

## 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"), hereby notifies the Spanish National Securities Market Commission of the following

### RELEVANT FACT

Further to the relevant fact sent on 22 September 2015 (official registry number 228577) Holding d'Infraestructuras de Transport (the "**Company**") hereby announces the final results and pricing of its invitation to holders of its €1,150,000,000 5.75 per cent. Notes due 2018 of which €750,000,000 remains outstanding ("the **Notes**") to offer to sell to the Company for cash Notes at the Purchase Price (the "**Solicitation of Offers to Sell**").

The Solicitation of Offers to Sell was made upon the terms and subject to the conditions contained in a tender offer memorandum (the "**Memorandum**") prepared in connection with the Solicitation of Offers to Sell.

### Summary of Results and Pricing

Following the expiration of the Solicitation of Offers to Sell at 4.00 p.m (London time) on 29 September 2015 (the "**Expiration Date**"), the Company hereby announces that: it has accepted for purchase EUR 250,000,000 in aggregate principal amount of the Notes in accordance with the terms and conditions of the Solicitation of Offers to Sell on a pro-rata basis and the pro-ration factor is 0.8807.

The Purchase Price for the Notes accepted for purchase was determined at or around 11.30 a.m (London time) today in accordance with the terms set out in the Memorandum by reference to the sum (the "**Purchase Yield**") of the Purchase Spread and the Interpolated Mid-Swap Rate as follows:

ISIN	XS0602534637
Maturity Date	9 March 2018
Aggregate principal amount accepted	EUR 250,000,000
Aggregate principal amount outstanding following Solicitation of Offers to Sell	EUR 500,000,000
Purchase Price	113.328%
Accrued interest per EUR 100,000 in principal amount	EUR 3,299.18
Pro-Ration Factor	0.8807

ISIN	XS0602534637
Interpolated Mid-Swap Rate	0.084%
Purchase Spread	15 bps
Purchase Yield	0.234%

### Settlement

The applicable Purchase Price, together with Accrued Interest, will be paid to Noteholders whose Notes have been accepted for purchase by the Company. The Settlement Date is expected to be 5 October 2015.

Notes in respect of which the Company has not accepted 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. BNP Paribas, Crédit Agricole Corporate and Investment Bank, Natixis and Société Générale are the Joint Dealer Managers for the Solicitation of Offers to Sell.

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

#### JOINT DEALER MANAGERS

<b>BNP Paribas</b> 10 Harewood Avenue London NW1 6AA United Kingdom  Fax: +44 20 7595 8222  Attention: Liability Management Group  Email: liability.management@bnpparibas.com	<b>Crédit Agricole Corporate and Investment Bank</b> Broadwalk House 5 Appold Street EC2A 2DA London United Kingdom  Tel: +44 20 7214 7440  Email: liability.management@ca-cib.com
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<b>Natixis</b> BP 4 75060 Paris Cedex 02 France  Tel: +33 1 58 55 80 98 Attention: Liability Management Email: <a href="mailto:liability.management-corporate@natixis.com">liability.management-corporate@natixis.com</a>	<b>Société Générale</b> 17, cours Valmy 92987 Paris La Défense cedex France  Tel: +33 1 42 13 32 40 Attention: Liability Management Email: <a href="mailto:liability.management@sgcib.com">liability.management@sgcib.com</a>
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**A copy of the Memorandum is available to eligible persons upon request from the Tender Agent:**

**THE TENDER AGENT**

The Bank of New York Mellon  
One Canada Square  
London E14 5AL  
United Kingdom  
Tel.: +44 1202 689644  
Attention: Debt Restructuring Services  
Email: [debtstructuring@bnymellon.com](mailto:debtstructuring@bnymellon.com)

Barcelona, 30 September 2015