

Ferrovial International SE

Amsterdam, The Netherlands

FINANCIAL REPORT

December 31st, 2020

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FERROVIAL INTERNATIONAL SE

Balance sheet as at December 31st, 2020

(in EUR, before appropriation of results)

ASSETS	Notes	December 31, 2020	December 31, 2019
Fixed assets		5,944,362,807	5,682,998,739
Financial fixed assets	4	5,944,362,807	5,682,998,739
Current assets		133,705,988	8,653,894
Receivables	5	132,161,456	7,210,081
Group Companies Trade receivables		1,487,420	2,320,449
Group Companies debt		130,224,690	4,076,604
Current income tax assets		384,878	501,560
Other receivables		64,468	311,468
Cash	6	1,544,532	1,443,813
TOTAL ASSETS		6,078,068,795	5,691,652,633
EQUITY AND LIABILITIES			
Shareholders Equity	7	5,885,855,239	5,632,260,517
Share capital		742,877,070	742,877,070
Share premium		5,549,634,842	5,195,747,819
Other reserve		-800,723,111	-359,351,649
Profit of the year		394,066,438	52,987,277
Long term Liabilities	8	54,668,840	54,355,110
Group Companies loan		54,668,840	54,355,110
Current Liabilities	9	137,544,716	5,037,006
Group companies		137,366,101	4,948,103
Others		178,615	88,903
TOTAL EQUITY AND LIABILITIES		6,078,068,795	5,691,652,633

FERROVIAL INTERNATIONAL SE

Income statements for the year ended December 31st, 2020

(in EUR)

	Notes	December 31, 2020	December 31, 2019
Turnover	10	2,911,603	123,257
General and administrative expenses	11	-1,716,249	-1,114,248
OPERATING RESULT		1,195,354	-990,991
Result on participations in subsidiaries	12	495,437,248	444,000,000
Impairment of fixed assets	13	-101,788,858	-389,423,528
Interest income on loans to group companies	5	19	2,480
Interest expense on loans from group companies	9	-329,409	-352,165
Guarantee expense		-237,119	-59,416
Interest on bank accounts		4,716	
Exchange differences		-98,830	-703,526
Financial income and expenses		392,987,767	53,463,845
RESULT BEFORE TAXATION		394,183,121	52,472,854
Corporate Income tax expense/credit	14	-116,683	514,423
NET RESULT AFTER TAXATION		394,066,438	52,987,277

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(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”).

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.

The Company is the parent company of a group of companies that carry out part of the international business activities of the Ferrovial Group (hereinafter referred to as, the “Group”) in the Airport, Construction, Toll Roads and Services business lines. The main subsidiaries of the Company within this group are:

- **Construction:** Design and build of all manner of public and private works, including most notably the construction of public infrastructure. The most noteworthy indirect subsidiaries are Budimex (a Polish construction company in which the Company owns a 50.14% stake), Ferrovial Agroman UK Ltd. (construction company in the UK 100% owned by the Company) and Ferrovial US Construction Corp (owner of various construction subsidiaries in the US, including, among others, 100% of the Webber group).
- **Toll roads:** Development, financing and operating of toll roads. The most noteworthy subsidiaries are NTE Mobility Partners (63% stake in North Tarrant Express in the US), LBJ Infrastructure Group (55% stake in LBJ Express Highway in the US) and 407 ETR Toll Road in Canada (43.23%).
- **Airports:** Development, financing and operating of airports. The main investments are a 25% stake in Heathrow airport via Hubco Netherlands B.V. (a 100% owned subsidiary of Ferrovial International) and a 50% stake in Aberdeen, Glasgow and Southampton Airports, held via Faero UK Holding Ltd., (100% owned by Ferrovial International SE).
- **Services:** Maintenance and upkeep of infrastructure, facilities and buildings; waste collection and treatment; and rendering of other kinds of public services. This includes all of the Services business of the Ferrovial Group (including Ferrovial Services Spain, except for the majority of the United Kingdom business, which does not form part of this consolidation scope. In 2019, Ferrovial announced its strategic decision to classify the Services business division available for sale, and various sales processes are currently open with regard to the different lines of business of the division.

These financial statements cover the year 2020, which ended at the balance sheet date of 31 December 2020 for the reporting period.

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

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 Principe 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

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

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).

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.

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

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Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

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 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.

