

## SACYR, S.A. ORDINARY GENERAL SHAREHOLDERS MEETING APRIL 2021

Attendance, proxy and remote voting card for the Ordinary General Shareholders Meeting of Sacyr, S.A., which will be held exclusively online on 28 April 2021, at 12:00 pm, on first call or, if not having achieved the minimum quorum, on second call, at the same time and in the same manner on 29 April 2021, (if it is foreseeable that it will be held on second call).

### Right of attendance, proxy and voting

Shareholders who are holders of at least 151 shares and registered in the corresponding book entries five days before the holding of the General Meeting, may attend the General Meeting online, delegate or exercise the right to vote remotely.

Shareholders who are not holders of the required minimum number of shares may delegate another person as a proxy who has either the minimum number of shares required or group together with other shareholders who are in the same situation to assemble the necessary shares and conferring their representation to one of them.

### Shareholder identification details

| Name or Company name (*) | Tax | No. of shares |
|--------------------------|-----|---------------|
|                          |     |               |

(\*) In the event that the shareholder is a legal person, the name and tax identification number of the aforementioned legal person must be recorded, as well as the name, tax identification number and position of the natural person who is acting on their behalf.

### Depository entity of the shares:

### 1. ONLINE ASSISTANCE

The General Meeting will be held exclusively online.

Shareholders who wish to attend online must previously register in “2021 General Meeting”, under the section “voting, electronic proxy and pre-registration for online attendance” on the Company’s corporate website ([www.sacyr.com](http://www.sacyr.com)), before 11:59 am, 27 April 2021. After this time, no pre-registration will be accepted to exercise the right to online attendance.

Shareholders who have previously registered to attend the online General Meeting must connect on the day of the General Meeting on the Company’s corporate website ([www.sacyr.com](http://www.sacyr.com)), in the section “Online Attendance”, by following the procedure provided for in the notice of the call.

### 2. PROXY (\*\*)

#### 2.1. PROXY BY POST MAIL

Any shareholder who does not wish to attend the General Meeting may grant their representation to any other person (proxy). For this purpose, the representation must be notified, well in advance, to the Sacyr, S.A. Shareholders Department, to the registered office (C/Condesa de Venadito, 7 - 28027 Madrid) or by email to [accionistas@sacyr.com](mailto:accionistas@sacyr.com). The proxy must connect on the day of the General Meeting on the Company’s corporate website ([www.sacyr.com](http://www.sacyr.com)), in the section “Online Attendance”, by following the procedure provided for in the notice of the call.

The shareholder of this card confers their representation to:

(Mark only one of the following boxes and, if applicable, designate the proxy. For this representation to be valid, the delegating shareholder and the proxy must sign in the space designated for this purpose)

- Chairperson of the General Shareholders Meeting
- Mr./Ms. .... National ID no. ....

Any delegation that does NOT contain an express appointment of the specific person, natural or legal, to be the proxy, will be understood as being conferred on the Chairperson of the General Meeting.

To confer your voting instructions, mark the corresponding box with a cross in the following table, where it is understood that any unmarked boxes are votes cast FOR the proposals of the Board of Directors:

| Agenda       | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 10.1 | 10.2 | 10.3 | 11 | 12 | 12.1 | 12.2 | 13 | 14 | 15 | 16 |  |
|--------------|---|---|---|---|---|---|---|---|---|----|------|------|------|----|----|------|------|----|----|----|----|--|
| Vote for     |   |   |   |   |   |   |   |   |   |    |      |      |      |    |    |      |      |    |    |    |    |  |
| Vote against |   |   |   |   |   |   |   |   |   |    |      |      |      |    |    |      |      |    |    |    |    |  |
| Abstain      |   |   |   |   |   |   |   |   |   |    |      |      |      |    |    |      |      |    |    |    |    |  |

If my proxy is the Chairperson of the General Meeting, or another director, and there is a conflict of interest in relation to any of the proposed resolutions, whether on the agenda or not, and, furthermore, if precise voting instructions were not given, the proxy will be understood as being the Secretary of the Board or, in the event of the Secretary’s absence, conflict of interest or impossibility, the Vice Secretary of the Board, who will vote in line with the previous indications of this document. If you do not accept such delegation, mark the following box **NO**  in which case it will be considered that the shareholder instructs the proxy to abstain from voting.

