

LAW FIRM TRIO ASSISTS WITH PORTOBELLO €186M ACQUISITION OF FERROVIAL BUSINESS UNIT

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Linklaters and EY Abogados have advised Portobello Capital, with the Legal matters and Due

Diligence, respectively, on the purchase of Ferrovial's infrastructure services business in Spain, advised by Uría Menéndez, for €186 million



Ferrovial has reached an agreement to sell its Infrastructure Services business in Spain to Portobello Capital, as part of the divestment process of Ferrovial Services. The transaction, which includes the transfer of the infrastructure maintenance and upkeep and facility management businesses, has an enterprise value of approximately €186 million, with the estimated value of the shares in December 2021 being approximately €171 million. The price will be supplemented by earn-outs valued at approximately €50 million, according to the business plan, if certain requirements are met after the closing of

the transaction.

At the closing date of the sale, Ferrovial will acquire 24.99% of the share capital of the acquiring company. The amount of the investment will be approximately €20 million, although it will depend on the price finally paid by the acquiring party. The closing of the transaction is pending the usual conditions in this type of operation and is expected to take place in the first quarter of 2022.

The entry of Portobello Capital aims to consolidate Ferrovial Services' leading position in the provision of infrastructure and facility management services in Spain and to support the company during the next phase of growth.

Ferrovial's Infrastructure Services division reported annual revenues of 822 million euro in 2020, gross operating profit of 29 million euro and a backlog of 1,565 million euro in September 2021. It provides maintenance and conservation services for transport infrastructure, healthcare and social services, facility management and industrial services. The operation, in addition to Spain, includes some contracts in Portugal.

"This operation represents a new step forward in our strategic plan Horizon 24, focused on the development of sustainable infrastructures to continue creating value for our shareholders, the company's stakeholders and the communities in which we operate. We are convinced that sharing this project with Portobello will bring enormous benefits for clients and Infrastructure Services professionals," said Ignacio Madrdejós, CEO of Ferrovial.

"We are delighted to support the Infrastructure Services business in this new phase, where we see significant organic growth opportunities and the potential to consolidate a fragmented market, and to partner with a leading and experienced management team. We want to support this business to strengthen its leadership position and expand its business into new markets," said Íñigo Sánchez-Asiáin, Founding Partner of Portobello Capital.

EY Abogados has acted for Portobello Capital on the Due Diligence, structure and SPA with a Tax team led by partner Manuel Paz (pictured bottom left), senior manager José Enrique Padilla, and managers Henar Ramos, Alvaro Santos and Andrea Velasco, and with a Labour team led by partner Raul García and senior manager Miguel Prado. On the other hand, Casilda Bautista González del Valle (pictured bottom right) and Ignacio Gordillo (pictured top left) has coordinated the Legal part of the operation as in-house lawyer from Portobellos' side.

Linklaters' team advising Portobello on Legal matters of the deal and SPA was led by partner Víctor Manchado (pictured top centre), counsel Esteban Arza (pictured top right) and lawyers Ramiro Fernández and Jose Luis Ruiz.

On the other hand, Uría Menéndez advised Ferrovial with a team led by partners Elizabeth Torrecillas, Juan Martin Perrotto (pictured bottom centre) and David López Pombo, principal associates María García Roldán, Juan Alti, Adrià Riba, and associates Carlos Anchel, Marta Rocabert, Miloslava Ilcheva Srandeva, and Marta Giner.