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Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

j. Financial instruments

Financial instruments include investments in shares and bonds, trade and other receivables, cash items, loans and other financing commitments, derivative financial instruments, 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.

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.31-2020</u>	<u>Dec.31-2019</u>
Exchange rate used at year-end:	EUR/GBP	0.8956	0.8467
	EUR/AUD	1.5888	1.5986
	EUR/USD	1.2225	1.1229
	EUR/CAD	1.5609	1.4573

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.

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Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

e. Taxation

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

The tax currently 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.

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:

	2020	2019
Opening Balance	5,682,998,739	6,157,663,500
Additions	363,152,926	264,540,869
Impairment	-101,788,858	-389,423,528
Other movements	0	-349,782,102
Closing Balance	5,944,362,807	5,682,998,739

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

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Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

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 IS).
- 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 these 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.

Investments in subsidiaries					
Name	Net Value as at 01/01/2019	Additions	Impairment	Other movements	Net Value as at 31/12/2019
Ferrovial Services International SE	562,326,725		-389,423,528		172,903,197
Ferrovial Construction International SE	258,216,159			-20,800,000	237,416,159
Cintra Global SE	2,873,004,942				2,873,004,942
Cintra Infrastructures SE	1,130,585,320			-307,000,000	823,585,320
Ferrovial Transco International BV	83,116,887				83,116,887
Ferrovial Airports International SE	1,241,263,466			-21,982,102	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	0	264,540,869			264,540,869
Total	6,157,663,500	264,540,869	-389,423,528	-349,782,102	5,682,998,739

The movements recorded until the period ended 31 December 2019 are explained as follows:

- Acquisition of the group company Ferrovial Servicios S.A. transferred from Ferrovial S.A. on December 20, 2019. Through this transfer the Company acquired 100% of the shares, fully paid up, as share premium.
- Negative impact due to a provision recorded for Ferrovial Services International SE amounting to EUR 389,423,528 which it is related to the sale of Ferrovial Services Australia indirectly owned through this subsidiary. On December 23, 2019, the parent company entered into an agreement for the sale of this entity, which was used as reference to determine fair value.
- On December 20, 2019, Ferrovial International SE, as the sole Shareholder, declared an interim distribution on shares made in the form of share premium in the following subsidiaries:
 - Ferrovial Construction International SE distributed EUR 20,800,000 whereby the Company received an intra-group credit agreements receivable with aggregate values of EUR 8,693,684.55 from Ferrofin S.L, and of EUR 12,106,315.45 from Ferrovial Netherlands BV.
 - Cintra Infrastructures SE distributed EUR 307,000,000 whereby the Company received an intra-group credit agreement receivable with aggregate value of EUR 307,000,000 from Ferrovial Netherlands BV.
 - Ferrovial Airports International SE distributed EUR 21,982,102 whereby the Company received an intra-group credit agreement receivable with aggregate value of EUR 21,982,101.80 from Ferrofin S.L.

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Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

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	Services	Príncipe de Vergara 135, Madrid

5. RECEIVABLES

The receivables can be broken down as follows:

	2020	2019
Group Companies trade receivables	1,487,420	2,320,449
Group Companies debt (current accounts)	130,224,690	4,076,604
Corporate income tax	384,878	501,560
VAT and other tax credits	64,468	311,468
Total receivables	132,161,456	7,210,081

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		
	2020	2019
Ferrovial Holding US Corp	974,748	974,748
Webber Commercial Constructors	16,180	2,123
North Perimeter Constructors	151,226	146,786
Ferrovial Construction US Corp	16,624	205,378
Ferrovial Construction Texas	51,095	196,350
FA Southeast LLC	0	285,150
FAM Construction, LLC	86,607	86,648
Ferrovial Construcción S.A.	59,565	0
Ferrovial Construction UK	29,439	0
Ferrovial Services Canada	28,947	0
Ferrovial Services US, In	29,682	0
Broadspectrum (Delaware)	3,002	0
Car Sharing Mobility Services	25	0
Others	40,280	423,265
Total Group Companies trade receivables	1,487,420	2,320,449

