



**PROPOSED RESOLUTIONS TO THE ORDINARY GENERAL MEETING OF
SACYR, S.A. CONVENED FOR 10 AND 11 JUNE 2015, ON THE FIRST AND
SECOND CALLS, RESPECTIVELY**

ADOPTED BY THE BOARD OF DIRECTORS OF SACYR, S.A.

CORRESPONDING TO THE FIRST AGENDA POINT:

Review and where appropriate, approval of the individual annual accounts and management report of Sacyr, S.A. and of the consolidated annual accounts and management report of Sacyr, S.A. and its subsidiaries, for the year ending 31 December 2014.

PROPOSED RESOLUTION:

"To approve the individual annual accounts and management report of Sacyr, S.A. and the consolidated annual accounts and management report of Sacyr, S.A. and its subsidiaries, for the year ending 31 December 2014, as put forward by the Board of Directors at its meeting held on 26 March 2015."

CORRESPONDING TO THE SECOND AGENDA POINT:

2.1 Review and where appropriate, approval of the proposed distribution of profit for the year ending 31 December 2014.

PROPOSED RESOLUTION:

"To approve, pursuant to the Board of Directors' proposal, the distribution of profit for financial year 2014, amounting to a loss of EUR42,445,429.34, to "Loss Carryforwards."

2.2 Application of reserves to offset loss carryforwards.

PROPOSED RESOLUTION:

"In light of the financial circumstances of the Company, inferred from the balance sheet at 31 December 2014, which was duly approved by this General Shareholders' Meeting, and once the year's profit was distributed, it was agreed that an amount of EUR1,599,480,388.21 would be applied, charged to the Company's reserves, excluding the statutory reserve and the unavailable reserves, in order to offset the loss carryforwards; delegating to the Board of Directors, with express powers to delegate,

the specification of reserve accounts or sub-accounts to which the application of this offset will be made."

CORRESPONDING TO THE THIRD AGENDA POINT:

Review and, where appropriate, approval of the Board of Directors' management during the year ending 31 December 2014.

PROPOSED RESOLUTION:

"To approve the management of the Board of Directors of Sacyr, S.A. in the discharge of its functions during the year ending 31 December 2014."

CORRESPONDING TO THE FOURTH AGENDA POINT:

Fourth. Appointment and re-election of directors, where appropriate. Establishment of the number of directors.

- 4.1. Appointment of Mrs Isabel Martín Castella as a director, in the capacity of independent director.**
- 4.2. Re-election of Mr Manuel Manrique Cecilia as a director, in the capacity of executive director.**
- 4.3. Re-election of Prilou, S.L. as a director, in the capacity of proprietary executive director.**
- 4.4. Re-election of Prilomi, S.L. as a director, in the capacity of proprietary executive director.**
- 4.5. Establishment of the number of members of the Board of Directors.**

PROPOSED RESOLUTION TO ITEM 4.1:

"Pursuant to the Board of Directors' proposal and, in turn, the proposal of the Appointments and Remuneration Committee, to appoint Mrs Isabel Martín Castella, a Spanish citizen, of legal age, whose business address is Paseo de la Castellana No. 83-85, Madrid, holder of ID card no. 1.357.692-W, as a Company director, for a period of four years, in the capacity of independent director."

PROPOSED RESOLUTION TO ITEM 4.2:

"Pursuant to the Board of Directors' proposal and subject to a report of its Appointments and Remuneration Committee, to re-elect and appoint Mr Manuel Manrique Cecilia, whose particulars appear in the Companies' Registry, as a Company director for a period of four years, in the capacity of executive director"

PROPOSED RESOLUTION TO ITEM 4.3:

"Pursuant to the Board of Directors' proposal and subject to a report of its Appointments and Remuneration Committee, to re-elect and appoint Prilou, S.L., whose particulars appear in the Companies' Registry, as a Company director for a period of four years, in the capacity of proprietary executive director".

PROPOSED RESOLUTION TO ITEM 4.4:

“Pursuant to the Board of Directors' proposal and subject to a report of its Appointments and Remuneration Committee, to re-elect and appoint Prilomi, S.L., whose particulars appear in the Companies' Registry, as a Company director for a period of four years, in the capacity of proprietary executive director”.

PROPOSED RESOLUTION TO ITEM 4.5:

To set the number of members of the Board of Directors at 14 or at such lower number as may result from previous resolutions.

CORRESPONDING TO THE FIFTH AGENDA POINT:

Reappointment of the Auditor of Accounts of Sacyr, S.A. and its consolidated group for 2015.

PROPOSED RESOLUTION:

At the proposal of the Board of Directors and subject to the proposal, in turn, of the Audit and Corporate Governance Committee, to reappoint Ernst & Young, S.L. as auditor of accounts of Sacyr, S.A. and its consolidated group, which shall perform the audit for 2015, empowering the Board of Directors, with express powers to delegate such authority, to carry out the corresponding service contract as per the terms and conditions deemed appropriate, being equally empowered to undertake whatever amendments are necessary in accordance with the legislation in force at any given moment.

It is hereby recorded that the business address of Ernst & Young, S.L. is Madrid, Plaza Pablo Ruiz Picasso, 1, 28020 Madrid, CIF B-78970506. It is registered in the Madrid Business Register, Volume 12749, Book 0, Folio 215, Section 8. Sheet M-23123, Entry 116, and in the Official Register of Auditors (ROAC) under registration number S0530.

CORRESPONDING TO THE SIXTH AGENDA POINT:

Sixth. Amendments to the Company's By-Laws.

AMENDMENTS AFFECTING THE CORPORATE PURPOSE

6.1. Amendment of Article 2 (Corporate Purpose)

AMENDMENTS AFFECTING THE STATUTORY REGULATIONS OF THE GENERAL MEETING

6.2. Amendment of Articles 19 (Allocation of Responsibilities), 23 (Call for the General Meeting), 27 (Representation at the General Meeting), 32 (Right to Information) and 33 (Voting)

AMENDMENTS AFFECTING THE STATUTORY REGULATIONS OF THE GENERAL MEETING

6.3 Amendment of Article 43 (Board of Directors' Compensation)

6.4 Amendment of Articles 38 (Management and Supervisory Powers), 42 (Composition Committees of the Board of Directors), 44 (Chairman of the Board of Directors), 46 (Secretary to the Board of Directors), 48 (Audit and Corporate Governance Committee), 49 (Appointments and Remuneration Committee), 50 (Meetings of the Board of Directors) and 53 (Term of Office)

AMENDMENTS AFFECTING OTHER ASPECTS OF THE BY-LAWS

6.5 Amendment of Article 58 (Website)

PROPOSED RESOLUTION:

"Sixth. Amendments to the Company's By-Laws.

AMENDMENTS AFFECTING THE CORPORATE PURPOSE

6.1 Amendment of Article 2 (Corporate Purpose)

To modify Article 2 (Corporate Purpose) of the Company's By-Laws, which, hereinafter, shall be worded as follows:

Article 2. Corporate purpose

1. The Company's corporate purpose is:

- (a) The purchase, rehabilitation or building of urban properties for leasing or sale.***
- (b) The buying and selling of land plots, surface development rights and urban land use units, as well as the layout, transformation, urban development, land parcelling, land re-parcelling, compensation, etc. thereof and subsequent building, as appropriate, taking part in the entire urban development process up to completion thereof through a given building.***
- (c) The management, preservation, maintenance and, in general, everything pertaining to the facilities and services of urban properties, as well as the land plots, infrastructure, works and urban development facilities thereof under urban planning, whether on their own account or on behalf of third parties, and the provision of architectural, engineering and urban planning services relating to said urban properties or to the ownership thereof.***
- (d) The provision and marketing of all types of services and supplies pertaining to communications, information technology and energy distribution grids, as well as collaboration in marketing and mediating insurance and safety/security and transport services, whether on their own account or on behalf of third parties.***

- (e) *The management and administration of retail outlets, residential properties and senior homes, hotels and tourist residences and student homes.*
- (f) *The recruitment, management and implementation of all types of works and constructions in its broadest sense, both public and private, such as roads, hydraulic works, railroads, maritime structures, buildings, environmental projects and, in general, all works relating to the construction field.*
- (g) *The purchase, administration, management, promotion, lease or otherwise, construction, buying and selling of all types of real estate, as well as advisory services on the operations referred to above.*
- (h) *The design of all types of engineering and architectural projects, as well as the management, supervisory and advisory services in executing all types of works and constructions.*
- (i) *The purchase, ownership, enjoyment, administration and sale of all types of bearer securities on their own account, excluding those activities that are exclusively attributed to other entities by the special legislation and, basically, by the Securities Market Act.*
- (j) *The management of utilities such as water supply, sewerage and water treatment.*
- (k) *The management of all types of administrative awards and authorisations for works, services and mixed uses of the State, Autonomous Communities, Province and Municipality owned by it and its shareholding in companies thereof.*
- (l) *The exploitation of mines and quarries and the marketing of products thereof.*
- (m) *The manufacture, purchase, sale, import, export and distribution of equipment, installation of facilities and construction materials or those set aside thereof.*
- (n) *The purchase, exploitation in any form, marketing, transfer and sale of all types of intellectual property and patents and all other industrial property modalities.*
- (o) *The manufacture and marketing of prefabricated products and the like relating to construction.*
- (p) *The provision of assistance or support services to Spanish or foreign subsidiaries or investee companies.*
- (q) *The exploitation, import, export, transport, distribution, sale and marketing of raw materials of any type, both of vegetable and mineral origin.*

The Company may undertake such execution and supplementary activities as may be necessary to perform the above actions.

