



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

Pursuant to article 227 of the Consolidated Text of the Spanish Securities Market Act (*Texto Refundido de la Ley del Mercado de Valores*), FERROVIAL EMISIONES, S.A. (the "**Company**" or "**Ferrovial Emisiones**"), reports on the following:

OTHER RELEVANT INFORMATION

Pursuant to article 9.4 of Order ECC/461/2013, of March 20, which determines the content and structure of the annual corporate governance report, of the annual report on remuneration and other reporting instruments of listed public companies, of savings banks and other entities which issue securities accepted for trading on official securities markets, Ferrovial Emisiones, a company domiciled in Spain, has not undertaken the preparation of its own Annual Corporate Governance Report, since Ferrovial, S.A. holds, directly and indirectly, all the voting rights in the Company and has prepared, pursuant to the regulations in force, the Annual Corporate Governance Report for the financial year 2019, which was notified to the CNMV (Spanish Securities Market Commission) on 27 February 2020 as Other Relevant Information (official registry number 485).

In compliance with the aforementioned provision, a copy of the Annual Corporate Governance Report for the financial year 2019 prepared by Ferrovial, S.A. is attached.

Madrid, 18 March 2020

Mr. Ernesto López Mozo

Joint Director of FERROVIAL EMISIONES, S.A.

DETAILS OF THE ISSUER

End date of financial year referred to:

[31/12/2019]

Corporate Tax Id (CIF):

[A81939209]

Corporate name:

[FERROVIAL, S.A.]

Registered address

[Príncipe de Vergara 135, Madrid]

A. OWNERSHIP STRUCTURE

A.1. Complete the following table on the Company's share capital:

| Date of last modification | Share capital (€) | Number of shares | Number of voting rights |
|---------------------------|-------------------|------------------|-------------------------|
| 18/12/2019 | 147,043,088.60 | 735,215,443 | 735,215,443 |

Indicate whether different types of shares exist with different associated rights:

[] Yes
[v] No

A.2. List the direct and indirect holders of significant shareholdings at year-end, excluding directors:

| Name or corporate name of shareholder | % voting rights attributed to the shares | | % voting rights through financial instruments | | % total voting rights |
|---------------------------------------|--|----------|---|----------|-----------------------|
| | Direct | Indirect | Direct | Indirect | |
| BLACKROCK INC. | 0.00 | 2.80 | 0.00 | 0.20 | 3.00 |
| FIL LIMITED | 0.00 | 2.00 | 0.00 | 0.00 | 2.00 |
| MR. LEOPOLDO DEL PINO Y CALVO-SOTELO | 0.00 | 4.15 | 0.00 | 0.00 | 4.15 |
| LAZARD ASSET MANAGEMENT LLC | 0.00 | 3.08 | 0.00 | 0.00 | 3.08 |
| MR. CHRISTOPHER ANTHONY HOHN | 0.00 | 0.65 | 0.00 | 3.01 | 3.66 |

Breakdown of the indirect shareholding:

| Name or corporate name of indirect holder | Name or corporate name of direct holder | % voting rights attributed to the shares | % voting rights through financial instruments | % total voting rights |
|---|--|--|---|-----------------------|
| BLACKROCK INC. | CONTROLLED COMPANIES AND COLLECTIVE INVESTMENT INSTITUTIONS UNDER MANAGEMENT | 2.80 | 0.20 | 3.00 |
| FIL LIMITED | FIL LIMITED | 2.00 | 0.00 | 2.00 |
| MR. LEOPOLDO DEL PINO Y CALVO-SOTELO | SIEMPRELARA S.L. SOCIEDAD UNIPERSONAL | 4.15 | 0.00 | 4.15 |
| MR. CHRISTOPHER ANTHONY HOHN | THE CHILDRENS INVESTMENT MASTER FUND & TALOS CAPITAL DESIGNATED ACTIVITY COMPANY | 0.65 | 3.01 | 3.66 |

Indicate the most significant movements in the shareholder structure during the year.

Most significant movements

Mr. Rafael del Pino Calvo Sotelo has carried out the following movements:

18/12/2019: exceeded 20% of the share capital
10/06/2019: fell below 20% of share capital

Blackrock Inc. has carried out the following movements:

16/07/2019: fell below 3% of share capital
12/07/2019: exceeded 3% of the share capital
10/07/2019: fell below 3% of share capital
20/06/2019: exceeded 3% of the share capital
13/06/2019: fell below 3% of share capital
12/06/2019: exceeded 3% of the share capital
10/06/2019: fell below 3% of share capital
06/06/2019: exceeded 3% of the share capital
03/06/2019: fell below 3% of share capital
28/05/2019: exceeded 3% of the share capital
23/05/2019: fell below 3% of share capital
22/05/2019: exceeded 3% of the share capital
20/05/2019: fell below 3% of share capital
17/05/2019: exceeded 3% of the share capital
09/05/2019: fell below 3% of share capital
24/04/2019: Has reached 3% of the share capital
15/03/2019: fell below 3% of share capital
14/01/2019: exceeded 3% of the share capital

Mr. Leopoldo del Pino Calvo Sotelo has carried out the following movement:

03/09/2019: fell below 5% of share capital

Fidelity International Limited, a company in a tax haven, has carried out the following movement:

02/01/2019: fell below 2% of share capital (1.998%)

Lazard Asset Management has carried out the following movements:

26/09/2019: exceeded 3% of the share capital

23/09/2019: fell below 3% of share capital

19/09/2019: exceeded 3% of the share capital

Anthony Christopher Hohn has carried out the following movement:

11/06/2019: exceeded 3% of the share capital

A.3. Complete the following tables on Company directors holding voting rights through Company shares.

| Name or corporate name of the director | % voting rights attributed to the shares | | % voting rights through financial instruments | | % total voting rights | % total voting rights that can be transferred through financial Instruments: | |
|--|--|----------|---|----------|-----------------------|--|----------|
| | Direct | Indirect | Direct | Indirect | | Direct | Indirect |
| MR. ÓSCAR FANJUL MARTÍN | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| MR. SANTIAGO FERNÁNDEZ VALBUENA | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| MR. JOSÉ FERNANDO SÁNCHEZ-JUNCO MANS | 0.02 | 0.00 | 0.00 | 0.00 | 0.02 | 0.00 | 0.00 |
| MS. MARIA DEL PINO Y CALVO-SOTELO | 0.00 | 8.12 | 0.00 | 0.00 | 8.12 | 0.00 | 0.00 |
| MR. JOAQUÍN DEL PINO Y CALVO-SOTELO | 0.01 | 2.54 | 0.00 | 0.00 | 2.54 | 0.00 | 0.00 |
| MR. RAFAEL DEL PINO Y CALVO-SOTELO | 0.00 | 20.20 | 0.03 | 0.00 | 20.23 | 0.00 | 0.00 |
| MR. BRUNO DI LEO | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| MR. PHILIP BOWMAN | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| MS. HANNE BIRGITTE BREINBJERG SØRENSEN | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| MR. IGNACIO MADRIDEJOS FERNÁNDEZ | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

| Name or corporate name of the director | % voting rights attributed to the shares | | % voting rights through financial instruments | | % total voting rights | % total voting rights that <u>can be transferred</u> through financial instruments: | |
|--|--|----------|---|----------|-----------------------|---|----------|
| | Direct | Indirect | Direct | Indirect | | Direct | Indirect |
| MR. JUAN MANUEL HOYOS MARTÍNEZ DE IRUJO | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| MR. GONZALO URQUIJO FERNÁNDEZ DE ARAOZ | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| % total voting rights held by the Board of Directors | | | | | | 30.92 | |

Breakdown of the indirect shareholding:

| Name or corporate name of the director | Name or corporate name of direct holder | % voting rights attributed to the shares | % voting rights through financial instruments | % total voting rights | % voting rights that <u>can be transferred</u> through financial Instruments: |
|--|---|--|---|-----------------------|---|
| MS. MARIA DEL PINO Y CALVO-SOTELO | MENOSMARES S.L. | 8.12 | 0.00 | 8.12 | 0.00 |
| MR. JOAQUÍN DEL PINO Y CALVO-SOTELO | ADDITION SICAV, S.A. | 0.01 | 0.00 | 0.01 | 0.00 |
| MR. JOAQUÍN DEL PINO Y CALVO-SOTELO | SOZIANCOR S.L. SOCIEDAD UNIPERSONAL | 2.52 | 0.00 | 2.52 | 0.00 |
| MR. RAFAEL DEL PINO Y CALVO-SOTELO | RIJN CAPITAL B.V. | 20.20 | 0.00 | 20.20 | 0.00 |

According to the website of the CNMV, the direct and indirect shareholding of the Directors is as follows

- Mr. Rafael del Pino y Calvo-Sotelo: 20.196%
- Mr. Ignacio Madridejos Fernández: 0.002%
- Ms. Maria del Pino and Calvo-Sotelo: 8.118%
- Mr. Santiago Fernández Valbuena: 0.003%
- Mr. José Fernando Sánchez-Junco Mans: 0.024%
- Mr. Joaquín del Pino y Calvo-Sotelo: 2.542%
- Mr. Óscar Fanjul Martín: 0.004%
- Mr. Philip Bowman: 0.003%
- Ms. Hanne Birgitte Breinbjerg Sørensen: 0.000%
- Mr. Bruno Di Leo: 0.000%
- Mr. Juan Hoyos Martínez de Irujo: 0.000%

- Mr. Gonzalo Urquijo Fernández de Araoz: 0.000%

A.4. Indicate, as applicable, any family, commercial, contractual or corporate relationships between owners of significant shareholdings, insofar as these are known by the Company, unless they are insignificant or arise from ordinary trading or exchange activities, except as reported in section A.6:

| Related-party name or corporate name | Type of relationship | Brief description |
|---|----------------------|---|
| MR. RAFAEL DEL PINO Y CALVO-SOTELO, MS. MARIA DEL PINO Y CALVO-SOTELO | Family | Mr. Rafael and Ms. María del Pino Calvo-Sotelo are siblings. |
| MR. RAFAEL DEL PINO Y CALVO-SOTELO, MR. LEOPOLDO DEL PINO Y CALVO-SOTELO | Family | Mr. Rafael and Mr. Leopoldo del Pino Calvo-Sotelo are siblings. |
| MS. MARIA DEL PINO Y CALVO-SOTELO, MR. LEOPOLDO DEL PINO Y CALVO-SOTELO | Family | Ms. Maria and Mr. Leopoldo del Pino Calvo-Sotelo are siblings. |

A.5. Indicate, as applicable, any commercial, contractual or corporate relationships between owners of significant shareholdings and the Company and/or its group, unless they are insignificant or arise from ordinary trading or exchange activities:

| Related-party name or corporate name | Type of relationship | Brief description |
|--------------------------------------|----------------------|---|
| MR. RAFAEL DEL PINO Y CALVO-SOTELO | Corporate | Mr. Rafael del Pino y Calvo-Sotelo is the Chairman and Chief Executive Officer of Ferrovial, S.A. |
| MS. MARIA DEL PINO Y CALVO-SOTELO | Corporate | Ms. María del Pino Calvo-Sotelo is a Director of Ferrovial, S.A. |

A.6. Describe the relationships, unless they are scarcely relevant to the two parties, which exist between the significant shareholders or represented on the board and the directors, or their representatives, in the case of directors who are legal persons.

Explain, if applicable, how the significant shareholders are represented. Specifically, indicate those directors who have been appointed on behalf of significant shareholders, those whose appointment has been promoted by significant shareholders, or who are linked to significant shareholders and/or entities of its group, specifying the nature of such relationships. In particular, mention shall be made, where applicable, of the existence, identity and position of members of the board, or representatives of directors, of the listed company, who are, in turn, members of the administrative body, or their representatives, in companies that hold significant shareholdings in the listed company or in entities of the group of said significant shareholders:

| Name or corporate name of the related-party director or representative | Name or corporate name of related-party significant shareholder | Corporate name of the group company of the significant shareholder | Description relationship/position |
|--|---|--|---|
| MR. RAFAEL DEL PINO Y CALVO-SOTELO | MR. RAFAEL DEL PINO Y CALVO-SOTELO | ----- | As indicated in the response to the section |

| Name or corporate name of the related-party director or representative | Name or corporate name of related-party significant shareholder | Corporate name of the group company of the significant shareholder | Description relationship/position |
|--|---|--|--|
| | | | A.3, Mr. Rafael del Pino y Calvo-Sotelo indirectly holds 20.196% of the share capital of Ferrovial, S.A. through Rijn Capital B.V. He holds shares representing 99.87%% of the capital of this entity. |
| MS. MARIA DEL PINO Y CALVO-SOTELO | MS. MARIA DEL PINO Y CALVO-SOTELO | ----- | As indicated in the response to section A.3, Ms. María del Pino y Calvo-Sotelo indirectly holds 8.115% of Ferrovial, S.A.'s capital through Menosmares, S.L. She is the majority shareholder, as well as the Chairman and CEO of this company. |

A.7. Indicate whether the Company has been notified of any shareholders' agreements pursuant to articles 530 and 531 of the Capital Companies Act (hereinafter "CCA"). Provide a brief description and list the shareholders bound by the agreement, as applicable.

☐ Yes
☒ No

Indicate whether the Company is aware of the existence of any concerted actions among its shareholders. Give a brief description as applicable:

☐ Yes
☒ No

[None.]

Expressly indicate any amendments to or termination of such agreements or concerted actions during the year.

[None.]

A.8. Indicate whether any individuals or bodies corporate currently exercise control or could exercise control over the Company in accordance with article 5 of the Securities' Market Act. If so, identify.

[] Yes
[v] No

A.9. Complete the following tables on the Company's treasury stock:

At year-end:

| Number of shares held directly | Number of shares held indirectly (*) | % total share capital |
|--------------------------------|--------------------------------------|-----------------------|
| 3,276,261 | | 0.44 |

(*) Through:

| Name or corporate name of indirect shareholder | Number of shares held directly |
|--|--------------------------------|
| No data | |

Explain any significant changes during the financial year:

Explain any significant changes.

The notifications filed with the CNMV (form IV) during the year regarding treasury share transactions in which circumstances stipulated in applicable legislation occurred are listed below:

A) Acquisitions reaching or exceeding the threshold of 1% of the issuer's share capital (regardless of the percentage of treasury shares held by the issuer at the time notification is required):

- On 8 November 2019, the CNMV was informed of (i) the acquisition of 7,446,942 direct shares by the Company, accounting for 1.000% of the share capital, and (ii) the transfer of 53,075 direct shares, accounting for 0.007% of the share capital.

B) Change in the number of voting rights of the issuer. In this case, the CNMV was notified of acquisitions and transfers of treasury shares between the last notification and the change in the share capital figure. In cases of capital reduction, the number of treasury shares subject to redemption appears in the notification as "transfer":

- On 14 February 2019, the CNMV was notified of (i) the acquisition of 2,659,701 direct shares by the Company, representing 0.360% of the share capital, and (ii) the transfer of 10,387,233 direct shares, representing 1.407% of the share capital. This communication includes transactions carried out at the end of financial year 2018 and beginning of 2019. The transactions carried out in financial year 2019 comprehend the acquisition and transfer of 11,424 direct shares, representing 0.002% of the share capital.

- On 14 June 2019, the CNMV was informed of (i) the acquisition of 2,638,972 direct shares by the Company, accounting for 0.355% of the share capital, and (ii) the transfer of 650,209 direct shares, accounting for 0.087% of the share capital.

- On 27 November 2019, the CNMV was informed of (i) the acquisition of 869,000 direct shares by the Company, accounting for 0.116% of the share capital, and (ii) the transfer of 3,231 direct shares, accounting for 0.000% of the share capital.

- On 19 December 2019, the CNMV was informed of (i) the acquisition of 1,327,941 direct shares by the Company, accounting for 0.181% of the share capital, and (ii) the transfer of 15,711,747 direct shares, accounting for 2.137% of the share capital.

A.10. Give details of the applicable conditions and time periods governing any resolutions of the General Shareholders' Meeting to issue, buy back and/or transfer treasury shares.

NINTH RESOLUTION OF THE GENERAL SHAREHOLDERS' MEETING OF 5 APRIL 2019.

"To authorise the Board of Directors to increase the share capital in accordance with article 297.1.b) of the CCA, subject to the following conditions:

1. Delegation of power to increase capital. The Board of Directors is authorised to increase the share capital, on one or more occasions and at any time, within a period of five years from the date of approval of this resolution by the General Shareholder's Meeting, up to a maximum amount of €73,845,583.70, corresponding to half of the Company's capital, by issuing new ordinary, privileged shares or any other type of shares permitted by Law, including redeemable shares, with or without a share premium, with or without voting rights, their countervalue consisting of cash contributions, and the terms and conditions of the capital increase may be set, as well as to freely offer the new unsubscribed shares within the period(s) for exercising the pre-emptive subscription right.

The Board of Directors is authorised, in the event of incomplete subscription, to establish the share capital increase exclusively for the amount of the shares actually subscribed, and to amend the wording of the Bylaw article referring to share capital.

2. Delegation of power to exclude preferential subscription rights. Under article 506.2 and related articles of the Capital Companies Act, the Board of Directors is hereby authorised to exclude, either in whole or in part, the preferential subscription rights of shareholders in relation to the issues of shares subject to this delegation of powers, where necessary in the interest of the Company and for compliance with all other applicable legal requirements. However, this authorisation will be limited to share capital increases in reliance on this power up to the maximum amount corresponding, as a whole, to 20% of current share capital.

If the Board decides to exclude the preferential subscription right in relation to any given issue of shares that may be decided in accordance with this authorisation, it shall, at the same time, issue a report detailing the specific corporate interests justifying such measures, which shall be accompanied by the pertinent report by the external auditor referred to in article 308.2.a) of the CCA. These reports shall be made available to the shareholders and communicated at the first General Shareholders' Meeting to be held after the resolution to issue shares.

3. Listing of shares. The Board of Directors is hereby authorised to seek a listing for the new shares issued on the Madrid, Barcelona, Bilbao and Valencia stock exchanges via the Stock Market Interconnection System (Continuous Market), and on any foreign stock exchanges on which the shares of said company may be quoted, as appropriate. The Board is further authorised to undertake all necessary procedures and actions to obtain a listing before the competent authorities for the Spanish and foreign stock markets.

It is expressly stated that any subsequent request to de-list the securities must be approved under the same applicable procedure(s) used to admit them to trading, where applicable. The interests of the shareholders and/or bondholders who opposed the agreement or abstained are protected under the terms of the current legislation. It is also stated that Ferrovial, S.A. is bound by existing or future laws, particularly with respect to trading, length-of-trading and exclusion from trading.

4. Article 249 bis i) of the Capital Companies Act expressly authorises the Board of Directors to subdelegate the powers permitted under this article to the Executive Committee.

This delegation replaces the one agreed by the General Shareholders' Meeting of 26 June 2014 under item 9 of its agenda, which is no longer in effect".

TENTH RESOLUTION OF THE GENERAL SHAREHOLDERS' MEETING OF 5 APRIL 2017.

"Authorisation of the Board of Directors to acquire shares of the Company on the market, either directly or via dependent companies, in accordance with the applicable legislation in each case and the following limits and requirements:

1. Forms of acquisition: by purchase or any other "inter vivos" transfer for consideration.

2. Maximum number of shares to be acquired: shares of Ferrovial, S.A., in an amount such that the par value of the shares to be acquired, together with that of those already held by Ferrovial, S.A. and any of its subsidiaries, does not exceed 10% of the share capital of Ferrovial, S.A.

3. Minimum and maximum purchase price: The minimum purchase price of shares shall equal 75% of their market value at the acquisition date, and the maximum price at 120% of their market value on that date.

4. Duration of the authorisation: five (5) years from the date this Agreement.

5. Possible delivery of shares to employees or directors: the Board of Directors is empowered to allocate, in full or partially, treasury shares acquired for the execution of remuneration programmes that have the purpose of or involve the delivery of shares or share options, in accordance with the provisions of section 1(a) of Article 146 of the Capital Companies Act.

Continued in Section H.

A.11. Estimated free float

| | % |
|----------------------|-------|
| Estimated free float | 54.57 |

The estimated free float is calculated excluding the treasury stock and the direct and indirect shareholding of (i) all the Directors; (ii) Casa Grande de Cartagena, S.A.U.; and (iii) the significant shareholders (Mr. Leopoldo del Pino y Calvo-Sotelo, Blackrock Inc., FIL Limited, Lazard Asset Management LLC and Christopher Anthony Hohn).

A.12. Indicate whether there are any restrictions (statutory, legislative or of any kind) on the transferability of securities and/or any restrictions on voting rights. In particular, the existence of any type of restrictions that may restrict the taking of control of the company by means of the acquisition of its shares in the market will be communicated, as well as those systems of prior authorisation or communication that, regarding the acquisitions or transmissions of the company's financial instruments, are applicable by sectorial regulations.

☐ Yes
☒ No

A.13. Indicate whether the General Shareholders' Meeting has agreed to take neutralisation measures to prevent a public takeover bid by virtue of the provisions of Act 6/2007.

☐ Yes
☒ No

If applicable, explain the measures adopted and the terms under which these restrictions may be lifted.

A.14. Indicate whether the Company has issued securities not traded in a regulated market of the European Union.

☐ Yes
☒ No

If so, identify the various classes of shares and, for each class of shares, the rights and obligations they confer.

B. General Shareholders' Meeting

B.1. Indicate and, where applicable, detail whether there are any differences with the minimum regime provided for in the Capital Companies Act (CCA) with respect to the quorum for the constitution of the general meeting:

☐ Yes
☒ No

B.2. B.2 Indicate and, as applicable, detail any differences between the Company's system of adopting corporate resolutions and the framework established in the Capital Companies Act (CCA).

☒ Yes
☐ No

| | Qualified majority other than that established in article 201.2 of the CCA for general cases described in article 194.1 of the CCA | Other cases requiring a qualified majority |
|---|--|--|
| % set by the Company for adopting corporate resolutions | 0.00 | 66.66 |

There are no differences with the rules under the Capital Companies Act for adopting resolutions in the events listed in article 194.1 of the Capital Companies Act, in accordance with the qualified majorities prescribed by article 201.2 of said Law.

In order for the General Shareholders' Meeting to provide the Board of Directors with instructions or submit to its authorisation the adoption of decisions in management matters, Subsection 4 of Article 22 of the Bylaws demands the same requirements, in terms of majorities and shareholder information, for statutory amendments.

B.3. Indicate the rules governing amendments to the Company's Bylaws. In particular, indicate the majorities required to amend the Bylaws and, as applicable, the rules for protecting shareholders' rights when changing the Bylaws.

The Company's Bylaws are the same as the provisions in current legislation and, therefore, they shall prevail. The following is a summary of the content of articles 194 and 201 of the Capital Companies Act.

In order for the Ordinary or Extraordinary General Shareholders' Meeting to validly approve resolutions on an increase or reduction of capital and any other amendment to the Company Bylaws, an issue of bonds, the elimination or limitation of the preferential right to acquire new shares, as well as the change of corporate form, merger, spin-off or in bloc transfer of assets and liabilities and the transfer of the registered office abroad, shareholders owning at least fifty per cent of the subscribed capital with voting rights must be present at first call in person or by proxy. At second call, shareholders representing twenty-five per cent of share capital shall be sufficient.

If the capital present in person or by proxy exceeds fifty per cent, it will suffice for the resolution to be carried by an absolute majority. Two-thirds of the capital present in person or by proxy at the Meeting shall be required to vote in favour when shareholders representing twenty-five per cent or more of the subscribed capital with voting rights but less than fifty per cent attend the meeting on second call.

The Capital Companies Act governs the safeguarding of shareholders' rights and establishes that amendments to the Bylaws which entail new obligations for shareholders must be adopted with the consent of those affected (article 291 of the Capital Companies Act).

Likewise, in order for a bylaw-stipulated amendment to be valid that directly or indirectly affects the rights of a class of shares, it must be approved by the General Shareholders' Meeting pursuant to the requirements established in the Capital Companies Act, as well as by the majority of the shares belonging to the class affected. If the amendment only affects some of the shares belonging to that class and, as the case may be, only class, and entails discriminatory treatment among shares, for the purposes of article 293 of the Capital Companies Act, the shares that are affected and those that are unaffected by the amendment will be treated as independent classes, such that a separate resolution will be required for each one of them. An amendment will be treated as discriminatory if, in substance, it has a clearly asymmetrical dividend or voting effect on some shares as opposed to others or on their respective holders (article 293 of the Capital Companies Act).

B.4. Indicate the attendance figures for the General Shareholders' Meetings held during the year referred to in this report and those of the two previous financial years:

| | Attendance data | | | | |
|---------------------------------------|-----------------------|------------|----------------------|--------|-------|
| Date of General Shareholders' Meeting | % attending in person | % by proxy | % by distance voting | | TOTAL |
| | | | Electronic means | Others | |
| 05/04/2017 | 11.71 | 50.64 | 0.01 | 2.04 | 64.40 |
| Of which free float | 0.18 | 29.22 | 0.01 | 2.04 | 31.45 |
| 05/04/2018 | 12.11 | 53.15 | 0.00 | 0.49 | 65.75 |
| Of which free float | 0.21 | 31.72 | 0.00 | 0.49 | 32.42 |
| 05/04/2019 | 12.19 | 49.42 | 0.00 | 5.88 | 67.49 |
| Of which free float | 0.19 | 28.10 | 0.00 | 0.75 | 29.04 |

B.5. Indicate whether at the general shareholders' meetings held during the year there were any items on the agenda that, for any reason, were not approved by the shareholders:

☐ Yes
☒ No

B.6. Indicate whether there are any Bylaw restrictions establishing a minimum number of shares required to attend the general shareholders' meeting, or for distance voting:

☒ Yes
☐ No

| | |
|--|-----|
| Number of shares required to attend the General Shareholders' Meetings | 100 |
| Number of shares required for distance voting | 1 |

B.7. Indicate whether it has been established that certain decisions, other than those established by Law, which involve the acquisition, disposal, contribution to another company of essential assets or other similar corporate operations, must be submitted to the approval of the general shareholders' meeting:

☐ Yes
☒ No

B.8. Indicate the address and mode of accessing corporate governance content on your Company's website, as well as other information on General Shareholders' Meetings that must be made available to shareholders on the website.

