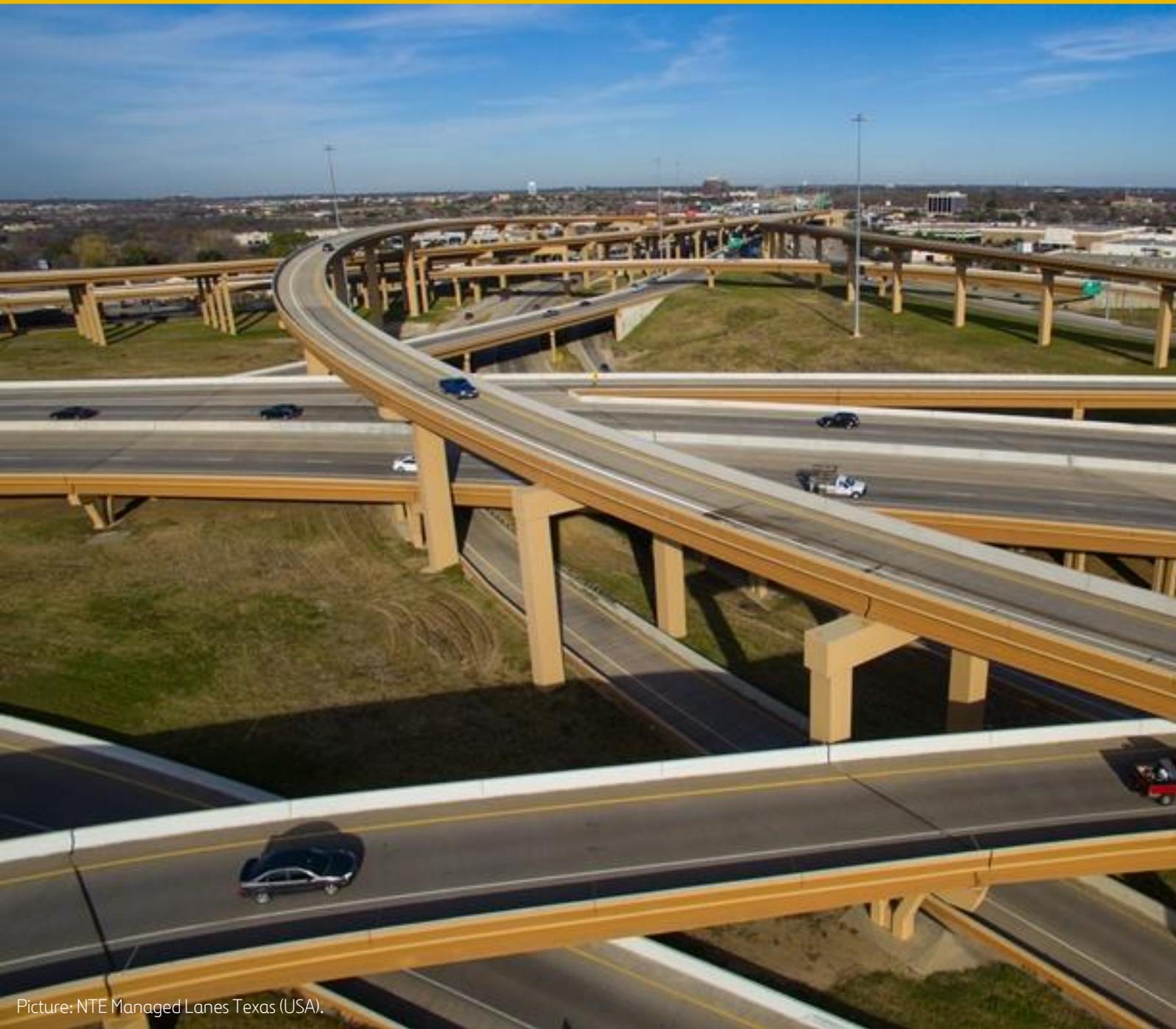


# FERROVIAL, S.A. & SUBSIDIARIES

## January - March 2020 results



Picture: NTE Managed Lanes Texas (USA).

7 May 2020

# DISCLAIMER

This report is not a set of Interim Accounts as per IAS 34. Q1 financial information included in this report has been impacted by the COVID-19 outbreak, mainly in the second half of March. However, at this stage, given the uncertainty about the speed and extent of the resumption in activity, it is not possible to predict how the health crisis will affect Ferrovial Group's 2020 financial statements, especially in relation to impairment tests of assets, fair value of discontinued activities or provisions for onerous contracts. Ferrovial will continue to monitor closely trading conditions and further evidence on wider economic impacts.

This report may contain forward-looking statements about the Company. These statements are based on financial projections & estimates and their underlying assumptions, statements regarding plans, objectives and expectations, which refer to estimates regarding, among others, future growth in the different business lines and the global business, market share, financial results and other aspects related to the activity and situation of the Company. Such forward-looking statements do not represent, by its nature, any guarantees of future performance and are subject to risks and uncertainties, and other important factors that could cause actual developments or results to differ from those expressed in these forward-looking statements. Other than in accordance with its legal or regulatory obligations, the Company does not undertake to update or revise any forward-looking statement to reflect any changes in events, conditions or circumstances on which any statement is based.

This report may contain financial information which may have not been audited, reviewed or verified by an independent firm. The information contained herein should therefore be considered as a whole and in conjunction with all other publicly available information regarding the Company.

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# Ferrovial results January – March 2020

## COVID-19 IMPACT

Results for **1Q 2020 have been impacted by the COVID-19 pandemic**, which especially spread during the second half of March. A global pandemic which has had an unprecedented impact and led to measures taken by governments across the world in the midst of strong uncertainty.

**Ferrovial faces the current macroeconomic situation with record high liquidity.** As of March 2020, ex-infrastructure projects, liquidity stood at EUR5.9bn, including available liquidity lines in amount of EUR283mn at ex-infrastructure level. Net cash position ex-infrastructure stood at EUR1.6bn as of end March 2020 (including discontinued operations).

Throughout the COVID-19 situation, Ferrovial is undertaking all necessary measures to safeguard the health and safety of its employees and clients as its main priority. The company is maintaining activity and assets open through this crisis. Contribution to face current pandemic through, amongst others:

- Delivery of essential services (maintaining hospitals, operating ambulances, setting up quarantine centers & hospital beds, operating critical transport infra, cleaning main cities).
- Developing an app to support potential positive cases.
- Ferrovial has created a fund, “Ferrovial together COVID-19”, to financially contribute to alleviate the impact of COVID-19.

**Operationally, COVID-19 pandemic started to show its impact on Ferrovial’s activities during the last part of March**, with a different degree depending on the business line.

- In **Toll Roads**, following a strong start to 2020, traffic levels have suffered the last 2 weeks of March, as confinement measures extended across Europe and N. America. The impact was higher in light vehicles.

March 2020 performance (and performance from April 25 to May 1) in our toll roads shows the impact on traffic of COVID-19:

- **407 ETR:** -39.4% in March and -76% from April 25 to May 1.
- **Texas Managed Lanes:** NTE -31.6% and -61% respectively, LBJ -30.0% and -69%, & NTE35W -23.5% and -49% respectively.

These assets enjoy a strong financial position and liquidity well in excess of their debt service obligations for 2020.

- **Airports** have also been strongly impacted by COVID-19 during March:
  - **Heathrow:** Passenger numbers declined by -52.4% during March 2020 and were down around 97% in April. Heathrow has cash and committed facilities available of GBP3.2bnn designed to maintain at least a 12 month liquidity horizon even under the extreme stress-test of no revenues.
  - **AGS** has also seen a strong impact in their traffic levels (-57.3% in March 2020), with passenger figures materially falling since the beginning of the year due to the collapse of Thomas Cook and Flybe. Following drawdown of GBP38mn undrawn facilities in March, the cash position amounts to GBP61mn at 31st March 2020.
- **Construction:** impact of COVID-19 was limited, with lock-outs and execution deceleration of several projects mainly impacting the business in Spain during the last part of 1Q 2020.
- **Services:** impact of COVID-19 mainly seen in Spanish business and somewhat limited elsewhere.

## MITIGATING MEASURES

The company is adapting to the current pandemic situation through several cost reduction, restructuring and capex revision measures:

- **Ferrovial** is going ahead with its cost reduction program as announced in the “Horizon 24” strategic presentation. The new operating model will allow cost reductions of EUR50mn a year from 2021 and a cost reduction of EUR20mn in 2020. On the back of this plan a EUR39mn provision has been registered.
- **Toll Roads:** all toll roads have undertaken a revision of Opex and Capex plans, contemplating several measures to be applied depending on the duration of the current situation. In terms of Opex, they have adjusted staffing, frozen new hires, cancelled marketing and advertising programs and reduced outsourced services; while maintaining the levels of quality and safety. All non-essential capex plans have been delayed.
- **Airports:** Measures have been taken to reduce Opex by shrinking operations, redesigning the organization, cancelling executive pay, reducing employee’s remuneration, freezing recruitment & removing all non-essential costs. Discussions are taking place with the government for further measures and utilization of Government’s job retention scheme, furloughs. All capital projects under revision with a deferral or cancelation of all non-essential capex.
- **Construction:** The measures to mitigate the impacts include cost reduction and adjusting project calendars to recover working hours, claims for time relief and some cost potential compensation due to force majeure and change in law clauses.
- **Services:** The Company will utilize the flexibility measures provided by the different governments including temporary layoffs, furloughs, tax payment delays.

Overheads streamlining is also been assessed in the different geographies as the COVID-19 situation evolves.

## 1Q 2020 CONSOLIDATED RESULTS (SERVICES AS DISCONTINUED ACTIVITY)

- **Revenues:** EUR1,379mn (+12.0% LfL) with higher contribution from Construction (+11.9% LfL) and Toll Roads (+6.9% LfL).
- **EBITDA:** EUR75mn (-EUR231mn in 1Q 2019, which had been impacted by the -EUR345mn provision registered in Construction). EBITDA in 1Q 2020 has been impacted by the -EUR39mn provision related to the restructuring plan carried out by the Company as part of the initiatives outlined in our “Horizon 24” plan.

## DIVIDENDS FROM THE MAIN ASSETS

Total dividends from projects received by Ferrovial reached EUR129mn in 1Q 2020 (+10.2%).

- **407 ETR: distributed CAD312,5mn**, +25% vs. 1Q 2019. Ferrovial received EUR90mn. 407 ETR Board will continue to monitor the current pandemic situation during 2Q, and will review any potential dividend distribution to Shareholders, as appropriate.
- **Heathrow: distributed GBP100mn**, in line with 1Q 2019. Dividends distributed to Ferrovial amounted to EUR29mn.
- **Other toll roads: EUR6mn** received in 1Q 2020.
- **Services: EUR3mn** of dividends from projects (EUR7mn in 1Q 2019).

## BROADSPECTRUM SALE

Ferrovial reached an agreement for the sale of Broadspectrum to Ventia Services Group for an equity value of AUD485mn in December 2019. The Australian Competition & Consumer Commission (ACCC) gave in April its authorization for the sale. Closing is just pending authorization from the FIRB.

## RESULTS BY DIVISION

**Toll roads:** traffic performance has been impacted by the COVID-19 pandemic across the board. This effect has been higher in light vehicles. Despite this fact, revenues grew (+6.9% LfL) on the back of the US Managed Lanes with higher contribution from NTE35W. In like-for-like terms, EBITDA grew by +7.3% to EUR93mn. 407 ETR traffic grew until February by +1.1% and decreased in March by -39.4% yoy. Managed Lanes (MLs) showed sustained year-on-year traffic growth in January & February with COVID-19 substantially impacting performance in March, resulting in negative performance for the three Texas MLs during this month. In MLs, heavy traffic showed more resilience, with positive traffic performance during the quarter.

**Airports:** Passenger numbers at Heathrow declined by -18.3% during 1Q 2020; overall revenues fell by -12.6% and EBITDA by -22.4%. AGS EBITDA was negatively impacted by reduced passenger volume across the three airports (-23.9%) due to the COVID-19 impact, Flybe collapse in March and lower demand and routes cancellations, partially offset by lower operating costs (staff costs savings, lower maintenance and security costs).

