Autopistas del Sol, S.A.

Unaudited Condensed Interim Statements

As of September 30, 2023

In US$

AUTOPISTAS DEL SOL, S.A.
UNAUDITED CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
AS OF SEPTEMBER 30, 2023 AND DECEMBER 31, 2022
(Expressed in US Dollars)

	Notes	September 30, 2023	December 31, 2022
ASSETS			
CURRENT ASSETS:			
Cash and cash equivalents	2	1,352,770	906,238
Restricted cash	3	17,331,580	8,988,551
Accounts receivable	4	3,780,818	3,954,951
Account receivables – related parties		8,457	-
Inventory		149,605	746,045
Income tax credit		5,861,895	-
Prepaid disbursements	5	1,198,419	1,166,429
Current portion of financial assets – concession agreement	8	86,892,973	85,189,190
Total current assets		**116,576,517**	**100,951,404**
Loans receivable from related parties	13	98,670,800	102,080,254
Vehicles, furniture, and equipment – Net	6	1,504,464	1,304,234
Assets from right of use	7	133,330	205,133
Financial assets – Concession Agreement	8	332,053,213	324,358,498
Other assets – Net		461,928	76,959
Total non-current assets		**432,823,735**	**428,025,078**
TOTAL		**549,400,252**	**528,976,482**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

AUTOPISTAS DEL SOL, S.A.
UNAUDITED CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
AS OF SEPTEMBER 30, 2023 AND DECEMBER 31, 2022
(Expressed in US Dollars)

	Notes	September 30, 2023	December 31, 2022
LIABILITIES AND STOCKHOLDERS´ EQUITY			
CURRENT LIABILITIES:			
Current portion of long-term debt	17	24,091,143	23,943,154
Current portion of obligations under financial lease		57,218	57,218
Accounts payable	9	4,541,163	5,437,924
Accounts payable to related parties	13	8,027,492	7,289,662
Accumulated expenses	10	8,617,644	2,771,031
Income tax payable	11	12,641,983	8,468,791
Total current liabilities		**57,976,643**	**47,967,780**
LONG-TERM LIABILITIES:			
Long-term debt	17	221,686,762	233,298,468
Obligations under lease		96,961	161,341
Deferred income tax	11	79,325,939	77,736,320
Total non-current liabilities		**301,109,662**	**311,196,129**
Total liabilities		**359,086,305**	**359,163,909**
STOCKHOLDERS’ EQUITY:			
Capital stock	15	2,500,000	2,500,000
Additional capital contributions	15	58,000,000	58,000,000
Legal reserve	15	500,000	500,000
Retained earnings		129,313,947	108,812,573
Total stockholders’ equity		**190,313,947**	**169,812,573**
TOTAL		**549,400,252**	**528,976,482**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

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, 2023 AND 2022

(Expressed in US Dollars)

	Notes	2023	2022
Construction income		13,838,835	816,506
Financial income – Concession agreement	8	41,734,800	41,594,659
Operating and maintenance income		22,102,073	16,687,898
Total operating income		**77,675,708**	**59,099,063**
Construction costs		(13,838,835)	(816,506)
Operating expenses	12	(20,524,652)	(15,725,464)
OPERATING PROFIT		**43,312,221**	**42,557,093**
Fee and interest expenses		(16,436,951)	(17,942,594)
Impairments and results – financial instruments	8	510,770	(1,202,656)
Financial income		3,079,940	2,986,812
Other income – net	14	751,721	561,100
Exchange rate difference -Net		109,391	236,958
PROFIT BEFORE INCOME TAX		**31,327,092**	**27,196,713**
Income tax	11	(10,825,718)	(10,417,421)
NET PROFIT AND OTHER COMPREHENSIVE INCOME OF THE PERIOD		**20,501,374**	**16,779,292**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

AUTOPISTAS DEL SOL, S.A.
UNAUDITED CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY FOR THE
FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2023 AND 2022
(Expressed in US Dollars)

