

**REPORT PREPARED BY THE BOARD OF DIRECTORS OF SACYR,
S.A. IN RELATION TO THE APPOINTMENT OF INDEPENDENT
FEMALE DIRECTORS BY THE ORDINARY GENERAL
SHAREHOLDERS' MEETING CALLED FOR JUNE 11 AND 12, 2025
AT FIRST AND SECOND CALL, RESPECTIVELY**

Madrid, April 28, 2025

1. Introduction

Pursuant to the provisions of Article 529 decies of the Capital Companies Act ("**LSC**"), the Board of Directors of Sacyr, S.A., ("the **Company**" or "**Sacyr**" indistinctly) issues this report (the "**Report**") in relation to the proposals for appointment of Ms. Elena Gomez del Pozuelo and Ms. María Pino Velázquez Medina made by the Appointments and Remuneration Committee (the "**Committee**"), as directors with the qualification or category of independent directors, for the statutory term of four years, which is submitted as items 7.2. and 7.3. of the agenda, to the approval of the General Shareholders' Meeting, called to be held on June 11 and 12, 2025 at first and second call, respectively.

2. Purpose of the Report

Article 529 decies of the LSC establishes that the proposal for the appointment or re-election of any independent director is the responsibility of the appointments and remuneration committee and must be accompanied by a report from the Board of Directors assessing (i) the competence, (ii) the experience and (iii) the merits of the proposed candidate.

Article 518 e) of the LSC includes, among the information that must be published together with the announcement of the call of the General Shareholders' Meeting, for the appointment, ratification or re-election of members of the Board of Directors, the identity, curriculum vitae and category to which each of them belongs, as well as the proposal and reports referred to in Article 529 decies.

Based on the foregoing, the Board of Directors of the Company issues this Report in order to assess the competence, experience and merits of the candidates proposed by the Committee for the position of independent female directors and to justify the Committee's proposals for the appointment of Ms. Elena Gómez del Pozuelo and Ms. María Pino Velázquez Medina as independent female directors of the Company, in compliance with the provisions of Article 529 decies of the LSC, to be submitted for the approval of the General Shareholders' Meeting called for June 11 and 12, 2025 on first and second call, respectively.

The Board of Directors, in issuing this Report, has taken into account and shares the conclusions contained in the corresponding proposals of the Committee for the appointment of Ms. Elena Gómez del Pozuelo and Ms. María Pino Velázquez Medina dated April 24, 2025, which conclude by proposing the appointment of the candidates. Said proposals are attached as **Annex I** to this Report for better identification.

The aforementioned proposals of the Committee include the information on the candidates required by Article 6 of the Regulations of the General Meeting and are framed within the criteria of the policy for the selection, appointment and re-election of directors of Sacyr, S.A. (the "**Selection Policy**"), in particular, those relating to skills, knowledge and experience.

The Board of Directors considers that the process of appointing the candidates does not suffer from any implicit bias that could imply any discrimination.

3. Justification of the Board of Directors to the proposals of the Appointments and Remuneration Committee

The Committee, in view of the vacancies generated on the Board, initiated the corresponding selection and evaluation process necessary to propose the appointment of two independent female directors, which allows, on the one hand, maintaining the 50% of independent directors and, on the other hand, reaching 40% of the representation of the least represented gender on the Board of Directors, in observance of the best practices of good corporate governance and advancing towards compliance with Organic Law 2/2024, of August 1, on equal representation and balanced presence of women and men (the "**Parity Law**").

In this regard, in relation to the Committee's proposals for appointment of Ms. Elena Gómez del Pozuelo and Ms. María Pino Velázquez Medina as independent female directors that the Board of Directors submits to the General Shareholders' Meeting, two evaluations were carried out in order to assess (i) the existence of possible conflicts of interest; and (ii) the suitability of their profiles to the needs of the Board of Directors, the Company and the other companies of its group ("the **Sacyr Group**").

The result of the evaluations carried out allows us to affirm that greater diversity is achieved within the Board of Directors while ensuring a combination of skills, knowledge, sectorial and international experience adapted to the characteristics of Sacyr and also guarantees that this body is complete in terms of the competencies it needs to perform its functions while reinforcing the sustainability and long-term value of the Company and the Sacyr Group.

