

I. NOTICE OF MEETING, VENUE AND ATTENDANCE

1. On what date and at what time is the next Ordinary General Shareholders' Meeting of Abertis Infraestructuras, S.A. (hereinafter "Abertis" or the "Company") being held?

The meeting is scheduled to be held at noon on **3 April 2017, in the second session.**

2. Where is the General Meeting being held?

At Palau de Congressos de Catalunya, avinguda Diagonal, 661-671, Barcelona, next to the Rey Juan Carlos I Hotel.

A map of how to get to the site is available on the Abertis website, under the "Venue" heading in the General Meeting section.

In accordance with the Articles of Association and the Regulations for the General Shareholders' Meeting, the General Meeting will be held at the location indicated in the notice of meeting within the municipality of Barcelona.

3. From what time can shareholders access the venue where the Meeting is to be held?

Admission to the venue will begin from 10:30 a.m.; i.e., an hour and a half prior to the commencement of the Meeting.

4. Who can attend the Meeting?

The General Meeting can be attended by those shareholders with 1,000 or more shares who, at least five days in advance of the date on which the Meeting is to be held, have the said shares registered in the corresponding share registry book, and who retain at least the aforesaid number of shares until the Meeting takes place.

In the event of not having the minimum number of shares, the shareholder may join up with other shareholders until reaching the minimum number necessary to attend and then designating a proxy.

5. What are the requirements for being able to physically attend the Meeting?

Persons wishing to attend the Meeting must have 1,000 or more shares. In order to be able to attend the General Meeting, it is essential to first obtain the corresponding Attendance Card, issued by the member institutions of the central securities depository, Iberclear (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.), or a body that replaces it. The

Attendance Card must be provided on the day of the Meeting, along with a National ID Card or other official document generally accepted as evidence of the attendee's identity.

If a person is standing as a shareholder's proxy, the Attendance Card must be signed by the shareholder.

If a person is standing as proxy for a legal entity, that person will also need to provide the original and a photocopy of the power of attorney as evidence of the representation held.

6. What mechanisms are available to shareholders who are not entitled to attend the General Meeting in person?

The Company has made provision for those shareholders holding fewer than 1,000 shares, and thus are not entitled to attend the Meeting, so that they may:

- a) Cast absentee votes in advance of the Meeting: Shareholders must fill in the Absentee Voting Form available on the corporate website that, once completed, must be sent to the Company along with the Attendance Card.
- b) Cast their vote electronically: Shareholders may vote electronically via the corporate website (www.abertis.com) by following the instructions therein.
- c) Appoint a proxy: Shareholders may appoint a proxy to attend the Meeting on their behalf, using the delegation form on the Attendance/Delegation Card issued by the member institutions of Iberclear (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.) or a body that replaces it. Said card, duly signed by the shareholder, must be delivered to the proxy so that it may be presented on the day of the Meeting.

Shareholders may also delegate to the Board of Directors, by sending the duly signed Attendance/Delegation Card to its banking establishment to the Company. In accordance with the text appearing on the Attendance/Delegation Card, if the proxy's name is not recorded on the Card, the delegation shall be understood to be in favour of the Chairman of the Board

- d) Shareholders may also delegate their vote electronically via the corporate website (www.abertis.com), by following the instructions therein.
- e) Join up with other shareholders: Those shareholders not entitled to attend may group their shares with those of other shareholders, until the minimum number required to attend is reached (1,000 shares), and by then appointing a representative.

7. In the event of various co-holders appearing on the Attendance Card, can all of them attend?

In the event of various co-shareholders appearing on the Attendance Card, only one of them will be able to attend the Meeting. Pursuant to article 126 of the Law on Capital Companies, it shall be presumed that the co-shareholder carrying out an action (delegation, vote or physical attendance) has been appointed by the other co-owners to exercise shareholder rights.

8. Can I enter the Meeting if I arrive once it has started?

Shareholders or, if applicable, proxies thereof who arrive late to the General Meeting venue, after the processing of the Attendance and Delegation Cards has concluded, may attend the meeting (in the same meeting room or, if deemed appropriate by the Company to prevent any confusion during the Meeting, in an adjoining room from where they can follow the meeting); however, said shareholders or proxy representatives shall not be included in the attendance list.