(Please be informed that (i) all directors could be in a possible situation incurring a conflict of interest regarding items four and seven on the agenda; (ii) any directors awaiting their ratification, re-appointment or appointment are in a situation incurring a conflict of interest regarding the item for which such resolution is sought; (iii) the Chairperson - Executive Director regarding points eight and nine; (iii) in the event that, as permitted by the applicable regulation, if any of the proposals are presented before the General Meeting referred to in section 526.1 b) and c) of the Spanish Corporate Enterprises Act, the directors affected by such proposals would find themselves incurring in a conflict of interest should they cast a vote on them).

**Voting instructions for any proposals that may be presented by the Board of Directors not on the agenda included in the call:**

I expressly instruct my proxy to vote in accordance with what I indicate below for the proposed resolutions that may be presented by the Board of Directors after the call for the General Meeting is announced, and it must be considered that, if I DO NOT mark any box, I am giving precise instructions so that my vote is cast FOR of the proposals presented by the Board of Directors:

For       Abstain       Against

**Voting instructions for any proposals that have not been presented by the Board of Directors:**

I expressly instruct my proxy to vote in accordance with what I indicate below for the proposed resolutions that have not been presented by the Board of Directors, and it must be considered that, if I DO NOT mark any box, I am giving precise instructions so that my vote is cast AGAINST the proposals

For       Abstain       Against

Shareholder's signature

Signature of proxy

In ....., on ..... 2021

In ....., on ..... 2021

**2.2. ELECTRONIC PROXY VOTING**

A shareholder who chooses to be represented electronically must previously register in "2021 General Meeting", under the section "voting, electronic proxy and pre-registration for online attendance" on the Company's corporate website ([www.sacyr.com](http://www.sacyr.com)), before 11:59 am, 27 April 2021. After this time, no pre-registration will be accepted to the exercise the right to online attendance.

The proxy must connect on the day of the General Meeting on the Company's corporate website ([www.sacyr.com](http://www.sacyr.com)), in the section "Online Attendance", by following the procedure provided for in the notice of the call.

Shareholders who choose to be represented electronically, in accordance with the provisions of the announcement of the call and on the Company's website ([www.sacyr.com](http://www.sacyr.com)), must be received by Sacyr, S.A. before 11:59 am, 27 April 2021.

**3. ABSENTEE VOTING (\*\*)**

**3.1. POSTAL VOTING**

Shareholders who choose to vote remotely by postal mail must mark the corresponding box with an X, and depending on how they cast their vote, it should be understood that any unmarked boxes are votes cast FOR the proposals of the Board of Directors:

| Agenda       | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 10.1 | 10.2 | 10.3 | 11 | 12 | 12.1 | 12.2 | 13 | 14 | 15 | 16 |  |
|--------------|---|---|---|---|---|---|---|---|---|----|------|------|------|----|----|------|------|----|----|----|----|--|
| Vote for     |   |   |   |   |   |   |   |   |   |    |      |      |      |    |    |      |      |    |    |    |    |  |
| Vote against |   |   |   |   |   |   |   |   |   |    |      |      |      |    |    |      |      |    |    |    |    |  |
| Abstain      |   |   |   |   |   |   |   |   |   |    |      |      |      |    |    |      |      |    |    |    |    |  |

**Voting instructions for any proposals that may be presented by the Board of Directors not on the agenda included in the call:**

I expressly instruct my vote to be cast in accordance with what I indicate below for the proposed resolutions that may be presented by the Board of Directors after the call for the General Meeting is announced, and it must be considered that, if I DO NOT mark any box, I am giving precise instructions so that my vote is cast FOR of the proposals presented by the Board of Directors:

For       Abstain       Against

**Voting instructions for any proposals that have not been presented by the Board of Directors:**

I expressly instruct my vote to be cast in accordance with what I indicate below for the proposed resolutions that have not been presented by the Board of Directors, and it must be considered that, if I DO NOT mark any box, I am giving precise instructions so that my vote is cast AGAINST the proposals

For       Abstain       Against

Voting shareholder's signature

In ....., on ..... 2021

**3.2. ELECTRONIC VOTING**

A shareholder who chooses to vote remotely by electronic means must previously register in "2021 General Meeting", under the section "voting, electronic proxy and pre-registration for online attendance" on the Company's corporate website ([www.sacyr.com](http://www.sacyr.com)), before 11:59 am, 27 April 2021. After this time, no pre-registration will be accepted to the exercise the right to online attendance.

