

Relevant Fact

Investor Relations
Inst. Investors & Research
Tel. +34 91 595 10 00
Shareholder's Office
Tel. +34 902 30 10 15
investor.relations@abertis.com

COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)

In compliance with article 228 of the Consolidated Text of the Spanish Securities Market Law, ABERTIS INFRAESTRUCTURAS, S.A. ("**Abertis**" or the "**Company**"), hereby notifies the Spanish National Securities Market Commission of the following

RELEVANT FACT

Further to the relevant fact sent to the CNMV on 9 November 2017 (official registry number 258365), Abertis hereby announces the final results and pricing of the invitation to all the holders of the outstanding €1,500,000,000 4.875% Notes due 2021 (ISIN: XS0271758301) (the "**Notes**") issued by Holding d'Infraestructures de Transport S.A.S. (the "**Company**"), a French company 100% owned by Abertis made by the Company to the holders of the Notes to offer to sell to the Company for cash Notes at the Purchase Price (the "**Tender Offer**").

The Tender Offer was made upon the terms and subject to the conditions contained in a tender offer memorandum dated 9 November 2017 (the "**Memorandum**") prepared in connection with the Tender Offer.

Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Memorandum.

Summary of Results and Pricing

Following the expiration of the Tender Offer at 5.00 p.m. (Central European Time) on 16 November 2017 (the "**Expiration Date**"), Abertis hereby announces that the Company (i) has accepted for purchase €140,200,000 in aggregate principal amount of the Notes in accordance with the terms and conditions of the Tender Offer; and (ii) has accepted in full all Offers to Sell which were validly submitted by the Expiration Date.

The Purchase Price for the Notes accepted for purchase was determined today in accordance with the terms set out in the Memorandum and reflects that the yield until maturity of the Notes on Settlement Date equals to the Purchase Yield.

The final results are as follows:

Description of Notes / ISIN	€1,500,000,000 4.875% Notes due 2021 / (ISIN: XS0271758301)
Aggregate Principal Amount Accepted	€140,200,000
Maturity Date	27 October 2021
Pro Ration Factor (if applicable)	N/A
Purchase Yield	-0.05%
Purchase Price (expressed as a percentage)	119.306%
Purchase Price (per €50,000 in principal amount)	€59,652.76

Settlement

All purchases of Notes accepted pursuant to the Tender Offer are expected to be settled on 27 November 2017 (the "**Settlement Date**") through the normal procedures of Clearing Systems. On the Settlement Date, the Company will pay, or procure the payment of, the Purchase Price and Accrued Interest to all Noteholders whose Offers to Sell have been validly accepted by the Company pursuant to the terms and conditions set out in the Memorandum, subject to receipt of the relevant Notes and to satisfaction or waiver of the New Issue Condition on or prior to the Settlement Date. The Company may, at its sole discretion, waive the New Issue Condition.

Notes in respect of which the Company has not accepted an Offer to Sell will remain outstanding subject to the terms and conditions of the Memorandum.

New issuances

Moreover, Abertis informs you that the Company has announced that it has successfully closed a notes issuance for an amount of €500,000,000 0.625% due 2023 and another issuances for an amount of €500,000,000 1.625% due 2027 (the "**New Issuances**").

The proceeds obtained in the New Issuances will be used by the Company to refinance short-term debt and other corporate purposes.

Further Information

A complete description of the terms and conditions of the Tender Offer is set out in the Memorandum. BNP PARIBAS, Citigroup Global Markets Limited and Société Générale are the Dealer Managers for the Tender Offer.

Requests for information in relation to the Tender Offer should be directed to:

DEAL MANAGERS

BNP PARIBAS

10 Harewood Avenue
London NW1 6AA
United Kingdom

Email:

liability.management@bnpparibas.com

Tel: +44 (0)20 7595 8668

Attention: Liability Management Group

Citigroup Global Markets Limited

Citigroup Centre Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Email: liabilitymanagement.europe@citi.com

Tel: +44 (0) 20 7986 8969

Attention: Liability Management Group

Société Générale

17, Cours Valmy
92987 Paris La Defense cedex
France

Tel: +33 1 4213 3240

E-mail: liability.management@sgcib.com

Attention: Liability Management

A copy of the Memorandum is available to eligible persons upon request from the Tender Agent.

TENDER AGENT

Lucid Issuer Services Limited

Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom

Tel: +44 (0) 20 7704 0880

Fax: + 44 20 3004 1590

Attention: Arlind Bytyqi / Victor Parzyjagla

Email: hit@lucid-is.com

The Dealer Managers do not take responsibility for the contents of this announcement and none of the Company or the Dealer Managers named above or the Tender Agent or any of their respective bodies, affiliates, agents or employees makes any recommendation in this announcement or otherwise as to whether or not Noteholders should submit Offers to Sell in respect of the Notes. This announcement must be read in conjunction with the Memorandum. This announcement and the Memorandum contain important information which should be read carefully before any decision is made with respect to the Tender Offer. If any holder is in any doubt as to the action it should take, it is recommended to seek its own advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent adviser.

Madrid, 17 November 2017