

Ferrovial International SE

Amsterdam, The Netherlands

FINANCIAL REPORT

December 31st, 2021

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FERROVIAL INTERNATIONAL SE

Balance sheet as at December 31st, 2021

(in EUR, before appropriation of results)

ASSETS	Notes	December 31, 2021	December 31, 2020
Fixed assets		6,827,071,658	5,944,362,807
Financial fixed assets	4	6,827,071,658	5,944,362,807
Current assets		17,206,762	133,705,988
Receivables	5	15,898,979	132,161,456
Short term receivables from group companies		2,711,389	
Group Companies trade receivables		1,883,073	1,487,420
Group Companies debt		11,304,517	130,224,690
Current income tax assets		0	384,878
Other receivables		0	64,468
Cash	6	1,307,783	1,544,532
TOTAL ASSETS		6,844,278,420	6,078,068,795
EQUITY AND LIABILITIES			
Shareholders' Equity	7	6,761,634,191	5,885,855,239
Share capital		742,877,070	742,877,070
Share premium		6,413,868,157	5,549,634,842
Other reserve		-406,656,673	-800,723,111
Profit of the year		11,545,637	394,066,438
Long term Liabilities	8	3,025,923	54,668,840
Group Companies loan		3,025,923	54,668,840
Current Liabilities	9	79,618,306	137,544,716
Deferred income		2,711,389	0
Group companies debt		75,631,175	137,366,101
Group companies trade payables		479,666	19,087
Current income tax liabilities		418,110	129,546
Others		377,966	29,982
TOTAL EQUITY AND LIABILITIES		6,844,278,420	6,078,068,795

FERROVIAL INTERNATIONAL SE

Income statements for the year ended December 31st, 2021

(in EUR)

	Notes	December 31, 2021	December 31, 2020
Turnover	10	2,179,833	2,911,603
General and administrative expenses	11	-2,009,019	-1,716,249
OPERATING RESULT		170,814	1,195,354
Result on participations in subsidiaries	12	0	495,437,248
Impairment of fixed assets	13	12,275,733	-101,788,858
Interest income on loans to group companies	5	0	19
Interest expense on loans from group companies	9	-267,642	-329,409
Guarantee expense		-243,794	-237,119
Interest on bank accounts		0	4,716
Exchange differences		-445,792	-98,830
Financial income and expenses		11,318,505	392,987,767
RESULT BEFORE TAXATION		11,489,319	394,183,121
Corporate Income tax expense/credit	14	56,318	-116,683
NET RESULT AFTER TAXATION		11,545,637	394,066,438

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

1. GENERAL

Ferrovial International SE is a European public limited liability company, having its corporate seat in Amsterdam, the Netherlands, and its address at Kingsfordweg 151, 1043 GR Amsterdam, the Netherlands, registered with the Dutch trade register under number 734 221 34 (the “Company”).

These financial statements cover the year 2021, which ended at the balance sheet date of 31 December 2021 for the reporting period.

The financial statements are presented in euros ('EUR'), which is the Company's functional currency.

The Company was incorporated in England and Wales as a private limited company (LTD) on 27 October 2015, re-registered as a public limited company (PLC) on 25 July 2018 and subsequently re-registered as a Societas Europaea (SE or European public limited liability company) on 13 December 2018. On 14 December 2018 the Company transferred its center of effective management and, therefore, its tax domicile from Spain to the Netherlands. At last, pursuant to a notarial deed of 18 March 2019 the Company also transferred its corporate seat from the UK to the Netherlands and thus converted into a Dutch SE subject to corporate Dutch laws.

Ferrovial International SE is the Ferrovial Group's Dutch company (hereinafter referred to as, the “Group”) and the parent company of all Ferrovial's international businesses in the Toll Roads and Airports activities, as well as a part of the international Construction business. It is also the parent of the Services business both in Spain and globally, except for the United Kingdom.

The Group carry out activities in the following three business areas:

- Construction: Design and build of all manner of public and private works, including most notably the construction of public infrastructure.
- Toll roads: Development, financing and operating of toll roads.
- Airports: Development, financing and operating of airports.

It should be noted that a part of the activity carried out by the Group's business divisions consists of the development of infrastructure projects, primarily in the toll road and airport business lines, but also in the construction and energy fields.

These projects are conducted through long-term arrangements with public authorities under which the concession operator, in which the Group generally has an ownership interest together with other shareholders, finances the construction or upgrade of public infrastructure, mainly with borrowings secured by the cash flows from the project and with the shareholders' capital contributions, and subsequently operates and maintains the infrastructure. The investment is recovered by collecting tolls or regulated charges for the use of the infrastructure, or through amounts paid by the authority awarding the contract based on the availability for use of the related asset. In most cases the construction and subsequent maintenance of the infrastructure is subcontracted by the concession operators to the Group's construction division.

It is also important to highlight that two of the Group's main assets are its 25% ownership interest in Heathrow Airport Holdings (HAH), the company that owns Heathrow Airport in London (UK), and its 43.23% ownership interest in 407 ETR, the concession operator of the 407 ETR toll road in Toronto (Canada), which are equity-accounted companies since 2011 and 2010, respectively.

Discontinued operations

Significant progress was made in 2021 with the divestment of the Services Division, primarily in Spain, United Kingdom and United States. The assets and liabilities still owned by Ferrovial are still reported as discontinued operations.

Of these divestments, the sale of the Environment Services business in Spain and Portugal to PreZero (company of the Schwarz Group) on 1 December 2021 stands out. The total price of the shares received by Ferrovial was EUR 1,032 million.

