

Autopistas del Sol, S.A.

Unaudited Condensed Interim Statements
As of September 30, 2024
In US\$

AUTOPISTAS DEL SOL, S.A. UNAUDITED CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION AS OF SEPTEMBER 30, 2024 AND DECEMBER 31, 2023 (Expressed in US Dollars)

	Notes	June 30, 2024		December 31, 202		
ASSETS						
CURRENT ASSETS	•				. =	
Cash and cash equivalents	2	\$	10 919 076	\$	1 302 812	
Restricted cash	3		22 549 005		6 310 245	
Accounts receivable	4		5 642 630		4 553 460	
Inventory			132 978		139 579	
Income tax credit Prepaid disbursements	5		5 703 905 780 257		1 112 850	
Current portion of financial assets -			760 237		1 112 650	
concession agreement	8 -		31 935 343		86 892 973	
Total current assets			77 663 194		100 311 919	
NON-CURRENT ASSETS	-					
Loan and interest receivable from related parties	13		102 617 631		99 647 738	
Vehicles, furniture and equipment - Net	6		1854860		1506 863	
Right-of-use assets	7		110 518		110 380	
Financial assets - Concession agreement	8		369 852 535		323 740 999	
Other assets - Net	_		577 323		504 096	
Total non-current assets			475 012 867		425 510 076	
TOTAL ASSETS	- -	\$	552 676 061	\$	525 821 995	
	Notos		Juno 70, 2024	Dooor	nhar 71 2027	
LIABILITIES AND EQUITY CURRENT LIABILITIES	Notes		June 30, 2024		nber 31, 2023	
Current portion of long-term debt	17	\$	26 206 750	\$	24 200 863	
Current portion of obligation under lease	9		68 960 3 270 718		68 960 4 768 585	
Accounts payable Accounts payable to related parties	13		8 743 084		8 482 124	
Accounts payable to related parties Accrued expenses	10		7 668 991		2 328 057	
Income tax payable	11		15 009 754		5 707 748	
Total current liabilities	- ''		60 968 257			
	-		00 900 237		45 556 337	
NON-CURRENT LIABILITIES Long-term debt	17		195 695 418		209 097 606	
Obligations under lease	17		71 140		63 988	
Deferred income tax	11		79 450 815		78 963 369	
Total non-current liabilities	- '' -		275 217 373		288 124 963	
TOTAL LIABILITIES	-		336 185 630		333 681 300	
	-		330 103 030			
EQUITY:	45		0.500.000		0.500.000	
Capital stock	15 15		2 500 000 58 000 000		2 500 000	
Additional capital contributions	15 15		500 000		58 000 000 500 000	
Legal reserve	15					
Retained earnings	-		155 490 431		131 140 695	
Total equity	-		216 490 431		192 140 695	
TOTAL LIABILITIES AND EQUITY	=	\$	552 676 061	\$	525 821 995	

AUTOPISTAS DEL SOL, S.A. UNAUDITED CONDENSED INTERIM STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2024 AND 2023 (Expressed in US Dollars)

	Notes	2024	2023
Construction income		\$ 561 471	\$ 13 838 835
Financial income - Concession agreement	8	38 342 326	41 734 800
Operating and maintenance income	_	25 860 232	22 102 073
Total operating income	_	64 764 029	77 675 708
Construction costs		(561 471)	(13 838 835)
Operating expenses	12	(17 792 746)	(20 524 652)
Operating profit		46 409 812	43 312 221
Interest expenses and fees	_	(14 904 017)	(16 436 951)
Impairment and profit and loss of financial instruments	8	(402 145)	510 770
Financial income		3 276 485	3 079 940
Other income - Net	14	2 017 029	751 721
Exchange rate differential - Net	_	(365 664)	109 391
Profit before income tax		36 031 500	31 327 092
Income tax	. 11 _	(11 681 764)	(10 825 718)
Net profit and other comprehensive income of year	the =	\$ 24 349 736	\$ 20 501 374

AUTOPISTAS DEL SOL, S.A. UNAUDITED CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY FOR THE FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2024 AND 2023 (Expressed in US Dollars)

	Notes	Capital stock	Additional capital ontributions	Lego	al reserve	Retai	ined earnings	Total equity
BALANCES AS OF DECEMBER 31, 2022		\$ 2 500 000	\$ 58 000 000	\$	500 000	\$	108 812 573	\$
Net profit of the year BALANCES AS OF SEPTEMBER 31, 2023	- -	\$ 2 500 000	\$ 58 000 000	\$	500 000	\$	20 501 374	\$ 20 501 374
	Notes	Capital stock	Additional capital ontributions	Lego	al reserve	Retai	ned earnings	Total equity
BALANCES AS OF DECEMBER 31, 2023		2 500 000	58 000 000		500 000		131 140 695	\$ 3 192 140 695
Net profit of the year		-	-		-		24 349 736	24 349 736
BALANCES AS OF SEPTEMBER 30, 2024	_	\$ 2 500 000	\$ 58 000 000	\$	500 000	\$	155 490 431	\$ 216 490 431

