

REPORT OF THE BOARD OF DIRECTORS OF SACYR, S.A. IN RELATION TO THE PROPOSAL TO AUTHORIZE THE BOARD OF DIRECTORS OF SACYR, S.A. TO ISSUE CONVERTIBLE AND/OR EXCHANGEABLE SECURITIES REFERRED TO IN ITEM 14 OF THE AGENDA OF THE GENERAL MEETING CALLED FOR JUNE 11 AND JUNE 12, 2025, AT FIRST AND SECOND CALL, RESPECTIVELY

The purpose of this report is to justify the proposal to authorize the Board of Directors, with powers of substitution, to (i) issue securities (including, in particular, debentures, bonds and warrants) exchangeable for or with the right to acquire outstanding shares of Sacyr, S.A. or other companies, and/or convertible into or with the right to subscribe newly-issued shares of the Company, in accordance with the general rules for the issuance of debentures, (ii) increase the share capital by the necessary amount and (iii) exclude the pre-emptive subscription right, all in accordance with the provisions of Articles 286, 297 and 511 of the Capital Companies Act and 319 of the Mercantile Registry Regulations, the approval of which is submitted to the General Meeting of Sacyr, S. A. (the “**Company**”) under item fourteen of its agenda, all in accordance with the provisions of the aforementioned Capital Companies Act.

1. Justification of the proposal

1.1 With respect to the issuance of the securities

The Board of Directors considers it highly advisable to have the delegated powers allowed by current legislation in order to be in a position to raise the funds necessary for the proper management of the Company's interests in the primary securities markets at all times.

The purpose of the delegation is to provide the Company's administrative body with the response capacity required by its competitive environment, in which the success of a strategic initiative or financial transaction or the possibility of raising financial resources often depends on the ability to undertake it quickly, without the delays and costs that inevitably arise from the convening and holding of a General Meeting. Thus, the Board of Directors of the Company shall be empowered, if necessary, to raise the necessary amount of resources in a reduced period of time.

The issuance of convertible and/or exchangeable securities into shares is one of the instruments for financing companies by raising borrowed funds. These securities have, on the one hand, the advantage of offering investors the possibility of converting their claims against the Company into shares, obtaining a potential return higher than that offered by other debt instruments and, on the other hand, they can enable the Company to increase its equity. These characteristics mean that the coupon on convertible and/or exchangeable debentures is usually lower than the cost of simple fixed-income securities and bank debt, since the interest rate of the debentures reflects the value of the option to convert them into shares of the Company which they confer on investors.

For this purpose, pursuant to the provisions of current legislation, this proposed resolution is submitted to the consideration of the General Meeting. In the case of the warrants, it is specifically provided that the legal and conventional rules on convertible and/or exchangeable debentures shall be applicable, to the extent that they are compatible with their specific nature.

The proposal specifically grants the Board of Directors the power to issue on one or more occasions convertible and/or exchangeable securities (including debentures and bonds) and warrants giving the right to subscribe newly issued shares of the Company or to acquire outstanding shares of the Company or of other companies and to resolve, where appropriate, to increase the share capital necessary to meet the conversion or the exercise of the subscription option, provided that this increase does not exceed the unused limit authorized from time to time by the General Meeting pursuant to the provisions of Article 297.1.b) of the Capital Companies Act.

In this regard, Article 510 of the Capital Companies Act stipulates that the limit for the issuance of debentures established in Article 405 of the same legal text does not apply to listed corporations. For this reason, the proposed resolution establishes in five hundred (500) million euros (or its equivalent in another currency) the maximum amount for the issuance of which authorization is requested. For the purposes of calculating the above limit, in the case of warrants, the sum of the premiums and exercise prices of the warrants of the issues agreed under this authorization will be taken into account.

The proposed resolution submitted for approval by the General Meeting also establishes the criteria for determining the bases and modalities of the conversion and/or exchange, although it entrusts the Board of Directors, in the event that it resolves to make use of the authorization granted, to specify some of these bases and methods for each issue within the limits and in accordance with the criteria established by the General Meeting. Thus, the Board of Directors shall determine the specific conversion ratio, and for this purpose shall issue, at the time of approving an issue of convertible and/or exchangeable securities to be delegated under the authorization granted by the General Meeting, a report detailing the specific conversion bases and methods applicable to said issue, which shall also be the subject of the correlative report of the auditors referred to in Articles 414 and 511 of the Capital Companies Act.

Specifically, the proposed resolution submitted for the approval of the General Meeting provides that the securities issued under it will be valued at their nominal amount (which may include accrued and unpaid interest) and the shares at the fixed (determined or to be determined) or variable exchange rate to be determined in the corresponding resolution of the Board of Directors.