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

Additionally, the US services business related to oil and gas industry infrastructure maintenance was sold in November 2021. In the Construction business, in 2021 the Polish real estate business carried on by Budimex through its subsidiary Budimex Nieruchomości, which had been carried as a discontinued operation, was also sold.

In 2022, the sale of the infrastructure upkeep and maintenance business in Spain to Portobello Capital was completed, as well as the agreement to sell a small business area within the UK Services business related to energy and water infrastructure maintenance.

a. Group structure

The Company is a member of the Ferrovial Group. The direct shareholder is Ferrovial S.A. a company incorporated in Spain with registered address in Calle Príncipe de Vergara, 135, 28002 Madrid (España).

Ferrovial S.A. is the ultimate parent of the group. Ferrovial Group is the largest Group in which the Company is consolidated, copies of its financial statements are available from its General Secretariat in Príncipe de Vergara, 135, 28002 Madrid, Spain or from the Ferrovial S.A. website: www.ferrovial.com

b. Related party transactions

All legal entities that can be controlled, jointly controlled or significantly influenced by the Company, are considered to be a related party. Also, entities which can control the company are considered a related party. In addition, statutory directors and close relatives are regarded as related parties.

Significant transactions with related parties are disclosed in the notes insofar. The nature, extent and other information is disclosed if it is required to provide the true and fair view.

c. Consolidation

Pursuant to Section 2:408 sub 1 under b of the Dutch Civil code, the Company is not required to consolidate. The consolidated financial statements of its ultimate parent company, Ferrovial S.A., are filed with the Dutch trade register.

d. Use of estimates

In applying the accounting policies and guidelines for preparing the financial statements, management makes a range of estimates and judgements that might be essential for the amounts disclosed in the financial statements. If necessary for the purposes of providing the view required under Section 362(1), Book 2, of the Dutch Civil Code, the nature of these estimates and judgements, including the related assumptions, is disclosed in the notes to the financial statements items in question. Actual amounts may differ from these estimates.

They basically refer to the

- Measurement of possible impairment losses on certain assets (see notes 4 and note 13),
- Assessment of possible legal and tax contingencies (note 14),
- Assessment of commitments and contingencies not included in the balance sheet (note 15),
- Estimates made for the purposes of the going concern assessment (note 17).

2. BASIS OF PREPARATION

The accompanying financial statements have been prepared in accordance with the statutory provisions of Part 9, Book 2, of the Dutch Civil Code and the firm pronouncements in the Guidelines for Annual Reporting in the Dutch as issued by the Dutch Accounting Standards Board, taking into account the exemptions offered by the Dutch Accounting Standards Board.

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

In general, assets and liabilities are stated at the amounts at which they were incurred or current value. If not specifically stated otherwise, they are recognized at the amounts at which they were acquired or incurred. The balance sheet and income statement include references to the notes.

a. Comparison with previous year

The accounting policies have been consistently applied to all the years presented.

b. Foreign Currencies

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange prevailing at the balance sheet date. Foreign currency transactions in the reporting period are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates are recognized in the income statement.

Translation differences on non-monetary assets held at cost are recognized using the exchange rates prevailing at the dates of the transactions (or the approximated rates).

c. Financial fixed assets

Participating interests, including majority investments where significant influence can be exercised, are stated at acquisition cost in accordance with Article 214.325 of the Guideline for Annual Reporting in The Netherlands as issued by the Dutch Accounting Standards Board, with reference to Title 9, Book 2, Article 389.9 of the Dutch Civil Code or in case of a permanent impairment of the value of the shares, it is measured at impaired value; any write-offs are disclosed in the income statement (refer to note d impairment).

d. Impairment

At each balance sheet date, the Company tests whether there are any indications of assets being subject to impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent, if any, of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. An asset is subject to impairment if its carrying amount exceeds its recoverable amount; the recoverable amount is the higher of an asset's fair value less costs to sell and value in use. An impairment loss is recognized immediately in the income statement.

If it is established that a previously recognized impairment loss no longer applies or has declined, the increased carrying amount of the assets in question is not set any higher than the carrying amount that would have been determined had no asset impairment been recognized. A reversal of an impairment loss is recognized immediately in the income statement.

e. Receivables

Receivables are measured at initial recognition measured at fair value including transaction costs. After initial recognition at amortized cost (if there is no premium or discount and transaction costs this is equal to the nominal value). Any provisions for bad debts are deducted from the carrying amount of the receivable.

f. Cash and cash equivalents

Cash and cash equivalents include cash in hand, bank balances and deposits held at call with maturities of less than 12 months. Bank overdrafts, if any, are shown within borrowings in current liabilities on the balance sheet. Cash and cash equivalents are stated at face value.

g. Financial liabilities

The Company classifies all of its financial liabilities as liabilities at amortized cost. They are initially recognized at fair value

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Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

net of any transaction costs directly attributable to the issuance of the instrument and are measured subsequently at amortized cost using the effective method.

h. Equity

Direct changes in Equity are recognized net of the relevant income tax effects.

i. Provisions

A provision is recognized if the following applies:

- the Company has a legal or constructive obligation, arising from a past event; and
- the amount can be estimated reliably.
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Rights and obligations resulting from contracts under which neither party has performed any of its obligations or both parties have partially performed their obligations to an equal extent, are not recognized. Recognition occurs when the consideration to be received is not (or no longer) in balance with the performance obligation of the Company and this imbalance has adverse effects for the Company.

j. Financial instruments

Financial instruments include investments in shares, trade and other receivables, cash items, loans and other financing commitments, trade payables and other amounts payable. These financial statements contain the following financial instruments: financial instruments held for trading (financial assets and liabilities), loans and receivables (both purchased and issued), equity instruments, other financial liabilities and guarantees.

k. Accruals and deferred income

Prepayments and accrued income for subsequent periods, for instance amounts still to be paid (possibly estimated) in respect of charges allocated to an elapsed period, such as accrued interest on debts and the like.

