# Auditor's Report on Abertis Infraestructuras, S.A. and subsidiaries

(Together with the consolidated annual accounts and consolidated directors' report of Abertis Infraestructuras, S.A. and subsidiaries for the year ended 31 December 2021)

*(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)*

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# Independent Auditor's Report on the Consolidated Annual Accounts

*(Translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails.)*

To the shareholders of Abertis Infraestructuras, S.A.

## REPORT ON THE CONSOLIDATED ANNUAL ACCOUNTS

### Opinion

We have audited the consolidated annual accounts of Abertis Infraestructuras, S.A. (the "Parent") and subsidiaries (together the "Group"), which comprise the consolidated balance sheet at 31 December 2021, and the consolidated statement of profit and loss, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and consolidated notes.

In our opinion, the accompanying consolidated annual accounts give a true and fair view, in all material respects, of the consolidated equity and consolidated financial position of the Group at 31 December 2021 and of its consolidated financial performance 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 (IFRS-EU) and other provisions of the financial reporting framework applicable in Spain.

### Basis for Opinion

We conducted our audit in accordance with prevailing legislation regulating the audit of accounts in Spain. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Annual Accounts* section of our report.

We are independent of the Group in accordance with the ethical requirements, including those regarding independence, that are relevant to our audit of the consolidated annual accounts pursuant to the legislation regulating the audit of accounts in Spain. We have not provided any non-audit services, nor have any situations or circumstances arisen which, under the aforementioned regulations, have affected the required independence such that this has been compromised.

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 the audit of the consolidated annual accounts of the current period. These matters were addressed in the context of our audit of the consolidated annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Assessment of impairment testing on goodwill and other intangible assets**
See note 7 to the consolidated annual accounts

| *Key audit matter* | *How the matter was addressed in our audit* |
|---|---|
| The accompanying consolidated balance sheet includes other intangible assets totalling Euros 27,184 million corresponding mainly to administrative concessions.<br><br>The measurement of these investments in concession projects and, in particular, the assessment of their recoverable amount, involves a complex process that requires estimates to be made that include significant judgements and assumptions by Group management 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.<br><br>In addition, the accompanying consolidated balance sheet includes goodwill totalling Euros 8,415 million, of which Euros 7,869 million correspond to the goodwill arising in the framework of the business combination and subsequent merger with Abertis Participaciones, S.A.U.<br><br>In this context, the Group performed an impairment test to assess the recoverable amount of this goodwill, which was carried out using valuation techniques based on discounted cash flows as described in note 7 to the consolidated annual accounts.<br><br>The issues indicated above, and the relevance of the aforementioned assets at the reporting date led us to consider this matter as a key audit matter. | Our audit procedures included the following:<br><br>- Assessing the design and implementation of the relevant controls that mitigate the risks associated with the evaluation of the recoverable amount of goodwill and investments in concession projects, as well as testing that these controls operate effectively.<br><br>- Performing substantive tests based on obtaining impairment tests performed by Group management, checking both the adequacy of the valuation method used and the arithmetical accuracy of the calculations made, as well as evaluating the reasonableness of the main assumptions considered in the future cash flows (primarily traffic, tolls and operating costs), and their consistency with the business plans approved.<br><br>- Involving our internal valuation specialists to analyse the reasonableness of the valuation method used to calculate the recoverable amount, and to assess the discount rates and growth rates in perpetuity applied.<br><br>- Analysing the consistency of the assumptions included in the impairment tests for the previous year compared to actual operating data.<br><br>- Assessing the sensitivity of the recoverable amount to changes in certain key assumptions, i.e., those with the most significant effect on determining the recoverable amount, performed by the Group.<br><br>Lastly, we checked that note 7 to the accompanying consolidated annual accounts contains the information required by the applicable regulatory framework applicable to the assessment of the recoverable amount of these assets. |

**Lawsuits and contingencies**

**See notes 8.i, 11.i and 18.ii to the consolidated annual accounts**

| *Key audit matter* | *How the matter was addressed in our audit* |
|---|---|
| As indicated in notes 8.i and 11.i the Group is involved in various lawsuits and claims in the framework of its activity, the most significant being those relating to:<br><br>i. The claim filed by the Group company Autopista Concesionaria Española, S.A.U. for compensation relating to the margin guarantee provided for in Royal Decree 457/2006 approving the Agreement between the Spanish Government and the aforementioned company to amend certain terms of the concession of which that company is the operator. At 31 December 2021, related to said margin guarantee, the Group has only registered in the accompanying consolidated annual accounts (see note 11.i) a) a receivable of Euros 369 million.<br><br>ii. The commitments 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 financial institutions of the associate Alazor Inversiones, S.A., for which the Group has recognised provisions of Euros 228 million for the full amount of the borrowings secured together with the related interest and court costs, as described in notes 8.i and 18.ii.;<br><br>iii. The collaboration agreement between the Generalitat de Catalunya and the Group company Infraestructuras Viàries de Catalunya, S.A. ("Invicat") for the amendment of certain terms of the concession to which the latter is the operator. During 2021 a report was received from the Generalitat de Catalunya from which it is understood that the portion of the balance corresponding to the margin guarantee that includes the compensation formula for the aforementioned agreement cannot be applied. At 31 December 2021 this receivable has been written down in the accompanying consolidated annual accounts (see note 11.i) b) by an amount of Euros 269 million. | Our audit procedures included an analysis of Group management's judgements that were made on the basis of available documentation, and the evaluation of legal documentation used by the Directors to assess the probability of success and the size of potential losses.<br><br>We obtained confirmations from the Group's internal and external legal advisors concerning the assessment of the risk for the Group relating to the resolution of the most significant lawsuits and claims.<br><br>In addition, we involved our own specialists to analyse the reasonableness of the conclusions reached by Group management, considering the various factors on which these conclusions were based.<br><br>Likewise, we evaluated whether the disclosures in the notes to the consolidated annual accounts in this regard are appropriate, in accordance with the criteria set out in the financial reporting framework applicable to the Group. |

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| **Lawsuits and contingencies**<br>See notes 8.i, 11.i and 18.ii to the consolidated annual accounts | |
|---|---|
| *Key audit matter* | *How the matter was addressed in our audit* |
| The Group assesses the impact that its estimate of the final outcome of these proceedings will have on its consolidated annual accounts.<br>This matter has been considered a key audit matter, as these estimates require relevant judgements by Group management, based on historical experience and available information, including that obtained from its legal advisors. | |

## Other Information: Consolidated Directors' Report

Other information solely comprises the 2021 consolidated directors' report, the preparation of which is the responsibility of the Parent's Directors and which does not form an integral part of the consolidated annual accounts.

Our audit opinion on the consolidated annual accounts does not encompass the consolidated directors'report. Our responsibility regarding the information contained in the consolidated directors' report is defined in the legislation regulating the audit of accounts, as follows:

a) Determine, solely, whether the consolidated non-financial information statement has been provided in the manner stipulated in the applicable legislation, and if not, to report on this matter.

b) Assess and report on the consistency of the rest of the information included in the consolidated directors'report with the consolidated annual accounts, based on knowledge of the Group obtained during the audit of the aforementioned consolidated annual accounts. Also, assess and report on whether the content and presentation of this part of the consolidated directors'report are in accordance with applicable legislation. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report them.

Based on the work carried out, as described above, we have observed that the information mentioned in section a) above has been provided in the manner stipulated in the applicable legislation, that the rest of the information contained in the consolidated directors' report is consistent with that disclosed in the consolidated annual accounts for 2021, and that the content and presentation of the report are in accordance with applicable legislation.

## Directors' and Audit and Control Committee's Responsibilities for the Consolidated Annual Accounts

The Parent's Directors are responsible for the preparation of the accompanying consolidated annual accounts in such a way that they give a true and fair view of the consolidated equity, consolidated financial position and consolidated financial performance of the Group in accordance with IFRS-EU and other provisions of the financial reporting framework applicable to the Group in Spain, and for such internal control as they determine is necessary to enable the preparation of consolidated annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated annual accounts, 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 preparation and presentation of the consolidated annual accounts.

## Auditor's Responsibilities for the Audit of the Consolidated Annual Accounts

Our objectives are to obtain reasonable assurance about whether the consolidated annual accounts 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 prevailing legislation regulating the audit of accounts 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 annual accounts.

As part of an audit in accordance with prevailing legislation regulating the audit of accounts 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 annual accounts, 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 Parent's Directors' use 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 annual accounts 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 annual accounts, including the disclosures, and whether the consolidated annual accounts represent the underlying transactions and events in a manner that achieves a true and fair view.

– 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 annual accounts. 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 Audit and Control Committee of the Parent 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 the applicable ethical requirements, including those regarding independence, and to communicate with them all matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated to the Audit and Control Committee of the Parent, we determine those that were of most significance in the audit of the consolidated annual accounts of the current period and which 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.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

### Additional Report to the Audit and Control Committee of the Parent

The opinion expressed in this report is consistent with our additional report to the Parent's Audit and Control Committee dated 1 March 2022.

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## Contract Period

We were appointed as auditor of the Group by the shareholders at the ordinary general meeting on 21 April 2020 for a period of three years, beginning the year ended 31 December 2021.

KPMG Auditores, S.L.
On the Spanish Official Register of
Auditors ("ROAC") with No. S0702

*(Signed on the original in Spanish)*

Manuel Blanco Vera
On the Spanish Official Register of Auditors ("ROAC") with No. 17698

1 March 2022

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

Consolidated Annual Accounts and Consolidated Directors' Report for the year ended 31 December 2021 (prepared in accordance with International Financial Reporting Standards)

*Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails*

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

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## Consolidated balance sheets
(in thousands of euros)

| | Notes | 31/12/21 | 31/12/20 (*) |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 6 | 420,930 | 425,872 |
| Goodwill (*) | 7 | 8,414,945 | 8,389,376 |
| Other intangible assets (*) | 7 | 27,184,444 | 29,233,769 |
| Intangible assets | | 35,599,389 | 37,623,145 |
| Investments in associates and interests in joint ventures | 8 | 73,905 | 291,635 |
| Financial assets at fair value through equity | 9 | 29,006 | 54,013 |
| Non-current financial assets | | 102,911 | 345,648 |
| Concession arrangements - financial asset model | 11 | 933,548 | 2,072,707 |
| Receivables from companies accounted for using the equity method | 11 | 700 | 19,386 |
| Other financial assets | 11 | 220,148 | 186,644 |
| Derivative financial instruments | 10 | 13,450 | 39,314 |
| Other non-current financial assets | | 1,167,846 | 2,318,051 |
| Other assets | 11 | 2,190 | 2,142 |
| Deferred tax assets (*) | 17-c | 1,599,991 | 1,244,517 |
| **Non-current assets** | | **38,893,257** | **41,959,375** |
| **Current assets** | | | |
| Inventories | - | 6,517 | 7,527 |
| Trade receivables | 11 | 596,687 | 542,720 |
| Current tax assets | 11 | 214,720 | 254,937 |
| Concession arrangements - financial asset model | 11 | 1,174,019 | 98,176 |
| Receivables from companies accounted for using the equity method | 11 | 24 | 41 |
| Other financial assets | 11 | 169,535 | 115,927 |
| Derivative financial instruments | 10 | 38,797 | 70,001 |
| Other current financial assets | | 1,382,375 | 284,145 |
| Other assets | 11 | 379,055 | 438,299 |
| Cash and cash equivalents | 12 | 3,907,824 | 3,102,175 |
| **Current assets** | | **6,487,178** | **4,629,803** |
| Non-current assets classified as held for sale and discontinued operations | 3-h.i | - | 26,749 |
| **Assets** | | **45,380,435** | **46,615,927** |

(*) As explained in Note 5, the purchase price allocation process in relation to the acquisition) of 55.2% of the share capital of the Elizabeth River Crossings Group (**Erc**), with effect from 30 December 2020, has been completed. Therefore, for comparative purposes, some of the line items on the 2020 consolidated balance sheet for 2020 has been restated.

These consolidated balance sheets should be read in conjunction with the Notes included on pages 8 to 277.

# ABERTIS INFRAESTRUCTURAS, S.A.
# AND SUBSIDIARIES

*Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails*

## Consolidated balance sheets
(in thousands of euros)

| | Notes | 31/12/21 | 31/12/20 (*) |
|---|---|---|---|
| **EQUITY** | | | |
| **Share capital and reserves attributable to shareholders of the Parent** | | | |
| Share capital | 13-a | 2,734,696 | 2,734,696 |
| Treasury shares | 13-a | (20,991) | (12,783) |
| Other equity instruments | 13-b | 1,979,794 | 1,241,726 |
| Reserves | 13-c | (389,993) | (476,110) |
| Retained earnings and other reserves | 13-d | 1,496,367 | 2,156,085 |
| | | **5,799,873** | **5,643,614** |
| **Non-controlling interests (*)** | 13-e | **2,787,550** | **2,960,880** |
| **Equity** | | **8,587,423** | **8,604,494** |
| **LIABILITIES** | | | |
| **Non-current liabilities** | | | |
| Bond issues and bank borrowings (*) | 14 | 26,774,084 | 26,610,065 |
| Derivative financial instruments | 10 | 156,456 | 241,892 |
| Other financial liabilities | 19 | 180,525 | 181,505 |
| Non-current financial liabilities | | 27,111,065 | 27,033,462 |
| Employee benefit obligations | 18 | 88,417 | 102,735 |
| Other provisions | 18 | 1,241,425 | 1,253,948 |
| Long-term provisions | | 1,329,842 | 1,356,683 |
| Deferred income | 15 | 37,460 | 42,975 |
| Deferred tax liabilities | 17-c | 5,111,796 | 5,368,279 |
| Other liabilities | 19 | 144,562 | 161,955 |
| **Non-current liabilities** | | **33,734,725** | **33,963,354** |
| **Current liabilities** | | | |
| Bond issues and bank borrowings | 14 | 1,584,485 | 2,576,252 |
| Derivative financial instruments | 10 | 5,825 | 8,757 |
| Other financial liabilities | 19 | 70,645 | 102,435 |
| Current financial liabilities | | 1,660,955 | 2,687,444 |
| Employee benefit obligations | 18 | 53,168 | 71,746 |
| Other provisions | 18 | 292,266 | 361,795 |
| Short-term provisions | | 345,434 | 433,541 |
| Payable to suppliers and other payables | 16 | 726,265 | 648,015 |
| Current tax liabilities | 17-d | 277,661 | 201,125 |
| Other liabilities | 19 | 47,972 | 77,954 |
| **Current liabilities** | | **3,058,287** | **4,048,079** |
| Liabilities associated with non-current assets classified as held for sale and discontinued operations | - | - | - |
| **Liabilities** | | **36,793,012** | **38,011,433** |
| **Equity and liabilities** | | **45,380,435** | **46,615,927** |

(*) As explained in Note 5, the purchase price allocation process in relation to the acquisition) of 55.2% of the share capital of the Elizabeth River Crossings Group (**Erc**), with effect from 30 December 2020, has been completed. Therefore, for comparative purposes, some of the line items on the 2020 consolidated balance sheet for 2020 has been restated.

These consolidated balance sheets should be read in conjunction with the Notes included on pages 8 to 277.

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

| | Notes | 2021 | 2020 |
|---|---|---|---|
| Services | 20-a | 4,721,728 | 3,942,120 |
| Other operating income | 20-b | 131,966 | 111,528 |
| **Operating income** | | 4,853,694 | 4,053,648 |
| Revenue from construction services [1] | | 511,294 | 382,060 |
| Capitalised borrowing costs | 7 | 29,188 | 16,186 |
| Infrastructure upgrade revenue | 3-o | 540,482 | 398,246 |
| **Income from operations** | | 5,394,176 | 4,451,894 |
| Staff costs | 20-c | (517,259) | (483,969) |
| Other operating expenses | 20-d | (1,037,364) | (992,027) |
| Impairment of assets at amortised cost | - | 2,806 | 148 |
| Accrual of provisions for infrastructure maintenance and restoration obligations | 18.ii | (149,911) | (168,451) |
| Use of provisions for infrastructure maintenance and restoration obligations charged to profit or loss | 18.ii | 193,471 | 213,853 |
| Changes in provisions | | 46,366 | 45,550 |
| Valuation adjustment on concession financial assets | 11 | (7,119) | - |
| Changes in impairment losses on non-current assets | 6/7 | (702,614) | (261,552) |
| Depreciation and amortisation charge | 6/7 | (2,391,865) | (2,426,384) |
| Other expenses | - | (1,115) | (932) |
| **Operating expenses** | | (4,610,970) | (4,119,314) |
| Infrastructure upgrade expenses | 3-o | (504,361) | (376,040) |
| **Expenses from operations** | | (5,115,331) | (4,495,354) |
| **Profit (Loss) from operations** | | 278,845 | (43,460) |
| Changes in fair value of financial instruments | 20-e | 2,016 | 5,823 |
| Net gains (losses) on disposals of financial instruments | 20-e | 27,241 | 35,401 |
| Finance income | 20-e | 545,713 | 725,707 |
| Finance costs | 20-e | (1,302,174) | (1,473,316) |
| **Net financial loss** | | (727,204) | (706,385) |
| Result of companies accounted for using the equity method | 8/13-d.iii | 3,383 | 15,251 |
| **Profit (Loss) before tax** | | (444,976) | (734,594) |
| Income tax | 17-b | 175,518 | 219,808 |
| **Profit (Loss) from continuing operations** | | (269,458) | (514,786) |
| Profit (Loss) from discontinued operations | - | - | - |
| **Profit (Loss) for the year** | | **(269,458)** | **(514,786)** |
| Profit (Loss) attributable to non-controlling interests | 13-d.iii | (276,675) | (122,957) |
| **Profit (Loss) attributable to shareholders of the Parent** | | **7,217** | **(391,829)** |
| **Earnings per share** (in euros per share) | | | |
| - basic earnings per share from continuing operations | 13-g | 0.008 | (0.430) |
| - basic earnings per share from discontinued operations | 13-g | - | - |
| - diluted earnings per share from continuing operations | 13-g | 0.008 | (0.430) |
| - diluted earnings per share from discontinued operations | 13-g | - | - |

[1] Including in 2021 EUR 6,933 thousand relating to in-house work performed by the Group (2020: EUR 6,020 thousand).

These consolidated statements of profit or loss should be read in conjunction with the Notes included on 8 to 277.

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

*Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails*

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

| | Notes | 2021 | 2020 |
|---|---|---|---|
| **Profit (Loss) for the year** | | **(269.,458)** | **(514,786)** |
| Income and expense recognised directly in equity transferable to the consolidated statement of profit or loss: | | | |
| Changes in cash flow hedges of the Parent and of fully consolidated companies | | 30,222 | (111,193) |
| Transfers to the consolidated statement of profit or loss | | 26,542 | 31,953 |
| | - | 56,764 | (79,240) |
| Hedges of net investments in foreign operations of the Parent and of fully consolidated companies | | (703) | 45,737 |
| Transfers to the consolidated statement of profit or loss | | 2,634 | 3,123 |
| | - | 1,931 | 48,860 |
| Cash flow hedges/Hedges of net investments in foreign operations of companies accounted for using the equity method | 8/13 | 11,517 | (14,226) |
| Foreign currency translation differences | | 151,786 | (355,263) |
| Transfers to the consolidated statement of profit or loss | | (1,472) | - |
| | 13 | 150,314 | (355,263) |
| Other | - | 538 | (50,171) |
| Tax effect of income and expense recognised in equity | - | (14,745) | 4,850 |
| | | 206,319 | (445,190) |
| Income and expense recognised directly in equity not transferable to the consolidated statement of profit or loss: | | | |
| Actuarial gains and losses | 18-i.a | 1,843 | 884 |
| Net increase (decrease) in the fair value (before tax) of financial assets at fair value through equity | 9/11.v | (34,928) | (11,273) |
| Tax effect of income and expense recognised in equity | | 2,152 | 1,015 |
| | | (30,933) | (9,374) |
| **Other comprehensive income** | | **175,386** | **(454,564)** |
| **Total comprehensive income** | | **(94,072)** | **(969,350)** |
| **Attributable to:** | | | |
| – shareholders of the Parent: | | | |
| – from continuing operations | | 75,228 | (598,092) |
| – from discontinued operations | | - | - |
| | | 75,228 | (598,092) |
| – non-controlling interests | | (169,300) | (371,258) |
| | | **(94,072)** | **(969,350)** |

These consolidated statements of comprehensive income should be read in conjunction with the Notes included on pages 8 to 277.

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

| | Share capital and treasury shares | Other equity instruments (1) | Reserves | Retained earnings and other reserves | Non-controlling interests | Equity |
|---|---|---|---|---|---|---|
| **Notes** | 13-a | 13-b | 13-c | 13-d | 13-e | |
| **At 1 January 2021** | 2,721,913 | 1,241,726 | (476,110) | 2,156,085 | 2,970,192 | 8,613,806 |
| Allocation of final purchase price of **Erc** (2) | - | - | - | - | (9,312) | (9,312) |
| **At 1 January 2021, adjusted** | 2,721,913 | 1,241,726 | (476,110) | 2,156,085 | 2,960,880 | 8,604,494 |
| Comprehensive income for the year | - | - | 86,117 | (10,889) | (169,300) | (94,072) |
| Payment of 2020 dividend | - | - | - | - | (11,071) | (11,071) |
| Payment of 2021 dividend | - | - | - | (601,633) | (4,773) | (606,406) |
| Treasury shares | (8,208) | - | - | - | - | (8,208) |
| Perpetual bonds | - | 738,068 | - | (47,196) | - | 690,872 |
| Capital increase | - | - | - | - | 23,837 | 23,837 |
| Reimbursement of shareholder contributions | - | - | - | - | (12,144) | (12,144) |
| Changes in the scope of consolidation and other | - | - | - | - | 121 | 121 |
| **At 31 December 2021** | **2,713,705** | **1,979,794** | **(389,993)** | **1,496,367** | **2,787,550** | **8,587,423** |

(1) Including EUR -15,938 thousand relating to the cost of issue of perpetual subordinated bonds amounting to EUR 750,000 thousand (see Note 13-b) of this Note), and EUR 4,006 thousand relating to the amortised cost of the bond placements charged to "Retained Earnings and Other Reserves".

(2) Due to the application of IFRS 3, as indicated in Note 5 (final purchase price allocation (PPA) regarding the acquisition, with effect from 30 December 2020, of 55.2% of the share capital of the **Erc** Group).

These consolidated statements of changes in equity should be read in conjunction with the Notes included on pages 8 to 277.

| | Share capital and treasury shares | Other equity instruments (1) | Reserves | Retained earnings and other reserves | Non-controlling interests (*) | Equity |
|---|---|---|---|---|---|---|
| **Notes** | 13-a | 13-b | 13-c | 13-d | 13-e | |
| **At 1 January 2020** | 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) | (35,797) |
| Payment of 2020 dividend | - | - | - | - | (2,254) | (877,357) |
| 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 | 1,415,294 | 1,425,605 |
| **At 31 December 2020** | **2,721,913** | **1,241,726** | **(476,110)** | **2,156,085** | **2,960,880** | **8,604,494** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the **Erc** group, on applying IFRS 3 (see Note 5).

(1) 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).

These consolidated statements of changes in equity should be read in conjunction with the Notes included on pages 8 to 277.

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

| | Notes | 2021 | 2020 |
|---|---|---|---|
| **Net cash flows from /used in) operating activities:** | | | |
| Profit (Loss) from continuing operations | | (269,458) | (514,786) |
| Adjustments: | | | |
| Income tax | 17-b | (175,518) | (219,808) |
| Depreciation and amortisation charge | 6/7 | 2,391,865 | 2,426,384 |
| Changes in impairment losses on non-current assets | 6/7 | 702,614 | 261,552 |
| Valuation adjustments on concession financial assets | 11.i | 7,119 | - |
| Impairment losses – accounts receivable | - | 66,375 | 43,040 |
| Net gains (losses) on disposals of property, plant and equipment, intangible assets and other assets | - | (1,181) | (888) |
| Changes in fair value of financial instruments | 20-e | (2,016) | (5,823) |
| Net gains (losses) on disposals of financial instruments | 20-e | (27,241) | (35,401) |
| Changes in provisions for pensions and other obligations | 18.i | 22,955 | 19,429 |
| Changes in provisions required under IFRIC 12 and other provisions | 18.ii | 160,399 | 173,017 |
| Dividend income | 20-e | (663) | (1,667) |
| Interest and other income | 20-e | (545,050) | (724,040) |
| Finance costs | 20-e/3-o | 1,302,174 | 1,473,316 |
| Transfer of deferred income to profit or loss | 15 | (3,575) | (4,518) |
| Other net adjustments to profit or loss | 11 | 39,875 | 266,737 |
| Result of companies accounted for using the equity method | 13-d.iii | (3,383) | (15,251) |
| | | 3,665,291 | 3,141,293 |
| **Changes in current assets and liabilities:** | | | |
| Inventories | - | 1,127 | 3,008 |
| Trade and other receivables | - | (161,638) | 60,128 |
| Payable to suppliers and other payables | - | (6,479) | (25,281) |
| Other current liabilities | - | (28,840) | (59,449) |
| | | (195,830) | (21,594) |
| **Cash flows from (used in) operating activities** | | **3,469,461** | **3,119,699** |
| Income tax proceeds / (paid) (1) | - | (180,250) | 176,547 |
| Interest paid and hedges settled | - | (933,785) | (837,500) |
| Interest received and hedges settled | - | 82,319 | 93,627 |
| Provisions for pensions and other obligations used | 18.i | (56,204) | (62,394) |
| Other provisions used | 18.ii | (26,411) | (29,859) |
| Other payables | - | (14,576) | (11,329) |
| Grants and other deferred income received/refunded | - | 57 | 329 |
| Non-current trade and other receivables | - | 8,304 | (121) |
| **(A) Total net cash flows from (used in) operating activities** | | **2,348,915** | **2,448,999** |

These consolidated statements of cash flows should be read in conjunction with the Notes included on pages 8 to 277.

(1) In 2021, it includes tax proceeds of EUR 69.106 thousand related to tax consolidation in Spain (proceeds of EUR 486.331 thousand in 2020).

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

| | Notes | 2021 | 2020 |
|---|---|---|---|
| **Net cash flows from (used in) investing activities:** | | | |
| Business combinations net of cash and cash equivalents, and changes in the scope of consolidation | - | - | (1,693,779) |
| Other changes in the scope of consolidation [(1)] | 2-h | 54,991 | (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 | - | 204,871 | 151,705 |
| Proceeds from disposals of non-current assets | - | 16,558 | 13,626 |
| Net collection due to settlement of derivatives hedging net investments in foreign operations | - | 72,414 | - |
| Purchases of property, plant and equipment, intangible assets and other concession infrastructure | 6/7/11 | (633,885) | (477,045) |
| Dividends received from financial investments, associates and joint ventures | 8/20-e/ 24-c | 12,542 | 2,202 |
| Provisions required under IFRIC 12 used | 18.ii | (193,471) | (213,853) |
| Other [(2)] | - | (46,620) | (20,051) |
| Proceeds from the sale of operations classified as held for sale and discontinued operations [(3)] | - | 26,756 | - |
| **(B) Total net cash flows from (used in) investing activities** | | **(485,844)** | **(2,284,098)** |
| **Net cash flows from (used in) financing activities:** | | | |
| Borrowings obtained in the year | 14 | 1,660,468 | 4,987,168 |
| Repayment of borrowings in the year | 14 | (3,013,017) | (4,757,067) |
| Repayment of borrowings received from non-controlling interests | - | - | - |
| Borrowings granted by the shareholder of the Parent | 14.ii | 228,459 | - |
| Borrowings granted to associates | - | (5,335) | (1,148) |
| Repayment of borrowings granted to associates | - | - | - |
| Lease payments | - | (23,052) | (22,837) |
| Net payments due to settlement of derivatives associated with borrowings | - | (202) | (220,810) |
| Issue of other equity instruments | 13-b | 734,062 | 1,241,726 |
| Payment of interest on perpetual subordinated bonds | 13-b | (15,060) | - |
| Dividends paid to the shareholders of the Parent (net of the amounts corresponding to treasury shares and share-based payment) | 13-d | (600,579) | (873,821) |
| Treasury shares | 13-a | (8,208) | (5,390) |
| Reimbursement of share premium/Dividends/Other payments to non-controlling interests | 13-e | (40,700) | (21,715) |
| Capital increase/Other amounts received from non-controlling interests | 13-e | 23,837 | 490 |
| **(C) Total cash flows from (used in) financing activities** | | **(1,059,327)** | **326,596** |
| **(D) Effect of foreign exchange rate changes** | | **1,905** | **(34,211)** |
| **Net (decrease)/increase in cash and cash equivalents of continuing operations (A)+(B)+(C)+(D)** | | **805,649** | **457,286** |
| Opening balance of cash and cash equivalents of continuing operations | | 3,102,175 | 2,644,889 |
| Cash and cash equivalents transferred to "Non-Current Assets Classified as Held for Sale and Discontinued Operations" | - | - | - |
| **Closing balance of cash and cash equivalents of continuing operations** | **12** | **3,907,824** | **3,102,175** |
| **Net (decrease)/increase in cash and cash equivalents of discontinued operations** | **-** | **-** | **-** |
| Opening balance of cash and cash equivalents of discontinued operations | | - | - |
| Cash and cash equivalents transferred to "Non-Current Assets Classified as Held for Sale and Discontinued Operations" | | - | - |
| Changes in the scope of consolidation | | - | - |
| **Closing balance of cash and cash equivalents of discontinued operations** | **-** | **-** | **-** |

These consolidated statements of cash flows should be read in conjunction with the Notes included on pages 8 to 277.

(1) In 2021, it includes the consideration received from the sale of **Sanef Aquitaine** and **Abertis Motorways** (holder of the ownership interest in Rmg), net of the cash disposed of (see Note 2-h). In 2020, it included 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).

(2) In 2021 (as in 2020), it mainly includes new deposits.

(3) In 2021, refers to the consideration received from the sale of the ownership interest in Brebemi (see Note 3-h.i).

# NOTES TO THE CONSOLIDATED ANNUAL ACCOUNTS FOR 2021

## 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).

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 Piazza San Silvestro, 8, 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 2021 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 annual accounts of Abertis Infraestructuras, S.A. and Subsidiaries for the year ended 31 December 2021, 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 1 March 2022.

These consolidated annual accounts were prepared in accordance with the regulatory financial reporting framework applicable to the Group provided for in International Financial Reporting Standards ("IFRS-EU") 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 2021 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 annual accounts as at 31 December 2021 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 annual accounts, the accounting policies and measurement bases adopted by the Parent were applied to all the consolidated companies.

The consolidated and separate annual accounts of **Abertis** and the separate and/or consolidated annual accounts 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 annual accounts will be approved without any significant changes.

The Group's consolidated annual accounts for the year ended 31 December 2020 were approved by the shareholders at the Annual General Meeting of the Parent held on 20 April 2021.

## b) Adoption of IFRSs

The **Abertis** Group's consolidated annual accounts 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 annual accounts 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 2021

The following new amendments to the applicable accounting standards became effective in 2021:

| **New standards and amendments** | | **Obligatory application in annual reporting periods beginning on or after** |
|---|---|---|
| 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. | 01/01/21 |
| 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. | 01/01/21 |

Since their entry into force on 1 January 2021, 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 annual accounts, 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 annual accounts or because they had not yet been adopted by the European Union:

| New standards and amendments | | Obligatory application in annual reporting periods beginning on or after |
|---|---|---|
| **Approved for use in the European Union** | | |
| Amendment to IFRS 16, Leases – Covid-19-related Rent Concessions (issued in March 2021) | IFRS 16 updated to allow lessees to account for rent concessions as if they were not lease modifications. | 01/04/21 |
| Amendment to IAS 16, Property, Plant and Equipment | 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. | 01/01/22 |
| Amendment to IAS 37, 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. | 01/01/22 |
| Annual Improvements to IFRS Standards 2018-2020 Cycle (issued in May 2020) | Minor amendments to:<br>• IFRS 1, exceptions regarding the treatment of translation differences when a subsidiary adopts the IFRSs at a later date than its parent.<br>• IFRS 9, to determine that the costs to be considered in modifications of financial liabilities must only include commission paid or received by the entity or the lender and vice versa.<br>• IFRS 16, clarifies the treatment of incentives.<br>• IAS 41, removes the requirement to use a pre-tax cash flows when calculating fair value. | 01/01/22 |

| New standards and amendments | | Obligatory application in annual reporting periods beginning on or after |
|---|---|---|
| **Approved for use in the European Union** | | |
| 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. | 01/01/22 |
| 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. | 01/01/23 |
| **Not yet approved for use in the European Union** | | |
| 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 current and non-current liabilities | 01/01/23 |
| Amendment to IAS 1, Presentation of Financial Statements, and IFRS 1, Practice Statement 2: Disclosure of Accounting Policies (issued in February 2021) | Amendments helping entities in properly identifying which significant accounting policies to disclose in their financial statements. | 01/01/23 |
| Amendments to IAS 8, Accounting Policies, Changes in Accounting Estimates and Errors: Definition of Accounting Estimates (issued in February 2021) | The amendment clarifies how entities must distinguish between changes in accounting policies and changes in accounting estimates. | 01/01/23 |
| Amendment to IAS 12, Income Tax: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (issued in May 2021). | The amendment clarifies that the initial recognition exemption does not apply when there are equal amounts of deductible and taxable temporary differences (e.g., costs related to decommissioning and leases). | 01/01/23 |

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 annual accounts.

### c) Presentation and functional currency

These consolidated annual accounts are presented in the Parent'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 annual accounts 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 annual accounts 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 the circumstances. Although the estimates used were based on the best information available at the date of authorisation for issue of these consolidated annual accounts, 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 annual accounts 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 Notes 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 continuing effects of the Covid-related health crisis in 2021 and the uncertainties that the aforementioned circumstance gave rise to in making them, considering, where necessary, several future sensitised scenarios.

The consolidated annual accounts 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 annual accounts 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 annual accounts.

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 annual accounts 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 annual accounts (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 annual accounts 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 2020 contained in these consolidated annual accounts for 2021 is presented for comparison purposes only.

The consolidated balance sheet (and related disclosures) and consolidated statement of changes in equity for the year of comparison ended 31 December 2020 (included in the accompanying consolidated annual accounts have been restated (compared to the information contained in the Group's consolidated annual accounts for the year ended 31 December 2020) due to the final allocation of the purchase price of the **Erc** subgroup which **Abertis** gained control of on 30 December 2020 (see Note 5.ii). Given the date on which control was gained, the consolidated statement of profit or loss (and related disclosures), the consolidated statement of comprehensive income and the consolidated statement of cash flows for the year of comparison of 2020 have not been restated (compared to the information contained in the Group's consolidated annual accounts for the year ended 31 December 2020).

## f) Materiality

In determining the information to disclose in the notes to the consolidated annual accounts on the various line items in the consolidated annual accounts or on other matters, the Group took into consideration materiality with respect to these consolidated annual accounts for 2021.

## 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.

Subsidiaries are fully consolidated and therefore, their assets, liabilities, income, expenses and cash flows are recognised on the consolidated annual accounts from the date the subsidiaries were acquired, which is the same date **Abertis** gained effective control of them. Subsidiaries are derecognised from the scope of consolidation as from the date Abertis effectively loses control over them.

In this connection, at 31 December 2021 and 2020 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: (i) Túnels de Barcelona i Cadí, Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**); (ii) Autopistas Metropolitanas de Puerto Rico, LLC (**Metropistas**); (iii) Autopista Trados 45, S.A. (**Trados 45**); (iv) Red de Carreteras de Occidente, S.A.B. de C.V. (**Rco**); and (v) Elisabeth River Crossings, LLC (**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 2021 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 2021.

*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 from the date that significant influence commences until the date that significant influence ceases and are initially recognised at acquisition cost. This includes any costs directly attributable to the acquisition and any contingent asset or liability that depends on future events occurring or certain conditions being met, which is highly probable.

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 2021 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 annual accounts or consolidated annual accounts 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, considering 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 gain 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 annual accounts only to the extent that they arise from the interests of other investors in associates and joint ventures not related to the investor.

v) Non-controlling interests

Non-controlling interests are recognised in equity on the consolidated balance sheet, separately from the equity attributable to the shareholders of the Parent. Non-controlling interests in the consolidated profit for the year (and consolidated comprehensive income for the year) are also presented separately on the consolidated statement of profit or loss (and on the consolidated statement of comprehensive income).

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 annual accounts (the euro) is 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 judgement 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 2021 and 2020 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 2021 and 2020, together with the restatement of profit, were recognised in the consolidated statement of profit or loss for the corresponding year, after considering the effect of the merger described in Notes 1 and 6 to the consolidated annual accounts 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 2021

There were no significant changes in the scope of consolidation in 2021 or significant changes in the percentages of ownership of the consolidated companies.

Details of the changes in the year ended 31 December 2021 that did not have a significant impact are as follows:

| Company name | Company with direct shareholding and % acquired/maintained | | Consolidation method | Date | Cost/Selling price (Millions of euros) | % acquired/ sold/liquidated by Abertis | % Owned by Abertis at 31/12/21 |
|---|---|---|---|---|---|---|---|
| **Disposals:** | | | | | | | |
| Abertis Motorways UK, Ltd. | Abertis Infraestructuras, S.A. | 100% | Full consolidation | Nov 2021 | - | 100% | - |
| Road Management Group Ltd. (Rmg) | Abertis Motorways UK, Ltd. | 33.33% | Equity method | Nov 2021 | - | 33.33% | - |
| | | 33.33% | | | 36.8 | 33.33% | - |
| Alienor, S.A.S. | Société des Autoroutes du Nord-Est de la France, S.A (**Sanef**) | 35% | Equity method | December 2021 | 204.9 | 35% | - |
| Sanef Aquitaine, S.A.S. | Société des Autoroutes du Nord-Est de la France, S.A (**Sanef**) | 100% | Full consolidation | December 2021 | 18.5 | 100% | - |
| **Incorporations:** | | | | | | | |
| Abertis Gestión Viaria, S.A. | Abertis Autopistas España, S.A. | 100% | Full consolidation | January 2021 | 0 | 100% | 100% |
| Emovis Operations Chile S.p.A. | Emovis SAS | 100% | Full consolidation | February 2021 | 0 | 100% | 100% |
| AMS Operations UK Ltd. | Abertis Mobility Services, S.L.U. | 100% | Full consolidation | April 2021 | 0 | 100% | 100% |
| Hub & Park SAS | Eurotoll SAS | 100% | Full consolidation | May 2021 | 0 | 100% | 100% |
| AMS Mobility Services Spain S.L. | AMS Mobility Services S.L. | 100% | Full consolidation | July 2021 | 0 | 100% | 100% |
| **Liquidations:** | | | | | | | |
| Pedemontana Veneta S.p.A. | Autostrada Bs Vr Vi Ps S.p.A. | 31.92% | Equity method | May 2021 | 0 | 28.74% | - |
| Tolling Operations PuertoRico Inc. | Emovis SAS | 100% | Full consolidation | July 2021 | 0 | 100% | - |

In addition, the following transactions were carried out in the year ended 31 December 2021 between consolidated companies which, therefore, did not have any impact on the consolidated annual accounts for 2021:

| Selling/Spun-off company | Buying/Resulting company | Comments | Date |
|---|---|---|---|
| **Merger:** | | | |
| Autopistas Aumar, S.A Concesionaria del Estado (**Aumar**)<br>Abertis Autopistas España, S.A. | Abertis Autopistas España, S.A. | Merger by absorption of **Aumar** (absorbed company) by Abertis Autopistas España (absorbing company). | 6/9/21[1] |

[1] Merger completed on 6 September 2021, although with accounting effect from 1 January 2021.

ii) 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 | | Consolidation method | Date | Cost/Selling price (Millions of euros) | % acquired/ sold/liquidated by Abertis | % owned by Abertis at 31/12/20 |
|---|---|---|---|---|---|---|---|
| **Acquisitions:** | | | | | | | |
| 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. **(Rco)** | Infraestructuras Viarias Mexicanas, S.A. de C.V. (**Ivm**) (1) | 51.26% | Full consolidation | May 2020 | 1,475 | 51.26% | 53.12% |
| Red de Carreteras de Occidente, S.A.B. de C.V. **(Rco)** | Infraestructuras Viarias Mexicanas, S.A. de C.V. (**Ivm**) (1) | 1.86% | Full consolidation | July 2020 | 46 | 1.86% | 53.12% |
| | | 53.12% | | | 1,521 | 53.12% | 53.12% |
| Elisabeth River Crossings, Holdco LLC (**Erc**) | Virginia Tollroad TransportCo, LLC | 100% | Full consolidation | December 2020 | 585 | 55.20% | 55.20% |
| **Disposals:** | | | | | | | |
| Alis, S.A. | Société des Autoroutes du Nord-Est de la France, S.A (**Sanef**) and Société des autoroutes Paris-Normandie, S.A. (**Sapn**) | 19.67% | Equity method | June 2020 | 152 | 19.67% | - |
| **Incorporations:** | | | | | | | |
| Abertis USA Holdco, LLC (2) | Abertis Infraestructuras, S.A. | 100% | Full consolidation | Nov 2020 | 0 | 100% | 100% |
| Virginia Tollroad TransportCo, LLC (2) | Abertis USA Holdco, LLC | 55.20% | Full consolidation | Nov 2020 | 0 | 55.20% | 55.20% |

| **Company name** | **Company with direct shareholding and % acquired/maintained** | | **Consolidation method** | **Date** | **Cost/Selling price (Millions of euros)** | **% acquired/ sold/liquidated by Abertis** | **% owned by Abertis at 31/12/20** |
|---|---|---|---|---|---|---|---|
| **Liquidations:** | | | | | | | |
| Trans-Canada Flow Tolling, Inc | Emovis S.A.S. | 50.00% | Equity method | August 2020 | 0 | 50.00% | - |

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

(2) 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.

## 3. ACCOUNTING POLICIES

The principal accounting policies used in preparing the consolidated annual accounts, in accordance with International Financial Reporting Standards (IFRS-EU) and the interpretations in force when the consolidated annual accounts 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. Changes to initially established policies are accounted for as a change in accounting estimates (with a prospective impact).

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 | 5-33 % |
| Tools | 5-30 % |
| Other fixtures | 5-33 % |
| Furniture | 10-20 % |
| Computer hardware | 20-33 % |
| Other items of property, plant and equipment | 8-25 % |
| Other toll road management assets: | |
| Toll facilities | 6-20 % |
| Toll machinery | 6-20 % |
| 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 (except goodwill and any assets with an indefinite useful life) 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, during the construction period, as intangible assets by reference to the stage of completion or as or financial assets according to the type of contractual right received; 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-v), **Conipsa** and **Coviqsa**, 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.

The Group assesses whether the useful life of each intangible asset is finite or indefinite. An intangible asset is deemed to have an indefinite useful life when there is no foreseeable limit to the period over which the asset will generate net cash inflows.

The Group's 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, Mexico and India, 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 Nota 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.iv). 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** considered that there was 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 Company 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 2021 (as at 2020 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 (Note 11) and other financial assets (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 currencies other than the euro (with respect to each Group company that owns such assets) is determined in that currency other than the euro 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 accounting hedges or not, were recognised either at fair value (both on initial recognition and on subsequent measurement) 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 (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 items that may be hedged.

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 would relate primarily to any 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 or it has been decided not to designate it as an accounting hedge, 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 90 million and EUR 223 million at 31 December 2021 and 2020, 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 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.

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.

The Group recognises initial and subsequent impairment losses on assets classified in this category with a charge to continuing operations on the consolidated statement of profit or loss, unless they are connected with a discontinued operation.

At 31 December 2021, the Group has no "Non-current Assets and Disposal Groups held for Sale". At 2020 year-end, non-current assets and disposal groups classified as held for sale related, 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. These assets were fully divested in 2021 with no impact on the Group's equity following the negative valuation adjustment of EUR 6,011 thousand recognised in 2020.

i) 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 2021, as at 31 December 2020, 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.

Current tax comprises the income tax payable on consolidated taxable profit or any income tax rebates due resulting from positing a tax loss. Current tax assets or liabilities are measured at the amount expected to be paid or recovered from the tax authorities, using the tax legislation and tax rates approved or pending approval at the end of the reporting period.

Deferred tax liabilities are the amounts of income tax payable in future periods in respect of taxable temporary differences, whereas deferred tax assets are the amounts of income tax recoverable in future periods in respect of deductible temporary differences, unused tax loss carried forward and unused tax credits carried forward. 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 annual accounts, 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 annual accounts 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.

## l) 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 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.

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 mentioned in point e) of this note.

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 annual accounts.

## n) Provisions and contingencies

At the date of authorisation for issue of these consolidated annual accounts, 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 2021 or 2020.

At 2021 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 as 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

On the consolidated statement of cash flow (prepared using the indirect method), the following expressions are used with the meanings indicated:

- 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, United States, 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 Company'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:

| **31/12/21** | Functional currency | Revenue | % | Gross result from operations | % | Net result [1] | % |
|---|---|---|---|---|---|---|---|
| Mainly Arteris subgroup (Brazil) | BRL | 429,487 | 8.8% | 256,513 | 7.6% | (203,647) | (2,821.8%) |
| Mainly Invin subgroup and Abertis Chile (Chile) | CLP | 494,544 | 10.2% | 394,029 | 11.8% | 18,055 | 250.2% |
| Rco subgroup (Mexico) | MXN | 443,416 | 9.1% | 364,628 | 10.9% | 18,049 | 250.1% |
| GCO and Ausol (Argentina) | ARS | 125,493 | 2.6% | 22,426 | 0.7% | (10,229) | (141.7%) |
| Mainly Erc (US), APR and Metropistas (Puerto Rico) | USD | 245,943 | 5.1% | 160,205 | 4.8% | 332 | 4.6% |
| Other [2] | Other | 83,355 | 1.7% | 27,789 | 0.8% | (1,796) | (24.9%) |
| Contribution in foreign currency | | 1,822,238 | 37.5% | 1,225,590 | 36.6% | (179,236) | (2,483.5%) |
| Total Abertis | | 4,853,694 | | 3,351,255 | | 7,217 | |

(1) Contributions in foreign currency to the 2021 consolidated statement of profit or loss reduced due to asset impairment in Brazil by a net amount of EUR -200,171 thousand. The contributions to the consolidated statement of profit or loss for year 2021 also include the impact of the revaluation of assets and liabilities carried out in 2019 in relation to the purchase price allocation after the takeover of **Abertis** and subsequent merger of **Abertis** with Abertis Participaciones, S.A.U.

(2) 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.

| **31/12/20** | Functional currency | Revenue | % | Gross result from operations | % | Net result [(1)] | % |
|---|---|---|---|---|---|---|---|
| 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) [(2)] | USD | 124,473 | 3.1% | 80,118 | 3.0% | (9,520) | (2.4%) |
| Other [(3)] | 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) | |

(1) 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 2019 in relation to the purchase price allocation after the takeover of **Abertis** and subsequent merger of **Abertis** with Abertis Participaciones, S.A.U.

(2) 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.

(3) 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:

| | | **2021** | | | | **2020 [(*)]** | | | |
|---|---|---|---|---|---|---|---|---|---|
| | Functional currency | Total assets | % | Equity | % | Total assets | % | Equity | % |
| Mainly Arteris subgroup (Brazil) [(1)] | BRL | 1,194,671 | 2.6% | (1,414,142) | (16.5%) | 1,249,916 | 2.7% | (946,067) | (11.0%) |
| Mainly Invin subgroup and Abertis Chile (Chile) [(1)] | CLP | 3,648,040 | 8.0% | 1,296,468 | 15.1% | 4,409,881 | 9.5% | 1,576,071 | 18.3% |
| Rco subgroup (Mexico) | MXN | 5,074,743 | 11.2% | 1,336,754 | 15.6% | 4,738,757 | 10.2% | 1,150,275 | 13.4% |
| Mainly Erc (US) and APR and Metropistas (Puerto Rico) [(2) / (*)] | USD | 2,795,503 | 6.2% | 810,639 | 9.4% | 2,513,104 | 5.4% | 701,482 | 8.1% |
| Other [(3)] | Other | 223,469 | 0.5% | (21,535) | (0.2%) | 212,371 | 0.4% | (17,181) | (0.2%) |
| Contribution in foreign currency | | 12,936,426 | 28.5% | 2,008,184 | 23.4% | 13,124,029 | 28.2% | 2,464,580 | 28.6% |
| Total Abertis | | 45,380,435 | | 8,587,423 | | 46,615,927 | | 8,604,494 | |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5).

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

(2) Includes ERC (acquired on 30 December 2020 (see Note 2-h)) with a contribution to the Group's total assets and equity of EUR 1,679,679 thousand and EUR 515,702 thousand, respectively (2020: EUR 1,510,934 and EUR 462,477 thousand, respectively).

(3) Due mainly to the Indian rupee (INR).

In addition to the effect during the year of the increase in traffic levels after the most significant restrictions on movement imposed due to Covid-19 in 2020 were lifted, the contribution to the consolidated statement of profit or loss for 2021 of the companies that operate in Brazilian reais, Argentine pesos and US dollars was adversely affected by the depreciation in the average value of the aforementioned currencies against the euro in 2021 (depreciation also in 2020). These impacts on the contribution to the consolidated statement of profit or loss of the companies that operate in currencies other than the euro were partially offset by the appreciation of the average value of the Chilean peso and Mexican peso against the euro during the year (depreciation in 2020), and contribution of **ERC** (US dollars), which was included in the scope of consolidation on 30 December 2020 (therefore, no contribution to profit or loss in 2020).

The contribution to the consolidated balance sheet as at 31 December 2021 of the companies that operate in Brazilian reais, Mexican pesos and US dollars was affected by the appreciation in the year-end exchange rate of the aforementioned currencies in 2021 (depreciation in 2020). These impacts on the contribution to the consolidated balance sheet of the companies that operate in currencies other than the euro were partially offset by the depreciation in the year-end exchange rate of the Chilean peso and Argentine peso against the euro (also depreciation in 2020) and, in the case of Brazil, the impairment loss registered in 2021 (see Note 7.iv).

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 | 2021 | | | | 2020 (*) | | | |
|---|---|---|---|---|---|---|---|---|
| Functional currency | Revenue | Gross result from operations | Net result (1) | Equity (2) | Revenue | Gross result from operations | Net result | Equity (1) / (*) |
| 10% change: | | | | | | | | |
| BRL | 42.9 | 25.7 | (20.4) | 54.0 | 43.3 | 23.4 | (3.9) | 93.6 |
| CLP | 49.5 | 39.4 | 1.8 | 133.7 | 37.0 | 28.1 | (4.9) | 159.2 |
| MXN (3) | 44.3 | 36.5 | 1.8 | 300.5 | 34.3 | 23.6 | (1.9) | 281.4 |
| ARS | 12.5 | 2.2 | (1.0) | 8.7 | 8.4 | 1.4 | (2.7) | 8.9 |
| USD (4) / (*) | 24.6 | 16.0 | 0.0 | 153.4 | 12.4 | 8.0 | (0.9) | 144.3 |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5).

(1) In the case of BRL (Brazil), the sensitivity of net profit or loss without including the impairment loss registered in 2021 would be EUR -3.5 million.

(2) Impact on equity of translation differences arising on consolidation.

(3) For 2020, sensitivity of the profit or loss aggregates based on a 12-month pro-forma contribution.

(4) 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 rate risk management is to achieve a balance in the debt structure that makes it possible to minimise volatility in the statement of profit or loss over a multi-year time horizon. In this regard, at 31 December 2021, 77% of borrowings were at fixed interest rates or fixed through hedging (31 December 2020: 78%), in line with Group policy, with the estimated net impact after taxes (and before non-controlling interests) on profit or loss of a change of 50 basis points in the interest rate on floating rate debt of EUR 23.0 million in 2021 (2020: EUR 22.7 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 receivables 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 categories of each entity, is reviewed periodically in order to actively manage 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 2021 and 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 after 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.

vi) Climate change

Lastly, as a member of the United Nations Global Compact since 2005 and having incorporated the Agenda 2030 goals into its corporate strategy and business model, **Abertis** annually publishes information on climate change risks and other reporting on the organisation's environmental, social and governance performance in the directors' report accompanying the 2021 consolidated annual accounts and the appendix thereto, all in accordance with the main pertinent international standards. **Abertis** has also been part of the Carbon Disclosure Project programme since 2010, completing the questionnaire on climate change and openly publishing it for all stakeholders to see (including the investment community). The questionnaire covers the risks and opportunities due to climate change for the organisation and the work carried out to manage them, along with the related key performance indicators and other matters.

As disclosed in the section on risks in the directors' report accompanying the notes to the consolidated annual accounts, work began in 2021 to quantify the financial impact of the risks and opportunities due to climate change for the organisation's activities. As this project progresses, the measures needed to be considered when preparing the organisation's future annual accounts will be identified and evaluated.

A new Sustainability Policy has also been prepared and approved in 2021 for the period 2022-2030, containing new greenhouse gas emission targets that are aligned with scientific opinion to restrict warming to 1.5 degrees (as per the agreements reached during the Paris Climate Conference). It also has a three-year action plan to allocate and manage the resources needed to achieve the objectives set. Lastly, **Abertis** is subject to annual independent assessments by financial analysts regarding environmental, social and governance matters which are disclosed in the directors' report accompanying the notes to the consolidated annual accounts and the appendix thereto.

In this regard, the associated estimated impacts have been factored into the Group's projections based on current available information.

## 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:

| **31/12/21** | **Level 1** | **Level 2** | **Level 3** | **2021** |
|---|---|---|---|---|
| **Assets** | | | | |
| Financial assets at fair value through equity | - | - | 29,006 | 29,006 |
| Derivative financial instruments: | | | | |
| Cash flow hedges | - | 13,450 | - | 13,450 |
| Fair value hedges | - | - | - | - |
| Hedges of a net investment in a foreign operation | - | 38,797 | - | 38,797 |
| Derivatives that do not qualify for hedge accounting as financial or accounting hedges | - | - | - | - |
| Total derivative financial instruments | - | 52,247 | - | 52,247 |
| **Total assets** | **-** | **52,247** | **29,006** | **81,253** |
| **Liabilities** | | | | |
| Derivative financial instruments: | | | | |
| Cash flow hedges | - | 162,281 | - | 162,281 |
| Fair value hedges | - | - | - | - |
| Hedges of a net investment in a foreign operation | - | - | - | - |
| Total derivative financial instruments | - | 162,281 | - | 162,281 |
| Borrowings subject to fair value hedging | - | - | - | - |
| Other liabilities at fair value | - | - | - | - |
| **Total liabilities** | **-** | **162,281** | **-** | **162,281** |

| **31/12/20** | **Level 1** | **Level 2** | **Level 3** | **2020** |
|---|---|---|---|---|
| **Assets** | | | | |
| Financial assets at fair value through equity [1] | - | - | 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 that do not qualify for hedge accounting as financial or accounting hedges | - | - | - | - |
| Total derivative financial instruments | - | 109,315 | - | 109,315 |
| **Total assets** | **-** | **109,315** | **72,876** | **182,191** |
| **Liabilities** | | | | |
| 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 | - | - | - | - |
| **Total liabilities** | **-** | **250,649** | **-** | **250,649** |

(1) 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).

In 2021 and 2020 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 traded 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 2021 and 2020 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 annual accounts, plus net debt to these banks.

In 2020 the Group's strategy in this connection did not change significantly. In this respect, at 31 December 2021, the leverage ratio remains on a par with 2020 levels.

At 31 December 2021 and 2020, the leverage ratios were as follows:

| | **31/12/21** | **31/12/20**, restated (*) |
|---|---|---|
| Bond issues and bank borrowings (1) (Note 14) | 28,358,569 | 29,186,317 |
| Cash and cash equivalents (Note 12) | (3,907,824) | (3,102,175) |
| Bond issues and bank borrowings, net | 24,450,745 | 26,084,142 |
| Equity (Note 13) | 8,587,423 | 8,604,494 |
| Total capital | 33,038,168 | 34,688,636 |
| **Leverage ratio** | **74.0%** | **75.2%** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5).

(1) 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

There were no business combinations in 2021 that were material with respect to the accompanying consolidated annual accounts.

Meanwhile, the most significant business combinations in 2020 related 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 875 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 14 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<br>Purchase price | 100% | 51.26% (2) |
|---|---|---|
| Number of shares | 28,715,021,303 | 14,719,607,070 |
| Total purchase price (1) | 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 |

(1) 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".

(2) 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** 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 (not tax deductible), 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 (PPA) 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 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 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:

| | Value acquired (100%) | | |
|---|---|---|---|
| Debit/(Credit) | Fair value | Carrying amount (1) | Revaluation |
| Cash and cash equivalents | 282,426 | 282,426 | - |
| Property, plant and equipment | 6,408 | 6,408 | - |
| Concessions and other intangible assets (2) | 4,696,284 | 1,766,338 | 2,929,946 |
| Financial assets (3) | 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 (4) | (319,375) | (277,755) | (41,620) |
| Net deferred tax assets / (liabilities) | (579,394) | 258,160 | (837,554) |
| **Net assets** | **2,063,280** | **108,988** | **1,954,292** |
| Non-controlling interests | - | - | - |
| **Net assets acquired** | **2,063,280** | **108,988** | **1,954,292** |
| Total purchase price | 2,878,180 | 2,878,180 | |
| Cash and cash equivalents | (282,426) | (282,426) | |
| **14,145,732** | **2,595,754** | **2,595,754** | |

(1) 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).

(2) The revaluation of "Concessions and Other Intangible Assets" relates to the revaluation of the administrative concessions.

(3) 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.

(4) 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:

| | **Rco** | |
|---|---|---|
| | Contribution, 2020 (8 months) | Proforma 2020 (2) |
| Operating income | 230,009 | 342,963 |
| Operating expenses | (46,311) | (107,012) |
| EBITDA | 183,698 | 235,951 |
| Net result (1) | (4,572) | (18,965) |

(1) 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.

(2) 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.

At the date of preparation of the accompanying consolidated annual accounts, the business combination of the **Rco** subgroup is deemed to be final because 12 months have elapsed since the subgroup was acquired (May 2020). In this respect, there have been no changes regarding the allocation of the fair value of the acquired assets and liabilities described in Note 5.i to the 2020 consolidated annual accounts.

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

With regard to the business combination performed in 2020 after control of the US toll tunnel concession operator Elizabeth River Crossings (**Erc**) was gained on December 30th, 2020, within the period of one year from the date on which this was formalised as stipulated in IFRS 3, the Group altered the values recognised in the 2020 consolidated annual accounts as it had more information enabling it to perform a more accurate assessment of the purchase price allocation process.

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 included 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 term running to 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 acquisitions by **Abertis** at the acquisition date is as follows:

| Thousands of euros<br>Purchase price | 100% | 55.20% |
|---|---|---|
| Total purchase price (1) | 1,059,306 | 584,737 |
| Fair value of the net assets acquired | 1,038,623 | 573,320 |
| Resulting goodwill | 20,683 | 11,417 |

(1) Relating to the cash paid (USD 1,253,703 thousand, equal to EUR 1,021,677 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 this regard, the foregoing, together with the development of the current infrastructure concession portfolio of **Erc**, and the synergies and other additional future cash flows that are expected to be generated by the Group following the acquisition, 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 11 million, which is based on the existence of a single cash-generating unit consisting of the **Erc** 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 (PPA) 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 5.76% in US dollars.

b) Financial debt

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 bases, which have also been updated in accordance with the criteria established in US tax regulations.

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

| | Value acquired (100%) | | |
|---|---|---|---|
| Debit/(Credit) | Fair value | Carrying amount | Revaluation |
| Cash and cash equivalents | 83,942 | 83,942 | - |
| Property, plant and equipment | - | - | - |
| Concessions and other intangible assets (1) | 1,983,028 | 918,376 | 1,064,652 |
| 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 | (946,885) | (909,582) | (37,303) |
| Other financial liabilities | - | - | - |
| Provisions | (51,081) | (51,081) | - |
| Net deferred tax assets / (liabilities) (2) | (20,318) | - | (20,318) |
| **Net assets** | **1,038,623** | **31,592** | **1,007,031** |
| Non-controlling interests | - | - | - |
| **Net assets acquired** | **1,038,623** | **31,592** | **1,007,031** |
| Total purchase price | 1,059,306 | 1,059,306 | |
| Cash and cash equivalents | (83,942) | (83,942) | |
| **14,145,732** | **975,364** | **975,364** | |

(1) The revaluation of "Concessions and Other Intangible Assets" relates to the revaluation of the administrative concessions.

(2) In accordance with US tax regulations, part of the cost of the business combination will be considered as the tax value of the assets and liabilities acquired and, consequently, a tax effect has only been generated due to the difference between the accounting and tax values (also partially updated in accordance with the criteria established in US tax regulations) of the net assets acquired.

Because of the acquisition date, the acquisition did not have any effect on the Group's 2020 consolidated statement of profit or loss. If the acquisition of **Erc** had been carried out with effect 1 January 2020, meaning the aforementioned subgroup would have been fully consolidated 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:

| | Proforma 2020 |
|---|---|
| Operating income | 77,412 |
| Operating expenses | (40,603) |
| EBITDA | 36,809 |
| Net result (1) | (39,156) |

(1) 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.

At the date of preparation of the accompanying consolidated annual accounts, the business combination of the **Erc** subgroup is deemed to be final because 12 months have elapsed since the subgroup was acquired (30 December 2020).

In this respect, the aforementioned review of the purchase price allocation of the **Erc** subgroup led to an increase in goodwill of EUR 11,417 thousand after conducting a more accurate assessment of the purchase price allocation process, concerning the allocation of the fair value of the acquired assets and liabilities described in Note 5.ii to the 2020 consolidated annual accounts:

(i) an increase in the concession asset of EUR 36,892 thousand to EUR 1,983,028 thousand;

(ii) an increase in the fair value of the financial debt of EUR 37,303 thousand to EUR 946,885 thousand; and

(iii) recognition of a bigger net deferred tax liability of EUR 20,318 thousand: bigger deferred tax asset of EUR 10,072 thousand associated with the EUR 37,303 thousand increase in the value of the aforementioned debt and a bigger deferred tax liability of EUR 30,390 thousand in connection with the tax effect of the revaluation of the concession asset compared to its tax base, which has also been updated in accordance with the criteria established in US tax regulations.

The impact of the review of the purchase price allocation regarding the acquisition of the **Erc** subgroup vis-à-vis the consolidated balance sheet included in the 2020 consolidated annual accounts is as follows:

| | **31/12/20** | **Review of Erc PPA** | **31/12/20 Restated** |
|---|---|---|---|
| **ASSETS** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 425,872 | - | 425,872 |
| Goodwill | 8,377,959 | 11,417 | 8,389,376 |
| Other intangible assets | 29,196,877 | 36,892 | 29,233,769 |
| Intangible assets | 37,574,836 | 48,309 | 37,623,145 |
| Investments in associates and interests in joint ventures | 291,635 | - | 291,635 |
| Financial assets at fair value through equity | 54,013 | - | 54,013 |
| Non-current financial assets | 345,648 | - | 345,648 |
| Concession arrangements - financial asset model | 2,072,707 | - | 2,072,707 |
| Receivables from companies accounted for using the equity method | 19,386 | - | 19,386 |
| Other financial assets | 186,644 | - | 186,644 |
| Derivative financial instruments | 39,314 | - | 39,314 |
| Other non-current financial assets | 2,318,051 | - | 2,318,051 |
| Other assets | 2,142 | - | 2,142 |
| Deferred tax assets | 1,234,445 | 10,072 | 1,244,517 |
| **Non-current assets** | **41,900,994** | **58,381** | **41,959,375** |
| **Current assets** | | | |
| Inventories | 7,527 | - | 7,527 |
| Trade receivables | 542,720 | - | 542,720 |
| Current tax assets | 254,937 | - | 254,937 |
| Concession arrangements - financial asset model | 98,176 | - | 98,176 |
| Receivables from companies accounted for using the equity method | 41 | - | 41 |
| Other financial assets | 115,927 | - | 115,927 |
| Derivative financial instruments | 70,001 | - | 70,001 |
| Other current financial assets | 284,145 | - | 284,145 |
| Other assets | 438,299 | - | 438,299 |
| Cash and cash equivalents | 3,102,175 | - | 3,102,175 |
| **Current assets** | **4,629,803** | **-** | **4,629,803** |
| Non-current assets classified as held for sale and discontinued operations | 26,749 | - | 26,749 |
| **Assets** | **46,557,546** | **58,381** | **46,615,927** |

| | 31/12/20 | Review of Erc PPA | 31/12/20 Restated |
|---|---|---|---|
| **EQUITY** | | | |
| **Share capital and reserves attributable to shareholders of the Parent** | | | |
| Share capital | 2,734,696 | - | 2,734,696 |
| Treasury shares | (12,783) | - | (12,783) |
| Other equity instruments | 1,241,726 | - | 1,241,726 |
| Reserves | (476,110) | - | (476,110) |
| Retained earnings and other reserves | 2,156,085 | - | 2,156,085 |
| | **5,643,614** | **-** | **5,643,614** |
| **Non-controlling interests** | **2,970,192** | **(9,312)** | **2,960,880** |
| **Equity** | **8,613,806** | **(9,312)** | **8,604,494** |
| **LIABILITIES** | | | |
| **Non-current liabilities** | | | |
| Bond issues and bank borrowings | 26,572,762 | 37,303 | 26,610,065 |
| Derivative financial instruments | 241,892 | - | 241,892 |
| Other financial liabilities | 181,505 | - | 181,505 |
| Non-current financial liabilities | 26,996,159 | 37,303 | 27,033,462 |
| Employee benefit obligations | 102,735 | - | 102,735 |
| Other provisions | 1,253,948 | - | 1,253,948 |
| Long-term provisions | 1,356,683 | - | 1,356,683 |
| Deferred income | 42,975 | - | 42,975 |
| Deferred tax liabilities | 5,337,889 | 30,390 | 5,368,279 |
| Other liabilities | 161,955 | - | 161,955 |
| **Non-current liabilities** | **33,895,661** | **67,693** | **33,963,354** |
| **Current liabilities** | | | |
| Bond issues and bank borrowings | 2,576,252 | - | 2,576,252 |
| Derivative financial instruments | 8,757 | - | 8,757 |
| Other financial liabilities | 102,435 | - | 102,435 |
| Current financial liabilities | 2,687,444 | - | 2,687,444 |
| Employee benefit obligations | 71,746 | - | 71,746 |
| Other provisions | 361,795 | - | 361,795 |
| Short-term provisions | 433,541 | - | 433,541 |
| Payable to suppliers and other payables | 648,015 | - | 648,015 |
| Current tax liabilities | 201,125 | - | 201,125 |
| Other liabilities | 77,954 | - | 77,954 |
| **Current liabilities** | **4,048,079** | **-** | **4,048,079** |
| Liabilities associated with non-current assets classified as held for sale and discontinued operations | - | - | - |
| **Liabilities** | **37,943,740** | **67,693** | **38,011,433** |
| **Equity and liabilities** | **46,557,546** | **58,381** | **46,615,927** |

Thus, as explained in Note 2-e, solely and exclusively for comparative purposes the consolidated balance sheet (and related disclosures) and consolidated statement of changes in equity for the year of comparison ended 31 December 2020 (included in the accompanying consolidated annual accounts have been restated compared to the information contained in the Group's consolidated annual accounts for the year ended 31 December 2020.

Lastly, no other significant business combinations were completed in 2020.

## 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 |
|---|---|---|---|---|---|---|---|
| **01/01/21** | | | | | | | |
| 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) |
| **Carrying amount** | **48,917** | **22,998** | **28,634** | **172,142** | **88,185** | **64,996** | **425,872** |
| **2021** | | | | | | | |
| Opening carrying amount | 48,917 | 22,998 | 28,634 | 172,142 | 88,185 | 64,996 | 425,872 |
| Exchange differences (1) | - | 382 | 49 | 900 | 196 | 2,556 | 4,083 |
| Additions | 2,815 | 232 | 4,463 | 37,604 | 9,551 | 21,311 | 75,976 |
| Disposals (net) | - | - | (2,109) | (9,697) | (1,334) | (1,377) | (14,517) |
| Transfers | 6,832 | (2,344) | 1,962 | 31,728 | 23 | (7,063) | 31,138 |
| Changes in the scope of consolidation and business combinations | - | - | (173) | (51) | - | - | (224) |
| Depreciation charge | (14,293) | (1,299) | (7,884) | (49,420) | (19,320) | (9,182) | (101,398) |
| Impairment losses | - | - | - | - | - | - | - |
| Other | - | - | - | - | - | - | - |
| **Closing carrying amount** | **44,271** | **19,969** | **24,942** | **183,206** | **77,301** | **71,241** | **420,930** |
| **At 31 December 2021** | | | | | | | |
| Cost | 70,976 | 21,734 | 25,992 | 321,814 | 123,726 | 98,923 | 663,165 |
| Accumulated depreciation and impairment losses | (26,705) | (1,765) | (1,050) | (138,608) | (46,425) | (27,682) | (242,235) |
| **Carrying amount** | **44,271** | **19,969** | **24,942** | **183,206** | **77,301** | **71,241** | **420,930** |

(1) Including an impact of EUR 3,763 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 |
|---|---|---|---|---|---|---|---|
| **01/01/20** | | | | | | | |
| 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) |
| **Carrying amount** | **59,535** | **25,975** | **30,119** | **180,543** | **85,971** | **68,925** | **451,068** |
| **2020** | | | | | | | |
| Opening carrying amount | 59,535 | 25,975 | 30,119 | 180,543 | 85,971 | 68,925 | 451,068 |
| Exchange differences [(1)] | - | (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 | - | - | - | - | - | - | - |
| **Closing carrying amount** | **48,917** | **22,998** | **28,634** | **172,142** | **88,185** | **64,996** | **425,872** |
| **At 31 December 2020** | | | | | | | |
| 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) |
| **Carrying amount** | **48,917** | **22,998** | **28,634** | **172,142** | **88,185** | **64,996** | **425,872** |

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

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

| | **31/12/21** | | **31/12/20** | |
|---|---|---|---|---|
| | Currency | Euros | Currency | Euros |
| France (euro) | 183,108 | 183,108 | 174,053 | 174,053 |
| Italy (euro) | 37,532 | 37,532 | 38,947 | 38,947 |
| Brazil (Brazilian real, BRL) | 204,106 | 32,346 | 220,904 | 34,660 |
| Chile (Chilean peso, CLP) | 16,052,340 | 16,635 | 17,518,234 | 20,093 |
| Puerto Rico (US dollar, USD) | 35,768 | 31,580 | 36,082 | 29,404 |
| Mexico (Mexican peso, MXN) | 153,120 | 6,616 | 181,123 | 7,418 |
| Argentina (Argentine peso, ARS) | 1,797,624 | 15,449 | 1,303,187 | 12,622 |
| Other | - | 8,461 | - | 9,081 |
| **Net property, plant and equipment owned by Group companies located abroad** | **-** | **331,727** | **-** | **326,278** |

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 increase in the year-end exchange rates of the Brazilian real, the Mexican peso and the US dollar, partially offset by the depreciation of the closing exchange rate of the Chilean peso and Argentine peso.

Meanwhile, in 2020 exchange differences related 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).

The additions in 2021 relate mainly to certain upgrades to assets of the **Sanef** subgroup amounting to EUR 34 million (2020: EUR 32 million).

The variations in 2020 arising from changes in the scope of consolidation and business combinations related 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 2021 or 2020.

At 31 December 2021 (as at 31 December 2020), property, plant and equipment did not include returnable assets of a material net amount.

The detail of “Right-of-use Assets” is as follows:

| | **31/12/21** | **31/12/20** |
|---|---|---|
| Land and buildings | 62,229 | 66,457 |
| Other | 15,072 | 21,728 |
| | **77,301** | **88,185** |

The detail of "Other" is as follows:

| | **31/12/21** | **31/12/20** |
|---|---|---|
| Property, plant and equipment in the course of construction | 27,433 | 25,501 |
| Other items of property, plant and equipment, net | 43,808 | 39,495 |
| | **71,241** | **64,996** |

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 2021 did not reveal any indications of impairment or, therefore, the need to recognise significant impairment losses (as was also the case at 2020 year-end).

Also, at 31 December 2021 the Group had firm property, plant and equipment purchase commitments amounting to EUR 710 thousand corresponding to assets of **Globalcar** (2020 year-end: EUR 26,159 thousand corresponding mainly to assets of **Regis Bittencourt**).

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

| | **31/12/21** | **31/12/20** |
|---|---|---|
| Metropistas | 52,009 | 45,415 |
| A4 subgroup | 12,995 | 12,995 |
| TTPL | 466 | 451 |
| JEPL | 176 | 161 |
| | 65,646 | 59,022 |

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: Administrative concessions | Other intangible assets: Computer software | Other intangible assets: Other | Other intangible assets: Total |
|---|---|---|---|---|---|
| **At 1 January 2021** Restated (*) | | | | | |
| Cost | 8,389,376 | 34,496,801 | 72,371 | 136,547 | 34,705,719 |
| Accumulated amortisation and impairment losses | - | (5,428,220) | (22,470) | (21,260) | (5,471,950) |
| **Carrying amount** | **8,389,376** | **29,068,581** | **49,901** | **115,287** | **29,233,769** |
| **2021** | | | | | |
| Opening carrying amount | 8,389,376 | 29,068,581 | 49,901 | 115,287 | 29,233,769 |
| Translation differences | 25,569 | 218,421 | (159) | - | 218,262 |
| Additions | - | 533,280 | 18,851 | 9,190 | 561,321 |
| Disposals (net) | - | - | (326) | (536) | (862) |
| Transfers (1) | - | 218,031 | 1,229 | (7,374) | 211,886 |
| Changes in the scope of consolidation and business combinations | - | - | - | - | - |
| Amortisation charge | - | (2,265,563) | (15,278) | (9,626) | (2,290,467) |
| Impairment losses (see section iv) | - | (702,614) | - | - | (702,614) |
| Other (2) | - | (46,851) | - | - | (46,851) |
| **Closing carrying amount** | **8,414,945** | **27,023,285** | **54,218** | **106,941** | **27,184,444** |
| **At 31 December 2021** | | | | | |
| Cost | 8,414,945 | 29,780,297 | 80,777 | 138,006 | 29,999,080 |
| Accumulated amortisation and impairment losses | - | (2,757,012) | (26,559) | (31,065) | (2,814,636) |
| **Carrying amount** | **8,414,945** | **27,023,285** | **54,218** | **106,941** | **27,184,444** |

(*) Due to the application of IFRS 3, as indicated in Note 5 (final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the **Erc** Group).

(2) Transfers in 2021 under "Administrative Concessions" mainly concern the reclassification to intangible assets of the net revaluation of Government Agreement 186/2013 (**Aucat**), recognised effective 1 January 2019 and associated with the obtainment of control of **Abertis** and the subsequent merger with Abertis Participaciones, recognised as a financial asset under IFRCI 12 until the contractual modification of said agreement as explained in Note 11.i.c).

(2) Mainly concerns the change in estimate of the investment obligation to construct a third lane of the Chilean toll road concession operator **Sol** (EUR -53,261 thousand), after the provision for the investment obligation under IFRIC 12 was reversed (see Note 18.ii).

| | | Other intangible assets | | | |
|---|---|---|---|---|---|
| | Goodwill | Administrative concessions | Computer software | Other | Total |
| **At 1 January 2020** | | | | | |
| 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) |
| **Carrying amount** | **7,927,265** | **25,401,590** | **44,933** | **124,290** | **25,570,813** |
| **2020** | | | | | |
| Opening 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) | 429,143 | 6,679,231 | - | 81 | 6,679,312 |
| 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 |
| **Closing carrying amount** | **8,389,376** | **29,068,581** | **49,901** | **115,287** | **29,233,769** |
| **At 31 December 2020** Restated (*) | | | | | |
| Cost | 8,389,376 | 34,496,801 | 72,371 | 136,547 | 34,705,719 |
| Accumulated amortisation and impairment losses | - | (5,428,220) | (22,470) | (21,260) | (5,471,950) |
| **Carrying amount** | **8,389,376** | **29,068,581** | **49,901** | **115,287** | **29,233,769** |

(*) Due to the application of IFRS 3, as indicated in Note 5 (final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the **Erc** Group).

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

| (in thousands) | **31/12/21** | | **31/12/20 (*)** | |
|---|---|---|---|---|
| | Currency | Euro | Currency | Euro |
| France (euro) | 10,019,411 | 10,019,411 | 10,789,855 | 10,789,855 |
| Mexico (Mexican peso, MXN) | 130,796,423 | 5,651,467 | 133,784,493 | 5,479,378 |
| Chile (Chilean peso, CLP) | 2,993,358,027 | 3,102,005 | 3,337,050,405 | 3,827,531 |
| USA (US dollar, USD) (*) | 2,397,971 | 2,117,227 | 2,447,383 | 1,994,445 |
| Brazil (Brazilian real, BRL) | 10,521,363 | 1,667,384 | 14,080,358 | 2,209,203 |
| Puerto Rico (US dollar, USD) | 1,442,822 | 1,273,902 | 1,480,555 | 1,206,548 |
| Italy (euro) | 646,076 | 646,076 | 681,316 | 681,316 |
| India (rupee, INR) | 10,508,856 | 124,765 | 12,611,730 | 140,661 |
| Other | - | 10,374 | - | 10,020 |
| **Intangible assets (net) at companies located abroad** | **-** | **24,612,611** | **-** | **26,338,957** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5).

The exchange differences that arose in the year relate primarily to assets in Brazil, Chile, Mexico and Puerto Rico and were a result of the increase in the year-end exchange rates of the Brazilian real, the Mexican peso and the US dollar, partially offset by the depreciation of the closing exchange rate of the Chilean peso.

Meanwhile, the exchange differences that arose in 2020 related primarily to assets in Brazil, Chile, Mexico 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 the Mexican peso, appreciation of the closing exchange rate with respect to that existing on the date of takeover).

The additions in 2021 and 2020 to "Administrative Concessions" relate mainly to the following subgroups and/or concession operators.

| (in thousands) | **31/12/21** | | **31/12/20** | |
|---|---|---|---|---|
| | Currency | Euro | Currency | Euro |
| **Arteris** subgroup (Brazil, Brazilian real, BRL) | 1,735,495 | 275,034 | 1,341,535 | 210,486 |
| **Sanef** (France, euros) | 183,401 | 183,401 | 136,456 | 136,456 |
| **A4** (Italy, euros) | 70,043 | 70,043 | 19,178 | 19,178 |
| Rco subgroup (Mexico, Mexican peso, MXN) | 96,926 | 4,188 | 692,501 | 28,363 |
| Chilean concession operators (Chile, Chilean peso, CLP) | 592,825 | 614 | 305,079 | 350 |
| **Additions to administrative concessions** | **-** | **533,280** | **-** | **394,833** |

The additions shown are a result of investments made in the year in question 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 related 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 1,983,028 thousand and goodwill of EUR 11,417 thousand, see Notes 2-h and 5.ii).

In 2021 the capitalised borrowing costs amounted to EUR 29,188 thousand (2020: EUR 16,186 thousand) and related entirely to the extension and upgrade work carried out by the **Arteris** subgroup.

i) Goodwill

The detail of the goodwill of **Abertis** broken down by the business acquisitions that generated the goodwill, is as follows:

| | 31 December 2021 | 31 December 2020 (*) |
|---|---|---|
| Toll roads | | |
| Rco subgroup (1) | 475,469 | 450,694 |
| Trados | 58,572 | 58,572 |
| Erc subgroup (*) / (1) | 12,211 | 11,417 |
| Abertis | 7,868,693 | 7,868,693 |
| **Goodwill** | **8,414,945** | **8,389,376** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5.ii).

(1) Variation affected by the increase in the closing exchange rate of the Mexican peso and US dollar.

The main item of goodwill recognised at 2021 year-end (as was the case at 2020 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 and EUR 11,417 thousand were included relating to the goodwill allocated as a result of the inclusion of the **Rco** subgroup and **Erc** subgroup, respectively, in the scope of consolidation (see Notes 5.i and 5.ii).

## ii) Administrative concessions

The detail of the main toll road administrative concessions (see Note 25-c) is as follows:

| | **31 December 2021** | **31 December 2020 (*)** |
|---|---|---|
| Toll roads | | |
| Hit/Sanef subgroup | 9,912,778 | 10,683,064 |
| Rco subgroup (1) | 5,175,949 | 5,028,601 |
| Autopista Central (1) | 2,577,829 | 3,049,036 |
| Erc (1) / (*) | 2,105,015 | 1,983,028 |
| Arteris subgroup (1) | 1,663,732 | 2,205,415 |
| Metropistas (1) | 1,213,180 | 1,147,961 |
| Aucat | 1,063,118 | 859,626 |
| Iberpistas/Castellana | 825,608 | 887,523 |
| A4 subgroup | 623,417 | 654,257 |
| Avasa | 553,979 | 667,415 |
| Túnels | 470,356 | 499,773 |
| Los Andes (1) | 266,642 | 309,389 |
| Rutas del Pacífico (1) | 190,866 | 265,119 |
| TTPL (1) | 68,967 | 77,036 |
| Aulesa | 68,156 | 70,205 |
| Trados | 63,138 | 71,374 |
| APR (1) | 60,723 | 58,575 |
| JEPL (1) | 55,493 | 63,279 |
| Libertadores (1) | 28,302 | 37,577 |
| Elqui (1) | 5,445 | 12,368 |
| Acesa | - | 257,789 |
| Invicat | - | 28,735 |
| Autopista del Sol (1) | - | 114,694 |
| Other (1) | 30,592 | 36,742 |
| | 27,023,285 | 29,068,581 |
| **Administrative concessions (carrying amount)** | **27,023,285** | **29,068,581** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5).

(1) 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 2021 were due, in addition to the amortisation charge and the aforementioned exchange rate effect, mainly to:

- In the case of the **Arteris** subgroup, due to the impact of the asset impairment recognised during the year (see section iv) below).
- In the case of **Aucat**, due to the impact of the modification of the concession arrangement Government Agreement 186/2013 as explained in Note 11.i.c).
- The end of the concession arrangement in **Acesa** and **Invicat**.

The main changes in the administrative concessions in 2020, in addition to the amortisation charge and the aforementioned exchange rate effect were:

- 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 1,983,028 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 2021 and 2020, "Other Intangible Assets" includes mainly the intangible assets associated with the contractual relationships with customers that the **Abertis** 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.

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 49 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 2020, and the fulfilment of the key assumptions used in that test, against the results obtained in 2021, in order to assess any possible variances.

  In this regard, in 2021 the changes in the profit or loss from operations of the various cash-generating units were affected by the sharp recovery in activity after the fall in activity in 2020 due to the Covid-19 pandemic, which led to an increase in activity (ADT) of the Group of +21.0%, thus affecting the operating projections considered in the impairment tests. The detail of the increase in activity (ADT) in 2021 is as follows:

| | Activity (ADT) |
|---|---|
| Spain | 29.1% |
| France | 19.1% |
| Italy | 24.2% |
| Brazil | 8.7% |
| Chile | 40.7% |
| Mexico | 17.4% |
| United States | 15.9% |
| Puerto Rico | 24.7% |
| Argentina | 55.3% |
| India | 28.4% |
| Abertis | 21.0% |

- 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 considered. In this context, the projection made includes potential effects associated with an end to 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 their 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:

| **2021** | | Cumulative annual growth (2022 - end of concession) | | | | |
|---|---|---|---|---|---|---|
| Cash-generating unit | Last year projected (concession term) | CPI | Tolls | Activity (ADT) | Expenses | Discount rate (foreign currency) |
| Aucat | 2039 | 1.8% | 1.7% | 1.1% | 1.6% | 4.1% |
| Iberpistas/Castellana | 2029 | 1.8% | 1.7% | 1.1% | 3.1% | 4.1% |
| Avasa | 2026 | 1.7% | 1.6% | 1.9% | 3.5% | 4.1% |
| Túnels | 2037 | 1.8% | 1.7% | 0.9% | 0.1% | 4.1% |
| Spain | | | | | | |
| Sanef | 2031 | 1.9% | 1.1% | 1.5% | 1.3% | 4.0% |
| Sapn | 2033 | 1.9% | 0.9% | 1.4% | 1.3% | 4.0% |
| Bip&Go | 2033 | 1.9% | - | - | 1.8% | 4.0% |
| France | | | | | | |
| Autostrada A4 | 2026 | 1.6% | 1.7% | 0.6% | 0.0% | 4.3% |
| Italy | | | | | | |
| Arteris subgroup | 2033-47 | 3.1% | 3.6% | 3.7% | 1.2% | 8.5% |
| Brazil | | | | | | |
| Rutas del Pacífico | 2024 | 3.0% | 3.2% | 3.5% | 3.4% | 6.1% |
| Elqui [(1)] | 2022 | 4.5% | 5.4% | 0.4% | 3.2% | 6.1% |
| Andes | 2036 | 3.0% | 6.5% | 3.0% | 1.3% | 6.1% |
| Libertadores | 2026 | 3.0% | 2.7% | 2.4% | 3.6% | 6.1% |
| Sol [(1)] | 2022 | 4.5% | - | - | 2.7% | 6.1% |
| Autopista Central | 2034 | 3.0% | 3.0% | 3.2% | 3.6% | 6.1% |
| Chile | | | | | | |
| Rco | 2048 | 3.0% | 3.5% | 2.5% | 2.3% | 7.5% |
| Coviqsa | 2026 | 3.3% | 3.4% | 0.9% | 5.0% | 7.5% |
| Conipsa | 2025 | 3.3% | 3.4% | 1.2% | 3.7% | 7.5% |
| Cotesa | 2046 | 3.0% | 3.6% | 2.1% | 2.6% | 7.5% |
| Autovim | 2039 | 3.0% | 3.1% | 2.3% | 1.1% | 7.5% |
| Mexico | | | | | | |
| Erc | 2070 | 2.1% | 3.6% | 0.8% | 1.7% | 5.7% |
| USA | | | | | | |
| Metropistas | 2061 | 2.0% | 3.5% | 1.2% | 1.1% | 9.7% |
| Apr | 2044 | 2.0% | 1.2% | 0.5% | 8.9% | 9.7% |
| Puerto Rico | | | | | | |
| TTPL | 2026 | 5.1% | 4.3% | 8.3% | 2.7% | 7.8% |
| JEPL | 2026 | 5.1% | 4.5% | 6.2% | 2.9% | 7.8% |
| India | | | | | | |

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

| **2020** | | Cumulative annual growth (2021 - end of concession) | | | | |
|---|---|---|---|---|---|---|
| Cash-generating unit | Last year projected (concession term) | CPI | Tolls | Activity (ADT) | Expenses | Discount rate (foreign currency) |
| Acesa [1] | 2021 | 1.1% | (0.1%) | 23.2% | 1.5% | 5.6% |
| Invicat [1] | 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% |
| Túnels | 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 [1] | 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 [1] | 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.

As a result of the impairment test on the assets and intangible assets of the **Arteris** subgroup concession operators, due to a number of factors including higher capex costs due to inflation and the protraction of certain regulatory proceedings, in 2021, an impairment loss of EUR 722,632 thousand was recognised with a net impact on the result of **Abertis** of EUR 200,171 thousand (2020: asset impairment loss of EUR 151,109 miles thousand, with a net impact on the result of **Abertis** of EUR 41,857 thousand), relating to the write-down of the intangible assets of this cash-generating unit (concession infrastructure), with a charge to "Changes in Impairment Losses on Assets" in the accompanying consolidated statement of profit or loss.

In the case of the **A4** subgroup, the impairment on its assets and intangible assets led to EUR 20,018 thousand of the impairment loss of EUR 109,290 thousand recognised in 2020 (EUR 12,994 net of the impact on the result of **Abertis**), relating to the increase in the carrying amount of the intangible assets of this cash-generating unit (concession infrastructure) to its recoverable amount, 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 2021 and, therefore, there is no need, despite the cumulative effects of the Covid-19 pandemic, to recognise any impairment losses at 31 December 2021 (as at the end of 2020).

Also, the most significant aspects of the sensitivity analysis performed on all the impairment tests is that the tests withstand, except form the recently acquired assets and those impaired in 2021 and the previous year, an increase in the discount rate of more than 100 basis points or an annual drop in the projected cash flows of up to 100 basis points, demonstrating a reasonable buffer against possible more adverse effects in the future 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 2021 and 2020 relates to the goodwill of EUR 7,869 million (not tax deductible) 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 sustainability and 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 all the cash-generating units (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 (2022-2026) together with an estimate of the related residual value. Moreover, the hierarchy level as per IAS 36.130 (f) is Level 3, as stipulated in Note 2-e.v.

Based on the budgets and the most recent long-term projections described in a) above, the preparation of the impairment test at 31 December 2021 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 2022-2026 prepared using the methods indicated in section a) above.
- To determine the terminal value, on the one hand, growth of 2% (2020: also 2%) was applied to the free operating cash flow after tax for the last projected year, i.e., 2026, and, additionally, a cash outflow was considered for investments to perpetuity equal to the amortisation charge for the aforementioned period.

In 2021, the weighted discount rate applied (WACC in euros) to the cash flow projections was 5.17%, slightly less than in 2020 (5.66%), and was determined using the aforementioned methodology. In the case of the terminal value, the WACC applied was increased by 2% (2020: also 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 2021; therefore, there is no need to recognise any impairment losses (as was the case at the end of 2020).

Also, the most significant aspects of the sensitivity analysis are that the test withstands an increase in the discount rate of 100 basis points or annual drop in the projected cash flows of up to 100 basis points, demonstrating a reasonable buffer against possible more adverse effects in the future 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:

| | **2021** | | **2020** | |
|---|---|---|---|---|
| | Net grant | Amount allocated to profit or loss | Net grant | Amount allocated to profit or loss |
| Hit/Sanef subgroup[1] | 85,949 | 6,759 | 91,763 | 6,735 |
| Andes [1] | 22,911 | 722 | 26,104 | 719 |
| Other | 871 | 41 | 731 | 78 |
| | **109,731** | **7,522** | **118,598** | **7,532** |

[1] 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 2021 is approximately EUR 4,100 million, of which EUR 3,400 million would be pending execution on that date (EUR 3,500 million at the end of 2020, of which there were EUR 2,900 million pending execution in 2020).

At the end of 2021 (as in 2020), 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 formalised in 2015, the Plan d'Investissement Autoroutier formalised in 2018 and the free-flow toll system of the A13 and A14 toll roads formalised in 2021)), Chilean concession operators (primarily the construction of the Quilicura Junction in the **Autopista Central** and to a lesser extent the construction of third lanes leading to Talagante in **Sol** which were almost fully completed in 2021), Italian concession operator A4 in the Valtrompia project, Argentine concession operators **Gco** and **Ausol** (see Note 25-c) and 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).

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 investment 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).

*Guarantees*

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

| | **"Administrative Concessions" - carrying amount, net of accumulated amortisation and impairment losses** | |
|---|---|---|
| | **31/12/21** | **31/12/20 (*)** |
| Red de Carreteras de Occidente, S.A.B. de C.V. | 5,175,949 | 5,028,601 |
| Sociedad Concesionaria Autopista Central, S.A. | 2,577,829 | 3,049,036 |
| Consolidated Arteris subgroup companies | 1,663,732 | 2,205,415 |
| Elisabeth River Crossing OpCo, LLc (*) | 2,105,015 | 1,983,028 |
| Autopistas Metropolitanas de Puerto Rico, Llc. | 1,213,180 | 1,147,961 |
| Túnels de Barcelona i Cadí Concesionaria de la Generalitat de Cataluña, S.A. | 470,356 | 499,773 |
| Sociedad Concesionaria Autopista de Los Andes, S.A. | 266,642 | 309,389 |
| Sociedad Concesionaria Rutas del Pacífico, S.A. | 190,866 | 265,119 |
| Autopista del Sol, S.A. | - | 114,694 |
| Trichy Tollway Private Limited | 68,967 | 77,036 |
| Jadcherla Expressways Private Limited | 55,493 | 63,279 |
| Sociedad Concesionaria del Elqui, S.A. | 5,445 | 12,368 |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5).

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:

| | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|
| | Interests in joint ventures | Investments in associates | Total | Interests in joint ventures | Investments in associates | Total |
| **At 1 January** | 298 | 291,337 | 291,635 | 1,686 | 407,384 | 409,070 |
| Decreases | - | (198,144) | (198,144) | - | (116,304) | (116,304) |
| Changes in the scope of consolidation and business combinations [(1)] | - | - | - | - | 13 | 13 |
| Results of companies accounted for using the equity method [(2)] (Note 13-d.iii) | 439 | 2,944 | 3,383 | (1,295) | 16,546 | 15,251 |
| Translation differences | - | (254) | (254) | (2) | (1,604) | (1,606) |
| Accrued dividends (Note 24-c) | - | (11,878) | (11,878) | (91) | (444) | (535) |
| Cash flow hedges (Note 13) | - | (10,837) | (10,837) | - | (14,226) | (14,226) |
| Other | - | - | - | - | (28) | (28) |
| **At 31 December** | **737** | **73,168** | **73,905** | **298** | **291,337** | **291,635** |

(1) In 2020, corresponded 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).

(2) 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:

| | 31/12/21 | | 31/12/20 | |
|---|---|---|---|---|
| | Currency | Euro | Currency | Euro |
| France (euro) | 1,131 | 1,131 | 192,157 | 192,157 |
| Colombia (Colombian peso, COP) | 3,498,495 | 771 | 16,504,518 | 3,927 |
| Italy (euro) | 13 | 13 | 1,677 | 1,677 |
| UK (pound sterling, GBP) | - | - | 14,942 | 16,620 |
| **Investments in associates and interests in joint ventures located abroad** | **-** | **1,915** | **-** | **214,381** |

In this regard, following the sale of the equity stake in the English company, RMG, exchange differences that arose in the year relate primarily to assets in Colombia and were a result of the decrease in the year-end exchange rate of the Colombian peso (2020: primarily due to a decrease in the year-end exchange rate of the pound sterling).

