

**ANNEX 1:**

**ANNUAL REPORT ABOUT REMUNERATIONS OF THE NON LISTED  
CORPORATIONS BOARD MEMBERS**

**ISSUER IDENTIFICATION DATA**

**END DATE OF THE REFERENCED BUSINESS YEAR** 31/12/2017

**C.I.F.** A-28013811

**CORPORATE NAME**

SACYR, S.A.

**CORPORATE ADDRESS**

PASEO DE LA CASTELLANA, 83-85 MADRID

# MODEL OF THE ANNUAL REPORT REGARDING REMUNERATIONS OF THE BOARD MEMBERS OF LISTED CORPORATIONS

## A REMUNERATIONS POLICY OF THE COMPANY FOR THE ONGOING YEAR

A.1 Explain the Company remunerations policy. This section will include information regarding the following:

- Principles and general information regarding the remunerations policy.
- Most significant changes performed over the remunerations policy regarding the one applied during the previous business year, as well as the modifications that have been performed during the year regarding the exercise of options conditions that have already been granted.
- Criteria used and composition of the comparable company groups which remunerations policies have been examined to establish the company remuneration policy.
- Relative importance of the variable retributive concepts regarding the fixed ones and the criteria followed to establish the different components of the board member retribution package (retributive mix).

### Explain the remunerations policy

1. - General principles and fundamentals of the remunerations policy and criteria used for its establishment.

Historically the company has established the retribution criteria and principles of its board members in its Articles of Association and in the Board of Directors Regulations. Currently these principles have been included in the Board Members Remunerations Policy for the 2016-2019 business years, which were approved by the Shareholders General Meeting held on June 16, 2016, and which is accessible on the company corporate website.

The Company Board Members Remunerations Policy is based on the following principles:

**Adequacy principle:** The retribution has to represent a big enough incentive to assume the executive board members tasks, for capturing external talent regarding external and independent board members, providing an adequate retribution to the dedication, qualification and responsibilities they assume.

**Principle of moderation** It is attempted for the retribution to be moderate according to market standards; therefore, to facilitate this goal a maximum limit of 2.9 million Euros is maintained, for the totality of the board members in their condition as such, authorized by the General Meeting of 2006.

**Principle of proportion:** Board members are compensated based on the responsibilities they assume and their duties within the Board, so that those who participate in the Committees can obtain a greater retribution.

**Reasonable management principle of the risk inherent to remuneration:** the remuneration of the board members is not directly related to the company profit and losses, thus preventing the conditioning of decision making according to the Good Corporate Governance Recommendations.

**Principle of transparency:** The need for transparency to exist in the proposal, design, establishment and policy approval, models and amounts related to the remunerations of the Sacyr board members procedures is established.

**Competitiveness principle:** Regarding the market standards of the sector companies in which the Company develops its activity.

The Sector companies policies have been taken into account for the establishment of the remuneration of the board members as such, as well as similar companies of the IBEX 35 by market capitalization.

2. - Most significant changes regarding the previous business year. Regarding Board retribution matters, no significant changes have been approved for the 2018 business year.

3. - Relative importance of the variable retributive concepts regarding the fixed ones and the criteria followed to establish the different components of the board member retribution package.

Article 43 of the Articles of Association establishes that the retribution of board members, as such, will be comprised by a fixed annual amount. In this manner, the Sacyr board members, as such, do not receive variable retributions, as recommended in the Good Governance Code (recommendation 57).

According to the Remunerations Policy in effect, in the case of the board member who develops executive duties, he/she has the right to receiving, aside from the fixed retribution he/she is entitled to as board member, the variable retribution concepts that appear in the contract subscribed between the company and the executive director, as detailed under section A.4. The variable retribution of the executive director has a greater relevance within his/her total remuneration regarding the fixed remuneration since it includes a medium and long term variable remuneration, in accordance to the Good Corporate Governance Remuneration.

**A.2 Information regarding the preparatory works and the decision making process that have been followed to establish the remuneration policy and the developed role, as the case may be, by the Retribution and other control organization in the remunerations policy configuration. This information will include, as the case may be, the mandate and the composition of the Retributions Committee and the identity of the external counselors which services have been used to define the retribution policy. The character of the board members will also be established for those that, as the case may be, have intervened in the retribution policy definition.**

#### **Explain the procedure to establish the remunerations policy**

The Board of Directors has reserved the establishment of the retribution policy for the Board, as well as the high management and the remaining staff, as part of the so called company general strategies.

