

BOARD OF DIRECTORS' REPORT ON THE PROPOSAL TO THE SHAREHOLDERS GENERAL MEETING TO RATIFY AND APPOINT MR. IÑIGO MEIRÁS AMUSCO, AS EXECUTIVE DIRECTOR

I

The resignation of Mr. Rafael de Juan López, Executive Director and Secretary of the Board, resulted in a vacancy in the Board of Directors that was covered through the appointment by co-option, on December 19th, 2019, of Mr. Iñigo Meirás Amusco as executive Director, taking in consideration the delegation of powers made to him by the Board and, therefore, his position as Chief Executive Officer of the Company.

II

In accordance with the provisions of article 244, in relation to article 529.10 of the Companies Act, the appointment by co-option needs to be ratified by the next General Meeting of the Company to be held. Therefore, the Board, with the favourable opinion of the Appointment and remuneration Committee, has proposed to submit to the General Shareholders Meeting the ratification and appointment of Mr. Iñigo Meirás Amusco as executive Director.

III

The Appointments and Remuneration Committee, in its meeting of January 28th, 2020, evaluated again the professional and biographical profiles of Mr. Iñigo Meirás Amusco, which is the following:

Mr. Iñigo Meirás Amusco holds a Law Degree from the Universidad Complutense de Madrid, and a Master in Business Administration (MBA) by the Instituto de Empresa (Madrid). He has been CEO and member of the Board of Directors of Ferrovial until September, 2019.

He started his professional career in 1992, and after holding different positions he was appointed in 2009 General Manager and CEO of Ferrovial, performing as such until September 2019. Before his incorporation to the Ferrovial Group, he worked for Holcim Ltd. and the Carrefour Group.

IV

The Appointments and Remuneration Committee has noted that Mr. Meirás:

- i) still fulfils the requirements of the Law and of the Company's Policy on the Selection of Directors of 19th December, 2017, (knowledge, professional experience, recognized soundness and competence, responsibility for the exercise of their office, and absence of conflicts of interest) for appointment as a Director;
- ii) is not involved in any case involving prohibition or incompatibility under the Law or under the Company's Policy on the Selection of Directors; and

iii) fulfils the legal and statutory requirements for inclusion in the category of independent Director.

In addition, the Committee appreciates the performance of Mr. Meirás from the moment of his appointment by co-optation.

Therefore, the Appointments and Remuneration Committee unanimously issues a favorable report of the Board of Directors' proposal to the AGM to ratify and appoint Mr. Iñigo Meirás Amusco, as executive Director.

V

Taking into account all these considerations, the Board of Directors unanimously decides to adopt and approve the ARC report hereby included relating to the proposal of ratification and appointment by the AGM of Mr. Iñigo Meirás Amusco as executive Director, as it considers that Mr. Iñigo Meirás Amusco has the adequate capabilities, experience and merits and fulfills the requirements to be ratified and appointed as executive Director by the AGM.

Leganés, January 28th, 2020

The Secretary,

Ms. María Echenique Moscoso del Prado