2. *The activities that make up the corporate purpose described in item 1 above may be implemented either directly or, preferably, indirectly, through shareholding in other entities or companies.*

AMENDMENTS AFFECTING THE STATUTORY REGULATIONS OF THE GENERAL MEETING

6.2 Amendment of Articles 19 (Allocation of Responsibilities), 23 (Call for the General Meeting), 27 (Representation at the General Meeting), 32 (Right to Information) and 33 (Voting)

To modify Articles 19 (Allocation of Responsibilities), 23 (Call for the General Meeting), 27 (Representation at the General Meeting), 32 (Right to Information) and 33 (Voting) of the Company's By-Laws, which, hereinafter, shall be worded as follows:

Article 19. Allocation of Responsibilities

- 1.** *The Company's governing bodies are the General Meeting, the Board of Directors and the delegate committees thereof.*
- 2.** *The General Meeting has responsibility for deciding on all matters attributed to it legally or statutorily. In particular and for illustration purposes only, it is responsible for:*
 - (a)** *The approval of the annual accounts, the distribution of profits and the approval of corporate management.*
 - (b)** *The appointment and removal of Board members, liquidators and auditor of accounts, as well as for any legal proceedings against any of them.*
 - (c)** *The approval of the maximum remuneration of all Board directors, in their capacity as such, and of their remuneration policy, as per the terms set forth in the Corporate Enterprise Act.*
 - (d)** *The amendment of the Company's By-Laws.*
 - (e)** *The increase and reduction in share capital.*
 - (f)** *The exclusion or limitation of pre-emptive subscription rights.*
 - (g)** *The purchase, sale or contribution of core assets to another company.*
 - (h)** *The transformation, merge, spin-off or global assignment of assets and liabilities and the transfer of the registered office abroad.*
 - (i)** *The reallocation of core activities to subsidiaries that were previously carried out by the Company, even though the latter retains full control of the former.*
 - (j)** *The Company's dissolution.*
 - (k)** *The approval of operations that effectively add up to the Company's liquidation.*
 - (l)** *The approval of the final liquidation balance sheet.*
 - (m)** *The approval of specific Rules of Procedure of the General Meeting and of any amendments thereof.*

- (n) *Any other matters that the Board of Directors may deem expedient to submit for consideration by the General Meeting.*
- 3. *Any responsibilities not legally or statutorily attributed to the General Meeting pertain to the Board of Directors.*

Article 23. Call for the General Meeting

- 1. *The General Meetings must be formally called by the Company's Board of Directors.*
- 2. *The Board of Directors may call the General Meeting whenever deemed appropriate to corporate interests and shall be compelled to do so, within the period stipulated by law, in the following cases: (a) in the circumstances set out in paragraph 2 of the article above; (b) upon request, by notarial mediation, of shareholders representing at least three per cent of the share capital; and (c) when a takeover bid is made for the Company. In this latter case, the call shall be made as soon as possible in order to inform shareholders of the circumstances of the operation and allow them to furnish a coordinated response.*
- 3. *The ordinary or extraordinary General Meeting shall be called in such a way that may ensure prompt and non-discriminatory access to information among all shareholders. To that end, mass media shall be in effect in order to ensure the public and actual dissemination of the call, as well as free access thereof by the shareholders across the European Union.*

There must be a term of at least one (1) month between the call and the scheduled General Meeting, except when otherwise provided for by the implementing legislation. The call notice shall be disseminated through, at least, one of the following means:

- (a) *The "Companies' Registry Official Gazette" or one of Spain's largest daily newspapers.*
- (b) *The website of the Spanish National Securities Market Commission (CNMV).*
- (c) *The Company's website.*

Since the call notice is published and until the General Meeting is held, the Company must continuously post on its website, at least, the following information:

- (a) *The call notice.*
- (b) *The total number of shares and voting rights at the date of the call, broken down into classes of shares, if any.*
- (c) *The documents that must be submitted to the General Meeting and, in particular, the reports of Board members, auditors of accounts and independent experts.*
- (d) *The complete texts of the proposed resolutions on each and every agenda item or, regarding those items listed for information purposes only, a report by the relevant bodies, with comments on each item thereof. The proposed resolutions submitted by the shareholders shall also be included as and when they are*

received.

- (e) *In the case of appointment, ratification or re-election of members of the Board of Directors, the identity, curriculum vitae and the category thereof, as well as the proposals and reports referred to in Article 529 of the Corporate Enterprise Act. If it were a legal entity, the information must include that pertaining to the natural person that shall be appointed for the ongoing discharge of powers thereof.*
 - (f) *The forms to be used for the proxy and distance voting, except when sent directly to each shareholder by the Company. In the event that such forms cannot be posted on the website due to technical difficulties, the Company must indicate on it how to obtain hard copies of the forms, which it must then send to every shareholder upon request.*
4. *The call notice shall state, in addition to the general legally required references, (i) the Company's name, (ii) the date and time of first call, (iii) the date on which the shareholder must have the shares registered in his or her name to be able to participate in and vote at the General Meeting, (iv) the place and form in which the complete texts of the documents and proposed resolutions may be obtained and (v) the Company's website address where the information shall be available, also specifying, with due clarity and concision, all other matters to be dealt with. It may also state the date and time of second call, where applicable. At least 24 hours must separate the first and second calls of the meeting.*
 5. *The call notice shall mention the person or persons making such call, as well as their positions.*
 6. *Shareholders representing at least three per cent of the share capital may, when legally admissible:*
 - (a) *Request the publication of a call supplement to the Ordinary General Meeting, including one or more agenda items thereof, provided that such new items are accompanied by a justification or, where appropriate, by a justified proposed resolution. In no case shall such right be exercised with respect to the call for extraordinary General Meetings. For these purposes, the shareholder must indicate the number of shares owned or represented thereof. To exercise this right, the shareholder must duly notify the Company, with said notification to be received at the Company's registered office within five (5) days following publication of the call.*

The call supplement must be published at least fifteen (15) days prior to the date stipulated for the meeting of shareholders.
 - (b) *Within the same term referred to in point a) above, submit well-founded proposed resolutions on items already included or to be included on the agenda of the General Meeting that has been called. The Company shall ensure the dissemination of these proposed resolutions and of any enclosed documentation thereof, among the rest of the shareholders, on the Company's website.*

7. *The provisions contained in the Corporate Enterprise Act for the case of the General Meeting remain intact.*

Article 27. Representation at the General Meeting

1. *Shareholders with attendance rights may delegate another person, not necessarily another shareholder, to represent them at the General Meeting. Such representation shall be granted in writing or by any remote means of communication and must be specific to every General Meeting. The foregoing shall not be applicable when the proxy is the spouse, ascendant or descendant of the represented party, or in the cases of a general proxy conferred by notarised document with authorisation to administer the estate that the represented party may have in the national territory.*

If such representation has been obtained by public request, the document containing the general proxy must include or have annexed the agenda, the request for instructions in exercising the right to vote and an indication as to how the proxy should vote, in the event that no precise instructions are issued, subject, if appropriate, to the provisions of the implementing legislation. In the event that no instructions are issued as they relate to items not included on the agenda, the proxy shall vote as deemed most expedient to the interests of the represented party.

Those entities that are shareholders on record under the book value of their own shares but are acting on behalf of several persons may (i), in any case, split the vote and cast it in the opposite direction, complying with differing voting instructions if thus received, or (ii) delegate the vote in each indirect shareholder or in third parties designated thereof, without limiting the number of delegated votes granted.

On the other hand, in the event that the Board members or another person, on behalf or in the interest of any of them, made a public request for representation, the Board member obtaining it, in addition to any other such duties as information for the represented party and abstention as imposed by the implementing legislation, may not exercise the right to vote corresponding to the represented shares on those agenda items where there is a conflict of interests, except if and when receiving precise voting instructions from the represented party on each of the items within the period stipulated by law. In any event, it shall be understood that the Board member is having a conflict of interests with respect to the decisions relating to (i) his/her appointment, re-election, ratification, dismissal, removal or cessation as a Board member, (ii) any legal proceedings against him/her and (iii) the approval or ratification of Company's operations with the Board member concerned, companies controlled or represented by him/her or persons acting on their own behalf.

