



## **NOTICE OF ORDINARY GENERAL SHAREHOLDERS' MEETING**

The Board of Directors of Sacyr, S.A. (the "**Company**") has resolved to convene an **Ordinary General Shareholders' Meeting**, to be held in Madrid, at Auditorio Sur – Planta 2 IFEMA, Avda. del Partenón, nº 5, on **June 11<sup>th</sup>, 2025, at 12:00 noon**, on first call or, if the necessary quorum is not reached, on second call, at the same place and time, on the following **June 12<sup>th</sup>, 2025**, so that the shareholders may deliberate and resolve regarding the items on the agenda.

**The General Meeting is scheduled to be held on second call, i.e. on June 12<sup>th</sup>, 2025, at 12:00 noon.**

The General Meeting shall be held in accordance with the following:

### **AGENDA**

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#### **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.

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#### **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.
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#### **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.
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#### **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
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#### **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.

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**After the Ordinary General Meeting, the Company will offer an aperitif to be attended by all shareholders.**

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### **1.- Regulations of the General Shareholders' Meeting**

The General Meeting will be held in accordance with the General Meeting Regulations available on the *website* of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)), on the *website of the* CNMV and at the Commercial Registry, the Articles of Association of Sacyr, S.A., and the Capital Companies Act.

### **2.- Complement to the call of meeting**

Shareholders representing at least three percent of the capital stock may request the publication of a supplement to this notice, including one or more items on the agenda. In such request, the shareholders must indicate, at least, (i) the identity of the shareholder or shareholders exercising the right, (ii) the number of shares owned or represented, (iii) the items to be included in the agenda, as well as (iv) a justification of the proposed items or, if applicable, a justified agreement proposal.

The exercise of this right must be made by reliable notification to be received at the registered office of Sacyr, S.A. (7 Condesa de Venadito Street, 28027 Madrid) within five days following the publication of this notice of meeting.

### **3.- Submission of agreement proposals**

Shareholders representing at least three percent of the share capital may, within the same period indicated with respect to the supplement to the notice of meeting, submit reasoned proposals for resolutions on matters already included or to be included on the agenda of the General Meeting, all in accordance with the terms set forth in Article 519.3 of the Capital Companies Act.

#### **4.- Right of attendance**

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 (i.e. June 6, 2025 if, as scheduled, the General Meeting is held on June 12, 2025, on second call) are entitled to attend the General Meeting in person or by telematic means. 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 together with other shareholders in the same situation, until the required number of shares is reached, conferring 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.

##### **4.1. In person attendance**

###### **4.1.1. Pre-registration**

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.

###### **4.1.2. Exercise by the shareholders (or their representatives) of their rights of intervention, information, proposal and vote.**

Shareholders attending in person, duly registered on the attendance list, may intervene during the General Meeting to request such information or clarifications as they deem necessary in relation to: a) the matters included in the agenda; b) matters that, although not included in the agenda, may be dealt with at the General Meeting as permitted by law; c) information accessible to the public that has been provided by Sacyr, S. A. to the National Securities Market Commission since the last General Meeting was held; and d) the reports of the auditor of the accounts. In order to better organize the development of the General Shareholders' Meeting, and in order to make it possible to draw up the list of speakers, shareholders' requests to speak should be made prior to the start of the meeting. For this purpose, an office will be set up at the venue of the General Meeting, which will be open from 10:00 a.m. on the day of the General Meeting, to which shareholders who wish to speak may go, stating their name and surname, the number of shares they own or the shares they represent, as well as the purpose of their intervention. In the event that the shareholder wishes his/her intervention to be recorded verbatim in the minutes of the meeting, he/she must provide the full text of his/her intervention. Shareholders must make reasonable use of their right to speak in relation to both its duration and its content, without prejudice to the powers of the Chairman in accordance with Article 18 of the Regulations of the General Shareholders' Meeting. Shareholders may speak only once. The Chairman may respond jointly and in summary to the different questions from the shareholders during the meeting or may agree that the information be sent in writing to the shareholder within the legal period.

## **4.2. Remote attendance**

### **4.2.1 Pre-registration**

Shareholders wishing to attend the General Meeting remotely must register before 11:59 a.m. on June 10, 2025 through the link "General Meeting 2025" (Junta General 2025), section "Remote voting, proxy and pre-registration" (*Voto, delegación y registro previo telemático*), 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 pre-registration shall be carried out by any of the following means: (i) electronic ID, (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, or (iii) the user/password credentials that the shareholder will receive in his/her e-mail address, after requesting it through the completion of a credential request form available on the voting, proxy and telematic pre-registration platform itself, and after verification of his/her identity and shareholder status.