The corporate governance content and other information on General Shareholders' Meetings that must be made available to shareholders on the Company's website can be accessed at [www.ferrovial.com](https://www.ferrovial.com/en/ir-shareholders/corporate-governance/), under the section of Investors, Corporate Governance ("https://www.ferrovial.com/en/ir-shareholders/corporate-governance/").

C. COMPANY MANAGEMENT STRUCTURE

C.1. Board of Directors

C.1.1 Maximum and minimum number of directors provided for in the Bylaws and the number set by the General Shareholders' Meeting.

| | |
|--|----|
| Maximum number of directors | 15 |
| Minimum number of directors | 5 |
| Number of directors set by the shareholders' meeting | 12 |

C.1.2 Complete the following table with Board members' details:

| Name or corporate name of the director | Representative | Director category | Position on the Board | Date of first appointment | Date of last appointment | Election procedure |
|--|----------------|-------------------|-----------------------|---------------------------|--------------------------|--|
| MR. ÓSCAR FANJUL MARTÍN | | Independent | DIRECTOR | 31/07/2015 | 05/04/2019 | GENERAL SHAREHOLDERS' MEETING RESOLUTION |
| MR. SANTIAGO FERNÁNDEZ VALBUENA | | Independent | DIRECTOR | 30/05/2008 | 05/04/2019 | GENERAL SHAREHOLDERS' MEETING RESOLUTION |
| MR. JOSÉ FERNANDO SÁNCHEZ-JUNCO MANS | | Independent | DIRECTOR | 03/12/2009 | 05/04/2019 | GENERAL SHAREHOLDERS' MEETING RESOLUTION |
| MS. MARIA DEL PINO Y CALVO-SOTELO | | Proprietary | DIRECTOR | 29/09/2006 | 05/04/2019 | GENERAL SHAREHOLDERS' MEETING RESOLUTION |
| MR. JOAQUÍN DEL PINO Y CALVO-SOTELO | | Proprietary | DIRECTOR | 29/10/2015 | 05/04/2019 | GENERAL SHAREHOLDERS' MEETING RESOLUTION |
| MR. RAFAEL DEL PINO Y CALVO-SOTELO | | Executive | CHAIRMAN AND CEO | 09/01/1992 | 05/04/2019 | GENERAL SHAREHOLDERS' MEETING RESOLUTION |
| MR. BRUNO DI LEO | | Independent | DIRECTOR | 25/09/2018 | 05/04/2019 | GENERAL SHAREHOLDERS' MEETING RESOLUTION |

| Name or corporate name of the director | Representative | Director category | Position on the Board | Date of first appointment | Date of last appointment | Election procedure |
|---|----------------|-------------------|-------------------------|---------------------------|--------------------------|--|
| MR. PHILIP BOWMAN | | Independent | DIRECTOR | 29/07/2016 | 05/04/2017 | GENERAL SHAREHOLDERS' MEETING RESOLUTION |
| MS. HANNE BIRGITTE BREINBJERG SØRENSEN | | Independent | DIRECTOR | 05/04/2017 | 05/04/2017 | GENERAL SHAREHOLDERS' MEETING RESOLUTION |
| MR. IGNACIO MADRIDEJOS FERNÁNDEZ | | Executive | CHIEF EXECUTIVE OFFICER | 30/09/2019 | 30/09/2019 | CO-OPTION |
| MR. JUAN MANUEL HOYOS MARTÍNEZ DE IRUJO | | Independent | DIRECTOR | 30/09/2019 | 30/09/2019 | CO-OPTION |
| MR. GONZALO URQUIJO FERNÁNDEZ DE ARAOZ | | Independent | DIRECTOR | 19/12/2019 | 19/12/2019 | CO-OPTION |

| | |
|---------------------------|----|
| Total number of directors | 12 |
|---------------------------|----|

Indicate any terminations, whether through resignation, dismissal or any other cause that have occurred on the Board of Directors during the reporting period:

| Name or corporate name of the director | Director category at the time of the termination | Date of the last appointment | Date of termination | Specialist committees on which they were a member | Indicate if the termination has occurred before the end of the term of office |
|--|--|------------------------------|---------------------|---|---|
| MR. IÑIGO MEIRÁS AMUSCO | Executive | 05/04/2019 | 30/09/2019 | Executive Committee | YES |
| MR. JOAQUÍN AYUSO GARCÍA | Another External | 05/04/2019 | 30/09/2019 | Executive Committee | YES |
| MR. SANTIAGO BERGARECHE BUSQUET | Another External | 05/04/2019 | 19/12/2019 | Executive Committee and Nomination and Remuneration Committee | YES |

Reason for the termination and other comments

As notified by the Company to the CNMV by means of Significant Events dated 30 September 2019 (entry register 282175) and 19 December 2019 (entry register 285058) (i) Mr. Íñigo Meirás Amusco resigned as a Director and disengaged from the Company within the framework of the succession plan of the first executive line of the group; and (ii) Mr. Joaquín Ayuso García and Mr. Santiago Bergareche Busquet resigned from their positions as Directors as a result of their desire to contribute to the renewal of the Board, after having been on the Board for 17 and 20 years, respectively.

C.1.3 Complete the following tables on Board members and their respective status:

| EXECUTIVE DIRECTORS | | |
|--|------------------------------|---|
| Name or corporate name of the director | Position held in the Company | Profile |
| MR. RAFAEL DEL PINO Y CALVO-SOTELO | CHAIRMAN AND CEO | Degree in Civil Engineering (Universidad Politécnica of Madrid, 1981); MBA, MIT Sloan School of Management (1986). Chairman of Ferrovial since 2000 and CEO since 1992. Chairman of Cintra between 1998 and 2009. Member of MIT Corporation, International Advisory Board of IESE, MIT Energy Initiative's External Advisory Board, and MIT Sloan European Advisory Board. He is also part of Harvard Business School European Advisory Board. He is also a member of the Royal Academy of Engineering. He has been a Director of Zurich Insurance Group, Banesto and Uralita. Other information: Mr. Rafael del Pino has a controlling interest in the shareholder Rijn Capital B.V. |
| MR. IGNACIO MADRIDEJOS FERNÁNDEZ | CHIEF EXECUTIVE OFFICER | Degree in Civil Engineering (Universidad Politécnica of Madrid); MBA from Stanford University. CEO of Ferrovial since 2019. He has been Regional Chairman of CEMEX United States; Regional Chairman of CEMEX Northern Europe; global responsibility for CEMEX's Energy, Safety and Sustainability areas; Chairman of CEMEX Spain; and CEO of CEMEX Egypt. He previously worked at McKinsey and Agroman. He has also been Chairman of OFICEMEN (Group of Spanish cement manufacturers), IECA (Spanish Institute of Cement and its Applications) and CEMBUREAU (European Cement Association). |
| Total number of executive directors | | 2 |
| % on the total of the Board | | 16.67 |

| EXTERNAL PROPRIETARY DIRECTORS | | |
|--|---|---|
| Name or corporate name of the director | Name or name of significant shareholder represented or who has proposed their appointment | Profile |
| MS. MARIA DEL PINO Y CALVO-SOTELO | MS. MARIA DEL PINO Y CALVO-SOTELO | Degree in Economics and Business Administration (Universidad Complutense de Madrid); and completed studies for the Management Development Program (IESE). Director of Ferrovial since 2006. Chairman of the Rafael del Pino Foundation. Individual representative of Menosmares, S.L., who holds the positions of Chairman/Vice Chairman of the Board of Directors of Casa Grande de Cartagena, S.A.U. on a rotating basis and Vice Chairman of the Board of Directors of Pactio Gestión, SGIIC, S.A.U. Member of the Board of Trustees of the Princess of Asturias. She has been a member of the Governing Board of the Association for the Progress of Management, as well as a Trustee of the Codespa Foundation and the Scientific Foundation of the Spanish Cancer Association. Other information: Ms. María del Pino is the majority shareholder, as well as Chairman and CEO of the shareholder Menosmares, S.L. |
| MR. JOAQUÍN DEL PINO Y CALVO-SOTELO | MR. JOAQUÍN DEL PINO Y CALVO-SOTELO | Degree in Economics and Business Administration; MBA from IESE Director of Ferrovial since 2015 (and representative of the Director Karlovy, S.L since 2010, reelected in 2013). Individual representative of Soziancor, S.L.U., who holds the positions of Chairman / Vice Chairman of the Board of Directors of Casa Grande de Cartagena, S.A.U. on a rotating basis and Chairman of the Board of Directors of Pactio Gestión, SGIIC, S.A.U. Trustee of the Rafael del Pino and Plan España Foundations. He has served as Director of Banco Pastor. Other information: Mr. Joaquín del Pino is the sole shareholder and sole administrator of the shareholder Soziancor, S.L.U. |
| Total number of proprietary directors | | 2 |
| % on the total of the Board | | 16.67 |

| INDEPENDENT EXTERNAL DIRECTORS | |
|--|--|
| Name or corporate name of the director | Profile |
| MR. ÓSCAR FANJUL MARTÍN | Professor of Economic Theory on leave of absence. Director of Ferrovial since 2015. Vice Chairman of Omega Capital and LafargeHolcim; Director of Marsh & McLennan Companies; Vice-Chairman of the Board of Trustees of the Museo Nacional Centro de Arte Reina Sofía and Trustee of the Centro de Estudios Monetarios y Financieros (Bank of Spain) and the Aspen Institute (Spain). He has been founder Chairman and CEO of Repsol; Chairman of Hidroeléctrica del Cantábrico; Non-executive Chairman of NH Hoteles and of Deoleo; Director of Acerinox, Unilever, BBVA, London Stock Exchange and Areva. |

| INDEPENDENT EXTERNAL DIRECTORS | |
|--|---|
| Name or corporate name of the director | Profile |
| MR. SANTIAGO FERNÁNDEZ VALBUENA | Bachelor of Science in Economics (Universidad Complutense of Madrid), and Doctor (PhD) and Master's Degree in Economics from the Northeastern University of Boston. Director of Ferrovial since 2008. Non-executive Chairman of the Board of Directors of AEDAS Homes, S.A; Non-executive Vice Chairman of EBN Banco de Negocios and Director of Mapfre Brasil and Mapfre Internacional. He has been Chairman of Telefónica Latinoamérica; Director and Managing Director for Strategy, Finance and Development of Telefónica; Managing Director of Société Générale Valores and Head of Equities at Beta Capital; Professor of Applied Economics at the Universidad Complutense and Professor at IE Business School. |
| MR. JOSÉ FERNANDO SÁNCHEZ-JUNCO MANS | Degree in Industrial Engineering (Universidad Politécnica de Barcelona). ISMP Graduate at Harvard Business School. He is part of the Higher Body of Industrial Engineers of the State. Director of Ferrovial since 2009. Director of Cintra from 2004 to 2009. Executive Chairman of Grupo Maxam; Chairman of the Maxam Foundation; member of the Board of Trustees of the Museum of Mining and Industry and of the Princess of Girona Foundation. He has been Managing Director of Industrias Siderometalúrgicas y Navales and Managing Director of Industry at the Ministry of Industry and Energy. Director of Dinamia, Uralita and Duro Felguera. |
| MR. BRUNO DI LEO | Degree in Business Administration from the Universidad Ricardo Palma University and postgraduate degree from the Escuela Superior de Administración de Negocios, both in Lima (Peru). Director of Ferrovial since 2018. Non-executive Director of Cummins Inc. Member of the International Advisory Board of the Instituto de Estudios Superiores de la Empresa (IESE) in Spain and of the Advisory Board of the Deming Centre of Columbia Business School. He has undertaken most of his professional career at the IBM multinational group. He has been Senior Vice-Chairman of IBM Corporation. Senior Vice-Chairman of Global Markets; Managing Director of the Expanding Markets Division; Managing Director of Global Technology Services for Southwest Europe and Chairman for Northeast Europe; Managing Director of IBM Latin America and Managing Director of IBM Brazil. |
| MR. PHILIP BOWMAN | Degree with honours in Natural Science (University of Cambridge); Master in Natural Science (University of Cambridge); Fellow of the Institute of Chartered Accountants in England & Wales. Director of Ferrovial since 2016. Non-executive Chairman of Tegel Group Holdings Limited, Sky Network Television Limited and Majid Al Futtaim Properties; Non-executive director of its parent company, Majid Al Futtaim Holding LLC; and non-executive director of Kathmandu Holdings Limited and Better Capital. She has been Chairman of Potrero Distilling Holdings, Coral Eurobet and Liberty; Non-Executive Director of The Munroe Group (UK); CEO of Smiths Group, Scottish Power and Allied Domecq; Director of Burberry Group, Berry Bros. & Rudd, Scottish & Newcastle Group, Bass, British Sky Broadcasting Group and Coles Myer. |
| MS. HANNE BIRGITTE BREINBJERG SØRENSEN | MSc. in Economics and Management (University of Aarhus, Denmark). Director of Ferrovial since 2017. Non-Executive Director of LafargeHolcim, Delhivery, Sulzer, Tata Motors, Tata Consulting Services and Jaguar Land Rover Plc (and its affiliates Jaguar Land Rover Holdings Ltd and Jaguar Land Rover Ltd). Former CEO of Damco and Maersk Tankers; Chief Commercial Officer at Maersk Line; and CFO for the Asia Region at Maersk Line (A.P. Moller-Maersk Group). She has also been Chairman of ITOPF; Vice-Chairman of Hoegh Autoliners and Director of Axcel and INTTRA. |

| INDEPENDENT EXTERNAL DIRECTORS | |
|---|---|
| Name or corporate name of the director | Profile |
| MR. JUAN MANUEL HOYOS MARTÍNEZ DE IRUJO | Degree in Economics (Universidad Complutense de Madrid); Master of Business Administration (MBA), Finance and Accounting from Columbia Business School. Director of Ferrovial since 2019. Director of Inmoglaciari and Gescobro. He has been Chairman, Managing Partner of McKinsey & Company Iberia and Member of Shareholders' Board of McKinsey & Company worldwide; Executive Vice Chairman of Strategy, Brand and Marketing of Banco Santander Brazil; Executive Chairman of Haya Real Estate; and Director of Banco Santander Chile and Banco Santander Mexico. |
| MR. GONZALO URQUIJO FERNÁNDEZ DE ARAOZ | Degree in Economics and Political Science from Yale University (United States); Master in Business Administration (MBA) from the Instituto de Empresa (Madrid). Director of Ferrovial since 2019. Executive Chairman of Abengoa; Director of Gestamp; Chairman of the Focus Abengoa Foundation and the Hesperia Foundation; member of the Board of Trustees of the Princess of Asturias Foundation. He has been Chairman of ArcelorMittal Spain; member of the general management of ArcelorMittal and head of the sectors of Long Products, Stainless Steel, Pipes, Emerging Markets; Chief Financial Officer and head of the Distribution sector at Arcelor; Chief Financial Officer of Aceralia Corporación Siderúrgica. He previously worked at Citibank and Crédit Agricole. He has also been Chairman of the ArcelorMittal Foundation and UNESID (Union of Iron and Steel Companies); Director of Aceralia, Atlantica Yield, Aperam and Vocento. |

| | |
|---------------------------------------|-------|
| Total number of independent directors | 8 |
| % on the total of the Board | 66.67 |

List any independent directors who receive from the Company, or from its same group, any amount or payment other than standard director remuneration, or who maintain or have maintained during the period in question, a business relationship with the Company or any company of its group, either in their own name or as a significant shareholder, director or senior manager of an entity that maintains or has maintained the said relationship.

If applicable, include a statement from the Board detailing the reasons why the said director may carry on its duties as an independent director.

| Name or corporate name of the director | Description of the relationship | Reasoned statement |
|--|---|--|
| MR. ÓSCAR FANJUL MARTÍN | Mr. Fanjul is Vice-Chairman of LafargeHolcim Ltd. Companies of that group sold cement, concrete and related materials to Ferrovial group companies amounting to approximately €2,666.63 thousand. Also, | Taking into account the type of operations and the turnover of the companies involved, the Board considers that the relationships described above are not sufficiently important to affect the independence of the Director. |

| Name or corporate name of the director | Description of the relationship | Reasoned statement |
|--|---|--|
| | the Ferrovia Group has provided waste management and collection services to LafargeHolcim Group companies amounting to approximately €36.80 thousand. Mr. Oscar Fanjul is also a Director of Marsh & McLennan Companies Inc. Companies of this group provided insurance services to Ferrovia group companies amounting to approximately €8,951.07 thousand. Mr. Fanjul has also been a Director of Altamira Asset Management, S.A. Companies in this group have provided real estate rental services to companies in the Ferrovia Group amounting to approximately €12.13 thousand. In addition, the Ferrovia Group provided maintenance services to this entity amounting to approximately €4,742.83 thousand. | |
| MR. JOSÉ FERNANDO SÁNCHEZ-JUNCO MANS | Mr. Sanchez-Junco Mans is Executive Chairman of the Maxam Group. This entity has supplied explosives and provided demolition and earthmoving services to Ferrovia Group companies amounting to approximately €6.14 thousand. The Ferrovia Group has also supplied consumables to companies of the Maxam Group amounting to approximately €0.41 thousand. | The Board does not consider the relationship described to be sufficiently important so as to affect the independence of the Board member. |
| MR. BRUNO DI LEO | Mr. Di Leo is a Director of Cummins Inc. Companies in this group have provided engine design services to companies in the Ferrovia Group amounting to approximately €16.46 thousand. | The Board does not consider the relationship described to be sufficiently important so as to affect the independence of the Board member. |
| MS. HANNE BIRGITTE BREINBJERG SØRENSEN | Mrs Sorensen is a Director of LafargeHolcim Ltd. Companies in this group have sold cement, concrete and related materials to Ferrovia Group companies amounting to approximately €2,666.63 thousand. In turn, the Ferrovia Group has also provided waste management and collection services to companies in the LafargeHolcim Group amounting to approximately €36.80 thousand. Mrs Sorensen is also a director of Sulzer Ltd. Companies in this group have carried out operations for sales of pumping material and services of wastewater treatment services to Ferrovia Group companies, amounting to approximately €448.56 thousand. | Taking into account the type of operations and the turnover of the companies involved, the Board considers that the relationships described above are not sufficiently important to affect the independence of the Director. |

| | | |
|-------------------------------------|---|---|
| MR. JUAN HOYOS MARTÍNEZ DE IRUJO | Mr. Hoyos has been Chairman of the Board of Haya Real Estate, S.A. during 2019. The Ferrovial Group has provided this company services to rehabilitate houses amounting to approximately €37.82 thousand. | The Board does not consider the relationship described to be sufficiently important so as to affect the independence of the Board member. |
|-------------------------------------|---|---|

| OTHER EXTERNAL DIRECTORS | | | |
|--|---------|---|---------|
| Identify the remaining external directors, list the reasons why they cannot be considered to be proprietary or independent directors, and detail their relationships with the Company, its executives or shareholders: | | | |
| Name or corporate name of the director | Reasons | Company, executive or shareholder with whom the relationship is maintained: | Profile |
| No data | | | |

| | |
|--|------|
| Total number of other external directors | N.A. |
| % on the total of the Board | N.A. |

List any changes in the category of each director that have occurred during the year:

| Name or corporate name of the director | Date of change | Previous category | Current category |
|--|----------------|-------------------|------------------|
| No data | | | |

C.1.4 Complete the following table on the number of female directors at the close of the past four years and their category:

| | Number of female directors | | | | % of total directors of each category | | | |
|----------------|----------------------------|---------------------|---------------------|---------------------|---------------------------------------|---------------------|---------------------|---------------------|
| | Financial year 2019 | Financial year 2018 | Financial year 2017 | Financial year 2016 | Financial year 2019 | Financial year 2018 | Financial year 2017 | Financial year 2016 |
| Executive | | | | | 0.00 | 0.00 | 0.00 | 0.00 |
| Proprietary | 1 | 1 | 1 | 1 | 50.00 | 50.00 | 50.00 | 50.00 |
| Independent | 1 | 1 | 1 | | 12.50 | 16.67 | 20.00 | 0.00 |
| Other external | | | | | 0.00 | 0.00 | 0.00 | 0.00 |
| TOTAL | 2 | 2 | 2 | 1 | 16.67 | 16.67 | 16.67 | 9.09 |

C.1.5 Indicate whether the company has diversity policies in relation to the company's board of directors with regard to issues such as age, gender, disability, or professional training and experience. Small and medium sized entities, in accordance with the definition contained in the Accounts Audit Law, will have to report, as a minimum, on the policy they have established in relation to gender diversity.

- ☒ Yes
☐ No
☐ Partial policies

In the case of affirmative, describe these diversity policies, their objectives, the measures and the way in which they have been applied and their results for the year. The specific measures adopted by the Board of Directors and the Nominations and Remunerations Committee to achieve a balanced and diverse presence of directors must also be indicated.

If the company does not apply a diversity policy, explain the reasons why it does not do so.

Description of policies, objectives, measures and the way in which they have been implemented, as well as the results obtained.

A. Description of the Policy, objectives, extent and manner in which they have been applied and their results for the year.

On 15 December 2015, the Board of Directors approved the Ferrovial, S.A. Director Selection Policy.

This Policy indicates that it will try to identify the candidates that contribute the most diversity in terms of knowledge, experience, nationalities and gender within the Board of Directors, and any kind of implicit bias that could entail some form of discrimination shall be avoided. To this end, it provides for external advisers to be available in the selection of candidates for Directorships.

It also includes that the Director selection process shall attempt to procure an appropriate balance on the Board of Directors, which enriches and contributes a plurality of views to the debates and taking decisions.

Finally the Policy indicates the number of female directors should represent at least 30% of the entire Board of Directors by 2020. In order to attain this objective, an external advisor shall be instructed who, where applicable, may collaborate in the selection of candidates, searching for and presenting candidatures from the lesser represented gender group, and which meet the requirements set forth in the said Policy.

During the 2019 financial year, three selection processes were followed for the selection of Directors, with the aim of continuing with the gradual renewal of the members of the Board of Directors, making progress in the diversity of geography, knowledge and gender with respect to its composition, and if necessary increasing its degree of independence.

These processes were completed with the appointment by co-option of Mr. Ignacio Madrdejos as Executive Director and Mr. Juan Hoyos and Mr. Gonzalo Urquijo as Independent Directors, as the Nomination and Remuneration Committee (in its report and proposals respectively) and the Board of Directors (in its decision) considered that these were the candidates that best met the required skills, abilities and experience, which had previously been set by said Committee.

B. Specific measures adopted by the Board of Directors and the Nominations and Remuneration Committee to achieve a balanced and diverse presence of Directors.

In the first of the aforementioned selection processes, as part of the succession plan for the group's first executive line, the Nominations and Remuneration Committee considered that the candidates for CEO should possess the following knowledge, skills and competences: (i) sound training; (ii) managerial experience in multinational business groups; (iii) knowledge and experience in business management and, therefore, in areas such as accounting and finance, health and safety at work or innovation; and (iv) knowledge and experience in the priority geographical markets for the Ferrovial group, mainly in the United States.

In this process, the Board of Directors agreed, at the proposal of the Nomination and Remuneration Committee, to hire a consultant of recognised prestige, who collaborated with the Committee in the definition of the characteristics that the candidate had to meet, including strategic vision, open mind, focused on efficiency, ability to delegate, able to influence, good people and leadership manager, intercultural sensitivity, creative, analytical, capacity to resolve conflicts from consensus and to feel the Ferrovial project as their own.

In the remaining selection processes carried out in 2019, the Nomination and Remuneration Committee considered that the candidates should have the following skills and competences: (i) managerial and executive experience in multinational groups; (ii) knowledge and experience in strategic and organisational planning, operational and commercial management, finance, accounting, sustainability and innovation, as well as analytical capabilities; and (iii) knowledge and professional experience in international markets and various sectors.

These processes were also assisted by specialised firms of recognised prestige, which were instructed to bring diversity to the Board. In particular, the obligation to include applications from women who had the required skills and profiles.

In compliance with this instruction, several foreign candidates identified were women, none of whom eventually joined because of their lack of availability, among other things.

The Board of Directors has urged that in successive selection processes, female candidates continue to be identified as directors, indicating the capabilities that could be present in those candidates as well as their origin.

In addition, section C.1.6 explains the specific measures agreed by the Nomination and Remuneration Committee to increase the number of female Directors.

- C.1.6** Explain the measures taken, if applicable, by the Nominations Committee to ensure that the selection processes are not subject to implicit bias that would make it difficult to select female directors, and whether the Company makes a conscious effort to search for female candidates who have the required professional profile and include them as potential candidates and to achieve a balanced presence of women and men:

Explanation of the measures

At its meeting of 14 December 2015, the Nomination and Remuneration Committee decided to apply the following measures when a Director selection process is set in motion: (i) To include at least one curriculum from a person of the less represented gender in the final trio of applicants; (ii) To choose the candidate that is of the gender with the least representation, provided that the professional evaluation of the candidates is similar in terms of suitability, competence and professional performance; and (iii) To evaluate and adopt, each year and where appropriate, a plan of action that corrects the shortcomings detected with regards to the composition of the Board in terms of diversity.

Similarly, as section C.1.5 explains, the obligation of the external consultant of recognised prestige which assist the selection processes, includes the obligation to seek applications from women who had the required skills and profiles.

When, despite the measures taken, there are few or no female directors, explain the reasons.

Explanation of the reasons

The Board of Directors currently has two women among its twelve members. The reappointment for three years of Ms. Hanne Sorensen will be proposed to the 2020 Ordinary General Meeting. Ms. Maria del Pino was re-elected for three years at the 2019 General Meeting.