These accruals and deferred income may also be presented in liabilities in the balance sheet. The nature of the accrual or deferred income shall, if material to the view required by Article 2:362(1) of the DCC, be expressed either by classification in the balance sheet, specific designation, or detailed disclosure in the notes.

3. ACCOUNTING POLICIES FOR THE INCOME STATEMENT

a. General

Profit or loss is determined as the difference between the realizable value of the goods delivered and rendered, and the costs and other charges for the year. Revenues on transactions are recognized in the year in which they are realized.

b. Exchange rate differences

Exchange rate differences arising upon the settlement or conversion of monetary items are recognized in the income statement in the period that they arise.

		<u>Dec.31-2021</u>	<u>Dec.31-2020</u>
Exchange rate used at year-end:	EUR/GBP	0.8413	0.8956
	EUR/AUD	1.5647	1.5888
	EUR/USD	1.1370	1.2225
	EUR/CAD	1.4373	1.5609

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Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

c. Selling expenses, and general and administrative expenses

Selling expenses, and general and administrative expenses comprise costs chargeable to the year. Employee benefits are charged to the profit and loss account in the period in which the employee services are rendered and, to the extent not already paid, as a liability on the balance sheet. If the amount already paid exceeds the benefits owed, the excess is recognized as a current asset to the extent that there will be a reimbursement by the employees or a reduction in future payments by the Company.

d. Financial income and expenses

Interest income and expenses and similar charges are recognized in the period to which they belong. Premium, discount and redemption premiums are recognized as interest expense in the period to which they belong. The allocation of these interest expenses and the interest income on the loan is the effective interest rate that is recognized in the profit and loss account. On the balance sheet, the amortized value of the debt(s) is recognized (on balance). The amounts of the premium that are not yet recognized in the profit and loss account and the redemption premiums already recognized in the profit and loss account, are recognized as an increase in debt(s) to which they relate. Amounts of the discount that are not yet recognized in the profit and loss account are recognized as a reduction of the debt(s) to which they relate. Additional costs associated with the use of more than customary supplier credit are recognized as interest expense. If the amount of the expected ultimately to be capitalized cost of the qualifying asset exceeds the recoverable amount, an impairment loss is recognized.

Dividends receivable from associates not carried at net asset value and securities are recognized as soon as the Company acquires the right to them.

e. Taxation

The tax expense represents the sum of the current tax payable and deferred tax.

The current tax payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realized based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also recognized in other comprehensive income.

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

4. FINANCIAL FIXED ASSETS

The financial fixed assets of the Company consist of investments in group companies. The movements can be broken down as follows:

	2021	2020
Opening Balance	5,944,362,807	5,682,998,739
Contributions	870,433,118	363,152,926
Impairments	12,275,733	-101,788,858
Other movements	0	0
Closing Balance	6,827,071,658	5,944,362,807

Investments in subsidiaries					
Name	Net Value as at 01/01/2021	Contributions	Impairments	Other movements	Net Value as at 31/12/2021
Ferrovial Services International SE	71,804,544	5,000,000	13,401,334	-31,409,540	58,796,338
Acadia Servicios de Medioambiente SL	0			203,616,189	203,616,189
Ferrovial Construction International SE	237,416,159				237,416,159
Cintra Global SE	2,873,004,942				2,873,004,942
Cintra Infrastructures SE	1,177,472,343	865,433,118		31,409,540	2,074,315,001
Ferrovial Transco International BV	83,116,887		-1,815,805		81,301,082
Ferrovial Airports International SE	1,219,281,364				1,219,281,364
Ferrovial Netherlands B.V.	2,100,001				2,100,001
Ferrovial Ventures Ltd.	7,050,000				7,050,000
Ferrovial Servicios S.A.U.	264,540,869			-203,616,189	60,924,680
Ferrovial Ventures Netherlands BV	8,575,697		690,205		9,265,903
Total	5,944,362,807	870,433,118	12,275,733	0	6,827,071,658

The Company made the following contributions which were recorded for the period ended 31 December 2021 and are explained as follows:

- Ferrovial Services International SE: contribution made in cash in November 2021 for EUR 5,000,000, to enable the latter the distribution of the subsidiary Servicios Delaware.
- Cintra Infrastructures SE: the capital contributions were made in cash in several tranches for a total amount of EUR 865,433,118 (equal to USD 1.013.503.902) to enable the latter to increase the financial capability of certain US subsidiaries. The contributions were made upon receipt from its sole shareholder Ferrovial S.A. by way of a share premium contribution in the same amount.

The impairment recorded for Ferrovial Transco International BV related to negative results which drop the value below its carrying value on the balance sheet. Whereas the impairment for Ferrovial Services International SE and Ferrovial Ventures Netherlands BV was written off. These were consistently recognized in the income statement for the period under review.

Additionally, other movements for the year under review are explained as follows as part of the Ferrovial's reorganization due to the Services divestment process:

- A contribution in kind was made consisting of the Ferrovial Services International SE's subsidiary, Servicios Delaware, which was contributed to Cintra Infrastructures SE with value of EUR 31,409,540 EUR, equal to the book value.
- Pursuant to a notarial deed, Ferrovial Servicios S.A.U. was split and Acadia Servicios de Medioambiente SL was incorporated.