Shareholders who have previously registered to attend the online General Meeting **must connect on the day of the General Meeting** on the Company's corporate website ([www.sacyr.com](http://www.sacyr.com)), in the section "Online Attendance", by following the procedure provided for in the notice of the call.

**(\*\*)** In the event of signing both sections "Remote Voting" and "Proxy", section 2 "Remote Voting" will prevail and the proxy will be rendered ineffective.

#### Personal information:

Sacyr, S.A. will process the personal data that you have provided, so as to manage the calling and holding of the General Meeting, including your attendance and, where appropriate, your intervention. You can exercise the rights provided for under articles 15 to 22 of Regulation (EU) 2016/679, by means of a notice with the subject matter "Data Protection" along with your request to the following address: Sacyr, S.A., c/ Condesa de Venadito, 7, 28027 – Madrid, o a través de la dirección [protecciondatos@sacyr.com](mailto:protecciondatos@sacyr.com).

Please refer to the additional and more detailed information on Data Protection in the Notice for Convening of the Ordinary Shareholders Meeting on the Company's website ([www.sacyr.com](http://www.sacyr.com)).

### AGENDA

#### **ITEMS CONCERNING THE FINANCIAL STATEMENTS, COMPANY MANAGEMENT AND AUDIT**

**One.** Review and approval, where appropriate, of the individual financial statements and individual management report of Sacyr, S.A. and the consolidated financial statements and consolidated management report of Sacyr, S.A. and its subsidiaries, for the year ended 31 December 2020.

**Two.** Review and approval, where appropriate, of the non-financial information statement for the year ended 31 December 2020.

**Three.** Review and approval, where appropriate, of the proposed application of the profit or loss for the year ended 31 December 2020.

**Four.** Review and approval, where appropriate, of the Board or Director's performance during the year ended 31 December 2020.

**Five.** Re-appointment of Ernst & Young, S.L. as the external auditor for Sacyr, S.A. and its subsidiaries for 2021.

#### **ITEMS CONCERNING THE BOARD OF DIRECTORS**

**Six.** Ratification of the interim reappointment of Mr. Raimundo Baroja Rieu as director, classified as a proprietary director.

**Seven.** Consultative vote regarding the Annual Report on 2020 Director Remuneration.

**Eight.** Review, and where appropriate, approve an amendment to the Directors Remuneration Policy for the years 2020, 2021 and 2022, for the purposes of section 529 r of the Revised Text of the Spanish Capital Companies Act.

**Nine.** Review and approval, where applicable, for the issuance of the remuneration in shares to the executive director, pursuant to the Long-Term Incentive Plan 2020-2025 and in accordance with the provisions of section 219 of the Revised Text of the Spanish Capital Companies Act.

#### **ITEM CONCERNING THE AMENDMENT TO THE COMPANY BYLAWS**

**Ten.** Amendment to the Company Bylaws.

**10.1.** Amendment of Articles 24 (Quorum of the General Meeting) 25 (Right to Attend), 26 (Authorization to attend), 27 (Representation at the General Meeting), 30 (List of Attendees), 31 (Debating at the General Meeting) , 32 (Right to Information) and 34 (Remote Voting) of the Company Bylaws, so as to include remote attendance at the General Meetings, guaranteeing and ensuring the exercise of the rights of the shareholders and their proxies.

**10.2.** Amendment of Articles 23 (Call of the General Meeting), 28 (Place and Time of the General Meeting) and 36 (Minutes of the General Meeting) of the Company Bylaws, relating to the holding of Remote General Meetings, in order to respond the need to provide statutory provisions for the possibility of holding fully remote General Meetings, ensuring and guaranteeing the rights of the shareholders and their proxies.

**10.3.** Amendment of Articles 23.3 e) (Call of the General Meeting) and 37 (Regulations of the Board of Directors) of the Company Bylaws in order to provide that the board of directors will be made up exclusively of individuals.