In accordance with the criteria of the Board and, in particular, of the Nomination and Remuneration Committee, candidates for directorship are sought from among people with a high degree of qualifications and experience, and as far as possible from markets that are a priority for Ferrovial. When the qualifications and experience of a male candidate and a female candidate are equivalent and meet all requirements, with the sufficient availability, the latter will be chosen.

As indicated in the response to section C.1.5, three selection processes for candidates to be appointed as Directors were carried out in 2019, which concluded with the appointment by co-option of Mr. Ignacio Madridejos, Mr. Juan Hoyos and Mr. Gonzalo Urquijo.

The appointment was made in accordance with article 529 quincecies.3 a) of the Capital Companies Act, following evaluation by the Nomination and Remuneration Committee of the skills, aptitudes and experience required in the Board of Directors (indicated in the response to section C.1.5).

As has also been pointed out above, top-level external consultants were hired for the various selection processes in order to assist in its development and to provide it with greater objectivity and scope.

In the first process, the Nomination and Remuneration Committee reported favourably and the Board of Directors agreed on the appointment of Mr. Madridejos as a Director by co-option, as well as his appointment as Chief Executive Officer. In the other two, the Committee proposed and the Board appointed Mr. Hoyos and Mr. Urquijo, on the understanding that the required competencies and skills were present in all of them, more than in any other of the candidates considered in each process.

As mentioned in the reply to section C.1.5, it has not been possible to incorporate new female directors in 2019 despite the measures adopted in the selection processes followed during the year. This may mean that in 2020 the target set in the Board Selection Policy of at least 30% of the total Board members being women will not be met.

The Board of Directors agreed, when evaluating its operation and as part of the improvement actions identified, to reinforce its work in the gradual renewal of its composition.

C.1.7 Explain the Nominations' Committee's conclusions on the checks carried out to ensure that the Director Selection Policy is being complied with. And in particular, concerning how the said policy is encouraging the objective that by the year 2020, the number of female board members represents, at least, 30% of the total number of members of the Board of Directors

At its meeting of 18 December 2019, the Nomination and Remuneration Committee verified compliance with the Company's Director Selection Policy.

The Committee has considered that in the three selection processes carried out in 2019 to fill the vacancies produced in the Board, the Policy for the Selection of Directors has been fulfilled with regard to the conditions that must be met by the candidates presented (professional qualifications, capacity and diversity of knowledge, and experience).

In relation with the objective of ensuring that by 2020 the number of female directors represents at least 30% of the total number of members of the Board of Directors, in two of the three selection processes, the instructions of the specialist firms hired expressly stated that women with the required qualifications must be put forward. As already indicated in the reply to section C.1.5, several foreign candidates identified were women, none of whom eventually joined because they were unavailable, among other things. The Board has urged that in successive processes, female candidates continue to be identified for the position of Director, indicating the capabilities that could be present in said candidates as well as their origin.

The Nomination and Remuneration Committee also stated that in future selection processes, specific instructions will be given to the external consultant to include female candidates who meet the qualification and capacity requirements determined by the Nomination and Remuneration Committee.

C.1.8 Explain, if applicable, the reasons why proprietary directors have been appointed upon the request of shareholders who hold less than 3% of the share capital.

| Name or corporate name of shareholder | Justification |
|---------------------------------------|---|
| MR. JOAQUÍN DEL PINO Y CALVO-SOTELO | Mr. del Pino y Calvo-Sotelo holds, individually and through Soziancor, S.L.U. and Addition Sicav, S.A., a stake (2.542%) in the share capital of the Company as of 31 December 2019. In addition, together with his sister Ms. María, he held 1.214% of the share capital at 31 December 2019 jointly and indirectly, through Casa Grande de Cartagena, S.A.U. Mr. Joaquín del Pino y Calvo-Sotelo's economic interest in the Company is greater than 3% of the Company's capital. |

Provide 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:

[] Yes
[v] No

C.1.9 Indicate, if any, the powers and faculties delegated by the board of directors to directors or to board committees:

| Name or corporate name of the director or committee | Brief description |
|---|--|
| RAFAEL DEL PINO Y CALVO-SOTELO | All powers except those that cannot, under the law or the Company's Bylaws, be so delegated. |
| IGNACIO MADRIDEJOS FERNÁNDEZ | All powers except those that cannot, under the law or the Company's Bylaws, be so delegated. |

C.1.10 Indicate the members of the board, if any, who hold office as directors, representatives of directors or executives in other companies belonging to the listed company's group:

| Name or corporate name of the director | Corporate name of the group entity | Position | Do they have executive functions? |
|--|------------------------------------|----------|-----------------------------------|
| MR. IGNACIO MADRIDEJOS FERNÁNDEZ | FERROVIAL SERVICIOS, S.A. | Chairman | YES |
| MR. IGNACIO MADRIDEJOS FERNÁNDEZ | FERROVIAL AGROMAN, S.A. | Chairman | YES |

C.1.11 List, if any, directors or representatives of directors who are legal entities of your company, who are members of the board of directors or representatives of directors who are legal entities of other entities listed on official securities markets other than your group, which have been notified to the company:

| Name or corporate name of the director | Corporate name of the listed company | Position |
|--|--------------------------------------|-----------------|
| MR. ÓSCAR FANJUL MARTÍN | LAFARGEHOLCIM LTD | DEPUTY CHAIRMAN |
| MR. ÓSCAR FANJUL MARTÍN | MARSH & MCLENNAN COMPANIES | DIRECTOR |
| MR. SANTIAGO FERNÁNDEZ VALBUENA | AEDAS HOMES, S.A. | CHAIRMAN |
| MR. BRUNO DI LEO | CUMMINS INC. | DIRECTOR |
| MS. HANNE BIRGITTE BREINBJERG SØRENSEN | LAFARGEHOLCIM LTD. | DIRECTOR |
| MS. HANNE BIRGITTE BREINBJERG SØRENSEN | SULZER LTD | DIRECTOR |
| MS. HANNE BIRGITTE BREINBJERG SØRENSEN | TATA CONSULTANCY SERVICES LIMITED | DIRECTOR |
| MS. HANNE BIRGITTE BREINBJERG SØRENSEN | TATA MOTORS LTD | DIRECTOR |
| MR. GONZALO URQUIJO FERNÁNDEZ DE ARAOZ | ABENGOA, S.A. | CHAIRMAN |
| MR. GONZALO URQUIJO FERNÁNDEZ DE ARAOZ | GESTAMP AUTOMOCIÓN, S.A. | DIRECTOR |
| MR. PHILIP BOWMAN | SKY NETWORK TELEVISION LIMITED | CHAIRMAN |
| MR. PHILIP BOWMAN | BETTER CAPITAL PCC LTD | DIRECTOR |
| MR. PHILIP BOWMAN | KATHMANDU HOLDINGS LIMITED | DIRECTOR |

C.1.12 Indicate and, where appropriate, explain whether the Company has established rules about the maximum number of boards on which its directors may sit, identifying, where applicable, where it is regulated:

[] Yes
[v] No

C.1.13 Indicate the amounts of the following items relating to the total remuneration of the Board of Directors:

| | |
|--|--------|
| Remuneration accrued in the financial year in favour of the Board of Directors (thousands of euros) | 18,289 |
| Amount of the rights accumulated by the current directors in relation to pensions (thousands of euros) | |
| Amount of the rights accumulated by the former directors in relation to pensions (thousands of euros) | |

The amount expressed as remuneration accruing to the Board of Directors includes €8,167 thousand gross paid for the disengagement of the prior CEO.

C.1.14 List any members of senior management who are not executive directors and indicate the total remuneration paid to them during the year:

| Name or corporate name | Position/s |
|---|---|
| MR. JUAN IGNACIO GASTÓN NAJARRO | MANAGING DIRECTOR OF CONSTRUCTION |
| MS. MARÍA DIONIS TRENOR | MANAGING DIRECTOR OF HUMAN RESOURCES |
| MR FIDEL LOPEZ SORIA | MANAGING DIRECTOR OF SERVICES |
| MR. JUAN FRANCISCO POLO MARTÍN | COMMUNICATION AND CORPORATE RESPONSIBILITY DIRECTOR |
| MR. ALBERTO FERREIRO PRADO | INTERNAL AUDIT DIRECTOR |
| MR. FEDERICO FLÓREZ GUTIÉRREZ | MANAGING DIRECTOR OF INFORMATION AND INNOVATION SYSTEMS |
| MR. ERNESTO LÓPEZ MOZO | CHIEF FINANCIAL OFFICER |
| MR. SANTIAGO ORTIZ VAAMONDE | GENERAL COUNSEL |
| MR. JORGE GIL VILLÉN | MANAGING DIRECTOR OF AIRPORTS |
| MR. ALEJANDRO DE LA JOYA RUÍZ DE VELASCO | MANAGING DIRECTOR OF TOLL ROADS |
| MS. MARÍA TERESA PULIDO MENDOZA | CORPORATE STRATEGY DIRECTOR |
| MR. PEDRO MONTOYA SANTOS | COMPLIANCE DIRECTOR |
| MR. ANDRÉS CAMACHO DONEZAR | MOBILITY DIRECTOR |
| Total remuneration senior management (thousands of euros) | 11,059 |

C.1.15 Indicate whether any changes have been made to the Board regulations during the year:

[] Yes
[v] No

C.1.16 Indicate the procedures for selecting, appointing, re-electing and removing directors. List the competent bodies, procedures and criteria used for each of these procedures.

A. Selection of Directors

The competencies of the Nomination and Remuneration Committee include evaluating the skills, knowledge and experience necessary on the Board of Directors, and defining, as a result, the

capabilities and skills necessary in the candidates to cover vacancies. The Nomination and Remuneration Committee is also responsible for assessing the time and dedication necessary to carry out their responsibilities properly.

The Nomination and Remuneration Committee is required to:

- Submit to the Board of Directors proposals to appoint Independent Directors by co-option or to submit the proposal to a vote at the General Shareholders' Meeting, along with any proposals to re-elect or dismiss these Directors by the General Shareholders' Meeting.
- Report on proposed nominations of the remaining Directors for their designation by co-option or by submission to the decision of the General Shareholders' Meeting, as well as proposals for their re-election or release by the General Shareholders' Meeting.

In any event, the Board must issue a report on the competence, experience and merits of the proposed candidate.

The Regulations of the Board of Directors provide that any Board member may propose potential candidates for Board vacancies to the Nominations and Remunerations Committee.

In addition, on 15 December 2015, the Board adopted the Company's Director Selection Policy. The policy indicates that the director selection process must achieve the right balance on the Board of Directors to enrich discussion and decision-making by providing a plurality of points of view. Specifically, it will try to identify candidates who provide a diversity of knowledge, experience, nationalities and gender to the Board, and it will avoid any implicit bias that might imply any form of discrimination. The policy further provides that the Company may enlist the services of an external advisor in director selection procedures. Finally, the policy lists a range of requirements that the Company must consider, among others, when selecting candidates for directorships.

The Regulations of the Board of Directors 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, together with refresher programmes when circumstances so dictate.

B. Term of office

Under the Bylaws and the Regulations of the Board of Directors, Directors shall hold office for a period of 3 years and may be re-appointed.

C. Appointments to the posts of Chief Executive Officer and Secretary to the Board, and memberships of the Advisory Committees. The

Nomination and Remuneration Committee is required to:

- Submit a report on the appointment of the Chief Executive Officer and Secretary to the Board.
- Report on the nomination of members who are to form part of each of the Committees, taking into account the knowledge, aptitudes and experience of the Directors and the duties entrusted to each Committee.

D. Removal of Directors

The removal of Directors from office is detailed in section C.1.19.

C.1.17 Explain to what extent this annual evaluation of the Board has prompted significant changes in its internal organisation and the procedures applicable to its activities:

Description of amendments

The annual evaluation of the Board has not prompted significant changes to its internal organisation or procedures.

However, on the basis of the conclusions and recommendations of the external consultant who assisted in the evaluation process, the Board agreed to further strengthen its work in the following areas: (i) the strategy of the group and its organisational model; (ii) the processes of identification and management of risks; (iii) the gradual renewal of the composition of the Board; (iv) digital innovation and transformation; and (v) increased interaction with the management team.

Describe the evaluation process and the areas evaluated carried out by the board of directors, aided where appropriate by an external consultant, with respect to the operation and composition of the board and its committees and any other area or aspect that has been subject to evaluation.

Description process for the evaluation and areas evaluated

The evaluation process for the Board of Directors is carried out every year with the support of a leading external consultant. In 2019 the following were reviewed: (i) general issues affecting the Board (number of members, knowledge, skills and experience required, independent action and freedom of judgement, adequate supervision of the operation of the Committees) (ii) the dynamics of its operation, its responsibilities and relations with the management team; (iii) the operating dynamics and responsibilities of the Board's committees; (iv) the performance of the Chairman of the Board of Directors, the Chief Executive Officer and the Secretary of the Board.

The Directors answer a questionnaire drawn up by the external adviser, who also holds an interview with each of them. The consultant processes and assesses the information provided in the responses and presents the results at a Board meeting, including its analysis according to reference standards, conclusions and a proposal for actions to improve.

During the year, the external consultant also informed the Board of the main recommendations on corporate governance of investors and voting advisers and their application at Ferrovial.

In addition to the evaluation process, the Audit and Control Committee and the Nomination and Remuneration Committee draw up an annual report on their operation, which is presented to the Board and published on the Company's website sufficiently in advance to the holding of the Ordinary General Shareholders' Meeting.

C.1.18 Breakdown, in those years in which the evaluation has been assisted by an external consultant, of the business relations that the consultant or any company in his group has with the company or any company in his group.

KPMG has assisted in the evaluation process of the Board of Directors for the year 2019. KPMG has the following business relationships with the

Ferrovial Group:

- It provides various types of consulting services to the group (mainly, advice on the review of financial and non-financial information in processes of mergers and acquisitions ("due diligence"), financial audit models and expert reports).
- It is the auditor of Broadpectrum, subsidiary of Ferrovial, S.A.

C.1.19 Indicate the cases in which directors must resign.

Directors shall resign at the end of their term of office or when the General Shareholders' Meeting so decides. Also under any of the following circumstances:

- In the case of an Executive Director, where the Board of Directors considers it appropriate.
- In the case of Proprietary Directors, when the shareholder they represent disposes of their shareholding in its entirety. Directors must also resign from office, in a suitable number, if the shareholding is reduced to a level that requires a reduction in the number of Proprietary Directors.

Directors must place their position at the disposal of the Board, and formalise their resignation if the latter deems it appropriate, in the following cases:

- 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 Board's request, because the Director has seriously breached their obligations.
- 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 72 years.
- Should significant changes take place in their professional situation or the conditions by virtue of which they were nominated Directors.
- When their continuing on the Board might, in the Board's view, harm the Company's image and reputation. In particular, if any legal proceedings or hearings are entered into against the director for an offence specified under corporate legislation, the Board shall examine the matter as promptly as possible and, based on the particular circumstances, decide whether or not the Director should continue in their position. This decision should be disclosed in the Company's Annual Corporate Governance Report.

With regard to Independent Directors, the Regulations of the Board of Directors state that the Board will not ask them to resign before the end of the term of office to which they were appointed unless it considers there are reasonable grounds for doing so after a report has been received from the Nominations and Remunerations Committee. In particular, just cause will be presumed when an Independent Director takes up new posts or responsibilities that prevent them from allocating sufficient time to the work of a Board member, or are in breach of the duties of their position, raise conflicts of interests, or come under one of the disqualifying grounds for classification as independent listed in the applicable legislation.

The removal of Independent Directors may also be proposed if, as a result of public takeover bids, mergers or other similar corporate operations involving a change in the Company's capital structure, when such changes in structure of the Board of Directors are encouraged by the criteria of proportionality set out in the good governance recommendations adopted by the Company.

C.1.20 Are qualified majorities other than those prescribed by law required for any type of decision?:

☒ Yes

☐ No

If applicable, describe the differences.

Description of differences

An amendment to the Regulations of the Board of Directors requires the agreement of the majority of the members of the Board of Directors.

C.1.21 Indicate whether there are any specific requirements, apart from those relating to the directors, to be appointed Chairman of the Board of Directors.

☐ Yes

☒ No

C.1.22 Indicate whether the Bylaws or the Board regulations set any age limit for directors:

☒ Yes

☐ No.

| | Age limit |
|-------------------------|-----------|
| Chairman | 72 |
| Chief Executive Officer | 72 |
| Director | 72 |

In accordance with the Regulations of the Board of Directors, all Directors must place their position at the disposal of the Board of Directors and formalize their resignation, if the Board deems it appropriate, when they reach the age of 72.

C.1.23 Indicate whether the Bylaws or Board Regulations establish a limited mandate or other stricter requirements in addition to those legally established for independent directors, other than those established in the regulations:

☐ Yes

☒ No

C.1.24 Indicate whether the Bylaws or Regulations of the Board of Directors establish any specific rules for voting by proxy at board meetings on behalf of other directors, the manner of doing so and, in particular, the maximum number of proxy appointments a director may make. Also indicate whether there are any limitations on the categories for proxy appointments, beyond those established by law. If so, give brief details.

In accordance with the Regulations of the Board of Directors, Directors must attend the sessions held in person, and where this is not possible, they may, for each session and through any written means including electronic mail, delegate their representation to another Director, with any instructions they deem necessary. This delegation shall be notified to the Chairman or to the Secretary of the Board of Directors. A single Director may hold several delegation. Non-Executive Directors may only delegate their representation upon another Non-Executive Director.

C.1.25 Indicate the number of meetings held by the Board of Directors during the year. Also indicate, if applicable, the number of times the Board has met without the attendance of its Chairman. Attendance will also include proxies appointed with specific instructions.

| | |
|---|---|
| Number of Board meetings | 9 |
| Number of Board meetings held without the Chairman's attendance | 0 |

Indicate the number of meetings held by the coordinating director with the other directors, without the attendance or representation of any executive director:

| | |
|--------------------|---|
| Number of meetings | 1 |
|--------------------|---|

Indicate the number of meetings of the various Board committees held during the year.

| | |
|---|---|
| Number of meetings of the Audit and Control Committee | 5 |
| Number of meetings of the Nomination and Remuneration Committee | 7 |
| Number of meetings of the Executive Committee | 8 |

On 17 December 2019, the minutes of a Board agreement adopted in writing and without a meeting were recorded and the number of meetings was not counted.

The Coordinating Director has held individual meetings with each of the Non-Executive Directors.

C.1.26 Indicate the number of meetings held by the Board of Directors during the year and the details on the attendance of its members:

| | |
|--|-------|
| Number of meetings attended in person by at least 80% of the directors | 9 |
| % of attendance in person over total votes during the year | 97.20 |
| | |

| | |
|--|-------|
| Number of meetings with attendance in person, or proxies granted with specific | 8 |
| % of votes cast with attendance in person and proxies granted with specific instructions, on the total votes during the financial year | 99.10 |

C.1.27 Indicate whether the consolidated and individual financial statements submitted to the Board for their formulation have been previously certified.

[☒] Yes
[☐] No

Identify, where applicable, the person(s) who certified the Company's individual and consolidated financial statements, for their formulation by the Board:

| Name | Position |
|------------------------------------|------------------------------------|
| MR. ERNESTO LÓPEZ MOZO | CFO |
| MR. RAFAEL DEL PINO Y CALVO-SOTELO | CHAIRMAN OF THE BOARD OF DIRECTORS |
| MR. IGNACIO MADRIDEJOS FERNÁNDEZ | CHIEF EXECUTIVE OFFICER |

C.1.28 Explain the mechanisms, if any, established by the Board of Directors to prevent the individual and consolidated accounts prepared by it from being submitted to the General Shareholders' Meeting without any reservations or qualifications in the auditor's report.

The Regulations of the Board of Directors state that one of the Board's responsibilities is to arrange for the annual accounts to be presented before the Annual General Shareholders' Meeting without any reservations or qualifications in the auditor's report.

Pursuant to the Regulations of the Board of Directors, the Audit and Control Committee is responsible for ensuring that the Board of Directors can present the company's accounts to the Annual General Shareholders' Meeting without any reservations or qualifications in the auditor's report, and, in the exceptional case that qualifications exist, both the Chairman of the Committee and the auditors should give a clear account to shareholders of the scope and content of the reservations or qualifications.

C.1.29 Is the Secretary to the Board also a Director?

[☐] Yes
[☒] No

If the Secretary is not a director, please complete the following box:

| Name or corporate name of secretary | Representative |
|-------------------------------------|----------------|
| MR. SANTIAGO ORTIZ VAAMONDE | |

C.1.30 Indicate the specific mechanisms established by the company to preserve the independence of the external auditors, as well as, if any, the mechanisms to preserve the independence of the financial analysts, of the investment banks and of the rating agencies, including how the legal provisions have been implemented in practice.

The duties of the Audit and Control Committee include (i) submitting to the Board of Directors proposals for the selection, appointment, re-election and replacement of the auditor; (ii) proposing to the Board the scope of the work to be carried out by the auditor; (iii) ensure that the Statutory Auditor's remuneration does not compromise its quality or independence; (iv) ensuring that the Company and the external auditor comply with current regulations on the provision of non-audit services, the limits on the auditor's concentration of business and, in general, other regulations on auditor independence; and (v) establishing the appropriate relations with the external auditor in order to receive information on any issues that may threaten their independence, for the purpose of examining them if appropriate.

The Audit and Control Committee receives written confirmation annually from the auditor of its independence with respect to the Company or entities directly or indirectly connected to the Company, as well as detailed or tailored information on any type of additional services provided to these entities by this auditor, along with any fees received from these entities by the aforesaid auditor or by persons or entities bound to the latter by this agreement in accordance with the provisions of the legislation on auditing of accounts. Prior to the issue of the external auditor's report, the Committee issues a report every year expressing an opinion on whether the independence of the external auditor is compromised. This report contains the reasoned assessment of the provision of each and every one of the additional services, considered individually and as a whole, other than the statutory audit.

Likewise, when necessary, the auditor has had a sufficient time limit to inform the Audit and Control Committee, within its meetings, without the presence of the Company's executives.

Under the Company's internal procedures, the Finance Department proposes the engagement of external auditors for due diligence reviews when a new company is to be acquired or for other special engagements requiring the involvement of external auditors.

The Company has an internal procedure in place that regulates the engagement of any professional consultancy or advisory services from auditing firms or other organisations related thereto or that belong to the same network, regardless of whether or not any of these firms have at the time been engaged to review the consolidated or individual financial statements of Ferrovial, S.A. or any company in its group. Based on this internal procedure, the contracting of certain non-audit services has been authorised with the external audit firms and with other audit firms. In its analysis, the Audit and Control Committee has considered the nature and circumstances of the service, the issues that may arise in relation to the regulations on independence and the reasons for hiring it from a specific audit firm.

Likewise, the Finance Department periodically submits to the Audit and Control Committee (i) a summary of all the work authorised to date; and (ii) an estimate of the costs to be incurred in the remainder of the year.

The Audit and Control Committee also receives information on the audit fees received by the external auditor (and by the rest of the group's auditors) during the corresponding year, and their variation in relation to the previous year.

Finally, the Company has put in place an internal procedure with measures to ensure that Ferrovial does not employ any staff or senior managers who are carrying out, or have carried out, analysis work in rating agencies involving the Company or its subsidiaries whose shares are listed on a stock exchange, or who have worked for a rating agency, within a period of two years after they have left the rating agency. The General Human Resources Department is responsible for implementing this policy.

C.1.31 Indicate whether the Company has changed its external audit firm during the year. If so, identify the incoming and outgoing auditor:

[] Yes
[v] No

The General Shareholders' Meeting held on 5 April 2019 approved the re-election of Deloitte as the external auditor of the Company and its consolidated group for the 2019 financial year.

According to the communication sent to the CNMV on 19 December 2018, the Board of Directors of Ferrovial agreed to submit to the General Shareholders' Meeting of the Company, when appropriate, the appointment of Ernst & Young, S.L. as the auditor of the accounts of Ferrovial and its consolidated group for the years 2020 to 2022, in accordance with the recommendation issued by the Audit and Control Committee. This agreement is the result of the selection process for which this Committee has been responsible. This appointment will be submitted to the Ordinary General Shareholders' Meeting in 2020.

In the event that there were disagreements with the outgoing auditor, explain the content of these:

- [] Yes
[v] No

C.1.32 Indicate whether the audit firm performs non-audit work for the Company and/or its group. If so, state the amount of fees paid for such work and the percentage they represent of all fees invoiced to the Company and/or its group:

- [v] Yes
[] No.

| | Company | Group companies | TOTAL |
|---|---------|-----------------|-------|
| Amount of non-audit work (in thousands of euros) | 0 | 172 | 172 |
| Amount of non-audit work / Amount of audit work (%) | 0 | 3.55 | 3.46 |

C.1.33 Indicate whether the auditor's report on the previous year's financial statements includes reservations or qualifications. If so, indicate the reasons given to the shareholders at the General Shareholders' Meeting by the chairman of the audit committee to explain the content and scope of such reservations or qualifications.

- [] Yes
[v] No

C.1.34 Indicate the number of consecutive years during which the current audit firm has been auditing the individual and/or consolidated financial statements of the Company and/or its group. Likewise, indicate for how many 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:

| | Individual | Consolidated |
|-----------------------------|------------|--------------|
| Number of consecutive years | 10 | 10 |

| | Individual | Consolidated |
|---|------------|--------------|
| Number of years audited by current audit firm/Number of years the Company or its group has been audited (%) | 40.00 | 40.00 |

C.1.35 Indicate whether there are procedures for directors to receive the information they need in sufficient time to prepare for the meetings of the governing bodies:

- [v] Yes
[] No

Procedures

Each year, the Board of Directors adopts, on a proposal from the Chairman, a schedule of dates and topics for the meetings scheduled to take place during the following year.

