

ACS, Actividades de Construcción y Servicios, S.A.

Proposals of the Board of Directors to Annual General Shareholders' Meeting of the Company to be held in Madrid, Auditorio Sur de IFEMA, located in Avenida del Partenón s/n de Madrid at 12.00 am on 9 May 2019, at first call, and the following day, 10 May 2019, at the same time and place. (The meeting will foreseeably be held at second call).

- 1.1. To approve the Accounts and the Directors' Report for 2018, for both the Company and the Group of which it is the parent.
- 1.2. To approve the following proposal for the application of results bearing a net profit of 1,079,458,024.58 euros: entirely to voluntary reserves. Total remuneration to the Company's Board of Directors of the Company for Bylaw related services in 2018 amounted to 3,100,000 euros.
2. To approve the Consolidated Non-Financial Information State, corresponding to the 2018 fiscal year.
3. Approve the management of the Company by the Board of Directors in 2018.
4. Subject to the proposal made by the Audit Committee, to appointment of KPMG Auditores, S.A., with Tax Identification Number (CIF) B-78510153 and with ROAC NO. S0702, as financial auditor for the company and the Group of Companies of which ACS, Actividades de Construcción y Servicios, S.A. is the parent, for the period of three year from and including 1 January 2019. To this end, the Board of Directors, its Chairman and whosoever of the Vice Chairman and the Director-Secretary are jointly and severally empowered to draw up the corresponding service agreement with the said financial auditors, for the time specified and under the normal market conditions they deem suitable.
5. To appoint the following individuals as Directors for the statutory four year period beginning on the date of this Meeting:
 - 5.1. Mr. Antonio Botella García, of Spanish nationality, married, of legal age, a Lawyer by profession, resident in Madrid, with address for the purposes hereof at c/ García de Paredes, 88, Madrid and bearing National Identification Document (N.I.F.) 7141362-B as Independent director.
 - 5.2. Mr. Emilio García Gallego, of Spanish nationality, divorced, of legal age, a Civil engineer by profession, resident in Barcelona, with address for the purposes hereof at c/ Ganduxer, 96, and bearing National Identification Document (N.I.F.) 127795-F as Independent director.
 - 5.3. Mrs. Catalina Miñarro Brugarolas, of Spanish nationality, divorced, of legal age, a Lawyer by profession, resident in Madrid, with address for the purposes hereof at c/ Claudio Coello, 92, and bearing National Identification Document (N.I.F.) 02600428-W as Independent director.
 - 5.4. Mr. Agustín Batuecas Torrego, of Spanish nationality, married, of legal age, a Civil engineer by profession, resident in Madrid, with address for the purposes hereof at c/ Anita Vindel, 44, and bearing National Identification Document (N.I.F.) 252855-Q as Executive director.

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- 5.5. Mr. José Luis del Valle Pérez, of Spanish nationality, married, of legal age, a Lawyer by profession, resident in Madrid, with address for the purposes hereof at Avenida de Pio XII, 102, and bearing National Identification Document (N.I.F.) 1378790-D as Executive director.
- 5.6. Mr. Antonio García Ferrer, of Spanish nationality, divorced, of legal age, a Civil engineer by profession, resident in Madrid, with address for the purposes hereof at c/ General Ampudia, 8, and bearing National Identification Document (N.I.F.) 1611957-W as Executive director.
- 5.7. Mr. Florentino Pérez Rodríguez, of Spanish nationality, widower, of legal age, a Civil engineer by profession, resident in Madrid, with address for the purposes hereof at Avenida de Pio XII, 102, and bearing National Identification Document (N.I.F.) 373762-N as Executive director.
- 5.8. Mr. Joan-David Grimà Terré, of Spanish nationality, married, of legal age, a Economist by profession, resident in Madrid, with address for the purposes hereof at c/ O'Donell, 9 and bearing National Identification Document (N.I.F.) 39018910-P as Other external director.
- 5.9. Mr. José María Loizaga Viguri, of Spanish nationality, married, of legal age, a Industrial engineer by profession, resident in Madrid, with address for the purposes hereof at c/ Hermosilla, 36 and bearing National Identification Document (N.I.F.) 13182873-D as Other external director.
- 5.10. Mr. Pedro López Jiménez, of Spanish nationality, married, of legal age, a Civil engineer by profession, resident in Madrid, with address for the purposes hereof at Juan de Arespachaga y Felipe, 12, and bearing National Identification Document (N.I.F.) 13977047-Q as Other external director.
- 5.11. Mr. Miguel Roca Junyet, of Spanish nationality, married, of legal age, a Lawyer by profession, resident in Barcelona, with address for the purposes hereof at c/ Provença, 300 and bearing National Identification Document (N.I.F.) 38000711-L as Other external director.
- 5.12. Mrs. Soledad Pérez Rodríguez, of Spanish nationality, of legal age, Graduate in Chemical Sciences and Graduate in Pharmacy, resident in Madrid, with address for the purposes hereof at c/ La Masó, 20, and bearing National Identification Document (N.I.F.) 109887-Q as Dominical director.
6. To approve the Remuneration Report of the Board of Directors for 2018, for consultation purposes only.
7. Acknowledge to amend articles 3, 4, 26 and 27 of the Rules of the Board of Directors.
8. Amended articles 14 and 25 of the Rules of the Shareholders' Meeting, they are worded as follows:

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Article 14. Representation

All shareholders entitled to attend may be represented at the General Meeting through another person, even if said person is not a shareholder.

Power of representation shall be granted in the terms and with the scope established by Law, in writing, and specially for every Meeting, unless the representative is the shareholder's spouse (or any other person in a similar position to that of spouse, pursuant to the applicable legislation), ascendant, descendant, or general proxy who has the power, by public deed, to manage the shareholders' entire property in Spain.

The documents including the power of representation for the General Shareholders' Meeting shall mention at least the following:

- The date when the General Shareholders' Meeting is to be held and the meeting agenda.
- The identities of the represented and the representing parties. If not specified, it will be understood that the representation has been granted without distinction to the Chairman of the Board of Directors or the Secretary of the Board of Directors, or any other member of the Board of Directors who is deemed suitable for this purpose as a special circumstance, in each call.
- The number of shares owned by the shareholder granting the power of representation.
- The instructions regarding the vote given by the represented shareholders for each of the points in the agenda.
- The proxy may also include items that are not included on the agenda established in the notice of the general meeting but which are dealt with, in accordance with the law, in the general meeting.

Unless otherwise specified by the shareholder, the proxy shall extend to any matters which, even if not included in the agenda, and are thus ignored on the date when the power of representation was given, may be subject to vote in the Meeting, in which case the representative shall cast the vote that they deem most suitable for the interests of the Company and the represented party. This rule shall also apply to any proposals subjected to the Meeting's decision which were not presented by the Board of Directors, and, in the case of any power of representation granted by Law and under the statutes herein with no explicit voting instructions.

The representation may also be conferred through electronic means of communication, by duly guaranteeing the identity of the represented party and the representative, as determined by the Board of Directors, as the case may be, on the occasion of the convening of each Meeting. In order to be valid, the power of representation granted by any of the aforementioned means of communication

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without attending in person shall be received by the Company before twenty-four hours on the third day prior to the date scheduled for the first call to the Meeting. Upon agreeing to the convening of the respective meeting, the Board of Directors may reduce the required notice, providing the same notice as that given to announcing the call.

The Chair and the appointed individuals shall be regarded as entitled to establish the validity of the powers of representation granted and fulfillment of the requirements for attendance of the Meeting.

Attending the Meeting by more than one representative is not allowed, regardless of the provisions in article 27 of these Statutes.

Powers of representation may be revoked. As a general rule, the last action taken by the shareholder before the Meeting will be deemed valid, in the sense that the last delegation revokes all those prior to it. In any case, personal attendance at the Board Meeting by the represented party shall constitute the revocation of the representation. In addition, delegations made prior to making the vote remotely shall be deemed revoked and those conferred subsequently shall not be recognized. Power of representation shall also be rendered null and void by any disposal of the shares of which the Company becomes aware.

If the document that contains the power of representation received by the Company does not include the representative's identity, the shareholder shall be regarded as having appointed the Chair of the Board of Directors, the respective Vice Chair by appointment order and the Secretary of the Board as his representative, in this order in case of absence of one or more of them, or if the power of representation contains no voting instructions, in the case of being affected by a conflict of interest. Likewise, should the power of representation received with no voting instructions have been granted to any of the aforementioned individuals and he or she was in conflict of interest, the power of representation shall be understood to have been granted to the corresponding remaining person, also following the order in which they have been listed. In any case, in the absence of voting instructions, the new representative shall vote as they deem most suitable for the interests of the Company and represented party.

In cases where the directors of the Company make a public request for representation, the rules contained in the Corporate Governance Code and the respective development regulations shall be applied."

Article 25. Voting through remote means of communication

A vote on the proposals regarding the items included in the agenda of any type of General Meeting may be exercised by the shareholder through postal, electronic or any other means of remote communication, as long as it guarantees the identity of the party exercising its right to vote. In the notice of convening the General Meeting and on the Company's website, the means and procedures for the exercise of voting remotely will be established, in accordance with the rules that develop said system,

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including, if applicable, the forms to accredit attendance and voting through remote means.