Said results are reached based on the field work of the group Human Resources Management, in addition to the work of the Board General Secretary within the scope of the company. As it is established in the Good Corporate Governance Recommendations, it also counts with the counseling of independent experts within the scope of board members compensation and retributions.

In this manner, Sacyr has the cooperation of an international Human Resources consulting firm for the definition, continuous counseling and the policy and models auditing of company remuneration with the purpose of achieving objectivity, competitiveness and reliability.

The work developed by the internal services, with the help of the external counseling above mentioned firm, is submitted for the consideration of the Appointment and Compensation Committee, comprised by:

- Mr. Augusto Delkader Teig (Chairman). Independent.
- Mr. Demetrio Carceller Arce. Substantial Shareholders Representative
- Prilou, S.L. Substantial Shareholders Representative.
- Grupo Corporativo Fuertes, S.L. Substantial Shareholders Representative.
- Isabel Martín Castellá. Independent.
- Mrs. Elena Otero-Novas Miranda. (Secretary non board member)
- Estíbaliz Pérez Arzoz. (Vice secretary non board member)

Article 17.7 of the Board of Directors Regulation regulates the responsibilities of the Appointment and Compensations Committee, according to the following:

c) Propose to the Board of Directors the retributions policy of the board members and the general managers or those who develop the duties of high management under the direct supervision of the Board of Directors, of executive committees or of managing directors, as well as the individual retribution and the remaining contractual conditions of the executive managers, ensuring their compliance.

d) Periodically review the retribution programs, particularly those of high management and the managing team, assessing their adequacy and performance.

Within the exercise of its duties, the Appointment and Compensations Committee can request external counseling, as well as the attendance and information of any company employee. Once it is considered as sufficiently informed, the Committee concludes with the preparation of a retribution proposal addressed to the Board of Directors, which is transferred to it for its analysis and, as the case may be, approval. This proposal includes two aspects: a) the approval of the retributions corresponding to the previous business year and b) the reference retribution proposal for the ongoing business year.

The retribution policy establishment procedure concludes in the Board of Directors, which approves the Annual report regarding the Board of Directors Remunerations that, will be subject to the consultation approval of the Shareholders General Meeting.

**A.3 Provide the amount and nature of the fixed components, with a breakdown, as the case may be, of the retributions by compliance of responsibilities of high management of executive**

managers, the additional remuneration as chairman and member of any board committee, the allowances for participation in the board or its committees or other fixed retributions as board member, as well as an estimate of the fixed annual retribution they originates. Identify other benefits that are not satisfied in cash and the main parameters under which they are granted.

#### Explain the remuneration fixed components

Article 43 of the Articles of Association establishes that the retribution of board members, as such, will be comprised by a fixed annual amount.

The Board of Directors has agreed to maintain the retributions of the board members as such during the 2018 business year, due to which the retributions frame is as follows:

- Board of Directors: Chairperson (93 600 €), Vice chairperson (82 800 €) and board member (72 000 €)
- Executive Committee: Chairperson (58 500 €) and member (45 000 €)
- Audit and Corporate Governance Committee: Chairperson (28 600 €) and member (22 000 €)
- Appointments and Retributions Committee: Chairperson (26 000 €) and member (20 000 €)

Article 43.2 of the Articles of Association establishes that the board members who, in addition to their supervision and joint decisions duties, comply with executive responsibilities within the Company, regardless of their relation to the Company, will have the right to receive, for said responsibilities, under the conditions previously established by the Board of Directors, a retribution comprised by the following: (a) a fixed amount, adequate to the assumed services and responsibilities; (b) a variable amount, related with performance markers of the board of the company; (c) an assistance amount, which will take into account the adequate forecast and insurance systems and (d) a compensation in case of (i) termination not due to a default chargeable to the board member or (ii) resignation due to ensuing causes extraneous to the board member, as well as (e) a remuneration for exclusivity agreements, post contractual non compete and continuity or loyalty.

For the company sole executive director, the Board of Directors approved, for the 2017 business year, a fixed monetary retribution of 1 530 000€. For the 2018 business year an update of said fixed retribution has been approved by 2.44 per 100 (1 567 332 €), update that is between the framework established for the salary update of the company retribution policy for the 2018 business year.