The Board of Directors understands that it is essential for the Company that any candidate to occupy the position of director be an honorable, suitable person of recognized solvency, competence, experience, qualifications, training, availability and commitment to his/her position, as well as being clearly aligned with the principles set forth in Sacyr's Code of Ethics and Conduct and with the rest of its Corporate Governance System.

Likewise, the candidate must meet all the requirements set forth in the Selection Policy in order to be proposed for appointment or re-election.

In relation to the skills that the Board of Directors requires of its members, the Company has a matrix of skills of the Board of Directors that is updated annually. Once the competency matrix has been reviewed, the appointment proposals made by the Committee comply with the purpose of maintaining a correct distribution of skills in the Board of Directors and covering the needs of said body.

In this regard, in order for a director to adequately perform his/her supervisory and control duties in the Company, he/she must combine, in an appropriate manner, sufficient knowledge of the sectors in which the Company operates,

experience and knowledge of the most relevant geographic markets for the Company, as well as in management, leadership and business strategy and his/her own special knowledge that contributes to the diversity in the knowledge and experience of the Board of Directors.

In particular, the following contributions from the female candidates are highlighted:

Ms. Gómez del Pozuelo brings her extensive experience as a businesswoman and entrepreneur that allows her to contribute to the management body with her skills in strategic vision, financial supervision and risk identification and prevention as well as her knowledge in corporate governance. Likewise, her great digital knowledge, both in marketing and economics and her interests in companies with a sustainable purpose also stand out. Finally, it is worth mentioning her experience and corresponding contribution by participating in various boards of directors.

Ms. Velázquez Medina brings to the Board of Directors her extensive experience as a technology consultant and businesswoman, which also allows her to provide the Board of Directors with her strategic skills, financial oversight and risk identification and prevention. She has extensive knowledge of operations optimization, logistics and business process redesign, and implementation of technological solutions and advances. Ms. Velázquez Medina also contributes her experience in corporate governance as a director of listed companies.

The evaluation the appointment process of the candidates proposed by the Committee, through the corresponding report, has assessed the needs of the Board of Directors and the distribution of its members and characteristics.

Within the framework of the referenced evaluation processes, the Commission, at its meeting of April 24, 2025:

- considering Ms. Gómez de Pozuelo's recognized trajectory, as well as her honorability, has considered and favorably valued her appointment as an independent director in view of the factors identified, concluding that her appointment to the Board of Directors will bring significant advantages to this body. In addition, the Committee has verified that she is not involved, directly or indirectly, in any of the causes of incompatibility, prohibition, conflict or opposition of interests with the corporate interest provided for in general provisions or in the Corporate Governance System for the exercise of the position of director.
- has positively valued the appointment of Ms. Velázquez Medina as an independent director. This decision is based on her recognized professional trajectory and integrity, as well as her previously identified experience, which are considered a valuable contribution to the Board of Directors. Likewise, the Committee has verified that Ms. Pino Velázquez Medina is not involved, either directly or indirectly, in any cause of incompatibility, prohibition, conflict or opposition of interests with the corporate interest, in accordance with the regulations in force and the Corporate Governance System, which enables her to exercise

her position as director.

In light of the foregoing, the Board of Directors favorably values the appointment of Ms. Gómez del Pozuelo and Ms. Velázquez Medina, both candidates having demonstrated their availability and commitment to perform the duties of the position and, in conclusion, being two candidates who can provide contributions, perspective and knowledge of great value to the needs of the Board of Directors.

Likewise, Ms. Gómez del Pozuelo and Ms. Velázquez Medina are honorable, suitable and of recognized solvency, competence, experience, qualifications, training, availability and capacity of commitment to the functions of the aforementioned position and, in turn, professionals of integrity, whose conduct and professional careers are aligned with the principles set forth in Sacyr's Code of Ethics and Conduct and with the Purpose, Mission, Vision and Values of the Company.

The appointment of the female candidates consolidates the diversity of skills, knowledge, experience, origins, nationalities, age and gender in the composition of the Board of Directors, maintaining a diverse and balanced composition of the Board of Directors as a whole, taking into account the nature and complexity of the businesses carried out by the Sacyr Group companies, as well as the social and environmental context in which it is present, which fits perfectly with its strategic plan 2024-2027.

