

# 2017 ANNUAL REPORT



**OHL México**



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# 2017: A YEAR OF TRANSFORMATION FOR THE COMPANY

## TOLL ROAD REVENUES

(millions of pesos)



## TOLL ROAD EBITDA

(millions of pesos)



### The Beginning of a New Era

2017 was a year of profound transformation for OHL Mexico with two major events that marked the beginning of a new stage:

- The acquisition, through a tender offer, of 28.34% of OHL Mexico's equity by Magenta Infraestructura, a company formed by OHL Concesiones and an affiliate of IFM Investors.
- The signing, during the fourth quarter of 2017, of an agreement between OHL and IFM Investors for the acquisition of 100% of the equity of OHL Concesiones by IFM Investors. This transaction closed on April 12, 2018, prior to the release of this annual report. As a result, IFM Investors assumed indirect control of OHL Mexico.

In addition, it is important to mention that during the months of April and November 2017, IFM Investors increased its equity stake by 24.01% in Organización de Proyectos de Infraestructura (OPI), the owner of 100% of the capital stock of Circuito Exterior Mexiquense (CONMEX), to obtain the 49% originally agreed to in October 2016.

With a track record of over 22 years, IFM Investors plans to continue strengthening the concession business, based on its successful experience in the operation of transportation infrastructure, the incorporation of operating improvements derived from its worldwide experience in toll roads, as well as the strengthening of transparency and corporate governance aiming to position the company as the leader in sustainable mobility solutions.

### A Year of Positive Results

During 2017 we posted positive results. Toll revenues reached Ps. 6,055 million, an increase of 12.2% compared to 2016; Toll Road EBITDA reached Ps. 4,246 million, up 11.2%, compared to 2016. Consolidated net income was Ps. 12,887 million, an increase of 55.4% compared to 2016.

2017 was characterized by the consolidation of our projects in operation. The mature projects, Circuito Exterior Mexiquense and Autopista Amozoc-Perote, reached traffic growth of over 5%; the elevated bypasses in the metropolitan area in Mexico City contributed significantly to toll revenue and EBITDA generation, despite having been affected by the earthquake that took place on September 19, 2017, given that the company stopped charging tolls during 9 days in order to facilitate the rebuilding works in Mexico City. In addition, it was the first full year of operations of the Libramiento Elevado de Puebla.

TeleVía, the commercial brand of our electronic toll collection system, reached over 1.6 million customers, surpassing 153 million collection transactions per year. This division is a key component of our service and we will continue making improvements to our administrative, operating and commercial systems in order to strengthen our close contact to our clients and satisfy their demands.

## Corporate Integrity

To strengthen our Corporate Governance and improve customer service and support, in 2017 we created the Customer Support and Service Department. This area seeks to improve customer service along our highways and in TeleVía. Providing high quality service to our customers is our priority. Therefore, we are carrying out several initiatives, such as upgrading the collection systems at all of our toll collection points to electronic systems, which will reduce wait times at tolls; implementing new road support systems; analyzing mobility improvements for road access; as well as continuously improving customer service through call centers or digital media, among others.

During 2017, the concessions' organizational structures were strengthened, while at the same time, OHL Mexico's regulatory, control and support functions were consolidated.

### *Corporate Social Responsibility*

In terms of social and environmental responsibility, during 2017 we supported several initiatives, representing a total investment of Ps. 29.9 million, including:

1. Environment: Development of the first 75 agro-ecological gardens of the Ruta Mariposa Monarca project and the launch of the EcoTAG, an electronic toll device providing discounts for hybrid and electric cars.
2. Social action: Social causes aligned with the "Women and Employment" project. Scholarships were granted to women from the Marillac Foundation, John Langdon Down Foundation and Citlalitzin, A.C.
3. Human aid: In response to the state of emergency caused by the September earthquakes in Mexico, the company organized volunteer brigades and made donations to the Mexican Red Cross and to the Fuerza México Trust for housing reconstruction in affected populations in Oaxaca.

### *Two Important Achievements: FTSE4Good Index and Ranked #14 among the "500 Companies Against Corruption"*

In August, the company was added to the FTSE4Good Emerging Latin America Index. The certification is granted by the London Stock Exchange to sustainable companies. This was the first time emerging economies were considered. In October, the Mexican Transparency and Mexicans Fighting against Corruption and Impunity Association, in partnership with Expansion magazine, ranked OHL Mexico #14 among the "500 Companies Against Corruption", based on the company's commitment to anti-corruption practices. We ranked first in the infrastructure industry.

## Two Financing Agreements Signed in 2017

During 2017, we managed to execute two important financing agreements. In June, together with Grupo Concesionario de México, S.A. de C.V. ("PINFRA"), our subsidiary Libramiento Elevado de Puebla, S.A. de C.V. (LEP), carried out with Banco Mercantil del Norte, S.A. (Banorte) an 18-year term credit contract for up to Ps. 3,500 million at a rate of Tasa de Interés Intercambiaria de Equilibrio ("TIIE") plus a certain financial margin of up to 250 basis points during the first 10 years.

In September, our subsidiary Concesionaria AT-AT, S.A. de C.V. (AT-AT), entered into a loan agreement for a maximum of Ps. 5,310 million with an initial 10-year term extendable to a maximum 20-year term and at an interest rate equivalent to Tasa de Interés Interbancaria de Equilibrio ("TIIE") plus an



increasing financial spread of between 275 and 350 basis points during the first 8 years of the loan. This transaction was led by a syndicate of banks comprised of Banco Santander, Banco Nacional de Obras y Servicios Públicos (“Banobras”) and Banco Inbursa. The loan proceeds will be used to partially finance investments for the construction and start-up of the Atizapán – Atlacomulco. Additionally, the company signed a contract to open a revolving credit facility for a maximum of Ps. 1,165 million for a 2-year term with Inbursa and Banobras, at an interest rate equivalent to TIIE plus a financial spread of 200 basis points. The loan proceeds will be used to finance the project’s value-added tax (VAT) requirements.

The closing of bank financing during 2017 for up to Ps. 9,975 million for two projects, confirms the confidence of the commercial and development banks in the company’s projects.

### Ready for a New Stage

The transformation of the firm into a service company profile, oriented towards the intelligent and sustainable management of infrastructure, mobility and the environment began in 2017. It will most likely accelerate in the future with the arrival of our new controlling shareholder. IFM investors has communicated to the market that it plans to implement a robust policy of processes and policies of transparency and compliance, supported by the continuous strengthening of the company’s corporate governance.

In order to reflect the new management, structure, priorities and policies, there is an identity change and corporate culture strategy. In this context, we will continue to focus on working to boost the company’s growth, improving the solid concession infrastructure that we operate in Mexico.









# GOVERNANCE STRUCTURE

## BOARD OF DIRECTORS

Chairman

Juan Luis Osuna Gómez

Members

Carlos Cárdenas Guzmán

José María del Cuvillo Pemán

Antonio Hugo Franck Cabrera

Tomás García Madrid

Sergio Hidalgo Monroy Portillo

José Guillermo Kareh Aarun

Gabriel Núñez García

Luis Miguel Vilatela Riba

Enrique Weickert Molina

Non-member Secretary

José Francisco Salem Alfaro

## AUDIT COMMITTEE

President

Carlos Cárdenas Guzmán

Members

Antonio Hugo Franck Cabrera

Luis Miguel Vilatela Riba

## CORPORATE PRACTICES COMMITTEE

President

Antonio Hugo Franck Cabrera

Members

José Guillermo Kareh Aarun

Juan Luis Osuna Gómez

## OPERATING COMMITTEE

President

Juan Luis Osuna Gómez

Members

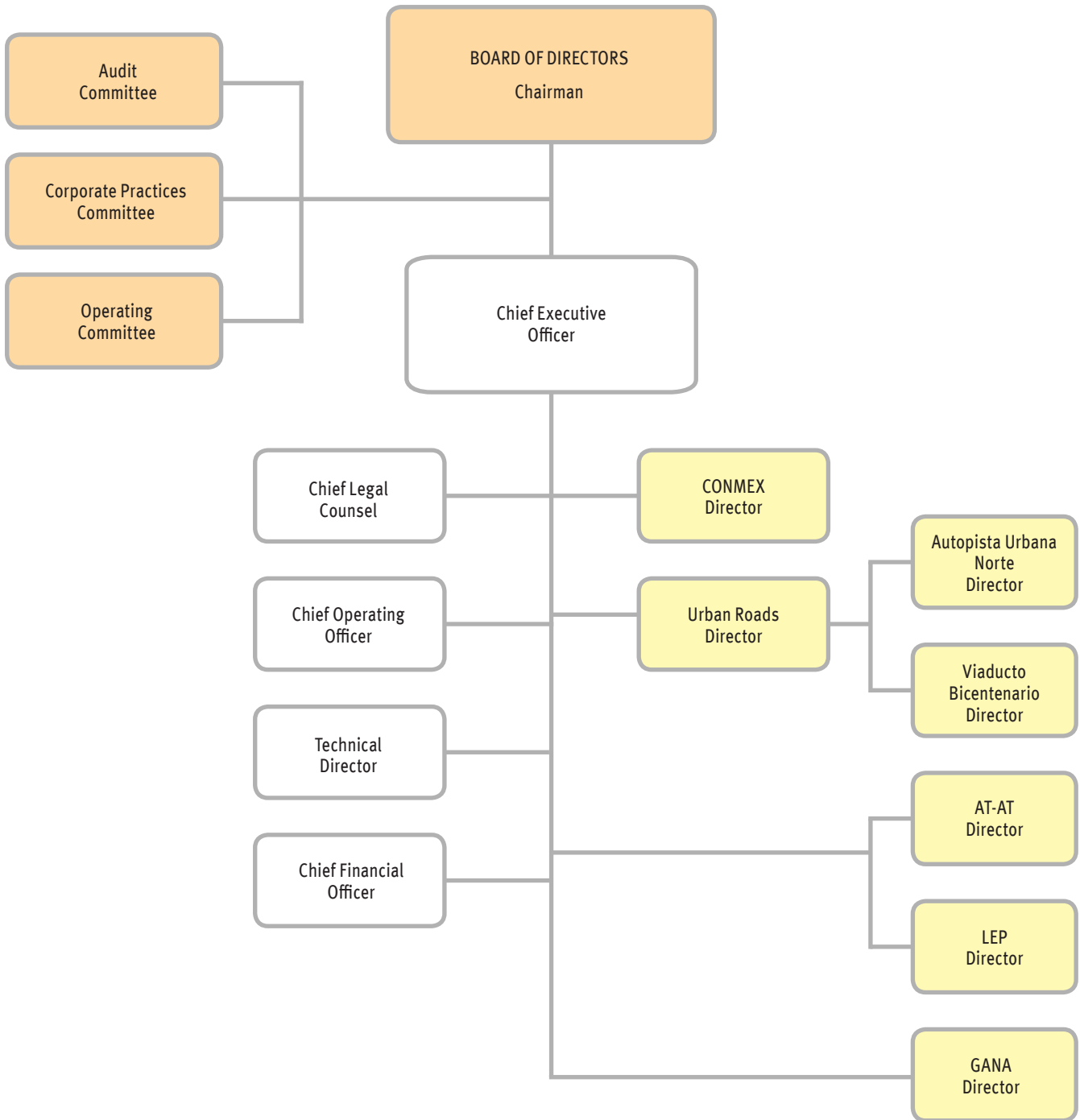
Carlos Cárdenas Guzmán

Antonio Hugo Franck Cabrera

Juan Luis Osuna Gómez

Sergio Hidalgo Monroy Portillo

# ORGANIZATION CHART



- Government Bodies
- Corporate Areas
- Operating Areas



# CONCESSIONS AND SERVICE COMPANIES

## OHL Mexico

### CONCESSIONS

Circuito Exterior Mexiquense  
Autopista Amozoc - Perote  
Viaducto Bicentenario  
Autopista Urbana Norte  
Supervía Poetas  
Libramiento Elevado de Puebla  
Atizapán - Atlacomulco  
Aeropuerto Internacional de Toluca

### SERVICE COMPANIES

Seconmex Administración, S.A. de C.V.  
Servicios Administrativos Mexiquenses del Aeropuerto Internacional de Toluca, S. de R.L. de C.V.  
Prestadora de Servicios Vía Rápida Poniente, S.A.P.I. de C.V.  
Operadora Concesionaria Mexiquense, S.A. de C.V.  
Operadora Vía Rápida Poetas, S.A.P.I. de C.V.  
Construcciones Amozoc Perote, S.A. de C.V.  
Latina México, S.A. de C.V.  
Coordinadora Vía Rápida Poniente, S.A.P.I. de C.V.  
Constructora del Libramiento Elevado de Puebla, S.A. de C.V.  
OPCEM, S.A.P.I. de C.V.  
Operadora del Libramiento Elevado de Puebla, S.A. de C.V.  
Tráfico y Transportes Sistemas de México, S.A. de C.V.

# CONCESSIONS AND SERVICES





The toll road concessions are strategically located and cover basic transportation needs in the urban areas with the highest vehicular traffic in Mexico City, the State of Mexico and the State of Puebla, which combined contributed with close to 30% of Mexico's GDP in 2013 and represented 27% of the population and 29.4% of the total number of registered vehicles (10.8 million) in Mexico. Furthermore, the Company has a 49% stake of the concession company of the Toluca International Airport, which is the second-largest airport serving the Mexico City metropolitan area.

