

## APPENDIX 1

### ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED CORPORATIONS

#### ISSUER'S PARTICULARS

<b>YEAR-END DATE IN QUESTION</b>	12/31/2017
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<b>Tax ID No. (CIF)</b>	A-28004885
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<b>COMPANY NAME</b>
ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.

<b>REGISTERED OFFICE</b>
AVENIDA PIO XII, 102, MADRID

"Translation of original document issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails"

## SPECIMEN ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED CORPORATIONS

### A REMUNERATION POLICY OF THE COMPANY FOR THE CURRENT YEAR

A.1 Explain the Company's remuneration policy. This heading includes information on:

General principles and fundamentals of the remuneration policy.

The most significant changes made to the remunerations policy with respect to that applied in the preceding year, as well as the changes made in the year in the conditions for the exercise of options already granted.

Criteria used and breakdown of the groups of comparable companies whose remuneration policies were examined to establish the Company's remuneration policy.

Relative importance of the variable remuneration items with respect to the fixed items and criteria followed to determine different components of the directors' remuneration package (remuneration mix).

#### Explain the remuneration policy

The remuneration system of ACS, Actividades de Construcción y Servicios, S.A. (hereinafter ACS or the ACS Group) for the 2018 financial year and following is based on the following principles:

Creating long-term value for shareholders.  
Attracting and retaining talent.  
An understanding of professional accountability and career paths.  
Internal equity and external competitiveness, through the establishment of comparable compensation schemes with the market  
Equilibrium among the different remuneration items

According to Article 37 of the Company By-laws:

"The remuneration system offered to Directors for their performance of the said role comprises a single fixed amount.

The amount awarded to each Director is decided by the Board of Directors and takes into account the functions and responsibilities of the individual in question, whether or not they belong to any Committees of the Board of Directors and other objective circumstances deemed relevant.

The maximum amount that may be paid to all Directors for their performance of the said role must be approved as part of the remunerations policy by a General Meeting and shall remain in effect unless an amendment is approved.

The remuneration awarded to Directors who perform an executive role, which includes compensation for early retirement and any other amounts to be paid by the Company in respect of insurance premiums and contributions to savings schemes, must comply with the remunerations policy approved by the General Meeting and must be included in detail in the agreement that each executive Director must execute with the Company. This agreement must be approved in advance by the Board of Directors, two thirds of which must vote in favor of the content thereof.

It is expressly permitted that the remuneration of all or some of the members of the Board of Directors may be through the assignment of shares in the Company or options on the same, or be referenced to the value of the said shares. Any such action must be approved by the General Meeting, which shall determine the maximum number of shares that may be assigned each year, the price or system used to calculate the price at which share options may be exercised, the value of the shares, where applicable, used as a benchmark and the period of time the plan will remain in effect. The General Meeting may appoint the Board of Directors to determine any other aspects of this type of remuneration."

With regard to the Executive Directors and other managers, both the Company and the main companies forming the ACS Group shall consider remuneration to be an element to attract and retain the best professionals and to make them feel part of the ACS Group. Accordingly, the first element to take into account shall be the comparison with other leading Spanish business groups. The second element to be taken into account is a rational distribution between annual and pluri-annual fixed and variable remuneration.

Variable remuneration:

The remuneration policy only assigns variable elements to executive directors. Annual variable remuneration is associated with individual performance and obtaining specific, predetermined, objectives, both financial and non-financial, that can be objectively quantified and that are in-line with Group strategy.

In 2018, the remuneration policy changed significantly compared to that which was in force during the previous year to make it more in-line with current international Corporate Governance standards. As such, the total remuneration is established taking into account this policy such that the amount of the variable remuneration will be set depending on the achievement of certain financial (quantitative) and non-financial (qualitative) objectives.

The Remuneration Committee, assess how well the quantitative and qualitative objectives set by the Board of Directors have been met based on the following objectives and weightings:

- 20% Non-financial objectives: To improve the key non-financial performance indicators related to Corporate Social Responsibility and to increase the adherence to Corporate Governance recommendations. The non-financial metric has a maximum degree of achievement and payout ratio of 100%.

- 80% Financial objectives:

- 1/3 free Cash Flow (CF) adjusted against the Budget
- 1/3 Earnings after taxes (EAT) against the Budget
- 1/3 Increase in EAT compared to the previous year

Each financial metric has a related scale of achievement with a minimum, a target and a maximum:

The minimum has an objective achievement threshold below which no incentive is paid.

The target level involves fully complying with the budget.

The maximum is the level above which a greater incentive is paid, and which is fixed at 120% of the budget

In the event that there is an intermediate level, the incentive will be calculated by linear interpolation

The pluri-annual variable remuneration shall be organized through share option plans that will be distributed among the top executives of the Company and the Group. Currently, the option plans approved by the General Meeting of Shareholders have delayed their entry into force pending the final resolution of the current Public Share Offering of Hochtief over Abertis.

In the coming years, the options plans will have the following characteristics:

The strike price will not be less than the market price at the beginning of the Plan

Minimum duration of five years with two distinct periods: A period for measuring the pluri-annual objectives of at least three years and a subsequent exercise period of at least two years.

"Clawback" clauses:

In order to reduce risks and align the variable remuneration policy with the objectives of the company and its shareholders, "clawback" clauses are created.

As such, from 2018, the annual variable remuneration and long-term incentive plan will be subject to clauses that provide for the recovery of incentives paid or deducted (called "clawbacks") with a period of two years, under the conditions determined by the Remuneration Committee.

Indemnity payments:

The directors, both executive and non-executive, will not be entitled to indemnity payments in the event of termination of their functions as directors, with the exception of the provisions of section A.7 for the CEO Marcelino Fernández Verdes.

**A.2 Information on the preparatory work and the decision-making process to be followed to determine the remuneration policy and the role performed, where appropriate, by the Remuneration Committee and other control bodies in the configuration of the remuneration policy. This information will include, where appropriate, the term of office granted to the Remuneration Committee, its breakdown and the identity of the external advisers whose services were used to define the remuneration policy. Likewise, the type of the directors which, where appropriate, have intervened in the definition of the remuneration policy will be identified.**

**Explain the process to determine the remuneration policy**

Following the Good Corporate Governance recommendations, the Appointments and Remuneration Committee in place at 31 December 2016 has been split in two: an Appointments Committee and another Remuneration Committee after being approved by the General Meeting of Shareholders held last 4 May 2017.