The appointment of Ms. Gómez del Pozuelo and Ms. Velázquez Medina will also contribute to increase the current percentage of women on the Board of Directors (36%), raising it to over 40%, following Recommendation No. 15 of the Good Governance Code of Listed Companies of the National Securities Market Commission and complying, in advance, with the obligations established in the Parity Law.

The Board of Directors considers that the appointment process of the candidates proposed by the Commission does not suffer from any implicit bias that could imply any discrimination.

A. COMPETENCE, EXPERIENCE AND MERITS OF MS. ELENA GÓMEZ DEL POZUELO IN CONNECTION WITH HER APPOINTMENT AS DIRECTOR

Ms. Gómez del Pozuelo has a law degree from the University of Alcalá and has complemented her education with a Master's Degree in Community Law, both at the University of Alcalá and the Free University of Brussels.

Ms. Gómez del Pozuelo's professional career has been marked, from the beginning until now, by her interest and dedication, a pioneer in Spain, to the digital and business world, starting her professional career as General Director of the Spanish Association of Direct Marketing and the Spanish Association of Electronic Commerce.

Throughout her career, Ms. Gómez del Pozuelo has demonstrated a clear entrepreneurial vocation, which led her to found, create and lead more than ten

companies, including Secretarias Plus and Directivos Plus, Womenalia, Bebé de París and, most recently, The Friendly Companies, of which she is currently CEO.

Elena Gómez del Pozuelo's strategic vision, together with her outstanding capacity for hard work and effort, has always gone hand in hand with a strong social component, which has led her to participate in numerous initiatives and projects involved in job creation and, in particular, in the reconciliation of work and personal life and the insertion of women into the labor market, especially by supporting women's entrepreneurship.

Ms. Gómez del Pozuelo's professional career has allowed her to gain extensive experience and knowledge in the field of marketing and digital economy, being a pioneer of ecommerce and digital marketing in our country. Ms. Elena Gómez del Pozuelo has participated in many other digital projects such as INCIPY, a digital communication strategic consulting company, INESDI, an institute to train digital professions and INCRENTA, a digital marketing agency.

Ms. Gómez del Pozuelo's professional profile highlights her remarkable business, entrepreneurial and leadership skills, strategic management, as well as commercial and management skills, qualities that will enrich the debate in the Board of Directors.

Ms. Gómez del Pozuelo has also participated as an investor in numerous companies, mainly startups with a distinctive digital commerce component including Cocunat and QAShop.

Currently, she also holds the position of independent director in Holaluz-Clidom, S.A.

In view of the foregoing and of the reasons that the Committee considers for proposing this appointment, which are shared by this body, the Board of Directors considers that the appointment of Ms. Gómez del Pozuelo as a director of the Company is fully justified and beneficial. This appointment will contribute to diversify and enriching the profiles of the Board, which is considered key for the development of the Company's activity.

B. COMPETENCE, EXPERIENCE AND MERITS OF MS. MARÍA PINO VELÁZQUEZ MEDINA IN CONNECTION WITH HER APPOINTMENT AS DIRECTOR

Ms. Velázquez Medina holds a degree in Mathematics with a specialization in Statistics from the Complutense University of Madrid and an MBA from IESE in Barcelona.

She began her professional career at Accenture, then joined A.T. Kearney as a senior consultant, where she focused on operations optimization, logistics and business process redesign projects.

In 1993, she joined Banco Santander, forming part of the President's Office and the Strategic Planning team. Two years later, in 1995, she joined Airtel (Vodafone) as Director of Customer Service. In this position, she was

responsible for customer relationship strategy and execution across all channels, as well as policies, technology and administrative processes.

In 1999, she founded the Unísono Group, with the aim of offering services to large corporations in the field of customer experience. In 2015, also within Unísono, she created Evolucionaria Consulting, a division focused on digital transformation, Business Intelligence, Artificial Intelligence and consulting, with the purpose of maximizing business efficiency through the use of advanced technologies. Ms. Velázquez Medina was Chairperson of the Board of Directors of Unísono until August 2021, at which time the company was acquired by Altice Group and she disassociated herself from the company.

Throughout her career, she has received multiple awards and recognitions, including the 2016 Best Businesswoman Award granted by FEDEPE, the 2008 IWEC Award from the *International Women's Entrepreneurial Challenge*, and various recognitions from the Chambers of Commerce of Barcelona, New York, New Delhi and Johannesburg for her entrepreneurial work.

