

ABERTIS INFRAESTRUCTURAS, S.A.

GENERAL MEETING

The Board of Directors convenes the Shareholders' Ordinary General Meeting for 3 April 2017 at 12:00, at the Palau de Congressos de Catalunya, avinguda Diagonal 661-671, Barcelona, in the second session, it being foreseeable that it may not be possible to hold the first session, also convened through this announcement at the same time and location on 2 April, under the following terms:

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 another independent director: a selection process is currently being carried out.

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.

ADDENDUM TO THE NOTICE OF MEETING AND PRESENTATION OF PROPOSALS

In accordance with article 519 of the Law on Capital Companies, shareholders who represent at least three per cent of the share capital may request the publication of an addendum to the present call to the Ordinary General Shareholders' Meeting, including one or more agenda items, provided that the new items are accompanied by a justification or, where appropriate, a justified agreement proposal. This right must be exercised via certified written notification that must be received at the Corporate Secretary's Office (avinguda de Pedralbes, 17, Barcelona), within five days of the publication of this notice of meeting. Shareholders representing this same percentage may, within the same period, submit justifiable proposals of agreements on matters already included or to be included on the agenda of the Meeting convened.

RIGHT TO ACCESS INFORMATION

In accordance with the provisions of Articles 272 and 287 of the Law on Capital Companies, from the date of publication of this notice of meeting, any shareholder may examine at the registered office (avinguda de Pedralbes, 17, Barcelona) and obtain immediately and free of charge, the documents being submitted to the Meeting, and reports thereon, likewise being able to request that said documents be sent free of charge, whether these refer to the individual and consolidated accounts, Chair's or auditors' reports, or to the complete text of the proposal to amend the Corporate Bylaws, the proposal of the Board of Directors' Remuneration Policy, reports from the directors in relation to the proposals appearing on items four and six of the agenda and the report of Appointments and Remuneration Committee on item nine of the agenda, as well as all other legal documentation concerning the General Meeting. The Annual Corporate Governance Report and the Annual Report on Directors' Remuneration for financial year 2016 are also made available to the shareholders.

Similarly, in accordance with article 518 of the Law on Capital Companies, from the publication of this notice of meeting until the date of the Meeting, shareholders who so wish may consult the information referred to in that article through the company website (www.abertis.com).

In accordance with the provisions of Articles 197 and 520 of the Law on Capital Companies, until the fifth day prior to the day on which it is planned to hold the Shareholders' General Meeting being convened, the shareholders may, in writing, pose questions and/or request any information or clarifications that they deem necessary regarding the items on the agenda or 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.

Furthermore, and in accordance with the provisions of Article 539.2 of the Law on Capital Companies, from the date of publication of this notice of meeting until the Meeting is held, a Shareholder's Electronic Forum will be hosted on the company's website. The rules for its operation, and the form that must be completed in order to participate in it, can be found on the company's website.

Shareholders are informed that, for further information regarding the method of exercising their rights in relation to the Meeting, they can contact the Corporate Secretary's Office in writing at the registered office address given above, by telephone on +34 902 301 015 or by email (jg2017@abertis.com).

RIGHT OF ATTENDANCE, REPRESENTATION AND ABSENTEE VOTE

Shareholders may attend the Meeting if they hold, individually or collectively, 1,000 or more shares that, at least five days prior to the date

of the Meeting, have been recorded in the registers of the Company Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Iberclear) and entities affiliated thereto.

For this purpose, the shareholders will have to bring to the Meeting the corresponding attendance issued by the entities affiliated to Iberclear or by the Company.

In accordance with article 522.3 of the Law on Capital Companies, each shareholder with voting rights in the General Meeting may be represented by any person. The power of attorney must state:

(i) In writing:

To authorise their representation in writing, shareholders shall send to the Corporate Secretary's Office (avinguda de Pedralbes, 17, Barcelona) the document by which they authorise their representation by proxy or the attendance card for the Meeting issued by the depositary entities, duly signed, and with the section containing the authorisation for conferring representation filled in, and which includes the request for instructions for the exercise of the right to vote and states the direction of the vote to be taken by the proxy for each of the items on the agenda. In the event that no precise instruction are given, it shall be assumed that the proxy representative will vote in favour of the proposals on the agenda. The proxy may represent more than one shareholder without limitation as to the number of shareholders represented and may cast differing votes in accordance with the instructions given by each shareholder.

