

# **Abertis Infraestructuras, S.A. and Subsidiaries**

Consolidated Financial Statements  
for the year ended  
31 December 2020 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 27). In the event of a discrepancy, the Spanish-language version prevails.

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 27).

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**

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#### **Opinion**

We have audited the consolidated financial statements of Abertis Infraestructuras, S.A. (the Parent) and its subsidiaries (the Group), which comprise the consolidated balance sheet as at 31 December 2020, 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.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated equity and consolidated financial position of the Group as at 31 December 2020, and its consolidated results and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRSs) and the other provisions of the regulatory financial reporting framework applicable to the Group in Spain.

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#### **Basis for Opinion**

We conducted our audit in accordance with the audit regulations in force in Spain. Our responsibilities under those regulations are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report.

We are independent of the Group in accordance with the ethical requirements, including those pertaining to independence, that are relevant to our audit of the consolidated financial statements in Spain pursuant to the audit regulations in force. In this regard, we have not provided any services other than those relating to the audit of financial statements and there have not been any situations or circumstances that, in accordance with the aforementioned audit regulations, might have affected the requisite independence in such a way as to compromise our independence.

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

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## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Impairment test on intangible assets

#### Description

The accompanying consolidated balance sheet includes intangible assets totalling EUR 29,197 million relating mainly to investments in transport infrastructure concession arrangements, i.e., toll roads.

The measurement of these investments in concession arrangements and, in particular, the assessment of their recoverable amount, involves a complex process that requires estimates to be made that include judgements and significant assumptions by the management of the Group in the preparation of impairment tests, relating mainly to discount rates, macroeconomic variables, changes in traffic and tolls, future operating costs and disbursements for future investments, both in capacity increases and replacements, among others.

#### Procedures applied in the audit

Our audit procedures included, among others, the review of the design and implementation of the relevant controls that mitigate the risks associated with the process involved in assessing the recoverable amount of goodwill and of the investments in concession projects, as well as the performance of tests to determine whether the aforementioned controls operate effectively.

Also, we conducted substantive tests based on the obtainment of the impairment tests carried out by the management of the Group, verifying both the appropriateness of the valuation method used and the clerical accuracy of the calculations made, as well as evaluating the reasonableness of the main assumptions considered therein, basically those relating to future cash flow forecasts and discount rates.

## Impairment test on intangible assets

### Description

In addition, the accompanying consolidated balance sheet includes goodwill totalling EUR 8,378 million, of which EUR 7,869 million correspond to the goodwill arising in the framework of the business combination and subsequent merger with Abertis Participaciones, S.A.U. described in Note 5. In this context, the Group performed an impairment test to assess the recoverable amount of this goodwill, which was prepared using valuation techniques based on discounted cash flows as described in Note 7.

The matters indicated above, and the significance of the aforementioned assets at year-end, led us to determine this matter to be a key matter in our audit.

### Procedures applied in the audit

In addition, we involved our internal valuation specialists in the process to evaluate the assumptions and methodologies used and, in particular, those related to the discount rates applied. We also analysed the reasonableness of the operating assumptions projected (primarily, traffic, tolls, operating costs and reinvestment disbursements), as well as the consistency of the assumptions included in the impairment tests for the previous year with the actual operating data.

Furthermore, we reviewed the sensitivity analyses of the key assumptions, i.e., those with the greatest effect on the determination of the recoverable amount, performed by the Group.

Lastly, we checked that Note 7 to the accompanying consolidated financial statements contains the disclosures required by the applicable regulatory framework relating to the measurement of the recoverable amount of those assets and verified, in particular, the detail of the main assumptions used in the preparation of the impairment tests and performed an analysis of the sensitivity to changes in the key assumptions used in the tests.

## Business combinations

### Description

The Group performed several business combinations in 2020, as described in Notes 2-h and 5 to the accompanying consolidated financial statements as at 31 December 2020.

These combinations are complex transactions which include contractual agreements the recognition of which in the consolidated financial statements requires the directors to make significant judgements and estimates.

In addition, in the process of identifying and determining the acquisition-date fair value of the assets acquired, the liabilities and contingent liabilities assumed and the goodwill that arose, significant judgements and estimates also need to be made, and therefore the Group, where appropriate, was assisted by experts engaged by it for this purpose.

The accompanying consolidated financial statements include the provisional accounting for the fair value of the assets acquired and the liabilities assumed as a result of the business combinations effected in 2020. In this connection, current legislation allows the allocation of fair value to be re-estimated during a period of one year from the acquisition date.

Consequently, the analysis of these transactions was a key audit matter in our audit.

### Procedures applied in the audit

Our audit procedures included, among others, obtaining and analysing the contractual documentation, placing particular emphasis on the transfer of the risks associated with the business in order to determine when the obtainment of control of the aforementioned businesses should be accounted for.

For each business combination in 2020, we obtained the provisional analysis performed by the Group to determine the fair value of the assets acquired and liabilities assumed, and we verified the clerical accuracy of the calculations performed and the reasonableness of the main assumptions considered therein.

To this end, we analysed the consistency of the future cash flow forecasts considered in the analysis performed with the assumptions obtained from the business plan relating to the businesses acquired. In addition, we evaluated the reasonableness of the key assumptions considered (such as revenue growth, cost inflation and the discount rate), and performed a sensitivity analysis of those key assumptions.

With regard to the external experts engaged by the Group, we evaluated their competence, capability and objectivity, and obtained an understanding of their work as experts and of the adequacy of that work for use as audit evidence.

## Business combinations

### Description

### Procedures applied in the audit

Also, we involved our internal valuation experts in order to evaluate, mainly, the methodology employed by the Group in the analysis conducted, the discount rates considered and the terminal value.

Lastly, we checked that the disclosures included in Notes 2-h and 5 to the accompanying consolidated financial statements in connection with this matter were in conformity with those required by the applicable regulatory financial reporting framework.

## Litigation and contingencies

### Description

As indicated in Notes 8.i, 11.i and 21.i, the Group is involved in various court proceedings in the framework of its activity, the most significant being those linked to: i) the claim filed by the Group company Autopista Concesionaria Española, S.A.U. for compensation relating to the guaranteed revenue provided for in Royal Decree 457/2006 approving the Agreement between the Spanish Government and the aforementioned company to modify certain terms of the concession of which that company is the operator. At 31 December 2020, there were no balances receivable recognised in the accompanying consolidated financial statements (see Note 11.i) in this connection; and ii) the obligations assumed under the support agreement entered into by the Group companies Iberpistas, S.A.U.C.E. and Autopista Concesionaria Española, S.A.U. with the creditor banks of the associate Alazor Inversiones, S.A., for which the Group has recognised provisions amounting to EUR 228 million, corresponding to the full amount of the borrowings secured together with the related interest and court costs, as described in Notes 8.i and 18.ii.

In relation to these proceedings, the Group assesses the impact that its estimate of the eventual outcome thereof has on its consolidated financial statements.

### Procedures applied in the audit

Our audit procedures included, among others, analysing the judgements made by the Group on the basis of the available information. Among other procedures, we sent confirmation letters to, and obtained responses from, the lawyers and legal counsel used by the Group, and in our analysis we paid particular attention to the matters relating to the most significant court proceedings in progress. In relation to the most significant court proceedings, we involved our internal specialists for the purpose of analysing the reasonableness of the conclusions reached by the Group considering the various factors on which those conclusions were based.

Our work also included checking that the information included in Notes 8.i, 11.i, 18.ii and 21.i to the accompanying consolidated financial statements in connection with these matters was that required by the applicable regulatory framework.

## Litigation and contingencies

### Description

This matter was considered to be a key matter in our audit, since the aforementioned estimates require significant judgements by the Group, based on historical experience and the available information, including that obtained from its legal counsel.

### Procedures applied in the audit

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## Other Information: Consolidated Directors' Report

The other information comprises only the consolidated directors' report for 2020, the preparation of which is the responsibility of the Parent's directors and which does not form part of the consolidated financial statements.

Our audit opinion on the consolidated financial statements does not cover the consolidated directors' report. Our responsibility relating to the information contained in the consolidated directors' report is defined in the audit regulations in force, which establish two distinct levels of responsibility in this regard:

- a) Solely checking that the consolidated non-financial information statement and certain information included in the Annual Corporate Governance Report, to which the Spanish Audit Law refers, have been furnished as provided for in the applicable legislation and, if this is not the case, reporting this fact.
- b) Evaluating and reporting on whether the other information included in the consolidated directors' report is consistent with the consolidated financial statements, based on the knowledge of the Group obtained in the audit of those consolidated financial statements, as well as evaluating and reporting on whether the content and presentation of this section of the consolidated directors' report are in conformity with the applicable regulations. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report that fact.

Based on the work performed, as described above, we observed that the information described in section a) above was provided in the consolidated directors' report and that the other information in the consolidated directors' report was consistent with that contained in the consolidated financial statements for 2020 and its content and presentation were in conformity with the applicable regulations.



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## **Responsibilities of the Directors and Audit and Control Committee of the Parent for the Consolidated Financial Statements**

The Parent's directors are responsible for preparing the accompanying consolidated financial statements so that they present fairly the Group's consolidated equity, consolidated financial position and consolidated results in accordance with EU-IFRSs and the other provisions of the regulatory financial reporting framework applicable to the Group in Spain, 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.

In preparing the consolidated financial statements, the Parent's directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Parent's Audit and Control Committee is responsible for overseeing the process involved in the preparation and presentation of the consolidated financial statements.

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## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the audit regulations in force in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of our responsibilities for the audit of the consolidated financial statements is included in the Appendix to this auditor's report. This description, which is on pages 10 and 11 of this report, forms part of our auditor's report.

## **Report on Other Legal and Regulatory Requirements**

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### **Additional Report to the Parent's Audit and Control Committee**

The opinion expressed in this report is consistent with the content of our additional report to the Audit and Control Committee of Abertis Infraestructuras, S.A. dated 9 March 2021.

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### **Engagement Period**

The Annual General Meeting held on 21 April 2020 appointed us as auditors of the Group for a period of one year from the year ended 31 December 2019.

Previously, we were designated pursuant to a resolution of the General Meeting for the period of one year and have been auditing the financial statements uninterruptedly since the year ended 31 December 2012.

DELOITTE, S.L.

Registered in ROAC under No. S0692

Ana Torrens Borrás

Registered in ROAC under No. 17762

9 March 2021

## Appendix to our auditor's report

Further to the information contained in our auditor's report, in this Appendix we include our responsibilities in relation to the audit of the consolidated financial statements.

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### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

As part of an audit in accordance with the audit regulations in force in Spain, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Parent's directors.
- Conclude on the appropriateness of the use by the Parent's directors of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Parent's Audit and Control Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Parent's Audit and Control Committee with a statement that we have complied with relevant ethical requirements, including those regarding independence, and we have communicated with it to report on all matters that may reasonably be thought to jeopardise our independence, and where applicable, on the related safeguards.

From the matters communicated with the Parent's Audit and Control Committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

**ABERTIS INFRAESTRUCTURAS, S.A.  
AND SUBSIDIARIES**

Consolidated Financial Statements and Consolidated Management Report  
for the year ended 31 December 2020 (prepared in accordance with  
International Financial Reporting Standards)

*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 27). In the event of a discrepancy, the Spanish-language version prevails.*

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## ABERTIS INFRAESTRUCTURAS, S.A. AND SUBSIDIARIES

### Consolidated balance sheets (in thousands of euros)

	Notes	31/12/20	31/12/19
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	6	425,872	451,068
Goodwill	7	8,377,959	7,927,265
Other intangible assets	7	29,196,877	25,570,813
<b>Intangible assets</b>		<b>37,574,836</b>	<b>33,498,078</b>
Investments in associates and interests in joint ventures	8	291,635	409,070
Financial assets at fair value through equity	9	54,013	78,887
<b>Non-current financial assets</b>		<b>345,648</b>	<b>487,957</b>
Concession arrangements - financial asset model	11	2,072,707	2,199,375
Receivables from companies accounted for using the equity method	11	19,386	19,160
Other financial assets	11	186,644	197,646
Derivative financial instruments	10	39,314	29,146
<b>Other non-current financial assets</b>		<b>2,318,051</b>	<b>2,445,327</b>
Other assets	11	2,142	3,209
Deferred tax assets	17-c	1,234,445	994,855
<b>Non-current assets</b>		<b>41,900,994</b>	<b>37,880,494</b>
<b>Current assets</b>			
Inventories	-	7,527	9,823
Trade receivables	11	542,720	632,243
Current tax assets	11	254,937	856,697
Concession arrangements - financial asset model	11	98,176	113,032
Receivables from companies accounted for using the equity method	11	41	2,042
Other financial assets	11	115,927	154,480
Derivative financial instruments	10	70,001	65,804
<b>Other current financial assets</b>		<b>284,145</b>	<b>335,358</b>
Other assets	11	438,299	334,146
Cash and cash equivalents	12	3,102,175	2,644,889
<b>Current assets</b>		<b>4,629,803</b>	<b>4,813,156</b>
Non-current assets classified as held for sale and discontinued operations	3-h.i	26,749	-
<b>Assets</b>		<b>46,557,546</b>	<b>42,693,650</b>

These consolidated balance sheets should be read in conjunction with the Notes included on pages 8 to 273.

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 27). In the event of a discrepancy, the Spanish-language version prevails.

## ABERTIS INFRAESTRUCTURAS, S.A. AND SUBSIDIARIES

### Consolidated balance sheets (in thousands of euros)

	Notes	31/12/20	31/12/19
<b>EQUITY</b>			
<b>Share capital and reserves attributable to shareholders of the Parent</b>			
Share capital	13-a	2,734,696	2,734,696
Treasury shares	13-a	(12,783)	(7,393)
Other equity instruments	13-b	1,241,726	-
Reserves	13-c	(476,110)	(319,025)
Retained earnings and other reserves	13-d	2,156,085	3,465,045
		<b>5,643,614</b>	<b>5,873,323</b>
<b>Non-controlling interests</b>	13-e	<b>2,970,192</b>	<b>1,962,080</b>
<b>Equity</b>		<b>8,613,806</b>	<b>7,835,403</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Bond issues and bank borrowings	14	26,572,762	24,112,361
Derivative financial instruments	10	241,892	349,573
Other financial liabilities	19	181,505	175,313
Non-current financial liabilities		26,996,159	24,637,247
Employee benefit obligations	18	102,735	163,860
Other provisions	18	1,253,948	1,022,746
Long-term provisions		1,356,683	1,186,606
Deferred income	15	42,975	48,913
Deferred tax liabilities	17-c	5,337,889	4,985,141
Other liabilities	19	161,955	183,644
<b>Non-current liabilities</b>		<b>33,895,661</b>	<b>31,041,551</b>
<b>Current liabilities</b>			
Bond issues and bank borrowings	14	2,576,252	2,253,606
Derivative financial instruments	10	8,757	4,311
Other financial liabilities	19	102,435	103,612
Current financial liabilities		2,687,444	2,361,529
Employee benefit obligations	18	71,746	25,273
Other provisions	18	361,795	343,475
Short-term provisions		433,541	368,748
Payable to suppliers and other payables	16	648,015	675,228
Current tax liabilities	17-d	201,125	317,852
Other liabilities	19	77,954	93,339
<b>Current liabilities</b>		<b>4,048,079</b>	<b>3,816,696</b>
Liabilities associated with non-current assets classified as held for sale and discontinued operations	-	-	-
<b>Liabilities</b>		<b>37,943,740</b>	<b>34,858,247</b>
<b>Equity and liabilities</b>		<b>46,557,546</b>	<b>42,693,650</b>

These consolidated balance sheets should be read in conjunction with the Notes included on pages 8 to 273.



## ABERTIS INFRAESTRUCTURAS, S.A. AND SUBSIDIARIES

### Consolidated statements of profit or loss (in thousands of euros)

	Notes	2020	2019
Services	20-a	3,942,120	5,221,753
Other operating income	20-b	111,528	139,512
<b>Operating income</b>		<b>4,053,648</b>	<b>5,361,265</b>
Revenue from construction services <sup>(1)</sup>		382,060	527,949
Capitalised borrowing costs		16,186	20,336
Infrastructure upgrade revenue	3-o	398,246	548,285
<b>Income from operations</b>		<b>4,451,894</b>	<b>5,909,550</b>
Staff costs	20-c	(483,969)	(562,718)
Other operating expenses	20-d	(992,027)	(1,138,327)
Changes in operating provisions and allowances	-	148	(6,286)
Period provisions for infrastructure maintenance and restoration obligations	-	(168,451)	(172,656)
Provisions for infrastructure maintenance and restoration obligations charged to profit or loss	-	213,853	250,143
Changes in operating provisions and allowances and provisions for infrastructure maintenance and restoration obligations		45,550	71,201
Changes in impairment losses on assets	6/7	(261,552)	(299)
Depreciation and amortisation charge	6/7	(2,426,384)	(2,704,720)
Other expenses	-	(932)	(1,191)
<b>Operating expenses</b>		<b>(4,119,314)</b>	<b>(4,336,054)</b>
Infrastructure upgrade expenses	3-o	(376,040)	(521,658)
<b>Expenses from operations</b>		<b>(4,495,354)</b>	<b>(4,857,712)</b>
<b>Profit (Loss) from operations</b>		<b>(43,460)</b>	<b>1,051,838</b>
Changes in fair value of financial instruments	20-e	5,823	6,426
Net gains (losses) on disposals of financial instruments	20-e	35,401	(655)
Finance income	20-e	725,707	513,164
Finance costs	20-e	(1,473,316)	(1,129,064)
<b>Net financial loss</b>		<b>(706,385)</b>	<b>(610,129)</b>
Result of companies accounted for using the equity method	8/13-c.iii	15,251	(3,076)
<b>Profit (Loss) before tax</b>		<b>(734,594)</b>	<b>438,633</b>
Income tax	17-b	219,808	(109,335)
<b>Profit (Loss) from continuing operations</b>		<b>(514,786)</b>	<b>329,298</b>
Loss from discontinued operations	-	-	(6,293)
<b>Profit (Loss) for the year</b>		<b>(514,786)</b>	<b>323,005</b>
Loss attributable to non-controlling interests	13-d.iii	(122,957)	28,735
<b>Profit (Loss) attributable to shareholders of the Parent</b>		<b>(391,829)</b>	<b>351,740</b>
<b>Earnings per share</b> (in euros per share)			
- basic earnings per share from continuing operations	13-g	(0.430)	0.392
- basic earnings per share from discontinued operations	13-g	-	(0.006)
- diluted earnings per share from continuing operations	13-g	(0.430)	0.392
- diluted earnings per share from discontinued operations	13-g	-	(0.006)

<sup>(1)</sup> Including in 2020 EUR 6,020 thousand relating to in-house work performed by the Group (2019: 6,291 thousand). These consolidated statements of profit or loss should be read in conjunction with the Notes included on pages 8 to 273.

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 27). In the event of a discrepancy, the Spanish-language version prevails.

## ABERTIS INFRAESTRUCTURAS, S.A. AND SUBSIDIARIES

### Consolidated statements of comprehensive income (in thousands of euros)

	Notes	2020	2019
<b>Profit (loss) for the year</b>		<b>(514,786)</b>	<b>323,005</b>
<u>Income and expense recognised directly in equity transferable to the consolidated statement of profit or loss:</u>			
Changes in cash flow hedges of the Parent and of fully consolidated companies		(111,193)	(165,427)
Transfers to the consolidated statement of profit or loss		31,953	33,303
	-	(79,240)	(132,124)
Hedges of net investments in foreign operations of the Parent and of fully consolidated companies		45,737	(41,247)
Transfers to the consolidated statement of profit or loss		3,123	15,814
	-	48,860	(25,433)
Cash flow hedges/Hedges of net investments in foreign operations of companies accounted for using the equity method	8/13	(14,226)	(20,199)
Foreign currency translation differences		(355,263)	(141,118)
Transfers to the consolidated statement of profit or loss		-	5,642
	13	(355,263)	(135,476)
Other	-	(50,171)	1,455
Tax effect of income and expense recognised in equity	-	4,850	38,002
		(445,190)	(273,775)
<u>Income and expense recognised directly in equity not transferable to the consolidated statement of profit or loss:</u>			
Actuarial gains and losses	18-i.a	884	(277)
Net increase (decrease) in the fair value (before tax) of financial assets at fair value through equity	9	(11,273)	(4,261)
Tax effect of income and expense recognised in equity		1,015	1,068
		(9,374)	(3,470)
<b>Other comprehensive income</b>		<b>(454,564)</b>	<b>(277,245)</b>
<b>Total comprehensive income</b>		<b>(969,350)</b>	<b>45,760</b>
<b>Attributable to:</b>			
- shareholders of the Parent:			
- from continuing operations		(598,092)	98,054
- from discontinued operations		-	45
		(598,092)	98,099
- non-controlling interests		(371,258)	(52,339)
		<b>(969,350)</b>	<b>45,760</b>

These consolidated statements of comprehensive income should be read in conjunction with the Notes included on pages 8 to 273.

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 27). In the event of a discrepancy, the Spanish-language version prevails.

## ABERTIS INFRAESTRUCTURAS, S.A. AND SUBSIDIARIES

### Consolidated statements of changes in equity (in thousands of euros)

	Share capital and treasury shares	Other equity instruments <sup>(1)</sup>	Reserves	Retained earnings and other reserves	Non-controlling interests	Equity
Notes	13-a	13-b	13-c	13-d	13-e	
<b>At 1 January 2020</b>	2,727,303	-	(319,025)	3,465,045	1,962,080	7,835,403
Comprehensive income for the year	-	-	(158,606)	(439,486)	(371,258)	(969,350)
Payment of 2019 dividend	-	-	-	(875,103)	(35,797)	(910,900)
Payment of 2020 dividend	-	-	-	-	(2,254)	(2,254)
Treasury shares	(5,390)	-	-	-	-	(5,390)
Perpetual bonds	-	1,241,726	-	(3,161)	-	1,238,565
Capital increase	-	-	-	-	490	490
Reimbursement of shareholder contributions	-	-	-	-	(7,675)	(7,675)
Changes in the scope of consolidation and other	-	-	1,521	8,790	1,424,606	1,434,917
<b>At 31 December 2020</b>	<b>2,721,913</b>	<b>1,241,726</b>	<b>(476,110)</b>	<b>2,156,085</b>	<b>2,970,192</b>	<b>8,613,806</b>

<sup>(1)</sup> Including EUR 8,274 thousand relating to the cost of issue of perpetual subordinated bonds amounting to EUR 1,250,000 thousand (see Note 13-b).

	Share capital and treasury shares	Reserves	Retained earnings and other reserves	Non-controlling interests	Equity
Notes	13-a	13-c	13-d	13-e	
<b>At 1 January 2019</b>	2,734,540	(516,133)	1,903,467	1,803,758	5,925,632
Changes in accounting policies (1)	-	-	(76)	(8)	(84)
<b>At 1 January 2019 adjusted</b>	2,734,540	(516,133)	1,903,391	1,803,750	5,925,548
Comprehensive income for the year	-	(232,070)	330,169	(52,339)	45,760
Impact of merger	-	424,106	12,073,773	347,131	12,845,010
Payment of 2018 dividend	-	-	(875,103)	(60,093)	(935,196)
Payment of 2019 dividend	-	-	-	(10,365)	(10,365)
2019 bonus dividend	-	-	(9,963,410)	-	(9,963,410)
Treasury shares	(7,237)	-	-	-	(7,237)
Capital increase	-	-	-	220	220
Reimbursement of shareholder contributions	-	-	-	(22,631)	(22,631)
Changes in the scope of consolidation and other	-	5,072	(3,775)	(43,593)	(42,296)
<b>At 31 December 2019</b>	<b>2,727,303</b>	<b>(319,025)</b>	<b>3,465,045</b>	<b>1,962,080</b>	<b>7,835,403</b>

<sup>(1)</sup> Due to the application of IFRS 16, as indicated in Note 5 to the consolidated financial statements for 2019.

These consolidated statements of changes in equity should be read in conjunction with the Notes included on pages 8 to 273.

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 27). In the event of a discrepancy, the Spanish-language version prevails.

## ABERTIS INFRAESTRUCTURAS, S.A. AND SUBSIDIARIES

### Consolidated statements of cash flows (in thousands of euros)

	Notes	2020	2019
<b>Net cash flows from operating activities:</b>			
Profit (Loss) from continuing operations		(514,786)	329,298
Adjustments:			
Taxes	17-b	(219,808)	109,335
Depreciation and amortisation charge	6/7	2,426,384	2,704,720
Changes in impairment losses on assets	6/7	261,552	299
Net gain on disposals of property, plant and equipment, intangible assets and other assets	-	(888)	(1,099)
Net gains on financial instruments	20-e	(5,823)	(6,426)
Net gains on disposals of financial instruments	20-e	(35,401)	655
Changes in provisions for pensions and other obligations	-	19,429	15,424
Changes in provisions required under IFRIC 12 and other provisions	-	216,057	212,514
Dividend income	20-e	(1,667)	(4,308)
Interest and other income	20-e	(724,040)	(508,856)
Interest expenses (net of amounts capitalised) and other expenses	20-e/3-o	1,473,316	1,129,064
Transfer of deferred income to profit or loss	15	(4,518)	(7,036)
Other net adjustments to profit or loss	11	266,737	68,188
Share of (profits) losses of companies accounted for using the equity method	13-d.iii	(15,251)	3,076
		3,141,293	4,044,848
<b>Changes in current assets and liabilities:</b>			
Inventories	-	3,008	4,066
Trade and other receivables	-	60,128	(82,636)
Payable to suppliers and other payables	-	(25,281)	57,730
Other current liabilities	-	(59,449)	14,130
		(21,594)	(6,710)
<b>Cash flows from operating activities</b>		<b>3,119,699</b>	<b>4,038,138</b>
Income tax proceeds / (paid)	-	176,547	(580,775)
Interest paid and hedges settled	-	(837,500)	(784,132)
Interest received and hedges settled	-	93,627	87,035
Provisions for pensions and other obligations used	-	(62,394)	(25,714)
Other provisions used	-	(29,859)	(67,236)
Other payables	-	(11,329)	(812)
Lease payments	-	(22,837)	(26,774)
Grants and other deferred income received/refunded	-	329	131
Non-current trade and other receivables	-	(121)	2,075
<b>(A) Total net cash flows from operating activities</b>		<b>2,426,162</b>	<b>2,641,936</b>

These consolidated statements of cash flows should be read in conjunction with the Notes included on pages 8 to 273.

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 27). In the event of a discrepancy, the Spanish-language version prevails.

## ABERTIS INFRAESTRUCTURAS, S.A. AND SUBSIDIARIES

### Consolidated statements of cash flows (in thousands of euros)

	Notes	2020	2019
<b>Net cash flows from investing activities:</b>			
Business combinations and changes in the scope of consolidation	5	(1,693,779)	58,656
Other changes in the scope of consolidation <sup>(1)</sup>	-	(46,890)	-
Net acquisition of investments in associates and interests in joint ventures	8	(13)	-
Proceeds from disposals of investments in associates and/or available-for-sale financial assets	-	151,705	102
Proceeds from disposals of non-current assets	-	13,626	22,031
Net payments due to settlement of derivatives hedging net investments in foreign operations	-	-	(35,203)
Purchases of property, plant and equipment, intangible assets and other concession infrastructure	6/7/11	(477,045)	(641,404)
Dividends received from financial investments, associates and joint ventures	8/20-e/ 24-c	2,202	15,023
Provisions required under IFRIC 12 used	18	(213,853)	(250,143)
Other <sup>(2)</sup>	-	(20,051)	(350,516)
Proceeds from the sale of operations classified as held for sale and discontinued operations <sup>(3)</sup>	-	-	933,000
<b>(B) Total net cash flows from investing activities</b>		<b>(2,284,098)</b>	<b>(248,454)</b>
<b>Net cash flows from financing activities:</b>			
Borrowings obtained in the year	14	4,987,168	8,744,949
Repayment of borrowings in the year	14	(4,757,067)	(9,820,731)
Repayment of borrowings received from non-controlling interests	19	-	(196,440)
Borrowings granted to non-controlling interests	-	-	(32,625)
Borrowings granted to associates	-	(1,148)	(1,931)
Repayment of borrowings granted to associates	-	-	6,576
Net payments due to settlement of derivatives associated with borrowings	-	(220,810)	(52,102)
Issue of other equity instruments	13.b	1,241,726	-
Dividends paid to the shareholders of the Parent (net of the amounts corresponding to treasury shares and share-based payment)	-	(873,821)	(1,015,863)
Treasury shares	13-a	(5,390)	(7,237)
Reimbursement of share premium/Dividends/Other payments to non-controlling interests	13-e	(21,715)	(93,090)
Capital increase/Other amounts received from non-controlling interests	13-e	490	220
<b>(C) Total cash flows from financing activities</b>		<b>349,433</b>	<b>(2,468,274)</b>
<b>(D) Effect of foreign exchange rate changes</b>		<b>(34,211)</b>	<b>(17,389)</b>
<b>Net (decrease)/increase in cash and cash equivalents of continuing operations (A)+(B)+(C)+(D)</b>		<b>457,286</b>	<b>(92,181)</b>
Beginning balance of cash and cash equivalents of continuing operations	-	2,644,889	2,737,070
Cash and cash equivalents transferred to "Non-Current Assets Classified as Held for Sale and Discontinued Operations"	-	-	-
<b>Ending balance of cash and cash equivalents of continuing operations</b>	<b>12</b>	<b>3,102,175</b>	<b>2,644,889</b>
<b>Net (decrease)/increase in cash and cash equivalents of discontinued operations</b>			<b>(11,969)</b>
Beginning balance of cash and cash equivalents of discontinued operations	-	-	41,949
Cash and cash equivalents transferred to "Non-Current Assets Classified as Held for Sale and Discontinued Operations"	-	-	-
Changes in the scope of consolidation	-	-	(29,980)
<b>Ending balance of cash and cash equivalents of discontinued operations</b>	<b>-</b>	<b>-</b>	<b>-</b>

These consolidated statements of cash flows should be read in conjunction with the Notes included on pages 8 to 273.

<sup>(1)</sup> Including in 2020 EUR -45,832 thousand associated with the acquisition of non-controlling interests in RCO and EUR -1,058 thousand associated with the acquisition of non-controlling interests in Globalcar (see Note 2-h).

<sup>(2)</sup> In 2020, it mainly includes new deposits. On the other hand, in 2019 included EUR 294,590 thousand for the deferred instalment relating to the acquisition of Infraestructuras Americanas (see Note 19) and EUR 54,863 thousand for the deferred fee relating to the acquisition of ViaPaulista (see Note 21).

<sup>(3)</sup> Relating in 2019 to the proceeds from the sale of Hispasat.

## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR 2020**

### **1. GENERAL INFORMATION**

Abertis Infraestructuras, S.A. ("**Abertis**" or "the Parent") was incorporated in Barcelona on 24 February 1967. Its registered office is at Paseo de la Castellana, 39 (Madrid).

On 10 December 2018, the Boards of Directors of Abertis Infraestructuras, S.A. and Abertis Participaciones, S.A.U., the Parent's then majority shareholder with an ownership interest of 98.7%, approved the draft terms of merger by absorption of Abertis Participaciones, S.A.U. (the absorbed company) into Abertis Infraestructuras, S.A. (the absorbing company). These draft terms of merger were approved by both the Extraordinary General Meeting of Abertis Infraestructuras, S.A. and the sole shareholder of Abertis Participaciones, S.A.U. on 8 February 2019, were executed in a public deed on 14 March 2019 and were registered at the Madrid Mercantile Registry on 15 March 2019. The merger was effective for accounting purposes from 1 January 2019.

The company object of **Abertis** is the construction, upkeep and operation (or simply the upkeep and operation) of toll roads under concession arrangements; the management of road concessions in Spain and abroad; the construction of road infrastructure; the operation of service areas; ancillary activities for the construction, upkeep and operation of toll roads and service stations; and any other activity related to transport and communications and/or telecommunications infrastructure for the mobility and transport of people, goods and information, with such authorisation as might be required therefor. It also includes the preparation of studies, reports, designs and contracts, as well as the management and provision of advisory services in relation to the aforementioned activities.

The Parent may carry on its company object, especially its concession activity, directly or indirectly through its ownership interests in other companies, subject, in this respect, to the legal provisions in force at any given time.

**Abertis** is the head of a group engaging in the management of mobility and communications infrastructure, and currently operates in the toll road concessions sector.

Also, since 29 October 2018 the Parent and the other Group companies have formed part of the Atlantia Group, the parent of which is Atlantia, S.p.A. (with registered office at Via Antonio Nibby, 20, Rome, Italy), which is listed on the Italian Stock Exchange (Borsa Italiana) and which, in turn, forms part of the group the parent of which is Edizione, S.r.l. (with registered office at Piazza del Duomo, 19, Treviso, Italy).

The detail of the Group's subsidiaries, joint ventures and associates at 31 December 2020 is shown in Appendices I, II and III, respectively.

Lastly, Note 25-c includes the information on the most significant concession arrangements held by the Group.

## **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 2020, which were obtained from the accounting records kept by the Parent and by the other companies composing the Group, were authorised for issue by the Parent's directors at the Board of Directors meeting held on 9 March 2021.

These consolidated financial statements were prepared in accordance with the regulatory financial reporting framework applicable to the Group provided for in International Financial Reporting Standards ("IFRSs") as adopted by the European Union, taking into account all the mandatory accounting principles and rules and measurement bases, and the Spanish Commercial Code, the Spanish Limited Liability Companies Law, the Spanish Securities Market Law and all other applicable Spanish corporate law, as well as the rules of the Spanish National Securities Market Commission (CNMV), and, accordingly, they present fairly the **Abertis** Group's consolidated equity and consolidated financial position as at 31 December 2020 and the consolidated 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 as at 31 December 2020 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 IFRSs.

In order to uniformly present the various items composing the consolidated financial statements, the accounting policies and measurement bases adopted by the Parent were applied to all the consolidated companies.

The consolidated and separate financial statements of **Abertis** and the separate and/or consolidated financial statements of the companies and/or subgroups composing the Group will be submitted to the shareholders or sole shareholder at their respective Annual General Meetings, as applicable, within the legally established time periods. The directors of **Abertis** consider that the aforementioned financial statements will be approved without any significant changes.

The Group's consolidated financial statements for the year ended 31 December 2019 were approved by the shareholders at the Annual General Meeting of the Parent held on 21 April 2020.

#### **b) Adoption of IFRSs**

The **Abertis** Group's consolidated financial statements are presented in accordance with IFRSs, in conformity with Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002. In Spain, the requirement to present consolidated financial statements in accordance with IFRSs as approved by the European Union was also regulated by Final Provision Eleven of Law 62/2003, of 30 December, on Tax, Administrative, Labour and Social Security Measures.

The principal accounting policies and measurement bases adopted by **Abertis** are presented in Note 3.



i) Standards and interpretations effective in 2020

The following new amendments to the applicable accounting standards became effective in 2020:

New amendments		Obligatory application in annual reporting periods beginning on or after
Amendments to IFRS 9, IAS 39 and IFRS 7 (issued September 2019)	Amendments to IFRS 9, IAS 39 and IFRS 7 relating to the interest rate benchmark reform.	1 January 2020
Amendments to IAS 1 and IAS 8 (issued October 2018)	Amendments to align the definition of "material" with the definition contained in the Conceptual Framework.	1 January 2020
Revision of the Conceptual Framework (issued March 2018)	Updates and provides a more comprehensive set of concepts for issuing standards and guidelines to assist issuers in developing their accounting policies, and to enable users of financial information to interpret and understand the standards.	1 January 2020
Improvements to IFRS 3, Business Combinations (issued October 2018)	Clarifications of the definition of a business.	1 January 2020
Covid-19-Related Rent Concessions (Amendments to IFRS 16, Leases) (issued in May 2020)	Amendments to help lessees account for Covid-19-related rent concessions.	1 June 2020

Since their entry into force on 1 January 2020, the Group has applied the aforementioned standards and interpretations, which did not have a significant impact on the Group.

ii) Standards and interpretations issued but not yet in force

At the date of preparation of these consolidated financial statements, the following standards and amendments had been published by the IASB but had not yet become effective, either because their effective date is subsequent to the date of the consolidated financial statements or because they had not yet been adopted by the European Union:

<b>New standards and amendments</b>		<b>Obligatory application in annual reporting periods beginning on or after</b>
<b>Approved for use in the European Union</b>		
Interest Rate Benchmark Reform-Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16) (issued in August 2020)	Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 relating to the interest rate benchmark reform.	1 January 2021
Extension of the Temporary Exemption from Applying IFRS 9, which amends IFRS 4 (issued in June 2020)	Extension of the temporary exemption from applying IFRS 9 until 2023.	1 January 2021
<b>Not yet approved for use in the European Union</b>		
Reference to the Conceptual Framework (Amendments to IFRS 3) (issued in May 2020)	IFRS 3 is amended to bring the references to the definitions of assets and liabilities in a business combination into line with those contained in the Conceptual Framework. Also, certain clarifications are included in relation to the recognition of contingent assets and liabilities.	1 January 2022
Property, Plant and Equipment—Proceeds before Intended Use, Amendments to IAS 16 (issued in May 2020)	The amendments prohibit the deduction from the cost of property, plant and equipment of any proceeds from the sale of items produced while an entity is preparing that item for its intended use. The proceeds from the sale of samples, together with the related production costs, must be recognised in profit or loss.	1 January 2022
IAS 37 (Amendments), Onerous Contracts—Cost of Fulfilling a Contract (issued in May 2020)	These amendments explain that the cost of fulfilling a contract comprises the incremental costs of fulfilling that contract and an allocation of other costs that relate directly to fulfilling contracts.	1 January 2022
Annual Improvements to IFRS Standards 2018-2020 Cycle (issued in May 2020)	Minor amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41	1 January 2022

<b>New standards and amendments</b>		<b>Obligatory application in annual reporting periods beginning on or after</b>
Classification of Liabilities as Current or Non-current (Amendments to IAS 1, Presentation of Financial Statements) (issued in January 2020)	Presentation of Financial Statements-Classification of Liabilities as Current or Non-current	1 January 2023
IFRS 17, Insurance Contracts (issued in May 2017 and amendments in June 2020)	Supersedes IFRS 4. It establishes principles for the recognition, measurement, presentation and disclosure of insurance contracts issued to ensure that entities provide relevant and reliable information that gives a basis for users of the information to assess the effect that insurance contracts have on the financial statements.	1 January 2023

The application of new standards, amendments and interpretations will be considered by the Group once they have been ratified and adopted, as the case may be, by the European Union. In any case, the Parent's directors have assessed the potential impact of applying these standards in the future and consider that their entry into force will not have a material effect on the Group's consolidated financial statements.

### **c) Presentation and functional currency**

These consolidated financial statements are presented in the Group's functional currency, the euro, since this is the currency of the main economic area in which the Group operates. In this connection, the financial statements of the foreign companies presented in a functional currency other than the presentation currency of the consolidated financial statements are translated to euros using the method described in Note 2-g.vi.

**d) Responsibility for the information and use of accounting estimates and judgements**

In preparing the consolidated financial statements in accordance with IFRSs, Management was required to make certain accounting estimates and to consider certain factors on which to make judgements. These estimates and judgements, which are assessed on an ongoing basis, are based on historical experience and other factors including expectations regarding future events that are considered to be reasonable in view of 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 in 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 statement of profit or loss for the period in question.

The principal estimates and judgements made in preparing the consolidated financial statements related to:

- The purchase price allocation in business combinations and, especially, the choice of the valuation models and key assumptions for determining the fair value of the assets and liabilities acquired in the business combination (see Notes 3-h and 5).
- The years of useful life of the property, plant and equipment and intangible assets (see Notes 3-a and 3-b).
- The assumptions used in the impairment tests to determine the recoverable amount of the goodwill, intangible assets and other non-financial assets (see Notes 3-c, 6, 7 and 8).
- The business model vis-à-vis the Group's financial assets and the consequent classification thereof (see Note 3-d).
- The estimate of the recoverable amount of the quoted and unquoted financial assets and the financial assets relating to the concession arrangements held by the Group, in particular the balance relating to Royal Decree 457/2006 (see Notes 3-d and 11).
- The significant increase in credit risk which led to a change from the general 12-month expected credit loss to a lifetime expected credit loss model (see Notes 3-d and 11).
- The fair value of derivatives and other financial instruments (see Notes 3-d, 3-e and 10).
- The estimate of the maintenance cycles in determining the provisions recognised in accordance with IFRIC 12 (see Notes 3-n and 18).

- The assessment of litigation, provisions, obligations and contingent assets and liabilities at year-end (see Notes 18 and 21).
- The assumptions used in determining pension and other obligations to employees (see Notes 3-l and 18).
- The estimate of the income tax expense and the recoverable amount of the deferred tax assets (see Notes 3-k and 17).
- Where applicable, the consequences for the scope of consolidation of the Group (see Note 2-h and 5) and of non-current assets and liabilities classified as held for sale (see Note 3-h).

In making the principal estimates and judgements indicated above, the directors took into account both the effects that the Covid-19-related health crisis had in 2020 and the uncertainties that the aforementioned circumstance gave rise to in making them, considering, where necessary, several future sensitised scenarios.

The consolidated financial statements were prepared on an historical cost basis, except in the cases specifically indicated in these Notes, such as the line items measured at fair value described in Notes 3-d.i and 4-b.

The consolidated financial statements were prepared on the basis of the principle of uniformity in recognition and measurement. If a new standard amending existing measurement bases becomes applicable, it will be applied in accordance with the transition guidance provided in that standard.

Certain amounts in the consolidated statement of profit or loss and consolidated balance sheet were grouped together for the sake of clarity, and they are broken down in the corresponding notes to these 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 are to be realised or settled within one year or more.

In addition, the consolidated financial statements include all the disclosures considered necessary for their correct presentation in accordance with the corporate legislation in force in Spain.

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

#### **e) Comparative information**

As required by IFRSs, the information relating to the year ended 31 December 2019 contained in these consolidated financial statements for 2020 is presented for comparison purposes only.

#### **f) Materiality**

In determining the information to disclose in the notes to the consolidated financial statements on the various line items in the consolidated financial statements or on other matters, the Group took into consideration materiality with respect to these consolidated financial statements for 2020.

#### **g) Basis of consolidation**

##### **i) Consolidation methods**

##### *Subsidiaries*

Subsidiaries are the entities with respect to which **Abertis** directly or indirectly controls the financial and operating policies, exercises power over the relevant activities, has exposure, or rights, to variable returns from involvement with the investee, and has the ability to use its power over the investee to affect the amount of those returns. This is generally because it holds more than 50% of the voting power. Also, in order to assess whether **Abertis** controls another entity, the existence and the effect of the exercise or conversion of potential voting power is taken into consideration. The subsidiaries are consolidated from the date on which control is transferred to **Abertis** and are excluded from consolidation on the date that control ceases to exist.

The subsidiaries are fully consolidated.

In this connection, at 31 December 2020 and 2019 the Group fully consolidated 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 and voting rights. Specifically, in accordance with the applicable accounting legislation, effective control of both **Gco** and **Ausol** is exercised as a result of the corporate and shareholder structure of these companies and of the fact that the historic quorums at these companies have afforded **Abertis** de facto control.

**Abertis** exercises effective control over the subgroup of which the consolidated company Arteris, S.A. (**Arteris**) is the parent, since Abertis exercises effective control over the consolidated company Partícipes en Brasil, S.A. (**Partícipes**, which holds a direct and indirect interest of 82.30% in Arteris, S.A.) as it holds a 51% ownership interest in the latter and by virtue of the shareholders agreement entered into with the other shareholder of the company, giving it decision-making capacity over relevant activities. **Partícipes**, as majority shareholder, has the capacity to appoint a majority of the members of the Board of Directors of **Arteris** and, consequently, exercises control over the latter.

Also, **Abertis** exercises effective control over Túnel de Barcelona i Cadí, Concessionària de la Generalitat de Catalunya, S.A. (**Túnel**), Autopistas Metropolitanas de Puerto Rico, LLC (**Metropistas**) and Autopista Trados 45, S.A. (**Trados 45**) and over the companies in which ownership interests were acquired in 2020, as described in Notes 2-h and 5, namely, Red de Carreteras de Occidente, S.A.B. de C.V. (**Rco**) and Elizabeth River Crossings, LLP (**Erc**). Such effective control is the result, on the one hand, of holding ownership interests of over 50%, specifically, 50.01%, 51%, 51%, 53.12% and 55.20%, respectively, and, on the other, of the respective shareholders agreements entered into with the other shareholders of each company, which give **Abertis** decision-making capacity over the investees' relevant activities and, therefore, control over them.

The information on all the consolidated subsidiaries at 31 December 2020 is detailed in Appendix I to these Notes.

### *Joint ventures (jointly controlled entities)*

These are companies whose activities are jointly controlled with one or more third parties by virtue of a contractual arrangement and where the strategic financial and operating decisions related to that activity require the unanimous consent of all the parties sharing control.

The Group's interests in jointly controlled entities are accounted for in accordance with IFRS 11 using the equity method as indicated in the section on "Associates" below.

The impairment of "joint ventures" is measured in the same way as that of "associates" as described below.

Appendix II to these Notes provides the information on joint ventures (jointly controlled entities) accounted for using the equity method at 31 December 2020.

### *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 its activities even though it has limited representation in the management and control bodies which, in general, is accompanied by an ownership interest of between 20% and 50% of the voting power of the investee, unless it can be clearly demonstrated that such influence does not exist or unless **Abertis** holds less than 20% of that power 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. The investments held by **Abertis** in associates include, in accordance with IAS 28, any goodwill (net of any accumulated impairment losses) identified on acquisition, recognised under "Investments in Associates and Interests in 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 related cost. Therefore, the Group takes the cost of an investment in an associate acquired in stages to be the sum of the amounts paid in each acquisition plus the share of the profits and other changes in equity less any impairment that may have arisen.



Following acquisition, the share of **Abertis** of the profit or loss and reserves of associates is recognised in the consolidated statement of profit or loss for the year and as reserves of consolidated companies (other comprehensive income), respectively, with the value of the ownership interest as the balancing item 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 equals or exceeds its interest in the associate, including any receivables for which adequate collateral does not exist, the Group discontinues recognising its share of further losses, unless it has incurred obligations, provided guarantees or made payments on behalf of the associate.

If there are any indications of impairment, the investment will be tested for impairment, pursuant to IAS 36, as if it were an individual asset, by comparing its recoverable amount (the higher of value in use and fair value less costs of disposal) with its carrying amount. In order to determine the value in use of the net investment, an estimate will be made of: i) its share of the present value, discounted at a rate of the weighted average cost of capital, of the estimated future cash flows expected to be generated by the associate or joint venture, including those from the operations of the associate or joint venture, and the amounts arising from the ultimate disposal of the investment; or ii) the present value, discounted at a rate corresponding to the cost of equity, of the estimated future cash flows expected to arise as dividends to be received from the investment and from its ultimate disposal. The application of either method should produce the same result.

The recoverable amount of an investment in an associate or joint venture will be assessed for each associate or joint venture unless the associate or joint venture does not generate cash inflows as a result of its continuing use that are largely independent of the inflows from the Group's other assets.

The data relating to the associates accounted for using the equity method at 31 December 2020 are detailed in Appendix III to these Notes.

ii) Uniformity of timing and measurement

Except in the case of Trichy Tollway Private Limited (**TTPL**) and Jadcherla Expressways Private Limited (**JEPL**), whose annual reporting periods end on 31 March, the reporting date for all the companies included in the scope of consolidation is 31 December, and their respective financial statements for the year prepared in accordance with IFRSs were used for consolidation purposes. Under current legislation, these companies present either separate financial statements or consolidated financial statements for the subgroups of which they are the parents in accordance with the legislation applicable to them in their country of origin.

For consolidation purposes, in the specific case of **TTPL** and **JEPL**, timing uniformity adjustments were made, and the respective financial statements prepared in accordance with IFRSs for a year ended 31 December were used. The accounting policies applied by the Group companies are essentially the same. However, wherever necessary, in order to ensure the uniformity of the accounting policies of the consolidated companies with the accounting policies applied by the Group, the appropriate adjustments were made.

iii) Goodwill or gain on a bargain purchase arising on first-time consolidation

The subsidiaries acquired by the Group are accounted for using the acquisition method provided for in IFRS 3, taking into account the amendments that became effective in 2020, and in particular those relating to the definition of a business. Acquisition cost is the fair value of the assets acquired, the equity instruments issued and the liabilities incurred or assumed at the acquisition date, plus any asset or liability resulting from a contingent consideration arrangement. Costs directly attributable to the acquisition are recognised directly in the consolidated statement of profit or loss for the year in which the transaction takes place.

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

Any excess of the cost of acquisition 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** carries out a provisional allocation of the cost of the business combination at the acquisition date which is remeasured, if appropriate, within the 12 months following the date on which control of the acquiree was obtained.

The resulting goodwill is allocated to the various CGUs to which the benefits of the business combination synergies are expected to flow, separately from any other assets or liabilities of the acquiree allocated to these units or groups of units.

However, if the acquisition cost is lower than the fair value of the net assets of the acquiree, in the case of a bargain purchase, the difference is recognised as a gain directly in the consolidated statement of profit or loss.

Goodwill on consolidation is not amortised systematically but is rather tested for impairment annually, as indicated in Note 3-c.

In the case of business combinations achieved in stages, on obtainment of control the fair value of the assets and liabilities of the business acquired must be determined including the interest already held. The differences arising from the previously recognised assets and liabilities must be recognised in the consolidated statement of profit or loss.

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

As indicated in Note 2-g.i, goodwill arising from acquisitions of associates and joint ventures is capitalised to the corresponding ownership interest and is measured as indicated in Note 3-b.iii.

iv) Elimination of intragroup transactions

Intragroup balances and transactions and gains not realised vis-à-vis third parties arising from intragroup transactions are eliminated. Unrealised losses are also eliminated, unless the transaction evidences an impairment loss on the asset transferred.

Gains and losses arising 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. Similarly, gains or losses on disposals 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 statement of profit or loss for the year. In addition, any amount previously recognised as other comprehensive income in the consolidated 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, which would give rise, where applicable, to the amounts previously recognised under "Other Comprehensive Income" being reclassified to the consolidated statement of profit or loss for the year. If the decrease in the investment in an associate does not give rise to a loss of significant influence, the proportional share previously recognised in "Other Comprehensive Income" is reclassified to the consolidated statement of profit or loss.

vi) Translation of financial statements in currencies other than the euro

The financial statements of the foreign companies 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 generally translated to euros using the year-end exchange rate method, whereby:

- Equity is translated at the historical exchange rate;
- Income and expense items are translated using the average exchange rate for the year as an approximation to the exchange rate ruling at the transaction date;
- The other balance sheet items are translated using the year-end exchange rate.

The exchange differences generated as a result of applying the aforementioned method are included under "Reserves - Foreign Currency Translation Differences" in equity in the consolidated balance sheet.

*Translation of financial statements in currencies other than the euro - entities and branches located in hyperinflationary economies*

In accordance with IAS 29, in order to assess whether an economy is a hyperinflationary economy, the characteristics of the economic environment of a country are analysed to assess whether certain circumstances exist, such as whether the general population prefers to keep its wealth or savings in non-monetary assets or in a relatively stable foreign currency, whether prices may be quoted in that currency, whether interest rates, wages and prices are linked to a price index or whether the cumulative inflation rate over three years is approaching, or exceeds, 100%. The existence of certain of these circumstances does not in itself establish the need for an economy to be considered to be hyperinflationary, although it does provide certain elements of judgment for its determination as such.

In this regard, on the basis of these criteria, in the third quarter of 2018 the Argentine economy was considered to be hyperinflationary. Therefore, in accordance with the aforementioned IAS 29, at 31 December 2020 and 2019 it was necessary to adjust the financial statements of the Group companies located in Argentina (**Ausol** and **Gco**) in order to express them in terms of the measuring unit current at the end of the reporting period and adjust them for the effects of inflation.

As required by IAS 29, monetary items (mainly cash and accounts receivable) were not restated, whereas non-monetary items (mainly non-current assets and equity) were restated on the basis of the change in the Argentine CPI.

As a result of the application of the aforementioned IAS 29, the cumulative historical differences between the restated costs and the previous costs of the non-monetary items at 31 December 2017, which amounted to EUR 161 million (EUR 57 million corresponding to **Abertis** and EUR 104 million to non-controlling interests) were recognised with a credit to "Foreign Currency Translation Differences" and "Non-Controlling Interests" in consolidated equity effective for accounting purposes from 1 January 2018.

The differences relating to the years ended 31 December 2020 and 2019, together with the restatement of profit, were recognised in the consolidated statement of profit or loss for the corresponding year, after taking into account the effect of the merger described in Notes 1 and 6 to the consolidated financial statements for 2019.

Therefore, as stated above, the financial statements of the Argentine consolidated Group companies, whose functional currency is that of a hyperinflationary economy as indicated above, were translated to the presentation currency using the closing rate, as required by IAS 21.42.

#### vii) Other

Exchange differences arising from the translation of a net investment in a foreign operation and of 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, those exchange differences are recognised in the consolidated statement of profit or loss as a component of the gain or loss on the sale.

Adjustments to goodwill and to the fair value of assets and liabilities that arise on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and are translated at the year-end exchange rate.

## **h) Changes in the scope of consolidation**

### **i) Changes in the scope of consolidation in 2020**

The main changes in the scope of consolidation in the year ended 31 December 2020, and the most significant changes in the percentages of ownership of the consolidated companies were as follows:

- In 2019 **Abertis** entered into an agreement with Goldman Sachs Infrastructure Partners (GSIP) for the acquisition, through a consortium led by **Abertis**, of a majority ownership interest in Mexican toll road group Red de Carreteras de Occidente S.A.B. de C.V. (**Rco**). In this regard, in the first half of 2020 **Abertis** (through its wholly-owned Mexican subsidiary Infraestructuras Viarias Mexicanas, S.A. de C.V.) completed the acquisition of 51.26% of the shares of **Rco** for EUR 1,475 million.

The acquisition of this ownership interest resulted in **Abertis** becoming the majority and controlling shareholder of the **Rco** subgroup, which started to be fully consolidated from May 2020 (see Note 5.i).

After the obtainment of control, **Abertis** completed the acquisition of an additional ownership interest of 1.86% in the Mexican toll road group Red de Carreteras de Occidente (**Rco**) for EUR 46 million. With the acquisition of this additional shareholding, **Abertis** now holds 53.12% of **Rco** (through its wholly-owned Mexican subsidiary Infraestructuras Viarias Mexicanas, S.A. C.V.). In this regard, the purchase transaction carried out was recognised as a transaction with non-controlling interests, since the position of control already held by **Abertis** over this subgroup did not change, which gave rise to the recognition of a positive impact of EUR 9.4 million on the reserves attributable to the shareholders of the Parent (see Note 13-d.ii).

- On 9 November 2020, **Abertis** entered into an agreement with Macquarie Infrastructure Partners II, a fund managed by Macquarie Infrastructure and Real Assets, and with a subsidiary of Skanska AB for the acquisition, through a consortium controlled by **Abertis**, of 55.2% of the shares of the US toll road group Elizabeth River Crossings OpCo LLC (**Erc**) for EUR 585 million; this transaction was completed on 30 December 2020 once all the requisite administrative authorisations had been obtained.

The acquisition of this ownership interest resulted in **Abertis** becoming the majority and controlling shareholder of the **Erc** subgroup with a 55.2% ownership interest, which started to be fully consolidated (see Note 5.ii).

The summary of these changes and the detail of other changes in the year ended 31 December 2020 that did not have a significant impact are as follows:

Company name	Company with direct shareholding and % acquired/maintained	Accounting method	Date	Cost/Selling price (Millions of euros)	% acquired/sold/liquidated by Abertis	% owned by Abertis at 31/12/20
<b>Acquisitions:</b>						
Confederazione Autostrade, S.p.A.	A4 Holding S.p.A. 8.33%	Equity method	January 2020	0	7.50%	22.51%
Globalcar Services S.p.A.	A4 Holding S.p.A. 34.00%	Full consolidation	April 2020	1	30.61%	90.03%
Red de Carreteras de Occidente, S.A.B. de C.V. ( <b>Rco</b> )	Infraestructuras Viarias Mexicanas, S.A. de C.V. ( <b>Ivm</b> ) <sup>(1)</sup> 51.26%	Full consolidation	May 2020	1,475	51.26%	53.12%
Red de Carreteras de Occidente, S.A.B. de C.V. ( <b>Rco</b> )	Infraestructuras Viarias Mexicanas, S.A. de C.V. ( <b>Ivm</b> ) <sup>(1)</sup> 1.86%	Full consolidation	July 2020	46	1.86%	53.12%
	53.12%			1,521	53.12%	53.12%
Elisabeth River Crossings, Holdco LLC ( <b>Erc</b> )	Virginia Tollroad TransportCo, LLC 100%	Full consolidation	December 2020	585	55.20%	55.20%
<b>Disposals:</b>						
Alis, S.A.	Société des Autoroutes du Nord-Est de la France, S.A. ( <b>Sanef</b> ) and Société des autoroutes Paris-Normandie, S.A. ( <b>Sapn</b> ) 19.67%	Equity method	June 2020	152	19.67%	-
<b>Incorporations:</b>						
Abertis USA Holdco, LLC <sup>(2)</sup>	Abertis Infraestructuras, S.A. 100%	Full consolidation	November 2020	0	100%	100%
Virginia Tollroad TransportCo, LLC <sup>(2)</sup>	Abertis USA Holdco, LLC 55.20%	Full consolidation	November 2020	0	55.20%	55.20%
<b>Liquidations:</b>						
Trans-Canada Flow Tolling, Inc	Emovis S.A.S. 50.00%	Equity method	August 2020	0	50.00%	-

<sup>(1)</sup> Company incorporated in 2019 within the framework of the commitment to acquire the Mexican **Rco** Group (see Note 5.i).

<sup>(2)</sup> Companies incorporated within the framework of the commitment to acquire the US **Erc** Group (see Note 5.ii).

Also, in the year ended 31 December 2020 no transactions were performed between companies in the scope of consolidation.



ii) Changes in the scope of consolidation in 2019

The main changes in the scope of consolidation in the year ended 31 December 2019 were as follows:

- As described in Note 7 to the consolidated financial statements for 2019, on 12 February 2019 **Abertis** reached an agreement with Red Eléctrica Corporación for the sale of the Group's 89.68% holding in **Hispasat**, the satellite telecommunications business (discontinued in 2018). Once all the requisite administrative authorisations had been obtained, the sale was completed on 3 October 2019 for EUR 933 million, with no significant effect on equity arising from the divestment.
- **Abertis** acquired from Finavias, S.à r.l. an additional holding of 1% in Autopista Trados 45, S.A. (**Trados**) for EUR 4.8 million, as a result of which **Abertis** (through its investee Iberpistas, S.A.) became the majority and controlling shareholder of this company with an ownership interest of 51% and, therefore, Trados started to be fully consolidated (it had hitherto been accounted for using the equity method) and its assets and liabilities were included in the consolidated financial statements at their previously existing carrying amounts, without considering the control premium paid, which were considered to reflect the fair value of the related concession infrastructure.

The summary of these changes and the detail of other changes in the year ended 31 December 2019 that did not have a significant impact are as follows:

Company name	Company with direct shareholding and % acquired/maintained		Accounting method	Date	Cost/Selling price (Millions of euros)	% acquired/sold/liquidated by Abertis	% owned by Abertis at 31/12/19
<b>Acquisitions:</b>							
Autopista Trados 45, S.A. ( <b>Trados</b> )	Iberpistas, S.A. ( <b>Iberpistas</b> )	1.00%	Full consolidation	January 2019	5	1.00%	51.00%
<b>Disposals:</b>							
Hispasat, S.A.	Abertis Telecom Satélites, S.A.	89.68%	Full consolidation (discontinued operation)	October 2019	933	89.68%	-
Rio de Vetrai, S.r.l.	Serenissima Partecipazioni, S.p.A.	50.00%	Equity method	December 2019	10	45.01%	-
<b>Incorporations:</b>							
Infraestructuras Viarias Mexicanas, S.A. de C.V. <sup>(1)</sup>	Abertis Infraestructuras, S.A.	100%	Full consolidation	October 2019	0	100%	100%
<b>Liquidations:</b>							
V Flow Tolling Inc.	Emovis S.A.S.	33.00%	Equity method	June 2019	0	33.00%	-

<sup>(1)</sup> Company incorporated within the framework of the commitment to acquire the Mexican Rco Group.

In addition, the following transactions were carried out in the year ended 31 December 2019 between consolidated companies which, therefore, did not have any impact on the consolidated financial statements for 2019:

Selling/Spun-off company	Buying/Resulting company	Comments	Date
<b>Merger:</b>			
Central Korbana, S.à r.l. Vías Chile, S.A. ( <b>VíasChile</b> )	Vías Chile, S.A. ( <b>VíasChile</b> )	Merger by absorption of Central Korbana, S.à r.l. (absorbed company) into <b>VíasChile</b> (absorbing company).	April 2019
Central Korbana Chile, S.A. Vías Chile, S.A. ( <b>VíasChile</b> )	Vías Chile, S.A. ( <b>VíasChile</b> )	Merger by absorption of Central Korbana Chile (absorbed company) into <b>VíasChile</b> (absorbing company).	April 2019
Operadora Autopistas de los Andes, S.p.A.  Operadora Autopista Los Libertadores, S.p.A.  Operadora del Pacífico, S.p.A.  Operavias, S.p.A. (formerly Operadora Autopista del Sol, S.p.A.)	Operavías, S.p.A. (formerly Operadora Autopista del Sol, S.p.A.)	Merger by absorption of Operadora Autopistas de los Andes, S.p.A., Operadora Autopistas los Libertadores, S.p.A. and Operadora del Pacífico, S.p.A. (absorbed companies) into Operavias S.p.A. (formerly Operadora Autopista del Sol, S.p.A., absorbing company).	July 2019
Abertis Infraestructuras Chile, S.A. ( <b>Abinchi</b> )  Inversora de Infraestructuras, S.L. ( <b>Invin</b> )	Inversora de Infraestructuras, S.L. ( <b>Invin</b> )	Merger by absorption of <b>Abinchi</b> (absorbed company) into <b>Invin</b> (absorbing company).	December 2019

### 3. ACCOUNTING POLICIES

The principal accounting policies used in preparing the consolidated financial statements, in accordance with International Financial Reporting Standards (EU-IFRSs) and the interpretations in force when the consolidated financial statements were prepared, were as follows:

#### a) Property, plant and equipment

Property, plant and equipment are stated at cost less the accumulated depreciation and any accumulated impairment losses.

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 their collection. They are taken to profit or loss on a straight-line basis over the useful life of the asset financed, reducing the depreciation charge for the year.

Staff costs and other expenses, as well as net borrowing costs directly attributable to property, plant and equipment, are capitalised as part of the acquisition cost until the assets are ready for their intended use.

The costs of renewal, expansion or improvement of items of property, plant and equipment are capitalised to the asset only when this leads to increased capacity or productivity or to a lengthening of the useful lives of the property, plant and equipment and provided that it is possible to ascertain or estimate the carrying amount of the items that are derecognised because they have been replaced.

Upkeep and maintenance costs are charged to the consolidated statement of profit or loss for the year in which they are incurred.

The 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), but which are necessary for the operation and management of the infrastructure. This infrastructure includes mainly buildings used in operations, toll facilities and materials and video-surveillance equipment, etc.

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 wear and tear.

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

Item	Depreciation rate
Buildings and other structures	2-15 %
Machinery	5-30 %
Tools	5-30 %
Other fixtures	5-20 %
Furniture	10-20 %
Computer hardware	20-33 %
Other items of property, plant and equipment	8-25 %
Other toll road management assets:	
Toll facilities	6-12 %
Toll machinery	6-12 %
Other	10-20 %

When the carrying amount of an asset exceeds its estimated recoverable amount, its carrying amount is reduced immediately to its recoverable amount, and the impact is recognised in the consolidated statement of profit or loss for the year.

Gains and losses arising from the sale or retirement of assets of this nature are determined as the difference between the carrying amount of the asset and its selling price and are recognised under "Other Income" or "Other Expenses" in the accompanying consolidated statement of profit or loss.

#### **b) Goodwill and other intangible assets**

The intangible assets indicated below are stated at acquisition cost less accumulated amortisation and any impairment losses, and their useful life is evaluated on the basis of prudent estimates. Grants related to assets received reduce the cost of acquisition of intangible assets and are recognised when the entity complies with the conditions attaching to their collection. They are taken to profit or loss on a straight-line basis over the useful life of the asset financed and reduce 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**

Computer software relates mainly to the amounts paid for title to or the right to use computer programs, only when the software is expected to be used over several years.

It is stated at acquisition cost and is amortised over its useful life (between three and five years). Computer software maintenance costs are charged to the consolidated statement of profit or loss for the year in which they are incurred.

ii) Administrative concessions

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

In this connection, 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, a distinction must be drawn between two clearly different phases: the first, in which the operator provides and/or subcontracts construction or upgrade services which are recognised as intangible or financial assets by reference to the stage of completion; and a second phase, in which the concession operator provides a series of maintenance and/or operation services in relation to the aforementioned infrastructure.

In these concession arrangements, the operator acts as a service provider; specifically, on the one hand, providing infrastructure construction and upgrade services and, on the other, providing operation and maintenance services over the term of the arrangement. The consideration received for these services is recognised according to the type of contractual right received:

- When the right to charge a price to the users of the public service is received and this right is not unconditional but is rather contingent on the extent to which the users actually use the service, the consideration for the construction or upgrade service is recognised as an intangible asset under "Other Intangible Assets - Administrative Concessions", using the intangible asset model, in which the demand risk is borne by the concession operator. This model applies to the great majority of the Group's toll road concession operators.

- When an unconditional right to receive cash or another financial asset from (or on behalf of) the grantor is received, and the grantor has little or no discretion to avoid payment, the consideration for the construction or upgrade service is recognised as a financial asset under "Other Financial Assets - Concession Arrangements - Financial Assets" (see Note 3-d.ii), using the financial asset model, in which the concession operator does not bear any 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 extensively applied within the Group.
- When there is a combination of the two aforementioned arrangements, the bifurcated model is applied to each component of the arrangement.

The model applicable to most of the main concessions operated by the Group (see Note 25-c) is the intangible asset model, since the consideration received generally consists of the right to charge users a fee for the use of the public service and the fee depends on users' effective use thereof. In the case of the consolidated companies **Elqui**, **Libertadores**, **A4** (the last as a result of the investments made indicated in Note 7-iv), **Conipsa** and **Coviqsa** (the latter two of which were acquired in 2020 (see Note 5.i), it was considered that the concession model applicable is that of both a financial asset and an intangible asset (bifurcated), since the consideration received consists, on the one hand, of the unconditional right to receive an asset from the grantor in the form of either grants or guaranteed minimum revenue, and, on the other, it is paid through a payment system based on the use of the infrastructure.

#### *Intangible asset model*

Administrative concessions are generally recognised as assets measured at the total amount of the payments made to obtain them, which includes the costs directly allocable to construction incurred until they are ready for use (studies and designs, compulsory purchases, reinstatement of services, project execution, project management and administration, installation work and building construction and similar costs) and the related portion of other indirectly allocable costs, to the extent that they relate to the construction phase.

Cost also includes the borrowing costs incurred before the assets are ready for their intended use arising from the borrowings arranged to finance the related projects. These capitalised borrowing costs arise from the funds borrowed specifically for the acquisition of an asset.

For concessions classified as intangible assets, provisions for dismantling, removal and restoration and any work to upgrade the infrastructure or increase its capacity the revenue from which is provided for in the initial contract are capitalised at the start of the concession and the amortisation of these assets and the interest cost relating to the provisions are recognised in the consolidated statement of profit or loss. Also, provisions for the costs to be incurred in replacing and repairing the infrastructure are systematically recognised in profit or loss as the corresponding obligation is incurred.

Upkeep and maintenance expenses that do not lead to a lengthening of the useful life of the assets or an increase in their production capacity are expensed currently.

Administrative concessions acquired through business combinations are measured, in accordance with IFRS 3, at fair value (obtained from valuations based on the analysis of cash flows discounted to present value at the date of acquisition) and are amortised over the concession term, as described below.

Administrative concessions have a finite useful life and their cost, if recognised as an intangible asset, is recognised in profit or loss through its amortisation over the concession term. In this regard, in order to choose the amortisation method to be used from among those provided for in IAS 38.98 (the straight-line method, the diminishing balance method and the units of production method), the directors consider which method best reflects the pattern in which the future economic benefits associated with the administrative concessions are expected to be consumed by the Group, and that method is applied consistently from period to period, unless there is a change in the expected pattern of consumption of those future economic benefits.

In this connection, since 1 November 2018, in the framework of the obtainment of control of Abertis Infraestructuras, S.A. by new shareholders (see Note 13-a), the directors have considered, on the basis of the available information and the future outlook for the business, that the amortisation method that best reflects the pattern of consumption of future economic benefits for the administrative concessions in Brazil, Chile and India, and for those incorporated in 2020 in Mexico (see Note 5), is the units of production method which, in the case of toll roads, is usually measured in terms of traffic. Therefore, since that date, the aforementioned administrative concessions have been amortised, prospectively, on the basis of projected traffic, while the straight-line method continues to be used for the rest of the Group's assets, as the result does not differ significantly from that of using the units of production method based on traffic.

Lastly, it is periodically determined (at least at each reporting date) whether there is any indication that an asset or group of assets might have become impaired so that an impairment loss can be recognised or reversed in order to adjust the carrying amount of the assets to their recoverable amount.

### iii) Goodwill

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

Since goodwill is considered to be an asset of the acquiree, in the case of a subsidiary with a functional currency other than the euro, goodwill is stated in the subsidiary's functional currency and is 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 to determine whether its value has been reduced to below its carrying amount at the date of the test and, if so, an impairment loss is recognised in the consolidated statement of profit or loss for the year (see Notes 3-c and 7). An impairment loss recognised for goodwill must not be reversed in a subsequent period.

Goodwill included in the carrying amount of investments in associates and interests in jointly controlled entities is not tested for impairment separately, but rather, pursuant to IAS 36, whenever there is an indication that the investment may have become 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 of disposal) with its carrying amount.

The loss or gain on the sale of an entity includes the carrying amount of the goodwill relating to it.



#### iv) Other intangible assets

Other intangible assets relate mainly to the intangible assets associated with the contractual relationships with customers that the Group company Bip&Go, S.A. has in its commercial transactions with customers and which arose as a result of the business combination relating to the acquisition of Abertis Infraestructuras, S.A. by Atlantia S.p.A., Actividades de Construcción y Servicios, S.A. and Hochtief Aktiengesellschaft and the subsequent merger with Abertis Participaciones, S.A.U., effective 1 January 2019.

The aforementioned contractual relationships are stated in the consolidated balance sheet at their acquisition-date fair value, obtained from valuations based on the analysis of cash flows discounted to present value at the date of acquisition in accordance with IFRS 3. Based on an analysis of all the relevant factors, management of **Abertis** considers that there is a foreseeable limit to the period over which these relationships are expected to generate net cash inflows for the Group, as a result of which these relationships were classified as an intangible asset with a finite useful life. Therefore, they are being amortised at an annual rate of 5% over a useful life of 20 years.

#### c) **Impairment losses on non-financial assets**

At each reporting date, or whenever there is any indication of impairment, the Group assesses the recoverable amount of its assets. If any such indication exists, or when an annual impairment test has to be performed (in the case of goodwill and intangible assets with an indefinite useful life), the Group estimates the recoverable amount of the asset, which is the higher of fair value less costs of disposal and value in use. In assessing the recoverable amount of an asset, the estimated future cash inflows are discounted to their present value using a discount rate that reflects, inter alia, the long-term time value of money and the risks specific to the asset and, where applicable, any costs of disposal.

Where the asset does not generate cash flows that are independent from other assets (the case of goodwill), the Group estimates the recoverable amount of the cash-generating unit (the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets) to which the asset belongs. If a cash-generating unit becomes impaired, the carrying amount of any goodwill assigned to it is written down first, followed by that of the other assets in proportion to each asset's carrying amount with respect to the total carrying amount of the cash-generating unit.

Impairment losses (an impairment loss being the amount by which the carrying amount of an asset exceeds its recoverable amount) are recognised in the consolidated statement of profit or loss for the year.

With the exception of goodwill, the impairment losses on which are irreversible, at each reporting date, if the Group has recognised impairment losses on assets in prior years, it is assessed whether there are indications that such losses have ceased to exist or have been reduced, and, where appropriate, the recoverable amount of the impaired asset is estimated.

An impairment loss recognised in prior years is only reversed if there has been a change in the estimates used to determine the recoverable amount of an asset since the most recent impairment loss was recognised. If an impairment loss is reversed, the carrying amount of the related asset is increased to its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years. A reversal of an impairment loss is recognised in the consolidated statement of profit or loss for the year.

#### **d) Financial assets (excluding derivative financial instruments)**

When initially recognising financial assets, the Group measures them at fair value, adjusted (in the case of a financial asset that is not recognised at fair value through profit or loss) by the transaction costs that are directly attributable to the purchase or issue thereof. Transaction costs attributable to the acquisition of an asset classified as at fair value through profit or loss are recognised directly in profit or loss.

They are subsequently measured at amortised cost or fair value, depending on their classification.

## *1. Classification and measurement of financial assets*

Financial assets are classified on initial recognition in the following categories:

- i) Debt instruments classified as at amortised cost: when these instruments relate to debt instruments held within a business model whose objective is to collect contractual cash flows that are solely payments of principal and interest, they are, in general, measured at amortised cost.
- ii) Debt instruments classified as at fair value through other comprehensive income: when these debt instruments are held in a business model whose objective is achieved by both collecting contractual cash flows (payments of principal and interest) and selling financial assets, they are, in general, measured at fair value through other comprehensive income.
- iii) Equity instruments designated as at fair value through other comprehensive income: these are equity instruments for which the Group makes an irrevocable election to present subsequent changes in fair value in other comprehensive income.
- iv) Financial assets at fair value through profit or loss: debt and equity instruments that do not meet the conditions for being classified in one or other of the aforementioned categories are measured at fair value through profit or loss.

In this regard, at 31 December 2020 (as at 2019 year-end) the Group did not have any debt instruments designated as at fair value through other comprehensive income or financial assets classified as at fair value through profit or loss.

i) Debt instruments classified as at amortised cost

These include both loans granted and accounts receivable (see Note 11) and other financial assets (see Notes 9 and 11) held within this business model and, therefore, they are measured at amortised cost. In this category the Group classifies mainly:

- Accounts receivable resulting from the application of the bifurcated model when accounting for certain concession arrangements falling within the scope of IFRIC 12.
- Trade receivables, the amortised cost of which does not differ significantly from their nominal value or their fair value on initial recognition.
- Loans to associates, joint ventures and related companies.
- Deposits and guarantees, the amortised cost of which does not differ significantly from their nominal value.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance. The gross carrying amount of a financial asset is its amortised cost, before adjusting for any loss allowance.

The effective interest method is a method that is used in the calculation of the amortised cost of a debt instrument and in the allocation of the interest revenue or interest expense in profit or loss over the relevant period:

- Financial assets that are not purchased or originated credit-impaired financial assets (i.e., assets that are credit-impaired on initial recognition): the effective interest rate is the rate that exactly discounts the estimated future cash receipts (including all transaction costs), excluding expected credit losses, through the expected life of the debt instrument or, where applicable, a shorter period.
- Purchased or originated credit-impaired financial assets: the credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including any expected credit losses, to the cost of the debt instrument on initial recognition.

Interest revenue is calculated by using the effective interest method for debt instruments subsequently measured at amortised cost:

- Financial assets that are not purchased or originated credit-impaired financial assets: interest revenue is calculated by applying the effective interest rate to the gross carrying amount of the financial asset, except in the case of those that subsequently have become credit-impaired financial assets. For those financial assets, interest revenue is recognised by applying the effective interest rate to the amortised cost of the financial asset in subsequent reporting periods. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest revenue is recognised by applying the effective interest rate to the gross carrying amount of the financial asset.
- Purchased or originated credit-impaired financial assets: the Group recognises interest revenue by applying the credit-adjusted effective interest rate to the amortised cost of the financial asset from initial recognition. The calculation does not return to the gross carrying amount even if the credit risk on the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

ii) Equity instruments designated as at fair value through other comprehensive income

These include the equity instruments detailed in Note 9 as the Group has made this irrevocable election.

As indicated above, at initial recognition the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as assets at fair value through other comprehensive income.

Such designation is not permitted if the investment is held for trading or corresponds to contingent consideration recognised by an acquirer in a business combination. In this regard, a financial asset is held for trading if: i) it is acquired principally for the purpose of selling in the near term; ii) it is, on initial recognition, part of a portfolio of identified financial instruments that the Group manages together and for which there is evidence of a recent actual pattern of short-term profit-taking; or iii) it is a derivative (except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument).

Investments in equity instruments designated as at fair value through other comprehensive income are initially recognised at fair value plus the related transaction costs. In this regard, fair value is determined as described in Note 9.

They are subsequently measured at fair value through other comprehensive income and are accumulated in the investment revaluation reserve. The cumulative gain or loss is not reclassified to profit or loss on disposal, but is rather transferred to accumulated reserves.

Dividends on these equity instruments are recognised in profit or loss when the Group's right to receive payment of the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment.

## *2. Impairment of financial assets*

The Group recognises a loss allowance for expected credit losses on investments in debt instruments measured at amortised cost or, if it has any, on investments in debt instruments measured at fair value through other comprehensive income, and on lease receivables, trade receivables, contract assets and financial guarantee contracts.

The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the financial instrument in question.

The Group always measures the loss allowance at an amount equal to lifetime expected credit losses for trade receivables. Expected credit losses on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted where necessary by factors that are specific to the borrower, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including the time value of money where appropriate.

For all other financial instruments, including financial assets arising from the application of the IFRIC 12 financial asset model, the Group recognises the expected credit losses that result from all possible default events over the expected life of the financial instrument when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument using the general criterion, i.e., recognition of the expected credit losses that result from default events that are possible within the 12 months after the reporting date.

i) Significant increase in credit risk

When assessing whether there has been a significant increase in credit risk on a financial instrument since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. When making such an assessment, the Group considers reasonable and supportable quantitative and qualitative information, including historical credit loss experience.

ii) Definition of default

The Group considers, among other factors, whether the debtor has defaulted on its financial obligations and whether the available information indicates that it is probable that the latter will not be able to settle its borrowings in full, in order to assess whether there has been a default event for credit risk management purposes.

In any case, the Group considers that a default event has occurred when a financial asset has been a significant period of time past due, unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate on the basis of the asset analysed.

iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred.

#### iv) Recognition and measurement of expected credit losses

Expected credit losses are measured on the basis of the probability of default, the loss given default and exposure at default. The probability of default and the loss given default are measured on the basis of historical information adjusted by forward-looking information. Exposure to credit losses, for financial assets, is represented by the gross carrying amount of the assets at the reporting date.

For financial assets, an expected credit loss is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime expected credit losses in the previous reporting period, but determines at the current reporting date that the conditions for this lifetime expected credit loss measurement are no longer met, it estimates the expected credit loss at an amount equal to 12-month expected credit losses at the current reporting date, except for assets for which the simplified approach was used.

The Group recognises impairment gains or losses on all financial instruments with the concomitant adjustment to their carrying amount through a loss allowance for expected credit losses account.

#### v) Impairment policy

The Group derecognises a financial asset when it has information that indicates that the debtor is in a highly adverse financial situation and there is no reasonable prospect of recovering any further cash flows, for example, when the debtor has initiated a liquidation process or, in the case of trade receivables, when they have been past due for a very significant length of time. Financial assets derecognised may still be subject to the Group's recovery operations. Any recovery of a derecognised asset is recognised in profit or loss.



### 3. *Exchange gains and losses on financial assets*

The carrying amount of financial assets denominated in foreign currency (with respect to each Group company that owns such assets) is determined in that foreign currency and is translated to euros at the exchange rate prevailing at the reporting date. Specifically:

- In the case of financial assets measured at amortised cost that are not part of a designated hedging relationship, exchange gains and losses are recognised in profit or loss.
- In the case of equity instruments measured at fair value through other comprehensive income, exchange gains and losses are recognised in other comprehensive income in the investment revaluation reserve.

### 4. *Derecognition of financial assets*

The Group derecognises a financial asset when the rights to the cash flows from the financial asset expire or have been transferred and substantially all the risks and rewards of ownership of the financial asset have also 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.

## **e) Derivative financial instruments and hedge accounting**

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

All derivative financial instruments must be recognised as an asset or as a liability in the consolidated balance sheet at fair value and changes in fair value must be recognised in the consolidated statement of profit or loss for the year, unless, opting for hedge accounting, the effective portion of the hedging relationship has to be recognised in equity (fair value hedges, cash flow hedges and hedges of a net investment in a currency other than the euro).

At the inception of the hedge, or upon obtainment of control in the case of an instrument included in the framework of a business combination, the Group documents the relationship between the hedging instruments and the hedged items, as well as its risk management objectives and the strategy for undertaking various hedges. 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 fair value or in the cash flows attributable to the hedged items.

The fair value of derivative financial instruments used for hedging purposes is disclosed in Note 10, and the change in the related valuation adjustments recognised in consolidated equity is disclosed in Note 13.

Hedge accounting, where applicable, is discontinued when the hedging instrument expires or is sold, terminated or exercised or 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 profit or loss.

Classification of financial instruments as current or non-current in the consolidated balance sheet depends on whether at year-end the hedging relationship expires at less than 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 consolidated statement of profit or loss for the year under "Changes 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. These relate primarily to the derivative financial instruments arranged by the Group companies to convert fixed-rate borrowings into floating-rate borrowings.

ii) Cash flow hedges

The effective portion of the gain or loss on the measurement of derivatives classified as cash flow hedges, net of the related tax effect, is recognised in consolidated equity under "Reserves - Valuation Adjustments Relating to Hedges" 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 accumulated gains or losses recognised in equity are transferred to the consolidated statement of profit or loss for the year.

Any ineffective portion of the gain or loss on the remeasurement of derivatives is recognised directly in the consolidated statement of profit or loss for the year under "Changes in Fair Value of Financial Instruments".

These hedges relate mainly to derivative financial instruments arranged by Group companies to convert floating-rate borrowings into fixed-rate borrowings.

iii) Hedge of a net investment in a currency other than the euro

**Abertis** may finance its main foreign investments in the same functional currency as that in which they are denominated so as to reduce the foreign currency risk. This is done by obtaining financing in the corresponding currency or by entering into cross currency interest rate swaps.

Hedges of net investments in foreign operations are accounted for in a similar manner 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 statement of profit or loss for the year.

Accumulated gains or losses recognised in equity are transferred to the consolidated statement of profit or loss on disposal of the foreign investment.

iv) Derivatives that do not qualify for hedge accounting

If a derivative does not qualify for hedge accounting, any gains or losses arising from changes in the fair value of the derivative are recognised directly in the consolidated statement of profit or loss for the year.

v) Fair value and fair valuation measurement 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 regardless of whether that price is directly observable or estimated using another valuation technique.

For financial reporting purposes, fair value measurements are based on a fair value hierarchy (i.e., Level 1, 2 or 3) depending on the degree to which inputs are observable and the importance of each input to the fair value measurement as a whole, as described below:

- Level 1 - These inputs are based on quoted prices (unadjusted) for identical instruments traded in active markets.
- Level 2 - These inputs are based on quoted prices for similar instruments in active markets (not included in Level 1), quoted prices for identical or similar assets or liabilities in markets that are not active and techniques based on valuation models for which all the significant inputs are observable in the market or may be corroborated by observable market data.
- Level 3 - The inputs are generally observable and, in general terms, they reflect estimates of the market assumptions for determining the price of the asset or liability. The unobservable data used in the pricing models are significant with respect to the fair values of the assets and liabilities.

In accordance with IFRS 13, the Group includes a bilateral credit risk adjustment in the fair value of the derivatives in order to reflect both own risk and counterparty risk.

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

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

Also, to adjust fair value for 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 mainly of spare parts for non-current assets and are measured at cost, which is calculated using the weighted average cost formula. The necessary valuation adjustments are made and the corresponding write-downs are recognised.

#### **g) Cash and cash equivalents**

Cash and cash equivalents include cash on hand, demand deposits at banks and short-term, highly liquid investments with a maturity of three months or less. In this connection, by virtue of the concession arrangements and/or financing agreements of certain of the Group's concession operators, a portion of the balance (specifically, EUR 223 million and EUR 233 million at 31 December 2020 and 2019, respectively) 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 classified as held for sale and discontinued operations**

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

Non-current assets classified as held for sale are measured at the lower of the carrying amount obtained from the application of the relevant measurement basis in each case and fair value less costs of disposal.

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

At 31 December 2020, non-current assets and disposal groups classified as held for sale relate, on the one hand, to the Group's 5.44% financial interest in the Brebemi toll road (EUR 17,701 thousand through a 4.90% interest in Autostrade Lombarde, S.p.A. and EUR 1,162 thousand through a 0.54% interest in Società di Progetto Brebemi S.p.A.) and, on the other, to accounts receivable amounting to EUR 7,886 thousand. Following the valuation adjustment made in 2020 for an amount of EUR -6,011 thousand (see Note 9), the divestment is not expected to have a significant impact on the Group's equity.

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, co-ordinated 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 an operation meets the criteria to be classified as discontinued, the Group discloses in a single line item the post-tax profit or loss of that discontinued operation, including the possible loss recognised on its measurement at the lower of carrying amount and fair value less costs of disposal, and the gain or loss on the disposal of the asset. This condition is regarded as met when the sale of the asset is highly probable, the asset is available for immediate sale in its present condition and the sale is expected to be completed within one year from the date of classification of the asset as held for sale, although an extension of the period required to complete a sale does not preclude an asset from being classified as held for sale if the criteria provided for in IFRS 5 are met.

At 31 December 2020, as at 31 December 2019, the Group had not recognised any plan assets or liabilities related to discontinued operations.

### **i) Treasury shares**

If any Group company or the Parent acquires treasury shares of **Abertis**, those shares are recognised in the consolidated balance sheet under "Treasury Shares", and they are 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 directly attributable incremental transaction costs and of the related tax effect, is included in equity attributable to the shareholders of the Parent.

### **j) Financial liabilities**

When initially recognising financial liabilities, the Group measures them at fair value, adjusted (in the case of a financial liability that is not recognised at fair value through profit or loss) by the transaction costs that are directly attributable to the issue thereof. Transaction costs attributable to the issue of a liability classified as at fair value through profit or loss are recognised directly in profit or loss.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or as financial liabilities at fair value through profit or loss.

#### **i) Financial liabilities subsequently measured at amortised cost**

Financial liabilities that are not: i) contingent consideration recognised by an acquirer in a business combination; ii) financial liabilities held for trading; or iii) financial liabilities designated as at fair value through profit or loss, are subsequently measured at amortised cost using the effective interest method (see Note 3-d).

The effective interest method is used in the calculation of the amortised cost of a financial liability and in the allocation of the interest expense over the expected life of the financial liability at amortised cost. The effective interest rate is the rate that exactly discounts estimated future cash payments (including transaction costs) through the expected life of the financial liability or, where appropriate, a shorter period

Fixed-rate borrowings hedged with derivatives that change the interest rate from fixed to floating are measured at the fair value of the hedged item, and any changes therein are recognised in profit or loss, thereby offsetting the impact on profit or loss of the change in the fair value of the derivative.

ii) Financial liabilities at fair value through profit or loss

Financial liabilities are classified as at fair value through profit or loss when the financial liability is:

- a) contingent consideration recognised by an acquirer in a business combination;
- b) held for trading; or
- c) designated as at fair value through profit or loss.

In this regard, a financial liability is classified as held for trading if: i) it is incurred principally with an intention to repurchase it in the near term; ii) it is, on initial recognition, part of a portfolio of identified financial instruments that the Group manages together and for which there is evidence of a recent actual pattern of short-term profit-taking; or iii) it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

A financial liability that is not a financial liability held for trading or contingent consideration recognised by an acquirer in a business combination may be designated as at fair value through profit or loss on initial recognition if: i) this designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; ii) the financial liability is part of a group of financial liabilities or financial assets and financial liabilities that is managed and its performance is evaluated on a fair value basis, in accordance with a documented risk management or investment strategy of the Group, and information about the group is provided internally on that basis; or iii) it is part of a contract that contains one or more embedded derivatives, and IFRS 9 permits the designation of the entire hybrid contract as at fair value through profit or loss.



Financial liabilities at fair value through profit or loss are measured at fair value, and any gain or loss arising from changes in its fair value are recognised in profit or loss to the extent that the item is not part of a designated hedging relationship. In this regard, a change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income unless such treatment creates an accounting mismatch, and they are not subsequently reclassified to profit or loss (they are transferred to reserves if the financial liability is derecognised).

Gains and losses on financial guarantee contracts issued by the Group that are designated as at fair value through profit or loss are recognised in profit or loss.

### iii) Derecognition and/or modification of financial liabilities

Financial liabilities are derecognised when the obligations giving rise to them cease to exist.

Also, when debt instruments are exchanged between the Group and a third party and the various terms and conditions differ substantially, the Group derecognises the original financial liability and recognises the new one. The difference between the carrying amount of the original financial liability and the consideration paid, including any attributable transaction costs, is recognised in profit or loss. In this regard, the Group considers that the terms and conditions of financial liabilities do not differ substantially whenever the lender in the new loan is the same as that which granted the original loan, the characteristics of the financial liability do not differ significantly from those of the original liability and the present value of the discounted cash flows, as per the new terms and conditions, including any fees and commissions paid, net of any fees and commissions received and using the original effective interest rate to discount the liability, does not differ by more than 10% from the discounted present value of the cash flows of the original financial liability that remain outstanding.

Changes in the contractual cash flows of a financial liability not leading to the derecognition of the financial liability must be recognised as a change in estimate of the contractual cash flows of the liability, maintaining the original effective interest rate and adjusting its carrying amount at the date of the change, and the related modification gain or loss is recognised in profit or loss.

## **k) Income tax**

The income tax expense (tax income), comprises current tax expense (current tax income) and deferred tax expense (deferred tax income).

Both the current and deferred income tax expense (tax income) are recognised in the consolidated statement of profit or loss for the year. However, the tax effect relating to items recognised directly in other comprehensive income or in equity is also recognised in other comprehensive income or in equity, respectively.

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, using the tax laws and tax rates that have been enacted or substantively enacted at the end of the reporting period 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 associated with the undistributed profits of 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 reverse in the foreseeable future.

Deferred tax assets are recognised to the extent that it is considered probable that the Group will have future taxable profits against which it will be able to offset the deductible temporary differences or the unused tax losses or other tax assets. Any deferred tax assets that arise due to temporary differences associated with the undistributed profits of 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 arise, and at the end of each reporting period, based on the earnings performance projected in the companies' respective business plans.

The Parent and its tax group in Spain file consolidated income tax returns as part of the consolidated tax group the parent of which is the Parent's majority shareholder, Abertis HoldCo, S.A. In this connection, considering the legal-private relationship of the consolidation arrangement, the Parent, together with its tax group, recognises the respective income tax refundable and payable for the year as a receivable from or payable to Abertis HoldCo, S.A.

Lastly, the accompanying consolidated financial statements include the main tax effects, particularly those associated with the tax legislation governing the tax group of which the Parent forms part, that may arise as a result of including the results and reserves of the subsidiaries in the Parent's equity.

## **I) Employee benefits**

Under the respective collective agreements, various Group companies have the following obligations to employees:

### **i) Post-employment obligations:**

#### *Defined contribution obligations*

In relation to defined contribution employee benefit instruments (which basically include employee pension plans and group insurance policies), the Group makes fixed contributions to a separate entity and does not have any legal or constructive obligation to pay further contributions if the entity does not hold sufficient assets to pay the employee benefits. Consequently, the obligations under plans of this nature are limited to the payment of the contributions, the annual expense of which is recognised in the consolidated statement of profit or loss for the year as the payments are made.

#### *Defined benefit obligations*

Defined benefit obligations relate mainly to obligations in the form of bonuses or retirement benefits and temporary and/or life-time annuities, and a medical plan for retired former employees.

Where the company assumes certain actuarial and investment risks, the liability recognised in the consolidated 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 benefit obligations is conducted 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, and are not presented in the consolidated statement of profit or loss but rather in the consolidated statement of comprehensive income.

ii) Other long-term benefits

In relation to other long-term employee benefits relating mainly to employees' length of service at the company, the liability recognised in the consolidated balance sheet coincides with the present value of the obligations at the reporting date, as there are no plan assets in this connection.

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 the case of the post-employment obligations- are recognised in the consolidated statement of profit or loss for the year in which they arise.

In addition, the Group has obligations to certain employees in relation to a medium-term incentive plan ("2019-2021 Incentive Plan") tied to the degree of achievement of certain business objectives. The cost of the plan is charged to the consolidated statement of profit or loss as staff costs on an accrual basis based on the probability that the objectives established will be fulfilled.

iii) Employee termination plan obligations

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

**m) Transactions in currencies other than the euro**

Foreign currency transactions are translated to the Group's presentation currency (the euro) using the exchange rates prevailing at the date of the transactions. The exchange gains and losses arising on settlement of these transactions and from the translation at the year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss, unless they are deferred in equity, as in the case of cash flow hedges and hedges of a net investment in a foreign operation (see Note 3-e).

It should be noted that, pursuant to Royal Decree 1558/2012, of 15 November, the Group states that it complies with the disclosure obligation concerning accounts at banks situated abroad, through the individual recognition in subsidiary accounting documents of the accounts held abroad, which are duly identified and recognised in a manner consistent with the consolidated financial statements.

#### **n) Provisions and contingencies**

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

- Provisions: credit balances covering present obligations at the reporting date arising from 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: possible obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more future events not wholly within the control of the consolidated companies.

Provisions are recognised when the Group has a present obligation, whether legal or constructive, as a result of past events with respect to which it is probable that an outflow of resources will be required to settle the obligation and the amount thereof can be estimated reliably.

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

The provisions recognised relate to the estimated amounts required for probable or certain liability arising from litigation in process, indemnity payments or other liabilities derived from the Group's business activities that will lead to future payments, which were measured on the basis of the information currently available. These provisions are recognised when the third-party liability or obligation giving rise to the indemnity or payment arises, taking into consideration the other conditions established by 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 restoring the infrastructure to a certain condition before handing it over to the grantor at the end of the service arrangement, the related provisions are recognised, in accordance with IAS 37, on the basis of the best estimate of the expenditure required to settle the present obligation at the reporting date.

#### **o) Revenue recognition**

Revenue is recognised in such a way as to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, IFRS 15 establishes a revenue recognition approach based on five steps:

- Step 1: Identify the contract(s) with a customer.
- Step 2: Identify the performance obligations in the contract.
- Step 3: Determine the transaction price.
- Step 4: Allocate the transaction price to the performance obligations in the contract.
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

In this connection, revenue is recognised as an entity satisfies the obligations, i.e., when the "control" of the goods or services underlying the obligation in question is transferred to the customer.

Interest revenue is generally accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable, as described in Note 3-d in relation to the measurement of financial assets.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established, i.e., when the shareholders at the General Meetings of the investees approve the distribution of the related dividends.

Substantially all of the Group's revenue is generated by its toll roads segment and relates primarily to toll revenue, which is recognised, in accordance with the recognition criterion described above, when the service is provided (as is the case for non-core income).

Lastly, it should be noted that although the **Abertis** Group does not generally carry on activities related to the construction of concession assets, since it incorporates the infrastructure that it operates under administrative concession arrangements by acquiring it from third-party companies that construct it on behalf of **Abertis**, in accordance with IFRIC 12.14, "Infrastructure Upgrade Revenue" and "Infrastructure Upgrade Expenses" in the consolidated statement of profit or loss for the year include the revenue and expenses relating to the infrastructure construction or upgrade services provided in the year, including capitalised borrowing costs, and the infrastructure is recognised at fair value.

In this regard, "Infrastructure Upgrade Revenue" includes the borrowing costs incurred before the concession infrastructure is ready for its intended use arising from the borrowings arranged to finance the infrastructure.

Also, revenue and expenses associated with concession infrastructure classified as financial assets relating to the provision of operation and maintenance services (application of the IFRIC 12 financial asset model) are recognised in profit or loss in accordance with the general recognition criterion, and the finance costs relating to the concession are recognised in the accompanying consolidated statement of profit or loss according to their nature.

## **p) Leases**

In accordance with IFRS 16, at inception of a contract, the Group assesses whether the contract is, or contains, a lease.

Therefore, a right-of-use asset and a lease liability are recognised for all the leases in which the Group acts as the lessee, except for short-term leases and leases for which the underlying asset is of low value:

- At the commencement date, the Group recognises a financial liability equal to the present value of the fixed payments to be made during the lease term (discounted using the interest rate implicit in the lease) and a right-of-use asset representing its right to use the underlying leased asset during the lease term, which shall be measured with reference to the amount of the associated financial liability, plus any initial direct costs incurred in obtaining the lease, any lease payments made before the commencement date and any future dismantling costs.
- The straight-line depreciation of the right-of-use asset recognised and interest on the lease liability shall be recognised in profit or loss.

- The tax effect associated with the difference between IFRS 16 recognition criteria and tax recognition criteria shall be recognised in both equity and profit or loss.

For short-term leases (leases that, at the commencement date, have a lease term of 12 months or less) and leases for which the underlying asset is of low value, the Group recognises the associated lease payments as an operating expense on a straight-line basis either over the lease term or on another systematic basis. The Group applies another systematic basis if that basis is more representative of the pattern of its benefits.

Where a lease is acquired in a business combination, the lease liability shall be measured at the present value of the remaining lease payments as if the lease acquired were a new lease at the date of the business combination. The right-of-use asset shall be measured at the same amount as the lease liability, adjusted to reflect the favourable or unfavourable terms of the lease with respect to market terms.

Right-of-use assets are subject to impairment testing, in the same way as all other assets with a finite useful life.

In the statement of cash flows, a lessee shall classify cash payments for the principal portion of the lease liability under operating activities.

The variable lease payments and sublease income were not material at 31 December 2020 or 2019.

At 2020 year-end the main operating leases related to the properties at which the Group companies carry on their activities, and the Group had not contracted with tenants for significant minimum lease payments.

#### **q) Activities affecting the environment**

Each year, payments made in order to comply with legal environmental requirements are either recognised as an expense or an investment, depending on their nature. The amounts capitalised are amortised over the years of useful life of the related asset.

It was not considered necessary to recognise any provisions for environmental contingencies and charges, since there are no contingencies relating to the protection of the environment.



## r) **Related party transactions**

The Group performs all its transactions with related parties on an arm's length basis. Also, the transfer prices are adequately supported and, therefore, it is considered that there are no material risks in this connection that might give rise to significant 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 are inflows and outflows of cash and cash equivalents.
- Operating activities are the principal revenue-producing activities of the Group and other activities that are not investing or financing activities.
- Investing activities relate to the acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents.
- Financing activities are activities that result in changes in the size and composition of the equity and borrowings of the Group.

For the purpose of preparing the consolidated statement of cash flows, "Cash and Cash Equivalents" were considered to be cash on hand, demand bank deposits and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Lastly, in relation to the provisions required under IFRIC 12 charged to profit or loss and the infrastructure upgrade services, since the latter relate to investments to replace and upgrade concession assets operated by **Abertis**, the former were included in the cash flows from investing activities.

## 4. FINANCIAL RISK AND CAPITAL MANAGEMENT

### a) Financial risk factors

The Group's activities are exposed to various financial risks, the most significant being foreign currency 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 Financial Department, subject to authorisation from the CEO of **Abertis**, in the framework of the corresponding policy approved by the Board of Directors.

#### i) Foreign currency risk

The Group also operates outside the euro zone and owns assets basically in South America, Mexico, the US, Puerto Rico and India; therefore, it is exposed to foreign currency risk in foreign currency transactions, especially in relation to the Brazilian real, the Chilean peso, the Argentine peso, the Mexican peso, the US dollar and the Indian rupee. Foreign currency risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

Foreign currency risk on the net assets in the Group's transactions in currencies other than the euro is managed, in accordance with the policies defined, using, where appropriate, borrowings denominated in the corresponding foreign currencies and/or cross currency interest rate swaps.

The foreign currency risk hedging strategy in the Group's investments in currencies other than the euro must comply with the interest rate and foreign currency risk policy.

In relation to foreign currency risk, the detail of the contribution to the main aggregates in the **Abertis** Group's consolidated statement of profit or loss by the companies that operate in a functional currency other than the euro is as follows:

### 31 December 2020

	Functional currency	Revenue	%	Gross profit from operations	%	Net loss <sup>(1)</sup>	%
Mainly Arteris subgroup (Brazil)	BRL	432,625	10.7%	233,506	8.9%	(39,211)	(10.0%)
Mainly Invin subgroup and Abertis Chile (Chile)	CLP	370,753	9.1%	281,475	10.7%	(49,526)	(12.6%)
Rco subgroup (Mexico)	MXN	230,009	5.7%	184,024	7.0%	(5,233)	(1.3%)
GCO and Ausol (Argentina)	ARS	84,284	2.1%	14,188	0.5%	(26,858)	(6.9%)
Mainly APR and Metropistas (Puerto Rico) <sup>(2)</sup>	USD	124,473	3.1%	80,118	3.0%	(9,520)	(2.4%)
Other <sup>(3)</sup>	Other	73,887	1.8%	21,532	0.9%	(4,161)	(1.1%)
Contribution in foreign currency		1,316,031	32.5%	814,843	31.0%	(134,509)	(34.3%)
Total Abertis		4,053,648		2,628,290		(391,829)	

<sup>(1)</sup> The contributions to the consolidated statement of profit or loss for year 2020 include the impact of the revaluation of assets and liabilities carried out in fiscal year 2019 in relation to the purchase price allocation after the takeover of **Abertis** and subsequent merger of **Abertis** with Abertis Participaciones, S.A.U.

<sup>(2)</sup> In view of the fact that the **Erc** subgroup was acquired with effect from 30 December 2020, it did not contribute aggregates to the consolidated statement of profit or loss for 2020.

<sup>(3)</sup> Due mainly to the Indian rupee (INR) and the pound sterling (GBP) in the case of revenue and gross profit or loss from operations and to the Colombian peso (COP) in the case of the net profit or loss.

### 31 December 2019

	Functional currency	Revenue	%	Gross profit from operations	%	Net profit (loss) <sup>(1)</sup>	%
Mainly Arteris subgroup (Brazil)	BRL	624,762	11.7%	339,279	9.1%	(11,059)	(3.1%)
Mainly Invin subgroup and Abertis Chile (Chile)	CLP	553,775	10.3%	445,222	11.9%	(5,109)	(1.5%)
GCO and Ausol (Argentina)	ARS	130,228	2.4%	26,716	0.7%	(19,293)	(5.5%)
Mainly APR and Metropistas (Puerto Rico)	USD	164,900	3.1%	118,036	3.2%	1,346	0.4%
Rest <sup>(2)</sup>	Other	81,632	1.5%	28,013	0.7%	492	0.1%
Contribution in foreign currency		1,555,297	29.0%	957,266	25.6%	(33,623)	(9.6%)
Total Abertis		5,361,265		3,736,521		351,740	

<sup>(1)</sup> The contributions to the consolidated statement of profit or loss for 2019 include the impact of the revaluation of assets and liabilities performed in the year as a result of the PPA following the obtainment of control of **Abertis** and the subsequent merger of **Abertis** with Abertis Participaciones, S.A.U.

<sup>(2)</sup> Due mainly to the Indian rupee (INR) and the pound sterling (GBP) in the case of revenue and gross profit or loss from operations and to the Colombian peso (COP) in the case of the net profit or loss.

The detail of the contribution to the main aggregates in the **Abertis** Group's consolidated balance sheet by the companies that operate in a functional currency other than the euro is as follows:

	Functional currency	2020				2019			
		Total assets	%	Equity	%	Total assets	%	Equity	%
Mainly Arteris subgroup (Brazil) <sup>(1)</sup>	BRL	1,249,916	2.7%	(946,067)	(11.0%)	2,324,828	5.4%	(393,748)	(5.0%)
Mainly Invin subgroup and Abertis Chile (Chile) <sup>(1)</sup>	CLP	4,409,881	9.5%	1,576,071	18.3%	5,028,938	11.8%	1,737,881	22.2%
Rco subgroup (Mexico)	MXN	4,738,757	10.2%	1,150,275	13.4%	-	-	-	-
Mainly Erc (US) and APR and Metropistas (Puerto Rico) <sup>(2)</sup>	USD	2,454,723	5.3%	710,794	8.2%	1,210,173	2.8%	367,675	4.7%
Other <sup>(3)</sup>	Other	212,371	0.4%	(17,181)	(0.2%)	330,380	0.8%	(5,187)	(0.1%)
Contribution in foreign currency		13,065,648	28.1%	2,473,892	28.7%	8,894,319	20.8%	1,706,621	21.8%
Total Abertis		46,557,546		8,613,806		42,693,650		7,835,403	

<sup>(1)</sup> The contributions detailed do not include the contributions of their respective parents as the latter operate with the euro as their functional currency.

<sup>(2)</sup> In 2020 includes **Erc** (acquired on 30 December 2020 (see Note 2-h)) with a contribution to the Group's total assets and equity of EUR 1,452,553 thousand and EUR 471,789 thousand, respectively.

<sup>(3)</sup> Due mainly to the Indian rupee (INR).

In addition to the effect of the reduction in traffic levels due to the Covid-19-related mobility restrictions, the contribution to the consolidated statement of profit or loss for 2020 of the companies that operate in Brazilian reais, Chilean pesos, Argentine pesos and US dollars was adversely affected by the depreciation in the average value of the aforementioned currencies against the euro in 2020 (depreciation also in 2019). The contribution of the companies that operate in Brazilian reais was also adversely affected by the impairment recognised in 2020 (see Note 7.iv). These impacts on the contribution to the consolidated statement of profit or loss of companies that operate in currencies other than the euro were offset by the inclusion of **Rco** (Mexican pesos) in the scope of consolidation.

The contribution to the consolidated balance sheet as at 31 December 2020 of the companies that operate in Brazilian reais, Chilean pesos and Argentine pesos was affected by the depreciation in the year-end exchange rate of the aforementioned currencies in 2020 (depreciation also in 2019). These impacts on the consolidated balance sheet of companies that operate in currencies other than the euro were offset by the inclusion of **Rco** (Mexican pesos) and **Erc** (US dollar) in the scope of consolidation.

In this regard, the estimated sensitivity of the consolidated statements of profit or loss and consolidated equity to a change of 10% in the exchange rates against the euro of the main currencies in which the **Abertis** Group operates with respect to the exchange rate considered at year-end would be as follows:

Millions of euros	2020				2019				
	Functional currency	Revenue	Gross profit operations	Net loss	Equity <sup>(1)</sup>	Revenue	Gross profit from operations	Net profit (loss)	Equity <sup>(1)</sup>
10% change:									
BRL		43.3	23.4	(3.9)	93.6	62.5	33.9	(1.1)	144.1
CLP		37.0	28.1	(4.9)	159.2	55.4	44.5	(0.5)	173.9
MXN <sup>(2)</sup>		34.3	23.6	(1.9)	155.2	-	-	-	-
ARS		8.4	1.4	(2.7)	8.9	13.0	2.7	(1.9)	17.8
USD <sup>(3)</sup>		12.4	8.0	(0.9)	92.9	16.5	11.8	0.1	54.1

<sup>(1)</sup> Impact on equity of translation differences arising on consolidation.

<sup>(2)</sup> Sensitivity of the profit or loss aggregates based on a 12-month pro-forma contribution.

<sup>(3)</sup> For 2020, impact on profit or loss of the contribution in US dollars based on the contributions in the year, which do not include the contribution of **Erc** due to the fact that it was acquired on 30 December 2020.

In this connection, the impacts with an effect on the Group's equity would be partially offset by the impact also on equity of the hedges of net investments made (see Notes 10 and 14.i).

## ii) Interest rate risk

The Group's interest rate risk arises from current and non-current borrowings.

The borrowings issued at floating rates expose the Group to interest rate risk on its cash flows, whereas the borrowings arranged at a fixed rate expose the Group to interest rate risk in relation to fair value.

The purpose of interest risk management is to achieve a balance in the debt structure that makes it possible to minimise volatility in the consolidated statement of profit or loss over a multi-year time horizon. In this regard, at 31 December 2020, 78% of borrowings were at fixed interest rates or fixed through hedging (31 December 2019: 75%), in line with Group policy, with the estimated net impact after taxes (and before minority interests) on profit or loss of a change of 50 basis points in the interest rate on floating rate debt of EUR 22.7 million in 2020 (2019: EUR 23.9 million)(see Note 14), after considering the effect of the hedging instruments arranged.

In this connection, and based on various estimates and objectives regarding the debt structure, in order to manage the interest rate risk on the cash flows, hedging transactions are carried out through the arrangement of derivative financial instruments consisting of floating-to-fixed interest rate swaps. These swaps have the economic effect of converting borrowings bearing floating interest rates into borrowings bearing fixed rates, so the Group undertakes with other parties to exchange, at certain intervals, the difference between fixed interest and floating interest calculated on the basis of the main notional amounts arranged (see Note 10).

Also, in order to comply with the aforementioned policy, the Group arranges fixed-to-floating interest rate swaps to hedge fair value interest rate risk (see Note 10).

### iii) Credit risk

Due to the nature of the Group's businesses, there are no significant concentrations of credit risk, since there are no significant accounts receivable except for those receivable from public authorities (which the Group monitors on a monthly basis) and balances with banks (mainly derivative instruments and cash and cash equivalents).

Credit risk arises mainly from cash and cash equivalents, derivative financial instruments and deposits at banks and financial institutions, as well as other debts, including outstanding accounts receivable and committed transactions.

In this regard, the Group -in order to mitigate the aforementioned credit risk- performs derivative transactions and cash transactions only with banks of proven creditworthiness, recognised by international rating agencies. This creditworthiness, expressed by the rating of each entity, is reviewed periodically to ensure active management of counterparty risk.

The credit limits were not exceeded in the reporting periods. Also, despite the situation caused by Covid-19, no losses are expected to arise from the default of any of the counterparties indicated, in view of their nature, as described above.

iv) Liquidity risk

The Group manages its liquidity risk prudently, which entails ensuring the availability of sufficient financing through committed credit facilities and the ability to liquidate market positions. Given the dynamic nature of the Group's businesses, the General Financial Department aims to maintain flexible financing through the availability of committed credit facilities.

The cash outflows projected in relation to the Group's borrowings and available credit facilities are detailed in Nota 14.

In 2020 **Abertis** adopted a series of key measures aimed at maintaining proactive management of cash flows and ensuring the Group's liquidity as a priority during the Covid-19 crisis. Specifically, the Group has been working intensely on refinancing activities, extending the maturities of its debt, and has agreed on additional credit facilities with the banks with which it operates to improve the availability of its liquidity, and this improved liquidity enables it to address and cover its financial needs in the coming years.

v) Inflation risk

The revenue of most of the toll road concessions arises from tolls tied directly to inflation. Consequently, a scenario of increased inflation would lead to an increase in the fair value of these projects.

In this connection, in relation to Royal Decree 55/2017, of 3 February, implementing Law 2/2015, of 30 March, on de-indexing of the Spanish economy, it is estimated that the aforementioned Royal Decree should not have any impact on the tariffs applicable to the Spanish concessions operated by the Group (see Note 25-c), since the Royal Decree does not generally apply to concession arrangements already in force.

## b) Fair value measurement

The measurement of the assets and liabilities at their fair value must be broken down by levels based on the hierarchy described in Note 3-e.v, the breakdown at 31 December of the Group's assets and liabilities measured at fair value based on the aforementioned levels being as follows:

31 December 2020	Level 1	Level 2	Level 3	2020
<b>Assets</b>				
Financial assets at fair value through equity <sup>(1)</sup>	-	-	72,876	72,876
Derivative financial instruments:				
Cash flow hedges	-	35	-	35
Fair value hedges	-	-	-	-
Hedges of a net investment in a foreign operation	-	109,280	-	109,280
Derivatives not designated as hedges	-	-	-	-
Total derivative financial instruments	-	109,315	-	109,315
<b>Total assets</b>	<b>-</b>	<b>109,315</b>	<b>72,876</b>	<b>182,191</b>
<b>Liabilities</b>				
Derivative financial instruments:				
Cash flow hedges	-	250,649	-	250,649
Fair value hedges	-	-	-	-
Hedges of a net investment in a foreign operation	-	-	-	-
Total derivative financial instruments	-	250,649	-	250,649
Borrowings subject to fair value hedging	-	-	-	-
Other liabilities at fair value	-	-	-	-
<b>Total liabilities</b>	<b>-</b>	<b>250,649</b>	<b>-</b>	<b>250,649</b>

<sup>(1)</sup> Including EUR 18,863 thousand classified under "Non-Current Assets Classified as Held for Sale and Discontinued Operations" in the consolidated balance sheet (see Notes 3-h and 9).



<b>31 December 2019</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>2019</b>
<b>Assets</b>				
Financial assets at fair value through equity	-	-	78,887	78,887
Derivative financial instruments:				
Cash flow hedges	-	34,530	-	34,530
Fair value hedges	-	-	-	-
Hedges of a net investment in a foreign operation	-	60,420	-	60,420
Derivatives not designated as hedges	-	-	-	-
Total derivative financial instruments	-	94,950	-	94,950
<b>Total assets</b>	<b>-</b>	<b>94,950</b>	<b>78,887</b>	<b>173,837</b>
<b>Liabilities</b>				
Derivative financial instruments:				
Cash flow hedges	-	353,884	-	353,884
Fair value hedges	-	-	-	-
Hedges of a net investment in a foreign operation	-	-	-	-
Total derivative financial instruments	-	353,884	-	353,884
Borrowings subject to fair value hedging	-	-	-	-
Other liabilities at fair value	-	-	-	-
<b>Total liabilities</b>	<b>-</b>	<b>353,884</b>	<b>-</b>	<b>353,884</b>

In 2020 and 2019 there were no transfers between Levels 1 and 2.

As indicated in Notes 3-d and 3-e, the fair value of the financial instruments traded in active markets is based on the market prices at the reporting date. The quoted price used for financial assets is the current bid price.

The fair value of financial instruments not listed on an active market is determined using valuation techniques. The Group employs a variety of methods and uses assumptions based on the market conditions at each reporting date, including the concept of "transfer", as a result of which credit risk is taken into account.

For non-current borrowings observable market prices are used; the fair value of interest rate swaps is calculated as the present value of estimated future cash flows and the fair value of foreign currency forward contracts is determined using the forward exchange rates quoted in the market at the closing date. In this regard, the fair value based on the aforementioned hierarchies of the loans and bonds at 31 December 2020 and 2019 is detailed in Note 14.

### c) Capital management

The Group's objective in relation to capital management is to safeguard its ability to continue operating as a going concern so that it can continue to generate returns for shareholders and profits for other holders of equity instruments, maintain an optimum capital structure and reduce the cost of capital.

