

Relevant Fact

Investor Relations
Inst. Investors & Research
Tel. +34 91 595 10 00
Shareholder's Office
Tel. +34 902 30 10 15
investor.relations@abertis.com

COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)

In compliance with article 17 of the EU Regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and article 228 of the Redrafted Text of the Spanish Securities Market Law, ABERTIS INFRAESTRUCTURAS, S.A. ("**Abertis**" or the "**Company**"), hereby notifies the Spanish National Securities Market Commission of the following

RELEVANT FACT

The Company announces the call to the Extraordinary General Shareholders' Meeting to be held on first and single call on 25th July 2018, and sends the following documentation:

- Text of the call to the Extraordinary General Shareholders' Meeting which has been published today in the Official Gazette of the Mercantile Registry.
- Text of the proposed resolutions that the Board of Directors has proposed to be passed by the Extraordinary General Shareholders' Meeting.

In Madrid, on 18th June 2018.

Josep Maria Coronas Guinart
General Secretary

ABERTIS INFRAESTRUCTURAS, S.A.

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors convenes the Extraordinary General Shareholders' Meeting on the 25th day of July 2018 at 17:00 p.m., at Abertis Infraestructuras, S.A.'s registered office, Paseo de la Castellana 39, Madrid, on first and single call, under the following:

AGENDA

One.- Review and approval of the delisting of the shares representing the total share capital of Abertis Infraestructuras, S.A. from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges.

Two.- Share capital reduction through redemption of treasury shares.

Three.- The examination and approval of the authorization for the derivative acquisition and redemption of treasury shares.

Four.- Ratification and appointment of directors.

4.1.- Ratification and appointment of Mr Marcelino Fernández Verdes, proprietary Director.

4.2.- Ratification and appointment of Mr Peter – Wilhelm Sassenfeld, proprietary Director.

4.3.- Ratification and appointment of Mr Wilhelm Nikolaus Franziskus Pius Graf Von Matuschka, proprietary Director.

4.4.- Ratification and appointment of Mr José Ignacio Legorburo Escobar, proprietary Director.

4.5.- Ratification and appointment of Mr Ángel Manuel Muriel Bernal, proprietary Director.

4.6.- Ratification and appointment of Mr Peter Hubert Coenen, proprietary Director.

4.7.- Ratification and appointment of Mr Georg Johannes von Bronk, proprietary Director.

4.8.- Ratification and appointment of Mr Javier Carreño Orgaz, proprietary Director.

4.9.- Ratification and appointment of Mr Rudolf Christian Ferdinand Bräunig, proprietary Director.

4.10.- Ratification and appointment of Mr Mischa Bastian Horstmann, proprietary Director.

Five.- Delegation of powers to formalize all the resolutions adopted by the Meeting.

ADDENDUM TO THE NOTICE OF MEETING AND PRESENTATION OF PROPOSALS

In accordance with article 519 of the Law on Capital Companies, shareholders who represent at least three per cent of the share capital may request the publication of an addendum to the present call to the extraordinary General Shareholders' Meeting, including one or more agenda items, provided that the new items are accompanied by a justification or, where appropriate, a justified agreement proposal. This right must be exercised via certified written notification that must be received at the Corporate Secretary's Office (Paseo de la Castellana, 39, Madrid), within five days of the publication of this notice of meeting. Shareholders representing this same percentage may, within the same period, submit justifiable proposals of agreements on matters already included or to be included on the agenda of the Meeting convened.

RIGHT TO ACCESS INFORMATION

In accordance with article 518 of the Law on Capital Companies, from the publication of this notice of meeting until the date of the Meeting, shareholders who so wish may consult the information referred to in that article through the company website (www.abertis.com). In particular, the reports from Directors in relation to the proposal appearing on items two and four of the agenda, as well as all other legal documents concerning the General Meeting.

In accordance with the provisions of Articles 197 and 520 of the Law on Capital Companies, until the fifth day prior to the day on which it is planned to hold the Shareholders' General Meeting being convened, the shareholders may, in writing, pose questions and/or request any information or clarifications that they deem necessary regarding the items on the agenda or the publicly available information provided by the Company to the Spanish Stock Exchange Commission since the last General Meeting and regarding the auditor's report.

Furthermore, and in accordance with the provisions of Article 539.2 of the Law on Capital Companies, from the date of publication of this notice of meeting until the Meeting is held, a Shareholder's Electronic Forum will be hosted on the company's website. The rules for its operation, and the form that must be completed in order to participate in it, can be found on the company's website.