#### **ITEM CONCERNING THE AMENDMENT TO THE REGULATIONS GOVERNING THE GENERAL SHAREHOLDERS MEETING**

**Eleven.** Amendment to the Regulations Governing the General Shareholders Meeting.

Amendment of Articles 5 (Notice of Call), 6 (Available Information on the date of the Call), 7 (Right to Information prior to the Holding of the General Meeting), 8 (Proxy Voting), 9 (Attendance), 10 (Place of the General Meeting), 11 (Organization and Logistics of the In-Person General Meeting), 13 (Attendee List), 15 (Opening of the General Meeting), 16 (Requests to Take the Floor), 17 (Quorum of the General Meeting), 18 (Taking the Floor), 19 (Right to Information during the General Meeting), 20 (Proposals), 21 (Postponement and Adjournment of the General Meeting), 22 (Casting Votes using Remote means of Communication) and 26 (Minutes of the General Meeting) of the Regulations of the General Meeting and to include two Articles 2a (Means of Holding Meetings) and 11a (Organization and Logistics of a General Meeting held Remotely), for the purposes of updating and reviewing the content of the General Shareholders Meeting so as to bring them into line with the changes made to the Company Bylaws.

## **ITEM CONCERNING THE AMENDMENT TO THE SHARE CAPITAL AND SHAREHOLDER REMUNERATION**

**Twelve.** Share capital increase, charged to profits or reserves.

**12.1.** Approval of a first capital increase charged to profits or reserves ("*scrip dividend*"), for a maximum nominal amount of eighteen million euros, (EUR 18,000,000) through the issuance of new ordinary shares with a par value of one euro each one, without share premium, of the same class and series as those currently in circulation and with an incomplete subscription/allocation forecast; consequent amendment of the corresponding article of the Company Bylaws. Commitment to acquire the free allocation rights at a guaranteed fixed price. Application for admission to trading of the New Shares that are issued. Delegation of powers to the Board of Directors, with express powers to delegate, to determine the conditions of the capital increase in everything not provided for by this General Meeting, to carry out the necessary acts for their execution and to adopt the text of Article 5 of the Company Bylaws.

**12.2.** Approval of a second capital increase charged to profits or reserves ("*scrip dividend*"), for a maximum nominal amount of eighteen million euros, (EUR 18,000,000) through the issuance of new ordinary shares with a par value of one euro each one, without share premium, of the same class and series as those currently in circulation and with an incomplete subscription/allocation forecast; consequent amendment of the corresponding article of the Company Bylaws. Commitment to acquire the free allocation rights at a guaranteed fixed price. Application for admission to trading of the New Shares that are issued. Delegation of powers to the Board of Directors, with express powers to delegate, to determine the conditions of the capital increase in everything not provided for by this General Meeting, to carry out the necessary acts for their execution and to amend the text of Article 5 of the Company Bylaws to bring it into line with the changes.

## **ITEM CONCERNING POWERS OF ATTORNEY GRANTED BY THE BOARD OF DIRECTORS**

**Thirteen.** Powers conferred on the Board of Directors, with powers to delegate, for a maximum period of five years, to issue securities (including, in particular, debentures, bonds and warrants) exchangeable for or with the right to acquire outstanding shares in Sacyr, S.A. or of other companies, and/or convertible into or with the right to subscribe newly issued shares in the Company, up to a maximum of five hundred million euros (EUR 500,000,000), or the equivalence in any other currency, and to guarantee the issues of the securities issued by the other group companies. Establishing the criteria to determine the conditions and modalities of the conversion and/or exchange. Grant, with powers to delegate, the Board of Directors the power to increase the capital by the amount considered necessary, as well as to exclude the right of pre-emption for the issue of securities. Revoking of prior powers of attorney

**Fourteen.** Powers conferred on the Board of Directors, with powers to delegate, for a maximum period of five years, to issue fixed income securities (including, in particular, debentures, bonds and promissory notes) and preference shares for a maximum limit of one thousand five hundred (1,500) million euros, or the equivalence in any other currency, and to guarantee the securities issued by other Sacyr, S.A. group companies. Revoking of previously conferred powers

**Fifteen.** Powers conferred on the Board of Directors for the derivative acquisition of own shares by Sacyr, SA or companies in its group. Revoking of previous powers of attorney. Capital reduction, where appropriate, for the redemption of shares, where the Board of Directors is empowered to carry such out.

**Sixteen.** Powers conferred on the Board of Directors to interpret, amend, complement, execute and develop the resolutions adopted by the Shareholders Meeting, as well as to replace the powers granted by the General Meeting, and to grant powers to record such resolutions as notarial instruments.