

ACS, Actividades de Construcción y Servicios, S.A. and Subsidiaries

Consolidated Financial
Statements for the year ended
31 December 2012 and
Directors' Report, together with
Independent Auditors' Report

Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group (see Notes 2 and 39). In the event of a discrepancy, the Spanish-language version prevails.

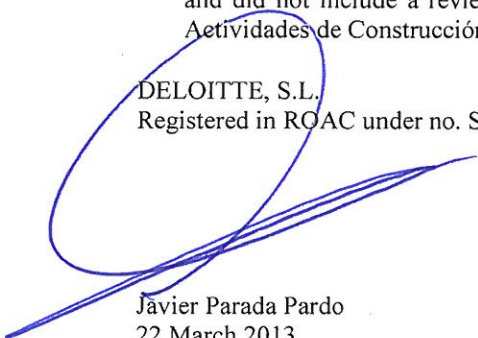
Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of consolidated financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Group (see Notes 2 and 39). In the event of a discrepancy, the Spanish-language version prevails.

AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

To the Shareholders of
ACS, Actividades de Construcción y Servicios, S.A.:

1. We have audited the consolidated financial statements of ACS, Actividades de Construcción y Servicios, S.A. and Subsidiaries, which comprise the consolidated statement of financial position at 31 December 2012 and the related consolidated income statement, consolidated statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows and notes to the consolidated financial statements for the year then ended. As indicated in Note 2.1 to the accompanying consolidated financial statements, the Parent's directors are responsible for the preparation of the Group's consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and the other provisions of the regulatory financial reporting framework applicable to the Group. Our responsibility is to express an opinion on the consolidated financial statements taken as a whole based on our audit work performed in accordance with the audit regulations in force in Spain, which require examination, by means of selective tests, of the evidence supporting the consolidated financial statements and evaluation of whether their presentation, the accounting principles and policies applied and the estimates made comply with the applicable regulatory financial reporting framework.
2. In our opinion, the accompanying consolidated financial statements for 2012 present fairly, in all material respects, the consolidated equity and consolidated financial position of ACS, Actividades de Construcción y Servicios, S.A. and Subsidiaries at 31 December 2012, and the consolidated results of their operations and their consolidated cash flows for the year then ended, in conformity with International Financial Reporting Standards as adopted by the European Union and the other provisions of the regulatory financial reporting framework applicable to the Group.
3. The accompanying consolidated directors' report for 2012 contains the explanations which the Parent's directors consider appropriate about the Group's situation, the evolution of its business and other matters, but is not an integral part of the consolidated financial statements. We have checked that the accounting information in the consolidated directors' report is consistent with that contained in the consolidated financial statements for 2012. Our work as auditors was confined to checking the consolidated directors' report with the aforementioned scope, and did not include a review of any information other than that drawn from the accounting records of ACS, Actividades de Construcción y Servicios, S.A. and Subsidiaries.

DELOITTE, S.L.
Registered in ROAC under no. S0692



Javier Parada Pardo
22 March 2013

ACS, Actividades de Construcción y Servicios, S.A. and Subsidiaries

Consolidated Financial Statements for the year ended 31 December 2012, prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and Consolidated Directors' Report

ACS, Actividades de Construcción y Servicios, S.A. and Subsidiaries

Consolidated Financial Statements for the year ended 31 December 2012, prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union

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ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2012

| ASSETS | Note | Thousands of Euros | |
|---|--------------|--------------------|-------------------|
| | | 31/12/2012 | 31/12/2011 |
| NON-CURRENT ASSETS | | 15,172,747 | 20,039,669 |
| Intangible assets | 04 | 4,540,185 | 4,753,432 |
| Goodwill | | 2,559,822 | 2,496,438 |
| Other intangible assets | | 1,980,363 | 2,256,994 |
| Tangible assets - property, plant and equipment | 05 | 2,950,977 | 3,343,538 |
| Non-current assets in projects | 06 | 729,893 | 834,692 |
| Investment property | 07 | 71,086 | 79,511 |
| Investments accounted for using the equity method | 09 | 1,731,614 | 1,569,911 |
| Non-current financial assets | 10 | 1,848,469 | 7,351,522 |
| Long-term deposits | 10 and 18 | 362,722 | - |
| Derivative financial instruments | 22 | 470,697 | 23,739 |
| Deferred tax assets | 26.06 | 2,467,104 | 2,083,324 |
| CURRENT ASSETS | | 26,390,629 | 27,947,941 |
| Inventories | 11 | 1,920,115 | 1,774,714 |
| Trade and other receivables | 12 | 11,414,486 | 10,703,493 |
| Trade receivables for sales and services | | 10,158,368 | 9,625,068 |
| Other receivable | | 1,173,250 | 951,857 |
| Current tax assets | 26 | 82,868 | 126,568 |
| Other current financial assets | 10 | 1,705,449 | 3,006,222 |
| Derivative financial instruments | 22 | 9,014 | - |
| Other current assets | 13 | 212,238 | 221,278 |
| Cash and cash equivalents | 14 | 4,527,836 | 4,155,177 |
| Non-current assets held for sale and discontinued operations | 03.09 | 6,601,491 | 8,087,057 |
| TOTAL ASSETS | | 41,563,376 | 47,987,610 |

The accompanying notes 01 to 39 and Appendices I to IV are an integral part of the consolidated statement of financial position at 31 December 2012.

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2012

| EQUITY AND LIABILITIES | Note | Thousands of Euros | |
|--|-------|--------------------|-------------|
| | | 31/12/2012 | 31/12/2011 |
| EQUITY | 15 | 5,711,508 | 6,191,264 |
| SHAREHOLDERS' EQUITY | | 3,382,358 | 5,682,274 |
| Share capital | | 157,332 | 157,332 |
| Share premium | | 897,294 | 897,294 |
| Reserves | | 4,828,866 | 4,709,557 |
| (Treasury shares and equity interests) | | (574,696) | (760,651) |
| Profit for the period of the parent | | (1,926,438) | 961,940 |
| (Interim dividend) | | - | (283,198) |
| ADJUSTMENTS FOR CHANGES IN VALUE | | (725,840) | (2,363,192) |
| Available-for-sale financial assets | | 154 | (1,839,361) |
| Hedging instruments | | (801,806) | (648,120) |
| Exchange differences | | 75,812 | 124,289 |
| EQUITY ATTRIBUTED TO THE PARENT | | 2,656,518 | 3,319,082 |
| NON-CONTROLLING INTERESTS | | 3,054,990 | 2,872,182 |
| NON-CURRENT LIABILITIES | | 10,917,000 | 13,476,553 |
| Grants | 16 | 54,215 | 58,132 |
| Non-current provisions | 20 | 1,892,041 | 2,033,463 |
| Non-current financial liabilities | | 6,956,583 | 9,604,305 |
| Bank borrowings, debt instruments and other marketing securities | 17 | 5,745,365 | 3,605,979 |
| Project finance with limited recourse | 18 | 1,103,847 | 5,888,061 |
| Other financial liabilities | 19 | 107,371 | 110,265 |
| Derivative financial instruments | 22 | 594,363 | 421,705 |
| Deferred tax liabilities | 26.06 | 1,232,499 | 1,174,599 |
| Other non-current liabilities | | 187,299 | 184,349 |
| CURRENT LIABILITIES | | 24,934,868 | 28,319,793 |
| Current provisions | 20 | 1,213,613 | 1,268,481 |
| Current financial assets | | 4,591,375 | 6,891,279 |
| Bank borrowings, debt, and other held-for-trading liabilities | 17 | 3,943,345 | 6,271,497 |
| Project finance with limited recourse | 18 | 278,575 | 77,432 |
| Other financial liabilities | 19 | 369,455 | 542,350 |
| Derivative financial instruments | 22 | 23,865 | - |
| Trade and other payables | 23 | 14,741,614 | 14,560,695 |
| Suppliers | | 8,726,149 | 8,186,905 |
| Other payables | | 5,945,128 | 6,285,641 |
| Current tax liabilities | 26 | 70,337 | 88,149 |
| Other current liabilities | 24 | 275,121 | 603,997 |
| Liabilities relating to non-current assets held for sale and discontinued operations | 03.09 | 4,089,280 | 4,995,341 |
| TOTAL EQUITY AND LIABILITIES | | 41,563,376 | 47,987,610 |

The accompanying notes 01 to 39 and Appendices I to IV are an integral part of the consolidated statement of financial position at 31 December 2012.

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. AND SUBSIDIARIES**CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2012**

| | Note | Thousands of Euros | |
|---|-----------------|--------------------|-------------------|
| | | 31/12/2012 | 31/12/2011 |
| REVENUE | 27 | 38,396,178 | 28,471,883 |
| Changes in inventories of finished goods and work in progress | | 83,704 | (219,903) |
| Capitalised expenses of in-house work on assets | 27 | 25,581 | 17,494 |
| Procurements | 28.01 | (23,918,513) | (17,767,484) |
| Other operating income | | 403,684 | 518,922 |
| Staff costs | 28.02 | (8,680,555) | (6,318,521) |
| Other operating expenses | | (3,265,407) | (2,419,658) |
| Depreciation and amortisation charge | 04,05,06 and 07 | (1,468,872) | (953,952) |
| Allocation of grants relating to non-financial assets and others | 16 | 3,550 | 4,525 |
| Impairment and gains on the disposal of non-current assets | | 36,913 | (40,289) |
| Other profit or loss | | (24,766) | 81,134 |
| OPERATING INCOME | | 1,591,497 | 1,374,151 |
| Finance income | 28.06 | 507,853 | 521,055 |
| Financial costs | | (1,289,785) | (1,216,514) |
| Changes in the fair value of financial instruments | 22 and 28.05 | 105,476 | (98,195) |
| Exchange differences | | 219 | (22,152) |
| Impairment and gains or losses on the disposal of financial instruments | 29 | (3,769,932) | 367,087 |
| FINANCIAL RESULT | | (4,446,169) | (448,719) |
| Results of companies accounted for using the equity method | 09 | 339,353 | 318,469 |
| PROFIT BEFORE TAX | | (2,515,319) | 1,243,901 |
| Income tax | 26.04 | 1,003,104 | (181,220) |
| PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS | | (1,512,215) | 1,062,681 |
| Profit after tax from discontinued operations | (*) | 107,465 | 45,690 |
| PROFIT FOR THE PERIOD | | (1,404,750) | 1,108,371 |
| Profit attributed to non-controlling interests | 15.07 | (521,677) | (146,528) |
| Profit from discontinued operations attributable to non-controlling interests | 15.07 | (11) | 97 |
| PROFIT ATTRIBUTABLE TO THE PARENT | | (1,926,438) | 961,940 |

| | | | |
|--|-------|---------|--------|
| (**) Profit after tax from discontinued operations attributable to non-controlling interests | 03.09 | 107,454 | 45,787 |
|--|-------|---------|--------|

EARNINGS PER SHARE

| | | Euros per Share | |
|---|----|-----------------|------------|
| | | 31/12/2012 | 31/12/2011 |
| Basic earnings per share | 31 | -6.61 | 3.24 |
| Diluted earnings per share | 31 | -6.61 | 3.24 |
| Basic earnings per share from discontinued operations | 31 | 0.37 | 0.15 |
| Basic earnings per share from continuing operations | 31 | -6.98 | 3.09 |

The accompanying notes 01 to 39 and Appendices I to IV are an integral part of the consolidated income statement at 31 December 2012.

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2012

| | Thousands of Euros | | | | | |
|---|--------------------|------------------------------|--------------------|--------------------|------------------------------|--------------------|
| | 31/12/2012 | | | 31/12/2011 | | |
| | Of the Parent | Of non-controlling interests | Total | Of the Parent | Of non-controlling interests | Total |
| A) Total consolidated profit | (1,926,438) | 521,688 | (1,404,750) | 961,940 | 146,431 | 1,108,371 |
| Profit/(Loss) from continuing operations | (2,033,892) | 521,677 | (1,512,215) | 916,153 | 146,528 | 1,062,681 |
| Profit/(Loss) from discontinued operations | 107,454 | 11 | 107,465 | 45,787 | (97) | 45,690 |
| B) Income and expenses recognised directly in equity | (1,252,253) | (71,623) | (1,323,876) | (1,082,158) | 20,811 | (1,061,347) |
| Measurement of financial instruments | (1,314,582) | 7,852 | (1,306,730) | (896,832) | (10,520) | (907,352) |
| Cash flow hedges | (289,663) | (5,195) | (294,858) | (523,700) | (75,197) | (598,897) |
| Exchange differences | (48,421) | (27,752) | (76,173) | (7,017) | 111,891 | 104,874 |
| Arising from actuarial profit and loss and losses | (69,242) | (64,574) | (133,816) | (25,330) | (46,340) | (71,670) |
| Tax effect | 469,655 | 18,046 | 487,701 | 370,721 | 40,977 | 411,698 |
| C) Transfers to profit or loss | 2,844,907 | 11,793 | 2,856,700 | 43,278 | (8,777) | 34,501 |
| Measurement of financial instruments | 3,925,165 | - | 3,925,165 | - | - | - |
| Cash flow hedges | 117,782 | 16,847 | 134,629 | 133,735 | 15,901 | 149,636 |
| Exchange differences | (56) | - | (56) | (63,603) | (19,195) | (82,798) |
| Tax effect | (1,197,984) | (5,054) | (1,203,038) | (26,854) | (5,483) | (32,337) |
| TOTAL COMPREHENSIVE INCOME FOR THE YEAR | (333,784) | 461,858 | 128,074 | (76,940) | 158,465 | 81,525 |

The accompanying notes 01 to 39 and Appendices I to IV are an integral part of the consolidated statement of comprehensive income at 31 December 2012.

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**FOR THE YEAR ENDED 31 DECEMBER 2012**

| | Miles de Euros | | | | | | | | |
|---|----------------|----------------|--------------------------------------|------------------|-----------------------|--|------------------|---------------------------|------------------|
| | Share capital | Share premium | Retained earnings and other reserves | Treasury shares | Valuation adjustments | Profit/(Loss) attributed to the Parent | Interim dividend | Non-controlling interests | TOTAL |
| Balance at 31 December 2010 | 157,332 | 897,294 | 4,118,719 | (683,491) | (1,340,666) | 1,312,557 | (283,198) | 263,839 | 4,442,386 |
| Income/(expenses) recognised in equity | - | - | (16,354) | - | (1,022,526) | 961,940 | - | 158,465 | 81,525 |
| Stock options | - | - | 8,709 | - | - | - | - | - | 8,709 |
| Distribution of profit from the prior year | - | - | - | - | - | - | - | - | - |
| To reserves | - | - | 667,495 | - | - | (667,495) | - | - | - |
| To dividends | - | - | 46,714 | - | - | (645,062) | 283,198 | (55,437) | (370,587) |
| Treasury shares | - | - | (892) | (77,160) | - | - | - | - | (78,052) |
| Change in listed investees as a result of actuarial and other gains | - | - | (111,814) | - | - | - | - | - | (111,814) |
| Change in the scope of consolidation and other effects of a lesser amount | - | - | (3,020) | - | - | - | - | 2,505,315 | 2,502,295 |
| 2010 interim dividend | - | - | - | - | - | - | (283,198) | - | (283,198) |
| Balance at 31 December 2011 | 157,332 | 897,294 | 4,709,557 | (760,651) | (2,363,192) | 961,940 | (283,198) | 2,872,182 | 6,191,264 |
| Income/(expenses) recognised in equity | - | - | (44,698) | - | 1,637,352 | (1,926,438) | - | 461,858 | 128,074 |
| Capital increases/(reductions) | 3,666 | - | (3,666) | - | - | - | - | - | - |
| Stock options | - | - | 8,709 | - | - | - | - | - | 8,709 |
| Distribution of profit from the prior year | - | - | - | - | - | - | - | - | - |
| To reserves | - | - | 462,045 | - | - | (462,045) | - | - | - |
| To dividends | - | - | 24,143 | - | - | (499,895) | 283,198 | (178,907) | (371,461) |
| Treasury shares | (3,666) | - | (266,043) | 185,955 | - | - | - | - | (83,754) |
| Change in listed investees as a result of actuarial and other gains | - | - | (54,773) | - | - | - | - | - | (54,773) |
| Change in the scope of consolidation and other effects of a lesser amount | - | - | (6,408) | - | - | - | - | (100,143) | (106,551) |
| Balance at 31 December 2012 | 157,332 | 897,294 | 4,828,866 | (574,696) | (725,840) | (1,926,438) | - | 3,054,990 | 5,711,508 |

The accompanying notes 01 to 39 and Appendices I to IV are an integral part of the consolidated statement of changes in equity at 31 December 2012.

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. AND SUBSIDIARIES**CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2012**

| | Thousands of Euros | |
|---|--------------------|------------------|
| | 31/12/2012 | 31/12/2011 |
| A) CASH FLOWS FROM OPERATING ACTIVITIES | 1,299,550 | 1,286,649 |
| 1. Profit/(Loss) before tax | (2,515,319) | 1,243,901 |
| 2. Adjustments for: | 4,688,045 | 1,463,613 |
| Depreciation and amortisation charge | 1,468,872 | 953,952 |
| Other adjustments to profit (net) (Note 3.23) | 3,219,173 | 509,661 |
| 3. Changes in working capital | (206,989) | (884,922) |
| 4. Other cash flows from operating activities: | (666,187) | (535,943) |
| Interest payable | (1,297,728) | (1,225,747) |
| Dividends received | 542,588 | 541,434 |
| Interest received | 242,574 | 313,760 |
| Income tax payment/proceeds | (153,621) | (165,390) |
| B) CASH FLOWS FROM INVESTING ACTIVITIES | 2,285,124 | (454,907) |
| 1. Investment payables: | (2,496,027) | (2,146,363) |
| Group companies, associates and business units | (515,952) | 836,351 |
| Property, plant and equipment, intangible assets and property investments | (1,749,222) | (2,317,385) |
| Other financial assets | (135,468) | (364,185) |
| Other assets | (95,385) | (301,144) |
| 2. Divestment: | 4,781,151 | 1,691,456 |
| Group companies, associates and business units | 1,457,507 | 1,052,974 |
| Property, plant and equipment, intangible assets and investment property | 640,884 | 612,722 |
| Other financial assets | 2,678,297 | 12,149 |
| Other assets | 4,463 | 13,611 |
| C) CASH FLOWS FROM FINANCING ACTIVITIES | (3,174,971) | 695,476 |
| 1. Equity instrument proceeds (and payment): | (83,754) | (253,788) |
| Acquisition | (155,880) | (279,253) |
| Disposal | 72,126 | 25,465 |
| 2. Liability instrument proceeds (and payment): | (2,323,237) | 1,687,448 |
| Issue | 4,584,893 | 3,914,476 |
| Refund and repayment | (6,908,130) | (2,227,028) |
| 3. Dividends paid and remuneration relating to other equity instruments: | (639,150) | (613,858) |
| 4. Other cash flows from financing activities: | (128,830) | (124,326) |
| Other financing activity proceeds and payables: | (128,830) | (124,326) |
| D) EFFECT OF CHANGES IN EXCHANGE RATES | (37,044) | 175,389 |
| E) NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS | 372,659 | 1,702,607 |
| F) CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR | 4,155,177 | 2,452,570 |
| G) CASH AND CASH EQUIVALENTS AT END OF THE YEAR | 4,527,836 | 4,155,177 |

| | | |
|--|---------------|----------|
| 1. CASH FLOWS FROM OPERATING ACTIVITIES | - | 14,016 |
| 2. CASH FLOWS FROM INVESTING ACTIVITIES | 80,860 | - |
| 3. CASH FLOWS FROM FINANCING ACTIVITIES | - | (14,016) |
| CASH FLOWS FROM DISCONTINUED OPERATIONS | 80,860 | - |

CASH AND CASH EQUIVALENTS AT YEAR END

| | | |
|--|------------------|------------------|
| Cash and banks | 3,583,950 | 3,086,946 |
| Other financial assets | 943,886 | 1,068,231 |
| TOTAL CASH AND CASH EQUIVALENTS AT YEAR END | 4,527,836 | 4,155,177 |

The accompanying notes 01 to 39 and Appendices I to IV are an integral part of the consolidated statement of cash flows at 31 December 2012.

ACS, Actividades de Construcción y Servicios, S.A. and Subsidiaries

Notes to the Consolidated Financial Statements for the year ended 31 December 2012

01. Group Activity

ACS, Actividades de Construcción y Servicios, S.A., the Parent, is a company incorporated in Spain in accordance with the Spanish Public Limited Liability Companies Law, and its registered office is at Avda. de Pío XII, 102, 28036 Madrid.

In addition to the operations carried on directly thereby, ACS, Actividades de Construcción y Servicios, S.A. is the head of a group of subsidiaries that engage in various business activities and which compose, together with the Company, the ACS Group. Therefore, ACS, Actividades de Construcción y Servicios, S.A. is obliged to prepare, in addition to its own individual financial statements, the Group's consolidated financial statements, which also include the interests in joint ventures and investments in associates.

In accordance with its company object, the main business activities of ACS, Actividades de Construcción y Servicios, S.A., the Parent of the ACS Group, are as follows:

1. The business of constructing all kinds of public and private works, as well as the provision of services, for the conservation, maintenance and operation of motorways, highways, roads and, in general any type of public or private ways and any other type of works, and any kind of industrial, commercial and financial actions and operations which bear a direct or indirect relationship thereto.
2. The promotion, construction, restoration and sale of housing developments and all kinds of buildings intended for industrial, commercial or residential purposes, either alone or through third parties. The conservation and maintenance of works, facilities and services, whether urban or industrial.
3. The direction and execution of all manner of works, facilities, assemblies and maintenance related to production plants and lines, electric power transmission and distribution, substations, transformation, interconnection and switching centres, generation and conversion stations, electric, mechanical and track installations for railways, metros and light rail, railway, light rail and trolleybus electrification, electric dam installations, purifying plants, drinking water treatment plants, wharfs, ports, airports, docks, ships, shipyards, platforms, flotation elements, and any other elements for diagnostics, tests, security and protection, controls for interlocking, operating, metering - either directly remotely - for industries and buildings as well as those suited to the above listed, facilities, electrification, public lighting and illumination, electric installations in mines, refineries and explosive environments; and in general all manner of, facilities related to the production, transmission, distribution, upkeep, recovery and use of electric energy in all its stages and systems, as well as the operation repair, replacement and upkeep of the components thereof. Control and automation of all manner of electric networks and installations, remote controls and computer equipment required for the management, computerization and rationalisation of all kinds of energy consumption.
4. The direction and execution of all manner of works, facilities, assemblies and maintenance related to the electronics of systems and networks for telephone, telegraph, signalling and S.O.S. communications, civil defence, defence and traffic, voice and data transmission and use, measurements and signals, as well as propagation, broadcast, repetition and reception of all kinds of waves, antennas, relays, radio-links, navigation aids, equipment and elements required for the execution of such works, assemblies and facilities.
5. The direction and execution of all manner of works, facilities, assemblies and maintenance related to the development, production, transformation, storage, transmission, channelling, distribution, use, metering and maintenance of any other kind of energy and energy product, and of any other energy that may be used in the future, including the supply of special equipment, elements required for installation and erection, and materials of all kinds.
6. The direction and execution of all manner of works, assemblies, facilities and maintenance of hydroelectric works to develop, store, raise, drive or distribute water, and its piping, transport and distribution, including water and gas treatment facilities.
7. The direction and execution of all manner of works, assemblies, facilities and maintenance for developing, transporting, channelling and distributing liquid and solid gases for all kinds of uses.
8. The direction and execution of all manner of works, assemblies, facilities and maintenance of ventilation, heating, air conditioning and refrigeration works and works to improve the environment, for all kinds of uses.
9. The direction and execution of all manner of works, facilities, assemblies and maintenance related to cable cars, gondola lifts, chair lifts and aerial lifts for both passenger and material transport by means of systems of cables or any type of mechanical element. The retrieval of ships and submerged elements, maritime salvages, ship breaking, naval fleet repairs, repairs and assembly of engines and mechanical elements for ships, and underwater work and sale of aquatic and sports material.

10. The manufacture, transformation, processing, handling, repair, maintenance and all manner of operations of an industrial nature for commercialisation related to machinery, elements, tools, equipment, electric protection material, bare and insulated conductors, insulators, metal fittings, machines, tools and auxiliary equipment for assemblies and installation of railways, metros and light trains, electric power transmission and distribution plants, lines and networks and for telephone and telegraph communications, telecommunication, security, traffic, telematics and voice and data transmission systems; of elements and machines for the development, transformation, transmission and use of all kinds of energies and energy products; of fluid and gas lift pumps, piping and other elements, mechanisms, accessory instruments, spare parts and materials required for execution and performance of any industrial, agricultural, naval, transport, communication and mining works, facilities and assemblies and others listed in the preceding paragraphs. The production, sale and use of electricity and of other energy sources and the performance of studies relating thereto, and the production, exploration, sale and use of all manner of solid, liquid or gaseous primary energy resources, including specifically all forms and kinds of hydrocarbons and natural, liquefied or any other type of gas. Energy planning and rationalisation of the use of energy and combined heat and power generation. The research, development and exploitation of communications and information technologies in all their facets.
11. The manufacture, installation, assembly, erection, supply, maintenance and commercialisation of all kinds of products and elements pertaining to or derived from concrete, ceramics, resins, varnishes, paints, plastics or synthetic materials; as well as metal structures for industrial plants and buildings, bridges, towers and supports of metal or reinforced concrete or any synthetic material for all manner of communications and electric power transmission or distribution, or any other class of energy material or product related to all types of energy.
12. The manufacture, preparation, handling and finishing, diagnosis, treatment and impregnation for protection and preservation and sale of wood in general, and especially of posts used for electric, telephone and telegraph lines, impregnation or servicing for mine and gallery timbering, building supports, construction woodwork, crossties for railways and barricades, and the production and commercialisation of antiseptic products and running of procedures for preserving wood, elements, tools and equipment of this nature. The acquisition, provision, application and use of paints, varnishes, coverings, plating and, in general, construction materials.
13. The management and execution of reforestation and agricultural and fishery restocking works, as well as the maintenance and improvement thereof. Landscaping, planting, revegetation, reforestation, maintenance and conservation of parks, gardens and accessory elements.
14. The manufacture, installation, distribution and use in any way of all manner of ads and advertising supports. The design, construction, fabrication, installation, maintenance, cleaning, upkeep and advertising use of all manner of street furniture and similar elements.
15. The provision of all manner of public and private services of an urban nature, including the execution of any necessary works and facilities, either by administrative concession or leasing. The treatment, recycling and recovery of all kinds of urban, urban-similar, industrial and sanitary waste; the treatment and sale of waste products, as well as the management and operation of waste treatment and transfer plants. Drafting and processing of all manner of environment-related projects.
16. The cleaning services for buildings, constructions and works of any kind, of offices, commercial premises and public places. Preparation, upkeep, maintenance, sterilisation, disinfection and extermination of rodents. Cleaning, washing, ironing, sorting and transportation of clothing.
17. Furniture assemblies and installations, including tables, shelves, office material, and similar or complementary objects.
18. Transports of all kinds, especially ground transportation of passengers and merchandise, and the activities related thereto. Management and operation, as well as provision of auxiliary and complementary services, of all manner of buildings and properties or complexes for public or private use, intended for use as service areas or stations, recreational areas, and bus or intermodal transportation stations.
19. The provision of integral health care and social assistance services by qualified personnel (physicians, psychologists, educators, university graduates in nursing, social workers, physical therapists and therapists) and performance of the following tasks: home care service; tele-home care and social health care; total or partial running or management of homes, day care centres, therapeutic communities and other shelters and rehabilitation centres; transportation and accompaniment of the above-mentioned collectives; home hospitalisation and medical and nursing home care; supply of oxygen therapy, gas control, electro-medicine, and associated activities.
20. Provision of auxiliary services in housing developments, urban properties, industrial facilities, roadway networks, shopping centres, official agencies and administrative departments, sports or recreational facilities, museums, fairgrounds, exhibition galleries, conference and congress halls, hospitals, conventions, inaugurations, cultural and sports centres, sporting, social and cultural events, exhibits, international conferences, general shareholders' and owners' association meetings, receptions,

press conferences, teaching centres, parks, farming facilities (agricultural, livestock and fisheries), forests, rural farms, hunting reserves, recreational and entertainment areas, and in general all kinds of properties and events, by means of porters, superintendents, janitors, ushers, guards or controllers, console operators, auditorium personnel, concierges, receptionists, ticket clerks (including ticket collection), telephone operators, collectors, caretakers, first aid personnel, hostesses and similar personnel or personnel who complement their functions, consisting of the maintenance and upkeep of the premises, as well as attention and service to neighbours, occupants, visitors and/ or users, by undertaking the appropriate tasks, excluding in all cases those which the law reserves for security firms. Collection and tallying of cash, and the making, collection and charging of bills and receipts. The development, promotion, exhibition, performance, acquisition, sale and provision of services in the field of art, culture and recreation, in their different activities, forms, expressions and styles.

21. Provision of emergency, prevention, information, telephone switchboard, kitchen and dining hall services. Opening, closing and custody of keys. Turning on and off, running, supervision, maintenance and repair of engines and heating and air conditioning, electricity and lift installations, water, gas and other supply pipes, and fire protection systems. The operation of rapid communication systems with public assistance services, such as police, firemen, hospitals and medical centres. Fire fighting and prevention services in general, in woodlands, forests, rural farms, and industrial and urban facilities.
22. Integral management or operation of public or private educational or teaching centres, as well as surveillance, service, education and control of student bodies or other educational collectives.
23. Reading of water, gas and electricity meters, maintenance, repair and replacement thereof, monitoring and transcription of readouts, meter inspection, data acquisition and updating, and instalment of alarms. Temperature and humidity measurements on roadways and, in general, all kinds of properties and real estate, and public and private facilities, providing all the controls required for proper upkeep and maintenance thereof, or of the goods deposited or guarded therein.
24. Handling, packing and distribution of food or consumer products; processing, flavouring and distribution of food for own consumption or supply to third parties; servicing, replacement and maintenance of equipment, machinery and dispensing machines of the mentioned products; and participation in operations with raw materials, manufactured goods and supplies.
25. Provision of ground services to passengers and aircraft. Integral logistic freight services, such as: loading, unloading, stowing and unstowing, transport, distribution, placement, sorting, warehouse control, inventory preparation, replacement, control of warehouse stocks and storage of all kinds of merchandise, excluding the activities subject to special legislation. Management and operation of places of distribution of merchandise and goods in general, and especially perishable products, such as fish exchanges and wholesale and retail markets. Reception, docking, mooring and service connections to boats.
26. Direct advertising services, postage and mailing of printed advertising and publicity material and, in general, all kinds of documents and packages, on behalf of the clients.
27. Management, operation, administration, maintenance, upkeep, refurbishment and fitting out of all kinds of concessions in the broadest sense of the word, including those that are part of the concessionary firm's shareholders and those that have any type of contractual relation to develop any of the above-listed activities.
28. The acquisition, holding, use, administration and disposal of all manner of own-account securities, excluding activities that special legislation, and in particular the legislation on the stock market, exclusively ascribes to other entities.
29. To manage and administer fixed-income and equity securities of companies not resident in Spain, through the related organisation of the appropriate material and human resources in this connection.
30. Preparation of all manner of studies, reports and projects, and entering into contracts concerning the activities indicated in this article, as well as supervision, direction and consulting in the execution thereof.
31. Occupational training and recycling of people who provide the services described in the preceding points.

02. Basis of presentation of the Consolidated Financial Statements and basis of consolidation

02.01.- Basis of presentation

The consolidated financial statements for 2012 of the ACS Group were prepared:

- By the Directors of the Parent, at the Board of Directors' Meeting held on 21 March 2013.
- In accordance with International Financial Reporting Standards (IFRSs), as adopted by the European Union, in conformity with Regulation (EC) no. 1606/2002 of the European Parliament and of the Council and subsequent amendments. The consolidation

bases and the principal accounting policies and measurement bases applied in preparing the Group's consolidated financial statements for 2012 are summarised in Notes 02 and 03.

- Taking into account all the mandatory accounting policies and rules and measurement bases with a material effect on the consolidated financial statements, as well as the alternative treatments permitted by the relevant legislation in this connection, which are specified in Note 03 (accounting policies).
- So that they present fairly the Group's consolidated equity and financial position at 31 December 2012, and the results of its operations, the changes in consolidated equity and the consolidated cash flows in the year then ended.
- On the basis of the accounting records kept by the Company and by the other Group companies.

However, since the accounting policies and measurement bases used in preparing the Group's consolidated financial statements for 2012 (IFRSs as adopted by the European Union) differ from those used by the Group companies (local standards), the required adjustments and reclassifications were made on consolidation to unify the policies and methods used and to make them compliant with the International Financial Reporting Standards adopted in Europe.

The ACS Group's consolidated financial statements for 2011, (IFRSs as adopted by the European Union) were approved by the shareholders at the Annual General Meeting of ACS, Actividades de Construcción y Servicios, S.A. held on 31 May 2012.

The resolutions adopted in relation to the approval of these financial statements were challenged by one shareholder who holds 104 shares (0.000033% of the Parent's share capital). The directors of ACS, Actividades de Construcción y Servicios, S.A. believe that the financial statements for 2011 were correctly prepared and ratified by the auditor, and that the challenge is not likely to be upheld.

The 2012 consolidated financial statements of the Group have not yet been approved by the shareholders at the Annual General Meeting. However, the Parent's Board of Directors considers that the aforementioned financial statements will be approved without any material changes.

Responsibility for the information and use of estimates

The information in these consolidated financial statements is the responsibility of the directors of the Group's Parent.

The consolidated financial statements were prepared from the 2012 accounting records of ACS, Actividades de Construcción y Servicios, S.A. and of its Group companies, whose respective separate financial statements were approved by the directors of each company and business segment, once they had been adapted for consolidation in conformity with International Financial Reporting Standards as adopted by the European Union.

In the Group's consolidated financial statements estimates were occasionally made in order to quantify certain of the assets, liabilities, income, expenses and commitments reported herein. These estimates relate basically to the following:

- The measurement aimed at determining any impairment losses on certain assets (Notes 03.01, 03.06 and 10.01)
- The fair value of assets acquired in business combinations (Note 02.02.f).
- The measurement of goodwill and the allocation of assets on acquisitions (Note 03.01).
- The recognition of earnings in construction contracts (Note 03.16.01).
- The amount of certain provisions (Note 03.13).
- The assumptions used in the calculation of liabilities and commitments to employees (Note 03.12).
- The market value of the derivatives (such as equity swaps, call spreads, etc.) mentioned in Notes 09 and 10.
- The useful life of the intangible assets and property, plant and equipment (Notes 03.02 and 03.03).

Although these estimates were made on the basis of the best information available at the date of preparation of these consolidated financial statements on the events analysed, events that take place in the future might make it necessary to change these estimates (upwards or downwards) in coming years. Changes in accounting estimates would be applied prospectively, recognising the effects of the change in estimates in the related future consolidated financial statements.

Changes in accounting estimates and policies and correction of fundamental errors

Changes in accounting estimates.- The effect of any change in accounting estimates is recognised in the same income statement line item as that in which the expense or income measured using the previous estimate had been previously recognised.

Changes in accounting policies and correction of fundamental errors.- In accordance with IAS 8, the effect of any change in accounting policies and of any correction of fundamental errors is recognised as follows: the cumulative effect at the beginning of the year is adjusted in reserves, whereas the effect on the current year is recognised in profit or loss. Also, in these cases the financial date for the comparative year presented together with the year in course is restated.

No errors were corrected in the 2011 financial statements.

Except as indicated in the following paragraphs and the entry into force of new accounting standards, the consolidation criteria applied in 2012 are consistent with those applied in the 2011 consolidated financial statements.

Functional currency

These consolidated financial statements are presented in euros, since this is the functional currency in the area in which the Group operates. Transactions in currencies other than the euro are recognised in accordance with the policies established in Note 03.21.

02.02. Basis of consolidation

a) Balances and transactions with Group companies and associates

All significant intra-Group balances and transactions are eliminated on consolidation. Accordingly, all gains obtained by associates up to their percentage of ownership interest and all gains obtained by fully consolidated companies were eliminated.

However, in accordance with the criteria provided by IFRIC 12, balances and transactions relating to construction projects undertaken by companies of the Construction and Industrial Services division for concession operators are not eliminated on consolidation since these transactions are considered to have been performed for third parties as the projects are being completed.

b) Standardisation of items

In order to uniformly present the various items comprising these consolidated financial statements, accounting standardisation criteria have been applied to the individual financial statements of the companies included in the scope of consolidation.

In 2012 and 2011 the reporting date of the financial statements of all the companies included in the scope of consolidation was the same or was temporarily brought into line with that of the Parent.

c) Subsidiaries

"Subsidiaries" are defined as companies over which the ACS Group has the capacity to exercise effective control; control is, in general but not exclusively, presumed to exist when the Parent owns directly or indirectly half or more of the voting power of the investee or, even if this percentage is lower or zero, when, for example, there are agreements with other shareholders of the investee that give the Parent control. In accordance with IAS 27, control is the power to govern the financial and operating policies of a company so as to benefit from its activities.

The financial statements of the subsidiaries are fully consolidated with those of the Parent. Where necessary, adjustments are made to the financial statements of the subsidiaries to adapt the accounting policies used to those applied by the Group.

Also, the Group has an effective ownership interest of less than 50% in certain companies considered to be subsidiaries since the Group holds the majority of the voting power of these companies as a result of the shareholder structure and composition thereof. Most relevant in this connection is Hochtief A.G. in which the Group held a 49.90% ownership interest at the end of 2012 (Note 02.02.f).

The main companies of the ACS Group with dividend rights of more than 50% which are not fully consolidated include: Clece, S.A., Leighton Welspun Contractors, Hospital Majadahonda, S.A. and Autovía de los Pinares, S.A. This circumstance arises because the control over these companies is exercised by other shareholders or because decisions require the affirmative vote of another or other shareholders, and consequently, they have been recognised as joint ventures or companies accounted for using the equity method.

On acquisition, the assets, liabilities and contingent liabilities of a subsidiary are measured at their fair values at the date of acquisition. Any excess of the cost of acquisition over the fair values of the identifiable net assets acquired is recognised as goodwill. Any deficiency of the cost of acquisition below the fair values of the identifiable net assets acquired (i.e. a discount on acquisition) is credited to profit and loss on the acquisition date. The interest of non-controlling shareholders is stated at their proportion of the fair values of the assets and liabilities recognised.

Also, the share of third parties of:

- The equity of their investees is presented within the Group's equity under "Non-controlling interests" in the consolidated statement of financial position.
- The profit or loss for the year is presented under "Profit attributable to non-controlling interests" and "Profit from discontinued operations attributable to non-controlling interests" in the consolidated income statement and in the consolidated statement of changes in equity.

The results of subsidiaries acquired during the year are included in the consolidated income statement from the date of acquisition to year-end. Similarly, the results of subsidiaries disposed of during the year are included in the consolidated income statement from the beginning of the year to the date of disposal.

Appendix I to these notes to the consolidated financial statements details the subsidiaries and information thereon.

Section f) of this note contains information on acquisitions, disposals and increases and decreases in ownership interests.

d) Joint ventures

A joint venture is a contractual arrangement whereby two or more companies ("venturers") have interests in entities (jointly controlled entities) or undertake operations or hold assets so that strategic financial and operating decisions affecting the joint venture require the unanimous consent of the venturers. By applying the alternative provided in IAS 31 on Interests in joint ventures, the ACS Group has accounted for jointly controlled companies using the equity method under "Investments accounted for using the equity method" in the accompanying consolidated statement of financial position. The share in the profit after tax of these companies is recognised under "Share of results of entities accounted for using the equity method" in the accompanying consolidated income statement.

Within the area of business in which the ACS Group operates, mention should be made of the Spanish UTEs (Unincorporated joint ventures) and similar entities (various types of joint ventures) abroad, which are entities through which cooperation arrangements are entered into with other venturers in order to carry out a project or provide a service for a limited period of time. In cases where individual control of the assets and associated operations is evidenced, the companies are accounted for proportionately in the accompanying consolidated financial statements based upon the Group's ownership interest therein, in accordance with IAS 31.

The assets and liabilities assigned to these types of entities are recognised in the consolidated statement of financial position, classified according to their specific nature on the basis of the existing percentage of ownership. Similarly, income and expense arising from these entities is presented in the consolidated income statement on the basis of their specific nature and in proportion to the Group's ownership interest.

Note 08 and Appendix II contain relevant information on the main joint ventures.

e) Associates

Associates are companies over which the Group is in a position to exercise significant influence and which are not subsidiaries or interests in joint ventures. Significant influence generally exists when the Company holds –directly or indirectly– 20% or more of the voting power of the investee.

Exceptionally, the following entities (in which the Group owns 20% or more of the voting rights) are not considered to be Group associates since they do not have a significant influence, or are fully inoperative and irrelevant for the Group as a whole.

Investments in associates are accounted for using the equity method, whereby they are initially recognised at acquisition cost. Subsequently, on each reporting date, they are measured at cost, plus the changes in the net assets of the associate based on the Group's percentage of ownership. The excess of the cost of acquisition over the Group's share of the fair value of the net assets of the associate at the date of acquisition is recognised as goodwill. The goodwill relating to an associate is included in the carrying amount of the investment and is not amortised. Any excess in the Group's share in the fair value of the net assets of the associate over acquisition cost at the acquisition date is recognised in profit or loss.

The profit or loss, net of tax, of the associates is included in the Group's consolidated income statement under "Share of results of entities accounted for using the equity method", in proportion to the percentage of ownership. Prior to this, the appropriate adjustments are made to take into account the depreciation of the depreciable assets based on their fair value at the date of acquisition.

If as a result of losses incurred by an associate its equity is negative, the investment should be presented in the Group's consolidated statement of financial position with a zero value, unless the Group is obliged to give it financial support.

Appendix III and Note 09 contain relevant information on the main associates.

f) Changes in the scope of consolidation

The main changes in the scope of consolidation of the ACS Group (formed by ACS, Actividades de Construcción y Servicios, S.A. and its subsidiaries) in the year ended 31 December 2012 are described in Appendix I, especially noteworthy being the sale of the 23.5% ownership interest in Clece and the 10.28% in Abertis Infraestructuras, S.A.

Acquisitions, sales, and other corporate transactions

In 2012, except for the purchase of 51% of Clark Builders carried out by Turner, a subsidiary of Hochtief, A.G., there were no relevant acquisitions of ownership interests in the share capital of subsidiaries, joint ventures or associates and, consequently, changes in the scope of consolidation mainly related to the inclusion of newly incorporated companies. The most noteworthy acquisitions of ownership interests in the share capital of other companies were as follows:

| Business Combinations and other Acquisitions or Increases in Ownership Interest in Subsidiaries | | | | | | |
|---|------------|----------------------------|---|--|-----------------------------|---|
| Name of the Company (or line of business) acquired or merged | Category | Effective transaction date | Net cost of combination (Thousands of Euros) | | % of voting rights acquired | % of total voting rights in the company after the acquisition |
| | | | Amount (net) paid in the acquisition and other costs directly attributable to the combination | Fair value of the equity instruments issued for the acquisition of the company | | |
| Clark Builders | Subsidiary | 01/01/2012 | 49,910 | - | 51.00% | 51.00% |
| Hochtief, A. G. | Subsidiary | 2012 | 20,091 | - | 0.73% | 49.90% |

- *Hochtief, A.G.*

The ACS Group considered the conditions to be appropriate to fully consolidate its investment in Hochtief A.G. with effect from 1 June 2011. Therefore, only its income and expenses for the last seven months of 2011 were recognised in the consolidated income statement at 31 December 2011. In 2012 the income and expenses for all twelve months of the year were included and, therefore, this effect should be taken into account in the comparative information.

In accordance with accounting regulations, the ACS Group assessed the fair value of its ownership interest in Hochtief at the date of its full consolidation. In this regard, considering the increase in the share price of Hochtief in the Frankfurt Stock Exchange in the first half of 2011, the appraisals of the consensus of analysts who monitor the company and the appraisals requested from independent experts of recognised prestige, the ACS Group has not experienced any loss nor, for reasons of prudence, any gain arising from the valuation of its ownership interest prior to its full consolidation.

At that date, in accordance with IFRS 3, it was necessary to make an assessment so as to recognise the fair value of identifiable assets and liabilities acquired from Hochtief, A.G. separately from goodwill, the fair value of the identifiable assets and liabilities assumed from Hochtief, A.G. ("Purchase Price Allocation" or PPA) at the acquisition date. Since the ACS Group did not have all the information required for a final assessment at 2011 year-end, and in accordance with IFRS 3, the following provisional allocation was made, subsequent to which the Group is required to permanently allocate the purchase of the shares within 12 months. Once this twelve-month period has elapsed, the definitive assignment of the assets identified and the liabilities assumed as a result of the acquisition of Hochtief, A.G. is as follows:

| | Thousands of Euros | | |
|---|--------------------|--------------------------|--------------------------|
| | Carrying Amount | Allocation of net assets | Fair value of net assets |
| Tangible assets - property, plant and equipment | 2,041,252 | - | 2,041,252 |
| Intangible assets | 565,832 | 1,504,370 | 2,070,202 |
| Other non-current assets | 3,825,626 | 56,580 | 3,882,206 |
| Current assets | 9,131,438 | (68,355) | 9,063,083 |
| Non-current liabilities | (2,903,875) | (1,847,616) | (4,751,491) |
| Current liabilities | (8,836,023) | (381,625) | (9,217,648) |
| Total net assets | 3,824,250 | (736,646) | 3,087,604 |
| Non-controlling interests | (1,268,420) | 195,532 | (1,072,888) |
| Fair value of the fully acquired net assets (100%) | | | 2,014,716 |
| Fair value of assets relating to non-controlling interests | | | 1,105,734 |
| Fair value of the net assets of the acquirer | | | 908,982 |
| Cumulative reserves from the purchase to the first date of full consolidation | | | (28,353) |
| Purchase price | | | 2,371,136 |
| Goodwill (Note 4.01) | | | 1,433,801 |

The main adjustments made to the carrying amount of the assets and liabilities of Hochtief, A. G. were as follows.

- The main assets to which a higher value was attributed relate to the construction backlog and the relationships with customers, whose balances are amortised based on the useful life taken into account and whose effect on depreciation in the seven-month period ended 31 December 2011 amounted to EUR 168,472 thousand and EUR 282,900 thousand in 2012.
- Accordingly, a higher value was allocated in the PPA, for an attributed net amount of EUR 25 million (EUR 62 million in the seven months of 2011), mainly relating to assets that were sold following the full consolidation of Hochtief and which were not consequently taken into account in the profit of the ACS Group during the related period.
- In addition, provisions were allocated for estimated losses in various projects and investments of Hochtief, which included an attributed net amount of EUR 167 million in 2012 (EUR 216 million in the seven months of 2011), and were not taken into account in the profit of the ACS Group.
- Hochtief's sales in 2011 amounted to EUR 23,282,236 thousand and the net loss attributable to the Parent was EUR 160,288 thousand.

In accordance with IAS 27, the goodwill arising from the acquisition of Hochtief, A.G. shares subsequent to 1 June 2011, given that the ACS Group had already fully consolidated this ownership interest, was recognised in reserves (EUR 29,289 thousand in 2012 and EUR 123,018 thousand in 2011).

Other disposals of ownership interests in the share capital of subsidiaries, joint ventures or associates in 2012 were as follows:

| Decrease in ownership interest in Subsidiaries, Joint Ventures and/or Investments in Associates or Other Operations of a Similar Nature | | | | | |
|---|------------|----------------------------|---|---|---|
| Name of the company (line of business) sold, spun-off or winded-up | Category | Effective transaction date | % of voting power disposed of or derecognised | % of voting power in the company following disposal | Profit/(Loss) before tax (Thousands of Euros) |
| Clece, S.A. | Subsidiary | 08/03/2012 | 23.50% | 76.50% | 216,496 |
| Abertis Infraestructuras, S.A. | Associate | 25/04/2012 | 10.28% | 0.00% | 196,699 |
| Sociedad Concesionaria Vespucio Norte Express, S.A. | Subsidiary | 30/09/2012 | 45.45% | 0.00% | 88,200 |

The following regarding changes in scope of consolidation are noteworthy of mention:

- On 8 March 2012, the ACS Group sold its ownership interest of 23.25% of Clece S.A. to various funds managed by Mercapital, to which it has also granted the option to purchase the remaining capital. Following this date, control of Clece, S.A. is to be exercised jointly by the acquiring funds and by ACS, and the company is to be accounted for using the equity method rather than being fully consolidated. The purchase price was EUR 80 million, which represents a total business value of EUR 505.7 million.
- The sale of all ownership interest in Abertis Infraestructuras, S.A. and a profit before taxes of EUR 196,699 thousand recognised under "Impairment and gains or losses on disposals of financial instruments" in the accompanying income statement. After ACS, Actividades de Construcción y Servicios, S.A. disposed of its ownership interest in Abertis Infraestructuras, S.A., ACS and Trebol Holdings S.à.r.l. reached an agreement to terminate the shareholders agreement that was published on 1 September 2010.
- With regard to Sociedad Concesionaria Vespucio Norte Express, S.A., a portion of these gains were not recognised in the ACS Group's consolidated income statement, since these gains were eliminated as a result of the adjustments made in the PPA.

The most significant changes in the scope of consolidation in 2011 relate to the sale of certain wind farms and solar thermal plants, the sale of ownership interest in various Brazilian concession operators of electricity lines throughout this country, and the sale of certain mining contracts of Henry Walker Eltin and the ownership interest in Burton, a mining company located in Leighton. These last disposals had no impact on the income statement of the ACS Group since the capital gains had been eliminated as a result of the adjustments made in the PPA.

Appendix IV contains information on the remaining acquisitions and disposals, as well as increases and decreases in ownership interest affecting the scope of consolidation.

03. Accounting Policies

The principal accounting policies used in preparing the Group's consolidated financial statements, in accordance with International Financial Reporting Standards (IFRSs), as adopted by the European Union, were as follows:

03.01. Goodwill

Goodwill arising on consolidation represents the excess of the cost of acquisition over the Group's interest in the fair value of the identifiable assets and liabilities of a subsidiary or jointly controlled entity at the date of acquisition.

Any excess of the cost of the investments in the consolidated companies over the corresponding underlying carrying amounts acquired, adjusted at the date of first-time consolidation, is allocated as follows:

- If it is attributable to specific assets and liabilities of the companies acquired, increasing the value of the assets (or reducing the value of the liabilities) whose market values were higher (lower) than the carrying amounts at which they had been recognised in their balance sheets and whose accounting treatment (amortisation, accrual, etc.) was similar to that of the same assets (liabilities) of the Group. If it is attributable to specific intangible assets, recognising it explicitly in the consolidated statement of financial position provided that the fair value at the acquisition date can be measured reliably.
- Goodwill is only recognised when it has been acquired for consideration and represents, therefore, a payment made by the acquirer in anticipation of future economic benefits from assets of the acquired company that are not capable of being individually identified and separately recognised.
- Goodwill acquired on or after 1 January 2004, is measured at acquisition cost and that acquired earlier is recognised at the carrying amount at 31 December 2003.

In both cases, at the end of each reporting period goodwill is reviewed for impairment (i.e. a reduction in its recoverable amount to below its carrying amount) and, if there is any impairment, the goodwill is written down with a charge to "Impairment and gains or losses on the disposal of non-current assets" in the consolidated income statement, since, as stipulated in IFRS 3, goodwill is not amortised.

An impairment loss recognised for goodwill must not be reversed in a subsequent period.

On disposal of a subsidiary or jointly controlled entity, the attributable amount of goodwill is included in the determination of the gain or loss on disposal.

Goodwill arising on the acquisition of companies with a functional currency other than the euro is translated to euros at the exchange rates prevailing at the date of the consolidated statement of financial position, and changes are recognised as translation differences or impairment, as appropriate.

Any negative differences between of the cost of investments in consolidated companies and associates below the related underlying carrying amounts acquired, adjusted at the date of first-time consolidation, is classified as negative goodwill and is allocated as follows:

- If the negative goodwill is attributable to specific assets and liabilities of the companies acquired, by increasing the value of the liabilities (or reducing the value of the assets) whose market values were higher (lower) than the carrying amounts at which they had been recognised in their balance sheets and whose accounting treatment (amortisation, accrual, etc.) was similar to that of the same assets (liabilities) of the Group.
- The remaining amounts are presented under "Other gains or losses" in the consolidated income statement for the year in which the share capital of the subsidiary or associate is acquired.

03.02. Other intangible assets

Intangible assets are identifiable non-monetary assets, without physical substance, which arise as a result of a legal transaction or which are developed internally by the consolidated companies. Only assets whose cost can be estimated reliably and from which the consolidated companies consider it probable that future economic benefits will be generated are recognised.

Intangible assets are measured initially at acquisition or production cost and are subsequently measured at cost less any accumulated amortisation and any accumulated impairment losses. These assets are amortised over their useful life.

The ACS Group recognises any impairment loss on the carrying amount of these assets with a charge to "Impairment and gains or losses on the disposal of non-current current assets" in the consolidated income statement. The criteria used to recognise the impairment losses on these assets and, where applicable, the reversal of impairment losses recognised in prior years are similar to those used for property, plant and equipment (Note 03.06).

03.02.01. Development expenditure

Development expenditure is only recognised as intangible assets if all of the following conditions are met:

- a) an identifiable asset is created (such as computer software or new processes);
- b) it is probable that the asset created will generate future economic benefits; and
- c) the development cost of the asset can be measured reliably.

Internally generated intangible assets are amortised on a straight-line basis over their useful lives (over a maximum of five years). Where no internally generated intangible asset can be recognised, development expenditure is recognised as an expense in the year in which it is incurred.

03.02.02. Administrative concessions

Concessions may only be recognised as assets when they have been acquired by the company for a consideration (in the case of concessions that can be transferred) or for the amount of the expenses incurred to directly obtain the concession from the State or from the related public agency.

Concessions are generally amortised on a straight-line basis over the term of the concession.

In the event of non-compliance, leading to the loss of the concession rights, the carrying amount of the concession is written off.

03.02.03. Computer software

The acquisition and development costs incurred in relation to the basic computer systems used in the Group's management are recorded with a charge to "Other intangible assets" in the consolidated statement of financial position.

Computer system maintenance costs are recognised with a charge to the consolidated income statement for the year in which they are incurred.

Computer software may be contained in a tangible asset or have physical substance and, therefore, incorporate both tangible and intangible elements. These assets will be recognised as property, plant and equipment if they constitute an integral part of the related tangible asset, which cannot operate without that specific software.

Computer software is amortised on a straight-line basis over a period of between three and four years from the entry into service of each application.

03.02.04. Remaining intangible assets

This heading basically includes the intangible assets related to the acquired companies' construction backlog and customer base, mainly of the Hochtief Group. These intangible assets are measured at fair value on the date of their acquisition, and if material, on the basis of independent external reports. The assets are amortised in the five to ten year period in which it is estimated that profit will be contributed to the Group.

03.03. Tangible assets – property, plant and equipment

Land and buildings acquired for use in the production or supply of goods or services or for administrative purposes are stated in the statement of financial position at acquisition or production cost less any accumulated depreciation and any recognised impairment losses.

The capitalised costs include borrowing costs incurred during the asset construction period only, provided that it is probable that they will give rise to future economic benefits for the Group. Capitalised borrowing costs arise from both specific borrowings expressly used for the acquisition of an asset and general borrowings in accordance with the criteria established in IAS 23. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other interest costs are recognised in profit or loss in the year in which they are incurred.

Replacements or renewals of complete items that lead to a lengthening of the useful life of the assets or to an increase in their economic capacity are recognised as additions to property, plant and equipment, and the items replaced or renewed are derecognised.

Periodic maintenance, upkeep and repair expenses are recognised in profit or loss on an accrual basis as incurred.

Fixtures and equipment are stated at cost less accumulated depreciation and any recognised impairment loss.

Amortisation is calculated, using the straight-line method, on the basis of the acquisition cost of the assets less their residual value; the land on which the buildings and other structures stand has an indefinite useful life and, therefore, is not depreciated.

The period property, plant and equipment amortisation charge is recognised in the consolidated income statement and is basically based on the application of amortisation rates determined on the basis of the following average years of estimated useful life of the various assets:

| | Years of Estimated Useful Life |
|---|---|
| Buildings | 20-50 |
| Plant and machinery | 3-20 |
| Other fixtures, tools and furniture | 3-14 |
| Other items of tangible assets - property plant and equipment | 4-12 |

Notwithstanding the foregoing, the property, plant and equipment assigned to certain contracts for services that revert to the contracting agency at the end of the contract term are amortised over the shorter of the term of the contract or the useful life of the related assets.

Assets held under finance leases are recognised in the corresponding asset category, are measured at the present value of the minimum lease payments payable and are amortised over their expected useful lives on the same basis as owned assets or, where shorter, over the term of the relevant lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are amortised on a basis similar to that of owned assets. If there is no reasonable certainty that the lessee will ultimately obtain ownership of the asset upon the termination of the lease, the asset is depreciated over the shorter of its useful life or the term of the lease.

Interest relating to the financing of non-current assets held under finance leases is charged to consolidated profit for the year using the effective interest method, on the basis of the repayment of the related borrowings. All other interest costs are recognised in profit or loss in the year in which they are incurred.

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the consolidated income statement.

The future costs that the Group will have to incur in respect of dismantling, restoration and environmental rehabilitation of certain facilities are capitalised to the cost of the asset, at present value, and the related provision is recognised. The Group reviews each year its estimates of these future costs, adjusting the value of the provision recognised based on the related studies.

03.04. Non-current assets in projects

This heading includes the amount of investments, mainly in transport, energy and environmental infrastructures which are operated by ACS Group subsidiaries and which are financed under a project finance arrangement (limited recourse financing applied to projects).

These financing structures are applied to projects capable in their own right of providing sufficient guarantees to the participating financial institutions with regard to the repayment of the funds borrowed to finance them. Each project is performed through specific companies in which the project assets are financed, on the one hand, through a contribution of funds by the developers, which is limited to a given amount, and on the other, generally representing a larger amount, through borrowed funds in the form of long-term debt. The debt servicing of these credit facilities or loans is mainly supported by the cash flows generated by the project in the future and by real guarantees on the project assets.

These assets are valued at the costs directly allocable to construction incurred through their entry into operation (studies and designs, compulsory purchases, reinstatement of services, project execution, project management and administration expenses, installations and facilities and similar items) and the portion relating to other indirectly allocable costs, to the extent that they relate to the construction period.

Also included under this heading will be the borrowing costs incurred prior to the entry into operation of the assets arising from external financing thereof. Capitalised borrowing costs arise from specific borrowings expressly used for the acquisition of an asset.

Upkeep and maintenance expenses that do not lead to a lengthening of the useful life of the assets or an increase in their production capacity are expensed currently.

The residual value, useful life and depreciation method applied to the companies' assets are reviewed periodically to ensure that the depreciation method used reflects the pattern in which the economic benefits arising from operating the non-current assets in projects are consumed.

This heading also includes the amount of the concessions to which IFRIC 12 has been applied. These mainly relate to investments in transport, energy and environmental infrastructures operated by ACS Group subsidiaries and financed under a project finance arrangement (limited recourse financing applied to projects), regardless of whether the demand risk is assumed by the group or the financial institution. In general, the loans are supported by security interests over the project cash flows.

The main features to be considered in relation to non-current assets in projects are as follows:

- The concession assets are owned by the concession grantor in most cases.
- The grantor controls or regulates the service offered by the concession operator and the conditions under which it should be provided.
- The assets are operated by the concession operator as established in the concession tender specifications for an established concession period. At the end of this period, the assets are returned to the grantor, and the concession operator has no right whatsoever over these assets.
- The concession operator receives revenues for the services provided either directly from the users or through the grantor.

In general, a distinction must be drawn between two clearly different phases: the first in which the concession operator provides construction or upgrade services which are recognised under intangible or financial assets by reference to the stage of completion pursuant to IAS 11, "Construction Contracts" and; a second phase in which the concession operator provides a series of maintenance or operation services of the aforementioned infrastructure, which are recognised in accordance with IAS 18, "Ordinary Income".

An intangible asset is recognised when the demand risk is borne by the concession operator and a financial asset is recognised when the demand risk is borne by the concession grantor since the operator has an unconditional contractual right to receive cash for the construction or upgrade services. These assets also include the amounts paid in relation to the fees for the award of the concessions.

In certain mixed arrangements, the operator and the grantor may share the demand risk, although this is not common for the ACS Group.

All the infrastructures of the ACS Group concessionaires were built by Group companies, there being no infrastructures built by third parties. The revenue and expenses relating to infrastructure construction or improvement services are recognised at their gross amount (record of sales and associated costs), the construction margin being recognised in the consolidated financial statements.

Intangible assets

For concessions classified as intangible assets, provisions for dismantling, removal and rehabilitation and any steps to improve and increase capacity, the revenue from which is contemplated in the initial contract, are capitalised at the start of the concession and the amortisation of these assets and the adjustment for provision discounting are recognised in profit or loss. Also, provisions to replace and repair the infrastructure are systematically recognised in profit or loss as the obligation is incurred.

Borrowing costs arising from the financing of the infrastructure are recognised in the period in which they are incurred and those accruing from the construction until the entry into service of the infrastructure are capitalised only in the intangible asset model.

Intangible assets are amortised on the basis of the pattern of consumption, taken to be the changes in and best estimates of the production units of each activity. The most important concession business in quantitative terms is the highway activity, whose assets are depreciated or amortised on the basis of the concession traffic.

Financial assets

Concessions classified as a financial asset are recognised at the fair value of the construction or improvement services rendered. In accordance with the amortised cost method, the related revenue is allocated to profit or loss at the interest rate of the receivable arising on the cash flow and concession payment projections, which are presented as revenue on the accompanying consolidated income statement. As described previously, the revenue and expense relating to the provision of the operation and maintenance services are recognised in the consolidated income statement in accordance with IAS 18, "Ordinary Income", and the finance costs relating to the concession are recognised in the accompanying consolidated income statement according to their nature.

Interest income on the concessions to which the accounts receivable model is applied is recognised as sales, since these are considered to be ordinary activities, forming part of the overall objective of the concessionaire, and are carried on and provide income on a regular basis.

Replacements or renewals of complete items that lead to a lengthening of the useful life of the assets or to an increase in their economic capacity are recognised as additions to property, plant and equipment, and the items replaced or renewed are derecognised.

The work performed by the Group on non-current assets is measured at production cost, except for the work performed for concession operators, which is measured at selling price.

Concession operators amortised these assets so that the carrying amount of the investment made is zero at the end of the concession.

Non-current assets in projects are depreciated on the basis of the pattern of use which, in the case of highways, is generally determined by the traffic projected for each year. However, certain contracts have terms shorter than the useful life of the related non-current assets, in which case they are depreciated over the contract term.

At least at each balance sheet date, the companies determine whether there is any indication that an item or group of items of property, plant and equipment is impaired so that, as indicated in Note 03.06, an impairment loss can be recognised or reversed in order to adjust the carrying amount of the assets to their value in use.

The companies consider that the periodic maintenance plans for their facilities, the cost of which is recognised as an expense in the year in which it is incurred, are sufficient to ensure delivery of the assets that have to be returned to the concession provider in good working order on expiry of the concession contracts and that, therefore, no significant expenses will arise as a result of their return.

03.05. Investment property

The Group classifies as investment property the investments in land and structures held either to earn rentals or for capital appreciation, rather than for their use in the production or supply of goods or services or for administrative purposes; or for their sale in the ordinary course of business. Investment property is measured initially at cost, which is the fair value of the consideration paid for the acquisition thereof, including transaction costs. Subsequently, accumulated depreciation, and where applicable, impairment losses are deducted from the initial cost.

In accordance with IAS 40, the ACS Group has elected not to periodically revalue its investment property on the basis of its market value, but rather to recognise it at cost, net of the related accumulated depreciation, following the same criteria as for "plant, property and equipment".

Properties in the course of construction for production, rental or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Investment property is derecognised on disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its sale or disposal by any other means.

Gains or losses arising from the retirement, sale or disposal of the investment property by other means are determined as the difference between the net disposal proceeds from the transaction and the carrying amount of the asset, and is recognised in profit or loss in the period of the retirement or disposal.

Investment property is depreciated on a straight-line basis over its useful life, which is estimated to range from 25 to 50 years based on the features of each asset, less its residual value, if material.

03.06. Impairment of tangible assets – property, plant and equipment and intangible assets excluding goodwill

At each reporting date, the Group reviews the carrying amounts of its tangible and intangible assets, as well as its investment properties, to determine whether there is any indication that those assets might have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset itself does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have

been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of the impairment loss is recognised as income immediately.

03.07. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and overheads incurred in bringing the inventories to their present location and condition.

Trade discounts, rebates and other similar items are deducted in determining the costs of purchase.

The cost of inventories is calculated by using the weighted average cost formula. Net realisable value is the estimated selling price less the estimated costs of completion and costs to be incurred in marketing, selling and distribution.

The Group assesses the net realisable value of the inventories at year-end and recognises the appropriate loss if the inventories are overstated. When the circumstances that previously caused inventories to be written down no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the amount of the write-down is reversed.

03.08. Non-current and other financial assets

Except in the case of financial assets at fair value through profit or loss, financial assets are initially recognised at fair value, plus any directly attributable transaction costs. The Group classifies its non-current and current financial assets, excluding investments in associates and those held for sale, in four categories.

In the statement of financial position, financial assets maturing within no more than 12 months are classified as current assets and those maturing within more than 12 months as non-current assets.

03.08.01. Loans and receivables

These are non-derivative financial assets with fixed or determinable payments not traded in an active market. After their initial recognition, they are measured at amortised cost using the effective interest method.

The amortised cost is understood to be the acquisition cost of a financial asset or liability minus principal repayments, plus or minus the cumulative amortisation taken to profit or loss of any difference between that initial cost and the maturity amount. In the case of financial assets, amortised cost also includes any reduction for impairment losses.

The effective interest rate is the discount rate that exactly matches the net carrying amount of a financial instrument to all its estimated cash flows of all kinds through its residual life.

Deposits and guarantees given are recognised at the amount delivered to meet contractual commitments, regarding gas, water and lease agreements, etc.

Period changes for impairment and reversals of impairment losses on financial assets are recognised in the consolidated income statement for the difference between their carrying amount and the present value of the recoverable cash flows.

03.08.02. Held-to-maturity investments

These are non-derivative financial assets with fixed or determinable payments and fixed maturity that the Group has the positive intention and ability to hold to the date of maturity. After their initial recognition, they are also measured at amortised cost.

03.08.03. Financial assets at fair value through profit or loss

These include the financial assets held for trading and financial assets managed and measured using the fair value model. These assets are measured at fair value in the consolidated statement of financial position and changes are recognised in the consolidated income statement.

03.08.04. Available-for-sale investments

These are non-derivative financial assets designated as available for sale or not specifically classified within any of the previous categories. These relate mainly to investments in the share capital of companies not included in the scope of consolidation.

After their initial recognition at cost of acquisition, these investments are measured at fair value, recognising the gains or losses arising thereon in equity until the investment is sold or suffers impairment losses, at which time the cumulative gain or loss previously presented in equity under "Valuation Adjustments" is transferred to profit or loss as gains or losses on the corresponding financial assets.

The fair value of investments actively traded in organised financial markets is determined by reference to their closing market price at year-end. Investments for which there is no active market and whose fair value cannot be reliably determined are measured at cost or at their underlying carrying amount, or at a lower amount if there is any evidence of impairment.

03.08.05. Derecognition of financial assets

The Group derecognises a financial asset when it expires or when the rights to the cash flows from the financial asset have been transferred and substantially all the risks and rewards of ownership of the financial asset have been transferred, such as in the case of firm asset sales, factoring of trade receivables in which the Group does not retain any credit or interest rate risk, sales of financial assets under an agreement to repurchase them at fair value and the securitisation of financial assets in which the transferor does not retain any subordinated debt, provide any kind of guarantee or assume any other kind of risk.

However, the Group does not derecognise financial assets, and recognises a financial liability for an amount equal to the consideration received, in transfers of financial assets in which substantially all the risks and rewards of ownership are retained, such as in the case of bill discounting, with-recourse factoring, sales of financial assets under an agreement to repurchase them at a fixed price or at the selling price plus interest and the securitisation of financial assets in which the transferor retains a subordinated interest or any other kind of guarantee that absorbs substantially all the expected losses.

03.08.06. Fair value hierarchies

Financial assets and liabilities measured at fair value are classified according to the hierarchy established in IFRS 7, as follows:

- Level 1:* Quoted prices (unadjusted) on active markets for identical assets or liabilities.
- Level 2:* Inputs other than prices quoted included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3:* Inputs for the asset or liability that are not based on observable market data.

03.09. Non-current assets held for sale, liabilities relating to non-current assets held for sale and discontinued operations

At 31 December 2012, non-current assets held for sale relate mainly to the line of business of renewable energy (wind farms and solar thermal plants), assets related to airports managed by Hochtief, investments in certain assets related to telecommunications infrastructure belong to Leighton, highway concession assets and logistics activities. In all the above cases a formal decision was made by the Group to sell these assets, and a plan for their sale was initiated. These assets are currently available for sale and the sale is expected to be completed within a period of 12 months from the date of their classification as assets held for sale.

The main year-on-year increase was due to the sale of 23.5% of Clece to various funds managed by Mercapital, to which a purchase option was granted on the remaining share capital. As of 8 March 2012, the date of the sale, the company became jointly controlled. Other significant changes included the sale of the waste collection activity carried out by Thiess, and the sale of certain transmission lines in Brazil and certain wind farms. Accordingly, in 2012 certain activities related to the telecommunications infrastructure activity carried out by Leighton in Australia were included in this heading.

It is noteworthy of mention that the renewable assets, the airports managed by Hochtief and most of the concessions, which were classified as held for sale, were held in this category for a period of over twelve months. However, they were not sold due to certain circumstances, which at the time of their classification were not likely, mainly related to regulatory uncertainties in the electricity sector and the situation of the financial markets. However, the Group continues to be committed to the plans for selling these assets, which are being actively marketed, and there is a high probability that the sale will take place in the short term. In other cases, sales agreements were signed where the customary conditions precedent have yet to be met in agreements of this type in order to definitively derecognise the assets.

Discontinued operations

The breakdown of the profit from discontinued operations in the periods ended 31 December 2012 and 2011 is as follows:

| | Thousands of Euros | |
|--|--------------------|---------------|
| | 31/12/2012 | 31/12/2011 |
| | Clece | Clece |
| Revenue | 183,043 | 1,082,310 |
| Operating expenses | (171,082) | (1,011,559) |
| Net operating income | 11,961 | 70,751 |
| Profit before tax | 10,508 | 64,456 |
| Corporate income tax | (3,143) | (18,766) |
| Profit after tax from discontinued operations | - | - |
| Profit attributed to non-controlling interests | (11) | 97 |
| Profit after tax and non-controlling interests | 7,354 | 45,787 |
| Profit before tax from the disposal of discontinued operations | 216,496 | - |
| Tax on the disposal of discontinued operations | (66,396) | - |
| Net profit from the disposal of discontinued operations | 150,100 | - |
| Profit after tax and non-controlling interests from discontinued operations | 157,454 | 45,787 |

After the sale by the ACS Group of the 23.5% ownership interest in the Clece Group (formed by Clece, S.A. and its subsidiaries) on 8 March 2012, Clece was no longer classified under discontinued operations and became accounted for using the equity method on having joint control with the new shareholder. Therefore, the net unrealised gain on the sale of Clece amounted to EUR 150,100 thousand and was recognised under "Profit after tax from discontinued operations" in the consolidated income statement for the first half of the year. This profit included both the unrealised gain on the sale of the 23.5% ownership interest, which amounted to EUR 39.7 million, and the revaluation to its market value of the investment held as a result of the loss of control, which amounted to EUR 110.3 million.

In addition to the foregoing, it includes profit from this activity during the first two months of 2012 amounting to EUR 7,354 thousand, net of taxes and non-controlling interests.

The detail of the assets and liabilities relating to discontinued operations at 31 December 2011 is as follows:

| | Thousands of Euros |
|--|--------------------|
| | 31/12/2011 |
| | Clece |
| Tangible assets - property, plant and equipment | 33,889 |
| Intangible assets | 40,420 |
| Financial assets | 12,026 |
| Deferred tax and other non-current assets | 5,731 |
| Current assets | 351,518 |
| Non-current assets held for sale from discontinued operations | 443,584 |
| Non-current liabilities | 26,530 |
| Current liabilities | 299,519 |
| Liabilities relating to assets held for sale from discontinued operations | 326,049 |
| Non-controlling interests from discontinued operations | 1,001 |

Since the ACS Group maintained control over the subsidiaries of the Clece Group (head of the activity) at 2011 year-end, the effects of this investment were kept under "Non-controlling interests" until its sale.

The net debt recognised under assets and liabilities of the Clece line as business, which was regarded as a discontinued operation at 31 December 2011, amounted to EUR 94,384 thousand.

No income or expenses were recognised under the heading "Valuation adjustments" in the consolidated statement of changes in equity in relation to discontinued operations at 31 December 2011 or at the time of sale. At 31 December 2012 and 2011, the discontinued operations had no effect on the consolidated statement of comprehensive income other than the effects on profit or loss listed above.

The breakdown of the effect of the discontinued operations on the 2012 and 2011 statement of cash flows is as follows:

| | Thousands of Euros | |
|--|--------------------|------------|
| | 31/12/2012 | 31/12/2011 |
| | Clece | Clece |
| Cash flows from operating activities | - | 14,016 |
| Cash flows from investing activities | 80,860 | - |
| Cash flows from financing activities | - | (14,016) |
| Net cash flows from discontinued operations | 80,860 | - |

Accordingly, a net provision of taxes of EUR 50,000 thousand was recognised for future possible contingencies relating to discontinued operations sold that reduce the amount under "Profit after tax and non-controlling interests from discontinued operations" in the consolidated income statement to a profit of EUR 107,454 thousand.

Non-current assets held for sale

The lines of business relating to the renewable energy assets and power transmission lines are included under the Industrial Services segment. Certain of the remaining port and logistics assets are included in the Environment activity segment and lastly, certain concession assets such as airports managed by Hochtief, highways and assets related to telecommunications infrastructures in Australia are included in the Construction activity segment.

In addition to the aforementioned assets and liabilities, certain immaterial assets and liabilities held for sale from among the ACS Group companies are also included as non-current assets and liabilities relating to non-current assets.

