

*The text in English is not a certified translation of the Spanish version and it is only provided for easy reference. In case of discrepancy between the English and the Spanish versions the latter shall prevail*

**MOTIONS TO BE PUT BEFORE THE GENERAL SHAREHOLDERS' MEETING OF SACYR, S.A. CONVENED FOR 6 AND 7 JUNE 2018, ON FIRST AND SECOND CALLS, RESPECTIVELY, AND INCLUDED IN THE SUPPLEMENT TO THE NOTICE OF MEETING**

**CORRESPONDING TO AGENDA ITEM SIX:**

**Amendment of the Articles of Association.**

- 6.8 Amendment of the Articles of Association. Amendment of article 43.3 to adapt said provisions to the requirements laid out in the Supreme Court Ruling of 26 February 2018.**

**PROPOSED RESOLUTION:**

Proposal for approval of the new wording of article 43.3 of the Articles of Association. The proposed wording reads as follows: *“The overall amount to be received by directors (executive and non-executive) as remuneration for all items shall be submitted to the General Meeting for approval of the maximum annual compensation applicable to the directors a whole.”*

- 6.9 Amendment of the Articles of Association. New Article 43.7 to govern the remuneration of SACYR, S.A. directors and parties related thereto in the case of directors serving as shareholder-appointed directors of affiliated companies.**

**PROPOSED RESOLUTION:**

Proposal for approval of the new wording of article 43.7 of the Articles of Association. The proposed wording reads as follows: *“The remuneration applicable to shareholder-appointed directors serving on the Boards of affiliated companies of the Company and who are also directors or officers of the latter, or parties related thereto, shall be paid out to the Company. However, on a case-by-case basis, and in light of the circumstances, the Company's General Meeting may authorize payout of such remuneration directly to the persons holding such positions. In the latter case, such remuneration as received by the Company's directors or parties related thereto shall be annually reported in a transparent manner in the Annual Report on Director Remuneration.”*

- 6.10 Amendment of the Articles of Association. New Article 43.8 to bring the contracts signed with the executive directors into compliance with the requirements laid out in Clause 3.4 of the Commission Recommendation of 30 April 2009 (OJ L 120, 15.5.2009).**

PROPOSED RESOLUTION:

Proposal for approval of the new wording of article 43.8 of the Articles of Association. The proposed wording reads as follows: *“The contracts governing the provision of services by executive directors shall include clauses requiring payback of any variable compensation components that were paid out according to information that is subsequently and clearly proven to be inaccurate.”*

- 6.11 Amendment of the Articles of Association. New Article 54.3 to separate the duties of the Chairman and the CEO when the latter reaches the age of 65.**

PROPOSED RESOLUTION:

Proposal for approval of the new wording of article 54.3 of the Articles of Association. The proposed wording reads as follows: *“If the office of Chairman is held by an executive director who reaches an age of 65 or older, both positions shall be immediately separated and attributed to two separate individuals. Further, in such circumstances, the Board of Directors shall be required to prepare and approve a Succession Plan within 6 months.”*

- 6.12 Amendment of the Articles of Association. New Article 56.5 to lend transparency to the existing obligations and commitments between directors (and parties related thereto).**

PROPOSED RESOLUTION:

Proposal for approval of the new wording of article 56.5 of the Articles of Association. The proposed wording reads as follows: *“The directors shall be required to notify the Board of Directors of any agreements of any kind existing between two or more directors or between any parties related thereto, as well as of any guarantee of any kind granted by a director or its related parties as security for payment or compliance with loans or other obligations assumed by any other director or parties related thereto. This information shall be transparent and shall be included in the Annual Report on Director Remuneration.”*

Proposal for approval of the new wording of article 56.5 of the Articles of Association

**6.13 Amendment of the Articles of Association. New Article 56.6 to lend transparency to the financial and social conditions of the legal persons serving as directors of SACYR, S.A. and of the parties related thereto.**

**PROPOSED RESOLUTION:**

Proposal for approval of the new wording of article 56.6 of the Articles of Association. The proposed wording reads as follows: *“Corporate directors and legal persons who are shareholders of the Company and who are considered to be parties related to a director shall be required to promptly file all required annual financial statements. For this purpose, a copy of the annual financial statements of any such legal persons together with proof of deposit with the Companies Register shall be submitted to the Chairman of the Audit and Corporate Governance Committee within six months from the close of each fiscal year. If the director fails to fulfill with this duty, the Chairman of the Audit and Corporate Governance Committee shall notify the Board of Directors, who shall adopt the appropriate measures and report on such circumstance in the next Corporate Governance Report.”*