

COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)

In compliance with article 228 of the Consolidated 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

Partícipes en Brasil II, S.L. (the "Offeror"), a company controlled by **Abertis** (51%) and Brookfield Brazil Motorways Holdings SRL (49%), which holds shares representing 69.26% of the total and voting share capital of Arteris S.A. ("Arteris" or the "Company"), hereby informs that, on May 17th, 2016, the auction of the public tender offer for the acquisition of up to the totality of the outstanding ordinary shares issued by the Company for the cancelation of its registration in category "A" and conversion into category "B", was held at the BM&FBovespa S.A. – Bolsa de Valores, Mercadorias e Futuros ("BM&FBOVESPA").

As a result of the Auction, Partícipes en Brasil II, S.L. will acquire 52,380,129 ordinary shares issued by the Company, representative of 15.2% of the Company's capital stock and of 96% of the Shares Object of the Tender Offer, as defined in item 3.5 of the Tender Offer Announcement. The shares will be acquired at the price of R\$10.06 per share (the "Tender Offer Price"), totalling the amount of R\$ 526,944,097.74, corresponding of a cash out for Abertis of around €68Mn. As a consequence, the Company will be delisted from the Novo Mercado in accordance with the terms of the Announcement of Public Tender Offer disclosed on April 15th, 2016 (the "Tender Offer Announcement").

After the closing of the offer, Abertis and Brookfield Brazil Motorways Holdings will hold through Partícipes en Brasil I and Partícipes en Brasil II, 84.5% of Arteris.

Given that the number of common shares acquired by the Offeror at the Auction exceeds the minimum of 2/3 of the Shares for the Conversion of Category, as defined in item 3.4 of the Tender Offer Announcement, the Company will take necessary steps to cancel its registration as an Category A issuer of securities and convert it into a Category B registration, pursuant to the manner and timeframe set forth in CVM Instruction number 480/2009 (the "Registration Conversion").

The shares issued by the Company will cease to be traded on the Novo Mercado Special Corporate Governance listing segment of the BM&FBOVESPA as of the day after of the conclusion of the Auction, and will then be traded in the traditional segment of the BM&FBOVESPA until CVM's notification regarding the approval of the Registration Conversion.

Barcelona, 18 May 2016