimated EUR 0.4 million at the end of 2014 for 2015).

Lastly, the weighted average duration of the defined benefit obligations at year-end is 10.4 years (also 10.4 years at year-end 2014).

b) Other obligations

Together with the above obligations, several Group companies have long-term obligations with their employees in the form of incentives to attain the business objectives of the 2015-17 Strategic Plan, length of service bonuses and vacation pay, which is also regulated by collective bargaining agreements and takes effect after a given number of years of uninterrupted employment. With regard to the measurement of these obligations, a liability is included in the balance sheet for this heading for a total amount of EUR 22,468 thousand (EUR 19,135 thousand in 2014), and the non-current liability recognised for this item is EUR 19,730 thousand (EUR 3,533 thousand in 2014).

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 with the "2015-2017 Incentive Plan", as indicated in Note 25.a.

The amount recorded as staff costs in 2015 for these obligations is EUR 16,298 thousand (EUR 5,310 thousand in 2014). See Note 21.c.

c) Obligations related to plans for termination of employment

The changes recorded in provisions for obligations related to plans for termination of employment are as follows:

	2015			2014		
	Non-current	Current	Total	Non-current	Current	Total
At 1 January	7,362	21,344	28,706	12,757	54,387	67,144
Charged to the consolidated income statement (allowances)	66,422	-	66,422	8,696	-	8,696
Amounts used in the year	-	(352)	(352)	-	(47,134)	(47,134)
Transfer to liabilities of disposal groups held for sale	-	(10,813)	(10,813)	-	-	-
Transfers	(24,810)	24,810	-	(14,091)	14,091	-
At 31 December	**48,974**	**34,989**	**83,963**	**7,362**	**21,344**	**28,706**

Regarding the obligations assumed by the Group vis-à-vis a given group of employees:

- First, on 30 June 2012 the term ended for joining the voluntary early retirement plan, which is part of the plan to modernise and automate the toll-payment systems of Spanish toll road concession operators and which had been agreed on with employee representatives and authorised by the Labour Ministry. A total of 450 employees had joined the aforementioned plan and other voluntary redundancy plans that had been agreed on, at an estimated cost of EUR 75 million. These voluntary redundancies began in 2012 and were expected to end in December 2014, with the corresponding provision recognised at 31 December 2012. In 2015, payments related to the redundancies in the year were made in the amount of EUR 0.3 million (EUR 29 million in 2014).
- After the new modernisation plan was reported as part of the 2015-17 Strategic Plan, which should continue to enhance the Group's efficiency through the implementation of modernisation and automation plans (especially of toll payment systems) in motorway concessionaires, at 31 December 2015 the corresponding provision had been made for its estimated cost of EUR 66 million.

In addition, at year-end 2014, the Group had provisions of EUR 10,813 thousand in relation to the agreement at year-end 2012 with the representatives of employees of certain terrestrial telecommunications companies (operating segment discontinued in 2015; see Note 6) for the execution of a voluntary retirement plan through 2014 as well as on a special agreement for the redundancy of employees affected by the closure of certain operating centres. An estimated 220 employees are involved in the agreement, at a total cost of EUR 50 million, which at year-end 2012 was duly provisioned.

20. PROVISIONS AND OTHER LIABILITIES

The breakdown of the provisions balance and other current and non-current liabilities is as follows:

	31 December 2015		31 December 2014 (restated)	
	Non-current	Current	Non-current	Current
IFRIC 12 provisions(*)	582,641	178,169	597,735	203,057
Other provisions	683,109	52,856	466,184	33,185
Provisions	1,265,750	231,025	1,063,919	236,242
Other payables	804,461	158,501	736,149	238,616
Provisions and other liabilities	**2,070,211**	**389,526**	**1,800,068**	**474,858**

(*) Mainly provisions for road surfaces, maintenance cycles and major overhauls.

i) Provisions

The changes in non-current and current provisions were as follows:

	2015					
	Non-current			Current		
	IFRIC 12 Provisions	Other provisions	Total	IFRIC 12 Provisions	Other provisions	Total
At 1 January	597,735	466,184	1,063,919	203,057	33,185	236,242
Changes in scope of consolidation and business combinations	22,281	22,120	44,401	958	-	958
Charged to the consolidated income statement:						
- Allowances	105,801	142,068	247,869	7,835	17,694	25,529
- For discounting (see Note 21.d)	37,108	11,499	48,607	494	1,348	1,842
Transfers	(131,063)	(3,855)	(134,918)	131,063	25,586	156,649
Amounts used in the year	-	(26,558)	(26,558)	(151,129)	(22,522)	(173,651)
Other	48	142,253	142,301	2,780	5,341	8,121
Exchange differences	(49,269)	(30,902)	(80,171)	(16,889)	(7,599)	(24,488)
Transfers to liabilities of disposal groups held for sale (see Note 6)	-	(39,700)	(39,700)	-	(177)	(177)
At 31 December	**582,641**	**683,109**	**1,265,750**	**178,169**	**52,856**	**231,025**

	2014					
	Non-current			Current		
	IFRIC 12 Provisions	Other provisions	Total	IFRIC 12 Provisions	Other provisions	Total
At 1 January	642,985	443,110	1,086,095	108,245	32,029	140,274
Changes in scope of consolidation and business combinations	28,984	89	29,073	14,965	6,600	21,565
Charged to the consolidated income statement:						
- Allowances	101,114	47,469	148,583	3,781	4,896	8,677
- For discounting (see Note 22.d)	35,556	10,565	46,121	2,001	161	2,162
Transfers	(217,066)	(5,342)	(222,408)	217,066	16,556	233,622
Amounts used in the year	-	(32,225)	(32,225)	(148,802)	(30,440)	(179,242)
Other	(1,124)	1,052	(72)	6,071	2,585	8,656
Exchange differences	7,286	1,466	8,752	(270)	798	528
At 31 December	**597,735**	**466,184**	**1,063,919**	**203,057**	**33,185**	**236,242**

Additions in 2015 to "Changes in scope of consolidation and business combinations" relate to the takeover of **Túnels** following the purchase of an additional 15.01% share in it (see Note 2.h), as well as to the purchase of 90% of the Italian company Galata, S.p.A. in the Cellnex subgroup that was discontinued on 30 April 2015, as described in Notes 2.h and 6. The same item in 2014 included the impact of the takeover of **Metropistas**.

Exchange differences arising during the year relate mainly to the decline in the year-end exchange rate of the Brazilian real (in 2014, they related mainly to the increase in the year-end exchange rate of the Brazilian real).

"IFRIC 12 provisions" relates to the provision associated with future interventions, essentially road surfaces (in concessions for which the intangible asset or bifurcated model is used), which the Group's concession operators are required to carry out as a result of the use of the infrastructure and in order to maintain and restore it.

These provisions are recognised on the basis of the best estimate of future pay-outs necessary to comply with the next phase of interventions in infrastructures, where each cycle is systematically provisioned with a charge to the consolidated income statement in accordance with the use of the infrastructure (with an average duration of each of the concessions of between 7 and 10 years) until the intervention is carried out. These payments are estimated based on technical studies, the amount of which is subject, among other things, to the infrastructure's situation when the action is carried out and to the performance of the price indices of the construction services. Consequently, the yearly cash outflows associated with these provisions vary according to the intervention period of each. It is estimated that approximately EUR 210 million will be applied in the next year.

"Other non-current provisions" at 31 December 2015 included mainly:

- provisions, estimated in a manner similar to the provision described above, for replacement or substitution in relation to the expiry of the various concessions (as at year-end 2014). Consequently, the outflow of resources associated with this item is linked to the work to be carried out as the end of each of the concessions of the Group is reached. This outflow is not expected to be significant in coming years.
- the provision recognised both in the current year (EUR 117 million) and in previous years (EUR 93 million), in relation to contingent liabilities linked to obligations assumed vis-à-vis the investee Alazor (see Notes 9.ii and 21.d) (as at year-end 2014). With regard to this provision, the final payment, in terms of both the amount and the timing, will depend on the ruling handed down on the appeals filed.
- the revised value of the contributions that the motorway concessionaire companies of the **Hit/Sanef** subgroup must make to the French government by virtue of the agreements entered into this year as part of "Plan Relance" for French motorways (EUR 142 million; impact included in "Other" in the changes for "Other provisions" detailed above), see Note 8.

ii) Other payables

"Other payables – Non-current" mainly includes:

- as at year-end 2014, a liability for the purchase in 2014 of all of the shares of Infraestructuras Americanas, S.L.U. (**IA**) for EUR 295 million payable in August 2019 (EUR 267 million at 31 December 2015 and EUR 260 million at year-end 2014, at present value at the respective closes).
- a liability in the amount of EUR 317 million (EUR 315 million in 2014) for the contingent commitment to purchase **Hispasat** shares from third-party shareholders of the latter, whose interests in this consolidated company are recorded at 31 December 2015 under "Non-controlling interests".
- following the takeover in 2015 of **Túnels** (see Note 2.h), the amount payable to the regional government of Catalonia, EUR 43 million, in relation to the fee of EUR 120 million payable at the end of the concession period (December 2037) as well as to the additional fee (also payable in 2037) recognised in 2013 and 2014 as a result, pursuant to the concession arrangement, of net toll income in said years exceeding the projections in the Economic and Financial Plan.

In addition, “Other payables – Current” at 31 December 2014 included EUR 77 million which was pending payment in relation to the acquisition in 2014 of 1,090 mobile telephone towers totalling EUR 154 million. This amount was paid in the first quarter of 2015.

This line item includes the balance payable to the authorities by the subsidiary **Acesa** as a result of the commitment acquired through the merger agreement with the previous operator of the concession for the Montmeló-El Papiol stretch (EUR 20,973 thousand at 31 December 2014), as well as the payables to suppliers of fixed assets in the amount of EUR 11,042 thousand (EUR 16,887 thousand in 2014).

Lastly, the change in "Other payables" was also due to the sale of 66% of the Cellnex subgroup, with the corresponding loss of control, with a EUR 16 million impact due to the de-consolidation of its balances.

21. REVENUE AND EXPENSES

a) Revenue – Services

The detail of services by category is as follows:

	2015	**2014** restated (*)
Toll road revenue	3,890,246	4,006,913
Discounts and rebates on tolls	(23,930)	(25,602)
Other services rendered	343,864	310,287
Revenue – Services	**4,210,180**	**4,291,598**

(*) Certain amounts included in this Services heading do not relate to those included in the 2014 consolidated financial statements, and reflect the impact of the classification of discontinued operations pursuant to IFRS 5, as indicated in Note 6.

Toll road revenue for 2015 was boosted mainly by the increase in traffic and higher tolls, but this was partly offset by the lower compensation in the year from public authorities under arrangements with them (see Note 12.i) and by the depreciation of the exchange rate of the Brazilian real (average exchange rate vis-à-vis the euro for 2015 compared with 2014).

The other services rendered relate mainly to income for managing satellite telecommunications infrastructure. The increase in this item was due mainly to the consolidation of the increased capacity undertaken in the previous year as a result of new contracts on the orbital positions managed.

b) Other operating income and other income

"Other operating income" includes income from the assignment of the operation of the service areas and the telematic services of certain toll road concession operators, receipt of compensation, etc.

"Other income" mainly includes the gain on the disposal of property, plant and equipment.

c) Staff costs

The detail of staff costs is as follows:

	2015	2014 restated (*)
Wages and salaries	389,304	371,183
Social Security contributions	124,750	123,898
Pension costs:		
Defined contribution plans (see Note 19.a.i)	5,465	4,806
Defined benefit plans (see Note 19.a.ii)	4,700	(6,659)
Cost of other long-term obligations (see Note 19.b)	16,298	5,310
Other employee benefit costs (1)	140,230	75,895
Staff costs	**680,747**	**574,433**

(*) Certain amounts included in the staff costs heading do not relate to those included in the 2014 consolidated financial statements, and reflect the impact of the classification of discontinued operations pursuant to IFRS 5, as indicated in Note 6.

(1) At year-end 2015, this includes the impact of the allowance for the estimated cost of the new modernisation plan announced as part of the 2015-17 Strategic Plan detailed in Note 19.c.

The average number of employees at **Abertis** and its subsidiaries during the year, by job category and gender, is as follows:

	2015			2014		
	Men	Women	Total	Men	Women	Total
Permanent:						
- Chairman and Chief Executive Officer	2	-	2	2	-	2
- Senior management	111	15	126	124	14	138
- Middle management	646	196	842	730	229	959
- Other employees	8,781	5,152	13,933	10,101	5,073	15,174
Temporary	179	220	399	238	238	476
Average number of employees	**9,719**	**5,583**	**15,302**	**11,195**	**5,554**	**16,749**

Note: The average number of **Abertis** employees at 31 December 2015 includes 41 employees associated with the airport business (169 at 31 December 2014) and 386 employees associated with the terrestrial telecommunication business line (1,152 at 31 December 2014). Therefore, the average number of employees excluding those associated with these businesses, which were discontinued in this year or in prior years, stood at 14,875 in 2015 and at 15,428 in 2014.

As 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, has recommended setting the maximum number of board members at fifteen at the General Shareholders' Meeting.

d) Financial loss

The breakdown of finance income and costs by item is as follows:

	2015	2014 restated (*)
- Interest and other income	92,781	136,744
- Derivative financial instruments:		
Cash flow hedges	12,880	5,061
Fair value hedges	6,053	19,090
Hedges of net investments in a foreign operation	953	4,175
- Dividends	2,775	2,371
- Financial compensation and other income (see Note 12.i)	68,071	107,903
- Financial compensation Section B of Annex 3 R.D. 457/2006 (see Note 12.i)	68,877	-
- Exchange gains	54,236	48,314
Finance income	**306,626**	**323,658**
- Interest on loans from banks and others	(906,846)	(842,132)
- Derivative financial instruments:		
Cash flow hedges	(21,788)	(10,815)
Fair value hedges	(445)	(2,918)
Hedges of net investments in a foreign operation	(52,744)	(50,970)
- Interest cost and other provisions under IFRIC 12 (see Note 20)	(51,128)	(49,641)
- Termination costs due to refinancing (see Note 15)	(92,236)	-
- Provision for loans and guarantees granted with associates (see Notes 9.ii and 22.i)	(122,810)	(50,823)
- Provision for loss of compensation value, Royal Decree 457/2006 (see Note 12.i)	(123,275)	-
- Exchange losses	(84,161)	(65,293)
Finance costs	**(1,455,433)**	**(1,072,592)**

(*) Certain amounts included in finance income and costs do not relate to those included in the 2014 consolidated financial statements, and reflect the impact of the classification of discontinued operations pursuant to IFRS 5, as indicated in Note 6.

The breakdown of "Change in fair value of financial instruments" in the consolidated income statement is as follows:

	2015				2014 (restated) [*]			
	Cash flow hedges and net investment [1]	Fair value hedges	I. Derivatives not qualified for hedge account and Other	Total	Cash flow hedges and net investment [1]	Fair value hedges	I. Derivatives not qualified for hedge account and Other	Total
- Change in fair value of derivative financial instruments	(6,758)	(25,685)	(1,629)	(34,072)	6,380	(13,906)	(557)	(8,083)
- Change in fair value of hedged debt	-	25,685	-	25,685	-	13,906	-	13,906
- Change in fair value of equity instruments and others [2]	-	-	41,539	41,539	-	-	-	-
	(6,758)	**-**	**39,910**	**33,152**	**6,380**	**-**	**(557)**	**5,823**

[*] Certain amounts included in "Change in fair value of financial instruments" do not relate to those included in the 2014 consolidated financial statements and reflect the impact of the classification of discontinued operations pursuant to IFRS 5, as indicated in Note 6.

[1] Amount recognised as a financial asset/liability with a balancing entry in the consolidated income statement for the year corresponding to the ineffective portion of the cash flow hedge and net investment relationships.

[2] Relates to the net revaluation of assets and liabilities already held by **Abertis** in "step acquisitions" in 2015 following the acquisition of an additional 15.01% of **Túnels** (35.00% held previously; see Notes 2.h and 5) for EUR 43,939 thousand, and to the valuation adjustment of liabilities corresponding to the contingent commitment to purchase shares of **Hispasat,** in the amount of EUR -2,400 thousand (see Note 20.ii).

Lastly, the financial result for 2014 included a non-taxable positive impact, net of costs associated with the transactions, of EUR 17,467 thousand associated with the sale in the first half of 2014 of the remaining 5.01% of the share capital of Eutelsat, recognised under "Gain (loss) on disposal of financial instruments" in the consolidated income statement.

