

**SUPPORTING REPORT SUBMITTED BY THE BOARD OF DIRECTORS OF ABERTIS INFRAESTRUCTURAS, S.A. IN RELATION TO THE FIRST, SECOND AND FOURTH ITEMS ON THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING TO BE HELD ON 28 JUNE 2022.**

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The Board of Directors of Abertis Infraestructuras, S.A. (the "**Company**") issues this document for the purposes of informing on its proposed resolutions regarding the first, second and fourth items on the agenda of the Extraordinary Shareholders' General Meeting to be held on 28 June 2022, in accordance with the provisions of the Articles of Association and the regime set forth in the Companies Act.

**A. JUSTIFICATION OF THE COMPETENCE, EXPERIENCE AND MERITS OF THE DIRECTOR MR. CLAUDIO BOADA PALLERÉS, CORRESPONDING TO THE FIRST ITEM ON THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING TO BE HELD ON 28 JUNE 2022.**

The Board of Directors of the Company informs the General Meeting of the proposed resolution to ratify the appointment by co-optation of Mr. Claudio Boada Pallerés made by the Board of Directors at its meeting held on 26 May 2022, in order to fill the vacancy caused by the resignation of Mr. Fabio Cerchiai on 6 May 2022.

In particular, the regime established in section 5 of Article 529 decies of the Companies Act has been considered for the purposes of evaluating the competence, experience and merits of the proposed Director, Mr. Claudio Boada Pallerés.

Having evaluated all the requirements relating to the proposed Director's commercial and professional reputation, the knowledge and experience for exercising its duties as director and willingness to exercise good governance of the company, highlighting its capabilities and professional background, the Board of Directors, prior report by the Appointments and Remuneration Committee, proposes to ratify the appointment by co-optation of Mr. Claudio Boada Pallerés for the term corresponding to the Director whose position is being filled, that is, until 25 September 2022, in order to fill the vacancy that has arisen following the resignation of Mr. Fabio Cerchiai.

The Board considers that Mr. Claudio Boada Pallerés shall bring to the Company his considerable experience and knowledge of the business sector, which will undoubtedly help in the process of decision-making within the Board of Directors.

For the purposes of providing complete information, the CV of Mr. Claudio Boada Pallerés is attached to this report as **Annex nº1**.

**B. JUSTIFICATION OF THE PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION FOR THE INCLUSION OF A SECOND ADDITIONAL DISPOSITION, REFERRED TO IN ITEM TWO OF THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING TO BE HELD ON 28 JUNE 2022.**

Pursuant to the provisions of Article 286 of the Companies Act, which requires Directors to draw up an explanatory report on the proposal to amend the Articles of Association to be submitted to the Shareholders' General Meeting, the Board of Directors proposes to the Shareholders' General Meeting for approval under item two of the agenda, the amendment to the Articles of Association consisting in exceptionally reducing the term of office of the Directors appointed by the Extraordinary Shareholders' General Meeting to be held in June 2022.

This amendment aims to adapt the Company's governance to that of its significant shareholders, without altering in the future the ordinary term of office of three years established in Article 22 of the Company's Articles of Association.

Thus, it is deemed appropriate to propose to the Shareholders' General Meeting the inclusion of the following additional disposition to the Articles of Association: "Second Additional Disposition to the Articles of Association".

**Proposal for the wording of the Second Additional Disposition to the Articles of Association:**

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

*Regardless of the provisions foreseen on Article 22 and exceptionally for the appointments agreed in the Extraordinary General Meeting held in June 2022, the term for which directors may be appointed shall be one (1) year and, in any case, shall expire on the day on which the Ordinary General Meeting is held in 2023".*

**C. JUSTIFICATION FOR THE APPOINTMENT OF FOUR NEW DIRECTORS REFERRED TO IN ITEM FOUR OF THE AGENDA OF THE EXTRAORDINARY SHAREHOLDERS' GENERAL MEETING TO BE HELD ON 28 JUNE 2022.**

In accordance with the provisions of Article 21 of the Company's Articles of Association, the Board of Directors of the Company shall consist of five or nine members, and the number of members shall be determined by the Shareholders' General Meeting. Therefore, in the event that the General Meeting approves the proposed resolution corresponding to the third item on the agenda, that is, to set the number of members of the Company's Board of Directors at nine, it would be necessary to appoint four new Board Members. These appointments have been included as item four on the agenda

of the Extraordinary Shareholders' General Meeting to be held on 28 June 2022.

It is expressly stated that the identity of the four new Directors is not known to the Board at the time of issuance of this report, as they are in the process of being selected. Once the Board has identified the new Directors, it will issue the respective report on the suitability of each candidate, evaluating their skills, experience and merits, in accordance with the provisions of article 529 decies of the Companies Act, which will be made available to the shareholders for their information.

In Madrid, on 27 May 2022.

## **ANNEX N°1**

### **CURRICULUM:**

#### **CLAUDIO BOADA PALLERÉS**

Born in Barcelona in 1952, Claudio Boada Pallerés studied industrial engineering at the *Universidad Politécnica de Madrid* and obtained an MBA from the University of Southern California.

He began his professional career in 1977 at Banco de Bilbao, at Dillon, Read Overseas Corporation (London) and Banco de Progreso. Between 1990 and 2006, he held various positions at Lehman Brothers, among which he was Managing Director responsible for the investment banking business for Spain and Portugal, member of the European Investment Banking Committee, and Non-Executive Chairman and Senior Advisor for the Iberian region. From 2004 to 2012 he was Chairman of the *Círculo de Empresarios*. He also held the position of Senior Advisor of HSBC for Spain and Portugal from 2007 to 2016.

Claudio Boada Pallerés is currently Senior Advisor to Blackstone for Spain and Portugal since 2012, Chairman of Anticipa Real Estate and Testa Inmobiliaria and Fidere, and Member of the Board of Directors of HIP Hotel Investment Partners, firms of the Blackstone Group, non-executive Chairman of Aegon España, S.A., Chairman of the Advisory Board of SAP Spain, Member of the Advisory Board of the Franklin Institute, attached to the University of Alcalá de Henares, and Founding Member of Fundación Créate.