

ANNUAL REPORT ON CORPORATE GOVERNANCE

IN LISTED COMPANIES

IDENTIFICATION PARTICULARS

FOR YEAR ENDED: 31/12/2010

Tax ID Number: A-81939209

Company name: FERROVIAL, S.A.

**ANNUAL REPORT ON CORPORATE GOVERNANCE
IN LISTED COMPANIES**

For help with understanding and completing this form, please read the instructions at the end..

A - OWNERSHIP STRUCTURE

A.1 Complete the following table showing the share capital of the Company:

Last change on (date)	Share capital (€)	Number of shares	Number of voting rights
03/12/2009	146,702,051.00	733,510,255	733,510,255

State whether there are different classes of shares with different rights attaching to them:

NO

A.2 List any direct and indirect holders, other than Directors, of significant interests in the Company at the close of the year:

Name or corporate name of major shareholder	Number of direct voting rights	Number of indirect voting rights (*)	% of total voting rights
BANCO SANTANDER, S.A.	24,236,468	4,134,298	3,868
NORGES BANK	22,075,160	0	3,010

List the most significant changes in the share ownership structure during the year:

A.3 Complete the following tables to show the members of the Board of Directors who are holders of voting shares in the Company:

Name or corporate name of Director	Number of direct voting rights	Number of indirect voting rights (*)	% of total voting rights
RAFAEL DEL PINO Y CALVO-SOTELO	45,884	9,132,708	1.251
SANTIAGO BERGARECHE BUSQUET	2,447,330	0	0.334
JOAQUÍN AYUSO GARCÍA	86,566	3,647	0.012
ÍÑIGO MEIRÁS AMUSCO	7,906	0	0.001
GABRIELE BURGIO	34,452	0	0.005
JAIME CARVAJAL URQUIJO	61,936	1,560	0.009
JOSÉ FERNANDO SÁNCHEZ-JUNCO MANS	160,100	0	0.022
JUAN ARENA DE LA MORA	79,132	0	0.011
KARLOVY, S.L.	4,000	0	0.001
MARÍA DEL PINO Y CALVO-SOTELO	11,184	0	0.002
PORTMAN BAELA, S.L.	327,193,828	0	44.607
SANTIAGO FERNÁNDEZ VALBUENA	7,176	0	0.001

Name or corporate name of indirect holder	Held through: Name or corporate name of direct holder	Number of direct voting rights	% of total voting rights
RAFAEL DEL PINO Y CALVO-SOTELO	LESTER LORINER, S.L.	9,132,708	1.245
JOAQUÍN AYUSO GARCÍA	MONTSERRAT DE PAUL CRESPO	3,647	0.000
JAIME CARVAJAL URQUIJO	ISABEL HOYOS MARTÍNEZ DE IRUJO	1,560	0.000

Total percentage of voting rights held by members of the Board of Directors: (%)	46.254
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Complete the following tables to show members of the Board of Directors holding options on shares in the Company:

Name or corporate name of Board member	Number of direct share options	Number of indirect share options	Number of equivalent shares	% of total voting rights
RAFAEL DEL PINO Y CALVO-SOTELO	3,166,000	0	3,166,000	0.432
JOAQUÍN AYUSO GARCÍA	3,006,000	0	3,006,000	0.410
ÍÑIGO MEIRÁS AMUSCO	1,540,000	0	1,540,000	0.210

A.4. Describe any connections of a family, business, contractual or corporate nature between any holders of significant interests, where known to the Company, other than those of minor importance or arising in the normal course of business:

Nature of relationship:
Corporate

Brief description:

As declared on the "Voting rights notification" form lodged with the CNMV and with the Company on 10 December 2009, the concerted family group consisting of María del Pino y Calvo-Sotelo, Rafael del Pino y Calvo-Sotelo, Leopoldo del Pino y Calvo-Sotelo, Joaquín del Pino y Calvo-Sotelo and Fernando del Pino y Calvo-Sotelo has indirect control, through the company Karlovy, S.L., of a majority equity shareholding in Portman Baela. Portman Baela in turn owns a 44.607% shareholding in Ferrovial, S.A.

Name or corporate name of related parties
PORTMAN BAELA, S.L.

Nature of relationship:

Corporate

Brief description:

See above

Name or corporate name of related parties
SHAREHOLDERS OF PORTMAN BAELA, S.L. AND KARLOVY, S.L.

A.5 Describe any connections of a business, contractual or corporate nature between the holders of significant interests and the Company and/or its group, other than those of minor importance or arising in the normal course of business:

Nature of relationship:

Corporate

Brief description:

Director of Ferrovial, S.A.

Name or corporate name of related parties
MARÍA DEL PINO Y CALVO-SOTELO

Nature of relationship:

Corporate

Brief description:

Chairman and Managing Director of Ferrovial, S.A.

Name or corporate name of related parties
RAFAEL DEL PINO Y CALVO-SOTELO

Nature of relationship:

Corporate

Brief description:

Director of Ferrovial, S.A.

Name or corporate name of related parties
PORTMAN BAELA, S.L.

A.6 State whether the Company has been notified of any shareholder agreements affecting it within the meaning of Article 112 of the Stock Market Act. If so, give a brief description of the agreements and list the shareholders bound by them:

YES

Nature of relationship:

44,607

Brief description:

On 28 December 2009, Portman Baela, S.L. which holds a 44.607% interest in Ferrovial, S.A., notified the Company of certain agreements entered into by shareholders of that Company. Under these agreements, ownership of the share capital and voting rights of all shareholders of Portman Baela, S.L. who are corporate entities will at all times devolve to Rafael del Pino y Moreno and/or his direct descendants. The representatives of the said corporate shareholders hereby agree on behalf of the said shareholders that the ownership of the share capital and voting rights of each of them shall devolve to Rafael del Pino y Moreno and/or his direct descendants.

Parties to the shareholder agreement
PORTMAN BAELA, S.L.

Nature of relationship:

44,607

Brief description:

It is hereby declared that on 28 December 2009 Karlovy, S.L. (the company that has control, within the meaning of article 4 of Law 24/1988 of 28 July [the Stock Market Act], of Portman Baela, S.L. which is in its turn the holder of 44.607% of Ferrovial, S.A.), disclosed to Ferrovial, S.A. the agreements entered into by Karlovy shareholders. Under the said agreements a pact was made limiting the transferability of shares in Karlovy, S.L. and imposing an obligation on Karlovy S.L. shareholders to offer their shares in Karlovy S.L. to Karlovy, S.L. and to the other shareholders thereof in the event of any shareholding or voting rights in any corporate shareholder being taken, whether directly or indirectly, by any natural or legal person other than certain specified persons (as provided by the agreement) issued from or belonging to the family of Rafael del Pino y Moreno.

Parties to the shareholder agreement
SHAREHOLDERS OF PORTMAN BAELA, S.L. AND KARLOVY, S.L.

State whether the Company is aware of the existence of concerted actions by shareholders. If so, give a brief description:

YES

Nature of relationship:

44,607

Brief description:

As declared in the "Voting rights notification" form lodged with the CNMV on 10 December 2009:

- The family group consisting of María del Pino y Calvo-Sotelo, Rafael de Pino y Calvo-Sotelo, Joaquín del Pino y Calvo-Sotelo, Leopoldo del Pino y Calvo-Sotelo and Fernando del Pino y Calvo-Sotelo has control, within the meaning of article 4 of the Stock Market Act, through Karlovy, S.L. a majority shareholding in Portman Baela, S.L.

- Portman Baela, S.L. is, in its turn, the owner of a 44.607% shareholding in Ferrovial S.A.; consequently the family group consisting of the aforementioned persons controls, through the said company, 44.607% of the share capital of Ferrovial, S.A.

Parties to the shareholder agreement
PORTMAN BAELA, S.L.

Nature of relationship:

44,607

Brief description:

See above.

Parties to the shareholder agreement
MEMBERS OF PORTMAN BAELA, S.L. AND KARLOVY, S.L.

State whether there has been any change in, or cessation of, any such shareholder agreement or concerted action during

the year:

No change in or cessation of any of the agreements described above has been notified to the Company.

A.7 State whether there is any natural or legal person that is exercising or able to exercise control over the Company within the meaning of Article 4 of the Stock Market Act [*Ley del Mercado de Valores*]. If so, give details:

YES

Name or corporate name
PORTMAN BAELA, S.L.

Comments
See Section G).

A.8 Complete the following tables to show the Company's holdings of its own shares:

At the close of the year:

Number of directly held shares	Number of indirectly held shares (*)	Proportion of total (%)
0	0	0.000

(*) Held through:

Total	0
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Give details of any significant changes during the year, within the meaning of Royal Decree 1362/2007:

Gains/(Losses) on Company's own shares sold during the period (€'000)	0
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A.9 State the terms of any authorisation given by the General Meeting to the Board of Directors to acquire or transfer the Company's own shares, and the period within which it must be exercised.

RESOLUTION OF GENERAL MEETING OF THE COMPANY OF 22 October 2009.

To authorise the Board of Directors to acquire the Company's own shares on the secondary market, either directly or through companies controlled by the Company, subject always to the regulations applicable to such acquisitions and to the following limitations and requirements:

(a) Modes of acquisition: by purchase or any other "inter vivos" transfer for valuable consideration.

(b) Maximum number of shares that can be acquired: shares representing up to ten per cent (10%) of the share capital of the Company, free of all charges and encumbrances and fully paid up, provided that they are not pledged as security for the performance of any obligation and that the nominal value of the shares, in addition to those already in the possession of the Company and any companies controlled by it, does not exceed 10% of the share capital of the Company.

(c) Minimum and maximum acquisition price: the minimum acquisition price of shares shall be 75% of the quoted market price thereof; the maximum acquisition price shall be 120% of the quoted market price on the acquisition date.

(d) Maximum trading volume: the maximum daily trading volume for acquisitions of the Company's own shares shall not exceed 25% of the average volume of the Company's shares traded in the last ten trading sessions.

(e) Duration of authorisation: Five (5) years from the date of this Resolution.

In performing these transactions the Company shall adhere to the rules and regulations set out in the Company's internal Code of Conduct.

The Board of Directors is hereby authorised to use all or part of any shares so acquired for the purpose of implementing any remuneration package whose aim or effect is the delivery of shares or share options in accordance with paragraph 3 of article 75.1 of the SA Companies Act [*Ley de Sociedades Anónimas*].

This authority to acquire shares supersedes the authority granted at the General Meeting of 28 April 2009 and any portion remaining to be allotted under that authority is hereby cancelled.

This authority is subject to the notarial instrument of the merger of the Company and Grupo Ferrovial, S.A. being registered with the Mercantile Registry of Madrid and shall be effective as from the time of such registration.

A.10 State whether there are any restrictions under the law or the Articles of Association on the exercise of voting rights and/or the purchase or transferability of shares in the Company. State whether there are any legal restrictions on the exercise of voting rights:

NO

Maximum percentage of voting rights that may exercised by a shareholder under any legal restriction:	0
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State whether there are any restrictions under the Articles of Association on the exercising of voting rights:

NO

Maximum percentage of voting rights that a shareholder may exercise under the Articles of Association:	0
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State whether there are any legal restrictions on the acquisition or transfer of shares in the share capital:

NO

A.11 State whether the General Meeting has resolved to adopt measures to neutralise a takeover bid under the provisions of Law 6/2007.

NO

If so, describe the measures adopted and the terms on which the restrictions would be ineffective:

B. ORGANISATIONAL STRUCTURE OF THE COMPANY

B.1 Board of Directors

B.1.1 Maximum and minimum number of Directors under the Articles of Association:

Maximum number of Directors	15
Minimum number of Directors	5

B.1.2 Complete the following table for the Members of the Board:

Name or corporate name of Director	Represented by	Office held	Date first appointed	Date last appointed	Appointed by
RAFAEL DEL PINO Y CALVO-SOTELO	-	CHAIRMAN AND MANAGING DIRECTOR	15/07/1998	03/12/2009	VOTE AT GENERAL MEETING
SANTIAGO BERGARECHE BUSQUET	-	FIRST DEPUTY CHAIRMAN	03/12/2009	03/12/2009	VOTE AT GENERAL MEETING
JOAQUÍN AYUSO GARCÍA	-	SECOND DEPUTY CHAIRMAN	04/03/2002	03/12/2009	VOTE AT GENERAL MEETING
ÍÑIGO MEIRÁS AMUSCO	-	MANAGING DIRECTOR	03/12/2009	03/12/2009	VOTE AT GENERAL MEETING
GABRIELE BURGIO	-	DIRECTOR	03/12/2009	03/12/2009	VOTE AT GENERAL MEETING
JAIME CARVAJAL URQUIJO	-	DIRECTOR	03/12/2009	03/12/2009	VOTE AT GENERAL MEETING
JOSÉ FERNANDO SÁNCHEZ-JUNCO MANS	-	DIRECTOR	27/10/2004	03/12/2009	VOTE AT GENERAL MEETING
JUAN ARENA DE LA MORA	-	DIRECTOR	03/12/2009	03/12/2009	VOTE AT GENERAL MEETING
KARLOVY, S.L.	JOAQUÍN DEL PINO Y CALVO-SOTELO	DIRECTOR	25/03/2010	25/03/2010	COOPTED
MARÍA DEL PINO Y CALVO-SOTELO	-	DIRECTOR	03/12/2009	03/12/2009	VOTE AT GENERAL MEETING
PORTMAN BAELA, S.L.	LEOPOLDO DEL PINO Y CALVO-SOTELO	DIRECTOR	15/12/2009	15/12/2009	VOTE AT GENERAL MEETING
SANTIAGO FERNÁNDEZ VALBUENA	-	DIRECTOR	03/12/2009	03/12/2009	VOTE AT GENERAL MEETING

Total number of Directors	12
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Give the names of all members of the Board who ceased to act in that capacity during the period:

Name or corporate name of Director	Status of Director on termination of appointment	Date of retirement or termination
SANTIAGO EGUIDAZU MAYOR	INDEPENDENT	30/09/2010

B.1.3 Complete the following tables relating to the status of Members of the Board:

EXECUTIVE DIRECTORS

Name or corporate name of Director	Committee proposing appointment	Office or position held
RAFAEL DEL PINO Y CALVO-SOTELO	NOMINATION AND REMUNERATION COMMITTEE	CHAIRMAN AND MANAGING DIRECTOR
JOAQUÍN AYUSO GARCÍA	NOMINATION AND REMUNERATION COMMITTEE	2nd DEPUTY CHAIRMAN
ÍÑIGO MEIRÁS AMUSCO	NOMINATION AND REMUNERATION COMMITTEE	MANAGING DIRECTOR

Total number of Executive Directors	3
Proportion of full Board (%)	25.000

PROPRIETARY NON-EXECUTIVE DIRECTORS

Name or corporate name of Director	Committee proposing appointment	Name or corporate name of major shareholder nominating or represented by proprietary non-executive Director
KARLOVY, S.L.	NOMINATION AND REMUNERATION COMMITTEE	PORTMAN BAELA, S.L.
MARÍA DEL PINO Y CALVO-SOTELO	NOMINATION AND REMUNERATION COMMITTEE	PORTMAN BAELA, S.L.
PORTMAN BAELA, S.L.	NOMINATION AND REMUNERATION COMMITTEE	PORTMAN BAELA, S.L.

Total number of Directors	3
Proportion of full Board (%)	25.000

INDEPENDENT NON-EXECUTIVE DIRECTORS

Name or corporate name of Director

SANTIAGO BERGARECHE BUSQUET

Profile

Graduated in Economics and Law from Deusto University.

Has been a member of the Board of Directors of Ferrovial since 1999. Joined Ferrovial in 1995 as Chairman of Agromán. Served as Managing Director from February 1999 to January 2002.

Mr Bergareche is Non-Executive Chairman of Cepsa and Dinamia Capital Privado, and a Director of Vocento and Gamesa.

Name or corporate name of Director

GABRIELE BURGIO

Profile

Graduated in Law and holds an MBA from INSEAD in Fontainebleau. Has been a member of the Board of Directors of Ferrovial since 2002.

Has been Executive Chairman of NH Hoteles since 1999. Mr Burgio has also been Managing Director and Chairman of NH Italia S.r.l. since 2008.

Prior to that he was Managing Director of Cofir and worked for Bankers Trust in New York and Italy.

Name or corporate name of Director

JAIME CARVAJAL URQUIJO

Profile

A graduate in Law (Madrid) and holder of a Master's degree in Economics from the University of Cambridge (UK).

Has been a member of the Board of Directors of Ferrovial since 1999.

Chairman of Advent Internacional (España), Ericsson España and ABB; Director de Aviva and Solvay Ibérica. Other appointments include serving as Chairman of Ford España and on the boards of Telefónica, Repsol and Unión FENOSA.

Name or corporate name of Director

JOSÉ FERNANDO SÁNCHEZ-JUNCO MANS

Profile

Trained as an industrial engineer at the Universidad Politécnica in Barcelona. A graduate from the Harvard Business School ISMP programme. Mr Sánchez-Junco is a member of the State Corps of Industrial Engineers.

Appointed to the Board of Directors of Ferrovial in 2009. From 2004 to 2009 he served on the Board of Directors of Cintra.

He is currently serving as Chairman and General Manager of the MAXAM Group (formerly known as Unión Española de Explosivos) and as Deputy Non-Executive Chairman of Dinamia Capital Privado.

Before that he was Director-General for Industry at the Ministry for Industry and Energy.

Name or corporate name of Director

JUAN ARENA DE LA MORA

Profile

Has a PhD in Engineering (ICAI), a Degree in Business Studies and a Degree in Psychology. Holds a Diploma in Taxation Studies and graduated from the Harvard Business School Advanced Management Programme.

A member of the Board of Directors of Ferrovial since 2000.

A Director of Dinamia and a member of its Audit and Nomination and Remuneration Committees; A Director of Laboratorios Almirall and Chairman of its Audit Committee. A member of the Board of Directors of Everis and Chairman of its Nomination and Remuneration Committee. A Director of Sol Meliá and a member of its Audit and Compliance Committee. A Director of PRISA and Chairman of its Audit Committee.

Former Managing Director and Chairman of Bankinter and a former Director of TPI.

Senior Lecturer at Harvard Business School.

Chairman of the SERES Foundation, the Advisory Board of Unience and the Professional Board of ESADE.

A member of the Advisory Board of Spencer Stuart; the European Advisory Board of the Harvard Business School and the Board of Directors of the Deusto Business School.

Name or corporate name of Director

SANTIAGO FERNÁNDEZ VALBUENA

Profile

Holder of a Degree in Economics from the Universidad Complutense and a PhD and Master's Degree in Economics from Northeastern University, Boston.

A member of the Board of Directors of Ferrovial since 2008.

Currently Director-General for Strategy, Finance and Development at Telefónica. Joined Telefónica in 1997 as CEO of Fonditel. From 2002 to 2010 he served as Chief Financial Officer. He is also on the Board of Directors of Portugal Telecom. Previous posts held include CEO of Fonditel, Managing Director of Société Générale Valores and Head of Equities at Beta Capital.

