

COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)

In compliance with article 82 of the Spanish Securities Markets 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 on 17 June 2014 (official registry number 207314), Citigroup Global Markets Limited (the "**Offeror**") hereby announces the indicative results of its invitation to holders of the (i) €1,035,000,000 4.625% Notes due 14 October 2016 and (ii) €1,000,000,000 5.125% Notes due 12 June 2017, each issued by abertis (together, the "**Notes**" and each a "**Series**") to offer to sell to the Offeror for cash Notes at the relevant Purchase Price (the "**Solicitation of Offers to Sell**" or the "**Purchase**").

The Solicitation of Offers to Sell was made upon the terms and subject to the conditions contained in a tender offer memorandum dated 17 June 2014 (the "**Memorandum**") prepared in connection with the Solicitation of Offers to Sell. Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Memorandum.

Summary of Results

Following the expiration of the Solicitation of Offers to Sell at 4.00 p.m. (London time) on 23 June 2014 (the "**Expiration Time**"), the Offeror hereby announces its non-binding indication that (subject to confirmation by the Offeror in its sole and absolute discretion): (i) it intends to accept for purchase approximately €700,000,000 in aggregate principal amount of the Notes in accordance with the terms and conditions of the Solicitation of Offers to Sell, (ii) it intends to accept in full all Offers to Sell in respect of the 2016 Notes which were validly submitted by the Expiration Time and (iii) it intends to accept Offers to Sell in respect of the 2017 Notes which were validly submitted by the Expiration Time on a pro-rata basis, with an indicative pro-rata factor in respect of the 2017 Notes of approximately 78 per cent.

The Purchase Price for each Series of Notes accepted for purchase will be determined at or around 2:00 p.m. (London time) today in accordance with the terms set out in the Memorandum by reference to the sum of (i) the relevant Purchase Spread and (ii) the Reference Benchmark Yield.

Description of Notes / ISIN	2016 Notes (ES0211845237)	2017 Notes (ES0211845211)
Maturity Date	14 October 2016	12 June 2017
Indicative aggregate principal amount accepted for purchase	Approximately €485 million	Approximately €215 million
Indicative Pro-Ration Factor	N/A	Approximately 78%

The Offeror will announce whether it will accept for purchase Notes validly tendered in the Solicitation of Offers to Sell and, if so accepted, the aggregate principal amount of each Series of Notes accepted for purchase (if any), the pro-ration factor (if any), the Reference Benchmark Yield, the Purchase Yield, the Purchase Price and the Accrued Interest for each Series of Notes accepted for purchase as soon as practicably possible following the Pricing Time (which will take place at or around 2:00 p.m. (London time)) today.

Settlement

All purchases of Notes accepted pursuant to the Solicitation of Offers to Sell are (subject to confirmation by the Offeror in its sole and absolute discretion) expected to be settled on 25 June 2014 (the "**Settlement Date**"). On the Settlement Date, subject to the conditions of the Purchase, the Accountholders through which the relevant Noteholders have submitted the Iberclear Tender Instructions will transfer the relevant Notes in respect of which the relevant Offer to Sell has been accepted, against payment of the Purchase Price and Accrued Interest, to the relevant securities account held by or on behalf of the Offeror at Iberclear.

Notes in respect of which the Offeror does not accept an Offer to Sell will remain outstanding subject to the terms and conditions of such Notes.

Further Information

A complete description of the terms and conditions of the Solicitation of Offers to Sell is set out in the Memorandum. Citigroup Global Markets Limited, Goldman Sachs International and The Royal Bank of Scotland plc are the Dealer Managers for the Solicitation of Offers to Sell.



Requests for information in relation to Solicitation of Offers to Sell should be directed to:

DEALER MANAGERS

Citigroup Global Markets Limited

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

Tel: +44 (0) 20 7986 8969

Email:

liabilitymanagement.europe@citi.com

Attention: Liability Management Group

Goldman Sachs International

Peterborough Court
133 Fleet Street
London EC4A 2BB
United Kingdom

Telephone: +44 20 7774 9862

Email: liabilitymanagement.eu@gs.com

Attention: Liability Management Group

The Royal Bank of Scotland plc

135 Bishopsgate
London EC2M 3UR
United Kingdom

Telephone: +44 20 7085 9972

Email: liabilitymanagement@rbs.com

Attention: Liability Management Group

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

THE TENDER AGENT

Lucid Issuer Services Limited

Leroy House
436 Essex Road
London N1 3QP
United Kingdom

Tel: +44 (0) 20 7704 0880

Attention: Victor Parzyjgala / David Shilson

Email: abertis@lucid-is.com

The Dealer Managers do not take responsibility for the contents of this announcement and none of the Offeror, 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. The Company is aware of, and has no objection to, the Offeror making the Purchase. 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 Solicitation of Offers to Sell. 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.

Barcelona, 24 June 2014.

Disclaimer: Neither the Solicitation of Offers to Sell nor the Tender Offer Memorandum constitute an offer of securities or a tender offer pursuant to the Spanish Securities Markets Law, Royal Decree 1310/2005, of 4 November and Royal Decree 1066/2007, of 27 July. Therefore, neither the Solicitation of Offers to Sell nor the Tender Offer Memorandum are subject to registration with the CNMV.

The Solicitation of Offers to Sell is not conducted in any jurisdiction where it is forbidden by applicable law and, in particular, it does not constitute an offer to acquire securities or a solicitation of offers to sell to any person located or residing in the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands) (the "United States"), any State of the United States or the District of Columbia, nor does it constitute an offer or a solicitation targeted to any U.S. address. The Solicitation of Offers to Sell is subject to other selling restrictions set forth in the Tender Offer Memorandum.