She is currently an independent director of Renta 4 Banco and Repsol. She is also a member of the Board of Trustees of the CODESPA Foundation and the Generation Foundation.

The foregoing, as well as the reasons advocated by the Committee for said appointment, which this body endorses, leads the Board of Directors to understand that the appointment of Ms. María Pino Velázquez Medina as a director of the Company is justified and convenient, with the conviction that her appointment will make it possible to have profiles on the Board of Directors that are considered valuable for the development of the Company's activity.

4. Conclusion of the Board of Directors

The Board of Directors, in view of the foregoing, considers that the candidates proposed by the Committee meet all the requirements for their appointment as directors under the Selection Policy and, in particular, meet the requirements of honorability, suitability, recognized solvency, competence, experience, qualifications, training, availability and commitment necessary to be a part of the Board of Directors of the Company.

Therefore, it considers it justified and appropriate that Ms. Elena Gómez del Pozuelo and Ms. María Pino Velázquez Medina be appointed as independent directors of the Company and, consequently, it submits the Committee's proposal for the appointment of Ms. Elena Gómez del Pozuelo and Ms. María Pino Velázquez Medina as independent directors of the Company to the Ordinary General Shareholders' Meeting to be held on June 11 and 12, 2025 at first and second call, respectively.

The Board of Directors concludes that the candidates for directorships, Ms. Elena Gómez del Pozuelo and Ms. María Pino Velázquez Medina, meet the conditions required in section 4 of article 529 duodecies of the LSC to be appointed as independent directors of the Company.

5. Proposed resolutions to be submitted to the General Shareholders' Meeting

The proposed resolution of the Committee, regarding item 7.2 of the agenda, which the Board of Directors submits for the approval of the Ordinary General Shareholders' Meeting, is as follows:

7.2 "To appoint, for the statutory term of four years, Ms. Elena Gómez del Pozuelo, of Spanish nationality, of legal age, with professional address at Calle Condesa de Venadito nº 7 in Madrid and valid Spanish ID number 00405316X, as a director of the Company, with the classification or category of independent director, at the proposal of the Appointments and Remuneration Committee".

The proposed resolution of the Committee, regarding item 7.3 of the agenda, which the Board of Directors submits for the approval of the Ordinary General Shareholders' Meeting, is as follows:

7.3 "To appoint, for the statutory term of four years, Ms. María Pino Velázquez Medina, of Spanish nationality, of legal age, with professional address at Calle Condesa de Venadito nº 7 in Madrid and valid Spanish ID card number 03831921Y, as a director of the Company, with the classification or category of independent director, at the proposal of the Appointments and Remuneration Committee".

ANNEX I

PROPOSAL MADE BY THE APPOINTMENTS AND REMUNERATION COMMITTEE OF SACYR, S.A. IN RELATION TO THE APPOINTMENT AS INDEPENDENT DIRECTORS OF MS. ELENA GÓMEZ DEL POZUELO AND MS. MARÍA PINO VELÁZQUEZ MEDINA BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING TO BE HELD ON JUNE 11 AND 12, 2025 ON FIRST AND SECOND CALL, RESPECTIVELY

1. Introduction

Pursuant to article 17 section 7 a) and d) of the Regulations of the Board of Directors of Sacyr, S.A., (the "**Company**"), the Appointments and Remuneration Committee ("the **Committee**") is responsible for proposing and reporting the appointment of independent directors for submission to the Board of Directors and subsequent submission to the decision of the General Shareholders' Meeting, as well as verifying that the candidate for director meets the general requirements for all directors of the Company, in accordance with the provisions of the Law and the Corporate Governance System, and to evaluate the quality of the work and dedication to the position of the director in question and, expressly, the honorability, suitability, solvency, competence, experience, qualifications, availability and commitment to his/her function. Likewise, it is the Committee's responsibility to evaluate the skills, knowledge and experience required on the Board of Directors and, to this end, it shall define the functions and aptitudes required of the candidates to fill each vacancy.

