



REQUIREMENTS AND PROCEDURES TO CREDIT THE OWNERSHIP OF SHARES; RIGHT TO ATTEND THE GENERAL SHAREHOLDERS' MEETING; AND EXERCISE OR DELEGATION OF THE RIGHT TO VOTE

The Ordinary General Shareholders' Meeting will be held in accordance with the Regulations of the General Meeting available on the Sacyr, S.A. website (www.sacyr.com), on the CNMV website and in the Commercial Registry, the Sacyr, S.A. By-laws, the Corporate Law and, in view of the current circumstances and the restrictions imposed and recommendations issued by the authorities in relation to the mobility of persons and the holding of meetings, as agreed by the Governing Body in its meeting held on March 24, 2022:

I.- Right of attendance and right voting

Shareholders who, under the terms established in the Company's Bylaws, hold at least a number of shares which aggregate joint value exceeds one hundred and fifty Euros (€150), i.e. at least, one hundred and fifty-one (151) shares, and have them registered in their name in the corresponding accounting records at least five days prior to the date of the General Meeting (the General Meeting is scheduled to be held on April 28, 2022, on second notice) have the right to attend the General Meeting in person or remotely. Shareholders who are not holders of the minimum number of shares required to attend may confer in writing the representation of said shares in a person with the right to attend, because they are holders or have delegation of the minimum number of shares required, or group with other shareholders who are in the same situation, until they meet the necessary number of shares, conferring their representation in writing to one of them.

The right to attend is delegable in accordance with the provisions on this matter found in the Corporate Law, in the By-laws and in the Regulations of the General Meeting.

1. Attendance in person

The attendance cards will be issued by the entities participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR) as applicable. The registration of in person attendance cards will begin two hours before the one indicated for the celebration of the General Meeting. In order to prove the identity of the shareholders or their representatives, at the entrance of the venue where the General Meeting will be held, attendees may be asked to prove their identity by submitting the national identification document, foreigner identification card or passport; in the case of a legal entity shareholder, a document accrediting the sufficient representative powers of the attending natural person may also be required.

2. Remote Attendance

A) Pre-registration

The shareholder who wishes to attend the General Meeting electronically must register before 11:59 am. on April 26, 2022 at the link "General Meeting 2022", section "Remote



voting, delegation and prior registration", of the (www.sacyr.com) corporate website. After that time, no further registrations will be accepted for the exercise of the right of remote attendance.

The above-mentioned prior registration will be carried out by any of the following means: (i) electronic DNI (Spanish identification document) or (ii) Recognized or advanced electronic signature, based on a recognized and current electronic certificate, issued by the Spanish Public Certification Entity (CERES), dependent on the Royal Mint.

In order for a legal entity shareholder to be able to attend electronically, the proxy who is going to complete the registration procedure on behalf of the legal entity shareholder must previously prove their representation and their identity by sending the attendance card issued in the name of the legal entity shareholder by the Company or by the depositary entity, duly filled in and signed, together with a copy of the official document accrediting the identity of the proxy and a copy of the document proving the power of attorney that allows him/her to act on behalf of the legal entity shareholder, to the attention of the Shareholders Department of Sacyr, S.A., at the registered office (7, Condesa de Venadito Street 28027-Madrid) or by email addressed to accionistas@sacyr.com, before 11:59 am. of April 26, 2022. Once the documentation has been received and after its verification, the representative may attend the General Meeting electronically.

In order for the person who has been granted delegation in their favor to be able to attend the General Meeting electronically, the shareholder who granted it must have informed the representative of said delegation and sent a copy of the granted conferred, or the powers of representation in the case of a legal person, with sufficient notice, to the Shareholders Department of Sacyr, S.A., at the registered office (7, Condesa de Venadito Street 28027-Madrid) or by E-mail addressed to accionistas@sacyr.com, together with a copy of the ID or passport of the representative.

Once the shareholder (or, where appropriate, his/her representative) has previously registered in accordance with the above, he/she may attend and vote at the General Meeting electronically in real time, making the corresponding connection on the day of the meeting.

B) Connection and attendance to the Meeting

The previously registered shareholder (or, where appropriate, the representative) may attend the General Meeting electronically by connecting to the corporate website of Sacyr, S.A. (www.sacyr.com) section "Remote attendance" between 10:00 a.m. and 11:45 a.m. on April 27, 2022 (if the General Meeting is held under first notice of meeting) or, where appropriate, during the same period on April 28, 2022 (if, as expected, the General Meeting is held under second notice of meeting). Where appropriate, on April 27, 2022, once the lack of a sufficient quorum for the holding of the meeting has been verified, the Company will publish this circumstance through the space dedicated to the "2022 General Meeting" of the corporate website confirming that the General Meeting will finally meet under the second notice of meeting.