In this way, the Board of Directors believes that it is given sufficient flexibility to set the value of the shares for conversion purposes based on market conditions and other applicable considerations.

In the case of warrants on newly issued shares, the rules on convertible debentures set forth in the proposal will be applicable to the extent compatible with their nature.

In addition, as stipulated in Article 415.2 of the Capital Companies Act, the resolution delegating to the Board of Directors the power to issue convertible securities provides, for the purpose of conversion, that the par value of the debentures shall not be less than the par value of the shares. The convertible debentures may not be issued for less than their par value.

It is also foreseen that the securities issued by virtue of this delegation may be admitted to trading on the appropriate secondary market, whether official or unofficial, organized or not, domestic or foreign.

On the other hand, it may sometimes be convenient to issue securities under this proposal through a subsidiary company guaranteed by the Company. Consequently, it is considered of interest that the General Meeting authorizes the Board of Directors to guarantee on behalf of the Company, within the aforementioned limits, the issues of convertible and/or exchangeable securities or warrants that during the term of the agreement are made by the subsidiaries, in order to grant the Board of Directors the maximum flexibility to structure the issues of securities in the most convenient way according to the circumstances.

All the powers that will be attributed to the Board of Directors in the event that the resolution is approved, will be with express power of substitution, so as to further the objective of providing the greatest possible agility to the proposed operations.

Finally, it should be noted that the authorization to issue this type of securities was already granted by the Ordinary General Shareholders' Meeting of the Company held on April 29, 2021, which is still in force. For clarity purposes, this proposal includes the express repeal of the authorization granted at the time in the part not stipulated for.

1.2 Regarding the suppression of preemptive subscription rights

The Board of Directors considers that this power to exclude preemptive subscription rights, which is complementary to the power to issue convertible and/or exchangeable securities, is justified for several reasons.

First, the Board of Directors believes that the elimination of the preemptive subscription right normally allows for a relative reduction in the financial cost and the costs associated with the transaction (including, in particular, the commissions of the financial institutions participating in the issue) compared to an issue with preemptive subscription rights.

Secondly, with the power to suppress pre-emptive subscription rights, the directors are in a position to significantly increase the speed of action and response that is sometimes required in today's financial markets, allowing the Company to take advantage of times when market conditions are more favorable.

On the other hand, the elimination of preemptive subscription rights distorts to a lesser extent the trading of the Company's shares during the issuance period, which is usually shorter than in a rights issue.

In short, the characteristics of the financial markets, as well as the speed and agility with which they operate, require the Board of Directors to have flexible and suitable instruments to provide an adequate response to the demands that, at each moment, the corporate interest may require, and the aforementioned delegation to the Board of Directors to exclude, where appropriate, the pre-emptive subscription right, must be included in this strategy.

In any case, in accordance with the provisions of Article 511 of the Capital Companies Act, if the Board of Directors decides to suppress the pre-emptive subscription rights of the shareholders on the occasion of any or all of the issues that it may decide to make under the aforementioned delegation, it must issue a report detailing the specific reasons for such measure, at the time of adopting the corresponding issue resolution, a report detailing the specific reasons of corporate interest justifying such measure, which shall be subject to the correlative report of an auditor appointed by the Mercantile Registry other than the Company's auditor, as referred to in Article 417 of the Capital Companies Act. These reports must be made available to the shareholders and communicated to the first General Meeting held after the resolution to issue the shares.

2. Proposals of agreement

The following is a literal transcription of the proposed resolution to the General Meeting in relation to item fourteen on the agenda.

"To authorize the Board of Directors, in accordance with the general rules on bond issuance and pursuant to the provisions of Articles 286, 297 and 511 of the Capital Companies Act and 319 of the Mercantile Registry Regulations, to issue securities in accordance with the following terms:

- 1. Securities covered by the issue.- The securities referred to in this authorization are securities of any kind (including, in particular, debentures, bonds and warrants) exchangeable for, or with the right to acquire, outstanding shares of Sacyr, S.A. (the "Company") or of other companies, and/or convertible into or with the right to subscribe newly issued shares of the Company.*
- 2. Delegation period.- The issuance of the securities subject to the authorization may be carried out once or several times within a maximum term of five (5) years as from the date of adoption of this resolution.*
- 3. Maximum amount of the authorization.- The total maximum nominal amount of the issue or issues of securities agreed under this authorization shall be five hundred million euros (€500 M) or its equivalent in any other currency. For the purposes of calculating the above limit, in the case of warrants, the sum of the premiums and exercise prices of the warrants of the issues agreed under this authorization shall be taken into account.*

