

## **RESOLUTIONS PASSED BY THE 2022 ORDINARY SHAREHOLDERS' GENERAL MEETING OF ABERTIS INFRAESTRUCTURAS, S.A.**

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### **ONE**.- Corresponding to the 1st agenda item:

to approve the Annual Accounts, both individual and consolidated, for the 2021 financial year that closed on 31 December 2021, 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 loss of 597,518,262.91 euros in the individual accounts.

### **TWO**.- Corresponding to the 2nd agenda item:

To approve the non-financial information of the Company and its consolidated group included in the consolidated management report corresponding to the 2021 financial year that closed on 31 December 2021.

### **THREE**.- Corresponding to the 3rd agenda item:

To approve the following application of the result for the 2021 financial year that closed on 31 December 2021: the negative results (597,518,262.91€) shall be applicable to negative results of previous financial years.

### **FOUR**.- Corresponding to the 4th agenda item:

To approve the management of the Company's Board of Directors during the financial year, closed on 31 December 2021.

### **FIVE**.- Corresponding to the 5th agenda item:

5.1.- In accordance with the report and the proposal of the Board of Directors, to reduce the share capital of the company, which is currently set at TWO THOUSAND SEVEN HUNDRED THIRTY-FOUR MILLION SIX HUNDRED NINETY-SIX THOUSAND ONE HUNDRED AND THIRTEEN EUROS (€2,734,696,113.00), to TWO THOUSAND ONE HUNDRED AND THIRTY-THREE MILLION SIXTY-TWO THOUSAND NINE HUNDRED AND SIXTY-EIGHT EUROS AND FOURTEEN CENTS (€2,133,062,968.14), that is to say, it is reduced by SIX HUNDRED ONE MILLION SIX HUNDRED THIRTY THREE THOUSAND ONE HUNDRED FORTY-FOUR EUROS AND EIGHTY SIX CENTS (€601,633,144.86), for the return of contributions to the shareholders, by means of a reduction in the par value of the shares representing 100% of the share capital. The par value of the Company's shares, which is currently set at THREE EUROS (€3.00), is reduced by an amount of SIXTY-SIX CENTS OF EURO (€0.66), thus the par

value of the Company's shares being set as a result at TWO EUROS AND THIRTY-FOUR CENTS (€2.34).

The purpose of the share capital reduction is the restitution to all of the Company's shareholders of the total amount of SIX HUNDRED ONE MILLION SIX HUNDRED THIRTY-THREE THOUSAND ONE HUNDRED FORTY-FOUR EUROS AND EIGHTY-SIX EURO CENTS (601,633,144.86 EUROS AND EIGHTY-SIX CENTS). Said amount shall be paid through the settlement and payment mechanisms of the Sociedad de Gestión de los Sistemas de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear).

The aforementioned reduction shall entail the corresponding accounting adjustment, reducing the balance sheet item of subscribed capital stock by said amount and adjusting its nominal value.

The resolution to reduce the share capital shall be published in the Official Gazette (*Boletín Oficial del Registro Mercantil*) and in the Company's website in accordance with the provisions of Articles 319 and 334 of Royal Legislative Decree 1/2010, of July 2, which approves the Law on Capital Companies.

The aforementioned reimbursement to the shareholders will take place within two months from the date of publication of the last announcement of the resolution to reduce the share capital.

As a consequence of the foregoing, and in accordance with the report and the proposal of the Board of Directors, it is agreed to amend paragraph 1 of Article 6 of the Company's Bylaws, which shall henceforth read as follows:

**"Article 6. Share capital.**

*The capital is set at TWO THOUSAND ONE HUNDRED AND THIRTY-THREE MILLION SIXTY-TWO THOUSAND NINE HUNDRED AND SIXTY-EIGHT EUROS AND FOURTEEN CENTS (€2,133,062,968.14), fully paid up and divided into 911,565,371 ordinary shares, belonging to the same class and series, each with a nominal value of TWO EURO AND THIRTY-FOUR CENTS (€2.34) euros, fully subscribed and paid up.*

[...]."