The breakdown of the main assets and liabilities held for sale at 31 December 2012 and 2011 is as follows:

| | Thousands of Euros | | | | | | |
|---|--------------------|------------------|----------------|------------------------------|----------------|----------------|------------------|
| | 31/12/2012 | | | | | | |
| | SPL | Renewable energy | Concessions | Airports managed by Hochtief | TelCo | Other | Total |
| Tangible assets - property, plant and equipment | 27,239 | 19,029 | 709 | 185 | 464,178 | 16,661 | 528,001 |
| Intangible assets | 37,326 | 23,095 | 592 | 5,905 | 15,080 | 21,986 | 103,984 |
| Non-current assets in projects | - | 2,610,991 | 797,787 | - | - | 10,026 | 3,418,804 |
| Financial Assets | 4,524 | 96,157 | 29,171 | 1,312,146 | - | 15,270 | 1,457,268 |
| Deferred tax assets | 2,099 | 110,281 | 48,955 | - | - | 7,344 | 168,679 |
| Other non-current assets | - | - | - | 1,278 | 20,002 | 548,497 | 569,777 |
| Current assets | 43,550 | 167,329 | 57,996 | 16,000 | 17,130 | 52,973 | 354,978 |
| Financial assets held for sale | 114,738 | 3,026,882 | 935,210 | 1,335,514 | 516,390 | 672,757 | 6,601,491 |
| Non-current liabilities | 10,960 | 2,626,331 | 763,469 | 4,373 | 30,056 | 301,029 | 3,736,218 |
| Current liabilities | 32,940 | 137,358 | 20,754 | 13,675 | 107,056 | 41,279 | 353,062 |
| Liabilities relating to assets held for sale | 43,900 | 2,763,689 | 784,223 | 18,048 | 137,112 | 342,308 | 4,089,280 |
| Non-controlling interests held for sale | 12,454 | (1,180) | - | 372,861 | - | 16,840 | 400,975 |

The ACS Group recognised a provision for EUR 300,000 thousand which has reduced the balance of "Non-current assets held for sale". This provision is a preliminary estimate and includes the impairment losses on the carrying amount, which arose as the result of, among others, the various legislation approved in 2012, including Law 15/2012, of 27 December (which is currently has yet to be implemented) and Law 16/2012, of 27 December. On 1 February 2013, Royal Decree Law 2/2013 on urgent measures in the electricity system and financial industry was approved. The current estimate is that these measures will not have a significant impact on the carrying amount of the assets affected in 2013 in relation to the ACS Group's consolidated financial statements.

| | Thousands of Euros | | | | | | |
|---|--------------------|------------------|--------------------|------------------|------------------------------|----------------|------------------|
| | 31/12/2011 | | | | | | |
| | SPL | Renewable energy | Transmission lines | Concessions | Airports managed by Hochtief | Other | Total |
| Tangible assets - property, plant and equipment | 31,050 | 21,451 | - | 770 | 201 | 9,092 | 62,564 |
| Intangible assets | 37,435 | 32,173 | - | 1,072 | 5,910 | 22,865 | 99,455 |
| Non-current assets in projects | - | 3,169,416 | - | 946,727 | - | 10,897 | 4,127,040 |
| Financial Assets | 5,875 | 97,593 | 31,090 | 31,935 | 1,397,734 | 150,372 | 1,714,599 |
| Deferred tax assets | 1,276 | 81,338 | - | 43,695 | - | 5,831 | 132,140 |
| Other non-current assets | - | - | 789,272 | - | 975 | 288,947 | 1,079,194 |
| Current assets | 51,398 | 161,246 | 32,359 | 94,680 | 51,011 | 37,787 | 428,481 |
| Financial assets held for sale | 127,034 | 3,563,217 | 852,721 | 1,118,879 | 1,455,831 | 525,791 | 7,643,473 |
| Non-current liabilities | 14,531 | 2,838,659 | 322,140 | 872,047 | 3,174 | 264,824 | 4,315,375 |
| Current liabilities | 36,031 | 198,002 | 21,739 | 56,689 | 16,097 | 25,359 | 353,917 |
| Liabilities relating to assets held for sale | 50,562 | 3,036,661 | 343,879 | 928,736 | 19,271 | 290,183 | 4,669,292 |
| Non-controlling interests held for sale | 14,841 | 2,109 | - | - | 372,939 | 18,804 | 408,693 |

The net debt recognised under assets and liabilities held for sale at 31 December 2012 amounted to EUR 2,170,058 thousand (EUR 2,568,300 thousand at 31 December 2011) in renewable energies, EUR 596,367 thousand (EUR 672,386 thousand at 31 December 2011) in concession assets, EUR 53,550 thousand (EUR 274,231 thousand at 31 December 2011) in transmission lines, and EUR 168,331 thousand (EUR 113,416 thousand at 31 December 2011) in other assets.

The income and expenses recognised under "Valuation adjustments" in the consolidated statement of changes in equity, which relate to operations considered to be held for sale at 31 December 2012 and 2011, are as follows:

| | Thousands of Euros | | | | | |
|---|--------------------|------------------|-----------------|------------------------------|-----------------|------------------|
| | 31/12/2012 | | | | | |
| | SPL | Renewable energy | Concessions | Airports managed by Hochtief | Other | Total |
| Financial assets held for sale | - | - | - | 138,854 | - | 138,854 |
| Exchange differences | 2,068 | (822) | (72,933) | (1,444) | (6,163) | (79,294) |
| Cash flow hedges | - | (226,919) | (167) | (117,425) | (81,865) | (426,376) |
| Adjustments for changes in value | 2,068 | (227,741) | (73,100) | 19,985 | (88,028) | (366,816) |

| | Thousands of Euros | | | | | | |
|---|--------------------|------------------|--------------------|-----------------|------------------------------|-----------------|------------------|
| | 31/12/2011 | | | | | | |
| | SPL | Renewable energy | Transmission lines | Concessions | Airports managed by Hochtief | Other | Total |
| Financial assets held for sale | - | - | - | - | (138,853) | - | (138,853) |
| Exchange differences | 2,289 | (1,707) | (2,748) | (64,883) | (16) | (2,541) | (69,606) |
| Cash flow hedges | (220) | (184,910) | - | (8) | 117,587 | (48,162) | (115,713) |
| Adjustments for changes in value | 2,069 | (186,617) | (2,748) | (64,891) | (21,282) | (50,703) | (324,172) |

Non-current assets or disposal groups are classified as held for sale if their carrying amounts will be recovered principally through sale rather than through continuing use. For this to be the case, the assets or disposal groups must be available for immediate sale in their present condition, and their sale must be highly probable.

Discontinued operations represent Group components that have been sold or disposed of by any other means, or that have been classified as held for sale. These components comprise groups of operations and cash flows that can be distinguished, operationally and for financial reporting purposes, from the rest of the Group. They represent business lines or geographical areas that can be considered separately from the others.

03.10. Equity

An equity instrument represents a residual interest in the net assets of the Group after deducting all of its liabilities.

Capital and other equity instruments issued by the Parent are recognised in equity at the proceeds received, net of direct issue costs.

03.10.01. Share capital

Ordinary shares are classified as capital. There are no other types of shares.

Expenses directly attributable to the issue or acquisition of new shares are recognised in equity as a deduction from the amount thereof.

03.10.02. Treasury shares

The transactions involving treasury shares in 2012 and 2011 are summarised in Note 15.04. Treasury shares were deducted from equity in the accompanying statement of financial position at 31 December 2012 and 2011.

When the Group acquires or sells treasury shares the amount paid or received for the treasury shares is recognised directly recognised in equity. No loss or gain from the purchase, sale, issue or amortisation of the Group's own equity instruments is recognised in the consolidated income statement for the year.

The shares of the Parent are measured at average acquisition cost.

03.10.03. Share options

The Group has granted options on ACS, Actividades de Construcción y Servicios, S.A. shares to certain employees.

In accordance with IFRS 2, the options granted are deemed to be equity-settled share-based payment transactions and are therefore measured at fair value at the grant date and are expensed over the vesting period with a credit to equity, based on the periods of irrevocability of the options.

Since market prices are not available, the value of the share options has been determined using valuation techniques taking into consideration all factors and conditions that would have been applied in an arm's length transaction between knowledgeable parties (Note 28.03).

In addition, the Hochtief Group has granted options on Hochtief, A.G. shares to management members.

03.11. Grants

The ACS Group has received grants from various government agencies mainly to finance investments in property, plant and equipment for its Environment business. Evidence of compliance with the conditions established in the related grant award resolutions was provided to the relevant agencies.

Government grants received by the Group to acquire assets are taken to income over the same period and on the same basis as those used to depreciate the asset relating to the aforementioned grant.

Government grants to compensate costs are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

A government grant receivable as compensation for expenses or losses already incurred or for the purpose of giving financial support with no future related costs is recognised in profit or loss of the period in which it becomes receivable.

03.12. Financial liabilities

Financial liabilities are classified in accordance with the content and the substance of the contractual arrangements.

The main financial liabilities held by the Group companies relate to held-to-maturity financial liabilities which are measured at amortised cost.

The financial risk management policies of the ACS Group are detailed in Note 21.

03.12.01. Bank borrowings, debt and other securities

Interest-bearing bank loans and overdrafts are recognised at the amount received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are recognised in profit or loss on an accrual basis using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Loans are classified as current items unless the Group has the unconditional right to defer repayment of the debt for at least 12 months from the end of the reporting period.

03.12.02. Trade and other payables

Trade payables are not interest bearing and are stated at their nominal value, which does not differ significantly from their fair value.

03.12.03. Current/Non-current classification

In the accompanying consolidated statement of financial position debts due to be settled within 12 months are classified as current items and those due to be settled within more than 12 months as non-current items.

Loans due within 12 months but whose long-term refinancing is assured at the Group's discretion, through existing long-term credit loan facilities, are classified as non-current liabilities.

Limited recourse financing of projects and debts is classified based on the same criteria, and the detail thereof is shown in Note 18.

03.12.04. Retirement benefit obligations**a) Post-employment benefit obligations**

Certain Group companies have post-employment benefit obligations of various kinds to their employees. These obligations are classified by group of employees and may relate to defined contribution or defined benefit plans.

Under the defined contribution plans, the contributions made are recognised as expenditure under "Staff costs" in the consolidated income statements as they accrue, whereas for the defined benefit plans actuarial studies are conducted once a year by independent experts using market assumptions and the expenditure relating to the obligations is recognised on an accrual basis, classifying the normal cost for the current employees over their working lives under "Staff costs" and recognising the associated finance cost, in the event that the obligation were to be financed, by applying the rates relating to investment-grade bonds on the basis of the obligation recognised at the beginning of each year (see Note 21).

The post-employment benefit obligations include, inter alia, those arising from certain companies of the Hochtief Group, for which the Group has recognised the related liabilities and whose recognition criteria are explained in Note 03.13.

b) Other employee benefit obligations

The expense relating to termination benefits is recognised in full when there is an agreement or when the interested parties have a valid expectation that such an agreement will be reached that will enable the employees, individually or collectively and unilaterally or by mutual agreement with the company, to cease working for the Group in exchange for a termination benefit. If a mutual agreement is required, a provision is only recognised in situations in which the Group considers that it will give its consent to the termination of the employees.

03.12.05. Termination benefits

Under current legislation, the Spanish consolidated companies and certain foreign companies are required to pay termination benefits to employees terminated without just cause. There are no employee redundancy plans making it necessary to record a provision in this connection.

03.13. Provisions

The Group's consolidated financial statements include all the material provisions with respect to which it is considered that it is more likely than not that the obligation will have to be settled. Contingent liabilities are not recognised in the consolidated financial statements, but rather are disclosed, as required by IAS 37.

Provisions, which are quantified on the basis of the best information available on the consequences of the event giving rise to them and are reviewed and adjusted at the end of each year, are used to cater for the specific obligations for which they were originally recognised. Provisions are fully or partially reversed when such obligations cease to exist or are reduced.

Litigation and/or claims in process

At the end of 2012 certain litigation and claims were in process against the consolidated companies forming part of the ACS Group arising from the ordinary course of their operations, no representative at the individual level. The Group's legal advisers and directors consider that the outcome of litigation and claims will not have a material effect on the financial statements for the years in which they are settled.

Provisions for employee termination benefit costs

Pursuant to current legislation, a provision is recognised to meet the cost of termination of temporary employees with a contract for project work.

Provisions for pensions and similar obligations

In the case of foreign companies whose post-employment benefit obligations are not externalised, noteworthy are the provisions for pensions and similar obligations recorded by various Hochtief Group companies as explained below.

Provisions for pensions and similar obligations are recognised for current and future benefit payments to active and former employees and their surviving dependants. The obligations primarily relate to pension benefits, partly for basic pensions and partly for optional supplementary pensions. The individual benefit obligations vary from one country to another and are determined for the most part by length of service and pay scales. The Turner Group's obligations to meet healthcare costs for retired staff are likewise included in pension provisions due to their pension-like nature.

Provisions for pensions and similar obligations are computed by the projected unit credit method. This determines the present value of future entitlements, taking into account current and future benefits already known at the reporting date plus anticipated future increases in salaries and pensions and, for the Turner Group, in healthcare costs. The computation is based on actuarial appraisals using biometric accounting principles. Plan assets as defined in IAS 19 are shown separately as deductions from pension obligations. Plan assets comprise assets transferred to pension funds to meet pension obligations, shares in investment funds purchased under deferred compensation arrangements, and qualifying insurance policies in the form of pension liability insurance. If the fair value of plan assets is greater than the present value of employee benefits, the difference is reported—subject to the limit in IAS 19—under other non-current assets.

Pursuant to the option in IAS 19, actuarial gains and losses are recognised directly in equity in the period during which they arise. The current service cost is reported under personnel costs. The interest element of the increase in pension obligations, diminished by anticipated returns on plan assets, is reported in net investment and interest income.

Past service costs are recognised immediately in income, unless the changes to the pension plan are conditional on the employees remaining in service for a specified period of time (the vesting period). In this case, the past service costs are recognised in income by amortization on a straight-line basis over the vesting period.

Provisions for project completion

Inspection fee expenses, estimated costs for site clearance and other expenses that may be incurred from completion of the project through final settlement thereof are accrued over the execution period on the basis of production volumes and are recognised under "Current Provisions" on the liability side of the consolidated statements of financial position.

Dismantling of non-current assets and environmental restoration

The Group is obliged to dismantle certain facilities at the end of their useful life, such as those associated with the closing of landfills, and to ensure the environmental restoration of the sites where they are located. The related provisions have been made for this purpose and the present value of the cost of carrying out these tasks has been estimated, recognising a concession asset as a balancing entry.

Other provisions

Other provisions include mainly provisions for warranty costs.

03.14. Risk management policy

The ACS Group is exposed to certain risks which it manages by applying risk identification, measurement, concentration limitation and monitoring systems.

The main principles defined by the ACS Group for its risk management policy are as follows:

- Compliance with corporate governance rules.
- Establishment by the Group's various lines of business and companies of the risk management controls required to assure that market transactions are performed in accordance with the policies, standards and procedures of the ACS Group.
- Special attention to the management of financial risk, basically including interest rate risk, foreign currency risk, liquidity risk and credit risk (see Note 21).

The Group's risk management is of a preventative nature and is aimed at the medium and long term, taking into account the most probable scenarios with respect to the future changes in the variables affecting each risk.

03.15. Derivative financial instruments

The Group's activities are exposed mainly to financial risks of changes in foreign exchange rates and interest rates. The transactions performed are in line with the risk management policy defined by the Group.

Derivatives are initially recognised at acquisition cost in the consolidated statement of financial position and the required valuation adjustments are subsequently made to reflect their fair value at all times. These adjustments are recorded under "Financial instrument receivables" in the consolidated statement of financial position if they are positive and under "Financial instrument payables" if they are negative. Gains and losses from fair value changes are recognised in the consolidated income statement, unless the derivative has been designated and is highly effective as a hedge, in which case they are recognised according to their classification.

Classification**- Fair value hedges**

The hedged item and hedging instrument are both measured at fair value, and changes in fair value are recognised in the consolidated income statement for their net amount under "Change in fair value of financial instruments".

- Cash flow hedges

Changes in the fair value of the derivatives are recognised, in respect of the effective portion of the hedges, in equity under "Valuation adjustments" in the accompanying consolidated statement of financial position. Hedges giving results of between 80% and 125% in the effectiveness test are considered to be or effective or efficient. The cumulative gain or loss recognised in this account is transferred to the consolidated income statement to the extent that the underlying has an impact on this account in relation to the hedged risk, and the related effect is deducted from the same heading in the consolidated income statement.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to net profit or loss for the year.

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not carried at fair value with unrealised gains or losses reported in the income statement.

Assessment

The fair value of the various derivative financial instruments is calculated using techniques widely used in financial markets, by discounting the flows envisaged in each contract on the basis of its characteristics, such as the notional amount and the collection and payment schedule based on spot and futures market conditions at the end of each year.

Interest rate hedges are measured by using the zero-coupon rate curve, determined by employing the Black-Scholes methodology in the case of caps and floors for the deposits and rates that are traded at any given time, to obtain the discount factors.

Equity swaps are measured as the result of the difference between the quoted price at year end and the strike price initially agreed upon, multiplied by the number of contracts reflected in the swap.

Derivatives whose underlying asset is quoted on an organised market and are not qualified as hedges, are measured using the Black-Scholes methodology and applying market parameters such as implicit volatility and estimated dividends.

For those derivatives whose underlying asset is quoted on an organised market, but in which the derivative forms part of financing agreement and where its arrangement substitutes the underlying assets, the measurement is based on the calculation of its intrinsic value at the calculation date.

03.16. Revenue recognition

Revenue is recognised to the extent that the economic benefits associated with the transaction flow to the Group. Revenue is measured at the fair value of the consideration received or receivable and represents the amounts receivable for the goods and services provided in the normal course of business, net of discounts, VAT and other sales-related taxes.

Sales of goods are recognised when substantially all the risks and rewards arising from their ownership have been transferred.

Revenue associated with the rendering of services is also recognised by reference to the stage of completion of the transaction at the reporting date, provided the outcome of the transaction can be estimated reliably.

In an agency relationship, when the reporting company acts as a commission agent, the gross inflows of economic benefits for amounts collected on behalf of the principal do not result in increases in equity for the company. Therefore, these inflows are not revenue and, instead, only the amount of the commissions is recognised as revenue.

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

Following is a disclosure of specific revenue recognition criteria for certain activities carried on by the Group.

03.16.01. Construction business

In the construction business, the outcome of a construction contract is recognised by the percentage of completion method. The amount of production carried out until the reporting date is recognised as revenue on the basis of the percentage of completion of the entire project. The percentage of completion is measured by reference to the state of completion of the construction work, i.e. the percentage of work performed until the reporting date with respect to the total contract work performed.

In the construction industry, the estimated revenue and costs of construction projects are susceptible to changes during contract performance which cannot be readily foreseen or objectively quantified. In this regard, the budgets used to calculate the stage of completion and the production of each year include the measurement at the sale price of the units completed, for which management of the consolidated companies consider there is reasonable assurance of their being collected, as well as their estimated costs.

Should the amount of output from inception, measured at the sale price, of each project be greater than the amount billed up to the end of the reporting period, the difference between the two amounts is recognised under "Trade and other receivables" on the asset side of the consolidated statement of financial position. Should the amount of output from inception be lower than the amount of the progress billings, the difference is recognised under "Trade and other payables - Customer advances" in liabilities in the consolidated statement of financial position.

Machinery or other fixed assets acquired for a specific project are amortised over the estimated project execution period and on the basis of the consumption pattern thereof. Permanent facilities are depreciated on a straight-line basis over the project execution period. The other assets are depreciated in accordance with the general criteria indicated in these notes to financial statements.

Late-payment interest arising in relation to delays in the collection of certification amounts is recognised when collected.

03.16.02. Industrial services, environment and other businesses

The Group companies recognise as the result of the services rendered by them each year the difference between output (valued at the selling price of the services provided during the period, which are covered by the initial contract entered into with the customer or by approved modifications or addenda thereto, and of services that have not yet been approved but for which there is reasonable assurance of collection) and the costs incurred in the year.

Price increases agreed in the initial contract entered into with the customer are recognised as revenue on an accrual basis, regardless of whether they have been approved annually by the customer.

Late-payment interest is recognised as financial income when finally approved or collected.

03.17. Expense recognition

An expense is recognised in the consolidated income statement when there is a decrease in the future economic benefits as a result of a reduction of an asset, or an increase in a liability, which can be measured reliably. This means that an expense is recognised simultaneously to the recognition of the increase in a liability or the reduction of an asset.

Additionally, an expense is recognised immediately when a disbursement does not give rise to future economic benefits or when the requirements for recognition as an asset are not met.

Also, an expense is recognised when a liability is incurred and no asset is recognised, as in the case of a liability relating to a guarantee.

In the specific case of expenses associated with commission income when the commission agent does not have any inventory risk, as in the case of certain Group logistics service companies, the cost to sell or to render the related service does not constitute an expense for the company (commission agent) since the latter does not assume the inherent risks. In these cases, as indicated in the section on revenue recognition, the sale or service rendered is recognised for the net amount of the commission.

03.18. Offsetting

Asset and liability balances must be offset and the net amount is presented in the consolidated statement of financial position when, and only when, they arise from transactions in which, contractually or by law, offsetting is permitted and the Group companies intend to settle them on a net basis, or to realise the asset and settle the liability simultaneously.

03.19. Corporation Tax

The corporation tax expense represents the sum of the current tax expense and the change in deferred tax assets and liabilities.

The current income tax expense is calculated by aggregating the current tax arising from the application of the tax rate to the taxable profit (tax loss) for the year, after deducting the tax credits allowable for tax purposes, plus the change in deferred tax assets and liabilities.

Deferred tax assets and liabilities include temporary differences measured at the amount expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities and their tax bases, and tax loss and tax credit carryforwards. These amounts are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled.

Deferred tax liabilities are recognised for all taxable temporary differences, unless the temporary difference arises from the initial recognition of goodwill or the initial recognition (except in the case of a business combination) of other assets and liabilities in a transaction that affects neither accounting profit (loss) nor taxable profit (tax loss).

Deferred tax assets are recognised for temporary differences to the extent that it is considered probable that the consolidated companies will have sufficient taxable profits in the future against which the deferred tax asset can be utilised, and the deferred tax assets do not arise from the initial recognition (except in a business combination) of other assets and liabilities in a transaction that affects neither accounting profit (loss) nor taxable profit (tax loss). The other deferred tax assets (tax loss and tax credit carryforwards) are only recognised when it is probable that the consolidated companies will have sufficient taxable profits in the future against which they can be utilised.

The deferred tax assets and liabilities recognised are reassessed at the end of each reporting period in order to ascertain whether they still exist, and the appropriate adjustments are made on the basis of the findings of the analyses performed.

The Spanish companies more than 75% owned by the Parent file consolidated tax returns, as part of Tax Group 30/99, in accordance with current legislation.

03.20. Earnings per share

Basic earnings per share are calculated by dividing net profit attributable to the Parent by the weighted average number of ordinary shares outstanding during the year, excluding the average number of shares of the Parent held by the Group companies (see Note 31.01).

Diluted earnings per share are calculated by dividing net profit or loss attributable to ordinary shareholders adjusted by the effect attributable to the dilutive potential ordinary shares by the weighted average number of ordinary shares outstanding during the year, adjusted by the weighted average number of ordinary shares that would have been outstanding assuming the conversion of all the potential ordinary shares into ordinary shares of the Parent. For these purposes, it is considered that the shares are converted at the beginning of the year or at the date of issue of the potential ordinary shares, if the latter were issued during the current period.

At 31 December 2012 and 2011, basic earnings per share were the same as diluted earnings per shares since none of the aforementioned circumstances arose.

03.21. Foreign currency transactions

The Group's functional currency is the euro. Therefore, transactions in currencies other than the euro are deemed to be "Foreign Currency Transactions" and are recognised by applying the exchange rates prevailing at the date of the transaction.

Foreign currency transactions are initially recognised in the functional currency of the Group by applying the exchange rates prevailing at the date of the transaction.

At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated to euros at the rates prevailing at the end of the reporting period. Non-monetary items measured at historical cost are translated to euros at the exchange rates prevailing on the date of the transaction.

The exchange rates of the main currencies in which the ACS Group operates in 2012 and 2011 are as follows:

| | Average exchange rate | | Closing exchange rate | |
|---------------------------|-----------------------|-------|-----------------------|-------|
| | 2012 | 2011 | 2012 | 2011 |
| 1 U.S. Dollar (USD) | 0.775 | 0.715 | 0.758 | 0.772 |
| 1 Australian Dollar (AUD) | 0.803 | 0.746 | 0.788 | 0.790 |
| 1 Polish Zloty (PLN) | 0.240 | 0.242 | 0.246 | 0.225 |
| 1 Brazilian Real (BRL) | 0.395 | 0.428 | 0.370 | 0.415 |
| 1 Mexican Peso (MXN) | 0.059 | 0.057 | 0.059 | 0.055 |
| 1 Canadian Dollar (CAD) | 0.776 | 0.726 | 0.764 | 0.758 |

All exchange rates are in euros.

Any exchange differences arising on settlement or translation at the closing rates of monetary items are recognised in the consolidated income statement for the year, except for items that form part of an investment in a foreign operation, which are recognised directly in equity net of taxes until the date of disposal.

On certain occasions, in order to hedge its exposure to certain foreign currency risks, the Group enters into forward currency contracts and options (see Note 21 for details of the Group's accounting policies in respect of such derivative financial instruments).

On consolidation, the assets and liabilities of the Group's foreign operations are translated to euros at the exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rates for the year, unless exchange rates fluctuate significantly. Any exchange differences arising are classified as equity. Such exchange differences are recognised as income or as expenses in the year in which the operation is disposed of.

Goodwill and fair value adjustments arising on the acquisition of a company whose functional currency is not the euro are treated as assets and liabilities of the foreign company and are translated at the closing rate.

03.22. Entities and branches located in hyperinflationary economies

At the end of 2009, given the economic situation in Venezuela and in accordance with the definition of hyperinflationary economy provided by IAS 29, the country was classified as hyperinflationary and at the end of 2012 it continued to be classified as such. The ACS Group has investments in Venezuela through its subsidiaries of the Construction, Environment and Industrial Services segments, the amounts outstanding at 31 December 2012 and 2011, and the volume of transactions in the years 2012 and 2011 being immaterial.

None of the functional currencies of the consolidated subsidiaries and associates located abroad relate to hyperinflationary economies as defined by IFRSs. Accordingly, at the 2012 and 2011 accounting close it was not necessary to adjust the financial statements of any of the subsidiaries or associates to correct for the effect of inflation.

03.23. Consolidated Statements of Cash Flows

The following terms are used in the consolidated cash flow statements with the meanings specified:

Cash flows: inflows and outflows of cash and cash equivalents, which are short-term, highly liquid investments that are subject to an insignificant risk of changes in value.

Operating activities: the principal revenue-producing activities of the Group and other activities that are not investing or financing activities.

Investing activities: the acquisition and disposal of long-term assets and other investments not included in cash and cash equivalents.

Financing activities: activities that result in changes in the size and composition of the equity and liabilities that are not operating activities.

In view of the diversity of its businesses and activities, the Group opted to report cash flows using the indirect method.

In preparing the consolidated statement of cash flows, cash and cash equivalents were considered to be cash on hand, demand deposits at banks and short-term, highly liquid investments that can be converted into cash and are subject to an insignificant risk of changes in value.

As a result of the novation of the equity swap on 277,971,800 shares of Iberdrola, S.A. carried out in December 2012, which ACS may choose to pay in shares or in cash, the reduction of the financial liability amounting to EUR 1,432 million was not considered to be a cash outflow in the accompanying statement of cash flows.

The breakdown of "Other adjustments to profit (net)" in the statement of cash flows is as follows:

| | Thousands of Euros | |
|---|--------------------|----------------|
| | 2012 | 2011 |
| Financial income | (507,853) | (521,055) |
| Financial costs | 1,289,785 | 1,216,514 |
| Impairment and gains or losses on disposals of non-current assets | (36,913) | 40,289 |
| Results of companies accounted for using the equity method | (339,353) | (318,469) |
| Adjustments related to the assignment of net assets of Hochtief | (335,365) | 333,350 |
| Impairment and gains or losses on disposal of financial instruments | 3,769,932 | (367,087) |
| Adjustments related to the restructuring of Iberdrola and other effects | (621,060) | 126,119 |
| Total | 3,219,173 | 509,661 |

It should also be noted that for comparison purposes, the cash and cash equivalents recognised as a result of the first full consolidation of Hochtief, A.G. amounting to EUR 2,270,041 thousand, were included in the cash flows from investing activities in Group companies, associates and business units in the preparation of the consolidated statement of cash flows for 2011, and were considered to reduce the value of the investment paid to acquire this company in 2011 amounting to EUR 903,923 thousand (excluding the value of the treasury shares delivered in the takeover).

03.24. Entry into force of new accounting standards

In 2012 the following standards and interpretations came into force and were adopted by the European Union and, where applicable, were used by the Group in the preparation of these consolidated financial statements:

(1) New standards, amendments and interpretations whose application is mandatory in the year beginning 1 January 2012:

| New standards, amendments and interpretations: | | Mandatory application in the years beginning on or after: |
|--|---|---|
| Approved for use in the European Union | | |
| Amendment to IFRS 7 - Financial Instruments: Disclosures - Transfers of Financial Assets (published in October 2010) | Extends and reinforces the disclosures on transfers of financial assets | Annual periods beginning on or after 1 July 2011 |

| New standards, amendments and interpretations: | | Mandatory application in the years beginning on or after: |
|--|--|---|
| Not yet approved for use by the European Union | | |
| Amendment to IAS 12 - Income taxes - deferred taxes relating to investment property (published in December 2010) | Regarding the calculation of deferred taxes relating to investment properties in accordance with the fair value model of IAS 40. | Annual periods beginning on or after 1 January 2012 (1) |

(1) Approved by the EU on 29 December 2012.

The application of these standards did not have a material effect on the ACS Group's condensed consolidated financial statements.

(2) New standards, amendments and interpretations whose application is mandatory subsequent to the calendar year beginning 1 January 2012 (applicable from 2013 onwards):

At the date of approval of these condensed consolidated financial statements, the following standards and interpretations had been published by the IASB but had not yet come into force, either because their effective date is subsequent to the date of the half-yearly condensed consolidated financial statements or because they had not yet been adopted by the European Union:

| New standards, amendments and interpretations: | | Mandatory application in the years beginning on or after: |
|---|--|---|
| Approved for use in the European Union | | |
| Amendment to IAS 1 - Presentation of other comprehensive income (published in June 2011) | Minor amendment in relation to other comprehensive income | Annual periods beginning on or after 1 July 2012 |
| IFRS 10 - Consolidated financial statements (published in May 2011) | Replaces current consolidation requirements of IAS 27. | Annual periods beginning on or after 1 January 2013 (2) |
| IFRS 11 - Joint arrangements (published in May 2011) | Replaces current IAS 31 on joint ventures. | Annual periods beginning on or after 1 January 2013 (2) |
| IFRS 12 - Disclosure of interests in other entities (published in May 2011) | Separate standard establishing the disclosures relating to interests in subsidiaries, associates, joint ventures and unconsolidated companies. | Annual periods beginning on or after 1 January 2013 (2) |
| IFRS 13 - Measurement of fair value (published in May 2011) | Establishes a framework for measuring fair value. | Annual periods beginning on or after 1 January 2013 |
| IAS 27 (Revised) - Individual financial statements (published in May 2011) | The standard has been revised given that following its the issue of IFRS 10, it will only comprise an entity's separate financial statements | Annual periods beginning on or after 1 January 2013 (2) |
| IAS 28 (Revised) - Investments in associates and joint ventures (published in May 2011) | Parallel revision in relation to the issue of IFRS 11 Joint Ventures | Annual periods beginning on or after 1 January 2013 (2) |
| Amendment of IAS 32 Offsetting financial assets and financial liabilities (Published in December 2011) | Additional clarifications regarding the rules for offsetting financial assets and financial liabilities of IAS 32 and introduction of new associated disclosures in IFRS 7 | Annual periods beginning on or after 1 January 2014 |
| Amendment to IFRS 7 Disclosures: Offsetting financial assets and financial liabilities (Published in December 2011) | | Annual periods beginning on or after 1 January 2013 |
| Interpretation IFRIC 20: Stripping costs in the production phase of a surface mine (published in October 2011) | The IFRS Interpretations Committee deals with the accounting treatment of waste elimination costs in surface mines. | Annual periods beginning on or after 1 January 2013 |
| Amendment to IAS 19 - Employee benefits (published in June 2011) | The amendments mainly affect defined benefit plans given that one of the main changes is the elimination of corridor approach. | Annual periods beginning on or after 1 January 2013 |

| New standards, amendments and interpretations: | | Mandatory application in the years beginning on or after: |
|---|--|---|
| Not approved for use in the European Union | | |
| IFRS 9 Financial instruments: Classification and measurement (published in November 2009 and in October 2010) and subsequent amendment to IFRS 9 and IFRS 7 on the effective date and transition disclosures (published in December 2011) | Replaces the requirements for classifying, measuring and derecognising financial assets and liabilities of IAS 39. | Annual periods beginning on or after 1 January 2015 |
| Improvements to IFRSs, 2009-2011 Cycle (published in May 2012) | Minor amendments to certain standards. | Annual periods beginning on or after 1 January 2013 |
| Transition rules: Amendment to IFRS 10, 11 and 12 (published in June 2012) | Clarification of the transition rules of these standards. | Annual periods beginning on or after 1 January 2013 |
| Investment companies: Amendment to IFRS 10, IFRS 12 and IAS 27 (published in October 2012) | Exceptions in consolidation for parent companies that meet the definition of an investment company. | Annual periods beginning on or after 1 January 2014 |

(2) On 1 June 2012, the EU Accounting Regulatory Committee approved to delay the effective date of IFRS 10, 11 and 12 and the new standards IAS 27 and IAS 28 to the years beginning on or after 1 January 2014. These standards may be applied early once they have been approved for use in the EU.

The Group is in the process of analysing the impact of these standards, however they are not expected to have a significant impact. Certain comments are included below regarding these standards:

- The partially published IFRS 9 (not yet complete to date) replaces IAS 39 in the classification and measurement of financial assets (part published in November 2009) and financial liabilities (published in October 2010). The standard published in October 2010 also includes recognition and derecognition requirements, which are essentially the same as those currently in IAS 39. The remaining phases of IFRS 9 are expected to be carried out in 2013 (impairment and hedge accounting) to finally fully replace IAS 39. After the ACS Group recognised impairment losses in the income statement on its investment in Iberdrola, S.A., the potential effect of this standard on the ACS Group's financial statements was reduced considerably, given that impairment losses would only be recognised on shares it holds directly (see Note 10.01). Although the application date for IFRS 9 is 1 January 2015, it may be voluntarily applied early once adopted for use by the European Union.
- The basic change addressed by IFRS 11 with regard to the current standard is the elimination of the option of proportional consolidation for entities that are jointly controlled, which would then be accounted for using the equity method. Besides this noteworthy amendment, IFRS 11 also change the approach of analysing joint arrangement in certain contexts. Under IAS 31 the conclusion depends to great extent on the legal structure of the agreement, whereas in IFRS 11, this is more of a secondary step, whereby the primary approach of the analysis is whether or not the joint arrangement is structured through a separate vehicle or whether it represents a distribution of net benefits or right or obligation of one party in proportion to its assets and liabilities, respectively. In this regard, the standard defines two unique types of joint arrangements which will be either a joint transaction or jointly controlled investees. With respect to the recognitions of joint values, the standard is not expected to have a significant effect for the ACS Group since it accounts for its jointly controlled companies using the equity method.
- IFRS 13 - Measurement of fair value: the aim of this standard is to be the only standard for calculating the fair value of assets and liabilities where such valuation is required by other standards. In this regard, it does not amend current measurement bases established by other standards and is applicable to the valuation of financial and non-financial items. This standard clarifies that credit risk must be explicitly taken into consideration in measuring the market value of derivative financial instruments.

Improvements to IFRSs (published in May 2012)

Obligatory changes for periods beginning on or after 1 January 2013. This standard has not yet been adopted by the EU. This summary does not include the amendment relating to the first-time adoption of IFRSs (IFRS 1).

Obligatory changes for periods beginning on or after 1 January 2013:

| Standard | Amendment |
|---------------|---|
| IAS 1 | <p>Clarification of the requirements for comparative information.</p> <p>When an entity retrospectively changes an accounting policy or corrects an error or reclassifies an item, the standard requires a third balance sheet at the beginning of the comparative period to be presented. The amendment clarifies that this third balance sheet is required when this retrospective amendment has a material effect on the figures of the opening balance sheet and specifies the disclosures to be provided in relation to this balance sheet, clarifying that related notes are not necessary.</p> <p>Several clarifications were also included in relation to the additional comparative information that may be included in IFRS financial statements.</p> |
| IAS 16 | <p>Classification of servicing equipment.</p> <p>The amendment resolves an inconsistency regarding the classification of servicing equipment which, as spare parts, meet the definition of a tangible asset, and must be classified as property, plant and equipment.</p> |
| IAS 32 | <p>Tax effect of distributions to equity holders.</p> <p>This standard introduces a clarification to indicate that the tax effects of distributions to equity holders or transaction costs related to equity are recognised in accordance with IAS 12 - Income taxes.</p> |
| IAS 34 | <p>Interim financial reporting and segment information.</p> <p>All assets and liabilities of a reportable segment will be disclosed in interim financial statements only if this information is provided to the maximum authority responsible for taking decisions and if there was a significant change from the figures reported for the segment in the last annual financial statements.</p> |

The Group is currently assessing the effect that the future application of these standards might have on the financial statements once they enter into force. The Group's preliminary assessment is that the effects of the application of these standards will not be significant.

04. Intangible assets

04.01. Goodwill

The detail by line of business of the changes in goodwill in 2012 and 2011 is as follows:

| Line of Business | Thousands of Euros | | | | | |
|---------------------|-----------------------|---------------|---------------------------|----------------|----------------------|-----------------------|
| | Balance at 31/12/2011 | Additions | Disposals and allocations | Impairment | Exchange differences | Balance at 31/12/2012 |
| Parent | 780,939 | - | - | - | - | 780,939 |
| Construction | 1,553,932 | 85,520 | (16,246) | (1,673) | (3,756) | 1,617,777 |
| Industrial Services | 76,965 | 1,218 | - | (1,152) | (283) | 76,748 |
| Environment | 84,602 | - | (72) | - | (172) | 84,358 |
| Total | 2,496,438 | 86,738 | (16,318) | (2,825) | (4,211) | 2,559,822 |

| Line of Business | Thousands of Euros | | | | | | |
|---------------------|-----------------------|----------------------------------|------------------|---------------------------|--------------|----------------------|-----------------------|
| | Balance at 31/12/2010 | Transfer to assets held for sale | Additions | Disposals and allocations | Impairment | Exchange differences | Balance at 31/12/2011 |
| Parent | 780,939 | - | - | - | - | - | 780,939 |
| Construction | 175,768 | - | 1,378,782 | - | - | (618) | 1,553,932 |
| Industrial Services | 64,734 | - | 20,369 | (7,389) | (313) | (436) | 76,965 |
| Environment | 127,933 | (36,612) | 110 | (6,651) | - | (178) | 84,602 |
| Total | 1,149,374 | (36,612) | 1,399,261 | (14,040) | (313) | (1,232) | 2,496,438 |

In accordance with the table above, the most significant goodwill is the result of the full consolidation of Hochtief, A.G. (see Note 02.02.f) amounting to EUR 1,433,801 thousand and the result of the merger of the Parent with Grupo Dragados, S.A. The most significant changes in 2012, in addition to the change in provisional goodwill of Hochtief, A.G. at 31 December 2011 amounting to EUR 55,019 thousand, relate to the acquisition of Clark Builders for EUR 30,501 thousand.

In 2011 the most important addition related to the global consolidation of Hochtief, A.G. (see Note 02.02.f) for a provisional amount of EUR 1,378,782 thousand.

In the case of goodwill, each year the ACS Group the carrying amount of the related company or cash-generating unit against its value in use, determined by the discounted cash flow method.

In relation to the goodwill arising from the purchase of Hochtief in 2011, in accordance with IAS 36.80, this goodwill was assigned to the main cash-generating units, which are Hochtief Asia Pacific and Hochtief Americas. In 2012 the ACS Group assessed the recoverability of this goodwill. For the purpose of testing the impairment of the goodwill of Hochtief assigned to the business carried out by Hochtief Asia Pacific, the ACS Group based its valuation on the internal projections made according to the Hochtief business plan for this line of business, discounting the free cash flows at a weighted average cost of capital (WACC) of 8.5%, and using a perpetual growth rate of 2.4%. In addition, this value was compared with that obtained by discounting the average free cash flows based on the projections of the Leighton analysts, using the same WACC and the same perpetual growth rate, and it was concluded that there are no impairment losses in any of the scenarios analysed.

In order to value the Hochtief Américas line of business, an internal valuation was also carried out based on the projections of the Hochtief business plan for this line of business, discounting the cash flows at a weighted average cost of capital (WACC) of 7.6% and using a perpetual growth rate of 2.10%. In addition, this value was compared with the valuations of the analysts for this Hochtief line of business, and it was concluded that there were no impairment losses in the scenarios analysed.

Along with the goodwill arising from the aforementioned full consolidation of Hochtief A.G., the most significant goodwill, which amounted to EUR 780,939 thousand, arose from the merger with Dragados Group in 2003 and related to the amount paid in excess of the value of the assets on the acquisition date. This goodwill was assigned mainly to the cash generating units of the Construction and Industrial Services areas. In 2012 and 2011, the ACS Group assess whether or not this goodwill could be recovered using the discounted cash flow method, with internal projections of the Group for each of the cash-generating units for the 2013-2017 period, except for the concession business of Iridium, for which the carrying amount was conservatively considered.

The discount rate used in each business unit is the weighted average cost of capital (WACC), which was calculated by taking into consideration the cost of average weighted goodwill based on the sales by country of each business unit. In order to calculate the cost of each country's own funds, the country's risk-free rate was used, the deleveraging beta of the sector according to Damodaran, releveraged by the debt of each business unit and the market risk premium according to Damodaran. The cost of the debt is the consolidated actual effective cost of the debt of each business unit and the tax rate used is the weighted average, by country, of the activity of the business units. The discount rate used for Dragados was therefore 8.4%, of which 6.5% was for the Environment business and 6.7% for Industrial Services business.

The perpetual growth rate (g) used is the weighted average based on the sales, by country, of each business unit. The perpetual growth rate of each country relates to the increase of the CPI in 2017 for each of the countries, according to the FMI report of October 2012, and ranges from 1.6% to 2.3% depending on each business.

The combined result of the valuation using discounted cash flows of the operating businesses significantly exceeds the carrying value of the goodwill of the Dragados Group. This value was also compared to the valuations of the ACS Group analysts and its value on the market, there being no signs of impairment in any of the cases analysed.

The remaining goodwill, excluding that generated by the merger between ACS and the Dragados Group and the goodwill arising from the full consolidation of Hochtief A.G., is highly fragmented. Thus, in the case of the Industrial Services area, the total goodwill on the statement of financial position amounts to EUR 76,748 thousand, which relates to 19 companies from this business area, the most significant relating to the acquisition of Midasco, LLC for EUR 15,177 thousand.

In the Environmental area, total goodwill amounted to EUR 81,105 million, relating to 23 different companies, the largest amount being related to the purchase of the portion corresponding to the non-controlling interests of Tecmed, now merged into Urbaser, for EUR 38,215 thousand.

In the Construction area, in addition to the goodwill arising from the full consolidation of Hochtief A.G., noteworthy is the goodwill arising on the acquisitions of Pol-Aqua (EUR 41,487 thousand), Pulice (EUR 46,873 thousand), John P Picone (EUR 40,977 thousand) and Schiavone (EUR 45,255 thousand).

In these areas, the calculated impairment tests are based upon scenarios similar to those that have been described for each area of activity or in the case of Dragados Group goodwill, taking into account the necessary adjustments based upon the peculiarities, geographic markets and specific circumstances of the affected companies.

The Group conducted sensitivity analyses on the tests for impairment of goodwill carried out, and concluded that, except in the case of Pol-Aqua where the impairment test evidenced a very small gap, reasonable changes in the main assumptions would not give rise to the

need to recognise an impairment loss. In the case of the impairment test of Hochtief, the valuations of the cash-generating units evidence a gap of more than 20% compared to their carrying values.

According to the estimates and projections available to the directors of the Group and of each of the companies concerned, the projected cash flows attributable to these cash-generating units (or groups of units) to which the goodwill is allocated will make it possible to recover the carrying amount of the goodwill recognised at 31 December 2012 and 2011. The impairment losses on goodwill in 2012 amounted to EUR 2,825 thousand (2011 EUR 313 thousand).

04.02. Other intangible assets

The changes in this heading in the consolidated statement of financial position in 2012 and 2010 were as follows:

| | Thousands of Euros | | | | | | | |
|---------------------------------------|-------------------------|-------------------|----------------|-------------------------|-------------------------------|--------------------------|-------------------|------------------------------------|
| | Development expenditure | Computer software | Concessions | Other intangible assets | Total other intangible assets | Accumulated amortisation | Impairment losses | Total other intangible assets, net |
| Balance at 1 January 2011 | 8,196 | 36,529 | 155,028 | 403,986 | 603,739 | (114,413) | (24,968) | 464,358 |
| Changes in the scope of consolidation | 902 | (1,994) | 94,605 | 2,004,861 | 2,098,374 | (70,644) | - | 2,027,730 |
| Additions or charges for the year | 212 | 3,277 | 12,792 | 31,898 | 48,179 | (224,136) | (18,254) | (194,211) |
| Disposals or reductions | (90) | (6,217) | (47,743) | (238,582) | (292,632) | 34,856 | - | (257,776) |
| Exchange differences | (3) | (24) | 7,858 | 6,019 | 13,850 | (3,741) | (49) | 10,060 |
| Transfers to/from other assets | 2,598 | 194 | 181,468 | 34,577 | 218,837 | (11,944) | (60) | 206,833 |
| Balance at 31 December 2011 | 11,815 | 31,765 | 404,008 | 2,242,759 | 2,690,347 | (390,022) | (43,331) | 2,256,994 |
| Changes in the scope of consolidation | - | 4 | 26,815 | (57,779) | (30,960) | 919 | - | (30,041) |
| Additions or charges for the year | 1,503 | 1,996 | 46,118 | 12,062 | 61,679 | (355,360) | (47,252) | (340,933) |
| Disposals or reductions | (59) | (1,065) | (27,533) | 21,395 | (7,262) | 3,596 | (287) | (3,953) |
| Exchange differences | 10 | 71 | (1,335) | 4,106 | 2,852 | 1,188 | (1,489) | 2,551 |
| Transfers to/from other assets | 14 | 313 | (2,884) | 225,909 | 223,352 | (127,607) | - | 95,745 |
| Balance at 31 December 2012 | 13,283 | 33,084 | 445,189 | 2,448,452 | 2,940,008 | (867,286) | (92,359) | 1,980,363 |

At 31 December 2012, the transfers recognised under "Other intangible assets" relate mainly to Tirmadrid, S.A. and UTE Dehesas, which in 2011 were classified under "Non-current assets in projects". These assets are now classified as intangible assets since their financing matured in 2012.

The disposals and reductions in 2012 relate mainly to concession assets arising from the Hochtief Group.

The main additions in 2011 relate to the fair value assigned to intangible assets of the Hochtief Group, of which EUR 1,977,901 thousand were included under the heading "Other intangible assets" (see Note 02.02.f). The business combinations have focused on business characterised by the existence, inter alia, of a significant construction order book and client base, including many contracts which expire in the short-medium term and are subject to periodic renewals (on tacit occasions), thus establishing a recurring relationship over time with its most significant clients. In these cases, the ACS Group deems that, according to IFRS 3, part of the gain must be allocated to said contracts and generally to the contractual relationship with clients. The assessment of the order book signed on the acquisition date of the contractual relationships with clients, takes the planned margins (EBITDA) after taxes, the CAPEX forecasts and signed contractual period as a reference. This assessment gives rise to the generation of an intangible asset, which will be amortised over the remaining term of the contract and the term of the aforementioned contractual relationship, proportionally to the estimated cash flows.

At 31 December 2011, the main assets recognised under "Other intangible assets" related to Hochtief construction backlog (mainly including contracts in the areas of America and Pacific Asia) amounting to EUR 708,476 thousand, to the various trademarks of the Hochtief Group (EUR 221,096 thousand) and to the contractual relationships with clients of the Hochtief Group (EUR 813,140 thousand) generated in the first consolidation process (PPA) described in Note 02.02.f.

In 2012 the losses on items classified as other intangible assets amounting to EUR 46,269 thousand relating to the Construction area (EUR 16,633 thousand at 31 December 2011) were recognised under "Impairment and gains or losses on disposals of non-current assets" in the accompanying consolidated income statement. No impairment losses were reversed in the income statements for 2012 and 2011.

No significant development expenditure was recognised as an expense in the consolidated income statement for 2012 and 2011.

At 31 December 2012, the amount of assets with an indefinite useful life other than those reported as goodwill, relate mainly to several trademarks of the Hochtief Group amounting to EUR 54,895 thousand (EUR 49,693 thousand at 31 December 2011). Trademarks are not amortised systematically, but are checked for possible impairment annually. No impairment losses were recognised in this connection in 2012 or 2011.

There were no material intangible asset items whose title was restricted in 2012 or 2011.

05. Tangible assets – property, plant and equipment

The changes in this heading in the consolidated statement of financial position in 2012 and 2011 were as follows:

| | Thousands of Euros | | | | | | | |
|---------------------------------------|--------------------|---------------------|-------------------------|--|---|--------------------------|-------------------|---|
| | Land and buildings | Plant and machinery | Other intangible assets | Advances and Property, plant and equipment in the course of construction | Total tangible assets - property, plant and equipment | Accumulated depreciation | Impairment losses | Total net tangible assets - property, plant and equipment |
| Balance at 1 January 2011 | 488,503 | 1,276,809 | 781,141 | 156,574 | 2,703,027 | (1,461,069) | (23,797) | 1,218,161 |
| Changes in the scope of consolidation | 268,236 | 3,379,881 | 192,940 | 3,807 | 3,844,864 | (1,993,872) | 143 | 1,851,135 |
| Additions or charges for the year | 21,114 | 876,509 | 81,701 | 35,772 | 1,015,096 | (670,972) | (3,068) | 341,056 |
| Disposals or reductions | (25,975) | (338,679) | (70,322) | (2,940) | (437,916) | 344,799 | 4,064 | (89,053) |
| Exchange differences | 9,128 | 285,664 | 7,405 | (305) | 301,892 | (156,188) | (291) | 145,413 |
| Transfers from/to other assets | 15,152 | (90,478) | (4,086) | (62,357) | (141,769) | 21,674 | (3,079) | (123,174) |
| Balance at 31 December 2011 | 776,158 | 5,389,706 | 988,779 | 130,551 | 7,285,194 | (3,915,628) | (26,028) | 3,343,538 |
| Changes in the scope of consolidation | (485) | (44) | 6,242 | - | 5,713 | 288 | 449 | 6,450 |
| Additions or charges for the year | 64,795 | 1,132,036 | 86,388 | 42,301 | 1,325,520 | (1,054,086) | (2,408) | 269,028 |
| Disposals or reductions | (77,018) | (887,686) | (89,517) | (17,418) | (1,071,639) | 882,164 | 1,720 | (187,755) |
| Exchange differences | 1,219 | (41,716) | (3,202) | (645) | (44,344) | 26,293 | (222) | (18,273) |
| Transfers from/to other assets | (30,153) | (497,702) | (3,098) | (54,370) | (585,323) | 122,662 | 650 | (462,011) |
| Balance at 31 December 2012 | 734,516 | 5,094,594 | 985,592 | 100,419 | 6,915,121 | (3,938,307) | (25,839) | 2,950,977 |

In 2012 there were no significant changes in the scope of consolidation. In 2011 there were significant changes in the scope of consolidation as a result of the full consolidation of the Hochtief Group which had previously been accounted for using the equity method and amounted to EUR 2,041,252 thousand (see Note 02.02.f).

In 2012 the most relevant acquisitions, by line of business, relate mainly to the Construction Area amounting to EUR 1,213,146 thousand, mainly from Hochtief as the result of acquiring equipment for the Leighton mining operations in Leighton for EUR 1,073,595 thousand, to the Industrial Services Area for EUR 63,112 thousand for the acquisition of machinery and equipment to carry out new projects, and to the Environmental Area for EUR 49,256 thousand, mostly earmarked for the acquisition and renovation of machinery and tools.

The most significant additions in 2011 under this heading by line of business related to the Construction area and amounted to EUR 908,956 thousand, which mainly included investments made by Leighton in machinery (equipment for mining) amounting to EUR 804,447 thousand. The additions relating to the Environmental area amounted to EUR 66,009 thousand, and primarily included new cleaning service facilities in Malaga, industrial vehicles and other urban service machinery.

In 2012 and 2011 gains on the disposal of non-current assets totalled a net carrying amount of EUR 187,755 and EUR 89,053 thousand, respectively.

Operating expenses relating directly to property, plant and equipment capitalised in the course of construction were not material in 2012 or 2011.

The Group has taken out insurance policies to cover the possible risks to which its property, plant and equipment are subject and the claims that might be filed against it for carrying on its business activities. These policies are considered to adequately cover the related risks.

The indemnities received for claims covered by insurance policies recognised in profit or loss were not significant in 2012 or 2011.

At 31 December 2012, there were restrictions on technical equipment and machinery of the Australian subsidiary, Leighton, amounting to EUR 171,718 thousand (EUR 58 thousand at 31 December 2011). In addition to the aforementioned restrictions, the ACS Group has

mortgaged land and buildings with a carrying amount of approximately EUR 67,149 thousand (EUR 74,945 thousand in 2011) to secure banking facilities granted to the Group.

At 31 December 2012 the Group had recognised a net EUR 2,276,614 thousand, net of depreciation, relating to property, plant and equipment owned by foreign companies and branches of the Group (EUR 2,599,751 thousand in 2011).

At 31 December 2012, the Group had entered into contractual commitments for the future acquisition of property, plant and equipment amounting to EUR 421,428 thousand (EUR 520,534 thousand at 31 December 2011), including most notably EUR 405,388 thousand (EUR 507,255 thousand at 31 December 2011) relating mainly to mining operations in Leighton.

The impairment losses recognised in profit and loss at 31 December 2012 amounted to EUR 2,417 thousand and mainly related to the sale and impairment of machinery of Dragados (EUR 1,988 thousand in 2011). No impairment losses were reversed or recognised in the income statement in 2012 (EUR 45 thousand in 2011).

The leased assets recognised under property, plant and equipment were as follows:

| | Thousands of Euros | | | | | | |
|-----------------------------|--------------------|---------------------|---|---|--------------------------|-------------------|---|
| | Land and buildings | Plant and machinery | Other tangible assets - property, plant and equipment | Total tangible assets - property, plant and equipment | Accumulated depreciation | Impairment losses | Total net tangible assets - property, plant and equipment |
| Balance at 31 December 2011 | 3,147 | 432,064 | 26,341 | 461,552 | (8,533) | - | 453,019 |
| Balance at 31 December 2012 | 2,033 | 671,622 | 42,574 | 716,229 | (18,719) | (15) | 697,495 |

In 2012 there were no significant changes in the scope of consolidation. The increase in leased assets at 31 December 2011 with respect to the previous year, is mainly a result of the full consolidation of the Hochtief Group, which had previously been accounted for using the equity method and amounted to EUR 410,571 thousand, mostly relating to plant and machinery of Leighton.

06. Non-current assets in projects

The balance of "Non-current assets in projects" in the consolidated statement balance sheet at 31 December 2012, includes the costs incurred by the fully consolidated companies in the construction of transport, services and power generation centres whose operation forms the subject matter of their respective concessions. These amounts relate to property, plant and equipment associated with projects financed under a project finance arrangement and concessions identified as intangible assets or those that are included as a financial asset according to the criteria discussed in Note 03.04 above. To better understand its activities relating to infrastructure projects, the Group considers it more appropriate to present its infrastructure projects in a grouped manner, although they are broken down by type of asset (financial or intangible) in this note.

All the project investments made by the ACS Group at 31 December 2012, and the related changes in the balance of this heading in 2011 are as follows:

| Type of infrastructure | End date of operation | Thousands of Euros | | |
|------------------------|-----------------------|--------------------|--------------------------|---|
| | | Investment | Accumulated depreciation | Carrying amount of non-current assets in projects |
| Waste treatment | 2019 - 2050 | 429,051 | (107,123) | 321,928 |
| Highways/roads | 2024 - 2038 | 232,292 | (19,919) | 212,373 |
| Police stations | 2024 - 2032 | 75,848 | - | 75,848 |
| Water management | 2025 - 2032 | 40,265 | (7,351) | 32,914 |
| Car parks | 2040-2051 | 32,584 | (6,023) | 26,561 |
| Security | 2014 | 64,128 | (48,928) | 15,200 |
| Wind farms | - | 13,114 | (218) | 12,896 |
| Solar thermal plants | - | 8,911 | - | 8,911 |
| Energy transmission | 2040 | 7,515 | - | 7,515 |
| Other infrastructures | - | 16,256 | (509) | 15,747 |
| Total | | 919,964 | (190,071) | 729,893 |

The changes in this heading in 2012 and 2011 were as follows:

| | Thousands of Euros | | | | | |
|---------------------------------------|--------------------|--------------------------|---------------------|------------------|--------------------------|---------------------|
| | 2012 | | | 2011 | | |
| | Investment | Accumulated depreciation | Net carrying amount | Investment | Accumulated depreciation | Net carrying amount |
| Beginning balance | 1,115,680 | (280,988) | 834,692 | 2,670,903 | (290,617) | 2,380,286 |
| Changes in the scope of consolidation | - | - | - | (499,733) | 7,265 | (492,468) |
| Additions or charges for the year | 147,062 | (56,320) | 90,742 | 1,445,587 | (95,815) | 1,349,772 |
| Exchange differences | 1,938 | 632 | 2,570 | (9,978) | 182 | (9,796) |
| Disposals or reductions | (19,116) | 3,560 | (15,556) | (163,151) | 9,019 | (154,132) |
| Transfers | (325,600) | 143,045 | (182,555) | (2,327,948) | 88,978 | (2,238,970) |
| Ending balance | 919,964 | (190,071) | 729,893 | 1,115,680 | (280,988) | 834,692 |

The breakdown of this heading by type, in accordance with IFRIC 12, is as follows:

The concession assets identified as intangible assets, as a result of the Group assuming the demand risk, and the changes in the balance of this heading in 2011 are as follows:

| Type of infrastructure | End date of operation | Thousands of Euros | | |
|------------------------|-----------------------|--------------------|--------------------------|---|
| | | Investment | Accumulated depreciation | Carrying amount of non-current assets in projects |
| Waste treatment | 2020 - 2050 | 313,528 | (72,470) | 241,058 |
| Highways/roads | 2024 - 2038 | 232,273 | (19,905) | 212,368 |
| Car parks | 2040 - 2051 | 32,583 | (6,022) | 26,561 |
| Water management | 2025 - 2028 | 33,557 | (7,351) | 26,206 |
| Other infrastructures | - | 2,676 | (494) | 2,182 |
| Total | | 614,617 | (106,242) | 508,375 |

| | Thousands of Euros | | | | | |
|---------------------------------------|--------------------|--------------------------|---------------------|------------------|--------------------------|---------------------|
| | 2012 | | | 2011 | | |
| | Investment | Accumulated depreciation | Net carrying amount | Investment | Accumulated depreciation | Net carrying amount |
| Beginning balance | 816,093 | (217,253) | 598,840 | 1,276,649 | (229,887) | 1,046,762 |
| Changes in the scope of consolidation | - | - | - | - | - | - |
| Additions or charges for the year | 117,161 | (41,533) | 75,628 | 411,332 | (41,898) | 369,434 |
| Exchange differences | 1,938 | 632 | 2,570 | (693) | 182 | (511) |
| Disposals or reductions | (23,704) | 2,967 | (20,737) | (12,507) | 9,236 | (3,271) |
| Transfers | (296,871) | 148,945 | (147,926) | (858,688) | 45,114 | (813,574) |
| Ending balance | 614,617 | (106,242) | 508,375 | 816,093 | (217,253) | 598,840 |

The concession assets identified as financial assets, as a result of the Group non assuming the demand risk, and the changes in the balance of this heading in 2011 are as follows:

| Type of infrastructure | End date of operation | Thousands of Euros |
|------------------------|-----------------------|--|
| | | Collection rights arising from concession arrangements |
| Police stations | 2024 - 2032 | 75,848 |
| Waste treatment | 2040 | 12,421 |
| Energy transmission | 2040 | 7,512 |
| Water management | 2032 | 6,708 |
| Other infrastructures | - | 10,032 |
| Total | | 112,521 |

| | Thousands of Euros | |
|---------------------------------------|--------------------|------------------|
| | 2012 | 2011 |
| Beginning balance | 108,154 | 1,105,726 |
| Changes in the scope of consolidation | - | (450,624) |
| Investment | 26,883 | 476,922 |
| Finance income | 8,991 | 244,417 |
| Collections | (14,613) | (109,969) |
| Disposals or reductions | 7,243 | (63,007) |
| Exchange differences | - | (10,040) |
| Transfers from/to other assets | (24,137) | (1,085,271) |
| Ending balance | 112,521 | 108,154 |

In accordance with the measurement bases of IFRIC 12 and Note 03.04, the amount of financial remuneration included under "Revenue" amounted to EUR 128,365 thousand in 2012, of which EUR 119,374 thousand corresponding to concession assets identified as financial assets are classified as "Non-current assets held for sale and discontinued operations" (EUR 244,417 thousand in 2011).

The borrowing costs accrued in relation to the financing of the concessions classified under the financial asset model amounted to EUR 12,534 thousand in 2012 (EUR 28,910 thousand in 2011).

The detail of the financial assets financed through a project finance arrangement that do not meet the requirements for recognition in accordance with IFRIC 12, and the changes in the balance of this heading in 2012 were as follows:

| Type of infrastructure | End date of operation | Thousands of Euros | | |
|------------------------|-----------------------|--------------------|--------------------------|---|
| | | Investment | Accumulated depreciation | Carrying amount of non-current assets in projects |
| Waste treatment | 2019 - 2041 | 103,102 | (34,653) | 68,449 |
| Security | 2014 | 64,128 | (48,928) | 15,200 |
| Wind farms | - | 13,114 | (218) | 12,896 |
| Solar thermal plants | - | 8,911 | - | 8,911 |
| Highways/roads | 2026 | 19 | (14) | 5 |
| Energy transmission | - | 3 | - | 3 |
| Other infrastructures | - | 3,549 | (16) | 3,533 |
| Total | | 192,826 | (83,829) | 108,997 |

| | Thousands of Euros | | | | | |
|---------------------------------------|--------------------|--------------------------|---------------------|----------------|--------------------------|---------------------|
| | 2012 | | | 2011 | | |
| | Investment | Accumulated depreciation | Net carrying amount | Investment | Accumulated depreciation | Net carrying amount |
| Beginning balance | 191,433 | (63,735) | 127,698 | 288,528 | (60,730) | 227,798 |
| Changes in the scope of consolidation | - | - | - | (49,109) | 7,265 | (41,844) |
| Additions or charges for the year | 8,640 | (14,787) | (6,147) | 422,885 | (53,917) | 368,968 |
| Exchange differences | - | - | - | 755 | - | 755 |
| Disposals or reductions | (2,655) | 593 | (2,062) | (87,637) | (217) | (87,854) |
| Transfers | (4,592) | (5,900) | (10,492) | (383,989) | 43,864 | (340,125) |
| Ending balance | 192,826 | (83,829) | 108,997 | 191,433 | (63,735) | 127,698 |

In 2012 and 2011 non-current assets in projects were acquired for EUR 147,062 thousand and EUR 1,445,587 thousand, respectively.

The main investments in projects made in 2012 relate to the Construction business, especially noteworthy of mention being those made in highway concessions for EUR 93,845 thousand (EUR 414,127 thousand in 2011), and the Environment business in waste treatment amounting to EUR 37,181 thousand. In 2011 the main investments also related to the Industrial Services business in transmission lines for EUR 584,268 thousand, solar thermal plants and photovoltaic plants for EUR 310,938 thousand and wind farms for EUR 72,191 thousand, which are mostly considered as held for sale.

In addition, non-current assets in projects were transferred as a result of selling the 40% ownership interest held in the Avenida de América transfer point and 29% in Concesionaria Ruta del Canal, S.A. In both cases the percentage held became accounted for using the equity method and represented a decrease in the cost of non-current assets in projects of EUR 24,137 thousand and EUR 98,822 thousand, respectively. No unrealised gains arose as a result of these transactions or from the sale or revaluation of the ownership interest held.

After the maturity of the project debt of Tirmadrid, S.A. and UTE Dehesas, they were no longer considered non-current assets in projects and were included under intangible assets for EUR 136,304 thousand and EUR 69,066 thousand, respectively.

Noteworthy of mention in 2011 was the sale of 50% of the I-595 highway Express, Llc which led to a cost reduction of EUR 5,378 thousand.

There were no impairment losses in the income statement at 31 December 2012 (EUR 37,910 thousand at 31 December 2011).

At 31 December 2012 and 2011, the Group had entered into contractual commitments for the acquisition of non-current assets in projects amounting to EUR 35,787 thousand and EUR 244,990 thousand, respectively, which mainly relate to the Group's current concession agreements.

The financing relating to non-current assets in projects is explained in Note 18.

The concession operators are also obliged to hold restricted cash reserves, known as reserve accounts, included under "Other current financial assets" (see Note 10.05).

Lastly, it should be noted that the Group has non-current assets in projects classified under "Non-current assets held for sale and discontinued operations" (see Note 03.09).

07. Investment property

The changes in this heading in 2012 and 2011 were as follows:

| | Thousands of Euros | |
|---------------------------------------|--------------------|---------------|
| | 2012 | 2011 |
| Beginning balance | 79,511 | 57,176 |
| Changes in the scope of consolidation | - | 23,788 |
| Additions | - | 866 |
| Sales | (2,442) | - |
| Charges for the year | (3,106) | (3,179) |
| Impairment losses | - | (281) |
| Transfers from/to other assets | (2,877) | 1,141 |
| Ending balance | 71,086 | 79,511 |

The Group's investment property relates mostly to subsidised housing in Madrid earmarked for lease by the lessee IVIMA (Madrid Housing Institute) and maturing from 2023 to 2024. The rest relates to housing, car parks and commercial premises to be leased.

The rental income earned from investment property amounted to EUR 9,913 thousand in 2012 (EUR 9,831 thousand in 2011). The average occupancy level of the aforementioned assets was 56% with an average rentable area of 183,540 square meters in the year.

The direct operating expenses arising from investment properties included under "Other operating expenses", amounted to EUR 8,296 thousand (EUR 9,895 thousand in 2011).

There were no contractual commitments for the acquisition, construction or development of investment property, or for repairs, maintenance and improvements.

At the beginning of 2012, the gross carrying amount was EUR 126,022 thousand and accumulated depreciation (increased by accumulated impairment losses) amounted to EUR 46,511 thousand. At year-end, the gross carrying amount and accumulated depreciation were EUR 118,561 thousand and EUR 47,475 thousand, respectively. There were no material differences with respect to fair value in the accompanying consolidated financial statements.

08. Joint ventures

The main aggregates included in the accompanying consolidated financial statements relating to joint ventures for 2012 and 2011, in proportion to the percentage of ownership interest in the share capital of each joint venture, are as follows:

| | Thousands of Euros | | | |
|-------------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| | UTE's,EIG's | | Companies | |
| | Balance at 31/12/2012 | Balance at 31/12/2011 | Balance at 31/12/2012 | Balance at 31/12/2011 |
| Non-current assets | 349,395 | 447,347 | 2,607,362 | 2,330,097 |
| Current assets | 2,639,239 | 3,569,457 | 1,257,506 | 1,271,061 |
| Non-current liabilities | 381,152 | 257,668 | 1,840,488 | 1,894,036 |
| Current liabilities | 2,359,260 | 3,190,991 | 1,242,862 | 1,083,639 |
| Revenue | 2,561,789 | 3,815,390 | 3,175,811 | 1,843,756 |
| Profit for the year | 272,865 | 426,610 | 100,234 | (259,359) |

In accordance with the opinion set forth in IAS 31, the companies are accounted for using the equity method (Note 02.02.d).

The identification data relating to the main ACS Group unincorporated joint ventures (UTEs) are detailed in Appendix II.

09. Investments in companies accounted for using the equity method

The changes in the balance of this heading were as follows:

| | Thousands of Euros | |
|--|--------------------|------------------|
| | 2012 | 2011 |
| Beginning balance | 1,569,911 | 2,333,359 |
| Additions | 604,132 | 1,015,484 |
| Disposals | (519,353) | (815,800) |
| Change in consolidation method | 285,835 | (269,770) |
| Profit for the year | 339,353 | 318,469 |
| Changes in the equity of associates | | |
| Exchange differences/other | (209,994) | 241,865 |
| Cash flow hedges | (111,153) | (241,326) |
| Available-for-sale financial assets | - | (38,285) |
| Transfer to non-current assets held for sale/discontinued operations | 1,185 | (770,603) |
| Distribution of dividends | (228,302) | (203,482) |
| Ending balance | 1,731,614 | 1,569,911 |

The detail, by line of business, of the investments in companies accounted for by the equity method at 31 December 2012 and 2011 is as follows:

| Line of Business | 31/12/2012 | | | 31/12/2011 | | |
|---------------------|---------------------|--------------------------|-----------------------|---------------------|--------------------------|-----------------------|
| | Share of net assets | Profit/Loss for the year | Total carrying amount | Share of net assets | Profit/Loss for the year | Total carrying amount |
| Construction | 886,443 | 264,087 | 1,150,530 | 864,750 | 247,556 | 1,112,306 |
| Industrial Services | 192,545 | 4,073 | 196,618 | 105,954 | 18,702 | 124,656 |
| Environment | 356,559 | 26,781 | 383,340 | 84,054 | 12,343 | 96,397 |
| Corporate Unit | (43,286) | 44,412 | 1,126 | 196,684 | 39,868 | 236,552 |
| Total | 1,392,261 | 339,353 | 1,731,614 | 1,251,442 | 318,469 | 1,569,911 |

- Construction

At 31 December 2012, noteworthy of mention in the Construction Area is the ownership interest from the Hochtief Group accounted for using the equity method, both if they are associates and joint ventures, in accordance with the alternative included in IAS 31, amounting to EUR 1,062,102 thousand (EUR 1,019,884 thousand at 31 December 2011). The ownership interest in Aurelis Real Estate amounting

to EUR 284,040 thousand (EUR 249,664 thousand at 31 December 2011) and in Leighton Welspun Contractors EUR 178,381 thousand (EUR 179,900 thousand at 31 December 2011) are noteworthy of mention.

- *Environment*

The main change in the Environment Area relates to accounting for the Clece Group using the equity method, the reason for which the ACS Group acquired joint control over certain funds managed by Mercapital. The carrying value at 31 December 2012 amounted to EUR 269,713 thousand.

- *Corporate Unit*

In April 2012 the ACS Group sold all of its ownership interest held in Abertis Infraestructuras, S.A., which until then was accounted for using the equity method through Admirabilia, S.A., with a profit before taxes of EUR 196,699 thousand. This is the main change that occurred in the equity method relating to the Corporate Unit.

The market value of the associates accounted for using the equity method for which there are prices quoted in the stock market at 31 December 31 of 2012 amounted to EUR 112,896 thousand (EUR 1,151,633 thousand in 2011). This year-on-year decrease is due mainly to the sale of all the Company's ownership interest in Abertis Infraestructuras, S.A., the value of which on the stock market amounted to EUR 989,444 thousand at 31 December 2011.

In addition to the above-mentioned impairment tests, the Group has performed the corresponding impairment testing to verify the recoverability of the rest of the assets. For the purpose of carrying out these impairment tests, the Group considered the future cash flow projections as well as the discounting of dividends and external market valuations for each of the ownership interests in accordance with available information. Especially in relation to the underlying goodwill, the tests did not disclose the need to for a provision to cover significant impairment in the consolidated income statement at the end of 2012 and 2011.

The assets, liabilities, attributable equity, sales and profit for the year the companies included under this heading, as well as the ownership interest of the ACS Group in this company are presented in Appendix III.

10. Financial assets

The detail of the balance of this heading in the consolidated statements of financial position in 2012 and 2011 is as follows:

| | Thousands of Euros | | | |
|------------------------|--------------------|------------------|------------------|------------------|
| | 31/12/2012 | | 31/12/2011 | |
| | Non-Current | Current | Non-Current | Current |
| Equity instruments | 504,512 | 110,855 | 5,544,802 | 48,512 |
| Loans to associates | 859,467 | 131,773 | 957,488 | 95,175 |
| Other loans | 362,747 | 111,537 | 569,455 | 212,797 |
| Debt securities | 3,155 | 802,325 | 2,952 | 683,707 |
| Other financial assets | 118,588 | 548,959 | 276,825 | 1,966,031 |
| Total | 1,848,469 | 1,705,449 | 7,351,522 | 3,006,222 |

10.01. Equity instruments

The detail of the balance of this heading at 31 December 2012 and 2011 is as follows:

| | Thousands of Euros | |
|---------------------------|--------------------|------------------|
| | 31/12/2012 | 31/12/2011 |
| Iberdrola, S,A, | 315,423 | 5,360,336 |
| Xfera Móviles, S,A, | 79,206 | 79,206 |
| Other smaller investments | 109,883 | 105,260 |
| Total | 504,512 | 5,544,802 |

In accordance with IAS 39 these investments are considered to be available-for-sale financial assets. They have been measured at cost since there is no reliable market for them, except for in the case of Iberdrola, S.A.

Iberdrola, S.A.

At 31 December 2012, the ACS Group held 75,190,459 shares representing 1.22% of the share capital of Iberdrola, S.A. at that date (1,107,736,286 shares representing 18.83% of the share capital of Iberdrola at 31 December 2011). The consolidated average cost amounted to EUR 4.195 per share (EUR 7.1 per share, prior to taking into account the valuation adjustments at 31 December 2011).

The ownership interest in Iberdrola is recognised at its market price at the end of each year (EUR 4.195 per share in 2012 and EUR 4.839 per share in 2011) amounting to EUR 315,423 thousand (EUR 5,360,336 thousand at 31 December 2011). At 31 December 2011, a negative valuation adjustment of EUR 1,791,480 thousand, net of the related tax effect, was recognised under "Equity - Valuation adjustments - Available-for-sale financial assets"

The most relevant transactions in 2012 with regard to Iberdrola are as follows:

- On 18 April 2012, ACS Actividades de Construcción y Servicios, S.A. carried out an accelerated bookbuilding process through UBS and Société Générale among professional and qualified investors both in Spain and abroad, of a package of 220,518,120 Iberdrola, S.A. shares, representing 3.69% of its share capital. The placement price resulting from the process was EUR 3.62 per share. As a result of this transaction, the ACS Group incurred a loss before tax, along with other expenses related thereto, amounting to EUR 855,689 thousand recognised under "Impairment and gains or losses on disposals of financial instruments" in the accompanying consolidated income statement (see Note 29).
- Accordingly, on 13 July 2012 Residencial Monte Carmelo, S.A., wholly owned by ACS, Actividades de Construcción y Servicios, S.A., entered into a prepaid forward finance transaction with Société Générale, which allowed the company to cancel the syndicated loan of EUR 1,599,223 thousand it had entered into with a bank syndicate, in which Banco Bilbao Vizcaya Argentaria, S.A. acted as the agent (see Note 18). This agreement was amended on 21 December 2012 and the prepaid forward was cancelled subsequent to 2012 year-end (see Note 18).
- In 2012 ACS, Actividades de Construcción y Servicios, S.A. also signed several amendments to the equity swap agreement entered into with Natixis, which entailed changing the repayment of the underlying value from EUR 1,000 million to EUR 1,432 million on 277,971,800 Iberdrola, S.A. shares, the elimination of the margin calls, the arrangement of a fixed guarantee of EUR 355,531 thousand, establishing the maturity date as 31 March 2015 and amending the method of terminating the agreement.