	Notes	2024	2023
OPERATING ACTIVITIES Net profit Adjustment to reconcile the net profit with the net cash provided by operating		\$ 24 349 736	\$ 20 501 374
activities: Income tax expense Depreciation Amortization Profit or loss from asset disposal (Decrease) increase in the value of financial instruments	6	11 681 764 272 119 44 694 402 145	10 825 718 259 938 28 826 (510 770)
Financial Income Financial expense Movements in working capital: Accounts and notes receivable Inventory		(3 276 485) 14 904 017 (782 578) 6 601	(3 079 940) 16 436 951 355 070 596 440
Advance disbursements and other advance payments Accounts payable Accounts payable to related parties Accrued expenses Financial assets - concession		332 593 (2 873 821) 260 960 997 823 8 443 949	(31 990) (2 392 131) 737 830 818 256 (8 887 728)
agreement Cash provided by operating activities	_	54 763 517	35 657 844
Income tax paid Net cash provided by operating activities INVESTMENT ACTIVITIES Restricted cash	_	(7 596 217) 47 167 300 (16 238 760)	(10 924 802) 24 733 042 (8 343 029)
Other assets Acquisition of vehicles, furniture and equipment Amortization of debt	6	(117 921) (552 807) (11 886 650)	(413 795) (388 365) (11 778 425)
Net cash provided by (used in) investment activities FINANCING ACTIVITIES Amortization of obligations under lease Interest paid Amortization of bonds	 16	(28 796 138) (60 295) (8 694 602)	(20 923 614) (64 380) (9 598 516) 6 300 000
Net cash used in financing activities		(8 754 897)	(3 362 896)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS CASH AND CASH EQUIVALENTS,		9 616 264	446 532
BEGINNING OF THE YEAR CASH AND CASH EQUIVALENTS, END OF THE YEAR	_	1 302 812 \$ 10 919 076	906 238 \$ 1 352 770

1. Nature of Business, Basis of Presentation and Main Accounting Policies

Nature of Business - Autopistas del Sol, S.A. ("the Company") is a company organized according to the commercial laws of Costa Rica, specifically under the provisions of Article No.31 of the General Law for the Concession of Public Works with Public Services (Law No.7762).

As of September 30, 2024, PI Promotora de Infraestructuras, S.A. directly owns 100% of the shares after the merger on December 4, 2019 between SyV Concesiones, S.A., Infraestructura SDC Costa Rica, S.A. and M&S DI-M&S Desarrollos Internacionales, S.A., which previously held 35%, 17% and 13% of the Company's equity, respectively.

Its objective is the execution and performance of the Agreement for the Concession of Public Works with Public Services of the "San José - Caldera" route, awarded by the Government of Costa Rica, through public bid No.01-98, promoted by the National Concessions Board of the Ministry of Public Works and Transportation (MOPT). Under the authorization of the Government of Costa Rica, on March 9, 2006, the former awardee assigned the aforementioned agreement to the business consortium composed of the previously mentioned companies (Autopistas del Sol Consortium). The Company is domiciled in Escazú, adjacent to the Autopista Próspero Fernández toll.

On March 9, 2006, the Government of Costa Rica, acting through the National Concessions Board (CNC) ("the Granting Authority") signed Addendum No.3 to the Agreement for the Concession of Public Works with Public Services for the San José - Caldera Highway Project, through which the concession agreement is amended to indicate the new concessionaire: Autopistas del Sol Consortium ("the Awardee"), which consists of the following companies: Promotora de Infraestructuras, S.A., SYV CR Valle del Sol, S.A., Infraestructuras SDC Costa Rica, S.A., and M&S DI-M&S Desarrollos Internacionales, S.A. Therefore, the awardee consortium created the corporation referred to as Autopistas del Sol, S.A. (which is "the Concessionaire" in such an arrangement) in order to implement the project, which is the subject matter of this contract.

On January 8, 2008, the Company received the contract commencement order from the National Concessions Board, and the construction stage of the San José - Caldera highway started. The construction stage was completed on January 27, 2010, and at this moment, the exploitation stage (toll collection) for all the highway sections has commenced.

The ultimate stockholder of the Company is the pension funds: USS Nero Limited (USS), Stichting Depositary PGGM Infraestruture Funds (PGGM) and Optrust Infraestruture Europe I, S.a.r.I (OPTrust).