He has held academic posts as Lecturer in Applied Economics at the Universidad Complutense and as a visiting lecturer at the Instituto de Empresa.

Total number of independent directors	6
% of the board	50.000

OTHER EXTERNAL DIRECTORS

List the reasons why these Directors cannot be considered proprietary or independent directors, and detail their links with the Company, its executives or shareholders.

List any changes in the category of each director which have occurred during the year.

B.1.4 Explain, where applicable, the reasons why proprietary directors have been appointed at the request of shareholders holding less than 5% of the share capital.

Give details of any rejections of formal requests for board representation from shareholders whose equity interest is equal to or greater than that of other shareholders who have successfully requested the appointment of proprietary directors. If so, explain why these requests have not been entertained.

NO

B.1.5 State whether any Director resigned before the end of his term of office, whether he explained to the Board his reasons for doing so and in what form; if the whole Board was informed in writing, indicate below the reasons given for resigning:

YES

Name of director

SANTIAGO EGUIDAZU MAYOR

Reasons for resignation

Resigned for career reasons as stated in Material Information submitted by Ferrovial S.A. to the CNMV. As he stated at the Board meeting at which he presented his resignation, this was due to the launch of a new business by NMÁS1, of which he is the Chairman, consisting of brokerage and research in quoted securities.

B.1.6 Indicate what powers, if any, have been delegated to the Managing Directors:

Name or corporate name

RAFAEL DEL PINO Y CALVO-SOTELO

Brief description

All powers except those that cannot, under the law or the Company's Articles of Association, be so delegated.

Name or corporate name

ÍÑIGO MEIRÁS AMUSCO

Brief description

All powers except those that cannot, under the law or the Company's Articles of Association, be so delegated.

B.1.7 List the directors, if any, who hold office as directors or executives in other companies belonging to the listed company's group:

Name or corporate name	Name or corporate name of group entity	Post
JOAQUÍN AYUSO GARCÍA	AUTOPISTA ALCALÁ O'DONELL, S.A.	CHAIRMAN
JOAQUÍN AYUSO GARCÍA	AUTOPISTA DEL SOL, S.A.	CHAIRMAN
JOAQUÍN AYUSO GARCÍA	AUTOPISTA MADRID LEVANTE CONCESIONARIA ESPAÑOLA, S.A.	CHAIRMAN
JOAQUÍN AYUSO GARCÍA	AUTOPISTA MADRID SUR CONCESIONARIA ESPAÑOLA, S.A.	DIRECTOR
JOAQUÍN AYUSO GARCÍA	FERROVIAL AGROMÁN, S.A.	CHAIRMAN
JOAQUÍN AYUSO GARCÍA	INVERSORA DE AUTOPISTAS DE LEVANTE, S.L.	CHAIRMAN
JOAQUÍN AYUSO GARCÍA	INVERSORA DE AUTOPISTAS DEL SUR, S.L.	DIRECTOR
ÍÑIGO MEIRÁS AMUSCO	BAA LIMITED	VICE-CHAIRMAN
ÍÑIGO MEIRÁS AMUSCO	CINTRA INFRAESTRUCTURAS, S.A.	CHAIRMAN
ÍÑIGO MEIRÁS AMUSCO	FERROVIAL AEROPUERTOS, S.A.	CHAIRMAN
ÍÑIGO MEIRÁS AMUSCO	FERROVIAL AGROMAN, S.A.	DIRECTOR
ÍÑIGO MEIRÁS AMUSCO	FERROVIAL FISA, S.L.	CHAIRMAN
ÍÑIGO MEIRÁS AMUSCO	FERROVIAL QATAR LLC	DIRECTOR
ÍÑIGO MEIRÁS AMUSCO	FERROVIAL SERVICIOS, S.A.	CHAIRMAN
ÍÑIGO MEIRÁS AMUSCO	FINECOFER, S.L.	CHAIRMAN AND MANAGING DIRECTOR

B.1.8 List any company board members who sit on the Boards of Directors of other non-group companies that are listed on official securities markets in Spain, insofar as these have been disclosed to the company:

Name or corporate name of Director	Name of listed company	Post
RAFAEL DEL PINO Y CALVO-SOTELO	BANCO ESPAÑOL DE CRÉDITO	DIRECTOR
SANTIAGO BERGARECHE BUSQUET	GAMESA CORPORACIÓN TECNOLÓGICA, S.A.	DIRECTOR
SANTIAGO BERGARECHE BUSQUET	VOCENTO, S.A.	DIRECTOR
SANTIAGO BERGARECHE BUSQUET	CEPSA, S.A.	CHAIRMAN
SANTIAGO BERGARECHE BUSQUET	DINAMIA, S.A.	CHAIRMAN
GABRIELE BURGIO	SOTOGRADE, S.A.	DIRECTOR
GABRIELE BURGIO	NH HOTELES, S.A.	CHAIRMAN
JOSÉ FERNANDO SÁNCHEZ-JUNCO MANS	DINAMIA, S.A.	VICE-CHAIRMAN
JUAN ARENA DE LA MORA	PRISA, S.A.	DIRECTOR
JUAN ARENA DE LA MORA	SOL MELIÁ, S.A.	DIRECTOR
JUAN ARENA DE LA MORA	LABORATORIOS ALMIRALL, S.A.	DIRECTOR
JUAN ARENA DE LA MORA	DINAMIA, S.A.	DIRECTOR

B.1.9 Indicate and, where appropriate, explain whether the Company has established rules about the number of Boards on which its Directors may sit:

NO

B.1.10 In relation to Recommendation 8 of the Unified Code, indicate any general Company policies and strategies that must be approved by the full Board of Directors:

Investment and financing policy	YES
Deciding on structure of the corporate group	YES
Corporate governance policy	YES
Corporate social responsibility policy	YES
Strategic or business plans, management targets and annual budgets	YES
Remuneration and evaluation of senior officers	YES
Risk control and management, and the periodic monitoring of internal information and control systems	YES
Dividend policy, as well as the policies and limits applying to treasury shares	YES

B.1.11 Complete the following tables on the aggregate remuneration paid to Directors during the year:

a) In the reporting Company:

Item of Remuneration	€'000
Fixed remuneration	2,900
Variable remuneration	3,875
Per diems	647
Directors' fees under the Articles of Association	1,074
Options on shares and/or other financial instruments	0
Other	0

Total	8,496
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Other benefits	€'000
Advances	0
Loans	0
Pension funds and pension plans: Contributions	0
Pension funds and pension plans: Obligations	0
Life insurance premiums	15
Guarantees issued by the Company in favour of Directors	0

b) Payable to Directors of the Company for sitting on the boards and/or holding senior management posts within other companies in the group:

Item of Remuneration	€'000
Fixed remuneration	0
Variable remuneration	0
Per diems	52
Directors' fees under the Articles of Association	0
Options on shares and/or other financial instruments	0
Other	0

Total	52
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Other benefits	€'000
Advances	0
Loans	0
Pension funds and pension plans: Contributions	0
Pension funds and pension plans: Obligations	0
Life insurance premiums	0
Guarantees issued by the Company in favour of Directors	0

c) Remuneration paid to Directors, by status category:

Type of director	By Company	By Group
Executive Directors	7,277	52
External Proprietary Directors	329	0
External Independent Directors	890	0
Other External Directors	0	0

Total	8,496	52
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d) Remuneration as percentage of profit attributable to the parent company:

Total remuneration received by directors (in thousand €)	8,548
Total remuneration received by directors/profit attributable to parent company (%)	0.4

B.1.12 List the members of senior management who are not executive directors and indicate total remuneration paid to them during the year:

Name or company name	Post
ÁLVARO ECHANIZ URCELAY	DIRECTOR-GENERAL, REAL ESTATE
JUAN FRANCISCO POLO MARTÍN	DIRECTOR, COMMUNICATION AND CORPORATE RESPONSIBILITY
VALENTÍN ALFAYA ARIAS	DIRECTOR, QUALITY AND THE ENVIRONMENT (UNTIL 29 April 2010)
JAIME AGUIRRE DE CARCER Y MORENO	DIRECTOR-GENERAL, HUMAN RESOURCES
ALBERTO FERREIRO PRADO	DIRECTOR, INTERNAL AUDIT
FEDERICO FLÓREZ GUTIÉRREZ	DIRECTOR-GENERAL, INFORMATION SYSTEMS
NICOLÁS VILLÉN JIMÉNEZ	DIRECTOR GENERAL, AIRPORTS
ERNESTO LÓPEZ MOZO	CHIEF FINANCIAL OFFICER
ENRIQUE DÍAZ-RATO REVUELTA	DIRECTOR-GENERAL, MOTORWAYS
SANTIAGO ORTIZ VAAMONDE	GENERAL SECRETARY
SANTIAGO OLIVARES BLÁZQUEZ	DIRECTOR-GENERAL, SERVICES
ENRIQUE FUENTES EGUSQUIZA	DIRECTOR MARKET INTELLIGENCE AND RESEARCH (UNTIL 2 MARCH 2010)
ALEJANDRO DE LA JOYA RUIZ DE VELASCO	DIRECTOR-GENERAL, CONSTRUCTION

Total remuneration received by senior management (in thousand €)	8,027
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B.1.13 Identify, in aggregate terms, any indemnity or “golden parachute” clauses that exist for members of senior management (including Executive Directors) of the Company or of its group in the event of dismissal or a change in the control of the Company. State whether such clauses or other protection must be made known to and/or approved by the governing bodies of the Company or its group:

Number of beneficiaries	1
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	Board of Directors	General Shareholders' Meeting
Body authorising clauses	NO	NO

Is the General Shareholders' Meeting informed of such clauses?	NO
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B.1.14 Describe the procedures for establishing the remuneration of Board members and any relevant provisions in the Articles of Association.

Procedures for establishing remuneration of Board members and relevant provisions in the Articles of Association

(a) Procedures for establishing the remuneration of members of the Board of Directors (Regulations of the Board of Directors)

The Nomination and Remuneration Committee makes recommendations to the Board of Directors on the remuneration system and the annual amount to be paid to Directors. With regard to the payment of additional compensation to Directors performing executive functions, any discussion of such compensation for the Board must be preceded by a report from the Committee.

Decisions are taken by the Board of Directors and, where the matter requires higher authorisation, are submitted to the General Shareholders' Meeting for approval.

(b) Provisions of the Articles of Association and regulatory requirements governing remuneration paid to the Board of Directors.

The present system of remuneration for the Board of Directors includes Article 57 of the Articles of Association:

1. Members of the Board of Directors shall, for performing their duties as Directors, be entitled to remuneration under these Articles the total combined amount of which will be fixed by the General Meeting and will be updated on the basis of such indexes or other indicators as the Board shall determine. Directors' remuneration shall be made up of the following elements: (i) a fixed remuneration component; (ii) per diems for actual attendance at meetings of the Board of Directors or of delegated or advisory Committees of the Board; and (iii) the lesser of: (a) any amount available, after deduction of the above two amounts, to form the combined total amount fixed by the General Meeting; and (b) an amount equal to 0.5% of the consolidated profit for the year attributable to the Company.

The amount referred to in (ii) above shall be payable only after the requirements set out in article 130 of the SA Companies Act [*Ley de Sociedades Anónimas*] have been fulfilled.

2. The Board of Directors shall determine the method and time of payment each year and shall decide on how the combined total amount of remuneration payable in accordance with the Articles of Association as described in section 1 above is to be distributed among them. Such distribution may be made on an individual basis according to the role played by each Director in the work of the Board.

3. The fees payable under the previous sections shall be compatible with and separate from any fixed salaries; variable remuneration (based on the achievement of business, corporate and/or personal performance targets.); severance payments on ceasing to hold office as a Director for any reason other than a breach of duty; pensions; insurance; pension/retirement schemes; deferred remuneration; and remuneration payable in the form of shares or options on shares or linked to share values; where such systems have been set up for members of the Board of Directors performing executive functions.

4. The Company may take out public liability insurance for its Directors.

5. The Board of Directors shall, on an annual basis, prepare a report on its compensation policy where it shall set forth the standards and basis used to determine the compensation of Directors for the last fiscal year and the current fiscal year, and shall make it available to the shareholders when the ordinary General Shareholders' Meeting is called. The contents of the report shall be governed by the Board Regulations.

(c) Remuneration of the Board of Directors for the year 2010. Combined total amount of annual remuneration.

As mentioned above, the Company's present system of remuneration, as set out in article 57 of its Articles of Association, is based on the fixing by the Board itself of a single combined annual amount of remuneration for all members of the Board of Directors.

The General Shareholders' Meeting of 22 October 2009 (under the name of Cintra Concesiones de Infraestructuras de Transporte, S.A.) fixed the annual amount of fixed remuneration of the Board of Directors as a whole at €1,772,727 euros, having regard to the number of members of the Board (thirteen) at the time the amount was approved, so that if there was an increase or a decrease in the number of Directors the amount would be adjusted accordingly, based on the time for which incoming and outgoing Directors had held office.

The General Meeting also resolved that, for all years after 2009, the said amount would automatically be reviewed according to any change in the Consumer Price Index.

Pursuant to these resolutions, the fixed annual amount of remuneration for the year 2010 was fixed at €1,649,455 for the twelve members of the Board of Directors, and would be shared out among them in proportion to the amount of time for which they had served. As a result of new appointments and resignations of Directors in the course of the year, the overall remuneration amount actually payable to Directors reached a final total of €1,721,006.92.

Components of Board of Directors' remuneration.

Under article 57 of the Articles of Association the Board of Directors is responsible for deciding on how the combined annual total amount fixed by the General Shareholders' Meeting is to be distributed among its members. This remuneration shall have the following components:

(i) Fixed remuneration of €420,000 gross per annum for the twelve members of the Board of Directors who were in office at

Procedures for establishing remuneration of Board members and relevant provisions in the Articles of Association

the end of the year. This amount remained unchanged from the year 2009.

The amount was apportioned on the basis of the time for which each Director had been in office, so that the amount of fixed remuneration actually payable for 2010 totalled €438,171.23 gross per annum for all members of the Board.

(ii) Per diems for actual attendance at meetings of the Board of Directors and of any delegated or advisory Committees of the Board.

The total amount accruing to Directors in per diem payments for 2010 was €646,500.

(iii) And the lesser of: (a) any amount available, after deduction of the above two amounts, to form the combined total amount fixed by the General Meeting; and (b) an amount equal to 0.5% of the consolidated profit for the year attributable to the Company.

For the year 2010, as the 0.5% of the consolidated profit for the year attributable to the Company was the greater of the two amounts, the sum falling to be distributed as the third remuneration component was the sum remaining available as described under (a) above, that is, the sum of €636,335.69 gross, again in proportion to the amount of time for which Directors had been in office. For distribution the resulting amount is divided into 15, with the following factors being applied to these amounts to arrive at each individual payment: Chairman of the Board 2; First Deputy Chairman 1.75; Second Deputy Chairman 1.25; all other Board members 1.

In accordance with policy laid down by the Board of Directors, the amount payable in respect of this third component is subject to the recipient making a mandatory investment in shares of the Company. The shares are to be purchased in a single transaction during the first stock market trading session after the final date by which periodic financial reports are required to be filed with the CNMV after the holding of a General Shareholders' Meeting approving the financial statements for the year.

A breakdown of remuneration payable to each individual Director under the Articles of Association for the year 2010 is provided in Section G.

Indicate whether decisions on the following matters are required to be taken by the full Board of Directors:

The appointment and removal of senior executives and their indemnity clauses, on the Chief Executive's recommendation.	NO
Directors' remuneration, and, in the case of Executive Directors, the additional remuneration payable for performing executive functions and under other terms of their contracts.	YES

B.1.15 Indicate whether the Board of Directors approves a detailed remuneration policy, and describe the points covered by the policy:

YES

The amount of the fixed components including a breakdown, where necessary, of board and board committee attendance fees and an estimate of the fixed annual remuneration to which they give rise.	YES
Variable components	NO
The main characteristics of pension systems, including an estimate of their amount or equivalent annual cost	YES
The conditions to be included in the contracts of executive directors performing executive functions.	YES

B.1.16 Indicate whether the Board submits a report on Directors' remuneration policy to a vote at the General Meeting, on a consultative basis and as a separate item on the agenda. Describe the main points of any report on remuneration policy approved by the Board for forthcoming years, the most significant changes in the policy with respect to the reporting year, and give a general overview of how remuneration policy was applied during the year. Describe the role played by the Remuneration Committee and state whether external consultancy services have been used and the names of the external consultants.

NO

Matters covered by the remuneration policy
<p>As required by article 34.5 of the Board Regulations, for the year 2010 the Board of Directors will be drawing up (in consultation with the Nomination and Remuneration Committee) a report on remuneration which will provide detailed explanations in such areas as:</p> <ul style="list-style-type: none"> - Aspects of remuneration policy for the Board of Directors: approval; underlying principles, and provisions of the Articles of Association and regulatory requirements governing Directors' remuneration. - The remuneration policy applicable to the Board of Directors for 2010, separating out the different components of remuneration payable to Executive Directors. - Changes in the policy compared with previous years. - Policy for 2011 and future years. - Other information of interest

Role of the Remunerations Committee
<p>As already mentioned, the Report on Remuneration is reviewed by the Nomination and Remuneration Committee before it is formally approved by the Board of Directors.</p> <p>In the area of remuneration the Committee also has the following responsibilities:</p> <ul style="list-style-type: none"> - The power to make recommendations on the payment of Directors' fees in accordance with the Articles of Association. - Submitting recommendations to the Board on additional remuneration payable to Executive Directors in respect of their executive functions. - Overseeing compliance with the remuneration policy set by the Company.

Have external consultancy firms been used?	YES
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Names of external consultants
(See Section G)

B.1.17 Identify any members of the Board of Directors who are also members of the boards of directors, senior executives or employees of companies holding significant interests in the Company and/or in companies in its group:

Name or corporate name of Director	Company name of shareholder	Post
RAFAEL DEL PINO Y CALVO-SOTELO	KARLOVY, S.L.	Representative of Chairman & CEO
RAFAEL DEL PINO Y CALVO-SOTELO	PORTMAN BAELA, S.L.	Representative of Chairman & CEO
MARÍA DEL PINO Y CALVO-SOTELO	PORTMAN BAELA, S.L.	Deputy Chairman & Managing Director
MARÍA DEL PINO Y CALVO-SOTELO	KARLOVY, S.L.	Deputy Chairman & Managing Director

List any significant relationships, other than those included under the previous heading, that link members of the Board of Directors with significant shareholders and/or their group companies:

B.1.18 Indicate whether any changes have been made to the Regulations of the Board of Directors during the year:

NO

B.1.19 Indicate the procedures for appointing, re-appointing, appraising and removing Directors. Give details of the persons/bodies responsible for, and the processes and criteria applicable to, each procedure..

Composition of Board

The Articles of Association and Board Regulations require the Board to do its utmost to ensure that "external" or Non-Executive Directors form an ample majority of Board members. The Board shall also seek to ensure that the group of external Directors forming a majority of Board members includes proprietary and independent Directors, with the latter making up a significant proportion of the group. Independent Directors should, in any event, represent at least one third of all board members.