Shareholders are informed that, for further information regarding the method of exercising their rights in relation to the Meeting, they can contact the Corporate Secretary's Office in writing at the registered office address given above, by telephone on +34 902 30 10 15 or by email (jge2018@abertis.com).

RIGHT OF ATTENDANCE, REMOTE REPRESENTATION AND VOTE

Shareholders may attend the Meeting if they hold, individually or collectively, 1,000 or more shares that, at least five days prior to the date of the Meeting, have been recorded in the registers of the Company Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) and entities affiliated thereto.

For this purpose, the shareholders will have to bring to the Meeting the corresponding attendance issued by the entities affiliated to Iberclear or by the Company.

In accordance with article 522.3 of the Law on Capital Companies, each shareholder with voting rights in the General Meeting may be represented by any person. The power of attorney must state:

(i) In writing:

To authorise their representation in writing, shareholders shall send to the Corporate Secretary's Office (Paseo de la Castellana, 39, Madrid) the document by which they authorise their representation by proxy or the attendance card for the Meeting issued by the depositary entities, duly signed, and with the section containing the authorisation for conferring representation filled in, and which includes the request for instructions for the exercise of the right to vote and states the direction of the vote to be taken by the proxy for each of the items on the agenda. In the event that no precise instruction are given, it shall be assumed that the proxy representative will vote in favour of the proposals on the agenda. The proxy may represent more than one shareholder without limitation as to the number of shareholders represented and may cast differing votes in accordance with the instructions given by each shareholder.

(ii) By electronic means:

In accordance with the provisions of Article 522 of the Law on Capital Companies, shareholders who are entitled to attend may delegate their vote

to a shareholder or to any natural or legal person by means of electronic communication prior to the Meeting. To make use of this option, the delegating shareholder must have a certified digital signature.

Shareholders with the right of attendance and a certified digital signature who wish to delegate their representation must do so through the Company website (www.abertis.com), by following the instructions for this purpose that are specified in each of the screens of the programme drawn up for the exercise thereof.

Shareholders wishing to delegate by electronic means must prove their identity by means of a certified digital signature, in accordance with the instructions set out in the section "Extraordinary General Meeting 2018/Electronic Delegation".

The electronic delegation must be carried out at least five days before the date stated for the Meeting, i.e. before 23:59 am on the 18th day of July 2018.

If a shareholder attends the Meeting in person, any delegation which they may have previously granted shall be revoked. Likewise, a delegation can always be revoked through the same channels through which it was effected.

Shareholders with the right of attendance may cast their vote in person by attending the General Meeting, or may cast a remote vote by the following means:

(i) By post:

To exercise absentee voting rights using this means, shareholders must send their attendance card, duly completed and signed in the space reserved for the vote, to the registered office of the Corporate Secretary's Office, Abertis Infraestructuras, S.A., Paseo de la Castellana, 39, Madrid.

(ii) By electronic means:

Shareholders with the right of attendance may also exercise their right to vote electronically. To do so, shareholders must have a certified digital signature.

Electronic votes must be cast through the company website (www.abertis.com), and by following the instructions for this purpose that are specified in each of the screens of the programme drawn up for the exercise thereof.

Shareholders wishing to vote by electronic means must prove their identity through a certified digital signature, in accordance with the instructions set out in the section "Extraordinary General Meeting 2018/Electronic Vote" of the said website.

Remote voting must be carried out at least five days before the date stated for the Meeting, i.e. before 23:59 am on 18th day of July 2018.

Shareholders who cast their vote in the terms indicated shall be deemed to be present for the purposes of the constitution of the Meeting. Consequently, any previous delegations shall be understood to have been revoked and those conferred subsequently shall be deemed to have not been carried out.

Any remote votes cast shall be annulled by the physical attendance at the Meeting of the shareholder that has issued said votes, or by the disposal of their shares of which the Company has knowledge at least five days before the date set for the Meeting.

The Company reserves the right to amend, suspend, cancel or restrict the electronic voting and/or delegation mechanisms when required or imposed due to technical reasons or security concerns.

The Company shall not be liable for any damages that may be caused by overload, breakdowns, damage to lines, connection faults or similar occurrences beyond its control which temporarily prevent the use of the electronic delegation systems and/or voting by electronic means.

MINUTES OF THE MEETING

Shareholders are informed that the Board of Directors, in order to make the drawing up of the minutes of the meeting easier, has agreed to the presence of a Notary, who will attend the Meeting and take the corresponding notarised minutes, in accordance with Article 203 of the Law on Capital Companies.