For greater efficiency in the exercise of its duties and in accordance with the Good Corporate Governance recommendations, the Board of Directors has created an Appointments Committee and a Remuneration Committee, whose functions are regulated by current legislation and the Company By-laws.

The Remuneration Committee is currently composed of one Chairman and six members. The Chairman, pursuant to the Regulations, is an independent director. The members comprise two independent directors, one external director (who must have exceeded the 12 year legal requirement to be considered as independent) and three significant-shareholder-appointed directors representing the majority shareholders.

The Remuneration Committee is responsible for reporting to the Board of Directors with respect to:

The remuneration of the Chairman of the Board of Directors and other senior executives of the Company.

The distribution among the members of the Board of Directors of the overall remuneration agreed upon by the shareholders at the General Meeting and, if applicable, the establishment of supplementary remuneration and other payments corresponding to executive Directors in relation to their functions.

Directors' Remuneration.

Long-term plans that may be established in accordance with share value, such as stock option plans.

The Committee shall meet, when convened by the Chairman, at least twice a year.

In the preparatory work and the decision-making process followed to determine the remuneration policy, the Remuneration Committee and the Board have taken into account the standard practices on the market and at comparable entities, considering the size, characteristics and activity of the Company.

In determining the new remuneration policy for 2018 and subsequent years, Willis Towers Watson acted as consultants, providing an assessment of the remuneration policy of the Executive Directors.

**A.3 Indicate the amount and the type of the fixed components, with a breakdown, where appropriate, of the remuneration for the performance of functions of the senior management of the executive directors, of the additional remuneration as chairman or member of any board committee, of the allowances for participation on the board and its committees or other fixed remuneration as director, as well as an estimate of the annual fixed remuneration arising. Identify other benefits which are not paid in cash and the fundamental parameters for which they are granted.**

<b>Explain the fixed components of the remuneration</b>
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The Board of Directors, endeavoring to objectify as far as possible, established the annual remuneration amount of the Directors based on the posts occupied on the Board, on its membership on the different Board committees thereof and depending on their functions within each committee, which, each year, are submitted to the approval of the Company's General Shareholders' Meeting. Accordingly, at its meeting on 23 March 2017, the Board of Directors approved the following remuneration table, and the annual bylaw-stipulated directors' emoluments currently in force:

Chairman €390,000  
Vice-Chairman of the Board or of the Executive Board €365,000  
Member € €90,000  
Member of the Executive Board €60,000  
Director of a Committee €40,000  
Member of a Committee €30,000

The amounts established for the Chairman, Vice Presidents of the Board and Vice Chairman of the Executive Committee shall include any that may correspond to them due to their membership of other Committees and Committees other than the Executive Committee; in other cases they will be cumulative.

The directors do not receive attendance fees. For this reason, in this report they are included under fixed remuneration.

In addition, the Executive Directors receive fixed salary remuneration for the performance of their senior management duties. The fixed salary remuneration is determined with the content of the executive duties associated with the position and with the market information of comparable companies in mind. In 2017, the fixed remuneration in respect of wages paid to the Executive Directors of all ACS Group companies for the performance of their senior management duties amounted to EUR 5,998 thousand.

**A.4 Explain the amount, nature and main characteristics of the variable components of the remuneration systems.**

In particular:

Identify each one of the remuneration plans of which the directors are beneficiaries, their

scope, their approval date, implementation date, period in force and their main characteristics. In the case of share options and other financial instruments, the general characteristics of the plan will include information on the conditions to exercise such options or financial instruments for each plan.

Indicate any remuneration for participation in profits or premiums, and the reason for which it is granted.

Explain the fundamental parameters and fundamentals of any annual premium system (bonus).

The types of directors (executive directors, significant-shareholder appointed non-executive directors, independent non-executive directors or other non-executive directors) who are beneficiaries of remuneration systems or plans which include variable remuneration.

The fundamentals of these variable remuneration systems or plans, the performance assessment criteria chosen, and the assessment methods and components to determine whether such assessment criteria have been met or otherwise, and an estimate of the absolute amount of the variable remuneration arising from the remuneration plan in force, based on the degree of compliance with the assumptions or objectives taken as reference.

Where appropriate, information will be provided on the payment deferral or deferral periods stipulated and/or the withholding periods for shares or other financial instruments, if any.

<b>Explain the variable components of the remuneration systems</b>
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The Executive Directors are the beneficiaries of remuneration systems or plans incorporating variable remuneration.

The percentage of variable remuneration is based on compliance with the ACS Group's strategic objectives, in line with standard market practices for posts of similar responsibility, and is divided into an annual and a pluri-annual component.

Annual variable remuneration:

The final calculation of the variable remuneration is based on the assessment made by the Remuneration Committee of the attainment of the annual targets set for the different operating indicators determined at the beginning of the year.

In 2018, the remuneration policy changed significantly compared to that which was in force during the previous year to make it more in-line with current international Corporate Governance standards. As such, the total remuneration is established taking into account this policy such that the amount of the variable remuneration will be set depending on the achievement of certain financial (quantitative) and non-financial (qualitative) objectives.

The Remuneration Committee, assess how well the quantitative and qualitative objectives set by the Board of Directors have been met based on the following objectives and weightings:

1) 20% Non-financial objectives: To improve the key non-financial performance indicators related to Corporate Social Responsibility and to increase the adherence to Corporate Governance recommendations. The non-financial metric has a maximum degree of achievement and payout ratio of 100%.

2) 80% Financial objectives:

i) 1/3 free Cash Flow (CF) adjusted against the Budget

ii) 1/3 Earnings after taxes (EAT) against the Budget iii) 1/3 Increase in EAT compared to the previous year

Each financial metric has a related scale of achievement with a minimum, a target and a maximum:

a. The minimum has an objective achievement threshold below which no incentive is paid and that is established at 75% of the budget

b. The target level involves fully complying with the budget

c. The maximum is the level above which a greater incentive is paid and that is established at 120% of the budget

d. In the event that there is an intermediate level, the incentive will be calculated by linear interpolation

The annual variable remuneration for 2017 is limited to 150% of the fixed remuneration and the bylaw-stipulated directors' emoluments.