9. How many votes are accorded to a shareholder (or their proxy) who attends the Meeting?

Attendees of the General Meeting will have one vote for each share they possess or are representing.

10. Will any gifts be given?

No. Attention is only given to those shareholders who attend the Meeting personally.

11. Will an attendance bonus be paid in relation to the Meeting being held?

No. Abertis has never paid an attendance bonus.

12. Can a shareholder request that one or more points be added to the agenda prior to the Meeting taking place?

Shareholders representing at least three per cent of the share capital may request that an addendum to the notice of meeting be published, which includes adding one or more points to the Meeting agenda.

13. How do you exercise the right of an addendum to the agenda? Is there a deadline for doing so?

This right must be exercised via a certified written communication that must be received at the registered offices, the Corporate

Secretary's Office (avinguda de Pedralbes, 17, Barcelona), within five days of the publication of the meeting notice. The request must be accompanied by a justification for the same or, where applicable, a justified draft agreement.

14. Can a shareholder submit alternative proposals in relation to items included on the Meeting agenda?

Shareholders representing at least three per cent of the share capital may submit justifiable proposals on matters already included or to be included on the agenda of the Meeting convened.

15. How do I exercise my right to submit proposals on items on the agenda? Is there a deadline for doing so?

This right must be exercised via a certified written notification that must be received at the registered address, the Corporate Secretary's Office (avinguda de Pedralbes, 17, Barcelona), within five days from the publication of the meeting notice.

II. REPRESENTATION AND PARTICIPATION IN THE MEETING BY REMOTE COMMUNICATION MEANS (IN WRITING AND ELECTRONICALLY):

16. How can I be represented in the General Shareholders' Meeting?

All shareholders with the right to attend may delegate their representation to another person, even if the said person is not a shareholder.

Representation may be exercised by means of the delegation printed on the attendance card, which the shareholder must sign, indicating on the card the name of the proxy and, if so desired, voting instructions.

The proxy must be conferred in writing and signed by the represented shareholder.

The proxy must, in all cases, provide the corresponding attendance/delegation card as well as a National ID Card, or other official document generally accepted as evidence of their identity,

Whenever representation is conferred electronically, the instructions on this website and in the notice of meeting announcement must be followed.

17. Can I confer my representation to different people?

Representation must be conferred to only one person.

18. Can a proxy represent more than one shareholder?

The proxy can represent more than one shareholder. A proxy who is representing various shareholders may cast differing votes in line with the instructions issued by each shareholder.

19. Can conferred representation be revoked?

Representation can always be revoked, and the shareholders may revoke the appointment of their proxy at any time.

If the delegation was made via the corporate website, revocation must be made by the same means and, if so desired, a new delegation can be made.

Moreover, personal (physical) attendance of the Meeting by the represented party, automatically entails the revocation of any delegation, whatever the date thereof.

20. Is there any charge for electronic delegation?

No, it is a free service for shareholders to facilitate their participation in the General Meeting.

21. Can I delegate another person through this process, even if he/she isn't a shareholder?

Yes, you can delegate any individual to represent you, irrespective of whether or not he/she is a shareholder.

22. Do electronic delegations have to be accepted by the delegate?

No. Electronic delegations do not have to be accepted by the delegate, who must present the Attendance/Delegation Card on the day of the Meeting.

23. What do I need in order to delegate electronically?

In order to delegate their vote electronically, shareholders will need a certified digital signature issued by certifying bodies.

24. In the case of there being various co-shareholders on the electronic Attendance/Delegation Card, who will be able to exercise their right to vote or to electronic delegation?

Any one of the co-shareholders appearing on the Attendance Card may exercise the right to vote or to electronic delegation provided that they have a certified digital signature.

Pursuant to article 126 of the Law on Capital Companies, it shall be presumed that the co-shareholder carrying out an action (delegation, vote or physical attendance) has been appointed by the other co-owners to exercise shareholder rights.

25. Does the Company have a deadline for receiving delegations and absentee votes before the Meeting?

Delegations and absentee votes submitted by delivery, by postal correspondence or by electronic means must be received by the company at least five days before the date scheduled for the Meeting, i.e. before 00:01 am on 28 March 2017.

26. Who can exercise the delegation/vote of a shareholder who is a minor?

The minor's parents or, if applicable, a guardian, will have to act on their behalf to delegate or vote in person or electronically through the corporate website. In any case, the legal representation of the minor must be proven.