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Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

Investments in subsidiaries				
Name	Net Value as at 01/01/2020	Additions	Impairment	Net Value as at 31/12/2020
Ferrovial Services International SE	172,903,197		-101,098,653	71,804,544
Ferrovial Construction International SE	237,416,159			237,416,159
Cintra Global SE	2,873,004,942			2,873,004,942
Cintra Infrastructures SE	823,585,320	353,887,023		1,177,472,343
Ferrovial Transco International BV	83,116,887			83,116,887
Ferrovial Airports International SE	1,219,281,364			1,219,281,364
Ferrovial Netherlands B.V.	2,100,001			2,100,001
Ferrovial Ventures Ltd.	7,050,000			7,050,000
Ferrovial Servicios S.A.U.	264,540,869			264,540,869
Ferrovial Ventures Netherlands BV	0	9,265,903	-690,205	8,575,697
Total	5,682,998,739	363,152,926	-101,788,858	5,944,362,807

The movements recorded until the period ended 31 December 2020 are explained as follows:

- Investment in the subsidiary Cintra Infrastructures SE increases by EUR 353,887,023 equivalent to USD 426,700,000, in order to enable the subsidiary to finance projects in the US (increasing the stake in I-77, construction project I-285 and others in the Construction division in the US).
- In January 2020, the Company incorporated the entity Ferrovial Ventures Netherlands BV in the Netherlands. In December the Company recorded an impairment for this entity for the amount of EUR 690,205, which was taken into account in the income statement.

At the date of preparation of the 2020 annual accounts, there were evidence that the estimated fair value of Ferrovial Services International SE was declined, following the valuation made as part of the divestment process of Ferrovial's services subsidiary. Therefore, an impairment was recognized for Ferrovial Services International SE for EUR 101,098,653. This impairment loss is equal to the difference between the estimated fair value of the assets and their carrying amount and have been consistently recognize in the income statement.

The Company's investments in group companies comprise the following:

Name	Ownership	Country	Activity	Registered address
Ferrovial Services International SE	100%	The Netherlands	Holding	Kingsfordweg 151, Amsterdam
Ferrovial Construction International SE	100%	The Netherlands	Holding	Kingsfordweg 151, Amsterdam
Cintra Global SE	100%	The Netherlands	Holding	Kingsfordweg 151, Amsterdam
Cintra Infrastructures SE	100%	The Netherlands	Holding	Kingsfordweg 151, Amsterdam
Ferrovial Transco International BV	100%	The Netherlands	Holding	Kingsfordweg 151, Amsterdam
Ferrovial Airports International SE	100%	The Netherlands	Holding	Kingsfordweg 151, Amsterdam
Ferrovial Netherlands B.V.	100%	The Netherlands	Holding	Kingsfordweg 151, Amsterdam
Ferrovial Ventures Ltd.	100%	United Kingdom	Financing	389 Chiswick High Road, London
Ferrovial Servicios S.A.U	100%	Spain	Held for sale	Príncipe de Vergara 135, Madrid
Acadia Servicios de Medioambiente SLU	100%	Spain	Services	Príncipe de Vergara 135, Madrid

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

5. RECEIVABLES

The receivables can be broken down as follows:

	2021	2020
Short term receivables from group companies	2,711,389	
Group Companies trade receivables	1,883,073	1,487,420
Group Companies debt	11,304,517	130,224,690
Corporate income tax	0	384,878
VAT and other tax credits	0	64,468
Total receivables	15,898,979	132,161,456

Short term receivables from group companies includes the deferred income received from Ferrovial Airports FMM BV from EUR 2,711,389, pending to be paid (see note 9.1).

These receivables become due within twelve months.

5.1. Group Companies trade receivables

The Group Companies trade receivables are mainly related to the guarantee fees recognized on the income statement, for the guarantees provided by the Company to its subsidiaries and the corporate services provided to the Ferrovial's entities based in the Netherlands –as commented in Note 10–, and are specified as follows:

Group Companies trade receivables		
	2021	2020
Ferrovial Power Infraestructure Chile, SpA	209,307	0
Webber LLC	115,493	0
Cintra Global SE	88,977	0
Cintra Infraestructures SE	3,787	0
Ferrovial Airports International SE	20,101	0
Ferrovial Constraction Southeaest,LLC	19,616	0
Ferrovial Holding US Corp	974,748	974,748
FAM Construction, LLC	86,648	86,607
North Perimeter Constructors	9,231	151,226
Ferrovial Construction Texas	69,521	51,095
Ferrovial Agroman West,LLC	7,635	0
Webber Commercial Constructors	23,533	16,180
Ferrovial Construction US Corp	36,446	16,624
Ferrovial Construcción S.A.	69,639	59,565
Ferrovial Construction UK	11,081	29,439
Ferrovial Services Canada Ltd.	29,756	28,947
Ferrovial Services U.S., Inc.	32,711	29,682
Servicios (Delaware) Inc	3,002	3,002
Ferrovial Services Infrastructure Inc.	11,465	0
Ferrovial Aeropuertos España S.A.	29,368	0
Others	31,009	40,280
Car Sharing Mobility Services	0	25
Total Group Companies trade receivables	1,883,073	1,487,420

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

5.2 Short term debt due from group companies

The short-term debt due from group companies relates to current accounts which accrue an interest rate similar to those of the market:

Group companies's debt		
Name	2021	2020
Ferrovial S.A.	6,456,078	1,078,515
Ferrofin S.L.	744,826	744,878
Ferrovial Corporación S.A.	11,523	0
Ferrovial Construcción S.A.	2,306	0
Ferrovial Construction International SE	0	264,454
Ferrovial Transco International BV	76,780	279,736
Cintra Infrastructures SE	0	126,116,615
Cintra Global SE	0	314,463
407 Toronto Highway BV	0	212,592
Ferrovial Services International SE	555,295	268,033
Ferrovial Services Netherlands BV	0	212,592
Ferrovial Airports International SE	0	271,812
Hubco Netherlands BV	3,008,288	212,592
Ferrovial Airports FMM B.V.	249,826	124,203
Ferrovial Ventures Netherlands B.V.	190,963	124,203
Cintra INR Investments B.V.	8,632	0
Group Companies - Current accounts	11,304,517	130,224,690

The significant amount to be received from Cintra Infrastructures SE in 2020 is related to the dividend declared in December 2020, totally paid in 2021.