PERSONAL DATA PROTECTION

In accordance with the current Spanish and European rules in terms of Protection of Personal Data, data of a personal nature on the shareholders and, where applicable, on their representatives, provided to the Company by said shareholders, their representatives or by the banks, companies and stockbrokers in which said shareholders have deposited their shares, via the entity legally authorised to draw up the accounts entries (Iberclear), shall be saved in a file under the responsibility of Abertis Infraestructuras, S.A., for the purpose of managing the development, fulfilment and monitoring of the relationship with its shareholders. The aforementioned data will be communicated to the Notary in relation to the drawing up of the notarial deed of the General Meeting and can be passed on to third parties supporting the right to information laid down by Law, or be accessible to the general public, to the extent that they are reflected in the documentation available on the website www.abertis.com or arised at the General Meeting.

The entire General Meeting can be recorded and disseminated via the Abertis Infraestructuras, S.A. website (www.abertis.com) and by other means. Attendance of the General Shareholders' Meeting implies that attendees have given their consent to the recording and dissemination of their image.

The shareholders are also hereby informed of the possibility of exercising their rights recognized under the current Spanish and European rules in terms of Protection of Personal Data by writing to Abertis Infraestructuras, S.A., Paseo de la Castellana, 39, 28046, Madrid (ref. Personal Data), stating the right which is exercised and including a copy of the National Identity Card or alternative identity document.

In Madrid, on this 15th day of June 2018.

The Secretary of the Board of Directors



PROPOSAL OF AGREEMENTS FOR THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING OF ABERTIS INFRASTRUCTURAS, S.A. WHICH WILL TAKE PLACE ON THE 25th DAY OF JULY 2018

One.- Review and approval of the delisting of the shares representing the total share capital of Abertis Infraestructuras, S.A. from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges.

Pursuant to the provisions of the prospectus (*the **Prospectus***) containing the terms and conditions of the voluntary takeover bid for the Company's shares launched by HOCHTIEF Aktiengesellschaft (***HOCHTIEF***) (*the **Offer***), which was authorized by the National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) (***CNMV***) on 12 March 2018 and amended on 12 April 2018 by means of a supplement to the Prospectus, and which obtained a positive result since it was accepted by 78.79% of the Company's share capital (being the participation of HOCHTIEF in the Company as of 13th June 2018 of 92.8% of the Company's share capital deducting treasury shares), it is agreed:

- a) To approve the delisting of the shares representing the Company's share capital on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, pursuant to the provisions of article 82 of the Consolidated Text of the Spanish Securities Market Act (*Ley de Mercado de Valores*).
- b) To request that the CNMV applies the exception to the obligation to launch a delisting takeover bid, in accordance with the provisions of article 11.d) of Royal Decree 1066/2007, of 27 July, on the rules governing takeover bids for securities (***RD 1066/2007***), stating to this effect the following:
 - (i) That HOCHTIEF expressed its intention to delist the shares of the Company in the Prospectus.
 - (ii) That the price at which the Offer was made has been justified by independent valuation reports issued by KPMG Advisors, S.L., on 6 March 2018 and 10 April 2018, in accordance with paragraphs 5 and 6 of Article 10 of the RD 1066/2007.
 - (iii) That the shareholders have been facilitated the sale of all the Company's shares by means of a standing purchase order (*the **Purchase Order***) that complies with the provisions of article 11.d) of Royal Decree 1066/2007 since:
 - i. it has been launched at a price of 18.36 euros per share, the same price at which the Offer was made;

- ii. it has been launched before the 25th day of June 2018 and will be maintained at least until the 25th day of July 2018, thereby complying the obligation to maintain such order for, at least, one month in the subsequent six-month period following completion of the Offer; and
 - iii. it has been addressed to all of the shares of the Company that are not, directly or indirectly, owned by HOCHTIEF, since there are no convertible debentures nor other securities giving rise to the subscription or acquisition of shares in the Company.
- c) File with the CNMV the delisting application of the shares representing the total share capital of the Company from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges in accordance with the exception provided in article 11.d) of Royal Decree 1066/2007, after the Purchase Order has been facilitated.
- d) Regardless of the procedure through which the Company's shares are delisted, it is approved to empower the Chairman, the Executive Director, the Secretary and the Vice-Secretary of the Board of Directors of the Company so that any of them, jointly and severally, in the broadest terms permitted by law, may carry out any and all of the following actions and powers:
 - i) File and process all the files, applications, requests and other necessary documentation before the CNMV, the Governing Companies of the corresponding Stock Exchanges, the Securities Registration, Clearing, and Liquidation Systems Management Company (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores*) (**Iberclear**), any other participating entities, adhered to and/or in charge of the book-entry records or other public or private bodies, to follow and request the verification process in all its procedures, until its completion and, in general, to sign all types of documents, to carry out all the acts, contracts, proxies, carry out all the communications and adopt all the agreements and measures it deems necessary or convenient to accomplish the exclusion procedure and, where appropriate, the Purchase Order in the terms above indicated.
 - ii) Appear before the CNMV, the Governing Companies of the corresponding Stock Exchanges, Iberclear and any other public or private authorities, bodies or entities, signing to that effect any documents, public or private, that may be necessary or merely convenient to achieve the delisting of the Company's shares and, where