**Construction:** revenues (+11.9% LfL), with 87% of international contribution. EBIT stood at EUR12mn vs. -EUR332mn in 1Q 2019 impacted by the provision corresponding to three contracts in the US. EBIT margin reached 0.9% in 1Q 2020, as expected. The order book stood at EUR11,018mn (-2.0% LfL), not including pre-awarded contracts exceeding EUR1,200mn.

**Services (discontinued operations):** Given the current situation of uncertainty by COVID-19, it has been decided to keep the Division's result to zero, except for those activities that are generating losses (Amey and Ferrovial Services International) where a fair value provision equivalent to the losses (-EUR16mn) has been recognized. Ferrovial will continue monitoring closely the impact of the evolution of the COVID-19 on discontinued activities fair value as far as a higher evidence about the impact of the outbreak in these activities is obtained.

## FINANCIAL POSITION

**EUR1,645mn net cash ex-infrastructure projects** (including discontinued operations). Net debt of infrastructure projects reached EUR4,647mn (EUR4,588mn in December 2019). Net consolidated debt reached EUR3,001mn (EUR2,957mn in December 2019).

## REPORTED P&L

(EUR million)	MAR-20	MAR-19
<b>REVENUES</b>	<b>1,379</b>	<b>1,229</b>
Construction Provision *	0	-345
<b>EBITDA</b>	<b>75</b>	<b>-231</b>
Period depreciation	-49	-33
Disposals & impairments	0	-11
<b>EBIT**</b>	<b>26</b>	<b>-275</b>
<b>FINANCIAL RESULTS</b>	<b>-62</b>	<b>-61</b>
Equity-accounted affiliates	-35	55
<b>EBT</b>	<b>-71</b>	<b>-281</b>
Corporate income tax	-10	63
<b>CONSOLIDATED PROFIT FROM CONTINUING OPERATIONS</b>	<b>-81</b>	<b>-218</b>
<b>NET PROFIT FROM DISCONTINUED OPERATIONS</b>	<b>-16</b>	<b>74</b>
<b>CONSOLIDATED NET INCOME</b>	<b>-97</b>	<b>-144</b>
Minorities	-13	46
<b>NET INCOME ATTRIBUTED</b>	<b>-111</b>	<b>-98</b>

(\*) Related to the provision registered in 1Q 2019 corresponding to three contracts in the US.  
 (\*\*\*) EBIT after impairments and disposals of fixed assets.

## CONSOLIDATED EBITDA

(EUR million)	MAR-20	MAR-19	VAR.	LfL
Toll Roads	93	93	-0,6%	7,3%
Airports	-5	-4	-5,4%	14,5%
Construction	34	-320	110,6%	n.s.
Others	-48	0	n.a.	n.a.
<b>Total EBITDA</b>	<b>75</b>	<b>-231</b>	<b>132,3%</b>	<b>145,3%</b>

## PROPORTIONAL EBITDA

(EURmn)	MAR-20	MAR-19	LfL
Toll Roads	141	146	-3,5%
Airports	90	118	-23,8%
Construction ex-provision	24	2	n.s.
Others	-8	-7	-9,3%
<b>Total EBITDA</b>	<b>248</b>	<b>259</b>	<b>-4,5%</b>

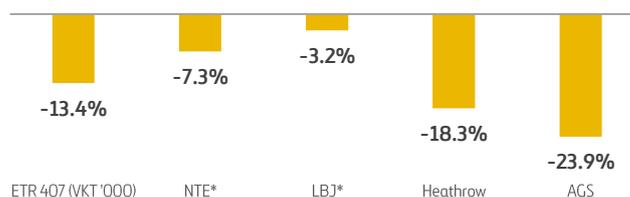
Like-for-like figures

## NET CASH POSITION

(EUR million)	MAR-20	DEC-19
<b>NCP ex-infrastructure projects</b>	<b>1,645</b>	<b>1,631</b>
<b>NCP infrastructure projects</b>	<b>-4,647</b>	<b>-4,588</b>
Toll roads	-4,287	-4,220
Others	-360	-368
<b>Total Net Cash /(Debt) Position</b>	<b>-3,001</b>	<b>-2,957</b>

NCP: Net cash position. Includes discontinued operations

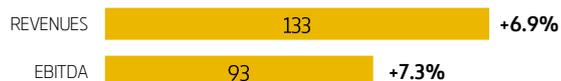
## TRAFFIC PERFORMANCE



\*Transactions

# Toll roads

€mn; LFL % (EBITDA)



Revenues increased due to higher contribution from US Managed Lanes. The US contributed close to 70% of revenues.

## 407 ETR (43.23%, equity-accounted)

	MAR-20	MAR-19	VAR.
Avg trip length (km)	20.88	20.79	0.4%
Traffic/trips (mn)	23.51	27.27	-13.8%
VKTs (mn)	491	567	-13.4%
Avg Revenue per trip (CAD)	12.11	11.25	7.6%

VKT (Vehicle kilometres travelled)

In 1Q 2020, VKTs -13.4%, mainly due to a decrease in traffic levels due to measures adopted by the authorities to combat the spread of COVID-19 resulting in the closure of schools and non-essential businesses, the increased use of work from home arrangements, and the need for people to stay at home. Prior to COVID-19, traffic volumes were comparable to same period in 2019, with lightly higher VKTs. Since the onset of the COVID-19 pandemic, traffic levels have declined steadily across 407 ETR, with average trip volume reductions of 75%.

## Quarterly traffic



## P&L

(CAD million)	MAR-20	MAR-19	VAR.
Revenues	288	309	-6.9%
EBITDA	239	263	-9.2%
EBITDA margin	82.9%	85.0%	

Results for 100% of 407 ETR

## Revenues breakdown



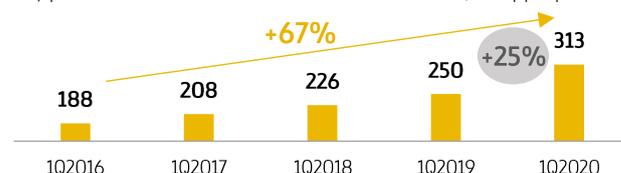
- Toll revenues** (92% of total): -8.1% to CAD264mn, mainly due to lower traffic volumes as a result of measures adopted by the Authorities to combat the spread of COVID-19 resulting in closure of schools and non-essential businesses and lower levels of travel as commuters have been asked to stay at home, offset by a toll rate increase effective February 1, 2020. Avg revenue per trip increased +7.6% vs. 1Q 2019.
- Fee revenues** (8% of total) CAD24mn (+8.7%), on the back of higher late payment charges on overdue customer balances, coupled with higher service fees due to the opening of the second phase of Highway 407 in late 2019 and higher transponder lease fees due to an increase in transponders in circulation.

**OPEX +5.8%**, primarily due to higher system operations costs due to new Enterprise Resource Planning (ERP) implementation and security costs, higher customer operations cost due to a higher provision for doubtful accounts, staffing costs and bank charges and higher general and administration expenses. The increase in expenses was offset by lower highway operations costs due to the reclassification of certain winter maintenance costs to depreciation expense coupled with lower salt usage due to favorable weather conditions.

**EBITDA -9.2%**, as a result of lower revenues from decreasing traffic levels due to COVID-19 pandemic, coupled with higher operating expenses. EBITDA margin was 82.9% vs 85.0% in 1Q 2019.

## 1Q 2020 dividends amounted to CAD312,5mn, +25% vs. 1Q 2019.

The dividends distributed to Ferrovial in the first quarter of the year amounted to EUR90mn. The 407's Board will continue to monitor the current pandemic situation during the second quarter, and will review any potential dividend distribution to Shareholders, as appropriate.



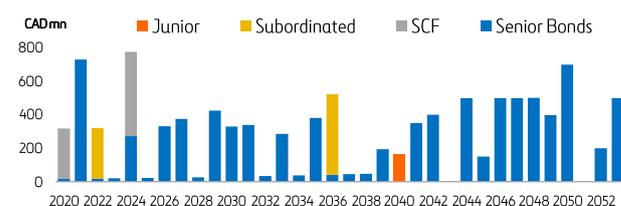
**Net debt at end of March:** CAD8,130mn (average cost of 4.12%). 47% of the debt matures in more than 20 years' time. The upcoming bond maturity dates are CAD816mn this year, CAD724mn in 2021 and CAD318mn in 2022.

On March 4<sup>th</sup>, 407 ETR issued a CAD700mn aggregate principal amount of 2.84% Senior Notes, Series 20-A1, due March 7, 2050.

## 407 ETR credit rating

- S&P:** "A" (Senior Debt), "A-" (Junior Debt) & "BBB" (Subordinated Debt), with stable outlook, issued on 13 April 2020.
- DBRS:** "A" (Senior Debt), "A low" (Junior Debt) & "BBB" (Subordinated Debt), with stable outlook, issued on 12 December 2019.

## 407 ETR bond maturity profile



## 407 ETR tariffs

On December 31<sup>st</sup> 2019, 407-ETR announced an increase in tariffs and a further segmentation by season, which came into effect on February 1, 2020. Given the impact of the COVID-19 pandemic, the Company will continue applying the current spring toll rate structure, in effect since February 1, 2020, and postponing the seasonal toll rate changes announced last December 2019.

## 407 ETR in the Community

407 ETR and its employees continue to serve the communities surrounding 407 ETR corridor and support its corporate social responsibility goals in the Greater Toronto Area (GTA). 407 ETR is focused on making life better for customers and surrounding communities. 407 ETR directly supports 13 local hospitals and rehabilitation centers across the GTA and recently donated over CAD300,000 in free 407 ETR travel to front-line workers of the COVID-19 pandemic at various hospitals along 407 ETR.

**For more information on the 407 ETR toll road results**, please click [here](#) to see the MD&A report.

## TEXAS MANAGED LANES (USA)

Managed Lanes (MLs) showed sustained year-on-year traffic growth in January & February, with COVID-19 impacting performance in March, resulting in negative traffic for the three Texas MLs:

- January & February: NTE +6.5%, LBJ +11.6% & NTE35W +19.8%.
- March: NTE -31.6%, LBJ -30.0% & NTE35W -23.5%.

In terms of revenues, during 1Q 2020, the Texas MLs showed an increased (NTE +2.4%, LBJ +2.4% & NTE35W +3.6%) despite negative traffic and helped by tariff increases in the period, with the average toll rate per transaction increasing by +10.8% in NTE, +5.5% LBJ and +34.8% NTE35W. Although Toll Rates in the Texas MLs are dynamically adjusted with traffic, a set of minimum toll rates by time of day predefined by the operator is applied. Such minimum toll rates are higher than those observed in other similar facilities in the US which explains the low toll rate decreases when traffic levels fall.

### NTE 1-2 (63.0%, globally consolidated)

In the first quarter of 2020, traffic decreased by -7.3%, the growth in January and February was offset by COVID-19-related decreases in traffic in March. YTD growth until February was +6.5% and decrease on March was -31.6%.

Traffic in 1Q 2020, excluding COVID-19 impact, benefitted from sustained traffic growth contributed by NTE 35W, which connects to NTE's Segment 1, and the 183 TEXpress (Midtown Express), which connects to Segment 2. Ongoing construction works at Mark IV Parkway on the western terminus and on SH-121 dampened growth in the first two months.

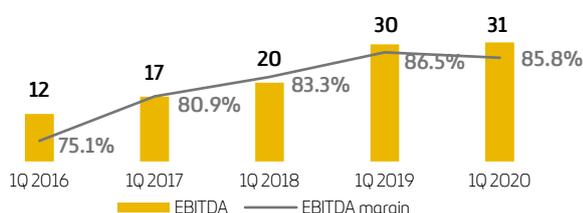
	MAR-20	MAR-19	VAR.
Transactions (mn)	7	8	-7.3%
Revenues (USD mn)	36	35	2.4%
EBITDA (USD mn)	31	30	1.6%
EBITDA margin	85.8%	86.5%	

The **average toll rate per transaction in 1Q 2020** reached USD4.8 vs. USD4.3 in 1Q 2019 (+10.8%).

**Revenues** reached USD36mn (+2.4% vs. 1Q 2019) due to higher toll rates, offset by the declining of traffic due to COVID-19 event.