Following these transactions, at 31 December 2012, the ACS Group only held the aforementioned 1.22% ownership interest in Iberdrola and the following derivative financial instruments, which were measured at fair value through profit or loss at 2012 year-end:

- A group of financial derivatives on 597,286,512 Iberdrola, S.A. shares that limit the ACS Group's exposure to fluctuations in the market of the aforementioned company's shares (see Note 22).
- An equity swap signed with Natixis on 277,971,800 Iberdrola, S.A. shares (see Note 22), in which the ACS Group continues holding the usufruct rights on these shares.

In 2011 there were no purchases or disposals of Iberdrola, S.A. shares, whereby the decrease in the percentage of ownership interest as compared to 2010 was a result of the diluting effects of corporate transactions and the flexible Iberdrola dividend.

With regard to impairment on the ownership interest in Iberdrola, it should be noted that, as in previous years, the ACS Group has internally tested its 1.22% ownership interest for impairment based on the discounting of future dividends and other information available on its investee, which also allowed it to conclude that there was no impairment since the recoverable value of the investment was below the consolidated average cost. A loss to the market price at the end of the year amounting to EUR 222,139 was therefore recognised under "Impairment and gains or losses on disposals of financial instruments" in the accompanying consolidated income statement (see Note 29). In 2011 the Group concluded that, based on the assumptions existing at this date, no impairment losses need be recognised on its ownership interest in Iberdrola.

"Impairment and gains or losses on disposals of financial instruments" in the accompanying consolidated income statement for 2012 (see Note 29) includes the aforementioned loss with regard to the sale of the 3.69% of the share capital of Iberdrola, the impairment of the 1.22% ownership interest and additional losses of EUR 2,873,344 thousand as a result of the Residencial Monte Carmelo transactions and the equity swap. The market value of the derivative financial instruments held at year end in relation to Iberdrola shares represented a profit of EUR 232,333 thousand which was recognised under "Changes in fair value of financial instruments".

Xfera Mviles, S.A. (Yoigo)

At 31 December 2012 and 2011, the ACS Group had a 17% ownership interest in the share capital of Xfera Mviles, S.A. through ACS Telefonía Mvil, S.L. after the sale of part of its holding in 2006 to the Telia Sonera Group. In relation to this sale transaction, there is an

unrecognised contingent price and in certain scenarios, call and put options on the ownership interest of ACS, the conditions of which are not likely to be met.

The carrying value of the ownership interest in Xfera amounted to EUR 198,376 thousand at 31 December 2012 and 2011, which, following write-downs in previous years, relates to the contributions made in the years 2006 onwards, including the participating loans related thereto included under "Other non-current loans". This carrying value relates to the contributions made after 2006, since the Group had recorded very significant provisions in relation to this ownership interest in the years previous to 2006.

In order to calculate the recoverable value of this investment the ACS Group used the discounted cashflow method, on the basis of the company's internal projections until 2017, using the weighted average cost of capital (WACC) of 10.46% as the discount rate and a perpetual growth rate of 1.4%. A sensitivity analysis was also performed taking into consideration different discount rates, a perpetual growth rate and even deviations of up to minus 50% in the business plan estimates for the company. Both in the baseline and in the rest of the scenarios considered, the recoverable value of this investment would be above its carrying value. This conclusion is consistent with the valuations of Xfera published by analysts and by its controlling shareholder. Notwithstanding the foregoing, in accordance with the principle of prudence, and considering that Xfera is in the final stages of its launch phase, the Group has not revalued its ownership interest to its estimated market value.

Other investments

At 31 December 2012, other investments relates mainly to non-controlling interests including, among others, the ownership interests held by subsidiaries of Hochtief amounting to a net EUR 91,492 thousand (EUR 64,718 thousand at 31 December 2011).

The Group has assessed the recoverability of the assets included under this heading, recognising the related impairment on the basis of the recoverability analysis performed.

10.02. Loans to associates

The detail of the balances of "Loans to associates" and of the scheduled maturities at 31 December 2012, is as follows:

| | Thousands of Euros | | | | | |
|---------------------|--------------------|-------------|--------|--------|---------------------------|-------------------|
| | Current | Non-current | | | | |
| | 2013 | 2014 | 2015 | 2016 | 2017 and subsequent years | Total non-current |
| Loans to associates | 131,773 | 560,931 | 32,803 | 12,480 | 253,253 | 859,467 |

The detail of the balances of "Loans to associates" and of the scheduled maturities at 31 December 2011, is as follows:

| | Thousands of Euros | | | | | |
|---------------------|--------------------|-------------|------|--------|---------------------------|-------------------|
| | Current | Non-current | | | | |
| | 2012 | 2013 | 2014 | 2015 | 2016 and subsequent years | Total non-current |
| Loans to associates | 95,175 | 581,847 | 349 | 80,153 | 295,139 | 957,488 |

At 31 December 2012, the non-current loans in euros include, inter alia, the loan granted in relation to the acquisition of Aurelis Real Estate for EUR 88,459 thousand (EUR 142,010 thousand at 31 December 2011) maturing in 2014. In addition, it should be noted that non-current loans granted in euros were granted to Línea Nueve (Branches Dos and Cuatro) for EUR 62,868 thousand (EUR 49,601 thousand in 2011), Celtic Road Group (Waterford and Portlaoise) for EUR 45,566 thousand (the same as in 2011), Circunvalación de Alicante, S.A. for EUR 52,161 thousand (EUR 42,793 thousand in 2011), Infraestructuras y Radiales, S.A. for EUR 41,177 thousand (the same as in 2011), and TP Ferro Concesionaria, S.A. for 32,138 thousand (EUR 30,901 thousand in 2011).

In relation to foreign currency loans, the loan granted to Habtoor Leighton Group for EUR 402,500 thousand (EUR 380,993 thousand in 2011) is also noteworthy of mention. In relation to the loan to Habtoor Leighton Group, the investment in this company was fully provisioned in the accompanying financial statements, and other provisions were also recognised to cover other risks relating to this ownership interest.

These loans bear interest at market rates.

10.03. Other loans

The detail of the balances of "Other loans" and of the scheduled maturities at 31 December 2012, is as follows:

| | Thousands of Euros | | | | | |
|-------------|--------------------|-------------|--------|-------|---------------------------|-------------------|
| | Current | Non-current | | | | |
| | 2013 | 2014 | 2015 | 2016 | 2017 and subsequent years | Total non-current |
| Other loans | 111,537 | 285,258 | 10,108 | 6,487 | 60,894 | 362,747 |

The detail of the balances of "Other loans" and of the scheduled maturities at 31 December 2011, is as follows:

| | Thousands of Euros | | | | | |
|-------------|--------------------|-------------|---------|--------|---------------------------|-------------------|
| | Current | Non-current | | | | |
| | 2012 | 2013 | 2014 | 2015 | 2016 and subsequent years | Total non-current |
| Other loans | 212,797 | 131,389 | 187,321 | 57,200 | 193,545 | 569,455 |

Non-current loans include mainly the debt that continues to be refinanced to local corporations, amounting to EUR 101,798 thousand at 31 December 2012 (EUR 310,000 thousand at 31 December 2011), and the participating loans to Xfera Móviles, S.A., amounting to EUR 119,170 thousand at 31 December 2012 and 2011 (see Note 10.01). Among the current loans, of most significance were those granted to local corporations for an amount of EUR 18,454 (EUR 69,991 thousand at 31 December 2011).

These loans earn interest tied to Euribor plus a market spread.

10.04. Debt securities

At 31 December 2012, this heading included the investments in securities maturing in the short term relating mainly to Hochtief for EUR 517,948 thousand, to Cobra for EUR 121,251 thousand and to Urbaser for EUR 79,633. The increase in this heading is due mainly to the purchases of Level 1 fixed income and equity securities from the Hochtief Group (see Note 21). This heading also includes pledges of EUR 22,683 thousand at 31 December 2012 and 2011 as well as restricted as the use of their balances of EUR 255,577 thousand (EUR 232,078 thousand at 31 December 2011). Also included under this heading are EUR 76,821 thousand in sovereign debt corresponding to Luxembourg (EUR 79,788 thousand at 31 December 2011).

10.05. Other financial assets

At 31 December 2012, "Other financial assets" included short-term deposits amounting to EUR 418,123 thousand (EUR 1,696,131 thousand at 31 December 2011). In 2012 the most relevant portion relates to the amounts contributed to meet the coverage ratios of certain financing for the ownership interest in Hochtief (see Notes 17 and 18) and certain derivatives arranged by the Group (see Note 22). The reduction with regard to 2011 is due to the cancellation of the amounts contributed by the ACS Group to meet the coverage ratios in the Iberdrola, S.A. equity swap and the ownership interest in this company through Residencial Monte Carmelo, which amounted to EUR 1,140,497 thousand. These amounts earn interest at market rates and their availability depends on the compliance with the coverage ratios. A balancing entry is recognised for this amount in relation to the current bank borrowings incurred to meet these commitments.

At 31 December 2011, other non-current financial assets included EUR 171,786 thousand from Leighton which had restrictions with regard to the use of their balances and which were recovered in December 2012.

The balance of this heading also includes the current account with the securitisation SPV (see Note 12) and the balance of the reserve account relating to activity of the projects.

Impairment losses

In 2012 no significant impairment losses were recognised on the financial assets in addition to those relating to the ACS Group's ownership interest in Iberdrola (see Note 10.01). In 2011 the impairment losses on financial assets amounted to EUR 81,761 thousand. The most significant reversals due to the impairment of financial assets in 2012 amounted to EUR 7,188 thousand (EUR 419 thousand in 2011).

11. Inventories

The detail of "Inventories" is as follows:

| | Thousands of Euros | |
|--|--------------------|------------------|
| | 31/12/2012 | 31/12/2011 |
| Merchandise | 225,092 | 220,864 |
| Raw materials and other supplies | 413,760 | 383,346 |
| Work in progress | 1,126,536 | 1,061,048 |
| Finished goods | 7,472 | 7,669 |
| By-products, waste and recovered materials | 197 | 312 |
| Advances to suppliers and subcontractors | 147,058 | 101,475 |
| Total | 1,920,115 | 1,774,714 |

Inventories at 31 December 2012 mostly relates to the EUR 1,362,941 thousand (EUR 1,218,658 thousand at 31 December 2011) contributed by the Hochtief Group, including work in progress amounting to EUR 1,099,627 thousand (EUR 1,021,219 thousand at 31 December 2011), and mainly real estate (land and buildings), of Hochtief and its Australian subsidiary Leighton, of which EUR 699,284 thousand were restricted at 31 December 2012 (EUR 581,030 thousand at 31 December 2011). In addition to the aforementioned restrictions, inventories with a carrying amount of EUR 7,579 thousand in 2012 (EUR 15,312 thousand in 2011) have been pledged and/or mortgaged as security for the repayment of debts.

Impairment losses on inventories recognised and reversed in the consolidated income statement for 2012, relating to the various ACS Group companies, amounted to EUR 212 thousand and EUR 6,129 thousand, respectively (EUR 753 thousand and EUR 822 thousand in 2011).

12. Trade and other receivables

The carrying amount of trade and other receivables reflects their fair value, the detail, by line of business, being as follows:

| 2012 | Thousands of Euros | | | | |
|--|--------------------|---------------------|----------------|--------------------------------|-----------------------|
| | Construction | Industrial Services | Environment | Corporate unit and adjustments | Balance at 31/12/2012 |
| Trade receivables for sales and services | 6,473,517 | 2,585,646 | 504,862 | 1,193 | 9,565,218 |
| Receivable from group companies and associates | 235,930 | 385,875 | 3,901 | (32,556) | 593,150 |
| Other receivables | 412,480 | 647,530 | 113,744 | (504) | 1,173,250 |
| Current tax assets | 56,125 | 53,063 | 6,119 | (32,439) | 82,868 |
| Total | 7,178,052 | 3,672,114 | 628,626 | (64,306) | 11,414,486 |

| 2011 | Thousands of Euros | | | | |
|--|--------------------|---------------------|----------------|--------------------------------|-----------------------|
| | Construction | Industrial Services | Environment | Corporate unit and adjustments | Balance at 31/12/2011 |
| Trade receivables for sales and services | 6,201,094 | 2,262,617 | 678,919 | 2,374 | 9,145,004 |
| Receivable from group companies and associates | 245,678 | 281,758 | 17,913 | (65,285) | 480,064 |
| Other receivables | 307,789 | 499,862 | 137,126 | 7,080 | 951,857 |
| Current tax assets | 142,308 | 5,744 | 1,240 | (22,724) | 126,568 |
| Total | 6,896,869 | 3,049,981 | 835,198 | (78,555) | 10,703,493 |

Trade receivables for sales and services - Net trade receivables balance

The detail of trade receivables for sales and services and net trade receivables balance, by line of business, at 31 December 2012 and 2011, is as follows:

| 2012 | Thousands of Euros | | | | |
|---|--------------------|---------------------|----------------|--------------------------------|-----------------------|
| | Construction | Industrial Services | Environment | Corporate unit and adjustments | Balance at 31/12/2012 |
| Trade receivables and notes receivable | 3,371,245 | 1,402,984 | 418,074 | 5,671 | 5,197,974 |
| Completed work pending certification | 3,291,857 | 1,274,815 | 107,979 | 17 | 4,674,668 |
| Allowances for doubtful debts | (189,585) | (92,154) | (21,191) | (4,494) | (307,424) |
| Total receivables for sales and services | 6,473,517 | 2,585,645 | 504,862 | 1,194 | 9,565,218 |
| Advances received on orders (Note 23) | (1,039,643) | (1,768,535) | (6,078) | 1 | (2,814,255) |
| Total net trade receivables balance | 5,433,874 | 817,110 | 498,784 | 1,195 | 6,750,963 |

| 2011 | Thousands of Euros | | | | |
|---|--------------------|---------------------|----------------|--------------------------------|-----------------------|
| | Construction | Industrial Services | Environment | Corporate unit and adjustments | Balance at 31/12/2011 |
| Trade receivables and notes receivable | 3,853,128 | 1,709,189 | 612,892 | 6,986 | 6,182,195 |
| Completed work pending certification | 2,541,499 | 655,800 | 87,973 | 15 | 3,285,287 |
| Allowances for doubtful debts | (193,533) | (102,372) | (21,946) | (4,627) | (322,478) |
| Total receivables for sales and services | 6,201,094 | 2,262,617 | 678,919 | 2,374 | 9,145,004 |
| Advances received on orders (Note 23) | (1,356,808) | (1,432,737) | (12,517) | (1) | (2,802,063) |
| Total net trade receivables balance | 4,844,286 | 829,880 | 666,402 | 2,373 | 6,342,941 |

At 31 December 2012, retentions held by customers for contract work in progress amounted to EUR 517,209 thousand (EUR 461,403 thousand at 31 December 2011).

The Group companies assign trade receivables to financial institutions, without the possibility of recourse against them in the event of non-payment. The balance of receivables was reduced by EUR 307,872 thousand in this connection at 31 December 2012 (EUR 356,208 thousand at 31 December 2011).

Substantially all the risks and rewards associated with the receivables, as well as control over them, were transferred through the sale and assignment of the receivables, since there are no repurchase agreements between the Group companies and the banks that have acquired the assets, and the banks may freely dispose of the acquired assets without the Group companies being able to limit this right in any manner. Consequently, the balances receivable relating to the receivables assigned or sold under the aforementioned conditions were derecognised in the consolidated statement of financial position. The Group companies continued to manage collection during the period.

The balance of "Trade receivables and notes receivable" was reduced by the amounts received from the "CAP-TDA2 Fondo de Titulización de Activos", a securitisation SPV which was set up on 19 May 2010.

The ACS Group companies fully and unconditionally assign receivables to the securitisation SPV. By means of this mechanism, at the date of assignment, the Company charges a set price (cash price) which does not reverse back to the securitisation SPV for any reason. This securitisation SPV, which is subject to Spanish law, transforms the receivables acquired into bonds. It is managed by a management company called Titulización de Activos, Sociedad Gestora de Fondos de Titulización, S.A.

The amount of the receivables sold to the Securitisation SPV was EUR 229,531 thousand at 31 December 2012 (EUR 276,158 thousand at 31 December 2011), of which EUR 48,792 thousand (EUR 58,946 thousand at 31 December 2011) were recognised as a current account with the Securitisation SPV included under "Other Current financial assets - Other loans" (see Note 10.05).

There was no customer at 31 December 2012 that represented more than 10% of total revenue. At 31 December 2011, customers with net sales of over 10% include the Spanish public authorities, which accounted for 21% of the net trade receivables balance of the ACS Group.

Changes in the allowances for doubtful debts

The following is a breakdown, by line of business, of the changes in the "Allowances for doubtful debts" in 2012 and 2011:

| Allowance for doubtful debts | Thousands of Euros | | | | |
|------------------------------------|--------------------|---------------------|-----------------|--------------------------------|------------------|
| | Construction | Industrial Services | Environment | Corporate unit and adjustments | Total |
| Balance at 31 December 2010 | (39,089) | (94,285) | (19,877) | (4,629) | (157,880) |
| Charges for the year | (140,833) | (14,640) | (9,240) | 2 | (164,711) |
| Reversals/Excesses | 319 | 6,553 | 1,708 | - | 8,580 |
| Changes in scope and other | (13,930) | - | 5,463 | - | (8,467) |
| Balance at 31 December 2011 | (193,533) | (102,372) | (21,946) | (4,627) | (322,478) |
| Period provisions | (20,402) | (22,098) | (6,028) | - | (48,528) |
| Reversals/Excesses | 26,005 | 30,297 | 6,225 | 133 | 62,660 |
| Changes in scope and other | (1,655) | 2,019 | 558 | - | 922 |
| Balance at 31 December 2012 | (189,585) | (92,154) | (21,191) | (4,494) | (307,424) |

A concentration of credit risk is not considered to exist since the Group has a large number of customers engaging in various activities.

The net trade receivables balance at 31 December 2012 amounted to EUR 6,750,963 thousand (EUR 6,342,941 thousand at 31 December 2011), of which EUR 1,122,587 thousand (EUR 1,876,465 thousand at 31 December 2011) relate to domestic activity and EUR 5,628,377 thousand (EUR 4,466,476 thousand at 31 December 2011) to international activity.

With regard to domestic activity, EUR 703,124 thousand (EUR 1,332,131 thousand at 31 December 2011), 63% of the balance (71% of the balance at 31 December 2011) relates to the net balance receivable from the Spanish public authorities, the remainder relating to the private sector, without large concentrations thereof.

In relation to foreign activity, this balance mainly relates to the activity carried on by Hochtief, A.G. and amounts to EUR 5,139,079 thousand. This figure includes amounts which were outstanding but not impaired at 31 December 2012, of which EUR 126,043 was up to 30 days overdue, EUR 94,257 thousand between 31 and 90 days overdue and EUR 86,152 thousand more than 90 days overdue.

Group management considers that the carrying amount of the trade receivables reflects their fair value. The Group companies are responsible for managing the accounts receivable and determining the need for an allowance, since each Company best knows its exact position and the relationship with each of its clients. However, each line of business lays down certain guidelines on the basis that each client has its own peculiarities depending on the business activity performed. In this regard, for the Construction area, the accounts receivable from public authorities pose no recoverability problems of significance, and international activity mainly relates to work performed for public authorities in foreign countries, which reduces the possibility of experiencing significant insolvency. On the other hand, for private clients there is an established guarantee policy prior to the beginning of construction, which significantly reduces the risk of insolvency.

In the Environmen area, the main problems are related to arrears from local public authorities. In these cases, the affected companies renegotiate with the public authorities involved for the collection of the receivable if it is not possible to recover the receivable in the short-term, by setting a long-term payment schedule. At 31 December 2012, this amount totalled EUR 101,798 thousand (EUR 300,960 thousand at 31 December 2011), which was included under the heading "Other loans", and matures as follows:

| 2014 | 2015 | 2016 | 2017 and subsequent years | Total |
|--------|-------|-------|---------------------------|---------|
| 62,982 | 6,057 | 2,563 | 30,196 | 101,798 |

Additionally, the existence of arrears and of a possible default are low since besides the fact that the Group also has the right to request late interest from public authorities, its private clients are assigned a maximum risk level before contracting a service.

In the Industrial Services area, of most significance are private contracts, for which a maximum level of risk is assigned and collection conditions are based upon the solvency profile that is initially analysed for a client and for a specific project, depending on its size. In the case of foreign private clients, the practice is to require payments in advance at the beginning of the project and establish collection periods based on the type of project, which are either short term or non-recourse discounts are negotiated, allowing for positive management of working capital.

13. Other current assets

This heading in the statement of financial position includes mainly short-term accruals of prepaid expenses and interest.

14. Cash and cash equivalents

"Cash and cash equivalents" includes the Group's cash and short-term bank deposits with an original maturity of three months or less. The carrying amount of these assets amounting to EUR 50,222 thousand (EUR 85,212 thousand at 31 December 2011) reflect their fair value and there are no restrictions as to their use.

15. Equity

15.01. Capital

At 31 December 2012, the share capital of the Parent amounted to EUR 157,332 thousand and was represented by 314,664,594 fully subscribed and paid shares with a par value of EUR 0.5 each, all with the same voting and dividend rights.

Expenses directly attributable to the issue or acquisition of new shares are recognised in equity as a deduction from the amount thereof.

The General Shareholders' Meeting held on 25 May 2009 authorised the Company's Board of Directors to increase share capital by up to 50% at the date of this resolution on one or several occasions, and at the date, in the amount and under the conditions freely agreed in each case, within five years following 25 May 2009, and without having previously submitted a proposal to the General Shareholders' Meeting. Accordingly, the Board of Directors may set the terms and conditions under which capital is increased as well as the features of the shares, investors and markets at which the increases are aimed and the issue procedure, freely offer the unsubscribed shares in the preferential subscription period; and in the event of incomplete subscription, cancel the capital increase or increase capital solely by the amount of the subscribed shares.

The share capital increase or increases may be carried out by issuing new shares, either ordinary, without voting rights, preference or redeemable shares. The new shares shall be payable by means of monetary contributions equal to the par value of the shares and any share premium which may be agreed.

The Board of Directors was expressly empowered to exclude preferential subscription rights in full or in part in relation to all or some of the issues agreed under the scope of this authorisation, where it is in the interest of the company and as long as the par value of the shares to be issued plus any share premium agreed is equal to the fair value of the Company's shares based on a report to be drawn up at the Board's request, by an independent auditor other than the Company's auditor, which is appointed for this purpose by the Spanish Mercantile Registry on any occasion in which the power to exclude preferential subscription rights is exercised.

Additionally, the Company's Board of Directors is authorised to request the listing or delisting of any shares issued, in Spanish or foreign organised secondary markets.

Similarly, at the General Shareholders' Meeting held on 25 May 2009, the shareholders resolved to delegate to the Board of Directors the power to issue fixed income securities, either simple and exchangeable or convertible, and warrants on the Company's newly issued shares or shares in circulation, under the following terms: Securities may be issued on one or more occasions within five years following the resolution date. The total amount of the issue or issues of securities, plus the total number of shares listed by the Company, plus the total number of shares listed by the Company and outstanding at the issue date may not exceed a maximum limit of eighty per cent of the equity of ACS Actividades de Construcción y Servicios, SA. according to the latest approved statement of financial position.

The Ordinary General Shareholders' Meeting of ACS, Actividades de Construcción y Servicios, S.A. held on 31 May 2012 resolved, among other matters, to a share capital increase and reduction.

In this regard, the Company resolved in increase share capital to a maximum of EUR 646 million with a charge to voluntary reserves, whereby the first capital increase may not exceed EUR 362 million and the second increase may not exceed EUR 284 million, indistinctly granting the Executive Commission, the Chairman of the Board of Directors and the Director Secretary the power to execute the resolution. The capital increase is expected to take place, in the case of the first increase, within the two months following the date of the General Shareholders' Meeting for 2011 and, in the case of the second increase, within the first quarter of 2013, thereby coinciding with the dates on which the ACS Group has traditionally distributed the final dividend and the interim dividend.

Specifically, and by virtue of this delegation, on 28 June 2012 the Company resolved to carry out the first capital increase for a maximum amount of EUR 362 million. This capital increase is aimed at establishing an alternative remuneration system, as in many Ibx companies, that would allow shareholders to receive bonus shares from ACS or cash through the sale of the related bonus issue rights which are traded on the stock market, or that may be sold to ACS at a certain price based on a formula approved by the Board.

In relation to the foregoing, the Company increased its share capital by EUR 3,666,047.50 relating to 7,332,095 ordinary shares of EUR 0.5 par value each.

With regard to the capital reduction, the resolution adopted by the Board consists of reducing share capital through the retirement of the Company's treasury shares for a nominal amount equal to the nominal amount for which the aforementioned capital increase was effectively carried out. The Board of Directors is granted the power to execute these resolutions, on one or two occasions, simultaneously with each of the share capital increases.

In addition to the aforementioned authorisation to reduce capital, at the General Shareholders' Meeting held on 31 May 2012, the shareholders resolved, among other matters, to expressly allow the treasury shares acquired by the Company or its subsidiaries to be earmarked, in full or in part, for sale or retirement, for delivery to the employees or directors of the Company or the Group and for reinvestment plans for dividends or similar instruments. The Board of Directors is granted the power for its execution.

With regard to this point, and simultaneously with the aforementioned capital increase, share capital was reduced by EUR 3,666,047.50 relating to 7,332,095 ordinary shares of EUR 0.5 par value each through the retirement of the Parent's treasury shares (see Note 15.04).

The shares of ACS, Actividades de Construcción y Servicios, S.A. are listed on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and traded through the Spanish computerised trading system.

In addition to Parent, the companies included in the scope of consolidation whose shares are listed on securities markets are Hochtief A.G. on the Frankfurt Stock Exchange (Germany), Dragados y Construcciones Argentina, S.A.I.C.I. on the Buenos Aires Stock Exchange (Argentina), Leighton Holdings Ltd., Macmahon Holdings Limited, Sedgman Limited on the Australia Stock Exchange and Pol-Aqua on the Warsaw Stock Exchange (Poland).

At 31 December 2012, the shareholders with an ownership interest of over 10% in the share capital of the Parent were Corporacion Financiera Alba, S.A. with an ownership interest of 18.305% and Inversiones Vesan, S.A. with an ownership interest of 12.521%.

15.02. Share premium

At 31 December 2012 and 2011, the share premium amounted to EUR 897,294 thousand and there had been no changes therein in the previous two years.

The Consolidated Spanish Limited Liability Companies Law expressly permits the use of the share premium account balance to increase capital and does not establish any specific restrictions as to its use.

15.03. Retained earnings and other returns

The detail of this heading at 31 December 2012 and 2011 is as follows:

| | Thousands of Euros | |
|------------------------------------|-----------------------|-----------------------|
| | Balance at 31/12/2012 | Balance at 31/12/2011 |
| Reserves of the Parent | 2,356,541 | 1,815,975 |
| Reserves at consolidated companies | 2,472,325 | 2,893,582 |
| Total | 4,828,866 | 4,709,557 |

15.03.01. Reserves of the Parent

This heading includes the reserves set up by the Group's Parent, mainly in relation to retained earnings, and if applicable, in compliance with the various applicable legal provisions.

The detail of this heading at 31 December 2012 and 2011 is as follows:

| | Thousands of Euros | |
|--|-----------------------|-----------------------|
| | Balance at 31/12/2012 | Balance at 31/12/2011 |
| Legal reserve | 35,287 | 35,287 |
| Voluntary reserves | 1,078,092 | 1,024,546 |
| Reserve for redenomination of share capital in euros | 3,666 | - |
| Goodwill reserve | 162 | 162 |
| Other retained earnings | 164,831 | 123,623 |
| Legal reserve | 1,074,503 | 632,357 |
| Total | 2,356,541 | 1,815,975 |

Legal reserve

Under the Consolidated Spanish Limited Liability Companies Law, 10% of net profit for each year must be transferred to the legal reserve until the balance of this reserve reaches at least 20% of the share capital.

The legal reserve can be used to increase capital provided that the remaining reserve balance does not fall below 10% of the increased share capital amount. Otherwise, until the legal reserve exceeds 20% of share capital, it can only be used to offset losses, provided that sufficient other reserves are not available for this purpose.

The legal reserve of the Group's Parent, which amounts to EUR 35,287 thousand, has reached the stipulated level at 31 December 2012 and 2011.

Voluntary reserves

These are reserves, the use of which is not limited or restricted, freely set up by means of the allocation of the Parent's profits, after the payment of dividends and the required appropriations to the legal or other restricted reserves in accordance with current legislation.

Pursuant to the Consolidated Spanish Companies Law, profit may not be distributed unless the amount of the unrestricted legal reserves is at least equal to the amount of research and development expenses included under assets in the statement of financial position. In this case the reserves allocated to meet this requirement are considered to be restricted reserves.

Reserve for retired capital

As a result of the retirement of the Parent's shares carried out in 2012, in accordance with that established in Article 33.5.c of the Consolidated Spanish Companies Law, ACS, Actividades de Construcción y Servicios, S.A. arranged a restricted reserve for retired capital amounting to EUR 3,666 thousand, which is equivalent to the nominal value of the reduced share capital.

15.03.02. Reserves at consolidated companies

The detail, by line of business, of the balances of these accounts in the consolidated statement of financial position after considering the effect of consolidation adjustments, is as follows:

| | Thousands of Euros | |
|---------------------|-----------------------|-----------------------|
| | Balance at 31/12/2012 | Balance at 31/12/2011 |
| Construction | 277,884 | (51,397) |
| Environment | 605,946 | 516,815 |
| Industrial Services | 752,479 | 606,987 |
| Corporate Unit | 836,016 | 1,821,177 |
| Total | 2,472,325 | 2,893,582 |

Certain Group companies have clauses in their financing agreements (this is standard practice in project financing) that place restrictions on the distribution of dividends until certain ratios are met.

15.04. Treasury shares

The changes in "Treasury shares" in 2012 and 2011 were as follows:

| | 2012 | | 2011 | |
|---------------------------------|-------------------|--------------------|-------------------|--------------------|
| | Number of shares | Thousands of euros | Number of shares | Thousands of euros |
| At beginning of the year | 23,608,833 | 760,651 | 19,542,383 | 683,491 |
| Purchases | 9,393,512 | 155,880 | 9,845,100 | 279,253 |
| Sales | (4,013,784) | (115,262) | (5,778,650) | (202,093) |
| Bonus Payments 2011 | (287,700) | (9,269) | - | - |
| Depreciation | (7,332,095) | (217,304) | - | - |
| At end of the year | 21,368,766 | 574,696 | 23,608,833 | 760,651 |

At 31 December 2012, the Group held 21,368,766 treasury shares of the Parent, with a par value of EUR 0.5 each, representing 6.79% of the share capital, with a consolidated carrying amount of EUR 574,696 thousand which is recorded under "Treasury shares" in equity in the accompanying consolidated statement of financial position. At 31 December 2011, the Group held 23,608,833 treasury shares of the Parent, with a par value of EUR 0.5 each, representing 7.50% of the share capital, with a consolidated carrying amount of EUR 760,651 thousand which was recorded under "Treasury shares" in equity in the accompanying consolidated statement of financial position.

The average purchase price of ACS shares in 2012 was EUR 16.59 per share and the average selling price of the shares in 2012 was EUR 28.72 per share (EUR 28.36 and EUR 34.97 per share, respectively, in 2011).

On 7 July 2012, 7,332,095 treasury shares were retired with a carrying amount of EUR 217,304 thousand in accordance with the resolutions adopted by the General Shareholders' Meeting held on 31 May 2012 in relation to the shareholder remuneration system (see Note 15.01).

On 4 February 2011, as a result of completing the takeover bid for Hochtief, A.G., the ACS Group delivered 5,050,085 ACS shares as consideration for the shares held by the shareholders of Hochtief, A.G., who accepted the bid.

On 23 January 2013, the ACS Group sold a total of 20,200,000 treasury shares (see Note 32).

15.05. Interim dividend

At 31 December 2012, as a result of the losses incurred by the Parent and in accordance with Article 277 of the Consolidated Spanish Companies Law, no interim dividends were paid.

At the meeting on 15 December 2011, the Parent's Board of Directors resolved to distribute an interim dividend of EUR 0.90 per share, totalling EUR 283,198 thousand, which was paid on 7 February 2012. The Board of Directors prepared the accounting statement required by the Spanish Companies Law in which it stated to have sufficient liquidity to distribute this dividend.

This interim dividend paid is recognised under "Interim dividend" and is deducted from "Equity attributed to the Parent" included at 31 December 2011 under "Other current liabilities" in the accompanying consolidated statement of financial position.

15.06. Adjustments for changes in value

The changes in the balance of this heading in 2012 and 2011 were as follows:

| | Thousands of Euros | |
|-------------------------------------|--------------------|--------------------|
| | 2012 | 2011 |
| Beginning balance | (2,363,192) | (1,340,666) |
| Hedging Instruments | (153,686) | (312,850) |
| Available-for-sale financial assets | 1,839,515 | (639,056) |
| Exchange differences | (48,477) | (70,620) |
| Ending balance | (725,840) | (2,363,192) |

The adjustments for hedging instruments relate to the reserve set up for the effective portion of changes in the fair value of the financial instruments designated and effective as cash flow hedges. They relate mainly to interest rate hedges and, to a lesser extent, foreign exchange rate hedges, tied to asset and liability items in the balance sheet, and to future transaction commitments qualifying for hedge accounting because they meet the requirements provided for in IAS 39 on hedge accounting.

The changes relating to available-for-sale financial assets include the unrealised gains or losses arising from changes in their fair value net of the related tax effect. The change was mainly the result of the transactions carried out in relation to the ownership interest in Iberdrola, S.A. (see Note 10.01) which at 31 December 2011 had a negative balance of EUR 1,791,480 thousand under "Valuation adjustments - Available-for-sale financial assets".

The translation differences at 1 January 2004 were recognised in the transition to IFRSs as opening reserves. Consequently, the amount presented in the Group's consolidated statement of financial position at 31 December 2012 relates exclusively to the difference arising in the period from 2004 to 2012, net of the related tax effect, between the closing and opening exchange rates, on non-monetary items whose fair value is adjusted against equity and on the translation to euros of the balances in the functional currencies of fully and proportionately consolidated companies and as companies accounted for using the equity method whose functional currency is not the euro.

The main translation differences, by currency, were as follows:

| | Thousands of Euros | |
|---|-----------------------|-----------------------|
| | Balance at 31/12/2012 | Balance at 31/12/2011 |
| Australian dollar | 81,762 | 174,553 |
| Brazilian real | 55,724 | 84,476 |
| Mexican peso | (7,473) | (16,679) |
| Argentine peso | (21,732) | (14,945) |
| US dollar | 7,680 | 13,351 |
| Venezuelan bolivar | (18,818) | (9,996) |
| Polish zloty | 2,264 | (9,307) |
| Other currencies | (23,596) | (1,051) |
| Exchange differences of companies accounted for using the equity method | 1 | (96,113) |
| | 75,812 | 124,289 |

In addition to the balance of translation differences at 31 December 2012, the balance of "Valuation adjustments" include a loss of EUR 801,806 thousand for hedging instruments and a gain of EUR 154 thousand for assets available for sale.

15.07. Non-controlling interests

The detail, by line of business, of the balance of "Non-controlling interests" in the consolidated statement of financial position at 31 December 2012 and 2011 is as follows:

| Line of Business | Thousands of Euros | | | | | |
|---------------------|---------------------------|--|-------------------------------------|---------------------------|--|-------------------------------------|
| | Balance at 31/12/2012 | | | Balance at 31/12/2011 | | |
| | Non-controlling interests | Profit attributed to non-controlling interests | Profit from discontinued operations | Non-controlling interests | Profit attributed to non-controlling interests | Profit from discontinued operations |
| Construction | 2,418,313 | 471,079 | - | 2,609,544 | 104,160 | - |
| Industrial Services | 72,683 | 49,558 | - | 70,005 | 37,769 | - |
| Environment | 42,306 | 1,040 | 11 | 46,202 | 4,599 | (97) |
| Total | 2,533,302 | 521,677 | 11 | 2,725,751 | 146,528 | (97) |

Non-controlling interests mainly relates to the full consolidation of Hochtief as of 1 June 2011, and includes both the ownership interests of the non-controlling shareholders of Hochtief as well as the non-controlling interests included in the balance sheet of the German company, amounting to EUR 1,603,445 thousand at 31 December 2012 (EUR 1,511,976 thousand at 31 December 2011), which mainly relate to the non-controlling shareholders of Leighton Holdings.

"Non-controlling interests" in the accompanying consolidated statement of financial position reflects the proportional share of the equity of Group companies in which there are non-controlling interests. The changes in 2012, by item, were as follows:

| | Thousands of Euros |
|--|--------------------|
| Balance at 31 December 2011 | 2,872,182 |
| Profit for the year from continuing operations | 521,677 |
| Loss for the year from discontinued operations | 11 |
| Dividends received | (178,907) |
| Change in scope of consolidation | (113,177) |
| Changes in share capital and other | 13,034 |
| Adjustments for changes in value | (59,830) |
| Balance at 31 December 2012 | 3,054,990 |

The changes in 2011, by item, were as follows:

| | Thousands of Euros |
|--|--------------------|
| Balance at 31 December 2010 | 263,839 |
| Profit for the year from continuing operations | 146,528 |
| Loss for the year from discontinued operations | (97) |
| Dividends received | (55,437) |
| Change in scope of consolidation | 2,473,013 |
| Changes in share capital and other | 32,302 |
| Adjustments for changes in value | 12,034 |
| Balance at 31 December 2011 | 2,872,182 |

The detail of this balance at 31 December 2012, by business segment, is as follows:

| Line of Business | Thousands of Euros | | | | |
|---------------------|--------------------|------------------|---------------------|-------------------------------------|------------------|
| | Share Capital | Reserves | Profit for the year | Profit from discontinued operations | Total |
| Construction | 1,407,456 | 1,010,857 | 471,079 | - | 2,889,392 |
| Industrial Services | 43,425 | 29,258 | 49,558 | - | 122,241 |
| Environment | 20,657 | 21,649 | 1,040 | 11 | 43,357 |
| Total | 1,471,538 | 1,061,764 | 521,677 | 11 | 3,054,990 |

The detail of this balance at 31 December 2011, by business segment, was as follows:

| Line of Business | Thousands of Euros | | | | |
|---------------------|--------------------|------------------|---------------------|-------------------------------------|------------------|
| | Share Capital | Reserves | Profit for the year | Profit from discontinued operations | Total |
| Construction | 1,424,848 | 1,184,696 | 104,160 | - | 2,713,704 |
| Industrial Services | 43,298 | 26,707 | 37,769 | - | 107,774 |
| Environment | 21,504 | 24,698 | 4,599 | (97) | 50,704 |
| Total | 1,489,650 | 1,236,101 | 146,528 | (97) | 2,872,182 |

At 31 December 2012, the shareholders with an ownership interest equal to or exceeding 10% of the share capital of the Group's main subsidiaries were as follows:

| Group | Percentage of ownership | Shareholder |
|--|-------------------------|---|
| Construction | | |
| John P. Picone, Inc. (*) | 20.00% | John P. Picone |
| Besalco Dragados S.A. | 50.00% | Besalco Construcciones, S.A. |
| Autovía de La Mancha S.A. Conces. JCC Cast-La Mancha | 25.00% | CYOP, S.A. |
| Concesionaria Santiago Brión, S.A. | 30.00% | Francisco Gómez y CIA, S.L. (15%) Extraco Construcciones e Proyectos, S.A. (15%) |
| Autovía del Pirineo, S.A. | 28.00% | Construcciones Mariezcurrena, S.L. (20%) |
| Industrial Services | | |
| Beni Saf Water Company Spa. | 49.00% | Algerian Energy Company -SPA |
| Emurtel, S.A. | 49.90% | Ginés Heredia (20%) José María Rodríguez (29.9%) |
| Procme, S.A. | 25.46% | José Reis Costa |
| Iberoamericana de Hidrocarburos S.A. de C.V. | 40.50% | Monclova Pirineos Gas, S.A. de C.V. |
| Serpista, S.A. | 49.00% | Temg Mantenimiento, S.A. (10%) Iberia, S.A. (39%) |
| Triana do Brasil Projetos e Serviços, Ltda. | 50.00% | CTEEP Compañía de Transmisión Eléctrica Paulista |
| Sistemas Sec, S.A. | 49.00% | Compañía Amerinana de Multiservicios Limitada |
| Environment | | |
| Centro de Transferencias, S.A. | 30.00% | Emgrisa |
| Residuos Sólidos Urbanos de Jaén, S.A. | 40.00% | Diputación Provincial de Jaén |
| Tirmadrid, S.A. | 33.64% | Unión Fenosa Energías Especiales, S.A. (18.64%) Endesa Cogeneración y Renovables, S.A. (15%) |
| Urbana de Servicios Ambientales, S.L. | 30.00% | Construcciones Sánchez Domínguez (20%) |
| Ecoparc de Barcelona, S.A. | 33.60% | Comsa Medio Ambiente S.L. (28.30%) |
| Residuos Industriales de Zaragoza, S.A. | 36.30% | Marcor Ebro, S.A. |
| Tangshan International Container Terminal Co. Ltd. | 45.72% | Tangshan Port Industrial Group Co., Ltd. |
| Vertederos de Residuos, S.A. | 16.03% | Fomento de Construcciones y Contratas, S.A. |

(*) There is a purchase commitment of 20% for which the related liability was recognised.

In addition, according to the available information, at 31 December 2012, the non-controlling shareholder of Hochtief, A.G. with an ownership percentage greater than or equal to 10% is Qatar Holding Luxembourg (10%), there being no non-controlling shareholder in the case of Leighton Holdings, Ltd.

16. Grants

The changes in the balance of this heading in 2012 and 2011 were as follows:

| | Thousands of Euros | |
|---------------------------------------|--------------------|---------------|
| | 2012 | 2011 |
| Beginning balance | 58,132 | 69,949 |
| Changes in the scope of consolidation | - | (5,440) |
| Additions | 1,966 | 5,829 |
| Transfers | (3,398) | (9,039) |
| Recognition in income statement | (2,485) | (3,167) |
| Ending balance | 54,215 | 58,132 |

The grants related to assets recognised in the consolidated income statement (recognised under "Allocation to profit or loss of grants related to non-financial non-current assets and other grants" in the consolidated income statement) amounted to EUR 3,550 thousand before tax in 2012 (EUR 4,525 thousand in 2011). The timing of recognition in profit or loss is detailed as follows:

| | Thousands of Euros | | | | | |
|--------------------------|--------------------|--------|--------|-------|--------|--------|
| | 2012 | | | 2011 | | |
| | <1 | 2-5 | >5 | <1 | 2-5 | >5 |
| Grants related to assets | 6,315 | 18,268 | 29,632 | 7,611 | 21,831 | 28,690 |

17. Bank borrowings, debt instruments and other marketable securities

17.01. Debt instruments and other held-for-trading liabilities

At 31 December 2012, the ACS Group had non-current debentures and bonds issued amounting to EUR 1,483,824 thousand and EUR 157,670 thousand in current issues (EUR 722,632 thousand in non-current and EUR 46,421 thousand in current, respectively, at 31 December 2011) from Leighton Holdings and Hochtief, A.G. The most relevant changes with regard to 2011 arise from a corporate bond issued by Hochtief, A.G. for a nominal amount of EUR 500 million maturing in five years with an annual coupon of 5.5%, and a carrying amount of EUR 516,189 thousand at 31 December 2012, and the issue by Leighton of secured bonds for a nominal amount of USD 500 million maturing at 10 years at a fixed annual rate of 5.95%, and a carrying amount of EUR 371,912 thousand at 31 December 2012. At 31 December 2011, the balance in full was from its Australian subsidiary, Leighton. In 2010 a bond of USD 350 million was issued with an equivalent value in euros of EUR 263,987 thousand (EUR 273,997 thousand at 31 December 2011). This bond has three tranches with maturities in 2015, 2017 and 2020, and interest rates ranging from 4.51% to 5.78%. This heading also includes a bond issued in 2009 amounting to EUR 220,265 thousand (EUR 220,074 thousand at 31 December 2011), with a nominal value of AUD 280 million maturing at five years, and with a fixed coupon of 9.5%. In 2008, Leighton Holdings issued USD 280 million through a private placement repayable in 2013, 2015 and 2017, and with an interest rate ranging from 6.91% to 7.66%. The carrying amount of this private placement at 31 December 2012 amounted to EUR 211,422 thousand (EUR 219,235 thousand at 31 December 2011). Finally, the debentures and bonds issued include EUR 57,719 thousand (EUR 55,747 thousand at 31 December 2011) relating to three additional bonds with fixed or floating interest rates held by Leighton Holdings.

The detail, by maturity, of these debentures and bonds at 31 December 2012 is as follows:

| | Thousands of Euros | | | | | |
|-----------------------------|--------------------|-------------|---------|------|---------------------------|-------------------|
| | Current | Non-current | | | | |
| | 2013 | 2014 | 2015 | 2016 | 2017 and subsequent years | Total non-current |
| Debentures and bonds | 157,670 | 225,598 | 136,152 | - | 1,122,074 | 1,483,824 |

The detail, by maturity, of these debentures and bonds at 31 December 2011 is as follows:

| | Thousands of Euros | | | | | |
|-----------------------------|--------------------|-------------|---------|---------|---------------------------|-------------------|
| | Current | Non-current | | | | |
| | 2012 | 2013 | 2014 | 2015 | 2016 and subsequent years | Total non-current |
| Debentures and bonds | 46,421 | 96,238 | 220,074 | 140,924 | 265,396 | 722,632 |

17.02. Bank loans

The detail of the bank borrowings at 31 December 2012 and the repayment schedules are as follows:

| | Thousands of Euros | | | | | |
|---------------------------|--------------------|------------------|------------------|----------------|---------------------------|-------------------|
| | Current | Non-current | | | | |
| | 2013 | 2014 | 2015 | 2016 | 2017 and subsequent years | Total non-current |
| Bank loans in euros | 3,169,859 | 1,142,227 | 1,933,731 | 160,226 | 96,080 | 3,332,264 |
| Foreign currency loans | 434,317 | 259,847 | 13,520 | 18,273 | 41,399 | 333,039 |
| Finance lease obligations | 181,499 | 160,745 | 107,250 | 137,890 | 190,353 | 596,238 |
| Total | 3,785,675 | 1,562,819 | 2,054,501 | 316,389 | 327,832 | 4,261,541 |

The detail of the bank borrowings at 31 December 2011 and the repayment schedules are as follows:

| | Thousands of Euros | | | | | |
|---------------------------|--------------------|------------------|----------------|----------------|---------------------------|-------------------|
| | Current | Non-current | | | | |
| | 2012 | 2013 | 2014 | 2015 | 2016 and subsequent years | Total non-current |
| Bank loans in euros | 5,540,058 | 805,568 | 537,258 | 317,593 | 599,185 | 2,259,604 |
| Foreign currency loans | 551,081 | 172,188 | 79,685 | 5,850 | 5,852 | 263,575 |
| Finance lease obligations | 133,937 | 327,313 | 5,362 | 4,680 | 22,813 | 360,168 |
| Total | 6,225,076 | 1,305,069 | 622,305 | 328,123 | 627,850 | 2,883,347 |

The ACS Group's most significant bank loans are as follows:

- The long-term financing from the investee Hochtief, A.G. amounted to EUR 1,148,816 thousand (EUR 1,578,917 thousand at 31 December 2011). This amount includes EUR 84,500 thousand for a five-year loan with an initial amount of EUR 120,600 thousand issued on 25 November 2011 and placed among Spanish and international banks. This loans bears interest tied to six-month Euribor plus a market spread. There was also a loan of EUR 240,000 thousand issued in 2010 in two tranches of EUR 59,500 thousand and EUR 180,500 thousand, respectively, with a maturity of five years and an interest rate tied to six-month Euribor plus a market spread. Four loans issued by Hochtief in 2009 for an initial amount of EUR 300,000 thousand maturing between three and five years, earning interest at fixed and floating rates, and which were repaid for EUR 129,500 thousand in 2012, the principle of which amounted to EUR 30,000 thousand at 31 December 2012. There were also two additional bank loans amounting to EUR 193,750 thousand from 2008, one with a nominal amount of EUR 154,750 thousand maturing in five years, and the other for EUR 39,000 thousand maturing in seven years, bearing interest at six-month Euribor plus a market spread. An international syndicate of banks granted a five-year forward market credit facility which amounted to EUR 1,500,000 thousand in a tranche for guarantees and EUR 500,000 thousand credit facility. At 31 December 2012, EUR 200,000 thousand were repaid (EUR 400,000 thousand at 31 December 2011). In addition, Leighton Holding arranged bank loans amounting to EUR 256,094 thousand (EUR 464,590 thousand at 31 December 2011), most of which were to finance investments in Habtoor Leighton Group and other projects.
- Also noteworthy is the financing obtained for the acquisition of Hochtief, A.G. shares for a nominal amount of EUR 200,000 thousand maturing in June 2014 through the SPV Major Assets, S.L., and EUR 250,000 thousand maturing in July 2014 through Corporate Statement, S.L., both with an in rem guarantee secured by Hochtief shares deposited therein, which at 31 December 2012, amounted to 13,948,778.
- On 9 February 2012 ACS Actividades de Construcción y Servicios, S. A. entered into a contract with a syndicate of banks, composed of 32 Spanish and foreign entities, for the refinancing of the syndicated loan which now matures in July 2015. At 31 December 2012, the amount contracted totalled EUR 1,430,300 thousand and was classified as non-current. At 31 December

2011, this loan amounting to EUR 1,589,911 thousand was recognised under "Current financial liabilities" in the accompanying consolidated statement of financial position.

- In May 2012 the Group renewed the syndicated loan with Urbaser for EUR 506,300 thousand (EUR 750,000 thousand at 31 December 2011) maturing at 28 November 2014, which was then reclassified as non-current.
- The ACS Group held mortgage loans amounting to EUR 59,261 thousand at 31 December 2012 (EUR 57,877 thousand at 31 December 2011).
- At 31 December 2012, the Group companies had undrawn bilateral credit facilities with limits of 7,847,547 thousand (EUR 6,886,169 thousand in 2011), of which the amount of EUR 4,123,347 thousand (EUR 2,633,253 thousand at 31 December 2011), which sufficiently covers the Group's needs with respect to its short-term obligations.

At 31 December 2012, the current and non-current bank borrowings in foreign currency amounted to EUR 767,356 thousand (EUR 814,656 thousand in 2011), of which EUR 326,794 thousand were in Australian dollars (EUR 464,590 thousand in 2011), EUR 237,464 thousand were in US dollars (EUR 222,676 thousand in 2011), EUR 82,663 thousand were in Canadian dollars (EUR 28,608 thousand in 2011), EUR 36,006 thousand were in Chilean pesos (EUR 28,462 thousand in 2011), EUR 24,944 thousand were in Chinese yuan (EUR 15,120 thousand in 2011), EUR 20,258 thousand were in Moroccan dirham (EUR 28,544 thousand in 2011), EUR 9,406 thousand were in Indian rupee, EUR 9,345 thousand were in Brazilian reals (EUR 3,122 thousand in 2011), EUR 5,154 thousand were in Polish zloty (EUR 9,602 thousand in 2011) and EUR 5,760 thousand were in Argentine pesos (EUR 4,194 thousand in 2011).

Foreign currency loans and credits are recognised at their equivalent euro value at each year-end, calculated at the exchange rates prevailing at 31 December (see note 03.21).

In 2012 the Group's euro loans and credits bore average annual interest of 3.63% (3.30% in 2011). Foreign currency loans and credits bore average annual interest of 6.12% (3.94% in 2011).

In accordance with its risk management policy and in order to reduce liquidity risk, the ACS Group attempts to achieve a reasonable balance between non-current financing for the Group's strategic investments (above all, limited recourse financing as described in Note 18) and current financing for the management of working capital. The effect of the changes in interest rates on finance costs are indicated in Note 21.

In 2012 and 2011 the ACS Group satisfactorily met its bank borrowing payment obligations on maturity. Additionally, up to the date of the preparation of the consolidated financial statements, the Group had not failed to meet any of its financial obligations. Accordingly, at 31 December 2012, the ACS Group met all ratios required by its financing arrangement.

17.03. Finance lease obligations

The amounts payable under finance leases which are included under the heading "Bank borrowings, debt instruments and other marketable securities" in the accompanying consolidated statement of financial position at 31 December 2012 and 2011, were as follows:

| 2012 | Thousands of Euros | | | |
|--|--------------------|----------------------------|----------------------|-----------------------|
| | Within one year | Between two and five years | More than five years | Balance at 31/12/2012 |
| Present value of minimum lease payments | 181,499 | 405,885 | 190,353 | 777,737 |
| Unaccrued finance charges | 29,362 | 56,119 | 4,908 | 90,389 |
| Total amounts payable under finance leases | 210,861 | 462,004 | 195,261 | 868,126 |

| 2011 | Thousands of Euros | | | |
|--|--------------------|----------------------------|----------------------|-----------------------|
| | Within one year | Between two and five years | More than five years | Balance at 31/12/2011 |
| Present value of minimum lease payments | 133,937 | 337,355 | 22,813 | 494,105 |
| Unaccrued finance charges | 13,383 | 23,189 | 649 | 37,221 |
| Total amounts payable under finance leases | 147,320 | 360,544 | 23,462 | 531,326 |

It is the Group's policy to lease certain of its fixtures and equipment under finance leases. Most of these leases were arranged by Leighton Holding for its mining activity. The average lease term is three to four years. Interest rates are set at the contract date. All leases are on a fixed repayment basis. The contingent rental payments were not material at 31 December 2012 or at 31 December 2011.

The Group's finance lease obligations are secured by the lessors' charges on the leased assets.

18. Limited recourse financing of projects and debts

"Project finance and limited recourse borrowings" on the liability side of the statement of financial position includes, in addition to the financing for the acquisition of Iberdrola, S.A. and Hochtief, A.G., the amount of the financing related to infrastructure projects. The detail of the balance of this heading, by type of financed asset at 31 December 2012, is as follows:

| | Thousands of Euros | | |
|-------------------------------|--------------------|------------------|------------------|
| | Current | Non-current | Total |
| Hochtief Aktiengesellschaft | 12,076 | 589,631 | 601,707 |
| Project financing | | | |
| Property assets (Inventories) | 239,353 | 117,340 | 356,693 |
| Waste treatment | 12,147 | 173,243 | 185,390 |
| Highways | 388 | 131,469 | 131,857 |
| Police station | 4,161 | 60,214 | 64,375 |
| Water management | 1,996 | 21,766 | 23,762 |
| Energy transmission | - | 9,655 | 9,655 |
| Security | 8,446 | - | 8,446 |
| Photovoltaic plants | 8 | 529 | 537 |
| | 278,575 | 1,103,847 | 1,382,422 |

The detail of the balance of this heading, by type of financed asset at 31 December 2011, is as follows:

| | Thousands of Euros | | |
|-----------------------------|--------------------|------------------|------------------|
| | Current | Non-current | Total |
| Iberdrola, S.A. | 20,959 | 4,940,600 | 4,961,559 |
| Hochtief Aktiengesellschaft | 15,752 | 593,029 | 608,781 |
| Project financing | | | |
| Waste treatment | 23,230 | 161,544 | 184,774 |
| Highways | 1,185 | 93,828 | 95,013 |
| Police station | 3,907 | 64,375 | 68,282 |
| Water management | 1,616 | 24,203 | 25,819 |
| Security systems | 8,968 | 8,446 | 17,414 |
| Transport interchange | 1,812 | 1,515 | 3,327 |
| Photovoltaic plants | - | 518 | 518 |
| Other infrastructures | 3 | 3 | 6 |
| | 77,432 | 5,888,061 | 5,965,493 |

The detail, by maturity, of non-current financing at 31 December 2012 and 2011 is as follows:

| | Thousands of Euros | | | | |
|------------------------------------|--------------------|---------|--------|---------------------------|------------------|
| | Maturity in | | | | |
| | 2014 | 2015 | 2016 | 2017 and subsequent years | Total |
| Balance at 31 December 2012 | 152,136 | 613,523 | 28,908 | 309,280 | 1,103,847 |

| | Thousands of Euros | | | | |
|------------------------------------|--------------------|-----------|-----------|---------------------------|------------------|
| | Maturity in | | | | |
| | 2013 | 2014 | 2015 | 2016 and subsequent years | Total |
| Balance at 31 December 2011 | 35,006 | 3,123,234 | 2,454,058 | 275,763 | 5,888,061 |

The most significant financing arrangements were as follows:

Financing of the acquisition of Iberdrola, S.A.

In 2012 the main changes took place as a result of the transactions carried out in relation to the ACS Group's ownership interest in Iberdrola, S.A. mentioned in Note 10.01.

In this regard, the most noteworthy of mention within the limited-recourse financing for the acquisition of Iberdrola shares is the financing that Residencial Monte Carmelo, S.A. has entered into with a syndicate of banks, in which Banco Bilbao Vizcaya Argentaria, S.A. acted as the agent, maturing in 2014, with an in rem guarantee on the shares acquired and the existence of a coverage ratio on the market value of the Iberdrola, S.A. shares such that if this ratio is not maintained, it could cause the pledge to be enforced. On 13 July 2012, the company entered into a financial transaction with Société Générale which would allow the aforementioned syndicated loan to be cancelled for the total amount payable at this date (EUR 1,599,223 thousand) (see Note 6). In December 2012, as a result of the amendment made to this agreement, the ACS Group derecognised the financing associated thereto amounting to EUR 1,605,699 thousand. The financial transaction (including the prepaid forward and the share loan) were definitively cancelled in full in February 2013.

As a result of the sale of a share package relating to the 3.69% ownership interest in Iberdrola, the ACS Group repaid the financing relating to Corporate Funding, S.L., which amounted to a nominal amount of EUR 700 million.

On 14 June 2011, the Company extended the maturity of its equity swap over Iberdrola, S.A. shares to March 2015 for an amount of EUR 2,432,272 thousand at 31 December 2011. In 2012 the Company repaid EUR 1,000 million by offsetting the amounts contributed as collateral to meet the coverage ratios. This loan was secured by shares amounting to 4.73% of the underlying value of Iberdrola, S.A. and bears interest at a rate tied to Euribor. With regard to this financing, on 27 July 2012 ACS, Actividades de Construcción y Servicios, S.A. signed a new amendment in order to eliminate the margin calls and, in this regard, a fixed guarantee was determined until maturity amounting to EUR 355,531 thousand which is recognised under "Long-term deposits" in the accompanying consolidated statement of financial position. On 24 December 2012, an additional novation agreement was signed, whereby the contract could be settled in the form of cash of ACS shares. In view of this amendment, the ACS Group recognised the aforementioned equity swap as a financial derivative at 2012 year-end (see Note 22).

Financing of the acquisition of Hochtief, A.G.

In relation to the initial package of Hochtief, A.G. share acquired in 2007, on 27 October 2011 Cariatide, S.A. entered into a refinancing agreement with a bank syndicate for a nominal amount of EUR 602,000 thousand until 24 July 2015. At 31 December 2012 and at the date of approval of these condensed financial statements, the coverage ratios envisaged by this financing were met.

The main characteristics of the financing arrangement include the maintenance of a coverage ratio over the market value of the shares of Hochtief, A.G. If this ratio were not to be met, the pledge on the acquired shares could be enforced. In the event that the aforementioned coverage ratio is not maintained, ACS, Actividades de Construcción y Servicios, S.A. would be obligated to contribute additional funds.

At 31 December 2012, and at the date of the preparation of these financial statements, this coverage ratio stipulated in this agreement was being met.

To cover the ratios required in the financing of Hochtief A.G., the Group contributed funds amounting to EUR 90,957 thousand at 31 December 2012 (EUR 92,157 thousand at 31 December 2011). These funds reduced the limited recourse financing and the portion exceeding the amount of the credit facility was recognised under "Other current financial assets" on the asset side of the statement of financial position (see Note 10.05).

Project financing

Project financing most notably includes that from Hochtief with regard to real estate assets (classified for accounting purposes as inventories in the accompanying consolidated statement of financial position) obtained for the development of real estate assets, both of Hochtief and Leighton.

At 31 December 2012, other project financing most notably included that relating to the waste treatment plant of Ecoparc de Barcelona, S.A. The purpose of the loan is to finance the project for the construction, administration and operation of the metropolitan complex for integral municipal waste treatment in the duty-free zone of Barcelona.

The Group has arranged various interest rate hedges in connection with the aforementioned financing (see Note 22).

The average interest rate for this type of project financing amounted to an annual 4.15% in 2012 and 4.42% in 2011.

The debts relating to limited recourse financing are secured by non-current assets in projects and include clauses requiring that certain ratios be complied with by the project and which were being met in all cases at 31 December 2012.

In 2012 and 2011 the ACS Group satisfactorily settled all its project financing debts with limited recourse on maturity. Additionally, up to the date of the preparation of the consolidated financial statements, the Group had complied with all its financial obligations.

19. Other financial liabilities

The breakdown of the balances of this heading in the consolidated statements of financial position is as follows:

| | Thousands of Euros | | | |
|--|-----------------------|----------------|-----------------------|----------------|
| | Balance at 31/12/2012 | | Balance at 31/12/2011 | |
| | Non-current | Current | Non-current | Current |
| Non-bank borrowings at a reduced interest rate | 52,338 | 6,620 | 56,009 | 6,019 |
| Payable to associates | 4,475 | 348,497 | 4,099 | 471,837 |
| Other | 50,558 | 14,338 | 50,157 | 64,494 |
| Total | 107,371 | 369,455 | 110,265 | 542,350 |

At 31 December 2012, "Other financial liabilities" includes mainly "Payable to associates", which most notably includes the payment obligation in relation to the various projects in the Asia Pacific division of Hochtief.

The "Non-bank borrowings at a reduced interest rate" are loans at reduced or zero interest rates granted by the Ministry of Industry, Commerce and Tourism and dependent agencies. The effect of the financing at market interest rates would not be material.

20. Provisions

The changes in non-current provisions in 2012 were as follows:

| NON-CURRENT | Thousands of Euros | | | | |
|---|--|---------------------|-------------------------------------|--|------------------|
| | Provision for pensions and similar obligations | Provision for taxes | Provision for third-party liability | Provisions for actions on infrastructure | Total |
| Balance at 31 December 2011 | 449,039 | 14,189 | 1,554,008 | 16,227 | 2,033,463 |
| Additions or charges for the year | 204,587 | 13,662 | 280,603 | 6,641 | 505,493 |
| Reversals and amounts used | (128,483) | (9,255) | (503,157) | (77) | (640,972) |
| Increases due to the passing of time and the effect of exchange rates on discount rates | 2,530 | - | 2,588 | 114 | 5,232 |
| Exchange differences | (3,089) | (79) | (4,716) | - | (7,884) |
| Changes in the scope of consolidation | - | - | 255 | (3,546) | (3,291) |
| Balance at 31 December 2012 | 524,584 | 18,517 | 1,329,581 | 19,359 | 1,892,041 |

The Group companies recognise provisions on the liability side of the accompanying consolidated statement of financial position for present obligations arising from past events which the companies consider will probably require an outflow of resources embodying economic benefits to settle them on maturity. These provisions are recognised when the related obligation arises and the amount recognised is the best estimate at the date of the accompanying consolidated financial statements of the present value of the future expenditure required to settle the obligation. The change in the year relating to the discount to present value is recognised as interest cost in the consolidated income statement.

Following is detailed information on the Group's provisions, distributed into three large groups:

Provisions for pensions and similar obligations

On the one hand, defined benefit pension commitments were entered into by companies included in the group as a result of the merger by absorption of the Dragados Group in 2003. These commitments were externalised through collective life insurance contracts, in which investments have been allocated whose flows coincide in time and amounts with the amounts and payment timetable of the insured benefits. Based on the valuation made, the amounts required to meet the commitments to current and retired employees amounted to EUR 19,643 thousand at 31 December 2012 (EUR 27,026 thousand at 31 December 2010) and EUR 193,162 thousand at 31 December

2012 (EUR 193,627 thousand in 2011), respectively. The actuarial assumptions used in the 2012 and 2011 valuations detailed above, are as follows:

| | |
|--|---------------|
| Annual rate of increase of maximum social security pension deficit | 2.00% |
| Annual wage increase | 2.35% |
| Annual CPI growth rate | 2.00% |
| Mortality table (*) | PERM/F-2000 P |

(*) Guaranteed assumptions which will not vary.

The interest rates applied since the pension obligations were externalised ranged from a maximum of 5.93% to a minimum 3.02%. The interest rate applied was 4.90% in 2012 and 4.85% in 2011.

The aforementioned amounts relating to pension commitments recognised under "Staff costs" in the consolidated income statement for 2012, gave rise to an expense of EUR 49 thousand in 2012 (EUR 471 thousand in 2011).

Additionally, ACS, Actividades de Construcción y Servicios, S.A. and other Group companies have alternative pension system obligations to certain members of the management team and Board of Directors of the Parent. These obligations have been formalised through several group savings insurance policies which provide benefits in the form of a lump sum, which represented a contribution in 2012 of EUR 3,757 thousand and was recognised under "Staff costs" in the 2012 consolidated statement of financial position. EUR 4,455 thousand were recognised in this connection in 2011. The portion relating to the Parent's directors who performed executive duties in 2012 amounted to EUR 1,811 thousand (EUR 1,955 thousand in 2011) (see Note 34).

Except as indicated above, in general, the Spanish Group companies have not established any pension plans to supplement the social security pension benefits. However, pursuant to the Consolidated Pension Fund and Plan Law, in the specific cases in which similar obligations exist, the companies externalise their pension and other similar obligations to employees. The Group has no liability in this connection.

Some of the Group's foreign companies are obligated to supplement the retirement benefit and other similar obligations to its employees, including those from the Hochtief Group. The accrued obligations and, where appropriate, the related plan assets were measured by independent actuarial experts using generally accepted actuarial methods and techniques and the related amounts are recognised under "Long-Term Provisions – Provisions for Pensions and Similar Obligations" in the accompanying consolidated statement of financial position, in accordance with IFRSs.

The Group's retirement benefits include both defined contribution and defined benefit plans. Under defined contribution plans, the Company pays into a state or private pension fund voluntarily or in accordance with statutory or contractual stipulations and has no obligation to pay further contributions. Under defined benefit plans, the Company's obligation is to provide agreed benefits to current and former employees. Defined benefit plans can be funded externally or through pension provisions.

Defined benefit plans are mostly in use at Hochtief A.G., its German subsidiaries and the Turner Group (benefits agreed up to December 31, 2003).

Since January 1, 2000, pension arrangements in the Hochtief Group in Germany have consisted of a company-funded basic pension in the form of a modular defined contribution plan and a supplementary pension linked to company performance. These benefits are classed as defined benefit liabilities under IAS 19. The size of the basic pension component depends on employee income and age (resulting in an annuity conversion factor) and a general pension contribution reviewed by Hochtief every three years. The size of the supplementary pension component depends on growth in IFRS-basis profit after taxes. The basic pension can be supplemented in this way by up to 20 percent. The pension arrangements in force until December 31, 1999 featured benefit groups based on collective agreements. These benefits were integrated into the new system of retirement benefits as an initial pension component. Benefits comprise an old-age pension, an invalidity pension and a surviving dependants' pension.

Turner changed from defined benefit to defined contribution plans with effect from January 1, 2004. Depending on length of service and salary level, between three percent and six percent of an employee's salary is paid into an external fund. In addition, Turner employees have an option to pay up to 25 percent of their salaries into an investment fund as part of a 401 (k) plan. Turner tops up the first five percent of the deferred compensation by up to 100 percent depending on length of service. Employees can join the plan after three years' service. Tax relief is granted on payments into the fund; the investment risk is borne by employees. Leighton and Flatiron likewise have defined contribution plans and pay between four and ten percent of salary (before deductions) into an external fund.

Hochtief A.G.'s pension finances were restructured with the creation of a contractual trust arrangement (CTA) as of December 31, 2004. This arrangement was extended to all major Hochtief Group companies in subsequent years. The transferred assets are administered in trust by Hochtief Pension Trust e. V. and serve exclusively to fund pension obligations. The transferred cash is invested on the capital market in accordance with investment principles set out in the trust agreement. The defined benefit plans discontinued by the Turner Group effective December 31, 2003 are covered by an external fund.

The size of pension provisions is determined on an actuarial basis. This necessarily involves estimates. Specifically, the actuarial assumptions used are as follows:

| | Percent | | | |
|-------------------------------------|---------|-----------------|---------|-----------------|
| | 2012 | | 2011 | |
| | Germany | Other Countries | Germany | Other Countries |
| Discount factor * | 3.50 | 3.45 | 4.75 | 4.38 |
| Wage increases | 3.00 | – | 3.00 | – |
| Pension increases | 2.00 | – | 1.75 | – |
| Health cost increases | – | 5.00 | – | 5.00 |
| Anticipated return on plan assets * | 4.51 | 8.00 | 4.62 | 8.00 |

* weighted average

The discount factors are derived from the Mercer Pension Discount Yield Curve (MPDYC) model taking into account the company-specific duration of pension liabilities. Salary and pension increases ceased to be taken into account in foreign operations (the Turner Group) in 2004 due to the changeover in pension arrangements. Biometric mortality assumptions are based on published country-specific statistics and experience. For the German market, they are determined using the Prof. Dr. Klaus Heubeck 2005 G tables. Turner uses the RP-2000 Mortality Table for employees. Assumptions regarding the anticipated return on plan assets are based in each country on the intended portfolio structure and future returns on individual asset classes. Projections are based on long-term historical averages. For the main domestic pension plans, the anticipated return on plan assets was additionally derived using asset-liability studies.

Changes in the present value of defined benefit obligations and of the market value of plan assets are as follows:

Changes in the present value of defined benefit obligations

| | Thousands of Euros | | | | | |
|---|--------------------|-----------------|------------------|----------------------------|-----------------|----------------|
| | 2012 | | | From June to December 2011 | | |
| | Germany | Other countries | Total | Germany | Other countries | Total |
| Defined benefit obligations at beginning of period | 681,292 | 261,935 | 943,227 | 651,426 | 236,101 | 887,527 |
| Current service cost | 8,641 | 1,632 | 10,273 | 5,791 | 785 | 6,576 |
| Past service cost | 1,599 | – | 1,599 | 284 | (1,651) | (1,367) |
| Interest expense | 31,070 | 10,889 | 41,959 | 17,784 | 6,834 | 24,618 |
| Actuarial (gains)/losses | 129,546 | 25,285 | 154,831 | 23,910 | 10,872 | 34,782 |
| Benefits paid from Company assets | (726) | (1,957) | (2,683) | (116) | (1,208) | (1,324) |
| Benefits paid from fund assets | (35,860) | (12,794) | (48,654) | (19,461) | (13,270) | (32,731) |
| Employee contributions | 1,599 | – | 1,599 | 1,843 | – | 1,843 |
| Effect of transfers | (98) | – | (98) | (15) | – | (15) |
| Consolidation changes | 146 | – | 146 | (154) | – | (154) |
| Currency adjustments | – | (5,515) | (5,515) | – | 23,472 | 23,472 |
| Defined benefit obligation at end of year | 817,209 | 279,475 | 1,096,684 | 681,292 | 261,935 | 943,227 |
| Reclassification as liabilities associated with assets held for sale | (3,295) | – | (3,295) | (2,181) | – | (2,181) |
| Defined benefit obligation at end of year after reclassification | 813,914 | 279,475 | 1,093,389 | 679,111 | 261,935 | 941,046 |

Changes in the market value of plan assets

| | Thousands of Euros | | | | | |
|--|--------------------|-----------------|----------------|----------------------------|-----------------|----------------|
| | 2012 | | | From June to December 2011 | | |
| | Germany | Other countries | Total | Germany | Other countries | Total |
| Plan assets at beginning of period | 589,549 | 180,799 | 770,348 | 673,951 | 192,044 | 865,995 |
| Anticipated returns on plan assets | 26,690 | 13,873 | 40,563 | 18,303 | 8,657 | 26,960 |
| Difference between anticipated and actual returns | 17,589 | 9,147 | 26,736 | (37,404) | (23,607) | (61,011) |
| Withdrawal of plan assets due to overfunding of pension obligation | – | – | – | (50,000) | – | (50,000) |
| Employer contributions | 2,503 | 4,372 | 6,875 | 2,370 | – | 2,370 |
| Employee contributions | 1,599 | – | 1,599 | 1,843 | – | 1,843 |
| Effect of transfers | (8) | – | (8) | – | – | – |
| Benefits paid | (35,860) | (12,794) | (48,654) | (19,461) | (13,270) | (32,731) |
| Consolidation changes | 53 | – | 53 | (53) | – | (53) |
| Currency adjustments | – | (3,785) | (3,785) | – | 16,975 | 16,975 |
| Plan assets end of year | 602,115 | 191,612 | 793,727 | 589,549 | 180,799 | 770,348 |
| Reclassification as liabilities associated with assets held for sale | (2,170) | – | (2,170) | (2,062) | – | (2,062) |
| Plan assets at end of year after reclassification | 599,945 | 191,612 | 791,557 | 587,487 | 180,799 | 768,286 |

Investing plan assets to cover future pension obligations generated actual returns of EUR 67,299 thousand (in June to December 2011 losses of EUR 34,051 thousand).