The annual variable remuneration for 2018 and successive ones is limited by 200%, but only of the fixed remunerations, even if these scales allow greater incentives to be reached. The fixed remuneration in this case refers to the fixed salary, not including

the bylaw-stipulated directors' emoluments defined in section A.2

Pluri-annual variable remuneration:

The pluri-annual variable remuneration shall be organized through share option plans distributed among the top executives of the Company and the Group. The plan that expired during this year (the details of which are outlined in section C1) was awarded in 2014 before the changes approved by the current Code of Good Governance, so it does not include the recommendations on the matter. However, as described in section A1, these recommendations are likely to be included in future plans the Group intends to create as a mechanism of pluri-annual variable remuneration aligned with the creation of long-term value for the shareholder.

Currently, the option plans approved by the General Meeting of Shareholders have delayed their entry into force pending the final resolution of the current Public Share Offering of Hochtief over Abertis.

In the coming years, the options plans will have the following characteristics:

- The strike price will not be less than the market price at the beginning of the Plan
- Minimum duration of five years with two distinct periods: A period for measuring the pluri-annual objectives of at least three years and a subsequent exercise period of at least two years

**A.5 Explain the main characteristics of the long-term savings systems, including retirement and any other survival benefits, financed partially or in full by the Company, be they provided internally or externally, with an estimate of their amount or annual equivalent cost, indicating the type of plan, whether it is a defined benefit or contribution, the conditions of the consolidation of economic rights to directors and their compatibility with any type of indemnity for the early termination of the contractual relationship between the Company and the director.**

Also indicate the contributions to directors as part of defined contribution pension plans; or the increase in consolidated rights of the director, with regard to defined benefit plan contributions.

#### **Explain the long-term savings systems**

Explain two types of long-term savings systems affecting the Company's directors:

- The Executive Directors that benefit from defined contribution plans are Florentino Pérez Rodríguez and Jose Luis del Valle Pérez
- The Executive Director Antonio García Ferrer, from Grupo Dragados, S.A., is the beneficiary of the Social Security supplementary pensions plan.

Two first two Executive Directors mentioned in the previous paragraph (Florentino Pérez Rodríguez and Jose Luis del Valle Pérez) are beneficiaries of long-term savings systems that are formalized through collective savings insurance contracts in relation to capital contributions since 2004. With this in mind, because they form part of the annual remuneration of executive directors, they are consolidated as the amounts are made to the insurance company to which the pension plan is outsourced. Once the age of retirement is reached (65 in these specific cases), the annual amounts to be paid remain constant in the future. In both cases, once a director retires, the entire funds contributed up to that moment are charged at one time; there is no non-competition agreement because there is no other remuneration that financially compensates the non-competition (there is no remuneration other than the pension in the event of retirement) and finally, in the event of death, they are entitled to the funds that have been generated by their heirs.

Florentino Pérez Rodríguez from 70 years old and Jose Luis del Valle Pérez from 65 years old (both have already turned these ages) are obligated to retire if so required by the Company, such that if they did not do so, the Company would stop contributing to the fund and would reduce the fund at a rate of 25% each year.

The sole difference between both plans was the need to have a fund of EUR 25 million at the age of 65 for the Executive Director Florentino Perez Rodriguez.

The amounts contributed to the fund by the Company since 2004, as a savings premium (in euros), are EUR 31,492 thousand for Florentino Perez Rodriguez and EUR 7,897 thousand for Jose Luis del Valle Pérez.

The annual contribution of the Company for 2017 for the two aforementioned Executive Directors was previously EUR 2,019 thousand. Section E explains the differences with the figures contained in the Financial Statements.

The difference between the total amounts contributed and the amount of the accumulated funds indicated in the report as at 31 December 2017 corresponds to the financial performance generated by the fund itself over the different years.

In the case of Antonio Garcia Ferrer, from Grupo Dragados, S.A, taken over by the Company in 2003, given that he met specific conditions, he is entitled to an extra monthly payment on top of the mandatory contributions under the General Social Security Plan relating to retirement and disability. In accordance with the provisions in the financial statements, these defined benefit

pension obligations are funded by group life insurance policies, in which investments have been assigned whose flows coincide in time and amounts with the payment schedule of the insured benefits. The actuarial assumptions used in 2017 valuations detailed above, are as follows:

- Annual rate of increase of maximum social security pension deficit of 2.00%
- Annual wage increase of 2.35%
- Annual CPI growth rate of 2.00%
- Mortality table (\*) PERM/F-2000 P

(\*) Guaranteed hypothesis, which will have no variation

The interest rates applied since the pension obligations were externalized ranged from a maximum of 5.93% to a minimum 1.09% (the latter is the one applied in 2017).

As director Antonio Garcia Ferrer is over 65 years old and has not retired, he has not started to receive this contribution. However, after turning 65, the deadline for contributing, the insurance company will return the amounts provided as an annual mathematical provision as explained in section E of the Remuneration Report. The pension that supplements the current Social Security pension as at December 31, 2017 would amount to 363,314.89 € / year.

In the case of Marcelino Fernández Verdes, CEO of ACS since 4 May 2017, as a member of the Executive Board of Hochtief A.G. he is entitled to a pension commitment from said company in the form of an individual contract that has a minimum retirement age of 65. The amount of the pension is determined as a percentage of the fixed remuneration. This percentage then increases with the number of years in the position. The maximum amount that the member of the Executive Board can receive is 65% of their final fixed remuneration. The surviving dependents receive 60% of the pension. The pension costs incurred by Hochtief in 2017 amounted to EUR 1,916 thousand, with accumulated funds of 8,558 thousand euros. In addition to the costs incurred by Hochtief there is a provision of 821 thousand euros as a pension earned in Spain. To accumulated Hochtief funds are added the contributions formalized up to 2013 through collective savings insurance contracts in relation to benefits in the form of capital in Dragados S.A. and amounting to 5,484 thousand euros. For more detailed information on this item, please see the 2017 Hochtief Annual Report at <http://www.hochtief.com/>.

