

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 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

Abertis has reached an agreement with Macquarie SBI Infrastructure Investments and the SBI Macquarie Infrastructure Trust for the acquisition of controlling stakes in two toll-road concessionaires in India, namely a 74% stake in **Jadcherla Expressways Private Limited ("JEPL")** and a 100% stake in **Trichy Tollway Private Limited ("TTPL")** for €128Mn.

This agreement is subject to the completion of certain conditions, including the consent of companies' lenders.

Two key road corridors for the country

The assets are located in the states of Tamil Nadu and Telangana, two regions with economic growth rates above the average for India and with GDP levels that are amongst the highest in the country.

JEPL operates on a concession basis a section of the NH-44 highway in the central-southern State of Telangana. The toll road is part of the main North-South traffic corridor and connects the country's two main technology hubs, Hyderabad and Bangalore. 58 kilometers in length, it runs through a highly industrialized and commercial area where the mining sector has a large footprint. Its ADT (2016E) is ~21,000 vehicles.

TTPL is the concessionaire for a 94-kilometer stretch of the NH-45 highway in the state of Tamil Nadu in the far South of the country. This state has seen its per capita income rise by 8% in the last decade, and it is also a destination that attracts large numbers of tourists. This highway is a key corridor for the country and connects the industrial areas of Trichy and Maduray with the state capital, Chennai. It has an ADT (2016E) of ~17,000 vehicles.

The two concessions run until 2026.



A market with significant growth potential

India represents a unique opportunity to enter a fast-expanding market with robust foundations, a stable legal framework and a growing population.

The country is expected to experience significant population growth over the coming decade and to overtake China as the world's most populous country. According to forecasts, it could also be the world's fastest-growing economy among the top ten globally.

The country needs to develop major new infrastructures due to its socioeconomic growth in recent years. In this sense, the Indian government is carrying out wide-ranging reforms to modernize the economy and has a plan to develop over 50,000 kilometers of roads. Meanwhile, foreign investment has continued to grow year after year as a testament of the country's investment appeal.

In recent years, India has favored the public-private partnership model to modernize its network, promoting collaboration with the private sector and applying pay per use methods to satisfy the country's financing needs.

Acquisition rationale and impact on Abertis

This acquisition reinforces Abertis position as a sector global leader with a diversified portfolio of toll roads and creates a platform in a dynamic market with high growth potential, solid macroeconomic fundamentals, and an significant demographic expansion.

These assets will enable Abertis to build a growth platform with local knowledge, opening the opportunity to be part of the country's ambitious national modernization plan of more than 50,000 kilometers scheduled by the federal government for the coming years. This plan is a response to the improvement of socioeconomic indicators, which includes the expansion of the freight transport and the size of the vehicle fleet of the country. India also offers good opportunities in terms of the toll roads secondary market.



TTPL and JEPL are brownfield assets with limited alternative routes, mature margins, solid capital structure, low capex requirements, tariffs adjusted by inflation and regulated by the National Highways Authority of India (NHAI).

In financial terms, this acquisition will enable Abertis to consolidate around €30Mn in annual revenues and ~€25Mn in EBITDA in addition to ~€85Mn in Net Debt. These assets will be fully consolidated in Abertis accounts.

The addition of these assets to the Abertis portfolio will allow the company to deploy its industrial know-how and is aligned with the Group's commitment to its 2015-2017 Strategic Plan, entering one of its target markets and demonstrating its ability to invest with financial discipline in order to create value for shareholders.

Barcelona, 27 December 2016