Defined benefit obligations are covered by plan assets as follows:

| | Thousands of Euros | | | |
|--|----------------------------|----------------|----------------------------|----------------|
| | 31/12/2012 | | 31/12/2011 | |
| | Defined benefit obligation | Plan assets | Defined benefit obligation | Plan assets |
| Uncovered by plan assets | 54,348 | - | 53,840 | - |
| Partially covered by plan assets | 983,169 | 727,870 | 840,184 | 705,209 |
| Incompletely covered by plan assets | 1,037,517 | 727,870 | 894,024 | 705,209 |
| Fully covered by plan assets | 55,872 | 63,687 | 47,022 | 63,077 |
| Total | 1,093,389 | 791,557 | 941,046 | 768,286 |

The pension provisions are determined as follows:

| | Thousands of Euros | |
|--|--------------------|----------------|
| | 31/12/2012 | 31/12/2011 |
| Defined benefit obligation | 1,093,389 | 941,046 |
| Less plan assets | 791,557 | 768,286 |
| Funding status | 301,832 | 172,760 |
| Adjustments arising from the limit in IAS 19.58 | - | - |
| Assets from overfunded pension plans | 7,815 | 16,055 |
| Provisions for pensions and similar obligations | 309,647 | 188,815 |

The fair value of plan assets is divided among asset classes as follows:

| | Thousands of Euros | | | |
|-------------------------|--------------------|---------------|----------------|---------------|
| | 31/12/2012 | | 31/12/2011 | |
| | Market value | % | Market value | % |
| Stock | 225,236 | 28.46 | 166,336 | 21.65 |
| Fix-interest securities | 421,850 | 53.29 | 456,630 | 59.43 |
| Real estate | 32,686 | 4.13 | 26,777 | 3.49 |
| Insurance policies | 63,196 | 7.98 | 62,599 | 8.15 |
| Commodities | 29,310 | 3.70 | 35,858 | 4.67 |
| Cash | 19,279 | 2.44 | 20,086 | 2.61 |
| Total | 791,557 | 100.00 | 768,286 | 100.00 |

As of December 31, 2012, anticipated pension payments for future years are as follows:

| | Thousands of Euros |
|---------------------|--------------------|
| Due in 2013 | 55,065 |
| Due in 2014 | 56,452 |
| Due in 2015 | 57,010 |
| Due in 2016 | 57,922 |
| Due in 2017 | 58,726 |
| Due in 2018 to 2022 | 296,460 |

Experience adjustments—the effects of differences between the previous actuarial assumptions and what has actually occurred—are as follows:

| | Thousands of Euros | |
|---|--------------------|----------------------------|
| | 2012 | From June to December 2011 |
| Defined benefit obligation at end of year | 1,093,389 | 941,046 |
| Effect of differences in fiscal year | (4,733) | (816) |
| Effect as percentage of defined benefit obligations | (0.43) | (0.09) |
| Plan assets at end of year | 791,557 | 768,286 |
| Effect of differences in fiscal year | 26,736 | (61,011) |
| Effect as percentage of plan assets | 3.38 | (7.94) |
| Funding status at end of year | 301,832 | 172,760 |

Pension expense under defined benefit plans is made up as follows:

| | Thousands of Euros | | | | | |
|--|--------------------|-----------------|---------------|----------------------------|-----------------|----------------|
| | 2012 | | | From June to December 2011 | | |
| | Germany | Other countries | Total | Germany | Other countries | Total |
| Current service cost | 8,641 | 1,632 | 10,273 | 5,791 | 785 | 6,576 |
| Past service cost | 1,599 | – | 1,599 | 284 | (1,651) | (1,367) |
| Total personnel expense | 10,240 | 1,632 | 11,872 | 6,075 | (866) | 5,209 |
| Interest expense for accrued benefit obligations | 31,070 | 10,889 | 41,959 | 17,784 | 6,834 | 24,618 |
| Anticipated return on plan assets | (26,690) | (13,873) | (40,563) | (18,303) | (8,657) | (26,960) |
| Total interest expense (net investment and interest income) | 4,380 | (2,984) | 1,396 | (519) | (1,823) | (2,342) |
| Total pension expense | 14,620 | (1,352) | 13,268 | 5,556 | (2,689) | 2,867 |

EUR 323,187,000 was paid into defined contribution plans in 2012 (from June to December 2011: EUR 164,034 thousand), mostly in the Leighton Group (EUR 290,108 thousand; June to December 2011: EUR 145,513 thousand) and the Turner Group (EUR 28,502 thousand; June to December 2011: EUR 15,573 thousand). An additional EUR 83,834 thousand (June to December 2011: EUR 52,336 thousand) was paid into state pension schemes. Costs of defined contribution plans are reported as part of personnel expenses. The Turner Group's obligations to meet healthcare costs for retired staff are included in pension provisions due to their pension-like nature. The defined benefit obligation as of December 31, 2012 came to EUR 45,028 thousand (2011: EUR 40,105 thousand). Healthcare costs accounted for EUR 1,569 thousand (June to December 2011: EUR 746 thousand) of the current service cost and EUR 1,692 thousand (June to December 2011: EUR 1,101 thousand) of the interest expense.

The effects of a one percentage point change in the assumed healthcare cost trend rate are as follows:

| | Thousands of Euros | | | |
|--|--------------------|----------|------------|----------|
| | 31/12/2012 | | 31/12/2011 | |
| | Increase | Decrease | Increase | Decrease |
| Effect on the sum of current service cost and interest expense | – | – | 15 | (15) |
| Effect on defined benefit obligation | 4 | (4) | 362 | (328) |

The Consolidated Statement of Comprehensive Income includes EUR 128,095 thousand in actuarial losses recognised in 2012 before deferred taxes and after consolidation changes (June to December 2011: EUR 95,793 thousand). Before deferred taxes, the cumulative amount of actuarial losses is EUR 381,391 thousand (2011: EUR 253,296 thousand).

Provisions for taxes

Non-current provisions include the amounts estimated by the Group to settle claims brought in connection with the payment of various taxes, levies and local taxes, mainly property tax and other possible contingencies, as well as the estimated consideration required to settle probable or certain liabilities and outstanding obligations for which the exact amount of the corresponding payment cannot be determined or for which the actual settlement date is not known, since they are contingent upon meeting certain terms and conditions. These provisions have been provided in accordance with the specific analysis of the probability that the related tax contingency or challenge, might be contrary to the interests of the ACS Group, under the consideration of the country in which it has its origin, and in accordance with the tax rates in this country. Since the timing for these provisions is dependent on certain facts, in some cases associated with the decisions handed down by the courts or similar bodies, the Group does not update these provisions given the uncertainty of the exact time in which the related risk may arise or disappear.

Provisions for third-party liability

These relate mainly to the following:

Provisions for litigation

These provisions cover the risks arising from ACS Group companies which are party to certain legal proceedings due to the liability inherent to the activities carried on by them. The lawsuits that may be significant represent scanty material amounts when considered individually, based on the size of the ACS Group, and none of them are particularly noteworthy, except for the arbitration proceedings relating to the highway concessions R-2, R-3 and R-5 of the Autonomous Community of Madrid (Spain) which belong to companies that are not fully consolidated by the ACS Group. With regard to the claim filed by Boliden-Apirsa, the Supreme Court finally dismissed this lawsuit through the judgment of 11 January 2012. Period charges to these provisions are made based on an analysis of the lawsuits or claims in progress, according to the reports prepared by the legal advisers of the ACS Group. As in the case of provisions for taxes, these amounts are not updated to the extent that the time at which the risk arises or disappears depends on circumstances linked to judgments or arbitration and it is impossible to determine the date on which they will be resolved. Additionally, these provisions are not derecognised until the judgements handed down are final and payment is made, or there is no doubt as to the disappearance of the associated risk.

Environmental Provisions

The ACS Group has an environmental policy goes beyond strict compliance with current legislation in the area of environmental improvement and protection to include the establishment of preventative planning and the analysis and minimisation of the environmental impact of the activities carried on by the Group. These provisions are made to cover any likely environmental risks which might arise.

Guarantees and contractual and legal obligations

This heading includes the provisions to cover the expenses relating to obligations arising from contractual and legal obligations which are not of an environmental nature. A significant portion of these provisions is made by increasing the value of those assets related to the obligations in relation to administrative concession, whose effect on profit or loss occurs when the asset is depreciated in accordance with depreciation rates. Additionally, it includes provisions for highway concession companies, in relation to the costs of future expropriations borne by the concession companies in accordance with agreements with the grantors, as well as the current value of the investments made in concession contracts, according to the respective financial economic models.

Period charges to these provisions are generally mainly made to cover the costs of sealing and post-closing maintenance, as well as amounts associated with highway concession contracts and other activities undertaken in the form of a concession. The additions for the year relate mainly to companies which have initiated their activity and assume the contractual obligation of sealing or replacement. The uses and reversals of such provisions arise from the sealing of different vessels associated with waste treatment companies in the Group, in addition to the payment of amounts associated with the expropriation of land on which there are real estate assets.

Such provisions are made when the associated commitments arise, the timing of their use being conditional in the case of waste treatment, on the number of tonnes treated and the fill rate of the different vessels, and in the case of concessions or other activities, on the use of the infrastructure and/or its wear. Timing is analysed according to the financial and economic model of each concession, considering related historical information in order to adjust for possible deviations that might arise in the payment schedule set for these models.

The breakdown of provisions for third-party liabilities, by line of business, is as follows:

| Line of Business | Thousands of Euros |
|---------------------|--------------------|
| Construction | 943,760 |
| Industrial Services | 122,799 |
| Environment | 138,385 |
| Corporate unit | 124,637 |
| Total | 1,329,581 |

The most significant provisions in the Construction area relate to the incorporation of the Hochtief Group, for which period provisions were made at 31 December 2012 amounting to EUR 309,835 thousand for employee obligations and claims. In addition to these amounts, as a result of the liabilities assumed due to the full consolidation of Hochtief, provisions were made to cover risks associated with certain investments and other liabilities of this group (see Note 02.02.f).

The changes in current provisions in 2011 were as follows:

| CURRENT | Thousands of Euros | | | |
|---------------------------------------|------------------------------------|--|---------------------|------------------|
| | Provision for termination benefits | Provision for contract work completion | Operating allowance | Total |
| Balance at 31 December 2011 | 16,979 | 105,510 | 1,145,992 | 1,268,481 |
| Additions or charges for the year | 7,637 | 19,722 | 941,457 | 968,816 |
| Amounts used | (8,918) | (22,824) | (690,332) | (722,074) |
| Reversals | (1,710) | (1,714) | (293,716) | (297,140) |
| Exchange differences | (1,048) | (169) | (2,247) | (3,464) |
| Changes in the scope of consolidation | (34) | - | (972) | (1,006) |
| Balance at 31 December 2012 | 12,906 | 100,525 | 1,100,182 | 1,213,613 |

Provisions for project completion relate to the losses budgeted or estimated during execution of the projects and for the expenses arising from such projects from the date of their completion to the date of their definitive settlement, which are determined systematically as a percentage of the value of production over the term of the project based on experience in the construction business.

21. Financial risk and capital management

In view of its activities, the ACS Group is exposed to various financial risks, mainly arising from the ordinary course of its operations, the borrowings to finance its operating activities, and its investments in companies with functional currencies other than the euro. The financial risks to which the operating units are subject include mainly interest rate, foreign currency, liquidity and credit risks.

Cash flow interest rate risk

This risk arises from changes in future cash flows relating to borrowings bearing interest at floating rates (or with current maturity and likely renewal) as a result of fluctuations in market interest rates.

The objective of the management of this risk is to mitigate the impact on the cost of the debt arising from fluctuations in interest rates. For this purpose, financial derivatives which guarantee fixed interest rates or rates with caps and floors are arranged for a substantial portion of the borrowings that may be affected by this risk (see Note 22).

The sensitivity of the ACS Group's profit and equity to changes in interest rates, taking into account its existing hedging instruments and fixed rate financing, is as follows:

| Year | Increase / Decrease in the interest rate (basic points) | Thousands of Euros | |
|------|---|---|------------------------------|
| | | Effect on profit or loss (prior to tax) | Effect on equity (after tax) |
| 2012 | 50 | (2,721) | 91,557 |
| | -50 | 2,721 | (91,557) |
| 2011 | 50 | (18,114) | 119,626 |
| | -50 | 18,114 | (119,626) |

Foreign currency risk

The foreign currency risk arises mainly from the foreign operations of the ACS Group which makes investments and carries out business transactions in functional currencies other than the euro, and from loans granted to Group companies in currencies other than those of the countries in which they are located.

To hedge the risk inherent to structural investments in foreign operations with a functional currency other than the euro, the Group endeavours to make these investments in the same functional currency as the assets being financed.

For the hedging of net positions in currencies other than the euro in the performance of contracts in force and contracts in the backlog, the Group uses various financial instruments for the purpose of mitigating exposure to foreign currency risk (see Note 22).

The sensitivity analysis shown below reflects the potential effect on the ACS Group, both on equity and on the consolidated income statement, of a five per cent fluctuation in the most significant currencies in comparison with the functional currency of each Group company, based on the situation at the end of the reporting period.

Effect on profit or loss before tax

| | | Thousands of Euros | | | |
|---------------------|----------|--------------------|------|------|-------|
| | | 2012 | | 2011 | |
| Functional currency | Currency | 5% | -5% | 5% | -5% |
| EUR | USD | 5.8 | -5.7 | 4.5 | -4.5 |
| EUR | BRL | 7.9 | -7.9 | 13.2 | -13.2 |
| EUR | RON | -1.8 | 1.8 | - | - |
| AUD | USD | 5.2 | -5.2 | 5.5 | -5.5 |
| CZK | EUR | -1.1 | 1.1 | -2.5 | 2.5 |
| QAR | EUR | 2.1 | -2.1 | 1.0 | -1.0 |

Effect on equity before tax

| | | Thousands of Euros | | | |
|---------------------|----------|--------------------|-------|------|-------|
| | | 2012 | | 2011 | |
| Functional currency | Currency | 5% | -5% | 5% | -5% |
| EUR | USD | 29.1 | -29.0 | 13.3 | -13.2 |
| EUR | BRL | 10.4 | -10.4 | 38.6 | -38.6 |
| EUR | DZD | 7.6 | -7.6 | 7.6 | -7.6 |
| EUR | PEN | 2.5 | -2.5 | 2.2 | -2.2 |
| EUR | CHF | 2.0 | -2.4 | 2.1 | -2.1 |

Following is the breakdown of the major currencies of the financial assets and liabilities of the ACS Group:

At 31 December 2012

| | Thousands of Euros | | | | | | | Balance at 31/12/2012 |
|---|--------------------|----------------------|-----------------------|--------------------|--------------------|-------------------------|------------------|-----------------------|
| | US Dollar (USD) | Brazilian Real (BRL) | Moroccan Dirham (MAD) | Chilean Peso (CLP) | Mexican Peso (MXP) | Australian Dollar (AUD) | Other currencies | |
| Marketable securities (portfolio of short- and long-term investments) | 223,724 | 312 | - | 1,671 | - | 657 | 1,833 | 228,197 |
| Loans to associates | 14,121 | 8,493 | - | 9,748 | - | 410,170 | 244 | 442,776 |
| Other loans | 123,341 | - | 215 | 662 | 18 | 76,646 | 8,612 | 209,494 |
| Bank borrowings (non-current) | 98,614 | 19 | - | - | 827 | 1,672,559 | 3,820 | 1,775,839 |
| Bank borrowings (current) | 119,111 | 33 | 14,902 | 45,753 | 5,927 | 499,011 | 52,661 | 737,398 |

At 31 December 2011

| | Thousands of Euros | | | | | | | Balance at 31/12/2011 |
|---|--------------------|----------------------|-----------------------|--------------------|--------------------|-------------------------|------------------|-----------------------|
| | US Dollar (USD) | Brazilian Real (BRL) | Moroccan Dirham (MAD) | Chilean Peso (CLP) | Mexican Peso (MXP) | Australian Dollar (AUD) | Other currencies | |
| Marketable securities (portfolio of short- and long-term investments) | 57,142 | 274 | - | 32,092 | - | - | 61 | 89,569 |
| Loans to associates | 43,911 | 59,386 | 40 | - | 116,629 | 388,657 | 110,364 | 718,987 |
| Other loans | 398,259 | 1,251 | 1,332 | 2,566 | 3,588 | 208,954 | 10,068 | 626,018 |
| Bank borrowings (non-current) | 114,059 | 3,122 | 24,294 | 1,037 | 1,630 | 1,158,468 | 13,920 | 1,316,530 |
| Bank borrowings (current) | 96,074 | 8,619 | 4,477 | (18,484) | 3,109 | 526,444 | 39,330 | 659,569 |

Liquidity risk

This risk arises from the timing differences between borrowing requirements for business investment commitments, debt maturities, working capital requirements, etc. and the funds obtained from the conduct of the Group's ordinary operations, different forms of bank financing, capital market transactions and divestments.

The current financial market environment is marked by a liquidity crisis caused by the general downturn of credit. The ACS Group has a policy for the proactive management of liquidity risk through the comprehensive monitoring of cash and anticipation of the expiration of financial operations. The Group also manages liquidity risk through the efficient management of investments and working capital and the arrangement of lines of long-term financing.

The Group's objective with respect to the management of liquidity risk to maintain a balance between the flexibility, term and conditions of the credit facilities arranged on the basis of projected short-, medium-, and long-term fund requirements. In this connection, noteworthy is the use of limited recourse financing of projects and debts as described in Note 18, and current financing for working capital requirements.

In 2012 ACS, Actividades de Construcción y Servicios, S.A. entered into a contract with a syndicate of banks for the refinancing of the syndicated loan facility maturing in July 2012 until July 2015. The amount currently taken out totals EUR 1,430,300 thousand and the syndicated loan with Urbaser for EUR 506,300 thousand was refinanced until November 2014, as well as most of the financing of its investment in Iberdrola (as described in Note 10.01). At 31 December 2012, the liquidity risk related to Iberdrola relates exclusively to the derivatives indicated in the aforementioned Note, which may be settled in the long term. Accordingly, the Group obtained EUR 1,224.6 million after applying Royal Decree Law 04/2012 on financing payments to suppliers. These refinancing transactions ensure the liquidity of the ACS Group's operations.

Lastly, it should be noted in relation to this risk that as a precautionary measure, at its General Meeting of Shareholders held in 2009 and for a period of five years the ACS Group authorised the Board of Directors of ACS, Actividades de Construcción y Servicios, S.A. to increase the share capital, as well as the issuance of debt securities, simple, redeemable or convertible, etc. as detailed in Note 15.01.

At its Annual General Meeting held in 2011, the shareholders of the Hochtief Group also took measures to allow for an increase in capital.

Credit risk

This risk mainly relates to the non-payment of trade receivables. The objective of credit risk management is to reduce the impact of credit risk exposure as far as possible by means of the preventive assessment of the solvency rating of the Group's potential clients. When contracts are being performed, the credit rating of the outstanding amounts receivable is periodically evaluated and the estimated recoverable doubtful receivables are adjusted and written down with a charge profit and loss for the year. The credit risk has historically been very limited.

Additionally, the ACS Group is exposed to the risk of breach by its counterparties in transactions involving financial derivatives and cash placement. The Corporate management of the ACS Group establishes counterparty selection criteria based on the quality of credit of the financial institutions which translates into a portfolio of entities of high quality and solvency. In this regard, there were no significant payment defaults in 2012 or 2011.

Exposure to publicly traded share price risk

The ACS Group is exposed to risks relating to the performance of the share price of listed companies.

This exposure relates to derivative agreements which are related to remuneration systems linked to the performance of the ACS share price (see Note 22). These equity swaps eliminate the uncertainty regarding the exercise price of the remuneration systems, however, since the derivatives do not qualify for hedge accounting, their market value has an effect on the consolidated statement of income (positive in the case of an increase in share price and negative if this is not the case).

With regard to the Company's exposure to price fluctuations of the shares of Abertis, Hochtief, Iberdrola and ACS, in 2012 this risk with Abertis shares disappeared when the shares were sold and the exposure to this risk with Iberdrola decreased as a result of the partial divestment indicated in Note 10.01 and the other transactions mentioned in this Note. In the case of Hochtief, the exposure is mainly focused on the possible risk of impairment that fluctuations in the price of Hochtief shares entail (see Notes 04.01 and 28.03).

It should be indicated that changes in the price of the shares of listed companies, with regard to which the ACS Group has derivative instruments, financial investments, etc., will have an impact on the income statement thereof.

Capital management

The objectives of capital management at the ACS Group are to maintain an optimum financial and net worth structure to reduce the cost of capital and at the same time to safeguard the Group's ability to continue to operate with sufficiently sound debt/equity ratios.

The capital structure is controlled mainly through the debt/equity ratio, calculated as net financial debt divided by equity. Net financial debt is taken to be:

- + Net debt with recourse:
 - + Non-current bank borrowings
 - + Current bank borrowings
 - + Issue of bonds and debentures
 - Cash and other current financial assets
- + Project financing debt.

The Group's directors consider that the gearing ratio at 31 December 2012 and 2011 was adequate, the detail being as follows:

| | Thousands of Euros | |
|---|--------------------|------------------|
| | 31/12/2012 | 31/12/2011 |
| Net recourse debt | 3,569,529 | 3,368,692 |
| Non-current bank borrowings | 4,261,541 | 2,883,347 |
| Current bank borrowings | 3,785,675 | 6,225,075 |
| Issue of bonds and debentures | 1,641,494 | 769,053 |
| Other financial liabilities | 476,826 | 652,616 |
| Long term deposits, other current financial assets and cash | (6,596,007) | (7,161,399) |
| Project financing | 1,382,422 | 5,965,493 |
| Equity | 5,711,508 | 6,191,264 |
| Leverage | 87% | 151% |
| Leverage to net recourse debt | 62% | 54% |

Estimate of fair value

The breakdown at 31 December 2012 and 2011 of the ACS Group's assets and liabilities measured at fair value according to the hierarchy levels mentioned in Note 03.08.06 is as follows:

| | Thousands of Euros | | | |
|----------------------------------|---------------------|----------------|----------------|---------------|
| | Value at 31/12/2012 | Level 1 | Level 2 | Level 3 |
| Assets | 1,900,558 | 866,874 | 958,611 | 75,073 |
| Equity instruments | 615,367 | 348,926 | 191,368 | 75,073 |
| Debt securities | 805,480 | 517,948 | 287,532 | - |
| Financial instrument receivables | | | | |
| Non-current | 470,697 | - | 470,697 | - |
| Current | 9,014 | - | 9,014 | - |
| Liabilities | 618,228 | - | 618,228 | - |
| Financial instrument receivables | | | | |
| Non-current | 594,363 | - | 594,363 | - |
| Current | 23,865 | - | 23,865 | - |

| | Thousands of Euros | | | |
|----------------------------------|---------------------|------------------|----------------|---------------|
| | Value at 31/12/2011 | Level 1 | Level 2 | Level 3 |
| Assets | 5,865,505 | 5,697,710 | 119,040 | 48,755 |
| Equity instruments | 5,434,562 | 5,385,807 | - | 48,755 |
| Debt securities | 392,831 | 311,903 | 80,928 | - |
| Financial instrument receivables | | | | |
| Non-current | 23,739 | - | 23,739 | - |
| Current | 14,373 | - | 14,373 | - |
| Liabilities | 476,548 | - | 445,848 | 30,700 |
| Financial instrument receivables | | | | |
| Non-current | 421,705 | - | 421,705 | - |
| Current | 54,843 | - | 24,143 | 30,700 |

22. Derivative financial instruments

The ACS Group's different lines of business expose it to financing risks, mainly foreign currency and interest rate risks. In order to minimise the impact of these risks and in accordance with its risk management policy (see Note 21), the ACS Group has arranged various financial derivatives, most of which have non-current maturities.

Following is the detail, by maturity, of the notional amounts of the aforementioned hedging instruments at 31 December 2012 and 2011, based on the nature of the contracts:

| 2012 | Thousands of Euros | | | | | | | |
|----------------------|--------------------|------------------|------------------|------------------|----------------|---------------|------------------|------------------|
| | Notional value | 2013 | 2014 | 2015 | 2016 | 2017 | Subsequent years | Net fair value |
| Interest rate | 3,360,318 | 332,249 | 1,475,776 | 914,239 | 119,029 | 33,209 | 485,816 | (134,413) |
| Exchange rate | 502,207 | 411,121 | 68,099 | 2,476 | 20,511 | - | - | (4,511) |
| Price | - | - | - | - | - | - | - | - |
| Non-qualified hedges | 4,289,831 | 267,535 | 226,180 | 3,721,927 | 13,420 | 13,752 | 47,017 | 407 |
| TOTAL | 8,152,356 | 1,010,905 | 1,770,055 | 4,638,642 | 152,960 | 46,961 | 532,833 | (138,517) |

| 2011 | Thousands of Euros | | | | | | | |
|----------------------|--------------------|------------------|----------------|------------------|----------------|----------------|------------------|------------------|
| | Notional value | 2012 | 2013 | 2014 | 2015 | 2016 | Subsequent years | Net fair value |
| Interest rate | 6,081,407 | 3,164,438 | 219,021 | 1,730,114 | 240,000 | 209,623 | 518,211 | (182,129) |
| Exchange rate | 402,740 | 271,067 | 70,548 | 41,713 | 415 | 18,997 | - | (4,452) |
| Price | 164,466 | 7,270 | - | 157,196 | - | - | - | (111,845) |
| Non-qualified hedges | 2,132,578 | 944,889 | 201,734 | 149,203 | 581,266 | 204,000 | 51,486 | (140,010) |
| TOTAL | 8,781,191 | 4,387,664 | 491,303 | 2,078,226 | 821,681 | 432,620 | 569,697 | (438,436) |

The notional amount for non-current assets and liabilities held for sale relating to renewable energy and concession activities at 31 December 2012 was as follows:

| | Thousands of Euros | | | | | | |
|---------------|--------------------|------|-------|------|------|---------|------------------|
| | Notional value | 2013 | 2014 | 2015 | 2016 | 2017 | Subsequent years |
| Interest rate | 2,428,630 | - | 2,819 | - | - | 199,008 | 2,226,803 |

The notional amount for non-current assets and liabilities held for sale relating to renewable energy and concession activities at 31 December 2011 was as follows:

| | Thousands of Euros | | | | | | |
|---------------|--------------------|--------|--------|--------|------|-------|------------------|
| | Notional value | 2012 | 2013 | 2014 | 2015 | 2016 | Subsequent years |
| Interest rate | 2,583,680 | 16,728 | 16,130 | 15,703 | - | 3,474 | 2,531,645 |

The following table shows the fair value of the hedging instruments based on the nature of the contract, at 31 December 2012 and 2011 (in thousands of euros):

| | 2012 | | 2011 | |
|----------------------|----------------|----------------|---------------|----------------|
| | Assets | Liabilities | Assets | Liabilities |
| Interest rate | | | | |
| Cash flows | 7 | 134,420 | 392 | 182,521 |
| Non-efficient | - | - | - | - |
| Exchange rate | 5,345 | 9,856 | 7,623 | 12,075 |
| Price | - | - | - | 111,845 |
| Non-qualified hedges | 474,359 | 473,952 | 30,097 | 170,107 |
| TOTAL | 479,711 | 618,228 | 38,112 | 476,548 |

The Group does not have any hedges of its foreign investments, since the foreign currency risk is hedged by the transactions performed in the local currency. Additionally, most significant foreign investments were made with long-term financing in which the interest rates on project financing debt are hedged.

Cash flow hedges (interest rate)

The purpose of using these derivatives is to limit changes in interest rates on its borrowings and to guarantee fixed interests rates, mainly by arranging interest rate swaps as the borrowings are arranged and used.

Most hedges are interest rate swaps that expire at the same time or slightly sooner than the underlying that they are hedging.

Hedges of this type are mainly related to the various syndicated loans within the Group and to project and other non-current financing, both at 31 December 2012 and 31 December 2011 (see Notes 17 and 18).

In relation to syndicated loans, the following hedges were arranged:

- Syndicated loan of ACS, Actividades de Construcción y Servicios, S.A. for EUR 1,430,300 thousand. Various interest rate swaps amounting to EUR 1,058,000 thousand were arranged maturing between July 2014 and 2015.
- The syndicated financing of the Urbaser Group is hedged by interest rate swaps amounting to EUR 506,300 thousand, which mature in November 2014.
- The volume of interest rate hedging derivatives related to the financing of Hochtief A.G. amounted to EUR 614,893 thousand at 31 December 2012.

Noteworthy are the following hedges in relation to limited recourse project and debt financing:

- Coverage of the syndicated loan for the acquisition of Hochtief, A.G. (EUR 602,000 thousand) amounting to EUR 452,025 thousand, with final maturity in July 2014 through an interest rate swap.
- The derivative liabilities relating to solar thermal plants, wind powered facilities and highway concessions were reclassified to liabilities relating to assets held for sale. In this regard, there are interest rate swaps to hedge 75 to 100% of the financing of the solar thermal plants, which mature between 2019 and 2025, and interest rate swaps to hedge the financing of the wind powered facilities, which mature between 2019 and 2024.
- In the case of highway concessions, noteworthy are the interest rate hedges:
 - Autovia de La Mancha and Inversora de La Mancha has hedges amounting to EUR 134,109 thousand instrumented in an interest rate swap expiring in 2032.
 - Autovía del Pirineo has hedges amounting to EUR 121,600 million instrumented in an interest rate swap expiring in 2030.
 - Eix Diagonal has hedges amounting to EUR 199,008 million instrumented in an interest rate swap expiring in 2017.

Cash flow hedges (exchange rate)

The foreign currency risk relates mainly to projects in which payments and/or collections are made in a currency other than the functional currency.

The most significant derivatives contracted to hedge these risks relate to foreign currency hedges arranged mostly by Leighton (subsidiary of the Hochtief group) for a notional amount of EUR 364,870 thousand, which mature between 2013 and 2016.

In the case of Industrial Services, the most significant derivatives relate to exchange rate hedges for foreign projects for a nominal amount of EUR 47,108 thousand in 2012, which mature in 2013 (EUR 52,083 thousand in 2011 maturing between 2012 and 2014).

Price hedges

In 2011 the fair value of the price hedges amounted to EUR 111,845 thousand and related to Leighton's payment obligation with respect to an infrastructure project in Australia.

Derivative instruments not classified as hedges

The assets and liabilities relating to financial instruments not qualified as hedges include the fair value of the derivatives which do not meet hedging conditions. Noteworthy of mention within assets relating to financial instruments is the measurement at fair value of the call spread contracted in relation to the refinancing on Iberdrola, S.A. shares carried out in July 2012 (see Note 10.01) on an underlying amount of 597,286,512 Iberdrola shares. The market value at 2012 year-end gave rise to the recognition of an asset amounting to EUR 460,506 thousand. This effect, net of the cost of the paid premium, was recognised as income under "Changes in fair value of financial instruments" in the accompanying consolidated financial statements (see Note 28.05).

With regard to liabilities related to financial instruments the most significant at 31 December 2012 relates to the fair value of the equity swap on Iberdrola, S.A. shares. The fair value thereof at 31 December 2012 amounted to EUR 266,327 thousand. In addition, other liabilities relate to the derivative included in the outsourcing to a financial institution of the 2010 stock option plan amounting to EUR 95,092 thousand (EUR 80,249 thousand at 31 December 2011). The financial institution acquired these shares on the market for delivery to management who are beneficiaries of this Plan in accordance with the conditions included therein, at the exercise price of the option. The measurement of fair value of this instrument is included under "Changes in fair value of financial instruments" (see Note 28.05).

In the contract with the financial institution, the latter does not assume any risk relating to the drop in the market price of the share below the exercise price. The exercise price of the option for the 2010 plan is EUR 34.155 per share. Therefore, this risk relating to the drop in the market price below the option price is assumed by ACS, Actividades de Construcción y Servicios, S.A., and was not subject to any hedging with another financial institution. This put option in favour of the financial institution, is recognised at fair value at the end of the reporting period and, therefore, the Group recognises a liability in profit or loss with respect to the value of the option in the previous year. The risk of an increase in the share price is not assumed by either the financial institution or the Group, since, in this case, management would exercise its call option and directly acquire the shares from the financial institution, which agrees to sell them to the beneficiaries at the exercise price. Consequently, upon completing the plan, if the shares have a higher market price than the value of the option, the derivative will have zero value at this date.

Additionally, according to the contract, at the time of final maturity of the Plan, in the event that there are options that have not been exercised by their directors (i.e. due to voluntary resignation in the ACS Group), the pending options are settled by differences. In other words, the financial institution sells the pending options on the market, and the result of the settlement, whether positive or negative, is received by ACS in cash (never in shares). Consequently, at the end of the Plan, the Company does not ever receive shares derived from the same, and therefore it is not considered treasury shares.

At 31 December 2012, the ACS Group held other derivatives that did not qualify for hedge accounting, which included the measurement at fair value of the financial instruments that are settled by differences and whose negative market value amounted to EUR 93,513 thousand (EUR 47,605 thousand at 31 December 2011), thereby giving rise to a loss of EUR 45,908 thousand recognised under "Changes in fair value of financial instruments" (see Note 28.05).

At the end of December 2010, the ACS Group purchased 1.9% ownership interest in the share capital of Iberdrola, S.A. and was thereby granted all voting and dividend rights associated therewith. To finance this acquisition, the ACS Group structured the transaction by signing a prepaid forward share commitment with a financial institution, which matured in July 2012. This commitment can only be settled in cash and can be settled in part or in full at any time by the ACS Group. The related derivative is secured by the Iberdrola shares as the underlying assets. The measurement at fair value of this instrument gave rise to a loss for 2012 of EUR 42,660 thousand recognised under "Changes in fair value of financial instruments" in the consolidated income statement (see Note 28.05).

23. Trade and other payables

This heading mainly includes the amounts outstanding for trade purchases and related costs, as well as customer advances for contract work amounting to EUR 2,814,255 thousand in 2012 (EUR 2,802,063 thousand in 2011) (see Note 12).

Disclosures on deferred payments to suppliers Additional Provision Three. "Duty of Disclosure" of Law 15/2010, of 5 July

In relation to the disclosures required by Additional Provision Three of Law 15/2010, of 5 July for these first financial statements prepared since the entry into force of the Law, at 31 December 2011, there were balances payable to suppliers that were past due by more than the legal maximum payment period at 31 December 2012 amounting to EUR 271,731 thousand (EUR 235,640 thousand at 31 December 2011).

This balance relates to Spanish consolidated group companies which, due to their nature, are trade payables to suppliers of goods and services and included under "Current liabilities" in the consolidated statement of financial position at 31 December 2012 and 2011. Amounts payable to non-current asset suppliers and finance lease payables are not included in this balance.

The legal maximum payment period applicable to the Spanish consolidated group companies under Law 3/2004, of 29 December, on combating late payment in commercial transactions ranges between 75 and 120 days.

The following table provides information relating to the deferral of payments to suppliers, in accordance with the Spanish Accounting and Audit Institute resolution of 29 September 2010 implementing the duty of disclosure regulations provided in Law 15/2010 of 5 July:

| | Thousands of Euros | % |
|--|--------------------|-------------|
| Within maximum legal period | 1,960,791 | 45% |
| Other | 2,374,018 | 55% |
| Total | 4,334,809 | 100% |
| Weighted average days outstanding (PMPE) | 148 days | |
| Deferrals exceeding legal maximum limit at 31 December | 271,731 | |

PMPE is understood to be the "Weighted average period past due", in other words, the ratio between the payments made to all suppliers in the year within a period exceeding the legal payment term and the number of days by which this deadline was exceeded, over the total amount of payments made in the year subsequent to the legal deadline.

24. Other current liabilities

The detail of this heading at 31 December 2012 and 2011 is as follows:

| | Thousands of Euros | |
|--|-----------------------|-----------------------|
| | Balance at 31/12/2012 | Balance at 31/12/2011 |
| Advance payments received | 56,824 | 50,921 |
| Payable to non-current asset suppliers | 18,447 | 13,295 |
| Interim dividend payable (Note 15.05) | - | 283,198 |
| Deposits and guarantees received | 2,756 | 4,941 |
| Other | 197,094 | 251,642 |
| Total | 275,121 | 603,997 |

25. Segments

25.01. Basis of segmentation

The structure of the ACS Group reflects its focus on different lines of business or activity areas. Segment reporting based on the different lines of business includes information regarding the Group's internal organisation, taking into account the bodies involved in monitoring operations and taking decisions.

25.01.01. Primary segments – business segments

The business segments used to manage the ACS Group are as follows:

- **Construction.** This segment includes the activities carried on mainly by Dragados, Hochtief, A.G. and Iridium, which are focused on the construction of civil works, residential and non-residential buildings, concession activity (mainly transport infrastructures), mining and real estate. It should be noted that the debt arising from the acquisition of Hochtief was reclassified to the Corporation area at 31 December 2012.
- **Industrial Services.** This area engages in the provision of applied engineering services and the installation and maintenance of industrial infrastructure in the energy, communications and control systems industries.
- **Environment.** This segment groups together environmental services such as street cleaning, waste collection and transport, treatment and recycling of urban, commercial and industrial waste, integral management of the water cycle and urban landscaping. Also included in this segment are the outsourcing of integral building maintenance activities (carried on through Clece).
- **Corporate Unit.** This comprises the business activity carried on by ACS, Actividades de Construcción y Servicios, S.A., and also groups the main investments in activities in Iberdrola, S.A. and Xfera Mviles, S.A.

25.01.02. Geographical segments

The ACS Group is managed by business segments and the management based on geographical segments is irrelevant. Accordingly, a distinction is made between Spain and the rest of the world, in accordance with the stipulations of IFRS 8.

25.02. Basis and methodology for business segment reporting

The reporting structure is designed in accordance with the effective management of the various segments comprising the ACS Group. Each segment has its own resources based on the entities engaging in the related business, and accordingly, has the assets required to operate the business.

Each of the business segments relates mainly to a legal structure, in which the companies report to a holding company representing each activity for business purposes. Accordingly, each legal entity has the assets and resources required to perform its business activities in an autonomous manner.

Segment information for these businesses is presented below:

25.02.01. Income statement by business segment: 2012

| | Thousands of Euros | | | | |
|---|--------------------|------------------|---------------------|--------------------------------|--------------------|
| | Construction | Environment | Industrial Services | Corporate unit and adjustments | Total Group |
| REVENUE | 29,682,756 | 1,690,799 | 7,050,012 | (27,389) | 38,396,178 |
| Changes in inventories of finished goods and work in progress | 83,009 | 1,037 | (342) | - | 83,704 |
| Capitalised expenses of in-house work on assets | 5,087 | 20,372 | 122 | - | 25,581 |
| Procurements | (19,612,238) | (455,635) | (3,878,645) | 28,005 | (23,918,513) |
| Other operating income | 359,572 | 52,268 | 3,155 | (11,311) | 403,684 |
| Staff costs | (6,498,197) | (790,895) | (1,360,651) | (30,812) | (8,680,555) |
| Other operating expenses | (2,045,387) | (287,089) | (915,399) | (17,532) | (3,265,407) |
| Depreciation and amortisation charge | (1,290,238) | (128,177) | (49,020) | (1,437) | (1,468,872) |
| Allocation of grants relating to non-financial assets and other | 185 | 3,264 | 101 | - | 3,550 |
| Impairment and gains on the disposal of non-current assets | 71,106 | (1,577) | (32,616) | - | 36,913 |
| Other profit or loss | 506 | 1,753 | 2,097 | (29,122) | (24,766) |
| OPERATING INCOME | 756,161 | 106,120 | 818,814 | (89,598) | 1,591,497 |
| Finance income | 227,998 | 27,800 | 95,094 | 156,961 | 507,853 |
| Finance costs | (468,026) | (134,055) | (273,706) | (413,998) | (1,289,785) |
| Changes in the fair value of financial instruments | (45,138) | (47) | - | 150,661 | 105,476 |
| Exchange differences | (10,970) | (600) | 11,812 | (23) | 219 |
| Impairment and gains on the disposal of non-current assets | 179,914 | 22,506 | (7,536) | (3,964,816) | (3,769,932) |
| FINANCIAL PROFIT /LOSS | (116,222) | (84,396) | (174,336) | (4,071,215) | (4,446,169) |
| Results of companies accounted for using the equity method | 264,087 | 26,781 | 4,073 | 44,412 | 339,353 |
| PROFIT BEFORE TAX | 904,026 | 48,505 | 648,551 | (4,116,401) | (2,515,319) |
| Corporate income tax | (183,686) | (8,483) | (183,320) | 1,378,593 | 1,003,104 |
| PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS | 720,340 | 40,022 | 465,231 | (2,737,808) | (1,512,215) |
| Profit after tax from discontinued operations | - | 157,465 | - | (50,000) | 107,465 |
| PROFIT FOR THE YEAR | 720,340 | 197,487 | 465,231 | (2,787,808) | (1,404,750) |
| Profit attributed to non-controlling interests | (471,054) | (1,040) | (49,558) | (25) | (521,677) |
| Profit from discontinued operations attributed to non-controlling interests | - | (11) | - | - | (11) |
| PROFIT ATTRIBUTABLE TO THE PARENT | 249,286 | 196,436 | 415,673 | (2,787,833) | (1,926,438) |

25.02.02. Income statement by business segment: 2011

| | Thousands of Euros | | | | |
|---|--------------------|------------------|---------------------|--------------------------------|-------------------|
| | Construction | Environment | Industrial Services | Corporate unit and adjustments | Total Group |
| REVENUE | 19,801,527 | 1,685,710 | 7,045,007 | (60,361) | 28,471,883 |
| Changes in inventories of finished goods and work in progress | (224,948) | 5,864 | (819) | - | (219,903) |
| Capitalised expenses of in-house work on assets | 9,232 | 7,540 | 86 | 636 | 17,494 |
| Procurements | (13,214,312) | (434,131) | (4,166,324) | 47,283 | (17,767,484) |
| Other operating income | 427,801 | 47,770 | 42,631 | 720 | 518,922 |
| Staff costs | (4,078,602) | (801,217) | (1,407,591) | (31,111) | (6,318,521) |
| Other operating expenses | (1,506,873) | (270,428) | (631,455) | (10,902) | (2,419,658) |
| Depreciation and amortisation charge | (765,128) | (133,194) | (54,317) | (1,313) | (953,952) |
| Allocation of grants relating to non-financial assets and other | 180 | 4,062 | 283 | - | 4,525 |
| Impairment and gains on the disposal of non-current assets | (3,073) | 647 | (37,863) | - | (40,289) |
| Other profit or loss | 55,254 | (578) | 5,777 | 20,681 | 81,134 |
| OPERATING INCOME | 501,058 | 112,045 | 795,415 | (34,367) | 1,374,151 |
| Finance income | 145,801 | 43,648 | 130,703 | 200,903 | 521,055 |
| Finance costs | (313,270) | (102,557) | (313,883) | (486,804) | (1,216,514) |
| Changes in the fair value of financial instruments | (24,960) | (5) | - | (73,230) | (98,195) |
| Exchange differences | (18,399) | (423) | (3,346) | 16 | (22,152) |
| Impairment and gains on the disposal of non-current assets | 208,604 | 52,967 | 106,321 | (805) | 367,087 |
| FINANCIAL PROFIT /LOSS | (2,224) | (6,370) | (80,205) | (359,920) | (448,719) |
| Results of companies accounted for using the equity method | 247,556 | 12,343 | 18,702 | 39,868 | 318,469 |
| PROFIT BEFORE TAX | 746,390 | 118,018 | 733,912 | (354,419) | 1,243,901 |
| Corporate income tax | (217,822) | (30,995) | (204,549) | 272,146 | (181,220) |
| PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS | 528,568 | 87,023 | 529,363 | (82,273) | 1,062,681 |
| Profit after tax from discontinued operations | - | 45,690 | - | - | 45,690 |
| PROFIT FOR THE YEAR | 528,568 | 132,713 | 529,363 | (82,273) | 1,108,371 |
| Profit attributed to non-controlling interests | (104,160) | (4,599) | (37,769) | - | (146,528) |
| Profit from discontinued operations attributed to non-controlling interests | - | 97 | - | - | 97 |
| PROFIT ATTRIBUTABLE TO THE PARENT | 424,408 | 128,211 | 491,594 | (82,273) | 961,940 |

25.02.03. Statement of financial position by business segment: 2012

| ASSETS | Thousands of Euros | | | | |
|--|--------------------|------------------|---------------------|--------------------------------|-------------------|
| | Construction | Environment | Industrial Services | Corporate unit and adjustments | Total Group |
| NON-CURRENT ASSETS | 9,700,079 | 2,123,766 | 787,360 | 2,561,542 | 15,172,747 |
| Intangible assets | 3,690,050 | 465,741 | 109,276 | 275,118 | 4,540,185 |
| Goodwill | 2,123,602 | 84,358 | 76,748 | 275,114 | 2,559,822 |
| Other intangible assets | 1,566,448 | 381,383 | 32,528 | 4 | 1,980,363 |
| Tangible assets-property, plant and equipment / Property investments | 2,388,569 | 422,338 | 201,868 | 9,288 | 3,022,063 |
| Non-current assets in projects | 270,401 | 326,529 | 132,963 | - | 729,893 |
| Non-current financial assets | 2,277,773 | 840,155 | 293,213 | 531,664 | 3,942,805 |
| Other current assets | 1,073,286 | 69,003 | 50,040 | 1,745,472 | 2,937,801 |
| CURRENT ASSETS | 17,022,775 | 1,402,499 | 9,670,263 | (1,704,908) | 26,390,629 |
| Inventories | 1,727,446 | 42,638 | 157,818 | (7,787) | 1,920,115 |
| Trade and other receivables | 7,178,049 | 628,628 | 3,672,115 | (64,306) | 11,414,486 |
| Other current financial assets | 1,822,044 | 437,173 | 1,104,902 | (1,658,670) | 1,705,449 |
| Derivative financial instruments | 5,225 | - | - | 3,789 | 9,014 |
| Other current assets | 172,602 | 8,925 | 28,303 | 2,408 | 212,238 |
| Cash and cash equivalents | 3,320,216 | 170,397 | 1,017,565 | 19,658 | 4,527,836 |
| Non-current assets held for sale | 2,797,193 | 114,738 | 3,689,560 | - | 6,601,491 |
| TOTAL ASSETS | 26,722,854 | 3,526,265 | 10,457,623 | 856,634 | 41,563,376 |

| EQUITY AND LIABILITIES | Thousands of Euros | | | | |
|---|--------------------|------------------|---------------------|--------------------------------|-------------------|
| | Construction | Environment | Industrial Services | Corporate unit and adjustments | Total Group |
| EQUITY | 6,059,283 | 1,236,404 | 917,864 | (2,502,043) | 5,711,508 |
| Equity attributed to the Parent | 3,169,721 | 1,193,047 | 795,623 | (2,501,873) | 2,656,518 |
| Non-controlling interests | 2,889,562 | 43,357 | 122,241 | (170) | 3,054,990 |
| NON-CURRENT LIABILITIES | 6,013,416 | 1,109,075 | 423,679 | 3,370,830 | 10,917,000 |
| Grants | 1,957 | 50,001 | 2,257 | - | 54,215 |
| Non-current financial liabilities | 3,357,727 | 749,243 | 164,606 | 2,685,007 | 6,956,583 |
| Bank borrowings, debt instruments and other marketable securities | 2,993,646 | 567,781 | 87,872 | 2,096,066 | 5,745,365 |
| Limited recourse project financing | 279,794 | 181,462 | 52,960 | 589,631 | 1,103,847 |
| Other financial liabilities | 84,287 | - | 23,774 | (690) | 107,371 |
| Derivative financial instruments | 63,054 | 35,688 | 10,658 | 484,963 | 594,363 |
| Other non-current liabilities | 2,590,678 | 274,143 | 246,158 | 200,860 | 3,311,839 |
| CURRENT LIABILITIES | 14,650,155 | 1,180,786 | 9,116,080 | (12,153) | 24,934,868 |
| Current financial liabilities | 3,108,309 | 564,346 | 706,296 | 212,424 | 4,591,375 |
| Bank borrowings, debt instruments and other marketable securities | 2,190,470 | 359,071 | 686,409 | 707,395 | 3,943,345 |
| Limited recourse project financing and debt | 243,902 | 12,880 | 9,717 | 12,076 | 278,575 |
| Other financial liabilities | 673,937 | 192,395 | 10,170 | (507,047) | 369,455 |
| Derivative financial instruments | 23,331 | 6 | 528 | - | 23,865 |
| Trade and other payables | 9,353,035 | 518,177 | 4,965,430 | (95,028) | 14,741,614 |
| Other current liabilities | 1,226,097 | 54,357 | 337,829 | (129,549) | 1,488,734 |
| Liabilities relating to non-current assets held for sale | 939,383 | 43,900 | 3,105,997 | - | 4,089,280 |
| TOTAL EQUITY AND LIABILITIES | 26,722,854 | 3,526,265 | 10,457,623 | 856,634 | 41,563,376 |

25.02.04. Statement of financial position by business segment: 2011

| ASSETS | Thousands of Euros | | | | |
|--|--------------------|------------------|---------------------|--------------------------------|-------------------|
| | Construction | Environment | Industrial Services | Corporate unit and adjustments | Total Group |
| NON-CURRENT ASSETS | 9,319,466 | 2,092,248 | 709,875 | 7,918,080 | 20,039,669 |
| Intangible assets | 3,942,954 | 419,518 | 115,841 | 275,119 | 4,753,432 |
| Goodwill | 2,059,756 | 84,602 | 76,965 | 275,115 | 2,496,438 |
| Other intangible assets | 1,883,198 | 334,916 | 38,876 | 4 | 2,256,994 |
| Tangible assets-property, plant and equipment / Property investments | 2,757,851 | 473,693 | 180,792 | 10,713 | 3,423,049 |
| Non-current assets in projects | 325,280 | 382,634 | 126,778 | - | 834,692 |
| Non-current financial assets | 1,172,259 | 787,674 | 237,501 | 6,723,999 | 8,921,433 |
| Other current assets | 1,121,122 | 28,729 | 48,963 | 908,249 | 2,107,063 |
| CURRENT ASSETS | 16,041,480 | 1,975,432 | 9,812,318 | 118,711 | 27,947,941 |
| Inventories | 1,610,871 | 47,688 | 123,925 | (7,770) | 1,774,714 |
| Trade and other receivables | 6,890,248 | 835,201 | 3,049,980 | (71,936) | 10,703,493 |
| Other current financial assets | 1,524,798 | 424,133 | 862,286 | 195,005 | 3,006,222 |
| Derivative financial instruments | - | - | - | - | - |
| Other current assets | 186,110 | 8,738 | 24,137 | 2,293 | 221,278 |
| Cash and cash equivalents | 3,253,505 | 89,056 | 811,497 | 1,119 | 4,155,177 |
| Non-current assets held for sale | 2,575,948 | 570,616 | 4,940,493 | - | 8,087,057 |
| TOTAL ASSETS | 25,360,946 | 4,067,680 | 10,522,193 | 8,036,791 | 47,987,610 |

| EQUITY AND LIABILITIES | Thousands of Euros | | | | |
|---|--------------------|------------------|---------------------|--------------------------------|-------------------|
| | Construction | Environment | Industrial Services | Corporate unit and adjustments | Total Group |
| EQUITY | 4,691,431 | 1,118,107 | 957,394 | (575,668) | 6,191,264 |
| Equity attributed to the Parent | 1,977,575 | 1,067,402 | 849,621 | (575,516) | 3,319,082 |
| Non-controlling interests | 2,713,856 | 50,705 | 107,773 | (152) | 2,872,182 |
| NON-CURRENT LIABILITIES | 6,032,177 | 580,929 | 457,058 | 6,406,389 | 13,476,553 |
| Grants | 1,474 | 53,724 | 2,934 | - | 58,132 |
| Non-current financial liabilities | 3,023,650 | 277,434 | 238,660 | 6,064,561 | 9,604,305 |
| Bank borrowings, debt instruments and other marketable securities | 2,792,917 | 107,084 | 175,046 | 530,932 | 3,605,979 |
| Limited recourse project financing | 148,717 | 170,350 | 35,365 | 5,533,629 | 5,888,061 |
| Other financial liabilities | 82,016 | - | 28,249 | - | 110,265 |
| Derivative financial instruments | 189,694 | 17,463 | 11,056 | 203,492 | 421,705 |
| Other non-current liabilities | 2,817,359 | 232,308 | 204,408 | 138,336 | 3,392,411 |
| CURRENT LIABILITIES | 14,637,338 | 2,368,644 | 9,107,741 | 2,206,070 | 28,319,793 |
| Current financial liabilities | 2,582,101 | 1,359,321 | 603,157 | 2,346,700 | 6,891,279 |
| Bank borrowings, debt instruments and other marketable securities | 1,813,208 | 1,179,216 | 584,277 | 2,694,796 | 6,271,497 |
| Limited recourse project financing and debt | 6,904 | 23,979 | 9,836 | 36,713 | 77,432 |
| Other financial liabilities | 761,989 | 156,126 | 9,044 | (384,809) | 542,350 |
| Derivative financial instruments | - | - | - | - | - |
| Trade and other payables | 9,649,142 | 560,225 | 4,559,939 | (208,611) | 14,560,695 |
| Other current liabilities | 1,458,088 | 72,487 | 273,922 | 67,981 | 1,872,478 |
| Liabilities relating to non-current assets held for sale | 948,007 | 376,611 | 3,670,723 | - | 4,995,341 |
| TOTAL EQUITY AND LIABILITIES | 25,360,946 | 4,067,680 | 10,522,193 | 8,036,791 | 47,987,610 |

The detail of revenue from Construction is as follows:

| | Thousands of Euros | |
|----------------------|--------------------|-------------------|
| | 2012 | 2011 |
| Spain | 1,810,091 | 2,943,330 |
| Dragados | 1,720,580 | 2,879,991 |
| Hochtief | 25 | 155 |
| Concessions | 89,486 | 63,184 |
| International | 27,872,665 | 16,858,197 |
| Dragados | 2,318,350 | 1,920,420 |
| Hochtief | 25,527,697 | 14,881,650 |
| Concessions | 26,618 | 56,127 |
| Total | 29,682,756 | 19,801,527 |

The detail of revenue from Industrial Services is as follows:

| | Thousands of Euros | |
|------------------------------|--------------------|------------------|
| | 2012 | 2011 |
| Networks | 769,351 | 841,304 |
| Specialised products | 2,420,780 | 2,523,942 |
| EPC projects | 2,688,605 | 2,342,248 |
| Control systems | 856,327 | 1,022,853 |
| Renewable energy: generation | 374,266 | 373,368 |
| Eliminations | (59,317) | (58,708) |
| Total | 7,050,012 | 7,045,007 |

In 2012 total revenue from Industrial Services amounted to EUR 4,111,801 thousand, relating to international operations, and represented 58.3% (EUR 3,382,652 thousand representing 48.0% in 2011).

The detail of revenue from the Environment area is as follows:

| | Thousands of Euros | |
|-------------------|--------------------|------------------|
| | 2012 | 2011 |
| Environment | 1,523,919 | 1,512,458 |
| Integral services | 166,880 | 173,252 |
| Total | 1,690,799 | 1,685,710 |

In 2012 total revenue from the Environment area amounted to EUR 436,650 thousand, relating to international operations, and represented 25.8% (EUR 408,182 thousand representing 24.2% in 2011).

Revenue is allocated on the basis of the geographical distribution of clients.

The reconciliation of revenue, by segment, to consolidated revenue at 31 December 2012 and 2011 is as follows:

| Segments | Thousands of Euros | | | | | |
|---|--------------------|----------------------|-------------------|-------------------|----------------------|-------------------|
| | 31/12/2012 | | | 31/12/2011 | | |
| | External income | Inter-segment income | Total income | External income | Inter-segment income | Total income |
| Construction | 29,672,154 | 10,602 | 29,682,756 | 19,790,819 | 10,708 | 19,801,527 |
| Environment | 1,690,167 | 632 | 1,690,799 | 1,681,075 | 4,635 | 1,685,710 |
| Industrial Services | 7,033,857 | 16,155 | 7,050,012 | 6,999,989 | 45,018 | 7,045,007 |
| (-) Adjustments and eliminations of ordinary inter-segment income | - | (27,389) | (27,389) | - | (60,361) | (60,361) |
| Total | 38,396,178 | - | 38,396,178 | 28,471,883 | - | 28,471,883 |

Inter-segment sales are made on an arm's length basis at market prices.

The reconciliation of the profit/loss, by business, with consolidated profit/loss before taxes at 31 December 2012 and 2011 is as follows:

| | Thousands of Euros | |
|---|--------------------|------------------|
| | 31/12/2012 | 31/12/2011 |
| Segments | | |
| Construction | 720,340 | 528,568 |
| Environment | 197,487 | 132,713 |
| Industrial Services | 465,231 | 529,363 |
| Total profit of the segments reported upon | 1,383,058 | 1,190,644 |
| (+/-) Non-assigned profit | (2,787,819) | (82,176) |
| (+/-) Elimination of internal profit (between segments) | - | - |
| (+/-) Other profits (loss) | - | - |
| (+/-) Income tax and /or profit (loss) from discontinued operations | (1,110,558) | 135,433 |
| Profit/(Loss) before tax | (2,515,319) | 1,243,901 |

Revenue, by geographical area, at 31 December 2012 and 2011 was as follows:

| Net amount of turnover by Geographical Area | Thousands of Euros | |
|---|--------------------|-------------------|
| | 31/12/2012 | 31/12/2011 |
| Domestic market | 5,975,062 | 7,822,852 |
| Foreign market | 32,421,116 | 20,649,031 |
| a) European Union | 4,234,636 | 3,265,180 |
| b) O.E.C.D countries | 23,276,437 | 13,861,025 |
| c) Rest of countries | 4,910,043 | 3,522,826 |
| Total | 38,396,178 | 28,471,883 |

The following table shows the detail, by geographical area, of certain of the Group's consolidated balances:

| | Thousands of Euros | | Thousands of Euros | |
|-----------------------|--------------------|------------|--------------------|------------|
| | Spain | | Rest of the world | |
| | 2012 | 2011 | 2012 | 2011 |
| Revenue | 5,975,062 | 7,822,852 | 32,421,116 | 20,649,031 |
| Segment assets | 15,952,695 | 25,953,620 | 25,610,681 | 22,033,990 |
| Total net investments | (3,445,163) | 523,422 | 1,160,039 | 2,378,437 |

The assets at 31 December 2012, by geographical area, are as follows:

| | Thousands of Euros |
|---------------------------------|--------------------|
| | 31/12/2012 |
| Europe | 22,220,151 |
| Spain | 15,952,695 |
| Germany | 3,946,036 |
| Rest of Europe | 2,321,420 |
| Rest of geographic areas | 19,343,225 |
| Americas | 7,590,082 |
| Asia | 6,260,526 |
| Australia | 5,392,491 |
| Africa | 100,126 |
| TOTAL | 41,563,376 |

The additions to non-current assets, by line of business, were as follows:

| | Thousands of Euros | |
|--------------------------------|--------------------|------------------|
| | 2012 | 2011 |
| Construction | 1,360,099 | 1,365,396 |
| Environment | 95,046 | 92,052 |
| Industrial Services | 78,654 | 1,148,096 |
| Corporate unit and adjustments | 10 | 7 |
| Total | 1,533,809 | 2,605,551 |

26. Tax matters

26.01. Consolidated tax group

Pursuant to current legislation, ACS, Actividades de Construcción y Servicios, S.A. is the Parent of the Tax Group 30/99, which includes the Spanish subsidiaries in which the Parent has a direct or indirect ownership interest of at least 75% which meet the requirements provided for in Spanish legislation regulating the tax consolidation regime.

The Group's other subsidiaries file individual tax returns in accordance with the tax legislation in force in each country, either individually or with groups of companies.

26.02. Tax Audit

In 2012 there was no inspection by the tax authorities with a significant effect.

An audit on the years 2006 to 2012 is still pending in relation to consolidated income tax for the Tax Group 30/99. Other companies and taxes are still pending in accordance with the periods established by the related regulations.

In view of the varying interpretations that can be made of the applicable tax legislation, the outcome of the tax audits of the open years that could be conducted by the tax authorities in the future could give rise to tax liabilities which cannot be objectively quantified at the present time. However, the directors of the ACS Group consider that the liabilities that might arise, if any, would not have a material effect on the consolidated financial statements for 2011.

26.03. Reconciliation of the current income tax expense to accounting profit

The reconciliation of the income tax expense resulting from the application of the standard tax rate in force in Spain to the current tax expense recognised, as well as the determination of the average effective tax rate, are as follows:

| | Thousands of Euros | |
|--|--------------------|-----------|
| | 2012 | 2011 |
| Consolidated profit before tax | (2,515,319) | 1,243,901 |
| Net profit from equity accounted investments | (339,353) | (318,469) |
| Permanent differences | 53,429 | 324,690 |
| Taxable profit | (2,801,243) | 1,250,122 |
| Tax at 30% | (840,373) | 375,037 |
| Tax credits and tax relief | (179,517) | (243,241) |
| Effect of different standard tax rate in other countries | 8,941 | 14,167 |
| Current tax income expense | (1,010,949) | 145,963 |
| Effective rate, excluding equity method | 34.16% | 15.77% |

The permanent differences in 2012 are due to various items which, in accordance with applicable legislation, are not deductible for tax purposes. The permanent differences arising in 2011 related mainly to the inclusion of certain negative items directly recognised, net of the tax effect, in consolidated profit before taxes as a result of the first-time integration of the Hochtief Group.

The 2012 tax credits relate to the elimination of the double taxation of dividends (in particular those received from Iberdrola) and gains totalling EUR 143,774 thousand (EUR 110,330 thousand in 2011), as well as tax incentives amounting to EUR 35,743 thousand (EUR 132,911 thousand in 2011) mainly in connection with R&D (and profit reinvestment in 2011), which, for the most part, were obtained by companies not residing in Spain in both years.

26.04. Detail of income tax expense

The detail of the income tax expense is as follows:

| | Thousands of Euros | |
|--|--------------------|----------------|
| | 2012 | 2011 |
| Current income tax expense (Note 26.03) | (1,010,949) | 145,963 |
| Expense/(income) relating to adjustments to prior year's tax | (5,474) | (5,354) |
| (Income) arising from the application of prior year's deferred tax assets | (26,674) | (606) |
| Expense arising from deferred tax assets generated in the year and not capitalised | 68,233 | 33,999 |
| Expense / (Income) other adjustments to tax for the year | (28,240) | 7,218 |
| Final balance of the corporation tax expense | (1,003,104) | 181,220 |

The expenses relating to the deferred tax assets generated in the year and not recognised are a result mainly of the decision, in accordance with the principle of prudence, not to recognise the tax assets associated to tax losses incurred by the Group companies whose registered office is in Germany.

26.05. Tax recognised in equity

In addition to the tax effects recognised in the consolidated income statement, in 2012 a charge of EUR 715,337 thousand was recognised directly in the Group's equity (a credit of EUR 379,361 thousand in 2011). These amounts relate to tax effects due to adjustments of assets available for sale, with a charge of EUR 773,852 thousand in 2012 (a credit of EUR 261,205 thousand in 2011), the cash flow derivatives, with a credit of EUR 16,764 thousand in 2012 (EUR 92,755 thousand in 2011), and actuarial losses, with a credit of EUR 41,751 thousand in 2012 (EUR 25,401 thousand in 2011).

26.06. Deferred taxes

The detail of the main deferred tax assets and liabilities recognised by the Group and of the changes therein in 2012 and 2011 is as follows:

| | Thousands of Euros | | | | | | | | Balance at 31 December 2012 |
|------------------------|-----------------------------|------------------------------|----------------------------|--|-------------------------------------|---------|-----------------------|------------------|-----------------------------|
| | Balance at 31 December 2011 | Current movement in the year | Charge/credit to equity | | | | Business combinations | | |
| | | | Actuarial gains and losses | Charge/credit to asset and liability revaluation reserve | Available-for-sale financial assets | Other | Period acquisitions | Period disposals | |
| Assets | | | | | | | | | |
| -Temporary differences | 1,784,832 | 9,335 | 41,751 | 2,606 | (558,310) | (2,882) | 39,250 | (8,601) | 1,307,981 |
| -Tax losses | 107,448 | 709,281 | - | - | - | (7,815) | - | (448) | 808,466 |
| -Tax credits | 191,044 | 159,613 | - | - | - | - | - | - | 350,657 |
| Liabilities | | | | | | | | | |
| -Temporary differences | 1,174,599 | 81,122 | - | 32 | (15,110) | (7,370) | - | (774) | 1,232,499 |

| | Thousands of Euros | | | | | | | | Balance at 31 December 2011 |
|------------------------|-----------------------------|------------------------------|----------------------------|--|-------------------------------------|---------|-----------------------|------------------|-----------------------------|
| | Balance at 31 December 2010 | Current movement in the year | Charge/credit to equity | | | | Business combinations | | |
| | | | Actuarial gains and losses | Charge/credit to asset and liability revaluation reserve | Available-for-sale financial assets | Other | Period acquisitions | Period disposals | |
| Assets | | | | | | | | | |
| -Temporary differences | 656,296 | (264,765) | 25,401 | 17,113 | 325,097 | (6,639) | 1,046,361 | (14,032) | 1,784,832 |
| -Tax losses | 30,436 | 58,383 | - | 59 | (4,140) | (238) | 23,437 | (489) | 107,448 |
| -Tax credits | 137,223 | 49,307 | - | - | - | 4,709 | - | (195) | 191,044 |
| Liabilities | | | | | | | | | |
| -Temporary differences | 270,835 | (70,310) | - | (1,335) | (7,618) | (6,041) | 990,455 | (1,387) | 1,174,599 |

Deferred tax assets and liabilities have not been offset.

The breakdown of the deferred tax assets and liabilities in 2011 due to temporary differences is as follows:

| | Thousands of Euros | |
|---|--------------------|------------------|
| | 31/12/2012 | 31/12/2011 |
| Deferred tax assets arising from: | | |
| Asset valuation adjustments and impairment losses | 193,207 | 684,615 |
| Other provisions | 279,450 | 297,679 |
| Pension costs | 153,880 | 118,352 |
| Income with different tax and accounting accruals | 70,336 | 82,007 |
| Business combinations | 205,482 | 323,062 |
| Financial expenses not deductible | 129,570 | - |
| Other | 276,056 | 279,117 |
| Total | 1,307,981 | 1,784,832 |
| Deferred tax liabilities arising from: | | |
| Assets recognised at an amount higher than their tax base | 642,709 | 722,978 |
| Income with different tax and accounting accrual | 28,912 | 34,059 |
| Other | 560,878 | 417,562 |
| Total | 1,232,499 | 1,174,599 |

The main changes recognised in 2012 regarding tax assets consist of the generation of the tax loss carryforward for EUR 707,173 thousand, linked to the consolidated tax loss of the ACS tax group in Spain estimated for 2012, which expire in eighteen years. These tax loss carryforwards, which arose mainly as a result of impairment losses and unrealised losses arising from the investment in Iberdrola, S.A., did not exist in 2011, the year in which the tax effect of the valuation adjustments of Iberdrola were included for the most part as deferred tax assets for temporary differences recognised at 31 December 2011 amounting to EUR 577,365 thousand, which also impacts the decrease recognised under assets for temporary differences.

Since a tax loss was generated, the tax credits of the consolidated tax could not be applied in that year and, therefore, may be applied in subsequent years, which caused an increase in tax assets due to tax credits. Tax credits for double taxation expire in seven years and tax credits relating to incentives expire between fifteen and eighteen years.

With regard to deferred tax assets generated as a result of temporary differences, the only item for which tax legislation considers a specific expiry period is that of non-deductible finance costs arising from the application of the new income tax regulation in Spain, which limits the deductibility of these costs to 30% of the operating profit, thereby allowing adjustments for excess to be offset by the differences to the contrary generated over the following eighteen years.

The deferred tax assets indicated in this Note were recognised in the consolidated statement of financial position because the Group's directors considered that, based on their best estimate of the Group's future earnings, it is probable that these assets will be recovered.

In addition to the amounts recognised on the asset side of the statement of financial position, as detailed above, the Group has other deferred tax assets and tax loss and tax credit carryforwards not recognised on the asset side of the statement of financial position because it is impossible to predict the related future flows of profit, which are significant in the Group companies domiciled in Germany.

Therefore the tax assets relating to income tax loss carryforwards amounting to EUR 970,282 thousand (EUR 833,521 thousand in 2011), and to municipal taxes amounting to EUR 1,229,886 thousand (EUR 1,044,718 thousand in 2011) were not recognised.

27. Revenue

The distribution of revenue relating to the Group's ordinary operations, by business segment, is as follows:

| | Thousands of Euros | |
|--------------------------|--------------------|-------------------|
| | 2012 | 2011 |
| Construction | 29,682,756 | 19,801,527 |
| Industrial Services | 7,050,012 | 7,045,007 |
| Environment | 1,690,799 | 1,685,710 |
| Corporate unit and other | (27,389) | (60,361) |
| Total | 38,396,178 | 28,471,883 |

In 2012 foreign currency transactions relating to sales and services amounted to EUR 28,006,322 thousand (EUR 16,552,597 thousand in 2011) and those relating to purchases and services received amounted to EUR 19,569,347 thousand (EUR 11,255,473 thousand in 2011).

The distribution of revenue relating to the Group's ordinary operations, by the main countries where it operates, is as follows:

| Net Revenue by Geographical Area | Thousands of Euros | |
|----------------------------------|--------------------|-------------------|
| | 31/12/2012 | 31/12/2011 |
| Australia | 12,494,377 | 7,291,262 |
| United States | 8,250,834 | 4,919,673 |
| Spain | 5,975,062 | 7,822,852 |
| Germany | 1,916,208 | 1,392,950 |
| Mexico | 1,305,731 | 1,094,552 |
| Indonesia | 1,015,674 | 603,707 |
| Canada | 935,953 | 308,701 |
| United Arab Emirates | 925,054 | 313,845 |
| Poland | 722,052 | 602,098 |
| Brazil | 539,630 | 398,476 |
| China | 504,625 | 485,378 |
| United Kingdom | 487,734 | 207,211 |
| Portugal | 337,137 | 424,877 |
| Other | 2,986,107 | 2,606,301 |
| Total | 38,396,178 | 28,471,883 |

The backlog by line of business at 31 December 2012 and 2011 was as follows:

| | Thousands of Euros | |
|---------------------|--------------------|-------------------|
| | 2012 | 2011 |
| Construction | 49,264,770 | 50,335,869 |
| Industrial Services | 7,160,659 | 6,874,688 |
| Environment | 9,200,577 | 8,940,593 |
| Total | 65,626,006 | 66,151,150 |

Capitalised expenses amounting to EUR 25,581 thousand (EUR 17,494 thousand in 2011), relating mainly to in-house work on property, plant and equipment and intangible assets, were recognised under "In-house work on non-current assets" in the consolidated income statement in 2012.

"Other operating income" includes mainly the amounts billed to joint ventures in the Construction area and to grants related to income received by the Group.

28. Expenses**28.01. Procurements**

The detail of the balance of this heading is as follows:

| | Thousands of Euros | |
|--|--------------------|-------------------|
| | 2012 | 2011 |
| Cost of merchandise | 1,569,340 | 1,548,529 |
| Cost of raw materials and other consumables used | 18,277,139 | 11,478,192 |
| Contract work carried out by other companies | 4,072,355 | 4,740,767 |
| Impairment of merchandise, raw material and procurements | (320) | (4) |
| Total | 23,918,513 | 17,767,484 |

28.02. Staff costs

The detail of "Staff costs" is as follows:

| | Thousands of Euros | |
|-----------------------|--------------------|------------------|
| | 2012 | 2011 |
| Wages and salaries | 7,447,514 | 5,323,300 |
| Social security costs | 841,482 | 774,087 |
| Other staff costs | 385,603 | 218,910 |
| Provisions | 5,956 | 2,224 |
| Total | 8,680,555 | 6,318,521 |

Staff costs amounting to EUR 8,709 thousand in 2012 and 2011 relating to the ACS, Actividades de Construcción y Servicios, S.A. share option plans were charged to profit and loss and are recognised under "Wages and salaries".

The average number of employees at Group companies in 2012 was 164,342 (164,923 employees in 2011). In calculation the Group's average workforce in 2012, the average number of employees of the Hochtief Group was taking into considering during this same period, without a weighting coefficient being applied.

The detail of the average number of employees, by professional category and gender, is as follows:

| Category | Average number of employees | | | | | |
|-----------------------------|-----------------------------|---------------|----------------|----------------|---------------|----------------|
| | 31/12/2012 | | | 31/12/2011 | | |
| | Men | Women | TOTAL | Men | Women | TOTAL |
| University graduates | 24,280 | 6,308 | 30,588 | 21,538 | 5,985 | 27,523 |
| Junior college graduates | 5,820 | 1,677 | 7,497 | 7,355 | 2,043 | 9,398 |
| Non-graduate line personnel | 10,727 | 1,415 | 12,142 | 17,111 | 2,843 | 19,954 |
| Clerical personnel | 3,462 | 6,354 | 9,816 | 4,259 | 5,128 | 9,387 |
| Other employees | 96,047 | 8,252 | 104,299 | 91,177 | 7,484 | 98,661 |
| Total | 140,336 | 24,006 | 164,342 | 141,440 | 23,483 | 164,923 |

The distribution of the average number of employees, by line of business, was as follows:

| | Number of employees | |
|--------------------------|---------------------|----------------|
| | 2012 | 2011 |
| Construction | 94,357 | 91,957 |
| Industrial Services | 40,276 | 42,044 |
| Environment | 29,654 | 30,865 |
| Corporate Unit and Other | 55 | 57 |
| Total | 164,342 | 164,923 |

28.03. Share-based payment systems

The share options relating to the 2005 Plan (extension of 2004 Plan), have an exercise price of EUR 24.10 per share. All 3,918,525 share options of the 2005 Plan were exercised in 2011 with an average weighted market price for the beneficiaries of EUR 34.06 per share. The 2005 Plan was executed in full in 2012.

Additionally, at its meeting held on 27 May 2010, the Executive Committee agreed to set up a share option plan, in keeping with the resolution adopted by the shareholders at the General Shareholders' Meeting held on 25 May 2009, and at the request of the Remuneration Committee. The features of this Plan are as follows:

| | |
|--------------------|---|
| Number of shares: | 6,203,454 shares |
| Beneficiaries: | 57 executives: 1 executive with 936,430 shares, 4 executives with between 752,320 and 351,160 shares; 8 executives with 92,940 shares; 16 executives with 69,708 shares and 28 executives with 46,472 shares |
| Acquisition price: | EUR 34.155 per share. |

The options may be exercised in two equal parts, cumulative if the beneficiary so wishes, during the fourth and fifth years after 1 May 2010, inclusive. However, in the case of an employee is terminated without just cause or if it is the beneficiary's own will, the options may be exercised six months following the event in question in the cases of death, retirement, early retirement or permanent disability, and after 30 days in all other cases. Tax withholdings and the taxes to be paid as a result of exercising the share options will be borne exclusively by the beneficiaries. The method for exercising the option is settled through equity instruments. No options relating to this plan were exercised in 2012 or 2011.

The commitments arising from this plan are hedged through a financial institution (see Note 22).

The stock market price of ACS shares at 31 December 2012 and 2011 was EUR 19.040 and EUR 22.900 per share, respectively.

Within the Hochtief Group there are also share-based payment remuneration systems for the group's management. These plans were set up in 2004, following the sale of the ownership interest of RWE in Hochtief and have continued up to the present year. All of these share option plans form part of the remuneration system for senior executives of Hochtief, and long-term incentive plans. The total amount provisioned for these share-based payment plans amounted to EUR 21,456 thousand at 31 December 2012 (EUR 37,208 thousand at 31 December 2011). The effect on the consolidated statement of income for 2012 in this connection was not significant. To hedge the risk of exposure to changes in the market price of the Hochtief shares, it has a number of derivatives which are not considered to be accounting hedges.

28.04. Operating leases

The most significant information relating to the operating leases held by the Group as lessee is as follows:

| | Thousands of Euros | |
|---|--------------------|---------|
| | 2012 | 2011 |
| Lease payments under operating leases recognised in profit for the year | 751,695 | 614,071 |

At the end of the reporting period, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

| | Thousands of Euros | |
|----------------------------|--------------------|---------|
| | 2012 | 2011 |
| Within one year | 345,820 | 393,992 |
| Between two and five years | 730,924 | 838,358 |
| Over five years | 132,500 | 237,260 |

The Group does not have any material operating leases as a lessor.

