

## Relevant Fact

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## COMISIÓN NACIONAL DEL MERCADO DE VALORES (CNMV)

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In compliance with article 82 of the Spanish Securities Market Act, ABERTIS INFRAESTRUCTURAS, S.A. ("**abertis**" or the company), hereby notifies the Spanish National Securities Market Commission of the following

### RELEVANT FACT

Today, **abertis** (acting through its wholly-owned subsidiary Acesa Italia S.r.l.) has reached an agreement with a financial institution to execute a private placement (the "Placement") among institutional investors, of its block of 40,099,848 shares, representing 6.68% of the currently issued and outstanding share capital of Atlantia S.p.A. (the "Shares").

The sale of the **abertis**' stake in Atlantia, S.p.A. is the result of the Board of Director's decision to consider it a financial stake two years ago.

As is customary in these types of transactions, the Placement will take place under the following terms:

- (a) Target investors. The Shares are exclusively destined for institutional investors which are qualified to participate in the Placement. For the purposes of the Placement in Spain, such qualified investors are understood to be those compliant with the circumstances foreseen in article 39 of Royal Decree 1310/2005 of 4 November.
- (b) Placement procedure. The Placement will take place through a procedure known as "accelerated bookbuilding" which will commence immediately after the publication of this relevant fact and which will last no longer than two working days. During this period, the financial institution engaged will obtain indications of interest or offers for the acquisition of the Shares from potential investors.
- (c) Placement Result. Once the Placement is completed, **abertis** will publicly report its result, through a relevant fact, informing of the final sale price of the Shares.

**abertis** acquired its stake in Atlantia, S.p.A. – then called Autostrade, S.p.A.– in 1999 as a result of the Italian government's privatisation of the network managed by the concessions group. **abertis** formed part of the Schema 28 consortium – in which it held a 13.33% stake – which built an initial 30% stake into an interest of more than 50%. In 2006 **abertis** and Autostrade negotiated a merger process which

they were subsequently unable to complete. In 2008, the partners in the Schema 28 consortium (Sintonia, S.p.A, abertis, Fondazione Cassa Risparmio di Torino, UniCredito and Assicurazione Generali, S.p.A.) agreed the spin-off of the company, and abertis assumed direct control of a 6.68% stake in Atlantia.

Barcelona, 13 January 2011

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