In the event that the General Meeting is held under the second notice of meeting (as it is foreseeable), the remote attendants who have connected under the first notice of meeting must connect again to attend the General Meeting remotely under the second notice of meeting.

Remote attendees at the General Meeting may follow the complete act of the Meeting that will be broadcast in real time through the Company's website, without prejudice to its recording and public distribution through said page.

No connection will be supported after the indicated time. Shareholders who make a prior registration and who do not connect after the meeting will not be considered as attendees.

C) Voting rights

The issuance of the vote on proposals relating to items included in the agenda may be made from the moment of connection as an assistant of the shareholder (or, where appropriate, of the representative) under the section "Remote attendance" on the corporate website and until the Chairperson or, where appropriate, the Secretary of the General Meeting, announce the end of the voting period on proposals for agreements on items on the agenda.

As for the proposals for agreements on those items that, by legal mandate, do not need to appear on the agenda, remote attendants may cast their votes from the moment these proposals are read to proceed to their vote under the section "Remote attendance" on the (www.sacyr.com) corporate website.

For the vote on proposals for resolutions, the procedure provided for in the By-laws and in the Regulations of the Meeting will be applied.

II. Delegation of representation and vote prior to the holding of the General Meeting by means of remote communication

Shareholders may (i) delegate or confer their representation or (ii) exercise their vote, through means of remote communication, prior to the holding of the General Meeting, and in accordance with, and subject to the provisions of Articles 27 and 34 of the By-laws and 8 and 22 of the Regulations of the General Meeting. To guarantee the maximum exercise of these rights, and under the aforementioned precepts, the Board of Directors has agreed on the following procedural rules of development for this General Meeting:

1. Delegation of representation through means of remote communication

A) Means of remote communication

The means of remote communication valid for delegating or conferring representation are as follows:



(a) Remote means: To delegate or confer their representation by remote means, shareholders must do so through the corporate website of Sacyr, S.A. (www.sacyr.com).

Given that the system to confer the delegation by remote means must have the appropriate guarantees of authenticity and identity of the subject who delegates, shareholders who wish to use this delegation system must previously have an advanced or recognized electronic signature, in the terms provided for in Law 59/2003, of December 19, of Electronic Signature, based on an electronic certificate recognized in relation to which its revocation is not recorded and which may be (i) an Electronic User Certificate issued by the Spanish Public Certification Entity (CERES) dependent on the Royal Mint - Real Casa de la Moneda (FNMT-RCM) or (ii) a recognized electronic certificate that is incorporated into the National Electronic Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, which regulates the issuance of the National Identification Document and its electronic signature certificates (hereinafter, jointly, a "Valid Electronic Signature").

Once the shareholder has his/her corresponding Valid Electronic Signature, he/she may, through "General Meeting 2022" of the Sacyr, S.A. corporate website (www.sacyr.com), through the "Electronic Delegation" form that is located within the section "Remote voting, delegation and prior registration" and in the terms and conditions described therein, grant its representation to another person even if he/she is not a shareholder, to represent him/her in the General Meeting. The electronic document of delegation will be, for the purposes of the provisions of article 27.2 b) of the By-laws, considered as a copy in electronic format of the attendance and delegation card.

(b) Postal correspondence or equivalent courier services: To grant their representation by postal correspondence or equivalent courier services, shareholders must complete and sign (i) the attendance, delegation and voting card issued on paper by the entities participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), as applicable, or (ii) the attendance, delegation and voting card provided by Sacyr, S.A. that can be downloaded and printed from its corporate website (www.sacyr.com) under "General Meeting 2022", "Vote or delegation by postal mail" and in both cases signing in the section that said card provides for the signature of the represented; in the second case (sending of the card provided by Sacyr, S.A.), a certificate accrediting the ownership of the shares must also be attached. In the case of legal entity shareholders, a copy of the document accrediting the sufficient representation powers of the signatory must be accompanied. The duly filled in and signed card with a handwritten signature (and, where appropriate, the certificate of ownership), must be sent to Sacyr, S.A. (7, Condesa de Venadito Street, 28027 Madrid) by postal mail or equivalent courier service. The delivery in person of the delegation at the reception of Sacyr, S.A. (c / Condesa de Venadito, 7, 28027 Madrid) will be assimilated to the sending by postal correspondence.

