

ferrovial

(Ferrovial International SE, a European public limited liability company (Societas Europaea) existing under the laws of the Netherlands, with its seat in Amsterdam, the Netherlands)

Admission to listing and trading of all shares in the share capital of Ferrovial International SE (to be renamed 'Ferrovial SE') on Euronext Amsterdam and the Spanish Stock Exchanges

This prospectus (the "**Prospectus**") has been prepared in connection with the admission to listing and trading of all ordinary shares with a nominal value of EUR 0.01 each (the "**Shares**") in the share capital of Ferrovial International SE (the "**Company**") on Euronext in Amsterdam, a regulated market of Euronext Amsterdam N.V. ("**Euronext Amsterdam**") (such admission, the "**NL Admission**") and on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, regulated markets of *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.*, for trading on the Automated Quotation System of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil or Mercado Continuo*, the "**AQS**") (such exchanges, the "**Spanish Stock Exchanges**") (such admission, the "**ES Admission**", and together with the NL Admission, the "**Admission**").

The Admission will take place following the implementation of a cross-border merger by absorption between Ferrovial, S.A. ("**Ferrovial**"), as the Spanish absorbed company, and the Company, as a wholly-owned subsidiary of Ferrovial and the Dutch absorbing company, with the termination, via dissolution without liquidation, of Ferrovial, and the acquisition of all of Ferrovial's assets, liabilities and other legal relationships by universal succession (*in universum ius*) by the Company (the "**Merger**"). The Merger will take place pursuant to the provisions of Part 7, Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*) (the "**BW**") and the Spanish Law 3/2009, of 3 April, on structural modifications of business corporations (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles*) (the "**LME**"). As of the Merger Effective Time (as defined below), the legal and commercial name of the Company will become Ferrovial SE.

As a result of the Merger, the shareholders of Ferrovial, other than Ferrovial itself and the Company, (the "**Ferrovial Shareholders**") will be allotted Shares in exchange for their shares in the share capital of Ferrovial with a nominal value of EUR 0.20 each (the "**Ferrovial Shares**"). The exchange ratio between the Ferrovial Shares and the Shares will be one Share for each Ferrovial Share (1:1) (other than in respect to any Ferrovial Shares held by either Ferrovial in treasury or the Company). The share capital of the Company upon completion of the Merger will consist of such number of Shares equal to the number of issued Ferrovial Shares immediately prior to completion of the Merger (including a number of Shares (currently held by Ferrovial) equal to the number of Ferrovial Shares held by Ferrovial in treasury immediately prior to the Merger Effective Time, which will become treasury shares of the Company as a result of the Merger). No preemptive rights will apply in the context of the Merger.

Assuming there are no changes to the number of issued and outstanding Ferrovial Shares between the date of this Prospectus and the completion of the Merger (or in the number of Ferrovial Shares held in treasury by Ferrovial or held by the Company), (i) the number of Shares to be allotted pursuant to the Merger is 724,563,453 Shares, which represents a capital increase of a nominal sum of EUR 7,245,634.53, (ii) the number of Shares held by the Company in treasury immediately following the Merger will be 2,879,808 Shares, and (iii) the total number of Shares to be admitted to listing and trading on Euronext Amsterdam and the Spanish Stock Exchanges for trading on the AQS will be 727,443,261 Shares, being the sum of the Company's issued and outstanding share capital immediately following the Merger (724,563,453 Shares) and the Shares held by the Company in treasury immediately following the Merger (2,879,808 Shares).

Until completion of the Merger, the Ferrovial Shares have been listed on the Spanish Stock Exchanges and publicly traded on the AQS under the symbol "FER".

Application has been made for Admission under the symbol "FER", with international securities identification number ("**ISIN**") NL0015001FS8 on Euronext Amsterdam and on the Spanish Stock Exchanges. The Admission is expected to take place on 16 June 2023.

Upon completion of the Merger, the Shares will be allotted and delivered to Cede & Co., as nominee for DTC, and accepted for clearing and settlement in book-entry form through the facilities of The Depository Trust Company ("**DTC**") and its participating entities, with trades on the Spanish Stock Exchanges being settled through the clearing systems of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal* ("**Iberclear**") and trades on Euronext Amsterdam being settled, through the clearing systems of *Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.* ("**Euroclear Nederland**"). Any Ferrovial Shareholders who qualify as 'affiliates', as defined in Rule 144 under the U.S. Securities Act (as defined below) ("**Rule 144**"), will, following such allotment, be required to hold their Shares in registered form, evidenced through The Direct Registration System ("**DRS**") (each of these holders, a "**DRS Holder**"). The name of each DRS Holder will be entered as the registered owner of the relevant number of Shares on the Company's register. DRS is a method of recording entitlement to shares in book-entry form that enables the U.S. Transfer Agent (as defined below) to maintain those Shares electronically in the Company's records on behalf of the relevant Shareholder (as defined below) outside of DTC. Any dealings in Shares prior to Admission are at the sole risk of the parties concerned. The Company, Ferrovial, ING Bank N.V. in its capacity as listing agent for the NL Admission (the "**NL Agent**") and in its capacity as facility agent (the "**Facility Agent**"), Banco Santander, S.A. in its capacity as

exchange and listing agent for the ES Admission ("**ES Agent**") and Computershare Inc. and/or Computershare Trust Company N.A., in its capacity as U.S. transfer agent (the "**U.S. Transfer Agent**", and together with the NL Agent, the Facility Agent and the ES Agent, the "**Agents**"), Euronext Amsterdam N.V. and *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.* do not accept responsibility or liability towards any person as a result of the withdrawal of the Admission.

INVESTING IN THE SHARES INVOLVES RISKS. PROSPECTIVE INVESTORS SHOULD READ THE ENTIRE PROSPECTUS AND, IN PARTICULAR, READ SECTION 1 "RISK FACTORS" BEGINNING ON PAGE 1 OF THIS PROSPECTUS FOR A DESCRIPTION OF THE MATERIAL RISKS THAT SHOULD BE CAREFULLY CONSIDERED BEFORE INVESTING IN THE SHARES.

This Prospectus may not be used for, or in connection with, and does not constitute, or form part of, an offer by, or invitation by or on behalf of, the Company or any representative of the Company to purchase any securities, or an offer to sell or issue, or the solicitation to buy, securities by any person in any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction. In particular, and subject to certain exceptions, this Prospectus is not for circulation in the United States, Australia, Japan, Canada, Switzerland, and the United Kingdom. There will not be any offering of Shares in relation to the Admission.

Neither the Shares nor the Ferroviario Shares have been registered under the U.S. Securities Act of 1933, as amended, (the "**U.S. Securities Act**") or with any securities regulatory authority of any state or other jurisdiction of the United States and may only be offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state and other securities laws. This Prospectus does not constitute or form part of a public offer of securities in the United States or an offer to any person with a registered address in, or who is resident or located in, or who is organized under the laws of, the United States. The Shares may only be distributed in (i) "offshore transactions" as defined in, and in accordance with, Regulation S under the U.S. Securities Act ("**Regulation S**"), or (ii) within the United States, only to "qualified institutional buyers" ("**QIBs**"), as defined in Rule 144A under the U.S. Securities Act ("**Rule 144A**") in reliance on Section 4(a)(2) under the U.S. Securities Act and/or in reliance on another exemption from the registration requirements of the U.S. Securities Act. Prospective investors in the Shares should carefully read sections 2 "*Important Information*" and 12 "*Notice to Shareholders*".

Neither the U.S. Securities and Exchange Commission (the "**SEC**"), nor any U.S. state securities commission, has approved or disapproved of the Shares to be issued in connection with the Merger, or determined if this Prospectus is accurate or complete. Any representation to the contrary is a criminal offense in the United States.

THE NOTICE, PUBLICATION OR DISTRIBUTION OF THIS PROSPECTUS IN JURISDICTIONS OTHER THAN THE NETHERLANDS AND SPAIN MAY BE RESTRICTED BY LAW AND, THEREFORE, ANY PERSON SUBJECT TO THE LAWS OF ANY JURISDICTION OTHER THAN THE NETHERLANDS AND SPAIN MUST INFORM ITSELF OF AND OBSERVE THE APPLICABLE REQUIREMENTS.

This Prospectus has been approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**"), as the competent authority under Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the "**Prospectus Regulation**"). The AFM only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

The Company has requested the AFM to notify its approval in accordance with article 25(1) of the Prospectus Regulation to the competent authority of Spain, the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, or "**CNMV**") and the European Securities and Markets Authority ("**ESMA**") by means of a certificate of approval attesting that this Prospectus has been prepared in accordance with the Prospectus Regulation.

This Prospectus is dated 15 June 2023.

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SUMMARY

Section A – Introduction and Warnings

This summary should be read as an introduction to the prospectus (the "**Prospectus**") relating to the admission to listing and trading of all ordinary shares in the share capital of Ferroviaal International SE (the "**Company**") with a nominal value of EUR 0.01 each, (the "**Shares**") on Euronext in Amsterdam, a regulated market of Euronext Amsterdam N.V. ("**Euronext Amsterdam**") (such admission, the "**NL Admission**") and on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, regulated markets of *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.*, for trading on the Automated Quotation System of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil* or *Mercado Continuo*, the "**AQS**") (such exchanges, the "**Spanish Stock Exchanges**") (such admission, the "**ES Admission**" and together with the "**NL Admission**", the "**Admission**").

The Admission will take place following the implementation of a cross-border merger by absorption between Ferroviaal, S.A. ("**Ferroviaal**"), as the Spanish absorbed company, and the Company, a wholly-owned subsidiary of Ferroviaal, as the Dutch absorbing company (the "**Merger**"). The Merger will entail the termination, via dissolution without liquidation, of Ferroviaal, and the acquisition of all of Ferroviaal's assets, liabilities and other legal relationships by universal succession (*in universum ius*) by the Company. The Merger will take place pursuant to the provisions of Part 7, Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*) (the "**BW**") and the Spanish Law 3/2009, of 3 April, on structural modifications of business corporations (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles*) (the "**LME**").

As a result of the Merger, the shareholders of Ferroviaal, other than Ferroviaal itself and the Company, (the "**Ferroviaal Shareholders**") will be allotted Shares in exchange for their shares in the share capital of Ferroviaal with a nominal value of EUR 0.20 each (the "**Ferroviaal Shares**"). The exchange ratio between the Ferroviaal Shares and the Shares will be one Share for each Ferroviaal Share (1:1) (other than in respect to any Ferroviaal Shares that are held by Ferroviaal or the Company immediately prior to the Merger Effective Time (as defined below), which will not be subject to exchange in the Merger). The Merger will be effective at 00:00 (Amsterdam time) of the first day after the day of the execution of the Dutch law governed notarial deed of Merger (the "**Merger Effective Time**").

All the existing Shares immediately prior to the Merger Effective Time will be extinguished, in accordance with Article 2:325 section 3 BW, except for the number of Shares necessary for the Company to hold in treasury the same number of treasury Shares as the number of Ferroviaal Shares held in treasury by Ferroviaal immediately prior to the Merger Effective Time. Those Shares will become the Company's treasury shares. At the Merger Effective Time, the allotted Shares in the Merger are fully fungible with the existing Shares immediately prior to the completion of the Merger.

At the Merger Effective Time, the share capital of the Company will consist of such number of Shares equal to the number of issued Ferroviaal Shares immediately prior to the completion of the Merger (including a number of Shares (currently held by Ferroviaal) equal to the number of Ferroviaal Shares held by Ferroviaal in treasury immediately prior to the Merger Effective Time, which will become treasury Shares of the Company as a result of the Merger). No pre-emptive rights will apply in the context of the Merger.

Assuming there are no changes to the number of issued and outstanding Ferroviaal Shares between the date of this Prospectus and the completion of the Merger (or in the number of Ferroviaal Shares held in treasury by Ferroviaal or held by the Company), (i) the number of Shares to be allotted pursuant to the Merger is 724,563,453 Shares, which represents a capital increase of a nominal sum of EUR 7,245,634.53, (ii) the number of Shares held by the Company in treasury immediately following the Merger will be 2,879,808 Shares, and (iii) the total number of Shares to be admitted to listing and trading on Euronext Amsterdam and the Spanish Stock Exchanges for trading on the AQS will be 727,443,261 Shares, being the sum of the Company's issued and outstanding share capital immediately following the Merger (724,563,453 Shares) and the Shares held by the Company in treasury immediately following the Merger (2,879,808 Shares).

Any decision to invest in the Shares by an investor should be made after having considered the Prospectus as a whole. An investor could lose all or part of the capital invested. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the relevant national legislation, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability may attach only to those persons who have tabled the summary, including any translation thereof, but only where the information included in this summary is misleading, inaccurate or inconsistent, when read together with the other parts of the Prospectus, or it does not provide, when read together with the other parts of the Prospectus, key information necessary for investors to consider whether to invest in the Shares.

The international securities identification number ("**ISIN**") of the Shares is NL0015001FS8. The Company's legal and commercial name is Ferroviaal International SE and, as of the Merger Effective Time, will become Ferroviaal SE. The Company's address is Kingsfordweg 151, 1043 GR Amsterdam, the Netherlands, its telephone number is +31 (0)20 491 9011 and its website is www.ferroviaal.com. The Company is registered in the Dutch Commercial Register of the Chamber of Commerce (*Handelsregister van de Kamer van Koophandel*) under number 73422134 and its legal entity identifier ("**LEI**") is 72450022R2ZFL41Y6I04.

The competent authority approving the Prospectus is the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**"). The AFM's address is Vijzelgracht 50, 1017 HS Amsterdam, the Netherlands. Its telephone number is +31 (0)20 797 2000 and its website is www.afm.nl. The AFM has approved the Prospectus on 15 June 2023.

Section B – Key Information on the Issuer

Who is the issuer of the securities?

The Company is a European public limited liability company (*Societas Europaea*) existing under the laws of the Netherlands and has its seat (*statutaire zetel*) in Amsterdam, the Netherlands. Its LEI is 72450022R2ZFL41Y6I04 and it operates under the law of the Netherlands. Following the Merger, the Company will replace Ferrovial as head of the Group (prior to the Merger, the "**Group**", refers to Ferrovial and its Group Companies; following the Merger, it refers to the Company and its Group Companies. "**Group Companies**" refers, prior to the Merger, to the subsidiaries of Ferrovial and, following the Merger, to the subsidiaries of the Company within the meaning of article 2:24b BW). The Group is one of the world's leading infrastructure groups, focusing its operations across toll roads, airports, construction, energy infrastructure and mobility (source: [ENR's 2022 Top 250 International Contractors | Engineering News-Record](#)).

The following table sets forth, as of the date of the Prospectus, the holders of Shares that are expected to hold (either directly or indirectly) following the Merger Effective Time a substantial interest (*substantiële deelneming*) (i.e., a holding of at least 3% of the share capital or voting rights) in the Company (together, the "**Major Shareholders**" and each one of them, a "**Major Shareholder**"). This list of Major Shareholders is based on the information published on the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, "**CNMV**") website (www.cnmv.es) on Major Shareholders in Ferrovial as at the close of business on 13 June 2023 (being the last practicable date prior to the date of the Prospectus for ascertaining such information). The CNMV website publishes the notifications made by those shareholders whose shareholding is subject to the obligation to notify in accordance with the Spanish law. In addition, it has been assumed, and the Company has no reason to believe otherwise, that there are no material changes in the shareholding of Ferrovial Shareholders in Ferrovial as published on the CNMV website and that no other persons will acquire a shareholding in Ferrovial notifiable under Spanish law between the said reference date and the Merger Effective Time. As there will also be no dilutive effect resulting from the Merger, it is not expected that the relative shareholdings in the Company immediately after the Merger will deviate from the relative shareholdings in Ferrovial immediately prior to the Merger.

Major Shareholders at the date of this Prospectus and those expected immediately following the Merger Effective Time

Major Shareholders as at the date of this Prospectus					
Shareholder	Amount of Share Capital Owned			Percentage of Voting Rights	
	Number of Shares	Percentage of share capital	Percentage of Voting Rights		
Ferrovial	371,438,535 Shares	100%		100%	
Expected Major Shareholders immediately following the Merger Effective Time					
Shareholder	% Voting rights attached to the Shares			% Voting rights through financial instruments	% Total voting rights ⁽¹⁾
	% Total (A)	Direct %	Indirect %	(B)	(A+B)
Rafael del Pino Calvo-Sotelo	20.424%	0.002%	20.422%	0.024%	20.448%
María del Pino Calvo-Sotelo	8.205%	0.003%	8.201%	0.000%	8.205%
The Children's Investment Master Fund ⁽²⁾	0.000%	0.000%	0.000%	8.009%	8.009%
Christopher Anthony Hohn ⁽²⁾	0.890%	0.000%	0.890%	5.525%	6.415%
Leopoldo del Pino Calvo-Sotelo	4.154%	0.000%	4.154%	0.000%	4.154%
Blackrock Inc.	3.062%	0.000%	3.062%	0.114%	3.176%
Lazard Asset Management	3.082%	0.000%	3.082%	0.000%	3.082%

⁽¹⁾ The percentage of total voting rights disclosed on the website of the CNMV does not adjust for any double counting in relation to the same voting rights being attributed to multiple Major Shareholders, by virtue of e.g. certain financial instruments held in relation to those same Shares.

⁽²⁾ The Children's Investment Master Fund is managed by TCI Fund Management Limited by means of certain investment agreements. TCI Fund Management Limited in turn is controlled by Christopher Antony Hohn. To the Company's best knowledge, the aggregate voting interest held by The Children's Investment Master Fund and Christopher Anthony Hohn as per 13 June 2023 is around 9% (see also footnote (1) in this respect).

Following the Merger Effective Time, the members of the board of directors of Ferrovial (the "**Ferrovial Board**") will cease to be members of the Ferrovial Board and will be appointed in their respective functions, as members of the board of the

Company (the "**Board**", each member a "**Director**"). The following table sets forth the members of the Ferrovial Board and the expected composition of the Board upon completion of the Merger.

Composition of the Board upon completion of the Merger

Name	Position	Date of first appointment⁽¹⁾	Term⁽²⁾
Rafael del Pino	Executive Director (Chairman)	9 January 1992	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of a maximum duration of three years
Óscar Fanjul	Non-Executive Director (Vice-Chairman)	31 July 2015	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of a maximum duration of three years
Ignacio Madrideojos	Executive Director (Chief Executive Officer)	30 September 2019	The term of office will be a period ending at the end of the annual General Meeting to be held in 2026, with possibility of reelection for one or more additional periods of a maximum duration of three years
María del Pino	Non-Executive Director	29 September 2006	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of a maximum duration of three years
José Fernando Sánchez-Junco	Non-Executive Director	3 December 2009	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of a maximum duration of three years
Philip Bowman	Non-Executive Director	29 July 2016	The term of office will be a period ending at the end of the annual General Meeting to be held in 2026, with possibility of reelection for one or more additional periods of a maximum duration of three years
Hanne Sørensen	Non-Executive Director	5 April 2017	The term of office will be a period ending at the end of the annual General Meeting to be held in 2026, with possibility of reelection for one or more additional periods of a maximum duration of three years
Bruno Di Leo	Non-Executive Director	25 September 2018	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of a maximum duration of three years
Juan Hoyos	Non-Executive Director (Lead Director)	2 October 2019	The term of office will be a period ending at the end of the annual General Meeting to be held in 2026, with possibility of reelection for one or more additional periods of a maximum duration of three years
Gonzalo Urquijo	Non-Executive Director	19 December 2019	The term of office will be a period ending at the end of the annual General Meeting to be held in 2026, with possibility of reelection for one or more additional periods of a maximum duration of three years
Hildegard Wortmann	Non-Executive Director	6 May 2021	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of a maximum duration of three years
Alicia Reyes	Non-Executive Director	6 May 2021	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of a maximum duration of three years

(1) The date of first appointment reflects the respective Director's date of first appointment for the similar role in the Ferrovial Board prior to the Merger Effective Time.

(2) Term as of the Merger Effective Time.

The Group's statutory auditors for the year ended 31 December 2023 are Ernst & Young Accountants LLP, independent auditors.

What is the key financial information regarding the issuer?

Consolidated Income Statement Information

Consolidated Income Statement Information (for the years ended 31 December 2022, 2021 and 2020)

	For the year ended 31 December		
	2022	2021	2020
	<i>(audited)</i>	<i>(unaudited) (restated)</i>	<i>(unaudited) (restated)</i>

	For the year ended 31 December		
	<i>(in millions of euros)</i>		
Revenue	7,551	6,910	6,532
Operating profit / (loss)	423	1,479	189
Profit/(loss) for the year attributed to the parent company	186	1,198	(424)
Net earnings per share (euro)	0.25	1.63	(0.59)

Consolidated Balance Sheet Information and Consolidated Net Debt

Consolidated Balance Sheet information (as of 31 December 2022, 2021 and 2020)

	As of 31 December		
	2022	2021	2020
	<i>(audited)</i>	<i>(unaudited) (restated)</i>	<i>(unaudited) (restated)</i>
	<i>(in millions of euros)</i>		
Total assets	26,284	24,882	23,091
Equity	6,354	5,829	3,790
Consolidated Net Debt ^(*)	5,781	4,451	2,541

(*) Consolidated Net Debt is an APM as defined in the ESMA Guidelines, and corresponds to the Group's net balance of cash and cash equivalents (including short and long-term restricted cash) minus financial debt (bank debt and bonds, including short and long-term debt) including a balance related to exchange-rate derivatives (covering both the issue of debt in currency other than the currency used by the issuing company and cash positions that are exposed to exchange rate risk). Lease liabilities are not part of the Consolidated Net Debt due to the application of the IFRS 16 standard.

Consolidated Statement of Cash Flows Information

Consolidated Statement of Cash Flows Information (for the years ended 31 December 2022, 2021 and 2020)

	For the year ended 31 December		
	2022	2021	2020
	<i>(audited)</i>	<i>(unaudited) (restated)</i>	<i>(unaudited) (restated)</i>
	<i>in millions of euros</i>		
Cash flows from operating activities	1,002	810	1,093
Cash flows from investing activities	(732)	457	383
Cash flows from financing activities	(316)	(2,221)	(430)

No pro forma financial information has been included in the Prospectus. There are no qualifications in the auditor's reports relating to the historical financial information for the years ended 31 December 2022, 2021 and 2020.

What are the key risks that are specific to the issuer?

The following is a selection of the key risks that relate to the Group's industry and business, operations, financial conditions, capital structure, and structure of the Group, based on the probability of their occurrence and the expected magnitude of their negative impact. In making this selection (as well as with the selection further below on key risks specific to the Shares), the Group has considered circumstances such as the probability of the risk materializing on the basis of the current state of affairs, the potential impact that the materialization of the risk could have on the Group's business, financial condition, results of operations and prospects, and the attention that management of the Group would, on the basis of current expectations, have to devote to these risks if they were to materialize. Investors should read, understand and consider all risk factors that are material before making an investment decision to invest in the Shares.

- Reduced vehicle use on the toll roads operated by the Group's toll road concession companies may adversely impact the Group's business, results of operations and financial condition
- The Group's aeronautical and non-aeronautical income is subject to risks related to a reduction in flights, passengers, or other factors outside the Group's control, which could have a material adverse effect on the Group's business, financial condition, and results of operations
- As a result of the Group's operations, deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects

- The Group operates in highly competitive industries and its profitability could be affected by its failure to accurately estimate risks, the availability and cost of resources and time when bidding on projects, which could have a material adverse effect on the Group's business, financial condition, and results of operations
- The Group depends on funds allocated to public sector projects in the countries in which it operates, and any decrease in allocation of such funds may adversely impact the Group's business, which could adversely affect the Group's business, financial condition, and results of operations
- The increase in digitalization and consequently, the increased risk of cyber threats and misuse of quantum technology, may affect the Group's normal operation of assets and its ability to generate expected value, which could have a material adverse effect on the Group's business, financial condition and results of operations
- The business of the Group is derived from a small number of major projects, which, be terminated or otherwise materially affected, may have a material adverse effect on the Group's business, financial condition and results of operations
- The Group operates in highly regulated environments that are subject to changes in regulations and is subject to risks related to contracts with government authorities, which could have a material adverse effect on the Group's business, financial condition, and results of operations
- An increase in inflation may negatively affect the Group's results of operations (mainly in the Construction Business Division) and an increase in real rates or an increase in inflation with no economic growth may decrease the value of the Group's assets, which could have a material adverse effect on the Group's business, financial condition, and results of operations
- Regulators and other stakeholders may demand that the business objectives of the Group become more sustainable and may be willing to penalize the Group if it does not meet them, and the Group could be affected by degradation of ecosystems, which could have a material adverse effect on the Group's business, financial condition, and results of operations of the Group
- The Merger and re-domiciliation of the Group's parent company to the Netherlands could potentially have a negative impact on its brand in Spain, which, in turn, could have a material adverse effect on the Group's competitive position and, in turn, its share price and business, financial condition, results of operations and prospects
- The Spanish Tax authorities may consider the Merger to fall outside of the Special Tax Neutrality Regime's protection, which could have a material adverse effect on the Group's business, financial condition and results of operations
- Exchange rate fluctuations could have a material adverse effect on the Group's business, financial condition, and results of operations

Section C – Key Information on the Securities

What are the main features of the securities?

The Shares are ordinary shares in the issued share capital of the Company with a nominal value of EUR 0.01 each. The ISIN of the Shares is NL0015001FS8.

References to the "**Articles of Association**" hereafter will be to the Company's articles of association as they will read as of the Merger Effective Time. The Shares carry rights to such dividends, if any, as may be agreed to be distributed. Each Share confers the right to cast one vote in the general meeting of the Company (the "**General Meeting**"). There are no restrictions on voting rights.

Upon an issue of Shares or granting of rights to subscribe for Shares, each Shareholder will have a pre-emptive right in proportion to the aggregate nominal amount of his or her Shares. Shareholders do not have pre-emptive rights in respect of the Shares issued: (i) to employees of the Company or of a Group Company, (ii) against contributions other than in cash and (iii) to a person exercising a previously acquired right to subscribe for Shares. Pre-emptive rights may be restricted or excluded by a resolution of the Board.

There are no restrictions on the transferability of the Shares in the Articles of Association or under Dutch law. However, the transfer of Shares into jurisdictions other than the Netherlands and Spain may be subject to specific regulations or restrictions.

In the event of insolvency, any claims of the holders of Shares are subordinated to those of the creditors of the Company. This means that an investor could potentially lose all or part of its invested capital.

Upon completion of the Merger, the Company will have adopted a formal dividend policy, pursuant to which dividends may be implemented through a flexible dividend program, under which the shareholders will have the option to receive additional shares in the Company's capital instead of a cash dividend. This dividend policy maintains the flexible dividend program implemented by Ferrovial prior to the Merger (known as *Ferrovial Dividendo Flexible*). The flexible dividend

program is part of a larger shareholder remuneration scheme implemented by Ferrovial, which also consists of a share buy-back and amortization of shares program. The most recent share buy-back and amortization of shares program was approved on 28 February 2023, and disclosed to the market pursuant to an 'other relevant information' notice (*comunicación de otra información relevante*) published on the CNMV website (www.cnmv.es) on that same date. The share buy-back and amortization of shares program is expected to be maintained by the Company following the Merger, but may be subject to change from time to time.

Where will the securities be traded?

The Shares will be traded in euro on Euronext Amsterdam and the Spanish Stock Exchanges. Application has been made for Admission under the symbol "FER". The Admission is expected to take place on 16 June 2023.

What are the key risks that are specific to the securities?

The following is a selection of the key risks relating to the Shares.

- The payment of future dividends will depend on the Group's financial condition and results of operations, which could negatively impact the market price of the Shares
- The multiple listings of the Shares in different jurisdictions may adversely affect the liquidity and price of the Shares

Section D – Key Information on the Admission to Trading on a Regulated Market

Settlement of the Shares

Upon completion of the Merger, the Shares will be allotted and delivered to Cede & Co., as nominee for DTC, and accepted for clearing and settlement in book-entry form through the facilities of The Depository Trust Company ("**DTC**") and its participating entities, with trades on the Spanish Stock Exchanges being settled through the clearing systems of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal* ("**Iberclear**") and trades on Euronext Amsterdam being settled through the clearing systems of *Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.* ("**Euroclear Nederland**"). Any Ferrovial Shareholders who qualify as 'affiliates', as defined in Rule 144 under the U.S. Securities Act, will, following such allotment, be required to hold their Shares in registered form, evidenced through The Direct Registration System ("**DRS**") (each of these holders, a "**DRS Holder**"). The name of each DRS Holder will be entered as the registered owner of the relevant number of Shares on the Company's register. DRS is a method of recording entitlement to shares in book-entry form that enables the U.S. Transfer Agent (as defined below) to maintain those Shares electronically in the Company's records on behalf of the relevant Shareholder (as defined below) outside of DTC. Any dealings in Shares prior to Admission are at the sole risk of the parties concerned.

Agents

ING Bank N.V. is the agent with respect to the NL Admission and the Facility Agent. Banco Santander, S.A. is the exchange and listing agent with respect to the ES Admission. Computershare Inc. and/or Computershare Trust Company N.A. is the U.S. Transfer Agent.

Dilution

There will be no dilution of the Ferrovial Shareholders as a result of the Admission.

In addition, the Merger will not dilute the relative ownership interests of Ferrovial Shareholders that they held in Ferrovial immediately prior to the Merger Effective Time.

Estimated expenses

The estimated expenses, commissions and taxes payable by the Company in relation to the Merger and the Admission amount to approximately EUR 20 million.

Why is the prospectus being produced?

Reasons for the Admission

The Company's reasons for the Admission are closely tied to the reasons for the Merger. The Company believes that together with the Merger, the Admission will further enhance the Group's international potential by providing the following strategic and operational benefits:

- with the Netherlands being a country of choice for many comparable, globally active corporations with a strong presence in both Europe and North America, the Group expects to be better positioned as an international player, while maintaining its European heritage;
- the consistently strong credit standing and stability of the Dutch economy is expected to translate into lower volatility in spreads, which could potentially have lower new issue premiums for the Group's corporate bonds than if such issuance was carried out under the pre-Merger structure;

- as a business hub for many international corporations with transcontinental ties, the Group's stronger presence in the Netherlands is expected to attract international talent, increase international awareness and facilitate access to an increased investor base connected to international investors;
- the Netherlands is a proven platform to allow the Shares to be listed and traded simultaneously in Spain, the Netherlands and, in time, also in the United States. The Group being a Dutch listed company is expected to facilitate the future planned listing and trading of those same Shares in the United States and, given the appropriate conditions, their inclusion in local indexes; and
- Euronext Amsterdam offers access to an international investor base that aligns with the Group's international profile.

NOTA DE SÍNTESIS

The Spanish translation of the summary of the Prospectus has not been part of the approval process of the Prospectus by the AFM. La traducción al español de la nota de síntesis del folleto no ha sido parte del procedimiento de aprobación del folleto por la AFM.

Sección A - Introducción y advertencias

La presente nota de síntesis debe leerse como una introducción al folleto (el "**Folleto**") relativo a admisión a negociación y cotización de todas las acciones ordinarias del capital social de Ferroviaal International SE (la "**Sociedad**"), de 0,01 euros de valor nominal cada una, (las "**Acciones**") en Euronext Amsterdam, un mercado regulado de Euronext Amsterdam N.V. ("**Euronext Amsterdam**") (la "**Admisión NL**") y en las Bolsas de Valores de Madrid, Barcelona, Bilbao y Valencia, mercados regulados de Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A., para su negociación en el Sistema de Interconexión Bursátil o Mercado Continuo ("**SIBE**") (las "**Bolsas de Valores Españolas**") (la "**Admisión ES**" y junto con la "**Admisión NL**", la "**Admisión**").

La Admisión tendrá lugar tras la ejecución de una fusión transfronteriza por absorción entre Ferroviaal, S.A. ("**Ferroviaal**"), como sociedad absorbida española, y la Sociedad, filial íntegramente participada por Ferroviaal, como sociedad absorbente de Países Bajos (la "**Fusión**"). La Fusión conllevará la extinción, vía disolución sin liquidación, de Ferroviaal, y la adquisición de la totalidad del patrimonio, activos y demás relaciones jurídicas de Ferroviaal por sucesión universal (*in universum ius*) por parte de la Sociedad. La Fusión tendrá lugar de conformidad con lo dispuesto en la Parte 7, Libro 2 del Código Civil de los Países Bajos (*Burgerlijk Wetboek*) (el "**BW**") y en la *Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles* (la "**LME**").

Como resultado de la Fusión, a los accionistas de Ferroviaal (los "**Accionistas de Ferroviaal**"), distintos de la propia Ferroviaal y de la Sociedad, se les adjudicarán Acciones a cambio de sus acciones en el capital social de Ferroviaal de 0,20 euros de valor nominal cada una (las "**Acciones de Ferroviaal**"). La ecuación de canje entre las Acciones de Ferroviaal y las Acciones será de una Acción por cada Acción de Ferroviaal (1:1) (salvo por lo que se refiere a las Acciones de Ferroviaal que sean propiedad de Ferroviaal o de la Sociedad inmediatamente antes del Momento de Efectividad de la Fusión (tal y como se define abajo), que no serán objeto de canje en la Fusión). La Fusión será efectiva a las 00:00 horas (hora de Ámsterdam) del primer día posterior al día de otorgamiento de la escritura notarial de Fusión según la legislación de Países Bajos (el "**Momento de Efectividad de la Fusión**").

Todas las Acciones existentes inmediatamente antes del Momento de Efectividad de la Fusión se extinguirán, de conformidad con lo dispuesto en el artículo 2:325 apartado 3 BW, salvo por el número de ellas que sea necesario para que la Sociedad mantenga en autocartera el mismo número de Acciones propias que el número de Acciones de Ferroviaal que Ferroviaal tenga en autocartera inmediatamente antes del Momento de Efectividad de la Fusión. Dichas Acciones pasarán a ser Acciones en autocartera de la propia Sociedad. En el Momento de Efectividad de la Fusión, las Acciones adjudicadas en la Fusión serán totalmente fungibles con las Acciones existentes inmediatamente antes de la efectividad de la Fusión.

En el Momento de Efectividad de la Fusión, el capital social de la Sociedad estará compuesto por un número de Acciones equivalente al número de Acciones de Ferroviaal emitidas inmediatamente antes de la efectividad de la Fusión (incluyendo un número de Acciones (actualmente propiedad de Ferroviaal) equivalente al número de Acciones de Ferroviaal que ésta tenía en autocartera inmediatamente antes del Momento de Efectividad de la Fusión, que pasarán a ser Acciones en autocartera de la Sociedad como consecuencia de la Fusión). No se aplicarán derechos de suscripción preferente en el contexto de la Fusión.

Suponiendo que no se produzcan cambios en el número de Acciones de Ferroviaal emitidas y en circulación entre la fecha del presente Folleto y la efectividad de la Fusión (o en el número de Acciones de Ferroviaal que Ferroviaal posee en autocartera o que posee la Sociedad), (i) el número de Acciones que se adjudicarán en virtud de la Fusión será de 724.563.453 Acciones, lo que representa un aumento del capital social por un importe nominal de 7.245.634,53 euros, (ii) el número de Acciones que la Sociedad tendrá en autocartera inmediatamente después de la Fusión será de 2.879.808 Acciones, y (iii) el número total de Acciones que serán admitidas a cotización y negociación en Euronext Amsterdam y en las Bolsas de Valores Españolas para su negociación en el SIBE será de 727.443.261 Acciones, siendo la suma del capital social emitido y en circulación de la Sociedad inmediatamente después de la Fusión (724.563.453 Acciones) y las Acciones que la Sociedad tenga en autocartera inmediatamente después de la Fusión (2.879.808 Acciones).

Toda decisión de invertir en las Acciones por el inversor debe tomarse tras haber considerado el Folleto en su conjunto. El inversor puede perder todo o parte del capital invertido. En caso de presentar cualquier demanda relacionada con la información contenida en el presente Folleto ante un tribunal, es posible que el inversor demandante, en virtud de la legislación nacional correspondiente, tenga que asumir los costes de la traducción del Folleto antes de iniciar el procedimiento judicial. Las personas que hayan presentado esta nota de síntesis, incluida su traducción, solo podrán tener responsabilidad civil si la información contenida en esta nota de síntesis es engañosa, inexacta o incoherente con las demás partes del Folleto, o si, leída conjuntamente con el resto del Folleto, omite información fundamental necesaria para que los inversores puedan decidir si deben invertir o no en las Acciones.

El código ISIN (*International Securities Identification Number* "ISIN") de las Acciones es NL0015001FS8. La denominación social y comercial de la Sociedad es Ferrovial International SE y, en el Momento de Efectividad de la Fusión, se convertirá en Ferrovial SE. El domicilio social de la Sociedad es Kingsfordweg 151, 1043 GR Ámsterdam, Países Bajos, su número de teléfono es +31 (0)20 491 9011 y su página web es www.ferrovial.com. La Sociedad está inscrita en el Registro Mercantil de la Cámara de Comercio de Países Bajos (*Handelsregister van de Kamer van Koophandel*) con el número 73422134 y su código de identificación legal ("LEI") es 72450022R2ZFL41Y6I04.

La autoridad competente que aprueba el Folleto es la Autoridad de los Mercados Financieros de los Países Bajos (*Stichting Autoriteit Financiële Markten*, la "AFM"). La dirección de la AFM es Vijzelgracht 50, 1017 HS Ámsterdam, Países Bajos. Su número de teléfono es el +31 (0)20 797 2000 y su página web es www.afm.nl. La AFM ha aprobado el Folleto el 15 de junio de 2023.

Sección B - Información fundamental sobre el emisor

¿Quién es el emisor de los valores?

La Sociedad es una sociedad anónima europea (*Societas Europaea*) existente conforme a la legislación de los Países Bajos y tiene su domicilio social (*statutaire zetel*) en Ámsterdam, Países Bajos. Su LEI es 72450022R2ZFL41Y6I04 y opera bajo la legislación de los Países Bajos. Tras la Fusión, la Sociedad sustituirá a Ferrovial como cabecera del Grupo (refiriéndose el "Grupo", antes de la Fusión, a Ferrovial y las Sociedades de su Grupo; tras la Fusión, a la Sociedad y las Sociedades de su Grupo. Refiriéndose las "Sociedades del Grupo", antes de la Fusión, a las filiales de Ferrovial y, tras la Fusión, a las filiales de la Sociedad en el sentido del artículo 2:24b BW). El Grupo es uno de los principales grupos de infraestructuras del mundo, centrandose sus operaciones en autopistas de peaje, aeropuertos, construcción, infraestructuras energéticas y movilidad (fuente: [ENR's 2022 Top 250 International Contractors | Engineering News-Record](#)).

La siguiente tabla muestra, a la fecha del Folleto, los titulares de Acciones que está previsto que tras el Momento de Efectividad de la Fusión, posean (directa o indirectamente) una participación significativa (*substantiële deelneming*) (es decir, una participación de al menos el 3% del capital social o de los derechos de voto) de la Sociedad (conjuntamente los "Accionistas Principales" y cada uno de ellos, un "Accionista Principal"). Este listado de Accionistas Principales se basa en la información publicada en la página web de la Comisión Nacional del Mercado de Valores ("CNMV") (www.cnmv.es) sobre los Accionistas Principales en Ferrovial al cierre del mercado el 13 de junio 2023 (siendo esta la última fecha posible anterior a la fecha del Folleto para conocer dicha información). La página web de la CNMV publica las notificaciones efectuadas por aquellos accionistas cuya participación está sujeta a la obligación de notificación conforme a la legislación española. Asimismo, se ha asumido, y la Sociedad no tiene motivos para creer lo contrario, que no se producirán cambios significativos en la participación de los Accionistas de Ferrovial en Ferrovial según se publica en la página web de la CNMV y que ninguna otra persona adquirirá una participación en Ferrovial de notificación obligatoria conforme a la legislación española entre la fecha de referencia indicada y el Momento de Efectividad de la Fusión. Dado que tampoco se producirá un efecto dilutivo como consecuencia de la Fusión, no está previsto que las participaciones relativas en la Sociedad inmediatamente después de la Fusión se desvíen de las participaciones relativas en Ferrovial inmediatamente antes de la Fusión.

Los Accionistas Principales a la fecha del presente Folleto y los previstos inmediatamente después del Momento de Efectividad de la Fusión

Accionistas Principales a la fecha del presente Folleto					
Importe del capital social en propiedad					
Accionista	Número de acciones	Porcentaje del capital social		Porcentaje de derechos de voto	
Ferrovial	371.438.535 Acciones	100%		100%	
Accionistas Principales previstos inmediatamente después del Momento de Efectividad de la Fusión					
Accionista	% de derechos de voto atribuidos a las acciones			% de derechos de voto a través de instrumentos financieros	% de derechos de voto total ⁽¹⁾
	% Total (A)	Directo %	Indirecto %		
Rafael del Pino Calvo-Sotelo	20,424%	0,002%	20,422%	0,024%	20,448%
María del Pino Calvo-Sotelo	8,205%	0,003%	8,201%	0,000%	8,205%
The Children's Investment Master Fund ⁽²⁾	0,000%	0,000%	0,000%	8,009%	8,009%
Christopher Anthony Hohn ⁽²⁾	0,890%	0,000%	0,890%	5,525%	6,415%
Leopoldo del Pino Calvo-Sotelo	4,154%	0,000%	4,154%	0,000%	4,154%

Blackrock Inc.	3,062%	0,000%	3,062%	0,114%	3,176%
Lazard Asset Management	3,082%	0,000%	3,082%	0,000%	3,082%

(1) El porcentaje total de derechos de voto publicado en la página web de la CNMV no tiene en cuenta ningún cómputo doble en relación con los mismos derechos de voto atribuidos a múltiples Accionistas Principales, en virtud, por ejemplo, de determinados instrumentos financieros que se poseen en relación con esas mismas Acciones.

(2) The Children's Investment Master Fund está gestionado por TCI Fund Management Limited mediante determinados acuerdos de inversión. TCI Fund Management Limited está controlada a su vez por Christopher Antony Hohn. Según el leal saber y entender de la Sociedad, la participación conjunta con derecho a voto que poseen The Children's Investment Master Fund y Christopher Anthony Hohn a fecha 13 de junio de 2023 se sitúa en torno al 9% (véase también la nota a pie de página (1) a este respecto).

Tras el Momento de Efectividad de la Fusión, los miembros del consejo de administración de Ferrovial (el "**Consejo de Ferrovial**") dejarán de ser miembros del Consejo de Ferrovial y serán nombrados en sus respectivas funciones, miembros del consejo de administración de la Sociedad (el "**Consejo**", y cada miembro un "**Consejero**"). La siguiente tabla muestra los miembros del Consejo de Ferrovial y la composición prevista del Consejo una vez completada la Fusión.

Composición del Consejo tras la efectividad de la Fusión

<u>Nombre</u>	<u>Posición</u>	<u>Fecha del primer nombramiento⁽¹⁾</u>	<u>Plazo⁽²⁾</u>
Rafael del Pino	Consejero Ejecutivo (Presidente)	9 de enero de 1992	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2025, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.
Óscar Fanjul	Consejero no ejecutivo (Vicepresidente)	31 de julio de 2015	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2025, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.
Ignacio Madrdejós	Consejero Ejecutivo (Consejero Delegado)	30 de septiembre de 2019	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2026, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.
María del Pino	Consejera no ejecutiva	29 de septiembre de 2006	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2025, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.
José Fernando Sánchez-Junco	Consejero no ejecutivo	3 de diciembre de 2009	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2025, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.
Philip Bowman	Consejero no ejecutivo	29 de julio de 2016	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2026, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.
Hanne Sørensen	Consejera no ejecutiva	5 de abril de 2017	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2026, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.
Bruno Di Leo	Consejero no ejecutivo	25 de septiembre de 2018	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2025, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.
Juan Hoyos	Consejero no ejecutivo (Consejero Coordinador o Lead Director)	2 de octubre de 2019	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2026, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.
Gonzalo Urquijo	Consejero no ejecutivo	19 de diciembre de 2019	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2026, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.
Hildegard Wortmann	Consejera no ejecutiva	6 de mayo de 2021	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2025, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.
Alicia Reyes	Consejera no ejecutiva	6 de mayo de 2021	La duración del cargo será un periodo que finalizará al término de la Junta General Ordinaria que se celebrará en 2025, con posibilidad de reelección por uno o más periodos adicionales de una duración máxima de tres años.

(1) La fecha del primer nombramiento refleja la fecha del primer nombramiento de los respectivos Consejeros para un cargo similar en el Consejo de Ferrovial antes del Momento de Efectividad de la Fusión.

(2) Duración a partir del Momento de Efectividad de la Fusión.

Los auditores del Grupo para el ejercicio cerrado a 31 de diciembre de 2023 son Ernst & Young Accountants LLP, auditores independientes.

¿Cuál es la información financiera fundamental relativa al emisor?

Información de la Cuenta de Pérdidas y Ganancias Consolidada

Información de la Cuenta de Pérdidas y Ganancias Consolidada (para los ejercicios cerrados a 31 de diciembre de 2022, 2021 y 2020)

	Para el ejercicio cerrado a 31 de diciembre		
	2022	2021	2020
	(auditado)	(no auditado) (reexpresado)	(no auditado) (reexpresado)
	(en millones de euros)		
Ingresos	7.551	6.910	6.532
Resultado de explotación	423	1.479	189
Resultado del ejercicio correspondiente a la sociedad matriz	186	1.198	(424)
Beneficio neto por acción (euros)	0,25	1,63	(0,59)

Información del Balance de Situación Consolidado y Deuda Neta Consolidada

Información del Balance de Situación Consolidado (a 31 de diciembre de 2022, 2021 y 2020)

	A 31 de diciembre		
	2022	2021	2020
	(auditado)	(no auditado) (reexpresado)	(no auditado) (reexpresado)
	(en millones de euros)		
Activos totales	26.284	24.882	23.091
Patrimonio Neto	6.354	5.829	3.790
Deuda Neta Consolidada(*)	5.781	4.451	2.541

(*) La Deuda Neta Consolidada es un APM tal y como se define en las Directrices de la ESMA, y corresponde al saldo neto de la tesorería y equivalentes del Grupo (incluida la tesorería restringida a corto y largo plazo) menos la deuda financiera (deuda bancaria y bonos, incluida la deuda a corto y largo plazo), incluido el saldo relacionado con derivados de tipo de cambio (que cubre tanto la emisión de deuda en moneda distinta de la moneda utilizada por la sociedad emisora como las posiciones de efectivo que están expuestas al riesgo de tipo de cambio). Los pasivos por arrendamientos no forman parte de la Deuda Neta Consolidada debido a la aplicación de la norma NIIF 16.

Información sobre el Estado de Flujos Caja Consolidado

Información sobre el Estado de Flujos de Caja Consolidado (para los ejercicios cerrados a 31 de diciembre de 2022, 2021 y 2020)

	Para el ejercicio cerrado a 31 de diciembre		
	2022	2021	2020
	(auditado)	(no auditado) (reexpresado)	(no auditado) (reexpresado)
	(en millones de euros)		
Flujos de caja de actividades de explotación	1.002	810	1.093
Flujos de caja de actividades de inversión	(732)	457	383
Flujos de caja de actividades de financiación	(316)	(2.221)	(430)

No se ha incluido información financiera pro forma en el Folleto. No existen salvedades en los informes de auditoría en relación con la información financiera histórica correspondiente a los ejercicios cerrados a 31 de diciembre de 2022, 2021 y 2020.

¿Cuáles son los principales riesgos específicos del emisor?

A continuación, se presenta una selección de los principales riesgos relacionados con el sector y el negocio, las operaciones, la situación financiera, la estructura de capital y la estructura del Grupo, en función de la probabilidad de que se materialicen y de la magnitud prevista de su impacto negativo. Al realizar esta selección (así como con la selección que aparece más adelante sobre los principales riesgos específicos de las Acciones), el Grupo ha tenido en cuenta circunstancias tales como la probabilidad de que el riesgo se materialice sobre la base de la situación actual, el impacto

potencial que la materialización del riesgo podría tener en el negocio, la situación financiera, los resultados de operaciones y las perspectivas del Grupo, y la atención que la dirección del Grupo, sobre la base de las expectativas actuales, tendría que dedicar a estos riesgos en caso de que se materializaran. Los inversores deben leer, comprender y considerar todos los factores de riesgo que sean materiales antes de tomar la decisión de invertir en las Acciones.

- La reducción del uso de vehículos en las autopistas de peaje explotadas por las sociedades concesionarias de autopistas de peaje del Grupo puede repercutir negativamente en el negocio, los resultados de operaciones y la situación financiera del Grupo
- Los ingresos aeronáuticos y no aeronáuticos del Grupo están sujetos a riesgos relacionados con una reducción de los vuelos, los pasajeros u otros factores ajenos al control del Grupo, que podrían tener un efecto material adverso en el negocio, la situación financiera y los resultados de operaciones del Grupo
- Como consecuencia de las operaciones del Grupo, el deterioro de las condiciones económicas y políticas globales podría tener un efecto material adverso en el negocio, la situación financiera, los resultados de operaciones y las perspectivas del Grupo
- El Grupo opera en sectores altamente competitivos y su rentabilidad podría verse afectada por no estimar con precisión los riesgos, la disponibilidad y el coste de los recursos y el tiempo al licitar por proyectos, lo que podría tener un efecto material adverso en el negocio, la situación financiera y los resultados de operaciones del Grupo
- El Grupo depende de los fondos asignados a proyectos del sector público en los países en los que opera, y cualquier disminución en la asignación de dichos fondos podría repercutir negativamente en el negocio del Grupo, lo que podría afectar negativamente al negocio, la situación financiera y los resultados de operaciones del Grupo
- El aumento de la digitalización y, en consecuencia, el mayor riesgo de amenazas cibernéticas (*cyber threats*) y mal uso de la tecnología cuántica, puede afectar al funcionamiento normal de los activos del Grupo y a su capacidad para generar el valor esperado, lo que podría tener un efecto material adverso en el negocio, la situación financiera y los resultados de operaciones del Grupo
- El negocio del Grupo deriva de un reducido número de grandes proyectos que, si se interrumpen o de otro modo se ven afectados de forma significativa, pueden tener un efecto material adverso en el negocio, la situación financiera y los resultados de operaciones del Grupo
- El Grupo opera en entornos altamente regulados que están sujetos a cambios en la normativa y el Grupo está sujeto a riesgos relativos a contratos con autoridades gubernamentales, lo que podría tener un efecto material adverso en el negocio, la situación financiera y los resultados de operaciones del Grupo
- Un aumento de la inflación puede afectar negativamente a los resultados de operaciones del Grupo (principalmente a la División de Negocio de Construcción) y un aumento de los tipos reales o un aumento de la inflación sin crecimiento económico puede disminuir el valor de los activos del Grupo, lo que podría tener un efecto material adverso en el negocio, la situación financiera y los resultados de operaciones del Grupo
- Los organismos reguladores y otros grupos de interés pueden exigir que los objetivos empresariales del Grupo sean más sostenibles y pueden estar dispuestos a penalizar al Grupo si no los cumple, y el Grupo podría verse afectado por la degradación de los ecosistemas, lo que podría tener un efecto material adverso en el negocio, la situación financiera y los resultados de operaciones del Grupo
- La Fusión y la re domiciliación de la sociedad matriz del Grupo a los Países Bajos podrían tener un impacto negativo en su imagen corporativa en España, lo que, a su vez, podría tener un efecto material adverso en la posición competitiva del Grupo y, a su vez, en el precio de cotización de sus acciones, su negocio, situación financiera, resultados de operaciones y perspectivas
- Las Autoridades Fiscales españolas podrían considerar que la Fusión queda fuera de la protección del Régimen Especial de Neutralidad Fiscal, lo que podría tener un efecto material adverso en el negocio, la situación financiera y los resultados de operaciones del Grupo
- Las fluctuaciones de tipo de cambio podrían afectar negativamente al negocio, la situación financiera y los resultados del Grupo

Sección C - Información fundamental sobre los valores

¿Cuáles son las principales características de los valores?

Las Acciones son acciones ordinarias del capital social emitido por la Sociedad con un valor nominal de 0,01 euros cada una. El ISIN de las Acciones es NL0015001FS8.

Las menciones a los "**Estatutos Sociales**" que se hagan de ahora en adelante se referirán a los estatutos de la Sociedad, tal y como queden redactados en el Momento de Efectividad de la Fusión. Las Acciones tienen derecho a los dividendos

que, en su caso, se acuerde repartir. Cada Acción confiere el derecho a emitir un voto en la junta general de la Sociedad (la "**Junta General**"). No existen restricciones al derecho de voto.

En el caso de emisión de Acciones o de concesión de derechos de suscripción de Acciones, cada Accionista tendrá un derecho preferente proporcional al importe nominal total de sus Acciones. Los Accionistas no tendrán derechos preferentes con respecto a las Acciones emitidas: (i) en favor de empleados de la Sociedad o de una Sociedad del Grupo, (ii) a cambio de aportaciones que no sean dinerarias y (iii) en favor de una persona que ejerza un derecho previamente adquirido de suscripción de Acciones. Los derechos preferentes podrán ser restringidos o excluidos por acuerdo del Consejo.

No existen restricciones a la transmisibilidad de las Acciones en los Estatutos Sociales ni en la legislación de los Países Bajos. Sin embargo, la transmisión de Acciones a jurisdicciones distintas de los Países Bajos y España puede estar sujeta a normativa o restricciones específicas.

En caso de insolvencia, las reclamaciones de los titulares de acciones están subordinadas a las de los acreedores de la Sociedad. Esto significa que un inversor podría perder todo o parte del capital invertido.

Una vez la Fusión sea efectiva, la Sociedad habrá adoptado una política formal de dividendos, conforme a la cual los dividendos podrán ser implementados a través de un programa de dividendo flexible, bajo el cual los accionistas tendrán la opción de recibir acciones adicionales en el capital de la Sociedad en lugar de un dividendo en efectivo. Esta política de dividendos mantiene el programa de dividendo flexible adoptado por Ferrovial con anterioridad a la Fusión (conocido como *Ferrovial Dividendo Flexible*). El programa de dividendo flexible forma parte de un esquema más amplio de remuneración al accionista adoptado por Ferrovial, que también consiste en un programa de recompra y amortización de acciones, el último de los cuales fue aprobado el 28 de febrero de 2023, y comunicado al mercado mediante comunicación de otra información relevante publicada en la página web de la CNMV (www.cnmv.es) en esa misma fecha. El programa de recompra y amortización de acciones está previsto que se mantenga por la Sociedad tras la Fusión, pero puede estar sujeto a cambios de vez en cuando.

