

## 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 facts sent on 17 June 2014 (official registry number 207314) and 24 June 2014 (official registry number 207522), Citigroup Global Markets Limited (the "**Offeror**") hereby announces the final results and pricing of its invitation to holders of the (i) €1,035,000,000 4.625% Notes due 14 October 2016 and (ii) €1,000,000,000 5.125% Notes due 12 June 2017, each issued by Abertis (together, the "**Notes**" and each a "**Series**") to offer to sell to the Offeror for cash Notes at the relevant Purchase Price (the "**Solicitation of Offers to Sell**" or the "**Purchase**").

The Solicitation of Offers to Sell was made upon the terms and subject to the conditions contained in a tender offer memorandum dated 17 June 2014 (the "**Memorandum**") prepared in connection with the Solicitation of Offers to Sell. Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Memorandum.

#### Summary of Results and Pricing

Following the expiration of the Solicitation of Offers to Sell at 4.00 p.m. (London time) on 23 June 2014 (the "**Expiration Time**"), the Offeror hereby announces that: (i) it has accepted for purchase €699,950,000 in aggregate principal amount of the Notes in accordance with the terms and conditions of the Solicitation of Offers to Sell, (ii) it has accepted in full all Offers to Sell in respect of the 2016 Notes which were validly submitted by the Expiration Time and (iii) it has accepted Offers to Sell in respect of the 2017 Notes which were validly submitted by the Expiration Time on a pro-rata basis, with a pro-ration factor in respect of the 2017 Notes of 78.46 per cent.

The Purchase Price for each Series of Notes accepted for purchase was determined at or around 2:00 p.m. (London time) today in accordance with the terms set out in the Memorandum by reference to the sum of (i) the relevant Purchase Spread and (ii) the Reference Benchmark Yield as follows:

<b>Description of Notes / ISIN</b>	<b>2016 Notes (ES0211845237)</b>	<b>2017 Notes (ES0211845211)</b>
<b>Acceptance Priority</b>	1	2
<b>Maturity Date</b>	14 October 2016	12 June 2017
<b>Aggregate principal amount accepted for purchase</b>	€485,050,000	€214,900,000
<b>Pro-Ration Factor</b>	N/A	78.46%
<b>Aggregate principal amount outstanding following the Solicitation of Offers to Sell</b>	€549,950,000	€785,100,000
<b>Reference Benchmark</b>	2016 Interpolated Mid-Swap Rate	2017 Interpolated Mid-Swap Rate
<b>Reference Benchmark Yield</b>	0.346%	0.395%
<b>Purchase Spread</b>	+ 5 bps	+ 15 bps
<b>Purchase Yield</b>	0.396%	0.545%
<b>Purchase Price (expressed as a percentage)</b>	109.679%	113.431%
<b>Purchase Price (per €50,000 in principal amount)</b>	€54,839.50	€56,715.50
<b>Accrued Interest (per €50,000 in principal amount)</b>	€1,609.25	€91.27

### **Settlement**

The applicable Purchase Price, together with Accrued Interest, will be paid to Noteholders whose Notes have been accepted for purchase by the Offeror. The Settlement Date is expected to be 25 June 2014.

Notes in respect of which the Offeror has not accepted an Offer to Sell will remain outstanding subject to the terms and conditions of such Notes.

### **Further Information**

A complete description of the terms and conditions of the Solicitation of Offers to Sell is set out in the Memorandum. Citigroup Global Markets Limited, Goldman Sachs International and The Royal Bank of Scotland plc are the Dealer Managers for the Solicitation of Offers to Sell.

**Requests for information in relation to Solicitation of Offers to Sell should be directed to:**

**DEALER MANAGERS**

**Citigroup Global Markets Limited**

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Canary Wharf  
London E14 5LB  
United Kingdom

Tel: +44 (0) 20 7986 8969

Email:

liabilitymanagement.europe@citi.com

Attention: Liability Management Group

**Goldman Sachs International**

Peterborough Court  
133 Fleet Street  
London EC4A 2BB  
United Kingdom

Telephone: +44 20 7774 9862

Email: liabilitymanagement.eu@gs.com

Attention: Liability Management Group

**The Royal Bank of Scotland plc**

135 Bishopsgate  
London EC2M 3UR  
United Kingdom

Telephone: +44 20 7085 9972

Email: liabilitymanagement@rbs.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**

Leroy House  
436 Essex Road  
London N1 3QP  
United Kingdom

Tel: +44 (0) 20 7704 0880

Attention: Victor Parzyjgala / David Shilson

Email: Abertis@lucid-is.com



The Dealer Managers do not take responsibility for the contents of this announcement and none of the Offeror, the Company 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. The Company is aware of, and has no objection to, the Offeror making the Purchase. 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 Solicitation of Offers to Sell. 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, 24 June 2014.

**Disclaimer: Neither the Solicitation of Offers to Sell nor the Tender Offer Memorandum constitute an offer of securities or a tender offer pursuant to the Spanish Securities Markets Law, Royal Decree 1310/2005, of 4 November and Royal Decree 1066/2007, of 27 July. Therefore, neither the Solicitation of Offers to Sell nor the Tender Offer Memorandum are subject to registration with the CNMV.**

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