5.3 Interest income on loans to group companies.

The financial income associated to receivables is specified in the following table:

Interest income on loans to group companies		
	2021	2020
Ferrofin S.L.	0	5
Ferrovial Transco International BV	0	11
Cintra Infrastructures SE	0	2
Total income	0	19

6. CASH AND CASH EQUIVALENTS

Description-Account	CCY	2021	2020
Total cash		1,307,783	1,544,532

All Cash and cash equivalents are at the Company's free disposal.

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

7. SHAREHOLDER'S EQUITY

The Company has an issued and outstanding share capital of EUR 742,877,070 divided in ordinary shares with a nominal value of EUR 1 each. This share capital is fully paid up. The movements in the year under review can be summarized as follows:

	Issued and paid-up capital	Share Premium	Other reserve	Result of the year	Total
Opening balance 2020	742,877,070	5,195,747,819	-359,351,649	52,987,277	5,632,260,517
Dividend distribution			-494,358,738		-494,358,738
Result appropriation			52,987,277	-52,987,277	0
Ferrovial Servicios S.A.U.		353,887,023			353,887,023
Result of the year				394,066,438	394,066,438
Closing balance 2020	742,877,070	5,549,634,842	-800,723,111	394,066,438	5,885,855,239
Dividend distribution					0
Result appropriation			394,066,438	-394,066,438	0
Shareholder contribution		864,233,315			864,233,315
Result of the year				11,545,637	11,545,637
Closing balance 2021	742,877,070	6,413,868,157	-406,656,673	11,545,637	6,761,634,191

During the period ended on December 31, 2021 and on December 31, 2020, there has been no changes in share capital.

The share premium increased after the Company received a contribution from the sole shareholder Ferrovial S.A. totalling EUR 864,233,315 (USD 1,013,503,902) for the year under review, which enables the Company to increase the financial capability of certain subsidiaries

The movements recorded until the period ended 31 December 2020 are explained as follows:

- The Company received a contribution from the sole shareholder for EUR 101,440,678 (USD 119,700,000) on August 28, 2020 and for EUR 252,446,344 (USD 307,000,000) on December 15, 2020.
- The Company made an interim distribution to the Shareholder in the aggregate amount of EUR 211,904,203 and USD 347,108,378.08 at the expense of the Company's freely distributable reserves as follows:
 - EUR 204,904,203 in cash;
 - the Company's receivable from Ferrovial Netherlands BV (**FNBV**) in the aggregate amount of EUR 7,000,000 under an intra-group credit agreement originally entered into on 9 September 2019 between Hubco Netherlands BV as lender and FNBV as borrower, as amended, restated or supplemented from time to time; and
 - all the Company's rights and obligations under an intra-group credit agreement originally entered into on 9 December 2020 between Ferrovial Holding US Corp as lender and Ferrovial, S.A. as borrower, as amended, restated or supplemented from time to time, with an aggregate value of USD 347,108,378.08;

Proposal result allocation

The Board of Managing Directors proposes to add the result for the year to the other reserve.

8. LONG TERM LIABILITIES

Long term borrowings amounting EUR 3,025,923 (EUR 54,668,840 as at December 31, 2020) are mainly related to the credit facility signed on December 20, 2017, between the Company and Ferrofin S.L. (entity fully owned by Ferrovial S.A), for a maximum amount of EUR 100,000,000, maturing on December 31, 2022 which was reclassified to the short term for

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

EUR 51,890,639. The accrued interest rate on its first interest period for the year under review at a 0.48% rate (2020: 0.64%), with quarterly reviews thereafter. The accrued interest was EUR 246,973 in 2021 (EUR 314,479 in 2020). The total debt was paid at the date of preparation of this annual accounts.

9. CURRENT LIABILITIES

The remaining term of the current liabilities is less than one year. The total current liabilities and payables to group companies are specified as follows:

	2021	2020
Deferred income	2,711,389	
Group companies' debt	75,631,175	137,366,101
Group Companies' trade payables	479,666	19,087
Current income tax assets	418,110	129,546
Accrued expenses	107,498	0
Others	270,468	29,982
Current Liabilities	79,618,306	137,544,716

Deferred income, group companies' debt and group companies' trade payables is detail in the next paragraphs. The amount in others mainly related to VAT payable and suppliers.

9.1 Deferred income

The deferred income includes the short debt from the indirect subsidiary Ferrovial Airports FMM BV ('FAFBV') for EUR 2,711,389, pending to be paid (see note 5).