## A.6 Indicate any indemnity payments agreed upon or paid in the event of termination of directors' duties.

### Explain the indemnity payments

The directors, both executive and non-executive, will not be entitled to indemnity payments in the event of termination of their functions as directors, with the exception of the provisions of section A.7 for the CEO Marcelino Fernández Verdes.

## A.7 Indicate the conditions which must be met under the contracts of those who perform senior management functions as executive directors. Information will be provided, inter alia, on the duration, indemnity payment limits, permanence clauses, advance notice periods, and payment as a substitution of this advance notice period, and any other clauses relating to recruitment premiums, and indemnity payments or lock-in clauses for the (early) termination of the contractual relationship between the Company and the Executive Director. Include, among others, the non-competition, exclusivity, permanence or loyalty-building and post-contractual non-competition clauses or agreements.

### Explain the conditions of the contracts of the Executive Directors

The contracts between the Company and the Executive Chairman and the Secretary to the Board are of an indefinite nature and, include the obligation to provide services exclusively to the Company on a full-time basis and, accordingly, the Executive Directors may not provide services, for their own account or for the account of others, directly or indirectly to third parties outside the ACS Group, unless with the express agreement of the Company.

Furthermore, the contracts expressly include a director's right to receive compensation if unfairly relieved of their executive functions or if the employment relationship ends due to a change in control of the Company. Maximum compensation is between three and five years of remuneration. These contracts were signed on the basis of market conditions at the time and with an age limit for each executive. As this age limit has been exceeded, at the date of this report there is no possibility of such compensation being paid. All other provisions of relevant legislation apply to senior management contracts.

In the case of Marcelino Fernández Verdes, CEO of ACS since his appointment at the General Meeting of Shareholders on 4 May 2017, as also a member of the Executive Board of Hochtief A.G. As a result of his membership to this board, in the event that his contract is not extended, he is entitled to an indemnity payment equivalent to one year of his annual fixed remuneration. In order for the indemnity payment due to dismissal to be made, as a member of the Executive Board of Hochtief A.G., he must, at the time of the termination of the contract, be in at least the second term as a member of said board and be under 65 years of age.

If the contract is terminated early, the indemnity payments will not exceed the value of the annual remuneration of two years (limit of the indemnity payment) and no greater amount of compensation will not be paid than that due as a result of the time remaining

in the contract.

For more detailed information on this item, please see the 2017 Hochtief Annual Report at [http:// www.hochtief.com/](http://www.hochtief.com/).

#### A.8 Explain any supplementary remuneration paid to directors as consideration for the services provided other than those inherent to their position.

##### Explain the supplementary remuneration

The Company has arranged life insurance cover for all its employees based on the construction agreement, whose coverage takes into account the employee's family situation. This insurance is applicable to three Executive Directors.

#### A.9 Indicate any remuneration in the form of advances, credits and guarantees granted, indicating the type of interest, its essential characteristics and the amounts possibly refunded, together with the obligations assumed on their behalf by way of security.

##### Explain the advances, credits and guarantees granted

No advances, credits and guarantees were granted to any of the directors in 2017.

#### A.10 Explain the main characteristics of payments in kind.

##### Explain payments in kind

No remuneration of this nature was accrued other than that referred to in the previous sections.

#### A.11 Indicate the payments accrued by the director for payments made by the Company making contributions to a third-party entity at which the director provides services, when the purpose of such payments is to remunerate the director's services at the Company.

##### Explain the remuneration accrued by the director for payments made by the Company making contributions to a third-party entity at which the director provides services.

No remuneration of this type accrued in the year.

#### A.12 Any other remuneration item other than the foregoing, whatever its nature or the Group company that pays it, especially when it is considered to be a related-party transaction or its payment distorts the true and fair view of the total remuneration accrued by the director.

##### Explain the other remuneration items

No additional remuneration items exist other than those indicated in the foregoing sections.

#### A.13 Explain the measures adopted by the Company in relation to the remuneration system to reduce the exposure to excessive risks and adjust it to the Company's long-term objectives, values and interest, which will include, where appropriate, reference to: measures envisaged to guarantee that the remuneration policy is in line with the Company's long-term results, measures which establish an adequate equilibrium between the fixed and variable components of remuneration, measures adopted in relation with those personnel categories whose professional activities have a material effect on the entity's risk profile, collection formulas or clauses in order to be able to claim the refund of the variable remuneration components based on the results when such components were paid in line with certain data whose inaccuracy was subsequently manifestly demonstrated and measures envisaged to avoid conflicts of interest, where appropriate.

##### Explain the measures adopted to reduce the risks

In order to reduce risks and align the variable remuneration policy with the objectives of the company and its shareholders, "clawback" clauses are created.

As such, from 2018, the annual variable remuneration and long-term incentive plan will be subject to clauses that provide for the recovery of incentives paid or deducted (called "clawbacks") with a period of two years, under the conditions determined by the Remuneration Committee.



## B REMUNERATION POLICY ENVISAGED FOR FUTURE YEARS.

Abolished.

## C GLOBAL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED IN THE YEAR ENDED.

C.1 Summarize the main characteristics of the remuneration structure and items of the remuneration policy applied in the year ended, which gives rise to the detail of the individual remuneration accrued by each of the directors reflected in section D of this report, as well as the decisions taken by the board regarding the application of such items.

<b>Explain the remuneration structure and items of the remuneration policy applied in the year</b>
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The remuneration policy of the executive and non-executive directors applied in 2017 has adhered to the application of the prevailing remunerations policy for that year as outlined in point A of the 2016 Remuneration Report, the result of which in quantitative terms is stated in point D.