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Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(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	December 31, 2020	December 31, 2019
Ferrovial S.A.	1,078,515	3,705,301
Ferrofin S.L.	744,878	371,302
Ferrovial Construction International SE	264,454	0
Ferrovial Transco International BV	279,736	0
Cintra Infrastructures SE	126,116,615	0
Cintra Global SE	314,463	0
407 Toronto Highway BV	212,592	0
Ferrovial Services International SE	268,033	0
Ferrovial Services Netherlands BV	212,592	0
Ferrovial Airports International SE	271,812	0
Hubco Netherlands BV	212,592	0
Ferrovial Airports FMM B.V.	124,203	0
Ferrovial Ventures Netherlands B.V.	124,203	0
Group Companies - Current accounts	130,224,690	4,076,603

The increase in receivables from Cintra Infrastructures SE (CISE) is related to the interim dividend declared from the Company's subsidiary on December 28, 2020 by means of the assignment from FHUSC to the Company of the contractual position vis-à-vis Ferrovial, S.A. under a credit agreement dated 9 December 2020 for USD 347,000,000 and interest accrued for USD 101,153 (total amount equals to in EUR 283,116,764). Additionally, this entity also declared a dividend in cash for to the shareholder EUR 193,320,297 which was not totally paid on December 31, 2020 (see note 12).

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		
	2020	2019
Ferrofin S.L.	5	456
Ferrovial Construction International SE	0	2,024
Ferrovial Transco International BV	11	
Cintra Infrastructures SE	2	
Total income	19	2,480

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

6. CASH AND CASH EQUIVALENTS

Description-Account	CCY	2020	2019
Cash Deposit	EUR	0	3,498
Cash Deposit	GBP	1,151	1,151
Cash Deposit	USD	291	291
Current account BBVA Bank	EUR	5,622	88,178
Current account BBVA Bank	GBP	5,483	6,188
Current account Société Generale Bank	EUR	567,813	91,132
Current account Société Generale Bank	USD	929,161	1,238,652
Current account Société Generale Bank	CAD	16,575	772
Current account Société Generale Bank	AUD	12,425	
Current account Caixa Bank	EUR	5,512	13,952
Current account Barclays Bank	EUR	400	
Current account BNP Paribas	EUR	100	
Total cash		1,544,532	1,443,813

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

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 2019	742,877,070	5,280,989,052	-617,649,062	702,297,413	6,108,514,473
Dividend distribution		-349,782,102	-444,000,000		-793,782,102
Result appropriation			702,297,413	-702,297,413	0
Ferrovial Servicios S.A.U.		264,540,869			264,540,869
Result of the year				52,987,277	52,987,277
Closing balance 2019	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
Shareholder contribution		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

During the period ended on December 31, 2020 and on December 31, 2019, there has been no changes in share capital.

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.

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Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

- 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;

The movements recorded until the period ended 31 December 2019 are summarized as follows:

- The Share Premium has been increased due to the transfer of the 100% of the shares of Ferrovial Servicios S.A. from the sole shareholder of the Company, Ferrovial S.A., on December 20, 2019.
- On 20 December 2020, the Company made an interim distribution on shares of EUR 793,782,101.80 to its sole shareholder, Ferrovial S.A. The distribution was as follows:
 - EUR 228,400,000.00 in cash
 - The Company's receivable from Ferrovial Netherlands BV (FNBV) in the aggregate amount of EUR 415,000,000.00 under an intra-group credit agreement originally entered between Cintra Infrastructures SE as lender and FNBV as borrower;
 - The Company's intra-group credit agreement originally entered between Valivala Holdings BV (merged into Ferrovial Construction International SE on December 17, 2019) as lender and Ferrofin S.L. (Ferrofin) as borrower, with an aggregate value of EUR 8,693,684.55;
 - The Company's receivable from FNBV in the aggregate amount of EUR 12,106,315.45 under an intra-group credit agreement originally entered between Valivala Holdings BV as lender and FNBV as borrower;
 - The Company's current account receivable from Ferrofin in the aggregate amount of EUR 21,982,101.80.
 - The Company's current account receivable from FNBV in the aggregate amount of EUR 103,848,259.58 under an intra-group credit agreement originally entered between Hubco Netherlands BV as lender and FNBV as borrower;
 - The Company's current account receivable from Ferrovial S.A. in the aggregate amount of EUR 3,751,740.42.

Proposal result allocation

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

8. LONG TERM LIABILITIES

Long term borrowings amounting EUR 54,668,840 (EUR 54,355,110 as at December 31, 2019) are 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. It accrues an interest rate on its first interest period for the year under review at a 0.64% rate (2019: 0.71%), with quarterly reviews thereafter. The accrued interest was EUR 314,479 in 2020 (EUR 345,082 euros in 2019).

