

COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)

In compliance with article 17 of the EU Regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and article 228 of the Redrafted 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

The Company announces the call to the Extraordinary General Shareholders' Meeting to be held on first and single call on 8th February 2019, and sends the following documentation:

- Text of the call to the Extraordinary General Shareholders' Meeting which has been published today in the Company's web page.
- Text of the proposed resolutions that the Board of Directors has proposed to be passed by the Extraordinary Shareholders' General Meeting.

In Madrid, on this 28th day of December 2018.

Josep Maria Coronas Guinart
General Secretary

ABERTIS INFRAESTRUCTURAS, S.A.

EXTRAORDINARY GENERAL SHAREHOLDERS´ MEETING

The Board of Directors, according to its resolutions dated 19th December 2018, has decided to convene the Extraordinary General Shareholders' Meeting on the 8th day of February 2019 at 16:00 p.m., at Abertis Infraestructuras, S.A.'s registered offices, Paseo de la Castellana 39, Madrid, on first and single call, under the following:

AGENDA

One.- Examination and approval, as the case may be, of the Merger Balance Sheet closed at 31st October 2018.

Two.- Examination and approval, as the case may be, of the Common Merger Plan between Abertis Infraestructuras, S.A. and Abertis Participaciones, S.A., Sole Shareholder Company.

Three.- Approval of the merger between Abertis Infraestructuras, S.A. and Abertis Participaciones, S.A., Sole Shareholder Company according to the terms contained in the Common Merger Plan drawn up by the Board of Directors.

Four.- Information, as the case may be, of any significant modifications in the assets and liabilities of the companies to be merged from the date of the drafting of the Common Merger Plan and the date where the General Shareholders´ Meeting called herein is held.

Five.- Approval, as the case may be, of the application of the special tax regime established under Chapter VII of Title VII of the Law 27/2014, dated 27th November of the Corporation Tax.

Six.- 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 Secretary (Paseo de la Castellana, 39, 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, until the seventh day prior to the day on which it is planned to hold the Shareholders' General Meeting being convened, the shareholders may, in writing, pose questions and/or request any information or clarifications that they deem necessary to 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 Secretary's Office in writing at the registered office address given above, by telephone on 93.230.50.00 or by email (jge2019@abertis.com). In accordance with provisions of article 39.1 of Law 3/2009, of 3 April, on Structural Changes in Trading Companies, prior to the publication of this announcement, on 19th December 2018, the following documents have been inserted on the Company's website, with the possibility of downloading and printing them:

1. Common Merger Plan between Abertis Infraestructuras, S.A. (as the absorbing company) and Abertis Participaciones, S.A., Sole Shareholder Company (as the absorbed company).
2. Reports of the Boards of Directors of Abertis Infraestructuras, S.A. and Abertis Participaciones, S.A., Sole Shareholder Company, on the Common Merger Plan (including opinion of financial expert -fairness opinion- on the exchange ratio of the merger).
3. Individual and consolidated annual accounts and management reports for the last three financial years (2015, 2016 and 2017) of Abertis Infraestructuras, S.A., with the corresponding audit reports.
4. Merger Balance Sheets of the companies Abertis Infraestructuras, S.A. and Abertis Participaciones, S.A., Sole Shareholder Company, verified by the Company auditors.
5. By-laws in force of Abertis Participaciones, S.A., Sole Shareholder Company, executed public deed.
6. Full text of the By-laws of Abertis Infraestructuras, S.A.
7. Identity of administrators of Abertis Infraestructuras, S.A. and Abertis Participaciones, S.A., Sole Shareholder Company.

Likewise and in compliance with the provisions of article 40.2 of Law 3/2009, of 3 April, on Structural Changes in Trading Companies, the following mentions related to the Common Merger Plan by absorption between Abertis Infraestructuras, S.A. (as the Absorbing Company) and Abertis Participaciones, S.A. (as the Absorbed Company), are made:



1.- Identification of the participating companies in the Merger:

Abertis Infraestructuras, S.A. is a Spanish Company, with registered office at Paseo de la Castellana, 39, 28046, Madrid, and registered in the Mercantile Registry of Madrid, at Volume 36,981, Sheet 180, Page M-660,899. Tax Identification Number (N.I.F.) A-8,209,769.