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 previously accredit 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 accrediting the identity of the proxy and a copy of the document accrediting the power of attorney that allows him/her to act on behalf of the shareholder legal entity, to the attention of the Shareholders Department of Sacyr, S. A., S.A., to the attention of the Shareholders Department of Sacyr, S. A., S. A., S.A. and the Shareholders Department of Sacyr, S.A., at the registered office (C/ Condesa de Venadito, 7 28027-Madrid) or by e-mail to the address [accionistas@sacyr.com](mailto:accionistas@sacyr.com), before 11:59 a.m. on 10 June 2025. Once the documentation has been received and verified, the proxy may attend the General Shareholders' Meeting remotely. In the event that he/she wishes to attend remotely and identify him/herself by means of user/password credentials, he/she must expressly request it to carry out the registration process as previously indicated.

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.

### **4.2.2. Connection and attendance to the General Shareholders' 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 11 June 2025 (if the General Meeting is held on first call) or, if applicable, during the same period on 12 June 2025 (if, as foreseeable, the General Meeting is held on second call). If applicable, on June 11, 2025, 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 2025*" 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.

#### 4.2.3. Exercise by the shareholders (or their representatives) of their rights of intervention, information, proposal and vote through remote attendance.

*Rights of intervention, information and proposed resolutions:* Interventions and proposed resolutions, requests or clarifications that, in accordance with current legislation, they intend to make during the General Meeting must be sent to the Company, in writing through the link provided for this purpose in the "*Remote attendance*" section on the corporate *website* between 10:00 a.m. and 12:15 p.m. on June 11, 2025, or, if applicable, during the same time period on June 12, 2025 (depending on whether the General Meeting is held on first or second call, respectively). The remote attendees (or, as the case may be, the representatives) who, having attended themselves at the first call, have sent interventions and proposed resolutions or requests for information or clarifications, must send them again, in the terms indicated, on the day the meeting is held; otherwise, they shall be deemed not to have been made.

Interventions shall only be recorded in the minutes of the meeting when expressly requested.

Requests for information or clarifications from shareholders (or their proxies) attending remotely will be answered verbally during the General Meeting or in writing within seven days of the meeting.

*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.

### **5.- 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.

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

##### 5.1.1. 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"), or (iii) the user/password credentials that the shareholder will receive in his/her e-mail address, after requesting it through the completion of a credential request form available on the voting, proxy and telematic pre-registration platform itself, and after verification of his/her identity and shareholder status.

Once the shareholder has the corresponding Valid Electronic Signature or access credentials he/she may, through the space "*General Meeting 2025*" 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 2025*", "*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.

#### 5.1.2. 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.

### 5.1.3. 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 11 June 2025 (if the General Meeting is held on first call) or, if applicable, during the same period of time on 12 June 2025 (if, as foreseeable, the General Meeting is held on second call). If applicable, on June 11, 2025, 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 2025" 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.

### **5.2. 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 or the user/password credentials that the shareholder will receive in his/her e-mail address, after requesting it through the completion of a credential request form available on the voting, proxy and telematic pre-registration platform itself, and after verification of his/her identity and shareholder status. Once the shareholder has the corresponding Valid Electronic Signature or access credentials, he/she may, through the space "General Meeting 2025" 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 2025", "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.

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

#### ***5.3.1. Period for reception by Sacyr, S.A.***

For its validity and in accordance with the provisions of the Bylaws and the Regulations of the General Meeting, the Board of Directors has agreed that both proxies and advance votes by remote means of communication (regardless of the means used) may be made from the publication of this notice of call and must be received by Sacyr, S.A. before 11:59 a.m. on June 10, 2025.

#### ***5.3.2. 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.

#### ***5.3.3. 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 4, 8 and 9 points and the Chairman respect 10 point too;

(ii) 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.

## **6.- Other issues**

### ***6.1. 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.

***6.2. 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.

***6.3. Custody of electronic signature:*** the custody and use of its electronic signature and/or his/her user/password credentials is the sole responsibility of the shareholder (or its representative).

***6.4. 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.

***6.5. 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.

## **7.- Right of Information**

From the date of publication of the notice of call until the General Meeting is held, shareholders will have at their disposal for queries, downloading and printing on the Company's website ([www.sacyr.com](http://www.sacyr.com)), as well as, they may request the delivery or shipment free of charge of, among others, the following information and documentation:

- 1) the full text of the notice of the General Meeting;
- 2) the total number of shares and voting rights of Sacyr, S.A. on the date of the call;
- 3) the individual financial statements and management report of Sacyr, S.A., corresponding to the business year ended December 31, 2024, with the corresponding audit report and the corresponding declaration of responsibility of the directors;
- 4) the consolidated financial statements and management report of Sacyr, S.A. and its subsidiaries for the business year ended December 31, 2024, with the corresponding auditors' report and the corresponding declaration of responsibility of the directors;
- 5) the statement of non-financial information for the business year ended December 31, 2024;
- 6) the complete texts of the proposed resolutions on each and every one of the items on the agenda and, when applicable, the proposed resolutions submitted by the shareholders would be included;
- 7) the reports of the Board of Directors relating to the proposals for the appointment of directors referred to in section 7, which includes information on the identity, curriculum and category to which the directors whose appointment is submitted to the Ordinary General Shareholders' Meeting belong, including the corresponding reports and, if applicable, the proposal of the Appointments and Remuneration Committee;
- 8) Reasoned proposal of the Board of Directors of Sacyr, S.A. on the approval of the Directors' Remuneration Policy (includes annexes regarding the Report of the Appointments and Remuneration Committee and Proposal of the Directors' Remuneration Policy for business years 2026, 2027 and 2028);
- 9) the supporting report and proposal issued by the Board of Directors in relation to item 11 of the agenda (Amendment of the Company's Bylaws);
- 10) the supporting report and proposal issued by the Board of Directors in relation to item 12 of the agenda (Capital increase charged to profits or reserves);
- 11) the supporting report and proposal issued by the Board of Directors in relation to item 13 of the agenda (Authorize the Board of Directors for the derivative acquisition of treasury stock);
- 12) the supporting report and proposal issued by the Board of Directors in connection with item 14 of the agenda (Authorize the Board of Directors to issue convertible and/or exchangeable securities);
- 13) the Annual Report on Directors' Remuneration for the business year ended on December 31, 2024;

- 14) the Annual Corporate Governance Report for the business year ended on December 31, 2024;
- 15) the procedural rules for proving ownership of shares, the right to attend the General Meeting and the rules applicable to proxy and voting by remote means of communication;
- 16) the rules of operation of the "Electronic Shareholders' Forum";
- 17) the attendance, proxy and voting card model;
- 18) a document containing a summary of the shareholders' right to information; and
- 19) the Bylaws, the Regulations of the General Meeting and the Regulations of the Board of Directors.

As well as any other documentation (of any nature) that must be made available on the corporate *website* of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)) on the occasion of the holding of the General Shareholders' Meeting.

In view of the circumstances, the Company prioritizes the use of digital media to make information and documentation available to the shareholders. However and in accordance with the provisions of the Regulations of the General Shareholders' Meeting, the requests made in exercise of the shareholders' right to information may be made by delivery or sending by post or equivalent courier service to the registered office (7 Condesa de Venadito Street, 28027 Madrid) of the written request with handwritten signature and enclosing a photocopy of a valid personal identity document; the request must state the address to which the shareholder requests that the required information is to be sent. The request for information may also be made by e-mail to the address [accionistas@sacyr.com](mailto:accionistas@sacyr.com) in which case, in order to provide the system with adequate guarantees of authenticity and identification of the shareholder exercising his/her right to information, the latter must incorporate a Valid Electronic Signature. Pursuant to the provisions of article 11 *quater* of the Capital Companies Act, shareholders are reminded that communications between Sacyr, S.A. and the shareholders, including the sending of documents, requests and information, may be made by remote means provided that such communications have been accepted by the shareholder; for these purposes, in order to respond to any consultation or request made by remote means, it shall be understood that such means shall be accepted for the response if, within the framework of the consultation, the shareholder has not expressly rejected the use of remote means. In the event of such refusal, the reply or information shall be sent by mail to the address indicated in the communication (this information shall be mandatory if the shareholder does not accept the sending by remote means). Likewise, the shareholders may examine at the registered office (from Monday to Thursday from 9:00 a.m. to 2:30 p.m. and from 3:00 p.m. to 6:30 p.m. and on Fridays from 8:00 a.m. to 2:00 p.m.) the documentation related to the holding of the General Shareholders' Meeting, related in the previous points.

In addition, and without prejudice to any other information rights granted by the applicable regulations, up to the fifth day prior to the date scheduled for the General Shareholders' Meeting, shareholders may request from the directors, regarding the matters included in the agenda, the information or clarifications they deem necessary, or submit in writing the questions they deem appropriate. Likewise, within the same period, shareholders may request in writing from the directors any clarifications they deem necessary regarding the information accessible to the public that Sacyr, S.A. has provided to the National Securities Market Commission since the holding of the last General Shareholders' Meeting and regarding the auditor's reports. The directors shall be obliged to provide the information requested, under the terms and within the deadlines established by the applicable regulations (articles 197 and 520 of the Capital Companies Act).