The meetings of the Board of Directors may be convened by any written method, including electronic mail, personally addressed to each Director with a notice period of, at least, forty-eight hours. The agendas of Board meetings should clearly indicate on which points the Board of Directors must arrive at a decision or agreement.

Pursuant to the Regulations of the Board of Directors, the Chairman of the Board of Directors, in collaboration with the Secretary, is responsible for ensuring that Directors have the information necessary to deliberate on and adopt resolutions on the matters at hand, prior to the meeting and sufficiently in advance, unless the Meeting is constituted or called for reasons of urgency. Moreover, the Secretary is responsible for assisting the Chairman so that Directors receive information relevant to the performance of their duties with sufficient notice and in an appropriate format.

Finally, the Regulations of the Board of Directors state that Directors are at liberty to directly approach any member of Senior Management for information, informing the Chairman when doing so. They are also free to ask the Chairman, the Deputy Chairman, the Chief Executive Officer and the Secretary to the Board for any further information they may reasonably require.

C.1.36 Indicate and, where appropriate, give details of whether the Company has established rules obliging directors to inform the Board of any circumstances that might harm the Company's name or reputation, tendering their resignation, where relevant:

☒ Yes
☐ No

Explain the rules

Under the Regulations of the Board of Directors, Directors are required to tender their resignation to the Board in the following cases:

- 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 Board's request, because the Director has seriously breached their obligations.
- Where the Director could, by continuing to serve as a member of the Board, place the interests of Ferrovia in jeopardy.
- When their continuing on the Board might, in the Board's view, harm the Company's image and reputation. In particular, if any legal proceedings or hearings are entered into against the director for an offence specified under corporate legislation, the Board shall examine the matter as promptly as possible and, based on the particular circumstances, decide whether or not the Director should continue in his/her position. This decision shall be fully disclosed in the company's annual Corporate governance report.
- Should significant changes take place in their professional situation or the conditions by virtue of which they were nominated Directors.

The Regulations of the Board of Directors also require Directors to inform the Company, through the Chairman or Secretary to the Board, of any criminal or other proceedings against them, as well as any subsequent trials.

C.1.37 Indicate whether any Director has notified the Company that they have been indicted or tried for any of the offences stated in article 213 of the Capital Companies Act.

☐ Yes
☒ No

C.1.38 List any significant agreements entered into by the Company which come into force, are amended or terminate in the event of a change of control of the Company due to a takeover bid, and their effects.

Ferrovia has had a Multicurrency Revolving Facility Agreement with certain financial institutions since April 2014. This stipulates early repayment in the event of a change in control at Ferrovia, authorising each of these institutions to withdraw the financing given on an individual basis for 90 days thereafter. A change in control is defined as the combination of the following: (i) a person or group of people acting decisively to gain ownership of 50% or more of the shares or voting rights of Ferrovia or appoint over half of the members of the Board; and (ii) Ferrovia's rating is adversely affected in the 90 days following the change in control becoming known or actually happening due to such change.

In May 2013 Ferrovial Emisiones, S.A., 100% subsidiary of Ferrovial S.A., issued bonds listed on the London Stock Exchange, guaranteed by Ferrovial, S.A. and maturing in 2021. Ferrovial Emisiones, S.A. also issued in July 2014, September 2016 and March 2017 bonds admitted to trading on the fixed-rent market-AIAF, also guaranteed by Ferrovial, S.A. and maturing in 2024, 2022 and 2025, respectively. Section 7(c) of the Terms and Conditions included in the four issue prospectuses establishes as a case of early total or partial redemption, at the option of the holders of the bonds, the fact that there is a change of control of Ferrovial, S.A., which also results in the loss or lowering of the "rating" of Ferrovial, S.A. For these purposes, a change of control is understood to be an event of acquisition of ownership of more than 50% of the Company's voting rights at the General Shareholders' Meeting or of the right to appoint the majority of the members of the Board of Directors by a person or persons not related to Portman Baela, S.L., for the 2013 and 2014 issues, or by a person or persons not related to Menosmares, S.L.U., Rijn Capital BV, Soziancor, S.L.U., Casa Grande de Cartagena, S.L.U. or Siemprelara, S.L.U., for the 2016 and 2017 issues.

In December 2016 and November 2017, Ferrovial and several of its subsidiaries entered into counter-guarantee contracts with several insurance companies for the issuance of bonding guarantees on behalf of Ferrovial Group companies. The contracts include the ability of insurers to request counter-guarantees in cash if there is a change of control at Ferrovial. For these purposes, there shall be a change of control under essentially identical terms as those described for bond issues in the previous paragraph.

The Company and its group are also party to less onerous contracts, mainly financial in nature, that require authorisations or set conditions for a change of control or corporate transactions such as a merger or spin-off. These include a change of control in Ferrovial, S.A. among the grounds for early termination.

There are contracts with suppliers of IT and telecommunication services that include a change of control in Ferrovial, S.A. among the grounds for early termination.

- C.1.39 Identify on an individual basis, when referring to directors, and on an aggregate basis in all other cases and indicate, in detail, the agreements between the company and its directors and management or employees that provide for indemnities, guarantee clauses or golden parachute clauses, when they resign or are dismissed in an improper manner or if the contractual relationship reaches an end as a result of a takeover bid or other type of operations.

| | |
|-------------------------|-------------------------------|
| Number of beneficiaries | 0 |
| Type of beneficiary: | Description of the agreement: |
| None. | None. |

Indicate whether, in addition to the cases provided for by law, these contracts must be notified to and/or approved by the bodies of the company or its group. If so, specify the procedures, assumptions envisaged and the nature of the bodies responsible for approving or communicating them:

| | Board of Directors | General Shareholders' Meeting |
|--|--------------------|-------------------------------|
| Body authorising the clauses | | |
| | Yes | No |
| Is the General Shareholders' Meeting informed of such clauses? | | √ |

C.2. Committees of the Board of Directors

C.2.1 Give details of all the board committees, their members and the proportion of executive, proprietary, independent and other external directors sitting on them:

| Audit and Control Committee | | |
|--|----------|-------------|
| Name | Position | Category |
| MR. ÓSCAR FANJUL MARTÍN | CHAIRMAN | Independent |
| MR. SANTIAGO FERNÁNDEZ VALBUENA | DIRECTOR | Independent |
| MR. PHILIP BOWMAN | DIRECTOR | Independent |
| MR. GONZALO URQUIJO FERNÁNDEZ DE ARAOZ | DIRECTOR | Independent |

| | |
|-------------------------------|--------|
| % of executive directors | 0.00 |
| % of proprietary directors | 0.00 |
| % of independent directors | 100.00 |
| % of other external directors | 0.00 |

Explain the duties, including, if applicable, those additional to those provided for by law, attributed to this committee, and describe its procedures and rules of organisation and operation. For each of these duties, indicate its most important actions during the year and how each of the duties attributed to it either in law or in the Bylaws or other corporate resolutions have been carried out in practice.

Duties

The Bylaws and the Regulations of the Board of Directors attribute the following powers to the Audit and Control Committee:

In relation to the external auditor:

- Submit proposals for selection, appointment, re-election and substitution of the external auditor to the Board of Directors, taking responsibility for the selection process in accordance with the provisions of applicable regulations, alongside the conditions for their appointment, regularly reviewing this information with regards to the audit and its performance, as well as maintaining independence in the performance of its duties.
- Establish the appropriate relationships with the auditor so as to receive information about those issues that might represent a threat to its independence, and any others related to the performance of the audit itself.
- Serve as the channel of communication between the Board of Directors and the auditor, receive regular reports upon their work from the latter and evaluate the results of each audit, and verifying that senior management complies with the recommendations of the auditor.
- Ensure that the Company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the auditor's business concentration and other requirements concerning auditor independence.
- Issue a report upon the independence of the auditor, which shall be published on the Company's website sufficiently far in advance of the date of the Ordinary General Shareholders' Meeting of the Company. Ensure that the auditor's remuneration does not compromise its quality or independence.
- Carry out an assessment of the service provided by the auditor every five years so as to verify its quality.

In relation to the Internal Audit:

- Propose the selection, appointment, re-election or removal of the Internal Audit Director, who will depend functionally on the Chairman of the Committee.

- Supervise the independence of the Internal Audit Department; ensure that it has the human, technical and material resources and training necessary to carry out its duties and for this purpose, propose its budget.

- Receive periodic information about the activities of the internal audit services; approve, following presentation by the Internal Audit Director, their orientation and work plans, ensuring that the activity is focused principally on the significant risks of the Company; verify compliance with the internal audit plan; receive information about possible incidents during its execution; and verify that senior management takes into account the conclusions and recommendations of its reports.

In the area of financial reporting:

- Supervise the process of preparation and presentation, as well as the accuracy, of the financial information relating to the Company and the Group, reviewing compliance with the regulatory requirements, the correctness of the consolidation perimeter and the application of the accounting criteria.

- Prior to its approval by the Board, report upon the financial information which the Company must periodically provide to the markets, investors or public authorities as required by the applicable regulations.

- Supervise the effectiveness of the internal control of the Company and discuss with the auditor, any significant weaknesses detected in the internal control system in the course of the audit, without violating its independence; and, where appropriate, propose or submit proposals and the deadline for their follow-up.

In relation to risk control:

- Supervise the efficacy of the risk management systems.

- Supervise and periodically evaluate the principal risks to the businesses as well as the systems established for their identification, management and control.

In relation to other matters:

Inform the General Shareholders' Meeting about the issues that arise within it in matters within its competence.

- Supervise compliance with the regulations on corporate governance and conduct on the securities markets and make the proposals for their improvement. In particular, report upon the operations of the Company with its Directors or their Related Persons, preparing a report on them, which will be published on the Company's website sufficiently far in advance of the call for the Ordinary General Shareholders' Meeting of the Company.

- Establish and supervise Ferrovial's Ethics Box, managed by the Internal Audit Department, which allows any employee and third parties to communicate, via the Internet or a post office box, confidentially and anonymously, irregularities of potential importance, especially financial and accounting, which are seen within Ferrovial.

- Report, in advance, to the Board of Directors on all matters envisaged in the law, the Bylaws and the Regulations of the Board, and in particular, about: (i) the creation or acquisition of shareholdings in special purpose entities or those domiciled in countries or territories considered to be tax havens; and (ii) operations with related parties.

- Coordinate the reporting process for non-financial information, in accordance with the applicable regulations and the international standards of reference.

- Oversee the functioning and efficiency of the compliance model and its organisation and control system, and ensure that the Compliance Department has sufficient human, technical and material resources and skills to perform its functions.

Continued in Section H.

Identify the directors who are members of the audit committee and who have been appointed taking into account their knowledge and experience in accounting, auditing or both and report on the date of appointment of the Chairman of this committee to the post.

| | |
|---|--|
| Name of the directors with experience | MR. ÓSCAR FANJUL MARTÍN / MR. SANTIAGO FERNÁNDEZ VALBUENA / MR. PHILIP BOWMAN / MR. GONZALO URQUIJO FERNÁNDEZ DE ARAOZ |
| Date of the appointment of the chairman in the position | 19/12/2019 |

| Nomination and Remuneration Committee | | |
|--|----------|-------------|
| Name | Position | Category |
| MR. SANTIAGO FERNÁNDEZ VALBUENA | DIRECTOR | Independent |
| MR. JOSÉ FERNANDO SÁNCHEZ-JUNCO MANS | CHAIRMAN | Independent |
| MS. HANNE BIRGITTE BREINBJERG SØRENSEN | DIRECTOR | Independent |
| MR. BRUNO DI LEO | DIRECTOR | Independent |

| | |
|-------------------------------|--------|
| % of executive directors | 0.00 |
| % of proprietary directors | 0.00 |
| % of independent directors | 100.00 |
| % of other external directors | 0.00 |

Explain the duties, including, if applicable, those additional to those provided for by law, attributed to this committee, and describe its procedures and rules of organisation and operation. For each of these duties, indicate its most important actions during the year and how each of the duties attributed to it either in law or in the Bylaws or other corporate resolutions have been carried out in practice.

Duties

The Corporate Bylaws and the Regulations of the Board of Directors allocate the following responsibilities to the Nominations and Remunerations Committee:

In relation to the composition of the Board of Directors and of its Committees:

- Evaluate the competences, knowledge and experience necessary on the Board of Directors. For these purposes, it shall define the duties and aptitudes required of the candidates for a vacancy, and evaluate the time and dedication necessary for them to be able to fulfill the duties entrusted effectively.
- Establish a representation objective for the less represented gender on the Board of Directors, and prepare guidelines as to how to attain that objective.
- Submit to the Board of Directors the proposals to appoint Independent Directors by co-option or to submit the proposal to a vote at the General Shareholders' Meeting, along with any proposals to re-elect or dismiss these Directors by the General Shareholders' Meeting.
- Report on proposals for nominations of the remaining Directors for their appointment by co-option or to submit the proposal to a vote at the General Shareholders' Meeting, along with any proposals to re-elect or dismiss these Directors by the General Shareholders' Meeting.
- Report on proposals to appoint the individuals who are to represent a legal person Director.
- Provide information on the nomination of the Chairman and the Deputy Chairmen of the Board of Directors, the Secretary and the Deputy Secretary to the Board of Directors.
- Report on the nomination of the CEO.
- Report on the nomination of members who are to form part of each of the Committees, taking into account the knowledge, aptitudes and experience of the Directors and the duties entrusted to each Committee.

In relation to the remuneration of Directors and Senior Management:

- Propose to the Board of Directors the general remuneration policy for Directors and Senior Management.
- Propose the individual remuneration and other contractual conditions of Executive Directors, ensuring that these are complied with.
- Propose the basic conditions of the contracts for senior managers.
- Monitor compliance with the remuneration policy set by the Company.

- Periodically review the remuneration policy applied to the Directors and senior managers, including the remuneration systems with shares and their application, as well as ensuring that their individual remuneration is in due proportion to what is paid to the remaining Directors and senior managers of the Company.

- Verify the information on the remuneration of the Directors and senior managers contained in the different corporate documents, including the Annual Report on Directors' Remuneration.

In relation to the nomination of senior managers of the Company and directors of subsidiary companies:

- Report on the proposals for nomination and release of senior managers.

- Report on the nominations of the persons who are to represent Ferrovial on the boards of directors of the subsidiary companies and most important investees as determined by the Board.

Other duties:

- Draft the reports on the annual evaluation of the Board of Directors and for the evaluation of the Committee by the Board.

- Examine and organise the succession to the Chairman of the Board of Directors and the principal executive of the Company and, where relevant, make proposals to the Board of Directors in order that the said succession should take place in an orderly, planned manner.

- Ensure that the Non-Executive Directors have sufficient time available for the proper conduct of their remit.

Operations

The Committee Chairman will chair meetings, lead discussions on the matters to be addressed, and have the casting vote in the event of a tied vote.

The Committee will meet following a call by its Chairman, who should do so when so requested by the Board of Directors, the Chairman of the Board of Directors, or two members of the Committee, and in any event, when required for the proper performance of its duties.

The Committee shall be deemed to be validly constituted when more than half of its members are present or represented at the meeting, and agreements shall be taken by absolute majority vote by those present.

To better fulfil its duties, the Committee may seek the opinion of external advisers, for which purposes, the provisions of the Board regulations will apply.

Any member of the management team or Company personnel required to do so will be obliged to attend the Committee's meetings, providing it with their assistance and access to the information they have. When so determined by the Committee, they shall attend without the presence of any other executive.

The Committee shall consult the Company's Board Chairman and Chief Executive, especially on matters relating to Executive Directors and senior managers.

It will also draw up a report on its operation and publish it on the Company's website prior to the holding of the Ordinary General Shareholders' Meeting

Anything not specifically provided for with regard to the Committee will be subject to the Regulations of the Board of Directors on calling meetings, constitution and the adoption of agreements, as long as this is compatible with the nature and duties of the Committee.

Most important actions during the year

As in previous years, the Committee approved a work plan with a forecast of matters to be dealt with at each of its meetings in 2019, incorporating specific issues during the year.

Continued in Section H.

| Executive Committee | | |
|--------------------------------------|----------|-------------|
| Name | Position | Category |
| MR. ÓSCAR FANJUL MARTÍN | DIRECTOR | Independent |
| MR. JOSÉ FERNANDO SÁNCHEZ-JUNCO MANS | DIRECTOR | Independent |
| MS. MARIA DEL PINO Y CALVO-SOTELO | DIRECTOR | Proprietary |

| Executive Committee | | |
|---|----------|-------------|
| Name | Position | Category |
| MR. RAFAEL DEL PINO Y CALVO-SOTELO | CHAIRMAN | Executive |
| MR. IGNACIO MADRIDEJOS FERNÁNDEZ | DIRECTOR | Executive |
| MR. JUAN MANUEL HOYOS MARTÍNEZ DE IRUJO | DIRECTOR | Independent |

| | |
|-------------------------------|-------|
| % of executive directors | 33.33 |
| % of proprietary directors | 16.67 |
| % of independent directors | 50.00 |
| % of other external directors | 0.00 |

Explain the duties attributed to this committee, and describe the procedures and rules for its organisation and operation. For each of these duties, indicate its most important actions during the year and how each of the duties attributed to it either in law or in the Bylaws or other corporate resolutions have been carried out in practice

The Executive Committee of the Company has been delegated all the duties allocated to it by the Board of Directors, except for those which under the law or the Bylaws cannot be delegated.

Operations

The Regulations of the Board of Directors stipulate the following rules:

The Executive Committee shall ordinarily meet once a month and, in addition, as many times as it is called by the Chairman for the proper operation of the Company.

The notice for Executive Committee meetings shall be issued by any written method, addressed personally to each Director, with a notice period of at least one day prior to the date of the meeting, except in the event of extraordinary circumstances as decided up by the Chairman, in which case, the Executive Committee may be convened without said notice.

The meeting of the Executive Committee shall be quorate when more than one half of its members attend, in person or represented.

The Chairman of the Board of Directors will act as Chairman of the Executive Committee and its Secretary will be the Secretary of the Board.

In the absence of the Chairman, their duties will be carried out by the Deputy Chairman, if they are part of the Committee, and failing this, by the Director appointed by the Committee.

The agreements shall be adopted by absolute majority of those present at the session. The Chairman shall have the casting vote in the event of a tie.

Minutes are taken of all meetings of the Executive Committee and are circulated to all members of the Board for information on the issues discussed and the decisions reached on each item.

With respect to remaining matters, the Executive Committee is governed, where applicable, by the rules applicable to the Board of Directors established in the Corporate Bylaws and in the Regulations of the Board of Directors.

Most important actions

In the exercise of the duties delegated to it, the Executive Committee, during the meetings held during the year, has approved and was informed of those operations which, according to the internal regulations of the Company, must be brought to the attention of this Committee.

Likewise, within the framework of its duty to supervise the Company's activity that is incumbent on it as a delegated body of the Board of Directors, the Executive Committee has monitored (i) the evolution of the main financial and operational indicators of each of the business divisions; and (ii) the most relevant issues and projects that affect the group, among others, the monitoring of the process of divestment of the group's Services division.

Composition:

On 30 September 2019, Mr. Íñigo Meirás and Mr. Joaquín Ayuso presented their resignations as Directors and therefore as members of the Executive Committee. Similarly, on 19 December 2019, Mr. Santiago Bergareche resigned as Director and member of the Executive Committee. On the same date, the Board appointed Mr. Juan Hoyos Martínez de Irujo as a member of this Committee.

C.2.2 Complete the following table on the number of female directors on the various Board committees at the close of the past four years:

| | Number of female directors | | | | | | | |
|---------------------------------------|----------------------------|-------|---------------------|-------|---------------------|-------|---------------------|-------|
| | Financial year 2019 | | Financial year 2018 | | Financial year 2017 | | Financial year 2016 | |
| | Number | % | Number | % | Number | % | Number | % |
| Audit and Control Committee | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 | 0 | 0.00 |
| Nomination and Remuneration Committee | 1 | 25.00 | 0 | 25.00 | 0 | 0.00 | 0 | 0.00 |
| Executive Committee | 1 | 16.67 | 1 | 14.29 | 1 | 14.29 | 1 | 14.29 |

C.2.3 Indicate, as appropriate, 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. In turn, indicate whether an annual report on the activities of each committee has been drawn up voluntarily.

The Audit and Control Committee and the Nominations and Remunerations Committee have drawn up reports on their operation, which are published on the Company's website (www.ferrovial.com) sufficiently in advance of the General Shareholders' Meeting.

The regulations of the Executive Committee, the Audit and Control Committee and the Nominations and Remunerations Committee are included in the Bylaws (articles 49 to 52) and in the Regulations of the Board of Directors (articles 18 to 24).

A record of the Bylaws and Regulations of the Board of Directors is filed at the Mercantile Registry. Alternatively, they can be consulted on the Company's website: www.ferrovial.com. The Regulations of the Board of Directors are also available on the CNMV's website (www.cnmv.es).

D. RELATED-PARTY TRANSACTIONS AND INTER-GROUP OPERATIONS

D.1. Explain, where applicable, the procedure and the competent bodies to approve related-party or intra-group transactions.

The transactions which may take place from time to time between Ferrovial or the companies of its Group and the Directors or their related persons are regulated by the following regulations:

- Article 229 section 1 a) of the Capital Companies Act ("CCA"). This obliges administrators, as a general rule, to abstain from engaging in transactions with the Company as there is a conflict of interest.

- Articles 529 ter section 1 h) of the CCA and 38.2 s) of the Bylaws. These provisions vest a non-delegable duty and power in the Board of Directors, supported by a prior report from the Audit and Control Committee, to approve transactions concluded by the Company or its group companies with Directors or shareholders who individually or combined with others hold a significant interest, including shareholders represented on the Board of Directors of the Company or of other companies in the same group, or their related-parties.

Article 230 section 2, paragraph 2 of the CCA attributes the competence to authorise such operations to the General Shareholders' Meeting in the event that the value of the transaction exceeds 10% of the corporate assets.

- Article 529 ter 1 h) of the CCA states that only operations which simultaneously fulfil all of the following three conditions shall be exempted from this requirement for approval: a) that the transactions are conducted by virtue of contracts whose conditions are standardised and which are applicable en masse to a large number of customers; b) that they are undertaken at prices or tariffs established in general by whoever acts as the supplier of the good or service in question; and c) that the value does not exceed 1% of the annual revenue of the Company.

- The Regulations of the Board of Directors reflect this legal obligation in their article 38. The same article also states that in cases of ordinary transactions with the Company or its subsidiaries, it shall be sufficient for the Board of Directors to approve the line of operations in a generic manner.

D.2. List any significant transactions, by virtue of their amount or importance, between the Company or its group companies and the Company's significant shareholders:

| Name or corporate name of significant shareholder | Name or corporate name of the company or entity of its group | Nature of the relationship | Type of operation | Amount (thousands of euros) |
|---|--|----------------------------|-------------------|-----------------------------|
| No data | | | | N.A. |

Note 6.8 to the consolidated annual accounts and note 20 to the individual annual accounts provide information on the transactions that the Company or its group companies have carried out during 2019 with their related-parties, all of which are within the ordinary trading or exchange activities of the Company and its group and under normal market conditions.

D.3. List any significant transactions, by virtue of their amount or importance, between the Company or its group companies and the Company's managers or executives.

| Name or corporate name of the directors or managers | Name or corporate name of the related party | Link | Nature of the operation | Amount (thousands of euros) |
|---|---|------|-------------------------|-----------------------------|
| No data | | | | N.A. |

Note 6.8 to the consolidated annual accounts and note 20 to the individual annual accounts provide information on the transactions that the Company or its group companies have carried out during 2019 with their related parties, all of which are within the ordinary trading or exchange activities of the Company and its group and under normal market conditions.

- D.4.** Report any significant transactions undertaken by the Company with other companies in its group that are not eliminated in the process of drawing up the consolidated financial statements, and whose subject matter and terms set them apart from the Company's ordinary trading activities.

In any case, any inter-group operation made with entities established in countries or territories that are considered as tax havens will be reported:

| Corporate name of the entity of its group | Brief description of the operation | Amount (thousands of euros) |
|---|------------------------------------|--------------------------------|
| No data | | N.A. |

Note 6.8 to the consolidated annual accounts and note 20 to the individual annual accounts provide information on the transactions that the Company or its group companies have carried out during 2019 with their related parties, all of which are within the ordinary trading or exchange activities of the Company and its group and under normal market conditions.

- D.5.** List of the significant operations carried out between the company or entities in its group and other related parties that have not been reported in the previous sections:

| Corporate name of the related party | Brief description of the operation | Amount (thousands of euros) |
|-------------------------------------|------------------------------------|--------------------------------|
| No data | | N.A. |

Note 6.8 to the consolidated annual accounts and note 20 to the individual annual accounts provide information on the transactions that the Company or its group companies have carried out during 2019 with their related parties, all of which are within the ordinary trading or exchange activities of the Company and its group and under normal market conditions.

- D.6.** List the mechanisms established to detect, determine and resolve any possible conflicts of interest between the Company and/or its group, and its directors, management 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 obliged to inform the Board of any conflict that arises, through its Secretary or Chairman.

Under the Law, the duty to avoid conflicts of interest binds a director to refrain from:

- Carrying out transactions with Ferrovial, with the exceptions envisaged in the applicable regulations.
- Using the name of the company or adducing their standing as administrator to obtain undue influence when carrying out private operations.
- Making use of the corporate assets, including the confidential information of the Company, for private means.
- Leveraging the business opportunities of the Company.
- Obtaining advantages or remuneration from third parties other than the Company and its group, associated to the performance of their duties, other than minor matters of mere courtesy.
- Carrying out activities on their own, or another's, behalf which entail effective competition, whether currently or potentially, or which, in any other way, places them in permanent conflict with the interests of the Company.

The above provisions will also apply if the beneficiary of the prohibited act is a related-party of the Director.