	Notes	Capital Stock	Additional Capital Contributions	Legal Reserve	Retained Earnings	Total Equity
BALANCES AS OF DECEMBER 31, 2021		**2,500,000**	**58,000,000**	**500,000**	**86,342,388**	**147,342,388**
Net profit and other comprehensive income of the year					16,779,292	**16,779,292**
BALANCES AS OF SEPTEMBER 30, 2022		**2,500,000**	**58,000,000**	**500,000**	**103,121,680**	**164,121,680**
	Notes	Capital Stock	Additional Capital Contributions	Legal Reserve	Retained Earnings	Total Equity
BALANCES AS OF DECEMBER 31, 2022		**2,500,000**	**58,000,000**	**500,000**	**108,812,573**	**169,812,573**
Net profit and other comprehensive income of the year					20,501,374	**20,501,374**
BALANCES AS OF SEPTEMBER 30, 2023		**2,500,000**	**58,000,000**	**500,000**	**129,313,947**	**190,313,947**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

AUTOPISTAS DEL SOL, S.A.
UNAUDITED CONDENSED INTERIM STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS PERIOD ENDED SEPTEMBER 30, 2023 AND 2022
(Expressed in US Dollars)

	Notes	2023	2022
OPERATING ACTIVITIES			
Net profit		**20,501,374**	**16,779,292**
Adjustments to reconcile the net profit with net cash provided by the operating activities:			
Income tax expense		9,236,099	8,432,825
Depreciation	6	259,938	161,361
Amortization		28,826	16,226
Increase (decrease) in the value of financial instruments		(510,770)	1,202,656
Deferred income tax		1,589,619	1,984,598
Financial income		(3,079,940)	(2,986,812)
Financial expense from bonds and obligations under leases		16,436,951	17,942,594
Movements in working capital:			
Accounts and notes receivable		355,070	594,083
Inventory		596,440	(3,970)
Prepaid expenses and other advances		(31,990)	(36,015)
Accounts payable		(2,392,131)	(4,074,464)
Accounts payable to related parties		737,830	(307,994)
Accumulated expenses		818,256	124,088
Financial asset – concession agreement		(8,887,728)	842,963
Cash provided by operating activities		**35,657,844**	**40,671,431**
Income tax paid		(10,924,802)	(7,814,979)
Net cash generated by operating activities		**24,733,042**	**32,856,452**
INVESTMENT ACTIVITIES			
Restricted cash		(8,343,029)	(10,523,471)
Other assets		(413,795)	(184,818)
Acquisition of vehicles, furniture, and equipment	6	(388,365)	(350,598)
Net cash used in investment activities		**(9,145,189)**	**(11,058,887)**
FINANCING ACTIVITIES			
Amortization of obligations under financial lease		(64,380)	51,669
Interest paid		(9,598,516)	(10,480,241)
Amortization of loan		6,300,000	-
Amortization of bonds		(11,778,425)	(11,730,425)
Net cash used in financing activities		**(15,141,321)**	**(22,158,997)**
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		446,532	(361,433)
CASH AND CASH EQUIVALENT AT THE BEGINNING OF THE YEAR		906,238	1,289,824
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		**1,352,770**	**928,391**

The accompanying notes are an integral part of these unaudited condensed interim financial statements.

(Expressed in US Dollars)

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, 2023, 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 to a third party 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 nine-month period ended September 30, 2023 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, 2022, 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 2022.

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 2022.

2. CASH AND CASH EQUIVALENTS

As of September 30, 2023 and December 31, 2022, cash and cash equivalents were as follows:

	September 30, 2023	December 31, 2022
Cash on hand and due from banks	1,352,770	879,971
Cash equivalents	-	26,267
Total	**1,352,770**	**906,238**

3. RESTRICTED CASH

The restricted cash for the months ended September 30, 2023 and December 31, 2022:

	September 30, 2023	December 31, 2022
Reserve for short-term debt	12,217,298	1,018,650
Reserve for operation and maintenance	5,114,282	7,969,901
Total	17,331,580	8,988,551

The account denominated "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 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:

	September 30, 2023	December 31, 2022
Debt Service Reserve Account US Bonds (a)	9,667,491	734,007
Debt Service Reserve Account CR Bonds	2,549,807	284,643
Total	**12,217,298**	**1,018,650**

*Moreover, as of September 30, 2023, guarantees for US$18,200,000 (US$18,200,000 as of December 31, 2022), were included and endorsed by Globalvia Inversiones, S.A. in accordance with the trust agreement. The debt service reserve account is funded at 86% as of the 30 of september 2023 (90% as of 31 of December 2022).