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

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:

	2020	2019
Group companies current accounts	137,366,101	4,948,103
<i>Trade liabilities due to Group companies</i>	<i>19,087</i>	<i>12,329</i>
<i>Suppliers</i>	<i>92,716</i>	<i>76,575</i>
<i>Others</i>	<i>66,812</i>	<i>0</i>
Others	178,615	88,903
Current Liabilities	137,544,716	5,037,006

9.1 Trade liabilities due to Group companies

Trade liabilities due to Group companies		
Entity	2020	2019
Ferrovial S.A.	10,758	10,758
Ferrovial Corporación S.A.	8,329	1,571
Trade liabilities due to Group companies	19,087	12,329

9.2 Group companies current accounts

Group companies current accounts		
Name	2020	2019
Ferrovial S.A.	126,156,044	0
Ferrovial Netherlands BV	11,125,809	515,542
Ferrovial Corporación S.A.	83,500	0
Ferrofin S.L.	749	0
Ferrovial Construction International SE	0	3,422,967
407 Toronto Highway	0	1,009,490
Cintra Global SE	0	104
Group Companies debt	137,366,101	4,948,103

The significant amount due to Ferrovial S.A. is related to the dividend declared on December 30, 2020. The portion declared in cash was EUR 204,904,203 (see note 12) and was partially paid as at December 31, 2020.

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

9.3 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		
	2020	2019
Ferrofin SL	-314,479	-345,082
Ferrovial S.A.	-479	-7,046
Ferrovial Netherlands BV	-14,335	-31
Ferrovial Services Internacional SE	0	-6
Ferrovial Airports International SE	-115	0
Total expense	-329,409	-352,165

10. TURNOVER

The turnover consists of the office cost centralized by the Company as head of the entities seated in the Netherlands and recharges those costs to these entities together with management services. 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.

	2020	2019
Guarantee charges to group companies	597,344	29,005
Other income from group companies	2,314,259	94,252
Total Turnover	2,911,603	123,257

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

	2020	2019
The Netherlands	2,616,604	94,251
Chile	0	29,005
USA	223,877	
Spain	59,495	
Canada	3,966	
Australia	4,106	
Puerto Rico	3,556	
Total Turnover	2,911,603	123,256

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

11. GENERAL AND ADMINISTRATIVE EXPENSES

Description	2020	2019
Personnel expenses	-965,999	-883,850
Auditors and consultants	-183,494	-86,660
Rent costs	-337,380	-88,623
Temporary work agencies	-79,676	-17,810
Other interco costs charged (IT)	-92,957	-28,748
Others	-56,743	-8,557
Other expenses	-566,756	-143,738
General and administrative expenses	-1,716,249	-1,114,248

12. RESULT ON PARTICIPATIONS IN SUBSIDIARIES

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:

	Paid in cash	Paid in Kind	Total
Ferrovial Airports International SE		7,000,000	7,000,000
Cintra Infrastructures SE	193,320,297	283,533,044	476,853,341
Ferrovial Servicios SAU	11,583,906		11,583,906
Result on participations in subsidiaries	204,904,203	290,533,044	495,437,248

- 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

On December 20, 2019, the Board of Directors of the following subsidiaries declared an interim dividend for a total amount of EUR 444,000,000 to its sole shareholder, according to the following:

	Paid in cash	Paid in Kind	Total
Ferrovial Airports International SE	90,400,000	107,600,000	198,000,000
Cintra Infrastructures SE	138,000,000	108,000,000	246,000,000
Result on participation's subsidiaries	228,400,000	215,600,000	444,000,000

- Ferrovial Airports International SE: EUR 198,000,000 on the basis of:
 - Payment in cash amounting EUR 90,400,000,
 - Assignment of receivables from Ferrovial Netherlands BV for EUR 103,848,260
 - Assignment of receivables from Ferrovial S.A., for EUR 3,751,740

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

-	Cintra Infrastructures SE: EUR 246,000,000			
	➤ Payment in cash amounting EUR 138,000,000 EUR			
	➤ Assignment of the intercompany loan with Ferrovial Netherlands BV: EUR 108,000,000			
		Paid in cash	Paid in Kind	Total
	Ferrovial Airports International SE	90,400,000	107,600,000	198,000,000
	Cintra Infrastructures SE	138,000,000	108,000,000	246,000,000
	Result on participation's subsidiaries	228,400,000	215,600,000	444,000,000

13. IMPAIRMENT OF FIXED ASSETS

The result on impairment of fixed assets amounting to EUR -101,788,858 in December 31,2020, is related to Ferrovial Services International SE (EUR -101,098,653) and Ferrovial Ventures Netherlands BV (EUR -690,205), both commented in note 4.