The most notable changes in 2021, 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 33.33% of the investment in RMG and 35.0% in Alienor (see Note 2-h), giving rise to a gross gain of EUR 27,241 thousand (see Note 20-e).
- The translation differences relate mainly to Coninvial (due to the decrease in the year-end exchange rate of the Colombian peso).

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

- The disposals in the year related 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 related mainly to RMG (due to the decrease in the year-end exchange rate of the pound sterling).

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 2021 | | 31 December 2020 | |
|---|---|---|---|---|
| | Value of the investment | Goodwill [1] | Value of the investment | Goodwill [1] |
| **Toll roads** | | | | |
| Areamed | 737 | - | 298 | - |
| Interests in joint ventures | 737 | - | 298 | - |
| Autema | 66,291 | - | 72,803 | - |
| Coninvial | 771 | - | 3,523 | - |
| Coviandes | - | - | 404 | 91 |
| Routalis | 769 | - | 304 | - |
| Bip&Drive | 4,760 | - | 3,927 | - |
| Pedemontana Veneta [2] | - | - | 1,664 | - |
| Confederazione Autostrade | 13 | - | 13 | - |
| M-45 Conservación | 202 | - | 226 | - |
| Leonord | 362 | - | 301 | - |
| A'lienor [3] | - | - | 191,552 | - |
| RMG | - | - | 16,620 | 1,328 |
| Investments in associates [4] | 73,168 | - | 291,337 | 1,419 |
| **Investments in associates and interests in jointly controlled entities** | **73,905** | | **291,635** | |

(1) 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.

(2) Company liquidated in 2021 (see Note 2-h).

(3) In 2020, included, 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 annual accounts for 2019, which was allocated in full as an increase in the carrying amount of the concession arrangement.

(4) Also included are the Italian companies C.I.S. and G.R.A. di Padova the carrying amount of which at the end of 2021 and 2020 was EUR 0 thousand.

As indicated in Note 2-g.i, if the Group's share of the losses of an associate equal 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 2021** (1) | | | **31/12/20** | | |
|---|---|---|---|---|---|---|
| | Loss for the year | Accumulated losses from prior years | Total | Loss for the year | Accumulated losses from prior years | Total |
| C.I.S. (2) | - | 1,570 | 1,570 | - | 1,570 | 1,570 |
| G.R.A. di Padova (2) | - | 308 | 308 | 19 | 289 | 308 |
| | **-** | **1,878** | **1,878** | **19** | **1,859** | **1,878** |

(1) Equity values as per latest available financial statements subject to the legally stipulated periods for authorisation for issue by the respective boards of directors.

(2) Associates of the **A4** subgroup in which **Abertis** held an ownership interest of 90.03% in both 2021 and 2020.

## 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 judgement 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 judgement 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).

No judgement has been issued in the first case at the date of authorisation for issue of the accompanying consolidated annual accounts.

The Court of First Instance of Madrid No. 26 has handed down judgement in the second case, fully upholding the claim filed by the new agent of the syndicate of creditor banks and demanding **Iberpistas** and **Acesa** settle the amounts claimed. Both companies and the other defendants appealed this decision on 20 December 2021 before the Provincial Court of de Madrid, with no judgement having been issued at the date of authorisation for issue of the accompanying annual accounts.

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 potential 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 annual accounts. 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 annual accounts.

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:

| | | % of ownership | |
|---|---|---|---|
| Company | Line of business | 31/12/2021 | 31/12/20 |
| Areamed | Operation of toll road service areas | 50.00% | 50.00% |

At 31 December 2021 and 2020, 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:

| | **31/12/21** | | **31/12/20** | | |
|---|---|---|---|---|---|
| | Areamed | Total | Areamed | Tc-Flow | Total |
| **ASSETS** | | | | | |
| Non-current assets | 70 | 70 | 2,726 | - | 2,726 |
| Current assets | 7,520 | 7,520 | 2,687 | - | 2,687 |
| | 7,590 | 7,590 | 5,413 | - | 5,413 |
| **LIABILITIES** | | | | | |
| Non-current liabilities | - | - | - | - | - |
| Current liabilities | 7,261 | 7,261 | 1,458 | - | 1,458 |
| | 7,261 | 7,261 | 1,458 | - | 1,458 |
| **NET ASSETS** | **329** | **329** | **3,955** | **-** | **3,955** |
| **PROFIT OR LOSS** | | | | | |
| Revenue | 7,666 | 7,666 | 5,763 | 1 | 5,764 |
| Expenses | (10,690) | (10,690) | (9,346) | (2) | (9,348) |
| **Profit or loss attributable to shareholders of the Company** | **(3,024)** | **(3,024)** | **(3,583)** | **(1)** | **(3,584)** |

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:

| **2021** | | Cumulative annual growth (2022 - end of concession) | | | |
|---|---|---|---|---|---|
| Cash-generating unit | Last year projected (concession term) | CPI | Tolls | Activity (ADT) | Expenses |
| Autema | 2037 | 1.8% | 1.8% | 1.0% | 2.0% |

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

| **2020** | | Cumulative annual growth (2021 - end of concession) | | | |
|---|---|---|---|---|---|
| Cash-generating unit | Last year projected (concession term) | 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.

It should be noted that in 2021 the evolution of the cash flows attributable to these cash-generating units was still marked by the effects of the Covid-19 pandemic (particularly in the first half of the year) 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 2021 and, therefore, no impairment losses were recognised at that date (as was the case at the end of 2020). 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 2021 (as in 2020) 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 subsequently filed which was also rejected, as well as an appeal for protection of constitutional rights before the Constitutional Court. In this regard, Autema is considering filing a complaint against the competent European authorities.

As a result of the refusal to give the cassation appeal and appeal for protection of constitutional rights filed by Autema leave to proceed, it is estimated that there will be any effect on the recoverable amount 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 2021 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.

| | 2021 | 2020 |
|---|---|---|
| **At 1 January** | 54,013 | 78,887 |
| Additions | 34 | - |
| Revaluation gains/(losses) recognised in other comprehensive income | (25,034) | (6,011) |
| Transfers to assets classified as held for sale and discontinued operations (see Note 3-h). | (7) | (18,863) |
| **At 31 December** | **29,006** | **54,013** |

"Revaluation Gains/(Losses) Recognised in Other Comprehensive Income" related to the revaluation loss on the 3.81% ownership interest held in Autostrade del Brennero, S.p.A. (EUR -25,000 thousand) and of the 4.05% ownership interest held in Nogara Mare Adriatico ScPa (EUR -34 thousand).

In addition, the following significant changes occurred in 2020:

- "Revaluation Gains/(Losses) Recognised in Other Comprehensive Income" related 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 intended 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).

The detail of these equity instruments at 31 December 2021 and 2020 is as follows:

| | 31/12/21 | | 31/12/20 | |
|---|---|---|---|---|
| | % (1) | Value | % (1) | Value |
| Autostrada del Brennero, S.p.A. | 4.23% | 25,001 | 4.23% | 50,001 |
| Autovie Venete, S.p.A. | 0.42% | 1,779 | 0.42% | 1,779 |
| Interporto Padova, S.p.A. | 3.26% | 1,417 | 3.26% | 1,417 |
| Autostrade Lombarde, S.p.A. | - | - | - | - |
| Soc. di Progetto Bre.Be.Mi., S.p.A. | - | - | - | - |
| Other | - | 809 | - | 816 |
| **Financial assets at fair value through equity** | **-** | **29,006** | **-** | **54,013** |

(1) Percentage of direct ownership held by companies in the **A4** subgroup in which **Abertis** holds an ownership interest of 90.03% (2020: also 90.03%).

## 10. DERIVATIVE FINANCIAL INSTRUMENTS

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

| | 31/12/21 | | 31/12/20 | |
|---|---|---|---|---|
| | Assets | Liabilities | Assets | Liabilities |
| Interest rate swaps: | | | | |
| Cash flow hedges | 705 | 26,922 | - | 48,540 |
| Fair value hedges | - | - | - | - |
| Derivatives that do not qualify for hedge accounting as financial or accounting hedges | - | - | - | - |
| Interest rate and/or cross currency swaps: | | | | |
| Cash flow hedges (1) | 12,745 | 135,359 | 35 | 202,109 |
| Hedges of a net investment in a foreign operation | 38,797 | - | 109,280 | - |
| Fair value hedges | - | - | - | - |
| Derivatives that do not qualify for hedge accounting as financial or accounting hedges | - | - | - | - |
| **Derivative financial instruments** | **52,247** | **162,281** | **109,315** | **250,649** |
| Interest rate swaps and cross currency interest rate swaps: | | | | |
| Cash flow hedges | 13,450 | 156,456 | - | 241,892 |
| Hedges of a net investment in a foreign operation | - | - | 39,314 | - |
| Fair value hedges | - | - | - | - |
| Derivatives that do not qualify for hedge accounting as financial or accounting hedges | - | - | - | - |
| **Non-current portion** | **13,450** | **156,456** | **39,314** | **241,892** |
| **Current portion** | **38,797** | **5,825** | **70,001** | **8,757** |

(1) At 31 December 2021, includes an asset of EUR 8,519 thousand comprising a hybrid interest rate swap arranged to hedge the financial risk of a balance payable in pounds sterling, converting the balance payable in pounds sterling at a fixed rate to a balance payable in euros also at a fixed rate. This instrument has been recognised as per the general criteria of IFRS 9 for recognising derivative financial instruments at fair value (2020: a liability of EUR 11,005 thousand).

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 2021 and 2020, by type of swap, showing their notional or contractual values, expiry dates and fair values, is as follows:

| **31/12/21** | Notional value | 2022 | 2023 | 2024 | 2025 | 2026 | Subsequent years | Net fair value |
|---|---|---|---|---|---|---|---|---|
| Interest rate swaps: | | | | | | | | |
| Cash flow hedges | 349,180 | 11,901 | 57,255 | 85,771 | 94,192 | 3,677 | 96,384 | (26,217) |
| Fair value hedges | - | - | - | - | - | - | - | - |
| Derivatives that do not qualify for hedge accounting as financial or accounting hedges | - | - | - | - | - | - | - | - |
| | **349,180** | **11,901** | **57,255** | **85,771** | **94,192** | **3,677** | **96,384** | **(26,217)** |
| Interest rate and/or cross currency swaps: | | | | | | | | |
| Cash flow hedges | 1,002,231 | 65,878 | 122,685 | 30,722 | 31,999 | 500,738 | 250,209 | (122,614) |
| Hedges of a net investment in a foreign operation | 80,000 | 80,000 | - | - | - | - | - | 38,797 |
| Fair value hedges | - | - | - | - | - | - | - | - |
| Derivatives that do not qualify for hedge accounting as financial or accounting hedges | - | - | - | - | - | - | - | - |
| | **1,082,231** | **145,878** | **122,685** | **30,722** | **31,999** | **500,738** | **250,209** | **(83,817)** |

| **31/12/20** | Notional value | 2021 | 2022 | 2023 | 2024 | 2025 | Subsequent years | Net fair value |
|---|---|---|---|---|---|---|---|---|
| Interest rate swaps: | | | | | | | | |
| Cash flow hedges | 378,163 | 9,702 | 11,281 | 79,827 | 128,337 | 68,604 | 80,412 | (48,540) |
| Fair value hedges | - | - | - | - | - | - | - | - |
| Derivatives that do not qualify for hedge accounting as financial or accounting hedges | - | - | - | - | - | - | - | - |
| | **378,163** | **9,702** | **11,281** | **79,827** | **128,337** | **68,604** | **80,412** | **(48,540)** |
| Interest rate and/or cross currency swaps: | | | | | | | | |
| 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 that do not qualify for hedge accounting as financial or accounting hedges | - | - | - | - | - | - | - | - |
| | **1,189,615** | **247,891** | **100,604** | **21,859** | **29,134** | **30,549** | **759,578** | **(92,829)** |

## a) Interest rate swaps

The notional principal amount of the interest rate swaps outstanding at 31 December 2021 totalled EUR 349,180 thousand (2020: EUR 378,163 thousand), and the fixed interest rates ranged from 0.65% to 9.09% (2020: also from 0.65% to 9.09%) with Euribor as the main floating interest benchmark rate.

No new interest rate swaps were arranged in 2021 and none were cancelled early.

On the other hand, the most notable transactions in 2020 involving interest rate swaps were:

- 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.

- Regarding the EUR 600,000 thousand bond issue launched by **Hit** in May 2020 (see Note 14), in 2020 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 (that had been classified as accounting hedges) were settled early in 2020.

- As a result of the acquisition of the **Rco** Group in 2020 (see Notes 2-h and 5), in 2020 the notional principal amount of the interest rate swap transactions had increased by EUR 82 million (these swaps convert a floating-interest -Interbank Equilibrium Interest Rate- loan in MXN into a fixed-rate loan).

b) Cross currency interest rate swaps

In 2021 no interest rate and/or cross currency swap transactions were settled early. The following transactions were performed in 2021:

- At the end of March **Abertis** arranged a hedge in US dollars for USD 117,500 thousand (equivalent euro value of EUR 100,000 thousand), to mitigate the risk of drawing down the same amount on an existing multi-currency loan in US dollars.
- 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 259,692 thousand and an equivalent euro value of EUR 80,000 thousand and expire in 2022.
- **Arteris** arranged a cross currency interest rate swap for a nominal value of USD 50,000 thousand (an equivalent euro value of EUR 44,146 thousand at 2021 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 2022.

In 2020 the following interest rate and/or cross currency swap transactions were not settled early. Meanwhile, the following transactions were executed:

- 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 (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 had 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 expired in 2021.

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 2021 and 2020 is as follows:

| | | | **31/12/21** | | | **31/12/20** | | |
|---|---|---|---|---|---|---|---|---|
| | | | Notional value | | | Notional value | | |
| Company | Purpose of the hedge | Hedged currency | Currency | Euro | Expiry date | Currency | Euro | Expiry date |
| Abertis | Conversion of a USD floating-interest loan tied to the Libor into a debt in EUR bearing floating interest tied to the Euribor | US dollar (USD) | 117,750 | 100,000 | Associated with the maturity of the debt in 2023 | - | - | - |
| 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 | Portion of the net investment in the Arteris subgroup (1) | Brazilian real (BRL) | 259,692 | 80,000 | 2022 | 673,300 | 215,000 | 2021-2022 |
| 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 | 44,146 | Associated with the maturity of the debt in 2022 | 50,000 | 40,746 | Associated with the maturity of the debt in 2021 |
| 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 2021 |
| Los Andes | Conversion of a loan in CLP into a loan in CLF (CLF 5,028). | Chilean peso (CLP) | 115,028,452 | 119,203 | 2034 | 117,221,655 | 134,451 | 2034 |
| Autopista Central | Removes the exchange rate risk associated with a USD-denominated bond placement | US dollar (USD) | 133,750 | 118,091 | 2026 | 152,500 | 124,277 | 2026 |
| Emovis | Elimination of the currency risk in transactions in GBP | Pound sterling (GBP) | - | - | - | 11,667 | 13,604 | 2021 |
| | | | | **1,082,231** | | | **1,189,615** | |

(1) 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:

| | **31/12/21** | | | **31/12/20** | | |
|---|---|---|---|---|---|---|
| | 2022 | 2023-24 | Subsequent years | 2021 | 2022-23 | Subsequent years |
| Projected net settlements (collections/payments) (*) | 29,908 | (9,043) | (139,193) | 53,349 | 15,428 | (221,089) |

(*) 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 2021 and 2020 is as follows:

| | | 31/12/21 | | | 31/12/20 | | |
|---|---|---|---|---|---|---|---|
| | | Non-current | Current | Total | Non-current | Current | Total |
| Concession arrangements - financial asset model | | 1,081,777 | 1,192,446 | 2,274,223 | 2,205,124 | 98,176 | 2,303,300 |
| Impairment (expected loss) | vii) | (148,229) | (18,427) | (166,656) | (132,417) | - | (132,417) |
| | **i)** | **933,548** | **1,174,019** | **2,107,567** | **2,072,707** | **98,176** | **2,170,883** |
| Receivables from companies accounted for using the equity method and other related parties: | | | | | | | |
| Loans | | 83,419 | 172 | 83,591 | 102,061 | 243 | 102,304 |
| Impairment | | (82,719) | (148) | (82,867) | (82,675) | (202) | (82,877) |
| | **ii)** | **700** | **24** | **724** | **19,386** | **41** | **19,427** |
| Trade receivables | | - | 772,200 | 772,200 | - | 681,673 | 681,673 |
| Allowance for doubtful debts (impairment loss) | | - | (175,513) | (175,513) | - | (138,953) | (138,953) |
| | **iii)** | **-** | **596,687** | **596,687** | **-** | **542,720** | **542,720** |
| **Current tax assets** | **iv)** | **-** | **214,720** | **214,720** | **-** | **254,937** | **254,937** |
| Other financial assets | | 220,408 | 172,141 | 392,549 | 188,150 | 126,388 | 314,538 |
| Impairment (expected loss) | vii) | (260) | (2,606) | (2,866) | (1,506) | (10,461) | (11,967) |
| | **v)** | **220,148** | **169,535** | **389,683** | **186,644** | **115,927** | **302,571** |
| *Other assets:* | | | | | | | |
| Other accounts receivable | | 2,193 | 384,181 | 386,374 | 2,142 | 442,688 | 444,830 |
| Impairment (expected loss) | vii) | (3) | (5,126) | (5,129) | - | (4,389) | (4,389) |
| **Other assets** | **vi)** | **2,190** | **379,055** | **381,245** | **2,142** | **438,299** | **440,441** |

Financial receivables in the above table are recognised at amortised cost.

At 31 December 2021 (as at the end of 2020), 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 | | | | | |
|---|---|---|---|---|---|---|
| | 2021 | | | 2020 | | |
| | Non-current | Current | Total | Non-current | Current | Total |
| **At 1 January** | 2,072,707 | 98,176 | 2,170,883 | 2,199,375 | 113,032 | 2,312,407 |
| Additions due to investments made in the year | 8,562 | - | 8,562 | 3,800 | - | 3,800 |
| Charge to the consolidated statement of profit or loss: | | | | | | |
| - Due to economic compensation (revenue) | 29,935 | - | 29,935 | 51,475 | - | 51,475 |
| - Due to financial compensation (Note 20-e) (1) | 238,120 | - | 238,120 | 196,936 | - | 196,936 |
| - Due to compensation pursuant to Section B of Schedule 3 of Royal Decree 457/2006 (Nota 20-e) (2) | 98,873 | - | 98,873 | 15,410 | - | 15,410 |
| - Due to financial impact for changes in financial assets under IFRIC12 (section vii) and Note 20-e) | (49,139) | - | (49,139) | (363,871) | - | (363,871) |
| - Due to valuation adjustment of economic compensation (revenue) (sections i.a and i.b)) (3) | (7,119) | - | (7,119) | - | - | - |
| - Due to impairment of the financial compensation (section i.b) and Note 20-e) | (59,494) | - | (59,494) | - | - | - |
| - Due to expected loss (section vii) and Note 20-e) | (23,130) | - | (23,130) | 226,953 | - | 226,953 |
| Transfers (4) | (1,414,371) | 1,158,439 | (255,932) | (292,919) | 292,919 | - |
| Amount taken to profit or loss | - | (78,791) | (78,791) | - | (325,739) | (325,739) |
| Changes in the scope of consolidation and business combinations (Note 5.i) | - | - | - | 68,452 | 17,337 | 85,789 |
| Other | 10,718 | - | 10,718 | 1,204 | - | 1,204 |
| Exchange differences | 27,886 | (3,805) | 24,081 | (34,108) | 627 | (33,481) |
| **At 31 December** | **933,548** | **1,174,019** | **2,107,567** | **2,072,707** | **98,176** | **2,170,883** |

(1) In 2021, includes EUR 78,241 thousand for the discounting of the traffic compensation due to the construction of second lanes on alternative roads as per Royal Decree 457/2006 (**Acesa**). See section i.a) of this Note.

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 included a negative impact of EUR 24,541 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.

(2) In 2021, includes EUR 87,931 thousand associated with the traffic compensation due to the construction of second lanes on alternative roads as per Royal Decree 457/2006 (**Acesa**). See section i.a) of this Note.

(3) In 2021, includes EUR 203.140 thousand associated with the traffic compensation due to the construction of second lanes on alternative roads as per Royal Decree 457/2006 (**Acesa**), and EUR -210,259 thousand associated with the value adjustment of the margin guarantee compensation balance of the Maresme Framework Agreement. See sections i.a) and i.b) of this Note.

(4) In 2021, transfers include the balances receivable in 2022 in relation to Royal Decree 457/2006 (**Acesa**), Royal Decree 483/1995 (**Invicat**), Government Agreements 185/2013 and 186/2013 (**Invicat** and **Aucat**), and the reclassification to intangible assets of the net revaluation recognised effective 1 January 2019 and associated with the obtainment of control of **Abertis** and the subsequent merger with Abertis Participaciones following the contractual modification of Government Agreement 186/2013 (**Aucat**), described in section i.c) of this Note.

The transfers in 2020 included mainly the impact associated with the 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 2021 related mainly to:

- The collection of EUR 57,606 thousand (2020: EUR 54,244 thousand) in relation to the minimum guaranteed revenue and other guarantees in the concession arrangements of **Elqui** and **Libertadores** (see section e) of this Note).
- The collection of EUR 20,833 thousand in relation to the minimum guaranteed revenue and other guarantees in the concession arrangements of **Coviqsa** and **Conipsa** (see section f) of this Note).
- The collection of EUR 352 thousand in relation to the unconditional right to collection in the concession arrangements of **Gco** and **Ausol** (see section f) of this Note).

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.
- 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 in relation to the minimum guaranteed revenue and other guarantees in the concession arrangements of **Elqui** and **Libertadores**.

Moreover, 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 "Concession Arrangements - Financial Asset", 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 annual accounts for 2019), is as follows:

| | | **31/12/21** | | | | **31/12/20** | | | |
|---|---|---|---|---|---|---|---|---|---|
| | | Concession arrangements - financial asset model | | | | Concession arrangements - financial asset model | | | |
| | | Non-current | Current | Economic compensation (revenue) for the period [1] | Financial compensation for the period [1] | Non-current | Current | Economic compensation (revenue) for the year [1] | Financial compensation for the year [1] |
| **Arising from agreements entered into with the grantor:** | | | | | | | | | |
| Royal Decree 457/2006 (**Acesa**) | a) | 281,380 | 1,053,719 | - | 122,004 | 1,009,956 | - | - | 61,640 |
| Royal Decree 483/1995 (**Invicat**) | b) | - | 58,124 | 22.682 | 12.663 | 293,093 | - | 39,724 | 15,671 |
| GOV. 185/2013 (**Invicat**) and GOV. 186/2013 (**Aucat**) | c) | - | 61,469 | 14,901 | 2,185 | 34,536 | - | 17,698 | 10,057 |
| Royal Decree 971/2011 (**Castellana**) | d) | 188,982 | - | (7,648) | 11,998 | 184,632 | - | (5,947) | 11,632 |
| Royal Decree 1467/2008 (**Iberpistas**) | - | - | 23,753 | - | - | - | 23,753 | - | - |
| **Arising from minimum guaranteed revenue and other guarantees in the concession arrangement (application of bifurcated model)** | | | | | | | | | |
| Elqui | e) | - | - | - | 2,325 | - | 34,928 | - | 4,199 |
| Libertadores | e) | 51,707 | 15,757 | - | 9,339 | 57,312 | 22,473 | - | 10,175 |
| Coviqsa | e) | 29,794 | 7,895 | - | 4,890 | 31,639 | 8,530 | - | 2,125 |
| Conipsa | e) | 30,828 | 7,542 | - | 4,664 | 33,796 | 8,492 | - | 2,043 |
| **Arising from minimum guaranteed revenue (application of the financial asset model):** | | | | | | | | | |
| Ausol | f) | 140,520 | - | - | 29,779 | 138,075 | - | - | 35,708 |
| Gco | f) | 120,949 | - | - | 13,591 | 87,712 | - | - | 19,145 |
| **Other:** | | | | | | | | | |
| Other | g) | 235,922 | - | - | 98,873 | 137,050 | - | - | 15,410 |
| | | **1,080,082** | **1,228,259** | **29,935** | **312,315** | **2,007,801** | **98,176** | **51,475** | **187,805** |
| Net revaluation at year-end due to the obtainment of control of **Abertis** and merger with Abertis Participaciones | | 1,695 | (35,813) | - | 24,678 | 197,323 | - | - | 24,541 |
| Concession arrangements - financial asset model | | **1,081,777** | **1,192,446** | **29,935** | **336,993** | **2,205,124** | **98,176** | **51,475** | **212,346** |

(1) Amounts included under "Concession Arrangements".

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 feasibility 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 annual accounts for 2019), and the theoretical changes in the aforementioned compensation balance until the end of the concession arrangement on 31 August 2021 based on the Group's interpretation of Royal Decree 457/2006, is as follows:

| | **31/12/20** | Additions | Compensation for guaranteed traffic | Interest cost relating to the compensation balance | **31/12/21** |
|---|---|---|---|---|---|
| Investments made since 2006 | 557,946 | - | - | - | 557,946 |
| Interest cost relating to the investments | 452,010 | - | - | 43,763 | 495,773 |
| **Balance of compensation for investments** | **1,009,956** | **-** | **-** | **43,763** | **1,053,719** |
| Compensation for guaranteed traffic | 2,048,020 | - | 155,730 | - | 2,203,750 |
| Interest cost relating to the guaranteed traffic balance | 767,762 | - | - | 122,018 | 889,780 |
| **Balance of compensation for guaranteed traffic (1)** | **2,815,782** | **-** | **155,730** | **122,018** | **3,093,530** |
| **Balance relating to Royal Decree 457/2006 (Acesa) (2)** | **3,825,738** | **-** | **155,730** | **165,781** | **4,147,249** |

(1) 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 2021 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 corresponds to the balance at the end of the concession arrangement o31 August 2021 based on the difference between actual traffic and the traffic levels envisaged in Royal Decree 457/2006.

(2) The balance of the account receivable shown does not include the item "Others" under "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 (Royal Decree 457/2006), whereby the latter compensates the former for the Income Tax paid or to be paid by it in relation to the capitalisation of the balance. See section g) of this Note.

Previously, Royal Decree 457/2006 and the Agreement that it approved received favourable reports from the various technical services of the Ministry of Transport, Mobility and Urban Agenda (previously Ministries of Public Works) and Ministry of 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 annual accounts 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 Public Works filed a cassation appeal against this judgement at the Supreme Court, on which a judgement was handed down on 12 February 2020, upholding the cassation appeal by the Ministry of Public Works and thereby rendering null and void the judgement of 7 March 2017. The stance taken in the judgement 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** disputed this judgement and initiated extraordinary proceedings in accordance with the law, which have not proved successful. There is, however, still an option to file a complaint with the European authorities. 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 2020 review issued by the Regional Government Office are incorrect and contrary to the 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 annual accounts, as it would represent a mere reclassification of the underlying carrying amount yet to be amortised at 31 December 2021, in view of the guarantee recognised by the Spanish Cabinet as described below.

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

In the Administrative Review for 2013 **Acesa** was informed that the Ministry of Transport, 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 Transport, Mobility and Urban Agenda filed a cassation appeal against this judgement. On 19 January 2021, the Supreme Court issued a judgement upholding the appeal filed by the Ministry, revoking the Sentence of the Madrid High Court considering that the balance of the Agreement approved by Royal Decree 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 annual accounts.

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 Transport, Mobility and Urban Agenda filed a cassation appeal against this judgement. On 26 January 2021, the Supreme Court issued a judgement upholding the appeal filed by the Ministry, revoking the Sentence of the Madrid High Court considering that the balance of the Agreement approved by Royal Decree 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 annual accounts.

With respect to the 2016 Administrative Review, on 6 July 2020 the Madrid High Court passed a judgement upholding the reasoning of the Supreme Court judgement of 12 February 2020 in relation to the appeal against the review of **Acesa's** annual accounts, thus rejecting the appeal by the concession operator filed before the Madrid High Court on 24 April 2018.

This judgement was challenged by **Acesa** which lodged a cassation appeal before the Supreme Court, which was rejected by the Supreme Court in July 2021 on the basis that the matter had been resolved by virtue of the various rulings on the case by the Supreme Court in 2021.

With respect to the 2017 Administrative Review, on 30 April 2019 **Acesa** filed the corresponding appeal for judicial review at the Madrid High Court. This court rejected the appeal on 14 July 2021, upholding the reviews by the Regional Government Office. **Acesa** has filed a cassation appeal against this judgement which, at the date of authorisation for issue of these consolidated annual accounts is pending for resolution.

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. The corresponding appeal for judicial review was filed at the Madrid High Court on 22 January 2021 for which, at the date of authorisation for issue of these consolidated annual accounts is pending for resolution.

With respect to the 2019 Administrative Review, on 11 September 2020 **Acesa** filed the corresponding appeal to a superior body and received notification of its rejection by the Ministry on 2 December 2021. An appeal for judicial review of this decision has been filed at the Madrid High Court on 17 January 2022 which, at the date of authorisation for issue of these consolidated annual accounts is pending for resolution.

Also, it should be noted that on 5 August 2021 **Acesa** received the proposed Administrative Review of 2020, which is in line with the Administrative Reviews of 2014, 2015, 2016, 2017, 2018 and 2019 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 section i. of this Note). On 3 September 2021, **Acesa** filed the corresponding administrative appeal against that 2020 Administrative Review to a superior administrative body. The Ministry announced that this appeal had been rejected on 2 December 2021. An appeal for judicial review of this decision was filed at the Madrid High Court on 17 January 2022 which at the date of authorisation for issue of these consolidated annual accounts is pending for resolution.

The Administrative Reviews of 2014, 2015, 2016, 2017, 2018, 2019 and 2020 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 annual accounts, formal decisions had only been handed down in relation to the appeals against the 2016, 2017, 2018, 2019 and 2020 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 appeals or expanding existing ones.

Moreover, in connection with the request submitted by the Ministry of Transport, 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 Transport, 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 Transport, 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: (a) the concession operator does not have a vested right to the annual compensation balances and, consequently, any annual accounts 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 2021 stood at EUR 3,094 million once the concession has expired on 31 August 2021 (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 tax impact for the concession operator). The balance amounted to EUR 2,816 million at 31 December 2020.

However, the Government Advisory Council did emphasise that the concession operator could authorise for issue and approve its annual accounts 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 confirmed, 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 judgement whereby the solution was postponed until August 2021 (when **Acesa's** concession ended), taking the view that it was not appropriate to make any type of interpretation at that time but only at the end of the concession, thereby not expressly accepting the interpretation considered by the Ministry of Transport, 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), Benigni 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 previous auditors (Deloitte and 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 annual accounts 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 Transport, 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 until the end of Acesa's administrative concession on 31 August 2021.

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 by **Acesa**, **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 regard to the formalities of the liquidation of the AP-7 Agreement, once the administrative concession ended on 31 August 2021, the corresponding administrative processes are being followed as contemplated in Royal Decree 457/2006.

In light of this, after the concession ended on 31 August 2021, **Acesa** calculated that the total settlement of the compensation balance receivable according to Royal Decree 457/2006 was EUR 4,147 million (excluding the tax effect). This is the result of applying on its own terms the mathematical formula for determining the compensation balance established in Annex 3 of the Agreement approved by Royal Decree 457/2006, which **Acesa** will demand payment of.

Given events to date, on 10 February 2022 the concession grantor issued a report on the settlement compensation balance deriving from the Agreement approved by Royal Decree 457/2006, of 7 April, excluding the component corresponding to the operating margin spread (i.e. the difference between the benchmark margin and the actual margin) from the calculation of the compensation balance based on its interpretation of the Agreement. Acesa openly disputes this approach. On 14 February 2022, Acesa filed objections to this report, challenging the concession grantor's calculation and reiterating the legitimacy of recognising and paying the settlement compensation balance calculated by Acesa using the mathematical formula stipulated in Royal Decree 457/2006. These objections were rejected by the Ministry in a report issued on 15 February 2022.

Even if the concession grantor excludes the margin spread when calculating the settlement compensation balance, the reduction in concession revenue from the doubling of capacity between 2006 and 2021 of the N-II (province of Girona) and N-340 (in Tarragona), which are alternative routes to the AP7 North and AP-7 South, respectively, cannot be excluded from the aforementioned balance. This is stipulated in Clauses Seven and Eight of the Agreement and is a compensatory right that should never be questioned.

Consequently, given that there has been partial doubling of the capacity of the alternative routes to the AP-7 toll road which have affected the capital position of **Acesa**, the concession operator has estimated based on independent expert reports, once the end of the concession has been reached and the related consequences of the decrease in traffic have been determined, that the financial damage caused by this totals EUR 277 million (net of taxes) over the period covered by Royal Decree 457/2006.

Without prejudice to claiming all of the disputed settlement balance that **Acesa** deems it is due according to the Agreement approved by Royal Decree 457/2006 and is being challenged, at 31 December 2021, considering that the aforementioned estimated loss caused by the doubling of capacity will need to be recognised as it forms part of the compensation mechanism regulated by Clauses Seven and Eight of the Agreement, a positive impact has therefore been recognised on the statement of profit or loss at 31 December 2021 of EUR 203 million for the compensation associated with the impact of the construction of second lanes on the aforementioned alternative routes. A further EUR 78 million was also recognised for discounting and EUR 88 million given the stipulations in section B of Annex 3 of the Agreement (see section g) of this Note).

b) 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 31 July 2020, the Catalonia Autonomous Community Government 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, at 31 December 2021 the investment made, payable by the Catalonia Autonomous Community Government, amounted to EUR 25,383 thousand (EUR 23,988 thousand at 2020 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.

The preliminary review of the 2020 accounts was issued on 17 June 2021, with the Catalonia Autonomous Community Government questioning the legitimacy of the payment of all of the balance deriving from the Maresme Framework Agreement on the basis that not all the conditions for the whole balance being applicable had been fulfilled, particularly the margin spread.

Furthermore, concerning the aforesaid Agreement, on 3 August 2021 **Invicat** received a report from the Sub-directorate General of Relations with Road Infrastructure Management Companies (a public agency of the Catalonia Autonomous Community Government responsible for monitoring the concession arrangement) indicating that the company's proposal for compensation for the balance deriving from the Maresme Agreement would be EUR 65.8 million, on the understanding that the part of the balance corresponding to the margin spread in the compensation formula of this Agreement (criterion that **Invicat** had not been informed of in the preliminary reviews) was inapplicable. The Sub-directorate General established a period during which objections could be lodged, which **Invicat** did on 9 August 2021. No express reply has been received from the administration at the date of authorisation for issue of these consolidated annual accounts.

Moreover, after the administrative concession ended on 31 August 2021 and following the corresponding administrative processes set forth 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 29 January 2010, in October 2021 **Invicat** sent the final settlement of the balance deriving from the Maresme Framework Agreement of January 2010 to the concession grantor. In this regard, on 21 December 2021 the Catalonia Autonomous Community Government agreed to pay **Invicat** a sum of EUR 65.8 million to settle the balance resulting from the Maresme Agreement.

Although no final response has been received at the date of authorisation for issue of these consolidated annual accounts, **Invicat** expects that the concession grantor's final response regarding the final settlement sent will echo that given in the report received on 3 August 2021 (rejection of the margin spread compensation).

Although at 2021 year-end, no formal administrative decision has been issued regarding the Maresme Agreement settlement balance and, consequently, regarding whether said balance will include the operating margin spread, **Invicat** expects that the next formal administrative response will consider the arguments presented in the company's previous report and consequently discrepancies will arise in the short term. Consequently, given the new circumstances arising in 2021, at 31 December 2021 **Invicat** has recognised a provision of EUR 210 million for the operating margin spread compensation balance and EUR 59 million for the related discounting booked (net impact of EUR 202 million on 2021 profit or loss).

It should be noted in relation to the aforementioned Agreement that on 18 January 2022 the Catalonia Autonomous Community Government paid **Invicat** a total sum of EUR 94.1 million, EUR 65.8 million of which to settle the balance resulting from the Maresme Agreement, pursuant to the abovementioned 21 December 2021 agreement of the Catalonia Autonomous Community Government.

Lastly, regarding the Maresme Agreement signed in January 2010 between **Invicat** and the Catalonia Autonomous Community Government, the account receivable recorded in the balance sheet does not include the impact of the compensation 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 tax impact for the concession operator, as per the terms of the Agreement), which will be accrued, according to the tax criteria applied by the Group, at the time of collection.

In any case, despite the impairment allowance recognised by **Invicat**, **Abertis** and **Invicat** understand that they have sufficiently solid legal grounds to claim the entire compensation balance and that, as they have done on other occasions, 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.

c) 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 31 July 2020, the Catalonia Autonomous Community Government settled the balance accumulated until 31 December 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 restoring the economic and financial balance affected by the works stipulated in the Agreement, using a compensation account that would be settled on expiry of the concession.

On 3 August 2021 the Catalonia Autonomous Community Government approved a new Government Agreement 123/2021, repealing Government Guarantee 186/213 approving the amendment to the administrative concession for the construction, maintenance and operation of the Castelldefels-Sitges-El Vendrell (C-32) toll road. This agreement took effect on 1 September 2021 and establishes new discounts to promote mobility policies, continuity of the works included in Government Agreement 186/2013, of 23 December, as well as new works to introduce the discounts included in this latest agreement and compensation for the loss of property tax rebate.

This new agreement also stipulates collection of the previous outstanding debt (Government Agreement 186/2013) and specifies collection in two instalments: a first for the debt accrued between 1 January 2020 and 30 April 2021 to be paid by the Catalonia Autonomous Community Government before 30 September 2021, and a second for the debt accrued between 1 May 2021 and 31 August 2021 payable before 31 December 2021. Lastly, the Catalonia Autonomous Community Government paid an amount of EUR 35,230 thousand on 18 January 2022 to pay both instalments corresponding to Government Agreement 186/2013 and EUR 10,191 thousand for the total public transport debt.

Settlements under the new Government Agreement 123/2021 will be paid annually in the first six months of each year.

Following this alteration to the concession arrangement, the Group has estimated that the net revaluation recognised effective 1 January 2019 associated with the taking control of Abertis and subsequent merger with Abertis Participaciones in relation to the aforementioned agreements will not be subject to an unconditional right to collect. It has therefore been reclassified to intangible assets by its net value at 1 September 2021 (date on which the new concession arrangement came into force).

d) 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.

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

In addition, the Chilean toll road concession operators **Libertadores** (also **Elqui** at the 2020 year-end) and the Mexican concession operators **Coviqsa** and **Conipsa**, have an account relating to 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.

f) 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 section ii) of this Note).

The change in 2021 includes the effect of the capitalisation of interest for the year (EUR 43 million), the effect of updating the value according to the new future financial asset recovery (EUR -49 million), as well as the effect of the provision for the expected loss in accordance with IFRS 9 (EUR -29 million), as a consequence of the aforementioned value update (see Note 11.vii and Note 20-e).

g) 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 2021, amounting to EUR 26,940 thousand, the corresponding total balance would be EUR 175,937 thousand as of 31 December 2021 (EUR 149,991 thousand recorded in the balance sheet in relation to the investments). At 2020 year-end, the corresponding balance totalled EUR 159,642 thousand, EUR 137,050 thousand of which was recorded on the balance sheet (also in relation to the investments).

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:

| | 31/12/21 | | | 31/12/20 | | |
|---|---|---|---|---|---|---|
| | Non-current | Current | Total | Non-current | Current | Total |
| Irasa [1] | 35,296 | - | 35,296 | 35,296 | - | 35,296 |
| Ciralsa [1] | 30,773 | - | 30,773 | 30,773 | - | 30,773 |
| Alazor [1] | 16,606 | - | 16,606 | 16,606 | - | 16,606 |
| RMG | - | - | - | 18,589 | 72 | 18,661 |
| Leonord | 700 | - | 700 | 759 | - | 759 |
| CIS | - | 120 | 120 | - | 120 | 120 |
| A'lienor | - | - | - | 38 | - | 38 |
| Other investments | 44 | 52 | 96 | - | 51 | 51 |
| **Loans granted** | **83,419** | **172** | **83,591** | **102,061** | **243** | **102,304** |
| **Impairment losses** | | | | | | |
| 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 | (44) | (148) | (192) | - | (202) | (202) |
| | **(82,719)** | **(148)** | **(82,867)** | **(82,675)** | **(202)** | **(82,877)** |
| **Total** | **700** | **24** | **724** | **19,386** | **41** | **19,427** |

(1) Investments derecognised as associates as described in Note 8.i

At 31 December 2021 (as at the end of 2020 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 2020 year-end, had been fully provisioned (see Note 8.i).

### iii) Trade receivables

The detail of "Trade Receivables" by type of service at 31 December 2021 and 2020 is as follows:

| | 2021 | 2020 |
|---|---|---|
| Toll road users [1] | 388,913 | 348,365 |
| Service stations | 13,021 | 12,404 |
| Others | 194,753 | 181,951 |
| **Trade receivables** | **596,687** | **542,720** |

[1] Mainly includes receivables from toll road users in France of EUR 137,680 thousand (2020: EUR 125,165 thousand) and Chile of EUR 163,313 thousand (2020: EIR 157,096 thousand).

"Trade Receivables" includes outstanding balances receivable, with no significant past-due balances that had not been provisioned for at 31 December 2021 and 2020.

### iv) Current tax assets

The detail of "Current Tax Assets" at 31 December 2021 and 2020 is as follows:

| | 2021 | 2020 |
|---|---|---|
| VAT refundable | 59,244 | 52,771 |
| Tax withholdings and pre-payments | 94,281 | 151,025 |
| Other taxes | 61,195 | 51,141 |
| **Current tax assets** | **214,720** | **254,937** |

### v) Other financial assets

The detail of "Other Financial Assets" at 31 December 2021 and 2020 is as follows:

| | **31/12/21** | | | **31/12/20** | | |
|---|---|---|---|---|---|---|
| | Non-current | Current | Total | Non-current | Current | Total |
| Loans to third parties | 72,847 | 82,728 | 155,575 | 68,226 | 79,178 | 147,404 |
| Current financial assets maturing at more than three months and other deposits | 135,409 | 68,624 | 204,033 | 99,743 | 35,644 | 135,387 |
| Other | 12,152 | 20,789 | 32,941 | 20,181 | 11,566 | 31,747 |
| Impairment (expected loss) | (260) | (2,606) | (2,866) | (1,506) | (10,461) | (11,967) |
| **Other financial assets** | **220,148** | **169,535** | **389,683** | **186,644** | **115,927** | **302,571** |

At 2021 year-end accounts receivable from third parties included mainly:

- The loans granted by **Túnels** and **Trados** to their respective non-controlling shareholders for an amount, respectively, of EUR 73 million and EUR 25 million (2020 year-end: EUR 68 million and EUR 25 million, respectively).
- The amount to be collected from the Argentine government by the Argentine companies **Gco** and **Ausol** totalling EUR 55 million (2020 year-end: EUR 52 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 2021 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 10,287 thousand (2020: EUR 20,181 thousand). The decrese in its value in 2021 amounting to EUR -9,894 thousand (2020: 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 19,417 thousand at 31 December 2021 (EUR 9,523 thousand accumulated loss at 2020 year-end).
- Receivables from public authorities amounting to EUR 19,008 thousand (2020: EUR 7,781 thousand).

### vi) Other non-financial assets

The detail of "Other Non-Financial Assets" at 31 December 2021 and 2020 is as follows:

| | 31/12/21 | | | 31/12/20 | | |
|---|---|---|---|---|---|---|
| | Non-current | Current | Total | Non-current | Current | Total |
| Receivables from companies accounted for using the equity method and other related parties | - | 330,190 | 330,190 | - | 380,763 | 380,763 |
| Other accounts receivable | 2,193 | 53,991 | 56,184 | 2,142 | 61,925 | 64,067 |
| Impairment (expected loss) | (3) | (5,126) | (5,129) | - | (4,389) | (4,389) |
| **Other financial assets** | **2,190** | **379,055** | **381,245** | **2,142** | **438,299** | **440,441** |

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

| | 31/12/21 | | | 31/12/20 | | |
|---|---|---|---|---|---|---|
| | Non-current | Current | Total | Non-current | Current | Total |
| Companies accounted for using the equity method: | | | | | | |
| Areamed | - | 3,520 | 3,520 | - | 1,090 | 1,090 |
| CIS | - | 1,717 | 1,717 | - | 1,717 | 1,717 |
| Bip&Drive | - | 739 | 739 | - | 1,348 | 1,348 |
| Routalis | - | 146 | 146 | - | 575 | 575 |
| A'lienor | - | - | - | - | 2,537 | 2,537 |
| Other investments | - | 432 | 432 | - | 250 | 250 |
| | | **6,554** | **6,554** | | **7,517** | **7,517** |
| Other related parties: | | | | | | |
| Abertis Holdco | - | 251,468 | 251,468 | - | 313,132 | 313,132 |
| Autostrade per l'Italia | - | 59,660 | 59,660 | - | 54,205 | 54,205 |
| Telepass Italia | - | 7,375 | 7,375 | - | 39 | 39 |
| Autogrill Italia | - | 3,874 | 3,874 | - | 5,130 | 5,130 |
| Autogrill Coté France | - | 829 | 829 | - | 740 | 740 |
| Atlantia, S.p.A. | - | 346 | 346 | - | - | - |
| Other related parties | - | 84 | 84 | - | - | - |
| | **-** | **323,636** | **323,636** | - | **373,246** | **373,246** |
| **Total** | **-** | **330,190** | **330,190** | **-** | **380,763** | **380,763** |

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 2021 and 2020 in "Impairment (Expected Credit Losses)" were as follows:

| Impairment (expected loss) | 2021 (*) | | | | | |
|---|---|---|---|---|---|---|
| | Concession arrangements - financial asset model | | | Other accounts receivable | | |
| | Non-current | Current | Total | Non-current | Current | Total |
| **At 1 January** | 132,417 | - | 132,417 | 1,506 | 14,850 | 16,356 |
| 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) | 23,135 | - | 23,135 | (1,278) | 1,297 | 19 |
| Transfers | (18,427) | 18,427 | - | 33 | (7,504) | (7,471) |
| Exchange differences | 11,104 | - | 11,104 | 2 | (911) | (909) |
| **At 31 December** | **148,229** | **18,427** | **166,656** | **263** | **7,732** | **7,995** |

| Impairment (expected loss) | 2020 (*) | | | | | |
|---|---|---|---|---|---|---|
| | Concession arrangements - financial asset model | | | Other accounts receivable | | |
| | Non-current | Current | Total | Non-current | Current | Total |
| **At 1 January** | 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) |
| **At 31 December** | **132,417** | **-** | **132,417** | **1,506** | **14,850** | **16,356** |

The net accruals in 2020 for a net total of EUR 23,154 thousand (in 2020 reversals for a total net amount of EUR 224,653 thousand, see Note 20-e), relate mainly to the provision for the expected loss regarding the concession arrangements that, in accordance with IFRIC 12, have been recognised as an account receivable (EUR 23,135 thousand).

This provision primarily corresponds to the financial assets connected with the concession arrangements of **Ausol** and **Gco** (see section i) above), because the macroeconomic situation in Argentina continued to deteriorate in 2021, as did the counterparty's credit risk since both assets were initially recognised. This has led to the need to calculate the expected loss over the entire duration of the concession arrangement as per IFRS 9, which additionally amounts to EUR 28,570 thousand.

In addition to the allowance for the expected loss in **Ausol** and **Gco**, the Group has recognised impairment of EUR 49,139 thousand (2020: EUR 363,871 thousand) after updating the timeline for recovering both assets thus maintaining, as per IFRS-EU, the rate of return used on initial recognition. As a result of all the foregoing, the net reduction in the value of the **Ausol** and **Gco** concession arrangements recognised in 2021 was EUR -77,709 thousand (2020: EUR -148,543 thousand).

As in 2020, 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 2021, there has not been a significant increase in credit risk.

In 2021 (as in 2020) 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 2021 and 2020 is as follows:

| | 2021 | 2020 |
|---|---|---|
| Cash on hand and at banks | 2,395,262 | 1,984,957 |
| Bank deposits maturing within three months | 1,512,562 | 1,117,218 |
| **Cash and cash equivalents** | **3,907,824** | **3,102,175** |

The balance of this heading at 31 December 2021 and 2020 relates mainly to the following companies/subgroups:

| | 2021 | 2020 |
|---|---|---|
| Abertis Infraestructuras | 1,969,818 | 891,340 |
| Rco subgroup (Mexico) | 471,213 | 321,860 |
| Hit/Sanef subgroup (France) | 396,209 | 1,037,119 |
| Arteris subgroup (Brazil) | 277,277 | 136,432 |
| A4 subgroup (Italy) | 256,246 | 167,320 |
| Abertis Chile subgroup (Chile) | 169,981 | 216,895 |
| Erc subgroup (US) | 93,820 | 84,278 |
| Other | 273,260 | 246,931 |
| **Cash and cash equivalents** | **3,907,824** | **3,102,175** |

The increase in “Cash and Cash Equivalents” in 2021 is mainly a result of the following:

- The collection of 2019 income tax (EUR 121 million) and VAT receivable (EUR 29 million).
- The sale of 35.0% of Alienor, 100% of **Sanef Aquitaine** and 33.3% of RMG (EUR 260 million).
- The placements issued during the year, primarily by Abertis Infraestructuras (EUR 1,350 million, including EUR 750 million of perpetual subordinated bonds) and France (EUR 600 million).
- The appreciation at year-end of all the currencies in which the Group operates, except the Chilean peso and Argentine peso.
- The inflow of cash generated by the business during the year.

These collections have been partially offset by the investments made, ordinary dividend payments and the servicing of debt.

In this connection, the change in cash at Abertis Infraestructuras, S.A. and the **Hit** subgroup was due mainly to the impact of the various financing transactions detailed in Notes 14 and 13-b.

# 13. EQUITY

The changes in consolidated equity in 2021 and 2020 were as follows:

| | Share capital and treasury shares (a) | Other equity instruments [2] (b) | Reserves (c) Valuation adjustments relating to hedges | Reserves (c) Translation differences | Reserves (c) Total | Retained earnings and other reserves (d) | Non-controlling interests (e) / [*] | Equity |
|---|---|---|---|---|---|---|---|---|
| At 1 January 2021 | 2,721,913 | 1,241,726 | (147,751) | (328,359) | (476,110) | 2,156,085 | 2,970,192 | 8,613,806 |
| Allocation of final purchase price of **Erc** | - | - | - | - | - | - | (9,312) | (9,312) |
| **At 1 January 2021, restated** [*] | 2,721,913 | 1,241,726 | (147,751) | (328,359) | (476,110) | 2,156,085 | 2,960,880 | 8,604,494 |
| Income (expense) recognised in equity: | | | | | | | | |
| Financial assets | - | - | - | - | - | (29,036) | (3,215) | (32,251) |
| Cash flow hedges and/or hedges of a net investment in a foreign operation | - | - | 34,604 | - | 34,604 | 14,703 | 6,994 | 56,301 |
| Translation differences | - | - | - | 51,513 | 51,513 | (5,030) | 103,831 | 150,314 |
| Actuarial gains and losses | - | - | - | - | - | 1,358 | (40) | 1,318 |
| Other [1] | - | - | - | - | - | (101) | (195) | (296) |
| **Result for the year** | **-** | - | **-** | **-** | **-** | **7,217** | **(276,675)** | **(269,458)** |
| Payment of 2020 dividend | - | - | - | - | - | - | (11,071) | (11,071) |
| Payment of 2021 dividend | - | - | - | - | - | (601,633) | (4,773) | (606,406) |
| Treasury shares | (8,208) | - | - | - | - | - | - | (8,208) |
| Perpetual bonds | - | 738,068 | - | - | - | (47,196) | - | 690,872 |
| Capital increase | - | - | - | - | - | - | 23,837 | 23,837 |
| Reimbursement of shareholder contributions | - | - | - | - | - | - | (12,144) | (12,144) |
| Changes in the scope of consolidation and other | - | - | - | - | - | - | 121 | 121 |
| **At 31 December 2021** | **2,713,705** | **1,979,794** | **(113,147)** | **(276,846)** | **(389,993)** | **1,496,367** | **2,787,550** | **8,587,423** |

[*] Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the **Erc** group, on applying IFRS 3 (see Note 5).

[1] Including a positive impact of EUR 1,054 thousand on "Retained Earnings and Other Reserves" in relation to the 2021 dividend corresponding to treasury shares held when it was paid (see section d) of this Note).

[2] Including EUR -15,938 thousand relating to the cost of issue of perpetual subordinated bonds amounting to EUR 750,000 thousand (see section b) of this Note), and EUR 4,006 thousand relating to the amortised cost of the bond placements charged to "Retained Earnings and Other Reserves".

Note: The income and expense recognised in equity are shown net of the related tax effect.

| | Share capital and treasury shares (a) | Other equity instruments (2) (b) | Reserves (c) | | | Retained earnings and other reserves (d) | Non-controlling interests (e) / (*) | Equity |
|---|---|---|---|---|---|---|---|---|
| | | | Valuation adjustments relating to hedges | Translation differences | Total | | | |
| **At 1 January 2020** | 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 (1) | - | - | - | - | - | (24,968) | (24,982) | (49,950) |
| **Result for the year** | **-** | **-** | **-** | **-** | **-** | **(391,829)** | **(122,957)** | **(514,786)** |
| Payment of 2019 dividend | - | - | - | - | - | - | (35,797) | (35,797) |
| Payment of 2020 dividend | - | - | - | - | - | (875,103) | (2,254) | (877,357) |
| 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 | 1,415,294 | 1,425,605 |
| **At 31 December 2020 (*)** | **2,721,913** | **1,241,726** | **(147,751)** | **(328,359)** | **(476,110)** | **2,156,085** | **2,960,880** | **8,604,494** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the **Erc** group, on applying IFRS 3 (see Note 5).

(1) 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 section d) of this Note).

(2) Including EUR 8,274 thousand relating to the cost of issue of perpetual subordinated bonds amounting to EUR 1,250,000 thousand (see section b) of this Note).

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 2021 and 2020 is as follows:

| | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|
| | Share capital | Treasury shares | Total | Share capital | Treasury shares | Total |
| **At 1 January** | 2,734,696 | (12,783) | 2,721,913 | 2,734,696 | (7,393) | 2,727,303 |
| Acquisition of treasury shares | - | (8,208) | (8,208) | - | (5,390) | (5,390) |
| **At 31 December** | **2,734,696** | **(20,991)** | **2,713,705** | **2,734,696** | **(12,783)** | **2,721,913** |

### i) Share capital

At 31 December 2021 (as was the case at 2020 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 2021 or 2020.

The shares of **Abertis** are represented by book entries. According to the information available, at 31 December 2021 and 2020 the shareholdings that had given rise to the appointment of directors were as follows:

| | **31 December 2021** | **31 December 2020** |
|---|---|---|
| Abertis HoldCo, S.A. (1) | 98.70% | 98.70% |
| | **98.70%** | **98.70%** |

(1) 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.

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 2021 and 2020 Abertis performed various treasury share purchases.

As a result of the transactions carried out, the treasury shares held at 31 December 2021 represented 0.43% of the share capital of Abertis Infraestructuras, S.A. (2020 year-end: 0.17%).

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 2021 and 2020 were as follows:

| | **2021** | | | **2020** | | |
|---|---|---|---|---|---|---|
| | Number | Nominal value | Acquisition cost/Sales proceeds | Number | Nominal value | Acquisition cost/Sales proceeds |
| **At 1 January** | 1,557,660 | 4,673 | 12,783 | 691,508 | 2,075 | 7,393 |
| Acquisition of treasury shares | 2,396,957 | 7,191 | 8,208 | 866,152 | 2,598 | 5,390 |
| **At 31 December** | **3,954,617** | **11,864** | **20,991** | **1,557,660** | **4,673** | **12,783** |

## b) Other equity instruments

At 31 December 2021 and 2020 the Group had the following perpetual subordinated bonds ("hybrid bonds"):

| | | | | 2021 | 2020 |
|---|---|---|---|---|---|
| | Issue date | Date of payment | Fixed coupon | Nominal value | Nominal value |
| 2021 placement | 01.2021 | 26.01.21<br>27.01.21 | 2.625% (1) | 750,000 | - |
| 2020 placement | 11.2020 | 24.11.20 | 3.248% (2) | 1,250,000 | 1,250,000 |
| **Nominal value** | | | | **2,000,000** | **1,250,000** |
| Placement cost | | | | (20,206) | (8,274) |
| **Total** | | | | **1,979,794** | **1,241,726** |

(1) Bonds bearing a fixed annual coupon rate of 2.625% accruing annually in arrears from the date of issue to 26 April 2027, exclusive. From 26 April 2027 (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 26 April 2032 and a second additional increase of 75 basis points from 26 April 2042 (or 26 April 2047, if at any time between the placement date and the thirtieth day previous to 26 April 2027 the guarantor were to receive a rating of "BBB-" or higher from S&P and on the thirtieth day previous to 26 April 2027 the guarantor were not to receive a rating of "BB+" or lower from S&P).

(2) Bonds bearing 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 2041 (or 24 February 2046, if at any time between the placement date and the thirtieth day previous to 24 February 2026 the guarantor were to receive a rating of "BBB-" or higher from S&P and on the thirtieth day previous to 24 February 2026 the guarantor were not to receive a rating of "BB+" or lower from S&P).

With the issues completed in 2021, 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.

These perpetual subordinated bonds ("hybrid bonds") were placed by Abertis Infraestructuras Finance, B.V. (**Abertis Finance**), secured by Abertis Infraestructuras, S.A., and in both cases redeemable on or after the fifth anniversary of date of payment, with the issuer having the option of early redemption.

In these issues of perpetual subordinated bonds, the Group also has the option of deferring payment of the coupons over time and, therefore, they are not claimable by the holders. In the case of deferral, the coupons will be callable on demand when the Group decides to distribute dividends or repay early any debt that is junior or of the same seniority as the issuer or guarantor, with some exceptions.

Since repayment of the principal and payment of the coupons depend entirely on the decision to be taken by **Abertis**, these perpetual subordinated bonds therefore 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 2021 in relation to the aforementioned bonds amounted to EUR 58,923 thousand (EUR 44,192 thousand, net of tax) and, based on the nature of the issues, this amount was also recognised in the Group’s equity (2020: EUR 4,215 thousand; EUR 3,161 thousand, net of tax). Part is still payable at year-end (EUR 48,078 thousand, see Note 14.iii).

Regarding this interest, in 2021 the Group decided to pay the corresponding coupons totalling EUR 15,060 thousand, which breaks down as follows:

| | | **2021** | **2020** |
|---|---|---|---|
| | Accrual | Amount paid | Amount paid |
| 2021 placement | 26/01/21 to 26/04/21 | 4,855 | - |
| 2020 placement | 24/11/20 to 24/02/21 | 10,205 | - |
| **Total** | | **15,060** | **-** |

At 31 December 2021, the Group has decided not to defer payment of the interest generated between the date shown in the table and said reporting date.

## 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 annual accounts 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 2021 and 2020 is as follows:

| | **31 December 2021** | **31/12/20** |
|---|---|---|
| Rco/Ivm subgroup (Mexican peso) | 212,593 | 121,553 |
| Erc subgroup (US dollar) | 39,866 | - |
| TTPL/JEPL (Indian rupee) | 1,139 | (4,919) |
| APR (US dollar) | 29 | (122) |
| Metropistas (US dollar) | (3,283) | (25,039) |
| Arteris subgroup (Brazilian real) | (226,439) | (230,702) |
| Invin subgroup/Abertis Chile (1) (Chilean peso) | (307,773) | (176,990) |
| Other subsidiaries (2) | 7,847 | (11,577) |
| Group | (276,021) | (327,796) |
| Coviandes (Colombian peso) | 4 | 35 |
| Other associates | (829) | (598) |
| Associates and joint ventures | (825) | (563) |
| | **(276,846)** | **(328,359)** |

(1) Relating mainly to the translation differences of **Autopista Central** (EUR -307,712 thousand in 2021 and EUR -172,806 thousand in 2020).

(2) Associated mainly with **Gco** and **Ausol** (Argentine peso, EUR -1,375 thousand in 2021 and EUR -12,434 thousand at the end of 2020).

The changes in the translation differences in 2021 were due, on the one hand, to the appreciation of all the currencies with which the Group operates, except for the Chilean peso and Argentine peso, which depreciated at year-end, and, on the other (as in 2020), 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 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, to the application of IAS 29 to the Argentine consolidated companies **Gco** and **Ausol**, as described in Note 2-g.

## d) Retained earnings and other reserves

The detail of "Retained Earnings and Other Reserves" at 31 December 2021 and 2020 and of the changes therein is as follows:

**31/12/21**

| | 01/01/21 | Actuarial gains and losses | Distribution of profit | 2021 dividend | Result | Perpetual bonds [(1)] | Other [(2)] | 31/12/21 |
|---|---|---|---|---|---|---|---|---|
| Legal reserve | 594,229 | - | - | - | - | - | (47,290) | 546,939 |
| Retained earnings (excluding profit) and other reserves | 1,953,685 | 1,358 | (391,829) | (601,633) | - | (47,196) | 27,826 | 942,211 |
| Result for the year | (391,829) | - | 391,829 | - | 7,217 | - | - | 7,217 |
| | **2,156,085** | **1,358** | **-** | **(601,633)** | **7,217** | **(47,196)** | **(19,464)** | **1,496,367** |

(1) Includes EUR 44,192 thousand of net interest accrued in 2021 on the perpetual bonds issued in 2021 and 2020 and EUR 3,004 thousand of the corresponding amortised cost (see section b of this Note).

(2) Including mainly EUR -11,517 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 1,054 thousand relating to the 2021 dividend paid corresponding to the treasury shares held at the dividend distribution date, EUR -29,036 thousand relating to the impairment loss recognised on the ownership interests held in Autostrade del Brennero, S.p.A and Nogara Mare Adriatico ScPa (see Note 9) and the interests in the real estate funds "Serenissima Vitruvio" and "Sansovino" (see Note 11.v), as an "Investment Revaluation Reserve", as detailed in Note 3-d and other.

**31/12/20**

| | 01/01/20 | Actuarial gains and losses | Distribution of profit | 2020 dividend | Result | Perpetual bonds [1] | Capital increase/reduction and changes in the scope of consolidation [2] | Other [3] | 31/12/20 |
|---|---|---|---|---|---|---|---|---|---|
| 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 |
| Loss | 351,740 | - | (351,740) | - | (391,829) | - | - | - | (391,829) |
| | **3,465,045** | **549** | **-** | **(875,103)** | **(391,829)** | **(3,161)** | **8,790** | **(48,206)** | **2,156,085** |

(1) Net interest generated in 2020 on the perpetual bonds issued that year (see Note 13-b).

(3) 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**.

(3) 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 2020 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", as an "Investment Revaluation Reserve", as detailed in Note 3-d and other.

## i) Legal reserve of the Parent

Under Article 274 of the Spanish Capital 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.

Except as mentioned above, 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 2021 (as at the 2020 year-end), this reserve had reached the legally required minimum. Although at the end of 2020, the carrying amount of the reserve was EUR 47,290 thousand above the 20% legal limit, this amount corresponds to the legal limit at the 2021 year-end (20%).

ii) Retained earnings (excluding profit for the year) and other reserves

In addition to the effect of recognising the dividend of EUR 601,633 thousand in the year 2021, as detailed in section f) of this Note, the most significant changes in this line item in 2021 were as follows:

- The negative impacts relating to the change in value of cash flow hedges at companies accounted for using the equity method (EUR +11,517 thousand in 2021 compared with EUR -14,226 thousand in 2020) and EUR -29,036 thousand (net of the related tax effect, 2020: EUR -9,012 thousand) due to the change in value of financial assets at fair value through equity (see Notes 9 and 11.v).
- The positive impact on reserves of EUR 1,054 thousand (2020: EUR 1,282 thousand) of the dividend paid corresponding to the treasury shares held at the dividend distribution date.

In addition to the effect of recognising the dividend of EUR 875,103 thousand paid in the year 2020, as detailed in section f) of this Note, 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 section e) of this Note:

| | Retained earnings and other reserves | Reserves | | | | |
|---|---|---|---|---|---|---|
| | Impact of changes in the scope of consolidation | Valuation adjustments relating to hedges | Translation differences | Impact on Group reserves | Non-controlling interests (see section e)) | Total impact on equity, 2020 |
| Acquisition of an additional 1.86% of Red de Carreteras de Occidente, S.A.B. de C.V. (**Rco**) | 7,839 | 36 | 1,485 | 9,360 | (55,192) | (45,832) |
| Acquisition of an additional 34% of Globalcar Services S.p.A. (**Globalcar**) | 951 | - | - | 951 | (2,009) | (1,058) |
| **Total** | **8,790** | **36** | **1,485** | **10,311** | **(57,201)** | **(46,890)** |

- 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 and EUR -9,012 thousand (net of the related tax effect) due to the change in value of financial assets at fair value through equity.
- The positive impact on reserves of EUR 1,282 thousand of the dividend 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 profit, indicating the portion corresponding to non-controlling interests, is as follows:

| Subsidiaries | Consolidated result | Result attributable to non-controlling interests | Consolidated result attributable to the Parent |
|---|---|---|---|
| Acesa | 348,559 | - | 348,559 |
| Sanef | 104,706 | - | 104,706 |
| Abertis Finance | 55,775 | - | 55,775 |
| Autostrada Br-Vr-Vi-Pd (1) | 55,181 | (5,502) | 49,679 |
| Virginia Tollroad Transport Co | 34,252 | (15,345) | 18,907 |
| Sapn | 27,005 | (8) | 26,997 |
| Aucat | 25,888 | - | 25,888 |
| Castellana | 21,691 | - | 21,691 |
| Coviqsa | 18,806 | (8,817) | 9,989 |
| Trados | 18,251 | (8,943) | 9,308 |
| Autopista del Sol | 15,660 | (3,132) | 12,528 |
| Metropistas | 14,536 | (7,123) | 7,413 |
| Elqui | 12,818 | (2,564) | 10,254 |
| Rutas del Pacífico | 12,398 | (2,480) | 9,918 |
| Abertis Autopistas España | 11,638 | - | 11,638 |
| Apr | 10,484 | - | 10,484 |
| Autopista Los Libertadores | 9,157 | (1,831) | 7,326 |
| Conipsa | 7,606 | (3,566) | 4,040 |
| Operavias | 5,651 | (1,130) | 4,521 |
| Iberpistas | 5,597 | - | 5,597 |
| Bip&Go | 5,309 | - | 5,309 |
| Rco | 4,954 | (2,322) | 2,632 |
| A4 Mobility | 4,636 | (462) | 4,174 |
| Autopista Los Andes | 1,836 | (367) | 1,469 |
| Abertis Motorway UK Ltd. (2) | 1,780 | - | 1,780 |
| Gesa | 1,773 | (355) | 1,418 |
| Emovis | 1,631 | - | 1,631 |
| Túnels de Barcelona i del Cadí | 1,639 | (819) | 820 |
| Emovis Operations Leeds | 1,359 | - | 1,359 |
| Cotesa | 1,133 | (531) | 602 |
| Globalcar Services | 959 | (96) | 863 |
| A4 Trading | 946 | (94) | 852 |
| Autovim | 938 | (440) | 498 |
| Emovis Operations Ireland | 812 | - | 812 |
| Societat d'Autopistes Catalanes | 786 | - | 786 |
| Emovis Tag UK | 705 | - | 705 |
| Serenissima Partecipazioni | 623 | (62) | 561 |
| Emovis Operations Mersey Ltd. | 551 | - | 551 |
| Sanef Aquitaine (3) | 534 | - | 534 |
| PsRco | 466 | (218) | 248 |

| Subsidiaries | Consolidated result | Result attributable to non-controlling interests | Consolidated result attributable to the Parent |
|---|---|---|---|
| Emovis Operations Puerto Rico | 412 | - | 412 |
| Intervias | 390 | (226) | 164 |
| Emovis Technologies Croatia | 374 | - | 374 |
| Emovis Qatar | 352 | - | 352 |
| SE BPNL SAS | 344 | - | 344 |
| Emovis Technologies US | 313 | - | 313 |
| Abertis Mobility Services | 223 | - | 223 |
| Abertis India Toll Road Services | 160 | - | 160 |
| Sanef FM 107 | 149 | - | 149 |
| Centrovias | 126 | (73) | 53 |
| SPI | 108 | (53) | 55 |
| Rca | 64 | (30) | 34 |
| Technologie Emovis Quebec | 55 | - | 55 |
| Vianorte | 56 | (33) | 23 |
| Emovis Technologies UK | 28 | - | 28 |
| Emovis Technologies Ireland | 27 | - | 27 |
| Emovis Operations Chile | 17 | - | 17 |
| Emovis Technologies BC | 13 | - | 13 |
| Infraestructuras Viarias Mexicanas | 7 | - | 7 |
| Hub & Park | 1 | - | 1 |
| HIT 2 | (3) | - | (3) |
| Leonor Exploitation | (3) | - | (3) |
| Mulhacen | (4) | - | (4) |
| PDC | (13) | 6 | (7) |
| Emovis Technologies Chile | (17) | - | (17) |
| Abertis Telecom Satélites | (20) | - | (20) |
| Eurotoll Central Europe | (25) | - | (25) |
| Abertis USA Holdco | (25) | - | (25) |
| Abertis Italia | (45) | - | (45) |
| Abertis Gestión Viaria | (46) | - | (46) |
| Abertis India | (49) | - | (49) |
| Arteris Participações | (54) | 31 | (23) |
| Autovias | (73) | 42 | (31) |
| Partícipes en Brasil | (177) | 316 | 139 |
| Eurotoll | (194) | - | (194) |
| Partícipes en Brasil II | (228) | 112 | (116) |
| Aulesa | (656) | - | (656) |
| Abertis Internacional | (949) | - | (949) |
| JEPL | (959) | - | (959) |
| Latina Manuntenção de Rodovias | (2,537) | 1,472 | (1,065) |
| TTPL | (3,090) | - | (3,090) |
| A4 Holding (1) | (3,283) | 327 | (2,956) |
| Autopista Central | (3,845) | 769 | (3,076) |
| GCO | (4,376) | 2,250 | (2,126) |
| Invin | (4,984) | 3,033 | (1,951) |
| Avasa | (9,286) | - | (9,286) |
| Planalto Sul | (18,569) | 10,776 | (7,793) |

| Subsidiaries | Consolidated result | Result attributable to non-controlling interests | Consolidated result attributable to the Parent |
|---|---|---|---|
| Arteris | (23,741) | 13,777 | (9,964) |
| Ausol | (25,654) | 17,549 | (8,105) |
| Vias Chile | (33,096) | 6,793 | (26,303) |
| Via Paulista | (44,989) | 26,108 | (18,881) |
| Regis Bittencourt | (54,250) | 31,481 | (22,769) |
| HIT | (55,126) | - | (55,126) |
| Fluminense | (56,136) | 32,575 | (23,561) |
| Erc Operations | (67,340) | 30,168 | (37,172) |
| Fernão Dias | (132,447) | 76,859 | (55,588) |
| Litoral Sul | (153,113) | 88,853 | (64,260) |
| Invicat | (155,041) | - | (155,041) |
| Abertis | (270,646) | - | (270,646) |
| **Group loss attributable to subsidiaries from continuing operations** | **(272,841)** | **276,675** | **3,834** |
| Group loss from discontinued operations | - | - | - |
| **Group loss attributable to subsidiaries** | **(272,841)** | **276,675** | **3,834** |

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

(2) The result of **Abertis Motorways** contributed to the Group relates to that posted up to the date of its sale in November 2021 (see Note 2-h).

(3) The result of **Sanef Aquitaine** contributed to the Group relates to that posted up to the date of its sale in December 2021 (see Note 2-h).

| Associates and joint ventures | Consolidated result | Result attributable to non-controlling interests | Consolidated result attributable to the Parent |
|---|---|---|---|
| Autema | 28,704 | - | 28,704 |
| Bip&Drive | 832 | - | 832 |
| Routalis | 756 | - | 756 |
| Leonord | 61 | - | 61 |
| RMG [1] | (223) | - | (223) |
| Coviandes | (373) | - | (373) |
| Coninvial | (2,528) | - | (2,528) |
| A'lienor [2] | (24,285) | - | (24,285) |
| Profit of associates | 2,944 | - | 2,944 |
| Areamed | 439 | - | 439 |
| Loss of joint ventures | 439 | - | 439 |
| **Profit of associates and joint ventures from continuing operations** | **3,383** | **-** | **3,383** |
| Profit of associates from discontinued operations | - | - | - |
| **Profit of associates and joint ventures** | **3,383** | **-** | **3,383** |
| **Loss for the year from continuing operations** | **(269,458)** | **276,675** | **7,217** |
| Profit for the year from discontinued operations | - | - | - |
| **Loss for the year** | **(269,458)** | **276,675** | **7,217** |

(1) The result of **RMG** contributed to the Group relates to that posted up to the date of its sale along with Abertis Motorways UK in November 2021 (see Note 2-h).

(2) The result of Alienor contributed to the Group relates to that posted up to the date of its sale along with Sanef Aquitaine in December 2021 (see Note 2-h).

The detail of the contribution of each company in prior year 2020 included in the scope of consolidation to the consolidated result, indicating the portion corresponding to non-controlling interests, was as follows:

| Subsidiaries | Consolidated result | Result attributable to non-controlling interests | Consolidated result 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 (1) | 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 (2) | 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 (2) | 3,792 | (1,778) | 2,014 |
| Litoral Sul | 3,424 | (1,987) | 1,437 |
| Apr | 3,053 | - | 3,053 |
| Autopista Los Libertadores (1) | 2,693 | (539) | 2,154 |
| Conipsa (2) | 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 (4) | 752 | (140) | 612 |
| Sanef Aquitaine | 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 Manuntenção 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 |
| A4 Trading | 164 | (16) | 148 |
| Abertis India Toll Road Services | 144 | - | 144 |

| Subsidiaries | Consolidated result | Result attributable to non-controlling interests | Consolidated result attributable to the Parent |
|---|---|---|---|
| Emovis Operations Puerto Rico | 132 | - | 132 |
| Autovim [(2)] | 30 | (14) | 16 |
| Emovis Technologies Ireland | 28 | - | 28 |
| Rca [(2)] | 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 [(2)] | (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 [(3)] | (2,091) | - | (2,091) |
| Aulesa | (2,189) | - | (2,189) |
| Virginia Tollroad Transportco [(3)] | (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 [(5)] | (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) |
| Túnels 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 [(2)] | (20,889) | 9,793 | (11,096) |
| Avasa | (27,194) | - | (27,194) |
| Vias Chile | (29,739) | 5,774 | (23,965) |
| Gco | (33,269) | 17,102 | (16,167) |
| HIT | (33,297) | - | (33,297) |

| Subsidiaries | Consolidated result | Result attributable to non-controlling interests | Consolidated result attributable to the Parent |
|---|---|---|---|
| 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 (1) | (72,482) | 7,226 | (65,256) |
| Via Paulista | (87,076) | 50,530 | (36,546) |
| Abertis | (240,588) | - | (240,588) |
| **Group loss attributable to subsidiaries from continuing operations** | **(530,037)** | **122,957** | **(407,080)** |
| Group loss from discontinued operations | - | - | - |
| **Group loss attributable to subsidiaries** | **(530,037)** | **122,957** | **(407,080)** |

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

(2) **Rco** subgroup companies included in the **Abertis** Group in the first half of 2020 (see Notes 2-h and 5.i).

(3) Holding companies through which the **Abertis** Group included the **Erc** subgroup on 30 December 2020 (see Notes 2-h and 5.ii).

(4) 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.

(5) 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.

| Associates and joint ventures | Consolidated result | Result attributable to non-controlling interests | Consolidated result attributable to the Parent |
|---|---|---|---|
| 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 [1] | (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) |
| **Profit of associates and joint ventures from continuing operations** | **15,251** | **-** | **15,251** |
| Profit of associates from discontinued operations | - | - | - |
| **Profit of associates and joint ventures** | **15,251** | **-** | **15,251** |
| **Loss for the year from continuing operations** | **(514,786)** | **122,957** | **(391,829)** |
| Profit for the year from discontinued operations | - | - | - |
| **Loss for the year** | **(514,786)** | **122,957** | **(391,829)** |

(1) 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).

## 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** | **31/12/21** | **31/12/20** |
|---|---|---|---|---|---|
| Red de Carreteras de Occidente, S.A.B. de C.V. (**Rco**) | Mexico | 53.12% | 46.88% | 1,098,054 | 1,023,132 |
| Elisabeth River Crossing, LLC. (**Erc**) (*) | USA | 55.20% | 44.80% | 489,189 | 465,662 |
| Partícipes en Brasil S.A. (**Partícipes**) | Spain | 51.00% | 49.00% | 343,511 | 595,793 |
| Inversora de Infraestructuras, S.L. (**Invin**) | Spain | 80.00% | 20.00% | 288,953 | 328,366 |
| Autopistas Metropolitanas Llc. (**Metropistas**) | P. Rico | 51.00% | 49.00% | 275,417 | 259,536 |
| Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**) | Spain | 50.01% | 49.99% | 91,706 | 89,568 |
| Trados 45, S.A. (**Trados**) | Spain | 51.00% | 49.00% | 74,881 | 70,866 |
| A4 Holding, S.p.A. (**A4**) | Italy | 90.03% | 9.97% | 70,106 | 68,620 |
| Autopista del Sol, S.A. (**Ausol**) (1) | Argentina | 31.59% | 68.41% | 31,630 | 40,323 |
| Grupo Concesionario del Oeste, S.A. (**Gco**) (1) | Argentina | 48.60% | 51.40% | 23,638 | 18,516 |
| Holding d'Infrastructures de Transport S.A.S (**Hit**) (2) | France | 100.00% | - | 465 | 498 |
| | | | | **2,787,550** | **2,960,880** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the **Erc** group, on applying IFRS 3 (see Note 5).

(1) Companies controlled by **Abertis** as described in Note 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.

(2) Relating to non-controlling interests in the **Hit** subgroup.

The reduction in non-controlling interests is primarily due to the impact of the asset impairment losses recorded in the **Arteris** Group (see Note 7.iv). This impact has been partially offset by exchange gains during the year (basically because of the increase in the year-end exchange rates of the Mexican peso, Brazilian real and US dollar).

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:

**31/12/21 (*)**

| | Trados | Túnels | A4 | Partícipes | Invin | Rco | Erc | Metropistas | Ausol | Gco |
|---|---|---|---|---|---|---|---|---|---|---|
| Non-current assets | 73,601 | 425,011 | 726,411 | 2,201,717 | 2,057,606 | 2,314,436 | 974,901 | 965,189 | 50,771 | 79,076 |
| Current assets | 77,518 | 34,212 | 397,718 | 320,218 | 518,235 | 525,376 | 103,507 | 28,151 | 75,444 | 28,757 |
| **ASSETS** | 151,119 | 459,223 | 1,124,129 | 2,521,935 | 2,575,841 | 2,839,812 | 1,078,408 | 993,340 | 126,215 | 107,833 |
| Non-current liabilities | 38,626 | 425,336 | 317,519 | 1,546,248 | 1,361,346 | 2,347,039 | 1,040,415 | 654,005 | 13,785 | 34,448 |
| Current liabilities | 17,691 | 17,287 | 180,043 | 305,542 | 271,976 | 248,824 | 27,641 | 36,669 | 66,191 | 23,858 |
| **LIABILITIES** | 56,317 | 442,623 | 497,562 | 1,851,790 | 1,633,322 | 2,595,863 | 1,068,056 | 690,674 | 79,976 | 58,306 |
| **NET ASSETS** | **94,802** | **16,600** | **626,567** | **670,145** | **942,519** | **243,949** | **10,352** | **302,666** | **46,239** | **49,527** |
| Revenue | 35,235 | 51,030 | 472,114 | 703,167 | 498,799 | 447,590 | 86,382 | 134,634 | 77,891 | 49,083 |
| Expenses | (3,565) | (11,885) | (263,160) | (418,350) | (104,935) | (82,945) | (44,401) | (35,466) | (61,189) | (43,358) |
| **Gross profit or loss from operations** | **31,670** | **39,145** | **208,954** | **284,817** | **393,864** | **364,645** | **41,981** | **99,168** | **16,702** | **5,725** |
| **Profit or loss attributable to shareholders of the Company** | **18,213** | **12,029** | **61,041** | **(356,192)** | **88,765** | **89,373** | **(22,859)** | **23,576** | **(25,652)** | **(4,374)** |
| Operating activities | 19,349 | 34,848 | 213,136 | 186,478 | 334,075 | 343,550 | 12,282 | 50,117 | 6,403 | 287 |
| Investing activities | (2,912) | (11,658) | (73,081) | (358,650) | (34,293) | (6,754) | (9,891) | (3,089) | (6,211) | (5,036) |
| Financing activities | (21,688) | (7,459) | (49,812) | 241,419 | (346,696) | (226,827) | - | (45,481) | - | (1,466) |
| **CASH FLOWS** | **(5,251)** | **15,731** | **90,243** | **69,247** | **(46,914)** | **109,969** | **2,391** | **1,547** | **192** | **(6,215)** |

(*) 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 annual accounts for 2019).

**31/12/20 (*)**

| | Trados | Túnels | A4 | Partícipes | Invin | Rco (1) | Erc (1) | 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 |
| **ASSETS** | 157,719 | 451,536 | 1,129,385 | 2,595,862 | 3,071,783 | 2,608,058 | 1,009,630 | 921,671 | 133,166 | 81,843 |
| 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 |
| **LIABILITIES** | 71,072 | 449,641 | 519,706 | 1,540,374 | 2,083,557 | 2,466,229 | 978,038 | 639,931 | 74,223 | 42,281 |
| **NET ASSETS** | **86,647** | **1,895** | **609,679** | **1,055,488** | **988,226** | **141,829** | **31,592** | **281,740** | **58,943** | **39,562** |
| Revenue | 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) |
| **Gross profit or loss from operations** | **26,554** | **29,979** | **100,173** | **248,977** | **268,416** | **183,698** | **-** | **72,579** | **12,038** | **2,149** |
| **Profit or loss attributable to shareholders of the Company** | **14,361** | **1,655** | **36,851** | **12,162** | **27,070** | **14,860** | **-** | **(8,348)** | **(33,835)** | **(33,271)** |
| 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) |
| **CASH FLOWS** | **10,548** | **(4,934)** | **(126,613)** | **68,126** | **(62,957)** | **17,857** | **-** | **(2,910)** | **(7,194)** | **(2,972)** |

(*) 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 annual accounts 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.

Also, at 31 December 2021 and 2020 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:

| | 2021 | | 2020 | |
|---|---|---|---|---|
| | **% owned by non-controlling shareholders** | **%** | **% owned by non-controlling shareholders** | **%** |
| Partícipes en Brasil S.A. (**Partícipes**) | Brookfield Brazil Motorways Holding, S.L. | 49.00% | Brookfield Brazil Motorways Holding, S.L. | 49.00% |
| Autopistas Metropolitanas Llc. (**Metropistas**) | Metropistas Investment Partners Borrower | 49.00% | Metropistas Investment Partners Borrower | 49.00% |
| Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**) | Vaugirard Autovia, S.L. | 49.99% | Vaugirard Autovia, S.L. | 49.99% |
| Trados 45, S.A. (**Trados**) | Finavías, S.a.r.l. | 49.00% | Finavías, S.a.r.l. | 49.00% |
| Inversora de Infraestructuras, S.L. (**Invin**) | Abu Dhabi Investment Authority (Adia) | 20.00% | Abu Dhabi Investment Authority (Adia) | 20.00% |
| Autopista del Sol, S.A. (**Ausol**) (2) | Impregilio International Infrastructures N.V. | 19.82% | Impregilio International Infrastructures N.V. | 19.82% |
| | Natal Inversiones, S.A. | 14.12% | Natal Inversiones, S.A. | 14.11% |
| Grupo Concesionario del Oeste, S.A. (**Gco**) (2) | IJM Corporation Berhad | 20.1% | IJM Corporation Berhad | 20.1% |
| Red de Carreteras de Occidente, S.A.B. de C.V. (**Rco**) | Goverment of Singapore Investment Corporation Private Limited (GIC) | 21.03% | Goverment of Singapore Investment Corporation Private Limited (GIC) | 21.03% |
| Elisabeth River Crossings LLC (**Erc**) | JH Virginia AgregatorCo, LLC | 44.80% | JH Virginia AgregatorCo, LLC | 44.80% |

(1) A company whose shares are listed on the Buenos Aires Stock Exchange.

The most noteworthy changes in 2021 were as follows:

*Dividends*

The detail of "2020 Dividend" for a total amount of EUR 11,071 thousand and of "2021 Interim Dividend" for a total amount of EUR 4,773 thousand, corresponding to the payments made to the rest of these companies' respective shareholders in relation to those dividends, is as follows:

| | **Dividend for prior year** | | **Interim dividend for current year** | |
|---|---|---|---|---|
| | **2021** | **2020** | **2021** | **2020** |
| Inversora de Infraestructuras, S.L. (**Invin**) | 6,000 | 23,205 | - | - |
| Autopista del Sol, S.A. (**Ausol**) | - | 3,050 | - | - |
| Grupo Concesionario del Oeste, S.A. (**Gco**) | - | 2,292 | - | - |
| A4 Holding, S.p.A. (**A4**) | - | - | 1,147 | - |
| Túnels de Barcelona i Cadí Concessionària de la Generalitat de Catalunya, S.A. (**Túnels**) | 3,729 | 5,748 | - | - |
| Trados 45 S.A. (**Trados**) | 1,302 | 1,464 | 3,626 | 2,254 |
| Other non-controlling interests | 40 | 38 | - | - |
| | **11,071** | **35,797** | **4,773** | **2,254** |

*Capital increases*

The detail of "Capital Increases" totalling EUR 23,837 thousand corresponding to the contribution subscribed in this connection by the non-controlling shareholder is as follows:

| | **Capital increases** | |
|---|---|---|
| | **2021** | **2020** |
| Partícipes en Brasil S.A. (**Partícipes**) (1) | 16,824 | 490 |
| Arteris, S.A. (**Arteris**) (1) | 7,013 | - |
| | **23,837** | **490** |

(1) Corresponding to shareholder's contributions.

*Reimbursement of shareholder contributions*

The detail of "Reimbursement of Shareholder Contributions", totalling EUR 12,144 thousand and relating to the payments made in this connection to the rest of the respective shareholders, is as follows:

| | **Reimbursement of shareholder contributions** | |
|---|---|---|
| | **2021** | **2020** |
| Autopistas Metropolitanas de Puerto Rico, Llc. (**Metropistas**) [(1)] | 12,144 | 7,675 |
| | **12,144** | **7,675** |

(1) Due to the redemption of capital at the 2021 and 2020 year-ends.

*Changes in the scope of consolidation and other*

"Changes in the Scope of Consolidation and Other", totalling EUR 121 thousand, relates to the impact of the following:

| | | **Changes in the scope of consolidation and other** | |
|---|---|---|---|
| | | **2021** | **2020** [(*)] |
| Acquisition of 51.26% of Red de Carreteras de Occidente, S.A.B. de C.V. (**Rco**) | i. | - | 1,005,793 |
| Acquisition of an additional 1.86% of Red de Carreteras de Occidente, S.A.B. de C.V. (**Rco**) | ii. | - | (55,192) |
| Acquisition of 55.20% of Elisabeth River Crossing, LLC (**Erc**) [(*)] | iii. | - | 466,702 |
| Acquisition of an additional 34.00% of Globalcar Services S.p.A. (**Globalcar**) | iv. | - | (2,009) |
| Other | | 121 | - |
| | | **121** | **1,415,294** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5).

There were no significant changes in the scope of consolidation and other impacts in 2021.

Also, "Changes in the Scope of Consolidation and Other" in 2020 related to the impact of the following:

i) Acquisition with obtainment of control of **Rco** as a result of the acquisition of 51.26% of its share capital.

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.

ii) Acquisition of an additional 1.86% of the share capital of **Rco**.

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.

In December 2020 **Abertis** acquired an ownership interest of 55.20% of the share capital of **Erc** (thereby becoming the majority and controlling shareholder). The **Erc** subgroup started to be fully consolidated with effect from 30 December 2020, which at the date of acquisition gave rise to the recognition of a non-controlling interest of EUR 476,014 thousand. In 2021 the PPA was completed resulting in the recognition of EUR 466,702 thousand for this non-controlling interest after the 2020 figures were restated for comparison purposes (see Note 5.ii).

ii) Acquisition of an additional 34% of the share capital of **Globalcar**.

In 2020 the investee A4 Holding, S.p.A. (**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 this was an equity transaction 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.

### f) Dividends and dividend proposal

On 20 April 2021, the Annual General Meeting of **Abertis** approved the payment of a dividend out of unrestricted reserves of EUR 0.66 gross per share of Abertis Infraestructuras, S.A., representing EUR 601,633 thousand. This was paid on 28 April 2021.

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.

The detail of the dividend distributed in 2021 and 2020 with a charge to unrestricted reserves is therefore as follows:

| | 2021 | | 2020 | |
|---|---|---|---|---|
| **Dividends paid** | EUR/share (gross) | Accrued dividend | EUR/share (gross) | Accrued dividend |
| 1st payment | 0.66 | 601,633 | 0.48 | 437,552 |
| 2nd payment | - | - | 0.48 | 437,551 |
| With a charge to unrestricted reserves | 0.66 | 601,633 | 0.96 | 875,103 |
| **Total dividend paid** | **0.66** | **601,633** | **0.96** | **875,103** |

The distribution of dividends is determined on the basis of the separate annual accounts of Abertis Infraestructuras, S.A. and duly complying with the corporate law currently in force in Spain.

The dividends to be distributed to the shareholders are recognised as a liability in the consolidated annual accounts 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 2021, no interim dividend had been paid out of the profit for 2021.

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 2021 profit of **Abertis**:

| | |
|---|---|
| **Basis of allocation (Loss)** | (597,518) |
| Application: | |
| Unrestricted reserves | (597,518) |
| | (597,518) |

The Board of Directors will also propose to shareholders at the Annual General Shareholders' Meeting to repay EUR 601,633 thousand of contributions to shareholders through a reduction of Abertis Infraestructuras, S.A.'s capital by decreasing the nominal value of shares from EUR 3 to EUR 2.34.

This Board of Directors resolution will be submitted for approval by the shareholders at the Annual General Meeting of **Abertis**.

## 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.

| | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|
| | Continuing operations | Discontinued operations | Total | Continuing operations | Discontinued operations | Total |
| Net profit/(loss) attributable to the shareholders of the Parent (Note 13-d.iii) | 7,217 | - | 7,217 | (391,829) | - | (391,829) |
| Weighted average number of ordinary shares outstanding (thousands) | 909,598 | - | 909,598 | 910,337 | - | 910,337 |
| **Basic earnings per share (EUR/share)** | 0.008 | - | 0.008 | (0.430) | - | (0.430) |
| **Diluted earnings per share (EUR/share)** | 0.008 | - | 0.008 | (0.430) | - | (0.430) |

### 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 2021 (as in 2020) **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:

| | 31/12/21 | | | 31/12/20 (*) | | |
|---|---|---|---|---|---|---|
| | Non-current | Current | Total | Non-current | Current | Total |
| Bank loans | 7,688,892 | 738,464 | 8,427,356 | 8,503,952 | 656,848 | 9,160,800 |
| Bond issues and other loans | 18,519,593 | 310,417 | 18,830,010 | 17,551,780 | 1,635,022 | 19,186,802 |
| | 26,208,485 | 1,048,881 | 27,257,366 | 26,055,732 | 2,291,870 | 28,347,602 |
| Payables to companies accounted for using the equity method and other related parties | - | 228,459 | 228,459 | 8,388 | - | 8,388 |
| Interest on loans and bonds | - | 259,067 | 259,067 | - | 284,382 | 284,382 |
| Other bank borrowings | 565,599 | 48,078 | 613,677 | 545,945 | - | 545,945 |
| **Bond issues and bank borrowings** | **26,774,084** | **1,584,485** | **28,358,569** | **26,610,065** | **2,576,252** | **29,186,317** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5).

Bond issues and bank borrowings are measured at amortised cost.

Given the Group's cash position indicated in Note 12, in 2021 **Abertis** reduced 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 1,895,885 thousand to EUR 23,349,542 thousand.

The decrease in the year in the Group's net bank borrowings was due mainly to the following, in addition to the cash generated by the Group in its operations:

- The issue, detailed in Note 13-b, of a hybrid bond of EUR 750,000 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 service debt amounting to EUR 750,000 thousand, thereby reducing, for accounting purposes, the Group’s net debt by that same amount.
- The collection of 2019 income tax of EUR 120,764 thousand.
- The sale of 33.33% of RMG, 35.0% of Alienor and 100% of **Sanef Aquitaine** and the corresponding injection of cash totalling EUR 259,547 thousand.

These impacts have been partially offset by:

- The payment of dividends in the year (EUR 601,633 thousand relating to the dividend for 2021, from which EUR 1,054 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 633,655 thousand.
- The exchange rate effect at 31 December 2021, due mainly to the appreciation of the Brazilian real, Mexican peso and US dollar at the reporting date, which increased the Group's net bank borrowings by EUR 134,853 thousand.

Various financing transactions carried out in 2021 provided new funds for the Group, for a net amount of EUR 1,660,468 thousand (2020: EUR 4,987,168 thousand), aimed at allowing it to service part of the debt maturing in 2021 (with debt totalling EUR 3,013,017 thousand being serviced and refinanced, EUR 4,757,067 thousand in 2020), increasing the Group's liquidity and optimising its debt maturity profile and borrowing costs, thereby strengthening its financial position. The most noteworthy transactions included are the following:

- In February 2021, **Abertis** obtained a new syndicated loan from credit institutions totalling EUR 500 million and falling due in 2026. The loan bears interest at a floating rate tied to the Euribor plus a spread, and is earmarked to replenish liquidity after the acquisition of the **Erc** subgroup in December 2020.
- In December 2021, **Abertis** also drew down EUR 40 million on a line of credit which expires in 2023.
- **Abertis** has also early settled the outstanding balance on a syndicated loan of EUR 750 million, initially falling due in October 2023. In doing so, it has repaid in full the term loan corresponding to the acquisition debt assumed by **Abertis** in 2019.
- The placement of a new EUR 600-million bond by **Hit** which, along with others issued in 2020, has enabled it to cover existing bond redemptions totalling EUR 1,360 million. The main characteristics of the bond issue are as follows:

| Issuer (millions of euros) | Issue date | Carrying Maturity | Expiry date | Coupon rate |
|---|---|---|---|---|
| HIT | May 2021 | 600 | May 2028 | 0.625% |
| **Total** | | **600** | | |

**Hit** has also arranged a new syndicated line of credit of EUR 200 million and expiring in April 2026, none of which had been drawn down at 2021 year-end.

