

**OTHER RELEVANT  
INFORMATION**

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**COMISIÓN NACIONAL DEL MERCADO DE VALORES (CNMV)**

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In compliance with article 227 of the Redrafted Text of the Spanish Securities Market Law, ABERTIS INFRAESTRUCTURAS, S.A. ("**Abertis**"), notifies

**OTHER RELEVANT INFORMATION**

The Abertis' Board of Directors, at its meeting held on the 1<sup>st</sup> day of March 2022, has resolved to call the Ordinary General Shareholders' Meeting, which will be held at its registered office, on first and single call on the 4<sup>th</sup> day of April 2022 at 12:00 pm.

Attached is the full text of the call to the meeting and the proposed resolutions that will be submitted for the approval of the Annual General Meeting.

In Madrid, on the 2<sup>nd</sup> day of March 2022.

Miquel Roca Junyent  
Secretary of the Board of Directors

## **ABERTIS INFRAESTRUCTURAS, S.A.**

### **ORDINARY GENERAL SHAREHOLDERS' MEETING**

The Board of Directors, according to its resolutions dated 1 March 2022, has decided to convene the Ordinary General Shareholders' Meeting on 4 April 2022 at 12:00 pm, at Abertis Infraestructuras, S.A.'s registered office, Paseo de la Castellana 39, Madrid, on first and single call.

The Board considers that the best way to ensure that shareholders can exercise their rights, with full guarantees for their health and for the health of others, is to responsibly recommend: (i) not to physically attend the General Meeting and to follow the development of the General Meeting by means of the full live broadcast on the corporate website ([www.abertis.com](http://www.abertis.com)), and (ii) that they exercise their attendance and voting rights through the mechanisms made available to them through the telematic means described in this announcement and on the Company's website.

The Ordinary General Shareholders' Meeting will be held under the following:

#### **AGENDA**

**One.**- Approval of the individual and consolidated annual accounts and their respective management reports corresponding to the 2021 financial year that closed on 31 December 2021.

**Two.**- Approval of the non-financial information included in the consolidated management report corresponding to the 2021 financial year that closed on 31 December 2021.

**Three.**- Approval of the proposed application of result corresponding to 2021 financial year that closed on 31 December 2021.

**Four.**- Approval of the management of the Board of Directors during the 2021 financial year.

**Five.**- Reduction of the share capital of the company and delegation to the Board of Directors of the faculty to agree in one or several times the increase of share capital, and subsequent amendments of article 6 of the Articles of Association:

5.1.- Reduction of the share capital of the company for the refund of corporate contributions of the shareholders by means of the reduction of the par value of the shares of the company and subsequent amendment of article 6 of the Articles of Association.

5.2.- Delegation to the Board of Directors of the faculty to agree in one or several times the increase of share capital up to half of the share capital and for a maximum term of five years and revoking the previously granted delegation and subsequent amendment of article 6 of the Articles of Association.

**Six.-** Amendment of 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.

**Seven.-** Reelection of the board members of Abertis.

**Eight.-** Change of the registered office and subsequent amendment of article 3 of the Articles of Association.

**Nine.-** Delegation of powers to formalize all the resolutions adopted by the General Shareholders' Meeting.

### **SUPPLEMENT TO THE CALL**

In accordance with article 172 of the Law on Capital Companies, shareholders representing at least five percent of the share capital may request that a supplement to this call be published, including one or more items on the agenda. The exercise of this right must be made by means of reliable notification that must be received at the registered office, Corporate Governance department (Paseo de la Castellana, 39, Madrid), within five days following the publication of this call.

### **RIGHT TO INFORMATION**

In accordance with the provisions of Article 272 of the Law on Capital Companies, from the date of publication of this notice of meeting, any shareholder may examine at the registered office (Paseo de la Castellana, 39, Madrid) and may request to the Company to obtain immediately and free of charge, the documents being submitted to the Meeting and reports thereon. This request may refer to the individual and consolidated accounts, management reports that, where appropriate, include the mandatory non-financial information and the auditors' reports or all other legal documentation concerning the General Meeting.

In attention to the limitations in force from time to time arising from the situation generated by COVID-19, it is recommended that shareholders who wish to obtain a copy of all or some of the documents submitted to the Meeting, send their request by e-mail to [jgo2022@abertis.com](mailto:jgo2022@abertis.com).

In accordance with the provisions of Article 197 of the Law on Capital Companies and in the Company's Articles of Association, until the seventh day prior to the day on which it is planned to hold the Shareholders' General

Meeting being convened, shareholders (attending personally or remotely) may, in writing or orally during the meeting, may pose questions and/or request any information or clarifications as they deem necessary from the Board of Directors regarding the items on the agenda.