22. CONTINGENCIES AND COMMITMENTS

i) Contingencies

The detail of the Group's guarantees to third parties provided by banks, which are not expected to generate significant costs, is as follows:

	31 December 2015	31 December 2014
For operating commitments	204,213	190,018
Other commitments [1]	164,425	268,416
	368,638	**458,434**

[1] Primarily for commitments associated with investments and financing, etc. The decrease in 2015 is explained mainly by the cancellation of the collateral provided in previous years in relation to income tax assessments of Aurea Concesiones de Infraestructuras, S.A. (Note 19.a of the consolidated financial statements for 2014).

The investee **Aumar** provided guarantee commitments in favour of its investee Ciralsa in the amount of EUR 4,987 thousand (as in 2014). A provision was made for these commitments in 2015. Also, **Abertis** has provided guarantee commitments in favour of its investee **Aulesa** in the amount of EUR 33 million in relation to a financing agreement held by the latter (EUR 35 million in 2014).

The financing agreements of the associate Alazor include the commitment of its shareholders to make additional contributions in the event that certain events relating to the maintenance of the financial ratios should occur and in order to service debts and cover certain additional costs for which financing is not available. A provision was recognised in 2014 and in previous years for the best estimate of all possible liabilities associated with these commitments assumed and guarantees provided (see Note 9.ii).

In connection with the above shareholding and commitments assumed, **Abertis** holds various call/put cross options for shareholdings in the aforementioned company vis-à-vis the remaining shareholders, whose current situation is detailed in Note 9.ii.

Lastly, at 31 December 2015, the concession operators of the **Arteris** subgroup that received concessions from the federal government of Brazil have open for review, with the corresponding concession grantor, a series of notices and/or other negotiations, primarily regarding these companies' normal responsibility relative to the bid on and execution and termination of their concession arrangements, for a total combined amount of BRL 203 million (BRL 180 million at year-end 2014, equal, at the end of the respective periods, to approximately EUR 47 million and EUR 56 million), as well as other liabilities totalling BRL 135 million (BRL 122 million in 2014, equal to approximately EUR 31 million and EUR 38 million at the end of the respective periods). No contingent liabilities other than those described in Note 20 are considered to exist at the date of authorisation for issue of these consolidated financial statements that might require material cash payments.

The contingencies detailed in Notes 9 and 18, relative to the investment held in Alazor and possible tax contingencies, should also be taken into account.

ii) Commitments and obligations

As indicated in Note 20, at 31 December 2015, **Abertis** had contingent purchase obligations relative to **Hispasat** shares, the strike price of which would be the market value of the shares.

There are no commitments to invest in property, plant and equipment and intangible assets other than those set out in Notes 7 and 8, respectively.

As part of the agreement with the French government for the "Plan Relance" for French motorways, the shareholders of the French concession operators agreed to create a fund to develop infrastructure in accordance with clearly environmental criteria ("Fonds de Modernisation Ecologique des Transports", FMET). The contribution of **Abertis** as a shareholder of the French subgroup **Hit/Sanef** is estimated to be about EUR 26 million, which will become payable as the various investment projects to be carried out are approved.

On 10 August 2015, **Abertis** signed an exclusivity agreement with the consortium that exercises control over the Italian company A4 Holding (comprising Intesa, Astaldi and Tabacchi) for the acquisition of A4 Holding, whose main assets are the concession operators of the Italian motorways (Brescia – Padova) and A31 (Vicenza – Piovene – Rochette). This agreement is subject to a due diligence process and, if this process is carried out satisfactorily, it envisages the takeover by **Abertis** of A4 Holding in the first half of 2016.

23. ENVIRONMENTAL INFORMATION

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 into the surrounding area.

In 2015, the Group invested EUR 19,088 thousand (EUR 11,589 thousand in 2014 restated) in improving the environment, mainly through the following actions:

- Cleaning, landscaping and clearing along the toll roads, as well as upgrades to the service and rest areas and work to reduce the visual and acoustic impact.
- Collection and removal of hazardous urban waste.
- Environmental impact studies mainly on the work to expand the capacity of the motorways in Brazil.
- To a lesser extent, implementation of measures to optimise water management and energy consumption and reduce noise pollution.

24. SEGMENT REPORTING

The organisation and management of the Group’s various activities is segregated according to the nature of the different elements of infrastructure, with each segment constituting a strategic business unit that manages specific types of infrastructure in different markets. Consequently, the Group's governing bodies base their decision-making on information broken down by operating segment.

Management has defined an operating segment as the combination of assets and operations used in managing elements of infrastructure subject to risks and rewards that are distinct from those managed by other business segments. The main factors considered in identifying operating segments are the nature of the infrastructure managed and the operations carried out. Consequently, Group organises its management into the following operating segments:

- Toll roads: construction, maintenance and operation of toll roads under concession; management of toll road concessions in Spain and internationally; construction of toll road infrastructure; and activities complementary to toll road construction, maintenance and operation.

  Abertis manages its toll roads by dividing its operations into the following segments: toll roads in Spain, toll roads in France, toll roads in Brazil and toll roads in the rest of the world.

- Telecommunications: establishing any type of infrastructure and/or communication network as well as providing, managing, marketing and distributing all types of services based thereon, including establishing and operating telecommunication networks and providing any type of service over these networks. Following the loss of control over Cellnex (subgroup comprising **Abertis'** terrestrial telecommunications; see Notes 2.h and 6), the telecommunications activity is composed solely of satellite telecommunications.
- Other: mainly the activity carried out by the Parent (holding shares in and managing the companies of the Group) and other companies that provide financing to Group companies.

The operating segments reported on herein obtain their ordinary revenue in accordance with the nature of the service they provide, as described in Note 3.o, and its customers are the end-users of the infrastructure. Revenue from the telecommunications segment is generated mainly by the sale of the satellite leasing capacity and data transfer services to operators.

The Directors, who constitute the Group's highest decision-making authority, analyse the results of each segment, including profit from operations, given that this is the item from which ordinary operating expense and revenue can be directly attributed to or reasonably distributed amongst the segments.

The profit from operations for each segment in the year as well as the share of profit (loss) of associates are as follows:

31 December 2015

	Toll Roads Spain	Toll Roads France	Toll Roads Brazil	Toll Roads Chile	Toll Roads Rest of the world	Total Toll Roads	Telecom	Other	Total
Services	1,174,733	1,571,261	674,406	189,636	384,611	3,994,647	211,830	3,703	4,210,180
Other income	25,031	30,201	31,587	44,330	32,756	163,905	3,155	832	167,892
Operating income before infrastructure upgrade revenue	**1,199,764**	**1,601,462**	**705,993**	**233,966**	**417,367**	**4,158,552**	**214,985**	**4,535**	**4,378,072**
Operating expenses before infrastructure upgrade expenses	(291,330)	(563,174)	(360,273)	(64,679)	(276,696)	(1,556,152)	(35,115)	(88,543)	(1,679,810)
Operating provisions	4,105	(5,317)	(1,381)	(68)	(2,813)	(5,474)	(1,098)	-	(6,572)
Gross profit (loss) from operations	**912,539**	**1,032,971**	**344,339**	**169,219**	**137,858**	**2,596,926**	**178,772**	**(84,008)**	**2,691,690**
Depreciation and amortisation charge	(319,426)	(364,653)	(225,176)	(62,613)	(44,119)	(1,015,987)	(114,799)	(3,988)	(1,134,774)
Provisions for non-current receivables	(858,502)	-	-	-	-	(858,502)	-	-	(858,502)
Provisions for impairment losses	-	(81)	(762,965)	-	-	(763,046)	(102)	-	(763,148)
Profit (loss) from operations	**(265,389)**	**668,237**	**(643,802)**	**106,606**	**93,739**	**(40,609)**	**63,871**	**(87,996)**	**(64,734)**
Share in profit (loss) of associates and joint ventures	(65,039)	1,122	-	(2,279)	16,303	(49,893)	9,206	-	(40,687)
Unallocated earnings [1]									(1,115,655)
Profit/loss before tax									**(1,221,076)**

[1] Mainly includes the interest income and expenses on borrowings, which are managed by corporate central services; the financial impact from the application of IFRIC 12; as well as earnings on the sale of financial investments in the year.

31 December 2014
Restated – see Note 6 [(*)]

	Toll Roads Spain	Toll Roads France	Toll Roads Brazil	Toll Roads Chile	Toll Roads Rest of the world	Total Toll Roads	Telecom	Other	Total
Services	1,307,955	1,541,492	791,293	158,341	307,170	4,106,251	182,928	2,419	4,291,598
Other income	26,181	16,091	54,099	46,627	12,849	155,847	4,831	767	161,445
Operating income before infrastructure upgrade revenue	**1,334,136**	**1,557,583**	**845,392**	**204,968**	**320,019**	**4,262,098**	**187,759**	**3,186**	**4,453,043**
Operating expenses before infrastructure upgrade expenses	(241,507)	(517,840)	(409,398)	(56,922)	(205,012)	(1,430,679)	(40,699)	(56,829)	(1,528,207)
Operating provisions	2,298	(22,183)	(2,592)	7,590	(76)	(14,963)	(116)	(815)	(15,894)
Gross profit (loss) from operations	**1,094,927**	**1,017,560**	**433,402**	**155,636**	**114,931**	**2,816,456**	**146,944**	**(54,458)**	**2,908,942**
Depreciation and amortisation charge	(301,276)	(395,877)	(238,350)	(59,996)	(38,231)	(1,033,730)	(120,573)	(4,819)	(1,159,122)
Provisions for impairment losses	-	-	-	-	-	-	(3,791)	-	(3,791)
Profit (loss) from operations	**793,651**	**621,683**	**195,052**	**95,640**	**76,700**	**1,782,726**	**22,580**	**(59,277)**	**1,746,029**
Share in profit (loss) of associates and joint ventures	8,678	(8,766)	-	(15,685)	27,113	11,340	10,040	-	21,380
Unallocated earnings [(1)]									(725,644)
Profit/loss before tax									**1,041,765**

[(*)] In addition, in 2015 the figures for telematic activities (**Sanef ITS** subgroup) are included in "Toll roads Rest of the World", such that "Toll roads France" includes only the figures associated with toll road concessions. The figures for 2014 have been adapted accordingly.

[(1)] Mainly includes the interest income and expenses on borrowings, which are managed by corporate central services; the financial impact from the application of IFRIC 12; as well as earnings on the sale of financial investments in the year.

Variations in the figures of the income statement in toll road segment were mainly the result of: i) lower compensation in toll roads Spain from public authorities under agreements with the latter (see Note 12.i); ii) the impairment regarding toll roads Spain of the compensation balance for the traffic guarantee of the AP-7 agreement (see Note 12.i); iii) recognition of impairment regarding toll roads Brazil of goodwilll and part of its intangible assets (see Note 8.iv) the impairment recognised for toll roads Spain related to the value of the concession asset of the associate Autema (see Note 9.iv).

The assets and liabilities of the segments at 31 December, and the investments in property plant and equipment, for this year are as follows:

31 December 2015

	Toll Roads Spain	Toll Roads France	Toll Roads Brazil	Toll Roads Chile	Toll Roads Rest of the world	Total Toll Roads	Telecom	Other	Total
Assets	5,004,407	8,983,038	2,834,393	1,565,202	1,309,716	19,696,756	1,673,878	2,461,269	23,831,903
Associates and joint ventures [1]	109,757	50,049	-	512,407	32,791	705,004	1,202,296	-	1,907,300
Total assets	**5,114,164**	**9,033,087**	**2,834,393**	**2,077,609**	**1,342,507**	**20,401,760**	**2,876,174**	**2,461,269**	**25,739,203**
Total liabilities	**4,473,849**	**7,295,966**	**2,017,427**	**1,537,989**	**1,035,799**	**16,361,030**	**1,162,395**	**2,866,602**	**20,390,027**
Investment for the year in property, plant and equipment [*]	**51,287**	**294,856**	**409,511**	**12,080**	**12,084**	**779,818**	**295,773**	**9,843**	**1,085,434**

[1] Assets in associates and joint ventures of the telecom segment include the value of the interest in 34% of Cellnex held at 31 December 2015 (EUR 1,098,514 thousand.).

[*] Excludes the additions from business combinations.

31 December 2014
Restated - see Note 2.e [*]

	Toll Roads Spain	Toll Roads France	Toll Roads Brazil	Toll Roads Chile	Toll Roads Rest of the world	Total Toll Roads	Telecom Terrestrial	Telecom Satellite	Total Telecom	Airports	Other	Total
Assets	5,514,087	9,113,117	4,717,582	1,679,455	1,251,845	22,276,086	1,208,269	1,706,928	2,915,197	-	1,300,341	26,491,624
Associates and joint ventures	213,922	26,803	-	551,251	42,856	834,832	3,480	94,792	98,272	-	-	933,104
Assets of disposal groups held for sale	-	-	-	-	-	-	-	-	-	315,537	-	315,537
Total assets	**5,728,009**	**9,139,920**	**4,717,582**	**2,230,706**	**1,294,701**	**23,110,918**	**1,211,749**	**1,801,720**	**3,013,469**	**315,537**	**1,300,341**	**27,740,265**
Liabilities	4,725,443	7,399,091	2,815,269	1,453,881	1,004,283	17,397,967	710,605	1,212,892	1,923,497	-	2,309,966	21,631,430
Liabilities of disposal groups held for sale	-	-	-	-	-	-	-	-	-	116,070	-	116,070
Total liabilities	**4,725,443**	**7,399,091**	**2,815,269**	**1,453,881**	**1,004,283**	**17,397,967**	**710,605**	**1,212,892**	**1,923,497**	**116,070**	**2,309,966**	**21,747,500**
Investment for the year in property, plant and equipment [**]	**56,321**	**132,870**	**577,585**	**3,253**	**8,551**	**778,580**	**256,336**	**155,727**	**412,063**	**-**	**2,599**	**1,193,242**

[*] In 2015 the figures for telematic activities (**Sanef ITS** subgroup) are included in "Toll roads Rest of the World", such that "Toll roads France" includes only the figures associated with toll road concessions. For this reason, the figures for 2014 have been adapted accordingly.

[**] Excludes the additions from business combinations.

Changes in the balance sheet figures of the toll road segment in 2015 were affected by the depreciation at 31 December 2015 of the Brazilian real and the Chilean peso and the appreciation of the US dollar, the aforementioned impairment, and the inclusion of **Túnels** at the end of the year. Changes in the telecommunication segment and others were mainly determined by the sale of 66% of Cellnex.

No significant transactions between segments took place in 2015 (as was the case in 2014).

The assets of the segments relate primarily to property, plant and equipment, intangible assets and financial assets arising from the application of the bifurcated model and the financial asset model under IFRIC 12, inventories, receivables, cash from operations and deferred tax assets.

The liabilities of the segments comprise operating liabilities and the borrowings used to carry out the segments' activities.

Investments in property, plant and equipment comprise additions of property, plant and equipment and other intangible assets as well as of financial assets recognised as a result of the application of IFRIC 12, under the bifurcated or financial asset model.

Although, as indicated above, Management carries out its duties by focusing on the aforementioned operating segments, it also monitors operating income at the geographic level as well as investments in property plant and equipment in the year (both of which are allocated according to their location) in the following countries:

31 December 2015

	Spain	France	Brazil	Chile	Other	Total
Operating income before infrastructure upgrade revenue	1,330,011	1,611,892	782,311	236,975	416,883	4,378,072
Operating expenses before infrastructure upgrade expenses	(434,578)	(582,833)	(326,291)	(67,392)	(275,288)	(1,686,382)
Gross profit (loss) from operations	**895,433**	**1,029,059**	**456,020**	**169,583**	**141,595**	**2,691,690**
Depreciation and amortisation charge	(386,612)	(365,590)	(276,711)	(62,648)	(43,213)	(1,134,774)
Provisions for non-current receivables	(858,502)	-	-	-	-	(858,502)
Provisions for impairment losses	(102)	(81)	(762,965)	-	-	(763,148)
Profit from operations	**(349,783)**	**663,388**	**(583,656)**	**106,935**	**98,382**	**(64,734)**
Investment for the year in property, plant and equipment (*)	**351,074**	**294,893**	**414,031**	**12,934**	**12,502**	**1,085,434**

(*) Excludes the additions from business combinations.