9.2 Group companies' debt

Group companies current accounts		
Name	2021	2020
Ferrofin SL	51,890,639	0
Short-term loan Ferrofin SL	51,890,639	0
Ferrovial Netherlands BV	15,763,673	11,125,809
Ferrovial S.A.	0	126,156,044
Ferrovial Corporación S.A.	0	83,500
Ferrovial Airports International SE	803,032	749
407 Toronto Highway BV	3,658,839	0
Cintra Infrastructures SE	991,819	0
Cintra Global SE	2,458,002	0
Ferrovial Construction International SE	16,307	0
Ferrovial Services Netherlands BV	48,454	0
Thalia Waste Treatment BV	271	0
Cintra Latam Highways BV	139	0
Current accounts	23,740,536	137,366,102
Group Companies debt	75,631,175	137,366,102

The short-term loan from Ferrofin SL was reclassified from the long term (see note 8).

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The significant amount due to Ferrovial S.A. in 2020 is related to the dividend declared on December 30, 2020, totally paid in 2021.

9.3 Trade liabilities due to Group companies

Trade liabilities due to Group companies		
Entity	2021	2020
Ferrovial S.A.	428,893	10,758
Ferrovial Corporación S.A.	45,872	8,329
Trade liabilities due to Group companies	479,666	19,087

9.4 Interest expenses on loans from group companies

Interest on current accounts owed to group companies is charged at a at base market interest rates. Interest and debt are repayable on-demand.

Interest expenses on loans from group companies		
	2021	2020
Ferrofin S.L.	-246,973	-314,479
Ferrovial S.A.	-1,917	-479
Ferrovial Netherlands BV	-16,686	-14,335
Ferrovial Corporacion S.A.	-6	0
Ferrovial Airports International SE	-2,060	-115
Total expense	-267,642	-329,409

10. TURNOVER

The turnover consists of the management services provided to the Ferrovial's Dutch entities together with the office cost centralized by the Company as head of the entities seated in the Netherlands that is recharged to these entities. Additionally, the company assumes the position of guarantor regarding guarantees provided by bonding agencies in favor of its subsidiaries. Those guarantees cover the possible contingent liabilities arising from the performance of contracts signed by those subsidiaries.

	2021	2020
Guarantee charges to group companies	676,368	597,344
Other income from group companies	1,503,465	2,314,259
Total Turnover	2,179,833	2,911,603

The analysis of the turnover by country of destination is as follows:

	2021	2020
The Netherlands	1,695,310	2,616,604
USA	379,675	223,877
Chile	77,269	0
Spain	21,696	59,495
Canada	1,193	3,966
Australia	1,099	4,106
Puerto Rico	3,591	3,556
Total Turnover	2,179,833	2,911,603

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Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

11. GENERAL AND ADMINISTRATIVE EXPENSES

Description	2021	2020
Personnel expenses	-918,118	-965,999
Auditors and consultants	-256,691	-183,494
Rent costs	-194,668	-337,380
Temporary work agencies	-40,684	-79,676
Management fees and recharged costs	-530,063	-92,957
Other general expenses (phone, couriers, offices supplies, etc.)	-54,353	-31,641
Others	-14,442	-25,102
General and administrative expenses	-2,009,019	-1,716,249

The increase in the general and administrative expenses is mainly due to higher consultants regarding tax matters given Ferrovial International SE the head of the fiscal unity, and higher cost charged from group companies related to the several divestment projects.

12. RESULT ON PARTICIPATIONS IN SUBSIDIARIES

The result on participations in subsidiaries were as follow:

Description	2021	2020
Ferrovial Airports FMM BV	0	0
Ferrovial Airports International SE	0	7,000,000
Cintra Infrastructures SE	0	476,853,341
Ferrovial Servicios SAU	0	11,583,906
Result on participations in subsidiaries	0	495,437,248

In December 2020, the Board of Directors of the following subsidiaries declared an interim dividend for a total amount of EUR 494,938,461 to its sole shareholder, according to the following:

- Ferrovial Airports International SE: EUR 7,000,000 on the basis of:
 - Receivable from Ferrovial Netherlands BV in the aggregate amount of EUR 7,000,000
- Cintra Infrastructures SE: EUR 476,437,061
 - Payment in cash amounting EUR 193,320,297
 - all Cintra Infrastructures SE´s rights and obligations under an intra-group credit agreement originally entered into on 9 December 2020 between Ferrovial Holding US Corp as lender and Ferrovial, S.A. as borrower, as amended, restated or supplemented from time to time, with an aggregate value of USD 347,101,152.88 (equal to EUR 283,533,044).
- Ferrovial Servicios SAU
 - Payment in cash amounting EUR 11,583,906 EUR.

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Notes to the Balance Sheet and Income Statement as at December 31st, 2021

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13. IMPAIRMENT OF FIXED ASSETS

Entity	2021	2020
Ferrovial Services International SE	13,401,334	-101,098,653
Ferrovial Transco International BV	-1,815,805	0
Ferrovial Ventures Netherlands BV	690,205	-690,205
Result on participations in subsidiaries	12,275,733	-101,788,858

The result on impairment of fixed assets is commented in note 4.

14. TAX

The Company was a tax resident in Spain for the period started on 1 January 2018 to 14 December 2018 and tax resident of The Netherlands as of 15 December 2018. Since then, the Company is subject to Corporate Income Tax in The Netherlands on a consolidation tax regime. The Company is the head of Ferrovial's Dutch Fiscal Unity. The fiscal unity is currently in dispute with the Dutch tax authorities with respect to a group restructuring abroad. In case the group cease to exist, and the Company becomes a stand-alone taxpayer, this would not impact the current tax balances.

The tax burden differs from nominal tax rate due to the result on participations' subsidiaries of non-current assets which are tax exempted. In the Netherlands there are two taxable income brackets: in 2021, a lower rate of 15.0% applies to the first income bracket of EUR 245,000, and in 2020 16.5% applies to the first income bracket of EUR 200,000. The standard rate of 25% applies to the excess of the taxable income for 2021 and 2020.