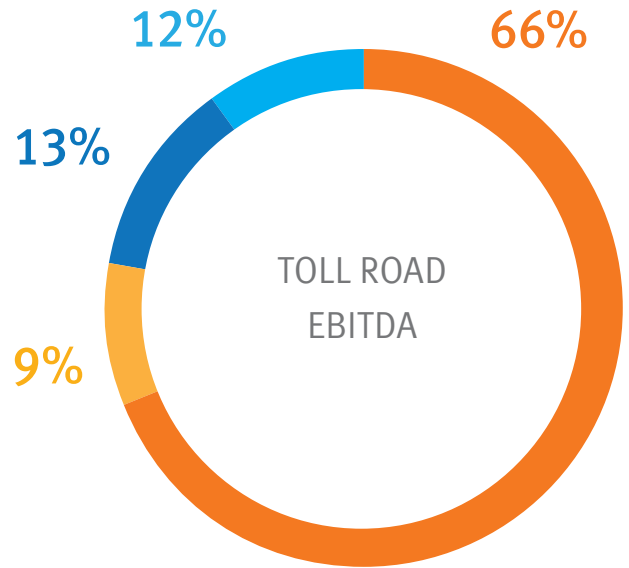
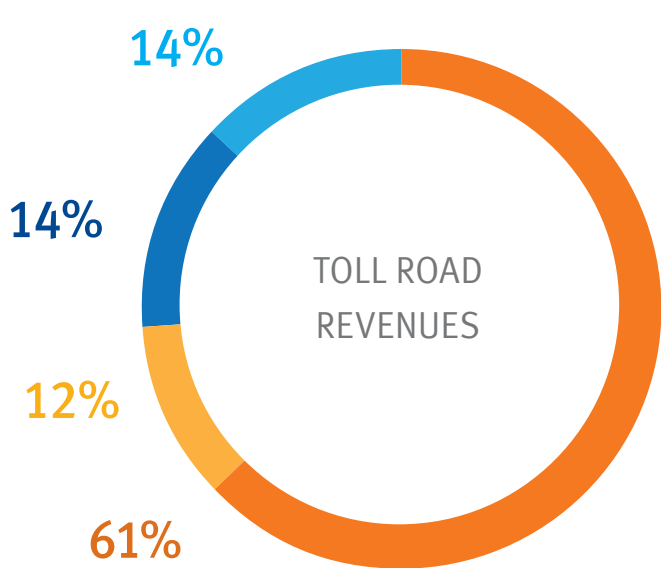
HIGHWAYS	Km	%*
CIRCUITO EXTERIOR MEXIQUENSE (CONMEX) <sup>(1)</sup>	155.0	51
AUTOPISTA AMOZOC – PEROTE (GANA)	122.5	69.18
VIADUCTO ELEVADO BICENTENARIO (VIADUCTO BICENTENARIO)	32.0	100
SUPERVÍA POETAS (POETAS)	7.0	50
AUTOPISTA URBANA NORTE (AUNORTE)	9.0	100
LIBRAMIENTO ELEVADO DE PUEBLA	15.3	51
ATIZAPÁN – ATLACOMULCO	77.2	100

AIRPORTS	SERVICES	%
AEROPUERTO INTERNACIONAL DE TOLUCA (AMAIT)	AIRPORT, COMPLEMENTARY AND COMMERCIAL	49

\* Corresponds to OHL México's share in the project

<sup>(1)</sup> On October 4, 2016, OHL México agreed to sell to IFM Global Infrastructure Fund a 24.01% stake in the capital stock of Organización de Proyectos de Infraestructura ("OPI"). OPI is the controlling company of Concesionaria Mexiquense ("Conmex"), the company responsible for the operation of the Circuito Exterior Mexiquense ("CEM"). Following such agreement, on April 27th and November 13th, 2017, IFM Investors increased its stake in the capital stock of OPI in 14% and 10.01%, respectively, to reach the 49% agreed.

# FINANCIAL HIGHLIGHTS



(millions of pesos)

● Circuito Exterior Mexiquense	3,702
● Autopista Amozoc-Perote	709
● Viaducto Bicentenario	818
● Autopista Urbana Norte	826
<b>Total</b>	<b>6,055</b>

(millions of pesos)

● Circuito Exterior Mexiquense	2,782
● Autopista Amozoc-Perote	402
● Viaducto Bicentenario	534
● Autopista Urbana Norte	528
<b>Total</b>	<b>4,246</b>



## OPERATING INCOME

(millions of pesos)

2013	14,673
2014	13,260
2015	12,473
2016	14,676
2017	20,225

## INVESTMENT IN INFRASTRUCTURE PER CONCESSIONS

(millions of pesos)

2013	2,955
2014	2,436
2015	452
2016	797
2017	425



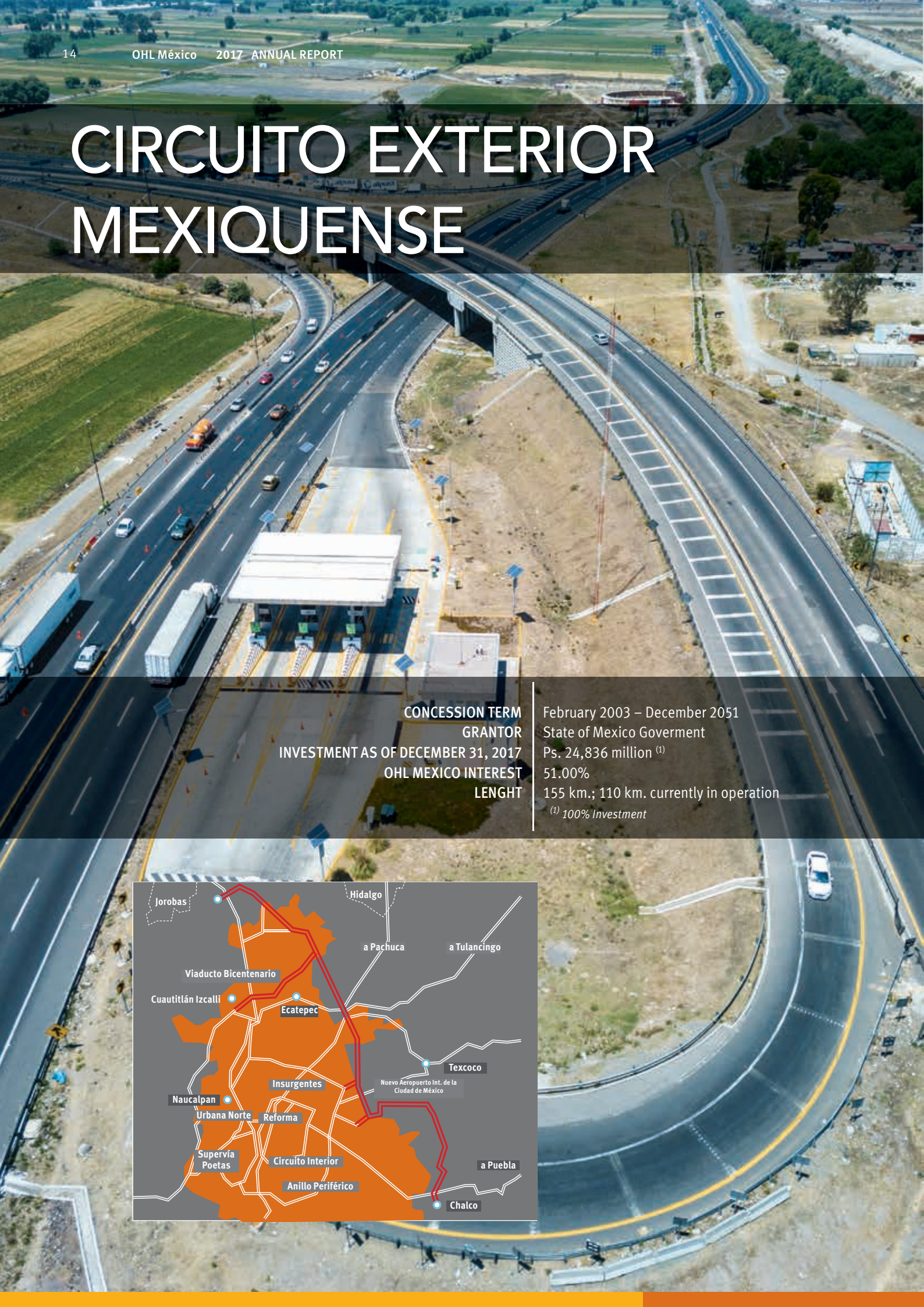
MILLIONS OF PESOS, except data per share	2017	2016	CHANGE %
TOTAL REVENUES	22,901	18,899	21.2%
TOLL ROAD REVENUES	6,055	5,396	12.2%
OPERATING INCOME	20,225	14,676	37.8%
OPERATING MARGIN	88.3%	77.7%	
TOTAL EBITDA <sup>(1)</sup>	20,302	14,756	37.6%
TOTAL EBITDA MARGIN	88.7%	78.1%	
TOLL ROAD EBITDA <sup>(1)</sup>	4,246	3,819	11.2%
TOLL ROAD EBITDA MARGIN	70.1%	70.8%	
CONSOLIDATED NET INCOME	12,887	8,292	55.4%
CONTROLLING INTEREST	10,604	7,170	47.9%
TOTAL ASSETS	157,981	131,414	20.2%
CASH, CASH EQUIVALENTS AND RESTRICTED TRUST FUNDS	13,633	5,825	134.0%
TOTAL DEBT	36,298	34,313	5.8%
STOCKHOLDERS EQUITY	94,576	76,130	24.2%
INVESTMENT IN INFRASTRUCTURE PER CONCESSIONS	425	797	-46.6%
DATA PER SHARE <sup>(2)</sup>			
NET INCOME	6.1217	4.1392	

<sup>(1)</sup> Operating income plus depreciation and amortization

<sup>(2)</sup> Average outstanding shares: 1,732,185,269

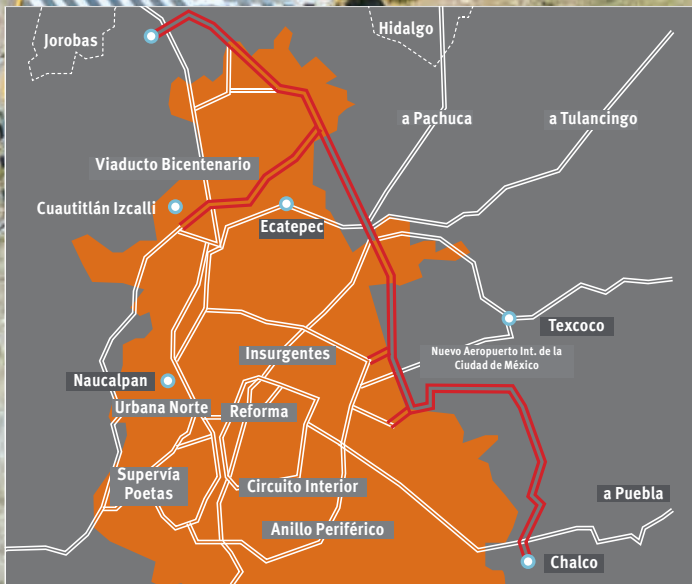


# CIRCUITO EXTERIOR MEXIQUENSE



**CONCESSION TERM**  
**GRANTOR**  
**INVESTMENT AS OF DECEMBER 31, 2017**  
**OHL MEXICO INTEREST**  
**LENGHT**

February 2003 – December 2051  
 State of Mexico Government  
 Ps. 24,836 million <sup>(1)</sup>  
 51.00%  
 155 km.; 110 km. currently in operation  
<sup>(1)</sup> 100% Investment





**AVERAGE DAILY TRAFFIC**

(Average Equivalent Daily Traffic)

2013		272,039
2014		283,241
2015		319,389
2016		337,219
2017		354,415

**TOLL ROAD REVENUES**

(thousands of pesos)

2013		2,105,360
2014		2,361,005
2015		2,940,896
2016		3,377,698
2017		3,702,079

Circuito Exterior Mexiquense is a 110-km system of toll roads that meets the transportation needs of highly trafficked areas in the northeastern zone of the Mexico City Metropolitan Area and the State of Mexico.

Strategically located, it joins 18 municipalities and cities in the State of Mexico as well as its main connections: México-Querétaro, Chamapa-Lechería, México-Pachuca, Peñón-Texcoco and México-Puebla.

Traffic levels registered in 2017 posted a positive performance reaching an average of 354,415 vehicles per day, representing an increase of 5.1% when compared to the previous year. Toll road revenues reached Ps. 3,702.1 million, which represented an increase of 9.6% when compared to 2016, while toll road EBITDA rose 5.4% to Ps. 2,782.4 million, representing an EBITDA margin of 75.2%.

The electronic payment and freight car traffic continue being the main drivers of traffic growth. In 2017, revenues from electronic payment was 42.6% higher than 2016, while freight vehicles traffic increased 17.8%.

Regarding the agreement reached by OHL Mexico with IFM Global infrastructure Fund (“IFM investors”) in October 2016 to increase its equity interest by 24.01% in Organización de Proyectos de Infraestructura (“OPI”) (the “Transaction”), through several agreements signed between OHL Mexico and IFM Spain, the transaction was implemented in two successive phases:

- The first phase of the Transaction concluded on April 27, 2017 and consisted of the acquisition by IFM Spain of 14% of OPI’s capital stock. The price paid in the first phase of the operation was Ps. 5,224 million. In this way, IFM investors increased its indirect participation in OPI from 24.99% to 38.99% and OHL Mexico maintained its control with 61.01%.
- The second phase of the Transaction concluded on November 13, 2017, and consisted in the increase of the equity interest of IFM Spain in the capital stock of OPI by an additional 10.01% to obtain the 49% originally agreed. The price paid in the second stage of Transaction was approximately Ps. 3,870 million. IFM investors increased its indirect participation in OPI from 38.99% up to 49%, and OHL Mexico will hold the control of OPI with an equity interest of 51%.

In order to surveil the road in its entirety, the Company continued the works to install video cameras with new technology that broadens their extent. Likewise, the Company completed the installation of reading antennas for the electronic toll system in 100% of the collection routes to provide a better service.

The Company converted part of its car fleet in order to decrease toxic emissions that contribute to the greenhouse effect as part of our footprint.

During the emergency post-earthquake phase on September 19, 2017, the Company supported citizens by granting free access along the highway, organized volunteer brigades and machinery for debris removal, as well as supported the Red Cross in food transfer. It should be noted that the infrastructure did not suffer major damage.



# AUTOPISTA AMOZOC - PEROTE

**CONCESSION TERM**

Tranche of 104.9 km. known as Amozoc – Perote,  
November 2063

Tranche of 17.6 km. known as Libramiento Perote,  
November 2043

**GRANTOR**

Ministry of Communications and Transportation

**INVESTMENT AS OF DECEMBER 31, 2017**

Ps. 3,059 million <sup>(1)</sup>

**OHL MEXICO INTEREST**

69.18%

**LENGHT**

122.5 km.

<sup>(1)</sup> 100% Investment



**AVERAGE DAILY TRAFFIC**

(Average equivalent daily traffic)

2013	28,913
2014	31,154
2015	34,936
2016	37,664
2017	39,746

**TOLL ROAD REVENUES**

(thousands of pesos)

2013	428,085
2014	479,748
2015	548,175
2016	607,080
2017	708,966

Grupo Autopistas Nacionales, S.A. is the concessionaire that manages, operates and maintains the Amozoc-Perote toll road.

The purpose of this concession is to consolidate the road corridor known as “Corredor Carretero Altiplano”, which, through a shorter and safer route, connects México City and the central region of the country with the Port of Veracruz in the Gulf of México.