The Appointments and Retributions Committee yearly establishes the method of payment of the fixed retribution, which can be on one or several installments within the business year itself and, by default of the Committee agreement, will be payable in twelve equal installments.

In addition and in accordance to the necessary company agreements, insurance premium payment obligations defined by the survival contingency coverage, as well as death and permanent disability have been contracted in favor of the Board of Directors Chairperson, in accordance to the terms explain below. The remunerations that correspond as Board of Directors and Executive Committee Chairperson have already been detailed, together with those of the remaining Board of Directors members.

#### A.4 Explain the amount, nature and main characteristics of the variable components of the retributive systems.

Namely:

- Identify each of the compensation plans regarding to which the board member are beneficiaries, their scope, date of approval, date of implementation, period of validity as well as their main characteristics. In the case of options plans regarding shares and other financial instruments, the general characteristics of the plan will include information regarding the conditions of the exercise for said options or financial instruments for each plan.
- Provide any compensation under the concept of participation in profits or premiums and the reason why it was granted.
- Explain the basic parameters and the base for any annual premiums (bonus).

- The types of board members (executive managers, external directors representing controlling shareholders, independent external shareholders or other external shareholders) which are the beneficiaries of compensations systems or plans that include a variable compensation.
- The fundamentals of said variable compensation systems or plans, the selected performance assessment criteria, as well as the components and the assessment methods to establish if said assessment criteria have been complied with and an estimate of the total amount of variable compensations to which the compensation plan in effect would give rise to, regarding the degrees of compliance of the hypothesis or goals that are taken as a reference.
- The deferment or postponement payment periods and/or the retention periods for shares and other financial instruments, if any, will be informed about, as the case may be.

<b>Explain the variable components of the compensation systems</b>
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The company board members, as such, do not receive variable retributions, as recommended in the Good Governance Code (recommendation 57).

The variable compensation is reserved for the Executive Director under the following terms regulated in the contract subscribed with the company:

Short term variable compensations:

Sacyr has implemented a goal management program through which it establishes the follow up and compliance of specific goals. The program is annual and is established with the purpose of rewarding the development, among others, the achievement of economic-financial and strategic goals of the company.

As it is established in the contract with the Chief Executive Officer, the goals are established annually by the Board of Directors in the first quarter of the business year and, additionally, it will be comprised by the evolution of the business and the value of the company regarding the previous business year (quantitative criteria) and the correct development of its executive responsibilities (qualitative criteria).

The reference amount to establish a variable compensation is equal to 100% of the reference monetary fixed portion. The specific amount of the variable compensation is established, annually, regarding the degree of compliance of the goals established by the board of directors for the position, or additionally by his/her contract, within the limits of a maximum of 130% and a minimum of 70% of variable reference.

Regarding the variable compensation for the 2018 business year the Board of Directors has agreed to establish the following assessment qualitative and quantitative criteria:

That the short term variable compensation of the Chief Executive Officer for the 2018 business year is to be established regarding the compliance of the following objectives, which consideration needs to be made taking into account the minimum and maximum amounts established in the contract signed with the Chief Executive Officer:

Quantitative goals (70%), which are determined by the application of the following parameters: (i) 25 per 100 regarding the degree of compliance of the EBITDA goal for the business year which can be found in the annual budget; (ii) 25 per 100 of the compensation regarding the degree of compliance of the company net profit goal (EAT) contained in the business year budget and (v) 20 per 100 linked to the increase of company capitalization in the business year, comparing the average of the month of December, with the average of the same month of the previous business year.

Qualitative goals (30%), based on criteria linked to the individual development which assessment is qualitative.

Long term variable compensation:

In addition, the Board of Directors, in its meeting dated November 26, 2015, agreed the launching of the "Multiannual Bonus Plan 2015-2018", as a variable compensation system, which does not create vested rights, addressed to the Selectable Managing Team, as well as the company Board members of the company developing executive duties.

The purpose of the Plan is to promote the Managing Team and align their interests with those of the shareholders, reward continuity of the Managing Team and offer a compensation element in accordance with the best market practices; it consists in the delivery of a variable multiannual bonus, conditioned by the compliance of the EBITDA and EAT goals that are established in the company Strategic Plan 2015-2020 and the individual development of the beneficiary.