¿Dónde se negociarán los valores?

Las Acciones se negociarán en euros en Euronext Amsterdam y en las Bolsas de Valores Españolas. Se ha solicitado la Admisión bajo el símbolo "FER". Se espera que la Admisión tenga lugar el 16 de junio de 2023.

¿Cuáles son los principales riesgos específicos de los valores?

A continuación, se presenta una selección de los principales riesgos relacionados con las Acciones

- El pago de dividendos en el futuro dependerá de la situación financiera y los resultados de operaciones del Grupo, lo que podría repercutir negativamente en el precio de cotización de las Acciones
- La cotización múltiple de las Acciones en distintas jurisdicciones puede afectar negativamente a la liquidez y al precio de las Acciones

Sección D - Información fundamental sobre la admisión a cotización en un mercado regulado

Liquidación de las acciones

Una vez sea efectiva la Fusión, las Acciones serán adjudicadas y entregadas a Cede & Co., como mandatario de DTC, y aceptadas para su compensación y liquidación en forma de anotaciones en cuenta a través de los sistemas de *The Depository Trust Company* ("**DTC**") y sus entidades participantes, liquidándose las operaciones en las Bolsas de Valores Españolas a través de los sistemas de compensación de la Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal ("**Iberclear**") y liquidándose las operaciones en Euronext Amsterdam a través de los sistemas de compensación de *Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.* ("**Euroclear Nederland**"). Cualquier Accionista de Ferrovial que se califique como 'asociados' (*affiliates*), de acuerdo con la definición contenida en la Regla 144 (*Rule 144*) de la ley de valores estadounidense de 1933 (*U.S. Securities Act of 1933*), deberá, tras dicha adjudicación, poseer sus Acciones en forma nominativa, acreditadas a través del sistema de *The Direct Registration System* ("**DRS**") (cada uno de dichos accionistas, un "**Accionista DRS**"). El nombre de cada Accionista DRS será incluido en el libro registro de la Sociedad (*Company's register*) como titular del número correspondiente de Acciones. DRS es un método de registro de derechos sobre acciones representadas mediante anotaciones en cuenta que permite al agente de transferencia de EE.UU. (tal y como se define más adelante) mantener dichas acciones de forma electrónica en el libro registro de la Sociedad por cuenta del Accionista correspondiente (tal y como se define más adelante) y fuera de DTC. Cualquier operación con Acciones antes de la Admisión será por cuenta y riesgo exclusivo de las partes implicadas.

Agentes

ING Bank N.V. es el agente con respecto a la Admisión NL y el agente de ventas estadounidense. Banco Santander, S.A. es el agente de canje y admisión a negociación con respecto a la Admisión ES. Computershare Inc. /yo Computershare Trust Company N.A. es el agente de transferencia de EE.UU.

Dilución

No habrá dilución de los Accionistas de Ferrovial como resultado de la Admisión.

Asimismo, la Fusión no diluirá las participaciones relativas que los Accionistas de Ferrovial poseían en Ferrovial inmediatamente antes del Momento de Efectividad de la Fusión.

Gastos estimados

Los gastos, comisiones e impuestos estimados a cargo de la Sociedad en relación con la Fusión y la Admisión ascienden aproximadamente a 20 millones de euros.

¿Por qué se ha elaborado este folleto?

Motivos de la Admisión

Los motivos de la Sociedad para la Admisión están estrechamente ligados a los motivos para la Fusión. La Sociedad considera que, junto con la Fusión, la Admisión aumentará aún más el potencial internacional del Grupo al proporcionar los siguientes beneficios estratégicos y operativos:

- siendo los Países Bajos un país que eligen muchas empresas comparables, activas a nivel internacional y con una presencia relevante tanto en Europa como en Norteamérica, el Grupo espera estar mejor posicionado como actor internacional, manteniendo al mismo tiempo su herencia europea;
- se espera que la constante solidez crediticia y la estabilidad económica de los Países Bajos se traduzcan en una menor volatilidad de los diferenciales, lo que podría generar potencialmente primas de nueva emisión más bajas para los bonos corporativos del Grupo que si la emisión se llevara a cabo bajo la estructura previa a la Fusión;
- como centro de negocios para muchas empresas internacionales con lazos intercontinentales, se espera que la mayor presencia del Grupo en los Países Bajos atraiga talento internacional, fomente el reconocimiento a nivel internacional y facilite el acceso a una mayor base de inversores vinculados a inversores internacionales;
- los Países Bajos son una plataforma probada para permitir que las Acciones coticen y se negocien simultáneamente en España, los Países Bajos y, con el tiempo, también en los Estados Unidos. Se espera que el hecho de que el Grupo cotice en los Países Bajos facilite la cotización y negociación prevista en el futuro de esas mismas Acciones en los Estados Unidos y, dadas las condiciones adecuadas, su inclusión en los correspondientes índices locales; y
- Euronext Amsterdam ofrece acceso a una base de inversores internacionales que se ajusta al perfil internacional del Grupo.

1 RISK FACTORS

Definitions (capitalized terms) used in this Prospectus are defined in section 16 "Definitions".

Before investing in the Shares, prospective investors should carefully consider the risks described below, together with the other information contained or incorporated by reference in this Prospectus. The occurrence of any of the events or circumstances described in these risk factors, individually or together with other circumstances, could have a material adverse effect on the Group's business, results of operations, financial condition and prospects resulting from the Merger. In that event, the value of the Shares of the Company resulting from the Merger could decline, and an investor might lose part or all of its investment.

All of these risk factors and events are contingencies, which may or may not occur. The Group may face a number of the risks described below simultaneously, and one or more risks described below may be interdependent. If risk factors are interdependent, the description of the risk factor contains a reference and a description of the interdependency. The risk factors below have been divided into categories. Each risk factor is presented within the most appropriate category, however, some risk factors could belong in more than one category. In accordance with article 16 of the Prospectus Regulation, the most material risk factors are presented first in each category. The order of categories in which risks are presented within the section and the order in which the remaining risk factors within each category are presented is not necessarily an indication of the likelihood of the risks actually materializing, the potential significance of the risks to the Group, or the scope of any potential negative impact to the business, results of operations, financial condition and prospects of the Group. Prospective investors should carefully consider all of the risk factors set out in this section.

In selecting and ordering the risk factors, the Group has considered circumstances such as the probability of the risk materializing on the basis of the current state of affairs, the potential impact which the materialization of the risk could have on the Group's business, financial condition, results of operations and prospects, and the attention that management of the Group would, on the basis of current expectations, have to devote to these risks if they were to materialize.

Although the Group believes that the risks described below are the material risks concerning the Merger and the Group's business and the Shares, they are not the only risks relating to the Merger, the Group's business and the Shares. Other risks, facts or circumstances not presently known to the Group, or that the Group currently deems to be immaterial, could, individually or cumulatively, prove to be important and could have a material adverse effect on the Merger and the Group's business, results of operations, financial condition and prospects. The value of the Shares could decline as a result of the occurrence of any such risks, facts or circumstances, or as a result of the events or circumstances described in these risk factors, and investors could lose part or all of their investment.

Prospective investors should carefully read the entire Prospectus and should reach their own views before making an investment decision with respect to any Shares. Furthermore, before making an investment decision with respect to any Shares, prospective investors should consult their own stockbroker, bank manager, lawyer, auditor or other financial, legal and tax advisers, and carefully review the risks associated with an investment in the Shares and consider an investment decision in light of their personal circumstances.

1.1 Risks Relating to the Group's Business

1.1.1 Risks relating to the entire Group's business

1.1.1.1 As a result of the Group's operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects

The Group's business performance is closely linked to the economic cycle and political conditions in the countries, regions and cities in which it operates.

As a result of the Group's diverse geographical operations, for the year ended 31 December 2022, over 84.7% of the Group's revenues were generated outside of Spain, in countries such as the United States, Poland, the United Kingdom and Canada, where approximately 38.5%, 24.4%, 9.4% and 1.3% of the Group's revenues were generated, respectively. Measured on a proportional basis, for the year ended 31 December 2022, over 82.1% of the Group's proportional revenues were generated outside of Spain, in countries such as the United States, Poland, the United Kingdom and Canada, where approximately 30.2%, 11.4%, 20.6% and 6.5% of the Group's proportional revenues were generated, respectively. For a detailed overview of the countries in which the Group operates, see section 8.1 "Operating and Financial Review—Overview". For a reconciliation of the proportional revenues, see section 8.13 "Operating and Financial Review—Alternative performance measures (APMs)".

Typically, robust economic growth in the areas where the Group operates results in greater demand for the Group's services, while slow economic growth or economic contraction adversely affects such demand. For example, the toll roads and aviation businesses are cyclical by nature and are closely linked to general economic conditions.

All revenues, dividends and investments from Group Companies are exposed to risks inherent to economic conditions in the countries where they operate. Operations in the countries where the Group does business are exposed to factors such as: (i) fluctuations in local economic growth; (ii) changes in inflation rates; (iii) devaluation, depreciation or excessive appreciation of local currencies; (iv) foreign exchange controls or restrictions on profit repatriation; (v) changing interest

rate environment; (vi) changes in financial, economic and tax policies; (vii) instances of fraud, non-compliance, bribery or corruption; (viii) social conflicts; (ix) political and macroeconomic instability and (x) changes in applicable law.

Political uncertainty and instability risks have been on the rise across many economies, resulting in some cases in inward-looking policies and protectionism, which could in turn possibly lead to increased pressures for policy reversals or failure to implement needed reforms. The conflict in Ukraine and the COVID-19 pandemic have contributed to greater political uncertainty and instability, as further discussed under sections 1.1.1.7 "*The conflict in Ukraine and the related sanctions and export controls may adversely impact the Group's global activities and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*" and 1.1.1.15 "*Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects*".

Economic growth, globally and in the EU, has always been fragile and is subject to constraints on private sector lending and increases in the cost of financing. Recent examples of downside risks to the global economy that have also affected the Group's results include: (i) the conflict in Ukraine, (ii) the COVID-19 pandemic, (iii) the sharp rise in inflation and (iv) increasingly volatile global financial conditions. In addition, many developed economies where the Group operates, such as the United States, Spain, the United Kingdom and Canada, have experienced high inflation rates and a corresponding tightening of monetary policies as a result of the strong and persistent upturn in prices.

Continued weakness in many emerging economies where the Group operates has also contributed to the risk of deterioration of global economic and political conditions. For example, the Group believes that in Latin America, political systems and institutions may be subject to increased stress as a consequence of the aforementioned global macroeconomic events, including (i) the conflict in Ukraine, (ii) the slow economic rebound from restrictions imposed in connection with the COVID-19 pandemic and (iii) high food and energy costs as a result of inflationary pressures exacerbated by high U.S. interest rates, all of which have contributed to increased risks of sovereign defaults and social unrest within the area. Although a number of measures have been implemented by the public sector to mitigate these risks (such as the United States' Infrastructure Investment and Jobs Act, the European Union's Next Generation EU (NGEU) fund or the UK Build Back Better plan, among others), these measures may prove to be ineffective or insufficient to prevent the deterioration of the economies of the countries in which the Group operates.

Regionally, U.S. politics continue to be marked by high polarization and uncertainty regarding potential changes to federal, state and local policy, including tax policies, which could lead to unexpected changes involving the governmental level of oversight and focus on the infrastructure business within the U.S. The nature, timing, and economic and political effects of these potential changes to the current legal and regulatory framework affecting the Group's activities remain highly uncertain (for additional information on regulation in the Toll Roads Business Division, see section 6.20.1 "*Business—Regulatory Environment—Toll roads*"). In addition, the Federal Reserve has recently raised interest rates to help curb inflation in the United States, which is at its highest level in decades (for example, the annual rate of change of the consumer price index (CPI) in the United States had increased 6.5% in December 2022 when compared to 2021 levels). High inflation has impacted and is impacting mainly the Construction Business Division (for further details on the impact of inflation on the Group's operations, see section 1.4.1 "*An increase in inflation may negatively affect the Group's results of operations (mainly in the Construction Business Division) and an increase in real rates or an increase in inflation with no economic growth may decrease the value of the Group's assets, which could have a material adverse effect on the Group's business, financial condition, and results of operations*" and section 8.2.1 "*Operating and Financial Review—Material Factors Affecting Results of Operations—Inflationary pressures and energy and commodity prices*"). Rising interest rates also have a negative impact on the financing of the Group's projects.

In Spain, a number of concerns continue to exist in respect of the Spanish economy (where, in 2022, the Group generated 15.3% of its revenues and 17.9% of its proportional revenues) (for a detailed overview of the countries in which the Group operates, see section 8 "*Operating and Financial Review*"; for a reconciliation of the proportional revenues, see subsection 8.13.7 "*Operating and Financial Review—Alternative performance measures (APMs)—Proportional Results*"). In recent years, Spain has made progress to control public deficit and correct the country's economic imbalances, resuming its growth and, supported by external demand as well as higher domestic demand, reflecting improved financial conditions and rising confidence. However, the conflict in Ukraine and the crisis resulting from the COVID-19 pandemic have abruptly and significantly deteriorated economic conditions in the country. Currently, inflation is the main concern for the Spanish economy, with the annual CPI's change rate increasing by 5.7% in December 2022 when compared to 2021 levels, according to the National Institute of Statistics (*Instituto Nacional de Estadística*), and rates likely to remain at relatively high levels for the foreseeable future, according to the Quarterly Report on the Spanish Economy (*Informe Trimestral de la Economía Española*) published in December 2022 by *Banco de España*. Additionally, in 2022, the Spanish gross domestic product (GDP) slowed down, accounting for a 5.5% increase compared to the same period of 2021, with even lower increase predictions for years 2023 (1.6%), 2024 (2.3%) and 2025 (2.1%), pointing towards a stagnation of economic growth. The Spanish economy is particularly sensitive to economic conditions in the Eurozone, and any decline in the European economic activity could have an adverse effect on Spanish economic growth, which in turn could adversely affect demand for the Group's services in Spain. The Spanish economy may further be affected by (i) an increase of political uncertainty in Spain (including any resurgence of political and social tensions in Catalonia), which could result in volatile capital markets or otherwise adversely affect financing conditions in Spain or the environment in which the Group operates and (ii) other external factors, such as the geopolitical uncertainty originated by, among other circumstances, (a) the exit of the United Kingdom from the European Union, (b) the international trade tensions between the United States and China or (c) the volatility in commodity prices, any of which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

The Group also has operations in a number of Latin American countries (namely Chile, Peru, and Colombia), which tend to be more vulnerable to the effects of macroeconomic events and political instability. In those countries, the Group is exposed to, among others, (i) macroeconomic factors such as inflation, (ii) environmental factors, and (iii) other socioeconomic and political factors. In the year ended 31 December 2022, the Group generated EUR 348 million, EUR 18 million and EUR 15 million in revenue in Chile, Peru, and Colombia, respectively.

In addition, other factors or events may affect global and national economic conditions, such as heightened geopolitical tensions, war, acts of terrorism, natural disasters, pandemics, or other similar events outside the Group's control.

Even in the absence of an economic downturn, the Group is exposed to substantial risk stemming from volatility in areas such as consumer spending, business investment, financial conditions, government spending, capital markets conditions and price inflation, which affect the business and its economic environment and, consequently, its size and profitability. Unfavorable economic conditions could lead to (i) decreased use of, and related income from, toll road projects, (ii) reduced air travel and (iii) reduced investment in the construction sector and energy infrastructure and mobility sector. Furthermore, any financial difficulties suffered by the Group's sub-contractors or suppliers could increase its costs or adversely affect its project schedules.

Any deterioration of the economies or political conditions of the countries in which the Group operates could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.1.1.2 *The Group operates in highly competitive industries and the Group's profitability could be affected by its failure to accurately estimate risks, the availability and cost of resources and time when bidding on projects, which could have a material adverse effect on the Group's business, financial condition, and results of operations*

The market for infrastructure development and operation projects is highly competitive and is exposed to political and social factors that are difficult for operators to manage. Most of the Group's competitors are multinational companies bidding on projects worldwide, which places the competitive focus on the attractiveness of each individual project as opposed to geographical location. These circumstances may have an impact on the achievement of the Group's growth objectives.

The Group, in its ordinary course of business, competes against various groups and companies that may have more local experience, resources or awareness than the Group does. Furthermore, the economic slowdown in Europe and the financial difficulties faced by emerging countries are negatively affecting public and private clients' investment capacity and, by extension, the Group's business opportunities in those geographies. This lack of investment opportunities in Europe has pushed capital flows towards markets with greater availability of resources in which the Group also operates, increasing the competitive tension within those markets and resulting pressures on prices and profit margins in projects in which the customer risk transfer dynamic is not balanced.

Technological developments in terms of digitalization of processes may also pose a risk to the Group's business if the Group's competitors develop an advantage over the Group in this area. Specifically, if the Group fails to develop differential competitive capabilities at the same or a higher pace than its competitors due to the rapid deployment of generative artificial intelligence by said competitors, this may pose a significant risk to the Group's business, financial condition and results of operations, as the engineering and construction industry is highly dependent on technology. Therefore, companies in this sector must carefully manage this risk by investing in researching and developing unique and specialized applications for generative artificial intelligence. Failure to adequately keep up with technological advances could result in decreased profitability and loss of market share by the Group.

In recent years, the construction sector has been experiencing, at an international level, low profitability margins, which the Group believes to be partly driven by aggressive commercial strategies, imbalances in customer risk transfer, and cost inflation. These financial considerations may be further accentuated by the political and economic environment created as a result of the conflict in Ukraine and the COVID-19 pandemic (for additional information on the worsening of the global economic and political conditions and their impact on the Group's business, see sections 1.1.1.1 "*As a result of the Group's operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*", 1.1.1.7 "*The conflict in Ukraine and the related sanctions and export controls may adversely impact the Group's global activities and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*" and 1.1.1.15 "*Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects*"). In addition, the increase in infrastructure-focused investment funds requiring lower rates of return in their investments, coupled with these funds' readiness to take on more segments of a project's value chain may increase competition in the Group's target markets.

If the Group is unable to obtain contracts for new projects to sustain its current Order Book volume, or if these projects are only awarded under less favorable terms as a result of macroeconomic and competitive pressures, the Group's business, financial condition, and results of operations may be adversely affected.

Furthermore, the Group, particularly when operating under fixed fee contracts in the Construction Business Division, realizes a profit only if it can successfully estimate its costs and prevent any cost overruns on contracts. Cost overruns can result in lower profits or operating losses on projects, which could have an adverse effect on the Group's business, financial condition, and results of operations. The Group's estimates and predictions can be particularly difficult to make, particularly in a highly competitive and uncertain environment (for additional information on the worsening of the global

economic and political conditions and their impact on the Group's business, see sections 1.1.1.1 "*As a result of the Group's operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*", 1.1.1.7 "*The conflict in Ukraine and the related sanctions and export controls may adversely impact the Group's global activities and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*" and 1.1.1.15 "*Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects*") and may turn out to be inaccurate. If the Group fails to identify key risks or effectively estimate costs for projects where it is exposed to the risk of cost overruns, this could have an adverse effect on its business, financial condition, and results of operations.

For example, as indicated under section 6.8.3 "*Business—Group Overview—The Group's Business Divisions*", most of the Group's customers in public infrastructure sector are public entities. These or other customers may, from time to time, request amendments or alterations to agreed projects plans, even after the project has commenced, or ask to renegotiate terms. Any of this could lead to in project delays, increased project development costs for the Group or even lead to termination of contracts. The Group may not always be able to recoup the increased costs in such cases. Any potential project amendments or renegotiations with our customers could therefore significantly reduce the revenue and profit the Group is able to realize. Claims of the Group against customers in this context, to which the Group assigns a high probability of success, may be recognized as revenue. However, if the Group is unsuccessful in such claims, there can be a reduction in the expected revenues and profit of such project, which could have an adverse effect on its business, financial conditions and results of operations.

If the Group fails to identify key risks or effectively estimate costs for projects where it is exposed to the risk of cost overruns, or if client renegotiations cause a project to incur in additional, unexpected costs, this could have an adverse effect on the Group's business, financial condition, and results of operations.

1.1.1.3 *The Group depends on funds allocated to public sector projects in the countries in which it operates, and any decrease in allocation of such funds may adversely impact the Group's business, which could adversely affect the Group's business, financial condition, and results of operations*

The effects of the economic downturn (for additional information on the worsening of the global economic and political conditions and their impact on the Group's business, see sections 1.1.1.1 "*As a result of the Group's operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*", 1.1.1.7 "*The conflict in Ukraine and the related sanctions and export controls may adversely impact the Group's global activities and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*" and 1.1.1.15 "*Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects*") have led to a sharp reduction in public sector projects, although a number of measures have been implemented by the public sector to mitigate this deterioration.

While the Group currently indirectly benefits from funds granted by the European Union to Member States and allocated to those Member States' public entities, due to political, economic or other considerations, these funds may no longer be available to the Group, or there may be delays in receipt of such funds. A cancellation or delay in the receipt of such funds may adversely affect the business, financial condition, results of operations and prospects of the Group.

In particular, the Group's Construction Business Division is dependent on public sector projects. For example, clients from the public sector accounted for 82% of the total Order Book of the Group's Construction Business Division's, which amounted to EUR 14,743 million as of 31 December 2022 (for further information on the Construction Business Division's clients, see section 6.8.3 "*Business—Group Overview—The Group's Business Divisions*"). A reduction in the number of public sector projects available and awarded could negatively affect the Group's results of operations. For example, in Spain, during 2020, there was a slowdown in both private and public tender processes, and public tender processes were delayed on account of the COVID-19 pandemic. As a result of these delays in the start-up of new projects, the Construction Business Division's results were impacted, although they increased when compared to the previous year.

The toll road industry, generally, and the Group's Toll Roads Business Division, specifically, depend mainly on the continued availability of attractive levels of government funds and incentives to attract private investments, in particular as it pertains to public-private risk sharing in connection with private toll road development. Such government funds are generally granted in connection with the construction and operation of toll roads for the benefit of the general public. For instance, in the United States, the Group currently benefits from the TIFIA's credit assistance program as granted by the United States Department of Transportation to leverage limited Federal resources and stimulate capital market investment in transportation infrastructure by providing credit assistance in the form of direct loans, loan guarantees, and standby lines of credit (rather than grants) to projects of national or regional significance, such as the Group's development of additional highway lanes within existing highways that incorporate dynamic tolls that change in real-time based on traffic conditions (Managed Lanes). As of 31 December 2022, the Group's projects in the United States have been granted EUR 2,785 million through different financial instruments under the TIFIA credit assistance program (for a description of the credit assistance received, see section 8.7.5 "*Operating and Financial Review—Liquidity and Capital Resources—Financing*" for a description of the credit assistance received).

If, due to political, economic, or other considerations, funds like those received through TIFIA are no longer available or the TIFIA credit assistance program is cancelled, this could have a material adverse effect on the Group's ability to develop

new projects. Furthermore, decreases in the funds allocated to public sector projects may force private sector construction companies such as the Company to halt projects that are already underway. For these reasons, a continued and further decrease in the spending on the development and execution of public sector projects by governments and local authorities in the markets in which the Group already operates or in those in which it could operate in the future could adversely affect the Group's business, financial condition, and results of operations.

1.1.1.4 *The increase in digitalization and consequently, the increased risk of cyber threats and misuse of quantum technology, may affect the Group's normal operation of assets and its ability to generate expected value, which could have a material adverse effect on the Group's business, financial condition and results of operations*

In a highly digitalized and interconnected economic environment, the risk of cyber security failures potentially harming the Group has exponentially increased in recent years. In this context, the Group's infrastructures are exposed to threats in the cyber space (by, among others, hostile government agencies, hacktivists, insiders and mafias), which can (i) impact the normal operation of the Group's assets, (ii) its ability to generate expected value of the assets, and (iii) potentially undermine the Group's reputation. For example, there may be an increase in cyber threats in connection with the conflict in Ukraine, as discussed under section 1.1.1.7 "*The conflict in Ukraine and the related sanctions and export controls may adversely impact the Group's global activities and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*".

In particular, cyber threats may impact the normal operation of the Group's assets, which in turn, may impact its ability to generate expected value of such assets. Cyber threats may cause different types of impact, among others, disruption of activities, disclosure of Group sensitive information and failure of the Group to comply with laws, regulations and contractual agreements addressing data security and privacy, among others. The extent to which a cyber threat can impact an asset depends on the asset's nature, the cyber threat agent's origin, the scope of the security breach and the extent to which the Group is prepared to respond to such cyber threat. Critical infrastructures (airports, highways, and energy infrastructures), which are the main assets of the Group's business, are a common target to these kind of threats. Additionally, if a cyber threat is not successfully managed, it could impact the Group's ability to generate expected value. For instance, a ransomware attack affecting one of the Group's airports could cause flight cancellations that may last indefinitely, which in turn could materially affect the Group's operating revenues and financial results. In this respect the rapid development of the quantum computing industry is also relevant, which is shortening the time in which quantum computers could break encryption systems and compromise sensitive data security.

During 2022, Ferrovial managed a significant number of suspicious activities, or security events, some of which were associated with malicious, harmful or potentially malicious and/or harmful activities (security incidents). None of these incidents had a significant impact on the Group's assets, as all were successfully managed through the different cybersecurity capabilities in place (including protection, detection, response and recovery mechanisms). The impact that cyber threats have in the Group and the preventative and defensive measures the Group has in place against these events are illustrated by some of the cyber data for the Group. For example, typically, in a month: (i) over 32,900 suspicious phishing emails are reported by users, (ii) over 20,000 accesses to malicious domains and 130,000 phishing e-mails are blocked by the Group's systems, (iii) over 1,300 security events are analyzed by the Group's technology team and (iv) over 750 attempts to access corporate resources with either a malicious or untrusted origin are blocked.

There is a potential risk the attacks may render the Group's assets temporarily inoperative. Furthermore, this increased risk may impact the business plan of the Group due to a consequent reduction in the value of the asset, may lead to loss or theft of know-how and intellectual and industrial property, as well as economic loss tied to resuming operations and may damage the Group's reputation and related competitive advantage, compromising potential business opportunities. In addition, the Group may face sanctions as a consequence of potential regulatory and contractual non-compliance resulting from an asset's lack of operations following a cyber-attack.

These factors could have an adverse effect on its business, financial condition and results of operations of the Group.

1.1.1.5 *The business of the Group is derived from a small number of major projects, which, if terminated or otherwise materially affected, may have a material adverse effect on the Group's business, financial condition and results of operations*

The Group's main projects in terms of valuation and equity invested are (i) in the Toll Roads Business Division, the 407 ETR and several Managed Lanes projects such as NTE, NTE 35W, I-66 and LBJ; and (ii) in the Airport Business Division, the Heathrow airport. According to market analysts' reports, these projects amount to approximately 83% of the Group's valuation as of 31 March 2023.

The Group cannot guarantee that any of the aforementioned projects or their performance will not be terminated or otherwise materially affected by developments outside of the Group's control, such as regulatory developments, other factors related to the Group's operations in highly regulated environments or the public and/or governmental nature of the Group's clients in all of the abovementioned projects, as well as inflationary pressures, foreign exchange rate fluctuations, factors affecting traffic and infrastructure use, adverse weather, availability of financing in favorable terms, or other conditions. The termination of any of these projects or any material impact to their performance as a result of these factors could potentially have a material adverse effect on the Group's business, financial condition and results of operations. For additional information on the impact to the Group's business of the regulated environment in which it operates, see sections 1.2.1 "*The Group operates in highly regulated environments that are subject to changes in regulations and is subject to risks related to contracts with government authorities, which could have a material adverse effect on the Group's*

business, financial condition, and results of operations", 1.2.3 "—The Group operates in highly regulated environments and is subject to risks related to the granting of permits and rights-of-way and securing land rights, which could have a material adverse effect on the Group's business, financial condition, and results of operations", and for additional information on other factors affecting the Group's projects and their performance, see section 8.2 "Operating and Financial Review—Material Factors Affecting Results of Operations".

Furthermore, the Group's reliance on a relatively small number of projects may adversely affect the development of its business. As such, the loss of, or a material adverse effect to, any of the Group's main projects, may in turn have a material adverse effect on the Group's business, financial condition and results of operations.

1.1.1.6 *The Merger and re-domiciliation of the Group's parent company to the Netherlands could potentially have a negative impact on its brand in Spain, which, in turn, could have a material adverse effect on the Group's competitive position and, in turn, its share price and business, financial condition, results of operations and prospects*

The Group's business depends on its strong brand and the markets in which it operates are highly competitive. Specifically, the Group's business largely depends on projects and project orders with governments as well as private clients that are awarded through a competitive bidding process, which is complex and sometimes lengthy. Any bidding costs associated with tendering, particularly for public sector construction projects (whether it is for new contracts, extensions in the scope of work, or renewals of existing contracts) may be significant and, if these costs do not result in the award of a contract, they are generally not recoverable. For further information on the costs of tendering and contract renewal, see section 1.1.1.17 "*—The Group may be required to bear the costs of tendering for new contracts, contract renewals and/or extensions with no control over the selection process nor certainty of winning the tender, which may adversely affect the Group's business, financial condition, results of operations and prospects*".

The Group expects that many of the opportunities it will seek in the foreseeable future will continue to be awarded through competitive bidding. Some of the Group's competitors are larger and have greater resources, larger client bases and greater brand recognition. For further information, see section 1.1.1.2 "*—The Group operates in highly competitive industries and the Group's profitability could be affected by its failure to accurately estimate risks, the availability and cost of resources and time when bidding on projects, which could have a material adverse effect on the Group's business, financial condition, and results of operations*". The Merger and re-domiciliation of the Group's parent company to the Netherlands could potentially have a negative impact on its brand in Spain as a result of any potential negative public perception of the Merger and the re-domiciliation, which, in turn, could potentially harm the Group's competitive position as compared to other companies not affected by these or other potential reputational issues.

Furthermore, any reputational harm that the Group may potentially suffer as a result of the Merger and re-domiciliation of the Group's parent company to the Netherlands as perceived by its customers, suppliers, employees, investors, shareholders, peers and any other third party could have a negative impact on the price of the Shares as well as the Group's business, financial condition, results of operations and prospects.

1.1.1.7 *The conflict in Ukraine and the related sanctions and export controls may adversely impact the Group's global activities and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*

On 24 February 2022, Russia began its invasion of Ukraine. As of the date of this Prospectus, the conflict has not come to an end. Although the Group's direct exposure to the conflict is limited and mostly concentrated on the Group's operations in Poland, the macroeconomic scenario triggered by this situation includes (i) broad-based price rises essentially affecting energy and commodities, (ii) supply issues and (iii) difficulties in the distribution chain for certain materials, particularly in the construction industry. Additionally, and as a result of these financial pressures, interest rates are rising, impacting the banking and financing markets.

As a result of the invasion, the EU, together with the United States and most NATO countries, condemned the attack and put in place coordinated sanctions and export-control measure packages against Russia, Belarus and some other territories related to the conflict in Ukraine. The uncertain nature, magnitude and duration of Russia's war in Ukraine and the potential effects of the war, actions taken by Western and other states and multinational organizations in response thereto (including, among other things, sanctions, export-control measures, travel bans and asset seizures), as well as any Russian retaliatory actions (including, among other things, restrictions on oil and gas exports and cyber-attacks), on the world economy and markets, have contributed to increased market volatility and uncertainty.

The Group's activities in Poland (through Budimex's construction business), as a neighboring country to Ukraine, are at an increased risk of being disrupted by the conflict. Although as of the date of this Prospectus, the Group's revenue generated in Poland, which amounted to 24.4% of the Group's revenues as of 31 December 2022 and 11.2% of the Group's proportional revenues as of 31 December 2022 (for a detailed overview of the countries in which the Group operates, see section 8 "Operating and Financial Review"; for a reconciliation of the proportional revenues, see subsection 8.13.7 "Proportional Results"), was not materially affected as a result of the conflict, it cannot be excluded that such risk may materialize in the future. This potential risk has been evidenced by the unattributed missile strike on an area close to Poland's south-eastern border with Ukraine on 15 December 2022 that killed two people, as well as the disruption in the infrastructures of Poland and Ukraine as a consequence of refugees from Ukraine entering Poland to flee the war, as well as the transportation of western military equipment to support the Ukrainian front. Another country in which the Group operates that is close to Ukraine's borders, and which could be at risk of disruption in operations, is Slovakia, where the

Group holds a concession for the D4R7 Bratislava ring road (although, as of the date of this Prospectus, the impact of the Ukraine conflict in Slovakia has not significantly impacted the Slovak business).

Additionally, as a result of the Ukrainian conflict, there is also an increased risk of cyber-attacks, and the Group is particularly exposed to these attacks as a holder of the so-called "critical assets", due to its position as a provider of critical infrastructure services and solutions. Infrastructures are exposed to a variety of existing threats in cyberspace (such as hostile government agencies, *hacktivists*, insiders, and mafias), which may impact or impede (i) the normal operation of assets, (ii) the Group's ability to generate the expected value, and (iii) the Group's reputation. For more information on the increased risk of cyber-attacks for the Group, see section 1.1.1.4 "*The increase in digitalization and consequently, the increased risk of cyber threats and misuse of quantum technology, may affect the Group's normal operation of assets and its ability to generate expected value, which could have a material adverse effect on the Group's business, financial condition and results of operations*".

Although the Group does not foresee material effects to its results of operations as a direct result of the Ukrainian conflict, the Construction Business Division is the most vulnerable to such effects due to the potential impact the conflict could have on raw materials within the surrounding area, including cost increases of certain materials and decreasing availability.

To the contrary, the Toll Roads Business Division has been positively impacted by raising rates in those assets with pricing models directly linked to inflation, although it is adversely exposed to possible negative impacts of rising fuel prices on traffic. Finally, no relevant impact is expected in the Airports business due to the scant exposure to passenger traffic (the total number of incoming and outgoing passengers at the airport in a particular period) from these regions in the airports managed by the Group, although the effects of inflation on ticket prices as a result, among others, of the aforementioned fuel cost increases could have a certain consumer dissuasive effect that could affect its results of operations. For additional information on the worsening of the global economic conditions and their impact on the Group's business, see section 1.1.1.1 "*As a result of the Group's operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*".

In addition, the increase in political tensions worldwide because of the conflict in Ukraine increases the risk of a large-scale armed conflict. In this context, countries tend to boost regional economies at the expense of global integration by applying competition and trade restrictions, sanctions, investment controls, expropriations, or other restrictions, which could lead to a global recession with serious effects on global economy.

All of the above factors, as well as any further escalation of the conflict in Ukraine, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.1.1.8 *The increase in demand for skilled labor in the geographic areas in which the Group is active makes it more difficult for the Group to attract and retain talent, which could impact the Group's competitiveness, and have an adverse effect on its business, financial condition, and results of operations*

The increase in demand for skilled labor (*i.e.*, STEM positions requiring higher education degrees, more specifically, civil, industrial or computer engineers, which are normally the main positions required for delivering the Group's projects and managing its assets) in the geographic areas in which the Group is active and where the operations of toll roads' and other transportation-related construction is concentrated, such as in the United States, Spain and the United Kingdom, as well as several other Western countries, makes it more difficult for the Group to attract and retain talent, which could impact the Group's competitiveness. The reasons for the increase in the demand of these profiles are principally: (i) ambitious plans for infrastructures development in the Group's main markets, especially the United States, Canada and the United Kingdom; (ii) global increase in the demand for STEM positions (according to the U.S. Department of Commerce, STEM occupations are projected to grow approximately by 8.9% from 2018 to 2028, compared to approximately 5.0% growth for non-STEM occupations, due to the increasing reliance on technology in all aspects of life, and according to the U.S. Bureau of Labor Statistics, the median annual wage for STEM occupations was USD 87,570 in 2019, compared to the median annual wage of USD 39,810 for all occupations); (iii) increased number of talent competitors for the Group (besides the Group's traditional competitors for talent, many technology companies, and consulting, banking and private equity funds are trying to attract STEM professionals); and (iv) the impact of post-COVID-19 employment trends.

Focusing on the Group's main markets, the following figures further show the magnitude of this risk: (i) in the United States, the unemployment rate of civil engineers in 2022 is approximately 3.4%, according to the Bureau of Labor Statistics, a rate is slightly lower than the national unemployment rate of 3.7%; (ii) in Spain, according to the 2022 transversal study on engineering "*Observatorio de la Ingeniería de España 2022*", the occupation rate of engineers is 98%, with 96% of employment in civil engineering, 98% in industrial engineering and 100% in computer engineering. Figures published by the Spanish National Statistics Institute show a 14% unemployment rate in civil engineering, 5% in industrial engineering and 3.8% in computer engineering during the year 2022. On average, these rates are lower than the overall national unemployment rate, which is around 13%, according to the same source; and (iii) in the United Kingdom, according to the Office for National Statistics, the overall unemployment rate for engineers was 3.1% in 2020. This rate is slightly lower than the UK's average unemployment rate of 3.8% for the same year. By comparison, the unemployment rate for civil engineers was slightly higher, at 3.3%, while mechanical engineers had an unemployment rate of 2.8%, and electrical and electronic engineers had an unemployment rate of 2.7%. The Group believes that these

datapoints support the notion that the available pool of candidates with engineering degrees is smaller than the available pools of other types of candidates, making the hiring of candidates with engineering degrees more competitive.

Because of hiring difficulties and/or understaffing due to a potential lack or scarcity of qualified staff, the Group may lose certain business opportunities, and may not be able to fulfill certain commitments to clients, such as commitments regarding contractual deadlines or the pre-established quality of work. The inability to acquire and retain skilled labor and any resulting inability to fulfill contractual requirements could have an adverse effect on the Group's business, financial condition, results of operations, and impact the Group's competitiveness. Furthermore, the Group may experience lower profit margins due to increased labor costs resulting from a higher demand, respective to offer, of skilled labor. This could in turn have an adverse effect on its business, financial condition, and results of operations of the Group.

1.1.1.9 *Regulators and other stakeholders may demand that the business objectives of the Group become more sustainable and may be willing to penalize the Group if it does not meet them, and the Group could be affected by degradation of ecosystems, which could have a material adverse effect on the Group's business, financial condition, and results of operations of the Group*

Both regulators and other stakeholders may demand that the business objectives of the Group become more sustainable, both from an environmental and social point of view, and may be willing to penalize the Group if it does not meet their expectations and demands, for example if its activities do not qualify as environmentally sustainable in accordance with EU Taxonomy, or the Group's own commitments in relation to for example reduction of CO2 emissions. A misalignment between the Group's strategy and the expectations and demands of regulators and other stakeholders with regards to sustainability would compromise the fulfilment of the Group's growth and investment objectives. In particular, if the Group is not able to adhere to a call for increased sustainability by certain regulators or stakeholders, the Group (i) may face penalties by said regulators and stakeholders, including (potential) shareholders, (ii) may suffer damage to its corporate reputation, (iii) may lose its positioning in sustainability indexes, (iv) may increase the financing cost of the Group's activities, and (v) may have a negative impact on analysts' ratings and third parties' investment decisions, among other potential consequences (see section 6.21 "*Business—Environment and ESG / Sustainability / Health and Safety*" for an overview of the sustainability indexes in which the Group is included). Furthermore, as a consequence of the financial demands derived from the need for the Group to become more sustainable or of a potential failure of the Group to become more sustainable, project financing and the Group's access to sources of financing may worsen.

In addition, biodiversity plays a key role in the provision of ecosystem services that support the economy and social well-being. The degradation of ecosystems and natural capital entails operational, economic, and reputational risks for the development of business activities. In particular, the Group could be affected by the loss of quality of certain ecosystem services, such as the lack of water or the reduced availability of certain raw materials.

The above could have an adverse effect on the Group's business, financial condition, and results of operations of the Group.

1.1.1.10 *Accidents may occur at the Group's project sites and facilities and at the Group's infrastructure assets, which may severely disrupt the operations of the Group and cause harm to the Group's employees or customers, which could in turn have a material adverse effect on the business, financial condition and results of operations and reputation of the Group*

A strategic priority of the Group in connection with its employees is to promote the highest available standards for health and safety in its operations, with strong management systems implemented, as well as employee training and real-time leveraging of data to predict and prevent accidents. The Group has a health and safety strategy (the Health and Safety Strategy) in place for the period from 2020 to 2024 that seeks to align the health and safety management systems of each business division and make sure the necessary resources and tools are available to deliver safer operations. Notwithstanding the implementation of the Health and Safety Strategy by the Group and the commitment of top management of the Group to invest resources in this respect, occurrence of low-probability high-impact events such as accidents pose a material risk to the Group, now and in the future.

The frequency rate of accidents of the Group has decreased by 63.6% as of 31 December 2022, compared to 31 December 2021, mainly due to the divestment of the Group's Services Business Division (with approximately 40,000 employees), although the improvement actions implemented Group-wide and the commitment of all employees, have also contributed to this improvement. Excluding the impact of the divestment of the Services Business Division from the accident frequency rate calculation, there was a (like for like) decrease of 11.1% as of 31 December 2022. Nevertheless, this risk remains relevant to for the Group, due to, among others, the fact that the risk of an accident is inherent to the nature of the Group's activities, the variability of the subcontractor's safety cultures, or uncontrolled risks caused by third parties in this respect (e.g. driving behaviors of the general public).

The Group's project sites and facilities, such as toll roads, airports and construction project sites, may be exposed to incidents such as fires, explosions, toxic product leaks and other environmental incidents. In addition, these sites and facilities' respective employees may be exposed to accidents (for example, falling from a significant height, being hit by vehicles and machinery, overturning of heavy plants and coming in contact with electricity). Any of such accidents may cause death and injury to employees, contractors and also to residents in surrounding areas, may cause damage to the assets and property owned by the Group and third parties, as well as damage to the environment. The Group is also exposed to a risk of negative impacts to its business, financial conditions and results of operations resulting from various

types of damage, including temporary interruption of services as a result of accidents during the course of operations, as well as impacts connected to accidents involving land and air transport, substances, goods, and equipment.

If an accident occurs at a Group facility or project site, in addition to the internal investigation to be carried out in accordance with the Group's internal policies and protocols, legal proceedings could be initiated by the relevant authorities to identify the causes of the accident and assess any potential civil, labor or criminal liability. Such legal proceedings could result in the relevant facility or project site being closed while the investigation is conducted, disrupting the Group's operations during the time of such closure. In addition, sanctions may be imposed on the Group or victims of such accidents may claim compensation from the Group and hence may expose the Group to civil liability.

Furthermore, accidents may occur on the Group's infrastructure assets to the users of the infrastructures. For instance, incidents on the toll roads the Group currently operates, such as the multiple vehicle accident that took place on 11 February 2021 on the NTE 35W in Dallas, Texas involving 133 vehicles and resulting in six deaths and many people injured. As a result of this incident, the concession company NTE Mobility Partners Segment 3 LLC, which is 53.66% owned by Cintra, together with several of the U.S. Group Companies based in the U.S., have been named parties in 31 claims that have been filed and are in the early stages of legal proceedings. The Group could be found liable in relation to such accidents, including, but not limited to, for non-compliance or defective performance of the relevant contracts. However, the concession company believes, in accordance with the opinion of its external legal advisors, that even in the event of an unfavorable ruling, no material impact on the Group is expected given the insurance policies contracted and, consequently, no provision has been recorded in relation thereto (see section 6.14.1 "*Business—Legal and Arbitration Proceedings—Litigation and other contingent liabilities relating to the Toll Road Business Division*").

Any accidents, incidents and consequential claims for damages (including any reputational damages) and disruptions in the Group's business in respect of any of the above events could therefore have a material adverse effect on the business, financial condition and results of operations and reputation of the Group.

1.1.1.11 *If market conditions are not favorable, the Group may decide not to issue a new hybrid bond, which would negatively impact the Group's net cash position, as well as financial ratios applied by the Rating Agencies, and which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*

Following the Merger, the Group expects to repurchase the outstanding hybrid bond issued by Ferrovial Netherlands B.V. (known as the EUR 500,000,000 Undated 5.5 Year Non-Call Deeply Subordinated Guaranteed Fixed Rate Reset Securities) at par, through a bond buy-back program. The bond buy-back, if executed, will be funded with available cash until a replacement of such hybrid bond issuance is sought in the future once market conditions stabilize and more favorable financing terms are available.

In the event that the Group decides *not* to issue a replacement hybrid bond, due to unfavorable market conditions and lack of availability of favorable financing terms or other circumstances, it would have a negative impact in the Group's net cash position of a maximum of EUR 500 million (as hybrid bonds are considered an equity instrument from an accounting perspective and, as a result, do not entail an increase in debt position). Additionally, net debt ratios calculated by rating agencies in some cases assign an equity content of 50% to hybrid instruments, and therefore, if the Group decides not to issue replacement hybrid bonds, it is expected that such decision would have a negative impact of a maximum of EUR 250 million as it pertains to such ratios, which in turn could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.1.1.12 *Beneficiaries of guarantees provided by the Group Companies could request their executions, which could have a material adverse effect on the Group's business, financial condition, and results of operations*

The Group Companies provide guarantees to cover liability to customers for improper performance of obligations under construction contracts. Such guarantees are subject to potential enforcement by customers were a project not carried or fail to meet contractual specifications and requirements. In order to protect itself from any exposure arising from potential liability, the Group obtains guarantees issued by banks and insurance companies to cover such exposure. As of 31 December 2022, the balance of such guarantees amounted to EUR 8,093 million (EUR 7,099 million as of 31 December 2021).

Despite the significant amount of guarantees obtained by the Group detailed above (see Note 6.5.2 of the 2022 Consolidated Financial Statements for further background), the historical impact arising from them is very low, since the Group Companies have to date performed their contractual obligations in accordance with the terms and conditions agreed upon with the customers and have recognized accounting provisions against the results of each contract for potential performance-related risks.

Should any beneficiary enforce any guarantee, such enforcement will have a specific follow-up investigation in order to verify whether the request is based on a justified claim. Should a claim be justified, and the guarantees of a relevant or significant amount be successfully enforced, or should multiple guarantees amounting to relevant or significant amounts be successfully enforced simultaneously or within short periods of time, such events may have a material adverse effect on the Group's business, financial condition, and results of operations.

1.1.1.13 *The Group may face increased risks as a consequence of global climate change, which could have a material adverse effect on the Group's business, financial condition, and results of operations*

The Group may be subject to physical and transactional risks in connection with the Group's activities as a consequence of climate change. Physical risks include extreme weather events that may affect the Group's infrastructure and the development of the Group's activity, in particular in the Toll Roads Business Division and the Construction Business Division. In this sense, the Group's infrastructure needs to adapt to climate change effects and be resilient to extreme weather events. Global trends addressing climate change and extreme weather may result in further economic, regulatory, technological, and reputational effects and may require the Group to reassess its operations. For instance, the Group may be forced to discontinue certain operations due to physical damage to infrastructure, productivity may decrease under certain extreme weather conditions and hedging and insurance premiums relating to climatological events may increase. See sections 6.8.3.1 "*Business—Group Overview—The Group's Business Divisions—Toll Roads Business Division*", 6.8.3.3 "*Business—Group Overview—The Group's Business Divisions—Construction Business Division*" and 8.2.5 "*Operating and Financial Review—Material Factors Affecting Results of Operations—Seasonality*" for further information on the impact of weather conditions on the Group's business.

The Group periodically performs an assessment and quantification of transition risks related to climate change, which include the following: (i) an increase in the cost of energy, both fossil fuels and electricity, and other raw materials specific to each activity, (ii) a change in customer behaviour users' transportation modes, (iii) the imposition of carbon price mechanisms that could tax emissions produced by the development of the activity, (iv) new regulations limiting the use of certain modes of transportation, which would have a significant impact on the use of the infrastructure operated by the Group, and (v) an increased investor concern about the Group's environmental performance and impact. Transition risks, particularly increases in the cost of energy, both fossil fuels and electricity, and other raw materials specific to each activity and changes in customer behaviour users' transportation modes, may affect the Group's Toll Roads Business Division, Construction Business Division, Airport Business Division and Energy Infrastructures and Mobility Business Division (see sections 6.8 "*Business—Group Overview*", 8.2.3 "*Operating and Financial Review—Material Factors Affecting Results of Operations—COVID-19 pandemic*" and 8.2.4 "*Operating and Financial Review—Material Factors Affecting Results of Operations—Impact of macroeconomic factors and conflict in Ukraine*" for further information on the effect of such transition risks on the Group's business).

The above could have an adverse effect on its business, financial condition and results of operations of the Group.

1.1.1.14 *The Group's insurance cover may not be adequate or sufficient, which could have a material adverse effect on the Group's business, financial condition, and results of operations*

In carrying on its activities, which are mainly related to high-value infrastructure assets such as toll roads and airports, the Group is subject to possible contingent liabilities arising from the performance of various contracts existing under its business divisions. To protect itself from a number of those contingent liabilities, the Group has retained insurance cover in relation to (i) property damage and business interruption caused by direct material damage, (ii) general liability, (iii) employers' liability, (iv) directors' and officers' liability, (v) environmental liability and (vi) in the United States, employment practices liability.

Accidents may occur at the Group's infrastructure projects that may severely disrupt the operations and damage the reputation of the Group. In particular, the Group's toll roads and other infrastructure assets such as airports, may suffer damages as a consequence of disruptions caused by natural disasters (as, for example, was the case in connection with a number of toll roads in Chile following the 2010 earthquake), epidemics or pandemics, extreme weather, wars, riots or political action, acts of terrorism or cybersecurity attacks resulting in losses (including loss of revenue), which may not be compensated for by insurance, either fully or at all. Furthermore, certain types of the aforementioned losses (generally, those of a catastrophic nature, such as wars, acts of terrorism, earthquakes and floods), may be uninsurable or not economically insurable. For example, the impact on the Group's revenues of governmental authorities' measures to mitigate the potential effects of the COVID-19 pandemic is not covered under current insurance policies, as the trigger of such existing insurance (physical damage to assets) is not a direct effect of the COVID-19 pandemic.

In addition, even where adequately insured against potential unexpected events and damages, the Group may also be unable to recover losses, in part or at all, in the event of insolvency of its insurers.

Moreover, there can be no assurance that if the Group's current insurance cover is cancelled or not renewed, replacement cover will be available on commercially reasonable terms, or at all.

Any material uninsured (or insured, but non-recoverable) losses could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.1.1.15 *Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects*

The WHO declared COVID-19 a global pandemic in March 2020. The COVID-19 pandemic negatively impacted the global economy (including as a result of the institution of measures such as the isolation, confinement and quarantine of individuals and restrictions on the free movement of people, the closure of public and private premises, border closures and a drastic reduction in air, sea, rail and land transport), disrupted global supply chains (which have further affected inflation), lowered equity and capital markets valuations, created significant volatility and disruption in the financial markets

and increased unemployment levels. The COVID-19 pandemic and the measures taken by the governments of many countries to fight against it led to a GDP weakening in many of the countries in which the Group operates. For additional information on the worsening of the global economic conditions and their impact on the Group's business, see section 1.1.1.1 "*—As a result of the Group's operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*".

2022 was a turning point to returning to pre-pandemic operations, with countries in which the Group operates lifting the restrictions on mobility and on economic activities that were in force since the start of the pandemic, although at an uneven rate. The direct result of this has been the recovery in demand for the activities carried out by the Group. Accordingly, although the Group's business, financial condition, results of operations and prospects were materially adversely affected in 2020 and 2021, in 2022, the Group's activities are no longer directly affected by the COVID-19 pandemic and the associated restrictions (despite the fact that certain assets have not recovered to pre-COVID traffic levels).

Nevertheless, it cannot be excluded that (i) the COVID-19 pandemic and the institution of related measures resurge in the future, or (ii) more importantly, that the acceleration of digitalization of social interactions following the COVID-19 pandemic (for example, by the widespread adoption by businesses of teleworking, e-commerce and other related policies and business practices), paired with the current context of global economic slowdown, may negatively affect mobility scenarios and prevent the air and ground traffic from reaching pre-COVID-19 levels, and, therefore, the performance and value of the Group's assets depending on such mobility may be adversely affected. If these trends sustain and/or increase, they may result in long-term and permanent declines in airport, toll road and other traffic, and, therefore, lead to a significant decline in the future performance and value of the infrastructures operated by the Group (see risk factor 1.1.1.15 "*—Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects*"). These factors may consequently materially adversely affect the Group's business, financial condition, results of operations and prospects.

The occurrence of any future pandemics, including a resurgence of COVID-19 or the advent of other pandemics, could adversely affect the global economy and the markets in which the Group operates and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects. The extent of this impact is uncertain and cannot be predicted, including its duration and severity, the scope and economic impact of actions taken to contain the spread of the pandemic or to treat its impact, as well as the impact of each of these items on macroeconomic conditions and financial markets globally, including changes of social patterns and behaviors.

1.1.1.16 *The Group's business and operations may be adversely affected by violations of applicable anticorruption laws, in particular the U.S. Foreign Corrupt Practices Act, the United Kingdom Bribery Act or similar worldwide anti-bribery laws*

The Group's international operations require it to comply with international and national laws and regulations regarding anti-bribery and anti-corruption, including the U.S. Foreign Corrupt Practices Act, the United Kingdom Bribery Act or similar worldwide anti-bribery laws that may be applicable. These laws and regulations, for example, prohibit improper payments to foreign officials and private individuals for the purpose of obtaining or retaining business and may include reporting obligations to relevant regulatory and governmental bodies. The scope and enforcement of anti-corruption laws and regulations may vary.

The Group operates in parts of the world that have experienced governmental corruption to some degree, including high risk markets, and in certain circumstances, strict compliance with anti-bribery laws and reporting obligations may conflict with local customs and practices. In addition, the Group makes use of third parties, such as joint venture partners, also in high-risk markets, which pose an inherent risk to strict compliance with anti-bribery and anti-corruption laws. The Group's compliance programs, internal controls, policies and procedures may not have always protected and, in the future, may not always protect the Group from reckless or negligent acts including bribery of government officials and private individuals, petty corruption and misuse of corporate funds, committed by the Group's employees or associated third parties, particularly given the decentralized nature of the Group and its use of joint venture arrangements. Violations of these laws, or allegations of such violations, may lead to fines, criminal responsibility, or harm the Group's reputation and may disrupt the Group's business and could result in inaccurate books and records, each of which may have a material adverse effect on the Group's business, results of operations, financial condition and prospects. In this sense, please refer to sections 1.2.4 "*—The Group is subject to litigation risks, including claims and lawsuits arising in the ordinary course of business, which could have a material adverse effect on the Group's reputation, business, financial condition, and results of operations*" and 6.14.2 "*Business—Legal and Arbitration Proceedings—Litigation relating to the Construction Business Division*".