- In relation to the Brazilian consolidated companies, in 2021 Arteris Brasil, SA, the parent of the **Arteris** subgroup, obtained a new loan of USD 50 million (approximately EUR 44 million at 2021 year-end), all of which had been drawn down at 2021 year-end. This loan, with a floating interest rate tied to the CDI rate through a cross currency interest rate swap (see Note 10), matures in March 2022.

  In May 2021, **Intervias** issued a BRL 500-million bond (EUR 79 million at 2021 year-end) expiring in May 2026 and with a coupon equal to the CDI rate plus a spread of 1.66%.

  **Litoral Sul** has issued new bonds amounting to BRL 2,550 million (approximately EUR 404 million at 2021 year-end) with the following detail of maturities and rates during the year:

| Issuer | Notional amount (millions of BRL) | Notional amount (millions of EUR) (1) | Expiry date | Coupon rate |
|---|---|---|---|---|
| Litoral Sul | 246 | 39 | October 2028 | 6m CDI +1.55% |
| Litoral Sul | 1,754 | 278 | October 2031 | 6m HICP +5.855% |
| Litoral Sul | 550 | 87 | September 2022 | 12m CDI +1.62% |
| **Total** | **2,550** | **404** | | |

(1) Amount measured at the exchange rate prevailing at 31 December 2021.

  The bonds issued by **Litoral Sul** in November 2021 have enabled it to repurchase the bonds maturing in 2020 and amounting to BRL 550 million (approximately EUR 87 million at 2021 year-end) and the entire loan from BNDES of BRL 365 million (approximately EUR 58 million at 2021 year-end).

As in prior year, in 2021 **Abertis** also had access to the following financing programmes:

- A 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.

  At 31 December 2021 the total amount of bond issues carried out under the aforementioned Bond Programme was EUR 7,367 million (31 December 2020: also EUR 7,367 million).

- A 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 and 2021. None of this has been drawn at 2021 year-end (as was the case at 2020 year-end)

Also, the Parent took steps to optimise the Group's liquidity and to reduce the finance costs associated with the borrowings by renegotiating in 2021 credit facilities amounting to EUR 1,750 million (2020: EUR 2,425 million). Accordingly, the volume of the credit facilities of Abertis Infraestructuras, S.A. at 31 December 2021 and 2020 was as follows (see section i.a) of this Note):

| Millions of euros | **31 December 2021** | | **31 December 20220** | |
|---|---|---|---|---|
| | Total | Amount drawn down | Total | Amount drawn down |
| Credit facilities of Abertis Infraestructuras, S.A. | 3,025 | 40 | 3,320 | - |
| Maturing within one year | - | - | 300 | - |
| Maturing at more than one year | 3,025 | | 3,020 | |
| Average maturity period (years) | 2.1 | | 2.3 | |

Of the EUR 3,025 million of the credit facilities held by Abertis Infraestructuras, S.A., EUR 1,400 million (2020: EUR 1,595 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.

In 2021, the existing agreement of a line of credit was also changed, altering the available balance from EUR 100 million to JPY 13,000 million (approximately EUR 100 million at 2021 year-end) tied to the Tibor plus a spread. None of this line of credit had been drawn down at the reporting date.

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:

| | **31/12/20** | Cash flows | Exchange rate | Perpetual bonds | Changes in the scope of consolidation | Other [(1)] | **31/12/21** |
|---|---|---|---|---|---|---|---|
| Bank loans | 9,160,800 | (773,037) | 92,425 | - | - | (52,832) | 8,427,356 |
| Bond issues and other loans | 19,186,802 | (579,512) | 52,446 | - | - | 170,274 | 18,830,010 |
| | 28,347,602 | (1,352,549) | 144,871 | - | - | 117,442 | 27,257,366 |
| Payables to companies accounted for using the equity method and other related parties | 8,388 | 222,578 | 586 | - | (3,093) | - | 228,459 |
| Interest on loans and bonds | 284,382 | (8,349) | 6,450 | - | - | (23,416) | 259,067 |
| Other bank borrowings | 545,945 | (15,060) | - | 58,923 | - | 23,869 | 613,677 |
| **Bond issues and bank borrowings** | **29,186,317** | **(1,153,380)** | **151,907** | **58,923** | **(3,093)** | **117,895** | **28,358,569** |

(1) Including, mainly, the effect of the amortised cost and capitalised interest.

| | **31/12/19** | Cash flows | Exchange rate | Changes in the scope of consolidation [(*)] | Other [(1)] | **31/12/20** |
|---|---|---|---|---|---|---|
| Bank loans [(*)] | 7,965,382 | (312,851) | (109,092) | 1,680,985 | (63,624) | 9,160,800 |
| 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) | 3,016,070 | (80,812) | 28,347,602 |
| 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 |
| **Bond issues and bank borrowings** | **26,365,967** | **252,077** | **(426,121)** | **3,056,185** | **(61,791)** | **29,186,317** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the **Erc** group, on applying IFRS 3 (see Note 5).

(1) Including, mainly, the effect of the amortised cost and capitalised interest.

The financing transactions carried out in 2020 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 | Expiry date | Coupon rate |
|---|---|---|---|---|
| Abertis Infraestructuras | February 2020 | 600 | February 2028 | 1.25% |
| Abertis Infraestructuras | June 2020 | 900 | March 2029 | 2.25% |
| **Total** | | **1,500** | | |

  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.

- **Abertis** also 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.
- Additionally, **Abertis** drew down against existing and new bilateral loans arranged in 2020 amounting to EUR 1,420 million, which included 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 | Carrying Maturity | Expiry date | Coupon rate |
|---|---|---|---|---|
| HIT | May 2020 | 600 | May 2027 | 2.50% |
| HIT | September 2020 | 600 | September 2029 | 1.63% |
| **Total** | | **1,200** | | |

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) (1) | Expiry date | Coupon rate |
|---|---|---|---|---|
| Arteris Brasil | 1,004 | 157 | September 2025 | 12m CDI +2.50% |
| Arteris Brasil | 450 | 71 | September 2027 | 12m HICP +4.84% |
| **Total** | **1,454** | **228** | | |

(1) Amount measured at the exchange rate prevailing at 31 December 2020.

The bonds issued by **Arteris** allowed it to buy back bonds that matured in 2022 amounting to BRL 1,454 million (approximately EUR 225 million 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), matured in March and September 2021.

Moreover, in March 2020 **Intervias** 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** 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** drew down a syndicated loan entered into in 2019 for an amount of EUR 200 million maturing in September 2025 and a Euribor rate 6m plus the corresponding spread, in order to cover 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 were included in the Group's consolidation:

- With the acquisition of **Rco** the Abertis Group 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** 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 corresponded 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 2020, as a result of the difference between the carrying amount of the debt and the repurchase value, amounted to EUR 56 million, which included 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. Accordingly, the total drawable volume of the credit facilities of Abertis Infraestructuras, S.A. at the end of 2020 was EUR 3,320 million (EUR 3,320 million of which matures 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:

| | 31/12/21 | | | 31/12/20 | | |
|---|---|---|---|---|---|---|
| | Loans | Bonds | Total | Loans | Bonds | Total |
| Abertis [1] | 4,118,756 | 10,326,271 | 14,445,027 | 4,330,811 | 10,321,110 | 14,651,921 |
| Spain | 456,633 | - | 456,633 | 514,875 | - | 514,875 |
| France | 1,190,339 | 4,315,148 | 5,505,487 | 1,472,689 | 5,130,717 | 6,603,406 |
| Italy | 214,875 | - | 214,875 | 250,011 | - | 250,011 |
| Brazil | 347,346 | 1,221,113 | 1,568,459 | 455,710 | 817,377 | 1,273,087 |
| Chile | 240,337 | 805,657 | 1,045,994 | 369,768 | 877,031 | 1,246,799 |
| Mexico | 804,991 | 1,527,274 | 2,332,265 | 791,293 | 1,430,369 | 2,221,662 |
| USA | 1,032,073 | - | 1,032,073 | 946,885 | - | 946,885 |
| Puerto Rico | - | 619,394 | 619,394 | - | 590,358 | 590,358 |
| Argentina | - | - | - | 1,652 | - | 1,652 |
| Other [2] | 22,006 | 15,153 | 37,159 | 27,106 | 19,840 | 46,946 |
| **Total** | **8,427,356** | **18,830,010** | **27,257,366** | **9,160,800** | **19,186,802** | **28,347,602** |

(1) Including at 31 December 2021 EUR 284,639 thousand corresponding to Abertis Infraestructuras Finance B.V., relating in full to bonds (2020 year-end: EUR 295,600 thousand also relating in full to bonds).

Of the total borrowings obtained by the Parent and Abertis Infraestructuras Finance B.V., at 31 December 2021 EUR 712,799 thousand had been lent in turn to other Group companies (2020 year-end: EUR 357,572 thousand).

(2) Corresponding in full, both in 2021 and 2020, to the gross payables to third parties of the toll roads business in India.

The main changes in gross bank borrowings in 2021 are as follows:

- As explained beforehand, the reduction in **Abertis'** gross borrowings is mainly due to the early repayment of EUR 750 million of a syndicated loan, partially offset by the signing of a new EUR 500-million loan.
- The reduction in gross borrowings in France **(Hit/Sanef)** is principally due to the expiration of bonds totalling EUR 1,360 million, partly offset by the new EUR 600-million placement described beforehand.
- The change in gross borrowings in Brazil, Mexico, the US and Puerto Rico was affected by the appreciation of the exchange rate at the reporting date of the Brazilian real (impact of EUR +13 million, plus the issues described above of **Arteris** amounting to EUR 527 million, offset by debt repayments during the year), the Mexican peso (impact of EUR +122 million, offset by debt repayments during the year), and the US dollar (impact of EUR +79 million in the US and EUR +49 million in Puerto Rico, offset in both cases by debt repayments during the year).
- The change in gross borrowings in Chile was affected by the depreciation of the exchange rate at the reporting date of the Chilean peso (impact of EUR -120 million, plus the debt repayments during the year).

The weighted average interest rate in 2021 on bond issues and bank borrowings was 3.55% (2020: 3.04%). In this respect, despite the refinancing of debts during the year at far lower interest rates, this was offset by inflationary pressures and the impact of the interest rate on borrowings in Latin America.

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:

| | 31/12/21 | | | 31/12/20 | | |
|---|---|---|---|---|---|---|
| | Loans | Bonds | Total | Loans | Bonds | Total |
| **Book value** | **8,427,356** | **18,830,010** | **27,257,366** | **9,160,800** | **19,186,802** | **28,347,602** |
| Amortized cost | 38,790 | 264,863 | 303,653 | 46,359 | 284,121 | 330,480 |
| Revaluations for business combinations [1] | (258,083) | (244,109) | (502,192) | (325,067) | (363,828) | (688,895) |
| Hedges | 39,411 | 930 | 40,341 | 37,475 | 44,587 | 82,062 |
| **Total** | **8,247,474** | **18,851,694** | **27,099,168** | **8,919,567** | **19,151,682** | **28,071,249** |

(1) Includes, both in 2021 and 2020, the impact of the merger of Abertis with Abertis Participaciones, S.A.U. and the corresponding incorporation from 1 January 2019 of the effects of the takeover of the Abertis Group itself, additionally the impact of the takeover of **Erc** and 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:

| | 2021 (*) | 2020 (*) |
|---|---|---|
| Euro | 19,776,909 | 21,168,256 |
| Mexican peso | 2,211,689 | 2,094,023 |
| US dollar | 1,945,642 | 1,796,438 |
| Brazilian real | 1,560,720 | 1,217,587 |
| Chilean peso | 946,164 | 1,125,428 |
| Pound sterling | 467,181 | 467,181 |
| Japanese yen | 153,611 | 153,611 |
| Indian rupee | 37,252 | 47,065 |
| Argentine peso | - | 1,660 |
| **Bond issues and bank borrowings** | **27,099,168** | **28,071,249** |

(*) 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.

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:

| | 31/12/21 (*) | | | 31/12/20 (*) | | |
|---|---|---|---|---|---|---|
| | Loans | Bonds | Total | Loans | Bonds | Total |
| Between one and two years | 853,444 | 1,435,436 | 2,288,880 | 902,356 | 214,538 | 1,116,894 |
| Between two and three years | 1,928,423 | 1,180,094 | 3,108,517 | 1,468,732 | 1,425,877 | 2,894,609 |
| Between three and four years | 1,734,328 | 2,171,102 | 3,905,430 | 1,985,117 | 1,167,456 | 3,152,573 |
| Between four and five years | 966,582 | 2,431,285 | 3,397,867 | 1,710,765 | 2,109,922 | 3,820,687 |
| After five years | 2,099,741 | 11,412,660 | 13,512,401 | 2,261,251 | 12,705,646 | 14,966,897 |
| **Non-current maturities** | **7,582,518** | **18,630,577** | **26,213,095** | **8,328,221** | **17,623,439** | **25,951,660** |
| **Current maturities** | **664,956** | **221,117** | **886,073** | **591,346** | **1,528,243** | **2,119,589** |
| **Total debt** | **8,247,474** | **18,851,694** | **27,099,168** | **8,919,567** | **19,151,682** | **28,071,249** |

(*) 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 27,099,168 thousand, EUR 12,673,839 thousand (47%) relate to debt of subsidiaries without recourse to Abertis Infraestructuras, S.A. (2020: EUR 13,429,311 thousand, 48%), which has not changed significantly during the year.

At 31 December 2021, the average term to maturity of the debt was 6.0 years (2020 year-end: 6.3 years).

Also, interest on the aforementioned loans and bonds accrues and is settled on the basis of the specific terms and conditions and maturities. In 2022 interest on the borrowings based on the debt at 31 December 2021 is expected to amount to approximately EUR 1,067 million (EUR 919 million estimated at 2020 year-end for 2021).

At 31 December 2021, 77% (2020: 78%) 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 annual accounts.

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:

| | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|
| | Financing in | | | Financing in | | |
| (millions of euros) | Euros | Other currencies (*) | Total | Euros | Other currencies (*) | Total |
| Change of 50 bp: | | | | | | |
| Gross impact before tax | 22.8 | 7.8 | 30.6 | 24.8 | 5.4 | 30.2 |
| Net impact after tax (and before non-controlling interests) | 17.1 | 5.9 | 23.0 | 18.6 | 4.1 | 22.7 |

(*) At the end of 2021 and 2020 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 2021 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 16 million (2020: EUR 21 million), with a net impact of EUR 12 million on equity and virtually no impact on profit after tax (2020: impact of EUR 16 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 2021 and 2020 is as follows:

| | 2021 | | | | |
|---|---|---|---|---|---|
| | | Fair value (*) | | | |
| | Carrying amount | Level 1 | Level 2 | Level 3 | Total |
| Bank loans | 7,688,892 | - | 6,416,212 | - | 6,416,212 |
| Bonds | 18,519,593 | 15,346,616 | 3,507,477 | - | 18,854,093 |
| **Non-current bank borrowings** | **26,208,485** | **15,346,616** | **9,923,689** | **-** | **25,270,305** |

(*) 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.

| | 2020 | | | | |
|---|---|---|---|---|---|
| | | Fair value (*) | | | |
| | Carrying amount | Level 1 | Level 2 | Level 3 | Total |
| Bank loans | 8,503,952 | - | 7,552,761 | - | 7,552,761 |
| Bonds | 17,551,780 | 14,527,210 | 4,174,688 | - | 18,701,898 |
| **Non-current bank borrowings** | **26,055,732** | **14,527,210** | **11,727,449** | **-** | **26,254,659** |

(*) 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:

| **2021 (*)** | 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 | 105,000 | 294,927 | 1,305,000 | 1,535,000 | 875,000 | - | 4,009,927 | 4,114,927 |
| Spain | 66,863 | 61,104 | 28,881 | 25,935 | 27,326 | 238,409 | 381,655 | 448,518 |
| France | 264,500 | 363,000 | 456,000 | - | - | - | 819,000 | 1,083,500 |
| Italy | 36,038 | 35,587 | 43,739 | 100,000 | - | - | 179,326 | 215,364 |
| Brazil | 90,252 | 48,597 | 45,054 | 29,502 | 16,746 | 133,939 | 273,838 | 364,090 |
| Chile | 68,622 | 9,407 | 9,880 | 12,203 | 12,818 | 160,222 | 204,530 | 273,152 |
| Mexico | 24,277 | 27,096 | 29,860 | 24,665 | 24,106 | 593,855 | 699,582 | 723,859 |
| USA | 592 | 6,465 | 4,114 | 7,023 | 10,586 | 973,316 | 1,001,504 | 1,002,096 |
| Puerto Rico | - | - | - | - | - | - | - | - |
| Argentina | - | - | - | - | - | - | - | - |
| Other | 8,812 | 7,261 | 5,895 | - | - | - | 13,156 | 21,968 |
| **Bank loans** | **664,956** | **853,444** | **1,928,423** | **1,734,328** | **966,582** | **2,099,741** | **7,582,518** | **8,247,474** |

(*) 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.

| **2020** (*) | 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 |
| USA | - | 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 |
| **Bank loans** | **591,346** | **902,356** | **1,468,732** | **1,985,117** | **1,710,765** | **2,261,251** | **8,328,221** | **8,919,567** |

(*) 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.

At 31 December 2021 and 2020, the main bank loans held by Group companies and the main characteristics thereof were as follows:

| | **31.12.21[1]** | **31.12.20[1]** | **Reference rate [3]** | **Average interest rate - 2021 [2]** | **Average interest rate - 2020 [2]** | **Currency [3]** | **Final maturity - 2021** | **Final maturity - 2020** | **Financial obligations [4]** | **Security interests, pledges and other guarantees** |
|---|---|---|---|---|---|---|---|---|---|---|
| Abertis (several) | - | 750,000 | Euribor | | | EUR | - | 2023 | - | - |
| Abertis (several) | 970,000 | 970,000 | Euribor | | | EUR | 2025 | 2025 | - | - |
| Abertis (several) | 3,144,927 | 2,610,000 | Euribor | | | EUR | 2022-26 | 2022-26 | - | - |
| **Abertis** | **4,114,927** | **4,330,000** | | **0.68%** | **0.53%** | | | | | |
| Avasa | 88,500 | 135,000 | Euribor | | | EUR | 2023 | 2023 | Financial ratio | Other [5] |
| Túnels | 305,000 | 305,000 | Euribor | | | EUR | 2034 | 2034 | Financial ratio | Company shares, concession infrastructure and other [5] |
| Aulesa | 25,010 | 26,547 | Fixed rate | | | EUR | 2029 | 2029 | Financial ratio | Company shares, concession infrastructure and other [5] |
| Trados | 30,008 | 40,008 | Euribor | | | EUR | 2024 | 2024 | Financial ratio | Concession asset and others [5] |
| Trados | - | 1,629 | Euribor | | | EUR | - | 2021 | - | - |
| **Spain** | **448,518** | **508,184** | | **2.46%** | **2.39%** | | | | **448,518** | |
| Sanef/Sapn (several) | 1,060,500 | 1,262,000 | Fixed rate | | | EUR | 2024 | 2024 | Financial ratio | Financial collateral |
| Sanef | 23,000 | 43,000 | Euribor | | | EUR | 2022-23 | 2021-23 | Financial ratio | - |
| **France** | **1,083,500** | **1,305,000** | | **5.24%** | **5.24%** | | | | **1,083,500** | |
| A4 Holding | 32,868 | 39,943 | Euribor | | | EUR | 2024 | 2024 | Financial ratio | - |
| A4 Mobility (several) | 6,143 | 9,142 | Euribor | | | EUR | 2023 | 2023 | Financial ratio | - |
| A4 Autostrada | 175,000 | 200,000 | Euribor | | | EUR | 2025 | 2025 | Financial ratio | - |
| Other (several) | 1,353 | 1,587 | Euribor | | | EUR | 2022-23 | 2021-23 | - | Other [5] |
| **Italy** | **215,364** | **250,672** | | **0.93%** | **0.94%** | | | | | |
| Federal concessions (several) | 160,104 | 130,280 | HICP | | | BRL | 2027-45 | 2027-2045 | Financial ratio | Company shares and other [5] |
| Federal concessions (several) | 158,787 | 263,867 | Fixed rate | | | BRL | 2025-29 | 2025-29 | Financial ratio | Company shares and other [5] |
| Arteris | - | 40,166 | Fixed rate | | | USD | - | 2021 | - | - |
| Arteris | 45,199 | 43,708 | Fixed rate | | | USD | 2022 | 2021 | - | - |
| **Brazil** | **364,090** | **478,021** | | **12.41%** | **7.70%** | | | | | |
| Rutas Pacífico | 61,047 | 123,897 | Fixed rate | | | UF | 2022 | 2022 | - | Concession infrastructure |
| Los Andes | 161,490 | 170,855 | Fixed rate | | | CLP | 2034 | 2034 | - | Concession infrastructure |
| Elqui | - | 21,073 | Fixed rate | | | UF | - | 2021 | - | Company shares and concession infrastructure |
| Autp. Central | 50,615 | 55,313 | Fixed rate | | | UF | 2029 | 2029 | - | Concession infrastructure |
| Elqui | - | 4,014 | TAB | | | CLP | - | 2021 | - | Company shares and concession infrastructure |
| Libertadores | - | 10,003 | Fixed rate | | | UF | - | 2021 | - | Company shares and concession infrastructure |
| Autopista del Sol | - | 9,043 | TAB | | | UF | 2021 | 2021 | - | Company shares and concession infrastructure |
| **Chile** | **273,152** | **394,198** | | **11.61%** | **6.90%** | | | | | |

| | 31.12.21[1] | 31.12.20[1] | Reference rate [3] | Average interest rate - 2021 [2] | Average interest rate - 2020 [2] | Currency [3] | Final maturity - 2021 | Final maturity - 2020 | Financial obligations [4] | Security interests, pledges and other guarantees |
|---|---|---|---|---|---|---|---|---|---|---|
| Rco | 432,261 | 412,253 | Fixed rate | | | MXN | 2037 | 2037 | - | Company shares and concession infrastructure |
| Rco | 194,613 | 187,484 | Fixed rate | | | MXN | 2034 | 2034 | - | Company shares and concession infrastructure |
| Rco | 36,775 | 34,859 | TIIE | | | MXN | 2034 | 2034 | - | Company shares and concession infrastructure |
| Conipsa | 4,667 | 5,848 | TIIE | | | MXN | 2024 | 2024 | - | Company shares and other [5] |
| Coviqsa | 34,739 | 41,206 | TIIE | | | MXN | 2025 | 2025 | - | Company shares and other [5] |
| Coviqsa | 20,804 | 24,677 | Fixed rate | | | MXN | 2025 | 2025 | - | Company shares and other [5] |
| **Mexico** | **723,859** | **706,327** | | **10.07%** | **10.09%** | | | | | |
| Erc Op | 552,931 | 510,350 | Fixed rate | | | USD | 2042 | 2042 | - | Company shares and concession infrastructure |
| Erc Op | 449,165 | 408,137 | Fixed rate | | | USD | 2046 | 2046 | - | Company shares and concession infrastructure |
| **USA** | **1,002,096** | **918,487** | | **4.51%** | **4.52%** | | | | | |
| Gco | - | 1,660 | BadlarI | | | ARS | - | 2021 | - | - |
| **Argentina** | **-** | **1,660** | | **-** | **-** | | | | | |
| TTPL and JEPL (several) | 21,968 | 27,018 | ICICI | | | INR | 2023-24 | 2023-24 | Financial ratio | % of company shares, concession infrastructure and other [5] |
| **Other** | **21,968** | **27,018** | | **8.10%** | **9.51%** | | | | | |
| **Total** | **8,247,474** | **8,919,567** | | **3.58%** | **3.20%** | | | | | |

(1) 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 obtainment of control of **Rco** and **Erc** in 2020 and of **Abertis** in 2019.

(2) Average interest rate for the year taking into account, where applicable, the impact of the related hedge.

(3) Reference rate and original currency, not taking into account, where applicable, the impact of the related hedge.

(4) 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.

(5) 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 annual accounts, 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 3,535 million (2020: EUR 3,750 million), includes clauses relating to changes in control, of which EUR 2,465 million (2020: EUR 1,930 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 annual accounts, there had been no impact in relation thereto.

The Group also has the following undrawn credit facilities and loans to cover its cash requirements:

| | 31/12/21 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 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 | Total |
| Abertis [(1)] | - | 1,210,073 | 1,574,709 | 200,000 | - | - | 2,984,782 | 2,984,782 |
| Spain | - | - | - | - | - | - | - | - |
| France | - | 200,000 | 600,000 | - | 300,000 | - | 1,100,000 | 1,100,000 |
| Italy | 10,000 | 25,000 | 50,000 | - | - | - | 75,000 | 85,000 |
| Brazil | - | - | - | - | - | 417,801 | 417,801 | 417,801 |
| Chile | - | - | - | - | - | - | - | - |
| Mexico | - | - | - | - | - | 136,058 | 136,058 | 136,058 |
| USA | - | - | - | - | - | - | - | - |
| Puerto Rico | - | - | - | - | - | - | - | - |
| Argentina | - | - | - | - | - | - | - | - |
| Other | - | - | - | - | - | - | - | - |
| **Undrawn credit facilities and loans** | **10,000** | **1,435,073** | **2,224,709** | **200,000** | **300,000** | **553,859** | **4,713,641** | **4,723,641** |

Corresponding in full to undrawn credit facilities.

| | 31/12/20 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 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 | Total |
| Abertis [(1)] | 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 |
| USA | - | - | - | - | - | - | - | - |
| Puerto Rico | - | - | - | - | - | - | - | - |
| Argentina | - | - | - | - | - | - | - | - |
| Other | - | - | - | - | - | - | - | - |
| **Undrawn credit facilities and loans** | **406,891** | **950,000** | **1,795,000** | **625,000** | **800,000** | **544,387** | **4,714,387** | **5,121,278** |

Corresponding in full to undrawn credit facilities.

Lastly, the weighted average interest rate in 2021 on bank borrowings was 3.58% (2020: 3.20%).

### *i.b) Bond issues and other loans*

The detail of the bonds and other financing instruments at 31 December 2021 and 2020 is as follows:

| | 2021 | 2020 |
|---|---|---|
| Bond issues | 18,830,010 | 19,186,802 |
| Promissory notes and commercial paper | - | - |
| Other marketable debt securities | - | - |
| **Bond issues and other loans** | **18,830,010** | **19,186,802** |

The breakdown by maturity (as stipulated in the respective agreements) and country is as follows:

| **2021** (*) | 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 | 1,462,081 | 6,378,610 | 10,285,391 | 10,285,391 |
| Spain | - | - | - | - | - | - | - | - |
| France | - | 500,000 | - | 650,000 | 600,000 | 2,600,000 | 4,350,000 | 4,350,000 |
| Italy | - | - | - | - | - | - | - | - |
| Brazil | 63,760 | 142,371 | 173,138 | 184,478 | 144,011 | 534,069 | 1,178,067 | 1,241,827 |
| Chile | 74,125 | 92,478 | 115,443 | 115,443 | 82,019 | 321,166 | 726,549 | 800,674 |
| Mexico | 49,143 | 65,277 | 84,565 | 106,102 | 104,505 | 1,078,239 | 1,438,688 | 1,487,831 |
| USA | - | - | - | - | - | - | - | - |
| Puerto Rico | 28,450 | 30,444 | 36,069 | 36,479 | 38,669 | 500,576 | 642,237 | 670,687 |
| Argentina | - | - | - | - | - | - | - | - |
| Other | 5,639 | 4,866 | 4,779 | - | - | - | 9,645 | 15,284 |
| **Bond issues and other loans** | **221,117** | **1,435,436** | **1,180,094** | **2,171,102** | **2,431,285** | **11,412,660** | **18,630,577** | **18,851,694** |

(*) 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.

| **2020** (*) | 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 |
| USA | - | - | - | - | - | - | - | - |
| 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 |
| **Bond issues and other loans** | **1,528,243** | **214,538** | **1,425,877** | **1,167,456** | **2,109,922** | **12,705,646** | **17,623,439** | **19,151,682** |

(*) 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.

The weighted average interest rate in 2021 on the bond issues was 4.09% (2020: 3.31%).

At 31 December 2021 and 2020, the main bond issues outstanding launched by Group companies and the main characteristics thereof were as follows:

| | 31.12.21(1) | 31.12.20(1) | Reference rate (3) | Average interest rate - 2021 (2) | Average interest rate - 2020 (2) | Currency (3) | Final maturity - 2021 | Final maturity - 2020 | Financial obligations (4) | Security interests, pledges and other guarantees |
|---|---|---|---|---|---|---|---|---|---|---|
| Abertis (several) | 6.826.481 | 6.826.481 | Fixed rate | | | EUR | 2024-32 | 2024-32 | - | - |
| Abertis (several) | 3.045.300 | 3.045.300 | Fixed rate | | | EUR | 2023-38 | 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 |
| **Abertis** | **10.285.391** | **10.285.391** | | **2.11%** | **2.11%** | | | | | |
| Hit (several) | 3.450.000 | 4.209.800 | Fixed rate | | | EUR | 2022-29 | 2021-29 | - | - |
| Sanef (several) | 900.000 | 900.000 | Fixed rate | | | EUR | 2020-2028 | 2020-2028 | - | - |
| **France** | **4.350.000** | **5.109.800** | | **1.57%** | **2.56%** | | | | | |
| State (several) | 154.354 | 74.369 | CDI/HICP | | | BRL | 2023-26 | 2023-25 | Financial ratios | - |
| State (Régis) | 305.174 | 275.052 | CDI/HICP | | | BRL | 2027-31 | 2027-31 | Financial ratios | Guarantee provided by Arteris |
| State (Intervias) | 24.493 | 21.892 | HICP | | | BRL | 2025 | 2025 | Financial ratios | - |
| State (Intervias) | 63.390 | 62.760 | CDI | | | BRL | 2024 | 2024 | Financial ratios | - |
| State (Intervias) | - | 31.380 | CDI | | | BRL | - | 2021 | Financial ratios | - |
| State (Via Paulista) | 60.769 | 61.143 | HICP | | | BRL | 2027 | 2027 | Financial ratios | Guarantee provided by Arteris |
| Federal (several) | 41.155 | 38.927 | HICP | | | BRL | 2025-2026 | 2025-2026 | Financial ratios | Shares, concession infrastructure and other (5) |
| Federal (Litoral Sul) | 38.982 | - | CDI | | | BRL | 2028 | - | Financial ratios | Shares, concession infrastructure and other (5) |
| Federal (Litoral Sul) | 282.349 | - | HICP | | | BRL | 2031 | - | Financial ratios | Shares, concession infrastructure and other (5) |
| Arteris | 32.086 | 28.678 | HICP | | | BRL | 2024 | 2024 | Financial ratios | % of the shares of Intervias and other (5) |
| Arteris | 159.110 | 157.527 | CDI | | | BRL | 2025 | 2025 | Financial ratios | |
| Arteris | 79.965 | 71.713 | HICP | | | BRL | 2027 | 2027 | Financial ratios | |
| **Brazil** | **1.241.827** | **823.441** | | **14.19%** | **6.40%** | | | | | |
| Autopista Central | 223.380 | 264.423 | Fixed rate | | | UF | 2026 | 2026 | Financial ratios | Concession infrastructure |
| Autopista Central | 127.661 | 151.116 | Fixed rate | | | USD | 2026 | 2026 | Financial ratios | Concession infrastructure |
| Vias Chile | 449.633 | 466.807 | Fixed rate | | | UF | 2025-30 | 2025-30 | Financial ratios | - |
| **Chile** | **800.674** | **882.346** | | **10.78%** | **6.70%** | | | | | |
| Rco | 869.664 | 772.748 | Fixed rate | | | UDI | 2032-40 | 2032-40 | Financial ratios | Concession infrastructure |
| Rco | 618.167 | 614.949 | Fixed rate | | | MXN | 2027-38 | 2027-38 | Financial ratios | Concession infrastructure |
| **Mexico** | **1.487.831** | **1.387.697** | | **11.81%** | **9.20%** | | | | | |

| | 31.12.21[1] | 31.12.20[1] | Reference rate [3] | Average interest rate - 2021 [2] | Average interest rate - 2020 [2] | Currency [3] | Final maturity - 2021 | Final maturity - 2020 | Financial obligations [4] | Security interests, pledges and other guarantees |
|---|---|---|---|---|---|---|---|---|---|---|
| Metropistas | 265.760 | 245.294 | Fixed rate | | | USD | 2038 | 2038 | - | Concession infrastructure and other [5] |
| Metropistas | 336.640 | 325.780 | Fixed rate | | | USD | 2035 | 2035 | - | Concession infrastructure and other [5] |
| Autopistas P. Rico | 68.287 | 71.886 | Fixed rate | | | USD | 2020-27 | 2020-27 | Financial ratios | Other [5] |
| **Puerto Rico** | **670.687** | **642.960** | | **6.89%** | **6.87%** | | | | | |
| TTPL and JEPL (several) | 15.284 | 20.046 | Fixed rate | | | INR | 2023-24 | 2023-24 | - | % of company shares, concession infrastructure and other [5] |
| **Other** | **15.284** | **20.047** | | **9.43%** | **9.44%** | | | | | |
| **Total** | **18.851.694** | **19.151.682** | | **4.09%** | **3.31%** | | | | | |

[1] 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 obtainment of control of **Rco** and **Erc** in 2020 and of **Abertis** in 2019.

[2] Average interest rate for the year taking into account, where applicable, the impact of the related hedge.

[3] Reference rate and original currency, not taking into account, where applicable, the impact of the related hedge.

[4] Relating mainly to the achievement of certain ratios related to aggregates, such as EBITDA, financial debt, equity or cash available for debt servicing.

[5] 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 annual accounts, 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 (2020: also EUR 6,826 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 annual accounts, 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 and 2021, not having made any placements during the year (year-end 2020: EUR 30 million, which at that year-end had been settled).

ii) Payables to companies accounted for using the equity method and other related parties

The detail of the balances with associates is as follows:

| | 31/12/21 | | | 31/12/20 | | |
|---|---|---|---|---|---|---|
| | Non-current | Current | Total | Non-current | Current | Total |
| Road Management Group [1] | - | - | - | 8,388 | - | 8,388 |
| Abertis Holdco [2] | - | 228,459 | 228,459 | - | - | - |
| **Total** | **-** | **228,459** | **228,459** | **8,388** | **-** | **8,388** |

[1] Associate sold in 2021 (see Note 2-h).

[2] Balance payable by Abertis Infraestructuras to Abertis HoldCo, S.A. through the cash-pooling system established by the two companies in 2021.

iii) Other bank borrowings

As at 2020 year-end, at 2021 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 589 million will be paid in February 2023 (present value of EUR 566 million at 31 December 2021 and EUR 546 million at 31 December 2020).

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.

At 2021 year-end, "Other bank borrowings – Current" corresponds to the interest payable in relation to the perpetual subordinated bonds placed by the Group (See Note 13-b).

iv) Corporate rating

At the date of authorisation for issue of these consolidated annual accounts **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 2021 and 2020 were as follows:

| | 2021 | 2020 |
|---|---|---|
| **At 1 January** | 42,975 | 48,913 |
| Additions | 57 | 329 |
| Decreases | (3,575) | (4,518) |
| Transfers | (833) | (1,311) |
| Translation differences | (1,164) | (438) |
| **At 31 December** | **37,460** | **42,975** |

At 31 December 2021, "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 19,052 thousand (2020: EUR 21,537 thousand) 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 received by the **Andes** toll road (EUR 6,788 thousand in 2021 and EUR 8,066 thousand in 2020), the **Libertadores** toll road (EUR 302 thousand in 2021 and EUR 462 thousand in 2020) and the **Autopista Central** toll road (EUR 7,641 thousand in 2021 and EUR 8,899 thousand in 2020) 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.

Moreover, at 2020 year-end EUR 439 thousand was included for collections by **Acesa** for the right to use fibre-optic conduits, which are being taken to profit or loss on a straight-line basis until the end of the concession in August 2021 (duration of the related right). It also included EUR 333 thousand for the amounts received by **Metropistas** for undertaking certain actions to upgrade the toll facilities and to perform other services on behalf of the concession grantor, which have been 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 2021 and 2020 is as follows:

| | 2021 | 2020 |
|---|---|---|
| Trade payables | 390,112 | 376,013 |
| Payable to non-current asset suppliers | 104,318 | 103,117 |
| Payables to companies accounted for using the equity method and related parties | 97,469 | 44,883 |
| Remuneration payable | 102,353 | 92,163 |
| Other payables | 32,013 | 31,839 |
| **Payable to suppliers and other payables** | **726,265** | **648,015** |

The detail of the payables to associates, joint ventures and other related parties is as follows:

| | 31/12/21 | 31/12/20 |
|---|---|---|
| Companies accounted for using the equity method: | | |
| Alienor | - | 637 |
| Areamed | - | 239 |
| M-45 | 180 | 167 |
| Other investments | - | 2 |
| | **180** | **1,045** |
| Other related parties: | | |
| Abertis Holdco [(1)] | 95,718 | 38,784 |
| Autostrade per l'Italia S.p.A. | 945 | 592 |
| Autostrade Tech, S.p.A. | 311 | 1,492 |
| Autogrill Italia S.p.A. | 79 | 66 |
| Telepass S.p.A. | 69 | 5 |
| Cobra Instalaciones y Servicios, S.A. | - | 1,780 |
| Sociedad Ibérica de Construcciones Eléctricas, S.A. | - | 343 |
| API Movilidad, S.A. | - | 313 |
| ImesAPI, S.A. | - | 165 |
| Geotecnia y Cimientos, S.A. | - | 128 |
| Dragados, S.A. | - | 13 |
| Other entities | 167 | 157 |
| | **97,289** | **43,838** |
| **Accounts payable** | **97,469** | **44,883** |

(1) 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 annual accounts 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:

| | **2021** | **2020** |
|---|---|---|
| Average period of payment to suppliers (no. of days) [1] | 36 | 36 |
| Ratio of transactions settled (no. of days) | 37 | 36 |
| Ratio of transactions not yet settled (no. of days) | 22 | 25 |
| Total payments made | 100,375 | 112,820 |
| Total payments outstanding | 5,801 | 7,817 |

(1) 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 annual accounts 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 2021, 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, at the date of authorisation for issue of the accompanying annual accounts each of the tax assessments appealed against by the tax group and its then controlling company **Abertis** with respect to income tax for 2010 to 2013, personal income tax withholdings for 2012 to 2013 and VAT for July 2011 to December 2013, along with the tax assessments for income tax for 2014 to 2016 and VAT for June 2014 to December 2016, were still pending resolution by the administrative and judicial bodies where the appeals were filed.

  Also, in 2020 a decision of the National Appellate Court was rendered final upholding an appeal initiated in prior years by **Abertis** 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 to the Company in 2020.

- Also, in Spain the parents of the tax group in each of the years challenged in February 2020 the instalment payments for 2016 to 2019 and, from April 2020, the consolidated income tax returns for 2017 to 2019, all 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. The other years and items are pending resolution in different instances at the date of authorisation for issue of these consolidated annual accounts.

- In 2021, the French companies **Sanef** and **Sapn** were informed of the start of tax inspections for all their applicable taxes for 2018 to 2019 and 2018 to 2020, respectively. In 2021, both companies received tax assessments for 2018. On the one hand, **Sanef** and **Sapn** accepted the adjustments proposed in these tax assessments for the CFE tax and VAT, but filed objections against the adjustment proposed for the company value-added contribution (CVAE) and territorial economic contribution (CET). Whatever the outcome, none of these assessments have a material impact on equity. At the date of authorisation for issue of the accompanying annual accounts, the inspection is ongoing for the other years mentioned beforehand.

In this regard, as at 2020 year-end, at 2021 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 annual accounts.

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 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 judgements had been handed down on the cassation appeals filed by the Commission against two judgements 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 judgement 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. Cassation appeals were filed against judgements with the European Court of Justice, which rejected them outright in 2021. The appeal filed by **Abertis** against the Third Decision is pending a decision at the same chamber of the General Court of the European Union, and the unfavourable final outcome 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.

Lastly, concerning Group companies whose tax residence is in Spain, Spanish State Budget Law (LPGE) 22/2021, of 28 December for 2022 was published on 29 December 2021; consequently the law will have been approved at 2021 year-end. This law amends the Spanish Income Tax Law establishing that the concept of "minimum taxation" in Spain for years beginning on or after 1 January 2022. This means that, depending on the size and type of entity, companies must have a minimum amount of chargeable income, which will be determined according to a ranking of tax credits and tax relief so that the lowest ranking cannot be applied if they result in the tax payable falling below the minimum and must therefore be deferred. The Group's analysis shows that this has not resulted in any impacts for it.

## b) Income tax expense

The standard income tax rates in the main countries in which **Abertis** carries on its operations are as follows:

| | **2021** | **2020** |
|---|---|---|
| Spain | 25% | 25% |
| France (1) | 28.4% | 32% |
| Italy (2) | 27.5% + 3.9% | 27.5% + 3.9% |
| Brazil | 34% | 34% |
| Chile | 27.0% | 27.0% |
| Mexico | 30% | 30% |

(1) In accordance with Law 759/2019, of 24 July 2019, and the French General State Budget Law for 2020, a rate is established of 32% for 2020, 28.4% for 2021 and 25.8% for 2022 for large French companies.

(2) 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:

| | **2021** | **2020** |
|---|---|---|
| Profit (Loss) before tax | (444,976) | (734,594) |
| | | |
| Theoretical tax rate - 25% in 2021 and 2020 (1) | (111,244) | (183,649) |
| Effect on the tax expense of: | | |
| Non-taxable income | (11,949) | (12,421) |
| Non-deductible expenses | 3,481 | 5,968 |
| Tax losses and other tax assets | (453) | (378) |
| Change in tax rate (2) | 17,140 | (4,052) |
| Other tax effects | (72,493) | (25,276) |
| **Tax expense/(benefit) (continuing operations)** | **(175,518)** | **(219,808)** |

(1) The impact of the different tax rates in certain countries (EUR -80,158 thousand in 2021 versus EUR -43,385 thousand en 2020), 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").

(2) In 2021 corresponds to the increase in the tax rate in Argentina from 30% to 35%. In 2020 corresponds to reduction of the tax rate in India from 21.34% to 17.47%.

"Non-Taxable Income" and "Non-Deductible Expenses" in 2021 and 2020 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 2021 year-end "Non-Taxable Income" included mainly the tax effect of the gain on the sale of Alienor, **Sanef Aquitaine** and Abertis Motorways UK (partially exempt). At 2020 year-end "Non-Taxable Income" included 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:

| | **2021** | **2020** |
|---|---|---|
| Current tax | 381,940 | 221,851 |
| Deferred taxes: | | |
| Change in tax rate [(1)] | 17,140 | (4,052) |
| Changes in deferred taxes | (595,934) | (460,887) |
| Other | 21,336 | 23,280 |
| **Tax expense/(benefit) (continuing operations)** | **(175,518)** | **(219,808)** |
| **Tax expense/(benefit) (discontinued operations)** | **-** | **-** |
| **Tax effects recognised in equity** | **12,593** | **(5,865)** |
| | **(162,925)** | **(225,673)** |

[(1)] In 2021 corresponds to the increase in the tax rate in Argentina from 30% to 35%. In 2020 corresponds to reduction of the tax rate in India from 21.34% to 17.47%.

As a consequence with the increase approved in 2021 of the tax rate in Argentina from 30% to 35% the Group companies with tax residence in this country have recorded a higher expense for accrued tax in 2021 of EUR 17,140 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 and the recognition of the impairment of intangible assets in the Arteris subgroup explained in Note 7.iv).

Last year 2020, the accrued tax included, in addition to the effect of the reversal of deferred tax liabilities associated with business combinations, the impact of the reduction envisaged in the income tax rate for approved in 2020 from 21.34% to 17.47% in India (which gave rise to a decrease in the income expense of EUR 4,052 thousand due to the decrease 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 2021 and 2020 is as follows:

| | **2021** | | **2020** (*) | |
|---|---|---|---|---|
| | Deferred tax assets | Deferred tax liabilities | Deferred tax assets | Deferred tax liabilities |
| **At 1 January** | 1,244,517 | (5,368,279) | 994,855 | (4,985,141) |
| Amount charged/(credited) to profit or loss (1) | 228,155 | 350,639 | (69,364) | 534,303 |
| Debit/(credit) due to inclusions in the scope of consolidation and business combinations (*) | - | - | 326,196 | (925,908) |
| Other changes in scope of consolidation | (2) | (18) | - | - |
| Amount charged/(credited) to equity | (13,821) | 1,228 | 4,089 | 1,776 |
| Exchange differences (2) | 6,936 | 38,840 | (17,933) | 13,365 |
| Transfers | 134,206 | (134,206) | 6,674 | (6,674) |
| **At 31 December** | **1,599,991** | **(5,111,796)** | **1,244,517** | **(5,368,279)** |
| Deferred taxes expected to reverse in the following year | (206,350) | 521,324 | (130,887) | 430,194 |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5).

(1) Including in 2021 the impact indicated in section b) above of the reduction in the tax rate in Argentina from 30% to 35% (EUR -17,140 thousand). Including in 2020 the effect described in section b) above of the change in the tax rate in India from 21.34% to 17.47% (EUR 4,052 thousand).

(2) The deferred tax liabilities include an impact of EUR -16,718 thousand (2020: EUR -14,766 thousand) associated with the recognition of hyperinflation by the Group's Argentine companies.

Exchange differences during the year mainly correspond to deferred tax assets and liabilities of the companies with tax residence in Brazil, Mexico, Puerto Rico, the US and Chile off the back of a stronger Brazilian real Mexican peso and US dollar at year-end, partially offset by a weaker Chilean peso.

The exchange differences generated in 2020 corresponded mainly to the depreciation at year-end of the Brazilian real and the Chilean peso, partially offset by 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 2021 and 2020 is as follows:

| (in thousands) | **31/12/21** | | **31/12/20** | |
|---|---|---|---|---|
| | Deferred tax assets | Deferred tax liabilities | Deferred tax assets | Deferred tax liabilities |
| Brazil (Brazilian real, BRL) | 2,905,199 | (616,040) | 659,987 | (24,374) |
| Chile (Chilean peso, CLP) | 131,907,407 | (1,025,732,961) | 125,606,764 | (1,081,998,817) |
| Mexico (Mexican peso, MXN) | 7,861,393 | (22,585,245) | 8,081,462 | (23,227,908) |
| Puerto Rico (US dollar, USD) | 12,844 | (133,863) | 13,916 | (145,032) |
| United States (US dollar, USD) | 52,385 | (65,293) | - | - |

The other variations in the scope of consolidation in 2021 result from the sale of the ownership interest in Sanef Aquitaine.

The changes in 2020 due to changes on the scope of consolidation and business combinations corresponded in full to the acquisition of 51.26% of the share capital of **Rco** and 55.2% of the share capital of **Erc**, and the companies in these subgroups have therefore been fully consolidated since the date of obtainment of control.

## i) Deferred tax assets

The detail of the deferred tax assets is as follows:

| | 2021 | 2020 (*) |
|---|---|---|
| Tax loss carryforwards | 427,748 | 422,902 |
| Due to business combinations (1) / (*) | 292,992 | 220,690 |
| Reversal of financial charge (2) | 53,879 | 56,812 |
| Non-deductible provisions (3) | 303,324 | 304,576 |
| Revaluation of derivative financial instruments | 54,458 | 81,915 |
| Other | 467,590 | 157,622 |
| **Deferred tax assets** | **1,599,991** | **1,244,517** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the **Erc** group, on applying IFRS 3 (see Note 5).

(1) 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.

(2) 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.

(3) Tax effect of certain provisions associated with the application of the intangible asset model pursuant to IFRIC 12, as well as other provisions.

(4) The change in 2021 primarily concerns the EUR 224,322-thousand impairment loss on intangible assets in the **Arteris** subgroup explained in Note 7.iv) and EUR 67,993 thousand associated with the valuation adjustment to and impairment loss on the financial compensation of the asset associated with Royal Decree 483/1995 in **Invicat** (see Note 11 i.b).

The detail of the deferred tax assets recognised at 31 December 2021 and 2020 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 | 2021 | 2020 (*) |
|---|---|---|---|
| Acquisition of 55.20% of the **Erc** Group (1) / (*) | 2020 | 10,309 | 10,072 |
| Acquisition of 51.26% of the **Rco** Group (1) | 2020 | 51,449 | 52,761 |
| France (2) | 2019 | 42,985 | 79,202 |
| Brazil (2) | 2019 | 134,369 | 7,953 |
| Chile (2) | 2019 | 9,081 | 12,621 |
| Other toll roads (2) | 2019 | (186) | 2,042 |
| Abertis (2) | 2019 | 44,985 | 56,039 |
| | | **292,992** | **220,690** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the **Erc** group, on applying IFRS 3 (see Note 5).

(1) 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.

(2) 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 annual accounts for 2019).

The tax loss carryforwards available for offset at 31 December 2021 and 2020 were as follows:

| | | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|---|
| | | Tax losses | | | Tax losses | | |
| | | Currency | Euros | Expiry date | Currency | Euros | Expiry date |
| Puertorican companies | USD | 540,883 | 477,559 | 2023-31 | 508,882 | 414,703 | 2023-30 |
| Brazilian companies [(1)] | BRL | 2,588,447 | 410,207 | No deadline for offset | 2,285,423 | 358,582 | No deadline for offset |
| Tax group in Spain | EUR | 404,081 | 404,081 | No deadline for offset | 494,837 | 494,837 | No deadline for offset |
| Mexican companies | MXN | 7,431,923 | 321,119 | No deadline for offset | 9,906,461 | 405,736 | No deadline for offset |
| Chilean companies | CLP | 221,128,021 | 229,154 | No deadline for offset | 208,265,000 | 238,876 | No deadline for offset |
| US companies | USD | 150,778 | 133,126 | No deadline for offset | - | - | - |
| Other companies [(2)] | | | 202,760 | No deadline for offset | | 202,081 | No deadline for offset |
| **At 31 December** | | | **2,178,006** | | | **2,114,815** | |

(1) Total tax losses include EUR 54,409 thousand (2020: EUR 60,040 thousand) not recognised in the accounting records.

(2) Includes tax not recognised in the accounting records corresponding primarily to companies with tax residence in Spain (not including the tax group) and Italy.

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:

| | 2021 | 2020 (*) |
|---|---|---|
| Due to business combinations (1) / (*) | 4,411,103 | 4,712,995 |
| Revaluation of derivative financial instruments | 29,539 | 31,521 |
| Different depreciation and amortisation rates for tax and accounting purposes (2) | 268,499 | 260,891 |
| Other (3) | 402,655 | 362,872 |
| **Deferred tax liabilities** | **5,111,796** | **5,368,279** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5).

(1) 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.

(2) Tax effect of applying different depreciation and amortisation rates for tax and accounting purposes.

(3) Including EUR 175,700 thousand (2020: EUR 170,979 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 100,515 thousand (2020: EUR 51,051 thousand) relating to the financial assets associated with the concession arrangements of the Argentine companies **Ausol** and **Gco**, and EUR 35,974 thousand (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 2021 and 2020 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 | 2021 | 2020 (*) |
|---|---|---|---|
| Acquisition of 55.20% of the **Erc** Group (1) / (*) | 2020 | 57.649 | 30,390 |
| Acquisition of 51.26% of the **Rco** Group (1) | 2020 | 967.115 | 944,711 |
| Spain (2) | 2019 | 526.838 | 624,067 |
| France (2) | 2019 | 1.748.647 | 1,932,193 |
| Italy (2) | 2019 | 25.265 | 19,998 |
| Brazil (2) | 2019 | 94.684 | (6,282) |
| Chile (2) | 2019 | 905.473 | 1,084,253 |
| Puerto Rico (2) | 2019 | 73.118 | 69,450 |
| India (2) | 2019 | 12.314 | 14,215 |
| | | **4,411,103** | **4,712,995** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the **Erc** group, on applying IFRS 3 (see Note 5).

(1) 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.

(2) 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 annual accounts for 2019).

## d) Current tax liabilities

The detail of "Current Tax Liabilities" at 31 December 2021 and 2020 is as follows:

| | **2021** | **2020** |
|---|---|---|
| VAT payable | 149,559 | 112,709 |
| Income tax payable | 71,820 | 53,255 |
| Accrued social security taxes payable | 5,006 | 5,067 |
| Personal income tax withholdings | 2,919 | 4,998 |
| Deferred output VAT | 6,879 | 4,132 |
| Other taxes (1) | 41,478 | 20,964 |
| **Current tax liabilities** | **277,661** | **201,125** |

(1) Includes withholdings at source for dividends distributed by Group companies.

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 increase in the year is due to the increase in the taxable income of these companies as a consequence of the uptick in activity for the year once the impact of Covid-19 had subsided (which also affects the increase in "VAT payable").

## 18. PROVISIONS

The breakdown of "Long-Term Provisions" and "Short-Term Provisions" is as follows:

| | | **31/12/21** | | | **31/12/20** | | |
|---|---|---|---|---|---|---|---|
| | | Non-current | Current | Total | Non-current | Current | Total |
| Employee benefit obligations | i) | 88,417 | 53,168 | 141,585 | 102,735 | 71,746 | 174,481 |
| Other provisions | ii) | 1,241,425 | 292,266 | 1,533,691 | 1,253,948 | 361,795 | 1,615,743 |
| **Provisions** | | **1,329,842** | **345,434** | **1,675,276** | **1,356,683** | **433,541** | **1,790,224** |

## i) Employee benefit obligations

The detail of "Provisions for Employee Benefit Obligations" is as follows:

| | | 31/12/21 | | | 31/12/20 | | |
|---|---|---|---|---|---|---|---|
| | | Non-current | Current | Total | Non-current | Current | Total |
| Pension obligations | a | 61,562 | 2,967 | 64,529 | 62,933 | 3,832 | 66,765 |
| Other obligations | b | 5,881 | 30,992 | 36,873 | 22,331 | 2,092 | 24,423 |
| Employee termination plan obligations | c | 20,974 | 19,209 | 40,183 | 17,471 | 65,822 | 83,293 |
| **Employee benefit obligations** | | **88,417** | **53,168** | **141,585** | **102,735** | **71,746** | **174,481** |

### *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 6,226 thousand were recognised as staff costs in the consolidated statement of profit or loss for the year in relation to defined contribution obligations (2020: EUR 5,961 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 2021 (as at 31 December 2020), **Abertis** had pension obligations relating to defined benefit plans in the following countries:

- In Spain, **Acesa** (until August 2021), **Invicat** (until August 2021) 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 ("mutuelle").
- In Italy, the **A4** subgroup 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:

| | 2021 | 2020 |
|---|---|---|
| **At 1 January** | 68,117 | 68,891 |
| Current service cost | 2,951 | 2,957 |
| Interest cost | 359 | 421 |
| Past service entitlements [(1)] | 870 | (421) |
| Effects of changes in demographic assumptions | 16 | (315) |
| Effects of changes in financial assumptions | (1,349) | (250) |
| Experience adjustments | (496) | (295) |
| Benefits paid | (4,253) | (4,325) |
| Changes in the scope of consolidation and business combinations [(2)] | (78) | 1,347 |
| Modifications | (784) | - |
| Translation differences [(3)] | 87 | 107 |
| **At 31 December** | **65,440** | **68,117** |

(1) In 2021, there were workers in Spain who were still in active service as they were not laid off at the end of the concession of Acesa and Invicat. Their continuing employment and transfer in 2022 to Aucat or to Autopistas España will result in a new obligation that has been recorded under "Past service entitlements" to recognise the expense during the year.

In Spain, as a result of the furlough-type arrangement implemented due to the Covid-19 situation, employee departures occurred in 2020 in which the employees were not entitled to any retirement bonus, and the related period income was recognised under "Past Service Entitlements".

(2) Impact in 2021 due to the disposal of **Sanef Aquitaine** and impact in 2020 due to the acquisition of the **Rco** group (see Note 2-h).

(3) Impact in 2021 due to the appreciation of the year-end exchange rate of the Mexican peso. 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 related plan assets is as follows:

| | 2021 | 2020 |
|---|---|---|
| **At 1 January** | 1,352 | 1,290 |
| Expected return on plan assets | - | - |
| Actual return on plan assets (minus the expected return) | 14 | 24 |
| Sponsor contributions | 3,830 | 4,363 |
| Benefits paid | (4,253) | (4,325) |
| Changes in the scope of consolidation and business combinations [(1)] | (32) | - |
| **At 31 December** | **911** | **1,352** |

(1) Impact in 2021 due to the disposal of **Sanef Aquitaine** (see Note 2-h).

At 31 December 2021 (as at 31 December 2020), the Group had not recognised any plan assets relating to insurance policies taken out with related entities.

The changes in 2021 and 2020 in the liability recognised in the consolidated balance sheet are as follows:

| | 2021 | 2020 |
|---|---|---|
| **At 1 January** | 66,765 | 67,601 |
| Plan assets at related companies | - | - |
| **Net obligation at 1 January** | 66,765 | 67,601 |
| Increase with a charge to: | | |
| profit or loss (Note 20-c) | 4,180 | 2,957 |
| equity | (1,843) | (884) |
| Sponsor contributions | (3,830) | (4,363) |
| Changes in the scope of consolidation and business combinations [(1)] | (46) | 1,347 |
| Modifications | (784) | - |
| Translation differences [(2)] | 87 | 107 |
| **Net obligation at 31 December** | **64,529** | **66,765** |
| Plan assets at related companies | - | - |
| **At 31 December** | **64,529** | **66,765** |

(1) Impact in 2021 due to the disposal of **Sanef Aquitaine** and impact in 2020 due to the acquisition of the **Rco** group (see Note 2-h).

(2) Impact in 2021 due to the appreciation of the year-end exchange rate of the Mexican peso. 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 2,450 thousand (2020: accumulated gain of EUR 607 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 annual accounts for 2019).

The detail of the wholly or partly funded obligations and of the unfunded obligations at 31 December is as follows:

| | 2021 | 2020 |
|---|---|---|
| Wholly or partly funded obligations | 2,059 | 1,231 |
| Unfunded obligations | 63,381 | 66,886 |
| **Obligations** | **65,440** | **68,117** |

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:

| | 2021 | 2020 |
|---|---|---|
| Current service cost | 2,951 | 2,957 |
| Net interest cost | 359 | 421 |
| Past service entitlements [(1)] | 870 | (421) |
| **Total expense/(income) recognised in profit or loss** (Note 20-c) | **4,180** | **2,957** |
| Effects of changes in demographic assumptions | 16 | (315) |
| Effects of changes in financial assumptions | (1,349) | (250) |
| Experience adjustments | (496) | (295) |
| Actual return on plan assets (minus the expected return) | (14) | (24) |
| **Total expense/(income) recognised in other comprehensive income** | **(1,843)** | **(884)** |
| **Total expense/(income) recognised for accounting purposes** | **2,337** | **2,073** |

(1) In 2021, there were workers in Spain who were still in active service as they were not laid off at the end of the concession of Acesa and Invicat. Their continuing employment and transfer in 2022 to Aucat or to Autopistas España will result in a new obligation that has been recorded under "Past service entitlements" to recognise the expense during the year.

In Spain, as a result of the furlough-type arrangement implemented due to the Covid-19 situation, employee departures occurred in 2020 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:

| | 2021 | 2020 |
|---|---|---|
| Asset-backed securities - insurance policies | 100% | 100% |
| | **100%** | **100%** |

At 31 December 2021 (as at 31 December 2020), 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:

| | **2021** | **2020** |
|---|---|---|
| Pension obligations in Spain: | | |
| Discount rate (based on type of obligation) | 1.00% | 0.00% |
| Percentage salary increase (based on type of obligation) | 2.35% | 1.50% |
| Mortality tables | PER2020_Col_ 1º Orden (1) | PERMF200p |
| Disability tables | InvAbs_OM77 | InvAbs_OM77 |
| Pension obligations in France: | | |
| Discount rate (based on type of obligation) | 1.00% | 0.50% |
| Percentage salary increase (based on type of obligation) | 2.35% | 2.00% |
| Mortality tables | TGHG/F 2005 | TGHG/F 2005 |
| Disability tables | - | - |
| Pension obligations in Italy: | | |
| Discount rate (based on type of obligation) | 0.50% | 0.00% |
| Percentage salary increase (based on type of obligation) | n/a | n/a |
| Mortality tables | IPS55 | IPS55 |
| Disability tables | INPS | INPS |
| Pension obligations in Mexico: | | |
| Discount rate (based on type of obligation) | 9.50% | 8.25% |
| Percentage salary increase (based on type of obligation) | 4.00%-5.00% | 4.00%-5.00% |
| Mortality tables | EMSA2009 | EMSA2009 |
| Disability tables | IMSS1997 | IMSS1997 |

(1) Taking the calendar year 2020 as the base year.

The discount rate used in the eurozone was determined on the basis of the "iboxx AA" corporate bond rate curve at 31 December 2021, based on the duration of the obligations (as in 2020).

In the case of Mexico, (as in 2020) 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:

| | **2021** | **2020** |
|---|---|---|
| Discount rate | 5.3% - 4.9% | 5.5% - 5.0% |
| Percentage salary increase | 3.5% - 3.9% | 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.

Contributions of EUR 956 thousand are expected to be made in 2022 (no contributions were expected in 2020 for 2021).

Lastly, the weighted average duration of the defined benefit obligations at 2021 year-end is 10.0 years (2020 year-end: 10.4 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.

The changes in these obligations include mainly the period provision for the obligation associated with the "2019-2021 Incentive Plan". Changes in the provisions for "Other commitments" were as follows:

| | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|
| | Non-current | Current | Total | Non-current | Current | Total |
| **At 1 January** | 22,331 | 2,092 | 24,423 | 11,807 | 2,187 | 13,994 |
| Charge to the consolidated statement of profit or loss: | | | | | | |
| - Period provisions/(reversals) (Note 20-c) | 10,456 | - | 10,456 | 13,682 | - | 13,682 |
| - Interest cost (Note 20-e) | 5 | - | 5 | 5 | - | 5 |
| Transfers | (27,134) | 29,375 | 2,241 | (4,549) | 1,619 | (2,930) |
| Amount taken to profit or loss | - | (477) | (477) | - | (2,703) | (2,703) |
| Changes in the scope of consolidation (*) | - | - | - | 1,223 | 949 | 2,172 |
| Exchange differences | 223 | 2 | 225 | 163 | 40 | 203 |
| **At 31 December** | **5,881** | **30,992** | **36,873** | **22,331** | **2,092** | **24,423** |

(1) Impact in 2020 due to the acquisition of the **Rco** group (see Note 2-h).

## c) *Employee termination plan obligations*

The changes in the provisions for employee termination plan obligations were as follows:

| | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|
| | Non-current | Current | Total | Non-current | Current | Total |
| **At 1 January** | 17,471 | 65,822 | 83,293 | 86,817 | 20,721 | 107,538 |
| Charge to consolidated statement of profit or loss (period provisions) | 8,319 | - | 8,319 | 3,290 | - | 3,290 |
| Amount taken to profit or loss | - | (51,474) | (51,474) | - | (36,935) | (36,935) |
| Transfers | (4,816) | 4,861 | 45 | (72,636) | 82,036 | 9,400 |
| **At 31 December** | **20,974** | **19,209** | **40,183** | **17,471** | **65,822** | **83,293** |

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 2021 provisions had been recognised amounting to EUR 40 million (31 December 2020: EUR 83 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, of which there is a valid expectation, associated with the end of certain concessions.

Payments during the year are primarily associated with the end of the concession in August 2021 of **Acesa** and **Invicat**.

## ii) Other provisions

The detail of "Other Provisions" is as follows:

| | | 31/12/21 | | | 31/12/20 | | |
|---|---|---|---|---|---|---|---|
| | | Non-current | Current | Total | Non-current | Current | Total |
| Provisions required under IFRIC 12 (*) | a | 743,380 | 244,864 | 988,244 | 748,369 | 296,591 | 1,044,960 |
| Other provisions | b | 498,045 | 47,402 | 545,447 | 505,579 | 65,204 | 570,783 |
| **Other provisions** | | **1,241,425** | **292,266** | **1,533,691** | **1,253,948** | **361,795** | **1,615,743** |

(*) Mainly provisions for road surfaces, maintenance cycles and major overhauls.

The changes in the long- and short-term provisions in 2021 and 2020 were as follows:

| | 2021 | | | | | |
|---|---|---|---|---|---|---|
| | **Non-current** | | | **Current** | | |
| | Provisions required under IFRIC 12 | Other provisions | Total | Provisions required under IFRIC 12 | Other provisions | Total |
| **At 1 January** | 748,369 | 505,579 | 1,253,948 | 296,591 | 65,204 | 361,795 |
| Changes in the scope of consolidation and business combinations | - | - | - | - | - | - |
| Charge to the consolidated statement of profit or loss: | | | | | | |
| - Period provisions/(reversals) | 147,800 | 36,118 | 183,918 | 2,111 | (25,630) | (23,519) |
| - Interest cost (see Note 20-e) | 19,476 | 477 | 19,953 | 449 | - | 449 |
| Transfers | (191,981) | (47,182) | (239,163) | 196,536 | 33,861 | 230,397 |
| Amount taken to profit or loss | - | - | - | (193,471) | (26,411) | (219,882) |
| Other (1) | (1,218) | - | (1,218) | (53,253) | - | (53,253) |
| Exchange differences | 20,934 | 3,053 | 23,987 | (4,099) | 378 | (3,721) |
| **At 31 December** | **743,380** | **498,045** | **1,241,425** | **244,864** | **47,402** | **292,266** |

(1) Mainly concerns the change in estimate of the investment obligation to construct a third lane of the Chilean toll road concession operator **Sol** (EUR -53,261 thousand), after the asset for the investment obligation was derecognised (see Note 7).

| | 2020 | | | | | |
|---|---|---|---|---|---|---|
| | Non-current | | | Current | | |
| | Provisions required under IFRIC 12 | Other provisions | Total | Provisions required under IFRIC 12 | Other provisions | Total |
| **At 1 January** | 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 [(1)] | (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) |
| **At 31 December** | **748,369** | **505,579** | **1,253,948** | **296,591** | **65,204** | **361,795** |

(1) The net transfers in 2020 amounting to EUR 9,068 thousand relate mainly to provisions for the end of the Acesa and Invicat concessions transferred to "Employee Termination Plan Obligations" (see section i.c) of this same Note).

The exchange differences that arose in 2021 were due mainly, on the one hand, to the increase in the year-end exchange rate of the Brazilian real, Mexican peso and US dollar and, on the other hand, to the depreciation of the Chilean peso and Argentine peso (2020: due mainly to the decrease in the year-end exchange rate of the Brazilian real and Chilean peso, and the appreciation of the Mexican peso since the date of takeover of Rco subgroup).

The changes in 2020 arising from changes in the scope of consolidation and business combinations related 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).

## 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 250 million (EUR 314 million estimated in 2020 for 2021).

## b) Other provisions

The other long-term provisions at 31 December 2021 (as at 31 December 2020) 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 31 December 2021: EUR 60 million versus EUR 65 million at the 2020 reporting date). 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 2021 amounted to EUR 228 million following the refund in 2017 of the amounts executed in 2016 (31 December 2020: 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:

| | 31/12/21 | | 31/12/20 | |
|---|---|---|---|---|
| | Long-term provisions | Current | Long-term provisions | Current |
| Other financial liabilities | 180,525 | 70,645 | 181,505 | 102,435 |
| Other liabilities | 144,562 | 47,972 | 161,955 | 77,954 |
| **Other liabilities** | **325,087** | **118,617** | **343,460** | **180,389** |

At 31 December 2021, “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 98 million at 31 December 2021 and EUR 106 million at 31 December 2020).
- The amount payable by **Aulesa** to the Spanish Government (EUR 45.1 million at 31 December 2021 and EUR 44.6 million at 31 December 2020) by virtue of the participating loans granted by it.
- The amount payable by **Túnels** to the Catalonia Autonomous Community Government, the present value of which at 31 December 2021 was EUR 68 million (31 December 2020: EUR 65 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 63,814 thousand (2020: EUR 71,773 thousand), EUR 17,006 thousand of which are payments to be made in more than five years (31 December 2020: EUR 18,396 thousand).

In addition, at 31 December 2021 "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 49 million (2020: EUR 52 million) (see Note 11.v).
- 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 16,706 thousand (2020: EUR 19,141 thousand).

The balance payable to the State by the subsidiary **Acesa** on acquiring the commitment acquired under the agreement to absorb the company formerly holding the concession for the Montmeló-El Papiol stretch of road amounting to EUR 20,973 thousand at 31 December 2020, was settled in 2021 after the end of the administrative concession of **Acesa** on 31 August 2021.

## 20. INCOME AND EXPENSES

### a) Services

The breakdown of "Services" by category is as follows:

| | 2021 | 2020 |
|---|---|---|
| Toll road revenue (1) | 4,512,141 | 3,782,697 |
| Toll reductions and volume rebates | (31,731) | (28,684) |
| Other services | 241,318 | 188,107 |
| **Services** | **4,721,728** | **3,942,120** |

(1) 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 -50,223,955 thousand in 2021 compared with CLP -44,971,084 thousand in 2020 corresponding mainly to Autopista Central in Chile, equal to EUR -55,837 thousand and EUR -49,747 thousand, respectively).

The toll road revenue in 2021 was boosted, mainly, by: (i) the significant increase in traffic in all the countries in which the Group operates after the fall last year as a result of the economic crisis triggered by the Covid-19 pandemic (an increase in traffic of +21.0% after the fall of -21.4% in 2020); (ii) the impact due to the inclusion of **Rco** and **Erc** in the scope of consolidation in May and December 2020, respectively; and (iii) the increase in the tariffs of the various concessions.

Nevertheless, this was all partially offset by: (i) the withdrawal of **Acesa** and **Invicat** from the scope of consolidation due to the end of their concession in August 2021 and of **Centrovias** in June 2020; and (ii) the exchange rate effect (mainly due to the depreciation of the average exchange rates of the Brazilian real and US dollar).

### 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:

| | 2021 | 2020 |
|---|---|---|
| Wages and salaries | 337,445 | 324,618 |
| Social security contributions | 99,721 | 97,862 |
| Pension costs: | | |
| Defined contribution plans (Note 18.i.a.i) | 6,226 | 5,961 |
| Defined benefit plans (Note 18.i.a.ii) | 4,180 | 2,957 |
| Cost of other long-term obligations (Note 18.i.b) | 10,456 | 13,682 |
| Other employee welfare expenses | 59,231 | 38,889 |
| **Staff costs** | **517,259** | **483,969** |

The increase in staff costs was primarily due to the significant upturn in activity in all the countries in which the Group operates after the fall last year as a result of the economic crisis triggered by the Covid-19 pandemic and the impact of including **Rco** and **Erc** in the scope of consolidation in May and December 2020, respectively (also affecting the change in **Abertis'** average headcount). These impacts were partially offset by the depreciation of the average exchange rates of the Brazilian real, US dollar and Argentine peso, and the withdrawal from the scope of consolidation of **Acesa** and **Invicat** in August 2021 and **Centrovias** in June 2020.

The average number of employees at **Abertis** and its subsidiaries in 2021 and 2020, by category and gender, is as follows:

| | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|
| Employees (average) | Men | Women | Total | Men | Women | Total |
| Permanent employees: | | | | | | |
| - Chief Executive Officer | 1 | - | 1 | 1 | - | 1 |
| - Senior managers | 77 | 22 | 99 | 76 | 19 | 95 |
| - Middle management and junior managers | 572 | 278 | 850 | 689 | 265 | 954 |
| - Other employees | 7,374 | 4,623 | 11,997 | 7,183 | 4,564 | 11,747 |
| Temporary employees | 237 | 211 | 448 | 183 | 162 | 345 |
| **Average number of employees** | **8,261** | **5,134** | **13,395** | **8,132** | **5,010** | **13,142** |

In addition, the final number of employees at **Abertis** and its subsidiaries at 31 December 2021 and 2020, by category and gender, is as follows:

| | 2021 | | | 2020 | | |
|---|---|---|---|---|---|---|
| Employees (final) | Men | Women | Total | Men | Women | Total |
| Permanent employees: | | | | | | |
| - Chief Executive Officer | 1 | - | 1 | 1 | - | 1 |
| - Senior managers | 75 | 23 | 98 | 78 | 19 | 97 |
| - Middle management and junior managers | 515 | 223 | 738 | 696 | 276 | 972 |
| - Other employees | 7,038 | 4,739 | 11,777 | 7,785 | 4,936 | 12,721 |
| Temporary employees | 277 | 309 | 586 | 246 | 222 | 468 |
| **Employees (final)** | **7,906** | **5,294** | **13,200** | **8,806** | **5,453** | **14,259** |

As explained beforehand, the increase in the average number of employees is mainly the result of the impact of including **Rco** and **Erc** in the scope of consolidation in May and December 2020, respectively, partially offset by the withdrawal from the scope of consolidation of **Acesa** and **Invicat** in August 2021 and **Centrovias** in June 2020. These changes in the scope of consolidation explain the final number of employees in 2021.

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 2021 (as at 2020 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 2021 and 2020 is as follows:

| | **2021** | **2020** |
|---|---|---|
| Upkeep activities and other operating expenses | 558,300 | 531,429 |
| Local taxes other than income tax | 241,372 | 240,825 |
| Rent and royalties | 77,399 | 64,979 |
| Other expenses | 160,293 | 154,794 |
| **Other operating expenses** | **1,037,364** | **992,027** |

Although Abertis continues to implement the efficiency plans introduced by the Group, as with staff costs, the increase in other operating expenses is principally due to the impact of the significant upturn in activity in all the countries in which the Group operates after the fall last year (following the fall in 2020 due to the Covid-19 pandemic) and the impact of including **Rco** and **Erc** in the scope of consolidation in May and December 2020, respectively. These impacts were partially offset by the depreciation of the average exchange rates of the Brazilian real, US dollar and Argentine peso, and the withdrawal from the scope of consolidation of **Acesa** and **Invicat** in August 2021 and **Centrovias** in June 2020.

## e) Financial loss

The detail of the finance income and costs is as follows:

| | 2021 | 2020 |
|---|---|---|
| - Interest and other income | 76,760 | 68,430 |
| - Derivative financial instruments: | | |
| Cash flow hedges | 44,047 | 22,117 |
| Fair value hedges | - | - |
| Hedges of a net investment in a foreign operation | - | - |
| - Dividends | 663 | 1,667 |
| - Financial compensation and other income (Note 11.i) | 238,120 | 196,936 |
| - Income from compensation pursuant to Section B of Schedule 3 of Royal Decree 457/2006 (Note 11.i) | 98,873 | 15,410 |
| - Impairment losses and loss allowances for expected credit losses reversed (Note 11.vii) | 6,337 | 238,001 |
| - Exchange gains [1] | 80,913 | 183,146 |
| **Finance income** | **545,713** | **725,707** |
| - Interest on bank loans and other [2] | (853,331) | (707,344) |
| - Derivative financial instruments: | | |
| Cash flow hedges | (52,517) | (54,070) |
| Fair value hedges | - | - |
| Hedges of a net investment in a foreign operation | (2,634) | (3,123) |
| - Interest cost relating to provisions required under IFRIC 12 and other provisions (Note 18.i and 18.ii) | (20,407) | (26,183) |
| - Interest cost relating to other financial liabilities (Note 19) | (11,665) | (10,838) |
| - Termination costs due to refinancing (Note 14) | - | (56,451) |
| - Provision for loans and guarantees granted to associates and other financial assets (Note 11.ii) | - | - |
| - Impairment losses and loss allowances for expected credit losses recognised and financial impact for changes in financial assets under IFRS12 (Note 11.vii) | (138,100) | (377,219) |
| - Impact of hyperinflation (IAS 29) [3] | (54,450) | (57,880) |
| - Exchange losses | (169,070) | (180,208) |
| **Finance costs** | **(1,302,174)** | **(1,473,316)** |

[1] In 2021 and 2020 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.

[2] The total of "Interest on Bank Loans and Other" includes, on the one hand, a reduction of EUR 189,639 thousand (2020: EUR 234,370 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 76,538 thousand in financial expenses (2020: EUR 178,258 thousand in 2021 up from EUR 101,720 thousand in 2020) due to the inclusion of the Rco subgroup in May 2020 and Erc in December 2020 (EUR 43,129 thousand) and, on the other hand, interest rate hikes primarily in Brazil and Chile due to inflation.

[3] 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.

Finance income and costs mainly relate to financial assets and liabilities at amortised cost, except dividends that are at fair value.

Also, the detail of "Changes in Fair Value of Financial Instruments" in the consolidated statement of profit or loss is as follows:

| | 2021 | | | | 2020 | | | |
|---|---|---|---|---|---|---|---|---|
| | Cash flow hedges and hedges of a net investment in a foreign operation (1) | 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 (1) | Fair value hedges | I. Derivatives not qualifying for hedge accounting and other | Total |
| - Changes in the fair value of derivative financial instruments | 2,016 | - | - | 2,016 | 5,823 | - | - | 5,823 |
| - Changes in the fair value of hedged debt | - | - | - | - | - | - | - | - |
| - Changes in the fair value of equity instruments and other | - | - | - | - | - | - | - | - |
| | **2,016** | **-** | **-** | **2,016** | **5,823** | **-** | **-** | **5,823** |

(1) 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 2021 includes a positive gross impact, net of the costs associated with the transactions, of EUR 27,241 thousand associated with the sale in 2020 of 33.33% of the share capital of Rmg and 35.0% of the share capital of Alienor, recognised under "Net Gains (Losses) on Disposals of Financial Instruments" in the consolidated statement of profit or loss. At 2020 year-end, this line item included 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.

## 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:

| | **31/12/21** | **31/12/20** |
|---|---|---|
| For operating obligations and commitments | 291,078 | 289,967 |
| For other obligations and commitments (1) | 278,975 | 275,508 |
| | **570,053** | **565,475** |

(1) Basically for obligations and commitments associated with investments and financing, etc.

At 2021 year-end, following the merger with Aumar (see Note 2-h), the subsidiary **Abertis Autopistas España** has undertaken to provide guarantees for its investee Ciralsa amounting to EUR 4,987 thousand; a provision was recognised in this connection in 2015 (2020: also EUR 4,987 thousand in **Aumar**). Also, **Abertis** has undertaken to provide guarantees for its subsidiary **Aulesa** amounting to EUR 25 million in relation to a financing agreement entered into by the latter (2020: EUR 27 million).

Also, **Abertis** acts as guarantor in relation to the operating agreements entered into by Emovis for EUR 65,388 thousand (2020: EUR 46,723 thousand) and by Eurotoll for EUR 5,180 thousand (2020: EUR 4,633 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 2021 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 2,493 million (2020 year-end: BRL 1,761 million, equal, at the end of the respective periods, to approximately EUR 395 million and EUR 276 million), as well as various other legal proceedings, the unfavourable resolution of which to the interests of the Group is deemed possible, totalling BRL 133 million (2020 year-end: BRL 98 million, equal to approximately EUR 21 million and EUR 15 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 annual accounts that might give rise to material cash outflows other than those described in Note 18.

The contingencies detailed in Nota 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 2021 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 2021 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 2021, contributions of EUR 11,440 thousand were made in this connection (2020: EUR 2,475 thousand), and the accumulated contributions at 2021 year-end amount to EUR 21,715 miles thousand (2020: EUR 10,275 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 2021 the Group's expenditure on improving the environment amounted to EUR 49,654 thousand (2020: EUR 27,774 thousand), 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, toll roads in the United States, toll roads in Puerto Rico, toll roads in Argentina and toll roads in the rest of the world (which includes the business of Abertis Mobility Services).

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:

**31/12/21**

| | Toll roads Spain | Toll roads France | Toll roads Italy | Toll roads Brazil | Toll roads Chile | Toll roads Mexico | Toll roads USA | Toll roads Puerto Rico | Toll roads Argentina | Toll roads rest of the world | Other | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Services | 865,991 | 1,685,016 | 374,494 | 427,990 | 449,752 | 440,587 | 86,382 | 154,582 | 125,493 | 111,322 | 119 | 4,721,728 |
| Other income | 9,734 | 22,406 | 47,577 | 1,497 | 44,792 | 2,829 | - | 1,955 | - | 1,090 | 86 | 131,966 |
| **Operating income** | **875,725** | **1,707,422** | **422,071** | **429,487** | **494,544** | **443,416** | **86,382** | **156,537** | **125,493** | **112,412** | **205** | **4,853,694** |
| Operating expenses | (195,037) | (495,395) | (197,487) | (180,326) | (116,332) | (95,311) | (45,522) | (42,271) | (101,183) | (74,799) | (5,142) | (1,548,805) |
| Changes in provisions for infrastructure maintenance and restoration obligations | 6,635 | (8,833) | 2,393 | 9,934 | 15,719 | 16,391 | 935 | 2,873 | - | (2,487) | - | 43,560 |
| Impairment of assets at amortized cost | 14,968 | (7,948) | 1,881 | (3,451) | (67) | 131 | - | - | (1,883) | (825) | - | 2,806 |
| **Gross profit (loss) from operations** | **702,291** | **1,195,246** | **228,858** | **255,644** | **393,864** | **364,627** | **41,795** | **117,139** | **22,427** | **34,301** | **(4,937)** | **3,351,255** |
| Net infrastructure upgrade revenue/expenses (excluding capitalised in-house costs) [(1)] | - | - | - | 29,188 | - | - | - | - | - | - | - | 29,188 |
| Depreciation and amortization charge | (577,144) | (979,807) | (130,671) | (133,311) | (328,584) | (127,368) | (41,617) | (36,100) | (3,205) | (28,678) | (5,380) | (2,391,865) |
| Impairment losses – concession financial asset | (7,119) | - | - | - | - | - | - | - | - | - | - | (7,119) |
| Changes in impairment losses on non-current assets | - | - | 20,018 | (722,632) | - | - | - | - | - | - | - | (702,614) |
| **Profit (Loss) from operations** | **118,028** | **215,439** | **118,205** | **(571,111)** | **65,280** | **237,259** | **178** | **81,039** | **19,222** | **5,623** | **(10,317)** | **278,845** |
| Result of companies accounted for using equity method | 29,975 | (23,468) | - | - | - | - | - | - | - | (3,124) | - | 3,383 |
| Unallocated profits and losses [(2)] | | | | | | | | | | | | (727,204) |
| **Profit/(loss) before tax** | | | | | | | | | | | | **(444,976)** |

(1) Excluding in 2021 the impact of the capitalisation of in-house construction costs amounting to EUR 6,933 thousand and relating in full to France.

(2) 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.

**31/12/20**

| | Toll roads Spain | Toll roads France | Toll roads Italy | Toll roads Brazil | Toll roads Chile | Toll roads Mexico [3] | Toll roads United States [4] | 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 |
| **Operating income** | **894,390** | **1,473,795** | **332,371** | **432,625** | **369,786** | **230,009** | **-** | **121,633** | **84,284** | **113,562** | **1,193** | **4,053,648** |
| 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 |
| Impairment of assets at amortized cost | 12,898 | (2,662) | (2,079) | (4,212) | 10 | (39) | - | 550 | (1,394) | (2,933) | 9 | 148 |
| **Gross profit (loss) from operations** | **705,261** | **972,076** | **150,020** | **232,756** | **280,987** | **183,024** | **(6,280)** | **85,234** | **14,188** | **31,116** | **(20,092)** | **2,628,290** |
| Net infrastructure upgrade revenue/expenses (excluding capitalised in-house costs) [1] | - | - | - | 16,186 | - | - | - | - | - | - | - | 16,186 |
| Depreciation and amortization charge | (714,415) | (966,283) | (132,115) | (144,629) | (316,881) | (75,787) | - | (37,873) | (2,397) | (30,690) | (5,314) | (2,426,384) |
| Changes in impairment losses on non-current assets | - | - | (110,443) | (151,109) | - | - | - | - | - | - | - | (261,552) |
| **Profit (Loss) from operations** | **(9,154)** | **5,793** | **(92,538)** | **(46,796)** | **(35,894)** | **107,237** | **(6,280)** | **47,361** | **11,791** | **426** | **(25,406)** | **(43,460)** |
| Result of companies accounted for using equity method | 20,823 | (4,299) | 671 | - | - | - | - | - | - | (1,944) | - | 15,251 |
| Unallocated profits and losses [2] | | | | | | | | | | | | (706,385) |
| **Profit/(loss) before tax** | | | | | | | | | | | | **(734,594)** |

(1) 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.

(2) 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.

(3) 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 and 5.i).

(4) 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 and 5.ii)

The overall increase in the operating aggregates of the Group's toll roads was mainly due to: (i) the significant increase in traffic in all the countries in which the Group operates after the fall last year as a result of the economic crisis triggered by the Covid-19 pandemic (an increase in traffic of +21.0% after the fall of -21.4% in 2020 which, along with the increase in the tolls of the various concessions, booastined revenues by approximately EUR 830 million); and (ii) the inclusion of **Rco** in the scope of consolidation after it was acquired in May 2020 (inclusion of a further four months of results in 2021 affecting the Mexico toll roads operating segment) and the inclusion of the Erc subgroup in December 2020 (no contribution last year, with an impact on the US toll roads segment).

These impacts were partially offset by: (i) the withdrawal from the scope of consolidation of **Acesa** and **Invicat** in August 2021 (with an impact on the Spain toll roads operating segment) and Centrovias in June 2020 (with an impact on the Brazil toll roads operating segment; (ii) the impact of the decrease in the average exchange rates at 31 December 2021 of the Brazilian real, US dollar and Argentine peso, driving down the aggregates of the Brazil toll road, US toll road, Puerto Rico toll road and Argentina toll road operating segments (offsetting the impact of the appreciation of the Mexican peso and Chilean peso and the positive impact thereof on the aggregates of the Mexican toll road and Chilean toll road operating segments).

The detail of the assets and liabilities of the segments at 31 December 2021 and 2020 and of the investments in non-current assets made in each year is as follows:

**31/12/21**

| | Toll roads Spain | Toll roads France | Toll roads Italy | Toll roads Brazil | Toll roads Chile | Toll roads Mexico | Toll roads USA | Toll roads Puerto Rico | Toll roads Argentina | Toll roads rest of the world [1] | Other | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Assets | 5,487,033 | 11,007,167 | 1,202,661 | 2,569,291 | 3,831,015 | 6,591,879 | 2,269,178 | 1,370,939 | 233,680 | 383,154 | 10,360,533 | 45,306,530 |
| Investments in associates and interest in joint ventures | 71,990 | 1,131 | 13 | - | - | - | - | - | - | 771 | - | 73,905 |
| Non-current assets classified as held for sale and discontinued operations | - | - | - | - | - | - | - | - | - | - | - | - |
| **Total assets** | **5,559,023** | **11,008,298** | **1,202,674** | **2,569,291** | **3,831,015** | **6,591,879** | **2,269,178** | **1,370,939** | **233,680** | **383,925** | **10,360,533** | **45,380,435** |
| Liabilities | 1,940,502 | 8,159,414 | 949,685 | 1,974,620 | 2,364,849 | 3,737,989 | 1,163,977 | 798,962 | 147,916 | 229,384 | 15,325,714 | 36,793,012 |
| Liabilities associated with non-current assets classified as held for sale and discontinued operations | - | - | - | - | - | - | - | - | - | - | - | - |
| **Total liabilities** | **1,940,502** | **8,159,414** | **949,685** | **1,974,620** | **2,364,849** | **3,737,989** | **1,163,977** | **798,962** | **147,916** | **229,384** | **15,325,714** | **36,793,012** |
| **Period investment in non-current assets [2]** | **19,045** | **229,407** | **74,690** | **289,311** | **10,243** | **7,820** | **-** | **4,319** | **3,388** | **130** | **7,507** | **645,860** |

(1) Including mainly the assets and liabilities contributed by **TTPL** and **JEPL** at 31 December 2021.

(2) Excluding the additions due to business combinations.

**31/12/20 (*)**

| | Toll roads Spain | Toll roads France | Toll roads Italy | Toll roads Brazil | Toll roads Chile | Toll roads Mexico [1] | Toll roads United States [2] / [*] | Toll roads Puerto Rico | Toll roads Argentina | Toll roads rest of the world [3] | Other | Total |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Assets [*] | 5,764,296 | 12,483,683 | 1,184,758 | 2,591,063 | 4,624,950 | 6,255,893 | 2,097,686 | 1,274,127 | 214,855 | 396,760 | 9,409,472 | 46,297,543 |
| Investments in associates and interest in 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 |
| **Total assets** | **5,841,550** | **12,675,840** | **1,213,184** | **2,591,063** | **4,624,950** | **6,255,893** | **2,097,686** | **1,274,127** | **214,855** | **417,307** | **9,409,472** | **46,615,927** |
| Liabilities [*] | 2,338,542 | 9,435,914 | 984,460 | 1,562,245 | 2,972,768 | 3,588,481 | 1,048,457 | 745,141 | 126,351 | 237,887 | 14,971,187 | 38,011,433 |
| Liabilities associated with non-current assets classified as held for sale and discontinued operations | - | - | - | - | - | - | - | - | - | - | - | - |
| **Total liabilities** | **2,338,542** | **9,435,914** | **984,460** | **1,562,245** | **2,972,768** | **3,588,481** | **1,048,457** | **745,141** | **126,351** | **237,887** | **14,971,187** | **38,011,433** |
| **Period investment in non-current assets [4]** | **18,432** | **174,415** | **22,607** | **236,715** | **7,807** | **33,006** | **-** | **2,548** | **3,756** | **353** | **4,949** | **504,588** |

(*) Amounts restated as a result of the final purchase price allocation regarding the acquisition (with effect from 30 December 2020) of 55.2% of the share capital of the Erc group, on applying IFRS 3 (see Note 5).

(1) 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).

(2) 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).

(3) Including mainly the assets and liabilities contributed by **TTPL** and **JEPL** at 31 December 2020.

(4) Excluding the additions due to business combinations.

As well as the impact of the depreciation and amortisation charge for the year and investments made during the year, the variations in the balance sheet aggregates are primarily the result of: (i) the end of the concession of **Acesa** and **Invicat** in August 2021 (with an impact on the Spain toll road operating segment); (ii) the asset impairment loss recognised in the Brazil toll road operating segments; and (iii) the impact of the increase in the year-end exchange rates of the Brazilian dollar, Mexican peso and US dollar, boosting the aggregates of the Brazil toll road, Mexico toll road, US toll road and Puerto toll road operating segments (offsetting the impact of the depreciation of the Chilean peso and Argentine peso and the consequent negative effect on the aggregates of the Cile toll road and Argentina toll road operating segments).

Also, it should be noted that there were no significant inter-segment transactions in 2021 or 2020.

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.

Lastly, **Abertis** did not have any external customers accounting for more than 10% of the Group’s total sales at 2021 and 2020 year-ends.

## 24. RELATED PARTIES

### a) Directors and senior executives

As established in Article 25 of the bylaws, directors are not remunerated except for the CEO and the non-executive Board Secretary who earned remuneration of EUR 130 thousand in 2021 (as in 2020). The directors did not therefore earn any remuneration in 2021 (as in 2020) for their functions as directors, and only the CEO earned remuneration.

As a senior executive, the CEO earned EUR 1,998 thousand in 2021 (2020: EUR 2,015 thousand) in the form of annual fixed and variable compensation, along with a EUR 2,970 thousand bonus for hitting the multi-year targets set in the 2019-2021 Incentive Plan accrued over the last three years. This will be settled in the first half of 2022 (no amount settled in 2019 and 2020).

Moreover, the CEO accrued EUR 480 thousand in pension benefits (2020: also EUR 480 thousand) and other remuneration in kind amounting to EUR 46 thousand, (2020: EUR 60 thousand).

The remuneration in 2021 of the senior executives, understood to be the general managers and similar employees of the **Abertis** Group who in that year carried out management duties while reporting directly to the Board of Directors or the CEO of Abertis Infraestructuras, S.A., totalled EUR 7,347 thousand (2020: EUR 7,008 thousand) and EUR 8,290 thousand for hitting the multi-year targets set in the 2019-2021 Incentive Plan accrued over the last three years. This will be settled in the first half of 2022 (no amount settled in 2019 and 2020).

Also, EUR 1,050 thousand were paid to certain senior executives in 2020 in relation to the longevity bonus (2020: EUR 340 thousand).

Moreover, the senior executives earned as other benefits contributions related to social welfare obligations and other remuneration in kind amounting to EUR 578 thousand EUR 420 thousand, respectively (2020: EUR 547 thousand and EUR 419 thousand, respectively).

Also, in accordance with the remuneration policy of the Parent Company for 2022, 2023 and 2024, the Group has in place a new multi-year incentive plan named "ILP 2022-2024", tied to the degree of attainment of the targets in the Group's three-year plan for 2022-2024.

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 334 thousand (2020: EUR 235 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 2021, as at 31 December 2020, 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 2021, the Group recognised no finance income received from the related entity Autostrade per l'Italia, S.p.A. (2020: EUR 13 thousand).