The total duration of the Plan is of 3 years, until December 31, 2018. Once the Plan completion date arrives, the Board of directors will established, under proposal by the Appointments and Compensations Committee, the amount

of the compensation that will be assigned to each Beneficiary, within the maximum theoretical amount of the Incentive that appears under his/hers Special Conditions.

The maximum theoretical incentive assigned to the executive director amounts to 75% of its fixed annual retribution for the period of three years the Plan is applicable.

A degree of compliance of the goals of 100 per cent or more will give right to the maximum stipulated amount. In any case, in order for the Plan to generate rights in favor of the Chief Executive Officer it will necessary to reach a minimum compliance of 75 per cent of the goals linked to the Strategic Plan 2015-2020.

The compensation is paid fully in cash on the date in which the Board of Directors, by proposal of the Appointment and Compensation Committee, establishes said amount after having analyzed the compliance of the goals.

Other variable compensations:

Lastly, in case of operations or singular accomplishments that have decisively contributed to the company profit and losses, it is forecasted for the Board to be able to agree upon a variable extraordinary compensation.

Assessment methods:

Regarding the Chief Executive Officer, the Appointment and Compensations Committee is the competent entity to propose the goals and inform about their degree of assessment and compliance to the Board; all under proposal of the Chairperson of said Committee. Being subsequently the Board who performs the final assessment and the subsequent establishment of the corresponding variable compensation.

The different concepts and parameters that will need to be examined for the establishment of the variable, of the Chief Executive Officer have been prepared and broken down for the ongoing business year, for the short term variable, as well as the one established on the long term, together with its corresponding consideration. All of the above, in turn, within the frame of the criteria and maximum values established in the Board Compensation Policy currently in effect, approved by the General Meeting, and that of the corresponding contract of the Company with its first executive, duly authorized by the Board of Directors.

**A.5 Explain the main characteristics of the long term savings systems, including retirement and any other rendering to survival, partially or fully funded by the company, either internally or externally endowed, with an estimate of their amount and equivalent annual cost, providing the type of plan, if it is of contribution of established provision, the consolidation conditions of the economic rights in favor of the board members and its compatibility with any type of reparation due to early termination or termination of the contractual relation between the company and the board member.**

Provide also the contributions in favor of the board member to pension plans of established contributions; or the increase of the board vested rights, when dealing with contributions to defined service plans.

#### **Explain the long term savings systems**

As stipulated under Section A.10 and A.7 of the report a complementary Social Forecast Plan has been put in place for specific contributions, with exclusive contributions by the company, which is articulated through:

- a) A collective savings insurance for retirement benefits.
- b) A collective life insurance program to guarantee coverage by death and permanent disability in any degree (permanent total disability, permanent absolute disability and severe disability).

The collective savings insurance for the service of the Chief Executive Officers retirement is an insurance that guarantees the payment to the beneficiary of a capital in the case of the insured survival on the established accrual date (until the age in which the legal situation of retirement is voluntarily reached).

The total benefits to which the Chief Executive Officer will be entitled to is not a fixed amount since the company performs, annually, provisions to said insurance; due to which the total benefits to which he/she will be entitled to will be equal to the amount of the accumulated funds when the accrual takes place ("accumulated mathematical provision").

The Chief Executive Officer can decide on its immediate or progressive collection (as cash or revenues, at his/her choice).

The annual contribution as insurance premium for the coverage of the survival contingency (until the age in which the Chief Executive Officer voluntarily agrees to the legal situation of retirement) it will be between a minimum of 25% and a maximum of 30% of the total executive director compensation accrued in the previous business year.

The specific amount of the contribution will be established yearly by the Board, prior report of the Appointments and Compensations Committee, for which the business evolution and the action of the immediately prior business year will be taken into account. During the 2018 business year said contribution will be of 1 055 430 € (30% of the accrued compensation).

The defined objective provision for the coverage of death and permanent disability contingencies will be 125% of the fixed cash compensation at each time. For its coverage the Company pays annually the amount of the premium corresponding to the insurance. For the 2018 business year said premium will be of 700 €.

According to what is established in the contract signed with the Chief Executive Officer, in case of resignation or termination without causes chargeable to the Chief Executive Officer, he/she will be entitled, in addition to the compensation that may correspond due to the signed contract, the accumulated mathematical contributions in the social Forecast Plan until the time of said resignation or termination.