The Group monitors capital on the basis of its leverage ratio, which is in line with the industry norm. This ratio is calculated by dividing net bond issues and bank borrowings by total capital. Net bond issues and bank borrowings are calculated as total borrowings from these banks (including current and non-current, as evidenced in the consolidated balance sheet) less cash and cash equivalents. Total capital is calculated as equity, as disclosed in the consolidated financial statements, plus net debt to these banks.

In 2020 the Group's strategy in this connection did not change significantly. In this regard, the inclusion of **Rco** and **Erc** in 2020, with the concomitant increase in items of borrowings and equity, did not significantly affect the leverage ratio, which at 31 December 2020 was at 2019 levels.

At 31 December 2020 and 2019, the leverage ratios were as follows:

	<b>31 December 2020</b>	<b>31 December 2019</b>
Bond issues and bank borrowings (*) (Note 14)	29,149,014	26,365,967
Cash and cash equivalents (Note 12)	(3,102,175)	(2,644,889)
Bond issues and bank borrowings, net	26,046,839	23,721,078
Equity (Note 13)	8,613,806	7,835,403
Total capital	34,660,645	31,556,481
<b>Leverage ratio</b>	<b>75.1%</b>	<b>75.2%</b>

(\*) Including the debt payable to associates and joint ventures (accounted for using the equity method), the accrued interest payable on loans and bonds at the reporting date and other liabilities.

## 5. BUSINESS COMBINATIONS

The most significant business combinations in 2020 relate to:

- The acquisition of 51.26% of the share capital of the Red de Carreteras de Occidente, S.A.B. de C.V. (**Rco**) Group by **Abertis** through its wholly-owned investee Infraestructuras Viarias Mexicanas, S.A. de C.V. (**Ivm**).
- The acquisition of 55.2% of the share capital of the Elizabeth River Crossings (**Erc**) Group by **Abertis** through its wholly-owned investee Abertis Usa Holdco, LLC.

### i) Acquisition of a 51.26% ownership interest in **Rco**

As described in Note 2-h, in the first half of 2020 Abertis completed the acquisition of 51.26% of the share capital of the Red de Carreteras de Occidente, S.A.B. de C.V. (**Rco**) Group for EUR 1,475 million through the consolidated company Infraestructuras Viarias Mexicanas, S.A. de C.V. (**Ivm**).

As a result of this acquisition, the Group became the majority and controlling shareholder of **Rco** with an ownership interest of 51.26% (achieving an ownership interest of 53.12% through the additional acquisition described in Note 2-h); the companies in this subgroup were fully consolidated from the date on which control was obtained.

The **Rco** Group was formed in 2007 following the grant of the FARAC I concession, becoming one of the major toll road operators in Mexico. The **Rco** Group operates five concessions comprising eight toll roads with a total length of 876 km, and its toll road network constitutes the principal transport system in the central-western area of Mexico, connecting the Bajío industrial corridor with the most densely populated urban areas in Mexico such as Mexico City and Guadalajara.

Thus, the main assets of this group are the respective toll road concessions located mainly in the Mexican states of Jalisco, Michoacán and Guanajuato, which have high levels of growth, and more specifically:

- **Rco** is the concession operator of the Guadalajara - Zapotlanejo, Zapotlanejo - Lagos de Moreno, León - Aguascalientes and Maravatío - Zapotlanejo toll roads (FARAC I) located in the states of Jalisco, Michoacán, Guanajuato and Aguascalientes, connecting the principal industrial corridor between the area of Bajío, the city of Guadalajara and the State of Mexico over a distance of 664 km. The toll roads channel the traffic in this region with average daily traffic (ADT) of around 10,000 vehicles and the concession term ends in 2048.
- **Coviqsa** is the concession operator of the Querétaro - Irapuato toll road located in the states of Querétaro and Guanajuato, connecting the cities of Querétaro and Irapuato over a distance of 93 km. The toll road channels the traffic between these two cities with average daily traffic (ADT) of around 33,000 vehicles and the concession term ends in 2026.
- **Conipsa** is the concession operator of the Irapuato - La Piedad toll road located in the state of Guanajuato, connecting the cities of Irapuato and La Piedad over a distance of 74 km. The toll road channels the traffic between these two cities with average daily traffic (ADT) of around 20,000 vehicles and the concession term ends in 2025.
- **Cotesa** is the concession operator of the Tepic - San Blas toll road located in the state of Nayarit, connecting the cities of Tepic and San Blas over a distance of 31 km. The toll road channels the traffic between these two cities with average daily traffic (ADT) of around 1,300 vehicles and the concession term ends in 2046.
- **Autovim** is the concession operator of the Zamora - La Piedad toll road located in the state of Michoacán, which commenced operations in December 2020, connecting the cities of Zamora and Ecuandureo over a distance of 15 km. The concession term ends in 2039.

The FARAC I (**Rco**) is the Group's main concession, accounting for close to 85% of its revenue, followed by Coviqsa, which represents almost 10% of the Group's revenue. The other concessions contribute the remaining 5% of the Group's revenue.

The detail of the net assets acquired and of the goodwill generated by the acquisitions by **Abertis** at the acquisition date is as follows:

Thousands of euros	100%	51.26% <sup>(2)</sup>
Purchase price		
Number of shares	28,715,021,303	14,719,607,070
Total purchase price <sup>(1)</sup>	2,878,180	1,475,384
Fair value of the net assets acquired	2,063,280	1,057,658
Resulting goodwill	814,900	417,726

<sup>(1)</sup> Relating to the cash paid (MXN 64,032,806 thousand, equal to EUR 2,430,737 thousand) net of the related impact of derivative financial instruments due to the currency hedge arranged which, pursuant to IAS 39, was treated as a hedge of a "highly probable forecast transaction".

<sup>(2)</sup> Following obtainment of control, **Abertis** completed the acquisition of an additional 1.86% of the share capital of the Rco Group for a total amount of EUR 46 million, reaching a 53.12% interest therein and a total disbursement of EUR 1,521 million.

The acquisition of **Rco** by **Abertis**, which led to the Group having a presence in Mexico, and specifically in a state with growth levels exceeding the Mexican average, strengthens its industrial project and its growth strategy, thereby materialising its successful experience in working together with key grantors (government) in concession management and in creating value based on the Group's current portfolio of concessions. This demonstrates the ability of **Abertis** to replace concessions that expire in the short term with other assets with solid growth prospects.

In this regard, the foregoing, together with the development of the current infrastructure concession portfolio of **Rco**, will strengthen the Group's business in Mexico and, consequently, support the recognition of the financial goodwill resulting from the PPA performed amounting to EUR 418 million, which is based on the existence of a single cash-generating unit consisting of the **Rco** subgroup as a whole.

The acquisition-date fair value of the assets and liabilities of the business acquired was determined basically using valuation techniques. The measurement of that fair value and the related purchase price allocation were performed jointly with an independent third-party valuer.

In this regard, set forth below is a detail of the assets and liabilities whose fair values estimated in the PPA differ from their previous carrying amount and of the valuation methods used in each case:

a) Intangible assets

*Administrative concessions*

The valuation method used was based on the discounted cash flow method, using the methodology described in Note 7. The cash flow projections obtained were prepared on the basis of the projected income and expenses (the main assumptions of which relate mainly to the evolution of the volume of business, tolls and inflation) and of the projected investments, which were discounted to present value using a market discount rate (WACC) estimated at 9.69% in Mexican pesos.

b) Financial assets:

*Receivables from public authorities*

The valuation method used was based on the discounted cash flow method. The cash flow projections obtained were prepared on the basis of the estimated net receivables from the related tax authorities, discounted at a market discount rate (WACC) for Mexico estimated at 9.69% in Mexican pesos, coinciding with the rates used in the case of section a) above.

c) Borrowings

The valuation method used was based on the market value of the quoted liabilities (Level 1 of the fair value hierarchy, see Notes 3-e).v, 4-b) and 14), and the fair value of unquoted liabilities was determined on the basis of the methodology described in Notes 3-e).v, 4-b) and 14) (Level 2 of the fair value hierarchy).

Also, where appropriate, deferred tax assets and liabilities were recognised to reflect the tax effect of the remeasurement of the fair value of the aforementioned assets and liabilities with respect to their tax base.

The detail of the assets and liabilities of the **Rco** Group arising from the acquisition is as follows:

Debit/(Credit)	Value acquired (100%)		
	Fair value	Carrying amount <sup>(1)</sup>	Revaluation
Cash and cash equivalents	282,426	282,426	-
Property, plant and equipment	6,408	6,408	-
Concessions and other intangible assets <sup>(2)</sup>	4,696,284	1,766,338	2,929,946
Financial assets <sup>(3)</sup>	91,892	54,560	37,332
Accounts receivable and other current assets	29,834	29,834	-
Accounts payable and other liabilities	(22,809)	(22,809)	-
Bond issues and bank borrowings	(2,069,185)	(1,935,373)	(133,812)
Other financial liabilities	(52,801)	(52,801)	-
Provisions <sup>(4)</sup>	(319,375)	(277,755)	(41,620)
Net deferred tax assets / (liabilities)	(579,394)	258,160	(837,554)
<b>Net assets</b>	<b>2,063,280</b>	<b>108,988</b>	<b>1,954,292</b>
Non-controlling interests	-	-	-
<b>Net assets acquired</b>	<b>2,063,280</b>	<b>108,988</b>	<b>1,954,292</b>
Total purchase price	2,878,180	2,878,180	
Cash and cash equivalents	(282,426)	(282,426)	
<b>Cash outflow on acquisition</b>	<b>2,595,754</b>	<b>2,595,754</b>	

<sup>(1)</sup> In accordance with IFRS 3, the carrying amount shown in the table does not include the goodwill in the consolidated financial statements of **Rco** at the acquisition date (EUR 4,725 thousand).

<sup>(2)</sup> The revaluation of "Concessions and other intangible assets" relates to the revaluation of the administrative concessions.

<sup>(3)</sup> The revaluation of "Financial assets" relates to the revaluation of the accounts receivable from public authorities, which are included in this line item for a total amount of EUR 85,789 thousand.

<sup>(4)</sup> Includes provisions for obligations to employees (EUR 19,297 thousand), provisions required under IFRIC 12 (EUR 257,252 thousand) and other provisions (EUR 42,826 thousand).

The detail of the impact of the **Rco** business acquired on the consolidated statement of profit or loss of the **Abertis** Group is as follows:

	<b>Rco</b>	
	2020 contribution (8 months)	Pro-forma 2020 <sup>(2)</sup>
Operating income	230,009	342,963
Operating expenses	(46,311)	(107,012)
EBITDA	183,698	235,951
Net loss <sup>(1)</sup>	(4,572)	(18,965)

<sup>(1)</sup> Net profit attributable to the shareholders, including the additional amortisation of the revalued assets, but excluding the financial burden at **Abertis** associated with the acquisition of these businesses and its own operating expenses.

<sup>(2)</sup> Assuming that the acquisition of **Rco** had been effective from 1 January 2020 and, therefore, that this subgroup was 53.12% consolidated for the whole of 2020.

Since the date on which the acquisition of **Rco** by **Abertis** (May 2020) was completed, the one-year measurement period provided for by IFRS 3 in which to complete the PPA associated with the acquisition of **Rco** has not elapsed. Nevertheless, at the date of formal preparation of these consolidated financial statements it is not considered that significant changes could occur in the aforementioned allocation of the acquisition-date fair value of the assets acquired and liabilities assumed.

ii) Acquisition of a 55.20% ownership interest in **Erc**

As described in Note 2-h, 30 December 2020 saw the completion of the acquisition by **Abertis** of 55.20% of the share capital of the US toll road group Elizabeth River Crossings (**Erc**) for EUR 585 million through the consolidated company Abertis Usa Holdco, LLC.

As a result of this acquisition, **Abertis** became the majority and controlling shareholder of **Erc** with an ownership interest of 55.20%, and the companies in this subgroup have therefore been fully consolidated since 30 December 2020. Accordingly, the consolidated balance sheet as at 31 December 2020 includes the value of all of their respective assets and liabilities.

The **Erc** Group operates the Elizabeth River tunnels, which are located in the Hampton Roads region, one of the busiest thoroughfares in the Virginia Beach-Norfolk-Newport News metropolitan area, with an ADT of around 33,700 vehicles. The concession has a remaining term of 50 years, until April 2070. These tunnels connect important employment, commercial and military areas on both sides of the Elizabeth River in Norfolk with the rest of the Hampton Roads area, which is home to the busiest commercial port on the East Coast of the United States.

The detail of the net assets acquired and of the goodwill generated by the acquisition by **Abertis** at the acquisition date is as follows:

Thousands of euros	100%	55.20%
Purchase price	100%	55.20%
Total purchase price <sup>(1)</sup>	1,059,352	584,763
Fair value of the net assets acquired	1,059,352	584,763
Resulting goodwill	-	-

<sup>(1)</sup> Relating to the cash paid (USD 1,253,756 thousand, equal to EUR 1,021,723 thousand) net of the related impact of derivative financial instruments due to the currency hedge arranged which, pursuant to IAS 39, was treated as a hedge of a "highly probable forecast transaction".



The acquisition of **Erc** by **Abertis**, which led to the Group having a presence in the US, further strengthened its industrial project, its growth strategy and its ability to replace the concessions which will expire in the coming years.

In view of the date of completion of the acquisition of **Erc** (30 December 2020), at the date of authorisation for issue of these consolidated financial statements **Abertis** was in the process of completing the allocation of the resulting goodwill to the CGU identified and of the acquisition-date fair value of the assets and liabilities acquired, measuring them by analysing the discounted cash flows generated by the identified assets. In accordance with IFRS 3, Abertis has one year from the date of the transaction to complete the initial accounting for the business combination.

In this regard, at 31 December 2020, the Group, based on its experience and the analysis carried out during the acquisition process, performed the initial accounting for the purchase price of the assets and liabilities, estimating that the assets and liabilities whose fair value differed from their carrying amount corresponded to the concession arrangement acquired.

Lastly, it should be noted that, in accordance with US legislation, the tax base of the assets acquired and liabilities assumed must also be updated to their revalued carrying amounts as a result of the PPA and, consequently, no deferred tax assets and liabilities were recognised in relation to the tax effect of the revaluation of the fair value of the aforementioned assets and liabilities with respect to their tax base.

The detail of the assets and liabilities of the **Erc** Group arising from the acquisition is as follows:

Debit/(Credit)	Value acquired (100%)		
	Fair value	Carrying amount	Revaluation
Cash and cash equivalents	83,942	83,942	-
Property, plant and equipment	-	-	-
Concessions and other intangible assets <sup>(1)</sup>	1,946,136	918,376	1,027,760
Financial assets	-	-	-
Accounts receivable and other current assets	7,314	7,314	-
Accounts payable and other liabilities	(17,377)	(17,377)	-
Bond issues and bank borrowings	(909,582)	(909,582)	-
Other financial liabilities	-	-	-
Provisions	(51,081)	(51,081)	-
Net deferred tax assets / (liabilities) <sup>(2)</sup>	-	-	-
<b>Net assets</b>	<b>1,059,352</b>	<b>31,592</b>	<b>1,027,760</b>
Non-controlling interests	-	-	-
<b>Net assets acquired</b>	<b>1,059,352</b>	<b>31,592</b>	<b>1,027,760</b>
Total purchase price	1,059,352	1,059,352	
Cash and cash equivalents	(83,942)	(83,942)	
<b>Cash outflow on acquisition</b>	<b>975,410</b>	<b>975,410</b>	

<sup>(1)</sup> The revaluation of "Concessions and other intangible assets" relates to the revaluation of the administrative concessions.

<sup>(2)</sup> In accordance with US tax regulations, the cost of the business combination will be considered as the tax value of the assets and liabilities acquired and, consequently, there is no tax effect generated (due to the difference between the accounting and tax values of the net assets acquired) for which a deferred tax liability must be recorded.

Because of the acquisition date, the acquisition did not have any effect on the Group's consolidated statement of profit or loss. In the event that the acquisition of Erc would had been carried out with effect January 1, 2020, for which the aforementioned subgroup would have been consolidated by global integration at 55.20% during the entire year 2020, the estimated impact on the Consolidated Statements of Profit or Loss of **Abertis** Group would be as follows:

	Pro-forma 2020
Operating income	77,412
Operating expenses	(40,603)
EBITDA	36,809
Net loss <sup>(1)</sup>	(25,040)

<sup>(1)</sup> Net profit attributable to the shareholders, including the additional amortisation of the revalued assets, but excluding the financial burden at **Abertis** associated with the acquisition of these businesses and its own operating expenses.

During 2020, there has not been other significant business combinations.

iii) Other matters

In relation to the acquisition of Abertis Infraestructuras, S.A. by Atlantia S.p.A., Actividades de Construcción y Servicios, S.A. and Hochtief Aktiengesellschaft and its subsequent merger with Abertis Participaciones, S.A.U. described below, as indicated in that Note 6-a to the consolidated financial statements for 2019, since the acquisition was completed in October 2018, the accounting for the allocation of the acquisition-date fair value of the assets acquired and liabilities assumed was considered to be complete in those consolidated financial statements.

As described in Note 1, on 10 December 2018 the Boards of Directors of Abertis Infraestructuras, S.A. and Abertis Participaciones, S.A.U. approved the draft terms of merger of Abertis Infraestructuras, S.A. (the absorbing company) and Abertis Participaciones, S.A.U. (the absorbed company). These draft terms of merger were approved by both the Extraordinary General Meeting of Abertis Infraestructuras, S.A. and the sole shareholder of Abertis Participaciones, S.A.U. on 8 February 2019, were executed in a public deed on 14 March 2019 and were registered at the Madrid Mercantile Registry on 15 March 2019, and the merger was effective for accounting purposes from 1 January 2019.

As a result of the aforementioned transactions, the consolidated financial statements of Abertis Infraestructuras, S.A. and Subsidiaries for 2019 reflect from 1 January 2019 the effects of the obtainment of control of the **Abertis** Group and, therefore, the fair values of the assets and liabilities of **Abertis** arising from the purchase price allocation (PPA) performed, as described below.

The detail of the net assets acquired and of the goodwill generated by the acquisition of **Abertis** at the acquisition date is as follows:

Thousands of euros	100%	98.70%
Purchase price		
Number of shares	911,565,371	899,757,113
Total purchase price (EUR 18.36/share)	16,736,340	16,519,541
Fair value of the net assets acquired	8,764,007	8,650,848
Resulting goodwill	7,972,333	7,868,693

The acquisition of **Abertis** by Atlantia, ACS and Hochtief reinforces its industrial project with the experience of new shareholders as infrastructure developers ("greenfield") and infrastructure managers ("brownfield") together with **Abertis'** own experience in the management and operation of infrastructure. The new shareholders perceived their investment in **Abertis** as a stable and long-term investment, with reciprocal cooperation for the development of a global project through an international company. In this regard, the investment agreement signed by the shareholders establishes a framework of cooperation for the performance of their respective commercial activities in the toll road area in which **Abertis** will participate. Combining the greenfield and brownfield activities, the capabilities of **Abertis** and its shareholders constituted an integrated range of services that differentiated them from potential competitors, an aspect that could result in greater bidding success and higher rates of return on future investments.

Additionally, **Abertis** had a clear growth strategy and a historically successful track record in managing operations with the concession grantors (government), something which is key in the concession management activity and in the creation of value based on the Group's current concession portfolio.

In this regard, the foregoing, together with the development of the current infrastructure concession portfolio of **Abertis**, strengthened the Group's business and, consequently supporting the recognition of the financial goodwill resulting from the PPA performed, amounting to EUR 7,869 million, based on the existence of a single cash-generating unit consisting of the **Abertis** Group as a whole.

The acquisition-date fair value of the assets and liabilities of the businesses acquired was determined basically using valuation techniques.

The measurement of that fair value and the related purchase price allocation (PPA) were performed internally, as was the case with other business combinations carried out by **Abertis** in previous years, without the involvement of an independent third-party valuer since, on the one hand, it was considered that the standard (IFRS 3 Revised) does not require that PPA processes be performed by independent valuers and, on the other, an in-house team was available with sufficient knowledge and experience in the industry in which the acquired business operates and in PPA processes.

In this regard, set forth below is a detail of the assets and liabilities whose fair values estimated in the PPA differed from their previous carrying amount and of the valuation methods used in each case:

a) Intangible assets

*Administrative concessions*

The valuation method used was based on the discounted cash flow method, using the methodology described in la Note 7. The cash flow projections obtained were prepared on the basis of the projected income and expenses (the main assumptions of which related mainly to the evolution of the volume of business, tolls and inflation) and of the projected investments, which were discounted to present value using a market discount rate (WACC) ranging from 5% to 11.4%. The detail of the main assumptions made is as follows:

	Activity (ADT)	Average toll	WACC (EUR)
Spain	1.2% - 1.7%	1.7% - 2.2%	6.8%
France	1.4%	1.2% - 1.3%	5.0%
Italy	1.0%	0.0%	6.4%
Brazil	3.5%	3.9%	10.0%
Chile	3.2% - 4.5%	1.0% - 6.5%	7.1%
Puerto Rico	0.0% - 1.1%	1.0% - 3.5%	11.4%
India	6.9% - 7.5%	3.9% - 4.0%	10.0%

The most significant components of the discount rate applied (WACC) are summarised as follows:

- i) Risk Free Rate: the interest rate offered by long-term sovereign bonds. It was determined using current market data and estimates of equilibrium levels (using standard econometric models) in which the interest rates should be located, thus adjusting the returns that were at low rates due to the significant influence of public debt purchases carried out by central banks;
- ii) Enterprise Risk Premium (ERP): measures the additional risk that is demanded of equities over and above the return on risk-free assets. It was determined using a combination of historical approaches (ex post), backed by external publications and studies of series of past yields, and prospective approaches (ex ante), based on market publications, taking into account medium- and long-term profit expectations depending on the degree of maturity and development of each country; and

- iii) Beta coefficient: the multiplier of the market risk premium, considered as a systemic risk. It was estimated using series of historical prices of shares of comparable companies that are publicly traded, determining the correlation between the yield of the shares of the companies and the yield of the general index of the stock exchange of the country where their shares are listed. The main underlying data used in these calculations were obtained from external public sources of independent information of acknowledged prestige.

#### *Relationships with customers*

The relationships with customers identified were associated with electronic toll payment subscriptions: the valuation method was as described in Note 3-b).iv.

- b) Financial assets

#### *Receivables from public authorities*

The valuation method used was based on the discounted cash flow method. The cash flow projections obtained were prepared on the basis of the estimated net receivables from the related tax authorities, discounted at a market discount rate (WACC) in the countries concerned, ranging from 6.6% to 7.1%, coinciding with the rates used in the case of section a) above.

#### *Investments in associates*

The valuation method used was based on discounting the dividends received from investees at a market discount rate (cost of equity or "Ke") in the countries concerned, ranging from 6.6% to 8.6%, calculated using the methodology described in section a) above.

- c) Non-current assets classified as held for sale

The valuation method used was based on the sale agreement reached.

#### d) Borrowings

The valuation method used was based on the market value of the quoted liabilities (Level 1 of the fair value hierarchy, see Notes 3-e).v, 4-b) and 14), and the fair value of unquoted liabilities was determined on the basis of the methodology described in Notes 3-e).v, 4-b) and 14 (Level 2 of the fair value hierarchy).

Also, where appropriate, deferred tax assets and liabilities were recognised to reflect the tax effect of the remeasurement of the fair value of the aforementioned assets and liabilities with respect to their tax base.

The detail of the assets and liabilities of the **Abertis** Group arising from the acquisition is as follows:

31/10/18	Value acquired (100%)		
Debit/(Credit)	Fair value	Carrying amount <sup>(1)</sup>	Revaluation
Cash and cash equivalents	2,590,608	2,590,608	-
Property, plant and equipment	394,017	394,017	-
Concessions and other intangible assets <sup>(2)</sup>	28,362,606	14,439,607	13,922,999
Investments in associates and interests in joint ventures	512,493	220,280	292,213
Financial assets <sup>(3)</sup>	2,702,987	2,537,215	165,772
Accounts receivable and other current assets	1,698,524	1,698,524	-
Accounts payable and other liabilities	(919,649)	(919,649)	-
Bond issues and bank borrowings	(17,927,219)	(16,781,201)	(1,146,018)
Other financial liabilities (derivatives)	(265,773)	(265,773)	-
Provisions	(2,680,171)	(2,680,171)	-
Non-current assets classified as held for sale and associated liabilities (net) <sup>(4)</sup>	1,085,283	1,159,342	(74,059)
Net deferred tax assets / (liabilities)	(4,532,328)	(792,776)	(3,739,552)
<b>Net assets</b>	<b>11,021,378</b>	<b>1,600,023</b>	<b>9,421,355</b>
Non-controlling interests	(2,257,371)	(1,751,807)	(505,564)
<b>Net assets acquired</b>	<b>8,764,007</b>	<b>(151,784)</b>	<b>8,915,791</b>
Total purchase price	16,736,340	16,736,340	
Cash and cash equivalents	(2,590,608)	(2,590,608)	
<b>Cash outflow on acquisition</b>	<b>14,145,732</b>	<b>14,145,732</b>	

<sup>(1)</sup> In accordance with IFRS 3, the carrying amount shown in the table does not include the goodwill in the consolidated financial statements of **Abertis** at the acquisition date (EUR 4,386,111 thousand).

<sup>(2)</sup> The revaluation of "Concessions and Other Intangible Assets" includes the revaluation of administrative concessions and relationships with customers amounting to EUR 13,824,392 thousand and EUR 98,607 thousand, respectively.

<sup>(3)</sup> The revaluation of "Financial Assets" includes the revaluation of receivables from public authorities.

<sup>(4)</sup> Relating in full to the ownership interest held at the acquisition date in **Hispasat**.

The detail of the revalued items is as follows:

	(a)	(b)	(a)+(b)			
	Administrative concessions	Relationships with customers	Concessions and other intangible assets	Associates	Receivables from public authorities	Bank borrowings
Spain	3,117,090	-	3,117,090	286	160,028	(5,580)
France	7,595,983	98,607	7,694,590	290,322	-	(675,069)
Brazil	81,582	-	81,582	-	-	(31,392)
Chile	2,644,695	-	2,644,695	-	5,744	(87,244)
Puerto Rico	351,306	-	351,306	-	-	68,711
Italy, India and other	33,736	-	33,736	1,605	-	(16,954)
Total Toll roads	13,824,392	98,607	13,922,999	292,213	165,772	(747,528)
Other	-	-	-	-	-	(398,490)
<b>Total</b>	<b>13,824,392</b>	<b>98,607</b>	<b>13,922,999</b>	<b>292,213</b>	<b>165,772</b>	<b>(1,146,018)</b>

Lastly, as a result of the aforementioned merger in 2019 between Abertis Infraestructuras, S.A. and Abertis Participaciones, S.A.U., effective for accounting purposes from 1 January 2019, the consolidated financial statements for 2019 included the effect of the aforementioned PPA to the assets and liabilities of **Abertis**. In this regard, on 1 January 2019 the Group recognised the impact on the consolidated financial statements of the aforementioned revaluation as a result of the acquisition on 29 October 2018, together with the impacts associated therewith from that date until 31 December 2018, relating mainly to the amortisation of the concession infrastructure amounting to EUR 257 million, before considering the related tax effect, and to the measurement of borrowings at amortised cost, which led to a reduction, before considering the related tax effect, of EUR 119 million in the borrowing costs for that period.



## 6. PROPERTY, PLANT AND EQUIPMENT

The changes in the main items composing "Property, Plant and Equipment" were as follows:

	Toll road management assets	Land and buildings	Plant and machinery	Other fixtures, tools and furniture	Right-of- use assets	Other	Total
<b>1 January 2020</b>							
Cost	86,290	27,783	40,694	226,631	109,120	96,053	586,571
Accumulated depreciation and impairment losses	(26,755)	(1,808)	(10,575)	(46,088)	(23,149)	(27,128)	(135,503)
<b>Carrying amount</b>	<b>59,535</b>	<b>25,975</b>	<b>30,119</b>	<b>180,543</b>	<b>85,971</b>	<b>68,925</b>	<b>451,068</b>
<b>2020</b>							
Beginning carrying amount	59,535	25,975	30,119	180,543	85,971	68,925	451,068
Exchange differences <sup>(1)</sup>	-	(673)	(2,118)	(1,237)	(4,368)	(5,466)	(13,862)
Additions	1,223	153	5,071	34,989	26,541	22,164	90,141
Disposals (net)	(47)	(269)	(1,085)	(4,503)	(722)	(4,778)	(11,404)
Transfers	4,266	289	5,259	4,862	(120)	(10,720)	3,836
Changes in the scope of consolidation and business combinations (see Note 5)	-	-	384	756	1,590	3,678	6,408
Depreciation charge	(16,060)	(1,277)	(9,030)	(43,281)	(20,707)	(8,807)	(99,162)
Impairment losses	-	(1,200)	34	13	-	-	(1,153)
Other	-	-	-	-	-	-	-
<b>Ending carrying amount</b>	<b>48,917</b>	<b>22,998</b>	<b>28,634</b>	<b>172,142</b>	<b>88,185</b>	<b>64,996</b>	<b>425,872</b>
<b>At 31 December 2020</b>							
Cost	91,732	27,283	48,239	261,511	132,041	100,932	661,738
Accumulated depreciation and impairment losses	(42,815)	(4,285)	(19,605)	(89,369)	(43,856)	(35,936)	(235,866)
<b>Carrying amount</b>	<b>48,917</b>	<b>22,998</b>	<b>28,634</b>	<b>172,142</b>	<b>88,185</b>	<b>64,996</b>	<b>425,872</b>

<sup>(1)</sup> Including an impact of EUR 2,556 thousand associated with the recognition of hyperinflation by the Argentine companies.

	Toll road management assets	Land and buildings	Plant and machinery	Other fixtures, tools and furniture	Right-of-use assets	Other	Total
<b>1 January 2019</b>							
Cost	575,407	65,737	139,701	814,357	-	111,444	1,706,646
Accumulated depreciation and impairment losses	(496,360)	(15,865)	(105,168)	(621,205)	-	(55,866)	(1,294,464)
<b>Carrying amount</b>	<b>79,047</b>	<b>49,872</b>	<b>34,533</b>	<b>193,152</b>	<b>-</b>	<b>55,578</b>	<b>412,182</b>
<b>2019</b>							
Beginning carrying amount	79,047	49,872	34,533	193,152	-	55,578	412,182
Changes in accounting policies (IFRS 16)	-	-	-	-	65,544	-	65,544
Exchange differences <sup>(1)</sup>	-	(530)	(766)	(892)	402	3,143	1,357
Additions	1,770	3,649	4,649	39,492	24,053	20,736	94,349
Disposals (net)	(57)	(7,314)	(1,157)	(8,554)	(1,319)	(2,418)	(20,819)
Transfers	790	(18,147)	1,497	(4,693)	20,919	908	1,274
Changes in the scope of consolidation and business combinations <sup>(2)</sup>	199	-	-	1	-	2	202
Depreciation charge	(22,214)	(1,555)	(8,671)	(37,963)	(23,628)	(9,037)	(103,068)
Impairment losses	-	-	34	-	-	13	47
Other	-	-	-	-	-	-	-
<b>Ending carrying amount</b>	<b>59,535</b>	<b>25,975</b>	<b>30,119</b>	<b>180,543</b>	<b>85,971</b>	<b>68,925</b>	<b>451,068</b>
<b>At 31 December 2019</b>							
Cost	86,290	27,783	40,694	226,631	109,120	96,053	586,571
Accumulated depreciation and impairment losses	(26,755)	(1,808)	(10,575)	(46,088)	(23,149)	(27,128)	(135,503)
<b>Carrying amount <sup>(3)</sup></b>	<b>59,535</b>	<b>25,975</b>	<b>30,119</b>	<b>180,543</b>	<b>85,971</b>	<b>68,925</b>	<b>451,068</b>

<sup>(1)</sup> Including an impact of EUR 3,146 thousand associated with the recognition of hyperinflation by the Argentine companies.

<sup>(2)</sup> Corresponding to the impact of the obtainment of control of Tradós, which until 2018 had been accounted for using the equity method (see Note 2-h).

<sup>(3)</sup> Including, as a result of the obtainment of control of **Abertis** on 29 October 2018 and the subsequent merger of **Abertis** with Abertis Participaciones effective for accounting purposes from 1 January 2019, the impact of the recognition of the assets included at their carrying amount at the date of obtainment of control and the corresponding depreciation charge from that date (29 October 2018) to 31 December 2018.

	1 January 2019	Impact of merger	1 January 2019
Toll road management assets	575,407	(491,819)	83,588
Land and buildings	65,737	(15,612)	50,125
Plant and machinery	139,701	(103,264)	36,437
Other fixtures, tools and furniture	814,357	(613,080)	201,277
Other	111,444	(52,365)	59,079
Cost	1,706,646	(1,276,140)	430,506
Toll road management assets	(496,360)	491,819	(4,541)
Land and buildings	(15,865)	15,612	(253)
Plant and machinery	(105,168)	103,264	(1,904)
Other fixtures, tools and furniture	(621,205)	613,080	(8,125)
Other	(55,866)	52,365	(3,501)
Accumulated depreciation and impairment losses	(1,294,464)	1,276,140	(18,324)
<b>Carrying amount</b>	<b>412,182</b>	<b>-</b>	<b>412,182</b>

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

	31 December 2020		31 December 2019	
	Currency	Euros	Currency	Euros
France (euro)	174,053	174,053	186,743	186,743
Italy (euro)	38,947	38,947	42,452	42,452
Puerto Rico (US dollar, USD)	36,082	29,404	40,492	36,044
Brazil (Brazilian real, BRL)	220,904	34,660	132,724	29,392
Chile (Chilean peso, CLP)	17,518,234	20,093	17,469,177	20,651
Mexico (Mexican peso, MXN)	181,123	7,418	-	-
Argentina (Argentine peso, ARS)	1,303,187	12,622	1,059,276	15,744
Other	-	9,081	-	10,187
<b>Net property, plant and equipment owned by Group companies located abroad</b>	<b>-</b>	<b>326,278</b>	<b>-</b>	<b>341,213</b>

The exchange differences that arose in the year relate primarily to assets in Brazil, Chile, Mexico, Argentina and Puerto Rico and were a result of the decrease in the year-end exchange rates of the Brazilian real, the Chilean peso, the Argentine peso and the US dollar, respectively (for the Mexican peso, appreciation of the closing exchange rate with respect to that existing on the date of takeover). In 2019 they related primarily to assets in Brazil, Chile, Argentina and Puerto Rico and were a result of the decrease in the year-end exchange rates of the Brazilian real, the Chilean peso and the Argentine peso, and the increase in the year-end exchange rate of the US dollar, respectively.

The additions in 2020 relate mainly to certain upgrades to assets of the **Sanef** subgroup amounting to EUR 32 million (2019: EUR 36 million).

The changes in 2020 arising from changes in the scope of consolidation and business combinations relate to the impact associated with the purchase and obtainment of control of **Rco** (see Notes 2-h and 5).

It should be noted that no interest was capitalised in either 2020 or 2019.

The detail of the grants related to assets, which 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 and are recognised as a reduction of property, plant and equipment and returnable assets, is as follows:

	2020		2019	
	Net grant (balance)	Amount allocated to profit or loss	Net grant (balance)	Amount allocated to profit or loss
Other	-	13	13	20
	-	<b>13</b>	<b>13</b>	<b>20</b>

At 31 December 2020 (as at 31 December 2019), property, plant and equipment did not include returnable assets of a material net amount.

The detail of "Other" is as follows:

	31 December 2020	31 December 2019
Property, plant and equipment in the course of construction	25,501	23,145
Other items of property, plant and equipment, net	39,495	45,780
	<b>64,996</b>	<b>68,925</b>

At each reporting date the Group assesses whether there is any indication that an asset may be impaired. If any indication of impairment exists, it estimates the asset's recoverable amount applying the general policies described in Note 3-c. The assessment carried out at 31 December 2020 did not reveal any indications of impairment or, therefore, the need to recognise significant impairment losses (as was also the case at 2019 year-end).

Also, at 31 December 2020 the Group had firm property, plant and equipment purchase commitments amounting to EUR 26,159 thousand corresponding mainly to assets of **Régis Bittencourt** (2019 year-end: EUR 3,399 thousand corresponding mainly to assets of **Túnels**).

Also, the following items of property, plant and equipment were subject to restrictions and/or had been pledged as security for liabilities:

	<b>31 December 2020</b>	<b>31 December 2019</b>
Metropistas	45,415	49,054
A4 subgroup	12,995	12,995
TTPL	451	204
JEPL	161	204
	<b>59,022</b>	<b>62,457</b>

Lastly, it should be noted that the Group takes out the insurance policies considered necessary to cover the possible risks to which the property, plant and equipment might be subject.

## 7. GOODWILL AND OTHER INTANGIBLE ASSETS

The changes in the main items comprising these headings were as follows:

	Goodwill	Other intangible assets			Total
		Administrative concessions	Computer software	Other	
<b>At 1 January 2020</b>					
Cost	7,927,265	28,265,361	54,145	135,636	28,455,142
Accumulated amortisation and impairment losses	-	(2,863,771)	(9,212)	(11,346)	(2,884,329)
<b>Carrying amount</b>	<b>7,927,265</b>	<b>25,401,590</b>	<b>44,933</b>	<b>124,290</b>	<b>25,570,813</b>
<b>2020</b>					
Beginning carrying amount	7,927,265	25,401,590	44,933	124,290	25,570,813
Translation differences	32,968	(846,144)	(1,200)	(1)	(847,345)
Additions	-	394,833	13,423	2,390	410,646
Disposals (net)	-	-	(247)	(1,086)	(1,333)
Transfers	-	(11,219)	6,250	(473)	(5,442)
Changes in the scope of consolidation and business combinations (see Note 5)	417,726	6,642,339	-	81	6,642,420
Amortisation charge	-	(2,304,050)	(13,258)	(9,914)	(2,327,222)
Impairment losses (see section iv)	-	(260,399)	-	-	(260,399)
Other	-	14,739	-	-	14,739
<b>Ending carrying amount</b>	<b>8,377,959</b>	<b>29,031,689</b>	<b>49,901</b>	<b>115,287</b>	<b>29,196,877</b>
<b>At 31 December 2020</b>					
Cost	8,377,959	34,459,909	72,371	136,547	34,668,827
Accumulated amortisation and impairment losses	-	(5,428,220)	(22,470)	(21,260)	(5,471,950)
<b>Carrying amount</b>	<b>8,377,959</b>	<b>29,031,689</b>	<b>49,901</b>	<b>115,287</b>	<b>29,196,877</b>

	Other intangible assets				
	Goodwill	Administrative concessions	Computer software	Other	Total
<b>At 1 January 2019</b>					
Cost	4,383,034	32,143,770	204,994	60,990	32,409,754
Accumulated amortisation and impairment losses	-	(18,051,718)	(162,931)	(24,378)	(18,239,027)
<b>Carrying amount</b>	<b>4,383,034</b>	<b>14,092,052</b>	<b>42,063</b>	<b>36,612</b>	<b>14,170,727</b>
<b>2019</b>					
Beginning carrying amount	4,383,034	14,092,052	42,063	36,612	14,170,727
Impact of merger <sup>(1)</sup>	3,485,659	13,540,502	-	97,786	13,638,288
Translation differences	-	(298,210)	(162)	9	(298,363)
Additions	-	535,532	16,969	503	553,004
Disposals (net)	-	-	-	(158)	(158)
Transfers	-	22,693	(1,351)	78	21,420
Changes in the scope of consolidation and business combinations	58,572	87,845	5	-	87,850
Amortisation charge	-	(2,578,824)	(12,634)	(10,194)	(2,601,652)
Impairment losses	-	-	-	(346)	(346)
Other	-	-	43	-	43
<b>Ending carrying amount</b>	<b>7,927,265</b>	<b>25,401,590</b>	<b>44,933</b>	<b>124,290</b>	<b>25,570,813</b>
<b>At 31 December 2019</b>					
Cost	7,927,265	28,265,361	54,145	135,636	28,455,142
Accumulated amortisation and impairment losses	-	(2,863,771)	(9,212)	(11,346)	(2,884,329)
<b>Carrying amount</b>	<b>7,927,265</b>	<b>25,401,590</b>	<b>44,933</b>	<b>124,290</b>	<b>25,570,813</b>

<sup>(1)</sup> Including, in addition to the recognition of the intangible asset revaluation described in Note 6 to the consolidated financial statements for 2019 as a result of the obtainment of control of **Abertis** on 29 October 2018 (**detailed in Note 6**) and the subsequent merger of **Abertis** with Abertis Participaciones effective for accounting purposes from 1 January 2019, the impact of the recognition of the assets included at their carrying amount at the date of obtainment of control and the corresponding amortisation charge from that date (29 October 2018) to 31 December 2018.

	1 January 2019	Impact of merger	1 January 2019
Administrative concessions	32,143,770	(18,001,738)	14,142,032
Computer software	204,994	(161,459)	43,535
Other	60,990	(23,274)	37,716
<b>Cost</b>	<b>32,409,754</b>	<b>(18,186,471)</b>	<b>14,223,283</b>
Administrative concessions	(18,051,718)	18,001,738	(49,980)
Computer software	(162,931)	161,459	(1,472)
Other	(24,378)	23,274	(1,104)
Accumulated amortisation and impairment losses	(18,239,027)	18,186,471	(52,556)
<b>Carrying amount</b>	<b>14,170,727</b>	<b>-</b>	<b>14,170,727</b>

The detail of the goodwill and other intangible assets (net) at the Group companies located abroad is as follows:

(in thousands)	31 December 2020		31 December 2019	
	Currency	Euro	Currency	Euro
France (euro)	10,789,855	10,789,855	11,585,460	11,585,460
Mexico (Mexican peso, MXN)	6,723,745	5,479,378	-	-
Chile (Chilean peso, CLP)	3,337,050,405	3,827,531	3,607,160,057	4,264,185
Brazil (Brazilian real, BRL)	14,080,358	2,209,203	14,618,428	3,237,245
USA (US dollar, USD)	2,388,103	1,946,136	-	-
Puerto Rico (US dollar, USD)	1,480,555	1,206,548	1,518,289	1,351,512
Italy (euro)	681,316	681,316	899,172	899,172
India (rupee, INR)	12,611,730	140,661	14,756,427	184,025
Other	-	10,020	-	185
<b>Intangible assets (net) at companies located abroad</b>	-	<b>26,290,648</b>	-	<b>21,521,784</b>

In this regard, the exchange differences that arose in the year relate primarily to assets in Brazil, Chile, Mexico (included in 2020) and Puerto Rico and were a result of the decrease in the year-end exchange rates of the Brazilian real, the Chilean peso and the US dollar, respectively (for Mexican peso, appreciation of the closing exchange rate with respect to that existing on the date of takeover), as in 2019, except for the year-end exchange rate of the US dollar, which increased.

The additions in 2020 and 2019 to “Administrative Concessions” relate mainly to the following subgroups and/or concession operators.

(in thousands)	31 December 2020		31 December 2019	
	Currency	Euro	Currency	Euro
<b>Arteris</b> subgroup (Brazil, Brazilian real, BRL)	1,341,535	210,486	1,246,053	275,938
Chilean concession operators (Chile, Chilean peso, CLP)	305,079	350	28,017,008	33,120
<b>Sanef</b> (France, euros)	136,456	136,456	210,262	210,262
Rco subgroup (Mexico, Mexican peso, MXN)	692,501	28,363	-	-
Other	-	19,178	-	16,212
<b>Additions to administrative concessions</b>	-	<b>394,833</b>	-	<b>535,532</b>

The additions shown are a result of investments made in the year mainly to expand the capacity of the toll road networks owned by these subgroups and/or concession operators.



The changes in 2020 arising from changes in the scope of consolidation and business combinations relate to:

- The impact of the acquisition and obtainment of control of the Mexican company **Rco** (concession infrastructure and other intangible assets of EUR 4,696,284 thousand and goodwill of EUR 417,726 thousand, see Notes 2-h and 5.i).
- The impact of the acquisition and obtainment of control of the US company **Erc** (concession infrastructure of EUR 1,946,136 thousand, see Notes 2-h and 5.ii).

The changes in 2019 arising from changes in the scope of consolidation and business combinations related to the impact associated with the obtainment of control of **Trados**.

Also, in 2019, as a result of the merger of **Abertis** with Abertis Participaciones, S.A.U. and the concomitant inclusion from 1 January 2019 of the effects of the obtainment of control of the **Abertis** Group, an increase of EUR 13,638,288 thousand was recognised in the Group's intangible assets (administrative concessions of EUR 13,540,502 thousand and other intangible assets of EUR 97,786 thousand) due to the purchase price allocation (PPA) described in Note 6 to the consolidated financial statements for 2019 (at 29 October 2018, the date on which Atlantia obtained control, a total of EUR 13,922,999 thousand of which EUR 13,824,392 related to administrative concessions and EUR 98,607 thousand to other intangible assets).

In 2020 the capitalised borrowing costs amounted to EUR 16,186 thousand (2019: EUR 20,336 thousand) and related mainly to the extension and upgrade work carried out by the **Arteris** subgroup (EUR 16,186 thousand in 2020 and EUR 19,889 thousand in 2019).

i) Goodwill

The detail of the goodwill of the subsidiaries allocated to each of the various cash-generating units identified by Group management, broken down by business segment and concession that generated the goodwill, is as follows:

	31 December 2020	31 December 2019
Toll roads		
Rco subgroup	450,694	-
Trados	58,572	58,572
	509,266	58,572
Abertis	7,868,693	7,868,693
<b>Goodwill</b>	<b>8,377,959</b>	<b>7,927,265</b>

The main item of goodwill recognised at 2020 year-end (as was the case at 2019 year-end) relates to the goodwill allocated to the **Abertis** Group amounting to EUR 7,868,693 thousand which was recognised as a result of the PPA performed to account for the effects of the obtainment of control of the **Abertis** Group by its current shareholders after the merger of **Abertis** with Abertis Participaciones, S.A.U. effective 1 January 2019 (the previous carrying amount was derecognised in accordance with IFRS 3). Also, in 2020, on the date of taking control, EUR 417,726 thousand were included relating to the goodwill allocated as a result of the inclusion of the **Rco** subgroup in the scope of consolidation (see Note 5.i).

ii) Administrative concessions

The detail of the main administrative concessions (see Note 25-c), by operating segment, is as follows:

	31 December 2020	31 December 2019
Toll roads		
Hit/Sanef subgroup	10,683,064	11,469,745
Rco subgroup <sup>(1)</sup>	5,028,601	-
Autopista Central <sup>(1)</sup>	3,049,036	3,337,122
Arteris subgroup <sup>(1)</sup>	2,205,415	3,233,463
Erc <sup>(1)</sup>	1,946,136	-
Metropistas <sup>(1)</sup>	1,147,961	1,284,741
Iberpistas/Castellana	887,523	949,424
Aucat	859,626	907,157
Avasa	667,415	780,834
A4 subgroup	654,257	867,452
Túnel	499,773	529,184
Los Andes <sup>(1)</sup>	309,389	331,133
Rutas del Pacífico <sup>(1)</sup>	265,119	326,814
Acesa	257,789	643,534
Autopista del Sol <sup>(1)</sup>	114,694	164,569
TTPL <sup>(1)</sup>	77,036	96,722
Trados	71,374	79,610
Aulesa	70,205	72,255
JEPL <sup>(1)</sup>	63,279	86,850
APR <sup>(1)</sup>	58,575	66,749
Libertadores <sup>(1)</sup>	37,577	43,431
Invicat	28,735	72,301
Elqui <sup>(1)</sup>	12,368	18,138
Other <sup>(1)</sup>	36,742	40,362
	29,031,689	25,401,590
<b>Administrative concessions (carrying amount)</b>	<b>29,031,689</b>	<b>25,401,590</b>

<sup>(1)</sup> Administrative concessions associated with assets that operate in a currency other than the euro (mainly the Brazilian real, the Chilean peso, the Mexican peso and the US dollar) and whose value in euros was therefore affected by the change in the year-end exchange rate.

The changes in 2020 were due, in addition to the amortisation charge and the aforementioned exchange rate effect, mainly to:

- The impact of the acquisition and obtainment of control of the Mexican company **Rco** (concession infrastructure of EUR 4,696,203 thousand) and of the US company **Erc** (EUR 1,946,136 thousand), see Notes 2-h and 5.i).
- In the case of the **A4** and **Arteris** subgroups, as a result of the impact of the impairment losses recognised in the year (see section iv) below).

iii) Other intangible assets

At 31 December 2020 and 2019, "Other Intangible Assets" includes mainly the intangible assets associated with the contractual relationships with customers that the Group company Bip&Go, S.A. has in its commercial transactions with customers and which arose as a result of the business combination relating to the acquisition of Abertis Infraestructuras, S.A. by Atlantia S.p.A., Actividades de Construcción y Servicios, S.A. and Hochtief Aktiengesellschaft and the subsequent merger with Abertis Participaciones, S.A.U., effective 1 January 2019 (see Note 5.iii).

iv) Impairment losses

As detailed in Notes 3-b and 3-c, at each reporting date (and at least at each year-end) the Group assesses whether there is any indication that any of the assets may have become impaired, such as a very significant drop in traffic and/or highly adverse changes in the main macroeconomic aggregates of the countries in which the assets are located (GDP, inflation, interest rates, etc.), taking into account the potential impact on the aggregates of the concession asset. If any such indication exists, or when an annual impairment test has to be performed (in the case of goodwill and intangible assets with an indefinite useful life), the Group estimates the recoverable amount of the asset, based on its fair value, for which purpose, as stated in the aforementioned Notes, the following steps were taken:

a) Administrative concessions

The fair value of the "Administrative Concessions" is determined as follows:

- The time in which it is estimated that the investment will generate cash flows (the term of the concessions operated by the toll road concession operators, of between 1 and 50 years) is determined.

Projections for periods longer than five years are used, since concession infrastructure has a finite life and, therefore, the period over which cash flows are projected has been clearly restricted and defined (as indicated above, the remaining concession term is used).

- Before preparing the revenue and expense projections, the Group checks, inter alia, the changes in the most significant variables included in the impairment test for 2019, and the fulfilment of the key assumptions used in that test, against the results obtained in 2020, in order to assess any possible variances.

In this regard, in 2020 the changes in the profit or loss from operations of the various cash-generating units were affected by the effects of the pandemic caused by Covid-19, which led to a fall in activity (ADT) of the Group of -21.4%, thus affecting the operating projections considered in the impairment tests.

The detail of the fall in activity (ADT) in 2020 is as follows:

	Activity (ADT)
Spain	-30.8%
France	-24.6%
Italy	-27.8%
Brazil	-7.5%
Chile	-25.9%
Mexico	-12.0%
Puerto Rico	-20.6%
Argentina	-39.8%
India	-15.5%
Abertis	-21.4%

- Revenue and expense projections are prepared using the following general criteria:

- In the case of revenue, in order to estimate changes in tolls, the Group takes into consideration the official CPI forecast of each country in which investments are made (considering the corresponding toll revision formulas established in the concession arrangements of the various toll roads, based on changes in the local CPI and/or any specific adjustments).

To estimate the activity of the toll road business (ADT), the benchmark used corresponded to the GDP growth forecasts made by the official agencies in each country (including any applicable corrections). The past performance of each investment with respect to GDP, the maturity of the infrastructure and other specific aspects that might affect the activity in the future, particularly those arising from Covid-19, are also taken into account. In this context, the projection made includes potential effects associated with the Covid-19 pandemic.

- Expenses are estimated on the basis of the foreseeable changes in the CPI, the projected activity and the operating efficiency plans implemented by the Group.
- Also, the impact of future infrastructure maintenance and upgrade work is considered on the basis of the best estimates available and the Group's experience, taking into account projected activity.

- The cash projections obtained from the revenue and expense projection described above are discounted at the rate in local currency 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 (at long term, in both cases) and the target market financial structure of the related cash-generating unit.
  - Risk-Free Rate: the interest rate offered by long-term sovereign bonds. It is determined using current market data and estimates of equilibrium levels (using standard econometric models) in which the interest rates should be located, thus adjusting the returns that are at low rates due to the significant influence of public debt purchases carried out by central banks;
  - Enterprise Risk Premium (ERP): measures the additional risk that is demanded of equities over and above the return on risk-free assets. It is determined using a combination of historical approaches (ex post), backed by external publications and studies of series of past yields, and prospective approaches (ex ante), based on market publications, taking into account medium- and long-term profit expectations depending on the degree of maturity and development of each country; and
  - Beta Coefficient: the multiplier of the market risk premium, considered as a systemic risk. It is estimated using series of historical prices of shares of comparable companies that are publicly traded, determining the correlation between the yield of the shares of the companies and the yield of the general index of the stock exchange of the country where there shares are listed. The main underlying data used in these calculations are obtained from external public sources of independent information of acknowledged prestige.

In general, the projections are based on the approved budgets for the following year and the most recent long-term projections prepared by management and taken into account by the Board of Directors, which take into consideration the recent historical trend and, in 2020, the effects of the economic crisis triggered by the Covid-19 pandemic and subsequent recovery.

All of these considerations with regard to the most significant intangible assets (mainly administrative concessions) are summarised as follows:

2020	Last year projected (concession term)	Cumulative annual growth (2021 - end of concession)					Discount rate (foreign currency)
		CPI	Tolls	Activity (ADT)	Expenses	Cash-generating unit	
Acesa <sup>(1)</sup>	2021	1.1%	(0.1%)	23.2%	1.5%	5.6%	
Invicat <sup>(1)</sup>	2021	1.1%	(0.7%)	17.8%	1.9%	5.6%	
Aucat	2039	1.9%	1.5%	1.3%	1.7%	5.6%	
Iberpistas/Castellana	2029	1.8%	1.6%	1.8%	1.4%	5.6%	
Avasa	2026	1.7%	1.5%	2.5%	0.6%	5.6%	
Túnel	2037	1.9%	1.5%	1.3%	1.0%	5.6%	
Spain							
Sanef	2031	1.9%	1.3%	1.7%	1.5%	4.9%	
Sapn	2033	2.0%	1.3%	1.6%	1.9%	4.9%	
Bip&Go	2033	2.0%	-	-	5.7%	4.9%	
France							
Autostrada A4	2026	1.4%	0.3%	0.9%	(0.3%)	5.5%	
Italy							
Arteris subgroup	2033-47	3.2%	2.9%	2.6%	1.1%	8.8%	
Brazil							
Rutas del Pacífico	2024	2.9%	3.0%	4.2%	4.5%	6.5%	
Elqui <sup>(1)</sup>	2022	2.6%	2.8%	16.6%	3.1%	6.5%	
Andes	2036	3.0%	4.7%	2.7%	2.1%	6.5%	
Libertadores	2026	2.9%	2.8%	3.5%	2.7%	6.5%	
Sol <sup>(1)</sup>	2021	2.7%	2.6%	41.5%	2.7%	6.5%	
Autopista Central	2032	3.0%	2.6%	2.8%	4.4%	6.5%	
Chile							
Rco	2048	3.0%	2.6%	2.3%	1.1%	7.2%	
Coviqsa	2026	3.1%	3.0%	3.2%	0.9%	7.2%	
Conipsa	2025	3.1%	3.1%	2.4%	3.5%	7.2%	
Cotesa	2046	3.0%	2.7%	2.2%	2.5%	7.2%	
Autovim	2039	3.0%	2.5%	4.7%	2.0%	7.2%	
Mexico							
Erc	2070	2.0%	2.1%	0.8%	1.7%	4.8%	
USA							
Metropistas	2061	2.0%	2.2%	0.9%	1.1%	9.7%	
Apr	2044	2.0%	1.1%	0.5%	8.5%	9.7%	
Puerto Rico							
TTPL	2026	4.6%	4.1%	7.9%	2.6%	7.4%	
JEPL	2026	4.6%	4.3%	7.7%	2.4%	7.4%	
India							

(1) Concessions expiring in 2021, so the accumulated growth percentages correspond to those of 2021, which, in the case of activity (ADT) and expenses, are highly affected by the impact of Covid-19 in 2020. In the case of Elqui, expiring in 2022, increases in activity (ADT) and expenses affected by the recovery expected in 2021 and 2022 from the impact of Covid-19.

**2019**

Cash-generating unit	Last year projected (concession term)	Cumulative annual growth (2020 - end of concession)				Discount rate (foreign currency)
		CPI	Tolls	Activity (ADT)	Expenses	
Acesa	2021	1.7%	1.8%	2.0%	-0.3%	5.4%
Invicat	2021	1.7%	1.7%	1.7%	1.2%	5.4%
Aucat	2039	2.0%	1.8%	1.4%	2.5%	5.4%
Iberpistas/Castellana	2029	1.9%	2.1%	1.5%	0.7%	5.4%
Avasa	2026	1.9%	1.7%	1.5%	0.2%	5.4%
Túnel	2037	2.0%	1.8%	1.2%	1.8%	5.4%
Spain						
Sanef	2031	1.8%	1.2%	1.5%	1.5%	5.1%
Sapn	2033	1.8%	1.0%	1.5%	1.7%	5.1%
Bip&Go	2040	1.9%	-	-	2.9%	5.1%
France						
Autostrada A4	2026	1.8%	1.6%	1.2%	-0.5%	6.0%
Italy						
Arteris subgroup	2033-47	4.0%	4.1%	3.2%	3.9%	8.4%
Brazil						
Rutas del Pacífico	2024	3.0%	1.9%	5.2%	2.0%	6.31%
Elqui	2022	3.0%	3.8%	3.5%	-0.9%	6.31%
Andes	2036	3.0%	3.0%	4.2%	2.8%	6.31%
Libertadores	2026	3.0%	2.4%	4.2%	1.4%	6.31%
Sol	2021	3.0%	2.3%	2.8%	1.7%	6.31%
Autopista Central	2032	3.0%	3.0%	3.6%	3.7%	6.31%
Chile						
Metropistas	2061	1.4%	3.5%	1.1%	1.2%	9.9%
Apr	2044	1.4%	1.2%	-0.4%	1.5%	9.9%
Puerto Rico						
TTPL	2026	4.1%	3.7%	7.5%	0.2%	7.9%
JEPL	2026	4.1%	3.6%	7.6%	2.6%	7.9%
India						



As a result of the impairment test on the assets and intangible assets of the **A4** and **Arteris** subgroup concession operators, in 2020 impairment losses of EUR 109,290 thousand and EUR 151,109 thousand, respectively (EUR 67,498 thousand and EUR 41,857 thousand net of the impact on the profit or loss of **Abertis**, respectively) were recognised, relating to the write-down of the intangible assets of these cash-generating units (concession infrastructure), with a charge to "Changes in Impairment Losses on Assets" in the accompanying consolidated statement of profit or loss.

For the other cash-generating units considered, the recoverable amount obtained (determined on the basis of fair value, as indicated above) from the estimates and projections available to the directors of the Group and of each of the companies/cash-generating units or groups of units to which the concession infrastructure is allocated (mainly concession arrangements revalued in various business combinations) means that it will be possible to recover the carrying amount of all the intangible assets recognised at 31 December 2020 and, therefore, there is no need, despite the effects of the pandemic, to recognise any impairment losses at 31 December 2020 (as at the end of 2019).

Also, the most significant aspects of the sensitivity analysis performed on all the impairment tests is that the tests withstand, except form the acquired assets and those impaired during 2020, an increase in the discount rate of more than 75 basis points and, in addition, they would withstand an annual drop in the projected cash flows of up to 75 basis points. Moreover, in the case of unimpaired assets, they disclose a reasonable buffer against future, more adverse, effects than those considered in the impairment tests as a result of the Covid-19 pandemic.

#### b) Goodwill

The most significant Goodwill existing at 31 December 2020 and 2019 relates to the goodwill of EUR 7,869 million disclosed by the PPA arising from the effects of the obtainment of control of the **Abertis** Group following the merger of **Abertis** with Abertis Participaciones, S.A.U.

The aforementioned goodwill is supported, inter alia, by the strengthening of the Group's business through its growth capacity and strategy, as evidenced in 2020 by the inclusion of the **Rco** and **Erc** subgroups (see Notes 2-h and 5), together with the development of the current infrastructure concession portfolio of **Abertis**, which is considered to be a single cash-generating unit.

In this context, each year the Group compares the carrying amount of the cash-generating unit (CGU), which includes the aforementioned goodwill, with the fair value obtained using the discounted cash flow valuation method based on the aforementioned methodology. In this regard, in accordance with IAS 36, the Group considered that the most appropriate methodology relates to the valuation of a finite projected period of five years (2021-2025) together with an estimate of the related residual value.

Based on the budgets and the most recent long-term projections described in a) above, the preparation of the impairment test at 31 December 2020 on the goodwill of the **Abertis** Group was based on:

- The cash flow projections obtained from the income and expense projection for the whole **Abertis** Group for 2021-2025 prepared using the methods indicated in a) above.
- To determine the terminal value, on the one hand, growth of 2% was applied to the free operating cash flow after tax for the last projected year, i.e., 2025, and, additionally, a cash outflow was considered for investments to perpetuity equal to the amortisation charge for the aforementioned period.

In 2020, the discount rate applied (WACC in euros) to the cash flow projections was 5.66%, slightly less than in 2019 (5.78%), and was determined using the aforementioned methodology. In the case of the terminal value, the WACC applied was increased by 2%.

In relation to the result of the impairment test on goodwill, the recoverable amount obtained (determined based on fair value as indicated above) exceeds the carrying amount of the goodwill and of the other assets allocated, which will make it possible to recover the carrying amount recognised at 31 December 2020 and, therefore, there is no need to recognise any impairment losses (as was the case at the end of 2019).

Also, the most significant aspects of the sensitivity analysis are that the test withstands an increase in the discount rate of 75 basis points and, in addition, it would withstand an annual drop in the projected cash flows of up to 100 basis points and, moreover, it discloses a reasonable buffer against future, more adverse, effects than those considered in the impairment test as a result of the Covid-19 pandemic.

v) Other disclosures

*Grants related to assets*

The detail of the grants related to assets -which are taken to profit or loss on a straight-line basis over the useful life of the asset financed with a reduction in the amortisation charge for the year and are recognised as a reduction of other intangible assets (mainly "Administrative Concessions"), is as follows:

	2020		2019	
	Net grant	Amount allocated to profit or loss	Net grant	Amount allocated to profit or loss
Hit/Sanef subgroup <sup>(1)</sup>	91,763	6,735	95,662	12,786
Andes <sup>(1)</sup>	26,104	719	26,904	807
Other	731	78	988	550
	<b>118,598</b>	<b>7,532</b>	<b>123,554</b>	<b>14,143</b>

<sup>(1)</sup> Granted by the French Government in the case of Hit/Sanef and by the Chilean Ministry of Public Works in the case of Andes.

*Investment obligations*

In connection with the concession arrangements of the toll road concession operators, the Group has the following obligations to invest mainly in upgrading the infrastructure or increasing the capacity of its assets, which implies an additional gain for the Group due to a term extension, tariff increases or to other types of compensation. The total investment commitments at the end of December 2020 is approximately EUR 3,500 million, of which EUR 2,900 million would be pending execution on that date (EUR 3,300 million at the end of 2019, of which there were EUR 2.7 billion pending execution in 2019).

At the end of 2020 (as in 2019), the aforementioned investment commitments include, mainly, those corresponding to **Arteris** subgroup (especially in concession operators dependent on the federal government and in **Via Paulista**, tendered in 2017), **Hit/Sanef** subgroup (the Plan Relance of French highways formalized in 2015 and Plan d'Investissement Autoroutier formalized in 2018), Chilean concession operators (the construction of the Quilicura Junction in the **Autopista Central** and the construction of third lanes leading to Talagante in **Sol**), Argentine concession operators **Gco** and **Ausol** (see Note 25-c) and, after the incorporation in 2020 of the **Rco** Subgroup, the construction of the "Ramales" section in Mexico.

In addition, various investment commitments are maintained by virtue of various agreements entered with the granting entities (see Note 11.i).

On the other hand, at the end of 2019, the Chilean concession companies **Sol**, **Rutas del Pacífico** and **Libertadores** had investment commitments in relation to the implementation of an electronic Free Flow collection system that have been fully executed during 2020.

Additionally, in 2016, the **A4** subgroup received approval from the Comitato Interministeriale per la Programazione Economica (CIPE) to upgrade the A31 toll road by carrying out the "Valdastico Norte" project, which constituted confirmation that the term of the concession arrangements for the A4 and A31 toll roads would run until 31 December 2026 (see Note 25-c). This project, whose purpose of is to build a road interconnection corridor between the d'Astico Valley, the La Valsugana Valley and the Adige Valley (with an estimated total investments of close to EUR 2,200 million pursuant to the latest economic and financial plan), is in the redefinition and negotiation phase, therefore, it is expected to run to beyond the year in which the current concession arrangement will end (2026) and, accordingly, most of the investments will have to be made by the new operator of the concession infrastructure.

## Guarantees

The companies listed below have provided guarantees to creditor banks in relation to their administrative concessions (see Note 14):

	<b>"Administrative Concessions" - carrying amount, net of accumulated amortisation and impairment losses</b>	
	<b>31 December 2020</b>	<b>31 December 2019</b>
Red de Carreteras de Occidente, S.A.B. de C.V.	5,028,601	-
Sociedad Concesionaria Autopista Central, S.A.	3,049,036	3,337,122
Consolidated Arteris subgroup companies	2,205,415	3,233,463
Elisabeth River Crossing OpCo, LLC	1,946,136	-
Autopistas Metropolitanas de Puerto Rico, LLC	1,147,961	1,284,741
Túnel de Barcelona i Cadí Concesionaria de la Generalitat de Catalunya, S.A.	499,773	529,184
Sociedad Concesionaria Autopista de Los Andes, S.A.	309,389	331,133
Sociedad Concesionaria Rutas del Pacífico, S.A.	265,119	326,814
Autopista del Sol, S.A.	114,694	-
Trichy Tollway Private Limited	77,036	96,722
Jadcherla Expressways Private Limited	63,279	86,850
Sociedad Concesionaria del Elqui, S.A.	12,368	18,138

Lastly, the Group takes out all the insurance policies it considers necessary to cover the risks that might affect investments in its infrastructure under the concession arrangements that it operates (see Note 25-c).

## 8. INVESTMENTS IN ASSOCIATES AND INTERESTS IN JOINT VENTURES

The changes in "Investments in Associates and Interests in Joint Ventures" in the consolidated balance sheet were as follows:

	2020			2019		
	Interests in joint ventures	Investments in associates	Total	Interests in joint ventures	Investments in associates	Total
<b>At 1 January</b>	1,686	407,384	409,070	69,984	146,592	216,576
Impact of merger	-	-	-	(2,957)	294,126	291,169
Decreases	-	(116,304)	(116,304)	-	-	-
Changes in the scope of consolidation and business combinations <sup>(1)</sup>	-	13	13	(64,106)	277	(63,829)
Share of (loss)/profit <sup>(2)</sup> (Note 13-d.iii)	(1,295)	16,546	15,251	200	(3,276)	(3,076)
Translation differences	(2)	(1,604)	(1,606)	6	1,099	1,105
Accrued dividends (Note 24-c)	(91)	(444)	(535)	(1,310)	(9,405)	(10,715)
Cash flow hedges (Note 13)	-	(14,226)	(14,226)	-	(20,199)	(20,199)
Other	-	(28)	(28)	(131)	(1,830)	(1,961)
<b>At 31 December</b>	<b>298</b>	<b>291,337</b>	<b>291,635</b>	<b>1,686</b>	<b>407,384</b>	<b>409,070</b>

<sup>(1)</sup> Corresponds to the acquisition of an additional 8.33% of Confederazione Austostrade, after which it has been registered using the equity method (until then it was considered a financial asset).

<sup>(2)</sup> The share of (loss)/profit is stated after tax and non-controlling interests.

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

	31 December 2020		31 December 2019	
	Currency	Euro	Currency	Euro
France (euro)	192,157	192,157	327,405	327,405
UK (pound sterling, GBP)	14,942	16,620	16,450	19,409
Colombia (Colombian peso, COP)	16,504,518	3,927	17,548,710	4,686
Italy (euro)	1,677	1,677	1,020	1,020
Canada (Canadian dollar, CAD)	-	-	136	93
<b>Investments in associates and interests in joint ventures located abroad</b>	-	<b>214,381</b>	-	<b>352,613</b>

The exchange differences that arose in the year relate primarily to assets in the UK and were a result of the decrease in the year-end exchange rate of the pound sterling (a decrease in the exchange rate at 2019 year-end).

The most notable changes in 2020, in addition to the Group's share of profit or loss and the accrued dividends, are as follows:

- The disposals in the year relate to the sale of 19.67% of the investment in Alis (see Note 2-h), giving rise to a gross gain of EUR 35,401 thousand (see Note 20-e).
- The translation differences relate mainly to RMG (due to the decrease in the year-end exchange rate of the pound sterling).

Also, the most notable changes in 2019, in addition to the Group's share of profit or loss and the accrued dividends, were as follows:

- The impact of the merger of **Abertis** with Abertis Participaciones, S.A.U. and the corresponding inclusion in the consolidated financial statements since 1 January 2019 of the effects of the obtainment of control of the **Abertis** Group, as detailed in Note 6 to the consolidated financial statements for 2019, amounting to EUR 291,169 thousand arising from the PPA performed, as described in that Note (primarily revaluing its ownership interests in Alis and A'lienor), the impact at 29 October 2018 (the date of the obtainment of control) being EUR 292,213 thousand.
- The changes in the scope of consolidation and business combinations corresponded to the impact associated with the obtainment of control of the associate **Trados** (including the associate M-45 Conservación in which it holds an ownership interest), which started to be fully consolidated (see Note 2-h).
- The translation differences related mainly to RMG (due to the increase in the year-end exchange rate of the pound sterling).
- In addition, the ownership interest in Rio de Vetrai was derecognised as it had a carrying amount of zero.

The detail of the investments in associates and of the interests in companies under joint control (joint ventures), all of which are accounted for using the equity method based on their respective business segments, is as follows:

	31 December 2020		31 December 2019	
	Value of the investment	Goodwill <sup>(1)</sup>	Value of the investment	Goodwill <sup>(1)</sup>
<b>Toll roads</b>				
Areamed	298	-	1,593	-
Tc Flow	-	-	93	-
Interests in joint ventures	298	-	1,686	-
A'lienor <sup>(2)</sup>	191,552	-	209,377	-
Autema	72,803	-	51,256	-
RMG	16,620	1,328	19,409	1,404
Coninvial	3,523	-	4,583	-
Coviandes	404	91	103	103
Alis/Routalis <sup>(2)</sup>	304	-	117,716	-
Bip&Drive	3,927	-	3,354	-
Pedemontana Veneta	1,664	-	1,020	-
Confederazione Autostrade	13	-	-	-
M-45 Conservación	226	-	254	-
Leonord	301	-	312	-
Investments in associates <sup>(3)</sup>	291,337	1,419	407,384	1,507
<b>Investments in associates and interests in jointly controlled entities</b>	<b>291,635</b>		<b>409,070</b>	

<sup>(1)</sup> The goodwill detailed in the foregoing table is included in the value of the investments in associates and interests in jointly controlled entities accounted for using the equity method. In the case of RMG the change is affected by the decrease in the year-end exchange rate of the pound sterling.

<sup>(2)</sup> Including, following the merger of **Abertis** with Abertis Participaciones, S.A.U., the impact of the revaluation resulting from the PPA detailed in Note 6 to the consolidated financial statements for 2019, which was allocated in full as an increase in the carrying amount of the concession arrangement.

<sup>(3)</sup> Also included are the Italian companies C.I.S. and G.R.A. di Padova the carrying amount of which at the end of 2020 and 2019 was EUR 0 thousand.

As indicated in Note 2-g.i, if the Group's share of the losses of an associate equals or exceeds its interest in the associate, the Group ceases to recognise its share of further losses, unless it has incurred obligations or has payment commitments on behalf of the associate.



In this context, and as in prior years, no additional losses were recognised in the case of the associates C.I.S. and G.R.A. di Padova, the carrying amount of which had been reduced to zero (and in the case of Irasa, Alazor and Ciralsa the carrying amount of the loans to them had also been reduced to zero).

The detail of the accumulated losses of these investees, based on the percentage of ownership held by **Abertis**, is as follows:

	31 December 2020 <sup>(1)</sup>			31 December 2019		
	Loss for the year	Accumulated losses from prior years	Total	Loss for the year	Accumulated losses from prior years <sup>(2)</sup>	Total
Alis <sup>(3)</sup>	-	-	-	(3,979)	13,721	9,742
C.I.S. <sup>(4)</sup>	-	232	232	-	232	232
G.R.A. di Padova <sup>(4)</sup>	-	259	259	-	259	259
	-	<b>491</b>	<b>491</b>	<b>(3,979)</b>	<b>14,212</b>	<b>10,233</b>

<sup>(1)</sup> Equity values at 31 December 2020 subject to the legally stipulated periods for authorisation for issue by the respective boards of directors.

<sup>(2)</sup> Accumulated losses from prior years to 31 December 2019 included a total impact of EUR 3,201 thousand relating to Alis associated with transactions recognised directly in other comprehensive income.

<sup>(3)</sup> Associate of the **Hit** subgroup in which **Abertis** had an ownership interest of 100% in both 2020 and 2019, which was sold in 2020 (see Notes 2-h and 20-e).

<sup>(4)</sup> Associates of the **A4** subgroup in which **Abertis** held an ownership interest of 90.03% in both 2020 and 2019.

#### i) Investments in Irasa, Alazor and Ciralsa

In relation to the ownership interests held by the Group in Irasa, Alazor and Ciralsa, since the companies had not passed the common phase of the insolvency proceedings as the various arrangement proposals submitted had not been approved, in 2017 the respective courts issued orders agreeing to the commencement of the liquidation phase and, consequently, the termination of the respective concession contracts was requested (in the case of Alazor and Irasa, the concession arrangements were operated by the investees Accesos and Henarsa, respectively). Subsequently, in March, April and May 2018, the concession infrastructure of these operators, R2 (Irasa), Circunvalación de Alicante (Ciralsa) and R3-R5 (Alazor), began to be managed by Sociedad Estatal de Infraestructuras del Transporte Terrestre, S.A. (Seittsa), which was subrogated to the activity and the personnel of the original operators. In this context and within the framework of the aforementioned irrevocable liquidation processes, the aforementioned concession infrastructure was replaced by the amount resulting from Governmental Liability (Responsabilidad Patrimonial de la Administración (RPA)).

It should be noted in relation to the investment held in Alazor that its shareholders and the guarantors of the latter, including **Iberpistas** and **Acesa**, entered into an agreement with Alazor's creditor banks to provide financial support. Pursuant to this support agreement, certain of the creditor banks filed a claim against the shareholders and their guarantors in 2014 for the enforcement of possible obligations with regard to a portion of the borrowings. In this regard, at the end of February 2014 the Group arranged the payment into court of a deposit for the amount claimed, totalling EUR 131 million.

In relation to the aforementioned claims, on 27 March 2015 an order enforcing the aforementioned judgment was received upholding the enforcement claim submitted by Alazor's creditor banks and ordering Alazor's shareholders to pay the amounts claimed. By virtue of this order, on 28 April 2015 the claimant creditor banks requested the payment of the amounts claimed which **Iberpistas** and **Acesa** had already deposited into the court in 2014 in accordance with the foregoing.

In view of these circumstances, on 5 May 2015 the Group requested the court to suspend the payment request and on 11 May 2015 it filed an appeal against the enforcement order, reiterating the request to suspend the obligation to hand over any amounts to the claimants. In this regard, in May 2016 the court granted leave to proceed with the request of the enforcing banks and, therefore, EUR 89 million of the total EUR 131 million deposited into court by **Iberpistas** and **Acesa** were handed over to the banks, following which a portion of the provision recognised in relation to the existing deposit was recognised in profit or loss. In relation to the aforementioned enforcement proceeding, on 19 September 2017 the Madrid Provincial Appellate Court handed down a decision on the appeal against the court judgment obliging payment to be made to the creditor banks, finding for the shareholders of Alazor and thereby setting aside the enforcement proceeding and ordering the creditor banks to refund the amounts they had received provisionally. Accordingly, at the end of December 2017 **Iberpistas** and **Acesa** were refunded most of the amounts paid into the court previously (the entire amount at 31 December 2018), which was recognised with a credit to the aforementioned provisions.

On 4 and 11 December 2018, the new agent bank of the syndicate of the current creditor banks of Alazor and Accesos required -out of court- the shareholders of Alazor and its guarantors, by virtue of the aforementioned agreement to provide financial support, to pay the amounts of the subordinated loan arranged by Alazor with Accesos they considered outstanding (EUR 176 million corresponding to the guarantee they attributed to the Group companies). In this regard, on 22 January 2019 an action in ordinary declaratory proceedings was lodged by five funds that claim to be current creditors of a portion of the bank debt of Alazor and Accesos, claiming from Alazor's shareholders and its guarantors certain financial contribution obligations arising from the aforementioned agreement to provide financial support (EUR 223.5 million relating to the guarantee they attribute to the Group companies). Also, on 3 June 2019 an action in ordinary declaratory proceedings was lodged by the same agent bank of the syndicate of the current creditor banks of Alazor and Accesos, claiming from Alazor's shareholders and its guarantors certain financial contribution obligations arising from the aforementioned agreement to provide financial support (an additional EUR 175.6 million relating to the guarantee they attribute to the **Abertis** Group companies). Both processes remained unresolved at the date of authorisation for issue of these consolidated financial statements.

In this context, as the risks giving rise to the initial recognition of the provisions by the Group in prior years continued to exist, it was considered reasonable to maintain the provisions to cater for probable future payments as a result of the guarantees given to Alazor's creditor banks (see Note 18.ii).

Also, in relation to the ownership interest held in Irasa, of which **Iberpistas** and **Avasa** are shareholders, on 2 October 2019 an action in ordinary declaratory proceedings was lodged by five funds that claim to be current creditors of a portion of the bank debt of Irasa, claiming from Irasa's shareholders and its guarantors certain financial contribution obligations arising from the aforementioned agreement to provide financial support (specifically, EUR 141.4 million relating to the guarantee they attribute to the **Abertis** Group companies), in relation to which a decision had not been handed down at the date of authorisation for issue of these consolidated financial statements. In this regard, the Group and its advisers do not consider it likely that future payments will have to be made as a result of the guarantees given to Irasa's creditor banks and, accordingly, no provision was recognised in this connection.

Lastly, as regards these investments and the court proceedings in progress, it is considered that with the provisions recognised in prior years the resolution of the aforementioned insolvency proceedings and lawsuits will not have a significant impact on these consolidated financial statements.

In any event, **Abertis** will respond with as many legal actions as may be necessary to protect its interests and those of its shareholders.

ii) Joint ventures

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

Company	Line of business	% of ownership	
		31 December 2020	31 December 2019
Areamed	Operation of toll road service areas	50.00%	50.00%
TC-Flow	Toll system management services	-	50.00%

At 31 December 2020 and 2019, the joint ventures did not have any contingent liabilities or commitments to purchase property, plant and equipment or intangible assets of a significant value.

The financial information on the assets and liabilities and profit or loss for the year of the joint ventures detailed above (all of which are included in the toll roads operating segment), which are accounted for using the equity method, broken down by business segment, is summarised as follows:

	31 December 2020			31 December 2019		
	Areamed	Tc-Flow	Total	Areamed	Tc-Flow	Total
<b>ASSETS</b>						
Non-current assets	2,726	-	2,726	5,992	-	5,992
Current assets	2,687	-	2,687	5,806	371	6,177
	5,413	-	5,413	11,798	371	12,169
<b>LIABILITIES</b>						
Non-current liabilities	-	-	-	-	-	-
Current liabilities	1,458	-	1,458	4,260	98	4,358
	1,458	-	1,458	4,260	98	4,358
<b>NET ASSETS</b>	<b>3,955</b>	<b>-</b>	<b>3,955</b>	<b>7,538</b>	<b>273</b>	<b>7,811</b>
<b>PROFIT OR LOSS</b>						
Income	5,763	1	5,764	12,029	2	12,031
Expenses	(9,346)	(2)	(9,348)	(11,858)	-	(11,858)
<b>Profit or loss attributable to shareholders of the Parent</b>	<b>(3,583)</b>	<b>(1)</b>	<b>(3,584)</b>	<b>171</b>	<b>2</b>	<b>173</b>

Note: These amounts are accounted for in the consolidated balance sheet and consolidated statement of profit or loss using the equity method and do not include consolidation adjustments.

iii) Impairment losses

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 2-g.i.

A summary of all of these matters for the most significant assets is as follows:

Cash-generating unit	Last year projected (concession term)	Cumulative annual growth (2021 - end of concession)			
		CPI	Tolls	Activity (ADT)	Expenses
Autema	2037	1.8%	1.8%	1.3%	-0.9%
A'lienor	2066	1.9%	2.4%	1.7%	2.5%

(\*) The discount rate applied to the cash flow projections has been determined in accordance with the methodology described above.

Cash-generating unit	Last year projected (concession term)	Cumulative annual growth (2020 - end of concession)			
		CPI	Tolls	Activity (ADT)	Expenses
Autema	2037	2.0%	1.9%	1.4%	2.3%
Alis	2067	1.9%	2.0%	1.3%	4.2%
A'lienor	2066	2.0%	2.4%	1.7%	2.5%

(\*) The discount rate applied to the cash flow projections has been determined in accordance with the methodology described above.

It should be noted that in 2020 the evolution of the cash flows attributable to these cash-generating units was marked by the effects of the Covid-19 pandemic and, therefore, the projections made include potential adverse effects associated with it.

As a result of the impairment tests performed to verify the recoverability of the investments in associates and in companies under joint control (joint ventures), it became apparent that the cash flow projections attributable to these cash-generating units made it possible to recover the carrying amount thereof at 31 December 2020 and, therefore, no impairment losses were recognised at that date (as was the case at the end of 2019). The following should be noted in this connection:

## *Autema*

In relation to the recoverability of the ownership interest in Autema, the projections considered in the impairment test for 2020 (as in 2019) already included the new conditions established unilaterally by the Catalonia Autonomous Community Government in the concession arrangement.

In this regard, as a result of the amendment of the terms and conditions of the concession arrangement, Autema filed pleadings with the Catalonia Autonomous Community Government expressly opposing the projected amendment of the terms and conditions of the concession arrangement. The pleadings were not addressed by the Catalonia Autonomous Community Government, which passed a Decree unilaterally amending the concession arrangement.

Autema filed an appeal against this Decree at the Catalonia High Court, which on 19 March 2019 handed down a decision dismissing that appeal. Autema filed the corresponding cassation appeal against this decision at the Catalonia High Court. On 5 June 2019, the Catalonia High Court issued an order acknowledging the filing of the aforementioned appeal and remitting the case to the Supreme Court, which must decide whether or not to give the appeal leave to proceed. On 1 October 2020 the Supreme Court issued an interlocutory order refusing the cassation appeal filed by Autema against the aforementioned decision leave to proceed and, therefore, the decision became final, even though a motion for annulment had been filed on which no decision had yet been handed down at the date of authorisation for issue of these consolidated financial statements.

As a result of the refusal to give the cassation appeal filed by Autema leave to proceed, it is estimated that there will be any effect on the recoverable value of the investee company since in the framework of the merger and the purchase price allocation described in Note 5.iii had never been considered a positive outcome.

## iv) Other disclosures

Also, as at 2020 year-end, at the end of 2019 there were no significant restrictions on the capacity of associates or joint ventures (companies under joint control) to transfer funds to the Parent in the form of dividends, debt repayments or advances other than such restrictions as might arise from the financing agreements of those associates or from their own financial situation, and there are no contingent liabilities relating to associates and joint ventures that might ultimately be assumed by the Group.

## 9. FINANCIAL ASSETS AT FAIR VALUE THROUGH EQUITY

The assets included in this line item include investments over which the Group does not have significant influence or control. As indicated in Note 3-d, these quoted and unquoted equity instruments are recognised at their fair value and the Group made the irrevocable election to recognise the changes in the fair value thereof in equity.

	2020	2019
<b>At 1 January</b>	78,887	108,693
Additions	-	-
Disposals	-	(102)
Revaluation gains/(losses) recognised in other comprehensive income	(6,011)	(4,261)
Transfers	-	(25,443)
Transfers to assets classified as held for sale and discontinued operations (see Note 3-h).	(18,863)	-
<b>At 31 December</b>	<b>54,013</b>	<b>78,887</b>

“Revaluation Gains/(Losses) Recognised in Other Comprehensive Income” relates to the revaluation loss on the 4.90% ownership interest held in Autostrade Lombarde, S.p.A. (EUR -5,373 thousand) and of the 0.54% ownership interest held in Soc. di Progetto Bre.Be.Mi., S.p.A. (EUR -638 thousand).

After the aforementioned valuation adjustment had been made and bearing in mind that the Group intends to sell its investments in these companies in the next few months, at 31 December 2020 the investments were transferred to assets classified as held for sale and discontinued operations for their carrying amounts (EUR 17,701 corresponding to the 4.90% stake in Autostrade Lombarde, S.p.A. and EUR 1,162 thousand corresponding to the 0.54% stake in Soc. di Progetto Bre.Be.Mi., S.p.A.) (see Note 3-h).

In addition, the following significant changes occurred in 2019:

- "Disposals" related to the sale of the 5% ownership interest in Société de Gestion de l'Aéroport de la Région de Lille for its carrying amount (EUR 102 thousand).
- "Revaluation Gains/(Losses) Recognised in Other Comprehensive Income" related to the revaluation loss on the investment in the real estate fund "Serenissima Vitruvio" (measured on the basis of an appraisal by an independent valuer) which, together with the real estate fund "Sansovino", was transferred at 2019 year-end to "Other Financial Assets".

The detail of these equity instruments at 31 December 2020 and 2019 is as follows:

	31 December 2020		31 December 2019	
	% <sup>(1)</sup>	Carrying amount	% <sup>(1)</sup>	Carrying amount
Autostrada del Brennero, S.p.A.	4.23%	50,001	4.23%	50,001
Autovie Venete, S.p.A.	0.42%	1,779	0.42%	1,779
Interporto Padova, S.p.A.	3.59%	1,417	3.59%	1,417
Autostrade Lombarde, S.p.A.	-	-	4.90%	23,074
Soc. di Progetto Bre.Be.Mi., S.p.A.	-	-	0.54%	1,800
Other	-	816	-	816
<b>Equity instruments at fair value through equity</b>	<b>-</b>	<b>54,013</b>	<b>-</b>	<b>78,887</b>

<sup>(1)</sup> Percentage of direct ownership held by companies in the **A4** subgroup in which **Abertis** holds an ownership interest of 90.03% (2019: also 90.03%).



## 10. DERIVATIVE FINANCIAL INSTRUMENTS

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

	31 December 2020		31 December 2019	
	Assets	Liabilities	Assets	Liabilities
Interest rate swaps:				
Cash flow hedges	-	48,540	-	204,195
Fair value hedges	-	-	-	-
Derivatives not designated as hedges	-	-	-	-
Interest rate and/or cross currency swaps:				
Cash flow hedges	35	202,109	34,530	149,689
Hedges of a net investment in a foreign operation	109,280	-	60,420	-
Fair value hedges	-	-	-	-
Derivatives not designated as hedges	-	-	-	-
<b>Derivative financial instruments</b>	<b>109,315</b>	<b>250,649</b>	<b>94,950</b>	<b>353,884</b>
Interest rate swaps and cross currency interest rate swaps:				
Cash flow hedges	-	241,892	10,026	349,573
Hedges of a net investment in a foreign operation	39,314	-	19,120	-
Fair value hedges	-	-	-	-
Derivatives not designated as hedges	-	-	-	-
<b>Non-current portion</b>	<b>39,314</b>	<b>241,892</b>	<b>29,146</b>	<b>349,573</b>
<b>Current portion</b>	<b>70,001</b>	<b>8,757</b>	<b>65,804</b>	<b>4,311</b>

The Group has arranged interest rate swaps and interest rate and/or cross currency swaps, in accordance with the financial risk management policy described in Note 4.

The detail of the derivative financial instruments at 31 December 2020 and 2019, by type of swap, showing their notional or contractual values, expiry dates and fair values, is as follows:

<b>31 December 2020</b>	Notional amount	2021	2022	2023	2024	2025	Subsequent years	Net fair value
<b>Interest rate swaps:</b>								
Cash flow hedges	378,163	9,702	11,281	79,827	128,337	68,604	80,412	(48,540)
Fair value hedges	-	-	-	-	-	-	-	-
Derivatives not designated as hedges	-	-	-	-	-	-	-	-
	<b>378,163</b>	<b>9,702</b>	<b>11,281</b>	<b>79,827</b>	<b>128,337</b>	<b>68,604</b>	<b>80,412</b>	<b>(48,540)</b>
<b>Interest rate and/or cross currency swaps:</b>								
Cash flow hedges	974,615	112,891	20,604	21,859	29,134	30,549	759,578	(202,109)
Hedges of a net investment in a foreign operation	215,000	135,000	80,000	-	-	-	-	109,280
Fair value hedges	-	-	-	-	-	-	-	-
Derivatives not designated as hedges	-	-	-	-	-	-	-	-
	<b>1,189,615</b>	<b>247,891</b>	<b>100,604</b>	<b>21,859</b>	<b>29,134</b>	<b>30,549</b>	<b>759,578</b>	<b>(92,829)</b>

<b>31 December 2019</b>	Notional amount	2020	2021	2022	2023	2024	Subsequent years	Net fair value
<b>Interest rate swaps:</b>								
Cash flow hedges	2,619,500	50,000	-	-	90,750	116,412	2,362,338	(204,195)
Fair value hedges	-	-	-	-	-	-	-	-
Derivatives not designated as hedges	-	-	-	-	-	-	-	-
	<b>2,619,500</b>	<b>50,000</b>	<b>-</b>	<b>-</b>	<b>90,750</b>	<b>116,412</b>	<b>2,362,338</b>	<b>(204,195)</b>
<b>Interest rate and/or cross currency swaps:</b>								
Cash flow hedges	2,426,290	1,512,491	-	-	-	-	913,799	(115,159)
Hedges of a net investment in a foreign operation	215,000	135,000	40,000	40,000	-	-	-	60,420
Fair value hedges	-	-	-	-	-	-	-	-
Derivatives not designated as hedges	-	-	-	-	-	-	-	-
	<b>2,641,290</b>	<b>1,647,491</b>	<b>40,000</b>	<b>40,000</b>	<b>-</b>	<b>-</b>	<b>913,799</b>	<b>(54,739)</b>

a) Interest rate swaps

The notional principal amount of the interest rate swaps outstanding at 31 December 2020 totalled EUR 378,163 thousand (2019: EUR 2,619,500 thousand), and the fixed interest rates ranged from 0.65% to 9.09% (2019: from 0.65% to 4.12%) with Euribor as the main floating interest benchmark rate.

It should be noted that in December 2018 **Abertis**, in anticipation of future debt issues to be carried out in accordance with the Group's business plan, arranged new interest rate swaps for a total of EUR 3,500 million, which were classified as hedges since the requirements for such classification were met given, inter alia, that these debt issues were considered to be highly probable transactions. In 2019 debt issues maturing between 2024 and 2032 were performed and a portion of the aforementioned financial swaps totalling EUR 2,000 million was settled.

Thus, at 2019 year-end interest rate swaps totalling EUR 1,500 million remained outstanding, which remained classified as hedges since the requirements for such classification continued to be met, in anticipation of future debt issues in 2020 and 2021. In this connection, in 2020 debt issues maturing between 2028 and 2029 were performed and the full amount of the financial swaps still in outstanding at 2019 year-end was settled.

In addition, it should be noted in connection with the EUR 600,000 thousand bond issue launched by **Hit** in May 2020 (see Note 14) that three forward starting interest rate hedges, with a maximum nominal value of EUR 750 million and initially expiring in June 2024, arranged by **Hit** in September 2006 were settled early in 2020.

Lastly, it should be noted that, as a result of the acquisition of the **Rco** Group in 2020 (see Notes 2-h and 5), at the end of 2020 the notional principal amount of the interest rate swap transactions had increased by EUR 82 million (converts a floating-interest -Interbank Equilibrium Interest Rate- loan in MXN into a fixed-rate loan).

b) Cross currency interest rate swaps

In 2020 no interest rate and/or cross currency swap transactions were settled early. The following transactions were performed in 2020:

- In November **Abertis** arranged hedges in US dollars for USD 650,000 thousand (equivalent euro value of EUR 548,930 thousand), instrumented in various forward rate agreements, to hedge the disbursement envisaged in relation to the investment commitment acquired in November 2020 associated with the acquisition of the **Erc** Group which it is estimated will become effective in the first quarter of 2021.

It should be noted in this regard that these financial instruments were classified as hedges since the requirements for such classification were met given, inter alia, that the aforementioned investment commitment is considered to constitute a highly probable transaction. This transaction occurred on 30 December 2020 (see Notes 2-h and 5) and the aforementioned hedges were executed, thereby increasing, for accounting purposes, the value of the portfolio by EUR 21 million (see Note 5.ii).

- At 2019 year-end, **Abertis** had arranged hedges in Mexican pesos for MXN 32,100,000 thousand and (equivalent euro value of EUR 1,450,354 thousand), instrumented in various forward rate agreements, to hedge the disbursement envisaged in relation to the investment commitment acquired in October 2019 associated with the acquisition of the **Rco** Group which it was estimated would become effective in the first six months of 2020. In this respect, **Abertis** renewed the hedges maturing in March 2020 for an amount of MXN 12,100,000 thousand (equivalent euro value of EUR 545,737 thousand).

It should be noted in this regard that these financial instruments were classified as hedges since the requirements for such classification were met given, inter alia, that the aforementioned investment commitment was considered to constitute a highly probable transaction. This transaction occurred, as scheduled, in the first half of 2020 (see Notes 2-h and 5) and the aforementioned hedges were executed, thereby increasing, for accounting purposes, the value of the portfolio by EUR 229 million (see Note 5.i).

- In addition, **Abertis** arranged several cross currency interest rate swaps to hedge its net investment in the **Arteris** Group in Brazil. These hedges have a nominal value of BRL 673,300 thousand and an equivalent euro value of EUR 215,000 thousand and expire between 2021 and 2022.

In this respect, in 2020 **Abertis** renewed hedges in Brazilian reais amounting to BRL 415,050 thousand (an equivalent euro value of EUR 135,000 thousand).

- **Arteris** arranged a cross currency interest rate swap for a nominal value of USD 50,000 thousand (an equivalent euro value of EUR 40,746 thousand at 2020 year-end), whereby it converted a loan of USD 50 million bearing fixed interest into an account payable in Brazilian reais and bearing floating interest tied to the CDI rate. These hedges expire in 2021.
- Also, **Arteris** had a cross-currency interest rate swap whereby it converted a loan in US dollars bearing fixed interest into a debt in Brazilian reais bearing floating interest tied to the CDI rate. This hedge had a nominal value of USD 50,000 thousand (an equivalent euro value of EUR 44,508 thousand) and was set to expire in 2020.

In 2020 **Arteris** renewed this financial instrument which had an equivalent euro value of EUR 40,746 thousand at 2020 year-end. Following that renewal, the hedge now expires in 2021.

- Emovis, S.A.S. restructured the forward rate agreements (FRAs) that had been in force at 2019 year-end for an amount of EUR 17,629 thousand, settled those that were due to expire in January 2020 and arranged new derivatives totalling EUR 23,321 thousand maturing in 2020 and 2021. At the end of 2020 derivatives amounting to EUR 13,604 thousand remained outstanding, all of which expire in 2021.

In 2019 the following interest rate and/or cross currency swap transactions were settled early:

- **Abertis India** settled early derivative financial instruments in Indian rupees amounting to INR 6,341,800 thousand with an equivalent euro value of EUR 90,000 thousand. The hedges were instrumented in several cross currency interest rate swaps, which were designated as hedges of the net investment made with the acquisition of **TTPL** and **JEPL**. These hedges expire in 2022.
- In addition, **Metropistas** settled early various cash flow hedges for a nominal amount at 2018 year-end of USD 251,996 thousand (with an equivalent euro value of EUR 220,084 thousand) which converted a floating rate debt to a fixed rate debt maturing in 2026.
- In addition, in 2019 **Abertis** settled its hedges in Chilean pesos (CLP 350,747,024 thousand with an equivalent euro value of EUR 409,053 thousand at 2018 year-end). The hedges were instrumented in several cross currency interest rate swaps, which were designated as a partial hedge of the net investment made in various Chilean companies. The hedges were set to expire between 2019 and 2021.
- In this respect, **Abertis** settled the cross currency interest rate swaps that had been designated as hedges of the net investment in **Metropistas**, for a nominal amount of USD 37,780 thousand and an equivalent euro value of EUR 27,759 thousand at 2018 year-end.

Also, the following transactions were performed in 2019:

- **Abertis** arranged a cross currency interest rate swap for GBP 400,000 thousand and an equivalent euro value of EUR 467,181 thousand to hedge a bond issue of GBP 400,000 thousand (see Note 14).
- **Abertis** arranged hedges in Mexican pesos for MXN 32,100,000 thousand and an equivalent euro value of EUR 1,450,354 thousand, instrumented in various forward rate agreements, to hedge the disbursement envisaged in relation to the investment commitment acquired in October 2019 associated with the acquisition of the **Rco** Group which it was estimated would become effective in the first six months of 2020.

It should be noted in this regard that these financial instruments were classified as hedges since the requirements for such classification were met given, inter alia, that the aforementioned investment commitment was considered to constitute a highly probable transaction.

- In addition, **Abertis** arranged several cross currency interest rate swaps to hedge its net investment in the **Arteris** Group in Brazil. These hedges had a nominal value of BRL 673,300 thousand and an equivalent euro value of EUR 215,000 thousand and expire between 2020 and 2022.

In this respect, in 2019 Abertis renewed hedges in Brazilian reais amounting to BRL 129,150 thousand (an equivalent euro value of EUR 40,000 thousand), while hedges for a nominal value of BRL 239,679 thousand (an equivalent euro value of EUR 80,000 thousand) expired.

- In December 2019 Emovis, S.A.S. arranged forward rate agreements (FRAs) for GBP 15,000 thousand (EUR 17,629 thousand at 2019 year-end) expiring in 2020.

As a result of all the foregoing, the detail of the main interest rate and/or cross currency swaps held by the Group at 31 December 2020 and 2019 is as follows:

Company	Purpose of the hedge	Hedged currency	31 December 2020			31 December 2019		
			Notional amount			Notional amount		
			Currency	Euro	Expiry date	Currency	Euro	Expiry date
Abertis	Disbursement for acquisition of Rco <sup>(1)</sup>	Mexican peso	-	-	-	32,100,000	1,450,354	Associated with the completion of the acquisition
Abertis	Conversion of a GBP fixed-interest issue into EUR fixed-interest debt	Pound sterling (GBP)	400,000	467,181	Associated with the maturity of the debt in 2026	400,000	467,181	Associated with the maturity of the debt in 2026
Abertis	A portion of the net investment in the Arteris subgroup <sup>(1)</sup>	Brazilian real (BRL)	673,300	215,000	2021-2022	673,300	215,000	2020-2022
Abertis Finance	Conversion of a JPY fixed-interest issue into EUR fixed-interest debt	Japanese yen (JPY)	20,000,000	153,610	Associated with the maturity of the debt in 2039	20,000,000	153,610	Associated with the maturity of the debt in 2039
Arteris	Conversion of a USD fixed-interest loan into a debt in BRL bearing floating interest tied to the CDI rate	US dollar (USD)	50,000	40,746	Associated with the maturity of the debt in 2020	50,000	44,508	Associated with the maturity of the debt in 2020
Arteris	Conversion of a USD fixed-interest loan into a debt in BRL bearing floating interest tied to the CDI rate	US dollar (USD)	50,000	40,746	Associated with the maturity of the debt in 2020	-	-	-
Los Andes	Conversion of a loan in CLP into a loan in CLF (CLF 5,279).	Chilean peso (CLP)	117,221,655	134,451	2034	118,910,554	140,569	2034
Autopista Central	Elimination of the currency risk associated with a USD bond issue	US dollar (USD)	152,500	124,277	2026	171,250	152,439	2026
Emovis	Elimination of the currency risk in transactions in GBP	Pound sterling (GBP)	11,667	13,604	2021	15,000	17,629	2020
			<b>1,189,615</b>			<b>2,641,290</b>		

<sup>(1)</sup> Through several cross currency interest rate swaps.

### c) Other disclosures

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

	31 December 2020			31 December 2019		
	2021	2022-23	Subsequent years	2020	2021-22	Subsequent years
Projected net settlements (collections/payments) <sup>(*)</sup>	53,349	15,428	(221,089)	59,285	(74,735)	(247,433)

<sup>(\*)</sup> Excluding adjustments for credit risk.



## 11. OTHER FINANCIAL AND NON-FINANCIAL ASSETS

The detail of other financial assets (excluding the derivative financial instruments detailed in Note 10) and of the non-financial assets at 31 December 2020 and 2019 is as follows:

	31 December 2020 (*)			31 December 2019 (*)			
	Non-current	Current	Total	Non-current	Current	Total	
Concession arrangements - financial asset model	2,205,124	98,176	2,303,300	2,594,708	113,032	2,707,740	
Impairment (expected credit losses)	vii) (132,417)	-	(132,417)	(395,333)	-	(395,333)	
	<b>i)</b>	<b>2,072,707</b>	<b>98,176</b>	<b>2,170,883</b>	<b>2,199,375</b>	<b>113,032</b>	<b>2,312,407</b>
Receivables from companies accounted for using the equity method and other related parties:							
Accounts receivable	-	-	-	-	4,098	4,098	
Loans	102,061	243	102,304	101,835	269	102,104	
Impairment	(82,675)	(202)	(82,877)	(82,675)	(2,325)	(85,000)	
	<b>ii)</b>	<b>19,386</b>	<b>41</b>	<b>19,160</b>	<b>2,042</b>	<b>21,202</b>	
Trade receivables	-	681,673	681,673	-	749,706	749,706	
Allowance for doubtful debts (impairment loss)	-	(138,953)	(138,953)	-	(117,463)	(117,463)	
	<b>iii)</b>	<b>-</b>	<b>542,720</b>	<b>542,720</b>	<b>-</b>	<b>632,243</b>	
Current tax assets	iv) -	254,937	254,937	-	856,697	856,697	
Other financial assets	188,150	126,388	314,538	200,814	164,021	364,835	
Impairment (expected credit losses)	vii) (1,506)	(10,461)	(11,967)	(3,168)	(9,541)	(12,709)	
	<b>v)</b>	<b>186,644</b>	<b>115,927</b>	<b>302,571</b>	<b>197,646</b>	<b>154,480</b>	<b>352,126</b>
<i>Other non-financial assets:</i>							
Other accounts receivable	2,142	442,688	444,830	3,768	337,874	341,642	
Impairment (expected credit losses)	vii) -	(4,389)	(4,389)	(559)	(3,728)	(4,287)	
<b>Other assets</b>	<b>vi)</b>	<b>2,142</b>	<b>438,299</b>	<b>440,441</b>	<b>3,209</b>	<b>334,146</b>	<b>337,355</b>

(\*) To be able to better monitor and trace the Group's financial assets, the balances are presented at their gross carrying amounts revalued as a result of the PPA process described in Note 6 to the 2019 consolidated financial statements and the related respective historical impairment losses, i.e., the balances of the impairment losses recognised prior to the obtainment of control described in the aforementioned Note are maintained. In any case, the carrying amount is the result of the PPA process and since the date control was obtained there have been no reversals of impairment losses recognised prior to that date.

Receivables are recognised at amortised cost.

At 31 December 2020 (as at the end of 2019), the financial assets of **Abertis** did not include any sovereign debt.

i) Concession arrangements - financial asset model

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

	Concession arrangements - financial asset model					
	2020			2019		
	Non-current	Current	Total	Non-current	Current	Total
<b>At 1 January</b>	2,199,375	113,032	2,312,407	2,039,452	109,113	2,148,565
Impact of merger	-	-	-	166,729	-	166,729
Additions due to investments made in the year	3,800	-	3,800	17,038	-	17,038
Charge to the consolidated statement of profit or loss:						
- Due to economic compensation (revenue)	51,475	-	51,475	37,515	-	37,515
- Due to financial compensation (Note 20-e) <sup>(1)</sup>	196,936	-	196,936	186,157	-	186,157
- Due to compensation pursuant to Section B of Schedule 3 of Royal Decree 457/2006 (Note 20-e)	15,410	-	15,410	14,469	-	14,469
- Due to impairment losses (see paragraph vii) and Note 20-e)	(363,871)	-	(363,871)	-	-	-
- Due to financial effect for changes in IFRS12 financial assets (see paragraph vii) and Note 20-e)	226,953	-	226,953	(139,999)	-	(139,999)
Transfers <sup>(2)</sup>	(292,919)	292,919	-	(108,190)	108,190	-
Amount taken to profit or loss	-	(325,739)	(325,739)	-	(104,470)	(104,470)
Changes in the scope of consolidation and business combinations (see Note 5.i)	68,452	17,337	85,789	-	-	-
Other	1,204	-	1,204	4,247	2,363	6,610
Exchange differences	(34,108)	627	(33,481)	(18,043)	(2,164)	(20,207)
<b>At 31 December</b>	<b>2,072,707</b>	<b>98,176</b>	<b>2,170,883</b>	<b>2,199,375</b>	<b>113,032</b>	<b>2,312,407</b>

<sup>(1)</sup> In 2020, after collecting a portion of the balances receivable from the Catalonia Autonomous Community Government (GOV. 185/2013 in **Invicat** and GOV. 186/2013 in **Aucat**), it includes a negative impact of EUR 24,541 thousand (2019: EUR 6,497 thousand) in relation with the net revaluation effective 1 January 2019 associated with the obtainment of control of **Abertis** and the subsequent merger with Abertis Participaciones.

<sup>(2)</sup> The transfers in 2020 include mainly the impact associated advance collection of EUR 224,511 thousand corresponding to Government Agreements 185/2013 and 186/2013 (**Invicat** and **Aucat**) and the transfer of the balance relating to the arrangement with **Elqui** expiring in 2021 (EUR 34,928 thousand).

The amounts taken to profit or loss in 2020 related mainly to:

- The advance collection of **Invicat** and **Aucat** of EUR 134,939 thousand and EUR 89,572 thousand in relation, respectively, with Government Agreements 185/2013 and 186/2013 entered into with the Catalonia Autonomous Community Government (see Note 11-d).
- The collection of EUR 32,579 thousand in relation to the agreement contained in Royal Decree 1467/2008 signed on 29 August 2008 between **Iberpistas** and the Spanish Government.
- The collection of EUR 54,244 thousand (2019: EUR 36,865) in relation to the minimum guaranteed revenue and other guarantees in the concession arrangements of **Elqui** and **Libertadores** (see Note 11-f).

The changes in 2020 arising from changes in the scope of consolidation and business combinations related to the impact associated with the acquisition and obtainment of control of 51.26% of the Mexican company **Rco** (see Notes 2-h and 5.i).

“Concession Arrangements - Financial Asset Model” includes the amounts receivable from grantors under various agreements entered into with them (toll rebates, free services, compensation and other). Some of these agreements were recognised, in accordance with IFRIC 12, as a receivable from the grantor through application of either the bifurcated model or the financial asset model, as indicated in Note 3-d.ii. These balances receivable earn the related interest.

The detail of these agreements classified under “Non-Current Assets - Concession Arrangements - Financial Asset Model”, excluding the accounting effects arising from the net revaluation recognised effective 1 January 2019 associated with the obtainment of control of **Abertis** and the subsequent merger with Abertis Participaciones (see Note 6 to the consolidated financial statements for 2019), is as follows:

		31 December 2020			31 December 2019		
		Concession arrangements - financial asset model	Economic compensation (revenue) for the period <sup>(1)</sup>	Financial compensation for the period <sup>(1)</sup>	Concession arrangements - financial asset model	Economic compensation (revenue) for the year <sup>(1)</sup>	Financial compensation for the year <sup>(1)</sup>
<b>Arising from agreements entered into with the grantor:</b>							
Royal Decree 457/2006 ( <b>Acesa</b> )	a)	1,009,956	-	61,640	948,298	-	57,873
Royal Decree 483/1995 ( <b>Invicat</b> )	c)	293,093	39,724	15,671	243,760	22,097	7,149
GOV. 185/2013 ( <b>Invicat</b> ) and GOV. 186/2013 ( <b>Aucat</b> )	d)	34,536	17,698	10,057	218,520	24,198	12,618
Royal Decree 971/2011 ( <b>Castellana</b> )	e)	184,632	(5,947)	11,632	178,947	(8,780)	11,458
<b>Arising from minimum guaranteed revenue and other guarantees in the concession arrangement (application of bifurcated model)</b>							
Elqui <sup>(2)</sup>	f)	-	-	4,199	30,632	-	6,890
Libertadores	f)	57,312	-	10,175	68,433	-	12,415
Coviqsa	f)	31,639	-	2,125	-	-	-
Conipsa	f)	33,796	-	2,043	-	-	-
<b>Arising from minimum guaranteed revenue (application of the financial asset model):</b>							
Ausol	g)	138,075	-	35,708	391,388	-	45,109
Gco	g)	87,712	-	19,145	220,127	-	26,148
<b>Other:</b>							
Other	h)	137,050	-	15,410	121,640	-	14,469
		<b>2,007,801</b>	<b>51,475</b>	<b>187,805</b>	<b>2,421,745</b>	<b>37,515</b>	<b>194,129</b>
Net revaluation at year-end due to the obtainment of control of <b>Abertis</b> and merger with Abertis Participaciones							
		197,323	-	24,541	172,963	-	6,497
<b>Non-current assets - concession arrangements - financial asset model</b>							
		<b>2,205,124</b>	<b>51,475</b>	<b>212,346</b>	<b>2,594,708</b>	<b>37,515</b>	<b>200,626</b>

(1) Amounts included under "Non-Current Assets - Concession Arrangements - Financial Asset Model".

(2) Arrangement expiring in 2021 and, therefore, the related balance at 2020 year-end (EUR 34,928 thousand) was transferred to "Current Assets - Concession Arrangements - Financial Asset Model".

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

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

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

This Agreement envisages, inter alia, the building of an additional lane on 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 claim any possible indemnities as a result of the effect that the construction of second lanes on the N-II and CN-340 roads might have on traffic.

The Agreement establishes that the difference in revenue resulting from the variance 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 feasibility that was altered by the obligations assumed by **Acesa**. The adjusted amount in this compensation account will be received by the concession operator at the end of the concession, once the term of the concession has expired, if the economic and financial balance has not been restored.

The grantor thus secured the undertaking of the concession operator to carry out extension work not included in the concession arrangement, to waive any indemnity that it might be entitled to receive as a result of parallel roads and to give certain rebates and discounts. The grantor is not, however, required to make any payment for the projects and waivers, although it is required to assume a risk relating to the possibility that traffic might not exceed certain thresholds.

The detail of the compensation balance at 31 December for each of the items comprising it, excluding the accounting effects arising from the net revaluation recognised effective 1 January 2019 associated with the obtainment of control of **Abertis** and the subsequent merger with Abertis Participaciones (see Note 6 to the consolidated financial statements for 2019), and the theoretical changes in the aforementioned compensation balance based on the Group's interpretation of Royal Decree 457/2006, is as follows:

	<b>31 December 2019</b>	Additions	Compensation for guaranteed traffic	Interest cost relating to the compensation balance	<b>31 December 2020</b>
Investments made since 2006	557,928	18	-	-	557,946
Interest cost relating to the investments	390,370	-	-	61,640	452,010
<b>Balance of compensation for investments</b>	<b>948,298</b>	<b>18</b>	<b>-</b>	<b>61,640</b>	<b>1,009,956</b>
Compensation for guaranteed traffic	1,763,351	-	284,669	-	2,048,020
Interest cost relating to the guaranteed traffic balance	613,280	-	-	154,482	767,762
<b>Balance of compensation for guaranteed traffic <sup>(1)</sup></b>	<b>2,376,631</b>	<b>-</b>	<b>284,669</b>	<b>154,482</b>	<b>2,815,782</b>
<b>Balance relating to Royal Decree 457/2006 (Acesa) <sup>(2)</sup></b>	<b>3,324,929</b>	<b>18</b>	<b>284,669</b>	<b>216,122</b>	<b>3,825,738</b>

<sup>(1)</sup> As detailed in this section, since 1 January 2015, compensation for guaranteed traffic ceased to be recognised in the consolidated statement of profit or loss; the related balance at 31 December 2014 was also provisioned in full in 2015. The foregoing detail shows the balance of compensation for guaranteed traffic at 31 December 2020 based on the Group's interpretation of Royal Decree 457/2006 despite the discrepancies with the Spanish Ministry of Transport, Mobility and Urban Agenda (former Ministry of Public Works).

Lastly, this figure will increase or decrease until the end of the concession based on the difference between actual traffic and the traffic levels envisaged in Royal Decree 457/2006.

<sup>(2)</sup> In the indicated balance of the account receivable it is not included the item "Others" of the caption "Concession agreements - financial asset" corresponding to the balance receivable by the Group by virtue of the provisions of Section B of Schedule 3 of the agreement signed between Acesa and the General State Administration (R.D. 457/2006), whereby the latter compensates the former for the Income Tax paid or to be paid by it in relation to the financial capitalization of the balance. See section h) of this Note.

Previously, Royal Decree 457/2006 and the Agreement that it approved received favourable reports from the various technical services of the Ministries of Transport, Mobility and Urban Agenda (previously Ministry of Public Works) and Finance as well as from the Government Advisory Council. Although the latter acknowledged the unique nature of this contractual amendment based on the transfer of 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 by the Regional Government Office of the toll road concession operators of the Ministry of Transport, Mobility and Urban Agenda ("Administrative Review") as well as the audits of the financial statements of **Acesa** for 2006 until 2010, confirmed that the calculation of the compensation and the accounting treatment of the compensation account provided for in the Agreement were correct.

However, although the Administrative Review of 2011 recognised the amounts accrued in the year and the compensation balance payable to **Acesa** at 31 December 2011, calculated using the same methodology, it raised questions as to the interpretation of the compensation for guaranteed revenue arising from the decrease in traffic as a result of the economic downturn and proposed that a provision be recognised for this revenue until these issues were clarified. **Acesa** filed an administrative appeal to a superior administrative body against this Administrative Review, which was dismissed in 2015. The ruling dismissing the appeal filed stated that any Administrative Review of **Acesa** would be in line with the decision of the Government Advisory Council requested in the framework of the Administrative Review of 2013 described below ("2014 decision of the Government Advisory Council"). Therefore, this ruling meant, on the one hand, not considering the guaranteed traffic compensation (and the related interest cost) as an integral part of the Agreement and, on the other, the existence of certain discrepancies in relation to the accounting treatment of the investments made and the recognition of the related interest cost.