Also, in the year ended 31 December 2021, as at 2020 year-end, no finance costs paid to related entities were recognised.

ii) Financial swaps arranged

At 31 December 2021, as at 31 December 2020, 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 2021 (as in 2020), 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 2021 and 2020 no plan assets associated with such policies were held.

iv) Assets purchased and services received/rendered

| | **2021** | **2020** |
|---|---|---|
| Assets purchased: | | |
| Property, plant and equipment purchases | 4,052 | 6,549 |
| | **4,052** | **6,549** |
| Services received: | | |
| Services received | 3,810 | 7,103 |
| | **3,810** | **7,103** |
| Services rendered: | | |
| Telepass, S.p.A. (1) | 117,157 | 90,299 |
| Autogrill Group | 7,483 | 4,102 |
| Others | 870 | 2,581 |
| Services rendered | **125,510** | **96,982** |

(1) Relating mainly to services rendered in France (EUR 116,945 thousand in 2021 and EUR 90,255 thousand in 2020).

Also, there are balances payable to and receivable from related parties relating to services received amounting to EUR 2,582 thousand (2020: EUR 5,054 thousand) and EUR 72,168 thousand (2020: EUR 60,114 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.

At 2021 year-end, Abertis Infraestructuras, S.A. has a balance payable to Abertis Holdco of EUR 228,459 thousand through the cash-pooling system operated by the two companies since 2021 (see Note 14.ii).

v) Obligations and contingencies

At 31 December 2021, as at 31 December 2020, the Group had not arranged any credit lines, loans or guarantee lines with related entities.

vi) Other items

Also, at 31 December 2021 there were balances receivable from and payable to HoldCo, S.A. for EUR 251,468 thousand and EUR 95,718 thousand, respectively (31 December 2020: EUR 313,132 thousand and EUR 38,784 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 (see Notes 11.vi) and 16, respectively).

**c) Associates and joint ventures**

The most significant transactions with associates and joint ventures relate to accrued dividends (EUR 11,878 thousand and EUR 0 thousand, respectively, in 2021 -collected in full in 2021-, and EUR 444 thousand and EUR 91 thousand in 2020 -collected in full in 2020- see Note 8). The balances with these companies at the end of 2021 and 2020 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 Company's interests.

# 25. OTHER RELEVANT INFORMATION

## a) Fees paid to auditors

| | 2021 (*) | | | 2020 (*) | | |
|---|---|---|---|---|---|---|
| | Audit of annual accounts (2) | Tax advisory services (3) | Other services (3) | Audit of annual accounts (2) | Tax advisory services (3) | Other services (3) |
| KPMG, S.L / Deloitte, S.L. | 534 | 65 | 137 | 755 | - | 556 |
| Other KPMG / Deloitte firms (1) | 1,716 | 31 | 196 | 1,709 | 62 | 257 |
| Total KPMG / Deloitte | 2,250 | 96 | 333 | 2,464 | 62 | 813 |
| Other account auditors | 145 | 37 | 732 | 386 | 244 | 286 |
| **Total (3)** | **2,395** | **133** | **1,065** | **2,850** | **306** | **1,099** |
| Others 4) | - | 341 | 1,107 | - | 83 | 1,447 |
| **Total** | **2,395** | **474** | **2,172** | **2,850** | **389** | **2,546** |

(*) In 2021 the Group appointed KPMG as its new auditor; therefore the 2021 figures concern this auditor while the 2020 figures correspond to Deloitte – the Group's auditor until 31 December 2020.

(1) Other companies that use the KPMG / Deloitte name.

(2) Audit fees for the audit of annual accounts of 2021 and 2020, respectively.

In 2020, fees included in "Other Deloitte" are associated with the audit of the financial statements of Group companies and included the fees for the audit of **Rco** subgroup in which **Abertis** took control on May 2020.

(3) The total for tax advisory services and other services of EUR 829 was billed to Group companies (2020: EUR 1,248 thousand). EUR 227 thousand are also included for services provided by the account auditor in accordance with audit legislation in each of the countries in which the Group operates (EUR 116 thousand in 2020). Furthermore, KPMG Auditores, S.L. has provided during the year 2021 agreed upon procedures services related to bank covenants amounting to EUR 11 thousand.

(4) Services provided by other audit firms other than the account auditor.

## 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 expired on 31 August 2021 (granted in 1967). Subsequent to the signing of the 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 expired 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.

Furthermore, as agreed with the concession grantor, certain aspects of the concession were altered on 3 August 2021 (effective from 1 September 2021) resulting in the implementation of new toll unification measures.

- 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 **Túnels** 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 **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.

  Decree No. 2021-1726 was signed on 21 December approving the amendment to the concession agreement of Sapn which entails rolling out a free-flow toll system on the A13 and A14 toll roads at a cost of approximately EUR 122 million.

*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 (belonging to the Arteris subgroup)*

- 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.

  On 9 September 2021, the National Highway Transportation Agency (Agência Nacional de Transportes Terrestres (ANTT)) decided that the amicable request to return the concession to the concession grantor by way of re-tender submitted by **Fluminense** (toll road BR-101/RJ) complied with the technical and legal standards established in Federal Law 13,448/17, of 5 June 2017. This law sets out the requirements for extending and re-tendering the contracts defined in Law 13,334, of 13 September 2016, in the roads, railways and airport sectors of the Federal Public Administration and Decree 9,957, of 6 August 2019. Moreover, subsequent decisions by the Ministry of Infrastructures and the Board of the Investment Partnership Programme (Conselho do Programa de Parcerias de Investimentos, CPPI) on 17 November 2021 and 16 December 2021 confirmed that the request to re-tender the concession was compatible with the public interest and found that the concession was suitable for re-tendering, respectively. The decree of the President of the Republic of Brazil giving the final approval needed to sign the addendum to the concession agreement had not been published at the date of authorisation for issue of the accompanying annual accounts.

  **Fluminense** may unilaterally withdraw from these proceedings at any time before the aforesaid addendum to the concession agreement is signed, prior to which it would be necessary to agree with the ANTT the conditions under which the concession of **Fluminense** would be temporarily operated until the amicable handover once the new contract had been re-tendered.

- 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.

On 7 October 2021, **Autopista Central** signed Ad-Referendum Agreement No. 9 with the Ministry of Public Works setting out the terms and conditions for the execution, maintenance, operation and exploitation of the works associated with the construction of the "Lo Ruiz Tunnel". This agreement includes extending the concession by 20 months (to March 2034) to compensate for executing these works. At the date of authorisation for issue of these consolidated annual accounts, the corresponding Supreme Decree has not been issued.

- 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. The term of the agreement with the Ministry of Public Works for the performance of the construction work and operation associated with the free-flow electronic tolling system (described below) has been extended by ten months as a result of the fulfilment of the aforementioned Total Concession Revenue stipulation. In light of all of the foregoing, the total concession term estimated according to the latest traffic projections will run until March 2025.

  On 31 May 2018 **Rutas del Pacífico** and the Chilean Ministry of Public Works signed a non-binding framework memorandum regarding the installation of a Free Flow electronic collection system with an estimated maximum budget of CLF 472.97 thousand. The investments, loss of revenue and higher costs associated with installing and operating the system will be compensated for by extending the concession period by 10 months. This memorandum was drawn up in November 2018 under the corresponding supplementary agreement and published in the official state gazette on 15 December 2018, at which point the agreement took full effect.

- 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 (construction of third lanes and other works), 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 install a Free Flow electronic collection system in **Autopista del Sol**, extending the concession arrangement by eight months, which is now to set expire in November 2021.

  Lastly, on 22 October 2021 **Autopista del Sol** signed Ad-Referendum Agreement No. 8 with the Ministry of Public Works for the purpose, among others, of agreeing the extension of the concession by four months to 21 March 2022.

- 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.

  Regarding the signed Ad-Referendum Agreement with the Ministry of Public Works to install and operate the Free Flow system, a Supreme Decree was issued on 30 October 2020 stipulating the deadlines for developing and reviewing each phase of the so-called "Project to install the ETC Multi Lane Free Flow Plaza system at the Las Canteras toll plaza on the Los Libertadores toll road" and the Ministry of Public Works' option to settle the balance of the compensation account or grant a ten-month extension. The free flow stations were brought on stream at the Las Canteras toll plaza on 1 November 2020.

*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).

  On 15 November 2021 the agreement reached with the concession grantor of the State of Virginia was published amending the concession agreement (Amendment 9) to increase the tolls for 2022, 2023 and 2024 to compensate for the freezing of tolls in 2021. It also introduces other commitments for **Erc** to encourage more disadvantaged users to pay tolls (the toll relief program), which is expected to result in higher collectability ratios.

*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 219 million at 2021 year-end), to restore the economic and financial feasibility of the concession, a plan for additional investment of USD 250 million (approximately EUR 221 million at 2021 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 442 million at 2021 year-end), to restore the economic and financial feasibility of the concession, a plan for additional investment of USD 430 million (approximately EUR 380 million at 2021 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 India*

- 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 ended on 25 December 2026 (granted on 30 June 2006). This agreement was modified on 20 December 2021, extending the concession term by 23 days to 17 January 2027 to compensate for the suspension of toll collections over 23 days in 2016 because of the demonetisation in India in December that year.

- 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 annual accounts as at and for the year ended 31 December 2021, there have been the following significant events after the reporting period in addition to the matter described in Note 11.i.b and 11.i.c regarding the collection of part of the compensation balance as per Royal Decree 483/1995 (**Invicat**) and Government Agreement 186/2013 (**Aucat**, amended by Government Agreement 123/2021) totalling EUR 94.1 million and EUR 45.4 million, respectively:

- On 11 January 2022 **Hit** (sole shareholder of **Sanef**), placed bonds totalling EUR 1,000 million maturing in 9 years with a coupon of 1.475%. Funds from the placement will be used to refinance **Sanef**'s short-term debt acquired in 2007 at a cost of 5.4%. This will enable the company to significantly reduce the average cost of its debt and extend the maturity profile thereof.
- Also on 11 January 2022, **Erc** (a US subsidiary of the Group) placed a series of tax-free bonds totalling USD 572 million, which will be issued by the Virginia Small Business Financing Authority, a public body and political sub-division of the Commonwealth of Virginia. These fixed-rate bonds mature between 2029 and 2041 and will be used to redeem outstanding bonds from the 2012 series and allow **Erc** to reduce the average cost of its debt.
- On 10 February 2022, a report was received from the concession grantor regarding the calculation of the settlement of the compensation balance as per the Agreement approved by Royal Decree 457/2006, of 7 April, proposing a figure of EUR 1,070 million payable to **Acesa**. Disputing the proposed sum, the concession operator filed objections to the report, which were rejected by the Ministry on 15 February 2022.

  After the aforementioned amount was approved as the final settlement balance by the Spanish Cabinet on 18 February 2022, this sum was paid to **Acesa** on 25 February 2022.

Whatever the case, as there are still differences between the concession grantor's calculation and the settlement balance calculated by Acesa using the mathematical formula stipulated in Royal Decree 457/2006, especially regarding the operating margin spread (see Note 11-i.a), **Acesa** will defend its interests and those of its shareholders in all possible court instances.

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Madrid, 1 March 2022

# 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 | Kpmg |
| **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 | Kpmg |
| Societat d'Autopistes Catalanes, S.A. (Socaucat) | Avinguda Pedralbes, 17 08034 Barcelona | 1,282,448 | 100% | Abertis | Full consolidation | Construction, upkeep and operation of toll roads under concession arrangements | Kpmg |
| 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 | Kpmg |
| Inversora de Infraestructuras, S.L. (INVIN) | Paseo de la Castellana, 39, 28046-Madrid | 1,504,945 | 80% | Abertis | Full consolidation | Holding company | Kpmg |
| Holding d'Infrastructures de Transport, S.A.S | 30, Boulevard Gallieni 92130 Issy-les-Moulineaux (France) | 3,706,972 | 100% | Abertis | Full consolidation | Holding company | Kpmg |
| Holding d'Infrastructures de Transport, 2 S.A.S | 30, Boulevard Gallieni 92130 Issy-les-Moulineaux (France) | 23,716 | 100% | Abertis | Full consolidation | Holding company | Kpmg |

(*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.



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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 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 | Kpmg |
| Sociedade Para Participação em Infraestrutura, S.A. | Avda Presidente Juscelino Kubitschek, 1455. 9º andar. Itaim Bibi. São Paulo. 04543-011 (Brasil) | - (1) | 51.00% | Abertis | Full consolidation | Operation of concessions | Kpmg |
| Partícipes en Brasil, S.A. | Paseo de la Castellana, 39, 28046-Madrid | 579,488 | 51.00% | Abertis | Full consolidation | Holding company | Kpmg |
| Autopistas Metropolitanas de Puerto Rico, LLC | City View Plaza 500, Torre 1 Carretera 165 Núm. 48 Guaynabo 00968 (Puerto Rico) | 254,360 | 51.00% | Abertis | Full consolidation | Toll road concession operator | Kpmg |
| Autopistas del Sol, S.A. (AUSOL) (2) | Ruta Panamericana; 2451 Boulogne (B1609JVF) Buenos Aires (Argentina) | 12,353 | 31.59% | Abertis | Full consolidation | Toll road concession operator | Kpmg |
| Infraestructuras Viarias Mexicanas, S.A. de CV | Oso 127 Int.104, Colonia del Valle, Del. Benito Juárez, C.P. 03104, Ciudad de México (México) | 1,517,137 | 99.90% | Abertis | Full consolidation | Holding company | Kpmg |
| Abertis USA Holdco LLC | 152 Tunnel Facility Dr, Portsmouth, Virginia 23707, USA | 587,975 | 100% | Abertis | Full consolidation | Holding company | - |

(1) Carrying amount of ownership interest zero at 31 December 2021 due to impairment losses recognised.
(2) The shares of Ausol are listed on the Buenos Aires Stock Exchange. The average market price in the last quarter of 2021 was ARS 108.006. At year-end the market price was ARS Argentine peso 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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| 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 | Kpmg |

**Telecommunications**

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Abertis Telecom Satélites, S.A. | Paseo de la Castellana, 39, 28046-Madrid | 293,659 | 100% | Abertis | Full consolidation | Holding (satellite telecommunications) | Kpmg |

**INDIRECT OWNERSHIP INTERESTS**

**Through Abertis Autopistas España**

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Autopistas, Concesionaria Española, S.A. (ACESA) | Avinguda Pedralbes, 17 08034 Barcelona | 1,013,802 | 100% | Abertis Autopistas España, S.A. | Full consolidation | Toll road concession operator | Kpmg |
| 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 | Kpmg |
| Abertis Gestión Viaria, S.A. | Avinguda Pedralbes, 17 08034 Barcelona | 60 | 100% | Abertis Autopistas España, S.A. | Full consolidation | Upkeep and maintenance of infrastructures | Kpmg |

(*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.



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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) | % (*) | | | | |
| Grupo Concesionario del Oeste, S.A. (Gco) (3) | Ruta Nacional no. 7, km25,92 Ituzaingó (Argentina) | 24,498 | 48.60% (4) | Acesa | Full consolidation | Toll road concession operator | Kpmg |
| Castellana de Autopistas, S.A.C.E. | Autopista AP-6, P.K. 57 | 242,062 | 100% | Iberpistas | Full consolidation | Toll road concession operator | Kpmg |
| Autopistas de León, S.A.C.E. (AULESA) | Crta. Sta. Mª del Páramo, s/n Villadangos del Páramo, León | 20,854 | 100% | Iberpistas | Full consolidation | Toll road concession operator | Kpmg |
| Autopistas Vasco-Aragonesa, C.E.S.A. (Avasa) | Barrio de Anuntzibai, s/n 48410 Orozco. Vizcaya | 375,414 | 100% | Iberpistas | Full consolidation | Toll road concession operator | Kpmg |
| 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 | Kpmg |

(3) 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.

(4) 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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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) | Avinguda Pedralbes, 17 08034 Barcelona | 726,679 | 100.00% | Societat d'Autopistes Catalanes, S.A. (Socaucat) | Full consolidation | Toll road concession operator | Kpmg |
| Infraestructuras Viàries de Catalunya, S.A. | Avinguda Pedralbes, 17 08034 Barcelona | 298,217 | 100.00% | Societat d'Autopistes Catalanes, S.A. (Socaucat) | Full consolidation | Construction, upkeep and operation of toll roads under concession arrangements | Kpmg |
| Túnels de Barcelona i Cadí Concesionaria de la Generalitat de Cataluña, S.A. | C. de Vallvidrera a San Cugat BV-1462 km 5,3 Barcelona | 57,830 | 50.01% | Infraestructuras Viàries de Catalunya, S.A. | Full consolidation | Toll road concession operator | Kpmg |
| **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 | Kpmg |
| Gestora de Autopistas, SpA. | Rosario Norte Nº 407 Las Condes, Santiago (Chile) | 981 | 80.00% | Vías Chile | Full consolidation | Management, upkeep and operation of roads, dual carriageways and toll roads | Kpmg |
| Sociedad Concesionaria del Elqui, S.A. | Rosario Norte Nº 407 Las Condes, Santiago (Chile) | 57,227 | 80.00% | Vías Chile / Gesa | Full consolidation | Toll road concession operator | Kpmg |

(*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.



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| 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 Nº 407 Las Condes, Santiago (Chile) | 16,781 | 80.00% | Vías Chile / Gesa | Full consolidation | Toll road concession operator | Kpmg |
| Sociedad Concesionaria Autopista Los Libertadores, S.A. | Rosario Norte Nº 407 Las Condes, Santiago (Chile) | 59,938 | 80.00% | Vías Chile / Gesa | Full consolidation | Toll road concession operator | Kpmg |
| Sociedad Concesionaria Autopista de Los Andes, S.A. | Rosario Norte Nº 407 Las Condes, Santiago (Chile) | 35,533 | 80.00% | Vías Chile / Gesa | Full consolidation | Toll road concession operator | Kpmg |
| Operavías SpA. | Rosario Norte Nº 407 Las Condes, Santiago (Chile) | 6,424 | 80.00% | Vías Chile | Full consolidation | Upkeep, management and operation of transport infrastructure | Kpmg |
| Sociedad Concesionaria Rutas del Pacífico, S.A. | Rosario Norte Nº 407 Las Condes, Santiago (Chile) | 101,792 | 80.00% | Vías Chile / Gesa | Full consolidation | Toll road concession operator | Kpmg |
| Sociedad Concesionaria Autopista Central, S.A. | San Bernardo 1145, comuna San Bernardo 8071144 (Chile) | 744,655 | 80.00% | Vías Chile / Gesa | Full consolidation | Toll road concession operator | Kpmg |
| **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 | Kpmg |
| 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 | Kpmg |
| AMS Mobility Services Spain, S.A. | Avinguda Pedralbes, 17 08034 Barcelona | 3 | 100% | Abertis Mobility Services | Full consolidation | Toll road systems operator and provider | Kpmg |

(*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.



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| Company | Registered office | Ownership interest | | Shareholder company | Consolidation method | Line of business | Auditor |
|---|---|---|---|---|---|---|---|
| | | Cost (thousands of euros) | % (*) | | | | |
| AMS Operations UK, Ltd. | St John Offices, Albion Street, Leeds (UK) | - | 100% | Abertis Mobility Services | Full consolidation | Toll road operator | Kpmg |
| Eurotoll Central Europe zrt | H-1152 Budapest Szentmihalyi ut 137. (Hungary) | 18 | 100% | Eurotoll | Full consolidation | Toll road operator | Kpmg |
| Hub&Park, S.A.S | 35 rue Camille Desmoulins 92130 Issy-les-Moulineaux (France) | - | 100% | Eurotoll | Full consolidation | Toll road operator | Kpmg |
| Emovis Operations Ireland Ltd | 2nd Floor Cape House, Westend Office Park, Blanchardstown, Dublin 15 (Ireland) | 2,457 | 100% | Emovis SAS | Full consolidation | Toll road operator | Kpmg |
| Emovis Operations Mersey Ltd | Hornbeam House, Hornbeam Park, Hookstone Road, Harrogate (UK) | 5,047 | 100% | Emovis SAS | Full consolidation | Marketer of tags in the UK | Kpmg |
| 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 | Kpmg |
| 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) | 9 | 100% | Emovis technologies US, Inc. | Full consolidation | Toll road systems operator | Kpmg |
| Emovis technologies UK Limited | 7th Floor, 20 St Andrew Street, London, EC4A 3AG | 951 | 100% | Emovis SAS | Full consolidation | Toll road systems maintenance | Kpmg |
| Emovis Technologies Chile, S.A. | 4557 Calle El Rosal Huechurraba, Santiago (Chile) | 280 | 100% | Emovis SAS | Full consolidation | Toll road systems maintenance | Kpmg |
| Emovis technologies d.o.o. | Lovacki put 1a HR-21000 Split (Croatia) | 311 | 100% | Emovis SAS | Full consolidation | Toll road systems provider | Kpmg |

(*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.



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| Company | Registered office | Ownership interest | | Shareholder company | Consolidation method | Line of business | Auditor |
|---|---|---|---|---|---|---|---|
| | | Cost (thousands of euros) | % (*) | | | | |
| Emovis technologies BC, Inc. | 1050 West Georgia Street 15th Floor, Vancouver (Canada) | 602 | 100% | Emovis SAS | Full consolidation | Toll road systems maintenance | Kpmg |
| Emovis technologies Ireland Limited | c/o David Ebbs & Co, 31 Westland Square, Dublin 2 (Ireland) | - | 100% | Emovis SAS | Full consolidation | Toll road systems maintenance | Kpmg |
| Emovis Operations Leeds (UK) | St John Offices, Albion Street, Leeds L52 8LQ (UK) | 11,469 | 100% | Emovis SAS | Full consolidation | Toll road operator | Kpmg |
| Emovis Technologies Québec, Inc. | 3700-800 Place Victoria Montréal Québec H4Z1E9 (Canada) | - | 100% | Emovis SAS | Full consolidation | Toll road systems operator | Kpmg |
| 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) | Kpmg |
| Emovis Chile, Spa | 4557 Calle El Rosal Huechurraba, Santiago (Chile) | 201 | 100% | Emovis SAS | Full consolidation | Toll road operator | Kpmg |
| Emovis Us Inc. (dormant) | 1600 Stewart Avenue, Westbury New York (USA) | - | 100% | Emovis SAS | Full consolidation | Toll road operator | - |

(5) Carrying amount of ownership interest zero at 31 December 2021 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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| Company | Registered office | Ownership interest | | Shareholder company | Consolidation method | Line of business | Auditor |
|---|---|---|---|---|---|---|---|
| | | Cost (thousands of euros) | % (*) | | | | |
| **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) | 3,706,972 | 100% | Holding d'Infrastructures de Transport, S.A.S | Full consolidation | Toll road concession operator | Kpmg |
| 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 | Kpmg |
| Bip&Go S.A.S. | 30, Boulevard Gallieni 92130 Issy-les-Moulineaux (France) | 1 | 100% | Sanef | Full consolidation | Electronic toll device distributor | Kpmg |
| Leonord Exploitation, S.A.S | Chemin de la Belle Cordière, 69300, Caluire-et-Cuire (France) | 34 | 85% | Sanef | Full consolidation | Management of operating contracts | Kpmg |
| SE BPNL | 30, boulevard Gallieni, 92130 Issy-les-Moulineaux, (France) | 53 | 100% | Sanef | Full consolidation | Maintenance, operation and upkeep of roads | Kpmg |
| Sanef 107.7, SAS | 30, boulevard Gallieni, 92130 Issy-les-Moulineaux, (France) | 15 | 100% | Sanef | Full consolidation | Sound broadcasting service operator | Kpmg |

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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 Abertis Internacional** | | | | | | | |
| Abertis India, S.L. | Paseo de la Castellana, 39, Madrid | 89,989 | 100% | Abertis Internacional | Full consolidation | Holding company | Kpmg |
| 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 | Kpmg |
| Trichy Tollway Private Limited (TTPL) | 3rd Floor, 'C' Block, TSR Towers, 6-3-1090, Rajbhavan Road, Hyderabad - 500082, Telangana, India | 44,274 | 100% | Abertis India | Full consolidation | Toll road concession operator | Kpmg |
| Jadcherla Expressways Private Limited (JEPL) | 3rd Floor, 'C' Block, TSR Towers, 6-3-1090, Rajbhavan Road, Hyderabad - 500082, Telangana, India | 53,176 | 100% | Abertis India | Full consolidation | Toll road concession operator | Kpmg |
| Abertis Italia S.r.l. | Via Flavio Gioia 71, Verona | 501,402 | 100% | Abertis Internacional | Full consolidation | Holding company | Kpmg |
| A4 Holding S.p.A. | Via Flavio Gioia 71, Verona | 580,000 | 90.03% | Abertis Italia | Full consolidation | Holding company | Kpmg |
| 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 | Kpmg |
| Serenissima Partecipazioni S.p.A | Via Flavio Gioia 71, Verona | 29,200 | 90.03% | A4 Holding S.p.A. | Full consolidation | Construction and maintenance | Kpmg |
| A4 Trading S.r.l. | Via Flavio Gioia 71, Verona | 21,950 | 90.03% | A4 Holding S.p.A. | Full consolidation | Parking facility maintenance and development consulting services | Kpmg |
| Mulhacen | Via Flavio Gioia 71, Verona | 72 | 90.03% | A4 Holding S.p.A | Full consolidation | Preparation of insolvency agreement proposals. | Kpmg |

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| Company | Registered office | Ownership interest | | Shareholder company | Consolidation method | Line of business | Auditor |
|---|---|---|---|---|---|---|---|
| | | Cost (thousands of euros) | % (*) | | | | |
| Globalcar Services, S.p.A | Via Flavio Gioia 71, Verona | 4,885 | 90.03% | A4 Holding S.p.A. | Full consolidation | Lease of vehicles | Kpmg |
| 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 | Kpmg |

**Through Partícipes en Brasil**

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| PDC Participações, S.A. | Avda Presidente Juscelino Kubitschek, 510 12º Andar. São Paulo. (Brazil) | 79,568 | 51.00% | Partícipes en Brasil, S.A. | Full consolidation | Operation of concessions | Kpmg |
| Arteris Brasil, S.A. | Avda Presidente Juscelino Kubitschek, 510 12º Andar. São Paulo. (Brazil) | 841,363 | 41.97% | Partícipes en Brasil II/ PDC Participações, S.A. | Full consolidation | Holdings of non-financial institutions | Kpmg |
| Partícipes en Brasil II, S.L. | Paseo de la Castellana 39, Madrid | 426,281 | 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 | Kpmg |
| Arteris Participações, S.A. | Avda Presidente Juscelino Kubitschek, 510 12º Andar. São Paulo. (Brazil) | 11,702 | 41.97% | Arteris Brasil, S.A. | Full consolidation | Holding company | Kpmg |
| Autovias, S.A. | Rodovia Anhanguera - SP 330 km 312,2 - Pista Norte - CEP 14079-000 (city) Ribeirão Preto - (state) SP. (Brazil) | 23,150 | 41.97% | Arteris Brasil, S.A. | Full consolidation | Construction and operation of dual carriageway in São Paulo (Brazil) | Kpmg |

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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) | % (*) | | | | |
| Centrovias Sistemas Rodoviários, S.A. | Rodovia Washington Luis, km 216,8 - Pista Sul - CEP 13530-000 - Itirapina - SP (Brazil) | 15,150 | 41.97% | Arteris Brasil, S.A. | Full consolidation | Construction and operation of dual carriageway in São Paulo (Brazil) | Kpmg |
| Concessionária de Rodovias do Interior Paulista, S.A. | Rodovia Anhanguera - SP 330 - km 168 - Pista Sul - Jardim Sobradinho - CEP 13601-970 Araras. SP (Brazil) | 23,044 | 41.97% | Arteris Brasil, S.A. / Arteris Participações, S.A. | Full consolidation | Construction and operation of dual carriageway in São Paulo (Brazil) | Kpmg |
| Vianorte, S.A. | Rodovia Atílio Balbo - SP 322 - km 327,5 - Praça Pedágio - Sertaozinho - SP - CP 88 - CEP - 14173 - 000. (Brazil) | 18,594 | 41.97% | Arteris Brasil, S.A. | Full consolidation | Concession and operation of toll road in São Paulo (Brazil) | Kpmg |
| ViaPaulista S.A. | Rodovia Anhanguera - SP 330 km 312,2 - Pista Norte - CEP 14079-000 (city) Ribeirão | 213,687 | 41.97% | Arteris Brasil, S.A. | Full consolidation | Construction and operation of dual carriageway in São Paulo (Brazil) | Kpmg |
| Autopista Planalto Sul, S.A. | Avda. Afonso Petschow nº 4040 - Bairro Industrial - Rio Negro - CEP 83880-000 - PR (Brazil) | 174,258 | 41.97% | Arteris Brasil, S.A. | Full consolidation | Road construction and operation | Kpmg |
| Autopista Fluminense, S.A. | Sao Gonçalo, nº 100, un 101 Bairro Boa Vista - Sao Gonçalo Shopping - RJ - CEP 24466-315 (Brazil) | 163,989 | 41.97% | Arteris Brasil, S.A. | Full consolidation | Road construction and operation | Kpmg |
| Autopista Fernão Dias, S.A. | Rodovia BR-381, km 850,5 - Pista Norte - CEP 37550-000 - Bairro Ipiranga - Pouso Alegre - MG (Brazil) | 239,867 | 41.97% | Arteris Brasil, S.A. | Full consolidation | Road construction and operation | Kpmg |
| Autopista Régis Bittencourt, S.A. | Rodovia SP 139, nº 226, Bairro Sao Nicolau - CEP 11900-000 - Registro - SP (Brazil) | 141,485 | 41.97% | Arteris Brasil, S.A. | Full consolidation | Road construction and operation | Kpmg |

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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) | % (*) | | | | |
| Autopista Litoral Sul, S.A. | Avenida Santos Dumont, nº 935 - Edifício Neogrid - Bairro Santo Antônio - CEP 89218-105 - Joinville - SC (Brazil) | 218,459 | 41.97% | Arteris Brasil, S.A. | Full consolidation | Road construction and operation | Kpmg |
| Latina Manutenção de Rodovias Ltda. | Rodovia Anhanguera - SP 330 km 312,2 - Pista Norte - CEP 14079-000 (city) Ribeirão Preto - (state) SP. (Brazil) | 9,920 | 41.97% | Arteris Brasil, S.A. | Full consolidation | Upkeep and repair of dual carriageways in São Paulo (Brazil) | Kpmg |
| **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 | 1,468,609 | 53.12% | Infraestucturas Viarias Mexicanas | Full consolidation | Toll road concession operator | Kpmg |
| 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 | Kpmg |
| RCO Carreteras, S. de R.L. de C.V. | Autopista Guadalajara - Zapotlanejo Km. 9+000, C.P. 44610, Guadalajara, Jalisco | 216 | 53.12% | Red de Carreteras de Occidente | Full consolidation | Toll road concession operator | Kpmg |
| Concesionaria de Vías Irapuato Querétaro, S.A. de C.V. | Av. Américas No.1592 Piso 4, Colonia Country Club, C.P.44610, Guadalajara, Jalisco | 68,719 | 53.12% | Red de Carreteras de Occidente | Full consolidation | Toll road concession operator | Kpmg |
| Concesionaria Irapuato La Piedad, S.A. de C.V. | Av. Américas No.1592 Piso 4, Colonia Country Club, C.P.44610, Guadalajara, Jalisco | 14,734 | 53.12% | Red de Carreteras de Occidente | Full consolidation | Toll road concession operator | Kpmg |
| Concesionaria Tepic - San Blas, S.A. de C.V. | Av. Américas No.1592 Piso 4, Colonia Country Club, C.P.44610, Guadalajara, Jalisco | 11,682 | 53.12% | Red de Carreteras de Occidente | Full consolidation | Toll road concession operator | Kpmg |
| Autovías de Michoacán, S.A. de C.V. | Av. Américas No.1592 Piso 4, Colonia Country Club, C.P.44610, Guadalajara, Jalisco | 32,727 | 53.12% | Red de Carreteras de Occidente | Full consolidation | Toll road concession operator | Kpmg |

(*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.



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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 Abertis USA** | | | | | | | |
| Virginia Tollroad TransportCo LLC | 152 Tunnel Facility Dr, Portsmouth, Virginia 23707, USA | 612,893 | 55.20% | Abertis USA HoldCo | Full consolidation | Holding company | Kpmg |
| Elisabeth River Crossings Holdco, LLC | 152 Tunnel Facility Dr, Portsmouth, Virginia 23707, USA | 1,106,684 | 55.20% | Virginia Tollroad TransportCo | Full consolidation | Toll road concession operator | Kpmg |
| Elisabeth River Crossings Opco, LLC | 152 Tunnel Facility Dr, Portsmouth, Virginia 23707, USA | 170,785 | 55.20% | Elisabeth River Crossings Holdco | Full consolidation | Toll road concession operator | Kpmg |

(*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.



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## 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 | - | 50.00% | Abertis Autopistas España | Equity method | Operation of service areas | Other auditors |

(*) Corresponds to the % of ownership of Abertis Infraestructuras, S.A. (direct or indirect) with respect to each of the investees.



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# 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% | 19,300 | 21,606 | 2,958 | (2,307) | Abertis | Equity method | Infrastructure concession operator | Kpmg |
| Constructora de Infraestructura Vial, S.A.S. (CONINVIAL) | CR 13 Nº. 26 45 P 8 - Bogotá D.C. (Colombia) | 5,846 | 40.00% | 14,990 | 10,160 | 341 | (5,999) | Abertis | Equity method | Construction | Kpmg |
| **INDIRECT OWNERSHIP INTERESTS** | | | | | | | | | | | |
| **Through Abertis Autopistas España, S.A.** | | | | | | | | | | | |
| Autopista Terrassa-Manresa, Concessionària de la Generalitat de Catalunya, S.A. (AUTEMA) | Autopista C-16, km 41. Barcelona | 49,568 | 23.72% | 825,667 | 204,985 | 60,467 | (50,668) | Acesa | Equity method | Toll road concession operator | Other auditors |
| Ciralsa, S.A.C.E. (6) | Av. Maisonnave, 41. Alicante | - (7) | 25.00% | - | - | - | - | Abertis Autopistas España | Equity method | Construction, upkeep and operation of toll roads | Other auditors |
| Alazor Inversiones, S.A. (6) | Carretera M-50, Km. 67,5 Área de Servicio la Atalaya Villaviciosa de Odón (Madrid) | - (7) | 31.22% | - | - | - | - | Iberpistas | Equity method | Holding company | Other auditors |
| Infraestructuras y Radiales, S.A. (IRASA) (6) | Ctra. M100 Alcalá de Henares a Daganzo Km 6,3 28806 Alcalá de Henares | - (7) | 30.0% | - | - | - | - | Iberpistas / Avasa | Equity method | Administration and management of infrastructure | Other auditors |
| M-45 Conservación, S.A. | Ctra. M-203 P.K. 0,280. Madrid | 277 | 25.50% | 936 | 286 | 1,729 | 62 | Trados-45 | Equity method | Upkeep and maintenance of toll roads | Other auditors |

(6) Financial statements as at 31 December 2017, latest information available.
(7) Carrying amount of ownership interest zero at 31 December 2021 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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Conversion of amounts in currencies other than the euro at year-end exchange rates.

| Company | Registered office | Ownership interest: Cost (thousands of euros) | Ownership interest: % (*) | Assets | Liabilities | Revenue | Profit / (Loss) | Shareholder company | Consolidation method | Line of business | Auditor |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Bip&Drive, S.A. | C/ Serrano 45 Planta 2, Local A, 28001, Madrid | 4,214 | 35.00% | 24,725 | 11,126 | 223,052 | 2,340 | Abertis Autopistas España | Equity method | Marketing of tags | Other auditors |
| Accesos de Madrid, C.E.S.A. (8) | Carretera M-50, Km. 67,5 Área de Servicio la Atalaya Villaviciosa de Odón (Madrid) | - (9) | 31.22% | - | - | - | - | Alazor Inversiones | Equity method | Toll road concession operator | Other auditors |
| Autopista del Henares, S.A.C.E. (HENARSA) | Ctra. M100 Alcalá de Henares a Daganzo Km 6,3 28806 Alcalá de Henares | - (9) | 30.00% | - | - | - | - | Infraestructuras y Radiales | Equity method | Toll road concession operator | Other auditors |
| Erredosa Infraestructuras S.A. (ERREDOSA) | Ctra. M100 Alcalá de Henares a Daganzo Km 6,3 28806 Alcalá de Henares | - (9) | 30.00% | - | - | - | - | Infraestructuras y Radiales | Equity method | Administration and management of infrastructure | Other auditors |

**Through Holding d'Infrastructures de Transport, S.A.S**

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Routalis S.A.S. | 11, avenue du Centre 78280 Guyancourt. (France) | 12 | 30.00% | 4,817 | 2,252 | 10,532 | 2,521 | Sapn | Equity method | Management of terrestrial transport infrastructure | Kpmg |
| Leonord S.A.S | Immeuble First Part Dieu - 2 avenue Lacassagne - 69003 LYON, (France) | 244 | 35.00% | 86,503 | 85,468 | 18,089 | 175 | Sanef | Equity method | Management of operating contracts | Other auditors |

**Through Abertis Internacional**

| | | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| G.R.A. di Padova S.p.A. | Venezia (VE) Viale Ancona 26 | - (9) | 30.52% | 3,726 | 1,784 | - | (63) | 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 | - (9) | 22.71% | 10,749 | 12,425 | 9 | (227) | A4 Holding S.p.A. | Equity method | Construction and maintenance | Other auditors |
| Conferedaz. Autostrade S.p.A. in liquidazione | Verona (VR) Via Flavio Gioia 71 | - (9) | 22.51% | 635 | 365 | 412 | 296 | A4 Holding S.p.A. | Equity method | Construction and maintenance | Other auditors |

(8) Financial statements as at 31 December 2016, latest information available.
(9) Carrying amount of ownership interest zero at 31 December 2021 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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Conversion of amounts in currencies other than the euro at year-end exchange rates.

**ABERTIS INFRAESTRUCTURAS, S.A.**
**Y SOCIEDADES DEPENDIENTES**

**2021 DIRECTORS' REPORT**

**DISCLOSURES REQUIRED UNDER ARTICLE 262 OF THE SPANISH LIMITED LIABILITY COMPANIES LAW AND ARTICLE 49 OF THE SPANISH COMMERCIAL CODE**

**APPENDIX. CSR Master Plan**

***************

Madrid 1 March 2022

# ABERTIS INFRAESTRUCTURAS, S.A. AND SUBSIDIARIES

# CONSOLIDATED DIRECTORS' REPORT FOR THE YEAR 2021

abertis
commitment & delivery

# Contents

*"Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails."*

# 1

# Letter to the Shareholders

The global context in 2021 was marked by the impact of the pandemic and its economic, social and environmental impact. The 'new normal' has impacted countries and stakeholders, with special repercussions for global supply chains and for the consolidation of environmental, social and governance (ESG) priorities. Of particular note was the regulatory implementation of measures for long-term decarbonisation of economic activity at the local and international levels.

A world-renowned manager of transport infrastructure operating in 16 countries in Europe, the Americas and Asia, Abertis continued working in this complex context to achieve our goals and carry out the action plans that will be determined by the organisation's medium and long-term strategy, taking a comprehensive, integral view of ESG principles. We once again renewed our commitment to the United Nations Global Compact, making clear our drive to pursue our goals in a way that maximises our organisation's contribution to Agenda 2030.

Due to the pandemic and the mobility restrictions, the Group's activity has been affected, especially in the early months of the year. The lifting of the restrictions beginning in the second quarter of 2021 led to a rebound in traffic, generating a solid evolution compared to 2020.

Toll road traffic closed the year with a global increase of 21% with respect to 2020, rising in both light vehicles (+24%) and heavy vehicles (+13%). Even though the Group's traffic levels did not reach the 2019 numbers (-5%), countries such as the USA, Mexico, Brazil and India are now posting higher numbers than in 2019, while positive trends are being seen in the rest of the markets since the health restrictions began being rolled back in April 2021.

Prospects for recovery in 2022 are good, based on the positive evolution of the pandemic, on the high vaccination rates, as well as on the reduced mobility restrictions throughout the Group.

Yet another year the IF3 fatality rate per kilometre travelled improved 7.7% in relation to 2020, thanks to the safety of our infrastructures and the projects pursued to achieve the goals charted by the United Nations in the Second Decade of Action for Road Safety 2021-30.

Last year marked the conclusion of the three-year Plan for 2019 to 2021: in a much more complex context than expected, we are satisfied to have achieved objectives of creating value pursuant to our central principles of financial flexibility, efficiency and growth. Of note was the integration and consolidation of two new important growth platforms, Red de Carreteras de Occidente (RCO) in Mexico and Elizabeth River Crossings (ERC) in the US.

The financial targets were likewise met (long-term debt refinancing at lower cost), as were those for operating efficiency and best practices.

In 2021, the Group recorded gross profit from operations (EBITDA) of EUR 3,351 million, 28% higher than the pandemic-depressed 2020 figure.

Also in 2021 the Group invested EUR 634 million in its toll roads, bringing the total for the 3-year period from 2019-21 to EUR 3,858 million, including new acquisitions.

In addition, the conclusion of the CSR Master Plan and its evaluation have allowed us to identify the main objectives achieved, as well as those priorities in which the organisation must keep working on.

Work also continued on charting our strategic objectives of consolidating Abertis' leading position as manager of mobility infrastructure, growing into new markets and expanding existing concessions; operational excellence tied to having the right business model; and promoting sustainability, innovation and cybersecurity as foundations for the transformation and overhaul of the infrastructure to meet the new requirements of our different stakeholders.

We have also drawn up the Sustainability Strategy for 2022-30 which is to be achieved by including intermediate objectives in each of the organisation's 3-year plans: the creation of the sustainability committee, the definition of a new governance model in this area and the establishment of a technical office at the corporate level to work on monitoring and adjusting the actions needed to secure fulfilment of the ESG objectives have allowed Abertis to consolidate the mechanisms it needs to be able to integrate the expectations of our stakeholders into the organisation's business model.

Lastly, I would like to give special thanks to the entire Abertis team, whose professionalism allows us at times like these to have the technical and human capacities needed to meet head on the new challenges facing us. I would also like to thank the shareholders, investors, customers, government agencies and suppliers, who have contributed to guaranteeing continuation yet another year of an essential service as is mobility.

**Marcelino Fernández Verdes**

Chairman

# 2

# Summary of the Year's Global Performance

## 2.1 Abertis in 2021

The Abertis Group is a worldwide authority in toll road management, with close to 8,000 km of high-capacity, high-quality roads in 16 countries in Europe, the Americas and Asia, of which approximately 7,800 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 and Mexico.

Thanks to the internationalisation strategy implemented by the Group in recent years, 82% of Abertis' revenue currently comes from outside Spain, most notably from France, Brazil, Chile, Mexico and Italy.

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 to travel the Group's expressways.

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.

Some of the key 2021 figures for the Group in 2021 are:

| | 2021 | Change vs. 2020 |
|---|---|---|
| Total ADT (Average Daily Traffic) | 23,019 | +21.0% |
| Electronic toll transactions | 70.9% | +3.4 p.p. |
| Revenue | EUR 4,854 million | +19.7% |
| EBITDA | EUR 3,351 million | +27.5% |
| Net profit | EUR 7 million | NA |

The Covid-19 pandemic declared in March 2020, and which continued throughout all of 2021, has affected all levels of Abertis' activity, which is considered an essential service, just as it has impacted the economy, society and the environment. The Group's earnings, though stronger than in 2020, were likewise adversely affected by the mobility restrictions during lockdown and by shifting mobility patterns after the lockdowns were rolled back. Creating value for society is an Abertis priority and one in which we combine our commitment to shareholders and employees with contributing to the growth of the countries where the Group operates.

| | 2021 | Change vs. 2020 |
|---|---|---|
| Tax contribution | EUR 1,268 million | +54.4% |
| Occupational accident frequency rate | 11.8 | -2.8% |
| Fatality rate (users) | 1.3 | -7.1% |
| CO2 emissions (scopes 1 & 2) / revenue | 23.5 tn/€mn | -36.5% |
| Initiatives implemented for the community | 261 | +29.2% |
| Purchases from local suppliers | 90.5% | +7,4p.p. |

*"Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails."*

## Corporate Structure

Abertis Infraestructuras, S.A. is the parent company of a Group in which, in some cases, it is the sole shareholder and, in others, the majority shareholder of holding companies for the various lines of business and geographical markets in which it operates. The structure of the Abertis Group at 31 December 2021 is summarised below:


The details of the Group's subsidiaries, joint ventures and associates at 31 December 2021 and of the Group's percentages ownership are given 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, headed by Atlantia, S.p.A. (with registered office at Piazza San Silvestro, 8, 00187, Rome, Italy). The latter, in turn, forms part of the group controlled by Edizione, S.r.l. (with registered office at Piazza del Duomo, 19, Treviso, Italy).

# 2.2 Milestones 2021

## January-March

- Abertis, through its Netherlands subsidiary, places a EUR 750 million issue of hybrid bonds. This issue, in aggregate with the EUR 1,250 million placed in November 2020, meets the target set in the new funding policy.
- Abertis Infraestructuras signs a EUR 500 million 5-year syndicated loan to fund its acquisition of the Elizabeth River Crossing concessionaire in the United States.
- Arteris, through its subsidiary Litoral Sul, places a bond issue of BRL 550 million (EUR 87 million).
- Abertis joins forces with UNICEF in the COVAX programme in an effort to ensure equitable worldwide distribution of anti-Covid-19 vaccines.

## April-June

- The Abertis General Meeting approves a dividend distribution of EUR 602 million, which was paid out on April 28th pursuant to the financial policy defined in 2020.
- HIT, the French Abertis subsidiary, successfully places a EUR 600 million issue of 7-year bonds.
- Arteris, through its subsidiary Intervias, places a BRL 500 million (EUR 79 million) issue of 5-year bonds.
- Creation of the organisation's Sustainability Committee composed of representatives from all corporate departments and the CEO.

- Abertis, Fundación Abertis and the Group's business units take part in the 6th UN Global Road Safety Week and support this global initiative to raise road safety awareness by committing to take actions that foster safe, sustainable and inclusive mobility.

## July-September

- Agreement to sell the subsidiaries Alienor and Sanef Aquitane to Eiffage for a total of approximately EUR 220 million.
- Abertis closes the sale of Brebemi to Aleatica for EUR 27 million.
- Agreement between the government of Chile and Autopista Central to build a tunnel to improve mobility in the most congested areas of Santiago. The investment amounts to approximately EUR 300 million, with a 20-month extension of the concession period until March 2034.
- Conclusion of Abertis' participation in the SDG Ambition Programme of the United Nations Global Compact.

## October-December

- Arteris, through its subsidiary Litoral Sul, places a BRL 2,000 million (EUR 317 million) bond issue in two tranches with maturity in seven years and ten years.
- Abertis closes the sale of RMG to Infrared Capital Partners for EUR 37 million.
- Abertis closes the sale of Aliénor and Sanef Aquitaine to Eiffage for a total of EUR 223 million.
- Approval of the ESG Plan for 2022-24 and formal approval of the new Sustainability Strategy 2022-30.
- Listing in the Sustainalytics Top 50, recognizing Abertis as one of the 50 best organisations in the world on ESG risk exposure and management issues.
- ERC financial support for the area public and improvement in collection mechanisms.

# 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 mobility infrastructure management. Our mission is to promote and manage, sustainably and efficiently, infrastructure that contributes to the development of society in harmony with the well-being of its employees and long-term value creation for our stakeholders.

The Group acts with integrity, guided by our fundamental values:

- Leading from responsibility and trust in people.
- Finding solutions for infrastructure development based on dialogue and collaboration with its stakeholders.
- Anticipating and adapting to the needs of customers and users through innovation and continuous improvement.
- Promoting efficiency in the organisation based on a simple and pragmatic approach.
- Being transparent to highlight our rigour and credibility.

### Basis for the Creation of Value

- Be the industry's benchmark company. Abertis knows how to combine quality and innovation.
- Our long-term commitment and the high quality of our services make us a great partner 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 with great financing capacity in world markets and the best know-how in the industry.
- Be part of the solution to the problems associated with the increase in global traffic, such as congestion and climate change.

### Industry Vision

#### Engineering

The Group has a 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.

#### Operations

The Abertis Group promotes standards in its operations, based on five pillars: customer-focused vision, safe "0 accidents objective" infrastructure, smooth roadways through constant maintenance of road surfaces, traffic management that delivers stable levels of service and environmentally sustainable mobility.

#### Technology

Abertis' experts promote the use of innovative solutions to increase the efficiency, safety and quality of the service. Our 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.

In addition, the Abertis industrial team develops and implements best practices and policies based on the Group's extensive experience and knowhow.

## Global presence at 31 December 2021

Abertis is present in 16 countries in Europe, the Americas and Asia:

### Spain

- Control: Aucat, Castellana, Avasa, Túnels, Aulesa, Trados 45, Abertis Mobility Services(1)
- Investees: Autema
    - 6 concessions
    - 561 km (direct management)
    - 48 km (indirect management)
    - 777 employees
    - 8,938 tonnes of CO2 (scopes 1 & 2)

### France

- Control: Sanef, Sapn, Abertis Mobility Services(1)
- Investees: Leónord
    - 2 concessions
    - 1,769 km (direct management)
    - 10 km (indirect management)
    - 2,360 employees
    - 16,294 tonnes of CO2 (scopes 1 & 2)

### Italy

- Control: Autostrada Bs Vr Vi Pd
    - 1 concession
    - 236 km
    - 483 employees
    - 2,819 tonnes of CO2 (scopes 1 & 2)

### Brazil

- Control: Intervias, Via Paulista, Fernão Dias, Fluminense, Régis Bittencourt, Litoral Sul, Planalto Sul
    - 7 concessions
    - 3,200 km
    - 4,425 employees
    - 35,093 tonnes of CO2 (scopes 1 & 2)

### Chile

- Control: Autopista Central, Rutas del Elqui, Rutas del Pacífico, Autopista del Sol, Autopista Los Libertadores, Autopista los Andes, Abertis Mobility Services(1)
    - 6 concessions
    - 773 km
    - 762 employees
    - 12,212 tonnes of CO2 (scopes 1 & 2)

### Mexico

- Control: Farac, Coviqsa, Conipsa, Cotesa, Autovim
    - 5 concessions
    - 875 km
    - 1,452 employees
    - 1,452 tonnes of CO2 (scopes 1 & 2)

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USA

- Control: ERC (Elizabeth River Crossings), Abertis Mobility Services[1] (research and development centre – New York)
    - 1 concession
    - 12 km
    - 176 employees
    - 4,888 tonnes of CO2 (scopes 1 & 2)

Puerto Rico

- Control: Metropistas, Autopistas de Puerto Rico, Abertis Mobility Services[1]
    - 2 concessions
    - 90 km
    - 61 employees
    - 4,136 tonnes of CO2 (scopes 1 & 2)

Argentina

- Control: Ausol, Grupo Concesionario del Oeste
    - 2 concessions
    - 175 km
    - 1,921 employees
    - 20,987 tonnes of CO2 (scopes 1 & 2)

India

- Control: Isadak, Trichy Tollway Private Limited, Jadcherla Expressways Private Limited
    - 2 concessions
    - 152 km
    - 54 employees
    - 2,577 tonnes of CO2 (scopes 1 & 2)

United Kingdom

- Control: Abertis Mobility Services[1] (Dartford Crossing, Mersey Gateway – Free-flow operation)

Ireland

- Control: Abertis Mobility Services[1] (operations office)

Canada

- Control: Abertis Mobility Services[1] (Blue Water Bridge)

Croatia

- Control: Abertis Mobility Services[1] (research and development centre)

Hungary

- Control: Abertis Mobility Services[1] (operations office)

Qatar

- Control: Abertis Mobility Services[1] (operations office)

# 3.2 Strategic Approach

The 3-year 2019-21 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.

The Group successfully concluded the previous 3-year Plan for 2019-21, which sought to create value on the basis of the following pillars: (i) financial flexibility, (ii) efficiencies and (iii) growth.

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[1] Abertis Mobility Services has 582 employees.

## i) Financial Flexibility

Abertis' strategy sought to optimise its investment portfolio. To do this, the Group moved to obtain control of all its investees and dispose of its holdings in any investees over which it cannot gain control, in order to fully consolidate all its holdings.

Along these lines, during 2019-21 Abertis sold its minority interests in Brebemi (Italy), RMG (United Kingdom), Alis and Aliénor (France). In addition, in October 2019 the Group sold Hispasat. After that sale, combined with the 2018 disposal of the interest in Cellnex, Abertis completed the process of focusing on the toll roads business.

The Group has maintained a solid financial position, with a strong investment-grade rating and access to attractive long term funding sources, as well as a sound liquidity position.

## ii) Efficiencies

The third efficiencies plan charted for the period from 2018 to 2021 achieved cumulative savings of EUR 664 million, concentrated mainly in the businesses in France, Brazil, Italy and Spain. This plan sought to maximise synergies and obtain added value through the contributions of all the shareholders in the technology, operations and engineering areas; with focus on improving EBITDA through an optimisation of operating expenses, staff costs and revenue.

## iii) Growth

Abertis' growth is achieved on two fronts:

- Growth in existing assets (organic)
- Growth with new assets (inorganic)

In relation to organic growth, the aim was for Abertis to consolidate itself as the operator of reference 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.

The goal for inorganic growth was to harness the synergies arising from our market presence and the areas of responsibility of Atlantia and ACS/Hochtief. Abertis was also open to exploring greenfield projects, provided that they are in financially stable countries with a robust legal framework.

In October 2021 Abertis reached an agreement with the government of Chile to build two tunnels to ease traffic congestion in the metropolitan area of Santiago de Chile. The agreement likewise provides for a 20-month extension of the Autopista Central concession. Also, after signing an agreement with the Mexican government in 2020 for expansion of the FARAC toll roads in exchange for a 6-year extension of the concession, Abertis continued its capital expenditure programme in Mexico. And lastly, in France the company agreed an addendum to the SAPN concession contract to implement free-flow systems in the A-13/A-14 motorways in exchange for higher toll fees and an account receivable at the end of the concession.

In the period 2019-2021 important acquisitions were made, such as Red de Carreteras de Occidente (RCO) in Mexico and Elizabeth River Crossings (ERC) in the US.

# New 2022-24 Plan:

The 3-year Plan for 2022-24 was approved in 2021. The Plan seeks to create value based on the following three pillars: (i) growth platform, (ii) operational excellence and (iii) sustainability and innovation.

## i) Growth Platform

Abertis' goal is to consolidate its position as leading operator in the countries where it is present and expects in the coming years to be able to participate in new growth projects and/or concessions, as well as to expand existing concessions in exchange for new investments. Special attention will continue to be placed on countries with a solid portfolio of projects and moderate risk, profitable opportunities, a solid and effective regulatory framework and the right conditions for achieving our ESG objectives.

The Group will continue channelling its energies into international growth by searching for new opportunities to acquire assets. The know-how acquired by Abertis in its rich experience allows it to participate in projects located in countries where it does not yet have a presence in order to develop new platforms there, especially in its traditional markets (Europe and North America).

## ii) Operational Excellence

The main business challenges for the 3-year period from 2022 to 2024 are: 1) progressively adapting our infrastructures to the new needs of government administrations and users; 2) transitioning from traditional tolls to free-flow systems and the transformation of operations this entails, especially in the billing and collection areas; 3) developing ITS technology that allows real-time information on the state of our roads ( information on traffic and accidents and weather conditions); 4) complying with sustainability goals through initiatives such as the electrification of the vehicle fleet, reviewing and improving waste management practice and promoting alternative energy efficiency; and 5) providing new services that create value for our customers.

All of this while the Group continues working to mitigate the inherent risks of our business and improving the resilience of our companies, through plans focused on crisis management, business continuity, cybersecurity and sustainability.

The Group's new 2022-24 Plan includes the fourth efficiencies and performance plan in order to continue harvesting synergies and maximising cash flow, with emphasis on improving collectability, optimising processes and mitigating operational risks. The fourth Plan is mainly concentrated on France, Chile and Spain and envisages cumulative savings of approximately EUR 173 million.

## iii) Sustainability and Innovation

### Sustainability

The specific inclusion of environmental, social and governance considerations in the Abertis 3-year Plan and the prioritisation and setting of short-term goals tied to the new Sustainability Strategy for 2022-30 have taken a major initial step with the definition of the ESG Plan for 2022-24, which will help shape budget allocations and ensure the efficiency of the actions to be implemented in relation to the achievement of Abertis' strategic sustainability objectives.

The ESG Plan defined for 2022-24 thus prioritises actions tied in with the goals of decarbonisation, circular economy, road safety, occupational safety, gender equality and cybersecurity, while buttressing the foundations required to ensure steady progress toward the rest of the goals of the 2022-30 Sustainability Strategy. Of note in this regard are the actions focused on evaluating and auditing critical suppliers, sustainability training for a large part of personnel, the establishment of environmental management systems and due diligence procedures on human rights matters, the development of a specific methodology for measuring and quantifying impacts on biodiversity and the formal linkage of environmental, social and governance goals to remuneration schemes for executives and middle managers.

All of the Group's business units and the corporate Sustainability, Operations Planning and Control and Finance areas participated in drawing up the ESG Plan 2022-24. It will be implemented with a specific governance system that involves all functional areas of the Group represented on the Sustainability Committee, together with their counterparts at the business unit level, and a technical office coordinated by the Institutional Relations, Communication and Sustainability area.

The ESG Plan 2022-24 and the new Sustainability Strategy for the period 2022-30 are presented in detail in the Appendix on Follow-up of the CSR Master Plan accompanying this Directors' Report.

### Innovation

For Abertis, producing new ideas and solutions is of strategic importance, not just in technology but in all areas of the Group's activity, and is a means of conceiving new ways of operating ever cleaner, more comfortable, smarter and safer mobility infrastructure.

Innovative activity must continue giving the Group competitive advantages and creating value for its shareholders, partners, customers, employees and society in general.

During the next three years we will continue investing in a programme of initiatives focused not just on consolidating our current business models but also on creating new sources of value by exploring neighbouring areas of activity, buttressing our innovation model by being open to alliances and collaboration with the entrepreneurial ecosystem and promoting a culture of innovation among all Group employees.

### Cybersecurity

The company assigns the utmost priority to protecting information and the reliable availability of all processes that support its business operations.

Abertis has an information security model grounded in the best market practices, such as the ISO 27001 standard and the Critical Security Controls of the Centre for Internet Security (CIS).

Over the next three years we will continue making investments to ensure a security framework that allows us to remain a cyber-resilient company, carrying out programmes to raise the cybersecurity awareness of all persons in the company, constantly analysing the evolution of threats in order to guide our protection systems and processes and adapting our incident response plans.

### Compliance

The aim of the 3-year Plan is to oversee business ethics and compliance with the national legislation that applies to each business unit in the Group on environmental, social and governance questions, with a focus on the prevention of corruption and other conducts that could entail criminal liability, environmental law, prevention of occupational hazards, intellectual property rights and protection of personal and business data.

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# 4

# Corporate Governance

The structure of the governing bodies and our decision-making process constitute other strengths of the Group. The Abertis governance model is based on the Board of Directors and its committees, the Audit and Control Committee and the Nomination and Remuneration Committee, and the top priorities are excellence in governance, promoting sustainability and good corporate governance practices.

## 4.1 Shareholder Structure and Treasury Shares

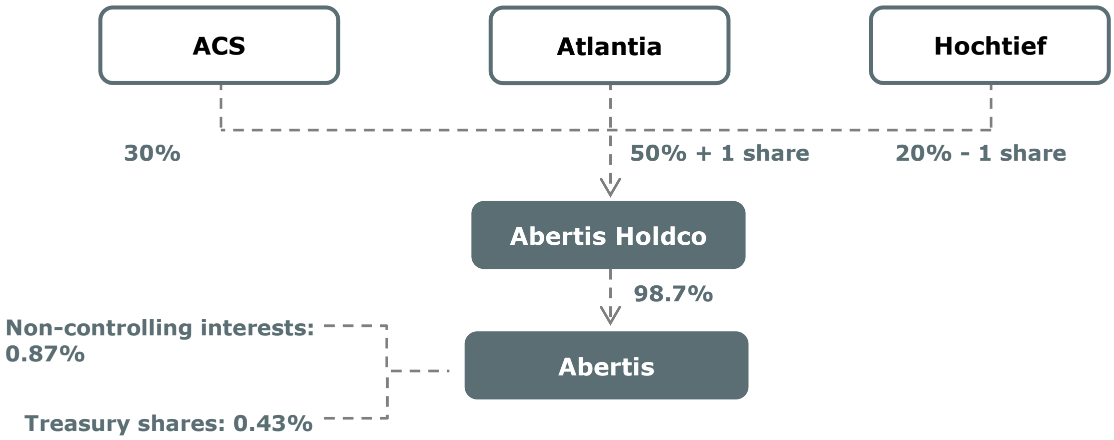
The main shareholders in Abertis at 31 December 2021 are Atlantia, S.p.A., ACS Actividades de Construcción y Servicios, S.A. and Hochtief Aktiengesellschaft, all through Abertis HoldCo, S.A., which directly holds 98.70% of the shares in Abertis.

As a result of the acquisitions made during the year, the own shares held by Abertis as treasury stock at 31 December 2021 represent 0.43% of the share capital of Abertis Infraestructuras, S.A. (0.17% in 2020). The changes in the treasury share portfolio in 2021 were as follows:

| | Number | Par value | Cost of Acquisition/Sale |
|---|---|---|---|
| At 1 January 2021 | 1,557,660 | 4,673 | 12,783 |
| Acquisition | 2,396,957 | 7,191 | 8,208 |
| **At 31 December 2021** | **3,954,617** | **11,864** | **20,991** |

| | Number | Par value | Cost of Acquisition/Sale |
|---|---|---|---|
| **At 1 January 2020** | 691,508 | 2,075 | 7,393 |
| Acquisition | 866,152 | 2,598 | 5,390 |
| **At 31 December 2020** | **1,557,660** | **4,673** | **12,783** |

Consequently, the Abertis Group's shareholder structure at 31 December 2021 is as follows:



There are no family, commercial, contractual or corporate relationships between the significant shareholders and the company. Nor are there any bylaw, legislative or other type of provisions restricting the transferability of shares or restricting voting rights.

# 4.2 Board of Directors

## Composition of the Board of Directors

The Abertis bylaws mandate that the company's Board of Directors be composed of no less than five and no more than nine directors, with directorships limited to a maximum term of office of three (3) years. At present, the number of members of the board set by the shareholders in general meeting is five. The current directors and their date of appointment are given below:

| Board Member | Position | Date of Appointment |
|---|---|---|
| Marcelino Fernández Verdes | Chairman | 10/12/2018 |
| Francisco José Aljaro Navarro | CEO | 10/12/2018 |
| Carlo Bertazzo | Director | 10/12/2018 |
| Fabio Cerchiai | Director | 25/09/2019 |
| Pedro José López Jiménez | Director | 10/12/2018 |

All directors are older than 55 years of age. The Secretary of the Board of Directors is Miquel Roca Junyent, who does not hold a directorship.

## Director Selection Policy

The director selection policy approved by the Board of Directors on 15 December 2015 provides that candidates for directorships will be selected based on a prior analysis of the needs of the company by the Board of Directors, with the advice and a report from the Nomination and Remuneration Committee. The analysis takes into account the integration of different managerial and professional experience and skills and seeks to promote diversity of knowledge, experience, gender and nationality, having regard to the relative weight of the different activities carried on by Abertis and taking into account the areas and sectors should be given special emphasis. The members of the Board of Directors have been named taking into account their technical and professional skills, their management experience and the commitment required to perform the duties of directors.

## Remuneration of the Board of Directors

In accordance with the Abertis bylaws, directors receive no remuneration, except for the Chief Executive Officer (CEO). The remuneration of the Chief Executive Officer during the year was determined by article 25 of the Abertis bylaws, which stipulates that directors who perform executive functions will have the right to receive the applicable employee or professional remuneration, fixed or variable compensation linked to the Company's economic-financial objectives and to environmental, social and governance (ESG) criteria (more specifically, improvement in safety indicators for users and employees, gender diversity and inclusion of employees, and levels of carbon emissions), and the cash or non-cash remuneration that the Board of Directors decides are appropriate for the performance of those functions, including their participation in such incentives systems as may be arranged, which may include the award of shares or option rights on shares or remuneration referenced to the value of the shares, in all events subject to the applicable legal requirements and inclusion in the appropriate providential and insurance arrangements.

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## Offices in other Group Companies

The only member of the Board of Directors who also holds a directorship or represents a director or serves as an executive in other companies in the Group is Francisco José Aljaro Navarro, who holds the following positions:

| Company | Position |
|---|---|
| ABERTIS HOLDCO, S.A. | Director |
| SANEF, S.A. | Director |
| HOLDING D´INFRAESTRUCTURES DE TRANSPORT (SAS) | Chairman |
| HOLDING D´INFRAESTRUCTURES DE TRANSPORT 2 (SAS) | Chairman |
| ARTERIS, S.A. | Director |
| PARTICIPES EN BRASIL, S.A. | Chairman |
| PARTICIPES EN BRASIL II, S.L. | Joint and Several Director |
| VIAS CHILE, S.A. | Chairman |
| INVERSORA DE INFRAESTRUCTURAS, S.L. | Chairman |
| AUTOPISTAS METROPOLITANAS DE PUERTO RICO, LLC | Chairman |
| A4 HOLDING S.p.A. | Director |
| RED DE CARRETERAS DE OCCIDENTE, S.A.P.I. DE C.V. | Chairman |
| VIRGINIA TOLLROAD TRANSPORTCO LLC | Chairman |

# 4.3 Board Committees

## Audit and Control Committee

The Audit and Control Committee is composed of the following members, all appointed on 26/11/2019:

- Pedro José López Jiménez, Chairman
- Marcelino Fernández Verdes, director
- Carlo Bertazzo, director

Miquel Roca Junyent holds the position of Secretary of the Audit and Control Committee.

The responsibilities and functions of the Audit and Control Committee are:

a) Reporting to the general meeting of shareholders on questions posed in respect of matters within the competence of the committee, in particular regarding the results of the audit, explaining how the audit has contributed to the integrity of the financial information and the role played by the committee in this process.

b) Monitoring the effectiveness of the Company's internal control, internal audit and risk management systems, and discussing with the auditor any significant weaknesses detected in the internal control system during the audit, all without compromising the auditor's independence. For such purposes, the committee, if applicable, may submit recommendations or proposals to the board of directors and the corresponding term for their monitoring.

c) Monitoring the process of preparing and presenting the required financial information and presenting recommendations or proposals to the board of directors, aimed at safeguarding the integrity of the reporting process.

d) Referring to the Board of Directors proposals for the selection, appointment, reelection and replacement of the statutory auditors, assuming responsibility for the selection process, in accordance with articles 16, paragraphs 2, 3 and 5, and article 17.5 of Regulation (EU) No 537/2014 of 16 April 2014, as well for the terms and conditions of the auditors' engagement and regularly obtaining information from the auditors on the audit plan and its execution, in addition to preserving the auditors' independence in the performance of their audit functions.

e) Establishing the appropriate relationships with the external auditors to receive information on issues that could jeopardise their independence, for their examination by the committee, and any other questions relating to the auditing of accounts, and, where appropriate, authorising services other than those that are prohibited, on the terms of articles 5.4 and 6.2.b) of Regulation (EU) No 537/2014 of 16 April 2014 and as provided in section 3 of chapter IV of title I of Spanish Law 22/2015 of 20 July 2015 on the auditing of accounts with respect to the rules on auditor independence, as well as the other communications envisaged in the legislation on accounting auditors and in the standards of auditing. In any event, annually it must receive from the external auditors a declaration of their independence as regards the Company or entities directly or indirectly related thereto, as well as detailed and itemised information on additional services of any kind provided to and the corresponding fees received from such entities by the external auditors or persons or entities related thereto, pursuant to the legislation on rules regulating the activity of auditing accounts.

f) Annually, prior to the issuance of the audit report, issuing a report stating an opinion as to whether the independence of the auditors of the accounts or audit firms has been compromised. This report must in all events contain a reasoned evaluation of the provision of each and every one of the additional services referred to in the preceding subparagraph, taken individually and as a whole, other than the legal audit, and in relation to the rules on independence of the auditors or to the regulations governing the activity of auditing accounts.

g) Reporting on the related party transactions that must be approved by the general meeting or the board of directors and overseeing the internal procedure established by the company for the transactions whose approval has been delegated.

h) Giving a prior report to the Board of Directors on all of the matters envisaged by law, the bylaws and the Board of Directors Regulations and, in particular, on:

   1. The financial information and Directors' report, which will include, where applicable. the prescribed non-financial information the company is obliged to periodically make public.

   2. The creation or acquisition of holdings in special purpose vehicles or entities domiciled in countries or territories considered to be tax havens.

The Audit and Control Committee met five times during the year. The issues dealt with at those meetings consisted of monitoring, among others, the preparation of the external audit report, formulation of the annual financial statements, the supervision and preparation of financial and non-financial information, tax reporting, internal audit processes, risk management systems and compliance policies.

## Nomination and Remuneration Committee

The Nomination and Remuneration Committee is composed of the following members, all appointed on 26/11/2019:

- Fabio Cerchiai, Chairman
- Carlo Bertazzo, director
- Pedro José López Jiménez, director

Miquel Roca Junyent holds the position of Secretary of the Nomination and Remuneration Committee.

The main functions and responsibilities of the Nomination and Remuneration Committee are submitting to the Board proposals for the appointment of directors and senior executives, and proposing to the Board the policies for the remuneration of the CEO and senior executives, specifically:

a) Assessing the skills, knowledge and experience needed on the Board of Directors. For these purposes, it will define the functions and skills required in the candidates to fill each vacancy and evaluate the time and dedication they will need to be able to discharge their tasks effectively.

b) Establishing a target level of representation of the sex with the lowest representation on the Board of Directors and preparing guidelines on how to achieve that target.

c) Referring to the Board of Directors proposals for the appointment of independent directors by co-option or for submission to decision by the general meeting of shareholders, and proposals for reelection or removal of those directors by the general meeting of shareholders.

d) Reporting on proposals for appointment of the rest of the directors to be named by co-option or for submission to decision by the general meeting of shareholders, and proposals for their reelection or removal by the general meeting of shareholders.

e) Reporting on proposals for appointment and removal of senior executives and 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) Proposing to the Board of Directors the remuneration policy for directors and general managers or the persons performing senior management functions who report directly to the Board, for members of executive committees or for the CEO, as well as the individual remuneration and other contractual conditions of executive directors, ensuring compliance with these conditions.

The Nomination and Remuneration Committee met twice during the year. The topics discussed at those meetings mainly involved assessing the criteria governing the variable remuneration of the Chief Executive Officer and of the senior management of Abertis for 2020 and setting said criteria for 2021.

## 4.4 Executive Team

The members of the Abertis executive team as at 31 December 2021 are:

- Francisco José Aljaro Navarro, CEO of Abertis.
- André Rogowski Vidal, CFO.
- Josep Maria Coronas Guinart, General Secretary.
- Martí Carbonell Mascaró, Chief Planning and Control Officer.
- Jordi Fernández Montolí, Chief Technical Officer.
- Antoni Enrich Grau, Director of People.
- Georgina Flamme Piera, Director of Institutional Relations, Communication and Sustainability.
- Daniel Vilanova, General Manager Autopistas (Spain).
- Arnaud Quémard, General Manager of Sanef (France).
- Gonzalo Alcalde Rodríguez, General Manager of de A4 Holding (Italia).
- Sérgio Garcia, General Manager of Arteris (Brazil).
- Andrés Barberis Martín, General Manager of Vias Chile (Chile).
- Demetrio Sodi, General Manager of RCO (Mexico).
- David Sullivan, General Manager of ERC (USA).
- Julián Fernández Rodes, General Manager of Metropistas (Puerto Rico).

- Francesc Sánchez Farré, General Manager of Ausol and GCO (Argentina).
- Ramon Chesa Badia, General Manager of Isadak (India).
- Christian Barrientos Ribas, General Manager of Abertis Mobility Services.

# 4.5 General Meeting

## Quorum

The Abertis bylaws increase the quorums for general meetings above the levels required in articles 193 and 194 of Spanish Limited Liability Companies Law (Ley de Sociedades de Capital; hereinafter, "LSC").

Specifically, while article 193 of the LSC provides that the general meeting of public limited liability companies (sociedades anónimas) will be quorate at first call when the shareholders present or represented thereat hold twenty-five percent (25%) or more of the subscribed voting share capital; article 17 of the Abertis bylaws requires a quorum of shareholders, present or represented, who hold eighty percent (80%) or more of the subscribed voting share capital plus two (2) shares.

In addition, the general meeting is quorate at second call when the shareholders present or represented thereat hold fifty percent (50%) or more of the subscribed voting capital, whereas the previously mentioned article 193 LSC provides that at second call general meetings are quorate regardless of the capital present or represented.

These quorums apply irrespective of the matters to be dealt with at the general meeting.

Furthermore, article 194 of the LSC stipulates a higher quorum for special cases, such as capital increases or reductions, or any amendment to the bylaws, issuance of debentures, elimination or limitation of the right of first refusal for new shares, etc., which require attendance at first call of fifty percent (50%) or more of the subscribed voting capital and twenty-five percent (25%) at second call. This enhanced quorum, too, is lower than the quorum required in the Abertis bylaws in any event.

## Approval of Resolutions

Article 18 of the Abertis bylaws provides that resolutions are adopted by absolute majority of the shares present or represented at the General Meeting, with one vote for each share, except for resolutions for which the LSC stipulates a larger majority, which will be approved with said larger majority. This represents a strengthening of the simple majority laid down in article 201 LSC for public limited companies.

Article 18 also envisages a number of events it refers to as "Reserved Matters", the approval of resolutions on which requires, in all events, the affirmative vote of at least sixty-five percent (65%) plus one (1) share of the subscribed voting share capital. This is stronger than the statutory requirement laid down in article 201 LSC, according to which (i) the resolutions referred to by article 194 of the LSC (higher quorum for special cases described in the preceding section) can be approved by absolute majority if the capital present or represented is higher than fifty percent (50%), and (ii) the affirmative vote of two thirds of the capital present or represented at the general meeting is required if at second call the attending shareholders represent twenty-five percent (25%) or more of the subscribed voting share capital even if the fifty percent (50%) threshold is not reached.

The Reserved Matters subject to these enhanced requirements are:

a) amendments to the bylaws, including, but not limited to, any change in the structure of the management body or the number of members thereof; or any increase, reduction, variation or any other change in the share capital;

b) the issuance of any security or equity instrument or equity-related instrument or any other synthetic security or instrument (such as, among others, convertible debentures);

c) any resolution for merger, spin-off, split-up, transfer of assets and liabilities en bloc, international relocation of the registered office or any other structural changes, except when such transactions only affect the company and wholly-owned subsidiaries;

d) the application for admission to trading or the launch of a public offering of sale or subscription of all or part of the shares of the company or of a controlled company;

e) the distribution of dividends and/or reserves, other than in accordance with the dividend policy approved by the Board of Directors of the company from time to time, and the approval of an amendment of the company's dividend policy;

f) any M&A transaction (i.e. acquisitions, sales or capital investments in assets or investments in projects) the aggregate amount of which in a given year exceeds eighty million euros (€80,000,000);

g) the approval or amendment of the financial policy or dividends policy of the company and its group; and

h) any related party transaction.

## Resolutions Approved in 2021

The Abertis Annual General Meeting held on 20 April 2021 approved the following resolutions with the percentage affirmative votes indicated below:

| Resolution | Percentage of share capital voting for the resolution |
|---|---|
| Approval of the individual and consolidated financial statements for 2020 with the respective Directors' reports (financial information). | 99.9955% |
| Approval of the non-financial information contained in the consolidated Directors' report for the year ended 31 December 2020. | 99.9296% |
| Approval of the proposed allocation of the results for 2020. | 99.9967% |
| Distribution of unrestricted reserves. | 99.9967% |
| Approval of the management performance of the Board of Directors in 2020. | 99.9967% |
| Amendment of article 14 of the bylaws to regulate attendance and participation in the General Meeting of Shareholders by telematic means. | 99.9933% |
| Delegation to the Board of Directors of authority to issue bonds, debentures and other fixed-income securities that are convertible into and/or exchangeable for shares of the company or exchangeable for shares of other company companies, such as warrants and any other financial instruments that convey the right to acquire newly issued shares of the company, during a term of five years and with attribution, if applicable, of the right to increase the share capital or exclude preferential subscription rights. | 99.9206% |
| Delegation of powers to formalise all of the resolutions approved by the General Meeting. | 99.9933% |

# 4.6 Related Party Transactions and Intragroup Transactions

Articles 28 et seq. of the Board Regulations contain specific obligations regarding the duty of loyalty and disclosures of the Board members' shares in the company itself or of their ownership interests 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 authorises 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 or her vote shall be deducted when calculating the required voting majority.

In accordance with the Board Regulations, the duty to avoid conflicts of interest obliges the director to refrain from carrying out transactions with the company other than ordinary transactions performed under standard customer conditions and of scant significance, i.e. where the disclosure thereof is not necessary to give a true and fair view of the net assets, financial position and earnings of the company. Directors shall refrain from using the company's name or invoking their directorship to unduly influence the execution of personal transactions, from making use of company 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 for their own account or the account of a third party 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.

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 Board of Directors may grant the authorisation, provided that the independence of the Board members granting the exemption is guaranteed with respect to the exempt director. Assurances will also be required that the authorised transaction be innocuous for the Company's net assets and, if applicable, that it is arm's length and transparent.

The obligation not to compete with the company may only be subject to exemption in the event that no harm is expected to arise for the company or the anticipated harm is offset by the benefits expected to be obtained as a result of the exemption. The exemption will be granted in an express and separate 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 harm 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 family relationships, personal assets, activities outside of the company or for any other reason.

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There follows a list of transactions carried out between Group companies, on the one hand, and their related parties, on the other during 2021 in excess of EUR 1 million, except for intragroup transactions:

| Reported by | Counterparty | Nature of the Relationship | Type of Transaction | Amount (thousand euros) |
|---|---|---|---|---|
| Abertis HoldCo, S.A. | Abertis Infraestructuras, S.A. | Shareholder | Dividends and other profits distributed | 593,840 |
| Abertis HoldCo, S.A. | Abertis Infraestructuras, S.A. | Shareholder | Other: Accounts receivable | 230,496 |
| Abertis HoldCo, S.A. | Abertis Infraestructuras, S.A. | Shareholder | Financing agreements: other | 228,459 |
| Abertis HoldCo, S.A. | Abertis Autopistas España, S.A. | Shareholder | Other: Accounts receivable | 2,119 |
| Abertis HoldCo, S.A. | Autopistas, Concesionaria Española, S.A. | Shareholder | Other: Accounts payable | 78,722 |
| Abertis HoldCo, S.A. | Autopistes de Catalunya, S.A. Concessionària de la Generalitat de Catalunya | Shareholder | Other: Accounts payable | 10,285 |
| Abertis HoldCo, S.A. | Castellana de Autopistas, S.A., Concesionaria del Estado. | Shareholder | Other: Accounts payable | 6,517 |
| Abertis HoldCo, S.A. | Iberpistas, S.A. | Shareholder | Other: Accounts receivable | 7,908 |
| Abertis HoldCo, S.A. | Abertis Internacional, S.A. | Shareholder | Other: Accounts receivable | 5,837 |
| Abertis HoldCo, S.A. | Inversora de Infraestructuras, SL | Shareholder | Other: Accounts receivable | 3,035 |
| Autogrill Coté France Sas | SANEF, S.A. | Commercial | Provision of services | 1,108 |
| Autogrill Italia SpA | Autostrada Brescia Verona Vicenza Padova S.p.A. | Commercial | Provision of services | 6,041 |
| Autogrill Italia SpA | Autostrada Brescia Verona Vicenza Padova S.p.A. | Commercial | Accounts receivable for services provided, sales made | 3,855 |
| Autostrade per l'Italia Spa | Autostrada Brescia Verona Vicenza Padova S.p.A. | Contractual | Receipt of services | 1,446 |
| Autostrade per l'Italia Spa | Autostrada Brescia Verona Vicenza Padova S.p.A. | Commercial | Accounts receivable for services provided, sales made | 59,659 |
| Dragados S.A. | Infraestructures viàries de Catalunya, S.A. Concessionària de la Generalitat de Catalunya | Commercial | Purchases of fixed assets | 2,684 |
| Telepass Spa | Sanef, S.A. | Commercial | Provision of services | 106,564 |
| Telepass Spa | Sanef, S.A. | Commercial | Accounts receivable for services provided, sales made | 6,773 |

| Reported by | Counterparty | Nature of the Relationship | Type of Transaction | Amount (thousand euros) |
|---|---|---|---|---|
| Telepass Spa | Societe des Autoroutes Paris Normandie -SAPN- (SA) | Commercial | Provision of services | 10,381 |

The greater part of the transactions between Abertis Holdco, S.A. and group companies are in respect of cash pooling arrangements and tax consolidation. The account receivable by Autostrada Brescia Verona Vicenza Padova S.p.A. from Autostrade per l'Italia Spa is in relation to management of the toll for interconnection of the highway segment with that of other concessionaires; and the one receivable by Sanef, S.A. from Telepass Spa relates to the vehicle fees that this company collects and then pays to Sanef.

# 4.7 Good Governance Code

The section on "The Group" on the www.abertis.com website offers information on corporate governance. The information there is given in Spanish and English.

Since Abertis is an unlisted issuer of securities, it follows the recommendations contained in the *Corporate Governance Guidance and Principles for Unlisted Companies in Europe* published by the European Confederation of Directors' Associations in March 2010 and updated in March 2021. This code was chosen because it is considered the most complete, systematic and operative of those available for unlisted companies. The only principle not applied is number 9, as it is envisaged for family-controlled companies.

Furthermore, although Abertis is an unlisted company, it complies with practically all of the recommendations of the Good Governance Code of Listed Companies (revised in June 2020) that apply to it.

In addition, the Abertis Group has endorsed the Code of Good Tax Practices with the goal of enhancing social responsibility in Abertis Group companies, lending greater soundness to its economic results and ensuring greater legal certainty. See section 7.2.1 of this report for more information in this respect.

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# 5

# Risk Management

## 5.1. Risk Management and Control System

### Risk Management Model

The Board of Directors of Abertis Infraestructuras, S.A. is responsible for designing the risk strategy and entrusts this function to the Board's Audit and Control Committee, which sets the **Risk Management and Control Policy for the Abertis Group** and supervises the risk management system.

The risk management model is reviewed regularly in order to guarantee and embrace best practices in risk management and control. This model is based on the best risk management practices and, specifically, on the COSO (Committee of Sponsoring Organisations of the Treadway Commission) ERM Framework. The latest review of the model underscored the adherence of Abertis' ERM (enterprise risk management) system to the file pillars of the COSO ERM Framework.

The actions identified in Abertis to advance in the improvement of this process are reflected in the update of the Risk Management and Control policy of the Abertis Group that was approved by the Audit and Control Committee in June 2021. The main improvements included are:

- Definition of a methodology for building the Risk Appetite framework.
- Raising awareness in the Group of the risk management culture.
- Commitment to periodic review of the ERM methodology and policy to ensure its optimisation and achievement of the Group objectives.
- Formal integration of risk management, strategic planning and internal audit process.
- Development of the principles on compliance with risk management standards; separation of functions; traceability of information flows and assurance of confidentiality by the parties involved in the ERM process.

The risk management model is approved and monitored by the Audit and Control Committee and applies to all the business and corporate units in all the countries where the Group operates. 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 guidelines defined by the Corporate Risk Control unit, each of the business and corporate units is responsible for drawing up and maintaining its risks map, which includes identifying and assessing the inherent and residual risks, the control initiatives and activities carried on and the persons responsible for them and the action plans defined to cover the residual risks.

The risks maps are checked and approved by the general managers of the business units. Those maps are reviewed periodically by the Audit and Control Committee and the Management Committee which also conduct more frequent monitoring of the main risks.

### Bodies with Risk Management Responsibilities

The management bodies are committed to ensuring that the Group's material risks are duly and appropriately identified, assessed, prioritised and controlled and to establishing the primary mechanisms and principles for achieving risk levels that allow:

- The creation of shareholder value.
- Protection of the Group's reputation, fostering of good corporate governance practices and a commitment to applying tax best practices.
- Provision of quality service in all Group-operated infrastructures.

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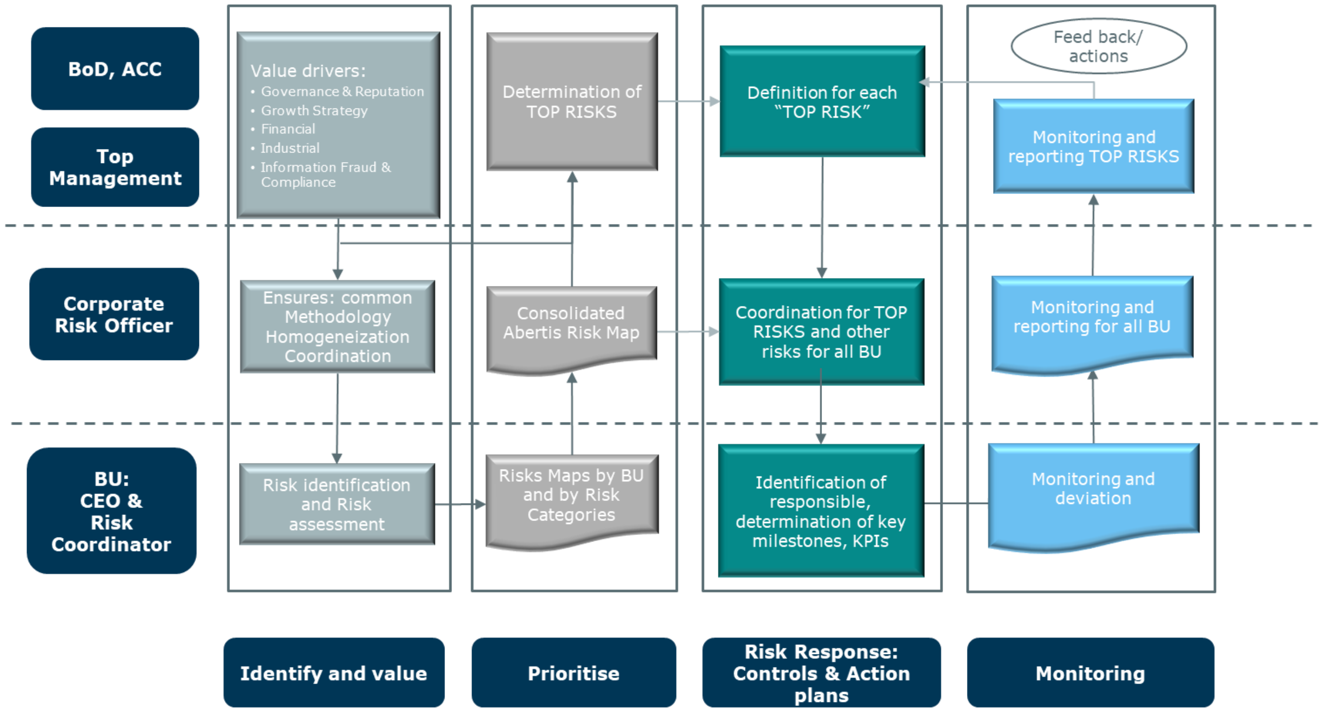
The bodies responsible for definition, execution and oversight are:

- 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 their criticality and significance.
- Corporate Risk Officer: is responsible for preparing and updating the risk management policies, ensuring effective implementation of the model, establishing a common methodology for the identification, classifying and assessing risks, coordinating the update of the risks 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.
- Corporate/Business Unit General Managers: are in charge of risk management in their respective areas of responsibility, which includes implementing the risk policies defined, validating the risks maps and supervising implementation of control activities and action plans to mitigate risks.
- Corporate/Business Unit Risk Coordinators: are responsible for coordinating implementation of each unit or area's risk management model, which includes identifying and assessing those models, as well as implementing 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 risk management model and bodies with risk management responsibilities are summarised in the following figure:



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## Main Categories of risks:

The **main risks** that can affect the achievement of the Group's main goals and **the relevant control measures** are:

| Risk Category | Main Risks | Control Measures |
|---|---|---|
| Governance and reputational risks | Organisational governance model<br>Governance standards<br>Loss of reputation<br>Management of personnel, loss of talent, succession in key positions | • Formalisation of roles and responsibilities<br>• Good governance practices, risk management, values systems, etc.<br>• Crisis management model<br>• Management of people and talent |
| Environment, strategy and growth-related risks | Implementation of strategies and lack of quick response to change<br>Integration of acquisitions<br>Risk of climate change and natural catastrophes<br>Slowdown in demand (traffic) and/or the economy<br>Change and/or adjustment in concession terms<br>Political and regulatory changes and social or legal instability | • Internationalisation and selective growth policy and Investment Committees.<br>• Insurance coverage<br>• Cooperation with government agencies.<br>• Continuous monitoring of ADT, sensitivity analysis<br>• Monitoring of changes in the contractual and legal framework<br>• Coordination to ensure adequate compliance with the local legislation and anticipation of legislative changes |
| Financial risks | Breach of financial commitments and debt repayment obligations<br>Interest rates<br>Exchange rates<br>Liquidity, refinancing and access to market (rating)<br>Credit customers and government agencies | • Monitoring of contract debt clauses<br>• Monitoring of interest rate and exchange rate management policy<br>• Monitoring and extension of debt maturities and scrutiny of potential impacts on credit rating<br>• Sensitivity analysis |

| Risk Category | Main risks | Control measures |
|---|---|---|
| Industrial risks | Business continuity process<br>information systems<br>Health and safety<br>Deterioration of infrastructures<br>Liability for environmental damages<br>Capex deviations in timing and costs<br>Breach of service quality in operations<br>Fraud associated with collections management<br>Suppliers<br>Lack of adaptation and transformation of technological processes<br>External wrongdoing with company assets | • Business continuity guidelines and plans<br>• Cybersecurity measures<br>• Road safety, operation and management system improvement plans (traffic, tunnels)<br>• Investment programme monitoring and control (OPEX and CAPEX Committees)<br>• Environmental management systems<br>• Specific control policies, procedures, plans and systems for each business area<br>• Enterprise-wide ESG management of risks with suppliers<br>• Risk monitoring and analysis and implementation of a corporate insurance programme. |
| Reporting and compliance risks | Financial and operational reporting<br>Tax compliance<br>Legislation and regulations<br>Code of ethics and conduct<br>Protection of sensitive information | • Organisational and supervisory model for the Internal Control over Financial Reporting (ICFR) system<br>• Management systems, procedures and technological tools for compilation and consolidation of non-financial information.<br>• Adoption of the Code of Good Tax Practices.<br>• Compliance model in place at the Group.<br>• ISO 37001 certification (implemented in Spain, under way in the rest of the Group).<br>• Annual declaration of compliance with the code of ethics. |

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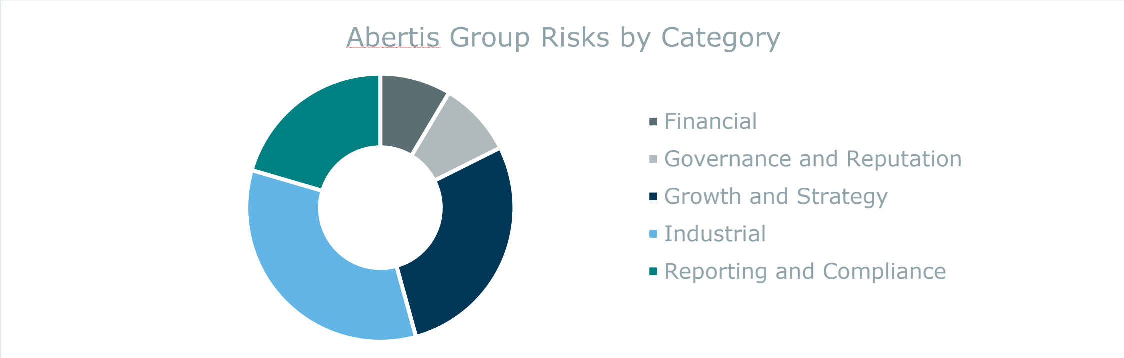
The main risks identified and managed during 2021 are distributed as follows:

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During 2021 the Risk Control corporate unit performed an analysis, based on the risks catalogue, to analyse the risks related to the sustainability strategy and the ESG Plan 2022-24 that could have an impact on the organisation's strategic plans.

The ESG-related risks are macro, multidimensional, interrelated and capable of affecting the business in many dimensions. Based on the three dimensions of the ESG Plan the Group has identified (i) in the environmental dimension, primarily, the risks related to sustainable use of resources and prevention of pollution, biodiversity protection and climate change mitigation and adaptation; (ii) in the social dimension, those relating to occupational health and safety, user safety, cybersecurity, privacy and others such as responsible management of the supply chain, human rights and capital, and lastly (iii) in the governance dimension, risks relating to the fight against corruption.

## Main Risks and Internal Control Actions

As top risks, the Group has continued managing the risks stemming from political and social instability in some of the countries where it operates (mitigated by internationalisation and geographical diversification) and from the reduction in the average life of toll road concessions and their expiry (mitigated by the growth of the asset portfolio with the acquisition of control of Elisabeth River Crossings (ERC), which still has a remaining concession life of 50 years).

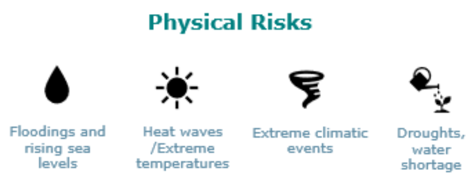
## Climate Change Risks and Opportunities

Climate change is one of the paramount challenges of our times, affects our societies and, from a business standpoint, may entail disruptive risks while also generating market opportunities in broad swathes of the economy. Abertis recognises that climate-related risks can have direct and indirect impact on its business and reputation.

Transport infrastructure could be affected by the effects of climate change; for example, severe weather events such as hurricanes in some countries, extreme heat or rainfall, etc. can shut down the transport routes that Abertis operates, with a variety of consequences for users.