**EBITDA** reached USD31mn (+1.6% vs. 1Q 2019). EBITDA margin of 85.8% (-69 basis points vs. 1Q 2019).

### NTE EBITDA EVOLUTION



**NTE net debt** reached USD1,218mn in March 2020 (USD1,234mn in December 2019), at an average cost of 3.72%.

### Credit rating

	PAB	Bonds
Moody's	Baa2	Baa2
FITCH	BBB	

### LBJ (54.6%, globally consolidated)

**Traffic:** decreased by -3.2% in 1Q 2020, as COVID-19-induced reduction in traffic during March offset strong growth in January and February. YTD growth until February was +11.6% and decrease on March was -30.0%.

Traffic in 1Q 2020, excluding COVID-19 impact, benefitted from sustained traffic growth from 183 TEXpress (Midtown Express) and the increase in traffic from US-75 following the completion of construction activities at its intersection with the President George Bush Turnpike in 2Q 2019. 183 TEXpress connects directly to LBJ Segment 1, providing a new and direct connection between the two Managed Lanes corridors. Preparatory works related to the 635 East Managed Lanes project did not meaningfully impact on traffic in 1Q.

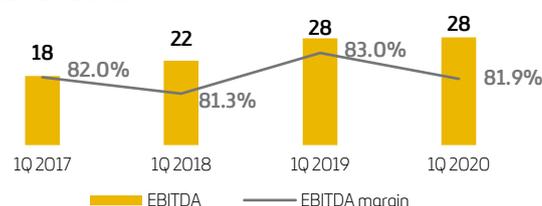
	MAR-20	MAR-19	VAR.
Transactions (mn)	11	11	-3.2%
Revenues (USD mn)	35	34	2.4%
EBITDA (USD mn)	28	28	0.9%
EBITDA margin	81.9%	83.1%	

The **average toll rate per transaction** reached USD3.3 in 1Q 2020 vs. USD3.1 in 1Q 2019 (+5.5%).

**Revenues** reached USD35mn (+2.4% vs. 1Q 2019) due to higher toll rates, offset by the declining of traffic due to COVID-19 event.

**EBITDA** reached USD28mn (+0.9% vs. 1Q 2019) with an EBITDA margin of 81.9%.

### LBJ EBITDA EVOLUTION



As of March 2020, **net debt for LBJ** amounted to USD1,400mn (USD1,407mn in December 2019), at an average cost of 5.36%.

### Credit rating

	PAB	TIFIA
Moody's	Baa3	Baa3
FITCH	BBB-	BBB-

### NTE 35W (53.7%, globally consolidated)

**NTE 35W** traffic grew by +3.6% in 1Q 2020 as COVID-19 induced traffic decreases in March that eliminated strong ramp-up increases in traffic from January and February. YTD growth until February was +19.8% and decrease on March was -23.5%.

The strong traffic growth in January and February is a result of ramp-up, which is comprised of traffic returning to the highway and an increasing share of that traffic choosing the managed lanes.

Quarterly evolution	MAR-20	MAR-19	VAR.
Transactions (mn)	7	7	3.6%
Revenues (USD mn)	24	17	39.2%
EBITDA (USD mn)	20	13	56.0%
EBITDA margin	84.2%	75.1%	

The **average toll rate per transaction** reached USD3.2 in 1Q 2020 up from USD2.4 in the same period of 2019 (+34.8%).

**Revenues** reached USD24mn (+39.2% vs. 1Q 2019) due to the continued growth in traffic (partially offset by the effects from the COVID-19 event) and higher toll rates.

**EBITDA** reached USD20mn (+56.0% vs. 1Q 2019) with an EBITDA margin of 84.2%.

**NTE 35W net debt** reached USD840mn in March 2020, at an average cost of 4.48%, including NTE 3C.

### Credit rating

	PAB	TIFIA
Moody's	Baa3	Baa3
FITCH	BBB-	BBB-

## NTE 3C (53.7%, globally consolidated)



### Development, design, construction and operation of Segment 3C:

- Construction of 2 managed lanes in each direction, c.6.7 miles from north of US 81/287 to Eagle Pkwy.
- Reconstruction of existing general-purpose lanes.
- Construction of access ramps & frontage roads.
- Construction of IH820/I-35W managed lanes direct connector
- Installation of Intelligent Transportation System "ITS" & tolling systems.

**Duration:** concession term ends 2061

**Operation & Maintenance (O&M) and toll collection:** exclusive right and obligation to operate, maintain, repair and collect tolls.

- Tolls collected by **North Texas Tollway Authority** are in line with tolling agreement with TxDOT. TxDOT assumes collection risk.

## I-77 MANAGED LANES (50.1%, globally consolidated)

The northern portion of I-77 Express opened 1st June 2019, and the southern portion opened 16th November 2019.

After few months of full operation, average speeds in the entire corridor are faster than pre-construction levels despite more traffic on the highway. COVID-19 breakout has negatively impacted the traffic, especially since the week of March 22, when Charlotte area shelter-in-place orders were issued by the authorities, and the week before.

Quarterly evolution	MAR-20
Transactions (mn)	7
Revenues (USD mn)	6
EBITDA (USD mn)	2
EBITDA margin	39.8%

## OTHER TOLL ROADS

Ferrovial includes in its portfolio a number of toll roads which are, mainly, availability projects located in countries with low government bond yields (Spain, Portugal and Ireland) and long duration (with an average maturity of 16 years overall). Among the most relevant availability projects with no traffic risk or equivalent to availability projects held by Ferrovial are: Autema, A-66, Algarve, Norte Litoral and M3 (except for Autema, all of them are equity-accounted). Autema is considered a financial asset with no traffic risk given the financial performance guarantee from the Regional Government of Catalunya. The Regional Government communicated withdrawal of this support. Ferrovial is appealing to the Supreme Court on the matter.

The evolution of the traffic in the locations aforementioned were as follows:

- **Spain:** the Spanish toll roads traffic in 1Q has been impacted by the outbreak of the COVID-19 crisis. Traffic in the first two months of 2020 followed the trend observed in 2019. As of February, Ausol I and Ausol II accumulated growth of +4.5% and +1.3%, respectively. Traffic in March was affected by the declaration of the State of Alarm in Spain & the suspension of not essential activity (-46.6% in Ausol I & -42.5% in Ausol II in March), with a 1Q 2020 traffic performance of -14.2%, -14.3% respectively, and -19.2% Autema.
- **Portugal:** traffic was also impacted by the COVID-19 pandemic, traffic figures accumulated to February showed a consistency in the trend observed at end of 2019 in Norte Litoral (+2.9%) and Azores (+3.9%), and a rebound in Algarve (+7.3%). However, the restrictions

on mobility imposed in Portugal led to significant falls in March. Traffic in March fell by -38.6% in Algarve, -34.3% in Norte Litoral and -24.1% in Azores, leading to traffic falls in 1Q to -9.8%, -10.0% and -5.8%, respectively.

- **Ireland:** traffic was also negative due to the COVID-19 crisis. Accumulated growth up to February was +2.2% in M4 and +3.2% in M3, slightly lower values than those observed in 4Q 2019, largely due to an exceptionally rainy February. In March, restrictions on mobility caused monthly falls of -28.0% in M4 and -23.4% in M3 and leading 1Q traffic down by -8.6% & -6.0%, respectively.

## ASSETS UNDER DEVELOPMENT

(EUR million)	INVESTED CAPITAL	PENDING COMMITTED CAPITAL	NET DEBT 100%	CINTRA SHARE
<b>Global Consolidation</b>				
<b>Intangible Assets</b>		<b>-79</b>	<b>-766</b>	
NTE35W*		-79	-766	54%
<b>Equity Consolidated</b>				
<b>Intangible Assets</b>		<b>-694</b>	<b>-1,435</b>	
I-66		-694	-1,435	50%
<b>Financial Assets</b>	<b>-70</b>	<b>-67</b>	<b>-1,197</b>	
Ruta del Cacao**	-54		-93	30%
Silvertown Tunnel	0	-26	-219	23%
Bratislava		-30	-690	35%
OSARs	-17	-11	-195	50%

(\*) Capital invested & committed refers to Seg. 3C. Net debt 100%: includes all 3 seg.

(\*\*) On October 28, 2019, formal completion of stake sale from 41.75% to 30%.

- **I-66 (Virginia, USA):** the project includes the construction of 35 km on I-66 (between Route 29, close to Gainesville, and the Washington DC ring road, I-495, in Fairfax County). The construction period will run until 2022, and the concession is granted for 50 years from the closing of the commercial agreement. Design & construction works are 32% complete.
- **OSARs (Melbourne, Australia):** an availability payment project with a concession term of 22.5 years, comprising the improvement and maintenance of a road network in Melbourne. The design and construction works are 69.5% complete.
- **Ruta del Cacao:** 81 km of new toll road, improvements to 108 km of existing toll road, construction of 16 bridges, 2 viaducts and 2 tunnels with a combined length of 6 km. This is a 25-year concession. Design and construction works are 54% complete.

## TENDERS PENDING

In the **US**, we continue to pay close attention to private initiatives:

- In **Maryland**, last February 7<sup>th</sup>, MDOT completed the prequalification process for Phase 1 of the "*Maryland Congestion Relief Program*". Cintra is working as part of a consortium for the prequalification phase, which will be presented in May 2020. The offer presentation is scheduled for 1Q 2021.
- **Georgia Managed Lanes Program** (Atlanta) is being analyzed. Last February, the Georgia Department of Transport (GDOT) launched the process for the first project, **SR-400** (c.USD1,800mn construction project, totaling 17 miles) tendered as a design-build-finance-operate-maintain contract (DBFOM) and as an Availability Payment Project, with prequalification date in May 2020, and July 2021 as offer presentation date. GDOT is still analyzing the model to adopt in the other 4 projects that form the program.
- Cintra is following various projects of interest in various States (Illinois, Virginia and Texas), which are Managed Lanes structures.

In **other markets**, in November 2019 Cintra achieved the commercial and financial close of the "Silvertown Tunnel" project in London, with an estimated construction investment of GBP1,000mn.

# Airports

Airports contributed **-EUR71mn to Ferrovial's equity accounted result in 1Q 2020**, vs. EUR25mn in 1Q 2019.

- **HAH:** -EUR54mn in 1Q 2020 (EUR28mn in 1Q19) mainly impacted by:
  - The COVID-19 pandemic outbreak.
  - A restructuring provision (-EUR7mn).
  - A capital project write-off related to certain projects (-EUR12mn)
  - A deferred tax rate regularization (-EUR29mn) upon government leaving Corporate Income Tax rate at 19% vs 17% previously approved.
- **AGS:** -EUR17mn in 1Q 2020 (-EUR3mn in 1Q 2019).

In terms of **distributions to shareholders:**

- **HAH:** GBP100mn, in line with 1Q 2019 (GBP100mn). The dividends distributed to Ferrovial amounted to **EUR29mn**.
- **AGS:** is not expected to pay dividends in 2020.

## HEATHROW SP (25%, equity-accounted) – UK

### HEATHROW RESPONSE TO COVID-19

The global impacts of COVID-19 have been sudden and significant, but Heathrow remains open as one of the main supply lines bringing vital medical equipment, medicines and food into the UK, as well as repatriation flights for Britons stranded abroad.

Heathrow collaborates closely with Public Health England to facilitate their work within the terminals to keep the airport safe and to protect the health and safety of passengers and employees.

Heathrow financial performance will be significantly impacted by this unprecedented situation, and so, **a number of immediate actions to safeguard the financial resilience have been taken**. Various initiatives are expected to reduce operating cost by at least 30% in 2020. These initiatives include:

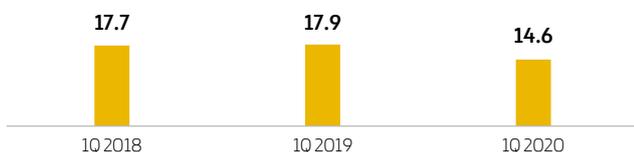
- Shrinking and consolidating operations onto a single runway and into T-2 & T-5.
- Redesigning Heathrow's organization.
- Cancelling executive pay, a company-wide pay reduction and freezing recruitment and removing all non-essential costs.
- Discussions with Government around the measures that will support a reduction in the cost base, for instance, a reduction or deferral of business rates, VAT payments or corporate tax and relief on policing costs.
- Utilizing Government's job retention scheme and furloughing a number of employees.