Shareholders voting remotely shall be deemed present for the purpose of convening the meeting.

To cast the vote by postal correspondence, the shareholder must send to the Company, duly completed and signed, the attendance form, proxy and remote vote issued on the behalf of the respective shareholder by the corresponding entity, which will state the meaning of the vote, or to abstain from or cast a null vote.

The vote by electronic correspondence will be issued under a recognized electronic signature or any other type of guarantee that the Board of Directors deems appropriate to ensure the authenticity and identification of the shareholder exercising the right to vote.

The vote cast by any of the means previously mentioned, must be received by the Company before the 24 hours preceding the day immediately prior to the date scheduled for the General Shareholders' Meeting on the first or second call, as relevant.

Furthermore, the Board of Directors, in order to avoid possible duplication, may adopt the necessary measures to ensure that the person who has cast the vote remotely is duly authorized to do so in accordance with the provisions of the Bylaws and these Statutes.

The vote cast remotely referred to in this article will not be recognized:

- By later express revocation by the same means employed for its casting within the period stipulated for this purpose.
- By attendance of the meeting by the shareholder who cast the vote or if the shareholder disposes of their shares prior to the Meeting.

Should votes cast remotely be received which, for any reason, do not clearly specify the vote or the specific items to which the vote pertains, the vote shall be presumed to pertain to the maximum number of items and to be a vote in favor.

The Board of Directors has the power to develop the appropriate rules, means and procedures to implement the voting by electronic means. The rules of development adopted by the Board in accordance with the provisions herein will be published on the Company's website.

9. Capital increase and capital reduction.

1. Capital increase resolution

It is resolved to increase the share capital by an amount which is the result of multiplying (a) the nominal value of half (0.50) a euro per share of ACS, Actividades de Construcción y Servicios, S.A. (“**ACS**” or the “**Company**”) by (b) the number de new shares of ACS resulting from the application of the formula provided under 2 below (the “**New Shares**”),

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but the total sum of the fair value of the New Shares cannot exceed a ceiling of 625 million euros.

The capital increase is effected by means of the issuance and circulation of the New Shares, which shall be ordinary shares with a nominal value of half (0.50) euros each, of the same class and series as those currently outstanding, represented by means of book entries.

The capital increase will be fully charged to the voluntary reserves, which as of 31 December 2018 amounted to 1,495,549,760.18 euros.

The New Shares are issued at par value, that is, at their nominal value of half (0.50) a euro, with no share Premium, and they will be allocated free of charge to the company shareholders.

The capital increase may be executed, by the Board of Directors (with express powers of substitution), pursuant to the provisions in the next sections below, on one or two different dates, at its exclusive discretion and therefore without having to resort again to the General Shareholders' Meeting. The dates on which the capital increase is likely to be executed are, in the case of the first execution, within the three months following the date of this General Shareholders' Meeting and, in the event there is a second execution, no later than in the first quarter of 2020, thereby coinciding with the dates on which ACS traditionally pays out the supplementary dividend and the interim dividend. Each full or partial execution of the capital increase will be referred to as an "**Execution**" and, together, as the "**Executions**."

Pursuant to the provisions in article 311 the Consolidated Text of the Spanish Limited Liability Companies Law, the possibility of an incomplete allocation of the capital increase is foreseen in each of the Executions.

2. New Shares to be issued in each Execution

The number of New Shares to be issued in each Execution will be the result of applying the formula below, rounded to the whole number immediately below:

$$\text{NAN} = \text{NTAcc} / \text{No. of rights}$$

where,

NAN = Number of New Shares to be issued on the relevant Execution date;

NTAcc = Number of shares of ACS outstanding on the date on which it is resolved to carry out each Execution; and

No. of rights = Number of free allocation rights needed for the allocation of one New Share in the relevant Execution, which will be the result of applying the formula below, rounded to the whole number immediately above:

$$\text{No. of rights} = \text{NTAcc} / \text{Provisional no. of shares}$$

where,

Provisional no. of shares = Amount of the Executed Option / PreCot.

For this purpose:

"**Amount of the Executed Option**" is the maximum fair market value corresponding to the part of the capital increase that the Board of Directors (with express powers of substitution) executes on a given Execution date. The Amount of the Executed Option in the first Execution, which is scheduled to take place within the three months following this General Shareholders' Meeting for the year 2019, will at the most be 481 million euros. The Amount of the Executed Option in the event there is a second (and last Execution), which would

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foreseeably take place no later than in the first quarter of 2020, cannot exceed 144 million euros. In this way, the sum of each of the Amounts of the Executed Option cannot exceed the amount of 625 million euros.

