

**REPORT SUBMITTED BY THE BOARD OF DIRECTORS OF "ABERTIS INFRAESTRUCTURAS, S.A." FOR THE PURPOSES PROVIDED FOR IN ARTICLE 286 OF THE LAW ON CAPITAL COMPANIES REGARDING THE AMENDMENT OF ARTICLE 3 OF THE ARTICLES OF ASSOCIATION AS REFERRED TO IN ITEM EIGHT OF THE AGENDA OF THE 2022 ORDINARY SHAREHOLDERS' GENERAL MEETING.**

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This report has been drawn up by the Board of Directors of ABERTIS INFRAESTRUCTURAS, S.A. (the "**Company**") pursuant to the provisions of Article 286 of the Law on Capital Companies which requires administrators to draw up an explanatory report on the proposal to modify the Articles of Association being submitted to the Shareholders' General Meeting.

**EXPLANATION FOR THE PROPOSAL**

The aim of the amendment to the Articles of Association which is being proposed to the Shareholders' General Meeting for approval under item eight of the agenda is to record in said Articles of Association the transfer of the registered office of the Company to the new offices in Madrid.

Therefore, it is deemed appropriate to propose to the Shareholders' General Meeting the amendment of the following article of the Articles of Association: Article 3. Registered Address.

**Proposal for the wording of article 3 of the Articles of Association (Article 3. Registered Address):**

**Current wording:**

**"Article 3. Registered Address**

*The Company's registered address must be in Spain and is established at Paseo de la Castellana, 39, 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."*

**Proposed wording:**

**"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.”*

In Madrid, on 1 March 2022.