31 December 2014
Restated - see Note 6

	Spain	France	Brazil	Chile	Other	Total
Operating income before infrastructure upgrade revenue	1,446,970	1,566,640	915,374	208,297	315,762	4,453,043
Operating expenses before infrastructure upgrade expenses	(354,645)	(551,359)	(386,955)	(51,996)	(199,146)	(1,544,101)
Gross profit (loss) from operations	**1,092,325**	**1,015,281**	**528,419**	**156,301**	**116,616**	**2,908,942**
Depreciation and amortisation charge	(368,714)	(397,210)	(296,300)	(60,022)	(36,876)	(1,159,122)
Provisions for impairment losses	-	-	(3,791)	-	-	(3,791)
Profit from operations	**723,611**	**618,071**	**228,328**	**96,279**	**79,740**	**1,746,029**
Investment for the year in property, plant and equipment (*)	**467,068**	**129,824**	**579,742**	**3,507**	**13,101**	**1,193,242**

(*) Excludes the additions from business combinations.

25. RELATED PARTIES

a) Directors and senior management

Annual remuneration of the directors for their services to the Board of Directors of the Parent is fixed as a share in 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 under no circumstance may at exceed 2% of profits. The Board of Directors may distribute this sum among its members in the manner and amount it deems appropriate.

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

i. 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).

ii. 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. In 2014, the Chief Executive Officer also received EUR 3,384 thousand for achieving the multi-year targets established in the 2012-2014 Incentives Plan.

iii. The Chairman, for exercising the rest of the options of Plan 2010 still held, received EUR 397 thousand in gains (EUR 293 thousand in 2014 for exercising the rest of the options of Plan 2010).

iv. As members of the Board of Directors of other Group companies, the Directors earned EUR 206 thousand (EUR 117 thousand in 2014).

v. In addition, the directors of Abertis Infraestructuras, S.A. received, as other benefits, contributions made to cover pension 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).

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 6,328 thousand (EUR 6,342 thousand in 2014). In addition, as a result of exercising options under Plan 2010, Senior Management received EUR 95 thousand (EUR 611 thousand in 2014) for exercising options under Plan 2009 and 2010). In 2014, they also received EUR 6,433 thousand 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 603 thousand and EUR 280 thousand, respectively (EUR 586 thousand and EUR 295 thousand in 2014). At 31 December 2015, the Company no longer provided any type of financing to senior management (at 2014 year-end, the Company had extended loans maturing in 2015, bearing a market interest rate, amounting to EUR 37 thousand).

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

Up to the end of April 2015, Abertis Infraestructuras, S.A. had remuneration systems linked to the performance of Company's share price, as detailed in Notes 3.l.ii and 26. In order to encourage the dedication of the Chief Executive Officer, the management team and key employees to the achievement of the Group's long-term objectives, the Group has implemented a long-term incentives plan called 2015-2017 Incentives Plan, linked to the degree of attainment of certain targets of the Group's strategic plan.

b) Significant shareholders

A shareholder with significant influence in the Parent is defined as a shareholder having the right to nominate a director or a stake exceeding 3% (see Note 14.a).

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

i) Bond issues, loans and credit facilities received

	31 December 2015		**31 December 2014**	
	Debt	Limit	Debt	Limit
Loans	270,489	297,989	132,390	246,935
Credit facilities	-	350,000	6,121	356,621
Loans and credit lines	**270,489**	**647,989**	**138,511**	**603,556**
Obligations (loans)	**380,000**	**-**	**380,000**	**-**

Note: All loans, credit facilities and bonds detailed for 2015 and 2014 are held in the related entity "la Caixa".

Unlike in 2014, in 2015, the Parent did not use transitional treasury financing provided by "la Caixa", a related entity, to cover cash needs deriving from its operations.

The financing is provided on an arm's length basis.

In 2015, finance income and costs with the related entity "la Caixa" were recognised in the amounts of EUR 7,743 thousand and EUR 21,850 thousand, respectively (EUR 9,146 thousand and EUR 17,815 thousand, in 2014).

At 31 December 2015, the Group held EUR 305 million in current accounts with "la Caixa" Group companies, which are remunerated at a market rate (EUR 358 million at year-end 2014 in deposits and current accounts).

ii) Financial swaps

The financial swaps entered into with the related entity "la Caixa" for exchange and/or interest rate hedges total EUR 415,741 thousand (EUR 312,772 thousand in 2014). Also, in 2015 (as in 2014), no financial swaps were simultaneously arranged and cancelled with the related entity "la Caixa".

iii) Financing of retirement obligations

In 2015, the Group made net contributions in the amount of EUR -207 thousand (EUR 120 thousand in 2014) to different insurance policies arranged with the related entity "la Caixa" in order to meet its defined benefit obligations with Group employees. Additional plan assets were linked to these policies in the amount of EUR 4,245 thousand (EUR 5,386 thousand at year-end 2014). The amount relating to defined contribution obligations stood at EUR 4,799 thousand (EUR 28,012 thousand in 2014, including EUR 22,181 thousand relating to contributions to policies linked to termination plans; EUR 14,289 and 10,083 thousand, respectively, excluding amounts related to the terrestrial telecommunication operating segment discontinued in 2015). (See Notes 19 and 12.)

iv) Purchase of assets and services rendered

	2015	2014 Restated
Services rendered: [(1)]		
Receipt of services	1,815	466
Card-collection fees	5,482	5,788
	7,297	**6,254**

(1) The inclusion of services received as "Receipt of services" mainly relates to Inmobiliaria Colonial, S.A. (company in the Inmobiliaria Espacio group), whereas the inclusion all services received as "Card collection fees" refers "la Caixa".

v) Commitments and contingencies

The limit on credit facilities granted by the related entity "la Caixa" and not drawn down stood at EUR 377,500 thousand at year-end (EUR 465,045 thousand in 2014).

Guarantees were granted with "la Caixa" were furnished, with a limit of EUR 66,618 thousand (EUR 135,434 thousand in 2014), of which at year-end EUR 33,281 thousand had been drawn down (EUR 106,547 thousand in 2014).

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

vi) Other

In relation to the Cellnex placement process (see Note 6), "la Caixa" acquired from **Abertis** 4.62% of Cellnex's share capital for EUR 150 million (€14.00/share).

As part of the tender offer of 6.5% of its share capital (see Note 14.a.ii), **Abertis** acquired from "la Caixa" 26,994,051 shares, representing 2.86% of its share capital, for EUR 424 million (€15.70/share), and from Trebol Holding S.à.r.L, 9,005,085 shares, representing 0.96% of its share capital, for EUR 141 million (€15.70/share).

Expenses have been incurred relative to these transactions with the related entity "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 tender offer for 6.5% of the share capital of Abertis Infraestructuras, S.A.).

In 2014 **Abertis** (through its subsidiary Tradia Telecom, S.A.U.) acquired from CaixaBank 8.98% of the share capital of the Spanish company Adesal Telecom, S.L. (**Adesal**) for EUR 1.2 million.

c) Associates and joint ventures

The most significant transactions with associates and joint ventures relate to accrued dividends (EUR 3,464 thousand and EUR 13,739 thousand, respectively, in 2015, and EUR 34,245 thousand and EUR 13,330 thousand in 2014; see Note 9). The balances at year-end 2015 and 2014 with these companies are detailed in Notes 12 and 15.

In addition, as detailed in Note 9, **Abertis** subscribed 18.39% of the capital increase carried out by Alienor (EUR 21,585 thousand) and part of the capital increases carried out by Bip&Drive, S.A. (EUR 1,647 thousand), in which **Abertis** holds, at 31 December 2015, a 35% interest. A portion of the capital increases of Bip&Drive (EUR 3,010 thousand) was subscribed by the related entity "la Caixa", which now holds a 25% interest in it.

d) Other disclosures on the Board of Directors

In accordance with the 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 on toll road contracts, 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 act in accordance with the Law if in the future any conflict of interests should arise.

26. SHARE-BASED PAYMENTS

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

The Plan provided for a three-year vesting period from the concession date for exercising the options. At the end of this period, executives had two years to exercise the options, would could be settled only in shares at a ratio of one share per option granted (each option granted was entitled to one share of Abertis Infraestructuras, S.A., and the maximum number of options originally assigned by Plan 2010 was 2,000,000, representing 0.28% of the Company's share capital).

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

	Plan 2010 (maturing in 2015)	
	Number of options	Exercise price [1] (€/share)
At 1 January 2015	578,325	10,54
Options exercised	(568,755)	-
Disposals due to the end of the exercise period	(9,570)	-
At 31 December 2015	**-**	**-**

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

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

	Plan 2010 (maturing in 2015)		Plan 2009 (maturing in 2014)	
	Number of options	Exercise price [(2)] (€/share)	Number of options	Exercise price [(3)] (€/share)
At 1 January 2014	1,042,743	11.07	240,107	8.52
Bonus issue [(1)]	35,312	(0.53)	-	-
Other	4,852	-	-	-
Options exercised	(504,582)	-	(217,141)	-
Disposals	-	-	-	-
Disposals due to the end of the exercise period	-	-	(22,966)	-
At 31 December 2014	**578,325**	**10.54**	**-**	**-**

(1) Effect in 2014 on the options granted from the bonus issue charged to voluntary reserves at a ratio of one new share for each 20 former shares approved at the General Shareholders' Meeting 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 (€14.57/share), adjusted for possible bonus issues and other factors.

(3) For Plan 2009, the exercise price established for the options was the average market price of Abertis Infraestructuras, S.A. shares during the three months prior to the General Shareholders' Meeting of 31 March 2009 (€12.06/share) adjusted for possible bonus issues and other factors.

At 31 December 2015, under Plan 2010, which ended on 28 April 2015 (its vesting period having ended on 28 April 2013), in addition to the options exercised in 2013 (877,777 options at an average price of €14.55/share), and 2014 (504,582 shares at an average price of €15.94/share), a total of 568,755 options were exercised at an average price of EUR 16.59 per share.

At 31 December 2014, under Plan 2009, which ended on 1 April 2014 (its vesting period having ended on 1 April 2012), in addition to the options exercised in 2012 (706,966 options at an average price of €11.71/share) and 2013 (641,226 shares at an average price of €13.39/share) a total of 217,141 options were exercised at an average price of EUR 16.50 per share.

The fair value of the options granted under the various plans is recognised in the consolidated income statement for the year as a staff cost in the period the right is generated, as indicated in Note 3.k.iii. The fair value of the 2010 Plan amounted to EUR 3,496 thousand, and it was recognised in the consolidated income statement during its vesting period, which ended in 2013.

The main assumptions used in the valuation of the share option plan 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)	0.0%

(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 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 incorporated. This includes 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 inclusion of staff turnover ratios according to employees' position on the organisational chart.

27. OTHER RELEVANT INFORMATION

a) Fees paid to auditors

	2015			2014 restated		
	Audit of financial statements	Tax advisory services	Other services	Audit of financial statements	Tax advisory services	Other services
Deloitte, S.L.	774	-	15	760	-	-
Other Deloitte (*)	1,636	68	986	1,787	126	829
Total Deloitte	2,410	68	1,001	2,547	126	829
Other auditors	62	209	2,152	250	257	1,127
Total	**2,472**	**277**	**3,153**	**2,797**	**383**	**1,956**

(*) Other companies that use the Deloitte trademark.

b) Economic and financial plan

As required by current legislation in each of the countries, each toll road concession operator has financial plans approved by its own Management.

c) Concession arrangements

The main concession arrangements held by the **Abertis** Group relate to the maintenance and operation by the concession operator of the various toll roads managed by the Group. At the end of the concession term, the infrastructure must be returned in perfect condition to the grantor. Tolls are indexed to inflation, through specific formulas for each concession.

The main concession arrangements of the subsidiaries of the **Abertis** Group, most of which, in keeping with IFRIC 12, have been accounted for using the "intangible asset model", are as follows:

Spanish toll road concession operators

- Concession arrangement for the construction, maintenance and operation of toll roads entered into by the Ministry of Public Works and **Acesa** relative to the AP-7 and AP-2 toll roads, which ends on 31 August 2021 (granted in 1967). Subsequent to the signing of aforementioned concession arrangement and without extending the term thereof, an agreement was entered into with the grantor (amending certain aspects of the concession arrangement) to widen the AP-7 toll road between la Jonquera and Vilaseca/Salou to three lanes over a 123 km stretch, at a planned investment of EUR 500 million, at 2006 prices (see Note 12).
- Concession arrangement entered into by the Catalonia regional government and **Invicat** for the construction, maintenance and operation of the C-32, C-31 and C-33 toll roads belonging to that regional government. The contract ends on 31 August 2021 (granted in 1967). Subsequent to the signing of aforementioned concession arrangement and without extending the term thereof, an agreement was entered into with the grantor amending certain aspects of the concession and establishing the general conditions for adapting and modifying the stretch of the C-32 toll road between Palafolls that had been widened and the junction with highway GI-600, as well as other road and mobility management improvements linked to the toll road and its functionality in the Maresme corridor, at a planned investment of EUR 96 million (see Note 12).

  In addition, an agreement with the concession grantor dated 23 December 2013 (entering into force on 1 January 2014) amended certain aspects of the concession and called for rate standardisation measures, auxiliary upgrade works in the area of influence of the toll road and measures to favour the financing of public-transportation policies and mobility. A system to compensate for these measures was decided upon, including the possible extension of the concession term.
- Concession arrangement entered into by the Catalonia regional government and **Aucat** for the construction, maintenance and operation of the C-32 Pau Casals toll road. The concession ends on 26 January 2039 (granted in 1989). Subsequently, an agreement with the authorities dated 23 December 2013 (entering into force on 1 January 2014) amended certain aspects of the concession and called for rate standardisation measures, auxiliary upgrade works in the area of influence of the toll road and measures to favour the funding of public-transportation policies and mobility. A system to compensate for these measures was decided upon, including the possible extension of the concession term.

- Concession arrangement for the operation and maintenance of the Vallvidriera tunnel and the Cadí tunnel (and the entrances thereto) signed by the Catalonia regional government and **Túnels** for a 25-year period, which ends on 31 December 2037 (granted on 31 December 2012).
- Concession arrangement entered into by the Ministry of Public Works and **Aumar** for the construction, maintenance and operation of the AP7 (Tarragona-Valencia and Valencia-Alicante) and AP4 (Seville-Cadiz) toll roads. The concession was unified by Royal Decree 1132/1986, of 6 June, and ends on 31 December 2019, in accordance with Royal Decree 1674/1997, of 31 October.
- Concession arrangement entered into by the Ministry of Public Works and **Iberpistas** for the construction, maintenance and operation of the Villalba-Adanero (AP-6) toll road, which ends on 29 January 2018 (granted in 1968). Subsequent to the signing of the concession arrangement and without extending the term thereof, an agreement modifying certain points of the concession was entered into providing for the widening of the toll road to three lanes in each direction in the San Rafael–Villacastín stretch, for an investment of EUR 70 million, at 2008 prices (see Note 12).
- Concession arrangement signed by the Ministry of Public Works and **Castellana** for the construction, maintenance and operation of the sections of the AP6 toll road to Segovia (AP61) and AP6, which connect with Avila (AP-51). The contract calls for the concession (granted in 1999) to end in November 2029, depending on the traffic level between November 2015 and November 2019. This company was awarded, starting in January 2018 (until November 2029), the concession contract currently held by **Iberpistas** detailed above.
- Concession arrangement entered into by the Ministry of Public Works and **Avasa** for the construction, maintenance and operation of the Bilbao-Zaragoza stretch of the Ebro Toll Road, currently known as AP-68, which ends on 11 November 2026 (granted in 1973).
- Concession arrangement entered into by the Ministry of Public Works and **Aulesa** for the construction, maintenance and operation of the León-Astorga toll road, which ends on 11 March 2055 (granted in 2000).

French toll road concession operators

- Concession arrangement entered into by the French Government and **Sanef** for the maintenance and operation of toll roads in northern France (A1, Paris-Lille, and A2, Paris-Valenciennes) and eastern France (A4, Paris-Strasbourg) as well as the Paris ring road (A16, Paris-Boulogne-sur-Mer; A26, Calais-Troyes; and A29, Amiens-Neuchatel-en-Bray. Following the June 2015 agreement with the French government on "Plan Relance" for the French motorways, in order to upgrade the toll road network, the concession has been extended by two years, until 31 December 2031 (granted in 1964).
- Concession arrangement entered into by the French government and **Sapn** for the maintenance and operation of toll roads in western France (A13, Paris-Caen, and A14, Paris, Strasbourg) as well as the Paris ring road (A29, Le Havre-Saint Quentin). Following June 2015 agreement with the French government on "Plan Relance" for French motorways, in order to upgrade the toll road network, the concession (granted in 1964) has been extended by three years and eight months, until 31 August 2033.