In January of 2017, the Concessionaire increased toll roads in accordance with the provisions of the second amendment to the Concession Title that occurred in 2016.

This concession is fully operating since 2008. In 2017, it reported a positive financial and operating performance. Moreover, average daily traffic reached 39,746 vehicles, up 5.5% compared to 2016. Toll road revenues reached Ps. 709.0 million, up 16.8%, compared to 2016, while EBITDA from tolls increased 14.2% to Ps. 402.1 million, an EBITDA margin was 56.7%.

Among the highlights that occurred during fiscal year 2017 are the beginning of the modernization work of the toll system and the establishment of the toll collection system; as well as obtaining the ISO-9001 certification for the operation of the project, corresponding to the processes of operation services, maintenance and assistance on the road.





# VIADUCTO BICENTENARIO

CONCESSION TERM  
GRANTOR  
INVESTMENT AS OF DECEMBER 31, 2017  
OHL MEXICO INTEREST  
LENGHT

May 2008 – May 2038  
Government of the State of Mexico  
Ps. 11,750 million  
100%  
32 km. in three phases  
22 km. of Phase I and 4.3 km. of Phase II  
are currently in operation



**AVERAGE DAILY TRAFFIC**

(Average Daily Intensity)

2013	29,749
2014	29,075
2015	32,000
2016	32,764
2017	32,695

**TOLL ROAD REVENUES**

(thousands of pesos)

2013	367,619
2014	465,530
2015	668,352
2016	720,382
2017	818,394

Viaducto Bicentenario offers users an alternative with better travel times compared to the existing roads for the Tereo-Tepalcapa route in its different origin and destination combinations.

Revenues from tolls reached Ps. 818.4 million, a 13.6% increase compared with the prior year. EBITDA from tolls increased by 20.4%, reaching Ps. 533.9 million and representing an EBITDA margin of 65.2%.

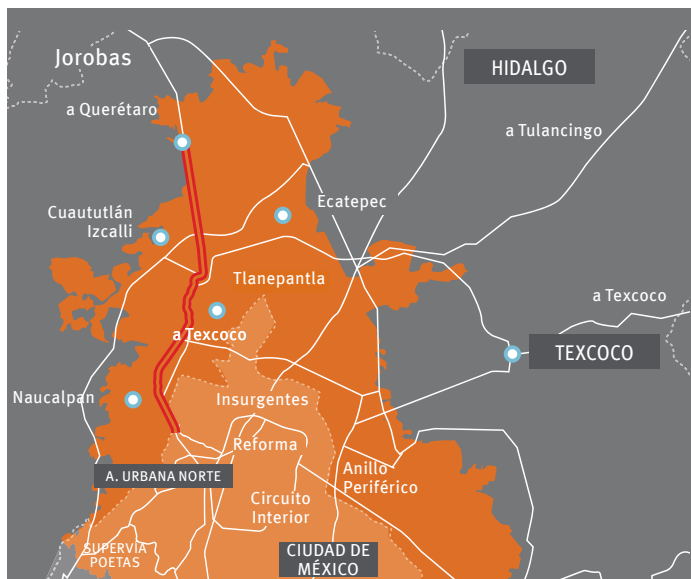
OHL México has a 100% equity interest in Viaducto Bicentenario, which holds the concession granted by the State of Mexico for a period ending in 2038 for the design, construction and operation of an elevated, two-way viaduct that is 32 km in length and has fully automated toll collections.

The project is structured in three phases: the first phase consists of a reversible 22 km viaduct between El Tereo and Tepalcapa; the second phase will include a second, parallel viaduct of the same length once maximum vehicle traffic capacity is reached; and the third phase, will extend both viaducts by 10 km until reaching Tepotzotlán. The elevated viaduct is also reversible with only one section of the first phase in operation (from Naucalli until Tepalcapa).

Access is controlled through the reading of a minimum TAG balance required, or redirection towards an exit road; the viaduct exit streams through multi-lane free flows. Continuous vehicle flow on this toll road allows the reduction of pollutant emissions, and optimizes travel times and average traffic speeds.

This was the first toll road in the country to have 100% electronic toll readers. In 2017, average daily traffic reached 32,695 vehicles, a decline of 0.2% compared to 2016.

In August of 2017, the company was able to raise the maximum toll for the Viaducto Bicentenario, which was pending adjustment in January 2016.





# AUTOPISTA URBANA NORTE

CONCESSION TERM  
GRANTOR  
INVESTMENT AS OF DECEMBER 31, 2017  
OHL MEXICO INTEREST  
LENGHT

July 2010 – June 2043 <sup>(1)</sup>

Mexico City Government

Ps. 11,534 million

100%

9.8 km.

<sup>(1)</sup> 30 years as of the initiation of operations

EJERCICIO NACIONAL  
P. DE LAS PALMAS



**AVERAGE DAILY TRAFFIC**

(Average Daily Intensity)

2013	40,120
2014	44,091
2015	50,394
2016	53,874
2017	55,207

**TOLL ROAD REVENUES**

(thousands of pesos)

2013	248,339
2014	422,294
2015	546,906
2016	690,944
2017	826,055

The development and operation of this infrastructure has enabled a significant reduction in the emission of greenhouse gases of 13 tons of CO2 per year, a global savings of 7 million hours per year of traffic time, the conservation and optimization of environmental protection services in its area of influence, as well as the incorporation of energy efficiencies in the operation and maintenance of the toll road.

Autopista Urbana Norte, S.A. de C.V. is the concessionaire responsible for designing, constructing, financing and operating an elevated double-deck viaduct with completely automated tolls between El Toreo and the Distribuidor Vial San Antonio. This toll road was constructed to ease and facilitate traffic flow that crosses Mexico City from north to south on the Periferico beltway. This is mostly an elevated double-deck highway system with a tunnel in the Bosque de Chapultepec area to preserve the environment.

This project comprises the north tranche of the Autopista Urbana promoted by the Federal Government to improve traffic in Mexico City and to have quick access to the main toll roads to the north, south and west of Mexico.

The positive operating performance was reflected in the traffic levels registered during the year. In 2017, average daily traffic reached 55,207 vehicles, up 2.5%, compared to 53,874 vehicles in 2016. As a result of traffic growth, as well as the implementation of the new tariff structure during the second half of 2016, toll road revenues reached Ps. 826.1 million, up 19.6% compared to Ps. 690.9 million in 2016. Toll road EBITDA rose 37.2% to Ps. 528.0 million, representing an EBITDA margin of 63.9%.

This roadway allowed us to improve the conditions for the preservation of green areas and the integration of the landscape in the surrounding areas thus benefiting the adjacent communities. It also includes routes for bicycles, pedestrians and handicap people as part of sections I and II of Bosque de Chapultepec, the largest urban park in Mexico City.





# SUPERVÍA POETAS

CONCESSION TERM	April 2010 – April 2043 <sup>(1)</sup>
GRANTOR	Mexico City Government
INVESTMENT AS OF DECEMBER 31, 2017	Ps. 7,238 million <sup>(2)</sup>
OHL MEXICO INTEREST	50%
LENGHT	7 km.

<sup>(1)</sup> 30 years as of the initiation of operations

<sup>(2)</sup> Investment at 100%



**AVERAGE DAILY TRAFFIC  
SUPERVÍA POETAS**  
(Average equivalent daily traffic)

2013	22,555
2014	35,100
2015	41,747
2016	44,627
2017	46,400

**TOLL ROAD REVENUES  
SUPERVÍA POETAS**  
(thousands of pesos)

2013	97,605
2014	206,571
2015	304,592
2016	372,109
2017	390,931

**AVERAGE DAILY TRAFFIC  
VIADUCTO ELEVADO LUIS CABRERA**  
(Average equivalent daily traffic)

2013	12,542
2014	21,344
2015	27,249
2016	28,621
2017	30,913

Supervía Poetas, a concession in which OHL Mexico holds a 50% interest, was granted by the government of Mexico City in April 2010 as the southwestern axis. With 7 km in length, it is an urban toll highway to connect the exits from Mexico City to Toluca and Cuernavaca, connecting the southern and western parts of the Mexico City Valley. The road system has five tunnels and five bridges that bypass the Bosque de Tarango and the La Loma Park and comprises a 5 km. area known as the Supervía, as well as an elevated, 2 km. viaduct located over Luis Cabrera Avenue, known as Viaducto Elevado Luis Cabrera. With variable tranches of between four and six lanes, this highway seeks to resolve existing mobility challenges between the southern and western portions of Mexico City.

The concession continues to demonstrate a positive operating performance. At the close of 2017, the Supervía's average daily traffic reached 46,400 vehicles, or 4.0% higher than the 44,627 reported in 2016. Traffic for the 2 km. Viaducto Elevado Luis Cabrera segment reached 30,913 vehicles, 8.0% higher than the 28,621 reported in the prior year. Toll revenues from the concession for 2017 were 5.1% higher than the figure for 2016, reaching Ps. 390.9 million.

The operation of a reversible lane during peak traffic periods has translated into significant savings in travel times; added to the introduction of new express routes for public transportation vehicles, this has signified better quality of life and air quality for the neighbors and users of this roadway.



# LIBRAMIENTO ELEVADO DE PUEBLA

CONCESSION TERM  
GRANTOR  
INVESTMENT AS OF DECEMBER 31, 2017  
OHL MEXICO INTEREST  
LENGHT

August 2014 – August 2044 <sup>(1)</sup>  
Government of the State of Puebla  
Ps. 9,310 million <sup>(2)</sup>

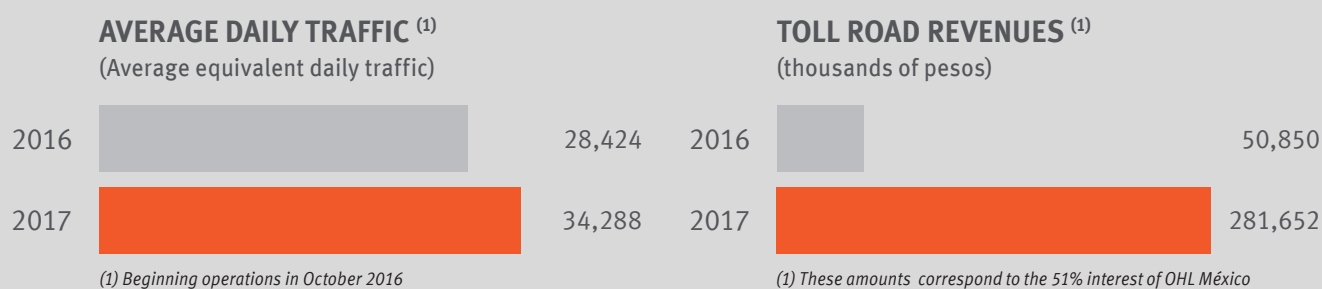
51%  
15.3 km.

<sup>(1)</sup> 30 years from the initiation of operations

<sup>(2)</sup> Investment at 100%







The Company installed state-of-the-art, multi-category free flow portals at the exits of this highway, which allows, for the first time in Mexico's roadway industry, the registration of heavy vehicles; this improves traffic flow and decreases pollution.

Libramiento Elevado de Puebla, S.A. de C.V. ("LEPSA") is the concession company for the design, operation, exploitation, preservation and maintenance of the elevated highway over the Mexico-Puebla toll road in the metropolitan area of Puebla.

As projected, in October 2016, Libramiento Elevado de Puebla initiated operations, with a length of 15.3 kilometers and 4 lanes in an elevated highway over the Mexico-Puebla-Veracruz federal highway in the metropolitan area of Puebla.

This section starts at the 114+000 km and ends at the 129+300 km of the Mexico-Puebla highway.

This new bypass was developed in consortium with Promotora y Operadora de Infraestructura ("PIN-FRA"), where OHL Mexico maintains a 51% stake of this concession.

The concession term is 30 years from the initiation of operations and the total approximate investment was Ps. 10 billion; Ps. 4.5 billion has been contributed by the Government of the State of Puebla, and the remaining amount has been contributed by the two concessionaries in proportion to the percentage they own.

The concession posted a positive performance in its first full year of operation in 2017, reaching a traffic level of 34,288 vehicles, 20.6% higher than 2016. Toll road Revenues came in at Ps. 281.7 million, compared to Ps. 50.9 million registered in 2016 (3).

In June 2017 LEPSA obtained an 18-year preferred simple line of credit for up to Ps. 3,500 million at an interest rate of Tasa de Interés Interbancaria de Equilibrio ("TIIE") + a certain rising financial margin of up to 250 basis points in the first 10 years. This transaction was carried out with Banco Mercantil del Norte, S.A. ("Banorte"). The transaction was divided into two tranches, one for Ps. 1,500 million and the second for Ps. 2,000 million, the availability of which is subject to traffic levels reached by the toll road. The proceeds of this loan will be used mainly to fund the investments made in the concession, among other uses.

<sup>(3)</sup> These amounts correspond to OHL Mexico's 51% stake.



# AUTOPISTA ATIZAPÁN - ATLACOMULCO

CONCESSION TERM  
GRANTOR  
INVESTMENT AS OF DECEMBER 31, 2017  
OHL MEXICO INTEREST  
LENGHT

April 2014 – March 2044 <sup>(1)</sup>

Secretaría de Comunicaciones y Transportes

Ps. 2,455 million

100%

77.2 km.

<sup>(1)</sup> 30 years from the signing of the Concession Agreement



Concesionaria AT-AT, S.A. de C.V., is the concession company to finance, construct, exploit, conserve and maintain the toll road Atizapan-Atacomulco, OHL Mexico's seventh toll road concession. This concession was awarded by the Ministry of Communications and Transportation for a term of 30 years from the signing of the Concession Agreement.

The toll road will have a length of 77.2 km, with 4 lanes (2 each way) and the planned construction of various tunnels and viaducts. Located in the State of Mexico, it will significantly improve the connectivity of one of the most important industrial regions in the Metropolitan Area of Valle de México with the Maravatio region in the State of Michoacan, and the cities of Queretaro and Guadalajara, in the States of Queretaro and Jalisco, respectively.

Once operational, it will create significant synergies with the rest of the toll roads, namely Viaducto Bicentenario and Autopista Urbana Norte in Mexico City. During 2017, we initiated construction of the toll road and the SCT continued obtaining rights of way.

The design of this toll road includes technical support and ITS elements for its optimal operation. Regarding, sustainability, this road supports the environmental recovery of the Ruta Monarca, the path to the Monarca butterfly's hibernation sanctuary, between Canada and Mexico, on its trail through the State of Mexico. Likewise, the Company implemented the rescue and relocation of wild life, as well as the recovery of flora species, previously to work initiation, for its reutilization in reforestation activities.

