



CALL TO MEETING AND AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF ITÍNERE INFRAESTRUCTURAS, S.A. SHAREHOLDERS, TO TAKE PLACE IN MADRID ON 30TH NOVEMBER 2018 AT FIRST SUMMONS AND, WHERE APPLICABLE, THE FOLLOWING 1ST DECEMBER AT SECOND SUMMONS.

CALL TO MEETING

The Board of Directors of Itínere Infraestructuras S.A., 19th October 2018, has resolved to call an Extraordinary General Meeting (EGM) of the company shareholders. This will take place in Madrid, at the company offices on Plaza Carlos Beltrán, 7 - 3rd floor, on 30th October 2018, at 13:00 at first summons; or on the following day, 1st December, at the same time and in the same place at second summons, as applicable. It will deliberate and adopt resolutions, where forthcoming, on the business included in the following

AGENDA:

One.- Acceptance of resignation from certain directors.

Two.- Appointment of new directors to substitute each of the outgoing directors.

Three.- Establishment of the number of company directors.

Four.- Approval of the minutes.

Five.- Delegation of powers for the formalisation, filing, execution and, where applicable, rectification and completion of the resolutions adopted.

1. SUPPLEMENT TO THE CALL TO MEETING.

Pursuant to article 97.3 of the Corporate Enterprises Act, shareholders representing at least five percent (5%) of the share capital may request a supplement be published to this notice of the Extraordinary General Meeting, including one or more additional items on the agenda. To such end, these shareholders must formally prove to the company that they represent at least said percentage of the share capital and submit said supplement to the call to meeting in a duly formalised notification that must be received at the company's headquarters (in Bilbao, on the street Capuchinos de Basurto, 6 - 4th floor), sent to the attention of the chairman of the Board of Directors, within five days after this call to meeting is published.

2. RIGHT TO INFORMATION.

Pursuant to articles 272 and 287 of the Corporate Enterprises Act and other applicable legislation and regulations, shareholders are entitled to examine the documents mentioned below at the company's registered office in Bilbao, at Capuchinos de Basurto, 6 - 4th floor; at the company's office in Madrid at Carlos Trias Bertrán 7 - third floor; or on the company's website (www.grupotitinere.com), and to have the company send them or deliver them, free of charge, a copy of such documents.

- Proposal of the resolutions to be submitted to approval by the Extraordinary General Meeting of Shareholders regarding the business on the agenda.

Pursuant to article 197 of the Corporate Enterprises Act shareholders may make a written request for the information or clarification that they deem necessary or submit written questions they deem pertinent to the Board of Directors regarding the items comprising the agenda until the seventh day prior to the date on which the Extraordinary General Meeting is scheduled to be held.

3. RIGHT OF ATTENDANCE.

De conformidad con lo dispuesto en los artículos 8º y 17º de los Estatutos de la sociedad, podrán asistir a la Junta General Extraordinaria todos los accionistas que, a título individual o en agrupación con otros accionistas, sean titulares de acciones que representen al menos el uno por mil del capital social y que dicha titularidad conste inscrita en el libro-registro de acciones nominativas de la sociedad, al menos con cinco (5) días de antelación a aquél en que haya de celebrarse la Junta, y se provean de la correspondiente tarjeta de asistencia.

4. ATTENDANCE CARDS.

Shareholders may obtain the attendance card for the Extraordinary General Meeting from the entities where shareholders have deposited their shares or, as applicable, from the company itself.

5. RIGHT OF REPRESENTATION.

Shareholders entitled to attend the General Meeting may grant proxy to another shareholder to represent them, complying with the requirements and formalities of article 17 of the company bylaws, and the law.

The proxy documents will include identification of the person who will be attending in the shareholder's place, who must also be a shareholder whose holding is duly entered in the company's nominative share ledger, within the period established under article 17 of the company bylaws.

6. PRESENCE OF A NOTARY

Pursuant to article 203 of the Corporate Enterprises Act, the Board of Directors has resolved to request the attendance of a notary from the Madrid notaries association, to minute the proceedings of the Extraordinary General Meeting of Shareholders.

Finally, shareholders are informed that the Extraordinary General Meeting is expected to take place at first summons, namely on 30th November 2018.

7. ANNOUNCEMENT OF CALL TO MEETING

This announcement of the call to the Extraordinary General Meeting of Shareholders will be published on the company's website, during the legally established period.

Francisco Piedras Camacho (Chairman)
BOARD OF DIRECTORS
19th October 2018