

**PROPOSED RESOLUTIONS FOR THE 2021 ORDINARY
SHAREHOLDERS' GENERAL MEETING OF ABERTIS
INFRAESTRUCTURAS, S.A.**

ONE.- Corresponding to the 1st agenda item:

It is proposed to approve the Annual Accounts, both individual and consolidated, for the financial year 2020 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 1,084,328,000 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 financial year closed on 31 December 2020.

THREE.- .- Corresponding to the 3rd agenda item:

3.1.- It is proposed to approve the following application of the result for the financial year that closed on 31 December 2020: the negative results (1,084,328,000 euros) shall be applicable to available reserves.

3.2.- Likewise, it is proposed to distribute an extraordinary dividend charged to the available reserves in the amount of 601,633,144.86 euros, representing 0.66 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.

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 2020.

FIVE.- Corresponding to the 5th agenda item:

In accordance with the report and the proposal of the Board of Directors, it is agreed to amend the following article of the Company Bylaws:

Amendment of article 14 ("Attendance to the meetings. Voting Rights. Representation"), of the Company Bylaws relating to the attendance and participation in the General Meeting of Shareholders' by online telematic means.

The new wording of the aforementioned article will be as follows:

"Article 14. Attendance at the Meetings. Voting rights. Representation.

The Meetings may be attended, physically or by telematic means, with full voting and speaking privileges by shareholders who can accredit ownership of at least one thousand shares (1,000), registered in their name at least five (5) days before the date on which the Meeting is to be held.

Each share shall give entitlement to one (1) vote.

Shareholders with the right of attendance prior accreditation of ownership may cast their vote on the proposals related to the points included in the agenda of any type of general meeting by way of a letter or an electronic communication.

Postal votes will be cast by sending the Company a letter containing the vote, accompanied by the attendance card.

Votes cast by electronic communication will only be permitted when security and suitability conditions have been met, as determined by the Board of Directors by way of an agreement and prior communication in the announcement of the Meeting in question. In said agreement, the Board of Directors will define the conditions which apply to the casting of distance votes by way of electronic communication, which must include conditions which adequately guarantee the authenticity and identification of the shareholder or their representative who is exercising their right to vote.

In order for votes cast by any of the aforementioned distance voting methods to be considered valid, they must be received by the Company at least five (5) days before the date envisaged for the Meeting in the first convocation. The Board of Directors may extend the deadline for receiving votes, stating the applicable deadline in the announcement for the Meeting in question.

Shareholders who cast their distance vote in the terms indicated in this Article shall be deemed to be present for the purposes of the constitution of the Meeting in question. Consequently, any previous delegations shall be understood to be revoked and those conferred subsequently shall be deemed to have not been carried out.

Votes cast by distance means will 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 envisaged for the Meeting in the first convocation.

Shareholders may delegate their representation to another person, who may or may not be a shareholder, in writing or by electronic means. Holders of shares lower in number than the minimum envisaged for attendance at the General Meetings may allow themselves to be represented by one of them if, grouped together, they reach said minimum number of shares.

The power of representation is understood without prejudice to the provisions of the Law on Capital Companies regarding family representation and the granting of general powers.

In accordance with the provisions laid down in Article 184.2 of the Law on Capital Companies, powers of representation can be authorised by the following means:

- (i) By sending either a signed paper letter authorising the power of representation or the attendance card, duly filled in to this effect and signed by the shareholder.
- (ii) By way of electronic communication which duly guarantees the powers of representation and the identity of the representative and the shareholder. Powers of representation authorised by these means will be deemed valid when the electronic document by virtue of which the powers are authorised includes the shareholder's recognised electronic signature or another type of signature which, by way of an agreement which has previously been adopted for this purpose, the Board of Directors considers to appropriately guarantee the authenticity and identity of the shareholder who is authorising their representation. Powers of representation granted by these means will be sent to the Company using the procedure and within the deadline determined by the Board of Directors in the agreement to call the Meeting.

The Board of Directors may develop and complement the regulations on distance voting and delegation contained in these Bylaws, by establishing the instructions, means, rules and procedures that it deems necessary in order to implement the casting of votes and the granting of powers of representation by distance means.

