

Relevant fact

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National Securities Market Commission (CNMV)

In compliance with article 82 of Law 24/1988 of 28 July on the Securities Market, ABERTIS INFRAESTRUCTURAS, S.A. ("**Abertis**") hereby notifies the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) of the following

RELEVANT FACT

Pursuant to article 17 of Royal Decree 1066/2007 of 27 July on the rules for public tender offers for securities ("**Royal Decree 1066/2007**") and Circular 8/2008 of 10 December of the National Securities Market Commission, Abertis has today submitted before the National Securities Market Commission the attached request for the authorisation of its voluntary tender offer for the partial acquisition of its own shares (the "**Offer**").

In its request for authorisation of the Offer, Abertis has ratified in full all the terms and conditions in the prior announcement published on 29 July 2015. Abertis has also confirmed that the information and characteristics of the Offer have not changed and that they will be included and described in detail in the Prospectus to be published after the authorisation has been obtained.

Barcelona, 18 August 2015

*This request for authorisation is published pursuant to article 17 of Royal Decree 1066/2007 of 27 July on the rules for public tender offers for securities ("**Royal Decree 1066/2007**") and refers to a partial tender offer that is subject to the prior authorisation of the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores) (the "**National Securities Market Commission**").*

*The detailed terms and characteristics of the offer will be included in the prospectus (the "**Prospectus**") to be published after the aforementioned authorisation is obtained.*

TO THE SPANISH NATIONAL SECURITIES MARKET COMMISSION

Abertis Infraestructuras, S.A., with registered office at Avinguda de Pedralbes 17, Barcelona, which is its address for notification purposes, and holder of tax identification number A-08209769 ("**Abertis**"), duly represented by Mr. Francisco José Aljaro Navarro, of legal age and Spanish nationality, holder of tax identification number 30.474.764-V and professional address for such purposes at Avinguda de Pedralbes 17, Barcelona, acting by virtue of the power conferred upon him by the board of directors of Abertis in its meeting of 28 July 2015. A copy of the resolutions of the aforementioned meeting is submitted to the National Securities Market Commission with this request.

STATES

1. DECISION TO MAKE THE OFFER

Abertis has decided to make a voluntary tender offer for the partial acquisition of its own shares (the "**Offer**") under the terms and conditions described in this written request for authorisation and the accompanying Prospectus. The decision to make the Offer has been made by means of the resolution approved by Abertis' board of directors on 28 July 2015, under the terms and conditions detailed in the Prospectus.

2. CHARACTERISTICS OF THE OFFER

On 29 July 2015, Abertis submitted the prior announcement of the Offer to the National Securities Market Commission, which was published as relevant fact (*Hecho Relevante*) number 226,879, in accordance with article 82 of the Spanish Securities Market Law (*Ley del Mercado de Valores*), article 16 of Royal Decree 1066/2007 and Rule I of Circular 8/2008 of 10 December of the National Securities Market Commission (the "**Prior Announcement**").

The Offer is considered a voluntary offer under article 13 of Royal Decree 1066/2007.

Abertis hereby confirms all of the information relating to and characteristics of the Offer set out in the Prior Announcement. The terms and characteristics of the Offer are detailed in the accompanying Prospectus, which will be published once the aforementioned authorisation has been obtained from the National Securities Market Commission.

3. GUARANTEE OF THE OFFER

Pursuant to articles 15 and 17.1 of Royal Decree 1066/2007, Abertis has submitted to the National Securities Market Commission supporting documentation evidencing two unavailable cash deposits in Banco Santander, S.A. and CaixaBank, S.A., for a maximum joint amount of EUR 962,556,308.30, which secures full payment of the consideration for the Offer.

4. ACCOMPANYING DOCUMENTATION TO THIS REQUEST

In accordance with article 17.1 of Royal Decree 1066/2007, the following documentation is attached to this request:

- (i) A duly signed copy of the Prospectus.
- (ii) Documentation evidencing the resolutions of Abertis to make the Offer and to grant a power of attorney to the persons responsible for the Prospectus (Annex 1 of the Prospectus).
- (iii) Certificate evidencing the immobilisation of Abertis' own shares (Annex 2 of the Prospectus).
- (iv) Certificates evidencing the creation of two unavailable cash deposits, issued by Banco Santander, S.A. and CaixaBank, S.A. for the consideration for the Offer (Annex 3 of the Prospectus).
- (v) Template of the announcement to be published in the Securities Market Bulletins of the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges and in a national newspaper under the terms of article 22 of Royal Decree 1066/2007.
- (vi) A letter from Abertis in relation to the publication of the Offer (Annex 5 of the Prospectus).
- (vii) Acceptance letters from CaixaBank, S.A. as a member of the market intervening in the Offer and as the settlement entity (Annex 6 of the Prospectus).
- (viii) Certificate from the Barcelona Commercial Registry evidencing the incorporation of Abertis and its prevailing articles of association.

5. NOTIFICATIONS

Any notifications regarding this file are hereby entrusted to:

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In witness whereof,

REQUESTS

The Spanish National Securities Market Commission to consider this document, together with the Prospectus and other accompanying documentation, to have been submitted, the statements contained herein to have been made and admitted and the Offer authorised.

Barcelona, 17 August 2015

Abertis Infraestructuras, S.A.

Mr. Francisco José Aljaro Navarro