(ii) By electronic means:

In accordance with the provisions of Article 522 of the Law on Capital Companies, shareholders who are entitled to attend may delegate their vote to a shareholder or to any natural or legal person by means of electronic communication prior to the Meeting. To make use of this option, the delegating shareholder must have a certified digital signature.

Shareholders with the right of attendance and a certified digital signature who wish to delegate their representation must do so through the Company website (www.abertis.com), by following the instructions for this purpose that are specified in each of the screens of the programme drawn up for the exercise thereof.

Shareholders wishing to delegate by electronic means must prove their identity by means of a certified digital signature, in accordance with the instructions set out in the section "Ordinary General Meeting 2017/Electronic Delegation".

The electronic delegation must be carried out at least five days before the date stated for the Meeting in the first convocation, i.e. before 00:01 am on 28 March 2017.

If a shareholder attends the Meeting in person, any delegation which they may have previously granted shall be revoked. Likewise, a delegation can always be revoked through the same channels through which it was effected.

Shareholders with the right of attendance may cast their vote in person by attending the General Meeting, or may cast an absentee vote by the following means:

(i) By post:

To exercise absentee voting rights using this means, shareholders must send their attendance card, duly completed and signed in the space reserved for the vote, to the registered office of the Corporate Secretary's Office, Abertis Infraestructuras, S.A., avinguda de Pedralbes, 17, Barcelona.

(ii) By electronic means:

Shareholders with the right of attendance may also exercise their right to vote electronically. To do so, shareholders must have a certified digital signature.

Electronic votes must be cast through the company website (www.abertis.com), and by following the instructions for this purpose that are specified in each of the screens of the programme drawn up for the exercise thereof.

Shareholders wishing to vote by electronic means must prove their identity through a certified digital signature, in accordance with the instructions set out in the section "Ordinary General Meeting 2017/Electronic Vote" of said website.

Absentee voting must be carried out at least five days before the date stated for the Meeting in the first convocation, i.e. before 00:01 am on 28 March 2017.

Shareholders who cast their vote in the terms indicated shall be deemed to be present for the purposes of the constitution of the Meeting. Consequently, any previous delegations shall be understood to have been revoked and those conferred subsequently shall be deemed to have not been carried out.

Any absentee votes cast shall be annulled by the physical attendance at the Meeting of the shareholder that has issued said votes, or by the disposal of their shares of which the Company has knowledge at least five days before the date set for the Meeting.

The Company reserves the right to amend, suspend, cancel or restrict the electronic voting and/or delegation mechanisms when required or imposed due to technical reasons or security concerns.

The Company shall not be liable for any damages that may be caused by overload, breakdowns, damage to lines, connection faults or similar occurrences beyond its control which temporarily prevent the use of the electronic delegation systems and/or voting by electronic means.

MINUTES OF THE MEETING

Shareholders are informed that the Board of Directors, in order to make the drawing up of the minutes of the meeting easier, has agreed to the presence of a Notary, who will attend the Meeting and take the corresponding notarised minutes, in accordance with Article 203 of the Law on Capital Companies.

PERSONAL DATA PROTECTION

In accordance with the provisions of Organic Law 15/1999, dated 13 December on the Protection of Personal Data, data of a personal nature on the shareholders and, where applicable, on their representatives, provided to the Company by said shareholders, their representatives or by the banks, companies and stockbrokers in which said shareholders have deposited their shares, via the entity legally authorised to draw up the accounts entries (Iberclear), shall be saved in a file under the responsibility of Abertis Infraestructuras, S.A., for the purpose of managing the development, fulfilment and monitoring of the relationship with its shareholders. The aforementioned data will be communicated to the Notary in relation to the drawing up of the notarial deed of the General Meeting and can be passed on to third parties supporting the right to information laid down by Law, or be accessible to the general public, to the extent that they are reflected in the documentation available on the website www.abertis.com or arised at the General Meeting.

The entire General Meeting shall be recorded and disseminated via the Abertis Infraestructuras, S.A. website (www.abertis.com). Attendance of the General Shareholders' Meeting implies that attendees have given their consent to the recording and dissemination of their image.

The shareholders are also hereby informed of the possibility of exercising their right of access, rectification, cancellation and opposition by writing to Abertis Infraestructuras, S.A., avinguda de Pedralbes, 17, 08034 Barcelona (Ref. Personal Data).

Barcelona, 28 February 2017.
The Secretary of the Board of Directors