

# **Hybrid Bond Investor Presentation**





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- 1. A Global Toll Road Operator
- 2. 9M 2020 Update and Results
- 3. Financial Policy
- 4. Contemplated Hybrid Bond Issuance

Appendices





## A Global Toll Road Operator





- Leading toll road infrastructure operator with 8,375km of roads under management
- Geographically diversified footprint across core and developing markets with robust regulatory framework
- Mature toll roads with strong cash flow generation indexed to inflation
- Strong operating track record
- Proven track record in the execution of the growth strategy, organically and through M&A, in existing and new geographies
- Shareholders (Atlantia, ACS, Hochtief) committed with long-term industrial project and investment grade ratings
- S&P rating delinked from controlling shareholder
- Strong liquidity and solid financial position with no material refinancing needs until 2023



#### **Key Figures**

Revenues FY2019: €5.4bn EBITDA FY2019: €3.7bn			19: C3.7bn	Employees FY2019: 12,990 BBB-/BBB (S&P/Fitch, Neg			
FY2019	Concessions (	3) <b>Km.</b> (3)	<b>YLC</b> (1)				
Abertis Group	35	8,375		Puerto Argentina - India Rico 2% Mexico 3%			
Spain	8	1,105	2 - 36	5% Spain <sup>(4)</sup> 27%			
France	2	1,769	12 - 14	Chile 10%			
Italy	1	236	7				
Brazil	7	3,200	1 - 28	Brazil EBITDA 9%			
Chile	6	773	2 - 17	9M 2020			
Mexico (2)	5	875	5 - 28	Italy 6%			
India	2	152	7				
Puerto Rico	2	90	25 - 42	France			
Argentina	2	175	11	38%			

(1) Years Left on Concession: Shortest and longest maturities from December 2019

(2) Mexican concessions consolidated in May 2020

(3) Concessions and kilometers for consolidated concessions only, do not include Aumar in Spain and Centrovias in Brazil (see Offering Circular)

(4) Includes Holding EBITDA

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 Create value for our shareholders enabling a sustainable dividend policy by: 1) growing the cash flow generation from high quality long-term concessions, 2) expanding our geographical footprint in developed countries, 3) creating new growth platforms, 4) replacing expiring cash flows and increasing average concession life, while 5) maintaining a strong financial position

Internal	External Growth	Financial			
Development	Opportunities	Discipline			
<ul> <li>Growth through current</li></ul>	<ul> <li>Growth outside the Abertis</li></ul>	<ul> <li>Dividend policy and commitment</li></ul>			
existing platform	perimeter	to Investment Grade ratings			
<ul> <li>Concession modifications or local add-ons</li> <li>Re-tender of current concessions</li> </ul>	<ul> <li>Brownfield assets</li> <li>Target countries: USA, Canada and Australia</li> </ul>	<ul> <li>Disciplined and prudent investment and financial policies</li> <li>Strong industrial expertise</li> </ul>			

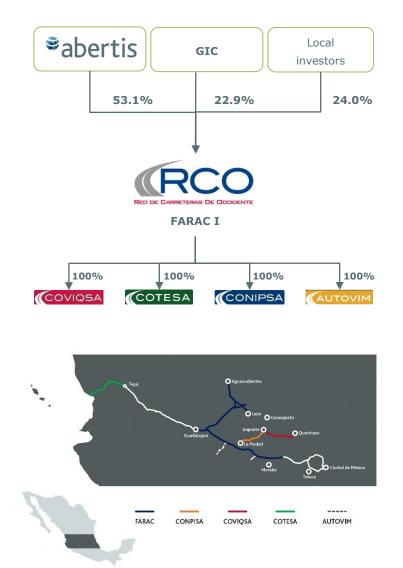




### 9M 2020 Update and Results

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### 9M 2020 Update and Results Entry in Mexican Concession Sector