Shareholders are informed that, for further information regarding the method of exercising their rights in relation to the Meeting, they can contact the Corporate Governance department of Abertis, by telephone on +34 93.230.50.00 or by email ([jgo2022@abertis.com](mailto:jgo2022@abertis.com)).

## **RIGHT OF ATTENDANCE, REPRESENTATION AND VOTE**

### **1.- Right of attendance.**

Shareholders may attend the Meeting, physically or by telematic means, if they hold, individually or collectively, 1,000 or more shares that, at least five days prior to the date of the Meeting, have been recorded in the registers of the Company "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A." (Iberclear) and entities affiliated thereto.

a) Shareholders who wish to attend physically the Meeting shall:

- Inform the Company, by sending a written notice addressed to the registered office, Corporate Governance Department, Abertis Infraestructuras, S.A., Paseo de la Castellana, 39 Madrid, or to the following e-mail address [jgo2022@abertis.com](mailto:jgo2022@abertis.com), 48 hours before the holding of a General Meeting, in order to be able to comply with the appropriate social distancing measures recommended due to the health crisis caused by COVID-19, in accordance with which the aforementioned General Meeting will be held.
- Attend the Meeting with the corresponding attendance card issued by the entities affiliated to Iberclear or by the Company with the National Identity Card or any other official document, in force, generally accepted for these purposes to prove their identity.

b) Shareholders who wish to attend the meeting by telematic means shall be registered through the "Telematic attendance" section in the Company's website ([www.abertis.com](http://www.abertis.com)) before the Meeting and no later than 11:30 hours on the Meeting's date, proving their identity recognized by means of an electronic national identity card or a recognized, valid and in force electronic certificate, in accordance with the provisions of Law 6/2020, of 11 November, regulating certain aspects of reliable electronic services, together with a scanned copy of the Attendance Card issued by their bank, and follow the instructions described in the aforementioned section of the Company's website. The

entire Meeting will be retransmitted in real time through the Company's website.

## **2.- Representation.**

In accordance with article 184.2 of the Law on Capital Companies, each shareholder with voting rights in the General Meeting may be represented by any person, complying with the requirements and formalities required by the Articles of Association and by the Law on Capital Companies.

Each shareholder entitled to vote at the General Meeting may be represented by any person and the proxy may be evidenced:

(i) In writing:

To authorise their representation in writing, shareholders shall send to the Corporate Governance department (Paseo de la Castellana, 39, Madrid) the document by which they authorise their representation by proxy or the attendance card for the Meeting issued by the depositary entities, duly signed, and with the section containing the authorisation for conferring representation filled in, and which includes the request for instructions for the exercise of the right to vote and states the direction of the vote to be taken by the proxy for each of the items on the agenda.

ii) By electronic means:

Shareholders who are entitled to attend may delegate their representation to a shareholder or to any natural or legal person by means of electronic communication prior to the Meeting. To make use of this faculty, the delegating shareholder must have an electronic national identity card or a recognized, valid and in force electronic certificate, in accordance with the provisions of Law 6/2020, of 11 November, regulating certain aspects of reliable electronic services.

Shareholders with the right of attendance who wish to delegate their representation must do so through the Company's website ([www.abertis.com](http://www.abertis.com)). They shall prove their identity by means of an electronic national identity card or an electronic certificate, in accordance with the instructions set out in the section "Ordinary General Meeting 2022/Electronic Delegation" of the aforesaid website.

The delegation in writing and the electronic delegations must be made at least one day before the date stated for the Meeting, therefore, before 00:01 a.m. on 3 April, 2022.

In the event that no precise instructions are given, it shall be assumed that the proxy representative will vote in favour of the proposals on the agenda. The proxy may represent more than one shareholder without limitation as to

the number of shareholders represented and may cast different votes in accordance with the instructions given by each shareholder.

In the event that no instructions are given due to matters not included on the agenda or no voting instructions have been given regarding proposals not formulated by the Board of Directors, the proxy representative shall vote in the manner he/she deems most convenient for the interests of the Company and of the shareholder he/she represents.

Any proxy which does not state the representative to whom it is granted, shall be deemed to be granted to the Chairman of the Board of Directors.

The physical attendance of a shareholder to the Meeting shall revoke any delegation that he/she may have made previously, as well as the disposal of his/her shares of which the Company was aware at least five days prior to the date of the Meeting. Likewise, the delegation shall always be revocable by the same means by which it was made.

### **3.- Vote.**

Shareholders with the right of attendance may cast their vote in person by attending the General Meeting (physically or by telematic means) or may cast a remote vote by the following means:

(i) By post:

In order to exercise the right to vote remotely by this means, the shareholder shall send the attendance card duly filled in and signed in the space reserved for voting, to the registered office, Corporate Governance Department, Abertis Infraestructuras, S.A., Paseo de la Castellana, 39 Madrid.