The candidates Ms. Elena Gómez del Pozuelo and Ms. María Pino Velázquez Medina are proposed as independent directors of the Company, in accordance with the provisions of section 4 of article 529 decies of the Capital Companies Act ("**LSC**"), to be submitted by the Board of Directors to the next Ordinary General Shareholders' Meeting.

For these purposes, the goal of this report is to include the results of the work carried out by the Committee in relation to the possible appointment of Ms. Elena Gómez del Pozuelo and Ms. María Pino Velázquez Medina, as well as to inform the Board of Directors, for submission to the Ordinary General Shareholders' Meeting, on their appointments as independent directors, in compliance with the provisions of section 4 of article 529 decies of the LSC.

2. Corporate Governance

Sacyr, through its Corporate Governance System, which constitutes its internal regulations, in the exercise of the corporate autonomy protected by law, provides for a reality aligned with the best practices of corporate governance, both national and international, and especially in following the recommendations of the Good Governance Code of Listed Companies.

The composition of Sacyr's Board of Directors complies with the main recommendations of good corporate governance for listed companies, namely: the size of the Board of Directors is below the recommended limit of 15 members, being composed of 14 members; the majority of the members of the Board of Directors are non-executive; there is a female coordinating director; the administrative body has 50% independent directors and, finally, 40% representation of women on the Board of Directors is achieved.

With the intention of good corporate governance continuous improvement practices and to meet the requirements and recommendations of shareholders, investors and *proxy advisors*, the Company stated, within the framework of the Ordinary General Shareholders' Meeting of 2023, its commitment to achieve the following milestones by 2025;

- To reach 40% female representation on the Board of Directors by the year 2025, increasing the number of female directors by two more than the existing ones.
- Split the combination of Chairperson and CEO into two separate executive positions.
- All this while maintaining 50% of independent directors and without increasing the number of directors.

The Company, with the proposals included for submission to the General Shareholders' Meeting to be held on June 11 or 12 of this year, and after a vote by the shareholders, may maintain 50% of independent directors, reach 40% of female directors, and separate the executive positions between an Executive Chairperson and a new Chief Executive Officer in a Board of Directors of 14 members.

With these proposals, Sacyr's Board of Directors would reach the threshold of 40% of women on the Board of Directors. In this way, Sacyr is making progress in complying with the requirements of the Parity Law.

The same level of good corporate governance is observed in the composition and chairmanship of the delegated committees. In fact, the Board of Directors' delegated committees are all chaired by independent directors and are also composed of a majority of independent directors, except for the Audit Committee, where all of its members are independent. the Executive Committee, due to its different nature, is chaired by the Executive Chairperson.

Taking into account all of the above, as well as other changes within the Board of Directors, the final result in the composition of the Board of Directors, in the event that the General Shareholders' Meeting, called to be held on June 11 and 12, 2025, on first and second call respectively, approves the proposals for the appointment of directors, would be as follows:

| Name | Position | Category |
|-----------------------------------|-------------------------|-----------------------|
| Manuel Manrique Cecilia | Executive President | Executive |
| Pedro Sigüenza Hernández | Chief Executive Officer | Executive |
| Demetrio Carceller Arce | First Vice-President | Proprietary directors |
| Elena Jiménez de Andrade Astorqui | Coordinating Advisor | Independent |
| José Manuel Loureda Mantiñán | Member | Proprietary directors |
| Tomás Fuertes Fernández | Member | Proprietary directors |
| Francisco Javier Adroher Biosca | Member | Proprietary directors |
| María Jesús de Jaén Beltrá | Member | Independent |
| Luis Javier Cortés Domínguez | Member | "Other external" |
| José Joaquín Güell Ampuero | Member | Independent |
| Elena Monreal Alfageme | Member | Independent |
| Susana del Castillo Bello | Member | Independent |
| Elena Gómez del Pozuelo | Member | Independent |
| María Pino Velázquez Medina | Member | Independent |

3. Candidate profiles

A. Ms. Elena Gómez del Pozuelo

Ms. Gómez del Pozuelo has a Law Degree from the University of Alcalá and has completed her academic training with a Master's Degree in Community Law, studied jointly at the University of Alcalá and the Université Libre de Bruxelles.

Since the beginning of her professional career, she has shown a marked interest in the digital field, positioning herself as one of the pioneers in this sector in Spain. Her career began with the position of General Manager in the Spanish Association of Direct Marketing, as well as in the Spanish Association of Electronic Commerce since 2010.