In any case, Directors must abstain from taking part in deliberation and voting on resolutions or decisions in which they or a related-party are directly or indirectly involved in a conflict of interest. The foregoing obligation to abstain shall exclude those agreements or decisions which affect them in their standing as Director, such as their designation for or release from remits in the Board of Directors or others of similar significance.

Situations of conflict of interest involving Directors shall be reported in the annual report.

Likewise, the Board of Directors must approve, subject to a prior report from the Audit and Control Committee, transactions concluded by Ferrovial with Directors or shareholders who, individually or combined with others, hold a significant interest, including shareholders represented on the Board of Directors of the Company or of other companies of its group, or with their related parties. The Directors affected, or who represent, or are related to the affected shareholders, must abstain from participation in the deliberations and voting upon the agreement in question. Such approval will not be required if the transaction meets the following three conditions:

- a) That the transactions are undertaken by virtue of contracts whose conditions are standardised and which are applicable en masse to a large number of customers;
- b) That they are undertaken at prices or tariffs established in general by whoever acts as the supplier of the good or service in question;
- c) Their amount is no more than 1% of the Company's annual revenue.

The authorisation must be agreed by the General Shareholders' Meeting in the events prescribed by Law and, in particular, when it relates to a transaction the value of which exceeds ten per cent of the Company's assets.

The following persons are subject to these rules:

- Directors of Ferrovial, S.A. A director must abstain from taking part in deliberation and voting on resolutions or decisions in which they or a related-party has a conflict of interest.
- Shareholders who individually or combined with others hold a significant shareholding.
- Individuals representing Directors that are legal persons.
- Senior managers, as far as compatible with the nature of their relationship with Ferrovial.
- Other persons who the Board considers, under article 3 of the Regulations of the Board of Directors, must be fully or partially subject to such Regulations, notifying them of this decision.
- Persons related to those in the above-mentioned categories, as defined in the Regulations of the Board of Directors.

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

- ☐ Yes
☒ No

E. RISK CONTROL AND MANAGEMENT SYSTEMS

E.1. Explain the scope of the Company's Risk Control and Management System, including taxation risk.

The Board is responsible for approving the Risk Control and Management Policy and for oversight of the reporting and control systems; and, the Audit and Control Committee is responsible for analysing and assessing the main risks to the business and the risk detection, management and control systems. The Board of Directors has determined that Ferrovial's risk policy can be concisely expressed by the following principles:

- Business ethics.
- Awareness and proportionality of the risk assumed.
- Segregation of duties.
- Assessment of risk.
- Protection of people's health and integrity.
- Distribution of information.
- Integration and coordination.

Based on these principles, Ferrovial has put in place a risk identification and assessment process called Ferrovial Risk Management (FRM). It is supervised by the Board of Directors, through the Audit and Control Committee, and managed by the Management Committee and Risk Management and implemented in all the Group's business areas.

It also allows to identify (sufficiently in advance) and assess risk events, including those of a tax nature, according to their probability of occurrence and their potential impact on strategic business objectives (including the potential impact on corporate reputation). All in order to take the most suitable management and assurance measures, taking into account the nature and location of the risk.

A common metric is used for two assessments of identified risk events: (i) an inherent assessment, prior to the implementation of specific control measures to mitigate the risk, regardless of its impact or probability of occurrence; and (ii) a residual assessment, after the control measures have been implemented. This also enables the relative importance of each risk event in the risk matrix to be determined and the effectiveness of the control measures implemented for risk management to be assessed.

E.2. Identify the bodies responsible for preparing and implementing the Risk Control and Management System, including tax risks.

The Risk and Compliance Department is responsible for coordinating the application and operation of the FRM.

The Company's risk management policy requires all business divisions and investees for which Ferrovial has management competencies to identify and assess the risks, including those of a tax nature, to which they are exposed in the pursuit of their business objectives, to identify sufficiently in advance appropriate mitigating measures that reduce or eliminate the probability of the risk occurring and/or its potential impact on objectives in the event it were to materialise.

E.3. Indicate the main risks, including tax risks and to the extent that those derived from corruption are significant (the latter being understood with the scope of Royal Decree Law 18/2017), which may affect the business objectives from being achieved:

In achieving its business objectives, Ferrovial is exposed to a variety of risk factors inherent to the nature of the activities it carries out and the countries in which it operates. The following risks, according to their residual assessment, may impact the development of Ferrovial's strategy:

1. Economic environment: The tax consolidation policies that are being implemented in some of the countries in which Ferrovial operates are weakening the financial capacity of public administrations, the company's customers, which can have a negative impact on operations and margins and contracting volumes for certain Ferrovial projects, as well as on expectations for compliance with the business plan, affecting their viability.
2. Increased competition: The slowdown in the European economy and the financial difficulties in emerging economies are having a negative impact on the investment capacity of public and private customers in these territories and, therefore, on the demand for infrastructures. This situation causes a movement of capital towards international markets with greater availability of resources and consequently greater business opportunities.

The concentration of business opportunities in certain geographic areas increases the competitive tension and the demand for qualified human resources, reliable suppliers of products and services, as well as partners with sufficient financial solvency and technical suitability, with the consequent pressure on prices and margins in large projects with a long life cycle.

Additionally the increase of investment funds dedicated to infrastructures in a context of low interest rates and their willingness to move up on the value chain of the projects increases competition in Ferrovial's target markets.

On the other hand, the concentration of competitors in some geographic areas stimulates the creation of entry barriers by local companies and public administrations towards international competitors, which makes growth difficult in these areas.

3. Brexit: Finally, on 31 January 2020, the United Kingdom's exit from the European Union was completed, beginning an eleven-month transitional period in which both parties must reach an agreement on the form of exit. The uncertainty surrounding the outcome of these negotiations is generating economic instability in the short and medium term in the United Kingdom and in the rest of the European Union. The consequences of the type of exit agreement could affect the profitability and value creation capacity of Ferrovial's assets in the country.

In the case of Heathrow Airport, the main asset in which Ferrovial participates in the United Kingdom, this uncertainty could impact on the development of the airport's expansion project. Additionally, a potential stagnation or slowdown in the UK economy could affect the overall activity of the airport, although this is not considered likely, due to the relevance of the asset and the fact that it is at full capacity.

4. Regulatory environment: Ferrovial carries out most of its operations in countries with high legal security, where socio-economic stability and regulatory visibility in tax regulations is expected. However, the general situation of low growth forecasts encourages the public administrations to change tax regulations in order to increase collection by increasing the tax contribution of large companies. On the other hand, the rise of protectionist policies in some of the areas in which Ferrovial operates and political instability in others may lead to regulatory changes that impact negatively on asset management and expose the company to new risks.

In the specific case of Spain, growth prospects may be affected by political instability and uncertainty arising from political and social initiatives in Catalonia.

5. Service quality and breach of contracts: Ferrovial's strategy is focused on technically complex projects with long maturation periods, in the development of which numerous risk factors can appear that are sometimes difficult to predict, which can lead to non-compliance with agreed quality levels and/or committed deadlines. These circumstances may give rise to disputes with customers or other counterparties.

6. Cyber-attacks: The infrastructures in which Ferrovial participates are exposed to cyber-attacks with the consequent impact on people and on the infrastructures themselves, which can lead to the paralysis of operations and/or compromise the privacy and integrity of information. The infrastructures most exposed to this type of risk are airports and roads, as well as mobility projects.

7. Financial risks: In general, the management of this risk is carried out centrally through the General Finance Department. Section 5.4 of the annual accounts details the financial risks and their treatment.

E.4. Identify if the Company has risk tolerance levels, including tax risk.

Taking into account the Group's strategic objectives and the strategic lines for their achievement, the Board of Directors approves the amount and type of risk that Ferrovial is willing to permit to attain its strategic objectives, as well as the permitted deviation or tolerance levels.

This is reflected in the Risk Control and Management Policy with which all employees of Ferrovial, S.A. and its group of companies must comply for the management of any type of risk that they may encounter when meeting business objectives. The acceptable levels of risk and the level of risk tolerance are updated when any changes to the corporate strategy and/or the risk profile of activities so require.

E.5. Identify any risks, including tax risks, that have occurred during the year.

In 2019, losses in Construction have materialized due to onerous contracts in several large-scale projects.

E.6. Explain the response and oversight plans for the entity's major risks, including tax risks, and the procedures followed by the company to ensure that the board of directors responds to new challenges:

1. Risk Management System (FRM)

FRM (Ferrovial Risk Management) is the comprehensive risk management system implemented in all Ferrovial lines of business as a tool to support the management team and add value. FRM allows the Company to anticipate risks sufficiently in advance, which might threaten its business objectives, in order for the appropriate corrective measures to be taken.

2. Compliance Model

Ferrovial has implemented a Compliance Model whereby for the regulatory blocks in the model, periodically, i) the regulatory and legislative requirements applicable to the Group's activities are identified; ii) associated compliance risks, including risks of committing criminal acts, are identified and assessed; iii) oversight and control measures implemented are evaluated to prevent or significantly reduce such risks, particularly those focused on preventing criminal behaviour; and iv) any non-compliance that does occur is identified and assessed to manage it and minimise its potential impact. This is all framed in a process of continuous improvement, update and training, designed to promote Ferrovial's culture and commitment to complying with applicable regulations.

3. Quality assurance systems

As part of its risk management process, Ferrovial has implemented quality systems in the contracts managed by its business areas. These systems are mainly certified under the ISO 9001 standard, although they may be certified under local standards, depending on local requirements. In 2019, the percentage of activity receiving quality certification under ISO 9001 was 86%.

All systems are audited internally by qualified teams to ensure compliance with regulations, contractual requirements and objectives.

In addition, Ferrovial has digital platforms to ensure compliance with legislation and technical regulations throughout all stages of the contract life cycle.

4. Environmental management systems

Ferrovial has implemented environmental management systems in the contracts managed by its business areas. Most of these systems are certified by external entities accredited according to ISO 14001. Specifically in 2019, the percentage of certified activity in the environment under this standard was 86%. In addition, there are certificates in compliance with other standards, including ISAE 3410 "Assurance Engagements on GHG Statements", ISO 50001 Standard for the energy certification system and EMAS.

All of these systems are audited internally by qualified teams to ensure compliance with regulations, contractual requirements and objectives.

In each production centre, these systems adapt to the reality of the site through 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.

Ferrovial has put in place a digital platform to ensure compliance with environmental legislation throughout all stages of the contract lifecycle.

Ferrovial also has an environmental risk control and environmental risk monitoring system which has been implemented and approved for the business activities with the greatest environmental risk in the Construction and Services areas. This acts as an early warning system for any possible breaches of the sustainability policy, current corporate standards and applicable legislation.

5. Reliability of financial reporting

Section F of this report details Ferrovial's Internal Control over Financial Reporting (ICFRS) system.

6. Financial risk control mechanisms

In general, this risk is managed centrally by the Finance Department by means of a proactive global risk management policy and hedging mechanisms when appropriate. Section 5, paragraph 4, of the consolidated financial statements explains the financial and capital risk management policy in detail.

7. Other preventive procedures

a) Occupational health and safety systems

All business areas have occupational risks prevention systems in place that exceed the requirements of the OHSAS 18001 standard. When deemed necessary by the relevant stakeholders, these systems are certified by a third party.

Some 81% of the total sales of the Group have systems that have been certified by accredited bodies.

These systems are always adapted to the reality of the site based on the risk assessment. They also consider preventive monitoring of the health and safety conditions of the production centres, as well as the continuous evaluation of compliance with any legal and regulatory requirements applicable in each case.

b) Non-payment or default

The risk of non-payment by private customers is mitigated by a solvency evaluation prior to entering into any agreement. The contractual requirements are supervised by the Legal and Finance Departments, in order to procure that payment guarantees are established for default events. During the work, the Finance Department continually monitors certifications, collection documents and payment thereof.

Continued in Section H.

F. INTERNAL SYSTEMS FOR CONTROLLING AND MANAGING RISKS ASSOCIATED WITH THE FINANCIAL REPORTING PROCESS (ICFRS)

Describe the mechanisms that comprise the internal control over financial reporting (ICFRS) risk control and management system at the Company.

F.1. The entity's control environment.

Specify at least the following components with a description of their main characteristics:

- F.1.1 The bodies and/or duties are responsible for: (i) the existence and maintenance of an adequate and effective IFRS; (ii) their implementation; and (iii) their supervision.

Under article 38 of the Company's Bylaws, the Board of Directors must oversee internal systems of reporting and control, including the Internal Control over Financial Reporting system (hereinafter "ICFRS").

The members of the Management Committee are responsible for the design, implementation and maintenance of ICFRS, as established in the general operational framework of the Internal Control over Financial Reporting System (ICFRS), which can be accessed on the Company's intranet by all employees. Therefore, this responsibility not only falls within the role of the financial department, but also affects the entire organisation, including other support areas such as HR, Legal Advice or IT Systems.

The Finance Department is engaged in coordinating such tasks at a global level through the General Finance Department (hereinafter, "GFD"), in monitoring all phases of the system and in regularly reporting to the Audit and Control Committee (hereinafter, "ACC") on progress made. Such coordination is defined via the Finance Departments of each of the business areas.

Monitoring of the efficient running of the Company's internal control, including the ICFRS, is one of the duties assigned to the ACC, under article 51.3.b) of the Company's Bylaws, with the support of Internal Audit.

The Board of Directors is also informed by the GFD once a year concerning the operations of the ICFR. This complies with Article 38.2 m) of the Company's Bylaws, which grants the Board of Directors the power to supervise the internal information and control systems.

- F.1.2 The existence or otherwise of the following components, especially in connection with the financial reporting process:

- Departments and/or mechanisms in charge of: (i) the design and review of the organisational structure; (ii) clearly defining lines of responsibility and authority, with an appropriate distribution of tasks and duties; and (iii) deploying sufficient procedures so this structure is communicated effectively throughout the entity.

In accordance with the provisions of the Company's Bylaws, the Nomination and Remuneration Committee is responsible, among other duties, for examining and organising the process that allows for the orderly succession of the Chairman and the CEO, whose appointment is the responsibility of the Board, and for reporting on the appointment or removal of the executives who report immediately to the CEO, which is also the responsibility of the Board of Directors.

The Chief Executive Officer, with the involvement of the Managing Director of Human Resources in their advisory role to the CEO, is responsible for designing and reviewing the organisational structure for the first line of reporting in the organisation (executives who report to him/her).

In turn, the latter are responsible for making changes in the organisational structure under their immediate control.

The Compensation and Benefits Department, under the Human Resources Department, periodically evaluates the classification and description of all job positions in the group with a view to maintaining an appropriate segregation of duties, avoiding redundancies and improving the co-ordination of different departments, thus achieving greater efficiency of operations in the Company.

A detailed organisation chart is available to all employees on the Company's intranet.

- Code of conduct, approving body, degree of dissemination and instruction, principles and values covered (stating whether it makes specific reference to record keeping and financial reporting), the body in charge of investigating breaches and proposing corrective or disciplinary action:

Corporate Code of Ethics

Ferrovia's Code of Business Ethics, which is applicable to all companies in the Group, establishes the basic principles and commitments to which its directors, managers and employees must adhere.

These principles are embodied in a series of commitments to stakeholders in Ferrovia's professional activities and are reflected in policies and procedures aimed at promoting professional performance in accordance with ethics, integrity and compliance with applicable legislation.

The Code of Business Ethics states that "Ferrovia assumes as a guiding principle of its business behaviour towards its shareholders, investors, analysts and the market in general, to transmit true and complete information that expresses the true and fair view of the company and the group, its business activities and its business strategies. This communication shall always comply with the standards and deadlines established in applicable legislation".

"The corporate action and strategic decisions of Ferrovia shall focus on creating value for its shareholders, transparency in its management, adoption of corporate governance best practices in its companies and strict compliance with applicable regulations at any given time".

The Code also states that "Ferrovia's subsidiaries must have accounting practices in place that help ensure the accuracy of its books and records".

All employees adhere to the principles and requirements contained in the Code of Ethics, committing themselves to comply with it.

The Code of Business Ethics is accessible to all Ferrovial employees on the intranet and to any third party on the corporate website www.ferrovial.com. In addition, all new employees are physically handed this during the welcome process, and the Company promotes a mandatory online course on the Code of Business Ethics, which explains the basic principles and commitments of the Code.

Failure to comply with the Code may constitute a labour violation and be subject to appropriate sanctions, regardless of other responsibilities that the employee may have incurred.

In addition, Ferrovial has an Ethical Integrity Due Diligence Procedure for shareholders and another for suppliers that involves extending Ferrovial's values contained in its Code of Business Ethics to these groups so that the business can be carried out in accordance with the applicable national and international laws in force.

Compliance Model

Ferrovial has a Compliance Model whose main objective is to establish a common process for monitoring and controlling the company's compliance risks under the principle of "zero tolerance" towards the committing of criminal acts. This due diligence framework makes effective the commitment of strict compliance with applicable laws and the application of the highest ethical standards in the development of the company's activities. The management and analysis of the Model's operation is the responsibility of the Compliance and Risk Department, which reports directly to the Audit and Control Committee.

The Compliance Model is described in the Compliance Policy and its main purpose is to promote a culture of business ethics in the organisation and in the decision-making and training processes of directors, managers and employees and to establish a common and homogeneous framework for monitoring, controlling and managing compliance risks (especially those aimed at preventing criminal behaviour). In addition, the policy develops the stages of the Compliance Model implemented in the company and establishes the competencies of the company's governing and management bodies and those of its employees in the area of regulatory compliance.

The Compliance Model includes a Crime Prevention Model aimed at preventing or significantly reducing the risks of committing criminal acts, especially those involving the criminal liability of the legal person within the scope of the latest reform of the Spanish Criminal Code in this area.

The Crime Prevention Model establishes the different stages and the competencies of the governing and management bodies responsible for the implementation, review, management, supervision and periodic evaluation of the operation of the model and highlights the obligation of all employees, managers and directors of Ferrovial to report any alleged irregular, fraudulent or criminal acts through the communication channels provided for this purpose. For this, Ferrovial offers you and any other party with a legitimate interest, an Ethical Channel to report complaints with the maximum guarantees of confidentiality and no reprisals. Likewise, specific communication channels in certain companies or areas of activity have been enabled that demand it due to their importance.

Non-compliance with the law, policies, procedures or internal rules that make up the Crime Prevention Model will be sanctioned in accordance with the provisions of internal procedures, applicable legislation or the disciplinary regime provided for in the corresponding Collective Agreement.

Anti corruption policy

Ferrovial has an Anti-Corruption Policy that governs the behaviour of all directors, managers and employees, and their partners, in the development of the business, under the principle of "zero tolerance" for any practice that may be classed as corruption, both active and passive.

The policy states that all Ferrovial employees must be aware of and strictly comply with anti-corruption laws worldwide, including the Spanish Criminal Code (and those of the other jurisdictions in which Ferrovial operates), the U.S. Foreign Corrupt Practices Act and the United Kingdom Bribery Act.

With regard to the ICFRS, this policy expressly includes Ferrovial's obligation to have implemented: "(...) accounting practices that help to guarantee the accuracy of its books and records. The maintenance of hidden or incorrectly recognised assets and liabilities is prohibited. All payments, expenses and transactions must be properly accounted for in accordance with applicable accounting regulations, free from any hidden expenses that conceal the true nature of any agreement. The relevant authorisation must be obtained as stipulated in payment, expenses and transaction procedures.

CERTIFICATION UNE 19601 "Management system for criminal compliance" and UNE-ISO 37001 "Anti-bribery management systems".

In March 2019, Ferrovial, S.A. obtained from AENOR (Spanish Association for Standardisation and Certification) the certification of its Crime Prevention Model in accordance with the reference standards UNE 19601 "Management system for criminal compliance" and UNE-ISO 37001 "Anti-bribery management systems".

Together with Ferrovial, S.A. and as part of its Crime Prevention Model, the following group companies also obtained the certification, according to the reference standards mentioned above: Ferrovial Agroman, S.A., Ferrovial Aeropuertos España, S.A. and Cintra Infraestructuras España, S.L.

- Whistle-blowing channel, for reporting any irregularities of a financial or accounting nature and breaches of the code of conduct or malpractice within the organisation to the Audit Committee, stating where applicable if it is confidential or not.

Article 21.IV o) of the Regulations of the Board of Directors states that the Audit Committee's responsibilities include, "Establishing and supervising 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 Ferrovial".

The Company has an anonymous whistle-blowing channel - the "Ethics Box" - that enables confidential notifications to be sent anonymously regarding financial and accounting irregularities to the Management and Governance Bodies. Employees and other stakeholders can access it via the Intranet and the website (in both Spanish and English) and a P.O. Box, which allows the communication to the Management and Governing Bodies of irregularities of financial and accounting nature.

The operation of the Ethics Box is regulated in a corporate procedure approved by the Chairman and accessible by any employee through the Intranet. Likewise, in certain companies or areas of activity specific communication channels have been enabled that, due to their importance demand it.

The Audit and Control Committee oversees these channels which, through the Internal Audit Department and a Management Committee made up of this Department and the General Human Resources Department, receives periodic reports on notifications received and measures taken.

In 2019, 57 communications were received on the Ethics Box. No evidence of falsification of financial statements or fraud with a significant effect on the financial statements was found during investigation of these reports.

- Training and refresher courses for personnel involved in preparing and reviewing financial information or evaluating ICFRS, which address, at least, accounting rules, auditing, internal control and risk management.

Ferrovial has the Summa Corporate University (hereinafter, "the University"), with the mission of conveying the values of Ferrovial and fostering the development of differential talent in the organisation.

The employees involved in preparing and revising the financial information, as well as the assessment of the ICFRS, receive training on how to carry out their duties properly.

In 2019, 10,600 hours of training were given in finance, focusing on international accounting standards, consolidation of financial statements and taxation, with the participation of 570 attendees.

F.2. Risk assessment of the financial information.

Report, at least, of:

F.2.1 The main characteristics of the risk identification process, including risks of error or fraud, stating:

- whether the process exists and is documented.

Identifying risks of error in financial reporting is one of the most important stages within the overall process of Ferrovial's ICFRS, the purpose of which is to ensure (with reasonable security) the reliability of the financial information disclosed to the market, and to support the duties of the people involved in preparing that information and, accordingly, the ultimate responsibility of the Board of Directors (as indicated in section F.1.1).

The overall process or Ferrovial's "ICFR Annual Wheel" has the following stages:

1. Definition of the scope
2. Updating of processes and controls
3. Self-assessment of the design and operational effectiveness of the controls
4. Risk assessment
5. Update on the results of the Self-Assessment (Rolling Forward)
6. Annual certification of the financial information

All of these stages are supported by computer tool that provides integral management of the entire process and enables real responsibilities to be assigned in the execution and documentation of controls. About 1,000 people in the group have used the computer application, in which evidence has been documented showing the execution of approximately 2,100 controls (an increase over 2018 mainly due to the involvement of project managers in the control self-assessment in the Construction business activity).

The methodology is based on the analysis of the financial information in the various companies controlled by Ferrovial, selecting the material financial statement lines according to quantitative and qualitative criteria (mainly financial statement lines that involve judgements, estimations and complex calculations, and which are at risk of fraud). In this stage, risks of error in the financial information are identified, in relation to the existence, completeness, accuracy, valuation, presentation and disclosures, rights and obligations associated with the financial statement lines within the scope. Financial statement lines are grouped into processes that are analysed and for which a narrative is prepared. This documentation is available through the tool, which also includes the description of the controls. Regarding to acquisitions in the scope of consolidation, a work plan is designed to implement and develop the Group's ICFRS process into the new companies.

The risk assessment is carried out once a year, starting from the operation of the controls implemented for their mitigation. The risk assessors (mostly Financial Directors) assess the risks that are identified until their presentation to the ACC.

As an initial step before the certification process, the results of the self-assessment of the controls are revalidated (Rolling Forward) which is launched in January along with the self-assessment of the annual frequency controls.

Additionally, approximately 60 people (Chief Executive Officers and Chief Financial Officers) participate in the cascade certification process for correcting the financial information for which they are responsible, for the purposes of preparing the consolidated annual accounts.

The annual review of the entire process is coordinated by the Planning and Control Department, within the General Finance Department, which is also responsible for administrating the IT application and for coordinating the operating of the ICFRS in the various businesses and corporate areas of the Group.

- Whether the process covers all financial reporting objectives (existence and occurrence; completeness; valuation; presentation, disclosure and comparability; and rights and obligations), is updated and with what frequency.

Ferrovial has a shared risk inventory on financial reporting known as the "ICFRS Risk Universe".

ICFRS risks are defined by Ferrovial as the failure to comply with the control over financial reporting objective for each accounting financial statement line and material disclosure in Ferrovial's consolidated financial statements. Therefore, the annual risk assessment process covers all the objectives of the financial information: existence and occurrence; integrity; valuation; presentation; breakdown and comparability; and rights and obligations.

- A specific process is in place to define the scope of consolidation, with reference to the possible existence of complex corporate structures, special purpose vehicles, holding companies, etc.

The Group has a master document of Companies in SAP which includes all the companies included in the perimeter of consolidation. This master document is managed through the "Company Database Management" procedure, which is available on the corporate intranet, to ensure information consistency across all of the Group's financial systems.

The Group also has a standard establishing the procedure for approving transactions. This covers, inter alia, the acquisition/sale of companies, defining levels of authorisation according to their amount, and also sets out specific controls for review of the consolidation criteria applicable in each case.

In addition, according to the Bylaws, the Board of Directors is responsible, according to Article 38 sections p) and r), for "the definition of the structure of the group of companies of which the Company is the parent company" and "the approval of the creation or acquisition of shareholdings in special-purpose entities or entities domiciled in countries or territories considered to be tax havens, as well as any other transactions or operations of a similar nature which, due to their complexity, could undermine the transparency of the company and its group".

- Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) as far as the financial statements are concerned:

The process of identifying risks of error in the financial information takes into account the effects of other types of risks, mainly operational, technological, legal, tax and labour, insofar as they affect the financial statements. These risks are evaluated and managed by the businesses and the different corporate functions, such as the Information Systems Department, Tax Advice, Legal Advice or the Human Resources Department, among others (see section E, Control Systems and Risk Management).

Which of the Company's governing bodies is responsible for overseeing the process.

The Risk Assessment of ICFRS is carried out annually. The General Finance Department is responsible for coordinating this work, the results of which are presented to the Audit and Control Committee for monitoring. As indicated in section F.1.1., the Board of Directors is informed annually about the supervision of the ICFR.

F.3. Control activities

Indicate the existence of at least the following components, describing their main characteristics:

F.3.1 Procedures for reviewing and authorising financial information and the description of ICFRS to be disclosed to the markets, stating who is responsible in each case and documentation and flow charts of activities and controls (including those addressing the risk of fraud) for each type of transaction that may materially affect the financial statements, including procedures for the closing of accounts and for the separate review of critical judgements, estimates, evaluations and projections.

The General Finance Department submits to the ACC, before their publication and approval by the Board, both the annual financial statements and the periodic financial information presented to the markets, with a special emphasis on the main judgements and estimations in the most complex areas or in which the accounting impact is most significant.

Pursuant to the Regulations of the Board of Directors, the annual accounts are submitted for formulation to the Board once they have been approved by the Chairman, Chief Executive Officer and Chief Financial Officer.

Prior to approval, the Chief Executive Officers and Chief Financial Officers of the businesses and main subsidiaries authorise the reported information for preparation of the Group's consolidated financial statements for their areas of responsibility, with an express reference to their responsibility for maintaining an internal control system that ensures that financial information is free from errors and fraud. In addition, a statement is included on the effectiveness of the controls in the self-assessment and that no significant deficiencies or material errors were found in the financial information for the results obtained.

The report describing the ICFRS is drawn up by the General Finance Department with the co-operation of the pertinent corporate departments and is presented to the Audit and Control Committee.

The ICFRS documentation includes high-level descriptions of the business processes with an impact on the relevant financial information selected, as well as detailed descriptions of the risks of error and the controls designed for their mitigation. The description of the controls includes the proof to be obtained in their execution that is required for their review.

In addition to the specific controls of the business processes, each one of the accounting close processes in the businesses is considered as a cycle, and the same occurs with the reporting period activities as a whole conducted at corporate level, with the overall consolidation process, the disclosure process in the notes to the financial statements and the cash flow preparation. Within this process, the General Finance Department issues instructions and sets a calendar for the different closing milestones.

The Company has entity level controls documented in keeping with the principles of the COSO III framework and the Information Technology General Controls, according to international frameworks and which, in addition, are aligned with the Information Security Corporate Model.

The tool also includes documentation on the process of self-assessment of how the controls are run, in which evidence must be provided (one sample per control) that the control has been performed, in such a way that it can be reviewed and audited. As part of this process potential incidents have been reported and actions for improvement are being planned, monitoring for which will be managed using this tool.

All previous actions form part of the organisation process described in section F.2.1., as documented in a new corporate process available over the Company intranet accessible to all Group employees.

In addition, given that accounting rules require the use of judgements and estimations based on long-term projections for recording certain transactions, the Company has a process for forming medium and long-term projections that specifies how to create and update the finance models and which controls have to be introduced to ensure the coherence of the different types of financial information.

F.3.2 Internal control policies and procedures for IT systems (including secure access, control of changes, system operation, continuity and segregation of duties) giving support to key company processes regarding the preparation and publication of financial information.

Ferrovial's Information and Innovation Systems General Department (hereinafter, the "DGSII") has the strategic mission of facilitating the attainment of Ferrovial's objectives through the use of information technologies oriented towards achieving greater effectiveness and efficiency, thus creating value and leading innovation.

Management and control of the services provided by the DGSII are structured into the following processes:

1. A Service Strategy that ensures the correct alignment of the DGSII with the business and the financial control of services.
2. Service Provision, which ensures control over the development, capacity, availability, continuity and security of services.
3. Service Support, which ensures control over changes, configurations, incidents and problems related to the provision of services.
4. Management of Continuous Improvement through the setting up of appropriate control mechanisms for service levels and the deployment of scorecards.

Ferrovial also has a General Corporate Information Security Framework with the mission of safeguarding the completeness, confidentiality and availability of its information.

Furthermore, Ferrovial has an Information Security Department, within the DGSII, that is responsible for leading governance, strategy and management of information security by defining, implementing, operating and monitoring the models, architecture and security and control systems that protect the value of information and ensure its completeness, availability and confidentiality.

Management of information security is aligned with international reference standards, mainly the latest version of the ISO/IEC 27001 standard, in addition to the NIST, CSA and COBIT standards. Within a process of continuous improvement in risk management, matters such as control of access and segregation of duties are included and regulated with the aim to ensure that treatment of financial information supported by information systems is performed in an authorised and supervised manner, which is proportional to the needs of users in performing tasks.

The Information Security Management System (ISMS) has been certified under the ISO/IEC 27001 standard since March 2012. It is renewed annually through the corresponding certification audits conducted by the British Standard Institution. While the scope of the certification includes the corporate environment of Ferrovial, the practices, processes and security controls of the system have served as the basis for rolling out the control model throughout the Group.

Every year, the Information Systems Directors of the main subsidiaries and business units, as well as the Group's Information Security Director, carry out an evaluation of the efficiency of the internal controls implemented on the main information systems that support the processes for the preparation of the financial information of their respective areas of responsibility (local environments and corporate environment).

This assessment helps to provide an overview of the main risks associated with the use of information and communication technologies, while facilitating the definition and implementation of action plans that make it possible to manage these identified risks. Monitoring of the implementation of the action plans is included in the Group's review activities and is part of its continuous improvement.

F.3.3 Internal control policies and procedures for overseeing the management of outsourced activities, and of the appraisal, calculation or valuation services commissioned from independent experts, when these may materially affect the financial statements.

When the Company outsources certain activities, it verifies the technical competence and skills of the subcontractor. The Group has implemented control activities to check the soundness of the conclusions of independent experts.

The following have been identified as the most significant outsourced activities with an impact on the financial statements:

Outsourcing of hardware and software management of IT systems.

The DGSII has specific procedures for controlling outsourced services through contractual regulation of the following:

- Alignment/certification of provision of service in terms of international reference standards (including ISO/IEC 20000, ISO/IEC 22301 and ISO/IEC 27001, CSA, SSAE16, etc.).
- Establishment of governance and monitoring mechanisms for the service, from the functional and information security perspectives.
- Setting up regular obligatory audit and review processes.
- Monitoring and management of service levels, from the functional and information security perspectives.

Actuarial studies of pensions:

Information on pensions reported in the consolidated financial statements is based on actuarial calculations by firms of recognised prestige. This information is verified by the Company, which has controls to ensure its soundness.

Furthermore, it is worth noting that the Internal Audit Department audits outsourcing contracts to ensure the conditions agreed in the contract are complied with.

F.4. Information and communication

Indicate the existence of at least the following components, describing their main characteristics:

- F.4.1 A specific function in charge of defining and updating accounting policies (accounting policies area or department) and of settling doubts or disputes over their interpretation, maintaining smooth communication with the team in charge of operations, and a manual of accounting policies that is updated and communicated to all the Company's operating units.

The Accounting Policies and Internal Control Department, which reports to the Planning and Control Department (PCD) within the General Finance Department, is responsible for defining and updating the accounting rules manual (Ferrovial GAAP) - which is available on the Company's Intranet - and for resolving queries or conflicts related to its interpretation. This is a centralised corporate function for the entire geographic scope of the Group.

Ferrovial GAAP incorporates all the IFRS changes adopted by the European Union and the standards defined by Ferrovial in cases in which the IFRS's offer different alternatives or a mandatory standard does not apply. The 2019 update of Ferrovial Gaap and the internal policies on leases to introduce the changes to IFRS 16 should be mentioned.

Prior to the publication of a new IFRS, the regulatory activity of the IASB was proactively monitored to identify those projects which might have a significant impact on the Group's financial statements, through participation in working groups created to collaborate on the definition of the aforementioned standards.

This department also prepares technical notes when important decisions need to be taken in relation to accounting standards to document that there is sufficient evidence for the decisions.

It is also the PCD's responsibility to update internal procedures to adapt them to the regulatory changes with an impact on financial information.

- F.4.2 Mechanisms in standard format for the capture and preparation of financial information, which are applied and used in all units within the entity or group, and support its main financial statements and accompanying notes as well as disclosures concerning ICFRS.

The General Finance Department continuously ensures that there are transactional systems and formats that gather information in a standard format for the whole Group.

At the transactional system level, Ferrovial has a harmonised system, internally called "corporate" SAP, which includes most Group companies. The companies not included in this "corporate" SAP are basically entities belonging to the Amey, Budimex and Broadpectrum groups that have their own transactional systems, all of which are developed under the SAP platform.

The mechanism for capturing and preparing the information that supports Ferrovial's consolidated financial statements is mainly based on a consolidation tool known as SAP BPC. The companies and subgroups not included in the corporate SAP application load their financial information into this application.

A large portion of the information supporting the breakdowns and notes to the financial statements is included in the consolidation tool, with the remainder being captured using standard-format

spreadsheets, called Reporting Packages, which are prepared for hard close and year-end reporting.

With regard to ICFRS, as mentioned in section F.2.1, the whole process is supported by an IT tool accessible to all those involved in preparing the financial reporting.

F.5. Monitoring of the functioning of the system

Indicate the existence of at least the following components, describing their main characteristics:

- F.5.1** The ICFRS monitoring activities undertaken by the committee and an internal audit function whose competencies include supporting the committee in its role of monitoring the internal control system, including ICFRS. Also describe the scope of the ICFRS assessment conducted in the year and the procedure whereby the person responsible for performing the assessment communicates its findings. State also whether the Company has an action plan specifying corrective measures for any flaws detected, and whether it has taken stock of their potential impact on its financial reporting.

Ferrovia has an Internal Audit Department that reports directly to the Audit and Control Committee, which ensures that those making management decisions have full independence and objectivity. Among the functions that the Regulations of the Board of Directors assign the ACC relating to the Internal Audit Department, are audit proposing and removing its own head, approving the budget and ensuring that the human and material resources are appropriate for the performance of their duties. Members of the team carry out their audit work exclusively.

The scope of the Internal Audit Department's work includes all companies in the Ferrovia Group. Therefore, it is a Ferrovia run centralised corporate function that performs work in any national or international company, process, area or application.

The annual programme of work is drawn up using risk parameters from a matrix of priorities (intrinsic risk, controls, sector, activity, country, age, last visit, etc.) which when applied to the overall "Auditable Universe" determine the priority work for the following year. This planning proposal is compared to the main risks detected by the Company on the Risk Map, the results of the reviews of other assurance and external audit functions, and the significant aspects identified in the Annual Report, to ensure that they are covered under the scope of different tasks. It is then discussed with all the members of the Management Committee and Senior Management with a view to incorporating its proposals and submitting it to the Audit and Control Committee for approval prior to the start of the year. Subsequently, during the year, in addition to the degree of progress of the planning, possible deviations are reported, motivating their origin. The guiding principle is that all work considered a priority must be audited during the current year with other work being positioned for the following years. Hence, a review of the entire "Auditable Universe" will have been completed once a certain number of years have elapsed, which Ferrovia believes is sound and representative of the level of risk.

The scope of the work carried out by the Internal Audit Department is complete, as well as reviewing the financial statements (both in its accounting and current side: balance sheet and income statement, such as financial and for the future: business plans, budgets, models (financial, etc.)), also analyses efficacy and efficiency of processes, internal controls, design and compliance with applicable internal and external regulations, integrity and functional information systems and the suitability of organisational responsibilities.

If the Internal Audit Department deems it appropriate, it may engage external experts with specific technical expertise in the matter audited or to reinforce audit capacity at a specific time.

This philosophy is applicable uniformly to all the work of the Internal Audit Department. Within the specific scope of the ICFRS, and as mentioned above within the work carried out in any of the audited units, the effectiveness and design of internal controls and the possible impact they might have on the financial information are analysed, specifically in 23 audits during 2019. Additionally, among the works specifically related to the ICFRS carried out in 2019, there are specific audits of three processes and three business areas that should be mentioned, as well as the continuous updating of the follow-up status of the recommendations issued in previous reports. By 2020, the planning approved by the audit and control committee includes four ICFRS audits, which may well be transversal processes or business areas, as well as the verification in the rest of the audits of the specific risks and controls that they have identified, as well as the monitoring of the implementation of the recommendations issued in the work corresponding to previous years.

- F.5.2** A discussion procedure whereby the auditor (pursuant to TAS), the internal audit function and other experts can report any significant internal control weaknesses encountered during their review of the financial statements or other assignments, to the Company's senior management and its Audit Committee or Board of Directors. State also whether the entity has an action plan to correct or mitigate the weaknesses found.

The Regulations of the Board of Directors state that the functions of the Audit and Control Committee include discussing with auditors any significant weakness in the internal control system encountered in the audit.

The external auditor submits any internal control weaknesses found in the course of its audit work to the Audit and Control Committee, on a yearly basis. These weaknesses are incorporated into the ICFRS action plan, while the General Finance Department is responsible for designing an action plan to correct such shortcomings and for reporting progress to the Audit and Control Committee.

Likewise, in the Recommendations section of each Audit Report, when the Internal Audit Department identifies any weakness, it issues the corresponding recommendations for improvement. The direct managers of the audited units undertake to implement them on dates jointly agreed with the Management, which carries out an evaluation of their effective implementation on an ongoing basis and with periodic reports. This information, in turn, is reported to senior management and the ACC for their knowledge and adoption of the appropriate measures. In some cases, implementation of the recommendations of the Internal Audit Department is made part of the personal objectives of the manager responsible, thus affecting attainment of variable remuneration.

F.6. Other relevant information

F.7. EXTERNAL AUDITOR'S REPORT

Report of:

- F.7.1** The ICFRS information supplied to the market has been reviewed by an external auditor, in which case the corresponding report should be attached. Otherwise, explain the reasons for the absence of this review.

Ferrovia requested that the external auditor issue a review report on the information described by the Company in this document, which is attached as an Annex. The review was based on the "Action Guide and Model Auditors' Report relating to information on the Internal Control over Financial Reporting System of listed companies" published by the CNMV in July 2013.

G. EXTENT OF MONITORING OF THE RECOMMENDATIONS OF THE CORPORATE GOVERNMENT

Indicate the degree of the Company's compliance with the recommendations of the Good Governance Code of Listed Companies.

Should the company not or only partially be in compliance with any of the recommendations, include a detailed explanation of the reasons, in order for sufficient information to be available to shareholders, investors and the markets in general for them to be able to evaluate the company's behaviour. General explanations are not acceptable.

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.

Compliant ☒]

Explain ☐]

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

- a) The respective areas 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.

Compliant ☐]

Partially compliant ☐]

Explain ☐]

Not applicable ☒]

3. During the General Shareholders' Meeting, the Chairman of the Board should verbally inform shareholders in sufficient detail of the most relevant aspects of the Company's corporate governance, supplementing the written information circulated in the Annual Corporate Governance Report. In particular:

- a) Changes that took place since the previous General Shareholders' Meeting.
- b) The specific reasons why the company has not followed a particular Good Corporate Governance recommendation and, where applicable, any alternative rules it applies in this connection.

Compliant ☐]

Partially compliant ☒]

Explain ☐]

Section a) is complied with. At the General Shareholders' Meeting held on 5 April 2019, the Chairman reported on the main changes in corporate governance since the previous Shareholders' Meeting.

With regard to section b), the Company believes that a detailed explanation could unnecessarily lengthen the Shareholders' Meetings, as it deals with information already supplied in the Annual Corporate Governance Report, published on the website and available to shareholders.

4. "that the company should define and promote a policy on communication and contact policy with shareholders, institutional investors and proxy advisers which respects fully the standards against abuse of the market and which foster equal treatment for shareholders who find themselves in the same position.

In addition, that the company should publish this policy on its website, including information relating to the manner in which the same is put into practice and identifying those who participate in it or are responsible for carrying it out."

Compliant ☒]

Partially compliant ☐]

Explain ☐]

5. The Board of Directors should not make a proposal to the General Shareholders' Meeting for the delegation of powers to issue shares or convertible securities without preferential subscription rights, for an amount exceeding 20% of capital at the time of such delegation.

When the Board of Directors approves the issuance of shares or convertible securities without preferential subscription rights, the Company should immediately post a report on its website explaining the exclusion as envisaged in corporate legislation.

Compliant ☒ Partially compliant ☐ Explain ☐

6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website sufficiently in advance of the General Shareholders' Meeting, even if their distribution is not obligatory:

- a) Report on the independence of the auditor.
- b) Reports on the functioning of the Audit Committee and the Nominations and Remunerations Committee.
- c) Audit Committee report on related-party transactions.
- d) Report on Corporate Social Responsibility Policy.

Compliant ☒ Partially compliant ☐ Explain ☐

7. The Company should broadcast its General Shareholders' Meetings live on the corporate website.

Compliant ☒ Explain ☐

8. The Audit Committee should strive to ensure that the Board of Directors can present the Company's accounts to the General Shareholders' Meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the Chairman of the Audit Committee and the auditors should give a clear account to shareholders of their scope and content.

Compliant ☒ Partially compliant ☐ Explain ☐

9. That the company should publish on its website, and permanently display, the requirements and procedures it will accept to accredit the ownership of shares, the right to attend the general shareholders' meeting and the exercise or delegation of the right to vote.

Such conditions and procedures should encourage shareholders to attend and to exercise their rights in a non-discriminatory manner.

Compliant ☒ Partially compliant ☐ Explain ☐

10. When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the General Shareholders' Meeting, the Company should:

- a) Immediately circulate the supplementary items and new proposals.
- b) Disclose the model attendance card, proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the Board of Directors.
- c) Submit all these points and alternative proposals to a vote and apply the same voting rules to them as to those put forward by the Board of Directors, including, specifically, assumptions and deductions on the direction of the vote.
- d) After a General Shareholders' Meeting, the company should announce the breakdown of the vote on the additional points or alternative proposals.

Compliant ☐ Partially compliant ☐ Explain ☐ Not applicable ☒

11. In the event that a company plans to pay for attendance at the General Shareholders' Meeting, it should first establish a general, long-term policy in this respect.

Compliant [☐]

Partially compliant [☐]

Explain [☐]

Not applicable [☒]

12. The Board of Directors should perform its duties with unity of purpose and independent judgement, according the same treatment to all shareholders in the same position. It should be guided at all times by the company's best interest, understood as the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.

In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, customers and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.

Compliant [☒]

Partially compliant [☐]

Explain [☐]

13. The Board of Directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.

Compliant [☒]

Explain [☐]

14. The Board of Directors should approve a Director Selection Policy that:

- a) Is specific and verifiable;
- b) Ensures that appointment or re-election proposals are based on a prior analysis of the Board's needs;
- c) Favours a diversity of knowledge, experience and gender.

That the result of the prior analysis of the needs of the board of directors should be stated in the justificatory report by the nominations committee which is published when the general shareholders' meeting to which the ratification, nomination or re-election of each director is to be submitted is convened

The Director Selection Policy should pursue the goal of having at least 30% of total Board places occupied by female directors by 2020.

The nominations committee shall verify compliance with the director selection policy annually and will report this in the annual report on corporate governance.

Compliant [☒]

Partially compliant [☐]

Explain [☐]

15. Proprietary and Independent Directors should constitute an ample majority on the Board of Directors, while the number of Executive Directors should be the minimum required, bearing in mind the complexity of the corporate group and the shareholdings they control.

Compliant [☒]

Partially compliant [☐]

Explain [☐]

16. The percentage of Proprietary Directors out of all Non-executive Directors should be no greater than the ratio of the ownership stake of the shareholders they represent and the remainder of the Company's capital.

This proportional criterion may be relaxed:

- a) In large-cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.
- b) In companies with a plurality of shareholders represented on the Board but not otherwise related.

Compliant ☐ Explain ☒

Ms. María and Mr. Joaquín del Pino are Proprietary Directors: two out of ten external companies in total, which represents 20%; the stake of both in the capital amounts to approximately 10.7%.

However, if we include Mr. Rafael del Pino (Executive) as proprietary, the recommendation is fulfilled: there would be three proprietary of ten external, which is 30%; the stake in the capital of the three amounts to approximately 31%.

These Proprietary Directors are members of the former controlling family group of Ferrovial. After the termination of the shareholders' agreement on the Company (communicated by means of a significant event on 7 August 2015 -registration number 227,432-), Mr. Rafael and Ms. María del Pino continued to be members of the Board. Mr. Joaquín del Pino was at that time the representative of the Director Karlovy, S.L. (who presented his resignation as a result of the full transfer of his shareholding in the Company).

With the appointment of Ms. María and Mr. Joaquín del Pino (both re-elected by the General Meeting in 2019) as Proprietary Directors, we wanted to take advantage of their extensive experience and knowledge of the group, ensuring the continuity and smooth running of the Board.

17. Independent Directors should be at least half of all Board members.

However, when the Company does not have a large market capitalisation, or when a large cap company has shareholders individually or concertedly controlling over 30 percent of capital, Independent Directors should occupy, at least, a third of Board places.

Compliant ☒ Explain ☐

18. 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, and other remunerated activities of any kind;
- 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 ties to;
- d) The date of their first and subsequent appointments as a company director.
- e) Shares held in the company and any options on it.

Compliant ☐ Partially compliant ☒ Explain ☐

Sections a), c), d) and e) are complied with.

Section b). The Board considers that it can make an assessment of the independence and availability of time of each Director without the need to publish all the paid activities they perform, regardless of their nature and amount. The other boards to which each director belongs are published on the Company website.

19. The annual corporate governance report, previously verified by the nominations committee, should disclose the reasons for the appointment of proprietary directors at the request of shareholders with less than 3% ownership of capital, and explain the reasons why, if appropriate, formal requests for a presence on the board from shareholders whose shareholding is equal to or greater than that of others at whose request proprietary directors have been appointed, have not been successful.

Compliant ☐ Partially compliant ☐ Explain ☐ Not applicable ☐

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

Compliant ☒]

Partially compliant ☐]

Explain ☐]

Not applicable ☐]

21. 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 they find just cause, based on a proposal from the Nominations Committee. In particular, just cause will be presumed when Directors take up new posts or responsibilities that prevent them from allocating sufficient time to the work of a Board member, or are in breach of their fiduciary duties or have one of the disqualifying grounds for classification as Independent Directors set forth in the applicable legislation.

The removal of Independent Directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the Company's capital structure, provided the changes in Board membership ensue from the proportionality criterion set out in recommendation 16.

Complies ☒]

Explain ☐]

22. Companies should establish rules obliging Directors to disclose any circumstance that might harm the organisation's name or reputation, tendering their resignation as the case may be, and, in particular, should inform the Board of any criminal charges brought against them and the progress of any subsequent trial.

And that if a director were to be prosecuted or an order for the opening of an oral trial were to be issued against him due to any of the following crimes indicated in the corporate legislation, the board of directors examines the case as soon as possible and, in view of its specific circumstances, decides whether or not it is appropriate for the director to continue in office. The Board should give a reasoned account of all such matters in the Annual Corporate Governance Report.

Compliant ☒]

Partially compliant ☐]

Explain ☐]

23. Directors should express their clear opposition when they feel a proposal submitted for the Board's approval might damage the corporate interest. In particular, Independent and other Directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking Board representation.

When the Board makes material or reiterated decisions about which a Director has expressed serious reservations, then they 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 also apply to the Secretary to the Board, even if they are not a Director.

Compliant ☒]

Partially compliant ☐]

Explain ☐]

Not applicable ☐]

24. Directors who give up their position before their tenure expires, through resignation or otherwise, should state their reasons in a letter to be sent to all members of the Board. Whether or not such resignation is disclosed as a significant event, the motivating factors should be explained in the Annual Corporate Governance Report.

Compliant ☒]

Partially compliant ☐]

Explain ☐]

Not applicable ☐]

25. The Nominations Committee should ensure that non-executive Directors have sufficient time available to discharge their responsibilities effectively.

The Regulations of the Board of Directors should lay down the maximum number of Company Boards on which Directors can serve.

Compliant ☐]

Partially compliant ☒]

Explain ☐]

The first paragraph is complied with. The Nomination and Remuneration Committee evaluates, every year, the professional obligations of Non-Executive Directors outside Ferrovial, in order to verify whether they have sufficient time available for the proper performance of their duties.

With respect to the second paragraph, the Board of Directors, at the proposal of the Nomination and Remuneration Committee, agreed at its meeting of 19 December 2019 to limit the number of boards of listed companies on which directors may serve to five, in addition to that of Ferrovial.

At its meeting on 27 February 2020, the Board approved the amendment of Article 35 of its Regulations, which regulates the basic obligations of Directors arising from the duty of diligence, to incorporate the aforementioned maximum number of company boards of which Directors may form part.

26. The Board should meet with the necessary frequency to properly perform its duties, eight times a year at least, in accordance with a calendar and agenda set at the start of the year, to which each Director may propose the addition of initially unscheduled items.

Compliant ☒ Partially compliant ☐ Explain ☐

27. Director absences should be kept to a strict minimum and quantified in the Annual Corporate Governance Report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.

Compliant ☐ Partially compliant ☒ Explain ☐

The recommendation is complied with except in its last paragraph. In one of the nine meetings held by the Board (composed of twelve members) during 2019, a Director was absent without being able to obtain representation with instructions.

28. When Directors or the Secretary express concerns about a proposal or, in the case of Directors, about the Company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minutes book at the request of the person expressing them.