A review of all capital projects has also been accomplished to protect cash while ensuring safety and resiliency. A reduction to around GBP500mn is anticipated, compared to GBP1.1bn presented in the latest Investor Report.

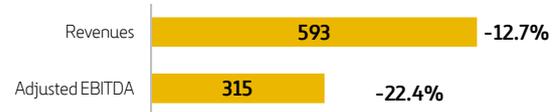
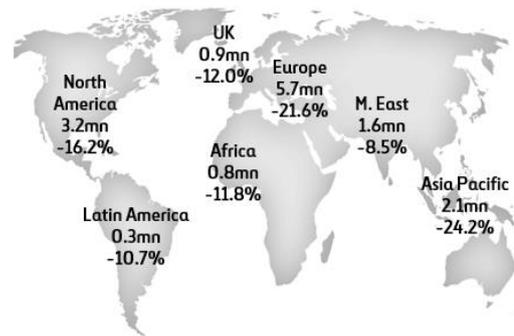
Heathrow has cash and committed facilities available of GBP3.2bn designed to maintain at least a 12 month liquidity horizon even under the extreme stress-test of no revenues. Heathrow remains committed to its investment grade credit ratings in the medium term.

### TRAFFIC

**Passenger numbers declined by -18.3% in 1Q 2020 to 14.6 million** and were down by over 97% in April. Heathrow expects passenger demand will remain weak until governments around the world deem it safe to lift travel restrictions.



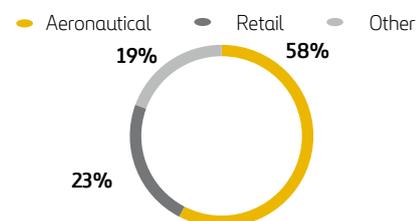
Million passengers	MAR-20	MAR-19	VAR.
UK	0.9	1.0	-12.0%
Europe	5.7	7.3	-21.6%
Intercontinental	8.1	9.6	-16.3%
<b>Total</b>	<b>14.6</b>	<b>17.9</b>	<b>-18.3%</b>



**Revenues:** -12.7% in 1Q 2020 to GBP593mn.

- **Aeronautical:** -16.2% vs 1Q 2019, the decline is predominantly due to reduced passenger numbers. Fewer aircraft movements also drove revenues down following the European Commission's temporary suspension of the slot usage rule part way through the period. Revenues per passenger increased as airlines benefitted from a rebate through the commercial airline deal in 2019. The rebate is not likely to be paid in 2020 as annual passenger numbers are not expected to meet the minimum threshold required.
- **Retail:** -15.0% driven by reduced passenger numbers. Retail revenues per passenger increased +4% to £9.28 (£8.92 in 1Q 2019).
- **Other revenues:** +3.6% vs 1Q 2019. Property and other revenues grew +31.0% driven by rail track-access charges. Heathrow Express saw a -25.9% decline in revenues predominantly due to fewer passengers.

### Contribution to revenues:



**Adjusted operating costs:** +1.8% to GBP278mn, drivers of the operating costs increase include services for passengers with reduced mobility, and implementing new hold baggage screening. The 25% increase in Utilities and other costs is driven by a rise in government levies on utilities usage, whilst overall consumption declined. As the cost base is largely fixed in the short term, operating costs per passenger have increased whilst passenger numbers have declined. Operating costs per passenger +24.7% to £18.98 (£15.22 in 1Q 2019).

Looking at March operating costs in isolation, total costs are down -5.4% compared to last year. This reflects some of the immediate actions Heathrow has taken to reduce Heathrow's costs base.

**Adjusted EBITDA** -22.4% to GBP315mn resulting in an adjusted EBITDA margin of 53.1% (59.8% in 1Q 2019).

**Exceptional items:** as a consequence of the impact of the COVID-19 outbreak and the delay to expansion (following the Court of Appeal's ruling to suspend the Airports National Policy Statement), Heathrow has carried out a detailed review of its organizational design to simplify operations and reduce costs. As a result, Heathrow has made a provision in the period for £30mn of exceptional costs relating to this transformation programme. The airport has also reviewed its investment projects. As a result of the impact of the COVID-19, certain projects have been placed on hold while some projects are unlikely to be re-started in the foreseeable future. This resulted in an exceptional write-off of previously capitalized costs of £52mn in 1Q 2020. These costs remain on the RAB and continue to generate a return.

**HAA net debt:** the average cost of Heathrow's external debt was 4.16%, including all the interest-rate, exchange-rate and inflation hedges in place (vs. 4.73% in December 2019).

(GBP million)	MAR-20	DEC-19	VAR.
Loan Facility (ADI Finance 2)	75	75	
Subordinated	2,193	1,889	16.1%
Securitized Group	13,674	12,840	6.5%
Cash & adjustments	-30	-35	-14.8%
<b>Total</b>	<b>15,912</b>	<b>14,769</b>	<b>7.7%</b>

The table above relates to FGP Topco, HAA's parent company.

**Regulatory Asset Base (RAB):** At 31 March 2020, the RAB reached £16,646mn (£16,598mn in December 2019).

**Heathrow Expansion:** On 27 February, the Court of Appeal concluded that the Government was required but failed to take account the Paris Climate Agreement when preparing the Airports National Policy Statement ('ANPS'). The Court declared that the ANPS has no legal effect unless and until the Government carries out a review of the policy.

The Government declined to appeal to the Supreme Court directly, but Heathrow and other interested parties have applied for permission to appeal the Court of Appeal ruling.

Heathrow has already taken a lead in getting the UK aviation sector to commit to a plan to get to Net Zero emissions by 2050, in line with the Paris Agreement, and Heathrow is ready to work with Government to achieve this. Expanding Heathrow remains a key plank of its long-term strategy once COVID-19 has been beaten and entered the recovery phase.

**Regulatory developments:** In December 2019 Heathrow submitted its Initial Business Plan ('IBP') to the CAA. The IBP included Heathrow's proposals for the regulatory framework for the H7 price control period, due to begin on 1 January 2022. In light of the Court of Appeal ruling setting aside the ANPS, Heathrow plans to provide an updated initial forecast of the regulatory building blocks and potential resulting price paths in coming months.

The CAA also continues to progress its thinking on the regulatory framework for H7 with its latest consultation published in April 2020. The document provides an update on the H7 timetable, confirming the need for Heathrow to submit a final or revised business plan ('RBP') in Autumn

2020 to establish the H7 price control in 2022. It also notes the impact of COVID-19 and the need to review how uncertainty can be managed through Heathrow's regulatory framework. The CAA will be publishing a further consultation document in June 2020.

The current COVID-19 crisis is a further example that demonstrates that existing regulation has failed to create a long-term balance between risks and reward given the asymmetric risks faced by Heathrow. This failure threatens the sustainability of investment for consumers. Heathrow will continue engaging with the CAA to ensure it creates a fair framework that drives the right incentives for investment for the benefit of consumers and delivers on CAA's duties on financeability in the context of H7.

Heathrow will continue to collect feedback on its IBP from airline partners and other key stakeholders through Summer 2020. This feedback will be reflected in its RBP. The CAA will use Heathrow's RBP to inform their assumptions for setting the price path for the H7 price control.

Finally, in March Heathrow submitted its response to the CAA's consultation on the early design and construction costs associated with expanding Heathrow - category B and early category C costs. Heathrow expressed its concerns that some proposals do not represent a balanced set of incentives needed for investment. Heathrow has also requested that in light of the Court of Appeal judgment, the CAA confirms its policy on the treatment of these categories of spend incurred to date. Heathrow is expecting the CAA to provide an update on the treatment of these costs in 2Q 2020.

**Sustainable Growth:** Notwithstanding the significant challenges currently faced as a consequence of COVID-19, Heathrow maintains its long-term strategic ambition for growth and tackling climate change will remain the single greatest challenge facing society and our industry over the medium and long term.

Heathrow maintains its **focus on decarbonisation and aligning the airport and sector to the goals of the Paris Agreement on Climate Change;** while it continues to advocate for UK government to include aviation within the UK's target net zero carbon emissions by 2050.

In 1Q 2020 Heathrow procured a significant volume of green gas, which will help to stimulate growth for this important commodity. In addition, Heathrow has further invested in UK natural climate solutions such as woodland creation in Scotland. This is to capture carbon associated with future years' emissions, as part of the journey to net zero.

**Heathrow 2.0 sustainability strategy.** In February Heathrow published its latest Gender Pay Gap report, detailing progress made and the gap is better than the national average. However, there is more to do to improve both female and black, Asian and minority ethnic representation in more senior roles, which has been taken into account as part of the organisational redesign Heathrow is working through.

**High Service Quality:** Heathrow achieved a score of 4.20 out of 5.00 (4.18 in 1Q 2019). 84.1% of passengers surveyed rated their Heathrow experience 'Excellent' or 'Very good' (1Q 2019: 82.6%).

In 2019, Heathrow was awarded "World's Top Airport Terminal for Terminal 5" for the first time by Skytrax World Airport Awards.



For more information on Heathrow results, please visit the following the [link](#).

## AGS (50%, equity-accounted) – UK

### AGS RESPONSE TO COVID-19

AGS Airports are significantly impacted by the unprecedented disruption to air travel following the spread of the COVID-19 pandemic and Flybe entering into administration.

Covid-19, which followed shortly after Flybe’s collapse in March 5th, reduced business travel initially, followed by more widespread impact with border closures across Europe and globally. The UK’s soft lockdown restrictions on 23 March 2020 resulted in a further reduction in passengers. Prior to March, AGS traffic was tracking broadly in line with budget. AGS Airports remain open providing limited commercial and lifeline services collaborating closely with the UK and Scottish governments to ensure passengers and employees safety.

**Measures taken** to reduce operating cost by 20% and the capex program by 74% in 2020 include:

- Shrinking operations and redesigning the organization
- Reduction of employee’s compensation and remove of non- essential cost
- Discussions with Government to support a reduction in the cost base, for instance, a reduction or deferral of business rates, VAT payments or corporate tax, or relief on policing costs.
- Utilization of government furlough scheme in relation to employees and outsourced costs.
- All non-essential capital expenditure has been deferred or cancelled. Bare minimum levels of maintenance capex are expected at all three airports.

Following drawdown of GBP38mn undrawn facilities in March the cash position amounts to GBP61mn as at 31<sup>st</sup> March 2020. Financial ratios will be affected for COVID-19, therefore AGS is in active discussion with its lenders.

**Traffic:** number of passengers fell by -23.9% (2.1mn passengers) across the three airports mainly due to the COVID-19 impact, collapse of Thomas Cook and Flybe.

- In **Glasgow** traffic decreased by -21.9% vs. 1Q 2019 driven by the collapse of Flybe, impact of COVID-19, reduced capacity on some routes and the cancellation of Thomas Cook services, all offset by Jet2 increase capacity during the first part of the year.
- In **Aberdeen** -19.5% driven by Flybe collapse, COVID-19 impact, all partially offset by BA increased rotations on Heathrow and additional capacity on Loganair routes.
- In **Southampton** (-40.0%) also driven by Flybe collapse and COVID-19 impact.

Million passengers	MAR-20	MAR-19	VAR.
Glasgow	1.3	1.7	-21.9%
Aberdeen	0.5	0.6	-19.5%
Southampton	0.2	0.4	-40.0%
<b>Total AGS</b>	<b>2.1</b>	<b>2.7</b>	<b>-23.9%</b>

**Revenues** decreased by -16.1% to GBP35mn, and **EBITDA** by -55.4% to GBP5mn impacted by reduced passenger volume across the three airports (-23.9%), partially offset by lower operating costs (staff costs savings, lower maintenance and security costs).

**AGS net bank debt:** at 31 March 2020, the AGS’ net bank debt stood at GBP699mn.



# Construction

EUR mn; LfL %

Revenues	1,243	+11.9%
EBIT	12	n.a.

**Revenues** (+11.9% LfL) mainly on the back of the acceleration of projects in the US. Some geographies have seen a decrease in execution at the end of the quarter, mostly in Spain, due to the consequences of COVID-19. International revenues accounted for 87% of the division, focused on North America (41%) and Poland (27%).