Throughout her professional career, Ms. Gómez del Pozuelo has consolidated a clear entrepreneurial vocation, materialized in the founding and management of more than a dozen companies. Among the most outstanding are Secretarias Plus, Directivos Plus, Womenalia, Bebé de París and, most recently, The Friendly Companies, where she currently serves as CEO.

Her strategic vision and outstanding leadership skills have been accompanied by a strong commitment to social responsibility. She has actively participated in numerous initiatives aimed at generating employment, the reconciliation of personal and professional life, as well as the promotion of female entrepreneurship and the inclusion of women in the workplace.

The extensive experience accumulated by Ms. Gómez del Pozuelo in the field of marketing and digital economy has allowed her to position herself as a reference in e-commerce and digital marketing in our country. She has been involved in various digital projects, including INCIPY (strategic consultancy in digital

communication), INESDI (institute specialized in digital skills training) and INCRENTA (digital marketing agency).

Her professional profile evidences solid skills in strategic management, entrepreneurship, business leadership and commercial development, qualities that will undoubtedly enrich the dynamics and debate within the Board of Directors.

Likewise, Ms. Gómez del Pozuelo has participated as an investor in multiple companies, mainly startups with a strong component linked to digital commerce, such as Cocunat and QAShop.

She currently serves as an independent director of Holaluz-Clidom, S.A.

B. Ms. María Pino Velázquez Medina

Ms. Velázquez Medina holds a degree in Mathematics with a major in Statistics from the Complutense University of Madrid and an MBA from IESE in Barcelona.

She began her professional career at Accenture, later joining A.T. Kearney as a senior consultant, focusing mainly on operations optimization, logistics and business process redesign projects.

In 1993 she joined Banco Santander as a member of the President's Office and part of the Strategic Planning team. In 1995, through Banco Santander, she joined the Airtel (Vodafone) team in the early days of the company as Director of Customer Service, where she was responsible for customer relationship strategy and execution (across all channels), policies, technology and administrative processes.

In 1999 he founded the Unísono Group to serve large corporations in everything related to customer experience. In 2015 she also founded, within the Unísono structure, the Evolucionaria Consulting brand, a digital transformation, Business Intelligence, AI and consulting division focused on maximizing business efficiency using cutting-edge technologies. Ms. Velázquez Medina was Chairperson of the Board of Directors of Unísono until August 2021, when the company was acquired by Altice Group and at which time she disassociated herself from the company.

Ms. Velázquez Medina has received numerous awards throughout her professional career. Among them, the Best Businesswoman 2016 FEDEPE award, the 2008 IWECA Award granted by the International Women's Entrepreneurial Challenge, as well as the recognition of the Chambers of Commerce of Barcelona, New York, New Delhi and Johannesburg to the entrepreneurial work of women.

She currently holds the position of Independent Director of Renta 4 Banco and Repsol. Ms. Velázquez Medina is also a member of the Board of Trustees of Fundación CODESPA and Fundación Generation.

4. Category of directors to which they should be assigned

In view of the personal and professional characteristics of Ms. Elena Gómez del Pozuelo and Ms. María Pino Velázquez Medina and in accordance with the provisions of section 4 of article 529 duodecies of the LSC, they meet the conditions required to be appointed as independent directors of the Company.

5. Availability

Before the beginning of each business year, the Board of Directors of the Company prepares a calendar of ordinary meetings, both of the plenary and of its delegated committees, adapting the needs of the Company to the dedication committed by the directors. Based on the scheduled calendar, the candidates have been verified with their effective availability to prepare each meeting of the Board of Directors and of the delegated committees of which, if applicable, they are a part of, and to provide the dedication required for the performance of the position of director.

6. Processes for evaluating and verifying compliance with the requirements to become a director of the Company

In accordance with the provisions of the Policy for the Selection, Appointment and Re-election of Directors of Sacyr, S.A. (the "**Selection Policy**"), the purpose of the evaluation to be carried out by the Committee is to achieve an appropriate diversity within the Board of Directors that favors the diversity of skills, backgrounds, origins, knowledge, experience, age and gender within the Board of Directors.