Brazilian toll road concession operators

- Concession arrangement for the construction, maintenance and operation of the SP-334, SP-255, SP-330, SP-318 and SP-345 toll roads that connect the municipalities of França, Batatais, Ribeirão Preto, Araraquara, São Carlos and Santa Rita do Passa Quatro, signed between the São Paulo Road and Highway Department [Departamento de Estradas e Rodagem de São Paulo] and **Autovias** (DER/SP no. 18/CIC/97, governed by State Decree no. 42,646 of 19 December 1997), which ends in May 2019 following the 6 month extension agreed on 17 September 2014 (granted on 1 September 1998).
- Concession arrangement for the construction, maintenance and operation of SP 310-225 toll road between the municipalities of Cordeirópolis and São Carlos and between Itirapina and Bauru, signed between the São Paulo Road and Highway Department and **Centrovias** (DER/SP no. 16/CIC/97, governed by State Decree no. 42,411 of 30 October 1997, which was modified by Amendment [Termo Aditivo e Modificativo] no. 11 of 21 December 2006), and which ends in June 2019 (granted in June 1998).

- Concession arrangement for the construction, maintenance and operation of the toll road covering Rutas SP-147-370-215, which connect the municipalities of Itapira, Mogi-Mirim, Limeira, Piracicaba, Conchal, Araras, Rio Claro, Casa Branca, Porto Ferreira and São Carlos (lot 6), signed between the São Paulo Road and Highway Department and **Intervias** (DER/SP no. 19/CIC/98, governed by State Decree no. 42,411 of 30 October 1997, which was modified by Amendment no. 14/06 of 21 December 2006), and which ends in April 2028 following the three-month extension agreed on 14 January 2016 (operations began in February 2000).
- Concession arrangement for the construction, maintenance and operation of tolls roads SP-330 (Anhangüera), SP-322 (Attílio Balbo/Rodovia Armando Salles de Oliveira), SP-328 (Alexandre Balbo/Contorno Norte de Ribeirão Preto) and SP-325/322 (Avenida dos Bandeirantes), signed between the São Paulo Road and Highway Department and **Vianorte** (DER/SP no. 009/CIC/97, governed by State Decree no. 42,411 of 30 October 1997), which ends in March 2018 (operations began in March 1998).
- Concession arrangement for the construction, maintenance and operation of the BR-116/PR/SC toll road (lot 02) from the outskirts of Curitiba in the State of Paraná to the state line between Río Grande do Sul and Santa Catarina, signed between the National Highway Transportation Agency [Agência Nacional de Transportes Terrestres (ANTT)] and **Planalto sul** (governed by Bid Announcement [Edital de Licitação] no. 006/2007 of 15 February 2008), which ends in February 2033.
- Concession arrangement for the construction, maintenance and operation of the BR-101/RJ toll road (lot 04) that crosses Rio de Janeiro State, running from the Niteroi bridge north of the city to the Espírito Santo state line, signed between the ANTT and **Fluminense** (regulated by Bid Announcement no. 004/2007 of 15 February 2008), which ends in February 2033.
- Concession arrangement for the construction, maintenance and operation of the BR-381/MB/SP toll road (lot 05), which connects the São Paulo ring road to Belo Horizonte, Minas Gerais, signed between the ANTT and **Fernão Dias** (regulated by Bid Announcement no. 002/2007 of 15 February 2008), which ends in February 2033.
- Concession arrangement for the construction, maintenance and operation of the BR-116/SP/PR toll road (lot 06), which connects the São Paulo ring road to Curitiba, Paraná, signed between the ANTT and **Regis Bittencourt** (regulated by Bid Announcement no. 001/2007 of 15 February 2008), which ends in February 2033.

- Concession arrangement for the construction, maintenance and operation of the BR-116, BR-376/PR and BR-101/SC toll roads (lot 02), which connect the city of Curitiba, Paraná, and Florianópolis, Santa Catarina, signed between the ANTT and **Litoral Sul** (regulated by Bid Announcement no. 003/2007 of 15 February 2008), which ends in February 2033.

Chilean toll road concession operators

- Concession arrangement for the construction, maintenance and operation of the Santiago–Valparaíso–Viña del Mar link road and the Southern Artery (Troncal Sur), entered into by the Ministry of Public Works of Chile and **Rutas del Pacífico**, with a maximum term of 25 years, until August 2024.
- Concession arrangement for the construction, maintenance and operation of the Los Vilos-La Serena stretch of Ruta 5, signed by the Ministry of Public Works of Chile and Sociedad Concesionaria del Elqui, S.A. (**Elqui**), which ends in December 2022.
- Concession arrangement for the construction, maintenance and operation of the Camino Internacional Ruta 60 Ch toll road, which crosses the districts of Los Andes, San Esteban, Santa María, San Felipe, Panquehue, Catemu, Llay, Hijuelas, La Calera, La Cruz, Quillota, Limache, and Villa Alemana, signed by the Ministry of Public Works of Chile and Sociedad Concesionaria de los Andes, S.A. (**Andes**), which ends in July 2036.
- Concession arrangement for the construction, maintenance and operation of the Santiago-San Antonio toll road, signed by the Ministry of Public Works of Chile and Sociedad Concesionaria Autopista del Sol, S.A. (**Sol**), which ends in May 2019.
- Concession arrangement for the construction, maintenance and operation of the Santiago-Colina-Los Andes toll road, signed by the Ministry of Public Works of Chile and Sociedad Concesionaria Autopista Los Libertadores, S.A. (**Libertadores**), which ends in March 2026.

Toll road concession operators in other countries

- Concession arrangement for the construction, maintenance and operation of the Teodoro Moscoso Bridge in San Juan, Puerto Rico, signed by the Highway and Transportation Authority (Autoridad de Carreteras y Transportación) and Autopistas de Puerto Rico y Compañía, S.E. **(Apr)**, which ends on 3 April 2044.

- Concession arrangement for the improvement, maintenance and operation of the PR-22 toll road (measuring 83 kilometres, connecting the capital of Puerto Rico, San Juan, with the city of Arecibo) and the PR-5 toll road (4 kilometre extension of the PR-22, crossing the San Juan metropolitan area), signed between the Puerto Rico Highways and Transportation Authority and Autopistas Metropolitanas de Puerto Rico Llc. (**Metropistas**), which ends on 22 September 2051.
- Concession arrangement for the construction, maintenance and operation of Autopista del Oeste of Buenos Aires, signed by the government of Argentina and **GCO**, which ends on 31 December 2018.
- Concession contract awarded to Sociedad Concesionaria Autopista del Sol, S.A. (**Ausol**) on 19 July 1994, for the improvement, expansion, remodelling, upkeep, maintenance, operation and management of the northern access to the city of Buenos Aires, which ends on 31 December 2020.

28. EVENTS AFTER THE REPORTING PERIOD

On 21 January 2016, **Abertis** (operating through its wholly owned Spanish subsidiary Inversora de Infraestructuras S.A., **Invin**) entered into 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. **Abertis** is currently assessing the impact the takeover and attendant allocation of the purchase price will have on its consolidated financial statements, as well as the revaluation of the previously held equity interest in **Acsa** at its fair value, given that this is a "step acquisition" at a price higher than the consolidated carrying amount of its prior stake. With the acquisition of this additional equity interest, **Abertis** indirectly holds 100% of Autopista Central, which will be fully consolidated (the 50% interest that **Abertis** held in this company having until now been accounted for using the equity method), with an estimated approximate annual impact of EUR 220 million on consolidated income, of EUR 160 million on gross operating income and of EUR 400 million on net bank borrowings.

29. Explanation added for translation to English

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

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Barcelona, 23 February 2016

APPENDIX I Subsidiaries included in the scope of consolidation

Company	Registered office	Shareholding: Cost (thousands of euros)	Shareholding: % (*)	Company holding the interest	Accounting method	Activity	Auditor
DIRECT SHAREHOLDINGS							
Abertis Infraestructuras Finance, B.V.	Prins Bernhardptin, 200 1097JB Amsterdam, Netherlands	2,000	100%	Abertis	Full consolidation	Financial services	Deloitte
Toll road operation							
Abertis Autopistas España, S.A.	Av. Parc Logístic, 12-20 08040 Barcelona	1,107,881	100%	Abertis	Full consolidation	Study, development and construction of civil infrastructure	Deloitte
Societat d'Autopistes Catalanes, S.A. (Socaucat)	Av. Parc Logístic, 12-20 08040 Barcelona	878,060	100%	Abertis	Full consolidation	Construction, upkeep and operation of toll road concessions	Deloitte
Abertis Motorways UK, Ltd.	Hill House, 1 Little New Street, London EC4A 3TR United Kingdom	15,421	100%	Abertis	Full consolidation	Holding company	Deloitte
Abertis Infraestructuras Chile SPA	Rosario Norte Nº 407 Las Condes, Santiago Chile	3	100%	Abertis	Full consolidation	Toll road operator	Deloitte
Abertis USA Corp.	1737 H ST NW, 2nd floor, Washington DC 20006, United States	399	100%	Abertis	Full consolidation	Development and management of transport and communication infrastructures	-
Gestión Integral de Concesiones S.A. (GICSA)	Av. Parc Logístic, 12-20 08040 Barcelona	60	100%	Abertis	Full consolidation	Infrastructure administration and management	-
Autopistas de Puerto Rico y Compañía, S.E. (APR)	Montellanos Sector Embalse San José - San Juan de Puerto Rico 00923, Puerto Rico	20,169	100%	Abertis	Full consolidation	Infrastructure concession operator	Deloitte

(*) Relates to the percentage ownership held by Abertis Infraestructuras, S.A. (direct or indirect) in each of the investees.

This appendix forms an integral part of Note 2.g.i to the 2015 consolidated financial statements, with which it should be read.
Figures in foreign currency are translated to euros using exchange rates at the end of the reporting period.

Company	Registered office	Shareholding		Company holding the interest	Accounting method	Activity	Auditor
		Cost (thousands of euros)	% (*)				
Inversora de Infraestructuras, S.L. (INVIN)	Avinguda de Pedralbes, 17 08034 Barcelona	390,110	100%	Abertis	Full consolidation	Holding company	Deloitte
Infraestructuras Americanas, S.L.U.	Avinguda de Pedralbes, 17 08034 Barcelona	256,158	100%	Abertis	Full consolidation	Management and administration of equity securities of non-resident entities	Deloitte
Holding d'Infrastructures de Transport, S.A.S	30, Boulevard Gallieni 92130 Issy-les-Moulineaux, France	865,851	52.55%	Abertis	Full consolidation	Holding company	Deloitte
Sanef ITS SAS	30, Boulevard Gallieni 92130 Issy-les-Moulineaux, France	43,000	100%	Abertis	Full consolidation	Operator and supplier of toll systems	Deloitte
Abertis USA Holding LLC	1737 H Street NW, Suite 200 Washington DC, 20006, United States	0	100%	Abertis	Full consolidation	Dormant	-
Sociedade para Participações em Infraestrutura, S.A.	Avenida Presidente Juscelino Kubitschek, 1455, 9º andar, Brazil	0	51.00%	Abertis	Full consolidation	Operation of concessions	Deloitte
Partícipes en Brasil, S.A.	Avinguda de Pedralbes, 17 08034 Barcelona	419,878	51.00%	Abertis	Full consolidation	Holding company	Deloitte
Abertis PDC, S.A.	Avenida Presidente Juscelino Kubitschek, 1455, 9º andar, Brazil	0	100%	Abertis	Full consolidation	Holding company	Deloitte
Autopistas Metropolitanas de Puerto Rico	City View Plaza 500, Torre 1 Carretera #165 Núm. 48 Guaynabo 00968, Puerto Rico	171,587	51.00%	Abertis	Full consolidation	Toll road operator	Deloitte
Autopistas del Sol, S.A. (AUSOL) (1)	Ruta Panamericana; 2451 Boulogne (B1609JVF) Buenos Aires (Argentina)	0	31.59%	Abertis	Full consolidation	Toll road operator	Deloitte

(1) 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.

(*) Relates to the percentage ownership held by Abertis Infraestructuras, S.A. (direct or indirect) in each of the investees.

This appendix forms an integral part of Note 2.g.i to the 2015 consolidated financial statements, with which it should be read.
Figures in foreign currency are translated to euros using exchange rates at the end of the reporting period.

Company	Registered office	Shareholding		Company holding the interest	Accounting method	Activity	Auditor
		Cost (thousands of euros)	% (*)				
Abertis Internacional, S.A.	Paseo de la Castellana 39, 28046 Madrid	60	100%	Abertis	Full consolidation	Construction, upkeep and operation of toll road concessions	Deloitte
Abertis Overseas UK Limited	TBI Home 72-104 Frank Lester Way – Luton – Bedfordshire – United Kingdom LU9NQ	0	100%	Abertis	Full consolidation	Holding company	Deloitte

Telecommunications

Abertis Telecom Satélites, S.A.	Av. Parc Logístic, 12-20 Barcelona	193,924	100%	Abertis	Full consolidation	Holding company (satellite telecommunications)	Deloitte

Airports

Abertis Airports. S.A.	Av. Parc Logístic, 12-20 08040 Barcelona	44,704	100%	Abertis	Full consolidation	Airport development, construction, management and operation	Deloitte
Airport Concession and Development Limited (ACDL)	Broad Street House, 55 Old Broad Street, London, EC2M 1RX United Kingdom	95,672	90.00%	Abertis	Full consolidation	Holding company	Deloitte
TBI Overseas Holdings Inc	12700 Sunrise Valley Drive, Suite 450 Reston, VA 20191, United States	367	100%	Abertis	Full consolidation	Holding company	Deloitte

(*) Relates to the percentage ownership held by Abertis Infraestructuras, S.A. (direct or indirect) in each of the investees.

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Company	Registered office	Shareholding		Company holding the interest	Accounting method	Activity	Auditor
		Cost (thousands of euros)	% (*)				

INDIRECT SHAREHOLDINGS

Through Abertis Autopistas España, S.A.

Autopistas, Concesionaria Española S.A. (ACESA)	Av. Parc Logístic, 12-20 08040 Barcelona	1,498,352	100%	Abertis Autopistas España, S.A.	Full consolidation	Toll road operator	Deloitte
Autopistas Aumar, S.A. Concesionaria del Estado (AUMAR)	Paseo de la Alameda, 36, Valencia	754,000	100%	Abertis Autopistas España, S.A.	Full consolidation	Toll road operator	Deloitte
Iberpistas, S.A. Concesionaria del Estado	Autopista AP-6 PK57 San Rafael Segovia	553,000	100%	Abertis Autopistas España, S.A.	Full consolidation	Toll road operator	Deloitte
Grupo Concesionario del Oeste, S.A. (GCO) **[2]**	Ruta Nacional nº7, km25.92 Ituzaingó (Argentina)	0	48.60%	Acesa	Full consolidation	Toll road operator	Deloitte
Castellana de Autopistas, S.A.C.E.	Autopista AP-6, P.K. 57 Operation and Control Centre 40410 San Rafael (Segovia)	248,730	100%	Iberpistas	Full consolidation	Toll road operator	Deloitte
Autopistas de León, S.A.C.E. (AULESA)	Crta. Sta. Mª del Paramo, s/n Villadangos del Paramo, León	54,752	100%	Iberpistas	Full consolidation	Toll road operator	Deloitte
Autopistas Vasco-Aragonesa, C.E.S.A. (Avasa)	Barrio de Anuntzibai, s/n 48410 Orozco. Vizcaya	611,947	100%	Iberpistas	Full consolidation	Toll road operator	Deloitte

[2] 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. Shareholding fully provisioned at 31 December 2015.

