

## **REPORT ON THE OPERATION AND ACTIVITIES OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

Reporting period: 1 January to 31 December 2015

### **1.- Composition**

On 24 March 2015, the Board member TDS Beta, S.à.r.l., represented by Santiago Ramírez Larrauri, a member of this Committee, resigned due to the sale by Trebol International, B.V. of a portion of its ownership interest.

Until 15 December 2015 the Corporate Social Responsibility Committee had been chaired by Salvador Alemany Mas, who was replaced, from that date, by the independent director María Teresa Costa Campi.

At 31 December 2015, the Corporate Social Responsibility Committee was composed of five members:

<b>Post</b>	<b>Member</b>	<b>Date of appointment</b>	<b>Type</b>
Chair	María Teresa Costa Campi	20/03/13	Independent
Member	Salvador Alemany Mas	21/07/98	Proprietary
Member	Susana Gallardo Torrededia	13/03/14	Proprietary
Member	Pablis 21, S.L. (Manuel Torreblanca Ramírez)	24/04/12	Proprietary
Secretary	José María Coronas Guinart		Non-Director Secretary

Director Pablis 21, S.L., represented by Manuel Torreblanca Ramírez, resigned after the end of the reporting period.

## **2.- Duties and operation**

Article 14bis of the Board of Directors Regulations specifies the duties of the Corporate Social Responsibility Committee, establishing the following pursuant to the changes made in 2015:

*1. The Corporate Social Responsibility Committee must be composed of five (5) non-executive directors. The majority of its members must be independent directors, one of whom must chair the Committee. The members of this Committee will be appointed on the basis of their knowledge, skills and experience in corporate social responsibility matters.*

*2. Notwithstanding other duties that may be assigned to it by the Board, the following basic responsibilities of the Corporate Social Responsibility Committee will be as follows:*

- a) to inform the Board of the general policy, objectives and programmes relating to corporate social responsibility matters; to ensure the adoption and effective application of the aforementioned corporate social responsibility policy; to follow up its degree of compliance and the corporate social responsibility strategy and practices; and to review the policy to ensure that it is focused on creating value;*
- b) to oversee and assess the various stakeholder relationship processes;*
- c) to coordinate the reporting process in relation to non-financial and diversity matters in accordance with applicable legislation and benchmark international standards;*
- d) to review and inform on the Annual Corporate Social Responsibility Report prior to its presentation to the Board of Directors;*
- e) to recommend the strategy in relation to contributions to Fundación Abertis and to ensure their compliance with the corporate social responsibility programmes adopted by the Company; and*
- f) any other responsibilities for matters within its remit which the Board of Directors or the Chairman of the Board may request of it.*

*3. The Corporate Social Responsibility Committee shall meet each time the Board of Directors or the Chairman of the Board requests the submission of a report or the adoption of proposals and whenever considered appropriate for the proper*

*performance of its duties. It will be convened by the Chairman of the Board or by three (3) Committee members.*

*4. The committee must appoint a Secretary and may designate a Deputy Secretary, both of whom need not to be members of this Commission.*

### **3.- Activities**

A total of five meetings were held in 2015. All the directors attended the meetings, except for one meeting in which two directors were absent.

The issues and matters discussed in 2015 were as follows:

- Materiality analysis and material aspects

The Committee assessed the results of the materiality analysis conducted in 2014 and oversaw and formally reported the material aspects forming the basis for the review and submission of the CSR Report and the Master Plan.

The methodology followed included the main international standards and the firm auditing the CSR Report participated in the process. In this connection, and subsequent to the recommendations from the external audit team and the changes implemented in the organisation in 2015, the material aspects were assessed and reported by the Committee.

- CSR Report

The Committee coordinated, reviewed and reported the content of the 2014 CSR Report, which was published in March 2015 and reviewed externally (external audit and GRI review). Also, in accordance with the materiality assessment and feedback received from various stakeholders, the content index of the 2015 CSR Report was reported, which will be validated and published in March 2016.

The 2014 CSR Report was classified as Advanced by the United Nations Global Compact and meets the requirements established by GRI G4 receiving a rating of Comprehensive In Accordance.

- Audit results of the 2014 CSR Report

After the publication of the Report, the achievements and challenges relating both to accountability and management of CSR issues were assessed. Note should be made of the transition of the Report to GRI G4 and of the external audit thereof and its alignment with the AA1000AS (2008) requirements.

- Monitoring of external ESG analyses

In 2015 requests to participate in various external assessment initiatives and non-financial analyses were coordinated, including those from the Dow Jones Sustainability Indexes, FTSE4Good, Carbon Disclosure Project, Trucost, Sustainalytics, EIRIS, MSCI, and Corporate Knights (100 Global Leaders ranking). Likewise, the feedback arising from the assessments conducted by these ESG performance agencies and analysis initiatives was monitored.

- Climate change and the Paris Summit

In connection with a specific request included in the Carbon Disclosure Project 2015 survey, the Committee recommended that Abertis support a possible intergovernmental agreement on climate change at the Paris Summit (COP21) held in December 2015.

- 2016-2019 CSR Master Plan

The organisation's CSR diagnosis conducted in 2015 was reported, and it engaged various departments within the organisation. The CSR diagnosis also engaged various countries and activities, through the CSR coordinators of each country and activity, with the assistance of the firm auditing the CSR Report throughout the process.

This process was conducted in accordance with the recommendations set out by ISO26000, the UN Global Compact and the UN Guiding Principles for Business and Human Rights, and aligned with the main international

standards on accountability and stakeholder group relationships, and the scope thereof was set in line with the scope of the CSR Report and the material aspects reported.

Based on the results highlighted in the diagnosis, the 2016-2019 CSR Master Plan was approved, identifying the strategic lines of action and objectives set out by the organisation in relation to CSR matters for the next three years. This Plan will be rolled out incorporating the various actions and programmes developed in each of the countries and activities.

- 2015 CSR Policy

The diagnosis and information process of a CSR Master Plan also ends with a review of the CSR Policy in accordance with current legislation and the CSR Master Plan's internal reporting process.

The Committee reviewed and reported the structure resulting from the review of the new CSR Policy, considering the current good governance recommendations.

- Activities of the Foundation

The activities performed by the Foundation, which is the catalyst for social actions carried out by the organisation, have been monitored. Note should be made of the Foundation's relationship with UNESCO, through the execution of the project of the UNESCO Centre for Mediterranean Biosphere Reserves.

In addition, the Community Commitment and Cooperation Project Financing Standard was approved in order to establish the procedure and criteria to be applied by Fundación Abertis to finance community commitment and cooperation projects. This standard was subsequently ratified by the Board of Directors on 24 March 2015.

Barcelona, 9 February 2016.