**Acesa** filed an appeal for judicial review at the Madrid High Court against that ruling which was upheld in full on 7 March 2017 and, therefore, rendered null and void the Administrative Review of 2011 and, in the same way as the 2006 decision of the Government Advisory Council (therefore contradicting the 2014 decision of the Government Advisory Council), held that the AP-7 Agreement was valid and effective for all purposes. The Ministry of Transports, Mobility and Urban Agenda filed a cassation appeal against this judgment at the Supreme Court, on which a judgment was handed down on 12 February 2020, upholding the cassation appeal by the Ministry of Transports, Mobility and Urban Agenda and thereby rendering null and void the judgment of 7 March 2017. The stance taken in the judgment was that the reviews by the Regional Government Office were acts merely for information purposes and not binding upon the concession operators and that the review of 2011 that held that the balances under the Agreement should be deemed to be an intangible asset and, therefore, the balance that should be paid to the concession operator would not be known until 31 August 2021, should be maintained. **Acesa** disputes this judgment and has initiated extraordinary proceedings in accordance with the law, on which a firm decision has not yet been handed down. It will also continue to recognise for accounting purposes the balances arising from Royal Decree 457/2006 as a financial asset in accordance with the applicable standards since it takes the view that the opinion and information from the 2011 to 2019 review issued by the Regional Government Office are incorrect and contrary to applicable Spanish and European accounting standards applicable to the company. Nevertheless, were the application of the Supreme Court's stance applied, it would not have any effect on equity in the accompanying consolidated financial statements, as it would represent a mere reclassification of the underlying carrying amount yet to be amortised at 31 December 2020, in view of the guarantee recognised by the Spanish Cabinet as described below.

Also, the Administrative Review for 2012 did not include any recommendation to recognise a provision, although it did reiterate the matters referred to in the Administrative Review for 2011.

In the Administrative Review for 2013 **Acesa** was informed that the Ministry of Transports, Mobility and Urban Agenda had requested an opinion from the Government Advisory Council with a view to resolving the differences of interpretation raised in the Administrative Review for 2011 and raising the possibility of unilaterally modifying the agreement entered into with **Acesa**.



With respect to the 2014 Administrative Review, on 14 March 2018 the Madrid High Court upheld in full the accounting policy applied by **Acesa** in relation to the balance of the aforementioned Agreement. The Ministry of Transports, Mobility and Urban Agenda filed a cassation appeal against this judgment. On 19 January 2021, the Supreme Court has issued a judgment upholding the appeal filed by the Ministry, revoking the Sentence of the Superior Court of Justice of Madrid considering that the balance of the Agreement approved by RD 457/2006 is an intangible asset in the terms expressed by the Delegation's review, but that this review is a mere opinion of an informative nature and in no case binding, companies being able to present it as they consider and in accordance with their auditors. In accordance with the aforementioned, the eventual application of the criteria set by the Court would not imply any impact on the attached consolidated financial statements. At the date of authorisation for issue of these financial statements, the actions to be taken against this pronouncement are in discussion.

With respect to the 2015 Administrative Review, as in relation to the 2014 Administrative Review, on 23 November 2018 the Madrid High Court upheld in full the accounting policy applied by **Acesa** in relation to the balance of the aforementioned Agreement. The Ministry of Transports, Mobility and Urban Agenda filed a cassation appeal against this judgment. On 26 January 2021, the Supreme Court has issued a judgment upholding the appeal filed by the Ministry, revoking the Sentence of the Madrid High Court considering that the balance of the Agreement approved by RD 457/2006 is an intangible asset in the terms expressed by the Delegation's review, but that this review is a mere opinion of an informative nature and in no case binding, companies being able to present it as they consider and in accordance with their auditors. In accordance with the aforementioned, the eventual application of the criteria set by the Court would not imply any impact on the attached consolidated financial statements. At the date of authorisation for issue of these financial statements, the actions to be taken against this pronouncement are in discussion.

With respect to the 2016 Administrative Review, on 6 July 2020 the Madrid High Court passed a judgment upholding the reasoning of the Supreme Court judgment of 12 February 2020 in relation to the appeal against the review of **Acesa's** financial statements, thus rejecting the appeal by the concession operator filed before the Madrid High Court on 24 April 2018. **Acesa** filed a cassation appeal against this judgment at the Supreme Court, on which a judgment had not yet been handed down at the date of authorisation for issue of these consolidated financial statements.

With respect to the Administrative Review of 2017, on 30 April 2019 **Acesa** **filed** the corresponding appeal for judicial review at the Madrid High Court on which a judgment had not been handed down at the date of authorisation for issue of these consolidated financial statements.

With respect to the 2018 Administrative Review, on 7 August 2019 **Acesa** filed the corresponding appeal to a superior body, and received notification of its rejection by the Ministry on 30 November 2020. On 22 January 2021, it has filed the corresponding appeal for judicial review at the Madrid High Court has been filed on which a judgment had not yet been handed down at the date of authorisation for issue of these consolidated financial statements.

Also, it should be noted that on 13 August 2020 **Acesa** received the proposed Administrative Review of 2019, which is in line with the Administrative Reviews of 2014, 2015, 2016 and 2018 and, consequently, different stances were maintained with respect to the accounting treatment of the investments made and the related interest cost and tax effect (see Note 11.i). On 11 September 2020, **Acesa** filed the corresponding administrative appeal against that 2019 Administrative Review to a superior administrative body; however, at the date of authorisation for issue of these consolidated financial statements no decision had yet been handed down.

The Administrative Reviews of 2014, 2015, 2016 and 2019 confirmed the stance adopted in the 2014 decision of the Government Advisory Council, in relation to both the balance of the compensation and the investments made and the related interest cost. **Acesa** filed appeals to a superior administrative body against these Administrative Reviews; however, since these appeals were not expressly resolved by the Government by the corresponding deadline, **Acesa** filed appeals for judicial review. It should be noted that at the date of authorisation for issue of these consolidated financial statements, formal decisions had only been handed down in relation to the appeals against the 2016, 2017 and 2018 Administrative Reviews, which the Ministry rejected as it considered that the reviewed party had no right to appeal them, as they were non-binding mere opinions for information purposes, and **Acesa** filed against these administrative decisions the court appeals that it considered appropriate in defence of its lawful interests, either by filing new judicial remedies or expanding existing ones..

Moreover, in connection with the request submitted by the Ministry of Transports, Mobility and Urban Agenda to the Government Advisory Council within the framework of the Administrative Review of 2013 described above, in 2015 the Group was informed of the following opinions and reports issued at the request of the Ministry of Transports, Mobility and Urban Agenda:

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

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

a) A review of the compensation formula governed by the Royal Decree and the Agreement was not warranted, since the amendment was contractually valid (as deemed by the 2006 opinion of the Government Advisory Council, insofar as it did not object on legal grounds to the exclusion of the risk corresponding to the concession operator) and because the four-year deadline for declaring it detrimental to the public interest had elapsed.

b) Unilaterally amending the Royal Decree and the Agreement which it approved would also not be warranted, either under the Toll Roads Law or under the "rebus sic stantibus" clause. Regarding the latter, the report stated that a decrease in traffic is not a wholly unforeseeable circumstance, given that the nature of this factor is to fluctuate and vary, especially over a period as lengthy as 16 years.

Accordingly, in 2014 the State Legal Service concluded, as had the Government lawyer for the Ministry of of Transports, Mobility and Urban Agenda in 2006 and the opinion of the Government Advisory Council in 2006, that the Agreement approved by Royal Decree 457/2006 is valid and legally effective, and therefore it may not be unilaterally amended by the grantor.

ii) A new opinion from the Government Advisory Council, that concludes, among other aspects, 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 Regional 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 doubling of the N-II and CN-340 roads (which, in the opinion of the Government Advisory Council, 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 provisions set out in Directive 2014/23/EU of 26 February on the award of concession contracts must be taken into account.

The new decision of the Government Advisory Council in 2014 expressly rendered its previous 2006 decision null and void. It justified, from a legal standpoint, its change of stance on the basis that the novation agreement to amend the Agreement does not permit the traffic risk to be transferred, that the regulated participating loans subsequently rendered the forecasts of guaranteed traffic set forth in the Agreement void, and that Directive 2014/23/EU of 26 February on the award of concession contracts requires the concession operator to assume the demand risk. Accordingly, it does not accept the compensation balance for guaranteed traffic, which at 31 December 2020 stood at EUR 2,816 million, excluding the related tax effect (31 December 2019: EUR 2,377 million).

However, the Government Advisory Council did emphasise that the concession operator could authorise for issue and approve its financial statements as it considered fit, although the review would be unfavourable if it continued to apply the same accounting policy, and that if the Ministry considers that the compensation account included the effect of the decrease in traffic it may amend Royal Decree 457/2006 and the Agreement it approved using administrative powers, including the application of the “rebus sic stantibus” clause.

Also, in relation to the foregoing and in view of the differing interpretations made by the parties, on 29 June 2015 a written request was submitted to the Spanish Cabinet through the Regional 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, in order to include the guaranteed traffic expressly agreed in the arrangement in the compensation account. In this connection, on 30 September 2015, **Acesa** filed an appeal for judicial review at the Supreme Court against the dismissal of the request submitted to the Spanish Cabinet due to administrative silence in relation to the query that had been filed.

As a result of the request submitted on 29 June 2015, the Regional Government Office for toll road concession operators in Spain initiated on 28 March 2017 a proceeding relating to the interpretation of the Agreement approved by Royal Decree 457/2006, and a reply brief was filed by **Acesa** and sent to the Government Advisory Council so that a decision could be handed down in in this regard. On 3 July 2017, the Spanish Cabinet announced that it had adopted a decision against the interpretation of the Agreement by **Acesa**. This decision confirms, therefore, the decision to reject the request for interpretation previously challenged at the Supreme Court and can only be perceived for legal purposes as being included in the obligation incumbent upon any government to decide on proceedings brought by the interested parties, since rejection by the administrative silence route does not release the Government from the obligation to comply with its duty to formally express a decision.

In view of the above, **Acesa** requested that the Supreme Court extend the appeal to the content of the decision formally expressed by the Spanish Cabinet, which was accepted by the Supreme Court, giving rise to the reopening of the initial submissions proceeding at the Court. In this connection, on 4 June 2019 the Supreme Court handed down a judgment whereby the solution was postponed until August 2021 (when **Acesa's** concession ends), taking the view that it was not appropriate to make any type of interpretation at this time but only at the end of the concession, thereby not expressly accepting the interpretation considered by the Ministry of Transports, Mobility and Urban Agenda. In any event, **Acesa** is, if possible, even more convinced after this of the soundness of its legal arguments, based on the Agreement itself that the granting authority and the concession operator signed for reasons of general interest.

With regard to the aforementioned decisions and the interpretation ruling issued by the Spanish Cabinet on 3 July 2017, it should be emphasised that the position of the State Legal Service-Government Legal Services Office is in line with the stance adopted in various external reports that the concession operator commissioned and made available to the grantor. These reports were issued by Government lawyers, lawyers of the Government Advisory Council and Parliament and jurists of recognised prestige and experience, such as Juan José Lavilla and José María Barrios (Clifford Chance), Benigno Blanco and Jesús Trillo-Figueroa (Iuris C.T.), Jordi de Juan, and Alicia de Carlos (Cuatrecasas Abogados and MA Abogados). The same stance was taken by the law firms Pérez-Llorca and Uría Menéndez in the legal report they issued at the request of CVC prior to the purchase of its package of shares in 2010. These reports also agreed with those issued by the Government lawyers and by members of various governing bodies of the Company, i.e., Ricard Fornesa, Mónica López-Monís and Josep Maria 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 from other accounting experts of recognised prestige, such as Enrique Ortega (Gómez Acebo & Pombo) and Sergio Aranda and Tamara Seijo (PWC).

Also, the statutory auditor's reports on the financial statements of **Acesa** for the years ended 31 December 2011, 2012, 2013 and 2014 were not qualified in this connection.

**Acesa** emphasises that, in addition to the rigour of, and agreement between, the various public and private opinions issued previously, including those of the Government Advisory Council in 2006 and of the State Legal Service-Government Legal Services Office in 2014, Royal Decree 457/2006 expressly acknowledges that when it came force "the configuration of the concession changed", based on the guaranteed traffic. Also, the participating loans referred to by the Government Advisory Council in its decision of 17 December 2014 and regulated by the Budget Laws did not refer to **Acesa**. There is no mechanism that enables the application thereof in its favour and they were unconnected with the effects of the Agreement. Furthermore, with respect to the 2014 Directive (also mentioned in the decision) it should be noted that its transposition into Spanish domestic legislation in 2017, under no circumstances, enables it to be applied retrospectively, an issue included in 2015 by Jordi de Juan, Alicia de Carlos and MA Abogados in their opinions, when they updated their reports in light of the new decision of the Government Advisory Council.

Despite the foregoing, considering that the stance of the Ministry of Transports, Mobility and Urban Agenda questions the guaranteed traffic compensation balance (and the recognition of the related interest cost), on which the parties have different interpretations, an impairment loss was recognised at **Acesa** in 2015, amounting to EUR 982 million at 31 December 2014 and the compensation ceased to be recognised in the investee's statement of profit or loss from 1 January 2015 onwards. This stance was maintained by the Group at the date of authorisation for issue of these consolidated financial statements and it is expected to be maintained until the various court proceedings in progress have been resolved.

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

In any case and notwithstanding the impairment loss recognised in prior years, **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 in court and all other instances of appeal.

Finally, during 2021, in connection to the formalities of the provisional liquidation of the AP-7 Agreement, the corresponding administrative processes will be followed as contemplated in RD 457/2006.

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

Although no receivables had been recognised for accounting purposes by **Aumar** at 31 December 2020 (as in prior years), it must be stated that on 18 February 2011 **Aumar** submitted a request to the Spanish Government for the restoration of the economic and financial feasibility of the AP7/AP4 concession which it managed (see Note 25-c) as a result of the impacts on the economic basis of the contracts arising from the construction of roads running in parallel, which had not been subject to a waiver included in the Agreement approved by Royal Decree 457/2006 (see Note 9-a above), claiming damages that should include the amount for the loss of revenue from 2002 to the end of the concession in 2019.

After lodging appeals at various administrative and court instances, on 22 May 2019 an unfavourable judgment was received from the Supreme Court, against which **Aumar** submitted a motion for annulment at the Supreme Court which was not successful, and lodged an appeal for protection of constitutional rights at the Constitutional Court on the basis that the lack of grounds for the judgment handed down could violate its right to due process of law. This appeal for protection of constitutional rights was refused leave to proceed on 17 February 2020 and the consolidated company **Aumar** was notified of this on 26 February 2020.

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

Royal Decree 483/1995 sets forth the Agreement entered into in January 2010 between **Invicat** and the Catalonia Autonomous Community Government and includes a schedule containing a 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 the GI-600 road that is being widened, in addition to other road and mobility management improvements linked to the toll road and its operation in the Maresme corridor.

In the framework of the aforementioned Agreement, on 19 March 2015 a new Agreement was entered into to include the construction, upkeep and operation of a new toll-free access road connecting the toll road with Blanes and Lloret de Mar.

The investments to be made were initially estimated to total EUR 96 million (at 2010 prices).

On July 31, 2020, the Catalonia Autonomous Community Government has reimbursed the accumulated balance of the Government Agreement 39/2015 as of 31 December 2019 for a total amount of EUR 6,804 thousand in favour of **Invicat**. In this regard, on December 31, 2020 the investment made, payable by the Catalonia Autonomous Community Government, amounted to EUR 23,988 thousand (EUR 29,281 thousand at 2019 year-end).

The C-32 toll road Agreement provides that any additional revenue stemming from the increased capacity of the toll road shall be used for restoring the economic and financial balance altered by the work provided for 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 had ended, the economic and financial balance had not been restored.

Regarding the agreement signed in January 2010 between **Invicat** and e Catalonia Autonomous Community Government, the account receivable recorded in the balance sheet does not include the impact of the compensation, by the Administration, of the tax effect already paid or that should be paid as a consequence of the settlement of the agreement (nor its elevation to the full amount to ensure a neutral impact for the concession operator), which will be accrued, according to the tax criteria applied by the Group, at the time of collection. Considering this impact, as of 31 December 2020, the balance would be 386 million euros (293 million euros recorded at 2020 year-end).



During 2021, in regard to the formalities of the provisional liquidation of the Maresme Agreement, the corresponding administrative processes will be followed as contemplated in the "Framework agreement for collaboration between the Administration of the Catalonia Autonomous Community Government and the concession operator on various actions on the C-32 as it passes through the Maresme ", of January 29, 2010

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

In early 2014 the Agreement with the Catalonia Autonomous Community Government entered into by **Invicat** (Royal Decree 185/2013), the concession operator of the Montgat-Palafolls up to the GI-600 (C-31/C-32) and Barcelona-Montmeló (C-33) toll roads and by **Aucat** (Royal Decree 186/2013), the concession operator of the Pau Casals (C-32, Castelldefels-Sitges-El Vendrell) toll road, came into force. These Agreements provide for the implementation of a uniform toll system and a closed-toll system in which users pay on the basis of 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 property tax rebate. The investments to be made were estimated to total approximately EUR 100 million (at 2014 prices).

On July 31, 2020, the Catalonia Autonomous Community Government has made the payment of the accumulated balance until December 31, 2019 of the Government Agreement 185/2013 and 186/2013 for a total amount of EUR 82,768 thousand and EUR 134,939 thousand, respectively.

As with other agreements, this Agreement provides for the restoration of the economic and financial balance that has been altered by the work that it envisages, using a compensation account that would be settled on expiry of the concession.

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

Royal Decree 971/2011, of 1 July, amends certain terms of the administrative concession operated by **Castellana** (construction, maintenance and operation of the section of the AP-6 toll road that connects with Segovia (AP-61) and the section of the AP-6 toll road that connects with Ávila (AP-51), as well as the maintenance and operation, from 30 January 2018, of the Villalba-Adanero stretch of the AP-6 toll road), to offset cost overruns for additional work, as set forth in Additional Provision Forty-One of 2010 General Budget Law 26/2009, of 23 December, through which the General Directorate of Roads acknowledged the need for additional work for the toll road construction project not initially foreseen amounting to EUR 89,018 thousand. This Royal Decree was intended to restore the economic and financial feasibility of the concession affected by the additional work that had to be carried out. To this end, in light of the situation of the concession, it was considered that the most appropriate course of action was to extend the period during which the AP-6 toll road tolls would apply, regulated by the Agreements approved by Royal Decree 315/2004, of 20 February, and Royal Decree 1467/2008, of 29 August, in both cases until the aforementioned cost overruns resulting from the additional work amounting to EUR 89,018 thousand and the interest for the delay in the payment to restore the economic balance as a result of this, amounting to EUR 29,471 thousand, had been offset.

f) Arising from minimum guaranteed revenue and other guarantees in the concession arrangement (application of bifurcated model)

In addition, the Chilean toll road concession operators **Elqui** and **Libertadores** and the Mexican concession operators incorporated in 2020 **Coviqsa** and **Conipsa**, have an account relating to the minimum guaranteed revenue and other guarantees established in the concession arrangements. 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.

g) Ausol and Gco arrangements

As described in Note 25-c, on 24 July 2018 the concession arrangements held by the Argentine consolidated companies **Ausol** and **GCO** were modified. Under the terms of the agreement reached, the applicable model under IFRIC 12 is the financial asset model since **Ausol** and **GCO** are granted an unconditional right to receive an amount from the grantor (in accordance with the application of the financial asset model described in Note 3-b.ii). Therefore, the agreement resulted in the recognition of a financial asset in accordance with IFRIC 12 at the fair value upon execution of the agreement, net of the value of the unamortised intangible asset associated with the aforementioned concession arrangements (see Note 11.i).

The change in 2020 includes the effect of the capitalisation of interest for the year (EUR 55 million), the effect of updating the value according to the new future financial asset recovery (EUR -364 million), as well as the net effect of the impairment loss and the partial reversal of the expected credit loss recognised in previous years in accordance with IFRS 9 (EUR 215 million), as a consequence of the aforementioned value update (see Note 11.vii and Note 20-e).

h) Other

“Concession Arrangements - Financial Asset Model - Other” relates to the balance receivable by the Group under Section B of Schedule 3 of the Agreement entered into by **Acesa** and the Spanish Government (Royal Decree 457/2006) whereby the latter compensates **Acesa** with respect to the income tax it pays in relation to the interest expense on the balance, including its elevation to the full amount to ensure a neutral impact for concession operator.

Also considering the increase to the full amount of taxes not yet paid, which will be accrued, according to the tax criteria applied by the Group at the time of collection, related to the revaluation of investments made from 2015 to 2020, amounting to EUR 22,867 thousand, the corresponding total balance would be EUR 159,642 thousand as of 31 December 2020 (EUR 137,050 thousand recorded in the balance sheet).

Lastly, at 31 December 2019, "Current Assets - Concession Arrangements - Financial Asset Model" included a past-due balance of EUR 38,248 thousand (primarily at toll road concession operators) for which an allowance was not recognised because it is considered that it would be duly paid by the related grantor. In this respect, on 8 January 2020 EUR 32,579 thousand were collected in relation to the agreement contained in Royal Decree 1467/2008 signed on 29 August 2008 between **Iberpistas** and the Spanish Government.

- ii) Financial accounts receivable from companies accounted for using the equity method and from other related parties

The detail of the financial accounts receivable from associates and joint ventures, as well as from other related parties, is as follows:

	31 December 2020 (*)			31 December 2019 (*)		
	Non-current	Current	Total	Non-current	Current	Total
Abertis Holdco	-	-	-	-	4,098	4,098
<b>Accounts receivable</b>	-	-	-	-	<b>4,098</b>	<b>4,098</b>
Irasa <sup>(1)</sup>	35,296	-	35,296	35,296	-	35,296
Ciralsa <sup>(1)</sup>	30,773	-	30,773	30,773	-	30,773
Alazor <sup>(1)</sup>	16,606	-	16,606	16,606	-	16,606
RMG	18,589	72	18,661	17,660	77	17,737
Leonord	759	-	759	868	22	890
Pedemontana Veneta	-	-	-	594	-	594
CIS	-	120	120	-	120	120
A'lienor	38	-	38	38	-	38
Other investments	-	51	51	-	50	50
<b>Loans granted</b>	<b>102,061</b>	<b>243</b>	<b>102,304</b>	<b>101,835</b>	<b>269</b>	<b>102,104</b>
<b>Impairment losses</b>						
Irasa	(35,296)	-	(35,296)	(35,296)	-	(35,296)
Ciralsa	(30,773)	-	(30,773)	(30,773)	-	(30,773)
Alazor	(16,606)	-	(16,606)	(16,606)	-	(16,606)
Other investments	-	(202)	(202)	-	(2,325)	(2,325)
	<b>(82,675)</b>	<b>(202)</b>	<b>(82,877)</b>	<b>(82,675)</b>	<b>(2,325)</b>	<b>(85,000)</b>
<b>Total</b>	<b>19,386</b>	<b>41</b>	<b>19,427</b>	<b>19,160</b>	<b>2,042</b>	<b>21,202</b>

<sup>(1)</sup> Investments derecognised as associates as described in Note 8.i.

<sup>(\*)</sup> To be able to better monitor and trace the Group's financial assets, the balances are presented at their gross carrying amounts revalued as a result of the PPA process described in Note 6 to the 2019 consolidated financial statements and the related respective historical impairment losses, i.e., the balances of the impairment losses recognised prior to the obtainment of control described in the aforementioned Note are maintained. In any case, the carrying amount is the result of the PPA process and since the date control was obtained there have been no reversals of impairment losses recognised prior to that date.

At 31 December 2020 (as at the end of 2019 and previous years), 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 2019 year-end, had been fully provisioned (see Note 8.i).

iii) Trade receivables

At 31 December 2020 and 2019, the account did not have any significant past-due balances that had not been provisioned.

iv) Current tax assets

The detail of "Current Tax Assets" at 31 December 2019 and 2018 is as follows:

	<b>2020</b>	<b>2019</b>
VAT refundable	52,771	40,646
Tax withholdings and pre-payments	151,025	186,816
Other taxes	51,141	629,235
<b>Current tax assets</b>	<b>254,937</b>	<b>856,697</b>

"Current Tax Assets - Other Taxes" includes mainly the final amount to be recovered by **Abertis**, as the parent until 31 December 2018 of the Spanish consolidated tax group, in relation to income tax for 2018 totalling EUR 621,746 thousand, associated mainly with the dividends received by the various companies and the gains obtained on the sale of Cellnex by Abertis Infraestructuras, S.A. This income is tax exempt but, in accordance with current legislation, it was considered taxable in the income tax prepayments made in 2018. This amount was collected in February 2020.

## v) Other financial assets

The detail of "Other Financial Assets" at 31 December 2020 and 2019 is as follows:

	31 December 2020 (*)			31 December 2019 (*)		
	Non-current	Current	Total	Non-current	Current	Total
Loans to third parties	68,226	79,178	147,404	60,952	101,800	162,752
Current financial assets maturing at more than three months and other deposits	99,743	35,644	135,387	114,419	56,346	170,765
Other	20,181	11,566	31,747	25,443	5,875	31,318
Impairment (expected credit losses)	(1,506)	(10,461)	(11,967)	(3,168)	(9,541)	(12,709)
<b>Other financial assets</b>	<b>186,644</b>	<b>115,927</b>	<b>302,571</b>	<b>197,646</b>	<b>154,480</b>	<b>352,126</b>

(\*) To be able to better monitor and trace the Group's financial assets, the balances are presented at their gross carrying amounts revalued as a result of the PPA process described in Note 6 to the 2019 consolidated financial statements and the related respective historical impairment losses, i.e., the balances of the impairment losses recognised prior to the obtainment of control described in the aforementioned Note are maintained. In any case, the carrying amount is the result of the PPA process and since the date control was obtained there have been no reversals of impairment losses recognised prior to that date.

At 2020 year-end accounts receivable from third parties included mainly:

- The loans granted by **Túnel** and **Trados** to their respective non-controlling shareholders for an amount, respectively, of EUR 68 million and EUR 25 million (2019 year-end: EUR 61 million and EUR 25 million, respectively).
- The amount to be collected from the Argentine government by the Argentine companies **Gco** and **Ausol** totalling EUR 52 million (2019 year-end: EUR 74 million) relating to the work planned for future years with the funds obtained from third parties -RAE- pursuant to the concession arrangement. In this regard, the above Argentine companies recognised a liability for the same amount under "Other Financial Liabilities - Current" (see Note 19).

At 2020 year-end "Other" included mainly:

- The value of the investment in the real estate fund "Serenissima Vitruvio" (measured on the basis of an appraisal by an independent valuer), and of the real estate fund "Sansovino" amounting to EUR 20,181 thousand (2019: EUR 25,443 thousand). The revaluation loss in value in 2020 amounting to EUR -5,262 thousand corresponds to revaluation losses recognised in other comprehensive income.

In this connection, the net total accumulated amount recognised in the equity of **Abertis** arising from changes in the fair value of these equity instruments since the impact of the obtainment of control and subsequent merger of **Abertis** with Abertis Participaciones, S.A.U. effective as of 1 January 2019, is an accumulated loss of EUR 9,523 thousand at 31 December 2020 (EUR 4,261 thousand accumulated loss at 2019 year-end).

- Receivables from public authorities amounting to EUR 7,781 thousand (2019: EUR 3,462 thousand).

vi) Other non-financial assets

The detail of "Other Non-Financial Assets" at 31 December 2020 and 2019 is as follows:

	31 December 2020 (*)			31 December 2019		
	Non-current	Current	Total	Non-current	Current	Total
Receivables from companies accounted for using the equity method and other related parties	-	380,763	380,763	-	275,602	275,602
Other accounts receivable	2,142	61,925	64,067	3,768	62,272	66,040
Impairment (expected credit losses)	-	(4,389)	(4,389)	(559)	(3,728)	(4,287)
<b>Other financial assets</b>	<b>2,142</b>	<b>438,299</b>	<b>440,441</b>	<b>3,209</b>	<b>334,146</b>	<b>337,355</b>

(\*) To be able to better monitor and trace the Group's financial assets, the balances are presented at their gross carrying amounts revalued as a result of the PPA process described in Note 6 to the 2019 consolidated financial statements and the related respective historical impairment losses, i.e., the balances of the impairment losses recognised prior to the obtainment of control described in the aforementioned Note are maintained. In any case, the carrying amount is the result of the PPA process and since the date control was obtained there have been no reversals of impairment losses recognised prior to that date.

The detail of the non-financial accounts receivable from associates and joint ventures, together with other related parties, is as follows:

	31 December 2020			31 December 2019		
	Non-current	Current	Total	Non-current	Current	Total
Companies accounted for using the equity method:						
A'lienor	-	2,537	2,537	-	1,784	1,784
Bip&Drive	-	1,348	1,348	-	2,294	2,294
CIS	-	1,717	1,717	-	1,717	1,717
Areamed	-	1,090	1,090	-	3,982	3,982
Routalis	-	575	575	-	159	159
Pedemontana Veneta	-	-	-	-	240	240
Alis	-	-	-	-	123	123
Other investments	-	250	250	-	42	42
		<b>7,517</b>	<b>7,517</b>		10,341	10,341
Other related parties:						
Abertis Holdco	-	313,132	313,132	-	191,250	191,250
Autostrade per l'Italia	-	54,205	54,205	-	63,596	63,596
Telepass Italia	-	39	39	-	6,882	6,882
Autogrill Italia	-	5,130	5,130	-	3,077	3,077
Autogrill Coté France	-	740	740	-	456	456
	-	<b>373,246</b>	<b>373,246</b>	-	265,261	265,261
<b>Total</b>	-	<b>380,763</b>	<b>380,763</b>	-	<b>275,602</b>	<b>275,602</b>

The receivables from Abertis HoldCo, S.A. relate mainly to the fact that **Abertis** files consolidated tax returns as a member of the tax group the parent of which is Abertis HoldCo, S.A. (see Note 17)

The concession operator **A4** has an account receivable from Autostrade per l'Italia, S.p.A. in connection with toll collection management relating to the interconnection between the **A4** toll road with those of other concession operators.



vii) Impairment (expected credit losses)

The changes in 2020 and 2019 in "Impairment (Expected Credit Losses)" were as follows:

Impairment (expected credit losses)	2020 (*)					
	Concession arrangements - financial asset model			Other accounts receivable		
	Non-current	Current	Total	Non-current	Current	Total
<b>At 1 January</b>	395,333	-	395,333	3,727	13,269	16,996
Charge to the consolidated statement of profit or loss:						
- With a charge to profit (loss) from operations	-	-	-	-	-	-
- With a charge to financial loss (see Note 20-e)	(226,953)	-	(226,953)	(794)	3,094	2,300
Transfers	410	-	410	(1,418)	(1,227)	(2,645)
Exchange differences	(36,373)	-	(36,373)	(9)	(286)	(295)
<b>At 31 December</b>	<b>132,417</b>	<b>-</b>	<b>132,417</b>	<b>1,506</b>	<b>14,850</b>	<b>16,356</b>

(\*) To be able to better monitor and trace the Group's financial assets, the balances are presented at their gross carrying amounts revalued as a result of the PPA process described in Note 6 to the 2019 consolidated financial statements and the related respective historical impairment losses, i.e., the balances of the impairment losses recognised prior to the obtainment of control described in the aforementioned Note are maintained. In any case, the carrying amount is the result of the PPA process and since the date control was obtained there have been no reversals of impairment losses recognised prior to that date.

Impairment (expected credit losses)	2019 (*)					
	Concession arrangements - financial asset model			Other accounts receivable		
	Non-current	Current	Total	Non-current	Current	Total
<b>At 1 January</b>	162,648	1,758	164,406	5,063	4,077	9,140
Charge to the consolidated statement of profit or loss:						
- With a charge to profit (loss) from operations	-	-	-	-	-	-
- With a charge to financial loss (see Note 20-e)	139,992	-	139,992	(2,970)	176	(2,794)
Transfers	66,696	(1,723)	64,973	1,347	(1,347)	-
Other	5	-	5	269	10,411	10,680
Exchange differences	25,992	(35)	25,957	18	(48)	(30)
<b>At 31 December</b>	<b>395,333</b>	<b>-</b>	<b>395,333</b>	<b>3,727</b>	<b>13,269</b>	<b>16,996</b>

(\*) To be able to better monitor and trace the Group's financial assets, the balances are presented at their gross carrying amounts revalued as a result of the PPA process described in Note 6 to the 2019 consolidated financial statements and the related respective historical impairment losses, i.e., the balances of the impairment losses recognised prior to the obtainment of control described in the aforementioned Note are maintained. In any case, the carrying amount is the result of the PPA process and since the date control was obtained there have been no reversals of impairment losses recognised prior to that date.

The reversals in 2020 for a net total of EUR 224,653 thousand (in 2019 impairment for a total of EUR 137,198 thousand, see Note 20-e), relate mainly to the reversal of a portion of the expected credit loss of the concession arrangements that, in accordance with IFRIC 12, have been recognised as an account receivable (EUR 238,001 thousand). In this connection, the Group, after recognising a decrease on the value of EUR -363,871 thousand on the financial assets linked to the concession arrangements of **Ausol** and **Gco** (see paragraph i) above and Note 20-e), as a consequence of updating its future temporary recovery path maintaining, as required by IFRS-EU, the rate of return at the moment of recognition, has reversed a portion of the expected credit loss on the aforementioned assets amounting to EUR 215,328 thousand (in 2019 recognition of an additional expected credit loss of EUR -139,979 thousand after the significant worsening of the macroeconomic situation in Argentina and of the counterparty's credit risk since the initial recognition of thereof, resulting in the calculation of the losses over the entire term of the concession arrangement in accordance with IFRS 9. As a result of all the foregoing, the net reduction in the value of the **Ausol** and **Gco** concession arrangements recognised in 2020 was EUR -148,543 thousand (2019: EUR -139,979 thousand).

The exchange differences that arose in the year relate mainly to financial assets linked to the concession agreements of **Gco** and **Ausol** due to the decrease in the year-end exchange rate of the Argentine peso.

In relation to the expected credit loss associated with the other financial assets, according to the analysis carried out by the Group in 2020, there has not been a significant increase in credit risk.

In 2020 (as in 2019) there were no changes in the estimation techniques or in the main assumptions used in the evaluation of the expected credit loss.

## 12. CASH AND CASH EQUIVALENTS

The breakdown of "Cash and Cash Equivalents" at 31 December 2020 and 2019 is as follows:

	2020	2019
Cash on hand and at banks	1,984,957	1,683,864
Bank deposits maturing within three months	1,117,218	961,025
<b>Cash and cash equivalents</b>	<b>3,102,175</b>	<b>2,644,889</b>

The balance of this heading at 31 December 2020 and 2019 relates mainly to the following companies/subgroups:

	2020	2019
Abertis Infraestructuras	891,340	1,651,130
A4 subgroup (Italy)	167,320	292,601
Abertis Chile subgroup (Chile)	216,895	279,852
Arteris subgroup (Brazil)	136,432	127,032
Hit/Sanef subgroup (France)	1,037,119	52,045
Rco subgroup (Mexico)	321,860	-
Erc subgroup (US)	84,278	-
Other	246,931	242,229
<b>Cash and cash equivalents</b>	<b>3,102,175</b>	<b>2,644,889</b>

The increase in "Cash and Cash Equivalents" in 2020 is mainly a result of the following:

- The impact of the acquisition of **Rco** and **Erc** (see Note 2-h) which at 2020 year-end resulted in the consolidation of additional cash and cash equivalents of EUR 322 million and EUR 84 million, respectively, with respect to 2019.
- The collection arising from income tax for 2018, the sale of 19.67% of Alis and the new bond issues in France during 2020, as well as the cash flow itself generated in operations in the year, collections that were partially offset by the investments made, payment of ordinary dividends and debt repayments made.

In this connection, the decrease in cash at Abertis Infraestructuras, S.A. was due mainly to the impact of the various financing transactions detailed in Note 14 and to the purchase of the Rco and Erc subgroups.

The increase in cash at the **Hit** subgroup was due mainly to the impact of various financing transactions performed in the year.

## 13. EQUITY

The changes in consolidated equity in 2020 and 2019 were as follows:

	Share capital and treasury shares (a)	Other equity instruments <sup>(2)</sup> (b)	Reserves (c)			Retained earnings and other reserves (d)	Non-controlling interests (e)	Equity
			Valuation adjustments relating to hedges	Translation differences	Total			
<b>At 1 January 2020</b>	2,727,303	-	(127,579)	(191,446)	(319,025)	3,465,045	1,962,080	7,835,403
Income (expense) recognised in equity:								
Financial assets	-	-	-	-	-	(9,012)	(998)	(10,010)
Cash flow hedges and/or hedges of a net investment in a foreign operation	-	-	(20,208)	-	(20,208)	(14,226)	(5,543)	(39,977)
Translation differences	-	-	-	(138,398)	(138,398)	-	(216,865)	(355,263)
Actuarial gains and losses	-	-	-	-	-	549	87	636
Other <sup>(1)</sup>	-	-	-	-	-	(24,968)	(24,982)	(49,950)
<b>Loss for the year</b>	-	-	-	-	-	<b>(391,829)</b>	<b>(122,957)</b>	<b>(514,786)</b>
Payment of 2019 dividend	-	-	-	-	-	(875,103)	(35,797)	(910,900)
Payment of 2020 dividend	-	-	-	-	-	-	(2,254)	(2,254)
Treasury shares	(5,390)	-	-	-	-	-	-	(5,390)
Perpetual bonds	-	1,241,726	-	-	-	(3,161)	-	1,238,565
Capital increase	-	-	-	-	-	-	490	490
Reimbursement of shareholder contributions	-	-	-	-	-	-	(7,675)	(7,675)
Changes in the scope of consolidation and other	-	-	36	1,485	1,521	8,790	1,424,606	1,434,917
<b>At 31 December 2020</b>	<b>2,721,913</b>	<b>1,241,726</b>	<b>(147,751)</b>	<b>(328,359)</b>	<b>(476,110)</b>	<b>2,156,085</b>	<b>2,970,192</b>	<b>8,613,806</b>

<sup>(1)</sup> Including a positive impact of EUR 1,282 thousand on "Retained Earnings and Other Reserves" in relation to the 2019 dividend corresponding to treasury shares held when it was paid (see Note 13-d).

<sup>(2)</sup> Including EUR 8,274 thousand relating to the cost of issue of perpetual subordinated bonds amounting to EUR 1,250,000 thousand (see Note 13-b).

Note: The income and expense recognised in equity are shown net of the related tax effect.

	Share capital and treasury shares (a)	Reserves (c)			Retained earnings and other reserves (d)	Non-controlling interests (e)	Equity
		Valuation adjustments relating to hedges	Translation differences	Total			
<b>At 1 January 2019</b>	2,734,540	(109,111)	(407,022)	(516,133)	1,903,467	1,803,758	5,925,632
Changes in accounting policies (1)	-	-	-	-	(76)	(8)	(84)
<b>At 1 January 2019 adjusted</b>	2,734,540	(109,111)	(407,022)	(516,133)	1,903,391	1,803,750	5,925,548
Income (expense) recognised in equity:							
Financial assets	-	-	-	-	(2,916)	(323)	(3,239)
Cash flow hedges and/or hedges of a net investment in a foreign operation	-	(125,060)	-	(125,060)	(19,857)	5,103	(139,814)
Translation differences	-	-	(107,010)	(107,010)	-	(28,466)	(135,476)
Actuarial gains and losses	-	-	-	-	(165)	(67)	(232)
Other (2)	-	-	-	-	1,367	149	1,516
<b>Profit for the period</b>	-	-	-	-	<b>351,740</b>	<b>(28,735)</b>	<b>323,005</b>
Impact of merger	-	106,077	318,029	424,106	12,073,773	347,131	12,845,010
Payment of 2018 dividend	-	-	-	-	(875,103)	(60,093)	(935,196)
Payment of 2019 dividend	-	-	-	-	-	(10,365)	(10,365)
Extraordinary dividend	-	-	-	-	(9,963,410)	-	(9,963,410)
Treasury shares	(7,237)	-	-	-	-	-	(7,237)
Capital increase	-	-	-	-	-	220	220
Reimbursement of shareholder contributions	-	-	-	-	-	(22,631)	(22,631)
Changes in the scope of consolidation and other	-	515	4,557	5,072	(3,775)	(43,593)	(42,296)
<b>At 31 December 2019</b>	<b>2,727,303</b>	<b>(127,579)</b>	<b>(191,446)</b>	<b>(319,025)</b>	<b>3,465,045</b>	<b>1,962,080</b>	<b>7,835,403</b>

(1) Impact relating to the application, effective 1 January 2019, of IFRS 16, Leases, as detailed in Note 5 to the consolidated financial statements for 2019.

(2) Including a positive impact of EUR 2,913 thousand on "Retained Earnings and Other Reserves" in relation to the 2019 extraordinary dividend and the 2018 dividend corresponding to treasury shares held when they were paid.

Note: The income and expense recognised in equity are shown net of the related tax effect.

## a) Share capital and treasury shares

The detail of these line items and of the changes therein in 2020 and 2019 is as follows:

	2020			2019		
	Share capital	Treasury shares	Total	Share capital	Treasury shares	Total
<b>At 1 January</b>	2,734,696	(7,393)	2,727,303	2,734,696	(156)	2,734,540
Acquisition of treasury shares	-	(5,390)	(5,390)	-	(7,237)	(7,237)
<b>At 31 December</b>	<b>2,734,696</b>	<b>(12,783)</b>	<b>2,721,913</b>	<b>2,734,696</b>	<b>(7,393)</b>	<b>2,727,303</b>

## i) Share capital

At 31 December 2020 (as was the case at 2019 year-end), the share capital of **Abertis** consisted of 911,565,371 fully subscribed and paid ordinary shares, all of the same class and series, represented by book entries, of EUR 3 par value each, and there were no changes therein in 2020 or 2019.

The shares of **Abertis** are represented by book entries. According to the information available, at 31 December 2020 and 2019 the shareholdings that had given rise to the appointment of directors were as follows:

	31 December 2020	31 December 2019
Abertis HoldCo, S.A. <sup>(1)</sup>	98.70%	98.70%
	<b>98.70%</b>	<b>98.70%</b>

<sup>(1)</sup> Company in which Atlantia S.p.A. holds an ownership interest of 50% plus one share, Actividades de Construcción y Servicios, S.A. (ACS) holds an ownership interest of 30% and Hochtief Aktiengesellschaft holds an ownership interest of 20% minus one share.

In 2019, specifically on 8 February 2019, the Extraordinary General Meeting of Abertis Infraestructuras, S.A. and the sole shareholder of Abertis Participaciones, S.A.U. approved the draft terms of merger by absorption of Abertis Participaciones, S.A.U. (the absorbed company) into Abertis Infraestructuras, S.A. (the absorbing company), which were executed in a public deed on 14 March 2019 and registered at the Madrid Mercantile Registry on 19 March 2019. The merger was effective for accounting purposes from 1 January 2019. Following the aforementioned merger, Abertis HoldCo, S.A. directly held 98.7% of the share capital of **Abertis** (until then held indirectly through Abertis Participaciones, S.A.U.).

ii) Treasury shares

Pursuant to the authorisations granted by the Annual General Meeting of 25 July 2018, in which, among other resolutions, the Board of Directors of **Abertis** was authorised to acquire by transfer of title, directly or indirectly through other companies, treasury shares of **Abertis** at a maximum price of EUR 18.36 per share for a maximum period of 5 years, i.e., until 25 July 2023, in 2020 **Abertis** performed various share purchases.

As a result of the transactions carried out, the treasury shares held at 31 December 2020 represented 0.17% of the share capital of Abertis Infraestructuras, S.A. (0.08% at 2019 year-end).

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

The changes in the treasury share portfolio in 2020 and 2019 were as follows:

	2020			2019		
	Number	Par value	Acquisition cost/Sales proceeds	Number	Par value	Acquisition cost/Sales proceeds
<b>At 1 January</b>	691,508	2,075	7,393	8,500	26	156
Acquisition of treasury shares	866,152	2,598	5,390	683,008	2,049	7,237
<b>At 31 December</b>	<b>1,557,660</b>	<b>4,673</b>	<b>12,783</b>	<b>691,508</b>	<b>2,075</b>	<b>7,393</b>

## b) Other equity instruments

On 17 November 2020, Abertis Infraestructuras Finance, B.V. (**Abertis Finance**) issued perpetual subordinated bonds ("hybrid bonds") secured by Abertis Infraestructuras, S.A. payable on November 24, 2020 for an aggregate amount of EUR 1,250,000, redeemable on or after the fifth anniversary of date of payment at the discretion of the issuer.

These bonds bear a fixed annual coupon rate of 3.248% accruing annually in arrears from the date of issue to 24 February 2026, exclusive. From 24 February 2026 (inclusive) onwards, they will bear a fixed rate equal to the euro five-year MS rate + initial credit spread + additional increase. In this regard, there would be a first additional increase of 25 basis points from 24 February 2031 and a second additional increase of 75 basis points from 24 February 2046 (or 24 February 2041, if on the thirtieth day previous to 24 February 2026 the guarantor were to receive a rating of "BB+" or lower from S&P).

In this issue of perpetual subordinated bonds, the issuer **Abertis Finance** has the option of deferring payment of the coupons over time and, therefore, they are not claimable by the holders.

Since repayment of the principal and payment of the coupons depend entirely on the decision to be taken by **Abertis**, these perpetual subordinated bonds represent equity instruments and are presented, net of the related issue costs, under "Other Equity Instruments" in the consolidated balance sheet and in the consolidated statement of changes in equity.

The interest accrued in 2020 in relation to the aforementioned bonds amounted to EUR 4,215 thousand (EUR 3,161 thousand, net of tax) and, based on the nature of the issue, this amount was also recognised in the Group's equity.

During January, 2021, Abertis Infraestructuras Finance, B.V. (**Abertis Finance**) has issued two perpetual subordinated bonds ("hybrid bonds") secured by Abertis Infraestructuras, S.A. payable on January 26 and 27, 2021 for an aggregate amount of EUR 750,000 thousand (fixed coupon rate of 2.625%), redeemable on or after the fifth anniversary of date of payment at the discretion of the issuer.

These two issues are of a similar nature to those issued in November 2020, therefore, they will be presented under "Other Equity Instruments".



With these two issues, the Group achieved the target set in 2020 which envisaged carrying out a programme to issue medium-term hybrid bonds totalling EUR 2,000 million.

### **c) Reserves**

As a result of the merger of Abertis Infraestructuras, S.A. with Abertis Participaciones, S.A.U. in 2019, as detailed in Notes 1 and 6 to the consolidated financial statements for 2019, on 1 January 2019 the impact of the revaluation described in those notes was recognised as a result of the obtainment of control of **Abertis** on 29 October 2018, together with the associated impacts from that date until 31 December 2018 and the transfer of the revaluation reserves existing at the Group at the date of acquisition to "Retained Earnings and Other Reserves" (EUR 424.106 thousand, of which EUR 106,077 thousand relate to "Valuation Adjustments Relating to Hedges" and EUR 318,029 thousand to "Translation Differences").

#### **i) Valuation adjustments relating to hedges**

These relate to the reserve generated by the effective portion of the changes in the fair value of the derivative financial instruments designated and classified as cash flow hedges and/or hedges of net investments in foreign operations in the case of the fully consolidated companies.

#### **ii) Available-for-sale investments**

Effective 1 January 2018, as part of the application of IFRS 9, these reserves were transferred to investment revaluation reserves under "Retained Earnings and Other Reserves" since they will not be transferred to the consolidated statement of profit or loss and relate mainly to the change in the fair value of various financial investments held by the **A4** subgroup.

iii) Translation differences

The detail of "Translation Differences" at 31 December 2020 and 2019 is as follows:

	<b>31 December 2020</b>	<b>31 December 2019</b>
Rco/Ivm subgroup (Mexican peso)	121,553	-
APR (US dollar)	(122)	(494)
TTPL/JEPL (Indian rupee)	(4,919)	6,825
Metropistas (US dollar)	(25,039)	932
Invin subgroup/Abertis Chile <sup>(1)</sup> (Chilean peso)	(176,990)	(145,109)
Arteris subgroup (Brazilian real)	(230,702)	(51,386)
Other subsidiaries <sup>(2)</sup>	(11,577)	(2,518)
<b>Group</b>	<b>(327,796)</b>	<b>(191,750)</b>
Coviandes (Colombian peso)	35	60
Other associates	(598)	244
<b>Associates and joint ventures</b>	<b>(563)</b>	<b>304</b>
	<b>(328,359)</b>	<b>(191,446)</b>

<sup>(1)</sup> Relating mainly to the translation differences of **Autopista Central** (EUR -172,806 thousand in 2020 and EUR -129,933 thousand in 2019).

<sup>(2)</sup> Associated mainly with **Gco** and **Ausol** (Argentine peso, EUR -12,434 thousand in 2020 and EUR -4,427 thousand at the end of 2019).

The changes in the translation differences in 2020 were due, on the one hand, to the depreciation of all the currencies with which the Group operates, except for the Mexican peso, which appreciated in the period from the obtainment of control of the **Rco** Group, and, on the other (as in 2019), to the application of IAS 29 to the Argentine consolidated companies **Gco** and **Ausol**, as described in Note 2-g.

The changes in the translation differences in 2019, disregarding the aforementioned impact of the merger of **Abertis**, were due to the depreciation at the reporting date of the Brazilian real and the Chilean peso and the appreciation at the reporting date of the US dollar.

## d) Retained earnings and other reserves

The detail of "Retained Earnings and Other Reserves" at 31 December 2020 and 2019 and of the changes therein is as follows:

### 31 December 2020

	1 January 2020	Actuarial gains and losses	Distribution of profit	2019 dividend	Loss	Perpetual bonds <sup>(1)</sup>	Capital increase/reduction and changes in the scope of consolidation <sup>(2)</sup>	Other <sup>(3)</sup>	31 December 2020
Legal reserve	594,229	-	-	-	-	-	-	-	594,229
Retained earnings (excluding profit) and other reserves	2,519,076	549	351,740	(875,103)	-	(3,161)	8,790	(48,206)	1,953,685
Profit	351,740	-	(351,740)	-	(391,829)	-	-	-	(391,829)
	<b>3,465,045</b>	<b>549</b>	<b>-</b>	<b>(875,103)</b>	<b>(391,829)</b>	<b>(3,161)</b>	<b>8,790</b>	<b>(48,206)</b>	<b>2,156,085</b>

<sup>(1)</sup> Net interest accrued in 2020 on the perpetual bonds issued that year (see Note 13-b).

<sup>(2)</sup> Corresponding to the impacts of changes in the scope of consolidation associated, as detailed in Note 13-e), with the acquisition of an additional 1.86% of the share capital of **Rco** and an additional 34% of the share capital of **Globalcar**.

<sup>(3)</sup> Including mainly EUR -14,226 thousand relating to changes in the fair value of cash flow hedges at companies accounted for using the equity method, a positive impact of EUR 1,282 thousand relating to the 2019 dividend paid corresponding to the treasury shares held at the dividend distribution date, EUR -9,012 thousand relating to the impairment loss recognised on the ownership interests held in Autostrade Lombarde S.p.A. and Società Progetto Brebemi and the interests in the real estate funds "Serenissima Vitruvio" and "Sansovino" (see Note 9), as an "Investment Revaluation Reserve", as detailed in Note 3-d and other.

### 31 December 2019 (adjusted)

	1 January 2019	Changes in accounting policies <sup>(1)</sup>	At 1 January 2019, adjusted	Actuarial gains and losses	Distribution of profit	Profit	Impact of merger <sup>(2)</sup>	2019 extraordinary dividend	Capital increase/reduction and changes in the scope of consolidation <sup>(3)</sup>	Other <sup>(4)</sup>	31 December 2019
Legal reserve	594,229	-	594,229	-	-	-	-	-	-	-	594,229
Retained earnings (excluding profit) and other reserves	(372,133)	(76)	(372,209)	(165)	806,268	-	12,073,773	(9,963,410)	(3,775)	(21,406)	2,519,076
Profit	1,681,371	-	1,681,371	-	(1,681,371)	351,740	-	-	-	-	351,740
	<b>1,903,467</b>	<b>(76)</b>	<b>1,903,391</b>	<b>(165)</b>	<b>(875,103)</b>	<b>351,740</b>	<b>12,073,773</b>	<b>(9,963,410)</b>	<b>(3,775)</b>	<b>(21,406)</b>	<b>3,465,045</b>

<sup>(1)</sup> Impact relating to the application, effective 1 January 2019, of IFRS 16, Leases, as detailed in Note 5 to the consolidated financial statements for 2019.

<sup>(2)</sup> Corresponding to the impact of the merger of Abertis Infraestructuras, S.A. with Abertis Participaciones, S.A.U. detailed in Note 13-c.ii).

<sup>(3)</sup> Corresponding to the impacts of changes in the scope of consolidation associated, as detailed in Note 13-e), with the acquisition of an additional 1% of the share capital of **Trados**.

<sup>(4)</sup> Including mainly EUR -19,857 thousand relating to the change in value of cash flow hedges at companies accounted for using the equity method, EUR 2,913 thousand relating to the positive impact of the 2019 extraordinary dividend paid and the 2018 dividend corresponding to the treasury shares held at the dividend distribution date and EUR -2,916 thousand relating to "Investment Revaluation Reserve" as detailed in Nota 3-d.

i) Legal reserve of the Parent

Under the Consolidated 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 cannot be distributed to shareholders except in the event of a company's liquidation.

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

Otherwise, until the legal reserve exceeds 20% of share capital, it can only be used to offset losses, provided that sufficient other reserves are not available for this purpose.

At 31 December 2020 (as at 31 December 2019), this reserve had reached the legally required minimum and it exceeds the legally established 20% by EUR 47,290 thousand.

ii) Retained earnings (excluding profit for the year) and other reserves

In addition to the effect of recognising the 2019 dividend of EUR 875,103 thousand paid in the year 2020, as detailed in Note 13-f), the most significant changes in this line item in 2020 were as follows:

- The impact recognised in equity as a result, on the one hand, of the acquisition of an additional 1.86% of the share capital of **Rco** and, on the other, of the acquisition of the entire non-controlling interest in **Globalcar** (34%), as described in Note 2-h and 13-e:

	Retained earnings and other reserves	Reserves		Impact on Group reserves	Non-controlling interests (Note 13-e)	Total impact on equity, 2020
	Impact of changes in the scope of consolidation	Valuation adjustments relating to hedges	Translation differences			
Acquisition of an additional 1.86% of Red de Carreteras de Occidente, S.A.B. de C.V. ( <b>Rco</b> )	7,839	36	1,485	9,360	(55,192)	(45,832)
Acquisition of an additional 34% of Globalcar Services S.p.A. ( <b>Globalcar</b> )	951	-	-	951	(2,009)	(1,058)
<b>Total</b>	<b>8,790</b>	<b>36</b>	<b>1,485</b>	<b>10,311</b>	<b>(57,201)</b>	<b>(46,890)</b>

- The negative impacts relating to the change in value of cash flow hedges at companies accounted for using the equity method (EUR -14,226 thousand in 2020 compared with EUR -19,857 thousand in 2019) and EUR -9,012 thousand (net of the related tax effect, 2019: EUR -2,916 thousand) due to the change in value of financial assets at fair value through equity see Note 9).
- The positive impact on reserves of EUR 1,282 thousand (2019: EUR 2,913 thousand) of the dividend paid corresponding to the treasury shares held at the dividend distribution date.

Also, in addition to the effect of recognising the 2019 extraordinary dividend of EUR 9,963,410 thousand and the distribution of the 2018 dividend of EUR 875,103 thousand paid in the year 2019, the most significant changes in this line item in 2019 were as follows:

- The impact of EUR 12,073,773 thousand, as detailed in Notes 1 and 6 to the consolidated financial statements for 2019, resulting from the merger of Abertis Infraestructuras, S.A. with Abertis Participaciones, S.A.U., effective for accounting purposes 1 January 2019, which included the net effect of the PPA to the assets and liabilities of Abertis. In this regard, at the aforementioned date of 1 January 2019, the impact of the aforementioned revaluation was recognised as a result of the obtainment of control on 29 October 2018, together with the associated impacts from that date until 31 December 2018 and the transfer of the revaluation reserves existing at the Group at the date of acquisition to "Retained Earnings and Other Reserves" (EUR -424.106 see Note 13-d).
- The impact recognised in equity as a result, on the one hand, of the sale of 89.68% of **Hispasat** and, on the other, of the obtainment of control of **Trados** following the acquisition of an additional 1% of its share capital, as described in Note 2-h and Note 13-f):

	Retained earnings and other reserves	Reserves		Impact on Group reserves	Non-controlling interests (Note 13-d)	Total impact on equity 2019
	Impact of changes in the scope of consolidation	Valuation adjustments relating to hedges	Translation differences			
Acquisition of an additional 1% of Trados 4S, S.A. ( <b>Trados</b> )	(3,775)	-	-	(3,775)	62,854	59,079
Sale of 89.68% of Hispasat, S.A. ( <b>Hispasat</b> )	-	515	4,557	5,072	(106,447)	(101,375)
<b>Total</b>	<b>(3,775)</b>	<b>515</b>	<b>4,557</b>	<b>1,297</b>	<b>(43,593)</b>	<b>(42,296)</b>

- The negative impacts relating to the change in value of cash flow hedges at companies accounted for using the equity method (EUR -19,857 thousand in 2019 and EUR -2,916 thousand (net of the related tax effect) due to the change in value of financial assets at fair value through equity (see Note 9).
- The positive impact on reserves of EUR 2,913 thousand of the dividends paid corresponding to the treasury shares held at the dividend distribution date.

iii) Profit or loss for the year

The detail of the contribution of each company included in the scope of consolidation to the consolidated loss, indicating the portion corresponding to non-controlling interests, is as follows:

Subsidiaries	Consolidated loss	Loss attributable to non-controlling interests	Consolidated loss attributable to the Parent
Aucat	71,844	-	71,844
Acesa	38,246	-	38,246
Sapn	37,885	(11)	37,874
Trados	14,397	(7,054)	7,343
Elqui	12,730	(2,546)	10,184
A4 Holding <sup>(1)</sup>	12,451	(1,533)	10,918
Intervias	9,102	(5,282)	3,820
Operavias	8,646	(1,729)	6,917
Abertis Finance	8,104	-	8,104
Serenissima Partecipazioni	7,136	(711)	6,425
Coviqsa <sup>(2)</sup>	6,025	(2,825)	3,200
A4 Mobility	4,931	(492)	4,439
Castellana	4,727	-	4,727
Iberpistas	4,589	-	4,589
Bip&Go	4,378	-	4,378
PsRco <sup>(2)</sup>	3,792	(1,778)	2,014
Litoral Sul	3,424	(1,987)	1,437
APR	3,053	-	3,053
Autopista Los Libertadores <sup>(1)</sup>	2,693	(539)	2,154
Conipsa <sup>(2)</sup>	2,559	(1,200)	1,359
Societat d'Autopistes Catalanes	1,886	-	1,886
Régis Bittencourt	1,827	(1,060)	767
Abertis Motorway UK Ltd.	1,782	-	1,782
Emovis Operations Leeds	1,169	-	1,169
Gesa	1,024	(205)	819
Emovis Operations Ireland	964	-	964
Globalcar Services <sup>(4)</sup>	752	(140)	612
Sanef Aquitane	520	-	520
Emovis Operations Mersey Ltd.	491	-	491
Emovis Tag UK	450	-	450
Emovis Qatar	430	-	430
Abertis India	375	-	375
Eurotoll	360	-	360
SE BPNL SAS	325	-	325
Latina Manutenção de Rodovias	283	(164)	119
Aumar	279	-	279
Emovis Technologies Croatia	218	-	218
Eurotoll Central Europe	218	-	218
Sanef FM 107	191	-	191
Autovias	190	(110)	80

Subsidiaries	Consolidated loss	Loss attributable to non-controlling interests	Consolidated loss attributable to the Parent
A4 Trading	164	(16)	148
Abertis India Toll Road Services	144	-	144
Emovis Operations Puerto Rico	132	-	132
Autovim <sup>(2)</sup>	30	(14)	16
Emovis Technologies Ireland	28	-	28
Rca <sup>(2)</sup>	25	(12)	13
Technologie Emovis Quebec	22	-	22
Emovis Technologies UK	15	-	15
Emovis Technologies BC	15	-	15
HIT 2	(12)	-	(12)
PDC	(14)	7	(7)
Emovis Technologies Chile	(20)	-	(20)
SPI	(29)	14	(15)
Abertis Telecom Satélites	(63)	-	(63)
Arteris Participações	(79)	46	(33)
Abertis Mobility Services	(127)	-	(127)
Emovis Technologies US	(130)	-	(130)
Cotesa <sup>(2)</sup>	(149)	70	(79)
Emovis	(195)	-	(195)
Partícipes en Brasil II	(223)	109	(114)
Infraestructuras Viarias Mexicanas	(661)	-	(661)
Vianorte	(1,107)	642	(465)
Fluminense	(1,203)	698	(505)
Abertis Italia	(1,505)	-	(1,505)
Partícipes en Brasil	(1,567)	259	(1,308)
Abertis USA Holdco <sup>(3)</sup>	(2,091)	-	(2,091)
Aulesa	(2,189)	-	(2,189)
Virginia Tollroad Transportco <sup>(3)</sup>	(2,494)	1,117	(1,377)
Abertis Autopistas España	(2,609)	-	(2,609)
Autopista Los Andes	(2,904)	581	(2,323)
TTPL	(2,936)	-	(2,936)
Centrovias <sup>(5)</sup>	(3,003)	1,743	(1,260)
Planalto Sul	(3,267)	1,896	(1,371)
Fernão Dias	(3,649)	2,118	(1,531)
JEPL	(4,017)	-	(4,017)
Túnel de Barcelona i del Cadí	(5,205)	2,602	(2,603)
Invicat	(5,464)	-	(5,464)
Autopista del Sol	(7,801)	1,560	(6,241)
Rutas del Pacífico	(8,578)	1,716	(6,862)
Arteris	(8,817)	5,116	(3,701)
Mulhacen	(13,930)	1,389	(12,541)
Abertis Internacional	(16,456)	-	(16,456)
Metropistas	(17,856)	8,750	(9,106)
Invin	(19,909)	814	(19,095)
Rco <sup>(2)</sup>	(20,889)	9,793	(11,096)
Avasa	(27,194)	-	(27,194)
Vias Chile	(29,739)	5,774	(23,965)



Subsidiaries	Consolidated loss	Loss attributable to non-controlling interests	Consolidated loss attributable to the Parent
Gco	(33,269)	17,102	(16,167)
HIT	(33,297)	-	(33,297)
Ausol	(33,833)	23,146	(10,687)
Autopista Central	(37,736)	7,547	(30,189)
Sanef	(48,696)	-	(48,696)
Autostrada Br-Vr-Vi-Pd <sup>(1)</sup>	(72,482)	7,226	(65,256)
Via Paulista	(87,076)	50,530	(36,546)
Abertis	(240,588)	-	(240,588)
<b>Group loss attributable to subsidiaries from continuing operations</b>	<b>(530,037)</b>	<b>122,957</b>	<b>(407,080)</b>
Group loss from discontinued operations	-	-	-
<b>Group loss attributable to subsidiaries</b>	<b>(530,037)</b>	<b>122,957</b>	<b>(407,080)</b>

<sup>(1)</sup> The loss attributable to non-controlling interests includes the share of the results of investees accounted for using the equity method.

<sup>(2)</sup> **Rco** subgroup companies included in the **Abertis** Group in the first half of 2020 (see Notes 2-h and 5.i).

<sup>(3)</sup> Holding companies through which the **Abertis** Group included the **Erc** subgroup on 30 December 2020 (see Notes 2-h and 5.ii).

<sup>(4)</sup> The profit contributed by Globalcar on the basis of the different percentages of ownership held during the year following the acquisition of an additional 30.61% at **Abertis** level as detailed in Note 2-h.

<sup>(4)</sup> The loss of **Centrovias** contributed to the Group relates to the loss incurred up to the date of the end of the concession in June 2020.

	Consolidated loss	Loss attributable to non-controlling interests	Consolidated loss attributable to the Parent
<b>Associates and joint ventures</b>			
Autema	21,547	-	21,547
Pedemonta Veneta	671	-	671
Bip&Drive	571	-	571
Coviandes	325	-	325
Routalis	291	-	291
Leonord	49	-	49
Coninvial	(503)	-	(503)
Alis <sup>(1)</sup>	(990)	-	(990)
RMG	(1,766)	-	(1,766)
A'lienor	(3,649)	-	(3,649)
Profit of associates	16,546	-	16,546
Areamed	(1,295)	-	(1,295)
Loss of joint ventures	(1,295)	-	(1,295)
<b>Profit of associates and joint ventures from continuing operations</b>	<b>15,251</b>	<b>-</b>	<b>15,251</b>
Profit of associates from discontinued operations	-	-	-
<b>Profit of associates and joint ventures</b>	<b>15,251</b>	<b>-</b>	<b>15,251</b>
<b>Loss for the year from continuing operations</b>	<b>(514,786)</b>	<b>122,957</b>	<b>(391,829)</b>
Profit for the year from discontinued operations	-	-	-
<b>Loss for the year</b>	<b>(514,786)</b>	<b>122,957</b>	<b>(391,829)</b>

<sup>(1)</sup> The loss of **Alis** contributed to the Group relates to the loss incurred up to the date of its sale in June 2020 (see Note 2-h).

The detail of the contribution of each company in prior year 2019 included in the scope of consolidation to the consolidated profit, indicating the portion corresponding to non-controlling interests, was as follows:

Subsidiaries	Consolidated profit	Loss attributable to non-controlling interests	Consolidated profit attributable to the Parent
Sanef	131,286	-	131,286
Acesa	117,823	-	117,823
Autostrada Br-Vr-Vi-Pd <sup>(3)</sup>	63,526	(6,254)	57,272
Aumar	59,683	-	59,683
Invicat	48,361	-	48,361
Sapn	44,804	(13)	44,791
Aucat	40,474	-	40,474
Castellana	28,953	-	28,953
Elqui <sup>(1)</sup>	23,817	(4,763)	19,054
Intervias	19,753	(11,463)	8,290
Rutas del Pacífico <sup>(1)</sup>	15,967	(3,193)	12,774
Trados	15,098	(7,398)	7,700
Autopista Los Libertadores <sup>(1)</sup>	11,376	(2,275)	9,101
Via Paulista	11,329	(6,574)	4,755
APR	8,493	-	8,493
Avasa	8,274	-	8,274
Túnel de Barcelona i del Cadí	6,550	(3,274)	3,276
Operavias <sup>(1) / (4)</sup>	6,303	(1,261)	5,042
Bip&Go	5,214	-	5,214
A4 Mobility	5,051	(504)	4,547
Abertis Finance	4,599	-	4,599
Emovis	4,411	-	4,411
Serenissima Partecipazioni	2,993	(298)	2,695
Societat d'Autopistes Catalanes	2,406	-	2,406
Gco	2,214	(1,138)	1,076
Abertis Motorway UK Ltd.	1,618	-	1,618
Emovis Operations Leeds	1,411	-	1,411
Emovis Operations Ireland	1,161	-	1,161
Vianorte <sup>(2)</sup>	909	(528)	381
Eurotoll	816	-	816
A4 Trading	785	(78)	707
Abertis Italia	737	-	737
Emovis Operations Mersey Ltd.	679	-	679
Iberpistas	637	-	637
Sanef Aquitaine	523	-	523
Emovis Technologies Croatia	491	-	491
Globalcar Services	479	(194)	285
Autopista del Sol <sup>(1)</sup>	476	(95)	381
Gesa <sup>(1)</sup>	464	(93)	371
Autovias <sup>(2)</sup>	415	(241)	174
SE BPNL SAS	359	-	359
Emovis Tag UK	301	-	301

Subsidiaries	Consolidated profit	Loss attributable to non-controlling interests	Consolidated profit attributable to the Parent
Emovis Technologies US	247	-	247
Emovis Operations Puerto Rico	218	-	218
Sanef FM 107	174	-	174
Emovis Qatar	97	-	97
Fernão Dias	42	(24)	18
Emovis Technologies UK	39	-	39
Technologie Emovis Quebec	33	-	33
Eurotoll Central Europe	32	-	32
Emovis Technologies Ireland	21	-	21
SPI	3	(1)	2
Abertis Mobility Services	0	-	0
HIT 2	(3)	-	(3)
Emovis Technologies BC	(5)	-	(5)
Emovis Technologies BC	(5)	-	(5)
Emovis Technologies Chile	(11)	-	(11)
Arteris Participações	(21)	12	(9)
PDC	(29)	14	(15)
Leonord Explotation SAS <sup>(3)</sup>	(36)	5	(31)
Mulhacen	(40)	4	(36)
Abertis India Toll Road Services	(80)	-	(80)
JEPL	(178)	-	(178)
A4 Holding <sup>(1)</sup>	(194)	19	(175)
Partícipes en Brasil II	(280)	137	(143)
Abertis India	(411)	-	(411)
Partícipes en Brasil	(500)	245	(255)
Aulesa	(839)	-	(839)
Latina Manutenção de Rodovias	(910)	528	(382)
TTPL	(1,139)	-	(1,139)
Autopista Los Andes <sup>(1)</sup>	(2,064)	413	(1,651)
Abertis Autopistas España	(3,052)	-	(3,052)
Abertis Telecom Satélites	(3,317)	-	(3,317)
Fluminense	(4,450)	2,582	(1,868)
Litoral Sul	(5,072)	2,943	(2,129)
Centrovias	(5,412)	3,141	(2,271)
Planalto Sul	(5,431)	3,152	(2,279)
Régis Bittencourt	(6,251)	3,627	(2,624)
Invin <sup>(1)</sup>	(11,265)	3,172	(8,093)
Abertis Internacional	(13,751)	-	(13,751)
Metropistas	(14,927)	7,314	(7,613)
Autopista Central <sup>(1)</sup>	(17,109)	3,422	(13,687)
Arteris	(26,609)	15,441	(11,168)
HIT	(28,314)	-	(28,314)
Ausol	(32,823)	22,455	(10,368)
Vias Chile	(45,604)	9,121	(36,483)
Abertis	(139,419)	-	(139,419)

Subsidiaries	Consolidated profit	Loss attributable to non-controlling interests	Consolidated profit attributable to the Parent
<b>Group profit attributable to subsidiaries from continuing operations</b>	<b>332,374</b>	<b>28,085</b>	<b>360,459</b>
Group loss from discontinued operations	(6,293)	650	(5,643)
<b>Group profit attributable to subsidiaries</b>	<b>326,081</b>	<b>28,735</b>	<b>354,816</b>

<sup>(1)</sup> Since Adia's entry into the business of **Abertis** in Chile in October 2016, profit equal to 20% of the dividend rights is included as profit attributable to non-controlling interests.

<sup>(2)</sup> In the case of **Autovias** the profit earned up to the end of the concession in May 2019 is included as Group profit.

<sup>(3)</sup> The loss attributable to non-controlling interests includes the share of the results of investees accounted for using the equity method.

<sup>(4)</sup> Company resulting from the merger of the various toll road operators owned by **Abertis** in Chile (see Note 2-h).

Associates and joint ventures	Consolidated profit	Loss attributable to non-controlling interests	Consolidated profit attributable to the Parent
Autema	2,300	-	2,300
RMG	1,745	-	1,745
Bip&Drive	496	-	496
Routalis	359	-	359
Leonord	62	-	62
A'lienor	(89)	-	(89)
Pedemonta Veneta	(800)	-	(800)
Coninvial	(1,310)	-	(1,310)
Alis	(2,376)	-	(2,376)
Coviandes	(3,662)	-	(3,662)
Loss of associates	(3,275)	-	(3,275)
Areamed	199	-	199
Profit of joint ventures	199	-	199
<b>Loss of associates and joint ventures from continuing operations</b>	<b>(3,076)</b>	-	<b>(3,076)</b>
Profit of associates from discontinued operations	-	-	-
<b>Loss of associates and joint ventures</b>	<b>(3,076)</b>	-	<b>(3,076)</b>
<b>Profit for the year from continuing operations</b>	<b>329,298</b>	<b>28,085</b>	<b>357,383</b>
Loss for the year from discontinued operations	(6,293)	650	(5,643)
<b>Profit for the year</b>	<b>323,005</b>	<b>28,735</b>	<b>351,740</b>

## e) Non-controlling interests

The breakdown of the non-controlling interests, all of which relate to toll road concession operator companies/subgroups, is as follows:

	Country	% owned by Abertis	% owned by non-controlling shareholders	31 December 2020	31 December 2019
Red de Carreteras de Occidente, S.A.B. de C.V. ( <b>Rco</b> ) <sup>(1)</sup>	Mexico	53.12%	46.88%	1,023,132	-
Partícipes en Brasil S.A. ( <b>Partícipes</b> )	Spain	51.00%	49.00%	595,793	918,267
Elisabeth River Crossing, LLC. ( <b>Erc</b> ) <sup>(1)</sup>	USA	55.20%	44.80%	474,974	-
Inversora de Infraestructuras, S.L. ( <b>Invin</b> )	Spain	80.00%	20.00%	328,366	377,700
Autopistas Metropolitanas Llc. ( <b>Metropistas</b> )	P. Rico	51.00%	49.00%	259,536	300,912
Túnel de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. ( <b>Túnel</b> )	Spain	50.01%	49.99%	89,568	102,538
Trados 45, S.A. ( <b>Trados</b> )	Spain	51.00%	49.00%	70,866	67,530
A4 Holding, S.p.A. ( <b>A4</b> )	Italy	90.03%	9.97%	68,620	77,309
Autopista del Sol, S.A. ( <b>Ausol</b> ) <sup>(2)</sup>	Argentina	31.59%	68.41%	40,323	74,739
Grupo Concesionario del Oeste, S.A. ( <b>Gco</b> ) <sup>(2)</sup>	Argentina	48.60%	51.40%	18,516	42,575
Holding d'Infraestructures de Transport S.A.S ( <b>Hit</b> ) <sup>(3)</sup>	France	100.00%	-	498	510
				<b>2,970,192</b>	<b>1,962,080</b>

<sup>(1)</sup> Companies/subgroups acquired in 2020 (see Notes 2-h and 5).

<sup>(2)</sup> Companies controlled by **Abertis** as described in Nota 2-g.i.

In relation to **Gco**, on 8 November 2018 the Group, as required by the Argentine National Securities Market Commission, set up a trust as described in Note 2-h.

<sup>(3)</sup> Relating to non-controlling interests in the **Hit** subgroup.

The increase in non-controlling interests is due mainly to the impact associated with the PPA performed following the obtainment of control of the **Rco** and **Erc** subgroups and the related revaluation of net assets and liabilities as detailed in Note 5. This impact was partially offset by the exchange differences that arose in the year (due basically to the decrease in the year-end exchange rate of the Brazilian real, the Chilean peso, the Argentine peso and the US dollar, whereas the Mexican peso would have been appreciated since the date of takeover) and by the loss for the year.

In relation to the main non-controlling interests detailed above, the summarised financial information on the assets, liabilities, profit or loss for the year and the cash flows of the related subgroups included in the consolidation process is as follows:

**31 December 2020 (\*)**

	Trados	Túnel	A4	Participes	Invin	Rco <sup>(1)</sup>	Erc <sup>(1)</sup>	Metropistas	Ausol	Gco
Non-current assets	82,807	433,248	803,727	2,417,034	2,505,891	2,242,108	918,375	898,040	73,443	57,845
Current assets	74,912	18,288	325,658	178,828	565,892	365,950	91,255	23,631	59,723	23,998
<b>ASSETS</b>	<b>157,719</b>	<b>451,536</b>	<b>1,129,385</b>	<b>2,595,862</b>	<b>3,071,783</b>	<b>2,608,058</b>	<b>1,009,630</b>	<b>921,671</b>	<b>133,166</b>	<b>81,843</b>
Non-current liabilities	54,891	433,839	357,347	1,204,462	1,616,329	2,270,911	950,092	605,636	13,347	20,674
Current liabilities	16,181	15,802	162,359	335,912	467,228	195,318	27,946	34,295	60,876	21,607
<b>LIABILITIES</b>	<b>71,072</b>	<b>449,641</b>	<b>519,706</b>	<b>1,540,374</b>	<b>2,083,557</b>	<b>2,466,229</b>	<b>978,038</b>	<b>639,931</b>	<b>74,223</b>	<b>42,281</b>
<b>NET ASSETS</b>	<b>86,647</b>	<b>1,895</b>	<b>609,679</b>	<b>1,055,488</b>	<b>988,226</b>	<b>141,829</b>	<b>31,592</b>	<b>281,740</b>	<b>58,943</b>	<b>39,562</b>
Income	29,829	42,179	301,530	642,764	358,183	258,343	-	106,277	53,406	32,081
Expenses	(3,275)	(12,200)	(201,357)	(393,787)	(89,767)	(74,645)	-	(33,698)	(41,368)	(29,932)
<b>Gross profit or loss from operations</b>	<b>26,554</b>	<b>29,979</b>	<b>100,173</b>	<b>248,977</b>	<b>268,416</b>	<b>183,698</b>	<b>-</b>	<b>72,579</b>	<b>12,038</b>	<b>2,149</b>
<b>Loss attributable to shareholders of the Parent</b>	<b>14,361</b>	<b>1,655</b>	<b>36,851</b>	<b>12,162</b>	<b>27,070</b>	<b>14,860</b>	<b>-</b>	<b>(8,348)</b>	<b>(33,835)</b>	<b>(33,271)</b>
Operating activities	30,261	24,923	136,592	203,743	303,936	172,720	-	20,949	3,348	445
Investing activities	3,094	(18,358)	(46,764)	(208,682)	(55,014)	(25,695)	-	-	(6,749)	(452)
Financing activities	(22,807)	(11,499)	(216,441)	73,065	(311,879)	(129,168)	-	(23,859)	(3,793)	(2,965)
<b>CASH FLOWS</b>	<b>10,548</b>	<b>(4,934)</b>	<b>(126,613)</b>	<b>68,126</b>	<b>(62,957)</b>	<b>17,857</b>	<b>-</b>	<b>(2,910)</b>	<b>(7,194)</b>	<b>(2,972)</b>

(\*) Without considering the impact associated with the PPA performed following the obtainment of control of **Abertis** and its subsequent merger with Abertis Participaciones, S.A.U., and the related revaluation of net assets and liabilities (see Note 6 to the consolidated financial statements for 2019).

(1) Contribution to Grupo **Abertis'** profit after the acquisition of **Rco** subgroup during the first half of 2020 and **Erc** subgroup at 2020 year end.

**31 December 2019 (\*\*)**

	Trados	Túnel	A4	Participes	Invin	Metropistas	Ausol	Gco
Non-current assets	117,717	430,476	920,157	3,244,143	2,753,138	1,008,325	155,207	115,312
Current assets	49,443	23,918	406,984	192,747	680,108	29,046	81,401	44,016
<b>ASSETS</b>	<b>167,160</b>	<b>454,394</b>	<b>1,327,141</b>	<b>3,436,890</b>	<b>3,433,246</b>	<b>1,037,371</b>	<b>236,608</b>	<b>159,328</b>
Non-current liabilities	68,701	420,278	199,498	1,620,034	1,823,113	672,223	36,338	32,241
Current liabilities	18,585	16,699	544,138	345,669	501,071	31,780	91,020	40,718
<b>LIABILITIES</b>	<b>87,286</b>	<b>436,977</b>	<b>743,636</b>	<b>1,965,703</b>	<b>2,324,184</b>	<b>704,003</b>	<b>127,358</b>	<b>72,959</b>
<b>NET ASSETS</b>	<b>79,874</b>	<b>17,417</b>	<b>583,505</b>	<b>1,471,187</b>	<b>1,109,062</b>	<b>333,368</b>	<b>109,250</b>	<b>86,369</b>
Income	32,106	64,239	429,247	624,762	553,775	137,483	79,770	50,525
Expenses	(3,425)	(14,519)	(197,407)	(286,242)	(109,043)	(41,463)	(59,633)	(43,946)
<b>Gross profit from operations</b>	<b>28,681</b>	<b>49,720</b>	<b>231,840</b>	<b>338,520</b>	<b>444,732</b>	<b>96,020</b>	<b>20,137</b>	<b>6,579</b>
<b>Profit attributable to shareholders of the Parent</b>	<b>15,060</b>	<b>16,973</b>	<b>88,036</b>	<b>30,147</b>	<b>13,106</b>	<b>(4,725)</b>	<b>(49,675)</b>	<b>(11,154)</b>
Operating activities	17,913	38,040	164,823	201,165	392,265	58,624	52,281	38,497
Investing activities	(58,927)	(16,122)	(37,593)	(236,271)	(104,006)	(13,978)	(1,816)	(2,815)
Financing activities	(19,750)	(20,839)	(64,415)	18,247	(502,981)	(42,907)	(47,290)	(36,528)
<b>CASH FLOWS</b>	<b>(60,764)</b>	<b>1,079</b>	<b>62,815</b>	<b>(16,859)</b>	<b>(214,722)</b>	<b>1,739</b>	<b>3,175</b>	<b>(846)</b>

(\*\*) Without considering the impact associated with the PPA performed following the obtainment of control of **Abertis** and its subsequent merger with Abertis Participaciones, S.A.U., and the related revaluation of net assets and liabilities (see Note 6 to the consolidated financial statements for 2019).



Also, at 31 December 2020 and 2019 the non-controlling interests with holdings of 10% or more in the share capital of the most significant fully consolidated Group companies were as follows:

	2020		2019	
	Non-controlling shareholder(s)	%	Non-controlling shareholder(s)	%
Partícipes en Brasil S.A. ( <b>Partícipes</b> )	Brookfield Brazil Motorways Holding, S.L.	49.00%	Brookfield Brazil Motorways Holding, S.L.	49.00%
Autopistas Metropolitanas Llc. ( <b>Metropistas</b> )	Metropistas Investment Partners Borrower	49.00%	Goldman Sachs Infrastructure Partners & Co	49.00%
Túnel de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. ( <b>Túnel</b> )	Vaugirard Autovia, S.L.	49.99%	Vaugirard Autovia, S.L.	49.99%
Trados 45, S.A. ( <b>Trados</b> )	Finavías, S.à r.l.	49.00%	Finavías, S.a.r.l.	49.00%
Inversora de Infraestructuras, S.L. ( <b>Invin</b> )	Abu Dhabi Investment Authority (Adia)	20.00%	Abu Dhabi Investment Authority (Adia)	20.00%
Autopista del Sol, S.A. ( <b>Ausol</b> ) <sup>(2)</sup>	Impregilio International Infrastructures N.V.	19.82%	Impregilio International Infrastructures N.V.	19.82%
	Natal Inversiones, S.A.	14.11%	Natal Inversiones, S.A.	14.12%
Grupo Concesionario del Oeste, S.A. ( <b>Gco</b> ) <sup>(2)</sup>	IJM Corporation Berhad	20.1%	IJM Corporation Berhad	20.1%
Red de Carreteras de Occidente, S.A.B. de C.V. ( <b>Rco</b> )	Government of Singapore Investment Corporation Private Limited (GIC)	21,03%	-	-
Elisabeth River Crossings LLC ( <b>Erc</b> )	JH Virginia AgregatorCo, LLC	44,80%	-	-

<sup>(1)</sup> A company whose shares are listed on the Buenos Aires Stock Exchange.

The most noteworthy changes in 2020 were as follows:

### *Dividends*

The detail of "2019 Final Dividend" for a total amount of EUR 35,797 thousand and of "2020 Interim Dividend" for a total amount of EUR 2,254 thousand, corresponding to the payments made to the rest of these companies' respective shareholders in relation to those dividends, is as follows:

	Final dividend for prior year		Interim dividend for current year	
	2020	2019	2020	2019
Inversora de Infraestructuras, S.L. ( <b>Invin</b> )	23,205	-	-	-
Autopista del Sol, S.A. ( <b>Ausol</b> )	3,050	30,610	-	-
Grupo Concesionario del Oeste, S.A. ( <b>Gco</b> )	2,292	17,326	-	-
A4 Holding, S.p.A. ( <b>A4</b> )	-	1,964	-	3,091
Túnel de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. ( <b>Túnel</b> s)	5,748	5,736	-	5,069
Hispasat, S.A. ( <b>Hispasat</b> )	-	4,246	-	-
Trados 45 S.A. ( <b>Trados</b> )	1,464	176	2,254	2,205
Other non-controlling interests	38	35	-	-
	<b>35,797</b>	<b>60,093</b>	<b>2,254</b>	<b>10,365</b>

### *Reimbursement of shareholder contributions*

The detail of "Reimbursement of Shareholder Contributions", totalling EUR 7,675 thousand and relating to the payments made in this connection to the rest of the respective shareholders, is as follows:

	Reimbursement of shareholder contributions	
	2020	2019
Autopistas Metropolitanas de Puerto Rico, Llc. ( <b>Metropistas</b> ) <sup>(1)</sup>	7,675	15,781
Inversora de Infraestructuras, S.L. ( <b>Invin</b> ) <sup>(1)</sup>	-	6,850
	<b>7,675</b>	<b>22,631</b>

<sup>(1)</sup> In the case of **Metropistas**, at 2020 and 2019 year-end as a result of a reimbursement of capital. In the case of **Invin**, also as a result of the reimbursement of capital in 2019.

### Capital increases

The detail of "Capital Increases" totalling EUR 490 thousand corresponding to the contribution subscribed in this connection by the non-controlling shareholder is as follows:

	Capital increases	
	2020	2019
Partícipes en Brasil S.A. ( <b>Partícipes</b> ) <sup>(1)</sup>	490	-
Túnel de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. ( <b>Túnel</b> ) <sup>(2)</sup>	-	220
	<b>490</b>	<b>220</b>

<sup>(1)</sup> Corresponding to shareholder's contributions.

<sup>(2)</sup> Corresponding in 2019 to the capital increase subscribed in full by its former non-controlling shareholder Ardian.

### Changes in the scope of consolidation and other

"Changes in the Scope of Consolidation and Other", totalling EUR 1,424,606 thousand, relates to the impact of the following:

		Changes in the scope of consolidation and other	
		2020	2019
Acquisition of 51.26% of Red de Carreteras de Occidente, S.A.B. de C.V. ( <b>Rco</b> )	i.	1,005,793	-
Acquisition of an additional 1.86% of Red de Carreteras de Occidente, S.A.B. de C.V. ( <b>Rco</b> )	ii.	(55,192)	-
Acquisition of 55.20% of Elisabeth River Crossing, LLC ( <b>Erc</b> )	iii.	476,014	-
Acquisition of an additional 34.00% of Globalcar Services S.p.A. ( <b>Globalcar</b> )	iv.	(2,009)	-
Acquisition of an additional 1% of Trados 45, S.A. ( <b>Trados</b> )		-	62,854
Sale of 89.68% of Hispasat, S.A. ( <b>Hispasat</b> )		-	(106,447)
		<b>1,424,606</b>	<b>(43,593)</b>

- i) Acquisition with obtainment of control of **Rco** as a result of the acquisition of 51.26% of its share capital.

As indicated in Note 2-h, in the first half of 2020 **Abertis** acquired a direct ownership interest of 51.26% of the share capital of **Rco** (thereby becoming the majority and controlling shareholder). The **Rco** subgroup started to be fully consolidated on May 2020, which at the date of acquisition gave rise to the recognition of a non-controlling interest of EUR 1,005,793 thousand (see Note 5.i).

ii) Acquisition of an additional 1.86% of the share capital of **Rco**.

As indicated in Note 2-h, in 2020 **Abertis** acquired an additional 1.86% of the share capital of **Rco**, which gave it an ownership interest of 53.12% in this company, thereby strengthening its controlling position, as a result of which the non-controlling interest existing at the date of the acquisition was reduced by EUR 55,192 thousand.

Additionally, since this was an equity transaction carried out with the non-controlling interest of a subsidiary that did not modify the controlling position in the **Rco** subgroup, it gave rise to the recognition of a positive impact of EUR 9,360 thousand (EUR 7,839 thousand on "Retained Earnings and Other Reserves" in the consolidated balance sheet and EUR 1,521 thousand on "Reserves").

iii) Acquisition with obtainment of control of **Erc** as a result of the acquisition of 55.20% of its share capital.

As indicated in Note 2-h, in December 2020 **Abertis** acquired a ownership interest of 55.20% of the share capital of **Erc** (thereby becoming the majority and controlling shareholder). The **Erc** subgroup is company started to be fully consolidated on 30 December 2020, which at the date of acquisition gave rise to the recognition of a non-controlling interest of EUR 476,014 thousand (see Note 5.ii).

iv) Acquisition of an additional 34% of the share capital of **Globalcar**.

As indicated in Note 2-h, in 2020 the investee A4 Holding (**A4**) acquired an additional 34% of the share capital of **Globalcar**, which gave it an ownership interest of 100% in this company, as a result of which the non-controlling interest existing at the date of the acquisition was reduced by EUR 2,009 thousand.

Additionally, since these was an equity transactions carried out with the non-controlling interest of a subsidiary that did not modify the controlling position, it gave rise to the recognition of a positive impact of EUR 951 thousand on "Retained Earnings and Other Reserves" in the consolidated balance sheet.

Also, "Changes in the Scope of Consolidation and Other" in 2019 related mainly to the impact of the following:

i) Acquisition of an additional 1% of the share capital of **Trados**.

In 2019 **Abertis** acquired an additional 1% of the share capital of **Trados**, as a result of which **Abertis** became the majority and controlling shareholder of this company, which began to be fully consolidated (until then accounted for using the equity method). Thus, at the date control was obtained a non-controlling interest of EUR 62,854 thousand was recognised.

ii) Sale of 89.68% of the share capital of Hispasat, S.A. (**Hispasat**).

On 3 October 2019, **Abertis** completed the sale of its entire 89.68% ownership interest in **Hispasat**, as a result of which the non-controlling interest held in this subgroup at the date of sale amounting to EUR 106,447 thousand ceased to exist.

#### **f) Dividends and dividend proposal**

On 21 April 2020, the Annual General Meeting of **Abertis** approved the payment of a dividend out of voluntary reserves of EUR 0.96 gross per share of Abertis Infraestructuras, S.A., representing EUR 875,103 thousand.

In this connection, and in the context of the situation at the time of the aforementioned General Meeting, characterised by the restrictions imposed to control the spread of Covid-19 and the economic crisis generated in this context, the shareholders at the Annual General Meeting resolved to divide the dividend payment into two tranches:

- A first tranche equal to 50% of the total amount of the dividend payable on 28 April 2020; and
- A second tranche for the remaining 50% of the total amount that would be payable at the end of 2020, subject to verification, before the end of November 2020, by the Board of Directors of the true impact of Covid-19 through a Rating Evaluation Service (RES) of Standard & Poor's confirming, at least, the current rating of **Abertis** ("BBB-").

In this regard, on 3 November 2020 **Abertis** announced, inter alia, that after having assessed that the payment of 50% of the remaining dividend was consistent with the interests of the Group, including the protection of the current rating level, this tranche would be payable on 12 November 2020.

Also, on 19 March 2019 the Annual General Meeting of **Abertis** approved the payment of a dividend out of the profit for 2018 of EUR 0.96 gross per share of Abertis Infraestructuras, S.A., representing EUR 875,103 thousand.

It also approved the payment of an extraordinary dividend out of reserves of EUR 10.93 gross per share of Abertis Infraestructuras, S.A., representing EUR 9,963,410 thousand. In relation to the aforementioned extraordinary dividend, **Abertis** complied with its payment obligation to Abertis HoldCo, S.A. by assuming Abertis HoldCo, S.A.'s contractual position of borrower, as its majority shareholder, in the following financing agreements: i) in the financing agreement totalling EUR 9,950,000 thousand, entered into on 23 October 2018 between Abertis HoldCo, S.A., as borrower, and the original lending entities (carrying amount at the date on which the debt was acquired, EUR 8,849,553 thousand); and ii) in the financing agreement amounting to EUR 970,000 thousand entered into on 27 December 2018 between Abertis HoldCo, S.A., as borrower, and certain original lending entities (carrying amount at the date on which the debt was acquired, : EUR 967,642 thousand). Following the acquisition of the debt by **Abertis**, the remaining dividend of EUR 146,215 thousand was paid in cash (EUR 17,150 thousand to Abertis HoldCo, S.A.).

The detail of the dividends paid in 2019, without considering the extraordinary dividend of 2019, and 2018 is as follows:

	2019		2018	
	EUR/share (gross)	Accrued dividend	EUR/share (gross)	Accrued dividend
<b>Dividends paid</b>				
1st payment	-	-	0.96	875,103
2nd payment	-	-	-	-
With a charge to profit	-	-	0.96	875,103
1st payment	0.48	437,552	-	-
2nd payment	0.48	437,551	-	-
With a charge to unrestricted reserves	0.96	875,103	-	-
<b>1st payment</b>	<b>0.48</b>	<b>437,552</b>	<b>0.96</b>	<b>875,103</b>
<b>2nd payment</b>	<b>0.48</b>	<b>437,551</b>	-	-
<b>Total dividend paid</b>	<b>0.96</b>	<b>875,103</b>	<b>0.96</b>	<b>875,103</b>

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

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

At 31 December 2020, no interim dividend had been paid out of the profit for 2020.

If on a dividend distribution date **Abertis** were to hold shares that did not carry dividend rights, the amount corresponding to those shares would be transferred to voluntary reserves.

In this regard, the directors of Abertis Infraestructuras, S.A. will submit for approval by the shareholders at the Annual General Meeting the following application of the 2020 profit of **Abertis**:

<b>Basis of distribution (Profit)</b>	<b>(1,084,328)</b>
Application:	
Unrestricted reserves	(1,084,328)
	<b>(1,084,328)</b>

Also, the Board of Directors proposes to pay a dividend for 2020 of EUR 601,633 thousand out of unrestricted reserves, representing EUR 0.66 gross per outstanding share carrying dividend rights on the date of payment. This dividend includes the proportional amount that would correspond to the treasury shares currently held.

This Board of Directors resolution will be submitted for approval by the shareholders at the Annual General Meeting of **Abertis**.

The detail of the dividend for 2020 and 2019, not taking into account the 2019 extraordinary dividend, would be as follows:

	2020		2019	
	EUR/share (gross)	Accrued dividend	EUR/share (gross)	Accrued dividend
<b>Dividends paid</b>				
With a charge to unrestricted reserves	0.66	601,633	0.96	875,103
<b>Total dividend paid</b>	<b>0.66</b>	<b>601,633</b>	<b>0.96</b>	<b>875,103</b>

## g) Earnings per share

### i) Basic

As shown below, basic earnings per share are calculated by dividing the net profit for the year attributable to the shareholders of **Abertis** by the weighted average number of shares outstanding during the year, excluding the average number of treasury shares held by the Group and, in the event that a capital increase through a scrip issue were performed, considering its impact as if it had been performed at the beginning of the year, adjusting the impact retrospectively for the years presented.

	2020			2019		
	Continuing operations	Discontinued operations	Total	Continuing operations	Discontinued operations	Total
Net profit/(loss) attributable to the shareholders of the Parent (Note 13-d.iii)	(391,829)	-	(391,829)	357,383	(5,643)	351,740
Weighted average number of ordinary shares outstanding (thousands)	910,337	-	910,337	911,163	911,163	911,163
<b>Basic earnings per share (EUR/share)</b>	<b>(0.430)</b>	<b>-</b>	<b>(0.430)</b>	<b>0.392</b>	<b>(0.006)</b>	<b>0.386</b>
<b>Diluted earnings per share (EUR/share)</b>	<b>(0.430)</b>	<b>-</b>	<b>(0.430)</b>	<b>0.392</b>	<b>(0.006)</b>	<b>0.386</b>

### ii) Diluted

Diluted earnings per share are determined by including in the calculation described above the effect (should there be one) of converting all potentially dilutive shares (share options) into shares of **Abertis**. In this regard, the conversion is considered to take place at the beginning of the year or, if the potentially dilutive shares were issued during the year, at their issue date.

In 2020 (as in 2019) **Abertis** did not hold any potentially dilutive shares consisting of share options and, therefore, diluted earnings per share do not differ from basic earnings per share.



## 14. BOND ISSUES AND BANK BORROWINGS

The detail of the Group's bank borrowings is as follows:

	31 December 2020			31 December 2019		
	Non-current	Current	Total	Non-current	Current	Total
Bank loans	8,466,649	656,848	9,123,497	7,228,730	736,652	7,965,382
Bond issues and other loans	17,551,780	1,635,022	19,186,802	16,347,870	1,294,921	17,642,791
	26,018,429	2,291,870	28,310,299	23,576,600	2,031,573	25,608,173
Payables to companies accounted for using the equity method	8,388	-	8,388	8,837	303	9,140
Interest on loans and bonds	-	284,382	284,382	-	221,730	221,730
Other bank borrowings	545,945	-	545,945	526,924	-	526,924
<b>Bond issues and bank borrowings</b>	<b>26,572,762</b>	<b>2,576,252</b>	<b>29,149,014</b>	<b>24,112,361</b>	<b>2,253,606</b>	<b>26,365,967</b>

Given the Group's cash position indicated in Note 12, in 2020 **Abertis** increased its net debt from bond issues and bank borrowings (excluding the accounts payable to companies accounted for using the equity method and interest on loans and bonds and other financial assets and liabilities) by EUR 2,244,840 thousand to EUR 25,208,124 thousand.

The increase in the year in the Group's net bank borrowings was due mainly to:

- The impact of the acquisition of **Rco** and **Erc**, with the resulting full consolidation of the two companies in 2020 (see Note 2-h), and the concomitant inclusion in consolidation of the net "Bond Issues and Bank Borrowings", which at the date on which control was obtained amounted to EUR 1,786,759 thousand and EUR 825,640 thousand, respectively.
- The payment of dividends in the year (EUR 875,103 thousand relating to the dividend for 2019, from which EUR 1,282 thousand, corresponding to the dividend associated with treasury shares, must be deducted).
- The effect of the investments (in operations and for expansion purposes) made in the year amounting to EUR 488,312 thousand.
- The payment of EUR 220,810 thousand relating to the early settlement of hedging instruments, as disclosed in Note 10.

These effects were partially offset, in addition to the cash generated by the Group in its operations, primarily by:

- The issue, detailed in Note 13-b, of a hybrid bond of EUR 1,250,000 thousand which, based on its nature and contractual terms and conditions, and in accordance with IAS 32, was classified for accounting purposes in the Group's equity; this issue made it possible to repurchase bonds, amounting to EUR 920,400 thousand, thereby reducing, for accounting purposes, the Group's net debt by that same amount.
- The collection of income tax for 2018 (see Note 11.iv).
- The sale of 19.67% of **Alis**, which gave rise the corresponding cash.
- The exchange rate effect at 31 December 2020, due mainly to the depreciation of the Brazilian real and the Chilean peso at the reporting date, which reduced the Group's net bank borrowings by EUR 530,504 thousand.

Various financing transactions carried out in 2020 provided new funds for the Group, for a net amount of EUR 4,987,168 thousand (2019: EUR 8,744,949 thousand), aimed at allowing it to service part of the debt maturing in 2020 (with debt totalling EUR 4,757,067 thousand being serviced and refinanced (2019: EUR 9,820,731 thousand), increasing the Group's liquidity and optimising its debt maturity profile and borrowing costs, thereby strengthening its financial position. The transactions included most notably the following:

- Under the Euro Medium Term Note Programme (EMTN) approved by the Board of Directors of **Abertis** on 26 February 2019 for a maximum total of EUR 7,000 million, registered with the Central Bank of Ireland (CBI) in Dublin on 6 March 2019, and which, as approved by the Board of Directors of **Abertis** on 13 January 2020, was increased to EUR 12,000 million. **Abertis** also carried out new bond issues totalling EUR 1,500 million with the following breakdown of maturities and rates in 2020:

Issuer (millions of euros)	Issue date	Notional amount	Maturity	Coupon rate
Abertis Infraestructuras	February 2020	600	February 2028	1.25%
Abertis Infraestructuras	June 2020	900	March 2029	2.25%
<b>Total</b>		<b>1,500</b>		

After the issues performed in the 2020, at 31 December 2020 the total amount of bond issues carried out under the aforementioned Bond Programme was EUR 7,367 million (31 December 2019: EUR 5,867 million).

- Also, **Abertis** entered into new loan agreements with banks totalling EUR 420 million, maturity on 2025 and a floating rate based on Euribor plus the corresponding spread.
- Also, **Abertis** drew down against existing and new bilateral loans arranged in 2020 amounting to EUR 1,420 million, which includes the amount of the loans described above.
- Lastly, under the Euro Commercial Paper Programme (ECP) registered with the Central Bank of Ireland (CBI) in Dublin on 28 June 2019 for EUR 1,000 million, which was renewed in June 2020, **Abertis** issued commercial paper amounting to EUR 30 million, which had been settled at 2020 year-end .
- The issue by **Hit** of two new bonds for a total of EUR 1,200 million which enabled it to strengthen its liquidity position faced with the current economic situation The main characteristics of these bond issues are as follows:

Issuer (millions of euros)	Issue date	Notional amount	Maturity	Coupon rate
HIT	May 2020	600	May 2027	2.50%
HIT	September 2020	600	September 2029	1.63%
<b>Total</b>		<b>1,200</b>		

Additionally, **Hit**, on the one hand, arranged a new syndicated credit facility amounting to EUR 600 million maturing in October 2023, which at the end of 2020 had not been drawn down and, on the other, it received a syndicated credit facility, initially subscribed by its investee **Sanef** amounting to EUR 300 million and maturing in October 2022, and of EUR 200 million maturing in October 2022. The aforementioned credit facility of **Sanef** was reduced to EUR 100 million. At 2020 year-end neither of the two credit facilities had been drawn against.

- In relation to the Brazilian consolidated companies, in 2020 Arteris Brasil, SA, the parent of the **Arteris** subgroup, issued new bonds amounting to BRL 1,454 million (approximately EUR 228 million at 2020 year-end) with the following detail of maturities and rates during the year:

Issuer	Notional amount (millions of BRL)	Notional amount (millions of EUR) <sup>(1)</sup>	Maturity	Coupon rate
Arteris Brasil	1,004	157	September 2025	12m CDI +2.50%
Arteris Brasil	450	71	September 2027	12m IPCA +4.84%
<b>Total</b>	<b>1,454</b>	<b>228</b>		

<sup>(1)</sup> Amount measured at the exchange rate prevailing at 31 December 2020.

The bonds issued by **Arteris** have allowed to buy back bonds that matured in 2022 amounting to BRL 1,454 million (approximately 225 million euros at the end of 2020)

Also, Arteris Brasil S.A. arranged two new loans totalling USD 100 million (approximately EUR 81 million at 2020 year-end), which had been drawn down in full at 2020 year-end. These loans, with a floating interest rate tied to the CDI rate through two cross currency interest rate swaps (see Note 10), mature in March and September 2021.

Moreover, in March 2020 **Intervias** has issued a commercial paper of BRL 200 million (EUR 31 million at the end of 2020) with annual maturity and a coupon of CDI + 3.5%, and **Via Paulista** has made an additional draw down of a loan with BNDES for a total amount of BRL 387 million (about EUR 60 million at the end of 2020) in April 2020.

- Finally, in relation to **A4** subgroup, during 2020, **Austostrada** has drawn down a syndicated loan entered into in 2019 for an amount of EUR 200 million maturing in September 2025 and a Euribor rate 6m + 1.30%, in order to face the payment of bond issues that expired in March 2020 for an amount of EUR 400 million.

Also, with the acquisition in 2020 of the **Rco** and **Erc** subgroups and their subsequent full consolidation (see Notes 2-h and 5), the following bond and loan issues included in the Group's consolidation:

- With the acquisition of **Rco** the **Abertis** group has incorporated , on the one hand, debt issuance for a total amount of MXN 34,178 million (equivalent to EUR 1,388 million) with maturities between 2027 and 2040 and, on the other hand, bank loans for a total amount of MXN 19,638 million (EUR 797 million, of which EUR 706 million have been drawn down at the end of 2020), with maturities between 2024 and 2037.
- Moreover, the consolidation of **Erc** has involved the incorporation of bank loans for a total amount of USD 1,127 million (EUR 918 million, which at the end of 2020 had been fully drawn down) and maturities between 2042 and 2046.

Lastly, it should be stated that in 2020 EUR 3,391 million were repaid by the Parent, of which EUR 1,500 million correspond to the early repayment of the debt assumed of its shareholder Abertis HoldCo, EUR 50 million to the repayment of a bilateral loan, EUR 1,561 million to the payment bonds, EUR 250 million to the repayment of credit facilities drawn against in the year and EUR 30 million to the maturity of commercial paper.

The impact of these bond repurchases made by Abertis Infraestructuras, S.A. on profit for the year, as a result of the difference between the carrying amount of the debt and the repurchase value, amounted to EUR 56 million, which includes the bond redemption costs (see Note 20-e).

Also, the Parent took steps to optimise the Group's liquidity and to reduce the finance costs associated with the borrowings by renegotiating in 2020 credit facilities amounting to EUR 2,425 million (2019: EUR 1,550 million). Accordingly, the volume of the credit facilities of Abertis Infraestructuras, S.A. at 31 December 2020 and 2019 was as follows (see Note 14.i-a):

Millions of euros	31 December 2020		31 December 2019	
	Total	Amount drawn down	Total	Amount drawn down
Credit facilities of Abertis Infraestructuras, S.A.	3,320	-	2,650	-
Maturing within one year	300	-	-	-
Maturing at more than one year	3,020		2,650	
Average maturity period (years)	2.3		2.2	

Of the EUR 3,320 million of the credit facilities held by Abertis Infraestructuras, S.A., EUR 1,595 million (2019: EUR 1,150 million) can be drawn down in euros or in other currencies (for the related equivalent amount). The credit facilities denominated in euros bear interest at Euribor plus a spread and the credit facilities denominated in currencies other than the euro bear interest at Libor plus a spread.

Also, pursuant to the amendments to IAS 7, following is a reconciliation of the cash flows arising from financing activities, together with the associated liabilities in the opening and closing balance sheet, distinguishing between changes that give rise to cash flows and those that do not:

	31/12/19	Cash flows	Exchange rate	Changes in the scope of consolidation	Other <sup>(1)</sup>	31/12/20
Bank loans	7,965,382	(312,851)	(109,092)	1,643,682	(63,624)	9,123,497
Bond issues and other loans	17,642,791	542,253	(316,139)	1,335,085	(17,188)	19,186,802
	25,608,173	229,402	(425,231)	2,978,767	(80,812)	28,310,299
Payables to companies accounted for using the equity method	9,140	(278)	(474)	-	-	8,388
Interest on loans and bonds	221,730	22,953	(416)	40,115	-	284,382
Other bank borrowings	526,924	-	-	-	19,021	545,945
<b>Bond issues and bank borrowings</b>	<b>26,365,967</b>	<b>252,077</b>	<b>(426,121)</b>	<b>3,018,882</b>	<b>(61,791)</b>	<b>29,149,014</b>

<sup>(1)</sup> Including, mainly, the effect of the amortised cost and capitalised interest.

	31/12/18	Impact of merger <sup>(1)</sup>	Cash flows	Exchange rate	Assumption of Holdco debt (payment of extraordinary dividend)	Changes in the scope of consolidation	Other <sup>(2)</sup>	31/12/19
Bank loans	4,982,698	352,837	(7,171,287)	(21,920)	9,796,766	71,186	(44,898)	7,965,382
Bond issues and other loans	11,029,432	673,813	6,095,504	(505)	-	-	(155,453)	17,642,791
	16,012,130	1,026,650	(1,075,783)	(22,425)	9,796,766	71,186	(200,351)	25,608,173
Payables to companies accounted for using the equity method	10,483	-	(1,737)	394	-	-	-	9,140
Interest on loans and bonds	181,608	-	27,211	(7,522)	20,429	4	-	221,730
Other bank borrowings	508,614	-	-	-	-	-	18,310	526,924
<b>Bond issues and bank borrowings</b>	<b>16,712,835</b>	<b>1,026,650</b>	<b>(1,050,309)</b>	<b>(29,553)</b>	<b>9,817,195</b>	<b>71,190</b>	<b>(182,041)</b>	<b>26,365,967</b>

<sup>(1)</sup> Impact at 1 January 2019, effective date for accounting purposes of the merger of **Abertis** with Abertis Participaciones.

<sup>(2)</sup> Including, mainly, the effect of the amortised cost and capitalised interest.

The financing transactions carried out in 2019 included most notably the following:

- Under the Euro Medium Term Note Programme (EMTN) approved by the Board of Directors of **Abertis** on 26 February 2019 for a maximum total of EUR 7,000 million, which was registered with the Central Bank of Ireland (CBI) in Dublin on 6 March 2019, **Abertis** carried out new bond issues totalling EUR 5,867 million with the following breakdown of maturities and rates in 2020:

Issuer	Issue date	Amount (millions of EUR)	Maturity	Coupon rate
Abertis Infraestructuras	March 2019	600	June 2024	1.50%
Abertis Infraestructuras	March 2019	1,000	September 2027	2.375%
Abertis Infraestructuras	March 2019	1,000	March 2031	3.00%
Abertis Infraestructuras <sup>(1)</sup>	March 2019	467	November 2026	3.375%
Abertis Infraestructuras	July 2019	700	July 2025	0.625%
Abertis Infraestructuras	July 2019	600	July 2029	1.625%
Abertis Infraestructuras	September 2019	850	March 2028	1.125%
Abertis Infraestructuras	September 2019	650	March 2032	1.875%
<b>Total</b>		<b>5,867</b>		

<sup>(1)</sup> This related to an issue of GBP 400 million with a pre-hedged coupon of 3.375% (2.11% considering the hedging detailed in Note 10).

- Also, **Abertis** entered into new loan agreements with banks totalling EUR 1,250 million:
  - In January 2019 loans were arranged amounting to EUR 250 million maturing between 2024 and 2025. These loans had been drawn down at 2019 year-end.
  - In December 2019, new loan agreements for a total of EUR 1,000 million were executed, maturing between 2022 and 2025, against which no amounts had been drawn down at 2019 year-end.

All the new bank borrowings were arranged at floating rates, calculated based on the corresponding Euribor rate plus a spread.

- Also, **Abertis** drew down against existing bilateral loans amounting to EUR 1,065 million, EUR 815 million at 31 December 2019, which included the amount of the loans arranged in January 2019 described above.
- Also, under the Euro Commercial Paper Programme (ECP) registered with the Central Bank of Ireland (CBI) in Dublin on 28 June 2019 for EUR 1,000 million, **Abertis** issued commercial paper amounting to EUR 150 million, which had been settled at the balance sheet date.

- The issue by **Metropistas** of two new bonds in February and May 2019, which enabled this company to repay early substantially all of the syndicated loan it held. The main characteristics of these bond issues are as follows:

Issuer	Amount (millions of USD)	Amount (millions of EUR) <sup>(1)</sup>	Maturity	Coupon rate
Metropistas	181	161	December 2038	7.5%
Metropistas	120	107	December 2038	7.0%
<b>Total</b>	<b>301</b>	<b>268</b>		

<sup>(1)</sup> Amount measured at the exchange rate prevailing at 31 December 2019.

- In relation to the Brazilian consolidated companies, in 2019 companies of the **Arteris** subgroup issued new bonds amounting to BRL 2,505 million (approximately EUR 555 million at 2020 year-end) with the following detail of maturities and rates during the year:

Issuer	Amount (millions of BRL)	Amount (millions of EUR) <sup>(1)</sup>	Maturity	Coupon rate
Arteris Via Paulista	398	88	June 2027	12m HICP +3.94%
Intervias	400	89	September 2024	12m CDI +0.69%
Régis Bittencourt	700	155	June 2027	12m CDI +0.86%
Régis Bittencourt	1,007	223	June 2031	12m HICP +4.50%
Total Régis Bittencourt	1,707	378		
<b>Total</b>	<b>2,505</b>	<b>555</b>		

<sup>(1)</sup> Amount measured at the exchange rate prevailing at 31 December 2019.

Also, **Arteris Via Paulista** arranged a new BNDES loan of BRL 3,645 million (approximately EUR 810 million at 2019 year-end) against which it had drawn down BRL 441 million at year-end (approximately EUR 98 million). This loan matures in September 2045 (26 years) and bears interest at a rate of 12m HICP +6.42%.

- Also, **Vias Chile** issued two new bonds with the following characteristics:

Issuer	Amount (millions of CLF)	Amount (millions of EUR) <sup>(1)</sup>	Maturity	Coupon rate
Vias Chile	4	134	October 2025	4.60%
Vias Chile	10	335	October 2030	5.20%
<b>Total</b>	<b>14</b>	<b>469</b>		

<sup>(1)</sup> Amount measured at the exchange rate prevailing at 31 December 2019.



- Also the Chilean investees **Rutas del Pacifico** and **Libertadores** arranged two syndicated loans by of CLF 5.2 million and CLF 0.9 million (approximately EUR 175 million and EUR 30 million at 2019 year-end) maturing in December 2022 and June 2021 and bearing a fixed interest rate of 5.56% and 5.39%, respectively.
- In addition, in relation to the **A4** subgroup:
  - The arrangement by **Austostrada A4** of a syndicated loan of EUR 200 million at an interest rate of 6m Euribor +1.30% and maturing in September 2025 and a credit facility of EUR 50 million maturing in September 2024, against which no drawdowns had been made at 2019 year-end.
  - The arrangement by **A4 Holding** of a credit facility of EUR 15 million maturing in February 2021, against which no drawdowns had been made at 2019 year-end.

Accordingly, in 2019 EUR 8,515 million were repaid, of which EUR 6,608 million corresponded to the early repayment of the debt assumed of its shareholder Abertis HoldCo, EUR 1,190 million to the repayment of bilateral loans, EUR 364 million to the payment of a bond maturing in October 2019, EUR 203 million to the repayment of credit facilities drawn against in the year and EUR 150 million to the maturity of commercial paper.

Also, the Parent took steps to optimise the Group's liquidity and to reduce the finance costs associated with the borrowings by renegotiating in 2019 credit facilities amounting to EUR 1,550 million. Accordingly, the total drawable volume of the credit facilities of Abertis Infraestructuras, S.A. at the end of 2019 was EUR 2,650 million (all the credit facilities mature at more than one year).

i) Bank loans, bonds and other loans

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

	31 December 2020			31 December 2019		
	Loans	Bonds	Total	Loans	Bonds	Total
Abertis <sup>(1)</sup>	4,330,811	10,321,110	14,651,921	4,454,669	10,463,624	14,918,293
Spain	514,875	-	514,875	573,205	-	573,205
France	1,472,689	5,130,717	6,603,406	1,803,749	4,006,516	5,810,265
Italy	250,011	-	250,011	74,276	402,270	476,546
Brazil	455,710	817,377	1,273,087	505,872	1,147,135	1,653,007
Chile	369,768	877,031	1,246,799	517,928	945,028	1,462,956
Mexico	791,293	1,430,369	2,221,662	-	-	-
US	909,582	-	909,582	-	-	-
Puerto Rico	-	590,358	590,358	201	650,974	651,175
Argentina	1,652	-	1,652	-	-	-
Other <sup>(2)</sup>	27,106	19,840	46,946	35,482	27,244	62,726
<b>Total</b>	<b>9,123,497</b>	<b>19,186,802</b>	<b>28,310,299</b>	<b>7,965,382</b>	<b>17,642,791</b>	<b>25,608,173</b>

<sup>(1)</sup> Including at 31 December 2020 EUR 295,600 thousand corresponding to Abertis Infraestructuras Finance B.V., relating in full to bonds (2019 year-end: EUR 307,789 thousand also relating in full to bonds).

