

*English translation for information purposes only. In the event of discrepancies between the English and the Spanish version, the Spanish version shall prevail.*



Pursuant to the Spanish Securities Market Law, FERROVIAL, S.A. (the Company or FERROVIAL) reports the following:

1. Resolutions related to the following matters were adopted in the Ordinary General Shareholders' Meeting of Ferrovial, held today:
  - Approval of the individual financial statements and the management report of Ferrovial for financial year 2016, as well as the consolidated financial statements and the management report for the consolidated group for financial year 2016.
  - Allocation of financial year 2016 income, which amounts to 62,893,105.96 euro, in its entirety to voluntary reserves.
  - Approval of the management carried out by the Board of Directors during financial year 2016.
  - Reappointment of DELOITTE, S.L., as the auditor of the accounts of Ferrovial and its consolidated group, for a one-year period (financial year 2017).
  - Confirmation and appointment of Mr. Philip Bowman as Independent Director, who was appointed by cooptation in the Board of Directors' meeting on 28 July 2016.
  - Appointment of Ms. Hanne Birgitte Breinbjerg Sørensen as Independent Director.
  - Capital increase for an amount to be determined by issuing new ordinary shares with a par value of twenty euro cents each, against reserves, with no share premium, offering shareholders the possibility of selling the free-of-charge allocation rights to the Company itself (at a guaranteed price) or on the market. Delegation of powers to the Board of Directors (with power of sub-delegation) to establish the date the increase is to be executed and the terms of the increase in all respects not provided for by the Shareholders' Meeting.
  - Second capital increase for an amount to be determined in the terms referred to above.
  - Approval of a share capital reduction by means of the redemption of a maximum of 21,406,950 of the Company's own shares representing a 2.92% of the Company's current share capital. Delegation of powers to the Board of Directors (with power of sub-delegation) to establish any other conditions for the capital reduction not foreseen by the Shareholders' Meeting including, among other issues, the powers to amend article 5 (share capital) of the Bylaws and to apply for the delisting of the amortized shares and for the cancellation from the book-entry registers.
  - Amendment of article 46 (relating to attendance to the Board meetings by technical means from different places) and deletion of article 72 (temporary provision relating to the majority of Independent Directors in the composition of the Audit and Control Committee) of the Bylaws.
  - Authorisation to the Board of Directors for the derivative acquisition of own shares, directly or through companies of the group.

- Delegation of powers to formalize, register and execute the resolutions adopted by the General Shareholder's Meeting and register the filing of the financial statements.

Likewise, the Annual Report on Director's Remuneration was submitted for an advisory vote. The result of such vote has been in favour.

Finally, the General Shareholder's Meeting was informed of the amendments incorporated into the Regulations of the Board of Directors since the last General Shareholders' Meeting.

The terms of the resolutions approved by the Shareholders' Meeting for each item on the agenda are the same as the proposed resolutions submitted to the Spanish Securities Market Commission on 27 February 2017 (registration number 248.724).

2. In the Board of Director's meeting held also today, the Directors appointed by the General Shareholder's Meeting have accepted their posts. Consequently, the composition of the Board of Directors is the following:

Chairman

Mr. Rafael del Pino y Calvo-Sotelo, Executive Director.

Vice-Chairmen

Mr. Santiago Bergareche Busquet, External Director.

Mr. Joaquín Ayuso García, External Director.

CEO

Mr. Íñigo Meirás Amusco, Executive Director.

Directors

Mr. Juan Arena de la Mora, External Director.

Ms. María del Pino y Calvo-Sotelo, Proprietary Director.

Mr. Santiago Fernández Valbuena, Independent Director.

Mr. José Fernando Sánchez-Junco Mans, Independent Director.

Mr. Joaquín del Pino y Calvo-Sotelo, Proprietary Director.

Mr. Óscar Fanjul Martín, Independent Director.

Mr. Philip Bowman, Independent Director.

Ms. Hanne Birgitte Breinbjerg Sørensen, Independent Director.

Madrid, 5 April 2017

Santiago Ortiz Vaamonde  
Secretary to the Board of Directors of Ferrovial, S.A.