

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

SIGNIFICANT EVENT

After having obtained all the necessary administrative authorizations and consents by financial institutions, **abertis** and Brookfield Brazil Motorways Holdings SRL acquired yesterday a 51% and 49% stake respectively of Participes en Brasil, S.L. (Participes), a fully owned subsidiary of OHL Concesiones up to date. Participes owns a 60% stake in OHL Brasil, the listed Brazilian company that owns OHL's toll road concessions in Brazil. The assets integrated in **abertis'** current network are nine toll road concessions with a total length of 3,226 km, with four concessions depending on the State of São Paulo: Autovias, Centrovias, Intervias and Vianorte, and five concessions depending on the Federal network: Autopista Fernão Dias, Autopista Regis Bittencourt, Autopista Litoral Sul, Autopista Planalto Sul and Autopista Fluminense.

The transaction has been structured in two phases. During a first phase **abertis** has acquired a 100% stake in Participes and in exchange OHL Concesiones has received a 10% of the share capital of **abertis** that the Company held as treasury stock and Euro 10.7 million in cash and **abertis** has assumed liabilities owed to Participes for an amount of Euro 504.1 million. These liabilities are associated with a bank financing for the amount of R\$1,230 million held by Participes.

During a second phase, **abertis** has transferred a 49% stake in Participes to Brookfield, as well as a 49% of the aforementioned liabilities owed to Participes, and **abertis** has received from Brookfield Euro 362.4 million in cash and **abertis** shares representing 0.8% of the share capital of the Company previously acquired by Brookfield. This percentage will remain as treasury shares of **abertis**.

As a consequence of the change of control of OHL Brasil resulting from this transaction and pursuant to applicable Brazilian legislation, Participes will request within a maximum period of 30 days the approval and registration by the Brazilian Securities Commission (CVM) of a public tender offer for the acquisition of all outstanding shares of OHL Brasil (MTO).

Participes will ensure that the MTO offers OHL Brasil shareholders the same terms and conditions accepted by OHL Concesiones upon completion of the transaction. In order to meet the shares delivery component of the MTO, **abertis** will not issue new shares.

abertis and Brookfield have the intention to keep OHL Brasil shares listed on Novo Mercado of BM&FBovespa, where they are currently listed, as this is a mandatory tender offer with no intention to delist its shares.

abertis will inform OHL Brasil shareholders and the market in general of any relevant fact or circumstance related to this transaction and the MTO.

Barcelona, 4 December 2012