



ISOLUX CORSÁN



Annual Report  
**2012**  
Financial Report



Annual Report  
**2012**  
Financial Report



10

# Annual Report

Financial and Management Report



**Content of the consolidated annual accounts of Group Isolux Corsán, S.A. and subsidiaries**

<b>Note</b>	<b>Page</b>
<b>Financial Report</b>	<b>8</b>
Consolidated balance sheet	10
Consolidated income statement	12
Consolidated statement of comprehensive income	13
Consolidated statement of changes in equity	14
Consolidated statement of cash flows	15
<b>Notes to the consolidated annual accounts</b>	<b>17</b>
<b>1 General information</b>	<b>17</b>
<b>2 Summary of the significant accounting policies</b>	<b>19</b>
2.1. Basis of preparation	19
2.2. Consolidation	20
2.3. Foreign currency transactions	22
2.4. Property, plant and equipment	23
2.5. Investments property	24
2.6. Intangible assets	24
2.7. Concessionary assets and other non-current assets assigned to projects	25
2.8. Interest cost	26
2.9. Impairment of non-financial assets	27
2.10. Financial assets	27
2.11. Derivative financial instruments and hedging activities	28
2.12. Inventories	29
2.13. Trade and other receivables	29
2.14. Cash and cash equivalents	30
2.15. Share capital	30
2.16. Deferred income	30
2.17. Trade and other payables	30
2.18. Compound financial instruments	31
2.19. Borrowings and other financial liabilities	31
2.20. Current and deferred income taxes	31
2.21. Employee benefits	32
2.22. Provisions	32
2.23. Revenue recognition	33
2.24. Interest income	36
2.25. Dividend income	37
2.26. Leases	37
2.27. Dividend distribution	37
2.28. Environment	37
2.29. Operating results	37
2.30. Biological assets	37
2.31. Segment reporting	37
<b>3 Financial risk management</b>	<b>38</b>
<b>4 Critical accounting estimates and judgements</b>	<b>44</b>
<b>5 Segment information</b>	<b>47</b>
<b>6 Property, plant and equipment</b>	<b>50</b>
<b>7 Goodwill and other intangible assets</b>	<b>52</b>
<b>8 Concessionary assets and other non-current assets assigned to projects</b>	<b>55</b>
<b>9 Investments in associates</b>	<b>60</b>
<b>10 Financial investments</b>	<b>62</b>



11	Derivative financial instruments	63
12	Trade and other receivables	69
13	Inventories	71
14	Cash and cash equivalents and Financial assets at fair value through profit or loss	72
15	Discontinued operations	73
16	Share capital, share premium and legal reserve	75
17	Cumulative translation differences	76
18	Retained earnings and non-controlling interest	77
19	Trade and other payables	79
20	Borrowings	81
21	Deferred income tax	84
22	Provisions for other liabilities and charges	87
23	Revenue / Sales and Materials consumed and other external costs	88
24	Other income and expense	89
25	Employee benefit expenses	90
26	Operating leases	91
27	Net financial results	92
28	Income tax	93
29	Earnings per share	95
30	Dividends per share	96
31	Commitments, contingencies and guarantees provided	97
32	Business combinations	98
33	Related-party transactions	101
34	Joint ventures	106
35	Temporary joint ventures (UTEs) and consortia	107
36	Environment	108
37	Events after the reporting period	109
38	Auditors' fees	110
	Appendix I	111
	Appendix II	114
	Appendix III	115
	Appendix IV	121
<b>Director's Report</b>		<b>125</b>
1	Economic Environment	125
2	Development and performance of the Group in 2012	126
3	Outlook 2013	129
4	Treasury stocks	130
5	Research and development activities	130
6	Human Resources	130
7	Use of Financial Instruments	131

GRUPO ISOLUX CORSÁN, S.A.  
AND SUBSIDIARIES

**Consolidated Annual Accounts at 31 December 2012 and 2012 Directors' Report**



*This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation*

#### AUDIT REPORT ON THE CONSOLIDATED ANNUAL ACCOUNTS

To the shareholders of Grupo Isolux Corsán, S.A.:

We have audited the consolidated annual accounts of Grupo Isolux Corsán, S.A. (Parent Company) and its subsidiaries (the Group), consisting of the consolidated balance sheet at 31 December 2012, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated statement cash flows and related notes to the consolidated annual accounts for the year then ended. As explained in Note 2.1, the Directors of the Parent Company are responsible for the preparation of these consolidated annual accounts in accordance with the International Financial Reporting Standards as endorsed by the European Union, and other provisions of the financial reporting framework applicable to the Group. Our responsibility is to express an opinion on the consolidated annual accounts taken as a whole, based on the work performed in accordance with the legislation governing the audit practice in Spain, which requires the examination, on a test basis, of evidence supporting the annual accounts and an evaluation of whether their overall presentation, the accounting principles and criteria applied and the estimates made are in accordance with the applicable financial reporting framework.

In our opinion, the accompanying consolidated annual accounts for 2012 present fairly, in all material respects, the consolidated financial position of Grupo Isolux Corsán, S.A. and its subsidiaries at 31 December 2012 and the consolidated results of its operations and the consolidated cash flows for the year then ended in accordance with the International Financial Reporting Standards as endorsed by the European Union, and other provisions of the applicable financial reporting framework.

The accompanying consolidated Directors' Report for 2012 contains the explanations which the Parent Company's Directors consider appropriate regarding the consolidated Group's situation, the development of its business and other matters and does not form an integral part of the consolidated annual accounts. We have verified that the accounting information contained in the consolidated Directors' Report is in agreement with that of the consolidated annual accounts for 2012. Our work as auditors is limited to checking the consolidated Directors' Report in accordance with the scope mentioned in this paragraph and does not include a review of information other than that obtained from the accounting records of Grupo Isolux Corsán, S.A. and its subsidiaries.

PricewaterhouseCoopers Auditores, S.L.

Original in Spanish signed by  
Fernando Chamosa  
Partner

28 May 2013

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## CONSOLIDATED BALANCE SHEET

(Thousand euro)

	Note	31 December 2012	31 December 2011
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	6	190,429	190,359
Goodwill	7.1	511,646	577,436
Intangible assets	7.2	21,106	24,889
Investment property		14,650	14,574
Concessionary assets assigned to projects	8.1	2,913,799	2,451,377
Other non-current assets assigned to projects	8.2	1,352,015	1,488,601
Investments in associates	9	3,576	34,634
Financial investments	10	11,844	10,956
Trade and Other receivables	12	136,446	124,759
Deferred income tax assets	21	355,782	232,618
Derivative financial instruments	11	12	1,155
		<b>5,511,305</b>	<b>5,151,358</b>
<b>Current assets</b>			
Inventories	13	404,730	357,725
Trade and other receivables	12	1,973,028	1,886,931
Derivative financial instruments	11	3,993	6,201
Financial assets at fair value through profit or loss	14.2	1,484	14,447
Cash and cash equivalents	14.1	561,847	674,366
		<b>2,945,082</b>	<b>2,939,670</b>
<b>Total assets</b>		<b>8,456,387</b>	<b>8,091,028</b>

Notes 1 to 38 and Appendices I to IV form an integral part of these consolidated annual accounts.



### CONSOLIDATED BALANCE SHEET

(Thousand euro)

	Note	31 December 2012	31 December 2011
<b>EQUITY</b>			
<b>Equity attributable to owners of the parent company</b>			
Share capital	16	18,017	17,463
Share premium	16	526,237	468,413
Legal reserve	16	12,921	10,564
Hedging reserve	11	(49,095)	(60,741)
Cumulative translation differences	17	(79,532)	(30,262)
Retained earnings	18	58,994	197,558
		<b>487,542</b>	<b>602,995</b>
<b>Non-controlling interest</b>	18	<b>161,910</b>	<b>293,318</b>
<b>Total equity</b>		<b>649,452</b>	<b>896,313</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	20	862,177	929,930
Project finance	8.3	2,537,557	2,257,823
Derivative financial instruments	11	196,076	174,359
Deferred income tax liabilities	21	199,035	142,879
Provisions for other liabilities and charges	22.1	45,774	47,060
Other payables	19	478,125	418,897
		<b>4,318,744</b>	<b>3,970,948</b>
<b>Current liabilities</b>			
Borrowings	20	584,808	449,058
Project finance	8.3	367,492	358,342
Trade and other payables	19	2,329,180	2,303,064
Current tax liabilities		22,117	28,224
Derivative financial instruments	11	28,487	24,400
Provisions for other liabilities and expenses	22.2	156,107	60,679
		<b>3,488,191</b>	<b>3,223,767</b>
<b>Total liabilities</b>		<b>7,806,935</b>	<b>7,194,715</b>
<b>Total equity and liabilities</b>		<b>8,456,387</b>	<b>8,091,028</b>

Notes 1 to 38 and Appendices I to IV form an integral part of these consolidated annual accounts.

## CONSOLIDATED INCOME STATEMENT

(Thousand euro)

	Note	Year ended 31 December	
		2012	2011
<b>Total operating income</b>		<b>3,410,132</b>	<b>3,338,296</b>
Revenue / Sales	23 & 5	2,889,551	3,196,887
Other operating income	24	401,540	25,335
Change in inventories		(25,474)	(2,331)
Own work capitalized		144,515	118,405
<b>Total operating expenses</b>		<b>(3,087,125)</b>	<b>(3,067,422)</b>
Materials consumed and other external costs	23	(2,030,108)	(2,229,230)
Employee benefit expenses	25	(419,433)	(375,064)
Depreciation, amortization and impairment losses	2.5, 6, 7, 8 & 15	(216,293)	(115,096)
Change in trade provisions		18,251	(7,587)
Other operating expenses	24	(439,542)	(340,445)
<b>Operating results</b>		<b>323,007</b>	<b>270,874</b>
Financial expenses	27	(349,267)	(298,896)
Financial income	27	54,811	83,566
<b>Net financial results</b>	27	<b>(294,456)</b>	<b>(215,330)</b>
Share of profits/ (losses) of investments accounted for the equity method	9	(6,320)	(15,787)
<b>Profit before income tax</b>		<b>22,231</b>	<b>39,757</b>
Income tax	28	(12,708)	(29,255)
<b>Results for the year from continuing operation</b>		<b>9,523</b>	<b>10,502</b>
<b>Results for the year from discontinuing operation</b>	15	<b>(111,821)</b>	<b>(5,026)</b>
<b>Results for the year</b>		<b>(102,298)</b>	<b>5,476</b>
Attributable to:			
Owners of the parent		(38,394)	24,069
Non-controlling interest	18	(63,904)	(18,593)
		<b>(102,298)</b>	<b>5,476</b>

Notes 1 to 38 and Appendices I to IV form an integral part of these consolidated annual accounts.



### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED AT 31 DECEMBER 2012 AND 2011

(Thousand euro)

	Note	Year ended at 31 December	
		2012	2011
<b>Profit/(losses) for the year</b>		<b>(102,298)</b>	<b>5,476</b>
<b>Other comprehensive income:</b>			
<b>Changes due to financial statement translation</b>	<b>17</b>	<b>(45,258)</b>	<b>(76,489)</b>
Fair value changes in cash flow hedges	11	(8,095)	(109,179)
- Tax effect	21	2,756	33,987
Cash flow hedge transferred to profit and loss	11	24,660	20,897
- Tax effect	21	(7,307)	(6,269)
<b>Net cash flow hedges</b>		<b>12,014</b>	<b>(60,564)</b>
<b>Comprehensive income for year attributable to:</b>		<b>(135,542)</b>	<b>(131,577)</b>
Owners of the parent		(76,018)	(101,459)
Non-controlling interest		(59,524)	(30,118)
<b>Comprehensive income total for year</b>		<b>(135,542)</b>	<b>(131,577)</b>
<b>Comprehensive income for year attributable to Owners of the parent:</b>			
- Continuing operations		(17,020)	(98,501)
- Discontinuing operations		(58,998)	(2,958)

Notes 1 to 38 and Appendices I to IV form an integral part of these consolidated annual accounts.

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – YEAR 2012

(Thousand euro)

	Attributable to equity holders of the Parent Company						Non-controlling interests (Note 18)	Total equity
	Share Capital (Note 16)	Share Premium (Note 16)	Legal Reserve (Note 16)	Hedging reserve (Note 11)	Cumulative translation difference (Note 17)	Retained earnings (Note 18)		
<b>Balance at 31 December 2011</b>	<b>17,463</b>	<b>468,413</b>	<b>10,564</b>	<b>(60,741)</b>	<b>(30,262)</b>	<b>197,558</b>	<b>293,318</b>	<b>896,313</b>
<b>Profit/(loss) for the year</b>	-	-	-	-	-	<b>(38,394)</b>	<b>(63,904)</b>	<b>(102,298)</b>
Net cash flow hedges	-	-	-	11,646	-	-	368	12,014
Foreign currency translation differences	-	-	-	-	(49,270)	-	4,012	(45,258)
<b>Total other comprehensive income</b>	-	-	-	<b>11,646</b>	<b>(49,270)</b>	-	<b>4,380</b>	<b>(33,244)</b>
<b>Total comprehensive income</b>	-	-	-	<b>11,646</b>	<b>(49,270)</b>	<b>(38,394)</b>	<b>(59,524)</b>	<b>(135,542)</b>
Shares issued	554	57,824	-	-	-	-	-	58,378
Other movements and additions to consolidation scope	-	-	-	-	-	(87,813)	(71,884)	(159,697)
2011 Profit Distribution (Note 18)	-	-	2,357	-	-	(12,357)	-	(10,000)
<b>Balance at 31 December 2012</b>	<b>18,017</b>	<b>526,237</b>	<b>12,921</b>	<b>(49,095)</b>	<b>(79,532)</b>	<b>58,994</b>	<b>161,910</b>	<b>649,452</b>

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY – YEAR 2011

(Thousand euro)

	Attributable to equity holders of the Parent Company						Non-controlling interests (Note 18)	Total equity
	Share Capital (Note 16)	Share Premium (Note 16)	Legal Reserve (Note 16)	Hedging reserve (Note 11)	Cumulative translation difference (Note 17)	Retained earnings (Note 18)		
<b>Balance at 31 December 2010</b>	<b>17,463</b>	<b>469,163</b>	<b>8,207</b>	<b>(36,316)</b>	<b>38,119</b>	<b>199,710</b>	<b>74,728</b>	<b>771,074</b>
<b>Profit/(loss) for the year</b>	-	-	-	-	-	<b>24,069</b>	<b>(18,593)</b>	<b>5,476</b>
Net cash flow hedges	-	-	-	(57,147)	-	-	(3,417)	(60,564)
Foreign currency translation differences	-	-	-	-	(68,381)	-	(8,108)	(76,489)
<b>Total other comprehensive income</b>	-	-	-	<b>(57,147)</b>	<b>(68,381)</b>	-	<b>(11,525)</b>	<b>(137,053)</b>
<b>Total comprehensive income</b>	-	-	-	<b>(57,147)</b>	<b>(68,381)</b>	<b>24,069</b>	<b>(30,118)</b>	<b>(131,577)</b>
Other movements	-	-	-	32,722	-	5,386	248,708	286,816
2010 Profit Distribution	-	(750)	2,357	-	-	(31,607)	-	(30,000)
<b>Balance at 31 December 2011</b>	<b>17,463</b>	<b>468,413</b>	<b>10,564</b>	<b>(60,741)</b>	<b>(30,262)</b>	<b>197,558</b>	<b>293,318</b>	<b>896,313</b>

Notes 1 to 38 and Appendices I to IV form an integral part of these consolidated annual accounts.



### CONSOLIDATED STATEMENT OF CASH FLOWS

(Thousand euro)

	Notes	Year ended 31 December	
		2012	2011
<b>Cash flows from operating activities</b>			
<b>Profit for the year before taxes</b>		<b>(100,313)</b>	<b>32,826</b>
Adjustments for:			
- Depreciation, amortization and impairment losses	2,5,6,7,8 & 15	332,112	119,169
- Change in trade provisions		(18,251)	7,672
- Profit on non-current assets assigned to projects disposals	24		
- Profit on property, plant and equipment disposal		-	687
- Share of results on investments accounted for the Equity Method	9	6,320	15,787
- Net financial results	27	296,816	217,280
- Financial remuneration on concessionary assets assigned to projects	8.1	(97,865)	(71,044)
- Other adjustments to profit for the year	24	(357,840)	(4,533)
<b>Subtotal</b>		<b>161,292</b>	<b>285,018</b>
Changes in working capital :			
- Inventories		51,600	64,226
- Trade and other receivables		169,999	61,124
- Financial assets at fair value through profit or loss		8,989	(14,119)
- Trade and other payables		(2,810)	(257,505)
- Provisions for other liabilities and charges		65,456	911
- Other changes		-	-
<b>Cash generated from operations</b>		<b>354,213</b>	<b>172,481</b>
- Taxes paid		(35,218)	(28,922)
<b>Net cash generated from operating activities</b>		<b>318,995</b>	<b>143,559</b>
<b>Cash flows from investing activities</b>			
- Acquisition of subsidiary, net of cash acquired	32	(76,830)	(60,869)
- Purchases of property, plant and equipment and intangible assets		25,223	(21,599)
- Income from property, plant and equipment and intangible assets disposal		3,794	3,789
- Acquisition of concessionary assets and non-current assets assigned to projects		(1,149,724)	(1,019,949)
- Income from sale of non-current assets assigned to projects		-	-
- Net change in long-term payables		(85,937)	16,930
- Revenue due to non-current assets assigned to projects disposal		-	-
- Acquisitions of investments in associates and financial investments		(1,287)	(3,035)
- Net change in other receivables		15,659	(7,440)
- Interest received and other financial income		48,860	47,027
<b>Net cash used in investing activities</b>		<b>(1,220,242)</b>	<b>(1,045,146)</b>

	Notes	Year ended 31 December	
		2012	2011
<b>Cash flows from Financing activities</b>			
- Net income from borrowings		149,191	275,421
- Net reimbursement of borrowings		(110,711)	(77,943)
- Income from project finance		979,934	652,730
- Reimbursement of project finance		(22,924)	(104,843)
- Other debt instruments		203,075	43,135
- Interest paid		(389,847)	(246,638)
- Non-controlling interests contributions		(21,062)	128,711
- Dividends paid		(10,000)	(30,000)
<b>Net cash generated from/(used in) financing activities</b>		<b>777,656</b>	<b>640,573</b>
<b>Net change in cash and cash equivalents</b>			
		<b>(123,591)</b>	<b>(261,014)</b>
Cash and cash equivalents at beginning of the year		674,366	937,555
Exchange differences included in net change for the year		11,072	(2,175)
<b>Cash and cash equivalents at the end of the year</b>	<b>14.1</b>	<b>561,847</b>	<b>674,366</b>
<b>Cash Flows contributed by discontinued operations</b>	<b>15</b>	<b>1,117</b>	<b>4,453</b>

Notes 1 to 38 and Appendices I to IV form an integral part of these consolidated annual accounts.



# CONSOLIDATED ANNUAL ACCOUNTS OF GRUPO ISOLUX CORSÁN, S.A. AND SUBSIDIARIES

AT 31 DECEMBER 2012

## Notes to the Consolidated Annual Accounts

(Thousand euro)

### 1 General Information

At the 2012 year end GRUPO ISOLUX CORSÁN, S.A. (hereinafter, the Company) forms a group (hereinafter, the Group) comprising the parent company Grupo Isolux Corsán, S.A. and its subsidiaries and associates. Additionally, the Group participates with other entities or members in joint ventures and temporary joint ventures (hereinafter, Joint Ventures). Appendices I, II, III and IV to these notes contain additional information on the entities included in the consolidation scope. The Group companies hold interests of less than 20% in other entities over which they have no significant influence. The Group's main activities and sales are carried on and made in Spain, Latin America, Asia, Africa and North America.

For the purposes of preparing the consolidated annual accounts, a group is understood to exist when the parent company has one or more subsidiaries, which are those entities that the parent company controls directly or indirectly. The principles applied during the preparation of the Group's consolidated annual accounts, together with the consolidation scope, are described in Note 2.2.

Appendix I to these notes set outs the identification details of the subsidiaries included in the consolidation scope under the full consolidation method.

Appendix II provides the identification details of the associates included in the consolidation under the equity consolidation method.

Appendix III contains the identification details of the joint ventures included in the consolidation scope under the proportionate consolidation method.

The parent company and certain subsidiaries are members of temporary joint ventures, whose assets, liabilities, income and expenses are recognized using the proportionate method. Appendix IV contains a detail of the temporary joint ventures of which Group companies are members.

The main consolidation scope changes during 2012 are described below:

- Increase in the shareholding in the company Las Cabezas de Aranjuez, S.A., also causing a change of control (Note 32).
- Increase in the shareholding in Viabahia Concesionaria de Rodovias, S.A.
- Sale of all the shares in the company Parque Cova da Serpe II, S.L., Residuos Ambientales de Galicia, S.L.
- In 2012 the company's interest in Grupo T-Solar Global changed due mainly to two share swap transactions. The first was a 3.71% share capital increase in Grupo Isolux Corsán Concesiones, S.L. through the contribution of shares in Grupo T-Solar Global (Note 18). The second was a 3.17% capital increase in the Group through the contribution of shares in this company (Note 16).
- Companies incorporated: Aguas de Gata, S.L., Ambulux, S.L., Isolbaja, S.A. de C.V., Constructora Presa el Purgatorio SPU, S.A. de C.V., Aparcamiento nuevo Hospital de Burgos, S.L., Parque Eólico Loma Blanca II, S.A., Isolux Infrastructure Netherland, B.V. (see Note 32), Operadora Autopista Perote-Xalapa, S.A. de C.V., South East UP Power Transmission company Limited, ICCON Transmission Inc.

Changes in the consolidation scope during 2011 are as follows:

- The following companies were incorporated: I.C. Plaza de Benalmádena Canarias, Líneas de Tabuante Transmisora de Energía LTDA, Isolux Proyectos, Investimentos e Participações LTDA, Residuos Ambientales de Galicia S.L., Societat Superficialia Preventius Zona Franca S.A., Isolux Infrastructure, S.A. and Ciudad de la Justicia de Córdoba S.A.
- Shareholding increase in Cachoeira Paulista T. Energia, S.A., from 33.33% to 100% and in Grupo T-Solar Global, S.A., from 19.80% to 58.84% (Note 32).
- Sale of 33.33% shareholding in Porto Primavera Transmisora Energía, S.A. and Vila do Conde Transmisora Energía, S.A. (See Note 8).

On 17 December 2004, the Company was incorporated which, following several name changes, is now named Grupo Isolux Corsán, S.A. The Company is the parent of a group that is continuing the activities of Grupo Isolux Wat. The latter group gained broad experience in the Spanish market and was engaged mainly in engineering. At the beginning of 2005 it merged with the Corsán Corviam Group, which was also reputable and engaged mainly in construction. Grupo Isolux Corsán is the result of the 2005 merger.

Grupo Isolux Corsán, S.A.'s registered office is at Caballero Andante 8 Street, 28021 Madrid, Spain. The Company is registered in the Madrid Mercantile Register, volume 20,745, book 0, section 8, sheet 194; page M-367466, entry 11. The latest adaptation and rewording of its bylaws is entered in volume 20,745, book 0, section 8, sheet 189, and page M-367466, entry 7.

Grupo Isolux Corsán, S.A. does business in Spain and abroad, mainly consisting of the following activities (carried on by the Company itself or its subsidiaries):

- Engineering studies, industrial assembly and manufacture of the necessary components, integrated facilities and construction.
- Manufacture, sale and representation of electrical, electronic, electromechanical, computer and industrial products, machinery and equipment.
- Rendering of all types of consultancy, audit, inspection, metering, analysis, report, research and development services; project design, planning, supply, execution and assembly; project and site management and supervision; tests, trials, commissioning, control and evaluation; repair and maintenance services in integrated facilities; electrical and electronic facilities, air conditioning and aeration systems; sanitary fluid and gas systems; elevators and freight elevators; fire protection and detection systems; hydraulic systems, information systems, mechanical and industrial systems; communications, energy, environment; and energy lines, substations and power plants.
- Integrated construction, repair, conservation and maintenance of all kinds of construction and all kinds of installation and fitting work.
- Purchase, sale, lease and operation by any means of real property or real property rights.
- Holding, management and administration of securities and equity interests in any entity.

The Group mainly operates through the following business lines:

- Infrastructures and Industries activities: all kinds of civil engineering and construction projects, both residential and non-residential telecommunications, installations and environment.

- Energy: this business line includes engineering and energy.
- Concessions: the Group holds land infrastructure concessions including motorways and car parks, and electricity infrastructure concessions such as high-voltage power cables and power plants and transformation energy plants.
- Renewable energy: activity in bio-fuel and solar-photovoltaic energy.

During 2011, the Group initiated an initial public offering, which affected the concession and solar-photovoltaic energy division, in the Sao Paulo (Brazil) Stock Exchange, where it was registered as a "publicly-held company" in December. This process was aborted in the first semester of 2012.

These consolidated annual accounts were prepared by the Board of Directors on 27 March 2013. The Directors will submit these consolidated annual accounts to the General Shareholders' Meeting for approval. The accounts are expected to be approved without changes.



## 2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these consolidated annual accounts are set out below. These policies have been consistently applied to all the financial years presented in these consolidated annual accounts.

### 2.1. Basis of preparation

The Group's consolidated annual accounts at 31 December 2012 have been prepared in accordance with International Financial Reporting Standards (IFRS) adopted for its use by the European Union, approved by the European Commission Regulations (IFRS-EU) and effective at 31 December 2012. The group started working under IFRS-EU on 1 January 2006.

The policies described below have been consistently applied to all the financial years presented in these consolidated annual accounts.

The amounts are expressed in thousands of euro in this document, unless otherwise stated.

The consolidated annual accounts have been prepared on a historical cost basis, except for certain cases stipulated by IFRS-EU in which assets and liabilities are carried at fair value. The Company has made the following choices in cases in which IFRS-EU allow for alternative criteria:

- Measurement of property, plant, equipment and intangible assets at historical cost, capitalizing financial expenses over the construction period.
- Joint ventures and temporary joint ventures are proportionately consolidated.

The preparation of consolidated annual accounts under IFRS-EU requires the use of certain critical accounting estimates. It also requires that management exercise judgment in the process of applying the Company's accounting policies. In Note 4 discloses the areas that require a higher level of judgment or entail greater complexity, and the areas where assumptions and estimates are significant for the consolidated annual accounts.

### Standards, amendments and interpretations that came into effect in 2012

a) Standards, interpretations and amendments effective from January 1, 2012 applied by the Group:

- IFRS 7 (amended) "Financial instruments: information disclosure – financial assets transfer". The amendment to IFRS 7 requires additional disclosures concerning risk exposures arising from financial assets transferred to third parties. This amendment

will affect, among others, financial assets for sale, factoring agreements, financial assets securitization and securities loan arrangements. This amendment did not have a significant impact on the Group's Consolidated Financial Statements.

b) Standards, amendments and interpretations that are not yet in force and have been adopted by the European Union:

- IFRS 10, 'Consolidated Financial Statements'. IFRS 10 replaces current consolidation requirements of IAS 27 and establishes principles for the presentation and preparation of Consolidated Financial Statements when an entity controls one or more other entities. The standard defines the principle of control, and establishes control as the basis for consolidation. This Standard will be effective for periods beginning on or after January 1, 2014 under IFRS-EU (January 1, 2013 under IFRS approved by the International Accounting Standards Board, herein and after IFRS-IASB).
- IFRS 11 'Joint Arrangements'. This Standard will be effective for periods beginning on or after January 1, 2014 under IFRS-EU (January 1, 2013 under IFRS-IASB). IFRS 11, replaces the actual IAS 31 about joint ventures and under this standard investments in joint arrangements are classified either as joint operations or joint ventures, depending on the contractual rights and obligations each investor has rather than just the legal structure of the joint arrangement. Joint operations arise where a joint operator has rights to the assets and obligations relating to the arrangement and hence accounts for its interest in assets, liabilities, revenue and expenses. Joint ventures arise where the joint operator has rights to the net assets of the arrangement and accounts for its interest under the equity method. Proportional consolidation of joint ventures is no longer allowed.
- IFRS 12 'Disclosures of interests in other entities'. This Standard will be effective for periods beginning on or after January 1, 2014 under IFRS-EU (January 1, 2013 under IFRS-IASB). Standard that defines the disclosures related to interests hold in subsidiaries, associates, joint arrangements and non-consolidated entities.
- IAS 27 (amendment) 'Separated financial statements'. IAS 27 amendment is mandatory for periods beginning on or after January 1, 2014 under IFRS-EU (January 1, 2013 under IFRS-IASB). After IFRS 10 has been published, IAS 27 covers only separate financial statements.
- IAS 28 (amendment) 'Associates and joint ventures'. IAS 28 has been amended to include the requirements for joint ventures to be accounted for under

the equity method following the issuance of IFRS 11. IAS 28 is mandatory for periods beginning on or after January 1, 2014 under IFRS-EU (January 1, 2013 under IFRS-IASB).

- IFRS 13 'Fair value measurement'. This Standard will be effective for periods beginning on or after January 1, 2013, both under IFRS-EU and IFRS-IASB.
- IAS 1 (amendment) 'Financial statements presentation'. The main change resulting from this amendment is a requirement to group items presented in 'other comprehensive income' (OCI) on the basis of whether they will be subsequently reclassified to profit or loss or not (reclassification adjustments). This Standard will be effective for annual periods beginning on or after July 1, 2012, both under IFRS-EU and IFRS-IASB. Earlier application is permitted.
- IAS 19 (amendment) 'Employee benefits'. IAS 19 amendment is mandatory for periods beginning on or after January 1, 2013.
- IAS 32 (amendment) and IFRS 7 (amendment) 'Compensation of financial assets for financial liabilities'. IAS 32 amendment is mandatory for periods beginning on or after January 1, 2014 and is to be applied retroactively, both under IFRS-EU and IFRS-IASB. IFRS 7 amendment is mandatory for periods beginning on or after January 1, 2013 and is to be applied retroactively, both under IFRS-EU and IFRS-IASB.

The Group is currently in the process of evaluating the impact on its operations derived from the application of these new standards taking special consideration to the impact that IFRS 10, 11 and 12

c) Standards, interpretations and amendments that have not been adopted by the European Union:

- IFRS 9, 'Financial Instruments'. This Standard will be effective as from January 1, 2015 under IFRS-IASB.
- IFRS 10, IFRS 11 and IFRS 12 (amendments) 'Transition Guidance'. Effective from January 1, 2013 under IFRS-IASB.
- Improvements to IFRS published by the IASB in May 2012 as part of the Annual Improvements 2009-2011 Cycle. The improvements affect IFRS 1 'First-time adoption of IFRS', IAS 1 'Presentation of Financial Statements', IAS 16 'Property, Plant and Equipment', IAS 34 'Interim financial reporting', and IAS 32 'Financial Instruments: Presentation'. These amendments are mandatory as from January 1, 2014 under IFRS-IASB.

The Group is currently in the process of evaluating the impact on the Consolidated Financial Statements derived from the application of these new standards and amendments.

## 2.2. Consolidation

### Subsidiaries

Subsidiaries are all entities (including special-purpose companies) over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. The Group also assesses the existence of control when it does not hold more than 50% of voting rights but has the ability to manage financial and operating policies through "de facto" control. Such de facto control may arise when the number of Group's voting rights compared with the number and dispersion of other equity-holders' shares provide the Group the ability to manage financial and operating policies, etc.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

When through the acquisition of a subsidiary, the Group acquires a group of assets or net assets that are not a business, the group cost is allocated between the identifiable assets and liabilities within the group based on their fair values at the acquisition date. When the Group incurs in costs related to the acquisition of a participation in an entity that is not a business and the transaction has not been finalized at year end, the aforementioned costs are recognized in the balance sheet if it is likely that the transaction will be carried out successfully after year end. In the event that the transaction cannot be estimated as likely, the incurred costs are recognized as expenses in the income statement.

The Group applies the acquisition method to register business combinations. The consideration transferred for the acquisition of a subsidiary corresponds to the fair value of the assets transferred and the liabilities incurred with the previous owners and the equity interests issued by the Group. The above-mentioned consideration includes the fair value of any asset or liability arising from a contingent consideration agreement. Identifiable assets acquired and liabilities and contingent liabilities undertaken in a business combination are measured at fair value on the acquisition date. For each business combination, the Group may recognize any non-controlling interest in the acquired company at either its fair value or the percentage of such non-controlling interest in the acquired company's identifiable net assets.

Acquisition-related costs are expensed as incurred.



If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date through profit or loss.

Any contingent consideration to be transferred by the group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

Goodwill is initially measured as the excess of the aggregate of the consideration transferred and the fair value of non-controlling interests over the net identifiable assets acquired and liabilities assumed. If the consideration is lower than the fair value of the net assets of the subsidiary acquired the difference is recognized in profit or loss.

Intercompany transactions, balances, income and expenses on transactions between Group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Appendix I to these notes set out the identification details of the subsidiaries included in the consolidation scope under the full consolidation method.

The subgroup that is formed by Isolux Infrastructure Netherlands, B.V. and subsidiaries, and Aparcamiento Los Bandos Salamanca S.L. and Aparcamientos IC Sarrión where the group holds a 80.77%, 70% and a 51% of the shares, respectively, are not considered subsidiaries as the control is not held by the Group. Agreements established between shareholders result in the investment being considered as a joint venture (See Appendix III).

During 2011, the Group held 100% of ICC Sandpiper ordinary shares. In addition, it held most of the voting rights in the Board of Directors of the company; however, Morgan Stanley Infrastructure Partners approval is required for the Group to take certain strategic and financial decisions. As a result, in 2011 the Group classified its shareholding in ICC Sandpiper as a joint venture (See Appendix III). In 2012, due to the transaction described in Note 32 and as indicated in the previous paragraph, all the subsidiaries of Isolux Infrastructure Netherlands, B.V. are recognised as joint ventures and are included in that company's scope.

In 2011 Agua Limpia Paulista, S.A., Concesionaria Auto-vía A-4 Madrid, S.A., ARRL (Mauritius) Limited and Parque Solar Saelices, S.L., where the Group holds 40%, 48.75%, 50% and 5%, respectively, were considered subsidiaries since control is held by the Group, as a result of shareholder agreements. In 2012, as a result of the transaction explained in Note 32 a), all the companies were treated as joint ventures, except for Agua Limpia Paulista.

#### *Disposal and change of control of subsidiaries*

When the group ceases to have control any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

In transactions in which the Group loses control over a business but retains joint control (or moves from joint control to control), the Group measures the shareholding at fair value when control is lost (both the part retained and the part lost) and recognises the loss or gain in the income statement.

#### *Changes in the shareholding in subsidiaries without changes in control*

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying value of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to non-controlling interests are also recorded in equity.

#### **Joint ventures**

The Group treats incorporated or unincorporated entities in which two or more members have joint control under contractual agreements as joint ventures. Joint control is understood to be the situation established in an agreement between the parties in which financial and operating decisions require the consensus of all members.

Interests in joint ventures are consolidated using the proportionate consolidation method, with the exception of Lands-

cape Corsán, S.L., Pinares del Sur, S.L., and Alqlunia 5, S.L. The Group's shareholding in these companies amounts to 50% in all cases. They are consolidated through the equity method. The Group combines its share of the assets, liabilities, income, expenses and cash flows of the jointly controlled entity, line by line, with similar items in its own accounts. The Group recognizes, in its consolidated annual accounts, the portion pertaining to the other members of the jointly controlled entity of any profits or losses obtained from the sale of the Group's assets to the entity. The Group does not recognize its own share of the profits or losses of the jointly-controlled entity derived from the purchase by the Group of the entity's assets, until those assets are sold to an independent third party. A loss is immediately recognized on the transaction if it causes a reduction in the net realizable value of current assets or an impairment loss. In October 2012, the Group acquired control over the company "Las Cabezas de Aranjuez" (Note 32), which has therefore been consolidated as a subsidiary.

Appendix III to these notes set out the identification details of the joint ventures included in the consolidation scope under the proportionate consolidation method, except those companies mentioned above, which are consolidated through the equity method.

### **Associates**

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding between 20% and 50% of the voting rights. Investments in associates are accounted for by the equity method and are initially recognized at cost. The Group's investment in associates includes goodwill (net of any accumulated impairment loss) identified on acquisition.

If ownership in an associate is reduced, but significant influence is retained, only a proportionate share of those amounts previously recognized through the overall income statement are reclassified to the income statement, as appropriate.

The Group's share on its associates' post-acquisition profits or losses is recognized in the income statement and its share of post-acquisition movements in other comprehensive income statement is recognized in the comprehensive income statement. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the associate.

At financial information reporting dates, the Group assesses if there is any objective evidence of impairment of the investment value in the associate. In such case, the Group calculates the amount of impairment as the difference between the associated recoverable amount and its carrying amount, and recognizes the amount adjacent to "share of profit/ (loss) of an associate" in the income statement.

Gains and losses on transactions between the Group and its associates are recognized in its financial statements to the extent they correspond to other investors' share in associates not related to the investor. Unrealized losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Dilution gains or losses in associates are recognized in the income statement.

Appendix II to these notes set out the identification details of the associates included in the consolidation scope under the equity consolidation method.

### **Temporary joint ventures (UTEs)**

A temporary joint venture (UTE), as defined by Spanish legislation and similar legislations, is a system in which entrepreneurs collaborate for a specified, fixed or undetermined period to carry out or to execute a construction work, service or supply.

The UTE's balance sheet and income statement items are included in the shareholder's balance sheet and income statement on a proportionate basis. Transactions between the UTE and other Group subsidiaries are eliminated.

Appendix IV contains details of each UTE consolidated using the proportionate method.

## **2.3. Foreign currency transactions**

### **Functional and presentation currency**

The items included in the annual accounts of each of the Group companies are measured using the currency of the principal economic environment in which the company operates ("functional currency"). The consolidated annual accounts are presented in euro, the Company's functional and presentation currency, although figures are expressed in thousands of euro for presentation purposes.



### Transactions and balances

Transactions in foreign currency are translated to the functional currency using the exchange rates effective at the transaction dates; at the year-end they are measured at the exchange rate in force at that moment. Foreign exchange gains and losses resulting from the settlement of transactions and translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currency are recognized in the income statement, except when deferred in equity (other comprehensive income) as qualifying cash flow hedges or qualifying net investment hedges.

Changes in the fair value of monetary instruments denominated in foreign currency and classified as held for sale are separated into translation differences resulting from changes in the instrument's amortized cost and other changes in the instrument's carrying amount. The translation differences are recognized in results for the year and other changes in the carrying amount are recognized in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equity instruments at fair value through profit or loss are recognized in profit and loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets such as equity instruments classified as available-for-sale financial assets are included in other comprehensive income.

### Group companies

Results and the financial position of all Group companies (none of which has the currency of a hyperinflationary economy) whose functional currency differs from the presentation currency are translated into the presentation currency as follows:

- The assets and liabilities on each balance sheet presented are translated at the closing exchange rate at the balance sheet date;
- The income and expenses in each income statement are translated at the average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates existing at the transaction dates, in which case income and expenses are translated at the rates on the transaction dates); and
- All resulting exchange differences are recognized as a separate component of equity (other comprehensive income).

On consolidation, any exchange differences resulting from the translation of a net investment in foreign companies and

loans and other instruments in foreign currency designated as hedges of those investments are recognized in equity. When sold, such exchange differences are recognized in the income statement as part of the profit or loss on the sale.

Adjustments to goodwill and fair value arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the year-end exchange rate, except goodwill arising prior to 1 January 2006. Exchange differences are recognised in other comprehensive income.

### 2.4. Property, plant and equipment

Property, plant and equipment mainly comprise lands, buildings, plants, offices, technical installations, machinery and tooling. Property, plant and equipment are recognized at cost less depreciation and cumulative impairment losses, except for land, which is presented net of impairment losses. Historical cost includes expenses directly attributable to purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset only when it is likely that the future economic benefits associated with the asset will flow to the Group and the cost of the asset can be measured reliably. The carrying amount of a replaced component is written off the accounts. All other repair and maintenance expenses are charged to the income statement in the year in which they are incurred.