Of the total borrowings obtained by the Parent and Abertis Infraestructuras Finance B.V., at 31 December 2020 EUR 357,572 thousand had been lent in turn to other Group companies (2019 year-end: EUR 38,589 thousand).

<sup>(2)</sup> Corresponding in full, both in 2020 and 2019, to the gross payables to third parties of the toll roads business in India.

The main changes in gross bank borrowings in 2020 are as follows:

- In the case of **Abertis**, the payment for the acquisition of 51.26% of **Rco** (and the subsequent purchase of an additional 1.86%) for a total of EUR 1,521 million, the payment for the purchase of 55.12% of **Erc** for an amount of EUR 585 million, the new issues performed, the new bank loans arranged and the drawdowns against facilities and existing loans previously detailed for a total of EUR 2,920 million was offset by the redemption of bonds and the repayment of loans for an amount of EUR 3,391 million detailed above, as well as the accounting impact of the issue of perpetual subordinated bonds amounting to EUR 1,250 million (classified for accounting purposes as equity, see Note 13-b), thereby enabling a decrease in the gross borrowings of **Abertis**.
- The increase in gross borrowings in France (**Hit/Sanef**) is due mainly to the new issues launched, described above totalling EUR 1,200 million.

- The change in gross borrowings in Brazil, Chile and Puerto Rico was affected by the depreciation of the exchange rate at the reporting date of the Brazilian real (impact of EUR -482 million, offset by the issues described above of **Arteris** amounting to EUR 228 million), the Chilean peso (impact of EUR -44 million in addition to the repayment of debt in the year) and the US dollar (impact of EUR -55 million in addition to the repayment of debt in the year).
- The impact of the acquisition of **Rco** and **ERC** (see Note 2-h) which at 2020 year-end resulted in the consolidation of additional amounts of EUR 2,222 million and EUR 910 million in gross borrowings with respect to 2019 (EUR 2,069 million and EUR 910 million, respectively, at the date of obtainment of control).

The weighted average interest rate in 2020 on bond issues and bank borrowings was 3.04% (2019: 3.08%).

The reconciliation of the book value of bank loans and obligations with their value according to the cash flows stipulated in the contract, considering the associated hedges mentioned in Note 10, is as follows:

	31 December 2020			31 December 2019		
	Bank loans	Bond Issues	Total	Bank loans	Bond Issues	Total
<b>Book value</b>	<b>9,123,497</b>	<b>19,186,802</b>	<b>28,310,299</b>	<b>7,965,382</b>	<b>17,642,791</b>	<b>25,608,173</b>
Amortized cost	46,359	284,121	330,480	44,218	310,253	354,471
Revaluations for business combinations <sup>(1)</sup>	(287,764)	(363,828)	(651,592)	(269,703)	(471,250)	(740,953)
Hedges	37,475	44,587	82,062	29,957	5,398	35,355
<b>Total</b>	<b>8,919,567</b>	<b>19,151,682</b>	<b>28,071,249</b>	<b>7,769,854</b>	<b>17,487,192</b>	<b>25,257,046</b>

<sup>(1)</sup> Includes, both in 2020 and 2019, the impact of the merger of Abertis with Abertis Participaciones, S.A.U. and the corresponding incorporation from January 1, 2019 of the effects of the takeover of the Abertis Group itself, in 2020 additionally the impact of the takeover of the **Rco** subgroup (see Note 5).

The Group's borrowings based on the contractually stipulated cash flows, taking into consideration the related hedges referred to in Note 10, are denominated in the following currencies:

	2020 (*)	2019 (*)
Euro	21,168,256	20,703,982
Mexican peso	2,094,023	-
US dollar <sup>(1)</sup>	1,796,438	929,905
Brazilian real	1,217,587	1,635,111
Chilean peso	1,125,428	1,304,353
Pound sterling	467,181	467,181
Japanese yen	153,611	153,611
Indian rupee	47,065	62,903
Argentine peso	1,660	-
<b>Bond issues and bank borrowings</b>	<b>28,071,249</b>	<b>25,257,046</b>

(\*) The amounts of borrowings shown in the foregoing table relate to the cash flows provided for in the related agreements (taking into consideration the related hedge), which differ from the carrying amount of the borrowings due to the effect of applying IFRS 9 in relation to the borrowings arranged, and to the impact of the purchase price allocation (PPA) performed following the obtainment of control of **Rco** and **Erc** in 2020 and of **Abertis** in 2019.

<sup>(1)</sup> Including EUR 918,487 thousand corresponding to the **Erc** subgroup acquired in 2020.

As indicated in Note 10, a portion of the borrowings in US dollars and all the borrowings in pounds sterling and Japanese yen are converted to euros through derivative financial instruments.

The detail of the bank borrowings and bond issues by maturity based on the amounts payable to maturity at each reporting date, as provided for in the respective contracts, is as follows:

	31 December 2020 (*)			31 December 2019 (*)		
	Loans	Bonds	Total	Loans	Bonds	Total
Between one and two years	902,356	214,538	1,116,894	463,507	1,632,050	2,095,557
Between two and three years	1,468,732	1,425,877	2,894,609	1,866,731	357,915	2,224,646
Between three and four years	1,985,117	1,167,456	3,152,573	1,788,136	1,348,754	3,136,890
Between four and five years	1,710,765	2,109,922	3,820,687	1,573,679	1,427,418	3,001,097
After five years	2,261,251	12,705,646	14,966,897	1,422,472	11,554,122	12,976,594
<b>Non-current maturities</b>	<b>8,328,221</b>	<b>17,623,439</b>	<b>25,951,660</b>	<b>7,114,525</b>	<b>16,320,259</b>	<b>23,434,784</b>
<b>Current maturities</b>	<b>591,346</b>	<b>1,528,243</b>	<b>2,119,589</b>	<b>655,329</b>	<b>1,166,933</b>	<b>1,822,262</b>
<b>Total debt</b>	<b>8,919,567</b>	<b>19,151,682</b>	<b>28,071,249</b>	<b>7,769,854</b>	<b>17,487,192</b>	<b>25,257,046</b>

(\*) The amounts of borrowings shown in the foregoing table relate to the cash flows provided for in the related agreements (taking into consideration the related hedge), which differ from the carrying amount of the borrowings due to the effect of applying IFRS 9 in relation to the borrowings arranged, and to the impact of the purchase price allocation (PPA) performed following the obtainment of control of **Rco** and **Erc** in 2020 and of **Abertis** in 2019.

Of the EUR 28,071,249 thousand, EUR 13,429,311 thousand (48%) relate to debt of subsidiaries without recourse to Abertis Infraestructuras, S.A. (2019: EUR 10,422,754 thousand (41%)). The increase in the debt of subsidiaries without recourse to Abertis Infraestructuras, S.A. from 41% to 48% in 2020 is due to the impact of the inclusion of the debt of the **Rco** and **Erc** subgroups in 2020 and to the increase in the debt of **Hit** described above.

At 31 December 2020, the average term to maturity of the debt was 6.3 years (2019 year-end: 5.6 years). This increase was due, on the one hand, to the refinancing transactions described above and, on the other, the impact of the inclusion of the debt of the **Rco** and **Erc** subgroups acquired in 2020.

Also, interest on the aforementioned loans and bonds accrues and is settled on the basis of the specific terms and conditions and maturities. In 2021 interest on the borrowings based on the debt at 31 December 2020 is expected to amount to approximately EUR 919 million (EUR 740 million estimated at 2019 year-end for 2020).

At 31 December 2020, 78% (2019: 75%) of the borrowings bore a fixed interest rate or a rate fixed through hedges. Therefore, possible interest rate fluctuations are not expected to have a significant impact on these consolidated financial statements.

The estimated sensitivity of the consolidated statement of profit or loss to a 50 bp change in the interest rates applied to the floating-rate debt is as follows:

(millions of euros)	2020			2019		
	Financing in			Financing in		
	Euros	Other currencies (*)	Total	Euros	Other currencies (*)	Total
Change of 50 bp:						
Gross impact before tax	24.8	5.4	30.2	24.9	6.9	31.8
Net impact after tax (and before non-controlling interests)	18.6	4.1	22.7	18.7	5.2	23.9

(\*) At the end of 2020 and 2019 due mainly to Brazilian reais and Chilean pesos.

In addition, it should be noted in relation to the sensitivity of derivative transactions to interest rate fluctuations that, in terms of the derivative transactions analysed at 31 December 2020 taken as a whole, with a 50 bp change in the EUR, USD, GBP, YEN, CLP, BRL and MXN interest rate curves, and other variables staying constant, the fair value of the derivative transactions taken as a whole would have changed by EUR 21 million (2019: EUR 88 million), with a net impact of EUR 16 million on equity and virtually no impact on profit after tax (2019: impact of EUR 66 million on equity and again virtually no impact on profit after tax).

Lastly, the detail of the carrying amount and fair value of the bonds and non-current bank borrowings at the end of 2020 and 2019 is as follows:

<b>2020</b>					
		Fair value (*)			
	Carrying amount	Level 1	Level 2	Level 3	Total
Bank loans	8,466,649	-	7,515,458	-	7,515,458
Bonds	17,551,780	14,527,210	4,174,688	-	18,701,898
<b>Non-current bank borrowings</b>	<b>26,018,429</b>	<b>14,527,210</b>	<b>11,690,146</b>	<b>-</b>	<b>26,217,356</b>

(\*) Level 1. Quoted prices (unadjusted) in active markets for identical assets and 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. Inputs for the asset or liability that are not based on observable market data.

<b>2019</b>					
		Fair value (*)			
	Carrying amount	Level 1	Level 2	Level 3	Total
Bank loans	7,228,730	-	7,415,766	-	7,415,766
Bonds	16,347,870	15,259,958	1,970,546	-	17,230,504
<b>Non-current bank borrowings</b>	<b>23,576,600</b>	<b>15,259,958</b>	<b>9,386,312</b>	<b>-</b>	<b>24,646,270</b>

(\*) Level 1. Quoted prices (unadjusted) in active markets for identical assets and 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. Inputs for the asset or liability that are not based on observable market data.

The carrying amount of the current bank borrowings approximates their fair value. The fair value of the fixed-rate borrowings is calculated by discounting the payment flows of each debt by the interest rate curve of the currency to which they are tied, and in the case of bonds, the issuer's credit curve is added, which is estimated on the basis of the market prices of the liquid obligations observed for the same issuer in its reference markets.

*i.a) Bank loans*

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

<b>2020 (*)</b>	Current maturities	Between one and two years	Between two and three years	Between three and four years	Between four and five years	After five years	Non-current maturities	Total
Abertis	-	375,000	900,000	1,350,000	1,505,000	200,000	4,330,000	4,330,000
Spain	59,666	66,863	61,104	28,881	25,935	265,735	448,518	508,184
France	221,500	264,500	363,000	456,000	-	-	1,083,500	1,305,000
Italy	35,829	35,789	35,336	43,718	100,000	-	214,843	250,672
Brazil	135,511	57,124	61,054	58,622	37,299	128,411	342,510	478,021
Chile	110,613	71,243	9,766	10,258	12,669	179,649	283,585	394,198
Mexico	20,185	23,012	25,684	28,304	23,380	585,762	686,142	706,327
US	-	546	5,967	3,798	6,482	901,694	918,487	918,487
Puerto Rico	-	-	-	-	-	-	-	-
Argentina	1,660	-	-	-	-	-	-	1,660
Other	6,382	8,279	6,821	5,536	-	-	20,636	27,018
<b>Bank loans</b>	<b>591,346</b>	<b>902,356</b>	<b>1,468,732</b>	<b>1,985,117</b>	<b>1,710,765</b>	<b>2,261,251</b>	<b>8,328,221</b>	<b>8,919,567</b>

(\*) The amounts of borrowings shown in the foregoing table relate to the cash flows provided for in the related agreements (taking into consideration the related hedge), which differ from the carrying amount of the borrowings due to the effect of applying IFRS 9 in relation to the borrowings arranged, and to the impact of the purchase price allocation (PPA) performed following the obtainment of control of **Rco** and **Erc** in 2020 and of **Abertis** in 2019.

<b>2019 (*)</b>	Current maturities	Between one and two years	Between two and three years	Between three and four years	Between four and five years	After five years	Non-current maturities	Total
Abertis	50,073	-	1,375,000	1,250,000	1,000,000	785,000	4,410,000	4,460,073
Spain	62,700	59,666	66,863	61,104	28,881	291,670	508,184	570,884
France	258,000	221,500	264,500	363,000	456,000	-	1,305,000	1,563,000
Italy	30,995	10,907	10,406	21,976	-	-	43,289	74,284
Brazil	97,341	62,245	69,194	74,627	72,311	152,774	431,151	528,492
Chile	151,104	102,054	71,510	9,802	10,295	193,028	386,689	537,793
Puerto Rico	-	-	-	-	-	-	-	-
Argentina	-	-	-	-	-	-	-	-
Other	5,116	7,135	9,258	7,627	6,192	-	30,212	35,328
<b>Bank loans</b>	<b>655,329</b>	<b>463,507</b>	<b>1,866,731</b>	<b>1,788,136</b>	<b>1,573,679</b>	<b>1,422,472</b>	<b>7,114,525</b>	<b>7,769,854</b>

(\*) The amounts of borrowings shown in the foregoing table relate to the cash flows provided for in the related agreements (taking into consideration the related hedge), which differ from the carrying amount of the borrowings due to the effect of applying IFRS 9 in relation to the borrowings arranged, and to the impact of the purchase price allocation (PPA) performed following the obtainment of control of **Abertis** in 2019.

At 31 December 2020 and 2019, the main bank loans held by Group companies and the main characteristics thereof were as follows:

	31/12/20 <sup>(1)</sup>	31/12/19 <sup>(1)</sup>	Reference rate <sup>(2)</sup>	Average interest rate - 2020 <sup>(2)</sup>	Average interest rate - 2019 <sup>(2)</sup>	Currency <sup>(3)</sup>	Final maturity - 2020	Final maturity - 2019	Financial obligations <sup>(4)</sup>	Security interests, pledges and other guarantees
Abertis (several)	750,000	2,250,000	Euribor			EUR	2023	2023	-	-
Abertis (several)	970,000	970,000	Euribor			EUR	2025	2025	-	-
Abertis (several)	2,610,000	1,240,000	Euribor			EUR	2020-26	2020-25	-	-
Abertis (other)	-	73	Fixed rate			EUR	-	2020	-	-
<b>Abertis</b>	<b>4,330,000</b>	<b>4,460,073</b>		<b>0.53%</b>	<b>0.38%</b>					
Avasa	135,000	181,500	Euribor			EUR	2023	2023	Financial ratios	Other <sup>(5)</sup>
Túnel	305,000	305,000	Euribor			EUR	2034	2034	Financial ratios	Company shares, concession infrastructure and other <sup>(5)</sup>
Aulesa	26,547	27,528	Fixed rate			EUR	2029	2029	Financial ratios	Company shares, concession infrastructure and other <sup>(5)</sup>
Trados	40,008	50,008	Euribor			EUR	2024	2024	Financial ratios	Company shares
Trados	1,629	6,848	Euribor			EUR	2021	2021	-	-
<b>Spain</b>	<b>508,184</b>	<b>570,884</b>		<b>2.39%</b>	<b>2.37%</b>					
Sanef/Sapn (several)	1,262,000	1,500,000	Fixed rate			EUR	2024	2024	Financial ratios	Financial collateral
Sanef	43,000	63,000	Euribor			EUR	2021-23	2021-23	Financial ratios	-
<b>France</b>	<b>1,305,000</b>	<b>1,563,000</b>		<b>5.24%</b>	<b>5.20%</b>					
A4 Holding	39,943	39,943	Euribor			EUR	2024	2023	Financial ratios	% of the shares of Autostrada and other <sup>(5)</sup>
A4 Mobility (several)	9,142	12,094	Euribor			EUR	2023	2023	Financial ratios	Other <sup>(5)</sup>
A4 Autostrada	200,000	-	Euribor			EUR	2025	-	Financial ratios	Other <sup>(5)</sup>
Partecipazioni	-	20,000	Euribor			EUR	-	2020	Financial ratios	Other <sup>(5)</sup>
Other (several)	1,587	2,246	Euribor			EUR	2021-23	2021-23	-	Other <sup>(5)</sup>
<b>Italy</b>	<b>250,672</b>	<b>74,283</b>		<b>0.94%</b>	<b>1.77%</b>					
Federal concessions (several)	130,280	97,763	HICP			BRL	2045	2045	Financial ratios	Company shares and other <sup>(5)</sup>
Federal concessions (several)	263,867	389,208	Fixed rate			BRL	2025-29	2025-29	Financial ratios	Company shares and other <sup>(5)</sup>
Arteris	40,166	41,522	Fixed rate			USD	2021	2020	-	-
Arteris	43,708	-	Fixed rate			USD	2011	-	-	-
<b>Brazil</b>	<b>478,021</b>	<b>528,493</b>		<b>7.70%</b>	<b>8.46%</b>					
Rutas Pacifico	123,897	174,862	Fixed rate			CLF	2022	2022	-	Concession infrastructure
Los Andes	170,855	173,956	Fixed rate			CLP	2034	2034	-	Concession infrastructure
Elqui	21,073	41,097	Fixed rate			CLF	2021	2021	-	Company shares and concession infrastructure
Autp. Central	55,313	57,984	Fixed rate			CLF	2029	2029	-	Concession infrastructure
Elqui	4,014	12,476	TAB			CLP	2021	2021	-	Company shares and concession infrastructure
Libertadores	10,003	30,120	Fixed rate			CLF	2021	2021	-	Company shares and concession infrastructure
Autopista del Sol	9,043	-	TAB			CLF	2021	-	-	Company shares and concession infrastructure
Abertis Autop. Chile	-	47,298	TAB			CLF	2020	2020	Financial ratios	-
<b>Chile</b>	<b>394,198</b>	<b>537,793</b>		<b>6.90%</b>	<b>6.65%</b>					



	31/12/20 <sup>(1)</sup>	31/12/19 <sup>(1)</sup>	Reference rate <sup>(2)</sup>	Average interest rate - 2020 <sup>(2)</sup>	Average interest rate - 2019 <sup>(2)</sup>	Currency <sup>(3)</sup>	Final maturity - 2020	Final maturity - 2019	Financial obligations <sup>(4)</sup>	Security interests, pledges and other guarantees
Rco	412,253	-	Fixed rate			MXN	2037	-	-	Company shares and concession infrastructure
Rco	187,484	-	Fixed rate			MXN	2034	-	-	Company shares and concession infrastructure
Rco	34,859	-	IIR			MXN	2034	-	-	Company shares and concession infrastructure
Coniqsa	5,848	-	IIR			MXN	2024	-	-	Company shares and other <sup>(5)</sup>
Coniqsa	41,206	-	IIR			MXN	2025	-	-	Company shares and other <sup>(5)</sup>
Coniqsa	24,677	-	Fixed rate			MXN	2025	-	-	Company shares and other <sup>(5)</sup>
<b>Mexico</b>	<b>706,327</b>	-		<b>10.09%</b>	-					
Erc Op	510,350	-	Fixed rate			USD	2042	-	-	Company shares and concession infrastructure
Erc Op	408,137	-	Fixed rate			USD	2046	-	-	Company shares and concession infrastructure
<b>USA</b>	<b>918,487</b>	-		<b>4.52%</b>	-					
Gco	1,660	-	Badlari			ARS	2021	-	-	-
<b>Argentina</b>	<b>1,660</b>	-								
TTPL and JEPL (several)	27,018	35,328	ICICI			INR	2023-24	2023-24	Financial ratios	% of company shares, concession infrastructure and other <sup>(5)</sup>
<b>Other</b>	<b>27,018</b>	<b>35,328</b>		<b>9.51%</b>	<b>9.51%</b>					
<b>Total</b>	<b>8,919,567</b>	<b>7,769,854</b>		<b>3.20%</b>	<b>2.54%</b>					

<sup>(1)</sup> Amount of the contractual cash flows, translated at the closing exchange rate or, where appropriate, at the rate set in the related hedge, which differ from their carrying amounts due to the effect of applying IFRS 9 in relation to the borrowings arranged, and to the impact of the purchase price allocation (PPA) performed following the obtaining of control of **Rco** and **Erc** in 2020 and of **Abertis** in 2019.

<sup>(2)</sup> Average interest rate for the year taking into account, where applicable, the impact of the related hedge.

<sup>(3)</sup> Reference rate and original currency, not taking into account, where applicable, the impact of the related hedge.

<sup>(4)</sup> Relating mainly to the achievement of certain ratios related to aggregates, such as EBITDA, financial debt, equity or cash available for debt servicing. In the case of Aulesa and Sanef/Sapn also with an investment grade rating.

<sup>(5)</sup> This type of financing includes the pledge of assets of the concession operators, which can generally be demand deposits, collection rights arising from concession arrangements, collection rights relating to insurance contracts, credit facilities and, on occasions, personal guarantees of the shareholders.

In this regard, at the date of authorisation for issue of these consolidated financial statements, the clauses or obligations included in the foregoing financing agreements had been fulfilled. Also, a portion of the borrowings arranged by the Parent, amounting to approximately EUR 3,750 million (2019: EUR 4,060 million), includes clauses relating to changes in control, of which EUR 1,930 million (2019: EUR 740 million) must occur together with a material negative impact on the credit rating (loss of the "investment grade" category). In this regard, at the date of authorisation for issue of these consolidated financial statements, there had been no impact in relation thereto.

Also, in order to cater for its cash needs, the Group has the following undrawn credit facilities and loans:

	31 December 2020							Total
	Maturing at less than one year	Between one and two years	Between two and three years	Between three and four years	Between four and five years	After five years	Maturing at more than one year	
Abertis <sup>(1)</sup>	300,000	650,000	1,795,000	375,000	200,000	-	3,020,000	3,320,000
Spain	-	-	-	-	-	-	-	-
France	-	300,000	-	200,000	600,000	-	1,100,000	1,100,000
Italy	15,000	-	-	50,000	-	-	50,000	65,000
Brazil	-	-	-	-	-	453,508	453,508	453,508
Chile	91,891	-	-	-	-	-	-	91,891
Mexico	-	-	-	-	-	90,879	90,879	90,879
US	-	-	-	-	-	-	-	-
Puerto Rico	-	-	-	-	-	-	-	-
Argentina	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-
<b>Undrawn credit facilities and loans</b>	<b>406,891</b>	<b>950,000</b>	<b>1,795,000</b>	<b>625,000</b>	<b>800,000</b>	<b>544,387</b>	<b>4,714,387</b>	<b>5,121,278</b>

(1) Corresponding in full to undrawn credit facilities.

	31 December 2019							Total
	Maturing at less than one year	Between one and two years	Between two and three years	Between three and four years	Between four and five years	After five years	Maturing at more than one year	
Abertis <sup>(1)</sup>	-	1,250,000	1,100,000	350,000	650,000	300,000	3,650,000	3,650,000
Spain	-	-	-	-	-	-	-	-
France	-	-	500,000	-	-	-	500,000	500,000
Italy	-	15,000	-	-	50,000	200,000	265,000	265,000
Brazil	-	-	-	-	-	751,198	751,198	751,198
Chile	-	104,028	-	-	-	-	104,028	104,028
Puerto Rico	-	-	-	-	-	-	-	-
Argentina	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-
<b>Undrawn credit facilities and loans</b>	<b>-</b>	<b>1,369,028</b>	<b>1,600,000</b>	<b>350,000</b>	<b>700,000</b>	<b>1,251,198</b>	<b>5,270,226</b>	<b>5,270,226</b>

<sup>(1)</sup>Including EUR 2,650,000 thousand relating to undrawn credit facilities and EUR 1,000,000 thousand relating to undrawn loans.

Lastly, the weighted average interest rate in 2020 on bank borrowings was 3.20% (2019: 2.54%).

#### *i.b) Bond issues and other loans*

The detail of the bonds and other financing instruments at 31 December 2020 and 2019 is as follows:

	2020	2019
Bond issues	19,186,802	17,642,791
Promissory notes and commercial paper	-	-
Other marketable debt securities	-	-
<b>Bond issues and other loans</b>	<b>19,186,802</b>	<b>17,642,791</b>

The breakdown by maturity (as stipulated in the respective agreements) and country is as follows:

<b>2020 (*)</b>	Current maturities	Between one and two years	Between two and three years	Between three and four years	Between four and five years	After five years	Non-current maturities	Total
Abertis	-	-	600,000	766,100	1,078,600	7,840,691	10,285,391	10,285,391
Spain	-	-	-	-	-	-	-	-
France	1,359,800	-	500,000	-	650,000	2,600,000	3,750,000	5,109,800
Italy	-	-	-	-	-	-	-	-
Brazil	50,132	60,710	136,177	164,464	128,656	283,302	773,309	823,441
Chile	51,091	76,956	96,010	119,852	119,852	418,585	831,255	882,346
Mexico	35,681	46,048	61,312	79,567	99,437	1,065,652	1,352,016	1,387,697
US	-	-	-	-	-	-	-	-
Puerto Rico	25,851	25,526	27,807	32,983	33,377	497,416	617,109	642,960
Argentina	-	-	-	-	-	-	-	-
Other	5,688	5,298	4,571	4,490	-	-	14,359	20,047
<b>Bond issues and other loans</b>	<b>1,528,243</b>	<b>214,538</b>	<b>1,425,877</b>	<b>1,167,456</b>	<b>2,109,922</b>	<b>12,705,646</b>	<b>17,623,439</b>	<b>19,151,682</b>

(\*) The amounts of borrowings shown in the foregoing table relate to the cash flows provided for in the related agreements (taking into consideration the related hedge), which differ from the carrying amount of the borrowings due to the effect of applying IFRS 9 in relation to the borrowings arranged, and to the impact of the purchase price allocation (PPA) performed following the obtainment of control of **Rco** and **Erc** in 2020 and of **Abertis** in 2019.

<b>2019 (*)</b>	Current maturities	Between one and two years	Between two and three years	Between three and four years	Between four and five years	After five years	Non-current maturities	Total
Abertis	640,900	-	-	600,000	1,110,000	7,995,791	9,705,791	10,346,691
Spain	-	-	-	-	-	-	-	-
France	-	1,359,800	-	500,000	-	2,050,000	3,909,800	3,909,800
Italy	400,041	-	-	-	-	-	-	400,041
Brazil	51,609	186,531	245,855	115,847	154,711	393,588	1,096,532	1,148,141
Chile	51,280	51,280	77,240	96,364	120,295	540,424	885,603	936,883
Puerto Rico	17,941	28,080	28,896	31,431	37,393	574,319	700,119	718,060
Argentina	-	-	-	-	-	-	-	-
Other	5,162	6,359	5,924	5,112	5,019	-	22,414	27,576
<b>Bond issues and other loans</b>	<b>1,166,933</b>	<b>1,632,050</b>	<b>357,915</b>	<b>1,348,754</b>	<b>1,427,418</b>	<b>11,554,122</b>	<b>16,320,259</b>	<b>17,487,192</b>

(\*) The amounts of borrowings shown in the foregoing table relate to the cash flows provided for in the related agreements (taking into consideration the related hedge), which differ from the carrying amount of the borrowings due to the effect of applying IFRS 9 in relation to the borrowings arranged, and to the impact of the purchase price allocation (PPA) performed following the obtainment of control of **Abertis** in 2019.

The weighted average interest rate in 2020 on the bond issues was 3.31% (2019: 3.11%).

At 31 December 2020 and 2019, the main bond issues outstanding launched by Group companies and the main characteristics thereof were as follows:

	31/12/20 <sup>(1)</sup>	31/12/19 <sup>(1)</sup>	Reference rate <sup>(3)</sup>	Average interest rate - 2020 <sup>(2)</sup>	Average interest rate - 2019 <sup>(2)</sup>	Currency <sup>(3)</sup>	Final maturity - 2020	Final maturity - 2019	Financial obligations <sup>(4)</sup>	Security interests, pledges and other guarantees
Abertis (several)	6,826,481	5,867,181	Fixed rate			EUR	2024-32	2024-32	-	-
Abertis (several)	3,045,300	4,065,900	Fixed rate			EUR	2020-38	2020-38	-	-
Abertis	160,000	160,000	Euribor			EUR	2024	2024	-	-
Abertis Finance	153,610	153,610	Fixed rate			JPY	2039	2039	-	Complete unconditional guarantee provided by Abertis
Abertis Finance	100,000	100,000	Fixed rate			EUR	2024	2024	-	Complete unconditional guarantee provided by Abertis
<b>Abertis</b>	<b>10,285,391</b>	<b>10,346,691</b>		<b>2.11%</b>	<b>2.24%</b>					
Hit (several)	4,209,800	3,009,800	Fixed rate			EUR	2021-29	2021-27	-	-
Sanef (several)	900,000	900,000	Fixed rate			EUR	2020-2028	2020-2028	-	-
<b>France</b>	<b>5,109,800</b>	<b>3,909,800</b>		<b>2.56%</b>	<b>2.72%</b>					
A4	-	400,041	Fixed rate			EUR	-	2020	Financial ratios	% of the shares of Autostrada and other <sup>(5)</sup>
<b>Italy</b>	<b>-</b>	<b>400,041</b>		<b>2.38%</b>	<b>2.38%</b>					
State (several)	74,369	149,255	CDI/HICP			BRL	2023-25	2020-25	Financial ratios	-
State (Régis)	275,052	378,103	CDI/HICP			BRL	2027-31	2027-31	Financial ratios	Guarantee provided by Arteris
State (Intervias)	21,892	29,559	HICP			BRL	2025	2025	Financial ratios	-
State (Intervias)	62,760	88,580	CDI			BRL	2024	2024	Financial ratios	-
State (Via Paulista)	31,380	-	CDI			BRL	2021	-	Financial ratios	-
State (Via Paulista)	61,143	88,032	HICP			BRL	2027	2027	Financial ratios	-
Federal (several)	38,927	53,852	HICP			BRL	2025-2026	2025-2026	Financial ratios	Shares, concession infrastructure and other <sup>(5)</sup>
Arteris	28,678	38,722	HICP			BRL	2024	2024	Financial ratios	% of the shares of Intervias and other <sup>(5)</sup>
Arteris	157,527	-	CDI			BRL	2025	-	Financial ratios	-
Arteris	71,713	-	HICP			BRL	2027	-	Financial ratios	-
Arteris	-	322,037	CDI			BRL	-	2022		
<b>Brazil</b>	<b>823,441</b>	<b>1,148,140</b>		<b>6.40%</b>	<b>7.02%</b>					
Autopista Central	264,423	298,030	Fixed rate			CLF	2026	2026	Financial ratios	Concession infrastructure
Autopista Central	151,116	170,322	Fixed rate			USD	2026	2026	Financial ratios	Concession infrastructure
Vias Chile	466,807	468,530	Fixed rate			CLF	2025-30	2025-30	Financial ratios	-
<b>Chile</b>	<b>882,346</b>	<b>936,882</b>		<b>6.70%</b>	<b>6.80%</b>					
Rco	772,748	-	Fixed rate			UDI	2032-40	-	Financial ratios	Concession infrastructure
Rco	614,949	-	Fixed rate			MXN	2027-38	-	Financial ratios	Concession infrastructure
<b>Mexico</b>	<b>1,387,697</b>	<b>-</b>		<b>9.20%</b>	<b>-</b>					
Metropistas	245,294	267,937	Fixed rate			USD	2038	2038	-	Concession infrastructure and other <sup>(5)</sup>
Metropistas	325,780	362,437	Fixed rate			USD	2035	2035	-	Concession infrastructure and other <sup>(5)</sup>
Autopistas P. Rico	71,886	87,688	Fixed rate			USD	2020-27	2020-27	Financial ratios	Other <sup>(5)</sup>
<b>Puerto Rico</b>	<b>642,960</b>	<b>718,062</b>		<b>6.87%</b>	<b>6.85%</b>					

	31/12/20 <sup>(1)</sup>	31/12/19 <sup>(1)</sup>	Reference rate <sup>(3)</sup>	Average interest rate - 2020 <sup>(2)</sup>	Average interest rate - 2019 <sup>(2)</sup>	Currency <sup>(3)</sup>	Final maturity - 2020	Final maturity - 2019	Financial obligations <sup>(4)</sup>	Security interests, pledges and other guarantees
TTPL and JEPL (several)	20,046	27,576	Fixed rate			INR	2023-24	2023-24	-	% of company shares, concession infrastructure and other <sup>(5)</sup>
<b>Other</b>	<b>20,047</b>	<b>27,576</b>		<b>9.44%</b>	<b>9.44%</b>					
<b>Total</b>	<b>19,151,682</b>	<b>17,487,192</b>		<b>3.31%</b>	<b>3.11%</b>					

<sup>(1)</sup> Amount of the contractual cash flows, translated at the closing exchange rate or, where appropriate, at the rate set in the related hedge, which differ from their carrying amounts due to the effect of applying IFRS 9 in relation to the borrowings arranged, and to the impact of the purchase price allocation (PPA) performed following the obtaining of control of **Rco** and **Erc** in 2020 and of **Abertis** in 2019.

<sup>(2)</sup> Average interest rate for the year taking into account, where applicable, the impact of the related hedge.

<sup>(3)</sup> Reference rate and original currency, not taking into account, where applicable, the impact of the related hedge.

<sup>(4)</sup> Relating mainly to the achievement of certain ratios related to aggregates, such as EBITDA, financial debt, equity or cash available for debt servicing.

<sup>(5)</sup> This type of financing includes the pledge of assets of the concession operators, which can generally be demand deposits, collection rights arising from concession arrangements, collection rights relating to insurance contracts, credit facilities and, on occasions, personal guarantees of the shareholders.

In this regard, at the date of authorisation for issue of these consolidated financial statements, the clauses or obligations included in the bond issues had been fulfilled. Also, a portion of the issues subscribed by the Parent, amounting to approximately EUR 6,826 million (2019: EUR 5,870 million), includes clauses relating to changes in control that must occur together with a material negative impact on the credit rating (loss of the "investment grade" category). In this regard, at the date of authorisation for issue of these consolidated financial statements, there had been no impact in relation thereto.

Lastly, it should be noted that on 28 June 2019, Abertis Infraestructuras, S.A. registered with the Central Bank of Ireland (CBI) a commercial paper issue programme of EUR 1,000 million under the Euro Commercial Paper Programme (ECP). The programme was renewed in June 2020, having launched in the year issues amounting to EUR 30 million. At 2020 year-end they had been settled (EUR 150 million in 2019 which at year-end had also been settled).

## ii) Payables to companies accounted for using the equity method

The detail of the balances with associates is as follows:

	31 December 2020			31 December 2019		
	Non-current	Current	Total	Non-current	Current	Total
Road Management Group	8,388	-	8,388	8,837	-	8,837
Alis	-	-	-	-	31	31
A'lienor	-	-	-	-	269	269
Other interests	-	-	-	-	3	3
<b>Total</b>	<b>8,388</b>	<b>-</b>	<b>8,388</b>	<b>8,837</b>	<b>303</b>	<b>9,140</b>

iii) Other bank borrowings

As at 2019 year-end, at 2019 year-end the other non-current bank borrowings related to the account payable for the acquisition in 2016 of 51.4% of A4 Holding, S.p.A. (**A4**) for EUR 594 million, of which EUR 594 million will be paid in February 2023 (present value of EUR 546 million at 31 December 2020 and EUR 527 million at 31 December 2019).

It should be noted in this regard that the seller factored the receivables from **Abertis** to a syndicate of banks (with **Abertis** as a party to the arrangement) and, accordingly, in 2016 those banks became creditors of the Group.

iv) Corporate rating

At the date of formal preparation of these consolidated financial statements **Abertis** had a long-term "BBB-" investment-grade adequate credit quality rating awarded by the international credit rating agency Standard and Poor's Credit Market Services Europe Ltd. Also, the short-term credit rating at that date was "A-3".

In addition, **Abertis** holds a long-term "BBB" rating awarded by the international credit rating agency Fitch Ratings Ltd., and a short-term "F3" rating.

## 15. DEFERRED INCOME

The changes in 2019 and 2018 were as follows:

	2020	2019
<b>At 1 January</b>	48,913	32,483
Changes in the scope of consolidation and business combinations <sup>(1)</sup>	-	19,880
Additions	329	132
Disposals	(4,518)	(7,036)
Transfers	(1,311)	5,107
Translation differences	(438)	(1,653)
<b>At 31 December</b>	<b>42,975</b>	<b>48,913</b>

<sup>(1)</sup> In 2019 it corresponded to the impact of the obtainment of control of **Trados**, which until 2018 was accounted for using the equity method.

At 31 December 2020, "Deferred Income" included mainly:

- Compensation in relation to operations to **Trados** from the Autonomous Community Government of Madrid for the excess cost of compulsory purchases of EUR 22 million (2019: EUR 24 million) to restore the economic and financial feasibility of the concession, which are transferred to profit or loss on a straight-line basis until the end of the concession in 2029.
- Collections by **Acesa** for the right to use fibre-optic conduits, amounting to EUR 439 thousand (2019: EUR 946 thousand), which are being transferred to profit or loss on a straight-line basis until the end of the concession in 2021 (duration of the related right).
- Collections received by the **Andes** toll road (EUR 8,066 thousand in 2020 and EUR 8,930 thousand in 2019), the **Libertadores** toll road (EUR 462 thousand in 2020 and EUR 653 thousand in 2019) and the **Autopista Central** toll road (EUR 8,899 thousand in 2020 and EUR 9,853 in 2019) for the maintenance of the work specified under various supplementary agreements to the respective concession arrangements, which are recognised in profit or loss on an accrual basis (in 2019 additionally **Sol** with EUR 421 thousand).
- Amounts received by **Metropistas** for undertaking certain actions to upgrade the toll facilities and to perform other services on behalf of the concession grantor totalling EUR 333 thousand (2019: EUR 946 thousand), which are recognised in profit or loss on an accrual basis.

## 16. PAYABLE TO SUPPLIERS AND OTHER PAYABLES

The detail of "Payable to Suppliers and Other Payables" at 31 December 2020 and 2019 is as follows:

	2020	2019
Trade payables	462,502	474,504
Payable to non-current asset suppliers	16,628	16,506
Payables to companies accounted for using the equity method and related parties	44,883	48,257
Remuneration payable	92,163	105,863
Other payables	31,839	30,098
<b>Payable to suppliers and other payables</b>	<b>648,015</b>	<b>675,228</b>

The decrease in "Trade Payables" is due mainly to the impact of the exchange differences generated in the year, due to the decrease in the year-end exchange rates of the various currencies in which the Group operates, offsetting the impact of an increase in the scope after the acquisition in the year of **Rco** and **Erc**.



The detail of the payables to associates, joint ventures and other related parties is as follows:

	<u>31/12/20</u>	<u>31/12/19</u>
Companies accounted for using the equity method:		
Alis	-	1,024
A'lienor	637	373
Areamed	239	-
M-45	167	283
Tc-Flow	-	52
Other interests	2	-
	<b>1,045</b>	<b>1,732</b>
Other related parties:		
Abertis Holdco <sup>(1)</sup>	38,784	41,491
Cobra Instalaciones y Servicios, S.A.	1,780	370
Autostrade Tech, S.p.A.	1,492	2,851
Autostrade per l'Italia S.p.A.	592	132
Sociedad Ibérica de Construcciones Eléctricas, S.A.	343	806
API Movilidad, S.A.	313	190
ImesAPI, S.A.	165	197
Geotecnia y Cimientos, S.A.	128	54
Autogrill Italia S.p.A.	66	55
Dragados, S.A.	13	5
Telepass S.p.A.	5	178
Other entities	157	196
	<b>43,838</b>	<b>46,525</b>
<b>Accounts payable</b>	<b>44,883</b>	<b>48,257</b>

<sup>(1)</sup> Balance associated primarily with the effect of the tax consolidation of **Abertis** and its subsidiaries with tax residence in Spain as detailed in Note 17-a with the tax group the parent of which is Abertis HoldCo, S.A.

Also, for the Group companies with tax residence in Spain, the following information is required by Additional Provision Three of Law 15/2010, of 5 July ("Disclosure Requirement"), amended by Final Provision Two 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 disclosures to be included in the notes to financial statements for years beginning on or after 1 January 2015 in relation to the average period of payment to suppliers in commercial transactions, published in the Official State Gazette on 4 February 2016:

	<b>2020</b>	<b>2019</b>
Average period of payment to suppliers (no. of days) <sup>(1)</sup>	36	38
Ratio of transactions settled (no. of days)	36	39
Ratio of transactions not yet settled (no. of days)	25	26
Total payments made	112,820	131,832
Total payments outstanding	7,817	12,759

<sup>(1)</sup> The maximum payment period applicable to the Group companies with tax residence in Spain is, under Law 11/2013, of 26 July, 30 days, unless a longer period has been contractually specified, although such period may not exceed 60 days.

The payments shown in the foregoing table in relation to payments to suppliers relate to suppliers that because of their nature are trade creditors for the supply of goods and services and, therefore, they are included under "Payable to Suppliers and Other Payables" in the consolidated balance sheet.

## **17. INCOME TAX**

### **a) Tax-related disclosures**

Following the change of shareholders described in Note 15-a to the consolidated financial statements for 2018, since 1 January 2019 **Abertis** has been filing consolidated tax returns as subsidiary of a new tax group whose parent is Abertis HoldCo, S.A., the subsidiaries of which are the investees that are at least 75%-owned by it and that are resident for tax purposes in Spain (until 31 December 2018 **Abertis** filed consolidated tax returns as the parent of the aforementioned tax group).

Also, the Group's concession operator subsidiaries with tax residence in France and Italy file income tax returns under the consolidated tax regimes applicable in those countries. The other companies included in the scope of consolidation file individual tax returns.

At 31 December 2020, in general the Group companies had open for review by the tax authorities all the taxes applicable to them for which the statute of limitations period had not expired at that date in each of the jurisdictions where they are located.

It should be noted in this connection that:

- In Spain the tax group the parent of which was **Abertis** received tax assessments for income tax for 2014 to 2016 and VAT for June 2014 to December 2016. These assessments were signed on a contested basis and the related appeals have been filed, without them having a material impact on its equity.
- In Spain, the tax group the parent of which was **Abertis** received tax assessments for income tax for 2010 to 2013, personal income tax withholdings for 2012 and 2013 and VAT for July 2011 to December 2013. Those assessments were signed on a contested basis and were appealed against; at the date of authorisation for issue of these consolidated financial statements no decision thereon had been handed down at the respective administrative or court body in which each one is being processed.

Also, in 2020 a decision of the National Appellate Court was rendered final upholding an appeal initiated in prior years regarding income tax for 2010, which arose as a result of the criteria established in the tax audits of the period 2006 to 2009. Accordingly, the Spanish State Tax Agency made the corresponding refund.

- Also, in Spain the parents of the tax group in each of the years challenged in 2020 both the consolidated income tax returns and the instalment payments for 2016 to 2019 based on the possible unconstitutionality of both Royal Decree-Law 3/2016 that established, among other modifications, the limit on the offset of prior years' tax losses of 25%, and Royal Decree-Law 2/2016 that increased the amount of the instalment payments. In 2020 the Constitutional Court issued a ruling dated 1 July 2020 declaring the unconstitutionality of Royal Decree-Law 2/2016, which led to the acknowledgement thereof by the Tax Agency and the refund of the amounts claimed by the Group in relation to the instalment payments of 2016 and 2017, with the other years and items pending resolution in different instances at the date of authorisation for issue of these consolidated financial statements.

In this regard, at 2019 year-end **Abertis** considers that the tax audits under way, the proceedings associated with the tax assessments signed on a contested basis and possible differences in the way current tax legislation is interpreted in relation to the years open for review will not have a significant impact on the equity reflected in these consolidated financial statements.

Lastly, it should be noted that in 2007 the European Commission initiated an investigation procedure against the Kingdom of Spain in relation to State aid relating to Article 12.5 of the former Consolidated Spanish Income Tax Law. In this connection, the Commission adopted Decision 2011/5/EC of 28 October 2009 (First Decision) on acquisitions within the EU and Decision 2011/282/EU of 12 January 2011 (Second Decision) on foreign shareholding acquisitions, stating that the deduction regulated by Article 12.5 of the Consolidated Spanish Income Tax Law constituted unlawful State aid. In addition to the foregoing, the Commission adopted Decision 2015/314/EU of 15 October 2014 (Third Decision) also classifying as State aid the deductions that applied under Article 12.5 of the Consolidated Spanish Income Tax Law in the case of indirect acquisitions (Third Decision). On 1 April 2015, **Abertis** filed an action for annulment at the General Court of the European Union against the Third Decision of the Commission, a proceeding that was immediately stayed by the Court until judgments had been handed down on the cassation appeals filed by the Commission against two judgments of the General Court on the Decisions of 2009 and 2011 on this issue.

Since the cassation appeals against the First and Second Decisions were upheld, in the first quarter of 2017 the General Court of the European Union ordered the end of the stay of all the actions for annulment against the Third Decision and the re-initiation of the proceedings affected, including that brought by **Abertis**. Therefore, on 24 March 2017 the European Commission lodged a defence with the General Court, following which **Abertis** lodged the related reply on 30 May 2017. At the end of this proceeding the General Court of the European Union must hand down a judgment analysing the solid legal grounds presented by **Abertis** against the Third Decision.

In this connection, on 15 November 2018, the General Court dismissed the appeals against the First and Second Decisions of the Commission, upholding that the amortisation of goodwill for tax purposes constituted State aid incompatible with the internal market, although it confirmed the existence of legitimate expectations in the cases of acquisitions prior to 21 December 2007. A cassation appeal was filed against these judgments at the Court of Justice of the European Union, at the date of authorisation for issue of these consolidated financial statements no decision had been handed down, as a result of which the General Court of the European Union once again ordered the stay of the appeals against the Third Decision. The appeal filed by **Abertis** against the Third Decision is in progress at the same chamber of the General Court of the European Union, and the final outcomes of the appeals against the First and Second Decisions do not prejudge the specific issues of a different nature raised by **Abertis** in its appeal against the Third Decision.

In any case, the resolution of this matter is not expected to have a negative impact on the Company's equity because either it has returned the corresponding amount plus late-payment interest, or because it had already recognised a deferred tax liability associated with the goodwill deducted to date which has not yet been actually returned to the Spanish tax authorities.

## b) Income tax expense

The standard income tax rates in the main countries in which **Abertis** carries on its operations are as follows:

	<b>2020</b>	<b>2019</b>
Spain	25%	25%
France <sup>(1)</sup>	32%	34.4%
Italy <sup>(2)</sup>	27.5% + 3.9%	27.5% + 3.9%
Brazil	34%	34%
Chile	27.0%	27.0%
Mexico	30%	-

<sup>(1)</sup> In accordance with Law 759/2019, of 24 July 2019, and the French General State Budget Law for 2020, a rate is established of 34.43% for 2019, 32% for 2020, 28.41% for 2021 and 25.83% for 2022 for large French companies.

<sup>(2)</sup> The Italian companies are subject to the income tax known as IRES (Imposta sul reddito sulle società) at a rate of 27.5%, and to the IRAP (Imposta regionale sulle attività produttive) at a rate of 3.9%, although the IRAP tax base is broadly equivalent to the gross margin of the company. An amendment to the Italian General State Budget Law approved in December 2019 established an increase in the income tax (IRES -Imposta sul reddito sulle società-) rate from 24% to 27.5% for Italian toll road concession operators for 2019 to 2021.

The reconciliation of the theoretical tax expense to the tax expense recognised in the consolidated statement of profit or loss for the year is as follows:

	<b>2020</b>	<b>2019</b>
Profit (Loss) before tax	(734,594)	438,633
Theoretical tax rate - 25% in 2020 and 2019 <sup>(1)</sup>	(183,649)	109,658
Effect on the tax expense of:		
Non-taxable income	(12,421)	(1,401)
Non-deductible expenses	5,968	14,602
Tax losses and other tax assets	(378)	(2,376)
Change in tax rate <sup>(2)</sup>	(4,052)	(4,477)
Other tax effects	(25,276)	(6,671)
<b>Tax expense/(benefit) (continuing operations)</b>	<b>(219,808)</b>	<b>109,335</b>

<sup>(1)</sup> The impact of the different tax rates in certain countries, as well as the profit or loss of companies accounted for using the equity method (taxed at source), is reflected in the other line items (mainly in "Other Tax Effects").

<sup>(2)</sup> In 2020 corresponds to the reduction of the tax rate in India from 21.34% to 17.47%.

Relating in 2019, on the one hand, to France in connection with the non-reduction envisaged for 2019 of the tax rate from 34% to 32% and the amendment of the reduction envisaged in subsequent years (EUR 1,423 thousand), to Italy in connection with the increase in the tax rate from 24% to 27.5% for 2019 to 2021 (EUR 951 thousand) and, on the other, to Argentina in connection with the non-reduction envisaged for 2019 of the tax rate from 30% to 25% (EUR 2,103 thousand).

"Non-Taxable Income" and "Non-Deductible Expenses" in 2020 and 2019 include items that, in accordance with the tax legislation applicable to the respective consolidated companies, are not taxable or deductible, respectively.

In this regard at 2020 year-end "Non-Taxable Income" includes mainly the tax effect of the gain on the sale of Alis (partially exempt).

The main components of the income tax expense for the year (for the fully consolidated companies) are as follows:

	<b>2020</b>	<b>2019</b>
Current tax	221,851	474,742
Deferred taxes:		
Change in tax rate <sup>(1)</sup>	(4,052)	(4,477)
Changes in deferred taxes	(460,887)	(350,786)
Other	23,280	(10,144)
<b>Tax expense/(benefit) (continuing operations)</b>	<b>(219,808)</b>	<b>109,335</b>
<b>Tax expense/(benefit) (discontinued operations)</b>	<b>-</b>	<b>8,252</b>
<b>Tax effects recognised in equity</b>	<b>(5,865)</b>	<b>(39,070)</b>
	<b>(225,673)</b>	<b>78,517</b>

<sup>(1)</sup> In 2020 corresponds to the reduction of the tax rate in India from 21.34% to 17.47%.

Relating in 2019, on the one hand, to France in connection with the non-reduction envisaged for 2019 of the tax rate from 34% to 32% and the amendment of the reduction envisaged in subsequent years (EUR 1,423 thousand), to Italy in connection with the increase in the tax rate from 24% to 27.5% for 2019 to 2021 (EUR 951 thousand) and, on the other, to Argentina in connection with the non-reduction envisaged for 2019 of the tax rate from 30% to 25% (EUR 2,103 thousand).

As a consequence with the reduction approved in 2020 of the tax rate in India from 21.34% to 17.47% the Group companies with tax residence in this country have recorded a lower expense for accrued tax in 2020 of EUR -4,052 thousand.

The change in deferred taxes was due mainly to the effect of the reversal of the deferred tax assets and liabilities associated with business combinations detailed below.

Last year 2019, the accrued tax included, in addition to the effect of the reversal of deferred tax liabilities associated with business combinations, the impact of the the non-reduction envisaged in the income tax rate for 2019 from 34% to 32% in France, the Group companies with tax residence in France recognised an increase of EUR 4,439 thousand in the income tax expense accrued in the year. Also, the increase in the tax rate on toll road concession operators in Italy from 24% in 2019 to 27.5% in 2021 (which gave rise to an increase of EUR 2,201 thousand in the tax expense accrued in the year, as a result of the increase in net deferred tax liabilities that are expected to reverse in 2019, 2020 and 2021 and the impact of the non-reduction envisaged for 2019 of the tax rate from 30% to 25% in Argentina, gave rise to an increase in the income expense of EUR 2,103 thousand due to the increase in net deferred tax liabilities).

Lastly, it should be noted that Royal Decree-Law 3/2016, of 2 December, which came into force on 1 January 2016, established the obligation to reverse those impairment losses on holdings in the share capital or equity of entities that were deductible for income tax purposes in the income tax base in tax periods commencing prior to 1 January 2013. The amount reversed shall be included, at least, in equal parts in the tax base for each of the first five tax periods commencing on or after 1 January 2016.

The aforementioned Royal Decree-Law also limited the offset of tax losses to 25% of the tax base prior to offset. This change will not affect the recoverability of deferred tax assets recognised at the Group (see Note 17-c.i).

### c) Deferred taxes

The detail of the deferred tax assets and liabilities recognised and of the changes therein in 2019 and 2018 is as follows:

	2020		2019	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
<b>At 1 January</b>	994,855	(4,985,141)	801,848	(1,583,585)
Changes in accounting policies <sup>(1)</sup>	-	-	24	-
<b>Adjusted at 1 January</b>	994,855	(4,985,141)	801,872	(1,583,585)
Impact of merger	-	-	296,571	(3,985,929)
Amount charged/(credited) to profit or loss <sup>(2)</sup>	(69,364)	534,303	(146,921)	502,184
Debit/(credit) due to inclusions in the scope of consolidation and business combinations	316,124	(895,518)	12,596	(8,303)
Amount charged/(credited) to equity	4,089	1,776	39,268	(198)
Exchange differences <sup>(3)</sup>	(17,933)	13,365	(11,497)	87,651
Transfers	6,674	(6,674)	2,966	3,039
<b>At 31 December</b>	<b>1,234,445</b>	<b>(5,337,889)</b>	<b>994,855</b>	<b>(4,985,141)</b>
Deferred taxes expected to reverse in the following year	(130,887)	430,194	(115,614)	528,736

<sup>(1)</sup> Relating in 2019 to the effect of the application of IFRS 16, Leases.

<sup>(2)</sup> Including in 2020 the impact indicated in section b) above of the reduction in the tax rate in India from 21.34% to 17.47% (EUR 14,052 thousand). Including in 2019 the effect described in section b) above of the non-reduction in the tax rate in France (EUR 1,423 thousand), the change in the tax rate in Italy from 24% to 27.5% (EUR 951 thousand) and the effect of the change in the tax rate in Argentina in 2020 from 25% to 30% (EUR 2,103 thousand).

<sup>(3)</sup> The deferred tax liabilities include an impact of EUR -14,766 thousand (2019: EUR -36,982 thousand) associated with the recognition of hyperinflation by the Group's Argentine companies.



The exchange differences generated in the year correspond mainly to deferred tax assets and liabilities of companies with tax residence in Brazil, Chile and Mexico as a result of the depreciation at year-end of the Brazilian real and the Chilean peso (also depreciation at 2019 year-end) and the appreciation of the Mexican peso at 2020 year-end with respect to the exchange rate prevailing at the date of inclusion in the scope of consolidation of these companies in 2020. The detail at 31 December 2020 and 2019 is as follows:

(in thousands)	31 December 2020		31 December 2019	
	Deferred tax assets	Deferred tax liabilities	Deferred tax assets	Deferred tax liabilities
Brazil (Brazilian real, BRL)	659,987	(24,374)	599,414	(334,225)
Chile (Chilean peso, CLP)	125,606,764	(1,081,998,817)	121,223,190	(1,148,351,398)
Mexico (Mexican peso, MXN)	8,081,462	(23,227,908)	-	-

The changes in 2020 due to changes on the scope of consolidation and business combinations correspond in full to the acquisition of 51.26% of the share capital of **Rco**, and the companies in this subgroup have therefore been fully consolidated since the date of obtainment of control.

Also, the changes in 2019 due to changes on the scope of consolidation and business combinations correspond in full to the obtainment of control of **Trados**, after the acquisition of an additional 1% of its share capital, subsequent to which **Abertis** became the majority and controlling shareholder and began to fully consolidate this company (until that time it had been accounted for using the equity method).

i) Deferred tax assets

The detail of the deferred tax assets is as follows:

	2020	2019
Tax loss carryforwards	422,902	344,236
Due to business combinations <sup>(1)</sup>	210,618	227,769
Reversal of financial charge <sup>(2)</sup>	56,812	53,331
Non-deductible provisions <sup>(3)</sup>	304,576	282,228
Revaluation of derivative financial instruments	81,915	71,345
Other	157,622	15,946
<b>Deferred tax assets</b>	<b>1,234,445</b>	<b>994,855</b>

<sup>(1)</sup> Tax effect associated with the recognition at fair value of the net assets and liabilities acquired in various business combinations and/or changes in the scope of consolidation.

<sup>(2)</sup> Corresponding only to companies with tax residence in Spain relating to the tax effect of the reversal of the financial charge recognised in accordance with the Spanish National Chart of Accounts and its industry adaptations.

<sup>(3)</sup> Tax effect of certain provisions associated with the application of the intangible asset model pursuant to IFRIC 12, as well as other provisions.

The detail of the deferred tax assets recognised at 31 December 2020 and 2019 in relation to the tax effect associated with the recognition at fair value of the net assets and liabilities acquired in various business combinations and/or changes in the scope of consolidation is as follows:

	Inclusion	2020	2019
Acquisition of 51.26% of the <b>Rco</b> Group <sup>(1)</sup>	2020	52,761	-
France <sup>(2)</sup>	2019	79,202	126,152
Brazil <sup>(2)</sup>	2019	7,953	13,586
Chile <sup>(2)</sup>	2019	12,621	15,816
Other toll roads <sup>(2)</sup>	2019	2,042	136
Abertis <sup>(2)</sup>	2019	56,039	72,079
		<b>210,618</b>	<b>227,769</b>

<sup>(1)</sup> Corresponding to the tax effect associated with the recognition at fair value of the net assets and liabilities acquired in various business combinations and/or changes in the scope of consolidation in 2020.

<sup>(2)</sup> The tax effect of recognising at fair value the net assets acquired and liabilities assumed, together with the effect of the merger of **Abertis** with Abertis Participaciones performed with effect for accounting purposes on 1 January 2019 (see Notes 1 and 6 to the consolidated financial statements for 2019).

The tax loss carryforwards available for offset at 31 December 2020 and 2019 were as follows:

	2020			2019			
	Tax losses		Last year for offset	Tax losses		Last year for offset	
	Currency	Euros		Currency	Euros		
Tax group in Spain	EUR	494,837	494,837	No deadline for offset	545,594	545,594	No deadline for offset
Brazilian companies <sup>(1)</sup>	BRL	2,285,423	358,582	No deadline for offset	1,877,366	415,742	No deadline for offset
Chilean companies	CLP	208,265,000	238,876	No deadline for offset	210,425,188	248,753	No deadline for offset
Mexican companies	MXN	9,906,461	405,736	No deadline for offset	-	-	-
Other companies <sup>(2)</sup>			616,784	2023-30		587,471	2023-29
<b>At 31 December</b>			<b>2,114,815</b>			<b>1,797,560</b>	

<sup>(1)</sup> Total tax losses include EUR 60,040 thousand (2019: EUR 31,015 thousand) not recognised in the accounting records.

<sup>(2)</sup> Total tax losses include EUR 504,023 thousand (2019: EUR 494,966 thousand) not recognised in the accounting records corresponding primarily to **Metropistas**.

In the case of companies with tax residence in Spain, relating, mainly, to tax loss carryforwards generated in 2015 by the tax group in Spain (with no statute-of-limitations period and associated mainly with the impairment loss of the traffic guarantee under the AP-7 concession arrangement).

ii) Deferred tax liabilities

The detail of the deferred tax liabilities is as follows:

	<b>2020</b>	<b>2019</b>
Due to business combinations <sup>(1)</sup>	4,682,605	4,333,586
Revaluation of derivative financial instruments	31,521	25,114
Different depreciation and amortisation rates for tax and accounting purposes <sup>(2)</sup>	260,891	293,559
Other <sup>(3)</sup>	362,872	332,882
<b>Deferred tax liabilities</b>	<b>5,337,889</b>	<b>4,985,141</b>

<sup>(1)</sup> Tax effect associated with the recognition at fair value of the net assets and liabilities acquired in various business combinations and/or changes in the scope of consolidation.

<sup>(2)</sup> Tax effect of applying different depreciation and amortisation rates for tax and accounting purposes.

<sup>(3)</sup> Including EUR 170,979 thousand (2019: EUR 164,841 thousand) due to the application of the cash basis of accounting in relation to the revenue associated with the arrangements with grantors in Spain, EUR 51,051 thousand (2019: EUR 68,598 thousand) relating to the financial assets associated with the concession arrangements of the Argentine companies **Ausol** and **Gco** and additionally in 2020 EUR 35,643 thousand corresponding to the tax effect arising from the tax measures approved in the Spanish State Budget Law for 2021, modifying the full exemption applicable to dividends received from investees (see Note 3-k).

The detail of the deferred tax liabilities recognised at 31 December 2020 and 2019 in relation to the tax effect associated with the recognition at fair value of the net assets and liabilities acquired in various business combinations and/or changes in the scope of consolidation is as follows:

	Inclusion	<b>2020</b>	<b>2019</b>
Acquisition of 51.26% of the <b>Rco</b> Group <sup>(1)</sup>	2020	944,711	-
Spain <sup>(2)</sup>	2019	624,067	748,895
France <sup>(2)</sup>	2019	1,932,193	2,139,190
Italy <sup>(2)</sup>	2019	19,998	64,308
Brazil <sup>(2)</sup>	2019	(6,282)	73,327
Chile <sup>(2)</sup>	2019	1,084,253	1,206,190
Puerto Rico <sup>(2)</sup>	2019	69,450	78,005
India <sup>(2)</sup>	2019	14,215	23,526
Other toll roads <sup>(2)</sup>	2019	-	145
		<b>4,682,605</b>	<b>4,333,586</b>

<sup>(1)</sup> Corresponding to the tax effect associated with the recognition at fair value of the net assets and liabilities acquired in various business combinations and/or changes in the scope of consolidation in 2020.

<sup>(2)</sup> The tax effect of recognising at fair value the net assets acquired and liabilities assumed, together with the effect of the merger of **Abertis** with Abertis Participaciones performed with effect for accounting purposes on 1 January 2019 (see Notes 1 and 6 to the consolidated financial statements for 2019).

#### d) Current tax liabilities

The detail of "Current Tax Liabilities" at 31 December 2019 and 2018 is as follows:

	2020	2019
VAT payable	112,709	124,706
Income tax payable	53,255	161,270
Accrued social security taxes payable	5,067	5,414
Personal income tax withholdings	4,998	2,961
Deferred output VAT	4,132	-
Other taxes	20,964	23,501
<b>Current tax liabilities</b>	<b>201,125</b>	<b>317,852</b>

The caption "Income tax payable" includes the account payable for income tax of the Group companies with tax residence outside of Spain (companies with tax residence in Spain are taxed under the tax consolidation regime whose parent company is Abertis HoldCo, SA, see Notes 11.ii and 16), and its reduction in the year is due to the reduction in the taxable income of these companies as a consequence of the reduction in activity for the year derived from the impact of Covid-19.

#### 18. PROVISIONS

The breakdown of "Long-Term Provisions" and "Short-Term Provisions" is as follows:

	31 December 2020			31 December 2019		
	Long-term provisions	Short-term provisions	Total	Long-term provisions	Short-term provisions	Total
Provisions for employee benefit obligations	i) 102,735	71,746	174,481	163,860	25,273	189,133
Other provisions	ii) 1,253,948	361,795	1,615,743	1,022,746	343,475	1,366,221
<b>Provisions</b>	<b>1,356,683</b>	<b>433,541</b>	<b>1,790,224</b>	<b>1,186,606</b>	<b>368,748</b>	<b>1,555,354</b>

## i) Employee benefit obligations

The detail of "Provisions for Employee Benefit Obligations" is as follows:

		31 December 2020			31 December 2019		
		Long-term provisions	Short-term provisions	Total	Long-term provisions	Short-term provisions	Total
Pension obligations	a	62,933	3,832	66,765	65,236	2,365	67,601
Other obligations	b	22,331	2,092	24,423	11,807	2,187	13,994
Employee termination plan obligations	c	17,471	65,822	83,293	86,817	20,721	107,538
<b>Provisions for employee benefit obligations</b>		<b>102,735</b>	<b>71,746</b>	<b>174,481</b>	<b>163,860</b>	<b>25,273</b>	<b>189,133</b>

### a) Pension obligations

Among the obligations to their employees, various Group companies in Spain sponsor defined contribution employment-based pension plans and/or have defined contribution and/or defined benefit pension obligations, arranged through insurance policies, as provided for in the legislation governing the externalisation of pension obligations.

Abroad, various Group companies have defined contribution and/or defined benefit obligations to their employees. These obligations are instrumented through external entities, except in countries where local legislation allows internal allowances to be set up.

The economic-actuarial information on the existing liability for the various Group companies' pension obligations to their employees is as follows:

### i) Defined contribution obligations

EUR 5,961 thousand were recognised as staff costs in the consolidated statement of profit or loss for the year in relation to defined contribution obligations (2019: EUR 6,591 thousand) (see Note 20-c).

ii) Defined benefit obligations

Except in countries where local legislation allows internal allowances to be set up, pension obligations are instrumented through insurance policies or separate entities, in accordance with the applicable legislation in each country, and are not included in the balance sheet. However, this line item includes the obligations and the related plan assets in cases in which the legal or constructive obligation to provide the benefits agreed upon is retained.

In relation to obligations of this nature, at 31 December 2020 (as at 31 December 2019, except in the case of Mexico, which was included in 2020), **Abertis** had pension obligations relating to defined benefit plans in the following countries:

- In Spain, **Abertis**, **Aumar** (until 2019), **Acesa**, **Invicat** and **Aucat** have pension obligations arising from retirement bonuses regulated in collective agreements. These obligations are financed externally pursuant to local legislation.
- In France, the **Hit/Sanef** subgroup companies and **Emovis** and **Eurotoll** offer retirement bonuses corresponding to a legal obligation (IFC: Indemnité de Fin de Carrière). In addition, **Sapn** has a healthcare plan for retired former employees.
- In Italy, **A4** offers termination indemnities corresponding to a legal obligation (TFR: Trattamento di fine Rapporto). Since 1 July 2007, the benefit rights of employees of companies in the subgroup with more than 50 employees are covered by other external systems (National Social Security Institute (INPS) or a defined contribution pension plan) and, therefore, the TFR plan does not offer additional rights for services beyond this date at those companies. The TFR is not externally financed.
- In Mexico, **Rco** offers a length-of-service premium and an indemnity payment corresponding to a legal obligation.

In relation to the aforementioned defined benefit obligations of the various Group companies to their employees, the reconciliation of the beginning and ending balances of the actuarial present value of these obligations is as follows:

	<b>2020</b>	<b>2019</b>
<b>At 1 January</b>	68,891	68,497
Current service cost	2,957	2,789
Interest cost	421	990
Past service entitlements <sup>(1)</sup>	(421)	-
Effects of changes in demographic assumptions	(315)	(84)
Effects of changes in financial assumptions	(250)	2,815
Experience adjustments	(295)	(2,403)
Benefits paid	(4,325)	(3,713)
Changes in the scope of consolidation and business combinations <sup>(2)</sup>	1,347	-
Translation differences <sup>(3)</sup>	107	-
<b>At 31 December</b>	<b>68,117</b>	<b>68,891</b>

<sup>(1)</sup> In Spain, as a result of the furlough-type arrangement implemented due to the Covid-19 situation, employee departures occurred in which the employees were not entitled to any retirement bonus, and the related period income was recognised under "Past Service Entitlements".

<sup>(2)</sup> Impact in 2020 due to the acquisition of the **Rco** group (see Notes 2-h and 5).

<sup>(3)</sup> Impact in 2020 due to the year-end appreciation of the Mexican peso regarding the exchange rate on the date of takeover.

The reconciliation of the beginning and ending balances of the actuarial fair value of the plan assets is as follows:

	<b>2020</b>	<b>2019</b>
<b>At 1 January</b>	1,290	1,453
Expected return on plan assets	-	9
Actual return on plan assets (minus the expected return)	24	51
Sponsor contributions	4,363	3,490
Benefits paid	(4,325)	(3,713)
<b>At 31 December</b>	<b>1,352</b>	<b>1,290</b>

At 31 December 2020 (as at 31 December 2019), the Group had not recognised any plan assets relating to insurance policies taken out with related entities.

The changes in 2020 and 2019 in the liability recognised in the consolidated balance sheet are as follows:

	<b>2020</b>	<b>2019</b>
<b>At 1 January</b>	67,601	67,044
Plan assets at related companies	-	-
<b>Net obligation at 1 January</b>	67,601	67,044
Increase with a charge to:		
profit or loss (Note 20-c)	2,957	3,770
equity	(884)	277
Sponsor contributions	(4,363)	(3,490)
Changes in the scope of consolidation and business combinations <sup>(1)</sup>	1,347	-
Translation differences <sup>(2)</sup>	107	-
<b>Net obligation at 31 December</b>	<b>66,765</b>	<b>67,601</b>
Plan assets at related companies	-	-
<b>At 31 December</b>	<b>66,765</b>	<b>67,601</b>

<sup>(1)</sup> Impact in 2020 due to the acquisition of the **Rco** group (see Notes 2-h and 5).

<sup>(2)</sup> Impact in 2020 due to the year-end appreciation of the Mexican peso regarding the exchange rate on the date of takeover.

The total amount accumulated in equity as a result of changes in calculation assumptions (effects of changes in demographic assumptions, effects of changes in financial assumptions and experience adjustments) is an accumulated gain of EUR 607 (2019: accumulated loss of EUR 277 thousand, due to the impact of the obtainment of control of **Abertis** and its subsequent merger with Abertis Participaciones detailed in Notes 6 and 15-a to the consolidated financial statements for 2019).

The detail of the wholly or partly funded obligations and of the unfunded obligations at 31 December is as follows:

	<b>2020</b>	<b>2019</b>
Wholly or partly funded obligations	1,231	1,795
Unfunded obligations	66,886	67,096
<b>Obligations</b>	<b>68,117</b>	<b>68,891</b>



The detail of the total expense recognised in the consolidated statement of profit or loss and in the consolidated statement of comprehensive income is as follows:

	<b>2020</b>	<b>2019</b>
Current service cost	2,957	2,789
Net interest cost	421	981
Past service entitlements <sup>(1)</sup>	(421)	-
<b>Total expense/(income) recognised in profit or loss (Note 20-c)</b>	<b>2,957</b>	<b>3,770</b>
Effects of changes in demographic assumptions	(315)	(84)
Effects of changes in financial assumptions	(250)	2,815
Experience adjustments	(295)	(2,403)
Actual return on plan assets (minus the expected return)	(24)	(51)
<b>Total expense/(income) recognised in other comprehensive income</b>	<b>(884)</b>	<b>277</b>
<b>Total expense/(income) recognised for accounting purposes</b>	<b>2,073</b>	<b>4,047</b>

<sup>(1)</sup> In Spain, as a result of the furlough-type arrangement implemented due to the Covid-19 situation, employee departures occurred in which the employees were not entitled to any retirement bonus, and the related period income was recognised under "Past Service Entitlements".

The detail of the proportion of the fair value of the plan assets represented by each asset is as follows:

	<b>2020</b>	<b>2019</b>
Asset-backed securities - insurance policies	100%	100%
	<b>100%</b>	<b>100%</b>

At 31 December 2020 (as at 31 December 2019), all the assets related to guaranteed interest rate group insurance policies and profit-sharing.

For obligations financed through insurance contracts, the entity is not exposed to unusual market risks and it does not need to apply asset-liability matching strategies or longevity swaps. For the other obligations, the Group does not have any asset-liability matching strategies, as there are no plan assets. Similarly, there are no transferable financial instruments held as plan assets or plan assets that are property occupied by the entity.

The Group does not have any responsibilities for the governance of the plans, apart from participating in the negotiation of collective agreements that determine the benefits to be paid and in the settlement of the required contributions.

The actuarial assumptions (demographic and financial) used are the best estimates of 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:

	<b>2020</b>	<b>2019</b>
Pension obligations in Spain:		
Discount rate (based on type of obligation)	0.00%	0.0%
Percentage salary increase (based on type of obligation)	1.50%	2.00%
Mortality tables	PERMF200p	PERMF200p
Disability tables	InvAbs_OM77	InvAbs_OM77
Pension obligations in France:		
Discount rate (based on type of obligation)	0.50%	0.50%
Percentage salary increase (based on type of obligation)	2.00%	2.00%
Mortality tables	TGHG/F 2005	TGHG/F 2005
Disability tables	-	-
Pension obligations in Italy:		
Discount rate (based on type of obligation)	0.00%	0.50%
Percentage salary increase (based on type of obligation)	n/a	n/a
Mortality tables	IP55	RG48
Disability tables	INPS	INPS
Pension obligations in Mexico:		
Discount rate (based on type of obligation)	8.25%	-
Percentage salary increase (based on type of obligation)	4.00%-5.00%	-
Mortality tables	EMSA2009	-
Disability tables	IMSS1997	-

The discount rate used in the eurozone was determined on the basis of the "iboxx AA" corporate bond rate curve at 31 December 2020, based on the duration of the obligations (as in 2019).

In the case of Mexico, the discount rate used was determined based on a zero-coupon government bond curve, recognising the effect of the corporate bond surcharge through the spread of a sample of AAA corporate bonds, i.e., the discount rate is the sum of the zero-coupon rate and the median value of the AAA corporate spread.

It should also be noted that for the main defined benefit plans the estimated sensitivity of the obligation recorded at year-end to a 50 bp change (in the variables shown below) would be:

	<b>2020</b>	<b>2019</b>
Discount rate	5.5% - 5.0%	5.0% - 4.7%
Percentage salary increase	3.7% - 4.0%	3.7% - 4.0%

There were no changes in the methods and assumptions used for the sensitivity analysis with respect to the preceding year. The method used to perform the sensitivity analysis was the projected unit credit method, changing each assumption while keeping the others constant.

No contributions are expected to be made in 2021.

Lastly, the weighted average duration of the defined benefit obligations at 2020 year-end is 10.4 years (2019 year-end: 9.6 years).

*b) Other obligations*

Together with the aforementioned obligations, several Group companies have long-term obligations to their employees in the form of incentives to attain the business targets established in the 2019-2021 Plan, length of service bonuses and vacation pay, also regulated in the collective agreements, after a given number of years of uninterrupted service and other requirements have been achieved. With regard to the measurement of these obligations, a liability totalling EUR 24,423 thousand (2019: EUR 13,994 thousand) is included under this heading in the consolidated balance sheet, and the non-current liability recognised in this connection amounts to EUR 22,331 thousand (2019: EUR 11,807 thousand).

The changes in these obligations include mainly the period provision for the obligation associated with the "2019-2021 Incentive Plan" and the impact for the consolidation of **Rco** in 2020.

The staff costs recognised in 2020 in relation to these obligations amounted to EUR 13,682 thousand, being incremented for the consolidation of **Rco** in 2020 (2019: EUR 8,103 thousand) (see Note 20-c).

c) *Employee termination plan obligations*

The changes in the provisions for employee termination plan obligations were as follows:

	2020			2019		
	Long-term provisions	Short-term provisions	Total	Long-term provisions	Short-term provisions	Total
<b>At 1 January</b>	86,817	20,721	107,538	80,867	35,435	116,302
Charge to consolidated statement of profit or loss (period provisions)	3,290	-	3,290	4,644	-	4,644
Amount taken to profit or loss	-	(36,935)	(36,935)	-	(19,769)	(19,769)
Transfers	(72,636)	82,036	9,400	1,306	5,055	6,361
<b>At 31 December</b>	<b>17,471</b>	<b>65,822</b>	<b>83,293</b>	<b>86,817</b>	<b>20,721</b>	<b>107,538</b>

It should be noted in relation to the obligations assumed by the Group to employees as a result of employment termination plans that at 31 December 2020 provisions had been recognised amounting to EUR 83 million (31 December 2019: EUR 108 million) in connection with the various toll road modernisation plans in progress (primarily in Spain, France and Italy) associated with the various efficiency plans implemented by the Group, and to meet the future employee benefit obligations associated with the end of certain concessions.

ii) **Other provisions**

The detail of "Other Provisions" is as follows:

		31 December 2020			31 December 2019		
		Long-term provisions	Short-term provisions	Total	Long-term provisions	Short-term provisions	Total
Provisions required under IFRIC 12 (*)	a	748,369	296,591	1,044,960	506,672	289,850	796,522
Other provisions	b	505,579	65,204	570,783	516,074	53,625	569,699
<b>Other provisions</b>		<b>1,253,948</b>	<b>361,795</b>	<b>1,615,743</b>	<b>1,022,746</b>	<b>343,475</b>	<b>1,366,221</b>

(\*) Mainly provisions for road surfaces, maintenance cycles and major overhauls.

The changes in the long- and short-term provisions in 2019 and 2018 were as follows:

	2020					
	Long-term provisions			Short-term provisions		
	Provisions required under IFRIC 12	Other provisions	Total	Provisions required under IFRIC 12	Other provisions	Total
<b>At 1 January</b>	506,672	516,074	1,022,746	289,850	53,625	343,475
Changes in the scope of consolidation and business combinations	290,385	41,620	332,005	17,948	1,206	19,154
Charge to the consolidated statement of profit or loss:						
- Period provisions/(reversals)	148,589	10,852	159,441	19,862	(6,286)	13,576
- Interest cost (see Note 20-e)	19,025	6,518	25,543	635	5	640
Transfers <sup>(1)</sup>	(209,179)	(53,766)	(262,945)	206,521	47,356	253,877
Amount taken to profit or loss	-	-	-	(213,853)	(29,859)	(243,712)
Other	348	-	348	12	-	12
Exchange differences	(7,471)	(15,719)	(23,190)	(24,384)	(843)	(25,227)
<b>At 31 December</b>	<b>748,369</b>	<b>505,579</b>	<b>1,253,948</b>	<b>296,591</b>	<b>65,204</b>	<b>361,795</b>

<sup>(1)</sup> The net transfers in 2020 amounting to EUR 9,068 thousand relate mainly to provisions for the end a of the Acesa and Invicat concessions transferred to "Employee Termination Plan Obligations" (see section i.c) of this same Note).

	2019					
	Long-term provisions			Short-term provisions		
	Provisions required under IFRIC 12	Other provisions	Total	Provisions required under IFRIC 12	Other provisions	Total
<b>At 1 January</b>	498,637	539,725	1,038,362	204,101	87,543	291,644
Changes in the scope of consolidation and business combinations <sup>(1)</sup>	670	-	670	1,768	-	1,768
Charge to the consolidated statement of profit or loss:						
- Period provisions/(reversals)	164,402	7,864	172,266	8,254	(1,345)	6,909
- Interest cost (see Note 20-e)	29,202	2,510	31,712	1,508	1,361	2,869
Transfers <sup>(2)</sup>	(185,883)	(32,427)	(218,310)	326,962	34,072	361,034
Amount taken to profit or loss	-	-	-	(250,143)	(67,237)	(317,380)
Other	3,248	-	3,248	2,807	-	2,807
Exchange differences	(3,604)	(1,598)	(5,202)	(5,407)	(769)	(6,176)
<b>At 31 December</b>	<b>506,672</b>	<b>516,074</b>	<b>1,022,746</b>	<b>289,850</b>	<b>53,625</b>	<b>343,475</b>

<sup>(1)</sup> The additions in 2019 due to changes in the scope of consolidation and business combinations relate to the impact of the obtainment of control of **Trados**.

<sup>(2)</sup> The net transfers in 2019 amounting to EUR 142,724 thousand relate mainly to the investment obligation of **Sol** to carry out the work described in Note 7 amounting to EUR 150,112 thousand transferred to "Other Current Liabilities" (see Note 19).

The changes in 2020 arising from changes in the scope of consolidation and business combinations relate to:

- The impact of the acquisition and obtainment of control of the Mexican company **Rco** (provisions required under IFRIC 12 amounting to EUR 257,252 thousand and other provisions amounting to EUR 42,826 thousand, see Notes 2-h and 5.i).
- The impact of the acquisition and obtainment of control of the US company **Erc** (provisions required under IFRIC 12 amounting to EUR 51,081 thousand, see Notes 2-h and 5.ii).

The exchange differences that arose in 2020 were due mainly, on the one hand, to the decrease in the year-end exchange rate of the Brazilian real and the Chilean peso and, on the other hand, to the appreciation of the Mexican peso since the date of takeover of **Rco** subgroup (2019: also due mainly to the decrease in the year-end exchange rate of those currencies, except for the Mexican peso, which only had an effect on the exchange differences in 2020).

#### **a) Provisions required under IFRIC 12**

“Provisions Required under IFRIC 12” relates to the provision associated with future work, essentially road surfaces (in concessions accounted for using the intangible asset or bifurcated model), that the Group’s concession operators are required to carry out as a result of the use of the infrastructure in order to maintain and restore it.

These provisions are recognised on the basis of the best estimate of future disbursements required to carry out the next cycle of work on the infrastructure, with the provisions being systematically recognised during each cycle with a charge to the consolidated statement of profit or loss on the basis of the usage of the infrastructure (with an average duration at each of the concessions of between seven and ten years) until the work is actually carried out. These future disbursements are estimated on the basis of technical studies, the quantification of which is subject, inter alia, to the condition of the infrastructure when the work is performed and to fluctuations in construction service price indexes. Consequently, the annual cash outflows associated with these provisions vary according to the duration of each work cycle, and it is estimated that provisions of approximately EUR 314 million will be used in 2020.

## b) Other provisions

The other long-term provisions at 31 December 2020 (as at 31 December 2019) include mainly:

- Provisions, estimated in the same manner as the provision described above, for replacement or substitution as a result of the expiry of the various concessions. Consequently, the cash outflows arising in this connection are tied to the work to be carried out at the end of each of the Group's concessions and, therefore, such outflows are not expected to be significant in the coming years.
- The provision in relation to the possible liabilities associated with the obligations acquired vis-à-vis the creditors of Alazor (see Note 8.i), the balance of which at 31 December 2020 amounted to EUR 228 million following the refund in 2017 of the amounts executed in 2016 (31 December 2019: also EUR 228 million). In connection with this provision, the amount and timing of the disbursement ultimately made will depend on the outcome of any processes that may arise as a result of the guarantees given.

## 19. OTHER FINANCIAL AND NON-FINANCIAL LIABILITIES

The breakdown of "Non-Current Liabilities - Other Financial Liabilities", "Non-Current Liabilities - Other Liabilities", "Current Liabilities - Other Financial Liabilities" and "Current Liabilities - Other Liabilities" is as follows:

	31 December 2020		31 December 2019	
	Long-term provisions	Short-term provisions	Long-term provisions	Short-term provisions
Other financial liabilities	181,505	102,435	175,313	103,612
Other liabilities	161,955	77,954	183,644	93,339
<b>Other liabilities</b>	<b>343,460</b>	<b>180,389</b>	<b>358,957</b>	<b>196,951</b>

At 31 December 2020, "Non-Current Liabilities - Other Liabilities" includes mainly:

- The revised value of the contributions that the toll road concession operators in the **Hit/Sanef** subgroup must make to the French Government pursuant to the agreements entered into within the framework of "Plan Relance" for French toll roads (EUR 106 million at 31 December 2020 and EUR 117 million at 31 December 2019).
- The amount payable by **Aulesa** to the Spanish Government (EUR 45 million at 31 December 2019 and EUR 44 million at 31 December 2018) by virtue of the participating loans granted by it.
- The amount payable by **Túnel**s to the Catalonia Autonomous Community Government, the present value of which at 31 December 2020 was EUR 65 million (31 December 2019: EUR 62 million) in relation, on the one hand, to the fee of EUR 120 million payable at the end of the concession term (December 2037) and, on the other, the additional fee (also payable in 2037) recognised in 2013 and 2014 as a result, as established in the concession arrangement, of net toll revenue in said years exceeding the projections in the Economic and Financial Plan.
- Pursuant to IFRS 16, since 1 January 2019 the present value of the fixed payments to be made at more than 12 months under finance leases in force (discounted at the interest rate implicit in the lease) amounting to EUR 71,773 thousand (2019: EUR 66,970 thousand).

In addition, at 31 December 2020 "Current Liabilities - Other Liabilities" includes mainly:

- The balances of **Gco** and **Ausol** relating to the work planned for future years with the funds obtained from third parties -RAE- pursuant to the concession arrangement described in Note 25-c) amounting to EUR 52 million (2019: EUR 74 million) (see Note 11.v).
- The balance payable to the Government by the subsidiary **Acesa** as a result of the obligation acquired under the merger agreement with the previous operator of the concession for the Montmeló-El Papiol stretch of the related toll road (EUR 20,973 thousand at both 31 December 2020 and 31 December 2019).
- Pursuant to IFRS 16, since 1 January 2019 the amount of the fixed payments to be made in the next 12 months under finance leases in force amounting to EUR 19,141 thousand (2019: EUR 20,881 thousand).



## 20. INCOME AND EXPENSES

### a) Services

The breakdown of "Services" by category is as follows:

	2020	2019
Toll road revenue <sup>(1)</sup>	3,782,697	5,133,316
Toll reductions and volume rebates	(28,684)	(64,782)
Other services	188,107	153,219
<b>Services</b>	<b>3,942,120</b>	<b>5,221,753</b>

<sup>(1)</sup> Including, in the case of the Chilean companies, the toll road revenue net of the period provision for doubtful debts relating to the amount of toll revenue that foreseeably will not be collected (CLP -44,971,084 thousand in 2020 compared with CLP -28,698,394 thousand in 2019 corresponding mainly to Autopista Central in Chile, equal to EUR -49,747 thousand and EUR -36,446 thousand, respectively).

The toll road revenue in 2020 was adversely affected, mainly, by (i) the significant fall in traffic in all the countries in which the Group operates as a result of the economic crisis triggered by the current Covid-19 pandemic (a decrease in traffic of -21.4% in comparison with 2019), (ii) the reduction in the scope of consolidation due to the expiry of **Aumar**, **Centrovias** and **Autovias** in December 2019, June 2020 and July 2019, respectively, and the depreciation at 31 December 2020 of the average exchange rates experienced by all the currencies in which the Group operates. However, all of the above was offset in part by (i) the effects of the new scope of consolidation following the inclusion of **Rco** (the inclusion of **Erc** became effective on 30 December 2020 and, accordingly, had no impact on the aggregates for the current year) and, (ii) the increase in tolls in the various concessions.

### 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, indemnity payment collections, etc.

### c) Staff costs

The detail of "Staff Costs" is as follows:

	<b>2020</b>	<b>2019</b>
Wages and salaries	324,618	365,657
Social security contributions	97,862	112,398
Pension costs:		
Defined contribution plans (Note 18.i.a.i)	5,961	6,591
Defined benefit plans (Note 18.i.a.ii)	2,957	3,770
Cost of other long-term obligations (Note 18.i.b)	13,682	8,103
Other employee welfare expenses	38,889	66,199
<b>Staff costs</b>	<b>483,969</b>	<b>562,718</b>

The decrease in "Staff Costs" was due mainly to the cost reduction measures to face the impact of the economic crisis triggered by the current Covid-19 pandemic and the depreciation at 31 December 2020 of the average exchange rates experienced by all the currencies in which the Group operates. These impacts were offset in part by the inclusion in the scope of consolidation of **Rco** (the inclusion of **Erc** became effective on 30 December 2020 and, accordingly, had no impact on the aggregates for the current year), which also gave rise to an increase in the average number of employees at **Abertis**.

The average number of employees at **Abertis** and its subsidiaries in 2020 and 2019, by category and gender, is as follows:

	<b>2020</b>			<b>2019</b>		
	Men	Women	Total	Men	Women	Total
Employees (average)						
Permanent employees:						
- Chief Executive Officer	1	-	1	1	-	1
- Senior managers	76	19	95	81	22	103
- Middle management and junior managers	689	265	954	695	256	951
- Other employees	7,183	4,564	11,747	7,099	4,477	11,576
Temporary employees	183	162	345	188	171	359
<b>Average number of employees</b>	<b>8,132</b>	<b>5,010</b>	<b>13,142</b>	<b>8,064</b>	<b>4,926</b>	<b>12,990</b>

In addition, the final number of employees at **Abertis** and its subsidiaries at 31 December 2020 and 2019, by category and gender, is as follows:

Employees (final)	2020			2019		
	Men	Women	Total	Men	Women	Total
Permanent employees:						
- Chief Executive Officer	1	-	1	1	-	1
- Senior managers	78	19	97	72	21	93
- Middle management and junior managers	696	276	972	697	255	952
- Other employees	7,785	4,936	12,721	7,304	4,705	12,009
Temporary employees	246	222	468	251	211	462
<b>Final number of employees</b>	<b>8,806</b>	<b>5,453</b>	<b>14,259</b>	<b>8,325</b>	<b>5,192</b>	<b>13,517</b>

The increase in the final number of employees at the Group is due mainly to the obtainment of control of the **Rco** and **Erc** subgroups in 2020 (see Note 5).

Also, it should be noted that the shareholders at the Extraordinary General Meeting held on 10 December 2018 set the number of members of the Board of Directors of **Abertis** at five or nine. At 31 December 2020 (as at 2019 year-end), the aforementioned Board of Directors had five members, all of whom were men, with all the seats on the Board occupied.

#### d) Other operating expenses

The detail of the main items of "Other Operating Expenses" in 2020 and 2019 is as follows:

	2020	2019
Upkeep activities and other operating expenses	531,429	588,603
Local taxes other than income tax	240,825	287,137
Rent and royalties	64,979	84,291
Other expenses	154,794	178,296
<b>Other operating expenses</b>	<b>992,027</b>	<b>1,138,327</b>

In addition to the efficiency plans applied by the Group, as with the staff costs, the fall in other operating expenses was due mainly to the cost reduction measures to face the impact of Covid-19 on economic activity and the depreciation at 31 December 2020 experienced by the average exchange rates of all the currencies in which the Group operates. These impacts were offset in part by the inclusion in the scope of consolidation of **Rco** (the inclusion of **Erc** became effective on 30 December 2020 and, accordingly, had no impact on the aggregates for the current year).

## e) Financial loss

The detail of the finance income and costs is as follows:

	<b>2020</b>	<b>2019</b>
- Interest and other income	68,430	46,518
- Derivative financial instruments:		
Cash flow hedges	22,117	21,170
Fair value hedges	-	-
Hedges of a net investment in a foreign operation	-	801
- Dividends	1,667	4,308
- Financial compensation and other income (Note 11.i)	196,936	186,157
- Income from compensation pursuant to Section B of Schedule 3 of Royal Decree 457/2006 (Note 11.i)	15,410	14,469
- Impairment losses and loss allowances for expected credit losses reversed (Note 13.vii)	238,001	-
- Exchange gains <sup>(1)</sup>	183,146	239,741
<b>Finance income</b>	<b>725,707</b>	<b>513,164</b>
- Interest on bank loans and other <sup>(2)</sup>	(707,344)	(592,065)
- Derivative financial instruments:		
Cash flow hedges	(54,070)	(34,969)
Fair value hedges	-	-
Hedges of a net investment in a foreign operation	(3,123)	(16,615)
- Interest cost relating to provisions required under IFRIC 12 and other provisions (Note 18.ii)	(26,183)	(34,581)
- Interest cost relating to other financial liabilities (Note 19)	(10,838)	(9,370)
- Termination costs due to refinancing (Note 14)	(56,451)	(24,649)
- Provision for loans and guarantees granted to associates and other financial assets (Note 11.ii)	-	(1,263)
- Impairment losses and loss allowances for expected credit losses recognised and financial impact for changes in financial assets under IFRS12 (Note 13.vii)	(377,219)	(137,198)
- Impact of hyperinflation (IAS 29) <sup>(3)</sup>	(57,880)	(147,044)
- Exchange losses	(180,208)	(131,310)
<b>Finance costs</b>	<b>(1,473,316)</b>	<b>(1,129,064)</b>

<sup>(1)</sup> In 2020 and 2019 the exchange gains relate mainly to the impact of the depreciation of the Argentine peso against the US dollar as a result of the agreement described in Note 25-c.

<sup>(2)</sup> The total of "Interest on Bank Loans and Other" includes, on the one hand, a reduction of EUR 234,370 thousand (2019: EUR 280,931 thousand) in borrowing costs following the revaluation of the bank borrowings due to the merger of **Abertis** with Abertis Participaciones and an increase of EUR 101,720 thousand in financial expenses due to the obtainment of control of the **Rco** subgroup in 2020 and, on the other hand, an increase of EUR 134,083 thousand (2019: EUR 103,179 thousand) in borrowing costs as a result of the assumption, in March 2019, of the borrowings of HoldCo, S.A.

<sup>(3)</sup> Loss on the net monetary position of the Argentine companies **Gco** and **Ausol**, which operate in a hyperinflationary economy, derived, in accordance with IAS 29, as the difference resulting from the restatement of non-monetary assets, owners' equity and items in the statement of comprehensive income and the adjustment of index linked assets and liabilities.

Also, the detail of "Changes in Fair Value of Financial Instruments" in the consolidated statement of profit or loss is as follows:

	2020				2019			
	Cash flow hedges and hedges of a net investment in a foreign operation <sup>(1)</sup>	Fair value hedges	I. Derivatives not qualifying for hedge accounting and other	Total	Cash flow hedges and hedges of a net investment in a foreign operation <sup>(1)</sup>	Fair value hedges	I. Derivatives not qualifying for hedge accounting and other	Total
- Changes in the fair value of derivative financial instruments	5,823	-	-	5,823	6,426	-	-	6,426
- Changes in the fair value of hedged debt	-	-	-	-	-	-	-	-
- Changes in the fair value of equity instruments and other	-	-	-	-	-	-	-	-
	<b>5,823</b>	-	-	<b>5,823</b>	<b>6,426</b>	-	-	<b>6,426</b>

<sup>(1)</sup> Amount recognised as a financial asset/liability with a balancing entry in the consolidated statement of profit or loss for the year corresponding to the ineffective portion of the cash flow hedges and hedges of a net investment in a foreign operation.

Also, it should be noted that the net financial loss for 2020 includes a positive gross impact, net of the costs associated with the transactions, of EUR 35,401 thousand associated with the sale in 2020 of 19.67% of the share capital of Alis, recognised under "Net Gains (Losses) on Disposals of Financial Instruments" in the consolidated statement of profit or loss.

## 21. CONTINGENCIES, COMMITMENTS AND OBLIGATIONS

### i) Contingencies

The detail of the Group's guarantees to third parties provided by banks, which are not expected to give rise to significant costs, is as follows:

	31 December 2020	31 December 2019
For operating obligations and commitments	289,967	287,899
For other obligations and commitments <sup>(1)</sup>	275,508	279,923
	<b>565,475</b>	<b>567,822</b>

<sup>(1)</sup> Basically for obligations and commitments associated with investments and financing, etc.

The decrease in the year was due mainly to the depreciation of the exchange rate at 2020 year-end of Argentine peso, the Chilean peso and the US dollar, offsetting the impact of the increase in the scope of consolidation arising from the acquisition of **Rco** (see Note 2-h).

As at 2019 year-end, the subsidiary **Aumar** has undertaken to provide guarantees for its investee Ciralsa amounting to EUR 4,987 thousand; a provision was recognised in this connection in 2015. Also, **Abertis** has undertaken to provide guarantees for its subsidiary **Aulesa** amounting to EUR 27 million in relation to a financing agreement entered into by the latter (2019: EUR 28 million).

Also, **Abertis** acts as guarantor in relation to the operating agreements entered into by Emovis for EUR 46,723 thousand (2019: EUR 48,943 thousand) and by Eurotoll for EUR 4,633 thousand (2019: EUR 5,660 thousand).

In addition, 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 achievement of financial ratios should occur and in order to service debts and cover certain additional costs for which financing is not available. Provisions were recognised in prior years for the best estimate of all the possible liabilities associated with these commitments assumed and guarantees provided (see Note 8.i).

Lastly, it should be noted that at 31 December 2020 the concession operators in the **Arteris** subgroup that were granted concessions by the Brazilian Government have in progress with the grantor certain notices and/or other negotiations, relating primarily to these companies' normal liability within the framework of the bidding for, and performance and termination of, their concession arrangements, for a total combined amount of BRL 1,761 million (2019 year-end: BRL 1,353 million, equal, at the end of the respective periods, to approximately EUR 276 million and EUR 307 million), as well as various other legal proceedings, the unfavourable resolution of which to the interests of the Group is deemed possible, totalling BRL 98 million (2019 year-end: BRL 63 million, equal to approximately EUR 15 million and EUR 14 million at the end of the respective reporting periods), and it is considered that they will not give rise to other liabilities at the date of authorisation for issue of these consolidated financial statements that might give rise to material cash outflows other than those described in Note 18.

The contingencies detailed in Note 17 in relation to potential tax contingencies that might arise should also be taken into consideration.

## ii) Commitments and obligations

In addition to the property, plant and equipment, intangible asset and financial asset model concession investment commitments indicated in Notes 6, 7 and 11, respectively, at 31 December 2020 the Group had the following commitments and obligations:

- As part of the agreement with the French Government for "Plan Relance" for French toll roads, the shareholders of the French concession operators resolved to create a fund to develop infrastructure of a clearly environmental nature ("Fonds de Modernisation Ecologique des Transports", FMET). At 2020 year-end, the contribution of **Abertis** as the sole shareholder of the French subgroup **Hit/Sanef** is estimated at around EUR 50 million, which will be paid as the various investment projects to be carried out are approved. In the year ended 31 December 2020, contributions of EUR 2,475 thousand were made in this connection (2019: EUR 2,875 thousand), and the accumulated contributions at 2020 year-end amount to EUR 10,275 thousand (2019: EUR 7,800 thousand).

## 22. INFORMATION ON THE ENVIRONMENT

It is Group policy to pay maximum attention to environmental protection and conservation activities, and each investee adopts measures to minimise the environmental impact of the infrastructure that it manages in order to ensure the maximum degree of environmental integration of the infrastructure in their respective geographical areas.

In 2020 the Group's expenditure on improving the environment amounted to EUR 10,686 thousand (less than in 2019, EUR 25,428 thousand, due to Covid-19 impact on the actions), 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 visual and acoustic impact.
- Collection and removal of hazardous urban waste.
- Environmental impact studies, mainly in relation to the work to expand the capacity of the toll roads in Brazil.
- To a lesser extent, implementation of measures to optimise water management and energy consumption and reduce noise pollution.

## 23. SEGMENT REPORTING

The Group's various activities are organised and managed separately based on the geographical area of the infrastructure managed, with each operating segment (toll roads by geographical area) constituting a strategic business unit that manages different types of infrastructure in different markets. Consequently, the Group's decision-making bodies base their decision making on information broken down by operating segment.

Management has defined an operating segment as a group of assets and operations used for managing infrastructure subject to risks and rewards that are distinct from those managed by other business segments.

In this regard, the toll road segment identified includes the construction, maintenance and operation of toll roads under concession arrangements; management of toll road concessions in Spain and abroad; construction of road infrastructure and activities complementary to toll road construction, maintenance and operation.

It should be noted that **Abertis** manages its toll roads by dividing its operations into the following geographical areas: toll roads in Spain, toll roads in France, toll roads in Italy, toll roads in Brazil, toll roads in Chile, toll roads in Mexico (following the acquisition in 2020 of the **Rco** subgroup), toll roads in the United States (following the acquisition in 2020 of the **Erc** subgroup), toll roads in Puerto Rico, toll roads in Argentina and toll roads in the rest of the world.

Other includes mainly the activity carried on by the Parent (holding shares of the Group companies and managing those companies) and other companies that provide financing to Group companies.

The operating segments reported on obtain their revenue on the basis of the nature of the service provided, as described in Note 3-o, and their customers are the end users of the toll road infrastructure.

The directors, who constitute the Group's highest operating decision-making authority, analyse the results of each segment, down to the profit or loss from operations, given that this is the item from which operating expense and revenue can be directly attributed to, or reasonably distributed among, the segments.



The detail of the profit or loss from operations for the year of each segment and of the share of the profit or loss of the associates is as follows:

**31 December 2020**

	Toll roads Spain	Toll roads France	Toll roads Italy	Toll roads Brazil	Toll roads Chile	Toll roads Mexico <sup>(3)</sup>	Toll roads United States <sup>(4)</sup>	Toll roads Puerto Rico	Toll roads Argentina	Toll roads rest of the world	Other	Total
Services	887,133	1,448,792	308,969	421,562	331,200	229,176	-	118,673	84,284	112,104	227	3,942,120
Other income	7,257	25,003	23,402	11,063	38,586	833	-	2,960	-	1,458	966	111,528
<b>Operating income</b>	<b>894,390</b>	<b>1,473,795</b>	<b>332,371</b>	<b>432,625</b>	<b>369,786</b>	<b>230,009</b>	<b>-</b>	<b>121,633</b>	<b>84,284</b>	<b>113,562</b>	<b>1,193</b>	<b>4,053,648</b>
Operating expenses	(204,240)	(492,257)	(177,654)	(181,483)	(125,383)	(72,618)	(6,280)	(41,037)	(68,702)	(79,960)	(21,294)	(1,470,908)
Changes in provisions for infrastructure maintenance and restoration obligations	2,213	(6,800)	(2,618)	(14,174)	36,574	25,672	-	4,088	-	447	-	45,402
Changes in operating provisions and allowances	12,898	(2,662)	(2,079)	(4,212)	10	(39)	-	550	(1,394)	(2,933)	9	148
<b>Gross profit (loss) from operations</b>	<b>705,261</b>	<b>972,076</b>	<b>150,020</b>	<b>232,756</b>	<b>280,987</b>	<b>183,024</b>	<b>(6,280)</b>	<b>85,234</b>	<b>14,188</b>	<b>31,116</b>	<b>(20,092)</b>	<b>2,628,290</b>
Net construction revenue/expenses (excluding capitalised in-house costs) <sup>(1)</sup>	-	-	-	16,186	-	-	-	-	-	-	-	16,186
Depreciation and amortisation charge	(714,415)	(966,283)	(132,115)	(144,629)	(316,881)	(75,787)	-	(37,873)	(2,397)	(30,690)	(5,314)	(2,426,384)
Impairment losses on assets	-	-	(110,443)	(151,109)	-	-	-	-	-	-	-	(261,552)
<b>Profit (Loss) from operations</b>	<b>(9,154)</b>	<b>5,793</b>	<b>(92,538)</b>	<b>(46,796)</b>	<b>(35,894)</b>	<b>107,237</b>	<b>(6,280)</b>	<b>47,361</b>	<b>11,791</b>	<b>426</b>	<b>(25,406)</b>	<b>(43,460)</b>
Share of result of associates and joint ventures	20,823	(4,299)	671	-	-	-	-	-	-	(1,944)	-	15,251
Unallocated profits and losses <sup>(2)</sup>												(706,385)
<b>Loss before tax</b>												<b>(734,594)</b>

<sup>(1)</sup> Excluding in 2020 the impact of the capitalisation of in-house construction costs amounting to EUR 6,020 thousand and relating in full to France.

<sup>(2)</sup> Including mainly the interest income and expenses on borrowings, which are mostly managed by corporate central services, and the financial impact of the application of IFRIC 12.

<sup>(3)</sup> Corresponding to the eight-month contribution of the **Rco** subgroup, after **Abertis** acquired 51.26% of its share capital in the first six months of 2020 and subsequently an additional 1.86% (see Notes 2-h & 5-i).

<sup>(4)</sup> The **Erc** subgroup did not make a contribution in 2020, following the acquisition by **Abertis** of 55.20% of its share capital at the end of December 2020 (see Notes 2-h & 5.ii).

**31 December 2019**

	Toll roads Spain	Toll roads France	Toll roads Italy	Toll roads Brazil	Toll roads Chile	Toll roads Puerto Rico	Toll roads Argentina	Toll roads rest of the world	Other	Total
Services	1,507,428	1,780,299	406,101	622,769	492,489	158,016	130,068	124,238	345	5,221,753
Other income	21,098	26,089	23,176	1,993	61,286	3,662	160	1,419	629	139,512
<b>Operating income</b>	<b>1,528,526</b>	<b>1,806,388</b>	<b>429,277</b>	<b>624,762</b>	<b>553,775</b>	<b>161,678</b>	<b>130,228</b>	<b>125,657</b>	<b>974</b>	<b>5,361,265</b>
Operating expenses	(258,283)	(555,524)	(195,921)	(285,839)	(154,231)	(48,620)	(102,182)	(90,290)	(5,055)	(1,695,945)
Changes in provisions for infrastructure maintenance and restoration obligations	8,699	9,772	(2,182)	7,221	45,212	2,716	-	6,049	-	77,487
Changes in operating provisions and allowances	4,503	(2,151)	589	(7,632)	(23)	371	(1,330)	(613)	-	(6,286)
<b>Gross profit (loss) from operations</b>	<b>1,283,445</b>	<b>1,258,485</b>	<b>231,763</b>	<b>338,512</b>	<b>444,733</b>	<b>116,145</b>	<b>26,716</b>	<b>40,803</b>	<b>(4,081)</b>	<b>3,736,521</b>
Net construction revenue/expenses (excluding capitalised in-house costs) <sup>(1)</sup>	-	-	-	20,336	-	-	-	-	-	20,336
Depreciation and amortisation charge	(942,276)	(941,219)	(126,994)	(253,426)	(368,654)	(38,749)	(1,978)	(26,020)	(5,404)	(2,704,720)
Impairment losses on assets	-	-	46	-	-	-	-	(345)	-	(299)
<b>Profit (Loss) from operations</b>	<b>341,169</b>	<b>317,266</b>	<b>104,815</b>	<b>105,422</b>	<b>76,079</b>	<b>77,396</b>	<b>24,738</b>	<b>14,438</b>	<b>(9,485)</b>	<b>1,051,838</b>
Share of result of associates and joint ventures	2,995	(2,045)	(800)	-	-	-	-	(3,226)	-	(3,076)
Unallocated profits and losses <sup>(2)</sup>										(610,129)
<b>Profit before tax</b>										<b>438,633</b>

<sup>(1)</sup> Excluding in 2019 the impact of the capitalisation of in-house construction costs amounting to EUR 6,291 thousand and relating in full to France.

<sup>(2)</sup> Including mainly the interest income and expenses on borrowings, which are mostly managed by corporate central services, and the financial impact of the application of IFRIC 12.

The overall decrease in the operating aggregates of the Group's Toll roads was due mainly to (i) the fall in traffic in all the countries in which the Group operates as a result of the economic crisis triggered by the current Covid-19 pandemic (a negative impact on revenue of EUR 1,101 million and on EBITDA of EUR 958 million is estimated), (ii) the expiry at 2019 year-end of the **Aumar** toll road concession, as well as the expiry in June 2020 of the **Centrovias** toll road concession and in July 2019 of the **Autovias** toll road concession (with an impact on the Toll roads Brazil operating segment) and (iii) the impact of the depreciation of the average exchange rate at 31 December 2020 of all the currencies in which the Group operates, adversely affecting the figures of the Toll roads Brazil, Toll roads Chile, Toll roads Mexico, Toll roads Puerto Rico and Toll roads Argentina operating segments.

These impacts were partially offset by (i) the toll increases at the various concessions and (ii) the effect associated with the obtainment of control of **Rco** (Toll roads Mexico, a new operating segment in 2020).

The detail of the assets and liabilities of the segments at 31 December 2020 and 2019 and of the investments in non-current assets made in each year is as follows:

### 31 December 2020

	Toll roads Spain	Toll roads France	Toll roads Italy	Toll roads Brazil	Toll roads Chile	Toll roads Mexico <sup>(1)</sup>	Toll roads United States <sup>(2)</sup>	Toll roads Puerto Rico	Toll roads Argentina	Toll roads rest of the world <sup>(3)</sup>	Other	Total
Assets	5,764,296	12,483,683	1,184,758	2,591,063	4,624,950	6,255,893	2,039,305	1,274,127	214,855	396,760	9,409,472	46,239,162
Associates and joint ventures	77,254	192,157	1,677	-	-	-	-	-	-	20,547	-	291,635
Non-current assets classified as held for sale and discontinued operations	-	-	26,749	-	-	-	-	-	-	-	-	26,749
<b>Total assets</b>	<b>5,841,550</b>	<b>12,675,840</b>	<b>1,213,184</b>	<b>2,591,063</b>	<b>4,624,950</b>	<b>6,255,893</b>	<b>2,039,305</b>	<b>1,274,127</b>	<b>214,855</b>	<b>417,307</b>	<b>9,409,472</b>	<b>46,557,546</b>
Liabilities	2,338,542	9,435,914	984,460	1,562,245	2,972,768	3,588,481	980,764	745,141	126,351	237,887	14,971,187	37,943,740
Liabilities associated with non-current assets classified as held for sale and discontinued operations	-	-	-	-	-	-	-	-	-	-	-	-
<b>Total liabilities</b>	<b>2,338,542</b>	<b>9,435,914</b>	<b>984,460</b>	<b>1,562,245</b>	<b>2,972,768</b>	<b>3,588,481</b>	<b>980,764</b>	<b>745,141</b>	<b>126,351</b>	<b>237,887</b>	<b>14,971,187</b>	<b>37,943,740</b>
<b>Period investment in non-current assets <sup>(*)</sup></b>	<b>18,432</b>	<b>174,415</b>	<b>22,607</b>	<b>236,715</b>	<b>7,807</b>	<b>33,006</b>	<b>-</b>	<b>2,548</b>	<b>3,756</b>	<b>353</b>	<b>4,949</b>	<b>504,588</b>

<sup>(1)</sup> Relating to the assets and liabilities contributed by the **Rco** subgroup at 31 December 2020, after **Abertis** acquired 51.26% of its share capital in the first six months of 2020 and subsequently an additional 1.86% of its share capital (see Note 2-h).

<sup>(2)</sup> Relating to the assets and liabilities contributed by the **Erc** subgroup at 31 December 2020, after **Abertis** acquired 55.20% of its share capital in December 2020 (see Note 2-h).

<sup>(3)</sup> Including mainly the assets and liabilities contributed by **TTPL** and **JEPL** at 31 December 2020.

### 31 December 2019

	Toll roads Spain	Toll roads France	Toll roads Italy	Toll roads Brazil	Toll roads Chile	Toll roads Puerto Rico	Toll roads Argentina	Toll roads rest of the world <sup>(1)</sup>	Other	Total
Assets	6,548,351	12,338,167	1,571,360	3,669,353	5,218,438	1,432,657	395,777	479,506	10,630,971	42,284,580
Associates and joint ventures	56,457	327,405	1,020	-	-	-	-	24,188	-	409,070
<b>Total assets</b>	<b>6,604,808</b>	<b>12,665,572</b>	<b>1,572,380</b>	<b>3,669,353</b>	<b>5,218,438</b>	<b>1,432,657</b>	<b>395,777</b>	<b>503,694</b>	<b>10,630,971</b>	<b>42,693,650</b>
Liabilities	2,648,697	8,872,803	1,261,529	2,083,796	3,302,883	822,657	210,157	297,036	15,358,689	34,858,247
<b>Total liabilities</b>	<b>2,648,697</b>	<b>8,872,803</b>	<b>1,261,529</b>	<b>2,083,796</b>	<b>3,302,883</b>	<b>822,657</b>	<b>210,157</b>	<b>297,036</b>	<b>15,358,689</b>	<b>34,858,247</b>
<b>Period investment in non-current assets <sup>(*)</sup></b>	<b>17,953</b>	<b>255,341</b>	<b>24,743</b>	<b>286,456</b>	<b>49,438</b>	<b>4,275</b>	<b>11,338</b>	<b>629</b>	<b>14,218</b>	<b>664,391</b>

<sup>(1)</sup> Including mainly the assets and liabilities contributed by **TTPL** and **JEPL** at 31 December 2019.

<sup>(\*)</sup> Excluding the additions due to business combinations.

The changes in the balance sheet figures were due mainly to the impact of the acquisition of **Rco** and **Erc** and the related revaluation of assets and liabilities carried out as part of the purchase price allocation (PPA) performed following the obtainment of control by **Abertis** (see Notes 2-h and 5), which, at 2020 year-end, entailed the inclusion in consolidation, compared with 2019, of assets and liabilities amounting to EUR 6,256 million and EUR 3,588 million, respectively, in the case of **Rco** and assets and liabilities amounting to EUR 2,039 million and EUR 981 million, respectively, in the case of **Erc**.

This impact was partially offset by the effect of the depreciation at year-end of the various currencies in which the Group operates.

Also, it should be noted that there were no significant inter-segment transactions in 2020 or 2019.

The segment assets include primarily 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, accounts receivable, cash from operations and deferred tax assets.

The segment liabilities comprise operating liabilities and the bank borrowings arranged to carry on operations.

The investments in non-current assets comprise additions to property, plant and equipment and other intangible assets, as well as financial assets accounted for under IFRIC 12 using the bifurcated and financial asset models.

## 24. RELATED PARTIES

### a) Directors and senior executives

The directors did not earn any remuneration in 2020 for their functions as directors, and only the CEO earned remuneration.

The comparability of these figures is affected by the amendment of the bylaws and of the directors' remuneration policy, as well as by the changes in the Group's organisational structure effective 1 June 2019.

The detail of the remuneration received by the directors of **Abertis** in 2020, in accordance with the remuneration policy approved by the shareholders at the General Meeting of 3 April 2017, and of the amendments thereto approved by the shareholders at the General Meetings held on 10 December 2018, 19 March 2019 and 21 April 2020, is as follows:

- i. The serving and former members of the Board of Directors, for discharging the duties inherent to their status as directors of Abertis Infraestructuras, S.A., earned EUR 0 thousand (2019: also EUR 0 thousand), and earned EUR 0 thousand as members of the Boards of Directors of other Group companies (2019: EUR 26 thousand).
- ii. For performing senior management duties, the CEO earned EUR 2,015 thousand (2019: EUR 2,032 thousand), corresponding to annual fixed and variable remuneration and EUR 480 thousand (2019: also EUR 480 thousand) in contributions to employee benefit schemes.

Also, in the first half of 2019, EUR 1,200 thousand were paid to the CEO in settlement of the 2018-2020 Incentive Plan due to its replacement by the 2019-2021 Incentive Plan.

- iii. Also, the CEO earned EUR 60 thousand (2019: EUR 60 thousand) as other remuneration in kind.

The remuneration in 2020 of the senior executives, understood to be the general managers and similar employees of **Abertis** who in that year carried out management duties while reporting directly to the Board of Directors, the Chairman or the CEO of Abertis Infraestructuras, S.A., totalled EUR 7,008 thousand (2019: EUR 6,629 thousand). Also, EUR 340 thousand were paid to certain senior executives in 2020 in relation to the longevity bonus.

Also, in the first half of 2019, EUR 2,500 thousand were paid in settlement of the 2018-2020 Incentive Plan in this connection due to its replacement by the 2019-2021 Incentive Plan.

Also, the senior executives earned as other benefits contributions related to social welfare obligations and other remuneration in kind amounting to EUR 547 thousand and EUR 419 thousand, respectively (2019: EUR 474 thousand and EUR 409 thousand, respectively).

Also, in accordance with the remuneration policy of the Parent Company for 2019 to 2021, the Group has in place a multi-year incentive plan named "ILP 2019-2021", tied to the degree of attainment of the targets in the Group's three-year plan for 2019-2021.

Lastly, it should be noted that pursuant to Royal Decree 602/2016, of 2 December, the information required in relation to the amount of the third-party liability insurance policies of the Parent's directors for damage caused or omissions, which totalled EUR 235 thousand (2019: EUR 240 thousand), are disclosed.

## **b) Significant shareholders**

A significant shareholder is defined as a shareholder that has significant influence over the Parent (see Note 13-a).

In addition to the dividends paid to shareholders (in this case, Abertis HoldCo, S.A.), the breakdown of the balances held and transactions performed with significant shareholders is as follows:

### **i) Bond issues, loans and credit lines received**

At 31 December 2020, as at 31 December 2019, the Group had not issued any bonds and had not arranged any loans or guarantee lines with related entities.