- Acquisition of a controlling stake (50.1%) of Red de Carreteras de Occidente ("RCO") (increased to 53.1% in June) for a total equity amount of €1.5bn
- Established in 1991, RCO is one of the largest transport operators in Mexico with 875km under management through 5 concessions maturing in 2048
- Primary connection between two of the largest cities enabling the creation of a fast growing industrial corridor
- Farac I represents the main cash flow generation concession within the RCO perimeter
- In February 2020, RCO signed an agreement to invest €343m<sup>(1)</sup> in exchange for a 6-year extension of the concession (from 2042 to 2048)
- Long term and stable capital structure with BBB ratings by S&P and Fitch
- The acquisition of RCO represents an important milestone in our strategy to increase the portfolio concession life, crystalize cash flow replacement, expand the international footprint and develop our growth platform whilst preserving current IG ratings

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### 9M 2020 Update and Results Breakthrough into US Concession Sector



- Abertis and Manulife Investment Management have signed an agreement to acquire 100% of the Elizabeth River Crossings concession ("ERC"), in Virginia for a total equity investment of c. €1bn
- Abertis will hold a stake in the range of 51%-68%
- The asset started tolling operations in 2014 and has a remaining concession life of 50 years
- The concession operates four tunnels and a highway in the area of Norfolk, Virginia, home to a broad range of industries. This vital infrastructure is utilized by over 100,000<sup>(2)</sup> users for daily commuting
- ERC generated an EBITDA of c.US\$ 60m<sup>(3)</sup> in 2019 and has a net debt of US\$ 1,012m
- Abertis will fully control and consolidate ERC and thanks to its long concession life the acquisition increase to Abertis' EBITDA backlog
- Investment Grade capital structure (BBB-/BBB by S&P/Fitch)
- A further important step in Abertis' growth strategy in a key target market, one of the most important for infrastructure investment purposes

Note: Simplified transaction structure for illustrative purposes.

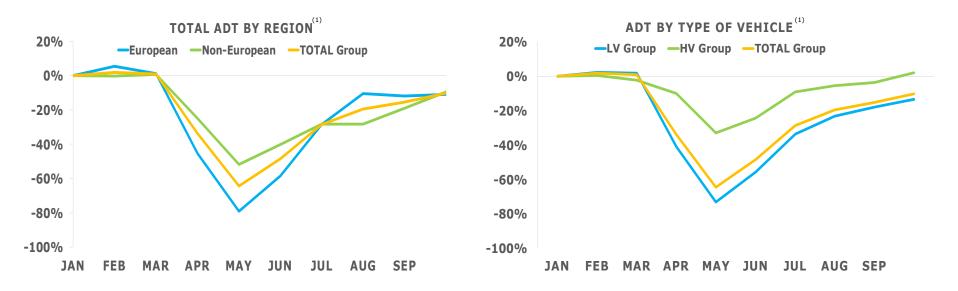
(1) Acquiring consortium is controlled by Abertis holding a maximum of 68% and a minimum of 51%

(2) Source: Electronic Municipal Market Access (EMMA) - https://emma.msrb.org/IssueView/Details/EP351666

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(3) Based on the audited consolidated financial statements of ERC as at and for the twelve-month period ended 31 December 2019, prepared according to local generally accepted





- Prioritizing health, safety and continuity of operations
- Largest impact concentrated during the weeks with strict lockdown
- Outperformance of non-European economies
- Heavy vehicle traffic more resilient than light vehicle traffic across the portfolio
- Progressive normalization of traffic with strong recovery since May



#### Highlights

	Europe			Americas				Other		<b>.</b>	
€Mn	France	Spain	Italy	Chile	Brazil	Mexico	P.Rico	Arg.	Int (4)	Hold.	
Traffic	-23.9% -26.2% (LV) -12.1% (HV)	-31.1% -35.1% (LV) -11.4% (HV)	-27.9% -31.9% (LV) -9.1% (HV)	-36.4% -39.3% (LV) -20.2% (HV)	-10.9% -14.9% (LV) -3.2% (HV)	-14.9% <sup>(3)</sup> -17.6% (LV) -9.6% (HV)	-23.2% -24.0% (LV) 1.0% (HV)	-46.5% -47.9% (LV) -33.5% (HV)	-24.2% <sup>(5)</sup> -20.9% (LV) -31.0% (HV)	n.a.	-24.3% -28.3% (LV) -9.8% (HV)
Revenues <sup>(6)</sup> (Chg. %)	1,111 (-18%)	684 (-42%)	247 (-23%)	256 (-40%)	326 (-30%)	131 <sup>(9)</sup> (n.a.)	89 (-26%)	65 (-32%)	79 (-15%)	1	<b>2,989</b> (-26%)
EBITDA (7) (Chg. %)	728 (-21%)	535 (-46%)	110 (-36%)	192 (-44%)	171 (-30%)	104 (n.a.)	62 (-29%)	11 (-44%)	21 (-35%)	-15	<b>1,918</b> (-32%)
CAPEX <sup>(1)</sup>	73	7	12	28	132	14	2	3	1	1,524 <sup>(8)</sup>	1,796
Net Debt <sup>(2)</sup>	5,197	471	99	997	1,071	1,699	589	-8	-41	14,310	24,384