28.05. Changes in the fair value of financial instruments

This heading includes the effect on the income statement of derivative instruments which do not meet the efficiency criteria provided in IAS 39, or which are not hedging instruments. The most significant effect is the market value of the derivative financial instruments held at year-end in relation to Iberdrola shares, which generated a gain of EUR 232,333 thousand (see Note 10.01). Accordingly, losses were incurred in 2012 mainly as a result of the valuation of the derivative of the 2010 ACS share option plan and the market value of certain derivatives (see Note 22) amounting to EUR 60,751 thousand (EUR 78,112 thousand in 2011).

28.06. Finance income

At 31 December 2012, finance income included, among other items, the dividends from Iberdrola, S.A. which amounted to EUR 223,435 thousand. At 31 December 2012, the dividends from Iberdrola, S.A. amounting to EUR 373,099 thousand, less the adjustment made amounting to EUR 179,657 thousand, on the basis of the policy of prudence, to neutralise the net contribution of this company to profit or loss for the year.

29. Impairment and gains or losses on the disposal of financial instruments

This heading of the accompanying consolidated financial statements for 2012 includes the losses incurred in relation to the sale of the 3.69% share capital of Iberdrola, the impairment losses on the 1.22% ownership interest, and the additional losses as a result of the Residencial Monte Carmelo, S.A. transactions and the equity swap of Iberdrola, the transactions of which are described in Note 10.01. It is also noteworthy of mention that in 2012 the gains on the sale of the 10.28% holding of Abertis Infraestructuras, S.A. amounted to EUR 196,699 thousand.

In 2011, this heading included the capital gains arising from the sale of certain concessions such as the Vespucio Norte Express highway and the San Cristobal tunnel in Chile for EUR 156,988 thousand, certain renewable energy assets, the sale of certain transmission lines in Brazil, the capital gains on the sale of concession assets (mainly the I-595 highway for EUR 51,870 thousand), as well as the gains on the sales of ownership interests in logistics and other environmental businesses. This heading also includes the provisions made in relation to certain concession assets amounting to EUR 57,200 thousand.

30. Distribution of profit

The proposed allocation of loss for 2012 that the Company's directors will submit for approval by the shareholders at the General Shareholders' Meeting consists of offsetting the loss for the year with a charge to future profits.

In addition to the foregoing, at the date of the call notice of the General Shareholders' Meeting, the Board of Directors has agreed to propose an alternative remuneration system enabling bonus shares of ACS, Actividades de Construcción y Servicios, S.A., or cash through the sale of the related free allotment rights to shares. This option would be instrumented through an increase in paid-in capital, which would be subject to approval by the shareholders at the Annual General Meeting. If approved, the increase in paid-in capital could be carried out by the Board or Directors, or by delegation, the Executive Committee on two occasions, in order to take into account not only the remuneration traditionally paid in July but also the possible interim dividend for the year. Upon each capital increase, each shareholder of ACS, Actividades de Construcción y Servicios, S.A. would receive a bonus issue right for each share of ACS, Actividades de Construcción y Servicios, S.A. The rights received would be traded on the Madrid, Barcelona, Bilbao and Valencia stock markets. Depending on the alternative chosen, shareholders would be able to either receive additional paid-in shares of ACS, Actividades de Construcción y Servicios, S.A. or sell their bonus issue rights on the market or sell them to the company at a specific price calculated using an established formula.

31. Earnings per share**31.01. Basic earnings per share**

Basic earnings per share are calculated by dividing the net profit attributed to the Group by the weighted average number of ordinary shares outstanding during the year, excluding the average number of treasury shares held in the year.

Accordingly:

| | 31/12/2012 | 31/12/2011 | Change (%) |
|--|---------------|-------------|-----------------|
| Net profit for the period (thousands of Euros) | (1,926,438) | 961,940 | (300.27) |
| Weighted average number of shares outstanding | 291,343,082 | 296,612,696 | (1.78) |
| Basic earnings per share (Euros) | (6.61) | 3.24 | (304.01) |
| Profit after tax and non-controlling interests from discontinued operations (Thousands of Euros) | 107,454 | 45,787 | 134.68 |
| Basic earnings per share from discontinued operations (Euros) | 0.37 | 0.15 | 146.67 |
| Basic earnings per share from continuing operations (Euros) | (6.98) | 3.09 | (325.89) |

31.02. Diluted earnings per share

The diluted earnings per share were the same as basic earnings per share. At 31 December 2012 and 2011, the ACS Group had no ordinary shares that could potentially be diluted since no convertible debt had been issued and, as stipulated in Note 28.03, the share based payments would not involve an increase in capital for the Group given the manner in which they operate. Therefore, in no case would exercising share options lead to diluted earnings.

32. Events after the reporting period

On 23 January 2013, the ACS Group definitively sold a total of 20,200,000 treasury shares to three entities at a price which was the weighted average of the share price at 2:00 pm on the same day less 3%, which gave rise to a unit price of EUR 17.83 and a total amount of EUR 360,166,000 (see Note 15.04). In addition, the Group entered into a derivative contract for the same number of ACS shares, payable only in cash and within a period of two years that may be extended for a further year.

On 14 March 2013, Hochtief, A.G. issued a corporate bond amounting to EUR 750 million maturing in seven years and with an annual coupon of 3.875%.

On 21 March 2013, in using the authorisation granted by the shareholders at the Annual General Meeting held on 25 May 2009 and in executing the resolution of the Board of Directors of 8 November 2012, ACS, Actividades de Construcción y Servicios, S.A. formally executed the Euro Commercial Paper (ECP) programme for a maximum of EUR 500 million, which was subscribed by the Irish Stock Exchange. By means of this programme, ACS will be able to issue promissory notes maturing between 1 and 364 days, thereby enabling it to diversify its means of obtaining financing on capital markets.

33. Related party balances and transactions

Transactions between the Parent and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this Note. Transactions between the Group and its associates are disclosed below. Transactions between the Parent and its subsidiaries and associates are disclosed in the Parent's individual financial statements.

The Company performs all its transactions with related parties on an arm's length basis. Also, the transfer prices are adequately supported and, therefore, the Company's directors consider that there are no material risks in this connection that might give rise to significant liabilities in the future.

33.01. Transactions with associates

In 2012 the Group companies performed the following transactions with related parties that do not form part of the Group:

| | Thousands of Euros | |
|--------------------------------|--------------------|-----------|
| | 2012 | 2011 |
| Sale of goods and services | 101,340 | 138,850 |
| Purchase of goods and services | 8,868 | 8,618 |
| Accounts receivable | 1,585,106 | 1,547,115 |
| Accounts payable | 489,960 | 643,656 |

Transactions between Group companies are carried under normal market conditions.

33.02. Balances and transactions with other related parties

Information relating to the transactions with related parties carried out in 2012 is disclosed in accordance with the Order EHA/3050/2004, of 15 September of the Ministry of Economy and Finance and the CNMV Circular 1/2005, of 1 April.

Transactions between individuals, companies or Group entities related to Group shareholders or directors

The transactions performed in 2012 were as follows (in thousands of euros):

| 2012 Related transactions | Significant shareholders | | Directors and managers | Other related parties | | | | | | | Total | |
|--------------------------------------|--------------------------|------------|------------------------|-----------------------|-------------------------|-------------------------------------|--------------|--------------------|-----------------|-------|---------------|---------------|
| | Grupo Iberostar | Total | Total | Fidalsar, S.L. | Rosán Inversiones, S.L. | Terratest Técnicas Especiales, S.A. | Indra | Zardoya Otis, S.A. | March-JLT, S.A. | Total | | |
| Management or cooperation agreements | - | - | - | - | - | 3,211 | - | - | - | - | 3,211 | 3,211 |
| Leases | - | - | - | 182 | - | - | - | - | - | - | 182 | 182 |
| Reception of services | - | - | - | 66 | - | 1,092 | 2,756 | 1,113 | - | - | 5,027 | 5,027 |
| Other expenses | - | - | - | - | - | - | - | - | 41,806 | - | 41,806 | 41,806 |
| Expenses | - | - | - | 248 | - | 4,303 | 2,756 | 1,113 | 41,806 | - | 50,226 | 50,226 |
| Provision of services | 538 | 538 | 97 | - | 276 | - | 2,130 | 5 | - | - | 2,411 | 3,046 |
| Revenue | 538 | 538 | 97 | - | 276 | - | 2,130 | 5 | - | - | 2,411 | 3,046 |

| 2012 Related transactions | Significant shareholders | | Other related parties | | | | | Total |
|--|--------------------------|--------|-----------------------|--------------------------|--------------------|----------------|---------|---------|
| | Banca March | Total | Banco Sabadell | Fidwei Inversiones, S.L. | Lynx Capital, S.A. | Fidalsar, S.L. | Total | |
| Financing agreements: Loans and capital contributions (lender) | 52,120 | 52,120 | 859,603 | - | - | - | 859,603 | 911,723 |
| Guarantees given | 41,120 | 41,120 | - | - | - | - | - | 41,120 |
| Dividends and other distributed profit | - | - | - | 554 | 674 | 1,059 | 2,287 | 2,287 |
| Other transactions | 30,645 | 30,645 | - | - | - | - | - | 30,645 |

The transactions performed in 2011 were as follows (in thousands of euros):

| 2011 Related transactions | Significant shareholders | | | Directors and managers | Other related parties | | | | | | | Total |
|--------------------------------------|--------------------------|-----------------|--------------|------------------------|-----------------------|-------------------------|-------------------------------------|--------------|--------------------|-----------------|---------------|---------------|
| | Banca March | Grupo Iberostar | Total | Total | Fidalsar, S.L. | Rosán Inversiones, S.L. | Terratest Técnicas Especiales, S.A. | Indra | Zardoya Otis, S.A. | March-JLT, S.A. | Total | |
| Management or cooperation agreements | 1,125 | - | 1,125 | - | - | - | 3,059 | - | - | - | 3,059 | 4,184 |
| Leases | - | - | - | - | 200 | - | - | - | - | - | 200 | 200 |
| Reception of services | - | - | - | - | 62 | - | 5,467 | 5,709 | 1,112 | - | 12,350 | 12,350 |
| Other expenses | - | - | - | - | - | - | - | - | - | 43,137 | 43,137 | 43,137 |
| Expenses | 1,125 | - | 1,125 | - | 262 | - | 8,526 | 5,709 | 1,112 | 43,137 | 58,746 | 59,871 |
| Provision of services | - | 1,052 | 1,052 | 644 | - | 5,434 | - | 3,472 | 17 | - | 8,923 | 10,619 |
| Revenue | - | 1,052 | 1,052 | 644 | - | 5,434 | - | 3,472 | 17 | - | 8,923 | 10,619 |

| 2011 Related transactions | Significant shareholders | | Other related parties | | | | | Total |
|--|--------------------------|---------|-----------------------|--------------------------|--------------------|----------------|---------|-----------|
| | Banca March | Total | Banco Sabadell | Fidwei Inversiones, S.L. | Lynx Capital, S.A. | Fidalsar, S.L. | Total | |
| Financing agreements: Loans and capital contributions (lender) | 91,280 | 91,280 | 974,055 | - | - | - | 974,055 | 1,065,335 |
| Guarantees given | 42,730 | 42,730 | - | - | - | - | - | 42,730 |
| Dividends and other distributed profit | - | - | - | 861 | 702 | 1,025 | 2,588 | 2,588 |
| Other transactions | 100,753 | 100,753 | - | - | - | - | - | 100,753 |

At 31 December 2012, the outstanding balance payable to Banca March for credit facilities and loans granted to ACS Group companies amounted to EUR 47,075 thousands (EUR 53,722 thousand in 2011). The transactions being maintained at 31 December 2012, in accordance with the information available regarding ACS Group companies, amounted to EUR 22,893 thousand (EUR 24,770 thousand at 31 December 2011) in guarantees, EUR 18,123 thousand (EUR 29,230 thousand at 31 December 2011) in reverse factoring transactions to suppliers.

At 31 December 2012, the balance payable to Banco Sabadell amounted to EUR 261,191 thousand (EUR 477,036 thousand in 2011) for loans and credit facilities granted to ACS Group companies. Accordingly, the transactions maintained by this bank at 31 December 2012, in accordance with the information available regarding ACS Group companies, amounted to EUR 209,706 thousand (EUR 191,600 thousand at 31 December 2011) in guarantees and sureties, EUR 35,429 thousand (EUR 75,887 thousand at 31 December 2011) in reverse factoring transactions to suppliers. In addition, at 31 December 2011 the balance of discounting facilities amounted to EUR 634 thousand and factoring transactions totalled EUR 21,825 thousand.

Banca March is considered to be a significant shareholder given that it is a shareholder of Corporacion Financiera Alba, S.A., the main direct shareholder of ACS, Actividades de Construcción y Servicios, S.A. Banca March has performed typical transactions relating to its ordinary course of business such as granting loans, providing guarantees for bid offers and/or the execution of works, reverse factoring and non-recourse factoring to several ACS Group companies.

The Iberostar Group is disclosed due to its tie as a direct shareholder of ACS, Actividades de Construcción y Servicios, S.A. As a tourism and travel agency, this Group has provided services to ACS Group companies as part of its business transactions. The ACS Group has also carried out air-conditioning activities in main hotels owned by Iberostar.

Rosan Inversiones, S.L. is listed due to its relationship with the Chairman and CEO of the Company which holds a significant ownership interest through Inversiones Vesan, S.A., since it has received services by part of certain Group companies in relation to its construction contract, of which the Board was informed at the time it was contracted and subsequently amended.

The transactions with other related parties are listed due to the relationship of certain board members of ACS, Actividades de Construcción y Servicios, S.A. with companies in which they are either shareholders or senior executives. In this regard, the transactions with Fidalsar, S.L., Terratest Tecnicas Especiales, S.A., Fidwei Inversiones, S.L. and Lynx Capital, S.A. are listed due to the relationship of the director, Pedro Lopez Jimenez, with these companies. Transactions with Indra are listed due to its relationship with the director Javier Monzon. The transactions performed with the Zardoya Otis, S.A. are indicated due to its relationship with the director José María Loizaga. The transactions with Banco Sabadell are listed due to the bank's relationship with the director Javier Echenique. The transactions with the insurance broker, March-JLT, S.A., are listed due to the company's relationship with Banca March, although in this case the figures listed are intermediate premiums paid by ACS Group companies, rather than considerations for insurance brokerage services.

"Other transactions" includes all transactions not related to the specific sections included in the periodic public information reported in accordance with the regulations published by the CNMV. In 2012 "Other transactions" related exclusively to Banca March, since it is the main shareholder of Corporacion Financiera Alba, S.A., which is a direct shareholder of the ACS Group. Banca March, as a financial institution, provides various financial services to ACS Group companies in the ordinary course of business amounting to a total EUR 30,645 thousand (EUR 100,753 thousand in 2011), and in this case they relate to the reverse factoring lines of credit for suppliers.

All these commercial transactions were carried out on an arm's length basis in the ordinary course of business and relate to the normal operations of the Group companies.

The transactions performed between ACS consolidated Group companies were eliminated in the consolidation process and form part of the normal business activities of the companies in terms of their company object and conditions. The transactions were carried out on an arm's length basis and they do not have to be disclosed to present fairly the equity, financial position and results of the operations of the Group.

In accordance with the information available to ACS, Actividades de Construcción y Servicios, S.A., the members of the Board of Directors were not involved in any conflicts of interest in 2012 or 2011, in accordance with that indicated in Article 229 of the Spanish Companies Law.

34. Board of Directors and senior executives

In 2012 and 2011 the Board members of ACS, Actividades de Construcción y Servicios, S.A. received the following remuneration either as members of the boards of directors of the Parent and the Group companies or as senior executives of Group companies.

| | Thousands of Euros | |
|---|--------------------|---------------|
| | 2012 | 2011 |
| Fixed remuneration | 3,862 | 3,617 |
| Variable remuneration | 3,885 | 3,788 |
| By-law stipulated director's emoluments | 2,734 | 3,278 |
| Other | 1 | 1 |
| Total | 10,482 | 10,684 |

In addition, EUR 1,808 thousand were charged to consolidated income in 2012 and 2011 as a result of the share options granted to members of the Board of Directors with executive posts. This amount relates to the proportion of the value of the plan at the date on which it was granted.

The benefits relating to pension funds and plans, and life insurance premiums are as follows:

| Other Benefits | Thousands of Euros | |
|--|--------------------|-------|
| | 2012 | 2011 |
| Pension funds and plans: contributions | 1,811 | 1,955 |
| Pension funds and plans: obligations assumed | 1,811 | 1,955 |
| Life insurance premiums | 16 | 16 |

The amount recognised under "Pension funds and plans: Contributions" includes the payments made by the Company in 2012. The amount recognised under "Pension funds and plans: Obligations assumed" relates, in addition to the foregoing, to obligations charged to income in the year in this connection, even if they had been disbursed prior to the related year. The obligations assumed in relation to pension plans are the same as the amounts contributed in this connection, since these obligations have been externalised and transferred to an insurance company. Accordingly, the Group has not assumed any outstanding obligation other than the contribution of the annual premium.

The ACS Group has not granted any advances, loans or guarantees to any of the board members.

Remuneration, by type of director, including the amounts charged to the income statement relating to share options, were as follows:

| | Thousands of Euros | |
|-------------------------------------|--------------------|---------------|
| | 2012 | 2011 |
| Executive Directors | 8,393 | 8,243 |
| Non-executive nominee Directors | 1,256 | 1,436 |
| Non-executive independent Directors | 524 | 687 |
| Other Non-Executive Directors | 309 | 318 |
| Total | 10,482 | 10,684 |

34.01. Transactions with members of the Board of Directors

The transactions with members of the Board of Directors or with companies in which they have an ownership interest giving rise to a relation with the ACS Group are indicated in Note 33.02 on transactions with related parties.

34.02. Remuneration of senior executives

The remuneration in 2012 and 2011 of the Group's senior executives who are not also executive directors was as follows:

| | Thousands of Euros | |
|-------------------------------|--------------------|--------|
| | 2012 | 2011 |
| Salaries (fixed and variable) | 21,025 | 27,352 |
| Pension Plans | 1,690 | 2,165 |
| Life insurance | 25 | 44 |

EUR 6,901 thousand were charged to consolidated income in 2012 and 2011 as a result of the share options granted to the Group's senior executives, and were not recognised under "Total remuneration".

With regard to the Group's senior executives, only one transaction was recognised with Group companies, which consisted of purchasing assets for EUR 453 thousand on an arm's-length basis.

35. Other disclosures concerning the Board of Directors

Pursuant to Article 229 of the Spanish Companies Law, following is a detail of the companies engaging in an activity that is identical, similar or complementary to the activity that constitutes the company object of ACS, Actividades de Construcción y Servicios, S.A., in which the members of the Board of Directors at 2012 year-end own equity interests, and of the functions, if any, that they discharge thereat:

| Name | Investee | Line of Business | Ownership Interest | Function |
|---|--|--|--------------------|-----------------------------------|
| Joan David Grimá Terré | Cory Environmental Management Limited | Environment | 0.000% | Board Member |
| Pedro López Jiménez | GTCEISU Construcción, S.A. (the Terratest Group) | Special Foundations | 45.00% | Chairman (through Fapindus, S.L.) |
| Santos Martínez-Conde Gutiérrez-Barquín | Fomento de Construcciones y Contratas, S.A. | Construction and Services | 0.004% | None |
| Santos Martínez-Conde Gutiérrez-Barquín | Técnicas Reunidas, S.A. | Construction of Industrial Facilities | 0.002% | None |
| Santos Martínez-Conde Gutiérrez-Barquín | Repsol YPF, S.A. | Energy | 0.001% | None |
| Santos Martínez-Conde Gutiérrez-Barquín | Indra Sistemas, S.A. | Information technologies and defence systems | 0.004% | None |
| Santos Martínez-Conde Gutiérrez-Barquín | Endesa, S.A. | Energy | 0.000% | None |
| Santos Martínez-Conde Gutiérrez-Barquín | Ferrovial, S.A. | Construction and Services | 0.001% | None |
| Santos Martínez-Conde Gutiérrez-Barquín | Telefónica, S.A. | Telephony | 0.001% | None |
| Santos Martínez-Conde Gutiérrez-Barquín | Abertis Infraestructuras, S.A. | Concessions | 0.001% | None |
| Santos Martínez-Conde Gutiérrez-Barquín | Gás Natural SDG, S.A. | Energy | 0.001% | None |
| Santos Martínez-Conde Gutiérrez-Barquín | Enagas, S.A. | Energy | 0.002% | None |
| Santos Martínez-Conde Gutiérrez-Barquín | Iberdrola, S.A. | Energy | 0.001% | None |
| D. Julio Sacristán Fidalgo | Abertis Infraestructuras, S.A. | Concessions | 0.00% | None |
| José Luis del Valle Pérez | Del Valle Inversiones, S.A. | Real estate | 33.33% | Director acting severally |
| José Luis del Valle Pérez | Sagital, S.A. | Private security and integral building maintenance | 5.10% | None |
| Juan March de la Lastra | Indra Sistemas, S.A. | Information technologies and defence systems | 0.009% | Board Member |
| Antonio García Ferrer | Ferrovial, S.A. | Construction and Services | 0.000% | None |

Also pursuant to the aforementioned law, set forth below are the activities carried on, as independent professionals or as employees, by the various members of the Board of Directors that are identical, similar or complementary to the activity that constitutes the company object of ACS, Actividades de Construcción y Servicios, S.A. for 2012.

| Name | Activity performed | Type of arrangement | Company through which the activity is performed | Position or function at the company concerned |
|-----------------------------|--------------------------------|--------------------------|---|---|
| Pablo Valbona Vadell | Finance | Employee | Banca March, S.A. | First Deputy Chairman |
| Manuel Delgado Solís | Construction | Employee | Dragados, S.A. | Board Member |
| Javier Echenique Landiribar | Finance | Employee | Banco Sabadell | Deputy Chairman |
| Javier Echenique Landiribar | Energy | Employee | Repsol YPF, S.A. | Board Member |
| Javier Echenique Landiribar | Paper | Employee | Ence, S.A. | Board Member |
| Juan March de la Lastra | Holding | Employee | Corporación Financiera Alba, S.A. | Board Member |
| Juan March de la Lastra | Information Technologies | Employee | Indra Sistemas, S.A. | Board Member |
| José María Loizaga Viguri | Lifts | Employee | Zardoya Otis, S.A. | Deputy Chairman |
| José María Loizaga Viguri | Venture Capital | Independent Professional | Cartera Industrial REA, S.A. | Chairman |
| Antonio García Ferrer | Construction | Employee | Dragados, S.A. | Board Member |
| Antonio García Ferrer | Industrial Services | Employee | ACS, Servicios, Comunicaciones y Energía, S.L. | Board Member |
| Antonio García Ferrer | Urban services and concessions | Employee | ACS, Servicios y Concesiones, S.L. | Board Member |
| Agustín Batuecas Torrego | Transport interchange | Employee | Intercambiador de Transporte de Avenida de América | Chairman |
| Agustín Batuecas Torrego | Rail transport of goods | Employee | Continental Raíl, S.A. | Individual representing Continental Auto, S.L. Chairman and CEO |
| Agustín Batuecas Torrego | Transport interchange | Employee | Intercambiador de Transportes Príncipe Pío S.A. | Individual representing Continental Auto, S.L. Chairman |
| Agustín Batuecas Torrego | Transport interchange | Employee | Intercambiador de Transportes Plaza de Castilla, S.A. | Individual representing Continental Auto, S.L. Chairman |
| Agustín Batuecas Torrego | Rail transport of goods | Employee | Construrail, S.A. | Board Member |
| Pedro José López Jiménez | Construction and Services | Employee | Hochtief, A.G. | Board Member |
| Pedro José López Jiménez | Paper | Employee | Ence, S.A. | Board Member |
| Pedro José López Jiménez | Industrial Services | Employee | ACS, Servicios, Comunicaciones y Energía, S.L. | Deputy Chairman |
| Pedro José López Jiménez | Construction | Employee | Dragados, S.A. | Acting Chairman and Deputy Chairman |
| Pedro José López Jiménez | Urban services and concessions | Employee | ACS, Servicios y Concesiones, S.L. | Acting Chairman and Deputy Chairman |

| Name | Activity performed | Type of arrangement | Company through which the activity is performed | Position or function at the company concerned |
|---|--------------------------------|--------------------------|---|---|
| Pedro José López Jiménez | Special Foundations | Employee | GTCEISU Construction, S.A. | Chairman (through Fapindus, S.L.) |
| Santos Martínez-Conde Gutiérrez-Barquín | Finance | Employee | Banca March, S.A. | Board Member |
| Santos Martínez-Conde Gutiérrez-Barquín | Holding | Employee | Alba Participaciones, S.A. | Chairman |
| Santos Martínez-Conde Gutiérrez-Barquín | Steel | Employee | Acerinox, S.A. | Board Member |
| Santos Martínez-Conde Gutiérrez-Barquín | Holding | Employee | Corporación Financiera Alba, S.A. | Board Member - CEO |
| Javier Monzón de Cáceres | Urban services and concessions | Employee | ACS, Servicios y Concesiones, S.L. | Board Member |
| Javier Monzón de Cáceres | Information Technologies | Employee | Indra Sistemas, S.A. | Chairman |
| Miguel Roca Junyent | Infrastructure Concessions | Employee | Abertis Infraestructuras, S.A. | Non-Board Member secretary |
| Miguel Roca Junyent | Textile | Employee | La Seda de Barcelona, S.A. | Chairman of the AGM |
| Miguel Roca Junyent | Finance | Employee | Banco Sabadell, S.A. | Non-Board Member secretary |
| Miguel Roca Junyent | Energy | Employee | Endesa | Independent External Board Members |
| Álvaro Cuervo García | Stock Exchange | Employee | BME-Bolsas y Mercados Españoles, S.A. | Board Member |
| José Luis del Valle Pérez | Urban services and concessions | Employee | ACS, Servicios y Concesiones, S.L. | Board Member secretary |
| José Luis del Valle Pérez | Industrial Services | Employee | ACS, Servicios, Comunicaciones y Energía, S.L. | Board Member secretary |
| José Luis del Valle Pérez | Construction | Employee | Dragados, S.A. | Board Member secretary |
| José Luis del Valle Pérez | Engineering and Assembly work | Employee | Cobra Gestión de Infraestructuras, S.L. | Board Member secretary |
| José Luis del Valle Pérez | Integral Maintenance | Employee | Clece, S.A. | Chairman |
| José Luis del Valle Pérez | Investments | Employee | Del Valle Inversiones, S.A. | Director acting severally |
| José Luis del Valle Pérez | Construction and Services | Employee | Hochtief, A.G. | Member of the Supervisory Board |
| Joan David Grimá Terré | Environment | Employee | Cory Environmental Management Limited | Board Member |
| Florentino Pérez Rodríguez | Holding | Independent Professional | Inversiones Vesán, S.A. | Board Member |
| D. Julio Sacristán Fidalgo | Holding | Employee | Inversiones Vesán, S.A. | Board Member |
| Sabina Fluxá Thienemann | Tourism | Employee | Iberostar Hoteles y Apartamentos, S.L. | Board Member |

In 2012 the ACS Group had commercial relationships with companies in which certain of its directors hold management functions. All these commercial transactions were carried out on an arm's length basis in the ordinary course of business, and related to ordinary Group transactions.

The members of the Company's Board of Directors have had no conflicts of interest over the year.

36. Guarantee commitments to third parties

At 31 December 2012, the ACS Group had provided guarantees to third parties in connection with its business activities totalling EUR 13,495,400 thousand (EUR 13,548,136 thousand in 2011).

Noteworthy are the guarantees given by Hochtief. In this connection the syndicated guarantee lines obtained by Hochtief A.G. in 2007 were refinanced together with a syndicated credit facility in December 2011, with a combined credit and guarantee line of EUR 2,000,000 thousand by an international syndicate of banks. The guarantee tranche amounted to EUR 1,500,000 thousand, of which EUR 1,120,200 thousand had been drawn down at the end of the reporting period. This line is available for ordinary activities, mainly relating to the concession area and Europe division of Hochtief, and has been granted for a five year term, expiring on 13 December 2016.

The Hochtief Group also has undrawn guarantee lines amounting to EUR 5,740,000 thousand from insurance companies and banks.

Hochtief A.G. has arranged a limited guarantee line for US insurance companies in relations to the obligations of the Turner and Flatiron Groups. This is the type of Financing used in the United States to guarantee the performance of public works and for certain clients. Financing totalled USD 6,500,000 thousand, of which USD 4,417,000 thousand has been used in 2011. The guarantee furnished by Hochtief has never been called and it is not projected that this will occur in the future.

The Group's directors do not expect any material liabilities additional to those recognised in the accompanying consolidated statement of financial position to arise as a result of the transactions described in this Note.

The contingent liabilities include the ordinary liability of the companies with which the Group carries on its business activities. Normal liability is that concerning compliance with the contractual obligations undertaken in the course of construction, industrial services or urban services by the companies themselves or the joint ventures (UTEs) in which they participate.

This coverage is achieved by means of the corresponding guarantees provided to secure the performance of the contracts, compliance with the obligations assumed in the concession contracts, etc.

Lastly, the various Group companies are exposed to the risk of having court and out-of-courts claims filed against them. In this connection, in relation to one of the concession operators in which the Group holds ownership interests, the non-controlling shareholders have a potential option to sell and guarantees to third parties. However the Group and its legal advisors do not consider that the conditions stipulated for its execution have been met, and accordingly, no liability was recognised in this connection in the accompanying financial statements. The directors of the Group companies consider that the possible effect on the financial statements would not be material.

In relation to the ownership interest held by Hochtief in the airport of Budapest, included under "Assets classified as held for sale", the non-controlling shareholders have the option of selling their interest in the event of a change of control in Hochtief, at a price that would be set by a third party. This would require Hochtief to purchase the asset, which is currently subject to arbitration. The Group and its legal advisors consider that, should actions be taken, this control option would have to be assessed exclusively based on the direct ownership interest of ACS en Hochtief, which is less than 50%.

37. Information on the environment

The ACS combines its business aims with the objective of protecting the environment and appropriately managing the expectations of its stakeholders in this area. ACS's environmental policy is intended to be a framework in which, on the one hand, the general lines to be followed (principles) are defined and, on the other hand, the particular features of each business line and each project are collected (articulation).

The principles are the ACS Group's general environmental commitments. These are sufficiently flexible as to accommodate the elements of policy and planning developed by the companies in the different business areas. In addition, these commitments need to keep within the requirements of the ISO 14001 Standard:

- Commitment to complying with the legislation.
- Commitment to preventing pollution.

- Commitment to continuous improvement.
- Commitment to transparency, communication and the training of Group employees, suppliers, clients and other stakeholders.

In order to be able articulate and deploy a policy on these environmental commitments, the most significant are identified at corporate level and are compared with each company's management system and the environmental priorities for each business. These common priorities, which then become common to the majority of the ACS Group members, establish objectives and programs to individually improve each company.

The significant degree of implementation of an environmental management system present in companies representing 55.8% of the Group's sales, is based on the aim of seeking to adopt the ISO 14001 standard in the majority of the Group's activities. This standard is already implemented in companies representing 68.0% of the ACS Group sales, although it is not the only certificate, considering that ACS Group companies accounting for 78.13% of sales have reported the obtainment of other types of certifications, many in addition to the ISO14001 international standard.

The responsibility of overseeing the ACS Group's environmental performance falls to the Environmental Department in each company. In general, the following common, general and most significant characteristics were found in the ACS Group's companies' management of environmental impacts:

These companies develop policies and action plans in a decentralised independent manner (in ACS companies accounting for 96.0% of sales, objectives are defined in relation to the environment on a regular basis, and 25.0% of the companies reward employees for complying with these objectives).

They also implement certification schemes and external independent audits (55.8% of the ACS Group's production was audited in 2012).

They perform environmental audits (724 in 2012).

Companies representing 71.6% of ACS Group sales have some type of centralised database to collect environmental data.

Companies representing 33.0% of the ACS Group's sales have an incident reporting system for detailing near misses relating to environmental matters. A total of 967 environmental incidents occurred in 2012, which involved the origination of a total of 20 sanctioning administrative proceedings.

The main environmental assets relate to the water treatment facilities, biogas, incineration and leachate systems to prevent and reduce environmental pollution and damage. At 31 December 2012, the value of these assets, net of depreciation, was EUR 17,511 thousand (EUR 18,020 thousand in 2011).

Environmental expenses incurred in 2012 amounted to EUR 1,979 thousand (EUR 1,343 thousand in 2011).

38. Auditors' fees

The fees for financial audit services provided to the various companies in 2012 and 2011 were as follows:

| | Thousands of Euros | |
|------------------------------|--------------------|---------------|
| | 2012 | 2011 |
| Audit service fees | 15,189 | 14,745 |
| Main auditor | 11,204 | 8,735 |
| Other auditors | 3,985 | 6,010 |
| Fees for tax services | 1,892 | 3,614 |
| Main auditor | 370 | 878 |
| Other auditors | 1,522 | 2,736 |
| Other services | 3,963 | 5,334 |
| Main auditor | 2,508 | 3,039 |
| Other auditors | 1,455 | 2,295 |
| Total | 21,044 | 23,693 |

39. Explanation added for translation to English

These consolidated financial statements are presented on the basis of IFRSs as adopted by the European Union. Certain accounting practices applied by the Group that conform with IFRSs may not conform with other generally accepted accounting principles.

APPENDICES

As stated in Note 2 to the financial statements, Appendices I, II and III list the subsidiaries, joint ventures and associates of most significance in the ACS Group in 2011, including their registered office and the Group's effective percentage of ownership. The effective percentage indicated in the Appendices includes, in the event it is applicable to subsidiaries, the proportional part of the treasury shares held by the subsidiary.

The information is grouped in accordance with the management criteria of the ACS Group on the basis of the different business segments or lines of business carried on.

1. Corporate Unit

This includes the Parent of the Group, ACS, Actividades de Construcción y Servicios, S.A., and companies with ownership interests mainly in energy and telecommunications.

2. Construction

Information is separated on the basis of the two companies heading this line of business:

- **Dragados**

This includes both domestic and foreign activities relating to civil construction works (highways and roads, railways, hydraulic infrastructures, coasts and ports, etc.), as well as residential and non-residential buildings.

- **Hochtief**

This segment includes the activities carried on by the different business segments of this company:

- *Hochtief America* – Its activity is mainly carried on in the USA and Canada and relates to the construction of buildings (public and private), infrastructures, civil engineering, and educational and Sports facilities.
- *Hochtief Asia Pacific* – Its activities are carried on by its Australian subsidiary Leighton, noteworthy being construction, mining contracts and the operation and development of real estate infrastructures.
- *Hochtief Concessions* – This segment operates concession relating to airports, roads, tunnels and social infrastructure (schools, and public centres), most with public and private collaboration.
- *Hochtief Europe* – This segment mainly operates through Hochtief Solutions A.G., which designs, develops, constructs and operates infrastructure projects, real estate and facilities.

- **Iridium**

It carries out infrastructure promotion and development, both in relation to transport and public facilities, managing different public-private collaboration models.

3. Industrial Services

This segment is engaged in the development of applied engineering services, installations and the maintenance of industrial infrastructures in the energy, communications and control systems sectors.

4. Environment

This segment groups together environmental services such as road Cleaning, waste collection and transport, treatment and recycling of urban, commercial and industrial waste, integral management of the water cycle and urban landscaping.

APPENDIX I

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|---|---|-----------------------|
| PARENTS | | |
| ACS, Actividades de Construcción y Servicios, S.A. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | - |
| ACS Actividades Finance, B.V. | Amsterdam. Holanda. | 100.00% |
| ACS Telefonía Móvil, S.L. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Admirabilia, S.L. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Aurea Fontana, S.L. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Cariátide, S.A. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Corporate Funding, S. L. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Corporate Statement, S. L. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Equity Share, S.L. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Funding Statement S.L. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Major Assets, S. L. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Novovilla, S.L. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| PR Pisa, S.A. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Residencial Monte Carmelo, S.A. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Roperfeli, S.L. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Villa Aurea, S.L. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| Villanova, S.A. | Avda. de Pío XII, 102. 28036 Madrid. Spain. | 100.00% |
| CONSTRUCTION - DRAGADOS | | |
| Acainsa, S.A. | C/ Orense, 34-1º. 28020 Madrid. Spain | 100.00% |
| Aparcamiento Tramo C. Rambla-Coslada, S.L. | C/ Orense, 34-1º. 28020 Madrid. Spain | 100.00% |
| Besalco Dragados, S.A. | Avda. Tajamar nº 183 piso 1º Las Condes. Santiago de Chile. Chile | 50.00% |
| Castellano Leonesa de Minas, S.A. | Avda. del Camino de Santiago, 50. 28050 Madrid. Spain | 100.00% |
| Cesionaria Vallés Occidental, S.A. | Avda. Josep Tarradellas, nº 8-10. 08029 Barcelona. Spain | 100.00% |
| Comunidades Gestionadas, S.A. (COGESA) | C/ Orense, 34-1º. 28020 Madrid. Spain | 100.00% |
| Consortio Dragados Compax Dos S.A. | Avda. Vitacura 2939 of. 2201. Las Condes. Santiago de Chile. Chile | 55.00% |
| Consortio Dragados Compax, S.A. | Avda. Vitacura 2939 of. 2201. Las Condes - Santiago de Chile. Chile. | 60.00% |
| Consortio Teadra, S.A. | Almirante Pastene, 244.702 Providencia. Santiago de Chile. Chile. | 100.00% |
| Construcciones y Servicios del Egeo, S.A. | Alamanas, 1 151 25 Maroussi. Atenas. Grecia. | 100.00% |
| Constructora Dycven, S.A. | Veracruz Edif. Torreón, 3º, Urbaniz. Las Mercedes. Caracas. Venezuela | 100.00% |
| Constructora Vespucio Norte, S.A. | Avda. Vitacura 2939 Of.2201, Las Condes. Santiago de Chile. Chile | 54.00% |
| Construrail, S.A. | C/ Orense, 11. 28020 Madrid. Spain | 51.00% |
| Continental Rail, S.A. | C/ Orense, 11. 28020 Madrid. Spain | 100.00% |
| DRACE Infraestructuras S.A. | Avda. del Camino de Santiago, 50. 28050 Madrid. Spain | 100.00% |
| Drace Infraestructures USA, Llc. | 701 5 th Avenue, Suite 7170 Seattle, WA 98104. Washington. United States. | 100.00% |
| Dragados Canada, Inc. | Suite 1400 40 Elgin Street. Ottawa. Ontario. Canada | 100.00% |
| Dragados Construction USA, Inc. | 500 Fifth Avenue, 38 th. Floor. New York, NY 10110. United States. | 100.00% |
| Dragados CVV Constructora, S.A. | Avda. Vitacura 2939 of. 2201. Las Condes. Santiago de Chile. Chile. | 80.00% |
| Dragados Inversiones USA, S.L. | Avda. Camino de Santiago, 50 - 28050 Madrid. Spain. | 100.00% |
| Dragados Ireland Limited | The Oval, Block 3, end floor 160, Shelbourn Road Dublin 4. Dublin. Ireland. | 100.00% |
| Dragados Obra Civil y Edificac Mexico S.A de C.V. | C/ Hamburgo, 172, piso 1. Juarez Distrito Federal 06000 Mexico | 100.00% |
| Dragados UK Ltd. | Hill House 1 Little New Street. London EC4A3TR United Kingdom | 100.00% |
| Dragados USA, Inc. | 500 Fifth Avenue, 38 th. Floor. New York, NY 10110. United States | 100.00% |
| Dragados, S.A. | Avda. del Camino de Santiago, 50. 28050 Madrid. Spain | 100.00% |
| Dycasa S.A. | Avda. Leandro N. Alem. 986. Buenos Aires. Argentina | 66.10% |
| Eix Diagonal Construccions, S.L. | Avda. del Camino de Santiago, 50. 28050 Madrid. Spain | 100.00% |
| Flota Proyectos Singulares UK Ltd. | Regina house second floor, 1-5 Queen Street. London. United Kingdom | 100.00% |
| FPS Encon Precast, Llc. | 1660 Lincoln St, suite 1800. Denver, CO 80264. United States. | 55.00% |
| Gasoductos y Redes Gisca, S.A. | C/ Orense, 11. 28020 Madrid. Spain | 52.50% |
| Geocisa UK Ltd. | 6 Mitre Passage, Floor 8. Greenwich Peninsula - Peninsula Central. London SE10 0ER. United Kingdom. | 100.00% |
| Geocisa USA Inc. | 2711 Centerville Road, Suite 400, Wilmington, New Castle - Delaware. United States. | 100.00% |
| Geotecnia y Cimientos, S.A. | C/ Los Llanos de Jerez, 10-12. 28823 Coslada. Madrid. Spain | 100.00% |
| Gestifisa, S.A. | C/ Orense, 34 1º. 28020 Madrid. Spain | 100.00% |
| Inmobiliaria Alabega, S.A. | C/ Orense, 34-1º. 28020 Madrid. Spain | 100.00% |
| John P. Picone Inc. | 31 Garden Lane. Lawrence. NY 11559 United States. | 80.00% |
| Lucompa, S.A. | C/ Orense, 34-1º. 28020 Madrid. Spain | 100.00% |
| Manteniment i Conservació del Vallés, S.A. | Avda. Josep Tarradellas, nº 8 2º puerta 4. 08029 Barcelona. Spain | 100.00% |
| Mostostal Pomorze, S.A. | 80-557 Gdansk ul. Marynarki Polskiej 59. Poland | 66.00% |
| Newark Real Estate Holdings, Inc. | 500 Fifth Avenue, 38 th. Floor. New York, NY 10110. United States | 100.00% |
| PA CONEX Sp. z.o.o. | 09-500 Gostynin ul. Ziejkowa 2a. Poland | 66.00% |
| PA Wyroby Betonowe Sp. z.o.o. | 82-300 Elblag ul. Plk. Dabka 215. Poland | 66.00% |
| Placidus Investments Sp. z.o.o. | 00-728 Warszawa ul. Kierbedzia 4. Poland | 39.60% |
| Pol-Aqua Wostok Sp. z.o.o. | 115184 Moscow ul. Nowokuznieckaja 9. Russia | 33.66% |
| Pol-Aqua, S.A. | Dworska 1, 05-500 Piaseczno k./Varsow. Poland. | 66.00% |
| Protide, S.A. | C/ Orense, 34-1º. 28020 Madrid. Spain | 100.00% |
| Pulice Construction, Inc. | 2033 W Mountain View Rd. Phoenix. AZ 85021 Phoenix. United States. | 100.00% |
| Remodelación Ribera Norte, S.A. | Avda. Josep Tarradellas, nº 8 2º puerta 4. 08029 Barcelona. Spain | 100.00% |
| Residencial Leonesa, S.A. | C/ Orense, 34-1º. 28020 Madrid. Spain | 100.00% |
| Schiavone Construction Company | 150 Meadowlands Parkway Seacausus. New Jersey 07068. United States. | 100.00% |
| Sicsa Rail Transport, S.A. | C/ Orense, 11. 28020 Madrid. Spain | 76.00% |
| Sussex Realty, Llc. | 31 Garden Lane Lawrence, NY 11559. United States | 90.00% |
| Técnicas e Imagen Corporativa, S.L. | Avda. de París, 1 - 19200 Azuqueca de Henares. Guadalajara. Spain | 100.00% |
| TECO Sp. z.o.o. | 51-502 Wrocław ul. Mydlana 1. Poland | 66.00% |
| Tecsa Empresa Constructora, S.A. | Avda. Madariaga, 1, 4º. 48014 Bilbao. Spain | 100.00% |
| Tedra Australia Pty. L.T.D. | 293 Queen Street, Altona, Meadows VIC 3028. Australia | 100.00% |
| Vias Canada Inc. | 150 King Street West, Suite 805. Toronto ON. Canada. | 100.00% |
| Vias USA Inc. | 2711 Centerville Road, Suite 400, Wilmington. New Castle. Delaware. United States. | 100.00% |
| Vias y Construcciones UK Limited | Regina House 2nd Floor, 1-5. Queen Street. London. United Kingdom | 100.00% |
| Vías y Construcciones, S.A. | C/ Orense, 11. 28020 Madrid. Spain | 100.00% |
| Weneda Sp. z.o.o. | 45-355 Opole ul. 1-go Maja 77/1. Poland | 66.00% |
| CONSTRUCTION - IRIDIUM (Concessions) | | |
| ACS Infrastructure Canada, Inc. | 155 University Avenue, Suite 1800, Toronto, Ontario M5H 3B7. Canada. | 100.00% |
| ACS Infrastructure Development, Inc. | Corporation Trust Company, Corporation Trust Center, 1209 Orange Street. Wilmington New Castle. Delaware 19801. | 100.00% |
| ACS NA30 Holding Inc. | 3700-1 Place Ville-Marie. Montreal, Quebec H3B 3P4. Canada | 100.00% |
| ACS Neah Partner Inc. | 2800 Park Place. 666 Burrard Street. Vancouver BC V6C 2Z7. Canada. | 100.00% |
| ACS WEP Holdings, Inc. | 1 Germain Street Suite 1500. Saint John NB E2L4V1. Canada. | 100.00% |
| Autovía de La Mancha, S.A. Concesionaria JCC Castilla La Mancha | 21.500 de la CM-42 en el 45.430 de Mascarque. Toledo. Spain | 75.00% |
| Autovía del Camp del Turia, S.A. | C/ Alvaro de Bazán, nº 10 Entlo. 46010 Valencia. Spain | 65.00% |
| Autovía del Pirineo, S.A. | Autovía del Pirineo A-21, pk. 39, 31487 Liédena, Navarra. Spain. | 72.00% |
| Autovía Medinaceli-Calatayud Soc. Conces. Estado, S.A. | Avda. Camino de Santiago, 50 - 28050 Madrid. Spain. | 95.00% |
| Can Brians 2, S.A. | Avinguda Josep Tarradellas, 8, 2º. 08029 Barcelona. Spain. | 100.00% |

APPENDIX I

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|--|---|-----------------------|
| CAT Desenvolupament de Concessions Catalanes, S.L. | Avinguda Josep Tarradellas, 8, 2º. 08029 Barcelona. Spain. | 100.00% |
| Concesionaria Santiago Brión, S.A. | Centro de Control AG-56 Enlace de Pardiñas - Costola. 15895 Ames. A Coruña. Spain. | 70.00% |
| Concesiones Viarias Chile Tres, S.A. | José Antonio Soffia N°2747, Oficina 602, Comuna de Providencia. Santiago de Chile. Chile | 100.00% |
| Concesiones Viarias Chile, S.A. | José Antonio Soffia N°2747, Oficina 602, Comuna de Providencia. Santiago de Chile. Chile | 100.00% |
| Desarrollo de Concesionarias Viarias Dos, S.L. | Avenida del Camino de Santiago, 50. 28050 Madrid. Spain. | 100.00% |
| Desarrollo de Concesionarias Viarias Uno, S.L. | Avenida del Camino de Santiago, 50. 28050 Madrid. Spain. | 100.00% |
| Desarrollo de Concesiones Ferroviarias, S.L. | Avenida del Camino de Santiago, 50. 28050 Madrid. Spain. | 100.00% |
| Dragados Concessions, Ltd. | Hill House, 1 - Little New Street. London EC4A 3TR. Inglaterra. | 100.00% |
| Dragados Waterford Ireland, Ltd. | The Oval, Building 3. 160 Shelbourne Rd. Ballsbridge. Dublin. Ireland | 100.00% |
| Eix Diagonal Concessionària de la Generalitat de Catalunya, S.A. | Ctra N-340, Km 1213,80 Km 1213. 08720 Vilafranca del Penedes. Barcelona. Spain. | 100.00% |
| Estacionament Centre Direccional, S.A. | Avenida de la Universitat, s/n. 43206 Reus. Tarragona. Spain. | 100.00% |
| Explotación Comercial de Intercambiadores, S.A. | Avda. de America, 9A (Intercambiador de Tptes) Madrid. Spain | 100.00% |
| FTG Holding Limited Partnership | 1300 - 777 Dunsmuir Street Po Box 10424 Stn Pacific Ctr. Vancouver Bc V7Y 1K2. Canada. | 66.68% |
| FTG Holdings, Inc. | 1300 - 777 Dunsmuir Street Po Box 10424 Stn Pacific Ctr. Vancouver Bc V7Y 1K2. Canada. | 100.00% |
| Green Canal Golf, S.A. | Avenida Filipinas, s/n esquina Avenida Pablo Iglesias s/n 28003 Madrid. Spain | 100.00% |
| I 595 ITS Solutions, Llc. | Corporation Trust Company, Corporation Trust Center, 1209 Orange Street. Wilmington New Castle. Delaware 19801. | 100.00% |
| Inversora de la Autovía de la Mancha, S.A. | Avda. Camino de Santiago, 50 - 28050 Madrid. Spain. | 75.00% |
| Iridium Aparcamientos, S.L. | Avda. Camino de Santiago, 50 - 28050 Madrid. Spain. | 100.00% |
| Iridium Concesiones de Infraestructuras, S.A. | Avenida del Camino de Santiago, nº 50. 28050 Madrid. Spain. | 100.00% |
| Iridium Nouvelle Autoroute 30, Inc. | 1, Place Ville-Marie 37e étage Montreal. Quebec H3B 3P4. Canada | 100.00% |
| Iridium Portlaoise Ireland Limited | The Oval, Building 3. 160 Shelbourne Rd. Ballsbridge. Dublin. Ireland | 100.00% |
| Marestrada-Operações e Manutenção Rodoviária, S.A. | Rua Julieta Ferrão, nº 10 – 6º andar 1600-131 Lisboa. Portugal | 70.00% |
| Parking Mérida III, S.A. | Avenida Lusitania, 15 1º Puerta 7. Mérida. Badajoz. Spain. | 100.00% |
| Parking Nou Hospital del Camp, S.L. | Avenida de la Universitat, s/n. 43206 Reus. Tarragona. Spain. | 100.00% |
| Parking Palau de Fires, S.L. | Avenida de la Universitat, s/n. Spain. 43206 Reus. Tarragona. | 100.00% |
| PLANESTRADA - Operação e Manutenção Rodoviária, SA | CAM Grândola EN120 – Bairro da Tirana 7570 Grândola . Portugal. | 70.00% |
| Reus-Alcover Conc de la Generalitat de Catalunya, S.A. | Avinguda Josep Tarradellas, 8, 2º. 08029 Barcelona. Spain. | 100.00% |
| Sociedad Inversora de Infraestructuras de la Mancha, S.L. | Avda. de Tenerife, 4-6. 28703 San Sebastián de los Reyes. Madrid. Spain. | 66.67% |
| The Currituck Development Group, Llc. | Corporation Trust Company, Corporation Trust Center, 1209 Orange Street. Wilmington New Castle. Delaware 19801. | 100.00% |

CONSTRUCTION - HOCHTIEF

| Company | Registered Office | % Effective Ownership |
|---|-------------------------|-----------------------|
| Hochtief Aktiengesellschaft | Essen, Germany | 52.20% |
| Airport Partners GmbH | Düsseldorf, Germany | 20.88% |
| Beggen PropCo Sàrl | Strassen, Luxembourg | 52.20% |
| Builders Reinsurance S.A. | Steinfort, Luxembourg | 52.20% |
| Eurafrica Baugesellschaft mbH | Essen, Germany | 52.20% |
| HAP Hamburg Airport Partners GmbH & Co. KG | Hamburg, Germany | 37.06% |
| HOCHTIEF AirPort Capital Verwaltungs GmbH & Co. KG | Essen, Germany | 52.20% |
| HOCHTIEF AirPort GmbH | Essen, Germany | 52.20% |
| HOCHTIEF AirPort Retail SHPK | Tirana, Albania | 52.20% |
| HOCHTIEF Concessions India Private Limited | Haryana, India | 52.20% |
| HOCHTIEF Global One GmbH | Essen, Germany | 52.20% |
| HOCHTIEF Insurance Broking and Risk Management Solutions GmbH | Essen, Germany | 52.20% |
| Steinfort Capital Growth SICAV-SIF | Bertrange, Luxembourg | 52.20% |
| Steinfort Fund of Funds SICAV-SIF | Findel-Golf, Luxembourg | 52.20% |
| Steinfort Propco Sàrl | Strassen, Luxembourg | 52.20% |
| Sydney Airport Intervest GmbH | Essen, Germany | 24.17% |
| Vintage Real Estate HoldCo Sàrl | Strassen, Luxembourg | 52.20% |

Hochtief Americas

| | | |
|---|-----------------------------|--------|
| 2501 Constructors LLC | DC, United States | 52.20% |
| ASI-Flatiron Inc. | Longmont, United States | 52.20% |
| Auburndale Company, Inc. | Ohio, United States | 52.20% |
| Audubon Bridge Constructors | New Roads, United States | 28.19% |
| Bethesda View Constructors LLC | Maryland, United States | 52.20% |
| California Steel Advisory Services | Walnut Creek, United States | 52.20% |
| Canadian Turner Construction Company (Nova Scotia) | Nova Scotia, Canada | 52.20% |
| Canadian Turner Construction Company Ltd. | Markham, Canada | 52.20% |
| Capitol Building Services LLC | Maryland, United States | 52.20% |
| Caribbean Operations, Inc. | Delaware, United States | 52.20% |
| CB Finco Corporation | Alberta, Canada | 26.62% |
| CB Resources Corporation | Alberta, Canada | 26.62% |
| Clark Builders Partnership Corporation | Alberta, Canada | 26.62% |
| E. E. Cruz and Company Inc. | Holmdel, United States | 52.20% |
| Facilities Management Solutions, LLC | Delaware, United States | 52.20% |
| FCI Constructors/Balfour Beatty | San Marco, United States | 36.54% |
| FCI Constructors/Cleveland Bridge | Longmont, United States | 28.71% |
| FECO Equipment | Denver, United States | 52.20% |
| Flatiron Construction Corp. | Wilmington, United States | 52.20% |
| Flatiron Construction Services | Vancouver, United States | 52.20% |
| Flatiron Constructors Canada Limited | Vancouver, Canada | 52.20% |
| Flatiron Constructors Inc. | Wilmington, United States | 52.20% |
| Flatiron Constructors Inc. Canadian Branch | Vancouver, Canada | 52.20% |
| Flatiron Electric AL Group | Wilmington, United States | 52.20% |
| Flatiron Equipment Company Canada | Calgary, Canada | 52.20% |
| Flatiron Holding Inc. | Wilmington, United States | 52.20% |
| Flatiron Parsons | Los Angeles, United States | 36.54% |
| Flatiron West Inc. | Wilmington, United States | 52.20% |
| Flatiron West Inc., San Marcos | Wilmington, United States | 52.20% |
| Flatiron/C.M. Piech | Longmont, United States | 26.62% |
| Flatiron/Kiewit, a Joint Venture | Longmont, United States | 33.93% |
| Flatiron/Turner Construction of New York LLC | New York, United States | 52.20% |
| Flatiron/United | Chocowinity, United States | 31.32% |
| Flatiron-Lane | Longmont, United States | 28.71% |
| Flatiron-Manson | Minneapolis, United States | 36.54% |
| Flatiron-Tidewater Skanska | Tampa, United States | 31.32% |
| Henry Street Builders, LLC | Virginia, United States | 52.20% |
| HOCHTIEF Americas GmbH | Essen, Germany | 52.20% |
| HOCHTIEF Argentina S.A. | Buenos Aires, Argentina | 52.20% |
| HOCHTIEF USA INC. | Dallas, United States | 52.20% |
| HT CONSTRUCTION INC. | Dover, United States | 52.20% |
| Lacona, Inc. | Tennessee, United States | 52.20% |
| Maple Red Insurance Company | Vermont, United States | 52.20% |
| McKissack & McKissack, Turner, Tompkins, Gilford JV(MLK Jr. | New York, United States | 28.71% |

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|--|-------------------------------------|-----------------------|
| Metacon Technology Solutions, LLC | Texas, United States | 52.20% |
| Mideast Construction Services, Inc. | Delaware, United States | 52.20% |
| Misener Constru-Marina S.A. de C.V. | Ciudad Juarez, Mexico | 52.20% |
| Misener Servicios S.A. de D.V. | Ciudad Juarez, Mexico | 52.20% |
| North Carolina Constructors | Longmont, United States | 31.32% |
| O'Brien Edwards/Turner Joint Venture (Denby High School Renov) | New York, United States | 26.10% |
| Offshore Services, Inc. | Delaware, United States | 52.20% |
| OMM Inc. | Plantation, United States | 52.20% |
| Palmetto Transportation Constructors | Longmont, United States | 33.93% |
| Saddleback Constructors | Mission Viejo, United States | 28.19% |
| Services Products Buildings, Inc. | Ohio, United States | 52.20% |
| TC Professional Services, LLC | Delaware, United States | 52.20% |
| TCCO of South Carolina, LLC | South Carolina, United States | 52.20% |
| TGS/SamCorp JV (Paso del Norte - Port of Entry) | New York, United States | 52.20% |
| The Lathrop Company, Inc. | Delaware, United States | 52.20% |
| The Turner Corporation | Dallas, United States | 52.20% |
| Tompkins Builders, Inc. | Washington, United States | 52.20% |
| Tompkins Turner Grunley Kinsley JV (C4ISR Aberdeen) | District of Columbia, United States | 26.62% |
| Tompkins/Ballard JV (Richmond City Jail) | New York, United States | 39.15% |
| Tompkins/Gifford JV (Prince George's Community College Center) | District of Columbia, United States | 39.15% |
| Turner (East Asia) Pte. Ltd. | Singapore | 52.20% |
| Turner Alpha Limited | Trinidad, Trinidad und Tobago | 36.54% |
| Turner Canada Holdings Inc. | New Brunswick, Canada | 52.20% |
| Turner Caribe, Inc. | Delaware, United States | 52.20% |
| Turner Cayman Ltd. | Great Britain | 52.20% |
| Turner Construction Company | New York, United States | 52.20% |
| Turner Construction Company - Singapore (US) | Singapore | 52.20% |
| Turner Construction Company of Indiana, LLC | Indiana, United States | 52.20% |
| Turner Construction Company of Ohio LLC | Delaware, United States | 52.20% |
| Turner Cornerstone Korea | Südkorea | 52.20% |
| Turner Cross Management (Blackrock) | New York, United States | 31.32% |
| Turner Cross Management IV (Blackrock Wilmington 400 Bellevue) | New York, United States | 36.54% |
| Turner Davis JV (Laurelwood/Rowney) | New York, United States | 26.62% |
| Turner Development Corporation | Delaware, United States | 52.20% |
| Turner Harmon JV (Clarian Hospital - Fishers) | New York, United States | 39.15% |
| Turner HGR JV(Smith County Jail-Precon/Early Release) | New York, United States | 31.32% |
| Turner International (East Asia) Pte. Limited | Sri Lanka | 52.20% |
| Turner International (Hong Kong) Limited | Hong Kong | 52.20% |
| Turner International (UK) Ltd. | London, Great Britain | 52.20% |
| Turner International Industries, Inc. | Delaware, United States | 52.20% |
| Turner International Korea LLC | Südkorea | 52.20% |
| Turner International Limited | Bermuda, United States | 52.20% |
| Turner International LLC | Delaware, United States | 52.20% |
| Turner International Malaysia SDN BHD | Malaysia | 52.20% |
| Turner International Mexico SRL | United States | 52.20% |
| Turner International Professional Services, S. De R. L. De C. V | Mexico | 52.20% |
| Turner International Pte. Limited | Singapore | 52.20% |
| Turner International Support Services, S. De R. L. De C. V. | Mexico | 52.20% |
| Turner Lee Lewis (Lubbock Hotel) | New York, United States | 31.32% |
| Turner Logistics Canada Ltd. | New Brunswick, Canada | 52.20% |
| Turner Logistics, LLC | Delaware, United States | 52.20% |
| Turner Management Consulting (Shanghai) Co. Ltd. | Schanghai, China | 52.20% |
| Turner Partnership Holdings Inc. | New Brunswick, Canada | 52.20% |
| Turner Project Management India Private Ltd. | India | 52.20% |
| Turner Support Services, Inc. | Delaware, United States | 52.20% |
| Turner Surety & Insurance Brokerage Inc. | New Jersey, United States | 52.20% |
| Turner Trotter II(IPS Washington School) | New York, United States | 26.10% |
| Turner Trotter JV (Clarian Fishers Medical Center) | New York, United States | 39.15% |
| Turner Vietnam Co. Ltd. | Vietnam | 52.20% |
| Turner/ADCo DTA (OUSD downtown education center) | New York, United States | 36.54% |
| Turner/Con-Real - Forest/JV | New York, United States | 31.32% |
| Turner/Con-Real (Tarratn County college District SE Campus New | New York, United States | 36.54% |
| Turner/Hallmark JV1 (Beaumont ISD Athletic Complex) | New York, United States | 52.20% |
| Turner/HSC JV (Cooper University Hospital) | New York, United States | 36.54% |
| Turner/JGM JV (Proposition Q) | New York, United States | 34.97% |
| Turner/Trevino JV1 (HISD Program Management) | New York, United States | 33.93% |
| Turner/White JV (Sinai Grace Hospital) | New York, United States | 31.32% |
| Turner-Davis Atlanta Airport joint Venture (Hartsfield Jackson Intl) | New York, United States | 31.32% |
| Turner-Penick JV (US Marine Corp BEQ Pkg 4 & 7) | New York, United States | 31.32% |
| Turner-Powers & Sons (Lake Central School Corporation) | New York, United States | 31.32% |
| Turner-Toolos JV (Cobo Conference Center) | New York, United States | 41.76% |
| Universal Construction Company, Inc. | Delaware, United States | 52.20% |
| West Coast Rail Constructors | San Marco, United States | 33.93% |
| White/Turner Joint Venture (New Munger PK-8) | New York, United States | 26.10% |
| White/Turner Joint Venture Team (DPS Mumford High School) | New York, United States | 26.10% |
| White-Turner JV (City of Detroit Public Safety) | New York, United States | 26.10% |

Hochtief Asia Pacific

| | | |
|---|------------------------|--------|
| 111 Margaret Street Pty Limited | Victoria, Australia | 13.95% |
| 145 Ann Street Pty. Ltd. | Australia | 27.89% |
| 145 Ann Street Trust | Australia | 27.89% |
| 512 Wickham Street Pty. Ltd. | Australia | 27.89% |
| 512 Wickham Street Trust | Australia | 27.89% |
| A.C.N. 126 130 738 Pty. Ltd. | Australia | 27.89% |
| A.C.N. 151 868 601 Pty Ltd | Victoria, Australia | 27.89% |
| ACN 112 829 624 Pty Ltd | Australia | 27.89% |
| Ashmore Developments Pty Limited | Australia | 27.89% |
| Ausindo Holdings Pte. Ltd. | Singapore | 27.89% |
| Australia-Singapore Cable (Australia) Pty Limited | Australia | 27.89% |
| Australia-Singapore Cable (International) Limited | Australia | 27.89% |
| Australia-Singapore Cable (Singapore) Pte Ltd | Bermuda, Great Britain | 27.89% |
| Boggo Road Project Pty Limited | Singapore | 27.89% |
| Boggo Road Project Trust | Queensland, Australia | 27.89% |
| BOS Australia Pty. Ltd. | South Bank, Australia | 27.89% |
| Broad Construction Services (NSW/VIC) Pty. Ltd. | Newcastle, Australia | 27.89% |
| Broad Construction Services (NT) Pty. Ltd. | Perth, Australia | 27.89% |

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|--|---------------------------|-----------------------|
| Broad Construction Services (QLD) Pty. Ltd. | Gold Coast, Australia | 27.89% |
| Broad Construction Services (SA) Pty. Ltd. | Eastwood, Australia | 27.89% |
| Broad Construction Services (VIC) Pty. Ltd. | Melbourne, Australia | 27.89% |
| Broad Construction Services (WA) Pty Ltd. | Australia | 27.89% |
| Broad Group Holdings Pty. Ltd. | Perth, Australia | 27.89% |
| Deep Blue Consortium Pty Ltd | Australia | 10.19% |
| Delron Cleaning Pty Ltd | Australia | 22.31% |
| Delron Group Facility Services Pty Limited | Australia | 22.31% |
| Devine Bacchus Marsh Pty Limited | WA, Australia | 6.98% |
| Devine Constructions Pty Limited | Queensland, Australia | 6.98% |
| Devine Funds Pty Limited | Queensland, Australia | 6.98% |
| Devine Funds Unit Trust | Victoria, Australia | 6.98% |
| Devine Homes Pty Limited | Australia | 6.98% |
| Devine Land Pty Limited | Queensland, Australia | 6.98% |
| Devine Ltd. | Brisbane, Australia | 13.96% |
| Devine Management Services Pty Limited | Queensland, Australia | 6.98% |
| Devine Queensland No. 10 Pty Limited | Queensland, Australia | 6.98% |
| Devine Springwood No. 1 Pty Limited | Queensland, Australia | 6.98% |
| Devine Springwood No. 2 Pty Limited | NSW, Australia | 6.98% |
| Devine Springwood No. 3 Pty Ltd. | Australia | 6.98% |
| DMB Pty Limited | Queensland, Australia | 6.98% |
| DoubleOne 3 Pty Ltd | Australia | 13.96% |
| DoubleOne 3 Unit Trust | Australia | 13.96% |
| DPS Leighton Offshore Engineering Sdn Bhd | Queensland, Australia | 27.89% |
| Ewenissa Pty Ltd. | Sydney, Australia | 27.89% |
| Giddens Investment Ltd. | Hong Kong | 27.89% |
| Green Construction Company | Wilmington, United States | 27.89% |
| Gridcomm Pty. Ltd. | Melbourne, Australia | 27.89% |
| Hamilton Harbour | Australia | 20.92% |
| Hamilton Harbour Unit Trust (Devine Hamilton Unit Trust) | Australia | 20.92% |
| HOCHTIEF Asia Pacific GmbH | Essen, Germany | 52.20% |
| HOCHTIEF AUSTRALIA HOLDINGS LIMITED | Sydney, Australia | 52.20% |
| Hunter Valley Earthmoving Co. Pty Ltd. | Rutherford, Australia | 27.89% |
| HWE Cockatoo Pty Ltd | Australia | 27.89% |
| HWE Maintenance Services Pty. Ltd. | Australia | 27.89% |
| HWE Mining Pty Ltd | Australia | 27.89% |
| HWE Newman Assets Pty Ltd | Australia | 27.89% |
| Infoplex Pty. Ltd. | Sydney, Australia | 27.89% |
| Jarra Wood Pty. Ltd. | Australia | 27.89% |
| JH Rail Holdings Pty. Limited | Australia | 16.45% |
| JH Rail Investments Pty. Limited | Australia | 16.45% |
| JH Rail Operations Pty. Limited | Australia | 16.45% |
| JHG Mutual Limited | Australia | 27.89% |
| Joetel Pty. Limited | Australia | 16.45% |
| John Holland - Leighton (South East Asia) Joint Venture | Hong Kong | 27.89% |
| John Holland (NZ) Ltd. | New Zealand | 27.89% |
| John Holland AD Holdings Pty. Ltd. | Abbotsford, Australia | 27.89% |
| John Holland AD Investments Pty. Ltd. | Abbotsford, Australia | 27.89% |
| John Holland AD Operations Pty. Ltd. | Abbotsford, Australia | 27.89% |
| John Holland Aviation Services Pty. Ltd. | Australia | 27.89% |
| John Holland Development & Investment Pty. Ltd. | Abbotsford, Australia | 27.89% |
| John Holland Engineering Pty. Ltd. | Australia | 27.89% |
| John Holland Group Pty Ltd. | Abbotsford, Australia | 27.89% |
| John Holland Infrastructure Nominees Pty. Ltd. | Australia | 27.89% |
| John Holland Infrastructure Pty. Ltd. | Australia | 27.89% |
| John Holland Infrastructure Trust | Australia | 27.89% |
| John Holland Investment Pty. Ltd. | Australia | 27.89% |
| John Holland Melbourne Rail Franchise Pty. Ltd. | Australia | 27.89% |
| John Holland Pty Ltd. | Abbotsford, Australia | 27.89% |
| John Holland Queensland Pty. Ltd. | Australia | 27.89% |
| John Holland Rail Pty. Ltd. | Abbotsford, Australia | 27.89% |
| John Holland Services Pty. Ltd. | Australia | 27.89% |
| Kingscliff Resort Trust | Australia | 27.89% |
| LCPL (PNG) Limited | Papua-Neuguinea | 27.89% |
| Leighton (PNG) Limited | Papua-Neuguinea | 27.89% |
| Leighton Admin Services Pty Ltd. | Sydney, Australia | 27.89% |
| Leighton Africa Botswana (Proprietary) Limited | Botswana | 27.89% |
| Leighton Arranging Pty. Ltd. | Australia | 27.89% |
| Leighton Asia (China) Limited | Hong Kong | 27.89% |
| Leighton Asia (Hong Kong) Holdings (No. 2) Limited | Hong Kong | 27.89% |
| Leighton Asia Ltd. | Hong Kong | 27.89% |
| Leighton Asia Southern Pte. Ltd. | Singapore | 27.89% |
| Leighton Construction and Mining Africa (Pty) Ltd | Botswana | 27.89% |
| Leighton Contractors (Asia) Ltd. | Hong Kong | 27.89% |
| Leighton Contractors (China) Ltd. | Hong Kong | 27.89% |
| Leighton Contractors (Indo-China) Ltd. | Hong Kong | 27.89% |
| Leighton Contractors (Laos) Sole Company Ltd. | Laos | 27.89% |
| Leighton Contractors (Malaysia) Sdn. Bhd. | Malaysia | 27.89% |
| Leighton Contractors (Philippines) Inc. | Philippines | 11.16% |
| Leighton Contractors Asia (Cambodia) Co. Ltd. | Cambodia | 27.89% |
| Leighton Contractors Asia (Vietnam) Limited | Vietnam | 27.89% |
| Leighton Contractors Inc. | Wilmington, United States | 27.89% |
| Leighton Contractors Infrastructure Nominees Pty. Ltd. | Australia | 27.89% |
| Leighton Contractors Infrastructure Pty. Ltd. | Australia | 27.89% |
| Leighton Contractors Infrastructure Trust | Australia | 27.89% |
| Leighton Contractors Lanka (Private) Ltd. | Sri Lanka | 27.89% |
| Leighton Contractors Mauritius Ltd. | Mauritius | 27.89% |
| Leighton Contractors Pty Ltd. | Sydney, Australia | 27.89% |
| Leighton Engineering & Construction (Singapore) Pte Ltd | Singapore | 27.89% |
| Leighton Engineering Joint Venture | Malaysia | 19.52% |
| Leighton Finance (USA) Pty. Ltd. | Australia | 27.89% |
| Leighton Finance International Pty Ltd. | Australia | 27.89% |
| Leighton Finance Ltd. | Sydney, Australia | 27.89% |
| Leighton Foundation Engineering (Asia) Ltd. | Hong Kong | 27.89% |
| Leighton Funds Management Pty Ltd. | Sydney, Australia | 27.89% |
| Leighton Geotech Ltd. | Bangkok, Thailand | 6.70% |
| Leighton Harbour Trust | Australia | 27.89% |

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|---|-------------------------------|-----------------------|
| Leighton Holdings Infrastructure Nominees Pty. Ltd. | Australia | 27.89% |
| Leighton Holdings Infrastructure Pty. Ltd. | Australia | 27.89% |
| Leighton Holdings Infrastructure Trust | Australia | 27.89% |
| Leighton Holdings Investments Pty. Ltd. | Australia | 27.89% |
| Leighton Holdings Limited | Sydney, Australia | 27.89% |
| Leighton Holland Browse JV | Australia | 27.89% |
| Leighton Infrastructure Investments Pty. Ltd. | Sydney, Australia | 27.89% |
| Leighton International FZ LLC | United States | 27.89% |
| Leighton International Holdings Limited | Cayman Islands, Great Britain | 27.89% |
| Leighton International Ltd. | Cayman Islands, Great Britain | 27.89% |
| Leighton International Mauritius Holdings Limited No. 4 | Mauritius | 27.89% |
| Leighton International Projects (India) Private Limited | India | 27.89% |
| Leighton Investments Mauritius Limited | Mauritius | 27.89% |
| Leighton Investments Mauritius Limited No. 2 | Hong Kong | 27.89% |
| Leighton Investments Mauritius Limited No. 4 | Mauritius | 27.89% |
| Leighton John Holland Joint Venture (Lai Chi Kok) | Hong Kong | 27.89% |
| Leighton LLC | Mongolia | 27.89% |
| Leighton Mauritius (Africa) Limited | Mauritius | 27.89% |
| Leighton Middle East and Africa (Holding) Limited | Great Britain | 27.89% |
| Leighton Motorway Investments No. 2 Pty. Ltd. | Sydney, Australia | 27.89% |
| Leighton Offshore Australia Pty. Ltd. | Australia | 27.89% |
| Leighton Offshore Pte. Ltd. | Singapore | 27.89% |
| Leighton Offshore Sdn Bhd (formerly Leighton International Sdn. Bhd.) | Malaysia | 27.89% |
| Leighton Offshore-John Holland Joint Venture (LTA Project) | Australia | 27.89% |
| Leighton Pacific St Leonards Pty. Ltd. | Australia | 27.89% |
| Leighton Pacific St Leonards Unit Trust | Australia | 27.89% |
| Leighton Portfolio Services Pty Ltd. | Sydney, Australia | 27.89% |
| Leighton Projects Consulting (Shanghai) Ltd. | China | 27.89% |
| Leighton Properties (Brisbane) Pty Ltd. | Sydney, Australia | 27.89% |
| Leighton Properties (VIC) Pty Ltd. | Sydney, Australia | 27.89% |
| Leighton Properties (WA) Pty. Ltd. | Australia | 27.89% |
| Leighton Properties Pty Ltd. | Sydney, Australia | 27.89% |
| Leighton Properties Resorts Pty Limited | Australia | 27.89% |
| Leighton Property Development Pty Ltd. | Sydney, Australia | 27.89% |
| Leighton Property Funds Management Ltd. | Sydney, Australia | 27.89% |
| Leighton Property Management Pty Ltd. | Sydney, Australia | 27.89% |
| Leighton Residential Investments Pty. Ltd. | Australia | 27.89% |
| Leighton Services Australia Pty Ltd. | Sydney, Australia | 27.89% |
| Leighton Staff Shares Pty Ltd. | Sydney, Australia | 27.89% |
| Leighton USA Inc. | United States | 27.89% |
| Leighton-John Holland Joint Venture | Australia | 27.89% |
| Leighton-LNS Joint Venture | Hong Kong | 27.31% |
| Leighton-Macmahon Joint Venture | Hong Kong | 20.92% |
| Leighton Offshore / Leighton Engineering & Construction JV | Singapore | 27.89% |
| Leighton Offshore Arabia Co. Ltd. | Saudi Arabian | 27.89% |
| LH Holdings Co Pty Ltd | Australia | 27.89% |
| LMENA No. 1 Pty. Ltd. | Australia | 27.89% |
| LMENA Pty. Ltd. | Australia | 27.89% |
| LPWRAP Pty Ltd | Australia | 27.89% |
| LSE Technology (Australia) Pty Ltd. | Sydney, Australia | 27.89% |
| Martox Pty. Ltd. | Australia | 16.45% |
| Menette Pty. Limited | Australia | 27.89% |
| Metro Developments Australia Pty. Ltd. | Australia | 27.89% |
| Metronode (NSW) Pty Ltd | Australia | 27.89% |
| Metronode Investments Pty Limited (formerly Vytel Investments) | Sydney, Australia | 27.89% |
| Metronode M2 Pty Ltd | Australia | 27.89% |
| Metronode New Zealand Limited | New Zealand | 27.89% |
| Metronode Pty Ltd. | Sydney, Australia | 27.89% |
| Metronode S2 Pty Ltd | Victoria, Australia | 27.89% |
| Moonamang Joint Venture Pty Ltd | Australia | 27.89% |
| Moorookyle Devine Pty Limited | Victoria, Australia | 1.74% |
| Nestdeen Pty. Ltd. | Australia | 27.89% |
| Nextgen Networks Pty. Ltd. | Australia | 27.89% |
| Nextgen Pure Data Pty Ltd | Australia | 27.89% |
| Nextgen Telecom (WA) Pty Ltd (formerly known as Silk Telecom (WA)) | WA, Australia | 27.89% |
| Nextgen Telecom Pty Limited (formerly Silk Telecom Pty. Limited) | Victoria, Australia | 27.89% |
| Nexus Point Solutions Pty. Ltd. | Sydney, Australia | 27.89% |
| Opal Insurance (Singapore) Pte Ltd. | Singapore | 27.89% |
| Pioneer Homes Australia Pty Limited | Queensland, Australia | 3.49% |
| Plant & Equipment Leasing Pty Ltd. | Sydney, Australia | 27.89% |
| PT Cinere Serpong Jaya | Indonesia | 27.89% |
| PT Leighton Contractors Indonesia | Indonesia | 27.89% |
| PT Ngawi Kertosono Jaya | Indonesia | 26.50% |
| PT Solo Ngawi Jaya | Indonesia | 26.50% |
| PT Thiess Contractors Indonesia | Jakarta, Indonesia | 27.89% |
| River Links Developments Pty. Ltd. | Australia | 27.89% |
| Riverstone Rise Gladstone Pty Ltd | Australia | 13.96% |
| Riverstone Rise Gladstone Unit Trust | Australia | 13.96% |
| Silverton Group (Aust) Pty. Ltd. | Australia | 27.89% |
| Silverton Group Pty. Ltd. | Australia | 27.89% |
| Talcliff Pty Limited | Queensland, Australia | 6.98% |
| Technical Resources Pty Ltd. | Sydney, Australia | 27.89% |
| Telecommunication Infrastructure Pty. Ltd. | Abbotsford, Australia | 27.89% |
| Thai Leighton Ltd. | Bangkok, Thailand | 13.67% |
| Thiess (Mauritius) Pty. Ltd. | Mauritius | 27.89% |
| Thiess Contractors (Malaysia) Sdn. Bhd. | Kuala Lumpur, Malaysia | 27.89% |
| Thiess Contractors (PNG) Ltd. | Papua-Neuguinea | 27.89% |
| Thiess India Pvt Ltd | India | 27.89% |
| Thiess Infraco Pty. Limited | Australia | 27.89% |
| Thiess Infrastructure Nominees Pty. Ltd. | Australia | 27.89% |
| Thiess Infrastructure Pty. Ltd. | Australia | 27.89% |
| Thiess Infrastructure Trust | Australia | 27.89% |
| Thiess Investments Pty Ltd. | South Bank, Australia | 27.89% |
| Thiess John Holland Joint Venture (Airport Link) | Australia | 27.89% |
| Thiess John Holland Joint Venture (Eastlink) | Australia | 27.89% |
| Thiess John Holland Joint Venture (Lane Cove Tunnel) | Australia | 27.89% |
| Thiess John Holland Motorway Services | Australia | 27.89% |

