

**OTHER RELEVANT  
INFORMATION**

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**COMISIÓN NACIONAL DEL MERCADO DE VALORES (CNMV)**

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In compliance with article 227 of the Redrafted Text of the Spanish Securities Market Law, ABERTIS INFRAESTRUCTURAS, S.A. (the "**Company**"), notifies

**OTHER RELEVANT INFORMATION**

The Company announces the resignation to the position of Director presented by Mr. Fabio Cerchiai on 6 May 2022 and with effects from that date.

Likewise, the Company communicates that the Board of Directors, at its meeting held on 26 May 2022, has agreed to appoint Mr. Claudio Boada Pallerés as Director of the Company filling, by co-optation, the vacancy produced as a result of Mr. Fabio Cerchiai's resignation.

Additionally, the Company communicates that the Board of Directors, at its meeting held on the same date, has resolved to call the Extraordinary General Shareholders' Meeting, which will be held at its registered office, on first and single call on 28 June 2022 at 11:00 am. Attached is the full text of the call to the meeting.

In Madrid, on 27 May 2022.

Miquel Roca Junyent  
Secretary of the Board of Directors

## **ABERTIS INFRAESTRUCTURAS, S.A.**

### **EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING**

The Board of Directors, according to its resolutions dated 26 May 2022, has decided to convene the Extraordinary General Shareholders' Meeting on 28 June 2022 at 11:00 am, at Abertis Infraestructuras, S.A.'s registered office, Paseo de la Castellana 89, 9<sup>th</sup> floor, Madrid, on first and single call.

The Board considers that the best way to ensure that shareholders can exercise their rights, with full guarantees for their health and for the health of others, is to responsibly recommend: (i) not to physically attend the General Meeting and to follow the development of the General Meeting by means of the full live broadcast on the corporate website ([www.abertis.com](http://www.abertis.com)), and (ii) that they exercise their attendance and voting rights through the mechanisms made available to them through the telematic means described in this announcement and on the Company's website.

The Extraordinary General Shareholders' Meeting will be held under the following:

#### **AGENDA**

**One.-** To ratify the appointment by co-optation of Mr. Claudio Boada Pallerés as member of the Board of Directors of the Company.

**Two.-** To amend the Articles of Association to include a Second Additional Disposition that sets at one year the term of office of the directors appointed in their office by the Extraordinary General Meeting held in June 2022.

**Three.-** To set at nine the number of members of the Board of Directors.

**Four.-** To appoint four new members of the Board of Directors of the Company:

4.1. Appointment of the First New Director.

4.2. Appointment of the Second New Director.

4.3. Appointment of the Third New Director.

4.4. Appointment of the Fourth New Director.

**Five.-** Delegation of powers to formalize all the resolutions adopted by the General Shareholders' Meeting.

## **SUPPLEMENT TO THE CALL**

In accordance with article 172 of the Law on Capital Companies, shareholders representing at least five percent of the share capital may request that a supplement to this call be published, including one or more items on the agenda. The exercise of this right must be made by means of reliable notification that must be received at the registered office, Corporate Governance department (Paseo de la Castellana, 89, 9<sup>th</sup> floor, Madrid), within five days following the publication of this call.

## **RIGHT TO INFORMATION**

In accordance with the provisions of Article 197 of the Law on Capital Companies and in the Company's Articles of Association, until the seventh day prior to the day on which it is planned to hold the Shareholders' General Meeting being convened, shareholders (attending personally or remotely) may, in writing or orally during the meeting, may pose questions and/or request any information or clarifications as they deem necessary from the Board of Directors regarding the items on the agenda.

Shareholders are informed that, for further information regarding the method of exercising their rights in relation to the Meeting, they can contact the Corporate Governance department of Abertis, by telephone on +34 93.230.50.00 or by email ([jge2022@abertis.com](mailto:jge2022@abertis.com)).

## **RIGHT OF ATTENDANCE, REPRESENTATION AND VOTE**

### **1.- Right of attendance.**

Shareholders may attend the Meeting, physically or by telematic means, 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.

a) Shareholders who wish to attend physically the Meeting shall:

- Inform the Company, by sending a written notice addressed to the registered office, Corporate Governance Department, Abertis Infraestructuras, S.A., Paseo de la Castellana, 89, 9<sup>th</sup> floor, Madrid, or to the following e-mail address [jge2022@abertis.com](mailto:jge2022@abertis.com), 48 hours before the holding of a General Meeting, in order to be able to comply with the appropriate social distancing measures recommended due to the health crisis caused by COVID-19, in accordance with which the aforementioned General Meeting will be held.

- Attend the Meeting with the corresponding attendance card issued by the entities affiliated to Iberclear or by the Company with the National Identity Card or any other official document, in force, generally accepted for these purposes to prove their identity.
  
- b) Shareholders who wish to attend the meeting by telematic means shall be registered through the "Telematic attendance" section in the Company's website ([www.abertis.com](http://www.abertis.com)) before the Meeting and no later than 10:30 hours on the Meeting's date, proving their identity recognized by means of an electronic national identity card or a recognized, valid and in force electronic certificate, in accordance with the provisions of Law 6/2020, of 11 November, regulating certain aspects of reliable electronic services, together with a scanned copy of the Attendance Card issued by their bank, and follow the instructions described in the aforementioned section of the Company's website. The entire Meeting will be retransmitted in real time through the Company's website.

