

Relevant Fact

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COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)

In compliance with article 228 of the reinstated text of the Spanish Securities Market Act approved by Royal Decree Law 4/2015 of 23 October 2015, ABERTIS INFRAESTRUCTURAS, S.A. ("**Abertis**") hereby notifies the Spanish Securities Market Commission the following

RELEVANT INFORMATION

Further to the relevant fact sent to the CNMV on 2 November 2016 (official registry number 244280), Abertis hereby announces the final results and pricing of its invitation to holders of the €750,000,000 4.75% Notes due 25 October 2019 (the "**2019 Notes**") and the €660,000,000 4.375% Notes due 30 March 2020 (the "**2020 Notes**"), each issued by Abertis (together, the "**Notes**" and each a "**Series**") to submit offers to sell their Notes to Abertis for cash (the "**Tender Offer**").

The Tender Offer was made upon the terms and subject to the conditions contained in a tender offer memorandum dated 2 November 2016 (the "**Memorandum**"). Capitalised terms used in this announcement and not defined herein have the meanings ascribed to them in the Memorandum.

Summary of Results and Pricing

Following the expiration of the Tender Offer at 5.00 p.m. (Central European Time) on 9 November 2016 (the "**Expiration Time**"), Abertis hereby announces that: (i) it has accepted for purchase €435,000,000 in aggregate principal amount of the Notes in accordance with the terms and conditions of the Tender Offer; (ii) it has accepted for purchase €385,900,000 in aggregate principal amount of the 2019 Notes and €49,100,000 in aggregate principal amount of the 2020 Notes; (iii) it has accepted in full all Offers to Sell in respect of the 2019 Notes which were validly submitted by the Expiration Time; and (iv) it has accepted in full all Offers to Sell in respect of the 2020 Notes which were validly submitted by the Expiration Time.

The Purchase Price for each Series of Notes accepted for purchase was determined by the Dealer Managers, on behalf of Abertis, today by reference to the relevant Purchase Yield in accordance with the pricing formula set out in Annex A to the Memorandum.

The final results for each Series are set out in the table below.

Description of Notes / ISIN	2019 Notes/ ES0211845252	2020 Notes / ES0211845203
Maturity Date	25 October 2019	30 March 2020
Series Acceptance Amount	€385,900,000	€49,100,000
Pro-Ration Factor	N/A	N/A
Aggregate principal amount outstanding following the Tender Offer	€364,100,000	€610,900,000
Purchase Yield	-0.15%	-0.15%
Purchase Price (expressed as a percentage)	114.434%	115.275%
Purchase Price (for each €100,000 in principal amount)	€114,434	€115,275
Accrued Interest (for each €100,000 in principal amount)	€299.32	€2,780.82

Settlement

The applicable Purchase Price, together with Accrued Interest, will be paid to Noteholders whose Notes have been accepted for purchase by Abertis. The Settlement Date is expected to be on 17 November 2016, subject to the satisfaction or waiver of the New Issue Condition.

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

Further Information

A complete description of the terms and conditions of the Tender Offer is set out in the Memorandum. Barclays Bank PLC, BNP Paribas and Citigroup Global Markets Limited are the Dealer Managers for the Tender Offer.

Requests for information in relation to the Tender Offer should be directed to:

DEALER MANAGERS

Barclays Bank PLC

5 The North Colonnade
Canary Wharf
London E14 4BB
United Kingdom
Email: eu.lm@barclays.com
Tel: +44 (0) 20 3134 8515

Attention: Liability Management Group

BNP Paribas

10 Harewood Avenue
London NW1 6AA
United Kingdom
Email: liability.management@bnpparibas.com
Tel: +44 (0)20 7595 8668
Attention: Liability Management Group

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



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

THE TENDER AGENT

Lucid Issuer Services Limited

Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom
Tel: +44 (0) 20 7704 0880
Attention: David Shilson
Email: abertis@lucid-is.com

The Dealer Managers do not take responsibility for the contents of this announcement and none of Abertis 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. 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 Tender Offer. 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, 10 November 2016.



Disclaimer: Neither the Tender Offer nor the Memorandum constitute an offer of securities or a tender offer pursuant to the reinstated text of the Spanish Securities Market Act approved by Royal Decree Law 4/2015 of 23 October 2015, Royal Decree 1310/2005, of 4 November and Royal Decree 1066/2007, of 27 July. Therefore, neither the Tender Offer nor the Memorandum are subject to registration with the CNMV.

The Tender Offer 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), any State of the United States of America or the District of Columbia, nor does it constitute an offer or a solicitation targeted to any U.S. address. The Tender Offer is subject to other selling restrictions set forth in the Memorandum.