2. *When representation is conferred upon or notified to the Company by remote means of communication, it shall only be construed as valid if made:*
 - (a) *by mail, sending to the Company the attendance and delegation card duly signed and filled out, or by any other written means which, in the opinion of the Board of Directors under a prior agreement to that end, may enable to duly verify the identity of the shareholder conferring his/her representation and that of the delegate designated thereof, or*
 - (b) *by e-mail to the Company, attaching thereto an electronic copy of the attendance*

and delegation card, which details the representation thus attributed and the identity of the represented party, also affixing the recognized electronic signature of the represented shareholder or another type of identification deemed suitable by the Board of Directors, under a prior agreement adopted to that end, as it should comprise appropriate guarantees of the represented shareholder's authenticity and identification.

In order to be valid, the representation conferred or notified by any of the above remote means of communication must be received by the Company prior to the twenty-four hours of the third day before the scheduled date of the General Meeting on the first call. The Board of Directors may set a lower period of notice, posting it on the website.

Article 32. Right to information

- 1. From the same day of publication of the call for the General Meeting and up to and including the fifth day prior to its scheduled date, the shareholders may, as regards the items included on the agenda, request in writing whatever information or clarifications they deem necessary or ask in writing whatever questions they deem appropriate.*

While the General Meeting is being held, all shareholders may verbally request any information or clarifications they deem necessary in relation to the items included on the agenda.

- 2. Additionally, shareholders may request in writing from the Board members up to and including the fifth day prior to the scheduled date of the General Meeting, or verbally during its discussion round, any information or clarifications or ask whatever questions they deem necessary about the information accessible to the public that would have been made available by the Company to the Spanish Securities Market Commission (CNMV) since the last General Meeting and about the auditor's report.*
- 3. Board members shall be compelled to facilitate the information requested as per the two items above in the form and within the time limits provided for by the implementing legislation, except when such information is unnecessary to protect the partner's rights or when there are objective reasons to consider that it could be used for extra-social purposes or that making it public shall damage the Company or its associated companies. Information may not be refused when the corresponding request is supported by shareholders representing at least 25% of the share capital.*

When, prior to asking a concrete question, the information requested is available in a clear, explicit and direct manner to all shareholders on the Company's website in the question-answer format, the Board members may limit its reply to referring to the information made available in said format.

Article 33. Voting

- 1. Each item on the agenda shall be voted on separately.*

Notwithstanding the above, and if prevailing circumstances make such a move advisable, the Chairman may resolve that motions pertaining to several items on the

agenda be voted on jointly. In this case, the result of the voting shall be deemed individually reproduced for each motion, insofar as none of those in attendance express their intention to vote differently in relation to certain items. Otherwise, the minutes shall record any voting changes expressed by those in attendance and the result of the voting pertaining to each motion as a result thereof.

2. *In any case, although appearing on the same agenda item, the following must be voted on separately:*
 - a) *the appointment, ratification, re-election or removal of each Board member;*
 - b) *as regards the amendment of the Company's By-Laws, that which pertains to each article or group of articles with their own autonomy; and*
 - c) *those matters provided for in the Company's By-Laws.*
3. *It corresponds to the Chairman to set the voting system deemed most appropriate and direct the corresponding process.*
4. *Distance voting shall be admissible as per the terms provided for in the article below.*

AMENDMENTS AFFECTING THE STATUTORY REGULATIONS OF THE BOARD OF DIRECTORS

6.3 Amendment of Article 43 (Board of Directors' Compensation).

To modify Article 43 (Board of Directors' Compensation) of the Company's By-Laws, which, hereinafter, shall be worded as follows:

Article 43. Board of Directors' Compensation

1. *Directors, in their capacity as members of the Board of Directors, and for their supervisory and collective decision-making tasks, shall be entitled to receive remuneration from the Company, which shall consist of a fixed annual amount. The maximum overall amount of the directors' remuneration in their capacity as such shall be fixed by the General Meeting and shall remain in force insofar as it does not agree to its amendment.*

It corresponds to the Board of Directors, within the limit set by the General Meeting, to fix in each year the concrete amount to be received by each director, to which end it shall see to (i) the offices held by them within said body; (ii) the concurrent characteristics thereof; or (iii) their membership or not and degree of accountability in the various committees.

2. *Those directors who, in addition to their supervisory and collective decision-making tasks, discharge executive duties within the Company, whatever their relationship to the Company, shall be entitled to receive, for such duties, as per the terms previously agreed upon by the Board of Directors, in addition to that referred to in item 1 above, and subject to the provisions of item 3 above, remuneration composed of: (a) a fixed*

portion, adequate to the services and responsibilities performed; (b) a variable portion, correlated to some performance indicator for the director or the company; (c) a healthcare-based portion, which shall include pension and insurance systems; (d) reparation in the event of (i) severance not caused by a breach of contract attributable to the director or (ii) resignation due to ensuing circumstances not attributable to the director, as well as (e) compensation on exclusivity, post-contractual non-competition and permanence or loyalty arrangements.

It corresponds, as referred to above, to the Board of Directors, subject to a report by the Appointments and Remuneration Committee, to determine the compensation entries and the amount thereof pertaining to the executive directors, including, as appropriate, the fixed portion, the configuration modalities and calculation indicators of the variable portion (which in no case may consist of sharing in the company's profits), the healthcare pensions, the reparation due to severance or resignation for ensuing circumstances not attributable to the director and the compensation on exclusivity, post-contractual non-competition, permanence or loyalty arrangements. The directors concerned shall refrain from attending and participating in the relevant deliberations. The Board of Directors shall ensure that remunerations are guided by market conditions and that they take into consideration the accountability and degree of commitment that each director is called upon to play in their role thereof.

3. The remunerations of executive and non-executive directors shall be submitted to the General Meeting as per the terms and conditions set forth by the legislation in force at any given time.
 4. Directors may also receive remuneration in the form of shares of the Company, stock options thereof or compensation connected with the share value. This compensation must be ratified at the General Meeting. The agreement of the General Meeting must include the maximum number of shares that shall be assigned in each year to this compensation system, the exercise price or the calculation system of the exercise price of the stock options, the share value taken as reference, where appropriate, and the duration of the plan.
 5. The Company is empowered to engage liability insurance for its directors.
 6. The Company shall inform of the directors' compensation as per the terms and conditions provided for by the legislation in force at any given time.
- 6.4 Amendment of Articles 38 (Management and Supervisory Powers), 42 (Composition Committees of the Board of Directors), 44 (Chairman of the Board of Directors), 46 (Secretary to the Board of Directors), 48 (Audit and Corporate Governance Committee), 49 (Appointments and Remuneration Committee), 50 (Meetings of the Board of Directors) and 53 (Term of Office)**

To modify Articles 38 (Management and Supervisory Powers), 42 (Composition Committees of the Board of Directors), 44 (Chairman of the Board of Directors), 46 (Secretary of the Board of Directors), 48 (Audit and Corporate Governance Committee), 49 (Appointments and Remuneration Committee), 50 (Meetings of the Board of Directors) and 53 (Term of Office) of the Company's By-Laws, which, hereinafter, shall be worded as follows:

Article 38. Management and Supervisory Powers

1. *Apart from those issues reserved to the shareholders in General Meetings, the Board of Directors is the Company's highest decision-making body.*
2. *The Board of Directors has all the necessary powers to administer the Company. However, as a general rule, it shall entrust the management of the Company's ordinary business to the delegated bodies and to the steering group and shall focus its activity on the general supervisory duty.*
3. *Those powers that are legally or statutorily reserved for the exclusive knowledge of the Board of Directors shall not be delegated, as shall not any of those that are necessary for the responsible discharge of the general supervisory duty.*

To this latter effect, it shall correspond to the Board of Directors to design the Company's overall strategy, supervise its implementation and discharge whatever other responsibilities exist thereof under the law, these By-Laws and the Rules of Procedure of the Board of Directors.

Article 42. Composition Committees of the Board of Directors

1. *The General Meeting shall endeavour to ensure that the external or non-executive directors of the Board of Directors represent a majority over the executive directors on such Board.*
2. *In the event that the Chairman is an executive director, the Board of Directors, with the abstention of the executive directors, shall necessarily appoint a coordinating director from among the independent directors, who shall be specially empowered to request the calling of meetings of the Board of Directors or the inclusion of new agenda items for a Board of Directors' meeting already called, coordinate and assemble the non-executive directors and oversee, as appropriate, the regular assessment of the Chairman of the Board of Directors.*
3. *The provisions of the items above do not affect the sovereign role of the General Meeting, nor do they diminish the effectiveness of the proportional system, which shall be mandatory during the share consolidation provided for in the implementing legislation.*

Article 44. Chairman of the Board of Directors

1. *The Chairman of the Board of Directors shall be elected from among the members of the administrative body.*
2. *In addition to the powers conferred by the Corporate Enterprise Act, the Company's By-Laws or the Rules of Procedure of the Board of Directors, the Chairman shall have the following:*
 - a) *The power to convene and preside over the Board of Directors, form the agenda for such meetings and direct the debates is vested in the Chairman.*
 - b) *To preside over the General Meeting.*
 - c) *To ensure that the directors receive sufficient information in advance to*

discuss the items on the agenda.