In September 2017, the concessionaire signed a simple loan for a maximum of Ps. 5,310 million with an initial 10-year term extendable to a maximum of 20 years, at an interest rate equivalent to Tasa de Interés Interbancaria de Equilibrio ("TIIE") plus a rising additional margin between 275 and 350 basis points during the first 8 years of the loan. This transaction was carried out with a syndicate of banks comprised of Banco Santander (México), S.A., Institución de Banca Múltiple, Grupo Financiero Santander México ("Santander"); Banco Nacional de Obras y Servicios Públicos, Sociedad Nacional de Crédito, Institución de Banca de Desarrollo ("Banobras"); and Banco Inbursa, S.A., Institución de Banca Múltiple, Grupo Financiero Inbursa ("Inbursa"). The proceeds of this loan will be used to partially finance the investments required to build and put into operation the Atizapan – Atacomulco toll road.

Furthermore, a contract was signed for the opening of a bank credit line of up to Ps. 1,165 million for a 2-year term at an interest rate equivalent to TIIE + 200 basis points with Inbursa and Banobras. The proceeds of this credit will be used to finance the VAT tax (Impuesto al Valor Agregado or "IVA") requirements of the project.



# AEROPUERTO INTERNACIONAL DE TOLUCA



CONCESSION TERM  
GRANTOR  
INVESTMENT AS OF DECEMBER 31, 2017  
OHL MEXICO INTEREST  
SERVICES

September 2005 – September 2055  
Ministry of Communications and Transportation  
Ps. 4,153 million <sup>(1)</sup>  
49%  
Airport, complementary and commercial  
<sup>(1)</sup> Investment at 100%



**ANNUAL PASSENGERS**

(million)

2013	1.09
2014	0.71
2015	0.73
2016	0.63
2017	0.66

**REVENUES**

(thousands of pesos)

2013	179,586
2014	213,968
2015	210,191
2016	228,213
2017	242,771

Administradora Mexiquense del Aeropuerto Internacional de Toluca, S.A. de C.V. (AMAIT) is the Company to which the Mexican Federal Government granted a Concession until the year 2055 to manage, operate, develop and construct the Toluca International Airport. Among the other AMAIT shareholders are: the Government of the State of Mexico with 26% and Aeropuertos y Servicios Auxiliares (ASA) with 25%.

The Toluca International Airport is located in the State of Mexico, approximately 40 km west of Mexico City and is a strategic member of the Metropolitan Airport System (Sistema Metropolitano de Aeropuertos, or SMA).

The Toluca International Airport covers 694 hectares of land, has 26 boarding gates, the longest runway in the country, installed capacity to serve up to 8 million passengers per year and potential capacity to serve up to 25 million passengers per year.

At the close of 2017, the Airport reported 10,797 commercial operations, 1.1% growth compared to 10,681 during 2016. In terms of general aviation, in 2017 operations posted a slight decline of 0.3% to 90,401. Total revenues increased 6.4% compared to 2016, from Ps. 228.2 million to Ps. 242.8 million. In 2017, Commercial Passenger traffic reached 664,811, up 6.2% compared to 625,749 in 2016.



# TELEVÍA

YEAR OF LAUNCH  
CUSTOMERS  
OHL MEXICO STAKE  
COMPANY

2008  
More than 1.6 million users  
100 %  
OPCOM



TeleVia is one of the most innovative and reliable electronic toll collection systems for travel on the main highways in Mexico.

Since its launch, TeleVia has positioned itself as the leader in innovation in the market, with actions such as:

- Implementation of the first high-speed toll collection system in Mexico and the use of “Free Flow” lanes in the exits of Urban Highways.
- Pioneer in offering new ways to pay for users; became the first operator offering a pre-paid service.
- Promotes the interoperability between toll road systems, contributing to the development of a convergent system among operators.

Based on a robust transactional platform and multichannel customer service, TeleVia continues to develop world-class quality services, based on state of the art technology that allows it to offer confidence, efficiency and innovation to highways and our customers.

TeleVia manages 153 million transactions per year and more than 1.6 million TeleVia tags are accepted in 1,255 of the most important highway lanes in Mexico.

Committed to innovation, TeleVia possesses a loyalty program, unique in the industry, called TeleVIP, which recognizes customer preference. Moreover, the development of the new TeleVia App is underway, as well as a new transactional and customer relations platforms which will open new opportunities for customized service for its clients. Additionally, in 2018 TeleVia will host the first Hackathon Contest in Mexico, with the goal of fostering the development of disruptive ideas capable of redefining the market.

TeleVia constantly collaborates by creating a culture of sustainable mobility through programs such as, TelePoolers and EcoTAG, which contribute to society thru environmental conservation.



# HIGHLIGHTS

## FINANCIAL

### **14% increase in the participation of IFM Investors in OPI, from 24.99% to 38.99%**

On April 27, 2017 – OHL México informed that, pursuant to the relevant event dated October 4 2016, whereby it was informed to the public investors that the Company entered into an agreement with IFM Global Infrastructure Fund (“IFM”), a global fund administrator, to increase through its subsidiary Woodside Spain, S.L.U. (“IFM Woodside”), its equity interest up to 24.01% in Organización de Proyectos de Infraestructura (“OPI”) (the “Operation”), as of April 12, 2017, the Company entered into various agreements with IFM Woodside by means of which OHL México and IFM Woodside agreed to execute the Operation in two subsequent phases.

The first phase of the Operation, which closed on the same day, consists in the acquisition by IFM Woodside of the 14% of the OPI’s capital stock. The price paid by IFM Woodside in the first phase of the Operation totals \$5,224 million Pesos. Thus, IFM increased its indirect equity participation in OPI from 24.99% to 38.99% and OHL México shall maintain control over OPI with 61.01%.

### **Financing for up to \$3,500 million pesos in its subsidiary’s Project, Libramiento Elevado de Puebla, S.A. de C.V.**

On June 26, 2017 – OHL Mexico informed that, on June 23, 2017 together with Grupo Concesionario de México, S.A. de C.V. (“PINFRA”), it obtained an 18-year term credit contract for up to Ps. 3,500 million at a rate of Tasa de Interés Intercambiaría de Equilibrio (“TIIE”) in addition to certain financial margin of up to 250 basis points during the first 10 years. Such operation was carried out between its subsidiary Libramiento Elevado de Puebla, S.A. de C.V. (“The Concesionar”) and Banco Mercantil del Norte, S.A. (“Banorte”). The credit facility has two tranches, the first tranche of Ps. 1,500 million and the second of Ps. 2,000 million, which its placement is subject to The Concesionar’s levels of traffic.

The proceeds from this transaction will be mainly allocated to complete the construction payments made in the concession Libramiento Elevado de Puebla, among others.

### **Magenta Infraestructura announced launch of cash tender offer to acquire up to 100% of OHL Mexico’s public shares**

On June 14, 2017 – OHL Mexico informed to the general investing public that:

OHL Concesiones S.A.U. (“OHL Concesiones”) and IFM Global Infrastructure Fund (“IFM GIF”), through Magenta Infraestructura, S.L. (the “Offeror”), would launch on June 15, 2017 an all cash tender offer through the Mexican Stock Exchange to acquire up to 100% of the publicly held shares in OHL Mexico at a price of MXN \$27.00 per share.

The Board of Directors of OHL Mexico, by resolution of its independent members, has opined that the offer price is fair from a financial point of view, taking into consideration both the opinion issued by the independent expert, Rothschild (Mexico) S.A. de C.V. (“Rothschild”), and the opinion of the Corporate Practices Committee of OHL.



Rothschild issued an opinion that the offer price is fair from a financial point of view. This opinion is exclusively addressed to the Board of Directors of OHL Mexico and is not a recommendation to any of OHL Mexico's shareholders whether to participate in the offer.

The offer was subject to various conditions, including a minimum acceptance condition that would allow the Offeror and affiliates to hold at least 95% of the outstanding capital stock of OHL Mexico. If the offer conditions were satisfied and the tender offer was completed, OHL Concesiones, directly or through its affiliates, will maintain its current participation in OHL Mexico, considering that IFM GIF, through the Offeror, will indirectly acquire all of the publicly held shares of OHL Mexico that accept the offer pursuant to its terms and conditions.

The offer opened on June 15, 2017 in the morning and closed at 2.00pm (Mexico time) on Wednesday, July 19, 2017, unless extended.

**The CNBV Issued Authorization in connection with Magenta Infraestructura's Extension of the Term of the Cash Tender Offer to Acquire 100% of OHL Mexico's Public Shares to July 26th, 2017 – Reduction of Minimum Percentage of Acquisition from 95% to 85%**

On July 10, 2017 – OHL Mexico was notified by Magenta Infraestructura, S.L., (the "Offeror"), that on the same date, hereof, the CNBV had authorized the publication of, among others, a notice for information purposes (the "Notice for Information Purposes"), whereby the Offeror announced a modification to the offer launched over the public shares of OHL México (the "Offer"), substantially in the following terms:

1. Reduce the minimum acceptance condition from 95% to 85%, such that, considering the number of public shares of OHL México that accept the Offer, the Offeror and its affiliates will own or hold, directly or indirectly, at least 85% of the representative shares of the capital stock of OHL Mexico. This reduces the conditionality of the all cash tender offer and increases certainty for shareholders who accept the Offer that the Offer will be successful.
2. Extend the term of the Offer for an additional period of 5 (five) business days, such that, the Offer will now close at 14:00 hours (Mexico time) on Wednesday, July 26, 2017. This extension period is expected to allow for the receipt of all necessary authorizations from the European Antitrust Commission (Comision Europea de Competencia) for completion of the all cash tender offer as set forth in the Offering Memorandum of the Offer.

The remaining terms and conditions of the Offer, including the acquisition price of the Offer, remain unchanged as set out in the Offering Memorandum of the Offer.

**Notice of results and settlement of the cash tender offer launched by Magenta Infraestructura to acquire up to 100% of OHL Mexico's public shares**

Mexico City, July 27, 2017 – Pursuant to article 50, paragraph III, sub-paragraph i) of the General Provisions Applicable to Issuers of Securities and other Participants of the Securities Market (Disposiciones de Carácter General Aplicables a las Emisoras de Valores y a otros Participantes del Mercado de

Valores), section 8 of the offering memorandum (folleto informativo) of the Offer (as defined below) — “Conditions to the Offer” — and any other applicable provisions therein (the “Applicable Provisions”), OHL México, S.A.B. de C.V. (the “Issuer”) and Magenta Infraestructura, S.L. (the “Offeror”), based on the information provided by Casa de Bolsa Santander, S.A. de C.V., Grupo Financiero Santander México, as underwriter (intermediario) of the Offer (the “Underwriter”) to the Offeror, and by the Offeror to the Issuer, hereby notify the market that the period of the tender offer (the “Offer”) made by the Offeror for up to 727,534,088 ordinary, nominative, sole series and outstanding shares, without par value, representing 42% of the capital stock of the Issuer (the “Shares”) expired on July 26, 2017.

In accordance with the information that, as of the date hereof, has been provided by the Underwriter to the Offeror, and by the Offeror to the Issuer, below are the final results of the Offer:

- Registration Date before the Mexican Stock Exchange: August 1, 2017
- Settlement Date: August 4, 2017
- Number of Shares Subject to the Offer: 727,534,088
- Acquisition Price per Share: MXN\$27.00, in cash
- Total Amount of the Offer: MXN\$19,643,420,376.00
- Number of Shares Offered and Delivered as part of the Offer: 485,210,435
- Offer Acceptance Rate: 66.69%
- Total Settlement Amount: MXN\$13,100,681,745.00

As a result of the Offer, the Offeror has acquired a total of 485,210,435 Shares of the Issuer representing 28.34% of the capital stock of the Issuer (without considering the treasury shares of the Issuer) and, together with the shares held by the Offeror and/or its Affiliates (as defined in the offering memorandum of the Offer), the Offeror and its Affiliates own or hold, directly or indirectly, 1,470,015,243 Shares of the Issuer, representing 85.85% of the capital stock of the Issuer (without considering the aforementioned treasury shares).

In connection with the foregoing, and given that the conditions to the Offer have been fully satisfied in accordance with the terms of the Applicable Provisions, the market is hereby notified that the Offeror proceeded with the settlement of the Offer on the Settlement Date (as defined in the offering memorandum of the Offer) in accordance with the Applicable Provisions.

**Magenta Infraestructura, S.L.U. acquired from OHL Concesiones, S.A.U., all of its shares representing the capital stock of OHL México, S.A.B. de C.V.**

On July 31, 2017 – OHL México was informed by Magenta Infraestructura, S.L.U. (the “Offeror” or “Magenta Infraestructura”) that, in accordance with the terms of the offering memorandum of the tender offer for the public shares of OHL México, dated June 14, 2017 (the “Offering Memorandum of the Offer”), on July 27, 2017, OHL Concesiones, S.A.U. (“OHL Concesiones”) transferred in ownership, in favor of the Offeror, 690,568,168 shares representing 40.33% of the outstanding capital stock of OHL México, without considering Treasury Shares of OHL México, in exchange for certain quotas or equity participations representing the capital stock of Magenta Infraestructura; the foregoing with the understanding that, as of this date, OHL Concesiones maintains the indirect Control of OHL México.



### **OHL México obtained financing of up to Ps. 6,475 million for a project related to its subsidiary, Concesionaria AT-AT, S.A. de C.V.**

On September 26, 2017 - OHL Mexico announced that on September 25, 2017, it entered into a loan agreement for a maximum of Ps. 5,310 million with an initial 10-year term extendable to a maximum 20-year term and at an interest rate equivalent to Tasa de Interés Interbancaria de Equilibrio (“TIIE”) plus an increasing financial spread of between 275 and 350 basis points during the first 8 years of the loan. This transaction was carried out between its subsidiary, Concesionaria AT-AT, S.A. de C.V. (“the Concessionaire”) and a syndicate of banks comprised of Banco Santander (Mexico), S.A., Institución de Banca Múltiple, Grupo Financiero Santander México (“Santander”); Banco Nacional de Obras y Servicios Públicos, Sociedad Nacional de Crédito, Institución de Banca de Desarrollo (“Banobras”); and Banco Inbursa, S.A., Institución de Banca Múltiple, Grupo Financiero Inbursa (“Inbursa”). The loan proceeds will be used to partially finance investments for the construction and start-up of the Atizapán - Atlacomulco highway (“the Project”).