Land is not depreciated. Depreciation of other assets is calculated on a straight-line basis in order to allocate costs to their residual values over their estimated useful lives, using the following rates:

	Rate
Buildings	1 % - 3 %
Plant	6 % - 14 %
Machinery	10 % - 17 %
Tooling	12.5 % - 33 %
Furnishings	5 % - 16 %
Data-processing equipment	12.5 % - 25 %
Vehicles	8 % - 14 %

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.9).

Gains and losses on the sale of property, plant and equipment are calculated by comparing the proceeds with the carrying amount and are included in the income statement on the line "Other operating income". Own work capitalized is carried at production cost and reflected as income in the income statement.

Assets received through debt collection procedures are measured at the lower of the price related to the receivable for the corresponding asset, and market price.

## **2.5. Investment property**

The heading "Investment Property" on the consolidated balance sheet includes the net carrying amount of such land and buildings that are held to be rented under a lease-to-purchase modality.

Based on applicable legislation, investment property are valued at acquisition cost, applying the same criteria as those established for property, plant and equipment elements, regarding capitalization and depreciation, as stated in Note 2.4.

In line with the presentation and disclosure requirements contained in IAS 40, and unless the Group applies the cost method to value its investment property, it also determines their fair value periodically, measured as their value in use. The value in use amount is determined based upon market assumptions made by the Group.

Depreciation of real-estate investments is recognized annually through the income statement on a useful life basis; profit / (loss) for the year includes 69 thousand euro related to depreciation charges (2011: 94 thousand euro).

## **2.6. Intangible assets**

### **Goodwill**

Goodwill arises from the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred over the Group's interest in the net fair value of the identifiable net assets acquired, liabilities and contingent liabilities, and the fair value of the non-controlling interest in the acquired company.

For the purposes of impairment testing, goodwill acquiring in a business combination is allocated to each cash generating unit, or group of cash generating units, which are expected to benefit from the combination synergies. Each unit or group of units to which the goodwill is allocated, represents the lowest level in the entity at which the goodwill

is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Impairment losses on goodwill are reviewed at least once a year or more frequently if events or changes in circumstances indicate a potential impairment loss. Goodwill's carrying amount is compared with the recoverable amount, which is the higher of the value in use or the asset's fair value less sale costs. Any impairment loss is immediately registered as an expense and cannot be reversed.

### **Administrative concessions**

Administrative concessions are recognized in the amount paid by the Company with respect to assignment or operating royalties. In certain cases, concessions relate to the administrative authorization granted by municipal authorities or other public bodies for the construction and subsequent operation of car parks, highways, electric transmission lines and other assets during the periods specified in the relevant contracts; assets related to those concessions are classified under the heading "concessionary assets assigned to projects" (Note 2.7).

### **Computer software**

Software licenses acquired from third parties are capitalized on the basis of the costs incurred to acquire and prepare the licenses for the use of a specific program. These costs are amortized over the useful life of the software for a maximum of 5 years.

Costs associated with developing or maintaining computer software programs are recognized as an expense when incurred. Costs that are directly associated with the production of identifiable and unique software products controlled by the Group, and that will probably generate economic benefits exceeding costs beyond one year, are recognized as intangible assets.

Computer program development costs recognized as assets are amortized over the program's estimated useful lives (no more than 5 years) on a straight-line basis.

### **Research and development expenses**

Research expenditure is recognized as an expense as incurred. Costs incurred in development projects (related to the design and testing of new or improved products) are recognized as intangible assets when the following requirements are met:

- Completion of production of the intangible asset so that it becomes available for use or sale is technically possible;



- Management intends to complete the intangible asset in question, for use or sale;
- There is capacity to use or sell the intangible asset;
- The manner in which the intangible asset will generate probable future economic benefits is demonstrable;
- Adequate technical, financial or other resources are available to complete development in order to use or sell the intangible asset; and
- The outlay attributable to the intangible asset during development can be reliably measured.

Other development expenditure is recognized as an expense when incurred. Development expenses previously recognized as an expense are not recorded as an asset in a subsequent period. No development costs are capitalized at 31 December 2012 and 2011.

### Permits, licenses and authorizations (PLA's)

These intangible assets consist of permits, licenses and authorizations required for solar-photovoltaic plant construction. On the date those requirements are met, the costs are capitalized as an intangible asset – this means that, when it is probable that future economic benefits associated with the asset flow to the Group and when the asset cost can be valued on a reliable way. The rest of costs related to PLA's are registered in the income statement during the period in which they are incurred.

PLA's are recognized as intangible assets until the construction of the related solar plants is initiated. At that time, permits, licenses and authorizations are reclassified as property, plant and equipment, since solar plants cannot be operated without the corresponding permits, licenses and authorizations.

Depreciation of permits, licenses and authorizations is calculated on a lineal basis over the estimated useful life (25 years) and starts once the plants come into operation.

### 2.7. Concessionary assets and other non-current assets assigned to projects

When concessions refer to administrative authorization granted by several public bodies for the construction and later operation, during the period stated in the corresponding agreements, of car park, highways, electric transmission lines and other assets, they are treated as established in IFRIC 12 from an accounting perspective. This applies only when, according to the contractual terms, the Group has authorization to operate the infrastructure but does not control because:

- The concession assets are owned by the granting authority in the majority of cases.
- The granting authority controls or regulates the concession holder's services and the conditions under which they must be rendered.
- Operated by the concession holder in accordance with the criteria set out in the concession documents during the stipulated concession term.
- At the end of that period, the assets revert to the granting authority and the concession holder no longer holds any rights in this respect.

In the cases in which concessions are under the IFRIC 12 scope, related assets may be classified as:

- Financial assets: When the granting authority establishes an unconditional right to receive cash or other financial assets, regardless of public service demand made by users.
- Intangible assets: Only in such cases in which contractual arrangements do not set an unconditional right to receive cash or other financial assets from the granting authority, regardless of public service demand made by users.

These concessions are mainly funded under the heading of "Project Finance".

Although additional guarantees may exist during the construction and operational phases, these funding structures are usually applied to projects that in themselves provide enough support to financial entities related to the debts incurred. Each of these projects is performed through specific companies by which the project's assets are funded on the one hand by promoters contributions, limited to a certain amount, and on the other hand through long-term debt from third parties. Debt servicing of these loans is mainly supported by future cash flows generated by the project and by real guarantees on the project's assets.

Revenue is recognized at the fair value of the service rendered.

#### *Construction services:*

The Group recognizes construction services revenue as stated in Note 2.23.

The amounts received or outstanding related to construction services are recognized at their fair value.

Assets are valued based upon the costs directly attributable to the construction, such as studies and projects, expropriations, service replacement, work execution, work management and

administration, plants and buildings, until they are in operation, as well as the corresponding part of other indirect attributable costs. This type of costs can be capitalized to the extent that they correspond to the construction period. Likewise, those financial expenses accrued during the construction period are also capitalized (under the intangible asset model).

The Group recognizes contractual obligations to the extent related services are incurred. Nonetheless, when the granting authority has complied with its contractual obligations to a greater extent than those commitments corresponding to the Group's concessionary entity, a liability and an increase in the intangible assets will be recognized for the amount that equalises the obligation rendered by the group to the obligation committed by the granting authority. This situation mainly occurs when the Group's concessionary entity has the right to charge users from the beginning of the concession period and the infrastructure previously existed and will be improved and/or extended later.

Under the intangible asset model, dismantling, retirement or replacement accruals as well as work relating to improvements or increases in capacity the associated income of which is included in the concession contract, are recognized from the beginning of the concession period as part of the fair value of the asset. Financial discounts of such accruals and the corresponding amortization are recorded in the income statement for the period.

In addition, provisions related to major repairs are registered in the income statement in a systematic and accrual basis.

Under the financial asset model, the construction service counterpart is a receivable which also includes a financial remuneration. It is calculated based upon the project's expected rate of return in line with its estimated flows, which includes inflation forecasts and tariff reviews in those cases in which they are included in the contract. Once the operational phase begins, the receivable is valued at amortized cost and any difference between actual and expected flows will be recognized in the income statement. Unless the circumstances affecting concession asset flows significantly change (economical re-balances approved by the granting authority, contract enhancement, etc.), the rate of return will not be modified.

Financial remuneration in concession financial assets is classified by the Group as operating revenue, since it is part of the Group's general activity, which is exercised on a regular basis and generates income periodically.

When claims against the grantor due to construction over-costs arise, the Group only recognises the related revenue

when negotiations have reached an advanced stage such that is probable that the grantor will accept the claim and the amount of the claim that the grantor will probably accept can be reliably measured.

#### *Maintenance and operational services:*

Safeguarding and maintenance costs not representing an increase in an assets useful life or productive capacity are registered as an expense in the period in which they occur. At the end of the concession period, the whole investment, net from any amount to be reimbursed by the granting authority, will be covered through recognition of depreciation. The concessionary entity receives income based on services rendered, either directly through the users or through the granting authority.

Once the operational phase begins, collections and operational costs are recognized as operating income and expenses, respectively, in the year. Under the intangible asset model, assets are depreciated on a straight-line basis over the concession period, except for highways and car parks, which are depreciated based upon the demand (traffic volume and expected occupation) during the concession life. At each balance sheet date the project performance is reviewed to assess if assets will be recovered through operating income generated over the concession period; otherwise, there would be impairment.

## **2.8. Interest costs**

Interest costs incurred in the construction of any qualifying assets are capitalized over the period needed to complete and prepare the asset for the intended use; they have been assessed in accordance with IAS 23. Other interest costs are expensed.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are those that necessarily require a substantial period of time before they are ready for their intended use or for sale, are added to the cost of the assets until the assets are substantially ready for intended use or sale.

Financial income from temporary investments of specific borrowings pending their application in qualifying assets are deducted from borrowings costs able to be capitalised.

Other borrowing costs are recognised in the income statement in the year in which they are incurred.



### 2.9. Impairment of non-financial asset

Assets with an indefinite useful life and goodwill are not amortized/ depreciated and are tested annually for impairment. Assets subject to amortization/depreciation are tested for impairment provided that an event or change in circumstances indicates that their carrying amount might not be recoverable. An impairment loss is recognized in the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher between an asset's fair value less sale costs and value in use. For the purposes of assessing impairment, assets are grouped together at the lowest level for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill for which impairment losses have been recognized are tested at each balance sheet date in the event that the loss has reversed.

### 2.10. Financial assets

The Group classifies its financial assets in the following categories: at fair value through profit or loss, loans and receivables, held to maturity and held for sale. The classification depends on the purpose for which the financial assets were acquired. Management establishes the classification of financial assets when they are initially recognized and reviews the classification at each reporting date.

In accordance with IFRS 7 amendment, the Group classifies market-valued financial instruments based on the lowest of used data that were significant with respect to the instrument whole fair value. In compliance with this standard, financial instruments must be classified as follows:

1. Quoted prices in active markets for identical instruments.
2. Directly (prices) or indirectly (based on prices), observable data for the instrument.
3. Data not based on market observations.

#### Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are financial assets held for trading. A financial asset is classified in this category if acquired mainly for short-term sale. Derivatives are also categorized as held for trading unless they are designated as hedges. The assets in this category are included in current assets, where the intention is to settle them within 12 months, otherwise they are classified as non-current.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in

an active market. They are included in current assets, except for maturities greater than 12 months after the balance sheet date, which are classified as non-current assets. Loans and receivables are included in trade and other receivables in the balance sheet (Note 2.13), as well as in concessionary assets assigned to projects in the case of receivables related to the financial assets model (Note 2.7).

They are also included under the consolidated balance sheet heading "Cash and cash equivalents" (Note 2.14).

#### Held-to-maturity financial assets

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that Group management has the positive intention and ability to hold to maturity. If the Group sells a non-insignificant amount of its held-to-maturity financial assets, the entire category will be reclassified as held for sale. Such available-for-sale financial assets are included in non-current assets, except those that mature within 12 months as from the balance sheet date, which are classified as current assets.

#### Financial assets held for sale

Financial assets held for sale are non-derivatives assets that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

#### Recognition of financial assets

Acquisitions and disposals of investments are recognized at the trading date, i.e. the date the Group undertakes to acquire or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets at fair value through profit or loss are initially carried at fair value and transaction costs are taken to the income statement. Investments are written off when the rights to receive cash flows from them have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. Available-for-sale financial assets and financial assets at fair value through profit or loss are subsequently carried at fair value. Loans and receivables are carried at amortized cost using the effective interest rate method.

Gains and losses resulting from changes in the fair value of financial assets at fair value through profit or loss are included in the income statement in the year in which they arise.

Dividend income from financial assets at fair value through profit or loss is recognized in the income statement when the Group's right to receive payment is established.

Changes in the fair value of monetary instruments denominated in foreign currency and classified as held for sale are analyzed by separating the differences in the instrument's amortized cost and other changes in the instrument's carrying amount. Translation differences on monetary instruments are recognized in the income statement, while translation differences on non-monetary instruments are recognized in equity (other comprehensive income). Changes in the fair value of monetary and non-monetary instruments classified as held for sale are recognized in equity (other comprehensive income).

When available-for-sale instruments are sold or impaired, the cumulative fair value adjustments recognized in equity are taken to the consolidated income statement.

Interest on available-for-sale instruments calculated using the effective interest rate method is recognized in the income statement item "Net financial results". Dividends from available-for-sale equity instruments are recognized in the income statement in "Net financial results" when the Group's right to receive payment is established.

The fair values of quoted investments are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes fair value using measurement techniques which include recent uncontrolled transactions between willing and knowledgeable parties relating to other instruments that are substantially identical and the analysis of discounted cash flows and option pricing models, maximizing market input and relying as little as possible on the entity's specific inputs.

At the balance sheet date, the Group assesses whether there is objective evidence of impairment losses with respect to a financial asset or group of financial assets. For equity instruments classified as held for sale, in order to determine whether there is impairment losses it will be necessary to examine whether there is a significant or protracted below cost decline in the fair value of the securities. If there is any evidence of this type for available-for-sale financial assets, the cumulative loss determined as the difference between the acquisition cost and current fair value, less any impairment loss in that financial asset previously recognized in the income statement, is removed from equity and recognized in the income statement. Impairment losses recognized in the income statement on equity instruments are not reversed through the income statement.

Impairment testing of receivables is described in Note 2.13.

A financial assets are derecognized when all risks and benefits associated with the asset's ownership are substantially transferred. In the case of receivables, this transference takes place when credit and default risks are transferred.

Financial assets and liabilities are offset and presented by its net value in the balance sheet when there is a legally enforceable right to offset the recorded amounts, and the Group has the intention to settle or to realize the asset and settle the liability simultaneously.

## **2.11. Derivative financial instruments and hedging activities**

Derivatives are initially recognized at fair value at the contract date and are subsequently re-measured at fair value. The method to recognize the resulting gain or loss depends on whether the derivative is designated as a hedging instrument and, if so, on the nature of the item being hedged. The Group may designate certain derivatives as:

- Fair value hedges of recognized assets and liabilities (fair value hedge);
- Hedges of a specific risk associated with a recognized liability or a highly probable forecast transaction (cash flow hedge); or
- Hedge of a net investment in a foreign operation (net investment hedge).

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking hedging transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether or not the derivatives used in hedge transactions are highly effective in offsetting changes in the fair value or cash flows of the hedged items.

The fair value of some derivative instruments used for hedging purposes is shown in Note 11. Movements on the hedging reserve are shown in the Consolidated statement of changes in equity and Consolidated statement of comprehensive income. The total fair value of hedging derivatives is classified as a non-current asset or liability if the period to maturity of the hedged item is more than 12 months and as a current asset or liability if the period to maturity of the hedged item is less than 12 months. Derivatives not classified as hedges for accounting purposes are classified as current assets or liabilities.

Regarding the amendment in IFRS 7, the Group proceeds to classify financial instruments market valuations as stated in Note 2.10.



### Fair value hedge

Changes in the fair value of derivatives that are designated and qualified as fair value hedges are recognized in the income statement together with any change in the fair value of the hedged asset or liability that may be attributable to the risk hedged.

If the hedge no longer meets the criteria for hedge accounting, the adjustment to the carrying amount of the hedged item for which effective interest rate method has been used, is recorded as profit or loss up to its maturity.

### Cash flow hedge

The effective portion of changes in the fair value of derivatives that are designated and qualified as cash flow hedges is recognized in equity. The gain or loss relating to the ineffective portion is immediately taken to the income statement item "Net financial results".

Amounts accumulated in equity are reclassified to in the income statement in the periods when the hedged item affects results (for instance, when the forecast sale that is hedged takes place). The gain or loss relating to the effective portion of interest rate swaps hedging variable-rate borrowings is recognized in the income statement item "Net financial results". The gain or loss relating to the effective portion of forward foreign currency contracts hedging sales is recognized in the income statement item "Sales" and the ones hedging purchases is recognized in "Materials consumed and other external costs".

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and it is recognized when the forecast transaction is ultimately recognized in the income statement. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the income statement item "Net financial results".

### Net investment hedge

Hedges of net investments in foreign operations are accounted for in a similar way to cash flow hedges. Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognized in equity. The gain or loss relating to the ineffective portion is immediately recognized in the income statement. Gains and losses accumulated in equity are included in the income statement when the foreign operation is disposed of.

At 31 December 2012 and 2011 the Group does not hold net foreign investment hedge derivatives.

### Derivative financial instruments at fair value through profit or loss

Certain derivatives do not qualify for hedge accounting and are recognized at fair value through profit or loss. Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are immediately recognized in the income statement item "Net financial results".

### 2.12. Inventories

Raw materials and finished products are carried at the lower between the acquisition or production cost, using the weighted average cost method, or the net realizable value (the lowest).

Finished products and work in progress items costs include design costs, raw materials, direct work force, other direct costs and general manufacturing costs (based on a normal capacity of production facilities). Changes in prices of such inventories referred to variable indexes are recorded against inventories value.

Buildings under construction and other structures are measured based on direct execution costs, also including financing costs incurred during the development phase and structural costs attributable to the projects. These items are classified as short- or long-term cycle depending on whether the period to completion is less or more than twelve months.

Obsolete, defective or slow-moving products are written down to their net realizable value.

Inventories comprise biological assets (see Note 2.30).

Net realizable value is the selling price estimated during ordinary business course, less applicable sale variable costs.

### 2.13. Trade and other receivables

Trade receivables are amounts due from customers related to goods sold or services rendered in the ordinary course of business. If the receivables are expected to be collected in a year or less (or in the operation cycle if longer), they are classified as current assets. Otherwise, they are recorded as non-current assets.

Trade receivables are initially recognized at fair value and are subsequently measured at amortized cost using the effective interest rate method, less provision for impairment. A

provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due in accordance with the original terms of the receivables. The existence of significant financial difficulties on the part of the debtor, the probability that the debtor will become bankrupt or undertake a financial restructuring, and late payment or default are considered to be indicators of the impairment of a receivable. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The asset's carrying amount is written down as the provision is applied and the loss is recognized in the income statement. When a receivable is uncollectable, the provision for receivables is adjusted accordingly. Subsequent recoveries of receivables written off are recognized in the income statement for the year in which the recovery takes place.

#### **2.14. Cash and cash equivalents**

Cash and cash equivalents include cash in hand, demand deposits in banks and other short-term highly liquid investments with original maturities of three months or less. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

#### **2.15. Share capital**

Share capital consists entirely of ordinary shares classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any Group company purchases the Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs (net of income taxes), is deducted from equity attributable to the Company's equity holders until the shares are redeemed, reissued or sold. When these shares are sold or subsequently reissued, any amount received, net of any incremental cost on the transaction which is directly attributable and the corresponding income tax effects, and is included in equity attributable to the Company's equity holders.

#### **2.16. Deferred income**

##### **a) Official grants**

According to IFRS-EU, official grants are booked when there is a reasonable assurance of compliance with all the conditions related to their enjoyment and that they will be

received. Grants and aids given to the Group are subject to several conditions. Expectations on compliance with requirements to get the above-mentioned grants are continually assessed, considering that they will be fulfilled without the Group having to restore them. Thus, grants are recognized at 31 December 2012 and 2011 (Note 19).

The Group has several grants to fund its investments. Due to the varied characteristics of each grant received, judgement is used to determine their amount in those cases in which the aids refer to non-interest-bearing loans. In these situations, implicit interests are computed by using the effective market rate to calculate a loan's fair value. The difference between the nominal amount and the fair value of loans is considered as deferred income and is registered in the income statement in line with what is being financed. If the non-interest-bearing loan is allocated to an asset acquisition, the deferred income is registered as profit / (loss) for the year, during the useful life of that asset. Otherwise, if the non-interest-bearing loan is related to an operating cost, the deferred income is recognized in the income statement at the time that the expense is incurred.

##### **b) Non-interest-bearing loans granted by official entities**

Non-interest-bearing loans received by the Group are registered at present value (calculated applying the effective market interest rate). The difference at the initial date between the nominal value of the loan and its present value is booked as follows: when the funding is allocated to an asset acquisition, the above-mentioned difference is considered as deferred income and is registered on the income statement during the period in which such financial assets are amortized.

##### **c) Deductions**

Tax revenue corresponding to deductions or allowances in the income tax amount pending of application, from investments in non-current assets, is registered in the consolidated income statement in the same period in which the non-current asset that gave rise to them is depreciated, because they are specific aids subject to certain conditions and aimed at encouraging investment in renewable energies.

#### **2.17. Trade and other payables**

Trade payables are initially recognized at fair value and are subsequently measured at amortized cost using the effective interest rate method.

Payables are classified as current liabilities if payments mature is less than a year. Otherwise, they are classified as non-current liabilities.



### 2.18. Compound financial instruments

Compound financial instruments issued by the group comprise convertible notes that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value.

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognised initially at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. Estimated cash flows are re-estimated at each closing date and changes in the amortised costs using the original effective interest rate are recognised against profit and loss. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

### 2.19. Borrowings and other financial instruments

Borrowings are initially carried at fair value net of transaction costs. They are subsequently measured at amortized cost. Any differences between the funds obtained (net of necessary costs) and their repayment value are recognized in the income statement over the life of the debt applying the effective interest rate method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement for at least 12 months as from the balance sheet date.

Interest and other costs incurred to obtain bank loans are taken to the income statement for the year on an accrual basis.

Commissions paid on the arrangement of credit lines are recognised as debt transaction costs provided that it is probable that part or all the line will be used. In this case, the commissions are deferred until the line is utilised. Insofar as it is not probable that all or part of the credit line will be used, the commission is capitalised as an advance payment for liquidity services and is amortised over the period during which the facility is available.

Other financial liabilities mandatorily convertible into equity instruments on a specific date or in a specific time period are initially recognised at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the original effective interest rate and adjusting the carrying amount through profit or loss due to changes in estimated future debt repayment flows.

### 2.20. Current and deferred income taxes

Tax expense for the year comprises current and deferred tax. Tax is recognized in the income statement except to the extent it relates to items recognized directly in equity. In this case, tax is also recognized in equity.

The current tax charge is calculated based on the tax laws approved or about to be approved at the balance sheet date in the countries where the Group's companies operate and generate results subject to tax. Management assesses regularly the positions taken in relation to tax returns with respect to situations where tax law is subject to interpretation, and establishes, where appropriate, the necessary provisions on the basis of the amounts that it is expected to pay to the tax authorities.

Deferred income tax is calculated, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated annual accounts. However, if the deferred taxes arise from the initial recognition of a liability or an asset on a transaction other than a business combination that at the time of the transaction has no effect on the tax gain or loss, they are not accounted for. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be offset.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary differences is controlled by the Group and it is likely that the temporary difference will not reverse in a foreseeable future.

Deferred tax assets and liabilities are offset if, and only if, there is a legally recognized right to offset current tax assets against current tax liabilities and when the deferred tax assets and deferred tax liabilities derive from income tax levied

by the same taxing authority on the same taxable entity or person or different taxable entities or persons which intend to settle current tax assets and liabilities on a net basis.

## 2.21. Employee benefits

### Pension and retirement obligations

For the purposes of their accounting treatment, defined contribution plans under which the company's obligation consists solely of contributing an annual amount must be differentiated from defined benefit plans under which employees are entitled to a specific benefit on the accrual of their pensions.

#### Defined contribution plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions to a fund and has no legal or constructive obligation to make additional contributions if the fund has insufficient assets to pay to all the employees the benefits related to the services rendered in the current year and in prior years. Contributions accrued in respect of defined contribution plans are expensed annually.

#### Defined benefit plans

A defined benefit plan is a pension plan that is not a defined contribution plan. A defined benefit plan usually defines the amount of the benefit that will be received by an employee at the time of retirement, normally on the basis of one or more factors such as age, years of service and remuneration.

The liability recognized in the balance sheet with respect to defined benefit pension plans is the present value of the defined benefit obligation at the balance sheet date less the fair value of the plan assets and any unrecognized past service costs. The defined benefit obligation is calculated annually by independent actuaries in accordance with the projected unit credit method. The present value of the obligation is determined by discounting the estimated future cash flows at interest rates on government bonds denominated in the currency in which the benefits will be paid and maturities similar to those of the relevant obligations.

At 31 December 2012 and 2011 the Group does not hold such kind of operations.

### Termination benefits

Termination benefits are payable as a result of the Group's decision to terminate employment before the normal retirement date, or whenever an employee accepts voluntary re-

dundancy in exchange for these benefits. The Group recognizes these benefits when it has demonstrably undertaken to terminate current employees' employment in accordance with a formal detailed plan that cannot be withdrawn, or to provide severance indemnities as a result of an offer made to encourage voluntary redundancy. Benefits that will not be paid within 12 months of the balance sheet date are discounted to their present value.

### Profit-sharing and bonus plans

The Group recognizes a liability and an expense for bonuses and profit-sharing based on a formula that takes into consideration the profit attributable to the Company's equity holders after certain adjustments. The Group recognizes a provision when contractually obliged or when there is a past practice that has created a constructive obligation.

## 2.22. Provisions

The Group recognizes a provision when: it has a present legal or constructive obligation as a result of past events; it is likely that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are carried at the present value of forecast payments that are expected to be required to settle the obligation, using a rate before taxes that reflects the current market assessment of the time value of money and the specific risks of the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Provisions for project completion and loss-making construction contracts are explained in Note 2.23.

#### *Guarantee accruals*

The Group grants guarantees to customers covering its photovoltaic panel sale contracts. Related accruals are compounded based on a theoretical forecast and historical information on default rates and estimated repair costs; they are periodically revised and adjusted. These accruals are registered through operating expenses by the estimated value of future claims related to the above-mentioned arrangements.



#### *Dismantling accruals*

Based on technical studies performed, the Group has estimated the present dismantling cost of solar and biodiesel plants recognized under the heading of assets assigned to projects. This estimation has been capitalized as higher asset value and depreciated over its useful life, which in most cases is similar to lease contracts subscribed for the lands in which the plants have been installed.

In addition, the Group has capitalized the present value of the estimated dismantling and retirement costs of the plants at the end of their useful life.

### **2.23. Revenue recognition**

Sales include the fair value of payments received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Sales are presented net of value added tax, returns, rebates and discounts, and after eliminating sales within the Group.

The Group recognizes revenue when the amount may be reliably estimated, it is likely that the future economic benefits will flow to the entity and the specific conditions are fulfilled for each of the Group's activities, as described below. A reliable calculation of the amount of revenue is not deemed possible until all sale-related contingencies have been resolved. The Group's estimates are based on historical results, taking into consideration customer type, transaction type and specific terms of each arrangement.

The methods used to recognize revenue in each of the Group's business activities are described below:

#### **Construction business**

When the results of a construction contract may be reliably estimated, ordinary revenue and associated costs of the contract are recognized as such in the income statement, based on the percentage of completion of the activity performed under the contract at the balance sheet date. When a project is expected to generate a loss, the necessary provisions are recorded to cover the entire loss during preparation of the updated budget.

Percentage of completion is generally determined by examining work executed. This method may be used since all contracts generally include:

- A definition of each project unit that must be executed to complete the whole project;
- A measurement of each of these project units; and
- The price at which each unit is certified.

In order to put this method into practice, at the end of each month a measurement of completed units is obtained for each project. The resulting total is the amount of construction work executed at the contractual price, which is recognized as project revenue from inception. The difference with respect to the corresponding figure a month earlier is production for the month, which is the amount recognized as revenue.

Construction work costs are recognized for accounting purposes on an accrual basis; costs actually incurred to execute project units completed, plus costs that may be incurred in the future and must be allocated to the project units completed, are recognized as expenses.

The application of this revenue recognition method is combined with the preparation of a budget made for each construction contract by project unit. This budget is used as a key management tool in order to maintain detailed monitoring, project unit by project unit, of fluctuations between actual and budgeted figures.

In such exceptional cases, when it is not possible to estimate the margin for the entire contract, the total costs incurred are recognized and sales that are reasonably assured with respect to the completed work are recognized as contract revenue, subject to the limit of the total contract costs.

During the execution of construction work, unforeseen events not envisaged in the primary contract may occur that increase the volume of work to be executed. These changes to the initial contract require the customer's technical approval and subsequent financial approval. This approval permits, from that moment, the issue and collection of certificates for this additional work. Revenue from the additional work is not recognized until the customer's approval is reasonably assured; costs incurred in this work are, however, recognized when incurred, irrespective of the degree of approval obtained from the customer.

In the event that the amount of work actually executed in a project exceeds the amount certified at the year end, the difference between the two amounts is reflected in the consolidated balance sheet item "Trade and other receivables". When the amount of work actually executed in a project is lower than the amount of the certificates issued, the difference is recognized in the consolidated balance sheet item "Trade and other payables".

Estimated project close-out costs are provisioned and deferred over the execution period. These costs are recognized proportionally on the basis of estimated costs as a proportion of executed work. Costs incurred from project com-

pletion to definitive settlement are charged to the provision recorded and the remaining balance is recognized in the item "Provisions for other liabilities and charges" in current liabilities in the consolidated balance sheet.

In the case of construction contracts at the year end that are expected to make a loss, the estimated loss is recognised when it is unlikely to be offset by additional revenue.

When claims against the grantor due to construction over-costs arise, the Group only recognises the related revenue when negotiations have reached an advanced stage such that it is probable that the grantor will accept the claim and the amount of the claim that the grantor will probably accept can be reliably measured.

Late-payment interest arising from delays in the collection of certificates from public administrations is recognized when it is likely that the interest will actually be collected and the amount may be reliably measured.

Costs relating to the tendering of bids for construction contracts are taken to the income statement when incurred, when the success of the bid is not probable or is not known at the date the costs are incurred. Bid tendering costs are included in the cost of the contract when the success of the bid is probable or is known, or when it is certain that the costs will be reimbursed or included in contract revenue.

### **Engineering business**

Engineering project revenue is recognized on a percentage-of-completion basis, based on direct costs incurred in relation to total estimated costs.

The methods described for the construction business, as regards the recognition of revenue for additional work, recognition of estimated future losses by recording provisions, accounting treatment of any timing differences between revenue recognition for accounting purposes and the certificates issued to customers, recognition of late-payment interest, treatment of costs related to bids submitted and treatment of claims submitted to customers are also applied to the engineering business.

### **Concessions and services business**

The Group has concessions to operate electricity infrastructure, car parks, toll roads, and others (Note 2.7). The services business consists mainly of environmental services, such as wastewater treatment, and maintenance services for industrial infrastructure and related areas.

Under concession and management contracts for services, revenue and expenditure is recognized on an accrual basis, irrespective of when the related monetary or financial flows take place. The accounting treatment of the main activities is described below.

### **Multiple element contracts**

Concessions for public services are contracts between a private operator and the Government or a different public body, in which the latter party grants to the private operator the right to provide public services such as the supply of water or electricity, or the operation of roads, airports or prisons. Control over the asset is retained by the public sector, but the private operator assumes responsibility for building the asset and for operating and maintaining the infrastructure. Depending on the contract terms, concessions are treated as intangible assets (when the predominant element is that the concession holder has the right to receive fees directly from users or the level of future flows are not assured by the granting authority) or as financial assets (when the granting authority guarantees a level of future cash flows).

The Group offers certain agreements under which it builds an infrastructure in exchange for a concession to operate it for a specified period. When such contracts contain multiple elements, the amount of revenue recognized is defined as the fair value for each phase of the contract. Revenue from infrastructure construction and engineering is recognized as described in the preceding paragraphs. Revenue from an intangible asset operation is recognized on an accrual basis as operating revenue. When a financial asset has been recognized, revenue is treated as a principal repayment with an interest income component. The characteristics of the Group's main activities are described below:

#### Toll roads/electricity transmission lines

In most cases, the principle of risk and business venture on the part of the concession holder coexists with the principle of assurance of the concession's economic and financial equilibrium on the part of the Government. Revenue is recognized at fair value during the construction phase. When the granting authority directly provides or guarantees a level of revenue for the concession holder, the asset is included in receivables. When the concession holder has the right to receive fees from users or revenues are not guaranteed, an intangible asset is recognized. In such cases, the Group recognizes revenue on an accrual basis and the intangible asset is depreciated over the concession term using a straight-line method, except for some toll roads infrastructures concessions in which the depreciation is recognized based in the traffic forecast for the concession.



### Car parks

Car park business may be divided into:

- **Car parks for local residents:**  
This business involves the construction of car parks whose spaces are sold directly to the end customer. The sale and related costs are not recognized until the parking space has been handed over, which usually coincides with the execution of the public deed of sale. Additionally, in order to recognize the sale and costs, construction of the car park must have been completed and the license for the use of the car park must have been delivered. Commitments formalized in car park sale contracts pending handover are recorded as advanced receivables in the amounts obtained on account of the parking space. Capitalized costs are included in inventories and measured as described in the relevant section.
- **On-street car parks:**  
This is a public service rendered to local authorities, which mainly concerns the management of public parking and the collection of the fees charged by municipalities for these services. The revenues are usually the hourly parking fees paid or the price paid for the public service by the council and is recognized when the relevant amounts fall due for payment. In the case of concessions, the amount paid to obtain the concession is recognized in the income statement over the concession period. Capitalized costs are included as intangible assets or financial assets, depending on the characteristics of the contract. Depreciation is charged on a straight-line basis during the concession term and begins when the asset is available for use.
- **Off-street car parks:**  
In this case, revenues arise from the use of parking spaces owned by the company or held under an administrative concession. Off-street car park revenues are recorded when the hourly parking rate is paid and, in the case of season ticket holders, on an accrual basis.

Revenues from mixed car parks (off-street and for local residents) are recognized as described in the preceding paragraph, in the case of the off-street spaces. As regards spaces for local residents, the amounts received for spaces handed over are recorded in liabilities and taken to the income statement on a straight-line basis over the relevant concession periods, provided the distributable costs may not be reasonably segregated. During the accounting period in which the revenues are recognized, the necessary provisions are posted to cover costs to be incurred following

handover. These provisions are calculated using the best estimates of costs to be incurred and may only be reduced as a result of a payment made in relation to the costs provisioned or a reduction in the risk. Once the risk has disappeared or the payments have been made, the surplus provision is reversed. Capitalized costs are recognized as intangible assets.

### **Real estate business**

The Group companies recognize sales and results of real estate development projects when the property is handed over to the buyer, which usually coincides with the execution of the public deed of sale. Amounts received on account are included in "Trade and other payables" on the liabilities side of the consolidated balance sheet.

### **Solar-photovoltaic panel sales**

Sales are measured at the fair value of the consideration received or receivable in the ordinary course of business. They are stated net of value added taxes, returns, rebates and discounts.

The Group recognizes revenue from solar panel sales when:

- The significant risks and benefits associated to panel ownership have been transferred to the buyer;
- The Group has no implication related to the management of panels sold and has no effective control over them;
- The amount of operating revenue can be reliably measured;
- It is probable that future economic benefits will flow to the entity;
- Costs incurred, or pending, can be reliably measured.

The production and selling of photovoltaic solar panels has been temporarily suspended since 15 July 2012 and has therefore been classified as a discontinued operation in the consolidated financial statements (see Note 15).

### **Electric energy sales**

Electricity sales carried out by solar-photovoltaic plants in accordance with the sector regulations, as described below, are registered based upon the actual production. Sales revenue includes an estimate of the energy supplied which is pending to billing at the year end.

In line with electricity legislation, there are two types of production plants: those operating under "Ordinary System" rules and those considered as "Special System". Grupo T-

Solar Global, S.A. subsidiaries operate in the electricity market under the “Special System” rules. The main regulations regarding this activity are as follows:

The Spanish Royal Decree 661/2007 (25 May), which regulates electricity production activities considered under the special system rule and establishes the financial system for those production plants operating under this system. This regulation defines production objectives for each renewable energy plant.

The photovoltaic activity production objective was agreed in August 2007. As a result, on 27 September, 2007, the SGE (Secretaría General de Energía) issued a proposal determining the appliance period for regulated tariffs in the photovoltaic energy sector, as defined in Spanish Royal Decree 661/2007, article 22. After the proposal was published on 29 September, 2007 in the Official State Gazette, this period was of twelve months. Any plant registered before that date is under the scope of Spanish Royal Decree 1578/2008.

The main aspects considered by Spanish Royal Decree 661/2007 in relation to the financial system for electricity generation in the Group’s photovoltaic plants, force owners of those plants that become fully operational after 31 December 2007 to apply, at least for one year, one of the following options:

- Regulated fee: producers generate electricity and distribute it through the electrical network, receiving an established fee in return.
- Market rate: the price of electricity is established through market mechanisms or negotiated by the plant’s owner, and includes a premium. In these cases, only lower and higher thresholds are previously defined. In solar-photovoltaic energy, this option is not considered, so the first one is always applied.

Operating plants under Spanish Royal Decree 661/2007 scope have chosen to apply the regulated fee.

Distinction between the types of plant is one of the innovations introduced by Spanish Royal Decree 1578/2008. This difference is relevant to the extent that the Decree establishes, on a quarterly basis, the annual rate allocation and a specific consideration based on plant category and sub-category.

On 23 November, 2010, the Spanish Royal Decree 1565/2010 (November, 19) was issued, which regulates and amends certain aspects associated with electricity production under the special system scope. This legislation introduces a premium decrease ranging from 5% to 45%,

which will be removed in 26 years, for new tender offers.

On 24 December, 2010, the Spanish Royal-Decree-Law 14/2010 (December, 23) was published, which established urgent measures to correct the tariff deficit in the electricity business. This legislation limits the hours photovoltaic plants can operate to get the premium. Likewise, it extends the period during which companies can sell energy under a premium, from 25 to 28 years. Afterwards, a new regulation related to a Sustainable Economy was issued, increasing the compensation period for two additional years, from 28 to 30 years.

On 28 January, 2012 it was published the Spanish Royal Decree 1/2012, which removes compensation’s pre-allocation procedures as well as economic incentives for electrical power cogeneration new plants, renewable energy sources and waste; by virtue of such decree, pre-allocation calls are indefinitely laid off. This regulation only affects those Group applications launched to get a pre-registration in Spain, but not such plants on start-up or operation phase.

Spanish Law 15/2012, of December 27 on fiscal measures, which comes into force on 1 January, 2013; imposes among other measures, a tax on the electricity’s value, which charges a 7% tax rate on the production activities and on the incorporation of energy power in the electrical system.

Finally, Spanish Royal Decree- Law 2/2013, of 1 February, on urgent measures in the electrical system and financial sector, states that the price discount factor, from the year 2013 is the Consumer Price Index on constant taxes excluding unprocessed food and energy products versus the general Consumer Price Index that has been used until 2012.

Due to the regulatory changes, the Group has performed impairment tests on the Spanish solar-photovoltaic plants Cash Generating Unit. These tests do not give rise to a significant impact on the recoverable amount of the assets associated to the electricity generation segment.

## 2.24. Interest Income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Group reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.



### 2.25. Dividend Income

Dividend income is recognised when the right to receive payment is established.

### 2.26. Leases

#### When a Group company is the lessee – Finance lease

The Group leases certain property, plant and equipment. Property, plant and equipment leases where the Group has substantially all the risks and rewards of ownership are classed as finance leases. Finance leases are capitalized at the lease's inception at the lower between the fair value of the leased property and the present value of the minimum lease payments.

Each lease payment is allocated between the liability and finance charges so as to achieve a constant rate on the outstanding debt. The corresponding rental obligations, net of finance charges, are included in other long-term payables. The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance lease is depreciated over the shorter of the useful life of the asset or the lease term.