appropriate, the formalization of the Purchase Order, and carry out and comply with any procedures and actions that may be necessary or convenient for the execution and successful completion of the foregoing agreements, including but not limited to, , specifying and completing all terms and conditions thereof that have not been covered by the General Shareholders' Meeting and formalising the documents required in this line, as well as clarifying, specifying and interpreting their content and rectifying any defects, omissions or errors that may be assessed or revealed by the CNMV, the Commercial Registry and/or any other public or private competent body.

- iii) Represent the Company before any other bodies, public offices, registers, public or private entities, national or foreign, before which it is necessary to carry out any actions relating to the delisting of the Company's shares and, where applicable, the Purchase Order.
- iv) To contract and publish the announcements that may be necessary to give coverage to the delisting procedure, where appropriate, the launching of the Purchase Order.
- v) To delegate to the Board of Directors, with express power of substitution in any of its members, the power to appoint, at its discretion, once the Company's shares are delisted from the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and as long as the Company's shares continue to be represented in book entry form, the member of Iberclear entrusted with keeping the book-entry records of the Company's shares, with express delegation for the negotiation and signing of the corresponding contracts, with express power to fix and agree the economic terms.
- vi) Carry out any supplementary or ancillary acts that may be necessary or convenient for and until the effective conclusion of the delisting procedure of the Company's shares and, where applicable, the completion of the Purchase Order, including, but not limited to, the entry into with credit institutions, or any other entities, of brokerage, agency and/or deposit contracts, operating instructions and any other agreements that are necessary or convenient for these purposes.

Two.- Share Capital reduction through redemption of treasury shares

The Board of Directors approves the reduction of the Company's share capital by an amount of 236,447,811 euros, through the redemption of 78,815,937 shares held by the Company in treasury, with a value of three (3) euros each and representing 7.9581% of the Company's share capital on the date of approval of the resolution by the General Meeting.

Consequently, once the capital reduction has been executed, Article 6 of the Articles of Association, relating to share capital, will be amended to reflect the sum of share capital and the number of shares outstanding resulting from the execution of the share capital reduction.

The share capital reduction through the redemption of treasury shares is carried out against voluntary or unrestricted reserves, with the corresponding allocation of a reserve for redeemed capital for an amount equal to the value of the treasury shares effectively redeemed which will only be available if the requirements for the reduction of share capital, in accordance with the provisions of paragraph c) of article 335 of the Spanish Companies Act are complied with. In accordance with the aforementioned article, the Company's creditors do not have the right of opposition provided under article 334 of the Spanish Companies Act.

Given that the shares to be redeemed are owned by the Company, the share capital reduction does not imply the return of contributions.

On the other hand, it is resolved to empower the Board of Directors, with express power of substitution in favour of the Executive Director, the Chairman of the Board of Directors, the Secretary and the Vice-Secretary of the Board of Directors or in any other person empowered by the Board of Directors, so that, within a period not exceeding 5 months from the approval of this resolution, and provided that there are no legal or contractual obstacles to its implementation, he/she may proceed to its execution, and may determine those matters that have not been expressly established in it or that are the result of it.

For illustrative purposes, the following powers are delegated to the Board of Directors, with express powers of substitution in favour of the Executive Director, the Chairman of the Board of Directors, the Secretary and the Vice-Secretary of the Board of Directors or to any other person empowered by the Board of Directors:

- a) Indicate the date on which the resolution approved herein to reduce the share capital must be implemented, which shall take place in any event within 5 months of its approval.
- b) Appoint the company or companies that undertake the roles of agent entity and/or financial advisor of the capital reduction, and sign for this purpose as many contracts and documents as necessary.

