

Other Relevant Information

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COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)

In compliance with article 227 of the reinstated text of the Spanish Securities Market Act, ABERTIS INFRAESTRUCTURAS, S.A. (“**Abertis**”) hereby notifies the Spanish Securities Market Commission the following

OTHER RELEVANT INFORMATION

Abertis Infraestructuras Finance B.V. (the “**Issuer**”), a wholly-owned Dutch subsidiary of Abertis, has set the terms of an issue of euro denominated undated deeply subordinated fixed rate reset securities (the “**New Securities**”), guaranteed by Abertis, for a total amount of €600,000,000 (the “**Issuance**”).

The main terms and conditions of the New Securities are as follows:

The issue price of the New Securities is fixed at 100% of their principal amount.

The New Securities will bear interest on their principal amount:

- (i) from (and including) 26 January 2021 (the “**Issue Date**”) to (but excluding) 26 April 2027 (the “**First Reset Date**”) at a rate of 2.625% per annum, payable annually (except for a short first Interest Period) in arrear on 26 April in each year, (the “**Interest Payment Date**”), commencing on 26 April 2021; and
- (ii) from (and including) the First Reset Date, at the applicable 5 Year Swap Rate in respect of the relevant Reset Period plus:
 - (A) in respect of the period commencing on the First Reset Date to (but excluding) 26 April 2032, 3.269% per annum;
 - (B) in respect of the period commencing on 26 April 2032 to (but excluding) the Second Step-up Date (as defined below), 3.519% per annum; and
 - (C) from and including the Second Step-up Date, 4.269% per annum.

all as determined by the Agent Bank, payable annually in arrear on each Interest Payment Date, commencing on 26 April 2028, subject to certain conditions set out in the terms and conditions of the New Securities.

The “**Second Step-up Date**” means (A) if, at any time between the Issue Date and the 30th calendar day preceding the First Reset Date, Abertis is assigned an issuer credit rating of “BBB-” or above by S&P Global Ratings Europe Limited (“**S&P**”) and does not, on the 30th calendar day preceding the First Reset Date, have an issuer credit rating assigned to it of “BB+” (or such similar nomenclature then used by S&P) or below, 26 April 2047; and (B) otherwise 26 April 2042.

The New Securities will be issued in the denomination of €100,000 and will be perpetual, although they will be subject to a call option exercisable by the Issuer on certain dates and at any time upon



the occurrence of certain circumstances as set out in the terms and conditions of the New Securities.

The Issuer may, at its sole discretion, elect to defer (in whole or in part) any payment of interest on the New Securities, without constituting an event of default. Any interests so deferred will be cumulative and arrears of interest will be payable in certain events set out in the terms and conditions of the New Securities.

The closing and payment of the Issuance are expected to take place on 26 January 2021, subject to compliance with certain conditions precedent customary for transactions of this type, as set out in the subscription agreement governed by English law that is expected to be entered into by the Issuer, Abertis and the Joint Bookrunners (as defined below) in connection with the Issuance.

The Issuance will be placed among institutional investors by BNP Paribas, HSBC Continental Europe (the "**Global Coordinators**"), and Banco de Sabadell, S.A., Commerzbank Aktiengesellschaft, Crédit Agricole Corporate and Investment Bank, ING Bank N.V., Mediobanca - Banca di Credito Finanziario S.p.A., Mizuho Securities Europe GmbH, Morgan Stanley Europe SE, MUFG Securities (Europe) N.V., RBC Capital Markets (Europe) GmbH and SMBC Nikko Capital Markets Europe GmbH (the "**Additional Joint Bookrunners**" and together with the Global Coordinators, the "**Joint Bookrunners**").

Application is expected to be made to The Irish Stock Exchange plc trading as Euronext Dublin for the New Securities to be admitted to listing on the Official List of Euronext Dublin and to trading on the Global Exchange Market of Euronext Dublin.

This is brought to your attention for the appropriate purposes

Yours faithfully,

Barcelona, 13 January 2021.



Disclaimer: This announcement is neither an offer to sell nor a solicitation of an offer to buy any of the securities referred to herein and shall not constitute an offer, solicitation nor sale in any jurisdiction in which such offer, solicitation or sale is unlawful -including but not limited to the United States, Australia, Canada or Japan-.

The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States absent registration or pursuant to an exemption from the registration requirements of the Securities Act and in accordance with applicable state securities laws.