#### When a Group company is the lessee – Operating lease

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

#### When a Group company is the lessor

When assets are leased under finance lease, the present value of lease payments is recognized as a financial account receivable. The difference between the gross receivable and the present value of that amount is recognized as a financial return on capital.

Lease revenues are recognized during the lease period in accordance with the net investment method, which reflects a constant periodic rate of return.

Assets leased to third parties under operating lease contracts are included in tangible fixed assets on the balance sheet. Income from leases is recognized on a straight-line basis during the lease term.

### 2.27. Dividend distribution

Dividend distribution to the Parent Company's equity holders is recognized as a liability in the Group's consolidated annual accounts in the year in which the dividends are approved by the parent Company's equity holders.

### 2.28. Environment

The consolidated Group has no environmental liabilities, costs, assets, provisions or contingencies that could be significant in relation to its equity, financial situation and results. No specific breakdowns are therefore included in these notes to the consolidated annual accounts relating to environmental issues.

### 2.29. Operating results

The income statement caption Operating results includes the results of the Group companies' ordinary activities, excluding financial results (see Note 27) and shares on results of companies consolidated under the Equity method.

### 2.30. Biological assets

Agricultural products harvested or collected from biological assets are measured at the point of sale or harvest at fair value less estimated costs at point of sale. Such measurement relates to the cost value at the harvest or collection date for the purposes of measuring inventories. Gains or losses on the variation in fair value less estimated costs at point of sale are recognized in the consolidated income statement. Specifically: agricultural products like grains are recorded at market value, net of marketing costs. Additionally assets used in the production process are recognized at their replacement cost.

### 2.31. Segment reporting

Operative segments are consistently disclosed with internal information, which is presented to the highest decision-making unit. This unit is responsible for operative segments resources allocation and for these segments' performance assessment. Management Committee has been designed as the highest decision-making unit.

# 3 Financial risk management

## 3.1. Financial risk factors

Group's activities are exposed to a variety of financial risks: market risk (including foreign exchange risk, fair value interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on financial markets uncertainty and seeks to minimize potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to hedge certain risks.

Risk management is performed by the Group's Central Treasury Department in accordance with policies approved by the Board of Directors. This department identifies, evaluates and hedges financial risks in close association with the Group's operating units. The Board provides written policies for overall risk management and for specific areas such as foreign exchange risk, interest rate risk, liquidity risk, use of derivatives and non-derivatives, and investment of cash surpluses.

### a) Market risk

#### a.1) Foreign exchange risk

The Group has international operations and is therefore exposed to foreign exchange risk during currency transactions, relating particularly to the US Dollar (USD), Brazilian Real, Mexican Peso, Argentinean Peso, Colombian peso, Qatari Riyal and Indian Rupee, as well as to other currencies. Foreign exchange risk arises from future commercial transactions, recognized assets and liabilities and net investments in foreign operations.

Management has implemented a policy that requires the Group companies to manage foreign exchange risk with respect to their functional currency. The Group companies are obliged to hedge all foreign exchange risk through the Central Treasury Department. Foreign exchange risks arising from future commercial transactions and recognized assets and liabilities are hedged by means of forward contracts traded through the Group's Treasury Department. Foreign exchange risk arises when future commercial transactions or recognized assets and liabilities are denominated in a currency other than the company's functional currency.

The Group's Treasury Department has a policy of hedging net forecast flows deriving from forecast transactions in currencies other than the functional currency of the Group company that effects the transaction. At 31 December 2012 and 2011 there were foreign current call-put transactions related to companies located in Spain, USA, Asia and Latin America (See Note 11).

The Group's transactions are generally completed in each country's functional currency, although transactions are often effected in a different currency (mainly in Spain, India, and Latin America), particularly in US Dollars and Euro. At 31 December 2012, had the functional currency of each country with transactions in US Dollars depreciated/appreciated by 10% against the US Dollar, without any change in the remaining variables, the consolidated result after tax for 2011 would have been 21,062 thousand euro lower/higher (2011: 1,562 thousand euro lower/higher), mainly due to the effects of the increase/decrease in USD liability/asset positions. Equity would have changed by the same amounts (effects calculated excluding the impact of fair value changes in the derivative financial instruments contracted).

The Group has a number of investments in foreign operations whose net assets are exposed to foreign exchange risk. These investments are located basically in Netherlands, Latin America (Brazil and Mexico), USA and India. In general, the Group ensures that operations in each country are financed by borrowings in the functional currency of that country so that foreign exchange risk only affects the capital investment. Where the investment is partially or fully financed by borrowings, the Group ensures that the loans are obtained in the correspondent functional currency. When no financing is used, the Group does not contract hedges, except in certain cases in which short-term forecast flows relating dividends from the subsidiary are hedged.

Set out below is a breakdown of the main foreign currency exposures affecting capital investments:

	2012	2011
Brazilian Real (*)	378,114	539,859
Mexican Peso (*)	233,372	264,022
Indian Rupee	132,631	153,789
US Dollar (*)	390,861	63,839
Other currencies (*)	34,259	8,546
<b>Total</b>	<b>1,169,237</b>	<b>1,030,055</b>

(\*) Excluding the value of goodwill at each date, as mentioned in Note 7.1.

#### a.2) Price risk

The Group is not exposed to equity instrument price risk since it has no significant investments. The Group is partially exposed to market price risk in respect of raw materials, relating basically to metals and oil, which affect the price of supplies of equipment and materials manufactured in the projects executed by the Group. Generally, these effects are efficiently passed on in selling prices by all similar contractors operating in the same sector. It is also exposed to risk of



change in price of raw materials used in the biodiesel production and in the solar-photovoltaic modules production. The Group reduces and mitigates price risk by means of policies implemented by management, consisting basically of a reduction or increase in the rate of placements and the selection of currencies and countries of origin, as well as by ensuring the production or acquisition of certain raw materials at a closed price.

For oil purchases to use as raw material in biodiesel production, the Group has purchase contracts in which oil price is referred to diesel quotation, which in turn is the reference price for biodiesel. In this way, margins are assured.

See the information in Note 11, covering the price risk sensitivity of the option included in the arrangement signed with Corpfm Capital Asesores, S.A. and other entities.

### a.3) Cash flow and fair value interest rate risk

Interest rate risk must be analyzed in relation to the two types of financing obtained by the Group:

#### Project finance

As explained in Note 8, the Group participates in a number of investment projects under "Project finance" arrangements in which, among other aspects, repayments are secured only by cash flows from the respective projects; there may be, in some cases and during the construction phase, additional guarantees. In such cases, financing mainly comprises long-term, variable-rate instruments. The interest rates applicable depend on the country in which the project is located and on the currency in which the financing is issued. Financing issued at variable rates exposes the Group to cash flow interest rate risk. The Group uses interest rate swaps to convert long-term financing totally or partially to fixed interest rates. Additionally, under certain project finance contracts the company that obtains the financing undertakes vis-à-vis the granting banks to contract the above-mentioned derivative financial instruments.

Exposure to variable interest rate risk at each year end is analyzed below:

2012	Euribor rates	TJLP/CDI Rate (1)	TIIE Rate (2)	PLR Rate (3)	LIBOR Rate (4)	Other rates	Total
Project Finance	944,718	812,837	354,292	427,598	95,969	78,879	2,714,293
Interest-bearing cash and cash equivalents	(98,566)	(90,662)	(21,938)	(22,209)	(20,051)	(5,339)	(258,765)
<b>Net position</b>	<b>846,152</b>	<b>722,175</b>	<b>332,354</b>	<b>405,389</b>	<b>75,918</b>	<b>73,540</b>	<b>2,455,528</b>
Portion hedged by derivative financial instruments	86%	0%	59%	0%	134%	0%	42%

2011	Euribor rates	TJLP/CDI Rate (1)	TIIE Rate (2)	PLR Rate (3)	LIBOR Rate (4)	Other rates	Total
Project Finance	1,187,178	450,189	351,445	394,857	44,306	18,649	2,446,624
Interest-bearing cash and cash equivalents	(129,071)	(94,973)	(45,974)	(48,333)	(3,788)	(17,304)	(339,443)
<b>Net position</b>	<b>1,058,107</b>	<b>355,216</b>	<b>305,471</b>	<b>346,524</b>	<b>40,518</b>	<b>1,345</b>	<b>2,107,181</b>
Portion hedged by derivative financial instruments	85%	0%	85%	0%	115%	0%	57%

(1) Brazilian long-term reference interest rate

(2) Mexican long-term reference interest rate

(3) Indian long-term reference interest rate

(4) International long-term reference interest rate

The Group analyses its exposure to interest rate risk in a dynamic manner. A simulation is performed in which the Group calculates the effect on results of a specific change in the interest rate. In each simulation, the same interest rate fluctuation is used for all currencies and reference rates. Scenarios are only simulated for liabilities representing the most relevant interest-bearing positions. Based on the simulations performed, the impact on results after tax of an increase/decrease of 100 basis points in the interest rate would have been a reduction/increase of 8,187 thousand euro (2011: 6,593 thousand euro), mainly due to a rise/reduction in interest expense on variable-rate loans; equity would have changed by the same amounts (effects calculated without considering the impact of fair value changes in the derivative financial instruments contracted).

#### *Borrowings*

The Group's interest-rate risk arises mainly from long-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Fixed-interest borrowings expose the Group to fair value interest rate risk. A large part of the Group's borrowings are obtained at variable rates, the main reference rate being the Euribor. The Group policies consist in the use of interest rate swaps to convert long-term financing to fixed interest rates.

Exposure to variable interest rate risk at each year end is analyzed below:

	2012			2011		
	Euribor Rate	Other rates	Total	Euribor Rate	Other rates	Total
Borrowings	1,212,228	144,323	1,356,551	1,235,587	143,401	1,378,988
Interest-bearing cash and cash equivalents	(128,149)	(152,752)	(280,901)	(138,440)	(174,708)	(313,148)
<b>Net position</b>	<b>1,084,079</b>	<b>(8,429)</b>	<b>1,075,650</b>	<b>1,097,147</b>	<b>(31,307)</b>	<b>1,065,840</b>
Portion hedge by derivative financial instruments	74%	0%	75%	79%	0%	81%

The Group analyses exposure to interest rate risk in a dynamic manner. A number of scenarios are simulated taking into consideration refinancing, renewal of current positions, alternative financing, existence of variable-rate investments (in this sense, very short-term interest-bearing placements are treated as being exposed to variable interest rates) and existing hedges. Through these scenarios, the Group calculates the effect on results of a specific change in the interest rate. In each simulation, the same interest rate fluctuation is used for all currencies. Scenarios are only simulated for liabilities that represent the most relevant interest-bearing positions. Based on the simulations conducted, the impact on after-tax results of an increase/decrease of 100 basis points interest rate would decrease/increase in 1,667 thousand euro (2011: (193) thousand euro), mainly due to higher/lower interest expense on variable rate loans. Equity would have changed in the same amount (effects calculated not considering the impact of changes in fair value of financial derivatives contracts).



### b) Credit risk

The Group manages credit risk in relation to the following groups of financial assets:

- Derivative financial instruments (see Note 11) and balances included under Cash and cash equivalents and financial assets at fair value through profit or loss (see Note 14).
- Balances related to trade and other receivables (see Note 12).

Derivative financial instruments and bank transactions included in cash and cash equivalents and financial assets at fair value through profit or loss are contracted with reputable financial institutions that obtain high credit ratings. Investments in government bonds and treasury bills also relate to governments with high credit ratings.

A high proportion of trade and other receivables (60.03% and 63.61% at 31 December 2012 and 2011, respectively) relate to transactions with national and international public institutions and the Group therefore considers that credit risk is under tight control. A significant part of the receivables from private companies relate to companies with high credit ratings and there is no default history with respect to the Group. A periodic follow-up is performed of the overall position in trade and other receivables and also an individual analysis of the most significant exposures.

### c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, Group Treasury aims to maintain flexibility in funding by keeping committed credit lines available.

Regarding to the Group's project financing arrangements ("Project finance"), as explained in Note 8, repayments are secured only by cash flows from the respective projects. In such cases, the Group hedges liquidity risk by ensuring that financing is long term and structured on the basis of the forecast cash flows for each project. Accordingly, 87% of financing recognized at 31 December 2012 (2011: 86%) falls due after more than 1 year and 66% of the financing recognized at 31 December 2012 (2011: 71%) falls due after more than 4 years.

As regards the Group's liquidity position, management monitors the Group's forecast liquidity based on expected cash flows.

The following table contains a breakdown of the Group's financial liabilities that will be settled in the net amount, grouped together by maturity date based on the period from the balance sheet date to the maturity date stipulated in each contract. The amounts shown in the table relate to undiscounted cash flows stipulated in the contract. Balances payable in less than 12 months reflect the relevant carrying amounts as the effect of discounting is not significant.

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years
<b>At 31 December 2012</b>				
Borrowings	584,808	244,357	528,716	89,103
Derivative financial instruments	28,487	33,374	57,454	105,247
Trade and other payables (excluding deferred revenue)	2,329,180	5,517	34,948	94,361
Accrued unmaturred interest	57,729	37,000	29,114	2,228
<b>Total</b>	<b>3,000,204</b>	<b>320,248</b>	<b>650,232</b>	<b>290,939</b>
<b>At 31 December 2011</b>				
Borrowings	449,058	166,097	691,243	72,590
Derivative financial instruments	24,400	11,624	34,872	127,863
Trade and other payables (excluding deferred revenue)	2,303,064	31,554	24,284	78,676
Accrued unmaturred interest	51,951	38,110	47,294	1,633
<b>Total</b>	<b>2,828,473</b>	<b>247,385</b>	<b>797,693</b>	<b>280,762</b>

Liquidity risk is managed on an overall, centralized basis by the Group Treasury Department. This includes both managing cash from the Group's recurring transactions (analysis and follow-up of debt maturities, collections, renewal and contracting loans, management of available credit lines, and temporary investment of cash surpluses) and managing the funds necessary to undertake planned investments.

At 31 December 2012 even though the Group shows negative working capital amounting 543 million euro, Group management considers liquidity risk to be adequately limited due to the following aspects:

- A significant part of the negative working capital (approximately 348 million euro) relates to the concession businesses, which is explained mainly by the bridge financing, recognised in current liabilities, obtained to finance the construction of concession infrastructures recognised in non-current assets, which become long-term project finance once construction is completed and operations commence; no net cash outflow is therefore expected in this respect in the short term. Additionally, the agreement reached with PSP (Note 32) guarantees the necessary contributions to cover the investment commitments necessary for this business.
- As regards the negative working capital of the Group's other businesses (195,273 thousand euro), the Group has the following cash-flow forecast for 2013:
  - Operating cash flows forecast for 2013 are positive in the amount of 226 million euro. This forecast could even improve due, among other reasons, to the success of certain construction claims that the Group has submitted and to the contracting and execution of additional projects in the pipeline at year-end 2012.
  - Forecast negative investment flows for 2013 total 225 million euro, the necessary investments in concession projects having been covered by the Group under the agreement with PSP (Note 32). This forecast could improve substantially as a result of various investment financing alternatives being negotiated by the Group.
  - Forecast negative financing flows amount to 77 million euro, since all available credit lines are expected to be renewed (as in previous years), as well as other short-term bank borrowings that are renewable annually. Additionally, in the first few months of 2013 the Group has obtained new long-term financing for foreign investments (approximately 151 million euro). Forecast cash flows could improve considerably due to the obtainment of other long-term financing for investments being negotiated by the Group, as mentioned previously.

Bearing in mind these cash flow forecasts and cash available at year-end 2012, the Group's situation is sound and will allow short-term commitments to be fulfilled, also considering that there are undrawn credit lines for significant amounts (see Note 20) and available factoring and confirming facilities for efficient working capital management and adequate liquidity risk management.

### 3.2. Capital risk management

The Group's capital management objectives consist of protecting its capacity to do business as a going concern in order to obtain a return for shareholders and profits for other holders of equity instruments, as well as to maintain an optimal capital structure and reduce cost of capital.

In order to maintain or adjust the capital structure, the Group could adjust the amount of dividends payable to shareholders, reimburse capital to shareholders, issue new shares or sell shares to reduce debt.

The Group monitors capital based on the leverage ratio, in line with industry practices. This ratio is calculated as net debt divided by total capital (excluding the position assigned to projects). Net debt is calculated as total borrowings (including current position in trade and other payables, as reflected in the consolidated accounts) less cash and cash equivalents and financial assets at fair value through profit or loss. Capital is calculated as equity, as reflected in the consolidated accounts, plus net debt.

In 2012, the Group's strategy, which has not changed since 2011, consisted of keeping the leverage ratio around 80%, which is deemed reasonable considering that the Group's main businesses (construction and engineering) are characterized by high levels of working capital (both financial assets and financial liabilities). Leverage ratios at 31 December 2012 and 2011 are shown below:



	2012	2011
Borrowings (see Note 20) and Trade and other payables – Current (see Note 19)	3,776,165	3,682,052
Less: financial assets at fair value through profit or loss (see Note 14.2)	(1,484)	(14,447)
Less: cash and cash equivalents (see Note 14.1)	(561,847)	(674,366)
Net debt	3,212,834	2,993,239
Equity (including non-controlling interest , excluding hedge reserves and Cumulative translation differences)	778,079	987,316
Total capital	3,990,913	3,980,555
<b>Leverage ratio (net debt / total capital)</b>	<b>80.50%</b>	<b>75.20%</b>

### 3.3. Fair value estimation

The fair value of financial instruments traded in active markets (such as publicly traded derivatives and held-for-trading and available-for-sale investments) is based on quoted market prices at the balance sheet date. The market price used for financial assets is the current bid price.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance sheet date. Market prices or brokers' prices are used for long-term payables. Other techniques, such as the estimated discounted cash flow method, are used to determine fair value for the remaining financial instruments. The fair value of interest-rate swaps is calculated as the present value of the

estimated future cash flows. The fair value of forward foreign exchange contracts is determined using forward exchange market rates at the balance sheet date. The methods are classified in accordance with IFRS 7 (see Note 2.10).

The fair value of the option under the arrangement with Corpfm Capital and other entities (Note 11) is estimated applying the Montecarlo method, considering for that purpose the underlying asset's fair value, market volatility and interest rates and maturities of such options.

The carrying amount less the provision for the impairment of receivables and payables is assumed to approximate their fair value. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

## 4 Critical accounting estimates and judgments

The preparation of consolidated annual accounts under IFRS-EU requires that management makes estimations and assumptions that could affect the accounting policies adopted and the amounts of assets, liabilities, revenue, expenses and related breakdowns. The estimates and assumptions made are based on past experience or other facts that are deemed to be reasonable under the circumstances, at the balance sheet date, the result of which is the basis from which to judge the carrying amount of the assets and liabilities that cannot be immediately determined in any other manner. Actual results could differ from estimated ones.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Certain accounting estimates are considered to be significant if the amount of the estimates and assumptions is material and if the impact of the estimates and assumptions on the financial position or operating results is material. Group management's main estimates are explained below.

### 4.1. Critical accounting estimates and judgments

The Group makes estimates and judgments concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and judgments that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

#### Business combinations or net-asset group acquisitions

IFRS-EU requires, at the acquisition date of a subsidiary, an analysis of whether the acquired element can be considered as a business or as a net-asset group not complying with the business definition, as stated in IFRS 3 "Business combinations" (Note 2.2).

When the Group acquires shares in an entity not considered as a business but as a net-asset group, the cost is allocated to identifiable individual assets and liabilities, based on their fair value at the acquisition date. Net-asset group cost may include any element related to share-based payments. In these cases, the difference between the fair value of the acquired assets and the amount payable in cash is directly registered in equity.

When the Group acquires shares in an entity considered as a business, the business combination cost is allocated to identifiable assets, liabilities and contingent liabilities in the

acquired company, at the acquisition date. These assets and liabilities are initially valued at fair value. If a part of the combination cost depends on future events, the amount of such adjustment is included in the combination cost, to the extent it is probable and can be reliably measured.

The excess of business combination cost over the acquirer's shareholding in the acquired net assets at fair value is registered as goodwill.

During 2012 and 2011, the Group completed acquisitions and changes of control over groups of net assets and businesses (Note 32). Based on management judgement, the acquisition cost of these businesses has been booked in line with the terms included in the sale-purchase agreements.

#### Estimated impairment of goodwill and other non financial assets

The Group tests goodwill and other non-financial assets annually for impairment, if any impairment indicators are identified in the case of other non-financial assets, in accordance with the accounting policy in Note 2.9. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations. These calculations require the use of estimates and sensitivity analyses are performed on the most relevant variables included in the estimates, paying particular attention to situations in which potential impairment indicators may be identified (see Note 7.1).

#### Income tax

The Group is subject to income taxes in numerous jurisdictions. A significant level of judgment is required to determine the worldwide provision for income tax. There are many transactions and calculations with respect to which the ultimate calculation of the tax is uncertain in the ordinary course of business. The Group recognizes liabilities for anticipated tax matters based on estimates as to whether additional taxes will be necessary. When the final tax result differs from the amounts which were initially recognized, such differences will have an effect on income tax and the provisions for deferred taxes in the year in which they are deemed to arise. In this sense, there are no significant aspects subject to estimates that could have a material impact on the Group's position.

#### Recovery of deferred tax assets

The recovery of deferred tax assets (Note 21) is assessed at the moment they arise, and subsequently each balance sheet date, based upon forecast results included in the



Group's business plan. In particular, the Group considers the synergies arising from tax consolidation, as well as future tax benefits based upon the above-mentioned business plan.

### Fair value of derivatives or other financial instruments

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. The Group exercises judgment to select a variety of methods and to make assumptions based mainly on market conditions at the balance sheet date. The Group has used discount cash flow analyses for a number of available-for-sale financial assets not traded in active markets.

### Revenue recognition

The Group recognizes revenue from construction and engineering activities on a percentage-of-completion basis. Percentage of completion is calculated as costs incurred under the contract as a percentage of estimated total contract costs. This revenue recognition method is only used when the result of the contract may be reliably estimated and the contract is likely to generate profits. If the result of the contract cannot be reliably estimated, revenue is recognized as costs are recovered. When a contract's costs are likely to exceed the contract's revenue, the loss is immediately expensed. When applying the percentage-of-completion method, the Group makes significant estimates in relation to total costs necessary to perform the contract. These estimates are reviewed and evaluated periodically to verify whether a loss has been generated and whether the percentage-of-completion method may continue to be applied, or to re-estimate the forecast project profit. During the project, the Group also estimates likely contingencies relating to the increase in the total estimated cost and adjusts revenue recognized accordingly. The Group's historical data indicates that its estimates are adequate and reasonable in relation to the above-mentioned aspects.

### Concession contracts

Based upon available information and all relevant terms included in the concession contracts, the Group performs a detailed analysis to determine if such arrangements are within the scope of IFRIC 12. The main aspects to be considered in this analysis are as follows:

- a) If the granting authority controls or regulates the use of the infrastructure by the concessionaire, to whom it must render the associated services and at what price.
- b) If the granting authority has any residual share of the infrastructure at the end of the concession period.

Based on these terms and on the available information for each contract, the Group determines the accounting model to be applied:

Intangible asset model: the Group applies this model when the concessionaire has the right to receive toll collections (or any other type of payment) from users, as a consideration for infrastructure funding and construction, or when the granting authority remunerates the concessionaire based on the degree of infrastructure utilization. In both cases, the amounts to be paid to the concessionaire are not guaranteed.

Financial asset model: the Group applies this model when the concessionaire has an unconditional contractual right to receive payments from the granting authority, regardless of the degree of infrastructure utilization.

Mixed model: when the concessionaire is partially paid both by users (depending on the infrastructure use) and by the granting authority (based on an unconditional contractual right to receive payments).

Once the accounting model has been defined, there are key estimations / assumptions used by Management, such as:

- Traffic forecasts to calculate intangible assets depreciation (road concessions).
- Maintenance accrual: estimates of future CAPEX value, based on each business plan used by Management.
- The construction margin expected by Management, used to measure intangible / financial assets at fair value.
- When determining the financial asset value in accordance with electric transmission line contracts and their legal interpretations, the concessionaire Management estimates granting the authority to compensate them for the infrastructure residual value at the end of the concession period.

### Useful lives of property, plant and equipment and intangible assets

Group management determines estimated useful lives and related depreciation charges for its property, plant and equipment and its intangible assets. This estimate is based on the period during which the non-current assets will generate economic benefits based on updated business plans. At each closing date, the Group reviews the useful lives of non-current assets. If the estimates differ from previous estimates, the effect of the change is recognized prospectively as from the year in which the change takes place.

For those intangible assets related to motorway administrative concessions that are depreciated in a systematic way based on the traffic and revenues expected in accordance with updated business plans, Group's management annually updates traffic estimates made for such concessions.

Likewise, in case circumstances imply worse conditions based on business plans, impairment tests will be carried out.

### **Warranty claims**

The Group generally offers 24 or 36-month warranties on its projects and services (up to 60 months, in special cases). Management estimates the related provision for future warranty claims based on historical warranty claim information, as well as recent trends that might suggest that past cost information may differ from future claims. As in the case of revenue recognition, the Group's historical data indicates that its estimates are adequate in this respect.

### **Receivables and financial assets**

The Group makes estimates relating to the collectability of balances owned by customers in projects in which disputes have arisen or litigation is in progress due to disagreement with the work executed or the failure to fulfil contractual clauses linked to the return on the assets handed over to customers. The Group also makes estimates to assess the recoverability of available-for-sale financial assets, based mainly on the financial health and near-term business prospects of the investee company.

### **Provisions**

Provisions are recognized when it is probable that a present obligation arising from past events will result in an outflow of funds and the amount of the obligation may be reliably estimated. Significant estimates are required in order to comply with IFRS-UE. Group management makes estimates of the likelihood of the contingencies and the amount of the liability to be settled in the future, evaluating all relevant information and facts.



## 5 Segment information

Operative segments have been determined based on the information presented to Management Committee, which is used to strategic decision making.

Regarding operative segments, the Committee considers there are five business units: Infrastructures and Industrial Activities, Energy, Concessions (including solar-photovoltaic energy generation business), Renewable Energies and Real Estate. Moreover, an additional analysis concerning geographical areas in which the Group operates is performed: Spain, Latin America (mainly Mexico, Brazil and Argentina), Asia (basically India), and others (mainly including activities carried out in USA and African countries, such as Angola or Algeria).

Businesses from "Real Estate" and "Renewable Energies" segments are included under "Other, Corporate and Consolidation Adjustments", due to its low contribution to Group operations; revenues from these segments are obtained through real estate and fuel (biodiesel) sales respectively, and this also includes discontinued operations.

"Infrastructures and Industrial Activities" and "Energy" segments obtain their revenue mainly by rendering construc-

tion services, whereas "Concessions" segment obtain them through the sale of the corresponding service according to the type of concession to which it relates.

Revenues generated between segments mainly come from construction services rendered by "Infrastructures and Industrial Activities" and "Energy" to the rest of segments or to the Group's Corporate. These revenues are carried out under market conditions and analyzed by Management Committee as stated in "Own work capitalized".

Operative segments performance is assessed by Management Committee based on the valuation of each segment operating result. Total impact on "Net financial results" of financial income and expenses are analyzed by each individual segment. A detailed analysis is carried out by Treasury Department, which manages Group's cash position. Likewise, income tax is analyzed at Group level by Management Committee, and that is why it is not included in each of the segments.

Segment-information presented to Management Committee at 31 December 2012 is as follows:

2012	Infrastructures and Industrial Activities	Energy	Concessions	Other, Corporate and Consolidation Adjustments	Total
<b>Revenue from external customers</b>	<b>1,828,197</b>	<b>660,018</b>	<b>396,874</b>	<b>4,462</b>	<b>2,889,551</b>
Segment's ordinary revenue	2,125,261	660,018	396,874	292,602	2,889,551
Own work capitalized	-	-	-	144,515	144,515
Other operating income and Change in inventories	6,643	-	422	369,001	376,066
<b>Total operating income</b>	<b>2,131,904</b>	<b>660,018</b>	<b>397,296</b>	<b>220,914</b>	<b>3,410,132</b>
Depreciation, amortization and impairment losses	(18,879)	(2,578)	(108,100)	(86,736)	(216,293)
Operating expenses	(1,945,006)	(617,883)	(108,858)	(199,085)	(2,870,832)
<b>Operating result</b>	<b>168,019</b>	<b>39,557</b>	<b>180,338</b>	<b>(64,907)</b>	<b>323,007</b>
Net financial results	(10,693)	(4,030)	(213,238)	(66,495)	(294,456)
Share of profit / (losses) of investments accounted for the equity method	-	-	-	(6,320)	(6,320)
<b>Profit before income tax</b>	<b>157,326</b>	<b>35,527</b>	<b>(32,900)</b>	<b>(137,722)</b>	<b>22,231</b>
Income tax	-	-	-	(12,708)	(12,708)
<b>Results for the year from continuing operations</b>	<b>157,326</b>	<b>35,527</b>	<b>(32,900)</b>	<b>(150,430)</b>	<b>9,523</b>
Results for the year from discontinuing operations	-	-	-	(111,821)	(111,821)
<b>Results for the year</b>	<b>157,326</b>	<b>35,527</b>	<b>(32,900)</b>	<b>(262,251)</b>	<b>(102,298)</b>
<b>Total Assets</b>	<b>1,873,371</b>	<b>1,396,205</b>	<b>4,883,500</b>	<b>303,311</b>	<b>8,456,387</b>
Total assets include:					
Investments in companies consolidated under the Equity method	-	-	-	3,576	3,576
<b>Additions to non-current assets</b>	<b>12,519</b>	<b>3,266</b>	<b>1,132,723</b>	<b>7,810</b>	<b>1,156,318</b>
<b>Total Liabilities</b>	<b>1,577,161</b>	<b>1,091,399</b>	<b>4,126,030</b>	<b>1,012,345</b>	<b>7,806,935</b>

Segment-information presented to Management Committee at 31 December 2011 is as follows:

<b>2011</b>	<b>Infrastructures and Industrial Activities</b>	<b>Energy</b>	<b>Concessions</b>	<b>Other, Corporate and Consolidation Adjustments</b>	<b>Total</b>
<b>Revenue from external customers</b>	<b>2.048.233</b>	<b>558.136</b>	<b>322.325</b>	<b>268.193</b>	<b>3.196.887</b>
Segment's ordinary revenue	2.070.013	668.194	323.707	134.973	3.196.887
Own work capitalized	-	-	-	118.405	118.405
Other operating income and Change in inventories	-	-	203	22.801	23.004
<b>Total operating income</b>	<b>2.070.013</b>	<b>668.194</b>	<b>323.910</b>	<b>276.179</b>	<b>3.338.296</b>
Depreciation, amortization and impairment losses	(19.434)	(2.361)	(67.739)	(25.562)	(115.096)
Operating expenses	(1.862.203)	(620.084)	(142.052)	(327.987)	(2.952.326)
<b>Operating result</b>	<b>188.376</b>	<b>45.749</b>	<b>114.119</b>	<b>(77.370)</b>	<b>270.874</b>
Net financial results	2.934	(11.142)	(127.309)	(79.813)	(215.330)
Share of profit / (losses) of investments accounted for the equity method	-	-	(8.761)	(7.026)	(15.787)
<b>Profit before income tax</b>	<b>191.310</b>	<b>34.607</b>	<b>(21.951)</b>	<b>(164.209)</b>	<b>39.757</b>
Income tax	-	-	-	(29.255)	(29.255)
<b>Results for the year from continuing operation</b>	<b>191.310</b>	<b>34.607</b>	<b>(21.951)</b>	<b>(193.464)</b>	<b>10.502</b>
Results for the year from discontinuing operations	-	-	-	(5.026)	(5.026)
<b>Results for the year</b>	<b>191.310</b>	<b>34.607</b>	<b>(21.951)</b>	<b>(198.490)</b>	<b>5.476</b>
<b>Total Assets</b>	<b>1.785.851</b>	<b>1.459.284</b>	<b>4.263.064</b>	<b>582.829</b>	<b>8.091.028</b>
Total assets include:					
Investments in companies consolidated under the Equity method	-	-	-	34.634	34.634
<b>Additions to non-current assets</b>	<b>11.047</b>	<b>7.202</b>	<b>1.384.301</b>	<b>8.362</b>	<b>1.410.912</b>
<b>Total Liabilities</b>	<b>1.497.653</b>	<b>970.027</b>	<b>3.454.719</b>	<b>1.272.316</b>	<b>7.194.715</b>

In 2012 the goodwill of "Renewable Energies" and "Solar-Photovoltaic energy (Manufacturing)" became impaired (see Note 7.1). In 2011 there were no goodwill impairment charges.

Ordinary revenues from external customers are measured consistently with those applied in the income statement.

Total assets and liabilities amounts presented to Management Committee are measured consistently with those applied in the consolidated annual accounts. These assets and liabilities are assigned based on segment activities and physical asset location.



The parent company is registered in Spain, but as mentioned above, the Group also operates abroad. Information by geographical segment considering the country of each client at 31 December 2012 is presented below:

<b>2012</b>	<b>Spain</b>	<b>Latin America</b>	<b>Asia</b>	<b>Other and Consolidation Adjustments</b>	<b>Total</b>
<b>Revenue/ sales</b>	<b>916,281</b>	<b>1,347,035</b>	<b>339,395</b>	<b>286,840</b>	<b>2,889,551</b>
<b>Total assets</b>	<b>3,949,937</b>	<b>3,208,006</b>	<b>941,487</b>	<b>356,957</b>	<b>8,456,387</b>
Total assets include:					
Non-current assets	2,399,980	2,105,624	685,057	320,644	5,511,305
<b>Total Liabilities</b>	<b>4,749,243</b>	<b>2,480,094</b>	<b>715,832</b>	<b>(138,234)</b>	<b>7,806,935</b>

Information by geographical segment at 31 December 2011 considering the country of the clients is presented below:

<b>2011</b>	<b>Spain</b>	<b>Latin America</b>	<b>Asia</b>	<b>Other and Consolidation Adjustments</b>	<b>Total</b>
<b>Revenue/ sales</b>	<b>1,210,657</b>	<b>1,354,779</b>	<b>303,297</b>	<b>328,154</b>	<b>3,196,887</b>
<b>Total assets</b>	<b>4,519,359</b>	<b>2,685,784</b>	<b>806,755</b>	<b>79,130</b>	<b>8,091,028</b>
Total assets include:					
Non-current assets	2,820,017	1,671,088	605,431	54,822	5,151,358
<b>Total Liabilities</b>	<b>4,394,807</b>	<b>2,087,235</b>	<b>642,737</b>	<b>69,936</b>	<b>7,194,715</b>

During 2012 and 2011 there is no ordinary revenue from transactions carried out with a single customer representing more than 10% of the Group.

# 6 Property, plant and equipment

Set out below is a breakdown of property, plant and equipment showing movements:

2012	Land and buildings	Plant machinery and tooling	Furnishings	Vehicles	Data processing equipment	PPE in progress	Other PPE	Total
<b>Cost</b>								
1 January	121,862	142,707	8,777	15,477	10,959	601	4,324	304,707
Additions	146	8,423	1,010	847	1,024	3,500	143	15,093
Disposals	(592)	(19,068)	(442)	(2,025)	(421)	-	(177)	(22,725)
Transfers	10,982	83,408	186	-	-	(23)	-	94,553
<b>31 December</b>	<b>132,398</b>	<b>215,470</b>	<b>9,531</b>	<b>14,299</b>	<b>11,562</b>	<b>4,078</b>	<b>4,290</b>	<b>391,628</b>
<b>Accumulated Depreciation</b>								
1 January	(6,169)	(81,399)	(4,456)	(11,174)	(7,391)	-	(3,759)	(114,348)
Depreciation	(700)	(15,009)	(868)	(1,584)	(1,313)	-	(1,246)	(20,720)
Disposals	59	16,515	243	1,961	265	-	118	19,161
Impairment	(701)	-	-	-	-	-	-	(701)
Transfers	(1,229)	(84,421)	136	-	(71)	-	994	(84,591)
<b>31 December</b>	<b>(8,740)</b>	<b>(164,314)</b>	<b>(4,945)</b>	<b>(10,797)</b>	<b>(8,510)</b>	<b>-</b>	<b>(3,893)</b>	<b>(201,199)</b>
<b>Net book value</b>	<b>123,658</b>	<b>51,156</b>	<b>4,586</b>	<b>3,502</b>	<b>3,052</b>	<b>4,078</b>	<b>397</b>	<b>190,429</b>

2011	Land and buildings	Plant machinery and tooling	Furnishings	Vehicles	Data processing equipment	PPE in progress	Other PPE	Total
<b>Cost</b>								
1 January	122,903	142,756	8,581	20,175	11,239	4,978	4,341	314,973
Additions	3,875	9,689	889	477	1,734	188	1,309	18,161
Disposals	(1,468)	(13,486)	(460)	(3,497)	(1,536)	(116)	(1,151)	(21,714)
Transfers	(192)	3,748	(233)	(1,678)	(478)	(4,449)	(175)	(3,457)
<b>31 December</b>	<b>125,118</b>	<b>142,707</b>	<b>8,777</b>	<b>15,477</b>	<b>10,959</b>	<b>601</b>	<b>4,324</b>	<b>307,963</b>
<b>Accumulated Depreciation</b>								
1 January	(6,533)	(77,279)	(4,226)	(12,771)	(7,058)	-	(3,272)	(111,139)
Depreciation	(953)	(16,171)	(689)	(2,854)	(1,626)	-	(669)	(22,962)
Disposals	384	10,365	359	3,496	1,501	-	1,037	17,142
Impairment	(3,256)	-	-	-	-	-	-	(3,256)
Transfers	933	1,686	100	955	(208)	-	(855)	2,611
<b>31 December</b>	<b>(9,425)</b>	<b>(81,399)</b>	<b>(4,456)</b>	<b>(11,174)</b>	<b>(7,391)</b>	<b>-</b>	<b>(3,759)</b>	<b>(117,604)</b>
<b>Net book value</b>	<b>115,693</b>	<b>61,308</b>	<b>4,321</b>	<b>4,303</b>	<b>3,568</b>	<b>601</b>	<b>565</b>	<b>190,359</b>



Transfers during 2012 relate mainly to the transfer of the T-Solar plant from other non-current assets assigned to projects (see Note 8.2).

Property, plant and equipment include at 31 December 2012 vehicles, machinery and other assets totalling 1,054 thousand euro (2011: 2,095 thousand euro) being acquired under finance leases, as analyzed below:

	2012	2011
Capitalized finance lease cost	3,272	4,215
Accumulated depreciation	(2,218)	(2,120)
<b>Net carrying amount</b>	<b>1,054</b>	<b>2,095</b>

Bank borrowings are secured by land and buildings valued at 43,734 thousand euro (2011: 68,802 thousand euro). The balance of secured debt amounts to 10,423 thousand euro (2011: 38,872 thousand euro). Additionally, as mentioned in Note 28, the Group assigned several buildings to guarantee appeals filed with the tax authorities; these guarantees are pending acceptance by the tax authorities and the relevant charges on the buildings are not therefore recognised in the accounts.

At 31 December 2012, the Group has property, plant and equipment located abroad for a total cost of 50,138 thousand euro (2011: 54,979 thousand euro) and accumulated depreciation of 25,565 thousand euro (2011: 24,542 thousand euro).

At 31 December 2012 property, plant and equipment with an original cost of 40,584 thousand euro (2011: 40,584 thousand euro) and accumulated depreciation of 418 thousand euro (2011: 325 thousand euro) were not used in operations. Mainly corresponding to buildings that were acquired as payment in kind. During 2012 these buildings

were impaired in a total amount of 700 thousand euro (2011: 3,256 thousand euro).

The income statement includes rental costs of 116,687 thousand euro (2011: 94,414 thousand euro), relating to rented property, plant and equipment.

At 31 December 2012, fully-amortized assets with a carrying amount of 30,384 thousand euro are still in use (2011: 28,575 thousand euro).

Law 16/2012, of 27 December, (hereinafter Law 16/2012), whereby a number of tax measures were introduced to consolidated public finances and encourage economic activity, in Article 9 of Chapter III on the restatement of balance sheets, stipulates that corporate income taxpayers, personal income taxpayers that carry on business activities and keep accounts in accordance with the Code of Commerce or are required to keep business registers, and non-resident income taxpayers with a permanent establishment may voluntarily update their balance sheets as stipulated in this article.