27. If, on the one hand, delegating or voting electronically prior to the Meeting or, on the other hand, in writing (delivered by hand or by post), which will take precedence?

Representation in writing (by delivery or postal correspondence) within the period established for this purpose will always take precedence.

28. What does the designated proxy to whom the electronic or absentee representation has been delegated have to do?

The proxy must attend the Meeting with the Attendance/Delegation Card, issued by the member institutions of Iberclear (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.), or a body that replaces it, along with his/her National ID Card or other official document generally accepted as evidence of the attendee's identity.

29. Can legal entities also delegate their representation this way?

Yes.

30. Where can I go if I have any technical problems which prevent me from carrying out the electronic delegation?

If, during the course of the electronic delegation process, you encounter a specific issue that prevents you from continuing, we suggest that you report the problem via the electronic mailbox set up for that purpose in the electronic Delegation application available on the corporate website (www.abertis.com). The Company reserves the right to amend, suspend, cancel or restrict the electronic representation delegation mechanisms when required or imposed due to technical reasons or security concerns.

In any case, the Company shall not be held liable for any damages occasioned to the user that may be caused by breakdowns, overloading, damage to lines, connection faults or any other equivalent or similar occurrences beyond its control which may prevent the use of the electronic delegation mechanisms.

31. If I am a shareholder not resident in Spain, can I vote or delegate my vote by electronic means?

Shareholders not resident in Spain may, in the same way as resident shareholders, delegate or exercise their right to vote by electronic means via the corporate website (www.abertis.com), by following the instructions therein.

32. How are absentee votes cast prior to the Meeting counted?

Shareholders who validly cast their absentee vote will be deemed to be present for the purposes of the constitution of the Meeting.

III. RIGHT TO INFORMATION

33. How can I obtain the legal documentation and information required to attend and participate in the next General Meeting?

From the publication of the notice of meeting announcement until the Ordinary General Meeting takes place, any shareholder may obtain from the registered offices and the corporate website (www.abertis.com) all the documents submitted to the Meeting and reports on the same.

Shareholders may also request the delivery or free, immediate remittance of the legal documentation pertaining to the General

Meeting by sending an e-mail to jg2017@abertis.com or requesting the same by telephone, on +34 902 301 015, between 8am and 8pm, Monday to Friday.

34. How can shareholders exercise their right to information prior to the General Meeting taking place?

Any shareholder who so desires may request information, clarification or pose questions in connection with any of the items appearing in the agenda for the General Meeting. They may also request, in writing, any clarification they deem necessary regarding the publicly available information provided by the Company to the Spanish Stock Exchange Commission since the last General Meeting and regarding the auditor's report.

The aforesaid information must be requested in writing from the registered address, the Corporate Secretary's Office (avinguda de Pedralbes, 17, Barcelona) or by e-mail to jg2017@abertis.com, up until the fifth day before the Meeting takes place, or by requesting the same in person at the event.

IV. HOLDING OF THE MEETING: INTERVENTIONS AND ADOPTION OF RESOLUTIONS. MONITORING OF THE MEETING

35. What quorum is required for the Meeting to be duly and correctly constituted?

Given the nature of the matters on the agenda, and in accordance with article 194 of the Law on Capital Companies, in order for the Meeting to be duly and correctly constituted in the first session, the attending shareholders, present or represented, must possess at least 50 percent of the subscribed voting capital.

36. What do I have to do if I wish to intervene in the General Meeting?

Pursuant to the Regulations for the General Shareholders' Meeting, once the session has been declared open, shareholders wishing to speak will be placed on a list of speakers, without prejudice to the right to verbally request this afterwards and, in any case, prior to the commencement of the order of interventions. For this purpose, the shareholder concerned will identify him/herself to the Secretary or member of staff from the Secretary's office available for that purpose or, where appropriate, to the Notary, providing their identity details and the number of shares they own or, where applicable, are representing by proxy.

Any shareholder shall have the right to speak during the discussion of the agenda items.

Afterwards, the Chair or, where applicable, members of the Board of Directors or whoever has been designated for this purpose, shall ask the attendees to present their corresponding reports. After that, and always before voting on agenda items, the Chair will open the floor to the shareholders.