Recruitment of Directors

The Regulations of the Board of Directors include a procedure for nominating or shortlisting candidates for appointment or re-appointment as Directors. This procedure, when used to select new Directors, has normally been implemented with assistance from recruitment firms.

The responsibilities of the Nomination and Remuneration Committee include the drawing up of selection criteria on the basis of which candidates are to be chosen. Appointments (or re-appointments) of Directors, under article 26 of the Board Regulations, are to be preceded by:

- a recommendation from the Nomination and Compensation Committee in the case of an Independent Director.
- a prior report for all other appointments to the Board.

Every effort is made to ensure that successful candidates are of proven reliability, competence and expertise, and special care is taken with appointments to posts of Independent Director, which must be in accordance with the relevant provisions of the Regulations.

Proprietary Directors are not permitted by the Board Regulations to maintain, directly or indirectly, and in a personal capacity, any significant commercial, business, employment or professional relations with Ferrovial other than in the performance of the duties inherent to the offices of Chairman and Managing Director of the Company.

The Board Regulations do not specify any particular qualification or requirement for appointment as Chairman of the Board.

The Regulations require the Company to set up an induction programme for newly appointed Directors to provide them with a broad and balanced overview of Ferrovial, including its rules on corporate governance.

Directors proposed for appointment, re-appointment or removal shall not take part in any deliberations or votes concerning themselves. All votes shall be taken in secret.

Term of office

Under the Articles of Association and the Board Regulations, a Director holds office for a period of three years and may be reappointed.

Independent Directors are required to offer their resignations to the Board and, if seen fit by the Board, to formally present their resignation when they have completed twelve (12) years in office, without prejudice to their continuing to serve as Directors of a different category.

Appointments to the posts of Managing Director and Secretary to the Board, and to membership of Board Committees. The Nomination and Remuneration Committee is required to:

- Submit a prior report on the appointment, resignation or removal of the Managing Director or, on a proposal from the

Chairman, the Secretary to the Board.

- Propose Board members to sit on Board Committees.

Self-assessment by the Board of Directors

The Regulations of the Board of Directors require the Board to carry out a twice-yearly assessment of:

- its own performance and the effectiveness and efficiency with which it does its work.
- the performance of the Chairman and the Managing Director of the Company, following the submission of a report by the Nomination and Remuneration Committee.
- the performance of its Committees, on the basis of reports furnished by the Committees themselves.

In 2010 the Board undertook an assessment of the Board's own organisation and functioning. The results of the assessment will be discussed in 2011. In the course of its assessment the Board received advice from a specialist firm of consultants.

B.1.20 Indicate the cases in which Directors must resign.

Rules have been laid down for Director resignations. The Board Regulations provide a set of circumstances in which Directors are required to offer their resignations to the Company and, if considered appropriate by the Company, to formally resign. In addition to termination of a Director's appointment at the end of his term of office or when the General Meeting so decides, the Board Regulations provide the following grounds of termination:

- In the case of an Executive Director, where the Board of Directors considers it appropriate.
- In the case of Proprietary Directors, when the whole of the shareholding in the Company in respect of which they were appointed is transferred. Directors must also resign from office, in a suitable number, if such shareholding is reduced to a level that requires a reduction in the number of Proprietary Directors.
- In the case of Independent Directors, as already mentioned, when they have completed twelve (12) years in office, without prejudice to their continuing to serve as Directors of a different category.
- When they are in any situation giving rise to a conflict of interest or otherwise prohibiting them from holding office, whether provided for by law or by Company Regulations.
- At the request of the Director concerned, following a breach of their obligations as a Director.
- Where the Director could, by continuing to serve as a member of the Board, place the interests of Ferrovial in jeopardy.
- On reaching the age of 70 years. The Chairman, the Deputy Chairman when performing executive functions, the Managing Director and the Secretary to the Board are required to resign on reaching the age of 65 but may continue to serve as Chairman and Deputy Chairman where these do not involve executive functions.
- If there is a significant change in their employment situation or in the conditions relevant to their appointments as Directors.
- Where due to circumstances attributable to the Director, their continuing presence on the Board would, in the Board's opinion, cause serious harm to the assets or reputation of the Company. In particular, if a Director is tried or summoned to attend a court hearing on a charge under article 213 of the Companies Act [*Ley de Sociedades de Capital*], the Board will as soon as possible consider the circumstances of the case and whether or not the Director should remain in office, and report its conclusions in the Annual Report on Corporate Governance.

With regard to Independent Directors, the Board Regulations state that the Board will not ask them to resign before the end of their term of office unless it considers there are reasonable grounds for doing so after a recommendation has been received from the Nomination and Remuneration Committee. Reasonable grounds are considered to exist, in particular, where an Independent Director has failed in his duty or has a conflict of interest, or in any of the circumstances described above.

An Independent Director may also be asked to resign if, as a result of a takeover bid, merger or other transaction of a similar nature, a change in the capital structure of the Company occurs such as to require an adjustment to the proportionality rules laid down in the recommendations on corporate governance.

B.1.21 Indicate whether the duties of Chief Executive Officer fall upon the Chairman of the Board of Directors. If so, describe the measures taken to limit the risk of powers being concentrated in a single person:

YES

Measures for reducing risk
<p>A) Powers of the Board of Directors</p> <p>The Board of Directors is responsible for performing the management, representational and supervisory tasks necessary to ensure that the Company's objects are achieved and to protect the general interests of the Company and create value for the benefit of all shareholders.</p> <p>Furthermore, without prejudice to any delegated powers exercisable by it, the Board directly appropriates to itself or to Board Committees the power to deliberate on certain matters on which is it required to reach decisions. These include the following:</p> <ul style="list-style-type: none"> - Approval and oversight of strategies for the Company's development. - Supervision of management activities and evaluation of managers. - Setting up new companies and acquiring or selling existing shareholdings where such action would result in the taking or losing of a majority shareholding or a proportional shareholding of more than a certain size, or in the launching or discontinuing of one or more business lines. - Any merger, spin-off or restructuring involving the Company or any company of which the Company is a shareholder. - Transactions involving investments, disposals, financings or guarantees affecting significant Group assets whose value exceeds certain thresholds. <p>B) Managing Director</p> <p>The Company has had a Managing Director since it began to be quoted on the stock market.</p> <p>C) Lead Director</p> <p>The Board of Directors has also appointed a Lead Director. (See the following section.)</p>

Indicate, and if necessary explain, whether rules have been established that enable any of the Independent Directors to convene Board Meetings or include new items on the agenda, to coordinate and voice the concerns of external directors and oversee the evaluation by the Board of Directors.

YES

Explanation of rules
<p>Lead Director</p> <p>Article 15 of the Board Regulations requires that where the Chairman is also the Chief Executive of the Company, one of the Independent Directors must perform the role of coordinating the External Directors. In particular, the Lead Director acts as a channel for all queries and concerns passed to him by External Directors and may ask for a meeting of the Board to be called and for the inclusion of certain items on the agenda.</p> <p>The Lead Director must be an Independent Director.</p> <p>The Lead Director is appointed by the Board of Directors following a recommendation by the Nomination and Remuneration Committee.</p> <p>At a meeting of the Board held on 17 December 2009, on the recommendation of the Nomination and Remuneration Committee the Board of Directors appointed Santiago Bergareche Busquet Lead Director for a term of two years.</p>

B.1.22. Are qualified majorities, other than legal majorities, required for any types of decision?

NO

Describe how resolutions are adopted by the Board of Directors, including any quorum and the type of majority required:

Description of resolution
All resolutions

Quorum	%
More than half, at least, of those present (in person or by proxy)	50.01

Type of majority	%
An absolute majority of Directors present	50.01

B.1.23 State whether there are any special requirements for holding office as Chairman of the Board, other than those applicable to Directors

NO

B.1.24 State whether the Chairman has a casting vote:

YES

Matters for which a casting vote can be used
In a vote on any matter on which there is a tie, the Chairman's vote will be decisive.

B.1.25 State whether the Articles of Association or the Regulations of the Board of Directors establish any age limit for Directors:

YES

Age limit for Chairman	Age limit for Managing Director	Age limit for Directors
65	65	70

B.1.26 Indicate whether the Articles of Association or the Regulations of the Board of Directors set a limited term of office for Independent Directors:

Maximum number of years in office	
	12

B.1.27 If there are few or no female Directors, explain the reasons and describe the initiatives adopted to remedy this situation.

Explanation of reasons and initiatives
The Board of Directors includes one female Director.

Indicate in particular whether the Appointments and Remuneration Committee has established procedures to ensure the selection processes are not subject to implicit bias that will make it difficult to select female directors, and makes a conscious effort to search for female candidates who have the required profile:

NO

B.1.28 State whether there are formal procedures for voting by proxy on the Board of Directors. If so, give brief details.

Under article 47.3 of the Articles of Association and article 24.3 of the Regulations of the Board of Directors, if a Director cannot attend in person, he will seek to appoint another member of the Board to act as his proxy; such appointment must be in writing, for a special purpose, and should include voting instructions where the form of the agenda so permits.

B.1.29 Indicate the number of Board meetings held during the year. State how many times the Board has met without the Chairman's attendance:

Number of Board meetings	11
Number of Board meetings held in the absence of the Chairman	0

Indicate how many meetings of the various Board committees were held during the year.

Number of meetings of the Executive or Delegated Committee	10
Number of meetings of the Audit Committee	6
Number of meetings of the Nomination and Remuneration Committee	4
Number of meetings of the Nomination Committee	0
Number of meetings of the Remuneration Committee	0

B.1.30 Indicate the number of Board meetings held during the year without the attendance of all members. Non-attendance will also include proxies appointed without specific instructions:

Number of non-attendances by Directors during the year	9
Non-attendances as a proportion of the total votes cast during the year (%)	6.520

B.1.31 State whether individual and consolidated annual accounts submitted to the Board of Directors for formal approval are already certified:

YES

If so, specify which person/persons have certified the individual and consolidated annual accounts of the Company for approval by the Board:

Name	Post
RAFAEL DEL PINO Y CALVO-SOTELO	CHAIRMAN OF THE BOARD OF DIRECTORS
ÍÑIGO MEIRÁS AMUSCO	MANAGING DIRECTOR
ERNESTO LÓPEZ MOZO	CHIEF FINANCIAL OFFICER

B.1.32 Explain the mechanisms, if any, established by the Board of Directors to prevent the individual and consolidated financial statements it prepares from being submitted to the General Shareholders' Meeting with a qualified Auditor's Report.

With regard to responsibility for preparing the accounts, the Board Regulations contain the following provisions:

- Every effort will be made to ensure that there are no qualifications in the Auditor's Report.
- However, when a qualification is made and the Board considers that it should maintain its position, the Chairman of the Audit and Control Committee and, if required, the External Auditor, will publicly explain the nature and extent of the disagreement.

B.1.33 Is the Secretary to the Board also a Director?

NO

B.1.34 Explain the procedure for appointing and removing the Secretary to the Board and state whether such appointment and removal are the subject of a report from the Nomination Committee and approved by the full Board.

Appointment and removal procedure
To be appointed Secretary to the Board of Directors it is not necessary to be a Director. Appointments and removals are proposed by the Chairman and approved by the Board on the basis of a report from the Nomination and Remuneration Committee.

Does the Nomination Committee propose appointments?	YES
Does the Nomination Committee advise on dismissals?	YES
Do appointments have to be approved by the full Board of Directors?	YES
Do dismissals have to be approved by the full Board of Directors?	YES

Does the Secretary to the Board have special responsibility for overseeing compliance with corporate governance recommendations?

YES

Comments
Under the Regulations of the Board of Directors the duties of the Secretary to the Board include oversight of compliance with the rules on corporate governance and their interpretation, keeping track of all governance recommendations that the Company decides to adopt, and considering any recommendations arising at any time for possible incorporation into the Company's own rules and procedures.

B.1.35 Indicate the mechanisms, if any, established by the Company to preserve the independence of the auditors, of financial analysts, of investment banks and of rating agencies.

Audit and Control Committee.

One area of responsibility of the Audit and Control Committee, in addition to those already mentioned, is to advise on the appointment of the Auditor, the terms of his engagement, the scope of his work and on whether or not his appointment should be renewed.

The Committee cannot in any circumstances recommend that the Board should employ any auditing firm whose total fees are expected to exceed five per cent of the firm's total revenue for the last year.

Internal procedures

Under the Company's internal procedures the Finance Department is responsible for advising on the engagement of external auditors for due diligence reviews when a new company is to be acquired or for other special tasks requiring the intervention of external auditors.

In addition, the Company has an internal procedure in place under which the engagement of any professional consultancy or advisory services from auditing firms or other organisations related to them, whether or not any of these firms have at the time been engaged to review the consolidated or individual annual accounts of Ferrovia S.A. or any company in its group, must have first been authorised either by the Audit and Control Committee or by the Finance Department, depending on whether or not the cost of the services exceeds a certain amount. Every six months the Audit and Control Committee receives a summary report of all mandating or employment commitments actually made.

Restrictions on the employment of analysts.

With regard to the employment of analysts, the Nomination and Remuneration Committee is responsible for taking measures to ensure that Ferrovia does not employ any staff or senior executives who have carried out research on the Company for a rating agency within a period of two years after they have left the rating agency's employ. The Nomination and Remuneration Committee decided that the Human Resources Department was the department of the Company best equipped to take the measures necessary to prevent the employment of such persons. As a result, in 2008 the Human Resources Department approved an internal procedure for this purpose.

B.1.36 Indicate whether the Company has changed its External Auditor during the year. If so, identify the new Auditor and the previous one:

YES

Outgoing auditor	Incoming auditor
PRICEWATERHOUSECOOPERS AUDITORES, S.L.	DELOITTE, S.L.

Explain any disagreements with the outgoing auditor and the reasons for the same.

NO

B.1.37 Indicate whether the audit firm performs other non-audit work for the Company and/or its group. If so, state the amount of fees received for such work and the percentage they represent of the fees billed to the company and/or its group.

YES

	Company	Group	Total
Fees paid for other non-audit work (in thousand €)	967	1,393	2,360
Amount of non-audit work as a % of total amount billed by audit firm	17.000	24.000	20.540

B.1.38 Indicate whether the Auditor's Report on the annual accounts for the previous year contains reservations or qualifications. If it does, indicate the reasons given by the Chairman of the Audit Committee to explain the nature and scope of those reservations or qualifications.

NO

B.1.39 Indicate the number of consecutive years during which the current Auditor has been auditing the financial statements of the Company and/or its group. Also show the number of years the current firm has been auditing the financial statements as a percentage of the total number of years over which the financial statements have been audited.

	Company	Group
Number of consecutive years	1	1

	Company	Group
Number of years audited by current audit firm/Number of years the Company's accounts have been audited (%)	63.0	63.0

B.1.40 List any equity holdings of members of the Company's Board of Directors in other companies with the same, similar or complementary types of activity to that which constitutes the corporate purpose of the Company and/or its group, and which have been notified to the Company. Also indicate any position or office held by them in those companies:

Name or corporate name of Director	Corporate name of the company in question	% Ownership	Position or office held
MARÍA DEL PINO Y CALVO-SOTELO	POLAN, S.A.	0.000	CHAIRPERSON (see Section G)

B.1.41 Indicate and give details of any procedures through which Directors may receive external advice:

YES

Details of procedure

Under the Regulations of the Board of Directors, Directors are at liberty to approach any Senior Manager for information and should inform the Company Chairman when doing so. They are also free to ask the Chairman, the Managing Director and the Secretary to the Board for any other or further information they may reasonably require.

To help Directors in performing their duties, the Board Regulations also provide that Directors may request that legal, accountancy, financial or other expert advisors be engaged at the Company's expense to provide assistance on particular issues where these are of a certain importance or complexity. Any such request should be made to the Chairman of the Company and may only be rejected by the Board in certain limited cases.

Finally, there is a special provision in the Regulations under which Audit and Control Committee may, subject to certain requirements, seek expert assistance in performing its duties.

B.1.42 Indicate whether there are procedures for Directors to receive the information they need in sufficient time to prepare for meetings of the Company's governing bodies:

YES

Details of procedure

Once a year the Board of Directors draws up a schedule of dates and topics for meetings scheduled to take place during the year.

Meetings of the Board of Directors are convened by written notice to each Director in person accompanied by the documents they will need to familiarise themselves with the business on the agenda. Save in exceptional circumstances, such notice and documents must be delivered not less than 48 hours in advance of the date of the meeting.

In addition Directors are permitted by the Board Regulations to request information directly from Senior Management, and should inform the Company Chairman when doing so. They may also ask the Chairman, the Managing Director and the Secretary to the Board for any information they may reasonably require.

B.1.43 Indicate and, where appropriate, provide details of whether the Company has established rules requiring Directors to inform the Board of any circumstances that might harm the Company's good name or reputation and to tender their resignations if necessary.

YES

Details of rules

Under the Regulations of the Board of Directors, Directors are required to tender their resignation to the Company in certain circumstances, including the following:

If there is a significant change in their employment situation or in the conditions under which they have been appointed as Directors.

- Where due to circumstances attributable to the Director, their continuing presence on the Board would, in the Board's opinion, cause serious harm to the assets or reputation of the Company. In particular, if a Director is tried or summoned to attend a court hearing on a charge under article 124 of the SA Companies Act, now article 213 of the new Companies Act [*Ley de Sociedades de Capital*], the Board will as soon as possible consider the circumstances of the case and whether or not the Director should remain in office, and report its conclusions in the Annual Report on Corporate Governance.

The Board Regulations also require Directors, as part of their duty of disclosure, to inform the Company of any criminal or other proceedings taken against them which are of a sufficiently serious nature to risk causing grave harm to Ferrovial's reputation.

B.1.44 State whether any member of the Board of Directors has informed the Company that he has faced criminal charges or been committed to trial for any offence under article 124 of the SA Companies Act:

NO

Indicate whether the Board of Directors has looked into the matter. If so, provide a reasoned explanation of the decision taken as to whether or not the Director should continue to hold office.

