

ABERTIS INFRAESTRUCTURAS, S.A.

EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING

The Board of Directors, according to its resolutions dated 25th September 2018, has decided to convene the Extraordinary General Shareholders' Meeting on the 10th day of December 2018 at 9:00 a.m., at Abertis Infraestructuras, S.A.'s registered offices, Paseo de la Castellana 39, Madrid, on first and single call, under the following:

AGENDA

One.- Amendment and redrafting of the Company Bylaws:

1.1.- Amendment of the following articles of the Company Bylaws relating to the General Meeting in order to adapt them to the new context of the Company as a consequence of the delisting of the shares representing the total share capital of Abertis Infraestructuras, S.A. from the Spanish Stock Exchanges and to the new shareholding structure of the company: article 13 ("General Meeting"), article 14 ("Attendance to the meetings. Voting Rights. Representation"), article 15 ("Types of General Meetings"), article 16 ("Calling of General Meetings and information right"), article 17 ("Quorum"), article 18 ("Constitution of the meeting. Adoption of resolutions) and article 19 ("Minutes and certifications").

1.2.- Amendment of the following articles of the Company Bylaws relating to the Board of Directors in order to adapt them to the new context of the Company as a consequence of the delisting of the shares representing the total share capital of Abertis Infraestructuras, S.A. from the Spanish Stock Exchanges and to the new shareholding structure of the company: article 21 ("Composition of the Board"), article 22 ("Term of the position of Director"), article 23.a) ("Convening and quorum of Board Meetings"), article 23.b) ("Deliberations and adoption of resolutions"), article 24 ("Board of Directors' faculties"); deletion of article 25 of the Company Bylaws ("Policy of remuneration of Directors") and amendment of article 26 ("Remuneration of Directors") that, as a consequence of the previous deletion it shall be renumbered as article 25.

1.3.- Amendment of the following articles of the Company Bylaws relating to the Board Committees in order to adapt them to the new context of the Company as a consequence of the delisting of the shares representing the total share capital of Abertis Infraestructuras, S.A. from the Spanish Stock Exchanges and to the new shareholding structure of the company: article 12 ("Creation of corporate intent. Management and representation of the company") and article 23.c) ("Board Committees").

1.4.- Introduction of a new statutory article to introduce the submission to arbitration in conflicts in company law matters ("Arbitration").

1.5.- Amendment of the following articles of the Company's Bylaws to introduce improvements in its wording which do not represent any change in the sense of the article currently in force: article 5 ("Corporate Purpose"), article 11 ("Issuance of bonds and other sources of finance") and article 28 ("Accounting documents") that, as a consequence of the previous deletion shall be renumbered as article 27 and introduction of a new article 33 ("Defined terms").

1.6.- Renumbering and redrafting in a single text of the content of the Company's Bylaws, adding the amendments approved by the General Shareholders' Meeting.

Two.- To establish in five the number of the members of the Board of Directors.

Three.- Resignation and appointment of directors.

3.1.- Resignation of all the directors of the Board of Directors of Abertis Infraestructuras, S.A.

3.2.- Appointment of Mr. Francisco José Aljaro Navarro as director.

3.2.- Appointment of Mr. Carlo Bertazzo as director.

3.3.- Appointment of Mr. Giovanni Castellucci as director.

3.4.- Appointment of Mr. Marcelino Fernández Verdes as director.

3.5.- Appointment of Mr. Pedro José López Jiménez as director.

Four.- To withdraw the Regulations for the General Shareholders' Meeting.

Five.- Amendment of the company's Remuneration Policy approved on the 3rd day of April 2017 by the Company's General Shareholders' Meeting (2018-2020).

Six.- Delegation of powers to formalize all the resolutions adopted by the General Shareholders' Meeting.

SUPPLEMENT TO THE CALL

In accordance with article 172 of the Law on Capital Companies, shareholders representing at least five percent of the share capital may

request that a supplement to this call be published, including one or more items on the agenda. The exercise of this right must be made by means of reliable notification that must be received at the registered office, Corporate Secretary (Paseo de la Castellana, 39, Madrid), within five days following the publication of this call.

RIGHT TO INFORMATION

In accordance with provisions of article 287 of the Law on Capital Companies, from the publication of this call, any shareholder may examine at the registered office (Paseo de la Castellana, 39, Madrid) and obtain immediately and free of charge the documents submitted to the General Meeting and reports on them, as well as request the free delivery of these documents, both as regards of the full text of the proposal for the amendment of the Bylaws and the reports of the administrators in relation to the proposals on item one, three, four and five of the agenda as well as other legal documentation relating to the General Meeting.

Likewise, in accordance with the provisions of the Regulations for the Shareholders' General Meeting, from the date of publication of this notice of meeting until the Meeting is held, the shareholders who so wish can consult through the Company's website (www.abertis.com) the general information to submit to the general meeting.

In accordance with the provisions of Article 197 of the Law on Capital Companies, until the seventh 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 to the Board of Directors regarding the items on the agenda.

Furthermore, and in accordance with the provisions of the Regulations for the Shareholders' General Meeting, 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 93.230.50.00 or by email (ige2018@abertis.com).

RIGHT OF ATTENDANCE, REMOTE REPRESENTATION AND 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 184.2 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 (Paseo de la Castellana, 39, Madrid) 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 184 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 "Extraordinary General Meeting 2018/Electronic Delegation".

The electronic delegation must be carried out at least five days before the date stated for the Meeting, i.e. before 23:59 h on 4th December 2018.

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 a remote 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., Paseo de la Castellana, 39, Madrid.

(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 "Extraordinary General Meeting 2018/Electronic Vote" of the said website.

Remote voting must be carried out at least five days before the date stated for the Meeting, i.e. before 23:59 h on 4th December 2018.

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 remote 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 TO 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 national and European regulations in force 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) and through other means. Attendance of the General Shareholders' Meeting implies the consent to the recording and dissemination of the meeting.

The shareholders are also hereby informed of the possibility of exercising their right recognized in the national and European regulations on data protection in force by writing to Abertis Infraestructuras, S.A., Paseo de la

Castellana, 39, 28046, Madrid, indicating the right exercised by attaching a copy of your ID or substitute identification document.

In Madrid, on this 7th day of November 2018.
The Secretary of the Board of Directors
Mr. Miquel Roca i Junyent