(c) Through financial institutions: Shareholders who wish to delegate their representation may also do so through the financial institutions in which they have deposited their shares so that said entities, in turn, send the received instructions to the Company.



B) Delegation communication to the representative

The shareholder who confers his/her representation by the aforementioned means of remote communication undertakes to inform the designated representative of the granted representation. When the representation is granted to Sacyr, S.A., to a director, the Chairperson of the General Meeting or the Chairperson and/or the Secretary of the Board of Directors (or the Deputy Secretary of said body), the necessary communication will be understood to have been made and accepted by the reception by Sacyr, S.A. of the remote delegation or the physical card duly filled in and signed.

The person to whom the vote is delegated may exercise it by attending the General Meeting personally or remotely.

C) Registration and attendance of the representative

Attendance of the representative in person: On the day and place of the General Meeting and within two hours immediately prior to the one announced for the beginning of the meeting, the designated representatives must identify themselves by means of their national identification document, foreigner identification card or passport. In the event of delegation by a legal entity shareholder, a copy of the document accrediting the sufficient representative powers of the signatory of the delegation may be requested; likewise, in the event that it is a legal person representing one or more shareholders, a document accrediting the sufficient representative powers of the attending natural person may be requested.

Remote attendance of the representative: The previously registered representative may attend the General Meeting electronically by connecting to the corporate website of Sacyr, S.A. (www.sacyr.com) section "Remote attendance" between 10:00 a.m. and 11:45 a.m. on April 27, 2022 (if the General Meeting is held under the first notice of meeting) or, where appropriate, during the same time period on April 28, 2022 (if, as expected, the General Meeting is held under the second notice of meeting). Where appropriate, on April 27, 2022, once the lack of a sufficient quorum for the holding of the meeting has been verified, the Company will publish this circumstance through the space dedicated to the "2022 General Meeting" of the corporate website confirming that the General Meeting will finally meet under the second notice of meeting.

In the event that the General Meeting is held under the second notice of meeting (as it is foreseeable), the remote attendants who have connected under the first notice of meeting must connect again to attend the General Meeting remotely under the second notice of meeting.

Attendees at the General Meeting may follow the complete act of the Meeting that will be broadcast in real time through the Company's website, without prejudice to its recording and public distribution through said page.

No connection will be supported after the indicated time. Shareholders who make a prior registration and who do not connect after the meeting will not be considered as attendees.



2. Vote prior to the holding of the General Meeting by means of remote communication

The means of remote communication valid for issuing prior votes are as follows:

(a) **Remote means:** To issue the prior vote by remote means, shareholders must do so through the corporate website of Sacyr, S.A. (www.sacyr.com). Shareholders who wish to use this voting system must first have a Valid Electronic Signature. Once the shareholder has his/her corresponding Valid Electronic Signature, he/she may, through "General Meeting 2022" of the Sacyr, S.A. corporate website (www.sacyr.com), through the "Electronic Vote" form that is located within the section "Remote voting, delegation and prior registration", issue their remote prior vote regarding the items of the General Meeting agenda. The electronic document of prior vote will be, for the purposes of the provisions of article 34.3 of the By-laws, considered as a copy in electronic format of the attendance card.

(b) **Postal correspondence or equivalent courier services:** For the issuance of the prior vote remotely by postal correspondence or equivalent courier service, shareholders must fill in and sign the corresponding section of the remote vote of (i) the attendance, delegation and vote card issued on paper by the entity participating in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR) as applicable, or (ii) attendance, delegation and voting card provided by Sacyr, S.A., which may be downloaded and printed from its corporate website (www.sacyr.com) under the section "General Meeting 2022", "Vote or delegation by postal mail". Once the card has been filled in and signed with a handwritten signature, the shareholder must send it to the shareholders' department of Sacyr, S.A. (7, Condesa de Venadito Street, 28027 Madrid) by postal mail or equivalent courier service; if the document sent was the card provided by Sacyr, S.A., the certificate accrediting the ownership of the shares must also be sent. In the case of legal entity shareholders, a copy of the document accrediting the sufficient representation powers of the signatory must be accompanied. The delivery in person of the vote at the reception of Sacyr, S.A. (7, Condesa de Venadito Street, 28027 Madrid) will be assimilated to the sending by postal correspondence.

(c) **Through financial institutions:** Shareholders who wish to issue their prior vote remotely may also do so through the financial institutions in which they have deposited their shares so that said entities, in turn, send the received instructions to the Company.