Basis of Presentation - The condensed interim financial statements corresponding to the three-month period ended September 30, 2024 have been prepared according to IAS 34, "Interim Financial Reporting," and they should be read along with the annual report for the year ended December 31, 2023, prepared in accordance with the International Financial Reporting Standards (IFRS).

Significant Accounting Policies - Except for the following, the accounting policies that have been applied are consistent with those applied in the annual report of 2023.

Taxes earned on results of the interim periods are calculated in function of the tax rate applicable to the foreseen annual income.

Application of New and Revised International Financial Reporting Standards (IFRS) compulsory from 2019.

The amendments to the International Financial Reporting Standards are consistent with those applied in the annual report for the year 2023.

2. Cash and Cash Equivalents

As of September 30, 2024 and December 31, 2023, cash and cash equivalents comprise the following:

	June 30, 2024			December 31, 2023		
Cash on hand and due from banks Cash equivalents	\$	10 919 076 -	\$	1 302 812 -		
Total	\$	10 919 076	\$	1 302 812		

3. Restricted Cash

The restricted cash for the months ended as of September 30, 2024 and December 31, 2023:

	June 30, 2024	December 31, 2023
Reserve for short-term debt	\$ 11 797 716	\$ 1020828
Reserve for operations and maintenance	10 751 289	5 289 417
Total	\$ 22 549 005	\$ 6 310 245

The account referred to as "Allowance for short-term debt" is related to the "Fideicomiso Irrevocable de Garantía y Administración de Cuentas del Proyecto de Concesión San José - Caldera" (Irrevocable Account Management and Guarantee Trust Agreement of the San José-Caldera Concession Project Accounts). The objective of this is to reserve the amounts to be paid on the following contractual maturity date, including principal and interest, in order to comply with the Loan Agreement (Note 18). Such reserve is subdivided into:

	June	30, 2024	December 31, 2023		
Debt Service Reserve Account for US Bonds	\$	9 358 913	\$	735 743	
Debt Service Reserve Account for CR Bonds		2 438 803		284 643	
	\$	11 797 716	\$	1 020 386	

^{*}Moreover, as of September 30, 2024, guarantees for US\$18,200,000 (US\$18,200,000 as of December 31, 2023), were included and endorsed by Globalvia Inversiones, S.A. in accordance with the trust agreement. The debt service reserve account is funded at 89% as of the 30 of September 2024 (93% as of 31 of December 2023).

The cash to hedge the Operation and Maintenance Reserve will be used exclusively to fund the Operation and Maintenance Account in Dollars and the Operation and Maintenance Account in Colones, in case of eventual insufficiency of the funds deposited in such accounts. The O&M reserve account is funded at 100% as of september 30, 2024 (10% as of December 31, 2023).

4. Accounts Receivable

The detail of accounts receivable is as follows:

	Jun	e 30, 2024	December 31, 2023		
Exemptions	\$	4 107 081	\$	3 443 388	
National Concessions Board		736 453		402 640	
QuickPass Toll		268 974		486 067	
Other		530 121		221 365	
Total	\$	5 642 630	\$	4 553 460	

Accounts receivable correspond mainly to fuel and asphalt exemptions and recoverable value added taxes, balances receivable from the National Concessions Board and Quickpass accounts receivable associated with remittances.

5. Prepaid Expenses

Prepaid expenses are detailed as follows:

	June 3	0, 2024	December 31, 2023		
Construction and repairs	\$	426 300	\$	194 200	
Insurance		318 802		912 657	
Other		35 154		5 993	
Total	\$	780 257	\$	1 112 850	

6. Vehicles, Furniture and Equipment - Net

Vehicles, furniture and equipment are detailed as follows:

	June 30, 2024	December 31, 2023
Cost:		
Vehicles	\$ 989 062	\$ 783 361
Office furniture and equipment	1 500 707	1 365 298
Computer equipment	1 833 648	1 621 951
Sub-total	4 323 417	3 770 610
Depreciation:		
Depreciation of vehicles	(304 880)	(246 017)
Depreciation of office furniture and equipment	(960 611)	(878 315)
Depreciation of computer equipment	(1 203 066)	(1 139 415)
Sub-total	(2 468 557)	(2 263 747)
Net	\$ 1854860 \$ 150	

The movement of the vehicles, furniture, and equipment account during the period between January 1st and September 30, 2024 and 2023:

	2024	2023		
Initial balance	\$ 1506 863	\$ 1304234		
Additions of vehicles	205 701	194 934		
Additions of office furniture and equipment	135 409	117 975		
Additions of computer equipment	211 697	75 456		
Expense from vehicle depreciation	(58 863)	(45 220)		
Expense from depreciation of office furniture and equipment	(82 296)	(73 074)		
Expense from depreciation of computer equipment	(63 651)	(69 841)		
Final balance	\$ 1854860	\$ 1504 464		

7. Right-of-Use Assets

Right-of-use assets are detailed as follows:

	June 3	50, 2024	December 31, 2023		
Initial balance	\$	110 380	\$	205 133	
Additions of the year		67 447		-	
Sub total		177 827		205 133	
Depreciation of the year		(67 309)		(94 753)	
Final balance	\$	110 518	\$	110 380	

The Company leases vehicles only. The right-of-use assets are amortized on a straight-line basis over the term of the lease, which is 3 years and maturing in 2024 and 2025. The Company's obligations are secured by the lessor's title to the assets leased under such leases.