NO

Decision	Explanation

B.2 Committees of the Board of Directors

B.2.1 Give details of all the committees of the Board of Directors and their members:

EXECUTIVE OR DELEGATE COMMITTEE

Name	Post	Type
RAFAEL DEL PINO Y CALVO-SOTELO	CHAIRMAN	EXECUTIVE
JAIME CARVAJAL URQUIJO	BOARD MEMBER	INDEPENDENT
JOAQUÍN AYUSO GARCÍA	BOARD MEMBER	EXECUTIVE
JOSÉ FERNANDO SÁNCHEZ-JUNCO MANS	BOARD MEMBER	INDEPENDENT
MARÍA DEL PINO Y CALVO-SOTELO	BOARD MEMBER	PROPRIETARY
SANTIAGO BERGARECHE BUSQUET	BOARD MEMBER	INDEPENDENT
ÍÑIGO MEIRÁS AMUSCO	BOARD MEMBER	EXECUTIVE

NOMINATION AND REMUNERATION COMMITTEE

Name	Post	Type
JAIME CARVAJAL URQUIJO	CHAIRMAN	INDEPENDENT
GABRIELE BURGIO	BOARD MEMBER	INDEPENDENT
JUAN ARENA DE LA MORA	BOARD MEMBER	INDEPENDENT
SANTIAGO BERGARECHE BUSQUET	BOARD MEMBER	INDEPENDENT

AUDIT AND CONTROL COMMITTEE

Name	Post	Type
SANTIAGO FERNÁNDEZ VALBUENA	CHAIRMAN	INDEPENDENT
GABRIELE BURGIO	BOARD MEMBER	INDEPENDENT
JUAN ARENA DE LA MORA	BOARD MEMBER	INDEPENDENT
PORTMAN BAELA, S.L.	BOARD MEMBER	PROPRIETARY

B. 2.2. Indicate whether the Audit Committee is responsible for the following.

Supervising the preparation and monitoring the integrity of financial information on the Company and, if applicable, the group, and verifying compliance with regulatory requirements, the appropriateness of the basis of consolidation and correct application of accounting principles.	YES
Conducting regular reviews of internal control and risk management systems so that major risks are properly identified, managed and reported.	YES
Ensuring the independence and efficiency of the internal auditing process; proposing the selection, appointment, re-appointment and removal of the head of the Internal Audit department; drawing up a budget for the department; receiving regular reports on its activities; and checking that senior managers are acting on the conclusions and recommendations in its reports.	YES
Establishing and supervising a mechanism whereby staff can report confidentially and, if preferred, anonymously, any irregularities they detect in the course of their duties, in particular financial or accounting irregularities, with potentially serious implications for the Company.	YES
Submitting to the Board proposals for the selection, appointment, reappointment and removal of the External Auditor, and Auditor's terms of engagement.	YES
Receiving regular information from the External Auditor on the progress and findings of the audit programme and check that senior management are acting on its recommendations.	YES
Ensuring the independence of the External Auditor.	YES
In the case of groups, making arrangements to help the group Auditor take on the auditing of all component companies.	YES

B.2.3 Describe the rules of procedure and the responsibilities of each of the Board committees.

Committee name

AUDIT AND CONTROL COMMITTEE

Brief description

The Committees set up to advise the Board of Directors are the Audit and Control Committee and the Nomination and Remuneration Committee which were created in Grupo Ferrovial, S.A. (now Ferrovial, S.A.) in 1999.

Both Committees are composed entirely of External Directors as required by the Regulations of the Board of Directors, and their duties are concerned with reporting, advising, supervising and making recommendations within their respective areas of responsibility. The powers of Committees to make recommendations cannot prevent the Board from making decisions within these areas on its own initiative, while taking account of the Committee's report.

The Board Regulations prohibit the taking of any decision against a Committee's recommendation, except by a resolution of the Board of Directors.

The Board Regulations require that the Chairmen of both Committees be Independent Directors. Both Committees have the same minimum and maximum number of members, which are fixed by the Board Regulations and four and six.

The minutes of Advisory Committee meetings are circulated to all Directors. A report on the Committee's deliberations is also given at the first Board meeting to be held after each meeting of the Committee.

For a description of each Committee's responsibilities, see Section B.2.4.

Committee name

NOMINATION AND REMUNERATION COMMITTEE

Brief description

The rules of procedure of the Nomination and Remuneration Committee are as described above for the Audit and Control Committee.

The Committee's responsibilities are described in Section B.2.4.

Committee name

EXECUTIVE OR DELEGATE COMMITTEE

Brief description

All powers of the Board of Directors have been delegated to the Executive Committee except for those which under the law or the Articles of Association cannot be so delegated. It is responsible for recommending and overseeing Ferrovial's financial, business and investment strategy.

However, article 18.1 of the Board Regulations requires that every effort be made to ensure that all decisions of the types listed therein are taken by the Executive Committee in urgent cases only and that they are then confirmed by the Board.

The Committee's rules of membership and procedure follow the same principles as are applied to the Board of Directors and are set out in the Regulations.

Minutes are taken of all meetings of the Executive Committee and are circulated to all members of the Board to familiarise them with the agenda that was discussed and the decisions reached on each item.

For a description of the Committee's responsibilities see Section B.2.4.

B.2.4 Indicate the advisory or consultative functions and, where applicable, the powers delegated to each of the committees:

Committee name

AUDIT AND CONTROL COMMITTEE

Brief description

The Committee's main functions are:

In the area of External Audit:

Making recommendations to the Board of Directors, for submission to the General Meeting, on the appointment of the External Auditor and the terms of his engagement.

Deciding on the companies within the corporate group for which the Auditor should take responsibility for the auditing of accounts.

Serving as a channel of communication between the Board of Directors and the External Auditors and evaluating the results of each audit. Receiving regular information on the Auditor's work and checking that Senior Managers are acting on the Auditor's recommendations. Handling the relationship with the External Auditors so as to be informed by them of any matters that could compromise their independence.

Setting up mechanisms to oversee the provision of advisory and consultancy services by firms of External Auditors.

In the area of financial reporting:

Understanding the process of financial reporting and all internal control systems. Reporting any changes in accounting rules to the Board.

Supervising all information to be approved by the Board and included in the Company's annual reporting documents.

Assisting the Board in its task of ensuring that all periodic financial reporting is accurate and reliable. In the area of Internal Audit:

Making recommendations on the selection, appointment, re-appointment or replacement of the head of Internal Audit, and on the department's budget.

Supervising the work of the Internal Audit department and approving and monitoring compliance with the audit programme. Ascertaining the level of compliance with corrective measures recommended by Internal Audit to Senior Management.

Other duties.

Analysing and evaluating the main business risks and the systems in place for managing and controlling these risks.

Setting up and overseeing a system by which any employee may, in confidence, or anonymously if they so wish, report inefficiencies, inappropriate conduct or possible infringements that are particularly serious.

Supervising compliance with internal rules on corporate governance and conduct in relation to the securities markets. In particular, reporting on exemptions and consents in relation to the duties of Directors and on Company transactions with shareholders, Board members and Senior Managers that are subject to approval by the Board.

Each year the Audit and Control Committee prepares a report on its activities which is included as part of the Company's annual business review.

Its Chairman also reports to the General Meeting on the Committee's activities .

The Board of Directors intends to submit to the General Shareholders' Meeting a resolution that an amendment be made to the Articles of Association to bring the Audit and Control Committee's remit into line with the amended Additional Provision 18 of the Stock Market Act introduced by Law 12/2010 of 30 June.

Committee name

NOMINATION AND REMUNERATION COMMITTEE

Brief description

The Committee's main responsibilities are:

Making recommendations for appointments of Independent Directors and reporting on proposed appointments of other Directors.

Submitting reports on appointments to the posts of Managing Director and Secretary to the Board. Making recommendations for appointments of Committee members.

Making a recommendation for the appointment of a Lead Director.

Proposing a system of annual remuneration for Directors and the amount of that remuneration, reporting on the annual remuneration paid to Executive Directors and other terms of their contracts.

Reporting on the appointment or removal of senior managers directly answerable to the Managing Director.

Reporting on the contracts of and compensation payable to, Senior Managers.

Reviewing the process for ensuring an orderly succession to the Chairman and the Managing Director.

Committee name

EXECUTIVE OR DELEGATE COMMITTEE

Brief description

All powers of the Board of Directors have been delegated to the Executive Committee except for those which under the law or the Articles of Association cannot be so delegated. It is responsible for recommending and overseeing Ferrovial's financial, business and investment strategy.

B.2.5 Indicate whether there are any regulations governing the Board committees. If so, indicate where they can be consulted and whether any amendments have been made during the year. Also indicate whether an annual report on the activities of each committee has been prepared voluntarily.

Committee name

AUDIT AND CONTROL COMMITTEE

Brief description

Rules on the composition, offices, rules of procedure and terms of reference of the Audit and Control Committee are set out in the Articles of Association.

The Regulations of the Board of Directors state that Advisory Committees, including the Audit and Control Committee, are to draw up their own rules of procedure and where no special provision has been made the rules that apply will be the rules of procedure established by the Board in its own Regulations, provided that these are

compatible with the nature and purpose of the Committee..

Each year the Audit and Control Committee prepares a report on its activities which is included as part of the Company's annual business review. Its Chairman also reports to the General Meeting on the Committee's activities.

Committee name

NOMINATION AND REMUNERATION COMMITTEE

Brief description

The Regulations of the Board of Directors state that Advisory Committees, including the Nomination and Remuneration Committee, are to draw up their own rules of procedure and where no special provision has been made the rules that apply will be the rules of procedure established by the Board in its own Regulations, provided that these are compatible with the nature and purpose of the Committee.

Committee name

EXECUTIVE OR DELEGATE COMMITTEE

Brief description

The Executive Committee is governed by the Regulations of the Board of Directors and, where applicable, by the rules applicable to the Board of Directors.

The Regulations of the Board of Directors are registered with the Mercantile Registry and can be viewed on the group web site at www.ferrovial.es.

B.2.6 State whether the composition of the Executive Committee reflects the proportional split of Executive, Non-Executive and Independent Directors on the Board.

YES

C - RELATED PARTY TRANSACTIONS

C.1 Indicate whether the full Board has assumed sole responsibility for approving, based on a favourable report from the Audit Committee or any other committee responsible for this task, any transactions to be carried out by the Company with Directors, significant shareholders or shareholders with seats on the Board, or any related parties:

YES

C.2 List any significant transactions involving a transfer of funds or obligations between the Company or a group undertaking and a major shareholder of the Company:

C.3 List any significant transactions involving a transfer of funds or obligations between the Company or a group undertaking and a Director or Senior Executive of the Company:

C.4 List any significant transactions undertaken by the Company with other group undertakings that are not eliminated in the process of preparing the consolidated financial statements and which by virtue of their nature and terms are not part of the normal business of the Company:

C.5 Identify, where appropriate, any conflicts of interest affecting company Directors pursuant to Article 127ter of the Companies Act (Ley de Sociedades Anónimas).

NO

C.6 List the mechanisms established to detect, determine and resolve any possible conflicts of interest between the Company and/or the group and any Directors, managers or significant shareholders.

Directors are required by the Regulations of the Board of Directors to make every effort to avoid conflicts of interest and are under an obligation to give the Secretary to the Board advance notice of any conflict that arises.

If required the matter is referred to the Board of Directors.

In no circumstances should a Director be present at or take part in any discussions on matters in which he has a personal interest.

These requirements also apply to controlling shareholders, Senior Managers and any persons who are related to any of them.

In particular the Regulations require that a Proprietary Director disclose to the Company any circumstances that could involve a conflict of interest between the shareholders nominating the Proprietary Director and Ferrovial. In these circumstances, all parties concerned are likewise required to abstain from taking any part in the decision process.

Under the Regulations of the Board of Directors, any professional or business transaction entered into with Ferrovial, S.A. or any of its subsidiaries by any person in the list provided must be authorised by the Board of Directors in light of a report from the Audit and Control Committee. For ordinary business transactions with Ferrovial it is sufficient for the Board to give comprehensive approval to all transactions of the same type. Such authorisation is not, however, required for transactions that that simultaneously meet all of the following conditions:

1. they are governed by standard form agreements applied on an across-the-board basis to a large number of customers;
2. they are done at universally applicable market prices or rates fixed by the person supplying the goods or services; and
3. they are of an amount not exceeding 1% of the Company's annual revenues.

These rules apply to:

- Directors of Ferrovial, S.A. The person asking for authorisation must leave the room while the Board is deliberating and voting on the matter and cannot vote on it either directly or through a proxy.
- Controlling shareholders.
- Natural persons representing Directors that are corporate entities.
- Any member of Senior Management.
- Other senior executives named individually by the Board of Directors.
- Any party related to persons in any of the above categories, as defined in the Regulations.

Details of transactions with related parties in 2010 are provided in Section G.

C.7 Is more than one group company listed in Spain?

NO

Identify all listed subsidiaries in Spain:

D - RISK CONTROL SYSTEMS

D.1 Give a general description of risk policy in the Company and/or its group, detailing and evaluating the risks covered by the system, and give evidence to show that the systems in place are appropriate for the profile of each type of risk.

The Board of Directors is responsible, under article 8 of the Regulations of the Board of Directors, for approving policy on the management and control of risk. The Board has determined that risk policy at Ferrovial can be concisely expressed by the following principles:

- Group-wide risk management from the perspective of sustainable profit.
- Identifying risks by taking account of strategic and operational factors including economic, regulatory, legal, socio-political, employment-related and environmental factors.
- Using methods that are homogeneous in terms of probability and impact to support decision-making.
- Integrating crisis management and business continuity systems together with the corporate policy on insurance.
- A corporate policy on insurance designed to exploit synergies at group level and optimise both coverage and costs and protect both assets and profitability.

I. Introduction

Ferrovial has implemented a comprehensive system of risk management called Ferrovial Risk Management (FRM). The system, which is oriented towards associating risks analysed with the objectives these risks threaten, is applied to all the group's lines of business, including subsidiaries in which Ferrovial has management capacity. Since 2008, the Corporate Risk Management Department, under the oversight of the Second Vice-President since 2009, is responsible for coordinating the application and operation of the FRM.

The Company's Main Risks

Ferrovial operates in countries with different social and economic situations and regulatory frameworks. In this context, a range of risk arises that are considered to be inherent to Ferrovial's businesses and sectors.

In general, Ferrovial believes that significant risks are those that may compromise the viability of its businesses; their profitability and the capacity to generate cash flows; and the corporate reputation, particularly any factor that may compromise the safety of its employees or third parties affected by its business activities or that might impact on the environment in which those activities are performed.

In particular, the most significant tracked and managed by the system are as follows:

1. Strategic risks

(a) The following is analysis of possible risks related to the market and the environment in which each business operates; those which may arise from alliances with partners; and others related to company's own organization, its structures of governance and relations with external agents.

Notable of among these risks is the monitoring of the following:

Regulatory and socio-political risks, especially in airport and toll road activities.

Risks of regulatory framework modifications that could have a negative effect on the anticipated revenue or on profit margins, mainly in the airport business.

The British airports subsidiary (BAA) maintains permanent relations with the regulatory authorities (Regulation Steering Group) with a view to anticipating possible regulatory changes.

(b) Risk of buy-back in the concession without payment of compensation (linked to so-called country risk).

(c) Social movements against transport infrastructure or expansion, or movements organised by interest groups favouring the suppression of toll-road charges or any others linked with concession contracts.

Regarding action taken by these interest groups, the corporate and business division Managements are in permanent contact with them in order to meet their expectations and anticipate any possible impact on the company.

In relation to other socio-political risks, Ferrovial's investment focuses mainly on OECD countries since their political, social and economic conditions and legal certainty are considered to be stable and sound. In this context, the risk that the government will denationalize the concessions is sufficiently hedged by the clauses that guarantee indemnity and compensation to concession holders.

In any case, the Financial and Legal departments perform constant follow-up of the evolution of these socio-political and regulatory risks.

2. Operational Risks

In this second major area, monitoring is exercised of potential risks that may arise anywhere in the value chain of each business. Hence, following this chain, the analysis centers on the possible emergence of risks related to processes of sales, collections and customer relations; in procurement, payment and relations with suppliers and on different risks related to assets and factors of production.

Of all these potential risks, special attention is focused on the following:

(a) Quality risks related to deficiencies or delays in executing work or providing services to customers and users.

All business areas have implemented quality management systems. The systems perform continuous follow-up of key indicators, which measure the quality levels of the work delivered (Construction), or the service provided to users (Services, Toll Roads and Airports), with the aim of establishing preventive measures and early courses of action to reduce the probability of risk emergence.

In addition, satisfaction surveys are carried out by independent experts with a view to identifying the critical areas of customer and user dissatisfaction and setting in motion measures designed to solve these deficiencies. These surveys are targeted at representative samples of customers, as well as users of installations and services provided by Ferrovial.

(b) Environmental risks, arising from practices that may generate a significant environmental impact, mainly as an effect of construction work, waste product management or processing, transport infrastructure operation and the provision of other services.

Risks of environmental pollution and damage related to the new European liability system (Directive 2004/35/EC). Although these liabilities are limited in some business areas (Construction in Spain), this is considered a significant risk in the activities carried out by Services (basically at waste product management facilities) and, to a lesser extent, at Airports and Toll Roads (for example, spills from fuel tanks and other ecotoxic substances).

Specific procedures exist for managing environment risk implemented by the business areas of Construction, Services and Airports that are oriented towards identifying and evaluating the most relevant risks, as well as managing, mitigating and controlling them. The development and implementation of these procedures has anticipated the legal requirement of having them by several years, particularly in Spain as a result of the entry into force of Law 26/2007 on Environmental Responsibility and Royal Decree 2090/2008 which partially develops the law and requires environmental risk analyses for certain activities. In addition, according to the new environmental liability system the European Union member states may, from 2012 onwards at the latest, demand financial guarantees from operators in order to remedy these types of risk. For this reason Ferrovial has adopted the decision to anticipate events, and in 2007 it signed an insurance policy for covering these risks in the terms established in this European regulation.

(c) Risks arising from accidents and catastrophic events:

(i) Liability arising from causing damage to third parties during service provision.

Damage to third parties because of the poor state of the highway in Toll Roads activity Liabilities arising from road accidents and incidents caused by a poor state of highway maintenance.

The quality system implemented performs continuous monitoring of the level of highway servicing, which allows the appropriate preventive measures to be carried out.

In addition, the Corporate Insurance Department maintains a Public Liability programme with coverage and compensation limits that are in line with the assessment of this risk.

- Incidents or accidents involving aircraft at airports managed by Ferrovial.

- Incidents that may affect the safety of airport users, including those arising from terrorist threat.

The British airports subsidiary (BAA) performs systematic follow-up of compliance with all airport safety rules published by the CAA (British authority) and the ICAO (international body). In addition, the airports managed by Ferrovial have introduced the best practices from the MATRA (Multi-Agency Threat and Risk Assessment) process, which is a mechanism endorsed by public institutions (TRANSEC programme), based on collaboration and the exchange of information between different agencies (government departments, local authorities, emergency services, the police).

BAA has also introduced management systems at corporate and business levels that include audit processes through which technical follow-up of the degree of compliance with these matters is performed.

Lastly, the Corporate Insurance Department maintains Public Liability and Damage programmes that include cases of terrorist threat, with coverage and compensation limits that are in line with the assessment of this risk.

(ii) Physical damage to infrastructures developed or managed by Grupo Ferrovial, mainly due to natural disasters.

There is coverage for Damage to Infrastructures and Loss of Profit that covers impacts caused by natural disasters or other less intensive risks.

3. Compliance risks

The system analyses possible risks associated with the compliance of obligations at three different levels:

(a) Applicable laws, whether contained in generic frameworks (civil, mercantile, penal and labour) in which the company operates, as well as other, more specific regulations applicable: for example, operational obligations related to sector regulations or regulations applicable to security markets for listed companies.

Worthy of note in this regard is the strict regulatory framework in which BAA operates, which was mentioned previously.

In environmental matters, where laws are especially profuse and technical in nature, adequate knowledge of environmental regulations has been ensured since 2005, when Ferrovial introduced an on-line information system (SIGMA) that can be consulted via the corporate intranet.

(b) Contracts with third parties, with special attention for risks that may arise from the moment of their preparation and drafting or those related to differences of interpretation with the counterparty.