The mentioned law also stipulates that, in general, property, plant and equipment, and investment property located in Spain as well as abroad may be restated.

The directors of the Parent company and the Group are evaluating Law 16/2012 and its potential accounting and tax implications and impact. At the preparation date of these consolidated annual accounts, there is not yet sufficient information to decide whether to submit the approval of the balance sheet restatement to the Annual General Meeting for approval.

The consolidated Group has taken out a number of insurance policies to cover risks relating to property, plant and equipment. The coverage provided by these policies is considered to be sufficient.

# 7 Goodwill and other intangible assets

## 7.1. Goodwill

Set out below is an analysis of goodwill, the only intangible asset with an indefinite useful life, showing movements:

	2012	2011
<b>Beginning of the year</b>	<b>577,436</b>	<b>487,114</b>
Additions	-	89,993
Differences on exchange	66	329
Impairment charges	(57,665)	-
Business combination effect	(8,191)	-
<b>End of the year</b>	<b>511,646</b>	<b>577,436</b>

During 2012, impairment losses of 47,824 thousand euro and 9,841 thousand euro were identified in relation to Solar-Photovoltaic energy (Manufacturing) and Renewable energies, respectively, and were recognised in the income statement for the year. No goodwill impairment charges were identified in 2011. In addition to goodwill impairment, other assets of the relevant CGUs were found to be impaired (see Note 8.2).

The business combination effect derives from the impact of the loss of control over Isolux Infrastructure and subsidiaries (see Note 32) on the goodwill of Solar-Photovoltaic energy (generation).

Additions in 2011 were due to the incorporation of Grupo T-Solar into the consolidation scope (See Note 32).

Goodwill and intangible assets with indefinite useful lives have been assigned to the Group's cash-generating units (CGUs) based on the country concerned and the business segment.

Set out below is a summary by CGU (or CGU group) of goodwill assignment:

CGU	2012	2011
Construction	154,578	154,578
Solar-Photovoltaic energy (generation)	33,978	42,169
Solar-Photovoltaic energy (Manufacturing)	-	47,824
Engineering – México	24,510	24,510
Engineering – Brazil	54,735	54,735
Engineering – Argentina and other	12,679	12,613
Engineering – Spain and other	231,166	231,166
Renewable energies	-	9,841
<b>Total</b>	<b>511,646</b>	<b>577,436</b>

The recoverable amount in CGUs is determined based upon value in use calculations from estimated cash flows net of the tax effect and based on financial budgets approved by Management for a 5-year period (6-year period in case of solar-photovoltaic energy manufacturing). This is not applicable to renewable energies and solar-photovoltaic energy (generation) businesses, in which cash flows are estimated for the full project life. Cash flows after these five years are extrapolated by using the estimated residual growth rates, as stated below. The growth rate does not exceed long-term average growth rates for the businesses in which the CGU operates. For cash flows discounting, a rate based upon the weighted average cost of capital is used for each CGU.

The most relevant key assumptions employed to calculate value-in-use are set out below:

CGU	Operating result (*)		Residual growth rate		Discount rate	
	2012	2011	2012	2011	2012	2011
Construction	58,383	68,628	1%	1%	11.75%	11.50%
Solar energy (Generation)	38,971	42,209	(**)	(**)	7%-14%	7.8%
Solar energy (Manufacturing)	(***)	3,053	(***)	(**)	(***)	7.8%
Engineering – México	8,284	5,316	2%	2%	10.94%	12.18%
Engineering – Brazil	22,737	26,865	2%	2%	14.50%	17.56%
Engineering – Argentina and other	4,528	10,589	2%	2%	17.63%	16.63%
Engineering – Spain and other	135,354	110,834	1.7%	1.7%	9.61%	12.33%
Renewable energies	(20,209)	(19,840)	(**)	(**)	10.60%	11.60%

(\*) Results included in operating result column refer to the forecast for the following year.

(\*\*) Not applicable.

(\*\*\*) This activity relates to discontinued operations (see Note 15).



These assumptions have been used to analyze each CGU in the business segment. Group management considers that changes to assumptions that could cause a CGUs carrying amount to exceed its recoverable amount are not reasonably possible.

average growth rates are in line with the forecasts contained in industry reports. Discount rates are before taxes and reflect specific risks related to the relevant business segments.

### 7.2. Other intangible assets

Management calculated the budgeted gross margin based on past performance and market expectations. Weighted

A breakdown of movements for 2012 and 2011 is as follows:

2012	Contract portfolio	Administrative Concessions	Computer software	Total
<b>Cost</b>				
1 January	11,116	11,183	28,902	51,201
Additions	-	559	7,063	7,622
Disposals	(11,116)	(461)	(268)	(11,845)
Transfers	-	(810)	805	(5)
<b>31 December</b>	<b>-</b>	<b>10,471</b>	<b>36,502</b>	<b>46,973</b>
<b>Accumulated depreciation and impairment</b>				
1 January	(6,669)	(3,295)	(16,348)	(26,312)
Amortization	(4,446)	(562)	(5,963)	(10,971)
Disposals	11,115	417	101	11,633
Transfers	-	811	(1,028)	(217)
<b>31 December</b>	<b>-</b>	<b>(2,629)</b>	<b>(23,238)</b>	<b>(25,867)</b>
<b>Net book value</b>	<b>-</b>	<b>7,842</b>	<b>13,264</b>	<b>21,106</b>

2011	Contract portfolio	Administrative Concessions	Computer software	Total
<b>Cost</b>				
1 January	11,116	52,407	22,758	86,281
Additions	-	4	7,274	7,278
Disposals	-	(3,023)	(278)	(3,301)
Transfers	-	(38,205)	(852)	(39,057)
<b>31 December</b>	<b>11,116</b>	<b>11,183</b>	<b>28,902</b>	<b>51,201</b>
<b>Accumulated depreciation and impairment</b>				
1 January	(4,446)	(3,543)	(11,783)	(19,772)
Amortization	(2,223)	(171)	(4,937)	(7,331)
Disposals	-	31	181	212
Transfers	-	388	191	579
<b>31 December</b>	<b>(6,669)</b>	<b>(3,295)</b>	<b>(16,348)</b>	<b>(26,312)</b>
<b>Net book value</b>	<b>4,447</b>	<b>7,888</b>	<b>12,554</b>	<b>24,889</b>

At 31 December 2012, projects under this caption mainly correspond to the following concessions:

- Car park concessions obtained in different years located in Spain, which at 31 December 2012 had not been assigned-to-projects finance yet.
- Other concessions related to public and environmental services.

In 2011, the concession awarded in 2009 for the construction and maintenance of seven transmission lines 421-kilometers long and five new substations in Texas (United States) through the joint venture Wind Energy Transmission Texas L.L.C., included in Appendix III, has been transferred to the heading "Other non-current assets assigned to projects" since it has obtained the funding required to undertake the project.

At the year-end these concessions have not yet received of financing assigned to projects; once they obtain such financing, they will be considered as assets assigned to projects.

Administrative concessions captions include costs related to the construction and/or operation of various assets (car parks, water treatment and waste management plants, and other concessions) for which the Group has obtained the concession to operate the assets for a certain period. At the end of the concession period, the asset will entirely revert to the granting authority. The Group will depreciate capitalized asset over the concession term.

The item Computer software reflects the ownership and right of use of computer software acquired from third parties. The balance of computer software does not include amounts related to software developed in-house.

At 31 December 2012, fully-amortized computer software with a carrying amount of 9,898 thousand euro is still in use (2011: 6,266 thousand euro).

Bank borrowings are secured by Other intangible assets valued at 4,930 thousand euro (2011: 5,127 thousand euro). The balance of secured debt amounts to 329 thousand euro (2011: 751 thousand euro).



## 8 Concessionary assets and other non-current assets assigned to projects

The consolidation scope includes shareholdings in companies incorporated to engage in a single project. The project companies are usually financed by means of project finance.

The basis of the agreement between the company and the bank is the assignment of cash flows generated by the project to service the debt and interest (including an exclusion or quantified allowance for all other assets), in such a way that investment payback for the bank will take place solely through the project cash flows. Additional guarantees could be settled in some cases during construction phase. Any other borrowings are subordinated to the Project finance until it is fully repaid.

These are financing arrangements which are applied to specific business projects. Although there are certain projects in which the Group is the only concession holder (mainly car parks), most of the projects form part of the Group through the joint venture formed by the subgroup Isolux Infrastructure.

### 8.1. Concessionary assets assigned to projects

In view of the projects' characteristics a large part of the concessionary assets assigned to projects are related to intangible and financial concessionaire assets (see accounting treatment in Notes 2.6, 2.7 and 2.23). This headline includes 983,612 thousand euro (2011: 707,263 thousand euro) relating to non-current assets in progress.

	2012	2011
<b>Cost</b>		
1 January	2,529,286	1,460,039
Additions to the consolidation scope	-	1,646
Additions	874,362	1,231,348
Business combination effects	(190,791)	-
Translation differences effects	(152,539)	(142,620)
Disposals	(35,601)	(10,270)
Transfers	24	(10,857)
<b>31 December</b>	<b>3,024,693</b>	<b>2,529,286</b>
<b>Accumulated depreciation and impairment</b>		
1 January	(77,909)	(59,117)
Additions to the consolidation scope	-	(1,038)
Amortization	(46,769)	(35,338)
Impairment	(10,681)	-
Business combination effects	18,430	-
Translation differences effects	921	3,006
Disposals	-	55
Transfers	5,114	14,523
<b>31 December</b>	<b>(110,894)</b>	<b>(77,909)</b>
<b>Net book value</b>	<b>2,913,799</b>	<b>2,451,377</b>

At 31 December 2012, the Group has intangible assets assigned to projects abroad with a total carrying amount of 2,226,713 thousand euro (2011: 2,156,115 thousand euro).

During 2012, 67,799 thousand euro have been capitalized (2011: 50,040 thousand euro), relating to interest accrued during the construction of non-current assets arising on direct financing received to build the assets

The business combination effect derives from the impact on this item of the transaction involving Isolux Infrastructure and subsidiaries (see Note 32).

As described in Note 2.7, the Group classifies its concession assets as intangible or financial. At 31 December 2012 the net carrying amount of these assets amounts to 1,968,615 thousand euro (2011: 1,710,208 thousand euro) and 945,184 thousand euro (2011: 741,169 thousand euro), respectively.

Financial assets mainly include receivables related to transmission line concession arrangements in Brazil and India. In line with accounting practices and, in compliance with IFRIC 12 regarding this type of contracts, receivables are registered applying the financial asset model. Long-term receivables are recognized at their amortized cost. Interest rates applied (without considering inflation) range from 2% to 18%, depending on each transmission line. The financial remuneration effect in accounts receivable implied revenues amounting to 97,865 thousand euro (2011: 71,044 thousand euro).

The projects included in this caption relate basically to the following concessions:

- Concessions for electricity transmission lines in Brazil and India for more than 4,982 km and an approximated investment of 2,128 million euro for periods of approximately 25 years and 30 years. At 31 December 2012, the Group has 7 concessions, 3 of which are partially or totally operational and another 3 are under construction or newly awarded. At 31 December 2011, the Group had 7 concessions, 4 of which were in operation, and other 3 were under construction or newly awarded.

During the second half of 2011, the Group secured the Taubuté-Nova Iguaçu tender for the construction, operation and maintenance of a 500 kw / 247 Km electricity transmission line in Brazil. The concession term is 30 years. At the 2012 year end, the concession is under construction.

In 2011, the Group won the Uttar Pradesh Electricity Regulatory Commission "UPERC" tender for the construction, operation and maintenance of a 765kv and 1,600 Km electric transmission line in India. However, at 31 December 2012 the subsidiary concessionaire company South East U.P. Power Transmission Company Limited has not obtained the transmission license from the grantor yet due to some outstanding procedures, as it was provided in the Transmission Service Agreement signed between the long term customers and the concessionaire company on 20 January 2011. Company's

Directors, based on the last communications with UPERC and on their lawyers' opinion, consider that it is highly probable to obtain the transmission license during the next months, and that this fact will not impact significantly to the project profitability and to the expected operating date.

- Car park concessions (mainly off-street car park concessions) in Spain for periods of up to 50 years, through subsidiaries and joint ventures included in Appendix I and III. At 31 December 2012, a part of the concessions are being operated, while the rest of them are under construction. Up to 19,964 places in 41 car parks are under operation, 1,188 places in 2 car parks are in construction and 2,416 places in 4 car parks are in the design phase. Up to 2015, 30,779 places are expected to be managed.
- Two toll road concessions in Mexico, through the joint ventures Concesionaria Autopista Monterrey-Salttillo, S.A. de C.V. and Autopista Perote-Xalapa, S.A. de C.V. At 31 December 2012, these concessions are in the following status:
  - Concesionaria Autopista Monterrey-Salttillo S.A.C.V.: Concession for the construction, operation and maintenance awarded in 2006 and up to 2036 (with an additional 15-year extension subject to certain conditions) for 95 km, with a total estimated investment of 226 million euro. The concession became partially operative during previous years, expanding those sections in operation. At the 2011 year end, the full concession was fully operative. On 26 November 2012, Monterrey-Salttillo's highway fifth amendment on concession was granted. The amendment states the 15-year extension of the concession validity (to 45 years), whenever the Concessionaire proves that it is required to recover the amounts to which it was entitled under the original terms of the tender project.
  - Concesionaria Autopista Perote-Xalapa, S.A.C.V.: Concession for the construction, operation and maintenance achieved in 2008 to 2038 for 59.9 km, with a total estimated investment of 453 million euro approximately. The concession started to operate partially in July, 2012, and the whole concession was operating as at December 31, 2012.
- Concession obtained in 2007 for improvement, expansion and maintenance of a 68-kilometer "shadow" toll road (Autovía A-4) through Concesionaria



Autovía A-4 Madrid, S.A.. Period of concession is until 2026. At 31 December 2012 the whole concession is operating. Total investment amounts approximately to 92 million euro.

- Concession for four toll roads in India:

- Concession obtained in 2008 for 15 years to the extension, improvement, operation and maintenance of a 291-kilometer toll road in India (Panipat-Jalandar) through Soma-Isolux NH One Tollway Private Limited, included in Appendix III. Concession period is up to 2023. Construction works regarding extension and improvement of the existing infrastructure (operation and maintenance activities are carried on since the concession implementation) began in 2009 and the expected investment amounts to 739 million euro, approximately.

Soma-Isolux NH One Tollway Private Limited has submitted several claims to the NHAI demanding for the economic and financial rebalancing, as the project has suffered significant delays and has incurred in over costs due to several causes (such as, delays in obtaining of environmental licenses, expropriations, etc.). Management expects that the permits will be obtained in the short term and that the restoration of the concession's financial balance will be recognised by the concession granting entity in order to cover the loss of profit.

- Concession obtained in 2009 for 19 years to the extension, improvement, operation and maintenance of a 133-kilometer toll road in India (Surat-Hazira) through Soma Isolux Surat Hazira Tollway PVT, Ltd.. Concession period is up to 2028. In 2011, construction works begun and expected investment amounts approximately to 404 million euro. Operation is expected by 2012. Concession period may be modified based on traffic levels reached in 2018.
- Concession obtained in 2009 for 18 years to the extension, improvement, operation and maintenance of a 94-kilometer toll road in India (Kishangarh-Aimer Beawar Highway) through the joint venture Soma Isolux Kishangarh-Ajmer-Beawar Tollway PVT, Ltd., included in Appendix III. Concession period is up to 2027. Construction works are started at 31 December 2011 and expected total investment amounts approximately to 201 million euro. Operation is expected by 2012. Concession period may be modified based on traffic levels reached in 2021.

- Concession obtained in 2010 for 30 years to the extension, improvement, operation and maintenance of a 192,4-kilometer toll road in India (Varanasi Aurangabad) through Soma Isolux Varanasi Aurangabad Tollway . Concession period is up to 2040. Construction works relating to extension and improvement of existing section begin during 2011 (operation and maintenance works are performed since the implementation phase) and expected investment amounts to 305 million euro. Concession starts generating operating revenue since the beginning (Brownfield Project).

- Concession obtained in 2009 for 25 years to the extension, improvement, operation and maintenance of 681-kilometer toll roads in Brazil through Viabahia Concessionaria de Rodovias, S.A. Concession period is up to 2035. At 31 December 2011 it was in operation and implementation works concerning toll systems have been performed simultaneously. Expected investment amounts to 710 million euro, approximately. The concession starts generating operating revenue since the beginning (Brownfield Project).

- Car park concessions (mainly off-street car park concessions) in Spain for periods of up to 50 years, through subsidiaries and joint ventures included in Appendix I and III. At 31 December 2012, a part of the concessions are being operated, while the rest of them are under construction. Up to 19,964 places in 41 car parks are under operation, 1,188 places in 2 car parks are in construction and 2,416 places in 4 car parks are in the design phase. Up to 2015, 30,779 places are expected to be managed. At 31 December 2012, impairment losses of 10,681 thousand euro were recognised. (2011: no impairment) based on the recoverable amount of these assets, which is calculated based on business plans reflecting management's best estimate.

Control of most concession assets reverts to the grantor at the end of the concession period although there is usually an option to renew concessions at the time they expire.

## 8.2. Other non-current assets assigned to projects

There are other non-current assets assigned to projects, whose detail is presented below:

	2012	2011
<b>Cost</b>		
1 January	1,668,628	273,678
Additions to the consolidation scope	-	1,236,308
Additions	267,823	160,349
Business Combination effects	(209,013)	-
Translation differences effects	(1,450)	(5,751)
Disposals	(38,922)	(6,909)
Transfers	(9,168)	10,953
<b>31 December</b>	<b>1,677,898</b>	<b>1,668,628</b>
<b>Accumulated depreciation and impairment</b>		
1 January	(180,027)	(21,477)
Additions to the consolidation scope	-	(110,841)
Amortization	(62,405)	(50,188)
Impairment	(122,131)	-
Business Combination effects	44,192	-
Translation differences effects	168	230
Disposals	-	4,000
Transfers	(5,680)	(1,751)
<b>31 December</b>	<b>(325,883)</b>	<b>(180,027)</b>
<b>Net book value</b>	<b>1,352,015</b>	<b>1,488,601</b>

The business combination effect in 2012 derives from the impact on this item of the transaction involving Isolux Infrastructure and subsidiaries (see Note 32).

Additions in 2011 include other non-current assets assigned to projects, relating to assets of Grupo T-Solar (see Note 32). The new assets relate mainly to:

- Lands, plants and machinery required for photovoltaic module manufacturing in the subsidiary's plant T-Solar Global, S.A. in Orense (Galicia).
- Plant required to generate electric energy under the special system rule through the various solar photovoltaic plants owned by various subsidiaries.

In accordance with the regulatory changes described in Note 2.23, the Group has tested the photovoltaic solar farm CGUs for impairment. These tests did not reveal any significant impact on the recoverable amount of the assets related to the electricity generation segment and were not therefore treated by Group management as indications of the impairment of Other PPE assigned to projects.

During the year, financial expenses amounting to 397 thousand euro were capitalized (2011: 540 thousand euro).

Impairment losses for 2012 include 67 million euro relating to the T-Solar plant (see Note 15).

At 31 December 2012, 141 million euro (2011: 204 million euro) belonging to two bio-fuel plants (Located in Ferrol and Castellón) and managed through Infinita Renovables are recognized under this caption. Operations in these plants took place during 2009. In the current year, asset impairment of 52 million euro was recognised as a result of the restatement of business plans during the year due to continual regulatory changes affecting business in Spain. These changes relate mainly to regulations on the allocation of biodiesel production volumes when calculating fulfilment of mandatory biofuel targets; this allocation process has yet to be resolved. The recoverable amount of these assets is calculated based on a business plan reflecting management's best estimates, using a number of assumptions, one of the most significant being production volume based on a forecast quota allocation and also the start of commercial activities.

Assets relating to construction and maintenance of seven 421-kilometer transmission lines and five new substations in Texas (United States) undertaken through Wind Energy Transmission Texas L.L.C. are included under this caption. The concession period is unlimited. At 31 December 2012 work was on course and the expected total investment amounts approximately to 464 million euro.

The balance under this headline also includes assets assigned to projects located abroad with a carrying amount of 299,999 thousand euro (2011: 74,650 thousand euro).

At 31 December 2012 this heading registers non-current assets in progress amounting to 66,243 thousand euro (2011: 34,866 thousand euro).



### 8.3. Project finance

The repayment schedule for project finance is set out below, based on project cash flow forecasts and as stipulated in the relevant contracts:

	2012		Non-current				
	Current	2014	2015	2016	Subsequent	Subtotal	Total
<b>Maturities per year</b>	<b>367,492</b>	153,949	177,044	285,760	1,920,804	<b>2,537,557</b>	<b>2,905,049</b>

  

	2011		Non-current				
	Current	2013	2014	2015	Subsequent	Subtotal	Total
<b>Maturities per year</b>	<b>358,342</b>	113,673	139,576	156,530	1,848,044	<b>2,257,823</b>	<b>2,616,165</b>

The Group's current liabilities include "bridge loans" associated with the infrastructure construction phase, which amount approximately to 250 million euro (2011: 235 million euro); they are expected to be converted to long-term financing once the operation period starts.

At 31 December 2012 there are debts totalling 1,842,990 thousand euro (2011: 1,415,467 thousand euro) denominated in foreign currencies (mainly Brazilian Real, Indian Rupee and Mexican Peso).

On November 11, 2011 Cachoeira Paulista Transmissora de Energia, S.A. issued bonds totalling 220,000 thousand US Dollar, with periodic maturities to 11 November 2023. The maximum annual rate accrued on the bonds is 8.4%. The instrument is registered at the CVM and ANBIMA in Brazil.

On December 11, 2011 Isolux Energia e Participações, S.A. issued bonds totalling 140,000 thousand US Dollar. The bonds will be redeemed half-yearly and bear an annual interest rate of CDI+5.35%.

On June 27, 2012 Taubaté Transmissora de Energia, S.A. issued bonds totalling 148,500 thousand Brazilian Real. The bonds will be redeemed annually and bear an annual interest rate of CDI+2.75%.

On February 28, 2013 the company Concesionaria Auto-pista Monterrey-Salttillo S.A. de C.V. has issued 42.000.000 bonds with par value of 100 Mexican Peso each, which amounts to 4,200,000 thousands Mexican pesos. The bonds, which are designated in UDIS, will be amortized on 29th December 2037, and bears an annual interest rate of 5.9%. At the same time the company has repaid and cancelled entirely the senior project finance it had with Santander S.A. and has amortised partially the convertible subordinated loan it held with Fondo Nacional de Infraestructura (Fonadin). The Company has cancelled the interest rate swap hedging the loan from Santander, S.A.

Project finance can be guaranteed through the promoter company's shares granted by its partners, the transfer of collection rights or limitations on the Project assets disposal. However, mainly during the construction and implementation phases, additional guarantees may exist.

Every funding is referenced to different market rates and these are revised over periods not exceeding 6 months. As a result, fair value of both current and non-current funding amounts approximate to their carrying amounts.

Additionally, Note 19 refers to other concession financing instruments with non-financial entities (convertible loan and financial liability consisting of convertible preferred shares).

## 9 Investments in associates

Set out below is an analysis of investments in associates showing movements:

	31/12/2012	31/12/2011
<b>Opening balance 1 January</b>	<b>34,634</b>	<b>178,996</b>
Additions	-	-
Disposals	-	(128,875)
Transfers	(24,738)	300
Profit/(loss) of equity method	(6,320)	(15,787)
<b>Closing balance 31 December</b>	<b>3,576</b>	<b>34,634</b>

The transfer in 2012 relates to the acquisition of a controlling interest in the company Las Cabezadas de Aranjuez, S.L., which is now a subsidiary (Note 32).

Disposals during 2011 correspond to the acquisition of the investment in Grupo T-Solar Global, S.A. business combination which, due to movements detailed in Note 32, resulted in gaining control, so that it is now considered as a Group company in that year.

The Group's interests in its joint ventures consolidated through the Equity method, all of which are unlisted, are analyzed below:

### 2012

Nombre	Country of incorporation	Assets	Liabilities	Revenue	Results	% on Interest
Alqlunia 5, S.L.	Spain	16,626	19,831	-	(495)	50.00%
Pinares del Sur, S.L.	Spain	30,766	39,909	18,580	(1,249)	50.00%
Landscape Corsan, S.L.	Spain	273	51	-	-	50.00%

### 2011

Nombre	Country of incorporation	Assets	Liabilities	Revenue	Results	% on Interest
Alqlunia 5, S.L.	Spain	20,022	22,809	30	(599)	50.00%
Pinares del Sur, S.L.	Spain	44,709	52,290	8,702	(1,463)	50.00%
Las Cabezadas Aranjuez, S.L.	Spain	54,005	57,029	3	(134)	40.00%
Landscape Corsan, S.L.	Spain	275	52	-	-	50.00%



The Group's interests in its principal associates, all of which are unlisted, are analyzed below:

<b>2012</b>						
<b>Nombre</b>	<b>Country of incorporation</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Revenue</b>	<b>Results</b>	<b>% on Interest</b>
Autopista Madrid-Toledo, S.A.	Spain	582,342	529,570	4,985	(8,732)	25,50%
Gestión de Participes de Biorreciclajes, S.L.	Spain	283	307	-	-	33.33%
Proyectos Inmobiliarios Residenciales, S.L.	Spain	7,122	9,965	-	-	23.75%
Albali Señalización, S.A.	Spain	100,974	95,886	2,463	(258)	7.50%
<b>2011</b>						
<b>Nombre</b>	<b>Country of incorporation</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Revenue</b>	<b>Results</b>	<b>% on Interest</b>
Autopista Madrid-Toledo, S.A.	Spain	516,521	455,017	7,141	(18,233)	25.50%
Gestión de Participes de Biorreciclajes, S.L.	Spain	283	307	-	-	33.33%
Proyectos Inmobiliarios Residenciales, S.L.	Spain	7,122	9,965	-	-	23.75%

In order to measure its shareholdings, the Group performed an homogenization process through adjusting the above-mentioned figures in accordance with the accounting policies described in Note 2.

# 10 Financial Investments

Set out below is an analysis of financial investments assets showing movements:

	<b>2012</b>	<b>2011</b>
<b>Opening balance</b>	<b>10,956</b>	<b>11,512</b>
Additions	2,813	3,035
Disposals	(1,925)	(1,873)
Transfers	-	119
Impairment losses (Note 27)	-	(1,837)
<b>Closing balance</b>	<b>11,844</b>	<b>10,956</b>
Less non-current portion	<b>(11,844)</b>	<b>(10,956)</b>
Current portion	-	-

For measurement purposes, financial investments are classified as available-for-sale financial assets (See Note 2.10).

During 2011 the Group agreed an exchange with Caja Castilla La Mancha Corporación, S.A. whereby the Group gives its share in "Synergy Industry and Technology, S.A." and receives shares representing 4.75% of Grupo T-Solar Glo-

bal, S.A. share capital as a consideration. This transaction impacted the Group's income statement, generating profits of 17,365 thousand euro (see Note 27).

For non-controlling interest investments in unlisted companies in which the Group does not have significant influence because these are residual investments in companies with no significant size within the Group, and given the impossibility of applying measurement methods to the investments, they are presented at acquisition cost, net of impairment disclosed in the financial information of the respective companies. This caption does not include investments in debt instruments.

Financial investments are all denominated in euro. Maximum exposure to credit risk at the reporting date is the carrying amount of the assets classified as financial investments.

Financial instrument balances under this caption are classified in Group 3 for the purpose of information sources used to determine its fair value in compliance with IFRS 7 (See Note 2.10).



# 11 Derivative financial instruments

Derivative financial instruments are analyzed below at 31 December 2012 and 2011:

	2012		2011	
	Assets	Liabilities	Assets	Liabilities
Interest rate swaps-cash flow Hedges	-	(216,520)	-	(191,308)
Interest rate swaps-held for Trading	1,372	-	1,147	-
Currency forward contracts-cash flow Hedges	2,582	(8,043)	6,209	7,451
Currency forward contracts- held for Trading	51	-	-	-
<b>Total</b>	<b>4,005</b>	<b>(224,563)</b>	<b>7,356</b>	<b>(198,759)</b>
Less non-current portion:				
Interest rate swaps –cash flow Hedges	-	(196,072)	-	(174,304)
Interest rate swaps –held for Trading	-	-	1,146	-
Currency forward contracts – cash flow hedges	12	(4)	9	(55)
Currency forward contracts – held for Trading	-	-	-	-
	<b>12</b>	<b>(196,076)</b>	<b>1,155</b>	<b>(174,359)</b>
Current portion	<b>3,993</b>	<b>(28,487)</b>	<b>6,201</b>	<b>(24,400)</b>

Derivatives held for trading are classified as current assets or liabilities. The total fair value of a hedging derivative is classified as a non-current asset or liability if the period to maturity of the hedged item is more than 12 months and as a current asset or liability if the period to maturity of the hedged item is less than 12 months.

The ineffective net portion of cash flow and fair value hedges recognized as revenue in the income statement totals 101 thousand euro (2011: 1,460 thousand euro) (see Note 27).

The maximum credit risk exposure at the reporting date is the fair value of the derivative financial instruments carried in the balance sheet.

Financial instrument balances under this caption are classified in Group 2 for the purpose of information sources used to determine its fair value in compliance with IFRS 7 (See Note 2.10).

## Foreign currency forward contracts

The notional principal of currency forward sale contracts, relating mainly to the sale of US dollars and purchase of euro (net of US dollars purchased against euro) outstanding at 31 December 2012 was 124,443 thousand USD (2011: 36,635 thousand USD).

It is expected that high likely future transactions hedged, denominated in foreign currency, take place on different dates, mainly within the next 12 months. Profit and loss recognized in the hedging reserve in equity with respect to foreign currency forwards at 31 December 2012 are recognized in the period or periods during which the hedged transaction affects the income statement. This normally takes place within 12 months of the balance sheet date unless the gain or loss had been included in the initial purchase value of fixed assets, in which case such recognition occurs during asset's life (between five and ten years).

Main currency forward contracts characteristics at 31 December 2012 are shown below:

<b>Project name or associate</b>	<b>Transaction</b>	<b>Currency (**)</b>	<b>Final maturity</b>	<b>Notional value (*)</b>
Forward Isolux Ingeniería	Sale	QAR	16/01/2013	(76,527)
Forward Isolux Ingeniería	Sale	USD	31/12/2015	(1,216)
Forward Isolux Ingeniería	Purchase	USD	31/05/2013	2,704
Forward Isolux Ingeniería	Sale	USD	04/01/2013	(35)
Forward Isolux Ingeniería	Purchase	USD	04/01/2013	29,571
Forward Isolux Ingeniería	Sale	USD	01/02/2013	(18,668)
Forward Isolux Ingeniería	Purchase	USD	30/07/2013	67,265
Forward Isolux Ingeniería	Sale	USD	28/06/2013	(9,321)
Forward Isolux Ingeniería	Purchase	USD	31/12/2013	46,136
Forward Isolux Ingeniería	Sale	MXN	10/01/2013	(9,837)
Forward Isolux Ingeniería	Sale	USD	31/01/2013	(362)
Forward Isolux Ingeniería	Purchase	USD	04/01/2013	(17,429)
Forward Isolux Ingeniería	Sale	USD	30/09/2014	(40,224)
Forward Isolux Ingeniería	Purchase	USD	06/05/2014	35,948
Forward Isolux Ingeniería/Tecna	Sale	USD	31/01/2013	(15,965)
Forward Isolux Ingeniería/Tecna	Purchase	USD	07/01/2013	11,182

(\*) Effective at 31 December 2012

(\*\*) USD: US Dollar; QAR: Qatari Riyal; MXN: Mexican Peso; BRL: Brazilian Real



Main currency forward contracts characteristics at 31 December 2011 are shown below:

Project name or associate	Transaction	Currency (**)	Final maturity	Notional value (*)
Forward Isolux Ingeniería	Purchase	CHF	25/01/2012	309
Forward Isolux Ingeniería	Sale	QAR	25/01/2012	(99,597)
Forward Isolux Ingeniería	Purchase	USD	31/05/2013	14,426
Forward Isolux Ingeniería	Sale	USD	31/12/2015	(10,317)
Forward Isolux Ingeniería	Sale	MXN	31/01/2012	(9,837)
Forward Isolux Ingeniería	Purchase	USD	31/08/2012	68,086
Forward Isolux Ingeniería	Sale	USD	31/01/2012	(27,672)
Forward Isolux Ingeniería	Purchase	USD	30/11/2012	118
Forward Isolux Ingeniería	Sale	USD	31/12/2012	(88)
Forward Isolux Ingeniería	Purchase	BRL	25/04/2012	23,581
Forward Isolux Ingeniería	Sale	BRL	25/10/2012	(10,461)
Forward Isolux Ingeniería	Sale	BRL	26/02/2013	(40,948)
Forward Isolux Ingeniería/Tecna	Purchase	USD	09/01/2012	5,805
Forward Isolux Ingeniería/Tecna	Sale	USD	31/01/2012	(6,016)
Forward Isolux Ingeniería/Tecna	Purchase	USD	30/08/2012	25,819
Forward Isolux Ingeniería/Tecna	Sale	USD	31/07/2012	(33,526)

(\*) Effective at 31 December 2011

(\*\*) USD: US Dollar; QAR: Qatari Riyal; MXN: Mexican Peso; BRL: Brazilian Real

Although all the contracts in force at 31 December 2012 and 2011 were obtained for hedging purposes, due to the Group's contracting and designation criteria applicable at the contract dates, some of the contracts did not qualify for hedge accounting under IFRS-EU.

Profits and losses recorded in the hedging reserve within the Equity (net of tax effect and external partners) resulting from cash flow hedge at 31 December 2012 amount to (4,412) thousand euro (2011: (852) thousand euro) and will be transferred to the income statement on an ongoing basis until the contract is settled. These hedge forwards did not generate settlements in the present or past year.

### Interest rate swaps

The notional principal of interest rate swaps outstanding at 31 December 2012 amounted to 1,528,256 thousand euro (2011: 1,752,546 thousand euro).

At 31 December 2012, fixed interest rates ranged between 1.80% and 5.09% (2011: 1.80% and 5.05%) for those operations in which interest rate is variable. The variable interest rate is the EURIBOR. In the case of the derivative linked to the TIE rate (variable rate used for two projects in Mexico), the contracted fixed interest rate 8.20% (2011: between 5.02% and 8.20%), whereas in operations with LIBOR (variable rate used for Wind Energy Texas companies) as the collected variable interest rate, fixed interest rates range between 1.91% and 1.96% (2011: 1.96% and 3.60%).

At 31 December 2012 profit and loss from interest rate swaps registered in equity through a hedging reserve (net of the tax effect and non-controlling interests) amounts to (44,683) thousand euro (2011: (59,889) thousand euro). They will be transferred to the income statement until bank loans are paid off. Settlement of these derivatives generated a loss of 24,660 thousand euro (2011: loss 20,897 thousand euro).

Set out below is an analysis of the main interest rate swaps in force at 31 December 2012:

Name	Contract date	Final maturity	Notional value (thousand)	Currency	Fixed interest rate (paid)	Variable interest rate
Grupo Isolux (ING)	11/09/2009	02/06/2013	50,000	Eur	2.66%	Euribor
Grupo Isolux (KBC)	28/04/2010	03/06/2013	50,000	Eur	1.97%	Euribor
Grupo Isolux (KBC)	22/06/2010	18/06/2013	85,000	Eur	1.80%	Euribor
Grupo Isolux	10/09/2010	29/06/2015	532,000	Eur	2.03%	Euribor
Grupo Isolux	28/06/2011	29/06/2014	41,650	Eur	2.20%	Euribor
Grupo Isolux	16/05/2011	16/05/2015	45,000	Eur	3.05%	Euribor
HIXAM I	05/02/2007	29/12/2022	60,391	Eur	4.36%	Euribor
HIXAM II	13/01/2010	23/12/2025	28,638	Eur	3.60%	Euribor
UTE ZONA 8A	19/05/2008	20/05/2024	6,665	Eur	4.82%	Euribor
INFINITA RENOVABLES	05/01/2010	30/12/2016	136,195	Eur	3.79%	Euribor
Infra Netherlands SALTILLO.MONTERREY (***)	30/05/2007	30/05/2025	1,849,776	Mxn	8.20%	TIIE (*)
Infra Netherlands PEROTE XALAPA	13/02/2008	14/02/2022	1,516,927	Mxn	8.20%	TIIE (*)
Infra Netherlands CONCESIONARIA A4	01/08/2008	16/06/2025	46,364	Eur	4.45%	Euribor
Infra Netherlands WIND ENERGY TEXAS	02/08/2011	31/03/2016	115,093	Usd	1.91%	Libor
Infra Netherlands WETT HOLDINGS	31/08/2011	31/03/2016	19,182	Usd	1.96%	Libor
BBVA's syndicated loan (**)	15/07/2008	31/12/2027	362,284	Eur	5.09%	Euribor
La Caixa's loan (**)	18/06/2009	18/06/2021	8,666	Eur	4.09%	Euribor
Santander's loan (**)	04/01/2009	04/12/2023	5,111	Eur	4.00%	Euribor
Banesto's syndicated loan (**)	31/12/2010	20/12/2023	25,211	Eur	3.69%	Euribor
Bankia's loan (**)	18/03/2010	23/04/2026	1,629	Eur	3.65%	Euribor
Raggio di Puglia's Loan (**)	25/01/2012	29/06/2029	11,935	Eur	2.73%	Euribor
Banco NCG's syndicated loan (**)	22/12/2008	31/12/2026	31,512	Eur	3.96%	Euribor

(\*) Mexican long-term reference interest rate

(\*\*) Corresponding to Grupo T- Solar Global

(\*\*\*) Cancelled in 2013



Set out below is an analysis of the main interest rate swaps in force at 31 December 2011:

Name	Contract date	Final maturity	Notional value (thousand)	Currency	Fixed interest rate (paid)	Variable interest rate
Grupo Isolux Corsán	11/09/2009	03/06/2013	50,000	Eur	2.66%	Euribor
Grupo Isolux Corsán	23/06/2009	23/06/2012	20,000	Eur	2.44%	Euribor
Grupo Isolux Corsán	24/02/2009	24/02/2012	20,000	Eur	2.47%	Euribor
Grupo Isolux Corsán	22/06/2009	18/06/2013	85,000	Eur	1.80%	Euribor
Grupo Isolux Corsán	10/09/2010	29/06/2015	532,000	Eur	2.02%	Euribor
Grupo Isolux Corsán	28/04/2010	03/06/2013	50,000	Eur	1.97%	Euribor
Grupo Isolux Corsán	16/05/2011	16/05/2015	45,000	Eur	3.05%	Euribor
Grupo Isolux Corsán	28/06/2011	28/06/2014	57,517	Eur	2.20%	Euribor
Cova da Serpe II loan	23/01/2012	21/07/2025	13,718	Eur	3.60%	Euribor
Infinita Renovables' loan	05/01/2010	30/12/2016	167,368	Eur	3.79%	Euribor
Hixam's loan	07/02/2007	29/12/2022	61,395	Eur	4.36%	Euribor
Concesionaria Saltillo Monterrey's loan	28/09/2007	30/05/2025	2,314,546	Mxn	8.20%	TIIIE (*)
Sociedad Concesionaria Autovía A-4's loan	01/08/2008	15/06/2025	57,592	Eur	5.05%	Euribor
Concesionaria Perote-Xalapa's loan	18/08/2011	14/12/2012	475,000	Mxn	5.02%	TIIIE(*)
Concesionaria Perote-Xalapa's loan	13/02/2008	14/01/2022	1,895,320	Mxn	8.20%	TIIIE(*)
HIXAM II's loan	13/01/2010	23/12/2025	29,735	Eur	3.60%	Euribor
Sociedad Concesionaria Zona 8-A's loan	25/02/2008	25/02/2024	7,140	Eur	4.79%	Euribor
Wind Energy Trans Texas Hold's loan	29/07/2011	31/03/2016	1,899	Usd	1.96%	Libor
Wind Energy Trans. Texas's loan	29/07/2011	31/03/2016	27,157	Usd	3.60%	Libor
Syndicated loan from NCG (**)	22/12/2008	31/12/2026	40,557	Eur	3.96%	Euribor
BBVA's syndicated loan (**)	15/07/2008	31/12/2027	462,724	Eur	5.09%	Euribor
La Caixa's loan (**)	18/06/2009	18/06/2021	11,098	Eur	4.09%	Euribor
Santander's loan (**)	04/01/2009	04/12/2023	6,572	Eur	4.00%	Euribor
Banesto's syndicated loan (**)	31/12/2010	20/12/2023	10,673	Eur	3.45%	Euribor
Bankia's loan (**)	18/03/2010	23/04/2026	2,090	Eur	3.65%	Euribor
Banesto's syndicated loan (**)	22/12/2010	20/12/2023	22,367	Eur	3.54%	Euribor

(\*) Mexican long-term reference interest rate

(\*\*) Corresponding to Grupo T- Solar Global

At 31 December 2012, the Group has interest rates swaps contracted with a number of financial institutions, the most significant being a swap contracted on 10 September 2010 that came into effect on 14 February 2011 and expires on 29 June 2015, hedging a rate of 2.025% for a debt of 532,000 thousand euro related to the long-term syndicated loans that were novated, increased and restructured on 29 June 2010 under a single contract for 552,000 thousand euro, superseding the loans with effect as from 14 February 2011.