Likewise, the attendance to the General Shareholders' Meeting shall be possible also by telematic means that duly guarantee the identity of the shareholder or his/her representative, and that allow real-time connection with the premises where the General Shareholders' Meeting is held, as well as the issue of remote electronic voting during the holding of the meeting.

The Board of Directors shall establish in the notice of the meeting the procedure for the exercise of shareholders' rights described herein.

Attendance at the General Shareholders' Meeting may also be made exclusively by telematic means, in which case it shall be deemed to be held at the registered office, regardless of where the Chairman of the General Shareholders' Meeting is located.

Likewise, the Board of Directors shall establish in the notice of meeting the procedure for the exercise of the rights of shareholders by this means."

SIX.- Corresponding to the 6th agenda item.

To delegate to the Board of Directors, pursuant to the general system for the issue of bonds in accordance with articles 401 to 433 of the Law on Capital Companies, whatever powers are required for the issue, in one or several tranches, securities convertible into shares, securities which attribute a share in company profits to security holders, bonds and other fixed-income securities that are exchangeable and/or convertible into new company share issues and/or company shares in circulation and/or shares of a company other than the issuing company, in addition to other, similar securities that give direct or indirect entitlement to the subscription or acquisition of such shares, in accordance with the following conditions:

1. Securities referred to in the issue

The marketable securities referred to in the present delegation (hereinafter, "the securities") may be securities convertible into shares, securities which attribute a share in company profits to security holders, bonds and other fixed-income securities that are exchangeable and/or convertible into new company share issues and/or company shares in circulation and/or shares of a company other than the issuing company, in addition to other, similar securities that give direct or indirect entitlement to the subscription or acquisition of such shares.

2. Delegation period

The issuing of securities that the Board of Directors is authorised to make, by virtue of the present agreement, may be carried out in one or several tranches, at any time within a maximum period of five (5) years from the date on which the present agreement is adopted.

3. Maximum amount of the delegation

The maximum total amount of the issue or issues of securities agreed in the adoption of the present agreement and in virtue of the present delegation shall be up to 5 billion Euros per year or its equivalent in another currency.

4. Scope of the delegation

The execution of the delegation of powers in favour of the Board of Directors includes, but is not limited to, the establishment of the various aspects and conditions of each issue (nominal value, type of issue, premiums and strike price, currency of the issue, means of representation, interest rate, amortisation, anti-dilution clauses, subordination clauses, issue guarantees, place of issue, establishment of the internal regulations of the bondholder syndicate and appointment of the trustee, wherever required, admission for listing, etc.) and the drafting of whatever procedures are necessary, including those relating to any stock market regulations that may apply, for the execution of the specific issued agreed in accordance with the present delegation.

The delegation in favour of the Board of Directors includes the broadest powers required in law for the interpretation, application, execution and implementation of the aforementioned agreements for the issue of convertible or exchangeable securities, in one or several tranches, and the corresponding capital increase, in addition to powers for the remedy and complement of the same by any means necessary, as well as compliance with any legal requirements to execute the same, including the remedy of omissions or defects in said agreements indicated by any national or foreign authorities, civil servants or bodies, and the power to adopt whatever agreements and execute whatever public or private documents it considers necessary or appropriate in order to adapt the above agreements for the issue of convertible or exchangeable securities and the corresponding capital increase, in the verbal or written opinion of the Mercantile Registrar or, in general, any other competent national or foreign authorities, civil servants or institutions.

5. Power of Substitution

Pursuant to the provisions of article 249 bis section (I) of the Law on Capital Companies, the Board of Directors is, in turn, authorised to delegate the delegated powers referred to by this agreement to any of its members.

6. Terms and conditions of conversion and/or exchange

In the case of the issue of convertible and/or exchangeable bonds, and for the purpose of determining the terms and conditions of conversion and/or exchange, it is agreed to establish the following criteria:

- a) Fixed income securities (whether bonds or any other type permitted in law) that are issued in accordance with the present agreement (either directly or through a subsidiary that may or may not be a Spanish company) shall be convertible into new company shares and/or exchangeable for shares in circulation either of the company and/or

any of its subsidiaries and/or shares of a company other than the issuing company, in accordance with a conversion and/or exchange rate established by the Board of Directors, which shall also be authorised to determine whether they are necessarily or voluntarily convertible and/or exchangeable, and in cases where they are voluntarily convertible and/or exchangeable, at the discretion of their owner or the issuer, the period established in the issue agreement, which must not exceed 20 years from the date of issue.