Compliant ☒ Partially compliant ☐ Explain ☐ Not applicable ☐

29. The Company should provide suitable channels for Directors to obtain the advice they need to carry out their duties extending, if necessary, to external advice at the Company's expense.

Compliant ☒ Partially compliant ☐ Explain ☐

30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.

Compliant ☒ Explain ☐ Not applicable ☐

31. The agendas of Board meetings should clearly indicate on which points Directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need.

For reasons of urgency, the Chairman may wish to present decisions or resolutions for Board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly minuted, of the majority of Directors present.

Compliant ☒ Partially compliant ☐ Explain ☐

32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the Company and its group.

Compliant ☒ Partially compliant ☐ Explain ☐

33. The Chairman, as the person charged with the efficient functioning of the Board of Directors, in addition to the duties assigned by law and the Company's Bylaws, should prepare and submit to the Board a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the Board and, where appropriate, the Company's Chief Executive Officer; exercise leadership of the Board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each Director, when circumstances so advise.

Complies ☒ Partially compliant ☐ Explain ☐

34. When there is a coordinating director, the Bylaws or the regulations of the board of directors, in addition to the powers that legally correspond to him, should attribute the following to him: to chair the board of directors in the absence of the chairman and vice-chairmen, if any; echo the concerns of non-executive directors; liaise with investors and shareholders to obtain their views in order to form an opinion on their concerns, in particular in relation to corporate governance of the company; and coordinate the succession plan for the chairman.

Compliant [☐]

Partially compliant [☒]

Explain [☐]

Not applicable [☐]

The Coordinating Director has the duties specified in the recommendation, except for:

Succession scheme for the chairmanship. The Nomination and Remuneration Committee studies and organises the succession plan for the Chairman (article 529 quinquies³ f) of the Capital Companies Act. Given that the Coordinating Director may not be a member of this Committee, it was thought preferable not to ascribe specific duties to them in this domain.

As to the implementation of the scheme, in 2019 no succession of the Chairman took place. The company's internal rules do not assign this duty to the Coordinating Director, but the Board of Directors may otherwise when the time comes.

Investor relations. The Board of Directors believes it preferable for contact with investors and shareholders in relation to the issues referred to in the recommendation to take place through the Company's competent specialist areas: Investor Relations (General Finance Department) and the General Secretary's Office.

35. The Secretary of the Board of Directors should strive to ensure that the Board's actions and decisions take into account the good governance recommendations of the Good Governance Code applicable to the Company.

Compliant [☒]

Explain [☐]

36. The Board of Directors should, in a plenary session, conduct an annual evaluation, adopting, where necessary, an action plan to correct weakness detected in:

- a) The quality and efficiency of the Board of Directors' functioning.
- b) The performance and composition of its committees.
- c) The diversity of Board of Directors' membership and competencies.
- d) The performance of the Chairman of the Board of Directors and the Company's Chief Executive.
- e) The performance and contribution of individual Directors, with particular attention to the chairmen of the various board committees.

The evaluation of Board committees will be based on the reports they send the Board of Directors, while that of the Board itself will be based on the report of the Nominations Committee.

Every three years, the Board of Directors should engage an external consultant to aid in the evaluation process. This consultant's independence should be verified by the Nominations Committee.

The business relations which the consultant or any company of their group maintains with the Company or any company of its Group must be fully specified in the Annual Corporate Governance Report.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Compliant [☒]

Partially compliant [☐]

Explain [☐]

37. When an Executive Committee exists, its membership mix by director class should resemble that of the Board of Directors. The Secretary to the Board of Directors should also act as Secretary to the Executive Committee.

Compliant [☒]

Partially compliant [☐]

Explain [☐]

Not applicable [☐]

38. The Board of Directors 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.

Compliant [☒]

Partially compliant [☐]

Explain [☐]

Not applicable [☐]

39. All members of the Audit Committee, particularly its Chairman, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters. A majority of committee places should be held by independent Directors.
- Compliant [X] Partially compliant [] Explain []
40. Listed companies should have a unit in charge of the internal audit function, under the supervision of the Audit Committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the Board's Non-executive Chairman or to the Chairman of the Audit Committee.
- Compliant [X] Partially compliant [] Explain []
41. The head of the unit handling the internal audit function should present an annual work programme to the Audit Committee, inform it directly of any incidents arising during its implementation and submit an activities report at the end of each year.
- Compliant [X] Partially compliant [] Explain [] Not applicable []
42. The Audit Committee should have the following functions over and above those legally assigned:
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 accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.
 - b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment, re-election and removal of the head of the internal audit service; propose this service's budget; approve its priorities and work programmes, ensuring that it focuses primarily on the main risks the Company is exposed to; receive regular report-backs on its activities; and verify that senior management are acting on the findings and recommendations of its reports.
 - c) Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.
 2. In relation to the external auditor:
 - a) Investigate the issues giving rise to the resignation of the external auditor, should this come about.
 - b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.
 - c) Ensure that the Company notifies any change of external auditor to the CNMV as a significant event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for these.
 - d) Ensure that the external auditor has a yearly plenary meeting with the Board of Directors to inform it of the work undertaken and the evolution of the Company's risk and accounting situation.
 - e) Ensure that the Company and the external auditor comply with current regulations on the provision of non-audit services, limits on the auditor's business concentration and other requirements concerning auditor independence.
- Compliant [X] Partially compliant [] Explain []
43. 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.
- Compliant [X] Partially compliant [] Explain []
44. The Audit Committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.
- Compliant [X] Partially compliant [] Explain [] Not applicable []

45. The control and risk management policy should specify at least:

- a) The different types of financial and non-financial risk the Company is exposed to (including operational, technological, financial, legal, social, environmental, political and reputational risks), 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) The measures in place to mitigate the impact of identified risks should they occur;
- d) The internal control and reporting systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.

Compliant ☒ X]

Partially compliant ☐]

Explain ☐]

46. The Company should establish an internal risk control and management function run by one of the Company's internal department or units, under the direct supervision of the Audit Committee or another specialised Board committee, which should be attributed the following duties:

- a) Ensure that risk control and management systems are functioning correctly and, specifically, that the major risks to which the Company is exposed are correctly identified, managed and quantified.
- b) Take an active part in preparing the risk strategy and in important decisions with regard to the management thereof.
- c) Ensure that risk control and management systems are mitigating risks effectively within the framework of the policy drawn up by the Board of Directors.

Compliant ☐ X]

Partially compliant ☐]

Explain ☐]

47. Appointees to the Nominations and Remunerations Committee - or to the Nominations Committee and the Remunerations Committee, if separately constituted - should have the right balance of knowledge, skills and experience for the duties they are called on to perform. The majority of their members should be Independent Directors.

Compliant ☐ X]

Partially compliant ☐]

Explain ☐]

48. Large cap companies should operate separately constituted Nominations and Remunerations Committees.

Compliant ☐]

Explain ☒ X]

Not applicable ☐]

The Board believes that: (i) the Nominations and Remunerations Committee adequately carries out its duties; (ii) having two separate committees would increase the cost to the Company without necessarily increasing its efficacy. Circumstances may nonetheless determine a different decision in future.

49. The Nominations Committee should consult the Company's Board of Directors Chairman and Chief Executive, especially on matters relating to Executive Directors.

When there are vacancies on the Board, any Director may approach the Nominations Committee to propose candidates that might be considered suitable.

Compliant ☒ X]

Partially compliant ☐]

Explain ☐]

50. The Remunerations Committee should operate independently and have the following functions in addition to those assigned by law:
- a) Propose the basic terms of the contracts of senior executives to the Board of Directors.
 - b) Monitor compliance with the remuneration policy set by the Company.
 - c) Periodically review the remuneration policy for Directors and senior managers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other Directors and senior managers in the Company.
 - d) Guarantee that possible conflicts of interest do not compromise the independence of the external advice furnished to the Committee.
 - e) Verify the information on the remuneration of Directors and senior managers in corporate documents, including the Annual Directors' Remuneration Report.
- Compliant ☒ Partially compliant ☐ Explain ☐
51. The Remuneration Committee should consult the Company's Chairman and Chief Executive, especially on matters relating to Executive Directors and senior managers.
- Compliant ☒ Partially compliant ☐ Explain ☐
52. The rules of composition and operation of the supervisory and control committees should figure in the regulations of the board of directors and should be consistent with those applicable to legally binding committees under the above recommendations, so as to include that:
- a) These committees should be formed exclusively of Non-executive Directors and have a majority of Independent Directors.
 - b) Committees should be chaired by an Independent Director;
 - c) The Board should appoint the members of such committees with regard to the knowledge, skills and experience of its Directors and each committee's terms of reference; discuss their proposals and reports; and provide report-backs on their activities and work at the first Board plenary following each committee meeting.
 - d) The committees may engage the services of external advisers, should they deem it necessary for the discharge of their duties.
 - e) Meeting proceedings should be minuted and a copy made available to all Board members.
- Compliant ☐ Partially compliant ☐ Explain ☐ Not applicable ☒

53. The task of supervising compliance with corporate governance rules, internal codes of conduct and corporate social responsibility policy should be assigned to one board committee or split between several, which could be the Audit Committee, the Nominations Committee, the Corporate Social Responsibility Committee, where one exists, or a dedicated committee established ad hoc by the board under its powers of self-organisation, with at the least the following functions:

- a) Supervision of compliance with the company's internal codes of conduct and the corporate governance rules.
- b) Supervision of the communication and shareholder and investor relations strategy, including small and medium-sized shareholders.
- c) Periodically evaluate the effectiveness of the Company's corporate governance system, to confirm that it is fulfilling its mission of promoting the corporate interest and that it is catering, as appropriate, for the legitimate interests of remaining stakeholders.
- d) The review of the company's corporate social responsibility policy, ensuring that it is oriented towards creating value.
- e) Monitoring the CSR strategy and practices, and evaluation of the degree of compliance thereof.
- f) Monitoring and evaluating the company's processes for maintaining relations with the various stakeholders.
- g) Evaluating all aspects of the non-financial risks the Company is exposed to, including operational, technological, legal, social, environmental, political and reputational risks.
- h) Coordination of the process for reporting information of a non-financial nature or concerning diversity issues in conformity with the applicable rules and regulations and generally accepted international standards.

Compliant []

Partially compliant [X]

Explain []

The functions set out in paragraphs a), g) and h) of this recommendation have been entrusted to the Audit and Control Committee under sections q), p) and r), respectively, of article 21 of the Regulations of the Board of Directors.

The Board has not expressly attributed the remaining functions to an existing or newly-created committee, as it prefers to exercise them directly for the time being.

Letter b). The Board approved a Policy for communicating with shareholders, institutional investors, proxy advisers and credit rating agencies on 25 February 2016. The supervision of this Policy is entrusted, within their respective competencies, to the General Finance Department and to the General Secretary's Office, as the specialised areas of the Company in this matter. The Board in full is informed twice a year about (i) the main shareholders of the Company and the evolution of their stake in the share capital; and (ii) the perception that analysts and investors have of the Company and its group.

Letter c). The Board defines the Company's corporate governance system with the support and periodic reporting from the areas with competencies in this area, especially the General Secretary's Office. The Audit and Control Committee specifically reviews this system when the draft of the Annual Corporate Governance Report is submitted to the Board; and has the authority to propose improvements to internal corporate governance standards, such as the Bylaws or Regulations of the Board of Directors. The Nominations and Remuneration Committee, in turn, has its own competences in relation to the remuneration of Directors and proposals or reports prior to their appointment, and periodically reviews the configuration of the Board and the time availability of Non-Executive Directors.

Letters d), e) and f). The Director of Communication and Corporate Responsibility reports to the Board periodically on the main aspects of the Group's corporate social responsibility (which aligns corporate responsibility with business objectives), the Company's presence in international sustainability indices and on the social action programmes developed by the Group. Every 3 years, it presents the Ferrovial Group's corporate social responsibility plan to the Board, the content of which is referred to in the response to recommendation 54.

54. The corporate social responsibility policy should state the principles or commitments the Company will voluntarily comply with in its dealings with stakeholders, specifying at least:
- a) The goals of the corporate social responsibility policy and the development of instruments of support.
 - b) Corporate strategy in relation to sustainability, environmental issues and social issues.
 - c) Specific practices on issues related to: shareholders, employees, customers, suppliers, social issues, environment, diversity, responsibility fiscal, respect for human rights and prevention of illegal conduct.
 - d) The methods or systems for monitoring the results of adhering to the aforementioned practices, along with the associated risks and their management.
 - e) The mechanisms for supervising non-financial risk, ethics and business conduct.
 - f) The company's channels for communication, participation and dialogue with stakeholders.
 - g) Responsible communication practices that prevent the manipulation of information and protect the Company's honour and integrity.

Compliant [☐]

Partially compliant [☒]

Explain [☐]

The Company's Corporate Social Responsibility Policy, which was approved on 14 December 2014, does not cover all of the issues in the recommendation.

The 20.19 Corporate Social Responsibility plan was presented to the Board of Directors on 15 December 2016, covering the principles and commitments mentioned in recommendation 54. This is a three-year plan (for 2017, 2018 and 2019) divided into the following chapters: ethics and integrity, corporate governance, people, society, environment and innovation. The Plan addresses the most relevant issues for the group's stakeholders, who include shareholders, investors, employees, clients, users, social bodies, academic institutions and non-governmental organisations. Some of the priority issues covered by the Plan include climate change, corporate governance, risk management, fiscal responsibility, transparency, attracting and retaining talent, diversity, health and safety at work, supplier management, business ethics, social investment and community relations.

The Corporate Responsibility Committee has drawn up its fourth Corporate Responsibility Plan called Plan 20.22, which contains the principles and commitments mentioned in recommendation 54. It is a three-year plan (for the years 2020, 2021 and 2022) that incorporates specific objectives to address challenges such as the digital transformation, new urban mobility habits and urban congestion, climate change, ethics and corporate governance, gender equality and diversity, and occupational health and safety. Plan 20.22 was presented to the Board of Directors at its meeting on 27 February 2020.

The Company also fosters compliance with the recommendation as follows.

Letters a) and b).-On 18 December 2014, the Board of Directors approved both the Company's corporate social responsibility policy and its human rights and environmental policy, in addition to updating the Code of Business Ethics. It approved the following policies at its meetings on 24 February 2015, 30 July 2015, 25 February 2016 and 28 July 2016: (i) fiscal; (ii) tax risk control and management; (iii) health and safety; (iv) communication with shareholders, institutional investors, voting advisors and credit agencies; and (v) compliance.

In addition, the Company's Corporate Responsibility Committee is responsible for fostering and monitoring the group's corporate social responsibility policies. Its main functions include: (i) definition of the Corporate Social Responsibility Plan (ii) coordination of reporting processes; (iii) monitoring of recommendations after external verification (iv) monitoring of corporate social responsibility policies; and (v) information and application of corporate social responsibility regulations. The Committee is chaired by the Head of Communication and Corporate Responsibility, and comprises representatives of all business divisions (Services, Airports, Toll Roads and Construction) and corporate areas (HR, General Secretary's Office, Health and Safety, Quality and the Environment, Risks and Innovation).

Letter c).- The Company has put in place specific corporate social responsibility practices relating to its various stakeholders. In addition to the stipulations of the Policies mentioned in letters a) and b), for its suppliers, the Company also has a Code of Ethics for Purchasers, a Green Purchases Catalogue and a Global Purchasing Committee, comprising the heads of purchasing in the business units. There is also an Anti-Corruption Policy, a Competition Policy, a Crime Prevention Model, as well as Due Diligence Procedures that seek to verify the ethical integrity of potential partners and suppliers of the group before entering into agreements with them, as well as candidates in employee selection processes. Finally, the Company has an Ethical Channel that allows any person to confidentially (and anonymously if desired) raise any possible irregularity, breach or behaviour contrary to ethics, legality, and internal rules and procedures.

Letter d) - With regard to the monitoring of the above matters, the Board of Directors in full is informed at the beginning of each meeting about health and safety (this practice has also been initiated in the Management Committee). The Board is also regularly informed about (i) employees and diversity, in the framework of the annual report of the Human Resources Department; (ii) the main shareholders and investors of the company and the perception analysts have of it; (iii) the tax policies followed during each financial year; (iv) environmental performance; (v) corporate social responsibility performance; and (vi) application of the compliance model.

In addition, the areas with competence in these matters act in those cases where it is considered appropriate, anticipating and managing the risks.

Continued in Section H.

55. The Company should report on corporate social responsibility matters in its management report or in a separate document, using an internationally accepted methodology.

Compliant ☒ X]

Partially compliant ☐]

Explain ☐]

56. Directors' remuneration should be sufficient to attract and retain Directors with the desired profile, and to cover the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of Non-executive Directors.

Compliant ☒ X]

Explain ☐]

57. Variable remuneration linked to Company and personal performance, and remuneration based on shares, options or rights on shares or instruments tied to share prices, and long-term saving schemes such as pension plans, retirement plans or other social welfare systems, should be confined to Executive Directors.

The Company may consider the share-based remuneration of Non-executive Directors provided they retain such shares until the end of their mandate. The above condition will not apply to any shares that the Director must dispose of, where applicable, to defray costs related to their acquisition.

Compliant ☒ X]

Partially compliant ☐]

Explain ☐]

58. In the case of variable pay, remuneration policies should include limits and 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, or other circumstances.

In particular, variable remuneration items should meet the following conditions:

- a) Be subject to predetermined and measurable performance criteria that factor in the risk assumed to obtain a given outcome.
- b) Promote the long-term sustainability of the company and include non-financial criteria that are adequate to create long-term value, such as compliance with the Company's internal rules and procedures and its risk control and management policies.
- c) They are configured based on a balance between meeting short, medium and long term objectives, allowing performance to be rewarded for continued performance over a sufficient period of time to appreciate their contribution to sustainable value creation, so that the elements of measurement of that performance do not revolve solely around one-off, occasional or extraordinary events.

Compliant ☒ X]

Partially compliant ☐]

Explain ☐]

Not applicable ☐]

59. A major part of variable remuneration components should be deferred for a long enough period to ensure that predetermined performance criteria have effectively been met.

Compliant ☒ X]

Partially compliant ☐]

Explain ☐]

Not applicable ☐]

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

Compliant ☒ X]

Partially compliant ☐]

Explain ☐]

Not applicable ☐]

61. A major part of executive Directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

Compliant ☒ X]

Partially compliant ☐]

Explain ☐]

Not applicable ☐]

62. Following the award of shares, share options or other rights on shares derived from the remuneration system, Directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the share options or other rights on shares for at least three years after their award.

The above condition will not apply to any shares that the Director must dispose of, where applicable, to defray costs related to their acquisition.

Compliant [X]

Partially compliant []

Explain []

Not applicable []

63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the Director's actual performance or based on data subsequently found to be misstated.

Compliant [X]

Partially compliant []

Explain []

Not applicable []

64. Termination payments should not exceed a fixed amount equivalent to two years of the Director's total annual remuneration and should not be paid until the company confirms that they have met the predetermined performance criteria.

Compliant []

Partially compliant [X]

Explain []

Not applicable []

The first part of the recommendation is not complied. The Directors' remuneration policy in force at the time of termination of the Chief Executive Officer's contract does not include the limitation of the amount equivalent to two years of total annual remuneration. The contract signed with the new Chief Executive Officer does contain such limitation.

H. OTHER INFORMATION OF INTEREST

1. If you consider that there is any material aspect or principle relating to the corporate governance practices followed by your Company or its group companies that has not been addressed in this report, and which is necessary to provide a more comprehensive, justified view of the corporate governance structure and practices of the Company or its group, explain briefly.
2. You may include in this section any other information, clarification or observation related to the above sections of this report, to the extent that you deem them relevant and not repetitive.

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.

3. The company may also indicate whether it has voluntarily adhered to other international, sectoral or other codes of ethical principles or good practice. If applicable, identify the Code in question and the date of adoption. In particular, it will mention whether it has adhered to the Code of Good Tax Practices of 20 July 2010:

SECTION A.2

The changes indicated for the shareholder Mr. Rafael del Pino y Calvo-Sotelo are due to capital increases and reductions carried out by the Company in the year.

SECTION A.10 continued

6. Power of subdelegation: the powers conferred by this agreement shall be sub-delegated in favour of the Executive Committee, the Chairman or the CEO of the Company, and in any case, they may be exercised by persons at any given time appointed by the Internal Code of Conduct in the Securities Markets of the Company.

This authorisation replaces that adopted in the same area by the General Shareholders' Meeting on 22 March 2013, which is rendered null and void in the part not used."

EIGHTH RESOLUTION OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF 5 APRIL 2019

"1. Reduction of share capital through the redemption of both own shares currently in treasury stock and own shares to be acquired through a buyback programme for their redemption.

It is resolved to reduce the share capital of Ferrovial, S.A. (the "Company") by the sum of the above:

(i) €1,383,117.60, through the redemption of 6,915,588 own shares currently held as treasury stock, with a par value of €0.20 each, acquired under the authorisation granted by the General Shareholders' Meeting held on 5 April 2017 under item ten of the agenda, and within the limits provided for in Articles 146 and related articles and 509 of the Capital Companies Act (the "Existing Treasury Stock"); and

(ii) the aggregate nominal value, with the maximum indicated below, representing the shares of twenty euro cents (€0.20) to be acquired through a buyback programme for all shareholders, pursuant to Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and to Commission Regulation (EU) 2016/1052 of 8 March 2016 supplementing the Regulation on market abuse as regards technical regulations concerning the conditions applicable to buyback programmes and stabilisation measures (the "Buyback Programme" or the "Programme") and to be approved by the Board of Directors.

The Buyback Programme will be subject to two quantitative limits as to the amount of the investment and the number of shares to be acquired:

(i) The maximum net investment of the Programme will be €275 million (the "Maximum Investment"). For the purposes of calculating the amount of the Maximum Investment, only the purchase price of the shares shall be counted. Therefore, any expenses, commissions or brokerage fees that may be charged to the acquisition transactions will not be counted.

(ii) The number of shares to be acquired under the Programme may not exceed 19 million, representing 2.57% of the Company's capital stock at the date of this proposed agreement.

Consequently, the maximum amount of the capital reduction (the "Capital Reduction") will be €5,183,117.60, through the redemption of a maximum of 25,915,588 own shares of €0.20 par value each, representing a maximum of 3.509% of the share capital at the time of adoption of this agreement. This figure is the sum of the aggregate nominal value of the number of own shares corresponding to the existing treasury stock and the aggregate nominal value of the maximum number of shares to be acquired under the Buyback Programme.

In accordance with the following, the final figure of the Capital Reduction will be established by the Board of Directors according to the final number of shares to be acquired from shareholders under the Buyback Programme, in accordance with the Maximum Investment and maximum number of shares to be acquired referred to above.

2. Purpose of the reduction

The aim of the Capital Reduction is to redeem own shares, contributing to the Company's shareholder remuneration policy by increasing the profit per share. This operation is established as a nominal or accounting reduction, since its execution will not involve either a refund of contributions to shareholders or amendment of the system for corporate equity availability, as set out below.

3. Procedure for the acquisition of the shares to be redeemed

The acquisition of the shares to be redeemed shall be carried out under the terms of Article 144 a) of the Spanish Companies Act (in the event of free derivative acquisition of treasury shares) and under the terms of Articles 338 to 342 of the same Act, where applicable, Article 12.2 of Royal Decree 1066/2007 of 27 July, Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and Delegated Regulation (EU) 2016/1052 of the Commission of 8 March 2016, without it being necessary, therefore, to launch a takeover bid for the Company's shares acquired under the Buyback Programme.

4. Features of the Buyback Programme

The Buyback Programme is expected to be approved by the Company's Board of Directors if this proposed resolution is approved by the shareholders.

The main features of the Buyback Programme, without prejudice to the timely public disclosure of its details, which will be provided in due course once approved by the Board of Directors and, in any event, before commencing the acquisitions, will be as follows:

1. The Company will acquire, for redemption, own shares for a Maximum Investment of €275 million. Under no circumstances may the number of shares to be acquired under the Repurchase Program exceed 19 million shares, representing 2.57%% of the Company's share capital at the date of this proposed resolution.
2. The acquisition of the shares will be carried out in accordance with the price and volume conditions set out in Article 3 of the Delegated Regulation (EU) 2016/1052 of the Commission, 8 March 2016.
3. The Board of Directors shall establish the term of the Buyback Programme, which may not exceed 1 year in any case. Notwithstanding the above, the Company may add fin to the Programme prior to the deadline if its aim has been met and, in particular, if prior to the expiry of the Programme the Company has acquired, under the Programme, the maximum number of shares indicated in section 1 above, or shares at an acquisition price that reaches the amount of the Maximum Investment stated in section 1 above, or if any other circumstance occurs that makes this advisable.
5. Procedure for reduction, reservations to be made and time for implementation

In accordance with the provisions of Article 342 of the Capital Companies Act, own shares acquired by the Company under the Buyback Programme must be redeemed within one month after the completion of the Buyback Programme. Therefore, the Capital Reduction must be executed within the same period and, in any case, within one year from the date of adoption of this agreement.

In accordance with the provisions of article 340.3 of the Capital Companies Act, if the Company does not make acquisitions for the amount of the Maximum Investment under the Buyback Programme, it will be understood that the capital is reduced by the nominal value corresponding to the number of shares effectively acquired under the Buyback Programme.

The Reduction of Capital will not imply the return of contributions to the shareholders, given that, at the time of execution of the reduction, the Company will be the owner of the shares to be redeemed. The reduction will be made with a charge to free reserves, through the allocation of a reserve for redeemed capital for an amount equal to the par value of the redeemed shares, which will only be available with the same requirements as those required for the reduction of share capital.

Consequently, in accordance with Article 335 c) of the Capital Companies Act, there will be no right of opposition by creditors under Article 334 of the same act.

