



In conformity with Article 82 of the Spanish Security Market Law, **SACYR VALLEHERMOSO, S.A.** (the “**Company**”) hereby discloses the following

MATERIAL INFORMATION

Further to the disclosure of material information published on the date hereof in relation to the issue of notes convertible into and exchangeable for newly created or outstanding common shares in the Company (the “**Notes**”) without any preemptive subscription rights whatsoever, the Company, following completion of the demand prospecting process performed on the date hereof by Société Générale, has resolved upon the following terms and conditions for the issue which remained to be determined:

- (a) The issue has initially been set at a nominal amount of 200,000,000 euros, through the issue of 4,000 Notes, maturing on May 1, 2016. That sum may be increased by a further nominal amount of 30,000,000 euros, namely up to a nominal amount of 230,000,000 euros, to cover the green shoe option that may be exercised by the Lead Manager up until and not later than the third trading day before the Closing Date.
- (b) The Notes will accrue a fixed annual interest rate, payable quarterly, at a nominal 6.50% per annum.
- (c) The initial conversion price for the Notes is 10.61 euros per share which includes a premium equal to 25% of the weighted average market price for those shares by their trading volume on the stock market between the launch of the transaction this morning and their pricing.

The Company and Société Générale have signed on the date hereof the subscription agreement for the Notes, subject to English law.

Subscription and payment for the Notes will take place on the closing date, which is anticipated to take place not later than April 12, 2011, provided the related conditions stipulated in the subscription agreement have been fulfilled.

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Madrid, on March 31, 2011.