- b) In cases where they are convertible and/or exchangeable, the Board of Directors may also establish that the issuer reserves the right at any moment to choose between the conversion of new shares or their exchange for shares in circulation belonging to the company or its subsidiaries or companies other than the issuing company, specifying the nature of the shares to be issued when making the conversion or exchange, with the option to issue a combination of newly-issued and pre-existing shares or even paying the difference in cash. In all cases, the issuer must apply equal treatment to all holders of fixed income securities that convert and/or exchange on the same date.
- c) For the purposes of conversion and/or exchange, fixed income securities and shares shall be valued on exchange or in accordance with the procedure established to said effect in the agreement of the Board of Directors under which said delegation is authorised. Under no circumstances can the value of the share, according to the bonds for shares exchange rate, be lower than its nominal value. In accordance with the provisions established in article 415 of the Law on Capital Companies, bonds cannot be converted into shares when the nominal value of the latter is lower than the former.

At the same time that an issue of convertible bonds is approved in accordance with the authorisation granted by the General Meeting, a report of the Board of Directors shall be issued specifying and implementing the terms and conditions of conversion specifically applicable to said issue, based on the criteria described above. Said report shall be accompanied by the corresponding Auditors Report referred to in article 414 of the Law on Capital Companies.

7. Rights of the holders of convertible securities

Wherever possible, in the conversion and/or exchange into shares that may be issued under the present delegation, the holders of the same shall enjoy the rights conferred upon them by the current legislation, in particular the right to protection through the appropriate anti-dilution clauses in the legal cases, except where the General Meeting or the Board of Directors, in accordance with the terms and requirements of article 308 of the current Law

on Capital Companies, opts for the partial or total exclusion of the preferential subscription right.

8. Capital increase through convertible securities and exclusion of preferential subscription rights.

The delegation also includes, but is not limited to, the following:

- a) The power to increase the capital by the amount necessary to attend to the requests to convert and/or exercise the right to share subscription. Said power may be exercised insofar as the Board, adding the capital it increases in order to attend to the issue of convertible and similar securities, and any other capital increases it has agreed under the authorisation granted by the General Meeting, does not exceed the limit of half of the share capital figure provided for in article 297.1 (b) of the Law on Capital Companies. Said authorisation to increase the capital includes the power to issue and put into circulation, in one or several tranches, the representative shares necessary to carry out the conversion and/or exercise of the right to share subscription, in addition to the power to redraft the article of the Corporate Bylaws relative to the share capital figure and, wherever applicable, to cancel the part of the capital increase that was not necessary for the conversion.
- b) The power to specify and implement the terms and conditions of the conversion, exchange and/or exercise the right to share subscription and/or acquisition, based on the securities to be issued and taking the aforementioned criteria into account.
- c) Pursuant to the provisions of article 417 of the Law on Capital Companies, the power of excluding, either in whole or in part, preferential subscription rights in the issuing of convertible shares or bonds, and any other similar securities which it may decide to conduct pursuant to this authorisation, whenever necessary or appropriate for the interests of the Company, is expressly delegated to the Board of Directors. In any event, should it be decided to exercise the conferred power to exclude preferential subscription rights, at the time of approving the issue, and in accordance with the applicable regulations, the Board shall issue a report outlining the specific reasons in the interests of the Company that justify said measure, which shall be subject to a correlative report from an independent expert, in accordance with the provisions of articles 414.2 and 417.2 of the Law on Capital Companies.

9. Listing of fixed income securities

Wherever applicable, the company shall apply for the admission for negotiation in official or unofficial, organised or non-organised, national or international markets for the bonds and other securities being issued by the same in virtue of the present delegation, authorising the Board to carry out the required procedures and actions for the admission for listing before the competent bodies of the various national and international securities markets.

10. Authorisation granted by the Ordinary General Meeting of 12 April 2016

To declare null and void the previous authorisation granted by the Ordinary General Meeting of 12 April 2016 with regards to the unused amount. It is also agreed to ratify the activities of the Board of Directors to date in virtue of said authorisation.

SEVEN. - Corresponding to the 7th 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 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, in the Mercantile Registry.

In Madrid, on this 9th day of March 2021.