

# ORDINARY GENERAL SHAREHOLDERS MEETING CONVENED FOR JUNE 11 and 12, 2025, ON FIRST AND SECOND NOTICE OF MEETING, RESPECTIVELY

## ATTENDANCE, DELEGATION AND VOTING CARD

### Shareholder identification data

Name or corporate name (*)	TIN	N.º of shares

(\*) In the event that the shareholder is a legal person, the name and TIN of the aforementioned legal person must be recorded, as well as the name, TIN and position of the natural person intervening on its behalf.

Depository entity of the shares:

### 1. ATTENDANCE

Possible methods of attendance:

#### A. Attendance in person.

For in person attendance the meeting must be attended with the attendance card two hours before the time indicated for the celebration of the General Meeting.

#### B. Remote attendance.

You must **register in advance** in the "General Meeting 2025" space, section "Voting, delegation and prior remote registration" of the corporate website ([www.sacyr.com](http://www.sacyr.com)), before 11:59 am on June 10, 2025.

To attend remotely, you must connect on the day of the Celebration of the General Meeting in the space "General Meeting 2025", section "Telematic attendance" of the corporate website ([www.sacyr.com](http://www.sacyr.com)).

### 2. DELEGATION

Possible methods of delegation:

#### A. Delegation by remote means.

You must **register** in the "General Meeting 2025" space, section "Voting, delegation and prior remote registration" of the corporate website ([www.sacyr.com](http://www.sacyr.com)), before 11:59 am on June 10, 2025.

#### B. Delegation by postal mail.

You must communicate the representation with a sufficient advance to the Shareholders Department of Sacyr, S.A., at the registered office (7, Condesa de Venadito Street – 28027 Madrid).

I grant my representation in favor of (check only one of the following boxes\*\*):

<input type="checkbox"/>	Chairperson of the General Shareholders' Meeting
<input type="checkbox"/>	Mr./Mrs..... TIN.....

(\*\*) Any delegation that does not contain a specific mention of the person to whom it is granted shall be deemed to be granted in favor of the Chairperson of the General Meeting.

### Voting instructions on proposals made by the Board of Directors:

I give express instruction to my representative to vote in the regard indicated below understanding that the boxes that are not filled in, are votes IN FAVOR (\*\*):

Agenda Items	1	2	3	4	5	6	7.1	7.2	7.3	8	9	10.1	10.2	11.1	11.2	11.3	12	13	14	15	16
In favor																					
Against																					
Abstention																					

(\*\*\*) If my representative is the Chairperson of the General Meeting or another director and he/she is in a situation of conflict of interest in relation to any of the proposed resolutions and, in addition, has not given precise voting instructions, the representation shall be understood to be granted to the Secretary of the Board or, in case of absence, conflict or unavailability, to the Deputy Secretary of said body, which will vote in the regard that results from the previous indications of this document. If you do not accept such replacement of the delegation, check the following box NO ☐ in which case the shareholder will be considered to instruct the representative to abstain.

(It is reported that (i) all the directors would be in a situation of potential conflict of interest with respect to the 4, 8 and 9 agenda items and the Chairperson would be with respect 10 agenda item too; (ii) 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 were submitted to the General Meeting, the directors affected by said proposals would be in conflict of interest in the respective votes).

### Voting instructions for any proposals that may be made by the Board of Directors outside the agenda included in the notice of meeting:

I expressly instruct my representative to vote along the lines indicated below, and it must be considered that, if I do NOT mark any box, I am giving precise instructions so that my vote is IN FAVOR of the proposals made by the Board of Directors:

☐ In favor    ☐ Abstention    ☐ Against

#### Voting instructions for any proposals that have not been made by the Board of Directors:

I give express instruction to my representative to vote along the lines I indicate below, and it must be considered that, if I do NOT mark any boxes, I am giving precise instructions so that my vote is AGAINST these proposals:

☐ In favor ☐ Abstention ☐ Against

### 3. VOTE

Possible methods of vote:

#### A. Advanced voting by remote means.

To vote previously by remote means, you must register in the "General Meeting 2025", space, section "Voting, delegation and prior remote registration" of the corporate website ([www.sacyr.com](http://www.sacyr.com)), until 11:59 am. on June 10, 2025.