Shareholders shall speak in the order they are called to do so by the Committee, the Chair having previously established the order of the interventions, giving the floor, in strict order, to all those shareholders who have requested to do so in writing and later to those who have made a verbal request. In this case, before they speak, the shareholders or their proxies that have asked to speak must identify themselves, giving their name, whether they are acting for themselves or for a shareholder and, in this case, identifying the latter, as well as the number of shares they own or represent by proxy at the meeting and the number or reference of their attendance card, if it has one.

37. How can I exercise my right to information during the General Meeting?

During the interventions, any shareholder may verbally request the information he/she deems necessary in relation to the items on the agenda, or clarifications on the publicly available information provided by the Company to the Spanish Stock Exchange Commission (Comisión Nacional del Mercado de Valores (CNMV)) since the date of the last General Meeting and regarding the auditor's report

In the event that the shareholder's right cannot be satisfied during the Meeting, the directors will facilitate the information requested in writing within seven days following the conclusion of the General Meeting.

Notwithstanding the foregoing, the directors will not be obliged to answer specific questions from shareholders in those cases stipulated by Law.

38. If I attend the meeting, when do I vote?

Once the interventions have ended, the Meeting Committee will indicate commencement of voting on all the proposed resolutions relating to the agenda items, as well as any other proposal which, not appearing on the agenda, is subject to a vote.

39. How are the minutes of the Meeting approved?

The Board of Directors has agreed to the presence of a Notary to take the minutes of the Meeting. Pursuant to article 203.2 of the Law on Capital Companies, the notarised minutes are not subject to an approval process since they are deemed to be the minutes of the Meeting.

40. Does the Company have any type of system that enables the General Meeting to be followed without having to attend in person?

Yes. Shareholders who wish to follow a live broadcast of the General Meeting will be able to do so on the Internet: www.abertis.com.

Viewing the Internet broadcast of the Meeting does not constitute attendance of the Meeting.

41. How can I learn about the resolutions adopted in the Meeting if I am unable to attend?

Abertis publishes on the General Meeting section of the corporate website www.abertis.com the quorum obtained and the breakdown of the voting for the resolutions adopted in the Meeting within five days of the conclusion of the General Meeting.

V. ELECTRONIC FORUM

42. What is the Shareholders' Electronic Forum?

The Shareholders' Electronic Forum is a mechanism that allows communication between Abertis shareholders prior to the General Meeting.

The Forum does not constitute a communication channel between Abertis and its shareholders.

43. What is the Forum for?

Pursuant to the rules established in the Shareholders' Electronic Forum section of the website, shareholders who have registered as Forum users may send communications for publication that are exclusively for the following purposes:

- a) Proposals that they wish to submit as an addendum to the agenda announced in the call for the General Meeting.
- b) Requests for adherence to said proposals.
- c) Initiatives for reaching the sufficient percentage for the exercising of a minority right as provided for by law.
- d) Offers or requests for voluntary representation.

Pursuant to article 519.1 of the Law on Capital Companies, a request for the publication of an addendum to the notice of meeting, with a view to adding one or more points to the agenda, must be made by shareholders representing at least three per cent of the share capital and by means of a certified written notification that must be received

at the registered address within five days of the publication of the notice of meeting.

44. Who can access and use the Forum?

Access and use of the Forum shall be reserved exclusively for individual Abertis shareholders and for voluntary shareholder associations that have been validly constituted and recorded in the appropriate register by the Spanish Stock Exchange Commission, in accordance with article 539.4 of the Law on Capital Companies.

Access and use of the Forum by registered users is subject to their retaining their status as an Abertis shareholder or as a voluntary shareholder association.

45. How can I access the Forum?

The Shareholders' Electronic Forum can be accessed via the Abertis website (www.abertis.com) and by following the instructions therein.

46. When can I access the Forum?

The Forum is opened on the Abertis website upon announcement of the Meeting, thereby allowing shareholders to access and use the same until the Meeting takes place.

47. What functions does Abertis have in relation to the Forum?

As the administrator of the Forum, Abertis is responsible for ensuring, as far as possible, that communications sent for publication are in accordance with the law, the rules of the Forum and the requirements of good faith. Abertis reserves the right to refuse membership of the Forum and to withdraw any communication which fails to meet the aforementioned conditions.

Communications posted by shareholders who lose this status prior to the General Meeting, as well as any related or linked posts, may be removed.