In this regard, in order to determine the appropriateness of the appointments of Ms. Elena Gómez del Pozuelo and Ms. María Pino Velázquez Medina as independent directors to be submitted to the General Shareholders' Meeting, the Committee has carried out two evaluations to assess the suitability of their profiles to the needs of the Board of Directors, the Company and the other companies of its group ("**Sacyr Group**"), considering the specific characteristics of their businesses and the territories in which they carry out their activities.

Ms. Gómez del Pozuelo brings extensive experience as an entrepreneur, having founded and managed multiple companies in the digital field, which gives her a solid strategic and business perspective. Her trajectory as a pioneer in digital marketing and ecommerce in Spain, together with her participation in projects such as INCIPY, INESDI and INCRENTA, reinforces her knowledge in innovation and digitalization.

Her commitment to social responsibility and women's entrepreneurship provides her with a balanced vision that integrates sustainability, diversity and social impact, key aspects of modern corporate governance.

Her skills include leadership and strategic management skills, innovative and digital vision, experience in business development and startup scaling,

international perspective in law and community relations, sensitivity to social responsibility and diversity, and a strong network of contacts in the entrepreneurial and technology ecosystem.

Ms. Velázquez Medina brings solid experience in business strategy, specializing in process optimization and improving operational efficiency in highly complex environments. Her background in business creation and leadership has equipped her with a broad capacity to manage digital transformation projects, implementing innovative solutions that integrate Business Intelligence, artificial intelligence and advanced technology consulting.

Her leadership skills and her focus on the strategic management of teams and resources have allowed her to drive disruptive business models and maximize commercial efficiency, always adapting to new market demands and technological trends. This combination of experience in digital transformation, strategic vision and focus on results makes her a leader capable of generating significant value in the governing bodies and bringing a refreshing perspective to the design and implementation of business strategies.

The Committee, when assessing the proposal to appoint Ms. Elena Gómez del Pozuelo as independent director, has analyzed the following:

- (i) The real availability of the candidate to prepare the meetings of the Board of Directors in accordance with the calendar of ordinary meetings, both of the plenary and of its delegated committees, prepared by the Company, being able to provide the dedication required for the performance of the position of director.
- (ii) Pursuant to the provisions of Article 28 of the Board Regulations and in order to be able to dedicate the time necessary to perform the duties inherent to the position of director, she does not sit on more than four boards of directors of listed companies, including Sacyr, when applicable.
- (iii) In accordance with the provisions of the Selection Policy and in order to achieve an appropriate diversity within the Board of Directors that favors diversity of skills, backgrounds, origins, knowledge, experience, age and gender, the following has been considered:
 - (a) The needs of the Board of Directors in terms of its members;
 - (b) The contributions and inputs that the candidate can make to the Board of Directors, completing her skills matrix, in particular, attending to her expertise in digital commerce, strategy and entrepreneurship;
 - (c) The adequacy of their professional profile to the particularities of the business developed by the Company;
 - (d) The availability of adequate skills, experience and merits to perform the position, accrediting a relevant academic training for the

performance of the position;

- (e) Their honorability, solvency, availability and commitment for the exercise of the functions of the position.
- (iv) That the conduct and professional career of Ms. Gómez del Pozuelo are fully aligned with the principles set forth in Sacyr's Code of Ethics and Conduct and with the Company's Purpose, Mission, Vision and Corporate Values, and that she is not involved, directly or indirectly, in any of the causes of incompatibility, prohibition, conflict or opposition of interests with the corporate interest set forth in general provisions or in the internal rules of the Corporate Governance System for the exercise of the position of director.

Likewise, when evaluating the proposal for the appointment of Ms. María Pino Velázquez Medina as independent director, the Committee has considered the following points:

- (i) The effective availability of the candidate to prepare the meetings of the Board of Directors, according to the calendar of ordinary meetings, both of the plenary and of its delegated committees, prepared by the Company, ensuring that she can dedicate the necessary time to adequately perform the position of director.
- (ii) Pursuant to the provisions of Article 28 of the Board Regulations and in order to be able to dedicate the time necessary to perform the duties inherent to the position of director, she does not sit on more than four boards of directors of listed companies, including Sacyr, when applicable.
- (iii) In accordance with the provisions of the Selection Policy and with the objective of promoting a balanced diversity on the Board of Directors, encompassing a variety of skills, backgrounds, experiences, knowledge, age and gender, the following has been taken into account:
 - (a) The needs of the Board of Directors in terms of the profiles of its members as;
 - (b) The input and contributions that the candidate can make to the Board of Directors, completing her skills matrix, especially in areas such as digital marketing, e-commerce and customer relationship management;
 - (c) The adequacy of their professional profile with respect to the type of activity and business carried out by the Company;
 - (d) The availability of skills, experience and merits necessary for the exercise of the position, supported by an appropriate academic background;

