

NG.FER.RH – 002

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I. OBJECT

The object of the present Policy is to promote an appropriate composition of the Board of Directors. On one hand, ensuring that the proposals for the appointment and re-election of Directors in Ferrovial, S.A. (the "Company") are based on a prior analysis of the competences required by the Board of Directors of the Company; and on the other hand, promoting the diversity of knowledge, experience, nationality, age and gender.

The Nomination and Remuneration Committee shall verify compliance with this Policy on a yearly basis, reporting it in the Company's Annual Corporate Governance Report.

II. SCOPE

This Policy is applicable to the selection of candidates for the Board of Directors of the Company who are natural persons. In the event of candidates for directorships who are legal persons, it shall be applicable to the natural persons who are to represent them.

III. RECRUITMENT PROCESS

Any proposal to appoint or re-elect an Independent Director is a matter for the Nomination and Remuneration Committee.

That Committee shall issue a report prior to proposing the appointment or re-election of a Non-Independent Director.

In all cases, the proposal must be accompanied by a justificatory report by the Board of Directors, in which the competence, experience and merits of the proposed candidate are assessed, and which shall be attached to the Minutes of the General Shareholders' Meeting or the Board itself.

In the selection of candidates for directorships, the Nomination and Remuneration Committee shall evaluate the competences, knowledge and experience required 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 fulfil the duties entrusted effectively. The conclusions of the prior analysis of the needs of the Board of Directors shall be recorded in a report by that Committee, which shall be published when the General Shareholders' Meeting, to which the ratification, appointment or re-election is to be submitted, is convened.

The Company may engage external advisers to collaborate in the selection of candidates for directorships. Furthermore, any Director may request the Nomination and Remuneration Committee to consider potential suitable candidates to fill vacancies on the

Board.

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 decision taking. In particular, attempts to identify candidates who bring diversity of knowledge, experience, nationality, age and gender within the Board of Directors shall be made, and any kind of implicit bias that could entail some form of discrimination shall be avoided.

It shall endeavor that, before end of 2022, at least thirty percent of the total number of members of the Board of Directors shall be female. To attain this objective, the external adviser who, where applicable, may collaborate in the selection of the candidates, will be encouraged to searching for and presenting candidatures from the under-represented gender, and which meet the requirements envisaged in section IV hereunder.

IV. CONDITIONS THE CANDIDATES MUST MEET

Candidates for directorships of the Company must be persons of honor, appropriate, and of acknowledged competence, experience, qualifications, availability and engagement with their remit.

In particular, the following criteria, which do not comprise an exhaustive list, shall be respected:

- a) Professional qualification:
 - Knowledge and experience in administration, management, control or consultancy functions in entities of size, scope or demands similar to those of the Company, which furnish value to the Company.
 - Knowledge and experience of matters whose competence corresponds to the Committees of the Board of Directors.
- b) Capability and compatibility:
 - Free of impediment for reasons of incompatibility, incapacity, barring or prohibition in accordance with the law, or affected by an insurmountable situation of conflict of interest.
 - Not providing professional services to companies which engage in effective competition with the Company or the Group, nor acting in any post as employee, manager or administrator of the same, without proper authorization in the terms permitted by law.

- Free of circumstances entailing that their participation in the Board might pose a risk to the interests of the Company.
- Not being a member of the Board in a number of companies that exceeds the maximum set by the Board of Director's Regulations, unless this is exceptionally approved by the Board of Directors itself.