The cash to cover the maintenance reserve will be used exclusively to fund the Operation and Maintenance Account in Dollars and the Operation and Maintenance Account in Colons, in case of possible situations of insufficiency in these accounts. The O&M reserve account if funded at 13% as of the 30 of september 2023 (10% as of 31 December 2022).

4. ACCOUNTS RECEIVABLE

Accounts receivable mainly include taxes to be recovered from goods and services from VAT payments, tolls collections to be received, interests uncollected interest on cash held in the Company's bank accounts.

5. PREPAID EXPENSES

The detail of the prepaid expenses is the following:

	September 30, 2023	December 31, 2022
Construction companies for repairs	417,299	354,588
Insurance	733,845	800,249
Others	47,275	11,592
Total	**1,198,419**	**1,166,429**

6. VEHICLES, FURNITURE, AND EQUIPMENT - NET

The detail of vehicles, furniture, and equipment is the following:

	September 30, 2023	December 31, 2022
Vehicles	760,861	565,927
Office furniture and equipment	1,360,566	1,242,591
Computer equipment	1,582,880	1,507,424
Sub-total	3,704,307	3,315,942
Depreciation:		
Vehicle depreciation	(229,550)	(184,330)
Depreciation of office furniture and equipment	(852,660)	(779,586)
Depreciation of computer equipment	(1,117,633)	(1,047,792)
Sub-total	(2,199,843)	(2,011,708)
Net	**1,504,464**	**1,304,234**

The movement of the vehicles, furniture, and equipment account during the period between January 1st and september 30, 2023 and 2022:

	September 30, 2023	September 30, 2022
Initial balance	**1,304,234**	**834,233**
Additions - vehicles	194,934	191,070
Additions - office furniture and equipment	117,975	112,003
Additions - computer equipment	75,456	47,525
Disposals – vehicle cost	(45,220)	(37,417)
Disposals - cost of office furniture and equipment	(73,074)	(63,963)
Disposals – computer equipment	(69,841)	(59,927)
Final balance	**1,504,464**	**1,023,524**

7. RIGHT-OF-USE ASSETS

Right-of-use assets are detailed as follows:

	September 30, 2023	December 31, 2022
Initial balance	**205,133**	**88,378**
Additions of the period	-	211,396
Sub-total	**205,133**	**299,774**
Depreciation of the period	(71,803)	(94,641)
Final balance	**133,330**	**205,133**

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 for 2023 and 2022. 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 1st and September 30, 2023 and 2022:

Amounts recognized in the income statement	Note	September 30, 2023	September 30, 2022
Expense from the amortization of right-of-use assets	12	71,803	61,680
Financial expense caused by the obligations under a financial lease		9,043	10,011
Expenses from short-term leases and small amounts	12	193,349	221,148

8. FINANCIAL ASSETS - CONCESSION AGREEMENT

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

	September 30, 2023	September 30, 2022
Initial balance	**409,547,688**	**408,552,379**
Increases resulting from construction and operation of the highway	35,940,908	17,504,404
Increase from financial income	41,734,800	41,594,659
Charges through toll collection and Complementary Agreement 1	(68,815,502)	(59,993,554)
(Loss) reversal for impairment of the period (Note 1f)	538,293	(1,151,129)
Total	**418,946,187**	**406,506,759**
Less: Current portion of the financial asset	(86,892,973)	(85,189,190)
Total	**332,053,214**	**321,317,569**

Impairment Adjustment (IFRS 9) - The Company in order to evaluate the impairment, takes into account, the Financial Assets - Concession Contract and the accounts of cash, cash equivalents and restricted cash. For the purposes of the impairment assessment of these financial assets, the expected loss is measured by an amount equal to ECL to 12 months.

In determining the expected credit losses for these assets is being consider the historical experience of default, the financial position of counterparties, as well as the future prospects of the industries in which bond issuers, exchange notes and obligations obtained from economic reports, financial analyst reports and considering various external sources of real and forecasted economic information, as appropriate, by estimating the probability of non-compliance of each of these financial assets within their respective time horizon of loss assessment as well as loss in case of non-compliance in each case.

