

GRUPO FERROVIAL, S.A., en cumplimiento de lo establecido en el artículo 82 de la Ley del Mercado de Valores pone en conocimiento de la Comisión Nacional del Mercado de Valores la siguiente:

### **INFORMACION RELEVANTE**

Airport Development and Investment Limited (“ADI”) es la sociedad participada por Ferrovial Infraestructuras, S.A. y constituida para la realización de las ofertas de adquisición de la totalidad del capital emitido y que pueda ser emitido de BAA Plc (“BAA”) y de todos los bonos convertibles en acciones de BAA (las “Ofertas”).

Como continuación de los anuncios realizados el pasado 6 de junio relativos a las Ofertas Finales Recomendadas\* y a la compra de acciones de BAA por parte de ADI que fueron publicados por esa Comisión con los números de registro 67.469 y 67.486 respectivamente, ADI confirma que hoy, tras recibir la autorización regulatoria precisa de conformidad con la “Australian Airports Act” y la “Foreing Acquisitions and Takeovers Act” australianas, ha comprado 140 millones de acciones de BAA, representativas de aproximadamente un 12,9% del capital social ordinario emitido de BAA.

Con la compra de acciones realizada hoy, la participación (“interest”) agregada de ADI y de las partes que actúan concertadamente con ADI representa aproximadamente el 28,7% del capital ordinario emitido de BAA.

Se adjunta como Anexo a esta comunicación el anuncio en su versión original en inglés.

Madrid, 8 de junio de 2006.

José María Pérez Tremps  
Consejero-Secretario de GRUPO FERROVIAL, S.A.

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\* ADI se reserva el derecho de incrementar, ampliar o modificar de otra forma las Ofertas Finales Recomendadas (o cualquiera de sus términos): (i) en caso de recomendación del Consejo de Administración de BAA; (ii) si se anuncia la intención firme de formular oferta competidora por BAA; (iii) si se obtiene consentimiento del Panel; o (iv) si BAA emite un anuncio de los referidos en la Norma 31.9 del “City Code”.

**FOR IMMEDIATE RELEASE**

8 June 2006

**NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN OR  
INTO CANADA**

**STATEMENT**

**by**

**AIRPORT DEVELOPMENT AND INVESTMENT LIMITED**

**a company held by**

**A CONSORTIUM FORMED AT THE DIRECTION OF FERROVIAL INFRAESTRUCTURAS,  
S.A., CAISSE DE DÉPÔT ET PLACEMENT DU QUÉBEC AND GIC SPECIAL INVESTMENTS  
PTE LTD**

**ACQUISITION OF SHARES IN BAA PLC**

Further to the announcements by Airport Development and Investment Limited ("ADI") on 6 June 2006 of the Recommended Final Offers\* and its subsequent share purchases in BAA plc ("BAA"), ADI confirms that, having received the necessary regulatory clearances under the Australian Airports Act and Foreign Acquisitions and Takeovers Act, it has today purchased 140 million shares in BAA, representing approximately 12.9 per cent. of BAA's issued ordinary share capital.

Following today's share purchases, the aggregate interests of ADI and its concert parties now represent approximately 28.7 per cent. of BAA's issued ordinary share capital.

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\* ADI reserves the right to increase, extend or otherwise amend the Recommended Final Offers\* (or any part thereof) (i) with the recommendation of the BAA Board; (ii) if a firm intention to make a competing offer for BAA is announced; (iii) with the consent of the Panel; or (iv) if BAA issues an announcement of the kind referred to in Rule 31.9 of City Code.

## **Grupo Albion**

Alex Moore

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Citigroup Global Markets Limited is acting for ADI, Ferrovial Infra, CDP and GIC SI Investor and no one else in connection with the Recommended Final Offers\* and matters described in this announcement, and will not be responsible to anyone other than ADI, Ferrovial Infra, CDP and GIC SI Investor for providing the protections afforded to clients of Citigroup Global Markets Limited or for providing advice in relation to the Recommended Final Offers\* and matters described in this announcement.

Macquarie Bank Limited is acting for ADI and no one else in connection with the Recommended Final Offers\* and matters described in this announcement, and will not be responsible to anyone other than ADI for providing the protections afforded to clients of Macquarie Bank Limited or for providing advice in relation to the Recommended Final Offers\* and matters described in this announcement.

HSBC Bank plc is acting for CDP and no one else in connection with the Recommended Final Offers\* and matters described in this announcement, and will not be responsible to anyone other than CDP for providing the protections afforded to clients of HSBC Bank plc or for providing advice in relation to the Recommended Final Offers\* and matters described in this announcement.

This announcement does not constitute or form part of any offer or invitation to sell or purchase any securities or solicitation of an offer to buy any securities pursuant to the offers or otherwise. The Recommended Final Offers\* will be made solely by the Revised Offer Documentation, when issued, which will contain the full terms and conditions of the Recommended Final Offers\*, including details of how the Recommended Final Offers\* may be accepted.