In the year ended 31 December 2020, the Group recognised EUR 13 thousand of finance income received from the related entity Autostrade per l'Italia, S.p.A. (2019: EUR 9 thousand).

Also, in the year ended 31 December 2020, as at 2019 year-end, no finance costs paid to related entities were recognised.

ii) Financial swaps arranged

At 31 December 2020, as at 31 December 2019, the Group had not arranged any financial swaps with related banks relating to foreign currency and/or interest rate hedges.

iii) Financing of retirement obligations

In the year ended 31 December 2020 (as in 2019), the Group did not make any contributions to insurance policies that it may have arranged with any related entity in order to meet the defined benefit obligations to its employees. Also, at 31 December 2020 and 2019 no plan assets associated with such policies were held.

iv) Assets purchased and services received/rendered

	2020	2019
Assets purchased:		
Property, plant and equipment purchases	6,549	1,543
	<b>6,549</b>	<b>1,543</b>
Services received:		
Services received	7,103	13,020
	<b>7,103</b>	<b>13,020</b>
Services rendered:		
Telepass, S.p.A.	90,299	72,859
Autogrill Group	4,102	15,917
Others	2,581	326
Services rendered <sup>(1)</sup>	<b>96,982</b>	<b>89,102</b>

<sup>(1)</sup> Relating mainly to services rendered in France (EUR 90,255 thousand in 2020 and EUR 72,859 thousand in 2019).

Also, there are balances payable to and receivable from related parties relating to services received amounting to EUR 5,054 thousand (2019: EUR 4,857 thousand) and EUR 60,114 thousand (2019: EUR 74,480 thousand), respectively, (in the latter case relating mainly to the account receivable of the concession operator **A4** from Autostrade per l'Italia, S.p.A. in connection with toll collection management relating to the interconnection between the **A4** toll road with those of other concession operators).



v) Obligations and contingencies

At 31 December 2020, as at 31 December 2019, the Group had not arranged any credit lines, loans or guarantee lines with related entities.

vi) Other items

Also, at 31 December 2020 there were balances receivable from and payable to HoldCo, S.A. for EUR 313,132 thousand and EUR 38,784 thousand, respectively (31 December 2019: EUR 195,348 thousand and EUR 41,491 thousand, respectively) as a result of the tax effect generated by application of the consolidated tax regime to the tax group of which HoldCo, S.A. is parent.

**c) Associates and joint ventures**

The most significant transactions with associates and joint ventures relate to accrued dividends (EUR 444 thousand and EUR 91 thousand, respectively, in 2020 -collected in full in 2020-, and EUR 9,405 thousand and EUR 1,310 thousand in 2019 -collected in full in 2019- see Note 8). The balances with these companies at the end of 2020 and 2019 are detailed in Notes 11.ii, 11.vi and 14.ii.

**d) Other disclosures concerning the Board of Directors**

Pursuant to Article 229 of the Spanish Limited Liability Companies Law, the directors have not reported any direct or indirect conflict of interest that they or any persons related to them might have with the Parent's interests.

## 25. OTHER RELEVANT INFORMATION

### a) Fees paid to auditors

	2020			2019		
	Audit of financial statements <sup>(1)</sup>	Tax advisory services	Other services	Audit of financial statements <sup>(1)</sup>	Tax advisory services	Other services
Deloitte, S.L.	755	-	556	731	-	519
Other Deloitte <sup>(*)</sup>	1,709	62	257	1,878	36	150
Total Deloitte	2,464	62	813	2,609	36	669
Other auditors	386	327	1,733	48	507	2,120
<b>Total</b>	<b>2,850</b>	<b>389</b>	<b>2,546</b>	<b>2,657</b>	<b>543</b>	<b>2,789</b>

<sup>(\*)</sup> Other companies that use the Deloitte name.

<sup>(1)</sup> Audit fees for the audit of financial statements of 2020 and 2019, respectively.

In 2020, fees included in "other Deloitte" are associated with the audit of the financial statements of Group companies and includes the fees for the audit of **Rco** subgroup in which **Abertis** took control on May 2020.

### b) Economic and financial plan

In accordance with current legislation in each country, the toll road concession operators have economic and financial plans approved by the competent authorities.

### c) Concession arrangements

The main concession arrangements of the **Abertis** Group relate to the maintenance and operation of the various toll roads managed by the Group's concession operators. At the end of the concession term, the infrastructure must be returned in perfect condition to the grantor. Also, 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 are accounted for using the intangible asset model under IFRIC 12, are as follows:

### *Spanish toll road concession operators*

- Concession arrangement for the construction, maintenance and operation of toll roads entered into by the Spanish Ministry of Public Works and **Acesa** in relation to the AP-7 and AP-2 toll roads, which expires 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, for a planned investment of EUR 500 million (at 2006 prices) (see Note 11).
- Concession arrangement for the construction, maintenance and operation of the C-32, C-31 and C-33 toll roads of the Catalonia Autonomous Community entered into by the Catalonia Autonomous Community Government and **Invicat**, which expires 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 and establishing the general conditions for modifying and adapting the stretch of the C-32 toll road between Palafolls and the junction with the GI-600 road that is being widened, in addition to other road and mobility management improvements linked to the toll road and its operation in the Maresme corridor, with a planned investment of EUR 96 million (see Note 11).

In addition, an agreement with the concession grantor dated 23 December 2013 (which came into force on 1 January 2014) amended certain aspects of the concession and provided for toll unification measures, auxiliary upgrade work in the area of influence of the toll road and measures to favour the financing of public-transportation policies and mobility. A system to remunerate these measures was decided upon, including the possible extension of the concession term.

- Concession arrangement entered into by the Catalonia Autonomous Community Government and **Aucat** for the construction, maintenance and operation of the C-32 Pau Casals toll road. The concession expires on 26 January 2039 (granted in 1989). Subsequently, an agreement with the Catalonia Autonomous Community Government dated 23 December 2013 (which came into force on 1 January 2014) amended certain aspects of the concession and provided for toll unification measures, auxiliary upgrade work in the area of influence of the toll road and measures to favour the financing of public-transportation policies and mobility. A system to remunerate these measures was decided upon, including the possible extension of the concession term.

- Concession arrangement for the maintenance and operation of the Vallvidriera tunnel and the Cadí tunnel (and their corresponding accesses) entered into by the Catalonia Autonomous Community Government and **Túnel** for a term of 25 years, which ends on 31 December 2037 (granted on 31 December 2012).
- Concession arrangement entered into by the Spanish Ministry of Public Works and **Aumar** for the construction, maintenance and operation of the AP-7 (Tarragona-Valencia and Valencia-Alicante) and AP-4 (Seville-Cádiz) toll roads. The concession was unified by Royal Decree 1132/1986, of 6 June, and expired on 31 December 2019, pursuant to Royal Decree 1674/1997, of 31 October.
- Concession arrangement entered into by the Spanish Ministry of Public Works and **Castellana** for the construction, maintenance and operation of the sections of the AP-6 toll road that connect with Segovia (AP-61) and Ávila (AP-51). The arrangement expires in November 2029 (granted in 1999) pursuant to the arrangement itself and based on the traffic levels between November 2015 and November 2019. In addition, it should be noted that this company was awarded, from January 2018 (until November 2029) the concession arrangement which was until then held by **Iberpistas** for the construction, maintenance and operation of the Villalba-Adanero (AP-6) toll road, entered into by the Spanish Ministry of Public Works and **Iberpistas**, which expired 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 aspects of the concession was entered into providing for the widening of the toll road to three lanes in each direction on the San Rafael-Villacastín stretch, with a projected investment of EUR 70 million (at 2008 prices).
- Concession arrangement entered into by the Spanish Ministry of Public Works and **Avasa** for the construction, maintenance and operation of the Bilbao-Zaragoza stretch of the Ebro Toll Road, now the AP-68 toll road, which expires on 11 November 2026 (granted in 1973).
- Concession arrangement entered into by the Spanish Ministry of Public Works and **Aulesa** for the construction, maintenance and operation of the León-Astorga toll road, which expires on 11 March 2055 (granted in 2000).
- Concession arrangement for the construction, maintenance and operation of the O'Donnell - N-IV stretch of the M-45 road in Madrid entered into by the Madrid Autonomous Community Government and **Trados 45**, ending in August 2029

#### *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 toll roads, in order to upgrade the toll road network, the concession was extended by two years, until 31 December 2031 (granted in 1964).
- Concession arrangement entered into by the French Government and **Sapn** (wholly owned by Sanef) 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 the June 2015 agreement with the French Government on "Plan Relance" for French toll roads, in order to upgrade the toll road network, the concession (granted in 1964) was extended by three years and eight months, until 31 August 2033.

#### *Italian toll road concession operators*

- Concession arrangement entered into by the Italian Government and the concession operator Autostrada Brescia Verona Vicenza Padova S.p.A. (**A4**, wholly owned by A4 Holding, S.p.A.) for the construction, maintenance and operation of the A4 (Brescia-Padova) and A31 (Vicenza-Piovene Rocchette and Vicenza-Badia Polesine) toll roads which was extended to 31 December 2026.

#### *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 Franca, Batatais, Ribeirão Preto, Araraquara, São Carlos and Santa Rita do Passa Quatro, signed by 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 18 December 1997, modified by Amendments (Termos Aditivos e Modificativos) nos. 19/14 of 16 January 2015, 20/18 of 14 December 2018 and 23/19 of 28 June 2019), which expired on 3 July 2019 (granted on 1 September 1998). Following expiry of the concession arrangement, the company ceased activities.

- Concession arrangement for the construction, maintenance and operation of the SP 310-225 toll road between the municipalities of Cordeirópolis and São Carlos and between Itirapina and Bauru, signed by 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) nos. 11 of 21 December 2006 and 20 of 27 December 2019), and which expired on 3 June 2020 (granted in June 1998). Following expiry of the concession arrangement, the company ceased activities.
- Concession arrangement for the construction, maintenance and operation of the toll road covering the SP-147-370-215 routes, which connect the municipalities of Itapira, Mogi-Mirim, Limeira, Piracicaba, Conchal, Araras, Rio Claro, Casa Branca, Porto Ferreira and São Carlos (lot 6), entered into by 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 amended by Amendment no. 14/06 of 21 December 2006 and the resolution of the Managing Council of the Regulatory Agency for Delegate Public Transport Services of the State of São Paulo (Consejo Director de la Agencia Reguladora de Servicios Públicos Delegados de Transporte do Estado de São Paulo), ARTESP, of 14 January 2016), which expires in April 2028 (operation began in February 2000).
- 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 Rio Grande do Sul and Santa Catarina entered into by 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 expires 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, entered into by the ANTT and **Fluminense** (regulated by Bid Announcement no. 004/2007 of 15 February 2008), which expires in February 2033.
- Concession arrangement for the construction, maintenance and operation of the BR-381-MG/SP toll road (lot 05), which connects the São Paulo ring road to Belo Horizonte, Minas Gerais, entered into by the ANTT and **Fernão Dias** (regulated by Bid Announcement no. 002/2007 of 15 February 2008), which expires 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, entered into by the ANTT and **Régis Bittencourt** (regulated by Bid Announcement no. 001/2007 of 15 February 2008), which expires 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 07), which connect the city of Curitiba, Paraná, and Florianópolis, Santa Catarina, entered into by the ANTT and **Litoral Sul** (regulated by Bid Announcement no. 003/2007 of 15 February 2008), which expires in February 2033.
- Concession arrangement for the construction, maintenance and operation of the SP-334, SP-255, SP-257, SP-330, SP-318, SP-328, SP-249, SP-304, SP-281, SP-304/310 and SP-345 toll roads that connect the municipalities of Franca, Batatais, Ribeirão Preto, Araraquara, São Carlos, Santa Rita do Passa Quatro, Jaú, Avaré, Itaí, Itaporanga and Riversul, entered into by the São Paulo Road and Highway Department (Departamento de Estradas e Rodagem de São Paulo) and **Via Paulista** (ARTESP no.0359-ARTESP-2017, governed by State Decree no. 62,333 of 21 December 2016), which expires in November 2047 (granted on 22 November 2017).

#### *Chilean toll road concession operators*

- Concession arrangement for the construction, maintenance and operation of the North-South corridor and the General Velásquez corridor (61 Km), both in Santiago, Chile, entered into by the Ministry of Public Works of Chile and **Autopista Central**, the original term of which ends in July 2031.

However, on 19 November 2019 **Autopista Central** and the Ministry of Public Works signed a memorandum of understanding in which they agreed to the elimination of the 3.5% annual maximum readjustment established in section 1.14.7 of the tender specifications, as well as the potential engineering, execution, maintenance and operation of additional construction work for a maximum amount of CLF 9,000,000, net of VAT. In this connection, Ad-Referendum Agreement No. 8 was signed on 6 December 2019 and published in the Official Journal on 31 January 2020, establishing the general terms and conditions of the elimination of the actual 3.5% annual readjustment of the tolls established in section 1.14.7 of the tender specifications as of 1 January 2020, whereby these tariffs shall be readjusted annually solely in line with the CPI, unless otherwise indicated by the Chilean Ministry of Public Works, from 2021. As part of the compensation mechanism, the agreement increases the concession term by 12 months (until July 2032), with the Ministry of Public Works maintaining the option of making a direct payment for any uncompensated balances at the end of the extended period, or of granting a further extension of the concession term.

It should be noted in connection with the non-binding framework memorandum of understanding relating to the possible performance of construction work detailed in Note 9.iv that negotiations are in progress with the grantor with a view to extending the concession term.

- 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, conditional upon a Total Concession Revenue stipulation, which at the reporting date could be met in 2023. The term of the agreement with the Ministry of Public Works for the performance of the construction work associated with the free-flow electronic tolling system (see Note 9.iv) has been extended by ten months as a result of the fulfilment of the aforementioned Total Concession Revenue stipulation.
- Concession arrangement for the execution, construction and operation of the Los Vilos-La Serena stretch of Ruta 5, entered into by the Ministry of Public Works of Chile and Sociedad Concesionaria del Elqui, S.A. (**Elqui**), which expires 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, entered into by the Ministry of Public Works of Chile and Sociedad Concesionaria de los Andes, S.A. (**Andes**), which expires in July 2036.



- Concession arrangement for the construction, maintenance and operation of the Santiago-San Antonio toll road, entered into by the Ministry of Public Works of Chile and Sociedad Concesionaria Autopista del Sol, S.A. (**Sol**), which was to expire in May 2019. It should be noted in this regard that on 12 March 2018 **Sol** formalised an agreement with the Ministry of Public Works of Chile (MOP) amending the concession arrangement for the Santiago-San Antonio toll road, extending the concession term of the road by 22 months. It now expires in March 2021. In addition, on 31 August 2019 a new agreement was formalised with the Ministry of Public Works of Chile (MOP) to extend the concession arrangement by eight months, and the concession arrangement is now to set expire in November 2021 (see Note 9.iv).
- Concession arrangement for the construction, maintenance and operation of the Santiago-Colina-Los Andes toll road, entered into by the Ministry of Public Works of Chile and Sociedad Concesionaria Autopista Los Libertadores, S.A. (**Libertadores**), which expires in March 2026.

#### *Mexican toll road concession operators*

- Concession arrangement for the construction, maintenance and operation of the Maravatío-Zapotlanejo and Guadalajara-Aguascalientes-León toll roads, entered into by the Mexican Secretariat of Communications and Transportation (SCT) and Red de Carreteras de Occidente, S.A.B. (**Rco**), for a term of 30 years (granted in October 2007).

Also, on 26 June 2014 and 10 February 2020 the original concession arrangement was amended, leaving various stretches of the motorway toll free, which entailed an extension of the original concession term (four years and six months, and six years, respectively) and a readjustment of tolls, extending the concession term until 3 April 2048.

- Concession arrangement for the construction, maintenance and operation of the Querétaro-Irapuato toll road, entered into by the Mexican Secretariat of Communications and Transportation (SCT) and Concesionaria de Vías Irapuato Querétaro, S.A. (**Coviqsa**), which expires in June 2026 (granted in June 2006).
- Concession arrangement for the construction, maintenance and operation of the Irapuato-La Piedad toll road, entered into by the Mexican Secretariat of Communications and Transportation (SCT) and Concesionaria Irapuato La Piedad, S.A. (**Conipsa**), which expires in September 2025 (granted in September 2005).

- Concession arrangement for the construction, maintenance and operation of the Tepic-San Blas toll road, entered into by the Mexican Secretariat of Communications and Transportation (SCT) and Concesionaria Tepic-San Blas, S.A. (**Cotesa**), which expires in May 2046 (granted in May 2016).
- Concession arrangement for the construction, maintenance and operation of the Zamora-La Piedad toll road, entered into by the Mexican Secretariat of Communications and Transportation (SCT) and Autovías de Michoacán, S.A. (**Autovim**), which expires in December 2039 (granted in December 2009). This concession, acquired by the **Rco** subgroup on 21 February 2019, was at the construction phase until 15 December 2020, at date it commenced its operations.

#### *US toll road concession operators*

- Concession arrangement for the construction, maintenance and operation of the Martin Luther King toll road and the Downtown Tunnel and Midtown Tunnel, entered into by the Virginia Department of Transportation (VDOT) and Elizabeth River Crossings Opco LLC (**Erc**), which expires on 13 April 2070 (granted in April 2012).

#### *Puerto Rican toll road concession operators*

- Concession arrangement for the design, construction, operation and maintenance of the Teodoro Moscoso Bridge in San Juan, Puerto Rico, entered into by the Highway and Transportation Authority (Autoridad de Carreteras y Transportación) and Autopistas de Puerto Rico y Compañía, S.E. (**Apr**), which expires on 22 February 2044.
- Concession arrangement for the upgrade, maintenance and operation of the PR-22 toll road (84 km connecting the capital of Puerto Rico, San Juan, with the city of Arecibo) and the PR-5 toll road (4 kilometres of the PR-22, crossing the San Juan metropolitan area), entered into by the Puerto Rico Highway and Transportation Authority and Autopistas Metropolitanas de Puerto Rico Llc. (**Metropistas**), which expires on 22 September 2051. Subsequently, on 19 April 2016 **Metropistas** entered into an agreement with the Puerto Rico Highway and Transportation Authority ("ACT") amending the concession arrangement for the PR-5 and PR-22 toll roads to extend the term of the concession of these toll roads by ten years. It now expires on 22 September 2061.

### *Argentine toll road concession operators*

- Concession arrangement for the construction, maintenance and operation of Autopista del Oeste de Buenos Aires, entered into by the Argentine Government and **Gco**, which was to expire on 31 December 2018.

In this connection, on 15 June 2017 **Gco** and the National Highway Administration of Argentina (Dirección Nacional de Vialidad de Argentina) entered into an agreement that initiated the modification of the concession arrangement for the Autopista del Oeste de Buenos Aires toll road to extend its term by 12 years, that would end on 31 December 2030.

On 24 July 2018, the agreement entered into by **Gco** and the Argentine Government was completed giving rise, inter alia, to the acknowledgment of the measures, amounting to USD 247 million, net of tax (approximately EUR 203 million at 2020 year-end), to restore the economic and financial feasibility of the concession, a plan for additional investment of USD 250 million (approximately EUR 205 million at 2020 year-end) to improve the existing network, a new toll revision scheme and the abandonment of the proceedings between the parties.

In addition, this agreement entailed the assumption by the grantor of, among other risks, the demand risk, the extension of the concession arrangement until 31 December 2030, the remuneration of the compensation balance associated with the measures to restore the economic and financial balance at an explicit interest rate applicable to the compensation balance and, lastly, the payment by the grantor of the amount of the compensation balance not recovered during the extension period.

- Concession arrangement granted to Sociedad Concesionaria Autopista del Sol, S.A. (**Ausol**) on 19 July 1994 for the upgrade, expansion, remodelling, upkeep, maintenance, operation and management of the northern access to the city of Buenos Aires (Autopista del Acceso Norte de Buenos Aires), which was initially scheduled to expire on 31 December 2020.

In this connection, on 18 August 2017 **Ausol** and the National Highway Administration of Argentina entered into an agreement that initiated the modification of the concession arrangement for the Autopista del Acceso Norte de Buenos Aires toll road to extend its term by ten years to 31 December 2030.

On 24 July 2018, the agreement entered into by **Ausol** and the Argentine Government was completed giving rise, inter alia, to the acknowledgment of the measures, amounting to USD 499 million, net of tax (approximately EUR 410 million at 2020 year-end), to restore the economic and financial feasibility of the concession, a plan for additional investment of USD 430 million (approximately EUR 353 million at 2020 year-end) to improve the existing network, a new toll revision scheme and the abandonment of the proceedings between the parties.

In addition, this agreement entailed the assumption by the grantor of, among other risks, the demand risk, the extension of the concession arrangement until 31 December 2030, the remuneration of the compensation balance associated with the measures to restore the economic and financial balance at an explicit interest rate applicable to the compensation balance and, lastly, the payment by the grantor of the amount of the compensation balance not recovered during the extension period.

#### *Toll road concession operators in other countries*

- Concession arrangement for the maintenance and operation of the 94 km NH-45 toll road and its corresponding access roads, entered into by the National Highways Authority of India and **TTPL** for a term of 20 years, which ends on 25 December 2026 (granted on 30 June 2006).
- Concession arrangement for the maintenance and operation of the 58 km NH-7 toll road and its corresponding access roads, entered into by the National Highways Authority of India and **JEPL** for a term of 20 years, which ends on 18 August 2026 (granted on 20 February 2006).

## **26. EVENTS AFTER THE REPORTING PERIOD**

As of the date of preparation of these consolidated financial statements, there have been no significant events after the reporting period in addition to the two issues of perpetual subordinated bonds for a total amount of EUR 750 million described in Note 13-b.

## **27. 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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Madrid, 9 March 2021

## APPENDIX I. Subsidiaries included in the scope of consolidation

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				

### DIRECT OWNERSHIP INTERESTS

Abertis Infraestructuras Finance, B.V.	Rapenburgerstraat 177 C, 1011 VM Amsterdam (Netherlands)	-	100%	Abertis	Full consolidation	Financial services	Deloitte
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### Operation of toll roads

Abertis Autopistas España, S.A.	Paseo de la Castellana, 39, 28046-Madrid	2,453,197	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	1,282,448	100%	Abertis	Full consolidation	Construction, upkeep and operation of toll roads under concession arrangements	Deloitte
Abertis Motorways UK, Ltd.	Hill House, 1 Little New Street, EC4A 3TR Londres (Reino Unido)	27,326	100%	Abertis	Full consolidation	Holding company	Deloitte
Autopistas de Puerto Rico y Compañía, S.E. (APR)	Montellanos Sector Embalse San José - San Juan de Puerto Rico 00923 (Puerto Rico)	-	100%	Abertis	Full consolidation	Infrastructure concession operator	Deloitte
Inversora de Infraestructuras, S.L. (INVIN)	Paseo de la Castellana, 39, 28046-Madrid	1,607,539	80%	Abertis	Full consolidation	Holding company	Deloitte
Holding d'Infraestructures de Transport, S.A.S	30, Boulevard Gallieni 92130 Issy-les-Moulineaux (Francia)	3,728,972	100%	Abertis	Full consolidation	Holding company	Deloitte

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Holding d'Infrastructures de Transport, 2 S.A.S	30, Boulevard Gallieni 92130 Issy-les-Moulineaux (Francia)	12,651	100%	Abertis	Full consolidation	Holding company	Deloitte
Abertis Mobility Services, S.L.	Avinguda Pedralbes, 17 08034 Barcelona	39,760	100%	Abertis	Full consolidation	Design, development, implementation and maintenance of technological solutions for the management of transport infrastructure	Deloitte
Sociedade Para Participação em Infraestrutura, S.A.	Avda Presidente Juscelino Kubitschek, 1455. 9º andar. Itaim Bibi. São Paulo. 04543-011 (Brasil)	- <sup>(1)</sup>	51.00%	Abertis	Full consolidation	Operation of concessions	Deloitte
Partícipes en Brasil, S.A.	Paseo de la Castellana, 39, 28046-Madrid	412,302	51.00%	Abertis	Full consolidation	Holding company	Deloitte
Autopistas Metropolitanas de Puerto Rico, LLC	City View Plaza 500, Torre 1 Carretera 165 Núm. 48 Guaynabo 00968 (Puerto Rico)	303,887	51.00%	Abertis	Full consolidation	Toll road concession operator	Deloitte
Autopistas del Sol, S.A. (AUSOL) <sup>(2)</sup>	Ruta Panamericana; 2451 Boulogne (B1609JVF) Buenos Aires (Argentina)	12,353	31.59%	Abertis	Full consolidation	Toll road concession operator	Deloitte
Infraestructuras Viarias Mexicanas, S.A. de CV	Oso 127 Int.104, Colonia del Valle, Del. Benito Juárez, C.P. 03104, Ciudad de México (México)	1,382,397	99.90%	Abertis	Full consolidation	Holding company	-

<sup>(1)</sup> Carrying amount of ownership interest zero at 31 December 2020 due to impairment losses recognised.

<sup>(2)</sup> The shares of Ausol are listed on the Buenos Aires Stock Exchange. The average market price in the last quarter of 2020 was ARS 59.03. At year-end the market price was ARS 72.30. 49.92% of the voting rights are held.

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

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This Appendix is an integral part of Note 2-g.i to the consolidated financial statements for 2020 and should be read in conjunction therewith. Conversion of amounts in currencies other than the euro at year-end exchange rates.

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Abertis Internacional, S.A.	Paseo de la Castellana 39, 28046 Madrid	236,273	100%	Abertis	Full consolidation	Construction, upkeep and operation of toll roads under concession arrangements	Deloitte

#### Telecommunications

Abertis Telecom Satélites, S.A.	Paseo de la Castellana, 39, 28046-Madrid	293,659	100%	Abertis	Full consolidation	Holding (satellite telecommunications)	Deloitte
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#### INDIRECT OWNERSHIP INTERESTS

##### Through Abertis Autopistas España

Autopistas, Concesionaria Española, S.A. (ACESA)	Av. Parc Logístic, 12-20 08040 Barcelona	1,218,974	100%	Abertis Autopistas España, S.A.	Full consolidation	Toll road concession operator	Deloitte
Autopistas Aumar, S.A. Concesionaria del Estado (AUMAR)	Paseo de la Alameda, 36, Valencia	423,393	100%	Abertis Autopistas España, S.A.	Full consolidation	Toll road concession operator	Deloitte
Iberpistas, S.A. Concesionaria del Estado	Autopista AP-6 PK57 San Rafael Segovia	1,128,287	100%	Abertis Autopistas España, S.A.	Full consolidation	Toll road concession operator	Deloitte

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.



Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Grupo Concesionario del Oeste, S.A. (Gco) <sup>(3)</sup>	Ruta Nacional no. 7, km25,92 Ituzaingó (Argentina)	24,498	48.60% <sup>(4)</sup>	Acesa	Full consolidation	Toll road concession operator	Deloitte
Castellana de Autopistas, S.A.C.E.	Autopista AP-6, P.K. 57	242,062	100%	Iberpistas	Full consolidation	Toll road concession operator	Deloitte
Autopistas de León, S.A.C.E. (AULESA)	Crta. Sta. M <sup>a</sup> del Páramo, s/n Villadangos del Páramo, León	30,087	100%	Iberpistas	Full consolidation	Toll road concession operator	Deloitte
Autopistas Vasco-Aragonesa, C.E.S.A. (Avasa)	Barrio de Anuntzibai, s/n 48410 Orozco. Vizcaya	424,271	100%	Iberpistas	Full consolidation	Toll road concession operator	Deloitte
Autopista Trados-45, S.A. (Trados-45)	Ctra. M-203 P.K. 0,280. Madrid	48,241	51.00%	Iberpistas	Full consolidation	Infrastructure concession operator	Deloitte

<sup>(3)</sup> In relation to the consolidated company **Gco**, on 8 November 2018 the Group, as required by the Argentine National Securities Market Commission, set up a trust for the future sale of 5.73% of the investment in that company, establishing in the agreement, among other aspects, the assignment to the trustee of the voting and dividend rights associated with the ownership interest assigned.

In this regard, on 27 November 2018, after receiving the required authorisation from the National Highway Administration of Argentina (*Dirección Nacional de Vialidad de Argentina*), the Group subsidiary **Acesa** sold 9,160,136 of its Class A shares, representing 5.73% of its dividend rights and 7.58% of its voting rights, to TMF Trust Company (Argentina), S.A. ("TMF"). From the legal standpoint, the voting and dividend rights corresponding to the shares were transferred irrevocably to TMF and, accordingly, **Acesa's** voting rights at **Gco** were reduced from the 57.7% it had held to 49.99%. TMF is an independent international nominee shareholder that belongs to the TMF Group and, as such, was responsible for transferring the aforementioned shares of **Gco** to one or several possible interested third parties.

From the accounting standpoint, and in accordance with the regulatory financial reporting framework applicable to the Group, on the one hand, the prior position of control was reassessed, pursuant to IFRS 10, and it was concluded that the Group still held de facto control and, on the other, taking into account the terms of the agreement with TMF, the transfer was not considered to be a derecognition for accounting purposes since economic risks relating to the selling price of the shares had been retained. In relation to the aforementioned transactions, at 31 December 2019 TMF was in the process of seeking a buyer for the shares in **Gco** at a price that would reflect the valuation performed by its independent financial adviser.

<sup>(4)</sup> Ownership interest as described in Note 2-h.

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

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This Appendix is an integral part of Note 2-g.i to the consolidated financial statements for 2020 and should be read in conjunction therewith. Conversion of amounts in currencies other than the euro at year-end exchange rates.

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				

**Through Societat d'Autopistes Catalanes, S.A.**

Autopistes de Catalunya, S.A. (AUCAT)	Av. Parc Logístic, 12-20 08040 Barcelona	726,679	100.00%	Societat d'Autopistes Catalanes, S.A. (Socaucat)	Full consolidation	Toll road concession operator	Deloitte
Infraestructuras Viàries de Catalunya, S.A.	Av. Parc Logístic, 12-20 08040 Barcelona	349,745	100.00%	Societat d'Autopistes Catalanes, S.A. (Socaucat)	Full consolidation	Construction, upkeep and operation of toll roads under concession arrangements	Deloitte
Túnel de Barcelona i Cadí Concessionaria de la Generalitat de Catalunya, 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 concession operator	Deloitte

**Through Vías Chile and Inversora de Infraestructuras**

Vías Chile, S.A.	Rosario Norte Nº 407 Las Condes, Santiago (Chile)	849,123	80.00%	Invin S.L.	Full consolidation	Holding company	Deloitte
Gestora de Autopistas, SpA.	Rosario Norte Nº 407 Las Condes, Santiago (Chile)	1,086	80.00%	Vías Chile	Full consolidation	Management, upkeep and operation of roads, dual carriageways and toll roads	Deloitte
Sociedad Concesionaria del Elqui, S.A.	Rosario Norte Nº 407 Las Condes, Santiago (Chile)	90,016	80.00%	Vías Chile / Gesa	Full consolidation	Toll road concession operator	Deloitte

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Sociedad Concesionaria Autopista del Sol, S.A.	Rosario Norte N° 407 Las Condes, Santiago (Chile)	74,735	80.00%	Vías Chile / Gesa	Full consolidation	Toll road concession operator	Deloitte
Sociedad Concesionaria Autopista Los Libertadores, S.A.	Rosario Norte N° 407 Las Condes, Santiago (Chile)	66,340	80.00%	Vías Chile / Gesa	Full consolidation	Toll road concession operator	Deloitte
Sociedad Concesionaria Autopista de Los Andes, S.A.	Rosario Norte N° 407 Las Condes, Santiago (Chile)	39,328	80.00%	Vías Chile / Gesa	Full consolidation	Toll road concession operator	Deloitte
Operavías SpA.	Rosario Norte N° 407 Las Condes, Santiago (Chile)	7,110	80.00%	Vías Chile	Full consolidation	Upkeep, management and operation of transport infrastructure	Deloitte
Sociedad Concesionaria Rutas del Pacífico, S.A.	Rosario Norte N° 407 Las Condes, Santiago (Chile)	112,664	80.00%	Vías Chile / Gesa	Full consolidation	Toll road concession operator	Deloitte
Sociedad Concesionaria Autopista Central, S.A.	San Bernardo 1145, comuna San Bernardo 8071144 (Chile)	824,190	80.00%	Vías Chile / Gesa	Full consolidation	Toll road concession operator	Deloitte

**Through Abertis Mobility Services, S.L.**

Eurotoll S.A.S.	35 rue Camille Desmoulins CS 40199 92130 Issy-les-Moulineaux (France)	6,877	100%	Abertis Mobility Services	Full consolidation	Processing of toll road transactions	Deloitte
Emovis S.A.S.	86, rue Henry Farman 92130 Issy-les-Moulineaux (France)	21,528	100%	Abertis Mobility Services	Full consolidation	Toll road systems operator and provider	Deloitte
Eurotoll Central Europe zrt	H-1152 Budapest Szentmihalyi ut 137. (Hungary)	18	100%	Eurotoll	Full consolidation	Processing of toll road transactions	Deloitte

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Emovis Operations Mersey Ltd	Hornbeam House, Hornbeam Park, Hookstone Road, Harrogate (UK)	3,066	100%	Emovis SAS	Full consolidation	Marketer of tags in the UK	Deloitte
Emovis technologies US, Inc.	c/o The Corporation Trust Incorporated, 2405 York Road, Lutherville Timonium, Maryland 21093-2264 (USA)	-(5)	100%	Emovis SAS	Full consolidation	Toll road systems provider	Deloitte
Emovis Operations Puerto Rico Inc (formerly Sanef ITS technologies Caribe Inc.)	c/o The Corporation Trust Incorporated, 2405 York Road, Lutherville Timonium, Maryland 21093-2264 (USA)	8	100%	Emovis technologies US, Inc.	Full consolidation	Toll road systems operator	Deloitte
Tolling Operations Puerto Rico, Inc.	The Corporation Trust Incorporated, 2405 York Road, Suite 201, Lutherville Timonium, Maryland 21093-2264, USA	890	100%	Emovis SAS	Full consolidation	Toll road systems provider, maintenance and operator	-
Emovis technologies UK Limited	7th Floor, 20 St Andrew Street, London, EC4A 3AG	921	100%	Emovis SAS	Full consolidation	Toll road systems maintenance	Deloitte
Emovis Technologies Chile, S.A.	4557 Calle El Rosal Huechurraba, Santiago (Chile)	138	100%	Emovis SAS	Full consolidation	Toll road systems maintenance	Deloitte
Emovis technologies d.o.o.	Lovacki put 1a HR-21000 Split (Croatia)	311	100%	Emovis SAS	Full consolidation	Toll road systems provider	Deloitte
Emovis technologies BC, Inc.	1050 West Georgia Street 15th Floor, Vancouver (Canada)	602	100%	Emovis SAS	Full consolidation	Toll road systems maintenance	Deloitte
Emovis technologies Ireland Limited	c/o David Ebbs & Co, 31 Westland Square, Dublin 2 (Ireland)	-	100%	Emovis SAS	Full consolidation	Toll road systems maintenance	Deloitte

(5) Carrying amount of ownership interest zero at 31 December 2020 due to impairment losses recognised.

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

This Appendix is an integral part of Note 2-g.i to the consolidated financial statements for 2020 and should be read in conjunction therewith. Conversion of amounts in currencies other than the euro at year-end exchange rates.

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Emovis Operations Leeds (UK)	St John Offices, Albion Street, Leeds L52 8LQ (UK)	1,028	100%	Emovis SAS	Full consolidation	Toll road operator	Deloitte
Emovis Technologies Québec, Inc.	3700-800 Place Victoria Montréal Québec H4Z1E9 (Canada)	-	100%	Emovis SAS	Full consolidation	Toll road systems operator	Deloitte
Emovis TAG UK Limited	St John Offices, Albion Street, Leeds L52 8LQ (UK)	-(5)	100%	Emovis SAS	Full consolidation	Marketer of tags in the UK (from 03/16)	Deloitte

#### Through Holding d'Infrastructures de Transport, S.A.S

SANEF S.A. (Sociétés des Autoroutes du Nord-Est de la France)	30, Boulevard Gallieni 92130 Issy-les-Moulineaux (France)	4,443,678	100%	Holding d'Infrastructures de Transport, S.A.S	Full consolidation	Toll road concession operator	Deloitte
SAPN S.A. (Société des autoroutes Paris-Normandie)	30, Boulevard Gallieni 92130 Issy-les-Moulineaux (France)	599,909	99.97%	Sanef	Full consolidation	Toll road concession operator	Deloitte
Sanef Aquitaine S.A.S.	30, Boulevard Gallieni 92130 Issy-les-Moulineaux (France)	500	100%	Sanef	Full consolidation	Management and operation of toll roads	Deloitte
Bip&Go S.A.S.	30, Boulevard Gallieni 92130 Issy-les-Moulineaux (France)	1	100%	Sanef	Full consolidation	Electronic toll device distributor	Deloitte
Leonord Exploitation, S.A.S	Chemin de la Belle Cordière, 69300, Caluire-et-Cuire (France)	34	85%	Sanef	Full consolidation	Management of operating contracts	Deloitte
SE BPNL	30, boulevard Gallieni, 92130 Issy-les-Moulineaux, (France)	53	100%	Sanef	Full consolidation	Maintenance, operation and upkeep of roads	Deloitte

(5) Carrying amount of ownership interest zero at 31 December 2020 due to impairment losses recognised.

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

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This Appendix is an integral part of Note 2-g.i to the consolidated financial statements for 2020 and should be read in conjunction therewith. Conversion of amounts in currencies other than the euro at year-end exchange rates.

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Sanef 107.7, SAS	30, boulevard Gallieni, 92130 Issy-les-Moulineaux, (France)	15	100%	Sanef	Full consolidation	Sound broadcasting service operator	Deloitte

#### Through Abertis Internacional

Abertis India, S.L.	Paseo de la Castellana, 39, Madrid	109,587	100%	Abertis Internacional	Full consolidation	Holding company	Deloitte
Abertis India Toll-Road Services LLP	Express Towers, 3rd Floor, Nariman Point, Mumbai - 400 021, India	1,354	100%	Abertis India / Abertis Internacional	Full consolidation	Holding company	Deloitte
Trichy Tollway Private Limited (TTPL)	3rd Floor, 'C' Block, TSR Towers, 6-3-1090, Rajbhavan Road, Hyderabad - 500082, Telangana, India	60,545	100%	Abertis India	Full consolidation	Toll road concession operator	Deloitte
Jadcherla Expressways Private Limited (JEPL)	3rd Floor, 'C' Block, TSR Towers, 6-3-1090, Rajbhavan Road, Hyderabad - 500082, Telangana, India	57,489	100%	Abertis India	Full consolidation	Toll road concession operator	Deloitte
Abertis Italia S.r.l.	Via Flavio Gioia 71, Verona	501,402	100%	Abertis Internacional	Full consolidation	Holding company	Deloitte
A4 Holding S.p.A.	Via Flavio Gioia 71, Verona	684,986	90.03%	Abertis Italia	Full consolidation	Holding company	Deloitte
Autostrada Bs Vr Vi Pd S.p.A	Via Flavio Gioia 71, Verona	510,404	90.03%	A4 Holding S.p.A.	Full consolidation	Toll road concession operator	Deloitte
Serenissima Partecipazioni S.p.A	Via Flavio Gioia 71, Verona	57,759	90.03%	A4 Holding S.p.A.	Full consolidation	Construction and maintenance	Deloitte
A4 Trading S.r.l.	Via Enrico Fermi 4, Verona	21,950	90.03%	A4 Holding S.p.A.	Full consolidation	Parking facility maintenance and development consulting services	Deloitte

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Mulhacen	Via Flavio Gioia 71, Verona	72	90.03%	A4 Holding S.p.A	Full consolidation	Preparation of insolvency agreement proposals.	Deloitte
Globalcar Services, S.p.A	Via Alberto Dominutti 5, Verona	6,385	90.03%	A4 Holding S.p.A.	Full consolidation	Lease of vehicles	Deloitte
A4 Mobility S.r.l.	Via Flavio Gioia 71, Verona	7,000	90.03%	A4 Holding S.p.A	Full consolidation	Maintenance, operation and upkeep of infrastructure	Deloitte

#### Through Partícipes en Brasil

PDC Participações, S.A.	Avda Presidente Juscelino Kubitschek, 510 12º Andar. São Paulo. (Brazil)	134,769	51.00%	Partícipes en Brasil, S.A.	Full consolidation	Operation of concessions	Deloitte
Arteris Brasil, S.A.	Avda Presidente Juscelino Kubitschek, 510 12º Andar. São Paulo. (Brazil)	1,105,752	41.97%	Partícipes en Brasil II/ PDC Participações, S.A.	Full consolidation	Holdings of non-financial institutions	Deloitte
Partícipes en Brasil II, S.L.	Paseo de la Castellana 39, Madrid	667,048	51.00%	Partícipes en Brasil, S.A.	Full consolidation	Construction, upkeep and operation of toll roads under concession arrangements, or just their upkeep and operation and, generally, the management of road concessions in Spain and abroad	Deloitte
Arteris Participações, S.A.	Avda Presidente Juscelino Kubitschek, 510 12º Andar. São Paulo. (Brazil)	11,586	41.97%	Arteris Brasil, S.A.	Full consolidation	Holding company	Deloitte

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Autovias, S.A.	Rodovia Anhanguera - SP 330 km 312,2 - Pista Norte - CEP 14079-000 (city) Ribeirão Preto - (state) SP. (Brazil)	22,920	41.97%	Arteris Brasil, S.A.	Full consolidation	Construction and operation of dual carriageway in São Paulo (Brazil)	Deloitte
Centrovias Sistemas Rodoviários, S.A.	Rodovia Washington Luis, km 216,8 - Pista Sul - CEP 13530-000 - Itirapina - SP (Brazil)	15,000	41.97%	Arteris Brasil, S.A.	Full consolidation	Construction and operation of dual carriageway 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. SP (Brazil)	22,814	41.97%	Arteris Brasil, S.A. / Arteris Participações, S.A.	Full consolidation	Construction and operation of dual carriageway in São Paulo (Brazil)	Deloitte
Vianorte, S.A.	Rodovia Atílio Balbo - SP 322 - km 327,5 - Praça Pedágio - Sertãozinho - SP - CP 88 - CEP - 14173 - 000. (Brazil)	18,409	41.97%	Arteris Brasil, S.A.	Full consolidation	Concession and operation of toll road in São Paulo (Brazil)	Deloitte
ViaPaulista S.A.	Rodovia Anhanguera - SP 330 km 312,2 - Pista Norte - CEP 14079-000 (city) Ribeirão	221,085	41.97%	Arteris Brasil, S.A.	Full consolidation	Construction and operation of dual carriageway in São Paulo (Brazil)	Deloitte
Autopista Planalto Sul, S.A.	Avda. Afonso Petschow nº 4040 - Bairro Industrial - Rio Negro - CEP 83880-000 - PR (Brazil)	171,763	41.97%	Arteris Brasil, S.A.	Full consolidation	Road construction and operation	Deloitte
Autopista Fluminense, S.A.	Avda. Sao Gonçalo, nº 100, un 101 Bairro Boa Vista - Sao Gonçalo Shopping - RJ - CEP 24466-315 (Brazil)	162,358	41.97%	Arteris Brasil, S.A.	Full consolidation	Road construction and operation	Deloitte
Autopista Fernão Dias, S.A.	Rodovia BR-381, km 850,5 - Pista Norte - CEP 37550-000 - Bairro Ipiranga - Pouso Alegre - MG (Brazil)	232,272	41.97%	Arteris Brasil, S.A.	Full consolidation	Road construction and operation	Deloitte

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.



Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Autopista Régis Bittencourt, S.A.	Rodovia SP 139, nº 226, Bairro Sao Nicolau - CEP 11900-000 - Registro - SP (Brazil)	150,198	41.97%	Arteris Brasil, S.A.	Full consolidation	Road construction and operation	Deloitte
Autopista Litoral Sul, S.A.	Avenida Santos Dumont, nº 935 - Edifício Neogrid - Bairro Santo Antônio - CEP 89218-105 - Joinville - SC (Brazil)	211,469	41.97%	Arteris Brasil, S.A.	Full consolidation	Road construction and operation	Deloitte
Latina Manutenção de Rodovias Ltda.	Rodovia Anhanguera - SP 330 km 312,2 - Pista Norte - CEP 14079-000 (city) Ribeirão Preto - (state) SP. (Brazil)	12,175	41.97%	Arteris Brasil, S.A.	Full consolidation	Upkeep and repair of dual carriageways in São Paulo (Brazil)	Deloitte

#### Through Infraestructuras Viarias Mexicanas

Red de Carreteras de Occidente, S.A.B de C.V.	Av. Américas No.1592 Piso 4, Colonia Country Club, C.P.44610, Guadalajara, Jalisco	1,392,087	53.12%	Infraestructuras Viarias Mexicanas	Full consolidation	Toll road concession operator	Deloitte
Prestadora de Servicios RCO, S. de R. L. de C.V.	Av. Américas No.1592 Piso 4, Colonia Country Club, C.P.44610, Guadalajara, Jalisco	-	53.12%	Red de Carreteras de Occidente	Full consolidation	Toll road concession operator	Deloitte
RCO Carreteras, S. de R.L. de C.V.	Autopista Guadalajara - Zapotlanejo Km. 9+000, C.P. 44610, Guadalajara, Jalisco	205	53.12%	Red de Carreteras de Occidente	Full consolidation	Toll road concession operator	Deloitte

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Concesionaria de Vías Irapuato Querétaro, S.A. de C.V.	Av. Américas No.1592 Piso 4, Colonia Country Club, C.P.44610, Guadalajara, Jalisco	65,139	53.12%	Red de Carreteras de Occidente	Full consolidation	Toll road concession operator	Deloitte
Concesionaria Irapuato La Piedad, S.A. de C.V.	Av. Américas No.1592 Piso 4, Colonia Country Club, C.P.44610, Guadalajara, Jalisco	13,966	53.12%	Red de Carreteras de Occidente	Full consolidation	Toll road concession operator	Deloitte
Concesionaria Tepic - San Blas, S.A. de C.V.	Av. Américas No.1592 Piso 4, Colonia Country Club, C.P.44610, Guadalajara, Jalisco	11,073	53.12%	Red de Carreteras de Occidente	Full consolidation	Toll road concession operator	Deloitte
Autovías de Michoacán, S.A. de C.V.	Av. Américas No.1592 Piso 4, Colonia Country Club, C.P.44610, Guadalajara, Jalisco	31,022	53.12%	Red de Carreteras de Occidente	Full consolidation	Toll road concession operator	Deloitte

#### Through Abertis USA

Virginia Tollroad TransportCo LLC	152 Tunnel Facility Dr, Portsmouth, Virginia 23707, USA	565,693	55.20%	Abertis USA HoldCo	Full consolidation	Holding company	Other auditors
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(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				
Elisabeth River Crossings Holdco, LLC	152 Tunnel Facility Dr, Portsmouth, Virginia 23707, USA	1,021,723	55.20%	Virginia Tollroad TransportCo	Full consolidation	Toll road concession operator	Other auditors
Elisabeth River Crossings Opco, LLC	152 Tunnel Facility Dr, Portsmouth, Virginia 23707, USA	157,633	55.20%	Elisabeth River Crossings Holdco	Full consolidation	Toll road concession operator	Other auditors

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

## APPENDIX II. Joint ventures included in the scope of consolidation

Company	Registered office	Ownership interest		Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)				

### Through Abertis Autopistas España

Areamed 2000, S.A.	Avda. Diagonal, 579-587 5ª planta 08014 Barcelona	11,342	50.00%	Abertis Autopistas España	Equity method	Operation of service areas	Other auditors
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(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

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This Appendix is an integral part of Note 2-g.i to the consolidated financial statements for 2020 and should be read in conjunction therewith. Conversion of amounts in currencies other than the euro at year-end exchange rates.

### APPENDIX III. Associates included in the scope of consolidation

Company	Registered office	Ownership interest		Assets	Liabilities	Revenue	Profit / (Loss)	Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)								

#### DIRECT OWNERSHIP INTERESTS

Concesionaria Vial de los Andes, S.A. (COVIANDES)	Cra. 9 A No. 126-91 Santa Fe de Bogotá, (Colombia)	3,720	40.00%	24,512	4,957	9,783	813	Abertis	Equity method	Infrastructure concession operator	Deloitte
Constructora de Infraestructura Vial, S.A.S. (CONINVIAL)	CR 13 N°. 26 45 P 8 - Bogotá D.C. (Colombia)	5,846	40.00%	28,359	16,901	1,021	1,956	Abertis	Equity method	Construction	Deloitte

#### INDIRECT OWNERSHIP INTERESTS

##### Through Abertis Autopistas España, S.A.

Autopista Terrassa-Manresa, Concesionària de la Generalitat de Catalunya, S.A. (AUTEMA) <sup>(6)</sup>	Autopista C-16, km 41. Barcelona	49,568	23.72%	910,583	294,118	67,066	16,768	Acesa	Equity method	Toll road concession operator	Deloitte
Ciralsa, S.A.C.E. <sup>(6)</sup>	Av. Maisonave, 41. Alicante	- <sup>(7)</sup>	25.00%	-	-	-	-	Aumar	Equity method	Construction, upkeep and operation of toll roads	Deloitte
Alazor Inversiones, S.A. <sup>(6)</sup>	Carretera M-50, Km. 67,5 Área de Servicio la Atalaya Villaviciosa de Odón (Madrid)	- <sup>(7)</sup>	31.22%	-	-	-	-	Iberpistas	Equity method	Holding company	Deloitte
Infraestructuras y Radiales, S.A. (IRASA) <sup>(6)</sup>	Ctra. M100 Alcalá de Henares a Daganzo Km 6,3 28806 Alcalá de Henares	- <sup>(7)</sup>	30.0%	-	-	-	-	Iberpistas / Avasa	Equity method	Administration and management of infrastructure	Deloitte
M-45 Conservación, S.A.	Ctra. M-203 P.K. 0,280. Madrid	277	25.50%	848	211	1,530	55	Trados-45	Equity method	Upkeep and maintenance of toll roads	Deloitte

<sup>(6)</sup> Financial statements as at 31 December 2017, latest information available.

<sup>(7)</sup> Carrying amount of ownership interest zero at 31 December 2020 due to impairment losses recognised.

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

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This Appendix is an integral part of Note 2-g.i to the consolidated financial statements for 2020 and should be read in conjunction therewith. Conversion of amounts in currencies other than the euro at year-end exchange rates.

Company	Registered office	Ownership interest		Assets	Liabilities	Revenue	Profit / (Loss)	Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)								
Bip&Drive, S.A.	C/ Serrano 45 Planta 2, Local A, 28001, Madrid	4,214	35.00%	20,724	20,723	181,731	1,631	Abertis Autopistas España	Equity method	Marketing of tags	Other auditors
Accesos de Madrid, C.E.S.A. <sup>(8)</sup>	Carretera M-50, Km. 67,5 Área de Servicio la Atalaya Villaviciosa de Odón (Madrid)	- <sup>(9)</sup>	31.22%	-	-	-	-	Alazor Inversiones	Equity method	Toll road concession operator	Deloitte
Autopista del Henares, S.A.C.E. (HENARSA)	Ctra. M100 Alcalá de Henares a Daganzo Km 6,3 28806 Alcalá de Henares	- <sup>(9)</sup>	30.00%	-	-	-	-	Infraestructuras y Radiales	Equity method	Toll road concession operator	Deloitte
Erredosa Infraestructuras S.A. (ERREDOSA)	Ctra. M100 Alcalá de Henares a Daganzo Km 6,3 28806 Alcalá de Henares	- <sup>(9)</sup>	30.00%	-	-	-	-	Infraestructuras y Radiales	Equity method	Administration and management of infrastructure	Deloitte

**Through Abertis Motorways UK Ltd.**

Road Management Group Ltd. (RMG)	Cannon Place, 78 Cannon Street, London EC4N 6AF (UK)	13,021	33.33%	147.333	108.252	34.025	(3.986)	Abertis Motorways UK, Ltd.	Equity method	Toll road concession operator	Other auditors
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**Through Holding d'Infraestructures de Transport, S.A.S**

A'lienor S.A.S.	35 rue du Valentin 64121 Serres-Castet (France)	96,471	35.00%	1,125,870	801,671	54,835	(1,931)	Sanef	Equity method	Toll road concession operator	Deloitte
Routalis S.A.S.	11, avenue du Centre 78280 Guyancourt. (France)	12	30.00%	5,480	4,467	11,431	969	Sapn	Equity method	Management of terrestrial transport infrastructure	Deloitte
Leonord S.A.S	Immeuble First Part Dieu - 2 avenue Lacassagne - 69003 LYON, (France)	244	35.00%	109,013	108,160	19,760	139	Sanef	Equity method	Management of operating contracts	Other auditors

<sup>(8)</sup> Financial statements as at 31 December 2016, latest information available.

<sup>(9)</sup> Carrying amount of ownership interest zero at 31 December 2020 due to impairment losses recognised.

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

Company	Registered office	Ownership interest		Assets	Liabilities	Revenue	Profit / (Loss)	Shareholder company	Consolidation method	Line of business	Auditor
		Cost (thousands of euros)	% (*)								

**Through Abertis Internacional**

Pedemontana Veneta S.p.A. <sup>(10)</sup>	Verona (VR) Via Flavio Gioia 71	1,787	28.74%	9,173	3,557	-	(85)	Autostrada Bs Vr Vi Pd SpA	Equity method	Infrastructure management	Other auditors
G.R.A. di Padova S.p.A.	Venezia (VE) Viale Ancona 26	- <sup>(10)</sup>	30.52%	3,779	1774	-	(48)	Autostrada Bs Vr Vi Pd SpA	Equity method	Infrastructure management	Other auditors
C.I.S. S.p.A. in liquidaz. in concordato preventivo	Vicenza (VI) Contra' Gazzolle 1	- <sup>(10)</sup>	22.71%	10,749	12,425	9	(227)	A4 Holding S.p.A.	Equity method	Construction and maintenance	Other auditors
Confedaz. Autostrade S.p.A. in liquidazione	Verona (VR) Via Flavio Gioia 71	- <sup>(10)</sup>	22,51%	966	1,716	4	(177)	A4 Holding S.p.A.	Puesta en equivalencia	Construcción y mantenimiento	Otros auditores

<sup>(10)</sup> Carrying amount of ownership interest zero at 31 December 2020 due to impairment losses recognised.

(\*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.

**ABERTIS INFRAESTRUCTURAS, S.A. AND SUBSIDIARIES**

**CONSOLIDATED MANAGEMENT REPORT FOR 2020**

**DISCLOSURES REQUIRED UNDER ARTICLE 262 OF THE SPANISH  
LIMITED LIABILITY COMPANIES LAW AND ARTICLE 49 OF THE  
SPANISH COMMERCIAL CODE**

**APPENDIX. Follow-up of the CSR Master Plan**

**APPENDIX. Annual Corporate Governance Report**

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Madrid, 9 March 2021



**ABERTIS INFRAESTRUCTURAS, S.A. AND  
SUBSIDIARIES**

**CONSOLIDATED MANAGEMENT REPORT FOR  
THE YEAR 2020**



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# 1

## Letter to the shareholders and stakeholders

For Abertis 2020 was a year which, although impacted by the effects of the COVID-19 pandemic, can nevertheless be described as a success. Two concessions were acquired, one in the United States and another in Mexico, in international transactions of immense significance for the future of Abertis and which evidence its ability to continue to grow and incorporate new assets with sound future prospects and long concession terms.

In the first half of the year we completed the purchase of Red de Carreteras de Occidente (RCO), one of the largest toll road operators in Mexico. The road network operated by RCO constitutes the backbone of the country's central-western region, connecting the main industrial corridor, El Bajío, with its two major cities, Mexico City and Guadalajara.

In December we acquired the concession operator Elizabeth River Crossings (ERC), which manages four tunnels and a toll road in the State of Virginia, in what marks Abertis' debut presence in the United States. These are truly magnificent assets that have demonstrated great resilience during the pandemic. Furthermore, this transaction represents yet another important step in the Group's growth strategy, namely the acquisition of a robust platform in the United States, a country that is firmly committed to public-private partnerships and the concession framework.

Both of these transactions demonstrate Abertis' ability to manage its concession portfolio efficiently, replacing concessions that expire with new assets in new countries; assets which, in turn, can act as a platform from which to launch potential new transactions in those countries, thus contributing to the lengthening of the average life of the business and, therefore, to the sustainability of the Abertis Group. Moreover, in performing the transactions described we enjoyed the support and trust of our shareholders, Atlantia, ACS and Hochtief.

Due to the pandemic, and as a result of the mobility restrictions imposed in all countries in order to safeguard the health of the population, there was a decline in the Group's business activity in the course of the year. Toll road traffic figures ended 2020 down 21% in overall terms. Europe is the market in which traffic experienced the sharpest fall -particularly in Spain and Italy (down 31% and 28%, respectively)-, whereas the decrease in countries such as Brazil and Mexico proved to be significantly less severe (-7% and -12%, respectively).

Nevertheless, although light vehicle traffic figures showed significant losses (-25% in the year), heavy vehicle transport was only slightly affected (-6%). Forecasts for recovery, therefore, are optimistic, based on the prospect of an increased use of private transport and a preference for domestic tourism.

As a world-renowned operator of high-capacity, high-quality roads, managing close to 8,700 km of toll roads and with a presence in 16 countries in Europe, the Americas and Asia, at Abertis we wish to contribute to sustainable, connected mobility, and we conduct our activity in a manner founded on full responsibility to all our stakeholders.

Once again in 2020, we renewed our commitment to the United Nations and the Global Compact to reach the goals of the 2030 Agenda. In this regard, we joined the SDG Ambition initiative, in which 600 companies from 65 countries are participating, with the aim of establishing a corporate strategy containing specific quantifiable targets aligned with the Sustainable Development Goals (SDGs).

In 2021 we plan to carry out an assessment of the degree to which the objectives of the Corporate Social Responsibility Master Plan, which ended in 2020, have been achieved. The result will enable us to set new targets relating to the environmental, social and governance (ESG) issues affecting our activity.

Infrastructure must be ready to meet the mobility needs of tomorrow, and we are in a position to achieve this, thanks to the enormous potential that technology has to offer. In 2020 we launched the Garage project, which enables us to use new technologies such as the Internet of Things, artificial intelligence and big data to provide better toll road maintenance and improved traffic management. We are also working to ensure that our toll roads will be able to welcome electric, connected and autonomous vehicles.

The COVID-19 crisis has once again demonstrated the fundamental role played by infrastructure in bringing territories together and connecting people, as well as in guaranteeing access to essential services. We would like to express our gratitude to all the members of the team making up the Abertis Group, for their efforts in ensuring service continuity on all our toll roads, which have remained open at all times to guarantee mobility and transport during this grave public health crisis. Similarly, we wish to thank our shareholders, suppliers, investors and customers for their support and the trust they place in the Abertis Group, which enables us to continue to create value and contribute it to society as a whole.

**Marcelino Fernández Verdes**

Chairman

# 2

## Summary of the year's global performance

### 2.1 Abertis in 2020

The Abertis Group is a worldwide authority in toll road management, with close to 8,700 km of high-capacity, high-quality roads in 16 countries in Europe, the Americas and Asia, of which approximately 8,400 km are managed directly.

Abertis is the benchmark toll road operator in countries such as Spain, Chile and Brazil, and has a notable and significant presence in France, Italy, Puerto Rico, Argentina, Mexico and the US. The Group also has interests in the management of more than 200 km of roads in France and the UK.

Thanks to the internationalization strategy implemented by the Group in recent years, 78% of Abertis' revenue currently comes from outside Spain, most notably from France, Brazil, Chile, Mexico and Italy. In this connection, the acquisitions of the Red de Carreteras de Occidente ("RCO") group, located in Mexico, and Elizabeth River Crossings ("ERC"), located in the US, were completed in the year.

For Abertis, driver safety is a priority. The Group continuously invests in smart technologies and engineering to ensure that its customers experience a safe, comfortable, fast and easy journey when they choose the Group's toll roads.

Committed to research and innovation, Abertis combines advances in high-capacity infrastructure with new technologies to drive innovative solutions to meet the mobility challenges of the future.

Certain of the Group's main aggregates for 2020 are as follows:

	2020	Change vs. 2019
Total ADT	20,255	-21.4%
Electronic toll transactions	64.1%	+2.6 p.p.
Revenue	EUR 4,054 million	-24.4%
EBITDA	EUR 2,628 million	-29.7%
Net profit	EUR -392 million	-211.4%

The COVID-19 pandemic declared in March 2020 has affected all levels of Abertis' activity, which is considered an essential service, in the same way as it has impacted the economy, society and the environment. The Group's results were adversely affected mainly by the mobility restrictions during lockdown, and by the shifts in mobility patterns in the period after lockdown was lifted. Creating value for society is one of Abertis' priorities, in which it combines its commitment to its shareholders and employees with its contribution to the growth of the countries in which it operates.

	2020
Tax contribution	EUR 821 million
Occupational accident frequency rate	12.5
Fatality rate	1.4
CO <sub>2</sub> e emissions/revenue	4,393.5 tn/EUR million
Initiatives implemented for the community	202
Purchases from local suppliers	83.0%

## Corporate structure

Abertis Infraestructuras, S.A. is the Parent of a Group in which, in some cases, it is the sole shareholder and, in others, the majority shareholder of holding companies in the various lines of business and geographical markets in which the Group operates. The structure of the Abertis Group at 31 December 2020 is summarized as follows:



											
<b>España</b>	<b>Francia</b>	<b>Italia</b>	<b>Brasil</b>	<b>Chile</b>	<b>Mexico</b>	<b>USA</b>	<b>Puerto Rico</b>	<b>Argentina</b>	<b>India</b>	<b>UK</b>	<b>Irlanda</b>
Acesa	Sanef	Abertis Italia	Arteris	Gesa	Farac	Abertis USA	Metropistas	GCO	Abertis India	RMG	Emovis Op. Ireland Ltd.
Aucat	Sapn	A4 Holding	Intervias	Elqui	Coviqsa	ERC	APR	Ausol	JEPL	Dartford Crossing	Emovis Tech. Ireland Ltd.
Invicat	Routalis	Autostrada BsVr/VIPd	Litoral Sul	Rutas	Conipsa	Emovis Technologies US, Inc.			TTPL	Mersey Gateway	
Iberpistas	Aliénor	Serenissima Partecipazioni	Planalto Sul	Autopista del Sol	Cotesa				Abertis India Toll Road Services		
Castellana	Emovis		Fluminense	Autopista Los Andes	Autovim						
Avasa	Eurotoll	A4 Trading	Fernao Dias	Autopista Libertadores							
Aulesa			Régis Bittencourt	Vía Paulista							
Túnel de Barcelona i del Cadí			Arteris Participações	Autopista Central							
Autema											

The detail of the Group's subsidiaries, joint ventures and associates at 31 December 2020 and of the Group's percentages of ownership therein is shown in Appendices I, II and III, respectively, to the consolidated financial statements.

Since 2018 Abertis and the other Group companies have formed part of the Atlantia Group, the parent of which is Atlantia, S.p.A. (with registered office at Via Antonio Nibby, 20, Rome, Italy). The latter, in turn, forms part of the group the parent of which is Edizione, S.r.l. (with registered office at Piazza del Duomo, 19, Treviso, Italy).

## 2.2 2020 milestones

### January-March

- Abertis Infraestructuras, S.A. launches an issue of eight-year bonds totalling EUR 600 million.
- Spain renews the agreement with UNESCO so that Castellet castle, the headquarters of the Abertis Foundation, can continue to house the International Centre for Mediterranean Biosphere Reserves.
- The Group activates a plan to address the coronavirus (COVID-19) pandemic and to keep all of its toll roads around the world in service at all times, thus ensuring the safety of all its stakeholders.

### April-June

- Abertis and GIC close the deal for the purchase of 72% of Red de Carreteras de Occidente in Mexico.
- The General Meeting of Abertis approves the payment of a dividend of EUR 875 million, 50% of which will be paid on April 28<sup>th</sup> and the remaining 50% by the end of the year, subject to verification of the impacts of COVID-19 by the Board of Directors.
- Abertis Infraestructuras issues nine-year bonds for a total amount of EUR 900 million.
- Abertis successfully places a EUR 600 million seven-year bond issue of its French subsidiary HIT.

## July-September

- Abertis successfully places a EUR 600 million nine-year bond issue of its French subsidiary HIT.
- Arteris, the Abertis Foundation and Unicef launch the COVID-19-related “Geração que move” road safety project in Brazil.
- The Carbon Disclosure Project initiative raises the climate change rating awarded to Abertis to a B.
- Arteris formalises its adherence to the United Nations Global Compact in Brazil.

## October-December

- Abertis and John Hancock complete the acquisition of 100% of the concession operator Elizabeth River Crossings in the US.
- Abertis, in cooperation with IBM, launches the Garage project to develop more innovative, safer and eco-friendly toll roads.
- The Board of Directors of Abertis approves payment of the remaining 50% of the dividend and a new financial policy to promote growth and protect the rating. Specifically, an annual dividend level of EUR 600 million is established, to be paid in 2021 and 2022, as well as a programme to issue hybrid bonds totalling EUR 2,000 million in the medium term.
- Abertis Infraestructuras successfully places a hybrid bond issue amounting to EUR 1,250 million. The objective set in the new financial policy was met by means of this issue and an additional issue in January 2021.
- Emovis wins new innovative traffic management projects in Puerto Rico and Qatar.
- Participation in rolling out Spain's Sustainable Development Strategy in conjunction with the Spanish Network of the Global Compact.

# 3

## Strategy

### 3.1 Business model

The vision, mission and values of Abertis contribute to achieving the Abertis Group's purpose and underlie its short-, medium- and long-term strategy.

The vision of Abertis is to be a leading global operator in infrastructure management serving mobility. The mission of Abertis is to sustainably and efficiently promote and manage infrastructure that contributes to the development of society in harmony with the well-being of its employees and long-term value creation for its shareholders.

The Group acts with integrity, guided by its values:

- Leading on the basis of the principles of responsibility and trust in people.
- Finding solutions to develop infrastructure based on dialogue and cooperation with its stakeholders.
- Anticipating and adapting to the needs of its customers and users through innovation and continuous improvement.
- Promoting efficiency in the organisation based on a simple and pragmatic approach.
- Being transparent to showcase its rigour and credibility.

### Basis for the creation of value

- Be the industry's benchmark company. Abertis can combine quality and innovation.
- Our long-term commitment and the high quality of our services make us a great ally for public authorities.
- Continuous investment in smart technologies and engineering, ensuring the highest levels of service in the toll road network on a daily basis to guarantee customers a swift, comfortable, easy and safe journey.
- Combine financial strength and industry experience: we have a great financing capacity in world markets and the best know-how in the industry.
- Be part of the solution to the problems related to the increase in global traffic, such as congestion and climate change.

## Industry vision

### Engineering

The Group has a professional team constantly dedicated to maintaining the highest level of service, quality and technology on its toll roads, ensuring that their maintenance is optimal in order to help extend their life cycle and controlling the construction risks involved in expansion and renovation projects to guarantee that schedules are met.

### Technology

Abertis' experts promote the use of innovative solutions to increase the efficiency, safety and quality of the service. Its aim is to ensure efficient and safe management of traffic through diligent monitoring of traffic conditions, efficient control of traffic flows, etc., and by offering continuous information to customers.

### Operations

Abertis' industrial team develops and rolls out best practices and policies based on the Group's extensive experience and know-how.



## Global presence at 31 December 2020

Abertis is present in 16 countries in Europe, the Americas and Asia:

### Spain

- Control: Acesa, Aucat, Inviat, Castellana, Avasa, Túnel, Aulesa, Trados 45, Abertis Mobility Services<sup>1</sup>
- Investees: Autema
  - 8 concessions
  - 1,105 km (direct management)
  - 48 km (indirect management)
  - 1,489 employees
  - 14,497.6 tonnes of CO<sub>2</sub>e (scopes 1 & 2)

### France

- Control: Sanef, Sapn, Abertis Mobility Services<sup>1</sup>
- Investees: Aliénor, Leónord
  - 2 concessions
  - 1,769 km (direct management)
  - 160 km (indirect management)
  - 2,430 employees
  - 17.175,5 tonnes of CO<sub>2</sub>e (scopes 1 & 2)

### Italy

- Control: Autostrada Bs Vr Vi Pd
  - 1 concession
  - 236 km
  - 511 employees
  - 8,622.6 tonnes of CO<sub>2</sub>e (scopes 1 & 2)

### Brazil

- Control: Intervias, Via Paulista, Fernão Dias, Fluminense, Régis Bittencourt, Litoral Sul, Planalto Sul
  - 7 concessions
  - 3,200 km
  - 4,413 employees
  - 38,645.5 tonnes of CO<sub>2</sub>e (scopes 1 & 2)

### Chile

- Control: Autopista Central, Rutas del Elqui, Rutas del Pacífico, Autopista del Sol, Autopista Los Libertadores, Autopista los Andes
  - 6 concessions
  - 773 km
  - 1,156 employees
  - 13,199 tonnes of CO<sub>2</sub>e (scopes 1 & 2)

### Mexico

- Control: Farac, Coviqa, Conipsa, Cotesa, Autovim
  - 5 concessions
  - 875 km
  - 1,465 employees
  - 8,928.8 tonnes of CO<sub>2</sub>e (scopes 1 & 2)

**US**

- Control: ERC (Elizabeth River Crossings), Abertis Mobility Services<sup>1</sup>; Research and development centre (New York)
  - 1 concession
  - 6 km
  - 189 employees

**Puerto Rico**

- Control: Metropistas, Autopistas de Puerto Rico, Abertis Mobility Services
  - 2 concessions
  - 90 km
  - 62 employees
  - 2,203.9 tonnes of CO<sub>2</sub>e (scopes 1 & 2)

**Argentina**

- Control: Ausol, Grupo Concesionario del Oeste
  - 2 concessions
  - 175 km
  - 1,980 employees
  - 14,832.8 tonnes of CO<sub>2</sub>e (scopes 1 & 2)

**India**

- Control: Isadak, Trichy Tollway Private Limited, Jadcherla Expressways Private Limited
  - 2 concessions
  - 152 km
  - 53 employees
  - 2,237 tonnes of CO<sub>2</sub>e (scopes 1 & 2)

**UK**

- Control: Abertis Mobility Services<sup>1</sup>, Dartford Crossing, Mersey Gateway – Free-flow operation
- Investee: RMG A1-M Alconbury-Peterborough, A419/417 Swindon-Gloucester

**Ireland**

- Control: Abertis Mobility Services<sup>1</sup>; M-50 (Dublin) – Free-flow operation

**Canada**

- Control: Abertis Mobility Services<sup>1</sup>, Blue Water Bridge

**Croatia**

- Control: Abertis Mobility Services<sup>1</sup>; Research and development centre

**Hungary**

- Control: Abertis Mobility Services<sup>1</sup>; Operations office

**Qatar**

- Control: Abertis Mobility Services<sup>1</sup>; Operations office

## 3.2 Strategic approach

The current Strategic Plan, the Road Tech and Road Safety strategic programmes and the CSR Master Plan constitute the main elements of the Abertis Group's strategic approach, and together set out the strategic and operational targets.

Following the successful completion of the previous Strategic Plan, the Group is executing the plan for 2019-21, which aims to create value on the basis of the following pillars: (i) financial flexibility, (ii) efficiencies and (iii) growth.

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<sup>1</sup> Abertis Mobility Services has 701 employees.

## i) Financial flexibility

Abertis' strategy is to optimise its investment portfolio. To do this, the Company seeks to obtain control of all its investees, and dispose of its investments in any investees over which it cannot gain control, in order to fully consolidate all its ownership interests.

In this connection, in June 2020 Abertis sold the 19.67% stake it held in Alis, S.A.

Maintain a solid financial position, with a strong investment grade rating and access to attractive long term funding sources, as well as a sound liquidity.

## ii) Efficiencies

The Group currently has in place its third efficiencies plan, defined for the period from 2018 to 2021, which estimates the achievement of cumulative savings of EUR 650 million, concentrated mainly in the businesses in France, Brazil, Italy and Spain. This plan seeks to maximise synergies and obtain value added through the contributions of all the shareholders in the technology, operations and engineering areas; it is focussed on improving EBITDA through an optimization of operating expenses, staff costs and revenue.

## iii) Growth

The growth of Abertis is achieved on two planes:

- Growth on the basis of existing assets (organic)
- New growth (inorganic)

In relation to organic growth, the aim is for Abertis to consolidate itself as the benchmark operator in the countries in which it is present, by obtaining new projects, creating value and negotiating compensation through toll increases and/or concession term extensions.

In relation to inorganic growth, the aim is to harness the synergies arising from market presence and the areas of responsibility of Atlantia and ACS/Hochtief. Also, Abertis is open to exploring greenfield projects, provided that they are in financially stable countries with a robust legal framework.

In May 2020, Abertis completed the acquisition of 51.26% of the RCO group, being increased in July 2020 by an additional 1.86% (up to a total of 53.12%). RCO is currently one of the main operators in Mexico, managing 875 km through five concessions, which expire between 2025 and 2048.

In November 2020, Abertis entered into an agreement to acquire 55.20% of the Elizabeth River Crossings ("ERC"). The related authorizations were ultimately obtained, and the acquisition was thereby confirmed, in December 2020. ERC currently manages two tunnels and a toll road, spanning a total of 6 km, through one concession which expires in 2070.

Following completion of these transactions, Abertis is present in 16 countries; this will substantially increase its average concession term, since RCO ends in 2048 and ERC is now the concession with the longest term, ending in 2070.

# 4

## Corporate governance

The structure of the governing bodies and the decision-making process constitute other strengths of the Group. This structure is described in detail in the Annual Corporate Governance Report (ACGR), which forms part of this directors' report.

The governance model is based on the Board of Directors and its committees, the Audit Committee and the Nomination and Remuneration Committee, and the top priorities are excellence in good governance, promoting sustainability and good corporate governance practices.

### 4.1 Board of Directors

The Board is composed of the following members:

- Marcelino Fernández Verdes. Chairman.
- Francisco José Aljaro Navarro. CEO.
- Carlo Bertazzo. Director.
- Fabio Cerchiai. Director.
- Pedro José López Jiménez. Director.

Miquel Roca Junyent holds the position of Secretary of the Board of Directors.

### 4.2 Board Committees

The Audit and Control Committee is composed of the following members:

- Pedro José López Jiménez, Chairman.
- Marcelino Fernández Verdes.
- Carlo Bertazzo.

Miquel Roca Junyent holds the position of Secretary of the Audit and Control Committee.

The main functions of the Audit and Control Committee are to report to the General Meeting on the outcome of the Group's audit, oversee the Group's internal control, internal audit and risk management systems, supervise the process of preparing and presenting the financial and non-financial information, propose the appointment of the Group's auditor to the Board of Directors, issue an annual report on the auditor's independence with respect to the Group and report to the Board of Directors on all matters provided for in the law, the bylaws and the Board Regulations.

For its part, the Nomination and Remuneration Committee is composed of the following members:

- Fabio Cerchiai, Chairman.
- Carlo Bertazzo.
- Pedro José López Jiménez.

Miquel Roca Junyent holds the position of Secretary of the Nomination and Remuneration Committee.

The main functions of the Nomination and Remuneration Committee are to submit to the Board the proposals for the appointment of directors and senior executives, and to propose to the Board the policies for the remuneration of the CEO and senior executives.

## 4.3 Executive team

Abertis' executive team at 31 December 2020 is structured as follows:

- Francisco José Aljaro Navarro, CEO.
- André Rogowski Vidal, CFO.
- Josep Maria Coronas Guinart, General Secretary.
- Martí Carbonell Mascaró, Chief Planning and Control Officer.
- Jordi Fernandez Montolí, Chief Technical Officer.
- Antoni Enrich Grau, Director of People.
- Georgina Flamme Piera, Director of Corporate Reputation and Communication.
- Anna Bonet Olivart, General Manager, Autopistas España.
- Arnaud Quémard, General Manager, Sanef.
- Gonzalo Alcalde Rodríguez, General Manager, A4 Holding.
- André Dorf, General Manager, Arteris.
- Andrés Barberis Martín, General Manager, Vias Chile.
- Demetrio Sodi, General Manager RCO (Mexico).
- David Sullivan, General Manager ERC (USA).
- Julián Fernández Rodes, General Manager, Metropistas.
- Francesc Sánchez Farré, General Manager, Ausol and GCO.
- Josep Quiles Pérez, General Manager, Abertis India.
- Christian Barrientos Ribas, General Manager, Abertis Mobility Services.

# 5

## Compliance and risk management

### 5.1 Ethics and compliance

The Abertis Group is fully committed to carrying on its business activities with integrity, transparency and complying, at all times, with applicable legislation. The Group's business units have their own Ethics and Crime Prevention Committees, as well as their compliance functions.

The Group has a standardized crime prevention model. In what is a new development, significant progress has been made in the monitoring of the degree of implementation of this model at the Group, performed by Abertis' compliance function, since it has been automated by means of the Governance, Risk & Compliance corporate tool. In addition, in 2020 the model was improved in order to guarantee the following:

1. Technical competencies and ethical attitudes of the directors and employees overseeing the compliance model in each business unit.
2. Monitoring of the compliance of the controls mitigating legal risks.
3. Types, formats and frequency of training in the compliance area.
4. Traceability of whistleblowing management by all the Ethics and Crime Prevention Committees of the Abertis Group.
5. The non-existence of reprisals in the event of internal complaints made in good faith.
6. The appraisal of the annual performance of the Group employees that are subject to performance review, in accordance with ethical values.
7. The obtainment of international certification ISO 37001 by all the Group's business units.

It is also worth highlighting the inclusion of Red de Carreteras de Occidente (RCO) in the Abertis Group's standardized crime prevention model, as well as the improvement in the integration of the Internal Audit, Corporate Development, Legal/M&A Advisory and People functions with Abertis' compliance function.

### Ethics and compliance rules of the Abertis Group

The three basic pillars of the ethics and compliance rules of the Abertis Group are:

- The Abertis Group's Code of Ethics.
- The Abertis Group's Compliance Policy.
- The Abertis Group's Anti-corruption Rules.

These rules apply to all the business units, whose respective managing bodies adhere to them or approve their own codes of ethics, compliance policies and anti-corruption rules with the aim of adapting to the specific features of the business and the country in question, while following the Group's main guidelines.

As part of the process of improving the compliance models, in 2020 Arteris in Brazil approved a new version of its Code of Ethics and Isadak in India updated its Anti-corruption Rules, in addition to the related internal implementing regulations.

## Net criminal risks

Abertis has prepared a Group methodology for the assessment of the existing legal controls at the Abertis Group that enable the mitigation of risks of non-compliance with external and internal rules applicable to the Group. The application of the aforementioned methodology involves the obtainment of net criminal risk maps.

Since Abertis assessed its legal controls in 2020, it now has its net criminal risk map. This methodology must also be applied by the business units in 2021.

## Ethics and compliance training

The Group's business units have given training and carried out awareness campaigns focused on the following aspects:

1. Ethical values
2. Compliance model
3. Anti-corruption
4. Prevention of workplace harassment
5. Misuse of information

In 2020, Brazil, Chile, Italy, Puerto Rico and the countries involved in Mobility Services carried out specific training on anti-corruption, the code of ethics, workplace harassment and misuse of information, designed for the members of the boards of directors of each of the subsidiaries, as well as persons holding executive positions and all employees. In addition, specific advocacy & lobbying training was provided in Spain.

For the first time, Abertis launched an anti-corruption awareness campaign at Group level, which consisted of a video featuring Abertis' CEO and General Secretary, as well as its Legal Advisory and Engineering and Construction Managers. At Abertis this campaign was disseminated through the digital screens at the corporate headquarters of Abertis' offices in Spain, as well as on the Intranet.

Also, the business units have the mission to disseminate this campaign to all of their employees in 2021, with an institutional message from the respective General Manager, using the media they consider most suitable.

## Certification of Compliance Management Systems

As part of the strategy to improve the anti-corruption model, it is necessary for all the business units to obtain the ISO 37001 international anti-bribery management system certificate. Autopistas España and Abertis Infraestructuras have obtained the aforementioned certificate.

In addition, Autopistas España has been awarded the Spanish crime prevention certification in accordance with UNE Standard 19601:2017.

## Ethics channel

All the Group's business units have whistleblowing mechanisms for reporting irregularities of all kinds that guarantee confidentiality in the management of all the reports received.

Abertis' ethics channel, together with the Group's Code of Ethics and compliance rules, can be accessed through the website [www.abertis.com](http://www.abertis.com).

In 2020, 329 reports of breaches of the Code of Ethics were received, and 87.5% of the cases classified as open were duly resolved.

## Distribution of reports resolved by type of resolution

	2020
Rejected	60.4%
Warnings	13.1%
Dismissal	9.5%
Other disciplinary measures	17.1%

The compliance management model is composed of:

1. Board of Directors – *Audit Committee (constituted in November 2019)*
2. Corporate Ethics and Crime Prevention Committee – *Chief Compliance Officer*
3. Local Ethics and Crime Prevention Committees – *Local Compliance Officers*

## 5.2 Risk control

The Group is exposed to various risks inherent to the various countries in which it operates that may prevent it from achieving its objectives. Therefore, Abertis has implemented a risk management model, approved by the Board of Directors in the discharge of its duties, applicable to all business units and corporate units in all the countries in which it carries on its business activities.

This model is reviewed regularly in order to ensure the inclusion of best practices in risk management and control. Therefore, in 2020 an analysis of Abertis' Risk Management model was conducted on the basis of best risk management practices and, more specifically, in accordance with the COSO (Committee of Sponsoring Organizations of the Treadway Commission) ERM framework.

The analysis of the adherence of Abertis' ERM to the five pillars defined in the COSO ERM framework revealed a high level of adherence. The actions identified at Abertis to contribute to the improvement of its ERM process are currently being implemented.

### Main risks and internal control

The aim of the Abertis Group's risk management model is, among others, to ensure the achievement of the Company's main objectives; the main risks that may affect the achievement of those objectives, and the corresponding control measures, are as follows:

Type of risk	Main risks	Control measures
Governance and reputational risks	<ul style="list-style-type: none"> <li>• Loss of reputation.</li> <li>• Governance model.</li> <li>• Loss of talent, succession in key positions.</li> </ul>	<ul style="list-style-type: none"> <li>• Crisis management model.</li> <li>• Formalization of roles and responsibilities.</li> <li>• Management of people and talent.</li> </ul>
Environment-related and regulatory risks and risks arising from the specific nature of the Group's businesses.	<ul style="list-style-type: none"> <li>• Decreases in demand due to the economic situation in certain countries.</li> <li>• Creation of alternative infrastructure.</li> <li>• Risks arising from the integration of acquisitions.</li> <li>• Changes and restrictions in mobility.</li> <li>• Regulatory and socio-political changes.</li> <li>• Catastrophe risks.</li> <li>• Change in concession terms and conditions and/or restoration of economic feasibility.</li> </ul>	<ul style="list-style-type: none"> <li>• Internationalization and selective growth policy and Investment Committees.</li> <li>• Cooperation with public authorities.</li> <li>• Monitoring of changes in the contractual and legal framework.</li> <li>• Coordination to ensure adequate compliance with the local legislation in force and pre-emption of legislative changes.</li> <li>• Insurance coverage.</li> </ul>



Type of risk	Main risks	Control measures
Financial risks	<ul style="list-style-type: none"> <li>• Foreign currency risk.</li> <li>• Liquidity risk.</li> <li>• Cash flow interest rate risk.</li> <li>• Debt refinancing risk and credit rating changes.</li> <li>• Breach of financial commitments and debt repayment obligations.</li> </ul>	<ul style="list-style-type: none"> <li>• Monitoring of interest rate and exchange rate management policy.</li> <li>• Monitoring and extension of debt maturities and scrutiny of potential impacts on credit rating.</li> <li>• Sensitivity analysis.</li> </ul>
Industrial risks	<ul style="list-style-type: none"> <li>• Customer and employee safety.</li> <li>• Risks associated with adaptation and rapid response to technological changes in operating systems and to the emergence of new technologies.</li> <li>• Information systems security.</li> <li>• Construction project control risks.</li> <li>• Correct infrastructure maintenance and infrastructure quality risks.</li> <li>• Talent training and retention risks.</li> <li>• Supplier dependence.</li> <li>• Environmental risks.</li> </ul>	<ul style="list-style-type: none"> <li>• Specific control policies, procedures, plans and systems for each business area.</li> <li>• Investment programme monitoring and control (OPEX and CAPEX Committees).</li> <li>• Road safety, operation and management system improvement plans (traffic, tunnels).</li> <li>• Risk monitoring and analysis and implementation of a corporate insurance programme.</li> <li>• Environmental management systems.</li> <li>• Business continuity plans.</li> </ul>
Financial reporting, fraud and compliance risks	<ul style="list-style-type: none"> <li>• Integrity and security of financial reporting and transactions.</li> <li>• Manipulation of information, corruption and misappropriation fraud.</li> <li>• Contingencies, ongoing inspections and appeals.</li> <li>• Compliance with legislation, internal regulations and contractual obligations.</li> <li>• Code of ethics.</li> </ul>	<ul style="list-style-type: none"> <li>• Internal Control over Financial Reporting (ICFR) system organisation and supervision model.</li> <li>• Compliance model in place at the Group.</li> <li>• ISO 37001 certification (implemented in Spain, under way in the rest of the Group).</li> <li>• Adoption of the Code of Good Tax Practices.</li> <li>• Annual declaration of compliance with the code of ethics.</li> </ul>









## COVID-19 impacts - Main risks

2020 was marked by the health emergency caused by COVID-19, which, declared to be a global pandemic, has affected all the Group's businesses, although to a varying degree of intensity and with varying time impacts.

The availability of the service provided by our concessions has been uninterrupted throughout the pandemic since it is an essential service. Therefore, it has been necessary to implement and monitor exceptional measures to ensure the continuity of operations whilst fully guaranteeing the safety of our employees and users.

The management of all of Abertis' business units has centred on and prioritized the identification of emerging risks and the changes in assessment of existing ones, affected by the COVID-19 crisis. These risks have been clearly identified and assessed, together with the controls and action plans implemented in the short term to mitigate exposure, and measures have been adopted to strengthen our resilience capacity. In this connection, a COVID-19 Crisis Coordination Committee has been created to monitor the continuity and safety of operations in all the businesses in which the Group operates. This committee meets on a regular basis to share Best Practices and to anticipate any required risk mitigation measures. The objective is to monitor the risks, together with the protocols and actions to be performed, in order to guarantee the continuity of operations.

Worthy of note, therefore, in 2020 is the impact of COVID-19 on several of the main risks affecting Abertis' business:

COVID Main Risks identified		Abertis Main mitigation Action Plans
External Risk	 <b>Traffic decrease</b>	<ul style="list-style-type: none"> <li>Periodically monitoring the evolution of the risk and sensibility analysis</li> <li>Analysis of the concessional contracts and opportunities of economic rebalance</li> </ul>
	 <b>Regulatory</b>	<ul style="list-style-type: none"> <li>Ensure respect of the Concession Agreement terms (increase of tariffs, etc.) Legal/ friendly</li> </ul>
Financial Risk	 <b>Liquidity</b>	<ul style="list-style-type: none"> <li>Ensure compliance of financial covenants: renegotiation of ratios</li> <li>Refinancing of debt</li> </ul>
Operational Risk	 <b>ICT Systems: (Cyberattack)</b>	<ul style="list-style-type: none"> <li>Secure remote access via VPN</li> <li>Information Security master plan</li> </ul>
	 <b>Health and Safety</b>	<ul style="list-style-type: none"> <li>Protocols and actions: Permanent sanitization on board / periodical test COVID-19 to employees / Flu vaccination / Campaigns to promote preventive behaviors and social distancing / Psychological assistance to workers and family</li> </ul>
	 <b>Capex deviations in term and cost</b>	<ul style="list-style-type: none"> <li>Prioritization of CAPEX / Risk management methodology deployed / Risk transfer to suppliers (price variation, etc.)</li> </ul>
Business Continuity Risk	 <b>Unavailability of people</b>	<ul style="list-style-type: none"> <li>Shift management to ensure availability of people, specially with impact on critical activities (traffic management, collection and billing)</li> </ul>
	 <b>Capacity of remote technology</b>	<ul style="list-style-type: none"> <li>Remote working: continue operations from locations outside of office sites (deployment of a common video call system for the hole Group).</li> <li>Access and communication readiness; continuous IT remote support</li> </ul>

In addition to the risks arising from the exceptional impact of the COVID-19 crisis (basically the fall in traffic), the Group has continued to manage other risks related to the political and social instability in some of the countries in which it operates (mitigated by internationalization and geographical diversification), to the damage caused by adverse weather conditions (mitigated by a corporate insurance coverage and contingency plan policy) and to the reduction in the average life of toll road concessions and the expiry of concessions (mitigated by the growth of the asset portfolio through the taking of control of RCO in Mexico, as well as of Elisabeth River Crossings in USA, with 50 years still remaining until this concession expires).

# 6

## Safe and innovative toll roads

As one of the world's leading toll road operators, Abertis manages its infrastructure under four basic principles that interact with each other and make up its industrial model: road safety, the pursuit of intelligent solutions to boost efficiency and traveling comfort, innovation and the harnessing of the benefits provided by new technologies, and a customer-oriented approach.

43.5% of toll road revenue relates to roads with a safety management system in place, and 32.3% to roads certified under the ISO 39001 international standard.

### 6.1 Road safety

Abertis considers road safety one of its priorities, which it works towards through the global "Road Safety" programme. Through this programme, transversal teams from all disciplines and geographical areas work together at the Group to guarantee knowledge and application of the best practices in road safety on Abertis' toll roads.

Abertis' Road Safety programme encompasses more than 60 years of knowledge and experience in the construction and management of toll roads, complying with the most stringent international standards. Thus, the Group follows the most widely recognised policies and procedures in the industry in order to ensure road safety in all areas of its activity.

The Group invests in intelligent engineering and technology to guarantee that its customers have the best experience possible when traveling on its toll roads. The Group applies advanced construction and management practices, and cooperates with worldwide benchmark institutions and organisations with a global vision: to achieve the objective of zero fatalities on its toll roads.

Abertis is continuing to work on a vision of road safety that shares the values of the Global Plan for the Decade of Action for Road Safety 2011-2020, and its recent renewal for the decade spanning 2021-2030, which is founded on five pillars: (i) safe infrastructure; (ii) road safety management; (iii) safer vehicles; (iv) safer road users; and (v) post-crash response.

In 2020, the improvement in the historical series of accident and fatality rates that the Group had been recording was affected by the impact of the pandemic on mobility patterns and the inclusion of Mexico in the data. Fatality and accident rates both trended in the opposite direction to the Group's objectives, with global increases in both rates. The numbers of traffic accidents and deaths fell in all the countries in absolute terms, but the significant reduction in kilometres travelled affected the calculation of fatality and accident rates in each of the countries and at Group level. Similarly, the inclusion of Mexico in the data for 2020 led to an overall increase in the number of traffic accident victims, which had a direct impact on the fatality rate. The Appendix on Follow-up of the CSRMP provides a detail of the changes in the data by country.

Fatalities have decreased during the year by 4,9%. The accident (IF1) and fatality (IF3) rates during the year have been 21.0 and 1.4, respectively.

## Main actions taken in 2020

### GLOBAL

- Continuation of the development of the alliance with UNICEF to reduce the impact of traffic accidents on minors: in 2020 the programme was launched in Brazil.

### SPAIN

- Observatory on the behaviour of toll road drivers in Spain in 2020.
- Safety improvements in the Vallvidrera and Cadí tunnels and work on road safety campaigns in conjunction with the Catalanian Traffic Service.
- Renovation of the ventilation system in Tunnel 2 of the AP-6.
- Improvement of the asset management system through a field inspection application.

### FRANCE

- Observatory on the behaviour of toll road drivers.
- Campaign relating to the risks of falling asleep at the wheel *#JeChoisislaPause*.
- "Gardez vos distances": a campaign to keep a safe following distance.

### ITALY

- Observatory on the behaviour of toll road drivers.
- Campaign to enhance self-protection in the event of breakdown or accident on toll roads.

### BRAZIL

- "Geração que move" project in cooperation with the Abertis Foundation and UNICEF.
- Construction of walkways for pedestrians on Via Paulista.
- Wake up Driver: Campaign about falling asleep at the wheel aimed at truck drivers.
- Campaign for the use of seat belts.
- *Viva Motorcyclist, Viva Pedestre, Viva Seguro, Serra Segura* campaigns, among others.

### CHILE

- Drone-based 3D modelling of bridges and structures for their maintenance and the appraisal of special loads.
- Control of road surfacing work using thermographic cameras.
- Design and implementation of a territorial management protocol for construction and maintenance actions.

### PUERTO RICO

- Actions to be prepared for emergencies (Incident Command System).
- "La última llamada" awareness campaign.
- Other campaigns on the use of seat belts, safety seats and the observance of speed limits.

### ARGENTINA

- Technical surveying of toll road structures.
- Observatory on the behaviour of toll road drivers.
- "Everyone in their place" campaign for respect between trucks and motorcycles.

### MEXICO

- Campaigns for safe travel.

### INDIA

- Improvement of infrastructures: construction of metal barriers, better signalling, creation of pedestrian crossings, improvement of safety on toll plazas, etc.
- Holding of Road Safety Week.
- Awareness project with the Peace Trust comprising street theatre and puppet shows.
- Awareness programme in schools.
- Campaigns aimed at users and inhabitants of areas close to toll roads with a special emphasis on the use of seat belts and helmets and avoiding alcohol consumption at the wheel.

In addition to the aforementioned measures, specific actions have been performed in relation to road safety management in the context of the COVID-19 pandemic. These include the digitalisation of the Proyecto Escola in Brazil, the objective being to move towards a hybrid educational model combining virtual and in-person education in line with the development of the restrictions on social interaction, the free use of Truck Parks for transport professionals in Spain and similar actions in Italy, the deployment of Foodtrucks to meet the needs of hauliers in France, and the distribution of PPE for their counterparts in Brazil.

Similarly, various countries have promoted communication campaigns to guarantee the health and safety of toll road users in connection with the measures to prevent transmission of the virus established by the governments in question.

## 6.2 Innovation

Managing mobility in the future will entail important challenges but also great opportunities. Therefore, Abertis has developed its "Road Tech" strategic programme, which brings together road infrastructure and new technologies, with the objective of making the Group a platform for safer, smarter and more sustainable mobility.

At Abertis, innovation encompasses many areas. On the one hand, through analysis of how new mobility trends can impact the traditional business. On the other, through a commitment to a new line of business, based on Mobility as a Service (MasS), which shifts the focus of mobility away from the mode of transport to the individual, who understands mobility as a point-to-point service, with new and different needs.

### Connected toll roads

Abertis promotes projects aimed at new mobility challenges, such as the preparation of toll roads for electric, connected or autonomous vehicles.

The programme is based on the following pillars:

- Solutions for intelligent toll roads and integrated mobility. The subsidiaries in Spain, France and Italy are participating in the European C-Roads project for cooperative transport and autonomous driving systems, to find advanced vehicle-to-infrastructure communication solutions applied to mobility and the application of the Internet of Things to monitor the state of the infrastructure, as well as to improve service and optimise operations.
- Solutions for connected and autonomous vehicles, such as the project to deploy cooperative intelligent transport systems for exchanging information on traffic conditions, or the Inframix European project studying the coexistence of connected and conventional vehicles on toll roads.
- Solutions for electric vehicles, with the development of electric charging points in the toll road network.

### Electronic tolls and free-flow systems

The Abertis Group is committed to the innovations brought about by electronic and barrier-free toll technology thanks to its many advantages: a smoother journey, a more modern toll road adapted to its customers' payment systems, greater safety for customers and road workers, and greater respect for the environment thanks to savings in fuel consumption and polluting emissions.

Abertis offers free-flow mobility solution advisory, design, implementation, operation and maintenance services through its Emovis technology and services division, which operates some of the world's largest electronic toll infrastructure in the UK, Ireland, the US and Canada. It operates in eight countries: Canada, the US, Puerto Rico, the UK, Ireland, France, Croatia and since 2020, Qatar.

The percentage of automatic or electronic toll transactions increased at the Group to 76.7% (+4.1 p.p.) of the total, with 64.1% relating to electronic toll transactions alone (+2.6 p.p.). India, Argentina, Chile and Brazil stand out among the countries that have seen the highest growth.

## Mobility as a service

Abertis Mobility Services is the Group's business line whose goal is to respond to the need for Mobility as a Service; it aims to become the pioneer in modern and efficient mobility focused on various types of customers: on the one hand, authorities and road operators (B2A), through the subsidiary Emovis, and on the other, vehicle fleet companies (B2B), through Eurotoll, one of the largest issuers of electronic payment devices, or OBU's (On-Board-Units) in Europe. Lastly, citizens are the direct customers of subsidiaries such as Bip&Go and Bip&Drive, in the toll payment device sector.

## Garage Project

In 2020, the Abertis Group entered into a three-year global partnership agreement with IBM, to launch an "innovation garage", a programme designed to co-explore and co-develop innovative ideas for improving road infrastructure management using technology. Therefore, the two companies are joining forces to help tackle future mobility challenges, which are mainly related to increased traffic, the environment and road safety, in the countries in which the Abertis Group is present.

The projects being explored within this programme aim to find new solutions based on technological resources -such as artificial intelligence, the Internet of Things and the Cloud, among others- in order to improve the customer experience on Abertis' toll roads, offering safer and more comfortable and sustainable journeys tailored to their needs. To do so, Abertis has multi-disciplinary and multinational teams, made up of professionals from Spain, France, Italy, Chile, Puerto Rico, Brazil, Argentina, India and Mexico.

For the time being, four projects are already under way: a continuous monitoring system to prevent the degradation of toll road surfaces and optimise maintenance; an artificial intelligence-driven weather forecasting system to provide greater safety and efficiency during winter; a free-flow mobility support system; and the use of big data to offer tailored solutions to customers and expand free-flow systems.

The Abertis Group and IBM will work together to develop these solutions and analyse their feasibility to implement them in the short to medium term.

## Main Innovation actions performed in 2020

### FREE-FLOW MOBILITY

- ViasChile has completed the roll-out of the free-flow toll systems at all the accesses to the capital managed by the company. All of the ViasChile toll roads exiting Santiago have from this year on been equipped with a free-flow toll system to improve mobility and road safety.
- Emovis has been awarded a new contract in Puerto Rico to install electronic free-flow toll bridges in the dynamic toll lanes of the PR-52 and PR-18 toll roads. It has also expanded to the state of Qatar, after winning a contract to design and operate an urban toll system on the Doha Expressway toll road.

### ELECTRIC MOBILITY

- The French government, together with toll concession operators including Sanef, among other parties, has promoted a plan to install 100,000 electric vehicle charging points to speed up electric mobility in the country.

### AUTONOMOUS AND CONNECTED VEHICLES

- In 2020 the technical results of the Inframix project, which involved the participation of Autopistas, were presented. In the framework of this project, an evaluation was conducted of specific scenarios for the coexistence of autonomous and conventional vehicles on the AP-7 toll road.
- The European Commission has announced a subsidy of EUR 11.9 million to test 5G technology over the next three years on autonomous and connected vehicles between Figueres and Perpignan, in a project in which Autopistas will participate. The project, called 5GMed Corridor, will study how vehicles can remain connected to the telephone network in a cross-border

area, which requires a change in operator. 5G will enable a reduction in road accidents and decrease carbon dioxide emissions.

#### PAYMENT SYSTEMS

- Autopistas and Sanef have launched applications for paying tolls on mobile phones. AWAI, Autopistas' app, enables smartphone payments on the C-32 toll road, while Paipor can be used on the A13 and A14 toll roads in France. These are solutions that make it possible to perform the payment transaction more comfortably, quickly and safely.
- Red de Carreteras de Occidente (RCO) has established the automatic toll Tag system using credit topping-up as an alternative to paying in cash or by card, which makes journeys in Mexico quicker and safer.
- Emovis has continued to innovate and implement its next-generation road user charge (RUC) system for tolls based on satellite geolocation, expanding its operations to the state of Utah (US). It has also implemented the first RUC pilot scheme in Ireland, which explores sustainable financing solutions for the future.
- Autopistas de Puerto Rico has definitively closed lanes using manual cash payments.

#### CYBERSECURITY AND BACK OFFICE

- Autopistas has also made improvements to the Cybersecurity Master Plan to ensure the continuity of the business and the protection of the security of company, customer and employee data.
- Emovis has designed and implemented several new solutions in 2020: commercial back office (CBO), video tolling and image review. It has also implemented its new SAP solution-based CBO in Qatar, video tolling to replace traditional tolling in Poland and its first image review solution in Canada to increase productivity and minimise the error rate.
- Emovis also provides innovation as part of its free-flow toll operations in the UK, having implemented artificial intelligence to classify its back office transactions more efficiently. It has also applied its experience with a free-flow pilot scheme at Autopistas España, including a new commercial back office.

## 7

## Value creation

### 7.1 Shareholders

#### Aggregates and results

Average Daily Traffic (ADT), the main activity indicator, experienced a like-for-like decrease of -21.4% to stand at 20,255 vehicles at 31 December 2020, which had a negative impact on Group revenue.

In 2020, the levels of activity of the Group's toll road concession operators decreased due to the mobility restrictions imposed by the various governments as a result of COVID-19; the detail of their ADT up to 31 December 2020 is as follows:

	Km	ADT 2020	% Change vs. 2019
Toll roads Spain	1,105	17,079	(30.8%)
Toll roads France	1,769	19,244	(24.6%)
Toll roads Italy	236	47,326	(27.8%)
Toll roads Brazil	3,200	19,137	(7.5%)
Toll roads Chile	773	19,827	(25.9%)
Toll roads Mexico	861	13,341	(12.0%)
Toll roads Puerto Rico	90	55,104	(20.6%)
Toll roads Argentina	175	49,055	(39.8%)
Toll roads India	152	18,971	(15.5%)
<b>Abertis<sup>2</sup></b>	<b>8,361</b>	<b>20,255</b>	<b>(21.4%)</b>

As can be observed, at the end of 2020 Abertis' toll road activity showed a downward trend, mainly as a result of the various mobility restriction measures implemented by the governments of the countries in which the Group operates to address the effects of the pandemic. In this connection, of particular note are the decreases in activity in the European countries, whose measures have been more restrictive and longer-lasting.

Also, it is worth noting that in 2020 the kilometres managed by the Spanish concession operators fell in comparison with the previous year due to the expiry of the Aumar concession arrangement. This impact has been partially offset by the acquisition of new concessions in Mexico.

Lastly, in the first quarter of 2020 activity in Chile was also adversely affected by the social crisis, which had a negative impact on light and heavy vehicle traffic. Autopista del Sol was the hardest-hit concession.

<sup>2</sup> Does not include Toll roads USA since ERC does not incorporate its profit/loss for the year due to the consolidation taken place at year end.



The main aggregates in the consolidated statements of profit or loss for 2020 and 2019 are as follows:

EUR million	2020	2019
Operating income	4,054	5,361
Operating expenses	(1,426)	(1,624)
<b>Gross profit from operations</b>	<b>2,628</b>	<b>3,737</b>
Depreciation and amortisation charge and impairment losses on assets	(2,688)	(2,705)
Construction revenue and expenses	16	20
<b>Profit (Loss) from operations</b>	<b>(44)</b>	<b>1,052</b>
Financial loss	(706)	(610)
Share of profit (loss) of companies accounted for using the equity method	15	(3)
<b>Profit (Loss) before tax</b>	<b>(735)</b>	<b>439</b>
Income tax	220	(110)
<b>Profit/(Loss) from continuing operations</b>	<b>(515)</b>	<b>329</b>
Loss from discontinued operations	-	(6)
<b>Profit (Loss) for the year</b>	<b>(515)</b>	<b>323</b>
Attributable to non-controlling interests	(123)	(29)
<b>Attributable to shareholders of the Parent</b>	<b>(392)</b>	<b>352</b>

Operating income amounted to EUR 4,054 million, representing a decrease of -24.4% compared with 2019, due mainly to:

- The mobility restrictions imposed by the governments of the countries in which the Group operates to address the effects of the COVID-19 pandemic.
- The expiry of the Aumar concession arrangement, which gave rise to a reduction in revenue of EUR 337 million and in the number of kilometres managed by the Group.
- The negative performance of the Group's various currencies, particularly the Brazilian real, the Chilean peso and the Argentine peso, the average exchange rates of which reflected a depreciation of 33%, 15% and 54%, respectively, with respect to the average exchange rates in 2019, which led to a EUR 279 million decrease in Group revenue.

These impacts were partially offset by:

- The acquisition of the RCO group, which after its inclusion contributed revenue of EUR 230 million.
- The expense reduction due to the different actions aimed at reducing the negative impact caused by COVID-19.

#### EBITDA

EBITDA reached EUR 2,628 million, down 30% in relation to 2019. The Group's results were adversely affected mainly by the mobility restrictions established by the governments of the countries in which the Group operates as a result of the COVID-19 pandemic, which gave rise to reductions in the activity of the Group's various concessions.

EBITDA by country (EUR M)	2020	2019
Spain	705	1,283
France	972	1,258
Chile	281	445
Brazil	233	339
Mexico	183	-
Italy	150	232
Puerto Rico	85	116
Argentina	14	27
Other	5	37

In order to mitigate the negative impact of COVID-19, the Group took various measures aimed at reducing expenses.

In addition to the reduction in activity, other factors affecting the Group's EBITDA in 2020 have been the end of concession of Aumar, and the negative performance of exchange rates.

#### Financial loss and depreciation and amortisation charge

The Group's results include, as in the previous year, the effects of the obtainment of control of the Abertis Group and the merger of Abertis with Abertis Participaciones and, therefore, the fair values of the assets and liabilities of Abertis arising from the purchase price allocation, which had a negative impact of EUR 677 million in 2020 due mainly to the annual depreciation and amortisation charge on the assets revalued subsequent to the aforementioned transaction (2019: EUR 749 million).

The increase in the financial loss is related mainly to the impairment of the IFRIC 12 financial asset in Argentina due to the ongoing deterioration of the country's economic situation, which was exacerbated further by the pandemic, the inclusion of the RCO Group's financial loss following its acquisition in May 2020, and the impact of the bond repurchase performed in 2020. These impacts were partially offset by the sale of the ownership interest in Alis and an efficient finance management of the existing debt.

#### Income tax

Income tax in 2020 resulted in a benefit of EUR 220 million (due to the reduction in activity and the impact of the obtainment of control of the Abertis Group and the merger of Abertis with Abertis Participaciones described in the previous section), the tax rates in the main countries in which Abertis operates being as follows: Spain, 25%; France, 34,4%; Italy, 31,4%; Brazil, 34%; Chile, 27% and Mexico, 30%.

#### Profit (Loss)

The consolidated loss for 2020 attributable to the shareholders amounted to EUR 392 million (2019: profit of EUR 352 million), mainly as a consequence of the reduction in traffic caused by the mobility restrictions imposed as a result of the COVID-19 pandemic.

#### Balance sheet performance

The main aggregates in the consolidated balance sheet (presented in condensed format) as at 31 December 2020 and 2019 are as follows:

EUR million	31 December 2020	31 December 2019		31 December 2020	31 December 2019
Property, plant and equipment	426	451	Share capital and reserves attributable to shareholders of the Parent	5,644	5,873
Goodwill	8,378	7,927	Non-controlling interests	2,970	1,962
Other intangible assets	29,197	25,571	<b>Equity</b>	<b>8,614</b>	<b>7,835</b>
Investments in associates and interests in joint ventures	292	409	Bond issues and bank borrowings	26,573	24,112
Other non-current assets	3,608	3,523	Other non-current liabilities	7,323	6,930
<b>Non-current assets</b>	<b>41,901</b>	<b>37,881</b>	<b>Non-current liabilities</b>	<b>33,896</b>	<b>31,042</b>
Other current assets	1,528	2,168	Bond issues and bank borrowings	2,576	2,254
Cash and cash equivalents	3,102	2,645	Other current liabilities	1,472	1,563
<b>Current assets</b>	<b>4,630</b>	<b>4,813</b>	<b>Current liabilities</b>	<b>4,048</b>	<b>3,817</b>
Non-current assets classified as held for sale and discontinued operations	27	-	Liabilities associated with non-current assets classified as held for sale and discontinued operations	-	-
<b>Assets</b>	<b>46,558</b>	<b>42,694</b>	<b>Equity and liabilities</b>	<b>46,558</b>	<b>42,694</b>

At 31 December 2020, total assets amounted to EUR 46,558 million, representing an increase of 9% compared with 2019 year-end. This was due mainly to the impact of the inclusion of the Mexican and US businesses.

Approximately 62% of the total assets relate to other intangible assets (mainly concessions) in line with the nature of the Group's infrastructure management business.

Consolidated equity amounted to EUR 8,614 million, up 10% on the figure at 2019 year-end, which was affected mainly by:

- The positive impact of EUR 1,427 million arising from the changes in the Group's scope of consolidation with the acquisitions of the Mexican and US businesses amounting to EUR 951 million and EUR 476 million, respectively.
- The positive impact of the perpetual bond issue amounting to EUR 1,242 million.
- The dividends paid in 2020 amounting to EUR 875 million.
- The negative impact of the loss for the year amounting to EUR 392 million.

## Investments

Total investment by the Group in 2020 amounted to EUR 2,594 million and related primarily to inorganic growth (81% of the total investment), mainly in respect of:

- Acquisition of 53.117% of the Red de Carreteras de Occidente (RCO) group.
- Acquisition of 55.2% of Elizabeth River Crossings (ERC).

The Group's purpose in undertaking these transactions is to offset almost all of the impact of the expiry of the Aumar concession agreement and, at the same time, to diversify its operations into two new geographical areas: Mexico and USA.

The Group invested EUR 397 million in expansion in 2020, accounting for 15% of total Group investment, mainly in:

- Increasing the capacity of the toll roads, particularly those located in Brazil (EUR 174 million) and in France to improve and extend the network (EUR 132 million).

In this regard, Sanef is continuing to improve its network in the framework of the agreement reached with the French government in prior years to implement the "Plan Relance" with respect to French toll roads. This plan provides for improvements to the toll road network in exchange for an extension of the concession arrangements (two years for Sanef and three years and eight months for Sapn).

Of note in this regard is the fact that on 24 July 2018 Sanef entered into an agreement with the French government to implement a new investment plan to build various link roads, increase the number of parking spaces for high-occupancy vehicles and carry out various programmes to protect the network's water resources. Under the agreement, Sanef will invest EUR 122 million in various projects in exchange for an additional annual increase in tolls for 2019-2021 (0.225% for Sanef and 0.218% for Sapn).

In the case of Arteris, work to extend and improve the toll roads is continuing, particularly with respect to the concessions that depend on the Federal State. Of note in 2020 were the road surface recovery work and the "Contorno de Florianópolis" construction project at Litoral Sul, in accordance with the provisions of the respective concession arrangements. With respect to the concessions in São Paulo State, progress is being made in the new ViaPaulista concession with respect to the initial road recovery work and the construction of operational bases and toll plazas. Operations were expected to commence at the end of the year.

The Group's operating investment in 2020 amounted to EUR 91 million (4% of the total).

The Group is continuing to focus its efforts on controlling operating expenses to improve efficiency, and on investing in the development and expansion of the capacity of its own assets, as well as on the acquisition of new concessions, having invested EUR 2,594 million in 2020, of which approximately 60% were invested in Mexico, 23% in the US, 8% in Brazil and 7% in France.

In addition to the investments in inorganic growth and the extension of the average life of its portfolio, Abertis also placed emphasis on the expansion of its toll road capacity.

## Financial management

Gross debt at 31 December 2020 (not including payables to companies accounted for using the equity method, interest on loans and bonds or other liabilities) amounted to EUR 28,310 million and represented, on the one hand, 329% of equity, a slightly higher percentage than at the end of 2019 (327%) due to the changes in gross borrowings detailed below, and, on the other hand, 61% of liabilities and equity, which was similar to the percentage at the end of 2019 (60%).

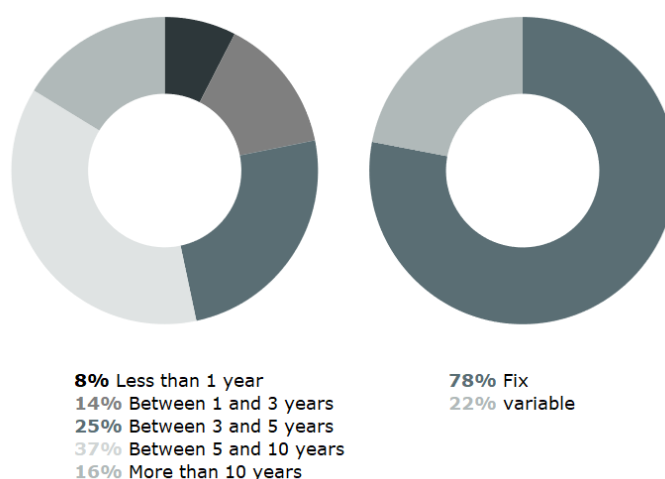
Also, Abertis' Net Debt (not including payables to companies accounted for using the equity method, interest on loans and bonds) in 2020 increased by EUR 2,245 million to EUR 25,208 million.

The aforementioned change in bank borrowings (both gross and net) was due mainly to:

- The impact of obtaining control of 53.12% of the share capital of RCO, as well a of 55.2% of ERC, for an approximate amount of EUR 2,000 million, and the resulting inclusion of its net debts, which at the date control was obtained amounted to EUR 2,600 million.
- The issuance of a hybrid bond amounting to EUR 1,250 million, which, in view of its nature and contractual conditions, was classified for accounting purposes in the Group's equity, and which made it possible to perform a bond repurchase and thereby, from an accounting standpoint, reduce the Group's net bank borrowings by the same amount.
- The payment of the dividend in 2020 amounting to EUR 875 million.
- The exchange rate effect at 31 December 2020, due mainly to the depreciation of the Brazilian real and the Chilean peso at the reporting date, which reduced the Net Debt by EUR 531 million.
- Other additional impacts such as investments in 2020 amounting to EUR 488 million, and the divestment of Alis.

As a result of its investment activity, primarily in the concession businesses, Abertis is exposed to both regulatory and financial risks, the latter comprising foreign currency risk, credit risk, liquidity risk and cash flow interest rate risk. The Group's global risk management programme takes into account the uncertainty of the financial markets and aims to minimize the potential adverse effects on the global profitability of the Group as a whole by establishing financing and hedging policies in line with the nature of its businesses.

In practice, this continues to translate into a sound financial structure, with a high average debt maturity (6.28 years at 2020 year-end compared with 5.6 years at 2019 year-end), and, in keeping with a policy to minimize exposure to financial risks, a high percentage of debt bears interest at fixed rates or at rates fixed through hedging (78% at 2020 year-end compared with 75% at 2019 year-end), greatly reducing the possible effects of constraints in the credit market.