Abertis Participaciones, S.A., Sociedad Unipersonal is a Spanish Sole-Shareholder Company, with registered office at Paseo de la Castellana, 39, 28046, Madrid and registered in the Mercantile Registry of Madrid, at Volume 38,237, Sheet 151, Page M-680,406. Tax Identification Number (N.I.F.) A-88,196,266.

2.- Exchange ratio for the shares:

The share exchange ratio has been determined according to the real asset value of the corporate equity of the Companies participating in the Merger and will be of 26.9765 equity shares of the Absorbing Company of three (3) euros of nominal value for each equity share of the Absorbed Company of three (3) euros of nominal value. No additional compensation in cash will apply. The sole shareholder (Abertis HoldCo, S.A.) of the absorbed company (Abertis Participaciones) will receive 899,757,113 shares of the absorbing company (Abertis) in exchange for the 33,353,330 shares of the absorbed company which are redeemed.

3.- Ancillary commitments, special rights and other securities representing the share capital:

Given that there are no ancillary commitments, nor industrial contributions, owners of special rights nor owners of other securities representing the share capital in the Absorbed Company, no compensation or special rights are granted and no rights or options of any kind are offered within the Absorbing Company.

4.- Benefits extended to directors and independent experts:

There shall not be benefits in the Acquiring Company of any kind to be granted to the directors of the companies involved in the merger. Neither no type of advantages shall be granted to independent experts.

5.- Date to participate in the corporate earnings:

The Abertis' shares to be delivered in exchange, shall entitle to its new holder to participate in the Abertis' corporate earnings, from the date on which they will be indeed exchanged, that is, from the date on which the merger is registered in the Mercantile Registry of Madrid, under the same conditions as the other outstanding Abertis' shares on that date.



6.- Date of merger for accounting purposes:

In accordance with the National Chart of Accounts, approved by the Royal Decree 1514/2007, of 16th November, all the operations performed by the Absorbed Company will be considered to have been carried out for accounting purposes on behalf of the Absorbing Company as of 1 January 2019.

7.- By-laws:

No amendments shall be made on the Absorbing Company's By-laws by virtue of the Merger.

8.- Information on the appraisal of assets and liabilities of the Absorbed Company transferred to the absorbing company:

As a consequence of the Merger, Abertis Participaciones will be dissolved without liquidation and it will transfer its entire corporate equity, including all assets and liabilities, by universal succession.

9.- Date of the accounts used:

For the purposes of establishing the conditions governing the Merger, the Merger balance sheets of the Companies Participating in the Merger have been those closed on 31st October 2018.

10.- Implications of the merger on employment, gender impact on the management bodies and impact on the company's social responsibility:

The Merger has no impact on employment, nor a gender impact on the management bodies, does not impact either on the Company's Social Responsibility of Abertis.

RIGHT OF ATTENDANCE AND REPRESENTATION

Shareholders may attend the Meeting 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.

For this purpose, the shareholders will have to bring to the Meeting the corresponding attendance card issued by the entities affiliated to Iberclear or by the Company.

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 by-laws and by the Law on Capital Companies.



PERSONAL DATA PROTECTION

In accordance with 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 authorised 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 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 or arised at the General Meeting.

The shareholders are also hereby informed of the possibility of exercising their right recognized in the national and European regulations on data protection in force by writing to Abertis Infraestructuras, S.A., Paseo de la Castellana, 39, 28046, Madrid, indicating the right exercised by attaching a copy of your 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 this 28th day of December 2018.

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

PROPOSED RESOLUTIONS FOR THE EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING OF ABERTIS INFRAESTRUCTURAS, S.A. TO BE HELD ON THE 8th DAY OF FEBRUARY 2019

One.- Corresponding to the 1st agenda item:

Examination and approval, as the case may be, of the Merger Balance Sheet closed at 31st October 2018.