The movement of the right-of-use assets account during the period between January $1^{\rm st}$ and September 30, 2024 and 2023:

	_	2	024	2	2023
Amounts recognized in income statement					
Expense from depreciation of right-of-use depreciation	12	\$	67 309	\$	71 803
Financial expense from obligations under financial lease		\$	8 381	\$	9 043
Expense from short-term leases and small amounts	12	\$	152 415	\$	193 349

8. Financial Assets - Concession Agreement

The detail of the financial asset account balance is the following:

	2024	2023
Initial balance	\$ 410 633 972	\$ 409 547 688
Net collection of construction and operating services	(46 900 485)	(31 285 754)
Increase from financial income	38 342 326	41 734 800
Reversal (Loss) from impairment of the year (Note 1f)	(287 935)	538 293
Total	401 787 878	420 535 028
Less: Current portion of financial assets	(31 935 343)	(86 892 973)
Total	\$ 369 852 536	\$ 333 642 055

Impairment Adjustment (IFRS 9) The change in the impairment (loss) reversal for the period is due to the change in the probability of impairment of financial assets, which as september 30, 2024 was 1.83% (1.21% in 2023). The accumulative amount of the impairment allowance as of september 30, 2024 is \$1,438,915 (\$1,150,979 in 2023).

As of January 1, 2023, the Company decided to set the rate of return on the financial assets at 12.42% and to deduct the minimum guaranteed income from the financial assets of the concession agreement.

9. Accounts Payable

As of September 30, 2024 and December 31, 2023, accounts payable are detailed as follows:

	June	30, 2024	Decemb	per 31, 2023
Suppliers	\$	3 157 277	\$	3 115 759
Withholdings abroad - Bonds and suppliers		3 890		1 442 804
VAT charged		12 734		106 940
Social security charges payable		96 817		103 082
Total	\$	3 270 718	\$	4 768 585

10. Accumulated Expenses

As of September 30, 2024 and December 31, 2023, accumulated expenses are detailed as follows:

		June 3	30, 2024	ember 31, 2023
Interest payable	17	\$	4 343 111	\$ -
Labor indemnities		\$	675 041	\$ 639 481
Vacation provision	16h		65 689	69 209
Provision of fees to the National Concessions Board			1 322 210	937 995
Provisions to suppliers (accrued-unbilled)			1 093 612	664 860
Other			169 328	16 512
Total		\$	7 668 991	\$ 2 328 057

11. Income Tax

Review by Tax Authorities - Income tax returns for the last three fiscal years are open for review by the tax authorities. Consequently, discrepancies may arise from the application of concepts by the tax authorities that differ from those applied by the Company. The Company's management considers that it has properly applied and interpreted the tax regulations. The tax rate in Costa Rica corresponds to 30% in 2024 and 2023.

Income Tax Calculation - For 2024 and 2023, income tax was calculated on the accounting profit using the current tax rate, deducting non-taxable income, and adding the non-deductible expenses:

_	2024	2023
Profit before income tax	\$ 36 031 500	\$ 31 327 092
Difference between IFRIC income and taxable income	(1624820)	(5 298 727)
Adjustments to tax base	2 907 713	4 758 635
Adjusted profit before income tax	37 314 393	30 787 000
Tax rate	30%	30%
Current income tax	\$ 11 194 318	\$ 9 236 100
Deferred income tax	487 446	1 589 618
Income tax	\$ 11 681 764	\$ 10 825 718

Deferred Income Tax - Deferred income tax liability originates from the financial asset related to the public works concession agreement. The deferred income tax asset arises from the effect of the adjustment for expected losses (application of IFRS 9) and financial leases (application of IFRS 16).

