

**EXPLANATORY REPORT SUBMITTED BY THE BOARD OF DIRECTORS OF ABERTIS INFRAESTRUCTURAS, S.A. EVALUATING THE SKILLS, EXPERIENCE AND MERITS OF THE DIRECTOR, MR JUAN-JOSÉ LÓPEZ BURNIOL.**

The Board of Directors of Abertis Infraestructuras, S.A. is issuing this document for the purposes of announcing the proposal to appoint a Director to cover the vacancy on the Board, taking into account the statutory provisions, the regulations envisaged in the Redrafted Text of the Law on Capital Companies and the recommendations of the Good Governance Code of Listed Companies.

In particular, the regime established in section 5 of Article 529 decies of the Redrafted Text of the Law on Capital Companies has been taken into consideration for the purpose of evaluating the skills, experience and merits of the proposed Director, Juan-José López Burniol.

The aforementioned vacancy became available following the resignation submitted by Mr Isidro Fainé Casas on 15 May 2015.

Having evaluated all the requirements relating to the proposed Director's good repute and professional competence, appropriate skills and experience for exercising his duties as a director and readiness to enforce the good governance of the company, not to mention his capacity and professional career, on 28 July 2015 the Board of Directors, based on a previous report from the Appointment and Remuneration Committee, resolved to appoint, by co-optation, Mr Juan-José López Burniol as a member of the Board of Directors, replacing Mr Isidro Fainé Casas whose appointment was to expire on 20 March 2018.

Said appointment was made with the category of Proprietary Director, in accordance with the definitions established in article 529 duodecies of the Redrafted Text of the Law on Capital Companies and, in particular, at the proposal of Criteria Caixa, S.A.U., holder of a significant shareholding in Abertis Infraestructuras, S.A.

This Committee believes that Mr Juan-José López Burniol brings his outstanding experience and knowledge of the corporate sector to Abertis Infraestructuras, S.A. and that he will, without doubt, help in the taking of decisions within the Board.

For the purposes of supplementing this information, attached to the present report is Mr Juan-José López Burniol's CV.

Barcelona, 23 February 2016

## **CURRICULUM VITAE:**

### **JUAN-JOSÉ LÓPEZ BURNIOL.**

Born in 1945 in Alcanar, Tarragona. Holds a law degree from the University of Navarra; Notary Public since 1971. He plied his trade in Barcelona from 1977 to 2015. He has served as the dean of the Official Association of Notaries of Barcelona, and has sat on the Government of Catalonia's Legal Advisory Commission. Magistrate and first president of the Constitutional Court of Andorra (1993-2001). He currently serves as director of "la Caixa" and "CaixaBank", as well as a member of the *Círculo de Economía* (Economic Circle). He has chaired the "*Tribuna Barcelona*" for ten years and is a frequent contributor to different media.