(c) Obligations imposed by Ferrovial on itself, mainly through ethical codes or codes of conduct, independently of whether obligation in the other two levels mentioned above have been met.

4. Financial risks

In this fourth area, an analysis is provided of potential risks that may arise in relation to changes in financial figures and/or access to financial markets, cash management, the generation and interpretation of financial information or fiscal or tax risks.

In particular, attention is devoted to risks that may emerge related to restrictions in obtaining liquidity and those resulting from exposure to variations in exchange rates and interest rates, the management of which is discussed further in the next section. Further, and in the context of the Internal Control System of Financial Information, special monitoring is performed of risks that might affect the reliability of financial information.

In general, monitoring and managing of financial risks is managed centrally by the Financial Department. There is an established risk management policy that is based on the following general objectives:

1. Prioritising search for natural hedging of exposure to different risks.
2. Facilitate fulfilment of business plans and avoid, as far as they are manageable, material deviations caused by changes in financial figures.

III. Control Systems

1. Risk Management System (FRM)

FRM (Ferrovial Risk Management) is the new system for comprehensive risk management implemented in 2009 to support and add value for members of the management team. FRM takes shape as follows:

(a) Risk Universe

The analysis diagram is based on a common catalogue to be used by the different business lines which classifies the risks into four main areas: strategic risks, operating risks, regulatory risks and financial risks.

- Strategic risks include those related to the market and the surroundings, corporate governance or external communications.

- Operating risks include those related to sales and customers, procurement and suppliers, assets, quality, human resources, information systems and catastrophes, among others.

- Regulatory risks are classified according to the type of obligations assumed by different businesses, depending on whether these obligations arise from regulations, contracts or those the company has imposed on itself through the Code of Ethics.

- Financial risks include those related to the credit market, those related to management of cash, accounting or fiscal risks and those related to insurance coverage.

b) Identification and evaluation of risks

The identification and evaluation process is based on the use of two new instruments: the Relevance Matrix and the Value Scale. Using these instruments, which guarantees the use of a common and orderly working outline, the direct risk managers identify, prioritise and place a value on the most relevant risks faced by their business units.

During the evaluation process, an assessment is first made of the potential impact the risk may have on the objectives sought:

- Long-term objectives related to the business plan

- Profitability objectives, measured in terms of net results and cash flow

- Objectives that seek the respect of stakeholders that are related to Ferrovial, as measured through these groups' perceptions about the company's performance.

Finally, values are assigned to the probability and recurrence of risk, thus yielding a quantification on a common scale of all risks considered relevant.

c) Reporting

In addition to evaluating the risks incorporated in the FRM system, business managers describe the management systems used and propose, as necessary, new controls or modifications of existing ones.

They will also report on the evolution of specific episodes (contingencies) included in the FRM associated with the different risk categories, according to the structure of the Risk Universe, for a particular reporting period. The report will include the area, group and risk category to which the contingency pertains, the market and business it affects, its potential impact, diagnosis and management.

Finally, with the FRM system, the recipients of the information on risks and contingencies and the frequency with which they receive it can be modified based on the relevance of the risks and contingencies.

d) Crisis notification and management procedures

The FRM is closely linked to the crisis management and business continuity procedures. In the corporate sphere, risk profile is the basis for identifying unexpected situations that may trigger a crisis with significant consequences for the company. Such risks are identified in itemized catalogues for each business activity that are permanently updated and accessible at all levels of the organization where such situations may occur.

As part of these procedures, there is a protocol for internal and external communication whose aim is, given a crisis situation, for all decision-making levels of the organization to have access to reliable, adequate information in the shortest possible time.

Similarly, there are specific procedures in the business area management systems that include the measures to be implemented at all levels affected by the crisis in order to lessen any harm to people or the environment, besides reducing its economic impact and making it easier for business activity to be resumed in the shortest possible time.

2. Quality assurance systems

All business areas have implemented quality management systems that comply with the ISO 9001 standard. When deemed necessary by relevant stakeholders, these systems are certified by a third party; the interest of these groups in certification is not homogeneous in all countries and businesses. Some 65% of the sales of the Group as a whole have systems that have been certified by accredited bodies (85%, if Airport activities are excluded).

In all cases, these systems are implemented at the production centre level through Quality Plans developed specifically for each one, which ensure (a) prior planning of the relevant processes for product and service quality; (b) a systematic, documented control of such processes; and (c) sufficient feedback for detecting systematic errors and designing corrective or preventive measures in order to prevent or mitigate errors in the future. The most significant variables of the quality systems are grouped in indicators and Ferrovial's Management Committee is informed periodically of their evolution.

Similarly, business activities are subject to periodic audit processes that evaluate compliance with regulations, contractual requirements and objectives. This follow-up is the responsibility of the technical department, independent of the production line. Production centres may access present technical and quality regulations through corporate information systems ("Normateca") and the staff quality departments.

3. Environmental management systems.

All business areas have implemented environmental management systems that comply with at least the ISO 14001 standard and the EMAS Regulation of the EU. When deemed necessary by relevant stakeholders, these systems are certified by a third party; the interest of these groups in certification is not homogeneous in all countries and businesses. Some 65% of the sales of the Group as a whole have systems that have been certified by accredited bodies (65%, if Airport activities are excluded). In each production centre, these systems adapt to the reality of the site by means of an environmental management plan that includes systematic planning and control of processes that involve a risk to the environment, applicable legal requirements and the establishment of quantified objectives for improvement of environmental performance.

Further, activities are subject to ongoing examination by environmental assessments and audits of processes, applicable environmental practices and the degree of regulatory compliance. This follow-up is the responsibility of the technical department, independent of the production line.

Ferrovial has an innovative environmental risk control and monitoring tool called EPI (environmental performance

index), which has been validated by a government-sponsored research centre (King Juan Carlos University in Madrid) and recognized by UNESCO's Environmental Chair. EPI has been implemented and validated in Construction and Services. Therefore, all the activities with the highest environmental risk have an environmental performance indicator that is evaluated permanently to ensure fulfillment of objectives and maintenance of the required level of environmental performance, serving as an early warning system of possible non-compliance of the sustainability policy and the applicable legal requirements. These results are reported periodically to the Management Committee of business in which the system has been implemented.

Since 2007, the Group's industrial sites have been subject to an environmental assessment and monitoring system that complies with UNE 15008 standard and the requirements of the European Environmental Liability Directive. These tools can prevent accidents that might generate significant damage in the environment and more efficiently manage risks, including transference of a part of these risks to the insurance market.

Similarly, and in order to ensure adequate knowledge of environmental regulations, in 2005 Ferrovial introduced an on-line information system (SIGMA) that can be consulted via the corporate intranet, containing environmental legal requirements applicable to all production centres in a form that is simple, itemised and permanently updated.

4. Information security

Throughout 2009, an in-depth revision was conducted of the general framework for management of information security in Ferrovial. The object of this framework is to safeguard the integrity, confidentiality and availability of the information produced and handled by employees of all companies in the Ferrovial Group and for which Ferrovial has assumed management responsibility. It is based on the following fundamental principles:

- Ownership of information
- Treatment of information restricted to authorised business purposes
- Adaptation to Legal Framework
- Ferrovial's Code of Business Ethics

It is essential to protect Ferrovial's information from destruction, unavailability, manipulation or unauthorised disclosure and, for this purpose, a series of general practical guidelines have been established that are applicable to both Ferrovial's own information assets and to the systems that process and support said assets.

5. Financial risk control mechanisms.

The main risks arise as a consequence of changes in exchange rates, interest rates, inflation and liquidity in financial markets.

a) Exposure to exchange rate fluctuations:

In general, management of this risk seeks to minimize the volatility of the conversion to euros of transactions in foreign currency related to business.

The aim is to finance investments in the currency in which its income is denominated. In the event of restrictions in the currency, the most liquid currency to hedge the currency risk will be used.

Financial investments, dividends and capital contributions and other flows are to be analysed on a case-by-case basis to reduce risks that distort business operations.

This practice involves use of hedging mechanisms through derivative instruments that can reduce risks in that field, and they are generally used in the following transactions:

- New investments and divestments.
- Multi-currency projects (awarded or in the bidding process).
- Income from foreign subsidiaries and dividends or refunds of capital to be received from foreign subsidiaries.
- Intra-group loans to foreign subsidiaries.
- Cash of foreign subsidiaries.

- Payments to suppliers in foreign currency.

a) Exposure interest rate variations:

Management of nominal interest rate risks helps optimise the financial structure of the company. A distinction must be made between projects and the corporate level.

In financing of infrastructure projects, financial institutions requirement the maintenance of high levels of rate fixing, which actually implies that variability in flows owing to interest rate changes will be small. In projects that have a correlation in flows with interest rates, the aim is to reduce this level of fixed rates.

At the corporate level, the objective is to structure financing in a manner that takes into account the source of funds and the correlation with income to pay said debt, thus being oriented towards a lower level of interest rate hedging.

The Financial Department constantly monitors possible changes in the market with a view to taking advantage of lower rates whenever possible.

In real interest rates, in some projects where the assets are linked to inflation, inflation-linked debts are used (or hedging that replicate them) in order to create a relationship between income and financial expenses.

6. Other preventive procedures

a) Occupational safety systems

Occupational safety systems have been applied in accordance with Law 31/1995 and its implementing regulations in all areas and in the corporate sphere. Safety systems are audited periodically by external bodies accredited for this purpose.

The areas with most significant occupational risks, particularly Construction, have health and safety plans specifically designed for each project and are continuously monitored by central services. These monitoring visits include an evaluation of the safety measures at the site and all outsourced activities. The system was co-developed with the Spanish National Institute for Safety and Hygiene in the Workplace (Instituto Nacional de Seguridad e Higiene en el Trabajo) in the framework of an agreement signed between Ferrovial-Agromán and this body in 2004.

b) Non-payment or default:

The risk of non-payment by private customers, mainly in the Construction area, is mitigated by a study of their solvency prior to the signing of the contract. The contractual requirements are supervised by the Legal and Financial departments in order to ensure that they establish sufficient guarantees in the event of non-payment, including halting the work. During the performance of the work, the Finance department continually monitors the certificates and collection documents, and their effective payment.

c) Crisis notification and management procedures

The general risk supervision and control system is closely linked to the crisis management and business continuity procedures.

In the corporate sphere, risk profile is the basis for identifying unexpected situations that may trigger a crisis with significant consequences for the company. Such risks are identified in itemized catalogues for each business activity that are permanently updated and accessible at all levels of the organization where such situations may occur.

As part of these procedures, there is a protocol for internal and external communication whose aim is, given a crisis situation, for all decision-making levels of the organization to have access to reliable, adequate information in the shortest possible time.

Similarly, there are specific procedures in the business area management systems that include the measures to be implemented at all levels affected by the crisis in order to lessen any harm to people or the environment, besides reducing its economic impact and making it easier for business activity to be resumed in the shortest possible time.

IV. Risk cover systems

The Ferrovial corporate policy is to arrange insurance for all the business areas through the Corporate Insurance Unit. This department is in the Risk Department in order to take advantage of the risk profile of the group through technical and economic optimization of the insurance policies subscribed by Ferrovial.

Company policy requires that, in general, insurance cover be arranged for damage to own goods and infrastructure built by group companies, and for third-party liability.

Under this common policy, risks that can be transferred totally or partially via insurance policies are monitored continually, since the company analyses and reviews cover, indemnity caps, exclusions and premium costs.

The process of optimizing the coverage and premiums of the policies subscribed in the different programmes in the international sphere continued throughout 2010, taking advantage of the volume and variety of the exposure to risk of all the businesses and activities.

All risks identified and the control systems described in this section are part of a universe that is subject to audit by Internal Audit which, following prioritisation based on a combination of different factors such as the significance of the risk, the time since the last revision, the result of the last audit, etc., are responsible for independently ensuring that the control systems are functioning properly, but also for proposing improvements in the procedures themselves.

D.2 Indicate whether the company and/or group has been exposed to different types of risk (operational, technological, financial, legal, reputational, fiscal...) during the year.

YES

If so, indicate the circumstances and whether the established control systems worked adequately:

Risks occurring in the year

Liquidity of public customers; postponment of BAA investments; earthquake in Chile; construction sector crisis. Spain

Circumstances responsible for this occurrence

Development of the activities of the Ferrovial Group

Operation of control systems

Mechanisms of prevention, information and control were found to have operated effectively, as did crisis management procedures; hence, the means deployed and risk management systems are believed to have operated satisfactorily.

D.3 Indicate whether there is a committee or other governing body in charge of establishing and supervising these control systems.

YES

If so, explain its duties.

Name of the Committee or Body

Audit and Compliance Committee:

Description of duties

According to the Regulation of the Board of Directors, the Audit and Compliance Committee is responsible for periodically analysing and evaluating the main business risks and the systems in place for managing and controlling them. The Committee devotes a large part of its meeting calendar to this field of responsibility and it receives the periodic support and assistance of the heads of the relevant corporate departments.

Name of the Committee or Body

Audit Department

Description of duties

At a corporate level, it plans and performs its duties on the basis of the risks it identifies, with a view to evaluating the effectiveness and efficiency of the measures established by the company for their management and control, providing support to the actions of the Audit and Compliance Committee and it is responsible for managing the Complaint Mailbox.

Name of the Committee or Body

Risk Department

Description of duties

Reporting directly to the Executive Vice-President, its mission is to provide the management team with support tools for managing the risks to which the different businesses are exposed, seeking to optimise the accumulated knowledge to the Group's benefit and that of the different agents involved.

Name of the Committee or Body

Corporate Insurance Unit

Description of duties

Created in 2004 to perform the functions described above, it is part of the Corporate Risk Department

D.4 Identify and describe the processes for compliance with the regulations applicable to the company and/or its group.**Corporate Risk Management**

Designs and coordinates the implementation and operation of the Ferrovial Group's risk management system. Dicho sistema es utilizado por el equipo gestor durante el proceso de identificación, valoración y gestión de los riesgos que amenazan la consecución de los objetivos de los diferentes negocios, objetivos fijados en torno al crecimiento y liderazgo, la rentabilidad y el desarrollo sostenible.

Quality and Environment Department.

Quality and environmental management systems are subject to a continuous process of evaluation and internal audit. The scope of auditing plans covers both central services and production centres. In all cases, audits are performed by central services both in the business area and at corporate level, with the participation of qualified experts that are knowledgeable of the business but independent of the production line.

Processes of continuous monitoring and evaluation of critical variables in quality and the environment have also been implemented. This monitoring, which is in addition to the audits mentioned above, covers all production centres. The information gathered in this monitoring process are grouped into quantitative indicators like the IPE mentioned above, particularly with regard to environmental risks in industrial facilities. The performance of these indicators is regularly reported to management in order to guide decision-making.

Internal audit

The Audit Department, which reports directly to the Audit and Control Committee, contributes to managing and controlling the risks the Group faces in meeting its objectives.

The Audit Department continually analyses the regulations, control procedures and systems, organization models and management variables of all the areas of the Group, including the projects within the various business lines and aspects of the various support departments and system audits. The conclusions are then reported to the heads of the areas assessed

and the Group's Senior Management and the Audit and Control Committee, including, where appropriate, recommendations for specific actions designed for implementing possible improvements. It also regularly reports and the degree of progress in the implementation of said recommendations.

The Audit Department also collaborates in investment and post-investment processes, participates actively in fraud prevention and control, and arbitrates internal disputes between the various Grupo Ferrovial companies.

Lastly, it should be mentioned that in order to perform these functions, the Audit Department has the knowledge and experience accumulated from continuous direct contact with the various businesses, and draws on assistance from leading external advisors whenever necessary.

Code of Business Ethics

Since 2004, Grupo Ferrovial, S.A. has had a Code of Business Ethics, approved by the Board of Directors, that establishes the basic business ethics principles and commitments that all its companies, employees and executives must respect and comply with in the performance of their activities.

The document complies with the Company's commitment to ensure that relations between the Company, its employees and other stakeholders adhere to the principle of respect for the law, ethical integrity and respect for human rights.

In parallel, the company has also established a Complaint Mailbox on the intranet and post office box to receive suggestions for improvement, comments or criticisms, reports of inefficient situations, inappropriate conduct, possible cases of non-compliance with the Code of Business Ethics or other internal or external rules that may be made anonymously. In order to expand the number of potential users of this channel, a Complaint Mailbox was also set up on the both the Spanish and English versions of the website, thus allowing access by any counterparty with dealings with Ferrovial, whether an employee or external entity.

The Board of Directors Regulations confer responsibility for supervising this mechanism on the Audit and Control Committee, which has delegated its operation and control to the Audit Department. The operation of the Mailbox is specified in a procedure published on the intranet and approved by the Chairman and which assigns the related responsibilities while ensuring absolute confidentiality and anonymity if the proponent wishes.

Procedure for protecting Grupo Ferrovial's assets by preventing internal fraud.

An internal procedure whose aim is to protect the corporate assets through the prevention of conduct that could mean internal fraud has been in place in Grupo Ferrovial since 2005. In 2009, the procedure was updated to keep it fully consistent with the reality facing companies and countries in which Ferrovial performs its activities.

The procedure implements the corresponding principle of the Code of Business Ethics and establishes the right and obligation to report behaviour or actions that may jeopardize Group assets. This procedure shall be undertaken either through a superior or through the Mailbox made availability to employees for the filing of anonymous or signed reports for analysis and the implementation of any measures that should be appropriate.

E - GENERAL SHAREHOLDERS' MEETINGS

E.1 Indicate the quorum required for constitution of the General Meeting established in the Company's bylaws. Describe how it differs from the system of minimum quorums established in the LSA.

NO

	Quorum % other than that established in art. 102 LSA for general cases	Quorum % other than that established in art. 103 LSA for the special cases described in art. 103
Quorum required for first call	0	0
Quorum required for second call	0	0

E.2 Indicate and, as applicable, describe any differences between the company's system of adopting corporate

resolutions and the framework set forth in the LSA.

NO

Describe how they differ from the rules established under the LSA.

E.3 List all shareholders' rights regarding the General Shareholders' Meetings other than those established under the LSA.

Rights and participation of shareholders.

The Shareholders' Meeting Regulations regulate shareholders' rights in relation to Shareholders' Meetings and, in addition to the provisions established in the Spanish Corporations Law, they envisage the following

Powers of the Shareholders' Meeting.

Adopting UCGG recommendations, the Shareholders' Meeting Regulations extend the powers of the latter to being informed of transactions that entail transformation of the Company into a holding company through the "affiliation" or incorporation into dependent companies of essential activities hitherto performed by the Company itself and those other transactions that might have an effect equivalent to liquidation of the Company.

Announcement of meetings

As soon as the likely date of the Meeting is known, the Board may post it on the Company's website or disseminate it by any other means it considers appropriate.

The governing body shall consider the advisability of disseminating the notice of meeting via a larger number of media.

Drafting of the agenda

The Board of Directors may consider the suggestions or proposals made in writing by shareholders and bearing a relation to the Company's activities or interests which it considers to be of interest for the Meeting.

