



## **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](http://www.sacyr.com)), on the CNMV website and in the Commercial Registry, the Sacyr, S.A. By-laws and the Corporate Law.

### **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 whose aggregate par 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 June 13, 2024, on second call). Shareholders who do not hold the minimum number of shares required to attend may confer in writing the representation thereof on a person entitled to attend, because he/she holds or has delegation of the minimum number of shares required, or group with other shareholders who are in the same situation, until the required number of shares is reached, granting their representation in writing to one of them.

The right to attend may be delegated in accordance with the provisions of the Capital Companies Act, the Company Bylaws and the Regulations of the Shareholders' General Meeting.

#### **1. Attendance in person**

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) or the one provided by Sacyr, S.A., which may be downloaded and printed from its corporate website ([www.sacyr.com](http://www.sacyr.com)). The registration of attendance cards in person will begin two hours prior to the time set for the General Meeting. For the purposes of accrediting the identity of the shareholders or their representatives, at the entrance to the premises where the General Meeting will be held, those attending may be asked to accredit their identity by presenting their national identity document, foreigner's identification card or passport; in the case of shareholders who are legal entities, a document accrediting the sufficient representative powers of the individual attending may also be required.

#### **2. Remote Attendance**

##### **A) Pre-registration**

Shareholders wishing to attend the General Shareholders' Meeting remotely must register before 11:59 a.m. on June 11, 2024 through the link "*General Shareholders' Meeting 2024*", section "*Voting, proxy and remote pre-registration*", on the corporate website ([www.sacyr.com](http://www.sacyr.com)). After that time, no further registration will be accepted for the exercise of the right to remote attendance.



The aforementioned prior registration shall be carried out by any of the following means: (i) electronic ID or (ii) recognized or advanced electronic signature, based on a recognized and valid electronic certificate issued by the Spanish Public Certification Entity (CERES), dependent on the Spanish Mint.

In order for a legal entity shareholder to be able to attend remotely, the proxy who is to complete the registration process on behalf of the legal entity shareholder must first prove his/her representation and identity by sending the attendance card issued in the name of the legal entity shareholder by the Company or by the depositary, duly filled in and signed, together with a copy of the official document proving 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 e-mail to [accionistas@sacyr.com](mailto:accionistas@sacyr.com), before 11:59 a.m. on 11 June 2024. Once the documentation has been received and verified, the proxy may attend the General Shareholders' Meeting remotely.

In order for the person who has been granted a proxy to be able to attend the General Shareholders' Meeting remotely, the shareholder who granted the proxy must have notified the proxy of such delegation and send a copy of the delegation granted, or the powers of attorney in the case of a legal entity, sufficiently in advance to the Shareholders' Department of Sacyr, S.A., at the registered office (7 Condesa de Venadito Street, 28027-Madrid) or by e-mail to the address [accionistas@sacyr.com](mailto:accionistas@sacyr.com), together with a copy of the proxy's National Identity Card or passport.

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

## **B) Connection and attendance to the Meeting**

The previously registered shareholder (or, when applicable, the proxy) may attend the General Meeting remotely by connecting to the corporate website of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)) section "*Remote attendance*" between 10:00 a.m. and 11:45 a.m. on 12 June 2024 (if the General Meeting is held on first call) or, if applicable, during the same period on 13 June 2024 (if, as foreseeable, the General Meeting is held on second call). If applicable, on June 12, 2024, once it has been ascertained that there is not a sufficient quorum to hold the meeting, the Company will publish this circumstance through the space dedicated to the "*General Meeting 2024*" on the corporate *website* confirming that the General Meeting will finally be held on second call.

In the event that the General Meeting is held on second call (as is foreseeable), the remote attendees who have connected on first call must connect again to attend the General Meeting remotely on second call.



Those attending the General Shareholders' Meeting by remote means will be able to follow the entire General Shareholders' Meeting, which will be retransmitted in real time through the Company's *website*, without prejudice to its recording and public distribution through the aforementioned website.