## A.6 Provide any agreed upon or paid compensation in case of termination of the responsibilities as board members.

### Explain compensations

Prior to the adoption of the specific company agreements, in the contract between the Executive director and the company, a compensation has been established for cases of (i) resignation not due to causes chargeable to the board member or (ii) resignation due to causes outside the control of the Board member, consisting on a gross amount equal to 2.5 times the sum of the fixed remuneration and the variable remuneration received during the business year immediately prior to that in which the case which gives right to said compensation takes place.

## A.7 List the conditions that the contracts of those exercising high management such as executive directors are to comply with. Among others, information will be provided regarding the life, limitations to the compensation amounts, continuity clauses, notice periods, and any other clauses related to the contracting premiums, as well as the compensation or bailout by early termination or termination of the contractual relationship between the company and the executive director. Include, among others, the agreements or understandings of non compete, exclusivity, continuity or loyalty and post contractual non compete.

### Explain the conditions of the executive directors contracts

There is currently only one board member with executive responsibilities.

Other sections of this report inform regarding all the compensation concepts and amounts received during the 2018 business year and the compensations scheduled for the 2018 business years, according to the trade contract subscribed between the executive director and the company, and the Board Members Compensation Policy in effect.

The contract regulates the annual contribution to an insurance for the coverage of survival contingencies, death and permanent disability in any degree, as previously explained; as well as the medical insurance.

In addition, the contract establishes the obligation of the company to have subscribed a civil liability policy. The company has subscribed a civil liability insurance policy of board members and directors of the Sacyr Group, and that therefore it provides coverage to the company board members and managers, including the executive director.

The contract has possible maturity milestones: mutual agreement, the access to the legal Board member retirement situation, resignation or termination as Board Member or as Executive Director and death and disability.

The following is established in cases of termination or resignation due to causes not chargeable to the Executive Director (i) a compensation for 2.5 times the gross amount of the sum of the fixed and variable retribution which the Executive director would have received during the business year immediately prior to that in which the compensation granting event takes place; and (ii) a post contractual non compete agreement for a period of two years, in compensation of which the Board member will receive an amount equal to 1.5 times the received fixed compensation in the twelve months prior to the contract termination, which will be received in proportion during the non compete period at elapsed months.

A.8 Explain any complementary remuneration accrued to all board members as consideration for the services rendered different than those inherent to the position.

**Explain the complementary remunerations**

The board members that do not receive any compensation different than the one provided under section D.1.a) i) (Cash compensation in thousands of Euros).

A.9 List any retribution in the form of advancement, credits and warranties granted, providing the interest rate, basic characteristics and the possibly returned amounts, as well as the obligations assumed by them as security.

**Explain granted advancements, credits and guarantees**

Not applicable.

A.10 Explain the main characteristics of compensations in kind.

**Explain remunerations in kind**

The company Executive director is beneficiary of:

- An annual contribution of an insurance for the coverage of the survival contingencies, death and permanent disability.
- A medical insurance for the reimbursement of 90% that includes as beneficiaries the Chairperson as well as his/her spouse and depending children.

A.11 List the accrued compensations by the board member by reason of the payments that the listed company performs to a third entity in which he/she provides the services of board member, when said payments have the purpose of remunerating his/her services in the company.

**Explain the accrued compensations by the board member by reason of the payments that the listed company performs to a third entity in which he/she provides the services of board member**

Not applicable.

A.12 Any other compensation concept different than those mentioned above, regardless of their nature or the entity of the group that satisfies it, particularly when it has the consideration of linked operation or its issuing distorts the true image of the total accrued compensations by the board member.

**Explain the other compensation concepts**

Not applicable.

A.13 Explain the actions adopted by the company in relation to the compensation system to reduce exposure to excessive risks and adjust it to the goals, value and long term interests of the company, which will include, as the case may be, a reference to: measures scheduled to guarantee that the compensation policy complies with the company long term results, measures that establish an adequate balance between the fixed and variable components of the compensation, adopted measures regarding those or personal category which professional activities have



a material repercussion in the profile of the entity risks, formulas or recovery clauses to be able to claim the return of the variable components of the compensation based on the results when said components have been paid based on data which inaccuracy has been subsequently openly proven and schedules measures to prevent conflicts of interest, as the case may be.

