SHAREHOLDERS REMUNERATION

In 2016, Ferrovial paid a total of EUR544mn to its shareholders (EUR317mn via share buy-back and EUR226mn via scrip dividends), which is more than the amount paid in 2015 (EUR532mn).

	Ferrovial shareholder remuneration	Share buy-back	Ferrovial Flexible Dividend
2016	**544**	317	226
2015	**532**	265	267
2014	**510**	235	275

DIVIDEND

The Company held its AGM on 4 May 2016. The AGM approved, for the third consecutive year, two share capital increases by means of the issuance of new ordinary shares, with no issue premium, of the same class and series as those currently in circulation, charged to reserves.

These increases form part of the shareholder remuneration system, known as the "**Ferrovial Flexible Dividend**", which the company introduced in 2014, and that replace what would have been the traditional complementary dividend payment for 2015 and the 2016 interim dividend.

This programme offers all the company's shareholders the option, at their choice, of receiving free new shares in the company, or alternatively receive a cash payment by means of selling the free rights that they receive against the shares they already own to the Company (or selling them in the market).

Scrip Dividend Details	Jun-16	Nov-16
Guaranteed set price to purchase rights	0.311	0.408
Rights per share	58	45
% shareholders chose shares as dividend	58.896%	56.04%
% shareholders chose cash as dividend	41.104%	43.96%
Number of new shares issued	7,435,172	9,210,953
Number of rights purchased	300,971,002	325,153,323

SHARE BUY-BACK AND CANCELLATION

The buy-back programme ended, as agreed at the AGM, on 18 November 2016, after the company had acquired 15,547,735 of its own shares (which therefore did not exceed the planned maximum limit of EUR275mn or 19 million shares).

The share capital was subsequently reduced by EUR3,261,745 by means of the cancellation of 16,308,725 treasury shares held in the Company's own portfolio, including 760,990 treasury shares held prior to the Board of Directors' proposal, approved at the General Shareholders Meeting, to reduce the company's capital.

The share capital comprises 732,548,474 ordinary shares of one single class, each with a par value of twenty euro cents (EUR0.20), (the share capital as of 31 December 2016 was EUR146,509,694.80).

SHAREHOLDER STRUCTURE

In August 2015, Portman Baela, S.L. and Karlovy, S.L., transferred all the capital that they held in Ferrovial to their associates. After the aforementioned transaction, the effects of the earlier shareholder agreement for Ferrovial, S.A. between these shareholders no longer applies.

Recent changes in the interest of Siemprelara S.L.U. (company controlled by Leopoldo del Pino y Calvo-Sotelo):

- On 13 January 2016, UBS Limited proceeded with the placement of a package of 30,387,965 shares in the company Ferrovial, S.A., representing approximately 4.15% of the company's share capital, by order of Siemprelara S.L.U., at a price of EUR19.07 per share. These were placed with qualified investors. Additionally, on 21 January 2016, Leopoldo del Pino y Calvo-Sotelo announced his resignation from the Board of Directors.
- On 14 July 2016, Siemprelara S.L.U. informed the CNMV (Spanish securities market regulator) that it had increased its stake in Ferrovial S.A. to 5.003%.

Following the aforementioned transactions, and as published at the CNMV, **the significant shareholdings in Ferrovial S.A.** are now as follows:

- **Rijn Capital BV,** (a company controlled by Rafael del Pino y Calvo-Sotelo): 20.3%
- **Menosmares, S.L.U.,** (a company controlled by María del Pino y Calvo-Sotelo): 8.2%
- **Siemprelara S.L.U.,** (a company controlled by Leopoldo del Pino y Calvo-Sotelo): 5. 0%
- **Soziancor, S.L.U.,** (company controlled by Joaquin del Pino y Calvo-Sotelo): 2.5%.

Following the close of the financial year, on 9 February 2017, Blackrock notified the CNMV that it had increased its stake in Ferrovial S.A to 3.2%.

In addition to this, on 19 January 2017, Fidelity International Limited informed the CNMV that it held a stake of 1.007% in Ferrovial.