The result on impairment of fixed assets amounting to EUR -389,423,528 in December 31,2019, is related to Ferrovial Services International SE due to the sale of Ferrovial Services Australia.

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 and impairment and disposals of non-current assets which are tax exempted. In the Netherlands there are two taxable income brackets: a lower rate of 16.5% applies to the first income bracket in 2020 and 19% in 2019, which consists of taxable income up to EUR 200,000. The standard rate of 25% applies to the excess of the taxable income.

The calculation for corporate income tax is as follows:

Description	2020	2019
Result before Corporate Income Tax	394,183,121	52,472,854
Less: participation exemption	-495,437,248	-444,000,000
Less: impairment losses	101,788,858	389,423,528
Taxable amount	534,731	-2,103,618

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

	Taxable amount	Corporate income tax
	2019	2019
Applicable rate (200,000€)	-200,000	38,000
Applicable rate 25%	-1,903,618	476,423
Total 2019	-2,103,618	514,423

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

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 members of the administrative organ do not expect any liability to arise as a result of these guarantees.

At 31 December 2020, the balance amounted to EUR 2,855,661 thousand (2019: EUR 3,655,163 thousand), and is detailed in the following table:

Project	Type	2020	2019
Broadspectrum US	Performance	25,062,124	81,532,975
Pacific Higway Warrell Creek	Performance	7,943,505	7,971,182
Highway 407 East Phase I	Performance	2,361,571	3,403,840
Ferrovial Construction (Puerto Rico)	Performance	16,563,467	38,492,733
California Rail Builders LLC	Performance	135,777,634	145,843,195
Denver Airport	Performance	0	202,600,410
I-66	Performance	453,720,508	467,539,407
SH99 Grand Parkway	Performance	201,123,789	363,189,634
Pepper Lawson	Performance	0	502,647,161
Ferrovial Construction US	Performance	265,719,634,03	22,264
LBJ	Performance	56,779,881	58,509,217
I285	Performance	145,902,957	204,804,341
I-77	Performance	1,620,127	8,910,102
NTE	Performance	33,849,420	34,880,367
Webber Barrier Services	Performance	1,892,748	1,950,395
Webber	Performance	907,749,599	1,024,765,919
Cadagua US	Performance	45,804	31,169
NTE Extension	Performance	465,838,986	442,271,329
FB Serwis	Financial	7,209,710	1,094,937
Car sharing	Financial	9,436	16,082
Services USA	Performance	69,803,189	0
Services Canada	Performance	932,446	0
Total bonding		2,799,906,534	3,590,476,656
Ferrovial Construction (Colombia)	Performance	13,072,679	14,829,237
BlackBird Maintenance 407	Performance	718,774	567,709
BlackBird Infrastructures	Performance	1,087,851	1,018,875
Cintra NTE M.P. SEGMENTS	Performance	28,705,983	32,795,848
Ferrovial Power Infrastructures	Performance	12,169,184	15,475,383
Other guarantees		55,754,472	64,687,053
Total		2,855,661,006	3,655,163,709

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

Fiscal unity

The Company forms a fiscal unity since December 15, 2018 for corporate income tax purposes together with Ferrovial Construction International SE, Ferrovial Services Netherlands B.V., Ferrovial Services International SE, Ferrovial Airports International SE, Ferrovial Transco International BV, Cintra Infrastructures SE, Cintra Global SE, 407 Toronto Highway B.V., Hubco Netherlands. B.V., Ferrovial Airports FMM B.V., Ferrovial Ventures Netherlands BV and Ferrovial Netherlands B.V.

Rent contract

The Company has a rent contract which relates to the offices of the Ferrovial's Dutch entities. At 31 December 2020, the total costs amounted to EUR 337,380, and currently the contract in place has a commitment until August 2022.