There has been no change in estimation techniques or significant assumptions made during the current reporting period when assessing the expected loss for these financial assets.

9. ACCOUNTS PAYABLE

As of September 30, 2023 and December 31, 2022, accounts payable are detailed as follows:

	Note	September 30, 2023	December 31, 2022
Suppliers		4,416,341	3,412,184
Withholdings abroad - Bonds and suppliers		5,267	1,817,686
VAT accrued		16,615	120,742
Social security taxes payable		102,940	87,312
Total		**4,541,163**	**5,437,924**

10. ACCUMULATED EXPENSES

As of September 30, 2023 and December 31, 2022, accumulated expenses are detailed as follows:

	Note	September 30, 2023	December 31, 2022
Interest payable		5,028,357	-
Employees' legal benefits	17	596,198	464,615
Provision for vacation		74,651	56,349
Provision for duty payable to National Concessions Board	16h	1,248,494	849,692
Provisions for suppliers (accrued-unbilled)		1,493,672	1,385,485
Others		176,272	14,890
Total		**8,617,644**	**2,771,031**

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 2023 and 2022.

Income Tax Calculation - For 2023 and 2022, income tax was calculated on the accounting profit using the current tax rate, deducting non-taxable income, and adding the non- deductible expenses:

	September 30, 2023	**September 30, 2022**
Profit before income tax	31,327,092	27,196,713
Difference between IFRIC result and tax result	(5,298,727)	(6,615,323)
Adjustments to the tax basis	4,758,635	7,528,024
Profit before tax, adjusted	30,787,000	28,109,414
Tax rate	30%	30%
Current income tax	9,236,100	8,432,824
Deferred income tax	1,589,618	1,984,597
Income tax	10,825,718	10,417,421

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).

	September 30, 2023		
	2022	**Movement Effect on Profit or Loss**	**2023**
Effect of application IFRIC 12	(78,259,899)	(1,435,874)	(79,695,773)
Effect of application IFRS 9 – Asset impairment	519,499	(153,231)	366,268
Effect of application IFRS 16 – Financial leases	4,080	(513)	3,567
Total	**(77,736,320)**	**(1,589,618)**	**(79,325,938)**

	September 30, 2022		
	2021	**Movement Effect on Profit or Loss**	**2022**
Effect of application IFRIC 12	(74,831,255)	(2,345,410)	(77,176,665)
Effect of application IFRS 9 – Asset impairment	400,535	360,797	761,332
Effect of application IFRS 16 – Financial leases	2,077	15	2,092
Total	**(74,428,643)**	**(1,984,598)**	**(76,413,241)**

12. OPERATING EXPENSES

The detail of operating expenses is the following:

	Notes	September 30, 2023	September 30, 2022
Salaries		2,525,409	1,898,133
Social security contributions		536,140	420,469
General office expense		1,114,579	668,308
Low-value leases	7	193,349	221,148
Depreciation	6, 7	259,938	223,039
Amortization of intangibles		28,826	16,226
Professional and management fees		4,388,882	3,240,033
All-risk insurance		1,565,987	1,668,391
Operation and maintenance		7,179,054	4,981,130
1 % duty and other fees		1,409,352	1,119,108
Bank fees		636,992	511,270
Taxes and other operating expenses		686,144	758,209
Total		**20,524,652**	**15,725,464**

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

Balances with related parties are detailed as follows:

	September 30, 2023	December 31, 2022
Loans receivable – short-term:		
Promotora de Infraestructura, S.A.	8,458	-
Loans receivable – long-term:		
Promotora de Infraestructura, S.A.	97,693,861	100,078,680
Sub-total	**97,702,319**	**100,078,680**
Interest receivable:		
Promotora de Infraestructura, S.A.	976,939	1,000,787
Sub-total	**976,939**	**1,000,787**
Total loans and interest receivable	**98,679,258**	**101,079,467**
Accounts payable:		
Globalvía Inversiones, S.A.	7,610,797	6,085,355
Global Vía Chile S. A.	252,098	232,392
Promotora de Infraestructuras, S.A.	-	53,036
Openvía Mobility, SL	164,597	46,095
Total	**8,027,492**	**6,416,878**