1.1.1.17 *The Group may be required to bear the costs of tendering for new contracts, contract renewals and/or extensions with no control over the selection process nor certainty of winning the tender, which may adversely affect the Group's business, financial condition, results of operations and prospects*

A substantial portion of the Group's work is competitively tendered and it is difficult to predict whether the Group will be awarded new contracts due to multiple factors such as qualifications, experience, reputation, technology, customer relationships, financial strength, and ability to provide the relevant services in a timely, safe, and cost-efficient manner. Bidding costs associated with tendering for new contracts, extensions in the scope of work, or renewals of existing contracts can be significant and may not necessarily result in the award of a contract. Furthermore, preparation for bids occupies management and operating resources.

If the Group fails to win a particular tender, bidding costs are generally not recoverable. The Group participates in a significant number of tenders each year and the failure to win such tenders may adversely affect the Group's business, financial condition, results of operations and prospects.

1.1.1.18 *The Group is dependent on the continued availability, effective management and performance of subcontractors and other service providers, the absence of which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*

In the ordinary course of operations, the Group relies on subcontractors to provide certain services. As a result, the Group's business, financial condition, results of operations and prospects may be adversely affected if it is not able to locate, select, monitor and manage its subcontractors and service providers effectively. Additionally, subcontractors to whom the Group has awarded work may become insolvent, requiring the Group to select a new subcontractor at the risk of delays and/or at higher cost. For example, in the Construction Business Division, billing by subcontractors and services providers represents around 77% of the total operating cost for the year ended 31 December 2022 (78% in 2021).

If the Group is not able to locate, select, monitor, and manage subcontractors and service providers effectively, its ability to complete contracts on schedule and within forecasted costs to the requisite levels of quality could be adversely impacted and there may be a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.1.1.19 *The Group and the Company will face risks related to past and future acquisition or divestments, generally, and the divestment of the Services Business Division is subject to certain risks, specifically, which could have a material adverse effect on the Group's business, results of operations and financial condition*

Generally, the Group has in the past deployed, and may deploy in the future, capital in mergers and acquisitions. This is subject to various general risks, including (i) the inability to sufficiently integrate newly acquired businesses, (ii) the inability to achieve the anticipated benefits from the acquisition, (iii) a loss of critical talent, (iv) the transmission of actual or potential liabilities in connection with such past or future acquisitions, including but not limited to third-party liability and other tort claims, (v) claims or penalties as a result of breach of applicable laws or regulations, (vi) financial liabilities relating to employee claims, (vii) claims for breach of contract, (viii) claims for breach of fiduciary duties, (ix) employment-related claims, (x) environmental liabilities (even if the damage relates to activities prior to its ownership), or (xi) tax liabilities. For example, the Group may be subject to environmental liabilities at sites it acquires even if the damage relates to activities prior to its ownership. Although acquisition agreements may include covenants and indemnities in the Group's favor, these covenants and indemnities may not always be insurable or enforceable, or may expire or be limited in amount, and the Group may have disputes with the sellers or guarantors regarding their enforceability or scope. In addition, the Group may be unable to cost-effectively integrate the new activities from an acquisition into its business and realize the performance that it envisages when acquiring a business. Acquired companies may have lower profitability, or require more significant investments, than anticipated, which could affect the profitability margins of the Group.

As part of its strategic plans, the Group may also from time to time divest assets it no longer deems profitable or in strategic alignment, such as the Group's divestment of its activities in the Services Business Division (for more detailed information, see section 6.8.3.5 "*Business—Group Overview—The Group's Business Divisions—Discontinued operations (Services)*"). The Group is therefore subject to risks related to the divestment process, in particular with regard to warranties and indemnities given within the scope of the divestment process. In addition to these contractual commitments, the Group could be held liable as the seller, depending on applicable laws. Environmental, health and safety requirements and regulations and labor disputes will affect not only activities in connection with businesses that have been acquired and are in operation, but also activities at businesses that have been divested or that will be acquired or divested in the future. The divestment of Amey, which was part of the broader divestment of the Services Business Division of the Group, in particular, was financed through a vendor loan and as a result the Group may be unable to recover the sale price of Amey.

As a result, past and future acquisitions and divestments expose the Group to potential losses and liabilities, and lower than anticipated benefits, which could have an overall material adverse effect on the Group's business, results of operations and financial condition.

1.1.2 *Risks relating to the Toll Roads Business Division*

1.1.2.1 *Reduced vehicle use on the toll roads operated by the Group's toll road concession companies may adversely impact the Group's business, results of operations and financial condition*

For the year ended 31 December 2022, the Group's EBITDA from the Toll Roads Business Division was EUR 550 million, representing approximately 75.5% of the Group's total EBITDA (compared to EUR 415 million for the year ended 31 December 2021, representing approximately 68.0% of the Group's total EBITDA). The Group received EUR 388 million in dividends from its toll road assets (a decrease of approximately 17.3%, compared to EUR 469 million in dividends from the Group's toll road concession companies for the year ended 31 December 2021). These results are the result of the slow recovery of toll road traffic and, correspondingly, of operations of the Toll Roads Business Division, following from the negative effects of the COVID-19 pandemic on transportation (for additional information on the worsening of the global economic and political conditions and their impact on the Group's business, see sections 1.1.1.1 "*As a result of the Group's operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*", 1.1.1.7 "*The conflict in Ukraine and the*

related sanctions and export controls may adversely impact the Group's global activities and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects" and 1.1.1.15 "—Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects").

If the Group's concession companies are unable to maintain an adequate level of vehicle traffic on their toll roads in the future, the Group's toll receipts and profitability will suffer. The tolls collected by the concession companies on their toll roads depend on the number of vehicles using such toll roads, their capacity to absorb traffic and their toll rates. In turn, traffic volumes and toll receipts depend on a number of factors, including economic growth, toll rates, the quality, convenience and travel time on competing roads, toll-free roads or toll roads that are not part of the Group's portfolio, the increase in capacity of those competing roads, the quality and state of repair of the toll roads, the economic climate and fuel prices, environmental legislation (including potential measures to restrict internal combustion engine vehicle use and/or incentives to electric vehicles) and the viability and existence of alternative means of transportation, such as air and rail transport, buses and urban mass transportation. In addition, traffic volumes and toll revenues may be affected by the occurrence of natural disasters and other exceptional events such as earthquakes, forest fires and meteorological conditions in the countries in which the Group's concession companies operate (for example, in Canada and some of the Texas lanes, where climate disruptions caused by usual winter conditions, as it pertains to the former, and unusual winter conditions, as it pertains to the latter, have affected the operation of the assets in the past, or Chile, where the aftermath of an earthquake severely affected asset operations). Work from home policies could affect mobility or change transportation patterns, effectively affecting the profitability of operations. Measures taken by governments in response to potential future COVID-19 outbreaks, similar to those introduced in the past, may also have an adverse impact in this respect due to the travel restrictions and the institution of social distancing measures (see section 1.1.1.15 "*—Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects*").

In particular, a specific financial risk regarding toll road usage in connection with 407 Express Toll Road (ETR) exists. The concession agreement relating to the 407 ETR provides that certain 407 ETR annual traffic levels are to be measured against annual minimum traffic thresholds prescribed by Schedule 22 and which are increased annually up to a pre-established lane capacity. If actual annual traffic level measurements are below the corresponding pre-established traffic thresholds, certain amounts calculated under the concession agreement are payable to the province of Ontario, Canada in the following year. In April 2020, an amount of approximately CAD 1,775,000 (EUR 1,199,338) corresponding to 2019 calculations was paid to the Ontario province. In 2020, due to the COVID-19 pandemic, traffic on 407 ETR was lower than initially expected and therefore annual minimum traffic thresholds prescribed by Schedule 22 could not be met. The Group and the Ontario province agreed that the COVID-19 pandemic should be considered a force majeure event under the provisions of the 407 ETR concession agreement and, therefore, the Group was not subject to further payments for below-threshold traffic levels for the duration of 2020 and until the end of the force majeure event. The Group and the Ontario province were also in agreement that the force majeure event should terminate at such time when the traffic volumes on 407 ETR reached pre-pandemic levels (pre-pandemic levels measured as the average traffic volume during the 2017 to 2019 period) or when there was an increase in toll rates or user charges pursuant to the terms of the concession agreement, which is a unilateral decision of the concession company. During 2021 and 2022, the force majeure event has continued to apply, as neither the toll rates have been raised, nor have the traffic levels reached the average traffic volume during the 2017 to 2019 period. The concession company continues to closely monitor the asset's performance and traffic volume, and will raise toll rates when it determines such raise will be profitable in comparison to application of the force majeure event. Upon the termination of the force majeure event, which is yet to occur, the Group will be subject to payments for below-threshold traffic levels, if applicable, commencing the subsequent year. There is a risk that a substantial payment may be required by the concession to the Ontario province, when a termination of the force majeure event occur in the cases described above.

The revenues generated by, and dividends distributed from, the Group's toll road business are dependent in part on its toll rates, with the toll rate structure being usually established under each individual concession agreement.

If the Group is unable to maintain an adequate level of traffic or traffic toll rates, the business, financial condition, and results of operations of the Group may be adversely affected.

1.1.3 Risks relating to the Airports Business Division

1.1.3.1 The Group's aeronautical and non-aeronautical income is subject to risks related to a reduction in flights, passengers, or other factors outside the Group's control, which could have a material adverse effect on the Group's business, financial condition, and results of operations

In relation to the Group's Airport Business Division, the number of passengers using the Airports, which is a direct driver of the Airports Business Division's revenues, may be affected by a number of factors, including:

- adverse macroeconomic developments (including changes in fuel prices and currency exchange rates), whether affecting the global economy or the domestic economies of the countries in which the Airports are located;
- an increase in airfares due to increased airline costs;
- large-scale epidemics or pandemics, which could have an adverse impact due to potential travel restrictions, quarantine requirements and social distancing measures in the countries in which the Airports are located;

- heightened geopolitical tensions or war such as the conflict in Ukraine and its associated sanctions, which may disrupt the operations of the Airports;
- the development of efficient and viable alternatives to air travel, including the improvement or expansion of existing surface transport systems, the introduction of new transport links or technology and the increased use of communications technology;
- route operators facing financial difficulties or becoming insolvent, such as the collapse of Thomas Cook in September 2019 and of Flybe in March 2020;
- an increase in competition from other airports or terminals, including the risk of increase of capacity of these airports and terminals;
- decisions by airlines regarding the number, type, and capacity of aircraft (including the mix of premium and economy seats), as well as the routes utilized (for instance, the decision by Ryanair in 2018 to suspend the operation of routes to and from Glasgow airport);
- additional security measures;
- changes in domestic or international regulation, for instance international trade liberalization developments such as Open Skies or government intervention, such as the powers vested in the UK Secretary of State for Transport under the Civil Aviation Act 2006, as it amends the Airports Act 1986, to give directions to airport operators in the interests of national security, including orders requiring the closure of airports;
- disruptions caused by natural disasters, extreme weather, riots, or political action or acts of terrorism or cybersecurity threats and attacks; and
- delays in decarbonizing air travel that could affect demand.

There can be no guarantee that the Airports' contingency plans will be effective in anticipating and addressing the effects of the factors listed above. Any of these factors could negatively affect the Airports' reputation, day-to-day operations and may result in a decrease in the number of passengers using the Airports, which in turn could have a material adverse effect on the Group's business, financial condition, and results of operations. In nominal terms, there is almost a linear relationship between the number of passengers and the Group's revenue. The subsidiaries operating the Group's most relevant Airports (that is, Heathrow, AGS, and, in the future, NTO at JFK) are not fully consolidated (*i.e.*, they are equity-accounted), and therefore any potential impacts would not directly affect the Group's revenues, but instead the individual assets' operating companies' results.

Retail concession fees are also driven by passenger numbers and propensity of passengers to spend in the restaurants and shops located within the Airports. Levels of retail income at the Airports may also be affected by changes in the mix of long- and short-haul and transfer and origin and destination passengers, economic factors, retail tenant defaults, lower retail yields on lease re-negotiations and redevelopments or reconfigurations of retail facilities at the Airports. Occurrence of any of these circumstances may result in (i) a temporary or permanent decline in retail concession fees, (ii) reduced competitiveness of the airport retail offering, (iii) stricter hand luggage and other carry-on restrictions, and (iv) reduced shopping time as a result of more rigorous and time consuming security procedures.

Car parking revenues could also decline as a result of increased competition from other modes of transport to the Airports, such as buses and trains, as well as increased competition from off-site car parks. Other non-aeronautical income could decline as a result of a decrease in demand from airport users, such as car rental operators and airlines leasing check-in counters. Any of these factors could have a material adverse effect on the Group's business, financial condition, and results of operations.

1.1.3.2 *Heathrow is subject to economic regulation by the CAA, which may be subject to adverse change and may as a result have a material adverse effect on the Group's operations at Heathrow, which could have a material adverse effect on the Group's business, financial condition, and results of operations*

Heathrow Airport Holdings' (HAH) operations at Heathrow are subject to regulatory review that results in, among other things, the setting of price caps on certain of Heathrow's charges by the Civil Aviation Authority (CAA). Such a regulatory review generally takes place every five years, being the latest one the H7 regulatory period (2022-2026). There can be no assurance that the future price caps (this is, after the H7 Regulatory Period) set by the CAA will be sufficient to allow Heathrow to operate at a profit or to obtain adequate profitability given the risk profile of this particular asset, that the present price caps will be increased or at least maintained at current levels, nor that the methodology of the review process would not have a material adverse effect on HAH's revenue in subsequent reviews.

The CAA has established performance-linked requirements that can negatively impact aeronautical income. For instance, the CAA can reduce the permitted yield in respect of airport charges at Heathrow if prescribed milestones are not met on certain capital investment projects. Under the service quality rebate schemes at Heathrow for the current regulatory period, failure to meet specified targets relating to, among other things, airport cleanliness, security queuing times, flight information displays and stand and jetty availability can result in rebates to airline customers of up to 7% of airport charges.

Any of these factors could have a material adverse effect on the Group's business, financial condition, and results of operations.

Given the extended timetable for setting an H7 regulatory period final decision, the CAA implemented a holding price cap of GBP 30.19 per passenger for 2022 on 16 December 2021 and an interim price cap of GBP 31.57 per passenger for 2023 on 1 February 2023. The difference between the interim caps and the price cap in the CAA's final decision will be trued up through the remaining years of the price control in the CAA final decision.

The CAA published its final proposals for the new H7 regulatory period on 8 March 2023. According to the final proposals, charges for 2023 will remain fixed at GBP 31.57 per passenger as set out in the CAA's interim decision on 1 February 2023. The average maximum price per passenger is then expected to fall by approximately 20% to GBP 25.43 per passenger in 2024 and is expected to remain broadly at that level until the end of 2026, averaging GBP 27.49 per passenger over the new H7 regulatory period. The charge established from 2024 onwards is slightly lower than that previously set out in the CAA's proposals published in June 2022, under the assumption that passenger volumes will return to pre-COVID-19 levels and passengers should therefore benefit from lower unit costs, while also allowing Heathrow to continue investing in facilities for passengers and supporting its ability to finance its operations. HAH and three airlines independently sought permission to appeal the CAA's decision with the UK Competition and Markets Authority (CMA) on 17 April 2023, which the CMA granted on 11 May 2023. In this regard, the CMA has granted permission to HAH and to the three airlines to appeal. The CMA is expected to deliver its decision on the appeals by 17 October 2023.

Any adverse decision by the CMA may have a material adverse effect on the Group's business, financial condition, and results of operations.

1.1.3.3 *The successful implementation of the capital investment program of Heathrow and the investment in NTO are subject to risks related to unanticipated construction and planning issues, which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*

The capital investment program of Heathrow as well as the investment program regarding John F. Kennedy International Airport's new terminal one (NTO) include major construction projects and are subject to a number of risks. For example, if HAH is not able to achieve a consensus in support of capital investment projects among its airline customers, this could affect the willingness of the CAA to include the costs of such projects in the airport's regulatory asset base (RAB).

Difficulties in obtaining any requisite permits, consents (including environmental consents), licenses, planning permissions, compulsory purchase orders or easements, could adversely affect the design or increase the cost of the investment projects or delay or prevent the completion of a project or the commencement of its commercial operation.

Although contractors typically share in cost and schedule risks, HAH and NTO may face higher-than-expected construction costs and delays (in respect of the former, not all of which may be permitted by the CAA to be included in Heathrow airport's RAB), and possible shortages of equipment, materials and labor due to the number of major construction projects in the London area. The commencement of commercial operations of a newly constructed facility may also give rise to start-up problems, such as the breakdown or failure of equipment or processes, or lack of readiness of airline operators, closure of facilities and disruptions of operations and compliance with budget and specifications. The ability of contractors to meet their financial or other liabilities in connection with these projects cannot be assured. The construction contracts of HAH and NTO contain restricted remedies or limitations on liability such that any such sums claimed or amounts paid may be insufficient to cover the financial impact of breach of contract.

The failure of HAH or NTO to recognize, plan for and manage the extent of the impact of construction projects could result in projects overrunning budgets, operational disruptions, capital expenditure trigger rebates to airlines, unsatisfactory facilities, safety and security performance deficiencies, and higher-than-expected operating costs.

Any of these could affect Heathrow's and NTO's (upon commencement of operation) day-to-day operations and impact their reputation and, consequently, have a material adverse effect on the Group's business, financial condition, and results of operations.

Furthermore, Heathrow has now halted its expansion work and is currently conducting an internal review of the work carried out to date and the circumstances surrounding the aviation industry at present, prioritizing its recovery from the COVID-19 pandemic, which will enable Heathrow to better assess and subsequently resume any potential expansion work with appropriate recommendations. The UK Government's Airports National Policy Statement continues to provide policy support for Heathrow's plans for a third runway and the related infrastructure required to support an expanded airport. If Heathrow's expansion is further disrupted in any way that is material, it could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.1.4 *Risks relating to the Construction Business Division*

1.1.4.1 *Difficulties in securing private sector projects may adversely affect the Group's business, financial condition, results of operations and prospects*

As a result of the effects of the economic downturn (for additional information on the worsening of the global economic and political conditions and their impact on the Group's business, see sections 1.1.1.1 "*As a result of the Group's*

operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects", 1.1.1.7 "—The conflict in Ukraine and the related sanctions and export controls may adversely impact the Group's global activities and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects" and 1.1.1.15 "—Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects"), there has been a decrease in procurement by private sector companies. Difficulties in securing private sector projects may adversely affect the Group's business, financial condition, results of operations and prospects of the Group. In addition, private sector companies may be forced to halt projects that are already underway due to a lack of funds, or they may decide to delay or abandon studies of potential projects while they await more favorable investment conditions. Whilst standard practice in the private sector is for the construction company to be paid as the works are executed, the Group is exposed to loss of revenue if such works are delayed or cancelled.

Reductions in project procurement and delays in the completion of projects by the private sector may adversely affect the business, financial condition, results of operations and prospects of the Group.

1.1.4.2 Any failure to meet construction project deadlines and budgets may have a material adverse effect on the business, financial condition and results of operations and prospects of the Group

There are certain risks that are inherent to large-scale construction projects, such as supply chain shortages, and increased costs of materials, machinery and labor (for more information on the risks derived from accurately estimating factors relating to projects, see section 1.1.1.2 "—The Group operates in highly competitive industries and the Group's profitability could be affected by its failure to accurately estimate risks, the availability and cost of resources and time when bidding on projects, which could have a material adverse effect on the Group's business, financial condition, and results of operations", for additional information on the worsening of the global economic and political conditions and their impact on the Group's business, see sections 1.1.1.1 "—As a result of the Group's operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects", 1.1.1.7 "—The conflict in Ukraine and the related sanctions and export controls may adversely impact the Group's global activities and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects" and 1.1.1.15 "—Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects"). If any of the Group's contractors and sub-contractors fails to meet agreed deadlines and budgets (such as a result of the worsening economic conditions, as set forth under section 1.1.1.1 "—As a result of the Group's operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects"), or if there are any interruptions arising from adverse weather conditions, unpredictable geological conditions or unexpected technical or environmental difficulties, there may be resulting delays and excess construction costs. Contractor and sub-contractor liability clauses, included in most standard construction agreements entered into with contractors and sub-contractors, generally cover these situations, although they may not cover the total value of any resulting losses (see section 1.1.1.14 "—The Group's insurance cover may not be adequate or sufficient, which could have a material adverse effect on the Group's business, financial condition, and results of operations" for risks related to the Group's insurance not being adequate or sufficient to cover the Group's liabilities). In the event of construction delays, the Group may receive revenues later than expected and could face penalties and even contractual termination. These eventualities could increase the Group's expenses and reduce its income, particularly if it is unable to recover any such expenses from third parties under its concessions, in which case the business, financial condition, results of operations and prospects of the Group may be materially adversely affected.

1.1.5 Risks relating to the Energy and Mobility Business Division

1.1.5.1 Performance guarantees may be executed in relation to waste treatment and energy generation plants in the United Kingdom, which could have a material adverse effect on the Group's business, financial condition, and results of operations

The Group operates four waste treatment and energy generation plants in the United Kingdom. These plants are being operated under concession contracts with local authorities, which regulate both plant construction and subsequent operations. Three of these plants (Cambridge, North York, and Milton Keynes) are already in operation, and one (Isle of Wight) is in the commissioning phase. These concession contracts expire between 2033 and 2042.

Before the sale of Amey in the United Kingdom, these plants were being operated by Amey, and the obligations under these contracts were guaranteed by Amey and by Cespa (the parent company of the waste treatment business in Spain, which was sold in 2021). These waste treatment and energy generation plants were excluded from the scope of the sale of Amey. As a result of the sale of Amey being completed in 2022, which in turn rendered the divestment of the Services Business Division completed, the assets have already been transferred within the Ferrovial Group. In parallel, the guarantees securing fulfilment of commitments relating to the assets are expected to be replaced by other Group Companies in 2023.

The guarantees given by various Group Companies in connection to the waste treatment and energy generation plants amount to a total of GBP 322 million (EUR 378 million). The guarantee may be unlimited in certain specific scenarios that include cases of fraud, willful misconduct, or abandonment of the asset.

In recent years, the plants have had issues in both the construction phase and the commissioning and operation phase, particularly in the case of Milton Keynes, Isle of Wight and North York. As of 31 December 2022, the Group recognized a provision for future losses covering these plants in the amount of GBP 61 million (EUR 70 million). The provision does not include structural costs of the business estimated at GBP 7 million (EUR 70 million) per annum.

The triggering of performance guarantees in relation to the waste treatment and energy generation plants may materially and adversely affect the Group's business, financial condition, and results of operations of the Group.

1.2 Legal, Regulatory and Tax Risks

1.2.1 ***The Group operates in highly regulated environments that are subject to changes in regulations and is subject to risks related to contracts with government authorities, which could have a material adverse effect on the Group's business, financial condition, and results of operations***

General and industry-specific considerations. The Group must comply with both (i) specific aviation, toll road, waste management and treatment, public procurement and construction and energy infrastructure sector regulations, as well as (ii) general regulations in the various jurisdictions where it operates. Each jurisdiction where the Group provides its services has a different risk profile and may present different risks to mitigate, including political and social tensions, locations with limited access, legal uncertainty, local content requirements, increased tax pressures or heightened complexity of the profit margin allocation process. The current context of geo-economic crisis encourages economic policies aimed at prioritizing national or regional interests, and increasing fiscal pressure in some markets. These interventions could affect asset management and the development of future projects (for example, see section 1.1.3.2 "*—Heathrow is subject to economic regulation by the CAA, which may be subject to adverse change and may as a result have a material adverse effect on the Group's operations at Heathrow, which could have a material adverse effect on the Group's business, financial condition, and results of operations*" for material risks deriving from regulated asset and their impact on the Group's business).

The rise of protectionist policies and political instability in some areas where the Group operates may lead to regulatory changes that adversely impact management of assets and expose the Group to new risks, a risk which has been accentuated by the macroeconomic situation generated by the conflict in Ukraine and the COVID-19 pandemic. For additional information on the worsening of the global economic and political conditions and their impact on the Group's business, see sections 1.1.1.7 "*—The conflict in Ukraine and the related sanctions and export controls may adversely impact the Group's global activities and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*" and 1.1.1.15 "*—Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects*". As in all highly regulated sectors, any regulatory changes in any of these sectors could adversely affect the business, financial condition, and results of operations of the Group.

Environmental considerations. In the countries where the Group operates, there are local, regional, national, and supranational bodies which regulate its activities and establish applicable environmental regulations. These laws may impose strict liability in the event of damage to natural resources, pollution over established limits or threats to public safety and health. Strict and/or criminal liability may mean that the Group could be held jointly and severally liable with other parties for environmental damage regardless of whether it has acted negligently, or that it owes fines whether or not effective or potential damage exists or is proven. Significant liability could be imposed on the Group for damages, clean-up costs or penalties in the event of certain discharges into the environment and environmental contamination and damage, as has occurred in the past.

Granting and retention of concessions. The Group's concessions are granted by governmental authorities and are subject to special risks, including the risk that governmental authorities will take action contrary to the Group's interests or rights under the concession agreements (this may include unilaterally terminating, amending or expropriating the concessions on public interest grounds or imposing additional restrictions on tariff rates). This risk may be especially relevant in infrastructure assets, where the Group has entered into most of its infrastructure concession contracts with governmental authorities. As an example, in August 2019 the City of Denver notified the concessionaire of the Great Hall Project (a consortium participated by a subsidiary of Ferrovial Airports at the time) of its decision to unilaterally terminate the concession agreement (which regulated the refurbishment, operation and management of the Great Hall of the Denver International Airport). However, such scenarios are rare and, if they occur, fair compensation may be paid to the concessionaire in accordance to the terms of the agreement and applicable laws and regulations. Following termination of the concession agreement in connection with the Denver International Airport's Great Hall Project, the concessionaire received fair payment as compensation.

Should any actions such as the above be taken by government authorities in any of the jurisdictions in which the Group operates, there is no certainty that adequate compensation for any losses arising from such risks will be provided by the relevant government, which could have a material adverse effect on the business, financial condition and results of operations of the Group.

1.2.2 *The Spanish Tax authorities may consider the Merger to fall outside of the Special Tax Neutrality Regime's protection, which could have a material adverse effect on the Group's business, financial condition and results of operations*

The Company intends to apply to the Merger the special tax neutrality regime implemented in Spain pursuant to Chapter VII of Title VII of the Spanish Corporate Income Tax Law, implementing in Spain the EU Merger Directive. Under this tax neutrality regime, the Merger would benefit from total or partial tax neutrality consisting in the deferral of tax due on the capital gains or losses that may arise in connection with the Merger while maintaining the tax basis of the assets and shares affected by the Merger. The tax implications and conditions required to ensure the application of the special tax neutrality regime are described below, in section 13.2 "Taxation—Taxation in Spain".

In connection with the application of the special tax neutrality regime, there is a potential risk of a challenge of the special tax neutrality regime's application by the Spanish tax authorities. Specifically, the Spanish tax authorities may, in the course of a tax audit, consider that the Merger has not taken place for a valid business reason and instead with the main intention of obtaining a tax advantage (a position that is expressly rejected by the Company). In such case, the Spanish Tax Authorities may deny the application of such special regime and reverse the intended tax advantages.

Should they make such a determination, the Spanish tax authorities will seek to eliminate any intended tax advantage. The main difference in taxation between the Spanish and the Netherlands CIT regime is the participation exemption – while the Netherlands has full participation exemption, in Spain, although the taxpayers enjoy a participation exemption, 5% of such exempt dividends and gains are included in the CIT taxable base. If the Spanish Tax Authorities conclude that avoidance of the inclusion of 5% of the exempt dividends and gains in the CIT taxable base is the tax advantage sought by the Company, they may as a result assess the CIT due on the difference between the fair market value of the Group's assets transferred as a result of the Merger – not allocated to a branch in Spain – and the assets' tax basis. In this regard, the main impact would derive from the gains on the transfer of the Shares; however, only 5% of the gains would be effectively subject to taxation at a 25% CIT rate; such part of the gains would be further reduced by Ferrovial's carry-forward losses and deductible expenses – including financial expenses and pending tax credits.

Although the Company does not believe the foregoing would materially affect the overall business or financial condition of the Group, the tax impact will depend on the appraisal of transferred assets market value made by the competent authorities, and it could nevertheless result in a significant additional cost in the context of the Merger.

1.2.3 *The Group operates in highly regulated environments and is subject to risks related to the granting of permits and rights-of-way and securing land rights, which could have a material adverse effect on the Group's business, financial condition, and results of operations*

Obtention of approvals, licenses, permits, and certificates. The Group requires various approvals, licenses, permits and certificates in the conduct of its business. There can be no assurance that the Group will not encounter significant problems in obtaining new or renewing existing approvals, licenses, permits and certificates required for the conduct of its business, or that it will continue to satisfy the conditions under which such authorizations are granted. In addition, there may be delays on the part of the regulatory, administrative, or other relevant bodies in reviewing the Group's applications and granting the required authorizations. If the Group fails to obtain or maintain the necessary approvals, licenses, permits and certificates required for the conduct of its business, it may lose contracts, or be required to incur substantial costs or suspend the operations of one or more of its projects. Furthermore, to bid, develop and complete a construction project or an energy project, the Group may also need to obtain permits, licenses, certificates, and other approvals from the relevant administrative authorities. There can be no assurance that the Group will be able to obtain or maintain such governmental approvals or fulfil the conditions required for obtaining the approvals or adapt to new laws, regulations or policies that may come into effect from time to time, without undue delay or at all. Obtaining environmental permits and the acquisition of the relevant rights-of-way are key elements in the pre-construction phase of many toll roads and transmission line or energy generation projects in which the Group is or may be involved in the future.

Obtention of land rights and related governmental action. Additionally, the Group may not be able to secure the land rights it needs to obtain in order to build or extend the toll roads, or develop the infrastructure assets or develop energy infrastructure projects, for the concessions in which the Group has an interest. Securing such land rights is dependent on governmental action, as it often involves governmental authorities taking action to expropriate the land on which the relevant infrastructure asset is to be constructed.

The entry into force of new regulations and the imposition of new or more stringent requirements as part of permits or authorizations or a stricter application of existing regulations, may increase the Group's costs or impose new responsibilities, leading to lower earnings and liquidity available for its activities and the business, in turn materially adversely affecting the Group's financial condition and results of operations.

1.2.4 *The Group is subject to litigation risks, including claims and lawsuits arising in the ordinary course of business, which could have a material adverse effect on the Group's reputation, business, financial condition, and results of operations*

The Group is, and may in the future be, a party to judicial, arbitration and regulatory proceedings. The Group is exposed to risks derived from potential lawsuits or litigation of different kinds arising, including in the ordinary course of business (in relation to these legal risks, and according to prevailing accounting standards, when such risks are deemed to be probable, accounting provisions must be made while, when such risks are less likely to materialize, contingent liabilities

are recognized). No significant liabilities are currently contemplated to have a material adverse effect on the Group's operations, other than those for which provisions have already been made in the Consolidated Financial Statements. For example, as of 31 December 2022, the Group's litigation and tax provisions amounted to EUR 272 million (EUR 276 million as of 31 December 2021), including provisions of EUR 68 million to account for possible risks resulting from lawsuits and litigation in progress. The litigation provision amount remained relatively stable compared to the previous year (EUR 67 million as of 31 December 2021).

The Group's business strategy is to focus on technically complex projects with long periods of maturation and the development of that, due to such long period of maturation, may result in non-compliance with agreed quality levels and committed deadlines. Any such non-compliance or perceived non-compliance risk may give rise to disputes with clients or counterparties and potential litigation. In addition, the budgetary constraints faced by some of the Group's public clients may increase their need or willingness to litigate, and consequently increase the Group's exposure to the risk of contractual disputes on construction and maintenance projects, as it has been the case in the past with regards to certain Group projects in the United Kingdom (for example, in 2017, the Group had to make a significant litigation provision to cover a dispute pertaining to the scope of work in then-Group Company Amey's problem roads contract with Birmingham City Council), which can negatively impact its return on investment.

Several types of claims may arise in connection with this risk, including (i) claims relating to compulsory land purchases required for toll road construction, (ii) claims relating to defects in construction projects performed or services rendered, (iii) claims for third party liability in connection with the use of the Group's assets or the actions of the Group employees, (iv) employment-related claims and (v) environmental claims. In addition, claims relating to tax inspections may arise (see also section 1.2.5 "*The Group is subject to complex tax laws, including changes thereof, in the jurisdictions in which it operates, which could have a material adverse effect on the Group's business, financial condition, results of operations, cash flows and prospects*" for additional information on the impact of tax regulation and its impact on the Group's business). For information about the legal proceedings relating to the Group, see section 6.14 "*Business—Legal and Arbitration Proceedings*". Also, criminal claims against the employees of the Group may arise, such as the proceedings relating to potential irregularities in tenders organized by the Warsaw Municipal Wastewater Treatment Works for contracts for municipal waste disposal in relation to FB Serwis S.A., a subsidiary of Budimex, whereby several people have been arrested in the framework of the ongoing proceedings, among them, a total of 3 employees of FB Serwis S.A., including (i) the president, who is also a member of the Management Committee of Budimex, (ii) the vice-president, and (iii) the commercial director of FB Serwis, Kamieński sp. z o.o., a subsidiary of FB Serwis S.A. In the opinion of the external legal counsel engaged by Budimex, the risk that the company could be held liable for the events under investigation is remote (as of 31 December 2022, no liability has been recognized in the Group's financial statements in relation to this matter) (further discussed in section 6.14.2 "*Business—Legal and Arbitration Proceedings—Litigation relating to the Construction Business Division*"). See also section 1.1.1.16 "*The Group's business and operations may be adversely affected by violations of applicable anticorruption laws, in particular the U.S. Foreign Corrupt Practices Act, the United Kingdom Bribery Act or similar worldwide anti-bribery laws*" for more information on antibribery and corruption compliance).

An unfavorable outcome (including an out-of-court settlement) in one or more of such proceedings beyond the Group's total litigation provisions, as well as material new claims and proceedings, could have a material adverse effect on the Group's reputation, business, financial condition, and results of operations.

1.2.5 *The Group is subject to complex tax laws, including changes thereof, in the jurisdictions in which it operates, which could have a material adverse effect on the Group's business, financial condition, results of operations, cash flows and prospects*

The Group is subject to complex tax legislation in the jurisdictions in which it operates. The tax treatment of the Group depends on the determination of facts and interpretation of complex provisions of applicable tax law, for which no clear precedent or authority may be available. Any failure to comply with the tax laws or regulations applicable to the Group may result in reassessments, late payment interest, fines and penalties. The Group is exposed to risks based on transfer pricing rules applying to intra-group transactions. Pursuant to such rules, related companies and enterprises are required to conduct inter-company transactions at arm's length (*i.e.*, on terms which would also apply among unrelated third parties in comparable transactions) and to sufficiently document the relevant transactions. Although the Group endeavors to follow such arm's length principle, it cannot be excluded that one or more tax authorities might challenge the transfer pricing model the Group has implemented, which may result in disputes, double taxation in two or more jurisdictions and the imposition of interest and penalties on underpaid taxes.

The tax rules applicable to the Group are consistently under review by persons involved in the legislative process and tax authorities, which may result in the passing of new tax laws, new or revised interpretations of established concepts, statutory changes, new reporting obligations, revisions to regulations and other modifications and interpretations. The present tax treatment of the Group may be modified by administrative, legislative, or judicial interpretation at any time, and any such action may apply on a retroactive or retrospective basis.

Any change in current tax legislation (including conventions for the avoidance of double taxation) in the countries where the Group operates or a change in the interpretation of such legislation by the tax authorities, as well as any change in accounting standards as a result of the application of tax regulations, could have a material adverse effect on the business, operating results and financial position of the Company and the Group Companies. There is also a risk that unexpected

tax expenses may arise or that tax authorities may challenge the general transfer pricing policy adopted by the Group, which could have a material adverse effect on the Group's business, operating results, and financial position.

The Group continues to assess the impact of such changes in (including, for the avoidance of doubt, amendments to) tax laws and interpretations on its businesses and may determine that changes to its structure, practice, tax positions or the manner in which it conducts its businesses are necessary in light of such changes and developments in the tax laws of the jurisdictions in which the Group operates. Such changes may nevertheless be ineffective.

For example, the G20/OECD Inclusive Framework has been working on addressing the tax challenges arising from the digitalization of the economy. One of the solutions to address the impact and consequence of the digitalization of the global economy are the OECD's Pillar One and Pillar Two blueprints, which were released on 12 October 2020. Pillar One refers to the re-allocation of taxing rights to jurisdictions where sustained and significant business is conducted, regardless of a physical presence, and Pillar Two contains a minimum tax to be paid by multinational enterprises. On 13 December 2022, the Council of EU member states announced it has reached the unanimity that is required to adopt the directive implementing the minimum taxation requirement (*i.e.*, Pillar Two) at the EU level. The member states must therefore implement the Council Directive (EU) 2022/2523 of 15 December 2022 on ensuring a global minimum level of taxation for multinational enterprise groups and large-scale domestic groups in the Union generally, by 31 December 2023.

Pending the agreement at EU level on this Council Directive, on 24 October 2022, the Dutch government also presented the draft bill for the proposed Minimum Tax Rate Act 2024 for consultation, which would effectively implement the Pillar Two initiative in Dutch law. It is currently expected that the Netherlands will meet the implementation deadline of 31 December 2023 mentioned above. This measure will ensure that multinationals are always subject to a corporation tax rate of at least 15%, preventing them from shifting profits to low-tax jurisdictions in order to minimize the tax that they pay. The Company's current view is that the Minimum Tax Rate Act 2024 should not lead to adverse tax consequences for the Group, but this measure could have adverse effect on the Company's tax compliance burden. In principle, the Minimum Tax Rate Act 2024 should not lead to an increase in taxes payable, as the Group develops its activity in jurisdictions with a nominal tax rate for CIT purposes above the minimum 15% threshold, but it could have an adverse effect on the Group due to the potential increase in the Group's tax compliance obligations.

The original treatment of a tax-relevant matter in a tax return, tax assessment, or otherwise, could later be found incorrect and as a result, the Group may be subject to additional taxes, interest, penalty payments and social security payments. Such reassessment may be due to an interpretation or view of laws and facts by tax authorities in a manner that deviates from the Group's view. The Group is subject to tax audits by the respective tax authorities on a regular basis. As a result of ongoing and future tax audits or other reviews by the tax authorities, additional taxes could be imposed that exceed the provisions reflected in previous financial statements. This could lead to an increase in the Group's tax obligations, either as a result of the relevant tax payment being assessed directly against it or as a result of becoming liable for the relevant tax as a secondary obligor due to the primary obligor's failure to pay such taxes. Consequently, the Group may have to engage in tax litigation to defend or achieve results reflected in prior estimates, declarations or assessments which may be time-consuming and expensive. The Group is subject to pending litigation on tax matters which could result in a material amount of tax becoming payable (see section 6.14 "*Business—Legal and Arbitration Proceedings*" for additional information on this).

The materialization of any of the above risks could have, in addition to any effect described above, a material adverse effect on the Group's business, financial condition, results of operations, cash flows and prospects.

1.2.6 *Potential amendments on the convention for the avoidance of double taxation between the Netherlands and Spain may provide less benefits to the Company and its Shareholders, which can potentially lead to adverse tax consequences for either the Company or its Shareholders*

The convention for the avoidance of double taxation between the Netherlands and Spain, entered into by those countries in 16 June 1971, is currently being renegotiated. The existing tax treaty provides for rules that reduce or eliminate double taxation of income earned by residents of either country from sources within the other country. Consequently, the Company and its Shareholders may currently, under the terms of the existing tax treaty, be entitled to tax benefits, such as exemption from certain income taxation, reduced tax rates, and other benefits. As a consequence of the treaty renegotiation, a new or amended tax treaty may be concluded which differs from the current tax treaty, which can potentially lead to adverse tax consequences for either the Company or its Shareholders, or both, to the extent they are currently entitled to benefits of the existing tax treaty.

1.2.7 *The recoverability of the Group's deferred tax assets may be subject to certain limitations, which could have a material adverse effect on the Group's business, financial position, results of operations and prospects*

As of 31 December 2022, a significant portion of the Group's recognized deferred tax assets are tax loss carry-forwards and prepaid taxes from losses incurred by the Company and its subsidiaries. In Spain, for the purpose of assessing the recoverability of tax loss carry-forwards by the Spanish tax consolidated group, the Group has decided not to record all the tax credits for accounting purposes, in view of a reasonable doubt that they may be recovered in the short- or medium-term.

The Group's current and deferred income taxes may be further impacted by events and transactions arising in the normal course of business, as well as by special non-recurring items or changes in the applicable tax laws. Changes in the

assumptions and estimates made by management may result in the Group's inability to recover the Group's deferred tax assets if the Group considers that it is not probable that a taxable profit will be available against which the deductible temporary difference can be used. A future change in applicable tax laws could also limit the Group's ability to recover the Group's deferred tax assets. For additional information on the impact to the Group's business of risks of tax litigation, see section 1.2.4 "*The Group is subject to litigation risks, including claims and lawsuits arising in the ordinary course of business, which could have a material adverse effect on the Group's reputation, business, financial condition, and results of operations*". Additionally, currently ongoing or potential future tax audits and adverse determinations by the Spanish tax authorities may affect the recoverability of the Group's deferred tax assets.

Moreover, as a result of the Merger, the Company and its Dutch subsidiaries' ability to use carry-forward losses and other tax attributes for Dutch tax purposes that arose prior to the Merger to offset taxable income that arises after the Merger may be subject to certain limitations, as certain rules apply to restrict such an entity's use of carry-forward losses incurred prior to the Merger only to profits arising after the Merger that are attributable to such entity. Any such limitation on the Company's or its Dutch subsidiary's use of carry-forward losses or other tax attributes may adversely affect its business, financial position, results of operations and prospects.

Ferrovial Spanish CIT group would also face restrictions on its ability to use carry-forward losses and other tax attributes for Spanish tax purposes.

The amount of tax credits which future use could be impacted by these legal restrictions are: (i) in Spain, EUR 160 million of tax loss carry-forwards tax credits and EUR 43 million of other tax credits, with only EUR 3 million recorded in books as deferred tax assets, and (ii) in the Netherlands, EUR 18 million of tax loss carry-forwards tax credits.

1.2.8 *If the Company ceases to be a resident in the Netherlands for the purposes of a tax treaty concluded by the Netherlands and in certain other events, the Shareholders could potentially be subject to a proposed Dutch dividend withholding tax in respect of a deemed distribution of the entire market value of the Company less paid-up capital*

Under a law proposal currently pending before the Dutch parliament, the DWT Exit Tax, the Company will be deemed to have distributed an amount equal to its entire market capitalization less recognized paid-up capital immediately before the occurrence of certain events, including if the Company ceases to be a Dutch tax resident for purposes of a tax treaty concluded by the Netherlands with another jurisdiction and becomes, for purposes of such tax treaty, exclusively a tax resident of that other jurisdiction, which is the "qualifying jurisdiction". A qualifying jurisdiction is a jurisdiction other than a member state of the EU/EEA that does not impose a withholding tax on distributions, or that does impose such tax but that grants a step-up for earnings attributable to the period prior to the Company becoming exclusively a resident in such jurisdiction. This deemed distribution would be subject to a 15% tax insofar it exceeds a franchise of EUR 50 million. The tax is payable by the Company as a withholding agent. A full exemption applies to entities and individuals who are resident in an EU/EEA member state or a state that has concluded a tax treaty with the Netherlands that contains a dividend article, provided the Company submits a declaration confirming the satisfaction of applicable conditions by qualifying shareholders within one month following the taxable event. The Company would be deemed to have withheld the tax on the deemed distribution and have a statutory right to recover this from the Shareholders. Dutch resident Shareholders qualifying for the exemption are entitled to a credit or refund, and non-Dutch resident Shareholders qualifying for the exemption are entitled to a refund, subject to applicable statutory limitations, provided the tax has been actually recovered from them.

The DWT Exit Tax has been amended several times since its initial proposal and is under ongoing discussion. It is therefore not certain whether the DWT Exit Tax would be enacted and if so, in what form. If enacted in its present form, the DWT Exit Tax will have retroactive effect as from 8 December 2021.

1.2.9 *The Company operates so as to be treated exclusively as a resident of the Netherlands for tax purposes, but other jurisdictions may also claim taxation rights over the Company, which could have a material adverse effect on the Group's business, financial condition, results of operations, cash flows and prospects, and on the net cash proceeds received by Shareholders in respect of distributions by the Company*

The Company currently has its place of effective management in the Netherlands, and consequently is a Dutch tax resident for purposes of the Dutch Dividend Withholding Act and the Dutch Corporate Income Tax Act. After the Merger, the Company intends to establish its organizational and management structure in such a manner that the Company should be regarded to have its residence for tax purposes exclusively in the Netherlands and to exclusively qualify as a Dutch tax resident for purposes of the Dutch Dividend Withholding Tax Act and the Dutch Corporate Income Tax Act.

However, the determination of the Company's residency for tax purposes depends primarily upon its place of effective management, which is largely a question of fact, based on all relevant circumstances. Therefore, no assurance can be given regarding the final determination of the Company's tax residency by the relevant tax authorities. If the tax authorities of a jurisdiction other than the Netherlands take the position that the Company should be treated as a tax resident of exclusively that jurisdiction (including for purposes of a tax treaty), the Company may be liable to pay an exit tax for Dutch income tax purposes and may also become subject to income tax in such other jurisdiction. See section 1.2.8 "*If the Company ceases to be a resident in the Netherlands for the purposes of a tax treaty concluded by the Netherlands and in certain other events, the Shareholders could potentially be subject to a proposed Dutch dividend withholding tax in respect of a deemed distribution of the entire market value of the Company less paid-up capital*" for additional information of other tax implications of the location of the Company's tax residence. In addition, this assessment would result in the

Company no longer being part of the Dutch fiscal unity headed by it, which may subsequently result in certain deconsolidation charges becoming due, and the loss or restriction of certain tax assets such as carry-forward tax losses.

If the Company is regarded to also have its residence for tax purposes in any other jurisdiction(s) than the Netherlands, the shareholders could become subject to dividend withholding tax in such other jurisdiction(s), as well as in the Netherlands.

In each case, this could have a material adverse effect on the Group's business, financial condition, results of operations, cash flows and prospects, and on the net cash proceeds received by Shareholders in respect of distributions by the Company. The impact of these risks differs depending on the jurisdictions and tax authorities involved and the Company's and Shareholder's ability to resolve double taxation issues, for instance through mutual agreement procedures and other dispute resolution mechanisms under an applicable tax treaty, the dispute resolution mechanism under the EU Arbitration Directive (in case of an EU jurisdiction) or judicial review by the relevant national courts. These procedures require substantial time, costs and efforts, and it is not certain that double taxation issues can be resolved in all circumstances.

1.2.10 *If the Company is classified as a passive foreign investment company for U.S. federal income tax purposes, U.S. investors in Company's Shares may be subject to adverse U.S. federal income tax consequences*

A non-U.S. corporation will be classified as a passive foreign investment company (PFIC) for any taxable year if, either: (i) 75% or more of its gross income for the taxable year consists of "passive income" for the purposes of the PFIC rules (including dividends, interest and other investment income, with certain exceptions) or (ii) at least 50% of the value of its assets for the taxable year (determined based upon a quarterly average) is attributable to assets that produce or are held for the production of "passive income". The PFIC rules also contain a look-through rule whereby the Company will be treated as owning its proportionate share of the assets and earning its proportionate share of the income of any other corporation in which it owns, directly or indirectly, 25% or more (by value) of the stock.

Whether the Company is treated as a PFIC is a factual determination to be made annually after the close of each taxable year and thus may be subject to change. The Company's PFIC status for each taxable year will depend on facts, including the composition of the Company's assets and income, as well as the value of the Company's assets (which may fluctuate with the Company's market capitalization) at such time. Based on the nature of the Company's business, the ownership and the current and anticipated composition of the income, assets and operations of the Company, although not free from doubt, the Company does not expect to be treated as a PFIC for the current taxable year.

The determination of the Company's PFIC status for the current taxable year is complex and subject to ambiguities. In addition, the Company's PFIC status for the current and future taxable years depends, in large part, on the expected value of its goodwill, which could fluctuate significantly. Moreover, the Internal Revenue Service (IRS) or a court may disagree with the Company's determinations, including the manner in which the Company determines the value of the Company's assets and the percentage of the Company's assets that are passive assets under the PFIC rules. Therefore, there can be no assurance that the Company will not be classified as a PFIC for the current taxable year or for any future taxable year. If the Company is treated as a PFIC for any taxable year during which a U.S. Holder (as defined in section 13.3 "Taxation—Taxation in the United States") held Shares, such U.S. Holder could be subject to adverse U.S. federal income tax consequences. See section 13.3 "Taxation—Taxation in the United States" for a further discussion on this matter.

1.3 Risks Relating to the Structure of the Group

1.3.1 *The Company is a holding company with no direct cash generating operations and relies on operating Group Companies to provide itself with funds necessary to meet its financial obligations, which could have an adverse effect on the Group's business, financial position, results of operations and prospects*

The Company is a holding company with no material, direct business operations. The principal assets of the Company are its equity interests in the Group Companies. The Company depends on its operating Group Companies to generate the funds necessary to meet its financial obligations, including its expenses as a publicly traded company and the payment of dividends (see specific risk related to the ability of the Company to pay dividends in section 1.5.1 "*The payment of future dividends will depend on the Group's financial condition and results of operations, which could negatively impact the market price of the Shares*"). This fund generation from Group Companies is in the form of dividend distributions, loans, and other payments.

Regarding Group Company dividend distributions, the amount and timing of such distributions will depend on the laws of the operating Group Companies' respective jurisdictions, their operating performance, as well as any financing arrangements entered into by the operating Group Companies which restrict their ability to distribute dividends.

For example, due to the impact of the COVID-19 pandemic, HAH requested a waiver of the Heathrow Finance plc applicable Interest Cover Ratio (ICR) covenant for 2021, and under the conditions of such waiver, dividend payments are not permitted until the Regulatory Asset Ratio (RAR) is below 87.5%. In addition, due to the impact of the COVID-19 pandemic, AGS entered into an agreement to amend and extend its debt facility, and no dividend distribution is allowed for the duration of such agreement. Similarly, due to the impact of COVID-19, 407 ETR experienced significant declines in traffic volumes, with stay-at-home orders and restrictions to mobility, which decreased operating revenues and the resulting dividends. Therefore, during 2021 no dividends were distributed by Heathrow (compared to EUR 145 million in 2019, pre-COVID-19) or AGS, and 407 ETR paid reduced dividends of EUR 164 million (compared to EUR 309 million in

2019, pre-COVID-19). In 2022, no dividends were distributed by Heathrow or AGS, and 407 ETR paid dividends of EUR 237 million (compared to EUR 164 million in 2021). For additional information on the impact of the COVID-19 pandemic on the Group's Airports, see sections 1.1.3.1 "*The Group's aeronautical and non-aeronautical income is subject to risks related to a reduction in flights, passengers, or other factors outside the Group's control, which could have a material adverse effect on the Group's business, financial condition, and results of operations*" and 1.1.1.15 "*Pandemics such as COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact the Group's business, financial condition, results of operations and prospects*".

Additionally, as an equity investor in the Group Companies, the Company's right to receive assets upon their liquidation or reorganization will be effectively subordinated to the claims of their creditors. To the extent that the Company is recognized as a creditor of subsidiaries, the Company's claims may still be subordinated to any security interest in or other lien on their assets and to any of their debt or other (lease) obligations that are senior to the Company's claims.

1.3.2 *The Group's joint venture and partnership operations could be affected by its reliance on its partners' financial condition, performance, and decisions, which could have a material adverse effect on the Group's business, financial position, results of operations and prospects*

A relevant number of the Group's operations are conducted through joint ventures and partnerships, including holding minority stakes in companies that operate some of the Group's main infrastructure assets, such as the Airports and the 407 ETR. For further information in respect of the Group's associates in collaboration with whom the Group operates certain of its assets and investments (*i.e.*, the companies accounted for using the equity method), see section 6.8.3 "*Business—Group Overview—The Group's Business Divisions*" and Appendix II to each of the Consolidated Financial Statements.

The Group may continue to enter into arrangements subject to joint control, such as joint ventures, or minority ownership. Joint ventures, related partnerships and minority ownership interests are subject to risks related to oversight and control, compliance, competing business interests, financial liabilities and difficulties to dispose of the stake due to the existence of pre-emptive rights. Disputes with joint venture partners may result in the loss of business opportunities or intellectual property or disruption to, or termination of, the relevant joint venture, as well as litigation or other legal proceedings. In the event that risks related to oversight and control, compliance, competing business interests, financial liabilities and difficulties to dispose of the stake, in respect of joint ventures, joint venture partners and minority shareholders would materialize, this could result in financial, reputational and legal consequences, which could have a material adverse effect on the Group's business, results of operations and financial condition.

Investment partners may have economic or other interests that do not align with the Group's interests. Furthermore, investment partners may be in a position to take or influence actions contrary to the Group's interests and plans, which may create impasses on decisions and affect the Group's ability to implement its strategies and dispose of the affected concession or entity.

In certain situations, the Group may not have a controlling stake, and consequently, payment of dividends to the Group may be blocked by the Group's partners, which may result in the Group not being able to optimize the management and value of the specific joint venture or partnership. Finally, as a result of different interests between the partners, disputes may develop, resulting in the Group incurring litigation or arbitration costs and distracting the Group's management from its other tasks. Any of these factors may adversely affect the Group's business, financial condition, and results of operations.

Examples of projects in which the Group does not have a controlling stake include some of the Group's main assets, such as its 25% indirect ownership interest in HAH, the company that owns Heathrow airport, its 43.23% ownership interest in 407 International Inc., the concession operator of the 407 ETR, its 24.86% ownership interest in IRB Infrastructure Developers, an Indian toll road builder and operator, and its indirect 49% ownership interest in JFK NTO.

For the year ended 31 December 2022, the Group's total dividends received from its infrastructure assets amounted to EUR 475 million, of which EUR 191 million were received from consolidated entities (40.2% of such total dividends) and EUR 284 million were received from equity-accounted companies (*i.e.*, business activities with companies in which joint control is identified) from joint venture and partnership operations (59.8% of such total dividends).