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		Cost (thousands of euros)	% (*)				
Through Societat d'Autopistes Catalanes, S.A.:							
Infraestructuras Viàries de Catalunya, S.A.	Av. Parc Logístic, 12-20 08040 Barcelona	446,051	100%	Societat d´Autopistes Catalanes, S.A. (Socaucat)	Full consolidation	Construction, upkeep and operation of toll road concessions	Deloitte
Autopistes de Catalunya, S.A. (AUCAT)	Av. Parc Logístic, 12-20 08040 Barcelona	732,060	100%	Societat d´Autopistes Catalanes, S.A. (Socaucat)	Full consolidation	Toll road operator	Deloitte
Túnels de Barcelona i Cadí concesionaria de la Generalitat de Cataluña, S.A.	C. de Vallvidrera a San Cugat BV-1462 km 5.3 Barcelona	57,830	50.01%	Infraestructuras Viàries de Catalunya, S.A.	Full consolidation	Toll road operator	Deloitte
Through Abertis Infraestructuras Chile SPA e Inversora de Infraestructuras, S.L.:							
Abertis Autopistas Chile S.A.	Rosario Norte Nº 407 Las Condes, Santiago Chile	40,479	100%	Abertis Chile / INVIN	Full consolidation	Holding company	Deloitte
Gestora de Autopistas, S.A. (GESA)	Rosario Norte Nº 407 Las Condes, Santiago Chile	1,352	100% (3)	Abertis Autopistas Chile	Full consolidation	Management, upkeep and operation of roads, tolls roads or motorways	Deloitte
Sociedad Concesionaria del Elqui, S.A. (Elqui)	Rosario Norte Nº 407 Las Condes, Santiago Chile	106,439	100% (4)	Abertis Autopistas Chile	Full consolidation	Toll road operator	Deloitte

(3) Shareholding of **Abertis**: 100%. Indirect through Abertis Autopistas Chile: 99.91%; and 0.09% through Abertis Autopistas Chile III.

(4) Shareholding of **Abertis**: 100%. Indirect through Abertis Autopistas Chile: 99.94%; and 0.06% through Abertis Autopistas Chile III.

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		Cost (thousands of euros)	% (*)				
Abertis Autopistas III, Spa	Rosario Norte Nº 407 Las Condes, Santiago Chile	169,400	100%	Abertis Autopistas Chile	Full consolidation	Motorway and toll road development	Deloitte
Sociedad Concesionaria Autopista del Sol, S.A.	Rosario Norte Nº 407 Las Condes, Santiago Chile	71,074	100%	Infraestructura Dos Mil / Abauchi III	Full consolidation	Toll road operator	Deloitte
Sociedad Concesionaria Autopista Los Libertadores, S.A.	Rosario Norte Nº 407 Las Condes, Santiago Chile	31,378	100%	Infraestructura Dos Mil / Abauchi III	Full consolidation	Toll road operator	Deloitte
Sociedad Concesionaria Autopista de Los Andes, S.A.	Rosario Norte Nº 407 Las Condes, Santiago Chile	44,447	100%	Abertis Autopistas Chile / Abauchi III	Full consolidation	Toll road operator	Deloitte
Infraestructura Dos Mil, S.A.	Rosario Norte Nº 407 Las Condes, Santiago Chile	243,093	100%	Abertis Autopistas Chile / Abauchi III	Full consolidation	Building of broadcasting infrastructure	Deloitte
Operadora Sol, S.A.	Rosario Norte Nº 407 Las Condes, Santiago Chile	1,136	100%	Infraestructura Dos Mil	Full consolidation	Upkeep, management and operation of transport infrastructure	Deloitte
Operadora Los Libertadores, S.A.	Rosario Norte Nº 407 Las Condes, Santiago Chile	679	100%	Infraestructura Dos Mil	Full consolidation	Upkeep, management and operation of transport infrastructure	Deloitte
Operadora Andes, S.A. (formerly, Operadora de Infraestructuras de Transportes Limitada)	Rosario Norte Nº 407 Las Condes, Santiago Chile	2,150	100%	Abertis Autopistas Chile / Abauchi III	Full consolidation	Upkeep, management and operation of transport infrastructure	Deloitte
Operadora del Pacífico, S.A.	Rosario Norte Nº 407 Las Condes, Santiago Chile	1,089	100% **(5)**	Abertis Autopistas Chile / Abauchi III	Full consolidation	Road maintenance, operation and upkeep	Deloitte
Rutas del Pacífico, S.A.	Rosario Norte Nº 407 Las Condes, Santiago Chile	127,327	100% **(5)**	Abertis Autopistas Chile / Abauchi III	Full consolidation	Toll road operator	Deloitte

(5) Shareholding of **Abertis**: 100%. Indirect through Abertis Autopistas Chile: 99.99%; and 0.01% through Abertis Autopistas Chile III.

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		Cost (thousands of euros)	% (*)				
Through Sanef ITS SAS							
Sanef-its Operations Ireland Ltd	2nd Floor Cape House, Westend Office Park, Blanchardstown, Dublin 15, Ireland	11,632	100%	Sanef ITS SAS	Full consolidation	Toll operator	Deloitte
Santoll, s.r.o.	Kapitulska 18/A 811 01 Bratislava, Slovakia	7,497	100%	Sanef ITS SAS	Full consolidation	Dormant	-
Sanef Tolling Ltd	Hornbeam House, Hornbeam Park, Hookstone Road, Harrogate, UK	6,498	100%	Sanef ITS SAS	Full consolidation	Seller of Tags in UK	Deloitte
Sanef its technologies America, Inc.	National Corporate Research, Ltd 615 South Dupont Highway Dover, Delaware 19901 USA	7,443	100%	Sanef ITS SAS	Full consolidation	Supplier of toll systems	Deloitte
Sanef its technologies Caribe, Inc.	National Corporate Research, Ltd 615 South Dupont Highway Dover, Delaware 19901 USA	8	100%	Sanef its technologies America, Inc.	Full consolidation	Operator of toll systems	Deloitte
Sanef its technologies UK Limited	5th Floor, Kinnaird House 1 Pall Mall East- London SW1Y 5AU, United Kingdom	1,531	100%	Sanef ITS SAS	Full consolidation	Maintenance of toll systems	Deloitte
Sanef ITS Technologies Chile	4557 Calle El Rosal Huechurraba, Santiago, Chile	2,272	100%	Sanef ITS SAS	Full consolidation	Maintenance of toll systems	Deloitte
Sanef its technologies d.o.o.	Lovacki put 1a HR-21000 Split, Croatia	311	100%	Sanef ITS SAS	Full consolidation	Supplier of toll systems	Deloitte
CS Polska SP. Z O. O.	c/o KKS Legal Sp. k. UI.Zurawia, 45 00-680 Warsaw, Poland	402	100%	Sanef ITS SAS	Full consolidation	Maintenance of toll systems	Deloitte
Sanef its technologies BC, Inc.	1050 West Georgia Street 15th Floor, Vancouver, Canada	602	100%	Sanef ITS SAS	Full consolidation	Maintenance of toll systems	Deloitte

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		Cost (thousands of euros)	% (*)				
Sanef-its technologies Ireland Limited	c/o David Ebbs & co, 31 Westland Square, Dublin 2, Ireland	10	100%	Sanef ITS SAS	Full consolidation	Maintenance of toll systems	Deloitte
Sanef Operations Ltd (UK)	Unit 6 Hornbean Park Hookstone Road Harrogate North Yorkshire UK HG2 8QT	11,459	100%	Sanef ITS SAS	Full consolidation	Toll operator	Deloitte
9320-9351 Québec, Inc.	3700-800 Place Victoria Montréal Québec H4Z1E9 Canada	0	100%	Sanef ITS SAS	Full consolidation	Operator of toll systems	Deloitte
ITS TAG Limited	St John Offices Albion Street Leeds L52 8LQ, UK	0	100%	Sanef ITS SAS	Full consolidation	Retailer of tags in UK (since 03/2016)	Deloitte

Through Holding d'Infrastructures de Transport, S.A.S

SANEF (Sociétés des Autoroutes du Nord-Est de la France)	30, Boulevard Gallieni 92130 Issy-les-Moulineaux, France	4,443,678	52.55%	Holding d'Infrastructures de Transport, S.A.S	Full consolidation	Toll road operator	Deloitte
SAPN (Société des autoroutes Paris-Normandie)	30, Boulevard Gallieni 92130 Issy-les-Moulineaux, France	599,909	52.53%	Sanef	Full consolidation	Toll road operator	Deloitte
Eurotoll	30, Boulevard Gallieni 92130 Issy-les-Moulineaux, France	23,400	52.55%	Sanef	Full consolidation	Toll transaction processing	Deloitte
Sanef Concession	30, Boulevard Gallieni 92130 Issy-les-Moulineaux, France	0	52.48%	Sanef	Full consolidation	Dormant	Deloitte
Sanef Aquitaine	30, Boulevard Gallieni 92130 Issy-les-Moulineaux, France	500	52.55%	Sanef	Full consolidation	Toll road management and operations	Deloitte

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		Cost (thousands of euros)	% (*)				
SEA14	Route de Sartrouville 78 Montesson, France	37	52.53%	Sapn	Full consolidation	Toll road management and operations	Deloitte
Bip&Go	30, Boulevard Galliéni 92130 Issy-les-Moulineaux, France	1	52.55%	Sanef	Full consolidation	Distribution of teletoll devices	Deloitte
Eurotoll Central Europe zrt	H-1152 Budapest Szentmihalyi ut 137. Hungary	18	52.55%	Eurotoll	Full consolidation	Toll transaction processing	Deloitte
Leonord Exploitation, S.A.S	30, Boulevard Gallieni 92130 Issy-les-Moulineaux, France	0	44.67%	Sanef	Full consolidation	Management of operation contract	Deloitte
SE BPNL	30, Boulevard Gallieni 92130 Issy-les-Moulineaux, France	0	52.55%	Sanef	Full consolidation	Road maintenance, operation and upkeep	Deloitte

Through Partícipes en Brasil, S.A.

PDC Participações, S.A.	Avenida Presidente Juscelino Kubitschek, 1455, 9º andar, Brazil	0	51.00%	Partícipes em Brasil, S.A.	Full consolidation	Operation of concessions	Deloitte
Arteris Brasil, S.A.	Avenida Presidente Juscelino Kubitschek, 1455, 9º andar, Brazil	331,488	35.34%	Partícipes em Brasil, S.A.	Full consolidation	Holdings in non-financial institutions	Deloitte
Partícipes en Brasil II	Avenida de Pedralbes, 17, 08034 Barcelona	4	51.00%	Partícipes em Brasil, S.A.	Full consolidation	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.	-

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		Cost (thousands of euros)	% (*)				
Arteris Participações, S.A.	Avenida Presidente Juscelino Kubitschek, 1455, 9º andar, Brazil	24,250	35.34%	Arteris Brasil, S.A.	Full consolidation	Holding company	Deloitte
Autovias, S.A.	Rodovia Anhanguera - SP 330 km 312,2 - Pista Norte – CEP 14079-000 Ribeirão Preto – São Paulo. (Brazil)	31,560	35.34%	Arteris Brasil, S.A.	Full consolidation	Construction and operation of toll roads in São Paulo (Brazil)	Deloitte
Centrovias Sistemas Rodoviários, S.A.	Rodovia Washington Luis, KM 216,8 - Pista Sul - CEP 13530-000 - Itirapina - São Paulo (Brazil)	16,842	35.34%	Arteris Brasil, S.A.	Full consolidation	Construction and operation of toll roads in São Paulo (Brazil)	Deloitte
Concessionária de Rodovias do Interior Paulista, S.A.	Rodovia Anhanguera - SP 330 - Km 168 - Pista Sul - Jardim Sobradinho – CEP 13601-970 Araras. São Paulo (Brazil)	28,744	35.34%	Arteris Brasil, S.A. / Arteris Participações, S.A.	Full consolidation	Construction and operation of toll roads in São Paulo (Brazil)	Deloitte
Vianorte, S.A.	Rodovia Atílio Balbo - SP 322 - km 327,5 - Praça Pedágio - Sertaozinho - SP - CP 88 - CEP - 14173 - 000. (Brazil)	27,212	35.34%	Arteris Brasil, S.A.	Full consolidation	Concession and operation of toll roads in São Paulo (Brazil)	Deloitte
Autopista Planalto Sul, S.A.	Avda. Afonso Petschow nº 4040 - Barrio Industrial - Rio Negro - CEP 83880-000 - Paraná, Brazil	65,593	35.34%	Arteris Brasil, S.A.	Full consolidation	Construction and operation of toll roads	Deloitte
Autopista Fluminense, S.A.	Avda.São Gonçalo, nº 100, un 101 Bairro Boa Vista - São Gonçalo Shopping - RJ - CEP 24466-315 (Brazil)	72,196	35.34%	Arteris Brasil, S.A.	Full consolidation	Construction and operation of toll roads	Deloitte
Autopista Fernão Dias, S.A.	Rodovia BR-381, km 850,5 - Pista Norte - CEP 37550-000 - Bairro Ipiranga - Pouso Alegre - Minas Gerais (Brazil)	109,702	35.34%	Arteris Brasil, S.A.	Full consolidation	Construction and operation of toll roads	Deloitte
Autopista Régis Bittencourt, S.A.	Rodovia SP 139, nº 226, Bairro São Nicolau - CEP 11900-000 - Registro - São Paulo (Brazil)	95,968	35.34%	Arteris Brasil, S.A.	Full consolidation	Construction and operation of toll roads	Deloitte

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		Cost (thousands of euros)	% (*)				
Autopista Litoral Sul, S.A.	Avenida Santos Dumont, nº 935 - Edifício Neogrid - Bairro Santo Antônio - CEP 89218-105 - Joinville - Santa Catarina (Brazil)	90,219	35.34%	Arteris Brasil, S.A.	Full consolidation	Construction and operation of toll roads	Deloitte
Latina Manutenção de Rodovias Ltda.	Rodovia Anhanguera - SP 330 km 312,2 - Pista Norte – CEP 14079-000 Ribeirão Preto – São Paulo. (Brazil)	490	35.34%	Arteris Brasil, S.A.	Full consolidation	Maintenance and repair of toll roads in São Paulo, Brazil	Deloitte
Latina Sinalização de Rodovias, S.A.	Rodovia Anhanguera - SP 330 km 312,2 - Pista Norte – CEP 14079-000 Ribeirão Preto – São Paulo. (Brazil)	58	35.34%	Arteris Brasil, S.A.	Full consolidation	Toll road upkeep and repair	Deloitte

Through Abertis Overseas UK Limited

Abertis Netherlands B.V.	Prins Bernhardplein 200, 1097JB Amsterdam - Postbus 990, 1000AZ, Netherlands	0	100%	Abertis Overseas UK Limited	Full consolidation	Holding company	-

Through Abertis Telecom Satélites

Hispasat, S.A.	Paseo de la Castellana, 39 28046 Madrid	502,575	57.05%	Abertis Telecom Satélites, S.A.	Full consolidation	Operation of satellite communications systems	Deloitte
Hispasat Brasil, Ltda.	Praia do Flamengo 200. Rio de Janeiro, Brazil	43,066	57.05%	Hispasat, S.A.	Full consolidation	Commercialisation of satellite space capacity	Deloitte
Hispasat Canarias, S.L.U.	Tomas Miller 47-49, Las Palmas de Gran Canaria	102,003	57.05%	Hispasat, S.A.	Full consolidation	Sale and lease of satellites as well as their space capacity	Deloitte

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		Cost (thousands of euros)	% (*)				
Consultek Inc.	1550 Cowper St. Palo Alto (USA)	16	57.05%	Hispasat, S.A.	Full consolidation	Technical consultancy services	-
Hispasat México S.A. de CV	Agustín Manuel Chávez 1 - 001; Centro de Ciudad Santa Fe; 01210, Mexico City Mexico	0	57.05%	Hispasat, S.A.	Full consolidation	Use of the radio-electric spectrum, telecommunication networks and satellite communication	Deloitte
Hispamar Satélites, S.A.	Praia do Flamengo, 200. Rio de Janeiro, Brazil	19,027	46.19% **(6)**	Hispasat Brasil Ltda. / Hispasat, S.A.	Full consolidation	Commercialisation of satellite space capacity	Deloitte
Hispamar Exterior, S.L.U.	Paseo de la Castellana 39, 28046 Madrid	15,693	46.19%	Hispamar Satélites	Full consolidation	Satellite telecommunications	Deloitte

Through ACDL

TBI Ltd	Broad Street House, 55 Old Broad Street, London, EC2M 1RX United Kingdom	49,017	90.00%	ACDL	Full consolidation	Holding company	Deloitte

(6) Indirect shareholding of **Abertis**: 46.19%. Indirect through Hispasat Brasil Ltda. 39.09% and through Hispasat, S.A. 7.10%.