To approve the Merger Balance Sheet closed on the 31st October 2018 and drawn up by the Board of Directors of Abertis Infraestructuras, S.A. on the 10th December 2018, duly verified by the auditors of the Company (hereinafter, the "Merger Balance Sheet") for the purposes of what is established in the following agreements.

It is expressly stated that the Merger Balance Sheet has been closed after the first day of the third month preceding the date of the Common Merger Plan in accordance with the provisions of article 36.1 of the Law on Structural Changes in Trading Companies.

Two.- Corresponding to the 2nd agenda item:

Examination and approval, as the case may be, of the Common Merger Plan between Abertis Infraestructuras, S.A. and Abertis Participaciones, S.A., Sole Shareholder Company.

Pursuant to the provisions of article 40 of the Law on Structural Changes in Trading Companies, to approve on all points the Common Merger Plan by absorption between Abertis Infraestructuras, S.A. (Acquiring Company) and Abertis Participaciones, Sole Shareholder Company (Absorbed Company), signed by the management bodies of both companies pursuant to the provisions of articles 30 and subsequent articles of the Law on Structural Changes in Trading Companies.

In accordance with article 32 of Act 3/2009, the Common Merger Plan has been posted on the corporate website of Abertis Infraestructuras, S.A. (www.abertis.com) since 12 December 2018, where it can be downloaded and printed out.

The fact of the Common Merger Plan in the Abertis' corporate website was published in the Commercial Registry Official Gazette on the 28th December 2018, with expression of the corresponding corporate web site as well as from the date of their inclusion in the same.

Three.- Corresponding to the 3rd agenda item:

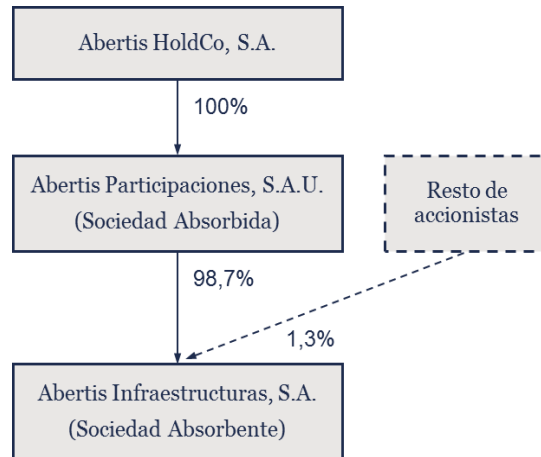
Approval of the merger between Abertis Infraestructuras, S.A. and Abertis Participaciones, S.A., Sole Shareholder Company according to the terms contained in the Common Merger Plan drawn up by the Board of Directors.

To approve the merger by absorption of Abertis Participaciones, Sole Shareholder Company, as the Absorbed Company by the Company, Abertis Infraestructuras, S.A. as the absorbing company, on the terms agreed on the Common Merger Plan signed by the Board of Directors on the 10th December 2018.

It is agreed to approve the legal structure chosen to implement the integration of the Absorbing Company business with the business of the Absorbed Company which is the reverse merger by means of acquisition which is characterised as the subsidiary absorbing the head Company. The decision for a reverse merger instead of a direct merger is based on the consideration that, from a legal-material and financial perspective, it is indifferent whether the merger is carried out in one way or another; in both cases, the resulting Company will combine, in absolutely equivalent terms, the equities of the Absorbing Company and the Absorbed Company. The reasons justifying this decision are technical and deal with the formal simplification of the operation. In particular, from a legal point of view, the reverse merger will facilitate the process of obtaining authorizations in connection with the concession agreements of certain toll roads as well as with certain financing agreements signed by Abertis. Likewise, certain notices and amendments on suppliers' agreements, customers, employees, etc., shall not be necessary should the merger be a reverse merger.

The Merger will entail the absorption of Abertis Participaciones, as the Absorbed Company, by Abertis, as the Absorbing Company, with the extinction, through dissolution without liquidation, of the former Company, transferring its entire corporate equity to Abertis, which, will acquire by universal succession all the rights and obligations of Abertis Participaciones. As a result of the Merger, the Abertis Participaciones' shares, fully owned by its sole shareholder, Abertis HoldCo, S.A., will be redeemed.