In addition, the success of the Group's joint ventures and partnerships depends on the partner's satisfactory performance of their obligations. If the Group's partners fail to satisfactorily perform their obligations as a result of financial or other difficulties, the joint venture or partnership may be unable to adequately perform contracted services. Under these circumstances, the Group may be required to make additional investments to ensure the adequate performance of the contracted services.

Furthermore, mainly in connection with the Construction Business Division, the Group could be jointly and severally liable for both its obligations and those of its partners (although the Group generally executes counter guarantees with its partners in order to be left harmless). In addition, in the ordinary course of its business, the Group undertakes to provide guarantees and indemnities in respect of the performance of the contractual obligations of its joint venture entities and partnerships. These guarantees and obligations may give rise to a liability to the extent the respective entity fails to perform its contractual obligations. A partner may also fail to comply with applicable laws, rules, or regulations, which may further result in liability to the Group.

Any of the above factors could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

1.4 Financial Risks

1.4.1 ***An increase in inflation may negatively affect the Group's results of operations (mainly in the Construction Business Division) and an increase in real rates or an increase in inflation with no economic growth may decrease the value of the Group's assets, which could have a material adverse effect on the Group's business, financial condition, and results of operations***

Although the Group is positively exposed to inflation risk in general terms, through toll rates with a great degree of flexibility or inflation indexation, under scenarios of low or negative economic growth or high inflation, the additional revenue generated by the toll rate increases may be affected by higher levels of elasticity to traffic.

In addition, if real rates (interest rates adjusted for the effects of inflation) increase, the value of the Group's assets may be affected, as the effect on present value of discount rates would be offsetting the benefits of inflation in toll highways.

The recent rise in inflation may have an adverse effect on operating margins under the construction contracts due to increases in the cost of raw materials and energy, which may affect expected profitability (for additional information on the impact of adequately estimating different factors related to a project, see section 1.1.1.2 "*The Group operates in highly competitive industries and the Group's profitability could be affected by its failure to accurately estimate risks, the availability and cost of resources and time when bidding on projects, which could have a material adverse effect on the Group's business, financial condition, and results of operations*").

Although this risk is partially mitigated in certain jurisdictions by inflation-related price adjustment clauses in contracts (such as in Poland and in certain contracts in Spain), the risk may not be adequately hedged from the effects of inflation, which could have a material adverse effect on the Group's business, financial condition and results of operations.

The Group has entered into an inflation derivative in connection with Autema, a toll road project in Spain, in order to fix the inflation component of its revenue from this project. An increase in inflation would have a negative fair value impact on this derivative, and could as such have a material adverse effect on the Group's business, financial condition and results of operations. However, since infrastructure projects such as Autema are treated as financial interests, any such impact would not affect the Cash flows excluding infrastructure project companies, where infrastructure project companies, as Autema itself, are treated as financial interests (see section 8.7.3 "*Operating and Financial Review—Liquidity and Capital Resources—Cash flows*" for additional information on this).

1.4.2 ***Exchange rate fluctuations could have a material adverse effect on the Group's business, financial condition, and results of operations***

The Group has an exposure to foreign currency, mainly to the Canadian dollar, the U.S. dollar, the Indian rupee, the British Pound sterling, the Australian dollar, the Polish zloty and the Chilean peso. Foreign exchange rate risks arise primarily from: (i) the Group's international presence, through its investments and businesses in countries that use currencies other than the euro, (ii) debt denominated in currencies other than that of the country where the business is conducted or the home country of the company incurring such debt and (iii) trade receivables or payables in a foreign currency to the currency of the company with which the transaction was registered.

In analyzing sensitivity to exchange rate effects, the Group estimates that a 10% depreciation in the value of the euro at year-end against the main currencies in which the Group holds investments would have an impact on the Shareholders' funds of EUR 191 million, of which 10% would relate to the impact of the Canadian dollar, 24% to the U.S. dollar, 28% to the pound sterling and 22% to the Indian rupee.

The Group establishes its hedging strategy by analyzing past fluctuations in both short- and long-term exchange rates and has monitoring mechanisms in place, such as future projections and long-term equilibrium exchange rates. These hedges are made by arranging foreign currency indebtedness, foreign currency deposits or financial derivatives.

Although the Group enters into foreign exchange derivatives to cover its significant future expected operations and cash flows, any current or future hedging contracts or foreign exchange derivatives entered into by the Group may not adequately protect its operating results from the effects of exchange rate fluctuations which could have a material adverse effect on the Group's business, financial condition, and results of operations. The Group is subject to the creditworthiness of, and in certain circumstances early termination of the hedging agreements by, hedge counterparties.

There can be no assurance that future exchange rate fluctuations will not have a material adverse effect on the Group's business, financial condition, and results of operations.

1.4.3 ***Interest rate fluctuations may affect the Group's net financial expense, which could have a material adverse effect on the Group's business, financial condition, and results of operations***

The Group's business is exposed to interest rate fluctuations, which may affect the Group's net financial expense due to the variable interest on financial assets and liabilities, as well as the measurement of financial instruments arranged at fixed interest rates.

Certain of the Group's indebtedness bears interest at variable rates, generally linked to market benchmarks such as EURIBOR, Secured Overnight Financing Rate (SOFR), London Interbank Offered Rate (LIBOR) and Sterling Overnight Interbank Average Rate (SONIA). Any increase in interest rates would increase its finance costs relating to variable rate indebtedness and increase the costs of refinancing existing indebtedness and of issuing new debt. This interest rate fluctuation risk is particularly important in the financing of infrastructure projects and other projects, which are heavily leveraged in their early stages and the performance of which depends on possible changes in the interest rate.

For example, a linear increase of 100 basis points in market interest rate curves as of 31 December 2022 would increase financial expenses in the Group's income statement by an estimated EUR 11 million, of which EUR 3 million relates to the Group's interest in infrastructure project companies and EUR 8 million relates to the Group's interest in ex-infrastructure project companies. This impact would be offset by any increases in financial results due to the expected higher return of cash held by the Group as of that specific date.

Although the Group enters into hedging arrangements to cover interest rate fluctuations on a portion of its debt, any current or future hedging contracts or financial derivatives entered into by the Group may not adequately protect its operating results from the effects of interest rate fluctuations, which could have a material adverse effect on the Group's business, financial condition, and results of operations. For a description of similar risks related to exchange rate hedging arrangements, see section 1.4.2 "*Exchange rate fluctuations could have a material adverse effect on the Group's business, financial condition, and results of operations*". The Group is subject to the creditworthiness of hedge counterparties and, in certain circumstances, early termination of the hedging agreements by hedge counterparties in the context of interest rate risk arrangement.

There can be no assurance that future interest rate fluctuations will not have a material adverse effect on the Group's business, financial condition, and results of operations.

1.4.4 The Group may not be able to effectively manage the exposure of its liquidity risk, which could have a material adverse effect on the Group's business, financial condition, and results of operations

The Group's assets, especially the Group's infrastructure assets, must be able to secure significant levels of financing for the Group to be able to carry out its operations (for example, regarding the NTO project for JFK or the AGS airports). Certain industries in which the Group operates, such as airports and toll roads, are by nature capital-intensive businesses. Therefore, the development and operation of the Group's assets, especially infrastructure concession assets require a high level of financing.

The Group's ability to secure financing depends on several factors, many of which are beyond the Group's control, including (i) general economic conditions, (ii) developments in the debt or capital markets, (iii) the availability of funds from financial institutions and (iv) monetary policy in the markets in which it operates. The Group's ability to make payments on and to refinance its debt, as well as to fund future working capital and capital expenditures, will also depend on its future operating performance and ability to generate sufficient cash. Credit markets are subject to fluctuations that may result in periodic tightening of the credit markets, including lending by financial institutions, which will be a source of credit for the Group, and affect its customers' and suppliers' borrowing and liquidity. There is a risk that the markets that provide funding will not always be available to the Group due to unexpected events, which may lead to a situation where the Group cannot honor its liabilities in time. This could also lead to an increase in cost of capital. In such an environment, it may be more difficult and costly for the Group to refinance its maturing financial liabilities. In addition, if the financial condition of the Group's customers or suppliers is negatively affected by illiquidity, their difficulties could also have a material adverse effect on the Group.

For example, AGS finances its activities through funds generated from operations and has access to external debt and shareholders' loan facilities. In 2021, AGS injected GBP 35 million of equity and negotiated amendments and an extension of its debt facility with unanimous approval from all lenders. Under the aforementioned agreement, AGS's debt facility will mature on 30 June 2024. As of the date of this Prospectus an additional GBP 30 million equity commitment remains undrawn. AGS and its shareholders are confident that new financing facilities will be concluded to support AGS's operational funding needs beyond June 2024. However, if AGS is not able to effectively refinance its debt facility to fund its operational financing needs beyond June 2024, this may have a material adverse effect on the Group's business, financial condition, results of operations and prospects. Apart from the aforementioned AGS debt facility, there are no other material maturities in the short term (*i.e.*, in 2023 and 2024) in connection with the financing of infrastructure projects. As it pertains to ex-infrastructure borrowings, there are a number of facilities and bonds maturing in 2023 and 2024 (for further information these on these facilities and bonds, see section 8.7.3.4 "*Operating and Financial Review—Liquidity and Capital Resources—Cash flows—Ex-infrastructure project borrowings*"). If the Group is unable to secure additional financing on favorable terms, or at all, its growth opportunities would be limited and its business, financial condition and results of operations may be materially adversely affected.

The Group's ability to effectively manage its credit risk exposure may affect its business, financial condition, and results of operations. The Group is exposed to the credit risk implied by default on the part of a counterparty (customer, provider, partner, or financial entity), which could impact its business, financial condition and results of operations.

In spite of signs of recovery in the global economy, the risk of late payment in both the public and private sectors is currently increased due to the effects of the global financial crisis. The cost of government financing and financing of other public entities has also increased due to financial stress in Europe, and this may represent an increased risk for the Group's public sector clients.

Although the Group actively manages this credit risk through credit scoring and eventually, in certain cases, the use of non-recourse factoring contracts and credit insurance, its risk management strategies may not be successful in limiting its exposure to credit risk, which could adversely affect its business, financial condition and results of operations.

1.4.5 *The Group has entered into equity swaps which could result in losses and have a material adverse effect on its business, financial condition, and results of operations*

The Group entered into equity swaps linked to its share price in order to hedge any potential asset loss derived from the different incentive share plans to which the Group is a party. Under the general terms of these equity swaps, if, at the maturity date of each equity swap, the share price of the Group decreases below a reference share price (the strike price which is agreed at the inception of each equity swap), it will make a payment to the counterparty. However, if, at the maturity date of each swap, the share price increases above the reference price, it will receive payment from the counterparty. During the lifetime of the equity swaps, the counterparty will pay the Group cash amounts equal to the dividends generated by those shares and the Group will pay the counterparty a floating interest rate.

Further, whilst the equity swaps are not deemed to be hedging derivatives under International Accounting Standards, their market value during a given period of time has an effect on the income statement of the Group, which will be positive if the share price increases or negative if the share price decreases during that period. If the share price of the Group decreases below the reference price, the market value of the swap will decrease and the business, financial condition, and results of operations of the Group may be materially adversely affected.

1.4.6 *The level of some of the Group Companies' contributions to pension schemes in specific entities participated by the Group in the United Kingdom may vary, which could have a material adverse effect on the Group's business, financial condition, and results of operations*

The funding position of Heathrow pension schemes in the United Kingdom may vary from time to time (including due to fluctuations in investment fair values or changes on actuarial assumptions), thereby affecting the level of Heathrow's pension costs. Increased pension costs resulting from variations to the Group Companies' pension schemes' funding positions could, in turn, have a material adverse effect on its business, financial condition, and results of operations.

1.5 Risks Relating to the Shares

1.5.1 *The payment of future dividends will depend on the Group's financial condition and results of operations, which could negatively impact the market price of the Shares*

The Company is a European public limited liability company (*Societas Europaea*) organized under the laws of the Netherlands. Under Dutch law, distribution of dividends may take place only after the adoption of the Annual Accounts referred to in article 2:391 BW by the General Meeting, showing that the distribution is allowed. Furthermore, the distribution by the Company of interim dividends and the distribution of dividends in the form of Shares are subject to the prior approval of the Board.

A distribution to Shareholders by the Company will be allowed under the terms of articles 2:391 BW insofar as the Company's equity exceeds the sum of the paid-up and called-up share capital, increased by the reserves required to be maintained by either Dutch law or the Articles of Association in force upon completion of the Merger. Once the Annual Accounts are available, the Board will determine whether the Company is able to, or should, make distributions in accordance with Dutch law. As a holding company with no direct cash generating operations, the Company depends on its operating Group Companies to generate the funds necessary to meet its financial obligations, including the payment of dividends (see section 1.3.1 "*The Company is a holding company with no direct cash generating operations and relies on operating Group Companies to provide itself with funds necessary to meet its financial obligations, which could have an adverse effect on the Group's business, financial position, results of operations and prospects*").

See sections 5 "*Dividend Policy*" for a more detailed description of the Company's dividend policy and shareholder remuneration scheme and 10.10 "*Description of Share Capital—Dividends and Other Distributions*" for a more detailed description regarding dividends in accordance with Dutch law.

The declaration and payment of any dividend distribution will be subject to the discretion of the Board, which will determine whether the Company should make distributions. Future dividends or distributions, if any, and their timing and amount, may be affected by, among other factors, the Board or senior management team's views on potential future capital requirements for strategic transactions, earnings levels, contractual restrictions, the cash position and overall financial condition, debt related payments and commitments the Group may incur, including restrictive covenants which may limit the ability to pay a dividend, changes in tax or corporate laws, the need to invest in the Group's business operations and such other factors as the Board or senior management deems relevant.

Dividend or other distribution payments may change from time to time, and the Group cannot provide assurance that it will declare dividends or other distributions in any particular amounts (including with regards to prior shareholder remuneration schemes that the Group could have put in place) or at all as the payment of any such dividends or other distributions will depend on the Group's ability to generate profits available for distribution and cash flow.

Any of these factors, individually or in combination, could restrict the Company's ability to pay dividends and therefore negatively impact the price of the Shares. Furthermore, any of these factors could negatively impact the market price of the Shares.

1.5.2 *Rights of holders of Shares outside the Netherlands and Spain may be limited, and as a result, Shareholders may suffer dilution*

Pursuant to a resolution adopted by the General Meeting, the General Meeting has delegated power to the Board, for a period of 18 months following the Merger Effective Time to limit or exclude pre-emptive rights for issuances of Shares up to 10% of the Company's issued share capital. For additional information on the risk of investor dilution, see also section 1.5.4 "*Future issuances of Shares or debt or equity securities convertible into Shares by the Company may adversely affect the market price of the Shares, and any future issuance of Shares may dilute investors' shareholdings*".

Furthermore, the securities laws of certain jurisdictions may restrict the ability of certain Shareholders outside the Netherlands and Spain to participate in future equity offerings, who may therefore suffer dilution. In particular, Shareholders in the United States may not be entitled to exercise pre-emptive rights or participate in a rights offer, unless either the Shares and any other securities that are offered and sold are registered under the U.S. Securities Act, or are offered pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. The Group cannot assure prospective investors that any registration statement would be filed as to enable the exercise of such Shareholders' pre-emptive rights or participation in a rights offer, or that any exemption from such overseas securities law requirements would be available to enable Shareholders in the U.S. or other jurisdictions to exercise their pre-emption rights or, if available, that the Group will utilize any such exemption. If the Company's share capital is increased in the future, Shareholders who are not able to exercise a potential pre-emptive right (in accordance with the laws of the country where they have their registered office) should take into account that their interest in the Company's share capital may be diluted as a result, possibly without such dilution being offset by any compensation received in exchange for subscription rights.

In addition, the Company may in the future offer, from time to time, a share dividend election to its Shareholders, subject to applicable corporate and securities laws and regulations. However, the Company may not, or may not be able to, permit Shareholders and other prospective investors with registered addresses, or who are resident or located in, or who are organized under the laws of, certain restricted jurisdictions, to exercise this election subject to certain exceptions. Accordingly, Shareholders and other prospective investors in these restricted jurisdictions may be unable to receive dividends in the form of shares rather than cash and may as a result suffer dilution. See section 5 "*Dividend Policy*" for a more detailed description of the Company's dividend policy and shareholder remuneration scheme.

1.5.3 *The multiple listings of the Shares in different jurisdictions may adversely affect the liquidity and price of the Shares*

Following Admission, the Shares will be admitted to listing and trading on Euronext Amsterdam and the Spanish Stock Exchanges. In addition, after the Merger, the Company will apply for admission to listing and trading on one of the stock exchanges in the United States.

Multiple listings may adversely affect liquidity and trading prices for the Shares on one or more of the exchanges as a result of circumstances that may be beyond the Group's control. For example, the multiple listings may increase share price volatility as trading will be split between the three markets, resulting in less liquidity on the various exchanges. Different liquidity levels, trading volumes, market conditions and regulatory conditions (including the imposition of capital controls) on the various exchanges may result in different prevailing prices and any decrease in the price of the Shares on one exchange could cause a decrease in the trading price of the Shares on another exchange. Investors could seek to sell or buy the Shares to take advantage of any price differences between the markets through a practice referred to as arbitrage. Any arbitrage activity could create unexpected volatility in both the prices and the volumes of the Shares available for trading on the exchanges. In addition, investors may not be able to sell or buy the Shares on an exchange in case of a technological malfunction or other failure, which may increase the risk of arbitrage activities.

1.5.4 *Future issuances of Shares or debt or equity securities convertible into Shares by the Company may adversely affect the market price of the Shares, and any future issuance of Shares may dilute investors' shareholdings*

The rights of Shareholders are governed by Dutch law, the Articles of Association and other internal rules. In the event of an increase in the Company's share capital, holders of Shares are generally entitled to full pre-emptive rights unless these rights are limited or excluded either by virtue of Dutch Law, a resolution of the General Meeting subject to the approval of the Board, or by a resolution of the Board (if the Board has been designated by the General Meeting or the Articles of Association for this purpose). The Board has been authorized, for a period of eighteen months following the Merger Effective Time, to issue Shares or granting rights to subscribe for Shares in the capital of the Company and to limit or exclude the pre-emptive rights. Pursuant to this designation, the Board may resolve to issue Shares or grant rights to subscribe for Shares up to a maximum of 10% of the number of Shares issued as of the date of Admission and to limit or exclude pre-emptive rights in relation thereto. For additional information on the risk of investor dilution, see also section 1.5.2 "*Rights of holders of Shares outside the Netherlands and Spain may be limited, and as a result, Shareholders may suffer dilution*".

In the future, the Group may seek to raise capital through public or private debt or equity financings by issuing additional Shares, debt or equity securities convertible into Shares or rights to acquire these securities and exclude the pre-emptive

rights pertaining to then outstanding Shares. Moreover, the Group may seek to issue additional Shares as consideration for or otherwise in connection with the acquisition of new businesses. Furthermore, the Group may issue new Shares in the context of any new employment arrangement for employees in the capital of the Company. The issuance of any additional Shares may dilute an investor's shareholding interest in the Company if they do not have preferential subscription rights in connection with the issuance, if they do not exercise their pre-emptive rights or if such rights are totally or partially excluded.

Furthermore, any additional debt or equity financing the Group may need may not be available on terms favorable to the Group or at all, which could adversely affect the Group's future plans and the market price of the Shares. Any additional offering or issuance of Shares by the Company or the perception that an offering or issuance may occur could also have a negative impact on the market price of the Shares and could increase the volatility in the trading price of the Shares.

1.5.5 *Investors may suffer adverse tax consequences in connection with owning and disposing of the Shares*

The tax consequences in connection with owning and disposing of the Shares may differ from the tax consequences in connection with owning and disposing of Ferrovial Shares and may also differ depending on a Shareholder's particular circumstances including, without limitation, where such Shareholder is a tax resident. Such difference in tax consequences could, for example, relate to the taxation of distributions made to a Shareholder for Spanish and Dutch dividend withholding tax purposes and the possibilities for a Shareholder to obtain a credit, refund, or other type of relief in connection therewith. These differences could be materially adverse to Shareholders and they should seek their own tax advice about the tax consequences in connection with owning and disposing of the Shares.

1.5.6 *The Shares are exposed to trading risks and other external factors, which may affect the market value and trading of the Shares*

Although the Ferrovial Shares have been traded previously on the Spanish Stock Exchanges, there has been no public trading market for the Shares prior to the Admission. There can be no assurance that an active trading market will develop on Euronext Amsterdam or the Spanish Stock Exchanges or, if it does develop, that it will be sustained or sufficiently liquid. The failure to develop an active trading market may affect the liquidity and price of the Shares. The Shares may therefore be difficult to sell compared to the shares of companies with more liquid trading markets and the Share price may be subject to greater fluctuation than might otherwise be the case. Furthermore, even if an active trading market would develop, there can be no assurance that the Group will be able to join a relevant market index, which could limit the liquidity of the Shares and consequently negatively impact the price of the Shares.

Furthermore, there can be no assurance that the price of the Ferrovial Shares will be indicative of the future price of the Shares. After Admission, the price of the Shares may not always accurately reflect the underlying value of the Group's business. The price and value of the Shares may decrease as well as increase, and investors may realize less than the original sum invested. The value of the Shares may, in addition to being affected by the Group's actual or forecast operating results, fluctuate significantly as a result of a large number of factors, some of which are specific to the Group and its operations, and some of which could be related to the industry in which the Group operates or equity markets generally, and are outside the Group's control, such as those resulting from the conflict in Ukraine. The uncertainty surrounding the conflict in Ukraine and its effects on the global economy, as of the date of this Prospectus, may increase volatility in the financial markets and, among other effects, affect the market value and trading of the Shares. For additional information on the impact to the Group's business on the conflict in Ukraine, see section 1.1.1.7 "*The conflict in Ukraine and the related sanctions and export controls may adversely impact the Group's global activities and could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*".

The Group can give no assurance that the Shares will trade at a price in line with ordinary shares of its competitors, or that the market price of the Shares will not decline, regardless of the Group's actual operating performance. An ancillary consequence may be that investors will avoid investing in the Shares.

1.5.7 *If securities or industry analysts cease to publish research or publish inaccurate or unfavorable research about the Company's business, the trading volume and price of the Shares could decline*

The trading market for the Shares depends in part on the research and reports that securities or industry analysts publish about it or its business. In addition, if one or more of the analysts covering the Company downgrade the Shares or publish inaccurate or unfavorable research about the Company's business or industry, the price for the Shares could decline. If one or more of these analysts cease coverage of the Company or fail to publish reports on the Company regularly, demand for the Shares could decrease, which could cause its price and trading volume to decline.

1.5.8 *Subject to certain exceptions, beneficial owners of Ferrovial Shares in certain jurisdictions, after consummation of the Merger, may not be able to receive Shares*

The securities laws and regulations of certain jurisdictions may restrict certain ultimate beneficial owners of Ferrovial Shares with registered addresses, or who are resident or located, in, or who are organized under the laws of, certain jurisdictions to receive Shares or beneficial entitlements thereto pursuant to the Merger. Specifically, any person with a registered address in, or who is resident or located in, or who is organized under the laws of, the United States (any such person, a U.S. Person) who is not a QIB (or a person reasonably believed to be one), or in respect of whom no U.S. Representation Letter is received in line with procedures set out in section 4.13 "*The Merger—Receipt of Shares by*

Ferrovial Shareholders located in the United States" is restricted pursuant to U.S. law from receiving Shares or beneficial entitlements thereto (a Restricted Holder) and will be treated as set out in the same section.

1.5.9 *If the Shares are not eligible for deposit and clearing within the facilities of DTC, then transactions in its securities may be disrupted*

The facilities of DTC are a widely-used mechanism that allow for rapid electronic transfers of securities between the participants in the DTC system, which include many large banks and brokerage firms. The Group expects that, upon the Merger Effective Time, the Shares allotted in the Merger will be eligible for deposit and clearing within the DTC system. However, DTC is not obligated to accept the Shares for deposit and clearing within its facilities at the Merger Effective Time and, even if DTC does initially accept the Shares, it will generally have discretion to cease to act as a depository and clearing agency for the Shares. If DTC determines at any time that the Shares are not eligible for continued deposit and clearance within its facilities, the Group believes that the Shares may not be eligible for continued listing on a securities exchange, and trading in the Shares may be disrupted. While the Group would pursue alternative arrangements to preserve its listings and maintain trading at the relevant securities exchanges, any such disruption could have a material adverse effect on the price of the Shares and unless and until an alternative is achieved, a material adverse effect on liquidity.

2 IMPORTANT INFORMATION

2.1 General

Prospective investors are expressly advised that an investment in the Shares contains certain risks and that they should therefore, prior to making any decision as to whether to invest in the Shares, carefully read the entire contents of this Prospectus. Investors should ensure that they read the entirety of this Prospectus and do not just rely on key information or information summarized within it. Prospective investors should, in particular, read the section entitled section 1 "*Risk Factors*" when considering an investment in the Shares. A prospective investor should not invest in the Shares unless it has the expertise (either alone or with a financial adviser) to evaluate how the Shares will perform under changing conditions, the resulting effects on the value of the Shares and the impact this investment will have on the prospective investor's overall investment portfolio. Each prospective investor should consult his or her own stockbroker, bank manager, lawyer, auditor or other financial, legal or tax advisers before making any investment decision with regard to the Shares, among other things to consider such investment decision in light of his or her personal circumstances and in order to determine whether or not such prospective investor is eligible to subscribe for or purchase the Shares. In making an investment decision, prospective investors must rely on their own examination, analysis and enquiry of the Group and the Shares, including the merits and risks involved.

The content of this Prospectus is not to be considered or interpreted as legal, financial or tax advice. It is not intended to provide a recommendation by any of the Company, Ferrovia, the Agents, or any of their respective representatives that any recipient of this Prospectus should subscribe for or purchase any Shares. None of the Company, Ferrovia, the Agents, or any of their respective representatives is making any representation to any prospective investor in the Shares regarding the legality of an investment in the Shares by such subscriber or purchaser under the laws applicable to such subscriber or purchaser. There will not be any offering of Shares in relation to the Admission.

Prospective investors should rely only on the information contained in this Prospectus and any supplement to this Prospectus within the meaning of article 23 of the Prospectus Regulation. The Company does not undertake to update this Prospectus, unless required pursuant to article 23 of the Prospectus Regulation, and therefore potential investors should not assume that the information in this Prospectus is accurate as of any date other than the date of this Prospectus. No person is, or has been authorized to, give any information or to make any representation in connection with the Admission, other than as contained in this Prospectus, and, if any other such information is given or such other representations are made, they must not be relied upon as having been authorized by the Company, Ferrovia, the Directors, the Agents or any of their respective affiliates or representatives. The delivery of this Prospectus or any sale made at any time after the date hereof will not, under any circumstances, create any implication that there has been no change in the Group's business or affairs since the date hereof or that the information set forth in this Prospectus is correct as of any time since its date.

The Agents are acting exclusively for the Company and for no one else in connection with the Admission. None of them will regard any other person (whether or not a recipient of this Prospectus) as their respective clients in relation to the Merger and the Admission and will not be responsible to anyone other than to the Company for providing the protections afforded to their respective clients or giving advice in relation to the Admission or any other transaction or arrangement referred to in this Prospectus.

The distribution of this Prospectus may, in certain jurisdictions, be restricted by law, and this Prospectus may not be used for the purpose of, or in connection with, any offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation. This Prospectus does not constitute an offer of, or an invitation to, purchase any Shares in any jurisdiction and especially in the United States, Australia, Japan, Canada, Switzerland and the United Kingdom. The Company requires persons into whose possession this Prospectus comes to inform themselves of and observe all such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. None of Ferrovia, the Company or any of their respective affiliates or representatives accepts any legal responsibility for any violation by any person, whether or not a prospective subscriber or purchaser of the Shares, of any such restrictions. For further information on the transfer restrictions to which the Ferrovia Shares and the Shares are subject, prior to and following completion of the Merger, respectively, see section 12 "*Notice to Shareholders*".

2.2 Responsibility Statement

This Prospectus is made available by the Company. The Company accepts responsibility for the information contained in this Prospectus. The Company declares that, to the best of its knowledge, the information contained in this Prospectus is in accordance with the facts and contains no omission likely to affect its import.

No representation or warranty, express or implied, is made or given by, or on behalf of, the Agents or any of their respective affiliates or representatives or any of their respective directors, officers or employees or any other person, as to the accuracy, completeness, verification or fairness of the information or opinions contained in this Prospectus, or incorporated by reference herein, and nothing in this Prospectus, or incorporated by reference herein, is, or shall be relied upon as, a promise or representation by any of the Agents or any of their respective affiliates or representatives, or any of their respective directors, officers or employees or any other person, as to the past or future. None of the Agents or their respective directors, officers or employees or any other person in any of their respective capacities in connection with the Admission accepts any responsibility whatsoever for the accuracy, completeness, or verification of the contents

of this Prospectus or for any other statements made or purported to be made by either itself or on its behalf in connection with the Company, Ferrovia, the Group, the Admission or the Shares. Accordingly, each of the Agents and their respective affiliates and representatives, their respective directors, officers and employees and any other person disclaim, to the fullest extent permitted by applicable law, all and any liability, whether arising in tort or contract or which they might otherwise be found to have in respect of this Prospectus and/or any such statement.

2.3 Presentation of Financial and Other Information

2.3.1 IFRS information

This Prospectus contains the consolidated financial information for the Group as of and for the years ended 31 December 2022, 2021, and 2020, i.e. the Consolidated Financial Statements, which is incorporated by reference in this Prospectus.

The financial information as of and for the years ended 31 December 2021 and 2020 has been restated and is presented as restated, unless otherwise disclosed. For further details on the restatements, see section 2.3.3 "*Restatement of financial statements as of and for the years ended 31 December 2021 and 31 December 2020*". Unless stated otherwise: the financial information for the years ended 31 December 2022 and 2021, presented in this Prospectus, has been derived from the Group's audited consolidated financial statements as of and for the year ended 31 December 2022 (the 2022 Consolidated Financial Statements) and the financial information for the year ended 31 December 2020, presented in this Prospectus, has been derived from the Group's audited consolidated financial statements as of and for the year ended 31 December 2021 (the 2021 Consolidated Financial Statements).

As the Merger is between Ferrovia and the Company and the Company is, prior to the Merger Effective Time, a fully-owned subsidiary of Ferrovia, there will be no material change in the consolidated financial position of the Group following the Merger (with the Company as the surviving parent company of the Group) when compared to the consolidated financial position of the Group prior to the Merger Effective Time at the level of Ferrovia. Accordingly, the Group believes that the Consolidated Financial Statements provide investors the historical financial information necessary to make an informed assessment of the entire business undertaking of the Group.

The Consolidated Financial Statements should be read in conjunction with the accompanying notes thereto and the auditor's reports and the management reports from the Annual Reports. The Consolidated Financial Statements have been audited by Ernst & Young, S.L., independent auditors (EY). EY has not resigned, been removed or not been reappointed as the Group's auditors during the fiscal years 2022, 2021 and 2020.

The Group publishes quarterly trading updates. The financial information included in the trading update for the Group for the three-month period ended 31 March 2023 (the Q1 2023 Trading Update) is incorporated by reference in this Prospectus. The Q1 2023 Trading Update is unaudited and unreviewed.

The Consolidated Financial Statements and the Q1 2023 Trading Update have been prepared in accordance with IFRS-EU. Where this Prospectus contains financial information not derived from the Consolidated Financial Statements or the Q1 2023 Trading Update, the source of such information is disclosed. Any such information has not been audited.

2.3.2 Alternative performance measures

In addition to the financial information presented herein and prepared under IFRS-EU, certain sections of this Prospectus and the information incorporated by reference therein contain certain APMs (*i.e.*, non-IFRS financial measures in accordance with the ESMA Guidelines) as described in the regulatory technical standards on key financial information in the summary of a prospectus, the publication and classification of prospectuses, advertisements for securities, supplements to a prospectus, and the notification portal. These APMs include metrics such as EBITDA, Comparable or "Like-for-like" ("LFL") Growth, Fair Value Adjustments, Consolidated Net Debt, Ex-Infrastructure Liquidity and proportional revenues, which are not recognized measures of financial performance or liquidity under IFRS-EU. This Prospectus also presents certain other operational data, such as Order Book.

The APMs are defined, and an explanation of their use is included, in the Annual Reports. These APMs are further described under section 8.13 "*Operating and Financial Review—Alternative performance measures (APMs)*".

The APMs presented are not measures of financial performance under IFRS-EU, but measures used by management to monitor the underlying performance of the Group's business and operations and, accordingly, they have not been audited or reviewed. They should only be considered together with the Consolidated Financial Statements and the Q1 2023 Trading Update and may be presented on a different basis than the financial information included in the Consolidated Financial Statements and the Q1 2023 Trading Update. Further, they may not be indicative of the Group's historical operating results, nor are such measures meant to be predictive of the Group's future results. These APMs are presented in this Prospectus because management considers them an important supplemental measure of the Group's performance and believes that these and other similar measures are widely used in the industry in which the Group operates as a means of evaluating a company's operating performance and liquidity.

However, not all companies calculate APMs in the same manner or on a consistent basis. As a result, these measures and ratios may not be comparable to measures used by other companies under the same or similar names. Accordingly, undue reliance should not be placed on the APMs contained in this Prospectus and they should not be considered as a

substitute for operating profit, profit for the year, cash flow or other financial measures computed in accordance with IFRS-EU.

The presentation of the APMs in this Prospectus should not be construed as an implication that the Group's future results will be unaffected by exceptional or non-recurring items.

Prospective investors are cautioned not to place undue reliance on these measures, which should be considered as supplemental to, and not a substitute for, the financial information prepared in accordance with IFRS-EU included herein.

2.3.3 **Restatement of financial statements as of and for the years ended 31 December 2021 and 31 December 2020**

For the purposes of this Prospectus, all figures as of and for the years ended 31 December 2021 and 31 December 2020 are given restated unless otherwise disclosed.

In 2022, the Group reclassified as continuing activities its Chilean maintenance services businesses. As a consequence, in accordance with the provisions of the accounting regulations, the financial information for 2021 was restated. For more information on the restatement, see Note 1.1.5 of the 2022 Consolidated Financial Statements.

The following table reflects the impact of the mentioned restatement on the Group's consolidated results of operations for the year ended 31 December 2021:

Table 1: Restatement of the Group's consolidated results of operations (for the year ended 31 December 2021)

	For the year ended 31 December		
	2021	Adjustment	2021
	<i>(audited)</i>	<i>(unaudited)</i>	<i>(unaudited) (restated)</i>
	<i>(in millions of euros)</i>		
OPERATING INCOME	6,779	132	6,911
Other operating expenses	(6,183)	(118)	(6,301)
Fixed asset depreciation	259	11	270
Operating profit/(loss) before impairment and disposal of fixed assets	337	3	340
Profit/(loss) from impairment and disposal of fixed assets	1,139	0	1,139
Operating profit/(loss)	1,476	3	1,479
Net financial income/(expense)	(334)	(1)	(335)
Share of profits of associates	(178)	0	(178)
Consolidated profit/(loss) before tax	964	2	966
Corporate income tax	10	(1)	9
Consolidated profit/(loss) from continuing operations	974	1	975
Net profit/(loss) from discontinued operations	361	0	361
Consolidated profit/(loss) for the year	1,335	1	1,336
Profit/(loss) for the year attributed to non-controlling interests	(138)	0	(138)
Profit/(loss) for the year attributed to the parent company	1,197	1	1,198

In 2021, the Group decided to reclassify as continuing activities: (i) its UK waste treatment business, (ii) the contract to maintain and operate the section of the A2 toll road, (iii) the contract to maintain and operate the Madrid Calle 30 toll road, (iv) its U.S. infrastructure maintenance business, and (v) its energy efficiency services business. Also in 2021, the Group decided to reclassify as a discontinued operation its Polish real estate business. As a consequence, in accordance with the provisions of the accounting regulations, the financial information for 2020 was restated. For more information on the restatement, see Note 1.1.5 of the 2021 Consolidated Financial Statements.

The following table reflects the impact of the mentioned restatement on the Group's consolidated results of operations for the year ended 31 December 2020:

Table 2: Restatement of the Group's consolidated results of operations (for the year ended 31 December 2020)

	For the year ended 31 December		
	2020	Adjustment	2020
	<i>(audited)</i>	<i>(unaudited)</i>	<i>(unaudited) (restated)</i>
	<i>(in millions of euros)</i>		
OPERATING INCOME	6,344	190	6,534
Other operating expenses	(5,935)	(193)	(6,128)
Fixed asset depreciation	198	35	233
Operating profit/(loss) before impairment and disposal of fixed assets	211	(38)	173
Profit/(loss) from impairment and disposal of fixed assets	15	1	16
Operating profit/(loss)	226	(37)	189
Net financial income/(expense)	(232)	(11)	(243)
Share of profits of associates	(378)	5	(373)
Consolidated profit/(loss) before tax	(384)	(43)	(427)
Corporate income tax	28	6	34
Consolidated profit/(loss) from continuing operations	(356)	(37)	(393)
Net profit/(loss) from discontinued operations	(3)	23	20
Consolidated profit/(loss) for the year	(359)	(14)	(373)
Profit/(loss) for the year attributed to non-controlling interests	(51)	0	(51)
Profit/(loss) for the year attributed to the parent company	(410)	(14)	(424)

2.3.4 Rounding and negative amounts

Certain figures in this Prospectus, including financial data, have been rounded. Accordingly, figures shown for the same category presented in different tables may vary slightly and figures shown as totals in certain tables may not be an exact arithmetic aggregation of the figures which precede them.

In preparing the Consolidated Financial Statements and the Q1 2023 Trading Update, most numerical figures are presented in thousands of euros. For the convenience of the reader of this Prospectus, certain numerical figures in this Prospectus are rounded to the nearest one million. As a result of this rounding, certain numerical figures presented herein may vary slightly from the corresponding numerical figures presented in the Consolidated Financial Statements and the Q1 2023 Trading Update.

The percentages (as a percentage of revenues or costs and period-on-period percentage changes) presented in the textual financial disclosure in this Prospectus are derived directly from the financial information contained in the Consolidated Financial Statements and the Q1 2023 Trading Update. Such percentages may be computed using the numerical figures expressed in thousands of euros in the Consolidated Financial Statements and the Q1 2023 Trading Update. Therefore, such percentages are not calculated on the basis of the financial information included in the textual disclosure of this Prospectus and that has been subjected to rounding adjustments.

In tables, negative amounts are shown between parentheses. Otherwise, negative amounts may also be shown by "-" or "negative" before the amount.

2.3.5 Currency

All references in this Prospectus to "euro", "EUR" or "€" are to the single currency introduced at the start of the third stage of the European Economic and Monetary Union pursuant to the Treaty on the Functioning of the European Union, as amended from time to time. All references to "British pound sterling", "GBP" or "£" are to the lawful currency of the United Kingdom. All references to "U.S. dollar", "USD", "US\$" or "\$" are to the lawful currency of the United States. All references to "Canadian dollar", "CAD", and "Can\$" are the lawful currency of Canada. All references to "Australian dollar", "AUD" and "AU\$" are the lawful currency of Australia. All references to "Polish zloty", "PLN" and "gr" are the lawful currency of Poland. All references to "Chilean peso", "CLP" and "CL\$" are the lawful currency of Chile. All references to "Indian rupee", "INR" and "₹" are the lawful currency of India.

2.3.6 Exchange rates

The Group publishes the Consolidated Financial Statements and the Q1 2023 Trading Update in euros.

The Group engages in business outside the Eurozone through various subsidiaries. The exchange rates used to convert these financial statements for their inclusion in the Group's Consolidated Financial Statements are as follows:

- balance sheet items (closing exchange rates at 31 December 2022 and at 31 December 2021, for the comparative period):

Table 3: Balance sheet items (closing exchange rate at 31 December 2022 and at 31 December 2021, for the comparative period)

Closing exchange rate	2022	2021	Change (%)
British Pound sterling	0.88534	0.84133	5.23%
U.S. dollar	1.07050	1.1370	(5.85)%
Canadian dollar	1.45055	1.4373	0.92%
Australian dollar	1.57172	1.5647	0.45%
Polish zloty	4.6852	4.5869	2.14%
Chilean peso	908.1600	968.9800	(6.28)%
Indian rupee	88.1544	84.2136	4.68%

- items in the income statement and cash flow statement (cumulative average exchange rates at December 2022 and at December 2021, for the comparative period):

Table 4: Items in the income statement and cash flow statement (cumulative average exchange rates at December 2022 and at December 2021, for the comparative period)

Average exchange rate	2022	2021	Change (%)
British Pound sterling	0.85269	0.8590	(0.69)%
U.S. dollar	1.05330	1.1796	(10.70)%
Canadian dollar	1.36984	1.4790	(7.38)%
Australian dollar	1.51685	1.5785	(3.91)%
Polish zloty	4.68474	4.5656	(2.61)%
Chilean peso	917.53335	901.4610	(1.78)%
Indian rupee	82.7262	87.2774	5.21%

2.4 Market and Industry Information and Third-Party Reports

All references to market share, market data, industry statistics and industry forecasts in this Prospectus consist of estimates compiled by industry professionals, competitors, organizations or analysts, of publicly available information or of the Group's own assessment of its sales and markets. Statements based on the Company's own proprietary information, insights, opinions or estimates contain words such as "the Group believes", "the Group expects", "the Group sees", "the Group considers", "the Group aims", "the Group estimates" and as such do not purport to cite, refer to or summarize any third-party or independent source and should not be so read.

Industry publications generally state that their information is obtained from sources believed to be reliable but that the accuracy and completeness of such information is not guaranteed and that the projections they contain are based on a number of significant assumptions. Where third-party information has been sourced in this Prospectus, the source of such information has been identified.

Third-party reports referenced in this Prospectus include the Independent Expert Report. Flynth Audit B.V., with registered office at Groningensingel 1, 6835 EA Arnhem, was designated by the Board as an independent expert to prepare the Independent Expert Report in the context of the Merger (see section 4.5.3 "The Merger—Common Draft Terms, Merger Directors' Reports and Independent Experts' Reports—Independent Expert Report"). The Independent Expert Report has been included in this Prospectus with the consent of the person who has authorized its contents for the purpose of this Prospectus. The Independent Expert Report is included as Annex D to this Prospectus.

The information in this Prospectus that has been sourced from third parties has been accurately reproduced with reference to these sources in the relevant paragraphs and, as far as the Group is aware and able to ascertain from the information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading.

In this Prospectus, the Group makes certain statements regarding the characteristics of the transport infrastructure industry as well as its competitive and market position. The Group believes these statements to be true, based on market data and industry statistics, but the Group has not independently verified the information. The Group cannot guarantee that a third party using different methods to assemble, analyze or compute market data or public disclosure from

competitors would obtain or generate the same results. In addition, the Group's competitors may define their markets and their own relative positions in these markets differently than the Group does and may also define various components of their business and operating results in a manner which makes such figures non-comparable with the Group's.

2.5 Supplements

If a significant new factor, material mistake or material inaccuracy relating to the information included in this Prospectus that may affect the assessment of the Shares, arises or is noted between the time when this Prospectus is approved and the Admission, a supplement to this Prospectus is required. Such a supplement will be subject to approval by the AFM in accordance with article 23 of the Prospectus Regulation and will be made public in accordance with the relevant provisions under the Prospectus Regulation. The summary shall also be supplemented if necessary to take into account the new information included in the supplement. In case a significant new factor, material mistake or material inaccuracy relating to the information included in this Prospectus, which may affect the assessment of the Shares, arises after the Admission, the issuer will not supplement this Prospectus.

If a supplement to this Prospectus is required, the Company will request the AFM to notify its approval of such supplement in accordance with article 23 of the Prospectus Regulation to the CNMV, as the competent authority of Spain, and ESMA by issuing a certificate of approval attesting that any supplement to this Prospectus has been prepared in accordance with the Prospectus Regulation. See section 2.13 "*Validity*".

Statements contained in any such supplement (or contained in any document incorporated by reference therein) shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Prospectus or in a document which is incorporated by reference in this Prospectus. Any statement so modified or superseded shall, except as so modified or superseded, no longer constitute a part of this Prospectus.

2.6 Notice to Investors

The distribution of this Prospectus or any related materials may, in certain jurisdictions other than the Netherlands and Spain, including, but not limited to, the United States, Australia, Japan, Canada, Switzerland and the United Kingdom, be restricted by law. Persons in possession of this Prospectus are required to inform themselves about, and to observe, any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction. This Prospectus may not be used for, or in connection with, and does not constitute, an offer to sell, or an invitation to subscribe for or to purchase, the Shares in any jurisdiction. Neither this Prospectus, nor any related materials, may be distributed or transmitted to, or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws or regulations.

None of Ferrovial, the Company, the Directors or any of their respective affiliates or representatives, is making any representation to any investors who are allotted Shares in the context of the Merger regarding the legality of an investment in the Shares by such investor under the laws applicable to such investor.

Investors who are allotted Shares will be deemed to have acknowledged that: (i) they have not relied on any of the Agents or any person affiliated with any of them in connection with any investigation of the accuracy of any information contained in this Prospectus or their investment decision (ii) they have relied only on the information contained in this Prospectus, and (iii) that no person has been authorized to give any information or to make any representation concerning the Company or its subsidiaries or the Shares (other than as contained in this Prospectus) and, that if given or made, any such other information or representation has not been relied upon as having been authorized by the Company or any of the Agents.

This Prospectus has been prepared solely for use in connection with the Admission. This Prospectus is not published in connection with, and does not constitute, an offer to the public of securities by or on behalf of the Company. There will not be any offering of Shares in relation to the Merger and the Admission.

2.7 Notice to Prospective Investors in the United States

Neither the Shares nor the Ferrovial Shares have been registered under the U.S. Securities Act or with any securities regulatory authority of any state or jurisdiction of the United States. The Shares may only be distributed in (i) "offshore transactions" as defined in, and in accordance with Regulation S, under the U.S. Securities Act, or (ii) within the United States, only to QIBs as defined in Rule 144A in reliance on Section 4(a)(2) under the U.S. Securities Act and/or in reliance on another exemption from the registration requirements of the U.S. Securities Act.

Investors located in the United States must also deliver a U.S. Representation Letter, in the form set out in Annex E to this Prospectus.

The distribution of this Prospectus and the offer and sale of the Shares in certain jurisdictions may be restricted by law. Persons in possession of this Prospectus are required to inform themselves about and to observe any such restrictions. See section 12 "*Notice to Shareholders*".

THE SHARES HAVE NOT BEEN REGISTERED WITH OR RECOMMENDED OR APPROVED BY, THE SEC, ANY STATE SECURITIES COMMISSION IN THE UNITED STATES OR ANY OTHER UNITED STATES REGULATORY AUTHORITY, NOR HAVE THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THE

TRANSACTION OR THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES.

2.8 Notice to Ferroviaal Shareholders in Certain Jurisdictions

See sections 4.13 "*The Merger—Receipt of Shares by Ferroviaal Shareholders located in the United States*" and 4.14 "*The Merger—Notice to Ferroviaal Shareholders in certain other jurisdictions*" for important information for Ferroviaal Shareholders located in the United States and certain other jurisdictions.

2.9 Enforcement of Civil Liabilities

The ability of Shareholders in jurisdictions other than (i) the Netherlands and (ii) Spain (to the extent applicable in connection with the Spanish branch of the Company, if at all), and in particular in the United States, to bring any action against the Company may be limited under applicable laws and regulations.

The Company exists under Dutch law and most of the Directors and other officers of the Group named herein are citizens or residents of countries other than the United States. A substantial portion of the assets of these individuals are located outside the United States. A significant portion of the Group's assets are located outside of the United States. As a result, it may be impossible or difficult for investors to effect service of process within the United States upon such persons or the Company or to enforce against them in United States courts a judgment obtained in such courts. In addition, in the Netherlands, there is doubt as to the enforceability, of original actions or actions for enforcement based on the federal or state securities laws of the United States or judgments of United States courts, including judgments based on the civil liability provisions of the United States federal or state securities laws.

As at the date of this Prospectus, the United States and the Netherlands, and the United States and Spain, do not have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Accordingly, a judgment rendered by a court in the United States would not automatically be recognized and enforced by the Dutch or Spanish courts.

With respect to choice of court agreements in civil or commercial matters, the Convention of 30 June 2005 on Choice of Court Agreements has entered into force for the Netherlands and Spain, but has not entered into force for the United States. This convention does not apply to one-sided exclusive jurisdiction clauses.

However, if a person has obtained a final judgment without appeal in a civil or commercial matter rendered by a court in the United States that is enforceable in the United States and files his claim with the competent Dutch court, the Dutch court will in principle recognize and give effect to such foreign judgment without substantive re-examination or re-litigation on the merits insofar as it finds that: (i) the jurisdiction of the United States court has been based on a ground of jurisdiction that is generally acceptable according to international standards; (ii) the judgment by the United States court was rendered in legal proceedings that comply with the Dutch standards of proper administration of justice that includes sufficient safeguards (*behoorlijke rechtspleging*); and (iii) the judgment by the United States court is not incompatible with a decision rendered between the same parties by a Dutch court, or with a previous decision rendered between the same parties by a foreign court in a dispute that concerns the same subject and is based on the same cause, provided that the previous decision qualifies for acknowledgement in the Netherlands and except to the extent that the foreign judgment contravenes Dutch public policy (*openbare orde*). Even if such foreign judgment is given binding effect, a claim based thereon may, however, still be rejected if the foreign judgment is no longer formally enforceable in the country of origin.

Enforcement of any foreign judgment in the Netherlands will be subject to the rules of Dutch Code of Civil Procedure (*Wetboek van Burgerlijke Rechtsvordering*). Judgments may be rendered in a foreign currency but enforcement is executed in euro at the applicable rate of exchange. Under these circumstances, a Dutch court has the power to stay proceedings (*aanhouden*) or to declare it has no jurisdiction if concurrent proceedings are being brought elsewhere.

A Dutch court may reduce the amount of damages granted by a United States court and recognize damages only to the extent that they are necessary to compensate actual losses and damages.

Recognition and enforcement in Spain of a judgment issued by a court in the United States on civil or commercial matters are subject to the rules of the Spanish Law on International Legal Cooperation (*Ley de Cooperación Jurídica Internacional*) and the Spanish Law on Civil Procedure (*Ley de Enjuiciamiento Civil*).

2.10 Forward-Looking Statements

This Prospectus contains forward-looking statements (as that term is defined in the United States Private Securities Litigation Reform Act of 1995) that reflect the Group's intentions, beliefs or current expectations and projections about the Group's future results of operations, financial condition, liquidity, performance, prospects, anticipated growth, strategies and opportunities, and the markets in which the Group operates. Forward-looking statements involve all matters that are not historical facts. The Group has tried to identify forward-looking statements by using words as "may", "will", "would", "should", "expects", "intends", "estimates", "anticipates", "projects", "believes", "could", "hopes", "seeks", "plans", "aims", "aspires", "objective", "potential", "goal", "strategy", "target", "continue", "annualized" and similar expressions or negatives thereof or other variations thereof or comparable terminology, or by discussions of strategy that involve risks and uncertainties. Forward-looking statements may be found principally in sections in this Prospectus entitled sections 1 "*Risk Factors*", 5 "*Dividend Policy*", 6 "*Business*", 8 "*Operating and Financial Review*", and also elsewhere.

The forward-looking statements are based on the Group's beliefs, assumptions and expectations regarding future events and trends that affect the Group's future performance, taking into account information currently available to the Group, and are not guarantees of future performance. These beliefs, assumptions and expectations can change as a result of possible events or factors, not all of which are known to the Group or are within the Group's control. If a change occurs, the Group's business, financial condition, liquidity, results of operations, anticipated growth, strategies or opportunities may vary materially from those expressed in, or suggested by, these forward-looking statements. In addition, the forward-looking estimates and forecasts reproduced in this Prospectus from third-party reports could prove to be inaccurate. A number of important factors could cause actual results or outcomes to differ materially from those expressed in any forward-looking statement as a result of risks and uncertainties facing the Company and its Group Companies. Such risks, uncertainties and other important factors include, but are not limited to, those listed in the section 1 "*Risk Factors*". Other factors could also adversely affect the Group's results or accuracy of forward-looking statements in this Prospectus, and while section 1 "*Risk Factors*" contains all known material risk factors, you should not consider the factors discussed under section 1 "*Risk Factors*" to be a complete set of all potential risks and uncertainties.

Investors or potential investors should not place undue reliance on the forward-looking statements in this Prospectus. The Company urges investors to read the sections of this Prospectus entitled sections 1 "*Risk Factors*", 6 "*Business*" and 8 "*Operating and Financial Review*" for a more complete discussion of the factors that could affect the Group's future performance and the markets in which the Group operates. In light of the possible changes to the Company's beliefs, assumptions and expectations, the forward-looking events described in this Prospectus may not occur. Additional risks currently not known to the Company or that the Company has not considered material as of the date of this Prospectus could also cause the forward-looking events discussed in this Prospectus not to occur. Forward-looking statements involve inherent risks and uncertainties and speak only as of the date they are made. The Company undertakes no duty to, and will not necessarily update, any of the forward-looking statements in light of new information or future events, except to the extent required by applicable law. See section 2.5 "*Supplements*".

2.11 Language and Definitions

This Prospectus is published in English only, with the Summary also provided in Spanish. Definitions used in this Prospectus are defined in section 16 "*Definitions*".

2.12 Available Information

The Company is not currently required to file periodic reports under Section 13 or 15(d) of the U.S. Exchange Act. In order to preserve the exemption for resales and transfers under Rule 144A, for so long as any Shares of the Company remain outstanding and are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act, the Company will, during any period in which it is neither subject to Section 13 or 15(d) of the U.S. Exchange Act, nor exempt from reporting pursuant to Rule 12g3-2(b), furnish, upon request, to any holder or beneficial owner of such restricted securities or to any prospective subscriber or purchaser of such restricted securities designated by any such holder or beneficial owner, the information required to be delivered pursuant to Rule 144A(d)(4) under the U.S. Securities Act.

2.13 Validity

This Prospectus has been approved by the AFM, as the competent authority under the Prospectus Regulation. The AFM only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer or the quality of the securities that are the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

The Company has requested the AFM to notify its approval in accordance with article 25(1) of the Prospectus Regulation to the CNMV, as the competent authority of Spain, and ESMA by issuing a certificate of approval attesting that this Prospectus has been prepared in accordance with the Prospectus Regulation.

The validity of this Prospectus will expire on the earlier of (i) the date of Admission and (ii) 12 months from the date of this Prospectus. The obligation to supplement a prospectus and, if necessary, the summary thereof, in the event of significant new factors, material mistakes or material inaccuracies does not apply when this Prospectus is no longer valid (see section 2.5 "*Supplements*").