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Through TBI Overseas Holdings Inc

TBI Overseas (UK) LLC	12700 Sunrise Valley Drive, Suite 450 Reston, VA 20191, United States	0	100%	TBI Overseas Holdings Inc	Full consolidation	Technical consultancy services	Deloitte
TBI (US) Inc	Centreville Road Suite 400, Wilmington, Delaware 19808, United States	0	100%	TBI Overseas Holdings Inc	Full consolidation	Holding company	Deloitte
TBI Overseas (Bolivia) LLC	12700 Sunrise Valley Drive, Suite 450 Reston, VA 20191, United States	0	100%	TBI (US) LLC	Full consolidation	Holding company	Deloitte

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APPENDIX II Joint ventures included in the scope of consolidation

Company	Registered office	Shareholding: Cost (thousands of euros)	Shareholding: % (*)	Company holding the interest	Accounting method	Activity	Auditor
Through Abertis Autopistas España, S.A.							
Autopista Trados-45, S.A. (Trados-45)	Ctra. M-203 P.K. 0.280. Madrid	43,441	50.00%	Iberpistas	Equity method	Infrastructure concession operator	Deloitte
Areamed 2000, S.A.	Avda. Diagonal, 579-587 5ª planta 08014 Barcelona	11,342	50.00%	Abertis Autopistas España	Equity method	Service-area operations	Other auditors
Through Abertis Infraestructuras Chile SPA e Inversora de Infraestructuras, S.L.							
Autopista Central	San José N° 1145, San Bernardo, Santiago, Chile	68,466	50.00%	Abertis Autopistas Chile	Equity method	Toll road operator	Other auditors
Through Sanef ITS SAS							
Trans-Canada Flow Tolling Inc.	1200, Waterfront Centre, 200 Burrard Street, Vancouver BC V6C3L6, Canada	1,736	50.00%	Sanef ITS SAS	Equity method	Toll operator	Other auditors

(*) Relates to the percentage ownership held by Abertis Infraestructuras, S.A. (direct or indirect) in each of the investees.

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APPENDIX III Associates included in the scope of consolidation

Company	Registered office	Shareholding: Cost (thousands of euros)	Shareholding: % (*)	Assets	Liabilities	Income	Profit/(loss)	Company holding the interest	Accounting method	Activity	Auditor
DIRECT SHAREHOLDINGS											
Concesionaria Vial de los Andes, S.A. (COVIANDES)	Avenida Calle 26 nº 59-41.Piso 9 (Edificio CCI) Santafé de Bogotá (Colombia)	18,563	40.00%	198,995	177,875	241,376	23,028	Abertis	Equity method	Infrastructure concession operator	Deloitte
Coninvial	Avenida Calle 26 nº 59-41.Piso 9 (Edificio CCI) Santafé de Bogotá, Colombia	8	40.00%	39,307	16,506	125,385	14,352	Abertis	Equity method	Construction	Deloitte
Cellnex Telecom, S.A.	Av. del Parc Logistic, 12-20 08040 Barcelona	138,969	34.00%	1,698,903	1,243,378	2,979	21,539	Abertis	Equity method	Holding company (terrestrial telecommunications)	Deloitte
INDIRECT SHAREHOLDINGS											
Through Abertis Autopistas España S.A.											
Autopista Terrassa-Manresa, Concessionària de la Generalitat de Catalunya, S.A. (AUTEMA)	Autopista C-16, km 41. Barcelona	49,568	23.72%	1,034,834	414,608	91,452	47,698	Acesa	Equity method	Toll road operator	Deloitte
Ciralsa, S.A.C.E.	Av. Maisonnave, 41. Alicante	- (7)	25.00%	260,403	557,543	6,079	(24,358)	Aumar	Equity method	Construction, upkeep and operation of toll roads	Deloitte
Alazor Inversiones, S.A.	Carretera M-50, Km. 67,5 Área de Servicio la Atalaya Villaviciosa de Odón (Madrid)	- (7)	35.12%	1,124,208	1,305,547	23,050	(28,227)	Iberpistas	Equity method	Holding company	Deloitte

(7) Shareholding fully provisioned at 31 December 2015.

(*) Relates to the percentage ownership held by Abertis Infraestructuras, S.A. (direct or indirect) in each of the investees.

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Company	Registered office	Shareholding		Assets	Liabilities	Income	Profit/(loss)	Company holding the interest	Accounting method	Activity	Auditor
		Cost (thousands of euros)	% (*)								
Infraestructuras y Radiales, S.A. (IRASA)	Ctra. M100 Alcalá de Henares a Daganzo Km 6.3 28806 Alcalá de Henares	- [7]	30.0% [8]	552,727	715,062	13,344	(22,056)	Iberpistas / Avasa	Equity method	Infrastructure administration and management	Deloitte
M-45 Conservación, S.A.	Ctra. M-203 P.K. 0.280. Madrid	277	25.00%	835	229	1,503	53	Trados -45	Equity method	Toll road upkeep and management	Deloitte
Bip & Drive, S.A.	Paseo de la Castellana 95, Torre Europa, Planta 16, 28046 Madrid	3,193	35.00%	9,538	2,541	16,480	(1,616)	Abertis Autopistas España	Equity method	Retailing of tags	Deloitte
Accesos de Madrid, C.E.S.A.	Carretera M-50, Km. 67.5 Área de Servicio la Atalaya Villaviciosa de Odón (Madrid)	223,605	35.12%	1,124,207	1,305,547	23,049	(34,662)	Alazor Inversiones	Equity method	Toll road operator	Deloitte
Autopista del Henares, S.A.C.E. (HENARSA)	Ctra. M100 Alcalá de Henares a Daganzo Km 6.3 28806 Alcalá de Henares	- [7]	30.00% [8]	743,103	1,054,743	13,343	(43,438)	Infraestructuras y Radiales	Equity method	Toll road operator	Deloitte
Erredosa Infraestructuras S.A. (ERREDOSA)	Ctra. M100 Alcalá de Henares a Daganzo Km 6.3 28806 Alcalá de Henares	- [7]	30.00% [8]	42	11	0	(1)	Infraestructuras y Radiales	Equity method	Infrastructure administration and management	Deloitte

Through Abertis Motorways Uk Ltd.

Road Management Group (RMG)	Fifth Floor 100 Wood Street London EC2V 7EX, UK	15,951	33.33%	274,665	242,909	58,743	4,517	Abertis Motorways Uk Limited	Equity method	Toll road operator	Other auditors

Through Holding d'Infrastructures de Transport, S.A.S

A'lienor	40, rue de Liège 64000 Pau, France	96,471	18.39%	1,122,252	883,070	53,589	1,322	Sanef	Equity method	Toll road operator	Deloitte
Alis	Lieu-dit Le Haut Groth 27310 Bourg-Achard, France	228	10.34% [9]	949,055	788,179	69,783	6,304	Sanef / Sapn	Equity method	Toll road operator	Deloitte

(7) Shareholding fully provisioned at 31 December 2015.

(8) Indirect shareholding of **Abertis**: 30%. Indirect through Iberpistas, S.A.C.E. 15% and Avasa 15%: Interest fully provisioned at 31 December 2015.

(9) Indirect shareholding of **Abertis**: 10.34%. Indirect through Sanef: 6.13%, and through Sapn: 4.21%.

(*) Relates to the percentage ownership held by Abertis Infraestructuras, S.A. (direct or indirect) in each of the investees.

This appendix forms an integral part of Note 2.g.i to the 2015 consolidated financial statements, with which it should be read.
Figures in foreign currency are translated to euros using exchange rates at the end of the reporting period.

Company	Registered office	Shareholding: Cost (thousands of euros)	Shareholding: % (*)	Assets	Liabilities	Income	Profit/(loss)	Company holding the interest	Accounting method	Activity	Auditor
Routalis S.A.S	11, avenue du Centre 78280 Guyancourt, France	12	15.76%	3,041	2,068	10,815	929	Sapn	Equity method	Management of land transport infrastructures	Deloitte
Leonord S.A.S	Immeuble First Part Dieu - 2 avenue Lacassagne - 69003 LYON, France	0	18.39%	-	-	-	-	Sanef	Equity method	Management of operation contract	Other auditors
Through Cellnex Telecom, S.A.											
Retevisión-I, S.A.U.	Av. del Parc Logistic, 12-20 08040 Barcelona	368,938	34.00%	518,966	119,146	263,209	42,607	Cellnex Telecom, S.A.	Equity method	Terrestrial telecommunications infrastructure operator	Deloitte
Tradia Telecom, S.A.U.	Av. del Parc Logistic, 12-20 08040 Barcelona	127,121	34.00%	185,713	25,300	91,633	16,373	Cellnex Telecom, S.A.	Equity method	Terrestrial telecommunications infrastructure operator	Deloitte
OnTower Infraestructuras, S.A.U.	Av. del Parc Logistic, 12-20 08040 Barcelona	28,457	34.00%	446,584	422,764	94,874	2,103	Cellnex Telecom, S.A.	Equity method	Terrestrial telecommunications infrastructure operator	Deloitte
Cellnex Italia, S.r.L (formerly Smartowers Italy, S.r.L.)	Via Carlo Veneziani 58, 00148 Rome, Italy	789,610	34.00%	809,645	21,644	528	(1,609)	Cellnex Telecom, S.A.	Equity method	Terrestrial telecommunications infrastructure operator	Deloitte Italy, S.p.A.
Cellnex UK Limited	55 Old Broad Street, London, EC2M 1RX, United Kingdom	1	34.00%	-	-	-	-	Cellnex Telecom, S.A.	Equity method	Holding company	-
TowerCo, S.P.A.	Via Alberto Bergammini 50, Rome, Italy	94,600	34.00%	40,989	5,922	23,014	6,324	Cellnex Italia, S.r.L.	Equity method	Terrestrial telecommunications infrastructure operator	Deloitte Italy, S.p.A.
Galata, S.p.A.	Via Carlo Veneziani 56L, 00148 Rome, Italy	693,000	30.60%	322,596	55,115	151,405	(294)	Cellnex Italia, S.r.L.	Equity method	Terrestrial telecommunications infrastructure operator	Deloitte Italy, S.p.A.
Adesal Telecom, S.L.	Ausias March 20, Valencia	4,464	20.43%	21,319	8,327	8,828	1,692	Tradia Telecom, S.A.U.	Equity method	Construction and operations of telecommunications infrastructure	Deloitte

(*) Relates to the percentage ownership held by Abertis Infraestructuras, S.A. (direct or indirect) in each of the investees.

This appendix forms an integral part of Note 2.g.i to the 2015 consolidated financial statements, with which it should be read.
Figures in foreign currency are translated to euros using exchange rates at the end of the reporting period.

Company	Registered office	Shareholding		Assets	Liabilities	Income	Profit/(loss)	Company holding the interest	Accounting method	Activity	Auditor
		Cost (thousands of euros)	% (*)								
Torre de Collserola, S.A.	Ctra. de Vallvidrera al Tibidabo, s/n. Barcelona	2,439	14.20%	17,792	11,379	4,608	8	Retevisión I, S.A.U.	Equity method	Construction and operations of telecommunications infrastructure	Deloitte
Consorcio de Telecomunicaciones Avanzadas, S.A. (COTA)	C/ Uruguay, parcela 13R, nave 6, Parque Empresarial Magalia, Polígono Industrial Oeste Alcantarilla (Murcia)	304	10.03%	3,440	604	1,823	106	Tradia Telecom, S.A.U.	Equity method	Provision of related services for telecommunications concessions and operators	Other auditors
Gestora del Espectro, S.L.	Av. del Parc Logistic, 12-20 08040 Barcelona	3	34.00%	-	-	-	-	Retevisión I, S.A.U.	Equity method	Development, implementation, management and marketing of terrestrial telecommunications services	-
Towerlink Italia, S.r.l.	Via Carlo Veneziani 58, 00148 Rome, Italy	10	34.00%	-	-	-	-	Cellnex Italia, S.r.L.	Equity method	Terrestrial telecommunications infrastructure operator	-

Through Abertis Telecom Satélites, S.A.

Hisdesat Servicios Estratégicos	Paseo de la Castellana, 143 - Madrid	46,512	24.53%	354,007	112,964	63,058	21,289	Hispasat, S.A.	Equity method	Commercialisation of space systems for government	Other auditors
Grupo Navegación por Satélites, Sistemas y Servicios	Isaac Newton, 1 - Madrid	-	8.15%	1,295	360	-	-	Hispasat, S.A.	Equity method	Operation of satellite systems	-

(*) Relates to the percentage ownership held by Abertis Infraestructuras, S.A. (direct or indirect) in each of the investees.

This appendix forms an integral part of Note 2.g.i to the 2015 consolidated financial statements, with which it should be read.
Figures in foreign currency are translated to euros using exchange rates at the end of the reporting period.

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

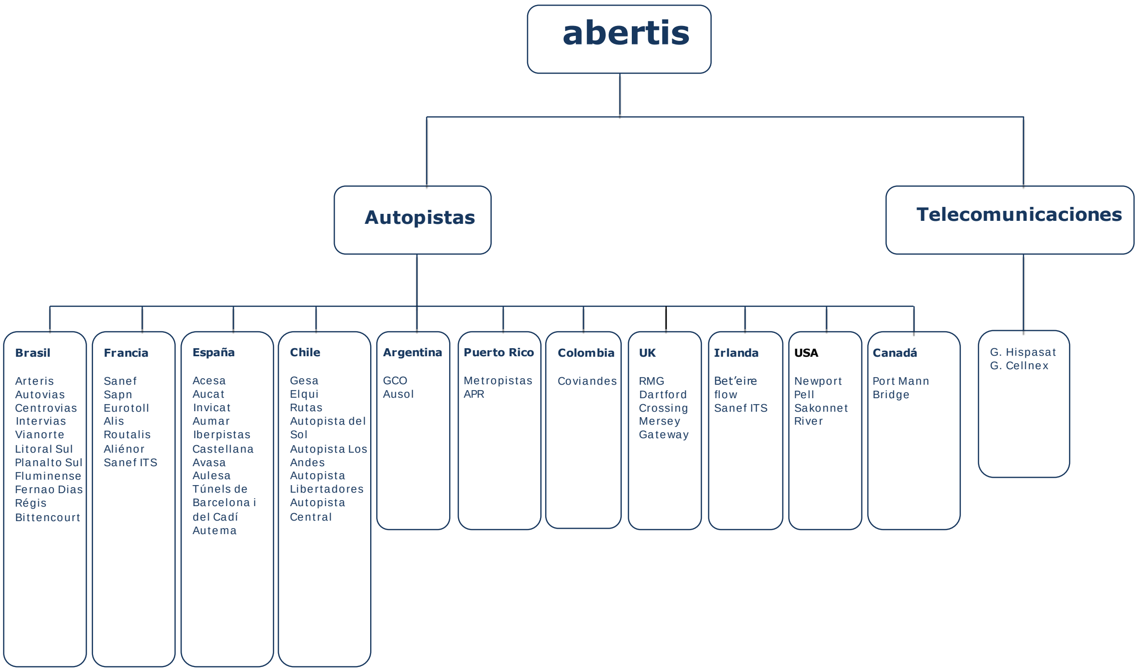
ABERTIS INFRAESTRUCTURAS, S.A. AND SUBSIDIARIES

CONSOLIDATED DIRECTORS' REPORT FOR 2015

1. INFORMATION REQUIRED UNDER ARTICLE 262 OF THE SPANISH LIMITED LIABILITY COMPANIES LAW

1.1. Situation of the entity

Abertis Infraestructuras, S.A. (company listed on the Barcelona, Bilbao, Madrid and Valencia stock exchanges) is the Parent of a group that is the sole shareholder (in some cases) or majority shareholder (in others) of the parent companies of different activities of the Group. The summarised structure of the **Abertis** Group at 31 December 2015 is as follows:



The detail of the Parent's subsidiaries, joint ventures and associates at 31 December 2015, and the percent shareholdings, is set out in Appendices I, II and III, respectively, of the consolidated financial statements.

The **Abertis** Group provides services in the area of infrastructure management for mobility and communications, and operates in the toll roads and telecommunication infrastructure sectors.

Abertis directly manages more than 7,500 kilometres of toll roads, making it the world leader in this sector and one of the leading operators in Spain, Brazil, Chile and Puerto Rico.

In the case of telecommunications infrastructures, the Group remains a major global player in the satellite transmission sector through the operator **Hispasat**, which has seven satellites in service (with three new satellites under construction, of which two are will increase existing capacity).