“PreCot” is the arithmetic mean of the weighted average prices of the company share on the Spanish Stock Exchanges in the 5 trading sessions prior to each of the capital increase Execution dates, rounded to the nearest thousandth euro and, in the event there is half a thousandth, it will be rounded to the immediately higher thousandth of euro.

3. Free allocation rights

In each Execution, each company share outstanding will grant one free allocation right. The number of free allocation rights needed to receive one New Share will be determined automatically according to the existing proportion between the number of New Shares and the number de shares outstanding (NTAcc). Specifically, shareholders will be entitled to receive one New Share for every x free allocation rights they hold, as determined according to the provisions under 2 above (No. of rights).

In the event that, at a specific Execution, the number of free allocation rights needed for the allocation of a share (No. of rights) multiplied by the New Shares (NAN) turns out to be lower than the number of shares outstanding (NTAcc), ACS (or a group company which, as the case may be, is a holder of shares of ACS), will give up a number of free allocation rights equal to the difference between the two figures, exclusively for the purpose of making the number of New Shares a whole number rather than a fraction.

The free allocation rights will be allocated in each Execution to the ACS shareholders appearing as entitled as such in the book records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) at 23:59 on the date of publication of the announcement of each Execution of the capital increase in the Official Gazette of the Mercantile Registry. During the negotiation period of the free allocation rights, sufficient allocation rights may be acquired on the market in the proportion necessary to subscribe New Shares. The free allocation rights may be negotiated on the market during the term determined by the Board of Directors (with express powers of substitution), the minimum term being fifteen calendar days following the publication of the announcement of the Execution of the relevant capital increase.

4. Irrevocable commitment to acquire the free allocation rights

At each Execution the company or, with the company’s backing, the Group Company that is determined will assume an irrevocable commitment to purchase the free allocation rights at the price stated below (the “**Purchase Commitment**”). The Purchase Commitment will be in force and it may be accepted during the term, within the period of negotiation of the rights, determined by the Board of Directors (with express powers of substitution) for each Execution. For such purpose, it is resolved to authorise company, or the relevant Group company, to acquire said free allocation rights (together with the shares corresponding to same), the ceiling being the total rights that are issued, and in any event the legal limitations must be complied with.

The acquisition by ACS of the free allocation rights as a consequence of the Purchase Commitment in each Execution, will be charged to the freely disposable reserve account called voluntary reserves.

The “**Purchase Price**” of each free allocation right will be the one resulting, at each Execution, from the formula below, rounded to the nearest thousandth euro and, in the event there is half a thousandth, it will be rounded to the immediately higher thousandth of euro:

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Purchase Price = PreCot / (No. of rights+1)

5. Balance sheet for the transaction and reserve to which the capital increase is charged

The balance sheet serving as the basis for the transaction is the one dated 31 December 2018, duly audited and approved by this Annual General Shareholders' Meeting.

As stated above, the capital increase will be fully charged to the voluntary reserves, which as of 31 December 2018 amounted to 1,494,549,760.77 euros.

6. Representation of the New Shares

The shares that are issued will be represented by means of book entries, the registration of which is attributed to Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) and the members thereof.

7. Rights of the New Shares

The New Shares will give their holders the same voting and dividend rights as the ordinary ACS shares that are currently outstanding as from the dates on which the capital increase is declared as having been subscribed and called up.

8. Request for listing

It is resolved to request in each Execution the listing of the New Shares in the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia, via the Stock Exchange Interconnection System (Continuous or Electronic Market), as well as to carry out the necessary proceedings and actions and submit the required documents to the relevant bodies for the listing of the New Shares issued in each Execution as a consequence of the Capital increase that was resolved, and it is expressly placed on record that ACS submits to the existing rules or those that may be passed in respect of the Stock Exchange and, especially, in respect of contracting, remaining on and exclusion from the official quotations.

9. Execution of the capital increase

Within a term of one year from the date of this resolution, the Board of Directors (with express powers of substitution) may state the date(s) on which this capital increase is to be executed (each of those dates will be an execution of the capital increase, taking into account that it can only be executed two times at the very most) and set the conditions of same in everything not provided in the resolution herein. Subject to the foregoing, if the Board of Directors (with express powers of substitution) does not consider it convenient to fully or partially execute the capital increase, it may not execute all or a part of same pursuant to the provisions in article 7 of the Company Bylaws. Once the negotiation period of the free allocation rights is concluded:

The New Shares will be allocated will be allocated to those who, according to the book records of Iberclear and the members thereof, are holders of free allocation rights in the proportion established in section 3 above.

The Board of Directors (with express powers of substitution) will declare the negotiation period of the free allocation rights closed and it will formalise in the accounts the application of the voluntary reserves in the amount of the capital increase, which will be called up by means of that application.

