

**FIRST SUPPLEMENT DATED 31 OCTOBER 2017  
TO THE BASE PROSPECTUS DATED 3 AUGUST 2017**

**HOLDING D'INFRASTRUCTURES DE TRANSPORT**

*(société par actions simplifiée established with limited liability in the Republic of France)*

**€3,000,000,000**

**Euro Medium Term Note Programme**

This first supplement (the "**First Supplement**") is supplemental to and must be read in conjunction with the Base Prospectus dated 3 August 2017 (the "**Base Prospectus**") which received visa n°17-423 on 3 August 2017 from the *Autorité des marchés financiers* (the "**AMF**"), which has been prepared by Holding d'Infrastructure de Transport ("**HIT**" or the "**Issuer**") with respect to the €3,000,000,000 Euro Medium Term Note Programme (the "**Programme**"). Terms defined in the Base Prospectus have the same meaning when used in this First Supplement.

Application has been made for approval of this First Supplement to the AMF in its capacity as competent authority pursuant to Article 212-2 of its *Règlement Général* which implements the Prospectus Directive.

This First Supplement has been prepared pursuant to Article 16 of the Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and article 212-25 of the *Règlement Général* of the AMF in order to supplement the Base Prospectus with the new significant information relating to the Issuer that has been made public since the publication of the Base Prospectus and in particular for the following purposes:

- 1) incorporating by reference the condensed half-year consolidated financial statements (*Comptes consolidés semestriels condensés*) of the Issuer as at 30 June 2017 in French language which have been filed with the AMF and updating the section "Documents incorporated by reference" of the Base Prospectus; and
- 2) creating a section "RECENT DEVELOPMENT" on page 81 et seq. of the Base Prospectus for the purpose of adding specific quarterly information relating to the Issuer as at 30 September 2017.

Copies of this First Supplement and the Base Prospectus will be available for viewing on the website of the AMF ([www.amf-france.org](http://www.amf-france.org)), on the website of Abertis ([www.abertis.com](http://www.abertis.com)) and may be obtained without charge from the registered office of the Issuer during normal business hours.

To the extent that there is any inconsistency between any statement in this First Supplement and any other statement in or incorporated by reference in the Base Prospectus, the statements in this First Supplement will prevail.

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

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## DOCUMENTS INCORPORATED BY REFERENCE

The following paragraph is inserted in the Section “Documents incorporated by reference” on page 21 of the Base Prospectus and the Annex IX table is updated accordingly as follows:

“(c) the sections identified in the cross-reference table below of the Issuer’s *Comptes consolidés semestriels condensés au 30 juin 2017* in the French language, including the related notes thereto (the **Issuer 2017 Half-Year Unaudited Condensed Consolidated Financial Statements**) which are published on Abertis' website ([www.abertis.com](http://www.abertis.com)).”

Free translations in the English language of the Issuer 2016 and 2015 Financial Statements and the Issuer 2017 Half-Year Unaudited Condensed Consolidated Financial Statements are available on Abertis' website ([www.abertis.com](http://www.abertis.com)). These documents are available for information purposes only and are not incorporated by reference in this Base Prospectus. The only binding versions are the French language versions.

Annex IX			
	2015	2016	2017
11. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION, AND PROFITS AND LOSSES	Issuer 2015 Financial Statements at pages 1-57	Issuer 2016 Financial Statements at pages 1-54	Issuer 2017 Half-Year Unaudited Condensed Consolidated Financial Statements at pages 1-36
11.1. <u>Historical financial information</u>			
-Consolidated balance	Issuer 2015 Financial Statements at page 9	Issuer 2016 Financial Statements at page 10	Issuer 2017 Half-Year Unaudited Condensed Consolidated Financial Statements at page 5

- Consolidated income statement with respect to the Issuer	Issuer 2015 Financial Statements at pages 7-8	Issuer 2016 Financial Statements at Pages 8-9	Issuer 2017 Half-Year Unaudited Condensed Consolidated Financial Statements at pages 3-4
- Accounting policies and explanatory notes	Issuer 2015 Financial Statements at pages 12-57	Issuer 2016 Financial Statements at pages 13-54	Issuer 2017 Half-Year Unaudited Condensed Consolidated Financial Statements at pages 8-36
<u>11.3. Auditing of historical annual financial information</u>	Audit Report attached to Issuer 2015 Financial Statements at pages 1-3	Audit Report attached to Issuer 2016 Financial Statements at pages 1-4	N/A (1)

***(1) the 2017 Half-Year Unaudited Condensed Consolidated Financial Statements have not been subject to any auditor's limited review report.***

## RECENT DEVELOPMENT

A new section entitled "Recent developments" is created on page 81 of the Base Prospectus after the section entitled "Description of the Issuer and the Sanef Group".

This sub-section shall be read as follows:

### New Information

#### **Quarterly Information - Change in revenues of HIT as of 30 September 2017 (Internal source)**

<i>Km travelled</i>	SANEF	SAPN	TOTAL GROUP
Light vehicles	+0.5%	+1.1%	+0.6%
Heavy vehicles	+3.4%	+3.9%	+3.4%
Total traffic	+1.0%	+1.4%	+1.1%

Toll revenues (in € millions)	894.191	296.745	1190.936
2017 / 2016 change	2.4%	3.1%	2.5%

Revenues (in € millions)	930.817	308.293	1271.386
2017 / 2016 change	2.6%	2.9%	2.2%

## GENERAL INFORMATION

The paragraph 3 in section "*General Information*" on page 103 of the Base Prospectus is deleted in its entirety and replaced with the following:

3. There has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2017.

**PERSONS RESPONSIBLE FOR THE INFORMATION  
GIVEN IN THE FIRST SUPPLEMENT**

*In the name of the Issuer*

We declare, to the best of our knowledge (having taken all reasonable care to ensure that such is the case), that the information contained in this Supplement is in accordance with the facts and contains no omission likely to affect its import. The Issuer accepts responsibility accordingly.

**Holding d’Infrastructures de Transport**

30, boulevard Gallieni  
92130 Issy-les-Moulineaux  
France

duly represented by:

Vincent Cuvillier  
Chief Financial Officer

on 31 October 2017



*Autorité des marchés financiers*

In accordance with Articles L. 412-1 and L. 621-8 of the French *Code monétaire et financier* and with the General Regulations (*Règlement Général*) of the *Autorité des marchés financiers* (“AMF”), in particular Articles 212-31 to 212-33, the AMF has granted to this First Supplement the visa no. 17-571 on 31 October 2017. This document may only be used for the purposes of a financial transaction if completed by Final Terms.

It was prepared by the Issuer and its signatories assume responsibility for it. In accordance with Article L. 621-8-1-I of the French *Code monétaire et financier*, the visa was granted following an examination by the AMF of “whether the document is complete and comprehensible, and whether the information it contains is coherent”. It does not imply that the AMF has verified the accounting and financial data set out in it. This visa has been granted subject to the publication of Final Terms in accordance with Article 212-32 of the AMF's General Regulations, setting out the terms of the securities being issued.