	2023	June 30 Movemen on inc	t Effect	2024
Effect of application of IFRIC 12 Effect of application of IFRS 9 - Asset	\$ (79 321 888)	\$	(608 771)	\$ (79 930 659)
impairment	354 976		120 644	475 620
Effect of application of IFRS 16 - Leases	3 543		681	4 224
Total	\$ (78 963 369)	\$	(487 446)	\$ (79 450 815)

	June 30, 2023 Movement Effect on income			2023
Effect of application of IFRIC 12 Effect of application of IFRS 9 - Asset	\$ (78 259 899)	\$	(1 435 874)	\$ (79 695 773)
impairment	519 499	-	153 231	366 268
Effect of application of IFRS 16 - Leases	4 080		(513)	3 567
Total	\$ (77 736 320)	\$	(1 589 618)	\$ (79 325 938)

12. Operating Expenses

Operating expenses are as follows:

	Notes	2	2024	2023
Salaries		\$	2 576 438	\$ 2 525 409
Social security charges			567 734	536 140
Office general expenses			847 901	1 114 579
Low-value leases	7		152 415	193 349
Depreciation	6, 7		272 120	259 938
Amortization of intangible assets			44 694	28 826
Professional and management fees			3 456 278	4 388 882
All risk insurance			1 725 834	1 565 987
Operation and maintenance			5 459 360	7 179 054
1% fee and other fees			1 369 508	1 409 352
Banking commissions			713 501	636 992
Taxes and other operating expenses			606 963	686 144
Other operating expenses			-	-
Total	<u> </u>	\$	17 792 746	\$ 20 524 652

Duties (fees) also include 1% of the toll income of the period corresponding to the amount earned for adopting the Guaranteed Minimum Income plan with the National Concessions Board, according to the Concession Agreement.

13. Balances and Transactions with Related Parties

(Expressed in US Dollars)

Balances with related parties are detailed as follows:

	Jun	e 30, 2024	December 31, 2023	
Long-term loans receivable Promotora de Infraestructura, S.A. Interest receivable	\$	101 601 615	\$	97 693 861
Promotora de Infraestructura, S.A.		1 016 016		1 953 877
Total loan and interest receivable	\$	102 617 631	\$	99 647 738
Accounts payable: Globalvía Inversiones, S.A. Global Vía Chile, S.A. Promotora de Infraestructuras, S.A. Openvía Mobility, SL.	\$	8 361 221 327 776 - 54 085	\$	8 055 713 360 545 28 618 37 251
Total	\$	8 743 083	\$	8 482 127

In January and June 2024 the Company received from PI Promotora de Infraestructura, S.A. an amount of US\$2,400,000 and US\$3,900,000 for the amortization of the loan payable with the Company.

Short-term accounts receivable and payable in US dollars do not have guarantees, do not bear interest, and do not have a previously-agreed maturity date. These originate from business transactions.

The loans and interest receivable on the long term correspond to a loan granted to stockholders at a fixed interest rate of 4% per annum. The maximum maturity is the date of the end of the concession.

Transactions with related parties for the years ended September 30, 2024 and 2023:

	June 30, 2024		Decem	ber 31, 2023
Miscellaneous fees (including sureties and guarantees):				
Globalvía Inversiones, S.A.	\$	416 159	\$	1 018 009
Globalvía Infraestructuras Chile, S.A. Openvía Mobility, SL.		- 162 256		- 198 801
Promotora de Infraestructuras, S.A.		281 692		275 890
Total	\$	860 107	\$	1 492 700
Financial income: Promotora de Infraestructura, S.A.	\$	2 969 893	\$	1 925 377

Fees correspond to services provided by the Parent Company necessary for the development of the project, among these, services in the areas of construction, traffic, information systems, sureties, and legal services. In addition, management service fees correspond to fees earned by the Chief Executive Officer and the Financial Chief Officer, who are expatriate employees from the Company's stockholders and the amounts paid are periodically billed to the Company by the respective employers of these persons).

Financial income corresponds to the interest accrued on the loan to the sole stockholder Promotora de Infraestructura, S.A.

14. Other Income

(Expressed in US Dollars)

Other income for 2024 and 2023 corresponds to recoveries of items that were previously recorded as repair and maintenance expenses for damages caused by users, in addition to the sale of scrap metal and other trade income.

15. Capital Stock and Additional Capital Contributions

a. Capital Stock - As of September 30, 2024 and December 31, 2023, capital stock amounts to US\$2,500,000 represented by 2,500,000 nominative common shares of US\$1 each. In 2017, the totality of the shares was endorsed to guarantee the financing agreement to issue bonds.

The shares are part of a Trust entered into with Scotiabank de Costa Rica, S.A.

- b. Additional Capital Contributions in Cash As of September 30, 2024 and December 31, 2023, no additional capital contributions were made by the stockholders; thus, the amount remained in US\$58,000,000 for each of those years.
- c. Legal Reserve As of September 30, 2024 and December 31, 2023, the Company reaches 20% of the legal reserve established by Costa Rican laws. Such reserve is accounted for when the financial statements have been approved by the Stockholders' Meeting.
- d. Dividends On September 30, 2024 and December 31, 2023, no dividends were declared.
- 16. Public Works Concession Agreement with Public Services for the San José Caldera Highway In relation to the main contracts included in 2024 annual accounts there has not been significant changes (Notes 17, 18, 19, 20, 21, 22, 23, 24 and 26 of the annual accounts).

FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2024 AND FOR THE YEAR ENDED DECEMBER 31, 2023

(Expressed in US Dollars)

17. Financing Agreement

On May 31, 2017, Autopistas del Sol, S.A. issued bonds in the international market under Rule 144A of the Securities and Exchange Commission (SEC) and simultaneously issued bonds in the local market authorized by the General Superintendence of Securities. The main characteristics of the issues are:

	International Bond (US Bonds)	Domestic Bond (CR Bonds)				
Amount of issue	300 000 000	50 750 000				
Balance as of June 30, 2024	202 716 000	22 994 825				
Type of interest	7,375%	6,80%				
Maturity	December 30, 2030	junio 30, 2027				
Currency	US Doll	ars				
Interest frequency	Semi-an	Semi-annual				
Interest payment date	June 30 and De	ecember 30				

This transaction has been accounted for in accordance with International Financial Reporting Standards (IFRS) at amortized cost as of September 30, 2024 and December 2023, bearing interest according to the effective interest rate method.

The amortized cost as of September 30, 2024 and December 31, 2023 is as follows:

		June 30, 2024	Dece	mber 31, 2023
International Bond		\$ 203 212 802	\$	207 668 681
Domestic Bond		23 032 479		25 629 788
Sub-total		226 245 281		233 298 469
Less - Current portion of long-				
term debt				
International Bond		19 554 920		17 743 320
Domestic Bond		6 651 830		6 457 543
Less: Interest accrued				_
International Bond		3 898 536		=
Domestic Bond	10	 444 575		=_
Sub-total		30 549 861		24 200 863
Total		\$ 195 695 420	\$	209 097 606

The nominal maturity of the debt by years is as follows:

	In	ternational Bond	Dor	mestic Bond
	(US Bonds)		(CR Bonds)	
Less than one year	\$	19 014 000	\$	6 851 250
From 1 to 3 years		46 362 000		16 143 575
From 3 to 5 years		73 413 000		-
More than 5 years		63 927 000		-
Total	\$	202 716 000	\$	22 994 825

Limitation of restricted payments - The main conditions to declare or make any Restricted Payment are:

- a. No Default or Event of Default exists or would exist after such a payment.
- b. All required debt service payments up to the date immediately preceding the payment date have been fully accounted for through the trust accounts.

FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2024 AND FOR THE YEAR ENDED DECEMBER 31, 2023

(Expressed in US Dollars)

- c. The debt service coverage ratio with respect to the last completed calculation period is equal to or greater than 1.20 (June 2024: 1.47, December 2023: 0.82).
- d. The Projected Debt Service Coverage Ratio, with respect to the Calculation Period in effect on the date such calculation is made (as set forth in the current Annual Budget and Base Case Model), is equal to or greater than 1.20.
- e. The debt service reserve accounts must be funded in an aggregate amount higher than the required amount of the debt service reserve and the maintenance reserve account must be funded in an aggregate amount higher than the required amount of the maintenance reserve.

The Company states and agrees with the Secured Parties that, until the date of final termination, they will be bound by the following affirmative and negative covenants, which have been previously established:

Affirmative Covenants – The main affirmative covenants of the Agreement are detailed as follows:

- a. Maintain the project in good working order.
- b. Keeping relevant insurances and permits.
- c. Complying with regulatory requirements.
- d. Maintaining guarantees.
- e. Conducting business.
- f. Reporting obligations, including presentation of financial statements.
- g. Repayment of obligations, including scheduled amortization and repayments.
- h. Being continuously committed to the business.
- i. Authorized auditors must be retained.
- j. Filing all tax returns on time.
- k. Financing certain reserves and other accounts in accordance with the Irrevocable Guarantee Trust and Account Management Agreement (Note 21).
- l. Keeping rating agency.

Negative Covenants – The main negative covenants of the Agreement are detailed as follows:

- a. Debt limitations.
- b. Limitations to amendments, modifications, and exemptions of the project's documents.
- c. Limitations to the termination and allocation of transaction documents.
- d. Limitations to subsidiaries and investments.
- e. Limitations to the sale of assets.
- f. Limitations to transactions with stockholders and affiliates.
- g. Restrictions on mergers, consolidation, liquidation or dissolution transactions.
- h. Restrictions on hedge transactions with commercial or speculative purposes.
- i. Restrictions on debt prepayment or repayment.