No connections will be admitted after the stated time. Shareholders who pre-register and do not subsequently log in for the meeting will not be considered as attendees.

### **C) Voting rights**

Voting on proposals relating to items included in the agenda may be cast from the moment the shareholder (or, if applicable, the proxy) logs in as an attendee in the "*Remote attendance*" section of the corporate website and until the Chairman or, if applicable, the Secretary of the General Meeting announces the end of the voting period for proposed resolutions relating to items included in the agenda.

Regarding proposed resolutions on those matters which, by legal mandate, need not appear on the agenda, the remote attendees may cast their votes as soon as such proposals are read out for voting in the "*Remote Attendance*" section of the corporate *website* ([www.sacyr.com](http://www.sacyr.com)).

For voting on proposed resolutions, the procedure set forth in the Company's Bylaws and in the Regulations of the General Shareholders' Meeting shall apply.

## **II. Delegation of proxy and voting prior to the General Shareholders' Meeting by remote means of communication**

Shareholders may (i) delegate or grant proxies or (ii) exercise their vote, through remote means of communication, prior to the General Meeting, and in accordance with and subject to the provisions of Articles 27 and 34 of the Company's Bylaws and Articles 8 and 22 of the General Meeting Regulations.

### **1. Delegation of representation through remote means of communication**

#### **A) Means of remote communication**

The valid means of remote communication to delegate or confer representation are the following:

(a) Remote means: In order to delegate or grant a proxy by remote means, shareholders must do so through the corporate *website* of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)).

Given that the mechanism to grant the proxy by remote means must have adequate guarantees of authenticity and identity of the person granting the proxy, shareholders



who wish to use this proxy system must first have a recognized electronic certificate in relation to which there is no record of its revocation, which may be (i) an Electronic User Certificate issued by the Spanish Public Certification Entity (CERES) dependent on the Spanish Mint - Royal Mint (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 December 23, 2005, which regulates the issuance of the National Identity Document and its electronic signature certificates (hereinafter, jointly, a "**Valid Electronic Signature**").

Once the shareholder has the corresponding Valid Electronic Signature, he/she may, through the space "*General Meeting 2024*" of the corporate website of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)), by means of the form "*Electronic Delegation*" found under the section "*Voting, delegation and prior remote registration*" and under the terms and conditions described therein, grant his/her representation to another person, even if he/she is not a shareholder, to represent him/her in the General Meeting. For the purposes of the provisions of Article 27.2 b) of the Bylaws, the electronic proxy document shall be deemed to be an electronic copy of the attendance and proxy card.

(b) Postal correspondence or equivalent courier services: In order to grant their proxy by postal correspondence or equivalent courier services, shareholders must complete and sign (i) the attendance, proxy 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 appropriate in each case, or (ii) the attendance, proxy and voting card provided by Sacyr, S.A., which may be downloaded and printed from its corporate *website* ([www.sacyr.com](http://www.sacyr.com)) in the space "*General Meeting 2024*", "*Vote or proxy by mail*" and in both cases signing in the section that the card provides for the signature of the represented party. In the case of shareholders who are legal entities, a copy of the document accrediting the signatory's sufficient representative powers must be attached. The duly completed and signed card with handwritten signature (and, if applicable, the certificate of ownership), must be sent to Sacyr, S.A. (7 Condesa de Venadito Street, 28027 Madrid) by mail or equivalent courier service. Delivery of the delegation in person at the reception desk of Sacyr, S.A. (7 Condesa de Venadito Street, 28027 Madrid) will be similar to delivery by post.

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

## **B) Communication of the delegation to the representative**

The shareholder granting a proxy by the aforementioned means of remote communication undertakes to inform the appointed person the granted proxy. When the proxy is granted to Sacyr, S.A., to a director, to the Chairman of the General Meeting or to the Chairman and/or Secretary of the Board of Directors (or to the Deputy Secretary of said body), this communication shall be deemed to have been made and



accepted upon receipt by Sacyr, S.A. of the duly completed and signed remote proxy or physical card.