16. NUMBER OF EMPLOYEES AND PERSONNEL EXPENSES

During the period under review, the average number of employees was 5.4 (2019: 3.5). The total personnel costs were EUR 965.999 (2019: EUR 883,850), including wage tax accrued for EUR 233,999 (2019: EUR 233,999) and social security charges for EUR 238,329 (2019: EUR 37,069). There were no pension charges.

17. IMPACT OF COVID-19

The COVID-19 pandemic had a very significant impact on Ferrovial's businesses, particularly Airports and Toll roads. Most of Ferrovial's business is conducted in countries that are exposed to a greater or lesser extent to COVID-19 outbreaks and have implemented drastic measures such as states of emergency, border closures to international travelers and restrictions on the movements of their own citizens.

These measures have caused a reduction in consumption, commercial activities and industrial production, seriously affecting the countries' economies and pushing down demand for Ferrovial's services. This has impacted mobility services in particular, though not exclusively. As indicated previously, the main uncertainties caused by COVID-19 relate to infrastructure projects (tolls roads and airports), due to the drastic reduction in toll road traffic caused by the restrictions imposed on mobility and in the number of airport passengers. Deep detail of the Impact on the financial statements for 2020 and mitigating measures adopted is provided in Ferrovial's integrated annual report for 2020, 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 freeze, promotion of working from home and electronic commerce (in this case, the impact is positive due to the increase 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.

Impact on asset impairment

As indicated previously, the main uncertainties caused by COVID-19 relate to infrastructure projects (tolls roads and airports), due to the drastic reduction in toll road traffic caused by the restrictions imposed on mobility and in the number of airport passengers.

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

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2020

(in EUR)

This situation and the uncertainties as to future trends are relevant when analysing possible impairment loss on the assets used in these activities. Impairment tests were carried out on the main toll road and airport assets, as well as the goodwill recognised in the balance sheet relating to the investments in Webber, Budimex and Transchile.

As regards the short- and medium-term impact of COVID-19 on the main toll road assets, provided that herd immunity is achieved in 2021, along with a subsequent economic recovery, we expect that this will lead to a faster recovery in traffic.

In the case of airports, in the base case recovery of traffic levels is expected to be slower than in toll roads, in view of the uncertainty generated by COVID-19. AGS traffic levels are not expected to return to 2019 levels before 2025 and HAH traffic levels are not expected to recover over the course of H7, which completes in 2026. There is considerable uncertainty due to the impact on traffic of government or international decisions restricting or preventing passenger flows, so any estimate will have to be reviewed periodically.

The discount rates used in the impairment testing were determined by analysing trends in the main market parameters, having decided to increase the discount rate by between 25 and 50 basis points with respect to pre-COVID levels. Despite the fall in the risk-free rate in Ferrovial International's main markets, the recent increase in risk perception and in returns expected by investors, caused by the pandemic, justify raising cost of capital. It should be noted that the Company uses conservative parameters in order to arrive at a normalised risk-free rate (normalised risk-free rates are between 100 and 200 basis points above the spot rate).

Finally, in the Services business, fair value was updated since the assets are held for sale. The delay in completion is due to the impact of the COVID-19 crisis.

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 analyzed 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. 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 2021 and at the date of preparation of these annual accounts, the Company received funds in several tranches for the amount of USD 628,330,000 from its sole shareholder Ferrovial S.A. by way of a share premium contribution and upon receipt thereof the Company made a capital contribution in the same amount into its subsidiary Cintra Infrastructure SE, to enable the latter, in its turn, to increase the financial capability of certain US subsidiaries.

2020 dividend distributions

From balance sheet date and to the date of the preparation of these financial statements, part of the 2020 interim distributions from Cintra Infrastructures SE were wire transferred for the amount of USD 79 million. This amount was consequently, paid to Ferrovial S.A. as part of the dividend declared in 2020 to the shareholder. The remaining amount due is USD 75 million was pending till the withholding tax is released.

FERROVIAL INTERNATIONAL SE

Notes to the Balance Sheet and Income Statement as at December 31st, 2020

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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.

On March 6, 2020 Yanisa Saengchan resigned and on March 17, 2020 Armstrong Agbor Ebot resigned as managing director. On March 21, 2020 Elena Martín Romero and Míriam Sanz Santiuste were appointed as executive managing directors A of the Company.

The Managing Directors.

Luis Alberto Pascual Oliva

María Elena Martín Romero

Míriam Sanz Santiuste

Amsterdam, 29 October 2021

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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