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|---|-------------------------|-----------------------|
| Thiess Minecs India Pvt. Ltd. | India | 25.10% |
| Thiess NC | New Caledonia | 27.89% |
| Thiess NZ Limited | Auckland, New Zealand | 27.89% |
| Thiess Pty Ltd. | South Bank, Australia | 27.89% |
| Thiess Services John Holland Services Joint Venture | Australia | 27.89% |
| Thiess Services Ltd. | New Zealand | 27.89% |
| Thiess Services Pty Ltd. | South Bank, Australia | 27.89% |
| Thiess Southland Pty Ltd. | South Bank, Australia | 27.89% |
| Think Consulting Group Pty. Ltd. | Australia | 27.89% |
| Townsville City Project Pty Ltd | Australia | 20.92% |
| Townsville City Project Trust | Australia | 20.92% |
| Vision Hold Pty Ltd. | St. Leonards, Australia | 27.89% |
| Visionstream Australia Pty Ltd. | St. Leonards, Australia | 27.89% |
| Visionstream Pty Ltd. | Sydney, Australia | 27.89% |
| Visionstream Services Pty Ltd. | Sydney, Australia | 27.89% |
| Vytel Pty Ltd. | Sydney, Australia | 27.89% |
| Wai Ming Contracting Company Limited | Hong Kong | 27.89% |
| Western Port Highway Trust | Australia | 27.89% |
| Yoltax Pty. Limited | Australia | 16.45% |
| Zelmex Pty. Limited | Australia | 16.45% |

Hochtief Europe

| | | |
|--|----------------------------|--------|
| A.L.E.X.-Bau GmbH | Essen, Germany | 52.20% |
| ACL Investment a.s. | Prag, Czech Republic | 52.20% |
| Advago S.A. | Spata, Greece | 26.62% |
| Area of Sports mbH & Co. KG | Mönchengladbach, Germany | 26.10% |
| AVN Chile Fünfte Holding GmbH | Essen, Germany | 52.20% |
| AVN Chile Vierte Holding GmbH | Essen, Germany | 52.20% |
| car.e Facility Management GmbH | Hamburg, Germany | 52.20% |
| car.e Facility Management Kft. | Budapest, Hungary | 52.20% |
| Constructora Cheves S.A.C. | Lima, Peru | 33.93% |
| Constructora HOCHTIEF - Teca S.A. | Santiago de Chile, Chile | 36.54% |
| Constructora Nuevo Maipo S.A. | Santiago de Chile, Chile | 36.54% |
| Copernicus Apartments Sp.z o.o. | Warschau, Poland | 52.20% |
| Deutsche Bau- und Siedlungs-Gesellschaft mbH | Essen, Germany | 52.20% |
| Deutsche Baumanagement GmbH | Essen, Germany | 52.20% |
| DURST-BAU GmbH | Wien, Austria | 52.20% |
| Entreprise Générale de Construction HOCHTIEF-LUXEMBOURG S.A. | Luxembourg, Luxembourg | 52.20% |
| Euripus s.r.o. | Prag, Czech Republic | 52.20% |
| Europaviertel Baufeld 4d GmbH & Co. KG | Essen, Germany | 52.20% |
| FM Go! GmbH | München, Germany | 39.10% |
| FM Holding GmbH | Essen, Germany | 52.20% |
| forum am Hirschgarten Nord GmbH & Co. KG | Essen, Germany | 52.20% |
| forum am Hirschgarten Süd GmbH & Co. KG | Essen, Germany | 52.20% |
| GVG mbH & Co. Objekt RPU Berlin 2 KG | Essen, Germany | 49.07% |
| HOCHTIEF (UK) Construction Ltd. | Swindon, Great Britain | 52.20% |
| HOCHTIEF A5 Holding GmbH | Wien, Austria | 52.20% |
| HOCHTIEF ABC Schools Partner Inc. | Calgary, Canada | 52.20% |
| HOCHTIEF Ackerstraße 71-76 GmbH & Co. KG | Berlin, Germany | 52.20% |
| HOCHTIEF Asset Services GmbH | Essen, Germany | 52.20% |
| HOCHTIEF Aurestis Beteiligungsgesellschaft mbH | Essen, Germany | 52.20% |
| HOCHTIEF B2L Partner Inc. | Calgary, Canada | 52.20% |
| HOCHTIEF Canada Holding 1 Inc. | Toronto, Canada | 52.20% |
| HOCHTIEF Canada Holding 2 Inc. | Toronto, Canada | 52.20% |
| HOCHTIEF Canada Holding 3 Inc. | Calgary, Canada | 52.20% |
| HOCHTIEF Canada Holding Inc. | Toronto, Canada | 52.20% |
| HOCHTIEF Construction Austria GmbH & Co. KG | Wien, Austria | 52.20% |
| HOCHTIEF Construction Chilena Ltda. | Santiago de Chile, Chile | 52.20% |
| HOCHTIEF Construction Erste Vermögensverwaltungsgesellschaft mbH | Essen, Germany | 52.20% |
| HOCHTIEF Construction Management Middle East GmbH | Essen, Germany | 52.20% |
| HOCHTIEF CZ a.s. | Prag, Czech Republic | 52.20% |
| HOCHTIEF Development Austria GmbH | Wien, Austria | 52.20% |
| HOCHTIEF Development Austria Verwaltungs GmbH & Co. KG | Wien, Austria | 52.20% |
| HOCHTIEF Development Czech Republic s.r.o. | Prag, Czech Republic | 52.20% |
| HOCHTIEF Development Hungary Kft. | Budapest, Hungary | 52.20% |
| HOCHTIEF Development Poland Sp. z o.o. | Warschau, Poland | 52.20% |
| HOCHTIEF Development Project One SRL | Bukarest, Romania | 52.20% |
| HOCHTIEF Development Project Three SRL | Bukarest, Romania | 52.20% |
| HOCHTIEF Development Project Two SRL | Bukarest, Romania | 52.20% |
| HOCHTIEF DEVELOPMENT ROMANIA SRL | Bukarest, Romania | 52.20% |
| HOCHTIEF Development Schweden AB | Stockholm, Suecia | 52.20% |
| HOCHTIEF Development Schweiz Projekt 2 AG | Opfikon, Switzerland | 52.20% |
| HOCHTIEF Energy Management GmbH | Essen, Germany | 52.20% |
| HOCHTIEF Energy Management Harburg GmbH | Hamburg, Germany | 33.93% |
| HOCHTIEF Facility Management Bahrain Airport W.L.L. | Manama, Bahrain | 13.31% |
| HOCHTIEF Facility Management Bahrain W.L.L. | Manama, Bahrain | 26.62% |
| HOCHTIEF Facility Management Hellas S.A. | Spata, Greece | 52.20% |
| HOCHTIEF Facility Management Polska Sp. z o.o. | Warschau, Poland | 52.20% |
| HOCHTIEF Facility Management Swiss AG | Zürich, Switzerland | 46.98% |
| HOCHTIEF Facility Management UK Limited | London, Great Britain | 52.20% |
| HOCHTIEF Hamburg GmbH | Hamburg, Germany | 36.54% |
| HOCHTIEF HUNGARIA Facility Management Kft. | Budapest, Hungary | 52.20% |
| HOCHTIEF Kirchberg Services S.A. | Luxembourg, Luxembourg | 52.20% |
| HOCHTIEF NEAH Partner Inc. | Edmonton, Canada | 52.20% |
| HOCHTIEF Offshore Crewing GmbH | Essen, Germany | 52.20% |
| HOCHTIEF ÖPP Projektgesellschaft mbH | Essen, Germany | 52.20% |
| HOCHTIEF Polska S.A. | Warschau, Poland | 52.20% |
| HOCHTIEF PPP Bundeswehrpartner FWK München GmbH & Co. KG | Essen, Germany | 52.20% |
| HOCHTIEF PPP Schools Capital Limited | Swindon, Great Britain | 26.62% |
| HOCHTIEF PPP Schulpartner Braunschweig GmbH | Braunschweig, Germany | 52.20% |
| HOCHTIEF PPP Schulpartner Frankfurt am Main GmbH & Co. KG | Frankfurt am Main, Germany | 52.20% |
| HOCHTIEF PPP Schulpartner GmbH & Co. KG | Heusenstamm, Germany | 49.54% |
| HOCHTIEF PPP Schulpartner Köln P 1 GmbH & Co. KG | Essen, Germany | 52.20% |

APPENDIX I

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|--|----------------------------|-----------------------|
| HOCHTIEF PPP Schulpartner Köln Rodenkirchen GmbH & Co. KG | Essen, Germany | 52.20% |
| HOCHTIEF PPP Solutions (Ireland) Limited | Dublin, Ireland | 52.20% |
| HOCHTIEF PPP Solutions (UK) Limited | Swindon, Great Britain | 52.20% |
| HOCHTIEF PPP Solutions GmbH | Essen, Germany | 52.20% |
| HOCHTIEF PPP Solutions North America Inc. | Delaware, United States | 52.20% |
| HOCHTIEF Presidio Holding LLC | Wilmington, United States | 52.20% |
| HOCHTIEF Projektentwicklung 'Am Europagarten' GmbH & Co. KG | Essen, Germany | 52.20% |
| HOCHTIEF Projektentwicklung GmbH | Essen, Germany | 52.20% |
| HOCHTIEF Projektentwicklung 'Helfmann Park' GmbH & Co. KG | Essen, Germany | 52.20% |
| HOCHTIEF Property Management GmbH | Essen, Germany | 52.20% |
| HOCHTIEF Shield Investment Inc. | Toronto, Canada | 52.20% |
| HOCHTIEF Solutions AG | Essen, Germany | 52.20% |
| HOCHTIEF Solutions Middle East Qatar W.L.L. | Doha, Qatar | 25.58% |
| HOCHTIEF Solutions Real Estate formart GmbH | Essen, Germany | 52.20% |
| HOCHTIEF Solutions Real Estate GmbH | Essen, Germany | 52.20% |
| HOCHTIEF Trade Solutions GmbH | Essen, Germany | 52.20% |
| HOCHTIEF ViCon GmbH | Essen, Germany | 52.20% |
| HOCHTIEF ViCon Qatar W.L.L. | Doha, Qatar | 25.58% |
| HTD Smart Office Nr.1 GmbH & Co. KG | Wien, Austria | 52.20% |
| HTP Grundbesitz Blue Heaven GmbH | Essen, Germany | 49.07% |
| HTP Immo GmbH | Essen, Germany | 52.20% |
| I.B.G. Immobilien- und Beteiligungsgesellschaft Thüringen-Sachsen mbH | Essen, Germany | 52.20% |
| Immobilière de Hamm S.A. | Luxembourg, Luxembourg | 52.20% |
| Inversiones HOCHTIEF PPP Solutions Chile dos Ltda. | Santiago de Chile, Chile | 52.20% |
| LOFTWERK Eschborn GmbH & Co. KG | Essen, Germany | 52.20% |
| MK 1 Am Nordbahnhof Berlin GmbH & Co. KG | Essen, Germany | 52.20% |
| MOLTENDRA Grundstücks-Vermietungsgesellschaft mbH & Co. Objekt Mainoffice KG | Frankfurt am Main, Germany | 52.20% |
| OOO HOCHTIEF | Moscu, Russia | 52.20% |
| Project Development Poland 3 B.V. | Amsterdam, Holland | 52.20% |
| Project SP1 Sp. z o.o. | Warschau, Poland | 52.20% |
| Projektgesellschaft Börsentor Frankfurt GmbH & Co. KG | Essen, Germany | 52.20% |
| Projektgesellschaft Konrad-Adenauer-Ufer Köln GmbH & Co. KG | Essen, Germany | 52.20% |
| Projektgesellschaft Marco Polo Tower GmbH & Co. KG | Hamburg, Germany | 36.54% |
| Projektgesellschaft Quartier 21 mbH & Co. KG | Essen, Germany | 28.71% |
| PSW Leinetal GmbH | Freden, Germany | 52.20% |
| RheinartOffice GmbH & Co. KG | Essen, Germany | 26.10% |
| SCE Chile Holding GmbH | Essen, Germany | 52.20% |
| SCE Chilean Holding S.A. | Santiago de Chile, Chile | 52.20% |
| Soduker B.V. | Amsterdam, Holland | 52.20% |
| Spiegel-Insel Hamburg GmbH & Co. KG | Essen, Germany | 52.20% |
| Stadion Nürnberg Betriebs - GmbH | Nürnberg, Germany | 39.10% |
| Streif Baulogistik GmbH | Essen, Germany | 52.20% |
| STREIF Baulogistik Polska Sp.z o.o. | Warschau, Poland | 52.20% |
| Tirpser B.V. | Amsterdam, Holland | 52.20% |
| Tivoli Garden GmbH & Co. KG | Essen, Germany | 52.20% |
| Uferpalais Projektgesellschaft mbH & Co. KG | Essen, Germany | 36.54% |

INDUSTRIAL SERVICES

| | | |
|---|---|---------|
| ACS Industrial Services, LLC. | 3511 Silverside road suite 105 Wilmington Delaware 19810 County of New Castle. United States. | 100.00% |
| ACS Peru | Avenida Victor Andrés Belaúnde 887 Distrito Carmen de Le Legua Reinoso. Lima. Peru. | 100.00% |
| ACS Servicios Comunicac y Energía de Mexico SA CV | C/ Juan Racine, 112 Piso 8. 11510 Mexico DF. Mexico. | 100.00% |
| ACS Servicios Comunicaciones y Energía, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Actividades de Instalaciones y Servicios, Cobra, S.A. | Calle 21 nº 7070, Parque Empresarial Montevideo. Bogotá. Colombia | 100.00% |
| Actividades de Montajes y Servicios, S.A. de C.V. | C/ Melchor Ocampo, 193 Torre C, Piso 14, Letra D Colonia Verónica Anzures. Mexico. | 100.00% |
| Actividades de Servicios e Instalaciones Cobra, S.A. | 2 Avda. 13-35 Zona 17, Ofibodegas los Almendros N° 3. 01017 Ciudad de Guatemala. Guatemala | 100.00% |
| Actividades de Servicios e Instalaciones Cobra, S.A. | Avda. Amazonas 3459-159 e Iñaquito Edificio Torre Marfil. Oficina 101. Ecuador | 100.00% |
| Actividades y Servicios, S.A. | Nicaragua 5935 3 Piso. Buenos Aires. Argentina. | 100.00% |
| Agadirver | Rua Rui Teles Palhinha, 4. Leão. 2740-278 Porto Salvo. Portugal | 74.54% |
| Água Energia e Meio Ambiente, Ltda. | Rua Marechal Camera, 160 sala 1621. Rio de Janeiro. Brazil. | 100.00% |
| Al-Andalus Wind Power, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Albatros Logistic, Maroc, S.A. | Rue Ibnou El Coutia. Lotissement At Tawfiq hangar 10 Casablanca. Morocco | 75.00% |
| Albatros Logistic, S.A. | C/ Franklin Naves, 16-22. 28906 Getafe. Madrid. Spain | 100.00% |
| Albufera Projetos e Serviços, Ltda. | Av. Presidente Wilson 231, Sala 1701 Parte. Rio de Janeiro. Brazil | 100.00% |
| Aldebarán S.M.E., S.A. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain. | 100.00% |
| Aldeire Solar, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Aldeire Solar-2, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Alfrani, S.L. | C/ Manzanares, 4. 28005 Madrid. Spain | 100.00% |
| Altomira Eólica, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Andasol 3 Central Termosolar Tres, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Andasol 4 Central Termosolar Cuatro, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Andasol 5 Central Termosolar Cinco, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Andasol 6 Central Termosolar Seis, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Andasol 7 Central Termosolar Siete, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Antennea Technologies, S.L. | C/ Sepúlveda, 6. 28108 Alcobendas. Madrid. Spain | 100.00% |
| Apadil Armad. Plást. y Acces. de Iluminación, S.A. | E.N. 249/4 Km 4.6 Trajouce. São Domingos de Rana. 2775. Portugal | 100.00% |
| API Fabricación, S.A. | Raso de la Estrella, s/n. 28300 Aranjuez. Spain | 100.00% |
| API Movilidad, S.A. | Avda. de Manoteras, 26. 28050 Madrid. Spain | 100.00% |
| Applied Control Technology, LLC. | 5005 N. Stateline Av. Texarcana Texas TX 75503. United States. | 100.00% |
| Araucária Projetos e Serviços de Construção, Ltda. | Av. Presidente Wilson 231, Sala 1701 Parte. Rio de Janeiro. Brazil | 50.00% |
| Argencobra, S.A. | Nicaragua 5935 2º Piso. CP C1414BWK Buenos Aires. Argentina | 100.00% |
| Asistencia Offshore, S.A. | Bajo de la Cabeza, s/n. 11510 Puerto Real. Cadiz. Spain. | 100.00% |
| Atil-Cobra, S.A. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Atlântico-Concessões Transp Energia do Brazil Ltda. | Rua Marcos Macedo 1333 sala 1410 Ed. P tio D. Luiz Torre II. 60150-190. Fortaleza. Brazil. | 74.54% |
| Audeli, S.A. | C/ Anabel Segura 11, edificio 2 C. Madrid 28108. Spain. | 88.90% |
| B.I. Josebeso, S.A. | Pz Venezuela, Torre Phelps s/n. 1050 Caracas. Venezuela. | 82.80% |
| Barra do Peixe Montagens e Serviços, Ltda. | Avd. Marechal Camera, 160 sala 1621. Rio de Janeiro. Brazil. | 99.90% |
| Benisaf Water Company, Spa | 29 Bis Rue Abou Nouas, Hydra - Alger. Argel. Argelia. | 51.00% |
| Berea Eólica, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 70.00% |
| Biobeiraner, Lda. | 3475-031 Caramulo. Fresquesia do Guardao - Conelho de Tondela. Portugal. | 21.62% |
| Biodemira, Lda. | Tagus Sapce - Rua Rui Teles Palhinha, N 4 2740-278. Porto Salvo. Portugal. | 74.54% |
| Bioparque Mira, Lda. | Tagus Sapce - Rua Rui Teles Palhinha, N 4 2740-278. Porto Salvo. Portugal. | 74.54% |
| Biorio, Lda. | Tagus Sapce - Rua Rui Teles Palhinha, N 4 2740-278. Porto Salvo. Portugal. | 74.54% |

APPENDIX I

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|---|--|-----------------------|
| BTOB Construccion Ventures, S.L. | C/ Teide, 4-1ª Plta. 28709 San Sebastián de los Reyes. Madrid. Spain | 100.00% |
| C. A. Weinfeder de Suministro de Personal | Pz Venezuela, Torre Phelps s/n. 1050 Caracas. Venezuela. | 82.80% |
| Cachoeira Montages e Serviços, Ltda. | Marechal Camera,160 Rio de Janeiro. Brazil 20020 | 100.00% |
| Calidad e Inspecciones Offshore, S.L. | Bajo de la Cabezueta, s/n. 11510 Puerto Real. Cadiz. Spain. | 100.00% |
| California Sun Power, LLC. | 818 West Seventh Street Los Angeles California 90017. United States | 100.00% |
| Calvache Eólica, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 70.00% |
| Carta Valley Wind Power, LLC. | 2711 Centerville Road Suite 400.Wilmington county of New Castle delaware 19808. United States. | 100.00% |
| Castellwind Asturias, S.L. | C/ Celestino Junquera, 2, oficina 56. Gijón. Spain | 65.22% |
| Catalana de Treballs Públics, S.A. | Carretera del Mig, 37. 08940 Cornellà de Llobregat. Barcelona. Spain | 100.00% |
| Cataventos Acarau, Ltda. | Fazenda Libra Acarau S/N. 62.580-000.Acarau, Estado do Cear. Brazil. | 74.54% |
| Cataventos de Paracuru, Ltda. | Sítio Freixeiras S/N. 62.680-000.Paracuru, Estado do Cear. Brazil. | 74.54% |
| Cataventos Embuaca, Ltda. | Fazenda Bodes S/N Praia da Embuaca. 62.690-000.Trairi, Estado do Cear. Brazil. | 74.54% |
| CCR Platforming Cangrejera S.A. de C.V. | C/ Juan Racine, 112 Piso 8. 11510 Mexico DF. Mexico. | 68.00% |
| Central Térmica de Mejillones, S.A | Avda. José Pedro Alessandri 2323 Macul.Santiago de Chile. Chile. | 100.00% |
| Centro de Control Villadiego, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Chaparral Wind Power, S.L. | Cardenal Marcelo Spínola 10. Madrid 28016. Spain. | 100.00% |
| CIL | Avda. Marechal Camera 160. Rio de Janeiro. Brazil | 100.00% |
| CM- Constrições, Ltda. | Rua, XV de Novembro 200, 14º Andar San Paulo. Brazil CPE 01013-000 | 74.54% |
| Cme Águas, S.A. | Rua Rui Teles Palhinha, 4. Leão 2740-278 Porto Salvo. Portugal | 74.54% |
| Cme Angola, S.A. | Av. 4 de Fevereiro, 42.Luanda. Angola. | 74.54% |
| CME Cabo Verde, S.A. | Achada Santo António.Praia. Cabo Verde. | 74.54% |
| CME Chile, SPA. | Puerto Madero 9710, Of 35-36A.Pudahuel. Chile. | 74.54% |
| CME Construction Mecano Electric, S.A. | 332 Bd. Brahim Roudani 12 Ma rif. Casablanca 01. Morocco | 74.54% |
| Cme Madeira, S.A. | Rua Alegria N.º 31-3º. Madeira. Portugal | 37.79% |
| CME Peru, S.A. | Av. Víctor Andrés Belaunde 395. San Isidro. Lima. Peru. | 74.54% |
| Cobra Bahía Instalações e Serviços | Cuadra 4, 10 Estrada do Coco/Bahia. Brazil 47680 | 100.00% |
| Cobra Bolívia, S.A. | Rosendo Gutierrez, 686 Sopocachi. Bolívia | 100.00% |
| Cobra Concesiones Brazil, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra Concesiones, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra CSP USA, Inc. | 2711 Centerville Road, Suite 400, Wilmington.County of Newcastle. Delaware 19808. United States. | 100.00% |
| Cobra Energy Investment, LLC. | 7380 West Sahara, Suite 160.Las Vegas NV 89117. United States. | 100.00% |
| Cobra Energy, Ltd | 60 Solonos street, Atenas. Grecia | 100.00% |
| Cobra Georgia, Llc. | Old Tbilisi Region, 27/9 Brother Zubalashvili Street. Georgia | 100.00% |
| Cobra Gestión de Infraestructuras, S.L.U | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra Gibraltar Limited | Suites 21&22 Victoria House, 26 Main Street.Gibraltar. | 100.00% |
| Cobra Great Island Limited | 160 Shelbourne Road Ballbridge. Dublin. IrelandIreland Dublin. | 100.00% |
| Cobra Group Australia Pty, Ltd. | Level 5 Mayne Building 390 ST Kilda Road.Melbourne. Australia. | 100.00% |
| Cobra Industrial Services, Inc. | 3511Silverside road suite 105.Wilmington Delaware 19810 County of New Castle. United States. | 100.00% |
| Cobra Infraestructuras Hidráulicas, S.A. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra Infraestructuras Internacional, S.A. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra Ingeniería de Montajes, S.A. | Fernando Villalon,3. 41004 Sevilla. Spain. | 100.00% |
| Cobra Ingeniería Uruguay, S.A. | Colinia Apartamento 305 .Montevideo. Uruguay. | 100.00% |
| Cobra Instalaciones Mexico, S.A. de C.V. | C/ Melchor Ocampo, 193 Colonia Verónica Anzures. Mexico | 100.00% |
| Cobra Instalaciones y Serv. India PVT | B-324 New Friends Colony New Delhi-110 025. India | 100.00% |
| Cobra Instalaciones y Servicios Internacional, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra Instalaciones y Servicios Dominican Republic | Av. Anacanoa Hotel Dominican Fiesta Santo Domingo, DN.Santo Domingo. Dominican Republic. | 100.00% |
| Cobra Instalaciones y Servicios, S.A. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra Instalações e Serviços, Ltda. | Rua Uruguai, 35, Porto Alegre, Rio Grande do Sul. Brazil. | 100.00% |
| Cobra Inversiones y Gestión, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra La Rioja Sur | Concepción Arenal 2630 CP 1426 Capital Federal Buenos Aires. Argentina | 100.00% |
| Cobra Peru II, S.A. | Avda. Víctor Andrés Belaúnde 887 Distrito: Carmen de Le Legua Reinoso. Peru. | 100.00% |
| Cobra Peru, S.A. | Avda. Víctor Andrés Belaúnde 887 Distrito: Carmen de Le Legua Reinoso. Peru. | 100.00% |
| Cobra Servicios Auxiliares, S.A. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra Sistemas de Seguridad, S.A. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra Sistemas y Redes, S.A. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra Solar del Sur, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra Sun Power USA, Inc. | 2711 Centerville Road Suite 400.Wilmington Country of New Castle Delaware 19808. United States. | 100.00% |
| Cobra Termosolar USA, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Cobra Thermosolar Plants, Inc. | 3773 Howard Hughes.Las Vegas, Nevada. EEUU. | 100.00% |
| Cobra-Udisport Conde de Guadalhorce, S.L. | Paseo Cerrado de Calderón, 18. Edif.Mercurio 1ª Plta. 29018 Málaga. Spain | 51.00% |
| COICISA Industrial, S.A. de C.V. | Melchor Ocampo, 193 Verónica Anzures 11300. Méjico. | 60.00% |
| Coinal Instalaciones y Servicios, S.A. de C.V. | Residencial Palermo, Pasaje 3, polígono G Casa #4 San Salvador, El Salvador | 100.00% |
| Coinsmar Instalaciones y Servicios, SARLAU | 210 Boulevard Serketouni Angle Boulevard Roudani nº 13, Maarif 2100. Casablanca. Morocco | 100.00% |
| Concesionaria Angostura Siguas, S.A. | Avda. Víctor Andrés Belaunde, 887.Lima. Peru. | 60.00% |
| Consortio Especializado Medio Ambiente, S.A.de C.V | Melchor Ocampo,193 piso 14.Méjico D.F. Mejico. | 60.00% |
| Consortio Sice-Comasca TLP S.A. | Av. Vitacura 2670. Oficina 702 – piso 7. Las Condes Santiago de Chile. Chile. | 50.00% |
| Construção e Manutenção Electromecânica S.A. (CME) | Rua Rui Teles Palhinha 4 Leão 2740-278 Porto Salvo. Portugal | 74.54% |
| Construciones Dorsa, S.A. | Cristóbal Bordiú, 35-5º oficina 515-517. Madrid. Spain | 99.73% |
| Control y Montajes Industriales Cymi Chile, Ltda. | C/Apoquindo 3001 Piso 9.206-744 Las Condes. Santiago de Chile. Chile. | 100.00% |
| Control y Montajes Industriales CYMI, S.A. | C/ Teide 4, 2ª Planta. 28709 San Sebastián de los Reyes. Madrid. Spain | 100.00% |
| Control y Montajes Industriales de Méjico, S.A. de C.V. | C/ Juan Racine, 116- 6º. 11510 Mexico D.F | 100.00% |
| Conyceto Pty Ltd. | 22 On Kildare. 22 Kildare Road.7700 Newlands.South Africa | 92.00% |
| Corporación Ygnus Air, S.A. | C/ Anabel Segura 11, edificio 2 C.Madrid 28108. Spain. | 88.90% |
| Cosersa, S.A. | Avda. de Manoteras, 26. 28050 Madrid. Spain | 100.00% |
| Cotefy S.A. de C.V. | Calzada de las Águilas, 1948.Ensenada. Mexico. | 80.00% |
| Cymi do Brazil, Ltda. | Av. Presidente Wilson 231, sala 1701 20030-020 Rio de Janeiro. Brazil | 100.00% |
| Cymi Holding, S.A. | Av. Presid Wilson 231 Sala 1701 Parte Centro. Rio de Janeiro. Brazil | 100.00% |
| Cymi Investment USA, S.L. | C/ Teide, 4-2ª Plta. 28709 San Sebastián de los Reyes. Madrid. Spain | 100.00% |
| Cymi Seguridad, S.A. | C/ Teide, 4-2ª Plta. 28709 San Sebastián de los Reyes. Madrid. Spain | 100.00% |
| Cymi USA INC. | 5005N State Line Ave.Texasarkana -TX75503. United States. | 100.00% |
| Cymimasa Serviços Industriais Ltda. | Avda. Presidente Wilson nº 231, Sala 1701 Parte cero.Rio de Janeiro. Brazil. | 100.00% |
| Delta P I, LLC. | 400-A Georgia Av.Deer Park Texas 77536. USA | 100.00% |
| Depuradoras del Bajo Aragón S.A. | Paraíso 3- 50410 Cuarte de Huerva. Zaragoza. Spain | 55.00% |
| Desarrollo Informático, S.A. | Avda. de Santa Eugenia, 6. 28031 Madrid. Spain | 100.00% |
| Dimática, S.A. | C/ Saturnino Calleja, 20. 28002 Madrid. Spain | 100.00% |
| Dinsa Eléctricas y Cymi, S.A. de CV | C/ Juan Racine, 116-6º. 11510 Mexico D.F | 100.00% |
| Dragados Construc. Netherlands, S.A. | Claude Debussylaan 24, 1082 MD Amsterdam. Holanda. | 100.00% |
| Dragados Gulf Construction, Ltda. | P. O Box 3140 Al Khobar 31952 Kingdom of Saudi Arabia | 100.00% |
| Dragados Industrial, S.A. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Dragados Industrial Algeria S.P.A. | Lot nº7 - Ville Coopérative El Feteh - El Bihar. Alger. Algérie | 100.00% |
| Dragados Industrial Canada, Inc. | 620 Rene Levesque West Suite 1000 H3B 1 N7 Montreal. Quebec. Canada | 100.00% |
| Dragados Offshore de Méjico KU-A2, S.A de C.V. | Juan Racine n 112, piso 8, Col. Los Morales 11510 Mexico D.F. | 100.00% |
| Dragados Offshore de Méjico, S.A. de C.V. | Juan Racine n 112, piso 8, Col. Los Morales 11510 Mexico D.F. | 100.00% |
| Dragados Offshore USA, Inc. | One Riwerway, Suite 1700.77056 Texas. Houston. United States. | 100.00% |
| Dragados Offshore, S.A. | Bajo de la Cabezueta, s/n. 11510 Puerto Real. Cádiz. Spain | 100.00% |
| Dragados Proyectos Industriales de Méjico, S.A. de C.V. | Juan Racine 112 8 piso Colonia Los Morales Mexico (DF) Delegacion Miguel Hidalgo 11510 | 100.00% |
| Dragados-Swiber Offshore, S.A.P.I. de C.V. | Juan Racine, 112. Piso 8, Col.Los Morales 11510 Mexico D.F. Mexico. | 51.00% |

APPENDIX I

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|--|---|-----------------------|
| Dyctel infraestrutura de Telecomunicações, Ltda. | C/ Rua Riachuelo, 268. 90010 Porto Alegre. Brazil | 100.00% |
| Dyctel Infraestructuras de Telecomunicaciones, S.A. | C/ La Granja, 29. 28108 Alcobendas. Madrid. Spain | 100.00% |
| Ecocivil Electromur G.E., S.L. | C/ Paraguay, Parcela 13/3. 30169 San Ginés. Murcia. Spain | 100.00% |
| El Otero Wind Power, S.L. | Cardenal Marcelo Spínola 10. Madrid 28016. Spain. | 100.00% |
| El Recuento Eólica, S.L. | Cardenal Marcelo Spínola 10. Madrid 28016. Spain. | 100.00% |
| Electren USA Inc. | 500 Fifth Avenue, 38th floor. Nueva York 10110. United States. | 100.00% |
| Electrén, S.A. | Avda. del Brazil, 6. 28020 Madrid. Spain | 100.00% |
| Electromur, S.A. | C/ Cuatro Vientos, 1. San Ginés. Murcia. Spain | 100.00% |
| Electronic Traffic, S.A. | C/ Tres Forques, 147. 46014 Valencia. Spain | 100.00% |
| Electronic Traffic de Mexico, S.A. de C.V. | Melchor Ocampo 193 Torre C Piso 14D. Veronica Anzures . D.F. 11300. Mexico. | 100.00% |
| Emplogest, S.A. | Rua Alfredo Trindade, 4 Lisboa. 01649 Portugal | 98.21% |
| Emurtel, S.A. | C/ Carlos Egea, parc. 13-18. P.I. Oeste. Alcantarilla. Murcia. Spain | 50.10% |
| Enclavamientos y Señalización Ferroviaria, S.A. | C/ La Granja, 29. 28108 Alcobendas. Madrid. Spain | 100.00% |
| Enelec, S.A. | Av. Marechal Gomes da Costa 27. 1800-255 Lisboa. Portugal | 100.00% |
| Energía Sierrezuela, S.L. | Cardenal Marcelo Spínola 10. Madrid 28016. Spain. | 100.00% |
| Energía y Recursos Ambientales Internacional, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain. | 100.00% |
| Energías Ambientales de Guadalajara, S.L. | Cardenal Marcelo Spínola 10. Madrid 28016. Spain. | 100.00% |
| Energías Ambientales de Oaxaca, S.A. de C.V. | Juan Racine, 112 piso 6 Mexico D.F. | 100.00% |
| Energías Ambientales de Soria, S.L. | Cardenal Marcelo Spínola 10. Madrid 28016. Spain. | 100.00% |
| Energías Renovables Andorranas, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain. | 75.00% |
| Energías y Recursos Ambientales, S.A. | Avda. de Pío XII, 102. 28036 Madrid. Spain | 100.00% |
| Engemisa Engenharia Limitada | Ruas das Patativas, 61 41720-100.Salvador de Bahia. Brazil. | 100.00% |
| Enipro, S.A. | Rua Rui Teles Palhinha, 4. Leão. 2740-278 Porto Salvo. Portugal | 74.54% |
| Enq, S.L. | C/ F, nº 13. P.I. Mutilva Baja. Navarra. Spain | 100.00% |
| Eólica del Guadiana, S.L. | C/ Manuel Siurot, 27. 21004 Huelva. Spain. | 90.00% |
| Eólica Majadillas, S.L. | Cardenal Marcelo Spínola 10. Madrid 28016. Spain. | 100.00% |
| EPC Ciclo Combinado Norte, S.A. de C.V. | Melchor Ocampo, 193, Torre C piso 14D. 11300 Méjico D.F. Mexico | 75.00% |
| EPC Plantas Fotovoltaicas Lesedi y Letsatsi, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Equipos de Señalización y Control, S.A. | C/ Severino Covas, 100. Vigo. Pontevedra. Spain | 100.00% |
| Etra Bonal, S.A. | C/ Mercuri, 10-12. Cornellá de Llobregat. Barcelona. Spain | 100.00% |
| Etra Interandina, S.A. | C/ 100, nº 8A-51, Of. 610 Torre B. Santafe de Bogota. Colombia | 100.00% |
| Etra Investigación y Desarrollo, S.A. | C/ Tres Forques, 147. 46014 Valencia. Spain | 100.00% |
| Etrabras Mobilidade e Energia Ltda. | Av. Marechal Camara, 160, Sala 1619. 20020-080 Centro.Rio de Janeiro. Brazil. | 100.00% |
| Etracontrol, S.L. | Av. Manoteras, 28.28050 Madrid. Spain. | 100.00% |
| Etralux, S.A. | C/ Tres Forques, 147. 46014 Valencia. Spain | 100.00% |
| Etranorte, S.A. | C/ Errerriena, pab. G. P.I. Zabalondo. Munguia. Vizcaya. Spain | 100.00% |
| Extresol 2, S.L. | Torre de Miguel Sesmero. Badajoz Carretera N-432 Badajoz-Granada km 32,700. Spain. | 100.00% |
| Extresol 3, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Extresol-1, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Extresol-4 S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain. | 100.00% |
| Eyra Energías y Recursos Ambientais, Lda. | Avda Sidonio Pais, 28 Lisboa. Portugal | 98.00% |
| Eyra Instalaciones y Servicios, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain. | 100.00% |
| Eyra Wind Power USA Inc | 2711 Centerville Road Suite 400. Wilmington county of New Castle delaware 19808. United States. | 100.00% |
| Firefly Investments 261 | 22 On Kildare. 22 Kildare Road. 7700 Newlands.South Africa | 92.00% |
| France Semj, S.A. | 20/22 Rue Louis Armand rdc. 75015 Paris. France. | 99.73% |
| Fuengirola Fotovoltaica, S.L. | CL Sepulveda, 6 28108 Alcobendas. Madrid. Spain. | 100.00% |
| Garby Aprovechamientos Energéticos, S.L. | José Luis Bugallal Marchesi, 20. 15008 La Coruña. Spain | 100.00% |
| Geida Beni Saf, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Gerovitae La Guancha, S.A. | Ctra. del Rosario Km 5,2. La Laguna. 38108 Santa Cruz Tenerife. Islas Canarias. Spain | 100.00% |
| Gestão de Negócios Internacionais SGPS, S.A. | Rua Rui Teles Palhinha 4 - 3ª Lei o 2740-278.Porto Salvo. Portugal. | 74.54% |
| Gestión Inteligente de Cargas, S.L. | Cardenal Marcelo Spínola 10. 28016 Madrid. Spain. | 100.00% |
| Global Spa, S.L. | Camino Vell de Bunyola, 37. 07009 Palma de Mallorca. Islas Baleares. Spain | 100.00% |
| Golden State Environmental Tedagua Corporation, S.A. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Grafic Planet Digital, S.A.U. | C/ Anable Segura, 10 2ª. 28109 Madrid. Spain. | 100.00% |
| Guatemala de Tráfico y Sistemas, S.A. | C/ Edificio Murano Center, 14. Oficina 803 3-51. Zona 10. Guatemala | 100.00% |
| H.E.A Instalações Ltda. | Rua das Patativas, 61 Salvador de Bahia | 55.00% |
| Hidra de Telecomunicaciones y Multimedia, S.A. | C/ Severo Ochoa, 10. 29590 Campanillas. Málaga. Spain | 100.00% |
| Hidráulica de Cochea, S.A. | Dr Ernesto Perez Balladares, s/n.Chiriqui. Panama. | 100.00% |
| Hidráulica de Mendre, S.A. | Dr. Ernesto Pérez Balladares. Provincia de Chiriqui. Panama | 100.00% |
| Hidráulica de Pedregalito S.A. | Urbanización Doleguita Calle D Norte, Edificio Plaza Real, Apto/Local 1.Chiriqui. Panama. | 100.00% |
| Hidráulica del Alto, S.A. | Dr. Ernesto Pérez Balladares. Provincia de Chiriqui. Panama | 75.00% |
| Hidráulica del Chiriqui, S.A. | Dr. Ernesto Pérez Balladares. Provincia de Chiriqui. Panama | 100.00% |
| Hidráulica Río Piedra, S.A. | Dr. Ernesto Pérez Balladares David. Chiriqui. Panama. | 100.00% |
| Hidráulica San José, S.A. | Dr.Ernesto Perez Balladares, s/n.Chiriqui. Panama. | 100.00% |
| Hidrogestión, S.A. | Avda. Manoteras, 28. 28050 Madrid. Spain | 100.00% |
| Hidrolazan, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain | 100.00% |
| Hochtief Cobra Grid Solutions GmbH | Alfredstrade, 236. Essen. Germany. | 100.00% |
| Humiclíma Caribe Cpor A.Higüey | Ctra Cruce De Friusa, s/n. Higüey. Altagracia. Dominican Republic | 100.00% |
| Humiclíma Centro, S.A. | C/ Orense, 4 1ª planta. 28020 Madrid. Spain | 100.00% |
| Humiclíma Est Catalunya, S.L. | Carretera del Mig, 37. 08940 Cornellá de Llobregat. Barcelona. Spain | 100.00% |
| Humiclíma Est, S.A. | Camino Vell de Bunyola, 37. 07009 Palma de Mallorca. Islas Baleares. Spain | 100.00% |
| Humiclíma Jamaica Limited | Corner Lane 6 Montego Bay. St James. Jamaica | 100.00% |
| Humiclíma Magestic Grupo, S.L. | Camino Vell de Bunyola, 37. 07009 Palma de Mallorca. Islas Baleares. Spain | 100.00% |
| Humiclíma Mexico, S.A. de C.V. | Cancun (Quintana De Roo). Mexico | 100.00% |
| Humiclíma Panama, S.A. | Calle 12, Corregimiento de Rio Abajo Panama. | 100.00% |
| Humiclíma Sac, S.A. | Camino Vell de Bunyola, 37. 07009 Palma de Mallorca. Islas Baleares. Spain | 100.00% |
| Humiclíma Sur, S.L. | C/ Morocco, 12. Jerez de La Frontera. Cádiz. Spain | 100.00% |
| Humiclíma Valladolid, S.L. | C/ Puente Colgante, 46. Valladolid. Spain | 100.00% |
| Hydro Management, S.L. | Avda.Teneniente General Gutierrez Mellado, 9. 30008 Murcia. Spain | 79.63% |
| Iberoamericana de Hidrocarburos, S.A. de C.V. | C/ Melchor Ocampo 193. Colonia Verónica Anzures. Mexico | 59.50% |
| ImesAPI Maroc | Rue Ibnou El Coutia. Lotissement At Tawfiq hangar 10.Casablanca. Morocco. | 100.00% |
| Imesapi, Llc. | The Corporation Trust Center, 1209 Orange Street.Wilmington, Delaware 19801. United States. | 100.00% |
| ImesAPI, S.A. | Avda. de Manoteras, 26. 28050 Madrid. Spain | 100.00% |
| Imocme, S.A. | Rua Rui Teles Palhinha, 4. Leão. 2740-278 Porto Salvo. Portugal | 74.54% |
| Infraest. Energéticas Medioambi. Extremeñas, S.L. | Polígono Industrial Las Capellanías. Parcela 238B. Cáceres. Spain | 100.00% |
| Infraestructuras Energéticas Aragonesas, S.L. | C/ Paraíso, 3. 50410 Cuarte de Huerva. Zaragoza. Spain | 100.00% |
| Infraestructuras Energéticas Castellanas, S.L. | Aluminio, 17. 47012 Valladolid. Spain | 51.00% |
| Ingeniería de Transporte y Distribución de Energía Eléctrica, S.L. | Cardenal Marcelo Spínola, 10. 28016 Madrid. Spain. | 100.00% |
| Initec do Brazil Engenharia e Construções, Ltda. | Avenida Rio Branco, 151 5ª andar, Grupo 502, Centro.20040 - 911 Rio de Janeiro. Brazil. | 100.00% |
| Initec Energía Ireland, LTD. | The Oval, Block 3, 2nd Floor, Shelbourne Road Ballsbridge 160. Dublin 4. Ireland. | 100.00% |
| Initec Energía, S.A. | Vía de los Poblados, 11. 28033 Madrid. Spain | 100.00% |
| Injar, S.A. | C/Catamarca Esq. C/Mendoza Polígono El Sebadal. 35008 Las Palmas. Islas Canarias. Spain | 100.00% |
| Innovtec, S.R.L.U. | Immeuble les Baux RN 8.13420 Gemenos. France. | 100.00% |
| Inotec | Rua Vula Matadi, 154 - Vila Alice, Luanda. Angola. | 33.75% |
| Instalaciones y Montajes de Aire Climatizado, S.L. | Camino Vell de Bunyola, 37. 07009 Palma de Mallorca. Islas Baleares. Spain | 100.00% |
| Instalaciones y Servicios Codeni, S.A. | De la Casa del Obrero 1C Bajo, 2C Sur, 75 Varas abajo, Casa #1324 Bolonia Managua. Nicaragua | 100.00% |
| Instalaciones y Servicios Codepa, S.A. | Calle 12, Rio Abajo Ciudad de Panama. Panama | 100.00% |

APPENDIX I

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|---|--|-----------------------|
| Instalaciones y Servicios Codeven, C.A. | Avda.S.Fco Miranda. Torre Parque Cristal. Torre Este, planta 8. Oficina 8-10. Chacao. Caracas. Venezuela | 100.00% |
| Instalaciones y Servicios INSERPA, S.A. | Urb. Albroom C/Principal Local 117. Panama. | 100.00% |
| Instalaciones y Servicios Uribe Cobra, S.A. de C.V | José Luis Lagrange, 103 piso 8 Los Morales Miguel Hidalgo.Mexico D.F. Mexico. | 51.00% |
| Intebe, S.A. | C/ Doctor Alexandre Frias nº 3 , 3º C. Cambrils. Tarragona. Spain | 99.40% |
| Intecsa Ingeniería Industrial, S.A. | Vía de los Poblados, 11. 28033 Madrid. Spain | 100.00% |
| Integrated Technical Products, LLC. | 1117 Joseph Street Shreveport Louisiana LA 71107. United States. | 100.00% |
| Invexta Recursos, S.L. | Ayala, 120. 28006 Madrid. Spain | 100.00% |
| Iscobra Instalacoes e Servicos, Ltda. | General Bruce,810 Rio de Janeiro. Brazil 20921 | 100.00% |
| Itumbiara Marimbondo, Ltda. | Marechal Camera,160 Rio de Janeiro. Brazil 20020 | 100.00% |
| La Caldera Energía Burgos, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 61.79% |
| LestEnergía | Calçada Da Rabaça, Nº 11. Penamacor. Portugal | 74.54% |
| Linhas de Transmissao de Montes Claros, Ltda. | Avd.Marechal Camera, 160 sala 1621. Rio de Janeiro. Brazil. | 100.00% |
| Litran do Brazil Partipações S.A. | Avda. Marechal Camera 160, sala 1808. Rio de Janeiro. Brazil. | 75.00% |
| LTE Energía, Ltda. | Pz. Centenario - Av. Nações Unidas 12995. 04578-000.Sao Paulo. Brazil. | 74.54% |
| Lumicán, S.A. | C/ Arco, nº 40. Las Palmas de Gran Canaria. Islas Canarias. Spain | 100.00% |
| Lusobrisa | Rua Rui Teles Palhinha, 4-3º. Leião 2740-278 Porto Salvo. Portugal | 74.54% |
| Luziana Montagens e Servicos, Ltda. | Av. Marechal Camara, 160. Rio de Janeiro. Brazil | 100.00% |
| Maessa Telecomunicaciones, S.A. (MAETEL) | C/ Bari, 33 - Edificio 3. 50197 Zaragoza. Spain | 99.40% |
| Maetel Peru, S.A.C. | Calle Julian Arias Araguez nº250. Lima. Per Lima. Peru. | 100.00% |
| Maintenance et Montages Industriels S.A.S | 64 Rue Montgrand. Marseille .13006 Marseille. France. | 100.00% |
| Makiber, S.A. | Paseo de la Castellana, 182-2º. 28046 Madrid. Spain | 100.00% |
| Manchasol 1 Central Termosolar Uno, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Manchasol 2 Central Termosolar Dos, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Mantenimiento y Montajes Industriales, Masa Chile, Ltda. | C/Apoquindo 3001 Piso 9.206-744 Las Condes. Santiago de Chile. Chile. | 100.00% |
| Mantenimiento y Montajes Industriales, S.A. | Edif. Milenium, C/ Teide 5-1º. 28079 San Sebastián de los Reyes. Madrid. Spain | 100.00% |
| Mantenimientos Integrales Senax, S.A. | C/ Tarragones, 12.L'Hospitalet de L'Infant. Tarragona. Spain | 100.00% |
| Mantenimientos, Ayuda a la Explotación y Servicios, S.A. (MAESSA) | C/ Cardenal Marcelo Spinola Nº 42 - planta 11º. 28016 Madrid. Spain. | 100.00% |
| Mas Vell Sun Energy, S.L. | C/ Prósper de Bofarull, 5 . Reus (Tarragona) | 100.00% |
| Masa Algeciras, S.A. | Av. Blas Infante, Edificio Centro Blas Infante, local 8. 11201 Algeciras. Cádiz. Spain | 100.00% |
| Masa Galicia, S.A. | Políg. Ind. De la Grela - C/ Guttember, 27, 1º Izqd. 15008 La Coruña. Spain | 100.00% |
| Masa Huelva, S.A. | C/ Alonso Ojeda, 1. 21002 Huelva. Spain | 100.00% |
| Masa Méjico, S.A. de C.V. | C/ Juan Racine, 112, 8º - Colonia Los Morales, Del. Miguel Hidalgo - 11510 Mexico D.F. | 100.00% |
| Masa Norte, S.A. | C/ Ribera de Axpe, 50-3º. 48950 Erandio Las Arenas. Vizcaya. Spain | 100.00% |
| Masa Puertollano, S.A. | Crta. Calzada de Calatrava, km. 3,4. 13500 Puertollano. Ciudad Real. Spain | 100.00% |
| Masa Servicios, S.A. | Políg. Ind. Zona Franca, Sector B, Calle B. 08040 Barcelona. Spain | 100.00% |
| Masa Tenerife, S.A. | Pº Milicias de Garachico, 1, 4º, Ofic. 51 - Edif. Hamilton. 38002 Sta. Cruz de Tenerife. Islas Canarias. Spain | 100.00% |
| MASE Internacional, CRL | PO Box 364966.San Juan. Puerto Rico. | 100.00% |
| Menci, S.L. | C/ Biniarroca s/n, Local 16. 07710 Sant Lluís. Menorca. Islas Baleares. Spain. | 100.00% |
| Mexicana de Servicios Auxiliares, S.A. de C.V. | Av. Paseo de la Reforma, 404. Piso 15.1502. Colonia Juarez. Delegación Cuauhtemoc. 06600 Mexico D.F. Mexico. | 100.00% |
| Mexicobra, S.A. | Colonia Polanco C/Alejandro Dumas,160. Mexico D.F. 11500. Mexico | 100.00% |
| Mexsemi, S.A. de C.V. | Avda. Dolores Hidalgo 817 CD Industrial Irapuato Gto. 36541. Mexico | 99.73% |
| Midasco, Llc. | 7121 Dorsey Run Road Elkridge.Maryland 21075-6884. United States. | 100.00% |
| Mimeca, C.A. | Pz Venezuela, Torre Phelps s/n. 1050 Caracas. Venezuela. | 82.80% |
| Minuano Montagens e Servicos, Ltda. | Avda. Marechal Camera, 160 Sala 1626.Rio de Janeiro. Brazil. | 100.00% |
| Moncobra Canarias Instalaciones, S.A. | León y Castillo, 238. 35005 Las Palmas de Gran Canaria. Islas Canarias. Spain | 100.00% |
| Moncobra Constructie si Instalare, S.R.L. | Floresca, 169-A floresca Business Park.Bucarest. Romania | 100.00% |
| Moncobra Dom | 3296 Bld Marquisat de Houelbourg- Zl de Jarry97122 Baie Mahault. Guadalupe | 100.00% |
| Moncobra Peru | Avda Víctor Andrés Belaúnde 887 Distrito: Carmen de le Legua Reinoso. Peru. | 100.00% |
| Moncobra, S.A. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Monelec, S.L. | C/ Ceramistas, 14. Málaga. Spain | 100.00% |
| Montrasa Maessa Asturias, S.L. | C/ Camara, nº 54-1º dchra. 33402 Avilés. Asturias. Spain | 50.00% |
| Moyano Maroc SRALU | 269 8D Zertouni Etg 5 Appt 1.Casablanca. Morocco. | 100.00% |
| Murciana de Tráfico, S.A. | Carril Molino Nerva, s/n. Murcia. Spain | 100.00% |
| New Generation Sistems, S.R.L. | 139, rue Simone Signoret - Tournezy II.34070 Montpellier . France | 100.00% |
| NGS - New Generation Services, Ltda. | Pz. Centenario - Av. Nações Unidas 12995. 04578-000Sao Paulo. Brazil. | 74.54% |
| NGS - New Generation Supplier, Unipessoal Lda | Rua Rui Teles Palhinha, Nº 4, 3º Andar 2740-278 Porto Salvo Lisboa. Portugal | 74.54% |
| North Africa Infraestructures, S.L. | Cardenal Marcelo Spinola, 10.28016 Madrid. Spain. | 51.00% |
| OCP Peru | Avda Víctor Andrés Belaúnde 887 Distrito: Carmen de le Legua Reinoso | 100.00% |
| Oficina Técnica de Estudios y Control de Obras, S.A | C/ Guzmán el Bueno, 133-1º. Edificio Britania. 28003 Madrid. Spain | 100.00% |
| Opade Organización y Promoción de Actividades Deportivas, S.A. | Avda. de América, 10. Madrid. Spain. | 100.00% |
| P. E. Sierra de las Carbas, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 61.79% |
| P.E. Marcona, S.R.L. | Alfredo Salazar, 409 Miraflores.Lima. Peru. | 99.99% |
| P.E. Monte das Aguas, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 60.00% |
| P.E. Monte dos Nenos, S.L. | José Luis Bugallal Marchesi, 20. 15008 La Coruña. Spain | 100.00% |
| P.E.Donado, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| P.E.Tesosanto, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 61.79% |
| Parque Cortado Alto, S.L. | Cardenal Marcelo Spinola, 10.28016 Madrid. Spain | 51.00% |
| Parque Eólico Buseco, S.L. | Comandante Caballero, 8. 33005 Oviedo. Asturias. Spain | 80.00% |
| Parque Eólico de Valdecarro, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Parque Eólico La Val, S.L. | Cardenal Marcelo Spinola, 10.28016 Madrid. Spain | 51.00% |
| Parque Eólico Santa Catalina, S.L. | La Paz, 23-2ºB. Valencia. Spain | 100.00% |
| Parque Eólico Tadeas, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 51.48% |
| Parque Eólico Tres Hermanas, S.A.C | Avda. Alfredo Salazar,409.Lima. Peru. | 100.00% |
| Parque Eólico Valdehiero, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 51.48% |
| Percomex, S.A. | Melchor Ocampo, 193 Torre C-Colonia Verónica Anzures. Mexico. | 100.00% |
| Pilatequia, S.L. | C/ Velazquez 61 Planta 1, Puerta Izq. 28001 Madrid. Spain. | 52.18% |
| Planta de Tratamiento de Aguas Residuales, S.A. | Avda Argentina,2415 Lima. Peru. | 100.00% |
| Procme, S.A. | Rua Rui Teles Palhinha, 4. Leião 2740-278 Porto Salvo. Portugal. | 74.54% |
| Promservi, S.A. | Avda. de Manoterias, 26. 28050 Madrid. Spain | 100.00% |
| Railways Infraestructures Instalac y Servicios LLC | | 100.00% |
| Recursos Ambientales de Guadalaajara, S.L. | Cardenal Marcelo Spinola 10. 28016 Madrid. Spain. | 100.00% |
| Recursos Eólicos de Mexico, S.A. de C.V. | Juan Racine, 112 piso 6.Mexico D.F. Mexico. | 100.00% |
| Red Top Wind power, LLC. | 2711 Centerville Road Suite 400.Wilmington county of New Castle delaware 19808. United States. | 100.00% |
| Remodelación el Sauz, S.A. de C.V. | José Luis Lagrange, 103 P-8.Los Morales Polanco. Mexico. | 95.00% |
| Repotenciación C.T. Manzanillo, S.A. de C.V. | Juan Racine,112 piso 8.Mexico D.F. Méjico. | 100.00% |
| Riansares Eólica, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 70.00% |
| Ribagrande Energía, S.L. | Cardenal Marcelo Spinola 10. Madrid 28016. Spain. | 100.00% |
| Rioparque, Lda. | Tagus Sapce - Rua Rui Teles Palhinha, N 4 2740-278. Porto Salvo. Portugal. | 74.54% |
| Robledo Eólica, S.L. | Cardenal Marcelo Spinola 10. Madrid 28016. Spain. | 100.00% |
| Roura Cevasa, S.A. | Caracas, 5. Barcelona. Spain | 100.00% |
| Salam Sice Tech Solutions, Llc. | Salam Tower West Bay P. O. Box 15224 DOHA (Qatar)Box 15224 Doha. Qatar | 49.00% |
| Salmantina de Seguridad Vial, S.A. | Cascalajes, 65-69. 37184 Villares de la Reina. Salamanca. Spain | 100.00% |
| Sao-Simao Montagens e Servicos de Electricidade, Ltda. | Rua Marechal Camara, 160. Rio de Janeiro. Brazil | 100.00% |
| Sedmiruma, S.R.L. | Bucarest, sector 3, Str Ion Nistor 4. Romania. | 100.00% |
| Sedmive, C.A. (Soc. Españ. Montajes Indus Venezuela) | Av. Rómulo Gallegos con 4ta. Av. Palos Grandes, 1ra. Av. Santa Eduvigis, edificio KLM, piso 2 oficina 2-D Urb. Los Palos | 100.00% |
| Seguridad Integral Metropolitana, S.A. | C/ La Granja, 29. 28108 Alcobendas. Madrid. Spain | 90.00% |
| SEMI Bulgaria, S.L.U. | Calle Stara Planina, 5.Sofia. Bulgaria. | 100.00% |

APPENDIX I

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|--|--|-----------------------|
| Semi Germany, S.A. | Schlüter Str.17 10625.Berlin. Germany. | 100.00% |
| Semi Italia, SRL. | Via Uberto Visconti Di Modrone 3.Milan. Italia. | 100.00% |
| Semi Maroc, S.A. | 5 Rue Fakir Mohamed .Casablanca Sidi Belyout. Morocco. | 99.73% |
| SEMI Panama, S.A. | Edificio El Peñón, calle 40, Bellavista. Panama. | 100.00% |
| Semi Servicios de Energia Industrial y Comercio SL | Gülbahar Mah. Altan Erbulak Sok. Atasoy Is Hani No: 3/1.Estambul. Turquia. | 100.00% |
| Semi USA Corporation | 2800 Post Oak Blvd. Suite 5858.Houston, Texas. United States. | 100.00% |
| Semicosta Inc Sociedad Anónima | Diagonal al parque del Centro Comercial el Pueblo.San José. Costa Rica. | 100.00% |
| Semona, S.R.L. | Av John Kennedy, Esg Lope de Vega, Edif. Scotiabank.Santo Domingo. Rep blica Dominicana. | 70.00% |
| Sermacon Joel, C.A. | Pz Venezuela, Torre Phelps s/n. 1050 Caracas. Venezuela. | 82.80% |
| Sermicro, S.A. | C/ Pradillo, 46. 28002 Madrid. Spain. | 100.00% |
| Serpimex, S.A. de C.V. | Juan Racine 112 8 Colonia Los Morales Polanco Delegación Miguel Hidalgo. Mex DF11510 | 100.00% |
| Serpista, S.A. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 51.00% |
| Serrezuela Solar II, S.L. | Rafael Calvo, 42 Bj Dcha.28010 Madrid. Spain. | 100.00% |
| Serveis Catalans, Serveica, S.A. | Avda. de Manoteras, 26. 28050 Madrid. Spain | 100.00% |
| Servicios Administrativos Offshore, S.A. de C.V . | Juan Racine Nº 112 Piso 8 Col. Los Morales C.P. 11510 Mexico D.F. Mexico | 100.00% |
| Servicios Cymimex, S.A. de C.V. | Juan Racine 112 6º piso Colonia Los Morales 11510. Mexico D.F. Mexico | 100.00% |
| Servicios Dinsa, S.A. de C.V. | Juan Racine 112 3 piso Colonia Los Morales Mexico (DF) Delegación Miguel Hidalgo 11510 | 100.00% |
| Servicios Logísticos y Auxiliares de Occidente, SA | Avda. Ofibodegas Los Almendros, 3 13-35 Guatemala | 100.00% |
| Servicios Operativos Offshore, S.A. de C.V . | Juan Racine Nº 112 Piso 8 Col. Los Morales C.P. 11510 Mexico D.F. Mexico | 100.00% |
| Servicios Proyectos Industriales de Méjico, S.A. de C.V. | Juan Racine 112 8 piso Colonia Los Morales Mexico (DF) Delegación Miguel Hidalgo 11510 | 100.00% |
| Sete Lagoas Transmissora de Energia, Ltda. | Avda. Marechal Camera, 160.Rio de Janeiro. Brazil. | 100.00% |
| Setec Soluções Energeticas de Transmissao e Controle, Ltda. | Av. Presidente Wilson 231, sala 1701 20030-020 Rio de Janeiro. Brazil | 100.00% |
| Sice do Brazil, S.A. | C/ Joaquim Eugenio de Lima, 680. Sao Paulo. Brazil | 100.00% |
| Sice Energía, S.L. | C/ Sepúlveda, 6. 28108 Alcobendas. Madrid. Spain | 100.00% |
| Sice Hellas Sistemas Tecnológicos Sociedad Unipersonal de | C/Omirou. 14562 Kifissia. Grecia | 100.00% |
| Sice NZ Limited | Level 4, Corner Kent & Crowhurst Streets, New Market.Auckland, 1149. Australia. | 100.00% |
| SICE PTY, Ltd. | Level 5, Mayne Building. 390 St. Kilda Road | 100.00% |
| Sice Puerto Rico, Inc. | C/Fordham 275 San Juan PR 00927. University Gardens. Puerto Rico | 100.00% |
| Sice South Africa Pty, Ltd. | C/ PO Box 179. 009 Pretoria, Sudáfrica | 100.00% |
| Sice Tecnología en Minería, S.A. | Av. Vitacura 2670. Oficina 702 – piso 7. Las Condes Santiago de Chile. Chile. | 60.00% |
| Sice Tecnología y Sistemas, S.A. | C/ Sepúlveda, 6. 28108 Alcobendas. Madrid. Spain | 100.00% |
| SICE, Inc. | Two Alhambra Plaza,suite 1106.Coral Gables. FL 33134. Miami. United States. | 100.00% |
| SICE, LLC. | Rublesvkoye Shosse 83/1 121467 Moscú. Russia | 100.00% |
| Sidetel, S.A. | Avda. Manoteras, 28. Madrid. Spain | 100.00% |
| Sistemas Integrales de Mantenimiento, S.A. | C/ Teide, 5-1º. 28709 San Sebastián de los Reyes. Madrid. Spain | 100.00% |
| Sistemas Radiantes F. Moyano, S.A. | C/ De La Cañada, 53. 28850 Torrejón de Ardoz. Madrid. Spain | 100.00% |
| Sistemas Sec, S.A. | C/ Miraflores 383. Santiago de Chile. Chile | 51.00% |
| Small Medium Enterprises Consulting, B.V. | Claude Debussylaan, 44, 1082 MD.Amsterdam. Holanda. | 74.54% |
| Soc Iberica de Construcciones Electricas de Seguridad, S.L. | C/ La Granja 29. 28108 Alcobendas. Madrid. Spain | 100.00% |
| Soc. Española de Montajes Industriales, S.A. (SEMI) | C/ Manzanares, 4. 28005 Madrid. Spain | 99.73% |
| Sociedad Ibérica de Construcciones Eléctricas, S.A. | C/ Sepúlveda, 6. 28108 Alcobendas. Madrid. Spain | 100.00% |
| Sociedad Industrial de Construcción Eléctricas, S.A | C/ Aquilino de la Guardia. Edificio IGRA Local 2. Urbanización Bella Vista Panama | 100.00% |
| Sociedad Industrial de Construcciones Eléctricas de Costa Rica, S.A. | C/ San Jose Barrio Los Yoses - Final Avenida Diez.25 m.norte y 100 este. San Jose. Costa Rica | 100.00% |
| Sociedad Industrial de Construcciones Eléctricas Siceandina, S.A. | C/ Chinchinal, 350. Barrio El Inca. Pichincha - Quito (Ecuador) | 100.00% |
| Sociedad Industrial de Construcciones Eléctricas, S.A. de C.V. | Paseo de la Reforma, 404. Despacho 1502, Piso 15 | 100.00% |
| Sociedad Industrial de Construcciones Eléctricas, S.L., Ltda. | CL 94 NO. 15 32 P 8. Bogot D.C. Colombia | 100.00% |
| Société Industrielle de Construction Electrique, S.A.R.L. | Espace Porte D Anfa 3 Rue Bab Mansour Imm C 20000 Casa Blanca. Morocco | 100.00% |
| Soluciones Auxiliares de Guatemala, S.A. | 2 Avda. 13-35 Zona 17, Ofibodegas los Almendros Nº 3. 01017 Ciudad de Guatemala. Guatemala | 100.00% |
| Soluciones Eléctricas Integrales de Guatemala, S.A. | 2 Avda. 13-35 Zona 17, Ofibodegas los Almendros Nº 3. 01017 Ciudad de Guatemala. Guatemala | 100.00% |
| Spcobra Instalações e Serviços, Ltda. | Joao Ventura Batista,986 Sao Paulo. Brazil 02054 | 56.00% |
| Sti Telecom Spa | Av. Vitacura 2670. Oficina 702 – piso 7. Las Condes Santiago de Chile. Chile. | 100.00% |
| Sumipar, S.A. | C/ B Sector B Zona Franca 4. 08040 Barcelona. Spain | 100.00% |
| Taxway, S.A. | Colonia, 981.Montevideo. Uruguay | 100.00% |
| Tecneira Acarau Geração e Comercialização de Energia Eletrica S.A. | Rua Marcos Macedo 1333 Sala 416 CEP 60.150-190 Aldeota.Fortaleza. Brazil. | 74.54% |
| Tecneira do Paracuru, Ltda. | Sítio Freixeiras, S/N. 62.680-000.Paracuru, Estado do Cear. Brazil. | 74.54% |
| Tecneira Novas Eneerias SGPS, S.A. | Rua Rui Teles Palhinha, 4. Leiao 2740 Oeiras. Portugal | 74.54% |
| Tecneira, S.A. | Rua Rui Teles Palhinha, 4. Leiao 2740-278 Porto Salvo. Portugal | 74.54% |
| Técnicas de Desalinización de Aguas, S.A. | Procesador, 19. Telde 35200 Las Palmas. Islas Canarias. Spain | 100.00% |
| Técnicas de Sistemas Electrónicos, S.A. (Eyssa-Tesis) | Rua General Pimenta do Castro 11-1. Lisboa. Portugal | 100.00% |
| Tecnotel Clima, S.L. | Pg Ind.Valle Guimar Manz, 6. Arafo. Santa Cruz de Tenerife. Islas Canarias. Spain | 100.00% |
| Tecnotel de Canarias, S.A. | Misiones, 13. Las Palmas de Gran Canaria. Spain | 100.00% |
| Tedagua Internacional, S.L. | Cardenal Marcelo Spinola, 10.28016 Madrid. Spain. | 100.00% |
| Tedagua Renovables, S.L. | Procesador, 19. Telde 35200 Las Palmas. Islas Canarias. Spain | 100.00% |
| Telcarrier, S.A. | C/ La Granja, 29. 28108 Alcobendas. Madrid. Spain | 100.00% |
| Telsa Instalaciones de Telecomunicaciones y Electricidad, S.A. | C/ La Granja, 29. 28108 Alcobendas. Madrid. Spain | 100.00% |
| Tesca Ingeniería del Ecuador, S.A. | Avda. 6 de diciembre N37-153 Quito. Ecuador | 100.00% |
| TNG Brazil, Ltda. | Av. Dom Luis Paracuru 1200, Bairro de Meireles. 60.160-230.Fortaleza, Estado do Cear . Brazil. | 74.54% |
| Tonopah Solar Energy Holdings I, LLC. | 7380 West Sahara, Suite 160.Las Vegas NV 89117. United States | 36.60% |
| Tonopah Solar Energy Holdings II, LLC. | 2425 Olympic Blvd, suite 500E.Santa Monica, CA 90404. United States | 36.60% |
| Tonopah Solar Energy, LLC | 2425 Olympic Blvd, suite 500E.Santa Monica, CA 90404. United States | 36.60% |
| Trafiurbe, S.A. | Estrada Oct vio Pato C Empresar-Sao Domingo de Rana. Portugal | 76.20% |
| Triana do Brazil Projetos e Serviços, Ltda. | Av. Presidente Wilson 231, Sala 1701 Parte. Rio de Janeiro. Brazil | 50.00% |
| Trigeneración Extremeña, S.L. | Cardenal Marcelo Spinola, 10.28016 Madrid. Spain. | 100.00% |
| Tucurui Dourados Montagens e Serviços, Ltda. | Avd.Marechal Camera, 160 sala 1621.Rio de Janeiro. Brazil. | 99.00% |
| UrbaEnergía Instalaciones y Servicios, S.L. | Cardenal Marcelo Spinola,10.28016 Madrid. Spain. | 100.00% |
| Urbaenergía, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 100.00% |
| Valdelagua Wind Power, S.L. | Cardenal Marcelo Spinola 10. Madrid 28016. Spain. | 100.00% |
| Venelin Colombia SAS | Calle 107 A Nº. 8-22.Bogotá. D.C. Colombia | 82.80% |
| Venezolana de Limpiezas Industriales, C.A. (VENELIN) | Pz Venezuela, Torre Phelps s/n. 1050 Caracas. Venezuela. | 82.80% |
| Ventos da Serra Produção de Energia, Ltda. | Monte do Poço Branco, Estrada de Sines EN121. 7900-681. Ferreira do Alentejo. Portugal. | 74.54% |
| Viabal Manteniment i Conservacio, S.A. | Roders, 12. 07141 Marratxi. Islas Baleares. Spain | 100.00% |
| Vieyra Energía Galega, S.A. | José Luis de Bugallal Marchesi, 20-1 izq. 15008 La Coruña. Spain | 50.00% |
| Villanueva Cosolar, S.L. | Guadalajara,14. 19193 Guadalajara. Spain. | 59.63% |

ENVIRONMENT

| | | |
|---|---|---------|
| ACS Servicios y Concesiones, S.L. | Avda. Camino de Santiago, 50.28050 Madrid. Spain. | 100.00% |
| AXIL 3 Ingenieros, S.L.U. | Plazoleta Arq. Marrero Regalado,4. bajo dcha.38001 Santa Cruz de Tenerife. Spain. | 100.00% |
| Blas Moreno, S.L. | Avda. Diagonal, nº 611 - 2º. Barcelona. Spain | 60.00% |
| Centro de Transferencias, S.A. | Polígono Los Barriales, s/n. Valladolid. Spain | 70.00% |
| Cytrar, S.A. de C.V. | Calle Lázaro Cardenas, Km 6 en Hermosillo, Sonora. Mexico | 100.00% |
| Eco Actrins, S.L.U. | C/ Alcalde Luis Pascual, 17 Bajo Caudete. Albacete. Spain. | 50.00% |
| Ecoentorno Ambiente, S.A. | Camino de la Muñozoa, s/n. Ctra. Madrid-Barcelona, km. 15.200. 28042 Madrid. Spain. | 51.00% |
| Ecoparc de Barcelona S.A. | C/ A . Polig. Industrial Zona Franca. Barcelona. Spain | 66.40% |
| Edafología y Restauración del Entorno Gallego, S.L. | C/ Copérnico, s/n 1º-1 dcha Pol. Ind. A Gresla. Coruña. Spain | 100.00% |
| Empordanesa de Neteja, S.A. | Avda. Diagonal, nº 611 - 2º. Barcelona. Spain | 60.00% |