Additionally, the Company signed a contract to open a revolving credit facility for a maximum of Ps. 1,165 million for a 2-year term with Inbursa and Banobras, at an interest rate equivalent to TIIE plus a financial spread of 200 basis points. The loan proceeds will be used to finance the Project’s value-added tax (VAT) requirements.

### **OHL and IFM Investors signed the “Binding Offer Agreement” for the acquisition of 100% of the share capital in OHL Concesiones**

On October 17 2017 - OHL Mexico in compliance to which was established in Article 54 of the “Circular Unica de Emisoras”, transcribed below the full text of the Relevant Fact published the day prior in Spain by Obrascon Huarte Lain, S.A. (“OHL”): *“OHL Group S.A. and IFM Investors have signed an agreement (“Binding Offer Agreement”) for the acquisition of 100% of the share capital in OHL Concesiones, S.A.U. (“OHL Concesiones”) by IFM Investors with the key term described in the relevant event.*

### **IFM Investors increased by 10.01% its participation in OPI from 38.99% to 49.00%**

On November 13, 2017 - OHL Mexico informed that, pursuant to the relevant event dated of October 4, 2016, whereby it was informed to the public investors that the Company entered into an agreement with IFM Global Infrastructure Fund (“IFM Investors”), a global fund administrator, to increase through its subsidiary Global InfraCo Spain, S.L.U. (previously Woodside Spain, S.L.U (“IFM Spain”), its equity interest up to 24.01% in Organización de Proyectos de Infraestructura, S.A.P.I. de C.V. (“OPI) (the “Operation”), through the execution of several agreements between OHL Mexico and IFM Spain, by means of which they agreed to implement the Operation in two subsequent phases.

The second phase of the Operation, same that successfully concluded on November 13, 2017, consisted in the increase of the equity interest of IFM Spain, in the capital stock of OPI up to an additional 10.01% to obtain the 49% originally agreed as of October 2016. The price paid by IFM Spain on the second phase of the Operation was approximately of approximately \$3,870 million Pesos. Now that the second phase has been consummated, IFM Investors increased its indirect equity participation in OPI from 38.99% up to 49% and OHL Mexico maintained control over OPI with an equity interest of 51%.

### **OHL and IFM Investors signed the “Share Purchase Agreement” for the acquisition of OHL Concesiones**

On December 1st 2017 - OHL Mexico, in compliance to which was established in Article 54 of the “Circular Unica de Emisoras”, transcribed below the full text of the Relevant Fact published on the same day in Spain by Obrascón Huarte Lain, S.A. (“OHL”): *“Following the significant information announcements number 257439 and 257493 published on 16 and 17 October 2017, respectively, relating to the execution by OHL and IFM Investors of a Binding Offer Agreement for the acquisition by IFM Investors of 100% of the share capital of OHL Concesiones, S.A.U. (OHL Concesiones), the Company announces that it has entered into the relevant Share Purchase Agreement with IFM Investors (through its subsidiary Global Infracor Spain, S.L.U.) under which such acquisition will be effective and whose essential terms are in accordance with the ones described and estimated in the abovementioned significant information announcements.”*

## **OPERATIONS**

### **Launching of the EcoTAG toll collection service**

Mexico City, June 13, 2017 – OHL Mexico S.A.B de C.V. and TeleVía launched the EcoTAG toll service for the Mexico City Metropolitan area, as part of a strategy to empower efficient and sustainable transportation options using technology, thus contributing to improve air quality, health and quality of life for Mexico City Valley inhabitants.

The Service offers hybrid and electric car owners a TAG that identifies them as environmentally-friendly vehicles, offering them a 20% discount for using urban roadways in the Valley of Mexico.

OHL México and TeleVía offer this solution, together with other companies and the Mexico City government, in order to promote the use of clean energy, such as hybrid and electric cars, that currently only represent 0.15% of the total number of vehicles in the region.

### **Toll Tariff increases in the State of Mexico concessions**

On August 21, 2017 - OHL Mexico informed that, pursuant to the relevant event dated July 19, 2017 and effective immediately, the maximum authorized tariffs will be implemented in accordance with the concession titles of its subsidiaries Concesionaria Mexiquense, S.A. de C.V (“CONMEX”) y Viaducto Elevado Bicentenario.





## SOCIAL RESPONSIBILITY

### Community Support

During 2017 OHL Mexico supported the organization Abriendo Nuevos Caminos, A.C. (“Opening New Doors”) which provides preschool to 136 children, offers activities to promote women in one of Mexico City’s poorer neighborhoods, “Jardines de San Juan Ajusco”.

We continued supporting the program “Apadrina un niño indígena” (Sponsor an Indigenous Child) which benefitted 308 children of the Mazahua community in the State of Mexico, through the distribution of food to support families and helping to prevent school dropouts.

We donated to the Fundación John Langdon Down for a program which incorporates women with Down Syndrome to a group of students that contribute to the “Mexican Down Art School” and to a food production workshop.

We provided 31 scholarships to Fundación Marillac for students with excellence in academics to pursue their undergraduate degree in nursing. We also provided support for 10 students of the Centro Ondare in Atlacomulco, in the State of Mexico, through Fundación Becar.

### The Route of the Monarch Butterfly (“Ruta Monarca”)

In our first year since signing the agreement for the “Ruta Monarca”, we have developed 75 agro-ecological gardens in five municipalities of the State of Mexico and trained over 400 families in the planting of vegetables and aromatic plants; their harvest resulted in savings in their grocery bills and in some cases yielded extra income from the selling of their products. Within these gardens, you can see monarch butterfly caterpillars developing, which is helping to rescue this endangered and highly valuable species due to their pollination capabilities.

### Culture of Ethics and Social Responsibility

We are committed to acting professionally, in a fair manner and with integrity in all of our commercial relations and operating areas. We follow a policy of zero tolerance with regard to any form of bribery and/or corruption. In order to promote our values, principles and guidelines for behavior, which are the fundamental pillars of success, we gave classroom courses to our staff working in our toll road operations on Code of Ethics and Anticorruption Policy.

To strengthen our corporate culture, we offered online courses on Corporate Social Responsibility and Due Diligence.



### FTSE4Good

The company was added to the FTSE4Good Index for emerging economies by the London Stock Exchange, which includes the companies with the best practices in areas of environmental and social responsibility and corporate governance. In the area of anticorruption, the company scored a 4 out of 5 points.

### 500 Companies Against Corruption

OHL Mexico was ranked among the leading companies of the 500 Companies Against Corruption, within the “Mexican Transparency and Mexicans Against Corruption and Impunity” edition, published by the magazine Expansión in November 2017. The company placed 14th overall and 1st among companies in its sector.

### Earthquakes 19S

During the state of emergency that took place following the earthquakes in September 2017, the Board of Directors approved an emergency donation of Ps. 10 million to the Mexican Red Cross and Ps. 6 million for the Fuerza México Trust.



# CORPORATE SOCIAL RESPONSIBILITY (CSR)





Corporate efforts with regards to Social Responsibility originate from the Social Responsibility Policy and they are aligned with the United Nations Sustainable Development Goals and ISO 26000 standards.

In order to reinforce our sustainability culture and to comply with our regulatory agency's requirements as a listed company, the seven fundamental topics of ISO 26000 are structured under three guiding principles: environment, social commitment and governance, (ESG). In this context, we strive to integrate CSR throughout all areas of the Company's activities. Allocating resources to these factors is an investment in the present in order to achieve a better future.

The sustainability and social responsibility plan was created both to improve service of the Company's infrastructure and to contribute to the development of communities where the Company is present as well as to improve the human capital on which it depends. OHL México implements its social action programs across 3 permanent areas: (i) Environment, (ii) Social Commitment and (iii) Corporate Governance.

## ENVIRONMENT

### Energy efficiency

OHL México maintained its commitment to a responsible and sustainable business model. As such, business actions strive to be respectful and responsible with the environment, at all times, being careful to preserve surrounding biodiversity and nature, and always maintaining balance between our business objectives and respect for the local communities.

OHL México assumes its environmental commitment at the highest level of responsibility, via corporate tools such as Quality, Safety and Health, Environment and Energy Policies. This includes objectives that are priorities in order to achieve satisfaction for clients, for human resources and society, as well as achieve results and value creation, among others.

The environmental commitment adopted by OHL México is summarized in the following principles:

- Prevention of contamination and minimization of environmental impact in the development of our projects and contracts.
- Contribute to biodiversity and to the benefits that we receive from nature.

In order to measure, communicate and respond to the impact that our activity generates on the environment, since 2008, we have unified our system of measurement and accountability, which incorporates the main indicators into a software application. Some of these are water, energy, emissions, waste and biodiversity. This monitoring has allowed us to implement specific actions for each indicator in order to minimize or offset the environmental impacts.

During 2017 we strengthened our environmental commitment throughout the main parts of our operations. We lowered water consumption at the company by over 15%; likewise, we seek to improve energy efficiency by minimizing the use of fossil fuels by 25% and by incorporating alternative energy in our facilities and activities.

In the past few years, we have provided solar power that is generated at our own facilities, which is part of the energy consumption that we require for our operations. In 2017, we also generated over 2.4 million kWh as a result of installed solar energy devices.

Mitigating greenhouse gas (GHG) emissions is also a priority for OHL México, as such we invest in activities to lower our environmental impact, such as improvements in the toll processes in order to expedite road circulation, exits and toll booths, thereby optimizing solar illumination systems that will allow longer battery lives, reconversion of the vehicle fleet towards GLP, as well as improve efficiency of our services and raise the environmental awareness of our employees.

This strategy has allowed almost a 10% reduction in direct emissions (Scope 1) in 2017, while indirect emissions (Scope 2) increased by 42%.

SCOPE 1 GEI EMISSIONS (Tn CO <sub>2</sub> e)		VAR
2017	2016	%
1,826.55	2,045.55	-10.7

SCOPE 2 GEI EMISSIONS (Tn CO <sub>2</sub> e)		VAR
2017	2016	%
2,476.68	1,733.45	42.9

### TeleVía EcoTag

During 2017 we launched the EcoTag toll service, which recognizes users of hybrid and electric cars that utilize our urban highways, in order to promote sustainable mobility. Upon request, the Company offers users of hybrid vehicles a 20% discount for using the Autopista Urbana Norte and Supervía Poniente roadways, both OHL México concessions, as well as the Autopista Urbana Sur, from Grupo Ideal.

Since its June 12 launching and through December 31, 2017, the EcoTag toll service registered 604 active users, who accumulated 60 thousand 464 crossings and 221 thousand 168 kilometers on urban roadways during the period.



On average, hybrid and electric cars are estimated to generate 24% fewer pollution emissions than conventional cars. The aforementioned 221 thousand 168 kilometers covered by EcoTag represented 31 thousand 931 CO2 kilograms, compared to the same coverage by vehicles with internal combustion that would have generated 42,033 kg of CO2.

### **Resiliency**

As part of our commitment to the resiliency of our infrastructure, the Company continued to monitor the impact of seismic activity on the Autopista Urbana Norte. OHL México's Seismic Monitoring System allows us to understand in real time how structures perform during telluric movements, in terms of safety and functionality, allowing us to be prepared with proper protocols based on mathematical structural models.

In the case of the earthquake that took place on September 19, 2017, this technology allowed us to immediately know that the roadway was not affected in any way and could continue operating normally. This diagnosis was supported by the operational protocols and exhaustive physical reviews performed by teams of engineers.

### **Biodiversity**

Biodiversity protection is also a central aspect of our business strategy and commitment. Since 2016, we began a new project for the conservation of the monarch butterfly and we encourage corporate volunteering focused on the recovery of green areas and the re-use of waste.



### **Ruta Monarca**

OHL México and the Fundación para la Conservación de la Mariposa Monarca en México (FUNACOMM), collaborated a year ago on the Ruta Monarca project, which aims to preserve and increase the population of butterflies from 15 million to 100 million by the year 2021, by providing food spaces and also contributing to improving the financial situation of participating families.

Each winter, the monarch butterfly migrates from Canada to Mexico, a journey covering over 5 thousand kilometers, over the United States and 12 Mexican states, to finally arrive at the hibernation biosphere located on the limits of Michoacán and the State of Mexico.

The number of butterflies decreases throughout the journey. From Canada to the United States the number of butterflies is approximately 200 million, while in the journey from the United States to Mexico there are only 100 million, of which only six to ten million actually reach the Mexican sanctuaries. The objective of the Proyecto Ruta Monarca is to develop agro-ecological gardens that allow the butterflies to eat, reproduce and rest as they traverse the country.

At December 2017, the Company invested Ps. 6 million in this project for the construction of 75 agro-ecological gardens in 5 municipalities located throughout the State of Mexico. These are: Villa de Allende, Temascalcingo, El Oro, San Felipe del Progreso and San José del Rincón, benefitting 435 families that participated in the development of the gardens, as well as employing 300 day laborers for the construction and 60 for maintenance.

The development process included over 135 training hours for small producers and the growing of over 320 thousand plants in a greenhouse that were necessary to cover the recovered and rehabilitated green areas encompassing over 73 thousand square meters.

This project benefits the economics of the families and communities that participate via the sale and usage of the cultivated plants, which provide food and space for the reproduction of the butterflies. The cultivated plants, *asclepia curasavica*, are wildflowers; their presence on the migratory route has declined due to factors such as pollution, urbanization and their toxicity for cattle.

### **Reforestation Campaign - Circuito Verde**

In 2017, the CEM Volunteer program continued reforestation activity called Circuito Verde, with the participation of 480 employees of the Circuito Exterior Mexiquense and their families. Each day tackled an important environmental theme: International day for the fight against desertification and drought, How to teach children regarding caring for the environment? The importance of trees and the International day for the protection of nature. The activities took place in a peaceful setting where everyone worked together to plant 400 trees in the urban area of Tultepec and Texcoco. The specimens transplanted included mesquite, tejocote, maguey, nopal, yuccas, cherry fruit, cedar, ficus and ahuehuete (*Montezuma cypress*). At the same time, the goal was to stimulate reflection regarding the importance of contributing to the regeneration of the environment.



### **CEM -.Workshops**

Between October and December 2017, the Company carried out 2 workshops: “PlasticArt” and “Car tire Art” with the participation of 600 people who are neighbors of CEM, belonging to the municipalities of Ecatepec and Texcoco, with the objective of bringing awareness towards responsible waste management and the potential for artistic expression via the creative transformation of materials traditionally considered as “garbage”.

The PlasticArt workshops were held for employees and guests, teaching recycling techniques for plastics, wood and aluminum. Participants learned to perform PET cuts, jewelry-making, terrariums, savings banks and cases. The Car Tire Art workshops taught users how to transform a used tire into a flower pot or a chair by combining tire shreds and cotton strings.