#### B. Advanced remote voting by postal mail.

You must send the vote, well in advance, to the Shareholders Department of Sacyr, S.A., at the registered office (7, Condesa de Venadito Street – 28027 Madrid).

I vote in the regard that I indicate below understanding that the boxes not filled in, are votes IN FAVOR of the proposals of the Board of Directors:

Agenda Items	1	2	3	4	5	6	7.1	7.2	7.3	8	9	10.1	10.2	11.1	11.2	11.3	12	13	14	15	16
In favor																					
Against																					
Abstention																					

#### Voting instructions for any proposals that may be made by the Board of Directors outside the agenda included in the notice of meeting:

I give express instruction of vote in the regard that I indicate below, it must be considered that, if I do NOT mark any box, I am granting precise instructions so that my vote is IN FAVOR of the proposals formulated by the Board of Directors:

☐ In favor ☐ Abstention ☐ Against

#### Voting instructions for any proposals that have not been made by the Board of Directors:

I give an express instruction of vote in the regard that I indicate below, it being considered that, if I do NOT mark any box, I am giving precise instructions so that my vote is AGAINST these proposals:

☐ In favor ☐ Abstention ☐ Against

#### C. Voting in person.

I vote in the regard that I indicate below understanding that the boxes not filled in, are votes IN FAVOR of the proposals of the Board of Directors:

Agenda Items	1	2	3	4	5	6	7.1	7.2	7.3	8	9	10.1	10.2	11.1	11.2	11.3	12	13	14	15	16
In favor																					
Against																					
Abstention																					

#### Voting instructions for any proposals that may be made by the Board of Directors outside the agenda included in the notice of meeting:

I give express instruction of vote in the regard that I indicate below, it must be considered that, if I do NOT mark any box, I am granting precise instructions so that my vote is IN FAVOR of the proposals formulated by the Board of Directors:

☐ In favor ☐ Abstention ☐ Against

#### Voting instructions for any proposals that have not been made by the Board of Directors:

I give an express instruction of vote in the regard that I indicate below, it being considered that, if I do NOT mark any box, I am giving precise instructions so that my vote is AGAINST these proposals:

☐ In favor ☐ Abstention ☐ Against

\_\_\_\_\_, on \_\_\_\_\_, 2025.

Shareholder Signature: \_\_\_\_\_

#### Private data:

Sacyr, S.A. will process the private data provided in this document, in order to manage the notice of meeting and celebration of the General Meeting, including your attendance and, where appropriate, intervention, therein. Your data will be kept for the period necessary to fulfill the intended purpose as well as to guarantee Sacyr's defense rights against claims. Your data will not be transferred to third parties or subject to international transfer unless there is a legal obligation. You can exercise the rights recognized in articles 15 to 22 of Regulation (EU) 2016/679, by means of a letter identified with the reference "Data Protection" in which your request is specified to the following address: Sacyr, S.A., 7, Condesa de Venadito Street, 28027 – Madrid, or through the e-mail to address [protecciondedatos@sacyr.com](mailto:protecciondedatos@sacyr.com). If you wish, you can query additional and detailed information on Data Protection in the Announcement of the Notice of Meeting for the Ordinary General Shareholders' Meeting published on the Company's website ([www.sacyr.com](http://www.sacyr.com)) or through email to [dop@sacyr.com](mailto:dop@sacyr.com)

## AGENDA

### ITEMS RELATING TO THE ANNUAL ACCOUNTS AND CORPORATE MANAGEMENT

- 1 Review and approval, when applicable, of the individual financial statements and management report of Sacyr, S.A. and the consolidated financial statements and management report of Sacyr, S.A. and its subsidiaries, for the business year ended December 31, 2024.
- 2 Review and approval, when applicable, of the statement of non-financial information for the business year ended December 31, 2024, included in the consolidated management report of Sacyr, S.A. and its Group of Companies for said business year.
- 3 Review and approval, when applicable, of the proposal for the application of the profit for the business year ended December 31, 2024.
- 4 Review and approval, when applicable, of the corporate management and actions carried out by the Board of Directors during the business year ended December 31, 2024.
- 5 Reappointment of PricewaterhouseCoopers Auditores, S.L., as auditor of Sacyr, S.A. and its subsidiaries for business years 2025, 2026 and 2027.
- 6 Shareholder remuneration. Distribution of dividends charged to unrestricted reserves.