- c) Declare the share capital reduction closed and executed, and appear before a public notary to grant the corresponding deed of share capital reduction.
- d) Amend Article 6 of the Articles of Association, relating to share capital, to adjust it to the result of the implementation of the share capital reduction.
- e) Carry out any actions that may be necessary or appropriate to execute and formalize the capital reduction before any public or private entities or bodies, Spanish or foreign, including acts to declare, complement or correct defects or omissions that may prevent or hinder the full effectiveness of the foregoing agreements. To draft, subscribe and submit any additional or complementary documentation or information required to the CNMV, the Stock Exchanges, the National Securities Codification Agency (*Agencia Nacional de Codificación de Valores*) and Iberclear.

Three.- The examination and approval of the authorisation for the derivative acquisition and redemption of treasury shares

Authorize the Board of Directors of the Company to directly or indirectly acquire, through other companies, the Company's own shares and the corresponding pre-emptive subscription rights, by any of the means permitted by law (such as, but not limited to, sale and purchase, swap and court-ordered sale in lieu), provided that the nominal value of the treasury shares acquired by way of this authorization, together with the ones already held by the Company and its wholly owned subsidiaries, does not exceed 10% of the Company's share capital at the time of the acquisition, for a maximum price of 18.36 euros per share and for a maximum period of five (5) years, as from the date on which this resolution is approved by the General Shareholders' Meeting of the Company. All of the foregoing subject to the remaining limits and requirements set forth in the current Spanish Companies Act, which supersedes the previous authorization approved by the Company's General Shareholders' Meeting held on 1st April 2014.

It is formally stated that this authorization to acquire treasury stock may be used either, in whole or in part, for the acquisition of Company's shares that are to be delivered or transferred to directors, executives or employees of the Company and/or other Abertis Group companies, in order to implement the remuneration system consisting of the delivery of shares and/or, where appropriate, the granting of share option rights.

Furthermore, resolve and approve to authorize the Board of Directors of the Company to exercise, in broad terms, the authorization provided in this resolution and to carry out all other provisions

contained therein and, when appropriate, to delegate the exercise of this authorization and the related provisions, in the manner it deems appropriate, in favour of the Chairman and the Executive Director, to any other Director, to the Secretary, to the Vice-Secretary of the Board of Directors or to any other person or persons expressly empowered by the Board of Directors for this purpose.

In case the acquisition of treasury stock takes place, the Board is empowered to redeem the treasury stock that the Company may hold and, consequently, reduce the share capital against profits or free reserves for the amount considered appropriate or necessary at any given time, up to the maximum amount of treasury stock existing at any given time.

The Board of Directors is authorized to execute the foregoing resolution in order to reduce capital, and may do so, on one or more occasions within a maximum period of five (5) years following the date of approval of this resolution, carrying out all the procedures, formalities and authorizations required by the Capital Companies Act and other applicable provisions, moreover, it is authorized to carry out the same within the period and limits established for such execution, once the date of the specific capital reduction(s) is set, including timing and suitability; establish the reduction amount; determine the purpose of the share capital reduction, providing, where appropriate, the guarantees complying with the legal requirements; amend Article 6 of the Articles of Association to reflect the new share capital amount; and, in general, adopt any resolutions that may be necessary for the purposes of said amortization and subsequent capital reduction; appoint the persons who may be involved in its formalization.

Four.- Ratification of directors

4.1.- In accordance with the proposal made by the Board of Directors, prior favourable report by its Appointments and Remuneration Committee, to ratify the appointment by co-optation in the capacity of proprietary Director at the proposal of Hochtief Aktiengesellschaft of Mr Marcelino Fernández Verdes proposed by the Board of Directors on the 18th day of May 2018, for the statutory term of four years to cover the vacancy arising from the resignation of Mr Marcelino Armenter Vidal, who was appointed for a period of five years counting from the 20th day of March 2013.

4.2.- In accordance with the proposal made by the Board of Directors, prior favourable report by its Appointments and Remuneration Committee, to ratify the appointment by co-optation in the capacity of proprietary Director at the proposal of Hochtief Aktiengesellschaft of Mr Peter – Wilhelm Sassenfeld proposed by the Board of Directors on the 18th day of May 2018, for the statutory term of four years to cover the vacancy arising from the

resignation of Mrs Susana Gallardo Torrededia, who was appointed for a period of four years counting from the 1st day of April 2014.