- Positive cash flow generation (EBITDA Capex) despite extraordinary sanitary crisis and lockdowns
- Increase in net debt mainly due to RCO acquisition
- Spanish Aumar concession expired in December 2019 (EBITDA FY2019: €292m)

Source: Figures reported according to the Accounts of Abertis as of 30th September 2020.

Note: Average FX rate as of 30th September of 2020 €/BRL 5.70 €/CLP: 902.14; €/ARS 89.18; €/USD 1.12; €/MXN 25.62.

(1) Capex: including M&A Capex (acquisition of 53,1% in RCO for 1.524 Mn $\in$ ) (2) Net Debt: Accounting gross debt minus cash and cash equivalents; (3) Mexico: ADT including entire 2020 and 2019 for comparable purposes; (4) Mainly AMS, TTPL and JEPL (India). (5) Refers to traffic in India. (6) Revenues like-for-like basis excluding one offs impact:  $\leq$ 4,059Mn 9M 2019 reported + RCO  $\leq$ 131Mn- Aumar (expired December 31st, 2019)  $\leq$ 265Mn - Brazil  $\leq$ 27Mn- exchange rate  $\leq$ 200Mn =  $\leq$ 3,699Mn 9M 2019 Revenues comparable 2020 to  $\leq$ 2,989Mn. (7) Ebitda like-for-like basis excluding one offs impact:  $\leq$ 2,811Mn 9M 2019 reported + RCO  $\leq$ 104Mn - Aumar (expired December 31st, 2019)  $\leq$ 265Mn - Brazil  $\leq$ 20104Mn - Aumar (expired December 31st, 2019)  $\leq$ 292Mn - Brazil  $\leq$ 264Mn - exchange rate  $\leq$ 115Mn =  $\leq$ 2,482Mn 9M 2019 Ebitda comparable 2020 to  $\leq$ 1,918Mn. (8) Equity payment for RCO acquisition; (9) Figures included from consolidation date.





- Pro-active management of crisis implementing measures to protect employees, users as well as business and financial operations
- Cost reductions FY2020 estimated of €136m
- Capex delays FY2020 estimated of €254m
- Economic compensation for business disruptions actively sought by concessionaire
- Additional measures to maintain financial strength
- Adequate liquidity
- Refinancing of short-term debt
- 50% of dividend paid in April 2020
- Postponement of decision on the payment of outstanding 50%





# **Financial Policy**

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- The Board has approved a new Financial Policy consisting of:
- The Dividend Policy to be set at an annual level of €600m for the amounts to be paid in 2021 and 2022 (reduced from €875m payable in 2019 and 2020)
- A programme to issue hybrid bonds in the medium term for a total amount of €2bn:
  - -Diversification of funding sources providing long term support to the business
  - -Fund debt repayment including a tender offer of senior notes to proactively manage the debt maturity profile and optimize the cost of debt
- The outstanding 50% of the dividend payable in 2020 to be paid in November 2020
- This new Financial Policy is designed to provide additional headroom to protect current ratings and to continue the process of growing the perimeter of the company
- Demonstrates the support from shareholders with the development of the strategic plan of the company and commitment to investment grade ratings