3. Basic rules regarding the delegation and voting prior to the holding of the General Meeting remotely

A) Deadline for reception by Sacyr, S.A.: For its validity, and under the provisions of the By-laws and the Regulations of the General Meeting, the Board of Directors has agreed that both delegations and prior votes by means of remote communication (regardless of the means used) must be received by Sacyr, S.A. before 11:59 am, on April 26, 2022.

B) Extension of the delegation and voting instructions prior to the holding of the General Meeting: The delegation of the representation will extend to the items on the



agenda, as well as, unless expressly indicated otherwise, to those items that may be incorporated into the agenda as a result of the exercise by shareholders of their right to complement the notice of meeting or that could be raised within the General Meeting itself, thus allowed by the applicable regulations.

Voting delegations shall indicate the direction in which the representative shall vote.

Where instructions have been issued by the represented shareholder, the representative shall cast the vote in accordance therewith.

In the absence of precise voting instructions, it shall be understood that the delegation contains as an instruction the vote in favor of the proposals of the Board of Directors and the vote against the proposals not formulated by the Board of Directors.

C) Recipients of the representation delegation: Representation delegations made simply in favor of Sacyr, S.A., or those that do not indicate the person to whom it is delegated, will be understood to be made in favor of the Chairperson of the General Meeting.

In the cases of delegation (express or implied) in favor of the Chairperson of the General Meeting, as well as in the cases of express delegation to a director, at any point in which the representative is in a situation of possible conflict of interest, and unless there are precise voting instructions or otherwise by the represented shareholder, the representation will be understood to be conferred, for the specific matter in question, in favor of the Secretary of the Board of Directors or, in case of absence, conflict or unavailability, the Deputy Secretary of said body, who in such cases would vote according to the guidelines established in the previous section.

For these purposes, as well as the provisions of the applicable regulations, you are hereby informed that:

(i) all directors would be in a situation of potential conflict of interest with respect to items four, seventh and eighth. And the Chairperson would also be on the ninth item on the agenda;

(ii) those directors in relation to whom their re-election is proposed under item six of the agenda are in conflict of interest with respect to the item on which such re-election is requested;

(iii) in the event that, as permitted by the applicable regulation, any or some of the proposals referred to in article 526.1 b) or c) of the Corporate Law are submitted to the General Meeting, the directors affected by said proposals would be in conflict of interest in the corresponding vote

III Other matters

(i) Regulations of priority between delegation, prior remote voting to the holding of the General Meeting and attendance, in person or on-line, at the General Meeting:



- a) The attendance, in person or electronically, of the shareholder at the General Meeting will have the value of revoking the vote cast in advance of the celebration of the General Meeting or delegation made by means of remote communication.
- b) The vote cast by means of remote prior to the holding of the General Meeting may be annulled by subsequent and express revocation made by the same means used for the issuance, and within the period established for it.
- c) In the event that a shareholder validly makes delegations or votes prior to the holding of the General Meeting, both electronically and by means of a card printed on paper, the latter will prevail over it, regardless of their respective dates. In the event that a shareholder has validly made several delegations or votes by means of a card printed on paper, the last delegation or vote that has been received by Sacyr, S.A. within the established period will prevail.
- d) The exercise of the right to vote by means of remote communication, whatever the means used for its issuance, will render ineffective any remote or written delegation, whether previous, which will be considered revoked, or later, which will be understood as not carried out.
- (ii) The alienation of the shares whose ownership confers the right to vote of which Sacyr, S.A. is aware will nullify the vote or delegation conferred.
- (iii) Custody of electronic signature: the custody and use of his/her electronic signature is the sole responsibility of the shareholder (or his/her representative).
- (iv) Incidents: Sacyr, S.A. is not responsible for damages that may be caused to the shareholder arising from breakdowns, overloads, line drops, connection failures or any other eventuality of the same or similar nature, beyond the control of Sacyr, S.A., which prevent the use of the systems for remote attendance to the General Meeting, without prejudice to the adoption of the measures that each situation requires, including the possible temporary suspension or extension of the General Meeting, when applicable, to guarantee the full exercise of their rights by the shareholders or their representatives.
- (v) Additional information: for more information on attendance, delegation of representation and voting through remote communication means, shareholders can contact the corporate website of Sacyr, S.A. (www.sacyr.com), the E-mail address accionistas@sacyr.com and the telephone number of the Shareholder Service Line 900 101 930 from 9:00 a.m. to 2:00 p.m. and from 4:00 p.m. to 7:00 p.m. from Monday to Thursday and from 9:00 a.m. to 2:00 p.m. on Friday.