

Other Relevant Information

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 227 of the reinstated text of the Spanish Securities Market Act, ABERTIS INFRAESTRUCTURAS, S.A. ("**Abertis**") hereby notifies the Spanish Securities Market Commission the following

OTHER RELEVANT INFORMATION

Further to its regulatory announcements number 577 published on 16 November 2020, number 580 published on 17 November 2020 and number 5853 published today, Abertis hereby announces the final results and pricing of its invitation to holders of its €600,000,000 1.500 per cent. Notes due 27 June 2024 (ISIN: XS1967635621) (the "**2024 ICSD Notes**"), €700,000,000 0.625 per cent. Notes due 15 July 2025 (ISIN: XS2025466413) (the "**2025 ICSD Notes**" and, together with the 2024 ICSD Notes, the "**ICSD Notes**"), €700,000,000 2.500 per cent. Notes due 27 February 2025 (ISIN: ES0211845294) (the "**2025 Iberclear Notes**"), €1,150,000,000 1.375 per cent. Notes due 20 May 2026 (ISIN: ES0211845302) (the "**2026 Iberclear Notes**") and €500,000,000 1.000 per cent. Notes due 27 February 2027 (ISIN: ES0211845310) (the "**2027 Iberclear Notes**" and, together with the 2025 Iberclear Notes and the 2026 Iberclear Notes, the "**Iberclear Notes**" and, the ICSD Notes together with the Iberclear Notes, the "**Notes**" and each issuance of Notes, a "**Series**") to offer to sell Notes for cash to Abertis at the relevant Purchase Price (the "**Tender Offer**").

The Tender Offer was made upon the terms and subject to the terms and conditions (the "**Terms and Conditions**") contained in a tender offer memorandum dated 16 November 2020 (the "**Memorandum**") prepared in connection with the Tender Offer. Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Memorandum.

Summary of Results and Pricing

Following the expiration of the Tender Offer at 5:00 p.m. (Central European Time) on 23 November 2020 (the "**Expiration Date**"), Abertis hereby announces that:

- (i) it has accepted for purchase €343,900,000 in aggregate principal amount of the 2024 ICSD Notes, €196,800,000 in aggregate principal amount of the 2025 ICSD Notes, €124,600,000 in aggregate principal amount of the 2025 Iberclear Notes, €255,100,000 in aggregate principal amount of the 2026 Iberclear Notes and has not accepted any Offers to Sell in respect of the 2027 Iberclear Notes, in each case, in accordance with the Terms and Conditions of the Tender Offer; and
- (ii) it has accepted in full with no pro-rata all Offers to Sell in respect of the 2024 ICSD Notes, the 2025 Iberclear Notes and the 2026 Iberclear Notes which were validly submitted by the Expiration Date.

The Purchase Price for each Series of Notes accepted for purchase was determined at or around 2:00 p.m. (Central European Time) today in accordance with the Terms and Conditions set out in the Memorandum by reference to the sum of the relevant Reference Benchmark Yield and the relevant Purchase Spread, as follows:

Description of Notes	ISIN	Maturity Date	Aggregate principal amount accepted	Reference Benchmark	Reference Benchmark Yield	Purchase Spread	Purchase Yield	Purchase Price	Accrued Interest	Pro-ratio factor
2024 ICSD Notes	XS1967635621	27 June 2024	€343,900,000	March 2024 Interpolated Euro Mid-Swap Rate	-0.504%	35bps	-0.154%	105.530%	0.62466%	Not applicable
2025 ICSD Notes	XS2025466413	15 July 2025	€196,800,000	April 2025 Interpolated Euro Mid-Swap Rate	-0.477%	30bps	-0.177%	103.533%	0.22945%	59.90%
2025 Iberclear Notes	ES0211845294	27 February 2025	€124,600,000	February 2025 Interpolated Euro Mid-Swap Rate	-0.481%	30bps	-0.181%	111.460%	1.86475%	Not applicable
2026 Iberclear Notes	ES0211845302	20 May 2026	€255,100,000	May 2026 Interpolated Euro Mid-Swap Rate	-0.442%	65bps	0.208%	106.351%	0.71575%	Not applicable
2027 Iberclear Notes	ES0211845310	27 February 2027	€0	February 2027 Interpolated Euro Mid-Swap Rate	Not applicable	80bps	Not applicable	Not applicable	Not applicable	0%