4. Scope of the authorization.- This authorization extends, as broadly as required by law, to the fixing of the different terms and conditions of each issue, including, by way of example and without limitation: its amount, always within the total quantitative limit mentioned above; the place of issue (Spain or another country) and the type of issue; the currency, domestic or foreign, and, in the case of foreign currency, its equivalent in euros; the denomination or form of the securities, whether they are bonds or debentures, including subordinated debentures, warrants (which, in turn, may be settled by the physical delivery of shares or, if applicable, by payment by differences), or any other denomination or form permitted by law; the date or dates of issue; the number of securities and their par value which, in the case of convertible and/or exchangeable bonds or debentures, may not be less than the par value of the shares; in the case of warrants and other similar securities, the issue price and/or premium, the exercise price (which may be fixed or variable) and the procedure, term, and other terms and conditions applicable to the exercise of the right to subscribe the underlying shares or, if applicable, the exclusion of such right; the interest rate (fixed or variable), and the dates and procedures for payment of the coupon; whether the issue is perpetual or subject to redemption and, in the latter case, the redemption period and maturity date or dates; the guarantees, redemption rates and price, premiums and lots; the form of representation, as securities or book entries; anti-dilution clauses; placement and subscription regime and rules applicable to the subscription; the rank of the securities and subordination clauses, if any; legislation applicable to the issue; the power to request admission to trading, when applicable, of the securities being issued in secondary markets, whether organized or not, official or unofficial, Spanish or foreign, subject to the requirements established by the applicable legislation in each case; and, in general, any other conditions of the issue, as well as, if applicable, the appointment of the commissioner of the syndicate of security holders and the approval of the basic rules governing the legal relations between the Company and the syndicate of holders of the securities being issued, in the event that it is necessary to create or it is decided to create such syndicate.

The delegation also includes the attribution to the Board of Directors of the power, in each case, to decide on the conditions of redemption of the securities issued in use of this authorization, being able to use, to the extent applicable, the methods of collection referred to in article 430 of the Capital Companies Act or any others that may be applicable. Likewise, the Board of Directors is empowered, when it deems appropriate, and subject to obtaining the necessary official authorizations and, if applicable, the approval of the Assemblies of the corresponding Syndicates or bodies representing the holders of the securities, to modify the conditions of the securities issued and their respective terms and the interest rate, if any, accrued by those included in each of the issues made under this authorization.

5. Bases and methods of conversion and/or exchange.- In the case of the issuance of securities (including debentures or bonds) convertible and/or exchangeable, and for the purpose of determining the bases and methods of conversion and/or exchange, it is agreed to establish the following criteria:

(a) The securities issued under this agreement shall be exchangeable for shares of the Company or of any other company, whether or not it belongs to its Group and/or convertible into shares of the Company, in accordance with

a fixed or variable, determined or determinable conversion and/or exchange ratio, the Board of Directors being empowered to determine whether they are convertible and/or exchangeable, as well as to determine whether they are necessarily or voluntarily convertible and/or exchangeable, and in the event that they are voluntarily convertible and/or exchangeable, at the option of their holder and/or of the Company, with the frequency and during the term established in the issue resolution.

(b) The Board of Directors may also establish, in the event that the issue is convertible and exchangeable, that the issuer reserves the right to choose at any time between conversion into new shares or exchange for outstanding shares of the Company, specifying the nature of the shares to be delivered at the time of the conversion or exchange, and may even choose to deliver a combination of newly issued shares with pre-existing shares of the Company, or even to settle the difference (or the totality) in cash.

(c) For the purposes of the conversion and/or exchange, the securities will be valued at their nominal amount (including, if applicable, accrued and unpaid interest) and the shares at the fixed exchange rate established in the resolution of the Board of Directors in which this authorization is used, or at the variable exchange rate to be determined on the date or dates indicated in the resolution of the Board of Directors, based on the stock market price of the Company's shares on the date(s) or period(s) taken as a reference in the same resolution, with a premium or, when applicable, a discount, although in the event that a discount is set on the price per share, this may not exceed 25% of the value of the shares taken as a reference in accordance with the above.

(d) The value of the shares for purposes of the ratio of conversion of debentures into shares may in no case be less than the par value of the shares. Likewise, as provided in Article 415 of the Capital Companies Act, debentures convertible into shares may not be issued when the par value of the debentures is less than the par value of the shares.