On 28 June 2011, the Group contracted an interest rate swap with a number of financial institutions that came into effect on 5 July 2011 and expires on 28 June 2014, hedging an interest rate of 2.195% on a debt of 57,517 thousand euro.

In 2010 the interest rate swap hedging the loan of Infinita Renovables S.A. was renegotiated. The most significant terms of the new contract are the expiration date of 30 December 2016, the hedged notional amount of 167,368 thousand

euro (2011: 167,368 thousand euro) and the hedged interest rate of 3.79% (2011: 3.79%), payable six-monthly.

Furthermore, derivatives hedging the loans of 200 million euro and 305 million euro were replaced by the derivative hedging the notional amount of 532 million euro of the "Forward Start Facility" financing mentioned in Note 20.1.

### **Cross Currency SWAP**

The Brazilian company Viabahia Concessionaria de Rodovias S.A. reflects a "Cross Currency Swap" related to debt balances in US dollars (8,216 thousand euro), to convert the fixed interest rate to a variable interest rate, and to set the exchange rate between Brazilian real to US dollars at its maturity date (June, 2013).

### **Shares call and put**

An agreement was signed during October of 2011 whereby a loan granted by Corpfín Capital Advisors, S.A. and other funds to Grupo T-Solar Global, S.A. (GTSG), which was

convertible into GTSG shares, was cancelled. To cancel the loan, 10.8 million euro were paid in cash, along with shares of Grupo T-Solar Global equivalent to 11.66% of the capital of that Company.

Likewise, an agreement was signed between Grupo Isolux Corsán, S.A. and Corpfín Capital Advisors, S.A. and other funds, whereby GTSG shares received by these Companies are subject to a put option and call option by which the Group would have the obligation (under the put option) or on the contrary would have the right (under the call option) to acquire such shares under certain conditions (which defer between both options). The options are exercisable between April 30 and May 31, 2016 for the put option, even though there are situations related to liquidity events that could lead to an early exercise, and between 1 January 2014 and 28 February 2016 in the case of the call option, at an agreed price of 75.6 million euros (which can vary according to the date of exercise and other conditions).

These options have been valued at fair value at December 31, 2012 amounts to 5,995 thousand euro.



# 12 Trade and other receivables

Set out below is an analysis of trade and other receivables:

	31/12/2012	31/12/2011
<b>Non-current</b>		
Loans to companies consolidated under the Equity Method	6,642	28,096
Trade receivables for sales and services	25,078	39,586
Other receivables	104,726	57,077
	<b>136,446</b>	<b>124,759</b>
<b>Current</b>		
Trade receivables for sales and services	567,627	667,550
Trade receivables-Work completed pending certification	692,451	661,979
Less: Provision for impairment of receivables	(55,050)	(15,806)
Trade receivables – Net	1,205,028	1,313,723
Trade receivables from companies consolidated under the Equity Method	1,379	1,300
Loans to companies consolidated under the Equity Method	3,699	6,472
Sundry debtors	30,294	93,648
Public entities	199,183	210,965
In advance-payments to suppliers	292,510	154,275
Other receivables	240,935	106,548
	<b>1,973,028</b>	<b>1,886,931</b>

In addition to these accounts receivable, Note 8.1 includes receivables relating to electricity transmission line concessions classified as financial models and amounting to 944,357 thousand euro (2011: 741,169 thousand euro).

“Trade receivables for sales and services” includes 68,291 thousand euro (2011: 26,486 thousand euro) corresponding to short-term receivables under the financial asset model concession (see Note 8.1).

There is no significant effect on the fair values of trade and other receivables due to its recognition at amortized cost, since nominal values are deemed to approximate fair values.

At 31 December 2012, the sum of 148,207 thousand euro (2011: 197,412 thousand euro) has been deducted, relating to German method contract loans and other invoices assigned to third parties prior to maturity. These assets have been derecognized from the balance sheet since it is considered that they meet the requirements stipulated in IAS 39 regarding de-recognition of financial assets.

At 31 December 2012 “Trade receivables for sales and services” caption includes bills discounted at banks for a total of 95,601 thousand euro (2011: 79,720 thousand euro).

The Group has recognized a loss of 49,044 thousand euro due to the impairment of trade receivables during the fiscal year ended 31 December 2012 (2011: 5,599 thousand euro).

Movements in the provision for impairment of trade receivables are as follows:

	2012	2011
<b>Opening balance</b>	<b>15,806</b>	<b>15,178</b>
Appropriations	49,044	5,599
Applications	(9,801)	(4,970)
Transfers	1	(1)
<b>Closing balance</b>	<b>55,050</b>	<b>15,806</b>

The remaining accounts included in receivables contain no assets that are impaired.

The maximum exposure to credit risk at the reporting date is the fair value of each category of receivables referred to above. It is not Group policy to contract insurance for receivables hedging.

The balance of trade receivables for sales and services includes the following amounts denominated in currencies other than the euro:

	<b>2012</b>	<b>2011</b>
US Dollar	27,752	60,150
Qatar Riyal	15,390	14,750
Brazilian Real	35,521	40,698
Argentinean Peso	54,017	45,786
Mexican Peso	3,987	8,806
Algerian Dinar	3,588	8,615
Indian Rupee	18,187	9,651
Chilean Peso	6,807	-
Other Currencies	6,069	7,162
	<b>171,318</b>	<b>195,618</b>

Costs incurred and gains recognized (less recognized losses) on all contracts in force at the balance sheet date amounted to 5,415 million euro (2011: 3,977 million euro) and 301 million euro (2011: 270 million euro), respectively.

The current asset item "Other receivables" includes a receivable denominated in dollars (160,062 thousand euro) relating to payments pending receipt from the fund Infra-PSP Canada Inc as a result of the transaction described in Note 32 a). The long-term portion included in the item "Other receivables" totals 32,012 thousand euro.



# 13 Inventories

A breakdown of inventories is set out in the following table:

	31/12/2012	31/12/2011
Real Estate developments in progress	279,125	211,457
Raw materials and finished products	75,439	73,687
Capitalized project costs	50,166	72,581
	<b>404,730</b>	<b>357,725</b>

Set out below is a breakdown of property developments in progress by cycle:

	31/12/2012	31/12/2011
Real Estate developments in progress, short cycle	50,681	51,651
Real Estate developments in progress, long cycle	228,444	159,806
	<b>279,125</b>	<b>211,457</b>

At 31 December 2012 and 2011 there are no commitments to sell real estate developments in progress. In this respect, the Group has received advance payments amounting to 16 thousand euro (2011: 16 thousand euro) which are reflected on the liabilities side of the consolidated balance sheet in the item "Advanced receivables".

During 2012, capitalized interest amounted to 583 thousand euro (2011: 679 thousand euro), relating to interest accrued during the construction of developments and arising on direct financing received to build the properties.

Assets were received through dation in payment during 2012 in the amount of 2,318 thousand euro (2011: no assets were received).

At 31 December 2012 real estate development guarantying funding received amounts to 63,655 thousand euro (2011: 39,422 thousand euro).

During 2012, an impairment loss of 9,717 thousand euro on real estate was recorded based on the market value of the properties stated in independent expert reports (2011: 4,785 thousand euro).

# 14 Cash and cash equivalents and Financial assets at fair value through profit or loss

## 14.1 Cash and cash equivalents

Set out below is a breakdown of cash and cash equivalents:

	31/12/2012	31/12/2011
Cash at bank and in hand	443,530	492,156
Short-term bank deposits and other	118,317	182,210
	<b>561,847</b>	<b>674,366</b>

This caption includes cash (cash in hand and demand deposits in banks) and cash equivalents (i.e., short-term highly liquid investments easily convertible into specific cash amounts within a maximum of three months, or with no restriction and no availability penalty if higher, and whose value is not subject to significant change risks).

Of the total figure for cash and cash equivalents, temporary joint ventures contributed 58,570 thousand euro (2011: 111,026 thousand euro) and joint ventures contributed 245,742 thousand euro (2011: 23,057 thousand euro).

Cash and cash equivalents include balances in currencies other than euro totalling 326,889 thousand euro (2011: 395,805 thousand euro).

For the purposes of the cash flow statement, the treasury balance includes the balance in the caption cash and cash equivalents.

At 2012 year end, 7,200 thousand euro (2011: 7,200 thousand euro) are recognized under "Cash at bank and in hand", whose availability is restricted to the requirements of the loan received as funding for Hiram II project.

There are balances which are recorded under the caption "Cash at bank and in hand" that are to hedge the service of the debt, which amounts to 3,696 thousand euro (2011: 5,727 thousand euro).

During 2012, the main transactions that did not generate cash flows are as follows:

- Isolux Infrastructure Netherlands' business combination (see Note 32)
- Las Cabezadas de Aranjuez's business combination (see Note 32).

During the year 2011, the main transactions that did not generate cash flows are the following:

- Capitalization of part of the concession awarded for the toll road in India (Varanasi), amounting to 106,671 thousand euro (See Note 8.1).

- Capitalization of part of the concession awarded for the toll road in Brazil (Viabahia), amounting to 244,652 thousand euro (See Note 8.1).

- Synergy Industry and Technology, S.A. shares exchange for shares of Grupo T-Solar Global through an assets disposal of 1,873 thousand euro and an assets addition of 19,238 thousand euro (See Note 10)

## 14.2 Financial assets at fair value through profit or loss

Set out below is a breakdown of financial assets at fair value through profit or loss:

	31/12/2012	31/12/2011
Short-term bank deposits and others	1,484	14,447
	<b>1,484</b>	<b>14,447</b>

In 2011, this caption mainly includes listed financial entities' shares, which are considered as immediately available since they are listed in a continuous and regulated market. The shares included in the balance at 31 December 2012 are impaired in the amount of 1,837 thousand euro.



## 15 Discontinuing operations

During 2012 the Group classified the photovoltaic solar panel manufacturing business as a discontinued operation due to the decision to discontinue these activities for the reasons explained below, bearing in mind that the provisions of IFRS 5 are fulfilled.

Although a number of steps were taken to continue with this business, it was discontinued by the Group during 2012 due to the following circumstances:

- Regulatory uncertainty: continual regulatory changes faced in recent years by special regime photovoltaic solar energy producers that have affected the Group as a supplier of solar panels. Moreover, this legal uncertainty has generated major concerns among potential investors in this sector, preventing agreements in negotiations undertaken.

- Growing international competition: competitors have entered the market, particularly in countries such as China, with costs that are considerably lower than European costs, entailing fierce competition for European operations, including the Group. This is demonstrated by the fact that the European Commission is investigating suspicions that Chinese solar panel manufacturers sell their products well below cost, so as to define customs measures that could be adopted in this respect.

In order to comply with IFRS 5, the Group presents the information on this business activity on a separate line in the income statement, together with comparative figures for 2011.

Set out below is a breakdown of the income statement for 2012 and 2011:

	2012	2011
<b>Total operating income</b>	<b>31,776</b>	<b>33,644</b>
<b>Total operating expenses</b>	<b>(151,960)</b>	<b>(38,624)</b>
Depreciation, amortization and impairment losses	(115,819)	(4,073)
Other operating expenses	(36,141)	(34,551)
<b>Operating profit/(loss)</b>	<b>(120,184)</b>	<b>(4,980)</b>
Financial costs	(2,360)	(1,914)
Financial income	-	(36)
<b>Net financial results</b>	<b>(2,360)</b>	<b>(1,950)</b>
<b>Profit before tax</b>	<b>(122,544)</b>	<b>(6,930)</b>
Income tax	10,723	1,904
<b>Profit for the year from discontinuing operation net income tax</b>	<b>(111,821)</b>	<b>(5,026)</b>
<b>Profit for the year</b>		
Attributable to:		
Owners of the parent	(58,998)	(2,958)
Non-controlling interest	(52,823)	(2,068)
	<b>(111,821)</b>	<b>(5,026)</b>

The line “Depreciation, amortization and impairment losses” reflects the impairment charged on the plant in which this activity was performed. Impairment has been measured based on the market value obtained by independent experts in a dormant business situation.

At the preparation date of the accounts, Group management is studying options for the future of this business line and related assets.

Cash flows generated by this business unit in 2012 and 2011 are analysed below:

	<b>2012</b>	<b>2011</b>
Cash flows from operating activities	6,326	8,342
Cash flows from investing activities	(283)	571
Cash flows from Financing activities	(4,453)	(4,460)
Exchange difference effect	(473)	
<b>Net change in cash and cash equivalents</b>	<b>1,117</b>	<b>4,453</b>



# 16 Share capital, share premium and legal reserve

## a) Share capital

The parent company's share capital consists of 90,085,006 ordinary bearer shares (2011: 87,316,199 shares) with a par value of 0.20 euro each (2011: 0.20 euro). The shares are fully paid up in a total amount of 18,017 thousand euro (2011: 17,463 thousand euro). There are no restrictions on the transfer of the shares.

The following companies hold interests in the parent company's share capital:

	2012		2011	
	No. of shares	% Interest	No. of shares	% Interest
Construction Investment Sarl	46,864,562	52.02%	46,864,562	53.67%
Inversiones Corporativas S.A. (*)	10,573,339	11.74%	10,573,339	12.11%
Grupo Corporativo Empresarial de la Caja de Ahorros y Monte de Piedad de Navarra, S.A.U.	5,334,367	5.92%	5,334,367	6.11%
CCAN 2005 Inversiones Societarias, S.C.R.	1,535,266	1.70%	-	-
Corporación Empresarial Cajasol, S.A.U.	14,572,815	16.18%	13,629,406	15.61%
Cartera Perseidas, S.L.	9,021,752	10.01%	8,731,620	10.00%
Charanne B.V.	2,182,905	2.42%	2,182,905	2.50%
<b>Total</b>	<b>90,085,006</b>	<b>100.00%</b>	<b>87,316,199</b>	<b>100.00%</b>

(\*) Antique CCM Corporación

On 27 December, 2012, the Board of Directors of the Group, approved a capital increase amounting to 554 thousand euros through the issue of 2,768,807 new shares with a nominal value of 0.20 euro. This capital increase was performed with a share premium amounting to 57,824 thousand euro. This capital increase was fully subscribed and paid by the contribution in kind of shares of Grupo T-Solar Global S.A.

## b) Share premium account

This reserve is unrestricted and stands at 526,237 thousand euro (2011: 468,413 thousand euro).

## c) Legal reserve and other unavailable reserves

Appropriations to the legal reserve are made in compliance with Article 274 of the Spanish Capital Companies Act, which stipulates that 10% of the profits for each year must be transferred to this reserve until it represents at least 20% of share capital. At 31 December 2012 and 2011 this reserve amounts to 3,493 thousand euro was fully incorporated. As a result of the capital increase described above, in coming periods a part of the profit must be taken to this reserve.

The legal reserve is not available for distribution. If it is used to offset losses in the event of no other reserves being available, it must be replenished out of future profits.

In addition, this reserve includes the reserve resulting from the application in the parent company of Article 273.4 of the Spanish Capital Companies Act 2010: "In any event, a restricted reserve equivalent to the goodwill appearing on the asset side of the balance sheet must be allocated and a portion of profits representing at least 5% of that goodwill must be allocated to this reserve. If there were no profits or profits were insufficient, freely available reserves should be used". This reserve amounts to 9,428 thousand euro at 31 December 2012 (2011: 7,071 thousand euro).

# 17 Cumulative translation differences

A breakdown by company/subgroup of cumulative translation differences is set out below:

<b>Company or subgroup</b>	<b>2012</b>	<b>2011</b>
Isolux de México S.A. de CV	(457)	(2,131)
Grupo Isolux Energía y Participaciones Ltda. (*)	-	(13,495)
Carreteras Centrales Argentina, S.A.	1,096	-
Constructora Autopista Perote Xalapa, S.A. de C.V.	(180)	-
Isolux Corsán Argelia, S.A.	(1,084)	-
Isolux Corsán Energías Renovables, S.A.	(2,298)	-
Isolux Proyectos e Instalaciones, Ltda.	(25,368)	502
Powertec Proyectos y Obras, Ltda.	880	737
Isolux Corsán do Brasil, S.A.	4,030	1,070
Isolux Corsán Polonia, Sp Zoo	(218)	(304)
Concesionaria Autopista Saltillo-Monterrey, S.A. de C.V.(*)	-	(2,439)
Tecna Estudios y Proyectos de Ingeniería, S.A. y Sociedades dependientes	(2,894)	(3,043)
Líneas Mesopotámicas Argentinas, S.A.	(53)	(30)
Concesionaria Autopista Perote-Xalapa, S.A.(*)	-	(6,409)
Azul de Cortes, S.A. de C.V.	5,481	4,282
Soma-Isolux NH One Tollway Pvt Ltda.	-	(3,258)
Soma-Isolux Surat Hazira Tollway Pvt Ltd.	-	(637)
Soma-Isolux Kishangarh - Ajmer - Beawar Tollway Pvt. Ltd.	-	(747)
Isolux Corsán Argentina, S.A.	(907)	(77)
Agua Limpia Paulista, S.A.	90	967
Viabahía Concesionaria de Rodovias, S.A. (*)	-	(95)
Corsán Corvián Construcción, S.A. - Sucursales	(11,147)	(1,274)
Isolux Ingeniería, S.A.- Sucursales	(12,028)	(8,066)
Iccenlux, Corp. (*)	-	1,322
Isolux Mozambique LDA.	1,530	1,543
Isolux Corsán Concesiones Chipre (*)	-	3,747
Isolux Infrastructure Netherland, B.V. y Sociedades dependientes	(34,699)	-
Other	(1,306)	(2,427)
<b>Total</b>	<b>(79,532)</b>	<b>(30,262)</b>

(\*) In 2012 these companies joined the Isolux Infrastructure and Subsidiaries Group.



# 18 Retained earnings and non-controlling interest

The proposal for the distribution of the parent company's 2012 results that will be submitted to the Annual General Meeting and the approved (on 30 June 2012) 2011 distribution are set out below:

Available for distribution	Thousand euro	
	2012	2011
Profit for the year	(91,702)	13,669
<b>Distribution</b>		
Voluntary reserves	(81,546)	1,312
Prior-year losses	(12,513)	-
Reserve for unavailable goodwill (Spanish Capital Companies Act 2010, article 273.4)	2,357	2,357
Dividends	-	10,000
	<b>(91,702)</b>	<b>13,669</b>

Movements in non-controlling interests during 2012 are set out below:

	Opening balance	Share of profit/losses	Dividends	Change in shareholding and others	Closing balance
Grupo Tecna	7,520	(1,545)	-	835	6,810
Grupo Isolux Corsan Concesiones	-	-	-	37,000	37,000
Interisolux Torrejón Viv. Joven, S.L.	12	-	-	-	12
Julitex, S.L.	(233)	(51)	-	(10)	(294)
Interisolux Alcorcón Viv. Joven, S.L.	427	19	-	3	449
Agua Limpia Paulista, S.A.	1,893	1,069	-	(345)	2,617
Viabahía Concesionaria de Rodovías, S.A.	21,198	4,108	(675)	8,558	33,189
Infinita Renovables	(4,837)	(12,898)	-	(1,961)	(19,696)
Grupo T-Solar Global, S.A.	233,263	(51,185)	-	(125,250)	56,828
Mainpuri Power Transmission PL.	336	(18)	-	5,334	5,652
Soma-Isolux NH One Tollway Pvt. Ltda.	35,036	(3,414)	-	(2,392)	29,230
South East U.P. Power Transmission company limited	-	(561)	-	8,471	7,910
Sociedad Concesionaria Auto. A4, S.A.	(1,297)	572	(1,043)	3,970	2,203
<b>Total</b>	<b>293,318</b>	<b>(63,904)</b>	<b>(1,718)</b>	<b>(65,787)</b>	<b>161,910</b>

Movements during 2012 relate mainly to the increase of 37,000 thousand euro in non-controlling shareholdings owned by Grupo Isolux Corsan Concesiones, S.A. as a result of the changes and loss of control explained in Note 32 in connection with the PSP transaction. There was also a re-

duction of approximately 125 million euro in non-controlling shareholdings owned by Grupo T-Solar Global, S.A. due mainly to the loss of control in Isolux Infrastructure Netherlands and Subsidiaries (see Note 32).

Movements in non-controlling interests during 2011 are set out below:

	Opening balance	Share of profit/losses	Dividends	Change in shareholding and others	Closing balance
Grupo Tecna	9.825	(2.424)	-	119	7.520
Interisolux Torrejón Viv. Joven, S.L.	12	-	-	-	12
Julitex, S.L.	(97)	(134)	-	(2)	(233)
Interisolux Alcorcón Viv. Joven, S.L.	300	(52)	-	179	427
Agua Limpia Paulista, S.A.	240	961	-	692	1,893
Viabahía Concessionaria de Rodovías, S.A.	20,883	2,029	-	(1,714)	21,198
Grupo Infinita Renovables	527	(5,736)	-	372	(4,837)
Grupo T-Solar Global, S.A.	-	(12,146)	-	245,409	233,263
Mainpuri Power Transmission PL.	-	(2)	-	338	336
Soma-Isolux NH One Tollway Pvt. Ltda.	42,985	(2,041)	-	(5,908)	35,036
Sociedad Concesionaria Auto. A4, S.A.	53	952	-	(2,302)	(1,297)
<b>Total</b>	<b>74,728</b>	<b>(18,593)</b>	<b>-</b>	<b>237,183</b>	<b>293,318</b>

The main movements recorded during the year were the Grupo T-Solar Global S.A. non-controlling interests' increase which amounts to 245,409 thousand euro. This movement is the result of the shareholding changes and the Group's control takeover which is described in Note 32 and to Group operations that took place after the control takeover (including a monetary contribution of 129 million euro due to the entrance of new partners in Grupo T-Solar Global, S.A. business).



# 19 Trade and other payables

Set out below is a breakdown of trade and other payables at 31 December 2012 and 2011:

	31/12/2012	31/12/2011
<b>Non-current</b>		
Long-term tax payables	82,610	59,823
Deferred income-Official grants	24,779	25,496
Other payables	370,736	333,578
<b>Total</b>	<b>478,125</b>	<b>418,897</b>
<b>Current</b>		
Trade payables	1,170,364	1,039,698
Bills payables	443,398	571,448
Interim Billings	116,364	176,059
Advances received on contracted work	338,647	151,063
Social security and other taxes	116,456	124,301
Other payables	143,951	240,495
<b>Total</b>	<b>2,329,180</b>	<b>2,303,064</b>

Long term tax payables correspond to deferred sales tax on the concessions lines in Brazil.

At 31 December 2012, other payables include costs to be incurred in the amount of 66,512 thousand euro (2011: 106,671 thousand euro) related to the intangible asset of the toll road administrative concession in India (Varanasi).

At 31 December 2012, payables include costs to be incurred in the amount of 128,518 thousands euro (2011: 244,652 thousand euro), related to the intangible asset of the toll road administrative concession of Viabahia Concessionaria de Rodovias S.A. (Brazil).

Additionally, on 18 March 2011, the Group has signed an agreement with Morgan Stanley Infrastructure Partner (MSIP), an infrastructure fund, becoming MSIP a strategic partner in the development of the Group in the Indian Infrastructure Concession business area.

The funding provided by MSIP strengthens the financial position of the Group in the Indian Concession infrastructure area, favouring the subgroups to obtain new projects.

Through this partnership MSIP committed to contribute to the holding company (ICC Sandpiper, B.V.) that owns the interests in three toll road concession joint ventures (Kishangarh, Surat and Varanasi) an amount approximately between 106,700 thousand USD (80,847 thousand euro at year ended exchange rate) and 258,500 thousand USD

(195,865 thousand euro at year ended exchange rate) over the next five years depending on the number of concession of infrastructure projects obtained by the subgroup in India and will receive in exchange preferred shares which are convertible into ordinary shares of such holding company. The preferred shares are convertible to ordinary shares after an initial period of 5 years (or before in case of other certain specified events such as a breach of contract obligations and exit events as an IPO, a change of control, etc.).

The Group will have the majority in the Board of Directors of ICC Sandpiper although will require authorization from MSIP for certain key strategic and financing decisions. Therefore, the Company consolidated ICC Sandpiper subgroup on a proportional consolidation basis as joint venture.

As of December 31, 2012 MSIP has provided several contributions to ICC Sandpiper to make capital contributions to the concession joint ventures that amounted to 35,838 thousand euro (classified under Non-current other payables), which provides MSIP through preferred convertible shares with approximately 23% of the voting rights of ICC Sandpiper and approximately 55% of economic ownership.

Regarding non-current position, deferred income mainly corresponds to grants received for the acquisition of fixed assets assigned to projects.

Nominal values are deemed to approximate fair values.

Non-current other payables includes a convertible facility agreement obtained as part of the transaction with Public Sector Pension Investment Board (PSP), as described in Note 32; Isolux Infrastructure Netherlands, B.V. obtained two convertible facility agreements.

Firstly, a mandatory convertible facility agreement through which PSP makes available to the parent company a term loan facility of an amount of 313 million USD. This amount is fully disposed as of December 31, 2012, and will mature on 30 June 2017, unless it is previously converted into shares. The conversion shall be made, provided that certain specified events do not occur (such as, the investment agreement termination before 31 December 2016, early repayment, a default or relevant event, no obtaining of regulatory approvals).

The conversion will be made at contractually established ratios, which depends on specific variables as the net operating income and if new projects has been developed. The loan bears an annual interest rate of 12.5%, which will be paid every six months. As of December 31, 2012 the loan, measured at amortized cost, amounts to 196,561 thousand euro, including outstanding interest payments amounting to 11,674 thousand euro.

Secondly, a mandatory convertible facility agreement through which Grupo Isolux Corsan Concesiones, S.L. make available to the parent company a term loan facility of an amount of 47,575 thousand euro. No amount has been disposed as of December 31, 2012, as it will be disposed once the above mentioned PSP loan has been fully disbursed. This loan will mature on 30 June 2017, unless it is previously converted into shares. Conversion will take place subject to the partial early repayment of the loan referred to in the "Conversion Agreement" and on the condition that certain events do not occur (such as the termination of the investment agreement before 31 December 2016, early redemption, forced rescission of the agreement or other relevant event, or rejection by the regulator).

The conversion will be made at contractually established ratios, which depends on specific variables as the net operating income and if new projects has been developed. The loan bears an annual interest rate of 12.5%, which will be paid every six months.

**Information on deferred payments to suppliers.  
Third additional provision of the "Duty of information disclosure" Spanish Law 15/2010, of 5 July**

In line the resolution of December 29, 2010, of the Spanish Accounting and Auditing Institute (ICAC), on the duty of information to be disclosed in the report on the annual accounts in connection with the deferred of payments to suppliers in bu-

siness operations, companies must publish explicit information on payment terms to their suppliers in the notes on their annual accounts of companies based in Spain that prepare stand-alone and consolidated annual accounts.

In accordance with the transitional regime provided for in Law 15/2010, the deferral period allowed is between 90 and 75 days in the case of supplier and subcontractor work contracts and other business-related debts. These terms are applicable to contracts signed after July 7, 2010.

The duty of disclosure refers only to the accounts payable to suppliers and trade payables included under "Current liabilities" in the Consolidated Statement of Financial Position for accounts payable to providers of goods and services. Thus creditors or suppliers that do not meet this condition, such as suppliers of fixed assets or creditors through leasing, are outside the scope of this law.

The Group generally applies the payment management system the confirming through financial entities under the terms of contracts with their suppliers and/or subcontractors. The Group recognizes and pays suppliers financial expenses implicit in these agreements reached with the Group.

Bearing the above in mind, at December 31, 2012 and 2011, the outstanding balances of payment to suppliers to which this law applies does not exceed in significant amounts the stipulated legal period for cumulative deferrals.

In addition, during fiscal year 2012, payments to suppliers of group companies to which this law applies exceeding the prescribed limits has been approximately 143 million euro (2011:61 million euro) which is 22% (2011: 7%) of the total payments, exceeding in 166 days (2011: 72 days) of the legal deadline.

<b>Payments made and pending payments at year ended</b>		
<b>2012</b>		
	<b>Thousand euro</b>	<b>%</b>
Payments within the maximum legal limit	498,337	77.7%
Rest	143,292	22.3%
<b>Total year payments</b>	<b>641,629</b>	
<b>Balance pending payment at close of year exceeding the legal limit</b>	<b>20,022</b>	
<b>Average weighted delay in payments (days)</b>	<b>166</b>	



## 20 Borrowings

At 31 December 2012 and 2011, borrowings are as indicated below:

	31/12/2012	31/12/2011
<b>Non-current</b>		
Real estate development	17,841	18,729
Other mortgage loans	42,096	53,992
Syndicated loans	547,531	654,191
Credit lines	1,852	79,015
Other borrowings	249,888	123,280
Finance lease liabilities	2,969	723
	<b>862,177</b>	<b>929,930</b>
<b>Current</b>		
Advanced credit debts	92,148	79,964
Syndicated loans	111,252	22,951
Mortgage loans	8,748	8,558
Credit lines	225,362	306,529
Finance lease liabilities	673	882
Other loans	146,625	30,174
	<b>584,808</b>	<b>449,058</b>
<b>Total borrowings</b>	<b>1,446,985</b>	<b>1,378,988</b>

Borrowings relating to Real Estate developments and finance lease liabilities are secured by the financed assets. Other mortgage loans are secured by the non-current assets stated in Note 6.

Virtually all borrowings bear interest at Euribor rates and contracted rates are reviewed after periods which do not generally exceed six months. The fair values of current and non-current borrowings therefore approximate their carrying amounts.

The company has multiple credit lines that are generally classified as short-term since its maturity is used to be on an annual basis. Nevertheless, these lines reflect renewal clauses.

At 31 December 2012 and 2011, non-current borrowings mature as indicated below:

Item	2012			2011		
	Between 1 and 5 years	More than 5 years	Total	Between 1 and 5 years	More than 5 years	Total
Real estate development	905	16,936	17,841	881	17,848	18,729
Other borrowings	199,436	50,452	249,888	107,596	15,684	123,280
Syndicated loans	547,531	-	547,531	654,191	-	654,191
Credit lines	1,810	42	1,852	75,253	3,762	79,015
Other mortgage loans	22,351	19,745	42,096	18,820	35,172	53,992
Finance lease liabilities	1,041	1,928	2,969	599	124	723
<b>Total</b>	<b>773,074</b>	<b>89,103</b>	<b>862,177</b>	<b>857,340</b>	<b>72,590</b>	<b>929,930</b>

Finance lease liabilities are discounted to their present value, Future financial charges on finance leases total 482 thousand euro (2011: 49 thousand euro).

### 20.1) Syndicated loans

On 14 February 2007, the Group signed an agreement to obtain a credit line of 200,000 thousand euro.

On 26 March 2008, the Group entered into an agreement for a credit line amounting to 305,000 thousand euro, the main aim of which was the funding of the Group's operations.

On 29 June 2010, the Group arranged a long-term syndicated loan under the "Forward Start Facility" mode which cancels the above mentioned agreements, as well as other credit lines and loans amounting to 72,000 thousand euro (arranged on 14 February 2011). The initial amount granted under this operation is 532,000 thousand euro (which may be increased to 700,000 thousand euro by other financial institutions joining in) and is structured in Tranche A (345,800 thousand euro) and Tranche B (revolving credit by 186,200 thousand euro, for the Group's general treasury financing needs). At 31 December 2010 the syndicated loan has been increased to 552,000 thousand euro (352,300 thousand euro in Tranche A and 189,700 thousand euro in Tranche B), being the book balance of the consolidated loans on 31 December 2012 of 533,851 thousand euro (2011: 533,851 thousand euro). Disposed balances accrue interest at Euribor plus a variable spread of between 2.25% and 3% depending on certain ratios.

Moreover, the loan must comply with the usual ratios required for this kind of operations. At 31 December 2012 Management understands no covenant under this agreement has been breached.

Maturities per year for such loans are shown below:

<b>Maturity</b>	<b>Amount (thousand euro)</b>
29/06/2013	44,168
29/12/2013	55,183
29/06/2014	66,215
29/12/2014	99,368
29/06/2015	276,015
	<b>540,949</b>

On 17 June 2010, the Group arranged a 85,000 thousand euro credit line with Natixis, ICO and KBC, structured in Tran-

che A (70,000 thousand euro to infrastructure concession project finance in India) and Tranche B (15,000 thousand euro to Group's project finance). At 31 December 2012 the outstanding payment amounts to 85,000 thousand euro. The loan accrues interest of Euribor plus a 3% annual spread and cancelation is through a single payment on 29 June 2015 (with potential advanced amortization on 29 June 2013 and 29 June 2015 in the event of agreement between financial entities and the Group). Additionally, as usual for this kind of operations, the loan is subject to certain ratios compliance. At 31 December 2012 Management understands no covenant under this agreement has been breached.

On 28 June 2011, the Group signed a 59,500 thousand euro loan agreement with EBN Banco de Negocios, S.A., Caja de España de Inversiones Salamanca y Soria, CAMP, Monte de Piedad y Caja de Ahorros de Ronda, Cádiz, Almería Málaga, Antequera y Jaén(Unicaja), Banque Marocaine du Commerce Extérieur International, S.A.U., Banco do Brasil, Suc. España, Bankia, S.A.U., Caja de Ahorros y Monte Piedad de Navarra, Commerzbank Aktiengesellschaft, Suc. España, Caja General de Ahorros de Granada, Banco de la Nación Argentina, Suc. España and Caixa D'Estalvis del Penedes, to finance the Group's Projects. At 31 December 2012 the outstanding payment amounts to 40,997 thousand euro. The loan accrues interest at Euribor plus a 3.5% annual spread.

Maturities per year for such loans are shown below:

<b>Maturity</b>	<b>Amount (thousand euro)</b>
28/06/2013	5,950
28/12/2013	5,950
28/06/2014	29,750
	<b>41,650</b>

Additionally, as is usual for this kind of operation, the loan is subject to compliance with certain ratios. At 31 December 2012 Management understands no covenant under this agreement has been breached.

### 20.2) Other borrowings

The following debts are included under this caption:

At 2 June 2008, the Company entered into an agreement for a credit line amounting to 100,000 thousand euro with Instituto de Crédito Oficial (ICO), the main aim of which is the funding of the infrastructure concession operations in Mexico carried out by the Group. At the year end, the pen-



ding payment balance amounts to 100,000 thousand euro (2011: 100,000 thousand euro). This facility bears interest at Euribor plus 3 % a year, in periods of 1, 3 or 6 months at the borrower's request. The loan must comply with the usual ratios required for this kind of operations. At 31 December 2012 Management understands no covenant under this agreement has been breached. Additionally, the Group has obtained a number of ICO loans totalling 49,825 thousand euro through the bank Bankia, maturing in 2013.

On 5 May 2011, the Group signed a 45,000 thousand euro credit agreement with Bank of America, National Association, Spanish branch; the main aim is to finance the Group's operations. At 31 December 2012 the outstanding payment amounts to 45,000 thousand euro (2011: 45,000 thousand euro). The credit accrued interest at Euribor plus a 2% annual spread, in periods of 1, 3 or 6 months. The credit must comply with the usual ratios required for this kind of operations. At 31 December 2012 Management understands that no covenant under this agreement has been breached. The maturity date of the credit is the 2 May of 2013, subjected to annual bank unilateral renewals to a maximum of 4 years.

On 15 February 2012, the Group entered into a new agreement with Corporación Andina de Fomento to ob-

tain a loan having a nominal value of 50,000 thousand US Dollar (37,885 thousand euro at the year-end exchange rate), the main purpose being to finance Group activities; at the year end, the outstanding balance payable is 37,885 thousand euro. The loan bears interest at the six-monthly Libor rate plus 5.5% per annum, in six-month periods. This loan is subject to the fulfilment of covenants, as is common practice in this type of financing. Management considers that the covenants were fulfilled at 31 December 2012. The final maturity date of this loan is 13 February 2022 and half-yearly payments will commence as from 13 February 2014.

### 20.3) Credit lines

The Company has contracted numerous credit lines that are generally recognised as short-term balances since maturities are usually annual, although the agreements include automatic renewal clauses. Amounts due after one year are classified as non-current balances.

### 20.4) Other information

The carrying amount of the Group's borrowings is denominated in the following currencies:

	2012	2011
<b>Non-current</b>		
Euro	798,991	898,740
Other currencies	63,186	31,190
	<b>862,177</b>	<b>929,930</b>
<b>Current</b>		
Euro	503,672	336,846
Other currencies	81,136	112,212
	<b>584,808</b>	<b>449,058</b>
<b>Total borrowings</b>	<b>1,446,985</b>	<b>1,378,988</b>

The Group has the following unused credit lines:

	2012	2011
<b>Variable interest rate:</b>		
- Maturing in less than one year	69,012	115,227
- Maturing in more than one year	854	22,589
	<b>69,866</b>	<b>137,816</b>

# 21

## Deferred income tax

The gross movement in deferred income tax is shown below:

	Deferred tax assets		Deferred tax liabilities	
	2012	2011	2012	2011
<b>1 January</b>	<b>232,618</b>	<b>115,886</b>	<b>142,879</b>	<b>66,752</b>
Charge to income statement (Note 28)	143,261	39,353	67,037	25,008
Tax charged to equity	3,666	27,637	(885)	(81)
Business combinations (Note 32)	(23,763)	49,742	(9,996)	51,200
<b>31 December</b>	<b>355,782</b>	<b>232,618</b>	<b>199,035</b>	<b>142,879</b>

Deferred tax assets at each year end are as follow:

	2012	2011
Tax losses	99,457	98,898
Tax credits pending application	36,152	23,441
Temporary differences	220,173	110,279
	<b>355,782</b>	<b>232,618</b>

Movements during 2012 and 2011 in deferred tax assets and liabilities are as follows:

Deferred tax liabilities	Reversals	Appropriations	Other movements	Total
<b>At 1 January 2011</b>				<b>66,752</b>
Charged to income statement	(17,041)	36,967	5,082	25,008
Charged to equity	(81)	-	-	(81)
Business combinations and other operations (Note 32)	-	51,200		51,200
<b>At 31 December 2011</b>				<b>142,879</b>
Charged to income statement	(54,909)	125,088	(3,143)	67,037
Charged to equity	(885)	-	-	(885)
Business combinations (Note 32)	-	-	(9,996)	(9,996)
<b>At 31 December 2012</b>				<b>199,035</b>

Deferred tax assets	Reversals	Appropriations	Other movements	Total
<b>At 1 January 2011</b>				<b>115,886</b>
Charged to income statement	(62,230)	97,486	4,097	39,353
Charged to equity	-	27,637	-	27,637
Business combinations (Note 32)	-	49,742	-	49,742
<b>At 31 December 2011</b>				<b>232,618</b>
Charged to income statement	(28,790)	177,120	(5,069)	143,261
Charged to equity	-	3,666	-	3,666
Business combinations (Note 32)	-	-	(23,763)	(23,763)
<b>At 31 December 2012</b>				<b>355,782</b>



During 2011 some of the Spanish companies left the consolidation scope of the fiscal consolidation Group whose dominant company is Grupo Isolux Corsán S,A. Deferred tax assets have been discharged applying a prudent approach after making a recoverability analysis under these circumstances. In this respect, during 2011, 26,583 thousand euro of deferred tax assets were reversed, which corresponds to fiscal deductions pending application. The disposal has generated expenses of the same amount, which are recorded in the consolidated income statement (see Note 28).