New Issue Condition

Abertis Infraestructuras B.V. has successfully completed the issue of €1,250,000,000 Undated 5.25 Year Non-Call Deeply Subordinated Guaranteed Fixed Rate Reset Securities unconditionally and irrevocably guaranteed on a subordinated basis by Abertis and therefore the New Issue Condition has been satisfied.

Settlement

On the Settlement Date, Abertis will pay, or procure the payment of, the relevant Purchase Price and Accrued Interest to all Noteholders whose Offers to Sell have been validly accepted by Abertis pursuant to the Terms and Conditions, subject to receipt of the relevant Notes. The Settlement Date is expected to be 26 November 2020.

Notes in respect of which Abertis has not accepted an Offer to Sell will remain outstanding subject to the terms and conditions of such Notes.

Further Information

A complete description of the Terms and Conditions of the Tender Offer is set out in the Memorandum. Banco Santander, S.A., BNP Paribas, Société Générale and UniCredit Bank AG are the Dealer Managers for the Tender Offer.

Requests for information in relation to the Tender Offer should be directed to:

GLOBAL COORDINATOR

BNP Paribas

16, boulevard des Italiens
75009 Paris
France

Telephone: +33 1 55 77 78 94

Attention: Liability Management Group

Email: liability.management@bnpparibas.com

DEALER MANAGERS

Banco Santander, S.A. – London Branch

2 Triton Square
Regent's Place
London NW1 3AN
United Kingdom

Attention: Liability Management

Email: Tommaso.GrosPietro@santanderCIB.co.uk /

Adam.Crocker@santandercib.co.uk

BNP Paribas

16, boulevard des Italiens
75009 Paris
France

Telephone: +33 1 55 77 78 94

Attention: Liability Management Group

Email: liability.management@bnpparibas.com

Société Générale

17, cours Valmy
92987 Paris La Défense cedex
France

Telephone: +33 1 42 13 32 40

Attention: Liability Management

Email: liability.management@sgcib.com

UniCredit Bank AG

Arabellastrasse 12
81925 Munich
Germany

Telephone: +49 89 378 15150

Fax: +49 89 378 33 15150

Attention: Liability Management

Email: corporate.lm@unicredit.de

THE TENDER AGENT

Lucid Issuer Services Limited

Tankerton Works
12 Argyle Walk
London WC1H 8HA
United Kingdom

Telephone: +44 207 704 0880

Email: abertis@lucid-is.com

Attention: David Shilson



Further details relating to the contents of this regulatory announcement can be obtained from:

Abertis Infraestructuras, S.A.

Paseo de la Castellana, 39,
28046 Madrid

Spain

Email: jose.viejo@abertis.com

Attention: José Luis Viejo

Yours faithfully,

Barcelona, 24 November 2020.



Disclaimer: Neither the Tender Offer nor the Memorandum constitute an offer of securities, the solicitation of an offer of securities or a tender offer which require the approval and the publication of a prospectus under Regulation (EU) 2017/1129, the restated text of Spanish Securities Market Act approved by Legislative Royal Decree 4/2015, of 23 October 2015 and Royal Decree 1066/2007, of 27 July 2007, all of them as amended, and any regulation issued thereunder. Accordingly, the Memorandum has not been and will not be submitted for approval nor approved by the Spanish Securities Market Commission.

The Tender Offer is not conducted in any jurisdiction where it is forbidden by applicable law and, in particular, it does not constitute an offer to acquire securities or a solicitation of offers to sell to any person located or residing in the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any State of the United States of America or the District of Columbia, nor does it constitute an offer or a solicitation targeted to any U.S. address. The Tender Offer is subject to other selling restrictions set forth in the Memorandum.