Unless otherwise defined in this announcement, capitalised words and phrases used in this announcement shall have the same meanings given to them in ADI's announcement of the Recommended Final Offers\* on 6 June 2006. The terms "acting in concert" and "relevant securities" shall have the same meanings as in the City Code.

**ADI reserves the right to increase, extend or otherwise amend the Recommended Final Offers\* (or any part thereof) (i) with the recommendation of the BAA Board; (ii) if a firm intention to make a competing offer for BAA is announced; (iii) with the consent of the Panel; or (iv) if BAA issues an announcement of the kind referred to in Rule 31.9 of City Code.**

Unless otherwise determined by ADI, the Recommended Final Offers\* are not being, and will not be, made, directly or indirectly, in or into or by the use of the mails of, or by any other means (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facility of a national securities exchange of Canada or any jurisdiction where to do so would violate the laws of that jurisdiction and will not be capable of acceptance by any such use, means or facility or from within Canada or any such jurisdiction. Accordingly, unless otherwise determined by ADI, copies of this announcement are not being, and must not be, directly or indirectly, mailed, transmitted or otherwise forwarded, distributed or sent in, into or from Canada or any such

jurisdiction and persons receiving this announcement (including, without limitation, custodians, nominees and trustees) must not mail or otherwise distribute or send it in, into or from such jurisdiction, as doing so may invalidate any purported acceptance of the Recommended Final Offers\*. Any person (including, without limitation, any custodian, nominee and trustee) who would, or otherwise intends to, or who may have a contractual or legal obligation to, forward this announcement and/or the Revised Offer Documentation and/or any other related document to any jurisdiction outside the United Kingdom and the United States should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction.

The Loan Notes that may be issued pursuant to the Loan Note Alternative will not be transferable and will not be listed on any stock exchange and, unless otherwise determined by ADI, have not been, and will not be, registered under the US Securities Act or under the securities laws of any jurisdiction of the United States nor have the relevant clearances been, nor will they be, nor have any steps been taken, nor will any steps be taken, to enable the Loan Notes to be offered in compliance with applicable securities laws of Canada, Australia or Japan (or any province or territory thereof, if applicable) or any other jurisdiction if to do so would constitute a violation of the relevant laws in such jurisdiction. Accordingly, unless otherwise determined by ADI and the relevant clearances are obtained or steps are taken, the Loan Notes may not be offered, sold, resold or delivered, directly or indirectly, in, into or from the United States (or to US Persons, as defined in Rule 902 of Regulation S under the US Securities Act), Canada, Australia or Japan (or to any residents thereof) or any other jurisdiction (or to residents in that jurisdiction) if to do so would constitute a violation of the relevant laws in such jurisdiction. Neither the US Securities and Exchange Commission ("the SEC") nor any US state securities commission has approved or disapproved of the Loan Notes, or determined if this announcement is accurate or complete. Any representation to the contrary is a criminal offence.

Altitude Shares have not been registered under the US Securities Act or under the securities laws of any jurisdiction of the United States, and may not be offered or sold in the United States absent registration under, or an applicable exemption from, such registration requirements. Altitude Assets is not and will not be registered under the US Investment Company Act. In addition, no prospectus in relation to the Altitude Shares has been, or will be, lodged with the Australian Securities and Investments Commission and no steps have been, or will be, taken to enable Altitude Shares to be offered in compliance with the applicable securities laws of Canada, Australia or Japan. Consequently, subject to certain limitations and exceptions, the Share Facilities referred to in this announcement are not being made available, and Altitude Shares are not being offered or sold, directly or indirectly, in or into the United States (or to, or for the account or benefit of, US Persons), Canada, Australia or Japan (or to any residents thereof) or any other jurisdiction (or to residents in that jurisdiction), if to do so would constitute a violation of the relevant laws in such jurisdiction.

Neither the US Securities and Exchange Commission (the "SEC") nor any US state securities commission has approved or disapproved of the Loan Notes or the Altitude Shares or determined if this announcement or the AIM Document is accurate or complete. Any representation to the contrary is a criminal offence in the United States.

US holders of BAA Shares and/or BAA Convertible Bonds should be aware that (i) the Recommended Final Offers\* are for the securities of a corporation organised under the laws of England and are subject to the procedure and disclosure requirements of England, including with respect to financial reporting, withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer

procedures and law; (ii) ADI and BAA are located outside of the United States, some or all of their officers and directors may be resident outside of the United States and, accordingly, it may not be possible to sue such entities, their officers or directors in a non-US court for violations of the US securities laws, and it may be difficult to compel them to subject themselves to a US court's judgment; (iii) ADI and its members or their respective nominees, or brokers (acting as agents) may from time to time make certain purchases of, or arrangements to purchase, BAA securities other than pursuant to the Recommended Final Offers\*, such as in open market or privately negotiated purchases outside the United States during the period in which the Recommended Final Offers\* remain open for acceptance; and (iv) Citigroup Global Markets Limited will continue to act as an exempt market maker in BAA securities on the London Stock Exchange.

Information about such purchases will be disclosed as required in the UK and will be available from the Regulatory News Service on the London Stock Exchange website, [www.londonstockexchange.com](http://www.londonstockexchange.com). This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.