**Explains the actions adopted to reduce the risk**

As it has been stipulated under section A4 of this report, an important section of the Executive director compensation is the variable compensation (short as well as long term) and, according to the Good Governance Recommendations, it is connected to the strategic goals of the company with the purpose of reducing exposure to risks and adjust them to their goals, values and interests for the company long term.

Although the contract signed with the executive director does not include a recovery clause, this does not prevent the company, if the case where to arise, to adopt the necessary measures to claim the reimbursement of the variable components of the compensation when these have been paid based on data which inaccuracy is subsequently openly proven.

**B COMPENSATIONS POLICY SCHEDULED FOR FUTURE BUSINESS YEARS**

Repealed.

**C GENERAL SUMMARY REGARDING HOW THE COMPENSATIONS POLICY WAS APPLIED DURING THE CLOSED BUSINESS YEAR**

C.1 Summarize the main characteristics of the structure and remuneration concepts of the compensations policy applied during the closed business year, which gives rise to the detail of the accrued individual remunerations by each of the board members and that is reflected under section D of this report, as well as the summary of the decisions made by the board for the application of said concepts.

**Explain the nature and remuneration concepts of the compensation policy applied during the business year**

The detail of the compensations that is mentioned under section D below, has been the consequence of applying the criteria and procedures described under sections A.1, A.2. and A.3

Specifically, the applied compensation concepts start from an existence of a reference compensation for the 2017 business year, approved by the Board of Directors in 2017.

The result of the application of the above mentioned criteria was submitted to the Board of Directors, which proceeded to its approval.

The compensation of the Sacyr, S.A. Board members is comprised by a fixed section adequate to the services and responsibilities assumed by each of them and a compensation for belonging to the Board Committees. It has not been implemented for the 2017 business year a long term variable compensation policy, nor compensation policies based in shares nor savings plans nor other additional benefits. There are also no remunerations for participating in the Boards of Directors of other Group companies.

Board members who develop executive responsibilities within the company, have the right to receive for said responsibilities, according to the terms defined by the Board of Directors, in addition to their specific contribution as Board member, a fixed compensation, another variable one, an assistance one –a welfare and insurance system- and a compensation for termination or resignation due to causes not chargeable to the board member, as well as a compensation for exclusivity, post contractual non compete, continuity and loyalty agreements.

The structure and concepts of the above mentioned compensation for executive responsibilities is detailed under sections A.3., A.4 and A.10.

The short term variable compensation of the Chief Executive Officer has amounted in 2017 to 1 836 000 €, having assessed the Appointment and Compensation Committee the evolution of the company by the compliance of the EBITDA and EAT contained in the Strategic Plan, as well as the adequate individual performance of the Chairperson, taking into account, among others, the boost in the transformation of the company and the leadership in the development of the Strategic Plan.

## D

**DETAIL OF THE INDIVIDUAL COMPENSATIONS ACCRUED Y EACH OF THE BOARD MEMBERS**

Name	Type	Accrual period 2017 business year
MANUEL MANRIQUE CECILIA	Executive	From 01/01/2017 to 31/12/2017.
DEMETRIO CARCELLER ARCE	Substantial Shareholders Representative	From 01/01/2017 to 31/12/2017.
AUGUSTO DELKADER TEIG	Independent.	From 01/01/2017 to 31/12/2017.
ISABEL MARTÍN CASTELLA	Independent.	From 01/01/2017 to 31/12/2017.
JUAN MARÍA AGUIRRE GONZALO	Independent.	From 01/01/2017 to 31/12/2017.
MATIAS CORTÉS DOMÍNGUEZ	Other external ones	From 01/01/2017 to 31/12/2017.
PRILOMI, S.L.	Substantial Shareholders Representative	From 01/01/2017 to 31/12/2017.
PRILOU, S.L.	Substantial Shareholders Representative	From 01/01/2017 to 31/12/2017.
RAIMUNDO BAROJA RIEU	Substantial Shareholders Representative	From 01/01/2017 to 31/12/2017.
FRANCISCO JAVIER ADROHER BIOSCA	Substantial Shareholders Representative	From 01/01/2017 to 31/12/2017.
BETA ASOCIADOS, S.L.	Substantial Shareholders Representative	From 01/01/2017 to 31/12/2017.
CYMOFAG, S.L	Substantial Shareholders Representative	From 01/01/2017 to 31/12/2017.
GRUPO CORPORATIVO FUERTES, S.L.	Substantial Shareholders Representative	From 01/01/2017 to 31/12/2017.
GRUPO SATOCAN DESARROLLOS, S.L.	Substantial Shareholders Representative	From 01/01/2017 to 31/12/2017.

