

PROPOSED RESOLUTIONS FOR THE 2020 ORDINARY SHAREHOLDERS' GENERAL MEETING OF ABERTIS INFRAESTRUCTURAS, S.A.

ONE.- Corresponding to the 1st agenda item:

It is proposed to approve the Annual Accounts, both individual and consolidated, for the financial year 2019 and the respective Management Reports, which have been verified by the company's Auditors. The Annual Accounts comprise the Balance Sheet, Profit and Loss Account, Statements of Changes in Equity, Cash Flow Statements and Notes to financial statements, which record a profit of **119,663,142.74 euros** in the individual accounts.

TWO.- Corresponding to the 2nd agenda item:

2.1.- It is proposed to approve the proposed application of the result for the financial year that closed on 31 December 2019, in the following manner:

PROPOSED APPLICATION OF RESULTS

Net profit	119,663,142.74
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Voluntary reserves	119,663,142.74
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Total	119,663,142.74
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2.2.- Likewise, it is proposed to distribute an extraordinary dividend charged to the existing voluntary reserves in the amount of 875,102,756.16 € representing 0.96 € euros gross for each of the currently existing and outstanding shares entitled to receive a dividend in the date of its payment. This dividend includes the proportional attribution of the one that, in its case, would correspond to the existing treasury shares.

THREE.- Corresponding to the 3rd agenda item:

It is proposed to approve the non-financial information status of the Company and its consolidated group corresponding to the financial year, closed on 31 December 2019.

FOUR.- Corresponding to the 4th agenda item:

It is proposed to approve the management of the Company's Board of Directors during the financial year, closed on 31 December 2019.

FIVE.- Corresponding to the 5th agenda item.

In accordance with the proposal made by the Board of Directors, prior report by its Appointments and Remuneration Committee, it is proposed to ratify the appointment by co-optation made by the Board of Directors on the 25th day of September 2019 of Mr. Fabio Cerchiai for the statutory term of three years to cover the vacancy arising from the resignation of Mr. Giovanni Castellucci, who was appointed for a period of three years counting from the 10th day of December 2018.

SIX. - Corresponding to the 6th agenda item.

In accordance with the proposal of the Board of Directors, at the request of its Audit and Review Committee, it is proposed to re-elect as Auditors of the Company for its individual and consolidated accounts, for a term of one year, specifically for the 2020 financial year, the firm "Deloitte, S.L.", with Corporate Tax ID No. B-79104469 and registered offices at Plaza Pablo Ruiz Picasso, 1, Torre Picasso, 28020 Madrid.

SEVEN.- Corresponding to the 7th agenda item.

In accordance with the proposal of the Board of Directors, at the request of its Audit and Review Committee, it is proposed to appoint as Auditors of the Company for its individual and consolidated accounts, for a term of three years, specifically for the 2021, 2022 and 2023 financial years, the firm "KPMG Auditores S.L.", with Corporate Tax ID No. B-78510153 and registered offices at Paseo de la Castellana, 259, 28046 Madrid and ROAC number S0702.

This appointment will be subject to the suspensive condition consisting on that the Italian company Atlantia S.p.A. appoints KPMG as auditor for its group of companies.

For this purpose, all the members of the Board of Directors, its President and the CEO are expressly authorized so that any of them individually can sign the corresponding service provision contract with the aforementioned auditors for the indicated term and under normal conditions of market that it deems necessary.

EIGHT.- Corresponding to the 8th agenda item:

It is proposed to delegate to the Board of Directors, under the terms and conditions set forth in article 297 of the Law on Capital Companies, as many powers are required to agree, on one or several times, the increase in share capital up to the maximum of 1,367,348,056 euros, that is, up to half of the Company's share capital, on the occasion, amount and additional issue premium that the Board may decide, but within a maximum period of five years, from the adoption of this resolution.

As a consequence of this resolution, it is proposed to modify article 6 of the bylaws, which will be hereinafter referred to as:

"Article 6. Share capital

The capital is set at TWO BILLION SEVEN HUNDRED AND THIRTY-FOUR MILLION, SIX HUNDRED AND NINETY-SIX THOUSAND, ONE HUNDRED AND THIRTEEN (2,734,696,113) EUROS, fully paid up and divided into 911,565,371 ordinary shares, belonging to the same class and series, each with a nominal value of 3 Euros, fully subscribed and paid up.

In general, and unless the agreement to increase the capital and issue new shares adopted by the General Meeting has decided otherwise, the Board of Directors is authorised to agree the manner and dates on which any pending payments must be made when there are calls for capital, and whether this must be paid up in cash, at all times respecting the maximum deadline of one year.

In cases where the disbursements pending must be paid by non-monetary contributions, the General Meeting that has agreed to the capital increase shall also decide the nature, value and content of future contributions, as well as the form and procedure for effecting the same, expressly stating the deadline, which must not exceed five years, from the date of incorporation of the Company or, where applicable, from the adoption of the corresponding capital increase agreement.

The Board of Directors is authorised to agree in one or more tranches the capital increase in accordance with the terms, deadlines and conditions established by article 297 of the Redrafted Text of the Law on Capital Companies. And, in particular, by an additional maximum of 1,347,348,056 Euros within a period that shall expire on 21 April 2025. By virtue of this delegation, the Board of Directors shall likewise remain empowered to redraft Article 6 of the Corporate Bylaws once the corresponding increase has been agreed and executed."

NINE.- Corresponding to the 9th agenda item:

It is proposed, following a favorable report from the Appointments and Remuneration Committee, to agree on the modification of the Remuneration Policy in force approved by the Shareholders' General Meeting held on the 3rd April 2017. In particular, it is agreed to modify section 3.2 of the aforementioned policy which will hereinafter have the following wording:

"3.2 Annual Variable Remuneration

Part of the Chief Executive Officer's remuneration is variable in order to increase his commitment to the company and motivate his performance.

The amount of the Chief Executive Officer's annual variable remuneration is a percentage of his fixed remuneration and it is subject to achieving the annual targets set by the Board of Directors.

The metrics assessed in order to determine whether the annual variable remuneration targets have been met are linked to individual performance and the achievement of economic/financial and specific operational targets, which are pre-set, quantifiable, aligned to the Company's Social Responsibility Policy and comprise the main figures in the Company's annual budget.

The Chief Executive Officer's remuneration expectations are 70 per cent of his fixed remuneration.

A minimum threshold is set for each target, below which the valuation is 0; the maximum achievement is 125 per cent of the target remuneration.

The manner in which this incentive is paid may be in cash or as a one-off contribution to his retirement plan. Within the first half of the year in which the incentive is payable, the Chief Executive Officer must inform the company of which percentage of the incentive is to be paid in each of the aforementioned forms.

The Board of Directors shall periodically analyse the target and indicator structure, and may make modifications."

TEN.- Corresponding to the 10th agenda item:

It is proposed to delegate jointly and severally to the Chairman, the Chief Executive Officer and the Secretary of the Board of Directors, whatever powers are required for the formalisation and execution of the agreements

adopted by the General Meeting and, consequently, for the execution of whatever public or private documents are required, in particular authorising them to remedy any possible errors or omissions, executing whatever acts may be necessary until registration of the agreements of the present General Meeting, as required, in the Mercantile Registry.

In Madrid, on this 4th day of March 2020.