The result for corporate income tax is detailed as follows:

	December 31, 2021	December 31, 2020
Result before Corporate Income Tax	11,489,319	394,183,121
<i>Corporate income tax for the year</i>	<i>172,103</i>	<i>-116,683</i>
<i>Deferred taxes</i>	<i>64,312</i>	<i>0</i>
<i>Adjustment for previous years</i>	<i>-180,097</i>	<i>0</i>
Corporate income tax	56,318	-116,683
Net Result after Taxation	11,545,637	394,066,438

The calculation for corporate income tax is as follows:

Description	2021	2020
Result before Corporate Income Tax	11,489,319	394,183,121
Less: participation exemption / non taxable impairment	-12,275,733	-393,648,390
Taxable amount	-786,414	534,730

	Taxable amount 2021	Corporate income tax 2021
15.0% Applicable rate (245,000€)	-245,000	36,750
25% Applicable rate	-541,414	135,353
Corporate income tax 2021	-786,414	172,103

	Taxable amount 2020	Corporate income tax 2020
16.5% applicable rate (200,000€)	200,000	-33,000
25% applicable rate	334,731	-83,683
Corporate income tax 2020	534,731	-116,683

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Notes to the Balance Sheet and Income Statement as at December 31st, 2021

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15. COMMITMENTS AND CONTINGENCIES NOT INCLUDED IN THE BALANCE SHEET

Guarantees provided to other Group Companies

In carrying on its activities the Group is subject to possible contingent liabilities uncertain by nature relating to the liability arising from the performance of the various contracts that constitute the activity of its business divisions.

In order to cover the aforementioned liability, the Company has bank guarantees, other guarantees issued by insurance companies and other corporate guarantees in which the Company appears as guarantor, as described in Note 10 and 5. That means that if a project is not performed properly, the customer would enforce the guarantee and the Company would have to pay the amount granted. The Company's directors do not expect any liability to arise as a result of these guarantees. At 31 December 2021, the balance amounted to EUR 3,879,694 thousand (2020: EUR 3,659,504 thousand), and is detailed in the following table:

Beneficiary's name	Applicant entity	Type	Dec.2021	Dec.2020
Caixabank	Car sharing	Financial	9,436	1,936
Parent Company Guarantees			9,436	1,936
Línea Bonding AIG	Broadspectrum US	Technical	0	117,376,542
Bonding (Liberty)	Pacific Highway Warrell Creek	Technical	4,071,966	8,020,198
Bonding	Highway 407 East Phase I	Technical	2,412,113	2,221,090
Bonding	Ferrovial Construction (Puerto Rico)	Technical	28,787,536	15,677,372
Bonding	California Rail Builders LLC	Technical	82,602,037	128,513,947
Bonding	I-66	Technical	285,514,360	429,447,853
Bonding	SH99 Grand Parkway	Technical	42,061,912	190,364,283
Bonding	Pepper Lawson	Technical	260,175,552	251,504,449
Bonding	LBJ	Technical	57,783,641	53,742,331
Bonding	I285	Technical	122,044,078	138,097,597
Bonding	I-77	Technical	1,231,310	1,533,455
Bonding	NTE	Technical	34,447,814	32,038,580
Bonding	Webber Barrier Services	Technical	0	3,582,983
Bonding	Webber	Technical	1,229,769,633	1,718,375,560
Bonding	Cadagua US	Technical	0	86,708
Bonding	NTE Extension	Technical	199,445,878	440,918,030
Bonding	I-35 NEX Central Project	Technical	1,209,652,754	0
Línea Bonding Chubb	Services USA	Technical	206,705,270	66,059,117
Línea Bonding Chubb	Services Canada	Technical	1,327,177	1,440,787
Total bonding			3,768,033,032	3,599,004,752
SOCIÉTÉ GÉNÉRALE POLAND	FB Serwis	Financial	11,438,661	4,744,980
CITITRUST COLOMBIA S.A. SOCIEDAD FIDUCIARIA	Ferrovial Construction (Colombia)	Technical	11,829,392	13,072,679
BLACKBIRD INFRASTRUCTURE 407 GENERAL PARTNERSHIP & COMPUTERSHARE TRUST	BlackBird Maintenance 407	Technical	1,282,549	718,774
BLACKBIRD INFRASTRUCTURE 407 GENERAL PARTNERSHIP & COMPUTERSHARE TRUST	BlackBird Infrastructures	Financial	1,146,436	1,087,851
CITIBANK, N.A. AS COLLATERAL AGENT	Cintra NTE M.P. SEGMENTS	Technical	30,368,933	28,705,983
MINISTERIO DE ENERGÍA (CHILE)	Ferrovial Power Infrastructures	Technical	16,535,163	11,862,904
COORDINADOR INDEPENDIENTE DEL SISTEMA ELÉCTRICO NACIONAL (CHILE)	Ferrovial Power Infrastructures	Technical	1,265,611	306,281
DIRECTOR GENERAL DE CONCESIONES DE OBRAS PÚBLICAS	CINTRA SERVICIOS INF.S.A.	Technical	10,545,429	0
MUFG UNION BANK, N.A.	Centella Transmisión, S.A	Financial	19,220,594	0
OPTRUST	Ferrovial Services Ontario	Financial	112,823	0
THE REGIONAL MUNICIPALITY OF YORK	Ferrovial Services Canada	Technical	27,831	0
MINISTER OF FINANCE (CANADA)	Ferrovial Services Canada	Technical	3,826,726	0
MAT CONCESSIONAIRE, LLC & RBS CITIZENS, N.A.	Ferrovial Services Infra.	Technical	2,638,522	0
PLENARY ROADS DENVER, LLC O THE BANK OF NEW YORK MELLON	Ferrovial Services Infra.	Technical	1,413,193	0
Bank guarantees			111,651,862	60,499,452
Total			3,879,694,330	3,659,504,204