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

### **C) Registration and attendance of the representative**

*Attendance in person of the representative:* On the day and at the place where the General Meeting is to be held and within the two hours immediately prior to the time announced for the beginning of the meeting, the designated representatives must identify themselves by means of their national identity card, foreigner's identification card or passport. In the event of delegation made by a shareholder who is a legal entity, a copy of the document evidencing the sufficient representative powers of the signatory of the delegation may be requested; likewise, in the event of a legal entity representing one or more shareholders, a document evidencing the sufficient representative powers of the natural person appearing may be requested.

*Remote attendance of the representative:* The previously registered representative may attend the General Meeting remotely by connecting to the corporate website of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)) section "Remote attendance" between 10:00 a.m. and 11:45 a.m. on 12 June 2024 (if the General Meeting is held on first call) or, if applicable, during the same period of time on 13 June 2024 (if, as foreseeable, the General Meeting is held on second call). If applicable, on June 12, 2024, once it has been ascertained that there is not a sufficient quorum to hold the meeting, the Company shall publish this circumstance through the space dedicated to the "General Meeting 2024" on the corporate *website* confirming that the General Meeting will finally be held on second call.

In the event that the General Meeting is held on second call (as is foreseeable), the remote attendees who have connected on first call **must connect again to** attend the General Meeting remotely on second call.

Those attending the General Meeting will be able to follow the entire General Meeting, which will be broadcast in real time through the Company's *website*, without prejudice to its recording and public distribution through said website.

No connections will be admitted after the stated time. Shareholders who pre-register and do not log in after the meeting will not be considered as attendees.

## **2. Voting prior to the General Shareholders' Meeting by remote means of communication**

The valid means of remote communication to cast the previous remote vote are the following:

(a) **Remote means:** In order to cast the preliminary remote vote by remote means, shareholders must do so through the corporate *website* of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)). Shareholders wishing to use this voting system must first have a Valid Electronic



Signature. Once the shareholder has the corresponding Valid Electronic Signature, he/she may, through the space "*General Meeting 2024*" of the corporate *website* of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)) and by means of the form "*Electronic Vote*" found in the section "*Voting, proxy and remote pre-registration*", cast his/her vote remotely in relation to the items on the agenda of the General Meeting. For the purposes of the provisions of Article 34.3 of the Company's Bylaws, the electronic pre-voting document shall be considered an electronic copy of the attendance card.

(b) Postal correspondence or equivalent courier service: In order to cast the prior remote vote by postal correspondence or equivalent courier service, shareholders must complete and sign the corresponding remote voting section of (i) the attendance, proxy and voting card issued on paper by the corresponding entity participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), or (ii) attendance, proxy and voting card provided by Sacyr, S.A., which may be downloaded and printed from its corporate *website* ([www.sacyr.com](http://www.sacyr.com)) under the section "*General Meeting 2024*", "*Vote or proxy by mail*". Once the card has been filled in and signed by handwritten signature, the shareholder must send it to the shareholders' department of Sacyr, S.A. (7 Condesa de Venadito Street, 28027 Madrid) by post or equivalent courier service. In the case of shareholders who are legal entities, a copy of the document accrediting the signatory's sufficient representative powers must be attached. The delivery of the vote in person at the reception desk of Sacyr, S.A. (7 Condesa de Venadito Street, 28027 Madrid) shall be similar to the sending of the vote by post.

(c) Through financial institutions: Shareholders who wish to cast their vote remotely may also do so through the financial institutions in which their shares are deposited so that such institutions, in turn, send the instructions received to the Company.

### **3. Basic rules on proxies and voting by remote means of communication prior to the General Shareholders' Meeting**

**A) Period for reception by Sacyr, S.A.:** In order to be valid and in accordance with the provisions of the Bylaws and the Regulations of the General Shareholders' Meeting, the Board of Directors has agreed that both proxies and advance votes by remote means of communication (regardless of the means used) must be received by Sacyr, S.A. before 11:59 a.m. on June 11, 2024.

