

**Significant event**

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

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**

**abertis** announces that the Brazilian Comissão de Valores Mobiliários (CVM) has registered the prospectus of the Mandatory Takeover Offer (MTO) of all outstanding shares of Arteris as a consequence of the change of control resulting from the acquisition of Participes en Brasil (Relevant Fact number 178225). The offerors are Brookfield Aylesbury for the first 14.9% and Participes en Brasil for the remaining 25.1% of the share capital of Arteris.

The prospectus is available at the website of **abertis**, Arteris and the CVM and can be consulted for more details on the offer, which is aimed at the 40% of the share capital of Arteris and presents two options:

- **Equal Treatment:** reproduces the same conditions per share offered to the former controlling shareholder of Arteris. Its price is equivalent to a 100% of the value per share paid to the former shareholder. Per each Arteris share, its shareholders are entitled to (i) 0.3941 **abertis** shares ("shares tranche", to be delivered in Spain); and (ii) 6.41 Real in cash ("cash tranche").
- **Cash Offer:** represents a settlement alternative voluntarily offered by the offerors, which will be settled in cash. This alternative is available to all Arteris shareholders who tender their shares up to a maximum of 5,999 shares per shareholder at a price of 16.92 Real per share.
- In both cases, the cash tranche will be updated according to the SELIC rate from 3 December 2012 until the settlement date.

With the aim to ensure that all Arteris shareholders tendering their shares receive the same treatment as the former controlling Arteris shareholder, **abertis** shares received in the context of this MTO will be subject to a lock-up period until 3 December 2013, as well as to other restrictions and/or exceptions described in the prospectus.

The offerors will have a period of up to 10 days in order to launch the offer.

With regards to the Significant Event number 188724 by which **abertis** announced the delay of the bonus share issue approved by its Shareholders' General Meeting held on 20 March 2013, and after the registration of the MTO prospectus , **abertis** announces that it expects to initiate the process associated with said issue during the second half of September 2013.

Barcelona, 5 August 2013