(ii) By electronic means:

Shareholders with the right of attendance may also exercise their right to vote electronically. To do so, shareholders must have an electronic national identity card or a recognized, valid and in force electronic certificate, in accordance with the provisions of Law 6/2020, of 11 November, regulating certain aspects of reliable electronic services.

Electronic votes must be cast through the company's website ([www.abertis.com](http://www.abertis.com)), and by following the instructions for this purpose that are specified in each of the screens of the program drawn up for the exercise thereof.

Shareholders wishing to vote by electronic means must prove their identity through an electronic national identity card or an electronic certificate, in accordance with the instructions set out in the section "Ordinary General Meeting 2022/Electronic Vote" of the aforesaid website.

Remote voting must be received by the Company at least one day prior to the date scheduled for the Meeting, therefore, before 00:01 a.m. on 3 April, 2022.

Shareholders who cast their vote in the aforementioned terms shall be deemed to be present for the purposes of constituting the meeting. Consequently, proxies issued previously shall be deemed revoked and those granted subsequently shall be deemed not to have been granted.

Any shareholder who casts his/her vote by post or by electronic means without making a mark in any or none of the checkboxes intended to indicate his/her vote in respect of the items on the agenda, shall be deemed to vote in favour of the respective proposals. Unless otherwise specified, the Chairman of the Board of Directors shall be deemed to be the proxy representative, in relation to the proposed resolutions not drawn up by the Board of Directors or on the items not included on the agenda. The rules regarding shareholders' representation shall also apply to the vote.

Any remote votes cast shall be annulled by the physical attendance at the Meeting of the shareholder that has issued said votes, or by the disposal of their shares of which the Company has knowledge at least five days before the date set for the Meeting.

The Company reserves the right to amend, suspend, cancel or restrict the electronic voting and/or delegation mechanisms when required or imposed due to technical reasons or security concerns.

The Company shall not be liable for any damages that may be caused by overload, breakdowns, damage to lines, connection faults or similar occurrences beyond its control which temporarily prevent the use of the electronic delegation systems and/or voting by electronic means.

## **PERSONAL DATA PROTECTION**

In accordance with the provisions of the National and European Regulations in force on the Protection of Personal Data, data of a personal nature on the shareholders and, where applicable, on their representatives, provided to the Company by said shareholders, their representatives or by the banks, companies and stockbrokers in which said shareholders have deposited their shares, via the entity legally authorized to draw up the accounts entries (Iberclear), shall be saved in a file under the responsibility of Abertis Infraestructuras, S.A., for the purpose of managing the development, fulfilment and monitoring of the relationship with its shareholders. The aforementioned data will be communicated to the Notary in relation to the drawing up of the notarial deed of the General Shareholders' Meeting and can be passed on to third parties supporting the right to information laid down by Law, or be accessible to the general public, to the extent that they are

reflected in the documentation available on the website [www.abertis.com](http://www.abertis.com) or arised at the General Shareholders' Meeting.

The entire General Meeting shall be recorded and disseminated via the Abertis Infraestructuras, S.A. website ([www.abertis.com](http://www.abertis.com)). Attendance of the General Shareholders' Meeting implies that attendees have given their consent to the recording and dissemination of their image.

The shareholders are also hereby informed of the possibility of exercising their right of access, rectification, cancellation, opposition, limitation of processing, portability and any other rights recognized in the national and European Regulations on Data Protection in force by writing to Abertis Infraestructuras, S.A., Paseo de la Castellana, 39, 28046, Madrid (Ref. Personal data), indicating the right which they are exercising by attaching a copy of their ID or substitute identification document.

### **NOTARY INTERVENTION**

The Board of Directors has agreed to require the presence of a Notary to attend the Shareholders' General Meeting and to draft the minutes of the meeting in accordance with the provisions of article 203 of the Law on Capital Companies.

In Madrid, on 2 March 2022.

The Secretary of the Board of Directors  
Mr. Miquel Roca i Junyent

**PROPOSED RESOLUTIONS FOR THE 2022 ORDINARY  
SHAREHOLDERS' GENERAL MEETING OF ABERTIS  
INFRAESTRUCTURAS, S.A.**

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

It is proposed 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:

It is proposed 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:

It is proposed 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:

It is proposed 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, it is proposed 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 a newspaper of wide circulation in the province of Madrid 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 proposed 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 proposed 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 Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.

5.2.- It is proposed 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 proposed 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 proposed 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 proposed 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 proposed to re-elect them as Board members for the term of one year.

All the proposed 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.

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

In accordance with the report and the proposal of the Board of Directors, it is proposed 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 proposed 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.

It is proposed 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 1 of March 2022.