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Notes to the Balance Sheet and Income Statement as at December 31st, 2021

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Fiscal unity

The Company forms a fiscal unity since December 14, 2018 for corporate income tax purposes. The fiscal unity includes Ferrovial International SE (Fiscal head), Ferrovial Netherlands B.V., Ferrovial Services Netherlands B.V., Ferrovial Services International SE, Ferrovial Airports International SE, Ferrovial Transco International BV, Cintra Infrastructures SE, Cintra Global SE, Ferrovial Construction International SE, 407 Toronto Highway B.V., Hubco Netherlands B.V., Ferrovial Ventures Netherlands BV, Ferrovial Airports FMM B.V., Thalia Waste Treatment BV, Cintra Latam Highways BV and Cintra INR investments B.V. ‘

There is a dispute with the tax authorities with regard to a group restructuring of the fiscal unity. No provision has been recorded in relation to this litigation since the possibility of an economic outflow is considered remote.

Lease contract

The Company has a rent contract which relates to the offices of the Ferrovial's Dutch entities. At the date of preparation of these annual accounts, the contract in place has a commitment until August 2023, with a total fee for the year of EUR 223,289 payable on a monthly basis.

Other guarantees

As part of the Services divestment process referred to under the Discontinued operations paragraph, the Company has provided the indemnities that are usual in this type of transactions. The best assessment thereof is already considered in the financial statements.

16. NUMBER OF EMPLOYEES AND PERSONNEL EXPENSES

During the period under review, the average number of employees was 6 (2020: 5.4). The total personnel costs were EUR 918,118 (2020: EUR 965,999), including wage tax accrued for EUR 306,518 (2020: EUR 233,999) and social security charges for EUR 111,024 (2020: EUR 238,329). There were no pension charges.

17. IMPACT OF COVID-19

Almost two years after the World Health Organization declared the COVID-19 global pandemic, progress towards herd immunity thanks to vaccination has allowed the countries in which Ferrovial International SE operates to partially raise the restrictions on mobility and on economic activities that have been in force since the start of the pandemic, although at an uneven rate depending on the country, and with ups and downs caused by successive waves, with a particularly negative impact due to the Omicron variant in the final weeks of the year. This has therefore allowed a recovery in demand for Ferrovial International SE's services, though uneven and uncertain as regards the end of the wave caused by Omicron, as explained below.

The Construction and Services activities were hardly affected by the pandemic during 2021, while traffic on the main toll roads operated by Ferrovial International SE recovered quickly as soon as the countries began to lift restrictions over the course of the year. In contrast, the Airports business is experiencing the greatest difficulties and recovering more slowly due to greater air traffic restrictions, exacerbated at the end of the year by the Omicron variant.

Deep detail of the Impact on the financial statements for 2021 and mitigating measures adopted is provided in Ferrovial's integrated annual report for 2021, available on the website www.ferrovial.com.

Future trends relating to these assets are subject to a series of uncertainties such as the impact on traffic of the economic slowdown, promotion of working from home and electronic commerce (in this case, the impact is positive due to the increase

FERROVIAL INTERNATIONAL SE

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(in EUR)

in heavy goods and commercial vehicle traffic related to distribution/logistics activities) or the social distancing measures, which will change mobility habits, at least temporarily.

As described in more detail in Ferrovial's integrated report, the conclusion drawn from the exercise carried out, and with the information available to date, is that the assets analysed are not expected to become impaired.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future based on the information available for them. Thus, they continue to adopt the going concern basis in preparing the annual financial statements.

18. POST BALANCE SHEET EVENTS

Share premium and capital contributions

In 2022 and at the date of preparation of these annual accounts, the Company received funds in several tranches for the amount of EUR 522,513,650 from its sole shareholder Ferrovial S.A. by way of a share premium contribution and upon receipt thereof the Company made several capital contributions into its subsidiaries Cintra Global SE for EUR 369,325,017 and Ferrovial Airports International SE for EUR 153,188,633. These contributions enabled the subsidiaries, in its turn, to increase the financial capability of certain subsidiaries.

Divestments

On 31 January 2022, the sale agreement between Ferrovial and Portobello Capital for the infrastructure upkeep and maintenance business in Spain was completed once all the conditions precedent had been fulfilled. The total price of the shares received by the Company was EUR 171 million.

Impact of the Ukraine-Russia crisis

After balance sheet date, the European and global financial markets have been and are expected to continue to be significantly impacted in 2022 by the Russia/Ukraine conflict. The Company exposure to the conflict is limited, however, the potential impact of the conflict remains uncertain. All developments and the related potential risks will be closely monitored.

19. DIRECTORS

The Company has a one-tier board with executive and non-executive managing directors. During the period under review, the Company had three managing directors, of which two have been appointed as executive managing director A and one as non-executive managing director B. None of them received any remuneration for this role in the year under review or in the previous year.

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2021

(in EUR)

The Managing Directors.

Luis Alberto Pascual Oliva

María Elena Martín Romero

Miriam Sanz Santiuste

Amsterdam, 28 October 2022

FERROVIAL INTERNATIONAL SE

Other information

Independent Audit

Since the Company qualifies as a "small sized company", it is not legally required to have its accounts audited as provided for in Article 396, paragraph 1, of Book 2 of the Dutch Civil Code.

FERROVIAL INTERNATIONAL SE

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