

## **SHAREHOLDERS' ORDINARY GENERAL MEETING 2017**

### **DELEGATION CARD**

#### **AGENDA:**

**One.-** Approval of the individual and consolidated annual accounts and their respective management reports corresponding to the 2016 financial year.

**Two.-** Approval of the proposed application of profit corresponding to the 2016 financial year.

**Three.-** Approval of the management of the Board of Directors during the 2016 financial year.

**Four.-** Amendment of the Company Bylaws.

4.1.- Amendment of articles 21 ("Composition of the Board") and 23 ("Convening and quorum of Board Meetings. Deliberations and adopting of resolutions. Board Committees") of the Corporate Bylaws which relate to the composition of the Board of Directors and to the functioning of its Committees with the aim: (i) to adapt its wording to the amendments made in the Board of Directors' Regulations approved by the Board on its meeting held on 15 December 2015, with a view to adapt its content to the recommendations of the Code of Good Governance of Listed Companies, (ii) to include in the Corporate Bylaws the existing provision stated in the Board of Directors' Regulations which relates to the composition and functioning of the Corporate Social Responsibility Committee and (iii) to include improvements in its regulation in the light of legislative developments, specially, the ones introduced by the Law 22/2015, dated 20 July, on the Accounts Auditing which amends the Law on Capital Companies.

4.2.- Amendment of article 29 ("Distribution of profits. Provision and materialisation of reserves") of the Company Bylaws to include the possibility to pay dividends entirely or partly in kind to the shareholders.

**Five.-** Remuneration to shareholders by means of dividend distribution in charge to voluntary reserves, offering them the possibility to receive the dividend in cash or opting for the award of Abertis Infraestructuras, S.A.'s shares coming from treasury stock and in cash. Delegation of powers in favour of the Board of Directors to set out the conditions of this resolution in the aspects which have not been dealt by this General Meeting and to take any actions as may be necessary or helpful for executing and formalising this resolution.

**Six.-** Resignation, appointment and re-election of directors.

6.1.- Ratification and appointment of Mrs Marina Serrano González, independent director.

6.2.- Ratification and appointment of Mrs Sandrine Lagumina, independent director.

6.3.- Ratification and appointment of Mr Enrico Letta, independent director.

6.4.- Ratification and appointment of Mr Luis G. Fortuño, independent director.

6.5.- Ratification and appointment of Mr Francisco Javier Brossa Galofré, independent director.

6.6.- Ratification and appointment of Mr Antonio Viana-Baptista, independent director.

6.7.- Re-election of G3T, S.L, proprietary director.

**Seven.-** Appointment of Auditors for the company and its consolidated group.

**Eight.-** Consultative voting on the Annual Report about Directors' Remunerations, corresponding to 2016 financial year.

**Nine.-** Approval of the Directors' Remuneration Policy 2018-2019-2020.

**Ten.-** Delegation of powers to formalise all the resolutions adopted by the Meeting.

**DELEGATION CARD**

Mr. \_\_\_\_\_, holder of \_\_\_\_\_

shares of ABERTIS INFRAESTRUCTURAS, S.A., confer the representation thereof on:

1. ABERTIS INFRAESTRUCTURAS, S.A. Board of Directors' Chairman

2. Mr. \_\_\_\_\_, holder of the DNI/Passport number \_\_\_\_\_

Vote instructions for the proposed resolutions submitted to the Shareholders' General Meeting are listed below

Proposed resolution	1	2	3	4.1	4.2	6.1	6.2	6.3	6.4	6.5	6.6	6.7	7	8	9	10
In favour																
Against																
Abstention																

Shareholders' signature

\_\_\_\_\_ 2017

In case of public invitation to appoint as proxy according to article 186 of the Redrafted Text of the Law on Capital Companies, in the event that precise instructions are not imparted, the proxy shall vote in favour of the resolutions suggested or endorsed by the Board of Directors.

The instructions included in the call to the Shareholders' General Meeting 2017 shall apply to this delegation card.