- d) *To foster the debate and active participation of the directors during the discussion rounds, safeguarding their rights to freely take a position.*

Article 46. Secretary to the Board of Directors

1. *The Secretary to the Board of Directors need not be a member of the body.*
2. *The Secretary shall assist the Chairman in his/her tasks and must allow for the proper functioning of the Board of Directors, specially endeavouring, in addition to whatever other duties are assigned to him/her under the law, the Company's By-Laws or the Rules of Procedure of the Board:*
 - a) *To preserve the Board of Directors' documentation, record the deliberations in the minutes book and attest to the content and resolutions adopted thereof.*
 - b) *To ensure that the Board of Directors' proceedings comply with the implementing legislation and conform to the Company's By-Laws and other internal regulations.*
 - c) *To assist the Chairman so that the directors receive the relevant information for the discharge of their duties well in advance and in the appropriate format.*

To also act as Secretary to the various committees that may be established by the Board of Directors.

3. *The Board of Directors may appoint a Vice-Secretary, who need not be a Director, to assist the Secretary of the Board of Directors or to replace the Secretary in the event that the Secretary is unable to perform his duties for any reason.*

Unless otherwise determined by the Board of Directors, the Vice-Secretary may attend the sessions thereof in order to assist the Secretary in writing up the minutes.

Article 48. Audit and Corporate Governance Committee

1. *An Audit and Corporate Governance Committee shall be established within the Board of Directors, composed of a minimum of three (3) and a maximum of five (5) directors designated by the Board of Directors. The members of the Audit and Corporate Governance Committee shall be, as a whole, non-executive directors of the Board of Directors. At least two members thereof shall be independent directors and one shall be appointed on the basis of knowledge and experience of accounting or auditing, or both.*
2. *The members of the Audit and Corporate Governance Committee shall be elected to a maximum term of four (4) years, and may be re-elected one or more times for periods of equal maximum length.*

The Chairman of the Audit and Corporate Governance Committee shall be appointed, by the Board of Directors, from among the independent directors and must be replaced

every four (4) years. He/she may be reappointed once one year has elapsed from the time he/she ceased to be Chairman.

The Audit and Corporate Governance Committee shall also have a Secretary, who shall be that of the Board of Directors, with the right to speak but not to vote. In the event that the Secretary is absent, unable or indisposed, he/she shall be replaced in the discharge of his/her functions by the Vice-Secretary of the Board of Directors, who shall also have the right to speak but not to vote.

- 3. The Audit and Corporate Governance Committee shall have such functions as may be attributed thereof by law, these By-Laws and the Rules of Procedure of the Board of Directors.*
- 4. The Committee shall meet, at least, once in every quarter and as many times as deemed appropriate, upon a call made by the Chairman, on its own decision or by responding to the request of three (3) members thereof or of the Executive Committee.*
- 5. The Audit and Corporate Governance Committee shall be validly established on the direct or proxy attendance of, at least, more than half of its members, and shall adopt its resolutions by an absolute majority of those attending, either physically or by proxy. In the event of a tie, the Chairman shall have the casting vote. Unless otherwise stated, the responsibilities of the Audit and Corporate Governance Committee are based on consultation and proposals to the Board of Directors.*
- 6. The Board of Directors may develop and complete the above regulations in its Rules of Procedure, pursuant to the Company's By-Laws and the implementing legislation.*

Article 49. Appointments and Remuneration Committee

- 1. An Appointments and Remuneration Committee shall be established within the Board of Directors, composed of a minimum of three (3) and a maximum of five (5) directors designated by the Board of Directors. The members of the Appointments and Remuneration Committee shall be, as a whole, non-executive directors of the Board of Directors. At least two members thereof shall be independent directors.*
- 2. The members of the Appointments and Remuneration Committee shall be elected to a maximum term of four (4) years, and may be re-elected once or more for equally maximum terms.*

The Chairman of the Appointments and Remuneration Committee shall be appointed, by the Board of Directors, from among the independent directors who are members of the Committee.

The Appointments and Remuneration Committee shall also have a Secretary, who shall be that of the Board of Directors, with the right to speak but not to vote. In the event that the Secretary is absent, unable or indisposed, he/she shall be replaced in the discharge of his/her functions by the Vice-Secretary of the Board of Directors, who shall also have the right to speak but not to vote.

3. *The Appointments and Remuneration Committee shall have such functions as may be attributed thereof by law, these By-Laws and the Rules of Procedure of the Board of Directors.*
4. *The Appointments and Remuneration Committee shall meet each time it is convened by its Chairman, who must do so whenever the Board or its Chairman requests the issuance of a report or the adoption of proposals and, in any case, whenever deemed expedient for the proper development of its functions.*
5. *The Appointments and Remuneration Committee shall be validly established on the direct or proxy attendance of more than half of its members, and shall adopt its resolutions by an absolute majority of those attending, either physically or by proxy. In the event of a tie, the Chairman shall have the casting vote. Unless otherwise stated, the responsibilities of the Appointments and Remuneration Committee are based on consultation and proposals to the Board of Directors.*
6. *The Board of Directors shall develop the above regulations in its Rules of Procedure, pursuant to the Company's By-Laws and the implementing legislation.*

Article 50. Meetings of the Board of Directors

1. *The Board of Directors shall meet at least six (6) times a year (with at least one (1) meeting in each quarter), and as many times as deemed expedient by the Chairman for the proper functioning of the Company.*
2. *Ordinary meetings shall be called by letter, fax, telegram or e-mail, and shall be authorised by the signature of the Chairman, or that of the Secretary or Vice-Secretary by order of the Chairman, with at least three (3) days' notice.*

The Board of Directors may also be called, indicating the agenda and the registered office for the location where it is based, by:

- (a) *Directors who represent at least a third of the members of the Board of Directors if, upon request to the Chairman, he/she, without just cause, had failed to call the meeting within a month;*
- (b) *The Vice-Chairman or a number of directors representing a third of the members of the Board of Directors in cases of cessation, death or resignation of the Chairman.*
3. *Extraordinary meetings shall be called by telephone and without regard for the notice period and all other requirements set forth in the previous item, when in the Chairman's opinion circumstances so dictate.*
4. *The Board of Directors shall meet at its registered office or at the venue or venues so indicated by the Chairman. Exceptionally, if no director objected to it, the Board of Directors may hold its meeting without any discussion round and in writing. In this latter case, the directors may send their votes and whatever considerations they wish to record in the minutes by e-mail.*

The meeting of the Board of Directors may be held in various rooms at the same time,

provided that audiovisual or telephone devices are installed to ensure interactive communication among them in real time and, therefore, the unity of the session. In this case, the call shall include the connection system and, as appropriate, the venues where the necessary technical devices are available to attend and participate in the meeting. Resolutions shall be considered adopted at the venue where the Chair is.

Article 53. Term of Office

1. *Directors shall remain in their posts for a term of four (4) years and may be re-elected one or more times for periods of equal length.*
2. *Directors designated by co-optation shall remain in their posts until the date of the first General Meeting at which their appointment, as appropriate, shall be submitted for ratification. Should a vacancy appear once the General Meeting has been called and prior to its holding, the Board of Directors may designate a director until the next General Meeting is held.*

AMENDMENTS AFFECTING GENERAL ASPECTS OF THE BY-LAWS

6.5 Amendment of Article 58 (Website)

To modify Article 58 (Website) of the Company's By-Laws, which, hereinafter, shall be worded as follows:

Article 58. Website

1. *The Company shall have a website through which it shall inform its shareholders, investors and the general market of any economic events and all those of significance that may arise in connection with the Company.*
2. *The website shall contain the information required by the implementing legislation, as well as any other deemed expedient for inclusion by the Board of Directors.*

CORRESPONDING TO THE SEVENTH AGENDA POINT:

Seventh. Amendment of the Rules of Procedure of the General Meeting. Amendment of Articles 3 (Functions of the General Meeting), 4 (Call for the General Meeting), 5 (Call Notice), 6 (Information Available from the Date of Call), 7 (Right to Information Prior to the General Meeting), 8 (Delegations), 19 (Right to Information during the General Meeting) and 23 (Voting on Resolutions) of the Rules of Procedure of the General Meeting

PROPOSED RESOLUTION:

To amend Articles 3 (Functions of the General Meeting), 4 (Call for the General Meeting), 5 (Call Notice), 6 (Information Available from the Date of Call), 7 (Right to Information Prior to the General Meeting), 8 (Delegations), 19 (Right to Information During the General Meeting) and 23 (Voting on Resolutions) of the Rules of Procedure of the General Meeting, which, hereinafter, shall be worded as follows:

Article 3. Functions of the General Meeting

The General Meeting shall decide upon matters within its own competence in accordance with the implementing legislation and the Company's By-Laws, with the adoption of the following resolutions corresponding particularly to the General Meeting:

- 1. The approval of the annual accounts, the distribution of profits and the approval of corporate management.*
- 2. The appointment and removal of Board members, liquidators and auditor of accounts, as well as for any legal proceedings against any of them.*
- 3. The approval of the maximum compensation for the entire group of directors, in their capacity thereof, and of its remuneration policy as per the terms established in the Corporate Enterprise Act.*
- 4. The increase and reduction in share capital, delegating, as appropriate, to the Board of Directors, as per the time frames provided for by the implementing legislation, the power to set the date or dates of execution and any other conditions for said operation. It may also delegate in the Board of Directors the power to increase the share capital as per the terms of Article 297.1.b.) of the Corporate Enterprise Act; and may grant it the power to exclude pre-emptive subscription rights pursuant to Article 506 of said legal text.*
- 5. The issuance of bonds and notes; the delegation in the Board of Directors of the power to issue bonds and notes, whether convertible or not, as per the terms provided for in the implementing legislation; the exclusion or limitation of pre-emptive subscription rights for new shares or for convertible bonds and notes and the delegation to the Board of Directors of such power; the transfer of the Company's registered office abroad and the authorisation for the derivative acquisition of its own shares.*
- 6. The amendment of the Company's By-Laws.*
- 7. The purchase, sale or contribution of core assets to another company.*
- 8. The reallocation of core activities to subsidiaries that were previously carried out by the Company, even though the latter retains full control of the former.*
- 9. The dissolution, merge, spin-off and transformation of the Company, the global assignment of assets and liabilities and the transfer of the registered office abroad.*
- 10. The approval of operations that effectively add up to the Company's liquidation.*
- 11. The approval of the final liquidation balance sheet.*
- 12. The approval of specific Rules of Procedure of the General Meeting and of any amendments thereof.*
- 13. Any other matters that the Board of Directors may deem expedient to submit for consideration by the General Meeting.*

Article 4. Call for the General Meeting

Without prejudice to the provisions of the implementing legislation on the General Shareholders' Meeting and the legal summons, it corresponds to the Board of Directors to call the General Meeting, which shall be held:

- a) On a date that enables its holding in the first six (6) months of the year, in the case of ordinary General Meetings.*
- b) Whenever deemed expedient by the Board of Directors for corporate interests, in the case of extraordinary General Meetings.*
- c) In any case, when requested to do so, through a notarised notice, by shareholders who own at least three per cent of the share capital. The request must state the items to be discussed at the Meeting. In this case, a call must be issued to hold the General Meeting within the period stipulated in law.*
- d) When a takeover bid is made for the Company. This being the case, the call shall be made as soon as possible in order to inform shareholders of the circumstances of the operation and allow them to furnish a coordinated response.*
- e) If the Ordinary General Meeting were not called within the period stipulated by law, or if the shareholders owning three per cent of share capital requested a call for the Extraordinary General Meeting and it were not held, or if whatever General Meetings scheduled in the By-Laws were not called within the corresponding legal or statutory period, it may be called, upon the request of any shareholder or the petitioners, as the case may be, by the corresponding Commercial Court Judge.*

The Ordinary General Meeting shall be valid even if called or held outside the legal period.

Article 5. Call notice

- 1. The ordinary or extraordinary General Meeting shall be called in such a way that may ensure prompt and non-discriminatory access to information among all shareholders. To that end, mass media shall be in effect in order to ensure the public and actual dissemination of the call, as well as free access thereof by the shareholders across the European Union.*
- 2. The General Meeting shall be called at least one (1) month prior to its scheduled date, except when the implementing legislation provides for a different notice period. The call notice shall be disseminated through, at least, one of the following means: (i) the "Companies' Registry Official Gazette" or one of Spain's largest daily newspapers; (ii) the website of the Spanish National Securities Market Commission (CNMV) and (iii) the Company's website. The announcement shall also be reported to the Spanish National Securities Market Commission (CNMV) as a relevant event. The Board of Directors may also publish announcements in other media if deemed appropriate in order to further publicize the call.*
- 3. The call notice shall contain the legally required references and, inter alia, information about the following:*

- a) *Place, date and time of the meeting on first and, as appropriate, second call, with at least 24 hours elapsing between the first and second meetings.*
- b) *The agenda of the General Meeting, clearly and concisely drafted, which shall contain the issues to be addressed at the meeting.*
- c) *The requirements to attend the General Meeting and the means to register them with the Company, expressly indicating the date on which the shareholder must have the shares registered in his or her name to be able to participate in and vote at the General Meeting.*
- d) *In the event of admissibility, an indication of the written or electronic delegation or distance voting mechanisms that may be used.*
- e) *The place and form in which the complete texts of the documents and proposed resolutions may be obtained and the Company's website address where the information shall be available.*

The announcement must also have clear, accurate information on the procedures to be followed by the shareholders to participate in and cast their votes at the General Meeting, including, in particular, the following points:

- a) *The right to request information, include items on the agenda and submit proposed resolutions, as well as the exercise period. Once it has been recorded that the Company's website provides more detailed information on such rights, the announcement may be limited to indicating the exercise period.*
- b) *The system for proxy voting, particularly indicating the forms to be used for the delegation of vote and the means that must be employed for the Company to accept an electronic notice of the proxy votes granted.*
- c) *The procedures established for distance voting, whether by mail or by electronic means.*

4. Shareholders representing at least three per cent of the share capital may, when legally admissible:

- a) *Request the publication of a call supplement to the Ordinary General Meeting, including one or more agenda items thereof, provided that such new items are accompanied by a justification or, where appropriate, by a justified proposed resolution. In no case shall such right be exercised with respect to the call for extraordinary General Meetings. For these purposes, the shareholder must indicate the number of shares owned or represented thereof. To exercise this right, the shareholder must duly notify the Company, with said notification to be received at the Company's registered office within five (5) days following publication of the call.*

The call supplement must be published at least fifteen (15) days prior to the date stipulated for the meeting of shareholders.

- b) *Within the same term referred to in item a) above, submit well-founded proposed resolutions on items already included or to be included on the agenda of the General*

Meeting that has been called. The Company shall ensure the dissemination of these proposed resolutions and of any enclosed documentation thereof, among the rest of the shareholders, on the Company's website.

5. *Pursuant to the implementing legislation, on occasion of the call for the General Meeting, the Company's website shall make available an Electronic Shareholders' Forum. The use of the Electronic Shareholders' Forum shall conform to its legal purposes and to the guarantees and working regulations set forth by the Company, with access to it by the shareholders or groups of shareholders that are duly legalised. The Board of Directors may develop the regulatory aspects discussed in the preceding section further by establishing additional procedures, time frames and other conditions required for the proper functioning of the Electronic Shareholders' Forum.*

Article 6. Information Available from the Date of Call

Without prejudice to the provisions of other articles in these Rules of Procedure and to the requirements of the implementing legislation, from the publication date of the call for the General Meeting, the Company shall continuously post on its website:

- a) *The full text of the call.*
- b) *The total number of shares and voting rights at the date of the call, broken down into classes of shares, if any.*
- c) *The documents that must be submitted to the General Meeting and, in particular, the reports of Board members, auditors of accounts and independent experts.*
- d) *The complete texts of the proposed resolutions on each and every agenda item or, regarding those items listed for information purposes only, a report by the relevant bodies, with comments on each item thereof. The proposed resolutions submitted by the shareholders shall also be included as and when they are received.*
- e) *In the case of appointment, ratification or re-election of members of the Board of Directors, the identity, curriculum vitae and the category thereof, as well as the proposals and reports referred to in Article 529 of the Corporate Enterprise Act. If it were a legal entity, the information must include that pertaining to the natural person that shall be appointed for the ongoing discharge of powers thereof.*
- f) *The forms to be used for the proxy and distance voting, except when sent directly to each shareholder by the Company. In the event that such forms cannot be posted on the website due to technical difficulties, the Company must indicate on it how to obtain hard copies of the forms, which it must then send to every shareholder upon request.*
- g) *The documents or other information which, in accordance with the implementing legislation, must be made available to the shareholders about the issues comprised by the agenda since the date of the call.*
- h) *A description of those written or electronic delegation or distance voting*

mechanisms that may be used.