It is hereby stated for the record that, although the additional information and documentation available on the corporate *website* of Sacyr, S.A. includes the proposed resolutions submitted by the Board of

Directors to the General Shareholders' Meeting on each of the items on the agenda, the Board of Directors reserves the right to modify, for justified reasons, the content of the aforementioned proposals. In such case, this circumstance would be reported as soon as possible, by means of the appropriate "other relevant information", and full and complete publicity would be given to the modifications.

For any clarification regarding the delivery of documentation and other matters relating to the call, shareholders may contact the registered office of Sacyr, S.A. (7 Condesa de Venadito Street, 28027 Madrid), the Shareholder Helpline 900 101 930, from 9:00 a.m. to 2:30 p.m. and from 3:00 p.m. to 6:30 p.m. from Monday to Thursday and from 8:00 a.m. to 2:00 p.m. on Fridays, or the e-mail address [accionistas@sacyr.com](mailto:accionistas@sacyr.com).

#### **8.- Intervention of a Notary Public at the General Shareholders' Meeting**

The Board of Directors has agreed to request the presence of a Notary Public to prepare the minutes of the General Shareholders' Meeting, in accordance with the provisions of Article 203 of the Capital Companies Act, in connection with Article 101 of the Commercial Registry Regulations.

#### **9.- Electronic Shareholders' Forum**

Pursuant to the provisions of Article 539.2 of the Capital Companies Act, the Company has set up an "*Electronic Shareholders' Forum*" on its corporate *website*, on the occasion of the call of the General Meeting, which may be accessed with due guarantees by both individual shareholders and any voluntary associations that may be formed in accordance with current regulations, in order to facilitate their communication prior to the holding of the General Meeting. The Forum may be used to publish proposals intended to be submitted as a supplement to the agenda announced in the notice of meeting, requests for adherence to such proposals, initiatives to reach the sufficient percentage to exercise a minority right stipulated under the Law, as well as offers or requests for voluntary representation. The Forum is set up to facilitate communication between the Company's shareholders on the occasion of the General Meeting. In order to access the Forum, shareholders must follow the instructions and conditions of use of the Forum that are included in the space dedicated to the "*General Meeting 2025*".

#### **10.- Processing of personal data**

The personal data (i) contained in this document; (ii) that the shareholders and, if applicable, the proxies provide to the Company for the exercise or delegation of their attendance, representation and voting rights at the General Shareholders' Meeting; (iii) that are provided for these purposes by the banking entities and securities companies and agencies in which said shareholders have their shares deposited or held in custody or by the entity legally authorized to keep the book-entry registry (Iberclear); or (iv) that are obtained through the recording of the General Shareholders' Meeting (i.e., image and voice), will be processed by Sacyr, S.A. with registered office in Madrid, 7 Condesa de Venadito Street, 28027, as the party responsible for the processing. Purposes: Management of attendance, delegation and voting rights of the General Shareholders' Meeting, participation in the Electronic Shareholders' Forum, as well as compliance with any other legal obligations arising from the convening or holding of the General Shareholders' Meeting. Recipients of the data: (i) those required by law; (ii) suppliers that provide services to the Company in their capacity as data processors; (iii) the Notary Public who takes the Minutes of the General Meeting; and (iv) the general public insofar as the data are included in the documentation available on the corporate *website* ([www.sacyr.com](http://www.sacyr.com)) or are stated at the General Meeting. No international data transfers will be made. The General Meeting will be recorded and

broadcast on the corporate *website* ([www.sacyr.com](http://www.sacyr.com)), on social networks and in accredited media. Duration of processing: Personal data will be kept during the development of the shareholder relationship and, after that, for the legally established period in order to be able to face any legal or contractual actions. Exercise of rights and details of the data protection officer: Data subjects will have the possibility of exercising their rights of access, rectification, opposition, cancellation, suppression, limitation of processing and to withdraw the consent given, in accordance with the provisions of the regulations in force and in the terms and complying with the requirements established by the same, by sending a letter identified with the reference "Data Protection" in which their request is specified to the following address: Sacyr, S.A., 7 Condesa de Venadito Street, 28027- Madrid, or through the address [protecciondedatos@sacyr.com](mailto:protecciondedatos@sacyr.com). Likewise, interested parties may contact the data protection officer at the following address: [dpo@sacyr.com](mailto:dpo@sacyr.com) or file complaints with the Spanish Data Protection Agency ([www.agpd.es](http://www.agpd.es)). Third parties data: In the event that the attendance, proxy and voting card includes personal data of third parties, the shareholders must inform of the points contained in the preceding paragraphs, guaranteeing that they have their consent (when legally required). Likewise, they must comply with any other requirements that may be applicable for the correct transfer of personal data to Sacyr, S.A., without the latter having to take any additional action in terms of information or consent.

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Madrid, April 28<sup>th</sup>, 2025. Secretary of the Board of Directors.