The remuneration system employed by ACS Actividades de Construcción y Servicios, S.A., for 2017 was based on the following principles:

- Creating long-term value for shareholders.
- Attracting and retaining talent.
- An understanding of professional accountability and career paths.
- Internal equity and external competitiveness, through the establishment of comparable compensation schemes with the market
- Equilibrium among the different remuneration items

In order to achieve this, the Group has applied Article 37 of the Articles of Association, which prescribes the following: "The remuneration system offered to Directors for their performance of the said role comprises a single fixed amount. The amount awarded to each Director is decided by the Board of Directors and takes into account the functions and responsibilities of the individual in question, whether or not they belong to any Committees of the Board of Directors and other objective circumstances deemed relevant. The maximum amount that may be paid to all Directors for their performance of the said role must be approved as part of the remunerations policy by a General Meeting and shall remain in effect unless an amendment is approved. The remuneration awarded to Directors who perform an executive role, which includes compensation for early retirement and any other amounts to be paid by the Company in respect of insurance premiums and contributions to savings schemes, must comply with the remunerations policy approved by the General Meeting and must be included in detail in the agreement that each executive Director must execute with the Company. This agreement must be approved in advance by the Board of Directors, two thirds of which must vote in favor of the content thereof. It is expressly permitted that the remuneration of all or some of the members of the Board of Directors may be through the assignment of shares in the Company or options on the same, or be referenced to the value of the said shares. Any such action must be approved by the General Meeting, which shall determine the maximum number of shares that may be assigned each year, the price or system used to calculate the price at which share options may be exercised, the value of the shares, where applicable, used as a benchmark and the period of time the plan will remain in effect. The General Meeting may appoint the Board of Directors to determine any other aspects of this type of remuneration."

With regards to the Executive Directors and other directors of both the Company and the main entities of the ACS Group, remuneration is considered a means to attract and retain the best professionals and to ensure they feel part of the ACS Group.

Thus, in devising its remuneration package, the ACS Group has taken into account how it compares to other large corporate groups in Spain. It has also considered how best to reasonably distribute both annual and pluri-annual fixed and variable remuneration.

Annual fixed and variable remuneration has been set taking into account the comparative criteria indicated in the remuneration policy and the maximum amount of variable remuneration that may be paid has been established as a percentage of total remuneration.

Pluri-annual variable remuneration is mainly effected through a system of share options offered to the senior executives of both the Company and the Group. The system entitles beneficiaries to purchase shares in the company at the price they traded at the day the Plan was established. As such, a beneficiary will only make a profit if share prices are higher on the day the option is exercised, which shall always be more than one year after the Plan is established.

Annual variable remuneration is compared with the bonus which is paid only once. Its maximum amount was established for 2017 as a percentage of total remuneration which, in the case of the Chairman and the CEO, may not exceed 60% of the total annual remuneration (60% for the remaining Executive Directors). In practice, this has meant that the variable remuneration could not exceed 150% of the fixed remuneration (considering as such both the salary and the fixed remuneration obtained as a bylaw-stipulated director's emolument) for 2017.

The pluri-annual variable remuneration is mainly organized through the system of share options which is established among the top executives of the Company and the Group and which grants its beneficiaries the right to buy Company shares at the listed price on the day on which the Plan is implemented and, accordingly, the beneficiary only obtains a positive result if the price of the share rises on the exercise date, which has been two years after the implementation of the Plan.

During the year, the Share Options Plan established in 2004 expired, which was adopted by the Company's Board of Directors at its meeting held on 29 May 2014, supplemented by resolution of the Appointments and Remuneration Committee of 31 July 2014, pursuant to the resolution adopted by the shareholders of the Annual General Meeting of ACS, Actividades de Construcción y Servicios, S.A. held on 15 April 2010, which extends the authorization contained in the resolutions of the General Meeting of Shareholders of 25 May 2009, thereby authorizing the Board to establish a Company Share Option Plan for the people making up the Group's management team and the main companies forming it.

The Plan had the following characteristics:

- Share Option Plan on 6,293,291 shares with a strike price of EUR 33.8992 per share.

- The options could be exercised in two equal parts, cumulative if the beneficiary so wishes, during the second and third years after 1 May 2014, inclusive. However, in the case of an employee being terminated without just cause or if it is the beneficiary's own will, the options could be exercised six months following the event in question in the cases of death, retirement, early retirement or permanent disability, and after 30 days in all other cases. Tax withholdings and the taxes to be paid as a result of exercising the share options were borne exclusively by the beneficiary.

- ACS, Actividades de Construcción y Servicios, S.A., outsourced these commitments to a financial institution. This plan and the individual allocations, which involved two Executive Directors, were notified as a Relevant Fact to the Spanish National Securities Market Commission on 1 August 2014.

Section D.1 a) ii) highlights the effect of the ACS share options of the executive directors during the year, the amount of which totaled EUR 78 thousand.

Currently, in spite of their approval by the General Meeting of Shareholders, there is no plan in place aiming to ensure that there are no distortions as a result of the takeover of Abertis by Hochtief.

In the case of Marcelino Fernández Verdes, CEO of ACS since his appointment at the General Meeting of Shareholders on 4 May 2017, as a member of the Executive Board of Hochtief A.G. he is entitled to a Long-Term Incentive Plan 2016 (LTIP 2016). This includes stock appreciation rights (SARs) and Hochtief AG stock options. If the applicable exercise objectives are reached after a three-year waiting period, the SARs grant the members of the Hochtief Executive Board a right that they can exercise during the following three years and which would be satisfied by Hochtief. The amount to be paid will depend on the change in share price during the waiting period and the period in which the right may be exercised. Furthermore, there are relative and absolute performance targets that cannot be retroactively amended and that must be met. Hochtief subsidiaries, such as Cimic, are also entitled to share option plans for the company.

With this in mind, during 2017 he received, as Executive Chairman of Cimic and as CEO of Hochtief, from those companies as a fundamental result of executing his rights to revalue the Cimic shares to which he was entitled since his appointment in 2014 as Chairman and CEO thereof, as can be seen in section D.1 b) i) in the long-term variable remuneration received from Hochtief and Cimic. The amount paid by Hochtief in the long term in 2017 amounted to EUR 1,873 thousand and the amount paid by Cimic as long-term variable remuneration amounted to EUR 15,229 thousand.