It is also agreed to delegate to the Company's Board of Directors, with the express power of substitution, the execution of this resolution, including, without limitation, the publication of the mandatory announcements and the performance of the necessary actions to record this share capital reduction in the book-entry register (*registro de anotaciones en cuenta*), which is kept by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.

5.2.- 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 1,066,531,484.07 euros, that is, up to half of the Company's share capital after the share capital reduction according to agreement 5.1 above, 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, and revoking the delegation granted in this regard at the General Shareholders' Meeting held on April 21, 2020.

As a consequence of this resolution, and once implemented the share capital reduction referred to in the agreement 5.1 above, it is agreed to modify paragraph 4 of article 6 of the bylaws, which will be hereinafter referred to as:

**"Article 6. Share capital.**

*The capital is set at TWO THOUSAND ONE HUNDRED AND THIRTY-THREE MILLION SIXTY-TWO THOUSAND NINE HUNDRED AND SIXTY-EIGHT EUROS AND FOURTEEN CENTS (€2,133,062,968.14), fully paid up and divided into 911,565,371 ordinary shares, belonging to the same class and series, each with a nominal value of TWO EURO AND THIRTY-FOUR CENTS (€2.34) euros, fully subscribed and paid up.*

*In general, and unless the agreement to increase the capital and issue new shares adopted by the Shareholders' 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 Shareholders' 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 1,066,531,484.07 euros within a period that shall expire on 4 April 2027. By virtue of this delegation, the Board of Directors or, where appropriate, the Executive Committee, having been appointed by the former for this purpose,*

*shall likewise remain empowered to redraft Article 6 of the Corporate Bylaws once the corresponding increase has been agreed and executed."*

**SIX.-** Corresponding to the 6th agenda item.

In accordance with the report and the proposal of the Board of Directors, it is agreed to amend the Articles of Association to include an additional disposition that sets to one year the term of office of the directors reelected in their office by the 2022 Shareholders' Ordinary General Meeting:

The agreed new wording of the aforementioned additional disposition is as follows:

**"Additional Disposition to the Articles of Association**

*Regardless of the provisions foreseen in article 22 and exceptionally for the re-elections agreed in the 2022 Shareholders' Ordinary General Meeting, the term for which directors may be re-elected shall be equal to one (1) year and will, in any case, expire on the day in which the 2023 Shareholders' Ordinary General Meeting is held."*

**SEVEN.-** Corresponding to the 7th agenda item.

Having expired the offices of Mr. Marcelino Fernández Verdes, Mr. Francisco José Aljaro Navarro, Mr. Carlo Bertazzo and Mr. Pedro José López Jiménez as Board members and in accordance with the amendment of the Articles of Association contained in the previous agreement including the 'Additional Disposition to the Articles of Association' and with the report and the proposal of the Board of Directors, it is agreed to re-elect them as Board members for the term of one year.

All the agreed re-elections also have the supporting report of the Appointments and Remunerations Committee under the terms of Article 529 decies of the Law on Capital Companies.

Mr. Marcelino Fernández Verdes, Mr. Francisco José Aljaro Navarro, Mr. Carlo Bertazzo and Mr. Pedro José López Jiménez, in attendance, accept the position for which they have been appointed, declaring that they are not subject to any cause of incompatibility, legal, statutory or statutorily established, committing himself to carry out his work well and loyally.

**EIGHT.-** Corresponding to the 8th agenda item.

In accordance with the report and the proposal of the Board of Directors, it is agreed to transfer the registered office of the Company to Paseo de la Castellana, number 89, 9<sup>th</sup> floor, in Madrid.

Therefore, it is agreed to amend Article 3 of the Company's Articles of Association, which shall henceforth be worded as follows:

**"Article 3. Registered Address**

*The Company's registered address must be in Spain and is established at Paseo de la Castellana, 89, 9<sup>th</sup> floor, 28046-Madrid, the location where its management and administration centre is located. The Board of Directors is authorised to change the registered address within the national territory. It is also authorised to establish, dispose of or transfer the branches, offices, agencies and representations it considers necessary and in the location it considers appropriate."*

**NINE.**- Corresponding to the 9th agenda item.

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 Shareholders' 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 Shareholders' General Meeting, as required, in the Mercantile Registry.

In Madrid, on 4 of April 2022.