D.1 Complete the following charts regarding individualized compensation of each of the board members (including the remuneration for the exercise of executive responsibilities) accrued during the business year.

**a) Compensations accrued in the company purpose of this report:**

**i) Compensations in cash (in thousands of €)**

Name	Salaries	Fixed compensation	Per diem	Variable compensation short term	Variable compensation long term	Remuneration by continuity to Board committee	Compensations	Other concepts	Total year 2017	Total year 2016
MANUEL MANRIQUE CECILIA	1530	94	0	1836	0	58	0	0	3518	4137
DEMETRIO CARCELLER ARCE	0	83	0	0	0	65	0	0	148	148
AUGUSTO DELKADER TEIG	0	72	0	0	0	93	0	0	165	120
BETA ASOCIADOS, S.L.	0	72	0	0	0	0	0	0	72	72
CYMOFAG, S.L.	0	72	0	0	0	0	0	0	72	72
FRANCISCO JAVIER ADROHER BIOSCA	0	72	0	0	0	0	0	0	72	72
GRUPO CORPORATIVO FUERTES, S.L.	0	72	0	0	0	20	0	0	92	92
GRUPO SATOCAN DESARROLLOS, S.L.	0	72	0	0	0	22	0	0	94	94
ISABEL MARTÍN CASTELLA	0	72	0	0	0	49	0	0	121	114
JUAN MARÍA AGUIRRE GONZALO	0	72	0	0	0	67	0	0	139	101
MATIAS CORTÉS DOMÍNGUEZ	0	72	0	0	0	0	0	0	72	72
PRILOMI, S.L.	0	72	0	0	0	0	0	0	72	72
PRILOU, S.L.	0	72	0	0	0	65	0	0	137	137
RAIMUNDO BAROJA RIEU	0	72	0	0	0	22	0	0	94	94

ii) Remuneration systems based in shares

iii) Long term savings systems

Name	Contribution of the business year by the company (thousands of €)		Amount of the accumulated funds (thousands of €)	
	Year 2017	Year 2016	Year 2017	Year 2016
MANUEL MANRIQUE CECILIA	1,357	379	3,245	1,857

**b) Remunerations accrued by the company board members for their participation in boards of other group companies:**

**i) Compensations in cash (in thousands of €)**

Name	Salaries	Fixed compensation	Per diem	Variable compensation short term	Variable compensation long term	Remuneration by continuity to Board committee	Severance	Other concepts	Total year 2017	Total year 2016
MANUEL MANRIQUE CECILIA	0	0	0	0	0	0	0	0	0	0
DEMETRIO CARCELLER ARCE	0	0	0	0	0	0	0	0	0	0
AUGUSTO DELKADER TEIG	0	0	0	0	0	0	0	0	0	0
BETA ASOCIADOS, S.L.	0	0	0	0	0	0	0	0	0	0
CYMOFAG, S.L.	0	0	0	0	0	0	0	0	0	0
FRANCISCO JAVIER ADROHER BIOSCA	0	0	0	0	0	0	0	0	0	0
GRUPO CORPORATIVO FUERTES, S.L.	0	0	0	0	0	0	0	0	0	0
GRUPO SATOCAN DESARROLLOS, S.L.	0	0	0	0	0	0	0	0	0	0
ISABEL MARTÍN CASTELLA	0	0	0	0	0	0	0	0	0	0
JUAN MARÍA AGUIRRE GONZALO	0	0	0	0	0	0	0	0	0	0
MATIAS CORTÉS DOMÍNGUEZ	0	0	0	0	0	0	0	0	0	0
PRILOMI, S.L.	0	0	0	0	0	0	0	0	0	0
PRILOU, S.L.	0	0	0	0	0	0	0	0	0	0
RAIMUNDO BAROJA RIEU	0	0	0	0	0	0	0	0	0	0

**ii) Remuneration systems based in shares**

**iii) Long term savings systems**

**c) Summary of the compensations (in thousands of €):**

It must include the summary of the amounts corresponding to all compensation concepts included in this report that have been accrued by the board member, in thousands of Euros.

