

## Relevant Fact

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## ABERTIS INFRAESTRUCTURAS, S.A

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

On the date hereof the terms of an EURO 700 million issue of Notes to be made by Abertis (the "**New Notes**") under its domestic fixed income programme registered with the CNMV have been determined.

The maturity date of the New Notes will be 27 February 2025 and they will bear an annual coupon of 2.50 per cent. The New Notes have been priced at 98.702 per cent of their nominal amount and they will be admitted to listing and trading in the Spanish fixed income market AIAF-Mercado de Renta Fija.

The Joint Lead Managers of the New Notes are BANCO SANTANDER, S.A., CAIXABANK, S.A., CITIGROUP GLOBAL MARKETS LIMITED, GOLDMAN SACHS INTERNATIONAL, ING BANK N.V., MORGAN STANLEY & CO. INTERNATIONAL PLC and THE ROYAL BANK OF SCOTLAND PLC.

The New Notes will be exchanged in whole or in part for part of the existing notes issued by Abertis (whose terms are set out below) (the "**Existing Notes**") which may have been acquired by CITIGROUP GLOBAL MARKETS LIMITED through a process of solicitation of offers to sell of the Existing Notes addressed to their holders and launched on the date hereof (the "**Solicitation of Offers to Sell**"), which has been notified to the CNMV through the relevant information notification sent on 17 June 2014 (official registry number 207314). The terms of the Solicitation of Offers to Sell are set forth in a Tender Offer Memorandum dated 17 June 2014.

The Dealer Managers of the Solicitation of Offers to Sell are CITIGROUP GLOBAL MARKETS LIMITED, GOLDMAN SACHS INTERNATIONAL and THE ROYAL BANK OF SCOTLAND PLC.

Terms of the Existing Notes:

- €1,035,000,000 4.625 per cent. Notes due 14 October 2016 (ISIN ES0211845237); and
- €1,000,000,000 5.125 per cent. Notes due 12 June 2017 (ISIN ES0211845211).

Yours faithfully,

Barcelona, 17 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 Securities Markets Act, 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.