#### 9M 2020 Group Debt Structure (€bn)

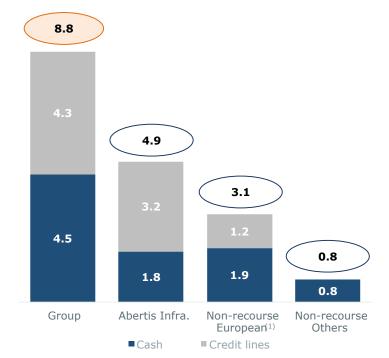
	Total Abertis Infra.		Non-rec European	ourse Others
Gross Debt	28.7	16.1	7.4	5.2
Avg. life (yr)	5.8	6.0	4.3	7.5
Cost of debt	3.1%	1.6%	3.1%	7.8%
% Fixed	77%	70%	93%	80%
Cash and Eqv.	4.5	1.8	1.9	0.8

#### Highly diversified sources of funds facilitates market access

- Non-recourse debt denominated in local currency acting as structural natural hedge protecting rating
- Increasing debt average life and low cost of funding
- Conservative interest rate structure
- Strong liquidity compliant with tight rating agencies' criteria
- Total liquidity as mix of cash and committed undrawn credit lines to optimize financial cost

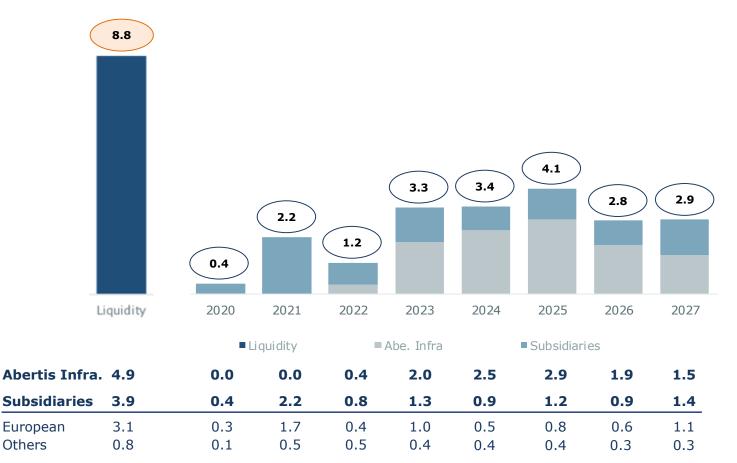
(1) Including  $\in$ 600m committed undrawn credit line signed in October.

#### 9M 2020 Group Liquidity (€bn)





#### 9M 2020 Group Debt Maturity Profile (€bn)



- Comfortable refinancing risk with no material refinancing needs until 2023
- HIT €1.3bn 2021 bond redemption pre-financed with cash and committed undrawn credit line
- Liquidity provides with ample coverage of future debt maturities

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### **Contemplated Hybrid Bond Issuance**

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- Issuer is Abertis Infraestructuras Finance BV; guaranteed on a subordinated basis by Abertis Infraestructuras, S.A.
- 100% IFRS equity accounting treatment
- Expected bond ratings of BB (S&P) and BB+ (Fitch)
- Expected 50% equity content from both S&P and Fitch
- The proceeds will be used for general corporate purposes including the refinancing of existing debt within the group



Issuer	Abertis Infraestructuras Finance BV						
Guarantor	Abertis Infraestructuras, S.A.						
Guarantor Ratings	- / BBB- (Neg) / BBB (Neg)						
Expected Instrument Ratings	- / BB / BB+						
Maturity	Perpetual NC [5.25]						
IFRS	100% Equity						
	At anytime between year [5] (the "First Call Date") and year [5.25] (the "First Reset Date"), and every annual IPD thereafter						
Call Structure	At anytime until the First Call Date at the Make-Whole Redemption Amount (higher of par and discounted cashflows at Bunds + Make Whole Margin) (15% of re-offer spread, capped at 50bps)						
Status of the Securities	Direct, unsecured and subordinated obligations of the Issuer, ranking senior only to Ordinary Shares of the Issuer, and Preferred Shares of the Issuer (if any)						
Status of the Guarantee	Direct, unsecured and subordinated obligations of the Guarantor, ranking senior only to the Ordinary Shares of the Guarantor (Pari passu with Spanish participaciones preferentes) and any other shares (acciones) in the capital of the Guarantor						
	Until the First Reset Date: Fixed, payable annually						
Interest	On the First Reset Date (and every 5 years thereafter): Reset to 5y EUR Mid-Swaps + initial credit spread + relevant coupon						
	step-up (see below)						
	25bps at year [10.25],						
Coupon Step-Ups	Additional 75bps at year [25.25] (or at year [20.25], if on the 30th calendar day preceding the First Reset Date, Abertis is assigned an issuer credit rating of "BB+" by S&P or lower)						
	500bps upon a Change of Control (if Securities are not redeemed at par)						
Optional Deferral	Issuer discretion on every payment date (subject to arrears pusher)						
Cumulative	Cumulative in cash, compounding at prevailing rate						
Redemption Flexibility	Early redemption at par in case of Withholding Tax Event, Substantial Purchase Event (75%) and Change of Control Event; Early redemption at 101 (par after the First Reset Date) in case of an Accounting Event, Tax Event, or Capital Event						
Replacement Capital	Intentional language subject to customary exceptions						
Substitution / Variation Clause	Upon an Accounting Event, Tax Event, Capital Event, or Withholding Tax Event, the Issuer/Guarantor may vary or substitute for new securities, subject to certain conditions, so that the Securities remain or become, as the case may be, eligible						
Rating Equity Credit	Intermediate (50%) from S&P until the First Reset Date; 50% from Fitch						
Listing / Governing law / Denominations	Global Exchange Market of Euronext Dublin / English law (subordination of the Securities governed under Dutch law; subordination of the Guarantee governed by Spanish law) / EUR 100k + EUR 100k						