The Group deferred assets including deductions generated, on the basis of the Consolidated Text of the Corporate Income Tax Act, approved by the Royal Legislative Decree 4/2004, of 5 March, as defined in article 39,3 and as defined

in the tenth additional provision on income tax, registering during 2008 a deduction for the percentage set by the existing law in 2008 on investments in new property, plant and equipment intended to benefit renewable energy sources, consisting of solar energy plants and equipment that produce heat or electricity. The deadline for these deductions is 10 years. In the case of new entities, the application of the deductions could be deferred until the first year within the prescription period (four years), if they generate profits. Deductions are subjected to the maintenance of the long term investments (5 years minimum from the addition of the asset that generated it).

Deferred tax assets / (liabilities) charged to equity during the year are as follows:

	2012	2011
Fair value reserves in equity:		
Reserve for hedging transactions	4,551	27,718
	<b>4,551</b>	<b>27,718</b>

Deferred tax assets and liabilities arising from temporary differences are analyzed below:

	2012	2011
<b>Deferred tax assets</b>		
Arising from provisions,	21,561	6,865
Arising from non-current assets	67,497	36,560
Arising from financial derivatives measurement	68,699	59,965
Arising from deductible financial expense (Royal Decree-Law 12/2012)	32,577	-
Arising from other items	29,839	6,889
<b>Total</b>	<b>220,173</b>	<b>110,279</b>
<b>Deferred tax liabilities</b>		
Arising from measurement of inventories	(4,490)	(7,665)
Arising from measurement of derivative financial instruments	(733)	(1,854)
Arising from non-current assets	(181,304)	(101,513)
Arising from trade and other receivables	(6,817)	(13,251)
Arising from other items	(5,691)	(18,596)
<b>Total</b>	<b>(199,035)</b>	<b>(142,879)</b>

At 31 December 2012 the Group has recognized tax credit with respect to tax losses in the amounts detailed below:

Generation	Country				Total
	Spain	Argentina	Mexico	Other	
2009	8,894	-	187	-	<b>9,081</b>
2010	13,971	1,184	540	-	<b>15,695</b>
2011	20,319	4,536	3,524	320	<b>28,699</b>
2012	42,478	3,504	-	-	<b>45,982</b>
	<b>85,662</b>	<b>9,224</b>	<b>4,251</b>	<b>320</b>	<b>99,457</b>

These tax credits must be applied over 18, 5 and 10-year period since its recognition in Spain, Argentina and Mexico, respectively.

Deferred tax assets with respect to tax credits pending application and tax losses are recognized insofar as the realization of the relevant tax benefit through future taxable profits is likely.



## 22 Provisions for other liabilities and charges

### 22.1. Provisions for other liabilities and charges – Non-current

	Provisions for project completion	Provisions for litigation and other	Provisions for major repairs	Decommissioning provisions	Total
<b>Balance at 1 January 2011</b>	<b>12,503</b>	<b>32,729</b>	<b>186</b>	<b>1,749</b>	<b>47,167</b>
Business combinations (Note 32)	-	-	878	3,760	4,638
Appropriations	1,801	11,656	3,075	22	16,554
Reversals	-	-	-	-	-
Applications	(3,942)	(17,357)	-	-	(21,299)
<b>Balance at 31 December 2011</b>	<b>10,362</b>	<b>27,028</b>	<b>4,139</b>	<b>5,531</b>	<b>47,060</b>
Business combinations (Note 32)	17,700	3,469	6,192	-	27,361
Appropriations	(2,998)	(20,939)	-	-	(23,937)
Reversals	-	-	-	-	-
Applications	(2,854)	(499)	(646)	(711)	(4,710)
<b>Balance at 31 December 2012</b>	<b>22,210</b>	<b>9,059</b>	<b>9,685</b>	<b>4,820</b>	<b>45,774</b>

#### Provisions for project completion

The balance in this account relates to projects that are completed or substantially completed and consists of the Group's estimate of probable costs to be incurred prior to final acceptance by the customer. Additional customer claims not subject to objective quantification at consolidated annual accounts preparation date could arise, although Management understands no significant loss over provisioned amounts will arise.

#### Provisions for litigation and other

This balance relates to provisions set up to cover other liabilities and charges related or not related to litigation, including tax or other contingencies for which the Group considered a provision should be posted. In the opinion of the directors and legal counsel, the lawsuits in question are not likely to generate significant losses above the amounts provisioned.

#### Decommissioning provisions

Based upon technical studies, the Group has estimated the current cost of decommissioning central solar installations as well as biodiesel plants that have assets assigned to pro-

jects, booking these estimates as a higher asset value and amortizing it over its useful life, which in most cases is similar to the useful life of the lease agreements of the land where the solar centre and the biodiesel plants are located.

#### Provisions for major repairs

Expected provisions for the replacement and major repairs to be performed in some infrastructure concessions during its concession period, the group calculates that the additions to be made according to the estimated investments schedules of the Business Financial Plan, which is the best estimate.

### 22.2. Provisions for other liabilities and charges – Current

The balances included in this item, totalling 156,107 thousand euro (2011: 60,679 thousand euro), relate to the Construction Division and the Engineering Division and mainly consist of provisions for project completion costs and other items. "Change in trade provisions" in the income statement registers net allocations made to provisions for other liabilities and current expenses.

## 23 Revenue / Sales and Materials consumed and other external costs

Sales information by activity and market is included in segment information note (see Note 5).

The account “Materials consumed and other external costs” during 2012 and 2011 is analyzed below:

	2012	2011
Raw materials and other supplies	1,122,277	1,039,535
Change in inventories – no real estate	11,863	25,619
Other external costs	895,968	1,164,076
<b>Total</b>	<b>2,030,108</b>	<b>2,229,230</b>



## 24 Other income and expense

Other operating income and expense are analyzed below:

	2012	2011
<b>Other operating income</b>		
Operating grants	2,381	2,132
Other operating revenue	399,159	23,203
<b>Total</b>	<b>401,540</b>	<b>25,335</b>
<b>Other operating expense</b>		
Operating leases	116,687	94,076
Other external services	139,151	115,646
Impairment of net receivables	61,997	1,396
Taxes	121,707	129,327
<b>Total</b>	<b>439,542</b>	<b>340,445</b>

In 2012 and 2011, other operating income includes the effect of concession asset restatements deriving from the business combinations relating to the control changes described in Note 32.

# 25 Employee benefit expenses

	2012	2011
Wages and salaries	326,373	299,173
Social Security contributions	93,060	75,891
	<b>419,433</b>	<b>375,064</b>

“Wages and salaries” during 2012 include indemnities amounting 7,592 thousand euro (2011: 10,758 thousand euro).

The Group’s average workforce is analyzed below:

	2012	2011
<b>Category</b>		
Graduates	2,633	2,872
Administrative staff	993	786
Workers	5,476	5,246
	<b>9,101</b>	<b>8,904</b>

Additionally, the average number of persons employed during 2012 by the proportionately-consolidated companies has been 3,265 (2011: 275).

At 31 December 2012, personnel distribution by gender is as follows:

	Men	Women	Total
<b>Category</b>			
Board Directors	14	-	14
Senior managers	10	1	11
Managers	308	14	322
Graduates	1,564	432	1,996
Administrative staff	385	311	696
Workers	2,561	219	2,780
	<b>4,842</b>	<b>977</b>	<b>5,819</b>

At 31 December 2011, personnel distribution by gender was as follows:

	Men	Women	Total
<b>Category</b>			
Board Directors	13	-	13
Senior managers	7	1	8
Managers	280	49	329
Graduates	1,721	478	2,199
Administrative staff	504	363	867
Workers	6,103	545	6,648
	<b>8,628</b>	<b>1,436</b>	<b>10,064</b>

Additionally, the proportionately-consolidated companies had 5,326 employees at the year end (2011: 269 employees).



## 26 Operating leases

Future minimum lease instalments under non-cancellable operating leases are analyzed below:

	2012	2011
Less than 1 year	18,570	37,699
Between 1 and 5 years	27,957	24,494
More than 5 years	29,322	7,368
<b>Total</b>	<b>75,849</b>	<b>69,561</b>

The expense recognized in the income statement during 2012 in relation to operating leases totals 116,687 thousand euro (2011: 94,414 thousand euro).

The Group leases the building in which its headquarters are located from a third party. The lease agreement has a 12-year term as from lease inception (15 March 2007), although the Group may exercise a purchase option as from year five, in which case the parties must previously agree on the terms of the transaction. Since at lease inception and at the preparation date of these consolidated annual accounts, the purchase option is not likely to be exercised the operation has been classified as an operating lease. All payments due throughout the original 12-year term are included in the above table.

# 27 Net financial results

Net financial results at 31 December 2012 and 2011 are detailed below:

	<b>2012</b>	<b>2011</b>
Interest expense and other financial expense	(349,267)	(288,956)
Net gains/ (losses) on derivative financial instruments at fair value	-	(8,103)
Impairment of available-for-sale investments (Note 10)	-	(1,837)
<b>Financial expenses</b>	<b>(349,267)</b>	<b>(298,896)</b>
Interest income and other financial income	43,638	48,040
Results from available-for-sale investment transactions (Note 10)	-	17,365
Net gains/(losses) on foreign currency transactions	11,072	18,161
Net gains/ (losses) on derivative financial instruments at fair value	101	-
Financial income	<b>54,811</b>	<b>83,566</b>
<b>Net financial result – Expense</b>	<b>(294,456)</b>	<b>(215,330)</b>



## 28 Income tax

Grupo Isolux Corsán, S.A. is the parent company of Fiscal Group 102/01 and is therefore authorized to present consolidated tax declarations in Spain for all companies included in Fiscal Group.

Income tax expense is composed of:

	2012	2011
Current income tax	78,209	41,694
Deferred tax (Note 21)	(76,224)	(14,345)
<b>Total Income Tax Expense</b>	<b>1,985</b>	<b>27,349</b>

The Group's income tax differs from the theoretical amount that would have been obtained if the tax rate applicable to the consolidated companies' profits had been used as follows:

### Continuing operations

	2012	2011
<b>Profit before taxes</b>	<b>22,231</b>	<b>39,757</b>
Tax calculated at the rate applicable to the parent company's profits	6,669	11,927
Effect on tax payable of non-tax deductible expenses	10,645	2,343
Effect of different tax rates abroad and other differences in foreign operations	(1,762)	78
Deductions derecognized during the year	-	26,583
Other	(2,844)	(11,676)
<b>Tax expense</b>	<b>12,708</b>	<b>29,255</b>

### Discontinuing operations

	2012	2011
<b>Profit before taxes</b>	<b>(122,544)</b>	<b>(6,930)</b>
Tax calculated at the rate applicable to the parent company's profits	(36,763)	(2,079)
Effect on tax payable of non-tax deductible expenses	26,040	175
Effect of different tax rates abroad and other differences in foreign operations	-	-
Deductions generated during the year	-	-
Other	-	-
<b>Tax expense</b>	<b>(10,723)</b>	<b>(1,904)</b>

Tax expense for 2011 included the effect of the derecognition of tax credits pending application in respect of deductions (26,583 thousand euro) because, during that year, certain Spanish companies were deconsolidated from the fiscal Tax Group parented by Grupo Isolux Corsán, S.A. and their deferred tax assets were derecognised for reasons of prudence.

The effective tax rate, for continuing and discontinuing operations, in 2012 has been 1.98% (2011: 83.32%). This rate differs from the rate applicable to the parent company (30%

in 2012 and 2011) mainly due to the net effect of non-deductible expenses, which increase the effective tax rate, and deductions generated, which reduce the effective tax rate, as well as different tax rates abroad that may be higher or lower than the rate applicable in Spain and therefore increase or reduce the effective tax rate.

On 1 July 2010, inspection activities on Income Tax for the period 2005-2008 were initiated in Grupo Isolux Corsán, S.A., as the parent company of the tax group.

Likewise, several group companies were subject to a general inspection of Value Added Tax (2006-2008), Personal Income Tax (2006-2008), Annual Statement of Operations (2005-2008) and Intra-Community Business Operations Statement (2005-2008).

As a result of the above-mentioned inspections, in 2012 corporate income tax assessments were raised for the periods inspected. Some of the assessment were contested by Grupo Isolux Corsán, mainly in connection with export deductions, transactions abroad, non-deductible expenses and other deductions applied to property restatements amounting to approximately 33.7 million euro, all relating to subsidiaries of the Tax Group.

On 31 August 2012, an economic-administrative claim was filed against those assessments at the Central Tax and Treasury Court.

In the opinion of the Parent company's management and tax advisors, there are sound grounds for defending the Group's position and these proceedings are not expected to have a significant impact on the Group's financial situation.

The Group has assigned certain properties to secure the appeals lodged against the contested tax assessments and in relation to other tax authority claims. The carrying amount of these properties totals 65.3 million euro.

In addition to the periods mentioned, the main Group companies are open to inspection for the following taxes and periods:

<b>Tax</b>	<b>Fiscal years</b>
Corporate Income Tax	2009 to 2011
Value Added Tax	2009 to 2012
Personal Income Tax	2009 to 2012
Other taxes	Last 4 years

As a result, among other things, of the different interpretations to which Spanish tax legislation lends itself, additional liabilities may be raised in the event of a tax inspection. The directors of the parent company consider, however, that any additional liability that might be raised would not significantly affect these consolidated annual accounts.



## 29 Earnings per share

### Basic and diluted

Basic earnings per share are calculated by dividing the profit attributable to the parent Company's equity holders by the weighted average number of outstanding ordinary shares for the year.

Diluted earnings per share are calculated by adjusting the weighted average number of outstanding ordinary shares to reflect the conversion of all potentially dilutive ordinary shares. As the Company has no potentially dilutive ordinary shares, diluted earnings per share are the same as basic earnings per share.

	2012	2011
Profit attributable to the Company's equity holders (Thousand euro)	(38,394)	24,069
Weighted average number of outstanding ordinary shares	87,346,542	87,316,199
Basic earnings per share (euro per share)	(0.43)	0.27

# 30 Dividends per share

Dividends paid out (or proposed) in relation to profits for 2011 amount to 10,000 thousand euro (see Note 18), entailing a dividend per share of 0.11 euro.

No dividend payments were proposed in 2012.



# 31 Commitments, contingencies and guarantees provided

## 31. a) Commitments

### Non-current assets purchase commitments

No significant commitments have been made to purchase non-current assets at the balance sheet date, other than those required in the ordinary course of business.

### Operating lease commitments

The Group leases a number of premises, offices and other property, plant and equipment under non-cancellable operating leases. These leases contain variable terms, phase-related clauses and renewal rights.

The lease expenditure charged to the income statement during the year and information on future minimum instalments is set out in Note 26.

### Share purchase undertaking agreement

On 23 January 2011, the three Viabahia Concessionaria de Rodovias, S.A.'s shareholders signed an agreement stating that one of the non-controlling shareholder could sell their shares to the others shareholders. Taking into account the agreement, the Group could increase its stake by a 70%. These transactions could only occur once the restriction period has expired (two years after the signature of the concession agreement), after the signature of the share purchase undertaking agreement and when all the required approvals are obtained.

### Investment commitments:

As part of the agreements reached, the Group has made a commitment to contribute 100 million dollar (equal to 75.77

million euro) (50% in the form of convertible debt and 50% in equity contributions) through the subsidiary Grupo Isolux Corsán Concesiones, S.L. to Isolux Infrastructure Netherlands (Note 32).

## 31. b) Contingencies and guarantees provided

The Group has contingent liabilities in respect of bank guarantees and other guarantees provided in the ordinary course of business. In accordance with its general terms of engagement, the Group is required to provide technical guarantees in connection with the execution of projects. These guarantees may be provided in cash or in the form of bank guarantees and must remain in effect for a specified period.

In the ordinary course of business, as is common practice in companies engaged in engineering and construction activities, the Group furnished guarantees to third parties totalling 1,656 million euro (2011: 1,611 million euro) for the proper performance of contracts. In relation to concession activities, the Group has furnished guarantees for the proper performance and execution of contracts, totalling 142 million euro (2011: 240 million euro).

No significant liability is expected to arise over such provisioned amounts, as stated in Note 22.

Under the agreements reached with PSP in the business combination described in Note 32, the Group has certain commitments related to the fulfilment of concession project construction budgets, among others. Additional liabilities could arise in the future as a result of significant departures relating to these commitments. The Group is also cancelling certain guarantees relating to other assets sold to third parties, totalling 35.7 million.

# 32 Business combinations

## a) Isolux Infrastructure and subsidiaries

In June 2012 the Group signed an agreement with the investment fund Infra-PSP Canada Inc whereby the fund, subject to a number of conditions precedent that were fulfilled in 2012, became a shareholder of the investee Isolux Infrastructure Netherlands, B.V. and subsidiaries, a subgroup engaged in operating toll road and electricity transmission line concession companies and photovoltaic solar energy generation companies.

Through this agreement PSP committed to contribute to Isolux Infrastructure Netherlands the amount of 627 million USD, of which the 50% is contributed through a mandatory convertible loan and remaining 50% through an equity contribution (acquisition of shares issued by Isolux Infrastructure Netherlands, B.V.).

As part of the agreement, it is stipulated the commitment by Group to contribute to Isolux Infrastructure Netherlands, B.V. the amount of 125 million USD (50% through a convertible

loan and 50% through equity). Also, the Group contributed to that company the businesses of Highway and electric transmission lines concessions and photovoltaic energy.

The shareholder agreements concluded stipulate that key business decisions must be taken jointly and therefore this company (and its group) was recognised as a joint venture rather than as a subsidiary, the transaction having been recognised as a “change of control” under the accounting policies described in Note 2.2. The restatement arising from this transaction was taken entirely to identifiable assets, with a balancing item in “Other operating income” (see Note 24). The acquisition cost was assigned using the estimated fair value of the concession assets and solar farms, calculating by discounting future cash flows, and taking into account the clauses of the above-mentioned agreement.

The following table summarises payments and provisional fair values of the assets acquired and liabilities assumed at the acquisition date:

	<b>Thousand euro</b>
Fair value of assets and liabilities	1,038,000
Transaction costs and other items	(18,189)
<b>Total payment</b>	<b>1,019,811</b>
<b>Identifiable assets and liabilities contributed</b>	
Cash and cash equivalents	235,038
Concessionary assets assigned to projects	1,901,093
non-current assets assigned to projects	2,535,169
Other non current assets	97,695
Other current assets	290,560
Non current borrowings	(2,345,919)
Other non current liabilities	(576,138)
Other current liabilities	(854,895)
Taxes payable	(10,062)
<b>Total identifiable assets acquired and liabilities assumed</b>	<b>1,272,541</b>
Non-Controlling interests	(252,730)
<b>Total</b>	<b>1,019,811</b>

The preliminary estimated assessment is subject to review for a 12 month period after the control takeover.

The effect of this business combination on the income statement for the period, relating to the part of the year in which there was no control over the subgroup, was a reduction in revenue and in losses of 32,978 thousand euro and (4,570) thousand euro, respectively.



### b) Las Cabezas de Aranjuez, S.L.

On 22 October 2012, the Group acquired control of "Las Cabezas de Aranjuez, S.L.", a company engaged in property management of land and future development rights in Aranjuez, which was previously recognised as a joint venture. The Group acquired 60% of share capital by assuming financial guarantees valued at 12 million euro. This transaction did not affect the income statement for the year since the net assets were already recognised at fair value.

The acquisition cost was assigned based on the fair value of the project in which the company is involved, according to an independent expert study, calculated by discounting future cash flows.

The preliminary estimated assessment is subject to review for a 12 month period after the control takeover.

### c) Grupo T-Solar Global, S.A. acquisition

On May 2011, the Group acquired control of the company Grupo T-Solar Global, S.A. (hereafter GTSG), GTSG is the

parent company of a group of companies which main headquarters is in Spain and their activity is the generation of photovoltaic solar power through solar power plants and solar panel manufacturing,

The takeover was performed as follows:

- At 31 December 2010 the group had a 19.80% holding in GTSG, classified as investments in companies by the equity method,
- During the first months of 2011, through several corporate transactions related to:
  - Shares purchase from third parties (18,912 thousand euro) and
  - Capital contributions (98,127 thousand euro) diluting the stake of other shareholders, at 31 May the Group acquired the control of GTSG, with a 60.74% holding on that date.

The following table summarizes the consideration paid for GTSG and the fair values of the acquired assets, assumed liabilities and the non-controlling shareholding position of GTSG at the acquisition date:

	Thousand euro
Purchase from third parties	18,912
Capital contribution in 2011, in cash	98,127
<b>Total transferred consideration</b>	<b>117,039</b>
Shareholding at fair value in the equity of Grupo T-Solar Global	128,875
<b>Total consideration</b>	<b>245,914</b>
<b>Balances of the identified acquired assets and assumed liabilities</b>	
Cash	65,321
Property, plant and equipment	1,125,467
Goodwill	49,181
Intangible assets	752
Deposits, guarantees and other long term assets	47,730
Deferred tax assets	49,742
Inventory	8,584
Trade and other receivables	95,259
Other current assets	1,311
Borrowings	(785,709)
Other non-current liabilities	(86,994)
Loans	(151,838)
Other current liabilities	(45,367)
Deferred tax liabilities	(35,767)
<b>Total identified net assets</b>	<b>337,672</b>
<b>Non-controlling interests</b>	<b>(132,570)</b>
<b>Goodwill</b>	<b>40,812</b>
<b>Total</b>	<b>245,914</b>

The main aspects considered in the preliminary allocation cost were as follows:

- The estimated fair value of the operating and development photovoltaic solar plants included in the existing project portfolio at the acquisition date was calculated by an independent expert using the discounted future cash flow method and it was also based on the value allocated to transactions with independent parties.
- The fair value of the GTSG's non controlling interest has been estimated based on the net assets identified at the acquisition date.

The goodwill generated in the business combination amounts to 40,812 thousand euro and was assigned to the photovoltaic solar plants energy generation cash generating unit. Among the assets acquired there is also goodwill amounting to 47,824 thousand euro which was assigned to the manufacturing solar panels' cash generating unit and a further 1,357 thousand euro assigned to the cash-generating unit formed by the photovoltaic solar electricity generation facilities.

Note 7 describes the key assumptions for the value assessment of factory panels and photovoltaic solar plants.

There is no significant impact on the consolidated income statement related the business combination.

The net turnover added since GTSG's acquisition (June 1, of 2011) amounts to 45,170 thousand euro and it has been recorded in the consolidated income statement. GTSG losses since its incorporation amount to 13,924 thousand euro.

If GTSG had been consolidated from January 1, 2011, the consolidated income statement would show a net turnover of 93,409 thousand euro and a loss of 37,199 thousand euro higher. The above mentioned impacts include the additional fixed assets' depreciation effect generated in the process by assigning the price. This value amounts to 3,860 thousand euro (net of tax).

#### **d) Cachoeira Paulista Transmissora de Energia, S.A. acquisition**

On June 2011, Isolux Energia e Participações, S.A. sold its joint venture shareholdings in Porto Primavera Transmissora de Energia, S.A., Vila do Conde Transmissora de Energia, S.A. and Cachoeira Paulista Transmissora de Energia, S.A. CPTE. The Group held 33.33% of each entity. In return for the sale of the shareholding and of a 9,478 thousand euro payment, the Group acquired all the shares of CPTE.

As a result of this transaction, the interest in CPTE was recognised as a subsidiary instead of as a joint venture, having been accounted for as a "change of control" under the accounting policies described in Note 2.2. The restatement arising from this transaction was taken entirely to identifiable assets without recognising any goodwill, with a balancing item in "Other operating income" (see Note 24). The acquisition cost was assigned using the estimated fair value of the concession assets, calculated by discounting future cash flows.

The following table summarizes the consideration paid and the provisional fair values of the acquired assets and assumed liabilities at the acquisition date:

Consideration	Thousand euro
Cash	9,478
Assets and liabilities fair value	71,844
<b>Total consideration</b>	<b>81,322</b>
<b>Balances of the identified acquired assets and assumed liabilities</b>	
Cash	3,887
Other receivables (Financial assets)	129,365
Other assets	7,983
Borrowings	(30,395)
Other liabilities	(15,464)
Deferred tax liabilities	(14,054)
<b>Total identified net assets</b>	<b>81,322</b>

Cachoeira Paulista Transmissora de Energia's turnover since its acquisition amounts to 17,915 thousand euro. It has been

booked in the 2011 consolidated income statement. During this year the results contributed were 11,516 thousand euro.

## 33 Related-party transactions

Transactions with related parties during 2012 and 2011 form part of the Group's ordinary course of business. These transactions are described below:

### a) Transactions effected with the Company's main shareholders

#### a.1) Transactions with Banco Grupo Corporación Caja Navarra

The Group effected transactions with Corporación Caja Navarra Group solely in connection with its banking activities. Transactions completed at 31 December 2011 is presented below by nature:

	Thousand euro	
	2011	
	Granted	Disposed
Credit lines	26,000	7,337
Long-term syndicated loans	28,300	28,300
Project finance	13,358	13,358
Guarantees granted	10,000	9,864
Other borrowings	9,000	9,000

At 31 December 2011, the Group had contracted an export letter of credit facility with a limit of 5,000 thousand euro that had not been utilised at that date.

The Group also had several current accounts necessary to carry on its ordinary business and manages a part of its cash resources by contracting financial assets through Corporación Caja Navarra Group.

The income statement for each period includes costs and revenue related to the above-mentioned operations, which reflect market conditions.

The 2012 information is included in the CAIXABANK data because this bank took over Caja Navarra in 2012.

#### a.2) Transactions with Corporación Empresarial Cajasol S.A.U.

The Group effected transactions with Corporación Empresarial Cajasol, S.A.U. solely in connection with its banking activities. Transactions completed at 31 December 2011 is presented below by nature:

	Thousand euro	
	2011	
	Granted	Disposed
Credit lines	600	600
Guarantees	129	129

In addition, the Group uses numerous current accounts to carry out its ordinary business and manages a portion of its cash balances by contracting financial assets through Corporación Empresarial Cajasol, S.A.U.

The profit and loss account for each period includes the costs and revenues related to the above-mentioned transactions, which were effected at arm's length.

The 2012 information is included in the CAIXABANK data because this bank took over Cajasol in 2012.

#### a.3) Transactions with CAIXABANK

In 2012, Caixabank absorbed the Banca Cívica Group, which owned Corporación Empresarial Cajasol, S.A.U. and the Corporación Caja Navarra Group, among others. Caixabank thus became an indirect reference shareholder of the Group in 2012.

The Group only carries out banking activities with Caixabank. Set out below are the amounts and nature of banking operations contracted at 31 December 2012:

	Thousand euro	
	2012	
	Granted	Disposed
Credit lines	28,000	26,736
Long-term loans - Syndicated	75,459	75,459
Project finance	66,082	66,082
Mortgage loans	841	841
Bank guarantees furnished	92,398	79,189

In addition, the Group has numerous current accounts to carry out its ordinary business and manages a portion of its cash balances by contracting financial assets through Caixabank.

The Group has also contracted interest rate swaps with Caixabank to hedge the future evolution of the Euribor, for a notional amount of 121,181 thousand euro, relating to the syndicated loan and specific project finance.

#### **a.4) Transactions with Charanne B.V.**

The Group has carried out the following transactions with Charanne B.V. shareholder during 2012 and 2011:

- On 7 February 2008, the Company granted a loan to B.V. for a total of 4,700 thousand euro, with a one year maturity and bearing an interest rate of Euribor plus a spread of 1%. During 2009 this loan was transferred to Charanne B.V.. During 2012 the loan has been renewed for an additional year.
- On 4 December 2008, the Group acquired the 100% of the shares that Vista B.V. had of the Company Azul de Cortes, B.V. During 2009 the Company transferred this debt to Charanne B.V. The balance outstanding debt at 31 December 2011 in connection with this transaction amount to 11,076 thousand euro. This debt had been repaid at 31 December 2012.

#### **a.5) Transactions with Caja Castilla la Mancha Corporación, S.A.**

In addition to the above-mentioned transactions, on 28 December 2012 certain Grupo Isolux Corsán shareholders (Grupo Corporación Caja Navarra, Corporación Empresarial Cajasol, S.A.U and Cartera Perseidas) increased Grupo Isolux-Corsán's capital through a non-cash contribution of shares in GTS Global, S.A., representing an 18.02% interest in that group. On 28 December 2012, Charanne B.V. and Construction Investment, Sarl increased the capital of Grupo Isolux Corsán Concesiones, S.L. by contributing shares in GTS Global, S.A. representing a 7.7% and 1.17% interest, respectively.

Transactions between related parties were completed at arm's length.

#### **b) Transactions with the Company's Board of directors and management**

##### **b.1) Information required by articles 229 to 231 of Capital Company Act**

Parent company's directors have nothing to report pursuant to Articles 229 to 231 of Capital Company Act, approved by Royal Decree 1/2010 of 2 July, except for the following offices and functions held and performed, and shareholdings

owned with respect to all Group companies at 31 December 2012:

- Mr. Luis Delso Heras is a Board director of GHESA, INGENIERÍA y TENOLOGÍA, S.A., Cable Submarino de Canarias, S.A., Corsán-Corviam Construcción, S.A. , Isolux Ingeniería, S.A. (Chairman) , Isolux Wat Ingeniería, S.L. (Chairman) , Isolux Corsán Concesiones, S.A.U (Chairman), Isolux Corsán Inmobiliaria, S.A. (Chairman), Infinita Renovables, S.A., T-Solar Global, S.A.U (Chairman), Grupo T-Solar Global, S.A. (Chairman), Grupo Isolux Corsán Concesiones, S.L. (Chairman), Isolux Corsán Concesiones de Infraestructuras, S.L. (Chairman), and Isolux Infrastructure Netherlands B.V.
  - Mr. José Gomis Cañete is a Board member of Corsán-Corviam Construcción, S.A. (Vice-Chairman), Isolux Ingeniería, S.A. (Vice-Chairman), Isolux Wat Ingeniería, S.L.U (in his capacity as representative of Construction Investments, S.a.r.l.- Vice-Chairman), Isolux Corsán Inmobiliaria, S.A. (Vice-Chairman), Isolux Corsán Concesiones, S.A. (Vice-Chairman); Grupo Isolux Corsán Concesiones, S.L. (Vice-Chairman); Isolux Corsán Concesiones de Infraestructuras, S.L.U (Vice-Chairman) and Isolux Infrastructure Netherlands, B. V.(Board member).
  - Mr. Antonio Portela is a Board director of Desarrollo de Concesiones y Servicios, Sercón, S.A.(Chairman) , Isolux Corsán Aparcamientos, S.L (Chairman) Infinita Renovables, S.A. (Board member), T-Solar Global, S.A. (Board Member), Grupo T-Solar Global, S.A. (Board Member), Corsán-Corviam Construcción, S.A. (CEO), Isolux Corsán Inmobiliaria, S.A. (CEO), Isolux Corsán Concesiones, S.A.U. (CEO), Isolux Ingeniería, S.A. (CEO), Grupo Isolux Corsán Concesiones, S.L. (CEO), Isolux Corsán Concesiones de Infraestructuras, S.L.U. (CEO), and Isolux Infrastructure Netherlands, B. V.(Board member).
- Additionally, Mr Antonio Portela Alvarez holds shares in Infinita Renovables, S.A. (indirect interest of less than 10% through other companies) and Aral, Gestión y Organización S.L. (33%).
- Mr. Francisco José García Martín is a Board member of Corsán-Corviam Construcción, S.A. (Chairman).
  - Mr Serafín González Morcillo is a Board Director of Isolux Wat Ingeniería, S.L.U.



- Mr. Francisco Moure Bourio is a Board director of Sociedad PGP de Energía, S.A. and is a Board director of Isolux Wat Ingeniería, S.L.U.
- Inversiones Corporativas, S.A. is a Board Member of El Reino de Don Quijote de la Mancha, S.A.; Urbanizadora Montearagón, S.L.; CCM Iniciativas Industriales, S.L. (Joint Administrator); de Industrializaciones Estratégicas, S.A.; Comtal Estruct. S.L.; de Cartera Nueva Santa Teresa, S.L. (Chairman); de Global Uninca, S.A. (Joint Administrator); de Obenque, S.A.; Grupo Naturener, S.A.; de Biocombustibles de Cuencia, S.A.; de Promogedesa, S.A.; and de Promogedesa Villaviciosa, S.A.

Moreover, it has a shareholding in the following companies: CCM Iniciativas Industriales, S.L. and subsidiaries (99.99%); CCM Inmobiliaria Centrum 2004, S.L. and subsidiaries (99.99%); CCM Inmobiliaria del Sur 2004, S.L. and subsidiaries (99.99%); Comtal Estruct. S.L. (31.51%); Construcciones Sarrion, S.L. (5.00%); DHO Grupo Constructor Corporativo S.L. (16.01%); El Reino de Don Quijote de la Mancha, S.A. (12.80%); Las Cabezadas de Aranjuez S.L. (60%); Planes e Inversiones CLM, S.A. and subsidiaries (99.99%); Bami Newco, S.A. (5.39%); Midamarta S.L. (99.99%); Diverga Construcciones, S.L. (4.95%); Obenque S.A. (14.33%); Explotaciones Forestales y Cinegéticas Alta-Baja (99.85%); Hormigones y Áridos Aricam, S.L. (25%); Desarrollo Industrial Aricam, S.L. (4.74%) Global Uninca, S.A. (50.00%); Grupo Naturener (20%); Biocombustibles de Cuencia, S.A. (20%); Cartera Nuevo Santa Teresa, S.A. (67.68%) and Promociones MiralSur, S.L. (0,01 %).

- Mr. Ángel Serrano Martínez-Estélez is a Board Director member of Corsán-Corviam Construcción, S.A., Isolux Wat Ingeniería, S.L.U, Grupo T-Solar Global, S.A; Alten Energías Renovables S.L and Alten 2010 Energía Renovables, S.A.
- Mr. Javier Gómez-Navarro Navarrete is a Board Director member of Técnicas Reunidas.
- Mr. José María de Torres Zabala, as representative of Cartera Perseidas, S.L., is a Board Director member of Autovía de los Pinares, S.A.
- That the companies that form part of the group of HISCAN PATRIMONIO, S.A.U., in accordance with Article 42 of the Code of Commerce, hold shares in companies with the same, similar or complemen-

tary activity to that which constitutes the Company purpose. This companies are:

- Agua y Gestión de Servicios MedioAmbientales, S.A (24.26%) through Corporación Empresarial Cajasol, S.A.U
- Autovía del Camino, S.A (10.91%) through Grupo Corporativo Empresarial de la Caja de Ahorros y Monte de Piedad de Navarra, S.A
- Cable Submarino de Canarias, S.A, (3.37%) through Caixabank, S.A
- Concessia, Cartera y Gestión de Infraestructuras, S.A. (7.30%) through Caixabank, S.A
- Construcciones y Auxiliar de Ferrocarriles, S.A. (2.00%) through Compañía Andaluza de Rentas e Inversiones, S.A. (CARISA);
- Gestión Aguas de Alcolea, S.A. (49%), through Caixabank, S.A
- Metropolitano de Tenerife, S.A.U. (6%), through Caixabank, S.A.;
- Sociedad Concesionaria de la Zona Regable del Canal de Navarra, S.A. (35%), through Grupo Corporativo Empresarial of Caja de Ahorros y Monte de Piedad de Navarra, S.A.

In addition, the companies forming the group of HISCAN PATRIMONIO, S.A.U., in accordance with Article 42 of the Code of Commerce, that holds shares or are in charge in companies with a similar or complementary activity to that which constitutes the Company purpose. This company is:

- Autovía del Camino, S.A. (Board Member).
- That the companies that form part of the group of SERCAPGU, S.L., in accordance with Article 42 of the Code of Commerce, hold shares in companies with the same, similar or complementary activity to that which constitutes the Company purpose. This companies are:
  - Agua y Gestión de Servicios Medioambientales, S.A. (24.26%), through Corporación Empresarial Cajasol, S.A.U.;
  - Autovía del Camino, S.A. (10.91 %), through Grupo Corporativo Empresarial de la Caja de Ahorros y

- Monte de Piedad de Navarra, S.A.;
- Cable Submarino de Canarias, S.A. (3.37%), through Caixabank, S.A.;
  - Concessia, Cartera y Gestión de Infraestructuras, S.A. (7.30%), through Caixabank, S.A.;
  - Construcciones y Auxiliar de Ferrocarriles, S.A. (2.00%) through Compañía Andaluza de Rentas e Inversiones, S.A. (CARISA);
  - Gestión Aguas de Alcolea, S.A. (49%), through Caixabank, S.A.;
  - Metropolitano de Tenerife, S.A.U. (6%), through Caixabank, S.A.;
  - Sociedad Concesionaria de la Zona Regable del Canal de Navarra, S.A. (35%), through Grupo Corporativo Empresarial de la Caja de Ahorros y Monte de Piedad de Navarra, S.A
- Mr. Salvador Alemany Mas (as representative of SERCAPGU, S.L.) is Board Member of:
    - Mr. Salvador Alemany Mas (as representative of SERCAPGU, S.L.) is a Board Member of Abertis Infraestructuras, S.A. (Chairman) and hold shares representing 0.0326%.
    - Mr. Salvador Alemany Mas (as representative of SERCAPGU, S.L.) is a Board Member of Saba Infraestructuras, S.A. (Chairman) and hold shares representing 0.0263% respectively.

The information in relation with direct and indirect connected persons to Mr. Salvador Alemany Mas (as representative of SERCAPGU, S.L.) in companies that engage in activities that are identical, analogous or complementary to the type of activity constituting the corporate purpose of the Company is as follows:

- Abertis Infraestructuras, S.A. (0.0027%) through Da Ramona Canals Puy;
- Saba Infraestructuras, S.A. (0.0027%) through Da Ramona Canals Puy.

- That the companies that form part of the group of INVERSIONES DIGITALES CORPORATIVAS, S.L.U, in accordance with Article 42 of the Code of Commerce, hold shares in companies with the identical, analogous or complementary activity to that which constitutes the Company purpose. This companies are:

- Agua y Gestión de Servicios Medioambientales, S.A. (24.26%), through Corporación Empresarial Cajasol, S.A.U.;
- Autovía del Camino, S.A. (10.91 %), through Grupo Corporativo Empresarial de la Caja de Ahorros y Monte de Piedad de Navarra, S.A.;
- Cable Submarino de Canarias, S.A. (3.37%), through Caixabank, S.A.;
- Concessia, Cartera y Gestión de Infraestructuras, S.A. (7.30%), through Caixabank, S.A.;
- Construcciones y Auxiliar de Ferrocarriles, S.A. (2.00%) through Compañía Andaluza de Rentas e Inversiones, S.A. (CARISA);
- Gestión Aguas de Alcolea, S.A. (49%), through Caixabank, S.A.;
- Metropolitano de Tenerife, S.A.U. (6%), through Caixabank, S.A.;
- Sociedad Concesionaria de la Zona Regable del Canal de Navarra, S.A. (35%), through Grupo Corporativo Empresarial de la Caja de Ahorros y Monte de Piedad de Navarra, S.A.

Furthermore, the members of the board of directors are not in any situation of conflict according to the information to be disclosed in compliance with article 229.1 of the Capital Companies Act.

The inclusion of the above information in the notes to the consolidated annual accounts of Grupo Isolux Corsán, S.A. is the result of a detailed analysis of the information received from all the members of the Board of Directors of Grupo Isolux Corsán, S.A., based on a teleological interpretation of Articles 229-230 of Capital Companies Act.



### b.2) Board of directors of Grupo Isolux Corsán, S.A.:

	2012	2011
Wages and salaries (including indemnities)	6,148	7,669
Per diems for attendance at Board meetings	552	559
	<b>6,700</b>	<b>8,228</b>

### b.3) Loans granted to Board of Directors

At 31 December 2012, loans granted to Board directors totalled 5,405 thousand euro (2011: 5,405 thousand euro).

The loans relate to 2000 and 2002, have no established maturity date.