2.14 Documents Incorporated by Reference

The following documentation is incorporated by reference in this Prospectus and, as such, form part of this Prospectus:

- the [2022 Annual Report](#);
- the [2021 Annual Report](#);
- the [2020 Annual Report](#);
- the [Q1 Trading Update](#); and
- the [Articles of Association](#).

The Documents Incorporated by Reference may be obtained in electronic form free of charge from the Group's website at <https://www.ferrovial.com/en/merger-documents/> or by clicking at one of the hyperlinks above. Any documents themselves incorporated by reference in the Documents Incorporated by Reference shall not form part of this Prospectus.

The table below sets out references in this Prospectus to the Documents Incorporated by Reference.

Table 5: References in this Prospectus to the Documents Incorporated by Reference

Topic	2022 Annual Report	2021 Annual Report	2020 Annual Report
<u>Historical Financial Information</u>			
Historical financial information for the financial years covered by the Prospectus	p. 196-207 (Selected consolidated financial data), p. 208-298 (Notes to the Consolidated Financial Statements), p. 298-306 (Independent auditors' report)	p. 197-202 (selected consolidated financial data), p. 203-295 (Notes to the Consolidated Financial Statements), p. 296-306 (Independent auditors' report)	p. 176-181 (selected consolidated financial data), p. 182-271 (Notes to the Consolidated Financial Statements), p. 272-278 (Independent auditors' report)
<u>Risk Factors</u>			
Risk relating to the Group's business	p. 275-277 ("6.5.2 Guarantees")		
Risks relating to the structure of the Group	p. 286-291 ("Appendix II. Subsidiaries (fully consolidated companies) (millions of euros)"), p. 292-293 ("Appendix II. Associates (companies accounted for using the equity method) (millions of euros)")	p. 280-287 ("Appendix II. Subsidiaries (fully consolidated companies) (millions of euros)"), p. 288-290 ("Appendix II. Associates (companies accounted for using the equity method) (millions of euros)")	p. 262-265 ("Appendix II. Subsidiaries (fully consolidated companies) (millions of euros)"), p. 266-276 ("Annex II. Associates (companies accounted for using the equity method) (millions of euros)")
<u>Important information</u>			
Restatement of financial statements as of and for the years ended 31 December 2021 and 31 December 2020	p. 212-213 ("1.1.5 Restatement of the comparative financial statements")	p. 209-210 ("1.1.5 Restatement of the comparative financial results")	
<u>Business</u>			
The Group and its organizational structure	p. 286-291 ("Appendix II. Subsidiaries (fully consolidated companies) (millions of euros)"), p. 292-293 ("Appendix II. Associates (companies accounted for using the equity method) (millions of euros)")	p. 280-287 ("Appendix II. Subsidiaries (fully consolidated companies) (millions of euros)"), p. 288-290 ("Appendix II. Associates (companies accounted for using the equity method) (millions of euros)")	p. 262-265 ("Appendix II. Subsidiaries (fully consolidated companies) (millions of euros)"), p. 266-276 ("Annexo II. Associates (companies accounted for using the equity method) (millions of euros)")
Material subsidiaries	p. 286-291 ("Appendix II. Subsidiaries (fully consolidated companies) (millions of euros)"), p. 292-293 ("Appendix II. Associates (companies accounted for using the equity method) (millions of euros)")	p. 280-287 ("Appendix II. Subsidiaries (fully consolidated companies) (millions of euros)"), p. 288-290 ("Appendix II. Associates (companies accounted for using the equity method) (millions of euros)")	p. 262-265 ("Appendix II. Subsidiaries (fully consolidated companies) (millions of euros)"), p. 266-276 ("Annexo II. Associates (companies accounted for using the equity method) (millions of euros)")
<u>Capitalization and Indebtedness</u>			
Indebtedness	p. 249 ("4.3.a Trade Payables") p. 254 ("5.1.2.d Other equity instruments") p.271 -273 ("6.3 Provisions") p. 275-277 ("6.5.2 Guarantees") p. 276 ("6.5.2 b1 Guarantees provided by ex-infrastructure project companies to secure borrowings, which could give rise to future additional capital disbursements should the		

Topic	2022 Annual Report	2021 Annual Report	2020 Annual Report
	guaranteed events take place (contingent capital guarantees) p. 277-278 ("6.5.3 Commitments") p. 277-278 ("6.5.3.a) Investment Commitments")		
<u>Operating and Financial Review</u>			
	p. 6-194 (Management report)	p. 6-188 (Management report)	p. 7 -168 (Management report)
Foreign exchange rates	p. 264-265 ("5.4.b) Exposure to foreign exchange fluctuations")		
Changes in the scope of consolidation and business combinations	p. 210-213 ("1.1.4 Consolidation scope changes and other divestments of investees")	p. 206-209 ("1.1.4 Consolidation scope changes and other divestments in investees")	p. 185 ("1.1.4 Consolidation scope changes and other disposals in investees")
Share of profits of equity- accounted companies	p. 229 ("2.7 Share of profits of equity-accounted companies")		
Cash flows	p. 262-264 ("5.3 Cash flow")		
Infrastructure project borrowings	p. 256-260 ("5.2.1.b) Infrastructure project company borrowings")		
Financial risk management	p. 266 ("5.4.d) "Exposure to liquidity risk")		
Significant Accounting Policies and Significant Judgments and Estimates	p. 215-223 ("1.3 Accounting Policies") p. 215-216 ("1.3.1 New accounting standards")	p. 212-220 ("1.3 Accounting Policies") p. 212 ("1.3.1 New accounting policies")	p. 189-197 ("1.3 Accounting Policies") p. 189 ("1.3.1 New accounting standards")

2.15 No Incorporation of Website

Other than this Prospectus, the Prospectus summary and the Documents Incorporated by Reference, the contents of the Group's website, including any websites accessible from hyperlinks on the Group's website, or of any other website referred to in this Prospectus, do not form part of and are not incorporated by reference in this Prospectus, and have not been scrutinized or approved by the AFM.

3 THE ADMISSION

3.1 Application for the Admission

The Ferroviaal General Meeting, on 13 April 2023, and Ferroviaal, in its capacity as sole Shareholder of the Company prior to the Merger, and the Board, on 14 June 2023, validly approved all necessary resolutions and authorizations related to the request for admission to listing and trading of the Shares on Euronext Amsterdam and the Spanish Stock Exchanges.

Application has been made for the Admission under the symbol "FER", with ISIN NL0015001FS8. The Admission is expected to take place on 16 June 2023. Prior to the Admission, there has been no public market for the Shares. Until completion of the Merger, the Ferroviaal Shares have been listed on the Spanish Stock Exchanges and publicly traded on the AQS under the symbol "FER". Trading of the Shares on Euronext Amsterdam and the Spanish Stock Exchanges is expected to commence on 16 June 2023.

3.2 Reasons for the Admission

The Company's reasons for the Admission are closely tied to the reasons for the Merger. The Company believes that together with the Merger, the Admission will further enhance the Group's international potential by providing the following strategic and operational benefits:

- with the Netherlands being a country of choice for many comparable, globally active corporations with a strong presence in both Europe and North America, the Group expects to be better positioned as an international player, while maintaining its European heritage;
- the consistently strong credit standing and stability of the Dutch economy is expected to translate into lower volatility in spreads, which could potentially have lower new issue premiums for the Group's corporate bonds than if such issuance was carried out under the pre-Merger structure;
- as a business hub for many international corporations with transcontinental ties, the Group's stronger presence in the Netherlands is expected to attract international talent, increase international awareness and facilitate access to an increased investor base connected to international investors;
- the Netherlands is a proven platform to allow the Shares to be listed and traded simultaneously in Spain, the Netherlands and, in time, also in the United States. The Group being a Dutch listed company is expected to facilitate the future planned listing and trading of those same Shares in the United States and, given the appropriate conditions, their inclusion in local indexes; and
- Euronext Amsterdam offers access to an international investor base that aligns with the Group's international profile.

For a more detailed description of the reasons above, see section 4.3 "*The Merger—Background to and reasons for the Merger*".

3.3 Settlement

3.3.1 Clearing and settlement of Shares

Upon completion of the Merger, the Shares will be allotted and delivered to Cede & Co., as nominee for DTC, and accepted for clearing and settlement in book-entry form through the facilities of DTC and its participating entities, with trades on the Spanish Stock Exchanges being settled through the clearing systems of Iberclear and trades on Euronext Amsterdam being settled through the clearing systems of Euroclear Nederland. Any Ferroviaal Shareholders who qualify as 'affiliates', as defined in Rule 144 under the U.S. Securities Act), will, following such allotment, be required to hold their Shares in registered form, evidenced through DRS. The name of each DRS Holder will be entered as the registered owner of the relevant number of Shares on the Company's register. DRS is a method of recording entitlement to shares in book-entry form that enables the U.S. Transfer Agent to maintain those Shares electronically in the Company's records on behalf of the relevant Shareholder outside of DTC. Any dealings in the Shares prior to Admission are at the sole risk of the parties concerned.

The principal settlement systems to be used for the trading and settlement of the Shares are the book-entry systems operated by DTC, Euroclear Bank SA/NV (Euroclear Bank), Euroclear Nederland, and Iberclear.

Upon the completion of the Merger, DTC is expected to act as the principal central securities depository (CSD) in relation to the Shares, providing for the initial recording of the Shares in its book-entry system and providing central maintenance services thereafter, and Euroclear Bank, Euroclear Nederland and Iberclear are expected to provide further settlement services, all in accordance with the framework set out by Regulation (EU) 909/2014 on improving securities settlement in the European Union and on central securities depositories, related delegated acts and applicable national law, provided, however, that Ferroviaal Shareholders who qualify as 'affiliates', as defined in Rule 144 under the U.S. Securities Act), will, following their allotment as set out above, be required to hold their Shares in registered form, evidenced through DRS, as set out above. Custodial links have been established between DTC and Euroclear Bank, between Euroclear Bank and Euroclear Nederland, and between Euroclear Nederland and Iberclear, to facilitate settlement and cross-border transfers

of the Shares. These links will allow the Shares to be issued, held, and transferred among the settlement systems without the physical transfer of Shares. Fees in relation to the issuing, holding and transferring of the Shares within and among the settlement systems depend on various factors, in particular the terms of custody agreements in place with the brokers, financial institutions and/or intermediaries involved. Fees may differ compared to the fee arrangements which are applicable to shareholders of Ferrovia where shares are (solely) settled through Iberclear and could potentially be higher.

In the context of the Merger and for purposes of the Admission, application has been made for the Shares to be accepted for delivery through the book-entry facilities of DTC. DTC is not obligated to accept the Shares for deposit and clearing within its facilities and may cease to act as a depository and clearing agency if it determines the Shares are not eligible for continued deposit and clearance within its facilities. See section 1.5.9 "*Risk Factors—Risks Relating to the Shares—If the Shares are not eligible for deposit and clearing within the facilities of DTC, then transactions in its securities may be disrupted*". None of DTC, Euroclear Bank, Euroclear Nederland or Iberclear is under any obligation to perform or continue to perform settlement procedures, and such procedures may be discontinued at any time.

Further, application will be made for the Shares to be accepted for delivery through the book-entry facilities of Euroclear Bank and remote common code in Euroclear Bank to reflect the Shares admitted to listing and trading on Euronext Amsterdam in its system.

The description of the settlement systems in this section reflects the Company's present understanding of the rules and procedures of DTC, Euroclear Bank, Euroclear Nederland, and Iberclear as they are currently in effect. Those systems could change their rules and procedures at any time in the future, as well as the laws applicable to these systems. The Company has and takes no responsibility for any aspect of the actions of DTC, Euroclear Bank, Euroclear Nederland, and Iberclear or any of their direct or indirect participants or accountholders. The Company has no responsibility for any aspect of the records kept by DTC, Euroclear Bank, Euroclear Nederland, or Iberclear or any of their direct or indirect participants or accountholders. The Company does not supervise these systems in any way.

3.3.1.1 Shares traded on the Spanish Stock Exchanges

Shares traded on the Spanish Stock Exchanges are held through Iberclear and its intermediary Euroclear Nederland, the latter as a participant (through Euroclear Bank) in DTC. Trades on the Spanish Stock Exchanges will be settled through the clearing systems of Iberclear.

3.3.1.2 Shares traded on Euronext Amsterdam

Shares traded on Euronext Amsterdam are held through Euroclear Nederland, as a participant (through Euroclear Bank) in DTC. Trades on Euronext Amsterdam will be settled through the clearing systems of Euroclear Nederland.

3.3.2 DTC and DRS

DTC is a limited-purpose trust company organized under the laws of the State of New York, a "banking organization" within the meaning of the New York Banking Law, a member of the United States Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code and a "clearing agency" registered pursuant to the provisions of Section 17A of the Exchange Act. DTC holds securities deposited by direct DTC participants and facilitates post-trade settlement among DTC participants of sales and other securities transactions in deposited securities through electronic computerized book-entry transfers between DTC participants' accounts. DTC participants include securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations. Indirect access to the DTC system is also available to others such as securities brokers and dealers, banks and trust companies that clear through or maintain a custodial relationship with a DTC participant, either directly or indirectly.

Purchases of securities under the DTC system must be made by or through a direct DTC participant, which will receive a credit for the securities on DTC's records. The ownership interest of each actual purchaser of each security (*i.e.*, beneficial owner) is in turn to be recorded on the direct and indirect DTC participants' records. Beneficial owners through DTC will not receive written confirmation from DTC of their purchase. Such beneficial owners may receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the direct or indirect DTC participant through which the beneficial owner entered into the transaction in accordance with such participants' customary procedures. Transfers of ownership interests in securities is accomplished by entries made on the books of direct and indirect DTC participants acting on behalf of the beneficial owners.

Conveyance of notices and other communications by DTC to direct DTC participants, by direct DTC participants to indirect participants, and by direct participants and indirect participants to the beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to securities. Under its usual procedures, DTC mails an omnibus proxy to the issuer as soon as possible after the record date. The omnibus proxy assigns Cede & Co's consenting or voting rights to those direct DTC participants to whose accounts securities are credited on the record date (identified in a listing attached to the omnibus proxy).

Distributions and dividend payments on the securities will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit direct DTC participants' accounts upon DTC's receipt of funds and corresponding detail information from the Company or the U.S. Transfer Agent, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by direct DTC participants to indirect

participants and by direct participants and indirect participants to beneficial owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name" and will be the responsibility of such participants and not of DTC, the Company or the U.S. Transfer Agent, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of distributions and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Company or the U.S. Transfer Agent, disbursement of such payments to direct DTC participants will be the responsibility of DTC, and disbursement of such payments to the beneficial owners will be the responsibility of the relevant direct and indirect DTC participants. Shareholders that hold book-entry interests in the Shares through DTC will receive all distributions of dividends or other payments with respect to the Shares in U.S. dollars unless they have submitted alternative instructions to the extent permitted by, and in accordance with the procedures of, DTC and the relevant direct and indirect DTC participants.

Shares outside of the systems of DTC may be recorded in a non-certificated registered form, including through DRS. DRS is a service offered by DTC that provides registered shareholders of a company with the option of holding their shares in their own name on the books and records of the transfer agent or company in book-entry form.

DTC and Cede & Co. have their offices at 55 Water Street, 25th Floor, New York, NY 10041-0099, the United States.

3.3.3 Euroclear Bank and Euroclear Nederland

Euroclear Bank and Euroclear Nederland hold securities for participating organizations and facilitate the clearance and settlement of securities transactions between their respective participants through electronic book-entry changes in accounts of such participants. Euroclear Nederland, the Dutch CSD, operates the Dutch book-entry clearing and settlement system in which securities listed on Euronext Amsterdam are included. Euroclear Nederland's book-entry system is governed by the Dutch Securities Giro Transactions Act (*Wet giraal effectenverkeer*). This act aims at protecting investors in the event of bankruptcy of their intermediary.

Euroclear Bank and Euroclear Nederland provide to their respective participants, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities and securities lending and borrowing. Euroclear Bank and Euroclear Nederland participants are financial institutions throughout the world, including securities brokers and dealers, banks, trust companies, clearing corporations and certain other organizations.

Euroclear Bank and Euroclear Nederland have established an electronic bridge between their two systems across which their respective clients may settle trades with each other. Euroclear Nederland facilitates settlement on the T2S platform. Euroclear Bank has signed a framework agreement with the European Central Bank to join the T2S platform and is expected to be able to facilitate settlement on the T2S platform following successful integration into the platform in the future. Both Euroclear Nederland and Euroclear Bank facilitate settlement via cross-border direct or indirect links with other national or international CSDs, including Iberclear. Through the T2S platform, Euroclear Bank and Euroclear Nederland simultaneously transfer securities from the seller to the buyer while sending the proceeds from the buyer to the seller. Indirect access to Euroclear Bank or Euroclear Nederland is also available to others, such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a Euroclear Bank or Euroclear Nederland participant, either directly or indirectly.

Distributions of dividends and other payments with respect to book-entry interests in the Shares held indirectly through Euroclear Bank in DTC are expected to be credited to the cash accounts of the relevant Euroclear Bank or Euroclear Nederland participants in accordance with the relevant system's rules and procedures. Holders of book-entry interests in the Shares holding through Euroclear Nederland and its participant entities (including Iberclear) are expected to receive all distributions or other payments with respect to book-entry interests in the Shares in Euro, whilst holders of book-entry interests in the Shares holding through intermediaries who are direct participants in Euroclear Bank – except for Euroclear Nederland and its participant entities, as described above – are expected to receive all distributions or other payments with respect to book-entry interests in the Shares in U.S. dollar.

The process for Shareholders registered with and settled through Euroclear Bank or Euroclear Nederland and its participants to exercise the rights attached to their Shares (including the right to vote at General Meetings and any preemptive right in respect of the issue of new Shares or any election in a scrip dividend program), may take longer than it will for holders of the Shares registered with and settled through DTC. In particular, the deadline for receiving instructions from Shareholders registered with and settled through Euroclear Bank or Euroclear Nederland and its participants in respect of any voluntary event of the Company could be shorter than the deadline otherwise applicable for Shareholders registered with and settled through DTC.

Both Euroclear Nederland and Iberclear facilitate settlement of any corporate event, distributions of dividends and other payments with respect to book-entry interests in the Shares through the T2S platform.

Euroclear Nederland has its offices at Herengracht 459-469, 1017 BS Amsterdam, the Netherlands. Euroclear Bank has its offices at 1 Boulevard du Roi Albert II, B-1210 Brussels, Belgium.

3.3.4 **Iberclear**

3.3.4.1 **Information on Iberclear**

Transactions carried out for equity securities on the AQS are cleared through BME Clearing as central clearing counterparty (CCP), and settled and recorded through Iberclear, as the Spanish CSD. Iberclear and its participant entities are responsible for keeping records in book-entry form of equity securities listed on the Spanish Stock Exchanges and traded through the AQS, including book-entry interests in the Shares. The recording system is a two-tier registry in which the keeping of the central record accrues to Iberclear and the keeping of the detail records accrues to the participant entities in Iberclear. Iberclear manages the central registry, which reflects (i) one or more proprietary accounts reflecting the balances of the participant entities' proprietary accounts; (ii) one or more general third-party accounts reflecting the overall balances held by the participant entities for third parties; (iii) individual accounts opened in the name of the owner, either a natural person or a legal entity; and (iv) individual special accounts of financial intermediaries that use the optional order settlement procedure. Each participant entity maintains the detail records of the owners of such shares.

Iberclear and BME Clearing are owned by *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.*, a holding company that holds a 100% interest in each of the Spanish official secondary markets and settlement systems.

To evidence confirmation of beneficial ownership of the book-entry interests in the Shares, the relevant participant entity must issue a certificate of ownership at the owner's request. If the beneficial owner is a participant entity, Iberclear is in charge of the issuance of the certificate with respect to the beneficial ownership of the Shares held in the participant entity's name.

BME Clearing is the CCP in charge of the clearing of transactions closed on the Spanish Stock Exchanges. BME Clearing interposes itself on its own account as seller in every share purchase and as buyer in every share sale, calculating buy and sell positions *vis-à-vis* the participants designated in such buy or sell instructions. The CCP then generates and sends to Iberclear the relevant settlement instructions. The settlement and registration platform managed by Iberclear (ARCO), receives the settlement instructions from BME Clearing and forwards them to the relevant Iberclear participant entities involved in each transaction. ARCO operates under a "T+2 Settlement Standard", by which any transactions must be settled within two AQS trading days following the date on which the relevant transaction was completed.

Distributions of dividends and other payments with respect to book-entry interests in the Shares held indirectly through Iberclear through Euroclear Nederland are expected to be credited to the cash accounts of the Iberclear participants in accordance with its rules and procedures. Holders of book-entry interests in the Shares holding through Iberclear are expected to receive all distributions or other payments with respect to book-entry interests in the Shares in Euro. Please see section 3.3.3 "*Euroclear Bank and Euroclear Nederland*" above on the distribution of dividends and other payments regarding Euroclear Bank and Euroclear Nederland.

Iberclear has its offices at Plaza de la Lealtad 1, 28014 Madrid, Spain.

3.3.4.2 **Arrangements for the registration and settlement of Shares through Iberclear and clearing by BME Clearing**

Iberclear permits the use of its direct participant account with Euroclear Nederland for the purposes of the holding by Iberclear in Euroclear Nederland of the book-entry interests in the Shares (hereinafter referred to as Shares) that shareholders elect to register with and settle through Iberclear and its participants from time to time.

Arrangements are in place between Iberclear and Euroclear Nederland so that the aggregate number of Shares registered from time to time in the book-entry system managed by Iberclear and its participants are supported by an equivalent balance of Shares held by or on behalf of Iberclear in Euroclear Nederland.

Accordingly, Iberclear will, in respect of the Shares:

- Process at the request of the holders of Shares movements of the Shares in and out of the Iberclear system.
- Distribute to Iberclear participants any dividends and other distributions on the Shares received from the Company via Euroclear Nederland for onward distribution to the holders of Shares.
- Forward to Iberclear participants for onward distribution to the holders of Shares information on corporate events (including the annual General Meeting, dividend distributions and other corporate actions) received from the Company via Euroclear Nederland.

With respect to elective corporate events, including the annual General Meeting, scrip dividends, rights offerings and other corporate actions requiring holders of Shares to provide instructions, Iberclear provides the services associated with receiving and processing instructions from holders of Shares and ensuring the orderly execution of such corporate action in respect of the Shares registered with and settled through Iberclear.

The process for Shareholders registered with and settled through Iberclear and its participants to exercise the rights attached to their Shares (including the right to vote at General Meetings and any pre-emptive right in respect of the issue of new Shares or any election in a scrip dividend program), may take longer than it will for holders of the Shares registered with and settled through another CSD (such as Euroclear Nederland or DTC). In particular, the deadline for receiving

instructions from Shareholders registered with and settled through Iberclear and its participants in respect of any voluntary event of the Company could be shorter than the deadline otherwise applicable for Shareholders registered with and settled through another CSD (such as Euroclear Nederland or DTC).

Iberclear and Euroclear Nederland have established an electronic bridge between their two systems in T2S across which their respective clients may settle trades with each other. Both Iberclear and Euroclear Nederland facilitate settlement of any corporate event, distributions of dividends and other payments with respect to book-entry interests in the Shares through the T2S platform.

3.3.5 The Spanish Automated Quotation System (AQS)

The AQS links the four Spanish Stock Exchanges and is operated and regulated by *Sociedad de Bolsas*. All trades on the AQS must be placed through a brokerage firm, a dealer firm or a credit entity that is a member of a Spanish Stock Exchanges.

In a pre-opening session held from 8:30 a.m. to 9:00 a.m. (CET) each trading day, an opening price is established for each security traded on the AQS based on a real-time auction in which orders can be entered, modified, or cancelled but not executed. During this pre-opening session, the system continuously displays the price at which orders would be executed if trading were to begin at that moment. Market participants only receive information relating to the auction price (if applicable) and trading volume permitted at the current bid and offer price. If no auction price exists, the best bid and offer price and associated volumes are shown. The auction ends with a random 30-second period during which share allocation takes place. Until the allocation process is completed, orders cannot be entered, modified, or cancelled. In exceptional circumstances (including the inclusion of new securities on the AQS) and after giving notice to the CNMV, *Sociedad de Bolsas* may set an opening price without regard to the reference price (*i.e.*, the previous trading day's closing price), alter the price range for permitted orders with respect to the reference price or modify the reference price.

Automated trading hours are from 9:00 a.m. to 5:30 p.m. (CET). During the trading session, the trading price of a security is permitted to vary up to a maximum so called "static" range of the reference price, provided that the trading price for each trade of such security is not permitted to vary in excess of a maximum so-called "dynamic" range with respect to the trading price of the immediately preceding trade of the same security. If, during the trading session, there are matching bid and offer orders for a security within the automated system that exceed any of the above "static" and/or "dynamic" ranges, trading on the security is automatically suspended and a new auction is held at which a new reference price is set, and the "static" and "dynamic" ranges will apply over such new reference price. The "static" and "dynamic" ranges applicable to each particular security are set up and periodically reviewed by *Sociedad de Bolsas*. From 5:30 p.m. to 5:35 p.m. (CET), (the period known as the "closing auction"), orders can be entered, modified and cancelled, but no trades can be made.

Information with respect to the automated trades that take place between 9:00 a.m. and 5:30 p.m. (CET) is made public immediately, and information with respect to trades that occur outside the automated matching system is reported to *Sociedad de Bolsas* by the end of the trading day and is also published in the Stock Exchange Official Gazette (*Boletín de Cotización*) and on the computer system by the beginning of the next trading day.

3.4 Dilution

There will be no dilution of the Ferrovial Shareholders as a result of the Admission. For a description of any dilution as a result of the Merger, see section 4.19 "*The Merger—Dilution*".

3.5 Agents

ING Bank N.V. is the NL Agent with respect to the NL Admission and the Facility Agent. Banco Santander, S.A. is the ES Agent with respect to the ES Admission. Computershare Inc. and/or Computershare Trust Company N.A. is the U.S. Transfer Agent.

3.6 Expenses

The estimated expenses, commissions, and taxes payable by the Company in relation to the Merger and the Admission amount to approximately EUR 20 million.

4 THE MERGER

4.1 Introduction

On 28 February 2023, the Group announced plans to improve its competitive position and further unlock the Group's international potential, by (i) replacing Ferrovia for the Company as the Group's parent and listing vehicle, and (ii) adding another listing on Euronext Amsterdam.

It is proposed that such replacement of Ferrovia by the Company as the Group's parent is implemented through a cross-border merger by absorption between Ferrovia, as the absorbed company, and the Company, as the absorbing company, as a result of which at the Merger Effective Time:

- the Company will acquire all of Ferrovia's assets, liabilities, and other legal relationships by universal succession of title;
- the Company will allot to Ferrovia Shareholders Shares in exchange for the Ferrovia Shares they hold immediately prior to the Merger Effective Time; and
- Ferrovia will be dissolved without going into liquidation and will cease to exist,

in each case in accordance with the Common Draft Terms, as included as Annex A to this Prospectus.

The Merger will take place pursuant to Title 7, Book 2 of the Dutch Civil Code (BW) and the Spanish Law 3/2009 of 3 April on structural modifications of business corporations (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles* (LME)).

The exchange ratio between the Ferrovia Shares and the Shares will be one Share for each Ferrovia Share (1:1) (other than any Ferrovia Shares held by either Ferrovia in treasury or the Company at such time). No cash consideration will be paid by the Company or Ferrovia to Ferrovia Shareholders in connection with the Merger.

For those Ferrovia Shareholders who voted against the Merger at the Ferrovia General Meeting, a Withdrawal Mechanism was provided pursuant to which such Ferrovia Shareholders had the opportunity to elect not to become Shareholders. See section 4.8 "*Withdrawal Mechanism*" for a summary of the withdrawal rights of dissenting Ferrovia Shareholders.

The Merger will be effective at 00:00 CET of the first day after the day of the execution of the Dutch law governed notarial deed of Merger (the Merger Effective Time), with the Shares expected to be admitted to listing and trading on the Spanish Stock Exchanges by 9.00 a.m. (CET) on 16 June 2023 and on Euronext Amsterdam by 9.00 a.m. (CET) on 16 June 2023.

4.2 Information on the participating companies

The Merger is a cross-border merger by absorption between Ferrovia, as the absorbed company, and the Company, as the absorbing company. An overview of the Group's business, investments and legal and arbitration proceedings can be found in sections 6 "*Business*" and 8 "*Operating and Financial Review*". See section 2.14 "*Important Information—Documents Incorporated by Reference*" for information on Ferrovia, the Company's and the Group's financial information for the periods referred to herein. See section 10.1 "*Description of Share Capital—General*" for general and corporate information on Ferrovia and the Company.

4.3 Background to and reasons for the Merger

Ferrovia and the Company both belong to the Group, an international group engaged in the business of (i) developing and operating toll roads, airports and other transport and energy infrastructure; (ii) mobility solutions; and (iii) engineering and construction. In particular, Ferrovia is currently the parent company of the Group and the Company is a wholly-owned subsidiary of Ferrovia. Pursuant to the Merger, the Company will become the parent company of the Group.

The Group is one of the largest European players in the transportation and mobility infrastructure business in terms of construction revenue generated outside of each company's home country in 2021 in USD millions (as shown by inclusion in the [ENR's 2022 Top 250 International Contractors | Engineering News-Record](#) and [The Global 2000 2022 \(forbes.com\)](#)), with operations in seven jurisdictions across the continent and twenty-one jurisdictions worldwide. The Merger is expected to further enhance the Group's international potential by providing the following strategic and operational benefits.

An international group retaining its European heritage

The Group is an international corporation with most of its business outside of Spain and a strong international shareholder base. Such business is largely international, with 82% of the Group's revenues in 2022 outside of Spain. In this vein, more than 90% of the Group value, on an equity valuation basis, lies in its assets outside Spain, and over 90% of Ferrovia's institutional shareholder base consists of international investors (as of February 2023). Furthermore, the presence of the Group is growing in North America, where a large part of the Ferrovia Group's current and future opportunities and growth are expected to come from.

The Group is already present in the Netherlands. Its international business is already managed through the Company, a European public limited liability company (*Societas Europaea*) based in the Netherlands, which heads all of the Group's international assets. As a consequence of the Merger, the Company will become the global parent of the Group. The Netherlands is the country of choice for many comparable, globally active corporations with a strong presence in both Europe and North America. It is an AAA rated jurisdiction with trusted regulations and a sound corporate governance framework. By converting the Company, current head of its international business, in its new parent company, the Group is taking one step forward in its positioning strategy as an international player cognizant of its European heritage.

Improved funding

The Netherlands is awarded, and has been awarded for decades, the highest credit ratings on the back of its low debt-to-GDP ratio and historically prudent fiscal policy. It has consistently been rated AAA by all major agencies since the early 1990s, with only a temporary, one-notch decline according to some of them between 2012 and 2015. Strong credit standing and stability are considered major strengths of the Dutch economy. Accordingly, the Group believes companies based in the Netherlands have enjoyed lower volatility in their financing costs, thanks to a more stable country risk premium in comparison to other European countries. This lower volatility should lead to lower financing costs in corporate bonds along time and ultimately, also benefit the overall cost of capital. By relocating its parent company to the Netherlands, the Group seeks to benefit from improved funding conditions, especially in light of the central banks' contraction of their balance sheets.

Enhancing brand awareness

The Group believes the Netherlands will offer the opportunity to enhance the Group's brand awareness in Europe and throughout the world. As indicated, the Netherlands is currently a business hub for many international corporations with transcontinental ties. Establishing a stronger presence in the Netherlands is expected to attract international talent. The Group also expects its presence in the Netherlands and greater international awareness to facilitate access to an increased investor base connected to international investors.

A proven platform to be listed in the United States

In addition to its inherent advantages as home jurisdiction for the Group, the Netherlands is a proven platform to allow the Shares to be listed and traded simultaneously in Spain, the Netherlands and, in time, also the United States. The Group believes that being a Dutch listed company will facilitate the future listing and trading of those same Shares in the United States and given the appropriate conditions, their inclusion in local indexes. Conversely, there are no precedents of shares in a Spanish company being traded in the United States other than in the form of American depositary receipts or by other indirect means, and such American depositary receipts are not eligible for indexation. Being listed in the United States is a strategic objective of the Group for the following reasons:

- A relevant part of the Group's current business originates in North America and the United States in particular. The Group believes it enjoys a long-standing position, sound reputation and a strong value-creation track record in that region, with operations for almost 20 years. Moreover, the Group's business is expected to further concentrate on North America. 92% of its committed capital expenditure for the 2023-2027 period relates to this geography, with key growth projects such as the NTO at JFK airport in New York, the I-66 toll road in Virginia and the NTE 35W 3C toll road in Texas. In the Group's view, each of those projects is of an appropriate scale, benefits from attractive conditions and long-term cash flows and, together, they are at the core of the Group's future growth strategy in the region and globally. Furthermore, the Group believes that the United States is one of the world's largest transportation infrastructure markets in terms of public transportation market size (source: [Global Public Transportation Market Size Report, 2028 \(grandviewresearch.com\)](https://www.grandviewresearch.com/industry-analysis/global-public-transportation-market-size-report-2028)) and has one of the world's largest investors' communities while, at the same time, it has few specialized players in the Group's industry offering attractive investment opportunities in equity capital markets. The Group believes that, by potentially listing on one of the stock exchanges in the United States, it could seek to leverage its strong position and pipeline to meet the local demand for investment in transportation infrastructure. Moreover, being present in the local capital markets will provide Ferrovial with long-term strategic flexibility to carry out corporate transactions in that region if and when appropriate; and
- The Group believes that enhanced presence in North America will further reinforce local brand awareness, in particular *vis-à-vis* states and local regulators, who play a key role in the awarding of new projects, and talent. This enhanced presence is expected to allow the Group to seize additional value-creation opportunities and further leverage its capabilities with improved access to one of the world's largest and most qualified employment markets.

For all of the above-mentioned reasons, the Group believes the Merger to be a natural step forward in aligning the Group's corporate structure with its international business profile and growth strategy.

4.4 Effect of the Merger

It is envisaged that the Merger will have the follow effects on Ferrovial and the Company:

Assets and liabilities

- Ferrovial's assets, liabilities and other legal relationships will be transferred to the Company by universal succession of title as a result of the Merger. It is intended that certain assets, liabilities and other legal relationships will be allocated to the Company's Spanish branch office at the Merger Effective Time.

Activities

- The activities of Ferrovial will be continued by the Company in materially the same manner after the Merger Effective Time.

Employment

- As referred to under "assets and liabilities" above, it is envisaged that certain legal relationships of Ferrovial will be allocated to the Company's Spanish branch office at the Merger Effective Time. Pursuant to article 44 of the Spanish Statute of Workers (*texto refundido de la Ley del Estatuto de los Trabajadores, aprobado por el Real Decreto Legislativo 2/2015, de 23 de octubre*), such allocation will trigger a transfer of undertaking (*sucesión de empresas*). As a result, the Company's Spanish branch office will substitute Ferrovial as the employer of its employees, automatically and by operation of the law. This change of employer will be the only direct consequence of the Merger for Ferrovial's employees.

Apart from the foregoing, the Merger will not have any direct effects on Ferrovial's employees. Moreover, the employees' terms and conditions will not be affected by the Merger and will remain the same.

After the Merger Effective Time some of Ferrovial's employees may voluntarily relocate to the Netherlands. Similarly, it is possible that certain other Ferrovial employees transfer and become employed by other operative subsidiaries of the Group in Spain. In both cases, these would be voluntary transfers, which would be carried out complying with the employees' consolidated rights and their employment terms and conditions.

Goodwill and distributable reserves

- As of the date of this Prospectus, the Company does not have any goodwill items on its standalone balance sheet and no goodwill is expected to be created on the Company's balance sheet as a result of the Merger.
- The Merger is expected to have the following effects on the distributable reserves of the Company:
 - the distributable reserves of the Company will be increased (in case of a positive value) or decreased (in case of a negative value) by the net book value of assets and liabilities of Ferrovial, excluding the interest held by Ferrovial in the Company, as transferred to the Company as a result of the Merger (such amount, on 31 December 2022, as per the merger balance sheet of Ferrovial, amounting to approximately negative EUR 4,166,000,000);
 - the distributable reserves of the Company will be increased by the aggregate nominal value of the Shares cancelled at the occasion of the Merger; and
 - the distributable reserves of the Company will be decreased by the aggregate nominal value of the Shares allotted at the occasion of the Merger.

Effective place of management

Following the Merger, the place of effective management of the parent company of the Group will change from Spain to the Netherlands.

There are no further changes expected to the operations, principal activities or products and services and locations of Ferrovial and the Company, including no known material disinvestments after the effectiveness of the Merger, nor cancellation of future investments or disinvestments previously announced.

Other

Following the Merger, the Group expects to repurchase the outstanding hybrid bonds issued by Ferrovial Netherlands B.V. (known as the EUR 500,000,000 Undated 5.5 Year Non-Call Deeply Subordinated Guaranteed Fixed Rate Reset Securities) at par, through a bond buyback program. The bond buyback, if executed, will be funded with available cash until a replacement of such hybrid bond issuance is sought in the future when market conditions stabilize and more favorable financing terms are achievable.

Following the Merger, all senior debt issuances will remain outstanding.

4.5 Common Draft Terms, Merger Directors' Reports and Independent Experts' Reports

4.5.1 Common Draft Terms

The Ferroviaal Board and the Board have prepared and adopted the Common Draft Terms which set out the terms and conditions of the Merger in accordance with the LME (for Spanish law purposes) and the BW (for Dutch law purposes).

With regard to Spanish law, the Common Draft Terms have been published on Ferroviaal's corporate website (in Spanish at <https://www.ferrovial.com/es/documentos-de-fusion/>, and in English at www.ferrovial.com/en/merger-documents/). A notice that the Common Draft Terms were published on Ferroviaal's corporate website was also published in the Official Gazette of the Spanish Commercial Registry (*Boletín Oficial del Registro Mercantil*) with a reference to Ferroviaal's corporate website, and to the date on which they were published on it. The publication of the Common Draft Terms on Ferroviaal's corporate website and the further publication of the notice in the Official Gazette of the Spanish Commercial Registry took place on 28 February 2023 and 10 March 2023, respectively, and at least one month in advance of the date of the Ferroviaal General Meeting called to vote on the Merger. The Common Draft Terms have been kept available on Ferroviaal's corporate website until the term for the creditors to oppose the Merger elapsed. Before the publication of the call for the Ferroviaal General Meeting that voted on the Merger, the documents referred to in article 39 LME were published on the corporate website of Ferroviaal, available for downloading and printing.

With regard to Dutch law, the Common Draft Terms have been filed with the Dutch Trade register, together with the relevant documentation as required under Dutch law. In addition, the Common Draft Terms and the Company Merger Report, together with such other documentation as required under Dutch law, have been made available at the offices of the Company for inspection by those persons entitled to inspect them pursuant to Dutch law. The documents will remain available for inspection until six months after the Merger Effective Time. The announcement of the aforementioned filing under Dutch law has been published (i) in a Dutch nationally distributed newspaper and (ii) in the Dutch State Gazette (*Nederlandse Staatscourant*).

In addition to the foregoing, Ferroviaal and the Company will comply with any information obligations pursuant to the applicable securities market regulations.

4.5.2 Merger Directors' Reports

Pursuant to the LME, the Ferroviaal Directors have prepared a report on the Common Draft Terms, explaining and justifying the legal and economic aspects of the Merger, as well as addressing the repercussions of the Merger on the Ferroviaal Shareholders, creditors and employees.

Pursuant to the BW, Ferroviaal, as sole shareholder of the Company, waived the Board's obligation to prepare a report on the Common Draft Terms. Nevertheless, the Board has prepared a report addressing certain repercussions of the Merger for employees (the Company Merger Report, and together with the Ferroviaal Merger Report, the Merger Director's Reports).

The Merger Directors' Reports are included as Annex B and Annex C to this Prospectus.

4.5.3 Independent Expert Report

As required under the BW, the independent expert appointed by the Board has prepared a declaration which assesses that shareholders' equity of Ferroviaal, as at 31 December 2022, being the date of its interim equity statement as referred to in section 2:328 subsection 1 BW, on the basis of valuation methods generally accepted in the Netherlands, was at least equal to the sum of (i) the nominal paid-up amount of the aggregate number of Shares to be allotted to the Ferroviaal Shareholders upon completion of the Merger, (ii) any cash payments to which Ferroviaal Shareholders are entitled according to the proposed exchange ratio and (iii) the aggregate amount of cash compensation that Ferroviaal Shareholders may claim pursuant to the Withdrawal Mechanism (the Independent Expert Report).

Ferroviaal, as sole shareholder of the Company, waived the applicability of the requirements under Dutch law for a report by the independent expert appointed by the Board to include a statement of the reasonableness of the Merger Exchange Ratio and to confirm that the statements in the Company Merger Report meets the relevant requirements under the BW.

Pursuant to the LME, no independent expert's report on the Common Draft Terms is required from a Spanish law perspective and therefore no such report has been prepared.

The Independent Expert Report is included as Annex D to this Prospectus.

4.6 Merger conditions

The Ferroviaal Board and the Board will only give effect to the Merger (i) after satisfaction or, if permitted by law, (ii) joint waiver by Ferroviaal and the Company of the following conditions:

- the financial obligations of Ferroviaal arising out of the exercise of rights of Ferroviaal Shareholders pursuant to the Withdrawal Mechanism, including the amounts payable to the Ferroviaal Shareholders who exercise such rights and any other amounts payable to third parties in connection with such exercise, not exceeding EUR 500 million;

- Euronext Amsterdam having provided to the Ferrovia Board and the Board reasonable assurance that upon allotment of the Shares pursuant to the Merger, the Shares will be admitted to listing and trading on Euronext Amsterdam; and
- the Ferrovia Board and the Board having received reasonable assurance that upon allotment of the Shares pursuant to the Merger, the Shares will be admitted to listing and trading on the Spanish Stock Exchanges.

On 12 June 2023, the Ferrovia Board and the Board have declared that the conditions set out above have been satisfied.

4.7 Special rights, creditors

There are no natural or legal persons who, in any capacity other than as holders of Ferrovia Shares, have special rights as referred to in article 31.4.^a LME and article 2:320 subsection 1 BW towards Ferrovia, such as rights to receive a distribution of profits or to acquire newly issued Ferrovia Shares. Therefore, no special rights and no compensation as referred to in the above-mentioned sections will be granted.

Creditors of Ferrovia and the Company had the right to oppose the Merger subject to the terms provided for in applicable law, as described below.

4.7.1 The Company's creditors' opposition right

Creditors of the Company were able to exercise their opposition rights *vis-à-vis* the Company on the terms and subject to the conditions provided for in section 2:316 BW. Section 2:316 BW, as currently enacted, provides, *inter alia*, that the creditors' opposition right may be exercised within one month of the announcement that the common draft terms of a cross-border merger have been deposited or disclosed for public inspection.

During the creditor opposition period, no creditor of the Company exercised this right.

4.7.2 Ferrovia's creditors' opposition right

Creditors of Ferrovia were able to exercise their opposition right *vis-à-vis* Ferrovia on the terms and subject to the conditions provided for in article 44 LME.

Article 44 LME, as currently enacted, provides, *inter alia*, that the creditors' opposition right may be exercised within one month of the date on which the last of the announcements that the Merger has been approved by the relevant general shareholders' meeting in (i) the *Spanish* Official Gazette of the Commercial Registry (*Boletín Oficial del Registro Mercantil –BORME*) and (ii) a widely circulated newspaper in Madrid is published.

During the creditor opposition period, no creditor of Ferrovia exercised this right by the delivery of a reliable communication to Ferrovia.

4.8 Withdrawal Mechanism

Pursuant to the LME, holders of Ferrovia Shares who voted against the Merger at the Ferrovia General Meeting were granted the right to exercise their withdrawal rights in respect of the Ferrovia Shares that were owned by them five days before the Ferrovia General Meeting and still owned by them at the time they exercised the right (the Withdrawal Mechanism), which entitled any withdrawing Ferrovia Shareholders to a cash compensation (the Withdrawing Shareholders).

In accordance with the restated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010, of 2 July (the LSC), Ferrovia Shareholders could exercise their withdrawal rights within one month from the announcement in the Official Gazette of the Commercial Registry of the Ferrovia General Meeting's Merger approval.

No Ferrovia Shareholders exercised their withdrawal rights in respect of their Ferrovia Shares.

4.9 Cash compensation under the Withdrawal Mechanism

In accordance with the LSC, in conjunction with applicable securities market regulations, the cash compensation payable to the Withdrawing Shareholders was EUR 26.0075 per Ferrovia Share, corresponding to the average trading price of Ferrovia Shares during the three-month period ending on 27 February 2023 (*i.e.*, the day prior to that on which the Merger was disclosed to the market).

Given that no withdrawal rights were exercised in respect of the Ferrovia Shares, no cash compensation is payable by Ferrovia under the Withdrawal Mechanism.

4.10 Share exchange ratio, procedure and consideration

At the Merger Effective Time, the Shares are allotted to Ferrovia Shareholders on the basis of the Merger Exchange Ratio (which is one Share in exchange for each Ferrovia Share (1:1), other than any Ferrovia Shares held by either Ferrovia in treasury or by the Company at such time). The Shares allotted in the Merger are fully fungible with the existing Shares at the time of effectuation of the Merger.

No cash consideration will be paid by the Company or Ferroviaal to Ferroviaal Shareholders in connection with the Merger. Except for the Withdrawal Mechanism, no other contingent consideration was agreed in the context of the Merger.

At the Merger Effective Time, each issued Ferroviaal Share will be cancelled by operation of law.

In the context of the Merger, the Company implemented an amendment to its articles of association pursuant to which its share capital was reduced (the Capital Reduction). For a description of the Capital Reduction, see section 10.3 "*Description of Share Capital—Share Capital*".

At the Merger Effective Time, all Shares in issuance immediately prior to the Merger Effective Time will be cancelled in accordance with the BW, save for a number of Shares that is equal to the number of Ferroviaal Shares held by Ferroviaal in treasury immediately prior to the Merger Effective Time. Such Shares will become treasury shares of the Company as a result of the Merger.

As a result thereof in combination with the Merger Exchange Ratio, immediately following the Merger Effective Time, the Ferroviaal Shareholders hold the same number of Shares as the number of Ferroviaal Shares they held immediately prior to the Merger Effective Time.

The relevant information on the procedure for the exchange of Ferroviaal Shares for Shares has been communicated by Ferroviaal to the market through its corporate website (www.ferroviaal.com) and the website of the CNMV.

4.11 Treasury Shares and Ferroviaal Shares held by the Company

At the Merger Effective Time each Ferroviaal Share held by Ferroviaal in treasury or the Company at such time will be cancelled by operation of law without consideration, in accordance with the LME.

For a discussion of treasury shares held by the Company immediately prior to and upon completion of the Merger, see section 4.10 "*Share exchange ratio, procedure and consideration*".

4.12 Listing of the new Shares

Application has been made for the Admission under the symbol "FER" with ISIN NL0015001FS8. It is expected that Admission will become effective and that dealings for normal settlement in the Shares will commence as soon as reasonably practicable following the Merger Effective Time. For a detailed description of the Admission, see section 3 "*The Admission*". The Company also plans to apply for admission to listing and trading of the Shares on one of the stock exchanges in the United States in due course.

4.13 Receipt of Shares by Ferroviaal Shareholders located in the United States

In accordance with article 497 bis of the LSC, the ownership and exercise of the economic and political rights over Ferroviaal Shares correspond to the shareholder, being the "shareholder of record", which may be an intermediary entity that holds such shares on behalf of the ultimate beneficiaries or another intermediary entity. Ferroviaal is not involved in, and has no control over, the relations between the ultimate beneficial owner and the intermediary entity or entities forming part of the chain of intermediary entities. The ultimate beneficial owner is not regarded as a shareholder and obligations established with respect to the ultimate beneficial owner are incumbent solely on the intermediary entity or entities, which are responsible for complying with such obligations. In the context of the Merger, Ferroviaal Shareholders will receive one Share for each Ferroviaal Share held by them immediately prior to the Merger Effective Time. Thus, in the context of the Merger, the Company will allot the Shares to the Ferroviaal Shareholders, who are the "shareholders of record" (the Ferroviaal Shareholders of Record) and who may not be the ultimate beneficiaries of such Shares.

Any Ferroviaal Shareholder who is a U.S. Person and is not a QIB (or a person reasonably believed to be a QIB) shall under U.S. law be ineligible to receive the Shares or beneficial entitlements thereto (each, a Restricted Holder). The Shares or beneficial entitlements thereto (the Restricted Holder Shares) of such Restricted Holders shall thus be transferred by the relevant Ferroviaal Shareholder of Record to the Facility Agent appointed by the Company on the basis that such Facility Agent shall sell the Restricted Holder Shares through the Market Sale Process.

Each ultimate beneficial holder of Ferroviaal Shares that is a U.S. Person and is a QIB (or a person reasonably believed to be a QIB) (each such person, an Eligible U.S. Beneficial Holder) who wishes to receive the beneficial entitlements to such Shares in the context of the Merger is required to complete and return to its respective custodian, bank, stockbroker or another financial intermediary through which the beneficial entitlements to Ferroviaal Shares are held, a U.S. Representation Letter, as set out in Annex E to this Prospectus, no later than 17:00 CET on 13 June 2023 or earlier. The custodian, bank or stockbroker may set an earlier deadline for such communication by Eligible U.S. Beneficial Holders to permit the custodian, bank or stockbroker to process the beneficial entitlements to the Shares in the context of the Merger.

Accordingly, Eligible U.S. Beneficial Holders holding Ferroviaal Shares through a financial intermediary should comply with the dates communicated by such financial intermediary, as such dates may differ from the dates and times noted in this Prospectus.

The form of U.S. Representation Letter, set out in Annex E to this Prospectus, has been distributed to custodians, nominees and other financial intermediaries to distribute to those for whom they hold Ferroviaal Shares and is also available from the Company.

Any custodian, nominee or other financial intermediary, which is the Ferroviaal Shareholder of Record, holding Ferroviaal Shares on behalf of any U.S. Person must, upon allotment of the Shares in the Merger, either:

- if such U.S. Person is a QIB and delivers an executed U.S. Representation Letter to it, no later than 17:00 CET on 13 June 2023 or earlier (as previously communicated to the relevant Ferroviaal Shareholders of Record on 27 March 2023 and 1 June 2023), make sure that its records are updated to reflect the beneficial entitlements of Eligible U.S. Beneficial Holder to such Shares and send a copy of such executed U.S. Representation Letter to the Facility Agent, or
- if such U.S. Person is not a QIB or has not delivered an executed U.S. Representation Letter as contemplated above, transfer the Restricted Holder Shares of such U.S. Person to the Facility Agent appointed by the Company by 20 June 2023 at 12:00 CET, in accordance with the relevant procedures set by the Facility Agent.

The Facility Agent shall, as soon as reasonably practicable after 20 June 2023, sell the Restricted Holder Shares for a period of ten business days or such other period as the Facility Agent deems reasonably necessary or desirable at the market price prevailing at the time of sale, on or off a securities exchange, and in one or more tranches (whether pursuant to a book build or otherwise) (the Market Sale Process). The Facility Agent will calculate the average sale price of the Restricted Holder Shares sold during the sales period, and remit the cash proceeds thereof to the relevant custodian, nominee or other financial intermediary (net of any taxes) within five business days (once the sale of the relevant Restricted Holder Shares has been completed and the corresponding funds are received), which in turn shall remit such proceeds to the relevant Restricted Holder. The sale of the Restricted Holder Shares by the Facility Agent may be subject to applicable fees and expenses which will be for the account of the Company.

No guarantee can be given by Ferroviaal, the Company, or by the Facility Agent as to the timing and the price at which the Restricted Holder Shares in the context of the Market Sale Process will be sold. The Market Sale Process is being provided solely by the Company as an accommodation to Restricted Holders only. Restricted Holders should be aware that any sale of the Restricted Holder Shares by the Facility Agent as discussed above will not be underwritten and the cash proceeds to be received as a result thereof (net of any taxes) are uncertain. None of the Company, the Facility Agent, Ferroviaal, the Group or any of their respective directors, affiliates, associates or agents shall have any liability to Restricted Holders to achieve a particular price per Share. Any remittance of the cash proceeds shall be at the risk of the relevant Restricted Holder. Neither the Company, nor the Facility Agent will have any obligations whatsoever (subject to applicable law, regulations and rules) in relation to the timing of such sales or the price obtained and such sales may be made individually or together with other Shares to which the foregoing restrictions apply.

The Facility Agent has been appointed by the Company as facility agent for the purpose as set out above. The Facility Agent shall have no fiduciary duty towards any Restricted Holder, custodian, nominee or other financial intermediary nor shall there be any type of client relationship between the Facility Agent and any Restricted Holders or their custodians, nominees or other financial intermediaries as a result of any sale of Restricted Holder Shares.

Ferroviaal Shareholders who voted against the Merger at the Ferroviaal General Meeting including Restricted Holders, were granted the right to make use of the Withdrawal Mechanism (see section 4.8 "*Withdrawal Mechanism*" for a full description of the Withdrawal Mechanism). No Ferroviaal Shareholders exercised their withdrawal rights in respect of their Ferroviaal Shares.

4.14 Notice to Ferroviaal Shareholders in certain other jurisdictions

The securities laws and regulations of certain jurisdictions other than the U.S. (for the U.S. the procedure set forth above will apply) may restrict the ability of shareholders with registered addresses, or who are resident or located, in, or who are organized under the laws of, certain jurisdictions to receive Shares or beneficial entitlements thereto. Ferroviaal Shareholders and persons with beneficial entitlements to Ferroviaal Shares should inform themselves about and should observe all compliance of the laws of the jurisdiction in which they are situated in connection therewith, including the obtaining of any governmental, exchange control and other consents that may be required, or the compliance with other necessary formalities that are required to be observed in the payment of any issue, transfer or other taxes due in such jurisdiction. Ferroviaal Shareholders and any persons with beneficial entitlements to Ferroviaal Shares who are in doubt regarding such matters should consult an appropriate independent professional adviser in the relevant jurisdiction without delay. In the context of the Merger, the Company will allot the Shares to the relevant Ferroviaal Shareholders of Record.

In addition, Ferroviaal Shareholders who voted against the Merger at the Ferroviaal General Meeting were granted the right to make use of the Withdrawal Mechanism (see section 4.8 "*Withdrawal Mechanism*" for a full description of the Withdrawal Mechanism).