**B) Extension of the proxy and voting instructions prior to the holding of the General Shareholders' Meeting:** The delegation of representation shall extend to the items on the agenda, as well as, unless expressly indicated otherwise, to those items that may eventually be included on the agenda as a result of shareholders exercising their right to supplement the call or that may be raised during the General Meeting itself, as permitted by the applicable regulations.

Voting proxies shall indicate the direction in which the proxy shall vote.



If instructions have been issued by the shareholder represented, the proxy shall vote in accordance therewith.

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

**C) Addressees of the delegation of representation:** Delegations of representation made simply in favor of Sacyr, S.A., or those that do not indicate the person to whom they are delegated, shall be understood to be made in favor of the Chairman of the General Shareholders' Meeting.

In the event of delegation (express or tacit) in favor of the Chairman of the General Shareholders' Meeting, as well as in the event of express delegation to a director, in the event of any item in which the proxy is in a situation of possible conflict of interest, and unless there are specific voting instructions or instructions to the contrary from the shareholder represented, the proxy shall be deemed to be conferred, for the specific matter in question, in favor of the Secretary of the Board of Directors or, in the event of absence, conflict or impossibility, to the Deputy Secretary of said body, who in such cases would vote in accordance with the guidelines set forth in the preceding section.

For these purposes, as well as the provisions of the applicable regulations, we hereby inform you that:

- (i) all directors would be in a situation of potential conflict of interest with respect to the 4 and 6 points;
- (ii) those directors whose appointment or re-election is proposed under item 5 of the agenda are in conflict of interest with respect to the item in which such re-election or appointment is requested;
- (iii) in the event that, as permitted by the applicable regulations, one or more of the proposals referred to under Article 526.1 b) or c) of the Capital Companies Act were to be submitted to the General Shareholders' Meeting, the directors affected by such proposals would have a conflict of interest in voting on them.

### III Other issues

(i) **Rules of priority between delegation, remote voting prior to the holding of the General Meeting and attendance, in person or by electronic means, to the General Meeting:**

a) Attendance, whether in person or by remote means, of the shareholder to the General Meeting shall have the value of revoking the vote cast prior to the holding of the General Meeting or delegation made by remote means of communication.

b) Votes cast by remote means of communication prior to the holding of the General Shareholders' Meeting may be rendered ineffective by subsequent express revocation





made by the same means used for casting the vote, and within the period established for the same.

c) In the event that a shareholder validly makes proxies or votes prior to the holding of the General Shareholders' Meeting, either remotely or by means of a printed card, the latter shall prevail over the former, regardless of their respective dates. In the event that a shareholder has validly made several proxies or votes by means of a printed card, the last proxy or vote received by Sacyr, S.A. within the established period shall prevail.

d) The exercise of voting rights by remote means of communication, regardless of the means used to cast them, shall render ineffective any previous remote or written proxy, which shall be deemed revoked, or subsequent, which shall be deemed not to have been granted.

(ii) **The disposal of the shares** whose ownership confers the right to vote of which Sacyr, S.A. is aware shall render the vote or delegation conferred null and void.

(iii) **Custody of electronic signature**: the custody and use of its electronic signature is the sole responsibility of the shareholder (or its representative).

(iv) **Incidents**: Sacyr, S.A. shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the control of Sacyr, S.A., which prevent the use of the systems for remote attendance to the General Shareholders' Meeting, without prejudice to the adoption of the measures that each situation may require, including the possible temporary suspension or extension of the General Meeting if necessary to guarantee the full exercise of their rights by the shareholders or their representatives.

(v) **Additional information**: for further information on attendance, proxy and voting by remote means of communication, shareholders may contact the corporate website of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)), the e-mail address [accionistas@sacyr.com](mailto:accionistas@sacyr.com) and the Shareholders' Helpline 900 101 930, from 9:00 a.m. to 2:30 p.m. hours and from 3:00 p.m. to 6:30 p.m. hours, from Monday to Thursday and from 8:00 a.m. to 2:00 p.m. hours on Fridays.