Right to be informed

The Company will post on its website the text of all the resolutions proposed by the Board of Directors with regard to the items on the Agenda, with an explanation of the reasons for each one.

The Company will post on its website the replies given to shareholders in response to the questions they raise on the exercise of their right to be informed.

Attendance of external auditors.

The external auditors must attend the Shareholders' Meetings.

Audit and Control Committee participation

The Chairman of the Audit and Control Committee must participate in Ordinary Shareholders' Meetings.

Voting:

Proposals for substantially independent resolutions and, in particular the appointment or ratification of Board members and modifications to the Articles of Association may be voted on separately.

The Company allows the financial brokers who act on behalf of various customers to split their vote.

E.4 Indicate the steps taken, if any, to encourage the participation of shareholders in Shareholders' Meetings

Shareholder participation

In accordance with the Board of Directors Regulations, one of the Board's functions is to encourage shareholder participation and adopt all appropriate measures to enable the Shareholders' Meeting to perform its functions effectively. The Board must also endeavour to ensure that shareholders have all the necessary information so as to form an accurate opinion about the Company's performance.

The Shareholders' Meeting Regulations contain several provisions that encourage shareholders to participate:

- The Board must consider the advisability of disseminating the notice of meeting via a larger number of media.
- As soon as the likely date of the Meeting is known, the Board may post it on the Company's website or disseminate it by any other means it considers appropriate.
- Shareholders will be told, in the notice, that the Meeting is more likely to be held at first call or at second call on the scheduled dates.
- The Board of Directors may consider the suggestions or proposals made in writing by shareholders and bearing a relation to the Company's activities or interests which it considers to be of interest for the Meeting.
- On giving notice of the Shareholders' Meeting, the Board shall assess whether there are distance communication means enabling shareholders to vote and/or grant proxy while ensuring the identity of the person exercising the right to vote or, if by proxy, the identities of the proxy and shareholder, and whether the use of such means is feasible.
- Shareholders with attendance rights may attend the Shareholders' meeting by using distance communication methods, if the Board of Directors considers, on the occasion of each call to meeting, that the technical resources and legal grounds permitting and guaranteeing this form of attendance exist.
- The Company shall post the text of all the proposed resolutions, documents and reports that are mandatory or are determined by the Board of Directors in each case on the website. Proposed resolutions must be accompanied by an explanation of their justification and appropriateness.
- The Company's website shall contain all the information deemed to be useful for enabling shareholders to attend and participate in the Shareholders' Meeting, including the procedure for obtaining the attendance card; instructions on how to cast or delegate votes via remote communication as envisaged in the notice, if appropriate; information on the Meeting venue and how to get there; information on any systems or procedures that enable shareholders to follow the Meeting, and information about the Shareholder Service Department.
- Shareholders may be allowed to follow the Meeting at a distance via audiovisual means. - The possibility of simultaneous translation mechanisms is envisaged.
- The Company will study measures to enable disabled shareholders to access the Meeting room.
- The round of questions at the Shareholders' Meeting is regulated in detail. In addition to taking the floor, shareholders may verbally request any information or clarification they consider appropriate regarding the items on the Agenda.
- Shareholders' rights to be informed before or during the Meeting are guaranteed, in accordance with the law.

For the next General Shareholders' Meeting, the Board of Directors has resolved to create an Electronic Shareholders' Form pursuant to art. 528.2 of the Corporate Enterprises Act.

E.5 Indicate whether the General Shareholders' Meeting is presided by the Chairman of the Board of Directors. List the measures, if any, adopted to guarantee the independence and correct operation of the General Shareholders' Meeting:

YES

Details of measures
<p>The Shareholders' Meeting Regulations approved on 26 March 2004 regulate certain aspects relative to the announcement, preparation and development of the Shareholders' Meeting and the shareholders' rights in relation thereto.</p> <p>The Shareholders' Meeting Regulations are considered to be appropriate for guaranteeing the correct functioning of the Shareholders' Meeting.</p> <p>Since the company was floated on the stock exchange, Grupo Ferrovial, S.A. has requested the presence of a notary to minute the Shareholders' Meeting and perform related functions, such as helping to organize the round of questions as the Meeting decides, and take note of or look after the literal statements that the shareholders wish to make.</p>

E.6 Indicate the amendments, if any, made to the General Shareholders' Meeting regulations during the year.

There were no changes. Nevertheless, the Board will propose to the next General Shareholders' Meeting an amendment to the Regulations of the Board to adapt it to the latest changes in the law (Corporate Enterprises Act).

E.7 Indicate the attendance figures for the General Shareholders' Meetings held during the year:

Attendance data					
Date of general meeting	% physical presence	% by proxy	% remote voting		Total
			Electronic means	Other	
29/06/2010	2.822	54.473	0.000	0.000	57.295

E.8 Briefly indicate the resolutions adopted at the General Shareholders' Meetings held during the year and the percentage of votes with which each resolution was adopted.

FIRST ITEM ON THE AGENDA.

Point of information.

SECOND ITEM ON THE AGENDA.

Point of information.

THIRD ITEM ON THE AGENDA.

APPROVAL OF THE INDIVIDUAL FINANCIAL STATEMENTS –BALANCE SHEET, INCOME STATEMENT, STATEMENT OF CHANGES IN NET ASSETS, CASH FLOW STATEMENT AND ANNUAL REPORT - AND THE INDIVIDUAL MANAGEMENT REPORT OF FERROVIAL, S.A. AND THE CONSOLIDATED FINANCIAL STATEMENT AND MANAGEMENT RPEORT OF THE CONSOLIDATED GROUP FOR THE YEAR ENDED 31 DECEMBER 2009.

Votes in favour: 420,564,176 (99.9666%)

Votes against: 5,813 (0.0014%)

Abstentions: 133,069 (0.0316%)

Unmarked Ballots: 1,766 (0.0004%)

FOURTH ITEM ON THE AGENDA.

DISTRIBUTION OF RESULTS AND DIVIDENDS

4.1. PROPOSED DISTRIBUTION OF 2009 PROFIT

Votes in favour: 420,528,821 (99.9582%)

Votes against: 352 (0.0001%)

Abstentions: 173,885 (0.0413%)

Unmarked Ballots: 1,766 (0.0004%)

4.2. DISTRIBUTION OF DIVIDENDS AGAINST VOLUNTARY RESERVES.

Votes in favour: 419,307,832 (99.6679%)

Votes against: 536,636 (0.1276%)

Abstentions: 858,590 (0.2041%)

Unmarked ballots: 1,766 (0.0004%)

FIFTH ITEM ON THE AGENDA.

APPROVAL OF THE PERFORMANCE OF THE BOARD OF DIRECTORS IN 2009.

Votes in favour: 420,516,588 (99.9553%)

Votes against: 4,543 (0.0011%)

Abstentions: 181,927 (0.0432%)

Unmarked ballots: 1,766 (0.0004%)

SIXTH ITEM ON THE AGENDA.

RATIFICATION OF APPOINTMENT BY CO-OPTATION OF KARLOVY S.L. IN THE MEETING OF THE BOARD OF DIRECTORS OF 25 MARCH 2010.

Votes in favour: 418,067,900 (99.3732%)

Votes against: 1,576,011 (0.3746%)

Abstentions: 1,059,147 (0.2518%)

Unmarked ballots: 1,766 (0.0004%)

SEVENTH ITEM ON THE AGENDA.

APPOINTMENT OF AUDITORS OF COMPANY AND CONSOLIDATED GROUP.

Votes in favour: 419,394,411 (99.6885%)

Votes against: 488,266 (0.1161%)

Abstentions: 820,381 (0.1950%)

Unmarked ballots: 1,766 (0.0004%)

EIGHTH ITEM ON THE AGENDA.

APPROVAL OF COMPANY PERFORMANCE-BASED REMUNERATION SYSTEMS FOR MEMBERS OF SENIOR MANAGEMENT AND THE BOARD OF DIRECTORS WITH EXECUTIVE DUTIES:

8.1. APPROVAL OF COMPANY STOCK OPTIONS PLAN.

Votes in favour: 395.035.878 (93,8986%)

Votes against: 24.097.580 (5,7279%)

Abstentions: 1.569.600 (0,3731%)

Unmarked ballots: 1.766 (0,0004%)

8.2. APPROVAL OF REMUNERATION SYSTEM CONSISTING OF PAYMENT OF UP TO 12,000 EUROS OF VARIABLE REMUNERATION IN THE FORM OF COMPANY SHARES.

Votes in favour: 419.591.145 (99,7353%)

Votes against: 16.557 (0,0039%)

Abstentions: 1.095.356 (0,2604%)

Unmarked ballots: 1.766 (0,0004%)

NINTH ITEM ON THE AGENDA.

DELEGATION OF POWERS TO FORMALISE, REGISTER AND EXECUTE AGREEMENTS ADOPTED BY THE SHAREHOLDERS' MEETING AND POWERS TO FORMALISE FILING OF FINANCIAL STATEMENT PURSUANT TO ARTICLE 218 OF THE SPANISH CORPORATIONS LAW.

Votes in favour: 420.562.331 (99,9662%)

Votes against: 9.289 (0,0022%)

Abstentions: 131.438 (0,0312%)

Unmarked ballots: 1.766 (0,0004%)

E.9 Indicate whether the bylaws impose any minimum requirement on the number of shares required to attend the General Shareholders' Meetings.

YES

Number of shares needed to attend the General Shareholders' Meetings	100
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E.10 Indicate and explain the policies pursued by the company with reference to proxy voting at the General Meeting.

The rights of shareholders to be represented at the Shareholders Meeting are regulated in article 29 of the Articles of Association and 12 and 13 of the Shareholders' Meeting Regulations. These regulations are considered to adequately guarantee shareholders' rights to be represented at the meeting and to delegate their votes.

E.11 Indicate whether the company is aware of the policy of institutional investors on whether or not to participate in the company's decision-making processes:

NO

E.12 Indicate the address and method for accessing corporate governance content on your company's website.

The Company's website, www.ferrovial.com, has a home page link giving access to the Corporate Governance section.

The Corporate Governance section can also be accessed from the "Information for Shareholders and Investors" section.

The website conforms to the form and content regulated by CNMV Circular 1/2004, dated 17 March.

F - DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Indicate the degree of the company's compliance with Corporate Governance recommendations. Should the company not comply with any of them, explain the recommendations, standards, practices or criteria the company applies.

1. The bylaws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.

See sections: A.9, B.1.22, B.1.23 and E.1, E.2

Complies

2. When a dominant and a subsidiary company are stock market listed, the two should provide detailed disclosure on:

a) The type of activity they engage in, and any business dealings between them, as well as between the subsidiary and other group companies;

b) The mechanisms in place to resolve possible conflicts of interest.

See sections: C.4 and C.7

Not applicable

3. Even when not expressly required under company law, any decisions involving a fundamental corporate change should be submitted to the General Shareholders' Meeting for approval or ratification. In particular:

a) The transformation of listed companies into holding companies through the process of subsidiarisation, i.e. reallocating core activities to subsidiaries that were previously carried out by the originating firm, even though the latter retains full control of the former;

b) Any acquisition or disposal of key operating assets that would effectively alter the company's corporate purpose;

c) Operations that effectively add up to the company's liquidation

Complies partially

It is assumed, and this has been included in its Regulations, that the powers of the Shareholders' Meeting include that of expressing its opinion on the subject matter of this Recommendation, with the exception of its paragraph b), since it is considered that its adoption would mean a significant difficulty in the possible performance of corporate transactions, besides which it is understood that the concept "effective modification of the corporate purpose" carries with it an element of lack of security and definition.

4. Detailed proposals of the resolutions to be adopted at the General Shareholders' Meeting, including the information stated in Recommendation 28, should be made available at the same time as the publication of the Meeting notice.

Complies

5. Separate votes should be taken at the General Shareholders' Meeting on materially separate items, so shareholders can express their preferences in each case. This rule shall apply in particular to:

a) The appointment or ratification of directors, with separate voting on each candidate;

b) Amendments to the bylaws, with votes taken on all articles or groups of articles that are materially different.

See section: E.8

Complies

6. Companies should allow split votes, so financial intermediaries acting as nominees on behalf of different clients can issue their votes according to instructions.

See section: E.4

Complies

7. The Board of Directors should perform its duties with unity of purpose and independent judgement, according all shareholders the same treatment. It should be guided at all times by the company's best interest and, as such, strive to maximise its value over time.

And to oversee the legal compliance of the relationships with the stakeholders, respecting the laws, bylaws and other regulations, fulfilling in good faith all obligations and contracts, respecting standard practices in the sectors and regions where operations are carried out, and complying with all additional principles of social responsibility the company might voluntarily assume.

Complies

8. The board should see the core components of its mission as to approve the company's strategy and authorise the organisational resources to carry it forward, and to ensure that management meets the objectives set while pursuing the company's interests and corporate purpose. As such, the board in full should reserve the right to approve:

a) The company's general policies and strategies, and, in particular:

- i) The strategic or business plan, management targets and annual budgets;
- ii) Investment and financing policy;
- iii) Design of the structure of the corporate group;
- iv) Corporate governance policy;
- v) Corporate social responsibility policy;
- vi) Remuneration and evaluation of senior officers;
- vii) Risk control and management, and the periodic monitoring of internal information and control systems;
- viii) Dividend policy, as well as the policies and limits applying to treasury stock.

See sections: B.1.10, B.1.13, B.1.14 and D.3

b) The following decisions:

- i) On the proposal of the company's chief executive, the appointment and removal of senior officers, and their compensation clauses.

See section: B.1.14

- ii) Directors' remuneration, and, in the case of executive directors, the additional remuneration for their executive functions and other contract conditions.

See section: B.1.14

- iii) The financial information that all listed companies must periodically disclose.
- iv) Investments or operations considered strategic by virtue of their amount or special characteristics, unless their approval corresponds to the General Shareholders' Meeting;
- v) The creation or acquisition of shares in special purpose vehicles or entities resident in countries or territories considered tax havens, and any other transactions or operations of a comparable nature whose complexity might impair the transparency of the group.

c) Transactions which the company conducts with directors, significant shareholders, shareholders with board representation or other persons related thereto ("related-party transactions").

However, board authorisation need not be required for related-party transactions that simultaneously meet the following three conditions:

1. They are governed by standard form agreements applied on an across-the-board basis to a large number of clients;
2. They go through at market rates, generally set by the person supplying the goods or services;
3. Their amount is no more than 1% of the company's annual revenues.

It is advisable that related-party transactions should only be approved on the basis of a favourable report from the Audit Committee or some other committee handling the same function; and that the directors involved should neither exercise nor delegate their votes, and should withdraw from the meeting room while the board deliberates and votes.

Ideally the above powers should not be delegated with the exception of those mentioned in b) and c), which may be delegated to the Executive Committee in urgent cases and later ratified by the full board.

See sections: C.1 and C.6

Complies partially

However, in relation to the provisions of section b.i) the Board of Directors considers that the decision regarding the appointment and possible dismissal of senior managers should be the responsibility of the Company's Chief Executive Officer. Despite this, the Board of Directors Regulations confer powers on the Nomination and Remuneration Committee for drawing up reports prior to the appointment and removal from office of directors who report directly to the Chief Executive Officer.

9. In the interests of maximum effectiveness and participation, the Board of Directors should ideally comprise no fewer than five and no more than fifteen members.

See section: B.1.1

Complies

10. External directors, proprietary and independent, should occupy an ample majority of board places, while the number of executive directors should be the minimum practical bearing in mind the complexity of the corporate group and the ownership interests they control.

See sections: A.2, A.3, B.1.3 and B.1.14

Complies

11. In the event that some external director can be deemed neither proprietary nor independent, the company should disclose this circumstance and the links that person maintains with the company or its senior officers, or its shareholders.

See section: B.1.3

No applicable

12. That among external directors, the relation between proprietary members and independents should match the proportion between the capital represented on the board by proprietary directors and the remainder of the company's capital.

This proportional criterion can be relaxed so the weight of proprietary directors is greater than would strictly correspond to the total percentage of capital they represent:

1. In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings, but which have shareholders with packages of considerable absolute value.

2. In companies with a plurality of shareholders represented on the board but not otherwise related.

See sections: B.1.3, A.2 and A.3

Complies

13. The number of independent directors should represent at least one third of all board members.

See section: B.1.3

Complies

14. The nature of each director should be explained to the General Meeting of Shareholders, which will make or ratify his or her appointment. Such determination should subsequently be confirmed or reviewed in each year's Annual Corporate Governance Report, after verification by the Nomination Committee. The said Report should also disclose the reasons for the appointment of proprietary directors at the urging of shareholders controlling less than 5% of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.

See sections B.1.3 and B.1.4

Complies

15. When women directors are few or non-existent, the board should state the reasons for this situation and the measures taken to correct it; in particular, the Nomination Committee should take steps to ensure that:

a) The process of filling board vacancies has no implicit bias against women candidates;

b) The company makes a conscious effort to include women with the target profile among the candidates for board places.

See sections B.1.2, B.1.27 and B.2.3

Complies partially

The Board of Director presently has one woman among its twelve members. Further, the Nomination and Remuneration Committee has the task of ensuring that, in any selection processes, there is no implicit bias against women candidates owing to personal circumstances.

16. The Chairman, as the person responsible for the proper operation of the Board of Directors, should ensure that directors

are supplied with sufficient information in advance of board meetings, and work to procure a good level of debate and the active involvement of all members, safeguarding their rights to freely express and adopt positions; he or she should organise and coordinate regular evaluations of the board and, where appropriate, the company's chief executive.

See section B.1.42

Complies

17. When a company's Chairman is also its chief executive, an independent director should be empowered to request the calling of board meetings or the inclusion of new business on the agenda; to coordinate and give voice to the concerns of external directors; and to lead the board's evaluation of the Chairman.

See section B.1.21

Complies partially

Recommendation 17 is actually comprised of a set of recommendations, the majority of which are being complied with Ferrovial.

The only point in which the Company does not comply with the Recommendation is that the Coordinating Director does not have the duty leading the Board's evaluation of the Chairmen. The Company believes that this role must be fulfilled by the Board on the basis of a report from the Nomination and Remuneration Committee.

18. The Secretary should take care to ensure that the board's actions:

- a) Adhere to the spirit and letter of laws and their implementing regulations, including those issued by regulatory agencies;
- b) Comply with the company bylaws and the regulations of the General Shareholders' Meeting, the Board of Directors and others;
- c) Are informed by those good governance recommendations of the Unified Code that the company has subscribed to.

In order to safeguard the independence, impartiality and professionalism of the Secretary, his or her appointment and removal should be proposed by the Nomination Committee and approved by a full board meeting; the relevant appointment and removal procedures being spelled out in the board's regulations.

See section: B.1.34

Complies

19. The board should meet with the necessary frequency to properly perform its functions, in accordance with a calendar and agendas set at the beginning of the year, to which each director may propose the addition of other items.

See section: B.1.29

Complies

20. Director absences should be kept to the bare minimum and quantified in the Annual Corporate Governance Report. When directors have no choice but to delegate their vote, they should do so with instructions.

See sections: B.1.28 and B.1.30

Complies

21. When directors or the Secretary express concerns about some proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, the person expressing them can request that they be recorded in the minute book.