## 1Q 2020 revenues (EUR1,243mn) and change LfL vs 1Q 2019:

EURmn	F.Agroman	Budimex	Webber
LfL	+10.5%	-0.7%	+42.5%
	668	336	239

In 1Q 2020 Construction **EBIT** stood at +EUR12mn (vs. -EUR332mn in 1Q 2019 impacted by the provision corresponding to three contracts in the US), mainly from US and Poland. 1Q 2020 EBIT includes the first COVID-19 impacts, keeping fixed and H&S costs despite the stoppage or slowdown of production during March.

Detail by subdivision:

- **Budimex:** Revenues in line with 1Q 2019 (-0.7% LfL), with significant growth in Civil Works offset by lower Real Estate Activity. Profitability decreased (2.2% EBIT margin vs 4.0% in 1Q 2019) due to the drop in Real Estate. Budimex's figures included 3 months contribution (revenues EUR30mn and EBIT EUR4mn) from FB Serwis, following the acquisition in July 2019 of 51% from Ferrovial Servicios.
- **Ferrovial Agroman:** revenues grew by +10.5% in comparable terms, mainly thanks to good execution rates in practically all the works in the US. EBIT stood at -EUR2mn vs. -EUR349mn in 1Q 2019 due to the extraordinary provision registered in March 2019. Although 1Q 2020 EBIT partially includes negative impacts from COVID-19, it shows a positive recovery compared to the last quarters of 2019.
- **Webber:** Revenues +42.5% (LfL) as large projects such as the I-10, I-35 and Grand Parkway, in the Houston ring road, high execution phase. EBIT margin (2.8%) in line with previous year (2.7%).

## 1Q 2020 EBIT & EBIT margin & change LfL vs 1Q2019:

MAR-20	EBIT	LfL	EBIT mg
Budimex	7	-50.8%	2.2%
Webber	7	44.5%	2.8%
F. Agroman	-2	n.s.	-0.3%
<b>Total EBIT</b>	<b>12</b>	<b>n.s.</b>	<b>0.9%</b>

The **order book** reached EUR11,018mn (-2.0% LfL compared to December 2019) on the back of the high execution level in US projects. The civil works segment remains the largest segment (78%) and continues to adopt highly selective criteria when participating in tenders. The international order book accounts for 87% of the total.

Cintra's share in the construction order book, excluding Webber and Budimex, equated to 46% of 1Q 2020 order book, in line with 2019 (47%).

The order book figure at Mach 2020 does not include pre-awarded contracts or contracts pending commercial or financial agreement, which amount to over EUR1,200mn.

## 1Q 2020 Order book & LfL change vs 1Q 2019:

EURmn	F.Agroman	Budimex	Webber
LfL	-5.3%	9.8%	-7.0%
	6,368	2,901	1,749

# Services (discontinued operations)

**Ferrovial remains committed to the full divestment of the business although delays in the process are expected given the macroeconomic uncertainty due to COVID-19, except for the closing of the Broadspectrum sale that is expected to close before the end of Q3.**

**In line with Ferrovial's commitment to divest Services, the division has been classified as "held for sale"** however, in order to provide an analysis of the division, the main figures of the Services results are detailed below:

EURmn; LfL %

Revenues **1,738** -1.1%

EBITDA **77** -17.3%

## 1Q 2020 Revenues figures by activity & change LfL vs 1Q 2019:



## EBITDA:

- **Spain (-8.0% LfL)** has been the most affected subdivision by the COVID-19 impacting maintenance, support and logistics activities for the industry, industrial waste treatment area and other activities such as transport and infrastructure services or comprehensive management contracts for sports centers. **EBITDA margin stood at 10.1%** (10.6% in 1Q 2019) based on its waste treatment and industrial management contracts.
- **International (-18.0% LfL)** due to a drop in the Oil & Gas activity in North America, along with the initial impact in the last days of March of the effects of confinement measures activated by the different countries affecting activities such as the Oil & Gas or mining industry.
- Reduced profitability in **the UK** due to finalization of Rail contracts, as well as a decrease in Utilities volumes and waste treatment performance.

**Amey and Birmingham Agreement:** Amey reached an agreement to terminate the Birmingham Highways PFI contract in 2019. The agreement will have no impact on Ferrovial P&L. Amey will pay GBP215mn, of which GBP160mn was paid in 2019 and the remaining GBP55mn will be paid until 2025.

The **Services order book** (EUR16,597mn) decreased by -1.6% LfL vs December 2019.

## 1Q 2020 Order book & LfL change vs 2019:



**Broadspectrum sale agreement:** In December 2019, Ferrovial reached an agreement for the sale of Broadspectrum (business in Australia and New Zealand) to an entity controlled by Ventia Services Group Pty Limited. Equity value (price of shares and shareholder's loans) amounted to AUD485mn.

The completion of the transaction is subject to usual conditions in this type of operations, including the obtaining of regulatory and competition authorizations.

The Australian Competition & Consumer Commission (ACCC) gave in April its authorization for the sale, which is still expected to close before the end of 3Q 2020. Closing is just pending authorization from the FIRB.

## DISCONTINUED OPERATIONS

Ferrovial classified all of its services activities as "discontinued operations" as of 31 December 2018. In accordance with IFRS 5, the reclassification of the Services business activities to discontinued operations has been carried out in the report.

Given the current situation of uncertainty by COVID-19, it has been decided to keep the Division's result to zero, except for those activities that are generating losses (Amey and Ferrovial Services International) where a fair value provision equivalent to the losses (-EUR16mn) has been recognized. Ferrovial will continue monitoring closely the impact of the evolution of the COVID-19 on discontinued activities fair value as far as a higher evidence about the impact of the outbreak in these activities is obtained.

# Consolidated P&L

(EUR million)	MAR-20	MAR-19
<b>REVENUES</b>	<b>1,379</b>	<b>1,229</b>
Construction Provision *	0	-345
<b>EBITDA</b>	<b>75</b>	<b>-231</b>
Period depreciation	-49	-33
Disposals & impairments	0	-11
<b>EBIT</b>	<b>26</b>	<b>-275</b>
<b>Financial Result</b>	<b>-62</b>	<b>-61</b>
Financial Result from infrastructure projects	-59	-64
Financial Result from ex-infrastructure projects	-2	3
Equity-accounted affiliates	-35	55
<b>EBT</b>	<b>-71</b>	<b>-281</b>
Corporate income tax	-10	63
<b>CONSOLIDATED PROFIT FROM CONTINUING OPERATIONS</b>	<b>-81</b>	<b>-218</b>
<b>NET PROFIT FROM DISCONTINUED OPERATIONS</b>	<b>-16</b>	<b>74</b>
<b>CONSOLIDATED NET INCOME</b>	<b>-97</b>	<b>-144</b>
Minorities	-13	46
<b>NET INCOME ATTRIBUTED</b>	<b>-111</b>	<b>-98</b>

(\*) Related to the provision registered in 1Q 2019 corresponding to three contracts in US.

**Revenues** stood at EUR1,379mn (+12.0% LfL) with higher contribution from Construction (+11.9% LfL) and Toll Roads (+6.9% LfL).

**EBITDA:** EUR75mn (-EUR231mn in 1Q 2019, negatively affected by -EUR345mn provision registered in Construction). EBITDA impacted by the -EUR39mn provision related to the restructuring plan carried out by the Company as part of the initiatives outlined in our "Horizon 24" plan.

**Depreciation** grew by +49.1% in 1Q 2020 (+41.5% LfL), to -EUR49mn.

**Impairments and fixed asset disposals:** none in 1Q 2020 compared to -EUR11mn at 31 March 2019, including the additional impairment applied to Autema.

**Financial result:** financial expenses in 1Q 2020 were similar to 1Q 2019:

- **Infrastructure projects:** expenses of -EUR59mn compared to -EUR64mn in 1Q 2019 due I-77 starting to operate, partially offset by the refinancing of NTE and Ausol deconsolidation, and higher interest rates with a positive impact on the gross cash position.
- **Ex-infrastructure projects:** -EUR2mn of financial expenses 1Q 2020 compared to EUR3mn in 1Q 2019, due to positive performance of exchange rate derivatives and higher interest rates with a positive impact on the gross cash position, offset by the hedges provided by equity swaps linked to payment plans, with no cash impact. These hedges led to expenses of -EUR14mn at the close of 1Q 2020, due to the negative performance of the share price as compared with its positive performance in 2019:

DATE	CLOSING PRICE (€)
31-Dec-18	17.70
31-Mar-19	20.88
31-Dec-19	26.97
31-Mar-20	21.87

**Equity-accounted result** at net profit level, equity-accounted companies contributed -EUR35mn after tax (1Q 2019: EUR55mn).

(EUR million)	MAR-20	MAR-19	VAR.
<b>Toll Roads</b>	<b>36</b>	<b>31</b>	<b>16.4%</b>
407 ETR	29	23	25.1%
Others	7	7	-10.9%
<b>Airports</b>	<b>-71</b>	<b>25</b>	<b>n.s.</b>
HAH	-54	28	-294.7%
AGS	-17	-3	n.s.
<b>Construction</b>	<b>0</b>	<b>-1</b>	<b>101.4%</b>
<b>Total</b>	<b>-35</b>	<b>55</b>	<b>-163.6%</b>

## REVENUES

(EUR million)	MAR-20	MAR-19	VAR.	LfL
Toll Roads	133	134	-0.3%	6.9%
Airports	2	4	-50.9%	1.7%
Construction	1,243	1,093	13.7%	11.9%
Others	1	-1	n.a.	n.a.
<b>Total</b>	<b>1,379</b>	<b>1,229</b>	<b>12.2%</b>	<b>12.0%</b>

## EBITDA

(EUR million)	MAR-20	MAR-19	VAR.	LfL
Toll Roads	93	93	-0.6%	7.3%
Airports	-5	-4	-5.4%	14.5%
Construction	34	-320	110.6%	n.s.
Others	-48	0	n.a.	n.a.
<b>Total EBITDA</b>	<b>75</b>	<b>-231</b>	<b>132.3%</b>	<b>145.3%</b>

## EBIT\*

(EUR million)	MAR-20	MAR-19	VAR.	LfL
Toll Roads	68	74	-7.8%	0.6%
Airports	-5	-5	-6.9%	12.9%
Construction	12	-332	n.s.	n.s.
Others	-49	-1	n.a.	n.a.
<b>Total</b>	<b>26</b>	<b>-264</b>	<b>109.7%</b>	<b>122.6%</b>

\*EBIT before impairments and disposals of fixed assets

**Tax:** the corporate income tax for 1Q 2020 amounted to -EUR10mn (vs EUR63mn for 1Q 2019). There are several impacts to be considered when calculating the effective tax rate; among which we highlight:

- Losses generated in projects in Spain and abroad that, following an accounting prudence criteria, do not imply the recognition of the full tax credits for future exercises (-EUR79mn).
- Profit from concessional projects in the US and Canada, integrated through global consolidation, in which the tax expenses has been recognized only for the stake held in those projects. This adjustment reaches a total of EUR9mn.
- Equity-accounted companies profit must be excluded, as it is already net of tax (-EUR35mn).

Excluding from the earning before tax in 1Q 2020 (-EUR71mn) the aforementioned adjustments, the resulting effective corporate income tax rate is 28%.

**Net income from continuing operations** stood at -EUR81mn in 1Q 2020 (-EUR218mn in 1Q 2019). This profit includes a series of impacts, notable among which were:

- Fair value adjustments for derivatives: EUR4mn (EUR4mn in 1Q 2019), primarily impacted by a less positive evolution of HAH's derivatives.
- Impacted from the -EUR39mn provision related to the restructuring plan carried out by the Company as part of the initiatives outlined in our "Horizon 24" plan.
- In 1Q 2019, net income from continuing operations was impacted by Construction provision of -EUR212mn at net income level.