For more detailed information on this item, please see the 2017 Hochtief Annual Report at [http:// www.hochtief.com/](http://www.hochtief.com/) as well as the Cimic 2017 Annual Report at <https://www.cimic.com.au/>

## D. DETAIL OF THE INDIVIDUAL REMUNERATION ACCRUED BY EACH OF THE DIRECTORS

Name	Type	Period accrued 2017
AGUSTIN BATUECAS TARREGO	Executive	From 01/01/2017 to 31/12/2017.
ANTONIO BOTELLA GARCÍA	Independent	From 01/01/2017 to 31/12/2017.
JOSE LUIS DEL VALLE PEREZ	Executive	From 01/01/2017 to 31/12/2017.
MANUEL DELGADO SOLIS	Proprietary	From 01/01/2017 to 31/12/2017.
JAVIER ECHENIQUE LANDIRIBAR	Proprietary	From 01/01/2017 to 31/12/2017.
CARMEN FERNANDEZ ROZADO	Independent	From 28/02/2017 to 31/12/2017.
MARCELINO FERNANDEZ VERDES	Executive	From 04/05/2017 to 31/12/2017.
ANTONIO GARCIA FERRER	Executive	From 01/01/2017 to 31/12/2017.
EMILIO GARCIA GALLEGO	Independent	From 01/01/2017 to 31/12/2017.
JOAN DAVID GRIMA TERRE	Other External	From 01/01/2017 to 31/12/2017.
MARIANO HERNANDEZ HERREROS	Proprietary	From 01/01/2017 to 31/12/2017.
JOSE MARIA LOIZAGA VIGURI	Other External	From 01/01/2017 to 31/12/2017.
PEDRO JOSE LOPEZ JIMENEZ	Other External	From 01/01/2017 to 31/12/2017.
CATALINA MIÑARRO BRUGAROLAS	Independent	From 01/01/2017 to 31/12/2017.
FLORENTINO PEREZ RODRIGUEZ	Executive	From 01/01/2017 to 31/12/2017.
MARÍA SOLEDAD PEREZ RODRIGUEZ	Proprietary	From 01/01/2017 to 31/12/2017.
MIGUEL ROCA JUNYENT	Other External	From 01/01/2017 to 31/12/2017.
JOSE ELADIO SECO DOMINGUEZ	Independent	From 01/01/2017 to 31/12/2017.

D.1 Fill in the following tables regarding the individual remuneration of each of the directors (including the remuneration for the performance of executive functions) accrued in the year.

a) **Remuneration accrued at the Company forming the scope of this report:**

i) **Cash payments (in thousands of Euros)**

Name	Wages	Fixed remuneration	Attendance fees	Short-term variable remuneration	Long-term variable remuneration	Remuneration for membership on Board committees	Indemnity payments	Other items	Total 2017	Total 2016
AGUSTIN BATUECAS TARREGO	0	90	0	0	0	17	0	0	107	80
ANTONIO BOTELLA GARCÍA	0	90	0	0	0	41	0	0	131	132
ANTONIO GARCIA FERRER	722	336	0	800	0	0	0	0	1,858	1,737
CARMEN FERNANDEZ ROZADO	0	90	0	0	0	37	0	0	127	0
MARCELINO FERNANDEZ VERDES	337	0	0	0	0	0	0	0	337	0
CATALINA MIÑARRO BRUGAROLAS	0	90	0	0	0	50	0	0	140	97
EMILIO GARCIA GALLEGO	0	90	0	0	0	56	0	0	146	136
FLORENTINO PEREZ RODRIGUEZ	1,656	361	0	2,736	0	0	0	0	4,753	4,576
JAVIER ECHENIQUE LANDIRIBAR	0	90	0	0	0	80	0	0	170	142
JOAN DAVID GRIMA TERRE	0	90	0	0	0	17	0	0	107	80
JOSE ELADIO SECO DOMINGUEZ	0	90	0	0	0	17	0	0	107	2
JOSE MARIA LOIZAGA VIGURI	0	400	0	0	0	0	0	0	400	400
MANUEL DELGADO SOLIS	0	90	0	0	0	24	0	0	114	97
MARÍA SOLEDAD PEREZ RODRIGUEZ	0	90	0	0	0	51	0	0	141	114
JOSE LUIS DEL VALLE PEREZ	1,217	0	0	1,573	0	0	0	0	2,790	2,755
MARIANO HERNANDEZ HERREROS	0	90	0	0	0	17	0	0	107	53
MIGUEL ROCA JUNYENT	0	90	0	0	0	24	0	0	114	97
PEDRO JOSE LOPEZ JIMENEZ	0	400	0	0	0	0	0	0	400	1,125

## ii) Share-based remuneration systems

FLORENTINO PEREZ RODRIGUEZ Plan 2014												
Implementation date	Ownership of options at the beginning of 2017						Options assigned in 2017					
	No. of options	No. of shares involved	Gross profit (€m)	Period of exercise			No. of options	No. of shares involved	Gross profit (€m)	Period of exercise		
31/07/2014	540,950	540,950	33.90	30/04/2017			0	0	0,0	0		
Conditions: N/A												
Shares delivered in 2017			Options exercised in 2017				Matured unexercised options	Options at the end of 2017				
No. of shares	Price	Amount	Strike price (€)	No. of options	No. of shares involved	Gross profit (€m)	No. of options	No. of options	No. of shares involved	Strike price (€)	Option period	
0	0,00	0	33.98	540,9500	540,9500	28	0	0	0	0.0	30/04/2017	
Other requirements to exercise options: 0												

MARCELINO FERNANDEZ VERDES Plan 2014												
Implementation date	Ownership of options at the beginning of 2017						Options assigned in 2017					
	No. of options	No. of shares involved	Gross profit (€m)	Period of exercise			No. of options	No. of shares involved	Gross profit (€m)	Period of exercise		
31/07/2014	540,950	540,950	33.90	30/04/2017			0	0	0,0	0		
Conditions: N/A												
Shares delivered in 2017			Options exercised in 2017				Matured unexercised options	Options at the end of 2017				
No. of shares	Price	Amount	Strike price (€)	No. of options	No. of shares involved	Gross profit (€m)	No. of options	No. of options	No. of shares involved	Strike price (€)	Option period	
0	0,00	0	33.98	540,9500	540,9500	28	0	0	0	0.0	30/04/2017	
Other requirements to exercise options: 0												

**JOSE LUIS DEL VALLE PEREZ**
**Plan 2014**

Implementa- tion date	Ownership of options at the beginning of 2017				Options assigned in 2017			
	No. of options	No. of shares involved	Gross profit (€m)	Period of exercise	No. of options	No. of shares involved	Gross profit (€m)	Period of exercise
31/07/2014	418,266	418,266	33.90	30/04/2017	0	0	0,0	0