- i) Information, as appropriate, on systems or procedures that facilitate the monitoring of the General Meeting, such as simultaneous translation mechanisms, broadcast on audiovisual aids, information in other languages, etc.*
- j) Information about the communication channels with the Investor Relations Department with a view to collecting information or making suggestions or proposals, in conformity with the implementing legislation.*
- k) Information about the premises where the General Meeting shall be held, describing in this case the way to access the hall.*

Article 7. Right to Information Prior to the General Meeting

- 1. From the same day of publication of the call for the General Meeting and up to and including the fifth day prior to its scheduled date, the shareholders may, as regards the items included on the agenda, request in writing whatever information or clarifications they deem necessary or ask in writing whatever questions they deem appropriate. In addition to the foregoing, during the meeting, shareholders may be able to verbally request any information or clarifications they consider appropriate in connection with any agenda items.*
- 2. Additionally, within the same period and manner referred to in item 1 above, or verbally during the General Meeting, shareholders may request any information or clarifications or ask questions in writing about the information accessible to the public that would have been made available by the Company to the Spanish Securities Market Commission since the last General Meeting and about the auditor's report.*
- 3. Information may be requested by delivering the petition at the registered office or by sending it to the Company by mail or, if allowed to grant representation or vote at the General Meetings, by remote electronic or online means of communication, addressed to the registered office or offices specified by the relevant call notice. It shall correspond to the shareholder to provide evidence of the request sent to the Company in due time and manner. The Company's website shall contain the relevant explanation on exercising the shareholder's right to information, as stipulated by law.*
- 4. Board members shall be compelled to facilitate the information requested as per the items above in the form and within the time limits provided for by the implementing legislation, except when such information is unnecessary to protect the partner's rights or when there are objective reasons to consider that it could be used for extra-social purposes or that making it public shall damage the Company or its associated companies. Notwithstanding the foregoing, information may not be refused when the corresponding request is supported by shareholders representing at least 25% of the share capital.*

When, prior to asking a concrete question, the information requested is available in a clear, explicit and direct manner to all shareholders on the Company's website in the question-answer format, the Board members may limit its reply to referring to the information made available in said format.

5. *The means to deliver the information requested by the shareholders shall be the same through which the corresponding request was made, unless the shareholder indicates any other means from among those deemed suitable in accordance with the provisions of this article. In any case, the Board members may convey the information concerned by registered post with acknowledgement of receipt or by registered fax.*
6. *The Board of Directors may authorise any of its members, its Secretary and/or Vice-Secretary and the person in charge of the Investor Relations Department to reply, on behalf and representation of the Board of Directors, to the requests for information made by the shareholders.*
7. *The provisions of this article do not contravene the right of the shareholders to obtain printed documents and request that these be sent free of charge when so required by the implementing legislation.*

Article 8. Delegations

- 1 *The shareholders entitled to attend may delegate their representation in another person, who need not be a shareholder, pursuant to the By-Laws and these Rules of Procedure.*
- 2 *Without prejudice to the provisions of the implementing legislation, representation must be conferred specifically for each General Meeting and in writing or through remote means of communication. The foregoing shall not be applicable when the proxy is the spouse, ascendant or descendant of the represented party, or in the cases of a general proxy conferred by notarised document with authorisation to administer the estate that the represented party may have in the national territory.*
- 3 *When representation is conferred upon or notified to the Company by remote means of communication, it shall only be construed as valid if made:*
 - a) *by mail, sending to the Company the attendance and delegation card duly signed and filled out, or by any other written means which, in the opinion of the Board of Directors under a prior agreement to that end, may enable to duly verify the identity of the shareholder conferring his/her representation and that of the delegate designated thereof, or*
 - b) *by e-mail to the Company, attaching thereto an electronic copy of the attendance and delegation card, which details the representation thus attributed and the identity of the represented party, also affixing the recognized electronic signature of the represented shareholder or another type of identification deemed suitable by the Board of Directors, under a prior agreement adopted to that end, as it should comprise appropriate guarantees of the represented shareholder's authenticity and identification.*

In order to be valid, the representation conferred or notified by any of the above remote means of communication must be received by the Company prior to the twenty-four hours of the third day before the scheduled date of the General Meeting on the first call. The Board of Directors may set a lower period of notice, posting it on the website.

4. *If such representation has been obtained by public request, the document containing the general proxy must include or have annexed the agenda, the request for instructions in exercising the right to vote and an indication as to how the proxy should vote, in the event that no precise instructions are issued, subject, if appropriate, to the provisions of the implementing legislation.*

Those entities that are shareholders on record under the book value of their own shares but are acting on behalf of several persons may (i), in any case, split the vote and cast it in the opposite direction, complying with differing voting instructions if thus received, or (ii) delegate the vote in each indirect shareholder or in third parties designated thereof, without limiting the number of delegated votes granted.

On the other hand, in the event that the Board members or another person, on behalf or in the interest of any of them, made a public request for representation, the Board member obtaining it, in addition to any other such duties as information for the represented party and abstention as imposed by the implementing legislation, may not exercise the right to vote corresponding to the represented shares on those agenda items where there is a conflict of interests, except if and when receiving precise voting instructions from the represented party on each of the items within the period stipulated by law. In any event, it shall be understood that the Board member is having a conflict of interests with respect to the decisions relating to (i) his/her appointment, re-election, ratification, dismissal, removal or cessation as a Board member, (ii) any legal proceedings against him/her and (iii) the approval or ratification of Company's operations with the Board member concerned, companies controlled or represented by him/her or persons acting on their own behalf.

5. *Proxies may always be revoked. The represented party's physical attendance to the General Meeting entails the revocation of any delegation, no matter the date thereof.*

Article 19. Right to Information during the General Meeting

1. *During the discussion round, all shareholders may verbally request any information or clarifications they deem necessary in relation to the items included on the agenda. For such purpose, shareholders must have identified themselves in advance pursuant to Article 16 above.*
2. *Board members shall be compelled to facilitate the information requested in the form and within the time limits provided for by the implementing legislation, except when such information is unnecessary to protect the partner's rights or when there are objective reasons to consider that it could be used for extra-social purposes or that making it public shall damage the Company or its associated companies. Information may not be refused when the corresponding request is supported by shareholders representing at least 25% of the share capital.*

When, prior to asking a concrete question, the information requested is available in a clear, explicit and direct manner to all shareholders on the Company's website in the question-answer format, the Board members may limit its reply to referring to the information made available in said format.

If the information requested were not available at the General Meeting itself, it shall be provided in writing within seven (7) days after completion of the General Meeting. To

that end, the shareholder shall indicate the registered office or the address to which such information must be sent.

3. *The requested information or clarification shall be provided by the Chairman, or, should the Chairman so state, by the Chairman of the Audit and Corporate Governance Committee, the Secretary, any Board member, or, if deemed advisable, any attending employee or expert on the matter.*

Article 23. Voting on Resolutions

- 1 *Once the shareholders have completed their discussion rounds and provided the replies thereof pursuant to these Rules of Procedure, there shall be a vote on the proposed motions pertaining to issues included on the agenda or on those other issues that are not legally required to appear on the agenda, including, as appropriate, those presented by the shareholders in the course of the meeting.*
- 2 *The Secretary shall consider as reproduced, on the Company's website, those proposed motions for which texts appeared on the call, provided that these were made available to the shareholders at the beginning of the meeting. Applicable exceptions are those cases where, for all or some of the proposed motions, it is so requested by any shareholder or otherwise deemed expedient by the Chairman, in which instance it shall be read. Attendees must invariably be advised of the item on the agenda to which the proposed motion put up for voting refers.*

Notwithstanding the above, and if prevailing circumstances make such a move advisable, the Chairman may resolve that motions pertaining to several items on the agenda be voted on jointly. In this case, the result of the voting shall be deemed individually reproduced for each motion, insofar as none of those in attendance express their intention to vote differently in relation to certain items. Otherwise, the minutes shall record any voting changes expressed by those in attendance and the result of the voting pertaining to each motion as a result thereof.

In any case, although appearing on the same agenda item, the following must be voted on separately:

- a) *the appointment, ratification, re-election or removal of each Board member.*
 - b) *as regards the amendment of the Company's By-Laws, that which pertains to each article or group of articles with their own autonomy.*
 - c) *approval of the report on the remuneration policy for members of the Board of Directors.*
 - d) *those matters provided for in the Company's By-Laws.*
3. *Items shall be voted on in the order stipulated in the notice of meeting. Starting with the motions presented by the Board of Directors, there shall be a vote afterwards, if appropriate, on those motions presented by other proponents, following their priority in time. In all cases, once a motion has been approved, all other motions relating to*

the same matter and which are incompatible with the approved motion shall be automatically disregarded and, therefore, need not be voted on. In the event of motions that the General Meeting is able to vote on but which are not included on the agenda, the Chairman shall decide on the order in which they are to be voted on.