## **2.- Representation.**

In accordance with article 184.2 of the Law on Capital Companies, each shareholder with voting rights in the General Meeting may be represented by any person, complying with the requirements and formalities required by the Articles of Association and by the Law on Capital Companies.

Each shareholder entitled to vote at the General Meeting may be represented by any person and the proxy may be evidenced:

(i) In writing:

To authorise their representation in writing, shareholders shall send to the Corporate Governance department (Paseo de la Castellana, 89, 9<sup>th</sup> floor, 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.

ii) By electronic means:

Shareholders who are entitled to attend may delegate their representation to a shareholder or to any natural or legal person by means of electronic communication prior to the Meeting. To make use of this faculty, the delegating shareholder must have an electronic national identity card or a recognized, valid and in force electronic certificate, in accordance with the

provisions of Law 6/2020, of 11 November, regulating certain aspects of reliable electronic services.

Shareholders with the right of attendance who wish to delegate their representation must do so through the Company's website ([www.abertis.com](http://www.abertis.com)). They shall prove their identity by means of an electronic national identity card or an electronic certificate, in accordance with the instructions set out in the section "Extraordinary General Meeting 2022/Electronic Delegation" of the aforesaid website.

The delegation in writing and the electronic delegations must be made at least one day before the date stated for the Meeting, therefore, before 00:01 a.m. on 27 June, 2022.

In the event that no precise instructions 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 different votes in accordance with the instructions given by each shareholder.

In the event that no instructions are given due to matters not included on the agenda or no voting instructions have been given regarding proposals not formulated by the Board of Directors, the proxy representative shall vote in the manner he/she deems most convenient for the interests of the Company and of the shareholder he/she represents.

Any proxy which does not state the representative to whom it is granted, shall be deemed to be granted to the Chairman of the Board of Directors.

The physical attendance of a shareholder to the Meeting shall revoke any delegation that he/she may have made previously, as well as the disposal of his/her shares of which the Company was aware at least five days prior to the date of the Meeting. Likewise, the delegation shall always be revocable by the same means by which it was made.

### **3.- Vote.**

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

(i) By post:

In order to exercise the right to vote remotely by this means, the shareholder shall send the attendance card duly filled in and signed in the space reserved for voting, to the registered office, Corporate Governance Department, Abertis Infraestructuras, S.A., Paseo de la Castellana, 89, 9<sup>th</sup> floor, 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 an electronic national identity card or a recognized, valid and in force electronic certificate, in accordance with the provisions of Law 6/2020, of 11 November, regulating certain aspects of reliable electronic services.

Electronic votes must be cast through the company's website ([www.abertis.com](http://www.abertis.com)), and by following the instructions for this purpose that are specified in each of the screens of the program drawn up for the exercise thereof.

Shareholders wishing to vote by electronic means must prove their identity through an electronic national identity card or an electronic certificate, in accordance with the instructions set out in the section "Extraordinary General Meeting 2022/Electronic Vote" of the aforesaid website.

Remote voting must be received by the Company at least one day prior to the date scheduled for the Meeting, therefore, before 00:01 a.m. on 27 June, 2022.

Shareholders who cast their vote in the aforementioned terms shall be deemed to be present for the purposes of constituting the meeting. Consequently, proxies issued previously shall be deemed revoked and those granted subsequently shall be deemed not to have been granted.

Any shareholder who casts his/her vote by post or by electronic means without making a mark in any or none of the checkboxes intended to indicate his/her vote in respect of the items on the agenda, shall be deemed to vote in favour of the respective proposals. Unless otherwise specified, the Chairman of the Board of Directors shall be deemed to be the proxy representative, in relation to the proposed resolutions not drawn up by the Board of Directors or on the items not included on the agenda. The rules regarding shareholders' representation shall also apply to the vote.

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.

## **PERSONAL DATA PROTECTION**

In accordance with the provisions of the National and European Regulations in force on the 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 authorized 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 Shareholders' 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](http://www.abertis.com) or arised at the General Shareholders' Meeting.

The entire General Meeting shall be recorded and disseminated via the Abertis Infraestructuras, S.A. website ([www.abertis.com](http://www.abertis.com)). 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 right of access, rectification, cancellation, opposition, limitation of processing, portability and any other rights recognized in the national and European Regulations on Data Protection in force by writing to Abertis Infraestructuras, S.A., Paseo de la Castellana, 89, 9<sup>th</sup> floor, 28046 Madrid (Ref. Personal data), indicating the right which they are exercising by attaching a copy of their ID or substitute identification document.

## **NOTARY INTERVENTION**

The Board of Directors has agreed to require the presence of a Notary to attend the Shareholders' General Meeting and to draft the minutes of the meeting in accordance with the provisions of article 203 of the Law on Capital Companies.

In Madrid, on 27 May 2022.

The Secretary of the Board of Directors  
Mr. Miquel Roca i Junyent