4.15 Settlement of the Merger

The delivery of Shares allotted pursuant to the Merger and the exchange of Ferroviaal Share positions of Ferroviaal Shareholders for Share positions will take place around the Merger Effective Time in accordance with the relevant procedures established for the clearing and settlement of book-entry instruments among DTC, Euroclear Nederland and Iberclear. The Shares allotted pursuant to the Merger (to be represented by dematerialized book-entry interests) will be allotted and delivered to Cede & Co., as nominee for DTC, for inclusion in the centralized depository and clearing systems of DTC and its participating entities – on behalf and for the benefit of the Ferroviaal Shareholders –, through the custodial links established between DTC and Euroclear Bank, between Euroclear Bank and Euroclear Nederland, and between

Euroclear Nederland and Iberclear, to be credited in the securities accounts of the Ferroviaal Shareholders held at the relevant admitted institutions. Ferroviaal Shareholders who qualify as 'affiliates', as defined in Rule 144 under the U.S. Securities Act, will be required to hold their Shares, following such allotment, in registered form. The name of each DRS Holder will thus be entered as the registered owner of the relevant number of Shares on the Company's register. See also section 3.3 "*The Admission—Settlement*".

4.16 Corporate governance

It is contemplated that upon completion of the Merger, the Company will continue to apply the Group's existing corporate governance principles, subject to such changes as required or desirable taking into consideration Dutch law. The Company has also taken into consideration for its corporate governance, and will continue to do so in the future, the Dutch Corporate Governance Code and Dutch and international market practice.

For a comprehensive description of the material differences between the governance of Ferroviaal and the governance of the Company as from the Merger Effective Time, see annex 5.2 in Annex B to this Prospectus. For information on the members of the Board as from completion of the Merger, including any conflict of interest that may arise, see section 9 "*Management, Employees and Corporate Governance*".

4.17 Shareholding

For a description of the shareholding structure of the Company immediately prior to and upon completion of the Merger, see section 11 "*Major Shareholders and Related Party Transactions*".

4.18 Shareholder meetings

The Merger required the approval by Ferroviaal Shareholders at the Ferroviaal General Meeting and the approval of the General Meeting, consisting of Ferroviaal as the sole shareholder of the Company, prior to the Merger.

The Ferroviaal General Meeting was held on 13 April 2023 at 12.30 P.M. CET and the General Meeting was held on 13 April 2023. Both the Ferroviaal General Meeting and the General Meeting approved the Merger.

4.19 Dilution

The Merger will not dilute the relative ownership interests of Ferroviaal Shareholders that they held in Ferroviaal immediately prior to the Merger Effective Time.

4.20 Taxation

The Merger will be carried out under the special tax neutrality regime set forth in Chapter VII of Title VII of the Spanish Corporate Income Tax Law. For a further description of the tax treatment of the Merger and taxation following the Merger, see section 13 "*Taxation*".

5 DIVIDEND POLICY

5.1 General

See section 10.10 "*Description of Share Capital—Dividends and Other Distributions*" for a more detailed description regarding dividends in accordance with Dutch law.

5.2 Dividend History and Policy

5.2.1 Shareholder remuneration

Ferrovial has traditionally remunerated Ferrovial Shareholders through the payment of cash dividends and the Company intends to maintain a policy that allows the Shareholders, if they wish, to receive all their remuneration (if any) in cash.

In order to improve the system of shareholder remuneration and pursuant to the latest trends followed in this area by peers, Ferrovial has since 2014 offered Ferrovial Shareholders a flexible dividend program that, without limiting their ability to receive their full remuneration in cash if they so desire, allows them to receive Ferrovial Shares instead. A form of flexible dividend program is anticipated to be maintained by the Company following the Merger.

The flexible dividend program is part of a larger Ferrovial Shareholder remuneration scheme implemented by Ferrovial, which also consists of a share buy-back and amortization of shares program. The share buy-back and amortization of shares program is expected to be maintained by the Company following the Merger, but may be subject to change from time to time.

5.2.2 Flexible dividend program

Upon completion of the Merger, the Company will adopt a dividend policy that sets out the Company's policy on the payment of dividends.

The Company aims to make investments to facilitate profitable growth and to maintain a solid investment grade rating while providing its shareholders with dividends based on returns from infrastructure projects.

Dividends may be implemented through a flexible dividend program, pursuant to which shareholders will have the option to receive additional shares in the Company's capital instead of a cash dividend. Dividends paid in the form of shares in the Company's capital may have a dilutive effect and may be made available in the form of newly issued shares, paid up from the Company's freely distributable reserves or such other reserves as permitted under Dutch law, or treasury shares held by the Company.

The dividend policy of the Company maintains the flexible dividend program implemented by Ferrovial prior to the Merger (known as *Ferrovial Dividendo Flexible*).

Ferrovial generally distributes the flexible dividend in May and November of each year. It is expected that the same approach will generally be followed by the Company following the Merger. However, in 2023, the first distribution of flexible dividend is expected to be made around July 2023 at the earliest. For further information on the payment of dividends, see 10.10.7 "*Description of Share Capital—Dividends and Other Distributions—Payment*".

The table below summarizes the distributions taking place under the flexible dividend program in place for Ferrovial Shareholders for the financial years ended 31 December 2022, 2021, and 2020.

Table 6: Scrip dividend history (financial years ended 31 December 2022, 2021 and 2020)

Ferrovial Scrip Dividend history	2022		2021		2020	
	November	May	November	June	November	June
Guaranteed set price to purchase rights	0.414	0.278	0.305	0.197	0.2	0.312
Rights per Ferrovial Share	56	87	87	120	100	71
% Ferrovial Shareholders who chose Ferrovial Shares as dividends	91.99%	47.06%	91.22%	91.95%	81.1%	59.3%
% Ferrovial Shareholders who chose cash as dividends	8.01%	52.94%	8.78 %	8.05%	18.9%	40.8%
Number of new Ferrovial Shares issued	12,116,333	3,968,559	7,743,557	5,615,714	6,012,605	6,134,989
Number of rights purchased	59,056,364	388,337,800	64,828,548	59,016,522	140,089,808	299,631,164

5.2.3 Share buy-back and amortization of Shares

In addition to the flexible dividend program, the shareholder remuneration scheme consists of the purchase by Ferrovial (and following the Merger, the Company) of its own Ferrovial Shares (and following the Merger, Shares) for the purpose of reducing its share capital through the subsequent amortization of its own Ferrovial Shares (and following the Merger, Shares).

The most recent share buy-back and amortization of shares program was approved on 28 February 2023, and disclosed to the market pursuant to an 'other relevant information' notice (*comunicación de otra información relevante*) published on the CNMV website (www.cnmv.es) on that same date.

The table below summarizes the number of Ferroviaal Shares acquired by Ferroviaal under the share buy-back and amortization of shares program for the financial years ended 31 December 2022, 2021, and 2020.

Table 7: Share buy-back and amortization history (financial years ended 31 December 2022, 2021, and 2021)

Ferroviaal share buy-back and amortization history	2022	2021	2020
Number of Ferroviaal Shares acquired by Ferroviaal	15,743,329	12,659,166	11,704,701
Percentage of share capital at the end of the program	2.10%	1.70%	1.57%

In addition to the Ferroviaal Shares acquired under the share buy-back and amortization of shares program, Ferroviaal further reduced its share capital in 2022 and 2020 by means of a cancellation of Ferroviaal Shares already held in treasury, which reduction amounted to an additional number of 6,500,783 and 2,755,960 Ferroviaal Shares, respectively.

5.3 Uncollected Dividends

A claim for any declared dividend and other distributions lapses five years and one day after the date those dividends or distributions became payable. Any dividend or distribution that is not claimed within this period will be considered to have been forfeited to the Company and will be carried to the reserves of the Company.

5.4 Taxation

The tax legislation of the jurisdiction where Shareholders are resident for tax purposes, and that of the Netherlands where the Company is resident for tax purposes, may have an impact on income received from the Shares. See section 13 "*Taxation*".

Prospective Shareholders should consult their own tax adviser regarding the tax consequences of any income derived from the Shares.

6.1 Overview

The Group is one of the world's leading infrastructure groups in terms of construction revenue generated outside of each company's home country in 2021 in USD millions (source: [ENR's 2022 Top 250 International Contractors | Engineering News-Record](#)) and [Forbes' Global 2000](#)), focusing its operations across toll roads, airports, construction, energy infrastructure and mobility.

The Group was founded as a construction group focusing on railway infrastructure and later expanded its business into other activities including, among others, toll roads, airport management and energy infrastructure. The Group has been active internationally for over 40 years, and as of 31 December 2022 had approximately 24,191 employees.

The Group has developed into one of the world's leading infrastructure groups in terms of managed investment (source: [ENR's 2022 Top 250 International Contractors | Engineering News-Record](#)) with operations in a range of sectors including development, construction and operation of toll roads and airports. Since its inception, the Group has invested in diversifying its business and expanding internationally.

The Group's experience in, and vast portfolio of, infrastructure assets have enabled it to develop specialized knowledge in the field of urban congestion management that the Group believe differentiates it from its competitors. This differential knowledge in the realm of urban congestion is particularly advantageous in connection with Managed Lanes projects (*i.e.*, the development of toll roads with dynamic pricing schemes, where users pay variable rates depending on congestion levels at any given time). The Group undertakes its activities through the following Business Divisions:

- Toll Roads;
- Airports;
- Construction; and
- Energy Infrastructure and Mobility.

6.2 History and Development of the Group

The Group was founded in 1952 as a Spanish railway infrastructure company and experienced rapid growth during its early years, after Renfe, Spain's primary rail transportation company owned by the Spanish government, awarded it the project to build a railway link between the areas of Las Rozas and Chamartín in Madrid. By the beginning of the 1960s, the Group's workforce amounted to approximately 500 people. During this period, the Group expanded its activities from railway construction to constructing waterworks, roads and buildings, and also moved into the toll road concession business, which is now at the core of the Group's operations. Towards the end of the 1970s, in the context of the recession caused by the oil crisis, the Group decided to explore opportunities outside of Spain and was awarded its first international projects, which were concentrated in Libya, Mexico, Brazil and Paraguay.

The Group played a key role in the modernization of Spain after the country joined the then-called European Economic Community in 1986. The Group was one of the main companies engaged to build the country's network of highways and accesses to big cities, and in expanding and modernizing the country's ports, airports and railways, as well as developing the country's basic infrastructures (for example, by building new schools and hospitals). During this time, the Group also broadened its portfolio by acquiring Cadagua, a company specialized in designing, building and operating drinking water and sewage treatment plants, further diversifying its operations.

In the 1990s, to position itself as a market leader in the Spanish construction sector, the Group acquired Agroman (now Ferrovial Construction), and entered the North American market by acquiring an interest in the 407 ETR, a Canadian toll road, under a 99-year concession. In 1999, the Group consolidated its preeminent role within the Spanish market when it was admitted to listing and trading on the Madrid Stock Exchange.

During the first decade of the 2000s, the Group continued to carry out its internationalization and diversification plans through important acquisitions such as the Polish construction company Budimex, the British services company Amey, Spanish Cespa, U.S. construction company Webber, as well as the airport operator British Airport Authority, currently known as Heathrow Airport Holdings.

In 2009, the then parent company of the Group, Grupo Ferrovial, S.A., was absorbed by its subsidiary Cintra Concesiones de Infraestructuras de Transporte, S.A. after which the subsidiary became the parent of the Group and changed its corporate name to Ferrovial, S.A. The merger took place to combine the group's capabilities in all phases of infrastructure development and facilitate efficient assignment of financial resources among its various activities, avoiding the duplication of costs resulting from the then-existing diversity of shareholders.

Between 2009 and 2015, the Group continued to foster its growth in the North American market, where it was awarded a variety of highway construction and concession projects, such as the NTE and the LBJ in Texas, the I-77 in North Carolina, and extensions of the 407 EDG highway in Canada. In the United Kingdom, the Group acquired 50% of the airports of Aberdeen, Glasgow and Southampton (part of which it already owned indirectly through British Airport Authority), and

took on Heathrow's T2 construction projects, as well as other construction projects such as the Crossrail tunnels and the Northern Line in London and the M8 highway in Scotland (the latter also including a 33-year concession operation agreement). In addition, it was awarded other projects globally, such as the Pacific Highway in Australia, the ITER facilities construction in France, the Turow plant in Poland, Los Condores plant in Chile, the Al Ghubrah desalination plant in Oman, and the railway connection between El Prat de Llobregat and Barcelona's airport T1. Since 2015, the Group's international opportunities have significantly expanded, and it has been awarded the construction and concession of new segments of the NTE highway (segments 3A and 3B) in Texas and the I-66 highway in Virginia, the I-285/SR 400 Interchange Reconstruction project in Georgia, as well as other construction contracts, such as the SH 99 Grand Parkway in Texas or a section of the California high speed train (per its initials in Spanish, "AVE"). Meanwhile, in Australia, the Group has been awarded the construction and concession for the Toowoomba Bypass in Toowoomba, as well as the construction of the Northern Beaches Hospital connectivity and network enhancement in Sydney, the Clarence River Crossing bridge in New South Wales and the maintenance of several roads (the Western Roads upgrade project) in Melbourne. Furthermore, the Group has completed projects in a variety of other regions such as in Chile, where the Group built section 2 of the L6 line that is part of Santiago de Chile's metro system, the *Rutas del Loa* roadway construction in Antofagasta and El Loa and a variety of electric transmission lines concessions (the Transchile Charrúa Transmission in southern Chile, the Centella Transmission north of Santiago and the Tap Mauro lines in the Coquimbo region). During this period, the Group also undertook the construction and concession of Thames Tideway Tunnel in London and the Bratislava beltway in Slovakia.

In 2019, the Group began the works for the widening and reconstruction of the IH35 highway in Texas and the high-speed train (AVE) line between the municipalities of Pulpi and Vera, in Spain. In addition, the Group was awarded additional major projects such as the Silvertown Tunnel in London or the expansion of segment 3C of the NTE in Texas and the reconstruction of the Interstate 35 (I-35) highway in Texas.

Also in 2019, the Group completed the implementation of a reorganization of its corporate structure. This corporate reorganization was aimed at splitting the Group's national and international activities, in order to benefit from the cross-capabilities of the different businesses in each country and with respect to each client.

In 2020, the Group launched a new strategy (its Horizon 24 Strategic Plan) that marked a turning point in the Group's strategic direction, namely to transform it into a more agile, more profitable and better positioned organization as a pioneer in the field of smart and sustainable mobility, offering solutions to the modern-day challenges faced by infrastructure globally as a result of phenomena such as climate change and urban congestion (for more information on the Group's Horizon 24 Strategic Plan, see section 6.4 "*—Strategy and Objectives*").

6.3 Summary of investments of the Group

The following summary provides an overview of the Group's material transactions, including its related investments since 2020. For the overview of the Group's investments and divestments by segment during the period under review, see section 8.7.4 "*Operating and Financial Review—Liquidity and Capital Resources—Investments and divestments*".

The Group has also effected certain debt issuances since 2020, which are described under section 8.7.3.4 "*Operating and Financial Review—Liquidity and Capital Resources—Cash flows—Ex-infrastructure project borrowings*".

Divestment of the interest in Autopista del Sol (Ausol)

On 1 December 2022, Ferrovial, through its subsidiary Cintra, reached an agreement for the sale of its 15% interest in Autopista del Sol to Meridiam for EUR 111 million. The divestment in Ausol produced a capital gain of EUR 473 million, which was attributed to the 2019 financial year (*i.e.*, the transaction had no accounting effect in the 2022 financial year). The Ausol sale was the result of Cintra's exercise of a put option it has held since it sold 65% of its interest in the Ausol I and II toll roads to Meridiam.

Divestment of the services division through the sale of Amey

On 11 October 2022, the Group reached an agreement for the sale of 100% of Amey to One Equity Partners and Buckthorn Partners. The sale of 100% of Amey was completed on 30 December 2022, which in turn rendered the divestment of the Services Business Division completed (see sections 6.8.3.5 "*—Discontinued operations (Services)*" and 8.1.2 "*Operating and Financial Review—Overview—Description of segments*"). The final net agreed consideration amounted to GBP 264.6 million (EUR 301.3 million). This net consideration was in the form of cash of EUR 132 million and a vendor loan note of GBP 151.8 million (EUR 172.8 million), issued at sale completion and repayable over the next five years with an interest of 6% per annum, increasing to 8% after the third year. The capital gain from this divestment resulted in EUR 58 million, reflected in the 2022 financial year.

Investment in New Terminal One (NTO) at JFK International Airport in New York

On 10, February 2022, CGI Phoenix Aggregator, Carlyle CGI AIV, L.P and Ferrovial Airports Holding US Corp reached an exclusivity agreement to negotiate the transfer to Ferrovial of 96% of Carlyle's stake in JFK NTO LLC, the consortium appointed to design, build and operate the NTO at JFK (which includes the former Terminals 1, 2 and 3 of this airport and possible extensions). At the time of the transaction, Carlyle held a 51% stake in the consortium. In June 2022, Ferrovial entered into an agreement to invest in the consortium, and currently, the Group holds a 49% indirect ownership interest

in the project, becoming the consortium's lead sponsor. Other shareholders in this project include Carlyle (indirect holdings of 2%), JLC (direct holdings of 30%) and Ullico (direct holdings of 19%).

Completion of the transfer and financial close of the project took place on 10 June 2022, when the Group entered into a concession agreement with the Port Authority of New York and New Jersey as well as into certain financing and construction contracts. In the context of the concession agreement, the Group made certain investment commitments amounting to USD 1,142 million (with USD 62.3 million already contributed as of December 2022), which will be contributed during the Phase A construction period (*i.e.*, 2026). Construction of the NTO is expected to proceed in phases, with the first phase (*i.e.*, Phase A) expected to be completed in 2026, upon which the terminal would start operating. The concession agreement of the resulting terminal will end in 2060. The revenue streams for NTO under the concession agreement are (i) the passengers' fees charged to the airlines and (ii) commercial revenues.

The shareholder agreements and other related contracts in connection with this project have been analyzed and it has been concluded the project is subject to joint control, given that the qualified majorities and minority shareholders' veto rights set out in the shareholder agreements for approval of key decisions result in these key decisions requiring, *de facto*, the support of the other shareholders. This investment is expected to be funded by non-recourse borrowings obtained by the shareholders (in June 2022, the consortium arranged a loan of approximately USD 6,630 million with a banking syndicate, of which USD 1,430 million were drawn down as of December 2022).

Dalaman International Airport (Turkey) acquisition

On 17 February 2022, the Group, through its Airports division, reached an agreement with Turkish infrastructure company YDA Group to acquire a 60% stake in the company that manages the Dalaman Airport concession, with the acquisition being completed in July 2022 for EUR 146 million. YDA Group, which has been operating the asset since 2006, retained a 40% stake in the entity, and has undertaken major upgrades to the facilities.

In 2014, YDA Group was awarded the concession to operate the airport for the following 26 years (*i.e.*, until 2040), which was recently extended until 2042. The agreement pursuant to which the extension was granted contemplated the construction of a new international terminal at Dalaman International Airport, which came into service in 2018.

Divestment of Infrastructure Services business in Spain

On 31 January 2022, the Group completed the sale of its Spanish infrastructure Services business to Portobello Capital for approximately EUR 175 million (after price adjustment). The sale price does not include the earn-outs (valued at EUR 50 million), which may accrue after the closing of the transaction if certain requirements are fulfilled. The transaction, excluding earn-outs did not have a relevant impact on the consolidated accounts of the Group, since the book value of the business is similar to the relevant purchase price. Upon completion of the transaction, the Group acquired 24.99% of the share capital of the acquiring entity for EUR 17 million. The total price of the shares received by Ferrovial after the price adjustment was EUR 17.5 million.

IRB Infrastructure Developers acquisition

On 29 December 2021, Ferrovial, through its subsidiary Cintra INR Investments BV, completed the acquisition of a 24.86% stake in Indian company IRB Infrastructure Developers (IRB) for EUR 369 million. The transaction was completed after a preferential share issue by IRB. IRB is listed on the Bombay Stock Exchange Limited. The Group believes it is a leading player in the Indian market (source: [Top 10 Infrastructure Companies of India | Infra Bazaar](#)), where it manages 22 toll road projects and more than 2,500 kilometers of toll roads, representing a share of approximately 20% of the so-called "Golden Quadrilateral", the road network that connects India's main economic development hubs. IRB's most significant assets include the Mumbai-Pune toll road, regarded as one of India's most important highways. As a result of this acquisition, Cintra INR Investments BV became a significant minority shareholder with representation on the company's board of directors. On the basis of a collaboration agreement between Cintra INR Investments BV and IRB, Cintra INR Investments BV will support the company's development by deploying its extensive international experience in managing toll roads and analyzing new investment opportunities for IRB. IRB will continue to be managed by its majority shareholder (including his family and holding company), Virendra D. Mhaiskar. The transaction was completed following approval by IRB's shareholders' meeting and after obtaining the pertinent statutory approvals.

TIMEC (Services to Oil & Gas sector in U.S.) sale

In November 2021, the Group sold Timec to Architect Equity Holdings for USD 16 million (EUR 14 million).

I-66 stake increase

In September 2021, Ferrovial, through its subsidiary Cintra, agreed to acquire an additional 5.704% stake in I-66, increasing its stake to 55.704%. The value of the transaction amounts to EUR 162 million along with the equity injection corresponding to that stake of EUR 36 million. The acquisition was completed on 17 December 2021, by exercising Cintra's right of first refusal to the 10% interest put up for sale by one of the shareholders. The acquisition of this additional ownership interest means that the Group holds the majority of voting rights on the concession operator's board and can therefore direct its relevant activities. The acquisition of control of the concession company implied the recognition of a positive fair value adjustment before deferred taxes of EUR 1,117 million, as the previously acquired 50% stake had to

be valued at fair value. Additionally, by taking control of the concession company, the complete project debt that reached EUR 1,511 million as of 31 December 2021 was integrated into Ferrovial's consolidated balance sheet.

Environmental Services business in Spain and Portugal sale

On 27 July 2021, the Group completed the sale of its Environmental Services business in Spain and Portugal to PreZero International GmbH, a Schwarz Group company, for an equity value of EUR 1,032 million. The transaction generated a net capital gain of EUR 335 million.

Southern Crushed Concrete asset sale

In June 2021, the Group reached an agreement with the Martin Marietta Materials group to sell its recycled aggregates business assets for USD 140 million (EUR 112 million).

Budimex's real estate business sale

On 22 February 2021, Budimex, the Group's construction subsidiary in Poland, reached an agreement to sell its real estate business (*Budimex Nieruchomości*), which had been classified by the Group as discontinued operations. In June 2021, the sale took place at the agreed price of PLN 1,513 million (EUR 330 million, after transaction costs), yielding a capital gain pre-tax and minorities of EUR 131 million.

Concesionaria de Prisiones Figueras, S.A.U. and Urbs Iudex et Causidicus, S.A. (URBICSA) sale

The Group sold 100% of Concesionaria de Prisiones Figueras, S.A.U. and 22% of Urbs Iudex et Causidicus, S.A. (URBICSA) to Aberdeen Infrastructure (Holdco) IV B.V for EUR 42 million and EUR 17 million, respectively.

Nalanda Global, S.A. sale

The Group sold its 19.86% stake in Nalanda Global, S.A., a digital platform for documentation management, to Providence Strategic Growth for EUR 17 million.

I-77 stake increase

In November 2020, the Group agreed to acquire an additional 15% in the US I-77 highway from Aberdeen, increasing its stake to 65.1%. This transaction was valued at USD 78 million (EUR 68 million). On 1 December 2022, Ferrovial, through its subsidiary Cintra, acquired an additional 7.135% stake in the I-77 project, thus increasing its stake in the US I-77 highway to 72.24%. This transaction was valued at USD 109 million (EUR 104 million).

Portuguese toll roads sale

On 14 September 2020, the Group reached an agreement, through Cintra, to sell its 49% stake in Norte Litoral and its 48% stake in Via do Infante (Algarve), to DIF Capital Partners, for EUR 170 million. The Group received EUR 100 million from the sale process in 2020. Norte Litoral's sale was completed in July 2021 for an additional EUR 47 million, while the Group received EUR 23 million following Via do Infante's sale completion in 2022. As part of the agreement, Cintra will hold a management contract for both assets.

Sale of Broadspectrum to Ventia

On 30 June 2020, the Group completed the sale of its interest in Broadspectrum to Ventia Services Group (Ventia) for AUD 465 million (EUR 288 million, including transaction costs) following the sale agreement reached by the entities on December 2019. This figure does not include the Group's sale of its 50% stake in TW Power Services Pty Ltd. to its then-joint-venture partner Worley for AUD 20 million (EUR 12 million) in August 2020, pursuant to which Worley became the 100% owner of TW Power Services Pty Lt.

Sale of Budimex stake

In June 2020, the Group sold a 5% stake in Budimex through an accelerated bookbuild, with no impact on profit and loss, and a cash flow impact of EUR 58 million. The Group continued to hold a controlling stake (50.1%) in the entity after the sale.

Throughout 2023, the Group may continue investing in additional projects and business opportunities. The future investment commitments undertaken by the Group as of 31 December 2022 include its commitments to invest in (i) the NTO at JFK and (ii) the Dalaman Airport, as well as (iii) a variety of investment commitments in its Toll Roads Division, including the I-66 project and the NTE 35W Segment C project, and (iv) in its Energy Infrastructures and Mobility Business Division in connection with the construction of a 50 MW solar photovoltaic plant in Seville and Granada, as well as (v) in its Airports Business Division, in relation to the AGS refinancing agreement and other minor commitments. In addition, as of the date of this Prospectus, the Group has completed additional transactions and will pursue the investment in connection with said projects (see section 6.22 "*Recent Developments*").

Additionally, the Group has a number of outstanding bids in a variety of projects, including: (i) the SR400 Managed Lanes in Atlanta, Georgia for which it has pre-qualified, (ii) the I-10 Calcasieu River in Louisiana, for which it has also been pre-qualified and (iii) the Connected Vehicle Ecosystem project services contract in Oregon, for which it has been selected

as the preferred proponent. To the extent those bids materialize into awards, the Group may pursue selected investments in connection with said projects.

6.4 Strategy and Objectives

In 2020, the Group approved a plan setting out the strategy for the 2020-2024 period (the Horizon 24 Strategic Plan) that places the Group's primary focus on the promotion, construction, and management of sustainable infrastructure. Currently, the plan pursues Group profitability based on an annual growth of 11% of the EBITDA (as described in section 6.5 "*Profit forecast*"), with the goal of seeking excellence in the development and management of sustainable infrastructure through innovation, efficiency and the selection of businesses and markets.

In connection with this strategy, the Group will focus its activity in the main countries in which it is active: the United States, Canada, the United Kingdom, Spain, Poland, Chile, Colombia, Peru and India, while identifying opportunities in Australia and other selected countries in Latin America.

The Horizon 24 Strategic Plan established a financial target related to cash flow generation, specifically a dividends target for the 2020-2024 period of EUR 4,000 million. The target was established at the end of 2019, only a few months before the COVID-19 pandemic started. Hence, from the beginning, the Horizon 24 Strategic Plan pre-pandemic expected dividends were severely reduced by the effects of the COVID-19 mobility restrictions on Ferrovial's key infrastructure assets, with special focus in 407 ETR toll road and Heathrow Airport. The amount of accumulated dividends for the period 2020-2022 is EUR 1,327 million, and the final achievement will depend on the Group's ability to generate the remaining dividends in the years 2023 and 2024.

The Horizon 24 Strategic Plan envisages an expansion of the Group's operations to activities that complement its existing businesses. For example, the Toll Roads Business Division continues to focus on the development of its Managed Lanes project with the opening of the I-66 in Virginia and the increase of its stake in the I-77, the Airports Division has invested in the NTO at JFK in New York and the Dalaman Airport in Turkey, the Energy Infrastructures and Mobility Business Division continues its progress in building ongoing projects in Spain and Chile, while reinforcing its team and actively seeking further business opportunities and the Construction Business Division continues to seek and execute complex projects, such as the Ontario Line subway in Toronto, Canada. The Business Divisions' progress in line with the Horizon 24 Strategic Plan's priorities is further supported by the completion of the Services Business Division's divestment following the sales of Amey in the UK and the infrastructure services business in Spain.

Under the Horizon 24 Strategic Plan, the Group has also implemented a new operating model designed to improve transparency, ensure the Group's ability to adapt to the new industry cycle, and enhance process rationalization, efficiency, and digitalization. The new model brought forward by the Horizon 24 Strategic Plan proposed to cut general expenses by EUR 50 million and aims to increase the agility, efficiency, and innovation of the Group by simplifying processes, eliminating overlaps, creating shared services, integrating activities and improving cooperation between Business Divisions, as well as promoting innovation, entrepreneurship and digitalization. In this context, the Group decided to integrate the United Nations' Sustainable Development Goals into its business strategy, as further described in section 6.21 "*Environment and ESG / Sustainability / Health and Safety*".

As of 31 December 2022, the Group has completed their third year of the Horizon 24 Strategic Plan, focusing on the development and operation of sustainable, innovative and efficient infrastructure. The Group's strategic priorities for the last year covered by the Horizon 24 Strategic Plan focus on (i) people, (ii) sustainable growth in all operational divisions, (iii) operational excellence and (iv) innovation.

With regard to its focus on people, the Group intends to promote the highest health and safety standards and implement innovative technologies to prevent accidents for users and employees. For example, the Group contributes to employee wellness and promotes healthy habits through the HASAVI program. The Group remains committed to its employees, attracting, developing, engaging, and retaining talent and fostering a corporate culture that promotes diversity and collaboration.

In relation to its goal of achieving sustainable growth in all operational divisions, the Group intends to develop and operate sustainable infrastructures with high concession value. The Toll Roads Business Division continues to develop greenfield projects such as the Managed Lanes in North America, support its IRB partner in India and leverage digitalization to improve user experience and road safety. The Airports Business Division intends to efficiently manage the assets in its portfolio as the airline industry's traffic recovers to pre-pandemic levels, focusing on completing the construction and commissioning of NTO and integrating the Dalaman airport, while continuing to seek new growth opportunities. The Group also intends to develop Vertiports in the U.S. and Europe, positioning itself in the emerging urban air mobility sector. The Energy and Mobility Business Division intends to develop transmission lines, promote, and rotate renewable energy assets and expand the energy efficiency business in its main markets. Finally, the Construction Business Division intends to support the concessions business by managing risks and inflation while continuing to develop complex projects and implement innovative processes that strengthen its competitiveness. The Construction Business Division is also considering potential growth opportunities for its water business.

As it pertains to operational excellence, the Group intends to continue to improve efficiency, reinforce risk management and strengthen financial discipline, and to keep sustainability at the core of its operations. For example, the Group works to avoid or mitigate environmental impacts and implements innovative design and construction processes that reduce the use of energy and materials. The Group also utilizes its transport infrastructure capabilities to help improve living

conditions and communities by enhancing safety, improving user experience, and reducing travel times. From a financial point of view, the Group will continue to strengthen its capital structure and rotate non-strategic assets and businesses to realize value and finance future growth.

Finally, in connection with its pursuit of innovation, the Group intends to support the transformation and digitalization of the Business Divisions with initiatives such as NextMove (Cintra's digital business subsidiary, whose mission is to lead technology innovations that power the future of mobility and infrastructure) and Connected Sites (the use of artificial intelligence and other technologies to optimize progress monitoring, resource and machinery oversight, documentation and approval flows in connection with construction sites) and to promote a culture of innovation and entrepreneurship.

6.5 Profit forecast

The Group has previously published profit forecasts in connection with its Horizon 24 Strategic Plan, which remain valid for the Group as of the date of this Prospectus, namely an expected EBITDA compound annual growth rate or CAGR for the 2020-2024 period of 11%. Section 8.13.1 "*Operating and Financial Review—Alternative performance measures (APMs)—EBITDA*" includes the relevant EBITDA data for 2020 (EUR 406 million, restated) and 2022 (EUR 728 million), which taken into account, result in an EBITDA CAGR of above 11% for the period 2020-2022 (33.9%).

The principal assumptions upon which the above profit forecasts are based are set out in sections 6.5.1 "*Assumptions within the Board's influence*" and 6.5.2 "*Assumptions not within the Board's influence*".

6.5.1 Assumptions within the Board's influence

The following assumptions pertaining to factors within the Board's control have been made in establishing the profit forecasts:

- The Group's actions regarding reduction of cost overhead expenses and direct cost, and actions to reduce the impact of inflation in costs will continue on materially the same basis.
- The Group will be successful in fixing tariffs for infrastructure assets on materially the same terms as it has previously in those projects where the concession operator has capacity to determine the tariffs.
- Investments by the Group in new infrastructure projects will remain at materially the same level.

6.5.2 Assumptions not within the Board's influence

The following assumptions pertaining to factors not within the Board's control have been made in establishing the profit forecasts:

- No material changes in the long-term in traffic growth driven by macroeconomic trends, specific economic trends in geographical areas of influence to the infrastructure and in patterns of mobility driven by changes in the behavior of users as work from home or environmental concerns. The Group's assumption is that return to the office will increase in the future, despite a slow start in areas such as Toronto, Canada, and work from home will be mitigated by higher heavy traffic thanks to an increase in e-commerce and favorable macroeconomic assumptions in terms of GDP and population growth in the areas where the Group's main assets are located.
- No material change in tariff growth driven by inflation in those projects where the concession operator does not have capacity to fix tariffs, and tariffs are indexed to inflation.
- No material change in the Group's rate of success in bidding in connection with new construction or infrastructure projects.
- No material change in the macroeconomic trends impacting costs, such as inflation evolution or disruptions in supply chain.

Whether such changes occur is an uncertain factor that could materially change the outcome of the profit forecast.

The profit forecast has been compiled and prepared on a basis that is both comparable with the historical financial information and consistent with the Group's accounting policies.

The profit forecast and the assumptions are based on management's estimates and targets as of the date of this Prospectus, and are therefore subject to known and unknown risks, uncertainties, assumptions and other factors that could cause the Group's results to materially differ from those expressed in, or suggested by, this section. For further information on forward-looking statements and why investors should not place undue reliance on them, see section 2.10 "*Important Information—Forward-Looking Statements*".

6.6 Horizon 24 Strategic Plan by Business Line

6.6.1 Toll roads

In this division, the Horizon 24 Strategic Plan prioritizes the development of the United States' highly complex assets business and the selective study of opportunities in new geographies. Cintra will drive the Group's growth through the

proactive development of the Managed Lanes business, which has a high concession value. The Group has progressed its objectives on this field by, for example, becoming a controlling stakeholder of the I-66 Managed Lanes project, following Cintra's agreement to acquire an additional 5.704% stake in such project in September 2021 (with the purchase closing in December 2021). See section 6.2 "*History and Development of the Group*".

Furthermore, the Horizon 24 Strategic Plan identifies a potential EUR 10 billion pipeline for Cintra over the 2020-2025 period. Outside of the United States, the Group (through Cintra) considers opportunities in countries such as Canada, Spain, Poland, the United Kingdom, India, Chile, Colombia and Peru, as well as in new geographies in Asia and Latin America.

6.6.2 Construction

The Construction Business Division plays a key role in developing the concession business. With a view to achieve higher returns, Ferrovial Construction, and other companies within the Construction Business Division, will target improvements on their key operational processes of design, procurement and supervision, with a focus on their strategic markets. The objectives within this Business Division are for 25% of its revenue to originate from projects developed by other Ferrovial divisions and to achieve a 3.5% EBIT margin hereafter.

6.6.3 Airports

In respect of the Airport Business Division, Ferrovial Airports will concentrate on improving competitiveness, leveraging its operational expertise in the airport business, and dynamically managing its portfolio (which includes Heathrow, the Glasgow, Aberdeen, and Southampton airports, the Dalaman airport and the NTO project at JFK airport), while looking for selective growth opportunities. The Group will also concentrate on developing the Vertiports business.

6.6.4 Energy Infrastructure and Mobility

The strategic guidelines in the energy and mobility subdivisions within the Energy Infrastructures and Mobility Business Division share similarities, as both focus on exploring new sustainable, infra-related opportunities, such as renewable energies and other net-zero technology solutions. The plan also contemplates a clear commitment to electrification, building on the Group's current portfolio (which includes Transchile and Centella).

Ferrovial aims to be a preferred industrial partner, that is able to leverage its experience and add value in the development, financing, construction, operation and rotation of assets. The activity will focus on Ferrovial's main markets, especially the United States, Spain, Chile and Poland, and will become an active part of the Group's ESG strategy, promoting the fight against climate change and decarbonization.

The Sustainability Strategy 2030, which is part of the Horizon 24 Strategic Plan, has a specific focus on decarbonization as one of the main challenges the Group has to resolve in years to come. Sustainable mobility and energy transition are at the core of the solutions the Group is implementing to reduce its carbon footprint and to achieve the targets it has set for 2025, 2030 and 2050 (*i.e.*, 100% of electricity consumption from renewable sources by 2025, 30% reduction of fleet emissions by 2030 and carbon-neutrality by 2050). Furthermore, long-term initiatives to decarbonize the mobility sector and accelerate energy transition also have clear interactions with the Group's business model, for example: (i) the implementation of innovative solutions to integrate IT in transport infrastructures as a way to optimize traffic goes hand-in-hand with the Group's further development of its urban congestion expertise, while offering the potential for reduced carbon emissions; similarly, (ii) the setup of infrastructures for the electrification of transportation and car sharing solutions (such as the Group's Zity car-sharing) should lead to reduced congestion and pollution in cities; and (iii) comprehensive solutions for the development, construction and management of energy infrastructures, electrification and renewable energies, as well as energy management services should provide further access to green energy.

6.7 Horizon 24 Strategic Plan accomplishment

During 2020, a period affected by the impact of the COVID-19 pandemic, the Group successfully managed to make significant progress in the implementation of the milestones set by the plan for that year. The Group reinforced its commitment to divest non-core activities amounting to EUR 500 million and carried on developing and bidding in core sectors and geographic areas. In terms of operations, the Group improved its EBIT results in the Construction Business Division, which increased from a negative margin to a positive margin of 2.8% in the year ended 31 December 2020. Additionally, the Group successfully implemented its new operating model, generating savings in overhead costs of EUR 50 million, in line with the Group's forecasted savings amount at the time the plan was issued (although partially offset by business development and inflation related costs and Innovation and IT investments) and reduced its carbon footprint by 6% compared to 2019 levels (calculated with using the GHG Protocol (WRI&WBCSD), the most accepted calculation method internationally, which is also ISO 14064-1 compliant). Finally, in terms of innovation, the Group launched a platform called Foresight, which explores different solutions for the future of transport infrastructure and mobility by allowing experts and partners to connect and share trends, knowledge or use cases of new technologies and to outline new joint initiatives and high-impact partnerships). As of 31 December 2020, the portfolio of innovation initiatives included more than 120 projects involving an investment of approximately EUR 52 million in research and development.

During 2021, the Group announced a number of corporate transactions to grow in its core Toll Roads Business Division (such as the stake increase in the I-66 in the United States and the acquisition of 24.9% of IRB Infrastructure Developers in India). In addition, the Group established the Energy and Mobility Business Division, to develop new projects relating

to sustainable infrastructure. With regard to innovation, in 2021 the Group renewed its collaboration agreement with the Massachusetts Institute of Technology (MIT) and entered into a five-year collaboration agreement along with Ford and Hyundai, among others, to address challenges in connectivity, audio-visual policy, electrification and data mobility under the MIT Mobility Initiative. As of 31 December 2021, the portfolio of innovation initiatives included more than 128 projects that involved an investment of approximately EUR 59.9 million in research and development.

During 2022, the Group has completed its third year of the Horizon 24 Strategic Plan, focusing on the development and operation of sustainable, innovative and efficient infrastructure. All four operational divisions have advanced their priorities. The Toll Roads Business Division continued to focus on Managed Lanes in the U.S. with the opening of I-66 in Virginia and the increase on its stake of I-77. The Airports Business Division invested in two new assets: the NTO at JFK airport in New York and the Dalaman airport in Turkey. The Energy and Mobility Business Division continued to make progress in the construction of projects in Spain and Chile, reinforcing the team and exploring new opportunities. The Construction Business Division also continued to support the concessions business and to execute complex projects such as the Ontario Line subway line in Toronto (Canada). Finally, the divestment of the services business was completed following the sale of Amey in the UK and the infrastructure services business in Spain (see sections 6.8.3.5 "*Discontinued operations (Services)*" and 8.1.2 "*Operating and Financial Review—Overview—Description of segments*").

6.8 Group Overview

6.8.1 The Group and its organizational structure

The table below provides a summary of the main events affecting the organizational structure of the Group:

Table 8: Summary of the main events affecting the organizational structure of the Group

Date	Event	Description
2009	Reverse merger	In 2009, Grupo Ferrovial, S.A. underwent a merger with Cintra Concesiones, a subsidiary listed on the Spanish Stock Exchange. The merger was structured as a "reverse" merger (<i>fusión inversa</i>) where the subsidiary, Cintra Concesiones, increased its capital to absorb the parent, Grupo Ferrovial, S.A. Following the merger, Cintra Concesiones remained listed on the Spanish Stock Exchanges and became the parent of the Group, at that moment comprising Ferrovial and its subsidiaries, and changed its corporate name to Ferrovial, S.A. As a consequence of this merger, the minority shareholders of Cintra Concesiones became shareholders of Ferrovial.
2019	Corporate reorganization	In 2019, the Group completed the implementation of a reorganization of its corporate structure. This corporate reorganization was aimed at splitting the Group's national and international activities in order to benefit from the cross-capabilities of the different businesses in each country and with respect to each client. Through the reorganization, the Group's non-Spanish businesses were consolidated into one subgroup of companies, headed by the Company.
2020	Corporate reorganization	In 2020, as a result of the approval and start of the implementation of the Horizon 24 Strategic Plan, the Group entered into new sectors, embarking on projects in mobility (through Zity) and electrification and transmission.
2023	The Merger	For detailed information on the contemplated Merger, 4 " <i>The Merger</i> "

See section 6.19 "*Group Structure*" for a corporate chart showing the major companies and the head companies of the subgroups that make up the Group as of the date of this Prospectus. For a more comprehensive list of the entities part of the Group, see Appendix II to each of the Consolidated Financial Statements.

6.8.2 Segments, Products and Services

After completing a strategic review of its Services Business Division first announced in October 2018, the Group decided to classify the Services Business Division as "held for sale" as of 31 December 2018. This decision was framed within an overall strategy of focusing on the development of its infrastructure business. In the context of this strategic decision, certain parts of the Group's business were divested over the course of the following years (see section 6.16 "*Material Contracts*").

This divestment has been completed as of 30 December 2022, when the Group completed the sale of Amey to One Equity Partners and Buckthorn Partners for a final net agreed consideration of GBP 264.6 million (EUR 301.3 million) (see sections 6.8.3.5 "*Discontinued operations (Services)*" and 8.1.2 "*Operating and Financial Review—Overview—Description of segments*").

Following the resolution of the Group to classify the Services Business Division as divested operations in 2018, the continued operations of the Group were (and continue to be) segmented as (i) the Toll Roads Business Division, (ii) the Airports Business Division, (iii) the Construction Business Division and (iv) the Energy Infrastructures and Mobility Business Division (together, the "Business Divisions" and, individually, a "Business Division").

The table below sets out the entities that head up each Business Division (except for the Services Business Division) and the activities of each Business Division.

Table 9: Entities that head up each Business Division, including their main activities

Business Division	Group Companies	Description
Toll Roads	Cintra Infraestructuras España, S.L., Cintra Infraestructuras SE, Cintra Global SE, Cintra Holding US Corp and subsidiaries.	Development, financing, and operation of toll road infrastructure.
Airports	Ferrovial Airports International, S.E., Heathrow Airport Holdings Limited, AGS Airports Holdings Limited and subsidiaries.	Development, financing, and operation of airports.
Construction	Ferrovial Construcción, S.A., Ferrovial Construction International S.E., Budimex, S.A., Ferrovial Construction US Corp., W.W. Webber, LLC and subsidiaries.	Development, financing, and operation of construction activities, including the design and build of all manner of public and private works and, most notably, the construction of public infrastructures.
Energy Infrastructures and Mobility	Ferrovial Infraestructuras Energéticas, S.A.U., Ferrovial Mobility, S.L.U., Ferrovial 004, S.A., Ferrovial Transco International B.V., Ferrovial Services International SE and subsidiaries.	Development of energy transmission and renewable energy infrastructure; also includes the Mobility business and the outstanding Services business activities.

6.8.3 The Group's Business Divisions

6.8.3.1 Toll Roads Business Division

Overview

The Group's activities in the Toll Roads Business Division include the development, financing, and operation of toll road projects. The Group conducts its operations in this business division through Cintra, a wholly owned subsidiary of Ferrovial (and following the Merger, the Company).

Cintra is present in markets with secure regulatory frameworks, favorable economic prospects and developed financial markets with a high-demand for transport infrastructure (such as North America, Europe and Australia). The Group also analyzes specific investment opportunities in those geographies where the Group identifies opportunities where it thinks its business model can provide differential competitive advantages, has outstanding growth prospects and the capacity of generating shareholder value. The Group focuses on offering sustainable projects to solve traffic congestion problems in urban areas (also known as "complex greenfield concessions"), allowing its users to save time, have greater certainty in their daily commutes and increase the economic productivity of their regions of influence, generating new growth opportunities.

Cintra offers a strong proposition in the industry, with over 50 years of experience, a broad management model and in-depth knowledge of new technologies applied to pricing (such as advanced analytics) that aim to improve demand forecasting and fare optimization. These features, together with Cintra's synergies with Ferrovial Construction and these entities complimentary capabilities, result in high potential for value creation. For example, the partnership of Cintra and Ferrovial Construction supports the success of complex greenfield projects, as it ensures a correct risk alignment between Cintra, as the licensee, and Ferrovial Construction, as the construction affiliate, helping to reduce the total cost of the projects.

Although traffic in toll roads was impacted at the beginning of the year 2022 by the effect on mobility of the omicron variant of the COVID-19 pandemic and, as it pertains to 407 ETR, which is one of our main assets, by the restrictions reintroduced by the province of Ontario, Canada, which were gradually eased and eventually removed throughout the first quarter of 2022, the Group's Toll Roads Business Division showed a solid path to recovery throughout the year, surpassing pre-COVID-19 traffic levels in certain U.S. assets such as NTE and NTE 35W and outperforming 2021 traffic levels in a majority of its North American assets including 407 ETR, NTE and LBJ. Despite the complex environment created by the COVID-19 pandemic and the effects of the subsequent advent of hybrid work models, the main toll roads assets distributed dividends to the Group amounting to EUR 388 million, which supports the Group's business model's soundness.

Investments

Cintra has consistently invested in acquiring strategic projects to grow and diversify its portfolio, with a strong focus on the North American market. For example, in November 2022, as part of the Horizon 24 Strategic Plan, Cintra agreed to acquire an additional 7.135% of the I-77 Managed Lanes project in North Carolina, increasing its stake to 72.24%. Similarly, in September 2021, Cintra agreed to acquire an additional 5.704% of the I-66 Managed Lanes, increasing its stake to 55.704%. The I-66 Managed Lanes project was fully opened to traffic in November 2022, ahead of schedule. Cintra's investments go beyond the North American market and extend to emerging markets with attractive prospects. For example, in December 2021, Cintra identified an opportunity in the Indian toll road market and partnered with one of its leaders, IRB Infrastructure Developers (IRB). In this context, Ferrovial, through its subsidiary Cintra INR Investments BV, completed the acquisition of a 24.86% stake in IRB.

In addition, Cintra and the Group continue to look for ways to increase the value of Cintra's investment portfolio and optimize the financial structure of its assets. For example, also in December 2021, Cintra completed the issuance of USD 609 million (EUR 535.2 million) in senior secured notes in LBJ in connection with the refinancing of one of its LBJ's loans

under TIFIA, which extended the maturity of the debt (2057, as opposed to 2050 under TIFIA) and lowered the all-in borrowing cost (3.797% yield to maturity, as opposed to 4.22% coupon under TIFIA).

Value Creation

Cintra specializes in complex greenfield projects (new construction infrastructure projects) due to their high value creation potential. Cintra's ability to evaluate and assume a higher level of risk associated with the project in the bidding phase (construction, financing, operation and traffic management) allows it to opt for higher rates of return (IRR). Value creation is therefore achieved by decreasing the discount rate of future cash flows as project risks are reduced (via traffic revenues or financing solutions) as the concession term progresses. From the concession operator point of view, construction risks are left behind once the construction of the project is completed successfully and the project starts operations. For example, in 2022, different sections of the I-66 highway in the U.S. were opened, which aided in reducing the overall project risk throughout project completion. Similarly, in 2021, a number of toll road sections were opened in Colombia, Slovakia and Australia, therefore reducing the overall construction risks for Cintra: in Ruta del Cacao (Colombia), four out of nine segments of the project were opened, whereas in Slovakia the complete project (59 kilometers of the D4R7 toll road) was opened and in OSARs (Australia) all eight sections of the project were also opened.

Operational efficiencies go beyond value creation and also focus on the Group's ongoing commitment to the environment. All Cintra assets carry out optimization processes. For example, Cintra's environmental strategy to reduce its carbon footprint began more than a decade ago, with ongoing monitoring of greenhouse gas emissions, waste, air and water quality and acoustic impact produced by traffic, continuously reinforcing environmental practices and protecting the habitat of local species.

Value creation is further materialized through the sale of mature projects, the proceeds of which are invested in new assets with greater potential to generate revenues. Some examples of this reinvestment strategy are the transfer of 15% of Ausol in Malaga (Spain) for EUR 111 million to the infrastructure fund Meridiam or the divestment of its stake in two Portuguese toll roads to DIF Capital Partners infrastructure fund (49% of the Norte Litoral toll road and 48% of Via do Infante (Algarve)), agreed in 2020, and for which Cintra received EUR 100 million in 2020, with an additional EUR 47 million received in July 2021 in connection with the completion of the sale of Norte Litoral and EUR 23 million received in August 2022 for the sale of Via do Infante (Algarve).

As it pertains to the Managed Lanes projects, the crown jewel of the Toll Roads Business Division, value creation arises from the rates being dynamic, allowing for modifications every few minutes according to the degree of congestion, always guaranteeing a minimum speed for drivers. With free-flow (barrier-free) toll systems, the Managed Lanes stand out for the long duration of their concession, their broad tariff flexibility and an optimized long-term financial structure. The Group believes these project positions Cintra as a leader in the private development of highly-complex road transport infrastructures. Examples of Managed Lanes include the NTE 1-2, LBJ, NTE 35W, I77 and I66

Main Assets

As of 31 December 2022, Cintra's concession portfolio consisted of 22 concessions, comprising approximately 1,262 kilometers of motorway, and with a total managed investment of approximately EUR 21,758 million, not including IRB assets. Cintra's portfolio of concessions is internationally diversified with interests in toll road concessions located in Canada, the U.S., Australia, Colombia, Spain, Portugal, Slovakia, Ireland, India and the United Kingdom, and with approximately 89% of its net revenues (equity-accounted projects included) generated outside of Spain.

Within the Toll Roads Business Division, the Group carried out a series of acquisitions and divestments from 2020 to 2022, as set forth under section 6.2 "*History and Development of the Group*" above. As of the date of this Prospectus, the main toll concession portfolio of the Group includes the following assets:

Table 10: Assets of the main toll concession portfolio of the Group (for the year ended 31 December 2022)

For the year ended 31 December 2022		
Toll Road	Country	Ownership
Fully consolidated assets		
NTE 1-2	U.S.	63.0%
LBJ	U.S.	54.6%
NTE 35W	U.S.	53.7%
I-77	U.S.	72.2%
I-66	U.S.	55.7%
Autema	Spain	76.3%
Aravia ⁽¹⁾	Spain	100.0%
Azores	Portugal	89.2%
Via Livre	Portugal	84.0%

For the year ended 31 December 2022

Toll Road	Country	Ownership
Equity accounted assets		
407 ETR	Canada	43.2%
IRB	India	24.9%
M4	Ireland	20.0%
M3	Ireland	20.0%
A-66 Benavente Zamora	Spain	25.0%
Serrano Park	Spain	50.0%
EMESA and Calle 30 (**)	Spain	10.0%
Toowoomba	Australia	40.0%
OSARs	Australia	50.0%
Zero ByPass (Bratislava)	Slovakia	35.0%

(*) The Group's interest is divided between Ferrovial Construcción (55%); Cintra (30%); and Ferrovial, S.A. (15%).

(**) The Group's interest is divided between EMESA (50%); and Calle 30 (10%).

Other toll road concessions are included within the Toll Road Business Division: Ruta del Cacao (Colombia), Silvertown tunnel (UK), M8-M73-M74 (UK), 407 EDG and East Extension (Phase 2) (Canada).

Inception

The Group first began its toll road activities in 1968 with the AP-8 Bilbao–Behobia toll road concession in Spain, and in the following 50 years, the Group continued to develop and expand its toll road business, including by receiving concessions for two of Spain's major highways, which established the Group as a key player in the Spanish construction section and set its path towards internationalization. On 3 February 1998, the Group incorporated Cintra Concesiones, in which it holds a 100% stake, with the aim of consolidating and optimizing the infrastructure development business. In 1999, the Group was awarded the 407 ETR toll road concession in Canada, which became one of Cintra Concesiones' first projects, together with the concession of two stretches of the Pan-American highway in Chile. The Group continued to develop its infrastructure business through Cintra Concesiones, which had its initial public offering in October 2004 following its entrance in the U.S. market through the establishment of its headquarters in Austin, Texas. In 2009, the Group merged with Cintra Concesiones (see section 6.8.1 "*The Group and its organizational structure*"). Since 2015, the Group has also gained access to concessions in Australia, Colombia, Slovakia, and the UK. Since 2019, the Group has also gained access to the Indian market through IRB.

Customers and Type of Contracts

The Group operates its toll road business through concession agreements. Concession agreements are contracts under which a public sector entity reaches an understanding with a private company for such company to construct and operate certain infrastructures for a period of time in consideration for the right to collect tolls (or to be paid either shadow tolls by the grantor of the concession or availability payments if there is no demand risk), with the private company returning the infrastructure to the public sector entity at the end of the concession period.

Toll road concession projects are long-term, capital-intensive projects that can typically be divided into two distinct phases: the construction phase and the operation phase. The construction phase, which involves the design and construction of the toll road, typically spans between two to five years, and is characterized by large capital expenditures, during which usually no revenues are received, except for projects that include toll road sections already in operation.