### b.4) Loans granted to the Group by Board directors

On October 7, 2011 the convertible loan of GTSG was cancelled mentioned in note 11, Members of Grupo Isolux Corsán board of directors also participated in the mentioned loan, in return for the cancellation, the members of the board of directors were given GTSG shares (2.59% of the company). These shares were acquired by Grupo Isolux Corsán, in exchange for 0.7 million euro, deferring the payment obligations of the borrowers with banks to the amount of 7 million euro, which is pending payment at 31 December 2012 (same situation at year-end 2011).

### c) Transactions with equity consolidated companies

Transactions and balances with associates at 31 December 2012 and 2011 are analyzed below:

2012	Debtor balances	Creditor balances	Costs / Purchases	Revenue / Sales
Autopista Madrid-Toledo Concesionaria, S.A. *	8,724	-	-	-
Proyectos Inmobiliarios Residenciales, S.L.	1,315	-	-	-
AlqJunia5, S.A.	395	-	-	-
Pinares del Sur, S.L.	9,207	-	-	3,456

\*The balance with Autopista Madrid – Toledo Concesionaria, S.A. is fully provisioned.

2011	Debtor balances	Creditor balances	Costs / Purchases	Revenue / Sales
Autopista Madrid-Toledo Concesionaria, S.A.	8,328	-	-	168
Proyectos Inmobiliarios Residenciales, S.L.	1,315	-	-	-
AlqJunia5, S.A.	395	-	-	-
Pinares del Sur, S.L.	9,193	-	-	7,569
Las Cabezas de Aranjuez S.L	13,600	-	-	-

Transactions mentioned above have been done under market conditions.

# 34 Joint Ventures

The Group has interests in the joint ventures disclosed in Appendix III. The amounts set out below represented the Group's share, based on its interest in the joint ventures, on assets, liabilities, revenue and results of joint ventures consolidated through the proportional method (see note 2.2). These amounts are included in the consolidated balance sheet and consolidated income statement:

	2012	2011
<b>Assets:</b>		
Non-current assets	4,086,654	888,614
Current assets	434,113	108,986
	<b>4,520,767</b>	<b>997,600</b>
<b>Liabilities:</b>		
Non-current liabilities	2,841,022	597,237
Current liabilities	835,743	93,582
	<b>3,676,765</b>	<b>690,819</b>
<b>Net assets</b>	<b>844,002</b>	<b>306,781</b>
Revenue	866,761	407,041
Expenses	(888,562)	(389,408)
<b>Profit after taxes</b>	<b>(21,801)</b>	<b>17,633</b>

There are no contingent liabilities relating to the Group's interests in joint ventures, or contingent liabilities recognized by the joint ventures themselves.



## 35 Temporary joint ventures (UTEs) and consortia

The Group has interests in the UTEs disclosed in Appendix IV. The amounts set out below represent the Group's share, based on its interests in the UTEs, of assets, liabilities, revenue and results. These amounts are included in the consolidated balance sheet and consolidated income statement:

	2012	2011
<b>Assets:</b>		
Non-current assets	1,546	6,719
Current assets	403,012	496,309
	<b>404,558</b>	<b>503,028</b>
<b>Liabilities:</b>		
Non-current liabilities	229	141
Current liabilities	385,724	490,847
	<b>385,953</b>	<b>490,988</b>
Net assets	<b>18,605</b>	<b>12,040</b>
Revenue	455,998	569,026
Expenses	(437,393)	(556,986)
Profit after taxes	<b>18,605</b>	<b>12,040</b>

There are no contingent liabilities relating to the Group's interests in UTEs, or contingent liabilities recognized by the UTEs themselves.

At 31 December 2012 the Group was involved in several consortia (none at 31 December 2011). The following balances have been recorded on the consolidated financial statement and on the consolidated income statement:

	2012	2011
<b>Assets:</b>		
Non-current assets	2,536	430
Current assets	134,216	52,081
	<b>136,752</b>	<b>52,511</b>
<b>Liabilities:</b>		
Non-current liabilities	25	(18)
Current liabilities	129,616	48,941
	<b>129,641</b>	<b>48,923</b>
Net assets	<b>7,111</b>	<b>3,588</b>
Revenue	81,797	57,578
Expenses	(74,686)	(53,990)
Profit after taxes	<b>7,111</b>	<b>3,588</b>

# 36 Environment

The Group has taken the necessary measures to protect and improve the environment and to minimize environmental impact, if applicable, in compliance with current environmental legislation. Consequently, no provision for environmental liabilities and charges has been deemed necessary and there are no contingencies relating to environmental protection and improvement.



## 37 Events after the reporting period

On 1 March 2013, through its investee Isolux Corsán Aparcamientos, S.A., the Group entered into an agreement with FCPR Edifice Infra Euro (EIE) to form a company to acquire and operate a portfolio of operational parking spaces in Spain. The investment is estimated at 150 million euro and will consist mainly of shareholder cash contributions and external financing. The new company will be jointly controlled, according to the shareholder agreements.

## 38 Auditors' fees

The fees accrued by PricewaterhouseCoopers Auditors, S.L. for audit services rendered during 2012 total 1,486 thousand euro (2011: 1,552 thousand euro).

Fees accrued by PricewaterhouseCoopers Auditores, S.L. for other services rendered during 2012 total 636 thousand euro (2011: 1,945 thousand euro).

Fees accrued by other companies operating under the PricewaterhouseCoopers brand for audits and other services rendered abroad during 2012 amount to 1,991 thousand euro (2011: 1,621 thousand euro).

The fees accrued by other auditors for audit services rendered during 2012 total 253 thousand euro (2011: 680 thousand euro).



# Appendix I

## Subsidiaries included in the Consolidation Scope

Company name	Address	% of interest	Shareholder	Conso- lidation method	Activity	Auditor
Isolux Ingeniería, S.A.	Madrid	100.00%	Grupo Isolux Corsán, S.A.	FC	Engineering	PwC
Watsegur, S.A.	Madrid	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	PwC
Elaborados Metálicos Emesa S.L.	A Coruña	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	PwC
GIC Fábricas, S.A.	Madrid	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	PwC
Eólica Isolcor, S.L.	Madrid	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	Unaudited
Luxeol S.L.	Madrid	70.00%	Isolux Ingeniería, S.A.	FC	Concessions	Unaudited
Sociedad Concesionaria Zona 8-A, S.A.	Zaragoza	100.00%	Isolux Ingeniería, S.A.	FC	Concessions	PwC
Desarrollos de Ingeniería Iguaran S.A. (1)	Avilés	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	Unaudited
Isolux Eólica, S.A.	Madrid	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	Unaudited
T-Solar Global, S.A.	Vigo	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	PwC
Isolux Ingeniería USA LLC	Houston	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	E&Y
Isowat Mozambique, Lda.	Maputo	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	Unaudited
Isolux Maroc, S.A.	Casablanca	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	PwC
Agua Limpa Paulista, S.A.	Sao Paulo	40.00%	Isolux Ingeniería, S.A.	FC	Engineering	PwC
Isolux Corsán Polonia Sp Zoo	Varsovia	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	Unaudited
Tecna Estudios y Proyectos S.A.	Buenos Aires	75.00%	Isolux Ingeniería, S.A.	FC	Engineering	PwC
Tecna Proyectos y Operaciones, S.A.	Madrid	75.00%	Tecna Estudios y Proyectos S.A.	FC	Engineering	PwC
Latintecna, S.A.	Lima	74.25%	Tecna Proy. y Operaciones, S.A.	FC	Engineering	Otros
Tecna Bolivia, S.A.	StaCruz de la Sierra	67.50%	Tecna Proy. y Operaciones, S.A.	FC	Engineering	PwC
Tecninct Proyectos e Ingeniería S.A. de C.V.	Mexico DF	75.00%	Tecna Proy. y Operaciones, S.A.	FC	Engineering	Otros
Tecna Brasil Ltda.	Rio de Janeiro	71.25%	Tecna Proy. y Operaciones, S.A.	FC	Engineering	PwC
Medianito del Ecuador, S.A.	Quito	57.68%	Tecna Proy. y Operaciones, S.A.	FC	Engineering	PwC
Ven Tecna, S.A.	Caracas	74.25%	Tecna Proy. y Operaciones, S.A.	FC	Engineering	Otros
Tecna del Ecuador, S.A.	Quito	57.69%	Tecna Proy. y Operaciones, S.A.	FC	Engineering	PwC
Tecna Arabia (*)	Al Khobar	75.00%	Tecna Proy. y Operaciones, S.A.	FC	Engineering	Unaudited
TPYC Angola, S.A. (*)	Luanda	75.00%	Tecna Proy. y Operaciones, S.A.	FC	Engineering	Unaudited
Tecna Ingeniería y Construcciones, S.A.S.	Bogotá	75.00%	Tecna Proy. y Operaciones, S.A.	FC	Engineering	Unaudited
Isolux Wat Ingeniería, S.L.	Madrid	100.00%	Isolux Ingeniería, S.A.	FC	Engineering	Unaudited
Powertec Española, S.A.	Madrid	100.00%	Isolux Wat Ingeniería, S.L.	FC	Services	Unaudited
FCisolux Corsán Servicios S.A.	Madrid	100.00%	Isolux Wat Ingeniería, S.L.	FC	Services	PwC
Ambulux, S.L. (*)	Madrid	100.00%	Isolux Corsán Servicios, S.A.	FC	Services	Unaudited
Global Vambro, S.L.	Madrid	100.00%	Isolux Corsán Servicios S.A.	FC	Engineering	PwC
FCDesarrollo de Concesiones y Servicios Sercon, S.A.	Madrid	100.00%	Grupo Isolux Corsán, S.A.	FC	Services	Unaudited
Intal. y Montajes La Greña, S.A.	A Coruña	100.00%	Grupo Isolux Corsán, S.A.	FC	Services	Unaudited
Isolux Corsán Aparcamientos, S.A.	Madrid	100.00%	Grupo Isolux Corsán Concesiones, S.L.	FC	Concessions	PwC
Aparcamientos IC Talavera II, S.L.	Madrid	100.00%	Isolux Corsán Aparcamientos S.A.	FC	Concessions	Unaudited
Aparcamientos IC Segovia II, S.L.	Madrid	100.00%	Isolux Corsán Aparcamientos S.A.	FC	Concessions	Unaudited
Aparcamientos IC Ruiz de Alda S.A.	Madrid	100.00%	Isolux Corsán Aparcamientos S.A.	FC	Concessions	PwC
Explotaciones Las Madrigueras, S.L.	Tenerife	100.00%	Isolux Corsán Aparcamientos S.A.	FC	Concessions	Unaudited
Aparcamientos IC Zaragoza Torrero, S.L.	Madrid	100.00%	Isolux Corsán Aparcamientos S.A.	FC	Concessions	Unaudited

**Appendix I | Subsidiaries included in the Consolidation Scope (Continuation)**

Company name	Address	% of interest	Shareholder	Consolidation method	Activity	Auditor
Isolux Corsán Aparcamientos Madrid, S.A.	Madrid	100.00%	Isolux Corsán Aparcamientos S.A.	FC	Concessions	Unaudited
I.C. Plaza de Benalmádena Canarias	Las Palmas	100.00%	Isolux Corsán Aparcamientos S.A.	FC	Concessions	Unaudited
Aparcamiento Nuevo Hospital de Burgos, S.L. (*)	Madrid	70.00%	Isolux Corsán Aparcamientos, S.A.	FC	Concessions	Unaudited
Hixam Gestión de Aparcamientos, S.L.U.	Madrid	100.00%	Isolux Corsán Aparcamientos S.A.	FC	Concessions	PwC
Ceuti de Aparcamientos y Serv., S.A.	Ceuta	100.00%	Hixam Gestión de Aparcamientos, S.L.U.	FC	Concessions	Unaudited
Aparcamientos IC Zaragoza, S.L.	Madrid	100.00%	Hixam Gestión de Aparcamientos, S.L.U.	FC	Concessions	Unaudited
Aparcamientos IC Talavera, S.L.	Madrid	100.00%	Hixam Gestión de Aparcamientos, S.L.U.	FC	Concessions	Unaudited
Aparcamientos Islas Canarias, S.L.	Las Palmas	100.00%	Hixam Gestión de Aparcamientos, S.L.U.	FC	Concessions	Unaudited
Gestión de Concesiones, S.A.	La Linea	100.00%	Hixam Gestión de Aparcamientos, S.L.U.	FC	Concessions	Unaudited
Aparcamientos IC Toledanos, S.L.	Madrid	100.00%	Hixam Gestión de Aparcamientos, S.L.U.	FC	Concessions	Unaudited
Aparcamientos Segovia, S.L.	Segovia	100.00%	Hixam Gestión de Aparcamientos, S.L.U.	FC	Concessions	Unaudited
Hixam Gestión de Aparcamientos II, S.L.	Madrid	100.00%	Isolux Corsán Aparcamientos S.A.	FC	Concessions	PwC
Aparcamientos IC Toledanos II, S.L.	Madrid	100.00%	Hixam Gestión de Aparcamientos II, S.L.U.	FC	Concessions	Unaudited
Aparcamientos IC Ponzano, S.L.	Madrid	100.00%	Hixam Gestión de Aparcamientos II, S.L.U.	FC	Concessions	Unaudited
Aparcamientos IC Hospital de Murcia, S.L.	Madrid	100.00%	Hixam Gestión de Aparcamientos II, S.L.U.	FC	Concessions	Unaudited
Aparcamientos IC Chiclana, S.L.	Madrid	100.00%	Hixam Gestión de Aparcamientos II, S.L.U.	FC	Concessions	Unaudited
Aparcamientos IC Córdoba, S.L.	Madrid	100.00%	Hixam Gestión de Aparcamientos II, S.L.U.	FC	Concessions	Unaudited
Hixam Gestión de Aparcamientos III, S.L.	Madrid	100.00%	Isolux Corsán Aparcamientos S.A.	FC	Concessions	Unaudited
Corsan-Corviam Construcción, S.A.	Madrid	100.00%	Grupo Isolux Corsán, S.A.	FC	Construction	PwC
Construções Pina do Vale, S.A.	Lisboa	100.00%	Corsán Corviam Construcción S.A.	FC	Construction	PwC
Extremeña de Infraestructura, S.A.	Madrid	100.00%	Corsán Corviam Construcción S.A.	FC	Construction	Unaudited
Isolux Corsán Cyprus Limited	Nicosia	100.00%	Corsán Corviam Construcción S.A.	FC	Construction	Unaudited
Isolux Corsán Panamá, S.A.	Ciudad de Panamá	100.00%	Corsán Corviam Construcción S.A.	FC	Construction	Unaudited
Isolux de México, S.A. de C.V.	Mexico DF	100.00%	Corsán Corviam Construcción S.A.	FC	Construction	PwC
Construcciones e Instalaciones del Noreste, S.A. de C.V.	Mexico DF	100.00%	Isolux de México, S.A. de C.V.	FC	Construction	PwC
Isolbaja, S.A. de C.V. (*)	Mexico DF	100.00%	Isolux de México, S.A. de C.V.	FC	Construction	Unaudited
Constructora Presa El Purgatorio SPU, S.A. de C.V. (*)	Mexico DF	98.00%	Isolux de México, S.A. de C.V.	FC	Construction	Unaudited
Isolux Corsán Argentina S.A.	Buenos Aires	100.00%	Corsán Corviam Construcción S.A.	FC	Construction	PwC
Isolux Corsán Argelie EURL	Argel	100.00%	Corsán Corviam Construcción S.A.	FC	Construction	PwC
Isolux Corsán do Brasil S.A.	Rio de Janeiro	100.00%	Corsán Corviam Construcción S.A.	FC	Construction	Unaudited
Isolux Projectos, Investimentos e Participações LTDA	Sao Paulo	100.00%	Corsán Corviam Construcción S.A.	FC	Construction	Unaudited
Isolux Projectos e Instalaciones LTDA.	Rio de Janeiro	100.00%	Isolux Proj., Invest. e Participações LTDA	FC	Construction	Unaudited
Isolux Corsán India Engineering & Constuction Private LTD.	Haryana	100.00%	Corsán Corviam Construction S.A.	FC	Construction	PwC
Isolux Corsán Inmobiliaria, S.A.	Madrid	100.00%	Grupo Isolux Corsán, S.A.	FC	Real State	PwC
Valdelrío, S.L.	Madrid	100.00%	Isolux Corsán Inmobiliaria, S.A.	FC	Real State	Unaudited
Electrónica Control de Motores, S.A.	Madrid	100.00%	Isolux Corsán Inmobiliaria, S.A.	FC	Real State	Unaudited
Julítex, S.L.	Las Palmas	80.00%	Isolux Corsán Inmobiliaria, S.A.	FC	Real State	Unaudited
El Sitio de la Herrería, S.L.	Madrid	100.00%	Isolux Corsán Inmobiliaria, S.A.	FC	Real State	Unaudited
Interisolux Torrejón Vivienda Joven, S.L.	Madrid	90.00%	Isolux Corsán Inmobiliaria, S.A.	FC	Real State	Unaudited
Interisolux Alcorcón Vivienda Joven, S.L.	Madrid	80.00%	Isolux Corsán Inmobiliaria, S.A.	FC	Real State	PwC



### Appendix I | Subsidiaries included in the Consolidation Scope (Continuation)

Company name	Address	% of interest	Shareholder	Consolidation method	Activity	Auditor
Olmosa, S.L.	Madrid	100.00%	Isolux Corsán Inmobiliaria, S.A.	FC	Real State	Unaudited
Cost Wright, S.L.	Madrid	100.00%	Isolux Corsán Inmobiliaria, S.A.	FC	Real State	Unaudited
Las Cabezas de Aranjuez, S.L. (*)	Madrid	100.00%	Isolux Corsán Inmobiliaria, S.A.	FC	Real State	Unaudited
Unidad Mater. Avanz. Ibérica, S.A.	Orense	100.00%	Grupo Isolux Corsán, S.A.	FC	Engineering	Unaudited
Infinita Renovables, S.A.	Vigo	80.70%	Grupo Isolux Corsán, S.A.	FC	Renewable Energies	PwC
Azul de Cortes BV	Amsterdam	100.00%	Grupo Isolux Corsán, S.A.	FC	Real State	Unaudited
Azul de Cortes, S. de R.L., de C.V.	Mexico DF	100.00%	Azul de Cortes BV	FC	Real State	PwC
Bendía, S.A.	Madrid	100.00%	Grupo Isolux Corsán, S.A.	FC	Engineering	Unaudited
EDIFISA, S.A.	Madrid	96.04%	Grupo Isolux Corsán, S.A.	FC	Real State	Unaudited
Corvisa, productos asfálticos y aplicaciones, S.L.	Madrid	100.00%	Grupo Isolux Corsán, S.A.	FC	Construction	PwC
Powertec Catalunya, S.A.U.	Madrid	100.00%	Grupo Isolux Corsán, S.A.	FC	Engineering	Unaudited
Powertec Sistemas Energéticos, S.A.U.	Madrid	100.00%	Grupo Isolux Corsán, S.A.	FC	Engineering	Unaudited
Acta - Actividades Eléctricas Asociadas, S.A.	Lisboa	100.00%	Grupo Isolux Corsán, S.A.	FC	Engineering	Otros
Isolux Corsan Gulf LLC	Oman	70.00%	Grupo Isolux Corsán, S.A.	FC	Engineering	Unaudited
Isolux Corsán Energías Renovables, S.A.	Buenos Aires	100.00%	Grupo Isolux Corsán, S.A.	FC	Concessions	Unaudited
Isolux Corsán Arabia Saudí, LLC (*)	Riyadh	50.00%	Grupo Isolux Corsán, S.A.	FC	Construction	Unaudited
Parque Eólico Loma Blanca II, S.A. (*)	Buenos Aires	100.00%	Grupo Isolux Corsán, S.A.	IG	Engineering	Unaudited
Inversiones Blumen, S.L.U.	Madrid	100.00%	Grupo Isolux Corsán, S.A.	FC	Engineering	Unaudited
T-Solar Global Operating Assets, S.L.	Madrid	38.17%	Grupo T-Solar Global, S.A.	FC	Concessions	PwC
Tuin Zonne Origen, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	FC	Concessions	PwC
Global Surya, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	FC	Concessions	PwC
TZ Almodóvar del Río, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	FC	Concessions	PwC
Ortosolar Promotor de Energías Renovables, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	FC	Concessions	PwC

(\*) Companies acquired or incorporated during the year and/or additional investment in companies already included in the consolidation scope in the previous year. The inclusion of these companies in the consolidation scope did not generate additional sales during the year.

FC: Full Consolidation.

# Appendix II

## Associates included in the consolidation scope

Company name	Address	% of interest	Shareholder	Conso- lidation Method	Activity	Auditor
Gestión de Partícipes de Bioreciclaje, S.L.	Cadiz	33.33%	Global Vambro, S.L	EC	Concessions	Other
Autopista Madrid Toledo Concesionaria, S.A.	Madrid	25.50%	Grupo Isolux Corsán Concesiones, S.L.	EC	Concessions	Other
Proyectos Inmobiliarios Residenciales, S.L.	Madrid	25.60%	Isolux Corsán Inmobiliaria, S.A.	EC	Real-estate	Unaudited
Albalí Señalización, S.A.	Madrid	7.50%	Isolux Ingeniería, S.A.	EC	Engineering	Other

EC: Equity method.



## Appendix III

### Joint ventures included in the consolidation scope

Denominación Social	Domicilio	% Sobre Nominal	Sociedad Titular de la Participación	Supuesto por el que consolida	Actividad	Auditor
Lineas de Comahue Cuyo, S.A.	Buenos Aires	33.34%	Grupo Isolux Corsán, S.A.	PC	Engineering	PwC
Indra Isolux de México S.A de C.V.	México DF	50.00%	Isolux de México, S.A. de C.V.	PC	Construction	Unaudited
Constructora Autopista Perote Xalapa S.A. de C.V.	México DF	50.00%	Isolux de México, S.A. de C.V.	PC	Construction	PwC
Participes de Biorreciclaje, S.L.	Madrid	33.33%	Global Vambru, S.L	PC	Concessions	Other
Bioreciclajes de Cádiz S.A.	Cádiz	32.66%	Participes de Biorreciclaje, S.L.	PC	Concessions	Other
Isonor Transmission S.A.C.	Lima	50.00%	Grupo Isolux Corsán, S.A.	PC	Concessions	PwC
Caravelli Coteruse Transmisora de Energía S.A.C.	Lima	25.00%	Isonor Transmisión S.A.C.	PC	Concessions	PwC
Parking Pio XII, S.L.	Palencia	50.00%	Isolux Corsán Aparcamientos S.L.	PC	Concessions	Unaudited
Aparcamientos IC Sarrión	Madrid	51.00%	Isolux Corsán Aparcamientos S.L.	PC	Concessions	Other
Emiso Cádiz S.A.	Cádiz	50.00%	Isolux Corsán Aparcamientos S.L.	PC	Concessions	Unaudited
Aparcamientos Los Bandos Salamanca, S.L	Madrid	70.00%	Isolux Corsán Aparcamientos S.L.	PC	Concessions	Unaudited
Concesionaria Autopista Perote Xalapa S.A. de C.V.	México DF	40.39%	Isolux Corsán Concesiones, S.A.U.	PC	Concessions	PwC
Iccenlux Corp.	Delaware	80.77%	Isolux Corsán Concesiones, S.A.U.	PC	Concessions	E&Y
Wett Holdings LLC	Delaware	40.39%	Iccenlux Corp.	PC	Concessions	E&Y
Wett - Wind Energy Transmission Texas, LLC.	Austin	40.39%	Wett Holdings	PC	Concessions	E&Y
ICC Sandpiper, B.V.	Amsterdam	62.09%	Isolux Corsan Concessions Infr. Holland BV	PC	Concessions	Unaudited
Isolux Corsan Concessions Cyprus Limited	Nicosia	62.09%	ICC Sanpiper BV	PC	Concessions	Unaudited
Indus Concessions India Private Limited	Haryana	62.09%	Isolux Corsán Concessions Cyprus Limited	PC	Concessions	Unaudited
Soma Isolux Surat Hazira Tollway Private Limited	Haryana	31.04%	Indus Concessions India Private Limited	PC	Concessions	Other
Soma Isolux Varanasi Aurangabad Tollway Private Limited	Haryana	31.04%	Indus Concessions India Private Limited	IP	Concessions	Unaudited
Soma Isolux Kishangarh-Ajmer-Beawar Tollway PVT.LTD	Haryana	31.04%	Indus Concessions India Private Limited	IP	Concessions	Other
ICCON Transmission Inc. (*)	Vancouver	80.77%	Isolux Corsán Concesiones, S.A.U.	PC	Concessions	Unaudited
Interligação Eletrica Norte e Nordeste, S.A.	Sao Paulo	40.39%	Isolux Energia e Participações Ltda.	PC	Concessions	E&Y
Jauru Transmisora de Energía, S.A.	Rio Janeiro	26.92%	Isolux Energia e Participações Ltda.	PC	Concessions	Deloitte
Plena Operação e Manutenção de Transmissora de Energia Ltda	Rio Janeiro	33.33%	Isolux Energia e Participações Ltda.	IP	Concessions	Unaudited
Carreteras Centrales de Argentina, S.A.	Buenos Aires	49.00%	Corsán Corviam Construcción S.A.	PC	Construction	Unaudited
Societat Superficialia Preventius Zona Franca S.A.	Barcelona	50.00%	Corsán Corviam Construcción S.A.	IP	Construction	Unaudited
Isolux Corsán India & Soma Enterprises Limited	Haryana	50.00%	Isolux Corsán India Engineering & Const Pvt LTD.	IP	Engineering	Unaudited
Eclesur, S.A.	Buenos Aires	50.00%	Grupo Isolux Corsán, S.A.	IP	Engineering	Unaudited
Líneas Mesopotámicas S.A.	Buenos Aires	33.33%	Grupo Isolux Corsán, S.A.	IP	Engineering	PwC
Lineas del Norte S.A.	Buenos Aires	33.33%	Grupo Isolux Corsán, S.A.	IP	Engineering	PwC
Ciudad de la Justicia de Córdoba S.A.	Sevilla	50.00%	Corsán Corviam Construcción S.A.	IP	Construction	Unaudited
Empresa Concesionaria Líneas Eléctricas del Sur, S.A.	Buenos Aires	50.00%	Grupo Isolux Corsán, S.A.	IP	Engineering	Unaudited
Isolux Infrastructure Netherlands, B.V. (*)	Amsterdam	80.77%	Grupo Isolux Corsán Concesiones, S.L.	IP	Concessions	PwC
Isolux Corsán Concesiones de Infraestructuras, S.L.U.	Madrid	80.77%	Isolux Infrastructure Netherlands, B.V.	IP	Concessions	PwC
Sociedad Concesionaria Autovía A-4 Madrid S.A.	Madrid	41.39%	Isolux Corsán Concesiones de Infr., S.L.U.	IP	Concessions	PwC
Isolux Corsán Brasileña de Infraestructuras, S.L.U.	Madrid	80.77%	Isolux Corsán Concesiones de Infr., S.L.U.	IP	Concessions	Unaudited
Isolux Corsán Participações de Infraestrutura Ltda	Sao Paulo	80.77%	Isolux Corsán Brasileña de Infr., S.L.	IP	Concessions	Unaudited

**Appendix III | Joint ventures included in the consolidation scope**

Company name	Address	% of interest	Shareholder	Consolidation Method	Activity	Auditor
Isolux Corsán Participações na Viabahía Ltda	Sao Paulo	80.77%	Isolux Corsán Participações de Infr. Ltda	PC	Concessions	Unaudited
Viabahia Concessionaria de Rodovias, S.A. (*)	Sao Paulo	56.54%	Isolux Corsán Participações na Viabahía Ltda	PC	Concessions	Pw.
Isolux Corsán Mexicana de Infraestructuras, S.L.U.	Madrid	80.77%	Isolux Corsán Concesiones de Infraestructuras, S.L.U.	PC	Concessions	Unaudited
Isolux Corsan NH1 Cyprus Limited	Nicosia	80.77%	Isolux Corsán Concesiones de Infraestructuras, S.L.U.	PC	Concessions	Otros
Soma-Isolux NH One Tollway Private Limited	Haryana	51.19%	Isolux Corsan NH1 Cyprus Limited	PC	Concessions	Otros
Isolux Corsán Concesiones, S.A.U.	Madrid	80.77%	Isolux Infrastructure Netherlands; B.V.	PC	Concessions	PwC
Isolux Energia e Participações S.A.	Río de Janeiro	80.77%	Isolux Corsán Concesiones, S.A.U.	PC	Concessions	Deloitte
Cachoeira Paulista T. Energia S.A.	Río de Janeiro	80.77%	Isolux Energia e Participações S.A.	PC	Concessions	Deloitte
Linhas de Xingu Transmissora de Energia Ltda.	Río de Janeiro	80.77%	Isolux Energia e Participações S.A.	PC	Concessions	PwC
Linhas de Taubaté Transmissora de Energia Ltda.	Río de Janeiro	80.77%	Isolux Energia e Participações S.A.	PC	Concessions	PwC
Linhas de Macapa Transmissora de Energia Ltda.	Río de Janeiro	80.77%	Isolux Energia e Participações S.A.	PC	Concessions	PwC
Vias Administración y Logística, S.A. de C.V.	México DF	80.77%	Isolux Corsán Concesiones, S.A.U.	PC	Concessions	PwC
Operadora Autopista Perote-Xalapa, S.A. de C.V. (*)	México DF	40.39%	Isolux Corsán Concesiones, S.A.U.	PC	Concessions	Unaudited
Isolux Corsán Concesiones de México, S.A. de C.V.	México DF	80.77%	Isolux Corsán Concesiones, S.A.U.	PC	Concessions	Unaudited
Conc. Aut. Monterrey-Salttillo, S.A. de C.V.	México DF	80.77%	Isolux Corsán Concesiones, S.A.U.	PC	Concessions	PwC
Isolux Corsán Energy Cyprus Limited	Nicosia	80.77%	Isolux Corsán Concesiones, S.A.U.	PC	Concessions	Unaudited
Isolux Corsán Power Concessions India Private Limited	Haryana	80.77%	Isolux Corsan Energy Cyprus Limited	PC	Concessions	Unaudited
Mainpuri Power Transmission Private Limited	Haryana	59.77%	Isolux Corsan Power Conc.India Private Limited	PC	Concessions	Unaudited
South East U.P. Power Transmission Company Limited (*)	Uttar Pradesh	59.77%	Mainpuri Power Transmission Private Limited	PC	Concessions	Unaudited
Isolux Corsan Concessions Infrastructures Holland BV	La Haya	80.77%	Isolux Corsán Concesiones, S.A.U.	PC	Concessions	Unaudited
Grupo T-Solar Global, S.A.	Madrid	74.85%	Isolux Infrastructure Netherlands, B.V.	PC	Concessions	PwC
T-Solar Global Operating Assets, S.L.	Madrid	38.17%	Grupo T-Solar Global, S.A.	PC	Concessions	PwC
Tuin Zonne Origen, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Global Surya, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
TZ Almodóvar del Río, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Ortosolar Promotor de Energías Renovables, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Global Elefantina, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Tuin Zonne Solar, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
T-Solar Autónoma S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
TZ Morón Uno, S.L.U. (*)	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
TZ Morón 2, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Tuin Zonne Ronda 1, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
TZ Ronda 2, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
TZ Santafe 1, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
TZ Santafe 2, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Tuin Zonne Viana, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Ortosol Energía 1, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Ortosol Energía 2, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC



### Appendix III | Joint ventures included in the consolidation scope

Company name	Address	% of interest	Shareholder	Conso- lidation Method	Activity	Auditor
Ortosol Energía 3, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Ortosol Energía 4, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Ortosol Energía 5, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Ortosol Energía 6, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Pentasolar, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
Pentasolar Talayuela 1, S.L.U.	Madrid	38.17%	Pentasolar, S.L.U.	PC	Concessions	PwC
Pentasolar Talayuela 2, S.L.U.	Madrid	38.17%	Pentasolar, S.L.U.	PC	Concessions	PwC
Pentasolar Madrigal 1, S.L.U.	Madrid	38.17%	Pentasolar, S.L.U.	PC	Concessions	PwC
Pentasolar Madrigal 2, S.L.U.	Madrid	38.17%	Pentasolar, S.L.U.	PC	Concessions	PwC
TZ Morita, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
TZ Morita 1, S.L.U.	Madrid	38.17%	TZ Morita, S.L.U.	PC	Concessions	PwC
TZ Morita 2, S.L.U.	Madrid	38.17%	TZ Morita, S.L.U.	PC	Concessions	PwC
TZ Morita 3, S.L.U.	Madrid	38.17%	TZ Morita, S.L.U.	PC	Concessions	PwC
TZ Morita 4, S.L.U.	Madrid	38.17%	TZ Morita, S.L.U.	PC	Concessions	PwC
TZ Morita 5, S.L.U.	Madrid	38.17%	TZ Morita, S.L.U.	PC	Concessions	PwC
TZ Morita 6, S.L.U.	Madrid	38.17%	TZ Morita, S.L.U.	PC	Concessions	PwC
TZ Morita 7, S.L.U.	Madrid	38.17%	TZ Morita, S.L.U.	PC	Concessions	PwC
TZ Castillo de Alcolea, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
TZ Castillo de Alcolea 1, S.L.U.	Madrid	38.17%	TZ Castillo de Alcolea, S.L.U.	PC	Concessions	PwC
TZ Castillo de Alcolea 2, S.L.U.	Madrid	38.17%	TZ Castillo de Alcolea, S.L.U.	PC	Concessions	PwC
TZ Castillo de Alcolea 3, S.L.U.	Madrid	38.17%	TZ Castillo de Alcolea, S.L.U.	PC	Concessions	PwC
TZ Castillo de Alcolea 4, S.L.U.	Madrid	38.17%	TZ Castillo de Alcolea, S.L.U.	PC	Concessions	PwC
TZ Castillo de Alcolea 5, S.L.U.	Madrid	38.17%	TZ Castillo de Alcolea, S.L.U.	PC	Concessions	PwC
TZ Castillo de Alcolea 6, S.L.U.	Madrid	38.17%	TZ Castillo de Alcolea, S.L.U.	PC	Concessions	PwC
TZ Castillo de Alcolea 7, S.L.U.	Madrid	38.17%	TZ Castillo de Alcolea, S.L.U.	PC	Concessions	PwC
TZ Archidona I, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
Tuin Zonne Archidona 1, S.L.U.	Madrid	38.17%	TZ Archidona I, S.L.U.	PC	Concessions	PwC
Tuin Zonne Archidona 2, S.L.U.	Madrid	38.17%	TZ Archidona I, S.L.U.	PC	Concessions	PwC
Tuin Zonne Archidona 3, S.L.U.	Madrid	38.17%	TZ Archidona I, S.L.U.	PC	Concessions	PwC
Tuin Zonne Archidona 4, S.L.U.	Madrid	38.17%	TZ Archidona I, S.L.U.	PC	Concessions	PwC
Tuin Zonne Archidona 5, S.L.U.	Madrid	38.17%	TZ Archidona I, S.L.U.	PC	Concessions	PwC
Tuin Zonne Archidona 6, S.L.U.	Madrid	38.17%	TZ Archidona I, S.L.U.	PC	Concessions	PwC
TZ La Poza, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
TZ La Poza 1, S.L.U.	Madrid	38.17%	TZ La Poza, S.L.U.	PC	Concessions	PwC
TZ La Poza 2, S.L.U.	Madrid	38.17%	TZ La Poza, S.L.U.	PC	Concessions	PwC
TZ La Poza 3, S.L.U.	Madrid	38.17%	TZ La Poza, S.L.U.	PC	Concessions	PwC
TZ La Poza 4, S.L.U.	Madrid	38.17%	TZ La Poza, S.L.U.	PC	Concessions	PwC
TZ La Poza 5, S.L.U.	Madrid	38.17%	TZ La Poza, S.L.U.	PC	Concessions	PwC

**Appendix III** | Joint ventures included in the consolidation scope

Denominación Social	Domicilio	% Sobre Nominal	Sociedad Titular de la Participación	Supuesto por el que consolida	Actividad	Auditor
TZ La Poza 6, S.L.U.	Madrid	38.17%	TZ La Poza, S.L.U.	PC	Concessions	PwC
TZ La Poza 7, S.L.U.	Madrid	38.17%	TZ La Poza, S.L.U.	PC	Concessions	PwC
TZ Buenavista, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
TZ Buenavista 1, S.L.U.	Madrid	38.17%	TZ Buenavista, S.L.U.	PC	Concessions	PwC
TZ Buenavista 2, S.L.U.	Madrid	38.17%	TZ Buenavista, S.L.U.	PC	Concessions	PwC
TZ Buenavista 3, S.L.U.	Madrid	38.17%	TZ Buenavista, S.L.U.	PC	Concessions	PwC
TZ Buenavista 4, S.L.U.	Madrid	38.17%	TZ Buenavista, S.L.U.	PC	Concessions	PwC
TZ Buenavista 5, S.L.U.	Madrid	38.17%	TZ Buenavista, S.L.U.	PC	Concessions	PwC
TZ Buenavista 6, S.L.U.	Madrid	38.17%	TZ Buenavista, S.L.U.	PC	Concessions	PwC
TZ Buenavista 7, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
TZ Alcolea Lancha, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
TZ Alcolea Lancha 1, S.L.U.	Madrid	38.17%	TZ Alcolea Lancha, S.L.U.	PC	Concessions	PwC
TZ Alcolea Lancha 2, S.L.U.	Madrid	38.17%	TZ Alcolea Lancha, S.L.U.	PC	Concessions	PwC
TZ Alcolea Lancha 3, S.L.U.	Madrid	38.17%	TZ Alcolea Lancha, S.L.U.	PC	Concessions	PwC
TZ Alcolea Lancha 4, S.L.U.	Madrid	38.17%	TZ Alcolea Lancha, S.L.U.	PC	Concessions	PwC
TZ Alcolea Lancha 5, S.L.U.	Madrid	38.17%	TZ Alcolea Lancha, S.L.U.	PC	Concessions	PwC
TZ Alcolea Lancha 6, S.L.U.	Madrid	38.17%	TZ Alcolea Lancha, S.L.U.	PC	Concessions	PwC
TZ Alcolea Lancha 7, S.L.U.	Madrid	38.17%	TZ Alcolea Lancha, S.L.U.	PC	Concessions	PwC
Tuin Zonne Veguilla, S.L.	Madrid	28.07%	Tuin Zonne Origen, S.L.U. y Minuersol Jerez, S.L.	PC	Concessions	PwC
TZ Veguilla 1, S.L.U.	Madrid	28.07%	Tuin Zonne Veguilla, S.L.	PC	Concessions	PwC
TZ Veguilla 2, S.L.U.	Madrid	28.07%	Tuin Zonne Veguilla, S.L.	PC	Concessions	PwC
TZ Veguilla 3, S.L.U.	Madrid	28.07%	Tuin Zonne Veguilla, S.L.	PC	Concessions	PwC
TZ Veguilla 4, S.L.U.	Madrid	28.07%	Tuin Zonne Veguilla, S.L.	PC	Concessions	PwC
TZ Veguilla 5, S.L.U.	Madrid	28.07%	Tuin Zonne Veguilla, S.L.	PC	Concessions	PwC
TZ Veguilla 6, S.L.U.	Madrid	28.07%	Tuin Zonne Veguilla, S.L.	PC	Concessions	PwC
TZ Veguilla 7, S.L.U.	Madrid	28.07%	Tuin Zonne Veguilla, S.L.	PC	Concessions	PwC
Tuin Zonne Los Mochuelos, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
TZ Los Mochuelos 1, S.L.U.	Madrid	38.17%	Tuin Zonne Los Mochuelos, S.L.U.	PC	Concessions	PwC
TZ Los Mochuelos 2, S.L.U.	Madrid	38.17%	Tuin Zonne Los Mochuelos, S.L.U.	PC	Concessions	PwC
TZ Los Mochuelos 3, S.L.U.	Madrid	38.17%	Tuin Zonne Los Mochuelos, S.L.U.	PC	Concessions	PwC
TZ Los Mochuelos 4, S.L.U.	Madrid	38.17%	Tuin Zonne Los Mochuelos, S.L.U.	PC	Concessions	PwC
TZ Los Mochuelos 5, S.L.U.	Madrid	38.17%	Tuin Zonne Los Mochuelos, S.L.U.	PC	Concessions	PwC
TZ Los Mochuelos 6, S.L.U.	Madrid	38.17%	Tuin Zonne Los Mochuelos, S.L.U.	PC	Concessions	PwC
Pensolar Pozohondo, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
Pensolar Pozohondo 1, S.L.U.	Madrid	38.17%	Pensolar Pozohondo, S.L.U.	PC	Concessions	PwC
Pensolar Pozohondo 2, S.L.U.	Madrid	38.17%	Pensolar Pozohondo, S.L.U.	PC	Concessions	PwC
Pensolar Pozohondo 3, S.L.U.	Madrid	38.17%	Pensolar Pozohondo, S.L.U.	PC	Concessions	PwC
Pensolar Pozohondo 4, S.L.U.	Madrid	38.17%	Pensolar Pozohondo, S.L.U.	PC	Concessions	PwC