4.3.- In accordance with the proposal made by the Board of Directors, prior favourable report by its Appointments and Remuneration Committee, to ratify the appointment by co-optation in the capacity of proprietary Director at the proposal of Hochtief Aktiengesellschaft of Mr Wilhelm Nikolaus Franziskus Pius Graf Von Matuschka proposed by the Board of Directors on the 18th day of May 2018, for the statutory term of four years to cover the vacancy arising from the resignation of Mr Juan-José López Burniol, who was appointed for a period of four years counting from the 12th day of April 2016.

4.4.- In accordance with the proposal made by the Board of Directors, prior favourable report by its Appointments and Remuneration Committee, to ratify the appointment by co-optation in the capacity of proprietary Director at the proposal of Hochtief Aktiengesellschaft of Mr José Ignacio Legorburo Escobar proposed by the Board of Directors on the 18th day of May 2018, for the statutory term of four years to cover the vacancy arising from the resignation of G3T, S.L. represented by Mrs Carmen Godia Bull, who was appointed for a period of four years counting from the 3rd day of April 2017.

4.5.- In accordance with the proposal made by the Board of Directors, prior favourable report by its Appointments and Remuneration Committee, to ratify the appointment by co-optation in the capacity of proprietary Director at the proposal of Hochtief Aktiengesellschaft of Mr Ángel Manuel Muriel Bernal proposed by the Board of Directors on the 18th day of May 2018, for the statutory term of four years to cover the vacancy arising from the resignation of Mr Salvador Alemany Mas, who was appointed for a period of five years counting from the 20th day of March 2013.

4.6.- In accordance with the proposal made by the Board of Directors, prior favourable report by its Appointments and Remuneration Committee, to ratify the appointment by co-optation in the capacity of proprietary Director at the proposal of Hochtief Aktiengesellschaft of Mr Peter Hubert Coenen proposed by the Board of Directors on the 18th day of May 2018, for the statutory term of four years to cover the vacancy arising from the resignation of Mr Enrico Letta, who was appointed for a period of five years counting from the 3rd day of April 2017.

4.7.- In accordance with the proposal made by the Board of Directors, prior favourable report by its Appointments and Remuneration Committee, to ratify the appointment by co-optation in the capacity of proprietary Director at the proposal of Hochtief Aktiengesellschaft of Mr Georg Johannes von Bronk proposed by the Board of Directors on the 18th day of May 2018, for the statutory term of four years to cover the vacancy arising from the resignation of Mrs Mónica López-Monís Gallego, who was appointed for a period of five years counting from the 20th day of March 2013.

4.8.- In accordance with the proposal made by the Board of Directors, prior favourable report by its Appointments and Remuneration Committee, to

ratify the appointment by co-optation in the capacity of proprietary Director at the proposal of Hochtief Aktiengesellschaft of Mr Javier Carreño Orgaz proposed by the Board of Directors on the 18th day of May 2018, for the statutory term of four years to cover the vacancy arising from the resignation of Mr Antonio Viana-Baptista, who was appointed for a period of four years counting from the 3rd day of April 2017.

4.9.- In accordance with the proposal made by the Board of Directors, prior favourable report by its Appointments and Remuneration Committee, to ratify the appointment by co-optation in the capacity of proprietary Director at the proposal of Hochtief Aktiengesellschaft of Mr Rudolf Christian Ferdinand Bräunig proposed by the Board of Directors on the 18th day of May 2018, for the statutory term of four years to cover the vacancy arising from the resignation of Mrs María Teresa Costa Campi, who was appointed for a period of five years counting from the 20th day of March 2013.

4.10.- In accordance with the proposal made by the Board of Directors, prior favourable report by its Appointments and Remuneration Committee, to ratify the appointment by co-optation in the capacity of proprietary Director at the proposal of Hochtief Aktiengesellschaft of Mr Mischa Bastian Horstmann proposed by the Board of Directors on the 18th day of May 2018, for the statutory term of four years to cover the vacancy arising from the resignation of Mr Carlos Colomer Casellas, who was appointed for a period of five years counting from the 20th day of March 2013.

Five.- Delegation of powers to formalise all the resolutions adopted by the Meeting.

To delegate jointly and severally to the Chairman, the Executive Director, the Secretary and the Vice-Secretary of said management body, whatever powers are required for the formalisation and execution of the agreements adopted by the General Meeting in the fullest terms and, consequently, for the execution of whatever public or private documents are required, in particular authorising them to remedy any possible errors or omissions, executing whatever acts may be necessary until registration of the agreements of the present General Meeting, as required by the Mercantile Registry.

In Madrid, the 15th day of June 2018.