- (e) Their honorability, solvency, availability and commitment to carry out the functions inherent to the position.
- (iv) That Ms. Velázquez Medina's conduct and professional career are in line with the principles established in Sacyr's Code of Ethics and Conduct, as well as with the Company's Purpose, Mission, Vision and Corporate Values. In addition, it has been verified that she is not involved, directly or indirectly, in any cause of incompatibility, prohibition, conflict or opposition of interests with the corporate interest, as contemplated in the general provisions or in the internal rules of the Corporate Governance System for the exercise of the position of director.

In addition, the Committee, for the purposes of this report and the evaluation processes that go along with it, has considered it advisable that the proposals for the appointment and re-election of directors be aimed at maintaining or strengthening the governing body: (i) including different profiles and experiences that are aligned with the Company's strategic values; (ii) continuing to increase the diversity of the body in, among other matters, age, professional experience, competencies, personal skills, sectorial knowledge, gender, age, geographic origin, and/or cultural origin; (iii) striving for a balanced composition among the different categories of directors, ensuring a majority presence of non-executive directors, the majority of whom are independent, currently 50% of whom are independent, as well as an adequate representation of proprietary directors; and (iv) promoting a gradual renewal of its members, combined with the necessary existence of profiles that have broad experience and knowledge of the Company, the Group, the business and the sector in general.

7. Ms. Gómez del Pozuelo's contribution to the Board of Directors' matrix of competences

Ms. Elena Gómez del Pozuelo contributes to the competence matrix of the Board of Directors with her background as a businesswoman and entrepreneur, which allows her to contribute to the management body with skills in strategic vision, financial supervision and risk identification and prevention, in addition to her solid knowledge in corporate governance. Likewise, she stands out for her deep knowledge in the digital field, both in marketing and economics, and for her interest in companies with sustainable purpose. Finally, her experience and valuable contribution as a member of various boards of directors is highlighted.

8. Ms. Velázquez Medina contribution to the Board of Directors' matrix of competences

Ms. María Pino Velázquez Medina contributes to the competence matrix of the Board of Directors with solid experience as a technology and business consultant, which allows her to contribute to the Board with skills in strategy, financial supervision, as well as risk identification and prevention. She is distinguished by her extensive knowledge in operations optimization, logistics, business process redesign and implementation of technological solutions and

advances. In addition, Ms. Velázquez Medina adds her experience in corporate governance, acquired through her participation as a board member in listed companies.

9. Conclusions of the Appointments and Remunerations Committee

All of the above makes it possible to appreciate that their appointments as members of the Board of Directors would bring significant advantages to the management body, providing it with greater depth in its discussions and an additional vision based on experience.

Consequently, it is hereby verified that the candidates meet the general requirements demanded of all directors of the Company, in accordance with the provisions of the Law and its Corporate Governance System.

The Committee has concluded, by unanimous agreement, to propose the appointments of Ms. Elena Gómez del Pozuelo and Ms. María Pino Velázquez Medina as independent directors of the Company.

10. Proposals of the Nomination and Compensation Committee

Consequently, the Appointments and Remunerations Committee proposes:

"To appoint for the statutory term of four years, Ms. Elena Gómez del Pozuelo, of Spanish nationality, of legal age, with professional address at Calle Condesa de Venadito, 7, Madrid, and with valid Spanish I.D. number 00405316X, as a director of the Company with the category of independent director by proposal of the Appointments and Remuneration Committee".

"To appoint for the statutory term of four years, Ms. María Pino Velázquez Medina, of Spanish nationality, of legal age, with professional address at Calle Condesa de Venadito, 7, Madrid, and with valid Spanish I.D. number 03831921Y, as a director of the Company with the category of independent director at the proposal of the Appointments and Remuneration Committee".

Madrid, April 24, 2025.