



## **OBRASCON HUARTE LAIN, S.A.**

### ***Notice of call of an Extraordinary General Shareholders Meeting***

The Board of Directors of OBRASCON HUARTE LAIN, S.A., in its meeting seated on 20 November 2017 agrees to convene the Extraordinary General Shareholders Meeting, that will take place in Madrid, at Paseo de la Castellana 33, on 8 January 2018 at 12 hours at first call and on 9 January 2018 at the same time and place at second call, to adopt the following resolutions according to the following

#### **AGENDA**

- First.-** Approval, in compliance with article 160.f) of the Spanish Companies Act, of the sale by the Company of all the issued shares of OHL Concesiones, S.A.U. to Global Infracore Spain, S.L.U., a company controlled by IFM Investors Pty Ltd.
- Second.-** Ratification of the appointment by co-option by the Board of Directors and appointment of Mr Juan Luis Osuna Gómez as member of the Board of Directors for a period of four (4) years, with the qualification of executive director.
- Third.-** Ratification of the appointment by co-option by the Board of Directors and appointment of Mr Javier Goñi de Cacho as member of the Board of Directors for a period of four (4) years, with the qualification of proprietary director.
- Fourth.-** Reduction of the share capital by means of redemption of the 12,210,709 existing treasury shares held by the Company, representing 4.087% of the share capital. Subsequent amendment of article 5 of the by-laws.
- Fifth.-** Amendment of the Remuneration Policy of the directors.
- Sixth.-** Approval of a special bonus to the Chief Executive Officer.
- Seventh.-** Delegation of powers to the Board of Directors, with express power of substitution, and the development, execution, notarization and filing of any approved resolution.

#### **RIGHT TO INFORMATION:**

Shareholders have a right to examine at the registered address of the Company, located in Madrid, at Paseo de la Castellana no. 259 D, Torre Espacio, or through the Web Page of the Company ([www.ohl.es](http://www.ohl.es)), as well as the right to obtain the delivery or the free shipment, of a copy of the following documents:

- Notice of call of the Extraordinary General Shareholders Meeting.
- The complete text of the proposed resolutions drafted by the Board of Directors in relation with the items on the Agenda.
- Report issued by the Board of Directors in relation with the First Item on the Agenda, which includes a summary of the main terms and conditions of the transaction for the sale of one hundred per cent (100%) of the shares in OHL Concesiones, S.A.U.



- Report issued by the Appointments and Remuneration Committee in relation with the appointment proposal of Mr Juan Luis Osuna Gómez as member of the Board of Directors, issued in accordance with article 529 *quindecies* of the Spanish Companies Act.
- Explanatory report by the Board of Directors assessing the competence, experience and merits of Mr Juan Luis Osuna Gómez issued in accordance with article 529 *decies* of Spanish Companies Act including the identity, *curriculum vitae* and category of the board member whose appointment is proposed.
- Report issued by the Appointments and Remuneration Committee in relation with the appointment proposal of Mr Javier Goñi de Cacho as member of the Board of Directors, issued in accordance with article 529 *quindecies* of the Spanish Companies Act.
- Explanatory report by the Board of Directors assessing the competence, experience and merits of Mr Javier Goñi de Cacho issued in accordance with article 529 *decies* of Spanish Companies Act including the identity, *curriculum vitae* and category of the board member whose appointment is proposed.
- Explanatory report issued by the Board of Directors in relation with the reduction of share capital and subsequent amendment of article 5 of the by-laws, issued in accordance with article 286 of the Spanish Companies Act.
- Report containing the reasoned proposal of the Board of Directors in relation with the amendment of the Remuneration Policy of the directors of the Company currently in force, which approval will be submitted to the General Meeting, issued in accordance with article 529 *novodecies* of the Spanish Companies Act.
- Report issued by the Appointments and Remuneration Committee regarding the amendment of the Policy on the Remuneration Policy of the directors of the Company, issued in accordance with article 529 *novodecies* of the Spanish Companies Act.
- Report issued by the Appointments and Remuneration Committee regarding the proposal of payment of a special bonus to the Chief Executive Officer.
- Total number of shares and voting rights of Obrascón Huarte Lain, S.A. on the date of the call of the General Meeting.

All documentation regarding the General Meeting will be available on the Web Page of the Company ([www.ohl.es](http://www.ohl.es)) from the present date and until the seating of the General Meeting

Shareholders may request to the Board of Directors the information or explanations or submit in writing those questions they consider deem on the issues included in the agenda as well as the explanations they deem necessary on the information of public domain provided by the Company to the Spanish National Stock Market Commission from the seating of the last general meeting (9<sup>th</sup> May, 2017) and on the Auditor Report up to five days before the seating of the Meeting. To this end, shareholders may contact the Shareholders Relations Department (by telephone 91.348.41.57, or by [email: relacion.accionistas@ohl.es](mailto:relacion.accionistas@ohl.es) ).

Shareholders representing at least 3% of the capital may, within this same period, file duly justified agreement proposals on the items already included in the agenda of the General Meeting. Shareholders may exercise this right by means of certified notice sent to the registered address within the five (5) days following the publication of the call.



## **ELECTRONIC FORUM FOR SHAREHOLDERS**

Pursuant to article 539.2 of the Spanish Companies Act, OBRASCON HUARTE LAIN, S.A. has enabled an Electronic Forum for Shareholders at its website ([www.ohl.es](http://www.ohl.es)), on occasion of the call for the General Meeting, which may be accessed with due safeguards by both individual shareholders and voluntary share pools that may be formed in compliance with legislation in force, to facilitate their communication prior to the assembly of the General Meeting.