As of the date of this Common Merger Plan, the shareholding of the participating Companies are as follows:



For the purposes of the provisions of articles 22 and subsequent articles of the Law on Structural Changes in Trading Companies and in article 228 of Regulations of the Mercantile Registry, the following circumstances are expressly stated:

1. IDENTIFICATION OF THE PARTICIPATING COMPANIES IN THE MERGER

1.1 Absorbing Company

Abertis Infraestructuras, S.A. is a Spanish Company, with registered office at Paseo de la Castellana, 39, 28046, Madrid, and registered in the Mercantile Registry of Madrid, at Volume 36,981, Sheet 180, Page M-660,899. Tax Identification Number (N.I.F.) A-8,209,769.

The Abertis share capital amounts to TWO BILLION SEVEN HUNDRED AND THIRTY-FOUR MILLION, SIX HUNDRED AND NINETY-SIX THOUSAND, ONE HUNDRED AND THIRTEEN (2,734,696,113) EUROS, divided into NINE HUNDRED AND ELEVEN MILLION, FIVE HUNDRED AND SIXTY-FIVE THOUSAND, THREE HUNDRED AND SEVENTY-ONE (911,565,371) ordinary shares, of the same class and series, with a nominal value of THREE (3) Euros, fully subscribed and paid up.

1.2 Absorbed Company

Abertis Participaciones, S.A. is a Spanish Sole-Shareholder Company, with registered office at Paseo de la Castellana, 39, 28046, Madrid and registered in the Mercantile Registry of Madrid, at Volume 38,237, Sheet 151, Page M-680,406. Tax Identification Number (N.I.F.) A-88,196,266.

The Abertis Participaciones' share capital amounts to ONE HUNDRED MILLION FIFTY-NINE THOUSAND, NINE HUNDRED AND NINETY (100,059,990) EUROS, divided into THIRTY-THREE MILLION, THREE HUNDRED AND FIFTY-THREE THOUSAND, THREE HUNDRED AND THIRTY (33,353,330) shares, belonging to the same class and series, each with a nominal value of THREE (3) Euros, fully subscribed and paid up.

2. BY-LAWS OF THE ABSORBING COMPANY

The By-laws that shall govern the operation of the Absorbing Company shall be the same as those currently in force, and the wording already registered in the Mercantile Registry of Madrid shall remain the same

3. PERSONS RESPONSIBLE FOR THE ADMINISTRATION OF THE ABSORBING COMPANY AND ITS AUDITORS

The persons initially responsible for the management of the absorbing company are the current members of the board of directors of the absorbing company, whose names have been stated in the Common Merger Plan.

The auditor of the Acquiring Company will continue to be Deloitte, S.L., registered in the Official Register of Auditors with the number S0692.

4. EXCHANGE RATIO FOR THE SHARES

4.1 Exchange ratio for the shares

The share exchange ratio has been determined according to the real asset value of the corporate equity of the Companies participating in the Merger and will be of 26.9765 equity shares of the Absorbing Company of three (3) euros of nominal value for each equity share of the Absorbed Company of three (3) euros of nominal value. No additional compensation in cash will apply. The sole shareholder (Abertis HoldCo, S.A.) of the absorbed company (Abertis Participaciones) will receive 899,757,113 shares of the absorbing company (Abertis) in exchange for the 33,353,330 shares of the absorbed company which are redeemed.

Pursuant to the provisions set on articles 33 of the Law on Structural Changes, the Board of Directors of Abertis and Abertis Participaciones, will draft, each of them, a report explaining and justifying this common merger plan in detail, addressing legal and economic matters, with special reference to the exchange ratio (including the methods followed for the valuation) and any appraisal-related complexities as well as the implications of the merger for shareholders or partners, creditors and employees.