Likewise, once the negotiation period of the free allocation rights ends, the Board of Directors (with express powers of substitution) will adopt the relevant Company Bylaw amendment

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resolutions to reflect the new share capital figure and the number of New Shares resulting from each Execution and to request the listing of the New Shares on the Spanish Stock Exchanges.

10. Delegation for the execution

It is resolved to delegate to the Board of Directors, in conformity with the provisions in article 297.1. a) the consolidated text of the Spanish Limited Liability Companies Law, the authority to state the date(s) on which this capital increase is to be executed (each of those dates will be times at the very most) and set the conditions of same in everything not provided in the resolution herein. In particular, by way of illustration only, the following powers are delegated to the Board of Directors, with express powers of substitution:

Setting the Execution dates on which the resolution thus passed of increasing the share capital is to be carried out (on one or two dates), in any event within the term of one year following the approval thereof.

Setting the exact amount of the capital increase, the number of New Shares, the Amount of the Executed Option and the free allocation rights needed for the allocation of New Shares at each Execution, applying for the purpose the rules established by the Meeting and with the possibility, as the case may be, of waiving in each Execution (one or several times) free allocation rights for the subscription of New Shares exclusively for the purpose of making the number of New Shares a whole number rather than a fraction.

Designating, on each Execution date, the company or companies that are going to assume the functions of agent and/or financial advisor in relation to each Execution, and to undersign any agreements and documents that are necessary for the purpose.

Setting the term of the negotiation period of the free allocation rights for each of the Executions.

At each Execution, declaring the part of the capital increase that it was resolved to execute closed and executed.

Providing, following each Execution, a new wording for article 6 of the Company Bylaws of ACS, in relation to the share capital, to adapt it to the result of the execution of the capital increase. Waiving, at each Execution, the New Shares corresponding to the free allocation rights held by the company at the end of the negotiation period of said rights.

Carrying out, at each Execution all the proceedings required for the New Shares the object of the capital increase to be recorded with the book records of Iberclear and listed on the Spanish Stock Exchanges.

Carrying out any necessary or convenient actions to execute and formalise the capital increase before any public or private, Spanish or foreign companies and bodies, including declaring, supplementing or correcting defects or omissions which might prevent or hinder the full effect of the above resolutions.

The Board of Directors is expressly authorised so that it may in turn delegate, pursuant to the provisions in article 249.2 of the Spanish Limited Liability Companies Law, the powers referred to in this resolution.

11. Capital reduction via amortisation of treasury shares in connection with the preceding resolution of capital increase

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It is resolved to authorize the Board of Directors to agree to reduce the share capital by means of the amortisation of own shares of the company in a maximum nominal amount equal to the nominal amount that is effectively executed in the capital increase resolved in previous section, charged to profits or unrestricted reserves and setting aside at the time of execution the so-called capital reduction reserve referred to in article 335 c) of the Limited Liability Companies Law.

It likewise resolved to delegate to the Board of Directors (with express powers of substitution), in conformity with article 7 of the Company Bylaws, the execution of this capital reduction resolution. The Board is to execute this resolution, on one or two dates, simultaneously to each of the Executions of the capital increase resolution mentioned in section above of this same Resolution, carrying out any proceedings, formalities and authorisations that are necessary or required by the Spanish Limited Liability Companies Law and any other applicable provisions; it shall adapt article 6 of the Company Bylaws to the new share capital figure; it must request the said amortisation and the subsequent capital reduction, designating the persons who can take part in the formalisation thereof.

(In relation to the previous agreement, the Managers' Report was unanimously approved in this regard, and is attached as an annex to this act)

10. Authorisation for the acquisition of own shares and for the reduction of the share capital:

Rendering void the authorisation granted in a resolution of the General Shareholders' Meeting of the company held on 4 May 2017, and pursuant to the provisions in articles 146 and related articles and 509 the Consolidated Text of the Spanish Limited Liability Companies Law, it is resolved to authorise the Board of Directors of the company and the Boards of Directors of the affiliates so that, during a term of one year from the date of this Meeting, which will be deemed to be automatically extended for identical periods up to a maximum of five years, unless the General Meeting resolves otherwise, and according to the conditions and requirements provided in the laws in force, they may acquire, at any time and as many times as they deem appropriate and by any means allowed by law, charged to profits for the year and/or freely disposable reserves, shares of the company, the nominal value of which added to that of the shares already held by the company and by its affiliates is not to exceed 10% of the share capital in issue or, as the case may be, of the maximum amount authorised by the law in force from time to time. The minimum price and the maximum price will respectively be the nominal value and the weighted average price corresponding to the last trading session prior to the transaction increased by 20%.