Conditions: N/A

Shares delivered in 2017			Options exercised in 2017				Matured unexercised options	Options at the end of 2017			
No. of shares	Price	Amount	Strike price (€)	No. of options	No. of shares involved	Gross profit (€m)	No. of options	No. of options	No. of shares involved	Strike price (€)	Option period
0	0,00	0	33.98	418,266	418,266	22	0	0	0	0.0	30/04/2017

Other requirements to exercise options: 0

**iii) Long-term savings systems**

Name	Contribution of the exercise by the Company (thousands of Euros)		Amount of the accumulated funds (thousands of Euros)	
	2017	2016	2017	2016
FLORENTINO PEREZ RODRIGUEZ	1,362	1,362	41,056	39,673
ANTONIO GARCIA FERRER	0	0	3.974	3.813
JOSE LUIS DEL VALLE PEREZ	657	657	9.540	8.879

iv) Other profit (in Thousands of Euros)

<b>FLORENTINO PEREZ RODRIGUEZ</b>			
<b>Remuneration in the form of advances and credits granted</b>			
<b>Type of interest on the transaction</b>		<b>Essential characteristics of the transaction</b>	<b>Amounts possibly refunded</b>
0,00		N/A	N/A
<b>Life insurance premiums</b>		<b>Guarantees provided by the company for Board Members</b>	
<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
19	17	N/A	N/A

<b>MARCELINO FERNANDEZ VERDES</b>			
<b>Remuneration in the form of advances and credits granted</b>			
<b>Type of interest on the transaction</b>		<b>Essential characteristics of the transaction</b>	<b>Amounts possibly refunded</b>
0,00		N/A	N/A
<b>Life insurance premiums</b>		<b>Guarantees provided by the company for Board Members</b>	
<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
1	0	N/A	N/A

<b>ANTONIO GARCIA FERRER</b>			
<b>Remuneration in the form of advances and credits granted</b>			
<b>Type of interest on the transaction</b>		<b>Essential characteristics of the transaction</b>	<b>Amounts possibly refunded</b>
0,00		N/A	N/A
<b>Life insurance premiums</b>		<b>Guarantees provided by the company for Board Members</b>	
<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
2	2	N/A	N/A

<b>JOSE LUIS DEL VALLE PEREZ</b>			
<b>Remuneration in the form of advances and credits granted</b>			
<b>Type of interest on the transaction</b>		<b>Essential characteristics of the transaction</b>	<b>Amounts possibly refunded</b>
0,00		N/A	N/A
<b>Life insurance premiums</b>		<b>Guarantees provided by the company for Board Members</b>	
<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
1	1	N/A	N/A



**b) Remuneration earned by Company directors for membership on boards of other Group companies:**

**i) Cash payments (in thousands of Euros)**

Name	Wages	Fixed remuneration	Attendance fees	Short-term variable remuneration	Long-term variable remuneration	Remuneration for membership on Board committees	Indemnity payments	Other items	Total 2017	Total 2016
AGUSTIN BATUECAS TARREGO	448	0	0	0	0	0	0	1	449	449
ANTONIO BOTELLA GARCÍA	0	0	0	0	0	0	0	0	0	0
ANTONIO GARCIA FERRER	0	0	0	0	0	0	0	0	0	0
CARMEN FERNANDEZ ROZADO	0	0	0	0	0	0	0	0	0	0
CATALINA MIÑARRO BRUGAROLAS	0	0	0	0	0	0	0	0	0	0
EMILIO GARCIA GALLEGO	0	0	0	0	0	0	0	0	0	0
FLORENTINO PEREZ RODRIGUEZ	0	0	0	0	0	0	0	0	0	0
JAVIER ECHENIQUE LANDIRIBAR	0	42	0	0	0	0	0	0	42	42
JOAN DAVID GRIMA TERRE	0	0	0	0	0	0	0	0	0	0
JOSE ELADIO SECO DOMINGUEZ	0	0	0	0	0	0	0	0	0	0
JOSE LUIS DEL VALLE PEREZ	0	270	0	0	0	0	0	0	270	292
MANUEL DELGADO SOLIS	0	42	0	0	0	0	0	0	42	42
MARÍA SOLEDAD PEREZ RODRIGUEZ	0	84	0	0	0	0	0	0	84	84
MARCELINO FERNANDEZ VERDES	1,618	0	0	1,379	17,103	0	0	0	20,100	0
MARIANO HERNANDEZ HERREROS	0	84	0	0	0	0	0	0	84	84
MIGUEL ROCA JUNYENT	0	0	0	0	0	0	0	0	0	0
PEDRO JOSE LOPEZ JIMENEZ	0	587	0	0	0	0	0	0	587	598

**ii) Share-based remuneration systems**

**iii) Long-term savings systems**

Name	Contribution of the exercise by the Company (thousands of Euros)		Amount of the accumulated funds (thousands of Euros)	
	2017	2016	2017	2016
MARCELINO FERNÁNDEZ VERDES	1,916	0	14,042	0

**c) Remuneration summary (in thousands of Euros):**

**The summary must include the amounts relating to all the remuneration items included in this report accrued by the director, in thousands of Euros.**