Also, the world is advancing toward a low-carbon economy, which implies a profound transformation of market trends (e.g. changeover to electric cars) and low emissions policies that could have major impact on Abertis' business. Abertis is committed to integrating these factors into its business strategy and to further focusing the business model on ensuring the resilience of these infrastructures to climate change.

During 2021 work continued on formally integrating and systematisating climate change risks into the Group risk management model. There are two classes of risks arising from climate change:



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The **physical risks** of climate change (whether acute or chronic) are those that affect human systems and natural regions due to the deterioration that may be suffered by physical assets and people as a result of **weather phenomena** such as flooding and severe storms produced by global warming.


**Transitional risks** are the climate change risks associated with **global decarbonisation** (regulatory changes, price, technological and reputational risk, etc.).

In this regard, Abertis recognises the importance of implementing the recommendations of the Task Force on Climate Related Financial Disclosures (TCFD), which are widely adopted by governments, investors and financial leaders. Abertis' ambition is to define and roll out an effective, impactful strategy for adapting to climate change. Toward this end Abertis has developed a methodology for evaluating climate-related risks and opportunities that has been implemented in all countries where Abertis does business.

The organisation is now further strengthening and improving the methodology in order to be fully aligned with the TCFD recommendations. In particular, Abertis is structuring its methodology to integrate climate change scenarios (high-carbon and sustainable/low-carbon scenarios) for different time horizons (near/medium/long-term) for more precise identification, assessment and quantification of the potential impacts that climate change may have on its operations.

This includes quantification for monetising the potential impacts of both physical and transitional risks. In particular, an indepth quantitative analysis is being conducted of the two main risks for Abertis's business: floods (which can cause both physical damage to infrastructures and shut down roads for users) and the risk stemming from electrification of the automotive sector (which will entail new investments and upgrade of infrastructures).

Mindful that full understanding and awareness of climate-related risks and opportunities creates value long term for society and its stakeholders, Abertis is firmly committed to continuing to improve its climate strategy to build a plan of action that is even more resilient over time.

The phases of the Climate Change Risks and Opportunities project envisage, in summary, the following actions, which are expected to be fully implemented in the near term and which will require periodic monitoring.

- Definition of a **common** methodology to appraise climate change risk and opportunities, aligned with the **Group's Risk Management methodology** and TCFD recommendations.
- **Identification** of relevant climate change risk and opportunities for each Business Unit.
- **Prioritization** of climate change risk and opportunities. Identification of financial impacts for the Top Risks.
- Identification of **current controls** and **action plans** to be developed.
- **Continuous monitoring of** climate change risk and opportunities and action plans.

## Managing Covid-19 Pandemic Related Risk

In 2021 Abertis continued its focus on managing the impact of the **Covid-19 pandemic**, ensuring that the essential service provided by our concessions remained up and running. This required implementing and monitoring exceptional measures to ensure the continuity of operations while fully guaranteeing the safety of our employees and users.

The identification and evaluation of Covid-19 risks was updated, as were the controls and action plans for mitigating exposure, and measures were adopted to strengthen the organisation's resilience. The Covid-19 Crisis Coordination Committee was maintained, with periodic meetings to share best practices and anticipate mitigation measures for the risks.

## Risk Control Strategy

The Abertis Group risk control strategy has been devised along the following three main lines:

- The mission, vision and values of the Abertis Group: pillars underpinning the Group's sustainable and efficient growth, based on developing society's infrastructures in harmony with the well-being of employees and the creation of long-term value for shareholders and in keeping with the values of commitment, transparency, consistency and simplicity.
- The Abertis corporate strategic guidelines: transparency, good governance, sustainable growth, financial discipline, prudence, best practices in managing toll roads.
- Analysis of the risk's criticality according to its type and the country where the activity is pursued.

Pursuant to the Group's strategic guidelines, mission and values, in its risk appetite statement Abertis defines is risk appetite as "Moderate-Minimum", making a distinction, within that range, between risks to which the organisation is prepared to take on more exposure (mainly external risks affected by political, social and macroeconomic events), within the defined level of appetite, and those to which the Group wishes to maintain minimal exposure (risks relating to compliance, the code of ethics, the environment, health and safety and the infrastructure integrity). That statement was approved by the Board of Directors as part of its review of the Risk Control Policy in June 2021.

The various levels of risk appetite determine the guidelines for action on given risks, the applicable timeframe, persons responsible and monitoring indicators, and determine the frequency and content of reporting to governance bodies for their oversight and decision-making.

A system of alerts is in place to identify risks assessed to be above the stipulated risk appetite level in order to activate appropriate the response and bring the risk assessment into line with the stated appetite level.

# 5.2 Management of Ethics and Legal Risk

The goal of adequately managing ethics and legal risk not only aims to protect Abertis Group companies from legal charges but also to protect our stakeholders.

The Abertis Group Compliance Plan (2022-24) approved by the Board of Directors of Abertis places its central focus on controlling compliance with the Spanish national ESG-related laws that apply to the Group. Accordingly, the scope of the Group's legal risks management system takes in laws relating to:

- Anti-corruption legislation.
- Other conducts that may entail criminal liability for business units of the Group, or for the parent company, Abertis Infraestructuras, SA.
- Environmental law.
- Prevention of occupational hazards and other employee rights.
- Intellectual and industrial property rights, given that the Abertis Group's stated goal of improving sustainability through innovation increases the risk of Group companies making undue use of those rights in their innovation activities.
- Protection of personal and corporate data, with special focus on complying with cybersecurity legislation.

In addition, Group business units are required to be certified to the ISO 37001 and ISO 37301 standards on anti-bribery management systems and compliance management systems, respectively.

## Management of Ethics Risks

The Code of Ethics is the fundamental instrument in the Abertis Group that embodies the principles guiding the actions of Group employees and fosters internal selection and promotion of employees based on their integrity, amongst other parameters. The Abertis Group regards integrity as the engine of business ethics and without which all talk of sustainability is empty.

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At present the Abertis Group assesses business ethics using the following metrics:

- Number of internal complaints and how they are resolved.
- Annual ethics assessment of Group employee for the achievement of their objectives.

Internal reports and their resolution are done by the Abertis Group business units as follows: all the Group's business units have whistleblowing mechanisms for reporting irregularities of any kind that ensure confidentiality, anonymity, no reprisals and traceability in the management of all reports received. The communications channels are primarily centralised in the ethics channels of the Group's business units, which are visible and easily accessed on the respective websites.

Specifically. Abertis' ethics channel, together with the Group's Code of Ethics and compliance rules, can be accessed through the website www.abertis.com.

Each of the business units has an Ethics and Crime Prevention Committee charged with managing the internal reports and queries received. The members of these committees must comply with the Group standard on Ethics and Crime Prevention Committees, available on the Abertis website. That standard mandates that each business unit must draw up its own rules for handling and managing reports. The minimum requirement for each of the Ethics Committees is that the proposed resolutions on whistleblower reports must be issued within a maximum of 45 business days, without prejudice to what is provided in the applicable legislation.

By way of exception, those time limits may be extended where duly justified. The justification must be communicated to the whistleblower. The employee sanction must accord with the past behaviour of the infringing person and with the severity of the infringement.

The corporate compliance area conducts quarterly monitoring of the status of the reports in all Group business units and reports the result to the relevant committees comprising the compliance management model (Corporate Ethics and Crime Prevention Committee and Audit and Control Committee of the Board of Directors and Coordinating Committee of Abertis Infraestructuras, S.A.).

In 2021, 418 reports of breaches of the Code of Ethics were received, and 85.4% of the cases opened have been resolved.

Distribution of reports resolved by type of resolution

| | 2019 | 2020 | 2021 |
|---|---|---|---|
| Rejected | 57.9% | 60.4% | 57.7% |
| Warnings | 18.8% | 13.1% | 9.4% |
| Dismissals | 10.5% | 9.5% | 12.9% |
| Other disciplinary measures | 12.8% | 17.1% | 20.0% |

Abertis Infraestructuras employees are submitted to an annual evaluation of whether they have taken the mandatory training to further promote behaviour that conforms to the values and principles of the Abertis Group Code of Ethics. This model has been implemented in the following business units: Abertis Autopistas España, GCO, AUSOL, Arteris, Abertis and Isadak. The rest of the business units are in the process of implementing the model.

## Management of Legal Compliance

To secure compliance with the legislation governing the Abertis Group companies, all business units have their own compliance offices that are required to implement, at minimum, the Group compliance system.

The Abertis Infraestructuras compliance area conducts annual oversight of the degree of implementation of that system. The system meets the requirements of the Spanish Criminal Code (Código Penal), Circular 1/2016 of 22 January 2016 of the Spanish Attorney General's Office on criminal liability of legal persons, and the United States Department of Justice Guidelines for the Evaluation of Corporate Compliance Programs.

The Abertis Group compliance system, as mentioned further above, includes management of the following legal risks:

- Corruption risk: Given that Abertis Group companies are for the most part toll road concessionaires, contact with persons in government is an intrinsic and recurring part of their activity. This makes for a high level of inherent risk of criminal liability. Controlling this risk is thus of vital importance for the Abertis Group and receives special attention from all Group companies. This control focus starts with the Group's anti-corruption standard and with the different anti-corruption rules in place at each Abertis Group business unit, which may in no instance contradict the Group standard.
- Risk of acts that may entail criminal liability of legal persons: Not all of the jurisdictions where the organisation operates provide for criminal prosecution of the same amount and types of conducts that may entail criminal liability for companies. The control of this risk is thus scaled differently in the Group's different business units.
- Legal compliance risk: Not satisfied with merely controlling the risks cited above, and with a view to improving the Group's sustainability, the compliance management systems conducts special monitoring of compliance with the legislation associated with protecting the environment and labour rights, intellectual property and cybersecurity and the prevention of occupational hazards.

The Group compliance management system branches out into specific management systems for each of the business units. The rollout and uptake of these specific systems begins with the implementation of the corruption risk management system, then continues with the systems for managing risks that may involve criminal liability for Group companies and ends with the legal compliance management system.

Abertis Infraestructuras, S.A. has already implemented those three management systems and all business units have their corruption risk management system in place.

The most conspicuous fruit for the Abertis Infraestructuras compliance area is the annual automation of the process of identifying the activities that entail those risks, an automatic half-yearly assessment of the effectiveness of the existing controls and the charting of and follow-through on the related action plans. This is the approach that is to be implemented in all Group business units between 2022 and 2024. It bears mention that the USA ERC business unit will begin its integration into the Group compliance system in 2022.

In addition, the Board of Directors of Abertis, the Management Committee of the Abertis Group and the Abertis Coordinating Committee conduct annual monitoring, at minimum, of the performance of the Abertis Group compliance management system.

## Ethics and Compliance Rules of the Abertis Group

All of the rules in Abertis Infraestructuras and in the Group as a whole are overseen by the Abertis Infraestructuras Regulations Committee. This Committee is composed of representatives from the processes, people, risks and compliance areas. The compliance area has as its mission, within that Regulations Committee, to ensure that rules for activities with legal risk identify all appropriate legal requirements and controls for mitigating that risk. Publication and dissemination of the internal rules rests with the processes area of Abertis Infraestructuras, S.A.

Mention should also be made of the three pillars underpinning all of the Group's ethics and compliance rules:

- 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 business units, whose respective managing bodies adhere to those rules 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.

## Ethics and Compliance Training

All of the Group's business units must conduct training and awareness campaigns focused, at least, on the following aspects:

- Ethical Values
- Compliance Models
- Prevention of Corruption
- Prevention of Workplace Harassment
- Inappropriate use of Information

The corporate compliance area supervises the level of proficiency of the members of the Ethics Committee, as well as of the members of the management body or, as applies, of the audit and control committees, of all Group business units to ensure that they have sufficient knowledge to evaluate the performance of their respective compliance systems.

The corporation in Spain, and the toll road business units in Spain, France, Italy, Brazil, Chile, Mexico, Puerto Rico, Argentina and India have conducted specific training on anti-corruption matters, compliance models, prevention of workplace harassment and inappropriate use of information. Those training activities have involved a total of 34 directors, 385 senior and middle managers and 5,598 employees.

In addition to that training, the campaign to raise awareness of anti-corruption issues with institutional messages from the Group CEO and from the General Manager of the respective business unit was carried on in Abertis, Abertis Autopistas España, A4 Holding, APR, Arteris, GCO, Ausol, Isadak and RCO.

## Compliance Management Systems

Within the Compliance Plan 2022-24 all businesses must attain and maintain certification to the ISO 37001 anti-bribery standard for their compliance management systems.

The current situation in the business units with respect to ISO 37001 is as follows:

- Autopistas España and Abertis Infraestructuras renewed their ISO 37001 certification during the year. Also, the Abertis compliance area has begun an audit to identify possible gaps in its compliance system for obtaining ISO 37301 certification.
- A4 Holding, Isadak, Ausol and GCO were recently certified.

Both Autopistas España and Vias Chile have renewed their respective certifications: Autopistas España to the UNE 19601:2017 standard on the prevention of criminal wrongdoing in Spain and Vías Chile to the model for prevention of criminal wrongdoing for the next two years.

Also of note is the assessment conducted by the French Anti-Corruption Agency (Agence Française Anticorruption – AFAFA) of the Sanef anti-corruption model to verify that it compiles with the Loi Sapin II requirements, as well as the attainment by Arteris of the Pro-Ethics Seal (Selo Pró-Ética) that is awarded to companies that voluntarily adopt integrity measures and combat corruption and fraud. The analysis is performed by the Transparency and Anti-Corruption Secretariat (STPC) of the Controladoría General de la Unión (CGU) and by the Pro-Ethics Committee, composed of the GCU, the Ethos Institute and nine other institutions.

*"Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails."*

# 6

# At the Service of Smart Mobility

Mobility in today's world needs to be able to respond to a wide diversity of economic, social and environmental challenges. Air pollution, traffic congestion, climate change and traffic accidents represent common global challenges that require an ambitious response. In this regard, the Abertis Group has pursued enterprise-wide innovation and digitisation in order to consolidate a safe, sustainable and connected transportation model that can meet those tests.

## Mobility and Sustainable Development Goals

Transportation plays a critical role in the United Nations' Agenda 2030 and is present in various Sustainable Development Goals (SDGs) related to energy, health, infrastructure and economic growth, among others. Abertis, as partner in the United Nations Global Compact since 2005, has identified the SDGs to which it can make a substantial contribution, taking into account the organisation's activity and geographical presence, and has integrated those SDGs into its sustainability strategy.


Of all SDGs of importance for Abertis, the following bear special emphasis for their strong linkage to mobility. With respect to the first area of Health and Well-Being (SDG 3), it includes the specific objectives of ensuring healthy lives and promoting well-being for all at all ages. In the area of Industry, Innovation and Infrastructure (SDG 9), the specific goal is to build resilient infrastructure, promote inclusive and sustainable industrialisation and foster innovation. In Sustainable Cities and Communities (SDG 11), the goal is to make cities inclusive, safe, resilient and sustainable. And, lastly, the main goal of Climate Action (SDG 13) is to take urgent action to combat climate change and its impact.

## Smart Mobility and Mobility as a Service

For Abertis, preparing toll motorways for the mobility of the future is a challenge and, at the same time, an opportunity to offer mobility that is smarter, safer and hence more sustainable. Specifically, this new smart mobility is being built around three main axes: road safety, decarbonisation, and decongestion and interconnection. These axes are propelled by digitisation and innovation as transversal vectors that contribute to enhancing the related actions and their results.

So adapting infrastructures for smart mobility will be pivotal for take-up of electric, shared and connected vehicles that substantially cut pollution levels, as well as the technologies that will make them more comfortable, fluid and safe, efficient and satisfying for people and society. The new technologies will be key for taking on these new mobility challenges.

In addition, urban mobility in cities also needs a transformation and paradigm shift that allows social habits to evolve toward sustainable, safe and connected mobility, which will thus be more fluid and efficient mobility. In this connection, the Abertis Mobility Services business line is working on Mobility as a Service (MaaS) with the aim of becoming a pioneer in mobility focused on different types of customers: government agencies and road operators (B2A), vehicle fleet companies (B2B) and citizens. This business line is working, among other projects, on consolidating Low Emission Zones (LEZ), as an effective tool for managing traffic in large cities and for lowering pollution levels.

In this area, the Abertis technology subsidiary Abertis Mobility Services is working to propose solutions and models that allow cities to become people-oriented, cut vehicle congestion and pollution and reinforce the creation of healthier, cleaner and safer zones.

An example of these efforts is Mobility Challenge 2025, which organised Emovis during 2021 and in which 108 start-ups participated from 14 industries and 44 different countries. The winning project will receive 10,000 euros, along with exclusive access to Emovis's global sales channels, with the idea of the company potentially investing up to 100,000 euros in the development of its market solutions.

Managing future mobility in the near and medium term will entail major challenges, but also create great opportunities. That is why Abertis is investing in innovation to respond to the mobility needs of rapid growth, based on connected motorways, autonomous and mobility, cutting-edge technology for barrier-free tolls, new payment systems and Mobility as a Service (MaaS). Innovation in toll road management allows Abertis to respond to society's needs by promoting smarter, safer and hence more sustainable mobility.

# 6.1 Safe Mobility

A top priority for Abertis is ensuring safety on the high-quality roads it manages. Consequently, it not only invests in road maintenance and upkeep, but also works on improving operations and management through projects that combine innovation and technology to make sure that the roadways meet the highest safety standards. The Group conducts periodic audits over the life of the assets it manages using its own resources and internationally recognised independent sources. And the company also carries out cybersecurity and confidentiality actions to guarantee security of the information and continuity of service, in a context still marked by the pandemic.

## Road Safety

Road safety is one of the most specific material issues for Abertis, given that it is closely linked to the organisation's activity and is where the potential for creating value and reducing negative impacts on society is the greatest. The Group's road safety objectives align with the international benchmarks promoted by the United Nations. Specifically, Abertis continues working on a vision of road safety that shares the values of the Global Plan for the Decade of Action for Road Safety 2021-2030, based on five pillars: safe infrastructure, road safety management, safer vehicles, safer users and post-crash response.

Abertis has integrated road safety programmes in all countries where it operates and invests in engineering and technology to guarantee that its customers have an optimum experience when they travel on our expressways. Collaboration with different stakeholders and the forging of alliances are a key transversal aspect of all actions aimed at achieving the stated goals.

Some 41% of toll road revenue relates to roads with a safety management system in place, and 29.1% to roads certified to the ISO 39001 international standard. This management approach helps the organisation to ultimately reduce traffic accidents and their related risk of death and severe injury, by identifying and systematising good practices in road safety management that allow achievement of the desired results by the organisations that interact with the road system.

Abertis carries on different maintenance activities for its infrastructure, such as repaving roadways with less contaminating materials. In addition, the company applies Building Information Modelling (BIM) models and data architecture to digitise the design, construction and operation of the infrastructure. BIM simulates real construction and guarantees information is kept up to date. This methodology has been applied to several projects in the Group. The company also uses drones to create 3D models of the land that it uses to monitor road construction and inspect infrastructures and facilities. Lastly, Abertis also carries on different road safety preventive actions and many awareness-raising campaigns in all countries where it operates.

### Main Actions Carried On in 2021

#### DISSEMINATION

- International Transport Infrastructure and Road Safety Awards associated with the Abertis Chairs (Abertis Endowed Chairs).
- Abertis Chairs Awards in Spain, France, Puerto Rico, Chile, Brazil, Italy and Mexico.

### CONSCIOUSNESS AND AWARENESS RAISING

- Autopistas (Spain) has promoted various campaigns to raise awareness of road safety in order to publicise and share driving advice, knowledge and good practices with society with the aim of reducing accidents.
- Positive road safety campaign in France.
- Road safety forum in Italy.
- A4 Holding campaign to promote proper behaviour in emergency stops on expressways and foster road safety awareness in new drivers, under the #USALATESTA (use your head) slogan used in social networks.
- Accident reduction programme in Brazil, charted by the United Nations Agenda 2030, spanning 556 engineering, operations and educational campaigns.
- "Estrada Viva", "Viva Motociclista", "Viva Ciclista", "Viva Seguro", "Serra Segura" and other campaigns to foster healthy habits, safe driving and good behaviour in traffic in order to cut down the accident rate in Brazil.
- Road safety seminar in Chile.
- Annual "Everyone in their place" campaign to raise awareness of road accidents in Argentina.
- Campaign on use of seat belts in Mexico.

### PREVENTION

- Activation of the Winter Driving Plan by Autopistas España to deal with adverse weather.
- Intervention Plan for the A4 Brescia-Padova and A31 Valdastico roadways in Italy to guarantee the functionality of the infrastructure during summer travel, ensuring fluid circulation and the safety of all travellers.

### TRAFFIC ANALYSIS AND OBSERVATORIES

- Analysis of traffic behaviour in Spain and adaptation of the service to the pandemic-related restrictions on mobility and planning of the rollback of the restrictions. Traffic management and customer on-the-road attention to ensure road safety and compliance with protocols.
- Observatory of driver behaviour on motorways in Italy and Argentina.

With respect to accident and mortality rates, average daily traffic in 2021 largely returned to pre-pandemic levels, allowing these indices to stabilise in relation to 2020. That stabilisation revealed a slight increase in those indices with changes both in the number of accidents and in the number of mortal victims. Overall, the accident rate was 22.1, while the fatality rate (IF3) dropped by 1.3 points with respect to 2020.

## Cybersecurity and Service Continuity

Cybersecurity seeks to understand, manage and reduce the cybernetic risks that can affect the technology supporting processes in Abertis, in order to protect IT assets and services from cybernetic attacks and hacking that could paralyse the service. Toward this end the company in 2021 the company worked on a Cybersecurity Plant with a 2024 horizon that is aimed at protecting information security in the different business units. At present the analysis and diagnosis of the company has been completed and a roadmap charted with a series of actions for enhancing cybersecurity protection.

The company also carries out initiatives to avoid exposure to the risk of service interruption. Abertis thus has a business continuity plan for crisis scenarios that could affect its technology and information, such as cyberattacks, systems failures, data theft or loss. The plan was reviewed and updated during 2021.

The business continuity plan involves identifying critical processes whose continuity is to be given priority, analysing the business impact of the crisis and determining the target time for recovery of the processes.

Under this contingency plan, the company specifies the actions which must be undertaken to continue providing the service and the resources needed to carry them out. There are continuity strategies in all areas of the company, such as infrastructure, people and suppliers, with actions that include relocating employees to alternative sites, activating teleworking arrangements, hiring more staff or outsourcing services, among others.

## Main Actions Carried On in 2021

Practically all of the Group subsidiaries have their own policies and procedures in place for emergency situations (especially in relation to service continuity in cases of major disruptions). In the area of technology and data, the business continuity plan includes the implementation of applications such as the Activation of the Technological and Information Systems Continuity Plan (DRP). And the Group's main subsidiaries likewise have policies to safeguard cybersecurity.

# 6.2 Fluid and Sustainable Mobility

The road transport sector is responsible for a large part of the greenhouse gases generated in the European Union, with severe environmental, climatic and social impact and harm to human health. That is why decarbonisation of transportation is now the biggest impending challenge before Abertis and demands coordinated action by the various agents involves in road transport, including vehicle manufacturers, road operators, energy producers and technology developers.

## Decarbonisation and Decongestion

While most efforts to decongest roadways are currently focused on cities, where traffic congestion takes place, decarbonisation affects both urban environments and routes between cities. Decongestion and decarbonisation strategies are thus focused on facilitating the use of electric vehicles and alternative fuels (including hydrogen), the purchase and generation of renewable energy to fuel both infrastructure and vehicles, the development of elements that allow intermodality and the rethinking of transport via private vehicles.

The changes in mobility patterns and their effect on the response to the environmental challenges laid out in national and international agreements demonstrate the significant role to be played by infrastructure in achieving global social objectives in the medium term. Abertis' strategic objectives with regard to the environmental impact of the lifecycle of its activities include decarbonisation and traffic decongestion as the basis for managing climate change and air pollution. In this connection, a key role falls to the new concepts of smart cities and mobility as a service mentioned above.

With respect to the toll solutions that Abertis is working on, different collection systems have been created, aligned with the new requirements announced by the competent authorities. These include the development of the operations and commercial back office, applications for toll operators and diverse components to implement the system in the infrastructure.

In this area, over the course of 2021 Abertis worked on key projects such as Emovis' announced objective of implementing a nimbler commercial office, the development of an application by RCO that allows on-line vehicle assistance and management of digital payments. Other examples of new services developed with an eye on sustainability are the creation of a game simulator by Arteris, the AWAI multichannel application developed by Autopistas and Sanef's design of a telephone tolling system. Also of note is the project launched by Emovis based on a flexible platform that will support easy maintenance and the idea brought out by Autopistas to individualise toll rates based on the particular characteristics of the vehicle.

Other key projects include one pursued in Argentina to install and test an application to avoid fraud in toll payments, the system being developed by Isadak (India) for tolls based on stickers provided by the government, with the participation of banks, and many others.

The uptrend in the use of electronic tolls continued in 2021, with 70.9% of total transactions and 66.6% of total revenue coming from these remote tolling systems. Brazil, Argentina and India are the countries that have seen the largest increases, spearheading overall growth of 3.4 percentage points in transactions and 1.1 percentage points in revenue. In the United States and Puerto Rico, 100% of the toll transactions are electronic.

During 2021 Abertis also carried out numerous innovation programmes that are contributing to the creation of optimised, smart mobility models. Those projects are focused on different areas, such as connected mobility, prediction of accidents, and the free-flow systems that aim to reduce congestion using new toll models that do not require vehicles to stop.

## Main Actions Carried On in 2021

### SUSTAINABLE INFRASTRUCTURES

- Arteris (Brazil) paved a lane of 3km with recycled asphalt.
- Autopistas (Spain) is automating the real-time monitoring of energy consumption and carbon footprint.
- Autopistas (Spain) has attained certification to the ISO 50001 standard for Energy Management Systems.
- Red Vía Corta has launched a renewable energy project that makes Abertis the first toll road concessionaire in Mexico to use clean energy.
- A4 (Italy) carried out a project to install and use Building Information Modelling (BIM) to design and build new expressways.
- Puerto Rico has installed a new solar photovoltaic unit at the Buchanan Toll Plaza and expects that it will offset up to 90,000 kwh of the electricity consumed monthly.
- Sanef (France) is putting the finishing touches on a pilot project to use hydrogen-fuelled cars on its toll motorways.

### ELECTRIC MOBILITY

- Over the course of 2021 the Abertis concessionaires in France continued developing their agreement with the French government and other agents to install 100,000 electric vehicle charging stations as part of the drive to speed up the country's shift to electromobility.

### FREE-FLOW SYSTEMS

- Emovis has conducted a virtual pilot test inspired by the city of Qatar, with 360º images that allow road supervisors located in Paris, Barcelona and New York to monitor the state of the installations remotely without leaving their offices.
- In 2021 Metropistas (Puerto Rico), Sanef, Autopistas (Spain) and Vías Chile teamed up with Emovis to transform the free-flow system and thus contribute to reducing vehicle emissions by eliminating the need to stop at toll plazas. It is estimated that this initiative has cut emissions by as much as 30%, depending on traffic density and congestion.
- In Italy, A4 Holding reduced 3,350 tonnes of $CO_2$ by supporting electronic tolls.

### INFRASTRUCTURE MONITORING

- Metropistas (Puerto Rico) developed an innovative pavement management system. The initiative allows scientific measurement of the state of road surfaces in order to address defects before they affect traffic.
- Sanef (France) and A4 (Italy) brought out innovative projects to install monitoring sensors in the infrastructure.
- Sanef also promoted an innovation project to detect driver inattention and distraction in service vehicles.

### LOW-EMISSION ZONES AND INTEGRATED MOBILITY

- Abertis Mobility Services in 2021 teamed up with Yunex Traffic, a Siemens company (recently acquired by Atlantia), to offer end-to-end solutions for implementing Low Emission Zones (LEZ) to cities and public transport companies in Spain.
- Autopistas launched a tool that allows customers to calculate the carbon footprint of their trips. Drivers who so wish can calculate their $CO_2$ emissions as they travel Abertis' toll roads on the Autopistas website.
- Sanef has organised a new carpooling area in Toutainville (France). The parking facility has 44 parking spots to encourage more sustainable and responsible mobility. The goal is to reach 700 new areas reserved for shared vehicles in all of Sanef's road networks.

# EU Taxonomy-Eligible Activities

In 2021 the European Commission published its regulation on the taxonomy of environmentally sustainable activities, a legal framework primarily aimed at ensuring that capital is channelled into activities that contribute to achieving Europe's environmental objectives. For each of the six environmental objectives defined by the European Commission, a series of economic activities have been identified for which specific criteria are defined to determine their degree of alignment with what Europe regards as environmentally sustainable.

This regulation is of mandatory application for all organisations that are subject to the Non-Financial Reporting Directive and provides, firstly, the obligation to identify the economic activities that are eligible according to the specifications of the regulation and its delegated acts. So far, there have only been published two delegated acts relating to environmental objectives of climate change mitigation and climate change adaptation.

According to these requirements, the primary economic activities carried on by Abertis are:

- Study, development, construction, maintenance and operation of toll motorways under concessions.
- Design, development, implementation and maintenance of technological solutions for managing transport infrastructure.

The secondary economic activities involved in the pursuit of Abertis' primary activities are:

- General support and management services, including financial services, legal services, purchasing services, technological security and technological systems.
- Customer care services.
- Knowledge and innovation management services.

Furthermore, it can be argued that in some cases Abertis' activities produce energy primarily using hydroelectric plants (Spain) and photovoltaic solar facilities (Italy, Mexico and Brazil), although they do not obtain economic returns from that production. The same holds for wastewater processing and waste management activities.

The economic activities of the taxonomy that apply to the activities carried on by Abertis for the environmental objective of climate change mitigation are:

- Infrastructure enabling low-carbon road transport and public transport: Construction, modernisation, maintenance and operation of infrastructure that is required for zero tailpipe $CO_2$ operation of zero-emissions road transport, as well as infrastructure dedicated to transshipment, and infrastructure required for operating urban transport.

The economic activities of the taxonomy that apply to the activities carried on by Abertis for the environmental objective of climate change adaptation are:

- Infrastructure enabling low-carbon road transport and public transport: Construction, modernisation, operation and maintenance of motorways, roadways and other roads for circulation by vehicles and pedestrians, surface works on streets, roads, highways, bridges and tunnels and construction of landing strips, including the provision of architectural services, engineering services, drafting services, building inspection services and surveying and mapping services, and the performance of physical, chemical and other analytical testing of all types of materials and products, and does not include the installation of lighting and electrical signals on streets.

Autopistas' activity is thus eligible for both environmental objectives (climate change mitigation and climate change adaptation), with KPIs relating to the degree of eligibility that represent 97% of total revenue in 2021, 98% of operating expenses subject to eligibility and 97% of total new capital expenditure in the year subject to eligibility. The methodology for calculating those KPIs is described in the chapter on methodology.

Abertis Mobility Services' activities, though they make a substantial contribution to the environmental objectives of article 9 of Regulation 2020/852, would for now not be eligible, insofar as their description does not quite match the activities described in the Delegated Acts of the Taxonomy Regulation for "Data-drive solutions for GHG reductions" and for transport activities which are related to the toll road activities.

# 6.3 Connected Mobility

In the near-term future vehicles will interact with each other, as well as with the road infrastructure thanks to connectivity; this transformation will improve safety, mobility and transport infrastructure management operations.

Abertis is already working on this scenario, inputting information on conventional vehicles obtained through its monitoring systems to complement the data received from connected vehicles.

Connected mobility will thus also be able to take into consideration consider the behaviour of other vehicles and manage mobility more effectively.

## 6.3.1. Digital Infrastructure

The interaction between digital infrastructure and connected vehicles is one of the company's innovation pillars and underpins the development of technologies and solutions that are beginning to transform transport infrastructure and systems. These solutions foster more cooperative, connected and automated models. Toward this end, Abertis is working on digitalising the infrastructure and providing it with communication capacities, and on automating mobility management, interoperability and the development of new mobility services.

## 6.3.2. Main Actions Carried On in 2021

### Cooperative, Connected and Autonomous Mobility

- Three of the Group's business units took part in local pilot tests of the C-Roads project, a joint initiative of EU Member States and road operators to foster harmonised and interoperable take-up of autonomous and connected vehicles in all of Europe. Autopistas was charged with coordinating the pilot test of this project in Catalonia since 2017. A4H and Sanef also participated in pilot C-Roads runs in their respective countries and infrastructures.
- Autopistas continued participating in the 5GMED Corridor European project, focused on sustainable roll-out of 5G for future mobility in the Mediterranean Corridor. The project studies how vehicles can remain connected to the telephone network in the crossborder area between Figueras and Perpiñán, which requires a change of telecom carrier. Sanef also participated in 5GCroco, focused on different use cases and in the European strategic corridor, which includes the Sanef network.
- Abertis is working on 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 that has studied the coexistence of connected and conventional vehicles on toll roads.
- Throughout the year Sanef continued participating in the InDiD European project, focused on digital development of the infrastructure and on new types of usage in urban areas and with autonomous vehicles. The goal is to boost safety, support cooperative management of traffic and prepare cities for the arrival of autonomous vehicles.

### Group Core Innovation Programme

The goals of the Abertis Core Innovation Programme are to improve the management, sustainability and safety of its infrastructure, enhance the customer experience and contribute to the Company's growth. During 2021 the Programme focused its activity on the following initiatives, all of which involved one or more of the Group's business units:

- Support system for barrier-free mobility: both Abertis Mobility Services (Emovis) and Autopistas participated in a pioneering satellite pay-per-use toll platform completely supported by cloud services. The toll system uses the Catalan network of satellites. The new platform was put to a pilot test in which it demonstrated its flexibility, technological reliability and performance on the Spanish road network in collaboration with one of the country's largest merchandise road transport carriers.
- System for predicting the state of roadways and weather conditions to optimise winter operations, improve road safety and reduce environmental impact: A4 Holding, Autopistas and Sanef are involved in this project that aims to optimise winter operations and processes with the help of a decision-making support system that analyses weather data and road surface conditions to predict their future state and the possible need for action to prevent road icing.

- Platform for continuous real-time monitoring of bridges. Metropistas is taking part in key initiative of the Abertis risk control strategy. Abertis uses the data provided in real time by the platform and by wireless sensors located at strategic spots to monitor critical infrastructure in its network, such as bridges, in order to anticipate possible risks of collapse, improve maintenance processes and prioritise actions in special situations.
- In addition, A4 Holding, RCO and Sanef are part of a project to optimise road service examinations using an innovative new system that allows the pertinent data to be collected frequently and processed automatically using artificial intelligence. Not only does this provide a more accurate diagnosis of road surface conditions, but it also allows Abertis to foresee possible deterioration of the surfaces and carry out more effective maintenance to prevent it, thereby improving the safety and comfort of drivers on the road.
- Use of big data for individualised management of customers: Abertis Mobility Services (Emovis) and Vías Chile are participating in this project to develop artificial intelligence algorithms and use the customer behaviour predictions they provide to improve points of contact and management processes. The goal is to enhance the customer experience and reduce late payments and non-payments in free-flow environments. The project is supported by IBM and the Knowledge Engineering Institute (Instituto de Ingeniería del Conocimiento).

# 7

# Value Creation

## 7.1 Shareholders

Aggregates and Results

Average Daily Traffic (ADT), the main activity indicator, experienced a like-for-like increase of +21.0% over 2020 to reach 23,019 vehicles at 31 December 2021, which had a positive impact on Group revenue.

In 2021, the levels of activity of the Group's toll road concession operators rose after the lifting of most of the mobility restrictions imposed by governments as a result of Covid-19 during 2020 and part of 2021. The ADT of those operators at 31 December 2021 are detailed below:

| | Km | ADT 2021 | % Change versus 2020 | % Change versus 2019 |
|---|---|---|---|---|
| Toll roads Spain | 561 | 19,734 | 29.1% | (13.0%) |
| Toll roads France | 1,769 | 22,914 | 19.1% | (10.2%) |
| Toll roads Italy | 236 | 58,759 | 24.2% | (10.3%) |
| Toll roads Brazil | 3,200 | 17,631 | 8.7% | 0.7% |
| Toll roads Chile | 773 | 27,905 | 40.7% | (1.8%) |
| Toll roads Mexico | 875 | 15,658 | 17.4% | 3.3% |
| Toll roads USA | 12 | 34,065 | 15.9% | 1.9% |
| Toll roads Puerto Rico | 90 | 68,735 | 24.7% | (0.9%) |
| Toll roads Argentina | 175 | 76,186 | 55.3% | (6.5%) |
| Toll roads India | 152 | 24,356 | 28.4% | 8.5% |
| **Abertis[2]** | **7,842** | **23,019** | **21.0%** | **(4.8%)** |

As can be observed, at the end of 2021 Abertis' toll motorway activity was on an uptrend, mainly as a result of the scaled rollback of the various mobility restrictions implemented by governments in the countries in which the Group operates to address the effects of the pandemic during 2020 and part of 2021. In this regard, there were notable gains in European countries, where the 2020 measures where more restrictive and lengthier.

Even though the Group's traffic levels did not reach the 2019 numbers (-5%), countries such as the USA, Mexico, Brazil and India are now posting higher numbers than in 2019, and Chile and Puerto Rico closed the year with very similar levels, while positive trends are being seen in the rest of the portfolio since the health restrictions began being rolled back in April 2021. In fact, Abertis' traffic levels in the second half of 2021 were consistently higher than in the same period in 2019.

It also bears noting that in 2021 the kilometres managed by the Spanish concession operators fell in comparison with the previous year due to the expiry of the Acesa and Invicat concession agreement in August 2021.

[2] For purposes of optimum comparability, the toll road activity in Mexico and USA has also been included for 2020 and 2019.

*"Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails."*

The main aggregates in the consolidated statements of profit or loss for 2021 and 2020 are as follows:

| EUR million | 2021 | 2020 |
|---|---|---|
| Operating income | 4,854 | 4,054 |
| Operating expenses | (1,502) | (1,426) |
| **Gross profit from operations** | **3,351** | **2,628** |
| Depreciation and amortisation charge and impairment losses on assets | (3,102) | (2,688) |
| Construction revenue and expenses | 29 | 16 |
| **Profit (Loss) from operations** | **279** | **(44)** |
| Financial profit (loss) | (727) | (706) |
| Share of profit (loss) of companies accounted for using the equity method | 3 | 15 |
| **Profit (Loss) before tax** | **(445)** | **(735)** |
| Income tax | 176 | 220 |
| **Profit (Loss) for the year** | **(269)** | **(515)** |
| Attributable to non-controlling interests | (277) | (123) |
| **Attributable to shareholders of the Company** | **7** | **(392)** |

Operating income amounted to EUR 4,854 million, representing an increase of 19.7% compared with 2020, due mainly to:

- The progressive rollback of the mobility restrictions imposed by the governments of the different countries in which the Group operates to deal with the effects of the Covid-19 pandemic.
- The contribution of the RCO group's aggregates for all of 2021 (after its acquisition in May 2020), which boosted operating income by EUR 135 million.
- The inclusion of ERC in the United States, which after its integration in December 2020 contributed revenue of EUR 86 million in 2021.

These impacts were partially offset by:

- The expiry of the Acesa and Invicat concession agreements in August 2021, which gave rise to a reduction in revenue of EUR 141 million and EUR 38 million, respectively, and in the number of kilometres of roadway managed by the Group.
- The weakening of certain currencies with which the Group operates, which reduced revenue by EUR 33 million, primarily due to the Brazilian real (BRL) and the Argentine Peso (ARP), which depreciated with respect to 2020 by 8% and 13%, respectively, partly offset by the strength of the Mexican peso (MXN), which appreciated 4.8% compared to 2020.

## EBITDA

EBITDA reached EUR 3,351 million, up 27.5% over 2020. The Group's results were mainly buoyed by the end of the mobility restrictions established by governments in countries where the Group operates as a result of the Covid-19 pandemic, which gave rise to improvements in the traffic levels of the Group's various concessions.

| **EBITDA by country (€mn)** | **2021** | **2020** |
|---|---|---|
| France | 1,195 | 972 |
| Spain | 702 | 705 |
| Chile | 394 | 281 |
| Mexico | 365 | 183 |
| Brazil | 256 | 233 |
| Italy | 229 | 150 |
| Puerto Rico | 117 | 85 |
| USA | 42 | - |
| Argentina | 22 | 14 |
| India | 22 | 17 |
| Other | 7 | -12 |

In order to mitigate the negative impact of Covid-19 in 2020 and 2021, the Group applied various cost-reduction measures.

In addition to the improvement it its activity, the Group's EBITDA was also lifted in 2021 by the integration of ERC and the contribution of RCO's aggregates for the entire year, offset in part by the end of the Acesa and Invicat concession and the weaker exchange rates.

## Financial Loss and Depreciation and Amortisation Charge

The Group's results reflect, as in the previous year, the effects of the Abertis' acquisition of control over the Group and the merger between Abertis and Abertis Participaciones in 2018 and, therefore, the fair values of the assets and liabilities of Abertis given by the purchase price allocation. This had a negative impact of EUR 629 million in 2021 (negative impact of EUR 677 million in 2020), due mainly to the annual depreciation and amortisation charge on the assets revalued subsequent to that transaction, which in 2021 amounted to EUR 1,084 million. In addition to this impact, the profit from operations was affected by an impairment charge of EUR 723 million recorded in 2021 for the Group's concession assets in Brazil (2020 included impairment losses on the Brazil and Italy concession assets of EUR 151 million and EUR 109 million, respectively).

The evolution of the financial loss is primarily explained by the integration of net finance income/(expense) of the RCO group and ERC during the whole of 2021, the negative impacts associated with the impairment of the financial assets of the Invicat concession and higher inflation in Brazil, Chile and Mexico, which impacted the notional value of certain debt instruments held by the Group in those countries. These effects were partly offset by efficient financial management of the existing debt and the recognition of the impacts associated with the indemnities for traffic reductions caused by the opening of alternative roadways in Acesa. Also, 2020 included the negative effect from the bond buyback and the impairment of the IFRIC 12 account receivable in Argentina owing to the continuous deterioration of that country's economy and its further exacerbation by the pandemic.

## Income Tax

Corporate income tax generated a gain of EUR 176 million (due to the impact of the acquisition of control over the Group, the merger between Abertis and Abertis Participaciones in 2018 and the impairment of concession assets in Brazil discussed in the previous section). The tax rates in the main countries where Abertis operates are: Spain, 25%; France, 28.4%, Italy, 31.4%; Brazil, 34%, Chile, 27% and Mexico, 30%.

*"Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails."*

### Profit

The consolidated profit for 2021 attributable to the shareholders amounted to EUR 7 million (2020: loss of EUR 392 million), mainly as a consequence of the increase in traffic after the progressive rollback of 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 2021 and 2020 are as follows:

| EUR million | 31 December 2021 | 31 December 2020 (*) | | 31 December 2021 | 31 December 2020 (*) |
|---|---|---|---|---|---|
| Property, plant and equipment | 421 | 426 | Share capital and reserves attributable to shareholders of the Parent | 5,799 | 5,644 |
| Goodwill | 8,415 | 8,389 | Non-controlling interests | 2,788 | 2,961 |
| Other intangible assets | 27,184 | 29,234 | **Equity** | **8,587** | **8,605** |
| Investments in associates and interests in joint ventures | 74 | 292 | Bond issues and bank borrowings | 26,774 | 26,610 |
| Other non-current assets | 2,799 | 3,618 | Other non-current liabilities | 6,961 | 7,353 |
| **Non-current assets** | **38,893** | **41,959** | **Non-current liabilities** | **33,735** | **33,963** |
| Other current assets | 2,579 | 1,528 | Bond issues and bank borrowings | 1,584 | 2,576 |
| Cash and cash equivalents | 3,908 | 3,102 | Other current liabilities | 1,474 | 1,472 |
| **Current assets** | **6,487** | **4,630** | **Current liabilities** | **3,058** | **4,048** |
| 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 | - | - |
| **Assets** | **45,380** | **46,616** | **Equity and liabilities** | **45,380** | **46,616** |

(*) As indicated in Note 5 to the Consolidated Financial Statements, during 2021 the purchase price allocation (PPA) was completed for the acquisition, with effect 30 December 2020, of 55.2% of the share capital of the Elizabeth River Crossings group(**ERC**), with the consequent restatement of the comparative information in some of the consolidated balance sheet headings of 2020.

Total assets at 31 December 2021 stood at EUR 45,380 million, 3% less than at 2020 year-end.

Approximately 60% 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 8,587 million, slightly lower than the figure at 2020 year-end, mainly as a result of:

- The positive impact of the perpetual bond issue in the amount of EUR 734 million.
- The dividends of EUR 602 million paid in 2021.
- The positive impact of changes in exchange rates in the amount of EUR 150 million.
- The negative result attributable to the minority interests in the amount of EUR 277 million.

## Investments

Total investment by the Group in 2021 amounted to EUR 634 million and related in great part to organic growth (EUR 516 million, 81% of the total investment). The main projects included:

- Expansion of the capacity of the motorways in Brazil, with an outlay of EUR 282 million.
  Arteris continued working to extend and improve the toll roads, particularly with respect to the concessions that depend on the Federal State. Of note in 2021 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. The concessions in the State of São Paulo carried out road surfacing and expansion works.

- Improvement and extension of the toll expressway network in France for EUR 216 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" on 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).

  In addition, 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 is investing 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).

The Group's operating investment in 2021 amounted to EUR 118 million (19% of the total).

The Group continues focusing 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.

In addition to its investments to achieve inorganic growth and prolong the average life of its portfolio, Abertis also placed emphasis on expanding the capacity of its motorways.

Of note in this regard was the agreement reached in the last quarter of 2021 by Abertis with the Government of Chile for the largest investment project in Santiago, which will extend the life of the Autopista Central concession. The agreement involves a large outlay to ease traffic in one of the most congested zones in northern Santiago de Chile. The project concretely involves construction of two one-way tunnels (of 1.5 kilometres each) which will connect areas inside the metropolitan area of Santiago de Chile (the interchange between the General Velásquez segment of the Autopista Central and Américo Vespucio Norte on the Santiago ring road). The project will cost more than EUR 300 million. The construction work is scheduled to begin in the first half of 2022 and is expected to last 40 months.

In the case of Sanef, during 2021 Abertis reached an agreement with the French government to implement a free-flow system on the A-13 and A-14 expressways. Under the agreement, Sanef will make a capital expenditure of EUR 122 million.

These operations reflect Abertis's strategy of prolonging the average duration of its assets and strengthen its commitment to public-private entities with the aim of deepening the creation of long-term value and delivering sustainability solutions for the areas where it operates through agreements with public authorities.

## Financial Management

Gross debt at 31 December 2021 (not including payables to companies accounted for using the equity method, interest on loans and bonds or other liabilities) amounted to EUR 27,257 million and represented, on the one hand, 317% of equity, lower than the percentage at the end of 2020 (329%) due to the changes in gross borrowings detailed below, and, on the other hand, 60% of liabilities and equity, similar to the percentage at 2020 year-end (61%).

Also, Abertis' Net Debt (not including payables to companies accounted for using the equity method, interest on loans and bonds, and other financial assets and liabilities) in 2021 decreased by EUR 1,896 million to EUR 23,350 million.

This decrease in bank borrowings (both gross and net) was due mainly to:

- The issuance of a hybrid bond amounting to EUR 750 million, which, in view of its nature and contractual terms, was classified for accounting purposes in the Group's equity. It was used to pay down debt, thereby reducing the net debt carried by the Group in its books by the same amount.
- The sale of the holding in Sanef Aquitaine and the Alienor and Road Motorways Group non-controlling interests, which produced a cash inflow of EUR 260 million.
- The increased cash flow from most of Abertis' main business lines.

These impacts were partially offset by:

- The EUR 602 million dividend payment made in the 2021.
- The exchange rate effect at 31 December 2021, with an appreciation of the Mexican peso and US dollar, which increased Net Debt by EUR 135 million.

- The capital expenditure of EUR 634 million made in the period.

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 financial markets and aims to minimise the potential adverse effects on the global profitability of the Group as a whole by establishing borrowing 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 (6.0 years at 2021 year-end compared with 6.3 years at 2020 year-end), and, in line with the policy of minimising exposure to financial risks, a high percentage of debt bears interest at fixed rates or at rates fixed through hedging arrangements (77% at 2021 year-end compared with 78% at 2020 year-end), greatly reducing the possible effects of tensions in the credit market.



In this connection, of particular note in 2021 were the following transactions carried out by various Group companies:

- The arrangement of new loan agreements with banks totalling EUR 500 million.
- The issue by Hit of two new bonds for a total of EUR 600 million, which enabled it to strengthen its liquidity position in the current economic climate.
- The issue by Arteris of bonds amounting to BRL 3,050 million (approximately EUR 483 million).

In 2021, Abertis repaid EUR 3,013 million of its debt, of which EUR 750 million correspond to the early repayment of the debt it assumed of its shareholder Abertis HoldCo, S.A., EUR 252 million to the maturity of bilateral loans, EUR 355 million to the maturity of syndicated loans, EUR 1,616 million to repayment of bonds, EUR 9 million to repayment of credit facilities drawn down during the year and EUR 31 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 2021 credit facilities amounting to EUR 1,750 million (2020: EUR 2,425 million). Accordingly, the volume of the credit facilities of Abertis Infraestructuras, S.A. at 31 December 2021 totalled EUR 3,025 million (2020: EUR 3,320 million).

It should be noted that with this and other transactions the Group reinforces its capacity to take advantage of the opportunities offered by the credit market to obtain attractive conditions and continue generating value for its shareholders.

Lastly, it should be mentioned that the high cash flows generated by the majority of Abertis' main businesses allow a financial balance to be maintained, enabling Abertis to make new investments in upgrading the infrastructure it currently manages and to continue, in the current economic and financial scenario, 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 from 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 from 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.

| | **2021** | **2020** |
|---|---|---|
| Sales - Operating income | 4,853,694 | 4,053,648 |

### Operating expenses

Corresponds to "Operating Expenses" in the statement of profit or loss of the consolidated financial statements.

| | **2021** | **2020** |
|---|---|---|
| Operating expenses | (4,610,970) | (4,119,314) |

### EBIT – Profit (Loss) from operations

Corresponds to "Profit (Loss) from Operations" in the statement of profit or loss of the consolidated financial statements.

| | **2021** | **2020** |
|---|---|---|
| EBIT - Profit (Loss) from operations | 278,845 | (43,460) |

### 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", "Valuation adjustment of concession assets" and "Capitalised Borrowing Costs" in the consolidated statement of profit or loss.

| | 2021 | 2020 |
|---|---|---|
| EBIT - Profit (Loss) from operations | 278,845 | (43,460) |
| + Depreciation and amortisation charge | 2,391,865 | 2,426,384 |
| +/- Changes in impairment losses on assets | 702,614 | 261,552 |
| +/- Valuation adjustment of concession financial assets | 7,119 | - |
| - Capitalised borrowing costs | (29,188) | (16,186) |
| **EBITDA - Gross profit from operations** | **3,351,255** | **2,628,290** |

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.

| | 2021 | 2020 |
|---|---|---|
| EBITDA - Gross profit from operations | 3,351,255 | 2,628,290 |
| Sales | 4,853,694 | 4,053,648 |
| **EBITDA margin** | **69.05%** | **64.84%** |

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:

| | 2021 | 2020 |
|---|---|---|
| Bank loans | 8,427,356 | 9,160,800 |
| Bond issues and other loans | 18,830,010 | 19,186,802 |
| **Gross Debt** | **27,257,366** | **28,347,602** |

## Net Debt

"Net Debt" is defined as "Gross Debt" less the line item "Cash and Cash Equivalents" disclosed in the consolidated balance sheet:

| | 2021 | 2020 |
|---|---|---|
| Gross Debt | 27,257,366 | 28,347,602 |
| Cash and cash equivalents | (3,907,824) | (3,102,175) |
| **Net Debt** | **23,349,542** | **25,245,427** |

The Group uses "Net Debt" as a measure of its solvency and liquidity, disclosing the Group's cash assets 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.

## 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.

| | 2021 | 2020 |
|---|---|---|
| Purchases of property, plant and equipment, intangible assets and other concession infrastructure | 633,885 | 477,045 |

The Group considers this to be an important indicator because it represents the ability to expand its portfolio through the discretional 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 primarily used, 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:

| | 2021 | 2020 |
|---|---|---|
| EBITDA | 3,351,255 | 2,628,290 |
| Finance income | 545,713 | 725,707 |
| Finance costs | (1,302,174) | (1,473,316) |
| Income tax | 175,518 | 219,808 |
| Adjustments: | | |
| Exchange gains | (80,913) | (183,146) |
| Exchange losses | 169,070 | 180,208 |
| Provision for impairment loss – impairment and/or expected loss and impact from financial effect of modifications of financial assets (IFRIC12) | 131,763 | 139,218 |
| Provision for loans and guarantees provided to associates and other financial assets | - | - |
| Deferred tax asset – charge/(credit) to profit or loss | (228,155) | 69,364 |
| Deferred tax liability - charge/(credit) to profit or loss | (350,639) | (534,303) |
| Deferred taxes | (578,794) | (464,939) |
| Charge to the consolidated statement of profit or loss due to period provisions/(reversals) | 149,911 | 168,451 |
| Charge to the consolidated statement of profit or loss due to interest cost | 19,925 | 19,660 |
| Amounts used (paid) in the year | (193,471) | (213,853) |
| Provisions required under IFRIC 12 (short-term and long-term) | (23,635) | (25,742) |
| Charge to the consolidated statement of profit or loss due to period provisions/(reversals) | 10,488 | 4,566 |
| Charge to the consolidated statement of profit or loss due to interest cost | 477 | 6,523 |
| Amounts used (paid) in the year | (26,411) | (29,859) |
| Other provisions (short-term and long-term) | (15,446) | (18,770) |
| Charge to the consolidated statement of profit or loss due to economic compensation of revenue | (29,935) | (51,475) |
| 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) | (336,993) | (212,346) |
| Amounts used (collected) in the year | 78,791 | 325,739 |
| Concession arrangements - financial asset model | (288,137) | 61,918 |
| Dividends received from financial investments, associates and joint ventures | 12,542 | 2,202 |
| **Discretionary cash flow** | **2,096,762** | **1,791,438** |

## 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 2021. The detailed breakdown at year-end is provided in Note 12 to those consolidated financial statements.

## Dividend Distribution Policy

The parent company distributed the dividends described in Note 13-f) to the consolidated financial statements for 2021.

## Purchase of Shares from Minority Shareholders

After the public tender offer made by Hochtief Aktiengesellschaft for Abertis Infraestructuras, S.A. in 2018, it was seen that, although the tender offer process was public and lengthy, a significant number of minority shareholders of Abertis did not sell their shares, either due to lack of information, to not being informed by their bank or for personal or family reasons. Even though Abertis, Hochtief Aktiengesellschaft and the supervisory authority complied with their disclosure duties, those shareholders claimed that they would have sold their shared had they been able to or had they had the pertinent information.

The Board of Directors wanted to reward those small shareholders for their loyalty to the company during so many years and thus authorised the purchase of their shares at the tender offer price, minus any dividends the shareholders received between the tender offer and the time they sold their shares to the company.

This Abertis share buyback initiative was carried out until 31 December 2021. A total of 3,954,617 shares were acquired from 2,295 shareholders. The buyback is described in the following table:

| | **8 February 2019** | | **31 December 2021** | |
|---|---|---|---|---|
| Abertis HoldCo shares | 899,757,113 | 98.70% | 899,757,113 | 98.70% |
| Treasury shares | 0 | 0,00% | 3,954,617 | 0.43% |
| Non-controlling interests | 11,808,258 | 1.30% | 7,853,641 | 0.87% |
| | **911,565,371** | **100.00%** | **911,565,371** | **100.00%** |

# 7.2 Society

## 7.2.1 Tax Contribution

### Tax Strategy

Abertis' tax policy, approved by the respective management bodies of all Group companies, is based on transparency and responsible and prudent application of tax law. The guiding principles of Abertis' tax policy can be consulted on the Group's website.

In accordance with that policy, and following the guidelines that have governed its operations since its incorporation, the Abertis Group is committed to its obligation to pay tax to contribute towards funding 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 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 responsible for preparing the tax strategy, establishing the tax risk control and management policy and approving any investments or transactions which virtue of their amount or characteristic 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 on level of compliance with 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 that is approved and monitored by the Audit and Control Committee and described in detail in the corresponding chapter of this Consolidated Directors' 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 (Foro de Grandes Empresas). 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 litigation 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 2021

Summary of taxes paid and collected in 2021 (in EUR million)

| Country | Taxes Borne[3] | Taxes Collected[4] | Total Contribution |
|---|---|---|---|
| France | 381 | 304 | 685 |
| Spain | -27 | 192 | 165 |
| Chile | 38 | 88 | 126 |
| Brazil | 66 | 25 | 91 |
| Italy | 21 | 49 | 70 |
| Mexico | 8 | 61 | 69 |
| Argentina | 30 | 11 | 41 |
| Other[5] | 15 | 6 | 21 |
| **Total** | **532** | **736** | **1,268** |

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 a considerable effort to comply with the formal reporting and cooperation obligations with tax authorities, as well as significant responsibilities.

Following the OECD cash basis methodology, the total tax contribution of the Abertis Group in 2021 amounted to EUR 1,268 million, of which EUR 532 million related to taxes borne and EUR 736 million to taxes collected. In this connection, the Abertis Group includes all the fully consolidated subsidiaries.

In 2021, for every EUR 100 of Abertis' revenue, EUR 26 were used for the payment of taxes.

Also, the tax contribution per kilometre of toll road managed directly by Abertis amounted to EUR 159,566 in 2021.

[3] 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).

[4] 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).

[5] Includes United Kingdom, Ireland, Netherlands, Puerto Rico, United States, India, among others.

*"Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails."*

Country-by-Country Tax Contribution

In accordance with the recommendations of international standards for tax transparency, presented below is the best estimate available at the date of this report of the country-by-country (CbC) tax contribution for 2021 of the Group companies included in the Abertis consolidated financial statements at 31 December 2021. For the name of the companies, core business and tax jurisdiction see Appendix I Subsidiaries included within the scope of consolidation of the Consolidated Financial Statements for 2021.

Country-by-Country Reporting for the Abertis Group for 2021 (amounts in EUR thousands). See reporting criteria in section 8.1:

| Tax Jurisdiction | Revenue Unrelated Party | Revenue Rel. Part. (same jurisdiction) | Revenue Rel. Parties (diff. jurisdiction) | Profit / (Loss) before Income Tax | Income Tax Paid (on Cash Basis) | Income Tax Accrued – Current Year | Stated Capital | Retained Earnings | Number of Employees | Tangible Assets other than Cash and Cash Equiv. |
|---|---|---|---|---|---|---|---|---|---|---|
| **Argentina** | 267,092 | 50 | 0 | 25,720 | 3,289 | 3,025 | 181,609 | -11,098 | 1,864 | 15,449 |
| **Brazil** | 767,584 | 36,565 | 0 | 11,764 | 16,745 | 17,160 | 3,829,628 | -1,375,013 | 4,443 | 32,346 |
| **Canada** | 857 | 0 | 406 | 67 | 17 | -1 | 343 | 849 | 7 | 9 |
| **Chile** | 549,827 | 71,962 | 147 | 156,577 | 35,343 | 36,325 | 509,261 | 334,045 | 869 | 16,704 |
| **Croatia** | 1,104 | 0 | 1,678 | 459 | 54 | 84 | 310 | 922 | 51 | 534 |
| **USA** | 96,987 | 0 | 4,424 | -22,726 | 2 | 6 | 1,927,615 | -41,000 | 201 | 1,538 |
| **Spain** | 1,201,202 | 43,951 | 42,986 | -1,144,039 | -107,118 | 98,752 | 15,411,002 | 828,064 | 1,241 | 79,487 |
| **France** | 2,059,775 | 36,463 | 22,731 | 751,730 | 153,985 | 186,050 | 2,109,353 | 968,235 | 2,239 | 192,130 |
| **Netherlands** | 5,163 | 0 | 77,825 | 608 | 24 | 127 | 2,000 | -16,596 | 1 | 0 |
| **Hungary** | 420 | 0 | 441 | 10 | 33 | 35 | 17 | 373 | 11 | 207 |
| **India** | 32,393 | 0 | 1,316 | 9,916 | 41 | 1,030 | 63,249 | -23,235 | 53 | 957 |
| **Ireland** | 14,623 | 195 | 77 | 959 | 324 | 120 | 0 | 2,084 | 85 | 0 |
| **Italy** | 494,313 | 54,457 | 0 | 59,465 | 9,687 | 25,068 | 1,272,200 | 526,285 | 473 | 40,901 |
| **Mexico** | 514,540 | 30,424 | 0 | 106,861 | 9,293 | 12,455 | 1,576,368 | 255,158 | 1,458 | 7,018 |
| **Puerto Rico** | 164,531 | 5,136 | 41 | 36,770 | 0 | 4,187 | 339,667 | -46,653 | 84 | 31,832 |
| **Qatar** | 7,611 | 0 | 0 | 417 | 214 | 65 | 0 | 897 | 5 | 1 |
| **United Kingdom** | 43,776 | 1,290 | 1,483 | 4,077 | 1,061 | 923 | 159 | 15,009 | 311 | 2,079 |
| **Tunisia** | 0 | 0 | 0 | -2 | 0 | 0 | 0 | 0 | 0 | 0 |
| **TOTAL** | **6,221,799** | **280,493** | **153,555** | **-1,368** | **122,995** | **385,412** | **27,222,782** | **1,418,326** | **13,395** | **421,190** |

## 7.2.2 Contribution to the Environment

The importance of mobility, insofar as refers to its potential for contributing to the achievement of international sustainability objectives, has been described in the previous chapter of this Director's Report. The way in which infrastructure and the service provided are managed generate opportunities to maximise the activity's positive contribution to the social and natural environment.

The main environmental impacts in the lifecycle of Abertis' activity are the consumption of natural resources, emissions of greenhouse gases, generation of waste and impacts on nature areas. Accordingly, the strategic objectives are focused on enhancing operational eco-efficiency, based on the principles of circular economy and decarbonisation, and on innovation applied to the development of products and services with positive environmental impacts, together with fostering and conserving the natural assets around the roadways.

The management systems implemented allow the organisation to establish specific procedures to properly manage issues with significant environmental implications. The drive to identify areas susceptible to continuous improvement, such as training and awareness campaigns and the application of preventative measures, and the engagement of stakeholders, seeks to ensure that negative environmental impacts are kept to a minimum. 52.5% of 2021 revenue was generated under environmental management systems implemented according to the ISO 14001 international standard and the rest of the activities and countries have specific procedures that seek to systematise the management of key environmental issues. The implementation percentage has varied significantly from the previous year due to the changes seen in France. The organisation's goal is to boost the percentage certification to this standard in the near term.

Actions are also taken on matters such as environmental impact studies, measures to make more efficient use of resources, waste management and other initiatives relating to support activities such as gardening and cleaning. In 2021, environmental expenditure increased to EUR 50 million, stabilising that figure at pre-pandemic levels.

### Climate Change

During 2001 climate change established itself as one of the key issues to be dealt with by both public and private organisations. The entry into force of the EU taxonomy regulation with the two prime objectives relating to climate change mitigation and adaptation, along with the confirmation of international and European commitments to decarbonise economic activity in general, represent the clear consolidation of a trend that has been growing for years.

Mobility's contribution to meeting the decarbonisation challenge has great potential and involves a large number of stakeholders, as can be seen from the analysis of the Abertis carbon footprint. Greenhouse gas emissions generated directly by the organisation (those tied to scope 1, which include fuel consumption by the vehicle fleet and other static sources such as electric generators), together with those relating to electricity consumption (scope 2) and the consumption of materials (one of the scope 3 categories), are the main sources of emissions in the organisation. To this we should add emissions from vehicles that travel on the infrastructures, which account for the greater part of the carbon footprint in the Abertis lifecycle.

The Directors' Report chapter on risks gives a detailed description of the work done in 2021 to integrate and quantify the financial impact of the risks arising from climate change. And during the year work also continued on aligning greenhouse gas reduction targets to scientific and technical progress, and those objectives have been written into the sustainability 2022-30 strategy and into the first ESG Plan for 2022-24. The ESG Plan also envisages the actions needed to achieve interim reductions in greenhouse gas emissions, most notably implementing energy efficiency measures, substituting the fuel used in the vehicle fleet and optimising the fleet's use, boosting the percentage of electricity consumption that comes from renewable sources and working to optimise the materials consumed. It bears noting that toll expressways in Spain have implemented an energy management system certified to the ISO 50001 international standard.

$CO_{2e}$ emissions in 2021 (scopes 1, 2 and 3) totalled 682,184 tonnes, not including the traffic of our users. This figure represents a reduction of 14.7% with respect to the previous year, and is practically the same as in 2019, the new base year for benchmarking the organisation's targets. Scopes 1 and 2 emissions decreased 22.8% from the previous year to 110,033 tonnes, mainly due to increased use of electricity from renewable sources, use-efficiency actions and methodological changes, and was 24.8% lower than in 2019. In relative terms, the carbon intensity of Abertis' activity (scopes 1 and) was 23.5 tonnes of $CO_{2e}$ per million euros of revenue, 18.1% lower than in 2019.

A detailed view of the organisation's carbon footprint and the new reduction targets and actions undertaken toward the decarbonisation goal can be seen in the public questionnaire done every year by Abertis in relation to the Carbon Disclosure Project, as well as in the Appendix on Follow-up of the CSR Master Plan that accompanies this Directors' Report.

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### Circular Economy

The circular economy approach applied to Abertis' activities seeks to respond to key issues regarding materials consumption and waste generation, but their environmental impact goes beyond the organisation's carbon footprint and climate change, as they have major implications for adjoining nature areas and for the capacity to conserve ecosystems.

The main actions to manage those environmental impacts involve the recovery of construction and demolition waste and its reuse in the organisation's operations and partnering with other stakeholders for recovery of that waste, together with innovation in maintenance and construction processes and the use of less-polluting materials. It bears noting that some countries still have legal restrictions on the use of recycled materials in maintenance and construction work, with the consequent near-term limitations on the technical possibilities of these initiatives.

During 2021 a total of 514,187 tonnes of waste were generated, 99.9% of which were non-hazardous. Construction and demolition waste accounted for 76.0% of the total non-hazardous waste. And 64.7% of the total waste generated was recovered, or 332,819 tonnes, 22.4% more than the previous year in percentage terms and 32.4% less in absolute value; 29.1% was taken to dump sites. Of the total materials consumed, 7.9% were recycled materials, an increase over the previous year due to changes in the maintenance and construction work done. A total of 3,233,574 tonnes of diverse materials were consumed during 2021, 54.8% less than the previous year.

### Biodiversity and Natural Capital

The systemic relations between the various significant environmental aspects of Abertis' activities strengthen the actions carried out and thus contribute to establishing virtuous circles that further promote overall achievement of the organisation's strategic objectives.

Biodiversity and conservation of natural capital are enterprise-wide aspects that make a key contribution to the promotion of the circular economy and to climate change mitigation and adaptation. A total of 1,233.4 km of roads in Spain, France, Italia, Brazil, Chile and Puerto Rico run through nature areas with special biodiversity protection, slightly less than the previous year due to the reduction in the number of kilometres managed in Brazil.

The environmental impact studies carried out before the most intensive construction work is started identify the main actions to be carried out to contribute to integrating the infrastructure into its natural surroundings. In 2021, environmental impact studies were carried out for specific projects in France, Brazil and Chile. The main actions for conserving the biodiversity of the species around the motorways include preparing environmental monitoring plans, compensatory planting of species and relocating endangered plant species, installing animal crossings, developing plans to prevent collisions with animals and relocating animals found at work sites, removing environmental liabilities and environmental education and awareness initiatives.

Noise pollution also has effects on the conservation of ecosystems and on the health and well-being of local communities. Acoustic impact analyses were conducted for a total of 3,471 km of toll motorways in Spain, France, Italy, Brazil and Chile. The installation of sound barriers, which are present along 469 km mainly in Spain, Italy, France, Chile and Puerto Rico, together with other initiatives such setting up observatories to monitor noise levels, the application of noise prevention measures in the maintenance work done directly or indirectly and the use of sound-absorbing asphalt are the main actions taken to reduce and prevent noise pollution on the motorways.

## 7.2.3. Contribution to the Community

One of the organisation's most important stakeholders is the local community. Its expectations include collaborating on projects that have local impact in terms of road safety, the environment, culture and social accessibility, as well as participation and commitment to promoting shared knowledge networks focused on continuous improvement and innovation. Alliance with the local community lend greater scale to the organisation's commitments and achievements and enhance the positive impacts and synergies produced by the activity.

During 2021 Abertis collaborated in carrying out a total of 261 initiatives in the area of social action and sponsorship, a 29.2% increase over the previous year, with total expenditure of EUR 3.9 million, 14.9% higher than the year before. 86.6% of the contributions were social investments and initiatives aligned with the business long term, with a significant decrease in one-off contributions, which returned to the pre-pandemic levels.

Also, 52% of the contributions for the year were made in cash, lower than the figure for 2020, reflecting the increase seen in non-cash contributions in 2021, which accounted for 34% of the total value of the contributions. The geographic distribution of the projects executed remained consistent with the previous year, with 52.5% of total projects involving beneficiaries in Latin America and 42.8% in Europe. Sustainable Development Goals 4 (Quality education), 9 (Industry, innovation and infrastructure), 3 (Health and well-being), 10 (Reduced inequalities) and 11 (Sustainable cities and communities) concentrated 69.8% of the contributions made in 2021.

In addition to working with local community organisations on specific projects, participating in general and sector-specific associations is another way of engaging with local communities that allow Abertis to contribute value at the local and international levels, develop joint innovation projects and identify stakeholder expectations, as well consolidating alliances with different agents in the local community. During 2021 the different business units participated in 116 associations, with which a total of 573 meetings were held, higher than the number for the previous year due to stepped-up participation in specific working groups of the different associations.

Specific actions also continued in local communities in response to the pandemic. These included awareness and educational campaigns, alliances for monitoring cases, the distribution of protective gear to employees and local groups and transforming projects that required physical presence to allow virtual participation in order to allow them to continue in the new pandemic context.

### The Abertis Foundation

The Abertis Foundation most visibly embodies Abertis' commitment to local communities and sets the standard for local community relationships that is applied in the different countries where the Group operates. The Foundation works in four different spheres: road safety, social action, sustainability and support for Spanish culture.

In 2021, as a result of the pandemic, the initiatives along those four lines required extra effort to be able to take the Foundation's actions to the different areas. Examples were the road safety and social actions carried out by the Rights of Way program, in alliance with UNICEF, which became, in part, campaigns to raise awareness of health safety matters; another was the programme in collaboration with the Fundación Barça in Brazil to use sports as a channel for integrating minors with disabilities, in some cases as a result of injuries suffered in traffic accidents, which could not be carried out until October.

The Castellet castle, where the Abertis Foundation is headquartered, has been home to the UNESCO International Centre on Mediterranean Biosphere Reserves since 2014 and functions as a sustainability knowledge hub for the different reserves in the Mediterranean basin. In 2021, pandemic-related difficulties postponed the signing of the renewal of the agreement between the Kingdom of Spain and UNESCO, approved by the Council of Ministers of the Spanish government, to continue the Centre's activities after the success of the actions carried out in the previous years and the high degree of achievement of the charted objectives. In addition to 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.

The Foundation has also continued its work to support and promote Spanish culture throughout the world. The Miró Universe project is a small travelling exhibition supported by Spanish Ministry of Foreign Affairs, the Abertis Foundation and the Joan Miró Foundation that displays several of the artist's works in Spanish embassies and consulates. This year the works were seen in Paris and Mexico after having been halted for a year by the pandemic.

The Foundation's annual report, available on the website, contains details on the institution's work in 2021.

### Abertis Chairs

Abertis' commitment to road safety and to achieving more sustainable mobility has been strengthened by consolidating alliances with academic institutions to foster research and innovations focused on responding to the current challenges. The objective of this sharing of knowledge between universities and business is to ensure that transport infrastructure operators make progress in developing the best practices for effective and efficient management of road infrastructure throughout their entire lifecycle: its study, design, construction, operation and improvement over its useful life, with minimal environmental impact and maximum return for society, in a way that makes it economically efficient and contributes to enhancing people's quality of life and safety.

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The International Network of Abertis Chairs, which founded its first chair in 2003, is now present in seven countries. Chairs were set up in Italy and Mexico this year through agreements signed with the Università degli Studi di Padova (UP) and the Universidad Nacional Autónoma de Méjico, UNAM, thus joining Spain, France, Puerto Rico, Chile and Brazil to consolidate the largest global network dedicated to research and training in the management of transport infrastructure and road safety. Every year, each chair holds the Abertis awards for undergraduate senior 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. The results of this laboratory of ideas can be consulted on the new website www.abertischairs.com.

## 7.2.4 Quality Management and Customer Orientation

In addition to the strategic priorities identified in the activities chapter, notably road safety, sustainability and fluidity and connectivity as the foundations of smart mobility, the expectations of customers and users also include maintenance of high levels of service quality, assured continuity of the service in the case of emergencies and the development of new services that respond to the mobility models currently in transition.

The formalisation and implementation of quality management systems certified to the ISO 9001 international standard allows the Group to systematise the procedures required for ensuring continuous improvement in the service provided. There is a quality management system, implemented in accordance with ISO 9001, that spans 58.9% of 2021 revenue, and facilities representing 38.6% of revenue have ISO 9001-certified systems. Work has also continued on bringing out and implementing protocols of action in response to the effects of the pandemic. The central headquarters and the toll roads in Spain have obtained external certification for the anti-Covid-19 protocol of action.

Nearly all countries have regulations on the confidentiality of user and customer data and the organisation's procedures take those rules into account to ensure compliance. In 2021 the central offices in Spain obtained ISO 27001 certification for the information security system, with prime focus on the commitment to keep the information processed secure and to systematise the procedures needed for that purpose.

### Communication and Engagement Channels

Websites and the diverse communication channels launched on social networks and other digital media allow the different business units to establish ever closer and livelier communication and engagement channels. Those channels are used to convey to users all necessary information, both on the state of the infrastructure and on maintenance work underway, as well as other questions of importance for this group of stakeholders. The goal is to ensure real-time information so that users can plan their journeys and travel as comfortably as possible.

Also, the restrictions on face-to-face customer service in place during the year have been alleviated by the expansion of digital communication. The various communications campaigns carried out on specific issues, such as road safety, efficient driving, pricing structure and other significant questions capitalise on the potential these channels offer for reaching the largest possible number of users.

All business units have formal and informal communication arrangements for users to be able to submit questions, complaints and suggestions regarding the service. In 2021 a total of 8.3 million communications were received from users. This large increase comes because all messages are now recorded, irrespective of the channel through which they are received, and from the inclusion in the reporting of the new Mobility Services subsidiaries. 98.5% of those communications were queries, with a response rate of 99.7%.

Also, the toll roads in France, Italy and Brazil, along with Metropistas in Puerto Rico and COTESA, RCO and AUTOVIM in Mexico, Emovis in France and Emovis in Leeds, took actions to ascertain the level of customer and user satisfaction in 2021. The satisfaction seen was in line with that of previous years and showed a high level of satisfaction, while identifying new aspects that require continued work to meet the expectations of these stakeholders.

## 7.2.5 Suppliers and Supply Chain Management

Supplier participation in the activities carried on by Abertis is essential, especially in processes relating to infrastructure maintenance (cleaning, signage, surfacing, construction and others), technological support services, the associated machinery and equipment, raw materials and fuel, as well as waste management and other outside professional services.

Projecting the Group's environmental, social and governance (ESG) commitments into its dealings with suppliers is pivotal for achieving the strategic ESG objectives charted by the Group, both directly as relates to the ESG scoring and audit objectives and indirectly with respect, especially, to promoting the circular economy, decarbonising the activity and safeguarding occupational health and safety.

The framework for the relationship with suppliers is explicitly set out in the corporate procurement policy and associated norms, as well as in the Code of Ethics, the Corporate Social Responsibility Policy and the Group's compliance model. In 2021 the Group worked on updating the corporate procurement policy to incorporate the new ESG-based scoring and audit procedures.

Of note in this regard is the work done to unify the ESG scoring of suppliers, including the selection of a common technological tool for all business units. A specific questionnaire was also drawn up to identify the criteria and minimum issues to be contemplated in supplier ESG evaluations and audits at the global level. This new evaluation framework will be developed during the coming year with a pilot test intended to ensure that the ESG scoring questionnaire works well and to identify the changes to be made in existing processes to bring the new system into operation. These processes have to ensure scaled achievement of the objectives charted in the Group's new strategic approach to sustainability.

And continuing with the work done the previous year, the Group carried out digitisation processes, spearheaded by the digital transformation of purchases and electronic billing on Spanish toll roads, the introduction of new tools for administrative and purchasing processes in Italy and the actions carried out in Brazil. The goal of the latter project, carried out in collaboration with the Group's supplier stakeholders, is to fulfil quality and safety objectives, in part by using a specific index to score supplier environmental quality.

The pandemic-related measures implemented in 2020 were continued during 2021, with a prolongation of the procedures put in place to safeguard employee health and safety, restrictions on in-person work and promotion of virtual communication, along with the need to find new suppliers to meet the shortages of certain materials and ease the technical limitations encountered in certain types of services.

In 2021 the total number of active suppliers increased slightly from the previous year, to 15,059 suppliers, reflecting the changes in the scope of the Group companies reporting. The determinants of the criticality of suppliers were modified as part of the global scoring and audit project, and this affected the number of critical suppliers, which declined from previous years to 559, and also affected the volume of critical suppliers evaluated. As a result, only 14.1% of the suppliers considered critical under the new methodology have been evaluated on environmental, social and governance matters, and a total of 16 suppliers in the United States, France and Spain were audited. These figures will increase in 2022. The number of contracts terminated due to breaches rose significantly in Brazil and Spain to 1,747 during 2021.

The total purchasing volume for the year remained practically constant, whereas the volume of purchases from local suppliers increased to 90.5% of total purchases made during the year. The number of tenders was notably higher as many projects halted by the pandemic were resumed. This affected the percentage of tenders that includes environmental and/or social considerations, which declined slightly to 86% of the total tenders. Local procurement and the inclusion of environmental and/or social considerations in tenders are fundamental for ensuring fulfilment of the organisation's strategic objectives and to extend the corporate commitments to the entire life cycle of the Group's activity.

# 7.3 Abertis' People

## 7.3.1 Health and Safety

On-the-job health and safety is a material aspect for Abertis' activities that affects both direct and indirect workers. The organisation's objectives in this regard include progressive reduction of occupational accidents, with the goal of eradicating the occurrence of occupational accidents and deaths.

### Management and Monitoring

Implementing occupational health and safety management systems allows Abertis to systematically identify the risks associated with different jobs, formalise the procedures needed to minimise those risks and plan and monitor all preventive activity with the overarching aim of avoiding occupational accidents, all with the active involvement of health and safety committees.

Some 90.9% of 2021 revenue came from activities subject to a health and safety management system (81.4% per the ISO 45001 standard and 9.5% per another specific standard tied to the applicable legal framework), with 26.2% certified to ISO 45001, covering direct and indirect employees. Having those systems in place is a legal requirements in the great majority of countries where Abertis operates. In those businesses that do not have such systems, Abertis develops specific procedures to standardise operations and manage occupational hazards.

Applying preventive measures (both operational and training) for the risks identified in each job, conducting occupational safety visits and inspections, analysing on-the-job accidents and identifying corrective measures and carrying out awareness raising and communication campaigns are the main actions taken to prevent occupational accidents. Occupational health and safety training hours increased 22.3% over the previous year to 115,038 hours, with an associated outlay of EUR 1.1 million.

Covid-19 continued to have specific impacts on job safety in 2021 and the measures implemented the previous year were maintained and strengthened. Those measures include the promotion of remote work, workshops on managing emotional health, hygienic measures to prevent contagion and the distribution of specific protective and preventive materials, along with continuous communication and education on their correct use and vaccination of employees. Also, toll expressways in Spain have obtained the ISO 45005 certification for the guidelines on safe working during the pandemic, and the toll roads business in Italy has formalised specific management procedures.

The preventive actions are coordinated by health and safety committees composed of representatives of employees and the organisation and tasked with ensuring dynamic, proactive management of workplace health and safety. With the exception of Argentina, APR in Puerto Rico, the central offices in India and the Mobility Services subsidiaries in the United Kingdom, Hungary and Eurotoll SAS, all business units have health and safety committees covering a total of 79.3% of direct Abertis employees and 82.4% of indirect personnel (comprising 13,565 workers). The frequency of committee meetings remained constant in 2021, with a total of 404 meetings in the different activities and countries, ranging from a low of two meetings in Puerto Rico to a high of 210 in Brazil. The matters addressed at the meetings included monitoring the preventive action plans and identifying measures for continuous improvement, training, job evaluations and analysis of the accidents that occurred, as well as monitoring and evaluating the impact of Covid-19.

#### Accident Rate

In 2021 accidents involving direct employees increased to a total of 416, with 270 resulting in lost workdays. The trend was similar in accidents involving indirect workers, which rose to 212, with the number involving lost workdays also increasing, to 139. Some 71.5% of the accidents of direct employees and lost work time involved men, as did 92.1% of the those with indirect workers.

The number of deaths in occupational accidents was practically the same as the previous year, with a total of two direct employees (one man in Mexico and one woman in Brazil) and five indirect workers (three men in Brazil, one in Chile and one in Puerto Rico).

The incidence and frequency rates rose 38% and 32.8%, reaching 20.7 and 9.7, respectively, reflecting the trend in the number of accidents. The severity rate declined 19.2% overall to end the year at 0.28. The changes varied between countries and activities and were closely tied to the local context of each country.

The Covid-19 pandemic continued having its impact during 2021, with an increase in confirmed cases of direct employees (1,254) and sizeable reduction of those cases in indirect workers(226). The total number of lost days associated with the disease remained constant among direct workers (26,087 days), while the number trended downward with indirect workers, reflecting the reduction in the number of cases (2,922 days). Men accounted for 55.5% of the confirmed cases among direct employees and 65.5% of those confirmed with indirect personnel.

Those accidents suffered by direct and indirect workers mainly involved falls at ground level and from heights, being hit by vehicles, traffic accidents, diverse blows, contacts with sharp objects, over-exertion and assaults by users. It bears noting that the effects of Covid-19 have not been classified as work accidents.

### 7.3.2 Talent Management

Fostering and promoting a satisfied and committed team aligned with the organisation's values and principles, guaranteeing equal opportunities, enhancing employment quality and retaining talent in a multicultural environment are strategic objectives for Abertis' employee stakeholders.

The total Abertis workforce in 2021 declined 4.5%, reflecting the reduction in the number of employees in practically all countries, as well as the changes in the scope of reporting companies. The percentage of men in the overall workforce likewise declined, with the consequent effect on the employee gender balance. The percentage of employees with permanent full-time contracts remained constant with respect to the previous year, both overall and in gender distribution, the same as the percentage of executives from the local community, which reached 75% of the total executives for the year.

| Total headcount by type of contract and workdays | | | |
|---|---|---|---|
| | **Total** | **Men** | **Women** |
| Headcount | **13,040** | 59.7% | 40.3% |
| Permanent contract | 95.6% | 96.6% | 94.6% |
| Full-time | 93.0% | 95.8% | 88.9% |

| Equivalent average headcount by country 2021 | |
|---|---|
| Spain | 9.3% |
| France | 17.0% |
| Italy | 3.5% |
| Brazil | 33.7% |
| Chile | 6.6% |
| Mexico | 11.1% |
| Argentina | 14.1% |
| Other | 4.7% |
| **Total** | **13,175** |

## Diversity and Equality

Abertis' commitment to equal opportunity and non-discrimination is clearly emblazoned in its Corporate Social Responsibility Policy and Code of Ethics, together with the organisation's strategic objectives. Specific actions upholding those principles are taken both to meet the legal requirements that apply in different countries and to fulfil the stakeholder expectations reflected in the corporate strategy.

During 2021 Abertis took part in the second edition of Target Gender Equality, the international gender equality accelerator programme for companies. The purpose of the programme is for participating enterprises to learn to evaluate their current policies and programmes on matters of gender equality, highlight areas of improvement and spot opportunities for setting future corporate targets to dismantle the barriers thwarting gender equability within their organisation and in their wider spheres of influence; all with the goal of setting and achieving ambitious targets for women's representation and leadership at all levels.

The equal opportunity and non-discrimination legislation in place in practically all countries where Abertis operates takes in diverse aspects, such as equal pay, non-discrimination by reason of race, sex, religion and other factors, the implementation of equality plans focused on ensuring the development and application of the procedures needed to guarantee professional development based on genuine equal opportunities.

The business units in Spain and the central offices have equality plans that systematise the actions needed to achieve effective equality between men and women in accordance with the applicable legal requirements. In addition, the promotion of hiring of minority groups in different jobs in the organisation, the implementation of measures to balance work and personal lives, the conduct of awareness-raising and training initiatives on matters of equality and the promotion of new types of work such as remote working arrangements all seek to contribute to achieving well-balanced participation by all groups represented in the Group's personnel.

Participation by women in executive, manager and department head positions increased during 2021 to reach 22% and 30.5%, respectively. Also, 77% of the total of 269 employees who received a parental leave during the year were women, 83.6% of whom returned to the same job after the leave was over. This figure was 93.5% for men, with a retention rate of 74.2%, while the retention rate for women was 37.7%, significantly lower than one year earlier.

Factors such as work seniority, professional experience and the type of jobs held by men and women have a bearing on pay equality between men and women. The ratio of remuneration of women employees to men employees was 71% overall, a similar figure to the previous year.

The business units operating in Spain, France, Brazil and Chile are subject specific legislation with quotas for participation by persons in economic activity by persons with functional diversity, whether through their direct hiring or by applying alternative measures such as purchasing goods and services from organisations that promote the professional development of persons with functional diversity. Abertis complies with the laws in those countries by direct hiring in Spain, Brazil and Chile and through a combination of measures in France and has a total of 349.2 employees with functional diversity overall.

## 7.3.3 Professional Development

Quality employment, talent promotion, the generation of knowledge synergies and training plans are the cornerstones of professional development actions in Abertis, aimed at fulfilling the expectations of this group of stakeholders and aligning them with the Group's strategic objectives.

### Talent Promotion

Abertis aims to cover vacancies that arise in executive, manager and department head positions through internal promotions as a means of fostering and retaining talent in the organisation.

Performance evaluations are a key element of career development and talent retention, allow objectives to be charted at the individual level and help identify the specific aspects that allow the organisation to maximise the potential of its employees while responding to their expectations. During 2021, 100% of executives, 95.4% of manager and department head positions and 61% of the rest of the Group's employees were covered by the management-by-objectives model.

A total of 29 persons (20 men and 9 women) took part in diverse training actions as part of the Group's Abantis executive development programme, with the participation of the Chief Executive Officer and Chief Financial Officer of Abertis, together with the CEOs of the Abertis Mobility Services, India and Mexico business units, in addition to other experts from leading academic institutions. A total of 15 executive positions were covered internally and 294 men and 218 women were promoted in-house during the year.

Also, periodic employee satisfaction surveys are conducted to help the organisation identify actions for improvement that are included in the professional development plans. During 2021, the business units in France and Mexico, together with Metropistas and Emovis in the United Kingdom, conducted work climate surveys with very broad participation and work was done on implementing improvements detected in the previous year's questionnaire.

### Training and Knowledge Networks

In 2021 Abertis completed its knowledge management model, focused on generating value by harvesting synergies in three major areas:

- Knowledge exchange networks, which seek to connect the organisation's professionals to allow them to exchange experiences. These include the Connectis platform, ad hoc technical sessions and webinars.
- Knowledge centres, which aim to respond to the needs of business units by capitalising on in-house experience, including communities of practice where people engage in collaborative transfer of knowledge, and promoting the involvement of experts in the development of specific projects.
- And competence centres, which work to construct competitive solutions within the Group by promoting internal suppliers who can make comprehensive contributions to resolving the needs of the different business units.

A total of 858 persons were active on the online platform, which organised 13 webinars attended by 362 employees. Nine communities of practice were active during the year, bringing together a total of 240 persons. And expert collaboration was relied on in a total of 10 projects involving 20 persons.

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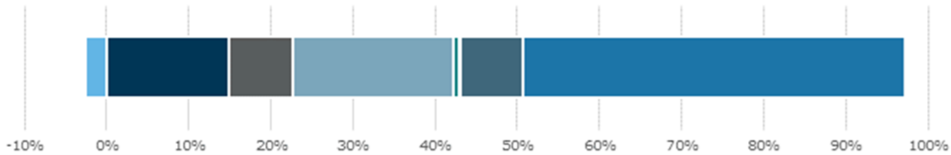
Training plans allow the organisation to identify the competences needed to successfully achieve its strategic objectives and to provide the training needed to ensure the organisation has the needed competences. Practically all business units have training plans. In all, an average of 39 hours of training were given per employee (41.6 hours for men and 35 hours for women), significantly higher than the previous year. A total outlay of EUR 2.7million was made in training, some 48.8% more than in 2020, and the total number of hours of training in sustainability and human rights was 37,868 hours.

The subjects covered by the training given during the year included legal and regulatory compliance, technical and operating topics, as well as corporate and professional development questions, including service quality, road safety, waste management, languages, new technologies, efficient driving, time and emotional management, equality, sustainability and human rights, in addition to specific issues relating to managing the pandemic.

## 7.4 Value Added Statement

A percentage analysis of the line items of the consolidated account of profit and loss in the Consolidated Financial Statements allows identification and classification of the economic value generated by the organisation and its distribution among the different stakeholders. 54.1% of the economic value created during 2021 was distributed among the stakeholders as depicted in the accompanying figure, with the particularity that income tax for 2021 was a negative item in the Economic Value Distributed category.




| | |
|---|---|
| Suppliers – Operating expenses | 15,7% |
| Staff costs | 8,2% |
| Finance costs | 20,7% |
| Income tax | -2,8% |
| Environmental expenses | 0,7% |
| Investment in social action | 0,1% |
| Other expenses | 0,1% |
| Infrastructure upgrade expenses | 8,0% |
| Depreciation&amortisation charges and provision | 49,2% |
| Reserves | 0,1% |

# 8

# About this Report

The Directors' Report and Appendix on Follow-up of the CSR Master Plan for 2021, together with the Consolidated Financial Statements, make up the whole of the organisation's financial and non-financial statements for 2021.

The 2021 Directors' Report has been prepared having regard to the legal and methodological requirements that apply to the organisation, with respect both to its financial reporting and to all of its non-financial and sustainability-related reporting, in accordance with the details specified in the Consolidated Financial Statements and in the Appendix on Follow-up of the CSR Master Plan. Due to the changes in the legal framework on corporate governance, the governance-related content is now given in the relevant chapter of the Directors' Report and not in a separate specific corporate governance report. This legislative novelty is also accompanied by the entry into force of the Regulation on Taxonomy (EU 2020/852), which lays down a series of mandatory requirements for the rendering of accounts for organisations subject to the European Non-Financial Reporting Directive.

The Appendix on Follow-up of the CSR Master Plan contains the methodological details on the sustainability information contained in the Directors' Report and in that appendix, as well as the table of contents of the sustainability reporting standards published by the Global Reporting Initiative organisation (GRI SRS), together with the table of equivalents with the Spanish Non-Financial Reporting Law and the external review report on the non-financial information.

The financial information contained in the Directors' Report and Consolidated Financial Statements covers 100% of the revenue figure as detailed in the appendices to the Consolidated Financial Statements. The scope of the non-financial information contained in the Directors' Report and in the Appendix on Follow-up of the CSR Master Plan encompasses 99.4% of the revenue for the year, as detailed in the chapter on methodology of that appendix. The main changes are due to the inclusion of the new subsidiary in the United States and of two new subsidiaries in the Abertis Mobility Services business located in the United Kingdom.

## 8.1 Tax Information

For the first time, the Directors' Report presents the country-by-country (CbC) tax contribution according to the requirements of GRI SRS Tax Standard (GRI 207). The criteria used by the Abertis Group have been established by Edizione SRL (parent company of the consolidated accounting group). Edizione SRL is required to present this CbC reporting annually for all subsidiaries it controls to the Italian tax authorities. The reporting has been done using accounting data according to International Financial Reporting Standards (IFRS), with the additional adjustments and considerations explained in the following points:

- The constituent entities are the companies fully consolidated in the Group's Consolidated Financial Statements. Entities accounted for by the equity method in the Group's Consolidated Financial Statements are not considered constituent entities and therefore not reported in the template.
- The following should be noted with respect to the revenue figure:
    - The column "Related Party Revenues" includes revenue from fully consolidated companies and "Unrelated Party Revenues" records the rest of the revenues, including revenue from equity-accounted companies.
    - Gross revenue is all revenue both from ordinary activities and extraordinary revenue, capital gains, finance income and exchange gains.
    - Revenue does not include dividends received from the fully consolidated companies. "Unrelated Party Revenue" reports dividend received from the equity-accounted companies.

*"Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails."*

    - In cases of full consolidation with non-controlling interests or in those in which the Abertis Group has a holding of less than 50% but has control and which are therefore fully consolidated, 100% of the revenue is recorded, along with the rest of the income statement and balance sheet items.

- "Profit/(Loss) before Income Tax" itemises the individual amounts for each company with no consolidation adjustments, except for dividends distributed by other companies in the same consolidated accounting group, which are not included.
    - In the column "Income Tax Paid on a Cash Basis", the following has been taken into account:
        - Refunds received and interim tax instalments paid during the year being declared, irrespective of the year to which the refunds and instalments refer.
        - Withholdings paid in other countries are declared in the country of residence of the party receiving the payment subject to withholding.
    - "Income Tax Accrued – Current Year" records current tax without including temporary differences. Taxes similar to corporate income tax levied on income or profits are likewise included.
    - Both the Income Tax paid and accrued columns do not include the tax borne by the parent company that receives dividends from other companies in the same consolidated accounting group (dividends eliminated in turn under "Profit/Loss before Income Tax").
    - "Stated Capital" records share capital, at historical value, and also includes share issue premiums and shareholder contributions.
    - The number of employees is the average workforce at 31 December of each year, on a full-time equivalent basis, for the entire scope of consolidation of the Group.
    - "Tangible Assets other than Cash and Cash Equivalents" does not include liquid assets or goodwill; nor does this column record the concession assets if they are carried as financial assets or as intangible assets.