4. *Without prejudice to the use, in the Chairman's opinion, of other alternative systems, voting on proposed motions as referred to in the preceding item shall take place pursuant to the following procedure:*

a) *Voting on proposed motions relating to matters included on the agenda shall take place through a system of negative subtraction. To this end, votes in favour shall be considered those corresponding to all shares, present and by proxy, subtracting:*

- *The votes corresponding to shares whose holders voted against, or expressly abstained, through the remote means of communication referred to in the preceding article.*
- *The votes corresponding to shares whose holders or proxies express a vote against or an abstention, by communicating or expressing their vote or abstention to the Notary or, alternatively, to the Secretary (or to any assisting staff thereon), for the record.*
- *The votes corresponding to shares whose holders or proxies departed from the meeting prior to voting on the proposed motion in question and recorded their departure with the Notary or, alternatively, with the Secretary or any assisting staff thereon.*

b) *Voting on proposed motions relating to matters not included on the agenda shall take place through a system of positive subtraction. To this end, votes against shall be considered those corresponding to all shares, present and by proxy, subtracting (i) the votes corresponding to the shares whose holders or proxies express a vote in favour or an abstention, by communicating or expressing their vote or abstention to the Notary or, alternatively, to the Secretary (or to any assisting staff thereon), for the record; and (ii) the votes corresponding to shares whose holders or proxies departed from the meeting prior to voting on the proposed motion in question and recorded their departure with the Notary or, alternatively, with the Secretary or any assisting staff thereon.*

c) *Communications or expressions to the Notary (or, alternatively, to the Secretary or to any assisting staff thereon) as provided for in paragraphs a) and b) above, and relating to how votes are cast or how abstention takes place, may be presented individually with respect to each of the proposed motions or jointly for some or for all of them, expressing to the Notary (or, alternatively, to the Secretary or to any assisting staff thereon) the identity and status - shareholder or proxy - of who is presenting them, the number of shares they refer to and how votes are cast or, as appropriate, how abstention takes place. As these are votes received by any admissible remote means of communication, they shall be delivered to the Notary or, alternatively, to the Secretary or to*

any staff assisting thereon at the beginning of the General Meeting for the purposes of recording such act in the minutes.

- d) *For the adoption of motions relating to matters not included on the agenda, the shares of those shareholders who would have participated in the General Meeting through distance voting shall not be considered either present or by proxy, unless they would have delegated their representation to such agenda items pursuant to the general rules. For the adoption of some of the motions referred to in Article 526 of the Corporate Enterprise Act, those shares in respect of which the right to vote cannot be exercised due to enforcing provisions thereof shall not be considered either present or by proxy, unless provision has been made for the sub-delegation or alternate delegation in a person who can actually exercise the right to vote.*
5. *For every motion put up for voting at the General Meeting, there shall be a determination of at least the number of shares in respect of which valid votes were cast, the ratio of share capital represented by such votes, the total number of valid votes, the number of votes in favour of and against each motion and, as appropriate, the number of abstentions.*

CORRESPONDING TO THE EIGHTH AGENDA POINT:

Increase in share capital, charged to the Company's reserves, amounting to EUR15,218,558, issuing and circulating 15 218 558 shares, each with a face value of one euro (€1), with no premium, of the same class-series as those currently in circulation, with the possibility of incomplete subscription; thereby modifying the corresponding article of the Company's By-Laws. Request for admission to trading on official stock markets for the new shares to be issued. Delegation of powers in the Board of Directors, with express powers to delegate, to set the conditions of the capital increase in any matters not stipulated by this General Meeting and to carry out whatever actions are necessary for its implementation and to adopt the wording of Article 5 of the Company's By-Laws.

PROPOSED RESOLUTION:

1. ***Increase in share capital, charged to the Company's reserves.- To increase the Company's share capital, charged to reserves, amounting to EUR15,218,558 by issuing and circulating 15,218,558 new shares of the same class and series and with the same rights as those currently in circulation, each with a face value of one euro (€1), which shall be represented by book entries kept by Iberclear (Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.) and its participating entities as per the terms stipulated in the existing regulations at any given time. The new shares shall confer to its holders, as of the date of issue thereof, the same rights as the remaining shares of the Company.***

Pursuant to Article 311 of the Corporate Enterprise Act, provision has been made for the incomplete subscription of capital increase.

The new shares shall be issued at face value, that is, at a value of one euro (€1) per share, with no premium.

Capital increase is entirely charged to reserve accounts or sub-accounts (from among those contained in Article 303.1 of the Corporate Enterprise Act) as determined by the Board of Directors or by the body or person in which, by substitution, it delegates.

2. ***Balance sheet for the operation.***- *The balance sheet on which the operation is based corresponds to the year ending 31 December 2014, duly audited by the Company's auditor of accounts and approved by this Ordinary General Meeting under the First Agenda Point .*

Capital increase shall be entirely charged to the reserves contained in Article 303.1 of the Corporate Enterprise Act. In implementing the capital increase, the Board of Directors, with express powers to delegate, shall determine the reserve(s) to be used and the amount(s) thereof pursuant to the balance sheet on which the operation is based.

3. ***Subscription of new shares.***- *The new shares to be issued shall be freely allocated to Company shareholders at a rate of one (1) share to every thirty-three (33) free subscription rights. Each Company share shall confer one (1) free subscription right. The Company shall relinquish the number of free subscription rights held by the Company itself as may be necessary to balance out the free subscription ratio of the new shares.*

Free subscription rights shall be allocated to Company shareholders who are listed as such in the registries of Iberclear (Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.) at 11:59 p.m. on the date the announcement of the capital increase is published in the Companies' Registry Official Gazette.

Free subscription rights for the new shares shall be transferable. It shall be possible to trade the free subscription rights on the market for a period of time established by the Board of Directors, which shall be for a minimum of fifteen (15) calendar days following the date of publishing the announcement of the capital increase in the Companies' Registry Official Gazette. During this period, it shall be possible to acquire enough free subscription rights and in the proportion required to receive new shares.

4. ***Shares held in deposit.***- *At the end of the trading period for the free subscription rights, any new shares that are not allocated shall be held in deposit for investors who can prove that they are the legitimate owners of the pertinent free subscription rights. Three years from the deadline for the end of the trading period for free subscription rights, any shares still unallocated may be sold, pursuant to Article 117 of the Corporate Enterprise Act, at the interested parties' risk. The cash amount of said sale shall remain available to the interested parties as provided for by the applicable legislation.*
5. ***Listing of new shares.***- *To request the admission to trading the new shares on the Stock Markets of Madrid, Barcelona, Bilbao and Valencia, through the Stock Exchange Interconnection System ("Mercado Continuo"), as well as to carry out the formalities and actions that are necessary or expedient and submit whatever documents are required before the relevant bodies for the admission to trading the*

new shares issued upon the agreed capital increase, expressly putting on record the Company's compliance with whatever rules exist or may be enacted in connection with the stock market and, particularly, about trading, remaining on and being excluded from official trading.

It is expressly put on record, for any legal purposes, that in the event of any subsequent request for exclusion of the Company's shares from official trading, it shall be adopted with the formalities required by the implementing legislation and, in such case, the interest of the shareholders objecting to or not voting on the resolution shall be ensured, complying with the provisions of the Corporate Enterprise Act, the Securities Market Act and any other equivalent or related provisions.

6. ***Delegation in the Board of Directors.***- *It is agreed to delegate in the Board of Directors, pursuant to Article 297.1.a) of the Corporate Enterprise Act, with express powers to delegate, the ability to set the date on which the adopted resolution of share capital increase must take place, within a maximum term of one (1) year from its adoption, and, as necessary, to provide the relevant wording for Article 5 of the Company's By-Laws as to the new share capital amount and the number of shares into which it is divided.*

It is hereby resolved to delegate powers in the Board of Directors, in accordance with Article 297.1.a) of the Corporate Enterprise Act, with express powers to delegate in the Executive Committee in substitution of the Board, the ability to set the conditions of the capital increase in any matters not stipulated in the preceding paragraphs. Particularly, and including but not limited to the following, specific powers are delegated to:

- (i) Determine the specific reserve account or sub-accounts on which the application shall be made for the capital increase.*
- (ii) Relinquish the number of free subscription rights of the Company as may be necessary to balance out the free subscription ratio of the new shares.*
- (iii) Set the duration of the trading period for free subscription rights, which shall be for a minimum of fifteen (15) calendar days following the date of publishing the announcement of the capital increase in the Companies' Registry Official Gazette.*
- (iv) Declare the trading period for free subscription rights closed and declare the capital increase implemented and closed once such trading period has been completed.*
- (v) Proceed to the formal accounting distribution of the account(s) on which the capital increase shall be made, in the corresponding quantity thereof, thus disbursing it with said distribution.*
- (vi) Modify the Company's By-Laws to display the new share capital amount and the number of shares resulting from the capital increase.*
- (vii) Draft, sign and submit as many documents as deemed necessary or expedient to authorise, verify and carry out the bond issue and admission to trading of*

the new shares before the Spanish National Securities Market Commission (CNMV), the Stock Exchange Governing Bodies, the Stock Market Company, Iberclear, the Directorate-General of the Treasury and Financial Policy, the Directorate-General for Trade and Investments and any other public or private body or entity or public registry, whether Spanish or foreign, or any other competent authority, being responsible for the content of such documentation, as well as for drafting, signing and submitting as many additional documents as required and as many supplements as necessary, requesting verification and registration thereof.