Following the tender offer on the shares of Cellnex Telecom, S.A. (Cellnex), the largest neutral European operator of telecommunications infrastructures for mobile telephony and audio-visual broadcasting, with a network of more than 15,000 towers, the Group holds a 34% interest in this company.

The continuous process of international expansion of the Group has given **Abertis** a presence in 14 countries of Europe and Latin America, enabling it to diversify its geographic risk and better adapt to global economic cycles. Nearly two thirds of the Group's income in 2015 was generated outside of Spain, most notably in France, Brazil and Chile.

Operations and internal organisation

Commitment, progress and constant improvement are the cornerstones of the Group's business model and point to its desire to identify with society and its clients, shareholders and employees.

Abertis' vision is to become a leading global operator in managing infrastructure at the service of mobility and communication.

Abertis' mission is sustainably and efficiently promote and manage infrastructure that contributes to the development of society, in a manner that is compatible with the well-being of its employees and that creates long-term value for its shareholders.

This allows **Abertis** to meet its commitments and act with integrity, guided by its values:

- Leading based on responsibility and confidence in people,

- Seeking out solutions for the development of infrastructure based on dialogue and collaboration with our stakeholders,
- Anticipating and adapting to the needs of our clients and users through innovation and continuous improvement,
- Driving efficiency in our organisation based on simplicity and pragmatism,
- Acting transparently in order to unlock our rigour and credibility.

The Annual Corporate Governance Report, which is part of the Consolidated Financial Statements, describes in detail the structure and the decision-making process of the Group's governing body, particularly the functions of the General Shareholders' Meeting and the Board of Directors as the Group's highest governing bodies.

Scope of consolidation and significant events

In 2015 the favourable economic environment consolidated. In Spain this enabled activity, which had begun to rise in 2014, to continue to grow, as well as spurring growth in France and Chile. Nonetheless, heavy vehicle activity in Brazil declined sharply in the year.

The Group continues to focus its efforts on very selective growth with consolidation operations and to strengthen its position in companies in which it holds an interest. This is the case of the takeover of **Túnels** and the purchase of the minority shareholdings in the controlled company **I2000** in 2015, as well as, in January 2016, the agreement for the purchase of an additional 50% of Autopista Central, S.A. (**Acsa**) after which **Abertis** became its sole shareholder. In addition, Partícipes en Brasil, S.A. is working to complete the acquisition of the non-controlling shares of **Arteris** through a tender offer.

The Group made investments of more than EUR 1,000 million in 2015, of which approximately 22% took place in Spain and 48% in Brazil.

The Group continues to make a broad effort to control its operating costs, as well as its operational investments, in order to improve management through increased efficiency.

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.

In line with these strategic considerations, and against the backdrop of activities to be carried out by the Group, mainly in the toll road sector, as detailed in Notes 6, in 2015 the following milestones were reached:

i. The admission to listing of Cellnex, which led to the sale in May of 66% of this company's share capital.
ii. The divestment process in the airport sector commenced in 2013, with the sale at the end of April 2015 of DCA (through which **Abertis** held a 74.5% interest in MBJ Airports, Ltd., (Mbj) and a 14.77% interest in SCL Terminal Aéreo Santiago, S.A. (Scl).

The most significant events in 2014 were as follows:

Toll Roads

Within this framework of actions designed to consolidate and strengthen the Group's position as a controlling shareholder with a role in industry, the following events stand out:

- In May, **Abertis**, through Partícipes en Brasil, S.A. (which is a 51% investee of **Abertis**) announced its intention to make a tender offer for all of the shares of **Arteris**, which is expected to occur in the first half of 2016.
- In July, an agreement was reached (and finalised in September) for the acquisition of 50% less one share of the share capital of Infraestructura Dos Mil, S.A. (**I2000** which, in turn, has a 100% shareholding of Sociedad Concesionaria Autopista Los Libertadores, S.A. and of Sociedad Concesionaria Autopista del Sol, S.A.), for 93,530 million Chilean pesos (approximately EUR 133 million), giving the Group an indirect 100% stake in Autopista Los Libertadores and Autopista del Sol.
- Also in July, an agreement was reached (and finalised in November) for the purchase of an additional 15.01% of **Túnels**, by which **Abertis** became the majority and controlling shareholder of this company.
- In January 2016, an agreement was reached for the purchase of the remaining 50% of Autopista Central, S.A. (**Acsa**) for EUR 948 million with Abertis indirectly obtaining a 100% shareholding in this company, which will be fully consolidated in 2016.

In any case, **Abertis** continues to work on constantly expanding its toll road capacity.

Accordingly, the **Sanef** group is also continuing to upgrade its network. At the end of June, an agreement was reached with the French government on Plan Relance for French toll roads, under which the concession operator will upgrade the toll road network, making investments for approximately EUR 600 million in exchange for the extension of the concession arrangements (2 years for **Sanef** and 3 years and 8 months for **Sapn**). This agreement was finalised in the third quarter of 2015 following approval by the Council of State and published in the French Official State Gazette.

The **Arteris** Subgroup continues to carry out work on extending and upgrading its toll roads, as set forth in the respective concession arrangements awarded by the Federal Government. Of particular note in 2015 were the works to twin the lanes in Serra do Cafezal, in Regis Bittencourt, and in Fluminense as well as the commencement of work on the outskirts of Florianópolis, in Litoral Sul, under the terms of the concession arrangements. Also in 2015, the new remodelling of the Riberão Preto link road by the concession operators in the State of São Paolo, Autovias and Vianorte, was also completed.

In the sector, research has moved forward and best practices continue to be implemented so as to ensure a quality, differentiated service for customers and users in such areas as dynamic tolling, signage or roadworthiness. This has led to a noticeable improvement in driving speeds and safety.

Efforts are also under way to improve the commercial services offered to toll road users through sales policies that offer discounts to both light and heavy vehicles in order to reward the most loyal customers and attract new users to the toll roads.

Within the framework of the Group’s current 2015-17 Strategic Plan, in 2015 work began on implementing a new efficiency and modernisation plan 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 Spain, in relation to the AP-7 agreement, the Ministry of Public Works’ ruling on the appeal that was handed down in the Administrative Review in 2011 noted that any **Acesa** Administrative Review will comply with the final decision of the Council of State, dated 17 December 2014. This was confirmed in the Administrative Review of 2014. It should be emphasised that this decision contradicts the ruling of the Council of State itself, that which the State Legal Service issued in 2014, various opinions of prestigious jurists, the opinion of the auditors and even the rulings of the Government until 2010. Accordingly, although both **Acesa** and **Abertis** continue maintaining vis-à-vis the Ministry of Public Works the legal grounds on which they have always based their opinions (see detail in Note 12), in light of the events of 2015, 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. In addition, from 1 January 2015, such compensation ceased to have an impact on the income statement.

On 30 June **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 relative to the Administrative Review in 2011. Furthermore, a request was submitted to the Council of Ministers via the government office for toll road concession operators in Spain asking that it 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, so as to include the traffic guarantee expressly agreed in the arrangement in the compensation account. On 30 September 2015 **Acesa** filed an appeal for judicial review before the Madrid High Court of Justice regarding the dismissal of the request presented before the Council of Ministers due a lack of response to the query that had been filed.

With respect to the request submitted by **Aumar** 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 within 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 (see Note 12.ii).

In reference to the unilateral amendment to the concession agreement of Autema by the Regional Government of Catalonia, Autema shall defend its interests and those of its shareholders as appropriate, including, if the case should arise, in court.

Telecommunications

Activity in the satellite telecommunications infrastructure sector during the period was boosted by the increase in orbital capacity.

Additionally, via its ownership interest in **Hispasat**, the Group continues to work on expanding satellite capacity and has invested more than EUR 250 million in new satellites which it expects to launch in coming years.

1.2. Business performance and results

Activity and results

The breakdown of the average daily traffic (ADT), the main indicator measuring activity, of the Group's main toll road concession operators is as follows:

	Km.	ADT 2015	% Change on 2014
Toll roads Spain	1,559	19,231	6.1%
Toll roads France	1,761	24,021	1.8%
Toll roads Brazil	3,250	18,187	(2.3%)
Toll roads Chile	711	19,257	8.5%
Toll roads Rest of the World	264	77,919	0.7%
Abertis	**7,545**	**21,976**	**1.4%**

At year-end 2015, **Abertis'** toll road activity showed positive growth, thanks to the increases in activity in the main countries in which the Group operates. Spain has seen robust activity (confirming the change of trend seen in 2014) and France has seen a turnaround, while activity in Chile continues its upward trend, exceeding that of the other counties in which the Group operates.

Brazil, however, witnessed a decline in activity in 2015 with a considerable drop in heavy vehicle traffic due to the downturn in the Brazilian economy.

Toll roads, as a whole, remain the main sector of activity in terms of contribution to consolidated income. The concession operators’ overall average daily traffic (the main indicator of activity, ADT) increased by 1.4% to 21,976 vehicles, helping boost the Group's revenue.

The satellite telecommunications infrastructure sector has also demonstrated a positive tendency as a result, mainly, of the increased capacity of the orbital positions.

The main aggregates of the consolidated income statement for 2015 and 2014 are as follows:

Millions of euros	2015	2014 (restated)
Operating income before infrastructure	4,378	4,453
Operating expenses before infrastructure upgrade expenses	(1,686)	(1,544)
Gross profit (loss) from operations	**2,692**	**2,909**
Depreciation and amortisation charge	(1,135)	(1,159)
Provisions for non-current receivables	(859)	-
Provisions for impairment losses	(763)	(4)
Profit from operations	**(65)**	**1,746**
Financial loss	(1,116)	(726)
Profit (loss) of companies accounted for using the equity method	(41)	21
Profit (loss) before tax	**(1,221)**	**1,042**
Income tax	2	(356)
Profit (loss) from continuing operations	**(1,219)**	**686**
Profit from discontinued operations	2,721	119
Profit for the year	**1,502**	**805**
Attributable to non-controlling interests	(378)	150
Attributable to shareholders of the Company	**1,880**	**655**

Operating expenses before infrastructure upgrade expenses amounted to EUR 4,378 million, a 1.7% decrease over 2014. The main reasons for this decrease are the fact that traffic guarantee compensation under the AP-7 agreement ceased to impact the 2015 income statement and the trend in the Brazilian real during the year, the average exchange rate of which declined by 18% from 2014. These negative impacts were partially offset by the strong performance of activity and the impact of the revision of average rates in toll road concessions as well as changes in the exchange rates of the Chilean peso, the US dollar and the Argentinean peso (which positively impacted Group income).

Group earnings were boosted by the implementation of a series of measures to improve the efficiency and optimisation of operating costs, on which the Group has placed and will continue to place importance in coming years. Given that the 2011-2014 efficiency plan exceeded initial expectations, the Group has been working on a new efficiency plan for the 2015-2017 period, which should enable the Group to consolidate the results achieved to date while continuing to improve operating efficiency and cost optimisation.

In the first half of 2015, an accounting provision was recognised for the impairment of the guaranteed traffic compensation balance under the AP-7 arrangement (EUR 859 million; see Note 12.i) with respect to which **Abertis** and the Ministry of Public Works have differences of interpretation. In view of the worsening of the macroeconomic climate in Brazil which, *inter alia*, has significantly affected the concession activity of the **Arteris** subgroup in the country, and following the update of the impairment test to verify the recoverability of its net assets, impairment on such assets was recognised for EUR 763 million (EUR 260 million, net of the impact on **Abertis'** earnings; see Note 8.iv).

This resulted in an operating loss of EUR 65 million, due to the one-off effect of the aforementioned impairment and the fact that the traffic guarantee compensation under the AP-7 agreement ceased to have an impact on 2015 income.

The financial result for the year includes the following impacts:

- A gross loss due to the recognition of a provision of EUR 117 million in relation to the possible inclusion of Alazor's other creditor banks as a claimant (see Note 9.ii).
- A gross loss due to the recognition of a provision of EUR 123 million for the portion corresponding to the financial revaluation of the balance of guaranteed traffic compensation under the AP-7 agreement (see Note 12.i).
- Net financial gain of EUR 44 million related to the "step acquisition" of **Túnels** which, for accounting purposes, and in accordance with IFRS 3, made it possible to remeasure the assets and liabilities already held in this company (see Note 5).

Finance costs associated with borrowings increased slightly mainly due to the greater relative weight of debt in non-eurozone areas with higher interest rates.

The negative contribution of companies accounted for using the equity method is due to the impairment in the year on the investment held in Autema, amounting to EUR 73 million, as a result of the unilateral amendment to the concession arrangement made by the Catalonia Government (see Note 9.iv).

Lastly, the contribution of discontinued operations includes mainly the gain obtained from the public offering of Cellnex (EUR 1,741 million for the sale of 66% of its share capital, and EUR 925 million, relating to the appreciation of 34% of the investment held in Cellnex), as well as the gain of EUR 40 million obtained from the sale of **Dca**.

In light of these considerations, consolidated profit attributable to shareholders in 2015 stood at EUR 1,880 million.

Regarding the relative weight of the various business units in terms of revenue, following the public offering for Cellnex in the first half of 2015, the toll road sector's share of total revenue rose to 95% (87% at year-end 2014) while telecommunications infrastructure accounted for 5% (13% at year-end 2014).

Balance sheet

The main aggregates of the consolidated balance sheet for 2015 and 2014 are as follows:

Millions of euros	2015	2014 (restated)		2015	2014 (restated)
Property, plant and equipment	1,375	1,976	Share capital and reserves attributable to the shareholders of the Parent	3,261	3,148
Goodwill	3,816	4,563	Non-controlling interests	2,088	2,845
Other intangible assets	12,392	13,022	**Equity**	**5,349**	**5,993**
Investments in associates and joint ventures	1,907	933	Bond issues and bank borrowings	13,324	14,726
Other non-current assets	2,624	3,283	Other non-current liabilities	3,929	3,826
Non-current assets	**22,114**	**23,777**	**Non-current liabilities**	**17,253**	**18,552**
Other current assets	1,403	1,405	Bond issues and bank borrowings	1,784	1,668
Cash and cash equivalents	2,222	2,242	Other current liabilities	1,353	1,411
Current assets	**3,625**	**3,647**	**Current liabilities**	**3,137**	**3,079**
Non-current assets held for sale and discontinued operations	-	316	Liabilities associated with non-current assets held for sale and discontinued operations	-	116
Assets	**25,739**	**27,740**	**Equity and liabilities**	**25,739**	**27,740**

Total assets at 31 December 2015 amount to EUR 25,739 million, a reduction of 7.21% on year-end 2014 restated, mainly due to impairment in the year, the depreciation of the Brazilian real and the purchase of treasury shares following the tender offer made on 6.5% of its share capital.

About 53% of total assets relates to property, plant and equipment and to other intangible assets (basically concessions) that correspond to the nature of the Group's infrastructure management businesses. This figure increased slightly in the year as a result of divestments and impairment.

The Group's total investment in the toll roads and telecommunications operating segments in 2015 stood at EUR 1,074 million, mainly relating to the investment in expansion (91% of the total), the increase in toll road infrastructure capacity (particularly infrastructure in Brazil dependent on the Federal Government and in France for the upgrade and expansion of the network); the purchase of an additional 50% (less one share) of **I2000** and 15.01% of **Túnels**; and **Hispasat's** investments in new satellites.

Consolidated equity amounted to EUR 5,349 million, 10.7% less than at year-end 2014 restated, mainly because of the following factors that offset the income generated in the year:

- The purchase of treasury shares in the year, basically associated with a tender offer on 6.5% of the share capital of **Abertis**, for EUR 1,062 million.
- The negative trends in translation differences (EUR -376 million, of which EUR -208 million corresponds to non-controlling interests), mainly due to the depreciation of the Brazilian real.
- Changes in the scope of consolidation with an effect on non-controlling interests due to the sale of Dca/Mbj.
- Reimbursement of contributions, mainly to non-controlling shareholders of **Hit** and **Túnels**.

In spite of the impact of the 2014 final dividend (EUR -296 million), the 2015 interim dividend (EUR -311 million) and the purchase of treasury shares (EUR -1,062 million), if non-controlling interests are stripped out, consolidated equity increased by 3.6%, basically as a result of the income generated in the year.

Matters related to staff

At **Abertis**, people represent the fundamental asset that enables the organisation to maintain a high standard of quality in the services we offer and attain our objectives in social responsibility.