In the case of the long term Savings Systems, the contributions or endowments performed to these types of systems will be included:

Name	Compensation accrued in the Company				Compensation accrued in group companies				Total		
	Total cash compensation	Amount of the granted shares	Gross profit of the exercised options	Total 2017 business year company	Total cash compensation	Amount of the shares delivered	Gross profit of the exercised options	Total 2017 business year group	Total 2017 business year	Total 2016 business year	Contribution to the systems of savings during the business year
MANUEL MANRIQUE CECILIA	3518	0	0	3518	0	0	0	0	3,518	4,137	1,357
DEMETRIO CARCELLER ARCE	148	0	0	148	0	0	0	0	148	148	0
AUGUSTO DELKADER TEIG	165	0	0	165	0	0	0	0	165	120	0
BETA ASOCIADOS, S.L.	72	0	0	72	0	0	0	0	72	72	0
CYMOFAG, S.L.	72	0	0	72	0	0	0	0	72	72	0
FRANCISCO JAVIER ADROHER BIOSCA	72	0	0	72	0	0	0	0	72	72	0
GRUPO CORPORATIVO FUERTES, S.L.	92	0	0	92	0	0	0	0	92	92	0
GRUPO SATOCAN DESARROLLOS, S.L.	94	0	0	94	0	0	0	0	94	94	0
ISABEL MARTÍN CASTELLA	121	0	0	121	0	0	0	0	121	114	0
JUAN MARÍA AGUIRRE GONZALO	139	0	0	139	0	0	0	0	139	101	0
MATIAS CORTÉS DOMÍNGUEZ	72	0	0	72	0	0	0	0	72	72	0
PRILOMI, S.L.	72	0	0	72	0	0	0	0	72	72	0
PRILOU, S.L.	137	0	0	137	0	0	0	0	137	137	0
RAIMUNDO BAROJA RIEU	94	0	0	94	0	0	0	0	94	94	0
<b>TOTAL</b>	<b>4,868</b>	<b>0</b>	<b>0</b>	<b>4,868</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>4,868</b>	<b>5,397</b>	<b>1,357</b>

D.2 Report about the relation between the compensation obtained by the board members and the results or other performance measures of the entity, explaining, as the case may be, how the performance variations of the company have been able to influence the variation of the board member compensations.

We refer to what is stipulated under A.1, A.3 and A.4.

D.3 Report of the result of the advisory vote of the general meeting to the annual report regarding remunerations of the previous business year, indicating the number of negative votes that have been issued, if any:

	<b>Number:</b>	<b>% over the total</b>
<b>Issued votes</b>	292,093,474	56.57%

	<b>Number:</b>	<b>% over the total</b>
<b>Negative votes</b>	28,716,363	5.55%
<b>Favorable votes</b>	263.026.359	50,83%
<b>Abstentions</b>	350,752	0.07%

## **E** OTHER INTERESTING INFORMATION

If there is any relevant aspect in matters of remunerations of the board members that has not been included in the remaining of the sections of this report, but that it is necessary to be included to gather a more complete and reasoned information regarding the compensation structure and practices of the company in relation to its board members, please provide a brief summary.

Under section A.2, in the Board of Directors dated September 07, 2017 the waiver submitted by Mrs. Elena Otero Novas-Miranda to the position of General Secretary (non board member) of the company Board of Directors and its Committees. The General Secretary, since then, was served by the Board Vice-secretary, Mrs. Estíbaliz Pérez Arzoz.

Under section D.1) iv) Other Benefits, the amount of the life insurance premium of Mr. Manuel Manrique Cecilia for the 2017 business year amounts to 382.01 Euros.

This annual report of compensations has been approved by the board of directors of the company, in its meeting dated 22/03/2018.

State if there have been board members who have voted against or who have abstained in relation with the approval of this report.

Yes

No

Name or corporate name of the board of directors members who have not voted in favor of the approval of this report	Reasons (against, abstention, non attendance)	Explain the reasons
BETA ASOCIADOS, S.L.	Against	<p>In short, Beta Asociados, S.L. requests that:</p> <ol style="list-style-type: none"> <li>1. The report is in accordance with the new doctrine expressed under Sentence of the S.C. of 02/26/2018.</li> <li>2. The remuneration received by two board members of Sacyr from an investee company, not integrated on the Sacyr Group, must be included in the detail of the overall remuneration of the Board of Directors.</li> <li>3. Record that the executive director has no claw back clause.</li> </ol>