

AUDIT AND REVIEW COMMITTEE REPORT ON THE INDEPENDENCE OF THE AUDITORS

To the Board of Directors of Abertis Infraestructuras, S.A.:

Pursuant to the provisions of article 529 *quaterdecies* 4.f) of the Law on Capital Companies, the Audit and Review Committee of Abertis Infraestructuras, S.A. is issuing this report prior to Deloitte issuing its audit report on **Abertis** individual and consolidated annual accounts for the financial year ended 31 December 2016, and states the following:

We have established appropriate relations with the auditors in order to receive information about questions that might jeopardise their independence, so that the Audit and Review Committee could examine them. We also requested other information concerning the auditing process, as well as other communications envisaged in the auditing legislation and auditing technical rules.

The auditors, Deloitte, have provided the Audit and Review Committee with written confirmation of their independence from the company or companies directly or indirectly associated with it, together with information regarding any kind of additional services provided to such companies by Deloitte or by persons or organisations associated with the latter pursuant to that set forth in the Law 22/2015, dated 20 July, on the Accounts Auditing.

During the financial year 2016, we have analysed the services received from Deloitte other than the auditing service in order to ensure that contracting them is not incompatible with their task as auditors and therefore does not call their independence into question, in accordance with the restrictions stipulated in the Law 22/2015, dated 20 July, on the Accounts Auditing.

The auditing fees invoiced by Deloitte in the financial year 2016 amounted to 2.799 thousand euros. The invoicing for other services amounted to 1.132 thousand euros, 212 thousand euros of which correspond to "Other unrelated services" (8% of the auditing fees). These basically consisted of support for the elaboration of the Group's Integrated Report (83 thousand euros) and tax advice works (72 thousand euros).

As a result of the foregoing considerations, the Audit and Review Committee states that, in view of the nature of the services provided and since the internal limit set for performance of other unrelated work by the auditor (25% of the auditing fees) has not been exceeded, in our opinion, it has acted in full independence in the provision of the services.

In Barcelona, 28 February 2017