6. Bases and methods and conditions for the exercise of warrants and other similar securities.- With regard to issues of warrants, to which the provisions of the Capital Companies Act on convertible debentures shall apply by analogy, the Board of Directors is authorized to determine, in the broadest terms, in relation to the bases and terms and conditions applicable to the exercise of the warrants, the criteria applicable to the exercise of rights to subscribe newly issued shares of the Company or to acquire outstanding shares of the Company, derived from the securities of this nature issued under the delegation granted. The criteria set forth in section 5 above shall be applicable to this type of issues, with such adjustments as may be necessary to bring them into conformity with the legal and financial regulations governing securities of this nature.
7. Other delegated powers.- This authorization to the Board of Directors also includes, but is not limited to, the delegation in its favor of the following powers:
 - (a) The power, pursuant to the provisions of article 511 of the Capital Companies Act, to exclude, in whole or in part, the pre-emptive subscription rights of the shareholders, complying with the legal requirements established for such purpose. In any case, if it is decided to exercise the power conferred

to suppress the pre-emptive subscription right, the Board shall issue, at the time of approving the issue and in accordance with the applicable regulations, a report detailing the specific reasons of corporate interest justifying such measure, which shall be subject, if applicable, to the corresponding report of an independent expert in accordance with the provisions of articles 414.2, 417.2, 510 and 511 of the Capital Companies Act. The report, or reports, as applicable, will be made available to the shareholders and communicated to the first General Shareholders' Meeting held after the issuance resolution.

The maximum number of shares into which the debentures may be converted on the basis of their initial conversion ratio, if fixed, or their minimum conversion ratio, if variable, added to the number of shares issued by the directors under the delegation provided for in Article 506, may not exceed twenty percent of the number of shares comprising the capital stock at the time of authorization.

(b) The power to increase the capital in the amount necessary to meet the requests for conversion and/or exercise of the right to subscribe shares. This power may only be exercised to the extent that the capital to be increased by the Board of Directors to meet the issue of convertible securities or warrants and the other capital increases agreed under the authorizations granted by the General Shareholders' Meeting does not exceed, in nominal amount, the limit of half the amount of the share capital pursuant to the provisions of Article 297.1.b) of the Capital Companies Act, without prejudice to the application of anti-dilution clauses and the adjustment of the conversion ratio. This authorization to increase capital includes the authorization to issue and put into circulation, on one or more occasions, the shares representing the capital necessary to carry out the conversion and/or exercise the share subscription right, as well as the authorization to redraft the articles of the Bylaws relating to the amount of capital stock and the number of shares and, if applicable, to cancel the part of the capital increase that has not been necessary for the conversion and/or exercise of the share subscription right.

(c) The power to develop and specify the bases and methods of the conversion, exchange and/or exercise of the rights of subscription and/or acquisition of shares, derived from the securities to be issued, taking into account the criteria established in sections 5 and 6 above.

(d) The delegation to the Board of Directors includes the broadest powers required by law for the interpretation, application, execution and development of the resolutions to issue convertible or exchangeable securities or warrants, on one or several occasions, and the corresponding capital increase, also granting it powers to correct and supplement them as necessary, as well as to comply with any requirements that may be legally required to carry them to a successful conclusion, being able to correct any omissions or defects in said resolutions, designated by any authorities, officials or agencies, whether national or foreign, It is also empowered to adopt such resolutions and execute such public or private documents as it deems necessary or advisable to adapt the aforementioned agreements for the issue of convertible or exchangeable securities or warrants and the corresponding capital increase to the verbal or written qualification of the Commercial Registrar or, in general, of any other competent national or foreign authorities, officials or institutions.

8. Admission to trading.- The Company shall apply, where appropriate, for admission to trading on official or unofficial, organized or not, national or foreign, secondary markets, of the debentures and/or convertible and/or exchangeable bonds or warrants issued by the Company by virtue of this delegation, empowering the Board of Directors, as broadly as may be necessary in Law, to carry out the necessary formalities and actions for admission to trading before the competent bodies of the various national or foreign securities markets, subject to the rules on admission, permanence and, where appropriate, exclusion from trading.

It is expressly stated for the record that, in the event of a subsequent request for exclusion from trading of the securities issued by the Company by virtue of this delegation, this shall be adopted with the same formalities as the request for admission, to the extent applicable, and, in such event, the interest of the shareholders or holders of the securities who oppose or do not vote the resolution shall be guaranteed under the terms set forth in the legislation in force. Likewise, the Company declares expressly that it is subject to the rules that exist or may be issued in the future regarding Stock Exchanges and, especially, regarding trading, permanence and exclusion from trading.

9. Guarantee of issues of convertible and/or exchangeable securities or warrants by subsidiaries.- The Board of Directors is also authorized to guarantee on behalf of the Company, within the aforementioned limits, the new issues of convertible and/or exchangeable income securities or warrants which, during the term of this agreement, are carried out by the subsidiaries.
10. Power of substitution.- The Board of Directors is expressly authorized to delegate, in turn, the powers referred to in this resolution, pursuant to the provisions of Article 249 bis I) of the Capital Companies Act.

This authorization supersedes the authorization granted by the General Meeting of the Company on April 29, 2021, in the unused portion."

Madrid, April 28, 2025.