The Agreement will establish that certain events, actions, circumstances, or conditions that will be considered an event of default (an "event of default") regarding the bonds, among which the following are included:

- a. Failure to pay any principal or interest on the promissory notes when they expire.
- b. Failure to comply with the loan documents.
- c. Failure to comply with the terms of the Concession Agreement.
- d. Deceitful behavior (in any material matter).

- e. Seizure or similar process against any of the properties of the concession (including those properties subject to the guarantee documents) for the sum higher than (U\$25,000,000).
- f. Event of loss.
- g. A final and non-appealable ruling, order or arbitration award has been rendered against the Issuer or any Concession Property that exceeds a threshold amount; and one or more final and non-appealable non-monetary rulings, orders or arbitration awards are rendered against the Issuer or the Project that constitute or may reasonably be expected to result in a Material Adverse Change.
- h. Failure to pay debts in an amount that exceeds a threshold amount.
- i. Bankruptcy or insolvency proceedings.
- j. CNC will not pay the sum corresponding to the Minimum Income Guarantee after the final resolution of any conflict regarding this payment is given, according to the Concession Agreement.
- k. Revocation, suspension, termination or repudiation of the Concession Agreement.
- l. Revocation, suspension, termination, or rejection of other documents of the Project.
- m. Failure to obtain the relevant permits required for the Project.
- n. Guarantees cease to have full force and effect or their validity or applicability to the promissory notes or any other obligation purported to be endorsed or guaranteed to be rejected.
- o. Any event of force majeure that has materially and adversely affected the Project for two hundred seventy (270) consecutive days.

Upon the occurrence and during the continuance of an event of default, the bondholders will have certain remedies (including the right to accelerate the repayment obligation under the notes).

As of September 30, 2024, the Company has complied with the covenants of the loan agreement.

18. Obligations under Lease

As of September 30, 2024 and December 31, 2023, the Company has entered into the following lease agreements and the respective assets have been recognized as right-of-use assets:

Leasing of vehicles with the following entities: Arrendadora CAFSA S.A., ANC Renting, S.A., Arrienda Express, S.A., and Rente un Auto Esmeralda, S.A.

The main terms of these agreements are as follows:

- a. The agreements have 36-month terms.
- b. The Company absorbs all risks and benefits relating to the possession and use of the property.
- c. At the end of the agreements, the Company does not have an exclusive purchase option on the leased property.
- d. In case of early termination of the agreement, if during the first year the Company must pay, as a fixed compensation, the difference to complete the twelve monthly payments that correspond to the first year, plus 8% on the corresponding invoicing for the lease of the vehicle during the 12 months, after a year of contract, it may terminate the contract at any time, however, it must pay 8% on the remaining payments as compensation.

19. Guarantees

According to the terms of the Concession Agreement (Note 17), the Concessionaire must provide the following bonds:

- a. Operation Guarantee Operation bonds will have the same validity term as the operation period. As of September 30, 2024 and December 31, 2023, the Company had extended the operation bonds, which have been assumed by the Company's stockholders. As of september 30, 2024, the guarantees described consist of the sum of US\$276,600 (US\$26,400 of the Complementary Agreement, US\$46,300 of Sector I, US\$126,400 of Sector II and US\$77,500 of Sector III), an amount notified by the National Concessions Board and which expires on May 7, 2025.
- b. Environmental Guarantee On December 4, 2007, an environmental guarantee was furnished on behalf of the Ministry of Energy and Mines (MINAE) in the amount of US\$1 million, which was provided by Constructora San José Caldera CSJC, S.A., pursuant to the construction agreement. During 2011, the environmental guarantee was adjusted by MINAE to US\$2.3 million; as of september 30, 2024, such amount is kept as a guarantee that expires on May 7, 2025.
- c. Other Guarantees Guarantee in favor of the National Concessions Board amounting to US\$800,767 as a requirement to qualify for the Guaranteed Minimum Income mechanism for 2024-2025. Guarantees were also provided for the sum of US\$63,920 securing the balance of the work to be enforced. Details in Addendum 6.

The detail of the guarantees is the following:

	Guarantee	Maturity
Environmental Performance Bond Construction - Complementary	\$ 2 300 000	may-25
Agreement 1	1 518 000	ene-25
Performance bond IMG in 2024	800 767	jul-25
Operations Sector I	46 300	may-25
Operations Sector II	126 400	may-25
Operations Sector III	77 500	may-25
Operation of additional works	26 400	may-25
Addendum 6 Balances of works to be defined by Management	 63 920	abr-25
Total	\$ 4 959 287	

20. Financial Instruments

A summary of the main disclosures regarding the financial instruments is the following:

20.1 Categories of Financial Instruments

As of September 30, 2024 and December 31, 2023, The Company's financial instruments consist of the following:

