

REPORT ON THE FUNCTIONING AND ACTIVITIES OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Reporting period: 1 January to 31 December 2016

1. Composition

The Corporate Social Responsibility Committee is chaired by the independent director María Teresa Costa Campi. During 2016, the new committee members were: OHL Concesiones, S.A.U, represented by Juan Villar-Mir de Fuentes, subsequently substituted by OHL Emisiones, S.A.U., represented by Tomás García Madrid; and G3T, S.L., represented by Carmen Godia Bull, Carlos Colomer Casellas and Sandrine Lagumina. These additions filled all the vacancies.

As at 31 December 2016, the Committee has the following members:

Position	Member	Date of appointment	Category
Chair	María Teresa Costa Campi	20/03/2013	Independent
Board Member	Carlos Colomer Casellas	29/11/2016	Independent
Board Member	Susana Gallardo Torrededía	13/03/2014	Proprietary
Board Member	G3T, S.L. (Carmen Godia)	29/11/2005	Proprietary
Board Member	Sandrine Lagumina	29/11/2016	Independent
Secretary	Josep Maria Coronas Guinart		Non Board Member Secretary

2. Responsibilities and functioning

The Board of Directors Regulations sets out the responsibilities of the CSR Committee in Article 17, stating the following in accordance with the modifications made during 2015:

1. *The Corporate Social Responsibility Committee shall be composed of five (5) non-executive directors. The majority of its members must be independent directors, one of which must chair the Committee. The members of this Committee shall be appointed based on their knowledge, aptitudes and experience in the field of corporate social responsibility.*

2. *Without prejudice to the other tasks assigned to it by the Board, the Corporate Social Responsibility Committee will have the following basic responsibilities at least:*

- a) To inform the Board on the general policy, objectives and programmes regarding corporate social responsibility, ensure the adoption and effective application thereof, and monitor the degree of compliance with the same, as well as with the corporate social responsibility strategy and practices; and to review said policy, ensuring it is focused towards creating value.*
- b) To oversee and evaluate the relationships with the different stakeholders.*
- c) To coordinate the non-financial and diversity information reporting process, in accordance with the applicable regulations and international reference standards.*
- d) To review and update the annual Corporate Social Responsibility Report, prior to the submission thereof to the Board of Directors.*
- e) To recommend the strategy concerning contributions to the Abertis Foundation and subject them to compliance with the corporate social responsibility programmes adopted by the Company.*
- f) Any other duties related to matters within its competence and which may be requested of it by the Board of Directors or the Chair thereof.*

3. *The Corporate Social Responsibility Committee will meet every time the Board or its Chair requests that a report be issued or proposals adopted and, in any case, whenever it is deemed advisable for the proper execution of its duties. It will be convened by its Chair or by three (3) members of the Committee itself.*

4. *The Committee will appoint a Secretary and may appoint a Vice-Secretary, neither needing to be members thereof.*

3. Activities

During 2016, the Committee has met on five occasions with 100% attendance of its members.

The following subjects and matters were dealt with during the year:

- CSR Report: The Committee has drafted the content of the 2015 CSR report, published in April 2016 and subject to external review (external audit and GRI review).

The 2015 CSR Report has been classed as Advanced by the UN Global Compact, and complies with the GRI (G4) requirements for “Exhaustive” compliance.

Similarly, work has been done to define the environment, social and governance (ESG) content corresponding to the year 2016, following a new publication format to include the financial and non-financial information.

- Results of the 2015 CSR Report audit: After the creation and publication of the report, the achievements and challenges related to both accountability and CSR management were identified in order to suitably monitor the year’s actions.
- Monitoring of external ESG analysis: During the year, responses were given to the requests to participate in various external evaluation and analysis initiatives, including the Dow Jones Sustainability Indexes, FTSE4Good, Carbon Disclosure Project, Trucost, Sustainalytics, VIGEOIRIS, MSCI, STOXX and Corporate Knights (ranking Global 100 Leaders). Similarly, the corresponding monitoring was performed in light of the evaluations carried out by said ESG performance agencies and initiatives.
- Participation in public consultations related to CSR: During the year, the Committee participated actively in the public consultation on the drafting of the European Commission guidelines for application of Directive 2014/95/EU (non-financial reporting), and the new update of standards from the Global Reporting Initiative organisation.
- CSR policy: The Committee has finished updating the CSR policy in accordance with the current legislation and the Good Governance recommendations, and this was approved in February 2016 and published on all the corresponding corporate channels.

- CSR Master Plan: In accordance with the strategic guidelines and objectives approved for the CSR Master Plan, said plan has been formally announced and internal measures are underway to roll out the plan and create formal links with the Group's strategic objectives.

After the internal participation of all the activities and countries, the different quantitative objectives linked to the strategic objectives have been formally established and the schedule has been extended by one additional year (2016-2020).

All this was performed pursuant to the recommendations established by ISO 26000, the UN Global Compact and the Guiding Principles on Business and Human Rights. Furthermore, the plan has been aligned with the main international standards regarding accountability and stakeholder relations, its scope has been aligned with that of the CSR Report and its material aspects have been approved.

After approval of the quantitative objectives by the Committee in November 2016, the specific action plans for each country and activity shall be rolled out with the aim of achieving the established objectives.

- Activities of the Foundation: The activities and initiatives carried out by the Foundation during the year have been monitored. These focused particularly on road safety, with various awareness-raising activities, the continuance of the KanGo plan and the course aimed at elderly drivers.

Other notable activities were the creation of the Autonomous University of Barcelona (UAB) Mediterranean Biosphere Reserves Campus, associated with the UNESCO International Centre for Mediterranean Biosphere Reserves located in Castellet Castle. The agreement between the Abertis Foundation and the UAB involves working together to develop projects related to Reserves and organising research activities and training connected with the Environmental Sciences Degree and the Master's in Environmental, Economic and Social Sustainability. It also envisages academic conferences, final Degree and Master's project presentations, and the promotion of student exchanges between different universities in Mediterranean countries.

4. Evaluation of the Functioning of the Corporate Social Responsibility Committee.

To ensure compliance with the provisions of Article 529 nonies of the Capital Companies Law and Recommendation 36 of the Code of Good Governance of Listed Companies as regards evaluating the functioning of the Corporate Social Responsibility Committee, the Committee itself has drawn up a self-evaluation report on its functioning, rating it as satisfactory.

Barcelona, 13 February 2017.