The following should be noted in relation to the data recorded in the "Country-by-Country Reporting" table:

- Argentina: The effective tax rate is lower than the nominal tax rate, primarily owing to the fact that various accounting impacts (restatement of the concession financial assets) have no tax impact.
- Brazil: The effective tax rate is higher than the nominal rate, primarily because there is no tax consolidation in Brazil and the tax losses generated in the year or in previous years by some Group companies in Brazil (federal toll roads and Arteris) can therefore not be set off against the tax profits generated by other companies in the same group (State toll roads).
- Chile: The effective rate is slightly below the nominal rate due mainly to differences between accounting and tax treatments of revenue (no tax until revenue accrued is actually received).
- Spain: The Profit/(Loss) before tax included in this table records larger losses than in the consolidated accounting statements, primarily due to the inclusion of impairment losses on shareholdings (an item that is not eliminated for the purposes of this table) and also to the write-off of goodwill on the merger of Abertis Infraestructuras, S.A. with Abertis Participaciones S.A. Neither of those two items is tax deductible. Stripping out those two effects would bring the effective tax accrued in Spain close to the nominal rate. Also, the tax paid is negative in Spain as a result of the Income Tax refund obtained in 2021 for fiscal 2019 and 2020, mainly associated with the advance Income Tax payments made in those years.
- France: The effective rate is slightly lower than the nominal rate due to application under French tax law of a partial exemption (of 88%) for capital gains obtained on the sale of the shareholding in the French company Alienor.
- India: The effective tax rate is lower than the nominal rate because income according to local GAAP is lower than income under international standards due to different accounting treatment of amortisation of intangible assets. In addition, losses brought forward from previous years were applied.

- Italy: The Profit/(Loss) before tax included in this table records larger losses than in the consolidated financial statements, mainly due to the inclusion of impairment losses on shareholdings, which are not tax deductible. Eliminating this effect brings the effective tax rate accrued close to the nominal rate. The taxes paid were lower than would be borne on the income obtained in 2021, because at the closing date interim advance payments of this tax had been made based on the previous year's net income, which was lower than the figure for 2021.
- Mexico: The effective tax rate is lower than the nominal rate due to the existence of tax losses, mainly, in the company Red de Carreteras de Occidente (RCO).
- Puerto Rico: The main reason for the difference with respect to the nominal rate is the application of accelerated tax amortisation of intangible assets by the company Metropistas.
- Other countries: The rest of the countries did not report significant deviations or the amounts involved were not material.

# 8.2 Methodology for Preparing the Taxonomy KPIs

According to the analysis performed and the foregoing points of this document, the taxonomy-eligibility may be summarised as follows:

- Climate change mitigation: motorway activities are eligible for this environmental objective.
- Climate change adaptation: motorway activities are eligible for this environmental objective.

Starting with this identification of eligible activities, and based on the formal accounting and consolidation procedures that exist in the organisation for preparing the Abertis Group Consolidated Financial Statements, the various economic indicators detailed in the Taxonomy Regulation and associated with said eligibility have been calculated and elaborated. The scope of the data encompasses all subsidiaries and countries that form part of the consolidated Group financial statements, which included activities in Europe as well as in the Americas and India.

The procedures and departments involved in the Group's financial reporting are detailed in the in the "About this Report" chapter of the Directors' Report.

The departments involved in preparing the economic indicators linked to the Taxonomy Regulation eligibility percentage are the Institutional Relations, Communication and Sustainability and Planning and Control areas of the corporation. As work continues on the methodological developments of the KPIs are expected, further changes are possible.

The data gathering and management systems have been integrated into the accounting systems that exist in the organisation for preparing the Group's Consolidated Financial Statements. Starting with the itemised data extracted from those computer systems once the annual accounting consolidated was closed, the data was separate according to the two activities of the organisation in a specific calculation document that has been reviewed internally and externally by the external assurance teams involved in the annual review of the organisation's financial and non-financial reporting. Given that the activities carried on by the organisation and those performed by the Group corporations and each business unit are formally segregated in the organisation's accounting systems, no specific revenue, expense and investment distribution criteria have had to be applied to each of the activities carried on by the organisation, thereby eliminating the potential risk of double accounting.

The activities of Mobility Services, of the holding corporations for the different business units and of the central offices of the organisation have not been included in the eligibility calculation as those activities are not considered eligible according to the EU Regulation.

### Total eligible revenue volume indicator

The consolidated Group's total revenue as presented in the Consolidated Financial Statements was taken and divided up between the organisation's two core activities (motorways and mobility services), as well as the revenue associated with the holding corporations of the business units and of the Group. Given that the nature of the revenues does not affect the segregation by activity and there are no revenues that form part of both activities, it was not necessary to make a specific estimate to obtain the indicator tied to the percentage of eligible revenue.

In addition to this segregation by activities, revenue relating to works executed for Abertis' benefit under the concession agreements signed with government administrations have not been included. Those works are considered part of new capital expenditure for the year, but Abertis is obliged by an accounting requirement of the Spanish securities exchange authority CNMV to allocate the revenue and expense, with a minimum impact on the Group statement of profit and loss. There has also been excluded the revenue from a specific fee that is collected from users for the account of the Italian government and which Abertis pays to that government.

### Eligible operating expenses indicator

The consolidated Group's total operating expenses presented in the Consolidated Financial Statements in accordance with IFRS were taken and divided up between the two core activities of the organisation, as were the expenses associated with the holding corporations of the business units and of the Group. Given that the nature of the expenses does not affect the segregation by activity and there are no expenses that form part of both activities, it was not necessary to make a specific estimate to obtain the indicator tied to the percentage of eligible operating expenses.

After the separation, the items detailed in the taxonomy regulation as eligible operating expenses were identified, namely: uncapitalised direct costs relating to research and development, building refurbishment measures, short-term leases, maintenance and repairs, and all expenses associated with the concession agreements that form part of the organisation's asset base.

Wages and salaries have been excluded in their entirety as there is no formal procedure that allows an exact separation of the wages and salaries that may be considered eligible under the regulation (analysis in progress). Fees were likewise excluded. Similarly, neither the numerator nor the denominator include revenues and expenses relating to works executed for the benefit of Abertis under the concession agreements with the government administrations. Those works are considered part of new capital expenditure for the year, but Abertis is obliged by an accounting requirement of the Spanish securities authority CNMV to allocate the revenue and expense, with a minimum impact on the Group statement of profit and loss.

### Eligible capital expenditure indicator

The consolidated Group new capital expenditure recorded according to the accounting criterion and presented in the Consolidated Financial Statements in accordance with IFRS was taken and divided between the two core activities of the organisation, as well as the new capital expenditure executed by the holding corporations of the business units and of the Group. Given that the nature of the capital expenditure does not affect the segregation by activity and there is no capital expenditure that forms part of both activities, it was not necessary to make a specific estimate to obtain the indicator tied to the percentage of eligible new capital expenditure.

After this separation, the items detailed in the taxonomy regulation as eligible capital expenditure have been identified, namely: capital expenditure relating to property, plant and equipment, to intangible assets and to property, plant and equipment in the course of construction. Given that for the motorways activity, the concession agreements are considered intangible assets, all new capital expenditure for those assets has been included.

The new capital expenditure in works relating to the revenue related to works executed for Abertis' benefit, and new expenditure in respect of works relating to the specific IFRIC 12 provision have been included in the case of motorways.

# 8.3 Systems of Internal Control and Risk Management Relating to Financial Reporting (ICFR system)

There follows a description of the mechanisms comprising the Abertis Group's systems of internal control and risk management relating to financial reporting (ICFR system).

## 8.3.1 The Entity's Control Environment

Bodies in the entity responsible for the existence and maintenance of a suitable, effective ICFR system; for its implementation; and for its internal control 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 to provide reasonable assurances as to the reliability of the financial information reported to 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 financial reporting (Article 4 of the Board Regulations) and ensuring that its ICFR system is adequate and effective.
- In accordance with the Board Regulations and Legislative Royal Decree 1/2010 of 2 July approving the consolidated text of the Spanish Limited Liability Companies Law (Ley de Sociedades de Capital), 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 and the preparation of the Directors' report, which will include, where appropriate, review of the Group's regulated non-financial information, reviewing correct compliance with the legislation in force and application of 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 can 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 the Internal Audit Department and Risk 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 the Consolidation and Accounting Legislation Office) 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.

The key elements of the financial reporting process are:

*a)* The departments in charge of designing and reviewing the organisational structure; defining clear lines of responsibility and authority, with an appropriate distribution of tasks and functions; and 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 in organisational charts (organisational structure), the functions handbook and the job descriptions (which set out the assignment, distribution and segregation of functions) and 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 business line 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 detailed organisational charts, the General Planning and Control Department and the General Finance Department (through the Consolidation and Accounting Legislation Office) issues manuals, internal policies and instructions, which are included in the Group's unified reporting manual and establish the specific guidelines and responsibilities at each close (closing 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 Group's consolidated reporting.
- "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.

b) Code of conduct, its approving body, dissemination and instruction, principles and values covered, 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 companies.

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 rigour, appropriate use and protection of company assets, guarantee of equal opportunities, non-discrimination of people and no reprisals against good faith reports 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 gives a true and fair view of its economic, financial and equity position, in accordance with the applicable generally accepted accounting principles and 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 on 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 policies.

c) Whistleblowing Channel

For reporting the commission of any irregularities of a financial or accounting nature, as well as breaches of the code of conduct and irregular activities within the organisation, guaranteeing, in all cases, traceability, completeness, confidentiality and no reprisals in the handling of the complaints.

d) Ethics Channel

The Ethics 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.

e) Training and periodic refresher courses for personnel involved in preparing and reviewing financial information or evaluating the ICFR system. The training addresses, 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 matters considered of key 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 and to the People area's strategy.

Abertis also considers that comprehensive, up-to-date training in relation to accounting rules and standards for financial reporting and capital market, tax and internal control regulations is necessary for ensuring that 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 the Consolidation and Accounting Legislation Office) 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 the Consolidation and Accounting Legislation Office.

Once the training needs 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 2021 Abertis provided training by external experts and in-house training sessions for personnel involved in preparing and reviewing financial reporting at corporate and subsidiary level. Training in 2021 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 information, 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 2021 specific training was provided in the following areas:

- Accounting training and instruction on the new corporate chart of accounts and reporting model provided by the Consolidation and Accounting Legislation Office.
- Tax courses given by the Corporate Tax Department, in particular, on the latest tax developments in 2021 in the main countries in which Abertis has a presence and international taxation.
- Courses given by the Compliance Department, specifically:
  - Online training, as part of the "California" project, on integrity on the job
  - Online training, as part of the "California" project, on the prevention of corruption
- Legal alerts prepared by the Legal Advisory Department on the latest legislative developments applicable to Group companies.

In addition, the Consolidation and Accounting Legislation Office has subscriptions to various accounting and finance publications and magazines, as well as to the IASB website, which sends regular updates and newsletters that are analysed to ensure they are taken into account in Abertis' financial reporting.

## 8.3.2. Assessment of Financial Reporting Risks

The main features of the risk identification process, including risks of error or fraud, are detailed taking the following points into account:

a) 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 defined its Internal Control over Financial Reporting (ICFR) system model, which has been evolving to date.

The aforementioned model is documented in the "Policy for identification of risk of error in the Abertis Group's financial reporting" ("Risk Identification Policy"), which describes the process for identifying significant risks of misstatement of the consolidated financial statements due to fraud or error. The risk identification process is performed at least once yearly.

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 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 financial reporting error is performed and documented each year by the General Finance Department (through the Consolidation and Accounting Legislation Office) and the General Planning and Control Department.

b) Whether the process covers all financial reporting objectives (existence and occurrence; completeness; valuation; presentation, disclosure and comparability; and rights and obligations) and is updated and how frequently.

The Risk Identification Policy stipulates that, after being identified, risks be 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:

- General risks
- Risks relating to appropriate recognition of the Group's specific transactions
- Significant transactions
- Judgements and estimates
- Lack of familiarity with agreements/contracts
- Activities outsourced to third parties
- Risks relating to the financial reporting process
- 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 other more qualitative factors) and to the Group companies within the scope of the ICFR system.

c) 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.

d) Whether the process addresses other types of risk (operational, technological, financial, legal, reputational, environmental, etc.) insofar as they may affect the financial statements.

In order to identify all those possible strategic risks, Abertis draws up a yearly risks map identifying and classifying all those risks capable of having significant impact on the business. That analysis has not identified any risk that could affect the preparation of the Group's statements.

e) Which of the entity's governing body oversees the process.

As mentioned above in point 1.1, the ACC is responsible for oversight of the internal control and risk management system with the support of Internal Audit.

## 8.3.3. Control Activities

The internal control activities and procedures carried out by the Group and their salient features are as follows:

### Procedures for reviewing and authorising financial information and the description of the ICFR system as well as documentation describing the flows of activities and controls.

The Group's "Review, authorisation and supervision of financial reporting policy" establishes, inter alia, the scope (periodic regulated financial reporting and those responsible for the reporting) and the review procedures of the ACC, which include reading and analysing 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 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 ICFR system 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 Consolidated Directors' Report.

The individual 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 risks 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 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 affected headings of the financial statements, as well as the companies affected (see section 8.3.2).

With respect 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 the recoverability of investments, recognition of income taxes or correct presentation of financial instruments and of financing transactions of the Abertis Group. Abertis performs an annual review of the matrices to ensure they are properly maintained.

The Group has descriptive corporate documents 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 CEO. 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.

*"Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails."*

### Internal control policies and procedures for IT systems giving support to key company processes in relation to the preparation and publication of financial information.

The Group uses IT systems to ensure proper recognition and control of its transactions. The correct functioning of those systems is therefore a key element of particular importance to the Group. It has implemented standardised accounting and reporting systems at the majority of the Group companies.

Accordingly, as part of process of identifying risks of error in financial reporting, 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 with the different Group companies.

The systems and applications include, inter alia, both complex applications 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 to ensure 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, there are documented policies on 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.

### Internal control policies and procedures for supervising the management of activities outsourced to third parties, as well as the assessment, calculation and measurement of activities entrusted to independent experts which may have a material impact on the financial statements.

Since 2015 some Abertis Group companies in Spain have outsourced certain activities associated with economic and personnel management. In this connection, risk control and management mechanisms have been established with the supplier to ensure the completeness and reliability of the financial information obtained 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 after the work of those experts has been completed 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 their engagement and the 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 its financial reporting.

## 8.3.4. Reporting and Communication

There follows a description of the main reporting and communication features of the ICFR system.

There is a specific role responsible for defining accounting policies and keeping them up to date, resolving doubts or disputes over their interpretation and for creating and an accounting policies manual and keeping it updated.

The role is also responsible for updating the accounting policies manual and disseminating it to the operating units. This responsibility rests with the Consolidation and Accounting Legislation Office (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 updating the accounting information Reporting Package to be received from subsidiaries

The duties of the Consolidation and Accounting Legislation Office 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 8.3.1, 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 the Consolidation and Accounting Legislation Office 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 on the Accounting Legislation portal and Corporate Management Control portal on the Group intranet. No significant amendments were made in 2021 that might affect the consolidated financial reporting for the year.

Moreover, on a half-yearly basis the Consolidation and Accounting Legislation Office issues an information memorandum on the EU-IFRSs describing 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.

Mechanisms for the capture and preparation of standard-format financial information, which are applied and used in all units within the entity 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 accounting recognition of transactions and for preparing 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 8.3.3.

Also, each of the subsidiaries is responsible for preparing the monthly reporting and uploading it to the reporting and corporate consolidation system (SAP BPC). The monthly reporting 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 reporting of "Additional Information – Financial Statements 2021") signed by the General Management of each of the subsidiaries are received. This includes 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 uniform reporting thanks to 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 on the processes and dates and full information on how to complete the reporting. It must be adhered to by all the Group companies.

## 8.3.5. Oversight of System Operation

The ICFR system monitoring activities performed by the audit committee and those carried on by internal audit in its role of monitoring the internal control system, including ICFR. They are as follows:

During 2021 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 the financial reporting.
- 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 Consolidated Directors' 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 transactions and corporate and support activities
- Transparency and completeness of 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 according to 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 companies classification.

*"Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails."*

In connection with the financial information and the general IFRC model, a review was performed in 2021 of the functioning of the controls over significant transactions, judgements and estimates and financial reporting. 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 2021, which were submitted to the ACC, no weaknesses were detected which might have a material impact on the Group's financial reporting for 2021, as the corrective measures required to resolve other potential weaknesses in the future had been implemented.

Also, the external auditor, as mentioned in section 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.

Discussion procedure whereby the statutory 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.

As indicated above in section 8.3.3, the "Review, authorisation and supervision of financial reporting policy" establishes the ACC's review procedure which includes the following:

- Meetings with those responsible for the financial reporting (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.

### 8.3.6 Other Relevant Information

No additional aspects were identified for disclosure.

### 8.3.7. External Auditor's Report

The external auditor reviewed Abertis' ICFR information for 2021 in accordance with the generally accepted professional standards that apply in Spain to professional engagements for agreed procedures, in particular the Guide published by the Spanish Institute of Certified Public Accountants (Instituto de Censores Jurados de Cuentas) on "Engagements to perform agreed procedures on financial information".

## 8.4 Systems of Internal Control and Risk Management Relating to Non-Financial Reporting (ICNFR system)

Abertis has a set of mechanisms that comprise its internal control and risk management systems over its non-financial reporting (ICNFR system) included in the organisation's Directors' Report and in the Appendix on Follow-up of the CSR Master Plan. Those mechanisms are designed to provide limited assurance with regard to its non-financial reporting, given that at the present time the ICNFR system has not ye been formalised.

The application and development of those mechanism are part of the non-financial reporting process. Its core elements are described below.

## 8.4.1 Materiality of the Information

Abertis performs a yearly materiality analysis to identify the main environmental, social and governance (ESG) impacts of the organisation's activity. The analysis is based on national and international standards and on recommendations issued by different analysts that evaluate the organisation's ESG performance and is documented taking into account the methodological recommendations of those standards.

The materiality analysis enables Abertis to identify the ESG aspects that are material for the organisation and which, as such, must be considered within the scope of its management areas and accountability. The results of the annual update of the materiality analysis are approved by the highest governing body of the Group and published in the Appendix on Follow-up of the CSR Master Plan. If new material aspects are detected for which no information has been compiled, new indicators are devised to be measured in the following years.

## 8.4.2 Reporting Framework

The non-financial reporting standards used are based on international benchmarks such as the legal frameworks in place in each of the countries where the organisation operates. Those standards are amply detailed in the Appendix on Follow-up of the CSR Master Plan and include:

- The Sustainability Accounting Standards of the Global Reporting Initiative organisation, in the 2016, 2018, 2019 and 2020 versions, for Comprehensive conformity.
- Policy for preparing the United Nations Global Compact Communication of Progress (CoP).
- The Accountability stakeholder engagement principles and the associated assurance standard (AA1000AS).
- The United Nations Sustainable Development Goals (SDGs).
- The Spanish Non-Financial Reporting Law (Ley de Información No financiera Española).
- The European Commission Environmental Taxonomy Regulation.

It bears noting that these standards give general guidance on preparing and reporting non-financial information, as well as specific descriptions of the contents to disclose and guidance on how to compile and calculate said contents.

These standards likewise require the addition of specific methodologies for calculating certain indicators, especially those relating to the carbon footprint. The carbon footprint is calculated by reference to the ISO 14064:1-2012 standard, 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), in addition to the specific indications of the applicable legal frameworks, such as the Spanish Non-Financial Reporting Law in Spain and the methodological framework for calculating carbon footprints in France. All changes made each year that affect those calculations are disclosed in the Appendix on Follow-up of the CSR Master Plan and in the questionnaire of the Carbon Disclosure Project, in which the organisation participates each year.

## 8.4.3 Compiling and Calculating the Information

The information required for non-financial reporting is gathered and compiled from a diversity of sources. The internal sources provide data already compiled and calculated by different areas of the organisation. Said data are supplemented with a procedure for gathering non-financial information that is carried out with a specific technological tool. The aim has always been to avoid redundant reporting to ensure the utmost efficiency in the processes and avoid errors in the data compiled.

This technological tool has a specific manual of non-financial indicators that describes and details the procedure to be followed to complete both the qualitative and quantitative data requested in the technological tool and is revised annually. In addition, the technological tool has two user profiles, one for the contributor who is responsible for entering the data, the associated supporting documents and comments on variations in the data, and the other is the profile for the validator, who is responsible for checking and validating the information entered by the contributors.

All information is complied at the subsidiary level, ensuring data granularity, so that anomalous variations can be spotted. The technological tool also allows the inclusion of consistency controls, which based on the historical information available signal when significant data variations require review or a detailed explanation of their causes.

There are two data-gathering campaigns during the year, one in October, covering data for the first three quarters of the year and which contains qualitative and quantitative information, and a second campaign in December and early January for the year as a whole, and which mainly involves quantitative information.

In addition to these data-gathering campaigns, specific requests for data are made to the business units, specific data are included on the composition of their templates in "Forms" system for compiling financial information and the data relating to the Group's social projects are systematised and managed using another specific technological tool that allows the sponsored projects and their impact to be monitored.

Once all the information has been gathered, it is automatically consolidated by the technological tool and all the data are analysed to check for any anomalous variations. Where such variations are detected, specific inquiries are made to clarify the causes and thus be able to identify data contribution errors. The process is documented to allow possible areas of improvements to be identified for the ensuring rounds of reporting.

## 8.4 Perimeter and Scope of the Reporting

The aim is for the perimeter and scope of non-financial reporting to take in 100% of the organisation's revenue in accordance with the financial consolidation criteria (control capacity), although the variable composition of the Group's subsidiaries and certain limitations on their accounting capacity have not yet allowed that percentage to be reached. The objective is to bring the new subsidiaries into the non-financial reporting system and process after having included them in the materiality analysis and the corporate management systems.

The perimeter of the non-financial reporting is the same for all of the non-financial information compiled and presented. If there is any limitation in that perimeter, it is detailed in the relevant presentation of the non-financial information.

## 8.4.5 Presentation of the Information

The non-financial information is reported on an integrated basis with the Group's Financial Statements and at the same time. The structural presentation of the non-financial information is maintained from year to year to ensure its comparability and traceability between different periods, and, in accordance with the methodological standards referred to above, includes a 2-year historical series, in addition to the data for the reporting year. All of the information is presented segregated by activity and country in order to ensure an itemised analysis of the Group's performance, and not just of its overall performance. Any restatements of data are expressly indicated and the reasons for the restatement are given.

The information on non-financial performance is presented in absolute terms, and specific performance indicators are included with relative aggregates in respect of the organisation's revenue and of the main indicators of its activity, so that the performance can be reported in relative terms tied to the context of the activity while making it possible for different stakeholders to conduct specific analyses.

## 8.4.6 Review and Approval of the Non-Financial Information

The non-financial information prepared annually is reviewed externally by the same audit firm that reviews the financial information, with a limited level of assurance. The indicators that have been reviewed externally are itemised in the Table of GRI Contents that is included in the Appendix on Follow-up of the CSR Master Plan. The approval of the non-financial information is given by the organisation's Board of Directors together with its approval of the financial information.

## 8.4.7 Departments Involved

The Institutional Relations, Communication and Sustainability area of the corporation is responsible for coordinating the non-financial reporting, including performing the materiality analysis, compiling, calculating and preparing the non-financial information and its presentation, and coordinating its review.

Also playing an active part in this process are the People, Technical, Planning and Control, Compliance, Legal, Corporate Governance, Risk Management and Tax areas in everything involving the data gathered and managed by other corporate areas.

Lastly, all the data are provided by the counterpart areas of the different business units, which decide the reporting method that best fits their management model and, on that basis, define the contributors and validators of all the non-financial information requested.

Similarly, the persons responsible for sustainability coordination in each business unit are tasked with coordinating the entire process, as well as with providing the support needed in the external review phase and identifying the main limitations that arise in order to prepare the next round of reporting. Once the process of preparing the Directors' Report and Appendix on Follow-up of the CSRMP has been completed, a specific work session is held in each business unit to compare the difficulties encountered and specify the needed actions, which include specific training for the data compilation technological tool, modifications of the manual of indicators and any other recommendation obtained in the external review process or from the business units themselves.

The entire ICNFR system is applied within the organisation's general operating framework, which includes controls such as the risk identification systems and corporate compliance model, together with formal procedures such as the Code of Ethics and the Corporate Social Responsibility Policy. These general controls and procedures help identify and report poor or improper practices in the compilation and reporting of the non-financial information presented in the organisation's Financial Statements.

## 8.4.8 Main Risks

The complexity associated with the sheer volume of information involved in non-financial reporting, and the diversity of the data compilation procedures and standards, and of their management, means that there is a great diversity of risks, primarily the following ones:

- The non-financial information compiled and presented is complete unless the business units indicate otherwise. There may be areas in which certain aspects are not being measured, so the quality of the non-financial information compiled improves as the rounds of compilation, analysis, verification and presentation are repeated.
- The calculation methodologies are complex and vary over time: This is particularly important for the carbon footprint calculation, especially as refers to scope 3 emissions. This is a very broad scope (spanning a total of 15 categories) and its relevance evolves over time. Advances in identifying the degree of relevance of those categories, and the increase in the comprehensiveness of the calculations, going from sources of economic data to direct data sources, will influence the final footprint. Hence the fundamental importance of the information's traceability and comparability by means of additional disclosures such as the Carbon Disclosure Project questionnaire and the itemisation of the methodological changes described in corresponding sections of the Appendix on Follow-up of the CSR Master Plan.

- Existing management systems do not contemplate all aspects required for the reporting: There are published data that relate to the legal requirements, but not as much to specific management aspects relating to the organisation's impacts. Similarly, not all material aspects are covered by specific management systems, and not all management systems have the same level of maturity, as the information gathered and reported is intended to enhance transparency and accountability. As specific management systems for ESG aspects are implemented, the quality of the information gathered and reported will increase.

As a result, the completeness and reliability of non-financial reporting is not at present equal to that of financial reporting, although the organisation is working to ensure that in the medium term both types of reporting have uniform control systems that ensure a common level of rigour to allow stakeholders to analyse the organisation's performance with the same level of confidence.

# 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 2021.

# 10

# Outlook

## Foreseeable Developments

In 2022 work is expected to continue on implementing Abertis' 3-year Plan for 2022-24, focusing on the creation of value on the basis of three pillars, namely:

### Growth Platform

Abertis' goal is to consolidate its position as leading operator in the countries where it is present and it expects to be able to participate and grow with new projects and/or concessions, as well as to expand existing concessions in exchange for new investments.

The Group will continue channelling its energies into international growth by searching for new opportunities to acquire assets, especially in its traditional markets (Europe and North America).

In 2022 Abertis plans to continue working to maintain a solid, optimised financial structure with long average life on its debt and minimisation of its exposure to financial risks.

### Operational Excellence

The Group will focus on several objectives, such as progressive adaptation of our infrastructures to the new needs of government administrations and users; transitioning from traditional tolls to free-flow systems; developing ITS technology that allows real-time information on the state of our roads; achieving sustainability goals through initiatives such as electrification of the vehicle fleet, reviewing and improving waste management practices and promoting alternative energy efficiency; and providing new services that create value for our customers.

All of this while continuing to work to the mitigate the inherent risks of our business and improving the resilience of our companies type, through plans focused on crisis management, business continuity, cybersecurity and sustainability.

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 3-year period from 2022 to 2024, which focuses on improving EBITDA by optimising operating expenses, staff costs and revenue.

### Sustainability and Innovation

The specific inclusion of environmental, social and governance considerations in the Abertis 3-year Plan and the prioritisation and setting of short-term goals tied to the new Sustainability Strategy for 2022-30 have taken a major initial step with the definition of the ESG Plan for 2022-24, which will help shape budget allocations and ensure the efficiency of the actions to be implemented in relation to the achievement of Abertis' strategic sustainability objectives.

The ESG Plan defined for 2022-24 thus prioritises actions linked to the decarbonisation, circular economy, road safety, occupational safety, gender equality and cybersecurity goals, while buttressing the foundations required to ensure steady progress toward the rest of the goals of the 2022-30 Sustainability Strategy. Of note in this regard are the actions focused on evaluating and auditing critical suppliers, sustainability training for a large part of the personnel, the establishment of environmental management systems and due diligence procedures on human rights matters, the development of a specific methodology for measuring and quantifying impacts on biodiversity and the formal linkage of environmental, social and governance goals with remuneration arrangements for executives and middle managers.

All of the Group's business units and the corporate Sustainability, Operations, Planning and Control and Finance areas participated in drawing up the ESG Plan 2022-24. It will be implemented with a specific governance system that involves all functional areas of the Group represented on the Sustainability Committee, together with their counterparts at the business unit level, and a technical office coordinated by the Institutional Relations, Communication and Sustainability area.

The ESG Plan 2022-24 and the new Sustainability Strategy for 2022-30 are presented in detail in the Appendix on Follow-up of the CSR Master Plan accompanying this Directors' Report.

In relation to innovation, we will step up our capital expenditure on initiatives that allow us to better manage our business, prepare road infrastructure for the new challenges of more sustainable and connected mobility in the future and identify new growth opportunities. Abertis will continue strengthening our links to the ecosystem, with ever greater commitment to open and participatory innovation.

In cybersecurity we will continue rolling out the initiatives envisaged in the security programmes, orienting our defence framework to the new threats, deepening the implementation of security measures that protect against ransomware and other forms of attack, adapting our incident-response plans and investing in training all Group employees and associates and raising their awareness of security matters.

The object of the 3-year compliance Plan is the control of business ethics, prevention of corruption and other conducts that could give rise to criminal liability for Group companies and compliance with the national legislation of each business unit as regards (i) the environment, (ii) prevention of occupational hazards, (iii) intellectual and industrial property, (iv) personal and business data and (v) cybersecurity.

The specific objectives for 2022 are to: (i) start implementing corrective actions for Abertis Infraestructuras, S.A. to obtain ISO 37301 certification and (ii) strengthen compliance in the business units.

# ABERTIS INFRAESTRUCTURAS, S.A. AND SUBSIDIARIES

## Appendix to the 2021 Directors' Report
## Follow-up of the CSR Master Plan

abertis
commitment & delivery

*Free translation from the original in Spanish. In the event of discrepancy, the Spanish-language version prevails*

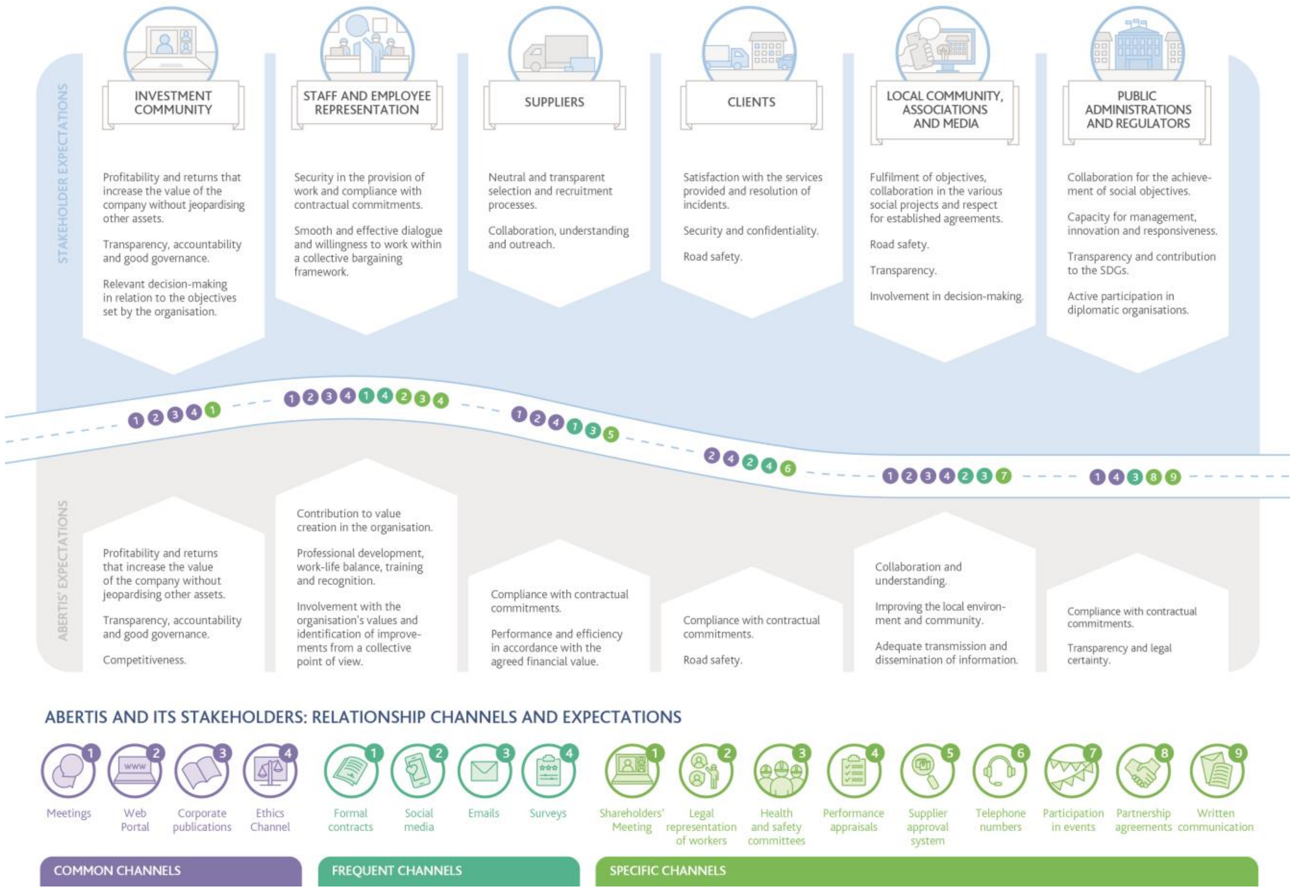
# Contents

# 1

# Stakeholders and Materiality

## Stakeholders

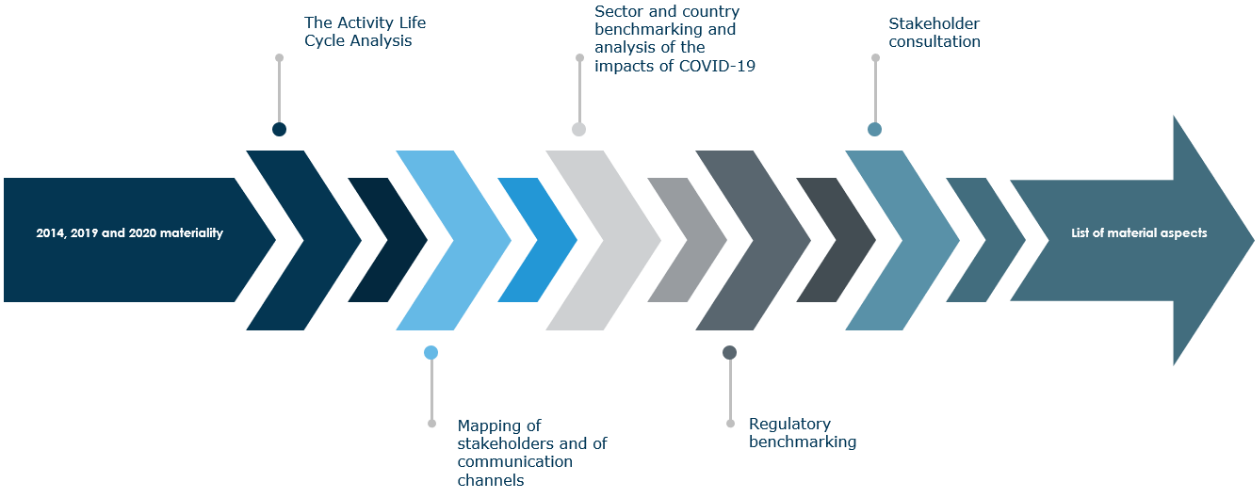
Formalising its stakeholder map and keeping it updated allows Abertis to systematise the basic procedure for identifying groups who affect and are affected by the Group's activities. The stakeholder map is reviewed and expanded each year according to changes made in the scope of the CSR Master Plan. In 2021 new subsidiaries in the Abertis Mobility Services business were added and specific work was done to detect and list all communication and relationship channels existing at present with each of the organisation's stakeholder groups.




There are three main types of communication and relationship channels: common, frequent and specific channels. These channels allow Abertis to identify the expectations of all its stakeholders in order to bear them in mind when defining the strategic actions to manage those expectations and the associated impacts. The specific consultation of stakeholders planned for this year has been postponed due to the conclusion of the CSR Master Plan and the definition of a new governance structure attuned to environmental, social and governance issues, which will directly influence the approach and specific methodology for identifying the expectations of the various stakeholders.

# Materiality

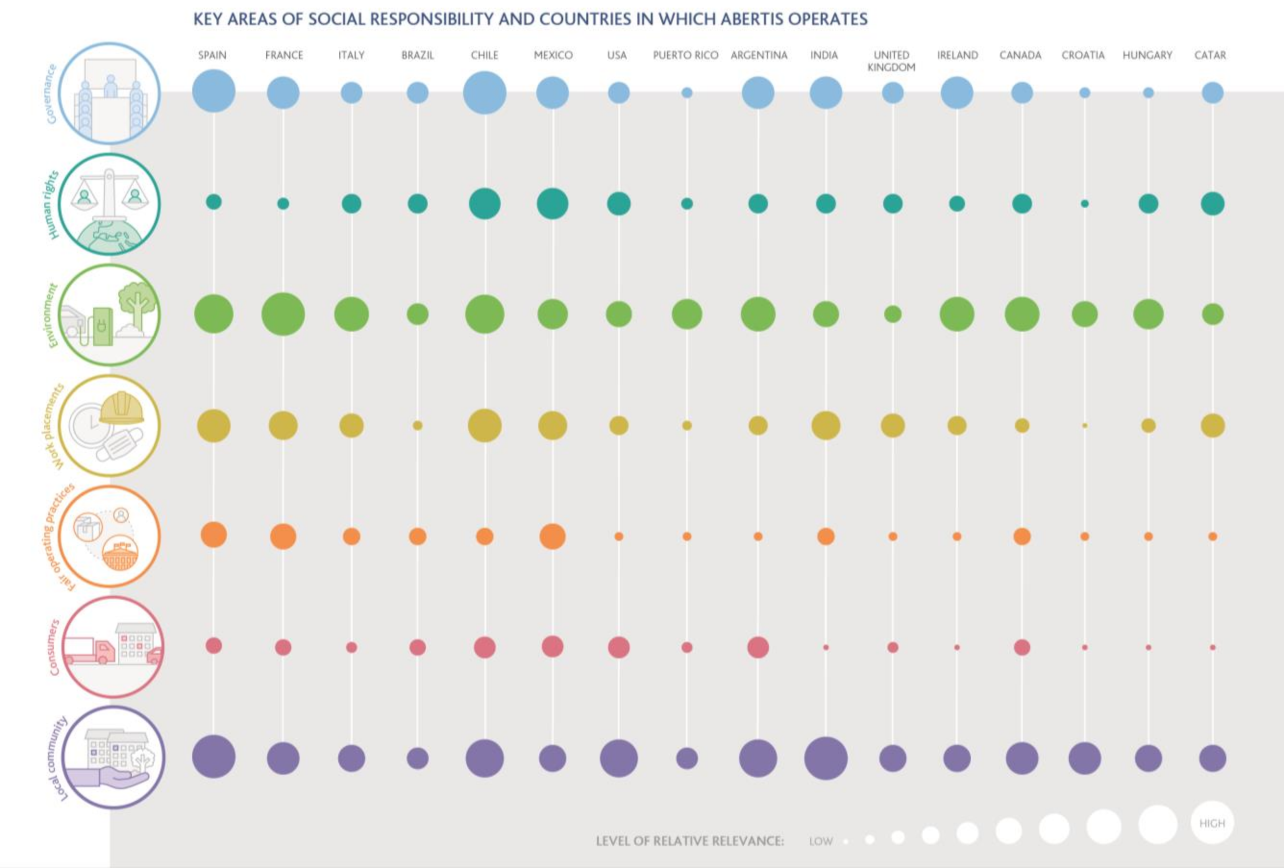
Materiality in Abertis was reviewed and updated in 2021, building on the work done in previous years and carrying out a sector, geographical and regulatory analysis. Given the persistence and rapid spread of the Covid-19 pandemic and its associated 'new normality', for the second year running Covid-19 impacts were present in 2001 and considered in the materiality analysis in order to identify the material issues spawned by this situation and to gauge their influence on the country factor and the sector factor.




At the methodological level, the materiality analysis is based on diverse benchmark international frameworks, management and accountability standards and the applicable internal management benchmarks. In addition, this year the Group's materiality analysis follows the European Commission recommendations on double materiality set out in the guidelines for the Non-Financial Reporting Directive to reflect not just financial materiality, but environmental and social materiality as well, with the aim of harvesting the synergies existing between the two.


The previous lifecycle analysis continues to apply given that the toll-road and Mobility Services activities have undergone no significant changes, although the scope of the work now includes two new countries, United States and Qatar, as a result of the inclusion of the new motorway subsidiary ERC and the Mobility Services activities in Qatar. Some activities, however, were affected by the prolongation during 2021 of the new measures associated with the new normality, such as the closing of borders between countries and shortages of raw materials, the new mobility routines and habits, and the reorganisation and restructuring of the global supply chain, which has had a big impact on infrastructure works and maintenance.

The sector and country benchmarking has been updated, analysing trends and material sustainability issues in peer companies in the sector and the prevailing priorities in each of the countries where the Group operates. The accompanying graphic depicts the relative importance of each fundamental issue of social responsibility according to the ISO 26000 standard in the countries where Abertis operates.




The process of updating the sector and country analysis identified, in 2021, new material aspects such as political and civil rights, environmental regulatory compliance and sustainable consumption both for the toll roads activity and for Mobility Services. In the case of toll roads, issues of development, access to technology and social investment gained in importance.

The analysis conducted in 2020 was completed and updated and extended to the study of the impact of Covid-19 and its associated new normality around the world and in Europe, as well as the microeconomic level, in the countries where Abertis operates and for similar companies in the sector to gauge how it influences in the country factor and in the sector factor. The issues accentuated by the impacts of the Covid-19 crisis are governance, discrimination and vulnerable groups, respect for fundamental labour rights and principles, working conditions and social protection, occupational safety and health, regulatory compliance in the labour arena, environmental questions such as preventing pollution, sustainable use of resources and the fight against climate change, customer safety (hygiene in times of Covid), active participation in the community, and educational, cultural and health issues.

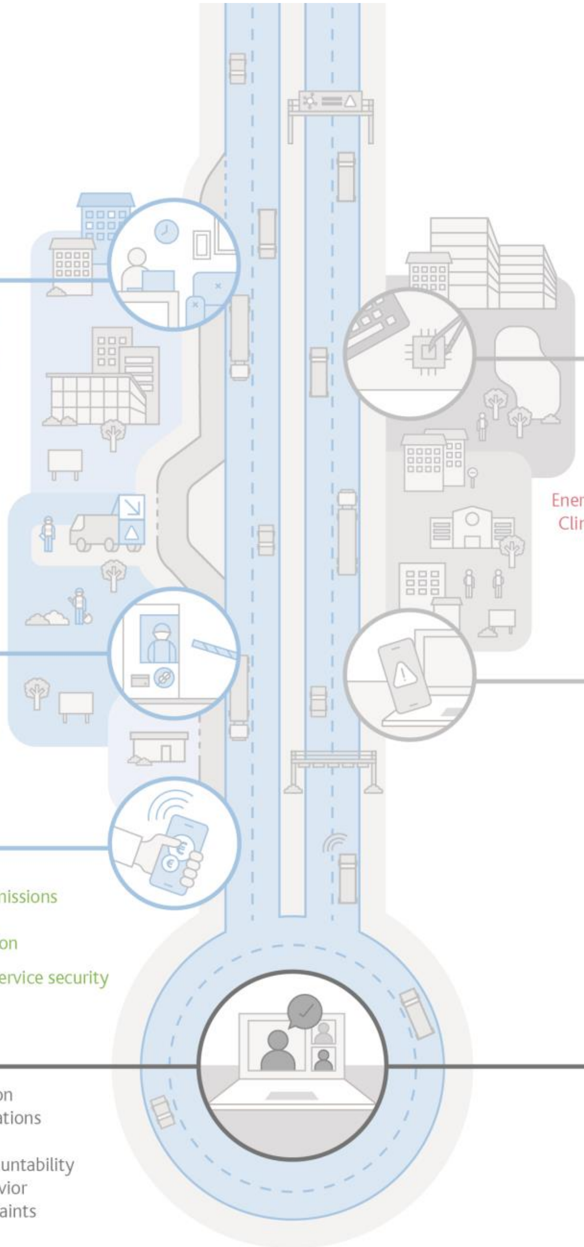
An analysis was also performed of the new external rules regarding the SDG aspects studied, for the activity and the countries where the organisation operates, included in the scope of the materiality analysis, having regard to regulatory advances in Europe during 2021, including the European Regulation on environmental taxonomy and the Spanish law on climate change.

This analysis served as basis for defining the new sustainability strategy for 2022-2030 and has been documented and systematised in the materiality dossier, together with its component appendices. The material aspects identified in previous years continue to hold, and some were strengthened by the situation brought about by the Covid-19 pandemic in 2020, and the new normality that set in during 2021, intensifying the importance of human rights, in which the civil and political rights of citizens are in danger in various countries, with greater control of the supply chain, on the one hand, through due diligence procedures and, on the other, mounting a response to the trend of consumers demanding a more sustainable offering.

## 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

Employment
Professional development
Occupational health and safety
Energy and water consumption
Material consumption
Positive social and environmental criteria

Local purchases
Talent retention
Diversity and equal opportunity
Appraisal of suppliers
Biodiversity
Noise

Occupational health and safety
Material consumption
Energy and water consumption
Climate change and emissions

### CONSTRUCTION AND MAINTENANCE

Material consumption
Energy and water consumption
Climate change and emissions
Occupational health and safety
Waste and waste water

Biodiversity
Restoration of habitats

Occupational health and safety
Material consumption
Energy and water consumption
Climate change and emissions

### USE

Road safety
Climate change and emissions
Local community
Sustainable consumption

User satisfaction and service security

## MOBILITY SERVICES

### DESIGN AND DEVELOPMENT

Employment
Human Rights
Occupational health and safety
Material consumption
Energy and water consumption
Climate change and emissions

Employment
Professional development
Occupational health and safety
Energy and water consumption
Positive social and environmental criteria

Talent retention
Local purchases
Appraisal of suppliers
Diversity and equal opportunity

### IMPLEMENTATION

Road safety
Security and confidentiality
Climate change and emissions
Local community
Sustainable consumption

## CROSS-CUTTING ISSUES

### GOVERNANCE, HUMAN RIGHTS AND STAKEHOLDERS

Human rights
Discrimination and vulnerable groups
Principles and fundamental rights of work
Access to essential services
Social responsibility in the value chain
Civil and political rights

Prevention of corruption
Ethical code and regulations for each country
Transparency and accountability
Anti-competitive behavior
Mechanisms for complaints
Due dilligence

SUSTAINABLE DEVELOPMENT GOALS


*GRI SRS: 102-15, 102-29, 102-44, 102-46, 102-47, 103-1, 303-1, 308-2, 414-2*

# 2

# Strategic Approach

The CSR Master Plan charted in 2015 and scheduled to cover through until 2020 was extended to 2021, while work commenced on preparing and defining a new Sustainability Strategy with the participation of all corporate areas of the Group and on instituting a specific system of governance for environmental, social and governance matters.

The main players involved in coordinating and overseeing the Sustainability Strategy at the corporate level are the Institutional Relations, Communication and Sustainability area, as well as Planning and Control and the Technical area at corporate level. Those areas are the prime movers in the Sustainability Committee set up in 2021. Operational rollout and implementation of the specific actions is the responsibility of the sustainability coordinators in the business units, which during 2022 will implement a formal governance system in step with the establishment of the Sustainability Committee at corporate level. Lastly, approval of the specific objectives and plans of action, and of the non-financial information on the organisation's performance, falls to the Board of Directors as highest body.

Participation in international sustainability benchmarking organisations allows Abertis to consolidate the online knowledge-sharing network. In this connection, during 2021 Abertis continued forming part of the Global Reporting Initiative (GRI) community and of initiatives such as the Carbon Disclosure Project (CDP), two leading sustainability and climate change accountability references.

Also, external evaluations by specialised ESG analysts and agents, with the proactive involvement of Abertis, make an essential contribution to the cycle of continuous improvement and the evaluation of material aspects at the general and sector levels. After assessing Abertis' performance in 2021, Sustainalytics[i] rated Abertis number 30 at the global level and 2nd in the transport infrastructure sector and in the roadways and railways subindustry, a significant upgrade and recognition of the Group's performance. Similarly, in 2021 the MSCI[ii] external ratings agency scored Abertis's performance similarly to the rating given the previous year.

## Completion of the CSR Master Plan

The formal evaluation of the CSR Master Plan (CSRMP) which concluded in 2021 has allowed the organisation to identify the objectives that were met as well as those areas where further work is needed. The latter will form the basis for defining the new Sustainability Strategy for 2022-2030. This document is structured around the CSRMP as its centrepiece and contains information on the Group's performance regarding each of the strategic axes and objectives of that plan.

The accompanying figure depicts the CSRMP milestones achieved in relation to climate change, occupational health and safety and local procurement. The priorities that warrant further work include aspects relating to assessment of suppliers, circular economy, natural capital, road safety and equal opportunities. among others, all of which are contemplated and included in the new action plans.

*GRI SRS: 102-11, 102-12, 102-15, 102-20, 102-26, 102-29, 102-31, 103-1, 103-2*


## MAIN MILESTONES RELATED TO THE COMPLETION OF THE 2021 CSRMP

### Good governance, transparency and accountability

**Consolidation of the code of ethics and associated whistleblower system**

**85.4%** of complaints managed in 2021 have been **resolved**.

**Implementation of a Group-wide compliance model with high stakeholder involvement**

Moving forward towards the certification of the **corruption prevention** system according to ISO 37001.

**Progressive integration of all new acquisitions into the organisational culture systems**

Annual update of the **materiality analysis**.

**INF coverage:**

**99.4%** Group turnover.

**98.8%** of the workforce at 31 December.

### Eco-efficiency

**Reduction of Scope 1 and Scope 2 tonnes of $CO_2$ per million euros of turnover**

**↓17.3%** $CO_2$ emissions compared to 2015.

**Consolidation of electronic tolling as a payment system**

**70.9%** of transactions have been via electronic tolls.

**Implementation of construction waste recovery systems**

**64.7%** of the waste generated has been recovered.

**Critical suppliers evaluation related to sustainability**

**14.1%** of critical suppliers evaluated.

### Integrating into the community

**Contributions to the local community. Aggregation of projects and euros earmarked**

**261** social action projects and initiatives and sponsorships.

**€3.9 M** social investments. **44.7%** are related to long-term social investments.

**Consolidation of local procurement as a standard operating procedure**

**90.5%** of total purchases has involved local suppliers.

**Environmental liability recovery**

**286,321** plant species have been replanted.

**Collaboration with UNESCO for the Centre for Mediterranean Biosphere Reserves**

Approved in the Council of Ministers the renewal of the agreement with UNESCO after the success of the actions carried out.

### Safety and quality

**Reducing road accident and fatality rates**

Variation versus 2015:

**↓0.6%** Accident rate

**↓3.7%** Global fatality index

**Road safety is consolidated as one of the strategic priorities of the Group**

Operational actions, campaigns and implementation of specific management systems (road safety and accident management).

Participation in the UN Road Safety Working Group.

**Reduction of occupational accidents of direct workers**

Variation versus 2015:

**↓41.4%** Incident rate

**↓43.1%** Frequency rate

**Consolidating the presence of women in management and leadership positions**

**30.5%** women in leadership positions

**22.0%** women in management positions

# Sustainability Committee

The Abertis Sustainability Committee was set up in April 2021 with representatives from all of the organisation's corporate areas. Its purpose is to ensure a holistic approach to implementing and managing ESG issues and actions in the Group's activity.

The prime objectives of the Sustainability Committee include:

- Lead the transformation needed to ensure that ESG and sustainability concerns are integrated into all of the organisation's activity.
- Conduct specific monitoring of the organisation's Sustainability Strategy, and of the associated action plans, and detect the corrective measures that must be implemented to ensure achievement of the objectives.
- Supervise and evaluate the execution of the projects relating to the different sustainability goals and report to the CEO on the general sustainability policy, objectives and programmes.

The Sustainability Committee met a total of seven times during 2021, with average attendance of 18 persons representing all corporate areas of the Group, in addition to the CEO. It is expected to continue meeting every two months in 2022, with increased active participation from the different corporate areas.

The topics addressed at the Sustainability Committee meetings included the main legislative developments during the year concerning sustainability issues, with the active participation of the Legal area; status reports and updates on the various projects underway, most notably the identification and formal evaluation by the corporate Risks area of the risks and opportunities associated with climate change; development of the new Sustainability Strategy and the associated first ESG Plan, led by the Planning and Control area; and the rollout of a new global suppliers ESG scoring model, led by the Purchasing area. The meetings also discussed the results of the various external assurance reviews in which the organisation participates, updates of the materiality analysis, the conclusion of Abertis' participation in the United Nations' SDG Ambition project and the formalisation of new greenhouse gas emissions reduction targets aligned with scientific advances, in addition to non-financial reporting and accountability.

# Sustainability Strategy 2022-2030


During 2021 a new Sustainability Strategy for the period 2022-2030 was formally prepared, along with a new procedure for its implementation based on the approval of 3-year plans that chart intermediate objectives tied to the achievement of the overall targets, the definition of concrete actions in each business unit and their associated budgetary allocations.

The first ESG Plan 2022-2024 was developed on a coordinated basis by the Institutional Relations, Communications and Sustainability, Technical and Planning and Control areas. All business units actively participated in the process, working intensely on identifying the actions needed to achieve the objectives and on quantifying the resources needed to put the proposed actions into practice. This work culminated with the formalisation and approval by the Abertis Board of Directors of the ESG Plan for the period from 2022 to 2024, and the creation of a technical office at the corporate level tasked with coordinating and specifically monitoring the progress of the actions planned in the different business units, as well as with reporting regularly to the Sustainability Committee.

The accompanying chart details the objectives of the ESG Plan for 2022-2024 and of the Sustainability Strategy 2022-2030, structured in strategic axes and goals that correspond to the material aspects of the organisation.

# ESG Plan 2022-2024 and Sustainability Strategy 2022-2030

| Strategic Axis | Strategic Objective | Objectives of the ESG Plan 2022-2024 | Objectives of the Sustainability Strategy 2022-2030 |
|---|---|---|---|
| Good governance, transparency and accountability | Development of an organisational culture based on ethical principles<br>Rejection of all forms of corruption<br>Achieving excellence in good governance | >70% of executive positions and middle management trained in sustainability<br>Variable remuneration schemes for executives and middle managers tied to ESG metrics<br>100% of critical suppliers audited and scored per ESG criteria<br>100% of revenue with a human rights due diligence review system in place | 100% of executive positions and middle management trained in sustainability<br>100% of employees trained in sustainability<br>100% of stakeholders engaged with code of ethics<br>100% of reported breaches of code of ethics investigated<br>Progressive reduction in number of breaches of code of ethics<br>100% of stakeholders engaged in anti-corruption measures<br>100% of critical and strategic suppliers audited and scored per ESG criteria<br>Increase in average ESG score of critical and strategic suppliers<br>Improve degree of compliance with applicable Good Governance Code<br>100% of management bodies of Group companies trained in sustainability<br>Implementation of a procedure for evaluating the Board of Directors of the Group<br>100% of complaints processed<br>Human Rights and ESG due diligence procedures implemented in processes of analysing potential new acquisitions |
| Eco-efficiency | Reduction in the carbon footprint of the organisation and its activities<br>Development of products and services with positive environmental and social criteria<br>Circular economy innovation in the value chain of the activity | Reduction in scope 1 and 2 emissions (>25% in 2024 versus 2019)<br>>40% of total electricity consumed from renewable sources<br>Reduction of emissions in purchase of products and services in relation to kms travelled (>10% in 2024 versus 2019)<br>>75% of revenue with environmental management system implemented and certified<br>>50% recycling of waste generated<br>Increase in number of charging stations for electric vehicles on motorways | Reduction in scope 1 and 2 emissions (>50% in 2030 versus 2019)<br>75% of total electricity consumed from renewable sources<br>Reduction of emissions in purchase of products and services in relation to kms travelled (>22% in 2030 versus 2019)<br>100% of critical and strategic suppliers audited and scored per ESG criteria<br>Increase in average ESG score of critical and strategic suppliers<br>100% of revenue with environmental management system implemented and certified (ISO 14001 or equivalent)<br>Maximisation of transactions using Free Flow and electronic tolling systems aligned with local regulatory framework<br>Increase in number of charging stations for electric vehicles on motorways<br>Innovation in improving environmental performance in the provision of the service<br>Increase in percentage of recycled maintenance materials consumed in line with local regulatory frameworks<br>Maximise percentages of waste recycling and recovery<br>Innovation in the use of construction materials with smaller environmental impact in their life cycle |

| Strategic Axis | Strategic Objective | Objectives of the ESG Plan 2022-2024 | Objectives of the Sustainability Strategy 2022-2030 |
|---|---|---|---|
| Integrating into the community | Generating positive synergies with the local community<br>Foster and preserve natural capital | Develop specific methodology for measuring and quantifying impacts on biodiversity | Increase in community-related projects (in number of projects and economic value)<br>Evaluate social impact of community-related projects funded<br>Maintain level of local purchasing<br>100% of complaints processed<br>Foster biodiversity in areas around motorways<br>100% of critical and strategic suppliers audited and scored per ESG criteria<br>Increase in average ESG score of critical and strategic suppliers |
| Safety and quality | Guarantee and foster road safety<br>Guarantee occupational safety and health<br>Foster employment quality<br>Guarantee equal opportunities<br>Quality products and services that generate positive ESG impacts | Reduction of deaths in road traffic accidents in line with the United Nations Decade of Action for Road Safety for 2030<br>Keep frequency rate of direct workers below 10<br>Increase in women in executive and middle management positions<br>Increase in hiring of women executives and middle management positions held by women<br>100% of revenue subject to a formalised cybersecurity policy | Reduction of deaths in road traffic accidents in line with the United Nations Decade of Action for Road Safety for 2030<br>100% of complaints processed<br>Keep frequency rate of direct workers below 7.5<br>Keep frequency rate of indirect workers below 10<br>Reduction of deaths in on-the-job accidents with zero goal<br>100% of critical and strategic suppliers audited and scored per ESG criteria<br>Increase in average ESG score of critical and strategic suppliers<br>Improved talent retention practices<br>Increase in training hours given<br>Analyse and improve job satisfaction<br>1:1 ratio of percentage of women employees to percentage of women in executive positions and middle managers<br>Ensure equal pay throughout the entire organisation<br>Ensure non-discrimination in promotion processes<br>Progressive increase in the presence of employees with functional diversity in the workforce<br>Ensure company's cybersecurity resilience<br>Increase in products and services for specific groups<br>Develop regular road safety and driver education campaigns in local communities and evaluate their social impact |

*GRI SRS: 102-11, 102-29, 103-1, 103-2*

## 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

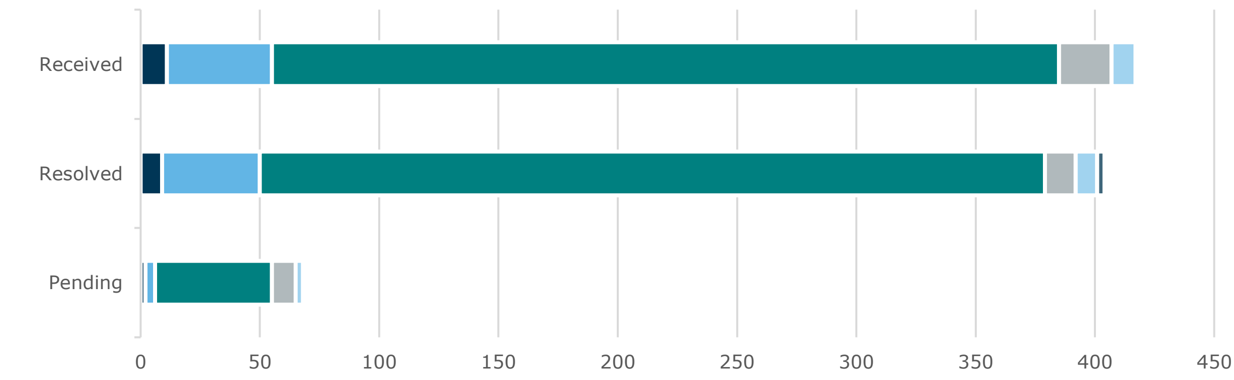
# Axis 1: Good Governance, Transparency and Accountability

## Organisational Culture

The organisation's governance model and the ethics and compliance risk management system, both of which are described in detail in the Directors' Report, contemplate diverse formal mechanisms aimed at consolidating an organisational culture based on ethical guiding principles and values.

The training activities and awareness campaigns focused on ethical values and regulatory compliance place special emphasis on the use of the ethics channel to detect misdeed and internal control weaknesses.

### Total number of complaints handled during the year by country



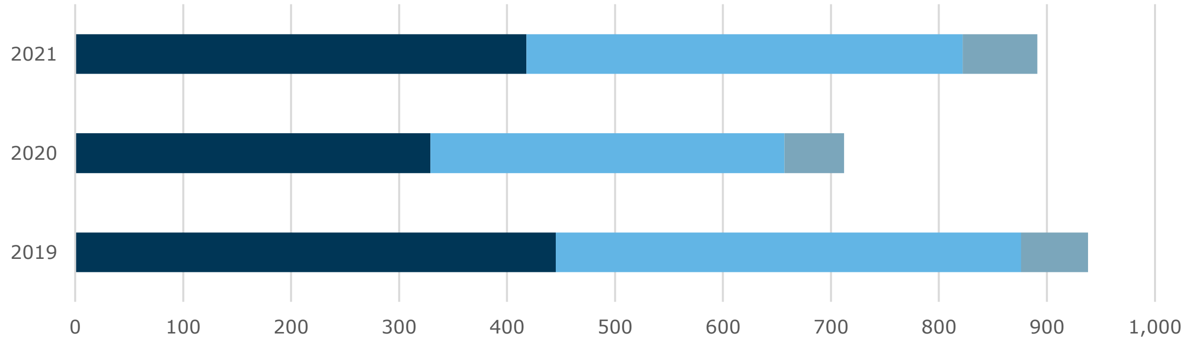

| | Pending | Resolved | Received |
|---|---|---|---|
| Spain | 2 | 9 | 11 |
| France | 4 | 41 | 44 |
| Italy | 0 | 0 | 0 |
| Brazil | 49 | 329 | 330 |
| Chile | 10 | 13 | 22 |
| Mexico | 3 | 9 | 10 |
| Puerto Rico | 1 | 0 | 0 |
| Argentina | 0 | 0 | 0 |
| India | 0 | 3 | 1 |

A total of 418 complaints were received through the ethics channel in 2021, 27.1% more than the previous year, mainly in Brazil, France and Chile, which account for 94.3% of all such reports received.

The Group rules on Ethics and Crime Prevention Committees stipulates a maximum period of 45 workdays for resolving these complaints (save for justified cause otherwise). As a result, not all incidents are resolved in the same year as they are reported and some complaints resolved during the year were from the previous year. During 2021 a total of 473 reports were handled, and 85.4% were resolved, leaving 69 cases pending in Brazil, Chile, France, Mexico, Spain and Puerto Rico.

The change in reports received was not consistent across all business units of the Group. The largest increases were in Chile, Mexico, Brazil and France, while the number of complaints received in Spain and India declined significantly from 2020. No complaints were received in Italy, Argentina and Puerto Rico. The reasons for the reports received varied slightly from the previous year, with the main ones referring to breach of internal policies and occupational health and safety rules (33.3% of the cases opened), psychological harassment (21.8% of reports received), other issues (a total of 11.2%), conflicts of interest (5.0%), improper behaviour (4.8%) and sexual harassment (4.5% of total complaints received).

## Historical trend in reports received and processed



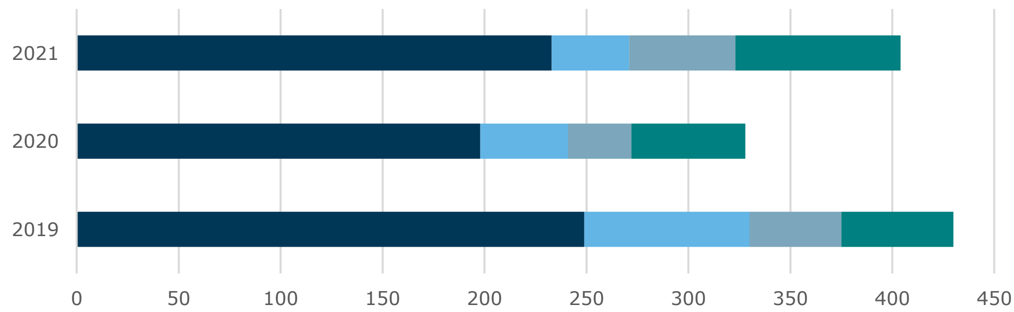

| | 2019 | 2020 | 2021 |
|---|---|---|---|
| Received | 445 | 329 | 418 |
| Resolved | 431 | 328 | 404 |
| Pending | 62 | 55 | 69 |

Some 57.7% of the complaints received were rejected, slightly lower than the year before, which implies that the number of breaches of the code of ethics (incidents reported that involved some type of action by the organisation in response to conducts not in keeping with the values and commitments laid down in the code of ethics) rose, concretely 31.5%, over the previous year, to 171 cases.

Of the total breaches identified, 22.2% were resolved with warnings, 30.4% led to dismissal of the persons involved and 47.4% resulted in the application of other disciplinary measures. The number of cases ending in dismissals or other disciplinary measures increased with respect to 2020, while the number of warnings issued declined.

In addition, during 2021 a total of 118 reports were received of breaches of the code of ethics involving discrimination, psychological harassment and sexual harassment, mainly in Brazil, except for three cases reported in Chile, Mexico and Spain. Of those complaints, 52 were rejected, 8 were resolved with warnings, 16 led to dismissal and 36 cases resulted in other disciplinary measures.

## Total reports resolved by type of resolution




| | 2019 | 2020 | 2021 |
|---|---|---|---|
| Rejected | 249 | 198 | 233 |
| Warnings | 81 | 43 | 38 |
| Dismissals | 45 | 31 | 52 |
| Other disciplinary measures | 55 | 56 | 81 |

## Rejection of All Forms of Corruption

The Directors' Report, in the section covering management of ethics and legal risks, gives a full description of the formal measures taken in the Group to ensure uniform and effective implementation of the management system for preventing corruption.

The main actions taken during the year along these lines were the formalisation of strategic objectives for the Group's compliance model over the coming three years, the management of legal compliance matters, the actions of the Abertis Regulations Committee, implementation of compliance management systems in the different business units and periodic training on ethics and compliance issues.

During 2021 specific training was conducted in ethical values and anti-corruption matters for members of the Board of Directors of the business units in Spain, Italy, Brazil, Chile, Puerto Rico and Argentina, in addition to in the Corporation in Spain, reaching a total of 34 directors. Also, a total of 385 persons in executive and middle management positions received anti-corruption training in Spain, France, Italy, Brazil, Chile, Mexico, Puerto Rico and Argentina, in addition to the corporate executive team, as well as training on the prevention of workplace harassment in Italy, Mexico and Puerto Rico, and on the compliance Model in Italy and Chile and on inappropriate use of information in Italy and Puerto Rico.

Training activities were conducted for all staff at the business units, with the participation of 5,598 employees, on anti-corruption matters in Spain, France, Italy, Brazil, Chile, Mexico, Puerto Rico, Argentina and India and the Corporation in Spain. Training was likewise given to employees in Italy, Chile and India on compliance models and specific actions were pursued for the prevention of workplace harassment in Puerto Rico and India and inappropriate use of information in Italy, Puerto Rico and India.

In addition to these training activities, A4Holding in Italy organised educational and awareness campaigns on corruption and brought an IT platform into operation to manage risk analysis, monitor compliance and calculate potential and residual risk according to the methodology established in the Group.

## Excellence in Governance

There were legal changes in 2021 which put an end to publication of the Group's annual corporate governance report. Instead, the information normally included in that report is now contained in the Directors' Report, which has been expanded to cover corporate governance matters and developments. Information on good governance issues continued being posted on the corporate website during the year.

The level of compliance with the recommendations of the Spanish Good Governance Code of Listed Companies remained unchanged with respect to the previous year at 88.5% compliance, full or partial, with the recommendations that apply to Abertis. The Group is not in compliance with six of the applicable recommendations. In addition, since Abertis is an unlisted issuer of securities, it follows the recommendations that apply to Abertis that are contained in the corporate Governance Guidance and Principles for Unlisted Companies in Europe published by the European Confederation of Directors' Associations in March 2010 and updated in March 2021.

The ethics channel is the main means of channelling claims and complaints relating to violations of human rights, while the communications channels in place in the different business units are the main means of communication and managing claims relating to the organisation's activities.

During 2021 work began on integrating environmental, social and governance concerns, with a focus on human rights, into the due diligence procedures and measures carried out to due diligence procedures carried out when analysing potential new acquisitions. The aim is to work on formalising a due diligence procedure based on the work done by the legal department on these issues. Also, the regulatory developments expected in the near term in Spain and Europe on human rights due diligence will determine how this specific procedure is formalised at corporate level and in all business units.

*GRI SRS: 102-16, 103-3, 205-1, 205-2, 412-1, 412-2*

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## 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

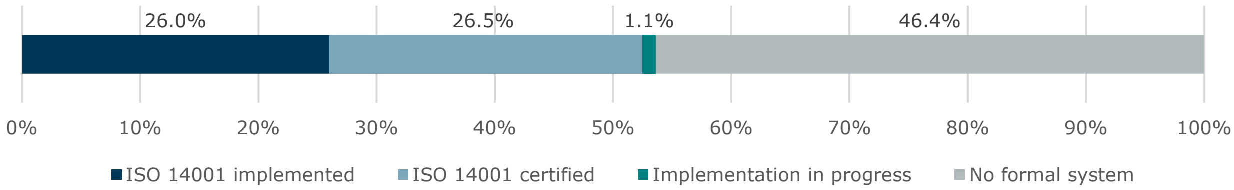

*GRI SRS: 103-2, 303-1*

# Axis 2: Eco-efficiency

The main environmental impacts of Abertis' activities, especially of the toll road activity, are the consumption of materials, energy and water, the generation of greenhouse gases, which contribute to global warming, and the generation of waste. Abertis seeks to minimise the negative environmental impact of its activities by reducing its carbon footprint, promoting the circular economy both inside and outside the organisation and developing products and services that have a positive environmental impact.

Some 52.5% of 2021 revenue was generated by activities covered by environmental management systems implemented in accordance with the ISO 14001 international standard, and in all the other activities and countries specific procedures for systematically managing key environmental impacts are in place. The percent implementation of environmental management systems has changed significantly compared to the previous year as a result of the changes in France. The goal is to increase the percentage certification to the ISO 14001 standard in the near term.

Environmental management system (percentage distribution of Abertis' revenue)




The Directors' Report provides details of the action taken during the year to transform the infrastructure so as to maximise its contribution to achieving the organisation's environmental objectives, in line with the main international agendas and commitments. Highlights include the implementation and certification of an energy management system in accordance with the ISO 50001 standard in the toll roads in Spain and the development of facilities for generating energy from renewable sources in Brazil and Mexico.

## Carbon Footprint Reduction

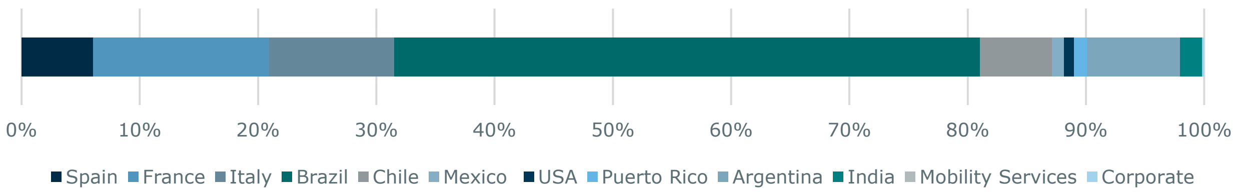
As explained in the Directors' Report, Abertis continued to work on formally identifying climate change risks and opportunities in its activities and quantifying their financial impact. It also updated its greenhouse gas reduction targets within the framework of the Sustainability Strategy for the period 2022-2030 and the first ESG Plan for the period 2022-2024, bringing them into line with the science and the reduction commitments in force in Spain and internationally.

In this connection, the Group reviewed its carbon footprint calculation and reporting methodology, modifying some of the criteria used until now, as described in the methodology chapter. Most notably:

- Emissions resulting from electricity consumption have been calculated using the market-based approach, which captures the source of the electricity and so reflects the organisation's consumption of electricity from renewable sources, which increased substantially during 2021. The related historical data have been restated accordingly.
- Emissions resulting from fuel consumption by subcontractors have been excluded from scope 1 and have been included in scope 3, without restating prior-year scope 1 emissions.
- A new category of emissions has been added to scope 3, namely, emissions resulting from losses related to the transportation and distribution of energy (FERA).
- Changes have been made to the emission factors used, incorporating the most up-to-date emission factors, as well as the specific methodological framework of GHG Protocol Brazil and differentiated factors for waste treatment where information was available.

Thus, total emissions in 2021 reached 682,184 tonnes of $CO_2$, of which 16.1% were scope 1 and 2 emissions and the remaining 83.9%, scope 3 emissions. Added to these emissions are the emissions generated by the use of the infrastructure by users, which totalled 17.7 million tonnes of $CO_2$ and are classified under scope 3. These emissions have been excluded from the data presented below because they would distort the analysis.

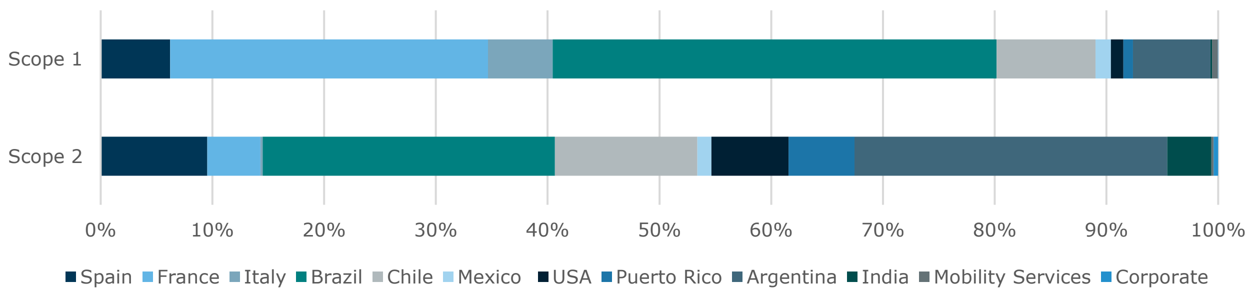
Percentage distribution of total $CO_2$ emissions in 2021 by activity and country



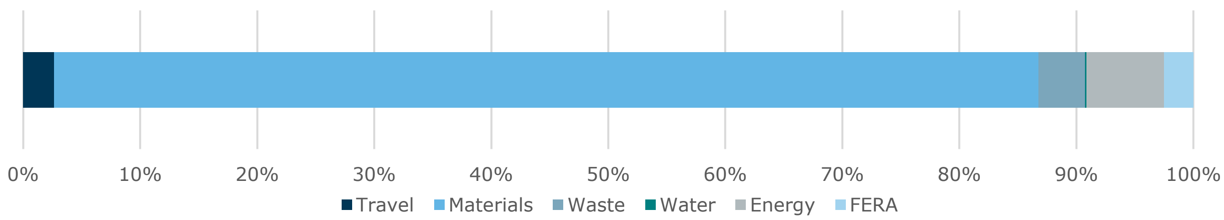

$CO_{2e}$ emissions by activity and country (tonnes)

| | Scope 1 | Scope 2 | Scope 3 | Total |
|---|---|---|---|---|
| **Toll roads** | **46,361** | **63,033** | **571,486** | **680,879** |
| Spain | 2,891 | 6,047 | 32,186 | 41,124 |
| France | 13,269 | 3,025 | 85,470 | 101,763 |
| Italy | 2,697 | 122 | 69,363 | 72,182 |
| Brazil | 18,517 | 16,576 | 302,752 | 337,845 |
| Chile | 4,119 | 8,093 | 29,260 | 41,472 |
| Mexico | 652 | 800 | 5,357 | 6,808 |
| USA | 512 | 4,376 | 907 | 5,794 |
| Puerto Rico | 396 | 3,740 | 3,567 | 7,704 |
| Argentina | 3,236 | 17,751 | 32,582 | 53,570 |
| India | 73 | 2,504 | 10,042 | 12,618 |
| **Mobility Services** | **240** | **129** | **209** | **578** |
| **Corporate** | **11** | **259** | **457** | **727** |
| **Total Abertis** | **46,612** | **63,421** | **572,151** | **682,184** |

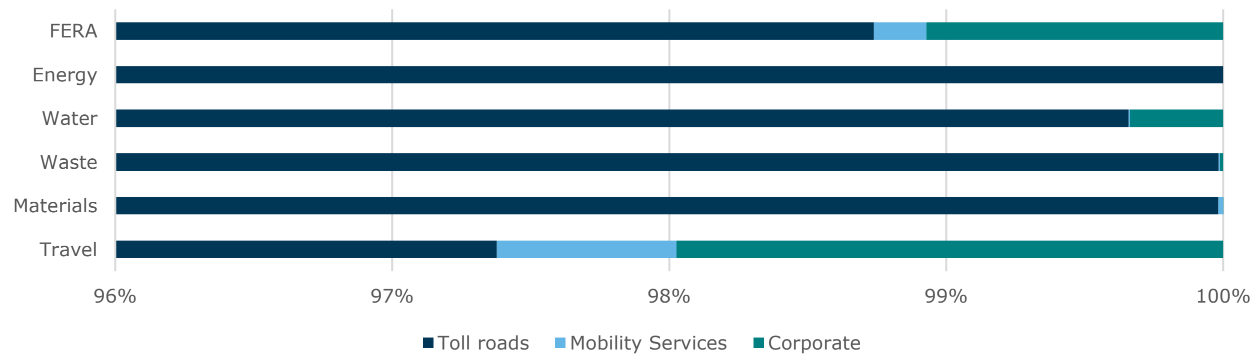
Percentage distribution of scope 1 and 2 $CO_2$ emissions by activity and country




Percentage distribution of scope 3 emissions by source of emission



Percentage distribution of scope 3 emissions by source of emission and activity




Change in total emissions – Tonnes of $CO_{2e}$

| | 2019 | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|---|
| **Toll roads** | **683,360** | **799,184** | **680,879** | **-14.8%** |
| Scopes 1 and 2 | 145,541 | 142,122 | 109,394 | -23.0% |
| Scope 3 | 537,819 | 657,062 | 571,486 | -13.0% |
| **Mobility Services** | **6** | **385** | **578** | **50.1%** |
| Scopes 1 and 2 | 6 | 136 | 369 | 170.8% |
| Scope 3 | --- | 249 | 209 | -16.1% |
| **Corporate** | **1,403** | **440** | **727** | **65.2%** |
| Scopes 1 and 2 | 719 | 277 | 270 | -2.4% |
| Scope 3 | 684 | 163 | 457 | 179.8% |
| **Total Abertis** | **684,769** | **800,010** | **682,184** | **-14.7%** |
| **Scopes 1 and 2** | **146,266** | **142,536** | **110,033** | **-22.8%** |
| **Scope 3** | **538,502** | **657,474** | **572,151** | **-13.0%** |

Change in total emissions – Tonnes of $Co_{2e}$ per million euros of revenue by activity and scope

| | 2019 | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|---|
| **Toll roads** | **133.9** | **207.6** | **146.7** | **-29.3%** |
| Scopes 1 and 2 | 28.5 | 36.9 | 23.6 | -36.1% |
| Scope 3 | 105.4 | 170.7 | 123.2 | -27.8% |
| **Mobility Services** | **1.1** | **34.9** | **11.1** | **-68.2%** |
| Scopes 1 and 2 | 1.1 | 12.4 | 7.1 | -42.6% |
| Scope 3 | --- | 22.6 | 4.0 | -82.2% |
| **Corporate** | **4,063.6** | **1,937.4** | **6,114.2** | **215.6%** |
| Scopes 1 and 2 | 2,083.5 | 1,218.8 | 2,272.0 | 86.4% |
| Scope 3 | 1,980.1 | 718.6 | 3,842.2 | 434.7% |
| **Total Abertis** | **134.0** | **207.2** | **145.4** | **-29.8%** |
| **Scopes 1 and 2** | **28** | **34** | **23.5** | **-36.5%** |
| **Scope 3** | **105** | **172** | **121.9** | **-28.4%** |

Change in scope 1 and 2 emissions - Tonnes of $CO_{2e}$ by activity

| | 2019 | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|---|
| Toll roads (Tn/Average Daily Traffic) | 5.65 | 7.47 | 4.75 | -36.4% |

*GRI SRS: 103-3, 302-1, 302-5, 305-1, 305-2, 305-3, 305-4, 305-5*

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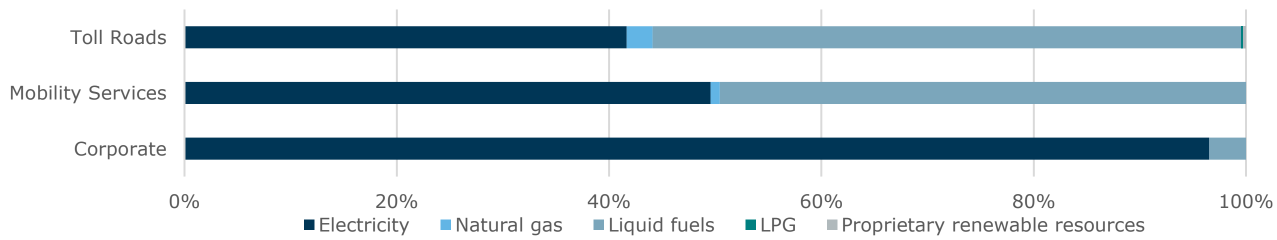
Total emissions in 2021, excluding emissions generated by the use of infrastructure, have decreased by 14.7% compared to the previous year, mainly due to the methodological changes described above and changes in the consumption of materials. Scope 1 and 2 emissions, mainly from the consumption of liquid fuels and electricity, were down 22.8% overall in 2021, thanks to the substantial increase in the consumption of electricity from renewable sources, which reached 12.1% of total electricity consumption for the year, and the exclusion, at the methodological level, of emissions resulting from the consumption of liquid fuels by subcontractors.

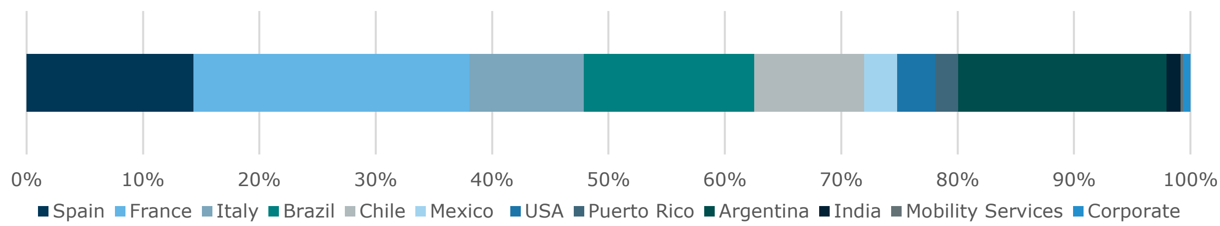
The changes in emissions in absolute terms and the recovery of the toll road business affected the emissions figures both for the toll road activity and for the Group's activity as a whole, which have fallen significantly. Total emissions intensity in 2021 was 145.4 tonnes of $CO_2$ per million euros of revenue, a decrease of 29.2% compared to the previous year.

The organisation's main energy source is liquid fuels, which account for 55.5% of total energy consumption for the year, followed by electricity, accounting for 41.9% of the total. These percentages are similar to those of the previous year, although the increase in consumption of liquid fuels during 2021 increased their share of the total and affected total energy consumed, which came to 507,834 MWh, up 7.1% compared to the previous year. The consumption of LPG, which reached 818 MWh, and of energy from own renewable sources, which totalled 1,399 MWh, remained constant compared to the previous year, accounting for 0.4% of total energy consumption.

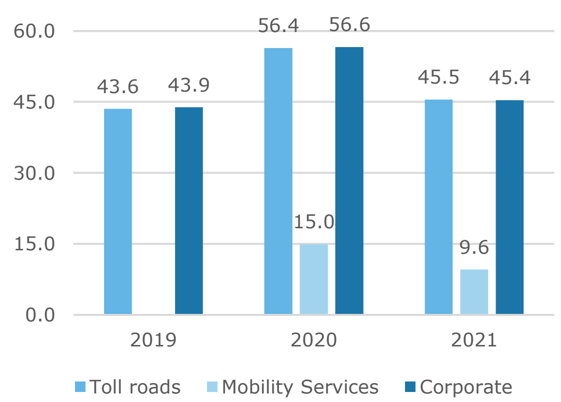
Percentage distribution of 2021 energy consumption by source and activity (MWh)




Percentage distribution of 2021 electricity consumption by activity and country (MWh)




Change in electricity consumption in relation to revenue (MWh per million euros) [iii]




Total electricity consumption for the year wend down 2.5% compared to the previous year to 212,958 MWh, due to reductions in Spain resulting from the decrease in activity in the country and the improvements in consumption efficiency in Chile, Mexico, Puerto Rico, Argentina and India.

Of the electricity consumed during the year, 99.7% was consumed directly by the organisation and 12.1% was from renewable sources. The recovery in revenue and simultaneous reduction in consumption affected the total amount of electricity consumed in relation to revenue, which fell 19.8% compared to the previous year.

Change in electricity consumption by activity and country (MWh)[iv]

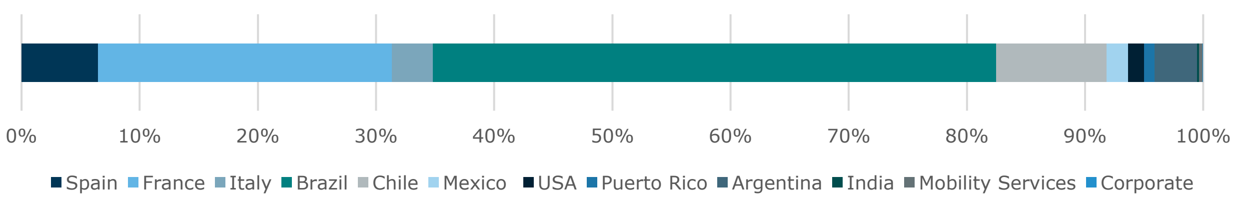
| | 2019 | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|---|
| **Toll roads** | **222,301** | **217,086** | **211,159** | **-2.7%** |
| Spain | 47,009 | 42,317 | 30,512 | -27.9% |
| France | 50,491 | 49,419 | 50,495 | 2.2% |
| Italy | 20,824 | 20,918 | 20,993 | 0.4% |
| Brazil | 37,318 | 28,679 | 31,126 | 8.5% |
| Chile | 24,287 | 22,228 | 20,132 | -9.4% |
| Mexico | --- | 6,907 | 6,030 | -12.7% |
| USA | --- | --- | 6,978 | --- |
| Puerto Rico | 3,853 | 4,714 | 4,151 | -11.9% |
| Argentina | 35,646 | 38,968 | 38,175 | -2.0% |
| India | 2,874 | 2,936 | 2,565 | -12.6% |
| **Mobility Services** | **120** | **165** | **501** | **203.6%** |
| **Corporate** | **1,617** | **1,276** | **1,297** | **1.7%** |
| **Total Abertis** | **224,038** | **218,527** | **212,958** | **-2.5%** |

Toll road electricity consumption by country (MWh/ADT)[v]

| | 2019 | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|---|
| Spain | 1.91 | 2.77 | 1.55 | −44.1% |
| France | 1.98 | 2.57 | 2.20 | −14.2% |
| Italy | 0.32 | 0.44 | 0.36 | −19.2% |
| Brazil | 1.80 | 1.78 | 1.77 | −0.2% |
| Chile | 0.91 | 1.12 | 0.72 | −35.6% |
| Mexico | --- | 0.52 | 0.39 | −25.6% |
| USA | --- | --- | 0.20 | --- |
| Puerto Rico | 0.06 | 0.09 | 0.06 | −29.4% |
| Argentina | 0.44 | 0.79 | 0.50 | −36.9% |
| India | 0.13 | 0.15 | 0.11 | −31.9% |
| **Total toll roads** | 8.70 | 11.41 | 9.17 | −19.6% |

The liquid fuels consumed by the organisation and included in the aggregate in the data presented below include diesel fuel, petrol, ethanol and biodiesel. Total consumption of liquid fuels increased by 16.1% compared to the previous year, reaching 28.6 million litres, due to increases in consumption by subcontractors driven by the recovery of activity and the restart of work that had been postponed the previous year. Of the total liquid fuels consumed, 55.8% were consumed directly by the organisation, and 95% of this total direct consumption was for the vehicle fleet. The corporate fleet comprises a total of 3,499 vehicles, almost all of which consume either diesel fuel (72.1% of the total) or petrol (27.4% of the total). The fleet of electric vehicles grew slightly, reaching a total of 11 vehicles in Spain, France and Italy.

Percentage distribution of direct consumption of liquid fuel in 2021 by activity and country (litres)



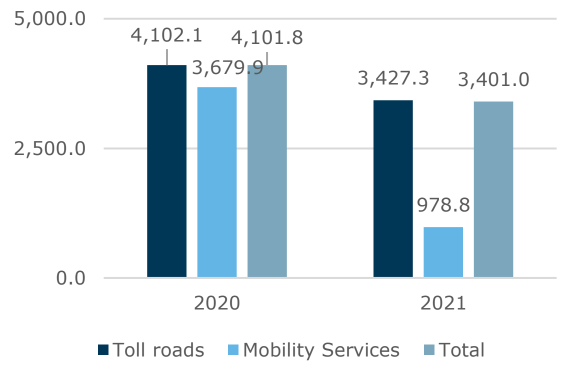
Change in direct consumption of liquid fuel by activity and country (litres)[vi]

| | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|
| **Toll roads** | **15.788.755** | **15.901.807** | **0,7%** |
| Spain | 994.003 | 1.038.228 | 4,4% |
| France | 4,051,499 | 3,958,900 | -2.3% |
| Italy | 539,911 | 560,440 | 3.8% |
| Brazil | 7,656,992 | 7,606,266 | -0.7% |
| Chile | 1,446,296 | 1,488,858 | 2.9% |
| Mexico | 477,874 | 289,983 | -39.3% |
| USA | --- | 217,264 | --- |
| Puerto Rico | 146,215 | 146,551 | 0.2% |
| Argentina | 462,825 | 568,985 | 22.9% |
| India | 13,142 | 26,333 | 100.4% |
| **Mobility Services** | **40,590** | **50,963** | **25.6%** |
| **Corporate** | **4,500** | **4,721** | **4.9%** |
| **Total Abertis** | **15,833,845** | **15,957,491** | **0.8%** |

Toll road direct liquid fuel consumption by country (l/ADT)

| | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|
| Spain | 65.0 | 52.6 | -19.1% |
| France | 210.5 | 172.8 | -17.9% |
| Italy | 11.4 | 9.5 | -16.4% |
| Brazil | 471.9 | 431.4 | -8.6% |
| Chile | 72.9 | 53.4 | -26.9% |
| Mexico | 35.8 | 18.5 | -48.3% |
| USA | --- | 6.4 | --- |
| Puerto Rico | 2.7 | 2.1 | -19.6% |
| Argentina | 9.4 | 7.5 | -20.8% |
| India | 0.7 | 1.1 | 56.1% |
| **Total toll roads** | **830.1** | **690.8** | **-16.8%** |

Change in liquid fuel direct consumption in relation to revenue (litres per million euros)




Direct consumption of liquid fuels in relation to revenue fell 17.1% compared to the previous year, due to the recovery in revenue, which offset the slight increase in consumption in absolute terms.

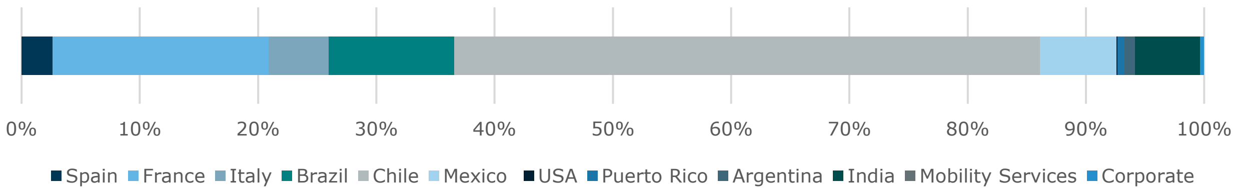
The toll roads in France, Italy, Brazil, the United States and Argentina and the Mobility Services and Corporate activities consume natural gas, which during 2021 reached a total of 12.4 MWh, up 16.5% compared to the previous year. The total amount consumed during the year was affected by increases in Brazil resulting from the addition of natural gas-fuelled vehicles to the fleet and changes in Italy and Argentina.