Complies

22. The board in full should evaluate the following points on a yearly basis:

- a) The quality and efficiency of the board's operation;

b) On the basis of a report submitted by the Nomination Committee, how well the Chairman and chief executive have carried out their duties;

c) The performance of its committees on the basis of the reports furnished by the same.

See section: B.1.19

Complies partially

The Company complies with the recommendation and evaluates the quality and efficiency of the Board's operation, the performance of the Chairman and the Chief Executive of the Company and the operations of its committees.

However, the Board believes that it is sufficient and more practical for the periodicity of these evaluation to be biennial rather than annual.

23. All directors should be able to exercise their right to receive any additional information they require on matters within the board's competence. Unless the bylaws or board regulations indicate otherwise, such requests should be addressed to the Chairman or Secretary.

See section: B.1.42

Complies

24. All directors should be entitled to call on the company for the advice and guidance they need to carry out their duties. The company should provide suitable channels for the exercise of this right, extending in special circumstances to external assistance at the company's expense.

See section: B.1.41

Complies

25. Companies should organise induction programmes for new directors to acquaint them rapidly with the workings of the company and its corporate governance rules. Directors should also be offered refresher programmes when circumstances so advise

Complies

26. Companies should require their directors to devote sufficient time and effort to perform their duties effectively, and, as such:

a) Directors should apprise the Nomination Committee of any other professional obligations, in case they might detract from the necessary dedication;

b) Companies should lay down rules about the number of directorships their board members can hold.

See sections: B.1.8, B.1.9 and B1.17

Complies partially

The Board of Directors does not consider it necessary to adopt the recommendation that urges the Company to limit the number of Boards to which a Director may belong, since it understands that control over this matter is sufficiently well preserved with the function performed by the Nomination and Remuneration Committee for reviewing the professional commitments of each Board Member.

27. The proposal for the appointment or renewal of directors which the board submits to the General Shareholders' Meeting, as well as provisional appointments by the method of co-option, should be approved by the board:

a) On the proposal of the Nomination Committee, in the case of independent directors.

b) Subject to a report from the Nomination Committee in all other cases.

See section: B.1.2

Complies

28. Companies should post the following director particulars on their websites, and keep them permanently updated:

- a) Professional experience and background;
- b) Directorships held in other companies, listed or otherwise;
- c) An indication of the director's classification as executive, proprietary or independent; in the case of proprietary directors, stating the shareholder they represent or have links with.
- d) The date of their first and subsequent appointments as a company director; and
- e) Shares held in the company and any options on the same.

Complies

29. Independent directors should not stay on as such for a continuous period of more than 12 years.

See section: B.1.2

Complies

30. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. If such shareholders reduce their stakes, thereby losing some of their entitlement to proprietary directors, the latter's number should be reduced accordingly.

See sections: A.2, A.3 and B.1.2

Complies

31. The Board of Directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the bylaws, except where just cause is found by the board, based on a proposal from the Nomination Committee. In particular, just cause will be presumed when a director is in breach of his or her fiduciary duties or comes under one of the disqualifying grounds enumerated in section III.5 (Definitions) of this Code.

The removal of independents may also be proposed when a takeover bid, merger or similar corporate operation produces changes in the company's capital structure, in order to meet the proportionality criterion set out in Recommendation 12.

See sections: B.1.2, B.1.5 and B1.26

Complies

32. Companies should establish rules obliging directors to inform the board of any circumstance that might harm the organisation's name or reputation, tendering their resignation as the case may be, with particular mention of any criminal charges brought against them and the progress of any subsequent trial.

The moment a director is indicted or tried for any of the crimes stated in Article 124 of the Public Limited Companies Act, the board should examine the matter and, in view of the particular circumstances and potential harm to the company's name and reputation, decide whether or not he or she should be called on to resign. The board should also disclose and explain all such determinations in the Annual Corporate Governance Report.

See sections: B.1.43 and B.1.44

Complies

33. All directors should express clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independents and other directors unaffected by the conflict of interest should challenge any decision that could go against the interests of shareholders lacking board representation.

When the board makes material or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next Recommendation.

The terms of this Recommendation should also apply to the Secretary of the board; director or otherwise.

Complies

34. Directors who give up their place before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the board. Irrespective of whether such resignation is filed as a significant event, the motive for the same must be explained in the Annual Corporate Governance Report.

See section: B.1.5

Complies

35. The company's remuneration policy, as approved by its Board of Directors, should specify at least the following points:

a) The amount of the fixed components, itemised, where necessary, of board and board committee attendance fees, with an estimate of the fixed annual remuneration they give rise to.

b) Variable components, in particular:

i) The types of directors they apply to, with an explanation of the relative weight of variable to fixed remuneration items;

ii) Performance evaluation criteria used to calculate entitlement to the award of shares or share options or any variable component;

iii) The main parameters and grounds for any system of annual bonuses or other non cash benefits; and

iv) An estimate of the sum total of variable payments arising from the remuneration policy proposed, as a function of degree of compliance with pre-set targets or benchmarks.

c) The main characteristics of pension systems (for example, supplementary pensions, life insurance and similar arrangements), with an estimate of their amount or annual equivalent cost.

d) The conditions to apply to the contracts of executive directors exercising senior management functions, among them:

i) Duration;

ii) Notice periods; and

iii) Any other clauses covering hiring bonuses, as well as indemnities or "golden parachutes" in the event of early termination of the contractual relation between company and executive director.

See section: 2.1.15

Complies partially

The Board of Directors believes that advancing the forecasted variable remunerations might be an unnecessary constrain with a disturbing effect on the real variable remuneration of the Directors.

36. Remuneration comprising the delivery of shares in the company or other companies in the group, share options or other share-based instruments, payments linked to the company's performance or membership of pension schemes should be confined to executive directors.

The delivery of shares is excluded from this limitation when directors are obliged to retain them until the end of their tenure.

See sections: A.3 and B.1.3

Explain

The company has had a system of mandatory investment in company shares since 2003. At present, it consists of the obligation of devoting just one of the three components of board remuneration that is received in cash upon purchase of Company shares.

This commitment to invest part of the remuneration in Ferrovial shares applies to all the members of the Board of Directors; directors may thus acquire shares prior to leaving their position and provided that three full mandates have elapsed since the mandate in which the purchase occurred.

37. External directors' remuneration should sufficiently compensate them for the dedication, abilities and responsibilities that the post entails, but should not be so high as to compromise their independence.

Complies

38. In the case of remuneration linked to company earnings, deductions should be computed for any qualifications stated in the external auditor's report.

Complies

39. In the case of variable awards, remuneration policies should include technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, atypical or exceptional transactions or circumstances of this kind.

Complies

40. The board should submit a report on the directors' remuneration policy to the advisory vote of the General Shareholders' Meeting, as a separate point on the agenda. This report can be supplied to shareholders separately or in the manner each company sees fit.

The report will focus on the remuneration policy the board has approved for the current year with reference, as the case may be, to the policy planned for future years. It will address all the points referred to in Recommendation 35, except those potentially entailing the disclosure of commercially sensitive information. It will also identify and explain the most significant changes in remuneration policy with respect to the previous year as referred to by the General Shareholders' Meeting. It will also include a global summary of how the policy was applied over the period in question.

The role of the Remuneration Committee in designing the policy should be reported to the Meeting, along with the identity of any external advisors engaged.

See section B.1.16

Complies partially

The Board of Directors Regulations establish that the Board of Directors shall draw up a Report on the remuneration policy it has approved; the policy planned, where appropriate, for future years; the most significant changes that have occurred in respect of previous years and other points of interest that it considers appropriate. This report, which has been drawn up since 2008, as on previous occasions, will be put before the shareholders on the occasion of the Shareholders' Meeting that is to take place in 2009. However, for now, the Company has not decided to submit this report to a consultative vote.

41. The notes to the annual accounts should list individual directors' remuneration in the year, including:

a) A breakdown of the compensation obtained by each company director, to include where appropriate:

- i) Participation and attendance fees and other fixed director payments;
 - ii) Additional compensation for acting as chairman or member of a board committee;
 - iii) Any payments made under profit-sharing or bonus schemes, and the reason for their accrual;
 - iv) Contributions on the director's behalf to defined-contribution pension plans, or any increase in the director's vested rights in the case of contributions to defined-benefit schemes;
 - v) Any severance packages agreed or paid in the event of termination;
 - vi) Any compensation they receive as directors of other companies in the group;
 - vii) The remuneration executive directors receive in respect of their senior management posts;
 - viii) Any kind of compensation other than those listed above, of whatever nature and provenance within the group, especially when it may be accounted a related-party transaction or when its omission would detract from a true and fair view of the total remuneration received by the director.
- b) An individual breakdown of deliveries to directors of shares, share options or other share-based instruments, itemised by:
- i) Number of shares or options awarded in the year, and the terms set for their execution;
 - ii) Number of options exercised in the year, specifying the number of shares involved and the exercise price;
 - iii) Number of options outstanding at the annual close, specifying their price, date and other exercise conditions;
 - iv) Any change in the year in the exercise terms of previously awarded options.
- c) Information on the relation in the year between the remuneration obtained by executive directors and the company's profits, or some other measure of enterprise results.

Complies partially

The Report includes information on the remunerative concepts stated in the Recommendation, and individualizes the amounts corresponding to per diem and statutory duty allowances paid to Directors. However, the remuneration corresponding to the performance of Senior Management functions by Executive Directors is not presented in an individualized form, since it is understood that relevant information for shareholders and the market in general is that relating to the remunerative cost of the management team and not necessarily the individualized remuneration paid to each one of its component members.

42. When the company has an Executive Committee, the breakdown of its members by director category should be similar to that of the board itself. The Secretary of the board should also act as secretary to the Executive Committee.

See sections: B.2.1 and B.2.6

Complies partially

43. The board should be kept fully informed of the business transacted and decisions made by the Executive Committee. To this end, all board members should receive a copy of the Committee's minutes.

Complies

44. In addition to the Audit Committee mandatory under the Securities Market Law, the Board of Directors should form a committee, or two separate committees, of Nomination and Remuneration.

The rules governing the make-up and operation of the Audit Committee and the committee or committees of Nomination and Remuneration should be set forth in the board regulations, and include the following:

- a) The Board of Directors should appoint the members of such committees with regard to the knowledge, aptitudes and experience of its directors and the terms of reference of each committee; discuss their proposals and reports; and be responsible for overseeing and evaluating their work, which should be reported to the first board plenary following each meeting;
- b) These committees should be formed exclusively of external directors and have a minimum of three members. Executive directors or senior officers may also attend meetings, for information purposes, at the Committees' invitation.
- c) Committees should be chaired by an independent director.
- d) They may engage external advisors, when they feel this is necessary for the discharge of their duties.
- e) Meeting proceedings should be minuted and a copy of the minutes sent to all board members.

See sections: B.2.1 and B.2.3

Complies

45. The job of supervising compliance with internal codes of conduct and corporate governance rules should be entrusted to the Audit Committee, the Nomination Committee or, as the case may be, separate Compliance or Corporate Governance committees.

Complies

46. All members of the Audit Committee, particularly its chairman, should be appointed with regard to their knowledge and background in accounting, auditing and risk management matters.

Complies

47. Listed companies should have an internal audit function, under the supervision of the Audit Committee, to ensure the proper operation of internal reporting and control systems.

Complies

48. The head of internal audit should present an annual work programme to the Audit Committee; report to it directly on any incidents arising during its implementation; and submit an activities report at the end of each year.

Complies

49. Control and risk management policy should specify at least:

- a) The different types of risk (operational, technological, financial, legal, reputational, ...) the company is exposed to, with the inclusion under financial or economic risks of contingent liabilities and other off-balance sheet risks;
- b) The determination of the risk level the company sees as acceptable;
- c) Measures in place to mitigate the impact of risk events should they occur;
- d) The internal reporting and control systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.

See sections: D

Complies

50. The Audit Committee's role should be:

1. With respect to internal control and reporting systems:

- (a) Monitor the preparation and the integrity of the financial information prepared on the company and, where appropriate, the group, checking for compliance with legal provisions, the proper delimitation of the consolidation perimeter and the correct application of accounting principles.

- b) Review internal control and risk management systems on a regular basis, so that the principal risks are identified, managed and properly disclosed.
- c) To safeguard the independence and efficacy of the internal audit function; propose the selection, appointment, reappointment and removal of the head of internal audit; propose the department's budget; receive regular report-backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.
- d) Establish and supervise a mechanism whereby staff can report, confidentially and, if necessary, anonymously, any irregularities they detect in the course of their duties, in particular financial or accounting irregularities, with potentially serious implications for the firm.

2. With respect to the external auditor:

- a) Make recommendations to the board for the selection, appointment, reappointment and removal of the external auditor, and the terms and conditions of his engagement.
- b) To receive regular information from the external auditor on the progress and findings of the audit programme and check that senior management are acting on its recommendations.
- c) Monitor the independence of the external auditor, to which end:
 - i) The company should notify any change of auditor to the CNMV as a significant event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
 - ii) The Committee should ensure that the company and the auditor adhere to current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, other requirements designed to safeguard auditors' independence;
 - iii) The Committee should investigate the issues giving rise to the resignation of any external auditor.
- d) In the case of groups, the Committee urges the group auditor to take on the auditing of all component companies.

See sections: B.1.35, B.2.2, B.2.3 and D.3

Complies partially

In relation to accepting the recommendation concerning the possible existence of disagreements with the outgoing auditor and, if any, explaining them, the Board of Directors considers that this statement represents a strain factor in possible episodes involving a change of auditor and a restricting element in the decision-making capacity of the company in respect of changing its external auditor.

51. The Audit Committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.

Complies

52. The Audit Committee should prepare information on the following points from Recommendation 8 for input to board decision-making:

- a) The financial information that all listed companies must periodically disclose. The Committee should ensure that interim statements are drawn up under the same accounting principles as the annual statements and, to this end, may ask the external auditor to conduct a limited review.
- b) The creation or acquisition of shares in special purpose vehicles or entities resident in countries or territories considered tax havens, and any other transactions or operations of a comparable nature whose complexity might impair

the transparency of the group. c) Related-party transactions, except when a different supervisory and control committee is responsible for informing in advance.

See sections: B.2.2 and B.2.3

Complies

53. The Board of Directors should seek to present the annual accounts to the General Shareholders' Meeting without reservations or qualifications in the audit report. Should such reservations or qualifications exist, both the Chairman of the Audit Committee and the auditors should give a clear account to shareholders of their scope and content.

See section: B.1.38

Complies

54. The majority of Nomination Committee members – or Nomination and Remuneration Committee members as the case may be – should be independent directors.

See section: B.2.1

Complies

55. The Nomination Committee should have the following functions in addition to those stated in earlier recommendations:

- a) Evaluate the balance of skills, knowledge and experience on the board, define the roles and capabilities required of the candidates to fill each vacancy, and decide the time and dedication necessary for them to properly perform their duties.
- b) Examine or organise, in appropriate form, the succession of the chairman and chief executive, making recommendations to the board so the handover proceeds in a planned and orderly manner.
- c) Report on the senior officer appointments and removals which the chief executive proposes to the board.
- d) Report to the board on the gender diversity issues discussed in Recommendation 14 of this Code.

See section: B.2.3

Complies

56. The Nomination Committee should consult with the company's Chairman and chief executive, especially on matters relating to executive directors.

Any board member may suggest directorship candidates to the Nomination Committee for its consideration.

Complies

57. The Remuneration Committee should have the following functions in addition to those stated in earlier recommendations:

- a) Make proposals to the Board of Directors regarding:
 - i) The remuneration policy for directors and senior officers;
 - ii) The individual remuneration and other contractual conditions of executive directors.
 - iii) The standard conditions for senior officer employment contracts.
- b) Oversee compliance with the remuneration policy set by the company.

See sections: B.1.14 and B.2.3

Complies partially

It should be indicated that the function of making proposals to the Board on the individual remuneration of Board members and other conditions in their contracts should remain with the Chairman or the Chief Executive or that, consequently, the role of the Nomination and Remuneration Committee should be to report.

58. The Remuneration Committee should consult with the Chairman and chief executive, especially on matters relating to executive directors and senior officers.

Complies

G OTHER INFORMATION OF INTEREST

If you consider that there is any material aspect or principle relating to the Corporate Governance practices followed by your company that has not been addressed in this report, indicate and explain below.

CODE OF GOOD TAX PRACTICES

In its meeting of 25 November 2010, the Board of Directors resolved that Ferrovial would adhere to the Code of Good Tax Practices. The adhesion was reported to the Spanish Tax Agency on 7 February 2011.

In accordance with the provisions of the Code of Good Tax Practices, it is expressly stated that Ferrovial has effectively complied with the content of the same, particularly:

1. No opaque structures shall be used for the purposes of preventing knowledge by the Spanish Tax Agency of entities that ultimately engage in business activities or who own rights or goods involved.
2. It collaborates with the Tax Agency in the detection and search for fraudulent tax practices that may occur in markets where the group operates and provide any information requested.
3. In its meeting of 22 February 2011, the Board of Directors of Ferrovial was briefed on the tax policies applied by the group in the 2010 fiscal year.
4. In transactions and matters that have been submitted to the approval of the Board of Directors during the 2010 fiscal year, the Board has been briefed on the tax consequences of the same when they have become a material factor.

SECTION A.2

Subsequent to the end of the fiscal year (18 January 2011) NORGES BANK notified the CNMV and the Company of a decrease of its share in the company to 2.965%.

SECTION A.3

The Directors Rafael and Maria del Pino and Calvo Sotelo, as well as Leopoldo and Joaquín del Pino y Calvo-Sotelo (representing the Directors PORTMAN BAELA, S.L. and KARLOVY, S.L., respectively) are part of the "family group" that indirectly controls the company capital, as indicated in section A.4.

The aggregate share of the Board, without counting the share held by Portman Baela, S.L., totalled 1.647% in 12,083,581 shares as of 31 December 2010.

Subsequent to the end of the fiscal year (21 January 2011), PORTMAN BAELA S.L. informed CNMV and the Company that its share in FERROVIAL was reduced to 44.268%.

SECTION A.3

In the following note on Directors' remuneration, information is provided on remuneration systems that have given rise to these allocations to Executive Directors.

SECTION A.7

Although the share held by PORTMAN BAELA S.L. (44.607% as of 31-12-2010) does not allow for presuming the existence of control pursuant to article 42 of the Commerce Code, to which article 4 of the LMV refers, the present situation is a de-factor continuation of the prior situation in the Grupo Ferrovial S.A. before the merger in 2009 with Cintra Concesiones de Infraestructuras de Transporte, S.A.

Further, as per the form "Notification of voting rights" presented on 10 December 2009:

- The family group composed of Maria del Pino and Calvo-Sotelo, Rafael de Pino and Calvo Sotelo, Joaquin del Pino and Calvo Sotelo, Leopoldo del Pino and Calvo-Sotelo and Fernando del Pino and Calvo-Sotel exercises control as per article 4 of the Securities Market Law through the Sociedad Karlovy, S.L. over the majority of capital of the company Portman Baela, S.L.