APPENDIX I

Subsidiaries

| Company | Registered Office | % Effective Ownership |
|---|---|-----------------------|
| Evere, S.A.S. | Av. Albert Einstein. 34000 Montpellier. France | 99.35% |
| France Auto Service Transport, E.U.R.L. | Place de la Madeleine, 6. 75008 Paris. France | 100.00% |
| Gestión Medioambiental de Torrelavega, S.A. | Boulevard Demetrio Herrero, 6. 39300 Torrelavega. Santander. Spain | 60.00% |
| Gestión y Protección Ambiental, S.L. | Condado de Treviño, 19. Burgos. Spain | 70.00% |
| Interenvases, S.A. | Vial Secundario, s/n. Polígono Industrial de Araia. Bilbao. Spain | 100.00% |
| Laboratorio de Gestión Ambiental, S.L. | Avda. de Tenerife 4-6. 28703 San Sebastian de los Reyes. Madrid. Spain | 100.00% |
| Monegros Depura, S.A. | Pza. Antonio Beltrán Martínez, nº 1 - Edificio Trovador, oficina 6 C. 50002 Zaragoza. Spain | 55.00% |
| Mora la Nova Energía, S. L. | c/ Lincoln, 11. 08006 Barcelona. Spain | 71.00% |
| Octeva, S.A.S. | ZA Marcel Doret rue Jacques Monod. 62100 Calais. France | 68.69% |
| Olimpia, S.A. de C.V. | C/ 6 Oriente - Colonia Francisco Sarabia - Tehuacan, Puebla. Mexico | 100.00% |
| Orto Parques y Jardines, S.L. | Luçar Dócan s/n. Parroquia de Orto. A Coruña. Spain | 100.00% |
| Pruvalsa, S.A. | Calle Independencia, Sector centro, Edificio Ariza, piso 2, ofic. 2-2, Valencia, Edo. Carabobo. Venezuela | 82.00% |
| Puerto Seco Santander-Ebro, S.A. | C/ Ramón y Cajal, 17. Luceni. Zaragoza. Spain | 62.50% |
| Recuperación Int. Residuos de Castilla y León, S.A. | Polígono Industrial Ntra. Sra. de Los Angeles. Parcela 10, nave 8 y 9. Palencia. Spain | 100.00% |
| Residuos de la Janda, S.A. | C/ La Barca de Vejer s/n. Vejer de La Frontera. Cádiz. Spain | 60.00% |
| Residuos Industriales de Teruel, S.A. | Ctra. de Madrid, km. 315,800 Edif. Expo Zaragoza, 3 Ofic. 14. 50012 Zaragoza. Spain | 63.70% |
| Residuos Industriales de Zaragoza, S.A | Crta de Madrid Edif.Expozaragoza Km. 315.8 3 of 14. 50012 Zaragoza. Spain | 63.70% |
| Residuos Sólidos Urbanos de Jaén, S.A. | Palacio de la Excm. Diputación de Jaén. Jaén. Spain | 60.00% |
| Salins Residuos Automoción, S.L. | Calle 31 c/v calle 27 - Nave 715-701, P.I. Catarroja. Valencia. Spain | 80.00% |
| SCI Sintax | Route de Phaffans. 90380 Roppe. France | 100.00% |
| Sertego, S.L. | Camino de Hormigueras, 171.28031 Madrid. Spain | 100.00% |
| Servicios de Aguas de Misiones, S.A. | Avda. López y Planes, 2577. Misiones. Argentina | 90.00% |
| Servicios Generales de Jaén, S.A. | Avda. de Tenerife, 4-6. 28703 San Sebastian de los Reyes. Madrid. Spain | 75.00% |
| Servicios Selun, S.A. | Avda. de Tenerife, 4-6. 28703 San Sebastian de los Reyes. Madrid. Spain | 100.00% |
| Sevicios Corporativos TWC, S.A. de C.V. | Calle Lázaro Cardenas, Km 6 en Hermosillo, Sonora. Mexico | 100.00% |
| Sintax Est S.A.R.L. | Place de la Madeleine, 6. 75008 Paris. France | 100.00% |
| Sintax Ile de France S.A.R.L. | 7 Rue du Docteur Fourniols, 95420 Magny en Vexin. France | 100.00% |
| Sintax Logística Transportes, S.A. | Vale Ana Gomez, Ed. Sintax Estrada de Algeruz. Setubal. Portugal | 100.00% |
| Sintax Logística, S.A. | C/ Diputación, 279, Atico 6ª. Barcelona. Spain | 100.00% |
| Sintax Logística Zeebrugge, S.A.R.L. | 283 Avenue Louise, Bruxelles. Bélgica. | 100.00% |
| Sintax Logistique France, S.A.S. | Place de la Madeleine, 6. 75008 Paris. France | 100.00% |
| Sintax Logistique Maroc, S.A.R.L. | 332 Boulevard Brahim Roudani - Maarif. Casablanca. Morocco | 100.00% |
| Sintax Logistique Mediterranée, E.U.R.L. | Place de la Madeleine, 6. 75008 Paris. France | 100.00% |
| Sintax Logistique Region Parisienne, E.U.R.L. | Place de la Madeleine, 6. 75008 Paris. France | 100.00% |
| Sintax Logistique Valenciennes, S.A.R.L. | Place de la Madeleine, 6. 75008 Paris. France | 100.00% |
| Sintax Navigomes, Ltda. | Av. Luisa Todi, 73. 2900 Setúbal. Portugal | 51.00% |
| Sintlogística, Ltda. | Vale Ana Gomez, Ed. Sintax Estrada de Algeruz. Setubal. Portugal | 100.00% |
| Socamex, S.A. | C/ Cobalto s/n Par. 213. Pol. San Cristóbal. Valladolid. Spain | 100.00% |
| Somasur, S.A. | 20, Rue Meliana Hai Ennahada. Rabat. Morocco | 100.00% |
| Tangshan International Container Terminal Co. Ltd. | Tangshan Port Development Zone. Hebei Province. República Popular China. | 54.28% |
| Tecmed Environment, S.A.S. | 21 Rue Jules Guesde. 69230 Saint Genis Laval. Lyon. France | 96.75% |
| Tecmed Maroc, S.A.R.L. | AV capitaine Sidi Omar Elaiassouci cite OLM-Suissi II. Rabat. Morocco | 65.00% |
| Tecmed Servicios de Recolección, S.A. de C.V. | C/ Homero nº109 Dp 604 Colonia Chapultepec, Morales del Miguel Hidalgo. Mexico DF | 100.00% |
| Tecmed Técnicas Mediamb. de Mexico, S.A. de C.V. | Melchor Ocampo, no 193 Torre C, piso 14D. Mexico | 100.00% |
| Técnicas Aplicadas de Recuperaciones Industriales, S.A. | Avda. de Tenerife, 4-6. 28703 San Sebastian de los Reyes. Madrid. Spain | 95.00% |
| Técnicas de Recuperación e Inertización, S.A. | Avda. de Tenerife, 4-6. 28703 San Sebastian de los Reyes. Madrid. Spain | 100.00% |
| Tirmadrid, S.A. | C/ Cañada Real de las Merinas, s/n. Madrid. Spain | 66.36% |
| Trans Inter Europe, S.A.S. | Route de Phaffans. 90380 Roppe. France | 100.00% |
| Trans Inter Uberherrn, E.U.R.L. | 33 Langwies, D-66 802 Überherrn. Germany. | 100.00% |
| Transportes Residuos Industriales y Peligrosos, S.L. | C/ Copérnico, 1 1ª dcha., P.I. La Gresla. A Coruña. Spain | 100.00% |
| Tratamiento de Residuos Sólidos Urbanos, S.A. de C.V. | Calle Lázaro Cardenas, Km 6 en Hermosillo, Sonora. Mexico | 100.00% |
| Tratamiento Integral de Residuos de Cantabria S.L.U. | Avda de Tenerife, 4-6.28703 San Sebastian de los Reyes Madrid. Spain. | 100.00% |
| Tresima Limpiezas Industriales, S.A. (TRELIMSA) | C/ Copérnico, 1 1ª dcha., P.I. La Gresla (A Coruña)-Spain | 80.00% |
| Urbacet, S.L.. | Calle Fray Junipero Serra nº 65 3ª, 08030 Barcelona. Spain | 100.00% |
| Urbamar Levante Residuos Industriales, S.L. | C/ 31 c/v calle 27 - Nave 715-701, P.I. Catarroja. Valencia. Spain | 80.00% |
| Urbana de Servicios Ambientales, S.L. | Avda. José Ortega y Gasset, nº 194-196. Madrid. Spain | 70.00% |
| Urbaser Argentina, S.A. | L.N. Alem 986, Piso 3 - Capital Federal. Buenos Aires. Argentina | 100.00% |
| Urbaser Barquisimeto, C.A. | Carrera, 4 Zona Ind Barquisimeto. Lara. Venezuela | 100.00% |
| Urbaser de Méjico, S.A. de C.V. | C/ Juan Racine 112-8ª, Col. Los Morales, 11510 Mexico DF | 100.00% |
| Urbaser Environnement, S.A.S. | 1140 Avenue Albert Einstein. BP 51. 34000 Montpellier Cedex 09. France | 96.75% |
| Urbaser INC. | Hunton&William LLP,1111 Brickell Av. Suite 2500 Miami, Florida 33131.USA | 100.00% |
| Urbaser Libertador, C.A. | Av. Paseo Cabriales, Sector Kerdell, Torre Movilnet, piso 11, ofic. 4. Valencia. Estado de Carabobo. Venezuela | 100.00% |
| Urbaser Limited | Unit F, 2nd Floor, Pate Court, St. Margaret's Road,Cheltenham, GL50 4DY. United Kingdom. | 100.00% |
| Urbaser Mérida, C.A. | Calle 26, entre Av. 2 y 3, C.C. La Casona, piso 2, local 18. Mérida. Estado Mérida.Venezuela | 100.00% |
| Urbaser S.r.l. | Via Archimede, 161.Roma. Italia. | 100.00% |
| Urbaser San Diego, C.A. | Cent Com Fin de Siglo, pta baja, Av. D. Julio Centeno, Sector La Esmeralda, Local 11. Venezuela | 65.00% |
| Urbaser Transportes, S.L. | Avda. Diagonal, nº 611 - 2ª. Barcelona. Spain | 100.00% |
| Urbaser Valencia, C.A. | C/ 123, s/n, cruce con avenida 94, avda. lizandro Alvarado, zona industrial la Guacamaya, Galpon, Urbaser, Valencia | 100.00% |
| Urbaser, S.A. | Camino de Hormigueras, 171.28031 Madrid. Spain. | 100.00% |
| Urbasys, S.A.S. | Route de Tremblay, F-91480 Varennes-Jarcy. France | 99.35% |
| Vadereli, S.L. | Av. Tenerife, 4 y 6.28703 San Sebastian de los Reyes. Madrid. Spain. | 51.00% |
| Valenciana de Eliminación de Residuos, S.L. | Paraje "El Cabezo del Pino". Real de Montroi. Valencia. Spain | 85.00% |
| Valenciana de Protección Ambiental, S.A. | L' Alcudia de Crepins - Polig. El Caneri - Parcela 6. Valencia. Spain | 99.55% |
| Valorga International, S.A.S. | 1140 Avenue Albert Einstein. BP 51. 34000 Montpellier Cedex 09. France | 96.75% |
| Valorgabar, S.A.S. | 1140, Avenue Albert Einstein. BP 51. 34000 Montpellier Cedex 09. France | 99.35% |
| Vertedero Las Mulas, S.L. | Camino de Las Mulas, s/n. 28945 Fuenlabrada. Madrid. Spain | 100.00% |
| Vertederos de Residuos, S.A. (VERTRESA) | Camino de Hormigueras, 171.28031 Madrid. Spain. | 83.97% |

APPENDIX II

UTE / EIG

| UTE / EIG | Address | % Effective Ownership | Revenue |
|---|--|-----------------------|---------|
| CONSTRUCCION - DRAGADOS | | | |
| Ave Lalín | Avda. Finisterre, 25 - A Coruña | 100.00% | 10,088 |
| Ave Ulla | Avda. Finisterre, 25 - A Coruña | 100.00% | 34,872 |
| Yesa | Cl. Rene Petit, 25 - Yesa | 33.33% | 10,095 |
| Gorg Línea 9 | Cl. Via Laietana, 33 - Barcelona | 43.50% | 15,238 |
| Túneles de Pajares 2 | Avda. Camino de Santiago, 50 - Madrid | 84.00% | 22,478 |
| Langosteira | Avda. Finisterre, 25 - A Coruña | 55.00% | 54,745 |
| Puente de Cádiz | Avda. Tenerife, 4 y 6 - San Sebastián de los Reyes | 100.00% | 25,122 |
| Ave Girona | Cl. Acanto, 22 - 5ª Planta - Madrid | 40.00% | 56,168 |
| Complejo Administrativo 9 de Octubre | Cl. Alvaro de Bazan, 10 - Valencia | 54.00% | 25,204 |
| Central Greece Motorway E-65 | Av. Messogeion, 85 - Atenas | 33.33% | 14,630 |
| Zaratamo | Pz. Venezuela, 1 - Bilbao | 90.00% | 13,951 |
| Hospital de Bellvitge | Cl. Via Laietana, 33 - Barcelona | 55.00% | 10,965 |
| Obras Abrigo Puerto Valencia | Cl. Alvaro de Bazan, 10 - Valencia | 29.00% | 19,825 |
| Viaducto Río Ulla | Cl. Wenceslao Wernández Florez, 1 - A Coruña | 100.00% | 12,761 |
| Metro de Granada | Cl. Lope de Vega, 4 - Granada | 70.00% | 10,300 |
| Ampliación Puerto de Tazacorte | Cl. Candelaria, 28 - 3ª Planta - Ed. Olympo - Santa Cruz De Tenerife | 85.00% | 10,223 |
| Contradique de Granadilla | Cl. Candelaria, 28 - 3ª Planta - Ed. Olympo - Santa Cruz De Tenerife | 80.00% | 13,584 |
| Ave Túnel de Serrano | Cl. Cardenal Marcelo Spinola, 52 - Madrid | 42.00% | 45,131 |
| Baixo Alentejo | Avda. Visconde De Valmor, 66 - Lisboa | 44.00% | 47,067 |
| Estacions L9-Besos | Cl. Via Laietana, 33 - Barcelona | 50.00% | 23,841 |
| Vía Litoral | Cl. Candelaria, 28 - 3ª Planta - Ed. Olympo - Santa Cruz De Tenerife | 100.00% | 18,363 |
| Ampliación Complejo Atocha Fase I | Avda. Camino de Santiago, 50 - Madrid | 100.00% | 24,945 |
| Viaducto de Archidona | Avda. Camino de Santiago, 50 - Madrid | 50.00% | 10,609 |
| Autovía del Pirineo | Avda. Roncesvalles, 6 - Pamplona - Iruña | 72.00% | 10,950 |
| Terminal Aeropuerto de Ibiza | Pz. Es Forti, 4 - Palma de Mallorca | 70.00% | 17,010 |
| Beasain Este | Barrio Loinatz - Beasain | 47.00% | 12,287 |
| Edificio Usos Múltiples en Salamanca | Pz. Juan de Austria, 2 - Valladolid | 99.00% | 10,720 |
| Tolosa | Cl. Gran Via, 53 - Bilbao | 40.00% | 30,735 |
| Estructura Sagrera Ave | Cl. Via Laietana, 33 - Barcelona | 33.50% | 21,756 |
| Urbanización Terminal Polivalente | Cl. Maestro Alonso, 1 - Murcia | 50.00% | 10,356 |
| Ave San Isidro - Orihuela | Cl. Alvaro de Bazan, 10 - Valencia | 70.00% | 48,740 |
| Estacions L9-Llobregat | Cl. Via Laietana, 33 - Barcelona | 50.00% | 58,312 |
| Construcción Plataforma Tramo Urrieta - Hernani | Cl. Gran Via, 53 - Bilbao | 37.00% | 13,765 |
| Dragados-Sisk Crossrail Eastern R. Tunnels | 25 Canal Sq. 33 fl. Canary Wharf - London | 90.00% | 161,024 |
| Forth Crossing Bridge Constructors | Grange House West Main Road, Grange Mouth - Scotland | 28.00% | 151,463 |
| HVDC Tunnel GEIE | Cl. 2, Rue Helene Boucher - 93330 Neuilly Sur Marne | 50.00% | 49,187 |
| Consorcio Dragados - Conca | Cl. 94 A, Nº 13-08 Barrio Chico - Bogotá | 70.00% | 14,715 |
| Estación Girona | Cl. Acanto, 22 - 5ª Planta - Madrid | 40.00% | 13,125 |
| Maceiras Redondela | Cl. Caballero Andante, 42 - Madrid | 50.00% | 15,860 |
| Durango - Amorebieta | Cl. Elcano, 14 - Bilbao | 75.00% | 19,254 |
| A-32 Ibrós - Ubeda | Cl. Orense, 11 - Madrid | 65.00% | 13,074 |
| Loiola Herrera | Barrio Loyola, 25 - Azpetitia | 50.00% | 14,060 |
| Nudo Venta de Baños | Cl. Orense, 11 - Madrid | 50.00% | 25,939 |
| Medinaceli | Cl. Acanto, 22 - 5ª Planta - Madrid | 22.40% | 10,140 |
| Depósito de Vallecas | Cl. Orense, 11 - Madrid | 60.00% | 10,731 |
| Antequera | Cl. Orense, 11 - Madrid | 85.38% | 29,157 |
| Techint- Dycasa | Hipólito Bouchard 557 piso 17 - Buenos Aires | 40.00% | 29,286 |
| Dragados Cobra Initec JV- Great Ireland | The Oval Building , Block 3, 2nd Floor 160, Shelbourne Road, Ballsbridge, Dublin | 33.33% | 36,739 |
| Dragados / Judlau (019) | 26-15 Ulmer Street, College Point - New York 11354 | 55.00% | 122,149 |
| Seattle Tunnel Partners | 999 3rd Avenue, 22nd Floor - Seattle 98104 | 55.00% | 188,681 |
| Picone / Schiavone / Frontier / Drag. USA (538) | 31 Garden Lane, Lawrence NY 11559 | 87.50% | 37,766 |
| Dragados/ Flatiron/ Sukut | P.O Box 608, Sunol CA 94586 | 40.00% | 39,834 |
| Picone / Schiavone (312) | 31 Garden Lane, Lawrence NY 11559 | 100.00% | 22,085 |
| 41G Constructors (520) | 150 Meadowlands Pkwy Secaucus, NY 07094 | 100.00% | 58,389 |
| Rondout Constructor (185) | 150 Meadowlands Pkwy Secaucus, NY 07094 | 76.40% | 23,846 |
| Skanska / Picone II (47) | 20 North Central Ave, Valley Stream, NY 11580 | 27.50% | 52,063 |
| S3 Tunnel Constructors (514) | 207 East 94th St., NY, NY | 37.50% | 24,055 |
| S3 II Tunnel Constructors (516) | 360 West 31st St., NY, NY | 30.00% | 37,185 |
| Schiavone/Kiewit (521) | 29-60 Northern Blvd, NY, NY | 60.00% | 20,113 |
| Plaza Schiavone (523) | 195 Broadway, 18th Floor, NY, NY | 40.00% | 39,927 |
| SSK Constructors (524) | 1181 Broadway, 5th Floor, NY, NY | 42.50% | 140,034 |
| Project - S-8 sec 6,7 | Ul. Adama Branickiego, 15 - Warszawa | 51.00% | 37,478 |
| Project - S-8 sec 3 | Al. Ujazdowskie, 41 - Warszawa | 51.00% | 64,376 |
| Project - S-8 sec 5 | Ul. Adama Branickiego, 15 - Warszawa | 51.00% | 19,259 |
| CONSTRUCCION - HOCHTIEF | | | |
| Bau-ARGE BAB A8 Ulm - Augsburg | D - 86441 Zusmarshausen / Im Zusamtal 7 | 50.00% | 100,111 |
| Forth Replacement Crossing | GB - Schottland | 28.00% | 151,123 |
| Gotthard Basis Tunnel, Lose Bodio&Faido | CH - 6743 - Bodio / Consorzio TAT | 25.00% | 167,602 |
| Crossrail C310 Thames Tunnel (incl. HT UK-Anteil) | GB - London / Hiview House, Highgate Road | 50.00% | 89,327 |
| Arge Tunnel XFEL | D - Hamburg | 50.00% | 42,679 |
| Arge Saale - Elster - Brücke | D - 06258 Schkopau / Hallesche Straße 174 | 36.00% | 49,170 |
| ARGE Tunnel Lichtenfels | D - 96215 Lichtenfels / Arge Tunnel Lichtenf. | 50.00% | 32,502 |
| Maliakos Kleidi CJV/OJV | GR - Itea-Gonnoi | 61.02% | 26,858 |
| E6 Dovrebanen FP2 | NO - Eidsvoll/ Minnesund | 40.00% | 36,966 |
| Arge Montgelas-Park München | D - München / Törringstraße 2-4 | 65.00% | 11,689 |

APPENDIX II

INDUSTRIAL SERVICES

| | | | |
|---------------------------------|---|---------|---------|
| UTE ACS-COBRA-CASTOR | Calle Cardenal Marcelo Spinola, 10 - Madrid | 100.00% | 176,297 |
| CONSORCIO LARRAYNAGA | C/ Reparto San Juan, Hotel Seminole, 300 Mangua Nicaragua | 100.00% | 14,041 |
| UTE C.T. VALLE UNO | C/ Severo Ochoa, 4 28760 Tres Cantos - Madrid | 50.00% | 42,021 |
| UTE C.T. VALLE DOS | C/ Severo Ochoa, 4 28760 Tres Cantos - Madrid | 50.00% | 42,507 |
| UTE C.C. BREMEN | C/ Cardenal Marcelo Spinola,10 - Madrid | 100.00% | 29,998 |
| EP UTE PTAR TABOADA | Avda. Victor Andrés Belaunde, 887 - Perú | 100.00% | 23,323 |
| UTE DRAGADOS COBRA INITEC JV | C/ Shelbourne Road, 160 Dublin - Irlanda | 100.00% | 36,734 |
| UTE AMPLIACION BBG | C/ Zugazarte, 56 48930 Las Arenas Getxo - Vizcaya | 68.00% | 35,245 |
| UTE LOS COCOS | C/ Cardenal Marcelo Spinola, 10 - Madrid | 100.00% | 35,522 |
| EP UTE YX LOS COCOS | C/ Anacaona, 20 Santo Domingo - República Dominicana | 100.00% | 16,722 |
| UTE ACELEC | Avda del Brasil, 6 - MADRID | 33.33% | 14,326 |
| Ute Luz Madrid | Evaristo San Miguel 4 - Madrid | 60.00% | 22,984 |
| Ute Vea 2012 | Orense, 68 - Madrid | 50.00% | 10,767 |
| Enwesa- Maessa EAE UTE | C/ Tarragones 12, bajo planta 4ª-43890 Hospitalet del Infante - Tarragona | 50.00% | 11,957 |
| La Réunion UTE | 8 rue du Grand Hotel - 97434 Saint Gilles Les Bains - La Réunion - FrancE | 84.00% | 15,213 |
| UTE MOGENTE-ALCUDIA DE CRESPINS | Avda de Manoteras, 46 1ª - Madrid | 15.00% | 14,474 |
| UTE ACELEC | Avda de Brasil 6,2ª planta - Madrid | 33.33% | 14,326 |

ENVIRONMENT

| | | | |
|---------------------------------------|---|---------|--------|
| UTE Legio | Cl. Valle de Portugal, s/n - San Román de La Vega (León) | 50.00% | 12,756 |
| UTE Ebro | Parque Tecnológico de Reciclados. Parc. C1-18. Crta. La cartuja a Torrecilla de Valmadrid. Km. 1,195 - 50720 Zaragoza | 100.00% | 16,585 |
| UTE La Paloma | Crta. De Valencia Km. 14, Valdemingomez -, Madrid | 62.00% | 11,206 |
| UTE BKU - Tecmed (Albada) | Nostian s/n, 15010 - La Coruña | 100.00% | 12,497 |
| UTE Vertresa Rwe Proces (Las Dehesas) | Ctra. Valencia, km 14. Complejo Valdemingomez - Madrid | 100.00% | 20,200 |
| UTE Urbamar | Nuevo Dique del Este s/n, Puerto de Valencia - Valencia | 80.00% | 15,647 |
| UTE Logroño Limpio | Polg. Ind. Portalada II C/ La Nevera, nº 18. 26006 Logroño - La Rioja. | 50.00% | 10,061 |
| UTE Ecoparque V | Ctra. Terrasa - Manresa C-58 Barcelona | 20.00% | 10,002 |
| UTE Ecored | C/ Soliraditat 41, Aldaia - Valencia | 100.00% | 12,999 |
| UBB (Essex) Construction JV | Unit F Pate Court, St Margarets Road, Cheltenham, GL50 4DY | 70.00% | 12,562 |
| UTE Moron (Urbaser Argentina, S.A) | Gral. J. M. de Pueyrredón 937 - Morón | 100.00% | 14,652 |
| UTE Urbasur (Urbaser Argentina, S.A.) | Brandsen 2720 - Caba | 70.00% | 53,882 |
| UTE Vertresa - FCC (Tenerife) | Pol. Ind. San Isidro - El Rosario (Tenerife) | 90.00% | 16,135 |

APPENDIX III

Associates

Data on the investee (100%)

| COMPANY | Address | % Effective Ownership | Assets | Liabilities | Equity* | Revenue | Profit for the year |
|--|---|-----------------------|---------|-------------|-----------|---------|---------------------|
| CONSTRUCTION - DRAGADOS | | | | | | | |
| ACS Sacyr Chile, S.A. | Avda. Vitacura, 2939, of. 1102. Las Condes. Santiago de Chile. Chile. | 50.00% | 1,297 | 1,183 | 114 | - | (9) |
| Blue Clean Water, Llc. | 150 Meadowlans PKWY, Secaucus. New Jersey 07094. United States. | 76.40% | 2,711 | 5 | 2,706 | 501 | 367 |
| Central Greece Motorway Concession, S.A. | Municipality of Athens, 87 Themistokleous, 10683 Athens. Greece. | 33.33% | 703,873 | 957,580 | (253,707) | 8,408 | - |
| Citic Construction Xinlong Contracting Co., Ltd. | Xidaqiao Lu,69. Distrito Miyun,Beijing,China. | 50.00% | 1,814 | 39 | 1,775 | - | (13) |
| Cleon, S.A. | Avda. General Perón, 36 1º. 28020 Madrid. Spain. | 50.00% | 131,367 | 31,132 | 100,235 | - | (370) |
| Constructora Comsa Dragados, S.A. | Avda. Vitacura, 2939, of. 2201. Las Condes. Santiago de Chile. Chile. | 50.00% | 3,433 | 2,726 | 707 | 417 | (1,570) |
| Constructora DCB, S.A. | Avda. Tajamar nº 183 piso 5º. Las Condes. Santiago de Chile. Chile. | 33.33% | 42,774 | 42,551 | 223 | 45,092 | 209 |
| Corfica 1, S.L. | C/ Los Vergos, 26-5º. 08017 Barcelona. Spain | 50.00% | 65 | 1 | 64 | - | - |
| Draga, S.A. | Crta.de la Comella, 11, Edif.Cierco AD500. Andorra | 50.00% | 3,079 | 2,053 | 1,026 | 4,578 | 302 |
| Dragados Besalco, S.A. | Avda. Vitacura, 2939, of. 1102. Las Condes. Santiago de Chile. Chile. | 50.00% | 4,569 | 4,659 | (90) | 4,211 | (1,098) |
| Dragados Fomento Canada, S.A.L. | Queen Street, 570 Fredericton NB. Canada | 50.00% | 10,224 | 12,021 | (1,797) | 4,093 | 618 |
| Dravo, S.A | Plaza de Castilla, 3 Piso 21-A. 28046 Madrid. Spain | 50.00% | 18,234 | 9,388 | 8,846 | 17,341 | 1,329 |
| Elaboración de Cajones Pretensados, S.L. | Avda. general Peron, 36. 28020 Madrid. Spain | 50.00% | 100 | 96 | 4 | - | - |
| Empresa Mantenimiento y Explotación M-30, S.A. | C/ Méndez Alvaro, 95. 28053 Madrid. Spain. | 50.00% | 228,625 | 221,731 | 6,894 | 28,556 | 1,201 |
| FPS Brunet Inc. | 1625 Monseigneur-Langlois Boulevard. Salaberry de Valleyfield, Quebec, J6S 1C2. Canada. | 50.00% | 881 | 816 | 65 | 559 | (3) |
| Gaviel, S.A. | Avda. Diagonal, 407 bis planta 21. 08008 Barcelona. Spain. | 50.00% | 1,277 | 3 | 1,274 | - | (17) |
| Juluna, S.A. | C/ Sornj, 3 bajo. 46004 Valencia. Spain | 24.45% | 687 | 10 | 677 | - | 1 |
| PKO BP Inwestycje-Sarnia Dolina, Limited Liability Company | 00-073 Warszawa ul. Pilsudskiego 3. Poland | 29.04% | 4,131 | 6,325 | (2,194) | - | (353) |
| SDD Shanganagh (Water Treatment) Limited | Wilton Works, Naas Road, Clondalkin. Dublin 22. Ireland. | 50.00% | 1,031 | 1,030 | 1 | - | (5) |
| Supercor Orense, S.A. | C/ Copérnico,7 Edificio Work Center 2ºA ,Poligono la Grela. 15008 La Coruña. Spain | 35.00% | 3 | 27 | (24) | - | - |
| Vía Olmedo Pedralba, S.A. | C/ Orense, 11.28020 Madrid. Spain | 50.40% | 15 | - | 15 | - | - |

CONSTRUCTION - IRIDIUM (Concessions)

| | | | | | | | |
|---|---|--------|-----------|-----------|-----------|--------|----------|
| Autovía de la Sierra de Arana, S.A. | C/ Sierra Umbria, 10. 18850 Iznalloz. Granada. Spain. | 40.00% | 10,430 | 5,457 | 4,973 | - | - |
| Autovía de los Pinares, S.A. | Km 20.200 A-601. 47160 Portillo. Valladolid. Spain | 53.33% | 106,013 | 115,483 | (9,470) | 4,929 | (2,779) |
| Bidelan Guipuzkoako Autobideak, S.A. | Asti Auzoa, 631 B. 20800 Zarauz. San Sebastian. Spain | 50.00% | 18,162 | 8,431 | 9,731 | 41,571 | 2,122 |
| Capital City Link General Partnership | 12009 Meridian St, Edmonton. Alberta T6S 1B8. Canada. | 25.00% | 412,128 | 416,119 | (3,991) | 25,205 | (4,055) |
| Celtic Roads Group (Portlaoise) Limited | Toll Plaza Balgeen Co. Meath Ireland | 33.33% | 303,904 | 377,262 | (73,358) | 19,295 | (3,953) |
| Celtic Roads Group (Waterford), Ltd. | Toll Plaza , Balgeen , Co. Meath Ireland | 33.33% | 229,480 | 276,399 | (46,919) | 13,469 | (1,715) |
| Circunvalación Alicante, S.A.C.E. | Autopista AP 7.pk 703. Area Monforte del Cid. 03670 Monforte del Cid. Alicante. Spain | 50.00% | 462,224 | 519,425 | (57,201) | 5,156 | (17,948) |
| Concesionaria Aparcamiento La Fe, S.A. | Tres Forques, 149 Accesorio.46014 Valencia. Spain. | 50.00% | 10,358 | 9,386 | 972 | 1,294 | 53 |
| Concesionaria Atención Primaria, S.A. | Plaza Es Forti, 4, 1º A. 07011 Palma de Mallorca. Islas Baleares. Spain | 49.50% | 22,157 | 17,459 | 4,698 | 3,475 | 905 |
| Concesionaria Hospital Son Dureta, S.A. | Carretera Valldemosa, 79. 07120 Palma de Mallorca. Islas Baleares. Spain | 49.50% | 417,922 | 430,769 | (12,847) | 39,646 | 2,982 |
| Desarrollo de Equipamientos Públicos, S.L. | Avenida del Camino de Santiago, 50. 28050 Madrid. Spain. | 60.00% | 64,108 | 17,647 | 46,461 | 25 | 35 |
| Estacionamientos El Pilar, S.A. | Calle Madre Rafols 2 oficina 1-A. 5004. Zaragoza. Spain | 50.00% | 13,500 | 5,298 | 8,202 | 3,120 | 639 |
| FTG Fraser Transportation Group Partnership | 1300 - 777 Dunsmuir Street Po Box 10424 Stn Pacific Ctr. Vancouver Bc V7Y 1K2. Canada. | 50.00% | 173,665 | 169,896 | 3,769 | 12,688 | 2,763 |
| Gran Hospital Can Misses, S.A. | Calle Corona, S/N. (Caseta de Obra). 07800 Ibiza. Islas Baleares | 40.00% | 66,287 | 57,758 | 8,529 | 5,396 | (356) |
| Hospital de Majadahonda, S.A. | C/ Joaquín Rodrigo, 2. 28220 Majadahonda. Madrid. Spain. | 55.00% | 264,826 | 250,132 | 14,694 | 38,824 | 4,435 |
| I 595 Express, LLC | Corporation Trust Company, Corporation Trust Center, 1209 Orange Street.Wilmington New Castle. Delaware 19801. United States. | 50.00% | 995,944 | 979,827 | 16,117 | 66,417 | 5,691 |
| Infraestructuras y Radiales, S.A. | Ctra.M-100 Alcalá de Henares a Daganzo Km 6.300. 28806 Alcalá de Henares. Madrid. Spain | 35.00% | 841,997 | 953,911 | (111,914) | 15,095 | (24,175) |
| Intercambiador de Transportes de Avda. de América, S.A. | Avda. América, 2-17-B. 28002 Madrid. Spain | 60.00% | 36,796 | 22,149 | 14,647 | 6,438 | 2,076 |
| Intercambiador de Transportes de Príncipe Pío, S.A. | Avda. América, 2-17-B. 28002 Madrid. Spain | 42.00% | 78,968 | 67,194 | 11,774 | 8,961 | 2,766 |
| Intercambiador de transportes Plaza de Castilla, S.A. | Avda. de América 2-17B. Madrid. Spain | 22.20% | 225,676 | 184,330 | 41,346 | 30,545 | 11,085 |
| Línea Nou Manteniment, S.L. | Avenida Josep Tarradellas, 34-36 4º Dcha.08029 Barcelona. Spain. | 50.00% | 2,186 | 1,268 | 918 | 1,735 | 916 |
| Línea Nou Tram Dos, S.A. | Avenida Josep Tarradellas, 34-36 4º Dcha.08029 Barcelona. Spain. | 50.00% | 645,521 | 726,872 | (81,351) | 57,948 | 4,192 |
| Línea Nou Tram Quatre, S.A. | Avenida Josep Tarradellas, 34-36 4º Dcha.08029 Barcelona. Spain. | 50.00% | 608,639 | 649,659 | (41,020) | 51,467 | 8,669 |
| Metro de Sevilla Sdad Conce Junta Andalucía, S.A. | C/ Carmen Vendrell, s/n (Prolongación de Avda. de Hytasa) 41006 Sevilla. Spain | 34.01% | 418,178 | 294,609 | 123,569 | 47,074 | 3,544 |
| Nea Odos Concession Societe Anonyme | Municipality of Athens; 87 Themistokleous; 10683 Athens. Greece | 33.33% | 413,196 | 361,781 | 51,415 | 57,835 | - |
| Nouvelle Autoroute 30, S.E.N.C. | 5388 Pierre Danseream. Salaberry-de-Vallefield. Quebec H9R 5B1. Canada. | 50.00% | 1,061,382 | 1,067,876 | (6,494) | 82,328 | 9,674 |
| Operadora Can Misses, S.L. | Calle Corona, s/n.07800 Ibiza. Spain. | 40.00% | 4 | 3 | 1 | - | (1) |
| Road Management (A13), Plc. | 24 Birch Street, Wolverhampton, WV1 4HY | 25.00% | 169,879 | 313,996 | (144,117) | 32,248 | (3,294) |
| Rotas Do Algarve Litoral, S.A. | Rua Julieta Ferrão, nº 10 – 6º andar 1600-131 Lisboa. Portugal | 45.00% | 118,358 | 138,157 | (19,799) | - | - |
| Serranopark, S.A. | Pza. Manuel Gomez Moreno, 2. 28020 Madrid. Spain | 50.00% | 107,610 | 101,462 | 6,148 | 4,719 | (3,677) |
| Sociedad Concesionaria Ruta del Canal, S.A. | Antonio Varas Nº 216, Oficina 701.Puerto Montt. Chile. | 51.00% | 111,884 | 86,815 | 25,069 | - | - |
| Sociedad Hospital de Majadahonda Explotaciones, S.L | C/ Joaquín Rodrigo, 2. 28220 Majadahonda. Madrid. Spain | 55.00% | 19,742 | 19,490 | 252 | 22,975 | 239 |
| SPER - Sociedade Portuguesa para a Construção e Exploração Rodoviária, S.A. | Rua Julieta Ferrão, nº 10 – 6º andar 1600-131 Lisboa. Portugal | 49.50% | 309,817 | 347,790 | (37,973) | - | - |
| Systelec Quebec, Inc. | 3700-1 place Ville-Marie.Montreal (Quebec) H3B3P4. Canada. | 50.00% | - | 1 | (1) | - | (1) |
| Systelec S.E.C | 3700-1 place Ville-Marie.Montreal (Quebec) H3B3P4. Canada. | 50.00% | 7,650 | 10,084 | (2,434) | 5,712 | 1,933 |
| Tag Red, S.A. | Avda. Vitacura nº 2939 piso 8. Las Condes. Santiago de Chile. Chile. | 25.00% | 6 | 2,389 | (2,383) | - | - |
| TP Ferro Concesionaria, S.A. | Ctra. de Llers a Hostalets GIP-5107 p.k. 1, s/n 17730 Llers (Girona) Spain | 50.00% | 1,216,867 | 1,180,380 | 36,487 | 3,079 | - |
| Windsor Essex Mobility Group | 2187 Huron Church Road, Suite 210. Windsor. Ont N9C 2L8. Canada. | 33.33% | 427,189 | 461,537 | (34,348) | 24,970 | 2,309 |

CONSTRUCTION - HOCHTIEF

Hochtief Americas

| | | | | | | | |
|---|-------------------------------------|--------|---------|---------|----------|---|---------|
| Columbia-Investment | Holmdel, United States | 26.62% | 15,210 | 6,024 | 9,186 | - | 4,021 |
| E.E. Cruz/Tully Construction, LLC | Holmdel, United States | 26.10% | 26,000 | 21,342 | 4,658 | - | (5,824) |
| Kiewit/Flatiron | Richmond, United States | 14.36% | 65,342 | 33,484 | 31,858 | - | 7,742 |
| Perini/Tompkins | District of Columbia, United States | 20.88% | 3,887 | 219 | 3,668 | - | (297) |
| Turner - PCL - Flatiron | New York, United States | 26.62% | 20,701 | 13,927 | 6,774 | - | 4,055 |
| Turner jointly controlled entities other | - | - | 144,988 | 126,063 | 18,924 | - | 16,331 |
| Flatiron jointly controlled entities in other | - | - | 73,847 | 85,557 | (11,710) | - | (63) |

Hochtief Asia Pacific

| | | | | | | | |
|--|-----------------------------|--------|---------|---------|---------|---|----------|
| Al Habtoor Engineering Enterprises Co. LLC | Dubai, United Arab Emirates | 12.55% | 993,840 | 761,250 | 232,590 | - | (37,838) |
| City West Property Investment (No.6) Trust | Australia | 13.95% | 44,120 | - | 44,120 | - | 609 |
| Kentz E & C Pty Ltd. | Australia | 13.95% | 16,781 | - | 16,781 | - | 11,439 |
| Leighton Welspun Contractors Private Ltd. | Kala Ghoda Fort, India | 18.13% | 228,110 | 49,729 | 178,381 | - | 5,362 |
| MacMahon Holding Ltd. | Australia | 5.30% | 163,983 | 97,225 | 66,758 | - | (2,537) |
| Sedgman Pty. Ltd. | Australia | 9.20% | 102,040 | 50,735 | 51,305 | - | 8,704 |
| Leighton associates in other | - | - | 99,457 | 88,401 | 11,056 | - | (22,633) |
| Leighton jointly controlled entities other | - | - | 206,297 | 119,101 | 87,196 | - | (21,857) |

APPENDIX III

Associates

Data on the investee (100%)

| COMPANY | Address | % Effective Ownership | Assets | Liabilities | Equity* | Revenue | Profit for the year |
|---|------------------------------|-----------------------|-----------|-------------|---------|---------|---------------------|
| Hochtief Europe | | | | | | | |
| Am Opernboulevard GmbH & Co. KG | Hamburg, Germany | 24.53% | 12,171 | 4,191 | 7,980 | | 326 |
| Arbeitsgemeinschaft GÜ Köbis Dreieck KPMG | Berlin, Germany | 26.10% | 178 | 38 | 140 | | |
| Aurelis Real Estate GmbH & Co. KG | Eschborn, Germany | 26.10% | 630,407 | 487,367 | 143,040 | | 33,469 |
| Golden Link Concessionaire LLC (Presidio Parkway) | New York, United States | 26.10% | 41,736 | 23,253 | 18,483 | | 1,227 |
| Grundstücksgesellschaft Köbis Dreieck GmbH & Co. Development KG | Essen, Germany | 26.10% | 6,155 | 2,317 | 3,838 | | (205) |
| HGO InfraSea Solutions GmbH & Co. KG | Bremen, Germany | 26.10% | 125,408 | 113,751 | 11,657 | | (171) |
| HKG Holding AG | Risch, Switzerland | 18.27% | 6,488 | 1,785 | 4,703 | | 472 |
| HKP Dahlemer Weg Objekt 1 tertius PE GmbH & Co. KG | Berlin, Germany | 26.10% | 201 | 161 | 40 | | (15) |
| HKP Dahlemer Weg Objekt 2 ETW PE GmbH & Co. KG | Berlin, Germany | 26.10% | 4,139 | 74 | 4,065 | | (183) |
| HOCHTIEF Offshore Development Solutions S. à r.l. | Luxembourg, Luxembourg | 26.10% | 13,023 | 5,683 | 7,340 | | (211) |
| HTP PSP LIMITED | Swindon, Great Britain | 26.10% | 15,383 | 15,329 | 54 | | 34 |
| Le Quartier Central Teilgebiet C GmbH & Co. KG | Essen, Germany | 26.10% | 31,645 | 26,024 | 5,621 | | 4,581 |
| Lusail HOCHTIEF Q.S.C. | Doha, Qatar | 25.58% | 4,264 | 3,478 | 786 | | 764 |
| Olympia Odos Operation Company S.A. | Athens, Greece | 8.87% | 1,054 | 884 | 170 | | (1,327) |
| PANSUEVIA Service GmbH & Co. KG | Jettingen-Scheppach, Germany | 26.10% | 1,745 | 1,344 | 401 | | 524 |
| Projektentwicklungsgesellschaft Holbeinviertel mbH & Co. KG | Kriftel, Germany | 26.10% | 9,892 | 5,796 | 4,096 | | 3,861 |
| Raststätten Betriebs GmbH | Großebersdorf, Austria | 26.10% | 15,336 | 14,051 | 1,285 | | 50 |
| S&W TLP (PSP TWO) Limited | Swindon, Great Britain | 26.10% | 31,089 | 31,079 | 10 | | (7) |
| Shield Infrastructure Partnership (OPP) | Toronto, Canada | 26.10% | 50,634 | 49,847 | 787 | | 1,141 |
| Sociedad Concesionaria Túnel San Cristóbal S.A. | Santiago de Chile, Chile | 26.10% | 57,962 | 57,962 | | | (2,375) |
| Wohnpark Gießener Straße GmbH & Co. KG | Kriftel, Germany | 26.10% | 13,264 | 9,239 | 4,025 | | 3,131 |
| HT Europe associates in other | - | - | - | - | - | | (1,651) |
| HT Europe jointly controlled entities other | - | - | 1,129,185 | 1,129,188 | (3) | | (6,781) |

Konzernzentrale

| | | | | | | | |
|--------------------------------------|-----------------------|--------|-----------|-----------|---------|--|--------|
| Airport Holding Kft. | Zalaegerszeg, Hungary | 25.93% | 1,208,062 | 1,100,380 | 107,682 | | |
| Athens International Airport S.A. | Athens, Greece | 13.92% | 342,870 | 216,994 | 125,876 | | 28,368 |
| Flughafen Düsseldorf GmbH | Düsseldorf, Germany | 10.44% | 464,391 | 377,309 | 87,082 | | 21,415 |
| Flughafen Hamburg GmbH | Hamburg, Germany | 18.16% | 723,789 | 356,186 | 367,603 | | 23,122 |
| Tirana International Airport SH.P.K. | Tirana, Albania | 24.53% | 44,240 | 30,851 | 13,389 | | 4,471 |

INDUSTRIAL SERVICES

| | | | | | | | |
|---|--|--------|-----------|-----------|-----------|--------|----------|
| Afta, S. A. | Nucleo Central, 100 Tagus Park, 2780.Porto Salvo. Portugal. | 24.84% | 3,852,745 | 2,545,957 | 1,306,789 | | (29,231) |
| Andasol 1, S.A. | Plaza Rodrigo s/n. 18514 Aldeire Granada. Spain | 10.00% | 292,468 | 229,307 | 63,161 | 46,917 | 8,023 |
| Andasol 2, S.A. | Plaza Rodrigo s/n. 18514 Aldeire Granada. Spain | 10.00% | 327,575 | 270,830 | 56,745 | 53,835 | 9,898 |
| AR Sieniawa sp z. o. o. | Al. Jerozolimskie 56 C, Warsaw. Poland. | 22.36% | - | - | - | - | - |
| Brilhante Transmissora de Energias, S.A. | Avd.Marechal Camera, 160 sala 1621 Rio de Janeiro. Brazil. | 50.00% | 103,579 | 51,582 | 51,997 | 12,932 | 3,093 |
| C.I.E.R. S.L. | Pol Ind. Las Merindades Calle B s/n09550 Villarcayo. Burgos. Spain. | 50.00% | - | - | - | - | - |
| Carreteras Pirenaicas, S.A. | Pza. de Aragón, nº 11 1º Izqda.50004 - Zaragoza. Spain. | 47.50% | 3,520 | 18 | 3,502 | | 41 |
| CME Al Arabia, Lda. | PO BOX 42651. 11551Riad. Arabia Saudi. | 37.27% | - | - | - | - | - |
| CME Construção E Manutenção Eletromecania Romania, SARL | Ploiesti, NR. 73-81 Parcul Victoria, Corpul III, Viroul 220 Sector 1, Bucarest. Rumania. | 74.54% | - | - | - | - | - |
| Concesionaria Jauru Transmissora de Energia | Rua Marechal Camara,160. Sala 1534 Rio de Janeiro. Brazil | 33.00% | 70,439 | 39,443 | 30,996 | 21,035 | 569 |
| Consorcio de Telecomunicaciones Avanzadas, S.A. | Av Juan Carlos I, 59-6. Espinardo. Murcia. Spain | 10.52% | 3,519 | 911 | 2,608 | 1,831 | 4 |
| Desarrollos Energéticos Asturianos, S.L. | Pol.Industrial Las Merindades calle B, s/n. 09550 Villarcayo. Burgos. Spain | 50.00% | 551 | 86 | 465 | | (2) |
| Dora 2002, S.L. | C/ Monte Esquinza, 34. 28010 Madrid. Spain | 45.39% | 47 | - | 47 | | - |
| Electra de Montanchez, S.A. | Periodista Sánchez Asensio, 1. Cáceres. Spain | 40.00% | 284 | 23 | 261 | | (2) |
| Energía de la Loma S.A. | c/ Las Fuentesillas, s/n - Villanueva del Arzobispo.23330 Jaén. Spain. | 20.00% | 15,538 | 6,100 | 9,438 | 8,879 | 554 |
| Energías Alternativas Eólicas, S.L. | Gran Vía Juan Carlos I, 9. 26002 Logroño. Spain | 37.50% | 25,450 | 16,450 | 9,000 | 8,305 | 1,560 |
| Energías Renovables de Ricobayo, S.A. | Avda. Europa,6 Parque Empresarial La Moraleja. 28108 Alcobendas. Madrid. Spain | 50.00% | 1,061 | 800 | 261 | 1,475 | (100) |
| Enervouga - Energias do Vouga, Lda. | Tagus Sapce - Rua Rui Teles Palhinha, N 4 2740-278.Porto Salvo. Portugal. | 37.50% | 2,461,265 | 2,457,979 | 3,286 | | (1,190) |
| Equipamentos Informaticos, Audio e Imagem, S.A. | Rua Helder Neto, 87. Malanga.Luanda. Angola. | 16.88% | - | - | - | - | - |
| Escal UGS, S.L. | C/ San Francisco de Sales, Nº 38-1ª Pta. Madrid. Spain | 66.67% | 1,518,826 | 1,570,884 | (52,058) | | 5 |
| Hospec, S.A. | Tamer Bldg., Sin El Deirut. Libano. | 50.00% | 59,779 | 114,253 | (54,474) | | - |
| Hydrotua - Hidroelectricas do Tua, Lda. | Tagus Sapce - Rua Rui Teles Palhinha, N 4 2740-278.Porto Salvo. Portugal. | 37.50% | 5,451,669 | 5,450,649 | 1,020 | | (3,462) |
| Incro, S.A. | Serrano, 27. 28016 Madrid. Spain | 50.00% | 16,902 | 14,270 | 2,632 | 8,473 | 2,455 |
| Interligação Eléctrica Norte e Nordeste, S.A. | Av. Marechal Camara 160 sala 1833 y 1834. 20030-020 Rio de Janeiro. Brazil | 25.00% | 244,284 | 122,100 | 122,184 | 19,312 | 22,795 |
| Interligação Eléctrica Sul, S.A. | Rua Casa do Ator, 1115, 8º andar Vila Olimpia.São Paulo. Brazil. | 49.90% | 78,121 | 22,633 | 55,488 | 19,131 | 6,085 |
| JC Deaux Cevasa | Avda. de Aragón 328 28022 Madrid | 50.00% | 273 | 40 | 233 | 137 | 16 |
| Operadora OCACSA-SICE, S.A. de C.V. | Montecito n 38, piso 36 oficina 3y4, colonia Napoles.03810 Mexico D.F. Mexico | 30.00% | - | - | - | - | - |
| Parqa, S. A. | Rua Dr. António Loureiro Borges 9. Portugal | 37.27% | 2,094,267 | 1,862,354 | 231,913 | | 187,063 |
| Parque Eólico Región de Murcia, S.A. | Central, 12. 30007 Murcia. Spain | 20.00% | 101 | - | 101 | | (4) |
| Planta de Reserva Fria Eten, S.A. | Avda.Argentina 2415.Lima. Per . | 50.00% | - | - | - | - | 5 |
| Portwind sp z. o. o. | Warszawa, UL. Aleje, Jerozolimskie, 56 C 00-803. Poland. | 37.50% | - | - | - | - | - |
| Red Eléctrica del Sur, S.A. | Juan de la Fuente, 453 miraflores Lima. Peru | 23.75% | 10,023 | 6,387 | 3,636 | 2,522 | 1,084 |
| Serrezuela Solar II, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 50.00% | 251,800 | 252,083 | (283) | | - |
| Sistema Eléctrico de Conexión Hueneja, S.L. | C/ Loja nº 8 - Local 26. Albolote. Granada. Spain | 24.35% | 26,510 | 28,037 | (1,527) | | (1,169) |
| Sociedad Aragonesa de Estaciones Depuradoras, S.A. | Dr. Aznar Molina, 15-17. 50002 Zaragoza. Spain | 40.00% | 9,488 | 7,735 | 1,753 | 1,212 | 288 |
| Sociedad de Aguas Residuales Pirineos, S.A. | Doctor Aznar molina, 15-17.50002 Zaragoza. Spain. | 37.50% | 6,272 | 271 | 6,001 | 277 | 9 |
| Somozas Energías Renovables, S.A. | La Iglesia 1. 15565 La Coruña. Spain | 25.00% | 8,010 | 6,507 | 1,503 | 2,874 | 563 |
| Tonopah Solar Investments, LLC. | 7380 West Sahara, Suite 160.Las Vegas NV 89117. United States | 50.00% | 196,198 | 152,136 | 44,062 | | (968) |
| Torre de Miguel Solar, S.L. | Cardenal Marcelo Spinola, 10. 28016 Madrid. Spain | 50.00% | 69,113 | 69,163 | (50) | | 41 |

ENVIRONMENT

| | | | | | | | |
|--|---|--------|---------|---------|---------|---------|--------|
| Aguas del Gran Buenos Aires, S.A. | C/ 48 Nº 877, piso 4 oficina 408. La Plata Provincia de Buenos Aires. Argentina | 26.34% | 2,279 | 2,896 | (617) | | (68) |
| Betearte, S.A. | Colón de Larrategui, 26. Bilbao. Spain | 33.33% | 19,375 | 17,217 | 2,157 | 2,642 | (117) |
| Centre D'Integració Social Balear Ceo, S.L. | C/ Pescadors, 1.Palma de Mallorca. 07012 Illes Balears. Spain. | 38.88% | 263 | 248 | 15 | 185 | 10 |
| CITIC Construction Investment Co., Ltd. | 69 Xidaqiao Road. Miyun District. Beijing.China. | 50.00% | 5,575 | 19 | 5,556 | | 127 |
| Clece Seguridad S.A.U. | Avda. de Manóteras, 46, Bis 1ª Pl. Mod. C 28050 Madrid. Spain. | 76.24% | 191 | 197 | (6) | 105 | (66) |
| Clece, Inc. | 1111 Brickell Avenue 11Th Floor.Florida 33131. Miami. U.S.A. | 76.24% | 1 | - | 1 | | - |
| Clece, S.A. | Avda. Manóteras, 46 Bis 2ª Planta. 28050 Madrid. Spain. | 76.24% | 360,508 | 237,839 | 122,669 | 978,771 | 36,331 |
| Demarco, S.A. | Alcalde Guzmán, 18. Quilicura. Chile | 50.00% | 32,935 | 28,378 | 4,557 | 34,682 | 1,276 |
| Desarrollo y Gestión De Residuos, S.A. (Degersa) | Avda. Barón de Carcer, 37. Valencia. Spain | 40.00% | 22 | (0) | 22 | | - |
| Desorción Térmica, S.A. | C/ Velázquez, 105-5ª Pta. 28006 Madrid. Spain | 45.00% | 2,843 | 561 | 2,282 | 1 | (227) |
| Ecoparc del Besós, S.A. | Rambal de Catalunya, 91-93, 9º3ª.08080 Barcelona. Spain. | 28.00% | 82,295 | 76,971 | 5,324 | 29,373 | 1,720 |

APPENDIX III

Associates

Data on the investee (100%)

| COMPANY | Address | % Effective Ownership | Assets | Liabilities | Equity* | Revenue | Profit for the year |
|---|--|-----------------------|---------|-------------|---------|---------|---------------------|
| Ecoparc del Mediterrani, S.A. | Avda. Eduard Maristany, s/n. 08930 Sant Adria de Besós. Barcelona. Spain | 32.00% | 15,205 | 5,347 | 9,858 | 11,215 | (192) |
| Electrorecycling, S.A. | Ctra.BV 1224, Km. 6,750 El Pont de Vilomara i Rocafort - Barcelona - Spain | 33.33% | 5,639 | 1,262 | 4,377 | 5,814 | 1,348 |
| Empresa Mixta de Aguas del Ferrol, S.A. | C/ Praza da Ilustracion, 5-6 Baixo. Ferrol. La Coruña. Spain | 49.00% | 16,417 | 11,050 | 5,367 | 5,374 | 236 |
| Empresa Mixta de Limpieza, S.A. | Av. Logroño II, 10. 24001 León. Spain | 49.00% | 4,686 | 2,065 | 2,621 | 4,873 | 503 |
| Energías y Tierras Fértiles, S.A. | Pascual y Genís, 19. 46002 Valencia. Spain | 33.36% | 63 | - | 63 | - | - |
| Entaban Biocombustibles del Pirineo, S.A. | Paseo Independencia, 28. Zaragoza. Spain | 37.50% | 8,775 | 15,875 | (7,100) | - | (1,596) |
| Gestión de Marpol Galicia, S.L. | C/ Canovas del Castillo, 10, 1º, oficina 8.Vigo. Spain. | 50.00% | 1 | - | 1 | - | (2) |
| Gestión Medioambiental de L'Anoia, S.L. | C/ Viriato, 47. 08000 Barcelona. Spain | 50.00% | 334 | 440 | (106) | - | (4) |
| GPL Limpiezas, S.L. | C/ Diputación, 180-1ª Planta. 08011 Barcelona. Spain | 76.24% | 2,336 | 1,722 | 614 | 7,771 | 341 |
| Huesca Oriental Depura, S.A. | Ctra. de Madrid, km. 315,800 Edif. Expo Zaragoza, 3 Ofic. 14 - 50012 Zaragoza-Spain | 60.00% | 5,874 | 1,552 | 4,322 | - | - |
| Indira Container Terminal Private Limited | Indira Dock, Green Gate, Mumbai Port, Mumbai 400038. India. | 50.00% | 66,819 | 58,460 | 8,359 | 1,024 | (2,205) |
| Integra Formación Laboral y Profesional, S.L. | C/ Resina, 29. Villaverde Alto. 28021 Madrid. Spain. | 76.24% | 2 | - | 2 | - | (1) |
| Integra Logística, Mantenimiento, Gestión y Servicios Integrados Centro Especial de Empleo, S.L. | C/ Resina, 29. Villaverde Alto. 28021 Madrid. Spain. | 76.24% | 1,380 | 1,229 | 151 | 1,999 | 37 |
| Integra Manteniment, Gestio i Serveis Integrats, Centre Especial de Treball, Catalunya, S.L. | C/ Pamplona, 54 Bajo. 08005 Barcelona.Spain | 76.24% | 1,000 | 428 | 572 | 2,370 | 240 |
| Integra Mantenimiento, Gestión Y Servicios Integrados Centro Especial de Empleo Andalucía, S.L. | C/ Industria Edif Metròpoli, 1 Esc 4, Pl MD P20. 41927 Mairena de Aljarafe. Sevilla. Spain | 76.24% | 825 | 631 | 194 | 1,217 | 48 |
| Integra Mantenimiento, Gestión y Servicios Integrados Centro Especial de Empleo Extremadura, S.L. | Avda Santiago Ramón y Cajal, 11, entreplanta 2, Pta 3.06001 Badajoz. Spain | 76.24% | 3 | 1 | 2 | - | (1) |
| Integra Mantenimiento, Gestión y Servicios Integrados Centro Especial de Empleo Galicia S.L. | Avda. Hispanidad, 75. 36203 Vigo. Pontevedra. Spain | 76.24% | 52 | 41 | 11 | 107 | 1 |
| Integra Mantenimiento, Gestión y Servicios Integrados Centro Especial de Empleo Valencia, S.L. | Avda. Cortes Valencianas, 45B 1º 46015 Valencia.Spain | 76.24% | 424 | 287 | 137 | 623 | 39 |
| Integra Mantenimiento, Gestión y Servicios Integrados Centro Especial de Empleo, S.L. | C/ Resina, 29. Villaverde Alto. 28021 Madrid. Spain. | 76.24% | 7,012 | 6,124 | 888 | 9,850 | (88) |
| International City Cleaning Company | Bordi Masser Lel-Siaha, Maydan. Al-Abbasia Aawan. Egypt | 30.00% | 1,454 | 1,782 | (328) | - | (742) |
| KDM, S.A. | Alcalde Guzmán,18. Quilicura. Chile | 50.00% | 137,863 | 73,021 | 64,842 | 64,320 | 11,163 |
| Limpiezas Deyse, S.L. | C/ Lérica, 1. Manresa. Barcelona. Spain | 76.24% | 2,333 | 1,748 | 585 | 7,952 | 424 |
| Limpiezas Lafuente, S.L. | C/ Puerto de Santa María, 8. 46015 Valencia. Spain | 76.24% | 2,543 | 1,663 | 880 | 8,490 | 347 |
| Lireba Serveis Integrats, S.L. | Cami de Jesús, s/n edificio Son Valentí Pol Son Valentí 1ª Planta. 07012 Palma de Mallorca. Islas Baleares. Spain. | 38.88% | 6,822 | 4,472 | 2,350 | 12,345 | (155) |
| Mac Insular, S.L. | Calle Julián Álvarez, nº 12-A-1º. Palma de Mallorca. Spain | 8.00% | 53,988 | 46,552 | 7,436 | 12,726 | (1,895) |
| Montaje de Aparatos Elevadores y Mantenimiento, S.L. | Avda. Manoterías, 46 Bis 2ª Planta. 28050 Madrid. Spain. | 76.24% | 38 | 163 | (125) | 354 | (21) |
| Multiservicios Aeroportuarios, S.A. | Avda. Manoterías 46 Bis 2ª Planta. 28050 Madrid. Spain | 38.88% | 21,481 | 13,981 | 7,500 | 57,951 | 718 |
| Net Brill, S.L. | Camino Les Vinyes, 15. Mataró. 08302 Barcelona. Spain | 76.24% | 2,113 | 1,661 | 452 | 7,013 | 375 |
| Pilagest, S.L. | Ctra.BV 1224, Km. 6,750 El Pont de Vilomara i Rocafort - Barcelona-Spain | 50.00% | 1,227 | 1 | 1,225 | - | 1,300 |
| Publimedia Sistemas Publicitarios, S.L. | Avda. de Manoterías,46 Bis, 2ª Planta 28050 Madrid. Spain | 76.24% | 23,640 | 26,870 | (3,230) | 33,770 | (9,933) |
| Salmedina Tratamiento de Residuos Inertes, S.L. | Cañada Real de las Merinas, s/n. Cº de los Aceiteros, 101. Madrid. Spain. | 41.98% | 11,593 | 9,142 | 2,451 | 6,043 | (1,504) |
| Servicios Urbanos E Medio Ambiente, S.A. | Avda. Julio Dinis, 2. Lisboa. Portugal. | 38.50% | 235,352 | 151,893 | 83,459 | 116,218 | 11,164 |
| Soluciones para el medioambiente, S.L. | Avda. Manoterías, 46 Bis, 2ª Planta 28050 Madrid. Spain | 76.24% | 2,853 | 1,528 | 1,325 | 3,707 | 67 |
| Starco, S.A. | Alcalde Guzmán,18. Quilicura. Chile. | 50.00% | 15,204 | 14,380 | 824 | 10,567 | 799 |
| Talher, S.A. | Avda. de Manoterías,46 Bis, 2ª Planta 28050 Madrid. Spain | 76.24% | 31,497 | 15,284 | 16,213 | 42,593 | 2,372 |
| Técnicas Medioambientales del Golfo, S.A de C.V. | Mier y Teran No. 260 4to piso en Cd Victoria Tamaulipas. Mexico | 50.00% | 7,738 | 4,037 | 3,701 | 2,108 | 206 |
| Tirme, S.A. | Ctra. de Soller, Km 8,2. 07120 Son Reus. Palma de Mallorca. Spain | 20.00% | 566,128 | 511,025 | 55,103 | 89,060 | 8,561 |
| Tractaments Ecologics, S.A. | P.I. La Valldan C/ Serra Fariols, 137 Berga. Barcelona. Spain. | 50.00% | 3,141 | 1,731 | 1,410 | 3,057 | 449 |
| Tratamiento Industrial de Residuos Sólidos, S.A. | Rambla Cataluña, 91. 08008 Barcelona. Spain | 33.33% | 10,089 | 1,923 | 8,166 | 9,059 | 1,952 |
| Trenmedia, S.A. | Avda. Manoterías, 46 Bis 2ª Pl 28050.Madrid.Spain | 38.88% | 1 | 906 | (905) | - | (405) |
| Valdemingomez 2000, S.A. | Avda. de Tenerife, 4-6. 28703 San Sebastian de los Reyes. Madrid. Spain | 33.59% | 12,661 | 8,718 | 3,943 | 6,050 | 240 |
| Waste Syclo, S.A. | Katehaki 75 & kifisias Avenue, 115-25.Athens. Greece. | 51.00% | 40 | 65 | (25) | - | (84) |
| Zenit Traffic Control, S.A. | Avda. de Manoterías, 46 Bis.28050 Madrid. Spain. | 76.24% | 55 | 1 | 54 | - | (1) |
| Zoreda Internacional, S.A. | C/ Rodriguez San Pedro, 5. Gijón. Asturias. Spain | 40.00% | 50 | - | 50 | - | (0) |

(*) Non-controlling interests not included.

APPENDIX IV

Changes in the scope of consolidation

The main companies included in the scope of consolidation are as follows:

Clece Seguridad, S.A.U.
Funding Statement, S. L.
HKG Holding AG
HOCHTIEF COBRA Grid Solutions GmbH
HOCHTIEF Offshore Development Solutions S. á r.l.
Clark Builders Partnership Corporation
CB Resources Corporation
CB Finco Corporation
Turner Canada Holdings, Inc.
Turner Partnership Holdings, Inc.
White-Turner JV (City of Detroit Public Safety)
White/Turner Joint Venture Team (DPS Mumford High School)
White/Turner Joint Venture (New Munger PK-8)
O'Brien Edwards/Turner Joint Venture
HOCHTIEF Engineering International GmbH
HOMEART Sp.z o.o.
Turner-Peter Scalandre & Sons JV
Dragados-Swiber Offshore, S.A.P.I. de C.V.
Electronic Trafic de Mexico, S.A. de C.V.
FPS USA , Llc.
ACS Neah Partner, Inc.
Capital City Link General Partnership
Semi Servicios de Energia Industrial y Comercio, S. L.
Semi USA Corporation
FPS Encon Precast, Llc.
Cobra Georgia, Llc.
Engemisa Engenharia Limitada
Cobra Group Australia Pty, Ltd.
Parque Eólico La Val, S.L.
Parque Cortado Alto, S.L.
DoubleOne 3 Pty Ltd
DoubleOne 3 Unit Trust
Leighton Engineering Joint Venture
Leighton Middle East and Africa (Holding) Limited
Lpwrap Pty Ltd
Metronode (NSW) Pty Ltd
Metronode New Zealand Limited
Riverstone Rise Gladstone Pty Ltd
Riverstone Rise Gladstone Unit Trust
Copernicus B5 Sp.z o.o.
HOCHTIEF B2L Partner Inc.
HOCHTIEF Canada Holding 1 Inc.
HOCHTIEF Canada Holding 2 Inc.
HOCHTIEF NEAH Partner Inc.
HOCHTIEF Presidio Holding LLC
HOCHTIEF Shield Investment Inc.
Project SP1 Sp. z o.o.
Flatiron - Dragados - Aecon - LaFarge - Joint Venture
Abigroup Contractors Pty Ltd & Coleman Rail Pty Ltd & John Holland Pty Ltd (Integrate Rail JV)
Applemead Pty. Ltd.
Barclay Mowlem Thiess Joint Venture
Boulderstone Leighton Joint Venture

APPENDIX IV

Changes in the scope of consolidation

EV LNG Australia Pty Ltd & Thiess Pty Ltd (EVT JV)
Garlanja Joint Venture
John Holland & Leed Engineering Joint Venture (NIAW)
Leighton/Ngarda Joint Venture
Mosaic Apartments Holdings Pty. Ltd.
Mosaic Apartments Pty. Ltd.
Mosaic Apartments Unit Trust
N.V Besix S.A & Thiess Pty Ltd (Best JV)
SA Health Partnership Pty. Ltd.
Thiess Barnard Joint Venture
Thiess MacDow Joint Venture
Wallan Project Pty. Ltd.
Wallan Project Trust
Wrap Southbank Unit Trust
Capital City Link General Partnership
Golden Link Concessionaire LLC (Presidio Parkway)
Ecoparc del Besós, S.A.
Eco Actrins, S.L.U.
Maetel Peru, S.A.C.
Flota Proyectos Singulares UK Ltd.
Integra Formación Laboral y Profesional, S.L.
Integra Mant. Gestión y Serv Integrados CEE Extremadura S.L.
Taxway, S.A.
Railways Infraestructuras Instalaciones y Servicios, LLC
Moncobra Constructie si Instalare, S.R.L.
New Generation Systems, S.R.L.
Innovtec, S.R.L.U
ABC Schools Partnership
AVN Chile Erste Holding GmbH
AVN Chile Zweite Holding GmbH
Dragados Flatiron Joint Venture
Formart Frankfurt Eins Grundstücksverwaltungs GmbH
HOCHTIEF ABC Schools Partner Inc.
HOCHTIEF Canada Holding 3 Inc.
Niteo Sp.z o.o.
Objekt Hilde und Tom München Verwaltungs-GmbH
SALTA Verwaltungs-GmbH
UKSH Zweite Beteiligungsgesellschaft mbH
WTS GmbH
Venelin Colombia SAS
ACS NA30 Holding Inc.
Salam Sice Tech Solutions, Llc.
Operadora OCACSA-SICE, S.A. de C.V.
Moncobra Dom
Instalaciones y Servicios Uribe Cobra, S.A. de C.V.
EPC Plantas Fotovoltáicas Lesedi y Letsatsi, S.L.
Hochtief Cobra Grid Solutions GmbH
Conyceto Pty Ltd.
Firefly Investments 261
Vias y Construcciones UK Limited
Vía Olmedo Pedralba, S.A.
Etrabras Mobilidade e Energia Ltda.
Cymi USA Inc.
Objekt Hilde und Tom München GmbH & Co. KG
TERRA CZ s.r.o.

APPENDIX IV

Changes in the scope of consolidation

Nightgale Property A.S.
HT Sol RE formart "Flensburg K" GmbH & Co. KG
HT Sol RE formart "Flensburg P" GmbH & Co. KG
HT Sol RE Projekt 4 GmbH & Co. KG
HT Sol RE Projekt 6 GmbH & Co. KG
HT Sol RE Projekt 7 GmbH & Co. KG
HT Sol RE Projekt 8 GmbH & Co. KG
HT Sol RE Projekt 9 GmbH & Co. KG
HT Sol RE Projekt 10 GmbH & Co. KG
HT Sol RE Projekt 11 GmbH & Co. KG
HOCHTIEF Solutions 3. Beteiligungs GmbH
HOCHTIEF Solutions Insaat Hizmetleri A.S.
Project SP2 sp.z.o.o.
Project SP sp.z.o.o.
Copernicus JV B.V.
Gravitas Offshore Ltd.
Wohnentwicklung Theresienstr. GmbH & Co. KG
Le Quartier Central Teilgebiet C Verwaltungs GmbH
Spiegel-Insel Hamburg GmbH & Co. KG
Inversiones PPP Solutions Chile dos Ltd.
Constructora Nuevo Maipo S.A.
Fondshaus Hamburg Gesellschaft für Immobilienbeteiligungen mbH & Co. KG
SA Health Partnership Nominees Pty. Ltd.LCIP-CO_INVESTMENT UNIT TRUST
Turner/White JV (Sinai Grace Hospital)
Turner-Powers & Sons (Lake Central School Corporation)
Turner HGR JV (Smith County Jail-Precon/Early Release)
Turner Lee Lewis (Lubbock Hotel)
Turner Trotter II (IPS Washington School)
Turner Harmon JV (Clarian Hospital - Fishers)
Mc Kissack & Mc Kissack, Turner, Tompkins, Gilford JV (MLK Jr. Memorial)
Tompkins/Ballard JV (Richmond City Jail)
Australia-Singapore Cable (Australia) Pty Limited
Devine Springwood No. 3 Pty Ltd.
Leigthon Offshore / Leigthon Engineering & Construction JV
Leigthon Offshore Arabia Co. Ltd.
Wai Ming Contracting Company Limited
Leighton Investments Mauritius Limited No. 3
Oz Solar Power Pty. Ltd.
Rockstad Flatiron
Turner/New South Joint Venture
McKissack & McKissack, Brailsford & Dunlavy and Turner LLC
McKissack/Turner

The main companies no longer included in the scope of consolidation are as follows:

Recuperación Crom Industrial, S.A. (RECRISA)
Limpieza Guía, Ltd.
Agrupación Offshore 60, S.A. de C.V.
Le Quartier Central Teilgebiet C Verwaltungs GmbH
Mc Kissack & Mc Kissack / Brailsford & Dunlavy / Turner LLC
Turner Smoot
Zachry American/ACS 69 Partners, Llc.
Abertis Infraestructuras, S.A.
Trebol International, B.V.
Logitren Ferroviaria, S.A.

APPENDIX IV

Changes in the scope of consolidation

ACS Colombia, S.A.
Semi Polska
Parque Eólico Valcaire, S.L.
Parque Eólico Bandelera, S.L.
Parque Eólico Roderá Alta, S.L.
Sociedad de Generación Eólica Manchega, S.L.
Parque Eólico Marmellar, S.L.
Parque Eólico La Boga, S.L.
Desarrollos Energéticos Riojanos, S.L.
Leighton International Mauritius Holdings Limited No. 3
Leighton International Mauritius Holdings Limited No. 5
Leighton International Mauritius Holdings Limited No. 6
Leighton International Mauritius Holdings Limited No. 7
Leighton Investments Mauritius Limited No. 5
Leighton Investments Mauritius Limited No. 6
Leighton Investments Mauritius Limited No. 7
Leighton Project Management Sdn Bhd3
Leighton Superannuation Pty Ltd
Swan Water Services Pty Ltd
Victorian Wave Partners Pty Ltd
Macmahon Leighton Joint Venture
New PBJV defects project
Ubique Finance Pty Ltd
Servia Conservación y Mantenimiento S.A.
Esteritex, S.A.
Atlántica I Parque Eólico, S.A.
Atlántica II Parque Eólico, S.A.
Atlántica IV Parque Eólico, S.A.
Atlántica V Parque Eólico, S.A.
DCN, USA Inc.
S.P Saint-Petersburg International Airport Holdings Limited
Serpentino KH s.r.o.
Serpentino KH s.r.o.
Sociedad Concesionaria Vespucio Norte Express S.A.
TINEA s.r.o.
TORTOREX s.r.o.
Ruta de los Pantanos, S.A.
Drace USA, Inc.
Hullera Oeste de Sabero, S.A.
Concesionaria San Rafael, S.A.
Catxeré Transmissora de Energia, S.A.
Araraquara Transmissora de Energia, S.A.
Porto Primavera Ltda.
Linhas de Transmissao do Itatim, Ltda.
Iracema Transmissora de Energia, S.A.
Medska s.r.o.
TAG Stadthaus am Anger GmbH
Sana Tgmed GmbH
Dobrovíz a. s.
Inversiones de Infraestructura S.A.
HOCHTIEF PPP Solutions Chile Limitada
HOCHTIEF Facility Management Hmaburg GmbH
Lmach Pty. Ltd.



*Directors' Report of the Consolidated Group for
2012*

21 March 2013

1 Performance of the ACS Group in 2012

1.1 Highlights

| Key operating & financial figures | | | |
|--|---------------|----------------|---------------|
| Million Euro | 2011 | 2012 | Var. |
| Turnover | 28,472 | 38,396 | +34.9% |
| Backlog | 66,152 | 65,626 | -0.8% |
| Months | 22 | 21 | +0% |
| EBITDA | 2,318 | 3,088 | +33.3% |
| Margin | 8.1% | 8.0% | +0.0% |
| EBIT | 1,333 | 1,579 | +18.5% |
| Margin | 4.7% | 4.1% | +0.0% |
| Comparable Net Profit* | 782 | 705 | -9.9% |
| Attributable Net Profit | 962 | (1,926) | n.a. |
| EPS | 3.24 € | -6.61 € | n.a. |
| Cash Flow from Operations | 1,287 | 1,299 | +1.0% |
| Cash Flow excl. HOT & IBE** | 467 | 902 | +93.1% |
| Net Investments | 2,902 | (2,285) | n.a. |
| Investments | 4,755 | 2,496 | -47.5% |
| Disposals | 1,854 | 4,781 | +157.9% |
| Total Net Debt | 9,334 | 4,952 | -46.9% |
| HOCHTIEF AG | 990 | 1,164 | +17.6% |
| ACS exHOT | 8,344 | 3,788 | -54.6% |

NOTE: Data presented in accordance with ACS Group management criterion. HOCHTIEF has been fully consolidated since 1 June 2011.