The operation phase commences once the construction phase is completed. It involves operating and maintaining the toll road and tolling equipment associated with the concession. In some cases, the operation phase may commence while certain parts of the toll road are still under construction, allowing tolls to be collected on the operational sections of the motorway, which in turn reduces the risks inherent to these projects. The operation phase is characterized by generally increasing levels of revenue as tolls are collected, lower levels of capital expenditure and the incurrence of operating expenses, with generally increasing cash flows. Revenues from toll road concessions with demand risk depend on the tariffs charged, which are typically set by the relevant governmental authority in the concession agreement.

The toll rates usually increase in line with inflation, except in the case of the 407 ETR, I-77 and I-66, where tariff increases may exceed the rate of inflation. This is similar for Managed Lanes in the United States (*i.e.*, the NTE 1-2, LBJ and NTE 35W), which have soft caps that are updated yearly based on annual changes to inflation. The revenues from tariffs also depend on the level of traffic on the road, which can be affected by general economic conditions, weather and other factors. Revenues from availability payment roads concessions (*i.e.*, concessions with no demand risk) are pre-determined in the concession contract and usually linked to inflation. Expenses during the operation phase consist principally of financing expenses, which depend primarily on interest rates and operating expenses, which, in turn, are

affected by the length and age of the toll road, as well as factors such as traffic volumes and weather conditions. In this regard, this segment is affected by seasonality in that there is lower traffic over the winter months due to deteriorated visibility and driving conditions as a result of winter storms and other adverse weather events (as compared to the summer and spring months, with a lower incidence of adverse weather events and higher traffic volume).

The industry is principally debt-financed, insofar long-term concession agreements generally provide a basis for non-recourse long-term debt under project finance schemes, leading to high financing expenses. As the concession matures once the construction phase has ended, a traffic growth pattern is established and its risk profile improves, there are usually opportunities to refinance projects and thereby reduce financing costs, subject to market conditions and contractual regulations.

Cintra has a young portfolio of toll roads with a weighted average remaining life of approximately 40 years, Cintra manages such portfolio with the objective of maximizing its EBITDA by generating the maximum operating revenues from its contractual rights, while efficiently complying with its contractual obligations. To this end, Cintra operates its toll roads following a "premium operator" approach, which entails (i) using a hands-on approach with a common management strategy, (ii) building know-how on lessons learned across the portfolio and (iii) continuously looking for new technologies and their potential benefits to the business. In addition, as its toll roads mature, there is also potential for increased returns on equity through refinancing and re-leveraging. See section 6.1 "— Overview".

Activities

The table below sets forth the traffic volume (in millions of transactions) for each of the Group's operating toll road concessions with traffic risk for the years ended 31 December 2022, 2021, and 2020.

Table 11: Traffic volume for each of the Group's operating toll concession with traffic risk (for the years ended 31 December 2022, 2021 and 2020)

Toll Road	Country	For the year ended 31 December		
		2022	2021	2020
<i>(in millions of transactions)</i>				
Fully consolidated assets				
NTE 1-2	US	36	33	25
LBJ	US	40	37	30
NTE 35W	US	35	35	28
I-77	US	34	28	20
Equity accounted assets				
407 ETR ^(*)	Canada	2,213	1,696	1,500

(*) VKT (Vehicle kilometers travelled).

A brief description of Cintra's main concessions, by geographical area, is as follows:

Canada

The 407 ETR

The 407 ETR concession in Canada, in which the Group holds a 43.23% interest, is the first all-electronic open access toll road in the world whereby tolls are calculated while vehicles are in motion, by means of vehicle identification at entry and exit points either through transponders or video-based license plate imaging. By removing the need for toll barriers, this toll collection system enables free flow of traffic along the highway, allowing high traffic volumes to be handled without long queues. It covers 108 kilometers in an east-west direction, traversing Canada's largest and most affluent urban center, the Greater Toronto Area.

In May 1999, the 407 ETR was privatized and Cintra was awarded the concession, which involved (i) the construction and completion of seven interchanges, (ii) the construction of the east (15 kilometers) and west (24 kilometers) extensions of the highway, both completed in 2001, and (iii) the financing, maintenance, and operation of the entire stretch of the 407 ETR for a period of 99 years (ending in 2098).

On 5 October 2010, Ferrovia entered into an agreement with the Canada Pension Plan Investment Board for the sale of 10% of the share capital of the 407 ETR for approximately CAD 894.3 million (approximately EUR 640 million as of 2010). The share transfer took place on 18 November 2010, resulting in Cintra holding its current 43.23% interest in the 407 ETR.

As traffic grows, the 407-ETR keeps widening the number of lanes to preserve the user experience. Because of very high volumes of traffic, Cintra generally commences construction of these new lanes before it is contractually obliged to do so. Since the extensions were completed in 2001, 287 kilometers of total new lanes have been added, and the road's capacity could still be increased by a further 16%. Although impacted by the COVID-19 pandemic, traffic levels on the 407 ETR have increased in most years since Cintra was awarded the concession in May 1999.

The 407 ETR has an innovative tariff structure that allows for prices to be raised freely without prior authorization from the Ontario Ministry of Transportation, provided that the traffic is maintained above a certain threshold. This system makes it possible for the Group to optimize revenues by adjusting toll fees to the time savings offered to drivers by the toll highway as shown by the asset's revenue compound annual growth rate of 6.9% for the 2009 to 2022 period. However, certain 407 ETR annual traffic levels are measured against annual minimum traffic thresholds, which are prescribed by Schedule 22 to the concession agreement and escalate annually up to a specified lane capacity. If annual traffic level measurements are below the corresponding traffic thresholds, amounts calculated under Schedule 22 are payable to the province in the following year, which could potentially offset any revenues raised in connection with traffic tariffs. For more information on the risks arising from the annual traffic thresholds prescribed by Schedule 22, see section 1.1.2.1 "*Risk Factors—Risks Relating to the Group's Business—Risks relating to the Toll Roads Business Division—Reduced vehicle use on the toll roads operated by the Group's toll road concession companies may adversely impact the Group's business, results of operations and financial condition*".

The 407 East Extension (Phase 1 and 2)

The 407 East Development Group (EDG), or 407 East Extension (Phase 1), a project involving the eastern extension of highway 407, in which the Group holds a 50% interest, is the first project in North America under the availability payment scheme, with no toll rates or traffic risk. This concession is 35 kilometers long and will be a key factor for the economic development of the eastern part of the city of Toronto, where more than 13,000 new jobs have been created and significant spin-off benefits for local businesses have been generated as a knock-on effect of the highway extension. The 407 EDG toll road was opened to traffic in June 2016.

The 407 East Extension (Phase 2) is an extension of the 407 East Extension (Phase 1) toll road. This concession is 32 kilometers long. The concession was opened to traffic in segments, with the first segment opening in 2018. The full opening took place in November 2019. Cintra holds a 50% stake in the concession.

United States

Managed Lanes offer a solution to the problem of congestion in urban areas that are unable to develop new roadways due to lack of space. Under the Managed Lanes system, tariffs charged are dynamic and may be changed every five minutes to manage traffic volume and ensure a minimum speed. Cintra has different projects under this model, including the NTE 1-2, LBJ, NTE 35W, I-77 and I-66 (under operation), and the NTE 35W 3C (under construction).

NTE 1-2

Cintra holds a 62.97% stake in the NTE concession, a 21.4 kilometer highway located in the Dallas-Fort Worth area in north Texas. The NTE 1-2 is intended to improve mobility along a series of highways vital to the region, including IH-820 and SH 121/183. The project was fully opened to the public in October 2014, with the concession agreement ending in 2061.

LBJ

Cintra holds a 54.60% stake in the LBJ concession, which provides a solution to congestion problems on interstates IH-35E and IH-635 in Dallas, Texas. This project increases capacity in the corridor with the creation of six new express toll lanes.

LBJ is 21.4 kilometers in length and located between IH-35E and US-75. The project was the largest private-public partnership to be developed in the U.S. at the time and is, to date, the largest private-public partnership in the Southwest of the U.S. The project features a combination of four general use lanes and two to three continuous frontage roads in each direction, along with 13.0 miles (21.4 kilometers) of three managed lanes in each direction that use dynamic pricing to keep traffic moving above 50 miles per hour (80 kilometers per hour). The managed lanes features about 5 miles (8 kilometers) of new depressed roadway. This reconstruction was governed by a lump-sum, fixed-price contract entered into as a joint venture with LBJ Mobility Partner and has a design-build period of 60 months. It is divided into three sections, (i) the I-35 section from Loop12/IH35 to Crown Road, with a length of 3.6 miles (5.8 kilometers), (ii) the LBJ/I-35E interchange, located on the I635 corridor between I35E and Dallas North Tollway, with a length of 5.0 miles (8.0 kilometers) and (iii) the LBJ Section, located on the I635 corridor between the Dallas North Tollway and the east of the US75 corridor, with a length of 4.6 miles (7.4 kilometers). LBJ was opened fully in September 2015. The concession agreement will end in 2061.

NTE 35W and NTE 35W 3C

Cintra holds a 53.67% stake in the NTE 35W project concession, which serves to link downtown Fort Worth, Texas with the surrounding residential and business areas, while also providing vital congestion relief by using Managed Lanes to support this major transportation corridor.

The NTE 35W comprises three different segments: (i) segments 3A (7.0 miles (11.0 kilometers) along the I-35W corridor through downtown Dallas, including the total reconstruction of the link between I-35W and SH-820) and 3B (4.0 miles or 6.4 kilometers, financed, designed and built by the Texas Department of Transportation and operated and maintained by the consortium in charge of NTE 35W and let by Cintra), which were fully opened to traffic in July 2018, with a total investment of over USD 1.4 billion and (ii) segment 3C, which concession was awarded in August 2019, and comprises

6.8 miles or 11 kilometers, with an investment of roughly USD 0.9 million and a concession term of nearly 50 years. The concession agreement includes renovation of existing lanes, which will remain toll free, and the construction of two managed lanes in each direction. Segment 3C is expected to start operating in the summer of 2023.

I-77

Cintra holds a 72.2% stake in the I-77 express lanes concession in North Carolina, which connect the metropolitan area in the northern part of Charlotte with the residential area of Lake Norman over a distance of 26 miles (41.8 kilometers). The express lanes are dedicated travel lanes that run adjacent to the existing general purpose lanes. The express lanes are divided into three sections, two express lanes running on both directions on I-77 between Charlotte and Exit 28 and one express lane in either direction between Exit 28 and Exit 36, which seeks to minimize environmental impacts of traffic on neighboring Lake Norman.

The express lanes operate based on a variable toll system that facilitates demand management. A minimum speed of 45 miles per hour (approximately 72 kilometers per hour) is ensured. The highway's 50-year concession began once the road was opened to traffic, in November 2019.

I-66

Cintra holds a 55.7% stake in the I-66 project concession, which comprises the construction of three toll free lanes and two express lanes in each direction between Capital Beltway and Gainesville (Virginia). The project has committed investments of at least USD 3.7 billion, including (i) USD 2.3 billion in project construction, (ii) USD 579 million in upfront concession fees to the Commonwealth of Virginia for the funding of additional improvement projects in the corridor, (iii) USD 800 million to expand transit services in the corridor and USD 350 million for other improvement projects over the course of the 50-year concession period. The 50-year concession began once the commercial agreement was reached in 2016, with the highway opening to traffic in 2022.

India

IRB

The IRB project, in which the Group holds a 24.86% interest, manages 22 different toll road projects over a total distance of 2,500 kilometers and includes the Mumbai-Pune toll road. The IRB project represents around 20% of the "Golden Quadrilateral", the road network that connects India's main economic development hubs. IRB has its own construction division that works exclusively for IRB's own concessions, which allows for similar synergies and complimentary capabilities as those derived by the relationship between Cintra and Ferrovial Construction, discussed in relevant part in this section.

6.8.3.2 Airports Business Division

Overview

The Group's activities in the Airports Business Division include the development, financing and operation of airports. Ferrovial Airports integrates all the Group's airport management activities and the Group believes this makes it one of the world's leading private airport operators in terms of international flights as at 16 December 2022 (source: [Revealed: The USA's Top Airports For International Flights In December \(simpleflying.com\)](#)).

In 2006, the Group acquired a stake of 55.87% in Heathrow Airport Holdings Ltd (HAH) (at the time of acquisition, British Airport Authority). As a result of various corporate transactions since the initial acquisition in 2006, as at the date of this Prospectus, the Group indirectly holds 25% of HAH's share capital. The remaining stakes in the entity are held by Qatar Holding (20%), Caisse de Dépôt et Placement du Québec (12.62%), investment vehicles controlled by the Government of Singapore Investment Corporation (11.2%), Alinda Capital Partners LLC (11.18%), CIC (10%) and USS (10%).

In December 2014, AGS Airports Limited (a consortium comprised by Ferrovial Airports and Macquarie European Infrastructure Fund 4 LP, with a 50% interest each), entered into a share purchase agreement with Non Des Topco Ltd (wholly-owned subsidiary of HAH) for the acquisition of the Aberdeen, Glasgow and Southampton Airports in the United Kingdom.

Furthermore, in 2022, the Group increased its airports portfolio after it reached an agreement with Turkish infrastructure company YDA Group to acquire a 60% stake in the company that manages the Dalaman Airport concession. YDA Group was awarded the concession to operate the airport for the 26 years following 2014, which was recently extended to 2042. The agreement included the construction of a new international terminal that came into service in 2018.

Additionally, in 2022, the Group acquired a 96% interest in Mars NTO LLC, an entity holding a 51% stake in the consortium that was awarded the concession to design, build and operate the New Terminal One at JFK airport in New York (which includes the former Terminals 1, 2 and 3 of this airport). The Group holds a 49% indirect ownership interest in the project, becoming the consortium's lead sponsor. Other shareholders are Carlyle (with indirect holdings of 2%), JLC (direct holdings of 30%) and Ullico (direct holdings of 19%). On 10 June 2022, a concession agreement with the Port Authority of New York and New Jersey and certain financing and construction contracts came into force. The concession agreement will end in 2060. This project is now under construction and is expected to start operation during the last quarter of 2026.

The origins of the Airports Business Division date back to 1998, but it was only in 2006, with the acquisition of HAH, that the division gained its current relevance within the Group's operations.

Customers and Type of Contracts

The main customers in connection with operations of the Airports Business Division are airlines and passengers who use the facilities the Group operates. The airports are managed through concession agreements, with some airports' revenues (*i.e.*, Heathrow) being regulated by a local regulatory authority and other airports' revenues (*i.e.*, the AGS airports, JFK and Dalaman) not being regulated.

Activities

The Airports Business Division generates two primary types of income: (i) aeronautical income and (ii) non-aeronautical income. Aeronautical income is generated from airport fees and traffic charges, which in turn are principally levied on the basis of passenger numbers, maximum total aircraft weight, aircraft noise and emission characteristics and the length of time during which an aircraft is parked at the airport (in the case of Heathrow only, these charges are regulated by the CAA). In this regard, this segment's revenues are affected by seasonality, since there is higher passenger traffic (the total number of incoming and outgoing passengers at the airport in a particular period) over the spring and summer months. For further discussion of seasonality effects on the Airports Business Division, see section 8.2.5 "*Operating and Financial Review—Material Factors Affecting Results of Operations—Seasonality*". Non-aeronautical income is generated mainly from retail concession fees, car parking income, advertising revenue and other services supplied by the airport's operators, such as the rental of aircraft hangars, cargo storage facilities, maintenance facilities and the provision of facilities such as baggage handling and passenger check-in. This income is also somewhat affected by seasonality, since items such as car parking income, baggage handling and passenger check-in can be dependent on passenger volume. HAH also generates income from the Heathrow Express rail operations.

The Airports Business Division's assets are divided into regulated and non-regulated assets. The regulated assets are solely comprised of Heathrow, while the non-regulated assets include the AGS airports, JFK and Dalaman (and NTO, once it is in operation), where passenger fees are fixed by the corresponding concession contracts.

Although the number of passengers has increased significantly in 2022 compared to 2021 (see table 18 in section 8.2.3 "*Operating and Financial Review—Material Factors Affecting Results of Operations—COVID-19 pandemic*") at the main airports of the Group, as for the year ended 31 December 2022 and 2021, no dividends were paid from HAH and AGS. For the year ended 31 December 2020, the dividends distributed to the Group amounted to EUR 29 million for HAH, while no dividends were distributed by AGS. This is partially explained by the Airport Business Division's results being strongly impacted by the COVID-19 pandemic in 2020 and to a lesser extent, in 2021 and, in the case of AGS, also due to the conditions in connection with the amendment and extension of its existing debt facility.

Heathrow Airport

Located 24 kilometers west of central London, Heathrow is the principal airport for long-haul routes in the United Kingdom and is Europe's busiest airport in terms of total passengers according to Cyrium. All of Heathrow's terminals are either new or have been recently refurbished.

In 2022, 61.6 million passengers travelled through Heathrow, which recorded the busiest summer out of any European hub airport. As a result of the ramp-up plan, Heathrow was able to activate all its operations ahead of the summer peak, with the temporary daily passenger limit (100,000 departing passengers per day) set in July 2022 to improve passenger traffic being lifted at the end of October 2022 without affecting service quality.

Heathrow hosts most of the world's major international airlines and is the worldwide hub of British Airways, as well as the main European hub of the Oneworld Alliance (which includes British Airways, Iberia, American Airlines, Finnair, Japan Airlines, Qantas and Royal Jordanian). It also hosts the other two principal airline alliances of SkyTeam (which includes Air France, KLM, ITA Airways, China Southern and Kenya Airways) and Star Alliance (which includes Air Canada, Air New Zealand, Air China, EgyptAir, Lufthansa and Turkish Airlines).

Heathrow has an air transport movement annual capacity limit set by the Department of Transport and is served by two parallel runways which, together, have maximum permitted air transport movements of 480,000 flights per year. For the year ended 31 December 2022, actual passenger air transport movements (cargo and passenger traffic) totaled 376,845, and passenger only air transport movements totaled 367,160. In 2022, approximately 80.4% of Heathrow's passenger traffic was origin and destination traffic, and 19.6% was transfer traffic. To serve passenger traffic, Heathrow has four terminals with a total retail space of more than 58,600 square meters and provides a wide range of passenger services, including passenger-handling facilities, shops, bars, restaurants and over 22,000 public car park spaces. Heathrow is served by extensive bus services, London Underground services and the dedicated Heathrow Express rail link to and from London Paddington station.

The above data illustrate not only the strength and resilience of Heathrow's operations but also the benefits of its continued investments. For example, the construction of Terminal 2, opened in June 2014, required an investment of EUR 3 billion and generated 5,000 direct and 35,000 indirect jobs. Overall, the Heathrow investment program has amounted to over GBP 6.9 billion (approximately EUR 8.1 billion) during the last decade.

Given its relative scale, Heathrow is a very important asset for the Airports Business Division, accounting in 2022 for approximately 83% of the total passengers in the airports in which the Group participated.

In February 2022, Heathrow released an update to its original 2017 sustainability plan, "Heathrow 2.0". Heathrow's refreshed strategy sets out the goals towards which it will be working during this decade, focusing on delivering outcomes that align with the most material environmental, community and industry issues for the airport. Heathrow reports its progress as it pertains to the goals set out in Heathrow 2.0 in its yearly sustainability report. Heathrow's last sustainability report, the Sustainability Report for 2022, was published in February 2022 and provided an update to stakeholders on progress made in 2020, work undertaken to relaunch Heathrow 2.0 during 2021 and data on key sustainability impact that is aligned to the goals included in Heathrow 2.0's sustainability plan. The Group, which does not have operational control over equity-accounted companies' sustainability plans and strategies, routinely reviews such plans and strategies, so that they do not contradict the Group's own sustainability framework.

At the same time, Heathrow's net zero plan, issued in 2022 within the framework of Heathrow 2.0, sets out how to achieve net zero carbon emissions for its own operations and how to contribute to decarbonizing wider United Kingdom aviation. It includes initiatives such as stretching targets to cut carbon "in the air" by up to 15% and "on the ground" by at least 45% by 2030, and achieving net zero emissions for its own operations by 2050, using 2019 levels as the baseline. Its eight goals show where Heathrow will cut its emissions and how the airport plans to do that, including how Heathrow will work in establishing relevant partnerships and influence others where Heathrow does not directly control emissions.

Investment will be key to delivering Heathrow's net zero plan. Therefore, as part of Heathrow's "H7" business plan (the CAA's Heathrow price control review plan pursuant the Civil Aviation Act 2012), GBP 207 million of capital expenditure will be allocated to a carbon program, covering all aspects of airport operations from modernizing airspace to electric vehicle charging. Although the CAA backed the full program in its final proposals, the overall plan is not financeable and hence, Heathrow's proposals risk being undeliverable. This is due to the fact that the CAA approved a smaller capital expenditure budget and lower revenue for H7 business plan. Consequently, there is a possibility that some of the proposed investments may need to be reconsidered.

In addition to its net zero plan and H7 business plan, Heathrow continued to advocate for a global net zero deal at the International Civil Aviation Organization Assembly in 2021 and has also advocated for governments to introduce the mandates and price incentives needed to stimulate investment in sustainable aviation fuel. In connection with the latter, and as part of the Prince of Wales's Sustainable Markets Initiative (SMI), Heathrow's CEO engaged on net zero aviation with leaders at the Commonwealth Heads of Government Meeting, held in Kigali in 2021. Through the SMI, Heathrow is also building an alliance of corporations committed to purchasing sustainable aviation fuel, hence assisting in the early stages of sustainable aviation fuel market development. Heathrow's sustainable aviation fuel landing charges incentive (designed to deliver 0.5% sustainable aviation fuel at Heathrow during 2022) was over-subscribed and Heathrow is consulting on incentives to more than double its sustainable aviation fuel mix during 2023 and to increase it steadily in the years after, with this initiative complementing the Government's new "Jet Zero" strategy, pursuant to which the UK Government seeks to achieve net zero aviation by 2050, with all domestic flights achieving net zero and all airport operations in England achieving zero emissions by 2040.

Following the UK Government's publication of its Jet Zero Strategy in July 2022, Heathrow continues to support the Government on its plans to introduce the mandates and consult on the price incentives needed to stimulate domestic investment in sustainable aviation fuel. For additional information, see section 6.21.3 "*Human rights and health and safety*".

AGS airports

The AGS airports consist of the Aberdeen, Glasgow and Southampton airports. Unlike Heathrow, the AGS airports do not have an air transport movement annual capacity limit established by the Department of Transport. However, like Heathrow, AGS also saw a notable recovery in traffic in 2022, with 9.2 million passengers for the year, thanks to the removal of travel restrictions from April onwards, in comparison with 3.5 million passengers for the year 2021 (when COVID-19 restrictions were still in place). Glasgow showed the strongest recovery, mainly due to increased tourist travel. For more information, see section 1.1.1.1 "*Risk Factors—Risks Relating to the Group's Business—Risks relating to the entire Group's business—As a result of the Group's operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*".

The AGS airports serve a catchment area in Scotland and England's South Coast and are located within 60 minutes of 6.8 million people. The regions served by these airports have shown strong economic growth anchored upon the financial services, energy and logistics industries.

Glasgow airport, Scotland's second busiest airport after Edinburgh, is also Scotland's principal long-haul airport as well as Scotland's largest charter hub (source: insider.co.uk ([Scottish airports – BusinessInsider](https://www.insider.co.uk/news/scottish-airports-businessinsider))). It has a catchment area within 60 minutes of 2.9 million people and it offers a balanced mix of domestic (44.6%) and international (55.4%) traffic. It is served by 23 airlines that fly to more than 100 destinations. The infrastructure in place would support up to 15 million passengers per year.

Aberdeen airport is one of the world's busiest commercial heliports (sources: [Aberdeen heliports \(contractorsunlimited.co.uk\)](https://www.contractorsunlimited.co.uk/news/aberdeen-heliports) and [The world's busiest commercial heliport - NATS](https://www.nats.gov.uk/news/the-worlds-busiest-commercial-heliport-nats)), providing services for approximately 358,424 helicopter passengers in support of the North Sea oil and gas industry. Aberdeen airport is used by 13 airlines serving more than 34 destinations.

Southampton has a large catchment area within 60 minutes of over 3.5 million people and serves around 28 destinations with 9 airlines using this airport. It provides short-haul air links to mainland Europe, large United Kingdom cities and the Channel Islands.

Dalaman airport

In February 2022, the Group acquired a 60% interest in the company that manages the concession for the Dalaman airport in Turkey for EUR 140 million. Said concession was granted in 2014 and its termination is in 2042. Passenger charges are set and collected in euros, so most of the airport's revenues are in that currency.

The airport, which is located on the Turkish Riviera, a vacation destination for both domestic and international passengers, had 4.5 million passengers in 2022. The airport has capacity for more than 20 million passengers per year.

The Dalaman airport has been regaining traffic during 2022 as travel restrictions were lifted. However, there has been a decline in Russian and Ukrainian passengers due to the conflict in Ukraine, although the impact is limited and partly offset by increased traffic from other European destinations, especially the UK. For more information, see section 1.1.1.1 "*Risk Factors—Risks Relating to the Group's Business—Risks relating to the entire Group's business—As a result of the Group's operations, a deterioration of global economic and political conditions could have a material adverse effect on the Group's business, financial condition, results of operations and prospects*".

NTO at John F. Kennedy International Airport in New York

In 2022, the Group entered a consortium for the development of NTO at JFK airport and holds a 49% indirect interest in the project. On 10 June 2022, the consortium signed the concession contract with the Port Authority of New York and New Jersey for the construction and later operation of the terminal, which ends in 2060. After construction, the terminal is expected to come into operation in 2026. The revenue streams from the terminal under the concession agreement are the passenger fees charged to the airlines, as well as commercial revenues. This investment is in line with the Group's Horizon 24 Strategic Plan, as (i) JFK is a premium destination as the U.S.' largest international gateway in terms of international flights as at 16 December 2022 (source: [Revealed: The USA's Top Airports For International Flights In December \(simpleflying.com\)](#)), (ii) there is a strong growth demand of international traffic, (iii) the project will increase the airport's capacity to host large aircrafts and (iv) the air charges are unregulated.

The NTO project will be completed in phases to match traffic demand. The initial phase of development, related to the initial round of financing (Phase A), will replace the existing Terminal 1, which will be dismantled, and will accommodate additional airlines that will be displaced by the demolition of other JFK terminals, in line with the Port Authority of New York and New Jersey's JFK master plan. Work on Phase A began in June 2022 and will continue until 2026.

Other operations

The Group also operates in the airport facility maintenance and management sector through its 49.9% stake in the local company FMM, responsible for the maintenance and management of the Doha airport in Qatar.

Finally, the Group, through Ferrovial Vertiports, is currently developing a series of agnostic vertiport networks capable of accommodating various electric vertical take-off and landing aircraft (eVTOLs), operators and business models, to meet existing market demands by partnering with eVTOL operators and airlines in the identification, development, leasing and operating of sites and cooperating with local authorities at all levels to ensure compliance with all applicable regulatory requirements. This project has a focus on the U.S. and European markets and discussions with a number of original equipment manufacturers are being carried out at present.

6.8.3.3 Construction Business Division

Overview

The Group conducts its construction activities mainly through Ferrovial Construction, a wholly owned subsidiary of Ferrovial (and, following the Merger, of the Company) and a leading Spanish construction company in terms of revenue as at 2021 (source: [Spain: leading construction firms by revenue | Statista](#)) with over 90 years of experience in the industry, as well as through other companies within the division. Ferrovial Construction is involved in all areas of civil engineering, residential building and non-residential building in Spain, as well as internationally. Ferrovial Construction is also involved in water treatment plant engineering and construction through its wholly-owned subsidiary Cadagua, recognized internationally for its seawater desalination plants. The Group's Construction Business Division is also involved in energy transition projects, maintaining the Group's commitment to the development of sustainable, innovative and efficient solutions.

The Group has been important in the expansion of Spanish construction companies into international markets. For example, the Group has established a strong presence in Poland and the U.S., where it functions through its local subsidiaries Budimex and Webber, respectively. The Group also functions through permanent branch offices and subsidiaries in markets such as the United Kingdom, Canada, Chile and Australia.

The Construction Business Division's operations are affected by seasonality due to an increase in activity over the spring and summer months due to improved weather conditions (as compared to the winter). For further details on the effect of

seasonality on the Construction Business Division's results, see section 8.2.5 "Operating and Financial Review—Material Factors Affecting Results of Operations—Seasonality".

The principal products the Group uses in its Construction business include concrete, steel reinforcing bars and asphalt. The fabrication of these products is subject to raw material (such as cement, aggregates and crude oil) availability and pricing fluctuations, which the Group monitors on a regular basis. The Group purchases most of these raw materials, necessary to operate its business, from numerous sources. The availability and cost of these raw materials may vary significantly from year to year due to various factors, including the logistics market, customer demand, producer capacity, inflation, market conditions and specific material shortages.

In 2022, despite the difficult macroeconomic situation marked by inflationary and supply chain tensions, the Group has increased its turnover and maintained its profitability at positive levels thanks to the mitigation and management measures adopted to control the effects of inflation, supported by price review formulas implemented by public administrations in countries such as Spain, Poland and Portugal. The outlook in this Division remains favorable, with the portfolio at record highs following major awards and a solid pipeline of projects in the main markets (*i.e.*, U.S., Poland and Spain), where investments are planned not only in transport infrastructure, but also in water, electricity transmission or energy efficiency projects.

During 2022, the main projects awarded to the Group were the following:

- 50% interest in the Ontario Line Subway for CAD 5,500 million (approximately EUR 4,100 million) (Canada);
- 50% interest in the Coffs Harbour Bypass for AUD 1,400 million (approximately EUR 900 million) (Australia);
- the I-95 Robeson County widening project for USD 282 million (approximately EUR 277 million) (U.S.);
- the expansion of the Gdansk Deepwater Container Terminal for EUR 245 million (Poland);
- the construction of 3.1 miles of interstate I74 Forsyth County for USD 262 million (approximately EUR 230 million) (U.S.); and
- 50% interest in the construction of a tunnel, three stations and eight ancillary infrastructures for the Paris Subway as part of Gran Paris Express for EUR 438 million (France).

Inception

The Group has developed and expanded its Construction Business Division nationally and internationally, since 1952, mainly through being awarded concession contracts in countries such as the United Kingdom, the U.S., Canada, and through strategic acquisitions such as Budimex in Poland and Webber in the U.S.

The Group has a great expertise in large and complex international projects, mainly through construction works carried out for the benefit of its Group Companies, such as Cintra or HAH, but also through construction works carried out for the benefit of third party clients.

In 1985, the Group expanded its portfolio of national expertise to include know-how in the field of engineering and construction of water purification and treatment plants, through the acquisition of a 100% holding in the Spanish company Cadagua.

In 1995, the Group acquired a 98.27% interest in Agroman Empresa Constructora, a Spanish construction company founded in 1927. On 5 October 1999, the Group merged with Agroman Empresa Constructora and incorporated Ferrovial Agroman, which became one of Spain's largest construction companies in terms of revenues as at 8 February 2023 (source: [Spain: leading construction firms by revenue | Statista](#)). The Group then acquired the remaining interest in Ferrovial Agroman, therefore becoming the sole shareholder of Ferrovial Agroman and completing the integration process of the construction business into the Group. In May 2020, Ferrovial Agroman changed its corporate name to Ferrovial Construction.

The Group has continued to expand its international Construction Business Division through the acquisition of a 59.06% holding in the Polish construction company Budimex in 2000 and the acquisition of a 100% holding in the U.S. company Webber in 2005.

Customers and Type of Contracts

According to Ferrovial Construction's order book as of 31 December 2022, was of EUR 14.7 billion (not including pre-awarded contracts for an amount of EUR 915 million, mainly related to contracts at Budimex and Webber), with international clients accounting for 85% of the order book's accounts. Clients from the public sector accounted for 82.17% of the total order book, with Group companies representing 4.73% and private customers representing 13.1%. Generally, the Construction Business Division of the Group operates through design and construction agreements whereby obligations to design and construct infrastructure are assumed. The Group is generally awarded those agreements by virtue of its successful participation in public and private procurements.

Activities

Ferrovial Construction

Ferrovial Construction is the Group company that heads the Construction Business Division in the Spanish market and is involved in all areas of construction, including civil works and building and industrial works, both in Spain and internationally, through other companies within the division. Within the context of civil works, the Division's largest segment, the company designs and builds all types of infrastructure including roads, railways, hydraulic works, maritime works, hydroelectric works and industrial projects. Ferrovial Construction's building activities also include the construction of non-residential buildings (including airports, sports facilities, health centers, schools and cultural buildings, shopping and leisure centers, museums, hotels, building refurbishment projects, offices, factories and industrial warehouses) and residential construction. The Group believes Ferrovial Construction, through Cadagua, is also one of the top international companies in the engineering and construction of water treatment plants, mainly seawater desalination plants, but also sewage treatment, water purification and waste treatment plants.

Budimex

Budimex, a company founded in 1968, has been listed on the Warsaw stock exchange since 1995. It is currently the leading construction company in Poland in terms of revenue as at 18 April 2023 and as at November 2022, respectively (source: [Poland: biggest construction companies by revenues 2021 | Statista](#); „Polskie spółki budowlane 2022 – najważniejsi gracze, kluczowe czynniki wzrostu i perspektywy rozwoju branży" ([deloitte.com](#))).

Budimex is focused on the construction of civil works (such as roads, highways, railways, airports and bridges), industrial construction, residential building and non-residential building which aligns with the operations the overall operational split of the Construction Business Division. Over the last few years, Budimex has managed a steady increase in diversification, both in seeking and obtaining projects other than roads and in new activities such as private-public partnerships and infrastructure and facility management.

Webber

Webber specializes in the construction of infrastructure works, such as roads, highways, bridges and airport runways. In 2010, it was named as the leading transport infrastructure company in the State of Texas in the United States according to Engineering News Record magazine. In 2016, Webber acquired Pepper Lawson Construction, a specialized company in water infrastructure, enhancing the capabilities and resources of Webber in these segments. As one of the largest contractors in Transportation Texas as at 9 July 2018 (source: [Texas & Louisiana Stories | Engineering News-Record \(enr.com\)](#)), Webber is a market leader in Texas in terms of construction contracting-specific revenue as at 31 December 2022 ([ENR Texas & Louisiana 2022 Top Contractors | Engineering News-Record](#)), and in the last few years, it has expanded operations into other U.S. states, including Virginia, Georgia, North Carolina and Florida.

6.8.3.4 Energy Infrastructures and Mobility Business Division

As part of the Group's commitment to the transition economy, in 2021 the Group created the Energy Infrastructures and Mobility Business Division, in charge of exploring sustainable business opportunities. This includes the development of Energy Infrastructures (transmission lines and renewable energy generation plants), Mobility (through the ownership interest in Zity, an electric car-sharing company operating in Madrid, Paris, Lyon and Milan), waste treatment plants in the United Kingdom, services to the mining industry in Chile and auxiliary services provision to public and private clients in Spain.

Chile and Spain are the two main markets for Energy Infrastructures. The Group has a transmission line already operational in Chile, which was acquired in 2016, and another under construction, the Centella project. In Spain, it has a 50 MWp photovoltaic plant under construction, located in Seville, as well as a portfolio of generation projects in their early stages of development exceeding 2-3 GW. In addition, the Group recently acquired additional photovoltaic plants under development in Seville (see section 8.4 "Operating and Financial Review—Recent Developments").

Car Sharing Mobility Services, S.L. (Zity) is the main Mobility asset. It is an electric car-sharing company operating, directly or through subsidiaries, in Madrid, Paris, Lyon and Milan. The fleet consists of approximately 1,500 vehicles, recharged with 100% renewable energy. The Group has a 50% stake in this project, developed jointly with the manufacturer Renault. Within the Mobility subdivision, the Group's minority stake in Inspiration Mobility (a North American company investing in the electric vehicle sector, both in cars and associated charging structures) represents another incipient project.

Circular economy (*i.e.*, a production and consumption model that incentivizes the sharing, leasing, reutilizing, repairing, renewing and recycling of already-existing raw materials and products throughout their life cycle), is another important area of this division's activity. For this purpose, it has four municipal solid waste treatment centers in the United Kingdom, located in Yorkshire, Milton Keynes, Cambridge and Isle of Wight. Each of them is associated with a concession contract with different local authorities. Together, they have capacity to treat some 800,000 tons per year. This business was reclassified to the Energy Infrastructure and Mobility Business Division from the Group's divested Services Business Division, as also were the services in Chile and Spain. In Chile, the Group's activity continues to focus on providing services to large-scale copper mining, such as maintenance, hoisting or management of the electrical loop. In Spain, the Group retains a 24.7% stake in Grupo Serveo, a company focused on providing ancillary services to public and private clients.

The Group is positioned as a preferred industrial partner, providing value in the development, financing, construction, operation and rotation of assets. Based on its experience, it plans to take advantage of business opportunities while maintaining a balance between risk and profit. The division is an active part of the Group's ESG strategy, with the focus on the fight against climate change and the decarbonization of the economy, always in line with the Horizon 24 Strategic Plan. See section 6.21 "*Environment and ESG / Sustainability / Health and Safety*" for more information on the Group's ESG actions. In a sector subject to constant change, the Group intends to use, together with its own resources, its participation in industrial ecosystems, developing and investing in technologies that enable growth in profitable businesses. The activity will focus on the Group's preferred geographies, especially the United States, Spain, Chile and Poland (*i.e.*, the geographies where its Energy Infrastructures and Mobility services are already provided).

6.8.3.5 Discontinued operations (Services)

The Group decided to classify the Services Business Division as divested operations, following completion of a strategic review process initiated in October 2018, with the aim of focusing on the development of its infrastructure business. As of the date of this Prospectus, the divestment of the Services Business Division is completed. See section 8.1.2 "*Operating and Financial Review—Overview—Description of segments*".

As discussed in section 6.8.3.4 "*Energy Infrastructures and Mobility Business Division*", the Group will retain the United Kingdom waste treatment business and the activity in Chile within its Energy Infrastructures and Mobility Business Division. In 2021, certain other activities were strategically transferred to the Construction Business Division (*i.e.*, the North American infrastructure maintenance business and the energy efficiency services business) and the Toll Roads Business Division (*i.e.*, the contract to maintain and operate Madrid Calle 30 and the ARAVIA maintenance contract for conservation and operation of a section of A2 highway in Spain).

6.9 Outlook and Trend Information

6.9.1 Toll roads

In 2023, traffic is expected to increase at all assets above the 2022 level, a year in which mobility was affected by the omicron variant of the COVID-19 pandemic and restrictions reintroduced by the province of Ontario, Canada, which were gradually eased and lifted in the first quarter of the year. Traffic showed a solid month-over-month recovery during 2022 and is expected to continue to improve during 2023. At some assets in the U.S., traffic is expected to exceed pre-COVID levels, albeit with differences by geography.

EUR 388 million dividend was received from operating subsidiaries as of 31 December 2022, compared to EUR 469 million as of 31 December 2021. In 2023, the main infrastructure assets are expected to continue to distribute dividends consistently according to their operating performance. In addition, NTE 35W is expected to start distributing dividend once segment 3C opens to traffic. Cintra will focus its efforts on maximizing the quality of the service provided by optimizing its revenues and costs, within the framework allowed by the concession contracts. The expected evolution by geography is as follows:

- In Canada, the 407 ETR was impacted during the first quarter of 2022 by mobility restrictions imposed due to the omicron variant surge. Despite this, traffic showed a solid month-to-month recovery path, with the last quarter of 2022 recording the highest traffic data since the start of the pandemic. During 2023, the 407 ETR will continue to focus on optimization and cost control measures, without abandoning the development of its strategy of generating value for the user. The toll road will maintain its investment in the Data Lab to better understand user behavior and be able to personalize its value propositions, as well as improve its customer management systems, which will enable it to offer more personalized attention through loyalty plans and individualized offers.
- In the United States, some assets exceeded pre-COVID traffic levels in 2022, even though they were affected by the mobility impact of the COVID-19 omicron surge in January and February 2022. This evolution demonstrates the robustness of the Managed Lanes solution and the economic strength of the environments in which the company operates, which has made it possible to mitigate the loss of revenue by taking advantage of the tariff flexibility of Managed Lanes contracts. The current inflationary context will entail an increase in revenues from the Dallas Managed Lanes, where the price cap will increase in 2023 compared to the previous year. In this regard, the full opening of I-66 in November 2022, and the expected opening of segment 3C of NTE35W in 2023, will significantly increase revenues in the US market.
- In India, where IRB manages 22 projects and more than 2,500 kilometers of toll roads in India, the Group expects to reach significant milestones in its development pipeline during 2023.
- In Australia, Cintra will continue to manage the Toowoomba toll road and the Western Roads Upgrade project, which opened fully to traffic in November 2021.
- In the remaining markets, Cintra will continue to operate the assets already in operation, including the D4R7 toll road in Slovakia, which opened to traffic in its entirety in October 2021. It will also complete the opening to traffic of several sections of the Ruta del Cacao in Colombia and will continue with the execution of the construction of Silvertown Tunnel in the United Kingdom.

In November 2022, NextPass, a mobile application for iPhone and Android that allows payment on any toll road, bridge, tunnel or express lane in Virginia, was launched, and is expected to expand its scope in 2023 to other U.S. states such as California, Texas and North Carolina.

The Group will continue its bidding activity in its target regions (North America, Europe, Australia, Colombia, Chile and Peru), focusing on complex greenfield projects, given their high value creation potential. Cintra has been prequalified in two processes in the USA: SR400 Managed Lanes in Atlanta (Georgia) and I-10 Calcasieu River (Louisiana).

However, uncertainty in the traffic patterns evolution represent a risk of vehicle use reduction that could have an impact on both results and dividends distributed from projects, as explained under section 1.1.2 "*Risk Factors—Risks Relating to the Group's Business—Risks relating to the Toll Roads Business Division*".

6.9.2 Airports

In 2023, traffic is expected to increase at all airports to figures close to those of 2019 and even higher in the case of the Dalaman airport. According to the Group's estimates for 2023, the airports within its portfolio will operate at the following capacities: (i) Heathrow airport: in a range between 70 and 78 million passengers (86%-96% of 2019 levels); (ii) AGS airport: approximately 11 million passengers (81% of 2019 levels); and (iii) Dalaman airport: 5.0 million passengers (3% above 2019 levels).

On June 2022 the Civil Aviation Authority (CAA) published its final proposals for the H7 period at Heathrow. This proposed an average rate of GBP 24.14 (2020 CPI) for the whole period. Heathrow responded to the CAA's final proposals on August 2022 detailing why implementation of its final proposals would result in an airport that is well below what passengers expect. Heathrow currently expects the CAA to issue the final decision for the H7 review along with associated license modifications early in 2023. See section 1.1.3 "*Risk Factors—Risks Relating to the Group's Business—Risks relating to the Airports Business Division*".

The NTO project will continue with the execution of Phase A construction and airline negotiations, among other activities, with a view to the Terminal opening in 2026.

Having developed a highly sophisticated demand-driven model, the Vertiports' strategy for 2023 is focused on continuing to grow and build strong relationships with key stakeholders in the emerging industry, continuing to build an experienced and versatile team, and pursuing the siting and leasing of sites in selected key markets to advance the network to coincide with the anticipated certification and deployment of electric vertical take-off and landing aircraft in the coming years.

Ferrovial Airports has not distributed dividends in 2022. In the coming years, dividend payments will depend largely on traffic recovery and business performance. Ferrovial Airports offers in-depth knowledge of the sector and a consistent track record of building strong relationships with partners and stakeholders (please refer for example to the NTO project or the Dalaman airport concession). During 2023, Ferrovial Airports will continue to analyze investment opportunities around the world, with particular emphasis on those identified as sustainable and high concession value infrastructure.

In line with the risks already detailed under section 1.1.3 "*Risk Factors—Risks Relating to the Group's Business—Risks relating to the Airports Business Division*", passenger numbers could be adversely affected by unexpected geopolitical events or the macroeconomic situation impacting users demand, helped by the raise of transport alternatives such as the high-speed train. An opposite evolution of traffic would translate on worse result generation and cash distribution from the assets.

6.9.3 Construction

In 2023, a stable level of sales is expected to be maintained with respect to the favorable positive figure achieved in the previous year, supported by a record order backlog as a result of the important concession awards in 2022.

In terms of profitability, the 3.5% EBIT target set in the Horizon 24 Strategic Plan is maintained for 2024. In 2023, margins are still expected to be low, mainly due to relevant projects being in early stages with no recognized margin, higher bidding costs in new big projects under study, and overhead and other costs from finalizing projects and diversifying into new sectors.

The outlook for 2023, by market, is as follows:

- In Spain, 2023 contracting could be negatively impacted as a result of potential delays in bidding decisions and new investments due to the general elections announced to be held in Spain in July 2023. In the medium term, the application of the EU Next Generation Fund will maintain the momentum of tendering, in addition to the dynamics of public rail and healthcare initiatives, and private initiatives in industrial, building and renewable energy projects.
- In the U.S. and Canada, the Group expects that favorable investment in transportation infrastructure by the states and provinces will continue, with the recently approved new Texas highway plan for the next ten years, supported by the Infrastructure Investment & Jobs Act, which doubles federal funds for investment in transportation infrastructure, and by the Canadian Infrastructure Plan. In the medium term, the pipeline continues to be high, with relevant P3/DBF projects in which the Group is the leader together with Ferrovial Construction as a builder. A drop in the level of sales is expected for 2023 due to the completion of large projects

with relevant execution in 2022, such as the I-66 highways in Virginia and I-285/400 in Georgia, and the slower pace of execution of new contracts that are in the design phase, such as the Ontario Line of the Toronto Metro and other works such as the I-35 in San Antonio, which is still in its initial phase of construction.

- In Poland, public tendering is expected to maintain good prospects thanks to the national road and rail investment plans until 2025-26, supported by the high level of funding allocation under the EU's new 2021-27 multiannual financial framework, which the Group believes ensures future stability of investment in the country. In 2023, stability in sales is expected, maintaining the strategy marked by greater selectivity in bidding, prioritizing profitability and diversifying into sectors such as renewable energies and waste treatment.
- In the rest of the international markets, the Group expects a growth in revenues, mainly due to the increased pace of execution of large tunnel projects awarded in previous years, such as the Silvertown Tunnel in London or the Sydney Underground in Australia, as well as the recently awarded Coffs Harbour Bypass in New South Wales. Likewise, the Group believes the future outlook for tenders continues to be good, maintaining a selective approach in Australia, although with a greater implementation after the latest major awards. In the United Kingdom, there are important tunnel and railroad projects, and in Latin America, road and power transmission line concession projects.

As detailed under section 1.1.4 "*Risk Factors—Risks Relating to the Group's Business—Risks relating to the Construction Business Division*", the Group's business, financial condition, results of operations and prospects could be adversely affected by the decrease in the funds granted by public entities and a decrease in other public funds available for civil engineering projects as well as by difficulties in securing private sector projects due to the effects of the economic downturn. In addition, failure to meet contract and budget deadlines as a result of increased costs for materials, machinery and labor could also have a negative effect on the business.

6.9.4 Energy Infrastructures and Mobility

During 2022 mobility has recovered to levels close to those before the COVID-19 pandemic, confirming some trends such as electrification or the use of alternative means to owning a vehicle. The Group expects these patterns to continue and to have a positive impact on Zity and Inspiration Mobility.

In Energy Infrastructures, it is important to distinguish between generation and transmission:

- In the area of renewable electricity generation, the Group will continue with the execution of greenfield projects in the main markets, with a technology-agnostic approach. The Group will continue to seek profitable acquisitions that will help to accelerate its growth and learning in this sector.
- In transmission, the Group will continue to focus on expanding its assets, mainly in Chile, participating in public and private tenders, leveraging its existing presence and accelerating its integration throughout the value chain.

In the area of the circular economy, the Group will maintain its relationship with its customers in the United Kingdom, increasing plant utilization and, with it, both the generation of recycles and renewable electricity.

Finally, in the area of ancillary services to the public and private sectors in Chile and Spain, the Group expects to continue to respond effectively to the needs of its customers, ensuring the reliability of their facilities and processes, as well as providing improvements in effectiveness and efficiency to help them mitigate the adverse effects of high levels of inflation.

The future of energy and mobility infrastructures depends to a large extent on five rapidly evolving trends: (i) the need and willingness to have a greater degree of energy autonomy at the regional, national and supranational levels, (ii) national, regional and local regulation on economic incentives or disincentives to CO2 production, use of public spaces, regulation of planning and rights to energy assets, among others, (iii) social changes driven by growing awareness of climate change and the trend towards individual preferences for more personalized services (accelerated by the COVID-19 pandemic), (iv) variations in asset costs due to technological advancement that have been altered by rising inflation, shortages of certain components and logistical stresses, and (v) new products, services and business models driven by technological and process innovation. Despite the uncertainty of the evolution of these five points, the Group believes there is a certainty of greater electrification and a different concept of personal mobility, especially in cities.

However, as set forth under section 1.1.5 "*Risk Factors—Risks Relating to the Group's Business—Risks relating to the Energy and Mobility Business Division*", there is a risk of underperformance in the short-term relating to the four waste treatment and energy generation plants the Group operates in the United Kingdom, particularly regarding the construction phase and the commissioning and operation phase, of the Milton Keynes and the Isle of Wight contracts.

6.10 Research and Development

Innovation is, has been and will continue to be an important element to improving existing business models and exploring new ways of adding value to the Group, and is one of the key priorities for Horizon 24 Strategic Plan. The Group is expected to continue to increase its digital and innovation ratios and support the transformation of its Business Divisions and physical infrastructures through Digital Horizon 24, the mirror program of the Horizon 24 Strategic Plan (see section 6.4 "*Strategy and Objectives*"), which tackles digitization and innovation in the Group. It entails an approach related to the business objectives of effective risk management, efficiency, customer-focused competitiveness, differentiation and

diversification in the core business, and growth in new areas. The Group's innovative activity develops competitive advantages and guarantees a sustainable impact by transforming the business and generating new products and services through exploration and experimentation with new technologies. The Group has also established a 5-year strategic partnership agreement with Microsoft to co-operate in developing solutions seeking to reimagine sustainable construction, infrastructures and mobility of the future.

To ensure a sustainable impact aligned with Digital Horizon 24, the Group has established a new innovation strategy (2022-2024) focused on generating impact in the following areas: (i) competitive advantages, (ii) transformation, (iii) diversification and growth. For competitive advantages, the Group's innovative activity drives and develops the implementation of new products and processes that generate a higher quality service to its customers. In 2022, INFRAVERSE, an initiative for the efficient use of the technologies that make up the metaverse, was launched to improve construction and operation processes, providing a better response to customer needs. Transformation is a key lever to adapt to the constantly evolving demands of market and customers. In innovation, business transformation is managed in the centers of excellence in three critical areas: (i) mobility, (ii) asset management, and (iii) energy and sustainability. During 2022, the Energy and Sustainability Center of Excellence was launched to directly support the recently created energy business. In parallel, the Group promotes the industrialization of the entire construction process by synchronizing the production and assembly of components with the supply chain and logistics planning. For diversification and growth, the Group has launched new adjacent businesses, taking advantage of its internal capabilities and knowledge, such as the venture building process created in 2022, to develop and launch business ideas. Creation of new products and services will continue to increase the value generated for the client, enabling new digital channels and additional sources of income.

The Group promotes its open innovation ecosystem and alliance network through relationships with universities and research centers, startups and venture capital funds, public innovation agencies responsible for setting industrial policy and with other large corporations to seek synergies. Particularly relevant is the research collaboration with the Massachusetts Institute of Technology (MIT), through the energy initiative of the Massachusetts Institute of Technology, renewed in 2021 for a third five-year period, and through the MIT Mobility Initiative, which the Group joined in 2022 as a founding member.

During 2022, the Group developed ATLAS, a new digital tool that centralizes IT and innovation initiatives. Digitizing and unifying management provides considerable benefits such as the homogeneity of the same process, having a single source of information, transparent collaboration between teams, and integration with other digital tools. ATLAS has also enabled the implementation of a governance model that ensures constant communication and exchange of information between the portfolio department and the business lines, facilitating the monitoring of initiatives and strategic, operational and budgetary decision-making related to the Group's investment in IT and innovation.

Within its Toll Road Business Division specifically, the Group developed the NextPass app, a mobile application for iPhone and Android that allows payment on any toll road, bridge, tunnel or express lane in Virginia. During 2022, the Airports Business Division has continued to develop its Vertiports line to site, develop, build and operate a series of multi-purpose vertiport networks capable of accommodating diverse vertical take-off and landing aircraft, operators and business models to meet market demands. In connection with the Construction Business Division, the Group continues to be committed to R&D and digital transformation, for example through participation in the European research projects COGITO, which aims to produce a 3D simulated model of construction operations that will be used to increase performance and efficiency in safety, quality and cost of the work. Finally, the Energy Infrastructures and Mobility Business Division launched in 2022 its Monitoring and Control Center, which encompasses operation and maintenance activities related to electricity generation assets and transmission lines will concentrate the functions of real-time operation, parameter analysis and incident notification of energy assets, enabling the monitoring of the electricity systems (generation facilities and transmission lines) in the markets in which the company operates.

6.11 Intellectual Property

The Group implements intellectual property (IP) protection policies and procedures. The measures taken by the Group to protect its IP include the registration of trademarks, central management and Internet domain names to protect the Group's interests, as appropriate. In addition, the Group protects IP assets through patents, utility models and industrial secrets, having more than 50 patents and utility models (for example, IKONGREEN). None of the referred patents is a key or material element for the main businesses developed by the Group.

Additionally, in order to protect the Group's trademarks and Internet domain names, the Group's relevant policies and procedures on this field apply to all subsidiaries, which are required among others to (i) proceed with an early registration of trademarks and Internet domain names whenever it is expected that the Group enters a new industry or commences activities in a new country and (ii) properly define the relevant products and services to ensure an adequate protection of its trademarks.

The Group developed, and continuously improves, applications and systems with special care to centrally retain the IP, which are crucial to efficiently run its Construction business (InSite system), the Managed Lanes (BOS system) in the Toll Roads business, or the Asset Management Platform, which offers transversal support to the different divisions, among other technology tied to IP.

6.12 IT

The strategic importance of digital products and services, operational technology, internet-connected assets and the information generated and used in all processes and operations that support business activities are key to creating value for stakeholders.