Additionally, the Company implemented the program, 5 Minute Chat Regarding the Environment in order to promote a culture of environmental awareness among employees.

## **SOCIAL COMMITMENT**

Our social commitment seeks to serve and develop three constituencies: Employees, Users and the Community.

We are committed to the full development of our employees, both in terms of professional as well as personal aspects. We strive to continue to offer stability, quality of life, training and improvement opportunities within an environment that respects diversity, opportunity equality, human rights and continuous improvement in terms of safety and health within the workplace.

For users of our infrastructure, in addition to service excellence, we honor an unconditional commitment to their safety, for which we use state-of-the-art technology and communications campaigns. The Operating Control Centers supervise and offer 24/7 assistance, and are wholly comprised of software for the identification of black spots and the improvement of road accident rates.

In order to promote safe driving among users, the Company carries out informative campaigns regarding road safety around holidays and vacation periods, in order to lower the number of road accidents through awareness about the leading causes of accidents.

In order to increase our active presence in the community, we supported social projects surrounding women’s rights and employment, in order to support female efforts towards being the financial and moral support of the family, their contribution to reducing poverty rates and their role in managing family resources for the well-being of the entire household, which we will discuss in more detail later on.

## Human Capital

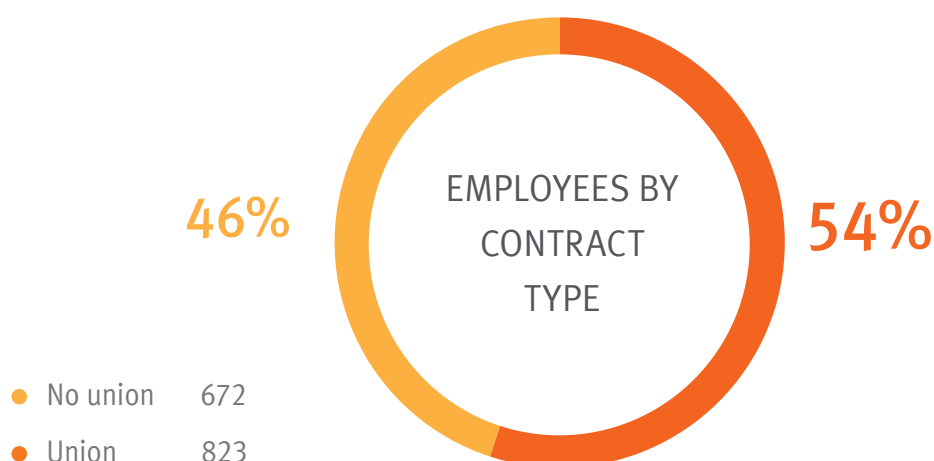
OHL México recognizes human value in the success of its business; this begins with its employees who make it possible to achieve goals year after year.

As such, Human Resources actively promotes equality and diversity via the addition of a higher number of women in the workplace. Efforts were made towards equality and non-discrimination, the use of non-sexist language, as well as integration activities for employees that are aligned with our Human Rights Policy.

As of December 31, 2017, our employee base reached a total of 1,582 and we continued the hiring policy during the year so that 100% of current employees have a permanent work contract.

DECEMBER	2017	GENDER		REGION				
	TOTAL	MALE	FEMALE	CDMX	STATE OF MÉXICO	PUEBLA	TLAXCALA	VERACRUZ
Directors	40	40	3	17	25	1	0	0
Employees	687	484	203	193	442	23	21	8
Operators	852	669	183	175	490	92	70	25
<b>Total</b>	<b>1,582</b>	<b>1,193</b>	<b>389</b>	<b>385</b>	<b>957</b>	<b>116</b>	<b>91</b>	<b>33</b>

In OHL México, we comply with the Federal Employment Law when it comes to group contracts via a Collective Bargaining Agreement, by which salaries are reviewed each year and individually (salary plus benefits) on a bi-annual basis.



Traditionally, management has been 100% male. However, since 2014, the Company continued driving a talent development process that supports professional growth conditions for women in management positions. In line with this effort, in October 2017, we hired a Director of User Attention and Service for corporate. At the same time, 90% of the positions offered during the year were filled by women, reflecting a 25% increase in the number of women in the Company, compared to the previous year.



POSITION	UP TO 30 YEARS OF AGE		BETWEEN 30 AND 45 YEARS OF AGE		BETWEEN 45 AND 55 YEARS OF AGE		56 YEARS OF AGE AND ABOVE		TOTAL	
	M	F	M	F	M	F	M	F	M	F
Management	0	0	1	0	3	0	1	0	5	0
Directors	0	0	10	2	9	1	2	0	21	3
Directors/Managers	0	0	7	0	4	0	3	0	14	0
Intermediate Position	42	7	192	29	41	13	14	0	289	62
Technicians	28	24	56	37	11	5	3	1	98	67
Operators	278	93	252	70	101	5	3	1	669	183
Administrators	49	28	41	50	7	5	0	4	97	87
<b>Total</b>	<b>397</b>	<b>152</b>	<b>559</b>	<b>188</b>	<b>176</b>	<b>41</b>	<b>61</b>	<b>8</b>	<b>1,193</b>	<b>389</b>

2015		2016		2017	
M	F	M	F	M	F
1,245	261	1,196	299	1,193	389
17.3 %		20%		25%	

In order to improve the organizational climate and the balance of work among employees, in 2017 we implemented staggered work hours so that personnel could choose the time slots that were most convenient for their lifestyle.

As such, the three different work hours at OHL México corporate are:

	MONDAY TO THURSDAY	FRIDAY
Work hours 1	7:00 to 16:30	7:00 a 13:00
Work hours 2	8:00 to 17:30	8:00 a 14:00
Work hours 3	9:00 to 18:30	9:00 a 15:00

The aforementioned allows our employees to enjoy more personal time and time with their families, thereby improving their quality of life.

### Equality and Anti-Discrimination

Equality and Anti-Discrimination is a commitment for OHL México. In 2017 we took the first steps towards certification of the NMX-R025.SCFI-2015 norm and in Circuito Exterior Mexiquense we adopted measures and policies to benefit all employees via equal opportunities and treatment for both women and men. As such, the Company adopted a strategy that prohibits all forms of discrimination due to gender, health, handicap, pregnancy, physical appearance, genetic factors, sexual orientation, age, lifestyle, political opinion, union activity, real or supposed belonging to a specific ethnic group, nationality, race, religion or any other characteristic that makes a person unique.

As such, the Company promotes labor equality and non-discrimination via a training process, for a group of 50 people and 200 hours for plaza managers, shift managers, section engineers, human resources and administration personnel that includes the following:

- Implementation of the Mexican Norm NMX-R-025-SCFI-2015 in terms of Labor Equality and Anti-Discrimination
- Reviews of Federal Labor Law in terms of human rights and labor equality, non-discrimination
- Training with regards to gender and human rights
- Use of inclusive and non-sexist language which is used in all Company communications. This process was reinforced with an internal communication strategy.

### Training and Development

OHL México recognizes the value of human capital, as such we follow policies and procedures that support the development and well-being of our employees, through various scholarship programs that contribute to personal growth allowing them to develop their abilities, strengthen employability and support the evolution of their professional careers.

As part of training and development activities, in February we concluded the training process in line with the Code for Ethics and Anti-Corruption on the Structuralia platform. Between August and November, the following online courses were taught: Corporate Social Responsibility at Grupo OHL and Diligence Owed to Grupo OHL's Third Parties, via the "Grupo OHL School" platform. In order to strengthen work among employees, we also promoted their participation in over 60 activities across various topics, which totaled 6,624 hours.

During 2017 employees were supported with the following programs:

DEGREES	NUMBER
Masters Programs <sup>2</sup>	2
Bachelor's Degrees	2
Diplomas	3
Courses	22
Workshops	9
Seminars	4

<sup>2</sup> One in Business Administration MBA and one in Management.

Training hours during the year, broken down by gender and by type of participant:

GENDER	TRAINING HOURS	PERCENTAGE
Men	4,763	71%
Women	1,861	29%
<b>TOTAL</b>	<b>6,624</b>	<b>100%</b>



CATEGORY	TRAINING HOURS	PERCENTAGE
Director	470	7%
Employees	3,568	54%
Operators	2,586	39%
<b>TOTAL</b>	<b>6,624</b>	<b>100%</b>

In 2017, in order to continue supporting employee development via access to elementary and high school education thereby driving their personal development goals, the Company was involved in:

- 2,916 hours of study programs
- Among the Adult Education Programs, and in a partnership with INEGI, 112 school groups were created, led by an educational leader in order to answer questions, exchange and contribute experiences
- Certification for 90% of the group which generated the first graduation class
- 9% of employees participated in volunteering activities, among them the education program, which generated 1,296 volunteer hours
- Three segments were taped in order to communicate achievements and challenges of the educational program and were disseminated via the INEGI channel

As a result of the education initiatives, the Circuito Exterior Mexiquense obtained the distinction of Company Committed to Education.

Another of the Company's commitments was to reduce labor risk. In 2017, we continued our goals for 2015-2017 for the Prevention of Labor and Environmental Risk. For this, we included the topics of security, hygiene and environment in the training activities.

Permanent development, as well as the training program for new hires, makes us aware of the risks that our employees are exposed to in their work activities and the measures we must take to ensure their security as well as to conserve and respect the environment. We made special emphasis on the importance of delivering factual information related to diseases, accidents in the work place or on the way to work, which was reflected in a substantial decline in security incidents compared to the prior year.

FREQUENCY INDEX			SEVERITY INDEX			INCIDENT RISK		
2016	2017	VAR%	2016	2017	VAR%	2016	2017	VAR%
7.59	4.50	-40.78	0.21	0.15	-28.57	1,682.69	1,035.3	-38.47

As part of the strategy of awareness in terms of security and environmental topics, we held security discussions prior to initiating certain specific activities: use of weeding machinery, adequate waste management, for example, which has generated a more conscious development of preventative measures to avoid accidents.

Additionally, training activities included on the field practical experience focused on prevention topics and fire extinguishing, search and rescue, lifesaving and first response.

During 2017, the Company was visited by the Commission for Security and Health, which made monthly visits to each of the work locations to observe possible breaches in security, generating reports in order to address the decline, mitigation or solution of these incidents. AS a follow-up to the reports, a strategy of verification, introduction of timelines and naming of responsible parties was included.

## Users

As part of our strategy of improving service standards for users of OHL México, in October 2017 the Company created USAG, or the User Service and Attention Group, which is in charge of managing the interaction between users and the Company. The main theme of USAG is defined as Ombudsman, based on the role of defending the rights of the users, paying attention to any specific cases that come up and generating recommendations for solutions. OHL México understands that user satisfaction is a fundamental part of its commitment with corporate integrity, and is based on the creation of a mutual trust between the user and the Company.

During 2017, we made significant efforts to improve all the communication channels that are open to users in order to identify opportunity areas of potential improvements as a result of the many questions, suggestions and complaints that were received.

Permanent roadway supervision, improvement in blind points on the roads, as well as continuous efforts in terms of road awareness and education, have allowed us to reach an important decline in road accidents during the past 5 years.

INDEX IF3: VICTIM FATALITIES X 100 MILL/VEH. KM	
2012	2016
2,7	2,0
<b>Accumulated decrease</b>	<b>-27,4%</b>

In order to achieve a culture based on continuous improvement in terms of roadway service, our companies have successfully surpassed all external audits for quality in accordance with the international standards of ISO 9001.

## Roadway Safety

In line with our commitment to road users' safety, we launched several campaigns to raise safety awareness throughout the year that continuously delivered recommendations messages for safe-driving as well as safety campaigns during holiday seasons and long weekends.

During 2017, safety travel messages were sent through OHL Mexico's social media, including 107 messages via Twitter, which got retweeted 22 times in messages related to TeleVía, CEM and Supervía Poetas. During long weekends and holidays seasons, a total of 68 messages were posted on safe-driving and prevention of road accidents.



Circuito Exterior Mexiquense raised road-safety awareness through its social media accounts by launching campaigns during winter (December and January), the Easter holiday and in summer; which used short phrases and positive expressions regarding the checkup of the car's well-functioning, the use of seatbelts, warnings about cellphone use while driving and exceeding speed limits. These messages were delivered via billboards and plastic banners posted throughout the roads, as well as through flyers, map of CEM and emergency phones. The #NoTeConfies hashtag was used on social media in 65 messages and 45,861 posts.

The winter campaign aimed to raise awareness among road users on the importance of road safety and prevention of accidents. Messages encouraging safety habits were published as most accidents during this season are caused by the lack of expertise when driving, speeding as well as driving under the influence of alcohol or fatigue. This campaign included banners posted on tolls and billboards displayed throughout the road, as well as six complementary messages using the #HazBuenasAcciones hashtag distributed via social media through 4,981 posts.

## COMMUNITY

### September Earthquakes

Following the September 2017 earthquakes, we took several initiatives along with our employees' unconditional support.

The solidarity and relentless spirit was reflected in the brigade crews and volunteers who offered their support during post-quake debris removal and cleaning works in the Roma, Portales and Condesa neighborhoods in Mexico City, as well as during the collection of tools and supplies for donation.

During this time of emergency, our urban toll roads operated to grant free access during the week following the September 19 earthquake and increased access to emergency and aid vehicles.



The Board of Directors immediately approved donations for the affected families through organizations with strong humanitarian aid and reconstruction of housing programs:

- Donations made to the Mexican Red Cross provided 21 thousand emergency kits to 1,666 families, which including personal hygiene and house cleaning products kits. Moreover, it gave additional support to volunteers, rescue workers and paramedics by providing them food, transportation and housing during this time of emergency.
- Funding resources were donated to the Fuerza México Trust aimed at housing reconstruction works in Oaxaca. This will benefit over 190 families, in 9 municipalities in Mixe and a municipality nearby Juchitán.

It is important to highlight that post September 7 and 19 earthquakes in Mexico, the Company implemented safety and civil protection protocols that ensured that none of the roads were affected or compromised road users' safety.







### **Promoting Sports and Track Cycling in Mexico City - Gran Fondo MX 2017**

As part of our commitment to the communities nearby the roads we operate, the Company supported the feasibility and safety of the Gran Fondo MX event by opening the Viaducto Bicentenario and the Autopista Urbana Norte free of charge for over 5 thousand participating cyclists in all 5 trails: 35 km, 60 km, 100 km, 120 km and 125 km, which crossed several municipalities in Mexico City and in the State of Mexico, including Cuautitlán Izcalli, Tlalnepantla and Naucalpan, as well as Tepoztlán and Cuernavaca, in Morelos.