* Net profit does not include extraordinary profit.

** Does not include funds generated from operations at HOCHTIEF AG and Iberdrola.

Sales for 2012 reached EUR 38,396 million, which in comparable terms represents growth of 4.1%, including all business activity of HOCHTIEF in 2011. As a result of the incorporation of HOCHTIEF and the international expansion of the Group, business activities abroad represented 84.4% of sales. Accordingly, production in Spain fell by 23.6%.

The Group's profit (EBITDA and EIBT) grew substantially as a result of HOCHTIEF being fully consolidated as of June 2011.

In 2012 the ACS Group incurred in losses of EUR 1,926 million, caused by various extraordinary factors relating to the investment in Iberdrola.

- In 2012 the Group sold 755 million Iberdrola shares, representing 12% of its share capital, in successive operations throughout the year. Net losses incurred as a result of the partial divestment of Iberdrola, after discounting taxes and related expenses, amounted to EUR 1,312 million.
- The Group also incurred a loss of EUR 1,308 million as a result of the impairment tests carried out on the shares of Iberdrola and the valuation adjustments made to the market prices of the derivatives on Iberdrola, which relate to a call spread on 597 million shares and an equity swap on 278 million shares.

Unrealised gains on the sale of assets for EUR 322 million are also included in this period, mainly as a result of the sale of ownership interest in Abertis and the partial sale of Clece. In addition, extraordinary losses of EUR 333 million were recorded, arising from provisions on assets, expenses related to the financial restructuring and valuation adjustments on derivatives on treasury shares.

| Comparable net profit calculation | | | |
|--|-------------|----------------|---------------|
| Euro Million | 2011 | 2012 | var. |
| Ordinary Net Profit Construction | 277 | 274 | -1% |
| Ordinary Net Profit Industrial Services | 415 | 416 | +0.2% |
| Ordinary Net Profit Environment | 121 | 97 | -19.3% |
| Ordinary Net Profit Holding | (31) | (82) | -160.3% |
| Comparable net profit | 782 | 705 | -9.9% |
| Capital gains from assets sales | 224 | 322 | |
| Other extraordinary expenses | (44) | (333) | |
| Net profit prior to IBD extraordinaries | 962 | 694 | -27.9% |
| Net Results from the sale of a 12% of IBD | | (1,312) | |
| IBD impairment test adjustments | | (1,308) | |
| Net Results | 962 | (1,926) | n.a. |

Excluding the effects of extraordinary profit and loss in both periods, the ACS Group's ordinary net profit amounted to EUR 705 million, down 9.9% on 2011.

The funds generated by the operations grew soundly in terms of operating cash even after the impact of the problematic projects of Leighton and the impairment losses of Iberdrola, recording a profit of EUR 1,299 million, up 1.0% on 2011. Net cash flows from the ACS Group's operating activities, not including HOCHTIEF AG and Iberdrola, amounted to EUR 902 million, a figure three times higher than that recorded in 2011. The positive performance of operating working capital, which generated EUR 217 million in cash, is also noteworthy.

The ACS Group's net debt decreased by 47%, EUR 4,382 million, over the last twelve months to a net balance of EUR 4,952 million. This figure includes EUR 1,164 relating to HOCHTIEF AG.

The following relevant events occurred during 2012:

- On 8 March 2012, the ACS Group sold the 23.5% ownership interest of Clece, S.A. to various funds managed by Mercapital, to which the Group also granted a purchase option on the remaining share capital. As of that date the company was controlled jointly, with the subsequent change in the consolidation method. The purchase price of this ownership interest was EUR 80 million, which represents a total business value of EUR 506 million.
- On 15 April 2012, the Supervisory Board of HOCHTIEF AG appointed Marcelino Fernández Verdes as Chief Operating Officer (COO), who then became part of HOCHTIEF's Executive Committee. As a result of this appointment, Mr. Fernández Verdes ceased to perform the duties carried out in the ACS Group.
- On 18 April 2012, ACS sold 3.69% of its share capital in Iberdrola through an accelerated bookbuilding transaction on the market at a price of EUR 3.62 per share. The transaction amounted to EUR 798 million.
- On 25 April 2012, ACS, Actividades de Construcción y Servicios S.A., through Admirabilia, S.L., sold a package of Abertis shares, representing 10,035% of this company's share capital, for a total of EUR 875 million.
- On 28 May 2012, the ACS Group, through its subsidiaries of the Industrial Area, Cobra, Cymi and CME, entered into an agreement for the sale of seven electricity transmission lines in Brazil, completed or under construction, wholly owned for a total business value at that date (based on the exchange rate of the Brazilian real in relation to the euro that day) of EUR 751 million, EUR 423 million of which is recognised as shareholders' equity and EUR 328 million as debt. The execution of the sale and purchase was partially completed (five transmission lines) in December 2012, which led to income of EUR 652 million. The sale of the two remaining transmission lines is expected to be completed during the first half of 2013.
- The adoption of the remuneration system through optional dividends, the first execution of which was carried out in July, was approved at the General Shareholders' Meeting held in Madrid on 31 May 2012.

The result of this first execution determined that the irrevocable obligation to purchase rights assumed by ACS was accepted by the holders of 202,899,907 bonus issue rights, representing 64.5% of the total, for a gross amount of EUR 216.7 million.

Consequently, 7,332,095 ordinary shares of EUR 0.5 par value each were definitively issued in the first execution, and share capital was simultaneously reduced by the same number of shares through the retirement of treasury shares, approved by the shareholders and the same General Meeting of 31 May 2012.

- At the end of September, HOCHTEIF AG sold the 45.45% holding it had in the Vespucio Norte Express highway in Chile for EUR 230 million to a consortium led by Brookfield.
- On 28 September 2012, Leighton Holdings completed the sale of its subsidiary Thiess Waste Management to Remondis AG for a total of EUR 153 million.

Events relating to the refinancing process:

- On 9 February 2012, ACS, Actividades de Construcción y Servicios, S.A. entered into a contract with a syndicate of banks, composed of 32 Spanish and foreign entities, for the refinancing of the syndicated loan which now matures in July 2015. The amount finally contracted totalled EUR 1,430 million.
- On 29 May 2012, Urbaser, a wholly-owned subsidiary of ACS, Actividades de Construcción y Servicios, S.A., entered into a refinancing contract with a syndicate of banks, composed of 17 Spanish and foreign entities, in which Société Générale acts as the bank agent, for EUR 506 million maturing on 28 November 2014.
- On 13 July 2012, Residencial Monte Carmelo, S.A. ("RMC"), a wholly-owned subsidiary of ACS, Actividades de Construcción y Servicios, S.A., entered into a financing transaction with Société Générale, which allowed it to cancel the syndicated loan it had with a syndicate of banks, in which BBVA acted as the bank agent, for a gross amount of EUR 1,599 million.

This financing transaction, with a three-year term, consisted of arranging certain derivatives and entering into a prepaid forward contract for shares of Iberdrola, S.A., which can be paid in 2015, equal to 8.25% of its share capital. These instruments eliminated the need to arrange additional guarantees or margin calls, and limited the exposure to market fluctuations of the aforementioned Iberdrola shares.

As a result of the change introduced on 21 December 2012, whereby the prepaid forward may only be paid in shares, ACS recognised the divestment of 493 million Iberdrola shares and cancelled the liability linked to this operation for EUR 1,606 million. This operation was definitively cancelled on 25 February 2013.

- On 27 July 2012, the ACS Group, in relation to the equity swap contract entered into with Natixis for a nominal amount of EUR 1,434 million, which had a total of 277,971,800 shares of Iberdrola, S.A. as the underlying asset, amended the contract in order to substantially reduce the margin calls that required the Group to provide guarantees based on the market fluctuations of the Iberdrola shares.

The equity swap matures on 31 March 2015 and may be paid in shares or in cash, at the discretion of ACS, by virtue of the novation agreed upon on 24 December 2012. This change implied that this equity swap would be recognised as a financial derivative.

1.2 Consolidated Income Statement of the ACS Group

| Consolidated Income Statement | | | | | |
|---|---------------|----------------|---------------|----------------|---------------|
| Million Euro | 2011 | | 2012 | | Var. |
| Net Sales | 28,472 | 100.0 % | 38,396 | 100.0 % | +34.9% |
| Other revenues | 519 | 1.8 % | 404 | 1.1 % | -22.2% |
| Total Income | 28,991 | 101.8 % | 38,800 | 101.1 % | +33.8% |
| Operating expenses | (20,355) | (71.5 %) | (27,031) | (70.4 %) | +32.8% |
| Personnel expenses | (6,319) | (22.2 %) | (8,681) | (22.6 %) | +37.4% |
| Operating Cash Flow (EBITDA) | 2,318 | 8.1 % | 3,088 | 8.0 % | +33.3% |
| Fixed assets depreciation | (954) | (3.4 %) | (1,469) | (3.8 %) | +54.0% |
| Current assets provisions | (30) | (0.1 %) | (40) | (0.1 %) | +32.0% |
| Ordinary Operating Profit (EBIT) | 1,333 | 4.7 % | 1,579 | 4.1 % | +18.5% |
| Impairment & gains on fixed assets | (40) | (0.1 %) | 37 | 0.1 % | n.a. |
| Other operating results | 81 | 0.3 % | (25) | (0.1 %) | n.a. |

| | | | | | |
|--|--------------|----------------|----------------|-----------------|---------------|
| Operating Profit | 1,374 | 4.8 % | 1,591 | 4.1 % | +15.8% |
| Financial income | 521 | 1.8 % | 508 | 1.3 % | -2.5% |
| Financial expenses | (1,217) | (4.3 %) | (1,290) | (3.4 %) | +6.0% |
| Ordinary Financial Result | (695) | (2.4 %) | (782) | (2.0 %) | +12.4% |
| Foreign exchange results | (22) | (0.1 %) | 0 | 0.0 % | n.a. |
| Changes in fair value for financial instruments | (98) | (0.3 %) | 105 | 0.3 % | n.a. |
| Impairment & gains on financial instruments | 367 | 1.3 % | (3,770) | (9.8 %) | n.a. |
| Net Financial Result | (449) | (1.6 %) | (4,446) | (11.6 %) | n.a. |
| Results on equity method | 318 | 1.1 % | 339 | 0.9 % | +6.6% |
| PBT of continued operations | 1,244 | 4.4 % | (2,515) | (6.6 %) | n.a. |
| Corporate income tax | (181) | (0.6 %) | 1,003 | 2.6 % | n.a. |
| Net profit of continued operations | 1,063 | 3.7 % | (1,512) | (3.9 %) | n.a. |
| Profit after taxes of the discontinued operations | 46 | 0.2 % | 107 | 0.3 % | +134.7% |
| Consolidated Result | 1,108 | 3.9 % | (1,405) | (3.7 %) | n.a. |
| Minority interest | (147) | (0.5 %) | (522) | (1.4 %) | n.a. |
| Net Profit Attributable to the Parent Company | 962 | 3.4 % | (1,926) | (5.0 %) | n.a. |

1.2.1 Revenue and backlog

The ACS Group's revenue in 2012 amounted to EUR 38,396 million. Growth in comparable terms, include HOCHTIEF sales between January and May 2011, reached 4.1%. This growth was the result of the Group's international expansion, both from growth relating to HOCHTIEF and from other ACS activities.

Sales according to geographical area show the diversification of the Group's sources of income, where Asia Pacific represented almost 40% of sales, America 32% and Europe 27%. Spain represented 16% of the Group's total sales.

| Sales per Geographical Areas | | | | | |
|------------------------------|---------------|--------|---------------|--------|---------------|
| Euro Million | 2011 | % | 2012 | % | Var. |
| Spain | 7,823 | 27.5 % | 5,975 | 15.6 % | -23.6% |
| Rest of Europe | 3,345 | 11.7 % | 4,349 | 11.3 % | +30.0% |
| America | 7,819 | 27.5 % | 12,298 | 32.0 % | +57.3% |
| Asia Pacific | 9,306 | 32.7 % | 15,551 | 40.5 % | +67.1% |
| Africa | 179 | 0.6 % | 223 | 0.6 % | +24.3% |
| TOTAL | 28,472 | | 38,396 | | +34.9% |

| Sales per Geographical Area (excluding adjustments between areas of activity) | | | | | | | | | |
|---|---------------|---------------|---------------|--------------|--------------|--------------|---------------------|--------------|--------------|
| Euro Million | Construction | | | Environment | | | Industrial Services | | |
| | 2011 | 2012 | Var. | 2011 | 2012 | Var. | 2011 | 2012 | Var. |
| Spain | 2,943 | 1,810 | -38.5% | 1,278 | 1,254 | -1.8% | 3,662 | 2,938 | -19.8% |
| Rest of Europe | 2,456 | 3,370 | +37.2% | 208 | 196 | -5.3% | 682 | 782 | +14.7% |
| America | 5,345 | 9,146 | +71.1% | 126 | 162 | +28.5% | 2,348 | 2,992 | +27.4% |
| Asia Pacific | 9,056 | 15,355 | +69.6% | 26 | 30 | +16.5% | 224 | 166 | -25.8% |
| Africa | 2 | 2 | n.s. | 49 | 48 | -1.4% | 128 | 172 | +34.0% |
| TOTAL | 19,802 | 29,683 | +49.9% | 1,686 | 1,691 | +0.3% | 7,045 | 7,050 | +0.1% |

By geographical area, in addition to the contribution of the business activity of Hochtief in the rest of Europe, Australia and North America, noteworthy was the growth in Industrial Services in European and America, and particularly in the United States, Mexico and Brazil. In Spain the counter-cyclical nature of Environment activities remained unchanged, even after the sale of Consenur in 2011, while Construction and Industrial Services dropped due to the general decline in investment activity.

With regard to the backlog, America, both the United States and Canada in Construction and Latin American in Industrial Services are noteworthy. In Asia Pacific, the backlog decreased by 4.8% as a result of the sale of Thiess Waste Management carried out by Leighton in 2012.

| Backlog per Geographical Areas | | | | | |
|--------------------------------|---------------|--------|---------------|--------|--------------|
| Euro Million | Dec-11 | % | Dec-12 | % | Var. |
| Spain | 12,645 | 19.1 % | 11,448 | 17.4 % | -9.5% |
| Rest of Europe | 10,392 | 15.7 % | 10,501 | 16.0 % | +1.1% |
| America | 14,415 | 21.8 % | 16,067 | 24.5 % | +11.5% |
| Asia Pacific | 28,357 | 42.9 % | 26,984 | 41.1 % | -4.8% |
| Africa | 344 | 0.5 % | 625 | 1.0 % | +81.8% |
| TOTAL | 66,152 | | 65,626 | | -0.8% |

| Backlog per Geographical Area | | | | | | | | | |
|-------------------------------|---------------|---------------|--------------|--------------|--------------|--------------|---------------------|--------------|--------------|
| Euro Million | Construction | | | Environment | | | Industrial Services | | |
| | Dec-11 | Dec-12 | Var. | Dec-11 | Dec-12 | Var. | Dec-11 | Dec-12 | Var. |
| Spain | 4,311 | 3,598 | -16.5% | 5,629 | 5,304 | -5.8% | 2,705 | 2,545 | -5.9% |
| Rest of Europe | 7,204 | 6,866 | -4.7% | 2,321 | 3,004 | +29.4% | 867 | 631 | -27.2% |
| America | 11,185 | 12,475 | +11.5% | 370 | 350 | -5.4% | 2,860 | 3,243 | +13.4% |
| Asia Pacific | 27,636 | 26,325 | -4.7% | 479 | 449 | -6.3% | 241 | 209 | -13.3% |
| Africa | 0 | 0 | n.a. | 142 | 94 | -33.7% | 202 | 533 | +164.3% |
| TOTAL | 50,336 | 49,264 | -2.1% | 8,941 | 9,201 | +2.9% | 6,875 | 7,161 | +4.2% |

The growth in the backlog in American was driven by countries such as the United States, which grew by 11%, the United Kingdom, which doubled as a result of the construction work and waste treatment contracts, Canada, which grew by 21%, Poland, and Mexico, which grew around 11%, and Peru, where backlog was three times that of December 2011.

1.2.2 Operating results

| Operating Results | | | |
|---------------------------|--------------|--------------|---------------|
| Million Euro | 2011 | 2012 | Var. |
| EBITDA | 2,318 | 3,088 | +33.3% |
| EBITDA Margin | 8.1% | 8.0% | |
| Depreciation | (954) | (1,469) | +54.0% |
| Construction | (765) | (1,290) | +68.6% |
| Industrial Services | (54) | (49) | -9.8% |
| Environment | (133) | (128) | -3.8% |
| Corporation | (1) | (1) | +9.4% |
| Current assets provisions | (30) | (40) | +32.0% |
| EBIT | 1,333 | 1,579 | +18.5% |
| EBIT Margin | 4.7% | 4.1% | |

The significant increase in the depreciation and amortisation expenses was due to the incorporation of HOCHTIEF, which was fully consolidated as of 1 June 2011, and its subsidiary Leighton, which carries out highly capital-intensive activities relating to mining contracts. This increase was also due to the depreciation of a greater value of certain assets as a result of purchase price allocation (PPA).

On the other hand, there was a decrease in depreciation and amortisation expenses as a result of the sale of energy concession assets.

1.2.3 Financial results

| Financial Results | | | |
|----------------------------------|--------------|--------------|---------------|
| Million Euro | 2011 | 2012 | Var. |
| Financial income | 521 | 508 | -2.5% |
| Financial expenses | (1,217) | (1,290) | +6.0% |
| Ordinary Financial Result | (695) | (782) | +12.4% |
| Construction | (167) | (240) | +43.3% |
| Industrial Services | (183) | (179) | -2.5% |
| Environment | (59) | (106) | +80.4% |
| Corporation | (286) | (257) | -10.1% |

Financial income decreased slightly, even after the increase recognised due to the inclusion of HOCHTIEF, which contributed EUR 161 million, as a result of offsetting the lower dividends of Iberdrola due to the reduction in the Group's ownership interest.

Financial costs rose by 6.0% as compared to the costs incurred in 2011 mainly due to the following:

- The increase in debt as a result of the acquisition and subsequent full consolidation of HOCHTIEF, with a total impact on finance costs of EUR 306 million relating to HOCHTIEF. The gross debt of the German group amounted to EUR 4,454 million, while net debt stood at EUR 1,164 million at the end of 2012.
- The increase in the spread on the interest rates recorded in recent months as a result of the greater credit crunch on the market.

Net financial results included an increase in the fair value of certain financial instruments amounting to EUR 105 million. This figure included four effects:

- The valuation adjustments of the ACS Group's stock options plan, which entailed impairment losses.
- The increase in the valuation of the Iberdrola call spread arranged on 597 million shares of the utilities company, as a result of revaluation the shares between July 2012 and the end of the year.
- The cost of arranging these derivative instruments on Iberdrola.
- The valuation adjustments on certain concession assets of HOCHTIEF.

| Financial Results | | | |
|---|--------------|----------------|---------------|
| Euro Million | 2011 | 2012 | Var. |
| Ordinary Financial Result | (695) | (782) | +12.4% |
| Foreign exchange Results | (22) | 0 | n.a. |
| Impairment non-current assets results | (98) | 105 | n.a. |
| Results on non-current assets disposals | 367 | (3,770) | n.a. |
| Net Financial Result | (449) | (4,446) | n.a. |

The losses due to impairment on and disposal of financial instruments, which amounted to EUR 3,770 million, included, among others, the following:

- The impact of the sale of the 12% holding in Iberdrola and the impairment losses on the rest of the ACS Group's ownership interest.
- The positive impact as a result of the sale of the ownership interest that ACS held in Abertis.

1.2.4 Share of results of entities accounted using the equity method

The share of results of associates accounted using the equity method includes mainly the contribution of the HOCHTIEF investments, which most notably include the investments in airports and Aurelis. The gains and losses arising from various projects in Leighton and HOCHTIEF America carried out in collaboration with other shareholders through shared management joint ventures are also included.

| Equity Method | | | |
|---------------------------------|------------|------------|--------------|
| Million Euro | 2011 | 2012 | Var. |
| Results on equity method | 318 | 339 | +6.6% |
| Construction | 248 | 264 | +6.7% |
| Industrial Services | 19 | 4 | -78.2% |
| Environment | 12 | 27 | +117.0% |
| Abertis | 40 | 44 | +11.4% |

1.2.5 Net loss attributable to the Group

The net loss attributable to the Group amounted to EUR 1,926 million.

| Comparable net profit calculation | | | |
|--|------------|----------------|---------------|
| Euro Million | 2011 | 2012 | var. |
| Ordinary Net Profit Construction | 277 | 274 | -1% |
| Ordinary Net Profit Industrial Services | 415 | 416 | +0.2% |
| Ordinary Net Profit Environment | 121 | 97 | -19.3% |
| Ordinary Net Profit Holding | (30) | (83) | +172.1% |
| Comparable net profit | 782 | 705 | -9.9% |
| Capital gains from assets sales | 224 | 322 | |
| Other extraordinary expenses | (44) | (333) | |
| Net profit prior to IBD extraordinaries | 962 | 694 | -27.9% |
| Net Results from the sale of a 12% of IBD | | (1,312) | |
| IBD impairment test adjustments | | (1,308) | |
| Net Results | 962 | (1,926) | n.a. |

This figure was affected by various extraordinary events recognised in the period:

- The extraordinary factors relating to the investment in Iberdrola mentioned above.
- The sale of the ownership interest in Abertis for a net positive impact of EUR 197 million was also included in this period and the net capital gain recognised for the partial sale of Clece, which relates to the entire ownership interest as a result of changing its consolidation method in the ACS Group's financial statements, which is included under "Profit after tax from discontinued operations".
- Other extraordinary profit or loss mainly relate to the aforementioned valuation adjustments, the extraordinary financial results arising from the refinancing processes carried out in 2012 and the provisions made on the value of certain assets, mainly relating to renewable energy.

Excluding the effects of these operations, the ACS Group's comparable net profit amounted to EUR 705 million, down 9.9% on 2011 as a result mainly of the lower contribution of the Construction area, due to the increase in depreciation and finance costs, and the Environment area, which included the hospital waste treatment business of Consenur, which was sold in the third quarter of 2011.

Profit attributable to non-controlling interests amounting to EUR 522 million relates mainly to the non-controlling interests of HOCHTIEF, arising from the full consolidation in the ACS Group, as well as the non-controlling interests from HOCHTIEF as a result of the consolidation of Leighton.

The tax rate of the ACS Group is 32.6%.

Consolidated Balance Sheet at 31 December

| Consolidated balance sheet | | | | | |
|--|---------------|---------------|---------------|---------------|---------------|
| Million Euro | dic-11 | | dic-12 | | Var. |
| Intangible Fixed Assets | 5,353 | 11.2 % | 5,049 | 12.1 % | -5.7% |
| Tangible Fixed Assets | 3,550 | 7.4 % | 3,131 | 7.5 % | -11.8% |
| Investments accounted by Equity Method | 1,570 | 3.3 % | 1,732 | 4.2 % | +10.3% |
| Long Term Financial Investments | 7,460 | 15.5 % | 1,961 | 4.7 % | -73.7% |
| Long Term Deposits | 0 | 0.0 % | 363 | 0.9 % | n.a. |
| Financial Instruments Debtors | 24 | 0.0 % | 471 | 1.1 % | n.a. |
| Deferred Taxes Assets | 2,083 | 4.3 % | 2,467 | 5.9 % | +18.4% |
| Fixed and Non-current Assets | 20,040 | 41.8 % | 15,173 | 36.5 % | -24.3% |
| Non-Current Assets Held for Sale | 8,087 | 16.9 % | 6,601 | 15.9 % | -18.4% |
| Inventories | 1,775 | 3.7 % | 1,920 | 4.6 % | +8.2% |
| Accounts receivables | 10,703 | 22.3 % | 11,414 | 27.5 % | +6.6% |
| Short Term Financial Investments | 3,006 | 6.3 % | 1,705 | 4.1 % | -43.3% |
| Financial Instruments Debtors | 0 | 0.0 % | 9 | 0.0 % | n.a. |
| Other Short Term Assets | 221 | 0.5 % | 212 | 0.5 % | -4.1% |
| Cash and banks | 4,155 | 8.7 % | 4,528 | 10.9 % | +9.0% |
| Current Assets | 27,948 | 58.2 % | 26,391 | 63.5 % | -5.6% |
| TOTAL ASSETS | 47,988 | 100 % | 41,563 | 100 % | -13.4% |
| Shareholders' Equity | 5,682 | 11.8 % | 3,382 | 8.1 % | -40.5% |
| Adjustments from Value Changes | (2,363) | (4.9 %) | (726) | (1.7 %) | -69.3% |
| Minority Interests | 2,872 | 6.0 % | 3,055 | 7.4 % | +6.4% |
| Net Worth | 6,191 | 12.9 % | 5,712 | 13.7 % | -7.7% |
| Subsidies | 58 | 0.1 % | 54 | 0.1 % | -6.7% |
| Long Term Financial Liabilities | 9,604 | 20.0 % | 6,957 | 16.7 % | -27.6% |
| Deferred Taxes Liabilities | 1,175 | 2.4 % | 1,232 | 3.0 % | +4.9% |
| Long Term Provisions | 2,033 | 4.2 % | 1,892 | 4.6 % | -7.0% |
| Financial Instruments Creditors | 422 | 0.9 % | 594 | 1.4 % | +40.9% |
| Other Long Term Accrued Liabilities | 184 | 0.4 % | 187 | 0.5 % | +1.6% |
| Non-current Liabilities | 13,477 | 28.1 % | 10,917 | 26.3 % | -19.0% |
| Liabilities from Assets Held for Sale | 4,995 | 10.4 % | 4,089 | 9.8 % | -18.1% |
| Short Term Provisions | 1,268 | 2.6 % | 1,214 | 2.9 % | -4.3% |
| Short Term Financial Liabilities | 6,891 | 14.4 % | 4,591 | 11.0 % | -33.4% |
| Financial Instruments Creditors | 0 | 0.0 % | 24 | 0.1 % | n.a. |
| Trade accounts payables | 14,561 | 30.3 % | 14,742 | 35.5 % | +1.2% |
| Other current payables | 604 | 1.3 % | 275 | 0.7 % | -54.4% |
| Current Liabilities | 28,320 | 59.0 % | 24,935 | 60.0 % | -12.0% |
| TOTAL EQUITY & LIABILITIES | 47,988 | 100 % | 41,563 | 100 % | -13.4% |

1.3.1 Non-current assets

Intangible assets include goodwill amounting to EUR 2,560 million, of which EUR 1,434 million arose from the acquisition of HOCHTIEF and EUR 781 million from the merger of ACS with Dragados.

The impairment losses on the investment in Iberdrola had the following effects:

- Non-current financial assets decreased since at the end of the year they only included:
 - The direct ownership interest of ACS in Iberdrola (75 million shares) at market price.
 - Various assets in the concessions area of HOCHTIEF and the Environmental Services area, among others.
- The valuation of the call spread at market prices, arranged on 597 million Iberdrola shares, is included under "Financial instrument debtor".
- "Long-term deposits" includes those that act as collateral in the Natixis vehicle for the Iberdrola financing, which was extended in July until 2015.
- The equity swap on the ownership interest in Iberdrola (278 million shares on which ACS holds a right of beneficial use, in the Natixis vehicle) was also recognised as a financial derivative, at market prices, and was included as a liability under "Financial instruments creditors".

The balance of investments accounted for using the equity method includes various ownership interests in associates of HOCHTIEF and the remaining ownership interest in Clece. This heading does not include the ownership interest in Abertis, sold in April 2012.

1.3.2 Working capital

| Working Capital evolution | | | | | |
|----------------------------------|----------------|----------------|----------------|----------------|----------------|
| Million Euro | Dec-11 | Mar-12 | Jun-12 | Sep-12 | Dec-12 |
| Construction | (2,253) | (1,319) | (1,554) | (992) | (1,428) |
| Industrial Services | (1,636) | (1,665) | (1,896) | (1,618) | (1,445) |
| Environment | 259 | 287 | 155 | 176 | 108 |
| Corporation | (104) | (52) | 207 | (346) | 67 |
| TOTAL | (3,734) | (2,749) | (3,087) | (2,780) | (2,698) |

Note: Construction does not include the working capital arising from the PPA of HOCHTIEF.

Net working capital decreased its credit balance over the last twelve months by EUR 1,036 million, mainly due to the reassignment of provisions to long term and other liabilities to short term, and the effect of the interim dividend (EUR 262 million) accrued in December 2011 and paid at the beginning of 2012.

A loss of EUR 207 million in operating working capital was recognised in 2012, substantially improved over the previous year when it dropped by EUR 885 million. This improved performance was due mostly to the supplier payment plan executed during the summer of 2012 in Spain and the strict control of working capital by the lines of business.

1.3.3 Net debt

| Net Debt (€mn) | Construction | Environmental Services | Industrial Services | Corporation / Adjustments | ACS Group |
|---|--------------|------------------------|---------------------|---------------------------|---------------|
| LT loans from credit entities | 936 | 554 | 80 | 2,096 | 3,665 |
| ST loans from credit entities | 1,859 | 355 | 683 | 707 | 3,604 |
| Debt with Credit Entities | 2,794 | 909 | 763 | 2,803 | 7,270 |
| Bonds | 1,641 | 0 | 0 | 0 | 1,641 |
| Non-Recourse Financing | 524 | 194 | 63 | 602 | 1,382 |
| Other financial liabilities | 847 | 18 | 37 | 0 | 902 |
| Total External Gross Debt | 5,806 | 1,121 | 863 | 3,405 | 11,195 |
| Debts with Group's companies | 660 | 192 | 8 | (508) | 353 |
| Loans to Group's companies | 1,004 | 272 | 857 | (2,001) | 132 |
| Net debt with Group's companies & Affiliates | (344) | (80) | (849) | 1,493 | 221 |
| Total Gross Debt | 5,462 | 1,042 | 14 | 4,899 | 11,416 |
| ST & other financial investments | 828 | 165 | 251 | 692 | 1,936 |
| Cash & Equivalents | 3,320 | 170 | 1,018 | 20 | 4,528 |
| Total cash and equivalents | 4,148 | 336 | 1,269 | 711 | 6,464 |
| NET DEBT | 1,314 | 706 | (1,255) | 4,187 | 4,952 |

Note: Construction includes Dragados, Hochtief and Iridium. The debt from the acquisition of Hochtief (EUR 1,439 million) was reclassified to the Corporation.

The total net debt of the ACS Group, which at the end of the reporting period amounted to EUR 4,952 million, is mainly composed of the following items:

- Operating activities include EUR 765 million in net debt. This figure includes EUR 1,164 million of the debt of HOCHTIEF AG, mainly from its subsidiary, Leighton.
- The Corporation area had net debt of EUR 4,187 million, which mainly includes EUR 1,439 million from the acquisition of the ownership interest that ACS holds in HOCHTIEF AG, the syndicated loan refinanced until July 2015 and other bilateral loans.

The debt related to the acquisition of Iberdrola shares is reduced to zero as a result of the restructuring carried out during the second half of 2012.

Net debt relating to concession projects held for sale (renewable assets, transmission lines, desalination plants and concessions) amounted to EUR 3,023 million, and has been reclassified under assets and liabilities held for sale in the Group's consolidated balance sheet at the end of the reporting period until the completion of their respective sales processes. This heading most notably includes:

- EUR 2,170 million in net debt of renewable assets
- EUR 238 million from investments in transmission lines and desalination plants
- Approximately EUR 600 million in transport infrastructure assets

1.3.4 Net worth

| ACS Group | Net Worth | | |
|--------------------------------|--------------|--------------|--------------|
| Million Euro | Dec-11 | Dec-12 | Var. |
| Shareholders' Equity | 5,682 | 3,382 | -40.5% |
| Adjustments from Value Changes | (2,363) | (726) | -69.3% |
| Minority Interests | 2,872 | 3,055 | +6.4% |
| Net Worth | 6,191 | 5,712 | -7.7% |

Despite the net loss of EUR 1,926 million, equity only decreased by EUR 480 million in 2012, since most of the adjustments in the market value of Iberdrola were already recognised in equity at December 2011. "Valuation adjustments" includes mainly the impact of the changes in interest rate and exchange rate hedges on certain renewable assets and concession assets.

The balance of non-controlling interests includes both the holdings of the non-controlling shareholders of HOCHTIEF as well as its non-controlling interests included in the balance sheet of the German company, which mainly relate to the non-controlling shareholders of Leighton Holdings.

Net cash flows

| Net Cash Flows | | | | | | | | |
|---|----------------|----------------|----------------|----------------|----------------|----------------|---------------|---------------|
| Euro Million | 2011 | | | 2012 | | | Var. | |
| | TOTAL | HOT | ACS exHOT | TOTAL | HOT | ACS exHOT | TOTAL | ACS exHOT |
| Net Profit | 962 | 17 | 945 | (1,926) | 158 | (2,085) | n.a. | n.a. |
| Adjustments to net profit without cash flow | 1,210 | 1,110 | 100 | 3,433 | 1,189 | 2,244 | | |
| Cash Flow from Operating Activities before Working Capital | 2,172 | 1,127 | 1,045 | 1,506 | 1,347 | 159 | -30.6% | -84.7% |
| Operating working capital variation | (885) | (308) | (577) | (207) | (424) | 217 | | |
| Cash Flow from Operating Activities | 1,287 | 819 | 467 | 1,299 | 923 | 377 | +1.0% | -19.4% |
| 1. Payments due for investments | (4,417) | (1,506) | (2,910) | (2,496) | (1,724) | (772) | | |
| 2. Cash collected from disposals | 1,691 | 493 | 1,199 | 4,781 | 588 | 4,194 | | |
| Cash flow from Investing Activities | (2,725) | (1,013) | (1,712) | 2,285 | (1,136) | 3,422 | n.a. | n.a. |
| 1. Treasury stock acquisition | (255) | 0 | (255) | (84) | 1 | (85) | | |
| 2. Dividends paid | (614) | (47) | (567) | (639) | (151) | (488) | | |
| 3. Other adjustments | 90 | 216 | (126) | (125) | (12) | (113) | | |
| Other Cash Flows | (779) | 170 | (949) | (848) | (162) | (685) | +9% | -27.8% |
| Total Cash Flow generated / (Consumed) | (2,217) | (24) | (2,193) | 2,737 | (376) | 3,113 | n.a. | n.a. |

Cash flows from operating activities entailed a strong inflow of cash of EUR 1,299 million, which represents an increase of 1.0%. This had both positive and negative effects on the following aspects:

- First of all, HOCHTIEF, through its subsidiary Leighton, required a significant amount of cash, mainly as a result of paying for losses recognised in 2011. This affected the changes in the operating working capital of HOCHTIEF AG, which represented an impairment of cash for the year of EUR 424 million.
- Operating working capital in the Group's other business areas had improved as compared to 2011, which entailed the inflow of cash of EUR 217 million, supported for the most part by the collection of customer accounts with public authorities by virtue of the supplier payment plan.
- The impairment losses on the investment in Iberdrola gave rise to a sharp reduction in the dividends received and an extraordinary and unique impact for 2012.
- In 2012 the ACS Group, without recognising the impact of Iberdrola or HOCHTIEF AG, generated ordinary net cash flows of EUR 902 million, virtually twice that generated in 2011.

| ACS Group | Ordinary Cash Flows excluding HOCHTIEF AG and Iberdrola | | | |
|---|---|----------------|--------------|---------------|
| | Euro million | 2011 | 2012 | Var. |
| Net Profit | | 945 | 656 | -30.6% |
| Adjustments to net profit without cash flow | | 100 | 94 | |
| Cash Flow from Operating Activities before Working Capital | | 1,045 | 749 | -28.3% |
| Operating working capital variation | | (577) | 153 | |
| Cash Flow from Operating Activities | | 467 | 902 | +93.1% |
| 1. Payments due for investments | | (2,910) | (772) | |
| 2. Cash collected from disposals | | 1,199 | 1,620 | |
| Cash flow from Investing Activities | | (1,712) | 848 | n.a. |
| 1. Treasury stock acquisition | | (255) | (85) | |
| 2. Dividends paid | | (567) | (488) | |
| 3. Other adjustments | | (126) | (113) | |
| Other Cash Flows | | (949) | (685) | -27.8% |
| Total Cash Flow generated / (Consumed) | | (2,193) | 1,065 | n.a. |

Note: Net profit for 2012 included the net profit before the extraordinary loss of Iberdrola (EUR -2,767 million) less the ordinary contribution of Iberdrola (EUR 27 million) and HOCHTIEF AG (EUR 158 million).

1.3.6 Investments

| Investments | | | | | |
|---------------------------------|-------------------|-------------------------|-------------------|-----------|-----------------|
| Euro Million | Operational Capex | Investments in Projects | Total Investments | Disposals | Net Investments |
| Construction | 1,396 | 497 | 1,892 | (683) | 1,209 |
| <i>Dragados</i> | 54 | | 54 | (25) | 30 |
| <i>Hochtief</i> | 1,341 | 383 | 1,724 | (588) | 1,136 |
| <i>Iridium</i> | 0 | 114 | 114 | (71) | 43 |
| Environmental Services | 98 | 0 | 98 | (128) | (30) |
| Industrial Services | 45 | 430 | 476 | (485) | (10) |
| Corporation & others | 10 | 20 | 30 | (3,485) | (3,455) |
| TOTAL | 1,549 | 947 | 2,496 | (4,781) | (2,285) |

Operating investments in Construction related mainly to the acquisition of machinery for mining contracts by Leighton (approx. EUR 1,100 million). Concession projects amounted to EUR 497 million, and were divided between Iridium and HOCHTIEF concessions.

The divestments in Environment arose from the partial sale of Clece for EUR 80 million.

Investments in Industrial Services were primarily aimed at energy projects such as solar thermal plants and wind farms (EUR 166 million), transmission lines (EUR 197 million) or gas storage facilities (EUR 48 million).

1.3.7 Net cash flows from financing activities

In 2012 the ACS Group paid its shareholders EUR 488 million, of which EUR 268 million related to interim dividends charged to the income statement in 2011, equal to EUR 0.9 per share, and the remaining as a result of the distribution of a flexible dividend to those shareholders that opted to sell their rights to the Group.

The subsidiaries of HOCHTIEF, mainly Leighton, paid their non-controlling shareholders EUR 151 million as dividends charged to the income statement for the year ended December 2011.

1.4 Performance of business areas

1.4.1 Construction

| Construction | | | |
|---------------------------------|----------------|----------------|---------------|
| Million Euro | 2011 | 2012 | Var. |
| Turnover | 19,802 | 29,683 | +49.9% |
| EBITDA | 1,210 | 1,995 | +65.0% |
| <i>Margin</i> | 6.1% | 6.7% | |
| EBIT | 449 | 685 | +52.5% |
| <i>Margin</i> | 2.3% | 2.3% | |
| Ordinary Net Profit | 277 | 274 | -1.0% |
| <i>Margin</i> | 1.4% | 0.9% | |
| Backlog | 50,336 | 49,264 | -2.1% |
| <i>Months</i> | 22 | 20 | |
| Net Investments | 1,376 | 1,209 | -12.1% |
| <i>Concessions (Gross Inv.)</i> | 1,121 | 497 | |
| Working Capital | (2,253) | (1,428) | -36.6% |
| Net Debt | 824 | 1,314 | +59.5% |
| <i>ND/Ebitda</i> | 0.7x | 0.7x | |

Total Construction sales reached EUR 29,683 million. This figure takes into account the activity of all ACS construction companies, including the contribution of HOCHTIEF in 2012, and Iridium, the ACS Group's Concession activity. HOCHTIEF contributed with its business activities since June 2011.

The Construction EBITDA margin amounted to 6.7%, 60 basis points above that recorded in 2011.

EBIT recorded in 2012 was EUR 685 million was affected by the depreciation of the assets assigned in the acquisition of HOCHTIEF and the lower margin of the German group. Ordinary net profit of Construction reached EUR 274 million, slightly less than that recorded in 2011 (down 1.0%).

| Construction | Sales per geographical areas | | |
|---------------------|-------------------------------------|---------------|---------------|
| | 2011 | 2012 | Var. |
| Million Euro | | | |
| Spain | 2,943 | 1,810 | -38.5% |
| Rest of Europe | 2,456 | 3,370 | +37.2% |
| America | 5,345 | 9,146 | +71.1% |
| Asia Pacific | 9,056 | 15,355 | +69.6% |
| Africa | 2 | 2 | n.s. |
| TOTAL | 19,802 | 29,683 | +49.9% |

| Construction | Backlog per geographical areas | | |
|---------------------|---------------------------------------|---------------|--------------|
| Million Euro | Dec-11 | 2012 | Var. |
| Spain | 4,311 | 3,598 | -16.5% |
| Rest of Europe | 7,204 | 6,866 | -4.7% |
| America | 11,185 | 12,475 | +11.5% |
| Asia Pacific | 27,636 | 26,325 | -4.7% |
| Africa | 0 | 0 | n.a. |
| TOTAL | 50,336 | 49,264 | -2.1% |

The backlog accounted at the end of the period dropped 2.1% as compared to that recorded at the end of 2011. This decrease was the result of a drop in Europe, specifically as a result of the sale of Thiess Waste Management in Leighton. The total Construction backlog was equal to 20 months of business activity.

There was a downturn in domestic activity (-38.5%) as a result of the contraction of public investment in infrastructures and the drop in both residential and non-residential construction. In the rest of Europe, construction increased as a result of the inclusion of activity in Germany, as well as the Group's performance in Poland.

Similarly, in America the business activity of Turner, Flatiron and EECruz of HOCHTIEF were incorporated, which complemented the presence of Dragados in the United States and Canada. Business activities of Asia Pacific were contributed in full by Leighton.

The sales of Dragados Internacional in 2012 were up 21% and already exceeded turnover in Spain.

| Construction | | | | | | | | | | Data per company | | |
|------------------------|-----------------|--------------|---------------|----------------|-------------|---------------|------------------------------|---------------|---------------|-------------------------|---------------|--------------|
| Euro Million | Dragados | | | Iridium | | | HOCHTIEF & Adjmts | | | TOTAL | | |
| | 2011 | 2012 | Var. | 2011 | 2012 | Var. | 2011 | 2012 | Var. | 2011 | 2012 | Var. |
| Turnover | 4,800 | 4,039 | -15.9% | 119 | 116 | -2.7% | 14,882 | 25,528 | +72% | 19,802 | 29,683 | +50% |
| EBITDA | 375 | 305 | -18.5% | 46 | 45 | -3.0% | 789 | 1,645 | +109% | 1,210 | 1,995 | +65% |
| <i>Margin</i> | 7.8% | 7.6% | | | | | 5.3% | 6.4% | | 6.1% | 6.7% | |
| EBIT | 298 | 258 | -13.5% | 32 | 19 | -42.1% | 119 | 408 | +243% | 449 | 685 | +53% |
| <i>Margin</i> | 6.2% | 6.4% | | | | | 0.8% | 1.6% | | 2.3% | 2.3% | |
| Net Profit | 180 | 135 | -25.2% | (30) | (21) | n.a. | 127 | 160 | +26.3% | 277 | 274 | -1.0% |
| <i>Margin</i> | 3.8% | 3.3% | | | | +0.0% | 0.9% | 0.6% | | 1.4% | 0.9% | |
| Backlog | 9,850 | 8,432 | -14.4% | | | | 40,486 | 40,832 | +0.9% | 50,336 | 49,264 | -2.1% |
| <i>Months</i> | 25 | 25 | | | | | 21 | 19 | | 22 | 20 | |
| Net Investments | 21 | 30 | +42.1% | 342 | 43 | n.a. | 1,013 | 1,136 | +12.2% | 1,376 | 1,209 | -12% |
| Net Debt | (742) | (531) | -28.4% | 576 | 680 | +18.2% | 990 | 1,164 | +17.6% | 824 | 1,314 | +59% |

Note: The finance costs associated with the acquisition by ACS of the ownership interest in HOCHTIEF were reclassified under the Corporation area.

As a result of the change in the method for accounting for HOCHTIEF in the ACS Group's financial statements as of 1 June 2011, the assets and liabilities of the German group were revaluated at fair value (Price Purchase Allocation - PPA), which include two projects (Victoria Desalination Plant and Airport Link) that generated substantial losses in Leighton. These losses were therefore eliminated from the ACS Group's income statement.

| Hochtief | Breakdown by area of activity 2012 | | | | | | | | |
|-------------------|------------------------------------|--------------|---------------|---------------|--------------|-------------|---------------|-------------|-----------------|
| | Million Euro | Americas | Leighton | Airports | Europe | Corp/Adj. | HOCHTIEF | Cons. Adj.* | Contrib. to ACS |
| Turnover | | 7,375 | 15,180 | 11 | 2,856 | 106 | 25,528 | 0 | 25,528 |
| EBITDA | | 67 | 1,376 | (3) | (59) | (78) | 1,303 | 342 | 1,645 |
| <i>Margin</i> | | <i>0.9%</i> | <i>9.1%</i> | <i>-26.3%</i> | <i>-2.1%</i> | | <i>5.1%</i> | | <i>6.4%</i> |
| EBIT | | 38 | 528 | (3) | (117) | (96) | 349 | 59 | 408 |
| <i>Margin</i> | | <i>0.5%</i> | <i>3.5%</i> | <i>-26.9%</i> | <i>-4.1%</i> | | <i>1.4%</i> | | <i>1.6%</i> |
| Financial results | | (11) | (161) | 18 | (37) | 45 | (145) | 2 | (143) |
| Equity Method | | 26 | (59) | 77 | 37 | 0 | 81 | 181 | 262 |
| Other results | | 10 | 104 | 1 | 146 | 1 | 261 | 0 | 261 |
| EBT | | 63 | 411 | 93 | 29 | (50) | 546 | 242 | 788 |
| Taxes | | (16) | (97) | (7) | (57) | 16 | (161) | 15 | (146) |
| Minorities | | (1) | (161) | (40) | (26) | | (227) | (255) | (482) |
| Net Profit | | 46 | 153 | 47 | (54) | (34) | 158 | 2 | 160 |
| <i>Margin</i> | | <i>0.6%</i> | <i>1.0%</i> | <i>n.s.</i> | <i>-1.9%</i> | | <i>0.6%</i> | | <i>0.6%</i> |

The net impact after the depreciation of the PPA (EUR 283 million before taxes and non-controlling interests; EUR 65 million, net) and the non-controlling interest of Leighton Holdings and HOCHTIEF AG amounted to EUR 160 million.

1.4.2 Environment

| Environment | | | |
|----------------------------|--------------|--------------|---------------|
| Million Euro | 2011 | 2012 | Var. |
| Turnover | 1,686 | 1,691 | +0.3% |
| EBITDA | 253 | 241 | -4.8% |
| <i>Margin</i> | <i>15.0%</i> | <i>14.3%</i> | |
| EBIT | 112 | 106 | -5.4% |
| <i>Margin</i> | <i>6.6%</i> | <i>6.3%</i> | |
| Ordinary Net Profit | 121 | 97 | -19.3% |
| <i>Margin</i> | <i>7.1%</i> | <i>5.8%</i> | |
| Backlog | 8,941 | 9,201 | +2.9% |
| <i>Months</i> | <i>64</i> | <i>65</i> | |
| Net Investments | (137) | (30) | n.a. |
| <i>Concessions</i> | <i>0</i> | <i>0</i> | |
| Working Capital | 259 | 108 | -58.5% |
| Net Debt | 1,124 | 706 | -37.2% |
| <i>ND/Ebitda</i> | <i>4.4x</i> | <i>2.9x</i> | |

Sales in the Environment area grew by 0.3%. This figure, as well as other income from operations, was affected by the sale of Consenur in the third quarter of 2011. Excluding the profit and loss of this company's business activities in 2011, the sales of the Environment area would have grown by 3.1%.

EBITDA dropped 4.8%, once again affected by the sale of Consenur. However, the EBITDA would have remained stable had these results of 2011 been excluded.

Ordinary net profit decreased by 19.3% as a result of the sale in 2011 of Consenur and other logistics assets.

| Environment | Sales breakdown | | |
|---------------------------|------------------------|--------------|--------------|
| Million Euro | 2011 | 2012 | Var. |
| Waste Treatment | 407 | 373 | -8.4% |
| Urban Services | 1,106 | 1,151 | +4.1% |
| Logistics | 173 | 167 | -3.7% |
| TOTAL | 1,686 | 1,691 | +0.3% |
| International | 408 | 437 | +7.0% |
| <i>% over total sales</i> | <i>24.2%</i> | <i>25.8%</i> | |

The waste treatment business activities, which are highly capital intensive and include the recycling, treatment and incineration plants, landfills and biomethanisation and other renewable energy facilities, recorded a drop of 8.4%. This drop was the result of the aforementioned sale of Consenur.

Urban Services includes urban solid waste collection, gardening, urban cleaning and other management services provided to city councils. This is a labour-intensive business, the sales of which grew by 4.1%.

Logistics activities relate mainly to international logistics and transport port assets.

International sales grew by 7.0% and represented 25.8% of the total.

| Environment | Sales per geographical areas | | |
|--------------------|-------------------------------------|--------------|--------------|
| Million Euro | 2011 | 2012 | Var. |
| Spain | 1,278 | 1,254 | -1.8% |
| Rest of Europe | 208 | 196 | -5.3% |
| America | 126 | 162 | +28.5% |
| Asia Pacific | 26 | 30 | +16.5% |
| Africa | 49 | 48 | -1.4% |
| TOTAL | 1,686 | 1,691 | +0.3% |

The Environment backlog was EUR 9,201 million, equal to over five years of production, up 2.9% on the previous year as a result of the strong growth abroad Spain.

| Environment | Backlog breakdown by activity | | |
|-----------------------------|--------------------------------------|--------------|---------------|
| Million Euro | 2011 | 2012 | Var. |
| Waste Treatment | 5,167 | 6,045 | +17.0% |
| Urban Services | 3,295 | 2,707 | -17.8% |
| Logistics | 479 | 449 | -6.3% |
| TOTAL | 8,941 | 9,201 | +2.9% |
| International | 3,311 | 3,896 | +17.7% |
| <i>% over total backlog</i> | <i>37.0%</i> | <i>42.3%</i> | |

The international backlog, which basically relates to Environmental Services, accounted for 42.3% of the total and was up 17.7% year-on-year.

| Environment | Backlog per geographical areas | | |
|--------------------|---------------------------------------|---------------|--------------|
| Million Euro | Dec-11 | Dec-12 | Var. |
| Spain | 5,629 | 5,304 | -5.8% |
| Rest of Europe | 2,321 | 3,004 | +29.4% |
| America | 370 | 350 | -5.4% |
| Asia Pacific | 479 | 449 | -6.3% |
| Africa | 142 | 94 | -33.7% |
| TOTAL | 8,941 | 9,201 | +2.9% |

1.4.3 Industrial Services

| Industrial Services | | | |
|---------------------------------|----------------|----------------|----------------|
| Million Euro | 2011 | 2012 | Var. |
| Turnover | 7,045 | 7,050 | +0.1% |
| EBITDA | 907 | 904 | -0.3% |
| <i>Margin</i> | 12.9% | 12.8% | |
| EBIT | 828 | 849 | +2.6% |
| <i>Margin</i> | 11.7% | 12.0% | |
| Ordinary Net Profit | 415 | 416 | +0.2% |
| <i>Margin</i> | 5.9% | 5.9% | |
| Backlog | 6,875 | 7,161 | +4.2% |
| <i>Months</i> | 12 | 12 | |
| Net Investments | 556 | (10) | -101.8% |
| <i>Concessions (Gross Inv.)</i> | 1,141 | 430 | |
| Working Capital | (1,636) | (1,445) | -11.7% |
| Net Debt | (835) | (1,255) | +50.3% |
| <i>ND/Ebitda</i> | -0.9x | -1.4x | |

Sales in Industrial Services recorded EUR 7,050 million, almost the same level as that of 2011.

Ordinary net profit of Industrial Services increased by 0.2% to EUR 416 million.

| Industrial Services | Sales per geographical areas | | |
|----------------------------|-------------------------------------|--------------|--------------|
| Euro Million | 2011 | 2012 | Var. |
| Spain | 3,662 | 2,938 | -19.8% |
| Rest of Europe | 682 | 782 | +14.7% |
| America | 2,348 | 2,992 | +27.4% |
| Asia Pacific | 224 | 166 | -25.8% |
| Africa | 128 | 172 | +34.0% |
| TOTAL | 7,045 | 7,050 | +0.1% |

International sales increased by 21.6%, up to 58.3% of total sales, and amounted to EUR 4,112 million. This sharp increase was the result of new production in countries such as Brazil, the United States, Panama and Peru, as well as the growth in Northern Europe.

| Industrial Services | Turnover breakdown by activity | | |
|-------------------------------------|---------------------------------------|--------------|---------------|
| Million Euro | 2011 | 2012 | Var. |
| Support Services | 4,388 | 4,046 | -7.8% |
| <i>Networks</i> | 841 | 769 | -8.6% |
| <i>Specialized Products</i> | 2,524 | 2,421 | -4.1% |
| <i>Control Systems</i> | 1,023 | 856 | -16.3% |
| EPC Projects | 2,342 | 2,689 | +14.8% |
| Renewable Energy: Generation | 373 | 374 | +0.1% |
| <i>Consolidation Adjustments</i> | (59) | (59) | n.a. |
| TOTAL | 7,045 | 7,050 | +0.1% |
| International | 3,383 | 4,112 | +21.6% |
| <i>% over total sales</i> | 48.0% | 58.3% | |

Support services activities decreased as a result of less demand for these services in Spain, and the sales of Specialised Facilities and Control Systems decreased as a result of the drop in public investment, among others, in railway infrastructures.

Production increased significantly in the EPC Projects area, up 14.8%, despite the 33.5% drop in activity in Spain. The growth in international activities reached 60% and has already doubled that recorded in Spain.

| Industrial Services | Backlog per geographical areas | | |
|----------------------------|---------------------------------------|--------------|--------------|
| Euro Million | Dec-11 | 2012 | Var. |
| Spain | 2,705 | 2,545 | -5.9% |
| Rest of Europe | 867 | 631 | -27.2% |
| America | 2,860 | 3,243 | +13.4% |
| Asia Pacific | 241 | 209 | -13.3% |
| Africa | 202 | 533 | +164.3% |
| TOTAL | 6,875 | 7,161 | +4.2% |

Noteworthy is the strong growth in the backlog of international markets, of a 10.7% is the result of the significant boost received from the Control Systems and EPCProjects area, whose international backlogs grew by 36.5% and 17%, respectively. All these areas include projects recently awarded in Latin America, South Africa, the Middle East, Asia and Northern Europe.

The Industrial Services backlog abroad Spain already represents 64.5% of the total.

| Industrial Services | Backlog breakdown by activity | | |
|--------------------------------------|--------------------------------------|--------------|---------------|
| Million Euro | 2011 | 2012 | Var. |
| Support Services | 4,194 | 4,070 | -3.0% |
| <i>Domestic Backlog</i> | 2,051 | 1,850 | -9.8% |
| <i>International Backlog</i> | 2,143 | 2,219 | +3.6% |
| EPC Projects & Renewables | 2,681 | 3,091 | +15.3% |
| <i>Domestic Backlog</i> | 653 | 695 | +6.4% |
| <i>International Backlog</i> | 2,028 | 2,396 | +18.2% |
| TOTAL | 6,875 | 7,161 | +4.2% |
| Domestic | 2,704 | 2,545 | -5.9% |
| International | 4,171 | 4,616 | +10.7% |
| <i>% over total backlog</i> | 60.7% | 64.5% | |

1.4.4 **Listed Affiliates**

| Affiliates | Main financial figures | | |
|--|------------------------|----------------|---------------|
| | 2011 | 2012 | Var. |
| Million Euro | | | |
| Abertis | 36 | 44 | +24.7% |
| Iberdrola | 373 | 223 | -40.1% |
| Gross Income from Associates | 409 | 268 | -34.5% |
| Financial expenses | (353) | (278) | -21.2% |
| Corporate tax | 106 | 82 | -22.5% |
| Net Income from Associates | 161 | 72 | -55.6% |
| Capital Gains after the sale of Abertis | 0 | 197 | n.a. |
| Sale of a 3.69% of Iberdrola | 0 | (1,312) | n.a. |
| Impairment test of Iberdrola stake | (126) | (1,308) | n.a. |
| Extraordinary contribution to results | (126) | (2,423) | n.a. |
| Contribution to Net Profit | 36 | (2,351) | n.a. |

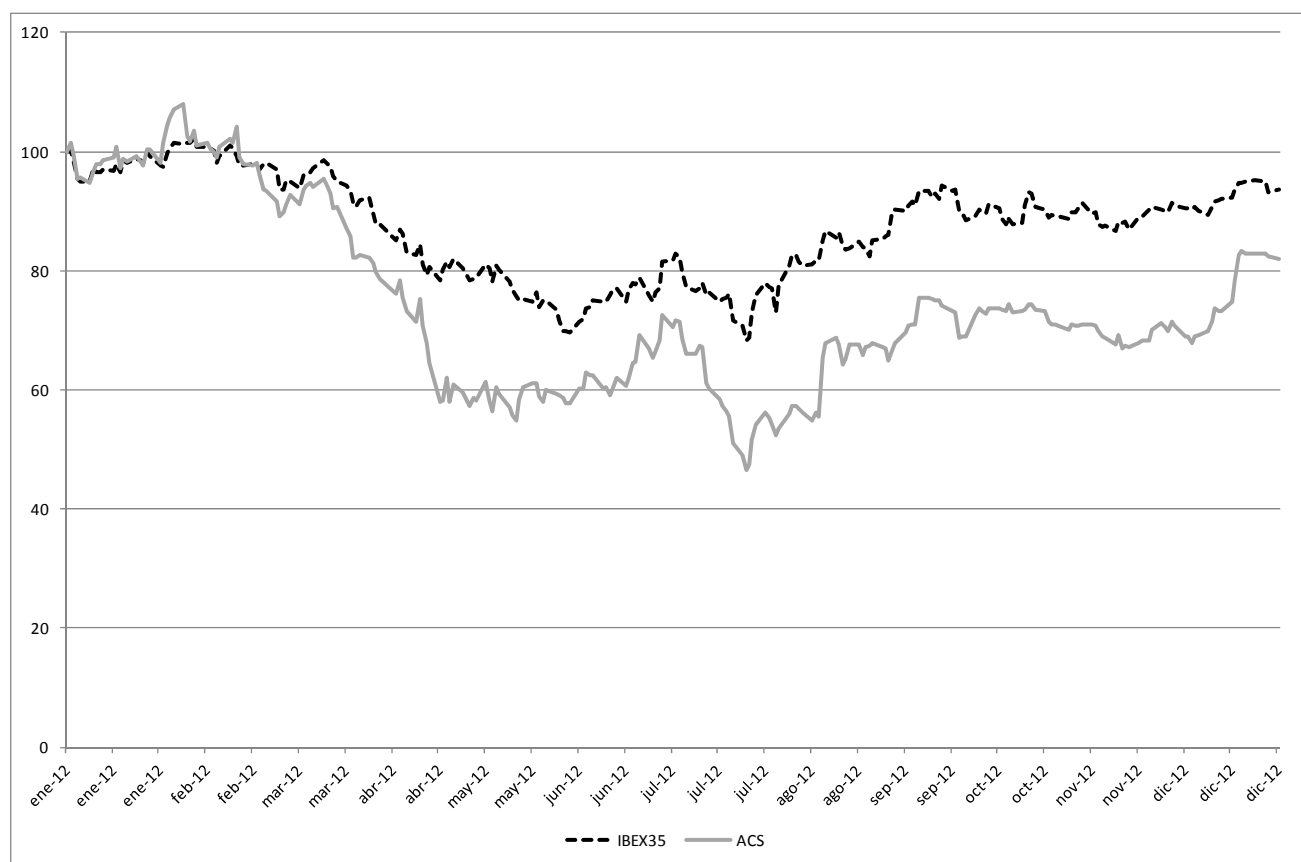
The contribution of accounting for Abertis using the equity method until its sale on 25 April, reached EUR 44 million and includes the profit proportional to the partial sale of Eutelsat performed by the concessional company.

As a result of the sale of Abertis, ACS cashed in EUR 875 million which were used to reduce the debt related to this investment and strengthen the Group's liquidity position. The capital gains obtained, net of taxes, amounted to EUR 197 million.

During the period, ACS received dividends from Iberdrola amounting to EUR 223 million. Finance costs, net of taxes, related to the investment in Iberdrola during this period amounted to EUR 196 million.

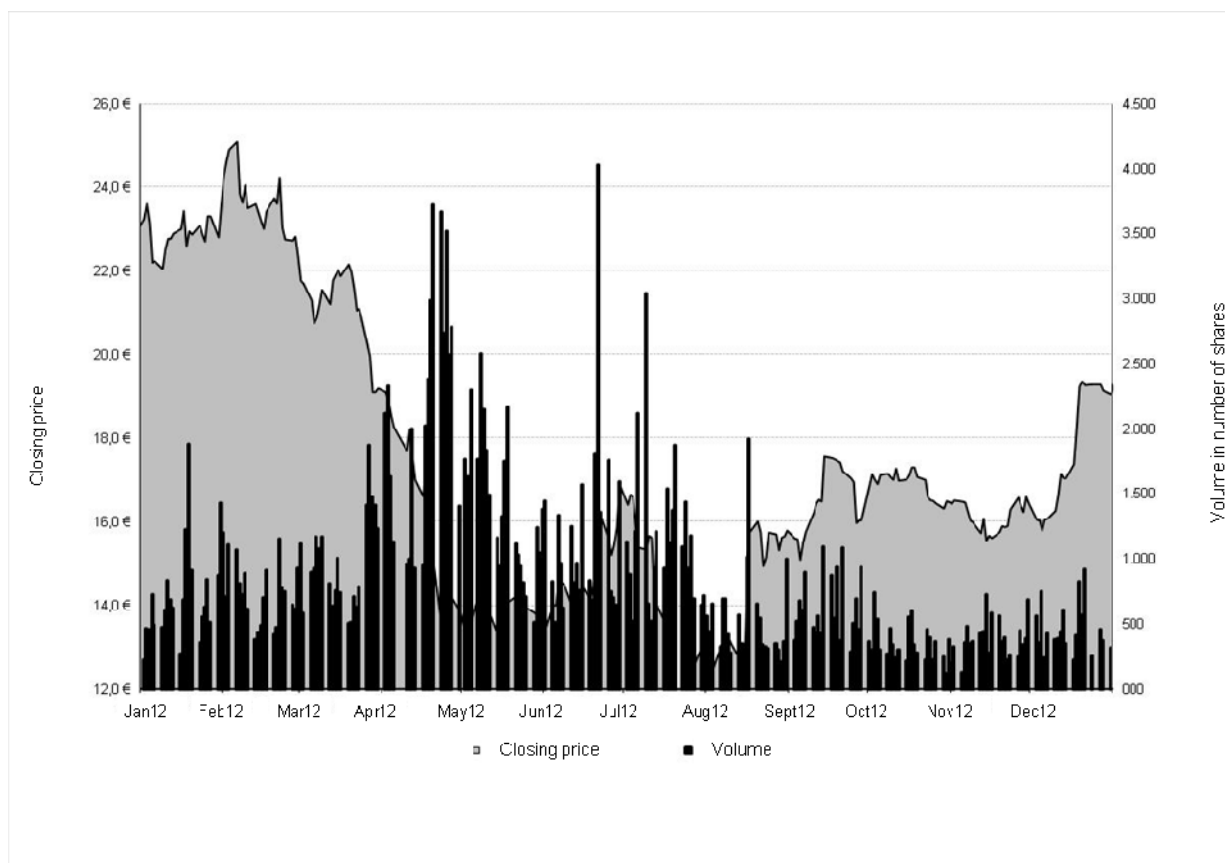
2 Share performance

2.1 Share information for 2012



The detail of the ACS Group's main market data is as follows:

| ACS Shares Data | 2011 | 2012 |
|--------------------------------|-------------|-------------|
| Closing price | 22.90 € | 19.04 € |
| Period performance | -34.71% | -16.86% |
| Maximum in the period | 38.27 € | 25.10 € |
| Maximum Date | 02-feb | 06-feb |
| Minimum in the period | 21.32 € | 10.38 € |
| Minimum Date | 25-nov | 25-jul |
| Average in the period | 29.67 € | 16.77 € |
| Total volume ('000) | 220,147 | 227,383 |
| Daily average volume ('000) | 856.60 | 888.22 |
| Total traded effective (€ mn) | 6,531 | 3,812 |
| Daily average effective (€ mn) | 25.41 | 14.89 |
| Number of shares (mn) | 314.66 | 314.66 |
| Market cap (€ mn) | 7,206 | 5,991 |



2.2. Treasury shares

At 31 December 2012, the ACS Group had 21,368,766 treasury shares, accounting for 6,791% of its share capital. The detail of the transactions performed in the year is as follows:

| | 2012 | | 2011 | |
|---------------------------------|-------------------|--------------------|-------------------|--------------------|
| | Number of shares | Thousands of euros | Number of shares | Thousands of euros |
| At beginning of the year | 23,608,833 | 760,651 | 19,542,383 | 683,491 |
| Purchases | 9,393,512 | 155,880 | 9,845,100 | 279,253 |
| Sales | (4,013,784) | (115,262) | (5,778,650) | (202,093) |
| Bonus Payments 2011 | (287,700) | (9,269) | - | - |
| Depreciation | (7,332,095) | (217,304) | - | - |
| At end of the year | 21,368,766 | 574,696 | 23,608,833 | 760,651 |

On 23 January 2013, the ACS Group definitively sold a total of 20,200,000 treasury shares to three entities at a price which was the weighted average of the share price at 2:00 pm on the same day less 3%, which gave rise to a unit price of EUR 17.83 and a total amount of EUR 360,166,000.

3 Information on the main risks and uncertainties facing the activity of the ACS Group and financial risk management

The Group carries on its activities in different industries, countries and socio-economic and legal environments, which entails exposure to different levels of risk inherent to the businesses in which it operates.

The ACS Group monitors and controls these risks in order to prevent them from reducing shareholder returns, jeopardising its employees or its corporate reputation, causing problems for its customers or giving rise to a negative impact on the Group as a whole. In order to carry out this risk

control, the ACS Group has instruments which enable it to identify the risks early enough so as to be able to manage them appropriately, either by avoiding their materialisation or by minimising their impact, and to prioritise them, where necessary, according to their importance. Particularly worthy of note are the systems related to risk control in the tenders, contracts, planning and management of construction work and projects, as well as quality management, environmental management and human resources systems.

In addition to the risks inherent to its different business activities, the ACS Group is exposed to various risks of a financial nature due to interest rate or exchange rate fluctuations, liquidity risk and credit risk.

- Risks arising from changes in interest rates on cash flows are mitigated by hedging the interest rates through financial instruments that curb the effect of any fluctuations therein.
- Foreign currency risk is managed by arranging debt in the same functional currency as that of the asset financed by the Group abroad. In order to hedge net positions in currencies other than the euro, the Group uses various financial instruments in order to mitigate exposure to foreign currency risk.
- With regard to exposure to price fluctuations of the shares of Abertis, Hochtief, Iberdrola and ACS, this risk with Abertis shares disappeared when the shares were sold and the exposure to this risk with Iberdrola decreased as a result of the partial divestment and the changes in financing made throughout the year.
- In relation to liquidity risk, and despite the current market situation due to the liquidity crisis and the general restriction on credit, in 2012 the ACS Group, as indicated above, refinanced the corporate syndicated loan, the Urbaser syndicated loan and the cancellation of the financing of its investment in Iberdrola.
- Accordingly, the Group received collections amounting to EUR 1,225 million after applying Royal Decree Law 04/2012 on financing payments to suppliers.
- Finally, credit risk caused by the non-payment of commercial loans is dealt with through the preventive assessment of the solvency rating of potential Group customers, both at the commencement of the relationship with these customers for each work or project and during the term of the contract, through the evaluation of the credit quality of the outstanding amounts and the revision of the estimated recoverable amounts in the case of balances considered to be doubtfully collectible.

A more in-depth explanation of these risks and of the related risk control instruments is provided in the ACS Group's Annual Corporate Governance and Corporate Responsibility reports and the ACS Group's consolidated financial statements (www.grupoacs.com). Likewise, the Annual Report of Hochtief (www.hochtief.com) details the risks inherent to the German company and its control mechanisms.

Based on the information currently available, in the next six months following the closing of the accounts referred to in this document, the ACS Group expects to face risk situations and uncertainty similar to those faced in the second half of 2012, especially those arising from:

- The economic and financial uncertainties arising from the crisis in Europe.
- The internationalisation of the Group's activities;
- The reduction of construction activities due to the Spanish Government's plans to cut public investment in line with the budgetary adjustment policies in order to ensure the tax consolidation required by the European Union.

4 Human Resources

At the end of 2012, the ACS Group employed a total of 161,865 people, 37,918 of whom are university graduates. The ACS Group had 0.2% less employees than in 2011.

Some of the fundamental principles governing the corporate human resource policies of the Group companies are based on the following common actions:

- Attracting, retaining and motivating talented individuals.
- Promoting teamwork and quality control as tools to drive excellence as work well done.
- Acting quickly, promoting the assumption of responsibilities and minimising bureaucracy
- Supporting and increasing training and learning.
- Innovating to improve processes, products and services.

The ACS Group is an active defender of the human and labour rights recognised by various international organisations. The company promotes, respects and protects the forming of labour unions and employees' rights to freedom of association and guarantees equal opportunities and treatment, without discriminating on the basis of sex, ideology, religion or any other social or individual circumstance or condition.

Likewise, the Group promotes the professional development of its employees. In this connection, it has an employment policy that generates wealth in the areas in which it operates and produces links which create positive synergies for the environment. Furthermore, it shows special interest in ensuring dignified working conditions, subject to the most advanced measures for health and safety at work. It promotes management by competences, performance assessment and management of the professional careers of its workers.

The Annual Corporate Responsibility Report provides more in-depth information regarding all the issues associated with corporate human resource policies, mainly in key areas for the Group as talent management and occupational safety

5 Technological innovation and environmental protection

5.1 Research and development activities

The ACS Group is committed to a policy providing for the on-going improvement of its processes and of applied technology in all activities. Its involvement in research, development and innovation are clear in its increased investment and the R&D+i efforts that the ACS Group makes year after year. This effort leads to tangible improvements in productivity, quality, customer satisfaction, occupational safety, obtaining new and better materials and products and the design of more efficient production processes and systems, among others.

For this purpose, the ACS Group has an in-house research programme aimed at developing new technological know-how in the design of processes, systems, new materials, etc. in each activity. R&D management is carried out through a system which, in the largest companies and in general, follows the guidelines in UNE 16602:2006 standard and is audited by independent specialists.

This program is based on three premises of action:

- Development of projects which most benefit the technical and technological progress of the company, for which purpose it has procedures to analyse and discriminate the projects it undertakes prior to their implementation.
- Development of projects together with other prestigious research institutions, both at national and European level, to complement the skills of the researchers of the ACS Group.
- Increased and responsible investment for implementing research and generating patents and operational techniques consistently and efficiently.

The main lines of research to which the Group is currently devoting efforts are:

- Search for efficiency in the use of resources.
- Minimisation of the environmental impacts of services.
- Energy efficiency and the fight against climate change.
- Development of initiatives that promote sustainable transport.
- Information and communication technologies.
- Improvement of transport infrastructure maintenance techniques.
- Improvement and optimisation of processes.

The recent incorporation of HOCHTIEF in the ACS Group will allow the best practices in the field of research and development to be combined and exchanged in order to improve resource efficiency and the safety of operations.

5.2 Environmental protection

The ACS Group carries out activities that involve a significant environmental impact, either directly as a consequence of changes in the environment or indirectly through the consumption of materials, energy and water resources.

The ACS Group carries out its activities in accordance with law, by adopting the most efficient measures to reduce these effects, and by reporting its activity in the mandatory environmental impact studies.

Additionally, it develops policies and adapts processes so that a high percentage of the Group activity is certified to the ISO 14001 standard, which involves an additional commitment required by the law in respect of good environmental practice.

- Commitment to preventing pollution.
- Commitment to continuous improvement.
- Commitment to transparency, communication and the training of Group employees, suppliers, clients and other stakeholders.

Additionally, ACS has various on-going action plans in their companies to reduce the environmental impact in more specific areas. The main initiatives in development are:

- Actions that contribute to the reduction of climate change.
- Initiatives to enhance energy efficiency in its activities.
- Procedures that help to minimise the impact on biodiversity in those projects where necessary.
- Promotion of good practices aimed at saving water in those locations considered to have high water stress.

The detail of the results of R&D+i and environmental policies of the ACS Group are frequently gathered and published on the web page of the ACS Group (www.grupoacs.com) and in the Annual Corporate Responsibility Report.

HOCHTIEF also maintains its own environmental performance, social protection and research and development plans, which characterises it as one of the most effective international building groups in terms of sustainability. These policies are detailed in the sustainability report of the German group, published in March of this year and available at www.hochtief.com.

6 Significant events subsequent to year-end

On 23 January 2013, the ACS Group definitively sold a total of 20,200,000 treasury shares to three entities at a price which was the weighted average of the share price at 2:00 pm on the same day less 3%, which gave rise to a unit price of EUR 17.83 and a total amount of EUR 360,166,000.

In addition, the Group entered into a derivative contract for the same number of ACS shares, payable only in cash and within a period of two years that may be extended for a further year.

On 14 March 2013, Hochtief, A.G. issued a corporate bond amounting to EUR 750 million maturing in five years and with an annual coupon of 3,875%.

On 21 March 2013, in using the authorisation granted by the shareholders at the Annual General Meeting held on 25 May 2009 and in executing the resolution of the Board of Directors of 8 November 2012, ACS, Actividades de Construcción y Servicios, S.A. formally executed the Euro Commercial Paper (ECP) programme for a maximum of EUR 500 million, which was subscribed by the Irish Stock Exchange. By means of this programme, ACS will be able to issue promissory notes maturing between 1 and 364 days, thereby enabling it to diversify its means of obtaining financing on capital markets.

7 Outlook for 2013

In 2013 the ACS Group expects to increase its revenue, improve its profitability ratios and reduce its net debt on the balance sheet to around EUR 3,000 million.

In order to achieve these objectives, the ACS Group will reinforce growth of its activities globally, in profitable developing markets and in activities related to civil and industrial infrastructures.

The Group will implement measures to improve HOCHTIEF's return, including the ACS risk control system, focusing mainly on four basic aspects: the selection of the country, the size of the projects, the certainty of collection and the execution of the works. The objective is for all Group companies to be profitable and sustainable in all their markets and activities.

Lastly, the ACS Group will continue to reduce its net debt by selling non-strategic assets and generating cash through its operating activities.

8 Annual Corporate Governance Report

In accordance with corporate law, following is the Annual Corporate Governance Report, which forms an integral part of the 2012 Directors' Report.