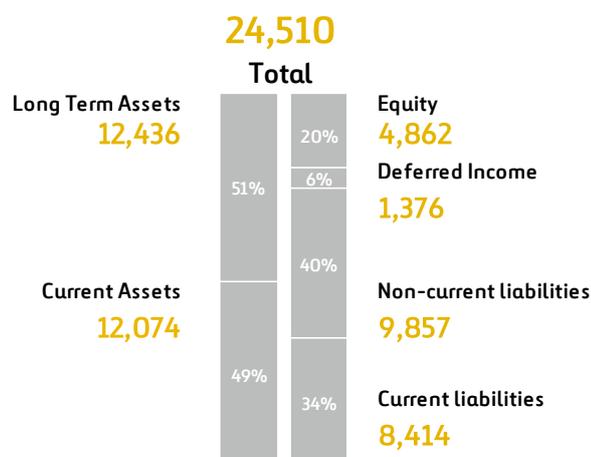
**Net income from discontinued operations** stood at -EUR16mn. Given the current situation of uncertainty by COVID-19, it has been decided to keep the Division's result to zero, except for those activities that are generating losses (Amey and Ferrovial Services International) where a fair value provision equivalent to the losses (-EUR16mn) has been recognized. Ferrovial will continue monitoring closely the impact of the evolution of the COVID-19 on discontinued activities fair value as far as a higher evidence about the impact of the outbreak in these activities is obtained.

# Consolidated Balance Sheet

(EUR million)	MAR-20	DEC-19	(EUR million)	MAR-20	DEC-19
<b>FIXED AND OTHER NON-CURRENT ASSETS</b>	<b>12,436</b>	<b>12,358</b>	<b>EQUITY</b>	<b>4,862</b>	<b>5,087</b>
Consolidation goodwill	248	248	Capital & reserves attrib to the Company's equity holders	4,044	4,304
Intangible assets	60	62	Minority interest	818	783
Investments in infrastructure projects	7,033	6,880	<b>Deferred Income</b>	<b>1,376</b>	<b>1,347</b>
Property	2	2			
Plant and Equipment	296	299	<b>NON-CURRENT LIABILITIES</b>	<b>9,857</b>	<b>9,054</b>
Right-of-use assets	119	126	Pension provisions	3	4
Equity-consolidated companies	2,331	2,557	Other non current provisions	543	518
Non-current financial assets	1,336	1,247	Long term lease debts	74	82
Long term investments with associated companies	170	171	Financial borrowings	8,299	7,565
Restricted Cash and other non-current assets	1,060	970	Financial borrowings on infrastructure projects	5,573	5,471
Other receivables	107	106	Financial borrowings other companies	2,726	2,094
Deferred taxes	507	502	Other borrowings	26	27
Derivative financial instruments at fair value	504	434	Deferred taxes	504	475
			Derivative financial instruments at fair value	408	385
<b>CURRENT ASSETS</b>	<b>12,074</b>	<b>11,751</b>	<b>CURRENT LIABILITIES</b>	<b>8,414</b>	<b>8,621</b>
Assets classified as held for sale	4,887	4,936	Liabilities classified as held for sale	3,524	3,491
Inventories	712	699	Short term lease debts	73	71
Trade & other receivables	1,118	1,256	Financial borrowings	891	1,033
Trade receivable for sales and services	763	891	Financial borrowings on infrastructure projects	77	23
Other receivables	355	364	Financial borrowings other companies	814	1,010
Taxes assets on current profits	118	97	Derivative financial instruments at fair value	71	97
Cash and other temporary financial investments	5,117	4,735	Trade and other payables	2,976	3,072
Infrastructure project companies	118	119	Trades and payables	1,268	1,327
Restricted Cash	6	6	Other non commercial liabilities	1,708	1,745
Other cash and equivalents	112	113	Liabilities from corporate tax	120	107
Other companies	4,999	4,617	Trade provisions	760	750
Derivative financial instruments at fair value	122	27	<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>24,510</b>	<b>24,109</b>
<b>TOTAL ASSETS</b>	<b>24,510</b>	<b>24,109</b>			

## CONSOLIDATED BALANCE SHEET

(EUR mn)



## GROSS CONSOLIDATED DEBT\*

	Gross debt MAR-20	EX-INFRA	INFRA	CONSOLIDATED
Gross debt (EUR mn)	-3,958	-3,958	-5,964	-9,922
% fixed	83.2%	83.2%	97.9%	92.0%
% variable	16.8%	16.8%	2.1%	8.0%
Average rate	0.9%	0.9%	4.9%	3.3%
Average maturity (years)	3	3	21	14

\*Includes discontinued operations

## CONSOLIDATED FINANCIAL POSITION\*

(EUR million)	MAR-20	DEC-19
<b>Gross financial debt</b>	<b>-9,922</b>	<b>-9,244</b>
Gross debt ex-infrastructure	-3,958	-3,433
Gross debt infrastructure	-5,964	-5,811
<b>Gross Cash</b>	<b>6,921</b>	<b>6,287</b>
Gross cash ex-infrastructure	5,603	5,064
Gross cash infrastructure	1,317	1,223
<b>Total net financial position</b>	<b>-3,001</b>	<b>-2,957</b>
Net cash ex-infrastructure	1,645	1,631
Net debt infrastructure	-4,647	-4,588
<b>Total net financial position</b>	<b>-3,001</b>	<b>-2,957</b>

\*Includes discontinued operations

# Ex-infrastructure Net Financial Position & Cash Flow

(including discontinued operations)

## NET CASH POSITION (EUR mn)

Gross cash	5,603
Gross debt	-3,958
<b>Net cash position</b>	<b>1,645</b>

Net cash position including discontinued operations

## LIQUIDITY (EUR mn)

Total cash	5,603	<b>UNDRAWN LINES</b>	283
TOTAL LIQUIDITY			5,886

## DEBT MATURITIES (EUR mn)



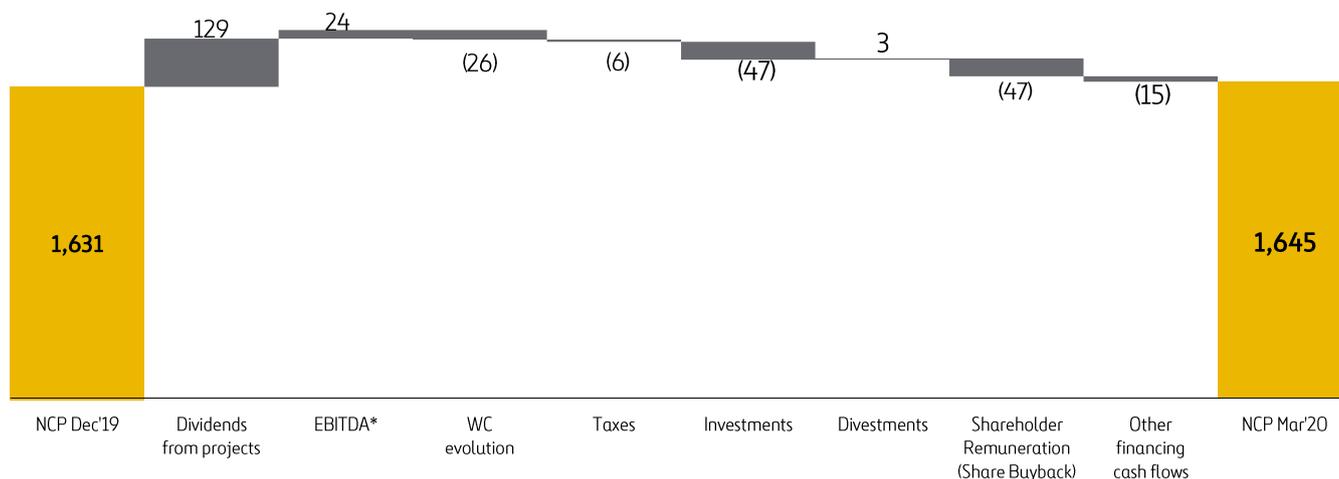
(\*) In 2020, ex-infrastructure debt includes the issuance of an ECP (Euro Commercial Paper), which at 31 March 2020 had a carrying amount of EUR785mn, with average rate of -0.29%.

## RATING

Standard & Poor's	BBB / CreditWatch developing
Fitch Ratings	BBB / stable

## CASH FLOW COMPONENTS (including discontinued operations)

(EUR mn)



\*EBITDA excludes contribution from projects but it includes EBITDA from Services.

**Net cash position (NCP) excluding infra projects:** stood at EUR1,645mn in March 2020 vs EUR1,631mn in December 2019. The main drivers of this change were:

- **Project dividends:** EUR129mn vs. EUR117mn in 1Q 2019 (+10.2%), including EUR96mn from Toll Roads (+30.8% vs 1Q 2019) and EUR29mn from Airports.
- **EBITDA:** EUR24mn (vs -EUR268mn in 1Q 2019, negatively affected by -EUR345mn provision registered in Construction) which includes EUR61mn from Services.
- **Working capital evolution** stood at -EUR26mn in 1Q 2020, compared to -EUR101mn in 1Q 2019.
- **Net Investment** reached -EUR45mn in 1Q 2020, with investments at -EUR47mn, below -EUR66mn in 1Q 2019. Divestments reached EUR3mn in 1Q 2020.
- **Shareholder Remuneration (Share Buyback):** -EUR47mn from the treasury share repurchase program in 1Q 2020, whilst in the same period in 2019, treasury stock was not acquired.
- **Other financing cash flows:** includes other minor cash flow movements, such as forex impact (-EUR14mn).

The net cash position at the end of March (EUR1,645mn) includes the net cash from Services (EUR109mn).

Construction Activity Cash Flow in 1Q 2020 was EUR47mn, an improvement compared to the -EUR260mn in 1Q 2019. In the case of Services, Activity Cash Flow was also improved, to -EUR33mn from -EUR113mn in 1Q 2019. 1Q 2020 has shown net cash generation (EUR14mn), compared to the net cash consumption in 1Q 2019 of -EUR326mn.

# Appendix I – segmented information

## TOLL ROADS – GLOBAL CONSOLIDATION

(EUR million)	TRAFFIC (ADT)			REVENUES			EBITDA			EBITDA MARGIN		NET DEBT 100%	
Global consolidation	MAR-20	MAR-19	VAR.	MAR-20	MAR-19	VAR.	MAR-20	MAR-19	VAR.	MAR-20	MAR-19	MAR-20	SHARE
NTE*	7	8	-7.3%	32	31	5.5%	28	26	4.6%	85.8%	86.5%	-1,110	63.0%
LBJ*	11	11	-3.2%	31	30	5.5%	26	25	3.9%	81.9%	83.1%	-1,276	54.6%
NTE 35W*/**/****	7	7	3.6%	22	15	43.4%	18	11	60.7%	84.2%	75.1%	-766	53.7%
I-77 */**/****	7			5	5	9.4%	2	4	-51.8%	39.8%	90.4%	-232	50.1%
<b>TOTAL USA</b>				<b>91</b>	<b>80</b>	<b>12.9%</b>	<b>74</b>	<b>67</b>	<b>10.3%</b>			<b>-3,385</b>	
Ausol I***	12,779	14,895	-14.2%		12	n.a.		9	n.a.		75.9%		15.0%
Ausol II***	14,463	16,884	-14.3%										15.0%
Autema	16,329	20,209	-19.2%	29	28	5.0%	27	26	4.1%	93.1%	93.9%	-622	76.3%
<b>TOTAL SPAIN</b>				<b>29</b>	<b>39</b>	<b>-25.8%</b>	<b>27</b>	<b>35</b>	<b>-22.0%</b>			<b>-622</b>	
Azores	9,281	9,855	-5.8%	6	7	-5.5%	5	6	-9.4%	83.8%	87.4%	-284	89.2%
Via Livre				3	3	-2.8%	1	0	29.8%	16.0%	12.0%	3	84.0%
<b>TOTAL PORTUGAL</b>				<b>10</b>	<b>10</b>	<b>-4.6%</b>	<b>6</b>	<b>6</b>	<b>-6.8%</b>			<b>-281</b>	
<b>TOTAL HEADQUARTERS</b>				<b>3</b>	<b>4</b>	<b>-6.3%</b>	<b>-14</b>	<b>-15</b>	<b>4.6%</b>				
<b>TOTAL TOLL ROADS</b>				<b>133</b>	<b>134</b>	<b>-0.3%</b>	<b>93</b>	<b>93</b>	<b>-0.6%</b>	<b>69.8%</b>	<b>69.9%</b>	<b>-4,287</b>	

