

**Relevant Fact**

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**COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)**

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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 number 218359 published on 6 February 2015, Abertis Telecom Terrestre, S.A.U. (a wholly-owned subsidiary of Abertis) "**ATT**" and Wind Telecomunicazioni S.p.A. ("**WIND**") have reached an agreement to acquire 90% of the shares of WIND's fully owned subsidiary "Galata", comprising its tower business consisting of its relevant functions, 7,377 towers and related contracts.

The transaction consideration amounts to €693Mn for 90% of the share capital of Galata, currently a debt-free company, in which WIND will retain a 10% stake (with a Put option right exercisable from June 2016 until 4 years after closing). The acquisition price implies a project discount rate of 9% (WACC) and complies with Abertis' strict investment criteria

The agreement with WIND includes a tower service agreement for a term of 15 years, with prices linked in the long term to the evolution of Italian CPI. As of the signing date, the annual fee per tower including fees from all mobile network operators stands at around €27,000.

ATT will finance the transaction by means of available credit lines and new debt, therefore no additional financial resources will be required from Abertis.

Through this transaction, ATT becomes Europe's largest independent wireless tower operator by number of towers, with a clear leadership in Spain and Italy, 2 of the Top 5 European markets. Moreover, this acquisition increases ATT's exposure to mobile towers, it gives ATT access to a new source of organic growth, and increases both its backlog as well as the visibility of its cash flow generation.

The closing of this transaction is subject to several administrative approvals, which in any case ATT plans to secure by the end of April of this year.

Barcelona, 2 March 2015