In January and March 2023, 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, 2023 and 2022:

	September 30, 2023	September 30, 2022
Miscellaneous fees (including surety bonds and guarantees):		
Globalvía Inversiones, S.A.	1,018,009	729,995
Openvía Mobility SL	198,801	138,284
Promotora de Infraestructura, S.A.	275,890	228,045
Total	**1,492,700**	**1,096,324**
Financial income:		
Promotora de Infraestructura, S.A.	2,890,546	2,925,377
Total	**2,890,546**	**2,925,377**

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

Other income for 2023 and 2022 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, 2023 and December 31, 2022, 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*** - As of September 30, 2023 and December 31, 2022, 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, 2023 and December 31, 2022, 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, 2023 and December 31, 2022, 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 2022 annual accounts there has not been significant changes (Notes 17, 18, 19, 20, 21, 22, 23, 24 and 26 of the annual accounts).

17. FINANCING AGREEMENT

On May 31, 2017, the Company issued a bond in the international market under rule 144A of the Securities Exchange Commission, and simultaneously, a bond issue in the local market authorized by the General Superintendence of Securities. The main characteristics of the issues are:

	International Bond (US Bonds)	Local Bond (CR Bonds)
Issue amount	US$300,000,000	US$50,750,000
Balance at 31.12.2022	US$229,797,000	US$32,814,950
Balance at 30.09.2023	US$221,160,000	US$29,673,525
Interest rate	7.375%	6.80%
Maturity	December 31, 2030	June 30, 2027
Currency	United States Dollars	
Interest frequency	Semi-annual	
Interest payment date	June 30 and December 30	

This transaction has been accounted for in accordance with International Financial Reporting Standards (IFRS) at amortized cost as of September 30, 2023 and December 2022, bearing interest according to the effective interest rate method.

The amortized cost as of September 30, 2023 and December 31, 2022 is as follows:

		September 30, 2023	December 31, 2022
International bond		221,221,881	225,225,079
Local bond		29,584,380	32,016,543
Sub-Total		**250,806,261**	**257,241,622**
Less: Current portion of the long- term debt			
International bond		17,664,445	17,556,397
Local bond		6,426,698	6,386,757
Less: Interest payable			
International Bond		4,411,836	-
Local Bond	10	616,521	-
Sub-total		**29,119,500**	**23,943,154**
Total		**221,686,761**	**233,298,468**

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

	International Bond (US Bonds)	Local Bond (CR Bonds)
Less than 1 year	18,444,000	6,678,700
Between 1 and 3 years	40,476,000	14,534,800
Between 3 and 5 years	60,411,000	8,460,025
More than 5 years	101,829,000	-
Total	**221,160,000**	**29,673,525**

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.

c. The Debt Service Coverage Ratio with respect to the most recently completed Calculation Period is equal to or greater than 1.20 (June 2023: 1.09) (1.00 in December 2022).

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 Reserves Accounts should be funded in an aggregate amount not higher than the Debt Service Reserve Required Amount and the O&M Reserve Account should be funded in an aggregate amount higher than the O&M Reserve Required Amount.

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. Maintaining the project in good condition.
b. Keeping insurance and relevant permits up to date.
c. Complying with regulatory requirements.
d. Maintaining guarantees.
e. Conducting business.
f. Complying with the reporting obligation, including the presentation of financial statements.
g. Complying with the repayment obligation, including scheduled amortization and payments.
h. Being continuously committed to the business.
i. Maintaining authorized auditors.
j. Timely filing all the required tax returns.
k. Financing certain reserves and other accounts in accordance with the Irrevocable Guarantee Trust and Account Management Agreement (Note 20).
l. Maintaining 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. Limitation to the sale of assets.
f. Limitation to transactions with stockholders and affiliates.
g. Restrictions in mergers, consolidation, liquidation or dissolution transactions.
h. Restrictions in hedge transactions with commercial or speculative purposes.
i. Restrictions related to paying in advance or paying off the debt.