Ernst & Young Servicios Corporativos, S.L hired by Abertis and Abertis Participaciones for these purposes, has issued on 10th December 2018 a fairness opinion to the Boards of Directors of both Companies, concluding that as of the date and based on the elements, limits and assumptions contained in its fairness opinion, the proposed exchange ratio, from a financial point of view, is fair for the shareholders of both companies.

The reverse Merger by means of absorption of the Absorbed Company by the Absorbing Company will entail the dissolution without liquidation of the Absorbed Company and the transfer of all assets and liabilities to the Absorbing Company. The Absorbing Company will take possession by universal succession of the total equity of the Absorbed Company.

Once approved the Merger by the Shareholders' General Meeting of the Absorbing Company and by the sole shareholder of the Absorbed Company, and once recorded the merger deed with the Mercantile Registry of Madrid, the share exchange of shares of Abertis Participaciones owned by its sole shareholder, Abertis HoldCo, S.A. for the shares of Abertis shall take place.

As a consequence of the Merger, the shares of Abertis Participaciones, fully owned by Abertis HoldCo, S.A., shall be redeemed.

4.2 Method to cover the exchange ratio for the shares

Abertis will meet the shares exchange in accordance to the exchange ratio set on to the preceding section (4.1.). No share capital increase will be necessary in the Absorbing Company as stated under the following section.

4.3 Unnecessary Abertis share capital increase

The Abertis Participaciones' equity is exclusively composed by its share capital (100,059,990 Euros) and by the cash contributions executed by its sole shareholder (Abertis Holdco, S.A.) on the 23rd October 2018 in the amount of 16,419,540,604.68 Euros. Its main asset consist of 899,757,133 shares of Abertis Infraestructuras acquired by Hochtief AG on 29th October 2018 for the price of 18.36 euros per share.

It will not be necessary to increase the Abertis' share capital according to the exchange ratio agreed.

After the merger, the absorbing company (Abertis) will maintain its total number of shares, that is, 911,565,371, of which, 899,757,113 will be hold by Abertis HoldCo, S.A. (which represents a 98,7% of the total share capital of Abertis) and the minority shareholders will keep their 11,808,258 shares (which represent a 1.3% over the total share capital of Abertis).

5. DATE TO PARTICIPATE IN THE CORPORATE EARNINGS

The Abertis shares to be delivered in exchange, shall entitle to its new holder to participate in the Abertis' corporate earnings, from the date on which they will be indeed exchanged, that is, from the date on which the merger is registered in the Mercantile Registry of Madrid, under the same conditions as the other outstanding Abertis' shares on that date.

6. DATE OF MERGER FOR ACCOUNTING PURPOSES

In accordance with the National Chart of Accounts, approved by the Royal Decree 1514/2007, of 16th November, all the operations performed by the Absorbed Company (Abertis Participaciones) will be considered to have been carried out for accounting purposes on behalf of the Absorbing Company (Abertis) as of 1 January 2019.

7. ANCILLIARY COMMITMENTS, SPECIAL RIGHTS AND OTHER SECURITIES REPRESENTING THE SHARE CAPITAL

Given that there are no ancillary commitments, nor industrial contributions, owners of special rights nor owners of other securities representing the share capital in the Absorbed Company, no compensation or special rights are granted and no rights or options of any kind are offered within the Absorbing Company.

8. NO BENEFITS EXTENDED TO DIRECTORS AND INDEPENDENT EXPERTS

There shall not be benefits in the Acquiring Company of any kind to be granted to the directors of the companies involved in the merger. Neither no type of advantages shall be granted to independent experts.

9. IMPLICATIONS OF THE MERGER ON EMPLOYMENT, GENDER IMPACT ON THE MANAGEMENT BODIES AND IMPACT ON THE COMPANY'S SOCIAL RESPONSIBILITY

The proposed Merger has no impact on employment, nor a gender impact on the management bodies, does not impact either on the Company's Social Responsibility of Abertis.

Regarding the Absorbed Company, given that it has no employees neither dependent personnel and without prejudice to the position of the members of the Board of Directors, it is unnecessary to analyze the potential effects of the Merger on the employment all in connection with Article 44 of Statute of Employees Rights, which regulates the assumption of business succession. Abertis, as the Absorbing Company, undertakes to comply with the existing situation and employment conditions, discarding any harmful or restrictive effect of the Merger over the employment.