In this connection, of particular note in 2020 were the following transactions performed by various Group companies:

- Under the Euro Medium Term Note Programme (EMTN) registered with the Central Bank of Ireland (CBI) in Dublin on 6 March 2019, Abertis carried out new bond issues totalling EUR 1,500 million.
- The arrangement of new loan agreements with banks totalling EUR 420 million.

- The drawdown of a total of EUR 1,000 million against existing bilateral loans.
- The issue by Hit of two new bonds for a total amount of EUR 1,200 million, which enabled it to strengthen its liquidity position in the current economic climate.
- The issue by Arteris of bonds amounting to BRL 1,454 million (approximately EUR 228 million).

In 2020, Abertis repaid EUR 3,391 million of its debt, of which EUR 1,500 million correspond to the early repayment of the debt assumed by it of its shareholder Abertis HoldCo, S.A., EUR 50 million to the maturity of a bilateral loan, EUR 1,561 million to the repayment of bonds, EUR 250 million to the repayment of credit facilities drawn against in the year and EUR 30 million to the maturity of commercial paper.

Also, Abertis took steps to optimise the Group's liquidity and to reduce the finance costs associated with the borrowings by renegotiating in 2020 credit facilities amounting to EUR 2,425 million (2019: EUR 1,550 million). Accordingly, the volume of the credit facilities of Abertis Infraestructuras, S.A. at 31 December 2020 totalled EUR 3,320 million (2019: EUR 2,650 million).

It should be noted that with this and other transactions the Group reinforces its ability to take advantage of the opportunities offered by the credit market to achieve attractive conditions and continue to generate value for its shareholders.

Lastly, it should be mentioned that the high cash flow generation of the majority of Abertis' main businesses allows a financial balance to be maintained, enabling new investments to be made in upgrading the infrastructure it currently manages, as well as the continuation within the current economic and financial scenario of the selective policy of growth investments developed in recent years without the need for additional capital contributions from the shareholders.

## Credit quality management

Abertis has a credit rating assigned by the rating agencies Standard and Poor's and Fitch Ratings.

In this regard, Abertis holds a long-term "BBB-" investment grade-adequate credit quality rating awarded by the international credit rating agency Standard and Poor's Credit Market Services Europe Ltd. Also, the short-term credit rating at the same date was "A-3".

In addition, Abertis holds a long-term "BBB" rating awarded by the international credit rating agency Fitch Ratings Ltd., and a short-term "F3" rating.

Abertis' policy is to maintain an investment-grade credit rating.

## Alternative performance measures (APMs)

Abertis believes that certain Alternative Performance Measures (APMs) provide additional financial information to that obtained using the applicable accounting standards (EU-IFRSs) that is useful for assessing the performance of the Group and is used by management in its decision-making processes. In this regard, in accordance with the recommendations issued by the European Securities and Markets Authority (ESMA), set forth below are the definition and determination of the main APMs employed:

### Sales

Corresponds to "Operating Income" in the consolidated statement of profit or loss.

	2020	2019
Sales - Operating income	4,053,648	5,361,265

### Opex

Corresponds to "Operating Expenses" in the statement of profit or loss of the consolidate annual accounts.

	2020	2019
Opex - Operating expenses	(4,119,314)	(4,336,054)

### EBIT - Profit (Loss) from operations

Corresponds to "Profit (Loss) from Operations" in the statement of profit or loss of the consolidate annual accounts.

	2020	2019
EBIT - Profit (Loss) from operations	(43,460)	1,051,838

### EBITDA - Gross profit from operations

EBITDA, or gross profit from operations, is defined as EBIT adjusted for "Depreciation and Amortisation Charge", "Changes in Impairment Losses on Assets" and "Capitalised Borrowing Costs" in the consolidated statement of profit or loss.

	2020	2019
EBIT - Profit (Loss) from operations	(43,460)	1,051,838
+ Depreciation and amortisation charge	2,426,384	2,704,720
+/- Changes in impairment losses on assets	261,552	299
- Capitalised borrowing costs	(16,186)	(20,336)
<b>EBITDA - Gross profit from operations</b>	<b>2,628,290</b>	<b>3,736,521</b>

The Group considers EBITDA to be an operating indicator that measures its assets' ability to generate cash flows, as well as an indicator that is widely used by analysts, investors, credit rating agencies and other stakeholders.

### EBITDA margin

The EBITDA margin is a relative indicator used by the Group to analyse the operating performance of its assets, representing the relative weight of EBITDA as a percentage of sales.

	2020	2019
EBITDA - Gross profit from operations	2,628,290	3,736,521
Sales	4,053,648	5,361,265
<b>EBITDA margin</b>	<b>64.84%</b>	<b>69.69%</b>

In relation to this APM, it should be noted that "EBITDA margin" is not a measure adopted under the accounting principles and does not have a standard meaning; accordingly, it cannot be compared with the EBITDA margin of other companies or groups.

### Contribution to EBITDA

"Contribution to EBITDA" is the percentage that reflects the proportion of EBITDA contributed by each of the businesses or operating segments as a percentage of the Group's total EBITDA.

### Gross Debt

"Gross Debt" is defined as the sum of "Bank Loans" and "Bond Issues and Other Loans" detailed in Note 14 to the consolidated financial statements:

	2020	2019
Bank loans	9,123,497	7,965,382
Bond issues and other loans	19,186,802	17,642,791
<b>Gross Debt</b>	<b>28,310,299</b>	<b>25,608,173</b>

### Net Debt

"Net Debt" is defined as "Gross Debt" less the line item "Cash and Cash Equivalents" disclosed in the consolidated balance sheet:

	2020	2019
Gross Debt	28,310,299	25,608,173
Cash and cash equivalents	(3,102,175)	(2,644,889)
<b>Net Debt</b>	<b>25,208,124</b>	<b>22,963,284</b>

The Group uses "Net Debt" as a measure of its solvency and liquidity, disclosing the Group's cash in relation to its total bank borrowings. "Net Debt" and the measures derived from "EBITDA" are frequently used by analysts, investors and credit rating agencies as an indication of financial leverage.

### Net Financial Debt

"Net Financial Debt" is calculated by subtracting "Non-Current Assets - Other Non-Current Financial Assets", "Current Assets - Other Current Financial Assets" and "Cash and Cash Equivalents" from "Non-Current Financial Liabilities" and "Current Financial Liabilities".

"Net Financial Debt" is an indicator of the portion of the Group's investments financed by its net financial liabilities.

The reconciliation of this APM and the Group's consolidated financial statements is as follows:

	2020	2019
Non-current financial liabilities	26,996,159	24,637,247
Current financial liabilities	2,687,444	2,361,529
Other non-current financial assets	(2,318,051)	(2,445,327)
Other current financial assets	(284,145)	(335,358)
Cash and cash equivalents	(3,102,175)	(2,644,889)
<b>Net Financial Debt - continuing operations</b>	<b>23,979,232</b>	<b>21,573,202</b>
Non-current financial liabilities	-	-
Current financial liabilities	-	-
Other non-current financial assets	-	-
Other current financial assets	(7,886)	-
Cash and cash equivalents	-	-
<b>Net Financial Debt - discontinued operations</b>	<b>(7,886)</b>	<b>-</b>
<b>Net Financial Debt</b>	<b>23,971,346</b>	<b>21,573,202</b>

## Capex

“Capex” relates to “Net Cash Flows from Investing Activities - Purchases of Property, Plant and Equipment, Intangible Assets and Other Concession Infrastructure” in the consolidated statement of cash flows.

	2020	2019
Purchases of property, plant and equipment, intangible assets and other concession infrastructure	477,045	641,404

The Group considers this to be an important indicator because it represents the ability to expand its portfolio through the discretionary use of cash for investments to improve its toll road network in exchange for a return, and measures the Group's effectiveness in allocating resources to enable it to build a perpetual business model, since this contributes to the replacement of EBITDA and the increased duration of its portfolio of assets.

## Discretionary cash flow

“Discretionary cash flow” is defined as EBITDA plus/minus finance income/costs, minus income tax and plus/minus cash adjustments for: (i) finance income and finance costs; (ii) income tax; (iii) provisions required under IFRIC 12 and other provisions; (iv) concession arrangements – financial asset model; and (v) dividends received from financial investments, associates and joint ventures.

The Group considers “discretionary cash flow” to be one of the most important indicators of its ability to generate available cash flows from its operations, once the obligatory uses of cash for the payment of taxes and finance costs have been deducted. This cash flow will be used mainly, and in line with the Group's strategy, to pay debt and dividends and expand its portfolio of assets.



The reconciliation of this APM and the consolidated financial statements is as follows:

	<b>2020</b>	<b>2019</b>
EBITDA	2,628,290	3,736,521
Finance income	725,707	513,164
Finance costs	(1,473,316)	(1,129,064)
Income tax	219,808	(109,335)
Adjustments:		
Exchange gains	(183,147)	(239,741)
Exchange losses	180,208	131,310
Impairment - expected credit losses	377,219	137,198
Provision for loans and guarantees provided to associates and other financial assets	-	1,263
Deferred tax asset - charge/(credit) to profit or loss	69,364	146,921
Deferred tax liability - charge/(credit) to profit or loss	(534,302)	(502,184)
Deferred taxes	(464,938)	(355,263)
Charge to the consolidated statement of profit or loss due to period provisions/(reversals)	168,451	172,656
Charge to the consolidated statement of profit or loss due to interest cost	19,660	30,710
Amounts used (paid) in the year	(213,853)	(250,143)
Provisions required under IFRIC 12 (short-term and long-term)	(25,742)	(46,777)
Charge to the consolidated statement of profit or loss due to period provisions/(reversals)	5,961	6,519
Charge to the consolidated statement of profit or loss due to interest cost	6,523	3,871
Amounts used (paid) in the year	(29,859)	(67,237)
Other provisions (short-term and long-term)	(17,375)	(56,847)
Charge to the consolidated statement of profit or loss due to economic compensation of revenue	(51,475)	(37,515)
Charge to the consolidated statement of profit or loss due to economic compensation (pursuant to Section B of Schedule 3 of Royal Decree 457/2006)	(212,346)	(200,626)
Amounts used (collected) in the year	325,739	104,470
Concession arrangements - financial asset model	61,918	(133,671)
Dividends received from financial investments, associates and joint ventures	2,202	15,023
<b>Discretionary cash flow</b>	<b>2,020,834</b>	<b>2,463,781</b>

## Use of financial instruments

The policy followed in relation to derivative financial instruments is described in Note 3-e) to the consolidated financial statements for 2020. Also, the detail thereof at 2020 year-end is provided in Note 12 to those consolidated financial statements.

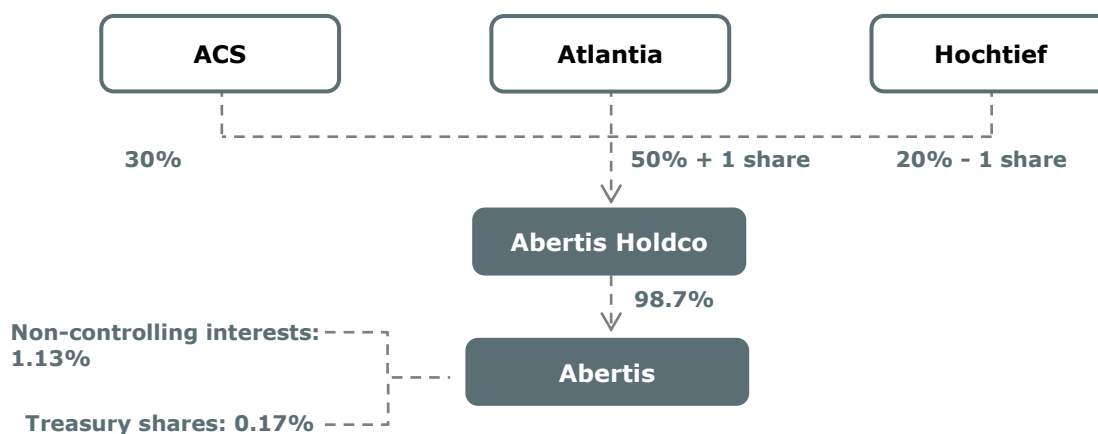
## Treasury shares

As a result of the transactions carried out in 2020 (acquisition), the treasury shares held at 31 December 2020 represented 0.17% of the share capital of Abertis Infraestructuras, S.A. (2019: 0.08%). The changes in the treasury share portfolio in 2020 and 2019 were as follows:

	Number	Par value	Cost of acquisition/sale
At 1 January 2020	691,508	2,075	7,393
Acquisition	866,152	2,598	5,390
<b>At 31 December 2020</b>	<b>1,557,660</b>	<b>4,673</b>	<b>12,783</b>
	Number	Par value	Cost of acquisition/sale
At 1 January 2019	8,500	26	156
Acquisition	683,008	2,049	7,237
<b>At 31 December 2019</b>	<b>691,508</b>	<b>2,075</b>	<b>7,393</b>

## Shareholder structure

The detail of the Abertis Group's shareholder structure at 31 December 2020 is as follows:



## Dividend distribution policy

The Parent distributed the dividends described in Note 13-f) to the consolidated financial statements for 2020, maintaining a sustainable distribution policy.

## 7.2 Society

### i) Tax contribution

#### Tax strategy

Abertis' tax policy, approved by the respective managing bodies of all the Group companies, is based on transparency and the application of tax law in a responsible and prudent manner. The guiding principles of Abertis' tax policy can be consulted on the Group's website.

In accordance with the aforementioned policy, and following the guidelines that have governed its operations since its incorporation, Abertis is committed to its obligation to pay tax to contribute towards the public funds that provide the public services that are essential for the social and economic progress and development of the countries in which it operates.

Also, Abertis avoids the use of opaque structures, processes or systems for tax purposes, aimed at shifting profit to low tax jurisdictions (tax havens) or preventing the tax authorities from identifying the party ultimately responsible for the activities or the ultimate holder of the assets or rights involved.

#### Tax governance

The Board of Directors of Abertis is assigned the functions of preparing the tax strategy, establishing the tax risk control and management policy and approving any investments or transactions that, by virtue of their high amount or characteristics, entail special tax risks.

In discharging these functions, the Board of Directors approved the tax policy, which contains the Company's tax strategy and its commitment to the application of tax best practices.

On an annual basis, the Tax Advisory Department reports to the Board of Directors of Abertis concerning the level of compliance of the tax policy, so that it may maintain the policy, or, if it sees fit, amend it.

The Abertis Group has a risk management model in place, which is approved and monitored by the Audit and Control Committee and described in detail in the corresponding chapter of this Directors' Report together with the Annual Corporate Governance Report. The risk management model covers all the Group's possible risks, including tax risks, with the aim of ensuring achievement of Abertis' main objectives.

#### Stakeholder communication and engagement mechanisms

Any employee or person belonging to any of the Abertis Group's stakeholders who detects or notices any fraudulent practice or action in the tax sphere may, through the channel established in the Code of Ethics, submit such queries or reports of breaches as they deem appropriate, in accordance with the provisions of the tax policy.

Since 2014, Abertis has voluntarily adhered to the Spanish Code of Good Tax Practices, which contains recommendations agreed between the Spanish tax authorities and the Forum of Large Companies. The Company complies with the guiding principles of the Spanish Code of Good Tax Practices, which are as follows:

- Foster reciprocal cooperation based on good faith and transparency in tax practices.
- Increase legal certainty in the application and interpretation of tax legislation.
- Reduce litigiousness and avoid conflict in the tax sphere.

In addition, on an annual basis Abertis voluntarily submits a fiscal transparency report to the Spanish tax authorities, in which it furnishes them with all the relevant and most significant tax-related information affecting the Group each year.

## Contributions made in 2020

Abertis makes a quantifiable economic and social contribution through the taxes it pays to the authorities of the countries in which it operates. This involves making a considerable effort to comply with the formal obligations to report to and cooperate with the tax authorities, as well as significant responsibilities.

Following the OECD cash basis methodology, the total tax contribution of the Abertis Group in 2020 amounted to EUR 821 million, of which EUR 137 million related to taxes borne<sup>3</sup> and EUR 684 million to taxes collected<sup>4</sup>. In this connection, the Abertis Group includes all the fully consolidated subsidiaries<sup>5</sup>.

In 2020, for every EUR 100 of Abertis' revenue, EUR 20 were used for the payment of taxes.

Also, the tax contribution per kilometre of toll road managed directly by Abertis amounted to EUR 96,023 in 2020.

## ii) Contribution to the environment

The changes in mobility patterns and the related effect on the response to the environmental challenges laid out in national and international agreements demonstrate the significant role played by infrastructure in achieving global social objectives in the medium term.

Abertis' strategic objectives with regard to the environmental impacts of the life cycle of its activities include the decarbonization of its business lines as the basis for managing climate change, innovation founded on circular economy parameters and the development of products and services with positive environmental impacts, as part of the Group's eco-efficiency strategy, together with the enhancement and preservation of natural capital.

The conduct of periodic environmental training and awareness campaigns aimed at all the stakeholders involved, together with the systematization of environmental management procedures within the framework of the different business units' management systems, ensure that the necessary preventive measures are implemented correctly in order to reduce the significant environmental impacts caused by the organization's activities, both directly and indirectly. An environmental management system according to ISO 14001 has been implemented at Abertis facilities accounting for 83.7% of the revenue for 2020, while the remaining facilities have specific procedures for managing issues with the most significant impacts.

The environmental expenditure in the year, encompassing actions relating mainly to the preparation of environmental impact studies, efficient energy and water consumption, urban waste management, landscaping and cleaning, totalled EUR 10.7 million, a fall of 57.9% (basically in Brazil, Italy and Spain) due to the decreased actions as a consequence of COVID-19.

### Climate change

The situation brought about by the pandemic in 2020 has rendered more urgent the need to work towards a green recovery, one whose vision is aligned with the most ambitious climate change management scenario, which involves limiting the increase in average temperatures to a degree and a half.

Abertis' actions in this area are focused mainly on scope 1 and 2 emissions relating to direct and indirect fossil fuel consumption. In addition, material consumption and emissions from infrastructure use are the main categories in which the organization contributes to scope 3 emissions.

In 2020, Abertis continued with the work to formalise and systematize the risks and opportunities arising from climate change, as an integral part of the organizational risk management model. It has also initiated a global project to establish science-based carbon reduction targets which, together with the definition of specific action plans to achieve those targets, will enable the organization to focus its efforts in a guided manner in the coming years.

<sup>3</sup> Taxes borne are those representing an effective cost for the company (payments of income tax, local taxes, indirect taxes on goods and services and employer social security contributions). Income tax paid in 2020 amounted to EUR 376 million and, in addition, refunds of prior years' income tax totalling EUR 646 million were received.

<sup>4</sup> Taxes collected are those which do not affect profit or loss but are collected by Abertis on behalf of the tax authorities or are paid on behalf of other taxpayers (value added tax, withholdings and employee social security contributions).

<sup>5</sup> Includes in 2020 the taxes paid by the Mexican Group Red de Carreteras de Occidente (acquired in 2020).

The organization's regular public participation in the Carbon Disclosure Project and the calculation of its annual carbon footprint according to benchmark international standards enable it to monitor, and provide constant information on, the impact of its activities on climate change, thereby responding to stakeholders' expectations and facilitating follow-up of the targets set.

Total CO<sub>2e</sub> emissions in 2020 amounted to 16.9 million tonnes, 16.7% less than in the previous year, due mainly to the reduction in emissions from vehicles using the toll roads. The effects of the pandemic on mobility had a significant impact on scope 3 emissions, which account for 99.3% of the Group's total emissions. Scope 1 and 2 direct emissions (arising from the organization's direct energy and electricity consumption) increased by 4.5% in comparison with the previous year and amounted to 120,397 tonnes, due mainly to the inclusion of the activities in Mexico and improved data collection in Brazil, which offset reductions in the other countries. These changes affected the ratio of total emissions to revenue, which increased by 10.2% with respect to 2019 to stand at 4,393.5 tonnes of CO<sub>2e</sub> per million euros, due to the effects that the pandemic has had on the Group's revenue.

The actions implemented to improve the efficiency of resource consumption, such as the gradual replacement of the corporate vehicle fleet with less polluting vehicles, the substitution of lighting systems and the installation of solar panels for generating clean self-consumption electricity, have a direct impact on scope 1 and 2 direct and indirect emissions. Also, the use of recycled materials, construction waste recovery and participation in projects to incentivize the use of less polluting vehicles are among the main actions taken to reduce scope 3 emissions.

### Circular economy

Material consumption and waste generation are significant-impact issues associated with infrastructure maintenance and upkeep. Innovation in terms of waste recovery and the use of recycled materials has great potential to reduce environmental impacts throughout the life cycle of toll roads, giving rise to positive stakeholder synergies associated with the closing of production loops.

Construction waste is the principal category of waste generated by Abertis' activities, and accounted for 93.6% of its total waste in 2020 and 93.7% of its total non-hazardous waste. The progressive establishment of construction waste recovery procedures, and the pilot trials involving the use of different types of waste in asphalt mixtures are enabling the organization to make progress in the recovery and re-use of this category of waste. In 2020, 462,060 tonnes of construction waste were recovered, representing 53% of the total generated.

Fluctuations in toll road maintenance works affect the variation in the amount of waste generated each year. Total waste in 2020 fell by 12.3% in comparison with the previous year and amounted to 931,568.4 tonnes, 99.9% of which was non-hazardous waste. 52.9% of the waste generated was recovered, and priority was given to its recovery, recycling and re-use. This figure was significantly higher than in 2019. 46.8% of the hazardous and non-hazardous waste generated ended up in landfill.

### Biodiversity and natural capital

The importance of the conservation and protection of biodiversity and natural capital for achieving targets relating to the decarbonization of activities and the health and safety of people and ecosystems was highlighted and further emphasized in 2020 due in particular to the situation caused by the pandemic.

Besides the direct impacts associated with the land fragmentation inherent to mobility infrastructure, a total of 1,383.7 km of the toll roads managed by Abertis in Brazil, France, Spain, Chile, Italy and Puerto Rico pass through specially protected natural areas designated to safeguard biodiversity.

The range of actions implemented to conserve and protect biodiversity and natural capital includes environmental monitoring, environmental liability recovery, and flora and fauna protection programmes; compensatory planting in spaces bordering toll roads and other areas; planning and installation of wildlife crossings; adaptation of emergency plans to minimise the impacts of road accidents and upkeep and cleaning activities on ecosystems; measures to prevent and calculate noise pollution, and awareness and environmental education campaigns aimed at people within the organization, external partners and local communities.

Noise impact studies were carried out on a total of 3,430.7 km of toll roads in France, Spain, Chile, Brazil and Italy, representing 41% of the total kilometres of toll roads under direct management. Furthermore, anti-noise barriers have been installed in various stretches of toll roads in Spain, Chile, Puerto Rico and Italy to help reduce the noise associated with the use of the infrastructure. Work also continues on the reforestation programmes and on the use of noise-reducing asphalts in Argentina.

### iii) Contribution to the community

Support for the implementation of joint projects with entities in the different territories in which the organization operates results in the formation of alliances with local communities, thereby strengthening positive synergies and leading to a positive social impact. Achieving this strategic objective involves carrying out and supporting projects implemented by the different stakeholders in the areas of road safety, the environment, culture and social accessibility.

A total of 202 projects and initiatives were carried out in the area of social action and sponsorship in the year, involving a total expenditure of EUR 3.4 million, 53.3% of which were social investments and initiatives linked to long-term business. Specific one-off contributions increased significantly in 2020 due to the impact of COVID-19 on initiatives involving local communities.

54.7% of total contributions for the year involved projects in Latin America, a higher percentage than in the previous year; this was offset by a reduction in initiatives in Europe (19.6% of total contributions). Similarly, 50.9% of contributions in 2020 relate to Sustainable Development Goal 3 (Good Health and Well-being), a significant increase compared with the previous year, due mainly to the social context generated by the pandemic.

Participating in general and sector-specific associations is another way of interacting with local communities. They enable Abertis to identify areas for joint improvement and innovation and also to detect expectations, which is the basis for managing them correctly. This participation increased in 2020 when the Group's various business units formed part of a total of 118 associations with which 243 meetings were held.

#### Local support against the pandemic

A number of the actions carried out with communities in 2020 were marked by the local response to the various challenges posed by the COVID-19 pandemic in each of the territories.

The business units in the different countries helped to satisfy local community entities' specific needs. The following specific actions were carried out:

- Donation of personal protective equipment to thirteen public hospitals, various groups of transport workers and indigenous people's associations and groups, support for flu vaccinations for transport workers and the execution of a cooperation agreement with UNICEF to aid vulnerable groups in Brazil.
- Toll roads in France promoted an inclusive mobility plan for vulnerable groups and entered into a cooperation agreement with the Red Cross and other not-for-profit organizations to finance projects to address the direct impacts of COVID-19.
- Formalization of a strategic relationship plan with local authorities and local community associations to offer specific assistance in connection with the pandemic, and the grant of specific contributions to entities in Chile, including the donation of ambulances.
- In Argentina donations were made to the charity Cáritas to distribute food to vulnerable groups.
- In Italy the toll road business provided healthcare workers with hotel facilities to respond to the needs of nurses and doctors required to travel to work and who need somewhere to rest, and also contributed, with donations, to mitigating the effects of the pandemic on cultural activities in the country.
- Donation of personal protective equipment to various stakeholders in Puerto Rico, India and Mexico.

Through its corporate volunteering programme, the corporation in Spain conducted a campaign to raise funds for the healthcare sector, and the Abertis Foundation made donations to hospitals in Madrid and Barcelona to buy healthcare material and equipment. Through the Red Cross and Cáritas, it also financed social and healthcare assistance programmes to protect vulnerable groups affected by COVID-19.

### The Abertis Foundation

Castellet castle, the headquarters of the Abertis Foundation, has housed the UNESCO International Centre for Mediterranean Biosphere Reserves since 2015. In 2020 the agreement with UNESCO was renewed to continue with the Centre's activities following the success of the initiatives carried out in recent years and the achievement of a large proportion of the established objectives. In addition to setting up and launching the network of Mediterranean Biosphere Reserves, the Centre has also carried out activities to promote the Man and the Biosphere (MaB) Programme, the Spanish Network of Biosphere Reserves, the IberoMaB Network and the World Network of Biosphere Reserves, among others. In a similar vein, the Abertis Foundation has made its commitment to local communities clear, and sets the standard for local community relationships. It also carries this bond over to the different countries in which the Group operates. The Foundation has three lines of action: road safety, social action and care for the environment.

The activities it carried out in 2020 included road safety campaigns and the promotion of studies, such as the study on the recovery of natural spaces in the Terres de l'Ebre area (one of the most important wetlands in the Mediterranean) after the effects of storm "Gloria". The Foundation's annual report, available on the website, contains details on the institution's work in 2020.

### Abertis Chairs

Abertis' commitment to road safety has been strengthened by consolidating alliances with academic institutions to foster research into finding a response to current challenges, the aim being to ensure that transport infrastructure continues to contribute to the development of best practices for the effective and efficient management of road infrastructure throughout its lifecycle -its study, design, construction, operation and improvement over its useful life, with a minimum environmental impact and a maximum return for society-, in a way that makes it economically efficient and contributes to enhancing people's quality of life and safety.

The International Network of Abertis Chairs, which founded its first chair in 2003, currently has centres in Spain, France, Puerto Rico, Chile and Brazil through agreements with the respective universities involved. Every year, each chair holds the Abertis awards for undergraduate final-year projects or doctoral theses; there are two categories, one for research into transport infrastructure management and another for road safety. The Abertis International Prize is awarded to the best of the national winners.

## iv) Quality management and customer orientation

Abertis' strategic objectives for its user and customer stakeholders consist of providing a quality service, in terms of safety and innovation, as well as fluidity, comfort and real-time information; and developing products and services that incorporate environmental and social concerns.

The Road Tech and Road Safety programmes are the cornerstones of product and service development. The cross-cutting integration of the systems for managing quality, road safety, occupational safety, the environment and information security ensures that there are procedures to assess and adapt any actions relating to satisfying this stakeholder group's expectations in an ongoing improvement cycle.

There is a quality management system -implemented in accordance with ISO 9001- in place at Abertis facilities which account for 58.4% of the year's revenue, and facilities representing 42.1% of revenue have ISO 9001-certified systems.

### Communication and engagement channels

The changes in communication channels in recent years, together with the use of ongoing communication tailored to various contents, have been key to ensuring user safety in the context of the pandemic. More traditional channels, such as face-to-face customer service and telephone support are being replaced by other digital channels that enable and foster real-time communication.

Communication campaigns are crucial for the implementation of new products and services such as barrier-free payment systems. In this regard, the following projects are of particular note: the project to respond in under an hour to user requests made on social media in France; the communication plan developed for implementation of the free-flow system in Chile; the new websites developed in Argentina; the marketing campaign for the free-flow system carried out by Emovis, the merits of

which have received external recognition; and lastly, the electronic newsletter providing regular information of interest at Metropistas.

In addition, the formal mechanisms for receiving queries, complaints and suggestions in place at all the Group's subsidiaries make it possible to systematize the information received and, in addition to assisting customers, assess their requests with a view to including them in the ongoing improvement systems. Use of these channels continues and in 2020 the number of communications totalled 1.8 million, of which 96.4% were queries and 99.9% were resolved appropriately.

Similarly, the toll roads in France and Chile, together with Metropistas in Puerto Rico, A4 Mobility in Italy, COTESA and RCO in Mexico, and Emovis and Eurotoll in France carried out customer satisfaction surveys in 2020, which show high satisfaction levels in terms of meeting expectations and enable actions aimed at ongoing service improvement to be defined.

## v) Suppliers and supply chain management

The activities performed by Abertis suppliers include mainly those relating to infrastructure maintenance (including cleaning and gardening, as well as construction, surfacing and signage), the associated equipment and machinery, raw materials, fuel, waste management, products relating to the connectivity services provided, as well as other expert professional services.

Therefore, supplier engagement is key to achieving the Group's strategic objectives. This is particularly true with regard to the development of products and services with positive environmental, social and governance impacts, the rejection of any form of corruption and the generation of positive synergies with local communities. In addition, it should not be overlooked that the impact of partner companies affects the achievement of other strategic objectives, such as those relating to operational eco-efficiency, quality and safety.

The purchasing policy and the related operating rules form the general framework for application of corporate policies and procedures in the supply chain. These procedures ensure the extension to the supply chain of the organizational commitments established in the Code of Ethics and the Corporate Social Responsibility policy, together with the anti-corruption compliance management system.

2020 saw the continuation of the work begun in 2019 to migrate to a platform for supplier certification based on suppliers' economic management and their management of compliance and global sustainability issues. Efforts focused specifically on the roll-out of this platform in each of the countries in which the organization operates, although the level of progress attained varies depending on the integration and planning of the processes in each territory. The roll-out is complete in Brazil, Spain, Chile, Argentina and Italy, and is being implemented in France. The platform has also been adapted for performing public tenders in Italy and the same process will be completed in France in the coming year. Also, the electronic billing platform has been replaced and the related specific training has been conducted for suppliers in Spain. This platform is scheduled to be extended to Italy and France.

In the context of the pandemic, the health and safety procedures applicable to suppliers have been adapted and modified, together with the way in which supplier relationships are managed, replacing in-person meetings with virtual ones. In addition, new suppliers have been added to the chain in connection with the personal protective equipment and hygiene products required to ensure compliance with the rules and recommendations for preventing transmission of the virus. Lastly, certain works and projects have been readjusted to ensure that they are carried out correctly within the framework of the new working procedures and to cater for certain restrictions on the access to construction materials in certain countries.

In 2020, the Group worked with a total of 13,384 suppliers, a slightly lower figure than in 2019. Of these suppliers, 811 are considered strategic and critical suppliers due to the type of product or service they provide, and there were no significant changes in this regard with respect to prior years. 23.9% of the strategic suppliers and 20% of the critical suppliers were assessed on the basis of environmental, social and good governance considerations, and specific audits were performed on 6 critical suppliers and 33 strategic suppliers in Spain, France and Mexico. A total of 664 contracts were terminated in 2020 due to breaches, mainly in Brazil and to a lesser extent in Spain.

In addition to preliminary assessments and audits, the inclusion of environmental and social considerations in contracts and the promotion of local suppliers are mechanisms used to control the impacts associated with the products and services provided in relation to the organization's activities. 91.4% of the public and private tenders carried out in 2020 involved environmental and/or social considerations, and 83% of the purchases in the year (by volume) were made from local suppliers, figures that have remained stable with respect to 2019.



## 7.3 Human team

### i) Health and safety

Abertis' strategic health and safety objective was reinforced in 2020 due to the context generated by the pandemic. Achieving 0 accidents and 0 deaths remains a significant objective which has prompted Abertis to strengthen the Road Safety and Smart Risk programmes and adapt them to the new COVID-19 prevention measures.

#### Management and monitoring

Systematic identification of the risks associated with each of the job positions, both direct and indirect, together with preventive training and operational measures to prevent such risks from materialising, form the basis of the management systems and procedures implemented in all the business units. At the same time, the monitoring and assessment of all incidents and accidents by the health and safety committees complete the ongoing improvement cycle that is geared towards achieving the Group's strategic objectives.

The legal framework established in each country defines - in some cases - the type of system to be implemented. Countries representing 91.8% of Abertis' revenue for 2020 have a formal occupational health and safety management system based on ISO 45001 (except in Mexico, which still uses OHSAS 18001) and the local standards defined by law. There are specific procedures for Argentina, India and Metropistas, although there are no formal systems in place.

The actions carried out include occupational safety visits and inspections, hygiene and ergonomic assessments, specific occupational risk prevention training and real-time monitoring and management of occupational accidents using software that enables each case to be traced, assessed and analysed. In 2020 a total of 94,099 hours of training on occupational health and safety issues were given to direct and indirect workers, 105.9% more than in 2019.

Several countries have applied measures concerning the management of emotional health issues relating to the pandemic and developed specific action plans to implement the regulations defined in each country to prevent the spread of the virus. In addition, the occupational risks of the job positions of vulnerable groups have been reviewed and adapted, together with those relating to remote working, which has been imposed in many countries as a way of guaranteeing service continuity. Similarly, specific practices have been rolled out to guarantee the health of workers who have continued to work on-site, such as changing shift patterns, increasing personal protective equipment, regularly disinfecting work areas and conducting serological tests for workers returning to on-site work. Ongoing permanent communication has been a key element in the correct application, in an organised manner in line with the changes introduced in each country, of all the new protocols to respond to each local situation.

All the business units except for Argentina, India and Eurotoll have health and safety committees which, made up of workers, centralize the monitoring and assessment of the proper functioning of the occupational health and safety measures for all direct and indirect workers. 74% of the direct workforce and 81.9% of the indirect workforce (totalling 12,306 workers) are covered by these committees. In 2020 the health and safety committees met on 434 occasions, and discussed issues relating to the monitoring of the occupational health and safety management systems and, in particular, issues concerning management of the pandemic.

#### Accident rate

In 2020 the number of recordable accidents amounted to 330, of which a total of 173 resulted in lost working days, 59.3% fewer than in 2019. 72.3% of all accidents resulting in days away from work involved men. The number of recordable accidents among indirect workers was 160, of which a total of 112 involved days away from work, fewer than in the previous year. Also, a total of five direct workers died: in Brazil (one man), Argentina (one man) and Mexico (three men); and three indirect workers died: in France (one man) and Brazil (one man and one woman).

The reduction in the number of accidents had an impact on the changes in the incidence, frequency and severity rates, which fell in virtually all the countries. Thus, the incidence rate for 2020 was 12.7, 37.8% lower than in the previous year. Similarly, the frequency rate decreased by 28.4% to 6.3 and the severity rate fell by 49.4% to 0.34. The changes were seen across genders and countries, except for the frequency rate in Brazil and the severity rate in France and Argentina, which increased with respect to the previous year.

A total of 908 direct workers (63.2% men and 36.8% women) and 509 indirect workers (77.4% men and 22.6% women) were affected by COVID-19, which entailed the loss of 22,916 working days among direct workers and 17,409 working days among indirect workers.

Same-level falls, being hit by vehicles, blows of various kinds, traffic accidents and COVID-19 were the main causes of occupational accidents among direct workers in 2020. In addition, among indirect workers, the main causes of occupational accidents included same-level falls, small knocks and blows, lifting weights, being crushed, being hit by vehicles, assaults and acts of vandalism, as well as COVID-19.

## ii) Talent management

Abertis' strategic talent management objectives include the promotion of satisfied and committed teams aligned with the organization's values and principles, guaranteed equal opportunities, enhanced employment quality and the attraction, development and retention of professional talent in a multicultural environment.

The headcount in 2020 increased in comparison with the previous year, due mainly to the inclusion of Mexico. Also, the percentage of people with permanent, full-time contracts increased slightly, among both men and women, and the distribution by gender remained constant compared with the previous year. 82.8% of executives are from the local community, which is a figure similar to that for 2019.

Total headcount by type of contract and working hours			
	Total	Men	Women
Headcount	<b>13,659</b>	62.1%	37.9%
Permanent contract	96.7%	97.2%	95.8%
Full-time contract	93.2%	96.0%	88.6%

Equivalent average headcount by country 2020	
Brazil	32.30%
France	17.90%
Argentina	14.60%
Spain	10.99%
Chile	8.27%
Italy	3.77%
Mexico	11.21%
Other	0.96%
<b>Total</b>	<b>13,068.79</b>

### Diversity and equality

Abertis' code of ethics clearly states the Group's commitment to equal opportunities and non-discrimination, which is translated to an operational level through the Group's strategic objectives.

All the countries where the organization operates, except for Chile, have specific legislation on equal opportunities and non-discrimination. The issues covered by the regulatory frameworks vary from country to country and include the areas of non-discrimination, equal pay and the establishment of equality plans, the aim of which is to ensure a positive environment for the professional development of the different groups of workers.

The professional development programmes include the incorporation of minority groups into job positions and work-life balance measures that enable the organization's commitments to be applied in practice. The final goal is to achieve a balance between the sexes in all areas of workforce participation and representation. In 2020, 18.3% of executive positions and 28.3% of department head posts were held by women, which is slightly lower than in 2019 in the case of executive positions and slightly higher in the case of department head posts. Furthermore, the retention rate in 2020 was 77.5% for women and 94.6% for men, and a total of 243 people (77% of whom were women) took parental leave.

Women's retribution was 70.3% of men's and remained constant with respect to the previous year, although the pay gap decreased in the categories of executive positions and department head posts. The main causes of the differences in remuneration are related to length of service in the job position, professional experience and the type of positions held.

The direct participation of functionally diverse persons, who numbered 354.2 in the equivalent average headcount, remained in line with 2019. Current legislation in Spain, Brazil and Chile includes specific quotas for this group of workers, either directly or through the application of alternative measures.

### iii) Professional development

The cornerstones of professional development actions at Abertis are employment quality, talent promotion and the establishment of knowledge networks and training plans, which enable workers' expectations to be aligned with the Group's strategic objectives.

#### Talent promotion

One of Abertis' fundamental objectives with regard to talent retention is to ensure that at least 62% of executive and department head vacancies are filled by candidates who are already part of the organization.

The professional development plans include periodic meetings held as part of the performance appraisal processes in place at the various business units. These activities help ensure that employees comply with expectations and that the personal and organizational targets set each year are met. In 2020, management-by-objectives performance appraisals were conducted with respect to 100% of executives, 97.3% of department heads and 66.5% of the rest of the personnel.

The Abertis executive development programme continued in 2020, with the participation of a total of 46 people, and the conduct of three virtual training sessions delivered directly by the Chief Executive Officer and the Chief Financial Officer of Abertis and the Chief Executive Officer of Abertis Mobility Services. In addition, a total of 231 men and 155 women were promoted internally, with a total of 9 executive positions filled internally.

Periodically, the business units conduct work climate surveys to assess the professional development actions implemented and analyse any new actions that might contribute to retaining talent and ensuring the quality of the job positions. All the subsidiaries in Brazil and India, together with Emovis in France, conducted employee satisfaction surveys in 2020. In Spain, Tunnels conducted a specific survey on the protection protocols and measures adopted to tackle the pandemic and its impact on employees, with a view to identifying potential improvements to implement.

#### Training and knowledge networks

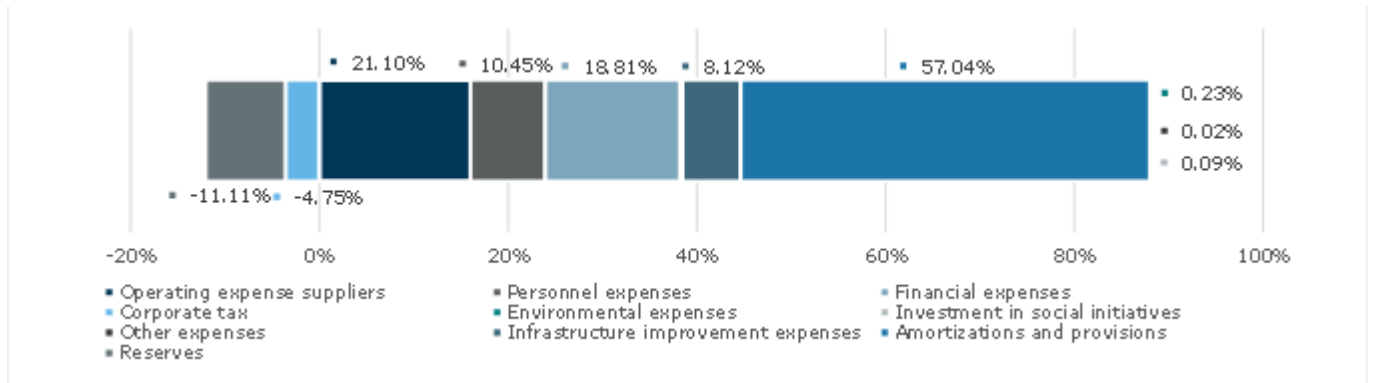
Training activities were affected by the restrictions on in-person attendance due to the pandemic. Work was carried out in 2020 to transfer some of the training content online, while promoting the virtual knowledge-sharing environments, such as the Connectis platform, which has a global reach, the Arteris University in Brazil and the Aula Vías Chile virtual training platform.

Activity on Connectis, a network accessible to 931 people from all the countries, remained very active and increased with respect to the previous year. In short, the platform's activity in the year included 45 discussions, 641 news items and 8 webinars in which 704 people participated, together with the creation of four communities of practice.

All the business units except for Mexico, APR and Trados 45 have training plans that focus on identifying the necessary competencies and knowledge to ensure that professional development is in line with the organization's strategy. The average hours of training per employee increased with respect to 2019 and totalled 28.6 hours (34 for men and 19.7 for women), while investment in training decreased by 32.4%. Also, the hours of training in corporate social responsibility and human rights increased to 16,782 hours.

## 7.4 Value added statement

A percentage analysis of the consolidated statement of profit and loss structured according to the organization's stakeholders shows how the economic value created is distributed. In 2020, 54.1% of the economic value generated was distributed to stakeholders and, notably, both reserves and income tax for 2020 were negative items in the respective categories of economic value retained and economic value distributed.



# 8

## About this report

The 2020 Management Report consists of this document, together with the two appendices completing it: the Appendix on Follow-up of the CSR Master Plan and the Annual Corporate Governance Report. The overview of the performance for the year reflected in the Management Report is detailed and expanded upon in the appendices, which also contain the Global Reporting Initiative Table of Contents (relating to the GRI standards), the table of equivalents with the Spanish Non-Financial Information Law and the external review report on non-financial information.

The methodology used for preparing the Management Report and the accompanying appendices is detailed in the chapter on methodology of the Appendix on Follow-up of the CSR Master Plan and, in addition to the current legal requirements in force, it includes the international non-financial reporting standards.

Also, as indicated in the chapter on methodology, the scope of the non-financial information contained in the Management Report and in the Appendix on Follow-up of the CSR Master Plan encompasses 98.1% of the revenue for 2020, while the scope of the financial information encompasses 100% of the Group's revenue. This percentage is slightly higher than in 2019 due mainly to the inclusion in the scope of non-financial information of the new concession operators in Mexico and certain subsidiaries in the Mobility Services business line.

# 9

## Events after the reporting period

There were no events after the reporting period other than those indicated in Note 26 to the consolidated financial statements for 2020.

# 10

## Outlook

### Foreseeable developments

In 2021 work is expected to continue on implementing Abertis' strategic plan for 2019-21, focusing on the creation of value on the basis of three pillars, namely:

#### 1. Growth

The Group will continue to focus its efforts on international growth by seeking new asset acquisition opportunities and extending existing concessions in exchange for fresh investments. Its aim is to make up for the loss of revenue due to the expiry of certain concessions (Acesa and Invicat expire in August 2021), replacing them with other assets with more solid prospects, and to continue to extend the average life of the Group's concession portfolio.

In this regard, the Abertis Group will continue to analyse any future opportunities that arise at medium and at long term, particularly in its traditional markets (Europe and the Americas).

#### 2. Financial flexibility

In 2021 the Group will continue to work on maintaining a sound financial structure with a high average debt maturity and a policy to minimise exposure to financial risks.

#### 3. Efficiency

The Group will continue to make progress in the area of efficiency, building on the efforts made in recent years, not just at corporate level but also at the various business units. Specifically, it will follow the lines of action defined in the efficiency plan spanning the period to 2021, which focuses on improving EBITDA by optimising operating expenses, staff costs and revenue.

In parallel to the implementation of the financial plan, the Group will continue to roll out actions within the framework of the road safety and innovation programmes, aimed at responding to current challenges concerning more sustainable, safe and innovative mobility.

In 2021 the Abertis Group plans to start defining a new sustainability strategy, aligned with current challenges and the Group's commitments in Spain and abroad. The direct involvement of the stakeholders in the new materiality analysis, the completion of the project to define science-based carbon reduction targets, and participation in the UN Global Compact SDG Ambition Initiative in 2021 (a programme to aid achievement of the SDGs by 2030) will enable work to begin on defining this new sustainability strategy.

The evolution of the pandemic and the resulting mobility restrictions in the various markets will affect the trend in traffic levels in 2021, although the Group will continue to work, as it did in 2020, on guaranteeing the level of service over its entire toll road network.

# **Appendix to the 2020 Management Report Follow-up of the CSR Master Plan**



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# 1

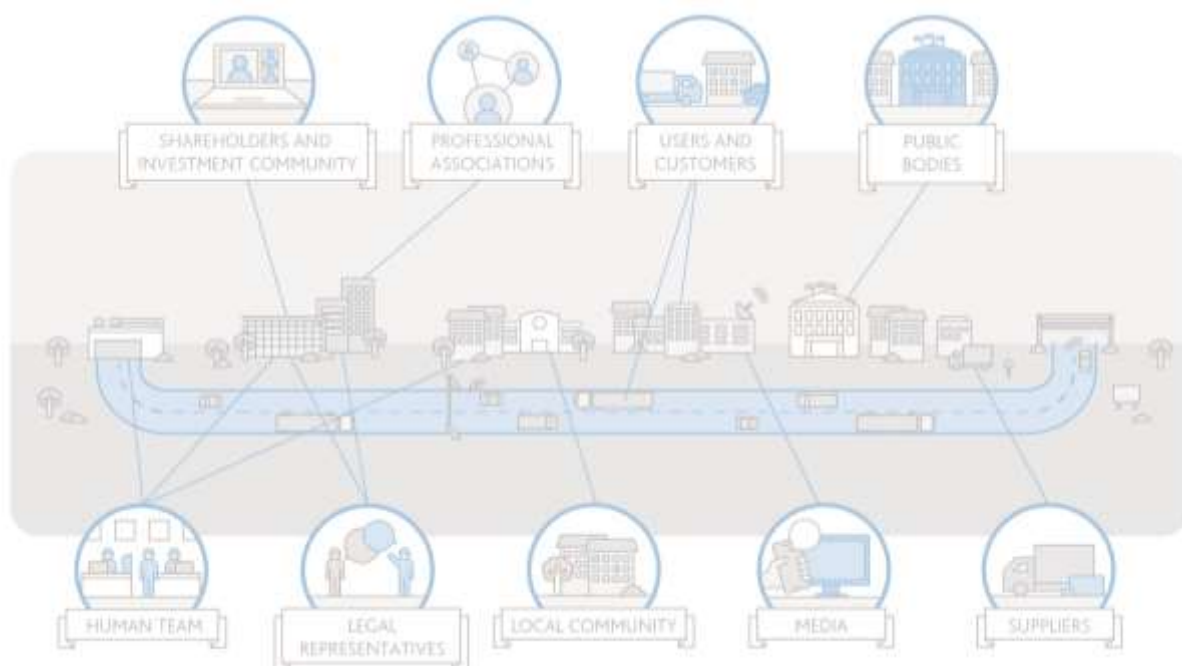
## Stakeholders and materiality

### Stakeholders

Abertis has a formal stakeholder map, which is prepared on the basis of the individual stakeholder maps developed by each of the subsidiaries and countries that are progressively included in the scope of the CSR Master Plan. In 2020, within the framework of the update of the materiality analysis, the new Mexican activities were included in the global stakeholder map, while the subsidiaries making up the Mobility Services activity have yet to be included.

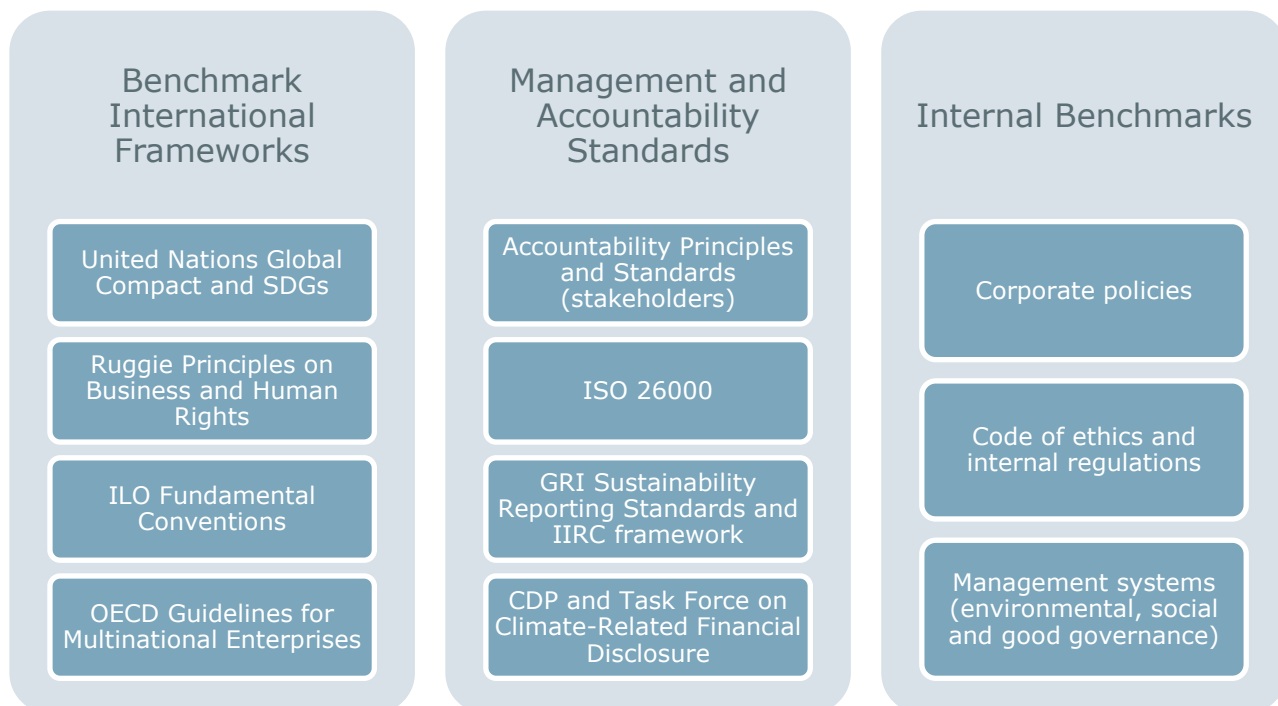
The operational structure of the Mexican activities, which is very similar to that of other countries, did not give rise to major changes in the Group's stakeholder map, which retains substantially all of the features and expectations identified to date.

Similarly, the specific analysis of the COVID-19 factor in the materiality update brought to light the increased significance of stakeholders' health and safety expectations, especially in the group comprising employees and workers, users, suppliers and the local community. Although there was no radical change in expectations, significant modifications were identified in the priorities of the various stakeholders, which were reflected in the final material issues for 2020. Also, there was a significant change in the type of communication channels used, as well as in the frequency of the communications and the type of messages. Interaction with each of the stakeholders increased greatly as a result of the new scenario for operations and relationships resulting from the pandemic, in tandem with a substantial rise in the use of telematic and electronic channels, which in some cases have completely replaced the in-person and more traditional communications channels that had previously been used. The continuity and permanence of such changes needs to be assessed, and this will be analysed in formal consultations to be conducted with the various stakeholders in 2021.



## Materiality

The methodology used to perform Abertis’ materiality analysis includes the commitments established for the organization by the various benchmark international frameworks, together with the specific management and accountability standards for maximising the contribution to the sustainable development of the Group’s activities and the internal standards making up the organization's body of regulations.



In 2020, the Group's materiality was reviewed and updated in order to include the new countries added to the scope of the CSR Master Plan, principally Mexico, and to reflect the across-the-board impacts that the COVID-19 pandemic has had on all the countries and activities. Therefore, a review was conducted of all the industry and geographical benchmarking performed in 2019, in addition to an update of the regulatory changes applicable to Abertis’ activities, with the work performed to date remaining in force.

The definition of the life cycle of the toll-road and Mobility Services activities has not changed, although the impacts associated with each stage of the life cycle have been affected by the pandemic-related scenario. Certain life-cycle-related activities have been affected by the social and economic changes resulting from the "new normality" situation, in particular the changes in mobility habits, the disruptions in global supply chains and the impact on infrastructure maintenance and construction work.

The analysis of the sector of activity involved the same organizations considered in the previous year, and was updated in order to identify substantial changes. Similarly, the whole geographical analysis was reviewed and updated, maintaining the countries analysed in 2019 (Brazil, France, Spain, Chile, Argentina, Puerto Rico, Italy, India, Ireland, the UK, the US, Canada, Hungary and Croatia) and with the addition of Mexico due to the inclusion of its new toll roads in the scope of the CSR Master Plan. 2020 witnessed an increase in the significance and public awareness of the following issues: governance, human rights risks, fundamental principles at work, work and employment relationships, occupational health and safety, all the fundamental environmental issues, anti-corruption, consumer health and safety and active involvement in the community.

An across-the-board analysis of the COVID-19 factor was performed, based on the ISO 26000 core subjects; the impacts were identified at both country and industry level, and, in addition to the public documentation related to these factors, specific studies and analyses of the impact of the pandemic by various Spanish and international organizations were also included. The most significant matters associated with the pandemic at both industry and geographical level included: governance issues, working conditions and social protection, discrimination and vulnerable groups, fundamental principles and rights at work, social dialogue, occupational health and safety, regulatory compliance, prevention of

pollution, sustainable resource use, climate change mitigation and adaptation, social responsibility in the value chain, consumer health and safety protection, access to essential services, active involvement in the community, education and culture, health, social investment and mechanisms for resolving grievances associated with social impacts.

The review and update of the analysis of regulations applicable to the Group's activities confirmed the extensive development of new legislation in Spain related to specific issues of a material nature for the organization, such as the National Climate Change Adaptation Plan, the new regulation on remote working and legislative developments associated with the future sustainable mobility law.

The entire materiality update process was documented and compiled in the 2020 Materiality Dossier, which, together with the related appendices, provides access to detailed and specific information on the changes occurring in the year. The matters already detected as being material still appear in the Dossier, and new considerations common to both sectors of activity have been added, including human rights risk situations, discrimination and vulnerable groups within and outside the organization, together with social responsibility in the value chain, access to essential services, and health and social investment outside the organization.

The infographic below summarizes the main changes and presents the material issues at the Abertis Group associated with the life cycle of its activities, highlighting the changes associated with the COVID-19 factor, and including good health and well-being (SDG 3) as a significant SDG. The permanent nature of these changes will be analysed in coming work on the review of materiality, which will evaluate the extent to which some of the material issues prove to be specific to the current situation or become structural issues for the activities and countries in which the organization operates. The magnitude and impact of the pandemic in social, economic and environmental terms had a bearing on the decision to modify the materiality, although it might only be on a temporary basis for 2020.

## MATERIAL ASPECTS IN THE LIFE CYCLE AND SDG

✳️ -- Topics that increase its relevance in the context of the pandemic

🟡 Suppliers 🟢 Abertis 🟠 Clients 🟣 All

### TOLL ROADS

#### OPERATION AND MANAGEMENT

- |  |   |
|--|---|
| <ul style="list-style-type: none"> <li>✳️ Employment                             <ul style="list-style-type: none"> <li>Professional development</li> <li>Occupational health and safety</li> <li>Energy and water consumption</li> <li>Material consumption</li> <li>Positive social and environmental criteria</li> </ul> </li> <li>Local purchases</li> <li>Talent retention</li> <li>Diversity and equal opportunity</li> <li>Appraisal of suppliers</li> <li>Biodiversity</li> <li>Noise</li> </ul> | <ul style="list-style-type: none"> <li>✳️ Occupational health and safety                             <ul style="list-style-type: none"> <li>Material consumption</li> <li>Energy and water consumption</li> <li>Climate change and emissions</li> </ul> </li> </ul> |
|--|---|

#### CONSTRUCTION AND MAINTENANCE

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>✳️ Material consumption                             <ul style="list-style-type: none"> <li>Energy and water consumption</li> <li>Climate change and emissions</li> <li>Occupational health and safety</li> <li>Waste and waste water</li> </ul> </li> <li>Biodiversity</li> <li>Restoration of habitats</li> </ul> | <ul style="list-style-type: none"> <li>✳️ Occupational health and safety                             <ul style="list-style-type: none"> <li>Material consumption</li> <li>Energy and water consumption</li> <li>Climate change and emissions</li> </ul> </li> </ul> |
|---|---|

#### USE

- ✳️ Road safety
- Climate change and emissions
- Local community
- User satisfaction and service security

### CROSS-CUTTING ISSUES

#### GOVERNANCE, HUMAN RIGHTS AND STAKEHOLDERS

- |  |  |
|--|--|
| <ul style="list-style-type: none"> <li>✳️ Human rights                             <ul style="list-style-type: none"> <li>Discrimination and vulnerable groups</li> <li>Principles and fundamental rights of work</li> <li>Access to essential services</li> <li>Social responsibility in the value chain</li> </ul> </li> </ul> | <ul style="list-style-type: none"> <li>Prevention of corruption</li> <li>Ethical code and regulations for each country</li> <li>Transparency and accountability</li> <li>Anti-competitive behavior</li> <li>Mechanisms for complaints</li> </ul> |
|--|--|

### MOBILITY SERVICES

#### DESIGN AND DEVELOPMENT

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>✳️ Employment</li> <li>Human Rights</li> <li>Occupational health and safety</li> <li>Material consumption</li> <li>Energy and water consumption</li> <li>Climate change and emissions</li> </ul> | <ul style="list-style-type: none"> <li>✳️ Employment                             <ul style="list-style-type: none"> <li>Professional development</li> <li>Occupational health and safety</li> <li>Energy and water consumption</li> <li>Positive social and environmental criteria</li> </ul> </li> <li>Talent retention</li> <li>Local purchases</li> <li>Appraisal of suppliers</li> <li>Diversity and equal opportunity</li> </ul> |
|---|---|

#### IMPLEMENTATION

- ✳️ Road safety
- Security and confidentiality
- Climate change and emissions
- Local community

This goal becomes material in 2020 due to the context related to the pandemic



# 2

## CSR Master Plan

### Implementation status

2020 marked the end of the term of the CSR Master Plan (CSRMP) formalized and approved in 2015, although this final stage was characterised by the situation associated with the COVID-19 pandemic, as shown in the update of the materiality analysis and the monitoring of the Group’s performance indicators.

The work performed in the year to prepare the new sustainability strategy, which must be formalized in 2021, included the commencement of work to set science-based targets for the reduction of greenhouse gas emissions and involvement in the SDG Ambition programme promoted by the United Nations Global Compact, in addition to the update of materiality. It is worth noting the involvement of the various corporate areas, including the Technical Area and the Planning and Control Area, in these programmes, thus ensuring the integration of the work in the Group’s strategic objectives.

The Board of Directors is responsible for following up and managing the CSRMP, with the assistance of the Audit and Control Committee for all matters related to non-financial performance reporting. Operational roll-out of the CSRMP is coordinated by the corporation's Corporate Reputation and Communication Area, and the CSR managers in the various business units and countries act as agents driving action at local level.

In 2021 a formal assessment will be made of the degree to which the objectives established in the CSRMP have been achieved. A preview thereof is presented in the infographic of the plan follow-up on the next page. Progress has remained constant, although attention should be drawn to significant trend changes in the spheres of circular economy and eco-efficiency, as well as to the maintenance of performance levels in the area of safety and quality.

Cooperation with the Global Reporting Initiative (GRI) and Carbon Disclosure Project (CDP) organizations continued in 2020. These are considered to be fundamental alliances in the management and accountability work associated with the CSRMP.



Abertis has also participated in external environmental, social and governance (ESG) performance assessments formally conducted by rating agencies such as MSCI<sup>1</sup> and Sustainalytics, as well as by asset managers and other stakeholders. Requests for these assessments increased in the year, and the trend is expected to continue, due to the development of the ESG taxonomy and other related standards, promoted by the European Commission.



The information presented below is structured according to the strategic axes and objectives of the CSRMP, and contains qualitative and quantitative indicators associated with the Group’s environmental, social and good governance performance in 2020. Each of the strategic axes is preceded by an infographic that summarizes the strategic and quantitative objectives of the CSRMP, together with the related SDGs and material issues.







# GOOD GOVERNANCE, TRANSPARENCY AND ACCOUNTABILITY

MATERIAL TOPIC

CORE SUBJECT ISO26000

SUSTAINABLE DEVELOPMENT GOALS

STRATEGIC OBJECTIVE

QUANTITATIVE TARGETS:

100% stakeholder involvement in respect of the code of ethics

0 non-compliances

Improve listed companies' level of compliance with the Good Corporate Governance Code

100% of complaints handled

100% of activities analysed in respect of human rights



100% stakeholder involvement in respect of prevention of corruption

50% of critical suppliers evaluated and approved

35% of critical suppliers analysed according to CSR score

Improvement in average CSR score



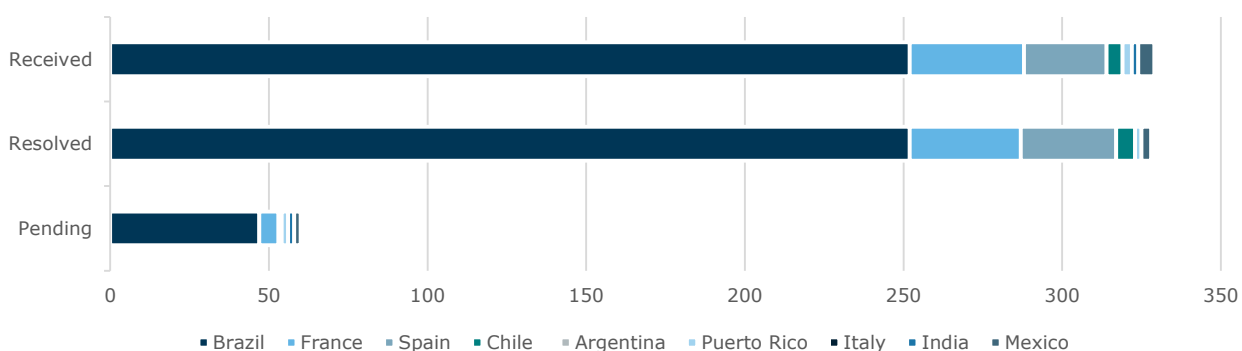
# Axis 1: Good governance, transparency and accountability

## Organizational culture

The practices and procedures associated with both the Group’s governance model and its compliance model aim to ensure the mechanisms required to achieve effective implementation of the commitments established in the code of ethics and the corporate policies making up Abertis’ organizational culture, which is based on ethical behaviour, anti-corruption and abidance by the law.

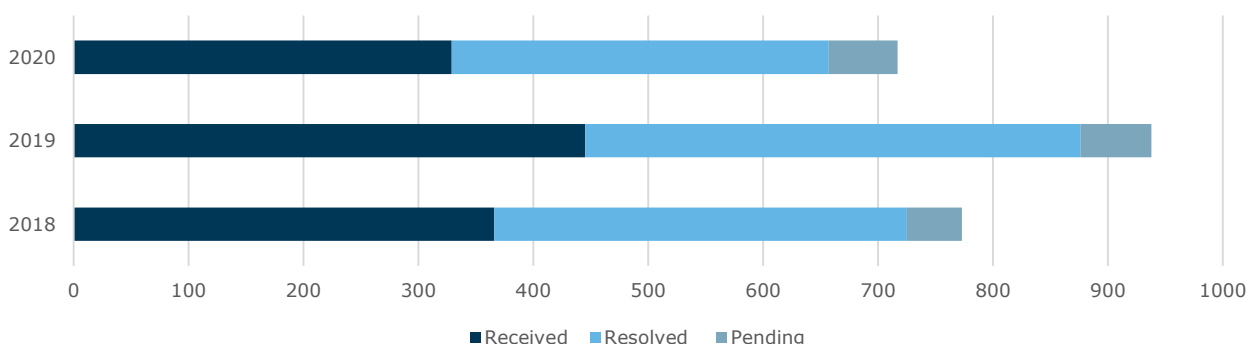
The roll-out of visible communication channels for consulting queries and reporting irregularities, the performance of training and awareness actions aimed at the various stakeholders, and the maintenance of high transparency standards make it possible to instil habits centred on the practical application of the Group’s ethical values. The ethics channel, the cornerstone of any compliance model, is focussed on guaranteeing traceable, transparent and confidential communication by stakeholders when faced with any queries or irregularities. In addition, the data on the types of communication used allow the Group to detect specific training requirements in each country.

### Total number of complaints handled during the year by country



The number of complaints received in 2020 fell by 26.1% in comparison with 2019, and included 329 reports of code-of-ethics breaches, mainly in Brazil, France and Spain (which accounted for 95.4% of the complaint files opened). 84.5% of the complaints in progress during the year, which included cases from prior years, were resolved, with a total of 60 communications not yet resolved at year-end, specifically in Brazil, France, Chile, Puerto Rico, India and Mexico. In 2020 no complaints were reported in Argentina or Italy.

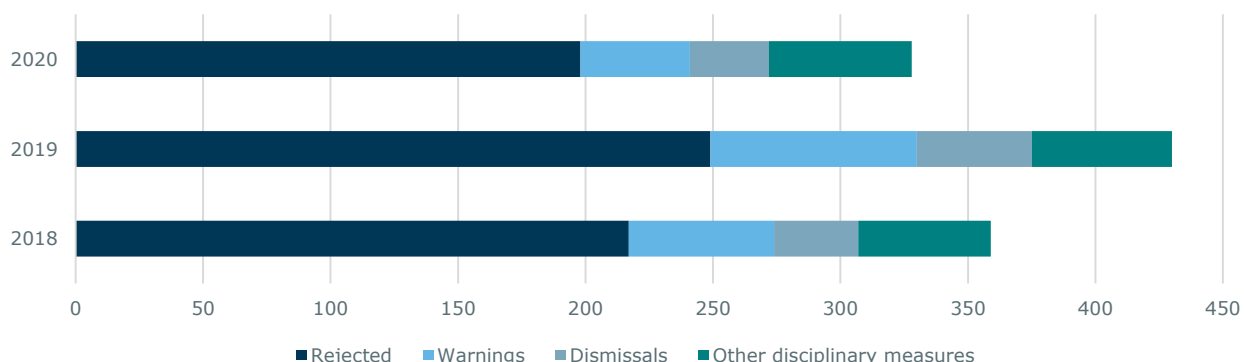
### Historical trend in reports received and processed



The fall in reports of code-of-ethics breaches was across the board in all countries and activities, except for Mexico, which was included in the scope of the data in 2020. The causes underlying the reports received remained constant with respect to prior years, involving mainly violations of internal and occupational health and safety policies (40.7%), other issues (17.9%), workplace harassment (15.8%) and conflicts of interest (6.7%).



### Total complaints resolved by type of resolution



60.4% of the complaints resolved in 2020 (328) were rejected, a higher percentage than the year before. The trend in the other forms of resolution remained constant, with 13.1% of the cases entailing warnings and 9.5% of the cases leading to the dismissal of the persons involved. Lastly, the number of cases resolved through other disciplinary measures increased with respect to the previous period, and totalled 17.1% of the complaints closed.

The reduction in reports received had a bearing on the change in the number of breaches that occurred, although these fell more than the complaints received (28.2% fewer in contrast to a reduction of 26.1%), which generated a positive change in trend in line with the objectives established by the Group. Breaches in the year totalled 130 cases.

### Rejection of all forms of corruption

The Management report, in the section on Ethics and Compliance, provides a detailed description of the Group’s current compliance model, as well as the progress made in 2020. The inclusion of the new Mexican subsidiaries in the model, and the progressive roll-out of the ISO 37001 international standard in each country -achieved at corporation level and by the toll road activities in Spain-, constitute the year’s main milestones in this area.

The training of the various stakeholders involved in ensuring compliance with existing standards and procedures is a key element of the Group’s compliance model. Specific training was given in 2020 on ethical values and anti-corruption, and on the Group’s compliance model, to members of the managing bodies of the subsidiaries in Brazil, Chile, Italy and Puerto Rico. Similarly, people holding executive positions in Brazil, Chile, and Puerto Rico and at Mobility Services received training on the same topics and, in addition, these executives were provided with training on workplace harassment in Brazil and Puerto Rico and on the misuse of information in Brazil, Puerto Rico and Chile.

Furthermore, a total of 3,387 employees in Brazil, 36 in Spain and 62 in Puerto Rico, as well as all the staff at Mobility Services, received anti-corruption training, while 3,362 employees in Brazil and 62 in Puerto Rico received training on the code of ethics, the compliance model and workplace harassment. In addition, 30 employees at the head office in Spain received “advocacy lobby” training in 2020. The aforementioned training activities are scheduled to continue in 2021, and to include those countries and activities that did not perform such training in 2020.

The implementation of mechanisms supporting the roll-out of the body of regulations in each country makes it possible to adapt procedures to local realities and to ensure they function optimally. Worthy of note is the roll-out of the Integrity Agents programme in Brazil; an integrity agent is a specific figure at each of the concession operators who is responsible for disseminating the organization’s regulations and values at the same time as identifying and preventing potential situations of non-compliance risk, so as to maximise the scope of compliance model management and thus ensure the capillarity of procedures. The programme has a scheduled term of three years, until all the planned stages are completed, and a global scope as regards the stakeholders involved. In addition, Brazil held the third edition of Integrity Week in 2020, with the focus on the Group’s code of ethics in the country, which was reviewed and updated in the course of the year.

## Excellence in good governance

Abertis' corporate website centralizes information on the various actions relating to the systems implemented in the good governance area. On an annual basis, the Group publishes the Annual Corporate Governance Report, which describes the actions and mechanisms employed to ensure best corporate governance practices as well as the operational roll-out thereof in the various countries and activities.

The review and update of the Good Governance Code in Spain in 2020 involved significant changes being made to a total of 20 recommendations, which had a bearing on Abertis' level of compliance with those recommendations. A total of 52 recommendations are applicable to the Group, of which the organization fully or partially complies with 88.5% (73.1% and 15.4%, respectively). Therefore, the organization currently does not comply with six recommendations, which is slightly fewer than in the previous year, seven.

The ethical channel and the formal communication channels established to receive communications from stakeholders, especially users, are the main mechanisms for making formal claims at the organization. The circumstances surrounding the pandemic in 2020 led to changes in some of these channels, with the expansion of the electronic channels, to guarantee fluid communication in relation to all areas of the Group's performance (economic, environmental, social and good governance). Substantially all the claims were addressed in 2020, and the related detail is provided in each of the content blocks containing the various associated topics.

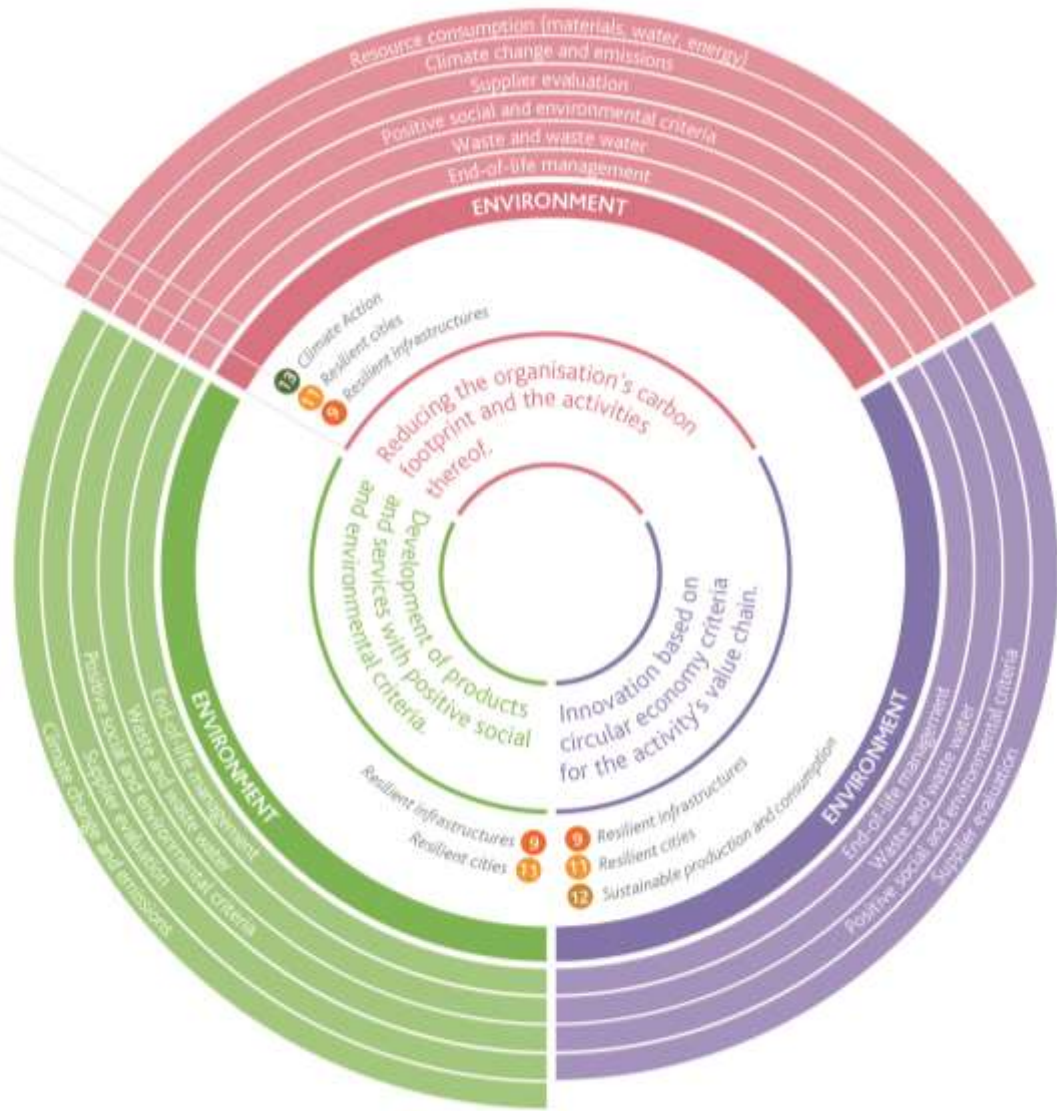
Progress in the inclusion of Human Rights issues in the due diligence procedures was affected by the pandemic scenario, although their importance and public awareness of them have increased as a result of the impact of COVID-19. Consequently, it is necessary to review and reboot the work in 2021, with the focus on formalising due diligence procedures in the Human Rights area and integrating them into the Group's operations, both at compliance level and over the life cycle of the activity.

ECO-EFFICIENCY

MATERIAL TOPIC  
 CORE SUBJECT ISO26000  
 SUSTAINABLE DEVELOPMENT GOALS  
 STRATEGIC OBJECTIVE

QUANTITATIVE TARGETS:

- Reduction in category 1 and 2 emissions (10% by 2020 compared with 2015)
- Consolidate a common scope 3 calculation methodology for the whole Group
- Identify actions to implement which will have an impact on vehicle emissions
- Standardise the Group's energy management
- Progressive increase in the percentage of electronic toll use (60% target for transactions and volume)
- Encourage the use of less-polluting vehicles (which produce less emissions or are more efficient)
- Identify development opportunities for new products and services



- 50% of critical suppliers evaluated and approved
- 35% of critical suppliers analysed according to CSR score
- Improvement in average CSR score
- 30% of materials used in maintenance and construction are recycled
- Recovery of 30% of waste produced in construction
- Establish standardised reuse procedures for materials and waste

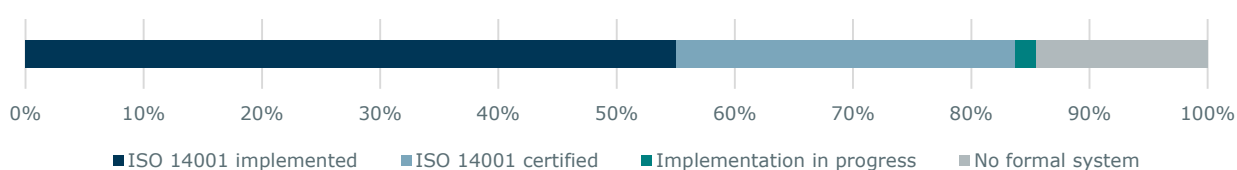


## Axis 2: Eco-efficiency

Abertis' strategic objectives in relation to operational eco-efficiency focus on reducing its carbon footprint, promoting and fostering the circular economy and developing products and services with positive environmental impacts. The related material issues include the consumption of both energy and material resources, the generation of greenhouse gas emissions, particularly emissions tied to the toll road use phase, and the generation of construction and demolition waste.

The implementation of environmental management systems allows the systematization of the identification of areas with significant environmental impacts and the planning of specific actions for their mitigation, in addition to the ongoing monitoring of the magnitudes of these impacts. An environmental management system according to ISO 14001 has been implemented at Abertis facilities accounting for 83.7% of the revenue for 2020, and certification of such systems is envisaged at facilities accounting for 28.6% of revenue.

Environmental management system (percentage breakdown of Abertis' revenue)



In 2020, internal audits relating to the environmental management system were conducted at all the concession operators in Brazil, together with training activities centred on waste reduction among workers and employees and the generation of specific environmental content at Arteris University. In addition, the awareness raising campaigns for workers and users in relation to good environmental practices in the various countries continued.

## Carbon footprint reduction

The management of the impacts of the pandemic affected the roll-out of work on the inclusion of climate change risks and opportunities in each of the countries. Such actions are scheduled to continue in 2021, through the completion of the project, which began in 2020, to establish science-based greenhouse gas reduction targets and formalize the various paths to meeting them.

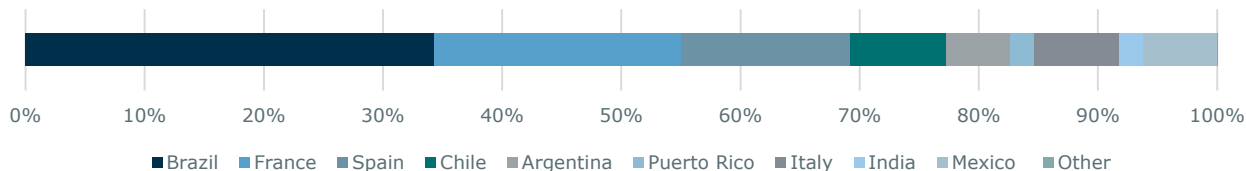
Most of the greenhouse gas emissions are concentrated in the toll road use phase of their active life cycle: 99.3% of total emissions in 2020 came under this category. The roll-out of actions centred on reducing these emissions requires the involvement of various stakeholders, as well as the need to reimagine the role of infrastructure in relation to the challenges arising from climate change.

The fuel consumption of the vehicle fleet and electricity consumption are the main sources of scope 1 and 2 greenhouse gas emissions. It should be noted that the fuel consumption of subcontractors is included in scope 1, although technically it corresponds to scope 3. Scope 3 currently consists of the emissions arising from material and water consumption, waste management, employee journeys and toll road use. Studying these categories and any changes arising in their regard on an annual basis enables the organization to evaluate carbon footprint performance over the year. Participation in the annual Carbon Disclosure Project questionnaire, the responses to which are publicly accessible, focuses on reporting carbon footprint performance in a specific and technical manner.

Mobility-related changes in 2020 linked to the pandemic had a direct impact on total greenhouse gas emissions, which fell by 16.7% with respect to the previous year and amounted to 16.9 million tonnes of CO<sub>2e</sub>. In terms of scopes, this change was uneven due to improved systems for gathering data on liquid fuels relating to subcontractors. Therefore, scope 1 emissions increased by 21.5% while scope 2 emissions fell by 11.6% as a result of the reduction in electricity consumption. Globally, scope 1 and 2 emissions increased by 4.5% in absolute terms compared with the previous year, with the change varying depending on the country; increases in Brazil, Puerto Rico and India offset reductions in all the other countries.

In 2020, the change in revenue, which fell by 32.4% compared with the previous year, affected activity rates, thus increasing the year's carbon intensity by 10.2% compared with the previous year to 4,393.5 tonnes of CO<sub>2e</sub> per million euros. The change in the case of scope 1 and 2 emissions was greater, 38.3%, with the emissions intensity of these scopes standing at 31.2 tonnes per million euros of revenue.

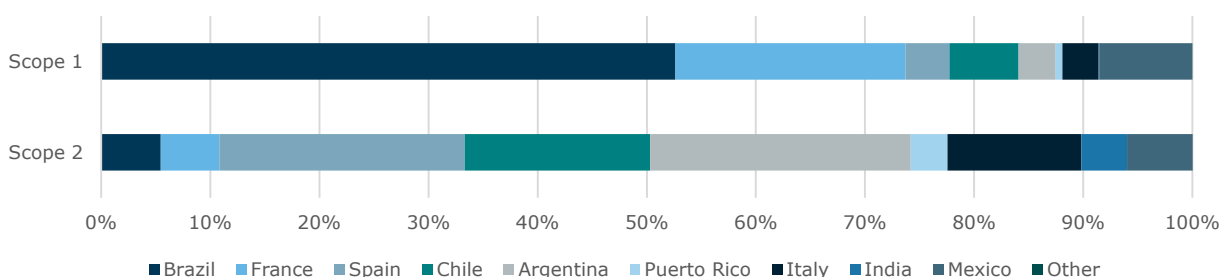
Percentage distribution of total emissions of CO<sub>2</sub> in 2020 by country



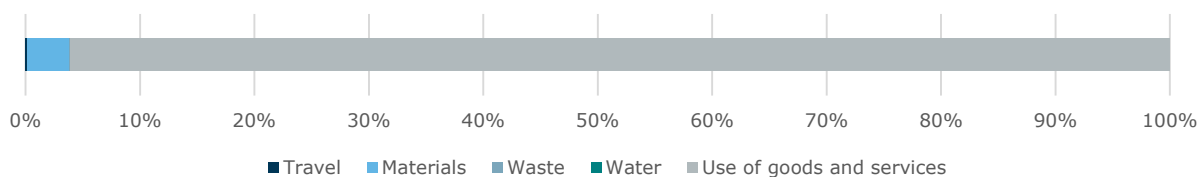
Emissions of CO<sub>2e</sub> generated by country (tonnes)

	Scope 1	Scope 2	Scope 3	Total
Brazil	35,789.0	2,856.4	5,784,340.5	5,822,985.9
France	14,344.4	2,831.2	3,486,734.5	3,503,910.1
Spain	2,728.3	11,769.3	2,398,583.1	2,413,080.7
Chile	4,307.9	8,891.1	1,356,331.5	1,369,530.5
Argentina	2,316.3	12,516.4	898,793.3	913,626.0
Puerto Rico	435.3	1,768.6	329,979.3	332,183.2
Italy	2,245.3	6,417.3	1,198,838.2	1,207,500.8
India	43.7	2,193.3	343,130.0	345,366.9
Mexico	5,789.7	3,139.1	1,042,687.6	1,051,616.4
Other	13.9	0.4	15.4	29.7
<b>Total</b>	<b>68,013.8</b>	<b>52,383.2</b>	<b>16,839,433.2</b>	<b>16,959,830.2</b>

Percentage distribution of scope 1 and 2 CO<sub>2</sub> emissions by country



Percentage distribution of scope 3 emissions by source



The increase in data related to liquid fuel consumption is the basic reason behind the change in scope 1 emissions. Similarly, the reduction in electricity consumption and the improvement in associated emission factors were the main causes of the decrease in scope 2 emissions. Lastly, the increase in materials consumed was offset by the reduction in emissions linked to the use of toll roads, which gave rise to the change in scope 3 emissions.

Change in total emissions<sup>ii</sup> – Tonnes of CO<sub>2e</sub>

	2018	2019	2020	Change vs. 2019
Scopes 1 and 2	112,592.1	115,246.6	120,397.0	4.5%
Scope 3	20,900,955.2	20,250,656.7	16,839,433.2	-16.8%
<b>Total</b>	<b>21,013,547.3</b>	<b>20,365,903.3</b>	<b>16,959,830.2</b>	<b>-16.7%</b>

Changes in scope 1 and 2 emissions<sup>iii</sup> - Tonnes of CO<sub>2e</sub> in relation to activity

	2018	2019	2020	Change vs. 2019
Toll roads (Tn/ADT)	4.46	4.36	5.92	35.7%

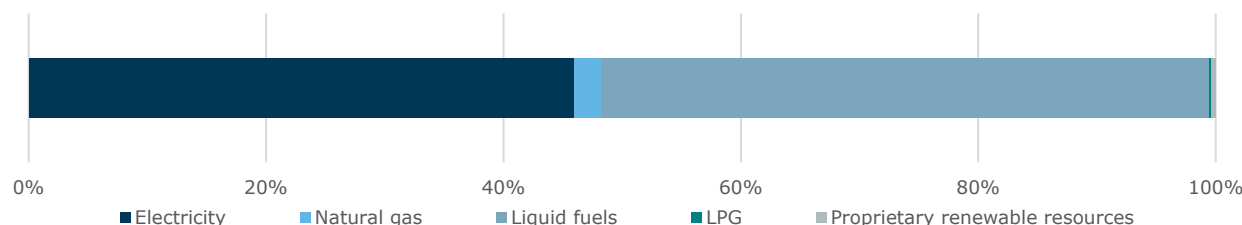
Change in total emissions<sup>iv</sup> – Tonnes of CO<sub>2e</sub> per million euros of revenue

	2018	2019	2020	Change vs. 2019
Scopes 1 and 2	22.4	22.6	31.2	38.3%
Scope 3	4,166.9	3,963.6	4,362.3	10.1%
<b>Total</b>	<b>4,189.4</b>	<b>3,986.2</b>	<b>4,393.5</b>	<b>10.2%</b>

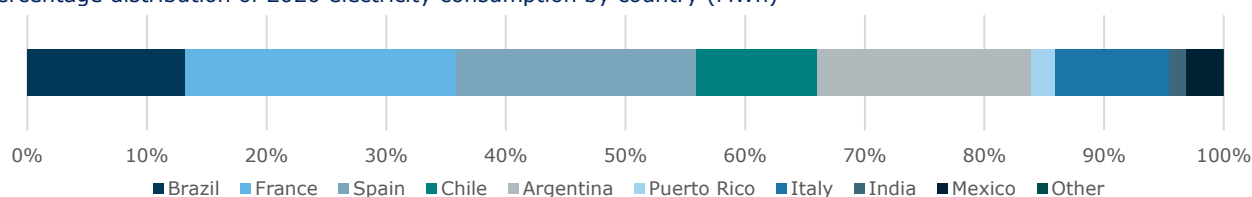
The main actions carried out in 2020 include the extension of the projects to renovate and replace lighting with LEDs in Spain, Chile and India. Also, it is worth noting the Solar Project in Mexico which, through the installation of solar panels on the roofs of buildings alongside toll roads, aims to achieve carbon-neutral electricity consumption and reduce electricity costs by promoting self-sufficiency. A total of 14 solar photovoltaic facilities are currently operational and 4 are under construction, with a total production of 278,911 kWh in 2020.

51.2% of total energy consumption in 2020 is related to liquid fuels and 46% to electricity, rebalancing the distribution with respect to previous years, with liquid fuels making a comeback as the main energy source for the organization's activities. The change in liquid fuel consumption had an impact on the figure for total energy consumed in the year, which increased by 11.7% to 474,156 MWh. LPG consumption for the year decreased slightly and amounted to 892.2 MWh, while consumption of own renewable sources increased due to the inclusion of the Mexican facilities and the positive trend in data from Brazil, Spain and Italy, with this energy source amounting to 1,764 MWh, 0.4% of Abertis' total energy consumption.

Percentage distribution of 2020 energy consumption by source (MWh)



Percentage distribution of 2020 electricity consumption by country (MWh)



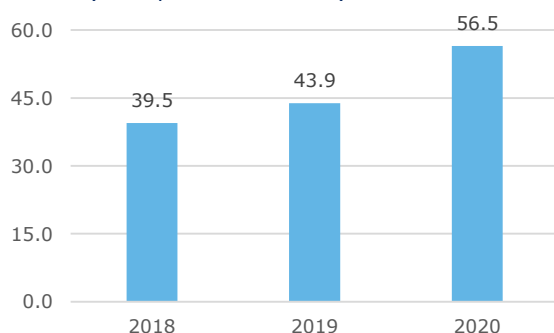
Electricity consumption by country (MWh)

	2018	2019	2020	Change vs. 2019
Brazil	26,850	37,318	28,679	-23.1%
France	54,710	50,611	49,583	-2.0%
Spain	50,650	48,626	43,593	-10.4%
Chile	23,945	24,287	22,228	-8.5%
Argentina	35,018	35,646	38,968	9.3%
Puerto Rico	3,338	3,853	4,302	11.7%
Italy	959	20,824	20,918	0.4%
India	2,497	2,874	2,936	2.1%
Mexico	---	---	6,907	---
Other	---	---	2	---
<b>Total</b>	<b>197,966</b>	<b>224,038</b>	<b>218,115</b>	<b>-2.6%</b>

Electricity consumption by country in relation to activity<sup>v</sup> (MWh/ADT)

	2018	2019	2020	Change vs. 2019
Brazil	1.38	1.80	1.51	-16.4%
France	2.17	1.98	2.57	29.8%
Spain	2.22	1.91	2.48	30.1%
Chile	0.87	0.91	1.12	23.5%
Argentina	0.43	0.44	0.79	81.6%
Puerto Rico	0.05	0.06	0.08	40.6%
Italy	0.01	0.32	0.44	39.1%
India	0.12	0.13	0.15	20.8%
Mexico	---	---	0.52	---
<b>Total</b>	<b>7.68</b>	<b>8.70</b>	<b>10.70</b>	<b>23.0%</b>

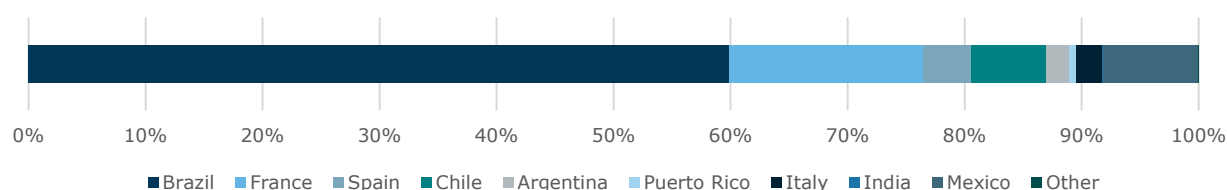
Changes in electricity consumption in relation to revenue (MWh per million euros)



Electricity consumption was affected by the context of the pandemic in terms of office use and, therefore, demand for this energy source was lower. The changes in Argentina, Puerto Rico, Italy and India were due to the installation of new lighting on roads that had been poorly lit, as well as to the fixed maintenance of this service of relevance to road safety and with little relation to road-use intensity. Changes in relative terms were affected by the reduction in both activity (in terms of ADT) and revenue.



Percentage distribution of liquid fuel consumption in 2020 by country (litres)



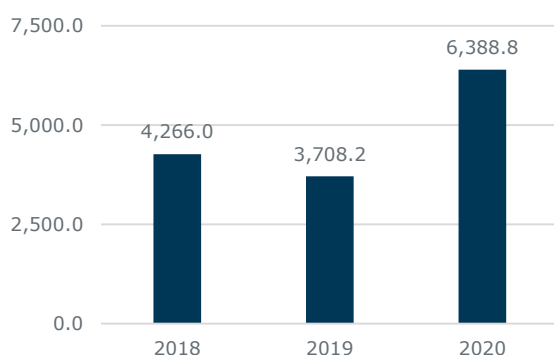
Liquid fuel consumption by country<sup>vi</sup> (litres)

	2018	2019	2020	Change vs. 2019
Brazil	12,403,392	10,629,379	14,770,584	39.0%
France	4,301,586	3,798,815	4,086,942	7.6%
Spain	1,337,477	1,386,285	1,015,656	-26.7%
Chile	1,835,554	1,688,402	1,588,732	-5.9%
Argentina	682,412	686,740	462,825	-32.6%
Puerto Rico	162,110	142,784	155,690	9.0%
Italy	646,262	584,892	539,911	-7.7%
India	28,907	28,344	18,248	-35.6%
Mexico	---	---	2,018,362	---
Other	---	---	5,147	---
<b>Total</b>	<b>21,397,700</b>	<b>18,945,641</b>	<b>24,662,097</b>	<b>30.2%</b>

Liquid fuel consumption<sup>vii</sup> by country in relation to activity (L/ADT)

	2018	2019	2020	Change vs. 2019
Brazil	637.0	513.6	771.8	50.3%
France	170.2	148.9	210.5	41.4%
Spain	60.5	56.1	59.2	5.5%
Chile	66.4	63.1	80.1	27.0%
Argentina	8.3	8.4	9.4	11.9%
Puerto Rico	2.3	2.1	2.8	37.3%
Italy	9.9	8.9	11.4	27.8%
India	1.4	1.3	1.0	-23.9%
Mexico	---	---	151.3	---
<b>Total</b>	<b>829.6</b>	<b>735.5</b>	<b>1,215.4</b>	<b>65.3%</b>

Changes in liquid fuel consumption in relation to revenue (litres per million euros)<sup>viii</sup>



The improvement in the collection of data on subcontractors had an impact on changes in liquid fuel consumption data, particularly in Brazil and Puerto Rico. 51.1% of the diesel consumption of the vehicle fleet and 66.1% of the consumption of equipment other than the vehicle fleet are related to subcontractors. The total number of vehicles in the organization's fleet remained constant at 3,254, as did the type of vehicles, with 87% using fossil fuels.

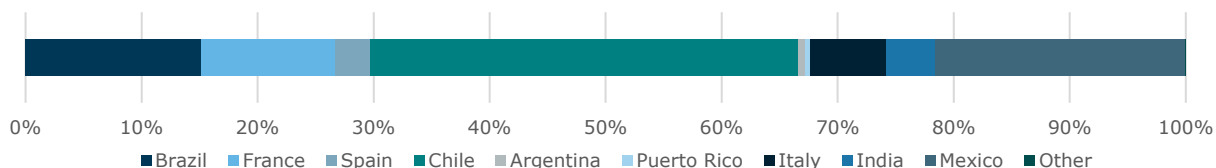
Brazil's natural gas consumption increased due to the acquisition of gas kits for all fleet vehicles, which offset the reductions resulting from the effects of the pandemic in all the other countries.



Natural gas consumption by country (kWh)<sup>x</sup>

	2018	2019	2020	Change vs. 2019
Brazil	31,654	123,534	560,666	353.9%
France	5,774,990	6,379,530	5,934,101	-7.0%
Spain	70,285	70,574	52,924	-25.0%
Argentina	29	430,195	320,314	-25.5%
Italy	1,010,324	4,685,624	3,759,418	-19.8%
<b>Total</b>	<b>6,887,283</b>	<b>11,689,456</b>	<b>10,627,423</b>	<b>-9.1%</b>

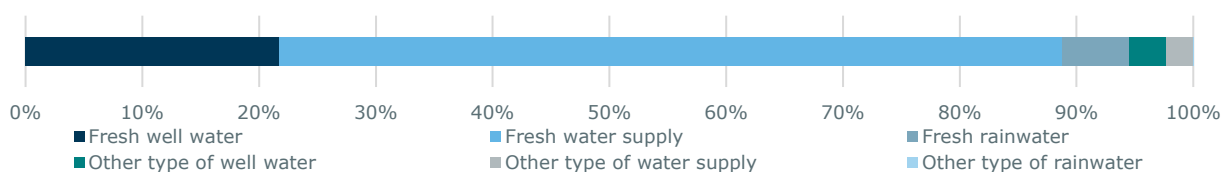
Percentage distribution of 2020 water consumption by country (m<sup>3</sup>)



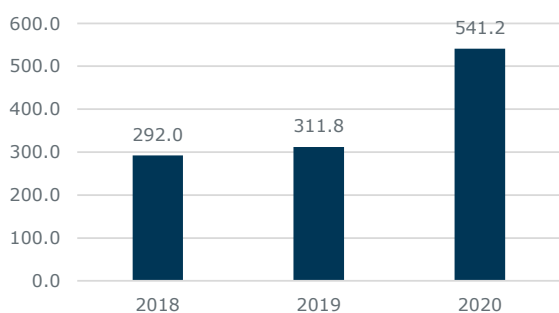
Water consumption\* by country (m<sup>3</sup>)

	2018	2019	2020	Change vs. 2019
Brazil	130,060	112,404	315,753	180.9%
France	285,615	231,896	240,740	3.8%
Spain	94,943	81,459	64,635	-20.7%
Chile	734,441	957,103	769,533	-19.6%
Argentina	16,293	19,528	13,899	-28.8%
Puerto Rico	13,097	10,789	8,018	-25.7%
Italy	190,343	180,107	137,152	-23.8%
India	0	0	87,954	180.9%
Mexico	---	---	451,386	---
Other	---	---	60	---
<b>Total</b>	<b>1,464,792</b>	<b>1,593,286</b>	<b>2,089,130</b>	<b>31.1%</b>

Distribution of 2020 water consumption by source and type of water (m<sup>3</sup>)



Change in water consumption in relation to revenue (m<sup>3</sup> per million euros)



Improvements in information collection systems, the roll-out of specific projects and the increase in user service points had an impact on water consumption, primarily in Brazil and India, which offset reductions in all the other countries, especially in the context generated by the pandemic.

94.5% of the water consumed is fresh water, and 30.7% is from own sources (wells and rainwater), a significant change from the previous year. 19.8% of the water consumed relates to activities carried on by subcontractors.

## Circular economy innovation

The consumption of recycled materials and the recovery of waste for use as material inputs are enabling the transformation of the internal and external life cycles of activities, and making them more circular. This makes it possible to mitigate the impact of extractive processes as regards the consumption of non-recycled materials, and also reduces the percentage of waste that ends up in landfill.

Consumption of recycled materials fell significantly in 2020 with respect to the previous year and amounted to 2.9% of total material consumption. This change was due to the reduction in the consumption of recycled materials, mainly in France, Argentina and Italy, and to a significant increase in the materials consumed in the year.

### Total materials consumed by country (tonnes)

	Granules	Asphalt agglomerate	Concrete	Metals	Paints	Salt
Brazil	3,942,201	860,069	539,702	35,060	1,748	0
France	391,629	320,931	25,339	1,394	2,546	13,580
Spain	1,373	47,593	4,062	445	906	9,012
Chile	4,148	23,920	1,131	165	541	0
Argentina	5,893	17,284	2,106	320	69	0
Puerto Rico	1,038	877	1,249	77	19	0
Italy	0	242,591	48,455	1,585	1,585	5,626
India	0	0	0	5	0	0
Mexico	534,316	25,691	397	673	49	0
<b>Total</b>	<b>4,880,599</b>	<b>1,538,957</b>	<b>622,441</b>	<b>39,724</b>	<b>7,463</b>	<b>28,217</b>

The total consumption of materials increased by 74.5% in 2020, due mainly to the work performed in Brazil on the “Florianoópolis surroundings” project, which involved a very significant consumption of granules, asphalt agglomerate and concrete. The increase was also due to improved information collection systems, affecting the metals and paints categories, and to the inclusion of Mexico in the scope of the data. These figures include the consumption generated by subcontractors involved in maintenance and construction work, which on occasion affects the availability of the related information.

The consumption of granules and asphalt agglomerate accounted for 90.1% of total material consumption in 2020, which stood at 7.1 million tonnes. In addition, a total of 4,200 tonnes of de-icing fluid was consumed in Spain and Italy, together with 214 tonnes of paper and 2,524 tonnes of miscellaneous materials (mainly cement and additives).

### Changes in total material consumption (tonnes)

	2018	2019	2020	Change vs. 2019
Granules	1,695,890	1,952,431	4,880,599	150%
Asphalt agglomerate	2,238,890	1,802,576	1,538,957	-14.6%
Concrete	233,057	251,937	622,441	147.1%
Metals	49,362	12,942	39,724	207%
Paints	88,992	14,125	7,463	-47.2%
Salt	74,844	44,510	28,217	-36.6%
<b>Total</b>	<b>4,381,035</b>	<b>4,078,521</b>	<b>7,117,401</b>	<b>74.5%</b>

Toll roads in Chile undertook initiatives to recover tyre waste for use in pavements and to use warm mixes with recycled asphalt aggregates. The use of warm mix asphalt pavements means that temperatures during production at asphalt plants and also during laying can be reduced, thereby decreasing the energy intensity of both processes and, accordingly, the associated greenhouse gas emissions, while also facilitating the work of the people involved by reducing their exposure to high temperatures. The addition of asphalt waste to these warm mixes, which comes from own upkeep and maintenance activities, makes it possible to reduce waste that would otherwise be sent to landfill.

In this connection, based on the findings of a five-year analysis of a stretch of toll road in Chile that used tyre waste in the pavements, new field work commenced to expand this technique, thus facilitating the recovery of this type of waste. In addition, toll roads in Mexico reused milled material (taken from the existing asphalt layer) to repair stretches damaged by use, which not only reduces the consumption of new materials, but also improves the impact on vehicles using the toll roads and reduces the time it takes to perform the related work.

Waste generated (tonnes)

	2018		2019		2020	
	Non-hazardous	Hazardous	Non-hazardous	Hazardous	Non-hazardous	Hazardous
Brazil	8,604.7	254.4	17,238.9	643.7	476,103.9	519.8
France	266,066.2	134.7	989,534.2	72.4	413,229.2	112.7
Spain	47,095.8	307.3	38,386.3	259.7	23,399.2	186.2
Chile	1,824.6	8.0	7,788.2	6.9	6,120.2	5.7
Argentina	2,684.0	7.3	4,596.9	21.2	4,303.0	4.3
Puerto Rico	3,678.7	0.0006	5,465.2	0	2,974.3	0.6
Italy	2,300.5	8.3	2,238.7	9.5	2,908.6	19.1
India	0	0	0	0	0	0
Mexico	---	---	---	---	1,657.2	24.3
Other	---	---	---	---	0.2	0
<b>Total</b>	<b>332,254.4</b>	<b>720.0</b>	<b>1,065,248.5</b>	<b>1,013.5</b>	<b>930,695.7</b>	<b>872.7</b>

The type of maintenance and construction work has an impact on the amount of materials consumed and waste generated. Total waste in 2020 fell by 12.6% compared to 2019, to 931,568.4 tonnes. The change was seen across hazardous and non-hazardous waste, although it was uneven across the countries. The reductions in substantially all the countries offset the increases in Brazil and Italy, which are related to the projects carried out in these countries.

99.9% of the waste generated is non-hazardous waste, of which 93.7% is construction and demolition waste. These percentages remained constant with respect to previous years, showing the significance of this category of waste for the organization's activities. The progress made in the recovery of waste in general, and of construction waste in particular, enabled the recycling of 52.9% of the year's non-hazardous waste, significantly reducing the percentage of waste sent to landfill.

Total non-hazardous waste generated and treated by type

	Tonnes generated	Percentage recovered	Percentage sent to landfill	Percentage of other treatments
Tyres and scrap rubber	1,599.7	79.1%	19.6%	1.3%
Mix of concrete, bricks, etc.	20,891.2	99.4%	0.6%	0.0%
Scrap metal (mixed metals, air-conditioning units and extinguishers)	1,887.3	92.0%	7.7%	0.3%
Construction and demolition waste	871,651.3	53.0%	47.0%	0.0%
Garden waste	4,440.6	1.7%	86.7%	11.6%
Domestic waste (rubbish)	19,729.6	3.2%	96.8%	0.0%
Sludge from biological treatment plants (septic tank sludge)	5,363.4	38.6%	21.2%	40.2%
Other	5,132.6	70.8%	19.5%	9.6%
<b>Total</b>	<b>930,695.7</b>	<b>52.9%</b>	<b>46.8%</b>	<b>0.3%</b>

Total hazardous waste generated and treated, by type

	Tonnes generated	Percentage recovered	Percentage sent to landfill	Percentage of other treatments
Used oil	138.7	30.3%	54.8%	15.1%
Contaminated metal and plastic packaging	63.9	25.2%	38.7%	36.1%
Absorbents, Sepiolite (contaminated rags)	69.2	7.9%	89.7%	2.4%
Waste containing hydrocarbons	152.7	64.3%	32.4%	3.3%
Soil contaminated with diesel fuel	114.3	35.2%	56.8%	8.1%
Other	333.9	8.8%	83.0%	8.2%
<b>Total</b>	<b>872.7</b>	<b>26.5%</b>	<b>63.5%</b>	<b>10.0%</b>

In addition, Abertis' activities generate waste water, which is comparable to domestic water except in those cases in which it is necessary to apply specific procedures for waste water treatment to ensure it is disposed of correctly. The inclusion of Mexico's data had an impact on the waste water generated, which increased by 38.7% compared with 2019.

Total waste water (cubic metres) generated, by type of water and disposal destination

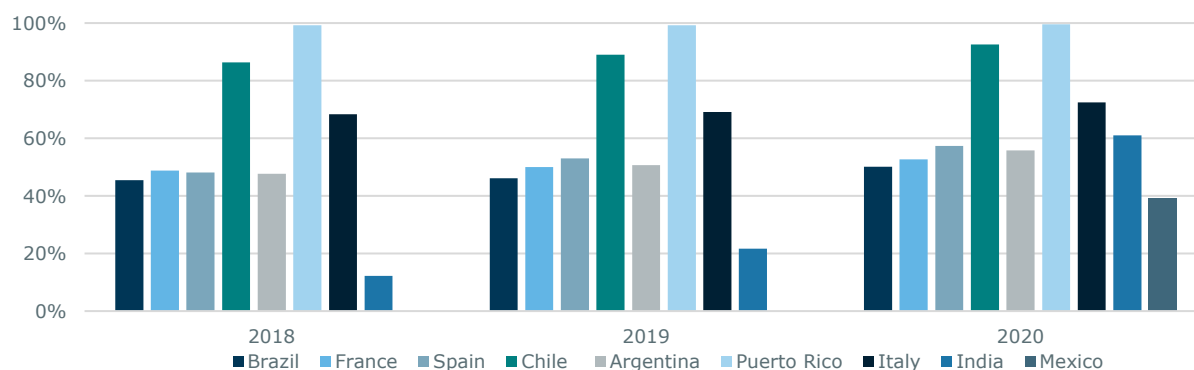
	2019		2020	
	Fresh water	Other type of water	Fresh water	Other type of water
Surface water	3,287.0	3,287.0	11,707.2	16,408.0
Groundwater	418,910.5	23,578.0	347,151.3	11,756.0
Sea water	0.0	0.0	9.0	0.0
Third party	5,093.0	0.0	3,846.0	239,043.0
<b>Total</b>	<b>427,290.5</b>	<b>26,865.0</b>	<b>362,713.5</b>	<b>267,207.0</b>

Products and services development

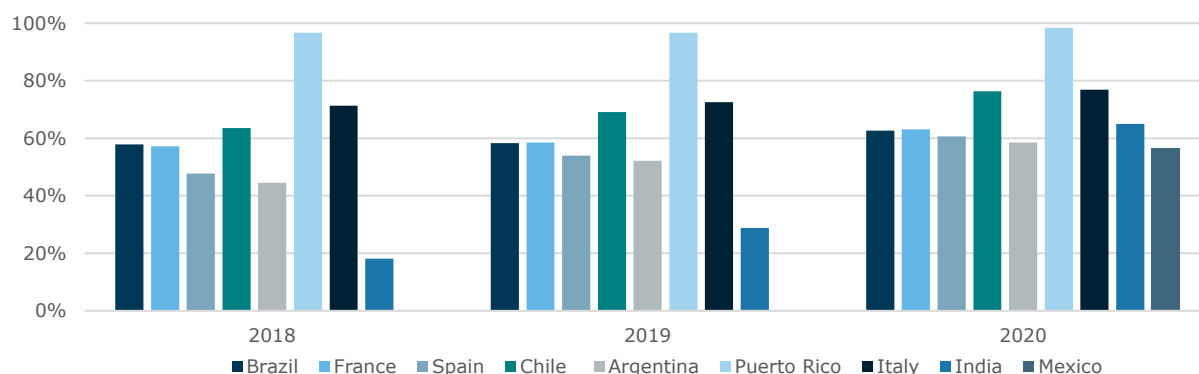
The various R&D activities carried on in 2020 are detailed in the section on safe and innovative toll roads in the Management report and under Axis 4 of this appendix. One of the objectives of these activities is to create new products and services in order to enhance the environmental and social impacts of using mobility infrastructure.

The changes in social interaction caused by the pandemic further encouraged the use and implementation of electronic tolls as the main payment mechanism, thereby allowing the environmental and road safety benefits of this system to be exploited. In global terms, this mechanism was used in relation to 64.9% of total revenue (up 8.9% on 2019) and 64.1% of total transactions, (up 4.8% on 2019).

Percentage of electronic toll use (percentage of transactions)<sup>xi</sup>



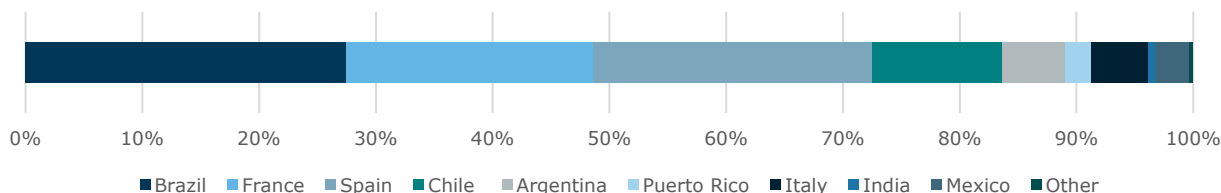
Percentage of electronic toll use (percentage of revenue)<sup>xii</sup>



The involvement of suppliers in the development of products and services and the provision of a quality service that ensures proper management of environmental and social impacts is a key factor in achieving Abertis' strategic objectives. The Management report details the actions performed in relation to suppliers in 2020, which include most notably the standardization of assessment systems and criteria based on environmental, social and good governance criteria.

In 2020, the Group worked with a total of 13,384 suppliers, a slightly lower figure than in 2019. Of these, 811 are considered to be strategic and critical suppliers due to the type of product or service they provide, and they accounted for 48.9% of all the purchases made in 2020. 23.9% of strategic suppliers (with a purchase volume of 9.6%) and 20% of critical suppliers (with a purchase volume of 6.2%) were assessed on the basis of environmental, social and good governance considerations.

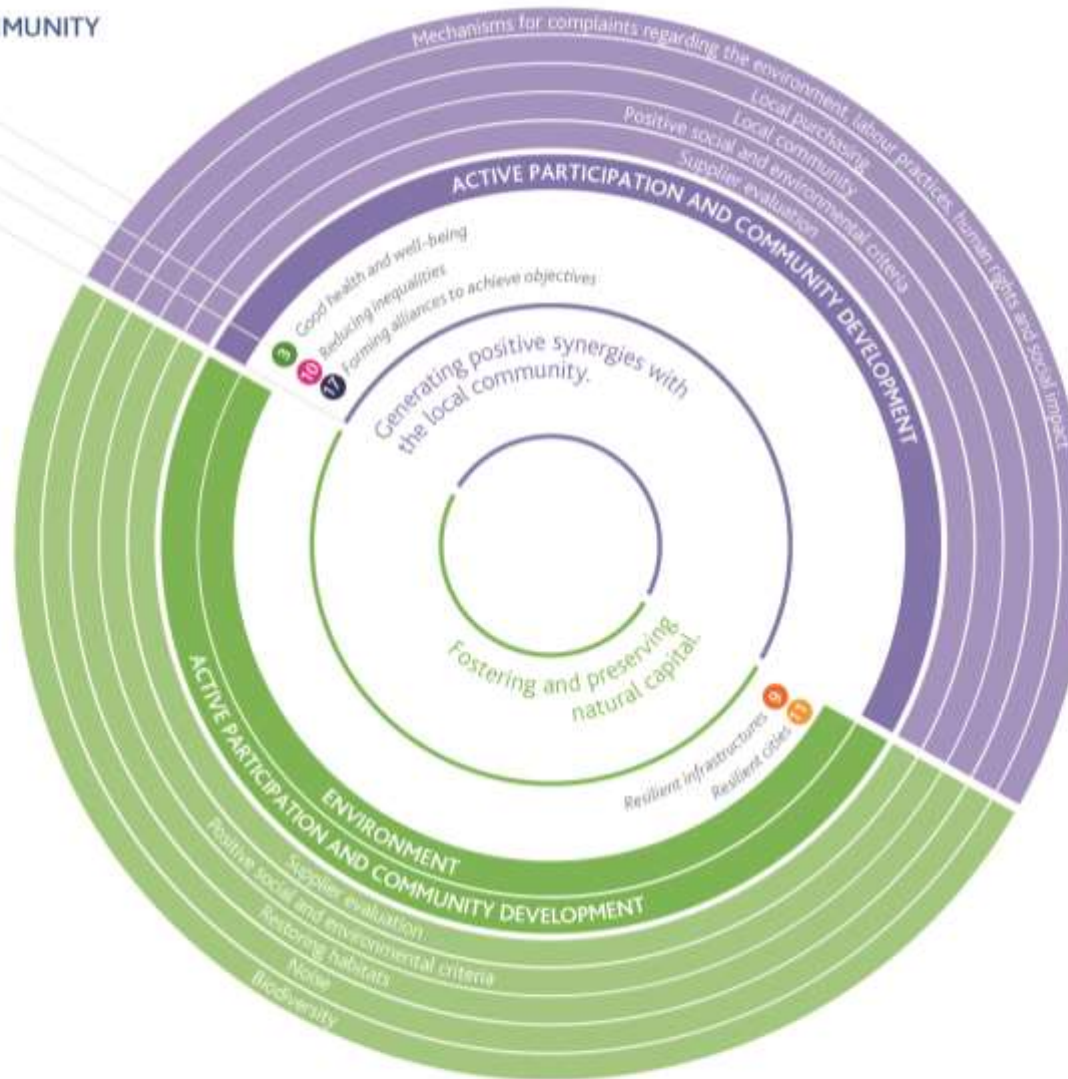
Distribution of 2020 suppliers by country



INTEGRATING INTO THE COMMUNITY

MATERIAL TOPIC  
 CORE SUBJECT ISO26000  
 SUSTAINABLE DEVELOPMENT GOALS  
 STRATEGIC OBJECTIVE

QUANTITATIVE TARGETS:  
 | Increase in community-related projects (both in terms of number of beneficiaries and allocated resources)  
 | Maintain local purchase level  
 | 100% of complaints handled



- | Foster biodiversity in areas around motorways
- | Identify services provided by ecosystems regarding noise
- | Identify and contribute to the preservation of natural species in areas around motorways
- | 50% of critical suppliers evaluated and approved
- | 35% of critical suppliers analysed according to CSR score
- | Improvement in average CSR score



## Axis 3: Integrating into the environment

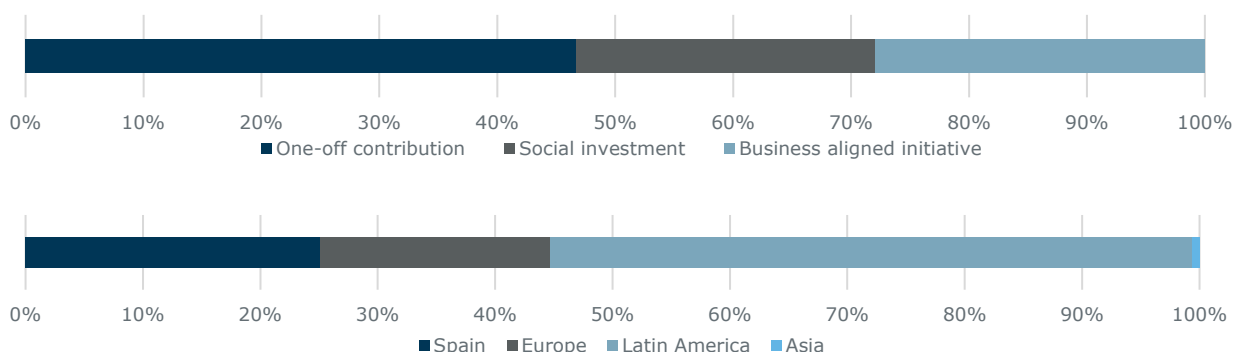
### Positive synergies with the local community

Active participation in the community through cooperation with local community organizations and projects, together with participation in professional associations and the promotion of local purchasing, constitute the core lines of action for establishing positive synergies with the local community. The Abertis Foundation defines and formalises the organization's commitment to the local community, at the same time as strengthening alliances between the organization's various stakeholders in order to meet Abertis' environmental and social objectives.