The Sociedad Portman Baela, S.L., in turn, holds 44.607% of the share capital of Ferrovial S.A.; consequently, the family group comprised of the aforesaid persons controls 44.607% of the share capital of Ferrovial S.A. through this company.

SECTION B.1.2.

The chart indicates the date of the first appointment of the Directors of FERROVIAL, S.A. the entity resulting from the merger between Grupo Ferrovial S.A. and Cintra Concesiones de Infraestructuras de Transporte S.A. in 2009. However, the dates of the first appointment in the Board of the Directors of the former Grupo Ferrovial S.A. with which Ferrovial maintains continuity are as follows:

Rafael del Pino Calvo-Sotelo
9-1-1992

Santiago Bergereche Busquet
23-2-1999

Joaquín Ayuso Garcia
22-3-2002

Iñigo Meirás Amusco
20-10-2009

Jaime Carvajal Urquijo
23-2-1999

PORTMAN BAELA S.L.
26-6-2000

Juan Arena de la Mora
26-6-2000

Gabriele Burgio
31-5-2002

Maria del Pino y Calvo-Sotelo
29-9-2006

Santiago Fernandez Valbuena
29-5-2008

The Directors Jose Fernando Sanchez-Junco and KARLOVY S.L. are not on the Board of Directors of Grupo Ferrovial, S.A.

SECTION B.1.11.

The amount specified as "insurance premiums" are for insurance policies to cover risks of death of which the benefits are solely of the Executive Directors.

The following shows, as in the Annual Report of the Company and its Remuneration Report, the individualized remuneration of a statutory nature earned by members of the Board of Directors in 2010, calculated as described in section B.1.14.

(in euros)

Rafael del Pino Calvo-Sotelo
- Fixed remuneration 35,000 Euros
- Per diems: 106,000 Euros
- Remnant: 87,646.24 Euros
- Total: 228,646,24 Euros

Santiago Bergareche Busquet
- Fixed remuneration: 35,000 Euros
- Per diems: 57,000 Euros
- Remnant: 76,690.46 Euros
- Total: 168,690.46 Euros

Joaquín Ayuso Garcia
- Fixed remuneration: 35,000 Euros
- Per diems: 53,000 Euros
- Remnant: 54,778.90 Euros
- Total: 142,778.90 Euros

Inigo Meiras Amusco
- Fixed remuneration: 35,000 Euros
- Per diems: 53,000 Euros
- Remnant: 43,823.12 Euros
- Total: 131,823.12 Euros

Jaime Carvajal Urquijo
- Fixed remuneration: 35,000 Euros
- Per diems: 65,000 Euros
- Remnant: 43,823.12 Euros
- Total: 143,823.12 Euros

PORTMAN BAELA S.L.
- Fixed remuneration: 35,000 Euros
- Per diems: 35,000 Euros
- Remnant: 43,823.12 Euros
- Total: 113,823.12 Euros

Juan Arena de la Mora
- Fixed remuneration 35,000 Euros
- Per diems: 44,000 Euros
- Remnant: 43,823.12 Euros
- Total: 122,823.12 Euros

Santiago Eguidazu Mayor (until 30 September 2010):
Fixed remuneration 26,250 Euros
- Per diems: 31,000 Euros
- Remnant: 32.777,29 Euros
- Total: 90.027,29 Euros

Gabriele Burgio
- Fixed remuneration: 35,000 Euros
- Per diems: 39,500 Euros
- Remnant: 43,823.12 Euros
- Total: 118,323.12 Euros

Maria del Pino Calvo-Sotelo
- Fixed remuneration 35,000 Euros
- Per diems: 51,000 Euros
- Remnant: 43,823.12 Euros
- Total: 129,823.12 Euros

Santiago Fernandez Valbuena
- Fixed remuneration: 35,000 Euros
- Per diems: 51,000 Euros
- Remnant: 43,823.12 Euros
- Total: 129,823.12 Euros

Jose Fernando Sanchez-Junco Mans
- Fixed remuneration: 35,000 Euros
- Per diems: 37,000 Euros
- Remnant: 43,823.12 Euros
- Total: 115,823.12 Euros

KARLOVY S.L. (since 25/03/2010):
- Fixed remuneration 26,921.23 Euros
- Per diems: 24,000 Euros
- Remnant: 33,857.86 Euros
- Total: 84,779.09 Euros

TOTAL FIXED REMUNERATION: 438,171.23 Euros
TOTAL PER DIEMS: 646,500 Euros
TOTAL REMNANT: 636,335.69 Euros
TOTAL STATUTORY REMUNERATION OF THE BOARD OF DIRECTORS: 1,721,006.92 Euros

B.1.12.

With regard to the identification of executive management staff in this section, the information on the positions of Director of Quality and Environment and Market Studies and analysis reflect only a part of the 2010 fiscal year, as noted.

As it has done in previous years, Grupo Ferrovial itemizes the remuneration paid to executive staff in fiscal year 2010, broken down by type:

Fixed remuneration EUR 3,917.8 thousand.

Variable remuneration EUR 4,087.6 thousand

Share options and/or other financial instruments Exercise of remuneration rights referenced to stock values: Stock option plans: none.

-From membership in boards of directors of other companies in the group, multi-group or associated companies: EUR 1 thousand.

Loans No loans granted. As of 31 December, the balance outstanding at the start of the year in loans to members of senior management prior to incorporation to senior management were fully amortized.

-Life insurance premiums: EUR 20.9 thousand.

-No contributions were made to pension plans or funds during the year and no obligations of this kind were assumed in 2010.

The people taken into account for the calculation of these amounts are identified in SECTION B.1.12 with the scores made at the start of this note. It does not include the remuneration paid to executive staff members who are at once members of the Board of Directors, who are listed in Section B.1.11.A).

INFORMATION ON SHARE-LINKED REMUNERATION PLANS

Stock option plans

Under the merger between Grupo Ferrovial and Cintra Concesiones de Infraestructuras de Transport, S.A. in 2009 and in accordance with the terms of the Merger Plan, the company resulting from the merger, Ferrovial S.A. has succeeded the former Grupo Ferrovial as the entity subject to the obligations of said plans. Rights under the stock option plan were automatically converted into options on the stock of Ferrovial S.A. in the terms resulting from the swap equation set forth in said Plan.

In 2004, the General Shareholders' Meeting authorised a remuneration system consisting of a stock option plan for members of the Board of Directors who exercise executive functions and those who exercise senior management functions reporting directly to the Board or to the Board committees.

In 2006 and 2008, the General Shareholders' Meeting approved two new stock option plans with the same beneficiaries.

Detailed information is provided on all these plans in the Note to the Annual Report on the share-linked remuneration plans.

Modification of Stock option plans

In 2008, the Board of Directors agreed to modify the stock option plans approved through 2007 by extending the execution period from three to five years, as established in the subsequent plans (2007 and 2008). With regard to the stock option plans whose beneficiaries are executive directors or directors pertaining to the company's Management Committee or who report directly to the Board of Directors or its delegated bodies, the validity of the modification was submitted for the approval of the Company's Shareholder' Meeting.

Target-linked stock delivery plan

On 17 December 2009, the Board of Directors approved a remuneration plan consisting of the delivery of shares in Ferrovial S.A. The total number of shares that may be delivered annually under this Plan may not exceed 2,420,000 representing 0.33% of the share capital of Ferrovial S.A.

It consists of the assignment to earnings of a number of units that will serve as the basis for determining the final number of shares they may receive as a result of participating in the Plan.

The Plan shall be in effect for three years and annually assignments of units shall be made in 2010, 2011 and 2012. Shares shall be delivered in the year of the third anniversary of the assignment of the pertinent units.

Delivery shall depend on continued employment in the company for a period of three years (except for special circumstances) and the attainment in that period of the maturity in fees calculated according to the flow of activity and the ratio of EBITDA and net productive assets.

The Plan is for both executives and members of the Board of Directors of Ferrovial, S.A. who perform executive functions and those who perform executive management functions reporting directly to the Board and its delegated bodies. The application of this program to senior management was approved by the Shareholders' Meeting of 29 June 2010.

The Spanish Securities and Investments Board was informed of the individual allocations made under this plan to senior management and executive board members on 12 July 2010.

Below are the number of units allocated to Board members that, as at 31 December 2010, were considered executives, as per the Plan described in the foregoing paragraphs:

2010 allocation:

Rafael del Pino Calvo-Sotelo:
Units: 150,000
- Number of voting rights: 150,000
- % of voting rights: 0,020%

Joaquín Ayuso Garcia:
Units: 50,000
- Number of voting rights: 50,000
- % of voting rights: 0,007%

Inigo Meiras Amusco:
- 150,000 units
- Number of voting rights: 150,000
- % of voting rights: 0,020%

Other information on remuneration.

The contracts between the Company and members of its Senior Management, including two Executive Directors, envisage expressly their entitlement to receive the severance payments established in Article 56 of the Workers' Statute in the event of wrongful dismissal.

Similarly, eleven members of Senior Management including two Executive Directors, with a view to fostering loyalty on their part and permanent allegiance to the company, are recognized as being entitled to deferred extraordinary remuneration. This extraordinary remuneration would be payable only in the event of any of the following circumstances:

- Termination of the relationship by mutual agreement when the Senior Manager reaches a certain age.
- Unfair dismissal or abandonment of the company at the company's initiative, without there being grounds for dismissal, prior to the date on which the senior manager reaches the agreed age, in the event that the sum in question is higher than that resulting from the application of Workers' Statute stipulations;
- Death or invalidity of the Senior Manager.

In order to cover this incentive, the company makes annual contributions under a collective saving insurance plan, which names the Company as both policyholder and beneficiary. The contributions are calculated as a certain percentage of the total cash remuneration corresponding to each Senior Manager. The contributions for this item in fiscal year 2010 totalled 2,528.2 thousand euro.

SECTION B.1.13.

-It should be noted that companies in the Ferrovial group occasionally hire non-senior managers, mainly foreigners, for which clauses have been included providing severance pay in the event of wrongful dismissal. In 2009, an executive whose contract temporarily included agreements of this type became a senior manager.

The contracts of two members of senior management contain further rights in their favour, including obligations of early notice by the Company in the event of wrongful dismissal.

SECTION B.1.16.

In forming the remunerative structure of the management team, the Executive Directors among them, the Company has sought external advice and consultancy whenever this has been necessary for analysing formulas or schemes that make the remuneration of Ferrovial's senior management appropriate, the aim being always to attract and retain talent.

On the other hand, the Company uses reports drawn up by external consultants for making comparisons with outside firms with a similar size and structure, and for guaranteeing that the remuneration offered by Ferrovial is competitive.

SECTION B.1.25.

The age limit of 65 years for the Chairman applies when the Chairment is an executive.

SECTION B.1.40.

-Members of the family group and/or entities related to them (see information in the section on the ownership structure of the company) participate in the entity POLAN S.A. (real estate activity).

SECTION C- NOTES ON RELATED-PARTY OPERATIONS

In accordance with the Regulations of the Board of Directors of the Grupo Ferrovial, all transactions carried out with controlling shareholders, directors or members of senior management as well as their related parties shall require Board authorization, based on a report by the Audit and Control Committee.

Further, all operations have been carried out in accordance with market conditions as common turnover or trade of the company and its group.

The Company provides information about relatedparty transactions, in accordance with the definitions and criteria stated in the Ministry of Economy and Finance Order EHA/3050/2004, dated 15 September, and the CNMV Circular 1/2005, dated 1 April.

SECTION C.1: OPERATIONS WITH SIGNIFICANT SHAREHOLDERS

A breakdown of the most relevant transactions effected in 2010 with significant shareholders, with members of the "controlling family group" (except for the individuals who are also company Board directors, who are included in the following section) and entities related through shareholdings to persons from the "controlling family group", as indicated in the section on company ownership structure is given below:

(in thousands of Euros)

Ferrovial Agroman S.A. / subsidiaries

-Construction work: 1.998 thousand euro

Ferrovial Servicios S.A. / Subsidiaries

-Integral office management services in Madrid: 423 thousand euro -Integral office management services in Madrid: 152 thousand euros

Ferrovial Conservación S.A.

Lease of offices in Madrid owned by shareholders to Ferrovial: 186 thousand euros

SECTION C.2: OPERATIONS WITH DIRECTORS AND SENIOR MANAGEMENT.

The transactions carried out in 2010 with Directors, representatives of Directors and Senior Management of the company are listed below. Also, the transactions with Banesto, NH Hoteles, Ericsson, Asea Brown Boveri, Cepsa, Aviva, Telefónica, Sol Meliá, Maxam and Bimaran are disclosed in accordance with section 2 of Order EHA/3050/2004, since certain Directors are, or have been at some time during 2010, members of the Board of Directors of the companies stated.

(in thousands of Euros)

Rafael del Pino Calvo-Sotelo
Ferrovial Servicios S.A. / Subsidiaries
- Maintenance: 28 thousand euros

Banesto

Ferrovial Group companies:

Payment of commissions on derivative transactions: 5,593 thousand euro
- Interest paid: 1,600 thousand euro – interest paid: 12,701 thousand euro – outstanding balance of guarantee lines: 256,800 thousand euro
- Balance outstanding in reverse factoring and documentary credit lines: 45,200 thousand euro – outstanding balance of guarantee lines: 341,900 thousand euro
Ferrovial Servicios S.A. / Subsidiaries
- Provision of cleaning and maintenance services: 23 thousand euros

Ericsson

Ferrovial Servicios S.A. / Subsidiaries
- Provision of integral management services: 126 thousand euros

Aviva

Ferrovial Group companies
- Contrating of insurance policies: 2,528 thousand euros

NH Hoteles and group companies

Ferrovial Group companies

- Hotel and catering services provided by NH Hoteles and group companies: 2 thousand euros

Maxam Europe

Ferrovial Agroman / Subsidiaries

- Reception of supplies of explosives and detonators: 96 thousand euros

Cepsa

Ferrovial Agroman / Subsidiaries

- Construction work: 1,443 thousand euros

Ferrovial Servicios S.A. /Ferrovial Agromán / Subsidiaries

- Reception of fuel supplies: 9,102 thousand euros

Ferrovial Servicios S.A.

- Provision of maintenance services: 29 thousand euros

Asea Brown Boveri

Ferrovial Agroman S.A. / Subsidiaries

- Equipment repair and maintenance services received: 127 thousand euros

Ferrovial Servicios S.A./Subsidiaries

- Provision of waste collection services: 33 thousand euros

Telefónica

Ferrovial Group companies

- Reception of telecommunications services: 8,060 thousand euros

Sol Meliá

Ferrovial Group companies

- Reception of hotel and catering services: 50 thousand euros

Bimaran

Ferrovial Agroman / Subsidiaries

- Construction work: 10,537 thousand euros

Everis

Ferrovial Servicios S.A. / Subsidiaries

Reception of advertising services: 329 thousand euros

Empark

Ferrovial Agroman S.A. / Ferrovial Servicios S.A. / Subsidiaries

- Reception of parking rental services: 315 thousand euro Ferrovial Agroman S.A. /Subsidiaries

- Collection of withholdings: 413 thousand euro

Ferrovial Servicios S.A./Subsidiaries

- Provision of maintenance services: 89 thousand euro

- Provision of waste collection services: 11 thousand euros

OTHER INFORMATION ON OPERATIONS WITH SHAREHOLDERS, DIRECTORS AND SENIOR MANAGEMENT:

In addition to the foregoing, in 2010 there were five transactions with members of the controlling family group or entities related to them, Directors and senior management, either directly or through related parties, which totalled 21 thousand euro for the collection and/or execution of minor construction work in residential or business locations; the provision of assembly, repair and maintenance services, waste collection, integral management and the reception of diverse services; all of which were for an insignificant duration and amount and carried out under market conditions.

For information on remuneration and loans to Directors and Senior Management, see the section on Remuneration of

the Board of Directors and Senior Management.

SECTION C.3: TRANSACTIONS WITH GROUP COMPANIES.

Mentioned below are transactions carried out between Ferrovial companies which, since they form part of normal operations as regards their purpose and conditions, have not been eliminated for the following reason when drawing up the consolidated financial statements of the Company.

As explained in detail in the Company Report, balances and transactions relating to construction work performed by the construction division for the infrastructure concession companies are not eliminated in the above-mentioned process of drawing up the consolidated financial statements since, at a consolidated level, these types of contract are rated as being construction contracts in which the works are understood as being carried out, insofar as these works are being executed, for third parties, since the final owner of the work performed, from both an economic and legal standpoint, is the granting administration.

In 2010, Ferrovial's construction division invoiced the aforesaid companies for the work performed and for advances related to that work, a total of 711,800,000 euros, recognizing 581,600 euros as sales for that work.

The earnings not eliminated in the process of consolidation deriving from these transactions assignable to the percentage Ferrovial holds in the concessionary companies receiving the works and net of taxes and minority interests was 25,064 thousand euros in 2010.

F - DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Recommendation 2.

At present, no company other in the Ferrovial group is listed on the stock exchange apart from Ferrovial itself. However, when this circumstance did arise (the listing of Cintra Concesiones de Infraestructuras de Transporte S.A. and Grupo Ferrovial S.A.) the company has fully complied with this recommendation and, hence:

- The Board of Directors of the Company has been assigned the responsibility under its Regulations to oversee that, if the Company and a subsidiary are listed simultaneously a public and precise definition is given of the respective areas of activities and the business dealings that may exist between them and the other companies in the group, and the mechanisms established to resolve any conflicts of interest.

- Upon the listing in 2004 of Cintra, Grupo Ferrovial S.A. and Ferrovial Agroman .A (a subsidiary that operates in the construction business), on the one hand, and Cintra on the other, they signed and made public a Framework Agreement to regulate the dealings between Grupo Ferrovial and its subsidiaries on the one hand, and Cintra and its subsidiaries on the other.

- Finally, the Framework Agreement envisaged that Cintra's Related Operations Committee would exercise certain functions of supervision and reporting, with special attention to matters related to the corporate governance of Cintra and prevention of situations of conflicts of interest. In particular, this Related Operations Committee would be responsible for overseeing compliance of the Framework Agreement.

Recommendation 38.

The Company complies in its internal regulations, to the extent provided for in these Recommendations, although the situation in which its application would be appropriate has not arisen to date.

Recommendation 55.

The Company complies, although the powers of the Nomination and Remuneration Committee on the subject of the Chairman's and CEO's succession refer to the process that permits the orderly succession of the Chairman and CEO.

You may include in this section any other relevant and non-redundant information, clarification or observation related to the above sections of this report.

Specifically indicate whether the company is subject to corporate governance legislation from a country other than Spain and, if so, include the compulsory information to be provided when different to that required by this report.

Binding definition of independent director:

List any Independent Directors who maintain, or have maintained in the past, a relationship with the company, its significant shareholders or managers, when the significance or importance thereof would dictate that the directors in question may not be considered independent pursuant to the definition set forth in section 5 of the Unified Good Governance Code:

NO

Date and signature:

This annual corporate governance report was approved by the company's Board of Directors at its meeting held on:

22/02/2011

List any directors who voted against or abstained from voting on the approval of this report.

NO