

*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, S.A. (the Company or Ferrovial) communicates the following:

1. Resolutions related to the following matters were adopted in the Ordinary General Shareholders' Meeting of Ferrovial held today:
  - Approval of the individual and consolidated group financial statements and management report corresponding to the financial year ended 31 December 2018, as well as the consolidated statement of non-financial information.
  - Allocation of financial year 2018 income, which amounts to 48,321,239.91 euro, in its entirety to voluntary reserves.
  - Approval of the management carried out by the Board of Directors during financial year 2018.
  - Reappointment of DELOITTE, S.L., as the legal auditor of Ferrovial and of its consolidated group, for a one-year period (financial year 2019).
  - Reappointment of nine members of the Board of Directors: Mr. Rafael del Pino y Calvo-Sotelo, Mr. Santiago Bergareche Busquet, Mr. Joaquín Ayuso García, Mr. Íñigo Meirás Amusco, Ms. María del Pino y Calvo-Sotelo, Mr. Santiago Fernández Valbuena, Mr. José Fernando Sánchez-Junco Mans, Mr. Joaquín del Pino y Calvo-Sotelo and Mr. Óscar Fanjul Martín. Confirmation and appointment of Mr. Bruno Di Leo as Director.
  - Capital increase for an amount to be determined by issuing new ordinary shares with a par value of twenty euro cents each, against reserves, with no share premium, offering shareholders the possibility of selling the free-of-charge allocation rights to the Company (at a guaranteed price) or on the market. Delegation of powers to the Board of Directors (with power of sub-delegation) to establish the date the increase is to be executed and the terms of the increase in all respects not provided for by the Shareholders' Meeting.
  - Second capital increase for an amount to be determined, in the terms referred to above.
  - Approval of a share capital reduction by means of the redemption of a maximum of 25,915,588 of the Company's own shares, representing 3.509% of the Company's current share capital. Delegation of powers to the Board of Directors (with the express power of sub-delegation) to establish any other conditions for the capital reduction not foreseen by the Shareholders' Meeting, including, among other issues, the powers to amend article 5 of the Bylaws related to share capital and to apply for the delisting and cancellation from the book-entry registers of the amortized shares.
  - Authorisation to the Board of Directors to increase the share capital once or several occasions and at any moment according to the terms of article 297.1 b) of the Capital Companies Act during a maximum term of 5 years by means of monetary contributions for up to a maximum nominal amount of €73,845,583.70, corresponding to half the Company's share capital. Delegation of the power to exclude the pre-emptive

subscription right as established in article 506 of the Capital Companies Act, with express powers of sub-delegation.

- Authorisation to the Board of Directors to issue, once or on several occasions, debentures, bonds, preferred stock and any other fixed income securities or debt instruments of a similar kind (including warrants), convertible and/or exchangeable for shares or that grant the bondholders a share in corporate profits, up to a maximum limit of 75% of the Company's equity shown in the latest approved balance sheet and, in the case of preferred stock, up to maximum limit of 25% of the Company's equity shown in the latest approved balance sheet. Establishment of criteria for determining the rules and forms for the conversion and/or exchange and/or exercise. Conferring powers to the Board of Directors to increase the share capital by the necessary amount and to exclude the shareholders' pre-emptive subscription rights. Authorisation for the Company to guarantee securities issues by its subsidiaries. All with express power of sub-delegation.
- Approval of the Directors' remuneration Policy.
- Approval of a share-linked remuneration system for Board members with executive functions: performance shares plan.
- Authorisation to the Board of Directors to disinvest all or part of the assets of the Services division of the Ferrovial group.
- Delegation of powers to formalize, register and execute the resolutions adopted by the General Shareholders' Meeting and register the filing of the financial statements.

Likewise, the Annual Report on Director's Remuneration was submitted for an advisory vote. The result of such vote has been in favour.

Finally, the General Shareholders' Meeting was informed of the amendments incorporated in the Regulations of the Board of Directors since the last General Shareholders' Meeting.

The terms of the resolutions approved by the Shareholders' Meeting for each item on the agenda are the same as the proposed resolutions submitted to the Spanish Securities Market Commission (CNMV) on 28 February 2019 (registration number 275,531).

2. In the meeting of the Board of Directors also held today, the appointed Directors accepted their posts. Consequently, the composition of the Board of Directors is as follows:

Chairman

Mr. Rafael del Pino y Calvo-Sotelo, Executive Director.

Vice-Chairmen

Mr. Santiago Bergareche Busquet, External Director.

Mr. Joaquín Ayuso García, External Director.

CEO

Mr. Íñigo Meirás Amusco, Executive Director.

Directors

Ms. María del Pino y Calvo-Sotelo, Proprietary Director.

Mr. Santiago Fernández Valbuena, Independent Director.

Mr. José Fernando Sánchez-Junco Mans, Independent Director.

Mr. Joaquín del Pino y Calvo-Sotelo, Proprietary Director.

Mr. Óscar Fanjul Martín, Independent Director.

Mr. Philip Bowman, Independent Director.

Ms. Hanne Birgitte Breinbjerg Sørensen, Independent Director.



Mr. Bruno Di Leo, Independent Director.

3. Likewise, the Board of Directors has agreed to renew the posts as CEO of Mr. Rafael del Pino y Calvo-Sotelo and Mr. Íñigo Meirás Amusco.

It has also agreed to maintain without variation the composition of the Executive Committee, which is therefore the following:

Mr. Rafael del Pino y Calvo-Sotelo.  
Mr. Santiago Bergareche Busquet.  
Mr. Joaquín Ayuso García.  
Mr. Íñigo Meirás Amusco.  
Ms. María del Pino y Calvo-Sotelo.  
Mr. José Fernando Sánchez-Junco Mans.  
Mr. Óscar Fanjul Martín.

Madrid, 5 April 2019

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