\* Traffic in millions of transactions. \*\* Assets under construction. \*\*\* On December 3, 2019, formal completion of stake sale from 80% to 15%. \*\*\*\* Capital invested & committed: Segment 3C/Net debt 100%: includes all 3 segments. \*\*\*\*\*Full opening on November 2019

## TOLL ROADS – EQUITY-ACCOUNTED

(EUR million)	TRAFFIC (ADT)			REVENUES			EBITDA			EBITDA MARGIN		NET DEBT 100%	
Equity accounted	MAR-20	MAR-19	VAR.	MAR-20	MAR-19	VAR.	MAR-20	MAR-19	VAR.	MAR-20	MAR-19	MAR-20	SHARE
407 ETR (VKT mn)	491	567	-13.4%	192	206	-6.9%	159	175	-9.1%	82.9%	85.0%	-5,224	43.2%
M4	30,065	32,878	-8.6%	7	7	-7.8%	4	4	-10.1%	54.4%	55.8%	-73	20.0%
M3	37,755	40,161	-6.0%	5	5	3.2%	3	3	0.9%	69.6%	71.2%	-108	20.0%
A-66 Benavente Zamora				6	6	-1.6%	5	5	-1.6%	91.8%	91.8%	-159	25.0%
Serrano Park				1	2	-8.5%	-2	0	n.s.	-143.1%	-21.4%	-35	50.0%
Ausol I*****	12,779	14,895	-14.2%	10	12	-11.8%	8	9	-13.8%	74.2%	75.9%	-420	15.0%
Ausol II*****	14,463	16,884	-14.3%										15.0%
Algarve	10,079	11,178	-9.8%	9	9	-1.0%	8	8	-2.5%	87.9%	89.4%	-91	48.0%
Norte Litoral	22,490	25,000	-10.0%	10	10	-7.1%	9	9	-6.9%	89.4%	89.1%	-108	49.0%
Toowoomba				6	5	7.2%	1	5	-80.6%	18.0%	99.5%	-211	40.0%

\*\*\*\*\*Ausol I/II: On December 2019, Cintra reached an agreement to sell of 65% stake to Meridiam, retaining a 15% stake (80% previous), and also, a put/call agreement for a fixed price was signed. Cintra maintains a 15% interest, but the results of Ausol are not integrated due to the put/call contract.

## MAIN TOLL ROADS (P&L)

### 407 ETR

CAD million	MAR-20	MAR-19	VAR.
Revenues	288	309	-6.9%
EBITDA	239	263	-9.2%
EBITDA margin	82.9%	85.0%	
EBIT	211	237	-10.8%
EBIT margin	73.4%	76.6%	
Financial results	-56	-107	48.0%
EBT	156	130	19.9%
Corporate income tax	-41	-34	-19.8%
Net Income	114	95	20.0%
Contribution to Ferrovial equity accounted result*	29	23	25.1%

\* EURmn

### LBJ

(USD million)	MAR-20	MAR-19	VAR.
Revenues	35	34	2.4%
EBITDA	28	28	0.9%
EBITDA margin	81.9%	83.1%	
EBIT	21	22	-3.5%
EBIT margin	60.1%	63.8%	
Financial results	-22	-21	-3.9%
Net Income	-1	0	n.s.
Contribution to Ferrovial*	-1	0	n.s.

\* Contribution to Net profit. 56% stake EURmn

### NTE

(USD million)	MAR-20	MAR-19	VAR.
Revenues	36	35	2.4%
EBITDA	31	30	1.6%
EBITDA margin	85.8%	86.5%	
EBIT	22	24	-11.4%
EBIT margin	60.9%	70.4%	
Financial results	-13	-15	15.5%
Net Income	9	9	-4.7%
Contribution to Ferrovial*	5	5	-1.9%

\* Contribution to Net profit. 62.97% stake EURmn

### NTE 35W

(USD million)	MAR-20	MAR-19	VAR.
Revenues	24	17	39.2%
EBITDA	20	13	56.0%
EBITDA margin	84.2%	75.1%	
EBIT	15	9	71.4%
EBIT margin	61.2%	49.7%	
Financial results	-10	-10	-1.3%
Net Income	5	-1	n.s.
Contribution to Ferrovial*	2	-1	n.s.

\* Contribution to Net profit. 53.67% stake EURmn

## AIRPORTS (P&L)

### Heathrow SP & HAH

(GBP million)	Revenues			EBITDA			EBITDA margin		
	MAR-20	MAR-19	VAR.	MAR-20	MAR-19	VAR.	MAR-20	MAR-19	VAR. (bps)
<b>Heathrow SP</b>	<b>593</b>	<b>679</b>	<b>-12.7%</b>	<b>315</b>	<b>406</b>	<b>-22.4%</b>	<b>53.1%</b>	<b>59.8%</b>	<b>-676</b>
Exceptionals & adjs	0	-1	100.6%	-80	0	n.a	n.a.	n.a.	n.a.
<b>Total HAH</b>	<b>593</b>	<b>678</b>	<b>-12.6%</b>	<b>235</b>	<b>405</b>	<b>-42.1%</b>	<b>39.6%</b>	<b>59.7%</b>	<b>-2,016</b>

### HAH

(GBP million)	MAR-20	MAR-19	VAR.	LfL
Revenues	593	678	-12.6%	-12.6%
EBITDA	235	405	-42.1%	-22.0%
EBITDA margin %	39.6%	59.8%		
Depreciation & impairments	-198	-204	-2.7%	2.7%
EBIT	36	201	-81.9%	-41.5%
EBIT margin %	6.1%	29.7%		
Financial results	-131	-78	-68.3%	-4.5%
EBT	-94	124	-176.1%	-183.8%
Corporate income tax	-92	-28	n.s.	77.5%
Net income	-186	96	n.s.	n.s.
Contribution to Ferrovial equity accounted result (EUR mn)	-54	28	n.s.	n.s.

### AGS

(GBP million)	MAR-20	MAR-19	VAR.
<b>Total Revenues AGS</b>	<b>35</b>	<b>42</b>	<b>-16.1%</b>
Glasgow	20	24	-16.4%
Aberdeen	11	13	-9.1%
Southampton	4	6	-29.9%
<b>Total EBITDA AGS</b>	<b>5</b>	<b>12</b>	<b>-55.4%</b>
Glasgow	3	7	-56.9%
Aberdeen	3	4	-25.8%
Southampton	-1	1	-158.8%
<b>Total EBITDA margin</b>	<b>14.7%</b>	<b>27.6%</b>	<b>-1290.1</b>
Glasgow	15.6%	30.2%	-1462.8
Aberdeen	23.2%	28.4%	-521.6
Southampton	-13.0%	15.4%	-2841.3

## CONSTRUCTION

CONSTRUCTION	MAR-20	MAR-19	VAR.	LfL
Revenues	1,243	1,093	13.7%	11.9%
EBITDA	34	-320	110.6%	n.s.
EBITDA margin	2.7%	-29.3%		
EBIT	12	-332	103.5%	n.s.
EBIT margin	0.9%	-30.4%		
Order book*	11,018	11,424	-3.6%	-2.0%

BUDIMEX	MAR-20	MAR-19	VAR.	LfL
Revenues	336	322	4.3%	-0.7%
Construction	325	297	9.5%	11.0%
Real Estate	1	44	-97.2%	-97.1%
FB Servis	30	0	0.0%	23.6%
Others	-20	-18	-8.9%	11.6%
EBITDA	15	17	-15.2%	-32.1%
EBITDA margin	4.3%	5.3%		
EBIT	7	13	-43.5%	-50.8%
Construction	8	6	19.7%	19.3%
Real Estate	-2	6	-126.5%	-127.2%
FB Servis	4			63.9%
Others	-3	0	n.s.	n.s.
EBIT margin	2.2%	4.0%		
Order book*	2,901	2,830	2.5%	9.8%

WEBBER	MAR-20	MAR-19	VAR.	LfL
Revenues	239	163	46.8%	42.5%
EBITDA	14	8	62.7%	57.2%
EBITDA margin	5.7%	5.1%		
EBIT	7	4	50.2%	44.5%
EBIT margin	2.8%	2.7%		
Order book*	1,749	1,838	-4.9%	-7.0%

F.AGROMAN	MAR-20	MAR-19	VAR.	LfL
Revenues	668	608	9.8%	10.5%
EBITDA	6	-345	101.7%	n.s.
EBITDA margin	0.9%	-56.8%		
EBIT	-2	-349	99.3%	n.s.
EBIT margin	-0.3%	-57.4%		
Order book*	6,368	6,756	-5.8%	-5.3%

EBIT before impairments and disposals of fixed assets

\* Construction Order book compared to December 2019

## SERVICES

SERVICES	MAR-20	MAR-19	VAR.	LfL
Revenues	1,738	1,814	-4.2%	-1.1%
EBITDA	77	97	-20.2%	-17.3%
EBITDA margin	4.4%	5.3%		
Order book*	16,597	17,656	-6.0%	-1.6%

SPAIN	MAR-20	MAR-19	VAR.	LfL
Revenues	493	486	1.5%	1.8%
EBITDA	50	52	-3.6%	-8.0%
EBITDA margin	10.1%	10.6%		
Order book*	4,193	4,266	-1.7%	-1.7%

UK	MAR-20	MAR-19	VAR.	LfL
Revenues	716	782	-8.5%	-8.7%
EBITDA	10	13	-19.1%	-15.0%
EBITDA margin	1.5%	1.7%		
Order book*	7,695	8,036	-4.2%	0.1%

AUSTRALIA	MAR-20	MAR-19	VAR.	LfL
Revenues	390	383	1.7%	10.0%
EBITDA	9	18	-48.3%	-47.6%
EBITDA margin	2.4%	4.7%		
Order book*	3,429	4,064	-15.6%	-5.1%

INTERNATIONAL	MAR-20	MAR-19	VAR.	LfL
Revenues	139	163	-14.8%	3.1%
EBITDA	8	14	-46.5%	-18.0%
EBITDA margin	5.4%	8.6%		
Order book*	1,280	1,291	-0.8%	-1.0%

\*Services Order book compared to December 2019

## Appendix II – Exchange rate movements

Exchange rates expressed in units of currency per Euro, with negative variations representing euro depreciation and positive variations euro appreciation.

	EXCHANGE RATE LAST (BALANCE SHEET)	CHANGE 20/19	EXCHANGE RATE MEAN (P&L)	CHANGE 20/19
GBP	0.8849	4.5%	0.8623	-0.3%
US Dollar	1.0971	-2.3%	1.1018	-2.9%
Canadian Dollar	1.5563	6.8%	1.5003	0.0%
Polish Zloty	4.5599	7.1%	4.3970	2.5%
Australian Dollar	1.7981	12.5%	1.7160	8.2%

## Appendix III – Shareholder remuneration

The company held its AGM on 17 April 2020. The AGM approved two capital increases, by means of the issuance of new ordinary shares, with no issue premium, of the same class and series as those at present in circulation, charged to reserves.

The “amounts of the alternative option” (market value of the capital increase), as approved in the AGM were: in the first capital increase the Amount of the Alternative Option will be equal to EUR234mn and the second capital increase may not exceed EUR316mn.

These increases form part of the shareholder remuneration system known as the “Ferrovial Scrip Dividend”, which the company introduced in 2014. The purpose of this program is to offer Ferrovia's shareholders the option, at their choice, of receiving free new shares in Ferrovia, though without altering cash payments to its shareholders, as they can alternatively opt to receive a cash payment by means of selling the free rights that they receive against the shares they already own to Ferrovia (or selling them in the market).

With regard to the **final execution of the dividend, its timing and amount: it will be decided by the Board of Directors taking into account the evolution of the impact of COVID-19 on the business.**

At the Board Meeting held on May 7<sup>th</sup> 2020, the terms of the first scrip issue were fixed (equivalent to the 2019 complementary dividend). The amount and the date of the first scrip issue were decided by the Board of Directors:

- Fixed guaranteed price to purchase the allocation rights set by Ferrovia: 0.312
- Number of free of charge allocation rights required to be allocated a new share: 71
- Record date: 15 May
- Rights negotiation period: 14-28 May
- Period to request cash remuneration from Ferrovia: 14-22 May

### SHARE BUY-BACK

On 27<sup>th</sup> February 2020, the Board of Directors of Ferrovia resolved to implement a buy-back program of the company's own shares, in accordance with the authorization granted by the AGM held on 5 April 2017 under item ten of its agenda.