**In the case of long-term savings systems, contributions or provisions made to this type of systems will be included:**

Name	Remuneration accrued at the Company				Remuneration accrued at Group companies				Totals		
	Total cash payments	Amount of the shares granted	Gross profit of the options exercised	Total Company 2016	Total cash payments	Amount of the shares granted	Gross profit of the options exercised	Total Group 2017	Total 2017	Total 2016	Contribution to the savings systems in the year
AGUSTIN BATUECAS TARREGO	107	0	0	107	449	0	0	449	556	529	0
ANTONIO BOTELLA GARCÍA	131	0	0	131	0	0	0	0	131	132	0
ANTONIO GARCIA FERRER	1.858	0	0	1,858	0	0	0	0	1,858	1,737	0
CARMEN FERNANDEZ ROZADO	127	0	0	127	0	0	0	0	127	0	0
CATALINA MIÑARRO BRUGAROLAS	140	0	0	140	0	0	0	0	140	97	0
EMILIO GARCIA GALLEGO	146	0	0	146	0	0	0	0	146	136	0
FLORENTINO PEREZ RODRIGUEZ	4,753	0	28	4,781	0	0	0	0	4,781	4,576	1,362
JAVIER ECHENIQUE LANDIRIBAR	170	0	0	170	42	0	0	42	212	184	0
JOAN DAVID GRIMA TERRE	107	0	0	107	0	0	0	0	107	80	0
JOSE ELADIO SECO DOMINGUEZ	107	0	0	107	0	0	0	0	107	2	0
JOSE LUIS DEL VALLE PEREZ	2,790	0	22	2,812	270	0	0	270	3,082,	3,047	657
JOSE MARIA LOIZAGA VIGURI	400	0	0	400	0	0	0	0	400	400	0
MANUEL DELGADO SOLIS	114	0	0	114	42	0	0	42	156	139	0
MARCELINO FERNANDEZ VERDES	337	0	28	365	20,100	0	0	20,100	20,465	0	1,9160
MARÍA SOLEDAD PEREZ RODRIGUEZ	141	0	0	141	84	0	0	84	225	198	0
MARIANO HERNANDEZ HERREROS	107	0	0	107	84	0	0	84	191	137	0

Name	Remuneration accrued at the Company				Remuneration accrued at Group companies				Totals		
	Total cash payments	Amount of the shares granted	Gross profit of the options exercised	Total Company 2016	Total cash payments	Amount of the shares granted	Gross profit of the options exercised	Total Group 2017	Total 2017	Total 2016	Contribution to the savings systems in the year
MIGUEL ROCA JUNYENT	114	0	0	114	0	0	0	0	114	97	0
PEDRO JOSE LOPEZ JIMENEZ	400	0	0	400	587	0	0	587	987	1,723	0
<b>TOTAL</b>	<b>12,049</b>	<b>0</b>	<b>78</b>	<b>12,127</b>	<b>21,658</b>	<b>0</b>	<b>0</b>	<b>21,658</b>	<b>33,785</b>	<b>13,214</b>	<b>3,935</b>

## D.2 Report on the relationship between the remuneration obtained by the directors and the results or other company performance measurements explaining, where appropriate, how the variations in company return may have influenced the variation in directors' remuneration.

Only the executive directors are beneficiaries of annual variable remuneration plans. With regard to assessment methods for annual remuneration, the Remuneration Committee not only considers quantitative variables (such as evolution of the quantitative operating variables of turnover, gross operating profit, net recurring profit and the portfolio) but also qualitative elements, which are weighted according to the evolution experienced during the year. This fact determines that the quantification of the variable remuneration not only has objective components, but also other components that are evaluated by the Committee.

With regard to the estimated amount of variable remuneration which would arise under the current remuneration plan, the report establishes the maximum amount of annual compensation which constitutes a "percentage of total remuneration which, in the case of the Chairman and the CEO, may not exceed 60% of the total annual remuneration as well as 60% for the remaining Executive Directors". This means that variable remuneration may not exceed 150% of fixed remuneration. (Understood as for the year 2017 salary plus remuneration of the Board).

With regards to pluri-annual variable remuneration, since it is mainly organized through a system of share options, it is difficult to predict or estimate its amount because it will depend on the evolution of the ACS share prices on the Stock Exchange. In the 2014 ACS Share Option Plan that expired in 2017, the share price was slightly below the strike price, thus giving rise to EUR 78 thousand under this heading in this plan.

## D.3 Report on the result of the consultation vote of the General Shareholders' Meeting to the Annual Remuneration Report for the previous year, indicating the number of opposing votes cast, if any:

	<b>Number</b>	<b>% of total</b>
<b>Votes cast</b>	202,787,036	64.44%

	<b>Number</b>	<b>% of total</b>
<b>Opposing votes</b>	81,642,060	40.26%
<b>Votes in favor</b>	120,180,140	59.26%
<b>Abstentions</b>	964,836	0.48%

## E OTHER INFORMATION OF INTEREST

Please briefly detail any significant matter existing with respect to directors' remuneration not included in the other sections of this report, but which is required to include more complete, founded information on the company's structure and remuneration practices with regard to its directors:

To clarify point A.5, it is noted that in relation to the financial statements, these show that contributions to pension funds and plan amounted to EUR 1,903 thousand, while in the present report an amount of EUR 2,241 thousand is shown.

The explanation is that the CNMV application for preparing this report does not allow the entry of negative data therefore only positive amounts appear. This is because one of the directors of ACS surpassed the retirement age according to the configuration of the pension plan to which he was entitled and thus prompting the outsourced insurance company to make a payment to ACS. The financial statements include the net amounts contributed by ACS as the cost for this item. More in detail, the difference in the amount of EUR 115 thousand in 2017 is due to the return premium received from the insurance company. The policy that covers the receipt of a defined retirement benefit of one of the insured directors establishes the estimated retirement age at 65 in the aforementioned policy. In the event that an insured reaches the age mentioned but does not opt for retirement, a new foreseeable future accrual date is set established annually, as is the case here. Adjusting the new accrual date entitles the policyholder to a reverse premium for the revenue initially planned between the original accrual date and the new date established. In the case of this director (Mr. Antonio García Ferrer) the date of accrual in 2017 was fixed at September 2017 and, in the adjustment at the end of 2017, the new accrual date was established for June 2018. As

a result of the postponement of the accrual date, ACS was entitled to a reverse premium for amounts accrued and unpaid for 2017 amounting to the aforementioned EUR 113 thousand.

In relation to section D.1. b) iii) in the case of Marcelino Fernández Verdes, in addition to the amount contributed shown in the table, there is a provision of 821 thousand euros accrued as a pension in Spain as explained at the end of section A.5.

Section A 3 of the IARC includes the amount of EUR 3,932 thousand paid by the Company, as reflected in section D.1.a)i), and the amount of EUR 2,066 thousand received by the directors of other group companies, as shown in section D.1.b)i). The sum of the two amounts totals EUR 5,998 thousand. The Company has chosen to include this figure in section A 3 in order to better reflect the amounts received in respect of wages by the directors of all ACS Group companies, rather than confining the amount to the Company subject to this report.

This Annual Remuneration Report was approved by the Company's Board of Directors at its meeting on 22/03/2018.

Indicate whether any directors have voted against or abstained with respect to the approval of this Report.

Yes

No