### Appendix III | Joint ventures included in the consolidation scope

Company name	Address	% of interest	Shareholder	Consolidation Method	Activity	Auditor
Pensolar Pozohondo 5, S.L.U.	Madrid	38.17%	Pensolar Pozohondo, S.L.U.	PC	Concessions	PwC
Pensolar Pozohondo 6, S.L.U.	Madrid	38.17%	Pensolar Pozohondo, S.L.U.	PC	Concessions	PwC
Pensolar Pozocañada, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
Pensolar Pozocañada 1, S.L.U.	Madrid	38.17%	Pensolar Pozocañada, S.L.U.	PC	Concessions	PwC
Pensolar Pozocañada 2, S.L.U.	Madrid	38.17%	Pensolar Pozocañada, S.L.U.	PC	Concessions	PwC
Pensolar Pozocañada 3, S.L.U.	Madrid	38.17%	Pensolar Pozocañada, S.L.U.	PC	Concessions	PwC
Pensolar Pozocañada 4, S.L.U.	Madrid	38.17%	Pensolar Pozocañada, S.L.U.	PC	Concessions	PwC
Pensolar Pozocañada 5, S.L.U.	Madrid	38.17%	Pensolar Pozocañada, S.L.U.	PC	Concessions	PwC
Pensolar Pozocañada 6, S.L.U.	Madrid	38.17%	Pensolar Pozocañada, S.L.U.	PC	Concessions	PwC
Granadasolar E. Renovables, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
Granadasolar Sigüenza 1, S.L.U.	Madrid	38.17%	Granadasolar E. Renovables, S.L.U.	PC	Concessions	PwC
Granadasolar Sigüenza 2, S.L.U.	Madrid	38.17%	Granadasolar E. Renovables, S.L.U.	PC	Concessions	PwC
Aspa Energías Renovables, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
TZ La Seca 1, S.L.U.	Madrid	38.17%	Aspa Energías Renovables, S.L.U.	PC	Concessions	PwC
TZ La Seca 2, S.L.U.	Madrid	38.17%	Aspa Energías Renovables, S.L.U.	PC	Concessions	PwC
Tuin Zonne Medina, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
Tuin Zonne Medina 1, S.L.U.	Madrid	38.17%	Tuin Zonne Medina, S.L.U.	PC	Concessions	PwC
Tuin Zonne Medina 2, S.L.U.	Madrid	38.17%	Tuin Zonne Medina, S.L.U.	PC	Concessions	PwC
Tuin Zonne Medina 3, S.L.U.	Madrid	38.17%	Tuin Zonne Medina, S.L.U.	PC	Concessions	PwC
TZ El Carpio, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
Elduayen Fotovoltaica, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
P.S. Huerto Son Falconer, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
Borealis Solar, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
European Sun Park Amedo, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
Windmill Fotovoltaica, S.L.U.	Madrid	38.17%	Tuin Zonne Origen, S.L.U.	PC	Concessions	PwC
Windmill Energie Alicante 1.2, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Windmill Energie Alicante 1.3, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Windmill Energie Alicante 1.4, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Windmill Energie Alicante 1.5, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Windmill Energie Alicante 1.6, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Windmill Energie Alicante 1.8, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Windmill Energie Alicante 1.9, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Windmill Energie Alicante 1.10, S.L.U.	Madrid	74.86%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Windmill Energie Alicante 1.11, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Windmill Energie Alicante 2.1, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Windmill Energie Alicante 2.2, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Windmill Energie Alicante 2.3, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Windmill Energie Alicante 2.4, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited

**Appendix III | Joint ventures included in the consolidation scope**

Company name	Address	% of interest	Shareholder	Consolidation Method	Activity	Auditor
Windmill Energie Alicante 2.7, S.L.U.	Madrid	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Yeguas Altas, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Huerto Albercones, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Huerto Las Pesetas, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Huerto Cortillas, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Huerto Paniza, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Huerto Montera, S.L.U.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Parque Solar Saelices, S.L.	Madrid	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
Gts Repartición, S.A.C	Lima	74.84%	Grupo T-Solar Global, S.A.	PC	Concessions	PwC
Gts Majes, S.A.C.	Lima	74.84%	Grupo T-Solar Global, S.A.	PC	Concessions	PwC
Raggio di Puglia 2 S.R.L.	Roma	38.17%	T-Solar Global Operating Assets, S.L.	PC	Concessions	PwC
ARRL (Mauritius) Limited	Bombay	37.43%	Grupo T-Solar Global, S.A.	PC	Concessions	Mazars
Astonfield Solar Rajasthan (Private) Limited	Bombay	37.43%	ARRL (Mauritius) Limited	PC	Concessions	Other
Astonfield Solar Gujarat (Private) Limited	Bombay	37.43%	ARRL (Mauritius) Limited	PC	Concessions	Other
T Solar Cyprus Limited	Madrid	74.85%	Global Elefantina S.L.U.	PC	Concessions	Unaudited
Grupo T-Solar Global USA, INC (*)	Delaware	74.85%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Grupo T-Solar Global USA, LLC (*)	Delaware	74.85%	Grupo T-Solar Global USA, INC	PC	Concessions	Unaudited
Solar Power Ventures, LLC (USA) (*)	Delaware	44.91%	Grupo T-Solar Global USA, LLC	PC	Concessions	Unaudited
Sol Orchard Imperial 1, LLC (*)	Dover	74.85%	Grupo T-Solar Global USA, INC	PC	Concessions	Unaudited
GTS Puerto Rico LLC (*)	Delaware	74.85%	Grupo T-Solar Global USA, INC	PC	Concessions	Unaudited
Solaner Puerto Rico One, LLC (*)	Hato Rey	37.43%	GTS Puerto Rico LLC	PC	Concessions	Unaudited
GTS Puerto Rico Two LLC (USA) (*)	Hato Rey	74.85%	Grupo T-Solar Global USA, INC	PC	Concessions	Unaudited
Solaner Puerto Rico Two LLC (Puerto Rico) (*)	Hato Rey	37.43%	GTS Puerto Rico Two LLC (USA)	PC	Concessions	Unaudited
LANGALOMCEBO ENERGY (PFI) PROPRIETARY LIMITED (*)	Sudáfrica	38.17%	Grupo T-Solar Global, S.A.	PC	Concessions	Unaudited
Pinares del Sur, S.L.	Cádiz	50.00%	Isolux Corsán Inmobiliaria, S.A.	EC	Real State	PwC
Aljunia 5, S.A.	Toledo	50.00%	Isolux Corsán Inmobiliaria, S.A.	EC	Real State	Other
Landscape Corsán, S.L.	Madrid	50.00%	Isolux Corsán Inmobiliaria, S.A.	EC	Real State	Unaudited

(\*) Companies acquired or incorporated during the year and/or additional investment in companies already included in the consolidation scope in the previous year. The inclusion of these companies in the consolidation scope did not generate additional sales during the year.

PC: Proportional consolidation method.

EC: Equity consolidation method.



## Appendix IV

Joint Ventures (UTEs) and Consortia participated by companies included in the Consolidation Scope

Joint ventures' name	% of interest	Joint ventures' name	% of interest
DEPURADORA MAIMONA UTE	100.00%	UTE VIA SAGRERA	50.00%
UTE. BURGO-MEDIANA	50.00%	SEDE ADMINISTRATIVA HOSPITAL	100.00%
UTE EDAR CARBONERO	100.00%	UTE ENLACE MEIRAS	50.00%
ACCESO PTO. VALENCIA	40.00%	UTE DG POLICIA	100.00%
UTE JUCAR VINALOPO	33.33%	ACCESOS SOTO RIBERA	60.00%
CAMINO DE SANTIAGO	50.00%	UTE CAJA DUERO	100.00%
CORREDOR DEL MORRAZO	50.00%	REHABILITACIÓN CUARTEL TENIENTE RUIZ	42.50%
RONDA LOS OMEYAS UTE	33.34%	3M APARCAMIENTOS CEUTA	42.50%
FFCC EL PORTAL UTE	70.00%	BARRIADA PR.ALFONSO	50.00%
CONVENTO SAN FRANCISCO	50.00%	LT 220 KV LUCALA-UIGE	33.33%
UTE PUNTO LIMPIO BENAVENTE	50.00%	MANTENIMIENTO ALCALA - MECO	100.00%
UTE ZAMORA VERDE	33.00%	GALERIAS BARAJAS	100.00%
UTE EDAR LA LINEA	50.00%	UTE VALENCIA V	50.00%
UTE DESDOBLAMIENTO CARTAMA	60.00%	UTE DCS LOMA LA LATA	50.00%
UTE VARIANTE LINARES	50.00%	UTE ELECTRIFICACIÓN PARAPLEJICOS .	100.00%
UTE MADRID TOLEDO	36.00%	SISTEMAS A4T1	50.00%
REGADIO BEMBEZAR UTE	50.00%	UTE LEVATEL	50.00%
UTE DESDOBLAMIENTO MARTOS	50.00%	MUSEO DE AMERICA	100.00%
FFCC OSUNA AGUADULCE	50.00%	UTE ENARSA OFF	50.00%
EJE ATLANTICO ALTA VELOCIDAD	50.00%	UTE EDAR LA CHINA	50.00%
UTE LAXE	100.00%	CSIC EN LA CARTUJA	100.00%
UTE EMERG.QUIEBRAJANO	50.00%	UTE ARQUITECTURA L-5	43.50%
UTE ALMAGRO	100.00%	AMPLIACIÓN HOSPITAL GUADALAJARA	50.00%
ABASTECIMIENTO OVIEDO	100.00%	HOSPITALIZACION	100.00%
UTE ACCESO CORUÑA	50.00%	MADRES MADRID WATSEGUR	100.00%
M-501 PANTANOS	50.00%	PUENTE PISUERGA UTE	50.00%
UTE COIN CASAPALMA	50.00%	EUBA-IURRETA UTE	50.00%
UTE ALMOHARIN	50.00%	RONDA POCOMACO-CORUÑA	80.00%
HOSPITAL DE BURGOS	10.00%	UTE LOECHES	50.00%
UTE ABASTECIMIENTO LERIDA	70.00%	CENTRO PENITENCIARIO CEUTA	100.00%
UTE MUELLE BAIONA	65.00%	AZUCARERA PRAVIA UTE	60.00%
UTE AITREN.SUPLIDOS	20.00%	TUNEL STA.Mª CABEZA	51.00%
UTE HOSPITAL MILITAR	100.00%	UTE AVE PINAR II	64.29%
UTE MUNICIPO CORDOBA	50.00%	BEATRIZ DE BOBADILLA	100.00%
LINEA AVE CAMPOMANES	50.00%	FACULTAD DE MEDICINA CTCS	50.00%
UTE CATENARIA MALAGA	50.00%	UTE CORONA F.ABAJON	50.00%
UTE L5 HORTA	40.00%	AUTOVIA CONCENTAINA	50.00%
UTE INECAT	39.25%	INTERC.ARCO TRIUNFO	100.00%

**Appendix IV | Joint Ventures (UTEs) and Consortia participated by companies included in the Consolidation Scope (Continuation)**

Joint ventures' name	% of interest	Joint ventures' name	% of interest
UTE CLIMATIZACIÓN ALCAZAR	40.00%	RAMBLA ALBOX	70.00%
UTE GUINOLUX	50.00%	MANTENIMIENTO COMUNICACION.L9	20.00%
SANEAMIENTO Y ABASTECIMIENTO CHICLANA	50.00%	METRO-R.METTAS/VAPES	50.00%
UTE ACCESOS CIUDAD REAL	70.00%	UTE TUNEL BIELSA	50.00%
UTE U 11 SAN LAZARO	70.00%	PRESA GUADALMELLATO	60.00%
HOSPITAL PARAPLEJICOS TOLEDO	80.00%	UTE GERONA I	50.00%
J.M.VILLA VALLECAS	20.00%	LAV PINOS PUENTE	80.00%
J.M.VILLA VALLECAS	80.00%	PLANTA TRATAMIENTO RSU	30.00%
UTE PRESA SANTOLEA	50.00%	ZAMORA LIMPIA	30.00%
EMISARIO RIO PISUERGA	50.00%	AYUNTAMIENTO JARAIZ	50.00%
UTE DEPURADORA FERNÁN NUÑEZ	100.00%	UTE AGUAS CILLEROS	60.00%
UTE AVE TRINIDAD	33.34%	UTE AVICO	33.34%
UTE PLAZA SUR DELICIAS	50.00%	BALSA DE VICARIO	70.00%
UTE MACEIRAS REDONDELA	50.00%	UTE ZONA VERDE	60.00%
UTE EDIFICIO MEDICINA	50.00%	UTE MONUMENTO HISTORICO	60.00%
SANEAMIENTO PUERTO DEL CARMEN	70.00%	UTE ALICANTE I	40.00%
TRAVESIA MARTOS II	50.00%	UTE RIO TURBIO C&S	50.00%
UTE MARBELLA	100.00%	UTE AVE PORTO-MIAMAN	75.00%
ABASTECIMIENTO OROPESA	100.00%	UTE AYUNTAMIENTO MORALEJA	60.00%
CARRETERA VALLEHERMOSO-ARURE	70.00%	UTE HOSPITAL ZUMARRAGA	80.00%
AUTOVIA IV CENTENARIO	70.00%	UTE TORIO-BERNESGA	50.00%
VIA PRAT LLOBREGAT	25.00%	TOLOSA-HERNIALDE UTE	90.00%
MANTENIMIENTO EDIFICIO MEDIO AMBIENTE	100.00%	RMS AEROPUERTO SANTIAGO	50.00%
ACOND.A-495 UTE	60.00%	UTE CEUTA APARCAMIENTO	50.00%
REDES BCN UTE	50.00%	UTE CHUAC	50.00%
UTE PRESA HORNACHUELOS	50.00%	MTTO. VIA ADIF 2011	50.00%
UTE CABREIROS	70.00%	CONSERVACIÓN CIUDAD REAL	50.00%
LOMA LA LATA - OFF	75.00%	ACONDICIONAMIENTO LOS RODEOS	70.00%
REGADIO DURATON UTE	100.00%	COMISARIA TARRAGONA	90.00%
UTE 3 EDAR SESEÑA	99.00%	MERCADO DE TARRAGONA	99.90%
ACOMETIDAS ATEWICC-4	33.33%	UTE PALENCIA	50.00%
CARRETERA LEÓN CEMBRANOS	65.00%	MEJORAS TENERIFE SUR	100.00%
DRATYP IX UTE	50.00%	UTE HOSPITAL DEL SUR	40.00%
T.RENFE 07-CENTRO UTE	50.00%	PSFV EN INGLATERRA	100.00%
T.RENFE 07-NORTE UTE	50.00%	TELECONTROL EDARES	60.00%
UTE PTO.RICO-MOGAN	30.00%	UTE COMPOST.ARAZURI	50.00%
UTE L3 ROQUETES	100.00%	UTE VICOTEL	50.00%
MANIPE ASTURIAS	100.00%	UTE TENIENTE RUIZ	50.00%



### Appendix IV | Joint Ventures (UTEs) and Consortia participated by companies included in the Consolidation Scope (Continuation)

Joint ventures' name	% of interest	Joint ventures' name	% of interest
NUEVO APOYO TERMINAL BARCELONA UTE	100.00%	UTE VARIANTE ALMANSA	50.00%
UTE VERDUGA	100.00%	CONSTRUCCIÓN SUBESTACIONES LINEAS	50.00%
CIS TENERIFE UTE	100.00%	UTE BENIDORM	49.00%
CENTRO PENITENCIARIO ANDALUCIA ORIENTAL	100.00%	UTE LAS TERRAZAS	100.00%
RIO TURBIO	91.00%	UTE GIRONA	33.00%
UTE EDAR TOMELLOSO	90.00%	UTE MIERA	50.00%
UTE MURO	60.00%	UTE GUADALOPE	50.00%
LOMA LATA ON	75.00%	UTE EMPALME MANACOR	30.00%
UTE RIO TURBIO OFF	91.00%	LINEA 9 METRO BARCELONA	20.00%
CERCANIAS PINTO UTE	40.00%	INTERCAMBIADOR SAGRERA	25.00%
UTE VALENCIA 1	50.00%	AEROPUERTO CIUDAD REAL UTE	65.00%
UTE IDAM MONCOFA	45.00%	UTE COMAVE	28.33%
ACTUACIONES MEDIAMBIENTALES AVE	33.34%	SAVE 3	26.20%
UTE LAVACOLLA	55.00%	HOMOGENEIZACION C.P.	100.00%
QATAR	100.00%	UTE ATEWICC 3	33.34%
UTE PLANTA ALGAR	99.00%	UTE MUNICIPIOS COSTEROS	100.00%
UTE ACCESO PRINCIPE	50.00%	MTTO.INT.DISTRITO SA	100.00%
UTE REMODELACIÓN L3 TMB	40.00%	RESIDUOS SAN ROQUE	100.00%
MANTENIMIENTO UNIVERSIDAD ALCALA HENARES	100.00%	PRESA ARAUZO UTE	100.00%
UTE NUEVO VIAL	50.00%	ABAST.OCCID.ASTURIAS	80.00%
AUTOVIA A4 TRAMO MADRID R4	50.00%	BALAZOTE UTE	75.00%
AUTOVÍA ARANDA	70.00%	AVE PINAR ANTEQ.UTE	45.00%
UTE FUENTE DE PIEDRA	70.00%	UTE ACCESO T-SUR BCN	25.00%
UTE VALENCIA III	50.00%	U.T.E. EDISON	50.00%
UTE GARABOLOS	80.00%	UTE SALAVE	25.00%
UTE CORIA-MORALEJA	60.00%	UTE SECOM PURA CONSTRUCCT.	36.78%
UTE AP7 MAÇANET	55.00%	CATENARIA DURANGO	50.00%
UTE AVELE	28.00%	JARDINES DE GERENA S	50.00%
UTE AVELE 2	28.00%	UTE Hospital Alcazar	40.00%
BLOQ.OBSTETRICO HOSP	40.00%	MANTENIMIENTO CENTRO URGENCIAS HOSPITAL EL MOLAR	100.00%
UTE-AT MADRID TOLEDO	36.00%	UTE ARRIBES ABADENGO	50.00%
UTE VEGA DEL REY	50.00%	Tuneles Mogan	33.33%
UTE ARITZETA	50.00%	UTE APARCAMIENTO LOS BANDOS	99.39%
UTE DEP.SESEÑA BOROX	49.50%	UTE SANEAMIENTO CASTRILLON	55.00%
UTE ENVOLV CRUZ ROJA	60.00%	EMESA Y AGRUPADOS A.I.E	80.00%
UTE ISDEFE (50%)	50.00%	ZIZURKIL-ANDOAIN UTE	18.50%
AMPLIAC. Y MODERNIZ. EDAR DE LAGARES VIGO	25.00%	VERTEDERO SEGOVIA	50.00%
UTE EDAR MALPARTIDA	50.00%	UTE RED ACCESO RURAL EN CATALUÑA	50.00%

**Appendix IV | Joint Ventures (UTEs) and Consortia participated by companies included in the Consolidation Scope (Continuation)**

Joint ventures' name	% of interest
UTE INSTALACIONES ELECTRICAS MOGAN	50.00%
CIE.CICLO ENARSA OFF	50.00%
UTE HOTEL CAMP DE MAR	50.00%
MANTENIMIENTO T4 BLOQUE 1 AENA	100.00%
RESIDUOS BARBATE	100.00%
UTE PUERTO III	80.00%
UTE COLUNGA CARAVIA	66.67%
CONSERV.CTRAS. ZONA OESTE MALAGA	70.00%
UTE FLUMEN	50.00%
UTE EL MANCHON	50.00%
VODAFONE CDC ALCOBENDAS	50.00%
UTE LOS PRADOS	50.00%
UTE ARRIBES ABADENGO VITIGUDINO	50.00%
UTE POLIGONO ESPARTAL II	55.00%
UTE INSTALACIONES L5 METRO BCN	40.00%
UTE ISOLUX PUERTOLLANO	100.00%
UTE PUERTO MIÑO	85.00%
UTE RED ENTRE RIOS	40.00%
UTE VODAFONE LEGANES	50.00%
Isolux, Soma and Unitech Maharashtra CJV	49.50%
Isolux Corsán India Engineering & Construction Private Limited and Soma Enterprise Limited	50.00%
ICI -Soma Maharashtra CJV	50.00%
C&C ICI Mep Services J.V.	50.00%
Isolux - Man J.V. Uttar Pradesh	99.99%
I.C.I. - C&C J.V. Uttar Pradesh	60.00%
I.C.I. - C&C J.V. Varanasi	60.00%
I.C.I. - C&C J.V. Mainpuri	74.00%
I.C.I. C&C Transmission JV (*)	60.00%
I.C.I. C&C Execution JV (*)	60.00%
Constructor Minuano (*)	50.00%
Consortio Constructor Viabahia (*)	70.00%
Consortio Puente Biobio (*)	50.00%
Consortio Puente Maule (*)	50.00%
Consortio Constructor Puente Chilina (*)	30.00%
Consortio Isolux-Tradeco-Tampa Tank (*)	50.00%

(\*) Companies acquired or incorporated during the year and/or additional investment in companies already included in the consolidation scope in the previous year. The inclusion of these companies in the consolidation scope did not generate additional sales during the year.



# GRUPO ISOLUX CORSÁN, S.A. AND SUBSIDIARIES DIRECTOR'S REPORT 2012

## 1 Economic Environment

During 2012, the gross domestic product (GDP) of the Spanish economy underwent an annual decrease of 1.4 % meanwhile; in 2011 the GDP experienced a slight increase of 0.4%. During 2012, in regard to neighboring countries, it has to be remarked that in the euro zone, the GDP has decreased by 0.5%, whilst in 2011 increased by 1.5%. These figures clearly indicate that the year 2012 has been negative for the euro zone and especially adverse for the Spanish economy.

This decrease is due in particular to the decline in internal demand (3.9%), mainly caused by the reduction in public administration consumption and in the gross formation of fixed capital (9.1%), household consumption also decrease (2.2%) and a decline of the Public Administrations (3.7%). The GDP growth of the year was softened due to the increase in exports of goods and services by 3.0%.

In comparison with previous year, employment has decreased by 4.4 %, which led to a sharp increase in the unemployment rate from 21.6 % in 2011 to 25% in 2012. The consumer price index ended in 2012 at 2.4%, which is lower than the 3.2% at which 2011 ended.

Regarding investment, the gross formation of fixed capital fell by 9.1% in 2012, reflecting a 6.7% increase in capital goods and 11.5% decline in construction.

Forecast for the year 2013 by the International Monetary Fund and the Bank of Spain draw a recessive scenario for the Spanish economy for 2013

Economic forecasts for 2013 foresee a significant decline in the performance of the Spanish economy. GDP is expected to decrease by 1% to 2%, with a slight decrease in the public administration consumption due to governmental adjustments, investment in construction and household consumption.

Economic forecasts for those emerging countries in which the Company operates are quite positive in contrast to the expected pessimistic atmosphere of the eurozone and the U.S.

If confirm, the existing pattern for more than one decade will be extended in those countries: rapid economic growth, stable financial conditions and heavy investment in infrastructure. Logically, the heterogeneity within the Group is remarkable and there are problematic cases, but in overall the outlook is positive.

In this context, emerging countries could easily reach next year's a GDP growth around 5.5%, one percentage point above the average of recent decades.

The expected growth of 2013 Gross Domestic Product in those countries in which the Company operates are for Brazil (3.5%), India (6.5%), Mercosur (3.3%), Mexico (4.7%), Middle East and North of Africa (3.3%) and Saharan Africa (4.5%).

## 2 Development and performance of the Group in 2012

Regarding concessions areas, it has to be highlighted the investment agreement signed with the Canadian Group PSP (Infra-PSP Canada Inc.), which has invested, through a capital increase and a convertible loan in "Isolux Infrastructure", head of Infrastructure Concessions Group Energy, Highways and Exploitation Concessions Photovoltaic Solar Energy Isolux Corsan, which share holding in "Isolux Infrastructure" will approximately represent a 20%.

On the other side, with respect to Concessions, there was a marked increase in investments in the different areas operated:

- Car Parks: always in national territory, new concessions have been put in operation and investments in new concessions to be operated in future years
- Energy Infrastructures: Significant investment in Brazilian, India and USA.
- Toll roads: Toll road in Mexico has been put into operation in Perote-Xalapa and significant investments in concessions in India and Brazil.
- Photovoltaic Solar Energy: During 2012 and through different corporate transactions, at 31 December 2012 the Company holds 75% of the shares. This group of companies has made important

investments in photovoltaic solar plants in Peru and India during 2012.

In Infrastructure area and industrial activities, our presence in traditional sectors in Spain such as land infrastructures (rail and road) was continued, promoting our presence in overseas markets where the Group is developing major infrastructure projects (in countries such as Algeria, India and Brazil). At the moment 59% of the portfolio projects of this business area are related to international sectors.

In Energy, the year has been characterized by an international presence focused on international projects, particularly in power generation projects, in countries such as Argentina, Bangladesh, Colombia or Peru. As a relevant data, it must be highlighted that the whole of the portfolio projects of this business area are related to international projects.

In general the Group has increased its overseas presence which in 2012 reached more than 68% of Group's activity.

Business performance in 2012

### 2.1. Financial Highlights

The development of the Group's main figures in 2012 and 2011 is as follows:

<b>Key figures</b> Thousand euro	<b>2012</b>	<b>2011</b>	<b>Variation</b>
<b>Total operating income</b>	<b>3,410,132</b>	<b>3,338,296</b>	<b>2.2%</b>
Consolidated profit from continuing operations (before non-controlling interests)	9,523	10,502	<b>(9.3%)</b>
Operating results	323,007	270,874	<b>19.3%</b>
Gross operating results - EBITDA (1)	521,049	393,557	<b>32.4%</b>
Net financial results	(294,456)	(215,330)	<b>36.8%</b>
Debts associated with Projects (2)	2,905,049	2,616,165	<b>11.0%</b>
Net debt with financial entities (3)	883,654	690,175	<b>28.0%</b>
Portfolio (million euro)	46,481	43,110	<b>7.8%</b>

(1) Operating results not taking into account Depreciation, amortization and impairment losses and Change in trade provisions.

(2) Includes short and long-term Project finance.

(3) Includes debts with financial entities net of cash, cash equivalents and short-term bank deposits.



There has been a mild increase in Gross Operating Profit (2.2%) and hard increase in EBITDA (32.4%). Particularly noteworthy is the 7.8% portfolio increase

## 2.2 Group's results

### 2.2.1 Income Statement Performance

The performance of the income statement for 2012 and 2011, as well as the variation in the most important figures, is as follows:

Thousand euro	2012	2011	Var(%)
<b>Total operating income</b>	<b>3,410,132</b>	<b>3,338,296</b>	<b>2.2%</b>
Turnover	2,889,551	3,196,887	
Other operating income (1)	546,055	143,740	
Change in inventories	(25,474)	(2,331)	
External and operating expenses	(2,469,650)	(2,569,675)	
Employee benefit expenses	(419,433)	(375,064)	
<b>Gross Operating Results (EBITDA)</b>	<b>521,049</b>	<b>393,557</b>	<b>32.4%</b>
<b>% over turnover</b>	<b>18.03%</b>	<b>12.31%</b>	
Depreciation amortization and impairment losses	(216,293)	(115,096)	
Change in trade provisions	18,251	(7,587)	
<b>Operating profits</b>	<b>323,007</b>	<b>270,874</b>	<b>19.3%</b>
<b>% over turnover</b>	<b>11.18%</b>	<b>8.47%</b>	
<b>Net Financial Results</b>	<b>(294,456)</b>	<b>(215,330)</b>	<b>36.8%</b>
Shares in result of associates	(6,320)	(15,787)	
<b>Profit before income tax</b>	<b>22,231</b>	<b>39,757</b>	<b>(44.1%)</b>
Income tax	(12,708)	(29,255)	
<b>Results for the year (from continuing operation)</b>	<b>9,523</b>	<b>10,502</b>	<b>(9.3%)</b>
<b>Results for the year (from discontinuing operation) (2)</b>	<b>(111,821)</b>	<b>(5,026)</b>	
<b>Results for the year</b>	<b>(102,298)</b>	<b>5,476</b>	
Profit attributed to non-controlling interests	(63,904)	(18,593)	
<b>Profit attributed to Company's shareholders</b>	<b>(38,394)</b>	<b>24,069</b>	<b>(259.5%)</b>

(1) Includes Own work capitalized.

(2) Net of taxes

### 2.2.2. Development and composition of sales

The development and composition of sales during 2012 and 2011 is as follows:

Thousand euro	2012	% of Total	2011	% of Total	% 2011-2012
Infrastructures and Industrial activities	2,125,261	66.8%	2,070,013	67.6%	2.7%
Energy	660,018	20.7%	668,194	21.8%	(1.2%)
Concessions	396,874	12.5%	323,707	10.6%	22.6%
Other (1)	(292,602)	-	134,973	-	-
<b>Total</b>	<b>2,889,551</b>		<b>3,196,887</b>		<b>(9.6%)</b>

(1) Includes other business and consolidation adjustments.

With respect to the breakdown into domestic and international markets, the Group's turnover has performed as follows:

Thousand euro	2012	% of Total	2011	% of Total	% 2011-2012
Domestic Market	916,281	31.7%	1,210,657	37.9%	(24.3%)
International Market	1,973,270	68.3%	1,986,230	62.1%	(0.7%)
America	1,469,513	74.5%	1,389,171	69.9%	5.8%
Rest of the world	503,757	25.5%	597,059	30.1%	(15.6%)
<b>Total</b>	<b>2,889,551</b>		<b>3,196,887</b>		<b>(9.6%)</b>

### 2.2.3. Development and Composition of Gross Operating Profit (EBITDA)

The development and composition of EBITDA during 2012 and 2011 is as follows:

Thousand euro	2012	% Sobre Total	2011	% Sobre Total	% 2011-2012
Infrastructures and Industrial activities	183,745	35.3%	216,588	55.0%	(15.2%)
Energy	41,507	8.0%	48,320	12.3%	(14.1%)
Concessions	288,441	55.4%	180,986	46.0%	59.4%
Other (1)	7,356	1.4%	(52,337)	(13.3%)	(114.1%)
<b>Total</b>	<b>521,049</b>		<b>393,557</b>		<b>32.4%</b>

(1) Includes other business and consolidation adjustments



### 3 Outlook 2013

The business volume of Grupo Isolux Corsán during 2012 exceeded 2,269 million euro, 17% of which relates to the domestic market and 83% to international markets.

Set out below is a by area-breakdown of business for 2012:

Thousand euro	2012	% of Total
Construction	1,713,925	75.5%
Engineering	531,412	23.4%
Concessions	22,736	1.0%
Other Sectors	960	0.1%
<b>Total</b>	<b>2,269,033</b>	

The Group's total portfolio at 31 December 2012 amounts to 46,481.4 million euro, 18% of which relates to domestic market and 82% to international ones.

Set out below is a breakdown of the portfolio by business area and performance with respect to 2011:

Thousand euro	2012	% of Total	2011	% of Total	% 2011-2012
Construction	4,931,606	10.6%	5,572,568	12.9%	(11.5%)
Engineering	1,441,015	3.1%	1,502,901	3.5%	(4.1%)
Concessions	39,827,691	85.7%	35,805,290	83.1%	11.2%
Other Sectors	281,083	0.6%	229,439	0.5%	22.5%
<b>Total</b>	<b>46,481,395</b>		<b>43,110,198</b>		<b>7.8%</b>

Despite the current macro-economic environment both in Spain and globally, Group portfolio figures, enable us to be reasonably optimistic about our prospects in 2013. Grupo Isolux Corsán expects to improve turnover by maintaining its profitability ratios and cash generation during 2013.

Of the contracts awarded to the Group in the first few months of 2013, the following are particularly noteworthy in view of their significance.

- Road Ziguinchor – Tanaff – Kolda – Velingara (RN6). (Senegal).
- Transmission Line Installation in the states of Bahia, Minas Gerais and Goiás. (Brazil)
- Tram of the Four Rivers. (Ecuador).
- Standardization of Calama Municipal Stadium. (Chile).
- Grinding Station No. 2 AC / DC 3,150 MW 500-600 KV substation bus "Porto Velho" and inverter station No. 2 CC / CA 2,950 MW 600-500 KV substation "Araraquara". (Brazil).
- Trunk Road between Miraflores Alto Selva Alegre, Yanahuara Cayma and Cerro Colorado - Chillina Component IV Bridge. (Peru).
- Construction work Didouche Mourad street. (Algeria)

## 4 Treasury stocks

There have been no movements in treasury stock during the year.

## 5 Research and development activities

Research, initial design, testing of new products and services, etc., as well as specific innovation initiatives involving these products, regardless of whether or not they are attributed to projects, are carried out in general by the employees of the Group's different departments within the framework of varying national and regional government aid programmes.

## 6 Human Resources

The average number of Group employees during 2012 stood at 9,101 instead of 8,904 employees of added average Group of year 2011. The composition of the average workforce by professional category is as follows:

Category	2012	2011
Graduates	2,633	2,872
Administrative Staff	993	786
Workers	5,476	5,246
	<b>9,101</b>	<b>8,904</b>



## 7 Use of Financial Instruments

The activities carried out by Group companies are exposed to various financial risks. The policies developed by Grupo Isolux Corsán concerning these risks are based on the establishment of hedges for exchange and interest rate risks.

Operations with financial derivatives at 31 December 2012 are as follows:

### a) Operation in exchange rate

In order to hedge the exchange risk, the Group has arranged hedging transactions through which it insures:

- 1.- The forward sale and purchase of US dollar (USD) against euro with different dates and at different exchange rates for a total amount of 85,792 thousand dollar and 210,235 thousand dollar, respectively.
- 2.- The forward sale of Mexican peso against euro with different dates and Exchange rates for a total amount of 9,837 thousand Mexican peso.
- 3.- The forward sale of Qatar riyal against the euro with different dates and exchange rates for a total amount of 76,527 thousand Qatar riyal.

The effect of these transactions has been valued at the year end.

### b) Interest rate hedging operations

At 31 December 2012, the Group has entered into interest rate swaps with financial entities. These swaps were arranged on 10 September 2010, are in effective force until 14 February 2011 and mature on 29 June 2015, and insure a rate of 2.03% for a debt of 532,000 thousand euro, rela-

ted to the long-term loan provided by a syndicate. This loan was renewed, extended and grouped into a unique contract amounting to 552,000 thousand euro which was in force as from 14 February 2011.

The loan repayment is through the following amortization schedule:

<b>Maturity date</b>	<b>Amount (thousand euro)</b>
29/12/2012 (1)	11,051
29/06/2013	44,168
29/12/2013	55,183
29/06/2014	66,215
29/12/2014	99,368
29/06/2015	276,015
<b>Total</b>	<b>552,000</b>

(1) Amount amortized at 31 December 2012

The Group has signed a cross currency swap related to the R\$ 20,000 loan to convert fixed interests rates into variable interest rates, based on DI to fix the exchange interest rates between the Brazilian real and the US Dollar. The maturity date of the loan is June 2013.

In addition, in 2012 the following interest rate swaps were in force:

ISOLUX INFRAESTRUCTURE NETHERLANDS V.B.

**GRUPO T-SOLAR LOAN:**

Contract date: 22 December 2008  
 Notional amount: 31,512 thousand euro  
 Interest rate: 3.96%  
 Maturity date: 31 December 2026

Contract date: 15 July 2008  
 Notional amount: 362,284 thousand euro  
 Interest rate: several (5.09%, 4.11%, 4.42%)  
 Maturity date: 31 December 2027

Contract date: 18 June 2009  
 Notional amount: 8,666 thousand euro  
 Interest rate: 4.09%  
 Maturity date: 18 June 2021

Contract date: 4 January 2009  
 Notional amount: 5,111 thousand euro  
 Interest rate: 4%  
 Maturity date: 4 December 2023

Contract date: 11 January 2011  
 Notional amount: 8,146 thousand euro  
 Interest rate: Several (3.45% 3.69%, 3.45%)  
 Maturity date: 20 December 2023

Contract date: 18 March 2010  
 Notional amount: 1,629 thousand euro  
 Interest rate: 3.65%  
 Maturity date: 23 April 2026

Contract date: 22 December 2010  
 Notional amount: 17,068 thousand euro  
 Interest rate: 3.54%  
 Maturity date: 20 December 2023

Contract date: 25 January 2012  
 Notional amount: 11,935 thousand euro  
 Interest rate: 2.73%  
 Maturity date: 29 June 2029

**Concesionaria Saltillo - Monterrey S.A C.V. loan:**

Contract date: 28 September 2007  
 Notional Amount: 1,849,776 thousand Mexican peso  
 Interest Rate: 8.20%  
 Maturity Date: 30 May 2025

**Concesionaria Perote-Xalapa S.A C.V. loan:**

Contract date: 13 February 2008  
 Notional Amount: 1,516,927 thousand Mexican peso  
 Interest Rate: 8.20%  
 Maturity Date: 14 January 2022

**Sociedad Concesionaria Autovía A4 Madrid S.A.loan:**

Contract date: 1 August 2008  
 Notional Amount: 46,364 thousand euro  
 Interest Rate: 4.45%  
 Maturity Date: 16 June 2025

**Wind Energy Texas loan:**

Contract date: 29 July 2011  
 Notional Amount: 115,093 thousand US dollar  
 Interest Rate: 1.96%  
 Maturity Date: 31 March 2016

**WETT HOLDINGS loan:**

Contract date: 29 July 2011  
 Notional Amount: 19,182 thousand US dollar  
 Interest Rate: 1.96%  
 Maturity Date: 31 March 2016



## OTHER LOANS/CREDITS TO THE GROUP:

Contract date: 11 September 2009  
 Notional Amount: 50,000 thousand euro  
 Interest Rate: 2.66%  
 Maturity Date: 3 June 2013

Contract date: 29 April 2010  
 Notional Amount: 50,000 thousand euro  
 Interest Rate: 1.97%  
 Maturity Date: 3 June 2013

Contract date: 22 June 2010  
 Notional Amount: 85,000 thousand euro  
 Interest Rate: 1.80%  
 Maturity Date: 18 June 2013

Contract date: 16 May 2011  
 Notional Amount: 45,000 thousand euro  
 Interest Rate: 3.05%  
 Maturity Date: 16 May 2015

Contract date: 28 June 2011  
 Notional Amount: 41,650 thousand euro  
 Interest Rate: 2.20%  
 Maturity Date: 28 June 2014

## HIXAM LOAN:

Contract date: 7 February 2007  
 Notional amount: 60,391 thousand euro  
 Interest rate: 4.36%  
 Maturity date: 29 December 2022

## HIXAM II LOAN:

Contract date: 13 January 2010  
 Notional amount: 28,638 thousand euro  
 Interest rate: 3.6%  
 Maturity date: 23 December 2025

## SOCIEDAD CONCESIONARIA ZONA 8A LOAN:

Contract date: 25 February 2008  
 Notional amount: 6,665 thousand euro  
 Interest rate: 4.82%  
 Maturity date: 25 February 2024

## INFINITA RENOVABLES LOAN:

Contract date: 5 January 2010  
 Notional amount: 136,195 thousand euro  
 Interest rate: 3.79%  
 Maturity rate: 30 December 2016



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