The Buy-Back Program will be executed under the following terms:

- Purpose: reduce the share capital of Ferrovia, subject to the prior approval of the AGM called by the Board of Directors on the date hereof, to be held on 16 or 17 April 2020 on first or second call respectively, under the terms agreed by the Shareholders' Meeting.
- Maximum net investment: EUR360mn or 20 million shares, representing 3.40% approximately of the share capital of Ferrovia as of the date thereof.
- Price and volume conditions: Ferrovia will not purchase shares at a price higher than the higher of the following amounts: (i) price of the last independent trade; or (ii) amount corresponding to the highest current independent purchase bid on trading venue where the purchase is carried out. Regarding volume, Ferrovia shall not purchase on any trading day more than 25% of the average daily volume of Ferrovia shares on the trading venue on which the purchase is carried out.
- Duration: it will commence on 10 March 2020 and will remain in force until 4 December 2020.

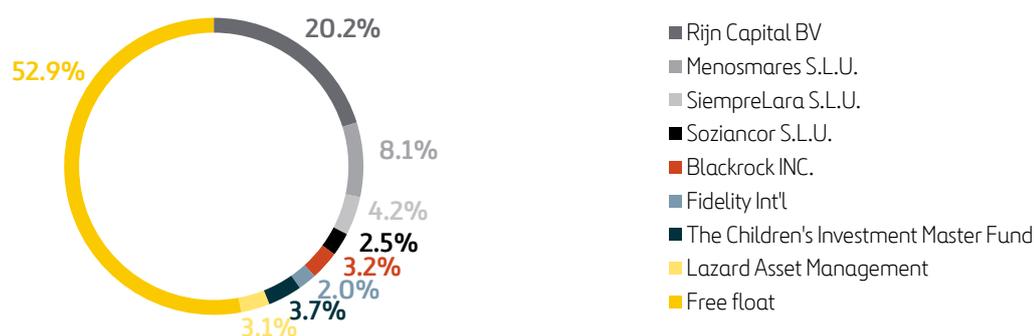
The AGM held on 17 April 2020 also approved a share capital reduction by means of the redemption of a maximum of 27,755,960 of Ferrovia's own shares, representing 3.775% of the company's share capital.

Ferrovia held 5,655,828 own shares at end-March 2020, of which 2,755,960 shares were acquired in 2019 and are due to be amortized over the course of 2020, along with the shares acquired under the share buy-back program.

Ferrovia's share capital figure as at 31 March 2020 amounted to EUR147,043,088.60 all fully subscribed and paid up. The share capital comprises 735,215,443 ordinary shares of one single class, each with a par value of twenty-euro cents (EURO.20).

# Appendix IV – Shareholder structure

SHAREHOLDER STRUCTURE (CNMV) 31 MARCH 2020



# Appendix V – Alternative Performance Measures

The company presents its results in accordance with generally accepted accounting standards (IFRS). In addition, in the Financial Report released in March, the management provides other financial measures non-IFRS regulated, called APMs (Alternative Performance Measures) according to the directives of European Securities and Markets Authority (ESMA). Management uses those APMs in decision-taking and to evaluate the performance of the company. Below there are details of disclosures required by the ESMA on definition, reconciliation, explanation of use, comparisons and coherence of each APM. Additionally, in an Appendix to this document, the reconciliation of the Comparable “like for like growth”, Order book and Proportional Results are provided, available on the corporate web page: <http://www.ferrovial.com/es/accionistas-e-inversores/informacion-financiera/informacion-financiera-trimestral/>

## EBITDA = Gross operating result

- **Definition:** operating result before charges for fixed asset and right of use of leases depreciation and amortisation.
- **Reconciliation:** the company presents the calculation of EBITDA in the Consolidated P&L (see the Consolidated Profit and Loss Account in the Financial Report for March) as: Gross Operating Profit = Total Operating Revenues – Total Operating Expenses (excluding those relative to fixed assets and right of use assets depreciation and amortisation which are reported in a separate line).
- **Explanation of use:** EBITDA provides an analysis of the operating results, excluding depreciation and amortisation, as they are non-cash variables which can vary substantially from company to company depending on accounting policies and the accounting value of the assets. EBITDA is the best approximation to pre-tax operating cash flow and reflects cash generation before working capital variation. Therefore we use EBITDA as a starting point to calculate cash flow, adding the variation in working capital. Finally, it is an APM indicator which is widely used by investors when evaluating businesses (multiples valuation), as well as by rating agencies and creditors to evaluate the level of debt, by comparing EBITDA with net debt.
- **Comparisons:** the company presents comparative figures with previous years.
- **Coherence:** the criteria used to calculate EBITDA is the same as the previous year.

## COMPARABLE (“LIKE-FOR-LIKE GROWTH” LfL)

- **Definition:** relative year-on-year variation in comparable terms of the figures for revenues, EBITDA, EBIT and order book. The comparable is calculated by adjusting the present year and the previous one, in accordance with the following rules:
  - Elimination of the exchange-rate effect, calculating the results of both periods at the rate in the current period.
  - Elimination from the EBIT of both periods of the impact of fixed asset impairments and results from company disposals (corresponds with the figure reported in the line “Impairments and disposals of fixed assets”).

- In the case of company disposals and loss of control, the homogenisation of the operating result is undertaken by eliminating the operating results of the sold company when the impact occurred in the previous year, or if it occurred in the year under analysis, considering the same number of months in both periods.
- Elimination of the restructuring costs, in both periods.
- In acquisitions of new companies which are considered material, elimination, in the current period, of the operating results derived from those companies, except in the case where this elimination is not possible due to the high level of integration with other reporting units (material companies are those whose revenues represent  $\geq 5\%$  of the reporting unit’s revenues before the acquisition).
- Elimination in both periods of other non-recurrent impacts (mainly related to tax and human resources) considered relevant for a better understanding of the company’s underlying results.
- With respect to the Services division, which is presented in the Consolidated Profit and Loss Account as discontinued operations, in order to better explain the business performance, in the March Financial Report it has been included a separated breakdown of Revenues, EBITDA and Orderbook, in spite of being classified as discontinued operations.
- Note: the new contracts in the Toll Roads division coming into operation are not considered acquisitions and thus are not adjusted in the comparable.
- **Reconciliation:** the comparable growth is presented in separate columns on Business Performance of the Financial Report and its reconciliation in the Appendix of this document.
- **Explanation of use:** Ferrovial uses the comparable to provide a more homogenous measure of the underlying profitability of its businesses, excluding those non-recurrent elements which would induce a misinterpretation of the reported growth, impacts such as exchange-rate movements or changes in the consolidation perimeter which distort the comparability of the information. Additionally, it also allows the Company to present homogenous information, thus ensuring its uniformity, providing a better understanding of the performance of each of its businesses.
- **Comparisons:** the comparable breakdown is only shown for the current period compared with the previous period.

- **Coherence:** the criteria used to calculate the comparable “Like-for-like growth” is the same as the previous year, except for the following adjustment that was included exclusively in 2019: Related to the implementation of IFRS 16, and for a better comparison of EBITDA and operating profit against 2018, in which IFRS 16 was not implemented, the new Standard accounting impact was undone, reversing the adjustment for financial cost and amortization of right of use and recognising a higher operating cost for leases, as if the new standard had not been applied in 2019.

#### CONSOLIDATED NET DEBT (ncp)

- **Definition:** this is the net balance of Cash and cash equivalents (including short and long-term restricted cash), minus short and long-term financial debt (bank debt and bonds), including the balance related to exchange-rate derivatives that cover both the issue of debt in currency other than the currency used by the issuing company and cash positions that are exposed to exchange rate risk. The lease liability (due to the application of the new IFRS 16 standard) is not part of the Consolidated Net Debt.
- **Reconciliation:** a detailed breakdown of the reconciliation of this figure is given in the section headed Net Debt in the March Financial Report.
- **Explanation of use:** this is a financial indicator used by investors, financial analysts, rating agencies, creditors and other parties to determine the company’s debt position. In addition, Ferrovial breaks down its net debt into two categories:
  - **Net debt of infrastructure projects.** This is the ring-fenced debt which has no recourse to the shareholder or with recourse limited to the guarantees issued. This is the debt corresponding to infrastructure project companies.
  - **Net debt ex-infrastructure projects.** This is the net debt of Ferrovial’s other businesses, including the group holding companies and other companies that are not considered infrastructure projects. The debt included in this calculation is mainly with recourse, and is thus the measure used by investors, financial analysts and rating agencies to assess the company’s leverage, financial strength, flexibility and risks.
- **Comparisons:** the company presents comparisons with previous years.
- **Coherence:** the criterion used to calculate the net debt figure is the same as the previous year.

#### EX INFRASTRUCTURE LIQUIDITY

- **Definition:** is the sum of the cash and cash equivalents ex infrastructure projects and the committed short and long term credit facilities undrawn by the end of the period, corresponding to credits granted by financial entities which may be drawn by the Company within the terms, amount and other conditions agreed in the contract.
- **Reconciliation:** a detailed breakdown of the reconciliation of this figure is given in the March Financial Report.
- **Explanation of use:** this is a financial indicator used by investors, financial analysts, rating agencies, creditors and other parties to determine the company’s liquidity to cope with any commitment.
- **Comparisons:** the company does not present comparisons with previous years as it is not considered relevant information
- **Coherence:** this criterion is established for the first time to explain the liquidity of the Group.

#### ORDER BOOK

- **Definition:** the income pending execution, which correspond to contracts which the Company has signed up to a certain date, and over which it has certainty on its future execution. The total income from a contract corresponds to the agreed price or rate corresponding to the delivery of goods and/or the rendering of the contemplated services. If the execution of a contract is pending the closure of financing, the income from said contract will not be added to the order book until financing is closed. The order book is calculated by adding the contracts of the actual year to the balance of the contract order book at the end of the previous year, less the income recognized in the current year.
- **Reconciliation:** the order book is presented under Key figures under Services and Construction sections of the Financial Report. There is no comparable financial measure in IFRS. The reconciliation between total figures and the proportional figures is included in the Appendix provided in the web. This reconciliation is based on the order book value of a specific construction being comprised of its contracting value less the construction work completed, which is the main component of the sales figure. The difference between the construction work completed and the Construction and Services sales figure reported in Ferrovial's Financial Statements is attributable to the fact that consolidation adjustments, charges to JVs, sale of machinery, confirming income and other adjustments are made to the latter. In addition to contracts awarded and the construction work completed, the exchange rate of contracts awarded in foreign currency, rescissions (when a contract is terminated early) or changes to the scope are all aspects that also have an impact on the movement between the original order book (corresponding to the previous year) and the end order book (for the year in question), as shown in the Appendix of this document available on the Web. Management believes that the order book is a useful indicator in terms of the future income of the company, as the order book for a specific construction will be comprised of the final sale of said construction less the net construction work undertaken.
- **Explanation of use:** The Management believes that the order book is a useful indicator with respect to the future income of the Company, due to the order book for a specific work will be the final sale of said work less the work executed net at source.
- **Comparisons:** the company presents comparisons with previous years.
- **Coherence:** the criteria used to calculate order book is the same as the previous year.

#### PROPORTIONAL RESULTS

- **Definition:** this is the contribution to the consolidated results in the proportion of Ferrovial's ownership in the group subsidiaries, regardless to the applied consolidation method. This information is prepared to Revenues and EBITDA.
- **Reconciliation:** a reconciliation between total and proportional figures is provided in the web.
- **Explanation of use:** the proportional results can be useful for investors and financial analysts to understand the real weight of business divisions in the operative results of the group, especially keeping in mind the weight of certain assets consolidated under the equity method as 4Q7 ETR from Toronto and the airport of Heathrow. It is an indicator that other competitors with significant subsidiaries in infrastructure projects consolidated under the equity method present.
- **Comparisons:** the company presents comparisons with previous years.
- **Coherence:** the criteria used to calculate proportional results is the same as the previous year.