The event became an act of solidarity as its planners promoted the collection of foods for those affected by the September 19 earthquake in Mexico City.

Although the event was scheduled for September 22nd in honor of the World Car-Free Day, it was later rescheduled, in response to the city's state of emergency, to November 20th in honor of the World Day of Remembrance for Road Traffic Victims commemorated on the third Sunday of November each year.

### **Proyecto Mujer**

Donations were made to society organizations to support women in unfavorable conditions through trainings that will offer better employment opportunities.

### **Marillac Foundation**

This organization grants scholarships to low-income Mexican women that have excelled academically to carry out undergraduate studies in nursing and offers shelter to students who lack resources for housing.

OHL Mexico supported this foundation through a Ps. 3 million donation to help 31 women, between the ages of 18 and 30, complete their undergraduate studies in nursing at the Marillac Institute with a full scholarship. The resources will be granted during three school years: 2017-2018, 2018-2019 and 2019-2020.

According the Marillac Foundation's 2017 Annual Report, this contribution represented 52% of total donations received throughout the year.



### John Langdon Down Foundation

The foundation offers educational, medical and psychological services to children, teenagers and adults with Down syndrome as well as to their families. Founded in 1972, it has developed an inclusion program that fosters creativity through the Escuela Mexicana de Arte Down and work skills at the Escuela de Gastronomía, where young adults are trained to later work at the Tres21 Arte Café, which is managed by the Foundation.

We started supporting the John Langdon Down Foundation in 2015 by purchasing from them our corporate gifts given out to our suppliers and employees.

In 2017, the Company donated Ps. 2.4 million aimed at supporting 23 women through the Incorporación de mujeres con síndrome de Down a la vida productiva program, which benefitted 18 women at the Escuela Mexicana de Arte Down and 5 women at the Taller de Producción de Alimentos.

Some of the resources were allocated towards the art show entitled La Fuerza del Espíritu which was displayed at the Chapultepec open gallery. The exhibition brought together 22 artists from the Escuela Mexicana de Arte Down and displayed 51 copies (43 paintings and 8 prints) of the original works made by young and adult artists with Down syndrome between the ages of 21 and 50 years, who through plastic arts showed human strength spirit, great sensitivity and creativity. The art show was displayed between September 18 and October 24.

### Becar Foundation

This Foundation works with a support network that brings together education institutions with an integral education model through which it grants scholarships to students with unfavorable conditions. Likewise, it ensures that these institutions have developing programs for parents and teachers that offer them necessary guiding tools to help educate the students in an integral way.

In 2017, we donated Ps. 100 thousand in the form of 10 scholarships granted to high honor roll girl students at the Centro de Formación Profesional en Administración de Servicios ONDARE, for the 2017-2018 school year. This institution is part of the support network and it is located in Atlacomulco, State of Mexico.

These scholarships help guarantee the student's enrollment in a top school and increase both their academic and personal development.



### **Abriendo Nuevos Caminos / Opening New Roads**

The San José Center is located in Jardines de San Juan Ajusco, a low income neighborhood. It serves children from ages one to six years, as well as their mothers. The community is comprised by families with young parents, mostly single-parent families, in need of food and social attention, especially for their children.

Maternal nurturing activities, pre-school education, psychological care, early stimulation, nutrition and medical check-ups are offered to students enrolled at the San José Center for pre-school education. At the same time, activities to promote women are carried out through workshops to increase income, scholarships and job training.

We donated Ps. 100 thousand for the 2017-2018 school year, which benefitted 136 children and 80 women by 2017 year-end.

### **Apadrina un Niño Indígena / Sponsor a Native Child**

Another social cause we support is the Sponsor a Native Child program, which provides school supplies and an electronic wallet at the beginning of every school year to help families purchase uniforms and their monthly food basket.

The program aims to reduce inequality within the native children between the ages of 5 and 15 years through a balanced nutrition that helps avoid school dropouts and offers better growth opportunities.

Ever since OHL Mexico started making donations to the this program and throughout 2017, our support has benefitted approximately one thousand Mazahua children in the State of Mexico by offering a total of 28,898 food baskets, 2,408 school kits and Ps. 1,200 per child every year. For the 2016-2017 school year, 31 children completed primary school and 30 secondary school year. Likewise, 30 new beneficiaries were added to the 2017-2018 school year.

During 2017, the 308 Mazahua children came from the following Mexican municipalities:

- 100 from Temascalcingo
- 99 from San José del Rincón
- 109 from Villa Victoria
- 30 new beneficiaries were added

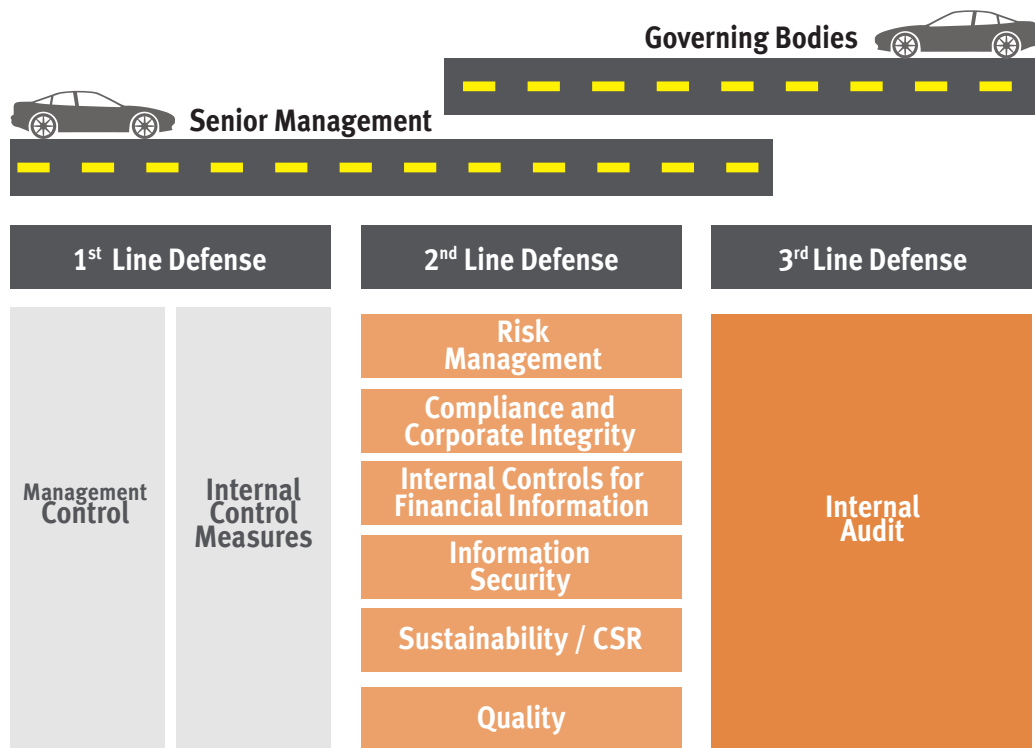
These projects allow mothers to keep their jobs and to continue supporting their families.



**Governance, Risk and Compliance (GRC)**

OHL Mexico’s governance model is based on transparency and anticipation – key elements to have in a business that focuses on asset development and leveraging growth opportunities. Corporate Governance is an essential part of OHL Mexico, in which Risk Management and Internal Control are particularly sensitive and relevant areas.

As such, in 2017, the Company developed a three-way defense model, establishing governing entities and clearly defining the relationship between them and OHL’s management team to risks related to the business and set control methods that support the decision-making process.



At OHL Mexico, the three-way defense model is the result of synergies between the areas in charge of internal controls: Risk and Internal and Control, Compliance and Internal Audit, are its main pillars responsible of notifying the model’s performance to the Audit Committee.

**Risk and Internal Control**

Adequate risk management is a key support that seeks reducing the Company’s vulnerability to adverse events in order to achieve our business objectives and facilitate the decision-making process.

We continuously implemented and improved our risk management and internal control system, which involved governing bodies and our entire team, with which the Company’s operating and administrative processes were strengthened.

Through this system, OHL México maintained a common set of processes, identified risks related to them and implemented tools and techniques of risk management.



As part of the Company's initiatives implemented for risk management and internal control, 17 policy documents were developed and approved in 2017:

- Nine policies: updated the Anti-Corruption Policy and developed the Human Rights Policies; Quality, Safety and Health, Environment and Energy; Responsible Purchases; Risk Management; Corporate Social Responsibility; Fiscal; Human Resources; and Research, Development and Innovation (R+D+ i).
- Five standards and a guideline: Management of Policy Framework; Studies, Offers and Tenders; Authorization of Investment and Divestment Operations; Conflict of Interests; Personal Data Protection; and Property Use Guidelines.
- Two processes: Coding and revision controls for regulatory documents; and Vendor Standardization, Registration and Evaluation.

Follow ups were carried out to the Risks Map at corporate level, reporting the evolution of critical risks.

We carried out two semi-annual self-evaluations regarding the compliance with internal control over financial reporting. Likewise, during the second half of the year, we reviewed and updated our risk and control matrices related to this process.

The Crisis Management Manual was improved through simulation workshops that allowed it to be tested.

A diagnosis was made in all concessions regarding the threats that may cause business interruptions.

## **Compliance**

Compliance is the function through which obligations and risks arising from the laws that apply to OHL Mexico are identified. As well as those arising from their standards, code of ethics and values; which works along a plan that includes 3 strategic actions:

- A. Compliance risk assessment
- B. Compliance culture
- C. Monitoring and supervision of compliance

During 2017, and according to the Annual Plan, the following actions were carried out:

**Personal Data Protection.** A data protection program was implemented at OHL Mexico and in its concessionaries, in compliance with the Data Protection Law. OHL Mexico's privacy notice was updated, which was approved in December 2017. Moreover, general guidelines were strengthened to ensure a proper use and protection of data including personal information.

**National Anti-Corruption System.** The first analysis made at OHL Mexico and its subsidiaries in relation to the General Law on Administrative Accountability identified that requirements in Articles 25 and 26 were implemented or are in the process of being implemented.

Prevention of Operations with Illegal Resources. In December 2017, a positive response was received to the query made to the FIU (Financial Intelligence Unit), where TeleVía is subject to this Law through the OPCOM Company, for activities it carried out with its clients. A program was established in which TeleVía monitors, identifies and reports customers subject to this Law.

The Due Diligence Process for Third Parties was implemented and is currently in its ramp up stage.

The Compliance Matrices were implemented areas related to Concession Titles, Trust Contracts, Credit Contracts and Environmental issues.

Conflict of Interests. The new conflict of interests policy was developed and approved and the annual disclosure of conflict of interest for Advisors, Directors and Executive Managers was announced.

During 2017 fiscal year, the following workshops were promoted within employees:

- Online course on the Code of Ethics and Anticorruption Policy where 430 employees participated in the program. 17 employees completed the online training as the course was available between November 2016 and February 2017. In addition, 429 employees completed attendance-based workshops.
- Online course on Due Diligence: 89 employees.
- Attendance-based Data Protection Workshop: 17 employees.

Likewise, an internal communication and dissemination campaign was carried out through monthly messages sent out to the staff in order to strengthen compliance culture.

### **Internal Audit**

OHL Mexico's Internal Audit Committee operates as an independent and objective function of assurance and consultation, to add value and improve the Company's performance.

During 2017, audits were carried out in the Company's main areas, which strengthen processes, identified controls and mitigated risks related to these areas.

### **FTSE4Good**

The efforts to strengthen our commitment to sustainability, which have recently been carried out with higher focus, were acknowledged by various entities at both local and international levels.

During 2017, OHL Mexico was added to the FTSE4Good Emerging Index of the London Stock Exchange, which includes public companies that demonstrate a strong commitment to Environmental, Social and Corporate Governance practices worldwide.





This outcome was based on the assessment carried out on OHL Mexico and to an additional 4 thousand public companies in 47 countries. The assessment consisted on calculating over 300 metric in 14 areas within the environmental, social and governance pillars, based on information publicly available, guaranteeing the data's credibility and transparency.

Among the topics reviewed are climate change, biodiversity, labor standards, human rights and community, risk management and anti-corruption. It important to highlight that OH Mexico scored 4 out of 5, that is 80% of its highest score, in this last topic.

### **500 companies against corruption**

In 2017, OHL Mexico was ranked among the leading 500 companies fighting against corruption by the Mexican Transparency and Mexicans Fighting against Corruption and Impunity Association, published by Expansion magazine in November.

The study evaluated the top 500 Mexican companies, which represent over Ps. 15 billion in annual sales,  $\frac{3}{4}$  of Mexico's GDP and 4.7 million jobs.

OHL Mexico ranked 14 out of the 500 evaluated companies, and ranked first in its industry with a total score of 78.4.

The study highlighted the Company's efforts to strengthen its ethics and corporate governance practices, as well as the adoption of anti-corruption policies, the updating of its Code of Ethics, the development of a Compliance Department, the renewal of the Board of Directors and the inclusion of Independent Directors, and the development of the Audit and Corporate Practices Committees.

All this is proof of our strong commitment to the highest standards of integrity and social responsibility.

# SENIOR MANAGEMENT MEMBERS

## **Sergio Hidalgo Monroy Portillo**

Mr. Hidalgo was appointed Chief Executive Officer of OHL México on February 21, 2013. He was previously CEO of the Instituto para la Seguridad y Servicios Sociales para los Trabajadores del Estado (ISSSTE), Mexico's Social Security Institute for Federal workers, as well as CEO of Servicio de Administración y Enajenación de Bienes de la Secretaría de Hacienda y Crédito Público (SAE), which is the Asset Management and Disposition Agency, an entity of Mexico's Ministry of Finance of which he was also Senior Official. He has a law degree from Universidad Anáhuac and an MIA in Finance and International Banking from Columbia University.

## **Pablo Suinaga Cárdenas**

Mr. Suinaga has a law degree from Universidad Anáhuac del Norte. He served as partner in the law firm Suinaga y Suinaga Abogados, S.C., where he incorporated since 1981. He has performed as a member of Boards of Directors and Secretary of various companies listed in Stock Market and currently he continues to act as member of the board or secretary in various companies.

## **Jesús Campos López**

Mr. Campos serves as Technical Director for OHL México. Previously, he was Assistant Director of Water and Urban Infrastructure and Head of the Water and Sanitation Unit of the Mexican National Water Commission, as well as Director of Construction at the Ministry of Agriculture and Water Resources for thirty years. He holds a Bachelor's Degree in Civil Engineering from Instituto Politécnico Nacional.