Issuer	Abertis Infraestructuras Finance BV	Iberdrola International BV	Repsol International Finance BV	Telefonica Europe BV					
Guarantor	Abertis Infraestructuras, S.A.	Iberdrola, S.A.	Repsol, S.A.	Telefonica, S.A.					
Issue Date	[November] 2020	October 2020	June 2020	February 2020					
Senior Rating	- / BBB- / BBB	Baa1 / BBB+ / A-	Baa2/ BBB / BBB	Baa3 / BBB / BBB					
Issue Rating	- / BB / BB+	Baa3 / BBB- / BBB	Ba1 / BB+ / BB+	Ba2 / BB+ / BB+					
Ranking of the Securities	Deeply subordinated, senior only to Ordinary and Preferred Shares								
Ranking of the Guarantee	Deeply subordinated, senior only to Ordinary and Other Shares	Deeply subordinated, senior only to Ordinary and Other Shares	Deeply subordinated, senior only to Ordinary and Preferred Shares	Deeply subordinated, senior only to Ordinary and Other Shares					
Maturity	Perpetual NC[5.25]	Perpetual NC5.5 / Perpetual NC8.5	Perpetual NC6 / Perpetual NC8.5	Perpetual NC7.25					
Call Structure	3 months par-call prior the First Reset Date, every Interest Payment Date thereafter;	3 months par-call prior the First Reset Date, every Interest Payment Date thereafter;	3 months par-call prior the First Reset Date, every Interest	3 months par-call prior the First Reset Date, every Interest					
	anytime until the First Call Date at the Make-Whole Amount	ne until the First Call Date at he Make-Whole Amount the Make-Whole Amount Payment I		Payment Date thereafter					
First Step-up & Margin	25bps in year [10.25]	25bps in year 10.5 / year 13.5	25bps in year 11 / year 13.5	25bps in year 10					
Second Step-up & Margin	75bps in year [20.25] or [25.25]	75bps in year 25.5 / year 28.5	75bps in year 26 / year 28.5	75bps in year 27.25					
Dynamic 2 <sup>nd</sup> Step Up	Yes	No	No	No					
Replacement language		Intentional language subject to customary exceptions							
Optional Deferral	Issuer discretion on every Interest Payment Date, arrears of interest are cumulative and compounding								
Special Event Redemption	Withholding Tax Event and Substar	ntial Purchase Event (75%) at par; Call Date, at par on and a		apital Event at 101% until the First					
Change of Control	500bps step-up and call	500bps step-up and call	n/a	n/a					
Substitution & Variation	Upon an Accounting Event, Tax Event, Capital Event, or Withholding Tax Event	Upon an Accounting Event, Tax Event, Capital Event, or Withholding Tax Event	Upon an Accounting Event, Tax Event, Capital Event, or Withholding Tax Event	Upon an Accounting Event, Tax Event, Capital Event, or Withholding Tax Event					
Listing, Governing law & Denominations	Dublin, English law except subordination	Luxembourg, English law except subordination	Luxembourg, English law except subordination	Dublin, English law except subordination					
	EUR 100k x 100k	EUR 100k × 100k	EUR 100k x 1k	EUR 100k × 100k					

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Indicative terms only. Please refer to the final Offering Circular for the Terms and Conditions of the Securities. Capitalised terms shall have the meaning given to them in the Terms and Conditions of the Securities.