6. Delegation of powers

It is agreed to delegate to the Board of Directors, with express powers to sub-delegate to the Executive Committee, the Chairman or the CEO, the power to determine the terms and conditions of this agreement in all matters not expressly provided for herein. In particular, and by way of illustration only, the following powers are delegated to the Board of Directors, with express powers to sub-delegate to the Executive Committee, the Chairman or the Chief Executive Officer

- a. Determine the duration of the Buyback Programme and any other conditions of the Programme, within the limits established in this agreement and in the law, all in accordance with the provisions of Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and of the Commission Delegated Regulation (EU) 2016/1052, 8 March 2016.
- b. Proceed with the execution of the Capital Reduction within a period not exceeding one month from the end (anticipated or planned) of the Buyback Programme and, in any case, within the year following the date of adoption of this agreement.
- c. Set the final figure for the Capital Reduction in accordance with the rules set out in this agreement and based on the final number of shares acquired from shareholders under the Buyback Programme.
- d. Declare closed and executed the Capital Reduction agreed establishing, for this purpose, the final number of shares to be redeemed and, therefore, the amount by which the Company's capital must be reduced in accordance with the rules established in this agreement.
- e. Redraft Article 5 of the Company's Bylaws, relating to the Share Capital, in order to adapt it to the result of the Capital Reduction.
- f. Carry out any actions, declarations or steps that may be necessary in relation to the provision of public information on the Buyback Programme and any actions that may be necessary before the National Securities Market Commission and the Stock Exchanges on which the Company's shares are listed, as well as before the regulators and governing bodies of the markets on which the share acquisition operations are carried out. Negotiate, agree and sign as many contracts, agreements, commitments or instructions as necessary or convenient in order to ensure a positive outcome of the Buyback Programme.
- g. Carry out the necessary procedures and actions and submit the necessary documents to the competent bodies so that, once the Company's shares have been redeemed and the deed for Capital Reduction has been granted and registered in the Mercantile Registry, the redeemed shares are excluded from trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, through the Stock Exchange Interconnection System (Continuous Market) and the corresponding accounting records are cancelled.
- h. Carry out any actions that may be necessary or convenient to execute and formalise the Capital Reduction before any public or private entities and bodies, both Spanish and foreign, including the declaration, complement or correction of defects or omissions that may prevent or hinder the full effectiveness of the preceding agreements".

SECTION A.14

A subsidiary of Ferrovial, S.A has issued bonds admitted to trading on the London Stock Exchange since June 2013 with the guarantee of Ferrovial S.A.

SECTION B.4

The figure for attending in person includes the Company's treasury stock of the date on which the General Shareholders' Meeting was held.

SECTION C.1.2

The table indicates, as the date of first appointment, the date on which the Directors (i) took office in the former Grupo Ferrovial, S.A., parent company of the Ferrovial group before the merger between that entity and Cintra Concesiones de Infraestructuras de Transportes, S.A. carried out in 2009 (the "Merger"); or (ii) in Ferrovial, S.A. with respect to those Directors appointed subsequent to the Merger.

SECTION C.1.12

The Board of Directors, at its meeting on 19 December 2019, at the proposal of the Appointment and Remuneration Committee, agreed to limit the number of boards of listed companies to five, in addition to Ferrovial, on which the directors may sit.

At its meeting on 27 February 2020, the Board approved the amendment of Article 35 of its Regulations, which regulates the basic obligations of Directors arising from the duty of diligence, to incorporate such limitation.

SECTION C.1.13

The amount indicated includes premiums paid for life insurance.

SECTION C.1.15

The Board of Directors, at its meeting on 19 December 2019 and at the proposal of the Nominations and Remunerations Committee, agreed to limit the number of boards of listed companies (in addition to Ferrovial) on which directors may sit to five.

At its meeting on 27 February 2020, the Board approved the amendment of Article 35 of its Regulations, which regulates the basic obligations of the Directors derived from the duty of diligence, to incorporate the aforementioned limitation.

The purpose of this amendment is to introduce the content of the second paragraph of recommendation 25 of the Code of Good Governance of Listed Companies. Therefore, this advances compliance with best corporate governance practices, incorporating into the regulations of organization and functioning of the Board a precept aimed at ensuring that Ferrovial's Directors have sufficient time to carry out their duties.

SECTION C.1.32

The amount stated for work other than audit work does not include services related to auditing. The latter have amounted to €200 thousand during 2019.

SECTION C.1.34

For the purposes of this section, it is understood that the data for years prior to the 2009 merger that whereby Ferrovial, S.A. arose relate to the extinct Grupo Ferrovial, S.A.

SECTION C.2.1 continued

AUDIT AND CONTROL COMMITTEE

OPERATION

The Committee Chairman will chair meetings, lead discussion on the matters to be addressed, and have the casting vote in the event of a tied vote.

The Committee will meet following a call by its Chairman, who should do so when so requested by the Board of Directors, the Chairman of the Board of Directors, or two members of the Committee, and in any event, when required for the proper performance of its duties.

The Committee shall be deemed to be validly constituted when more than half of its members are present or represented at the meeting. Resolutions shall be taken by absolute majority vote by those present.

To better fulfil its duties, the Committee may seek the opinion of external advisers, for which purposes, the provisions of the Board regulations will apply.

Any member of the management team or Company personnel required to do so will be obliged to attend the Committee's meetings, providing it with their assistance and access to the information they have. When so determined by the Committee, they shall attend without the presence of any other executive.

The Committee may require the auditors to attend its sessions.

It will also issue a report on its operations, which will be published on the Company website sufficiently in advance of the Company's General Shareholders' Meeting.

Anything not specifically provided for with regard to the Committee will be subject to the Regulations of the Board of Directors on calling meetings, constitution and the adoption of agreements, as long as this is compatible with the nature and function of the Committee.

The Audit and Control Committee has taken into account in its operation, as well as in the exercise of its powers throughout the year, the CNMV's Technical Guide on audit committees of public interest entities.

MOST IMPORTANT ACTIONS DURING THE YEAR

As in previous years, the Committee approved a work plan with the issues to be discussed at each of its meetings of 2019, adding other matters during the year.

FINANCIAL INFORMATION

During the year, the Committee reviewed and analysed the integrity of this information prior to its knowledge by the Board of Directors and its transmission to the authorities or markets, reporting it favourably. It has especially paid attention to main judgements and estimates made in those areas that are more complex or where the accounting impact is more relevant. For this analysis, it has arranged for the collaboration of the Finance Department and the external auditor of Ferrovial.

RELATIONS WITH THE EXTERNAL AUDITOR

In accordance with articles 529 quaterdecies.4 d) of the CCA and 51.3 d) of the Bylaws, it is the responsibility of the Committee to propose the appointment of the auditor to the Board of Directors for submission to the General Shareholders' Meeting. The current auditor was re-elected as the external auditor of Ferrovial and its consolidated group for 2019 at the General Shareholders' Meeting of 5 April 2019 (following the Committee's proposal in 2018). 2019 is the last year in which this firm may be an external auditor, in accordance with the regulations on account auditing. During the past year, the Committee has led the process of selecting the new auditor for the financial years 2020 and following, and submitted its proposal to the Board of Directors of Ferrovial, which agreed to submit it, where appropriate, to the General Shareholders' Meeting.

The Committee also ensured that the external auditor appeared once before the plenary session of the Board of Directors to inform it of the work carried out, the evolution of the accounting situation and the risks of the Company.

REVIEW OF THE ANNUAL ACCOUNTS AND THE HALF-YEARLY FINANCIAL REPORT

The external auditor appeared before the Committee for the presentation of the annual accounts for 2018 in order to set out the highlights of the audit for the year, the main risks and the audit issues to be followed up during 2019. It reported on its independent review of the adaptation of the non-financial information contained in the consolidated management report, which forms part of the Integrated Annual Report, on the standards of the Global Reporting Initiative (GRI) and on the contents established in the applicable commercial regulations.

It also reported on its limited review of the half-yearly financial statements closed on 30 June 2019, reporting on the main risks and issues identified in this limited review, as well as the aspects to be followed at the end of the year. The auditor has also appeared in the meetings of the Committee in which the economic-financial information closed on 30 March and 30 September was discussed.

It presented its strategy to the Committee and work plan for the audit of the annual accounts for the financial year 2019, and the previous work carried out based on the financial information closed as of 30 September.

INDEPENDENCE OF THE EXTERNAL AUDITOR

The Committee has drawn up the legally binding report on this point.

It has authorised, after due analysis and in accordance with the internal procedure revised by the Commission (NPEF-102), the contracting of certain non-audit services with audit firms other than the statutory auditor. In its analysis, the Committee has considered the nature and circumstances of the service, the issues that may arise in relation to the regulations on independence and the reasons for hiring it from a specific audit firm. The Committee's assessment has taken into account the criteria of the Finance Department and the auditor itself.

It has periodically received information on the services of this type authorised and the amount thereof.

It has also been informed of the audit fees received by Ferrovial's external auditor (and by the rest of the group's auditors) in 2018, and their variation in relation to the previous year.

ASSESSMENT OF THE SERVICES PROVIDED BY THE EXTERNAL AUDITOR IN THE LAST FIVE YEARS

In accordance with article 21. II (h) of the RCA and based on the GFD report, the Committee has assessed the services provided by the external auditor over the last five years and how the external auditor has contributed to the quality of the audit and the integrity of the financial information. Among other factors taken into account are, its independence, knowledge of the business, the frequency and quality of its communications, and the opinion of the auditor at corporate level (which includes the internal audit and compliance areas) and in the business divisions.

The public results of the quality controls or inspections of the Institute of Accounting and Auditing, and the transparency reports of the external auditor have also been weighed.

INTERNAL CONTROL PROCEDURES

The Committee was informed by the external auditor on the main internal control recommendations made as a result of the audit of Ferrovial and the most relevant internal control improvement projects executed during 2018. The external auditor did not identify any significant weakness that should be reported to the Committee in accordance with the international financial reporting standards.

The General Finance Department also informed the Committee of (i) the work carried out in the group during 2019 in relation to the design, implementation and maintenance of the internal control over financial reporting system (ICFRS); (ii) the updating of the processes and controls followed in the Company and its consolidated group; (iii) the result of the self-assessment by the business divisions and corporate areas of the controls included in the ICFRS and the proposed improvement actions; and (iv) the results of the annual risk assessment of the financial information.

INTERNAL AUDIT

The Committee carried out supervision of the activity of Internal Audit at the Company. Specifically, it has been informed of:

- The Activities report by the Internal Audit corresponding to the 2018 financial year, which includes the conclusions of all the work carried out, the variations on the approved plan (giving reasons), the work carried out in collaboration with other areas, the breakdown of the main aspects of improvement detected, the recommendations issued, the state of implementation of those formulated during 2018 and previous years, the evolution of the most significant matters audited and the evaluation of the quality perceived by those audited.
- The annual report, referring to financial year 2018, and the report relating to the first half of 2019, on the activity of the "Ethical Channel", indicating the number of complaints received, their evolution, origin and type, the procedures established for the prevention, detection and management of fraud, and the areas for improvement identified.
- The degree of progress of the internal audit work scheduled at the end of the third quarter of 2019, compliance with the approved plan and its variations, collaboration with other areas, new recommendations issued, and the evolution of recurrent improvement aspects and those identified in the financial year 2019.
- The result of (i) the review of the ICFRS implementation process and of the specific work to ensure compliance; and (ii) the review of the deployment of the compliance model in Spain, the audits carried out with an indication of the aspects on which progress is to be made, the conclusions of the review carried out and the monitoring and implementation of the recommendations issued.
- The internal audit work plan for the financial year 2020, approved by the Committee, which includes (i) the purpose of these works and the extent to which it covers the group's main risks, the countries considered strategic; (ii) the recurrent tasks (including those in the follow-up of the external auditor's recommendations and conclusions); and (iii) the organisation, resources and expenditure budget for 2020 of the Internal Audit Department, which were approved by the Committee.

RISK ANALYSIS AND SYSTEMS FOR RISK CONTROL

The General Finance Department and the Risk Department have appeared periodically before the Committee to report on the main risks and contingencies of the Company and its group, both financial and non financial, as well as on the functioning of the systems established for their identification, management and control.

With regard to risks, the Committee has been informed about (i) the process of drawing up the risk map; (ii) the main risks of the group and their evolution; (iii) exogenous risk factors with potential impact on the group's risk profile; (iv) the relevant risks of the group that have been identified (none critical due to their likelihood and impact); and (v) the review of the risk system.

As regards contingencies, the Committee has received information on the most relevant contingencies, their potential economic impact, the management measures being implemented, whether there is a provision or coverage for them, their diagnosis and evolution, and the distribution of these contingencies by category and geographical area. It has also been made aware of contingencies with potential criminal impact.

ACTIONS IN THE AREA OF CORPORATE GOVERNANCE AND COMPLIANCE REGIME

- It informed the Ordinary General Shareholders' Meeting of Ferrovial, through the Chairman of the Committee, about the activities carried out in financial year 2018.
- It reported favourably, and in advance of its approval by the Board of Directors, on the AGCR corresponding to the financial year 2018.
- It approved a report on related-party transactions, which was published on the Company's website at the same time as the call for the General Shareholders' Meeting.
- It has informed, prior to its approval by the Board, on the transactions of Directors of the Company with companies of the Ferrovial group.
- It has learned about the group's contribution to social action during the past year and the main sponsorship projects in this area approved in accordance with the internal regulations of the Ferrovial group.
- It has supervised the operation and efficacy of Ferrovial's compliance model. To this end, the Compliance and Risk Department has informed the Committee of the level of implementation of the measures established in the current plan, the achievements made, the training given to employees in this area and the progress made in the deployment of the model. It has also presented the action plan for this model for the period 2020-2021 and actions included in it to the Committee.
- It has been informed of the requirements that the CNMV has addressed to the Company during the 2019 financial year and of the responses given to them. These requirements have concerned the content of the annual financial report for 2018 and the financial reports for the first quarter and first half of 2019, and compliance with the obligations of Article 19 of Regulation (EU) No. 596/2014 on market abuse.
- It produced a report for the assessment of the Committee by the Board of Directors (based on the report on its activities in 2018).
- It has prepared its operating report for financial year 2019, adjusting its content to that indicated in the CNMV Guide and has submitted it to the Board of Directors for approval.

COMPOSITION

On 19 December 2019, the Board, following a report by the Nominations and Remunerations Committee, appointed Mr. Gonzalo Urquijo as a member of the Committee.

In addition, in accordance with Article 529 quaterdecies.2 of the Capital Companies Act, the Board agreed to appoint Mr. Óscar Fanjul as Chairman of the Audit and Control Committee for a period of four years, replacing Mr. Santiago Fernández Valbuena whose term of office would end in December of that year.

All members of the Audit and Control Committee were appointed in light of their knowledge and experience of accounting, audit or risk management. Considered together, they have the technical knowledge required for the sector in which the Company operates. They have adequate knowledge of the infrastructure sector, the activities carried out by Ferrovial and the main geographic markets in which it is active. They also have extensive experience in managing international business groups.

NOMINATION AND REMUNERATION COMMITTEE

The Committee reported favourably on the appointment of Mr. Ignacio Madridejos as CEO of Ferrovial and proposed the basic conditions of his contract, including his compensation, to the Board of Directors. It also submitted the conditions for the departure of the outgoing CEO from the Company to the Board.

It also analysed the needs of the Board of Directors and identified the aspects it considered appropriate to strengthen it as part of the gradual renewal of the Board included in the action plan resulting from the Board's evaluation.

In accordance with the aforementioned plan and the Board's needs regarding its composition, the Committee proposed the appointment by co-option of Juan Hoyos and Gonzalo Urquijo as independent directors, in order to cover the vacancies produced successively by the resignation of Joaquín Ayuso and Santiago Bergareche. External advisors of recognised prestige were used in the selection process of Mr. Hoyos and Mr. Urquijo.

It also reviewed the amount and nature of the transactions that, during 2018, Ferrovial or companies in its group have carried out with other entities in which Ferrovial's independent directors are also directors or senior managers, considering that they do not prevent these independent directors from carrying out their duties as such, and approved the reasoned statement included in the draft Annual Corporate Governance Report for that year (section C.1.3).

It examined the current composition and configuration of the Board of Directors and reviewed the standing attributed to each of the Directors. Finally, it verified the Selection Policy for Ferrovial Directors.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

It reported favourably on the draft Annual Report on Directors' Remuneration corresponding to the financial year 2018.

In relation to the remuneration of member of the Board in their standing as such, the Committee proposed to the Board of Directors (i) the settlement for the financial year 2018 in accordance with the breakdown appearing in the Annual Report on Directors' Remuneration; and (ii) the sum at which the maximum annual amount of the remuneration should stand in 2019 (applying the automatic review established by the General Shareholders' Meeting) and its distribution among the Directors.

With respect to the remuneration of the Executive Directors, the Committee proposed to the Board (i) their variable remuneration for the financial year 2018; and (ii) their fixed remuneration corresponding to the financial year 2019.

As far as senior management is concerned, the Committee reported (i) its variable remuneration for financial year 2018; and (ii) its set remuneration for financial year 2019. During the financial year, it also reviewed its remuneration scheme.

It reviewed the Policy on the Remuneration of Directors, introducing amendments to the model for the remuneration of executive directors and submitted to the Board of Directors a proposed policy for the years 2020-2022 to be submitted to the General Shareholders' Meeting for approval.

Likewise, it verified the information on the remuneration of the Directors and senior management contained in the corporate documents and checked the observance of the Company's remuneration policy.

The Committee proposed to the Board the terms of the long-term incentive plans for executive directors and managers for the period 2019-2022 and for receiving part of the employees' remuneration in shares for the period 2020-2024.

APPOINTMENTS OF SENIOR COMPANY EXECUTIVES AND DIRECTORS IN SUBSIDIARY COMPANIES

The Committee reported favourably on the proposed appointment of Mr. Pedro Montoya as Director of Compliance and Risk, and of Mr. Andrés Camacho as Director of the Mobility division, and proposed the basic conditions of their contracts, including their compensation to the Board of Directors. It was also informed of the appointment of Mr. Benjamin Legg as Director of Safety and Health.

It also reported favourably on the appointment of Ferrovial representatives to the boards of directors of the main subsidiaries and investees.

IN RELATION TO OTHER MATTERS

The Committee received reports on (i) the succession plan for the Chairman of the Board, the Chief Executive Officer and Senior Management; (ii) management of talent and mobility of managers; and (iii) the CNMV's technical guide on nominations and remunerations committees of public interest entities.

In relation to the process of annual evaluation of the Board of Directors, it formulated the report for the evaluation of the Committee by the Board (taking as basis the report on the operation of the Committee for the financial year 2018) and the report for the evaluation of the Board itself. It participated in the selection of the external consultant who assisted in the annual evaluation process and verified its independence in compliance with article 27.4 of the Board of Directors' Regulations.

It reviewed the dedication of Non-Executive Directors and their professional commitments outside their Company directorships.

Lastly, it prepared a report on its activities in 2019.

COMPOSITION

On 19 December 2019, Mr. Santiago Bergareche presented his resignation as a Director and therefore as a member of the Nominations and Remuneration Committee. On the same date, the Board appointed Mr. Bruno Di Leo as a member of that Committee.

The Directors who make up the Nominations and Remunerations Committee have all been appointed taking into account the knowledge, skills and experience appropriate to the functions they are called upon to perform.

SECTION E.6. continued

c) Business continuity plans

Ferrovial has implemented a Business Continuity Model that enables serious contingencies to be managed appropriately and the acceptable recovery of its critical processes, as necessary. The contingency scenarios contemplated include the absence of key personnel, and downtime of facilities and information systems.

The Business Continuity Committee is responsible for keeping the model up to date and performing regular compliance tests.

8. Risk transfer systems

The Ferrovial corporate policy is to arrange insurance for all the business areas through the Corporate Insurance Unit. Based on the Group's risk profile and its businesses, this department technically and economically optimises the hedges entered into to mitigate the transferable risks to which Ferrovial is exposed in the performance of its activity.

In the case of environmental risk, it has an environmental responsibility policy that hedges the Company's environmental risks pursuant to EU legislation.

From time to time, the Board of Directors, through the Audit and Control Committee, receives information on the main risks and contingencies faced by the management team in meeting its business objectives, as well as the management measures designed to control them.

G. RECOMMENDATION 54:

Letter e).- The Board of Directors approved the amendment of the Risk Management and Control Policy at its meeting on 28 July 2016. During this meeting, they also identified the main areas of risk for the Company and its group (which included non-financial risks regarding ethics and business conduct) and the management and control systems. The Audit and Control Committee periodically supervises and assesses the main risks and contingencies of the group and their evolution. The monitoring of the group's risk map has been included in the agenda of matters to be dealt with by the Board at its meetings in 2020.

The Audit and Control Committee is also periodically informed by the Internal Audit Department of the functioning of the Ethical Channel referred to above.

Letter f).- As indicated above, the Board of Directors approved a policy for communication with shareholders, institutional investors, voting advisors and credit rating agencies, which includes the channels of communication with these groups. On the other hand, the Company, through the Department of Communication and Corporate Social Responsibility, periodically holds individual and joint meetings (annual or biannual) with stakeholders, at different levels, to establish a constant dialogue with them. In this regard, every two years the Company updates its relevance study, prepared on the basis of a survey in which the company's stakeholders are consulted on certain issues related to corporate responsibility.

Letter g).- Responsible communication is part of the Company's regular practice in its relations with its different publics of interest. The company's communication is based on the criteria of transparency, integrity and respect for people.

3.

On 25 November 2010, the Company resolved to comply with the Code of Good Tax Practices, implemented by Spain's Tax Authorities and Large Companies Forum. The purpose of this code is to reinforce the Company's transparency and cooperation in tax practices, and to increase legal certainty in the interpretation of tax regulations.

This annual corporate governance report was approved by the company's board of directors at its meeting held on

27/02/2020

Indicate whether there are Directors who may have voted against or abstained, in relation to the approval of the present report.

[] Yes
[v] No

Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.

AUDITOR'S REPORT ON THE INFORMATION RELATING TO THE SYSTEM OF INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR) OF FERROVIAL, S.A. FOR 2019

To the Directors of
FERROVIAL, S.A.,

In accordance with the request of the Board of Directors of FERROVIAL, S.A. ("the Company") and with our proposal-letter of 7 February 2020, we have applied certain procedures to the information relating to the ICFR system included in section F) of the accompanying Annual Corporate Governance Report (ACGR) of FERROVIAL, S.A. for 2019, which summarises the internal control procedures of the Company in relation to its annual financial reporting.

The Board of Directors is responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system and for making improvements to that system and for preparing and establishing the content of the information relating to the ICFR system included in section F) of the accompanying Annual Corporate Governance Report (ACGR).

It should be noted in this regard that, irrespective of the quality of the design and operating effectiveness of the internal control system adopted by the Company in relation to its annual financial reporting, the system can only permit reasonable, but not absolute, assurance in connection with the objectives pursued, due to the limitations inherent to any internal control system.

In the course of our audit work on the financial statements and pursuant to Technical Standards on Auditing, the sole purpose of our assessment of the internal control of the Company was to enable us to establish the scope, nature and timing of the audit procedures to be applied to the Company's financial statements. Therefore, our assessment of internal control performed for the purposes of the aforementioned audit of financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial reporting.

For the purpose of issuing this report, we applied exclusively the specific procedures described below and indicated in the Guidelines on the Auditor's Report on the Information relating to the System of Internal Control over Financial Reporting of Listed Companies, published by the Spanish National Securities Market Commission (CNMV) on its website, which establish the work to be performed, the minimum scope thereof and the content of this report. Since the work resulting from such procedures has, in any case, a reduced scope that is significantly less extensive than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or on its design or operating effectiveness, in relation to the Company's annual financial reporting for 2019 described in the information relating to the ICFR system included in section F) of the accompanying Annual Corporate Governance Report (ACGR). Therefore, had we applied procedures additional to those established in the aforementioned Guidelines or performed an audit or a review of the system of internal control over the regulated annual financial reporting, other matters or aspects might have been disclosed which would have been reported to you.

Also, since this special engagement does not constitute an audit of financial statements and is not subject to the audit regulations in force in Spain, we do not express an audit opinion in the terms provided for in those regulations.

The procedures applied were as follows:

1. Perusal and understanding of the information prepared by the Company in relation to the ICFR system -disclosure information included in the directors' report- and assessment of whether this information addresses all the information required in accordance with the minimum content described in section F, relating to the description of the ICFR system, of the model Annual Corporate Governance Report established in CNMV Circular no. 7/2015, of 22 December 2015.
2. Inquiries of personnel in charge of preparing the information detailed in point 1 above for the purpose of: (i) obtaining an understanding of the process involved in the preparation of the information; (ii) obtaining information that permits an evaluation of whether the terminology used complies with the framework definitions; and (iii) obtaining information on whether the control procedures described are in place and functioning at the Company.
3. Review of the explanatory documents supporting the information detailed in point 1 above, which include mainly the documents furnished directly to the persons responsible for preparing the information describing the ICFR system. In this regard, the aforementioned documents include reports prepared for the Audit and Control Committee by internal audit, senior management and other internal or external specialists.
4. Comparison of the information detailed in point 1 above with the knowledge of the Company's ICFR system obtained through the procedures applied during the financial statement audit work.
5. Perusal of minutes of meetings of the Board of Directors, Audit and Control Committee and other committees of the Company in order to evaluate the consistency between the ICFR system issues addressed thereat and the information detailed in point 1 above.
6. Obtainment of the representation letter in connection with the work performed, duly signed by those responsible for preparing and formulating the information detailed in point 1 above.

The procedures applied to the information relating to the ICFR system did not disclose any inconsistencies or incidents that might affect the information.

This report has been prepared exclusively in the context of the requirements established in Article 540 of the Consolidated Spanish Limited Liability Companies Law and in CNMV Circular no. 7/2015, of 22 December, for the purpose of the description of the ICFR system in annual corporate governance reports.

DELOITTE, S.L.



Miguel Laserna Niño

27 February 2020