**Ignacio Pérez Ruiz**

Mr. Pérez is the Chief Operating Officer of OHL México. He has an Industrial Engineering Degree with a specialization in electronics. In 2006 he joined Grupo OHL in the information systems area and since July 2014 he has held the position of Director of Operating Systems at OHL México.

**Juan Carlos Mateos Durán de Huerta**

Mr. Mateos has over 30 years of experience in the corporate and finance sectors in Mexico. He was the Chief Financial and Administrative Officer of Grupo Pochteca, S.A.B. de C.V. He has also worked in the finance areas of Procter & Gamble de México and Grupo Gigante, S.A.B. de C.V. Within the finance sector, Mr. Mateos worked in corporate banking at Chase Manhattan Bank in New York and Mexico and has held various management positions in equity research at Merrill Lynch México, BBVA América Latina and HSBC. He has a degree in Economics from Claremont McKenna College of California and an MBA from Harvard Business School. He serves as an Independent Board Member of Grupo Gigante, S.A.B. de C.V. and Inmobiliaria Conjunto Polanco, S.A. de C.V.

# BOARD OF DIRECTORS

## **Juan Luis Osuna Gómez. 1, B, C**

Mr. Osuna is currently the Chairman of the Board of OHL México, and a Board Member of OHL Concesiones, and of different companies within OHL Concesiones. Previously, he held different managerial positions within Grupo OHL in the area of promotion of transportation infrastructure and in TYPESA, an important engineering services company. He holds a Bachelor's Degree in Engineering of Roads, Canals and Ports from Universidad Politécnica de Madrid, a Master of Science Degree from the University of Wisconsin and an MBA from Universidad Pontificia de Comillas.

## **Carlos Cárdenas Guzmán. 2, A, C**

Mr. Cardenas is currently an Independent Board Member and President of the Audit Committee of OHL Mexico.

He participates as Independent Member of Boards and Audit Committees (President of some of them) of large Mexican Companies and Institutions, including among others: Grupo Aeroportuario del Pacífico (GAP), Grupo Farmacias del Ahorro, Reaseguradora Patria, Anteris Capital Venture Lending Fund, Lockton México Agente de Seguros y de Fianzas, S.A., and The American British Cowdray Medical Center, I.A.P. (Centro Médico, ABC), in which he was President of the Board, and continues to be part of the Management Committee.

He is also a member of several business and professional associations; most notably, he served as President of the Mexican Institute of Certified Public Accountants (IMCP) and of the Academy of Tax Studies of Public Accounting (AEF).

Mr. Cardenas is a certified Public Accountant with a degree of the Autonomous University of Guadalajara and a Master's Degree in Tax Law from the Panamerican University (IPADE).

## **José María del Cuvillo Pemán. 1**

Mr. del Cuvillo is currently Chief Legal Officer and Secretary of the Board of Directors of OHL, Secretary of the Board of Directors of OHL Concesiones and a Board Member of different companies within Grupo OHL. Previously, he occupied a number of positions within the legal area of Grupo OHL and worked as Director of Legal Affairs and Deputy Secretary of the Board of Sociedad General de Obras y Construcciones. He holds a Bachelor's Degree in Law from Universidad Complutense de Madrid.



**Antonio Hugo Franck Cabrera. 2, B, C**

Mr. Franck is currently President of the Societary Practices Committee of OHL México. He participated in the incorporation of Banco Finterra, Banco Azteca, Banco Multiva and BanCoppel among other financial institutions including the pension funds. He is a professor of Mergers and Acquisitions and Corporate Governance at Universidad Panamericana and has given courses on Mercantile Law at the Universidad Iberoamericana. He has been a member of the Board of Directors at various companies including Farmacias del Ahorro, Grupo Coppel, Fibra Uno, various subsidiaries of HSBC, Mexicana de Cananea, Sears Roebuck de México and Grupo Financiero IXE, among others. He is President of the Legislative Analysis Committee of the Company Board Coordinators and is a member of the Honor Society and Justice of the Mexican Legal Counsel. He is member of the Best Practice Committee whom is responsible for the review, drafting and updating of the Best Practices Code.

**Tomás García Madrid. 1**

Mr. García Madrid is currently Second Vicepresident and Board Member of OHL and Ferroglobe Plc., OHL Concesiones and different companies within Grupo OHL. He has a Bachelor's Degree in Engineering of Roads, Canals and Ports from the Universidad Politécnica de Madrid and an MBA from Universidad Navarra – IESE and is member of the International Advisory Board of the Banco Popular Español.

**Sergio Hidalgo Monroy Portillo. 3, C**

Mr. Hidalgo was appointed Chief Executive Officer of OHL México on February 21, 2013. He was previously CEO of the Instituto para la Seguridad y Servicios Sociales para los Trabajadores del Estado (ISSSTE), Mexico's Social Security Institute for Federal workers, as well as CEO of Servicio de Administración y Enajenación de Bienes de la Secretaría de Hacienda y Crédito Público (SAE), which is the Asset Management and Disposition Agency, an entity of Mexico's Ministry of Finance of which he was also Senior Official. He has a law degree from Universidad Anáhuac and an MIA in Finance and International Banking from Columbia University.

**José Guillermo Kareh Aarun. 2, B**

Mr. Kareh participated in two law firms specialized in civil and commercial litigation for 8 years, and afterwards occupied various positions until reaching Legal Vice Presidencies and General Law Managements in various companies such as Procter & Gamble de México, The Procter & Gamble Company in

Cincinnati, Ohio in special assignment for two years, Consorcio G Grupo Dina, including Transportation Manufacturing Operations in Chicago, Illinois, and Dupont, with experience in Latin America in terms of law, compliance and public and government relations. He has been as a member of Management Committees and Boards of Directors of the mentioned companies, participating in top management leadership programs and corporate responsibility. Currently and since more than 7 years ago, he has his own law firm providing strategic advisory services in several of the aforementioned areas.

#### **Gabriel Núñez García. 1**

Mr. Núñez is currently the Chief Economic Financial Officer of OHL Concesiones and a member of the Board of Directors of various subsidiaries of this company. Previously he was Financial Director of OHL Concesiones and held various positions in the finance area of the Ferrovial Group. He has a degree in Economic Sciences from the Universidad Autónoma de Madrid and an MBA from Instituto de Empresa also in Madrid.

#### **Luis Miguel Vilatela Riba. 2, A**

Mr. Vilatela was named independent board member in the Annual Shareholder's Meeting celebrated on April 29, 2013. He served as Chief Executive Officer of HSBC Bank plc in Spain, where he oversaw the bank's overall operations in Spain and Portugal. Previously, he served as Deputy CEO of Corporate Banking in Grupo Financiero HSBC México, and, previously, as Chief Executive Officer of HSBC Bank, México.

#### **Enrique Weickert Molina. 1**

Mr. Weickert serves as Chief Financial and Economic Officer of OHL and is a Board Member of different companies within Grupo OHL. Previously, he served as Director of Economy and Finance of Fertiberia (Grupo Villar Mir), a leading company in the Spanish agro-chemicals sector, and worked for Deloitte S.L. in the Energy and Telecommunications Sector. He holds a Bachelor's Degree in Business Economic Sciences from Universidad de Sevilla and is registered as an Auditor in the Official Register of Auditors (ROAC) of the Spanish Ministry of Economy and Finance.

**José Francisco Salem Alfaro**

Mr. Salem holds a Law Degree with Honors from Universidad Nacional Autónoma de México. Postgraduate studies include Banking and Equity Services, Trusts, Foreign Investments and Tax Law. He specializes in Commerce Law and Corporate Law, and has a Master's in Corporate Law from Universidad Panamericana with Honors. He was a Banking Official in the fiduciary departments of various Mexican banking institutions, a partner at Basham, Ringe y Correa, S.C. and is currently a partner at Matsui & Salem Abogados, S.C.; he was vice president and legal coordinator of the Commission on Technicalities and Banking Practices for the Mexican Chapter of the International Chamber of Commerce and is currently a member of the board and board secretary for several multinational corporations. He has given course in commerce, corporate and banking law at the Escuela Libre de Derecho de Culiacán, the Universidad Bona Terra in Aguascalientes, the Centro Superior de Estudios Jurídicos de Tepic, Universidad Anáhuac de Querétaro, ITAM and Universidad Iberoamericana de Torreón. For more than 20 years, he has been a professor in various specializations, diplomas and master's in commerce law, societary, financial and corporate at Universidad Panamericana, Mexico City and Guadalajara, Jalisco Campuses.

## Non-member Secretary

## Directors

1. Major shareholding
2. Independent
3. Related

## Committees

- A. Audit
- B. Corporate Practices
- C. Operating



# CORPORATE GOVERNANCE

OHL Mexico has adhered to Mexico's Code of Best Corporate Practices ("CMPC" or "the Code") since it took effect in 2000. The Code was established by the authorities of the Mexican Securities Market to provide a benchmark in terms of corporate governance, in order to increase investor confidence in Mexican companies.

Companies that trade on the Mexican Stock Exchange (BMV) must report once a year on their level of compliance with the Code through a questionnaire made available to the public on the Mexican Stock Exchange website and OHL Mexico's website.

The following is a summary of OHL Mexico's corporate governance principles, as presented in the questionnaire responses submitted in May 2017, and updated periodically:

- a. Regarding the Shareholders' Meeting Agenda, the Company avoids grouping together various unrelated matters as well as the "Various Items" category.
- b. As part of the information distributed to shareholders, the Company includes a proposal for the Board of Directors structure.
- c. OHL Mexico's Board of Directors is comprised of 10 Directors, 2 of which are alternate members. This annual report includes information related to all the Board Members, classified as shareholding, independent and related members.
- d. In order to fulfill its duties, the Board of Directors relies on two committees: the Audit Committee and the Corporate Practices Committee, where an independent member is the President of each committee. The Audit Committee is only comprised of independent members, while the Corporate Practices Committee includes a shareholding member.
- e. The Board of Directors meets on an ordinary basis 5 times per year, while the Audit Committee and the Corporate Practices Committee between two and three times every quarter. The Chairman of the Board of Directors, Secretary, Alternate Secretary or the Corporate Practices and Audit Committees, as well as the 25% of the members of the Board, may convene for a Board of Directors meeting and insert in the agenda the matters considered relevant.

- f. The Board of Directors must assure that the Company conducts itself with business ethics and transparency while obeying all laws and principles of respect for its personnel and society in general.
- g. Members of the Board of Directors must inform the Chairman and the other members of any existing or possible situation that may result in a conflict of interest, and abstain from participating in any related decision. In December 2017, we approved the “Conflict of Interests” standard, giving us a solid base to work from to comply with these requirements beginning in 2018.
- h. The Audit Committee analyzes and provides recommendations to the Board in subjects such as the election and determination of fees of the external auditor, as well as the coordination with the Company’s internal auditing department, the analysis of accounting policies, and the scope of their professional work, among others.
- i. The Company has internal control systems, the general policies of which are subject to the Audit Committee for its opinion. Moreover, the external audit firm verifies the effectiveness of the Company’s internal control system.
- j. The Audit Committee supports the Board of Directors in the establishment of policies for transactions with related parties and their contract conditions.
- k. The Operating Committee evaluates matters related to its specialization and gives recommendations to the Board of Directors in subjects such as, investment feasibility, the Company’s strategic positioning, congruency of the investment and financing policies and the analysis of investment projects.
- l. The Corporate Practices Committee provides recommendations to the Board of Directors in subjects such as hiring and dismissal conditions of the Company’s top executives, as well as the compensation policy, among others.
- m. OHL Mexico has a specific department to assure the implementation of mechanisms to provide all the necessary financial information to shareholders and investors in general. The objective is to assure that shareholders and investors possess all the information needed to evaluate the progress of the Company in the development of its activities.

# GLOSSARY

**AMAIT:** Administradora Mexiquense del Aeropuerto Internacional de Toluca, S.A. de C.V.; Toluca International Airport.

**ASA:** Aeropuertos y Servicios Auxiliares, a decentralized agency of the Federal Government.

**AT-AT:** Concesionaria AT-AT, S.A. de C.V., the entity holding the Atizapan-Atlacomulco Concession.

**AUNORTE:** Autopista Urbana Norte, S.A. de C.V., the entity holding the Autopista Urbana Norte Concession.

**Autovías:** Autovías Concesionadas OHL, S.A. de C.V., the entity holding the Libramiento Norte Puebla Concession.

**Average Equivalent Daily Traffic:** Is the result of dividing the period's accumulated number of vehicle equivalents (month or year) by the corresponding number of days in the month (monthly) or by 365 days (annually).

**Conmex:** Concesionaria Mexiquense, S.A. de C.V., the entity holding the Mexico City Beltway Concession.

**GANAS:** Grupo Autopistas Nacionales, S.A., titular the entity holding the Puebla-Perote Toll Road Concession.

**IMD:** Intensidad Media Diaria vehicular, "Average Daily Intensity" means the average daily vehicle intensity, which is how we measure traffic on some of our toll road concessions, and is defined as the average over a period of the total kilome-

ters traveled daily by all users of the highway divided by the total operating miles of the highway. This figure represents the number of vehicles that have theoretically driven the entire distance of the toll road on a given day or an average of such use over a period.

**LEP:** Libramiento Elevado de Puebla, S.A. de C.V., the entity holding the Mexico-Puebla Elevated Highway Concession.

**OPCOM:** Operadora Concesionaria Mexiquense, S.A. de C.V.

**PIB:** Producto Interno Bruto. Gross Domestic Product.

**TAG:** Device used to detect a car and electronically charge its account for tolls.

**VEB:** Viaducto Elevado Bicentenario o Viaducto Bicentenario, S.A. de C.V., means, as the context requires, Viaducto Bicentenario, S.A. de C.V., the entity holding the Viaducto Bicentenario Concession, or the 32.2 km. of toll road known as the Viaducto Bicentenario in the State of Mexico

**POETAS:** Controladora Vía Rápida Poetas, S.A.P.I. de C.V.; "Supervía Poetas" means the five km. of toll road located in southwest of Mexico City, known as the Supervía Poetas



# OHL MÉXICO

# DIRECTORY

## MAIN HEADQUARTERS

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### LIBRAMIENTO ELEVADO DE PUEBLA, S.A. DE C.V.

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### CONCESIONARIA AT-AT, S.A. DE C.V.

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# INVESTOR RELATIONS

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OHL Mexico's Annual Consolidated Financial Statements

can be found in:

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