Change in natural gas consumption by activity and country (kWh)

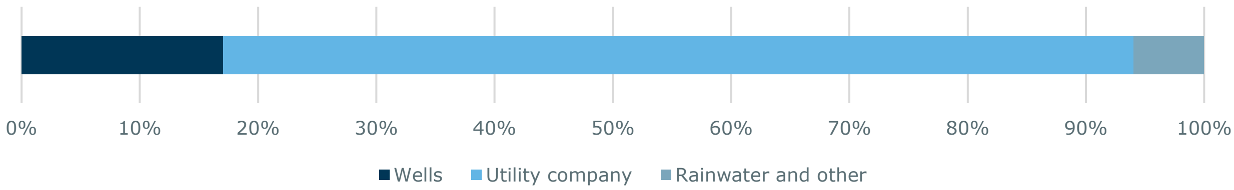
| | 2019 | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|---|
| **Toll roads** | **11,618,882** | **10,574,499** | **12,367,633** | **17.0%** |
| France | 6,379,530 | 5,934,101 | 5,316,493 | -10.4% |
| Italy | 4,685,624 | 3,759,418 | 5,387,996 | 43.3% |
| Brazil | 123,534 | 560,666 | 1,243,581 | 121.8% |
| USA | --- | --- | 2,947 | --- |
| Argentina | 430,195 | 320,314 | 416,616 | 30.1% |
| **Mobility Services** | --- | --- | **8,952** | --- |
| **Corporate** | **70,574** | **52,924** | **0** | **-100.0%** |
| **Total Abertis** | **11,689,456** | **10,627,423** | **12,376,585** | **16.5%** |

The toll roads in Chile, together with one subsidiary in Brazil and another in Mexico, consume water in areas with water stress. The methods used to calculate water consumption include specific meters that monitor water consumption continuously, as well as direct extracts from the water utility bills.

Percentage distribution of 2021 water consumption by activity and country ($m^3$)




Distribution of total 2021 water consumption by source ($m^3$)




Change in water consumption by activity and country ($m^3$)

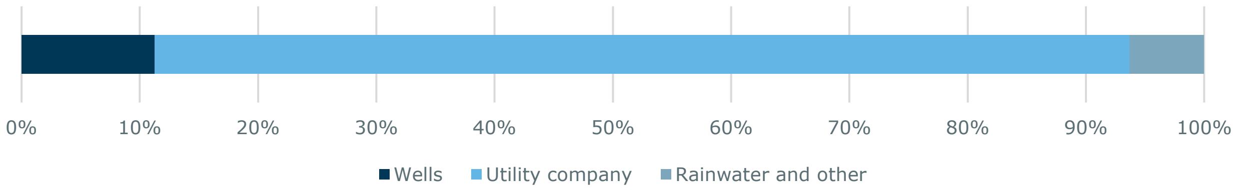
| | 2019 | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|---|
| **Toll roads** | **1,588,198** | **2,085,229** | **1,778,702** | **-14.7%** |
| Spain | 76,371 | 60,794 | 47,006 | -22.7% |
| France | 231,896 | 240,740 | 325,700 | 35.3% |
| Italy | 180,107 | 137,152 | 91,353 | -33.4% |
| Brazil | 112,404 | 315,753 | 189,056 | -40.1% |
| Chile | 957,103 | 769,533 | 884,236 | 14.9% |
| Mexico | --- | 451,386 | 115,465 | -74.4% |
| USA | --- | --- | 1,374 | --- |
| Puerto Rico | 10,789 | 8,018 | 10,694 | 33.4% |
| Argentina | 19,528 | 13,899 | 15,353 | 10.5% |
| India | 0 | 87,954 | 98,466 | 12.0% |
| **Mobility Services** | **0** | **60** | **92** | **52.7%** |
| **Corporate** | **5,088** | **3,841** | **6,083** | **58.3%** |
| **Total Abertis** | **1,593,286** | **2,089,130** | **1,784,876** | **-14.6%** |

Water consumption of toll roads by country in relation to intensity of activity (l/ADT)[vii]

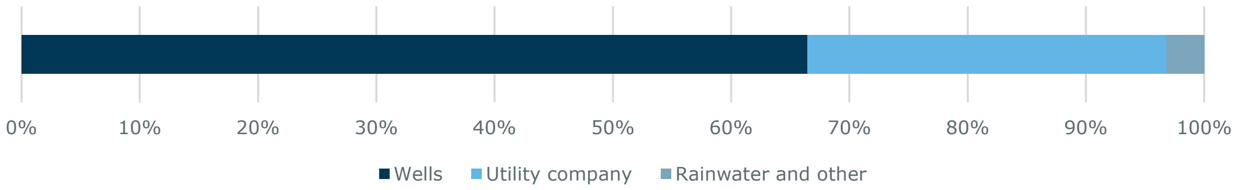
| | 2019 | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|---|
| Spain | 3.1 | 4.0 | 2.4 | -40.1% |
| France | 9.1 | 12.5 | 14.2 | 13.6% |
| Italy | 2.8 | 2.9 | 1.6 | -46.4% |
| Brazil | 5.4 | 19.5 | 10.7 | -44.9% |
| Chile | 35.8 | 38.8 | 31.7 | -18.4% |
| Mexico | --- | 33.8 | 7.4 | -78.2% |
| USA | --- | --- | 0.04 | --- |
| Puerto Rico | 0.2 | 0.2 | 0.2 | 6.9% |
| Argentina | 0.2 | 0.3 | 0.2 | -28.9% |
| India | 0.00 | 4.6 | 4.0 | -12.8% |
| **Total Toll roads** | **61.7** | **109.6** | **77.3** | **-29.5%** |

The total water consumed in 2021 dropped 14.6% with respect to 2020, down to 1.8 million cubic metres, reflecting the reductions achieved in the great majority of countries tied to changes in the type of work done. Some 87.8% of the year's total water consumption was done directly by the organisation; 89.6% was fresh water (water which without any type of treatment is apt for human consumption) and 77% was sourced from utility companies.

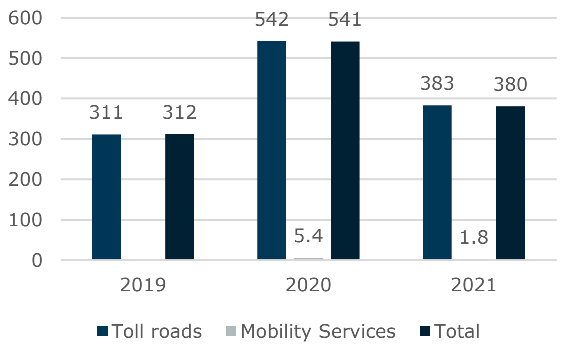
Distribution of 2021 fresh water consumption by water source ($m^3$)




Distribution of 2021 consumption of other types of water by source ($m^3$)




Change in water consumption in relation to revenue ($m^3$ per million euros)




The change in water consumption in absolute numbers, together with the recovery of revenue, affected the ratio of consumption to revenue, which declined 29.7% overall to return to the average levels of water consumption recorded in the years prior to the 2020 pandemic.

*GRI SRS: 303-1, 303-3, 303-5*

## Circular Economy Innovation

The type of work done varies year to year, as it depends on the local operating context and on the overall planning, and has a direct impact on the type of materials consumed and waste generated. Promoting the consumption of recycled materials and recovering the waste generated are the main actions to minimise the environmental impact associated with the lifecycle of the materials consumed and with waste management and treatment.

The total consumption of materials fell significantly in 2021 from the previous year, although the change varied from country to country in the toll road activity that concentrates practically all of the organisation's consumption of materials. Toll roads in France, Spain, Argentina, Chile and India saw a rise in materials consumed with respect to the previous year, due to the resumption of projects that were postponed during 2020, while the completion of several projects in Brazil led to a significant reduction in the amount of materials consumed there.

Also, the consumption of recycled material rose during 2021 to 7.9% of the total material consumption, and mainly involved granules and asphalt agglomerates.

Total toll road consumption of primary materials by country (tonnes)

| | Granules | Asphalt agglomerate | Concrete | Metals | Paints | Salt |
|---|---|---|---|---|---|---|
| Spain | 35,000 | 68,181 | 4,472 | 518 | 364 | 21,808 |
| France | 651,562 | 457,427 | 53,622 | 3,323 | 3,139 | 34,686 |
| Italy | 0 | 183,403 | 40,650 | 2,621 | 1,565 | 1,720 |
| Brazil | 404,639 | 638,925 | 167,546 | 17,066 | 3,441 | 0 |
| Chile | 1,934 | 76,065 | 571 | 149 | 262 | 0 |
| Mexico | 929 | 1,322 | 304 | 383 | 185 | 0 |
| USA | 0 | 0 | 74 | 4 | 0 | 0 |
| Puerto Rico | 619 | 4,332 | 3,567 | 115 | 43 | 0 |
| Argentina | 27,888 | 87,669 | 6,954 | 150 | 257 | 0 |
| India | 48,750 | 14,766 | 35,002 | 56 | 15 | 0 |
| **Total toll roads** | **1,171,320** | **1,532,091** | **312,760** | **24,385** | **9,290** | **58,214** |

Change in total consumption of primary materials (tonnes)[viii]

| | 2019 | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|---|
| Granules | 1,952,431 | 4,884,012 | 1,171,320 | -76.0% |
| Asphalt agglomerate | 1,802,576 | 1,557,992 | 1,532,091 | -1.7% |
| Concrete | 251,937 | 628,183 | 312,760 | -50.2% |
| Metals | 12,942 | 39,724 | 24,385 | -38.6% |
| Paints | 14,125 | 7,494 | 9,290 | 24.0% |
| Salt | 44,510 | 32,195 | 58,214 | 70.3% |
| **Total toll roads** | **4,078,521** | **7,149,600** | **3,108,061** | **-56.6%** |

In addition to these materials, the Group consumed a total of 252 tonnes of paper and 125,261 tonnes of sundry materials, which mainly consisted of ground-filling material used in construction, such as cements, tack coating and plant protection materials.

The fluctuation seen in the consumption of materials is mirrored by the fluctuation in waste generated, which is affected by the type of works done during the year. The total waste generated in 2021 dropped 44.8% from 2020 down to 514,187 tonnes, mainly reflecting the changes seen in Brazil. As in previous years, 99.9% of the total waste generated was non-hazardous, 76% of which was concentrated in construction and demolition waste. Some 64.7% of the waste generated was reclaimed, higher than the previous' year's percentage.

*GRI SRS: 103-3, 301-1, 301-2, 306-1, 306-2, 306-3, 306-4, 306-5*

Change in waste generated by activity and country (tonnes)

| | 2019 | | 2020 | | 2021 | |
|---|---|---|---|---|---|---|
| | Non-hazardous | Hazardous | Non-hazardous | Hazardous | Non-hazardous | Hazardous |
| **Toll roads** | **1,065,239** | **1,011** | **930,691** | **837** | **513,577** | **532** |
| Spain | 38,377 | 259 | 23,398 | 186 | 47,251 | 118 |
| France | 989,534 | 70 | 413,226 | 77 | 349,174 | 71 |
| Italy | 2,239 | 10 | 2,909 | 19 | 2,807 | 17 |
| Brazil | 17,239 | 644 | 476,104 | 520 | 95,183 | 293 |
| Chile | 7,788 | 7 | 6,120 | 6 | 9,810 | 9 |
| Mexico | --- | --- | 1,657 | 24 | 1,058 | 11 |
| USA | --- | --- | --- | --- | 320 | 0,4 |
| Puerto Rico | 5,465 | 0 | 2,974 | 1 | 2,032 | 1 |
| Argentina | 4,597 | 21 | 4,303 | 4 | 5,940 | 12 |
| India | --- | --- | --- | --- | 1,1 | --- |
| **Mobility Services** | **0,5** | **2** | **3** | **35** | **31** | **38** |
| **Corporate** | **9** | **0** | **1** | **1** | **9** | **0** |
| **Total Abertis** | **1,065,249** | **1,013** | **930,696** | **873** | **513,617** | **570** |

Total non-hazardous waste generated and treated by type

| | Tonnes generated | Percentage recovered | Percentage to landfill | Percentage other treatments |
|---|---|---|---|---|
| Tyres and scrap rubber | 1,413 | 69.9% | 30.1% | 0.0% |
| Paper and cardboard packaging | 13,385 | 99.8% | 0.1% | 0.1% |
| Mixture of concrete, bricks ,etc. | 34,267 | 79.6% | 0.1% | 20.3% |
| Construction and demolition waste | 390,830 | 69.0% | 29.6% | 1.4% |
| Timber | 2,067 | 0.7% | 99.3% | 0.0% |
| Scrap metal | 3,148 | 99.9% | 0.0% | 0.1% |
| Garden waste | 1,816 | 8.4% | 90.8% | 0.8% |
| Domestic waste (rubbish) | 22,265 | 1.6% | 97.8% | 0.6% |
| Sludge from biological treatment plants (septic tank sludge) | 7,376 | 36.9% | 0.1% | 63.0% |
| Ordinary industrial waste | 4,373 | 40.8% | 58.8% | 0.4% |
| Others | 32,678 | 40.4% | 17.1% | 42.5% |
| **Total Abertis** | **513,617** | **64.8%** | **29.1%** | **6.1%** |

Total hazardous waste generated and treated by type

| | Tonnes generated | Percentage recovered | Percentage to landfill | Percentage other treatments |
|---|---|---|---|---|
| Used oil | 63 | 12.5% | 0.0% | 87.5% |
| Contaminated metal and plastic packaging | 80 | 3.5% | 2.9% | 93.6% |
| Absorbents, sepiolite (contaminated rags) | 66 | 5.3% | 86.5% | 8.2% |
| Waste containing hydrocarbons | 103 | 3.2% | 12.0% | 84.8% |
| Soil contaminated with diesel fuel | 69 | 0.0% | 56.8% | 43.2% |
| Others | 190 | 11.5% | 56.4% | 32.1% |
| **Total Abertis** | **570** | **6.9%** | **38.1%** | **54.9%** |

The organisation's activities generate waste water, largely comparable to domestic water. The figures are calculated using the flowmeters available in some countries, as well as the invoices issued by the entities that provide the treatment services and estimates made on the basis of the water-disposal authorisations granted. One of the subsidiaries in Brazil disposes of waste water in areas with water stress, and in some countries the waste water must be treated and purified prior to disposal.

The accompanying table presents the data for waste water disposal classified by type of water and disposal destination (be it to the surface, ground, sea or to other organisations, mainly the providers of water treatment services). The change in water disposal in Mexico affected the total volume of waste water generated for the year, which rose significantly with respect to the previous year.

Total waste water (cubic metres) generated by water type and disposal destination

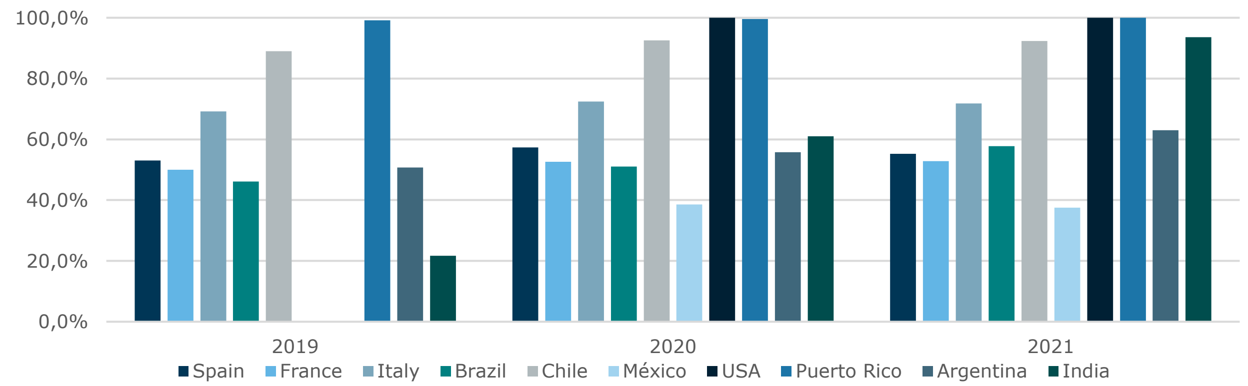
| | 2019 | | 2020 | | 2021 | |
|---|---|---|---|---|---|---|
| | **Fresh water** | **Other type of water** | **Fresh water** | **Other type of water** | **Fresh water** | **Other type of water** |
| Surface water | 3,287 | 3,287 | 11,707 | 16,408 | 995,829 | 19,686 |
| Groundwater | 418,911 | 23,578 | 347,151 | 11,756 | 856,547 | 11,717 |
| Sea water | 0 | 0 | 9 | 0 | 0 | 0 |
| Third party | 5,093 | 0 | 3,846 | 239,043 | 19,908 | 45,093 |
| **Total Abertis** | **427,291** | **26,865** | **362,713** | **267,207** | **1,872,283** | **76,496** |

## Product and Service Development

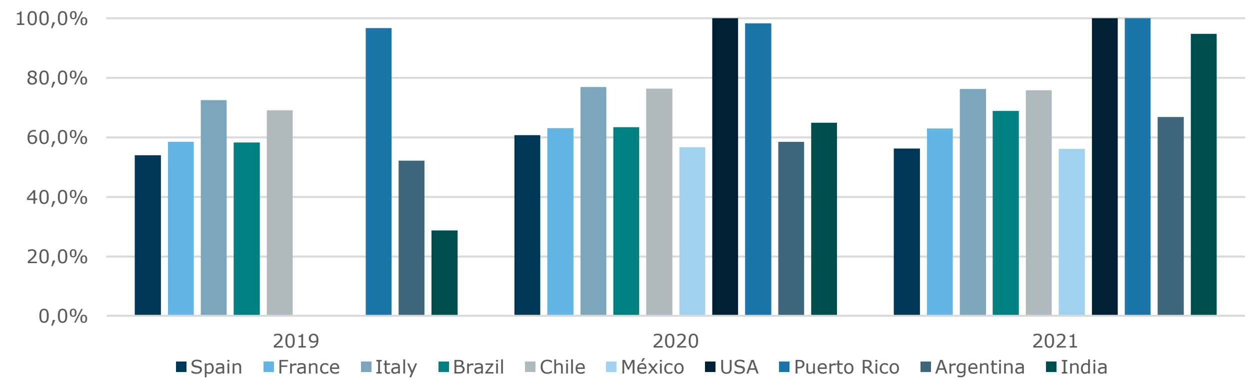
The Directors' Report details the actions carried on during the year to roll out new services associated with the use of the infrastructure that involve smart mobility based on safety, sustainability and connectivity. The services are made possible by innovation and digitalisation as enterprise-wide mechanisms that can enhance the capacity of the new mobility model to meet the current expectations of the different stakeholders.

The use of electronic tolls continued on the uptrend of recent years and now accounts for 70.9% of the total transactions for the year and 66.6% of total revenue. In countries such as Chile, United States, Puerto Rico and India, more than 90% of the toll transactions use these systems that reduce vehicle emissions at the toll plazas.

Percentage use of electronic toll collection (percentage of transactions)

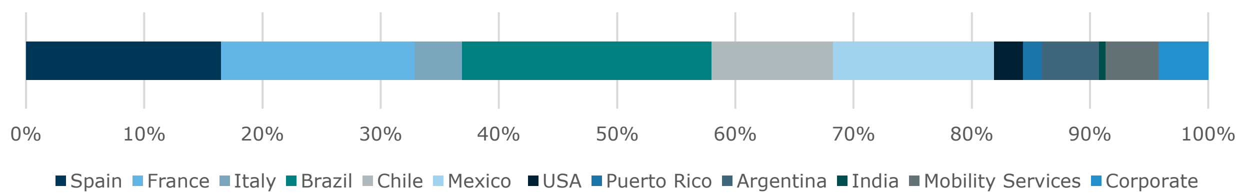



Percentage use of electronic toll collection (percentage of revenue)




In addition, the actions carried out during the year to unify the supplier ESG scoring processes described in the Directors' Report will bring an increase in the engagement of 15,059 active suppliers during the year with the organisation's environmental, social and governance goals.

Distribution of suppliers by country



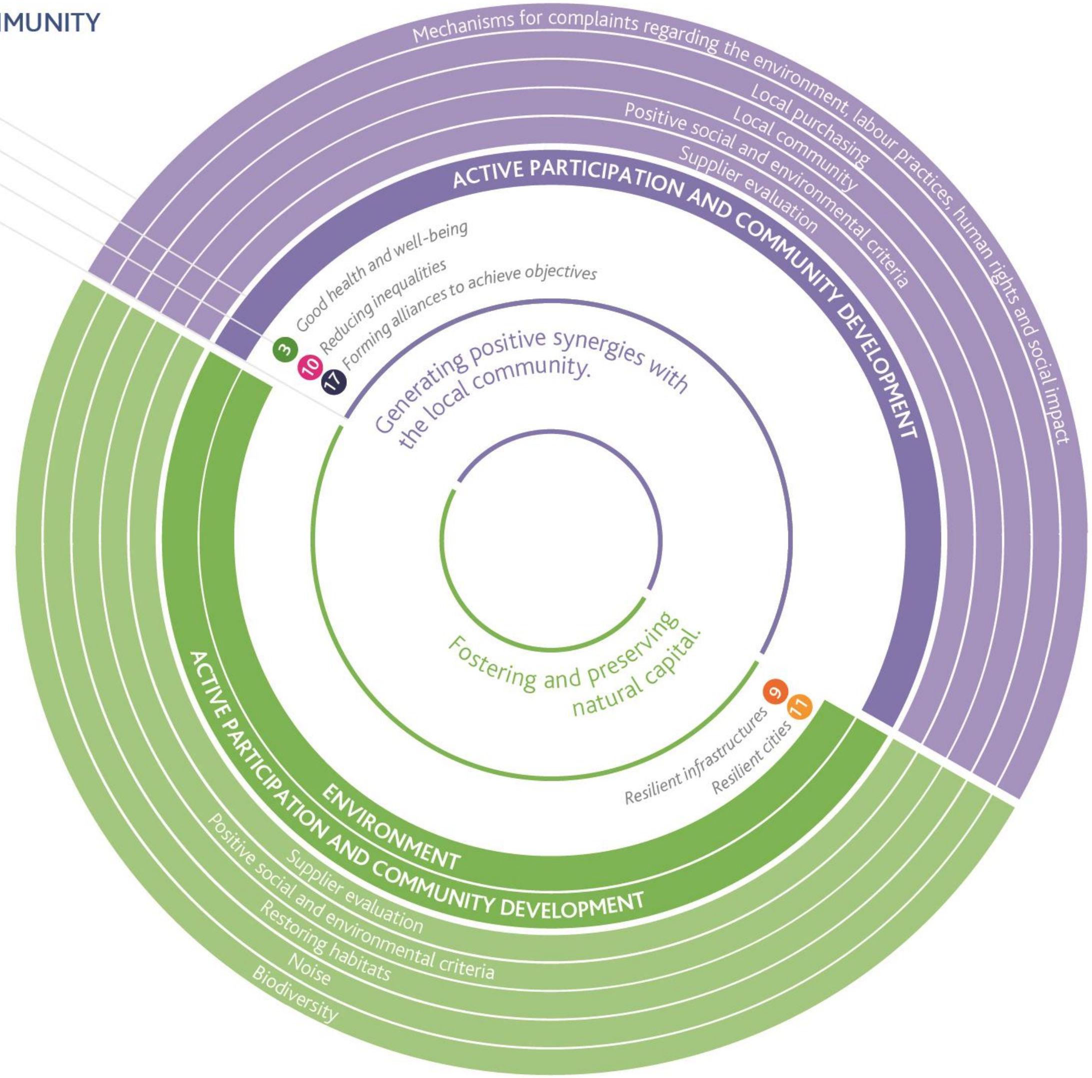
abertis

## 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

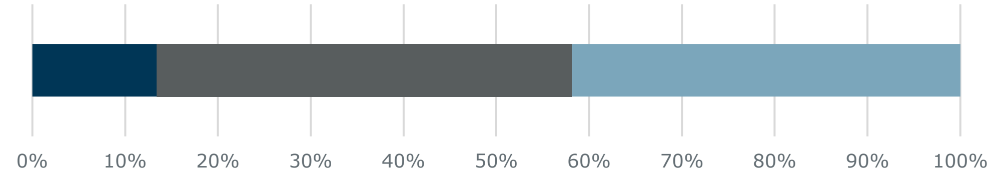
# Axis 3: Integrating into the Community

## Positive Synergies with the Local Community

Collaborating with local community organisations and entities that carry on specific projects to respond to the needs of different stakeholders is the Group's main line of action, highlighted by the initiatives of The Abertis Foundation, the fostering of relations coordinated on a centralised basis by the Institutional Relations, Communication and Sustainability corporate area and the specific contributions made by the different business units.

The number of initiatives with which the organisation collaborated during 2021 increased from the previous year to 261, with an outlay of EUR 3.9 million, 14.9% more than in 2020. Some 44.7% of the funding went to social investments and 41.9% to initiatives aligned with the business, levels close to those seen prior to the pandemic in 2020.

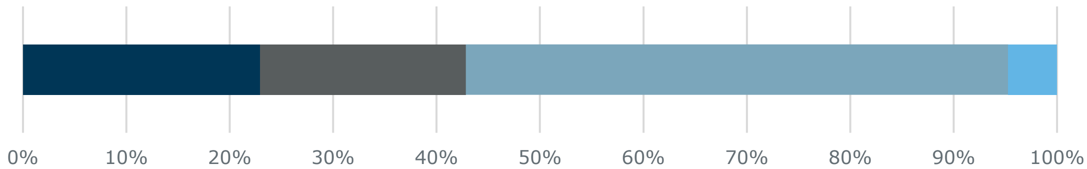
### General distribution of contributions




| | Total amount of contributions (euros) |
|---|---|
| One-off contribution | 531,550 |
| Social investment | 1,771,410 |
| Business aligned initiative | 1,658,551 |

A full 52.5% of the contributions went to projects in Latin America and 42.8% involved others carried out in Spain (22.9%) and Europe (19.9%). The increase seen in Latin America was offset by a reduction of projects in Spain, and the United States and Canada region was included for the first time in the local community cooperation projects supported by Abertis.

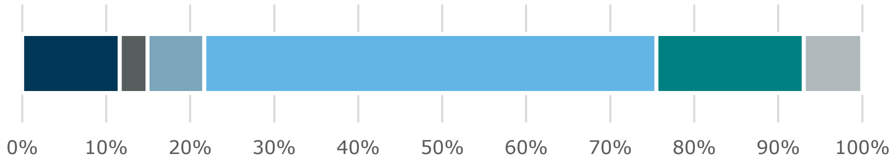
### Geographic distribution of 2021 contributions




| | Total amount of contributions (euros) |
|---|---|
| Spain | 908,700 |
| Europe | 787,512 |
| Latin America | 2,078,337 |
| USA & Canada | 186,961 |

Abertis classifies its contributions by sponsored activity for two reasons. One is to allow it to identify projects that relate to activities given priority by the organisation, while the LBG classification is based on the categories established in the London Benchmarking Group methodology and seeks to be able to analyse and compare the projects in which different organisations participate. In this connection, the impact of the pandemic on social actions in 2020 led to significant variations in social accessibility and socioeconomic development projects, which concentrated 53.8% of the contributions in 2021. There were also increases in projects supporting training and research (11.6% of total contributions), environmental protection (3.3%) and mobility and road safety (6.8%).

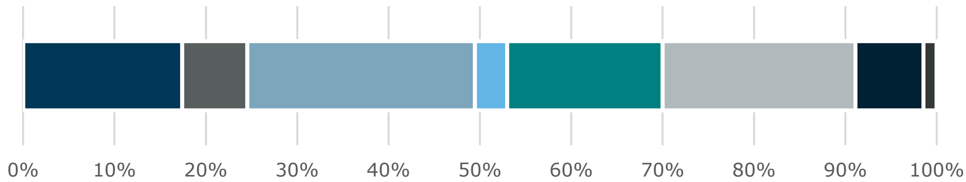
Distribution of 2021 contributions by sponsored activity (Abertis classification)




| | Total amount of contributions (euros) |
|---|---|
| ▪ Training/research | 459,976 |
| ▪ Environmental protection | 131,021 |
| ▪ Mobility and road safety | 268,117 |
| ▪ Social accessibility - socioeconomic development | 2,132,310 |
| ▪ Cultural accessibility | 695,312 |
| ▪ Other | 274,775 |

In addition, with respect to the LBG classification, contributions to health and humanitarian aid activities declined significantly from the previous year, down to 7.1% and 7.5% of the total, respectively, while considerable increases were seen in contributions to socioeconomic development (24.9% of total contribution) and social welfare projects (21.1%).

Distribution of 2021 contributions by sponsored activity (LBG classification)



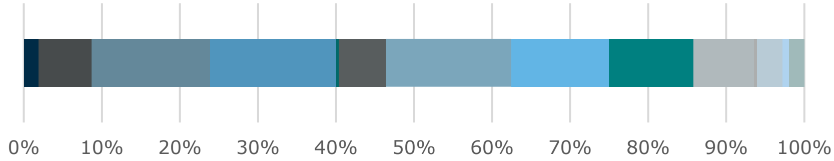

| | Total amount of contributions (euros) |
|---|---|
| ▪ Education | 690,449 |
| ▪ Health | 282,303 |
| ▪ Socioeconomic development | 986,648 |
| ▪ Environment | 139,177 |
| ▪ Art & culture | 675,312 |
| ▪ Social welfare | 835,461 |
| ▪ Humanitarian aid | 295,509 |
| ▪ Other | 56,652 |

Details of the specific projects supported are available on the website of The Abertis Foundation, as well as on the websites of the different business units. Some of the specific actions carried on include communication with stakeholders in Italy through a communication and participation plan to study the impact of the construction work between the A4 Brescia Padua roadway and the HS/HC Brescia Est-Verona line; and in Brazil, with the "Na Mão Certa" programme, to combat and prevent sexual exploitation of children and teenagers on Brazilian roads; together with other programmes to raise road safety awareness of pubic school students and educate them in the importance of preserving the environment. The French Mobility Services subsidiary also defined a plan for community participation, with proactive support initiatives for childcare centres, collaboration with the police to support relations with youths and sports sponsorships, including both female and youth teams. Of note in Brazil were the total of 478,043 euros made in contributions to 21 projects under the Rouanet Law.

Also during 2021, the Group continued supporting its stakeholders in all areas of managing the impact of the Covid-19 pandemic, by distributing vaccines in Spain and in Mexico in tandem with UNICEF, refunding highway tolls paid by health workers in France, facilitating testing of transport workers in Italy and distributing masks at toll plazas in Mexico, among others.

A full 98.6% of the contributions made in 2021 were linked to Sustainable Development Goals (SDG), primarily those relating to the SDG goals of Quality Education (15.9%), Industry, Innovation and Infrastructure (15.8%), Good Health and Well-being (15.0%), Reduced Inequality (12.4%), Sustainable Cities and Communities (10.7%), Responsible Consumption and Production (7.7%) and Zero hunger (6.7%). This distribution returned to the customary levels after the pandemic-related increase seen in projects linked to the Health and Well-being SDG.

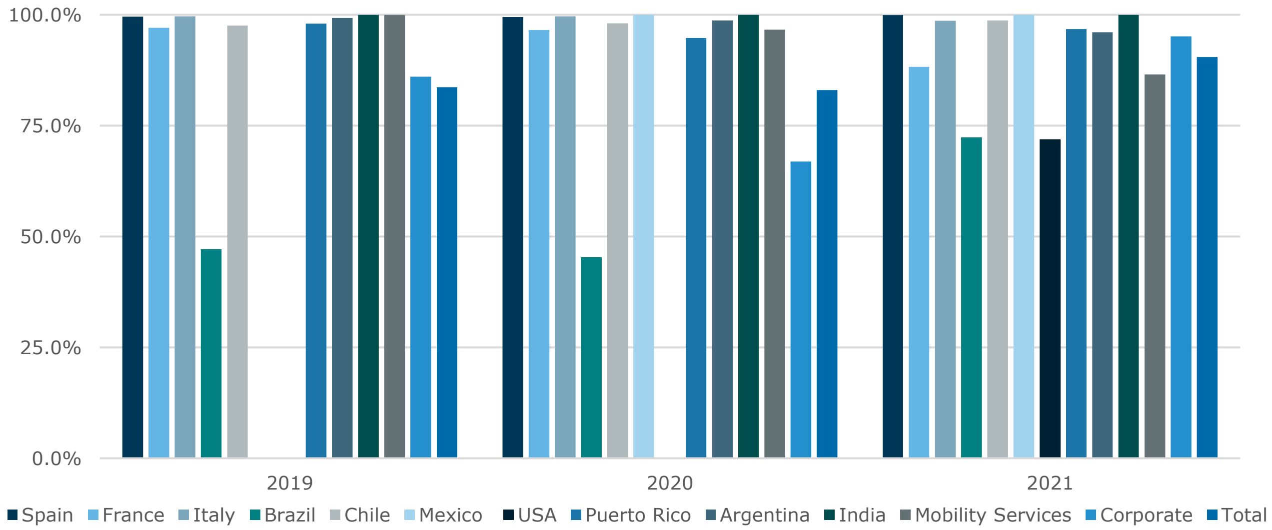
Percentage distribution of 2021 contributions by Sustainable Development Goal




| | Total amount of contributions (euros) |
|---|---|
| 1. No poverty | 73,818 |
| 2. Zero hunger | 263,709 |
| 3. Health and well-being | 595,597 |
| 4. Quality education | 631,055 |
| 5. Gender equality | 11,859 |
| 8. Decent work and economic growth | 236,635 |
| 9. Industry, innovation and infrastructure | 625,809 |
| 10. Reduction in inequality | 490,035 |
| 11. Sustainable cities and communities | 422,198 |
| 12. Responsible production and consumption | 304,060 |
| 13. Climate action | 542 |
| 14. Marine life | 12,680 |
| 15. Life on land | 130,071 |
| 16. Peace, justice and strong institutions | 31,615 |
| 17. Alliances to achieve goals | 75,597 |

The involvement of local suppliers gives a dynamic boost to the socioeconomic fabric of the areas where the Group operates. Some 90.5% of the total purchasing volume for the year was done with local suppliers, higher than the figure from the previous year, reflecting changes seen in some of the business units and in the corporation.

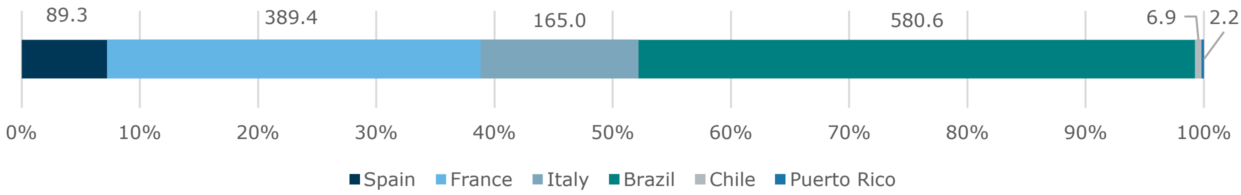
Changes in the percentage of local purchases by activity and country



## Foster and Preserve Natural Capital

The toll road business generates impacts on the natural capital near and around construction, maintenance and operation of those motorways, especially on the surrounding flora and fauna. A total of 1,233.4 km (15.7% of the total kms managed by Abertis) ran through areas subject to special biodiversity protection in 2021. This figure was slightly smaller than the previous year's, reflecting the reduced reporting scope in Brazil and the increase in the number of kilometres located in protected areas in France.

Percentage distribution of kilometres affecting protected areas by country




The main actions carried out by the business units in this regard were performance of environmental impact studies and rollout of surveillance plans. Of note among the actions carried out in 2021 was the ecobridge built in France in Ermenonville, an ecosystem registered in the European Natura 2000 network. A biodiversity study was carried out with the aim of improving the landscape connectivity of the Sanef network and a new water preservation programme was unfurled to treat and harvest rainwater in the upstream basins of waterways.

An environmental emergency simulation was also conducted to train construction personnel on how to act effectively in an environmental emergency in Italy; and truck arrester beds were installed in Brazil to remedy the environmental impact of possible accidents involving such products. Reforestation campaigns continued in Puerto Rico and Mexico, based on seeding with autochthonous species , and awareness-raising actions were carried out in Mexico to protect the country's wild animal life, with special focus on jaguars.

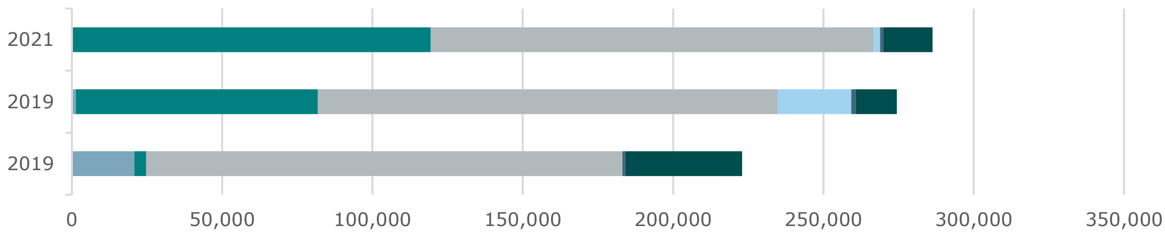
Historical trend in number animal road kills over by country[ix]


| | 2019 | 2020 | 2021 |
|---|---|---|---|
| Spain | 2,771 | 2,580 | 1,232 |
| France | 0 | 0 | 0 |
| Italy | 340 | 336 | 361 |
| Brazil | 18,242 | 18,460 | 18,082 |
| Chile | 321 | 361 | 387 |
| Mexico | | 3,985 | 2,403 |
| USA | | | 0 |
| Puerto Rico | 36 | 14 | 6 |
| Argentina | 48 | 25 | 34 |
| India | 597 | 539 | 494 |

The compensatory planting of species, installation and maintenance of animal crossings, rollout of animal life surveillance and protection plans, mitigation of animal roadkill, fire-prevention maintenance actions and the application of accident surveillance and management plans all help compensate for and reduce the impact of the organisation's activity on the biodiversity of the areas surrounding the roadways.

During 2021 the number of animals killed on the roads declined 12.6% to 22,999, mainly due to variations in Spain and Brazil tied to changes in the scope of reporting, together with the reductions seen in Mexico and India. In addition, the fluctuation in the work on replanting species was reflected in the global numbers, which increased slightly from the previous year to 286,321 replantings.

Historical trend in the number of species replanted by country[x]




| | 2019 | 2019 | 2021 |
|---|---|---|---|
| Spain | 87 | 0 | 0 |
| France | 0 | 0 | 0 |
| Italy | 20,688 | 1,300 | 0 |
| Brazil | 3,936 | 80,549 | 119,364 |
| Chile | 158,415 | 152,989 | 147,275 |
| Mexico | | 24,400 | 2,212 |
| USA | | | 0 |
| Puerto Rico | 11 | 0 | 41 |
| Argentina | 963 | 1,459 | 1,029 |
| India | 38,855 | 13,750 | 16,400 |

The acoustic impact associated with the operation of the infrastructure and with its maintenance work affects biodiversity and the quality of life of local communities. Noise pollution studies are periodically conducted. In 2021 those studies covered 3,741 kms (47.7% of the total kms managed during the year). Some of the actions carried out to reduce this acoustic impact were the installation of noise barriers, the distribution of environmental management guidelines to personnel involved in maintenance work and the use of sound-absorbing asphalt. The number of noise-related complaints increased in 2021 to 20 (15 in France, 4 in Spain and 1 in Italy), a total of 19 of which were addressed.

Air quality is another type of impact on biodiversity, especially when the infrastructure is in use. As in the previous year, and based on estimates made from the data used to calculate the carbon footprint, Abertis quantified the gas emissions produced during the entire life cycle of the infrastructures, including those produced by use of the roadways, namely: carbon monoxide (CO), volatile organic compounds (VOC), non-methane volatile organic compounds (NMVOC), methane ($CH_4$), nitrogen oxides ($NO_x$), nitrogen monoxide (NO), nitrogen dioxide ($NO_2$), nitrous oxide ($N_2O$), ammonia ($NH_3$), particles with a diameter of less than 2.5 micrometres (PM2.5), particles with a diameter of less than 10 micrometres (PM10), total particulate matter (PM) and sulphur oxides ($SO_x$).

The recovery of traffic levels after the decline seen in 2020 due to the pandemic affected the volume of gas emissions in 2021, which recorded increases in practically all of the aforesaid gases.

Pollution emissions 2021 (tonnes)

| | CO | VOC | NMVOC | $CH_4$ | $NO_x$ | NO | $NO_2$ |
|---|---|---|---|---|---|---|---|
| Spain | 7,100 | 579 | 545 | 34 | 10,037 | 7,842 | 2,192 |
| France | 13,179 | 1,080 | 1,017 | 63 | 18,783 | 14,709 | 4,067 |
| Italy | 6,846 | 510 | 481 | 30 | 6,404 | 5,169 | 1,233 |
| Brazil | 34,132 | 2,408 | 2,264 | 144 | 23,754 | 19,349 | 4,401 |
| Chile | 14,228 | 988 | 929 | 59 | 9,251 | 7,588 | 1,662 |
| Mexico | 6,824 | 538 | 507 | 31 | 7,232 | 5,988 | 1,245 |
| USA | 304 | 22 | 21 | 1 | 241 | 185 | 56 |
| Puerto Rico | 7,144 | 458 | 430 | 28 | 2,326 | 2,065 | 261 |
| Argentina | 10,349 | 706 | 664 | 42 | 6,372 | 5,165 | 1,206 |
| India | 1,994 | 152 | 143 | 9 | 1,913 | 1,571 | 342 |
| United Kingdom | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Other | 1 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Total Abertis** | **102,101** | **7,441** | **7,002** | **441** | **86,315** | **69,630** | **16,664** |

| | $N_2O$ | $NH_3$ | $PM_{2.5}$ | $PM_{10}$ | PM | $SO_x$ | Total |
|---|---|---|---|---|---|---|---|
| Spain | 34 | 84 | 381 | 407 | 336 | 0.34 | **29,572.1** |
| France | 64 | 156 | 709 | 758 | 625 | 0.55 | **55,211.9** |
| Italy | 21 | 82 | 214 | 231 | 186 | 0.08 | **21,407.6** |
| Brazil | 79 | 409 | 760 | 821 | 652 | 0.31 | **89,172.7** |
| Chile | 30 | 172 | 286 | 310 | 244 | 0.12 | **35,746.5** |
| Mexico | 22 | 80 | 219 | 237 | 188 | 0.00 | **23,110.9** |
| USA | 1 | 4 | 10 | 10 | 8 | 0.02 | **862.2** |
| Puerto Rico | 7 | 87 | 43 | 49 | 33 | 0.01 | **12,930.7** |
| Argentina | 22 | 126 | 207 | 223 | 178 | 0.03 | **25,260.6** |
| India | 6 | 24 | 60 | 65 | 51 | 0.01 | **6,328.1** |
| United Kingdom | 0 | 0 | 0 | 0 | 0 | 0.00 | **0.6** |
| Other | 0 | 0 | 0 | 0 | 0 | 0.00 | **1.9** |
| **Total Abertis** | **286** | **1,223** | **2,889** | **3,111** | **2,502** | **1.46** | **299,605.7** |

abertis

## 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

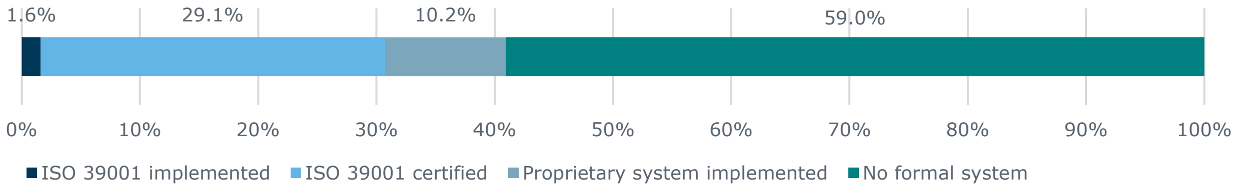
# Axis 4: Safety and Quality

## Guaranteeing and Fostering Road Safety

Road safety is one of the Group's strategic objectives, set within a business model focused on promoting smart mobility based on safety, sustainability and connectivity. The theme of safety and quality is specific to Abertis' toll road business and relates directly to the Sustainable Development Goals and the commitments set out in the Second Decade of Action for Road Safety, both of which are promoted by the United Nations.

Road safety management systems are a fundamental tool for systematising the procedures that will help the organisation achieve its goals. During 2021, 41% of toll road revenue was from activities covered by a road traffic safety management system based on the ISO 39001 standard and the organisation's own internal standards. The Chile toll roads have an emergency and incident response management system certified in accordance with the ISO 22320 standard, as well as an accident prediction model.

Road traffic safety management system (percentage distribution of toll road revenue)




The Directors' Report provides details of the road traffic safety actions implemented during the year in relation to accident education and awareness and prevention and analysis of the factors that contribute to accidents on the roads, with the active collaboration of various stakeholders in the local community.

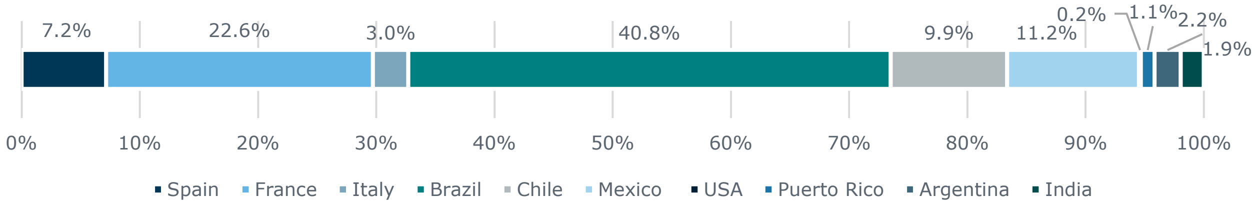
During 2021, the toll road business in Spain prepared various road safety monitoring reports and continued to communicate and raise awareness on the subject of road safety through a specific blog and advertising campaigns, combined with operational measures such as identifying accident hotspots, organising road safety committees, performing drills, renewing road markings, erecting new safety barriers and installing impact attenuators at exits. In France, targeted campaigns were carried out to raise awareness of the main causes of road accidents, especially fatigue and the use of mobile phones while driving.

The toll roads in Italy, Brazil and Mexico carried out maintenance and operational actions aimed at reducing traffic accidents, as well as education and awareness campaigns, studies of accident hotspots and safety drills. The toll roads in Chile, the US and India have installed barriers at the mouths of tunnels and concrete protections at the exits, have expanded slope containment systems, have taken steps to reduce the amount of water accumulating on the road surface and have deployed specific signage, while also improving road lighting. Similarly, the toll roads in Argentina monitored the response times of emergency response teams and deployed traffic officers, with the help of provincial and national security forces.

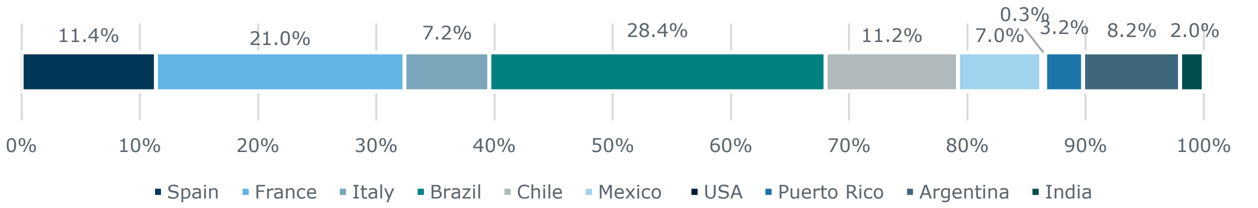
Road safety campaigns continued throughout 2021 in all countries, alongside specific measures to reduce the impact of Covid-19 on road safety, especially in relation to the hygiene protocols established by local authorities, as well as communication and awareness campaigns promoting correct application of the safety measures.

*GRI SRS: 103-3, 416-1*

Number of km managed in 2021 by country (direct management)




Number of km travelled in 2021 by country



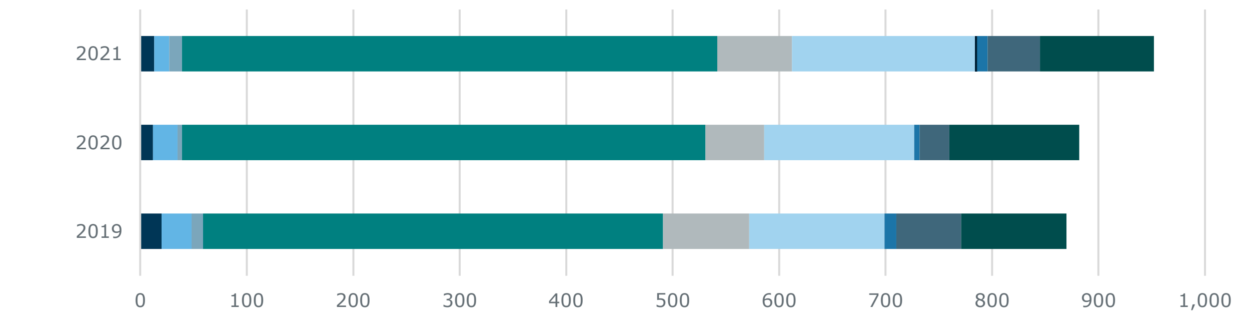

The number of km under direct management in 2021 was affected by changes in the concessions in Spain and the inclusion of the US in the scope of reporting. The number of km travelled rose 16.9% year-on-year as a result of the recovery in traffic after the pandemic, driving the growth in Average Daily Traffic (ADT), which was up 21% overall. This change was observed across all countries except Spain because of the changes in the scope of the data.

The increase in traffic and changes in mobility patterns directly affected the number of road accidents and the number of people killed in traffic accidents, which increased compared to 2020 in almost all the countries except France, Puerto Rico and India. The change in these indicators and in km travelled are reflected in the overall accident and mortality rates, which moved in opposite directions. The overall accident rate was up 1.8% compared to the previous year, while the overall mortality rate was down 7.7%. This trend was observed only in some, not all countries: an increase in the accident rate was reported in France, Italy, Brazil, Chile, Mexico and India, and a decrease in the mortality rate was reported in France, Brazil, Chile and India.

Total number of road accidents[xi]

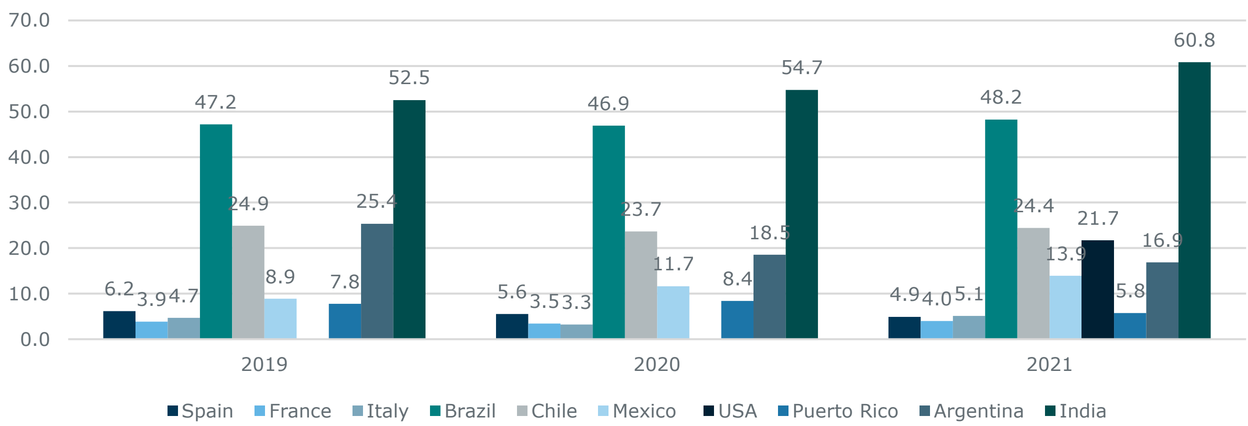
| | 2019 | 2020 | 2021 | Change vs. 2020 |
|---|---|---|---|---|
| Spain | 733 | 461 | 397 | -13.9% |
| France | 641 | 436 | 596 | 36.7% |
| Italy | 267 | 133 | 260 | 95.5% |
| Brazil | 8,602 | 8,680 | 9,689 | 11.6% |
| Chile | 1,885 | 1,331 | 1,930 | 45.0% |
| Mexico | 427 | 497 | 691 | 39.0% |
| USA | --- | --- | 49 | --- |
| Puerto Rico | 177 | 153 | 131 | -14.4% |
| Argentina | 1,467 | 766 | 978 | 27.7% |
| India | 703 | 633 | 854 | 34.9% |
| **Total** | **14,902** | **13,090** | **15,577** | **19.0%** |

## Change in number of traffic accident fatalities[xii]

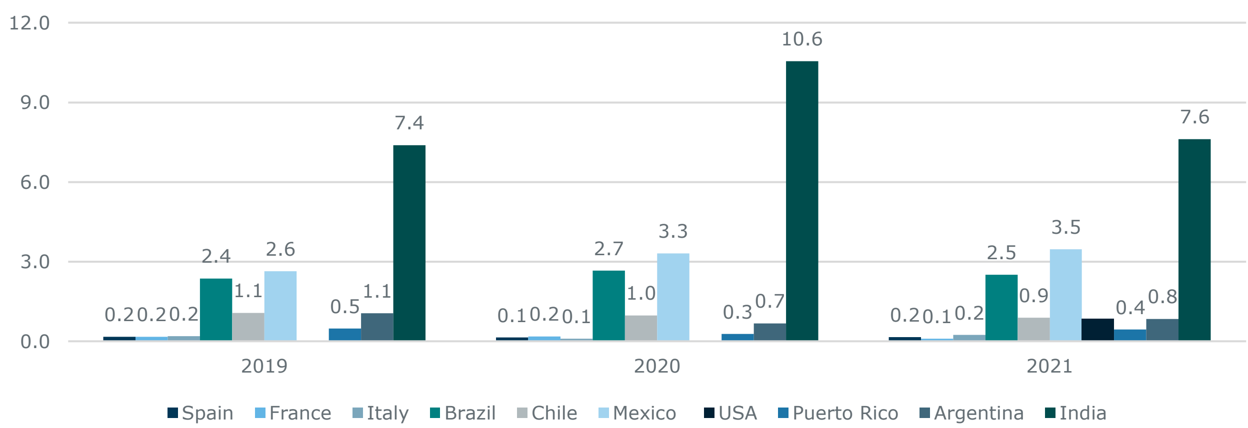



| | 2019 | 2020 | 2021 |
|---|---|---|---|
| Spain | 20 | 12 | 13 |
| France | 28 | 23 | 14 |
| Italy | 11 | 4 | 12 |
| Brazil | 432 | 492 | 503 |
| Chile | 81 | 55 | 70 |
| Mexico | 127 | 141 | 172 |
| USA | | | 2 |
| Puerto Rico | 11 | 5 | 10 |
| Argentina | 61 | 28 | 49 |
| India | 99 | 122 | 107 |

## Change in accident rate by country[xiii]




## Change in mortality rate by country[xiv]

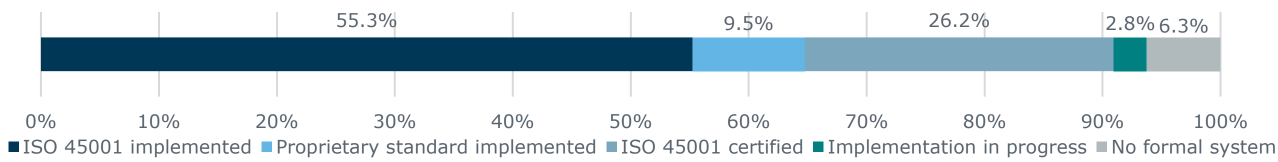


## Guaranteeing Occupational Health and Safety

Promoting and ensuring a safe working environment for direct and indirect workers is one of the Group's top commitments.

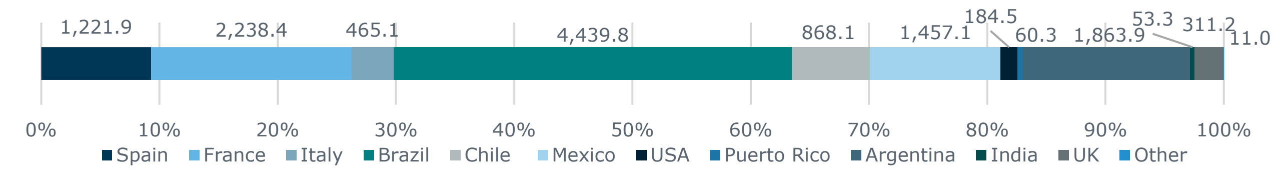
During 2021, 90.9% of Abertis' revenue was generated by activities that were covered by an occupational health and safety (OHS) management system based on international standards such as ISO 45001 and linked to specific requirements of the place in which the organisation operates. Having an OHS management system is a legal requirement in all the countries except France and the United Kingdom, and the systems cover both direct and indirect workers.

Occupational health and safety management system (percentage distribution of Abertis' revenue)

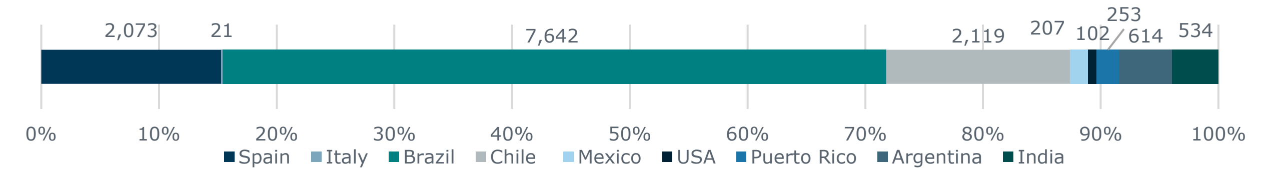



In 2021, the percentage of average full-time equivalent employees included in the scope of non-financial reporting, as specified in the methodological chapter, reached 98.4% of the Group's total workforce (13,174.6 workers), which remains unchanged from the previous year. The total number of indirect workers, meanwhile, rose 10.2% to 13,565 at 31 December, most of them employed in ordinary and extraordinary maintenance, gardening, road support, toll plaza and road maintenance, cleaning and user assistance.

Average number of full-time equivalent employees by country (direct workers)




Total number of indirect workers by country at 31 December[xv]



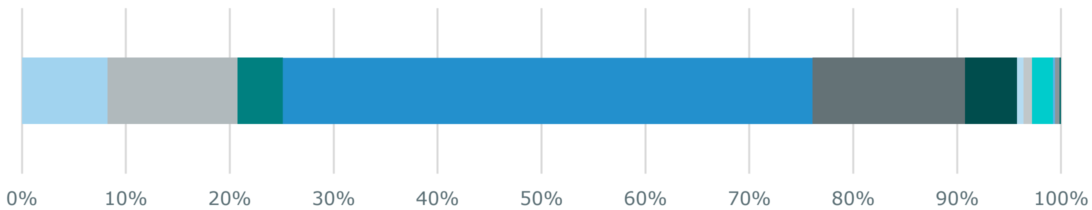

Any OHS measures taken and the main occupational accident indicators in the countries in which OHS management systems are not in place can be monitored regularly through the procedures linked to the existing management systems and day-to-day operations in those countries. Preventive measures aimed at reducing occupational accidents for both direct and indirect workers are adapted through regular monitoring and workplace hazard identification.

The main actions carried out by the business units during 2021 include occupational safety inspections, hygienic and ergonomic assessments, specific OHS campaigns and training actions, and the promotion of prevention teams. The Camino Seguro (Safe Way) programme in Brazil deserves special mention. This programme is aimed at reducing occupational accidents with lost work time and building a culture of safety at work among all direct and indirect workers by organising safety challenges, encouraging healthy competition between operating units and developing videos and practical guides for use as primary awareness-raising materials.

The Covid-related health protocols for the new normal remain in force, so as to protect the health of all stakeholders (employees, suppliers, users and customers), through collaboration with the competent authorities, social distancing measures, incentives for teleworking, flexible working hours and the provision of personal protective equipment, together with online training activities, among other things.

The total number of hours of occupational health and safety training given during 2021 was up 22.3% compared to the previous year, at 115,038 hours, with increases across virtually all activities and countries.

Percentage distribution of total hours of occupational health and safety training by country




| | Total hours of occupational health and safety training |
|---|---|
| Spain | 9,472 |
| France | 14,372 |
| Italy | 5,016 |
| Brazil | 58,684 |
| Chile | 16,840 |
| Mexico | 5,807 |
| USA | 699 |
| Puerto Rico | 961 |
| Argentina | 2,326 |
| India | 180 |
| Mobility Services | 513 |
| Corporate | 169 |

Risk assessments are conducted using proprietary tools in the form of risk matrices or checklists, or in some countries following standards set by law. The assessments are conducted through job analyses, direct observation of the work environment and tasks, identification of external factors that may impact on the associated risks, and review of work guidelines, among other things. The risk levels identified range from low to medium or significant. The highest levels of risk are generally associated with traffic-related tasks involving contact with vehicles. Specific Covid-related risk exposure was identified for groups of workers with high levels of social interaction and groups that are particularly vulnerable because of pre-existing health conditions.

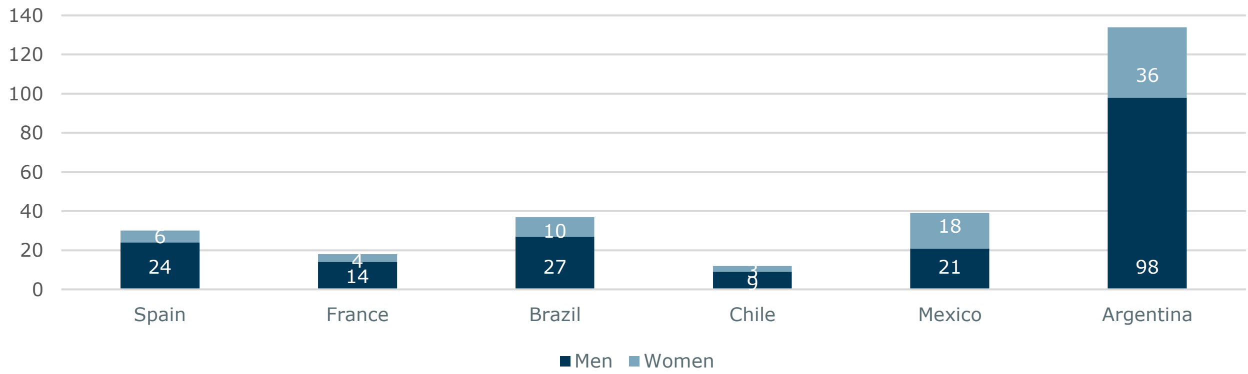
Practically all the activities and countries have OHS committees, which overall cover 79.3% of direct workers and 82.4% of indirect workers. In 2021, these OHS committees met a total of 404 times to discuss OHS policy, specific Covid-19 issues, accident monitoring and prevention measures, as well as other matters.

The professional health services offered in Spain, France, Italy, Brazil, Argentina, Mexico and all the Mobility Services subsidiaries include the availability of health professionals to attend to the needs of direct workers. In some countries, supplementary benefits are provided, including health insurance and access to specific physical and mental health training and awareness programmes.

The accident recording systems include software that compiles information about all the occupational incidents and accidents that occur in practically all the activities and countries, except India. These tools automate the management and recording of the associated investigation proceedings and ensure that the proceedings are initiated in real time.

During 2021, a total of 416 recordable accidents involving direct workers were recorded, an increase of 26.1% compared to the previous year. Of this total, 74% affected men (a higher percentage than the previous year). Accidents with lost work time followed the same trend, increasing by 31.7% to a total of 270, with increases in all countries except Italy and Mexico. No accidents with lost work time were recorded in the toll road activities in Italy, the United States, Puerto Rico or India, or in any of the Mobility Services subsidiaries or in Corporate.

Number of accidents with lost work time in 2021 by gender and country (direct workers)



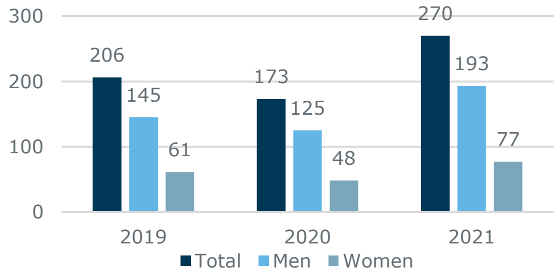

The causes of accidents at work involving direct and indirect workers included mainly falls on the same level and during work at height, collisions and traffic accidents, physical blows for various reasons, contact with sharp edges, overexertion, and aggression by users. A total of six cases of occupational illness relating to carpal tunnel and shoulder injury were recorded in France (five men and one woman). The main factors associated with potential occupational disease include the presence of chemical pollutants such as the fumes from combustion engines, incorrect posture and work on the road surface.

It should be noted that illness resulting from Covid-19 has not been classified as an occupational accident. During 2021, a total of 1,254 direct workers and 226 indirect workers were infected with Covid-19, a significant increase for direct workers, compared to the previous year, and a significant decrease for indirect workers. The number of days lost to Covid-19 followed the trend in confirmed cases, reaching 26,087 for direct workers and 2,922 for indirect workers.

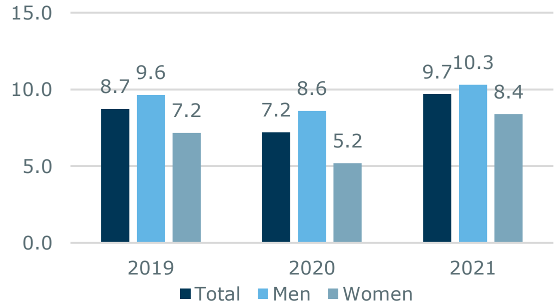
The increase in occupational accidents with lost work time and the changes in total number of employees and hours worked affected the accident incidence, frequency and severity rates. These rates are calculated in accordance with international standards. Specifically, the incidence rate is calculated as the ratio of the number of occupational accidents with lost work time to the number of employees at 31 December, multiplied by one thousand; the frequency rate, as the ratio of the number of occupational accidents with lost work time to the total number of hours worked, multiplied by one million; and the severity rate, as the ratio of days lost as a result of occupational accidents to the total number of hours worked during the year, multiplied by one thousand.

The incidence rate and the frequency rate increased significantly compared to the previous year, both for men and for women and across all the countries except Italy and Chile, as well as in the Mobility Services subsidiaries. The severity rate, in contrast, decreased significantly overall, as well as in France and Mexico. Thus, a total of five severe accidents involving direct workers (three men and two women) were recorded in France, Brazil, Chile and Argentina, bringing the severity rate for 2021 to 0.18 points (0.16 for men and 0.23 for women).

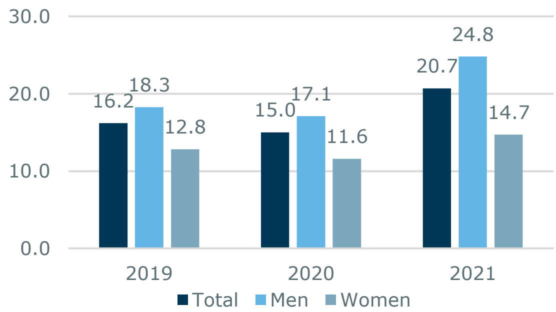
Change in total number of accidents with lost work time by gender



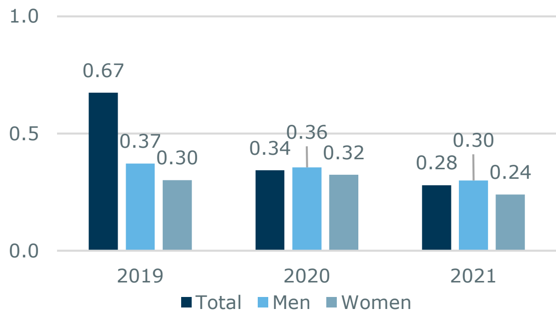

Change in frequency rate by gender



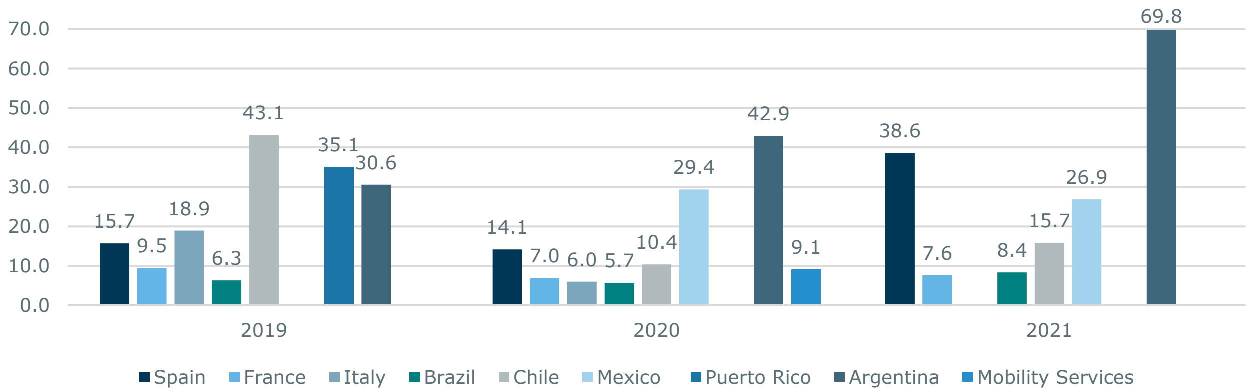

Change in incidence rate by gender



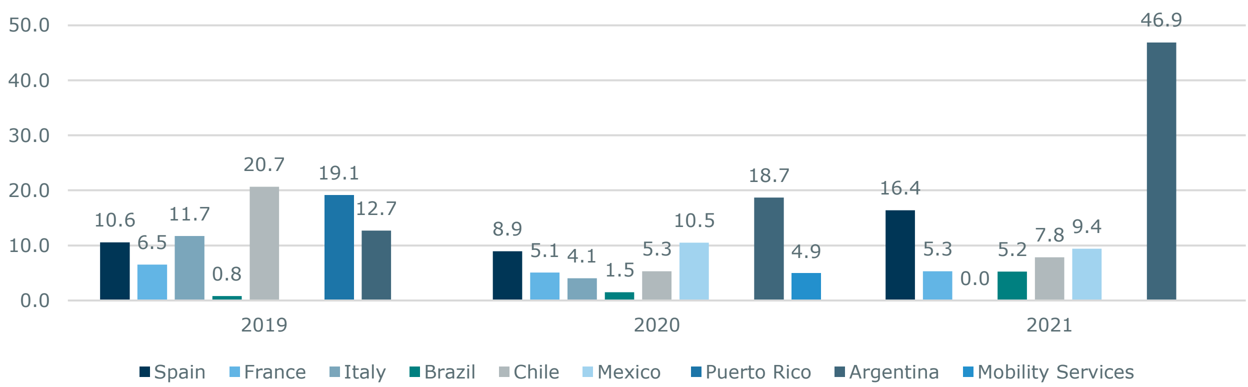

Change in severity rate by gender



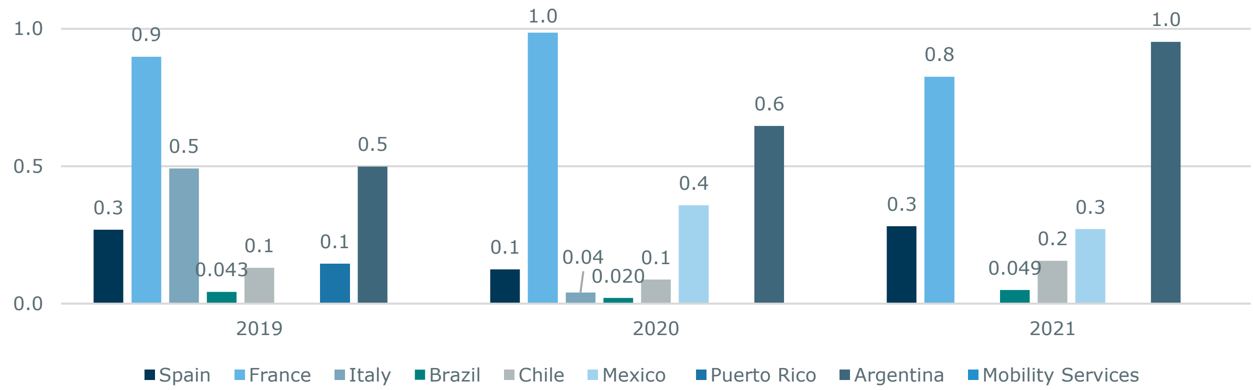

Change in incidence rate by activity and country



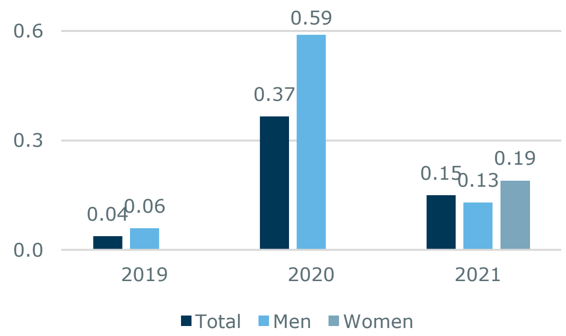

Change in frequency rate by activity and country



Change in severity rate by activity and country

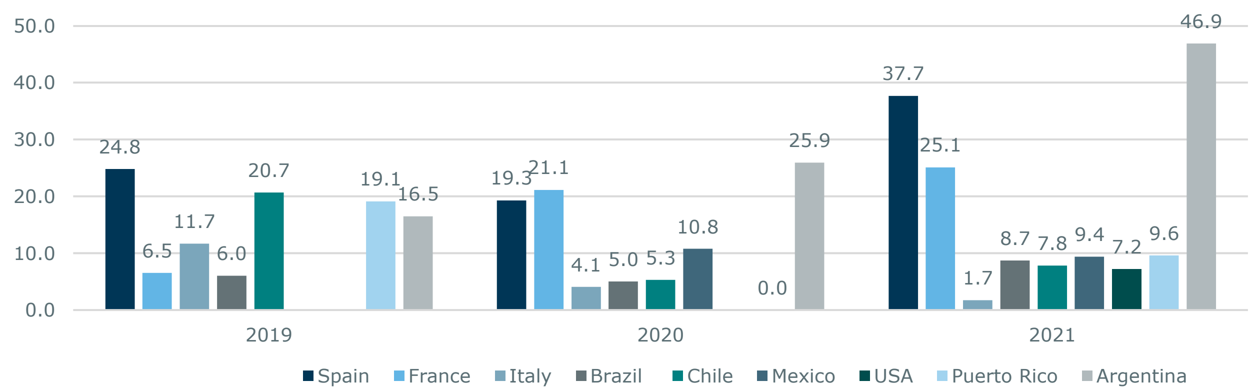



Change in fatality rate (direct workers) by gender



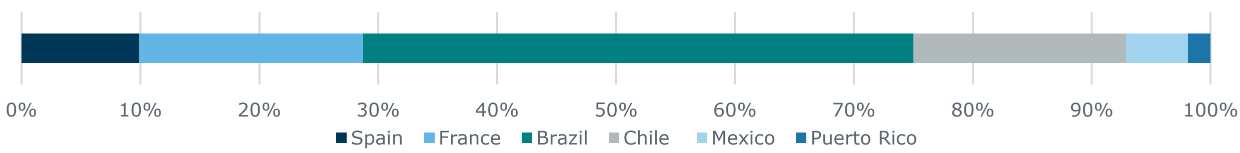

During 2021, a total of two direct workers (one woman in Brazil and one man in Mexico) and five indirect workers (three men in Brazil, one man in Chile and one man in Puerto Rico) died, mainly as a result of collisions. The decrease in the number of fatalities among direct workers brought a significant decline in the overall fatality rate. At the same time, the increase in recordable accidents involving direct workers resulted in an increase in the overall recordable accident rate, which reached 15.4 points (16.9 for men and 12.3 for women).

Change in recordable accident rate for direct workers by activity and country




The total number of recordable accidents and accidents with lost work time among indirect workers increased significantly compared to the previous year, reaching totals of 212 and 139, respectively. Practically all these accidents involved men and nine were severe. The recordable accident rate for indirect workers thus came to 7.7 points and the severity rate, to 0.33 points[xvi].

Percentage distribution of recordable accidents involving indirect workers by country



## Fostering Employment Quality

The organisation's efforts to enhance the quality of employment as a means of developing and retaining talent have been focused on working conditions, career development plans, training programmes and moniroting of the work climate. The Directors' Report describes the actions carried out in this respect during the year.

Permanent contracts account for the majority of employment contracts in the Group, covering 95.6% of the workforce at 31 December (96.6% for men and 94.2% for women). The percentage, both overall and for each gender, fell slightly compared to the previous year and has practically the same distribution across countries.

Number of permanent and temporary contracts by country, activity and gender

| | Permanent contracts | | Temporary contracts | |
|---|---|---|---|---|
| | Men | Women | Men | Women |
| **Toll roads** | **7,237** | **4,693** | **243** | **288** |
| Spain | 447 | 277 | 29 | 19 |
| France | 1,485 | 764 | 79 | 27 |
| Italy | 355 | 110 | 8 | 0 |
| Brazil | 2,400 | 2,024 | 0 | 0 |
| Chile | 529 | 198 | 14 | 15 |
| Mexico | 752 | 486 | 63 | 151 |
| USA | 93 | 83 | 0 | 0 |
| Puerto Rico | 44 | 14 | 0 | 0 |
| Argentina | 1,084 | 728 | 41 | 68 |
| India | 46 | 6 | 0 | 0 |
| **Mobility Services** | **212** | **180** | **25** | **16** |
| **Corporate** | **73** | **72** | **0** | **1** |
| **Total Abertis** | **7,522** | **4,945** | **268** | **305** |

Number of permanent and temporary contracts by age group, gender and activity

| | Permanent contracts | | Temporary contracts | |
|---|---|---|---|---|
| | Men | Women | Men | Women |
| **Toll roads** | **7,237** | **4,693** | **243** | **288** |
| Under 30 | 975 | 1,044 | 139 | 167 |
| Age 31 to 50 | 4,331 | 2,879 | 80 | 109 |
| Over 51 | 1,931 | 770 | 21 | 12 |
| **Mobility Services** | **212** | **180** | **25** | **16** |
| Under 30 | 59 | 53 | 22 | 14 |
| Age 31 to 50 | 115 | 94 | 3 | 2 |
| Over 51 | 32 | 33 | 0 | 0 |
| **Corporate** | **73** | **72** | **0** | **1** |
| Under 30 | 12 | 2 | 0 | 0 |
| Age 31 to 50 | 44 | 56 | 0 | 1 |
| Over 51 | 14 | 14 | 0 | 0 |
| **Total Abertis** | **7,522** | **4,945** | **268** | **305** |
| Under 30 | 1,046 | 1,099 | 161 | 181 |
| Age 31 to 50 | 4,490 | 3,029 | 83 | 112 |
| Over 51 | 1,986 | 817 | 21 | 12 |

*GRI SRS: 102-8, 103-3*

Average number of full-time equivalent employees with permanent contracts by job category, country and gender

| | Executives | | Heads of department | | Rest of employees | |
|---|---|---|---|---|---|---|
| | Men | Women | Men | Women | Men | Women |
| **Toll roads** | **63.5** | **19.0** | **447.6** | **164.6** | **7,090.6** | **4,419.5** |
| Spain | 7.0 | 3.7 | 59.4 | 11.2 | 657.7 | 299.9 |
| France | 7.0 | 3.7 | 180.5 | 73.2 | 1,188.0 | 596.9 |
| Italy | 8.0 | 2.0 | 21.0 | 2.0 | 332.5 | 97.5 |
| Brazil | 10.4 | 4.3 | 70.3 | 21.9 | 2,360.6 | 1,972.4 |
| Chile | 6.1 | 1.0 | 49.6 | 14.8 | 598.7 | 178.8 |
| Mexico | 10.3 | 1.0 | 15.9 | 8.9 | 748.5 | 512.9 |
| USA | 3.0 | 3.3 | 10.4 | 12.5 | 85.5 | 69.8 |
| Puerto Rico | 4.0 | 0.0 | 8.0 | 7.6 | 31.8 | 8.9 |
| Argentina | 6.5 | 0.0 | 25.5 | 11.5 | 1,048.4 | 677.4 |
| India | 1.3 | 0.0 | 7.0 | 1.0 | 39.0 | 5.0 |
| **Mobility Services** | **2.0** | **0.0** | **58.3** | **70.5** | **156.5** | **99.2** |
| **Corporate** | **10.3** | **2.0** | **35.5** | **32.4** | **24.9** | **38.7** |
| **Total Abertis** | **75.8** | **21.0** | **541.4** | **267.5** | **7,272.0** | **4,557.3** |

Of the total number of employees at 31 December, 0.8% were executives and 5.4% were heads of department, according to the classification used throughout the Group. In line with the previous year, 93.0% of employees at 31 December worked full-time, varying by gender. The distribution of working hours is similar across countries, except in the toll roads business in Spain, where full-time employees make up 59.7% of the total.

Workforce by professional category, country, gender and activity at 31 December

| | Executives | | Heads of department | | Rest of employees | |
|---|---|---|---|---|---|---|
| | Men | Women | Men | Women | Men | Women |
| **Toll roads** | **64** | **20** | **439** | **171** | **6,977** | **4,790** |
| Spain | 5 | 3 | 54 | 11 | 422 | 282 |
| France | 7 | 4 | 186 | 77 | 1,371 | 715 |
| Italy | 9 | 2 | 19 | 2 | 336 | 106 |
| Brazil | 11 | 5 | 66 | 22 | 2,323 | 1,997 |
| Chile | 7 | 1 | 47 | 16 | 492 | 199 |
| Mexico | 10 | 1 | 17 | 10 | 788 | 626 |
| USA | 3 | 4 | 10 | 12 | 80 | 67 |
| Puerto Rico | 5 | 0 | 7 | 8 | 32 | 9 |
| Argentina | 6 | 0 | 26 | 12 | 1,093 | 784 |
| India | 1 | 0 | 7 | 1 | 40 | 5 |
| **Mobility Services** | **3** | **0** | **12** | **12** | **222** | **184** |
| **Corporate** | **11** | **2** | **36** | **32** | **26** | **39** |
| **Total Abertis** | **78** | **22** | **487** | **215** | **7,225** | **5,013** |

Percentage of workforce by working hours, gender and activity

| | 2021 | | |
|---|---|---|---|
| | Men | Women | Total |
| **Toll roads** | | | |
| Full-time | 96.0% | 89.1% | 93.3% |
| Part-time | 4.0% | 10.9% | 6.7% |
| **Mobility Services** | | | |
| Full-time | 87.3% | 79.1% | 83.6% |
| Part-time | 12.7% | 20.9% | 16.4% |
| **Corporate** | | | |
| Full-time | 97.3% | 98.6% | 97.9% |
| Part-time | 2.7% | 1.4% | 2.1% |
| **Total Abertis** | | | |
| Full-time | 95.8% | 88.9% | 93.0% |
| Part-time | 4.2% | 11.1% | 7.0% |

The total number of new hires in 2021 was significantly higher than the previous year, reaching 3,957. Of this total, 43.8% were hired on permanent contracts and 51.1% were women. More than 90% of the new hires were in the toll roads business, mainly in France, Brazil and Mexico, which also accounted for 80% of total new hires for the year.

Number of new hires by age group, gender, contract type and activity

| | Permanent contracts | | Temporary contracts | |
|---|---|---|---|---|
| | Men | Women | Men | Women |
| **Toll roads** | **971** | **659** | **864** | **1,244** |
| Under 30 | 345 | 337 | 459 | 715 |
| Age 31 to 50 | 545 | 295 | 329 | 444 |
| Over 51 | 81 | 27 | 76 | 85 |
| **Mobility Services** | **35** | **58** | **58** | **56** |
| Under 30 | 11 | 14 | 47 | 46 |
| Age 31 to 50 | 16 | 35 | 7 | 6 |
| Over 51 | 8 | 9 | 4 | 4 |
| **Corporate** | **8** | **4** | **0** | **0** |
| Under 30 | 3 | 3 | 0 | 0 |
| Age 31 to 50 | 4 | 1 | 0 | 0 |
| Over 51 | 1 | 0 | 0 | 0 |
| **Total Abertis** | **1,014** | **721** | **922** | **1,300** |
| Under 30 | 359 | 354 | 506 | 761 |
| Age 31 to 50 | 565 | 331 | 336 | 450 |
| Over 51 | 90 | 36 | 80 | 89 |

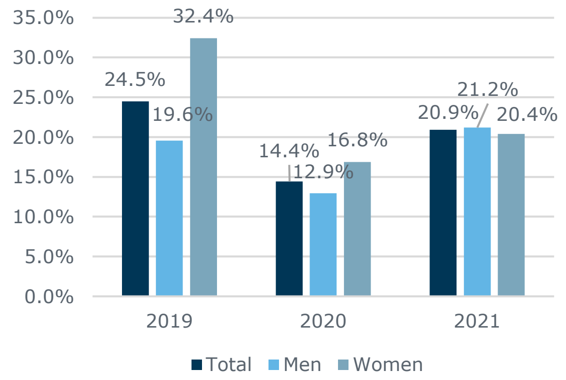
The absenteeism rate for the year was 5.5% overall, which represents an increase compared to the previous year and entailed 1.4 million hours of lost work time. The trend varied across activities and countries, with decreases in the toll roads business in Spain, France, Italy and India, as well as in Mobility Services in the United Kingdom.

Restructurings in some countries affected the total number of layoffs, which was up 17.5% compared to the previous year, at 1,299. Of the total layoffs during the year, 97.2% affected the Rest of employees job category and 66% involved men. Brazil and Chile accounted for 82.7% of the year's layoffs.

Number of layoffs by age group, gender, job category and activity

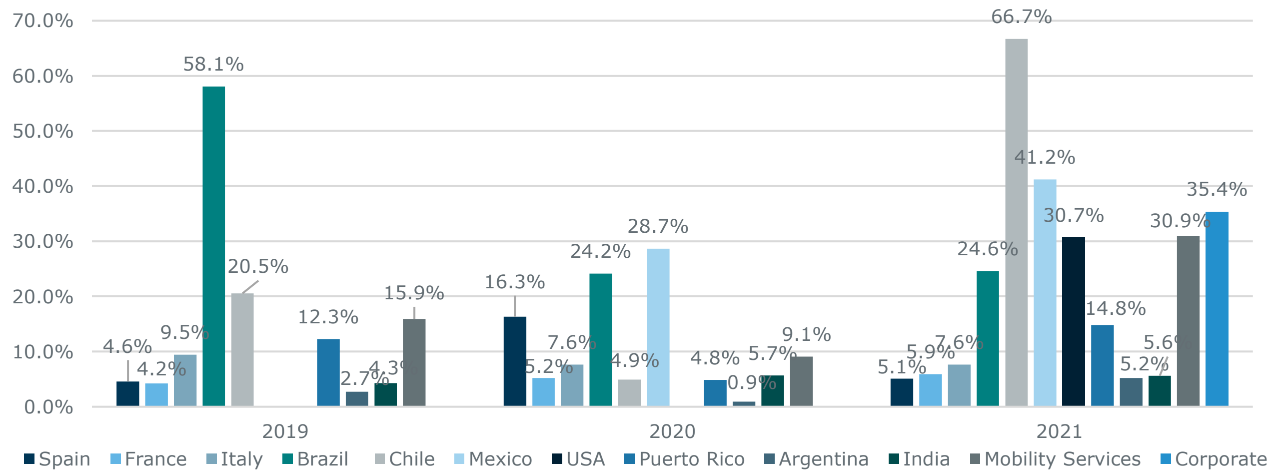
| | Executives | | Heads of department | | Rest of employees | |
|---|---|---|---|---|---|---|
| | Men | Women | Men | Women | Men | Women |
| **Toll roads** | **3** | **1** | **28** | **4** | **812** | **425** |
| Under 30 | 0 | 0 | 0 | 0 | 174 | 143 |
| Age 31 to 50 | 3 | 0 | 17 | 4 | 469 | 246 |
| Over 51 | 0 | 1 | 11 | 0 | 169 | 36 |
| **Mobility Services** | **0** | **0** | **0** | **0** | **12** | **11** |
| Under 30 | 0 | 0 | 0 | 0 | 6 | 9 |
| Age 31 to 50 | 0 | 0 | 0 | 0 | 5 | 2 |
| Over 51 | 0 | 0 | 0 | 0 | 1 | 0 |
| **Corporate** | **0** | **0** | **0** | **1** | **2** | **0** |
| Under 30 | 0 | 0 | 0 | 0 | 2 | 0 |
| Age 31 to 50 | 0 | 0 | 0 | 1 | 0 | 0 |
| Over 51 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Total Abertis** | **3** | **1** | **28** | **5** | **826** | **436** |
| Under 30 | 0 | 0 | 0 | 0 | 182 | 152 |
| Age 31 to 50 | 3 | 0 | 17 | 5 | 474 | 248 |
| Over 51 | 0 | 1 | 11 | 0 | 170 | 36 |

Change in overall employee turnover by gender




Employee turnover increased compared to the previous year as a result of the change in the number of layoffs and the significant increase in voluntary separations and retirements. Employee turnover measures exits in these three categories against the headcount at 31 December. The trend was similar in all activities and countries except toll roads in Spain and India.

Change in employee turnover by activity and country

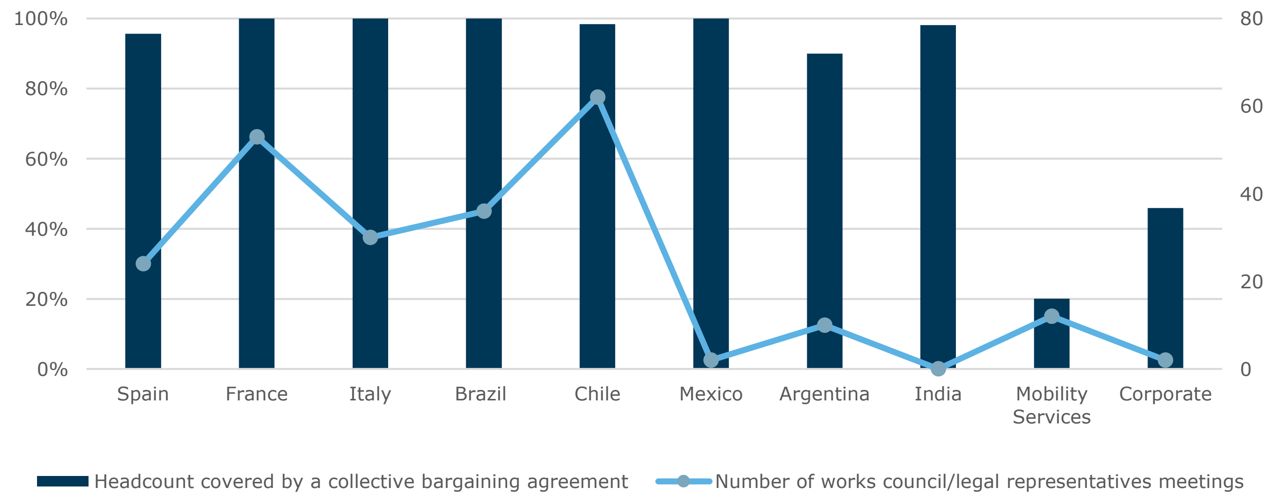


Employee turnover by age group, gender, activity and country

| | Under 30 | | Age 30 to 50 | | Over 50 | |
|---|---|---|---|---|---|---|
| | Men | Women | Men | Women | Men | Women |
| **Toll roads** | **39.1%** | **34.4%** | **17.9%** | **16.1%** | **18.1%** | **12.9%** |
| Spain | 0.0% | 0.0% | 1.7% | 7.1% | 7.3% | 5.4% |
| France | 8.1% | 8.2% | 3.4% | 1.2% | 9.8% | 9.1% |
| Italy | 0.0% | --- | 1.2% | 3.7% | 11.7% | 1.8% |
| Brazil | 27.4% | 25.0% | 26.1% | 20.6% | 28.7% | 18.0% |
| Chile | 131.9% | 84.0% | 68.0% | 35.8% | 60.6% | 46.7% |
| Mexico | 60.8% | 65.4% | 22.3% | 37.4% | 20.5% | 56.7% |
| USA | 45.5% | 55.6% | 10.2% | 39.5% | 15.2% | 54.5% |
| Puerto Rico | 40.0% | 0.0% | 19.4% | 0.0% | 12.5% | 0.0% |
| Argentina | 16.9% | 6.0% | 4.0% | 3.4% | 12.4% | 4.3% |
| India | 0.0% | --- | 3.1% | 0.0% | 40.0% | --- |
| **Mobility Services** | **40.7%** | **64.2%** | **22.9%** | **18.8%** | **15.8%** | **21.2%** |
| **Corporate** | **16.7%** | **0.0%** | **4.5%** | **5.3%** | **11.8%** | **14.3%** |
| **Total Abertis** | **39.0%** | **35.9%** | **17.9%** | **16.0%** | **18.0%** | **13.3%** |

All the activities and countries, except for the toll roads business in the United States, Puerto Rico and India and Mobility Services in the United Kingdom and Hungary, have collective bargaining agreements covering a total of 82.9% of the workforce at 31 December. The inclusion within the scope of reporting of countries and activities that do not have such a collective bargaining framework has affected the overall percentage, which is down compared to the previous year. The 33 works councils and 78 employees' legal representatives met 231 times during 2021, on a par with the previous year, although the number of works councils has decreased significantly.

Percentage of workforce covered by a collective bargaining agreement and number of works council meetings




Performance assessment is a key part of the professional development and talent retention model, making it possible to set individual development goals and identify specific actions that will maximise employees' potential while meeting their expectations.

During 2021, under the management by objectives (MBO) framework, 100% of executives, 95.4% of heads of department and 60.8% of the rest of the workforce were involved in this professional development system.