### ITEMS RELATING TO THE BOARD OF DIRECTORS

- 7 Appointment of directors.
  - 7.1 Appointment of Mr. Pedro Antonio Sigüenza Hernández as director with the qualification of executive director.
  - 7.2 Appointment of Ms. Elena Gómez del Pozuelo as director with the classification of independent director.
  - 7.3 Appointment of Ms. María Pino Velázquez Medina as director with the classification of independent director.
- 8 Consultative vote on the Annual Report on Directors' Remuneration for business year 2024.
- 9 Review and, when applicable, approval, for the purposes of Article 529 novodecies of the Consolidated Text of the Capital Companies Act, regarding Directors' Remuneration Policy for business years 2026, 2027 and 2028.
- 10 Review and approval, when applicable, of the application of compensation to executive directors and other executives:
  - 10.1 Long-Term Incentive Plan 2020-2025.
  - 10.2 Long-Term Incentive Plan 2024-2027.

### SECTION REGARDING THE AMENDMENT OF THE BYLAWS

- 11 Amendment of the Company's Bylaws.
  - 11.1 Corporate Organization and Governance: amendment of articles 43.2, 44, 47, 48, 48 bis, 49, 54, 57 and 60.
  - 11.2 Non-financial information: amendment of the title of Chapter III and Section 1 (Financial statements) as well as Article 59 and introduction of the following Articles 59 bis, 62 bis, 62 ter and 62 quater.
  - 11.3 Technical and updating improvements: modification of articles 2.1 section i), 6.1, 17.1 and 20.2.

### SECTION REGARDING CHANGES IN CAPITAL STOCK AND SHAREHOLDERS REMUNERATION

- 12 Approval of a capital increase charged to profits or reserves ("scrip dividend"), for a maximum nominal amount of twenty-four million euros (€24,000,000) through the issuance of new ordinary shares with a par value of one euro each, without share premium, of the same class and series as those currently outstanding and with provision for incomplete subscription/allotment; subsequent amendment of the corresponding article of the Company's Bylaws. Commitment to acquire the free-of-charge allocation rights at a guaranteed fixed price. Application for admission to trading of the new shares to be issued. Delegation of powers to the Board of Directors, with express powers of substitution, to set the conditions of the increase in all matters not provided for by this General Meeting, to carry out the necessary actions for its execution and to adapt the drafting of Article 5 of the Company's Bylaws

### SECTIONS REGARDING THE DELEGATIONS OR AUTHORIZATIONS TO THE BOARD MANAGING BODY

- 13 Authorize the Board of Directors for the derivative acquisition of treasury stock by Sacyr, S.A. or companies of its group. Revocation of previous authorizations. Reduction of share capital, when applicable, for the redemption of shares, delegating the necessary powers for its execution on the Board of Directors.
- 14 Authorize the Board of Directors, with powers of substitution, 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 of Sacyr, S.A. or other companies, and/or convertible into or with the right to subscribe newly issued shares of the Company, up to a maximum of five hundred million euros (€500 million), or its equivalent in any other currency, and to guarantee issues of such securities made by other companies of its group. Establishment of the criteria for determining the bases and modalities of the conversion and/or exchange. Attribution, with powers of substitution, to the Board of Directors of the power to increase the capital by the necessary amount, as well as to exclude the pre-emptive subscription right in the issuance of such securities. Revocation of previous authorizations.
- 15 Authorize the Board of Directors, with powers of substitution, for a maximum period of five years, to issue fixed income securities (including, in particular, debentures, bonds and promissory notes) and preferred participations with a maximum limit of one billion five hundred million euros (€1,500 million), or its equivalence in any other currency, and to guarantee issues of such securities made by other companies of the Sacyr, S.A. Group. Revocation of previous authorizations.
- 16 Authorize the Board of Directors for the interpretation, correction, supplementation, execution and development of the resolutions adopted by the General Meeting, as well as to substitute the powers it receives from the General Meeting, and delegation of powers to convert such resolutions into a public instrument.