In 2020 the Group cooperated on a total of 202 initiatives, to which it assigned a total of EUR 3.4 million, representing a decline both in number of initiatives and in economic volume in comparison with the previous period. The response to the social and economic effects of the pandemic had an impact on the type of projects promoted, with one-off contributions accounting for a majority thereof for the first time (46.7% of the total) as opposed to social investments and initiatives aligned with the business (25.4% and 27.9% of the total, respectively).

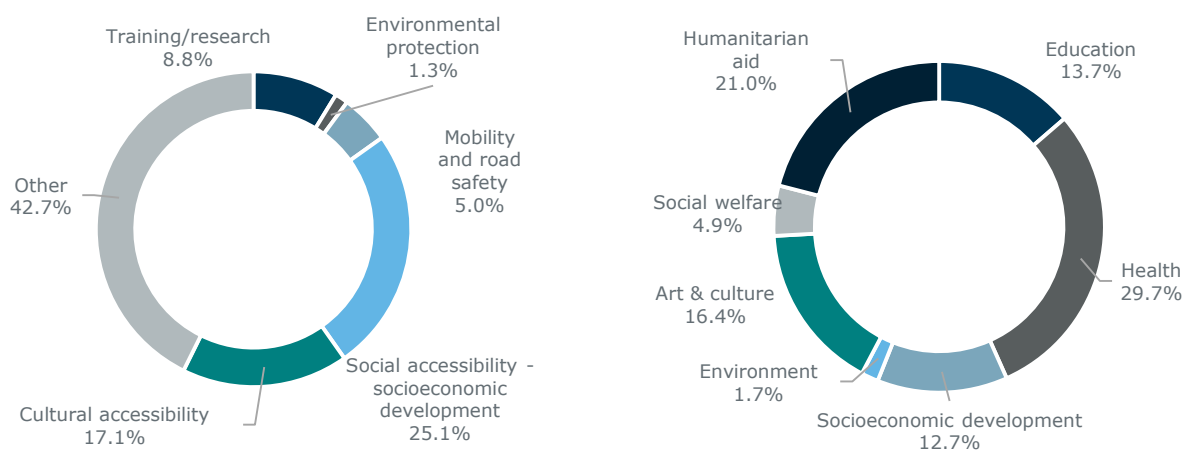
The geographical distribution differed significantly from that of the previous year, with most of the projects concentrated in Latin America (54.7% of the total), and a lesser proportion in Europe (19.6% of the total). In the case of Spain, the volume remained constant, and it accounted for a quarter of the initiatives performed. In addition to these initiatives, in the framework of the Brazilian Rouanet Law, a total of 20 projects were carried out in 2020 amounting to EUR 528 thousand, most of which were social investments relating to SDG 3, 4, 5 and 10.

Percentage breakdown of contributions in 2020 by motivation and geographic setting



The subject areas of the various initiatives were also affected by the context of the pandemic. Thus, training and research, environmental conservation and mobility and road safety accounted for a significantly smaller percentage (15.2% of the total in aggregate terms) in comparison with specific projects related to the social and economic response to the impacts of COVID-19 (42.7% of the total). The relative proportion of socio-economic and cultural accessibility projects also fell, albeit to a lesser extent than the rest, and accounted for 42.2% of the total investment for the year.

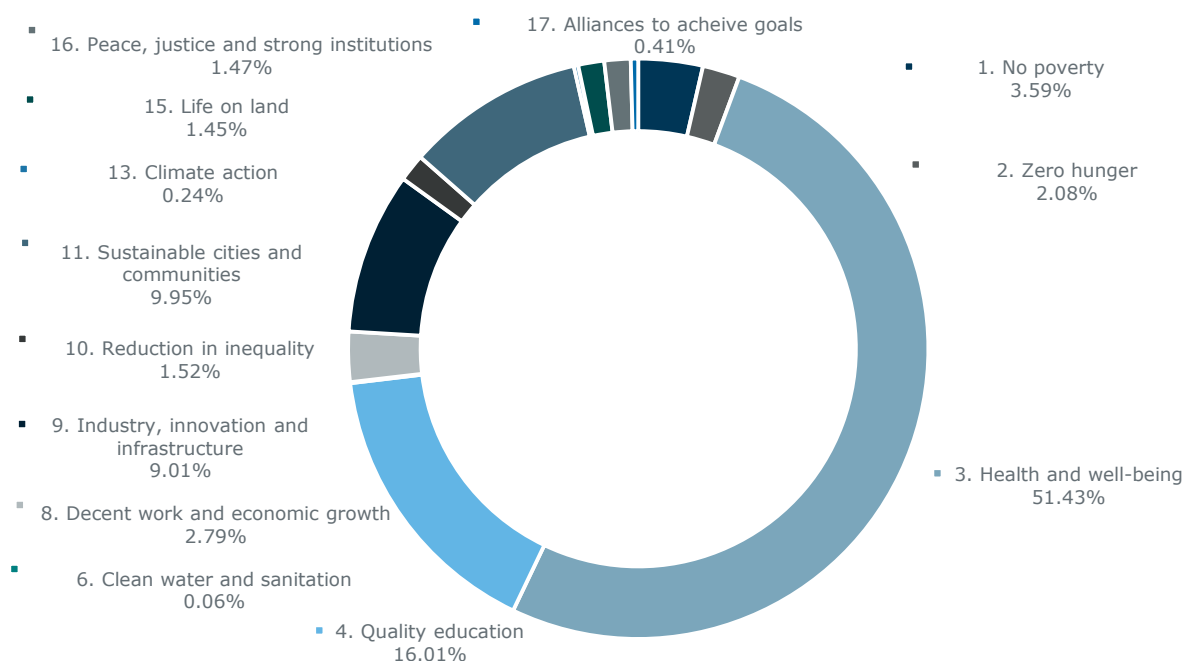
Percentage distribution of contributions in 2020 by theme (Abertis classification and LBG classification)





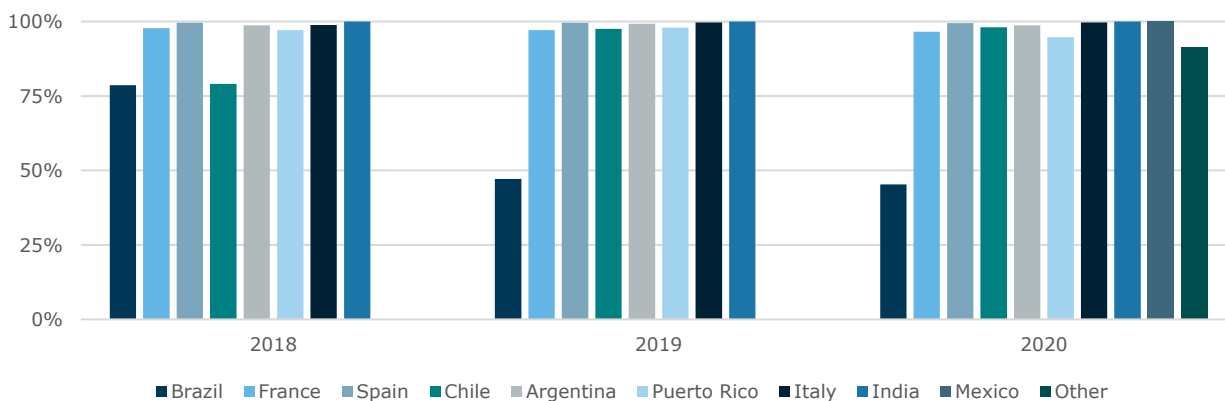
The Management report contains descriptive information on the type of COVID-19-related projects carried out in 2020, and a summary of the activities of the Abertis Foundation and the Abertis Chairs. The websites of each of the concession operators also contain details of actions performed at local level. The degree to which the projects are linked to the Sustainable Development Goals (SDGs) remained constant in comparison with 2019, with 99% of contributions being related to one or other of the SDGs: 50.9% of the contributions made in 2020 were linked to SDG 3 on Good health and well being, almost double the percentage for the previous year, which is a reflection of the impact of the pandemic on the type of actions carried out in the year. SDG 4 (Quality education) and SDG 11 (Sustainable cities and communities) accounted for 25.7% of contributions in the year, on a par with 2019.

**Percentage distribution of 2020 contributions by Sustainable Development Goal**



All the claims received through existing communication channels for the management of claims were addressed. These include specific channels for the users of the services provided, as well as organization-wide mechanisms such as the ethics channels and direct relationships with agents such as the Abertis Foundation. Furthermore, the promotion of local suppliers makes it possible to generate positive synergies between the organization’s activities and the socio-economic development of the local community. 83.0% of all the purchases made in 2020 involved local suppliers, a similar figure to the previous year.

**Changes in the percentage of local purchases**

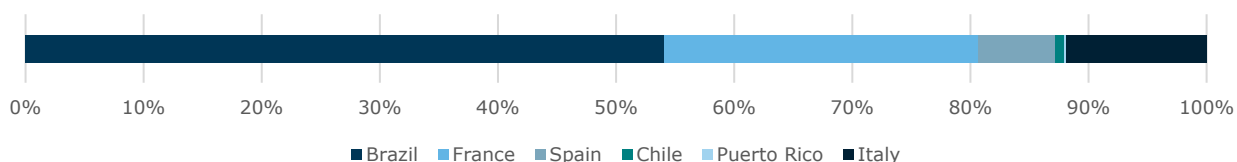




## Fostering and preserving natural capital

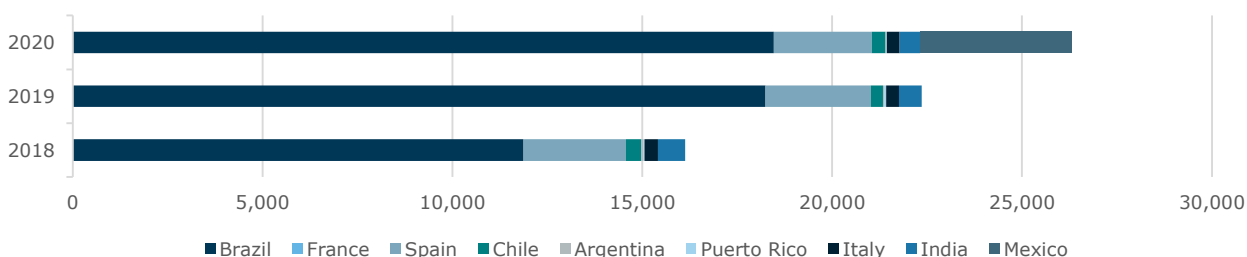
The environmental impact studies and related management plans enable the identification and roll-out of specific measures on stretches of toll road running through areas under special biodiversity protection that are home to species of flora and fauna included on international protection lists. In 2020 a total of 1,383.3 km of toll roads (16.5% of the kilometres directly managed by Abertis) fell within this category, mainly in Brazil, France, Italy and Spain. The changes in comparison with the previous year are due to the increase in this type of road in Brazil and to the reduction in the kilometres directly managed in Spain.

Percentage distribution of kilometres affecting protected areas, by country<sup>xiii</sup>



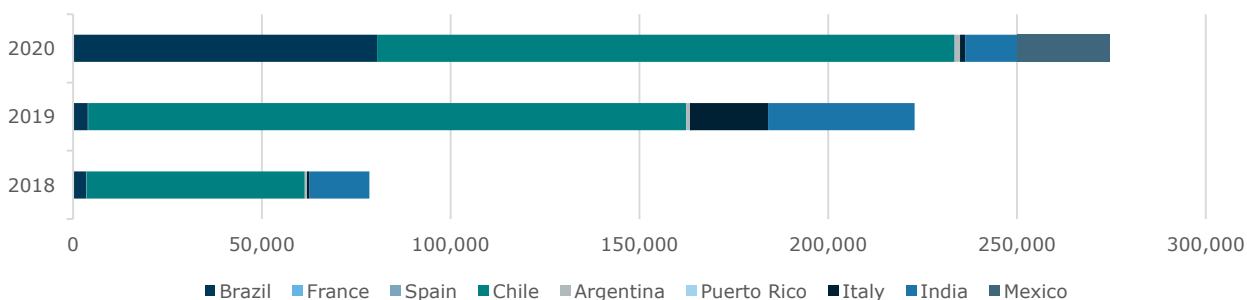
The tracking of specific fauna and flora indicators makes it possible to monitor, on an ongoing basis, the impact of activities on the natural environment, and to identify the stretches along which it is necessary to perform preventative and corrective action. Particularly noteworthy are the actions related to the compensatory planting of species that have been removed as a result of maintenance, road safety and construction work, as well as the installation of wildlife crossings and the implementation of flora and fauna protection programmes. Similarly, cooperation agreements have been established with various stakeholders in order to perform species control actions in Spain, and, in nearly all the countries, actions to raise awareness are making it possible to ramp up cooperative tasks aimed at conserving and upgrading the ecosystems adjoining toll roads.

Historical trend in the number of animals run over, by country<sup>xiv</sup>



The inclusion of Mexico in the scope of the data and the increase in the number of cases in Brazil had an impact on the number of animals run over, which totalled 26,300 in 2020, 17.6% more than in the previous year. The trend in compensatory planting was affected by the pandemic, especially in India and Italy, countries in which the number of plantings fell significantly. Globally, a total of 274,447 specimens of various species were replanted in 2020, 23.1% more than in the previous year due to the inclusion of Mexico in the scope of the information and the increase in replanting in Brazil.

Historical trend in the number of species replanted, by country<sup>xv</sup>



Regular specific analyses are conducted on the noise impact of the infrastructure, which in 2020 covered a total of 3,430.7 km in France, Spain, Chile, Brazil and Italy. The installation of noise barriers to reduce the noise from vehicles on the toll roads and the monitoring of noise levels associated with maintenance work are the main actions performed to prevent the noise impact of Abertis' activities. In 2020 a total of ten complaints were received in relation to noise issues in Spain (4), France (4) and Italy (2), all of which were addressed.

The impact of the organization's activities on air quality is at its highest level when the infrastructure is in use. On the basis of available traffic data and in line with the carbon footprint calculation methodology, in 2020 estimates were made of polluting gas emissions throughout the life cycle of the toll road activity, including the vehicles using the roads, and taking into consideration the following gases: carbon monoxide (CO), volatile organic compounds (VOC), non-methane volatile organic compounds (NMVOC), methane (CH<sub>4</sub>), nitrogen oxides (NO<sub>x</sub>), nitrogen monoxide (NO), nitrogen dioxide (NO<sub>2</sub>), nitrous oxide (N<sub>2</sub>O), ammonia (NH<sub>3</sub>), particles with a diameter of less than 2.5 micrometers (PM<sub>2.5</sub>), particles with a diameter of less than 10 micrometers (PM<sub>10</sub>), total particulate matter (PM) and sulphur oxides (SO<sub>x</sub>).

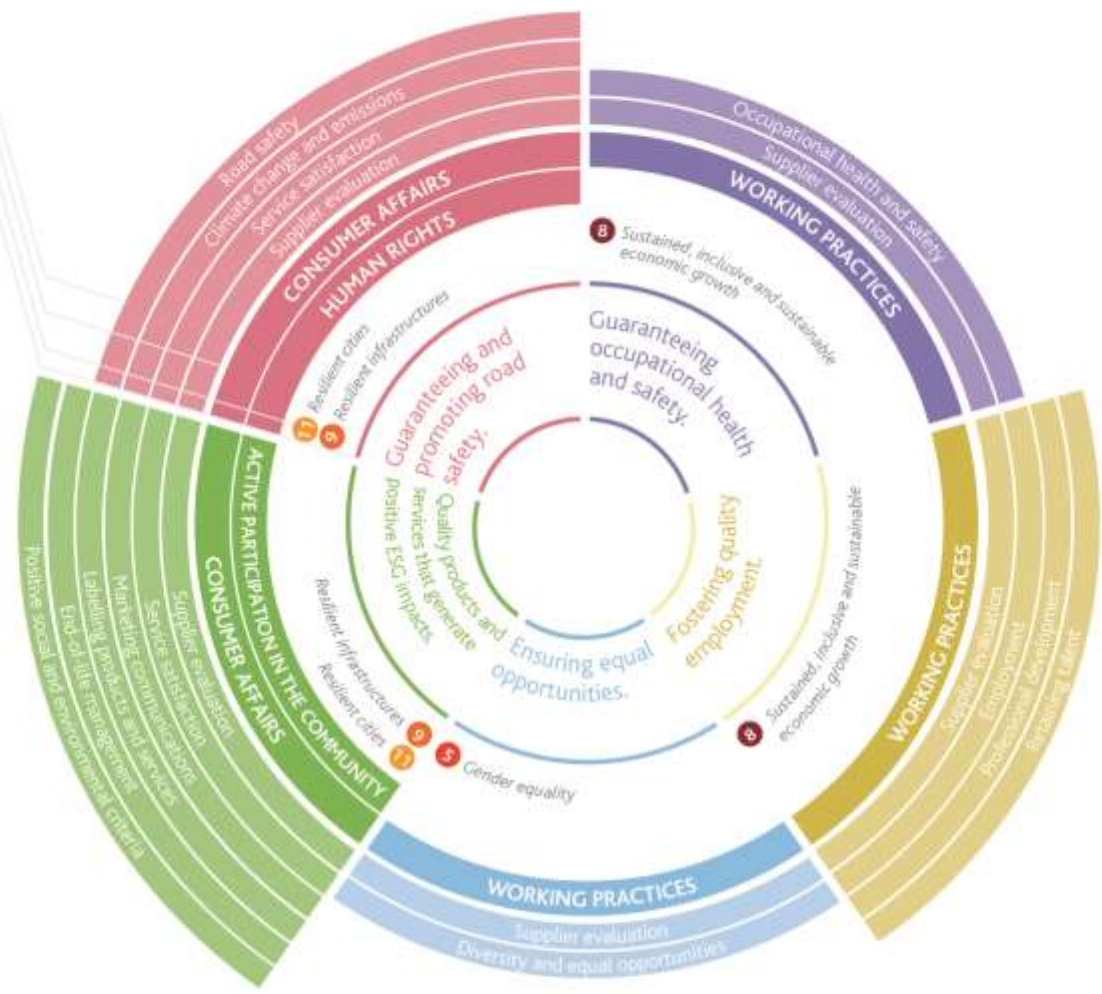
**Pollutant emissions in 2020 (tonnes)**

	<b>CO</b>	<b>VOC</b>	<b>NMVOC</b>	<b>CH<sub>4</sub></b>	<b>NO<sub>x</sub></b>	<b>NO</b>	<b>NO<sub>2</sub></b>
Brazil	30,530.5	2,297.9	2,165.5	135.8	24,751.9	20,853.1	3,829.2
France	11,249.8	928.0	875.0	54.0	16,143.0	12,694.4	3,434.8
Spain	7,593.9	633.6	596.9	36.8	10,986.6	8,706.0	2,279.6
Chile	10,251.3	715.8	673.3	42.6	6,710.9	5,526.7	1,182.5
Argentina	7,456.8	510.0	479.5	30.5	4,607.0	3,749.9	856.6
Puerto Rico	5,763.6	369.6	347.4	22.2	1,876.0	1,667.1	208.5
Italy	5,665.2	425.0	400.3	25.0	5,286.0	4,289.3	994.9
India	1,641.9	125.4	118.1	7.3	1,588.1	1,306.2	281.9
Mexico	13,030.4	864.6	813.0	51.6	5,241.2	4,683.9	557.0
<b>Total</b>	<b>93,183.5</b>	<b>6,869.9</b>	<b>6,468.9</b>	<b>406,0</b>	<b>77,190.8</b>	<b>63,476.5</b>	<b>13,625.0</b>
	<b>N<sub>2</sub>O</b>	<b>NH<sub>3</sub></b>	<b>PM<sub>2.5</sub></b>	<b>PM<sub>10</sub></b>	<b>PM</b>	<b>SO<sub>x</sub></b>	<b>Total</b>
Brazil	71.7	353.8	677.5	740.3	569.3	6.30	86,982.8
France	54.4	132.9	598.8	640.6	526.5	1.13	47,333.3
Spain	36.3	89.0	398.5	426.8	350.0	0.06	32,133.9
Chile	21.8	123.3	205.0	222.2	174.9	0.13	25,850.5
Argentina	15.6	90.5	147.1	158.9	126.0	0.03	18,228.4
Puerto Rico	5.7	70.2	34.6	39.3	26.1	0.03	10,430.4
Italy	17.0	67.3	173.4	187.0	150.1	0.08	17,680.6
India	4.9	19.4	49.3	53.3	42.5	0.0002	5,238.4
Mexico	14.6	157.2	95.5	108.5	72.8	0.002	25,690.3
<b>Total</b>	<b>242.0</b>	<b>1,103.6</b>	<b>2,379.9</b>	<b>2,576.9</b>	<b>2,038.0</b>	<b>7.76</b>	<b>269,568.7</b>

SAFETY AND QUALITY

MATERIAL TOPIC  
 CORE SUBJECT ISO26000  
 SUSTAINABLE DEVELOPMENT GOALS  
 STRATEGIC OBJECTIVE

- QUANTITATIVE TARGETS:
- 50% reduction in road traffic accidents (United Nations Decade of Action for Road Safety)
  - 0 deaths
  - 100% of complaints handled
  - Increase in products and services for specific groups
  - Develop regular education and road safety campaigns in local communities
  - Involve stakeholders in the development and promotion of products and services focused on the reduction of the digital divide and promotion of accessibility thereto



- 0 accidents (direct or indirect)
- Improved talent retention practices
- Increase in the average number of training hours provided
- Analyse and improve job satisfaction
- Achieve gender balance in all professional categories
- Ensure equal pay throughout the entire organisation
- Ensure non-discrimination in promotion processes
- Progressive increase in the presence of employees with functional diversity in the workforce
- 50% of critical suppliers evaluated and approved
- 35% of critical suppliers analysed according to CSR score
- Improvement in average CSR score



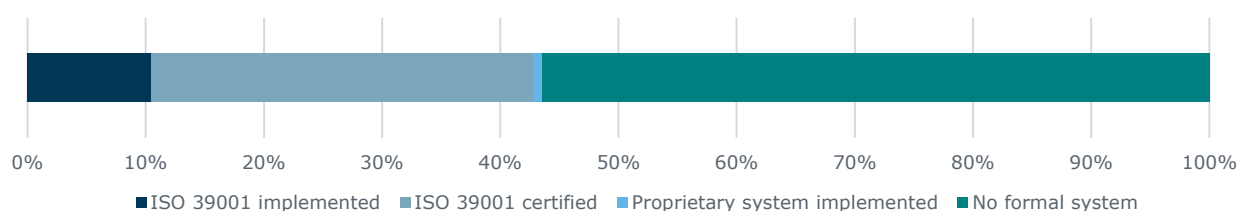
## Axis 4: Safety and quality

### Guaranteeing and fostering road safety

Road safety is one of the material topics most specific to Abertis, and also one of the most significant, because it is the issue related to the organization's activities that has the highest capacity to create value and reduce adverse impacts on society. The Group's road safety goals are aligned with the international frameworks promoted by the United Nations in the recently formulated Second Decade of Action for Road Safety, and are backed by the Road Safety strategic programme, which is the pillar coordinating the various actions being implemented in each country.

Revenue from toll road activities that have a road safety management system in place fell in comparison with the previous year as a result of the inclusion of Mexico in the scope of the data, and accounted for 43.5% of the total in 2020. 42.8% of revenue from toll road activities related to roads that have this system in place under the ISO 39001 international standard. Also, the activities in Chile have implemented an emergency and incident response management system certified in accordance with the ISO 22320 standard, together with an accident prediction model.

#### Road safety management system (percentage distribution of toll road revenue)



The section on road safety in the Management Report provides a detailed summary of the main activities undertaken in relation to road safety in 2020, which are divided into three main pillars: preventive and infrastructure maintenance actions, awareness-raising and communication campaigns, and specific studies and spaces to share knowledge for the promotion and scalability of good practices. Cooperation with various stakeholders and the establishment of alliances constitute a key, cross-cutting aspect of all the actions taken to achieve the goals that have been set.

The inclusion of road safety in the area of infrastructure maintenance and operation makes it possible to implement structural measures aimed at reducing the hazards associated with roads. All the countries share this operational approach, which is rolled out through the development of specific practices in accordance with each local context:

- **Brazil:** The GERAR committee is responsible for coordinating and monitoring all the road safety measures implemented in Brazil. In 2020, multiple actions related to engineering and operational matters were taken, in addition to awareness campaigns, at all of the concession operators in Brazil. These actions included, among others, improvements in road lighting, the installation of protective devices (barriers) on the infrastructure, the monitoring and penalisation of high-risk behaviour for road safety through the installation of control devices at accident black spots, improvements in road surface friction, the performance of drills and the enhancement of horizontal and vertical signage.
- **Spain:** The main actions taken in the year included internal road safety audits and inspections, the calculation of stretches with high accident density, specific drills and training, replacement of milestones at tunnel entrances and exits, improvement of tunnel lighting systems, and tree maintenance actions to improve road visibility, in addition to proper maintenance of signage and road markings, the road surface and metal barriers.
- **Chile:** Installation of concrete barriers and reflective elements on metal barriers, together with mobile cameras in patrol cars and tow trucks, and the development of a fire protection system at the tollgates.
- **Argentina:** Regular evaluations of response times in the management of emergencies associated with traffic accidents, with the direct involvement of all suppliers, installation of radars in coordination with the regulatory body, and specific traffic operations linked to especially high-risk behaviour, conducted in conjunction with the National Road Safety Agency and provincial and national law enforcement bodies.

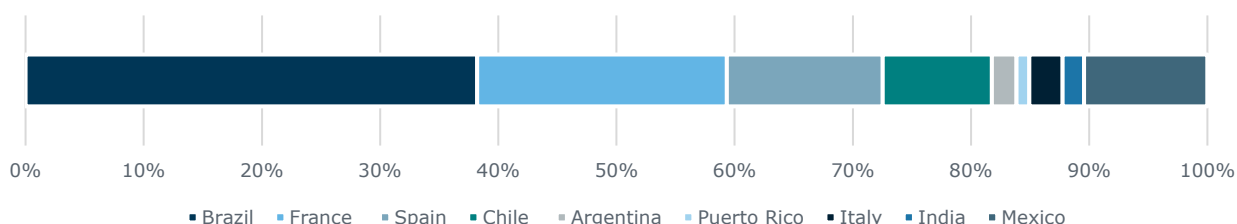
- Puerto Rico: Elimination of cash payment systems and continued operation of the internal committee for monitoring road safety.
- Italy: Variable-message signs associated with road safety actions, study of stretches with high accident density, various road surface conservation actions and management of green spaces bordering roads.
- India: Improvements in road lighting together with maintenance of road surfaces and road markings.
- Mexico: Identification of stretches with high accident rates, coordination of special operations at times of heavy traffic in conjunction with various stakeholders, and ongoing communication of all road maintenance actions.

In addition to the above measures, certain actions formed part of, and were adapted to, the new operational context associated with management of the impacts of the pandemic. Of particular significance were the measures related to emergency management, with the application of protocols to prevent the spread of the virus, together with the regular sterilization of areas of interaction with infrastructure users.

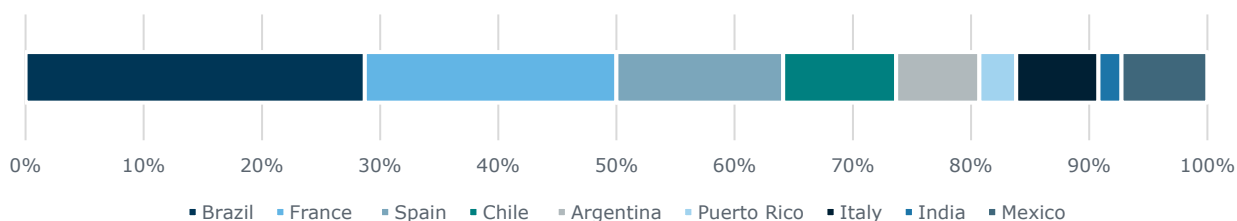
All the countries conducted awareness campaigns in relation to road safety issues, although the impact of the pandemic affected the launch of some of the actions planned in Argentina and India. Worthy of note are the awareness-raising actions that formed part of the European Sustainable Mobility Week, the European Day without a Road Death, and the Day of Remembrance for Road Traffic Victims, held in Spain, the "Everybody in a Seatbelt, in the Back Too" campaign in Argentina, the "Use your Head" campaign in Italy and the first campaigns conducted in Mexico, together with specific road safety messages in all the publications and on all the variable-message signs.

Also, 2020 saw the continuation of the work of the observatories on the behaviour of toll road drivers in France, Spain, Argentina and Italy, as well as the participation in shared work spaces with various technical stakeholders in Spain and Puerto Rico, and the content of some road safety campaigns was adapted to include preventive measures and advice on the management of the social impacts of the pandemic in most of the countries.

**Distribution of km managed in 2020 by country**



**Distribution of km travelled in 2020 by country**



The impact of the pandemic was significant in terms of mobility, due to the restrictions imposed in the different countries during the various stages of lockdown, and to changes in the habits of infrastructure users that went beyond the legislative measures. The kilometres directly managed increased in comparison with the previous year, because the inclusion of Mexico offset the reduction in kilometres in Spain. Kilometres travelled and ADT trended in the opposite direction, with overall reductions of 20.6% and 21.4%, respectively. This impact was across-the-board in all the countries, although the figures varied, with Spain and Argentina witnessing the largest reductions in ADT (30.8% and 39.8%) and Brazil having the smallest reduction in ADT (7.5%).

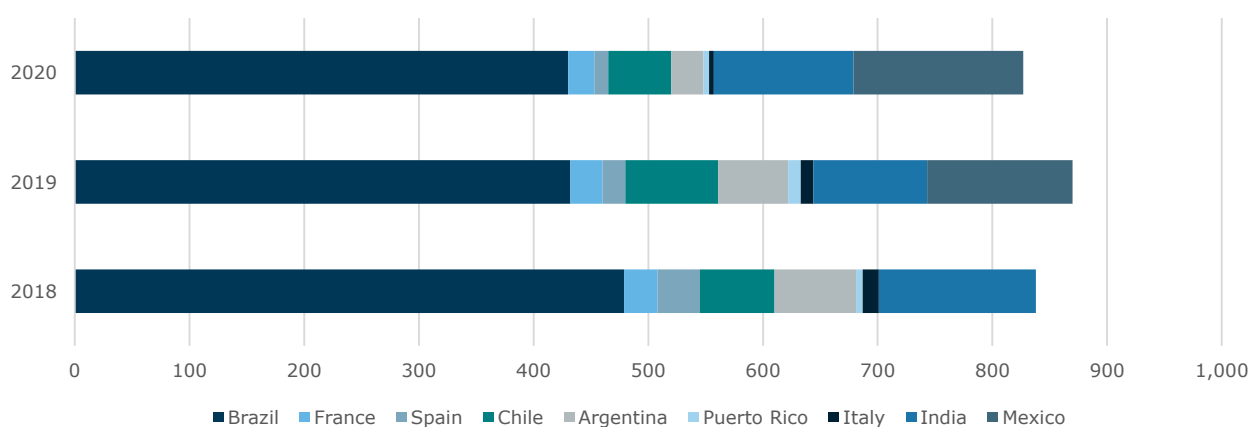
These changes in mobility patterns and their intensity had a bearing on traffic accidents and the number of fatalities, although the change was not linear due to the inclusion of Mexico in the scope of the data. All the countries show reductions in the number of road accidents and in the number of fatalities, in line with the change in traffic. Road accidents in Brazil, France, Spain, Chile, Argentina and Italy displayed a positive trend (with reductions exceeding the

fall in traffic). Similarly, Spain, Chile, Argentina, Puerto Rico, Italy and India witnessed a positive change in the number of fatalities in traffic accidents. The inclusion of data from Mexico impacted the global change in the two indicators, with a 17.4% reduction in traffic accidents and a 4.9% like-for-like decrease in the number of traffic accident fatalities with respect to the previous year.

**Total number of road accidents<sup>xvi</sup>**

	2018	2019	2020	Change vs. 2019
Brazil	8,599	8,602	7,976	-7.3%
France	620	641	436	-32.0%
Spain	871	733	461	-37.1%
Chile	1,687	1,885	1,331	-29.4%
Argentina	1,398	1,467	766	-47.8%
Puerto Rico	213	177	153	-13.6%
Italy	273	267	133	-50.2%
India	711	703	633	-10.0%
Mexico	---	427	423	-0.9%
<b>Total</b>	<b>14,372</b>	<b>14,902</b>	<b>12,312</b>	<b>-17.4%</b>

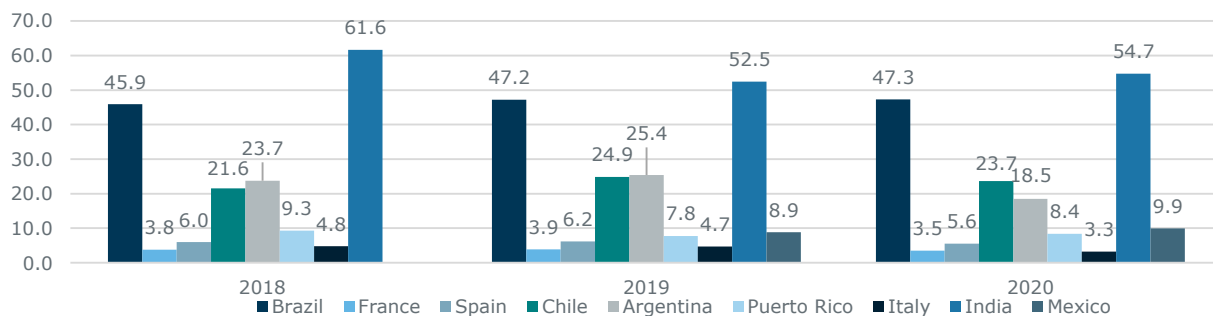
**Changes in the number of traffic accident fatalities<sup>xvii</sup>**



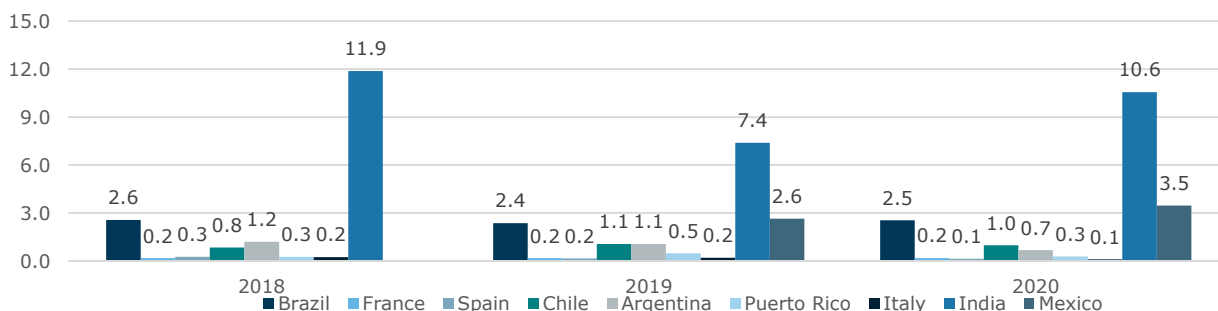
Disruptions in the number of kilometres travelled associated with management of the social impacts of the pandemic affected accident and mortality rates, the main performance indicators for monitoring and evaluating road safety at Abertis. Globally, the accident rate increased by 4% compared with 2019, driven by the inclusion of Mexico in the scope of the data, together with rises in this figure in Puerto Rico, India and Brazil.

Similarly, the global mortality rate trended in the opposite direction to the goal set by the organization, increasing by 19.7% with respect to the previous year, due to the adverse change in this indicator in India, Brazil and France, in addition to the inclusion of Mexico in the scope of the data. 2020 ended with a global accident rate of 21, and a global mortality rate of 1.4.

Changes in accident rate by country<sup>xviii</sup>



Changes in mortality rate by country<sup>xix</sup>

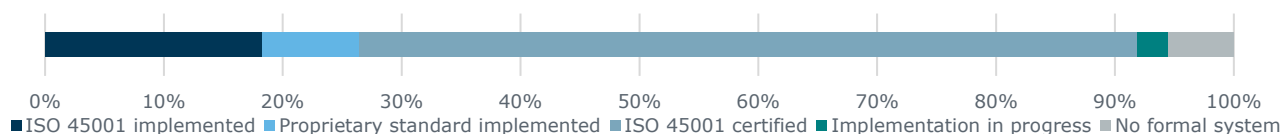


## Guaranteeing occupational health and safety

Occupational health and safety is a key material topic, both within and outside the boundaries of the organization, public awareness of which, along with its importance, increased significantly due to the social and economic context generated by the pandemic.

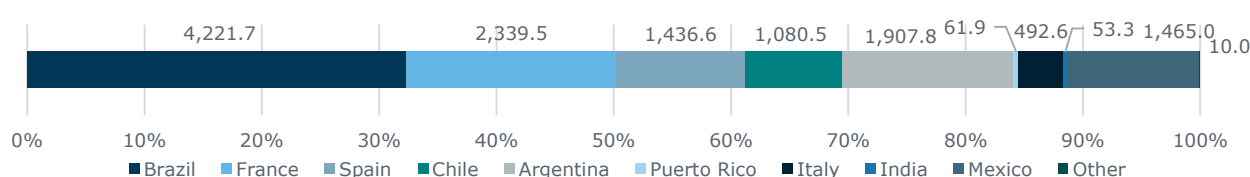
Activities representing 91.9% of Abertis' 2020 revenue have an occupational health and safety management system in place; this includes all the Group's activities except for the toll roads in Argentina and India, one of the subsidiaries in Puerto Rico (in which a system is currently being implemented), Trados-45 in Spain and the Mobility Services subsidiary in Hungary. The standards on the basis of which these systems are developed are aligned with current legal requirements and include ISO 45001 as well as other specific national systems.

Occupational health and safety management system (percentage distribution of Abertis' revenue)



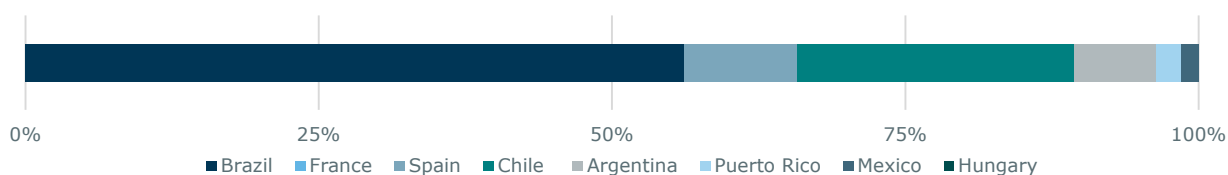
The management systems implemented encompass all the activities carried on by the various subsidiaries, and cover the direct and indirect workers involved in them. The total number of employees contemplated in this document, in accordance with the scope details defined in Chapter 3, accounted for 95.8% of Abertis' total workforce in 2020, i.e. 13,659 employees (a slightly higher figure than in the previous year). Also, the number of indirect workers performing their activities at the organization's facilities decreased slightly compared with the previous year, to 12,306 at December 31<sup>st</sup>.

Equivalent average headcount by country (direct workers)





Percentage distribution of indirect workers at December 31<sup>st</sup> by country<sup>xx</sup>



Management systems are a legal requirement in all the countries that have one, except in Spain, and form the framework for coordinating the actions implemented to ensure the health and safety of the workers involved in the organization's activities. The audits conducted to certify the system and the regular monitoring of the main activities and indicators make it possible to identify the risks associated with each job position and to adapt the actions taken to the changes in these risks.

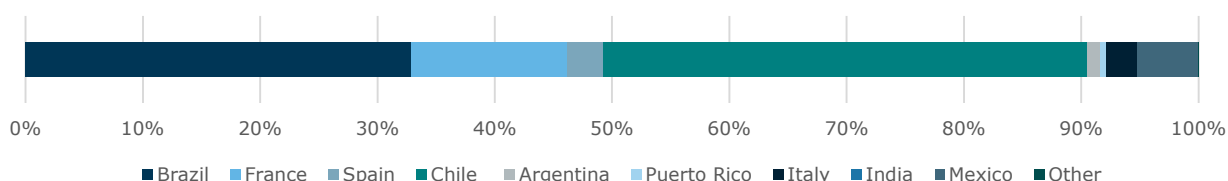
Hygiene and ergonomic assessments, documentary controls, direct inspections and observations of conduct in the various job positions, worker participation and consultation and training actions are some of the main measures adopted in the different countries to ensure the health and safety of both direct and indirect workers.

Some of the specific actions performed in the occupational health and safety area in connection with the pandemic include the creation of a COVID-19 manual together with specific training in Brazil, the development of a specific protocol in France and Italy, the drawing-up of a COVID-19 action plan in Spain (the main objectives of which include increasing safety in the work environment, protecting the health of employees, suppliers and customers, cooperating with the public authorities and ensuring the continuity of the business), the creation of the supervisor's Book of Daily Talks and the holding of workshops on emotional containment in times of crisis in Chile, the performance of specific actions in India and Mexico such as serological tests, the creation of a crisis committee and an action plan at one of Mobility Services' French subsidiaries, and the roll-out of specific awareness-raising and communication campaigns in Italy and Puerto Rico.

The following actions were taken at all the Group's subsidiaries: the provision of special protective equipment appropriate to the new context and legal recommendations, the sterilization of work spaces and the review and assessment of the use of common spaces, the restructuring of work to adjust shifts and ensure the necessary social distancing, the adaptation of job positions to remote-working environments, the restriction of access for people from outside the organization to the organization's facilities and limitations on travel, together with continuous and ongoing communication.

Also, the occupational health and safety training effort totalled 94,099.2 hours in 2020, a significantly higher figure than in the previous year due mainly to the changes in Brazil and Chile.

Percentage distribution of total hours of occupational health and safety training provided by country



Risk assessments are conducted using proprietary tools in the form of risk matrices and checklists, or by means of standards defined by the legal frameworks in certain countries. In order to formalize these assessments, technical analyses of the job positions are conducted, the work environment and the tasks carried out are directly observed, external factors that may impact the associated risks are identified, and work guidelines are reviewed, among other activities. The risk levels identified range from low to medium or significant, and the highest levels of risk are generally those associated with traffic-related tasks which imply contact with vehicles. COVID-19-related risk exposure was identified for groups of workers with high levels of social interaction, and for vulnerable groups due to specific prior health issues.



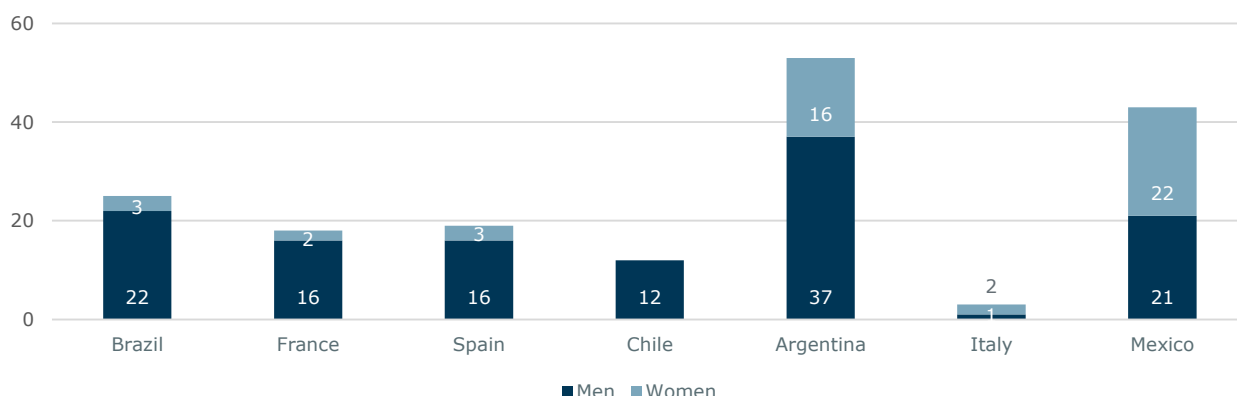
All the Group's subsidiaries, except for the toll roads in Argentina and India and two of Mobility Services' subsidiaries, have occupational health and safety committees with direct worker participation, which enable ongoing monitoring of the degree to which preventive actions have been implemented and the follow-up of accidents as they occur. 74% of the direct workforce and 81.9% of the indirect workforce are covered by these occupational health and safety committees, which met on a total of 434 occasions in 2020.

The toll roads in Brazil, Spain (except for Túnel and Trados-45), Argentina, Italy and Mexico, and one of the subsidiaries in Puerto Rico have professional health services, in accordance with current legislation. These services include regular medical check-ups and, in some cases, access to specific wellness services. The welfare benefits offered by these subsidiaries include healthy lifestyle campaigns, medical insurance and vaccination campaigns, and campaigns to raise awareness and prevent certain illnesses of importance to each local community. Psychological support services for both workers and their families were added in 2020 to address the needs associated with managing the impacts of the pandemic.

The incident recording systems include technological software that gathers data on all the occupational incidents and accidents that occur at substantially all of the concession operators, except in India. These tools enable automation of the management and recording of the related investigation files, while ensuring that formalities are initiated in real time.

The total number of recordable accidents involving direct workers in 2020 amounted to 330, a higher figure than in the previous year due to the inclusion of Mexico in the scope of the data and improvements in systems for gathering information in France. 67.9% of recordable accidents related to men, a distribution that remained the same with respect to the previous year. Accidents with days away from work, which decreased by 16% compared with the previous year, totalled 173. The change occurred across-the-board in all the countries, and was especially significant in Puerto Rico, Chile, Italy, Spain and France.

Number of accidents with days away from work in 2020 by gender and country (direct workers)<sup>xxi</sup>



Same-level falls, trips or blows caused by objects, being hit by vehicles or crushed in traffic accidents and burns are the main causes of accidents involving direct workers. No cases of work-related ill health were detected except in France, where three types of work-related ill health were identified in relation to body posture, which affected two direct workers. The main factors associated with potential work-related ill health include the presence of chemical pollutants, such as fumes from combustion engines, incorrect posture and road maintenance work.

A total of 1,469 direct workers and 1,305 indirect workers were identified in the year as suspected cases of COVID-19, with the total number of confirmed cases being 908 for direct workers and 509 for indirect workers. The total number of working days lost due to confirmed cases of the disease amounted to 22,916 for direct workers and 17,409 for indirect workers. It should be noted that these cases of COVID-19 were not considered to be work-related accidents in any of the countries except Argentina, while in Spain they were only categorized as such with regard to the payment of sick leave benefit.

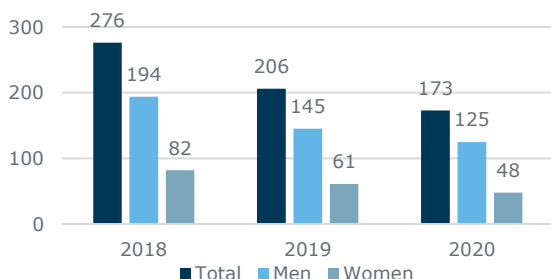
Confirmed cases of workers affected by COVID-19

	Direct workers			Indirect workers		
	Men	Women	Total	Men	Women	Total
Brazil	90	69	159	231	39	270
France	37	20	57	0	0	0
Spain	259	129	388	1	0	1
Chile	39	11	50	86	69	155
Argentina	93	66	159	51	7	58
Puerto Rico	2	0	2	2	0	2
Italy	5	3	8	0	0	0
India	3	0	3	22	0	22
Mexico	46	36	82	1	0	1
Other	0	0	0	0	0	0
<b>Total</b>	<b>574</b>	<b>334</b>	<b>908</b>	<b>394</b>	<b>115</b>	<b>509</b>

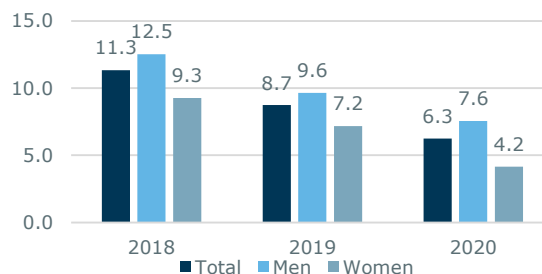
The reduction in the number of accidents with days away from work had a direct impact on the accident rates for the year, the changes in which consolidated a trend in line with the organization's strategic objectives in this area. Thus, the global incidence rate fell by 37.8%, the frequency rate by 28.4% and the severity rate by 49.1%, in comparison with the previous year.

These changes were seen across genders, although women displayed greater reductions in incidence and frequency rates (42.3% and 42%, respectively), and an increase of 7.4% in the severity rate, due to the changes occurring in France and Argentina.

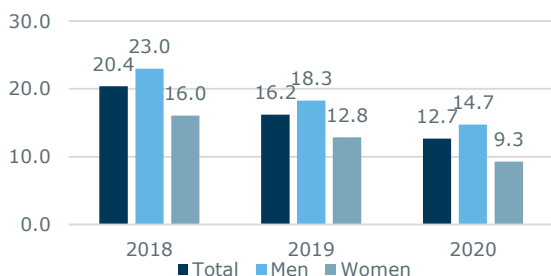
Changes in the total number of accidents with days away from work by gender



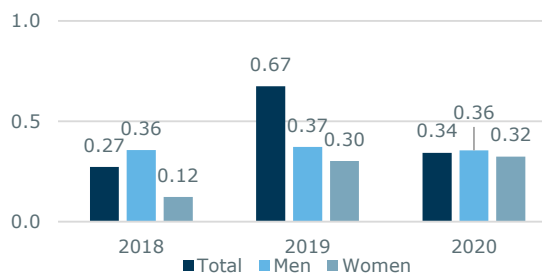
Changes in frequency rate by gender



Changes in incidence rate by gender

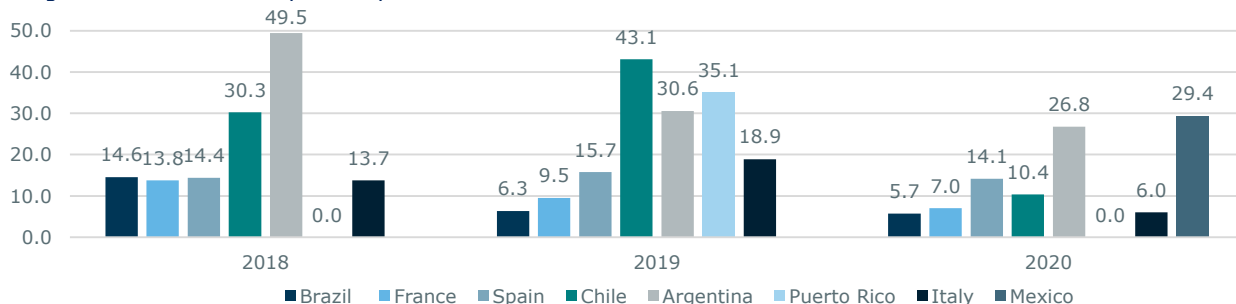


Changes in severity rate by gender

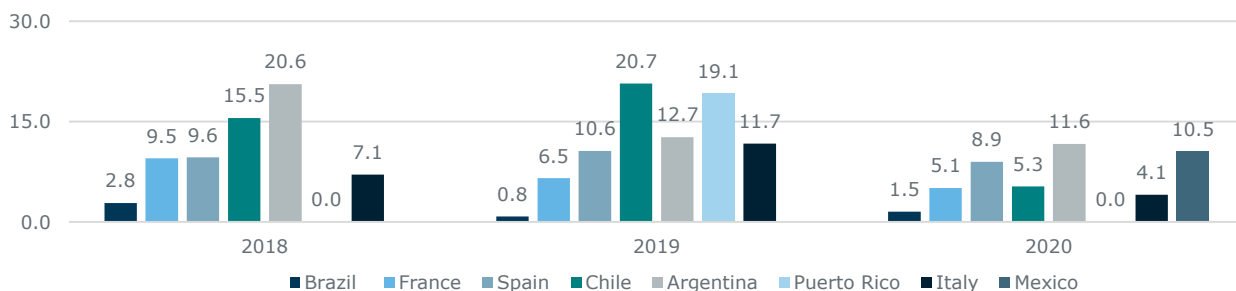


The overall evolution of accident rates was across-the-board at country level for the incidence rate, while the frequency and severity rates displayed different trends in certain countries. The increases in the frequency rate in Brazil and in the severity rates in Argentina and France were caused by the reduction in the number of hours worked in Brazil and the increase in working days lost in Argentina and France.

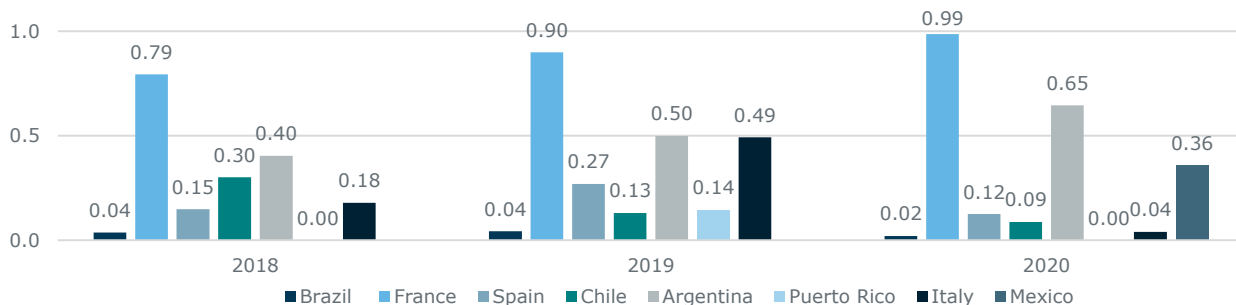
### Changes in incidence rate by country



### Changes in frequency rate by country

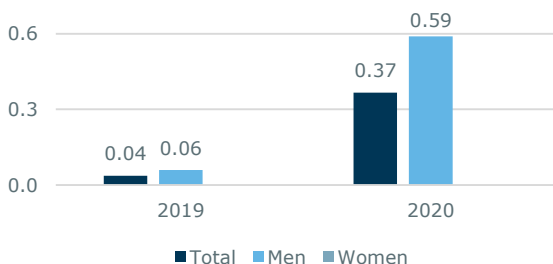


### Changes in severity rate by country



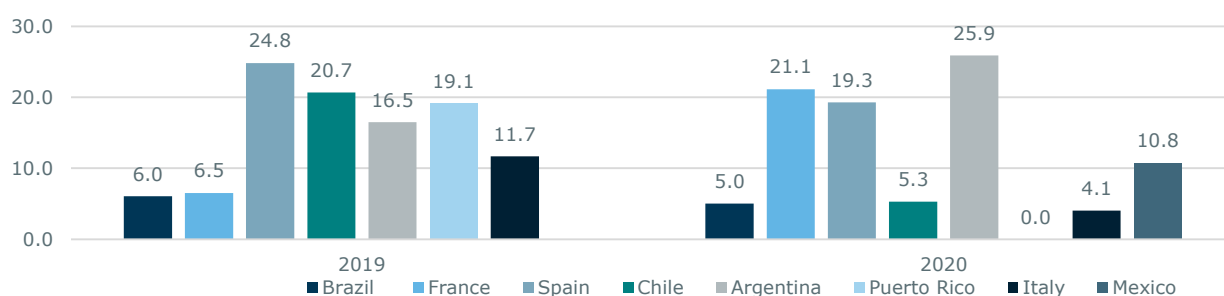
In 2020 a total of eight workers died, five direct workers and three indirect workers. In the direct worker group, a man died in Brazil after being crushed between a moving bus and a road roller while carrying out road-surfacing work, a man died in Argentina due to causes related to COVID-19, and three men died in Mexico, two of whom were involved in a traffic accident and one of whom was hit by a vehicle while assisting another vehicle that had stopped on the road. Also, in the indirect worker group, a man died in Brazil after touching live wires while carrying out maintenance work on the Wi-Fi network, a woman, also in Brazil, died while rescuing a traffic accident victim when the cable she was attached to broke, and a man in France died as a result of a traffic accident.

### Changes in the fatality rate (direct workers) by gender



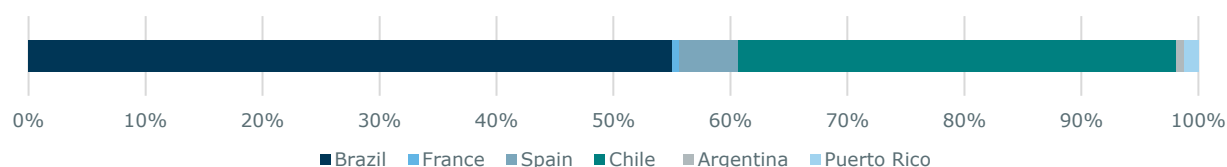
The evolution of the number of deaths had an impact on the fatality rate, which increased significantly with respect to the previous year. The recordable accident rate for direct workers increased slightly in global terms, reaching 12.8 (14.1 for men and 10.6 for women), due to changes in France and Argentina and the inclusion of Mexico in the scope of the data.

### Change in the recordable accident rate of direct workers by country



The main causes of accidents involving indirect workers include same-level falls, knocks/blows and bruising, insect bites, being hit by vehicles or crushed in traffic accidents, cuts from sharp objects and acts of vandalism. The total number of recordable accidents in this group decreased by 22.7% compared with the previous year and amounted to 160 cases, 70.6% of which involved men. Accidents with days away from work totalled 74, 36.5% of which involved men, resulting in a total of 2,140 working days lost due to work-related accidents. The recordable accident rate for indirect workers was 6 (4.9 for men and 13 for women).

### Percentage distribution of recordable accidents of indirect workers by country



## Fostering employment quality

Employment quality at the organization is addressed through actions in the areas of talent retention, training and work atmosphere, and constitutes a material topic for the Group, since it relates to one of Abertis' key stakeholders in the achievement of its objectives.

At December 31<sup>st</sup> 96.5% of the headcount (97.2% of the total men and 95.8% of the total women) held a permanent employment contract, in line with the proportion for 2019, both overall and in terms of gender. This distribution is echoed across most countries, although there are certain differences, the figures ranging from 90.4% as the lowest value to 100% as the highest.

### Equivalent average headcount holding a permanent employment contract by professional category, country and gender

	Executives		Heads of department		Other workers	
	Men	Women	Men	Women	Men	Women
Brazil	11.8	3.6	209	67.7	2,016.2	1,913.4
France	9	6.3	228.6	96.9	1,234.5	651.6
Spain	19.5	5.6	97.5	45.2	865.7	385.2
Chile	6.1	1	53.7	13	781.9	209.8
Argentina	7.8	---	25.2	11.5	1,067.3	698
Puerto Rico	4	---	8.5	6.4	34.9	8.1
Italy	8.8	1.8	22.1	2	364	93
India	1	---	5.9	1	40.4	5
Mexico	10	1	16	7	745	542
Other	---	---	2	0	3	5

### Headcount at December 31<sup>st</sup> by professional category, country and gender

	Executives		Heads of department		Other workers	
	Men	Women	Men	Women	Men	Women
Brazil	11	3	204	67	2,228	1,900
France	9	4	236	113	1,410	758
Spain	19	6	95	44	879	447
Chile	6	1	54	14	830	251
Argentina	6	---	27	12	1,147	788
Puerto Rico	5	---	8	6	34	9
Italy	9	2	22	2	357	108
India	1	---	6	1	40	5
Mexico	10	1	16	7	803	628
Other	---	---	2	---	3	5

0.7% of the headcount are executives, while 6.9% are heads of department. Also, 93.2% of the total headcount at December 31<sup>st</sup> held a full-time contract, representing a slight increase in comparison with 2019. The distribution is similar across all the countries, except for Spain, where 77.3% of men and 45.3% of women are employed on a full-time basis.

### Percentage of headcount by working hours

	2019			2020		
	Men	Women	Total	Men	Women	Total
Full-time	94.7%	84.9%	91%	96.0%	88.6%	93.2%
Part-time	5.3%	15.1%	9%	4.0%	11.4%	6.8%

New hires totalled 2,576 in 2020, representing an 11.9% decrease on 2019. 59% of the new employees taken on in 2020 were hired on a full-time basis and 43.4% were women. Also, 76% of the new full-time employees were hired in Brazil, while 79% of the new hires under temporary contracts were recruited in France and Mexico.

### Number of new hires by age group, gender and type of employment contract

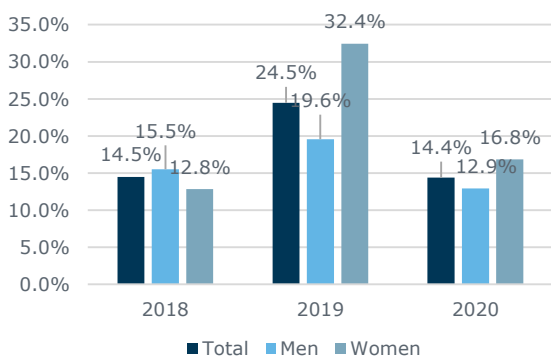
	Permanent employment contract		Temporary employment contract	
	Men	Women	Men	Women
Under 30 years old	305	262	305	369
From 31 to 50 years old	605	262	153	189
Over 51 years old	69	17	20	20
<b>Total</b>	<b>979</b>	<b>541</b>	<b>478</b>	<b>578</b>

The number of terminations rose by 7.6% in 2020 in comparison with 2019, due to the changes arising in Brazil and Spain as a result of the expiry of the related concessions. These countries accounted for 92.5% of the year's dismissals. 96.1% of the terminations affected the "other workers" category.

### Number of dismissals by age group, gender and professional category

	Executives		Heads of department		Other workers	
	Men	Women	Men	Women	Men	Women
Under 30 years old	---	---	---	---	88	147
From 31 to 50 years old	---	---	11	13	344	284
Over 51 years old	2	1	14	3+	163+	55+
<b>Total</b>	<b>2</b>	<b>1</b>	<b>25</b>	<b>16</b>	<b>595</b>	<b>486</b>

### Changes in global employee turnover rate by gender

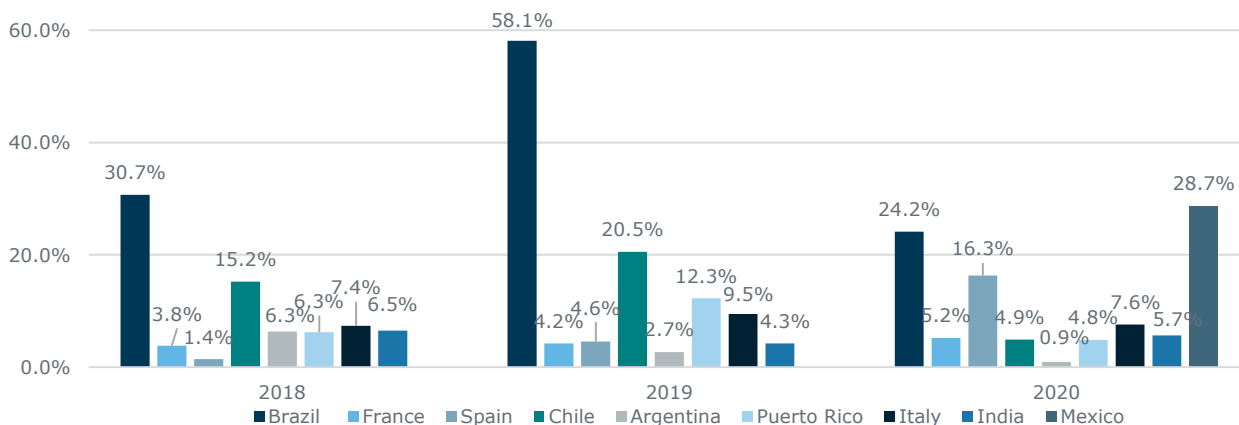


The turnover rate dropped in all countries except for Spain, France and India, affecting the overall evolution of the rate, which stands at 14.4%. The rate considers the number of employees who leave due to dismissal, resignation or retirement in the year in relation to the headcount at December 31<sup>st</sup> for each professional category and gender. The Mobility Services activities reduced their turnover rate to 9.1% (9.8% for men and 8.2% for women), and the headquarters in Spain performed similarly to bring its turnover rate to 6.2% in 2020 (4.3% for men and 8.0% for women).

### Global employee turnover rate by professional category and gender

	2018		2019		2020	
	Men	Women	Men	Women	Men	Women
Executives	20.5%	5.3%	23.5%	10.5%	5.3%	17.6%
Heads of department	9.4%	4.5%	15.6%	23.0%	8.0%	10.2%
Other	16.0%	13.3%	19.9%	33.0%	13.4%	17.2%

### Changes in employee turnover rate by country

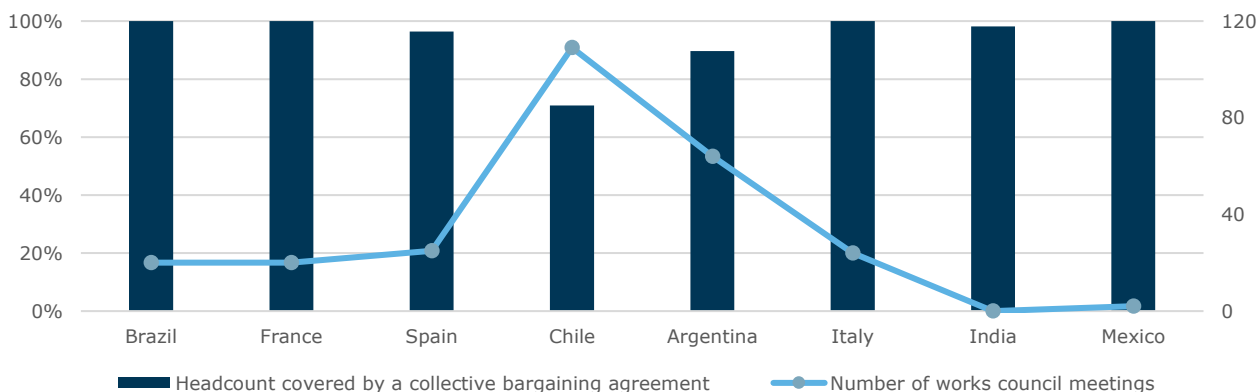


### Employee turnover rate by gender and country

	2018		2019		2020	
	Men	Women	Men	Women	Men	Women
Brazil	37.6%	22.7%	50.1%	67.2%	22.6%	26.1%
France	4.2%	3.1%	3.8%	5.0%	5.5%	4.6%
Spain	0.9%	2.4%	3.5%	6.9%	16.8%	15.2%
Chile	14.4%	17.8%	18.1%	28.5%	4.4%	6.8%
Argentina	6.3%	6.4%	3.2%	2.0%	1.2%	0.5%
Puerto Rico	4.4%	10.5%	9.5%	20.0%	2.1%	13.3%
Italy	8.0%	5.0%	10.0%	7.3%	8.8%	3.6%
India	7.1%	0%	4.7%	0.0%	6.4%	0.0%
Mexico	---	---	---	---	24.2%	34.4%

94.6% of the headcount at December 31<sup>st</sup> was covered by a collective bargaining agreement, representing an increase on 2019. This collective bargaining framework is available to all the countries except for Puerto Rico and Hungary, although the proportion of the headcount involved in such agreements varies depending on the local situation in each country. A total of 79 works councils and 64 workers’ representatives held meetings on 224 occasions in 2020.

Percentage of headcount covered by a collective bargaining agreement and number of works council meetings



There are also various communication channels through which employees can send queries, complaints and suggestions to all the professional levels of the organization. These channels serve to supplement dialogue through the collective bargaining bodies and the ethics channel. Internal communication increased significantly in 2020 in connection with management of the impact of the pandemic. There were also changes with respect to the channels used, with digital channels coming to the fore as a result of the restrictions on social interaction.

Management-by-objectives (MBO) programmes constitute the general framework for efforts to ensure that organizational objectives are in line with each of the competencies and responsibilities of the various teams involved. At December 31<sup>st</sup> 68.9% of the total headcount was involved in an MBO programme (100% of executives, 97.3% of heads of department and 66.5% of employees included in the “other workers” category). In addition, all the headquarters and Mobility Services employees are included in these programmes.

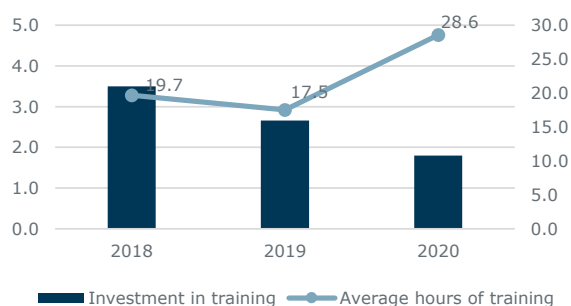
Management by objectives, according to professional category, gender and country

	Executives		Heads of department		Other workers	
	Men	Women	Men	Women	Men	Women
Brazil	100%	100%	96.1%	100%	98.7%	100%
France	100%	100%	100%	91.8%	84.0%	99.3%
Spain	100%	100%	100%	100%	17.2%	11.6%
Chile	100%	100%	100%	100%	29.4%	63.5%
Argentina	100%	---	100%	100%	9.5%	6.5%
Puerto Rico	100%	---	100%	100%	97.1%	88.9%
Italy	100%	100%	63.6%	100%	1.4%	3.7%
India	100%	---	100%	100%	97.5%	100%
Mexico	100%	100%	100%	100%	100%	100%

All the subsidiaries except for Trados 45 in Spain, APR in Puerto Rico, Jadcherla and Isadak in India and the operators in Mexico have training plans in place, whereby the training activities are analysed and planned to ensure alignment with the human team’s requirements and the objectives of the organization. ,

The various online training platforms gained momentum in 2020 due to the situation brought about by the pandemic. Many of the operational training activities and awareness-raising efforts connected with management of the impact of COVID-19 could be carried out thanks to these digital training and communication environments. Worthy of note are the Universidad Arteris online platform in Brazil and the Aula Vías Chile platform in Chile, together with the platforms in Argentina and Spain. Also, the toll roads in Spain evaluated the impact of the training provided by setting up a specific procedure to identify and systemize feedback.

**Changes in total investment in training (€M) and the average hours of training per employee**



The total hours of training in 2020 experienced a significant increase with respect to 2019, rising to 390,140 hours, due mainly to the changes occurring in Brazil and Chile. The average number of hours per employee followed the same trend, and stands at 28.6 hours per Abertis employee. Conversely, investment in training dropped by 32.4% to EUR 1.8 million, due to across-the-board cuts in direct and indirect external training costs in all countries.

**Average hours of training by professional category, gender and country**

	Executives		Heads of department		Other workers	
	Men	Women	Men	Women	Men	Women
Brazil	61.6	32.0	67.8	52.7	81.3	24.9
France	3.1	1.0	7.8	6.9	9.0	2.8
Spain	39.5	58.5	34.8	50.2	15.1	11.1
Chile	128.8	161.0	127.3	219.8	46.2	104.4
Argentina	8.8	---	10.1	10.5	1.4	1.2
Puerto Rico	10.4	---	16.8	46.5	23.6	26.3
Italy	14.9	14.0	17.1	7.8	6.4	6.3
India	49.0	---	18.6	67.2	2.5	10.2
Mexico	0.0	20.0	21.0	66.1	5.4	4.4

The total hours of training at the headquarters amounted to 13,118 hours, with each employee receiving on average 90.5 hours of training. Also, the Mobility Services business line reported a total of 514.3 hours of training, with each employee receiving on average 4.7 hours of training.

**Total number of hours of training by professional category, gender and country**

	Executives		Heads of department		Other workers	
	Men	Women	Men	Women	Men	Women
Brazil	678	96	13,823	3,530	181,111	47,300
France	25	4	1,813	764	12,271	2,042
Spain	316	234	2,226	653	12,854	4,497
Chile	773	161	7,003	2,857	38,301	26,302
Argentina	53	---	273	126	1,653	929
Puerto Rico	52	---	134	279	801	237
Italy	135	28	375	16	2,291	677
India	49	---	112	67	98	51
Mexico	0	20	336	463	4,307	2,788

In 2020 Túnel in Spain, all the Brazilian concession operators and Emovis SAS in France conducted employee satisfaction surveys. The Spanish survey focused on how the impact of the pandemic was managed, 91% of employees in Brazil took part in the survey and Emovis achieved a result of 74%, in line with the exercise conducted in 2019. These surveys enable the expectations of the organization’s most significant internal stakeholder to be systematically collated, while allowing potential areas of improvement for talent retention, professional development and organizational growth to be identified.

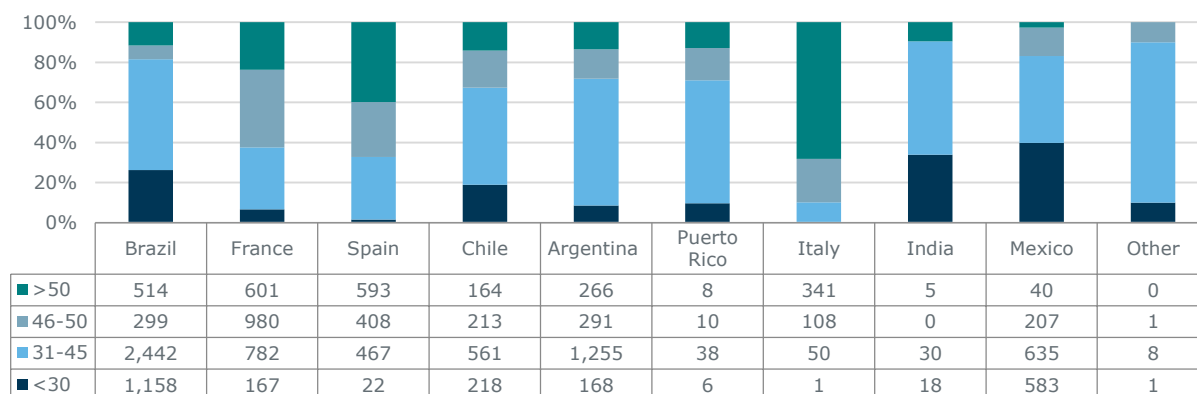


## Guaranteeing equal opportunities

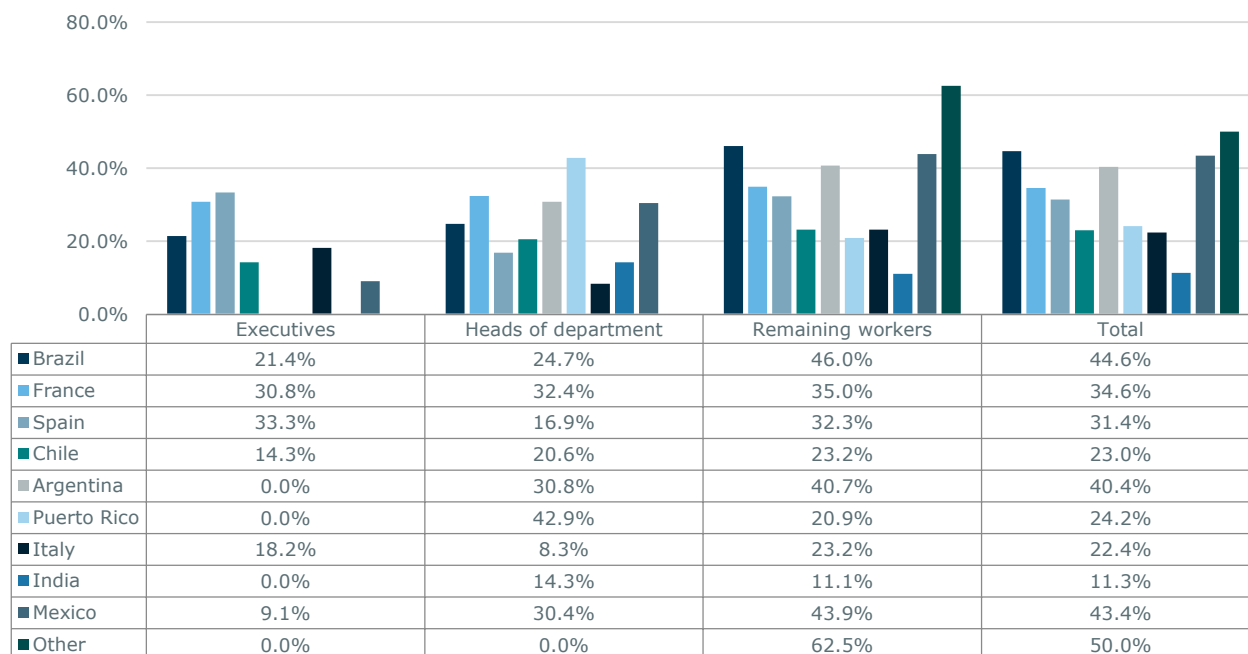
Abertis' code of ethics and Corporate Social Responsibility policy embrace the principles of equal opportunities and non-discrimination, the implementation of which is based on the roll-out of specific rules and procedures, together with monitoring and follow-up of any breaches. The achievement of gender balance and equal pay, non-discrimination in selection processes and an increase in the number of functionally diverse employees constitute the main goals of this strategic objective.

At 31 December 2020, 62.1% of the headcount were men, and the gender balance was thus maintained in overall terms, given the similar proportion in 2019. The number of female executives fell with respect to 2019, to 18.3%, while the number of female heads of department remained constant at 28.3% of the total. The breakdown of the headcount by age group experienced a slight change in 2020, with increases in the under 30 and over 51 age groups (17.1% and 18.1% of the total, respectively) and a significant reduction in employees aged between 46 and 50 (18.4% of the total).

Distribution of employees at December 31<sup>st</sup> by age group and country



Percentage of women by professional category and country



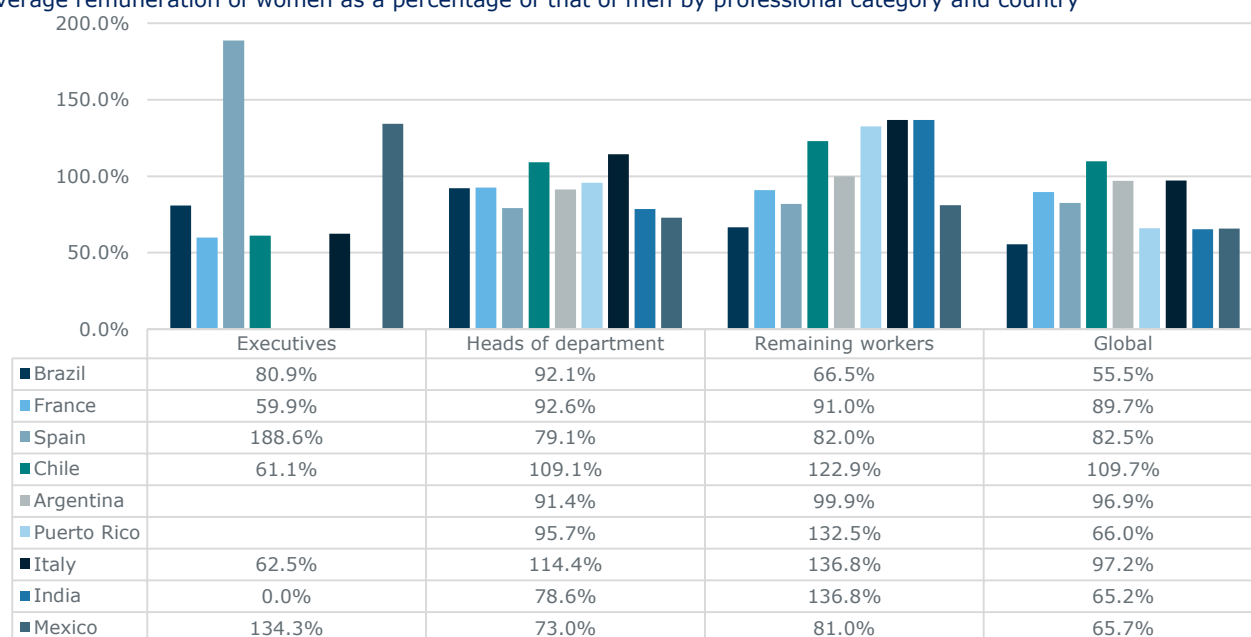
All the countries except for Chile have specific legislation on equal opportunities between men and women, although the requirements and scope of these laws vary depending on the local situation in each country, their coverage ranging from general matters to more specific issues such as equal pay.

The toll roads in Spain (barring Trados 45), together with the headquarters, have an equality plan in place in line with the Spanish legal framework, which sets out the measures for promoting equal opportunities between men and women. Certain of these measures include maintenance training for women, the roll-out of work/life balance leave for men and women and the performance of gender-neutral selection processes.

The pay gap between men and women remained constant in 2020, with female remuneration standing at 70.3% of male remuneration, in overall terms, although there were changes in the distribution by professional category. Thus, the average remuneration of women as a percentage of that of men stood at 92.7% for executive positions, 93.7% for heads of department and 73.7% for the “other workers” category.

This breakdown differs in the case of the headquarters, where the average remuneration of women as a percentage of that of men stands at 56.4% (57% for executives, 90% for heads of department and 91.7% for the “other workers” category). Also, the Mobility Services activities reflected a gap of 66.7% (53.8% in the case of heads of department and 75.5% in the case of the “other workers” category).

Average remuneration of women as a percentage of that of men by professional category and country



All the countries, except for Italy, have a local minimum wage in place, which is established by the legal frameworks in force in each area, and which in some cases applies on a regional level, such as in the case of Brazil. This ratio remained constant in comparison with 2019 in all countries, except in the case of the toll roads in Spain and India, where this indicator experienced an increase.

Similarly, a total of 243 people, 77% of whom were women, took parental leave in 2020, representing a slight increase with respect to 2019. This leave forms part of the work/life balance measures in place so that employees may strike a balance between the various areas of their lives. 94.6% of men and 77.5% of women remained at the organization on returning from parental leave, reflecting a higher proportion of men and a lower proportion of women compared with 2019.

Ratio of starting salary to local minimum wage by country

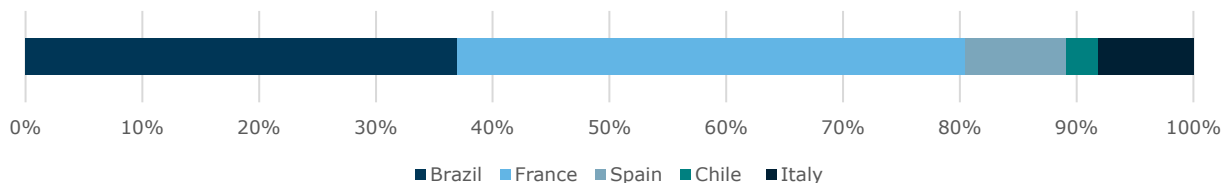
	Men	Women
Brazil	118.3%	116.5%
France	103.2%	103.2%
Spain	124.8%	124.8%
Chile	100.0%	100.0%
Argentina	399.8%	399.8%
Puerto Rico	170.0%	170.2%
India	217.5%	445.1%
Mexico	120.0%	120.0%
Other	100.0%	100.0%

Retention rate by gender and country

	Individuals taking parental leave		Individuals that returned to work after parental leave ended		Individuals still employed at the organization 12 months later	
	Men	Women	Men	Women	Men	Women
Brazil	16	81	100%	28.4%	100%	85.2%
France	1	14	100%	57.1%	0.0%	7.1%
Spain	20	10	95.0%	100%	95.0%	90.0%
Chile	1	16	0.0%	31.3%	0.0%	68.8%
Argentina	0	35	---	100%	---	97.1%
Puerto Rico	0	0	---	---	---	---
Italy	10	8	100%	100%	100%	100%
India	0	0	---	---	---	---
Mexico	8	23	100%	78.3%	100%	56.5%
Other	0	0	---	---	---	---

The legislation in force in Brazil, France, Spain and Chile in relation to the inclusion of functionally diverse employees in the workforce establishes minimum hiring quotas for this group, depending on the organization’s general headcount. These quotas can be achieved through direct hiring or by alternative means, such as purchasing goods and engaging services from special employment centres or occupational placement companies, and by making donations to these entities. The total number of functionally diverse persons employed directly by Abertis dropped by 7.4% in comparison with 2019, to 354.2 employees, due to the cuts in Brazil and Spain, which were offset by the increase in France.

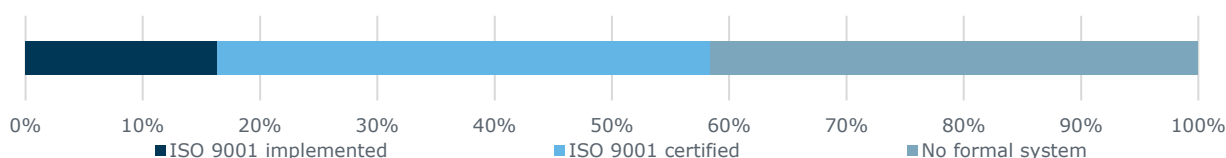
Distribution of average headcount of functionally diverse workers by country



Quality products and services with positive social impacts

The implementation of quality management systems in the organization’s various activities is a well-established practice, which is centred on the ongoing improvement of the service quality provided. There is a quality management system -implemented in accordance with ISO 9001- in place at Abertis facilities accounting for 58.4% of revenue, and facilities representing 42.1% of revenue are ISO 9001 certified.

Quality management system (percentage distribution of Abertis’ revenue)

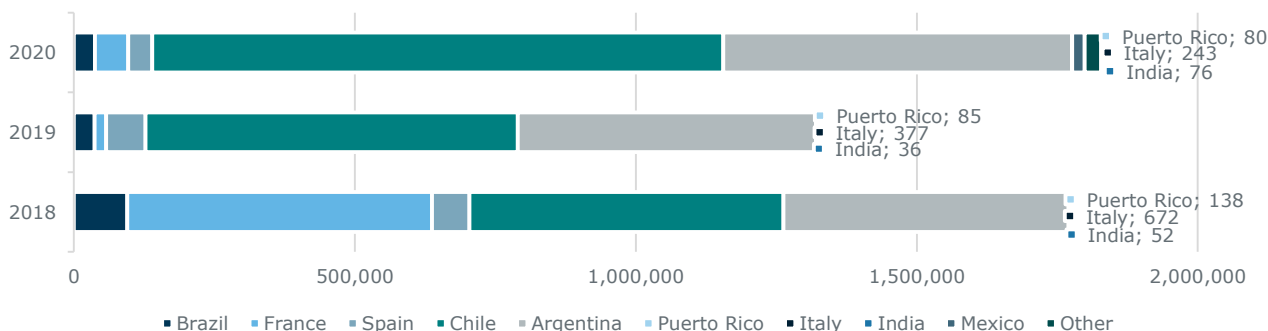


The Management report provides details of the action taken related to ongoing communication, and innovation and development, the main objective of which is to ensure the quality of the service provided, as well as the technological and operational developments aligned with the various economic, social and environmental challenges. The social interaction resulting from the need to manage the impacts of the pandemic influenced the type of communication and interaction channels used, with telephone and face-to-face channels being replaced by digital media that ensure the

minimization of risks relating to the transmission of the virus. Actions in the cybersecurity and information confidentiality area went hand in hand with the roll-out of and increase in digital communications, thus guaranteeing information security.

Some of the concession operators in France, Chile, Puerto Rico, Italy and Mexico, together with Mobility Services activities in France, conducted user and customer satisfaction surveys, the results of which make it possible to adapt the measures implemented to ensure the service is optimized and adapted to the expectations and needs of stakeholders. In addition, all Abertis' activities have formal communication channels for queries, complaints and suggestions, the use of which increased by 38.3% in 2020, in overall terms, due mainly to the change in communications in Chile and Argentina, together with the inclusion of activities in Mexico and Mobility Services in the scope of the data.

**Changes in the number of queries, complaints and suggestions by country**



In addition to the conduct of road safety campaigns in all the countries involved in toll road activities, protocols and emergency plans were adapted to the situation generated by the pandemic, with the inclusion of government institution recommendations to ensure maximum safety levels in the service declared as essential provided. The toll roads in France and Italy introduced free tolls for healthcare workers in the first months of lockdown and while the first wave of the pandemic was being managed.

The Innovation Coordination Committee at Abertis centralizes the monitoring of Innovation and Development projects carried out by the various business units. The priority areas for R&D at Abertis are related to cooperative intelligent transport systems, digital transformation, tolls and payment methods, infrastructure, energy and electricity transformation. A total of 48 R&D projects involving a broad network of stakeholders were in progress in 2020.

# 3

## Methodology and International Equivalences

### Preparation methodology

#### Standards and principles

The Management report accompanying the consolidated financial statements for 2020 presents a summary of Abertis' economic, financial, environmental, social and good governance performance. The Appendix on Follow-up of the CSR Master Plan, the Annual Corporate Governance Report and the Carbon Disclosure Project (CDP) questionnaire, together with the other corporate publications, complete the detail of indicators, providing more exhaustive information, concerning the results and magnitudes of the organization's global performance.

The information contained in the Management report, the Appendix on Follow-up of the CSR Master Plan and the CDP questionnaire was compiled, processed and prepared in accordance with the relevant international benchmark standards and the applicable legal framework in force, comprising mainly the 2018 Non-Financial Information Law. The specific benchmark standards used were:

- The 2016 Sustainability Reporting Standards (SRS) of the Global Reporting Initiative (GRI), together with the standard on occupational health and safety and the standard on water and effluents, which both date from 2018, and the standards on waste (2020) and tax (2019). The Management report and the Appendix on Follow-up of the CSR Master Plan were prepared in accordance with the GRI standards: comprehensive option.
- Policy for preparation of the UN Global Compact Communication on Progress (CoP).
- AccountAbility's stakeholder engagement standard.
- The United Nations Sustainable Development Goals.

The GRI 101: Foundation (2016) standard details the principles that must govern the definition of the content to be included in reports on organizations' performance in the context of sustainability, as well as basic guidelines to guarantee the quality of the information they contain. The procedures established at the organization, both for managing each of the material issues and for across-the-board accountability, together with the existing technology tools for the systematization and monitoring of non-financial information, aim to respond to and apply the GRI foundation principles.

#### Principles for defining report content in accordance with GRI

Stakeholder inclusiveness	<ul style="list-style-type: none"> <li>•Ongoing involvement</li> <li>•Updating of the materiality analysis</li> </ul>
Sustainability context	<ul style="list-style-type: none"> <li>•Local-level data</li> <li>•Global management approach and SDGs</li> </ul>
Materiality	<ul style="list-style-type: none"> <li>•Updating of the materiality analysis</li> <li>•Formal approval of topics</li> </ul>
Completeness	<ul style="list-style-type: none"> <li>•Sufficient information</li> <li>•Conservation of the level of segregation and detail</li> </ul>

Principles for defining report quality in accordance with GRI

<b>Balance</b>	<ul style="list-style-type: none"> <li>•Performance in the year</li> <li>•Unbiased treatment of the facts</li> </ul>
<b>Comparability, accuracy and reliability</b>	<ul style="list-style-type: none"> <li>•Traceability, analysis and historical data</li> <li>•External review</li> </ul>
<b>Timeliness</b>	<ul style="list-style-type: none"> <li>•Annual publication in due time and form, together with the economic and financial information</li> </ul>
<b>Clarity</b>	<ul style="list-style-type: none"> <li>•Data synthesis</li> <li>•Conserving structure</li> </ul>

The technical team responsible for preparing the content of the Management report and the Appendix on Follow-up of the CSR Master Plan is made up of more than a hundred employees in all the countries and activities included in the scope of the non-financial information, without whose contribution this reporting would not be possible. The coordination of the work is the responsibility of the corporate areas of each of the departments, led by the teams of the Corporate Reputation and Communication Area and the Planning and Control Area, and the validation and publication of the consolidated financial statements and the related appendices is the responsibility of Abertis’ Board of Directors.

Scope of the information

The progressive inclusion of all the new acquisitions in the scope of the non-financial information allows Abertis to comply with the principles of completeness, accuracy and reliability of the data. In 2020 the subsidiaries Trados 45 in Spain, APR in Puerto Rico, Isadak Headquarters in India, Eurotoll SAS in France and Eurotoll ZRT in Hungary were included, together with all the subsidiaries making up the activities in Mexico (with an annual scope in the case of the Mexico data). Also, Autovias in Brazil merged with Via Paulista and, therefore, no longer appears as a separate concession operator in Brazil.

As a result of this progress it was possible to maintain the level of coverage of the non-financial information disclosed in the Management report and the Appendix on Follow-up of the CSR Master Plan, which stood at 98.1% of the Group's revenue in 2020, and 95.8% of the headcount at 31 December.

Companies included in the scope of the non-financial information

<b>Toll roads</b>	<b>Spain</b> - Autopistas, Acesa, Aucat, Invicat, Aumar, Iberpistas, Castellana, Avasa, Aulesa, Túneles and Trados 45.
	<b>France</b> - Sanef, Sapn, Bip & Go, SE BPNL SAS and Sanef Aquitaine.
	<b>Italy</b> - A4 Holding, A4 Mobility, Autostrada Bs Vr Vi Pd SpA and A4 Trading Srl.
	<b>Brazil</b> - Arteris, Centrovias, Intervias, Planalto Sul, Fluminense, Fernão Dias, Régis Bittencourt, Litoral Sul, Via Paulista and Latina Manutenção de Rodovias.
	<b>Chile</b> - Vías Chile, Autopista Central, Autopista Los Libertadores, Autopista del Sol, Autopista Los Andes, Rutas del Elqui, Rutas del Pacífico and related operators concentrated at Operavías.
	<b>Puerto Rico</b> - APR and Metropistas.
	<b>Argentina</b> - Ausol and GCO.
	<b>India</b> - Jadcherla Expressways Private Limited, Trichy Tollway Private Limited and Isadak Headquarters.
	<b>Mexico</b> - CONIPSA, COTESA, AUTOVIM, PSRCO, RCA, RCO and COVIQSA
	<b>Mobility Services</b>
<b>Central services</b>	Abertis Infraestructuras and the Abertis Foundation.

The remaining 1.9% of revenue that was excluded from the scope of the non-financial information relates to the activities carried on at the following companies: Abertis Infraestructuras Finance, B.V., Abertis Motorways UK, Ltd., Abertis Mobility Services S.L. (except for Eurotoll S.A.S., Emovis S.A.S and Eurotoll Central Europe ZRT) Abertis USA Holdco LLC, Abertis Internacional, S.A., Abertis Telecom Satélites, S.A. (all with a direct ownership interest); Leonord Exploitation S.A.S, Sanef 107.7, S.A.S, Mulhacen, Globalcar Services S.p.A., A4 Mobility Srl and Vianorte (all with an indirect ownership interest).

## Calculation methodologies

The qualitative and quantitative indicators disclosed in the Management report and the Appendix on Follow-up of the CSR Master Plan were prepared in accordance with the methodological standards detailed below:

- Calculation indications contained in the standards detailed above (mainly GRI SRS).
- ISO 14064:1-2012, based on "The Greenhouse Gas Protocol, a Corporate Accounting and Reporting Standard" and the criteria established in the "Corporate Value Chain (Scope 3) Accounting and Reporting Standard" published in 2011 by the World Resources Institute (WRI) and the World Business Council for Sustainable Development (WBCSD) for the calculation of the carbon footprint.
- LBG España for the quantification and classification of social action and sponsorships.
- Specific indications set out in the applicable legal frameworks in force, such as the Non-Financial Information Law in Spain and the methodological framework for carbon footprint measurement in France.

Any restatements of non-financial information and any scope limitations beyond the details presented in this section have been indicated using specific footnotes to each of the figures to which they refer.

## External assurance

The Non-Financial Information Law in force in Spain requires the review by a third party of the non-financial information contained in the organization's financial statements. In contrast to previous years, the external review conducted in 2020 was confined to legal compliance and excluded application of the methodological frameworks governing the preparation of the Management report and the Appendix on Follow-up of the CSR Master Plan (mainly GRI standards in their comprehensive version).

The external audit standards applied include ISAE 3000 and the recommendations of the Spanish Institute of Certified Public Accountants, among others. The GRI Content Index details the indicators included in the external review process, and the external auditor's report sets out the conclusions of the process, as well as the recommendations made by the team engaged in the external review.

## External assurance report



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

## INDEPENDENT LIMITED ASSURANCE REPORT

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

In accordance with Article 49 of the Spanish Commercial Code, we have performed the verification, with a scope of limited assurance, of the non-financial information included in Appendix Follow-up of the CSR Master Plan of the Consolidated Management Report (hereinafter, Appendix of the CMR) of Abertis Infraestructuras, S.A. and subsidiaries ("Abertis" or "the Abertis Group") for the year ended December 31, 2020.

The Appendix of the CMR includes information, additional to that required by current Spanish corporate legislation relating to non-financial reporting, that was not subject matter of our verification. In this regard, our work was limited solely to verification of the information identified in the "GRI content index" in the CMR Appendix.

### Responsibilities of the Directors

The preparation and content of the Abertis's Consolidated Management Report is the responsibility of the Board of Directors of Abertis. The non-financial information included in the Appendix of the CMR was prepared in accordance with the content specified in current Spanish corporate legislation, in accordance with the Sustainability Reporting Standards of the Global Reporting Initiative (GRI Standards) and with the standards established in the AA1000AP (2008) Assurance Standard issued by AccountAbility.

This responsibility of the Board of Directors also includes the design, implementation and maintenance of such internal control as is determined to be necessary to enable the Appendix of the CMR to be free from material misstatement, whether due to fraud or error.

The Directors of Abertis are also responsible for defining, implementing, adapting and maintaining the management systems from which the information necessary for the preparation of the Appendix of the CMR is obtained.

### Our Independence and quality control

We have complied with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA), which is based on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies International Standard on Quality Control 1 (ISQC 1) and, accordingly, maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our engagement team consisted of professionals who are experts in reviews of non-financial information and, specifically, in information about economic, social and environmental performance.



### Our responsibility

Our responsibility is to express our conclusions in an independent limited assurance report based on the work performed.

We conducted our review in accordance with the requirements established in International Standard on Assurance Engagements (ISAE) 3000 Revised, Assurance Engagements other than Audits or Reviews of Historical Financial Information, currently in force, issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC), and with the guidelines published by the Spanish Institute of Certified Public Accountants on attestation engagements on regarding non-financial information statements. Also, we have applied AccountAbility's AA1000 Assurance Standard (2008) (AA1000AS) to provide moderate assurance on the application of the principles established in standard AA1000AP (2008) and on the sustainability performance indicators (type 2 moderate assurance).

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for a reasonable assurance engagement and, consequently, the level of assurance provided is also substantially lower.

Our work consisted in requesting information from management and the various units of Abertis that participated in the preparation of the Appendix of the CMR, which includes the non-financial information, reviewing the processes used to compile and validate the information identified in the Appendix of the CMR, and carrying out the following analytical procedures and sample-based review tests:

- Meetings held with Abertis personnel to ascertain the business model, policies and management approaches applied, and the main risks relating to these matters, and to obtain the information required for the external verification.
- Analysis of the scope, relevance and completeness of the contents included in the Appendix of the CMR based on the materiality analysis performed by Abertis and described in the "Stakeholders" and "Materiality" sections of the Appendix of the CMR, also taking into account the contents required under current Spanish corporate legislation.
- Analysis of the processes used to compile and validate the data presented in the Appendix of the CMR.
- Review of the information relating to risks and the policies and management approaches applied in relation to the material matters described in the "Stakeholders" and "Materiality" sections in the Appendix of the CMR.
- Verification, by means of sample-based review tests, of the information relating to the non-financial information contents included in the Appendix of the CMR, and the appropriate compilation thereof based on the data furnished by Abertis's information sources.
- Obtainment of a representation letter from the directors and management.

### Basis of the qualified conclusion

As a result of the procedures carried out and the evidence obtained, inaccuracies have been identified by partial presentation or omissions of the contents required by current corporate regulations regarding non-financial information. The inaccuracies detected are detailed in the "Basis of Qualified Conclusion" table attached to this report, which is an integral part of it.

### Qualified Conclusion

Based on the procedures performed and the evidence obtained, except for the effect of the issues described in the "Basis of the qualified conclusion" section, no matter has come to our attention that causes us to believe that:

- a) The non-financial information included in "GRI content index" in the Appendix of the Abertis Infraestructuras, S.A. and subsidiaries Consolidated Management Report for the year ended December 31, 2020 was not prepared, in all material respects, in accordance with the contents set out in current corporate legislation and following the criteria of the GRI standards.
- b) Abertis did not apply in the preparation of the Appendix of the CMR the principles of inclusivity, materiality and responsiveness as described in the Appendix of the CMR, in accordance with AA1000AP (2008), namely:
  - Inclusivity: Abertis has developed a stakeholder participation process, enabling stakeholders to be considered in the development of a responsible approach.
  - Materiality: the materiality determination process is geared towards identifying and understanding the issues that are material or significant for Abertis and its stakeholders.
  - Responsiveness: Abertis responds, through specific actions and commitments, to the material issues identified.

### Additional information

Pursuant to the provisions of the AA1000AS (2008) standard, we presented to management of Abertis our recommendations relating to the areas for improvement in management and non-financial information and, specifically, to the application of the principles of inclusivity, materiality and responsiveness. Following is a summary of the most significant observations and recommendations, which do not modify the conclusions expressed in this report.

#### Inclusivity and materiality

As indicated in the sections of the Appendix of the CMR "Stakeholders" and "Materiality", Abertis has a materiality study which has been updated through internal consultation, regulatory and perimeter updates, as well as the current pandemic context. We recommend for 2021 to carry out an update of the materiality analysis through the participation and consultation of all the stakeholders in the different countries, so that it is representative of both the different businesses, and of all the countries in which the Abertis Group has a stable presence.

#### Responsiveness

The scope of the countries is consolidated, so we recommend that Abertis work on the improvement of the non-financial information control, adjusting deadlines and extending training to the different business units involved in order to continue improving the quality of the information.

### Use and distribution

This report was prepared in accordance with the content specified in current Spanish corporate legislation, so it may not be suitable for other purposes and jurisdictions.

DELOITTE, S.L.

Xavier Angrill Vallés  
9 March 2021



**Annex to the Independent Auditor’s report**

**Basis of the qualified conclusion**

GRI Standard		Non-financial information Law	Basis of conclusion
102-8	Information on employees and other workers	Employment	The annual average of part-time contracts is presented by sex and professional category, not being informed by age.
405-2	Ratio of basic salary and remuneration of women to men	Employment	The ratio of average women remuneration with respect to men by professional category and country is broken down, but not the average remuneration of men and women in absolute terms by sex, age, or professional category.

## GRI content index

The reference provided in the GRI content index corresponds to the page number in the Appendix on Follow-up of the CSR Master Plan. Cross references to other documents include the initials of the related publication. The documents with cross references can be found in the following locations:

- MR: Refers to the Management report. It is available on the Abertis website, [under Annual Report](#).
- ACGR: refers to the Annual Corporate Governance Report. It is available on the Abertis website, [under Annual Report](#).
- AA: refers to the organization's consolidated financial statements. They are available on the Abertis website, [under Annual Report](#).
- CDP 2020: refers to the Carbon Disclosure Project questionnaire. It is available on the CDP website [under CDP Scores](#).