The Board of Directors of the company and the Boards of Directors of the affiliates are also authorised, for the term and according to the conditions established in the preceding paragraph, insofar as it is applicable, to acquire shares of the company by means of loans, at no expense or for a consideration, at an arm's length basis considering the market conditions and the characteristics of the transaction.

Express authorisation is provided so that the own shares acquired by the company or its affiliates under this authorisation may be destined fully or partially: (i) to the disposal or amortisation thereof, (ii) to be delivered to workers, employees or directors of the company or of the group, when there is a vested right, either directly or as a consequence of the exercise of the option rights which they hold, for the purpose established in the last paragraph of

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article 146.1 a), the Consolidated Text of the Spanish Limited Liability Companies Law, and (iii) to dividend reinvestment plans or similar instruments.

For the purpose of amortising treasury shares and delegating the execution thereof to the Board of Directors in conformity with what will be stated below, it is resolved to reduce the share capital, charged to profits or freely unrestricted reserves, by an amount equal to the total nominal value of the treasury shares that the company holds, directly or indirectly, on the date the agreement to be adopted by the Board of Directors.

Pursuant to article 7 of the Company Bylaws, the execution of the capital reduction herein is delegated to the Board of Directors (with express powers of substitution), and said execution may be carried out one or several times, within the maximum term of five years following the date of this resolution, carrying out any proceedings, formalities and authorisations that are necessary or required by the Spanish Limited Liability Companies Law and any other applicable provisions. The Board of Directors is specifically authorised so that, within the above-mentioned term and limits, it may (i) set the date(s) of the specific capital reduction(s), taking into consideration the market conditions, the share price, the company's economic and financial situation, its cash situation, reserves and business development, and any other aspects that should reasonably be considered; (ii) specify the amount of each capital reduction; (iii) determine the destination of the amount of the reduction, either to non-disposable reserves or to freely disposable reserves, furnishing guarantees, as the case may be, and meeting the requirements established by law; (iv) adapt article 6 of the Company Bylaws to the new amount of the share capital; (v) request the delisting of the amortised shares and, generally, adopt any resolutions required for the purpose of said amortisation and the subsequent capital reduction, designating the persons who can take part in the formalisation thereof.

The execution of this capital reduction will be subordinated to the execution of the capital reduction by amortisation of treasury stock proposed to the Annual General Shareholders' Meeting under item 7 of the Agenda, such that in no event may it prevent the execution of said resolution pursuant to the provisions therein.

(In relation to the previous agreement, the Managers' Report was unanimously approved in this regard, and is attached as an annex to this act)

11. To delegate to the Board of Directors the power to issue, on one or more occasions, within a maximum term of five years, securities convertible and/or exchangeable for shares of the Company, as well as warrants or other similar securities that may directly or indirectly provide the right to the subscription or acquisition of shares of the Company, for a total amount of up to three billion Euros; as well as the power to increase the capital stock by the necessary amount, along with the power to exclude, where appropriate, the preemptive subscription rights up to a limit of 20% of the capital stock.

To Authorize the Board of Directors, in accordance with the general framework for the issuance of debt obligations and under the provisions of Articles 286, 297, 401, 415, 417 and 511 of the Spanish Corporate Enterprises Act and 319 of the Regulations of the Business Registry, for the purposes of issuing negotiable securities in accordance with the following conditions:

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- a) Securities subject to the issuance.- Debt obligations and bonds, exchangeable for shares of ACS or any other company, whether or not it belongs to its Group, and/or convertible into shares of ACS, as well as warrants (options to subscribe for new ACS shares or to acquire existing shares of ACS or any other company, whether or not it belongs to its Group), or other similar securities that may directly or indirectly provide rights to the subscription or acquisition of the Company's shares.
- b) Term of the delegation.- The issuance of the securities subject to the delegation may be made in one or more tranches within the maximum term of five years from the date on which this agreement is adopted.
- c) Maximum amount.- The maximum total amount of the issuance or issuances of securities will be three billion Euros or the equivalent thereof in another currency. For the purpose of calculating the previous limit, in the case of warrants, the sum of the premiums and prices practiced for the warrants of the issuances that are agreed to under this delegation will be taken into account.
- d) Scope of the delegation.- The Board of Directors shall be entrusted with powers including, but not limited to, the power to determine, for each issuance, the respective amount, the place of issue - national or foreign - and the currency or tender and, if foreign, its equivalence in Euros; the denomination or modality, whether bonds or debt obligations, including subordinated debt, warrants (which may be settled in turn by the physical delivery of the shares or, as the case may be, for the respective differences), or any other provided for by Law; the date or dates of issue; the number of securities and their nominal value; in the case of warrants and similar securities, the issue and/or premium price, the price at which the options may be exercised -which may be fixed or variable- and the procedure, term and other conditions applicable to the exercise of the subscription right of the underlying shares or , where applicable, the exclusion of said right; the interest rate, fixed or variable, dates and procedures for payment of the coupon, including the possibility of fixing a remuneration indexed to the evolution of the share price of the Company or any other indices or parameters; the assumptions regarding the conversion; the type of reimbursement, premiums and tranches; the form of representation, through certificates or account entries; anti-dilution clauses; the framework for subscription and disbursement of the securities; the range of prices and the respective clauses of subordination that may exist; the laws which the issuance is subject to; and, in general, any other condition pertaining to the issuance, as well as, where appropriate, to appoint the commissioner and approve the fundamental rules that will govern the legal relationships between ACS and the shareholders' union holding the securities issued, if