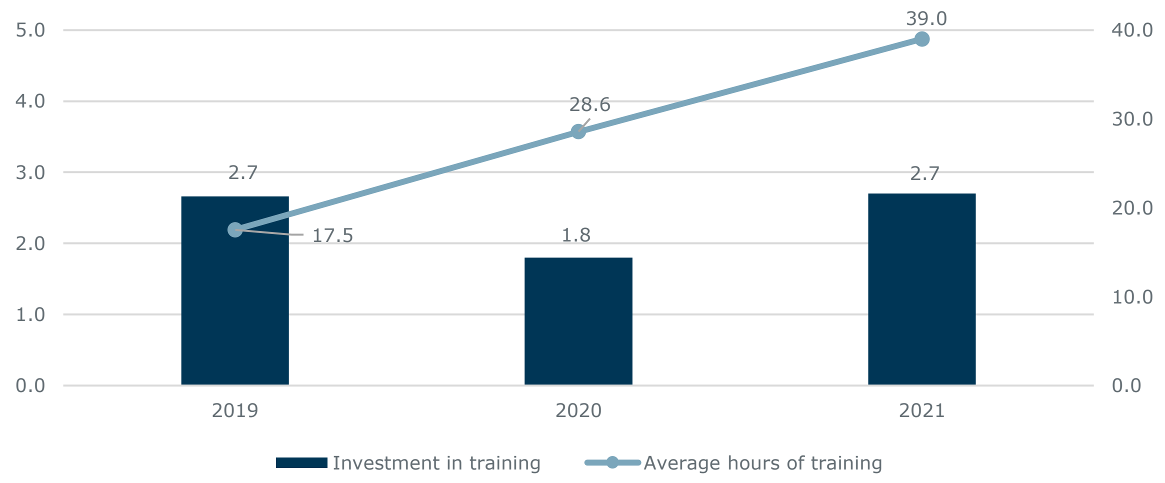
Overall, at 31 December, 63% of the workforce (62.5% of men and 63.7% of women) were included in an MBO system, which was slightly less than the previous year.

Percentage of workforce at 31 December included in an MBO system by job category, gender, activity and country

| | Executives | | Heads of department | | Rest of employees | |
|---|---|---|---|---|---|---|
| | Men | Women | Men | Women | Men | Women |
| **Toll roads** | **100.0%** | **100.0%** | **94.5%** | **95.3%** | **58.8%** | **61.0%** |
| Spain | 100.0% | 100.0% | 70.4% | 72.7% | 12.3% | 5.7% |
| France | 100.0% | 100.0% | 100.0% | 100.0% | 91.0% | 91.0% |
| Italy | 100.0% | 100.0% | 63.2% | 100.0% | 1.5% | 3.8% |
| Brazil | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% |
| Chile | 100.0% | 100.0% | 100.0% | 68.8% | 37.8% | 57.8% |
| Mexico | 100.0% | 100.0% | 94.1% | 100.0% | 4.4% | 1.4% |
| USA | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% | 100.0% |
| Puerto Rico | 100.0% | --- | 100.0% | 100.0% | 100.0% | 100.0% |
| Argentina | 100.0% | --- | 100.0% | 100.0% | 9.0% | 6.4% |
| India | 100.0% | --- | 100.0% | 100.0% | 100.0% | 100.0% |
| **Mobility Services** | **100.0%** | **---** | **100.0%** | **100.0%** | **93.2%** | **84.2%** |
| **Corporate** | **100.0%** | **100.0%** | **100.0%** | **100.0%** | **80.8%** | **97.4%** |
| **Total Abertis** | **100.0%** | **100.0%** | **95.1%** | **96.3%** | **59.9%** | **62.2%** |

Almost all the business units have training plans, which provided an average of 39 hours of training per worker (41.6 hours for men and 35 hours for women), which is significantly more than the previous year. Total investment in training was EUR 2.7 million, up 48.8% on the previous year, and the total hours of training on subjects relating to sustainability and human rights reached 37,868.

Change in total investment in training (€ mn) and average hours of training per employee



Average hours of training by job category, gender, country and activity

| | Executives | | Heads of department | | Rest of employees | |
|---|---|---|---|---|---|---|
| | Men | Women | Men | Women | Men | Women |
| **Toll roads** | **32.2** | **42.8** | **57.8** | **57.4** | **41.5** | **34.2** |
| Spain | 111.6 | 205.4 | 50.6 | 202.1 | 51.8 | 49.1 |
| France | 3.6 | 5.5 | 26.9 | 29.0 | 15.2 | 8.0 |
| Italy | 8.1 | 21.5 | 4.1 | 41.0 | 0.2 | 0.3 |
| Brazil | 55.9 | 18.6 | 162.8 | 144.4 | 85.5 | 62.3 |
| Chile | 75.3 | 47.0 | 79.3 | 64.2 | 66.5 | 67.0 |
| Mexico | 7.0 | 4.0 | 126.8 | 40.7 | 12.3 | 5.6 |
| USA | 13.3 | 7.5 | 10.0 | 6.7 | 10.5 | 18.2 |
| Puerto Rico | 15.5 | --- | 45.3 | 48.1 | 42.4 | 38.1 |
| Argentina | 9.6 | --- | 13.8 | 12.9 | 3.0 | 1.9 |
| India | 16.0 | --- | 22.7 | 56.0 | 11.3 | 19.2 |
| **Mobility Services** | **0.8** | **---** | **1.5** | **1.0** | **21.9** | **30.5** |
| **Corporate** | **31.5** | **61.0** | **28.3** | **60.5** | **19.8** | **40.4** |
| **Total Abertis** | **30.9** | **44.4** | **54.2** | **54.7** | **40.8** | **34.2** |

Total hours of training by job category, gender, country and activity

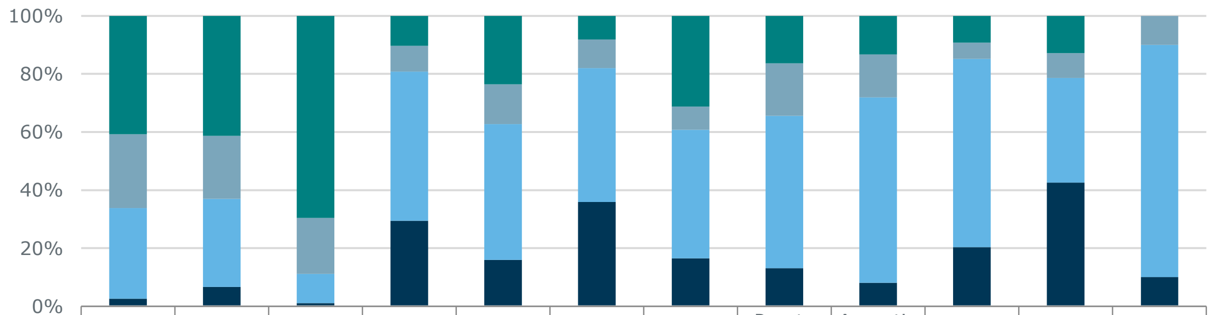
| | Executives | | Heads of department | | Rest of employees | |
|---|---|---|---|---|---|---|
| | Men | Women | Men | Women | Men | Women |
| **Toll roads** | **2,059** | **855** | **25,369** | **9,823** | **289,765** | **164,033** |
| Spain | 558 | 616 | 2,734 | 2,223 | 21,881 | 13,851 |
| France | 25 | 22 | 4,999 | 2,231 | 20,856 | 5,706 |
| Italy | 73 | 43 | 77 | 82 | 54 | 33 |
| Brazil | 615 | 93 | 10,743 | 3,177 | 198,584 | 124,429 |
| Chile | 527 | 47 | 3,726 | 1,027 | 32,732 | 13,328 |
| Mexico | 70 | 4 | 2,155 | 407 | 9,688 | 3,534 |
| USA | 34 | 25 | 100 | 80 | 840 | 1,220 |
| Puerto Rico | 77 | --- | 317 | 384 | 1,357 | 343 |
| Argentina | 58 | --- | 360 | 155 | 3,322 | 1,493 |
| India | 16 | --- | 159 | 56 | 451 | 96 |
| **Mobility Services** | **3** | **---** | **19** | **12** | **4,859** | **5,621** |
| **Corporate** | **346** | **122** | **1,019** | **1,936** | **516** | **1,574** |
| **Total Abertis** | **2,407** | **977** | **26,407** | **11,771** | **295,140** | **171,228** |

## Guaranteeing Equal Opportunities

The Group's Human Resources policy guarantees equal opportunity and non-discrimination, as prime expression of Abertis' Corporate Social Responsibility and Code of Ethics, and are part of the organisation's strategic objectives. The specific actions undertaken in this respect are intended to comply with legal requirements in the different countries and meet the expectations of stakeholders as reflected in the corporate strategy.

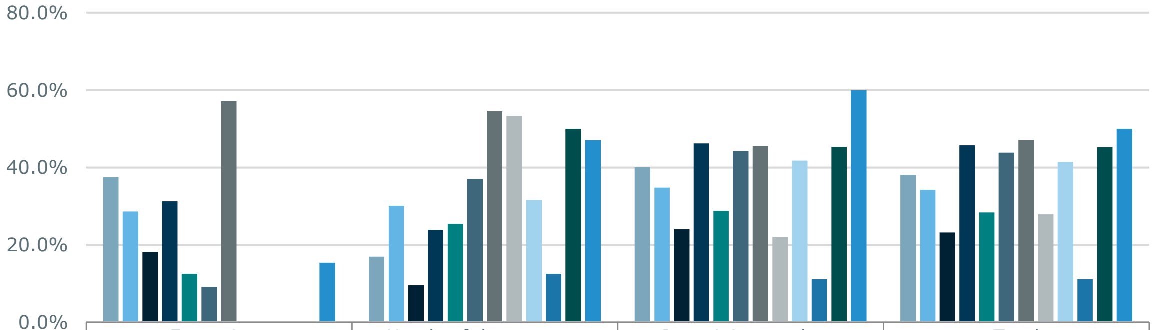
The workforce is made up of 59.7% men and 40.3% women. The proportions became more equal during 2021 as a result of the relative increase in the number of women in the workforce. The presence of women in executive and head of department positions also increased during 2021, reaching 22.0% and 30.5%, respectively. As a result, 29.4% of executives and heads of department are now women. By age, 19.1% of the workforce was under 30, 45.0% was aged 31 to 45, 14.1% aged 46 to 50, and 21.8% over 51. Compared to the previous year, the under 30 and over 51 age groups expanded, while the 46-50 age group continued to shrink.

Distribution of employees by age group and country at 31 December




| | Spain | France | Italy | Brazil | Chile | Mexico | USA | Puerto Rico | Argentina | India | UK | Other |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| >51 | 376 | 1,010 | 330 | 457 | 180 | 118 | 55 | 10 | 255 | 5 | 43 | 0 |
| 46-50 | 235 | 531 | 91 | 394 | 104 | 143 | 14 | 11 | 285 | 3 | 29 | 1 |
| 31-45 | 288 | 742 | 48 | 2,270 | 356 | 669 | 78 | 32 | 1,226 | 35 | 121 | 8 |
| <30 | 24 | 164 | 5 | 1,303 | 122 | 522 | 29 | 8 | 155 | 11 | 143 | 1 |

Percentage of women by job category and country



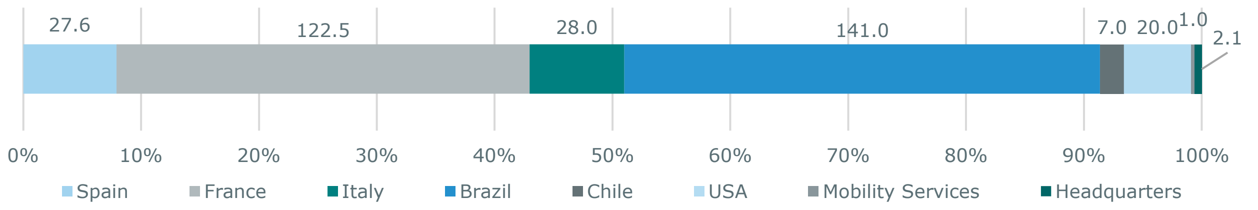

| | Executives | Heads of department | Remaining workers | Total |
|---|---|---|---|---|
| Spain | 37.5% | 16.9% | 40.1% | 38.1% |
| France | 28.6% | 30.1% | 34.8% | 34.2% |
| Italy | 18.2% | 9.5% | 24.0% | 23.2% |
| Brazil | 31.3% | 23.9% | 46.3% | 45.8% |
| Chile | 12.5% | 25.4% | 28.8% | 28.3% |
| Mexico | 9.1% | 37.0% | 44.3% | 43.9% |
| USA | 57.1% | 54.5% | 45.6% | 47.2% |
| Puerto Rico | 0.0% | 53.3% | 22.0% | 27.9% |
| Argentina | 0.0% | 31.6% | 41.8% | 41.4% |
| India | 0.0% | 12.5% | 11.1% | 11.1% |
| Mobility Services | 0.0% | 50.0% | 45.3% | 45.3% |
| Corporate | 15.4% | 47.1% | 60.0% | 50.0% |

*GRI SRS: 103-3, 405-1*

General contents
GRI Content Index

The equal opportunities and anti-discrimination laws in force in almost all the countries in which Abertis operates cover matters such as pay equality, non-discrimination on the basis of race, sex, religion or other characteristics, and the implementation of equality plans to ensure that procedures are in place to effectively facilitate professional development on an equal opportunities basis. The share of people with functional diversity in the Group's workforce during 2021 amounted to 349.2 full-time equivalents.

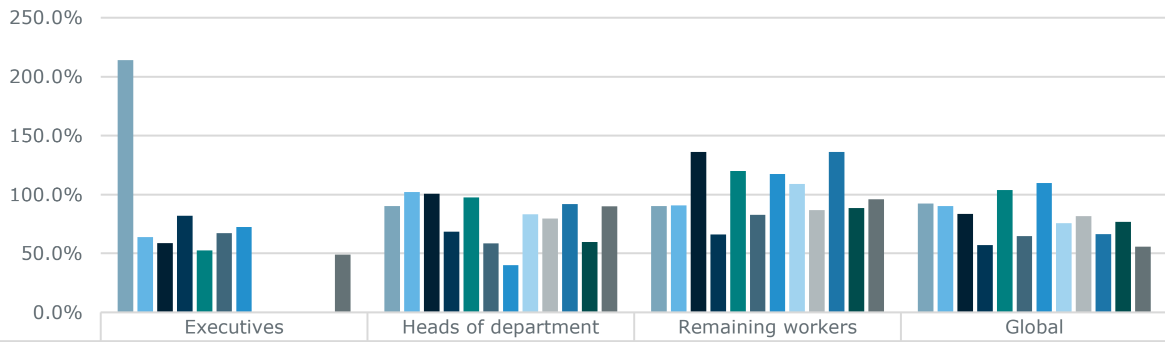
Distribution of the average number of full-time equivalent employees with functional diversity by country and activity




Both the business units in Spain and the headquarters have equality plans to facilitate systematic action aimed at achieving effective equality between men and women, in compliance with current legal requirements. Furthermore, to reconcile personal and professional life and develop a balanced workforce, the Group promotes the recruitment of members of minority groups in different jobs, facilitates work-life balance, conducts equal opportunities training and awareness-raising campaigns, and promotes new working methods such as teleworking.

Equal pay between men and women is affected by length of service, job experience and type of position. The ratio of women's remuneration to men's remuneration is 71% overall, practically level with the previous year.

Average remuneration of women as a percentage of average remuneration for men by job category and country[xvii]




| | Executives | Heads of department | Remaining workers | Global |
|---|---|---|---|---|
| Spain | 214.0% | 90.1% | 90.2% | 92.3% |
| France | 64.0% | 102.1% | 90.8% | 90.3% |
| Italy | 58.8% | 100.9% | 136.3% | 83.8% |
| Brazil | 82.0% | 68.5% | 66.0% | 57.2% |
| Chile | 52.6% | 97.5% | 120.1% | 103.9% |
| Mexico | 67.2% | 58.4% | 82.8% | 64.7% |
| USA | 72.7% | 40.1% | 117.3% | 109.8% |
| Puerto Rico | | 83.2% | 109.0% | 75.6% |
| Argentina | | 79.7% | 86.7% | 81.6% |
| India | | 91.8% | 136.3% | 66.4% |
| Mobility Services | | 59.8% | 88.6% | 77.0% |
| Corporate | 49.1% | 90.0% | 95.9% | 55.9% |

The overall average remuneration for executives in 2021 was 241,361 euros for men and 195,619 euros for women; at the manager and department head level it was 76,153 euros for men and 58,559 euros for women; and for the rest of the employees it was 20,646 euros for men and 15,476 euros for women.

Furthermore, the average remuneration by age group and sex in the Group was 21,013 euros for men and 15,544 euros for women for employees younger than 30 years of age, 25,940 euros for men and 18,710 euros for women in the 30 to 50 year group, and 30,394 euros for men and 19.076 euros for women for those 51 years of age or older. These figures were obtained by weighting the workforce by age group in the average pay for job category and gender in 2021 for the Group. The lower remuneration received by women is affected by the relative weight of certain countries with much personnel, low pay and many women workers.

*GRI SRS: 103-3, 405-2*

All the countries in which Abertis operates, except Italy, have their own statutory minimum wage, which in some cases, notably Brazil and India, varies depending on the region and the type of work. The ratio of starting salary to local minimum wage is slightly different in 2021 because it is calculated using the lowest starting salary among the subsidiaries in each country.

Starting salary as a percentage of local minimum wage by country

| | Men | Women |
|---|---|---|
| Spain | 121.9% | 121.9% |
| France | 100.0% | 100.0% |
| Brazil | 100.0% | 100.0% |
| Chile | 100.0% | 100.0% |
| Mexico | 100.0% | 100.0% |
| USA | 103.7% | 103.7% |
| Puerto Rico | 165.5% | 165.5% |
| Argentina | 399.8% | 399.8% |
| India | 168.7% | 219.0% |
| United Kingdom | 118.6% | 118.6% |

During 2021, a total of 269 employees took parental leave, 77% of whom were women. The overall retention rate 12 months after parental leave was taken fell significantly compared to the previous year, reaching 74.2% for men and 37.7% for women.

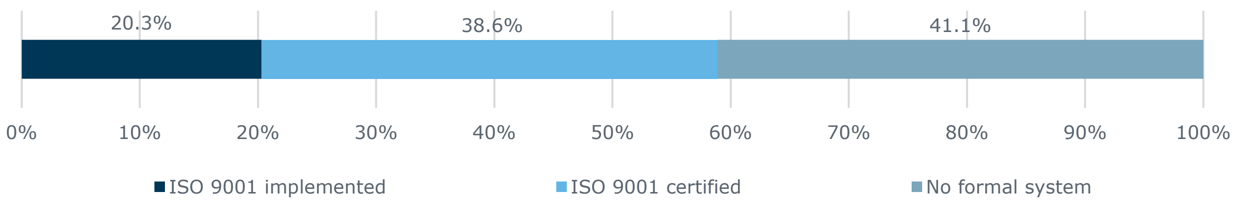
Retention rate by gender and country

| | Individuals who took parental leave | | Individuals who returned to work after parental leave ended | | Individuals still employed at the organisation 12 months later | |
|---|---|---|---|---|---|---|
| | Men | Women | Men | Women | Men | Women |
| **Toll roads** | **48** | **193** | **91.7%** | **86.0%** | **68.8%** | **37.3%** |
| Spain | 13 | 7 | 84.6% | 85.7% | 100.0% | 71.4% |
| France | 4 | 4 | 50.0% | 25.0% | 50.0% | 25.0% |
| Italy | 8 | 9 | 100.0% | 66.7% | 100.0% | 66.7% |
| Brazil | 9 | 86 | 100.0% | 100.0% | 0.0% | 0.0% |
| Chile | 0 | 22 | --- | 22.7% | --- | 27.3% |
| Mexico | 8 | 25 | 100.0% | 92.0% | 100.0% | 68.0% |
| USA | 2 | 4 | 100.0% | 100.0% | 100.0% | 100.0% |
| Puerto Rico | 0 | 1 | --- | 0.0% | --- | 0.0% |
| Argentina | 0 | 35 | --- | 100.0% | --- | 94.3% |
| India | 4 | 0 | 100.0% | --- | 0.0% | --- |
| **Mobility Services** | **11** | **11** | **100.0%** | **36.4%** | **90.9%** | **27.3%** |
| **Corporate** | **3** | **3** | **100.0%** | **100.0%** | **100.0%** | **100.0%** |
| **Total Abertis** | **62** | **207** | **93.5%** | **83.6%** | **74.2%** | **37.7%** |

## Quality Products and Services with Positive Social Impacts

By adopting and implementing ISO 9001 certified quality management systems, the Group is able to systematise the procedures for ensuring continuous improvement in the service it provides. During 2021, 58.9% of revenue was from activities covered by a quality management system based on ISO 9001 and 38.6% was from activities with ISO 9001 certification. Deployment and implementation of protocols for responding to the effects of the pandemic continued and the Covid-19 protocol in place in headquarters and the toll roads in Spain obtained external certification.

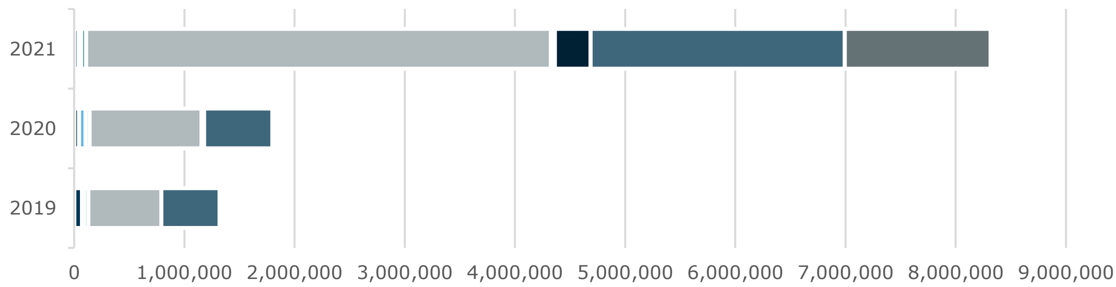
Quality management system (percentage distribution of Abertis' revenue)




The actions carried out to develop high quality products and services that will have a positive impact on society, including the promotion of innovation and digitisation to create products and services that will meet stakeholders' expectations, are described in detail in the Directors' Report.

The number of communications received and handled during 2021 increased significantly as a result of the promotion of digital channels, both to manage the impact of the pandemic and to respond to changes in customers' and users' communication preferences, as well as a change in data collection criteria. Some 98.5% of all the inquiries, complaints and suggestions received during the year were attended to, allowing the organisation to identify important considerations for the continuous improvement of the products and services it provides.

Change in number of inquiries, complaints and suggestions by country[xviii]




| | 2019 | 2020 | 2021 |
|---|---|---|---|
| Spain | 70,261 | 42,873 | 42,673 |
| France | 20,758 | 58,848 | 21,290 |
| Italy | 377 | 243 | 231 |
| Brazil | 36,585 | 37,516 | 42,911 |
| Chile | 662,512 | 1,016,473 | 4,218,707 |
| Mexico | | 22,194 | 36,167 |
| USA | | | 323,565 |
| Puerto Rico | 85 | 80 | 78 |
| Argentina | 530,905 | 620,653 | 2,306,493 |
| India | 36 | 76 | 121 |
| Mobility Services | 5 | 28,800 | 1,322,917 |

# 3

# Methodologies and International Equivalences

## Preparation Methodology

### Standards and Principles

The Appendix on Follow-up of the CSR Master Plan for 2021 presents detailed information on Abertis' economic, financial, environmental, social and governance performance in 2021 and broadens the summary of non-financial information published in the Directors' Report of the Group's Consolidated Financial Statements. In addition, the Carbon Disclosure Project (CDP) questionnaire, together with the other corporate publications, round out the details for communicating Abertis' economic, financial, environmental, social and good governance performance.

The information published has been prepared in accordance with the relevant international benchmark standards and the applicable legal framework, which in addition to the Spanish Non-Financial Reporting Law of 2018, now includes the European Environmental Taxonomy Regulation that entered into effect during the year.

| Accountability Standards | Management Benchmarks | Applicable Regulatory Frameworks |
|---|---|---|
| • Sustainability Reporting Standards (SRS) of the Global Reporting Initiative (GRI) organisation for the years 2016, 2018, 2019 and 2020.<br>• Policy for preparation of United Nations Global Compact Communications of Progress (CoP). | • Stakeholder engagement principles of AccountAbility and AA1000AS<br>• United Nations Sustainable Development Goals | • Spanish Non-Financial Reporting Law<br>• European Commission Environmental Taxonomy Regulation |

The GRI sustainability reporting and accountability standards provide, in addition to specific criteria on the preparation of the content presented, a series of principles detailed in the SRS 101 2016 Foundation standards that allude to enterprise-wide issues to be considered when defining the content and to assure the quality of the reporting.

#### Principles for defining reporting disclosures in accordance with GRI

- Stakeholder inclusiveness and materiality: The processes of updating the materiality analysis and identifying stakeholder expectations allow the organisation to detect the content that responds to the material issues, for their formal approval by the highest governance body.
- Sustainability context: The local priorities combined with the global benchmarks, both in relation to the materiality analysis and to the analysis of the data reported, take into account both the local and international sustainability context.
- Completeness: The presentation of the data segregated by activity and country, and the inclusion of data tied to the legal requirements and to stakeholder expectations, provide assurances for decisionmaking and for assessing the organisation's performance.

#### Principles for assuring reporting quality

- Balance, clarity and timeliness: Data and information are presented objectively, with a similar structure and in due time and form with the Group's Consolidated Financial Statements.
- Comparability, accuracy and reliability: The systems for compilation, calculation, presentation and external assurance of the data ensure the traceability and reliability of the information presented.

*GRI SRS: 101, 102-46, 102-49*

The content of the Directors' Report and Appendix on Follow-up of the CSR Master Plan for 2021 has been obtained thanks to the participation and involvement of more than 150 persons from all of the countries included within the scope of the non-financial reporting. All of the work was coordinated by the teams from the Institutional Relations, Communications and Sustainability corporate areas, together with Planning and Control. In addition, this year we have included internal reviews of the data reported by corporate teams in the People and Control areas. The Directors' Report and the Appendix on Follow-up of the CSRMP have been reviewed and approved by the Board of Directors of Abertis and published in due time and form with the Group's Consolidated Financial Statements.

## Scope of the Information

The non-financial information presented in the Directors' Report and in the Appendix on Follow-up of the CSR Master Plan takes in 99.4% of the Group's annual revenue, and 98.8% of the workforce at 31 December, higher than the previous year's percentage. The changes in the scope of reporting in 2021 were due to the inclusion of a new subsidiary in the United States (Elizabeth River Crossings) and of two subsidiaries in the United Kingdom (Emovis Operations Mersey and Emovis Operations Leeds). Also, the conclusion of the Aumar and Centrovias concessions in Spain and Brazil, respectively, means they are no longer included within the reporting. In addition, the data reported here for the Acesa and Invicat concessionaires refer to the period from January to May 2021, given that those concessions ended in August.

Companies included in the scope of the non-financial reporting

| | |
|---|---|
| **Autopistas** | **Spain -** Autopistas, Acesa, Aucat, Invicat, Iberpistas, Castellana, Avasa, Aulesa, Túnels and Trados 45. |
| | **France** - Sanef, Sapn, Bip & Go, SE BPNL SAS and Sanef Aquitaine |
| | **Italy** - A4 Holding, A4 Mobility, Autostrada Bs Vr Vi Pd SpA and A4 Trading Srl |
| | **Brazil** - Arteris, Autovias, Centrovias, Intervias, Planalto Sul, Fluminense, Fernão Dias, Régis Bittencourt, Litoral Sul, Via Paulista and Latina Manutenção de Rodovias. |
| | **Chile** - Vías Chile, Autopista Central, Autopista Los Libertadores, Autopista del Sol, Autopista Los Andes, Rutas del Elqui, Rutas del Pacífico and the concession operators forming Operavías |
| | **Puerto Rico** - APR and Metropistas. |
| | **Argentina** - Ausol and GCO |
| | **India** - Jadcherla Expressways Private Limited, Trichy Tollway Private Limited and Isadak Headquarters. |
| | **Mexico** - CONIPSA, COTESA, AUTOVIM, PSRCO, RCA, RCO and COVIQSA |
| | **United States** - Elizabeth River Crossings |
| **Mobility Services** | Emovis S.A.S., Emovis Operations Mersey, Emovis Operations Leeds, Eurotoll S.A.S. and Eurotoll Central Europe ZRT |
| **Central Services** | Abertis Infraestructuras and the Abertis Foundation |

The remaining 0.6% of revenue not included in the non-financial reporting includes the activity carried on by the following companies: Abertis Infraestructuras Finance, B.V., Abertis Mobilty Services S.L. (salvo Eurotol S.A.S, Emovis S.A.S, Eurotoll Central Europe ZRT, Emovis Operations Leeds y Emovis Operations Mersey Ltd.), Abertis Internacional, S.A and 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, Centrovias Sistemas Rodoviários, S.A. and Vianorte, S.A. (all with an indirect ownership interest).

## Calculation Methodologies

The compilation of data and calculation of the qualitative and quantitative indicators for the Directors' Report and the Appendix on Follow-up of the CSR Master Plan were done according to specific methodological standards. In line with the approach taken in recent years, the calculations were performed per the guidance given in the standards detailed above (primarily the GRI SRS and the applicable laws and regulations).

The carbon footprint is calculated by reference to the ISO 14064:1-2012 standard, 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), in addition to the specific indications of the applicable legal frameworks, such as the Spanish Non-Financial Reporting Law in Spain and the methodological framework for calculating carbon footprints in France. During 2021 some of the criteria for determining carbon footprints changed, specifically: direct consumptions have been separated from indirect consumptions, with direct ones reported in scopes 1 and 2 and indirect ones in scope 3; the market-based approach has been added for calculating emissions associated with electricity consumption (scope 2); a differentiated emission factor has been adopted for different waste treatments in those cases where an emissions factor existed; and the methodological framework of the GHG Protocol Brazil has been used to calculate the carbon footprint in Brazil.

The LBG España methodological framework for quantifying and classifying social action projects and sponsorships continued to be used.

The restatements of non-financial information, together with the scope limitations other than the disclosures included in the section, are identified in specific notes to the figures to which they refer.

## Systems of Internal Control and Risk Management Relating to Non-Financial Reporting

Abertis has a set of mechanisms that comprise its internal control and risk management systems for reporting the non-financial information (ICNFR system) included in the Directors' Report and in the Appendix on Follow-up of the CSR Master Plan. Those mechanisms are designed to provide limited assurance with regard to its non-financial reporting, given that at the present time the ICNFR system has not ye been formalised.

The application and development of those mechanisms are part of the non-financial reporting process. The core elements are described in the Directors' Report, along with the main risks associated with non-financial reporting.

For the above reasons, the level of comprehensiveness and reliability of the non-financial reporting is not at present comparable to that of the financial reporting, although the organisation does aim to ensure that in the medium term both are subject to the same systems of control to guarantee a common level of rigour so that stakeholders can examine the organisation's performance with the same degree of reliability.

## External Assurance

The non-financial information included in the Directors' Report and the Appendix on Follow-up of the CSR Master Plan has been reviewed by an external auditor according to the requirements of the ISAE 3000 standard and the Guidelines published by the Spanish Institute of Certified Public Accountants (Instituto de Censores Jurados de Cuentas) on "Engagements to provide assurance on the Statement of Non-Financial Information", with a limited level of assurance. The scope of the review was based on the legal requirements set out in the Spanish Non-Financial Reporting Law detailed in the table "Index of Disclosures Required by Spanish Law 11/2018 on Non-Financial Reporting", as well as the requirements for a core in accordance level of the GRI SRS Standard.

In addition, the information regarding "Stakeholders and Materiality" has been reviewed according to the AA1000AS Standard. The recommendations in this regard are detailed in the accompanying assurance report.

*GRI SRS: 101, 102-48, 102-56, 305-1, 305-2, 305-3*

# External Assurance Report

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Avenida Pedralbes, 17, Barcelona

Our ref. Abertis_Clearance_ENG_feb2022

To the Members of the Board of Directors

23 February 2022

Dear Sirs,

**Independent Verification Report on the Follow-up of CSR Master Plan Report of Abertis Infraestructuras, S.A. and subsidiaries for the 2021**

According to your request and with respect to the independent review on the Follow-up of the CSR Master Plan Report of Abertis Infraestructuras, S.A. (hereinafter "the Parent Company") and its subsidiaries for the year ended 31 December 2021, we inform that we are in the final steps of the review procedures process, pending completion of the following aspects of our work:

— Review of the final version of the Follow-up of CSR Master Plan Report, including contents and adequate pagination of the GRI content index and the Law 11/2018 requirements index.

— Reception of the Representation Letter signed by the Parent Company's Management.

If we satisfactorily complete the aforementioned outstanding issues, our assurance report would be drafted in the following terms:

KPMG

*Abertis Infraestructuras, S.A.*
*Independent Verification Report on the Non Financial Information Report and Follow-up of the CSR Master Plan Report of Abertis Infraestructuras, S.A. and subsidiaries for the 2021*

*23 February 2022*

## *Independent Verification Report on the Follow-up of the CSR Master Plan Report of Abertis Infraestructuras, S.A. and subsidiaries for the 2021*

*(Translation from the original in Spanish. In case of discrepancy, the Spanish language version prevails.)*

*To the shareholders of Abertis Infraestructuras, S.A.:*

*Pursuant to article 49 of the Spanish Code of Commerce, we have provided limited assurance on the Follow-up of the CSR Master Plan Report (hereinafter Report) for the year ended 31 December 2021, of Abertis Infraestructuras, S.A. (hereinafter the Parent) and subsidiaries (hereinafter the Group) which forms part of the accompanying Management Report the Group.*

*The Report includes additional information to that required by prevailing mercantile legislation concerning non-financial information and criteria of Sustainability Reporting Standards of Global Reporting Initiative (hereinafter GRI standards) in its core option, which has not been the subject of our assurance work. In this respect, our work was limited exclusively to providing assurance on the information contained in the "Index of Disclosures Required by Spanish Law 11/2018 on Non-Financial Reporting" and contents identified in the external verification column of the "GRI Content Index" both included in the accompanying Report.*

*Additionally, we have verified, with a moderate level of assurance, the application of the principles of inclusivity, materiality, responsiveness and impact in the information included in section "1. Stakeholders and Materiality" of the Report, prepared in accordance with the provisions of the AccountAbility Principles Standard, AA1000 AP (2018).*

### *Responsibility of the Parent's Management*

*The Directors of the Parent are responsible for the content and authorisation for issue of the Report, included in the Group Management Report. The Report has been prepared in accordance with prevailing mercantile legislation and GRI Standards, in its comprehensive option, based on each subject area in the "Index of Disclosures Required by Spanish Law 11/2018 on Non-Financial Reporting" and "GRI Content Index" both included in the accompanying Report and according principles established in the AA1000 AP (2018) issued by AccountAbility.*

*This responsibility also encompasses the design, implementation and maintenance of internal control deemed necessary to ensure that the Report is free from material misstatement, whether due to fraud or error.*

*The Directors of the Parent are also responsible for defining, implementing, adapting and maintaining the management systems from which the information required to prepare the Report was obtained.*

### *Our Independence and quality control*

*We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including international independence standards) issued by the Internal Ethics Standards Board for Accountants (IESBA), which is based on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.*

*Our firm applies International Standard on Quality Control 1 (ISQC1) 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.*

*The engagement team was comprised of professionals specialised in reviews of non-financial information and, specifically, in information on economic, social and environmental performance* *and specialised in AA1000AP (2018) standard relating to dialogue with stakeholders and the social, environmental and economic performance of the company.*

***Our responsibility***

*Our responsibility is to express our conclusions in an independent limited assurance report based on the work performed. We conducted our review engagement in accordance with International Standard on Assurance Engagements, "Assurance Engagements other than Audits or Reviews of Historical Financial Information" (ISAE 3000 (Revised), issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC), and with the Performance Guide on assurance engagements on the Non-Financial Information Statement issued by the Spanish Institute of Registered Auditors (ICJCE). Additionally, in relation to information included in section "1. Stakeholders and Materiality" of the Report, we have carried out our work with moderate level of assurance Type 2, in accordance with the Sustainability Assurance Standard AA1000AS v3 (2020) of AccountAbility*

*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 lower.*

*Our work consisted of making inquiries of management, as well as of the different units of the Group that participated in the preparation of the Report, in the review of the processes for compiling and validating the information presented in the Report and in the application of certain analytical procedures and sample review testing described below:*

- *Meetings with the Group personnel to gain an understanding of the business model, policies and management approaches applied, the principal risks related to these questions and to obtain the information necessary for the external review.*
- *Analysis of the scope, relevance and completeness of the content of the Report based on the materiality analysis performed by the Group and described in the section "Materiality" considering the content required by prevailing mercantile legislation.*
- *Analysis of the processes for compiling and validating the data presented in the Report for 2021.*
- *Review of the information relating to the risks, policies and management approaches applied in relation to the material aspects presented in the Report for 2021.*
- *Review, through meetings with the Group personnel responsible of stakeholder engagement model implementation, review of internal documentation on the deployment of the model, and the nature and scope of the processes defined to comply with Standard AA1000AP (2018), and evaluation of the reliability of performance information indicated in the aforementioned scope.*
- *Corroboration, through sample testing, of the information relative to the content of the Report for 2021 and whether it has been adequately compiled based on data provided by information sources.*
- *Procurement of a representation letter from the Directors and management.*

***Conclusion***

*Based on the assurance procedures performed and the evidence obtained, nothing has come to our attention that causes us to believe that:*

*a.) The Follow-up of the CSR Master Plan Report of Abertis Infraestructuras, S.A. and subsidiaries for the year ended 31 December 2021 has not been prepared, in all material respects, in accordance with prevailing mercantile legislation and GRI Standards in its core option based on each subject area in the "Index of Disclosures Required by Spanish Law 11/2018 on Non-Financial Reporting" and the contents identified in the external verification column of the "GRI Content Index" both included in the accompanying Report.*

*b.) The information included in the "1. Stakeholders and Materiality" section of the Report regarding the principles of inclusivity, materiality, responsiveness and impact have not been* *prepared, in all material respects, in accordance with the AA1000AP (2018) AccountAbility Principles Standard.*

***Emphasis of matter***

*Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment stipulates the obligation to disclose information on how and to what extent the undertaking's activities are associated with economic activities that qualify as environmentally sustainable in relation to climate change mitigation and climate change adaptation. This obligation applies for the first time for the 2021 fiscal year, provided that the Report is published from 1 January 2022 onwards. Consequently, the attached Report does not contain comparative information on this matter. Additionally, certain information has been included in respect of which the Directors of the Parent Company have opted to apply the criteria that, in their opinion, best allow them to comply with the new obligation, and which are those defined in in sections "6.2 Fluid and Sustainable Mobility" and "8.2 Methodology for preparing the Taxonomy KPIs" in the accompanying Report. Our conclusion is not modified in respect of this matter.*

***Other matters***

*On 9th March 2021 a different assurance provider issued their independent verification report on the non-financial information included in the Follow-up of the CSR Master Plan Report included in the Consolidated Management Report of Abertis Infraestructuras, S.A. and subsidiaries for the year 2020 in which they expressed qualified conclusion for omissions of information.*

***Recommendations***

*Without prejudice to the conclusions presented above, our key observations on the application of the principles of inclusivity, materiality, responsiveness and impact defined in the AA1000AP (2018) AccountAbility Principles Standard are as follows*

*In relation to the principle of INCLUSIVITY*

*In 2021, and within the process of updating the materiality analysis, Abertis has revised its stakeholder map integrating the new countries linked to the Mobility Services activity. The Stakeholder maps allow Abertis to collect the information that the organization has on the expectations of the different stakeholders.*

*It is recommended to continue to review and update stakeholder maps and to include stakeholder expectations at all levels and across geographies in the materiality analysis for future years*

*In relation to the principle of MATERIALITY*

*In the annual update of the materiality analysis, Abertis carries out an exercise that allows to revie and modify, where appropriate, those most relevant issues, both from the internal and external point of view. In the internal prioritization, in addition, the approval by the Sustainability Committee of the materiality analysis has been carried out. It is recommended to enrich the analysis with an evaluation of the relevance f the issues in the medium and long term, which will allow the company to prepare for risk management in a strategic way. In this regard, it would also be appropriate to review the degree of relevance of material issues and their degree of coverage in the contents of the Report to ensure that the company considers and responds to these matters in a proportionate manner.*

*In relation to the principle of RESPONSIVENESS*

*Abertis' Sustainability Strategy 2022-2030 and ESG Plan 2022-2024 aim to respond to the main sustainability challenges and establish a link with the development of programs to improve their performance.*

*To continue advancing in this principle, it is recommended to continue working on the management approach for each issue, identifying the risks related to each material aspect, their related KPIs and the people responsible for monitoring and evaluatin the response to these matters. Likewise, Abertis is recommended to continue working in the monitoring and review of the actions implemented in response to the relevant issues, in order to be able to take stock of the results of these actions defined within the framework of the ESG Plan.*

*In relation to the principle of IMPACT*

*The update of the AA1000AP standard in 2018 means the inclusion of this new principle, by which organizations are recommended to measure, monitor and assume responsibility for the impact of all their actions at all levels.*

*Abertis includes in the Report indicators that allow measuring its contribution to sustainable development. At this point, it s recommended to continue working on the measurement of its contribution and its direct and indirect impact, through the indicators reported in the Report and including measurable and evaluable contribution and impact objectives throughout its value chain.*

***Use and distribution***

*This report has been prepared in response to the requirement established in prevailing mercantile legislation in Spain, and thus may not be suitable for other purposes and jurisdictions.*

*KPMG Asesores, S.L.*

*[Signature]*

*Patricia Reverter Guillot*

*[Date]*

This letter has been prepared at the request of the Company's Management to inform the Members of the Board of Directors of the current status of our work and should therefore not be used for any other purpose or distributed to other parties without our prior consent.

Yours faithfully,

Patricia Reverter
Partner

# GRI Content Index[xix]

The Directors' Report of the Consolidated Financial Statements and the Appendix on Follow-up of the CSR Master Plan have been prepared in accordance with the GRI standards: comprehensive option. 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 Directors' Report. It is available on the Abertis website, under Annual Report.
- AA: Refers to the organisation's Consolidated Financial Statements (annual accounts). They are available on the Abertis website, under Annual Report.
- CDP 2021: 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 |
|---|---|---|---|
| **GRI 101 Foundation 2016** | | | |
| 101 Reporting principles | 56-58 | | √ - 59-63 |
| **GRI 102: General Disclosures 2016**<br>**Organisational profile** | | | |
| 102-1 Name of the organisation | Abertis Infraestructuras S.A. | | √ - 59-63 |
| 102-2 Activities, brands, products, and services | MR 5-6 | | √ - 59-63 |
| 102-3 Location of headquarters | Avenida Pedralbes, 17, Barcelona | | √ - 59-63 |
| 102-4 Location of operations | MR 9-10 | | √ - 59-63 |
| 102-5 Ownership and legal form | MR 14 | | √ - 59-63 |
| 102-6 Markets served | MR 9-10 | | √ - 59-63 |
| 102-7 Scale of the organisation | MR 5, 14, 43-44, 51, 65 | | √ - 59-63 |
| 102-8 Information on employees and other workers | 40, 45-47 | | √ - 59-63 |
| 102-9 Supply chain | 4-5, 28; MR 62-63; Content note (a) | | √ - 59-63 |
| 102-10 Significant changes to the organisation and its supply chain | 4-5 | | √ - 59-63 |
| 102-11 Precautionary principle or approach | 7-11; MR 12-13 | | √ - 59-63 |
| 102-12 External initiatives | 7; MR 6-7, 34, 55 | | √ - 59-63 |
| 102-13 Membership of associations | MR 60 | | √ - 59-63 |
| **Strategy** | | | |

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| Standard/General Disclosures | Page/Direct Response | Omissions | External Assurance |
|---|---|---|---|
| 102-14 Statement from senior decision-maker | MR 3-4 | | √ - 59-63 |
| 102-15 Key impacts, risks, and opportunities | 6-7; MR 3-4, 8-9, 11-13, 26-30 | | √ - 59-63 |
| **Ethics and Integrity** | | | |
| 102-16 Values, principles, standards, and norms of behaviour | 13-15; MR 8-9, 30-33 | | √ - 59-63 |
| 102-17 Mechanisms for advice and concerns about ethics | 13-14; MR 30-33 | | √ - 59-63 |
| **Governance** | | | |
| 102-18 Governance structure | MR 15-19 | | √ - 59-63 |
| 102-19 Delegating authority | 9; MR 15-19 | | --- |
| 102-20 Executive-level responsibility for economic, environmental, and social topics | 7, 9 | | √ - 59-63 |
| 102-21 Consulting stakeholders on economic, environmental, and social topics | 3-5 | | √ - 59-63 |
| 102-22 Composition of the highest governance body and its committees | MR 15-18 | | --- |
| 102-23 Chair of the highest governance body | MR 15 | | --- |
| 102-24 Nominating and selecting the highest governance body | MR 15 | | --- |
| 102-25 Conflicts of interest | MR 21-23 | | --- |
| 102-26 Role of the highest governance body in setting purpose, values and strategy | 7, 9; MR 15-18 | | --- |
| 102-27 Collective knowledge of highest governance body | MR 15; Corporate website (Board of Directors) | | --- |
| 102-28 Evaluating the highest governance body's performance | At present there is no specific policy on this topic. | | --- |
| 102-29 Identifying and managing economic, environmental, and social impacts | 3-11; MR 24-33 | | --- |
| 102-30 Effectiveness of risk management processes | MR 24-33 | | --- |
| 102-31 Review of economic, environmental, and social topics | 7-9; MR 24-33 | | --- |
| 102-32 Highest governance body's role in sustainability reporting | 57 | | --- |
| 102-33 Communicating critical concerns | 13-14; MR 30-31 | | --- |
| 102-34 Nature and total number of critical concerns | 13-14; MR 30-31 | | --- |
| 102-35 Remuneration policies | IDG 15; Content note (b) | | --- |
| 102-36 Process for determining remuneration | IDG 15; Content note (b) | | --- |
| 102-37 Stakeholders' involvement in remuneration | Stakeholder involvement in remuneration is currently not envisaged. | | --- |



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| Standard/General Disclosures | Page/Direct Response | Omissions | External Assurance |
|---|---|---|---|
| 102-38 Annual total compensation ratio | Content note (c) | It is not currently possible to disclose the remuneration ratio by country due to questions of confidentiality, as the remuneration of the individuals with the highest remuneration in the rest of the countries is non-public information. | --- |
| 102-39 Percentage increase in annual total compensation ratio | Content note (d) | | --- |
| **Stakeholder Engagement** | | | |
| 102-40 List of stakeholder groups | 3 | | √ - 59-63 |
| GRI 102-41 Collective bargaining agreements | 49 | | √ - 59-63 |
| 102-42 Identifying and selecting stakeholders | 3 | | √ - 59-63 |
| 102-43 Approach to stakeholder engagement | 3-5 | | √ - 59-63 |
| 102-44 Key topics and concerns raised | 3-6 | | √ - 59-63 |
| **Reporting Practices** | | | |
| 102-45 Entities included in the consolidated financial statements | 57; AA 278-294 | | √ - 59-63 |
| 102-46 Defining report content and topic Boundaries | 4-6, 56-57 | | √ - 59-63 |
| 102-47 List of material topics | 6 | | √ - 59-63 |
| 102-48 Restatement of information | 58, 85; Restatements were identified in each case by direct notes. | | --- |
| 102-49 Changes in reporting | 56-57 | | √ - 59-63 |
| 102-50 Reporting period | 1 January to 31 December 2021 with the limitations specified on page 57. | | √ - 59-63 |
| 102-51 Date of most recent report | 2020 reporting period, published in 2021 | | √ - 59-63 |
| 102-52 Reporting cycle | Annual | | √ - 59-63 |
| 102-53 Contact point for questions regarding the report | Email: sostenibilidad@abertis.com or postal address at the headquarters, to the attention of Sara Rodríguez | | √ - 59-63 |
| 102-54 Claims of reporting in accordance with the GRI Standards | 64 | | √ - 59-63 |

| Standard/General Disclosures | Page/Direct Response | Omissions | External Assurance |
|---|---|---|---|
| 102-55 GRI content index | 64-75 | | √ - 59-63 |
| 102-56 External Assurance | 58-63 | | √ - 59-63 |

# Economic material topics

| Standard/Topic-specific Disclosures | Page | Omissions | External Assurance |
|---|---|---|---|
| **GRI 103 Management approach 2016<br>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 Behaviour (GRI 206) and Tax (GRI 207)** | | | |
| 103-1 Explanation of the material topic and its Boundary | 3-11; Content note (e) | | √ - 59-63 |
| 103-2 The management approach and its components | 7, 9-12, 29; MR 8-9, 12-13, 34-35, 54-55, 62-63 | | √ - 59-63 |
| 103-3 Evaluation of the management approach | 8, 13-15, 30-32; MR 35-45, 56-57 | | √ - 59-63 |
| **GRI 201 Economic Performance 2016** | | | |
| 201-1 Direct economic value generated and distributed | MR 68 | | √ - 59-63 |
| 201-2 Financial implications and other risks and opportunities due to climate change | MR 28-29; CDP 2021 Section C2 | | √ - 59-63 |
| 201-3 Defined benefit plan obligations and other retirement plans | AA 58, 231-232; Content note (f) | | --- |
| 201-4 Financial assistance received from government | AA 6, 108 | | √ - 59-63 |
| **GRI 202 Market Presence 2016** | | | |
| 202-1 Ratios of standard entry level wage by gender compared to local minimum wage | 54 | | √ - 59-63 |
| 202-2 Proportion of senior management hired from the local community | MR 65 | | --- |
| **GRI 203 Indirect Economic Impacts 2016** | | | |
| 203-1 Infrastructure investment and services supported | MR 34-42, 47 | | --- |
| 203-2 Significant indirect economic impacts | MR 34-42, 56-57, 60-61 | | √ - 59-63 |
| **GRI 204 Procurement Practices 2016** | | | |

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| Standard/Topic-specific Disclosures | Page | Omissions | External Assurance |
|---|---|---|---|
| 204-1 Proportion of spending on local suppliers | 32 | | √ - 59-63 |
| **GRI 205 Anti-corruption 2016** | | | |
| 205-1 Operations assessed for risks related to corruption | 15; MR 30-33 | The quantitative data on the number and percentage of centres assessed in this connection is not applicable, given that although the risk analysis is corporate and includes 100% of the activities, it is not carried out at specific centres. | √ - 59-63 |
| 205-2 Communication and training about anti-corruption policies and procedures | 15; IDG 33 | | √ - 59-63 |
| 205-3 Confirmed incidents of corruption and actions taken | 13-14 | Content note (g) | √ - 59-63 |
| **GRI 206 Anti-competitive Behaviour 2016** | | | |
| 206-1 Legal actions for anti-competitive behaviour, anti-trust and monopoly practices | No legal actions were made in this regard | | √ - 59-63 |
| **GRI 207 Tax 2019** | | | |
| 207-1 Approach to tax | MR 54 | | --- |
| 207-2 Tax governance, control and risk management | MR 55 | | --- |
| 207-3 Stakeholder engagement and management of concerns related to tax | MR 55 | | --- |
| 207-4 Country-by-count reporting | MR 56-57 | | √ - 59-63 |

# Environmental material topics

| Standard/Topic-specific Disclosures | Page | Omissions | External Assurance |
|---|---|---|---|
| **GRI 103 Management Approach 2016<br>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)** | | | |
| 103-1 Explanation of the material topic and its Boundary | 3-11; Content note (e) | | √ - 59-63 |
| 103-2 The management approach and its components | 7, 16-17, 29; MR 12-13, 34-35, 57-59, 62-63 | | √ - 59-63 |
| 103-3 Evaluation of the management approach | 8, 17-20, 25-28, 33-35; MR 35-42, 57-59, 62-63 | | √ - 59-63 |
| **GRI 301 Materials 2016** | | | |
| 301-1 Materials used by weight or volume | 25 | | √ - 59-63 |
| 301-2 Recycled input materials used | 25 | | √ - 59-63 |
| 301-3 Reclaimed products and their packaging materials | | Not applicable given that Abertis does not produce products. This impacts on the entire indicator. | √ - 59-63 |
| **GRI 302 Energy 2016** | | | |
| 302-1 Energy consumption within the organisation | 20-23 | | √ - 59-63 |
| 302-2 Energy consumption outside of the organisation | 20-23 | | √ - 59-63 |
| 302-3 Energy intensity | 20-22 | | √ - 59-63 |
| 302-4 Reduction of energy consumption | 20-23 | | √ - 59-63 |
| 302-5 Reductions in energy requirements of products and services | 20, 28 | | --- |
| **GRI 303 Water and Effluents 2018** | | | |
| 303-1 Interactions with water as a shared resource | 4-6, 16-17, 23-24 | | √ - 59-63 |
| 303-2 Management of water discharge-related impacts | 27; Quality standards are set according to legal requirements. | | --- |
| 303-3 Water withdrawal | 23-24 | | √ - 59-63 |
| 303-4 Water discharge | 27 | | √ - 59-63 |
| 303-5 Water consumption | 23-24 | | √ - 59-63 |
| **GRI 304 Biodiversity 2016** | | | |

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| Standard/Topic-specific Disclosures | Page | Omissions | External Assurance |
|---|---|---|---|
| 304-1 Operational sites owned, leased, managed in, or adjacent to, protected areas and areas of high biodiversity value outside protected areas | 33-34 | | √ - 59-63 |
| 304-2 Significant impacts of activities, products, and services on biodiversity | 33-34 | | √ - 59-63 |
| 304-3 Habitats protected or restored | 33-34 | | √ - 59-63 |
| 304-4 IUCN Red List species and national conservation list species with habitats in areas affected by operations | Content note (h) | | --- |
| **GRI 305 Emissions 2016** | | | |
| 305-1 Direct (Scope 1) GHG emissions | 17-20, 58 | | √ - 59-63 |
| 305-2 Energy indirect (Scope 2) GHG emissions | 17-20, 58 | | √ - 59-63 |
| 305-3 Other indirect (Scope 3) GHG emissions | 17-20, 58 | | √ - 59-63 |
| 305-4 GHG emissions intensity | 19 | | √ - 59-63 |
| 305-5 Reduction of GHG emissions | 19 | | √ - 59-63 |
| 305-6 Emissions of ozone-depleting substances (ODS) | No significant impacts were identified in connection with these concepts. | | √ - 59-63 |
| 305-7 Nitrogen oxides ($NO_x$), sulphur oxides ($SO_x$), and other significant air emissions | 34-35; In the case of NOx and SOx, direct emissions are also not significant. | | √ - 59-63 |
| **GRI 306 Waste 2020** | | | |
| 306-1 Waste generation and significant waste-related impacts | 25-26 | | --- |
| 306-2 Management of significant waste-related impacts | 25-26 | | --- |
| 306-3 Waste generated | 25-26 | | √ - 59-63 |
| 306-4 Waste diverted from disposal | 25-26 | | √ - 59-63 |
| 306-5 Waste directed to disposal | 25-26 | | √ - 59-63 |
| **GRI 307 Environmental Compliance 2016** | | | |
| 307-1 Non-compliance with environmental laws and regulations | Content note (j) | | √ - 59-63 |
| **GRI 308 Supplier Environmental Assessment 2016** | | | |

| Standard/Topic-specific Disclosures | Page | Omissions | External Assurance |
|---|---|---|---|
| 308-1 New suppliers that were screened using environmental criteria | MR 63 | | √ - 59-63 |
| 308-2 Negative environmental impacts in the supply chain and actions taken | 4-6; MR 62-63 | | √ - 59-63 |

# Social Material Topics

| Standard/Topic-specific Disclosures | Page | Omissions | External Assurance |
|---|---|---|---|
| **GRI 103 Management approach 2016<br>Linked to: Linked to: Employment (GRI 401), Labour/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 Labour (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 Labelling (GRI 417), Customer Privacy (GRI 418), Socioeconomic Compliance (GRI 419), Noise and Road Safety** | | | |
| 103-1 Explanation of the material topic and its Boundary | 3-11; Content note (e) | | √ - 59-63 |
| 103-2 The management approach and its components | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | | √ - 59-63 |
| 103-3 Evaluation of the management approach | 8, 13-15, 30-32, 37-55; MR 35-42, 60-67 | | √ - 59-63 |
| **GRI 401 Employment 2016** | | | |
| 401-1 New employee hires and employee turnover | 47-49 | | √ - 59-63 |
| 401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees | Content note (k) | | --- |
| 401-3 Parental leave | 54 | | --- |
| **GRI 402 Labour/Management Relations 2016** | | | |
| 402-1 Minimum notice periods regarding operational changes | Content note (l) | | √ - 59-63 |
| **GRI 403 Occupational Health and Safety 2018** | | | |
| 403-1 Occupational health and safety management system | 40-41; MR 64 | | √ - 59-63 |
| 403-2 Hazard identification, risk assessment and incident investigation | 41 | | --- |
| 403-3 Occupational health services | 41 | | --- |

| Standard/Topic-specific Disclosures | Page | Omissions | External Assurance |
|---|---|---|---|
| 403-4 Worker participation, consultation and communication on occupational health and safety | 41 | | √ - 59-63 |
| 403-5 Worker training on occupational health and safety | 41 | | √ - 59-63 |
| 403-6 Promotion of worker health | 40-42 | | --- |
| 403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships | 40-42 | | √ - 59-63 |
| 403-8 Workers covered by an occupational health and safety management system | 40 | | √ - 59-63 |
| 403-9 Work-related injuries | 42-44 | | √ - 59-63 |
| 403-10 Work-related ill health | 42 | | √ - 59-63 |
| **GRI 404 Training and Education 2016** | | | |
| 404-1 Average hours of training per year per employee | 50-51 | | √ - 59-63 |
| 404-2 Programmes for upgrading employee skills and transition assistance programs | MR 66-67 | | √ - 59-63 |
| 404-3 Percentage of employees receiving regular performance and career development reviews | 49-50 | | √ - 59-63 |
| **GRI 405 Diversity and Equal Opportunity 2016** | | | |
| 405-1 Diversity of governance bodies and employees | 46, 52; IDG 15-19; Corporate website (Board of Directors) | | √ - 59-63 |
| 405-2 Ratio of basic salary and remuneration of women to men | 53-54 | | √ - 59-63 |
| **GRI 406 Non-discrimination 2016** | | | |
| 406-1 Incidents of discrimination and corrective actions taken | 14 | | √ - 59-63 |
| **GRI 407 Freedom of Association and Collective Bargaining 2016** | | | |
| 407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk | None were identified. | | √ - 59-63 |
| **GRI 409 Forced or Compulsory Labour 2016** | | | |
| 409-1 Operations and suppliers at significant risk for incidents of forced or compulsory labour | None were identified. | | √ - 59-63 |
| **GRI 410 Security Practices 2016** | | | |
| 410-1 Security personnel trained in human rights policies or procedures | | The exact figure relating to the percentage of security staff is not currently available. We are developing the | √ - 59-63 |

| Standard/Topic-specific Disclosures | Page | Omissions | External Assurance |
|---|---|---|---|
| | | necessary information systems in order to have this figure in future reports as from 2022. | |
| **GRI 412 Human Rights Assessment 2016** | | | |
| 412-1 Operations that have been subject to human rights reviews or impact assessments | 15 | | --- |
| 412-2 Employee training on human rights policies or procedures | 15, 50 | | √ - 59-63 |
| 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. | | --- |
| **GRI 413 Local Communities 2016** | | | |
| 413-1 Operations with local community engagement, impact assessments and development programmes | 30-32 | | √ - 59-63 |
| 413-2 Operations with significant actual and potential negative impacts on local communities | 33-35; IDG 60-61; Content note (e) | | --- |
| **GRI 414 Supplier Social Assessment 2016** | | | |
| 414-1 New suppliers that were screened using social criteria | MR 63 | | √ - 59-63 |
| 414-2 Negative social impacts in the supply chain and actions taken | 4-6; MR 62-63 | | √ - 59-63 |
| **GRI 415 Public Policy 2016** | | | |
| GRI 415-1 Political contributions | Content note (m) | | √ - 59-63 |
| **GRI 416 Customer Health and Safety 2016** | | | |
| 416-1 Assessment of the health and safety impacts of product and service categories | 37-39; MR 35-42 | | √ - 59-63 |
| 416-2 Incidents of non-compliance concerning the health and safety impacts of products and services | No incidents of this type occurred. | | √ - 59-63 |
| **GRI 417 Marketing and Labelling 2016** | | | |
| 417-1 Requirements for product and service information and labelling | 55 | | --- |
| 417-2 Incidents of non-compliance concerning product and service information and labelling | No incidents of this type occurred. | | √ - 59-63 |
| 417-3 Incidents of non-compliance concerning marketing communications | No incidents of this type occurred. | | √ - 59-63 |
| **GRI 418 Customer Privacy 2016** | | | |


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| Standard/Topic-specific Disclosures | Page | Omissions | External Assurance |
| --- | --- | --- | --- |
| 418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data | No complaints were received in this regard. | | √ - 59-63 |
| **GRI 419 Socioeconomic Compliance 2016** | | | |
| 419-1 Non-compliance with laws and regulations in the social and economic area | Content note (n) | | √ - 59-63 |
| **Noise** | | | |
| Number of kilometres of toll road that were subject to noise impact assessments | 34 | | --- |
| **Road Safety** | | | |
| Fatality rate | 39 | | --- |
| Accident rate | 39 | | --- |

*GRI SRS: 102-55*

# Content Notes

a) The 2015 CSR Report contains details of the organisation'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) For more information, see the "Appointments and Remuneration Committee report on the Remuneration Policy amendment proposal" in the 2018 Extraordinary General Meeting documentation. [GRI 102-35]
c) The ratio of the CEO's remuneration to average remuneration in Spain was 47.2 in 2021 and 38.1 for 2020. To calculate the remuneration ratio, a weighted average was taken of the remuneration earned in the year of the Spanish companies within the non-financial reporting scope, and of their headcount at December 31st. 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]
d) The ratio of the change in the CEO's remuneration in relation to 20209 and the change in the average remuneration in Spain in that period was 17.9. 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]
e) The 2015 CSR Report contains details of the materiality analysis performed that provide further disclosures on the content presented in 2021, as they remain valid. [GRI 103-1, GRI 413-2]
f) The toll roads in Spain, France, Italy and Puerto Rico, the Mobility Services activities in the United Kingdom and the corporation contribute to the workers' pension plans, the funds of which are managed by the corresponding committees in each country. [GRI 201-3]
g) The data relating to the code of ethics indicate the breaches in connection with these matters. We are not able to provide further disclosures because such information is confidential. [GRI 205-3]
h) The toll roads in Brazil operate in areas containing the following species included on the IUICN Red List, by level of extinction risk. Endangered: Vinaceous-breasted Amazon, Yellow boa constrictor, Buffy-tufted 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 10 animal species included on the IUICN Red List. [GRI 304-4]
i) The total volume of accidental discharges of hazardous substances in 2021 amounted to 29,688 cubic metres. These took place in France (5 cubic metres) and in Brazil (29,683 cubic metres) 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]
j) One penalty was received in 2021 in relation to environmental matters in Brazil, amounting to EUR 113.63, in relation to water quality parameters. [GRI 307-1]
k) The employee benefits offered make no distinction between types of working hours and contracts. [GRI SRS 401-2]
l) The minimum notice period is 30 days in all countries except France, where it is 60 days, in Italy, where it is one day, in Puerto Rico, where it is seven days and, in the corporation, where it is 15 days. [GRI 402-1]
m) Contributions of this type were not made. Abertis is registered in the European Union Transparency Register. [GRI 415-1]
n) Various socio-economic fines were imposed in 2021, namely: Two penalties in Chile amounting to EUR 142,337 in respect of administrative aspects of the concession agreement; 22 penalties in Brazil amounting to EUR 339,614 for activity-related issues such as failure to clean roadways with the timing stipulated in the contract, the repair of drainage nuts and road surfacing, plant and tree trimming, replacement of flat signal panels, metal mudguards and fencing, user attention services and medical services, and failure to submit the operating scheme. [GRI 419-1]

*GRI SRS: 102-55*

# Links with the Global Compact Ten Principles (2000)

The following tables present the linkage between the GRI methodological framework applicable prior to the current one (G4) and the Global Compact Principles, the OECD Guidelines for Multinational Enterprises and the Guiding Principles on Business and Human Rights. Given that there is as yet no formal equivalence between these benchmarks and the current GRI standards (SRS), the equivalence with G4 has been maintained in order to generate a guide for identifying the linkage between the different working frameworks.

| Global Compact Principles | Linkage with the GRI G4 Content Index |
|---|---|
| **Human Rights** | |
| Principle 1 – Businesses should support and respect the protection of internationally proclaimed human rights. | Sub-category - Human Rights: all aspects.<br>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. |
| **Labour Standards** | |
| Principle 3 – Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining. | G4-11<br>Sub-category - Labour practices and decent work: Labour/management relations.<br>Sub-category - Human Rights: Freedom of association and collective bargaining. |
| Principle 4 – Businesses should uphold the elimination of all forms of forced or compulsory labour. | Sub-category - Human Rights: Forced and compulsory labour. |
| Principle 5 – Businesses should uphold the effective abolition of child labour | Sub-category - Human Rights: Child labour. |
| Principle 6 – Businesses should uphold the elimination of discrimination in respect of employment and occupation. | G4-10<br>Sub-category - Labour practices and decent work: all aspects.<br>Sub-category - Human Rights: Non-discrimination. |
| **Environment** | |
| 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. |
| **Anti-corruption** | |
| Principle 10 – Businesses should work against corruption in all its forms, including extortion and bribery. | Sub-category - Society: anti-corruption and Public policy. |

# Linkage 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.<br>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<br>Category Economy: economic performance.<br>Sub-category - Labour practices and decent work: all aspects.<br>Sub-category - Human Rights: Non-discrimination, freedom of association and collective bargaining, Child labour and Forced and compulsory labour<br>Sub-category - Society: local communities. |
| VI. Environment | Category - Environment: all aspects.<br>Sub-category - Labour practices and decent work: Occupational health and safety, and Training and education.<br>Sub-category - Society: Local communities, Supplier assessment for impacts on society and Grievance mechanisms for impacts on society.<br>Sub-category - Product responsibility: Customer health and safety. |
| VII. Combating bribery, bribe solicitation and extortion | Sub-category - Labour practices and decent work: Labour practices grievance mechanisms.<br>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 aspects. |
| IX. Science and technology | None. |
| X. Competition | Sub-category - Society: Anti-competitive behaviour, Compliance, Supplier assessment for impacts on society and Grievance mechanisms for impacts on society. |
| XI. Taxation | Category Economy: economic performance.<br>Sub-category - Society: Anti-competitive behaviour and Compliance. |

# Linkage with the Guiding Principles on Business and Human Rights (2011)

| Linkage with the GRI G4 Content Index |
|---|
| **General Standard Disclosures** |
| Strategy and analysis: G4-1. |
| Governance: G4-45, G4-46 and G4-47. |
| **Specific Standard Disclosures** |
| Disclosures on management approach: G4-DMA. |
| Category - Environment: Supplier environmental assessment (G4-EN32, G4-EN33, aspect-specific DMA guidance) and Environmental grievance mechanisms (G4-EN4, aspect-specific DMA guidance). |
| Category - Social. Sub-category - Labour practices and decent work: Supplier assessment for labour practices (G4-LA14, G4-LA15, aspect-specific DMA guidance) and Labour 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). |

# Linkage with the Sustainable Development Goals (2021)

Based on the document prepared by the GRI and updated in 2021 linking the GRI reporting standards to the SDGs, the following linkage was prepared in relation to the SDG identified as relevant for the organisation.

| Sustainable Development Goals | Sustainable Development Goals | Linkage with the GRI (SRS) G4 Content Index |
|---|---|---|
| 3. Health and Well-being | 3.2 | 401-2-a |
| | 3.3 | 403-6-b, 403-10 |
| | 3.4 | 403-10 |
| | 3.5 | 403-6-b |
| | 3.6 | 403-9-a, 403-9-b, 403-9-c |
| | 3.7 | 403-6-a, 403-6-b |
| | 3.8 | 203-2-a |
| | 3.9 | 305-1, 305-2, 305-3, 305-6-a, 305-7, 306-1, 306-2-a, 306-2-b, 306-2-c, 306-3-a, 306-3-b, 306-3-c, 306-4-a, 306-4-b, 306-4-c, 306-4-d, 306-5-a, 306-5-b, 306-5-c, 306-5-d, 403-9-b, 403-9-c, 403-10 |
| 5. Achieve gender equality and empower all women and girls. | 5.1 | 202-1, 401-1, 404-1-a, 401-3, 404-3-a, 405-1, 405-2-a, 406-1 |
| | 5.2 | 408-1-a, 409-1-a, 414-1-a, 414-2 |
| | 5.4 | 203-1, 401-2, 401-3 |
| | 5.5 | 102-22-a |
| 8. Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all | 8.1 | 201-1 |
| | 8.2 | 201-22-a |
| | 8.3 | 203-2-a |
| | 8.4 | 301-1-a, 301-2-a, 301-3, 302-1, 302-2-a, 302-3-a, 302-4-a, 302-5-a, 306-2-a |
| | 8.5 | 102-8-a, 102-8-b, 102-8-c, 102-8-d, 202-1, 202-2-a, 203-2, 401-1, 401-2-a, 401-3, 404-1-a, 404-2, 404-3-a, 405-1, 405-2-b |
| | 8.6 | 401-1 |
| | 8.7 | 408-1-b |
| | 8.8 | 102-41-a, 402-1, 403-1-a, 403-1-b, 403-2-a, 403-2-b, 403-2-c, 403-2-d, 403-3-a, 403-4-a, 403-4-b, 403-5-a, 403-7-a, 403-8, 403-9, 403-10, 406-1, 407-1, 414-1-a, 414-2 |
| 9. Build resilient infrastructure, promote inclusive and sustainable industrialisation and foster innovation. | 9.1 | 201-1, 203-1 |
| | 9.4 | 201-1, 203-1 |
| | 9.5 | 201-1 |
| 10. Reduce inequality within and among countries. | 10.3 | 102-8-a, 102-8-c, 401-1, 404-1-a, 404-3-a, 405-2-a |
| | 10.4 | 207-1, 207-2, 207-3, 207-4 |
| 11. Make cities inclusive, safe, resilient and sustainable. | 11.2 | 203-1 |
| | 11.6 | 306-1, 306-2-a, 306-2-b, 306-2-c, 306-3-a, 306-4-a, 306-4-b, 306-4-c, 306-4-d, 306-5-a, 306-5-b, 306-5-c, 306-5-d |
| 12. Ensure sustainable consumption and production patterns. | 12.2 | 301-1-a, 301-2-a, 301-3-a, 302-1, 302-2-a, 302-3-a, 302-4-a, 302-5-a |
| | 12.4 | 303-1-a, 303-1-c, 305-1, 305-2, 305-3, 305-6-a, 305-7, 306-1, 306-2-a, 306-2-b, 306-2-c, 306-3-a, 306-3-b, 306-3-c, 306-4-a, 306-4-b, 306-4-c, 306-4-d, 306-5-a, 306-5-b, 306-5-c, 306-5-d |
| | 12.5 | 301-2-a, 301-3-a, 306-1, 306-2-a, 306-2-a, 306-2-b, 306-2-c, 306-3-a, 306-4-a, 306-4-b, 306-4-c, 306-4-d, 306-5-a, 306-5-b, 306-5-c, 306-5-d |

| Sustainable Development Goals | Sustainable Development Goals | Linkage with the GRI (SRS) G4 Content Index |
|---|---|---|
| | 12.8 | 417-1 |
| 13. Take urgent action to combat climate change and its impacts. | 13.1 | 201-2-a, 302-1, 302-2-a, 302-3-a, 302-4-a, 302-5-a, 305-1, 305-2, 305-3, 305-4-a, 305-5-a |
| 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. | 16.1 | 403-9-a, 403-9-b, 403-9-c, 403-10, 410-1, 414-1-a, 414-2 |
| | 16.2 | 408-1 |
| | 16.3 | 102-16-a, 102-17-a, 206-1, 307-1-a, 416-2, 417-2, 417-3, 418-1, 419-1-a |
| | 16.5 | 205-22-a |
| | 16.6 | 102-23, 102-25 |
| | 16.7 | 102-21, 102-22-a, 102-24, 102-29, 102-37, 403-4-a, 403-4-b |
| | 16.10 | 418-1 |
| 17. Strengthen the means of implementation and revitalise the global partnership for sustainable development. | 17.1 | 207-1, 207-2, 207-3, 207-4 |
| | 17.3 | 207-1, 207-2, 207-3, 207-4 |

# Index of Disclosures Required by Spanish Law 11/2018 on Non-Financial Reporting

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, and the methodological requirements defined by the external assurance team, the following table gives a summary of the main relationships between the requirements of Law 11/2018 on Non-Financial Reporting information and diversity and the content of the GRI Sustainability Reporting Standards.

| NFR Law 11/2018 | | Materiality | Page of the Report | GRI SRS Selected |
|---|---|---|---|---|
| General information | | | | |
| Brief description of the Group's business model that includes its business environment, organisation and structure | | Material | MR 5-6, 14, 43-44, 51, 65 | 102-2, 102-7 |
| Markets where it operates | | Material | 64; MR 9-10 | 102-3, 102-4, 102-6 |
| Goals and strategy of the organisation | | Material | 64; MR 3-4 | 102-3, 102-14 |
| Main factors and trends that can affect its future performance | | Material | 6-7; MR 3-4, 8-9, 11-13, 26-30 | 102-14, 102-15 |
| Reporting framework used | | Material | 64 | 102-54 |
| Materiality principle | | Material | 4-6, 56-57 | 102-46, 102-47 |
| Information on environmental matters | | | | |
| Management approach | Description and results of the policies on these questions and the main risks associated with those questions in relation to the Group's activity | Material | 6-7, 16-17, 29; MR 3-4, 8-9, 11-13, 26-30, 34-35, 57-59, 62-63 | 102-15, 103-2 |
| Detailed general information | Detailed information on the current and foreseeable effects of the undertaking's activities on the environment and, where applicable, health and safety | Material | 6-7; MR 3-4, 8-9, 11-13, 26-30 | 102-15 |
| | Environmental certification or assessment procedures | Material | 6-7, 16-17, 29 | 103-2 |
| | Resources used to prevent environmental risks | Material | AA 251 | 103-2 |
| | Application of the precautionary principle | Material | 7-11; MR 12-13 | 102-11 |
| | Amount of provisions and guarantees for environmental risks | Material | AA 251 | 103-2 |
| Pollution | Measures to prevent, reduce or redress emissions that Measures to prevent, reduce or remedy any carbon emissions that seriously affect the environment, seriously affect the environment, taking all forms of atmospheric pollution specific to an activity, including noise and light pollution, into account | Material | 6-7, 16-17, 29, 34-35 | 103-2, 305-7 |
| Circular economy and | Measures for prevention, recycling, reuse, other forms of recovery and disposal of waste | Material | 25-26 | 306-3 to 306-5 |

| NFR Law 11/2018 | | Materiality | Page of the Report | GRI SRS Selected |
|---|---|---|---|---|
| waste prevention and management | Actions to combat food waste | Not Material | NA | 103-2, 306-4 |
| Sustainable use of resources | Water consumption and supply in accordance with local limitations | Material | 4-6, 16-17, 23-24, 27 | 303-1, 303-3 to 303-5 |
| | Consumption of raw materials and measures adopted in order to improve the efficiency of their use | Material | 25 | 301-1, 301-2, 301-3 |
| | Direct and indirect energy consumption | Material | 20-23 | 302-1, 302-3 |
| | Measures adopted to improve energy efficiency | Material | 6-7, 16-17, 29; MR 28-29 | 103-2, 201-2 |
| | Use of renewable energies | Material | 20-23 | 302-1 |
| Climate change | Greenhouse gas emissions generated as a result of the undertaking's activities, including the use of the goods and services the undertaking produces | Material | 17-20, 58 | 305-1, 305-2, 305-3, 305-4 |
| | Measures adopted to adapt to the consequences of climate change | Material | 6-7, 16-17, 29; MR 28-29 | 103-2, 201-2 |
| | Medium and long-term targets voluntarily set for the reduction of greenhouse gas emissions and measures implemented to that end. | Material | 6-7, 16-17, 29; MR 28-29 | 103-2, 305-5 |
| Protection of biodiversity | Measures taken to conserve or restore biodiversity | Material | 7, 16-17, 29, 33-34; MR 12-13, 34-35, 57-59, 62-63 | 103-2, 304-3 |
| | Impacts caused by activities or operations in protected areas. | Material | 7, 16-17, 29, 33-34; MR 12-13, 34-35, 57-59, 62-63 | 103-2, 304-1, 304-2 |
| Information on social and personnel-related matters | | | | |
| Management approach | Description and results of the policies on these questions and the main risks associated with those questions in relation to the Group's activity | Material | 6-7, 12, 29, 36; MR 3-4, 8-9, 11-13, 26-35, 60-64, 66 | 102-15, 103-2 |
| Employment | Total number of employees and breakdown by gender, age, country and professional category | Material | 46, 52; MR 15-19 | 405-1 |
| | Total number and distribution of employment contracts by type and annual average number of permanent, temporary and part-time contracts by gender, age and professional qualifications; | Material | 40, 45-47 | 102-8 |
| | Number of dismissals by gender, age and professional category | Material | 47-49 | 103-2, 401-1 |
| | Average remuneration and remuneration trends by gender, age and professional category or equal value | Material | 53-54 | 103-2 |
| | Gender pay gap; remuneration of identical job positions or average remuneration at the company | Material | 53-54 | 103-2, 405-2 |

| NFR Law 11/2018 | | Materiality | Page of the Report | GRI SRS Selected |
|---|---|---|---|---|
| | 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 | Material | Note 24 to the Consolidated Financial Statements for 2021. No distribution by sex is provided as there is only one woman. | 103-2 |
| | Policies to allow employees to disconnect from work | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 103-2 |
| | Number of employees with a disability | Material | 46, 52 | 103-2, 405-1 |
| Organisation of work | Organisation of working hours | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 103-2 |
| | Number of hours of absenteeism | Material | 47 | 103-2, 403-9 |
| | Measures to facilitate work-life balance and shared parental responsibility | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 103-2 |
| Health and safety | Healthy and safe working conditions | Material | 40-44 | 103-2, 403-1, 403-4, 403-5, 403-7, 403-8 |
| | Occupational accidents (frequency and severity) broken down by gender | Material | 42-44 | 403-9, 403-10 |
| Labour relations | Organisation of the employer-employee dialogue, including procedures for informing, consulting and negotiating with employees | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 103-2 |
| | Percentage of employees covered by collective agreements by country | Material | 49 | 102-41 |
| | Assessment of collective agreements, particularly in the occupational health and safety area | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 103-2, 403-4 |
| Training | Training policies implemented | Material | MR 66-67 | 404-2 |
| | Total number of training hours by professional category | Material | 50-51 | 103-2, 404-1 |
| Universal accessibility | Universal accessibility for people with disabilities | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 103-2 |
| Equality | Measures adopted to promote equal treatment and equal opportunities between women and men | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 103-2 |
| | Equality plans., measures adopted to promote employment; protocols against sexual and gender-based harassment. | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 103-2 |
| | Anti-discrimination policy and, where appropriate, diversity management policy | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 103-2 |
| Information on respect for human rights. | | | | |

| NFR Law 11/2018 | | Materiality | Page of the Report | GRI SRS Selected |
|---|---|---|---|---|
| Management approach | Description and results of the policies on these questions and the main risks associated with those questions in relation to the Group's activity | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 102-15, 103-2 |
| Application of due diligence procedures | Application of due diligence procedures in human rights matters, and prevention of risks of human rights violations and, where applicable, measures to mitigate, manage and redress any abuses committed | Material | 13-15, 50; MR 8-9, 30-33 | 102-16, 102-17, 412-2 |
| | Complaints of human rights violations | Material | 13-15 | 103-2, 406-1 |
| | Measures implemented for the promotion and fulfilment of the fundamental conventions of the ILO in relation to respect for freedom of association and the right to collective bargaining; elimination of discrimination at work and in employment; elimination of forced or compulsory labour; effective abolition of child labour | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 103-2, 407-1, 409-1 |
| Information on combatting corruption and bribery | | | | |
| Management approach | Description and results of the policies on these questions and the main risks associated with those questions in relation to the Group's activity | Material | 6-7, 12, 29, 36; MR 3-4, 8-9, 11-13, 26-35, 60-64, 66 | 102-15, 103-2 |
| Measures adopted to prevent corruption and bribery | | Material | 13-15; MR 8-9, 30-33 | 103-2 to 102-16, 102-3 |
| Anti-money laundering measures | | Material | 13-15; MR 8-9, 30-33 | 103-2 to 102-16, 102-3 |
| Contributions to foundations and non-profit entities | | Material | 30-32; MR 60, 68 | 102-13, 201-1, 415-1 |
| Information on the Group | | | | |
| Management approach | Description and results of the policies on these questions and the main risks associated with those questions in relation to the Group's activity | Material | 7, 12, 29, 36; MR 12-13, 30-35, 60-64, 66 | 102-15, 103-2 |
| The undertaking's commitments to sustainable development | Impact of the company's activity on employment and local development | Material | 32; MR 34-42, 56-57, 60-61 | 103-2, 203-2, 204-1 |
| | Impact of the company's activity on local populations and on the territory | Material | 30-32 | 103-2, 413-1 |
| | Relationships and dialogue with local community players | Material | 3-5, 30-32 | 102-43, 413-1 |
| | Association and sponsorship actions | Material | 30-32 | 103-2, 201-1 |
| Subcontracts and suppliers | Inclusion of social, gender equality and environmental issues in the procurement policy | Material | 4-6; MR 62-63 | 103-2 |
| | Consideration of social and environmental responsibilities in supplier and subcontractor relationships | Material | 4-6; MR 62-63 | 102-9, 308-1, 414-1 |
| | Supervisory systems, audits and audit findings | Material | 4-6; MR 62-63 | 102-9, 308-2, 414-2 |

| NFR Law 11/2018 | | Materiality | Page of the Report | GRI SRS Selected |
|---|---|---|---|---|
| | | | | |
| Consumers | Consumer health and safety measures | Material | 37-39; MR 35-42 | 103-2, 416-1 |
| | Grievance mechanisms, complaints received and their resolution | Material | 55 | 103-2, 418-1 |
| Tax information | Profit/loss by country | Material | MR 56-57 | 103-2, 207-4 |
| | Income tax paid | Material | MR 56-57 | 103-2, 201-1, 207-4 |
| | Government grants received | Material | AA 6, 108 | 201-4 |
| Regulation (EU) 2020/852 – Taxonomy | Requirements of the Regulation | Material | MR 40-41, 71-73 | Does not apply – KPIs are prepared per methodology described in the Directors' Report |

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[ii] In 2021, Abertis received an AA rating (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.

[iii] The overall figure for 2020 has changed slightly as a result of the restatement of the Puerto Rico data.

[iv] The data for Puerto Rico have been restated, as changes were detected in the collection of the data for APR.

[v] The 2020 data for Spain and Brazil have been restated because the related ADT figure has been changed. The 2020 data for Puerto Rico have been restated, as the related electricity consumption has changed. Likewise, the changes in overall ADT and total electricity consumption have entailed a restatement of the overall figure for 2020.

[vi] The definition and scope of the activities referred to by the calculations of each scope can change over time, which would give rise to changes in the figures that do not necessarily reflect the evolution of the Group's underlying emissions.

[vii] The 2020 data for Spain and Brazil have been restated because the related ADT figure was changed. The 2020 figure for Puerto Rico was restated due to the change in the related fuel consumption figure. Similarly, the changes in the overall ADT and total fuel consumption have implied a restatement of the overall figure for 2020.

[viii] The figure for 2020 has been restated due to changes in the data for materials consumed in Brazil and Spain.

[ix] Data for France have not been included as they were not available. The blank spaces in the table are for subsidiaries that were not included within the data reporting scope.

[x] Data for France have not been included as they were not available. The blank spaces in the table are for subsidiaries that were not included within the data reporting scope.

[xi] The data for Brazil and Mexico for 2020 have been restated, as the scope of the reporting for Brazil has changed and the full-year 2020 data for Mexico have been added.

[xii] The data for Brazil and Mexico for 2020 have been restated, as the scope of the reporting for Brazil has changed and the full-year 2020 data for Mexico have been added. The blank spaces in the table are for subsidiaries that were not included within the data reporting scope.

[xiii] The data for Brazil, Mexico and Puerto Rico for 2020 have been restated, as the scope of the reporting for Brazil has changed and the full-year 2020 data for Mexico have been added.

[xiv] The data for Brazil and Mexico for 2020 have been restated, as the scope of the reporting for Brazil has changed and the full-year 2020 data for Mexico have been added.

[xv] The figure for Autopistas France is not included because the information is not available.

[xvi] Figures for total hours worked by indirect workers have not been included for Italy, Argentina and Mexico because the information is not available.

[xvii] The blank spaces in the table are for subsidiaries in which there are no women in thos job categories.

[xviii] The blank spaces in the table are for subsidiaries that were not included within the data reporting scope.

[xix] Free translation for information purposes. Please, note that references made to the pages correspond to original documents drafted in Spanish language for the Annual General Meeting (AGM). In case there is a difference on the page reference, the Spanish version of the AGM document will prevail

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# Independent Verification Report on the Follow-up Report on the CSR Master Plan of Abertis Infraestructuras, S.A. and subsidiaries for 2021

(Translation from the original in Spanish. In case of discrepancy, the Spanish language version prevails.)

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

Pursuant to article 49 of the Spanish Code of Commerce, we have performed a limited assurance review of the Follow-up Report on the CSR Master Plan (hereinafter the Report) of Abertis Infraestructuras, S.A. (hereinafter the Parent) and subsidiaries (hereinafter the Group) for the year ended 31 December 2021,which forms part of the accompanying consolidated Directors' Report of the Group.

The Report includes additional information to that required by prevailing mercantile legislation concerning non-financial information and the criteria of the Sustainability Reporting Standards of Global Reporting Initiative (hereinafter GRI standards) in their core option, which has not been the subject of our assurance work. In this respect, our work was limited exclusively to providing assurance on the information contained in the "Index of Disclosures Required by Spanish Law 11/2018 on Non-Financial Reporting" table and on the contents identified in the external verification column of the "GRI Content Index" table, both of which are included in the accompanying Report.

In addition, we have performed a Moderate Assurance review of the application of the principles of inclusivity, materiality, responsiveness and impact on the information included in section 1, "Stakeholders and Materiality", of the Report, prepared in accordance with the AA1000AP AccountAbility Principles (2018).

## Directors' Responsibility

The Directors of the Parent are responsible for the content and authorisation for issue of the Report, which is included in the Group's Directors' Report. The Report has been prepared in accordance with prevailing mercantile legislation and the GRI standards, in their comprehensive option, based on each subject area in the "Index of Disclosures Required by Spanish Law 11/2018 on Non-Financial Reporting" and "GRI Content Index" tables of the accompanying Report, and in accordance with the AA1000AP AccountAbility Principles (2018).

This responsibility also encompasses the design, implementation and maintenance of internal control deemed necessary to ensure that the Report is free from material misstatement, whether due to fraud or error.

The Directors of the Parent are also responsible for defining, implementing, adapting and maintaining the management systems from which the information required to prepare the Report was obtained.

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## Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including international independence standards) issued by the International Ethics Standards Board for Accountants (IESBA), which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies International Standard on Quality Control 1 (ISQC1) 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.

The engagement team was comprised of professionals specialised in reviews of non-financial information and, specifically, in information on economic, social and environmental performance. It also included specialists in the AA1000AP AccountAbility Principles (2018) on stakeholder engagement and on social, environmental and financial 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 engagement in accordance with the requirements of the Revised International Standard on Assurance Engagements 3000, "Assurance Engagements other than Audits or Reviews of Historical Financial Information" (ISAE 3000 (Revised), issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC), and with the guidelines for assurance engagements on the Non-Financial Information Statement issued by the Spanish Institute of Registered Auditors (ICJCE). Furthermore, in relation to information included in section 1, "Stakeholders and Materiality", of the Report, we conducted our engagement in accordance with AccountAbility's Type 2 Sustainability Assurance Standard AA1000AS v3 (2020).

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 lower.

Our work consisted of making inquiries of management, as well as of the different units and areas of the Group that participated in the preparation of the Report, reviewing the processes for compiling and validating the information presented in the Report and applying certain analytical procedures and sample review tests, which are described below:

- Meetings with the Group's personnel to gain an understanding of the business model, policies and management approaches applied and the principal risks related to these matters, and to obtain the information necessary for the external review.
- Analysis of the scope, relevance and completeness of the content of the Report based on the materiality analysis performed by the Group and described in the "Materiality" section, considering the content required by prevailing mercantile legislation.
- Analysis of the processes for compiling and validating the data presented in the Report for 2021.

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- Review of the information relative to the risks, policies and management approaches applied in relation to the material aspects presented in the Report for 2021.
- Review, through meetings with the Group personnel responsible for implementing the stakeholder relations model and reviewing the internal documentation on the deployment of the model, and the nature and scope of the processes defined in order to comply with the AA1000AP AccountAbility Principles (2018), and evaluating the reliability of the information on performance indicated in the aforementioned scope.
- Corroboration, through sample testing, of the information relative to the content of the Report for 2021 and whether it has been adequately compiled based on data provided by the information sources.
- Procurement of a representation letter from the Directors and management.

## Conclusion

Based on the assurance procedures performed and the evidence obtained, nothing has come to our attention that causes us to believe that:

a) The Follow-up Report on the CSR Master Plan of Abertis Infraestructuras, S.A. and subsidiaries for the year ended 31 December 2021 has not been prepared, in all material respects, in accordance with prevailing mercantile legislation and selected GRI Standards, in their core option, based on each subject area in the "Index of Disclosures Required by Spanish Law 11/2018 on Non-Financial Reporting" table and on the contents identified in the external verification column of the "GRI Content Index" table, both of which are included in the accompanying Report.

b) The information included in section 1, "Stakeholders and Materiality", of the Report on the principles of inclusivity, materiality, responsiveness and impact, has not been prepared, in all material respects, in accordance with the AA1000AP AccountAbility Principles (2018).

## Emphasis of Matter

Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 on the establishment of a framework to facilitate sustainable investment stipulates the obligation to disclose information on how and to what extent the undertaking's activities are associated with economic activities that qualify as environmentally sustainable in relation to climate change mitigation and climate change adaptation. This obligation applies for the first time for the 2021 fiscal year, provided that the Non-Financial Information Statement is published from 1 January 2022 onwards. Consequently, the attached Report does not contain comparative information on this matter. Additionally, certain information has been included in respect of which the Directors of the Parent have opted to apply the criteria that, in their opinion, best allow them to comply with the new obligation, and which are those defined in sections 6.2, "Fluid and Sustainable Mobility", and 8.2, "Methodology for preparing the Taxonomy KPIs", in the Report. Our conclusion is not modified in respect of this matter.

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## Other Matters

On 9 March 2021 a different assurance provider issued a qualified independent assurance report on the Follow-up Report on the CSR Master Plan included in the Consolidated Directors' Report of Abertis Infraestructuras, S.A. and subsidiaries for the year 2020. The qualification was due to the omission of information.

## Recommendations

Notwithstanding the above conclusions, our main observations on the application of the principles of inclusivity, materiality, responsiveness and impact defined in the AA1000AP AccountAbility Principles (2018) are set out below:

### In relation to the principle of INCLUSIVITY

In 2021, as part of the process of updating the materiality analysis, Abertis revised its stakeholder map, integrating the countries recently linked to the Mobility Services activity. The stakeholder maps enable Abertis to gather information from the organisation on the expectations of the different stakeholders.

We recommend that Abertis continue to review and update its stakeholder maps and include stakeholder expectations at all levels and across all geographic regions during materiality analyses in future years.

### In relation to the principle of MATERIALITY

During the annual update of its materiality analysis, Abertis carries out an exercise that enables it to review and modify, where appropriate, the issues that are most material, both from an internal and an external point of view. During the internal prioritisation, the Sustainability Committee approved the materiality analysis carried out. We recommend that the analysis be enriched with an evaluation of the materiality of the issues in the medium and long term, which will allow the Group to be more strategic when preparing for risk management. It would also be appropriate to review the degree of materiality of material issues and the degree to which they are covered in the contents of the Report to ensure that the Group addresses these matters in a proportionate manner.

### In relation to the principle of RESPONSIVENESS

Abertis' 2022-2030 Sustainability Strategy and its 2022-2024 ESG Plan aim to address the main sustainability challenges and establish a link for the development of programmes to improve its performance.

To continue advancing in this principle, we recommend that Abertis continue working on the management approach for each issue, identifying the risks related to each material matter, their related KPIs and the people responsible for monitoring and evaluating the response to these matters. Furthermore, we recommend that Abertis continue to monitor and review the actions implemented in response to material issues, in order to be able to take stock of the results of these actions defined within the framework of the ESG Plan.

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### In relation to the principle of IMPACT

The update of the AA1000AP AccountAbility Principles in 2018 brought the inclusion of this new principle, by which organisations are recommended to measure, monitor and assume responsibility for the impact of all their actions at all levels.

In the Report, Abertis includes indicators that enable it to measure its contribution to sustainable development. In this regard, we recommend that Abertis continue to measure its contribution and its direct and indirect impact through the indicators contained in the Report and by including measurable, assessable contribution and impact targets throughout its value chain.

## Use and Distribution

This report has been prepared in response to the requirement established in prevailing mercantile legislation in Spain, and thus may not be suitable for other purposes and jurisdictions.

KPMG Asesores, S.L.

*(Signed on original in Spanish)*

Patricia Reverter Guillot

1 March 2022

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