Transaction Structure	<ul> <li>Cash Tender Offer</li> </ul>								
Issuer / Offeror	<ul> <li>Abertis Infraestructur</li> </ul>	as SA							
	Description of Notes	ISIN	Maturity Date	First Optional Call Date	Aggregate Principal Amount Outstanding	Reference Benchmark	Purchase Spread		
	2024 ICSD Notes	XS1967635621	27-Jun-24	27-Mar-24	€ 600,000,000	_	+ 35 bps		
Target Senior Notes	2025 ICSD Notes	XS2025466413	15-Jul-25	15-Apr-25	€ 700,000,000	The relevant	+ 30 bps		
	2025 Iberclear Notes	ES0211845294	27-Feb-25	N/A	€ 700,000,000	Interpolated Euro	+ 30 bps		
	2026 Iberclear Notes	ES0211845302	20-May-26	N/A	€ 1,150,000,000	Mid-Swap Rate	+ 65 bps		
	2027 Iberclear Notes	ES0211845310	27-Feb-27	N/A	€ 500,000,000	-	+ 80 bps		
Max Acceptance Amount	New Issue Condition Such Maximum Accep and to be announced The Company reserve	and to the other T otance Amount is r by Abertis as soon as the right, in its a	ender Offer condi not expected to e n as practicable a sole and absolute	itions described in xceed the princip fter the pricing of discretion and fo	al amount of the New Se	ecurities to be issu	ed by the Company		
Acceptance Priority / Series Acceptance Amount	<ul> <li>Abertis will determine, in its sole discretion, the allocation of the amount accepted for purchase pursuant to the Tender Offer between each Series (each, a "Series Acceptance Amount") and reserves the right to accept significantly more or significantly less (or none) of one or any Series (subject to pro rata scaling, if applicable) as compared to any other Series</li> </ul>								
Pro-ration		If the aggregate principal amount outstanding of Notes of a particular Series validly tendered for purchase is greater than the relevant Series Acceptance Amount, Abertis will accept Offers to Sell in respect of each Series on a pro rata basis							
Accrued Interest	<ul> <li>Payable from and incl</li> </ul>	Payable from and including the previous interest payment date to and excluding the settlement date							
New Issue Condition		The purchase of any Notes by Abertis pursuant to the Tender Offer is subject, without limitation, to the successful completion (in the sole and absolute determination of Abertis) of the issue of the New Securities							
New Securities Priority	A Noteholder that wishes to subscribe for New Securities in addition to tendering Notes for purchase pursuant to the Offers to Sell may, at the sole and absolute discretion of the Abertis, receive priority (the "New Securities Priority") in the allocation of the New Securities, subject to the issue of the New Securities and such Noteholder making a separate application for the purchase of such New Securities to one of the Dealer Managers (in their capacity as joint lead managers of the issue of the New Securities) in accordance with the standard new issue procedures of such joint lead manager.								
Global Co-ordinator	BNP Paribas, Telepho	ne: +33 1 55 77 7	'8 94, Email: <u>liab</u> i	ility.management	@bnpparibas.com				
Dealer Managers	BNP Paribas / Santan	der / Societe Gene	erale / UniCredit						
Tender Agent	Lucid Issuer Services	Limited, Telephon	ne: +44 207 704	0880, Email: <u>abe</u>	rtis@lucid-is.com				
Indicative timetable	<ul> <li>Launch date</li> <li>Maximum Acceptance</li> <li>Expiration date</li> <li>Pricing date</li> <li>Settlement date</li> </ul>	e Amt Announceme	ent As 23 24	November 2020,	at or around 2pm CET	e New Securities			
	<ul> <li>Settlement date</li> </ul>		20	November 2020	[expected]		°€a		



For further information, please contact:

**Abertis Investor Relations** 

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