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applicable, if the constitution of the aforementioned union is necessary or ordered.

Likewise, the Board of Directors is hereby authorized, when it deems it appropriate, when applicable, being subject to the conformity of the assemblies of the corresponding unions of shareholders of the said securities, to modify the conditions of the amortizations of the fixed-income securities issued and their respective term and the interest rate that, if applicable, accrues for those included in each of the issuances that are issued under this authorization.

- e) Basis and modalities for conversion and/or exchange.- It is hereby agreed upon to establish the following criteria:
- i. The securities issued under this agreement may be exchanged for shares of ACS or any other company, whether or not it belongs to its Group and/or convertible into shares of ACS, in accordance with a conversion ratio and/or fixed or variable exchange, determined or determinable, with the Board of Directors being empowered to determine whether they are convertible and/or exchangeable, as well as to determine if they are obligatorily or voluntarily convertible and/or exchangeable, even on a contingent basis, and in which case they are voluntary, according to the option of the respective holder or ACS, with the periodicity and during the term established in the indenture, which may not exceed ten years from the date of issue. The aforementioned maximum term will not apply to perpetual securities.
 - ii. The Board may also establish, in the event that the issuance is convertible and exchangeable, that the issuer reserves the right to select an option between the conversion into new shares or the respective exchange for outstanding shares of ACS, while specifying the origin of the shares to be delivered at the time of conversion or exchange, which may even choose to deliver a combination of newly issued shares with pre-existing shares of ACS, and even to execute the settlement of the difference in cash. In any case, the issuer must respect the equal treatment of all the holders of the fixed-income securities that convert and/or exchange on any given date.
 - iii. For the purposes of the conversion and/or exchange, the securities will be valued at their nominal price and the shares at the fixed exchange rate established in the resolution of the Board of Directors in which this delegation is used, or at the variable exchange to be determined on the date or dates indicated in the Board's own resolution, based on the market value of the ACS shares on the date(s) or period(s) used as a reference in the respective agreement. In any case, the fixed exchange rate determined in this manner may not be less than the average exchange

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rate of the shares in the Continuous Market of the Spanish Stock Exchanges in which ACS shares are listed, based on the closing prices, for a period to be determined by the Board of Directors, not exceeding three months and not less than five calendar days prior to the date of adoption of the resolution to issue the fixed income securities by the Board of Directors or the date of payment of the securities by the subscribers, with a premium or, where appropriate, a discount on said price per share, although in the event of fixing a discount on the price per share, this may not be higher than twenty percent (20%) of the value of the shares that are established as the reference in accordance with the provisions set forth above. In addition, a minimum and/or maximum reference price for the shares may be established for the purposes of conversion and/or exchange, under the terms deemed appropriate by the Board.

- iv. It may also be agreed upon to issue convertible and/or exchangeable fixed income securities with a variable conversion and/or exchange ratio. In this case, the price of the shares for the purposes of the conversion and/or exchange will be the arithmetic average of the closing prices of the shares of ACS in the Continuous Market during a period to be determined by the Board of Directors, not more than three months and not less than five calendar days before the date of conversion and/or exchange, with a premium or, as the case may be, a discount on said price per share. The premium or discount may be different for each date of conversion and/or exchange of each issue (or, if applicable, each tranche of an issuance), although in the case of setting a discount on the price per share, this may not be greater than twenty percent (20%) of the value of the shares used as a reference in accordance with the foregoing. In addition, a minimum and/or maximum reference price for the shares may be established for the purposes of conversion and/or exchange, under the terms deemed appropriate by the Board.
 - v. When the conversion and/or exchange is applicable, the fractions of shares that should be delivered to the holder of the debt obligations will be rounded off by default to the next lower whole number and each holder will receive cash, if the difference that in such case may occur, is duly contemplated in the conditions of the issuance.
 - vi. In no case may the value of the share for the purposes of the conversion ratio of the debentures for shares be lower than its nominal value. Likewise, debentures may not be converted into shares when the respective nominal value is lower than the said shares.
- f) Basis and modalities for exercising warrants and other similar securities.- In case of issuance of warrants, it is hereby agreed upon to establish the following criteria:

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(i) In the case of issuances of warrants, to which the provisions of the Spanish Corporate Enterprises Act for convertible debentures shall be applied by analogy, for the determination of the basis and modalities of the respective exercising of options, the Board of Directors shall be empowered to determine, in the broadest terms, the criteria applicable to the exercise of the subscription or acquisition rights of shares of ACS or of another company, of the Group or not, or a combination of any of them, derived from the securities of this class, provided that they are issued under the protection provided for herein, while in relation to such issues applying the criteria established in section e) above, with the necessary adaptations in order to make them compatible with the legal and financial regulations, which the said class of securities are pursuant to.

(ii) The foregoing criteria shall apply, mutatis mutandis and insofar as they are applicable, in relation to the issuance of fixed income securities (or warrants) exchangeable for shares of other companies. If applicable, the references to the Spanish Stock Exchanges will be considered to be made, where appropriate, to the markets where the indicated shares are listed.

g. This authorization granted the Board of Directors also includes, without limitation, the delegation in its favor of the following powers:

(i) The power for the Board of Directors to totally or partially exclude the preemptive subscription rights of the shareholders. In the event that the issuance of the convertible securities excludes the preemptive subscription rights of the shareholders, the Company will only issue convertible securities when the capital increase necessary for their conversion, added to the increases that, if applicable, would have been agreed upon under other authorizations granted by the General Meeting, does not exceed twenty percent (20%) of said total amount of the capital stock at the time of the authorization.

(ii) The power to increase the capital in the amount necessary to meet the requests for conversion and/or exercising of the preemptive rights pertaining to the shares. This power can only be exercised to the extent that the Board, by adding the capital that it increases to meet the issuance of convertible bonds, warrants and other securities similar to these and the other capital increases that would have been agreed upon under the authorization granted by this General Shareholders' Meeting, does not exceed the limit of half of the amount of the capital stock at the time of authorization, as provided for under Article 297.1. (b) of the Spanish Corporate Enterprises Act. This authorization for the capital increase includes issuing and putting into circulation, on one or more occasions, the shares representing it that are necessary to carry out the conversion and/or exercise of the subscription rights of the respective shares, as well as amending the wording of the articles of the Corporate Bylaws relative to the capital stock

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and, if applicable, cancel the part of said capital increase that would not have been necessary for the conversion and/or exercise of the subscription rights of the respective shares.

(iii) The power to develop and specify the bases and modalities of the conversion, exchange and/or exercise of subscription rights and/or acquisition of shares, derived from the securities to be issued, while taking into account the criteria established in the previous sections.

(iv) The delegation to the Board of Directors includes the broadest powers that are necessary under the Law for the interpretation, application, execution and development of the agreements for the issuance of securities convertible or exchangeable for shares of ACS, on one or more occasions, and the corresponding capital increase, while also granting powers for the rectification and extension of said agreements as much as required, as well as for the fulfillment of all requirements that were legally required to properly execute them, while being able to correct omissions or defects of said agreements, as indicated by any authorities, officials or organizations, whether national or foreign, and being furthermore authorized to adopt any agreements and grant as many public or private documents as deemed necessary or convenient.

h. Admission to negotiation. - The power to request admission, permanence in trading, or exclusion from negotiation, where appropriate is hereby delegated to the Board of Directors, in official or unofficial secondary markets, organized or not, whether national or foreign, as well as in multilateral systems of negotiation or in general, any market in which the securities and/or the new ordinary shares that may be issued to attend the conversion of the securities issued under this agreement may be listed for trading.

i. Guarantee of issuances of convertible and/or exchangeable fixed-income securities or warrants by subsidiaries. - The Board of Directors is also authorized to guarantee, on behalf of ACS, within the limits indicated above, the new issuances of convertible and/or exchangeable fixed income securities or warrants that, during the term of this agreement, the subsidiaries may come to execute.

j. Power to substitute - The Board of Directors is expressly authorized so that it may in turn delegate, pursuant to the provisions in Article 249.bis (1) of the Spanish Corporate Enterprises Act, the powers referred to in this resolution.

The present delegation of powers to the Board of Directors replaces that which was conferred by the General Shareholders Meeting of the Company held on May 29, 2014, which, as a result, will be rendered null and void.

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12. To empower any of the members of the Board of Directors to jointly and severally execute the resolutions adopted, by signing as many public or private documents deemed necessary or appropriate, and even rectify such resolutions exclusively for the purpose registering them with the corresponding Spanish Mercantile Registry.