

## 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

The Board of Directors of **abertis** has given the green light for the integration project of OHL's toll road assets in Brazil.

In order to undertake this transaction, **abertis** has on 4 August reached an agreement with Brookfield Infrastructure for the joint acquisition from OHL of the company Partícipes en Brasil, S.L. owner of a 60% stake in OHL Brasil, the listed Brazilian company that owns OHL's toll road concessions in this country.

**abertis** and Brookfield Infrastructure will acquire a 51% and 49% stake respectively of Partícipes en Brasil by handing over a 10% of **abertis** shares to OHL, assuming liabilities for the amount of Euro 504 million and paying Euro 10.7 million in cash. In order to carry out this transaction, **abertis** will put at Brookfield Infrastructure's disposal up to 4.9% of **abertis** shares currently held as treasury stock.

**abertis** understands that, pursuant to applicable Brazilian legislation, the current transaction structure might imply once closed the launch of a takeover bid for the rest of OHL Brasil shares. As soon as this transaction is effectively completed and the Brazilian regulator states its opinion, **abertis** will inform the market accordingly.

In the context of this transaction, the three significant shareholders of **abertis** (la Caixa, CVC and OHL) have committed to both Brookfield Infrastructure and **abertis** not to buy **abertis** shares, except under some specific circumstances, until 31 December. **abertis** has in turn made the same commitment to Brookfield Infrastructure of not to buy its own shares.

At market prices, this transaction implies an Enterprise Value/EBITDA multiple of approximately 7.0x, and meets the Company's strict return and value creation criteria.

Finally, by this transaction **abertis** increases its geographical diversification, with its Spanish toll roads generating only 27% of its revenues.

The closing of this transaction is subject to several administrative approvals and consents by third parties associated with the financing, which in any case the Company plans to secure during this year.



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**abertis** will provide further details on this transaction in an **institutional presentation** to be held during the **first half of September**. Presentation details will be announced in due course.

Barcelona, 6 August 2012