- (viii) *Draft and publish as many announcements as deemed necessary or expedient.*
- (ix) *Draft, sign, record as public deed and, if applicable, certify any type of document relating to the bond issue; and*
- (x) *Carry out all necessary procedures so that the new shares relating to the capital increase are registered in the accounts of Iberclear and admitted to trading on the corresponding stock markets.*
- (xi) *Perform all tasks that may be required or advisable to execute and complete the capital increase vis-à-vis any public or private bodies or organizations, whether Spanish or foreign, and particularly with the Companies' Registry, including duties to declare, provide complementary information or correct defects or omissions that may impair or impede the full effectiveness of the aforementioned agreements and its registration in the Companies' Registry.*

The Board of Directors is expressly authorised to delegate, in turn, pursuant to Article 249.2 of the Corporate Enterprise Act, the powers referred to in this resolution.

CORRESPONDING TO THE NINTH AGENDA POINT:

Adoption of a long-term incentive plan for executive directors, senior executives and other managerial staff by delivering shares of Sacyr, S.A.

PROPOSED RESOLUTION:

To approve, pursuant to Article 219 of the Corporate Enterprise Act, as well as to Article 48.4 of the Company's By-Laws, the implementation of a share-based variable remuneration system in Company shares (the “**Plan**”), for Company directors discharging executive duties, as well as for members of their management team or their subsidiaries (jointly, executive directors and senior executives as the “**Management Team**”), as per the following terms and conditions:

1. Description

The Plan is outlined as a long-term incentive aimed at aligning the remuneration policy with the Company's strategy, as well as with shareholders' interests and the recommendations of Good Corporate Governance.

This Plan intends to provide the members of the Management Team with the possibility of receiving a given number of Company shares as variable remuneration and based on compliance with the objectives set out in the Plan.

2. Beneficiaries

The beneficiaries of the Plan shall be the members of the Management Team designated by the Board of Directors, meeting the required criteria to that end at any given moment.

3. Duration

The duration of the Plan shall be three (3) years. Such three-year term shall be the assessment period (*vesting*) for performance thereof as regards the standards attributed to the Plan, with an additional period, from completion of the assessment period, of one (1) year as maximum term for the settlement of the Plan (on the dates and in the time frames finally determined by the Board of Directors thereto), without prejudice to the cases of early settlement that may take place under this resolution.

4. Maximum number of shares

The maximum number of shares to deliver to the entire group of beneficiaries of the Plan shall be four million seventeen thousand seven hundred (4,017,700) shares (the “**Maximum Number of Shares**”) equivalent to 0.8% of the Company's current share capital (€02,212,433), being possible to afford the entire group of executive directors, within said number of shares, a maximum of fifty per cent (50%) of this amount, that is, a maximum of two million eight thousand eight hundred and fifty (2,008,850) shares.

5. Equity valuation taken as reference for the Plan

The initial equity valuation to be taken as reference for the Plan shall be its average trading value during the first twenty (20) market sessions of the Madrid Stock Exchange of the assessment period.

The final equity valuation to be taken as reference for the Plan shall be the average trading value of shares during the last twenty (20) market sessions of the Madrid Stock Exchange of the assessment period.

6. Requirements and conditions for the delivery of shares

The incentive to be provided to the beneficiaries by delivering a specific number of Company shares shall be subject, inter alia, to maintaining on the date of settlement the working or trading relationship that the beneficiary had with the Company and shall be determined upon compliance, inter alia, with the following objectives:

- (i) Increase in Company share value throughout the duration of the Plan.
- (ii) Compliance with the objectives that are part of the current strategic Plan.

7. Coverage

The shares to be delivered, upon compliance with the legal requirements thereof, may be (a) Company shares as treasury stock that the Company may have purchased; (b) shares purchased on the market; (c) new shares; or (d) third-party property with agreements signed to ensure compliance with the commitments thereof.

8. Delegation of powers

It is hereby resolved to delegate in the Board of Directors, in the broadest terms and with express powers to delegate in the Chairman of the Board of Directors and/or the Executive Committee, the necessary powers to implement, develop and formalise the Plan, within a maximum term of six (6) months (from its approval by the General Meeting), being able to adopt as many agreements and sign as many documents, public or private, as deemed necessary or expedient for its full effect, even with the power to amend, rectify, modify or add to this agreement. In particular, and merely for illustration purposes, the Board of Directors is delegated, with express powers to delegate, to exercise the following capabilities:

- (i) To designate for the beneficiaries of the Plan, at the beginning thereof or subsequently, the amounts allocated to each of them and revoke, as appropriate, any prior designations and allocations, if need be.
- (ii) To set and develop the terms and conditions of the Plan in any matters not stipulated in this agreement, including limiting, specifying and expanding, as appropriate, the requirements and conditions for the delivery of shares, adopting as many agreements and signing as many documents, public or private, as deemed necessary or expedient for its full effect.
- (iii) To specify the cases of early settlement for the Plan and declare compliance with the conditions thereof as relating to said early settlement.
- (iv) To draft, sign and submit all communications and complementary documentation as required or deemed to be expedient before any public or private entity in order to implement, execute and settle the Plan.
- (v) To carry out any actions, declarations or other steps with any public or private body, entity or registry, domestic or foreign, to obtain authorisation for, verify and execute the Plan.
- (vi) To negotiate, agree and sign counterparty and settlement agreements with the financial entities they freely designate, as per the terms and conditions they deem expedient.
- (vii) To designate, as appropriate, the banking entity or entities that must provide its services to the Company for the formalisation and management of the Plan.
- (viii) To assess the degree of performance in relation to the standards set out for the Plan.
- (ix) To effect the settlement of the Plan, to which end it may rely, as appropriate, on the advice of an independent expert empowered to set the payment in cash of the value of shares to be delivered, pursuant to this agreement, as (total or partial)

settlement procedure for the Plan and to set limits on the availability of shares by beneficiaries.

- (x) To draft and publish as many announcements as deemed necessary or expedient.
- (xi) To draft, sign, record as public deed and, if applicable, certify any type of document relating to the Plan, including, as appropriate, those corresponding to commercial or employment contracts with the beneficiaries thereof.
- (xii) To adapt the content of the Plan to such circumstances or operations of the Company as may arise during its validity period, so it shall remain in the same terms and conditions thereof.
- (xiii) And, in general, to perform any acts and sign any documents necessary or expedient to ensure the validity, efficacy, implementation, development, execution and success of the Plan and the adopted agreements.

CORRESPONDING TO THE TENTH AGENDA POINT:

Authorisation and delegation of powers to the Board of Directors to interpret, amend, add to, execute and carry out the agreements adopted at the General Meeting, to replace the powers granted by the General Meeting and to concede powers to incorporate and register these agreements in a notarised instrument.

PROPOSED RESOLUTION:

"Without prejudice to any delegation of powers included in previous agreements, it is hereby resolved to empower the Board of Directors of the Company, which may, in turn, delegate interchangeably in the Chairman, in the Secretary and in the Vice-Secretary of the Board of Directors, in as broad a manner as may be legally necessary, to complete, execute and develop all adopted agreements, making technical amendments thereof, as appropriate, as well as for the correction of omissions or errors, and the interpretation thereof, jointly and severally empowering said persons to record as public deeds any documents containing the adopted agreements, with as broad powers as deemed expedient to carry out all necessary actions, furnishing whatever documents were required for the registration, albeit partial, of the adopted agreements in the Companies' Registry and, particularly, to:

- (a) *Amend, clarify, specify or complete the agreements adopted by the General Meeting or those that may arise from as many deeds or documents as recorded thereof and, particularly, all the omissions, defects or substantive or formal errors that may prevent access by these agreements and by its outcome to the Companies' Registry, the Property Registry, the Industrial Property Registry and any others.*
- (b) *To carry out as many official documents or legal transactions as deemed necessary or expedient for the implementation of the agreements adopted by this General Meeting, recording as many public or private deeds as deemed necessary or expedient for the broadest efficacy of these agreements, including carrying out as many proceedings as deemed necessary or expedient before any public or private bodies.*

- (c) *To delegate in one or several of its members all or part of the powers it deems appropriate from among those corresponding to the Board of Directors and from as many as have been expressly attributed to it by this General Shareholders' Meeting, either jointly or severally.*
- (d) *To determine, ultimately, all other circumstances that were required, adopting and executing any necessary agreements, notarising any required documents and completing any expedient formalities, effectively complying with as many requirements as necessary according to the law for the full implementation of the agreements of the General Meeting.”*

CORRESPONDING TO THE ELEVENTH AGENDA POINT:

Advisory vote on the Annual Report on Remuneration Policy of the Board of Directors

PROPOSED RESOLUTION:

"To approve, on an advisory basis, the Annual Report on Remuneration Policy of the Board of Directors.”