

Other Relevant Information

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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 and number 580 published on 17 November 2020, Abertis hereby announces the indicative results 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 Indicative Results

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 its non-binding indication that (subject to its confirmation in its sole and absolute discretion) it intends to:

- (i) accept 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 intends to not accept 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) accept 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 will be 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.

Description of Notes	ISIN	Maturity Date	First Optional Call Date	Indicative aggregate principal amount accepted	Indicative <i>Pro-ratio</i> factor
2024 ICSD Notes	XS1967635621	27 June 2024	27 March 2024	€343,900,000	Not applicable
2025 ICSD Notes	XS2025466413	15 July 2025	15 April 2025	€196,800,000	59.90%
2025 Iberclear Notes	ES0211845294	27 February 2025	Not Applicable	€124,600,000	Not applicable
2026 Iberclear Notes	ES0211845302	20 May 2026	Not Applicable	€255,100,000	Not applicable
2027 Iberclear Notes	ES0211845310	27 February 2027	Not Applicable	€0	Not applicable

Abertis will announce whether it will accept valid Offers to Sell pursuant to the Tender Offer and, if so accepted, (i) each Series Acceptance Amount and any pro-ratio factor; (ii) the relevant Purchase Price and the Accrued Interest for each Series of Notes accepted for purchase; and (iii) the relevant Reference Benchmark Yield and the relevant Purchase Yield, as soon as practicable following the Pricing Time, at or around 2:00 p.m. (Central European Time) today.

Settlement

All purchases of Notes accepted pursuant to the Tender Offer are expected to be settled on 26 November 2020 (subject to the satisfaction or waiver of the New Issue Condition on or prior to the Settlement Date) (the “**Settlement Date**”).

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 and to the satisfaction of the New Issue Condition.

Notes in respect of which Abertis does not accept 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
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Telephone: +33 1 55 77 78 94
Attention: Liability Management Group
Email: liability.management@bnpparibas.com

DEALER MANAGERS

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Attention: Liability Management
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THE TENDER AGENT

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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.

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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.