

Relevant Fact

Corporate Secretary
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COMISION NACIONAL DEL MERCADO DE VALORES (CNMV)

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

RELEVANT FACT

The Company sends the resolutions passed by the Ordinary General Shareholders' Meeting which was held today, 19th March 2019, on first and single call.

In Madrid, on 19th March 2019.

Josep Maria Coronas Guinart
General Secretary

RESOLUTIONS PASSED BY THE 2019 ORDINARY SHAREHOLDERS' GENERAL MEETING OF ABERTIS INFRAESTRUCTURAS, S.A.

ONE.- Corresponding to the 1st agenda item:

To approve the Annual Accounts, both individual and consolidated, for the financial year 2018 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 profit of **2,406,758,000.76 euros** in the individual accounts.

TWO.- Corresponding to the 2nd agenda item:

To approve the application of the result for the financial year that closed on 31 December 2018, in the following manner:

APPLICATION OF RESULTS

Net profit	2,406,758,000.76
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Dividend	875,102,756.16
Voluntary reserves	1,531,655,244.60

Total	2,406,758,000.76
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To distribute a 2018 dividend charged to the profit of the financial year of 875,102,756.16 € representing 0.96 € euros gross for each of the currently existing and outstanding shares entitled to receive a dividend in the date of its payment. This dividend includes the proportional attribution of the one that, in its case, would correspond to the existing treasury shares.

The dividend will be paid once obtained a rating equal to or above BBB in a Rating Evaluation Services (RES) provided by Standard & Poor's and the CEO has verified the fulfilment of this precedent condition. If S&P rating is below BBB, the Board of Directors shall then revise the proposal of application of results and/or shall take any other measures consistent with the Shareholders' Agreement.

THREE.- Corresponding to the 3rd agenda item:

To approve the Integrated Annual Report corresponding to the 2018 financial year, including the consolidated non-financial information.

FOUR.- Corresponding to the 4th agenda item:

To approve the management of the Company's Board of Directors during the financial year, closed on 31 December 2018.

FIVE. - Corresponding to the 5th agenda item.

In accordance with the proposal of the Board of Directors, to re-elect as Auditors of the Company for its individual and consolidated accounts, for a term of one year, specifically for the 2019 financial year, the firm "Deloitte, S.L.", with Corporate Tax ID No. B-79104469 and registered offices at Plaza Pablo Ruiz Picasso, 1, Torre Picasso, 28020 Madrid.

SIX.- Corresponding to the 6th agenda item:

To proceed to the distribution of an extraordinary dividend charged to the merger reserve in the amount of 9,963,409,505.03 €, that is 10.93 euros per each of the currently existing and outstanding shares entitled to receive a dividend in the date of its payment. This dividend includes the proportional attribution of the one that in its case would correspond to the existing treasury shares.

This agreement shall be subject to the condition precedent that the merger between Abertis Infraestructuras, S.A. (Absorbing Company) and Abertis Participaciones, S.A., Sole-Shareholder Company (Absorbed Company) is fully effective, that is, that the aforementioned merger is registered in the Mercantile Registry of Madrid.

This distribution will be payable within fifteen (15) days following the registration of the merger in the Mercantile Registry of Madrid.

SEVEN.- Corresponding to the 7th agenda item:

For the purpose of adapting the remuneration policy to the real context of the Company on the occasion of the delisting of the shares representing the total share capital of Abertis Infraestructuras, S.A. from the Spanish Stock Exchanges and to the new shareholding structure, the General Meeting, at the initiative of its majority shareholder, Abertis HoldCo, S.A, Sole-Shareholder Company, approve to amend section 3 of the said policy which current wording is as follows:

"3. Policy regarding the remuneration for the Chief Executive Officer for performing executive duties:

The Chief Executive Officer's remuneration policy takes into consideration, inter alia, the following items: (i) fixed remuneration, the purpose of

which is to compensate him for the level of responsibility and performance, which must be competitive with remuneration in comparable companies; (ii) variable annual remuneration linked to the achievement of pre-set, specific and quantifiable targets, aligned to the creation of value for shareholders, taking the group's annual budget as a reference; and (iii) a multi-year variable incentive linked to the strategic plan, as well as (iv) certain payments in kind to supplement Social Security protection.

3.1 Fixed Remuneration

The Chief Executive Officer's fixed remuneration mainly reflects the position's level of responsibility within the organisation, as well as his professional experience, seeking to ensure that it is competitive with equivalent levels of responsibility in comparable companies nationally and internationally, being necessary to take into account when setting and making any revisions to the aforementioned items, as well as pay studies and analyses performed by consulting firms with an international reputation, in order to establish adequate remuneration that is competitive in the market, complying with the provisions of article 217.4 of the Law on Capital Companies.

On these bases, the General Meeting resolve to set the Chief Executive Officer's annual remuneration into 1,200,000€.

3.2 Annual Variable Remuneration

Part of the Chief Executive Officer's remuneration is variable in order to increase his commitment to the company and motivate his performance.

The amount of the Chief Executive Officer's annual variable remuneration is a percentage of his fixed remuneration and is subject to achieving the annual targets set by the Board of Directors.

The metrics assessed in order to determine whether the annual variable remuneration targets have been met are linked to individual performance and the achievement of economic/financial and specific operational targets, which are pre-set, quantifiable, aligned to the Company's Social Responsibility Policy and comprise the main figures in the Company's annual budget.

The Chief Executive Officer's remuneration expectations are 65 per cent of his fixed remuneration.

A minimum threshold is set for each target, below which the valuation is 0; the maximum achievement is 125 per cent of the target remuneration.

The manner in which this incentive is paid may be in cash or as a one-off contribution to his retirement plan. Within the first half of the year in which the incentive is payable, the Chief Executive Officer must inform the company of which percentage of the incentive is to be paid in each of the aforementioned forms.

The Board of Directors shall periodically analyse the target and indicator structure, and may make modifications.

3.3 Multi-year variable remuneration

Just like the company's management team, the Chief Executive Officer has a remuneration component linked to a multi-year incentive.

The objectives sought through this remuneration item are to motivate and retain talent through a remuneration policy that binds and involves the group's managers in the company's strategic plan aligning the targets of the Company managers with those of the shareholders, and maintains external competitiveness enabling the best professionals to be recruited.

The instruments used for the multi-year incentive may consist of stock options, giving shares, a cash bonus and other remuneration instruments that are market practice and help achieve the aforementioned objectives.

The Multi-year Incentive Plan approved for the period 2018-2020 may be amended by the Board of Directors, so the Chief Executive Officer's remuneration expectations, in the event of the company's strategic objectives being met by end of the reference period is 1 year fixed remuneration. The achievement of each objective set in the plan may be assessed as being between 0 and 125 per cent."

EIGHT.- Corresponding to the 8th agenda item:

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 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 General Meeting, as required by the Mercantile Registry.

In Madrid, on this 19th day of March 2019.