

Pursuant to Article 82 of the Spanish Securities Market Law, FERROVIAL, S.A. ("the Company" or "FERROVIAL") reports the following:

## **SIGNIFICANT INFORMATION**

The following resolutions were adopted relating to the following matters in the Ordinary General Meeting of Shareholders of Ferrovial, S.A. held today:

- Approval of the financial statements and the directors' report of Ferrovial, S.A. for 2014, and the consolidated financial statements and directors' report of its group for 2014.
- Distribution of profit for 2014. The Shareholders agreed to allocate the profit for 2014, amounting to EUR 23,037,210.99, to voluntary reserves:
- Approval of the Board of Directors' management in 2014.
- Re-appointment of DELOITTE, S.L. as the financial auditors of Ferrovial, S.A. and its consolidated group of companies for a one-year period (2015).
- Confirmation and appointment as independent Director of Mr. Howard Lee Lance, appointed by co-optation at the 18 December 2014 Board of Directors meeting.
- Capital increase for an amount to be decided upon based on the terms of the resolution, by issuing new ordinary shares with a par value of twenty euro cents (EUR 0.20) each, without a share premium, from the same class and series as those currently outstanding, paid out of reserves, giving shareholders the possibility of selling the rights to free allocation of shares to the Company (at a guaranteed price) or on the market. Delegation to the Board of Directors of the power to set the date on which the increase must take effect and all the other terms and conditions of the increase not decided at the General Meeting.
- Second capital increase for an amount to be decided upon based on the terms of the resolution, by issuing new ordinary shares with a par value of twenty euro cents (EUR 0.20) each, without a share premium, from the same class and series as those currently outstanding, paid out of reserves, giving shareholders the possibility of selling the rights to free allocation of shares to the Company (at a guaranteed price) or on the market. Delegation to the Board of Directors of the power to set the date on which the increase must take effect and all the other terms and conditions of the increase that were not decided at the General Meeting.
- Approval of a share capital reduction by means of the acquisition of 18,000,000 of the Company's own shares, representing a maximum of 2.46% of the Company's share capital through a buy-back programme for the purpose of amortising them, with a maximum investment in its own shares of 250 million euro. Delegation of powers to the Board of Directors (with the express power of substitution) to establish any other conditions for the capital reduction not foreseen by the General Meeting, including, among other issues, the powers to amend article 5 (share capital) of the By-Laws and to apply for the delisting of the amortized shares and for the cancellation from the book-entry registers.
- Amendment and revision of the Company's Bylaws. This item has been divided into the following points, each of one has been individually voted.
  - Articles regarding the General Shareholders' Meeting.
  - Articles regarding the organisation of the Board of Directors.

- Articles regarding the bylaw for Directors, the annual reports on corporate governance, the remuneration of the Directors, and the website.
- Majorities for agreements of the General Meeting in management matters.
- Technical and stylistic improvements.
- Approval of a new consolidated text of the Bylaws.
- Amendment and revision of the Regulations of the Company's General Shareholders' Meeting.
  - Majorities for agreements of the General Meeting in management matters.
  - Articles regarding the responsibilities of, preparation of and call to the General Shareholders' Meeting.
  - Articles regarding the holding of the General Meeting.
  - Technical and stylistic improvements.
  - Approval of a new consolidated text of the Regulations of the General Shareholders' Meeting.
- Authorisation to call any extraordinary general shareholders' meetings of the Company with a minimum of fifteen days' advance notice, in accordance with Article 515 of the Capital Companies Act.
- Approval of the participation by members of the Board of Directors who perform executive functions in a remuneration system in which payment of part of their remuneration for the financial years 2015 to 2019 may be made by delivering shares in the Company.
- Delegation of powers to interpret, rectify, supplement, execute, implement and register the resolutions adopted by the General Shareholder's Meeting.

Likewise, the Director Remuneration included in the Annual Report was put to an advisory vote. The result found in favour of the Director Remuneration.

Lastly, 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 and on the Board's use of the powers delegated under Resolution 10 approved by the Company Shareholders at the General Meeting held on 26 June 2014 (bonds issued in June 2014).

The terms and conditions of the resolutions approved by the Shareholders at the General Meeting for each item on the order of the day are the same as the proposed resolutions submitted to the Spanish National Securities Market Commission on 24 February 2015 (registration number 218982).

Madrid, 27 March 2015

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