## Foundation and general disclosures

Standard/General disclosures	Page/Direct response	Omissions	External assurance
<b>GRI 101: Foundation 2016</b>			
101 Reporting principles	47-48		√ - <a href="#">50-53</a>
<b>GRI 102: General Disclosures 2016</b>			
<b>Organizational profile</b>			
102-1 Name of the organization	Abertis Infraestructuras, S.A.		√ - <a href="#">50-53</a>
102-2 Activities, brands, products, and services	MR 5-6		√ - <a href="#">50-53</a>
102-3 Location of headquarters	Avenida Pedralbes, 17, Barcelona		√ - <a href="#">50-53</a>
102-4 Location of operations	MR 9-10		√ - <a href="#">50-53</a>
102-5 Ownership and legal form	MR 34		√ - <a href="#">50-53</a>
102-6 Markets served	MR 8-10		√ - <a href="#">50-53</a>
102-7 Scale of the organization	MR 5, 34, 42		√ - <a href="#">50-53</a>
102-8 Information on employees and other workers	33-34, 38-39		√ - <a href="#">50-53</a>
102-9 Supply chain	4, 23; MR 40; Content note (a)		√ - <a href="#">50-53</a>
102-10 Significant changes to the organization and its supply chain	4		√ - <a href="#">50-53</a>
102-11 Precautionary principle or approach	7; MR 16-18		√ - <a href="#">50-53</a>
102-12 External initiatives	7; MR 6-7, 20-21, 35-36; Content note (b)		√ - <a href="#">50-53</a>
102-13 Membership of associations	MR 38		√ - <a href="#">50-53</a>

Standard/General disclosures	Page/Direct response	Omissions	External assurance
<b>Strategy</b>			
102-14 Statement from senior decision-maker	MR 3-4		√ - <a href="#">50-53</a>
102-15 Key impacts, risks, and opportunities	6-7; MR 3-4, 8-11, 16-18		√ - <a href="#">50-53</a>
<b>Ethics and integrity</b>			
102-16 Values, principles, standards, and norms of behavior	10-12; MR 8, 14-16		√ - <a href="#">50-53</a>
102-17 Mechanisms for advice and concerns about ethics	10-11; MR 15-16		√ - <a href="#">50-53</a>
<b>Governance</b>			
102-18 Governance structure	MR 12-13		---
102-19 Delegating authority	MR 12-13		---
102-20 Executive-level responsibility for economic, environmental, and social topics	7		---
102-21 Consulting stakeholders on economic, environmental, and social topics	3-5		√ - <a href="#">50-53</a>
102-22 Composition of the highest governance body and its committees	MR 12-13		---
102-23 Chair of the highest governance body	MR 12		---
102-24 Nominating and selecting the highest governance body	ACGR 7, 12		---
102-25 Conflicts of interest	MR 14-15; ACGR 14, 30		---
102-26 Role of highest governance body in setting purpose, values, and strategy	6-7; MR 10-11		---
102-27 Collective knowledge of highest governance body	MR 12-13; <a href="#">Corporate web page (Board)</a>		---
102-28 Evaluating the highest governance body's performance	There is currently no specific policy in this connection.		---
102-29 Identifying and managing economic, environmental, and social impacts	3-8; MR 14-18		√ - <a href="#">50-53</a>
102-30 Effectiveness of risk management processes	MR 14-18		√ - <a href="#">50-53</a>
102-31 Review of economic, environmental, and social topics	7-8; MR 14-18		√ - <a href="#">50-53</a>
102-32 Highest governance body's role in sustainability reporting	48		---
102-33 Communicating critical concerns	10-11; MR 15-16		---
102-34 Nature and total number of critical concerns	10-11; MR 15-16		---
102-35 Remuneration policies	ACGR 12; Content note (c)		---
102-36 Process for determining remuneration	ACGR 12; Content note (c)		---

Standard/General disclosures	Page/Direct response	Omissions	External assurance
102-37 Stakeholders' involvement in remuneration	Stakeholder involvement in remuneration is currently not envisaged.		---
102-38 Annual total compensation ratio	Content note (d)	It is not currently possible to publish the remuneration ratio broken down by country due to confidentiality issues, as the remuneration of the individuals with the highest remuneration in the other countries is non-public information.	---
102-39 Percentage increase in annual total compensation ratio	Content note (e)		---
<b>Stakeholder engagement</b>			
102-40 List of stakeholder groups	3		√ - 50-53
102-41 Collective bargaining agreements	41		√ - 50-53
102-42 Identifying and selecting stakeholders	3		√ - 50-53
102-43 Approach to stakeholder engagement	3-5		√ - 50-53
102-44 Key topics and concerns raised	3-6		√ - 50-53
<b>Reporting practice</b>			
102-45 Entities included in the consolidated financial statements	48-49; AA 256-269		√ - 50-53
102-46 Defining report content and topic Boundaries	4-6, 47-48		√ - 50-53
102-47 List of material topics	6		√ - 50-53
102-48 Restatements of information	49, 76; Restatements were identified in each case by direct notes.		---
102-49 Changes in reporting	48		√ - 50-53
102-50 Reporting period	1 January to 31 December 2020.		√ - 50-53
102-51 Date of most recent report	2019 reporting period, published in 2020.		√ - 50-53
102-52 Reporting cycle	Annual		√ - 50-53
102-53 Contact point for questions regarding the report	Email: <a href="mailto:sostenibilidad@abertis.com">sostenibilidad@abertis.com</a> or postal address at the headquarters, for the attention of Patricia Garcia.		√ - 50-53

Standard/General disclosures	Page/Direct response	Omissions	External assurance
102-54 Claims of reporting in accordance with the GRI Standards	47		√ - <a href="#">50-53</a>
102-55 GRI content index	54-64		√ - <a href="#">50-53</a>
102-56 External assurance	49, 50-53		√ - <a href="#">50-53</a>

## Economic material topics

Standard/Topic-specific disclosures	Page	Omissions	External assurance
<b>GRI 103: Management Approach 2016</b> Linked to: Economic performance (GRI 201), Market presence (GRI 202), Indirect economic impacts (GRI 203), Procurement practices (GRI 204), Anti-corruption (GRI 205), Anti-competitive behavior (GRI 206) and Tax (GRI 207).			
103-1 Explanation of the material topic and its Boundary	3-8; Content note (f)		√ - <a href="#">50-53</a>
103-2 The management approach and its components	7, 9, 24; MR 10-11, 14, 19, 35-36		√ - <a href="#">50-53</a>
103-3 Evaluation of the management approach	8, 10-11, 25-26; MR 15-16, 20-23, 36, 46		√ - <a href="#">50-53</a>
<b>GRI 201: Economic Performance 2016</b>			
201-1 Direct economic value generated and distributed	MR 44		√ - <a href="#">50-53</a>
201-2 Financial implications and other risks and opportunities due to climate change	14; CDP 2020 Section C2		√ - <a href="#">50-53</a>
201-3 Defined benefit plan obligations and other retirement plans	AA 53-54, 215-217; Content note (g)		---
201-4 Financial assistance received from government	AA 86, 101		√ - <a href="#">50-53</a>
<b>GRI 202: Market Presence 2016</b>			
202-1 Ratios of standard entry level wage by gender compared to local minimum wage	44		√ - <a href="#">50-53</a>
202-2 Proportion of senior management hired from the local community	MR 42		---
<b>GRI 203: Indirect Economic Impacts 2016</b>			
203-1 Infrastructure investments and services supported	MR 19-23, 27-28		√ - <a href="#">50-53</a>
203-2 Significant indirect economic impacts	MR 19-23, 36, 38-40		√ - <a href="#">50-53</a>



Standard/Topic-specific disclosures	Page	Omissions	External assurance
<b>GRI 204: Procurement Practices 2016</b>			
204-1 Proportion of spending on local suppliers	26		---
<b>GRI 205: Anti-corruption 2016</b>			
205-1 Operations assessed for risks related to corruption		Disclosure of the quantitative data on the number and percentage of centres assessed in this connection does not apply, since although the risk analysis is corporate and includes 100% of the activities, it is not carried out at specific centres.	√ - <a href="#">50-53</a>
205-2 Communication and training about anti-corruption policies and procedures	11		√ - <a href="#">50-53</a>
205-3 Confirmed incidents of corruption and actions taken		Content note (h)	√ - <a href="#">50-53</a>
<b>GRI 206: Anti-competitive Behavior 2016</b>			
206-1 Legal actions for anti-competitive behavior, anti-trust, and monopoly practices	There were no legal actions in this connection.		√ - <a href="#">50-53</a>
<b>GRI 207: Tax 2019</b>			
207-1 Approach to tax	MR 35		---
207-2 Tax governance, control, and risk management	MR 35		---
207-3 Stakeholder engagement and management of concerns related to tax	MR 35		---
207-4 Country-by-country reporting	MR 36	The indicator presented does not fully meet the standard's information requirement. We are working to ensure we are able to present the required information in future reports from 2022.	√ - <a href="#">50-53</a>



## Environmental material topics

Standard/Topic-specific disclosures	Page	Omissions	External assurance
<b>GRI 103: Management Approach 2016</b>			
<b>Linked to: Materials (GRI 301), Energy (GRI 302), Water and effluents (GRI 303), Biodiversity (GRI 304), Emissions (GRI 305), Waste (GRI 306), Environmental compliance (GRI 307), Supplier environmental assessment (GRI 308)</b>			
103-1 Explanation of the material topic and its Boundary	3-8; Content note (f)		√ - <a href="#">50-53</a>
103-2 The management approach and its components	7, 13-14, 24; MR 10-11, 36		√ - <a href="#">50-53</a>
103-3 Evaluation of the management approach	8, 14-16, 20-23, 27; MR 21-23, 37-38		√ - <a href="#">50-53</a>
<b>GRI 301: Materials 2016</b>			
GRI 301-1 Materials used by weight or volume	20		√ - <a href="#">50-53</a>
301-2 Recycled input materials used	20		√ - <a href="#">50-53</a>
301-3 Reclaimed products and their packaging materials		Not applicable given that Abertis does not produce products. This impacts on the entire indicator.	---
<b>GRI 302: Energy 2016</b>			
302-1 Energy consumption within the organization	16-19		√ - <a href="#">50-53</a>
302-2 Energy consumption outside of the organization	18		√ - <a href="#">50-53</a>
302-3 Energy intensity	17-18		√ - <a href="#">50-53</a>
302-4 Reduction of energy consumption	17-19		√ - <a href="#">50-53</a>
302-5 Reductions in energy requirements of products and services	16, 22-23		√ - <a href="#">50-53</a>
<b>GRI 303: Water and Effluents 2018</b>			
303-1 Interactions with water as a shared resource	4-7, 13-14, 19		√ - <a href="#">50-53</a>
303-2 Management of water discharge-related impacts	22; The quality standards correspond to the current legal framework in each country.		√ - <a href="#">50-53</a>
303-3 Water withdrawal	19; One concession operator in Brazil, one in Chile and one in Mexico withdraw water from areas with water stress.		√ - <a href="#">50-53</a>

Standard/Topic-specific disclosures	Page	Omissions	External assurance
303-4 Water discharge	22; One concession operator in Brazil and one in Chile discharge water to areas with water stress.		---
303-5 Water consumption	19		√ - <a href="#">50-53</a>
<b>GRI 304: Biodiversity 2016</b>			
304-1 Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas	27		√ - <a href="#">50-53</a>
304-2 Significant impacts of activities, products, and services on biodiversity	27		√ - <a href="#">50-53</a>
304-3 Habitats protected or restored	27		√ - <a href="#">50-53</a>
304-4 IUCN Red List species and national conservation list species with habitats in areas affected by operations	Content note (i)		---
<b>GRI 305: Emissions 2016</b>			
305-1 Direct (Scope 1) GHG emissions	14-16, 49		√ - <a href="#">50-53</a>
305-2 Energy indirect (Scope 2) GHG emissions	14-16, 49		√ - <a href="#">50-53</a>
305-3 Other indirect (Scope 3) GHG emissions	14-16, 49		√ - <a href="#">50-53</a>
305-4 GHG emissions intensity	16		√ - <a href="#">50-53</a>
305-5 Reduction of GHG emissions	16		√ - <a href="#">50-53</a>
305-6 Emissions of ozone-depleting substances (ODS)	No significant impacts were identified in this connection.		---
305-7 Nitrogen oxides (NO <sub>x</sub> ), sulfur oxides (SO <sub>x</sub> ), and other significant air emissions	26; In the case of NO <sub>x</sub> and SO <sub>x</sub> , direct emissions are also not significant.		---
<b>GRI 306: Waste 2020</b>			
306-1 Waste generation and significant waste-related impacts	20-21		√ - <a href="#">50-53</a>
306-2 Management of significant waste-related impacts	20-21		---
306-3 Waste generated	21-22		√ - <a href="#">50-53</a>
306-4 Waste diverted from disposal	21-22		√ - <a href="#">50-53</a>
306-5 Waste directed to disposal	21-22		√ - <a href="#">50-53</a>
<b>GRI 307: Environmental Compliance 2016</b>			

Standard/Topic-specific disclosures	Page	Omissions	External assurance
307-1 Non-compliance with environmental laws and regulations	Content note (k)		√ - <a href="#">50-53</a>
<b>GRI 308: Supplier Environmental Assessment 2016</b>			
308-1 New suppliers that were screened using environmental criteria	23		√ - <a href="#">50-53</a>
308-2 Negative environmental impacts in the supply chain and actions taken	4-6, 23; MR 40		√ - <a href="#">50-53</a>

## Social material topics

Standard/Topic-specific disclosures	Page	Omissions	External assurance
<b>GRI 103: Management Approach 2016</b> Linked to: Employment (GRI 401), Labor/Management Relations (GRI 402), Occupational Health and Safety (GRI 403), Training and Education (GRI 404), Diversity and Equal Opportunity (GRI 405), Non-discrimination (GRI 406), Freedom of Association and Collective Bargaining (GRI 407), Forced or Compulsory Labor (GRI 409), Security Practices (GRI 410), Human Rights Assessment (GRI 412), Local Communities (GRI 413), Supplier Social Assessment (GRI 414), Public Policy (GRI 415), Customer Health and Safety (GRI 416), Marketing and Labeling (GRI 417), Customer Privacy (GRI 418), Socioeconomic Compliance (GRI 419), Noise and Road Safety			
103-1 Explanation of the material topic and its Boundary	3-8; Content note (f)		√ - <a href="#">50-53</a>
103-2 The management approach and its components	7, 9, 24, 29; MR 10-11, 14, 19, 21, 35, 38, 41-44		√ - <a href="#">50-53</a>
103-3 Evaluation of the management approach	8, 10-12, 25-26, 30-46; MR 15-16, 20-23, 36, 38-39, 41-44		√ - <a href="#">50-53</a>
<b>GRI 401: Employment 2016</b>			
401-1 New employee hires and employee turnover	39-40		√ - <a href="#">50-53</a>
401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	Content note (l)		---
401-3 Parental leave	44-45		√ - <a href="#">50-53</a>
<b>GRI 402: Labor/Management Relations 2016</b>			
402-1 Minimum notice periods regarding operational changes	Content note (m)		√ - <a href="#">50-53</a>
<b>GRI 403: Occupational Health and Safety 2018</b>			
403-1 Occupational health and safety management system	33; MR 41		√ - <a href="#">50-53</a>
403-2 Hazard identification, risk assessment, and incident investigation	34		---

Standard/Topic-specific disclosures	Page	Omissions	External assurance
403-3 Occupational health services	35		---
403-4 Worker participation, consultation, and communication on occupational health and safety	35		√ - <a href="#">50-53</a>
403-5 Worker training on occupational health and safety	34		√ - <a href="#">50-53</a>
403-6 Promotion of worker health	34-36		---
403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	33-35		---
403-8 Workers covered by an occupational health and safety management system	33		√ - <a href="#">50-53</a>
403-9 Work-related injuries	35-38		√ - <a href="#">50-53</a>
403-10 Work-related ill health	35		√ - <a href="#">50-53</a>
<b>GRI 404: Training and Education 2016</b>			
404-1 Average hours of training per year per employee	42		√ - <a href="#">50-53</a>
404-2 Programs for upgrading employee skills and transition assistance programs	41-42		√ - <a href="#">50-53</a>
404-3 Percentage of employees receiving regular performance and career development reviews	41		---
<b>GRI 405: Diversity and Equal Opportunity 2016</b>			
405-1 Diversity of governance bodies and employees	39, 43; MR 12-13; ACGR 7; <a href="#">Corporate web page (Board)</a>		√ - <a href="#">50-53</a>
405-2 Ratio of basic salary and remuneration of women to men	44		√ - <a href="#">50-53</a>
<b>GRI 406: Non-discrimination 2016</b>			
GRI 406-1 Incidents of discrimination and corrective actions taken	No incidents of this type occurred.		√ - <a href="#">50-53</a>
<b>GRI 407: Freedom of Association and Collective Bargaining 2016</b>			
GRI 407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	None have been identified.		√ - <a href="#">50-53</a>
<b>GRI 409: Forced or Compulsory Labor 2016</b>			
409-1 Operations and suppliers at significant risk for incidents of forced or compulsory labor	None have been identified.		√ - <a href="#">50-53</a>
<b>GRI 410: Security Practices 2016</b>			

Standard/Topic-specific disclosures	Page	Omissions	External assurance
410-1 Security personnel trained in human rights policies or procedures		The exact figure relating to the percentage of security personnel is not currently available. We are developing the necessary information systems in order to have this figure available for future reports from 2022.	---
<b>GRI 412: Human Rights Assessment 2016</b>			
412-1 Operations that have been subject to human rights reviews or impact assessments	12		---
412-2 Employee training on human rights policies or procedures	MR 43		√ - <a href="#">50-53</a>
412-3 Significant investment agreements and contracts that include human rights clauses or that underwent human rights screening	There were no significant investment agreements subject to human rights reviews.		---
<b>GRI 413: Local Communities 2016</b>			
413-1 Operations with local community engagement, impact assessments, and development programs	25-26		√ - <a href="#">50-53</a>
413-2 Operations with significant actual and potential negative impacts on local communities	25-26; MR 38-39; Content note (f)		---
<b>GRI 414: Supplier Social Assessment 2016</b>			
414-1 New suppliers that were screened using social criteria	23		√ - <a href="#">50-53</a>
414-2 Negative social impacts in the supply chain and actions taken	4-6, 23; MR 39-40		---
<b>GRI 415: Public Policy 2016</b>			
415-1 Political contributions	Content note (n)		---
<b>GRI 416: Customer Health and Safety 2016</b>			
416-1 Assessment of the health and safety impacts of product and service categories	30-33		---
416-2 Incidents of non-compliance concerning the health and safety impacts of products and services	No incidents of this type occurred.		√ - <a href="#">50-53</a>
<b>GRI 417: Marketing and Labeling 2016</b>			
417-1 Requirements for product and service information and labeling	45-46		---
417-2 Incidents of non-compliance concerning product and service information and labeling	No incidents of this type occurred.		√ - <a href="#">50-53</a>

Standard/Topic-specific disclosures	Page	Omissions	External assurance
417-3 Incidents of non-compliance concerning marketing communications	No incidents of this type occurred.		√ - <a href="#">50-53</a>
<b>GRI 418: Customer Privacy 2016</b>			
418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	There were no complaints in this connection.		√ - <a href="#">50-53</a>
<b>GRI 419: Socioeconomic Compliance 2016</b>			
419-1 Non-compliance with laws and regulations in the social and economic area	Content note (o)		√ - <a href="#">50-53</a>
<b>Noise</b>			
Number of kilometres of toll road that were subject to noise impact assessments	28		---
<b>Road Safety</b>			
Fatality rate	32-33		---
Accident rate	32-33		---

## Content notes

- a) The 2015 CSR Report contains details of the organization's value chain which provide further disclosures on the content presented in 2020, as they remain valid, taking into account the changes that have occurred and are described in the Appendix. [GRI 102-9]
- b) In addition to the organizations mentioned in this document, Abertis forms part of the Global Reporting Initiative (Gold Community) and the Carbon Disclosure Project (contributor). [GRI 102-12]
- c) For more information, see the "Nomination and Remuneration Committee report on the Remuneration Policy amendment proposal" in the 2018 Extraordinary General Meeting documentation. [GRI 102-35]
- d) The ratio of the CEO's remuneration to the average remuneration in Spain in 2020 was 38.1 (2019: 63.3). To calculate the remuneration ratio, a weighted average was taken of the remuneration earned in the year at the Spanish companies within the non-financial information scope, and of their headcount at 31 December. The remuneration of the highest-paid individual was calculated taking into account the total cash remuneration received each year, not including life insurance premiums and contributions to pension funds or other long-term saving systems. [GRI 102-38]
- e) The ratio of the change in the CEO's remuneration from 2019 to 2020 to the change in the average remuneration in Spain in that period was -10.7. The changes relate to total remuneration earned, without taking into account life insurance contributions and contributions to pension funds or other long-term saving systems. [GRI 102-39]
- f) The 2015 CSR Report contains details of the materiality analysis performed, which provide further disclosures on the content presented in 2020, as they remain valid. [GRI 103-1, GRI 413-2]
- g) The toll roads in France, Spain and Puerto Rico and the headquarters contribute to the workers' pension plans, the funds of which are managed by the corresponding committees in each country. [GRI 201-3]
- h) The data related to the code of ethics indicate the breaches in connection with these matters. We are not able to provide further content because such information is confidential. [GRI 205-3]
- i) The toll roads in Brazil operate in areas containing the following species included on the IUCN Red List, by level of extinction risk. Endangered: Vinaceous-breasted amazon, Yellow boa constrictor, Buffy-tufted-ear marmoset. Vulnerable: Oncilla, Southern tamandua, Small red brocket, White-lipped peccary, Tapir, Brown howler, Amazon tree boa, Brazilian snake-necked turtle. Least concern: Yellow-bellied trogon, Ocelot, Cougar, Water opossum, Howler monkey, Southern naked-tailed armadillo, Guaribai, Jaguarundi. Near threatened: Margay, Maned wolf, Lontra, Jaguar. Data deficient: Cutia, Red Brocket. In addition to other species of flora and fauna, such as the Lontra, Yellow-legged tinamou, Buffy-fronted seedeater, Jaguarundi, Solitary tinamou and Venezuelan red howler, among others. The toll roads in Spain operate in areas containing ten animal species included on the IUCN Red List. [GRI 304-4]
- j) The total volume of accidental discharges of hazardous substances in 2020 amounted to 111,813.2 litres. These took place in Puerto Rico (208.2 litres), Brazil (110,833 litres), Italy (624 litres) and Mexico (148 litres) in relation to toll road accidents. All the discharges were handled in accordance with the emergency plan protocols in each country, preventing the corresponding soil and water contamination and managing the discharges of fuels as hazardous waste using the corresponding waste management companies. [GRI 306-3]
- k) Two penalties in relation to environmental matters were received in Brazil in 2020, amounting to EUR 328.07, due to the failure to submit the report on compensatory planting and water consumption that was not in compliance with current legislation, respectively. [GRI 307-1]
- l) The employee benefits offered make no distinction between types of working hours and contracts. [GRI SRS 401-2]
- m) The minimum notice period is 30 days in all countries except Chile, where it is 45 days, and in France, where the period depends on the period of consultation with the corresponding bodies. [GRI 402-1]
- n) Contributions of this type are not made. Abertis is registered in the European Union Transparency Register. [GRI 415-1]
- o) Various socio-economic penalties were imposed in 2020, specifically: One penalty in Spain amounting to EUR 5,000 due to failure to provide prior notice of work shifts; seven penalties in Brazil amounting to EUR 44,139.9 for activity-related issues such as failing to collect rubbish from public areas and repair drainage elements, for a hole in the road, for the incorrect operation of the toll collection control system, for failing to cut back vegetation cover and not submitting the operating structure; and two penalties in Chile, amounting to EUR 166.7, for failing to provide safety equipment and not complying with the conditions relating to the construction phase of a public work project. [GRI 419-1]

## Links with the Global Compact Ten Principles (2000)

Global Compact Principles	Linkage with the GRI G4 Content Index
<b>Human rights</b>	
Principle 1 – Businesses should support and respect the protection of internationally proclaimed human rights.	Sub-category - Human Rights: all aspects. Sub-category - Society: local communities.
Principle 2 – Businesses should make sure they are not complicit in human rights abuses.	Sub-category - Human Rights: all aspects.
<b>Labour</b>	
Principle 3 – Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining.	G4-11 Sub-category - Labor practices and decent work: Labor/management relations. Sub-category - Human Rights: Freedom of association and collective bargaining.
Principle 4 – Businesses should uphold the elimination of all forms of forced and compulsory labor.	Sub-category - Human Rights: Forced and compulsory labor.
Principle 5 – Businesses should uphold the effective abolition of child labour	Sub-category - Human Rights: Child labor.
Principle 6 – Businesses should uphold the elimination of discrimination in respect of employment and occupation.	G4-10 Sub-category - Labor practices and decent work: all aspects. Sub-category - Human Rights: Non-discrimination.
<b>Environment</b>	
Principle 7 – Businesses should support a precautionary approach to environmental challenges.	Category - Environment: all aspects.
Principle 8 – Businesses should undertake initiatives to promote greater environmental responsibility.	Category - Environment: all aspects.
Principle 9 – Businesses should encourage the development and diffusion of environmentally friendly technologies.	Category - Environment: all aspects.
<b>Anti-corruption</b>	
Principle 10 – Businesses should work against corruption in all its forms, including extortion and bribery.	Sub-category - Society: Anti-corruption and Public policy.



## Links with OECD Guidelines for Multinational Enterprises (2011)

OECD Guidelines	Linkage with the GRI G4 Content Index
IV. Human rights	Sub-category - Human Rights: all aspects. Sub-category - Society: Local communities, Supplier assessment for impacts on society and Grievance mechanisms for impacts on society.
V. Employment and industrial relations	G4-11 Category - Economy: Economic performance. Sub-category - Labor practices and decent work: all aspects. Sub-category - Human Rights: Non-discrimination, Freedom of association and collective bargaining, Child labor and Forced and compulsory labor Sub-category - Society: local communities.
VI. Environment	Category - Environment: all aspects. Sub-category - Labor practices and decent work: Occupational health and safety, and Training and education. Sub-category - Society: Local communities, Supplier assessment for impacts on society and Grievance mechanisms for impacts on society. Sub-category - Product responsibility: Customer health and safety.
VII. Combating bribery, bribe solicitation and extortion	Sub-category - Labor practices and decent work: Labor practices grievance mechanisms. Sub-category - Society: Anti-corruption, Public policy, Supplier assessment for impacts on society and Grievance mechanisms for impacts on society.
VIII. Consumer interests	Sub-category - Product responsibility: all matters.
IX. Science and technology	None.
X. Competition	Sub-category - Society: Anti-competitive behavior, Compliance, Supplier assessment for impacts on society and Grievance mechanisms for impacts on society.
XI. Taxation	Category - Economy: Economic performance. Sub-category - Society: Anti-competitive behavior and Compliance.

## Links with the Guiding Principles on Business and Human Rights (2011)

Linkage with the GRI G4 Content Index
<b>General Standard Disclosures</b>
Strategy and analysis: G4-1.
Governance: G4-45, G4-46 and G4-47.
<b>Specific Standard Disclosures</b>
Disclosures on management approach: G4-DMA.
Category - Environment: Supplier environmental assessment (G4-EN32, G4-EN33, aspect-specific DMA guidance) and Environmental grievance mechanisms (G4-EN34, aspect-specific DMA guidance).
Category - Social. Sub-category - Labor practices and decent work: Supplier assessment for labor practices (G4-LA14, G4-LA15, aspect-specific DMA guidance) and Labor practices grievance mechanisms (G4-LA16, aspect-specific DMA guidance).
Category - Social. Sub-category - Human rights: all aspects.
Category - Social. Sub-category - Society: – Supplier assessment for impacts on society (G4-SO9, G4-SO10, aspect-specific DMA guidance) and Grievance mechanisms for impacts on society (G4-SO11, aspect-specific DMA guidance).

## Links with the Sustainable Development Goals (2020)

Based on the document prepared by the GRI and updated in 2020 within the framework of the [SDG Compass](#) project and the new GRI standards for 2020 (Waste), the following linkage table was prepared in relation to the SDGs identified as relevant.

Sustainable Development Goals	Topic	Linkage with the GRI (SRS) Content Index
5. Achieve gender equality and empower all women and girls.	Economic inclusion	103-2
	Equal pay for men and women	202-1, 405-2
	Gender equality	401-1, 401-2, 404-1, 404-3, 405-1
	Infrastructure investment	201-1, 203-1
	Non-discrimination	406-1
	Parental leave	401-3
	Women in leadership	102-22, 102-24, 405-1
	Workplace violence and harassment	414-1, 414-2
8. Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all	Change productivity at organisations, in sectors of activity and in the whole economy	203-2
	Diversity and equal opportunity	405-1
	Income, salary and benefits	202-1, 401-2
	Economic inclusion	103-2
	Economic performance	201-1, 204-1
	Eradication of forced or compulsory labor	409-1
	Employee training	404-1, 404-2, 404-3
	Employment	102-8, 202-2, 401-1, 401-2
	Energy efficiency	302-1, 302-2, 302-3, 302-4, 302-5
	Equal pay for men and women	405-2
	Freedom of association and collective bargaining	102-41, 407-1
	Indirect impacts on the creation of employment	203-2
	Jobs supported in the supply chain	203-2
	Employment practices in the supply chain	414-1, 414-2
	Labor/Management relations	402-1
	Efficiency of materials	301-1, 301-2
	Non-discrimination	406-1
	Occupational health and safety	403-1, 403-2, 403-3, 403-4, 403-5, 403-6, 403-7, 403-8, 403-9, 403-10
	Parental leave	401-3
	Resource efficiency of products and services	301-3
Water efficiency	303-3, 303-4, 303-5	
Youth employment	401-1	
9. Build resilient infrastructure, promote inclusive and sustainable industrialization and foster innovation.	Infrastructure investment	201-1, 203-1
	Research and development	201-1
10. Reduce inequality within and among countries.	Economic development in areas of high poverty	102-8, 203-2, 207-1, 207-2, 207-3, 207-4, 401-1, 404-1, 404-3
	Equal pay for men and women	405-2
	Direct foreign investment	203-2

Sustainable Development Goals	Topic	Linkage with the GRI (SRS) Content Index
11. Make cities inclusive, safe, resilient and sustainable.	Infrastructure investment	203-1
	Sustainable transport	203-1
12. Ensure sustainable consumption and production patterns.	Air quality	305-1, 305-2, 305-3, 305-6, 305-7
	Energy efficiency	302-1, 302-2, 302-3, 302-4, 302-5
	Environmental investments	103 (305, 306, 307)
	Efficiency and recycling of materials	301-1, 301-2
	Procurement practices	204-1
	Product and service information and labeling	417-1
	Resource efficiency of products and services	301-3
	Discharges	306-3
	Transport	302-1, 302-2, 305-1, 305-2, 305-3
	Waste	306-1, 306-2, 306-3, 306-4
	Water efficiency	303-1
	Water quality	303-1
13. Take urgent action to combat climate change and its impacts.	Energy efficiency	302-1, 302-2, 302-3, 302-4, 302-5
	Environmental investments	103 (305, 306, 307)
	Greenhouse gas emissions	305-1, 305-2, 305-3, 305-4, 305-5, 305-6, 305-7
	Risks and opportunities due to climate change	201-2
16. Promote peaceful and inclusive societies for sustainable development, provide access to justice for all and build effective, accountable and inclusive institutions at all levels.	Anti-corruption	205-1, 205-2, 205-3, 415-1
	Compliance with laws and regulations	307-1, 206-1, 419-1, 416-2, 417-1, 417-2, 417-3, 418-1, 419-1
	Effectiveness, accountability and transparency in governance	102-23, 102-25
	Ethical and legal behaviour	102-16, 102-17, 206-1, 307-1
	Grievance mechanisms	103-2
	Inclusive decision-making	102-21, 102-22, 102-24, 102-29, 102-37
	Non-discrimination	406-1
	Privacy protection	418-1
	Safety	403-4, 403-9, 403-10, 410-1
Workplace violence and harassment	414-1, 414-2	
17. Strengthen the means of implementation and revitalize the global partnership for sustainable development.	Direct foreign investment	203-2, 207-1, 207-2, 207-3, 207-4

## Linkage with Law 11/2018 on non-financial information and diversity

Following the guidelines prepared by the GRI in the "Linking the GRI Standards and the European Directive on non-financial and diversity disclosure" document and the linkage tables included therein, the main relationships between the requirements of Law 11/2018 on non-financial information and diversity and the content of the GRI Sustainability Reporting Standards are summarised below.

NFI Law 11/2018		Relevant GRI standards and disclosures
Business model		
Description of the Group's business model	Brief description of the Group's business model, which will include its business environment, organization and structure, the markets in which it operates, its objectives and strategies and the main factors and trends that could affect its future development.	GRI 102-2, GRI 102-4, GRI 102-6, GRI 102-15, GRI 102-7
Information on environmental matters		
Policies	Policies that the Group applies, including the due diligence procedures for the identification, assessment, prevention and mitigation of significant risks and impacts, and for verification and control, as well as the measures adopted	GRI 103-2, GRI 103-3
Main risks	Main risks related to these issues that are associated with the Group's activities, including, where relevant and proportionate, its commercial relations, products and services and which may have adverse effects on those areas, and how the Group manages those risks, explaining the procedures used to identify and evaluate them in accordance with the national, European and international reference frameworks for each issue. Information must be included on the impacts detected and they should be detailed, particularly in relation to the main risks at short, medium and long term.	GRI 102-15, GRI 102-11, GRI 102-30, GRI 201-2
General	Current and foreseeable effects of the company's activities on the environment and, where applicable, on health and safety.	GRI 102-15, GRI 102-29, GRI 102-31
	Environmental certification or assessment procedures.	GRI 102-11, GRI 102-29, GRI 102-30
	Resources used to prevent environmental risks.	GRI 102-29
	Application of the precautionary principle.	GRI 102-11
	Provisions and guarantees for environmental risks.	GRI 307-1
Pollution	Measures to prevent, reduce or redress carbon emissions that seriously affect the environment, taking into account any type of activity-specific atmospheric pollutants including noise and light pollution.	GRI 103-2 Management approach (with a view to GRI 302 and 305), GRI 302-4, GRI 302-5, GRI 305-5

NFI Law 11/2018		Relevant GRI standards and disclosures
Circular economy and waste prevention and management	Measures for prevention, recycling, reuse, other forms of recovery and disposal of waste. Actions to combat food waste.	GRI 103-2 Management approach (with a view to GRI 306), GRI 301-1, GRI 301-2, GRI 306-1, GRI 306-3, GRI 306-4, GRI 306-5
Sustainable use of resources	Water consumption and supply in accordance with local limitations.	GRI 103-2 Management approach (with a view to GRI 303), GRI 303-1, GRI 303-2, GRI 303-3, GRI 303-5
	Consumption of raw materials and measures adopted in order to improve the efficiency of their use.	GRI 103-2 Management approach (with a view to GRI 301), GRI 301-1, GRI 301-2
	Energy: Direct and indirect consumption, Measures adopted to improve energy efficiency, Use of renewable energies	GRI 102-2 Management approach (with a view to GRI 302: Energy), GRI 302-1, GRI 302-2, GRI 302-3, GRI 302-4
Climate change	Greenhouse gas (GHG) emissions.	GRI 305-1 Direct (Scope 1) GHG emissions, GRI 305-2, GRI 305-3, GRI 305-4
	Measures adopted to adapt to the consequences of climate change.	GRI 102-15, GRI 103-2 Management approach (with a view to GRI 305) GRI 201-2, GRI 305-5
	Medium and long-term targets voluntarily set for the reduction of GHG emissions, and measures implemented to that end.	GRI 103-2 Management approach (with a view to GRI 305-5 Reduction of GHG emissions)
Protection of biodiversity	Measures taken to conserve or restore biodiversity.	GRI 103-2 Management approach (with a view to GRI 304), GRI 304-3, GRI 304-1, GRI 304-2
	Impacts caused by activities or operations in protected areas.	
Information on social and personnel-related matters		
Policies	Policies that the Group applies, including the due diligence procedures for the identification, assessment, prevention and mitigation of significant risks and impacts, and for verification and control, as well as the measures adopted	GRI 103-2 The management approach and its components (with a view to GRI 400), GRI 103-3, GRI 102-35
Main risks	Main risks related to these issues that are associated with the Group's activities, including, where relevant and proportionate, its commercial relations, products and services and which may have adverse effects on those areas, and how the Group manages those risks, explaining the procedures used to identify and evaluate them in	GRI 102-15, GRI 102-30

NFI Law 11/2018		Relevant GRI standards and disclosures
	accordance with the national, European and international reference frameworks for each issue. Information must be included on the impacts detected and they should be detailed, particularly in relation to the main risks at short, medium and long term.	
Employment	Total number of employees and breakdown by gender, age, country and professional category.	GRI 102-7, GRI 102-8, GRI 405-1. b)
	Total number and distribution of employment contracts by type.	GRI 102-8
	Annual average of indefinite-term, temporary and part-time employment contracts by gender, age and professional category.	GRI 102-8
	Number of dismissals by gender, age and professional category.	GRI 401-1.b)
	Average remuneration and remuneration trends by gender, age and professional category or equal value.	No formal equivalence
	Gender pay gap	GRI 405-2
	Remuneration of identical job positions or average remuneration at the company	GRI 202-1
	Average remuneration of directors and executives, including variable remuneration, attendance fees, termination benefits, payments to long-term savings schemes and any other benefits, broken down by gender.	GRI 102-35
	Implementation of work disconnection measures.	No formal equivalence
Organization of work	Employees with a disability.	GRI 405-1
	Organization of working hours.	GRI 102-8.c)
	Number of hours of absenteeism.	No formal equivalence
Health and safety	Measures to facilitate work-life balance and encourage shared parental responsibility.	GRI 103-2 Management approach (with a view to GRI 401), GRI 401-3
	Healthy and safe working conditions.	GRI 103-2 Management approach (with a view to GRI 403), GRI 403-1, GRI 403-4, GRI 403-5, GRI 403-8
	Occupational accidents (frequency and severity) broken down by gender.	GRI 403-9
Labour relations	Occupational diseases (frequency and severity) broken down by gender.	GRI 403-10
	Organisation of social dialogue, including the procedures for informing, consulting and negotiating with employees.	GRI 102-43, GRI 402-1, GRI 403-1
	Percentage of employees covered by collective agreements by country.	GRI 102-41
Training	Assessment of collective agreements, particularly in the occupational health and safety area.	GRI 403-4
	Training policies implemented.	GRI 103-2 Management approach (with a view to GRI 404), GRI 404-2
	Total number of training hours by professional category.	GRI 404-1

NFI Law 11/2018		Relevant GRI standards and disclosures
Accessibility	Universal accessibility for people with disabilities.	GRI 103-2 Management approach (with a view to GRI 405 and GRI 406)
Equality	Measures adopted to promote equal treatment and opportunities between men and women.	GRI 103-2 Management approach (with a view to GRI 405)
	Equality plans.	GRI 103-2 Management approach (with a view to GRI 405 and GRI 406)
	Measures adopted to promote employment.	GRI 103-2 Management approach (with a view to GRI 401), GRI 404-2
	Protocols against sexual and gender-based harassment.	GRI 103-2 Management approach (with a view to GRI 405 and GRI 406)
	The integration of, and universal accessibility for, people with disabilities.	GRI 103-2 Management approach (with a view to GRI 405 and GRI 406)
	Anti-discrimination policy and, where appropriate, diversity management policy.	GRI 103-2 Management approach (with a view to GRI 405 and GRI 406), GRI 406-1
Information on respect for human rights.		
Policies	Policies that the Group applies, including the due diligence procedures for the identification, assessment, prevention and mitigation of significant risks and impacts, and for verification and control, as well as the measures adopted.	GRI 103-2, GRI 103-3, GRI 412-2
Main risks	Main risks related to these issues that are associated with the Group's activities, including, where relevant and proportionate, its commercial relations, products and services and which may have adverse effects on those areas, and how the Group manages those risks, explaining the procedures used to identify and evaluate them in accordance with the national, European and international reference frameworks for each issue. Information must be included on the impacts detected and they should be detailed, particularly in relation to the main risks at short, medium and long term.	GRI 102-15, GRI 102-30
Human rights	Application of due diligence procedures in human rights matters.	GRI 103-2, GRI 414-2
	Prevention of risks of human rights violations and, where appropriate, measures to mitigate, manage and redress any abuses committed.	GRI 103-2 Management approach (with a view to GRI 412)

NFI Law 11/2018		Relevant GRI standards and disclosures
	Complaints of violations of human rights.	GRI 102-17, GRI 103-2 Management approach (with a view to GRI 412), GRI 419-1
	Promotion and fulfilment of the provisions of the fundamental conventions of the ILO in relation to respect for freedom of association and the right to collective bargaining, elimination of discrimination in respect of employment and occupation, elimination of forced or compulsory labour and effective abolition of child labour.	GRI 103-2 Management approach (with a view to GRI 406, GRI 407, GRI 408, GRI 409, GRI 412)
Information on combating corruption and bribery		
Policies	Policies that the Group applies, including the due diligence procedures for the identification, assessment, prevention and mitigation of significant risks and impacts, and for verification and control, as well as the measures adopted.	GRI 103-2 The management approach and its components (with a view to GRI 205), GRI 103-3, GRI 205-2
Main risks	Main risks related to these issues that are associated with the Group's activities, including, where relevant and proportionate, its commercial relations, products and services and which may have adverse effects on those areas, and how the Group manages those risks, explaining the procedures used to identify and evaluate them in accordance with the national, European and international reference frameworks for each issue. Information must be included on the impacts detected and they should be detailed, particularly in relation to the main risks at short, medium and long term.	GRI 102-15, GRI 102-30, GRI 205-1
Corruption and bribery	Measures adopted to prevent corruption and bribery.	GRI 103-2 Management approach (with a view to GRI 205), GRI 205-2
	Anti-money laundering measures.	GRI 103-2 Management approach (with a view to GRI 205)
	Contributions to foundations and non-profit entities.	GRI 103-2 Management approach (with a view to GRI 205), GRI 201-1, GRI 203-2
Information on the company		
Policies	Policies that the Group applies, including the due diligence procedures for the identification, assessment, prevention and mitigation of significant risks and impacts, and for verification and control, as well as the measures adopted.	GRI 103-2 The management approach and its components (with a view to GRI 413 and 414), GRI 103-3 Evaluation of the management approach
Main risks	Main risks related to these issues that are associated with the Group's activities, including, where relevant and proportionate, its commercial relations, products and services and which may have adverse effects on those areas, and how the Group manages those risks, explaining the procedures used to identify and evaluate them in accordance with the national, European and international reference frameworks for each issue. Information must	GRI 102-15, GRI 102-30



NFI Law 11/2018		Relevant GRI standards and disclosures
	be included on the impacts detected and they should be detailed, particularly in relation to the main risks at short, medium and long term.	
The company's commitment to sustainable development	Impact of the company's activity on employment and local development.	GRI 203-1, GRI 203-2, GRI 413-1
	Impact of the company's activity on local populations and on the territory.	GRI 203-1, GRI 203-2, GRI 413-1
	Relationships and dialogue with local community players.	GRI 102-43, GRI 413-1
	Association or sponsorship activities.	GRI 102-13, GRI 201-1
Subcontracts and suppliers	Inclusion of social, gender equality and environmental issues in the procurement policy.	GRI 103-3 Management approach (with a view to GRI 308 and GRI 414)
	Consideration of social and environmental responsibilities in supplier and subcontractor relationships.	GRI 102-9, GRI 103-3 Management approach (with a view to GRI 308 and GRI 414), GRI 308-1, GRI 308-2, GRI 407-1, GRI 409-1, GRI 414-1
	Supervisory systems, audits and audit findings.	GRI 308-1, GRI 308-2
Consumers	Consumer health and safety measures.	GRI 103-2 Management approach (with a view to GRI 416), GRI 416-2
	Grievance mechanisms, complaints received and their resolution.	GRI 102-17, GRI 103-2 Management approach (with a view to GRI 416), GRI 418-1
Tax information	Profit/loss by country.	GRI 201-1.
	Income tax paid.	GRI 201-1, GRI 207-4 (viii)
	Government grants received.	GRI 201-4



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<sup>i</sup>In 2020, Abertis received a rating of AA (on a scale of AAA-CCC) in the MSCI ESG Ratings assessment. The use by Abertis of any MSCI ESG Research LLC or its affiliates ("MSCI") data, and the use of MSCI logos, trademarks, service marks or index names herein, do not constitute a sponsorship, endorsement, recommendation, or promotion of Abertis by MSCI. MSCI services and data are the property of MSCI or its information providers, and are provided "as-is" and without warranty. MSCI names and logos are trademarks or service marks of MSCI.

<sup>ii</sup>The 2019 scope 1 data varied slightly due to a change that took place subsequent to completion of the report.

<sup>iii</sup>2019 data varied slightly due to a change that took place subsequent to completion of the report.

<sup>iv</sup>2019 data varied slightly due to a change that took place subsequent to completion of the report.

<sup>v</sup>The 2019 data for Brazil and Spain varied slightly due to the restatement of the ADT for 2019.

<sup>vi</sup>The 2019 data for Brazil and Chile was restated upon completion of the scope of the data subsequent to finalization of the report.

<sup>vii</sup>The 2019 data for Brazil, Spain and Chile varied due to the restatement of the ADT for the year in Spain and Brazil and the change in the data for Brazil and Chile.

<sup>viii</sup>The 2019 data varied due to the aforementioned change in the consumption data.

<sup>ix</sup>The 2019 data for Argentina was modified due to the correction of errors detected in the reported information.

<sup>x</sup>The 2019 data for Spain and Chile varied due to a change arising subsequent to completion of the report.

<sup>xi</sup>The 2019 data for Brazil and Spain varied slightly due to a change that took place subsequent to completion of the report.

<sup>xii</sup>The 2019 data for Brazil and Spain varied slightly due to a change that took place subsequent to completion of the report.

<sup>xiii</sup>The figure for Chile reported in 2019 was incorrect. The figure reported in 2020 is correct.

<sup>xiv</sup>The French toll road data are not included because this information is not available. Also, the 2019 data for Brazil varied due to the detection of errors in the information reported.

<sup>xv</sup>The French toll road data are not included because this information is not available. Also, the 2019 data for Brazil varied due to the detection of errors in the information reported.

<sup>xvi</sup>The 2019 data for Brazil and Spain were changed in line with the scope of the data for comparison purposes. In addition, the total figure was changed on inclusion of Mexico in the scope of the data.

<sup>xvii</sup>The 2019 data for Brazil and Spain were changed in line with the scope of the data for comparison purposes. In addition, the total figure was changed on inclusion of Mexico in the scope of the data.

<sup>xviii</sup>The 2019 data for Brazil and Spain were changed in line with the scope of the data for comparison purposes. In addition, the total figure was changed on inclusion of Mexico in the scope of the data.

<sup>xix</sup>The 2019 data for Brazil and Spain were changed in line with the scope of the data for comparison purposes. In addition, the total figure was changed on inclusion of Mexico in the scope of the data.

<sup>xx</sup>The French toll road data are not included because this information is not available.

<sup>xxi</sup>The data for India were not included because they were not available.

# Appendix to the 2020 Annual Corporate Governance Report





**ANNUAL CORPORATE GOVERNANCE REPORT FOR OTHER ENTITIES -OTHER THAN SAVINGS BANKS, STATE BUSINESS ENTITIES AND PUBLIC ENTITIES- THAT ISSUE SECURITIES MARKETABLE ON OFFICIAL MARKETS**

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**ISSUER'S PARTICULARS**

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END DATE OF REFERENCE FINANCIAL YEAR

31/12/2020

CIF: A08209769

Company Name:

**ABERTIS INFRAESTRUCTURAS, S.A.**

Registered office:

PASEO DE LA CASTELLANA, 39 MADRID

## A. OWNERSHIP STRUCTURE

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A.1. Detail of the entity's most significant shareholders or unitholders at year-end:

Name or corporate name of shareholder or unitholder	% of share capital
ABERTIS HOLDCO, S.A.	98.70

Company the shareholders of which are Atlantia, S.p.A., which holds an ownership interest of 50% plus one share; Actividades de Construcción y Servicios, S.A. (ACS), which holds an ownership interest of 30%; and Hochtief A.G., which holds an ownership interest of 20% minus one share.

A.2. Indicate any relationships of a family, commercial, contractual or corporate nature existing between the significant shareholders or unitholders, insofar as they are known to the entity, unless they have scant relevance or arise from the ordinary course of business:

Name or company name of related parties	Type of relationship	Brief description
No data		

A.3. Indicate any relationships of a commercial, contractual or corporate nature existing between the significant shareholders or unitholders and the entity, unless they have scant relevance or arise from the ordinary course of business:

Name or company name of related parties	Type of relationship	Brief description
No data		

A.4. Indicate any restriction (in the bylaws or legislation or of any other nature) on the transfer of securities or voting rights. In particular, indicate the existence of any type of restriction that could hamper acquisition of control of the company through the purchase of its shares in the market, and those prior authorisation or communication regimes which are applicable to the company under industry legislation in relation to the acquisition or transfer of its financial instruments:

- Sí  
 No

## **B. GENERAL MEETING OR EQUIVALENT BODY**

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B.1. List the quorums for convening the General Meeting or equivalent body established in the bylaws. Describe how these differ from the system of minimum quorums established in the Spanish Limited Liability Companies Law (LSC) or in the applicable legislation.

The bylaws increased the quorums established in Articles 193 and 194 of the LSC.

Article 17 of the Company's bylaws establishes that the General Meeting, whether annual or extraordinary, is deemed to be validly convened at first call when the shareholders attending in person or by proxy hold at least eighty per cent (80%) of the subscribed share capital with voting rights plus two (2) shares.

The General Meeting is deemed to be validly convened at second call when the shareholders attending in person or by proxy hold at least fifty per cent (50%) of the subscribed share capital with voting rights.

The quorums for convening the General Meeting indicated in Article 17 of the bylaws are applicable irrespective of the matters to be addressed at the Meeting.

However, Article 193 of the LSC establishes that the General Meeting of a public limited liability company is deemed to be validly convened at first call when the shareholders attending in person or by proxy hold at least twenty-five per cent (25%) of the subscribed share capital with voting rights, and that it is deemed to be validly convened at second call regardless of the capital of the attendees.

Article 194 of the LSC establishes the qualified quorum for convening the General Meeting in special cases, such as capital increases or reductions and any amendments to the Company bylaws, issues of debt instruments, the removal or limitation of new share pre-emption rights, etc., which will require at first call the attendance of shareholders in person or by proxy holding at least fifty per cent (50%) of the subscribed share capital with voting rights, and at second call at least twenty-five per cent (25%) of such capital.

B.2. Explain the system for adopting corporate resolutions. Describe how this differs from the system established in the LSC or in the applicable legislation.

Article 18 of the Company bylaws establishes that the resolutions are adopted by an absolute majority of the shares attending the General Meeting in person or by proxy, with one vote per share, except for the resolutions that must be approved by a greater majority in accordance with the Spanish Limited Liability Companies Law.

Also, Article 18 establishes a series of cases called "Reserved Matters", indicating that approval of the resolutions relating to these matters requires, in any case, the affirmative vote of at least sixty-five per cent (65%) plus one (1) share of the subscribed share capital with voting rights. These Reserved Matters are as follows:

- (i) amendment of the bylaws, including, but not limited to, any amendment of the structure of the managing body or of the number of members thereof, or any increase, reduction, variation or other change in the share capital
- (ii) the issuance of any security, equity instrument or equity-related instrument, or of any other synthetic security or instrument (such as, among others, convertible debentures);
- (iii) any merger, spin-off, segregation, transfer of assets and liabilities en bloc, international relocation of registered office or any other structural changes, except when such transactions only affect the Company and wholly-owned investees;
- (iv) a request for admission to listing, the launch of a public offering or the subscription of all or a portion of the shares of the Company or of a controlled company;
- (v) the distribution of dividends and/or reserves, when not performed at all times in line with the dividends policy approved by the Company's Board of Directors, and the approval of the amendment of the Company's dividends policy;
- (vi) any M&A transaction (i.e. acquisitions, sales or capital investments in assets or investments in projects) the amount of which, in aggregate terms for an annual period, exceeds eighty million euros (EUR 80,000,000);

(vii) the approval or amendment of the financial or dividends policy of the Company and its Group; and

(viii) any related-party transaction.

However, Article 201 of the LSC establishes that the corporate resolutions of public limited liability companies are adopted by means of a simple majority of the votes of the shareholders attending the General Meeting in person or by proxy. In this case, the majority required by the Company's bylaws is an absolute majority, while that established by the LSC is a simple majority.

Also, Article 201 of the LSC establishes that, for the resolutions referred to in Article 194 of the LSC (qualified quorum for convening the General Meeting in special cases described in the preceding section), if the capital attending or represented by proxy exceeds fifty per cent (50%), the resolution may be adopted by means of an absolute majority. However, the affirmative vote of two thirds of the share capital present in person or by proxy at the General Meeting is required when at second call there are shareholders in attendance representing twenty-five per cent (25%) or more, but less than fifty per cent (50%), of the subscribed share capital with voting rights.

B.3. Briefly indicate the resolutions adopted at the General Meetings or other equivalent bodies in the year to which this report refers, and the percentage of votes with which the resolutions were adopted.

One Annual General Meeting was held in 2020.

The resolutions adopted at the Annual General Meeting held on 21 April 2020 were as follows:

First point of the agenda: Both the separate and consolidated financial statements for 2019 and the respective directors' reports, which had been verified by the Company's auditors, were approved. The financial statements included the balance sheets, statements of profit or loss, statements of changes in equity, statements of cash flows and the notes to the financial statements, which disclosed a profit of EUR 119,663,142.74 in the separate financial statements.

This resolution was adopted by the affirmative votes of 99.9901% of the shares attending the General Meeting in person or by proxy (excluding the Company's treasury shares).

Second point of the agenda: The proposed distribution of profit for the year ended 31 December 2019 was approved, together with the payment of an extraordinary dividend with a charge to voluntary reserves amounting to EUR 875,102,756.16, representing EUR 0.96 gross per share then existing and outstanding entitled to receive the dividend on the date of payment.

This amount was divided into two tranches: The first was equal to 50% of the full amount of the dividend and the date of payment was 28 April 2020. The second tranche, for the outstanding 50% of the total amount was payable on 12 November 2020, following verification by the Board of Directors of the true impact of COVID-19 by means of an RES (Rating Evaluation Service) provided by Standard & Poors confirming at minimum the Company's present rating.

The first point of this resolution was adopted by the affirmative votes of 99.9901% of the shares attending the General Meeting in person or by proxy (excluding the Company's treasury shares) and the second was adopted by the affirmative votes of 99.8465%.

Third point of the agenda: The Company's non-financial information statement was approved, together with that of the consolidated Group, for the year ended 31 December 2019.

This resolution was adopted by the affirmative votes of 99.9274% of the shares attending the General Meeting in person or by proxy (excluding the Company's treasury shares).

Fourth point of the agenda: Management of the Company's Board of Directors in 2019 was approved.

This resolution was adopted by the affirmative votes of 99.9901% of the shares attending the General Meeting in person or by proxy (excluding the Company's treasury shares).

Fifth point of the agenda: The ratification and appointment of Fabio Cerchai as a Company director was approved.

This resolution was adopted by the affirmative votes of 99.9900% of the shares attending the General Meeting in person or by proxy (excluding the Company's treasury shares).

Sixth point of the agenda: The appointment of Deloitte, S.L., with taxpayer identification number B-79104469 and registered office at Plaza de Pablo Ruiz Picasso no. 1, Torre Picasso, 28020 Madrid, as auditor of the Company and of its consolidated Group for 2020 was approved, both for the separate and the consolidated financial statements, for the period of one year, i.e. for 2020.

This resolution was adopted by the affirmative votes of 99.9901% of the shares attending the General Meeting in person or by proxy (excluding the Company's treasury shares).

CONTINUE IN SECTION G.1.

B.4. Indicate whether, at the General Meetings or meetings of equivalent bodies held in the year, there was any point of the agenda that was not approved by the shareholders.

At the General Meeting held in 2020 there was no point in the agenda that was not approved by the shareholders.

B.5. Indicate the address of, and how to access, the corporate governance information page on the entity's website.

The section entitled "The Group" on the [www.abertis.com](http://www.abertis.com) website provides the information on corporate governance.

The information on the website is provided in Spanish and English.

B.6. Indicate whether meetings of the different unions have been held, if any, of the holders of securities issued by the entity, the purpose of the meetings held in the year referred to in this report and main agreements adopted.

There are no syndicates of holders of securities issued by the Company and, therefore, no such meetings were held.

## C. ENTITY MANAGEMENT STRUCTURE

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C.1. Board of Directors or managing body

C.1.1 Give details of the maximum and minimum number of directors or members of the managing body as established in the bylaws:

Maximum number of directors/members of the managing body	9
Minimum number of directors/members of the managing body	5
Number of directors/members of the managing body set by the General Meeting or Assembly	5

The bylaws do not establish a maximum or minimum number of members of the Board of Directors, but simply establish in Article 21 that the Board of Directors shall be formed by five or nine members.

C.1.2 Fill in the following table on the members of the Board or managing body, and their status:



Name or company name of director/member of the managing body	Representative	Most recent date of appointment
MARCELINO FERNÁNDEZ VERDES		10/12/2018
FRANCISCO JOSÉ ALJARO NAVARRO		10/12/2018
CARLO BERTAZZO		10/12/2018
FABIO CERCHIAI		25/09/2019
PEDRO JOSÉ LÓPEZ JIMÉNEZ		10/12/2018

C.1.3 Identify any Board or managing body members who hold office as directors, representatives of directors or executives at other entities forming part of the entity's group:

Name or company name of director/member of the managing body	Company name of group company	Position
FRANCISCO JOSÉ ALJARO NAVARRO	SANEF, S.A.	DIRECTOR
FRANCISCO JOSÉ ALJARO NAVARRO	PARTÍCIPES EN BRASIL II, S.L.	DIRECTOR ACTING SEVERALLY
FRANCISCO JOSÉ ALJARO NAVARRO	A4 HOLDING, S.P.A.	DIRECTOR
FRANCISCO JOSÉ ALJARO NAVARRO	INVERSORA DE INFRAESTRUCTURAS, S.L.	CHAIRMAN
FRANCISCO JOSÉ ALJARO NAVARRO	ARTERIS, S.A.	DIRECTOR
FRANCISCO JOSÉ ALJARO NAVARRO	VÍAS CHILE, S.A.	CHAIRMAN
FRANCISCO JOSÉ ALJARO NAVARRO	SOCIEDAD CONCESIONARIA AUTOPISTA CENTRAL, S.A. (*)	DIRECT SHAREHOLDER
FRANCISCO JOSÉ ALJARO NAVARRO	PARTÍCIPES EN BRASIL, S.A.	CHAIRMAN
FRANCISCO JOSÉ ALJARO NAVARRO	AUTOPISTAS METROPOLITANAS DE PUERTO RICO, LLC	CHAIRMAN
FRANCISCO JOSÉ ALJARO NAVARRO	HOLDING D'INFRASTRUCTURES DE TRANSPORT 2, S.A.S. (HIT 2)	CHAIRMAN
FRANCISCO JOSÉ ALJARO NAVARRO	HOLDING D'INFRASTRUCTURES DE TRANSPORT, S.A.S. (HIT)	CHAIRMAN
FRANCISCO JOSÉ ALJARO NAVARRO	RED DE CARRETERAS DE OCCIDENTE, S.A.B. DE C.V. (**)	CHAIRMAN

#### Observations

(\*) Until 23/04/20

(\*\*) From 04/06/20

C.1.4 Fill in the following table with the information relating to the number of female directors sitting on the Board of Directors and its committees, as well the changes in this connection in the last four years:

	Number of female directors							
	Year 2020		Year 2019		Year 2018		Year 2017	
	No.	%	No.	%	No.	%	No.	%
<b>Board of Directors</b>	0	0.00	0	0.00	0	0.00	6	40.00
<b>Audit and Control Committee</b>		0.00		0.00		0.00	1	20.00
<b>Appointments and Remuneration Committee</b>		0.00		0.00		0.00	3	60.00

C.1.5 Indicate whether the company has diversity policies in relation to its managing and oversight bodies with regard to matters such as, for example, age, gender, disabilities and professional training and experience. Small and medium enterprises, in accordance with the definition in the Spanish Audit Law, must report, at least, the gender diversity policy that they have put in place.

- Yes  
 No  
 Partial policies

If "yes", describe this diversity policy, its objectives, the related measures, the manner in which it has been applied and the outcome of its implementation in the year. Also, the specific measures adopted by the managing body and the Appointments and Remuneration Committee to achieve a balanced and diverse presence of directors must be indicated.

The director selection and appointment policy approved by the Board of Directors on 15 December 2015 provides that the selection of candidates as directors shall be based on a prior analysis of the Company's needs, which must be conducted by the Board of Directors with the assistance of and a report from the Nomination and Remuneration Committee, if such a committee exists, with a view to including different professional and management experience and competencies, 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.

C.1.6 Complete the following table relating to the aggregate remuneration earned in the year by the directors or members of the managing body:

Type of remuneration	Thousands of euros	
	Company	Group
Fixed remuneration	1,200	
Variable remuneration	815	
Attendance fees		
Other remuneration		
<b>TOTAL</b>	<b>2,015</b>	

C.1.7 Identify any senior executives who are not also directors or executive members of the managing body and indicate the total remuneration paid to them during the year:

ANDRÉ ROGOWSKI	CFO
JOSEP MARIA CORONAS GUINART	GENERAL SECRETARY
MARTÍ CARBONELL MASCARÓ	CHIEF PLANNING AND CONTROL OFFICER
JORGE FERNÁNDEZ MONTOLÍ	CHIEF TECHNICAL OFFICER
ANTONI ENRICH GRAU	DIRECTOR OF PEOPLE
GEORGINA FLAMME PIERA	DIRECTOR OF CORPORATE REPUTATION AND COMMUNICATION
ANNA BONET OLIVART	GENERAL MANAGER, AUTOPISTAS ESPAÑA
ARNAUD QUEMARD	GENERAL MANAGER, SANEF
GONZALO ALCALDE RODRÍGUEZ	GENERAL MANAGER, A4 HOLDING
ANDRÉ DORF	GENERAL MANAGER, ARTERIS
ANDRÉS BARBERIS MARTÍN	GENERAL MANAGER, VÍAS CHILE
DEMETRIO JAVIER SODI CORTÉS	GENERAL MANAGER, RCO (MÉXICO)
DAVID SULLIVAN	GENERAL MANAGER, ERC (USA)
JULIÁN FERNÁNDEZ RODÉS	GENERAL MANAGER, METROPISTAS
FRANCESC SÁNCHEZ FARRÉ	GENERAL MANAGER, AUSOL AND GCO
ESTEBAN PÉREZ	DEPUTY GENERAL MANAGER, AUSOL AND GCO
JOSEP QUILES PÉREZ	GENERAL MANAGER, ABERTIS INDIA
CHRISTIAN BARRIENTOS RIBAS	GENERAL MANAGER, ABERTIS MOBILITY SERVICES
ROSANA RAMÍREZ BIGORDA	INTERNAL AUDIT
ANNABEL CASAHUGA MONTSERRAT	CHIEF COMPLIANCE OFFICER

<b>Total remuneration for senior executives (thousands of euros)</b>	7,767
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#### Observations

The total remuneration indicated includes the remuneration earned in the year by certain senior executives who no longer held such office at 31/12/20. The senior executives concerned are only those who hold such status at 31/12/20.

C.1.8 Indicate whether the bylaws or Board Regulations set a limited term of office for the directors or members of the managing body:

Sí  
 No

<b>Maximum term of office (years)</b>	3
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C.1.9 Indicate whether the separate and consolidated financial statements presented for authorisation for issue by the Board or managing body have been certified beforehand:

Sí  
 No

Indicate, as appropriate, the person(s) who certified the entity's separate and consolidated financial statements for authorisation for issue by the Board or managing body:

Name	Position
FRANCISCO JOSÉ ALJARO NAVARRO	Chief Executive Officer
ANDRÉ ROGOWSKI	Chief Financial Officer
JOSEP MARIA CORONAS GUINART	General Secretary

C.1.10 Explain any mechanisms established by the Board or managing body to prevent qualified auditor's reports on the separate and consolidated financial statements prepared by it from being submitted at the General Meeting or equivalent body.

The Board of Directors ensures that the Company's financial statements and those of its Group are prepared in accordance with generally accepted accounting principles and standards in order to avoid a qualified auditor's report being issued thereon.

Also, the Board of Directors holds regular meetings with the Company's external auditors to avoid discrepancies in the policies to be used in preparing the financial statements.

C.1.11 Is the secretary of the Board/managing body a director?

Sí  
 No

If the secretary is not a director, complete the following table:

Name or company name of secretary	Representative
MIQUEL ROCA JUNYENT	

C.1.12 Indicate any mechanisms established to preserve the independence of the external auditor, financial analysts, investment banks and rating agencies, including details on how the legal provisions have been implemented in practice.

The Board of Directors receives information on matters which may jeopardise the external auditor's independence. Also, the Board oversees that the remuneration of the auditors for their work does not compromise its quality or independence. In particular, the Board must ensure that the Company and the external auditor comply with the legislation in force on the provision of non-audit services, the restrictions on the concentration of auditors' business, and in general, any other legislation on auditors' independence.

The Company, on an annual basis, receives from the auditors or audit firms written confirmation of their independence vis-à-vis the Company or entities directly or indirectly related to it, in addition to information on additional services of any kind rendered and the related fees received from these entities by the aforementioned auditors or audit firms, or persons or entities related to them pursuant to the provisions of the Spanish Audit Law.

The governing bodies pay particular attention to ensuring that the independence of any financial analysts, investment banks or rating agencies the Company might engage in the normal course of its business is not compromised.

## C.2. Committees of the Board or managing body

C.2.1 List the committees of the Board or managing body:

Committee name	No. of members
Audit and Control Committee	3
Appointments and Remuneration Committee	3

C.2.2 Give details of the committees of the Board or managing body, their members and the proportion of executive, proprietary, independent and other non-executive directors forming part of them (entities that do not have the legal form of a limited liability company shall not fill in the category of director in the corresponding table, and in the text section shall explain the category of each director based on their legal treatment and the manner in which they meet the conditions for forming the Audit and Appointments and Remuneration committees):

<b>Audit and Control Committee</b>		
Name	Position	Category
PEDRO JOSÉ LÓPEZ JIMÉNEZ	CHAIRMAN	
MARCELINO FERNÁNDEZ VERDES	MEMBER	
CARLO BERTAZZO	MEMBER	

% executive directors	0.00
% proprietary directors	100.00
% independent directors	0.00
% other non-executive directors	0.00
Number of meetings	4

### Observations

This section requires that the members of the Audit and Control Committee be identified, together with their status as executive, proprietary, independent or non-executive directors, which do not exist in non-listed companies such as Abertis Infraestructuras, S.A. For this reason, the space for "category" should be left blank.

Explain the functions entrusted to this committee and describe the procedures and rules governing the organisation and functioning thereof. For each of these functions, indicate the most significant actions taken in the year and how the committee has put into practice each of the functions attributed to it, whether under the law, company bylaws or other corporate resolutions.

The Audit and Control Committee has the following responsibilities and functions:

- a) Informing the Annual General Meeting on questions raised in relation to matters for which the committee is responsible and, in particular, on the audit findings, explaining how the audit has contributed to the integrity of the financial information and the function performed by the committee in that process.
- b) Supervising the effectiveness of the Company's internal control, internal audit and risk management systems, and discussing with the auditors the significant weaknesses in the internal control system disclosed in the performance of the audit, all of which should be performed without breaching their independence. For these purposes, audit committees can, where appropriate, submit recommendations or proposals to the governing body with deadlines for the follow-up thereof.
- c) Supervising the preparation and presentation of the required financial information and submitting recommendations or proposals to the governing body aimed at safeguarding the integrity of such information.
- d) Submitting to the Board of Directors proposals for the selection, appointment, re-election and replacement of the auditor -and taking responsibility for the selection process within the meaning of Articles 16.2, 16.3, 16.5 and 17.5 of Regulation

(EU) No 537/2014, of 16 April- and the terms and conditions of the engagement, and regularly obtaining information on the audit plan and the execution thereof, in addition to safeguarding the auditor's independence in the performance of its duties.

e) Establishing the pertinent relationships with the external auditors in order to receive information on any matters that might threaten their independence, for analysis by the Committee, and any other matters related to the financial audit process and, where appropriate, authorisation for services other than prohibited services, pursuant to Articles 5.4 and 6.2.b) of Regulation (EU) No 537/2014, of 16 April, and to Section 3 of Chapter IV of Title I of Spanish Audit Law 22/2015, of 20 July, on the independence regime, as well as any other communications provided for in audit legislation and standards. In any event, each year the external auditors will be required to furnish a statement of their independence with respect to the entity or entities related directly or indirectly to the Company, as well as detailed information on each of the additional services of any kind rendered and the related fees received from these entities by the external auditor or by any persons or entities related thereto, in accordance with Spanish audit legislation.

f) Issuing annually, prior to the issue of the auditor's report, a report expressing an opinion on whether the independence of the auditors or audit firms has been jeopardised. In any event, this report must contain a reasoned valuation of each and every one of the aforementioned additional services rendered, as referred to in the foregoing point, taken on an individual basis and as a whole, other than statutory audit services and in relation to the independence regime or the audit regulations.

g) Reporting, beforehand, to the Board of Directors on all the matters envisaged in the law, in the bylaws and in the Board Regulations and in particular in relation to:

1. the financial information that the Company must periodically disclose;
2. the creation or acquisition of ownership interests in special purpose vehicles or entities resident in jurisdictions considered to be tax havens; and
3. transactions with related parties.

Identify any directors who are a member of the Audit Committee and have been appointed taking into consideration their knowledge and experience in matters relating to accounting, audits or both, and provide information about the date on which the chairperson of this committee was appointed.

Name of experienced directors	PEDRO JOSÉ LÓPEZ JIMÉNEZ, MARCELINO FERNÁNDEZ VERDES AND CARLO BERTAZZO
Date of Appointment	26/11/2019

<b>Appointments and Remuneration Committee</b>		
Name	Position	Category
FABIO CERCHIAI	CHAIRMAN	
CARLO BERTAZZO	MEMBER	
PEDRO JOSÉ LÓPEZ JIMÉNEZ	MEMBER	

% executive directors	0.00
% proprietary directors	100.00
% independent directors	0.00
% other non-executive directors	0.00
Number of meetings	2

## Observations

This section requires that the members of the Nomination and Remuneration Committee be identified, together with their status as executive, proprietary, independent or non-executive directors, which do not exist in non-listed companies such as Abertis Infraestructuras, S.A. For this reason, the space for "category" should be left blank.

Explain the functions entrusted to this committee, including any additional functions to those provided for by law, and describe the procedures and rules governing the organisation and functioning thereof. For each of these functions, indicate the most significant actions taken in the year and how the committee has put into practice each of the functions attributed to it, whether under the law, company bylaws or other corporate resolutions.

The Nomination and Remuneration Committee has the following responsibilities and functions:

- a) Evaluating the skills, knowledge and experience required of the Board of Directors. For these purposes, it shall define the roles and capabilities required of the candidates to fill each vacancy, and shall decide the time and dedication necessary for them to perform their duties effectively.
- b) Establishing a target level of representation of the gender with the lowest representation on the Board of Directors and issuing guidelines on how to achieve that target.
- c) Proposing to the Board of Directors the appointment of independent directors through co-optation or their submission for approval by the Annual General Meeting, and proposing the re-election or removal of these directors by the Annual General Meeting.
- d) Informing the Board of the appointment of the other directors through co-optation or their submission for approval by the Annual General Meeting, and proposing the re-election or removal of these directors by the Annual General Meeting.
- e) Reporting the proposals for the appointment and removal of senior executives and proposing the basic terms and conditions of their contracts.
- f) Examining or organising the succession of the Chairperson and the chief executive of the Company and, if applicable, submitting proposals to the Board of Directors in order to ensure a smooth and well-planned handover.
- g) Making proposals to the Board of Directors regarding the remuneration policy for directors and general managers or those who discharge senior executive functions reporting directly to the Board, executive committees or chief executives, and regarding individual remuneration and the other contractual conditions of the executive directors, ensuring compliance therewith.

## **D. RELATED-PARTY AND INTRA-GROUP TRANSACTIONS**

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D.1. Give details of the transactions performed between the entity or group entities and the shareholders, cooperative members, holders of proprietary rights or any other type of right holder at the entity :

Name or corporate name of significant shareholder	Name or corporate name of the group company or entity	Nature of relationship	Type of transaction	Amount (thousands of euros)
ABERTIS HOLDCO, S.A.	ABERTIS INFRAESTRUCTURAS, S.A.	Shareholder	Dividends and other profit distributed	863,767
ABERTIS HOLDCO, S.A.	ABERTIS INFRAESTRUCTURAS, S.A.	Shareholder	Other: Balances receivable	225,853
COBRA INSTALACIONES Y SERVICIOS, S.A.	CASTELLANA DE AUTOPISTAS, S.A. CONCESIONARIA DEL ESTADO	Commercial	Purchases of goods (finished goods and work in progress)	2,630
COBRA INSTALACIONES Y SERVICIOS, S.A.	AUTOPISTA VASCO-ARAGONESA, CONCESIONARIA ESPAÑOLA, S.A.	Commercial	Property, plant and equipment purchases	1,343
COBRA INSTALACIONES Y SERVICIOS, S.A.	TÚNELS DE BARCELONA I CADÍ CONCESSIÓ NÀRIA DE LA GENERALITAT DE CATALUNYA, SA	Commercial	Property, plant and equipment purchases	1,044
AUTOGRILL COTÉ FRANCE SAS	SANEF (SA)	Commercial	Provision of services	1,020
TELEPASS, S.P.A.	SANEF (SA)	Commercial	Provision of services	82,375
TELEPASS, S.P.A.	SANEF (SA)	Commercial	Balances receivable for services provided, sales made	4,413
TELEPASS, S.P.A.	SOCIETE DES AUTOROUTES PARIS NORMANDIE -SAPN- (SA)	Commercial	Provision of services	7,880
TELEPASS, S.P.A.	BIP & GO (SAS)	Contractual	Receipt of services	1,100
ABERTIS HOLDCO, S.A.	ABERTIS INTERNACIONAL, S.A.	Shareholder	Other: Balances receivable	17,538
AUTOSTRATE TECH, S.P.A.	OPERAVÍAS, S.P.A.	Commercial	Provision of services	1,714
ABERTIS HOLDCO, S.A.	ABERTIS AUTOPISTAS ESPAÑA, S.A.	Shareholder	Other: Balances receivable	6,060
ABERTIS HOLDCO, S.A.	AUTOPISTAS, CONCESIONARIA ESPAÑOLA, S.A.	Shareholder	Other: Balances payable	28,977
ABERTIS HOLDCO, S.A.	AUTOPISTES DE CATALUNYA, S.A., CONCESIONARIA DE LA GENERALITAT DE CATALUNYA	Shareholder	Other: Balances payable	2,161
ABERTIS HOLDCO, S.A.	IBERPISTAS, S.A.	Shareholder	Other: Balances receivable	9,527
ABERTIS HOLDCO, S.A.	CASTELLANA DE AUTOPISTAS, S.A. CONCESIONARIA DEL ESTADO	Shareholder	Other: Balances payable	3,357
ABERTIS HOLDCO, S.A.	AUTOPISTA DE LEÓN, S.A. CONCESIONARIA DEL ESTADO	Shareholder	Other: Balances receivable	1,102
ABERTIS HOLDCO, S.A.	INFRAESTRUCTURES VIARIES DE CATALUNYA, S.A., CONCESIONARIA DE LA GENERALITAT DE CATALUNYA	Shareholder	Other: Balances receivable	6,557
ABERTIS HOLDCO, S.A.	INFRAESTRUCTURES VIARIES DE CATALUNYA, S.A., CONCESIONARIA DE LA GENERALITAT DE CATALUNYA	Shareholders	Other: Balances payable	3,242
ABERTIS HOLDCO, S.A.	ABERTIS TELECOM SATÉLITES, S.A.	Shareholder	Other: Balances receivable	44,952
AUTOGRILL ITALIA, S.P.A.	AUTOSTRADA BS VR VI PD, S.P.A.	Commercial	Provision of services	2,735
AUTOSTRATE TECH, S.P.A.	A4 MOBILITY S.R.L.	Contractual	Receipt of services	1,897
AUTOSTRADA DEL BRENNERO, S.P.A.	SERENISSIMA PARTECIPAZIONI S.P.A	Shareholder	Other: dividends received	1,511
AUTOSTRATE PER L'ITALIA, S.P.A.	AUTOSTRADA BRESCIA VERONA VICENZA PADOVA S.P.A.	Commercial	Balances receivable for services provided, sales made	54,205
AUTOGRILL ITALIA, S.P.A.	AUTOSTRADA BRESCIA VERONA VICENZA PADOVA S.P.A.	Commercial	Balances receivable for services provided, sales made	4,981

D.2. Give details of the transactions performed between the entity or group entities and the directors or members of the managing body or executives of the entity.

Name or company name of the directors or executives	Name or company name of the related party	Relationship	Nature of transaction	Amount (thousands of euros)
No data				



### D.3. Give details of the intra-group transactions

Company name of group company	Brief description of the transaction	Amount (thousands of euros)
No data		

#### Observations

Based on the information reported by the companies, there are no significant transactions with other Group companies that are not eliminated on consolidation and do not form part of the Company's normal course of business.

### D.4. Give details of the mechanisms in place for detecting, identifying and resolving any potential conflicts of interest between the entity or its group and its directors, members of the managing body or executives.

Articles 28 et seq. of the Board Regulations contain specific obligations regarding the duty of loyalty and information on shares of the Board members in the Company itself or on ownership interests held by them in other non-Group companies. In particular, the duty of loyalty obliges the members of the Board to adopt the measures required to avoid situations in which their interests, either as independent professionals or as employees, may be in conflict with the interests of, and their duties to, the Company except in those cases in which the Company authorised the transaction with respect to which conflict arises.

The Directors must notify the other Directors and, where appropriate, the Board of Directors of any direct or indirect conflict of interest that they or persons related to them might have with the interests of the Company. The director in question shall refrain from involvement in resolutions or decisions on the transaction to which the conflict of interest relates and his vote shall be deducted when calculating the majority of votes whenever necessary.

In accordance with the Board Regulations, the duty to avoid conflicts of interest obliges the director to refrain from performing transactions with the Company other than ordinary transactions performed under standard customer conditions and of scant significance, i.e. where the related information is not necessary to present fairly the equity, financial position and results of the Company. Directors shall refrain from using the Company's name or invoking their position as director to unduly influence the performance of personal transactions, from taking advantage of social events, including confidential information of the Company for personal purposes and of the Company's business opportunities and obtaining advantages or remuneration from third parties other than the Company and its Group, associated with the discharge of their position, except in relation to actions of mere courtesy. Directors shall also refrain from performing activities, as an independent professional or as an employee, that are in (current or potential) effective competition with the Company or that, in any other way, place them in situation of permanent conflict with the interests of the Company.

The provisions set out in this section shall also apply if the beneficiary of the acts or of the prohibited activities is a person related to the director.

The conflicts of interest are disclosed in the notes to the financial statements.

The Company may waive the prohibitions described above in certain cases, authorising a director or a related person to perform a certain transaction with the Company, to use certain corporate assets, to take advantage of a specific business opportunity or to obtain an advantage or compensation from a third party.

Where the subject-matter of the authorisation is exemption from the prohibition on obtaining an advantage or compensation from third parties, or where it relates to a transaction whose value exceeds 10% of the corporate assets, the authorisation must necessarily be resolved upon by the General Meeting.

In all other cases, the authorisation may be granted by the Board of Directors, provided that the independence of the Board members granting the exemption is guaranteed with respect to the exempt director. It shall also be necessary to ensure the harmless nature of the authorised transaction regarding assets and liabilities and, where appropriate, its performance on an arm's length basis and the transparency of the process.

CONTINUE IN SECTION G.1

## E. RISK CONTROL AND MANAGEMENT SYSTEMS

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### E.1. Explain the scope of the entity's Risk Control and Management System

The Board of Directors of Abertis Infraestructuras, S.A. is allocated the task of preparing the risk strategy, entrusting this function to the Audit and Control Committee, which establishes the Risk Control and Management Policy of the Abertis Group and supervises the risk management system and its commitment to the application of the tax best practices.

The Abertis Group implements a risk management model, approved and monitored by the Audit and Control Committee, and applicable to all the business and corporate units in all the countries where the Group carries on its activities. The risk management model covers all the Group's possible risks with the aim of ensuring achievement of the Group's main objectives.

Based on the directives defined by the Corporate Risk Control unit, each of the business and corporate units is responsible for preparing and maintaining its risk map which includes identification and assessment of the inherent and residual risks, of the control initiatives and activities implemented, those in charge thereof, and of the action plans defined to cover the residual risks.

The risk maps are checked and approved by the general managers of the business unit or by the managers of the corporate areas. The aforementioned risk maps are subject to periodic review by the Audit and Control Committee and the Management Committee which also monitor the main risks more frequently.

### E.2. Identify the entity's bodies in charge of preparing and executing the Risk Control and Management System

The managing bodies undertake to ensure that the Group's significant risks are duly and acceptably identified, measured, prioritised and controlled, and to establish the basic mechanisms and policies required to achieve a level of risk that enables:

- The creation of value for shareholders.
- Protection of the Group's reputation, fostering of good corporate governance practices and commitment through the application of tax best practices.
- Provision of a quality service in all the Group-operated infrastructures.

The bodies responsible for definition, execution and oversight are as follows:

Board of Directors: retains ultimate responsibility for the definition of the risk strategy and of the risk control policy.

Audit and Control Committee: is responsible for supervision of the risk control systems, including approval of the model and periodic monitoring of the risks with varying frequencies based on the criticality and significance thereof.

Corporate Risk Control: is responsible for the preparation and update of the risk management policies, ensuring effective implementation of the model, establishing a common methodology for the identification, classification and assessment of risks, coordinating the update of the risk maps, implementing a monitoring and reporting system for the governing bodies and, in cooperation with the other areas of the Group, reviewing the control activities that mitigate the identified risks and monitoring of the action plans.

Business/Corporate unit General Managers: are in charge of risk management in their respective areas of responsibility which includes the implementation of the risk policies defined, validation of the risk maps, and supervision of the implementation of control activities and action plans to mitigate risks.

Business/Corporate unit risk coordinators: are responsible for coordinating implementation of each unit or area's risk management model which includes the identification and assessment thereof, as well as the implementation of a system for the control, monitoring and reporting of emerging risks to the Corporate Risk Control Unit. The risk coordinator, together with those in charge of each area, periodically prepares the risk updates and the detail of control activities, as well as information on the status of action plans.

Function supervisors: are those responsible for identifying risks in their respective areas and notifying their unit risk coordinator appropriately. They are also responsible for the identification and implementation of the control activities aimed at mitigating risks.

The responsibilities defined in the foregoing section are detailed in the "Framework Risk Management Policy" which is subject to review by and the approval of the Audit and Control Committee.

### E.3. Indicate the main risks that might affect the achievement of the business objectives.

The business objectives may be adversely affected by the following main risks:

- Business environment-related risks arising from economic performance, resulting from decreased demand in certain countries, amendments to legislation (tax, legal and environmental), socio-political change, or adverse weather conditions.
- Specific risks arising as a result of the Group's business activities such as the maturity and term of concessions, agreements with public authorities, the performance of transactions on regulated markets, fulfilment of concession obligations and investment commitments and the entry into service of alternative infrastructures.
- Financial risks inherent to growth operations and investment financing processes, fluctuations in interest and exchange rates, rating control and refinancing needs.
- Operating risks relating to user and personnel safety, adaptation and swift response to technological changes in operating systems, control of construction projects, infrastructure maintenance, the security, integrity and confidentiality of financial and corporate information and business know-how, personnel selection and performance, training and retention of talent, fraud, supplier dependence and business interruption.

#### E.4. Identify whether the entity has risk tolerance levels.

Abertis took three aspects of the corporation as reference to define the risk tolerance levels:

- Mission, vision and values
- Abertis' corporate strategy
- Risk criticality analysis by category

Establishing risk tolerance levels involves differentiating between risks for which the Organisation is willing to assume greater exposure within the defined thresholds and other risks for which it seeks to reduce such exposure as far as reasonably possible. These include accident-related, environmental, health, safety, ethical, behavioural and compliance risks.

The tolerance levels are established taking into account the assessment of the possible economic, reputational, operational, safety, environmental and liability-related risks and their likelihood of occurrence.

The various tolerance levels determine which guidelines will be used for actions to address a risk, the timescales for carrying out such actions, the persons in charge and the indicators for monitoring the risk, as well as the frequency and content of the information to be furnished to the governing bodies for monitoring and decision-making.

There is a system of alerts for identifying risks assessed as having exceeded the established tolerance level, and a response must be given with respect to the actions to be taken to align the risk assessment to the related tolerance level.

#### E.5. Identify whether the entity has risk tolerance levels.

In 2020 the main risks that arose were a result of the health emergency caused by COVID-19, which affected all the Group's businesses, though to varying degrees of intensity and impact over time. In order to address these risks, it was necessary to deploy and monitor exceptional measures to ensure the continuity of operations with all the safety guarantees possible for our partners and users.

Management of all **Abertis'** business units emphasised and prioritised the identification of emerging risks and changes in the assessment of existing risks, affected by the COVID-19 crisis. These risks were clearly identified and assessed, together with the controls and action plans implemented in the short term, to mitigate exposure, and measures were adopted to strengthen the Group's resilience.

Accordingly, the impact of COVID-19 in 2020 on several of the main risks associated with **Abertis'** business should be highlighted:

- Business environment-related risks: fall in traffic levels and regulatory risks (systematically monitored through analysis of the changes in aggregates and maintaining cooperation and close contact with the grantor to ensure that concession arrangements are respected).
- Financial risks: liquidity and exchange rate exposure (mitigated by the arrangement of a new financial policy and the refinancing of a portion of the existing debt through the launch of hybrid bonds in order to provide an additional buffer for protecting ratings levels and enable the Company to continue its growth process).
- Industrial risks: health and safety, CAPEX, cyberattacks and going concern risk. In this connection, a committee was created to coordinate the situation arising from the COVID-19 crisis in order to monitor the continuity and safety of operations at all of the Group's businesses. This committee has met periodically to share best practices and plan forward-thinking mitigation measures, aiming to monitor risks and the protocols and actions to be taken to ensure the continuity of operations.

In addition to the risks arising from the exceptional impact of the COVID-19 crisis, the Group continued to manage other risks relating to political and social instability in certain of the countries in which it operates (mitigated by internationalisation and geographical diversification), the damage caused by adverse weather conditions (mitigated by a corporate insurance coverage and contingency plan policy) and the reduction in the average life of the toll road concessions and expiry thereof (mitigated by the growth of the asset portfolio resulting from obtainment of control of RCO in Mexico in 2020 and the new agreement to acquire the Elizabeth River Crossings concession, which has a remaining concession term of 50 years).

## E.6. Identify whether the entity has risk tolerance levels.

The risk management model implemented by the Abertis Group sets out the level of oversight and the performance of specific initiatives or response plans for the main risks based on the assessment or the level of criticality thereof in order to ensure that risks are contained within the defined limits.

The response plans for the priority-monitoring risk group form part of the implementation of the specific initiatives for each of the aforementioned risks and include:

- Main milestones to be achieved
- Persons responsible for implementation and monitoring within the organisation
- Monitoring indicators
- Content and frequency of the information to be furnished to governing bodies to ensure prompt decision-making.

Risks of a strategic and business nature due to the economic environment, regulatory changes and the specific nature of the concession business are monitored by the management committees whereas financial and operating risks are, in the main, monitored by the corporate committees in coordination with the related committees of the various business units (security committees, operating committees, technical committees, etc.).

Response plans vary based on each risk type and address issues such as:

- The internationalisation and geographical diversification strategy due to the economic downturn in certain countries and periods, offset by increased demand in response to growth in other countries. In 2020 Abertis continued to strengthen its international presence with the obtainment of control of the Red de Carreteras de Occidente (RCO) Group in Mexico and the new agreement to acquire the Elizabeth River Crossing, which has a remaining concession term of 50 years.
- Cost optimisation based on the definition, implementation and monitoring of the efficiency plans, which place special emphasis on optimising the operating costs and controlling the operating investments of all the business units within the Abertis Group.
- Dialogue with the parties involved in order to provide tailor-made solutions in the infrastructure industry, adapted to each country, and negotiations with public authorities, occasionally agreeing on specific investment commitments.
- Definition of policies and procedures for the most important risks in order to control risk performance within the defined limits.
- Adhesion to the Code of Good Tax Practices with the aim of enhancing Abertis Group companies' corporate responsibility in addition to bringing greater stability to its economic results and greater legal certainty. The Abertis Group implemented the content of the Code of Good Tax Practices effectively.
- The maintenance of an appropriate insurance policy that guarantees coverage of the main types of damage, particularly catastrophes.

## **F. SYSTEMS OF INTERNAL CONTROL AND RISK MANAGEMENT RELATING TO FINANCIAL REPORTING (ICFR SYSTEM)**

The mechanisms comprising the entity's systems of internal control and risk management relating to financial reporting (ICFR system).

### **F.1. The entity's control environment**

Provide information, indicating salient features, on at least

F.1.1 Bodies and/or functions responsible for: (i) the existence and maintenance of a suitable, effective ICFR system; (ii) its implementation; and (iii) its oversight.

The System of Internal Control over Financial Reporting ("ICFR") of the Abertis Group ("the Group" or "Abertis") forms part of its general internal control system and consists of a set of processes performed by the Board of Directors, the Audit and Control Committee ("ACC"), senior executives and Group personnel, in order to provide reasonable assurance with regard to the reliability of the financial information disseminated in the markets.

The "Policy for the Definition of Responsibilities for the System of Internal Control over the Financial Reporting of the Abertis Group" establishes the following lines of responsibility and authority in relation to the ICFR system:

- Abertis' Board of Directors is ultimately responsible for all the regulated information the Group disseminates and, accordingly, for preparing the financial information (Article 4 of the Board Regulations) and ensuring that its ICFR system is adequate and effective.
- In accordance with the Board Regulations, the main responsibilities of the ACC include, inter alia:
  - Overseeing and analysing, prior to submission to the Board, the Group's statutory financial reporting process, reviewing correct compliance with the legislation in force and application of the accounting principles.
  - Overseeing the effectiveness and sufficiency of the Group's system of internal control and risk assessment, with the aim that any risk (operating, financial, technological, legal or reputational) with a significant impact on the Group's financial reporting may be identified, managed and mitigated, and communicated to the Board of Directors.
  - Overseeing the independence of the External Auditor, supervising its work.
  - Overseeing the work performed by Internal Audit Management and Risk & KPI Management (reporting to the General Finance Department), ensuring their independence and verifying that the recommendations and corrective measures they put forward are considered by management.
- The General Finance Department (through Consolidation and Accounting Legislation Management) and the General Planning and Control Department are responsible for the design, maintenance and implementation of the ICFR system.

Abertis' Internal Audit function assumes the oversight of the ICFR system delegated by the ACC.

F.1.2 Indicate the following, if in place, particularly in connection with the financial reporting process:

- The departments and/or mechanisms in charge of: (i) the design and review of the organisational structure; (ii) defining clear lines of responsibility and authority, with an appropriate distribution of tasks and functions; and (iii) ensuring procedures are in place to communicate this structure effectively throughout the entity:

Abertis' Board of Directors assigns responsibility for the design and review of the organisational structure to the Remuneration and Organisation Department within the People area. This department outlines the organisational structure, the distribution of responsibilities and the hierarchy of positions, as well as the related legislation. The outcome of these mechanisms is documented through the organisational charts (organisational structure), the functions handbook and the job descriptions (which set out the allocation, distribution and segregation of functions) and the job position valuation maps (which set out the levels of responsibility).

The Group has an internal organisational chart that is found on the corporate intranet. It covers all the areas, locations and companies belonging to the Group and is basically organised by line of business and department (including those departments involved in the preparation, analysis and oversight of financial reporting). The organisational chart indicates responsibilities up to a certain management level and is supplemented with other more detailed organisational charts provided at department level.

With respect to the financial reporting process, in addition to the detailed organisational charts, manuals, internal policies and instructions are issued by the General Planning and Control Department and the General Finance Department (through Consolidation and Accounting Legislation Management), which are included in the Group's unified reporting manual and establish the specific guidelines and responsibilities at each close (close procedures defining the main tasks both at corporate and subsidiary level), including most notably:

- “Close instructions”: published every six months, establish the schedule to be followed by the Group companies when submitting the financial reporting and other procedures to be applied in the preparation of the Group's consolidated information.
  - “Group Reporting and Accounting Policies Handbook” (GRAPH): this handbook encompasses the accounting policies used by the Group to prepare its financial statements and its aim is to obtain consistent, uniform and comparable financial information for all the Group companies.
  - “Policy for Accounting Close at Subsidiaries”: establishes the procedures to be followed to prepare the economic and financial information of the Group subsidiaries and the associated oversight procedures.
- Code of conduct, approving body, dissemination and instruction, principles and values covered (stating whether it makes specific reference to record keeping and financial reporting), body in charge of investigating breaches and proposing corrective or disciplinary action:

Abertis has a Code of Conduct (Code of Ethics), approved by the Board of Directors which is adapted by each business unit, through the preparation of a Local Code of Ethics, when required by the national laws, customs and practices of the country where the business unit operates. In any event, the Local Codes of Ethics must follow the guidelines of the Group's Code of Ethics. Also, the Abertis business units with head offices in Spain are subject to the Code of Ethics Regulations in Spain which regulate and prohibit any conduct that could imply criminal liability for legal entities.

All the Group's employees receive in-person or online training with respect to the code of ethics, anti-corruption and the prevention of workplace harassment. In addition, all employees are asked to accept Abertis' Code of Ethics on an annual basis. New employees must complete this training, which is available on the corporate intranet, when they join the Group.

The core values and principles enshrined in the Code of Ethics are as follows: integrity, honesty, transparency, legal compliance, avoidance of conflicts of interest, processing of information with the utmost strictness, appropriate use and protection of company assets, the guarantee of equal opportunities, non-discrimination of people and no reprisals against reports in good faith of breaches of the Group's Code of Ethics and its Local Codes of Ethics.

Also the Code of Ethics provides that information must be processed truthfully, so that the Group's economic and financial information presents fairly its economic, financial and equity position, in accordance with generally accepted accounting principles and applicable international financial reporting standards.

The bodies in charge of investigating breaches and proposing corrective or disciplinary action are the Abertis Group's Ethics and the Crime Prevention Committees and its Compliance functions. All the Group's Ethics and Crime Prevention Committees are presided over by the relevant Local Compliance Officer, in co-operation with the Chief Compliance Officer. The Group's Chief Compliance Officer is responsible for reporting to the Abertis ACC about all the instances of non-compliance detected either by the Ethics and Crime Prevention Committees or by the Group's Compliance functions.

Also, these bodies are assisted by the Group's various management areas, including the Management Control Department of Abertis Infraestructuras, S.A., for monitoring compliance with its internal policies. This operating mechanism is described in the Group's Compliance Policy, published on the corporate intranet and the Abertis website, as well as in the Group's policies.

- Whistle-blowing channel, for reporting any irregularities of a financial or accounting nature, as well as breaches of the code of conduct and irregular activities within the organisation to the Audit Committee, stating, as applicable, whether such reports are confidential:

The whistle-blowing channel is managed by the Group's Ethics and Crime Prevention Committees and facilitates the reporting of any irregularities of a financial, accounting or non-financial nature.

Breaches may be reported through the ethics channel online platform (available on the corporate intranet and on the Abertis website), by post or by email. Also, all Group rules establish the requirement to report any breach of the rules to the Abertis Chief Compliance Officer.

- Training and periodic refresher courses for personnel involved in preparing and reviewing financial information or evaluating the system of ICFR, which address, at least, accounting rules, auditing, internal control and risk management:

As regards training and periodic refresher courses, Abertis takes into consideration the development and ongoing training of its employees and executives, both at corporate and subsidiary level, in those issues affecting the preparation of the Abertis Group's consolidated financial information and any other matter deemed to be of crucial importance.

Abertis has a Training Plan for all of its employees, prepared by the People area. The actions included in the Plan are linked to the Group's strategic objectives, as well as the People area's strategy.

Abertis also considers that comprehensive, up-to-date training in relation to accounting rules and standards for preparing financial reporting, and capital market, tax and internal control regulations is necessary to ensure that the information reported to the markets is reliable and complies with current legislation.

With respect to the preparation and review of financial information, each year Abertis provides training in those areas identified by the General Finance Department (through Consolidation and Accounting Legislation Management) and the General Planning and Control Department in relation to:

- New regulations adopted (accounting, tax, capital market and internal control) and applicable to the Group.
- Changes in the reporting methodology and/or in the IT systems.
- Individual initiative of team members of the Planning and Control Department and Consolidation and Accounting Legislation Management.

Once the training requirements in the aforementioned areas have been identified, appropriate training activities are designed and carried out to fulfil the Group's annual training objectives in these areas.

In 2020 Abertis provided training activities by external experts and in-house training sessions for the personnel involved in the preparation and review of the financial reporting at corporate and subsidiary level. Training in 2020 was focused mainly on the accounting, tax and financial areas that may have the greatest impact on the preparation of the Group's consolidated financial reporting, in particular, in relation to IT systems, changes in tax legislation and latest developments adopted during the year in accordance with the EU-IFRSs.

In addition, in 2020 specific training was provided in the following areas:

- Accounting training and training regarding the new corporate chart of accounts and reporting model provided by Consolidation and Accounting Legislation Management.
- Tax courses given by the Corporate Tax Department, in particular, on the latest developments in tax in 2020 in the main countries in which Abertis has a presence and international taxation.
- Courses given by the Compliance Department, specifically:
  - Online training on misuse of information and data protection
  - CEO anti-corruption awareness-raising campaign
  - Online training regarding the Abertis Group's compliance model (crime prevention model, anti-corruption, advocacy and lobbying, conflicts of interest, etc.)
- Legal alerts prepared by the Legal Advisory Department on the latest legislative developments applicable to Group companies.

In addition, Consolidation and Accounting Legislation Management has subscriptions to various publications and magazines in the accounting and financial spheres, as well as to the IASB website, which sends regular updates and newsletters, which are analysed to ensure that they are taken into account in the preparation of Abertis' financial information.



## F.2. Assessment of financial reporting risks

Provide information on, at least:

F.2.1 The main features of the risk identification process, including risks of error or fraud, as regards :

- Whether the process exists and is documented:

Pursuant to the provisions of Legislative Royal Decree 4/2015, of 23 October, approving the Consolidated Securities Market Law and CNMV Circular no. 7/2015, of 22 December, published by the Spanish National Securities Market Commission (CNMV), the Group has a system of Internal Control over Financial Reporting (ICFR) model.

The aforementioned model is documented in the "Policy for identification of risk of error in the financial information of the Abertis Group" ("Risk Identification Policy"), which describes the process for the identification of significant risks of misstatement of the consolidated financial statements, whether due to fraud or error. The risk identification process is performed at least once a year.

Through application of the Risk Identification Policy, Abertis ensures that the risk identification process considers quantitative and qualitative variables (i.e. transaction complexity, risk of fraud, regulatory compliance or level of judgement required) when defining the scope of the Group's ICFR system.

Application of the Risk Identification Policy results in the design of an ICFR system significant risk matrix from a consolidated group perspective. The purpose of the matrix is to identify the accounts and disclosures which have an associated significant risk with a potential material impact on the financial information. Once the scope of application of the Group's ICFR system has been defined, based on the identified risk matrix, the control activities required to mitigate the identified risks are designed.

The process of identifying risks of error in financial information is performed and documented each year by the General Finance Department (through Consolidation and Accounting Legislation Management) and the General Planning and Control Department.

- Whether the process covers all financial reporting objectives (existence and occurrence; completeness; valuation; presentation, disclosure and comparability; and rights and obligations), is updated and how frequently:

The Risk Identification Policy establishes that, following identification, risks are reviewed in order to analyse the potential risks of error in each assertion in the financial information (existence and occurrence; completeness; valuation; presentation, disclosure and comparability; and rights and obligations) that might have a significant impact on the reliability of the financial information.

The risks of error identified in the financial reporting are classified as follows:

- a) General risks
- b) Risks relating to appropriate recognition of the Group's specific transactions
  - a. Significant transactions
  - b. Judgements and estimates
  - c. Lack of familiarity with agreements/contracts
  - d. Activities outsourced to third parties
- c) Risks relating to the financial reporting preparation process
- d) Risks relating to IT systems.

Each of the aforementioned risks identified in the process of preparing the consolidated financial statements is associated with the processes and various financial areas deemed significant (in view of either their contribution to the consolidated financial statements or to other more qualitative factors) and to the Group companies within the scope of the ICFR system.

- Whether a specific process is in place to define the scope of consolidation, taking into account, inter alia, the possible existence of complex corporate structures, holding companies and special purpose vehicles:

The identification of the scope of consolidation is performed periodically to obtain an updated company map. Companies exercising direct or indirect control (power to govern the operating and financial policies of a subsidiary so as to obtain economic benefits from its activities) are considered when establishing the companies within the scope of the ICFR system. Therefore, the scope of the ICFR system excludes companies over which joint or significant influence is exercised, although general controls are performed in order to provide assurance on the reliability of the financial information furnished by these companies and included in the consolidated financial statements.

- Whether the process addresses other types of risk (operational, technological, financial, legal, reputational, environmental, etc.) insofar as they may affect the financial statements.

Abertis considers the possibility of risks of error arising in certain processes not associated with specific types of transaction to the extent that they may impact the financial statements (such as the close process, the IT system operating process and the judgements or key accounting policies review process). These processes include the consolidation process and, accordingly, the Group has established policies geared towards ensuring both correct configuration and execution of the process, as well as correct identification of the scope of consolidation.

- Indicate the entity's governing body that oversees the process:

As mentioned above in F.1.1., the ACC is responsible for oversight of the internal control and risk management system with the support of Internal Audit.

### **F.3. Control activities**

Provide information, indicating the salient features, if available, on at least:

F.3.1 Procedures for reviewing and authorising financial information and the description of the ICFR system to be disseminated in the securities markets, indicating the persons responsible in that connection, as well as documentation describing the flows of activities and controls (including those addressing the risk of fraud) for the various types of transactions that may have a material effect on the financial statements, including the accounting close procedure and the specific review of the relevant judgements, estimates, valuations and projections.

The Group's "Review, authorisation and supervision of financial reporting policy" establishes, inter alia, the scope (periodic regulated financial information and those responsible for the preparation thereof) and the review procedures of the ACC, which include reading and analysis of the information and discussions with those responsible for its preparation (the General Finance Department and General Planning and Control Department), those responsible for the verification of the design of the model and operation of the existing controls (Internal Audit) and the external auditors.

Responsibility in relation to the preparation of the financial information at each quarterly close begins with the review and certification by the person responsible for economic and financial matters at each subsidiary, and also, at the half-yearly and annual accounting closes, with the express certification by the general manager of each subsidiary. The aforementioned certification is provided by means of a questionnaire that includes the internal control procedures that must be performed to provide reasonable assurance as to the reliability of the entity's financial statements.

As regards the description of the system of ICFR contained in this document, the review and certification process is the same as that applied for the rest of the economic and financial content of the Annual Corporate Governance Report.

The separate and consolidated financial statements, the half-yearly financial reports and the financial information contained in the Group's quarterly interim management statements are prepared and reviewed by the General Finance Department and General Planning and Control Department prior to their submission to the ACC. The ACC applies the procedures included in the policy referred to at the beginning of the section as a preliminary step towards the submission of its conclusions to the Board of Directors of Abertis.

The documentation of the ICFR system includes the following documents:

- ICFR system policies
- Corporate internal regulations
- ICFR system risk map
- ICFR system scope model
- ICFR system risk and control matrix
- Regular questionnaires certifying control activities

In addition to the ICFR system policies, Abertis has policies designed to mitigate the risks of error in processes not associated with specific transactions. Specifically, documented corporate internal regulations exist in relation to:

- accounting close procedures (at both corporate level, including the consolidation process, and at subsidiary level)
- procedures relating to activities performed by third parties
- transfer prices
- policies to identify and establish levels of approval for significant judgements and estimates

In addition to the risks detected, the "ICFR system risk and control matrix" was developed, establishing the scope of the system of internal control over financial reporting in order to determine the headings affected in the financial statements, as well as the companies affected (see section F.2.1.).

In relation to the activities and controls directly related to transactions that may materially affect the financial statements, the Group has descriptions of the controls implemented to mitigate the risks of material misstatement due to error in the information reported to the markets. The descriptions are also documented in the "ICFR system risk and control matrix" and contain information on what the control activity should entail, why it is executed, who is required to execute it and how often, as well as any other information with regard to which IT systems or which activities performed by third parties are relevant in terms of the effectiveness of the related control activity. The controls cover areas such as the generation of revenue, investments and concession expenses, acquisitions and subsequent measurement of other non-current assets, analysis of investment recovery, recognition of income taxes or correct presentation of financial instruments and of financing transactions of the Abertis Group. Abertis performs an annual review of matrices to ensure maintenance thereof.

The Group has descriptive corporate documentation available on the control activities that encompass all the financial reporting control objectives of the various types of transaction with a material impact on its consolidated financial statements.

In relation to the significant judgements and estimates made, the Group discloses in its consolidated financial statements any areas in which there is a certain degree of uncertainty that it considers of particular relevance. The specific review and approval of the significant judgements, estimates, valuations and projections, as well as the key assumptions used for their calculation, with a material impact on the consolidated financial statements, is carried out by the General Finance Department, the General Planning and Control Department and, where applicable, by the chief executive officer. The most significant, such as the monitoring of asset value, hedging policies, etc., are discussed and reviewed by the ACC prior to their approval by the Board of Directors.

F.3.2 Internal control policies and procedures for IT systems (including secure access, tracking of changes, system operation, operational continuity and segregation of duties) giving support to key company processes regarding the preparation and publication of financial information.

The Group uses IT systems to maintain proper recognition and control of its transactions and, therefore, their correct functioning is a crucial element of particular importance to the Group. Specifically, it has implemented standardised accounting and reporting systems at the majority of the Group companies.

Accordingly, as part of the identification process for risks of error in financial information, the Group identifies, through its General Planning and Control Department, which systems and applications are relevant to the preparation of the Group's financial information. The systems and applications identified include those used directly at corporate level in the preparation of the consolidated financial information, as well as the reporting systems among the various Group companies. The systems and applications include, inter alia, both complex developments at integrated IT system level, as well as other software applications developed at user level (e.g. spreadsheets), when they are relevant to the activities involved in the preparation and control of financial reporting.

Also, the Systems department has established general policies aimed at ensuring the correct operation of the systems and applications. These policies cover both physical and logical security relating to access, procedures to verify the design of new systems or changes to existing systems and data recovery policies in the event of unforeseen incidents affecting the operation thereof. In particular, documented policies exist in relation to the following:

- IT system project development methodology (change management, etc.)
- Operations management (backup management, patch installation, system capacity and performance management, communications management, interface monitoring, operational incident management and resolution, preventive updates and batch process management)
- Information and systems security (backup copy procedure and plan, user and licence management, physical access, security monitoring, etc.)
- Systems continuity plan

The Systems department performs an annual validation of the effectiveness of the controls established over the various IT systems implemented at the Group.

### F.3.3 Internal control policies and procedures for overseeing the management of activities outsourced to third parties and of the appraisal, calculation or valuation services commissioned from independent experts, when these may materially affect the financial statements.

Since 2015 some of the Abertis Group companies in Spain have outsourced to a third party supplier certain of the activities associated with economic and personnel management. In this connection, certain risk control and management mechanisms have been established with the supplier to ensure the completeness and reliability of the financial information arising from the outsourced activities, including, inter alia: an agreement Management and Oversight Committee, service level agreements, risk indicators, service reports, technological security measures, external audits and contingency and continuity plans.

Also, the Group uses, on a recurring basis, independent experts' reports to measure its financial instruments and employee benefit obligations.

The Corporate Finance Department and Compensation and Benefits Department carry out checks prior to hiring independent experts and following the experts' work, in order to verify:

- competence, knowledge, credentials and independence;
- the validity of the data and methods used; and
- the reasonableness of the assumptions applied, where applicable.

Abertis has documented guidelines on the treatment of activities outsourced to third parties in terms of both engagement and results. These guidelines are set out in the "Procedure for activities performed by third parties" policy. Each year the Group reviews which activities performed by third parties are relevant to the preparation of the financial information.

## **F.4. Reporting and communication.**

Provide information, indicating the salient features, if available, on at least:

F.4.1 Whether there is a specific role in charge of defining and keeping up-to-date accounting policies (accounting policies area or department) and resolving doubts or disputes over their interpretation, communicating on a regular basis with the team in charge of operations at the organisation. The role is also responsible for updating the accounting policies manual and disseminating it to the operating units.

This responsibility is held by Consolidation and Accounting Legislation Management (reporting to the General Finance Department) which, among other duties, is in charge of defining, keeping up-to-date and communicating the Group's accounting policies for the purposes of preparing the consolidated financial information in accordance with the standards adopted by the European Union (EU-IFRSs) (and, consequently, of the information each subsidiary is required to report).

The Group has formalised a "Procedure for the preparation, updating and communication of accounting policies" which sets out the following:

- Existence of a Group accounting manual
- Update frequency
- Communication with business units
- Procedures for receiving and responding to consultations regarding the accounting manual (accounting legislation mailbox)
- Procedure for update of the accounting information Reporting Package to be received from subsidiaries

The duties of Consolidation and Accounting Legislation Management also include responding to the accounting consultations that may be made by the various business units and other corporate departments of the Group.

As mentioned in section F.1.2, the Group has an accounting policy manual (GRAPH) for the purposes of preparing the financial statements in accordance with EU-IFRSs, which is compiled by Consolidation and Accounting Legislation Management and updated periodically (at least once a year), and includes the standards applicable during the year. The Audit Instructions sent by the external auditor to all the auditors of the various Group companies for the limited review or audit at each half-yearly or annual close, respectively, establish that the accounting policies to be applied in the performance of their work are those contained in Abertis' GRAPH.

Any amendments made are communicated to the subsidiaries by email, and a complete, updated manual is available in the Accounting Legislation Portal and in the Corporate Management Control Portal on the Group intranet. No significant amendments were made in 2020 that might affect the preparation of the consolidated financial information for the year.

Moreover, on a half-yearly basis, Consolidation and Accounting Legislation Management issues an information memorandum on the EU-IFRSs, which describes the standards that will come into force during the year and in future years, as well as a summary of the standards not yet approved that might 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 information, which are applied and used in all units within the company or group, and support its main financial statements and accompanying notes as well as disclosures concerning the ICFR system.

The Group has various integrated platforms both for the accounting recognition of transactions and the preparation of financial information for the majority of its subsidiaries (SAP R3 and BPC consolidation and reporting). The integrity and reliability of the aforementioned IT systems is validated through the general controls indicated in section F.3.2.

Also, each of the subsidiaries is responsible for the preparation and upload in the reporting and corporate consolidation system (SAP BPC) of the Monthly Reporting, which contains the financial information required at each monthly close to prepare the consolidated information and other financial information required.

The monthly reporting is a single reporting based on a standard chart of accounts for all the Group companies.

Every six and twelve months "Half-yearly Forms/Annual Forms" (a single, standard information package for all the Group companies, which includes the Monthly Reporting and a reporting of "Additional Information - Financial Statements 2020") signed by the General Management of each of the subsidiaries are received, which include all the information required to prepare the Group's consolidated financial information (interim condensed financial statements and statutory financial statements).

The aforementioned "Half-yearly and annual forms" ensure the uniformity of the information by virtue of the following characteristics:

- It is unified and consistent across countries and lines of business
- It is prepared based on the Group's instructions and on its accounting manual, which is a single manual applicable to all the companies forming part of the Group.
- It includes the applicable legal, tax, corporate and regulatory requirements.

Monthly Reporting and Forms information is uploaded directly by the controllers to the reporting and corporate consolidation system.

The structure of the "Forms" is reviewed regularly (at least twice a year) to ensure that all the regulatory updates applicable in accordance with EU-IFRSs are included.

The entire reporting system is included in the Monthly Reporting Information Manual, which is updated each year by the General Planning and Control Department and provides details of processes and dates and full information on how to complete the reporting, which should be adhered to by all the Group companies.

## **F.5. Oversight of system operation.**

Provide information, indicating the salient features, on at least:

F.5.1 ICFR system monitoring activities performed by the Audit Committee, including an indication of whether the entity has an internal audit department whose competencies include supporting the Audit Committee in its role of monitoring the internal control system, including ICFR. Also describe the scope of the ICFR system assessment conducted in the year and the procedure for the person in charge to communicate the findings. State also whether the company has an action plan specifying corrective measures and whether it has taken stock of the potential impact on its financial information.

During 2020 the ACC or, otherwise, the Board of Directors, performed the following activities in relation to the ICFR system:

- Periodic review of the financial information, considering the most significant judgements and estimates.
- Periodic monitoring of the certifications of the application of controls by the personnel responsible for preparing the financial information.
- Monitoring of the findings of the internal and external audit ICFR reviews.
- Review of the information relating to the ICFR system forming part of the Annual Corporate Governance Report.

The Group has an Internal Audit department (forming part of the General Finance Department) that reports to the ACC (which delegates oversight of internal control, including the ICFR system, to the Internal Audit department). As a result of the

supervisory tasks delegated to it, Internal Audit plays a key role in ensuring an internal control system is in place that reasonably guarantees:

- Safeguarding of the Group's assets
- Compliance with applicable external and internal regulations
- Effectiveness and efficiency in the transactions and corporate and support activities
- Transparency and completeness of the financial and management information

Internal Audit draws up an Annual Review Plan that is approved by the ACC and based on the following:

- The classification, by risk and materiality factors, of the companies controlled by the Group.
- The definition of the activities to be reviewed: top-level transactional processes (revenue, procurements, fixed assets, employees, financial management, technology, etc.), other transactional processes (travel, maintenance and warehouse expenses, etc.) and compliance (ICFR, etc.).
- The definition of the frequency of the reviews for each of the foregoing processes based on the company classification.

In connection with the financial information and the general IFRC model, a review was performed in 2020 of the functioning of the controls over significant transactions, judgements and estimates and preparation of financial information. Reviews were also performed of the controls over general risks and over information systems with the frequency determined by Internal Audit's general review criteria.

The potential weaknesses identified in all of the reviews are classified by criticality, assigned to a supervisor and subject to monitoring until they are resolved.

As a result of the ICFR system assessment activities conducted by the Internal Audit department in 2020, which were submitted to the ACC, no weaknesses were detected which might have a material impact on the Group's financial reporting for 2020, the corrective measures required to resolve other potential weaknesses in the future having been implemented.

Also, the external auditor, as mentioned in section F.7.1., issues an annual agreed-upon procedures report on the description of the ICFR system prepared by Abertis in which no matters worthy of note arose.

F.5.2 Indicate whether there is a discussion procedure whereby the financial auditor (pursuant to TSAs), the internal audit department and other experts can report any significant internal control weaknesses encountered during their review of the financial statements or other reviews they have been engaged to perform to the company's senior executives and its Audit Committee or Board of Directors. State also whether the entity has an action plan to correct or mitigate the weaknesses identified.

As indicated above in section F.3.1, Abertis' "Review, authorisation and supervision of financial reporting policy" establishes the ACC's review procedure which includes the following:

- Meetings with those responsible for the preparation of the financial information (General Finance Department and General Planning and Control Department) to discuss the reasonableness of the changes in the aggregates, the most significant transactions or events during the period, changes in accounting policies, any unusual fluctuations and any other information deemed relevant.
- Discussions with the Internal Audit department (as part of the ongoing monitoring of reviews and recommendations made throughout the year) to obtain information on the level of compliance with the Plan and with the findings of the reviews performed (including ICFR) and on the current status of any recommendations made to improve the potential weaknesses identified.

- Private discussions with the external auditors (at least on completion of the planning phase of the audit of the financial statements for the year and on completion of their audit and/or limited review procedures on the financial statements and the half-yearly reporting) in order to obtain information on the scope and findings of their work and on any potential significant internal control weaknesses identified, the content of their reports and any other information deemed appropriate.

## **F.6 Other relevant information**

No additional aspects were identified for disclosure.

## **F.7. External auditor's report**

F.7.1 Whether the ICFR system information reported to the markets has been reviewed by the external auditor. If "yes", the related report should be included in the corresponding report as an Appendix. If "no", give reasons.

The external auditor reviewed Abertis' ICFR information for 2020. The scope of the auditor's review procedures was set in accordance with the Spanish Institute of Certified Public Accountants Circular E14/2013, of 19 July 2013, publishing the Draft Guidance and specimen auditor's report relating to the information on the system of internal control over financial reporting (ICFR) of listed entities.

## **G. OTHER INFORMATION OF INTEREST**

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If there is any salient feature of corporate governance at the entity or the group entities that has not been dealt with in the other sections herein, and which it is necessary to include in order to provide the most complete and reasoned information on corporate governance structure and practices at the entity or its group, provide a brief description.

This section can include any other information, clarification or qualification relating to the previous sections of the report, provided that it is material and not repetitive.

In particular, indicate whether the entity is subject to any legislation other than the Spanish legislation on corporate governance, and if so, include the information that it is required to provide, where such information differs from that required in this report.

The entity may also indicate whether it has voluntarily adhered to any other codes of ethical principles or good practice of an international, industry-specific or other nature. If so, state the code in question and the date of adherence thereto.

### **CONTINUATION OF SECTION B.3**

Seventh point of the agenda: The appointment of KPMG Auditores, S.L., with taxpayer identification number B-78510153 and registered office at Paseo de la Castellana, 259, 28046 Madrid and Spanish Official Auditors' Register (ROAC) no. S0702, as auditor of the Company and of its consolidated Group for 2021-2023 was approved, both for the separate and the consolidated financial statements, for the period of three years, i.e. for 2021, 2022 and 2023.

This resolution was adopted by the affirmative votes of 99.9901% of the shares attending the General Meeting in person or by proxy (excluding the Company's treasury shares).

Eighth point of the agenda: The delegation to the Board of Directors of the power to resolve to perform a capital increase on one or more occasions up to half of the Company's share capital and over a maximum period of five years was approved, with the consequent amendment of the bylaws.

This resolution was adopted by the affirmative votes of 99.9446% of the shares attending the General Meeting in person or by proxy (excluding the Company's treasury shares).



Ninth point of the agenda: The amendment of the remuneration policy in force approved by the Company's General Meeting was approved.

This resolution was adopted by the affirmative votes of 99.8652% of the shares attending the General Meeting in person or by proxy (excluding the Company's treasury shares).

Tenth point of the agenda: The delegation of powers to either the Chairman, the CEO or the Secretary of the Board of Directors for the formalisation and performance of all the resolutions adopted by the Meeting was approved.

This resolution was adopted by the affirmative votes of 99.9901% of the shares attending the General Meeting in person or by proxy (excluding the Company's treasury shares).

#### CONTINUATION OF SECTION D.4

The obligation not to compete with the Company may only be subject to exemption in the event that no damage is expected to arise at the Company or the expected damage is offset by the benefits expected to be obtained as a result of the exemption. The exemption shall be granted by means of an express individual resolution of the General Meeting. In any event, at the request of any shareholder, the General Meeting shall resolve on the removal of the director carrying on competing activities where the risk of damage to the Company is deemed significant.

Lastly, the Company's internal Code of Conduct in matters relating to securities markets, establishes that persons in conflict of interest situations shall act at all times with loyalty to the Company, irrespective of their interests as independent professionals or employees and shall refrain from taking part in or influencing decisions on the matters affected by the conflict. The aforementioned persons must also notify the Company of the possible conflicts of interest to which they are subject as a result of their family relationships, their personal assets, their activities outside of the Company or for any other reason.

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This Annual Corporate Governance Report was approved by the entity's Board of Directors or managing body at its meeting held on 9<sup>th</sup> March 2021.

Indicate any directors or members of the managing body who voted against or abstained in relation to the approval of this Report.

# **Abertis Infraestructuras, S.A. and Subsidiaries**

Auditor's report on the system of  
Internal Control over Financial Reporting  
(ICFR) of the Abertis Infraestructuras  
Group for 2020

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

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

**AUDITOR'S REPORT ON THE INFORMATION RELATING TO THE SYSTEM OF INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR) OF THE ABERTIS INFRAESTRUCTURAS GROUP FOR 2020**

To the Directors of Abertis Infraestructuras, S.A.:

As requested by the Board of Directors of Abertis Infraestructuras, S.A. and Subsidiaries ("the Abertis Infraestructuras Group") and in accordance with our proposal-letter of January 20, 2021, we have applied certain procedures to the information relating to the ICFR system included in section F of the Annual Corporate Governance Report ("ACGR") of the Abertis Infraestructuras Group for 2020, which summarises the internal control procedures of the Entity in relation to its annual financial reporting.

The Directors are responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system and for making improvements to that system and for preparing and establishing the content of the information relating to the ICFR system.

It should be noted in this regard, irrespective of the quality of the design and operating effectiveness of the internal control system adopted by Abertis Infraestructuras Group in relation to its annual financial reporting, that the system can only permit reasonable, but not absolute, assurance in connection with the objectives pursued, due to the limitations inherent to any internal control system.

In the course of our audit work on the financial statements and pursuant to Technical Auditing Standards, the sole purpose of our assessment of the internal control of the Abertis Infraestructuras Group was to enable us to establish the scope, nature and timing of the audit procedures to be applied to the Abertis Infraestructuras Group's financial statements. Therefore, our assessment of internal control performed for the purposes of the aforementioned audit of financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial reporting.

For the purpose of issuing this report, we applied exclusively the specific procedures described below and indicated in the Guidelines on the Auditors' Report on the Information relating to the System of Internal Control over Financial Reporting of Listed Companies, published by the Spanish National Securities Market Commission (CNMV) on its website, which establishes the work to be performed, the minimum scope thereof and the content of this report. Since the work resulting from such procedures has, in any case, a reduced scope that is significantly less extensive than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or on its design or operating effectiveness, in relation to the Abertis Infraestructuras Group's annual financial reporting for 2020 described in the information relating to the ICFR system. Therefore, had we applied procedures additional to those described below or performed an audit or a review of the internal control over the regulated annual financial reporting, other matters or aspects might have been disclosed which would have been reported to you.

Also, since this special engagement does not constitute an audit of financial statements and is not subject to the Consolidated Spanish Audit Law, we do not express an audit opinion in the terms provided for in that Law.

The procedures applied were as follows:

1. Perusal and understanding of the information prepared by the Abertis Infraestructuras Group in relation to the ICFR system - disclosure information included in the directors' report- and assessment of whether this information addresses all the information required in accordance with the minimum content described in section F, relating to the description of the ICFR system, of the model ACGR established in CNMV Circular no. 5/2013, of 12 June 2013, modified by the CNMV Circular no. 7/2015, of 22 December 2015 and CNMV Circular no. 2/2018, of 12 June 2018.
2. Questioning of personnel responsible for the drawing up of the information detailed in point 1 above: (i) to obtain an understanding of the process that goes into drawing up the information; (ii) to obtain information that permits an evaluation of whether the terminology used complies with the framework definitions; and (iii) to obtain information on whether the control procedures described are in place and functioning at the Abertis Infraestructuras Group.
3. Review of the explanatory supporting documentation for the information detailed in point 1 above, including the documentation furnished directly to the personnel in charge of preparing the ICFR system descriptive information. In this regard, the aforementioned documents include reports prepared for the Audit and Control Committee by internal audit, senior management and other internal or external specialists.
4. Comparison of the information detailed in point 1 above with the knowledge on the Abertis Infraestructuras Group's ICFR system obtained through the procedures applied during the financial statement audit work.
5. Reading of the minutes taken at meetings of the Board of Directors, Audit and Control Committee and other committees of the Abertis Infraestructuras Group to evaluate the consistency between the ICFR business transacted and the information detailed in point 1 above.
6. Obtainment of the representation letter in connection with the work performed, signed by those responsible for preparing and formulating the information detailed in point 1 above.

The procedures applied to the information relating to the ICFR system did not disclose any inconsistencies or incidents that might affect the information.

This report has been prepared exclusively in the context of the requirements established by article 540 of the consolidated text of the corporate enterprises act Corporate Enterprises Act, and by the aforementioned CNMV Circulars, for the purposes of the description of the ICFR system in Annual Corporate Governance Reports.

DELOITTE, S.L.

Ana Torrens

9 de marzo de 2021