	June 30, 2024	Decer	nber 31, 2023	
Financial assets (valued at amortized cost):			_	
Cash	\$ 10 919 076	\$	1 302 812	
Restricted cash	22 549 005		6 310 245	
Accounts receivable	5 642 630		4 553 460	
Loans receivable from related parties	102 617 631		99 647 738	
Financial assets - Concession				
agreement	 401 787 878		410 633 972	
Total	\$ 543 516 220	\$	522 448 227	

A summary of the main risks associated to the previously mentioned financial instruments, as well as the way in which the Company is managing the risks, is presented as follows:

- a. Credit Risk The financial instruments that may potentially subject the Company to credit risk consist mainly of cash, restricted cash, cash equivalents, held-to-maturity investments, accounts and loans receivable. Cash and cash equivalents and restricted cash are kept at sound financial institutions is payable on demand, and it generally poses a minimum risk. The accounts receivable are mainly with government agencies and the loans receivable are related companies that do not present any risks for their recovery based on the Company's previous experience with these entities.
- b. Liquidity Risk The Company requires liquid funds for its ordinary operations; therefore, the Company receives daily liquidity through the collection of tolls. The Financial Management constantly monitors its cash flows and analyzes the scope of maturities in order to meet its short and medium-term obligations.
- c. Interest Rate Risk The Company believes that the interest rate risk is minimal because international and local bond financing is agreed to at fixed interest rates. Obligations under financial leases are recorded at market rates similar to the rates on a car loan, and Management does not believe that its leases are not significant to consider a relevant interest rate risk.
- d. Exchange Rate Risk Most of the transactions conducted by the Company have been denominated in US dollars, and the transactions performed in Costa Rican colones (local currency) during these stages have been minimal. In addition, both the financing structure and the Concession agreement include that most of the Company's construction and operating income and costs have been convened in this currency. Income from toll collection is received in Costa Rican colones, which is exchanged to US dollar on a daily basis, and in addition, the rate is adjusted on a quarterly basis, taking into account the exchange rate behavior. Consequently, Management considers that the Project is not exposed to exchange rate risk, except for those transactions that take place in local currency, which are not material.
- e. Capital Management The Company manages its capital structure in order to maximize the return for its stockholders by optimizing equity and debt balance. The capital structure used consists of debt, cash and its equivalents, restricted cash, and stockholders' equity, which is included in the capital stock, additional capital contributions, reserves, and retained earnings.

The Company's leverage ratio is the following:

Not	es Ju	ıne 30, 2024	December 31, 2023		
Debt from bond issue Obligations under financial lease Cash and cash equivalents	\$	221 902 168 140 100 (33 468 081)	\$	233 298 469 132 948 (7 613 057)	
Net bank debt	\$	188 574 187	\$	225 818 360	
Stockholders' equity	\$	216 490 431	\$	192 140 695	
Leverage ratio		87%		118%	

Restricted cash is included for debt service (Note 3).

f. Fair Value Risk - Management considers that the carrying amounts of the financial assets and liabilities in the financial statements approximate its fair value.

Financial instruments that are measured at fair value are classified according to the level of information used to determine such value and which is significant to the determination of fair value as a whole. The fair value hierarchy comprises the three levels indicated below:

- Level 1 Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 Inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; (that is, derived from the prices).
- Level 3 Inputs are unobservable inputs for asset or liability (that is, unobservable data).

As of September 30, 2024 and December 31, 2023, the Company does not hold financial instruments measured at fair value.

21. Contingent Liabilities

Contingent assets and liabilities are those detailed in the annual financial statements as of December 31, 2023, on which there have not been significant changes that affect the Company's interim financial statements.

22. Toll Collection

The calculation for toll collection as of September 30, 2024 and September 30, 2023 is the following:

	2024		2023	
Gross toll collection Tolls granted to own employees Non-contractual exemptions granted to the	\$	74 008 482 (104 349)	\$	69 584 124 (145 210)
Government		(486 430)		(623 412)
	\$	73 417 703	\$	68 815 502

In determining the balance of financial assets (Note 8), the Company does not consider amounts for tolls granted to its own employees, as well as non-contractual exempt tolls granted to the

AUTOPISTAS DEL SOL, S.A.
NOTES TO THE UNAUDITED CONDENSED INTERIM
FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2024 AND FOR THE YEAR ENDED DECEMBER 31, 2023
(Expressed in US Dollars)

Government, since it does not receive funds for these items. During 2023, no co-participation was paid to the National Concessions Board, since the minimum amounts for such payment set forth in the Concession Agreement were not reached.

23. SUBSEQUENT EVENTS

There have not been subsequent events.

24. Approval of the Financial Statement

The financial statements have been approved by the Administrative and Financial Management and their issuance has been authorized for November 19, 2024.

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