In turn, the Companies participating in the Merger will comply with their information obligations and, where appropriate, with the consulting obligation to the legal representatives of employees all in accordance with the Labor regulations. Likewise, the proposed Merger will be notified to the public bodies where appropriate and, in particular, to the General Treasury of the Social Security.

It is not expected to change the composition of the Board of Directors of the Absorbing Company as a result of the Merger.

Abertis will not change as a consequence of the merger its current Corporate Social Responsibility Policy, which is considered as a strategic role in connection with the sustainability, competitiveness and reputation of the Abertis' Group and whose objective is the creation of value in long term to all relevant parties including the Abertis' Affiliated Companies.

It is hereby stated that before the call to this General Shareholders' Meeting, it has been made available to the workers' representatives on the Company's website, with the possibility of downloading and printing them, a copy of the full text of the documents that are listed in article 39.1 of the Law on Structural Changes in Trading Companies.

Four.- Corresponding to the 4th agenda item:

Information, as the case may be, of any significant modifications in the assets and liabilities of the companies to be merged from the date of the drafting of the Common Merger Plan and the date where the General Shareholders' Meeting called herein is held.

There have been no significant modifications in the assets and liabilities of the companies to be merged from the date of the drafting of the Common Merger Plan and the date where the General Shareholders' Meeting is held.

[N.B. Provided there was any significant modification, it should be described here in order to inform the shareholders.]

Five.- Corresponding to the 5th agenda item:

Approval, as the case may be, of the application of the special tax regime established under Chapter VII of Title VII of the Law 27/2014, dated 27th November of the Corporation Tax.

To approve, as stated on the Common Merger Plan Merger the special tax regulations set forth in the Chapter VII of Title VII of Law 27/2014, of 27 November, on Corporate Income Tax.

For this purpose, and pursuant to the provisions set out in Article 89 of the aforementioned legal text and in Articles 48 and 49 of the Corporation Tax Regulation approved by the Royal Decree 634/2015, of 10 July, it is approved the execution of the described Merger and the application of the aforementioned tax regime will be notified to the Ministry of Finance in due form and in accordance with the term legally established.

Six.- Corresponding to the 6th agenda item:

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

To delegate jointly and severally to the Directors, the Chairman, the Chief Executive Officer, the Secretary non board member, with express faculties to subdelegate the broadest powers required in law to execute and implement the preceding resolutions for the successful outcome of the Merger and to perform all such acts, legal dealings, contracts, declarations and operations and adopt all such resolutions and decisions as necessary or convenient for that purpose, with express powers of ratification, clarification, rectification and correction, and, in particular, and without limitation, to:

- (i) Fix, complete, develop, amend, remedy omissions and adapt the preceding resolutions to the oral or written assessment given by the Commercial Registry and by any other authorities, government officials or competent institutions.
- (ii) Draft, publish and issue all such notices or communications as may be necessary or convenient in relation to the Merger.
- (iii) Determine the date on which the resolutions regarding the Merger are to be executed and notarised and the public deed of the Merger filed for registration.
- (iv) Notarise the Merger resolutions as well as the supplementary documents, public or private, that are needed for the integration of the assets and liabilities of the absorbed into the absorbing company to take effect.
- (v) Carry out all necessary acts to make the relevant settlements with and guarantee the credit rights of such creditors as who may oppose the Merger on the legally stipulated terms.
- (vi) Draw up, sign, execute and, if applicable, certify any other type of document regarding the Merger.

(vii) Determine, in short, all other circumstances that are needed, adopting and implementing the necessary resolutions, executing the requisite documents and carrying out all other pertinent formalities before any public or private body, entity or registry, in Spain or abroad, and proceed to fulfil all other conditions required by law to give the Merger full effect.

(viii) And in general, perform all such acts as may be necessary or merely convenient for the successful conclusion of the Merger.

In Madrid, the 28th day of December 2018.