Shareholders may publish in the forum proposals intending to submit them as a supplement to the Agenda announced in the notice of call, adhesions to such proposals, initiatives to achieve the sufficient percentage to exercise a minority right contemplated by the law and offers of or requests for voluntary proxy.

The Forum does not provide a channel for communication between the Company and its shareholders and is enabled only to facilitate communication between the shareholders of the Company for assembly of the General Meeting.

To access the Forum, shareholders must obtain a specific password through the website ([www.ohl.es](http://www.ohl.es)) following the instructions and subject to the conditions for its use approved by the Board of Directors.

## **RIGHTS OF ATTENDANCE, PROXY AND VOTING:**

Pursuant to article 13 of the by-laws, all the Company's shareholders may attend the General Meeting. For shareholders to have the right to speak and to vote at the General Meeting it shall be a requirement of the essence for them to have entered their shares on the relevant Stock Register at least five (5) days in advance to the date set for the first call of the meeting and for them to bear the relevant attendance card. The attendance card may be replaced by the appropriate certificate of entitlement issued for such purpose by the responsible or adhered entity.

Any shareholder having the right to attend may be represented at the General Meeting by another person, who may not be a shareholder. Proxies must be granted in writing. Shareholders intending to attend by proxy shall sign and complete the attendance card recording the identity of the person to attend representing them and, in the case of precise instructions, whether the representative is to vote in favor or against. The designated representative must appear bearing the attendance card and his/her national identity document or passport (and public deed of power of attorney if the shareholder in question is a legal person) at the place where the General Meeting is to be held within two (2) hours before the hour set for commencement of the meeting or send it before the date on which the General Meeting is to be held, by post mail to OBRASCON HUARTE LAIN, S.A. (to Departamento de Relación con Accionistas, Paseo de la Castellana, nº 259 D, Torre Espacio, Madrid). Shareholders may use for such purpose the original attendance cards sent to them, on occasion of the call for the General Meeting, by the entities responsible for the book entry of their shares.

In addition, shareholders may grant their proxies prior to the assembly of the General Meeting through electronic procedures that provide due safeguards of the proxy granted and the identity of the grantor. The granting of the proxy through electronic procedures and its notification to the Company shall be carried out through the website of the Company ([www.ohl.es](http://www.ohl.es)) using the section specifically enabled for the purpose. To certify their identity, shareholders willing to grant a proxy through an electronic notice shall evidence their identity using an electronic Spanish I.D. Document or a recognized or advanced electronic signature, based on a valid recognized electronic certificate, issued by the Spanish Public Certifying Entity (*Entidad Pública de Certificación Española - "CERES"*), reporting to the Spanish Mint (*Fábrica Nacional de Moneda y Timbre*).



Proxies granted as established in the above paragraphs may be revoked, expressly and through the same procedure used to grant them. The revocation shall be enforceable against the Company provided that it was received by the Company at least five (5) days in advance to the date for which the General Meeting is scheduled at first call. In addition, proxies shall be deemed revoked upon attendance in person at the meeting by the shareholder that granted them or upon sale of the shares granting shareholder status at least five (5) days before the date scheduled for the Shareholders' Meeting to be held at first call.

Shareholders having the right to attend may cast their votes through remote means relating to proposals for resolutions on items included on the Agenda by post mail or electronically. To send their votes by post mail, shareholders must send the attendance card duly signed and completed for the purpose to OBRASCON HUARTE LAIN, S.A., (to the Shareholders Relations Department, at Paseo de la Castellana, nº 259 D, Torre Espacio, Madrid). Votes sent by mail must be received within ten (10) days after the date of the notice of call. Shareholders that send their votes by mail as provided for above shall be deemed present for the purposes of assembly of the General Meeting. Votes cast as provided for above may be rendered null and void on the terms contemplated by article 13 of the by-laws. In addition, shareholders having the right to attend may also exercise their voting rights electronically. For such purpose, shareholders must access the section especially enabled for this purpose in the Company's website ([www.ohl.es](http://www.ohl.es)). Votes may be cast electronically from the day after of publication of the notice of call until at least five (5) days before the date scheduled for the General Meeting at first call. Votes cast through remote means may be revoked through the same procedure used to cast them, expressly and within the term established to cast them and by attendance in person at the meeting of the shareholder that cast the vote or in the event of sale of shares that confer shareholder status to the relevant shareholder at least five (5) days in advance to the date scheduled for the General Meeting to be held at first call.

The personal data that the shareholders may provide to the Company exercising their rights of attendance, proxy and voting on occasion of the assembly of the General Meeting or that may be provided by banking institutions and securities broker or broker-dealer firms, where the relevant shareholders have deposited their shares, through the entity legally enabled to manage book entries, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR), shall be processed to manage the implementation and control of the Company's shareholder relations, the delivery of any information requested by the shareholders prior to the notice of call and the holding, recording and broadcasting of Shareholders' Meetings. Data subjects may send their requests for access, rectification, cancellation and objection in compliance with Basic Law 15/1999, of December 13, Personal Data Protection Law (*Ley de Protección de Datos de Carácter Personal*), through a written notice sent to the registered office of the Company, OBRASCON HUARTE LAIN, S.A., (to the Shareholder Relations Department), at Paseo de la Castellana, nº 259 D, Torre Espacio, Madrid.

The Board of Director has requested the presence of a Notary Public so that he can execute a notarial certificate of the General Shareholders Meeting.

It is forecast that the General Meeting will be held at second call.

Madrid, 30 November 2017.

Jose Maria del Cuvillo Pemán  
Secretary of the Board of Directors