The satisfaction of working people is a key element for managing and retaining talent and ensuring occupational health and safety through ongoing dialogue and the involvement of the human team in the continuous improvement of the company.

The different tools for two-way internal communication, like the intrabertis intranet, the "shared responsibility" project and periodic meetings foment participation and generate a common culture. They also promote non-work activities that include active participation in social events and that foster relationships of the team outside the workplace.

To manage talent, the Group invests in training, supports goal-based management and develops systems for the management of professional development. The implementation of health and safety management systems under the OHSAS international standard allows risk identification to be coordinated and the implementation of prevention measures to be monitored. These elements are the foundation for the extension of social benefits.

Abertis has an express commitment to promote equality of opportunities and to prevent discrimination on the basis of gender, age, ethnicity or disability. The Diversity Project analyses these four areas in a transversal manner and proposes action plans for implementing continuous improvement efforts.

Environmental issues

The environmental strategy of **Abertis** takes the form of the gradual implementation of an environmental management system in Group companies, in accordance with the requirements of international standard ISO 14001. The framework of a continuous management-improvement system enables the organisation to minimise environmental impact under a common umbrella.

Mitigation of climate change is a key element of reducing the environmental impact of the Group's activity. This objective is attained through adequate management of energy and water resources, reduction of resource consumption and the implementation and promotion of innovative steps aimed at reducing the carbon footprint related to **Abertis'** services.

Minimising environmental impact also includes aspects such as reducing noise pollution as well as managing and reducing waste, prioritising reuse and recycling, including by improving water treatment and the quality of the wastewater that is generated.

Special mention should be made of measures to conserve and improve natural spaces where the Group operates, which mitigate the possible impact of infrastructure on biodiversity.

Innovation is also way to reduce the carbon footprint of **Abertis**, its business units, clients and suppliers. We work with them to share projects that add value to our work on a daily basis. Lastly, investment in environmental awareness broadens this commitment to our surroundings to include employees, clients and suppliers.

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.

1.3. Liquidity and capital resources

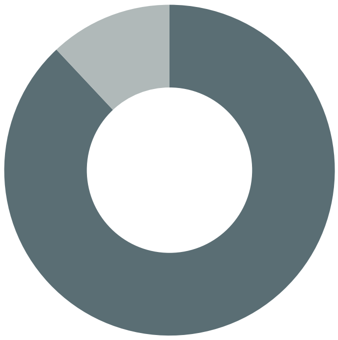
Gross financial debt at 31 December 2015 (excluding borrowings held with companies accounted for using the equity method and interest on loans and bonds) stands at EUR 14,776 million, or 276% of equity, an increase over 2014 year-end, restated (267%), mainly due to the reduction of equity. It is equal to 57% of liabilities and equity, in line with year-end 2014 (58%).

The bank borrowings of **Abertis** (excluding loans from companies accounted for using the equity method and interest on loans and bonds) in 2015 decreased by EUR 1,235,755 thousand to EUR 12,553,553 thousand.

This decrease is due mainly to the sale of 66% of Cellnex, which involved a net cash inflow of EUR 2,071 million (at the same time, with respect to the 2014 close, net debt of EUR 329 million ceased to be consolidated); the sale of 100% of Dca, which generated a net cash inflow of EUR 177 million; and the effect of the exchange rate at 31 December 2015, which entailed a decrease of EUR 381,690 thousand in the Group's net debt (basically due to the deprecation of the Brazilian real at year-end). These impacts have been partially offset by the increase in net borrowings of the Group associated with investments during the year, the cash payment related to the purchase of treasury shares in the amount of EUR 1,061,635 thousand (see Note 14.a.ii), the payment of dividends during the year (EUR 296 thousand for the final dividend of 2014 and EUR 311,263 thousand for the interim dividend of 2015) and the impact of the full consolidation in 2015 of **Túnels** (EUR 177,613 thousand following the acquisition of an additional 15.01% of its capital with the corresponding takeover; see Note 2.h).

As a result of its investment activity and involvement mostly in concession businesses, **Abertis** is exposed to regulatory and financial risks: foreign currency risk, credit risk, liquidity risk, 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 (6.1 years at year-end 2015) and, pursuant to a policy of minimisation of exposure to financial risks, a high percentage of debt at fixed rates or at rates fixed through hedges (88% at year-end 2015), greatly minimising any possible effects of credit market tension.



In 2015 the following operations performed by Group companies are noteworthy:

- A bond issue of EUR 600 million maturing in March 2026 (more than 10 years) and a 1,875% coupon by **Sanef**.
- A bond issue of EUR 200 million maturing in March 2025 (10 years) and a 2.25% coupon by **Hit**.
- Receipt of a loan for USD 335 million (approximately EUR 308 million at 31 December 2015) maturing in December 2022 by **Metropistas**.
- The drawdown of EUR 200 million maturing in November 2023, in order to meet the June 2015 maturity of borrowings amounting to EUR 200 million by **Avasa**.

- Issue of a bond for BRL 107 million (approximately EUR 31 million) maturing in December 2025 and a 12m+8.17% IPCA coupon by **Planalto Sul**.
- Issue of a bond for 750 million Brazilian reais (approximately EUR 174 million at 31 December 2015), maturing in December 2016, and a 12m+2.00% CDI coupon by **Arteris**.
- Receipt of a loan for CLP 125,282 million (approximately EUR 166 million at 31 December 2015) maturing in August 2020 by **Abertis Autopistas Chile**.
- The signing by the **Hispasat** subgroup of a syndicated credit facility maturing in July 2020 for a total amount of EUR 200 million, of which EUR 35 million had been drawn down at 31 December 2015.

The large cash flow generated by most of its main businesses allows **Abertis** to attain the financial equilibrium needed to make new investments to upgrade the infrastructure that it currently manages as well as to move forward, within the current economic and financial environment, with the selective investment growth policy that it has followed without resorting to additional capital contributions by shareholders.

1.4. Main risks and uncertainties

The **Abertis** Group has implemented a risk management model that has been approved and is monitored by the Audit and Control Committee, and is applicable to all business and corporate units in countries where the Group operates. The risk management model is aimed at effectively ensuring that the Group's objectives are achieved.

The main risks to the fulfilment of the **Abertis Group's** objectives are as follows:

i) Risk related to the environment and regulations in which the Group operates, and risks stemming from the specific nature of its business

The risks to which the Group is exposed as a result of the environment in which it operates relate to declining demand as a result of the economic situation in some countries, the creation of alternative infrastructure, changes in mobility or the entry of new competitors in certain economic sectors. The Group is also exposed to significant risks from changes in tax and legal regulations and socio-political changes, given that its activity is diversified in terms of sectors and geography (with distinct regulatory frameworks in each country). In addition, the fact that it is listed means that the Group is subject to certain regulatory changes.

Moreover, a large portion of the business (basically that associated with toll roads) is carried out under concession arrangements with time limitations, and is based on agreements with the authorities, as detailed in Notes 27.c and 12. This entails a requirement to ensure that the obligations set forth in the concessions and the investment commitments are complied with.

To reduce its exposure to risks as a result of the environment in which it operates, the Group pursues a selective international expansion and growth policy, fostering understanding with public authorities to develop infrastructure. In addition, it has continued to implement efficiency plans in order to streamline operating investments and expenditures, always ensuring service quality. The Group mitigates its risks to possible regulatory changes through coordination in the relevant areas to ensure that local legislation is adhered to and that it is able to anticipate regulatory changes.

ii) Financial risks

Because of the nature of its investment activity, the Group is exposed to certain financial risks—foreign currency risk, liquidity risk, cash flow interest rate risk—as well as the risk of rating changes and that relative to debt refinancing.

In 2015 and 2014 the Group abided by the financial instrument use policy described in Note 4 to the accompanying consolidated financial statements. In this policy, the Group sets maximum limits on interest rate and exchange rate exposure, which are defined at the Group level and for each of the businesses, and the authorised types of hedges and instruments for each of the businesses are identified, maturities of borrowings are monitored and extended, and potential impacts on **Abertis'** credit rating are monitored.

iii) Operational risks

Operational risks are risks relating to the integration of acquisitions; safety of users and employees; adaptation and quick response to technology changes in operating systems and the emergence of new technologies; control over infrastructure-building projects; maintenance and quality of infrastructures; training and retention of talent; integrity and security of information; internal and external fraud; dependence on suppliers; and business disruptions.

To minimise these risks the Group has specific control policies, procedures, plans and systems for each area which are periodically reviewed and updated by the internal auditing team and/or by specific external auditors for each area (financial reporting, quality, occupational risks, etc.). In addition, the Engineering Division (within the Industrial Development Department) monitors and controls investment programmes (especially in the Brazil and France business units), and continues to implement a series of systems for improving control thereof.

The Group also continually monitors and analyses its insurable risks and has implemented a corporate insurance programme to ensure a level of coverage and risk in keeping with policies that have been introduced.

iv) Financial-reporting risk, fraud and compliance:

The **Abertis** Group has a code of conduct (Code of Ethics) approved by the Board of Directors. The corporation prepares a Framework Ethical Code which is adapted in each country by way of the drawing up of a local Ethics Regulation which combines observance of corporate guidelines with the specific features certain countries may have on particular matters. The Code of Ethics is communicated to all employees, is available on the corporate intranet and forms part of the training received by new staff. In addition, other mechanisms exist to ensure awareness by employees.

The Group has created a corporate compliance function to improve compliance with the Group's Code of Ethics, implemented through specific regulations for each country and the establishment of whistle-blowing channels and the supervision of oversight and control measures to prevent the commission of criminal acts.

The main values and principles included in the Ethical Code are: integrity, honesty, transparency, loyalty, commitment to and defence of Group interests, 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 information prepared in accordance with applicable regulations, and the responsibility of its employees and management to ensure this is so, both by correctly carrying out of their functions and by notifying the governing bodies of any circumstance which might affect that undertaking.

To hedge risks relating to financial reporting and to ensure the reliability of such information, **Abertis** has established an Internal Control over Financial Reporting System (ICFRS). The Group has a corporate risk control unit that is responsible for carrying out tests to verify compliance with the policies, manuals and procedures defined for the ICFRS, and for validating the effectiveness of controls in place to mitigate the risks related to such processes.

1.5. Events after the reporting period

There have been no significant events subsequent to those indicated in Note 28 to the consolidated financial statements.

1.6. Outlook

Working within the framework of the Group's basic lines of action and focusing, *inter alia*, 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 the 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 with 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.

In terms of activity, in 2016 we expect to see the consolidation of the recovery seen in 2015 in **Abertis'** Spanish toll roads business, as well as continued growth in French and Chilean toll roads, complementing the increase in the Group's average rates for the year, despite the low level of inflation in Spain and France.

In the satellite telecommunications sector, the increased activity reported in 2015 is also expected to be consolidated.

This outlook, along with the ongoing efforts to improve efficiency, allows us to expect higher EBITDA, in like-for-like terms, in 2016.

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, which are inherent to the business, or those indicated in the accompanying consolidated financial statements for 2015. Nonetheless, the Group has strived and will continue to strive to optimise its management so as to have greater control over operating costs and investments, bearing in mind the new scenario and economic outlook for 2016.

1.7. R&D Activities

During the year ended 31 December 2015, the Group did not incur any significant research and development expenses.

1.8. Treasury shares

Pursuant to the authorisation approved by the General Shareholders’ Meeting, 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 taken by the Group's governing bodies in the future.

The transactions carried out during the year with treasury shares are specified in Note 14.a to the accompanying consolidated financial statements.

1.9. Other information

Shareholder remuneration

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

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

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 €0.33/share interim dividend already paid, which is 10% higher than the total dividend paid against income the previous year.

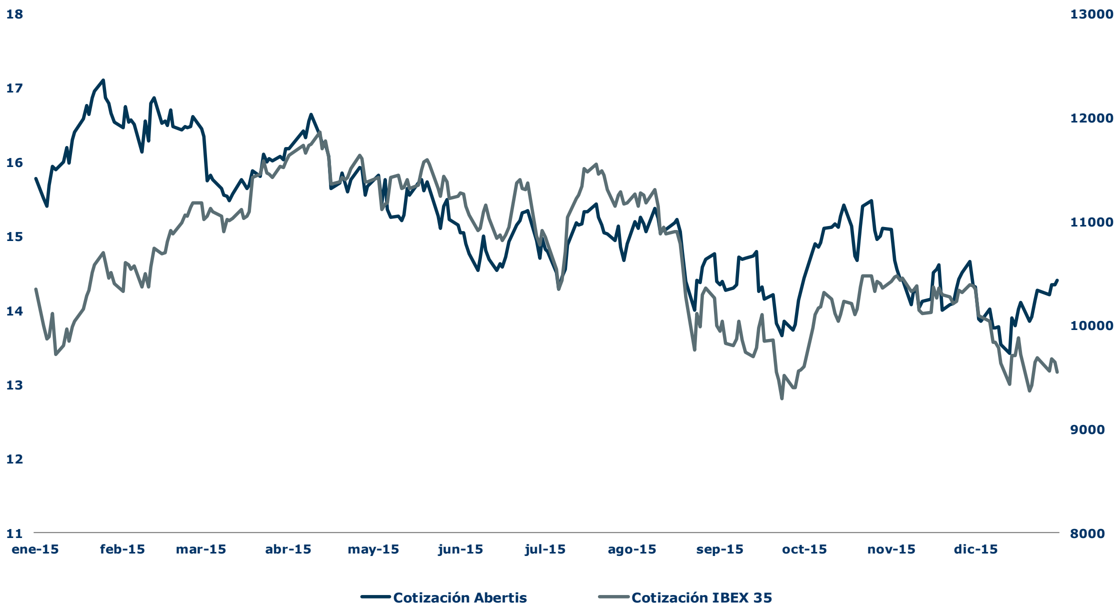
Stock market performance

The leading European securities markets in 2015 were characterised by growth: German (DAX: +9.6%), French (CAC 40: +8.5%), Italian (FTSE MIB: +12.7%), in contrast with the leading US stock exchanges (S&P: -0.7%) and (Dow Jones: -2.2%).

In Spain, due to the economic slowdown of China and some Latin American economies, and the political uncertainty arising from elections held during the year, the IBEX 35 ended lower for the year (-7.2%), after making gains in 2014 (+3.7%). The index fluctuated within a broad range throughout 2015, from the yearly high of 13 April (11,866.40 points) and the yearly low of 24 September (9,291.40 points).

Abertis' shares are listed on four Spanish stock exchanges (Barcelona, Bilbao, Madrid and Valencia) and are traded on the continuous market as part of the selective Spanish IBEX 35, which brings together the 35 largest listed companies.

As noted, 2015 was a negative year for the Ibex 35 and for the Group with respect to share price performance. **Abertis'** shares fell by 7.9%, while the Ibex 35 fell by 7.2%. The performance of the **Abertis** share price in 2015 (adjusted for the bonus issue), compared with the performance of the Ibex 35, is as follows:



Abertis closed 2015 with capitalisation of EUR 13,592 million, placing and fourteenth in the Ibex 35 ranking of companies by market capitalisation.

The breakdown of **Abertis'** main market ratios in 2015 and 2014 is as follows:

	2015	2014 (*)
Closing price (€/share)	14,41	15,65
Share price	-7.9%	+6.8%
Yearly high (€/share)	17,11	16,40
Yearly high (date)	26.01.15	1.12.14
Yearly low (€/share)	13,43	13,52
Yearly low (date)	14.12.15	16.10.14
Yearly average (€/share)	15,20	13,52
Total volume (shares)	1,034,376,232	629,094,911
Average daily volume (shares)	4,040,532	2,467,039
Total cash traded (EUR million)	15,661	9,527
Average daily cash (EUR million)	61	37
Number of shares (units)	943,220,294	898,305,042
End-of-year stock market capitalisation (EUR million)	13,592	14,759

(*) Share price data corrected for impact of bonus issue charged to reserves in the ratio of one new share for each 20 former shares, as per a resolution of the Shareholders' Meeting of 24 March 2015.

Credit quality management

Abertis has a credit rating assigned by the rating agencies Standard and Poor's and Fitch Ratings.

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, dated June 2015, the "BBB" rating was 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.

It is **Abertis'** policy to maintain an investment grade credit rating.

2. ANNUAL CORPORATE GOVERNANCE REPORT

The 2015 Annual Corporate Governance Report presented by the Board of Directors of Abertis Infraestructuras, S.A. is set forth below on 96 pages, numbered 1 to 96, both inclusive.

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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