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. Not paying 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. When a sentence has been pronounced, or an order or final and non-appealable arbitration award has been issued, against the Issuer or any property of the Concession exceeding the threshold amount, or when one or more sentences have been pronounced, or one or more orders or final and non-appealable arbitration awards have been issued against the Issuer of the Project, and which could, or could be reasonable expected to, result in an Adverse Material Change.
h. Inability to pay debts for an amount exceeding the 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. Not maintaining the relevant permits required for the Project.
n. Guarantees are no longer in full force of effect, and neither are any promissory notes, or any other document securing an obligation, applicable either.
o. Any event of force majeure that has materially and adversely affected the Project for two hundred seventy (270) consecutive days.

After the breach of contract occurs, and while it continues to occur, the bondholders will have certain remedies available to them (including the right to accelerate the reimbursement obligation in virtue of the bonds).

As of September 30, 2023, the Company has complied with the covenants of the loan agreement.

18. OBLIGATIONS UNDER LEASE

As of September 30, 2023 and December 31, 2022, the Company has entered into the following lease agreements and the respective assets have been recognized as right-of-use assets:

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, 2023 and December 31, 2022, the Company had extended the operation bonds, which have been assumed by the Company's stockholders. As of September 30, 2023, 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, 2024.

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, 2023, such amount is kept as a guarantee that expires on May 7, 2024.

c. ***Other Guarantees*** – Guarantee in favor of the National Concessions Board amounting to US$753,011 as a requirement to qualify for the Guaranteed Minimum Income mechanism for 2023, Guarantees were also provided for the sum of US$63,920 securing the balance of the work to be enforced. Details in Addendum No.6.

The detail of the guarantees is the following:

	Guarantee	Maturity
Environmental Performance Bond	2,300,000	May-7-24
Construction – Supplemental Contract 1	1,518,000	Apr-6-24
IMG year 2024	753,011	July-15 -24
Exploitation Sector I	46,300	May-7-24
Exploitation Sector II	126,400	May-7-24
Exploitation Sector III	77,500	May-7-24
Exploitation Additional Works	26,400	May-7-24
Addendum 6 - Balances of work to be defined by Management	63,920	Apr-30-24
Total	**4,911,531**	

20. FINANCIAL INSTRUMENTS

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

27.1 Categories of Financial Instruments

As of September 30, 2023 and December 31, 2022 the Company's financial instruments consist of the following:

	September 30, 2023	December 31, 2022
A Financial asset (valued at amortized cost):		
Cash	1,352,770	879,971
Restricted cash	17,331,580	8,988,551
Financial liabilities: (At amortized cost):		
Cash equivalents	-	26,267
Accounts receivable	3,780,818	3,954,951
Loans receivable from related parties	98,670,800	102,080,254
Financial asset - concession agreement	418,946,186	409,547,688
Total	**540,082,154**	**525,477,682**

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 Company 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 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 Colons (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 Colons, 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. ***Leverage Risk*** - 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:

	Note	September 30, 2023	December 31, 2022
Bank debt		245,777,905	257,241,622
Obligations under financial leases		154,179	218,559
Cash and cash equivalents		(18,684,350)	(9,894,789)
Net bank debt		**227,247,734**	**247,565,392**
Stockholders' equity		190,313,947	169,812,573
Leverage ratio		119%	146%

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.
The financial instrument valued at fair value were analyzed, and they classified by the valuation method, as detailed 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).

All financial assets and liabilities as of September 30, 2023 and December 31, 2022 are level 3.

21. CONTINGENT LIABILITIES

Contingent assets and liabilities are those detailed in the annual financial statements as of December 31, 2022, 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, 2023 and September 30, 2022 is the following:

	Note	September 30, 2023	September 30, 2022
Gross toll collection		69,584,124	60,626,105
Co-participation - National Concession Board		-	-
Tolls paid to own Employees		(145,210)	(146,531)
Exemptions, not under contract, granted to the Government		(623,412)	(486,020)
Net toll collection		**68,815,502**	**59,993,554**

The Company, when determining the financial asset balance (Note 8), in addition to the co- participation with the National Concession Board, does not take into consideration any amounts that correspond to tolls granted to their own employees, as well as non-contractual exempted tolls granted to the Government, and this is due to the fact that it does not receive funds for these concepts. During 2022, the Coparticipation was not paid to the National Concession 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 STATEMENTS

The financial statements have been approved by management and authorized for issue on November 21, 2023.