IT infrastructure (servers, disks, networks) is up-to-date and follows best practices in terms of availability and redundancy. The equipment is hosted in a pair of data centers with the highest-available reliability standards (Tier IV) and the Group makes extensive use of cloud services from reference providers (hyperscalers). Secure communications in the context of the Group's activity rely in a worldwide corporate network and in security services that enable a controlled access to corporate applications and IT services.

The Group's has appointed a Global Chief Information Security Officer (CISO), which together with the Local CISOs of the different divisions and subsidiaries, make up the organizational structure and ensure adequate resources to implement the cybersecurity program. The Global CISO reports to the Group's Management Committee and the Management Committees of the Divisions and he participates in the Audit and Control Committee, at its request, providing information on the security strategy and program, on the level of internal control, on the main security risks and threats and how they are being managed. It also reports periodically to the Board, providing information about the strategy, the security program and the main security risks and threats, as well as their management.

During 2022, the strategic security plan (initiated in 2019) was completed. The security program for 2023 focuses on (i) developing advanced threat protection capabilities, (ii) improving security in the lifecycle of digital products and services and third-party risk management, (iii) fostering an appropriate cybersecurity culture, as well as (iv) increasing detection and response capabilities in industrial environments. The corporate cybersecurity policy is structured around a set of principles and objectives that reinforce the business strategy and is implemented from the security model formalized in a security regulatory body that follows best market practice (including by taking as a reference the NIST CSF and ISO 27001 standard). The Cybersecurity Model follows ISO 27001's continuous improvement principle and is monitored periodically by the Group's governance bodies, being benchmarked against (i) the results of audits and review, (ii) compliance with KGIs and security KPIs or (iii) new cybersecurity threats.

The Group is evolving its strategy by deploying protection, detection and response capabilities to address threats such as those associated with the Ukrainian conflict, the proliferation of ransomware attacks, supply chain or email compromises (BEC), phishing or smishing. Among other measures, detection capabilities have been boosted, systematic compromise and attack simulations have been carried out, and security training and awareness campaigns have been stepped up.

With the aim of making employees and collaborators the first line of defense against cyber threats, the Group has also implemented a cybersecurity culture program and other initiatives aimed at increasing employee awareness in connection with cybersecurity incidents.

The Group has two Security Operations Centers (SOCs) that provide coverage for security events occurring in its data centers, perimeters, workstations and cloud environments. These services act when they receive alerts generated by Security Information and Event Management tools, upon detecting the use cases defined by the Cybersecurity Department. The Group has cyber-intelligence capabilities that provide information on threat actors and their techniques and tools, enabling the deployment of controls to prevent successful attacks. In addition, formal collaboration agreements are maintained with national and international cybersecurity agencies with which information related to cybersecurity threats and incidents is shared and received.

The Group also has a "Computer Security Incident Response Team" that intervenes when events detected by a SOC are likely to become security incidents. It integrates "Digital Forensics and Incident Response" capabilities that make it possible to analyze events in order to contain them, mitigate them and prevent their reoccurrence. Of particular importance to cybersecurity integrity is the identification of "Indicators of Compromise" and "Tactics, Techniques and Procedures" to improve protection and detection mechanisms. These capabilities and processes are formalized through incident management procedures based on the National Cyber Incident Notification and Management Guide and the ISO/IEC 27035 standard. Detection and response capabilities are systematically tested with breach and attack simulations supported by technologies already available on the market.

The Group has established contingency plans and recovery plans to respond to and recover from disruptive events, such as the Crisis Management Protocol. The Group also has a cyber-insurance policy.

The Group continuously reviews its Security Model to identify areas for improvement and vulnerabilities. Security audits and reviews are conducted annually.

6.13 Employees

For the year ending 31 December 2022, the Group had an average of 34,350 employees. As of 31 December 2022, the Group had approximately 24,191 employees.

The following tables include the main breakdown of the Group's employees by type of workday, employment contract, type of contract and professional category, region and gender.

Table 12: Number of employees working full or part-time and gender (as of 31 December 2022, 2021 and 2020)

	As of 31 December		
	2022	2021	2020
Full Time	23,598	50,109	66,382
Men	19,660	37,156	49,712
Women	3,938	12,953	16,670
Part Time	593	12,961	13,737
Men	480	3,237	4,452
Women	113	9,724	9,285

Table 13: Number of employees by type of employment contract and gender (as of 31 December 2022, 2021 and 2020)

	For the year ended 31 December		
	2022	2021	2020
Temporary contract	5,670	11,315	18,859
Men	4,960	7,494	12,804
Women	710	3,820	6,055
Permanent contract	18,521	51,756	61,260
Men	15,180	32,899	41,359
Women	3,341	18,856	19,901

Average number of temporary employees amounted to 4,833 employees for the year ended 31 December 2022.

Table 14: Average number of employees by gender, type of contract and professional category (for the years ended 31 December 2022, 2021, and 2020)

Category	For the year ended 31 December 2022						
	Permanent		Temporary		Total		
	Men	Women	Men	Women	Men	Women	Total
Executives / Senior Manager / Manager	2,490.7	616.64	121.27	19.67	2,611.97	636.31	3,248.28
Professional / Supervisor	2,551.67	991.47	56.75	29.33	2,608.42	1,020.8	3,629.22
Professional	5,621.81	1,953.53	446.25	262.83	6,068.06	2,216.36	8,284.42
Administrative / Support	506.38	789.43	138.25	152.25	644.63	941.68	1,586.31
Blue Collar	11,703.4	2,291.41	3,391.59	215.17	15,094.99	2,506.58	17,601.57
Total	22,873.96	6,642.48	4,154.11	679.25	27,028.07	7,321.73	34,349.80

Category	For the year ended 31 December 2021						
	Permanent		Temporary		Total		
	Men	Women	Men	Women	Men	Women	Total
Executives / Senior Manager / Manager	3,870.5	983.5	158.9	21.5	4,029.3	1,005.0	5,034.3
Professional / Supervisor	2,432.5	1,060.0	110.1	43.0	2,542.6	1,102.9	3,645.5
Professional	6,391.8	2,150.0	580.9	301.8	6,972.8	2,451.7	9,424.5
Administrative / Support	560.9	998.0	140.5	189.1	701.4	1,187.0	1,888.4
Blue Collar	29,727.8	15,166.6	8,937.7	4,709.4	38,665.5	19,875.9	58,541.4
Total	42,983.5	20,358.0	9,928.1	5,264.7	52,911.5	25,622.6	78,534.2

For the year ended 31 December 2020							
Category	Permanent		Temporary		Total		
	Men	Women	Men	Women	Men	Women	Total
Executives / Senior Manager / Manager	3,806.8	886.7	180.4	64.4	3,987.2	951.1	4,938.3
Professional / Supervisor	2,331.5	985.1	130.7	46.1	2,462.2	1,031.1	3,493.4
Professional	6,859.1	2,512.3	713.7	497.9	7,572.8	3,010.2	10,583.0
Administrative / Support	887.2	1,269.1	169.4	360.3	1,056.7	1,629.4	2,686.1
Blue Collar	32,289.2	13,851.3	10,193.7	6,270.6	42,482.9	20,121.8	62,604.8
Total	46,173.9	19,504.5	11,388.0	7,239.3	57,561.9	26,743.8	84,305.7

Table 15: Number of employees by region and gender (for the years ended 31 December 2022, 2021 and 2020)

For the year ended 31 December									
Category	2022			2021			2020		
	Men	Women	Total	Men	Women	Total	Men	Women	Total
Spain	4,502	911	5,413	15,059	15,640	30,698	25,450	17,442	42,892
United States	3,579	599	4,178	4,480	674	5,154	5,174	772	5,946
Canada	548	67	615	705	60	765	707	76	783
United Kingdom	867	293	1,160	9,939	4,222	14,161	10,830	4,415	15,245
Poland	4,568	1,534	6,102	4,557	1,442	5,999	4,851	1,517	6,368
Other countries	6,076	647	6,723	5,654	639	6,293	7,151	1,734	8,885
TOTAL	20,140	4,051	24,191	40,394	22,677	63,070	54,163	25,956	80,119

From 2021 to 2022, the number of employees decreased significantly, which was primarily due to the sale of the Group's Services Business Division. Since 31 December 2022 there were no significant changes in the number of employees of the Group.

The Group has a global Human Resources strategy in place, aligned with its Horizon 24 Strategic Plan, that seeks to make HR's management a key source of competitive advantages for the Group. From an organizational point of view, the Group has in place an HR operating model, based on corporate centers of excellence (talent and engagement, compensation and benefits, HR strategy and organization) with the goal to provide value added service globally, and shared services centers (payroll, expatriation management and recruiting) to ensure the highest efficiency.

HR processes are mainly supported through a single global HR information system (Workday) that allows the company to use global data analysis to make HR decisions faster and with a higher accuracy.

Culture and values have been a key success factor in the Group's successful trajectory. In 2022, a project aimed at reinforcing the corporate culture and values (Collaboration, Excellence, Integrity, Respect and Innovation) was launched. Culture and values are further promoted through a comprehensive communication plan, the alignment of the HR Policies suite and the adoption of different initiatives, such as learning courses or workshops.

The attraction of the best talent in all areas of the organization is one of key Group priorities. Accordingly, the Group has collaboration agreements with some of the world leading universities and business schools, which provide access to the best professionals in the market. In addition, the Group continuously improves its employer brand globally, emphasizing the benefits of joining a global company. The increase in demand for skilled labor in the geographic areas in which the Group is active and where the operations of toll roads' and other transportation-related construction is concentrated makes it difficult for the Group to attract and retain talent. For information on the risks related to the Group's demand for skilled talent, see section 1.1.1.8 "Risk Factors—Risks Relating to the Group's Business—Risks relating to the entire Group's business—The increase in demand for skilled labor in the geographic areas in which the Group is active makes it more difficult for the Group to attract and retain talent, which could impact the Group's competitiveness, and have an adverse effect on its business, financial condition, and results of operations".

Every year, the Group conducts a performance and talent review process, which main objective is to strengthen meritocracy and skills development as key levers for growth within the Group. This model, based on KPIs and skills, covers more than 5,000 professionals. The key outcomes of this process are the identification of the people with the highest contribution and growth potential, the provision of individualized feedback and the definition of development plans that allow professional growth.

With regards to learning, the Group has a large catalogue of learning content accessible from Workday for the entire workforce. All employees can access more than 12,000 training courses in different languages. In addition to its digital training offering, the Group has other learning programs that facilitate the growth and development of its people in the key stages of their careers. For example, the Group has agreements for the development of its employees and leaders with educational institutions of worldwide relevance (IESE, IE, Financial Times, Mc Combs Business School, IMD, MIT, etc.), as well as other people development tools (such as coaching, mentoring, and networking) to promote professional development.

In terms of diversity and inclusion, the Group continues to increase the incorporation of diverse profiles at all organizational levels. The attraction and development of diverse talent and the fostering of an inclusive culture are the main priorities in this field. In addition, the company ensures compliance with equal pay between men and women.

In relation to current personnel, the Group conducts employee opinion surveys periodically, where employees can convey their vision of the Group. These surveys allow the Group to measure their engagement, helping to identify the teams' opinion on key employment acquisition and retention issues, such as leadership, professional development, remuneration, reputation and work experience.

Regarding compensation and benefits, the Group adapts the remuneration package to account for local considerations while maintaining a common framework based on a competitive fixed remuneration, an annual variable pay linked to financial and individual KPIs performance, and a long-term incentive scheme for our leadership team to ensure alignment of incentives and retention of talent.

6.14 Legal and Arbitration Proceedings

The Group has been, and continues to be, the subject of legal, arbitration and tax proceedings from time to time in the ordinary course of its business. Except for the proceedings included in the section below, there are no governmental, legal or arbitration proceedings during a period covering at least the previous 12 months which may have, or have had in the recent past, significant effects on its financial position or profitability. A summary is provided for below.

6.14.1 *Litigation and other contingent liabilities relating to the Toll Road Business Division*

US Toll roads – NTE 35W

On 11 February 2021, there was an accident on the NTE 35W Managed Lanes toll road in Dallas, Texas, involving 133 vehicles and resulting in six deaths and several people injured.

The project's concession company, NTE Mobility Partners Segment 3 LLC, which is indirectly owned by Cintra, (53.66%) together with several US Group Companies, is a party to 31 of the claims that have been filed in connection with this incident and which are in the early stages of litigation.

In accordance with the opinion of its external legal advisors, the project's concession company considers reasonable that, even in the event of an unfavorable ruling, there would be no expected impact on the Group as any potential negative outcomes and/or awards would be covered by the insurance policies in place. Consequently, no provision has been recorded in relation to this risk.

Court proceedings instigated by the financial institutions of the Radial 4 project

In June 2013, a group of financial institutions from the bank syndicate that was financing the Radial 4 project commenced court proceedings in the Madrid Court of First Instance No. 61 against the shareholders of the concession company (Cintra Infraestructuras, SE and Sacyr Concesiones, S.L.), which had guaranteed the contribution of contingent capital upon occurrence of certain events set forth in the relevant project financing agreement.

Specifically, the group of financial institutions sought enforcement of a EUR 23 million corporate guarantee put in place by the shareholders (of which Cintra's proportional share is EUR 14.95 million), on the grounds of an alleged breach of certain ratios established by the project's financing agreement.

The Madrid Court of First Instance No. 61 dismissed the lawsuit, declaring the lack of legal standing of the bank syndicate to request an enforcement of such guarantee. The bank syndicate then lodged an appeal before the Madrid Provincial Court, that was also dismissed by the Court, upholding the judgment in the first instance. The group of financial institutions then decided to lodge an extraordinary appeal for procedural infringement before the Spanish Supreme Court, which was admitted, and as a result the Madrid Provincial Court was requested to hear and review the merits of the case. The appeal lodged by the bank syndicate was upheld by the Provincial Court of Madrid after going into the details of the merits of the case.

Following the Madrid Provincial Court's resolution in favor of the group of financial institutions, Cintra Infraestructuras, SE and Sacyr Concesiones, S.L. filed a cassation appeal with the Spanish Supreme Court on 10 December 2020, which is pending admission.

As of 31 December 2022, both the EUR 14.95 million of guarantees pledged by Cintra Infraestructuras, SE and the EUR 5.67 million in default interest accruing in connection with, and since, the commencement of proceedings began, were fully provisioned by the Group.

Portugal- Auto-Estradas Norte Litoral, S.A.

The insolvency estate of J. Gomes - Construções do Cávado, S.A., (the J. Gomes Parent) filed a civil lawsuit against Cintra Infrastructures SE (CISE), seeking the invalidity of the purchase of shares of Auto-Estradas Norte Litoral, S.A. (the AENL Shares) by CISE from J. Gomes – Concessões Norte, Unipessoal, Lda., a fully-owned subsidiary of J. Gomes Parent (the J. Gomes Subsidiary). J. Gomes Parent initiated proceedings against both CISE and J. Gomes Subsidiary on the basis that the purchase price paid by CISE was considerably low. J. Gomes Subsidiary is not an insolvent entity (as is the claimant, J. Gomes Parent). CISE acquired the AENL Shares not only from J. Gomes Subsidiary, but also from the rest of minority shareholders of AENL, paying the same price per share to all shareholders, including J. Gomes Subsidiary.

The claimant, J. Gomes Parent has requested that (i) CISE returns to the claimant (a) the AENL Shares and (b) an amount corresponding to the total dividends received in connection with those shares since the date on which the sale took place; and that (ii) the claimant is allowed to pay a small fraction of the price received by the J. Gomes Subsidiary from CISE for such AENL Shares, with the remainder of the price to be claimed by CISE as a common creditor under the J. Gomes Parent insolvency proceedings.

The value of the claim, including accrued legal interest, that although not yet claimed, may be requested in connection with the proceedings by J. Gomes Parent, is estimated in an amount less than EUR 10 million.

In accordance with the opinion of the external legal advisors, there are arguments to sustain Cintra's position, so no provision has been recorded in relation to this risk.

6.14.2 Litigation relating to the Construction Business Division

The Group's Construction Business Division is involved in a number of ongoing legal proceedings, relating to construction defects in building works the Group has completed, as well as claims for civil liability. Provisions amounting to EUR 56 million have been recorded globally in relation to these proceedings, with the provisions recorded for each lawsuit not exceeding EUR 10 million.

Construction business in Spain

In 2019, the Spanish National Markets and Competition Commission (CNMC) initiated penalty proceedings against Ferrovial Construcción, S.A. and other construction firms for alleged anti-competitive behavior.

On 6 July 2022, the CNMC issued a resolution finding that Ferrovial Construcción, S.A. had committed a "very serious infringement" of Article 1 of Law 15/2007, of 3 July, on the Defense of Competition and Article 101 of the European Union Treaty and imposing a fine of EUR 38.5 million. Ferrovial Construcción, S.A. filed a contentious-administrative appeal against the CNMC's resolution in the Spanish National High Court on 4 October 2022.

On 9 December 2022, the Spanish National High Court agreed to suspend the resolution issued by the CNMC's Competition Court pending its decision on the contentious-administrative appeal.

D4R7 project (Slovakia)

In June 2019, the Provincial Headquarters of the National Police in Bratislava (Slovakia) initiated a criminal investigation *ex officio* against the joint venture established to carry out the D4R7 toll road construction project in Bratislava, which was formed by Ferrovial and PORR (with 65% and 35% stakes in the joint venture, respectively). The grounds for the investigation are alleged environmental risks and damage, as defined in the Slovakian Criminal Code, due to an alleged failure to obtain the necessary permits to excavate dirt from two plots of land in Jánošíková, Slovakia. The alleged damages were quantified at EUR 8.7 million.

The two plots requiring the environmental permits do not form part of the toll road site layout, although materials extracted from the plots were used to construct the project pursuant to agreements with the owners, who incurred no environmental damage. The excavation work, which also included obtaining the property owners' consent, as well as the necessary environmental permits to extract the dirt material, was subcontracted to a local company specialized in this type of work.

The investigation is ongoing and several people have been charged and a variety of defense submissions in response to said alleged charges and expert reports have been submitted by the Slovakian authorities, as the investigator/prosecutor, and by the joint venture, as the investigated party/defendant. The last expert report in connection with the investigation was submitted by the joint venture in December 2022, after which the prosecutor submitted the investigation file to the court. Upon review, the court will decide whether there is sufficient evidence to support the allegations and if all legal requirements have been met to set the case for trial or otherwise will revert the investigation file to the prosecutor's office for further investigation.

The Group considers improbable that the investigation will give rise to risk and, therefore, no provision has been set aside with respect to this dispute.

FB Serwis (Poland)

In connection with potential irregularities in tenders organized by the Warsaw Municipal Wastewater Treatment Works for contracts for municipal waste disposal (amounting to approximately PLN 5 million — EUR 1 million —), a total of three

employees of FBSerwis S.A. (a Group subsidiary that participates in construction activities in Poland), were arrested in February 2023 by the Polish Central Anti-Corruption Agency. The three employees included the president and vice-president of that company, as well as the commercial director of FBSerwis Kamieńsk sp. z o.o., a subsidiary of FBSerwis S.A. At the time, the president was a member of the Budimex, S.A. Management Committee. All three have been subject to pre-trial detention orders for terms ranging between 2 and 3 months.

The Group believes that the risk that it or Budimex, S.A. could be held liable for the events under investigation is remote. The liability of a legal entity is conditional, according to Polish law, on the prior conviction of an individual acting on behalf of the company. Additionally, Budimex Group companies cannot be excluded from public procurement processes unless the members of its management, governing bodies or commercial representatives have been validly convicted of offenses defined in the Polish Criminal Law. At this time, the premises giving rise to corporate liability have not materialized. In addition, actual application of the law as currently formulated is extremely rare and, where applied, the fines imposed on the entities are not significant (they are capped at PLN 5 million, approximately EUR 1/1 million). Therefore, the Group has not recognized any liability or set aside any provisions in relation to this matter as of 31 December 2022.

All three employees have been released from detention. No additional information is available related to their prosecution, as their matters are confidentially managed by the prosecutor. However, it is understood that any criminal charges brought by the prosecutor shall be subject to trial in the coming months. The president of FBSerwis S.A. has been removed from the Budimex, S.A. Management Committee and the three FBS employees are on leave and have been separated from the company.

An external law firm has been engaged to conduct an investigation, which is in progress.

6.14.3 Tax-related proceedings

Tax proceedings relating to the amortization for tax purposes of financial goodwill on the acquisitions of Amey and Swissport

The Group filed an appeal against the 2014 decision by the European Commission to classify amortizations of financial goodwill as state aid. As the Group considers there are sound grounds supporting its procedural stance in this proceeding, no provision has been recorded as of 31 December 2022. However, if the court judgement is unfavorable there will be an adverse effect of EUR 87.6 million on the Group's income statement in relation to additional Spanish Corporate Income Tax between 2002 to 2021. The maximum amount payable in connection with a potential unfavorable result would be EUR 46.9 million, as the remainder has already been settled by the Group.

Settlement resolution arising from the tax assessment for 2006 Spanish Corporate Income Tax

There is an ongoing dispute in connection with the Group's 2006 Spanish Corporate Income Tax assessment pertaining to the application of a deduction for export activities relating to an investment made to acquire the ownership interest in the former BAA (now Heathrow Airport Holding Limited). The Group filed a cassation appeal with the Spanish Supreme Court against the settlement resolution arising from the Spanish Tax Authority's tax assessment raised on Ferrovial's 2006 Spanish Corporate Income Tax. The dispute is still pending and the Group has recorded a provision amounting to EUR 119.9 million (*i.e.*, the risk has been fully provisioned).

6.15 Insurance

Under its risk management policy, the Group maintains insurance policies that the Group believes are customary for its business and its risk profile and which provide cover against various risks, such as third-party damage (aviation, environmental and civil liability, in general), construction defects, management's and employees' liability and risks to which its property, plant and equipment are subject, as well as the claims that might be filed against it for carrying on its business activities. Additionally, the Group has a cyber-insurance policy that covers possible disruptive events and cyber incidents that may occur in the context of the Group's business activity. The Group's risk management policy also includes the assessment of tools for risk transfer that are alternative to insurance cover.

The Group believes that it is sufficiently insured and that it pays appropriate premiums for this coverage. The insurance coverage is regularly evaluated and adjusted as necessary. It cannot, however, be ruled out that the Company or one of the Group Companies could suffer damages that are not covered by the existing insurance policies or that exceed the coverage limits set in these policies (for more information, see section 1.1.1.14 "*Risk Factors—Risks Relating to the Group's Business—Risks relating to the entire Group's business—The Group's insurance cover may not be adequate or sufficient, which could have a material adverse effect on the Group's business, financial condition, and results of operations*").

6.16 Material Contracts

6.16.1 407 ETR Concession and Ground Lease Agreement

On 6 April 1999, 407 ETR Concession Company Limited, as the concessionaire (the 407 Concessionaire), and The Crown in right of Ontario, as the grantor (the 407 Grantor), entered into an exclusive concession and ground lease agreement (the Concession and Ground Lease Agreement). Through various holdings, the Group holds a 43.23% interest in the 407 Concessionaire.

The Concession and Ground Lease Agreement was entered: (i) for the performance by the 407 Concessionaire of certain development, design and construction works in connection with the Highway 407 Central Deferred Interchanges, Highway 407 West and Highway 407 East Partial (each, as defined in the Concession and Ground Lease Agreement, and together, the 407 ETR Toll Road), all part of the 407 ETR Toll Road in the Greater Toronto Area, Ontario, Canada and (ii) for the operation, management, maintenance, rehabilitation and tolling of the 407 ETR Toll Road by the 407 Concessionaire.

The Concession and Ground Lease Agreement has a term of 99 years. The key grounds for termination under the agreement include, among others, (i) an agreement of the parties in case of a force majeure event resulting in either (a) a delay in the performance of material obligations beyond the performance time established in the agreement, (b) physical damage or destruction of the 407 ETR Toll Road resulting in substantial unavailability of the asset for Highway Purposes (as defined in the Concession and Ground Lease Agreement) or (c) suspension of toll collections, lasting for over a period of over a year; (ii) a decision by the 407 Grantor, upon the occurrence of default by the 407 Concessionaire (including, without limitation, due to (a) payment defaults, (b) material misstatements of representations or warranties, (c) default on its undertakings, (d) dissolution, liquidation or winding-up, (e) bankruptcy or insolvency, (f) execution, or (g) trustee appointment); (iii) a decision by the 407 Concessionaire, upon the occurrence of default by the 407 Grantor (including (a) payment defaults, (b) material misstatements of representations or warranties, and (c) default on its undertakings); or (iv) a decision by the 407 Concessionaire in the event of occurrence of a discriminatory action, meaning an action of any nature by the 407 Grantor which effect is principally borne by the 407 Concessionaire and that materially and adversely affects the fair market value of the project, with the exception of an action taken in response to an illegal action or omission by the 407 Concessionaire or otherwise permitted under the agreement.

Under the terms of the agreement, subject to certain exclusions, the 407 Concessionaire is not permitted to (i) grant or allow any encumbrances on the project, other than those expressly permitted by the agreement (the Permitted Encumbrance or the Province Permitted Encumbrance, both as defined in the Concession and Ground Lease Agreement), (ii) sell, convey, assign, sublease, transfer or otherwise dispose of its interest, in full or in part, (a) without an agreement between the transferee and the 407 Grantor for the transferee's acquisition of all rights and assumption of all obligations of the 407 Concessionaire related to the portion of the 407 Concessionaire's interest being transferred, and (b) an agreement by the 407 Concessionaire to be jointly and severally liable with the transferee in respect of all obligations and covenants related to the portion of the 407 Concessionaire's interest being transferred.

6.17 Property, Plants and Equipment

The Group's Property, Plant and Equipment in the balance sheet amounted to EUR 479 million as of 31 December 2022 (EUR 354 million as of 31 December 2021, restated). The Group's investment balance in Property, Plant and Equipment amounted to EUR 969 million as of 31 December 2022 (EUR 832 million as of 31 December 2021), and consisted mainly of fixtures, fittings, tooling and furniture (EUR 395 million), plants and machinery (EUR 480 million) and land and buildings (EUR 94 million).

Additions in Property, Plants and Equipment totaled EUR 207 million as of 31 December 2022 (EUR 108 million as of 31 December 2021, restated), the most significant relating to the Construction Business Division (EUR 98 million as of 31 December 2022) due to the acquisition of machinery and fixtures, fittings, tooling, furniture and vehicles and the Energy Infrastructures and Mobility Business Division (EUR 86 million as of 31 December 2022), arising primarily from the construction of the El Berrocal renewable energy generation plant in Seville. Other additions to the Toll Roads Division and Other were also recorded as of 31 December 2022 (EUR 17 million and EUR 6 million, respectively).

Disposals due to sales or retirement amounted to EUR 56 million as of 31 December 2022 (EUR 168 million as of 31 December 2021, restated). Of this amount, approximately EUR 7 million as of 31 December 2022 relates to sales of property, plant and equipment by Webber, which agreed to sell its Grand Parkway Infrastructure property, plant and equipment (specifically two four-tracked pavers (EUR 4 million) and two dump trucks (EUR 2.4 million), respectively). The remaining amount relates to the EUR 8.5 million sale of a floating dock to Ferroviol Construction and the sale of a carousel and conveyor belt from the Sydney metro project following the transfer of ownership to the customer, for EUR 4.5 million and EUR 1.8 million, respectively. The remaining amounts account for non-material disposal or retirement of fully-depreciated or obsolete items.

The Group has taken out insurance policies to cover the possible risks to which its property, plant and equipment are subject and any claims that may be brought in the course of business. These policies are considered to provide sufficient coverage for the related risks. See section 6.15 "*—Insurance*".

Leases are not accounted for as part of the plant and equipment line item. The Group primarily has lease agreements for buildings, vehicles, plants and machinery (although it also has lease agreements in place for land and office equipment, among other categories), amounting to EUR 183 million as of 31 December 2022 (EUR 176 million as of 31 December 2021, restated). Buildings are the most valuable right-of-use assets, relating mainly to long-term office leases. Additions to the lease category as of 31 December 2022 totaled EUR 70 million, of which EUR 64 million is associated with Construction Business Division leases (essentially in connection with Webber in the U.S., the United Kingdom and Spain).

For information on environmental matters related to the Group's Property, Plant and Equipment, see section 6.21.3 "*—Human rights and health and safety*".

6.18 Market and Competitive Environment

The markets and geographies where the Group operates are numerous and the competitive environment depends on the activity, and the countries in which the Group performs each activity. The Group has numerous competitors. The extent of its competition varies according to the particular markets and geographic area and is influenced by the type and scope of a particular project.

Concessions in infrastructure projects

For concessions in infrastructure projects the main competitors of the Group are infrastructure funds. Such funds typically raise money from different type of investors such as pension funds, or insurance companies interested in investing in long-term projects linked to inflation. In addition, the Group faces competition from (listed) companies vying for concession projects, or big construction groups interested to invest in the equity of the Group's concession companies and building the projects for the concession company.

The main competitive factors in this industry include (i) financing capacity in order to inject equity in projects and being able to close financial agreements with banks or other financial institutions in order to finance the required investments (ii) technical skills to design better solutions to cover clients' needs in terms of e.g., traffic management, and environmental impact, and (iii) technical skill in operating the infrastructure, including e.g., electronic tolling systems or infrastructure maintenance.

Construction contracts

For construction contracts the Group's main competitors are big or medium size construction companies, in some cases global players in terms of geography, but mainly local players with different type of skills and in some cases specialized by type of work.

The main competitive factors in the industry include: (i) availability of qualified, skilled, and/or licensed personnel, (ii) reputation for quality and technical expertise, (iii) cost structure and the ability to control project costs, (iv) price, (v) geographic diversity, (vi) experience in specialized markets and (vii) financial robustness in terms of solvency and liquidity.

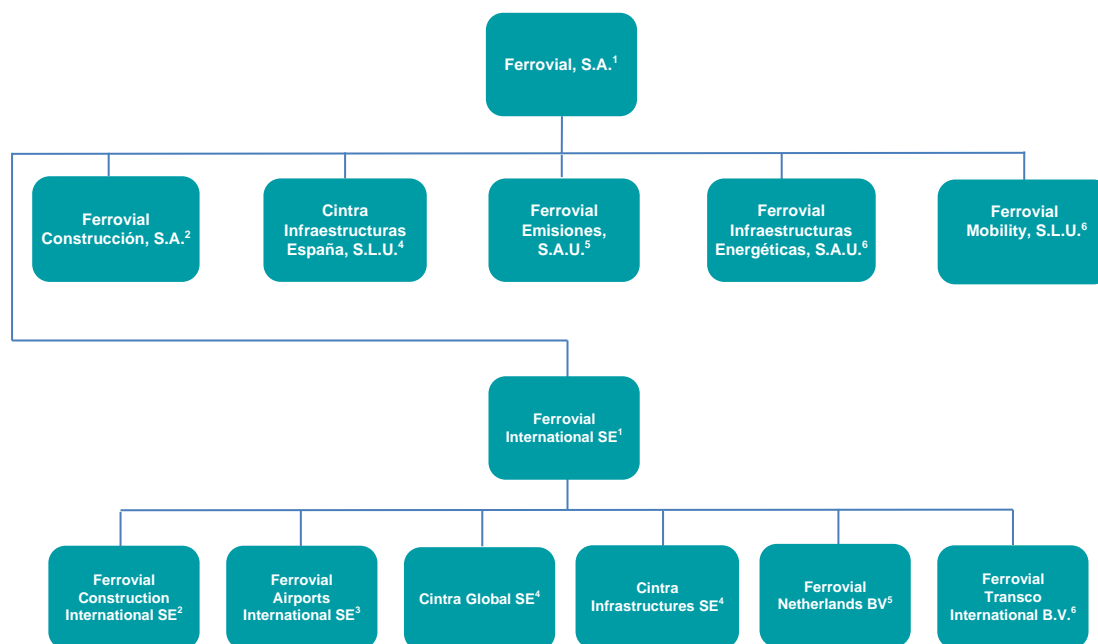
The Group believes it is well positioned to compete in its markets because of its reputation, its technical experience in the design of feasible solutions for its clients, its cost effectiveness, its employee expertise, and its broad range of services. Furthermore, the Group believes its size, technical capabilities and geographic presence places it in a strong competitive position.

6.19 Group Structure

The Company is a holding company without material direct business operations. The principal assets of the Company are, and, following the completion of the Merger, will be, the equity interests that it directly or indirectly holds and, following the Merger Effective Time, will hold, in the Group Companies.

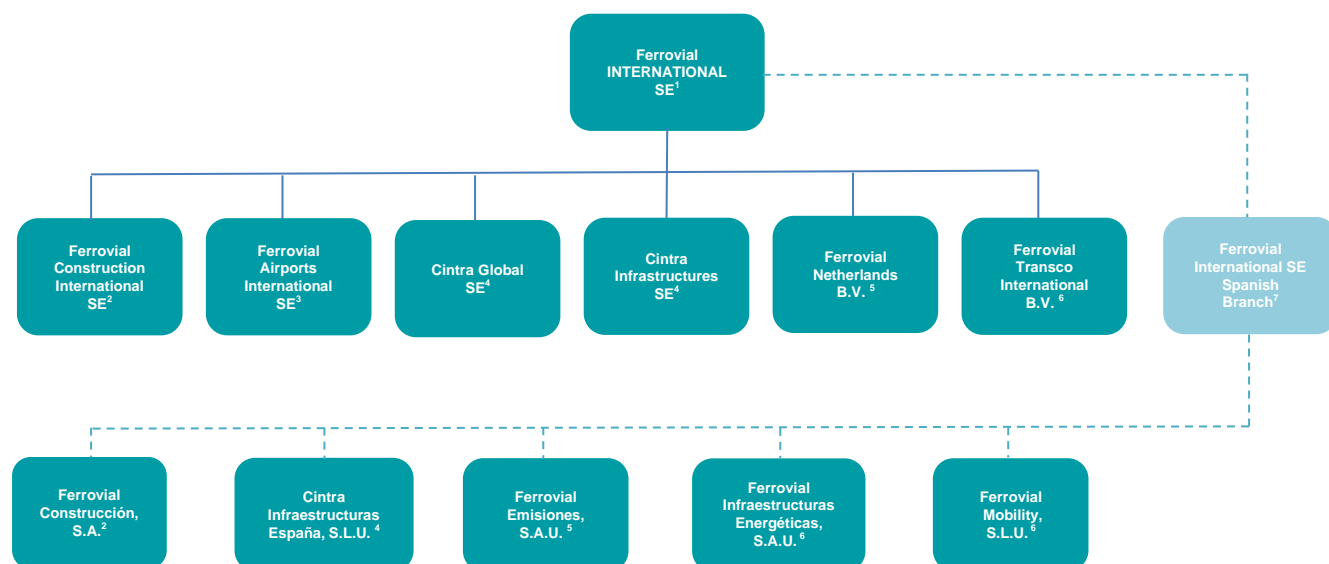
The following summary corporate chart shows the major companies and the head companies of the Business Divisions that make up the Group before and after the Merger (as a result of the Merger, the Company will become the ultimate parent company of the Group).

6.19.1 Before the Merger



- ¹ As at the date of this Prospectus, Ferrovial, S.A. is the parent company of the Group; Ferrovial International SE is the parent company within the Group overseeing operations and businesses outside of Spain.
- ² Ferrovial Construcción, S.A. is the head entity of the Spanish Construction Business Division. Ferrovial Construction International SE is the head entity of the international Construction Business Division.
- ³ Ferrovial Airports International SE is the head entity of the international Airports Business Division, except for the airports businesses located in the USA (see footnote 4 below), of which Ferrovial Holding US Corp. is the parent company.
- ⁴ Cintra Infraestructuras España, S.L.U. is the head entity of the Spanish Toll Roads Business Division. Cintra Global SE and Cintra Infraestructures SE are the head of the international Toll Roads Business Division. Additionally, Cintra Infraestructures SE indirectly holds the various subsidiaries and affiliates that develop businesses in the U.S. pertaining to all Business Divisions of the Group.
- ⁵ Ferrovial Emisiones, S.A.U. and Ferrovial Netherlands B.V. are financing companies created for the purpose of raising financing for other Group Companies.
- ⁶ Ferrovial Infraestructuras Energéticas, S.A.U., Ferrovial Mobility, S.L.U. and Ferrovial Transco International B.V. are part of the Energy Infraestructures and Mobility Business Division.

6.19.2 After the Merger



- ¹ Ferrovial International SE will be the parent company within the Group. The legal and commercial name of the Company is Ferrovial International SE and will, as of the Merger Effective Time, be Ferrovial SE.
- ² See note 2 to section 6.19.1 "*Before the Merger*".
- ³ See note 3 to section 6.19.1 "*Before the Merger*".
- ⁴ See note 4 to section 6.19.1 "*Before the Merger*".
- ⁵ See note 5 to section 6.19.1 "*Before the Merger*".

⁶ See note 6 to section 6.19.1 "*—Before the Merger*".

⁷ At the date of this Prospectus, the Company has incorporated a branch (sucursal), located in the Kingdom of Spain and registered with the Commercial Registry of Madrid, to which certain assets, liabilities and other legal relationships originally transferred to the Company as a result of the Merger will be allocated at the Merger Effective Time.

6.19.3 **Material subsidiaries**

For a complete list of the Group's subsidiaries and affiliates at the end of each period reported, including its material subsidiaries by country, name, type of company, parent company and percentage of ownership, see Appendix II to each of the Consolidated Financial Statements.

6.20 **Regulatory Environment**

The Group must comply with specific regulations in the sector in which it carries out its activities and operations. Additionally, in the countries where the Group operates, there are local, regional, national and EU bodies that regulate its activities and establish applicable environmental regulations.

6.20.1 **Toll roads**

Toll roads construction and operations in the United States is primarily conducted under a private-public partnership (PPP) approach. PPP procurement is generally regulated by both federal, state, and local laws: (i) at a federal level, through (a) environmental obligations imposed by the National Environmental Policy Act and the Comprehensive Environmental Response, Compensation, and Liability Act, (b) anti-corruption and anti-money laundering obligations and, among others (c) foreign investment regulations dictated by the Committee on Foreign Investment in the United States (CFIUS) and, among other (ii) at a state or local level, by PPP enabling state and local laws and regulations, which cover, among others, the statutory framework under which states have general or limited authority to procure and to enter into a PPP contract with a private party for the development of highway transportation infrastructure projects.

In the United Kingdom, toll roads projects are also regulated as PPPs, which are procured for under the generally applicable national procurement regulations, namely the Public Contracts Regulations 2015, and the relevant planning and environmental regulation, such as the Planning Act 2008, as well as health and safety legislation, such as the Health and Safety at Work Act of 1974; toll road projects are also required to maintain ISO and other relevant accreditation. Nevertheless, each national government of England, Scotland, Wales and Northern Ireland may adopt their own regulatory framework applicable to the construction and maintenance of highways. In Scotland, the tendering process is governed by the following regulation: (i) the Public Contracts (Scotland) Regulations 2015, (ii) the Procurement (Scotland) Regulations, (iii) the Concession Contracts (Scotland) Regulations 2016, as well as (iv) the Unfair Contract Terms Act. Furthermore, Transport Scotland is the executive agency of the Scottish Government responsible for the construction and maintenance of the national roads infrastructure within Scotland, who will award projects in line with its corresponding tender documentation.

The Group's toll road projects in Canada are subject to case law on procurements generally, as well as public sector statutes, directives and policies applicable to PPPs. Nevertheless, each Canadian jurisdiction has its own health and safety legislation and applicable environmental impact assessment (for example, in Ontario, the Occupational Health and Safety Act is applicable to toll roads). In Ontario, The Ministry of Labour, Training and Skills Development administers the applicable health and safety legislation (including enforcement of the legislative requirements). In that role, Ministry inspectors may inspect workplaces, issue orders where there is a contravention of the legislation, investigate accidents and recommend prosecutions. Also, the Environmental Assessments pursuant to the Environmental Assessment Act (EAA) are under the jurisdiction of the Ministry of Environment Conservation and Parks (MECP). An environmental assessment document would be submitted for review and approval by the MECP.

In Australia, toll roads are generally subject to, among others (i) the National PPP Policy Framework, which sets out the processes authorities are to follow in all stages of PPPs, (ii) the Competition and Consumer Act 2010, (iii) the Foreign Acquisitions and Takeovers Act 1975, (iv) environmental regulations and (v) workplace health and safety laws. The Australian government has a centralized PPP authority associated to the Treasury Department, although projects are generally procured in conjunction with regional and local governments.

Toll road projects in Spain are subject to the following regulations: (i) Public Sector Contracts' Act (*Ley de Contratos del Sector Público*), (ii) Motorways Act of 1972 (*Ley de Autopistas*), (iii) the Regulation on general terms and conditions for the construction, operation and maintenance of motorways, (iv) Compulsory Acquisition of Land Act of 1954 (*Ley de Expropiaciones Forzosas*), and (v) the Environmental Assessment Act of 2013 (*Ley de Evaluación Medioambiental*). For projects related to the national network of roads, the Department of Roads of the Ministry of Transport is the responsible entity. For projects related to the roads of an Autonomous Community, the relevant Department of Transport of such Autonomous Community is the responsible entity.

The Group's toll road projects in Portugal are subject to (i) the Public Contracts' Code (*Código dos Contratos Públicos*), (ii) the National Road Network Act of 2015 (*Estatuto das Estradas da Rede Rodoviária Nacional*), (iii) the Highway User's Act of 2007 (*Lei dos direitos nas vias rodoviárias classificadas como auto-estradas concessionadas, itinerários principais e itinerários complementares*), (iv) the Compulsory Acquisition of Land Code of 1999 (*Código das Expropriações*), and (v) the Environmental Assessment Act of 2013 (*Regime Jurídico de Avaliação de Impacte Ambiental*). Projects related to the roads of an Autonomous Community may be subject to specific regional regulation. For example, in Azores, toll road

projects will be subject to the Regional Road Network Act of 2003 (*Estatuto das Vias de Comunicação Terrestre na Região Autónoma dos Açores*).

Regarding the Group's toll road projects in Ireland, they are also regulated as PPPs by (i) the State Authorities (Public Private Partnership Arrangements) Act of 2002, (ii) the Roads Act of 1993, as amended and (iii) the Safety, Health and Welfare at Work Act of 2005. Transport Infrastructure Ireland is the public entity responsible for managing the procurement process of national road schemes in Ireland.

In Slovakia, toll road PPPs are subject to the (i) Public Procurement Act (Act No. 343/2015 Coll.), (ii) Building Act No. 50/1976 Coll (to be shortly replaced by Act No. 201/2022 Coll), (iii) the EIA Act (Act No. 24/2006 Coll), (iv) the Act on Safety and Protection of Health at Work (Act No. 124/2006 Coll), (v) the Regulation of Slovak Government on Minimum Safety Requirements (No. 391/2006 Coll), (vi) the Slovak Constitution, (vii) the Expropriation Act (Act No. 282/2015 Coll) and (viii) the Special Acceleration Acts (Act No. 129/1996 Coll and Act No. 669/2007 Coll). Processes for new PPP road projects are procured by the Ministry of Transport and/or the National Highway Company, in collaboration with (i) the Ministry of Finance, (ii) the Slovak Government, and (iii) the Slovak Public Procurement Office.

The Group's toll road projects in Chile are governed by the following regulations: (i) procurement regulations such as the Public Works Concessions Act no. 900/1996 and its corresponding Regulation no. 956/1997 and (ii) environmental regulations such as Law no. 19,300 (General basis for the environment), and Decree no. 40/2012 (Regulation of the environmental impact assessment). The public authorities involved in PPPs processes are the Ministry of Public Works and the Ministry of Finance.

Toll roads construction and operations in Colombia are regulated as PPPs pursuant to the following laws and regulations: (i) Law 80 of 1993 on public procurement law, (ii) Law 1508 of 2013 and Decree 1082 of 2015 on PPPs, (iii) Decree 1079 of 2015 on the transport sector and (iv) Decree 1076 of 2015 on environmental licenses which are to be granted by the National Environmental Licensing Authority. The public authorities involved in the toll roads' procurement are the Ministries of Transport and Finance, and the National Infrastructure Agency.

Finally, the Group's toll road projects in India are governed by (i) procurement regulations at both at a national level, such as (a) the National Highways Authority of India Act of 1988 and (b) the National Highways Act of 1956, and at a state level, such as specific regulations pursuant to which state regulators may develop roads in their region (for example, the Uttar Pradesh Expressways Industrial Development Authority, set up under the Uttar Pradesh Industrial Area Development Act of 1976), (ii) labor and environmental laws, including (a) the Code on Social Security of 2020, (b) the Occupational Safety, Health & Working Conditions Code of 2020 and (c) the Environmental Protection Act of 1986, as well as (iii) foreign investment regulations, including (a) the Foreign Exchange Management Act of 1999, (b) the Securities and Exchange Board of India Act of 1992 and (c) the Competition Act of 2002.

6.20.2 Airports

Apart from generally applicable civil and commercial laws and regulations, the operation of the Heathrow and AGS airports in the United Kingdom is subject to the jurisdiction of, among other, (i) the UK Department of Transport, (ii) the CAA and (iii) the UK Competition and Markets Authority.

Due to its relevance, the industry is heavily regulated, with sector specific rules including the following: (i) Regulation (EU) 2018/1139 of the European Parliament and of the Council of 4 of July 2018 on common rules in the field of civil aviation and establishing a European Union Aviation Safety Agency, (ii) Regulation (EU) 139/2014 of 12 February 2014 laying down requirements and administrative procedures related to aerodromes (the United Kingdom Aerodromes Regulation), (iii) Council Regulation (EEC) No 95/93 of 18 January 1993 on common rules for the allocation of slots at United Kingdom airports, (iv) Regulation (EU) No 598/2014 of the European Parliament and of the Council of 16th April 2014 on the establishment of rules and procedures with regard to the introduction of noise-related operating restrictions at United Kingdom airports within a Balanced Approach, (v) the Heathrow and AGS airports (Noise-related Operating Restrictions) (England and Wales) Regulation No 2018/785, (vi) the Heathrow and AGS airports (Ground handling) Regulations No 1997/2389 and (viii) the Civil Aviation Act 1982, in each case, as currently implemented in the UK.

Heathrow and AGS airports are divided into "regulated" (*i.e.*, income-generating activities are either totally or partially subject to regulated caps on tariffs) and "non-regulated" (*i.e.*, tariffs for income-generating activities are only subject to customer demand). The only regulated airport is Heathrow airport.

HAH's operations at Heathrow are subject to regulatory review that results in, among other things, the setting of price caps on certain of Heathrow's charges by the CAA. This regulatory review generally takes place every five years. There can be no assurance that future price caps set by the CAA will be sufficient to allow Heathrow to operate at a profit, that the present price caps will be increased or at least maintained at current levels, nor that the methodology of the review process at subsequent reviews would not have an adverse effect on the income of HAH. The CAA has established performance-linked requirements which can negatively impact the aeronautical income component of the revenue-raising activities of the Airports Division (for further context on the income generation process of the Division, see section 6.8.3.2 "*Airports Business Division*"). For instance, the CAA can reduce the permitted yield with respect to airport charges at Heathrow if prescribed milestones are not met on certain capital investment projects (for example, under the service quality rebate schemes at Heathrow, failure to meet specified targets relating to, among other things, airport cleanliness, security queuing times, flight information displays and stand and jetty availability may result in rebates to airline customers).

Furthermore, the capital investment program of each of the HAH and the AGS companies includes major construction projects and is subject to a number of constraints. For example, if HAH is not able to achieve a consensus among its airline customers in support of capital investment projects, this could affect the willingness of the CAA to include the costs of such projects in its RAB.

Regarding the Group's airport operations in the U.S., the Port Authority of New York and New Jersey and NTO signed the concession agreement which granted NTO the right to design, build and operate the NTO JFK in New York. NTO is subject to generally applicable civil and commercial laws and regulations, federal, State and municipal regulations on transportation, labor matters, construction activities, environmental matters, state contract law and permitting, among other. Equally, there are various miscellaneous federal laws that apply to and frame the activities of NTO JFK, including those related to civil rights, anti-discrimination, environmental and other relevant matters (such as anti-money laundering, corruption and similar matters). In addition, since the activities of the project company relate to airport activities, federal agencies such as the FAA, TSA and CFIUS were and are implicated in connection with the investment made by Ferrovial, ongoing operations and other relevant operational and regulatory matters. Due to the anticipated construction activities of the project company, the project required federal NEPA (or environmental) approval in order to proceed. NTO must also comply with a number of airport regulations, which include the Port Authority of New York and New Jersey's Airport Rules and Regulations (which regulate operations regarding John F. Kennedy International Airport), as well as the Federal Aviation Regulations (FARs) prescribed by the FAA, which govern aviation activities in the United States.

The FAA's FARs are included in Title 14 of the Code of Federal Regulations (CFR) and regulate aircraft design and maintenance, airline flights, pilot training activities or commercial space operations. The FAA also regulates certifications and operation of airports, investigation procedures, air and water regulation, soil erosion, programs and project grants' applications, noise compatibility planning and noise and access restrictions. The National Environmental Policy Act (NEPA) is also relevant regarding environmental aspects. In addition, collaboration with the Transportation Security Administration (TSA) is needed to comply with its regulations to facilitate security screening of passengers and other security activities at the airport. Additionally, in the event that any debt being incurred to finance the project is raised in the capital markets, federal and state securities laws related to the issuance of securities, including, without limitation, the U.S. Securities Act of 1933 (and related jurisprudence related thereto, including in respect of 10b-5 liability), will apply. Lastly, the operations of any such project/asset implicates both state and federal tax laws.

As for the Group's airport operations in Turkey, these consist of a 60% stake in the Turkish company holding the operating rights to the terminals of the Dalaman airport in Turkey under a concession agreement (for more information, see section 6.8.3.2 "*Airports Business Division*"). The main regulations governing the activities of the Airport include those relating to the concession and operation of the Dalaman airport terminals, such as (i) the Turkish Civil Aviation Law No. 2920, (ii) the Terminal Operation Services Instructions of the Turkish Directorate General of Civil Aviation, (iii) the Regulation on Opening and Operating Permits of Sanitary Enterprises at Civil Airport Terminals, (iv) the Airport Terminal Operation Instruction of the Turkish Directorate General of Civil Aviation, (v) the tariffs announced by General Directorate of State Airports Authority of Turkey on airport charges, (vi) the Terminal Operation Services Directive and (vii) the Regulation on Building, Operation and Certification of Airports. Other relevant regulations and certifications include (i) the Safety Management Regulation, and related International Civil Aviation Organization publications, such as the International Civil Aviation Organization Annex 19 on Safety Management Systems, International Civil Aviation Organization Document 9859 (Safety Management Guide) and Safety Management Systems Operation Instruction (safety and security requirements), (ii) the Occupational Health and Safety Law No. 6331 and OHSAS 18001:2007 certificate (health and safety requirements), (iii) the Turkish Environmental Law No. 2872, ISO 14001:2015 certificate, Regulation on Environmental Permit and License, as well as sector-connected regulations on air quality, water quality and waste management (environmental requirements) and (iv) the Security Services Administration and Organization Instruction of the Turkish Directorate General of Civil Aviation (SHT-17.3), on Homeland security, general protocol dated October 26 2017 between the Ministry of Transportation and the General Staff of Republic of Turkey, regarding civil aviation operators' use of military bases, and protocol dated October 25 2017 between the General Directorate of State Airports Authority of Turkey Dalaman Airport General Directorate and the Dalaman Air Base Command and the Dalaman Naval Air Base Command regarding the joint use of the Dalaman airport (homeland security requirements in connection with military use of the airport).

The main public authorities/entities with regulatory and supervisory powers on airport activities in Turkey are (i) the Ministry of Transportation and Infrastructure of Turkey, (ii) the General Directorate of State Airports Authority of Turkey and (iii) the Turkish Directorate General of Civil Aviation.

Finally, the Group currently operates in the airport facility maintenance and management sector in Qatar through its 49.9% stake in the local company FMM, responsible for the maintenance and management of the Doha airport. FMM is generally subject to the same laws and regulations applicable to companies operating the same sector in Qatar. Apart from generally applicable civil and commercial laws and regulations, FMM operations in Qatar are subject to specific rules and protocols including the following: (i) Labor Law no. 14 of 2004 with all its applicable and related regulations, including but not limited to health, welfare, safety, accommodation regulations, sponsorship law and related regulations, (ii) Income Tax Law no. 24 of 2018, (iii) Privacy and Data Protection of Personal Data Law no. 13 of 2016, (iv) Ministerial Resolution No. (16) of 2018 Concerning waste transportation controls and the means to be followed in the process of disposal, (v) Minister of Municipality Decision No. (143) of 2022 Regulations for the use of plastic bags, (vi) Doha airport Operating Rules, Safety and Security Procedures and (viii) Cleaning and Sanitation Standards QTR-CNT-STD-010.

The main public authorities/entities with regulatory and supervisory powers on airport activities in Qatar are (i) the Ministry of Commerce and Industry, (ii) the Ministry of Labor, (iii) the Ministry of Finance, and (iv) the Ministry of Environment and Climate Change.

6.20.3 Construction

The Group's construction projects in the United States are subject to different regulations. The Federal Acquisition Regulations serve as the primary regulatory code with respect to U.S. federal agencies acquiring services and supplies. Nevertheless, construction projects must also comply with (i) federal safety and health legislation, such as the Occupational Safety and Health Act of 1970, enforced by the Occupational Health and Safety Administration (OSHA), and (ii) other federal requirements regarding human health and environment enforced by the U.S. Environmental Protection Agency (EPA). In addition to the aforementioned OSHA and EPA federal regulations, most states also have enacted safety regulations, and there are some further regulations at the regional and local levels.

Meanwhile, in the United Kingdom, the main regulations governing construction services include (i) health and safety regulations, such as (a) the Health and Safety at Work etc. Act 1974 (HSWA) as well as its subordinate regulations, and (b) the Construction (Design and Management) Regulations 2015, (ii) environment regulations, including (a) the Clean Air Act 1993 and (b) the Climate Change Act 2008, (iii) water quality regulations, including the Water Resources Act 1991 and related acts and regulations, and (iv) waste management regulations, with a wide range of legislation controlling the generation, transportation and disposal of waste. The HSWA is overseen by the Health and Safety Executive, an agency with extensive enforcement powers, which may include sanctions backed by fines and imprisonment. There are several licenses and consents that a contractor may be required to obtain to carry out construction work. For example, work that involves asbestos requires a license from the Health & Safety Executive.

The Group's construction projects in Canada are governed by (i) health and safety regulations, as regulated by the provinces and territories, (ii) environmental regulations, such as (a) the Environmental Assessment Act, applicable in each province and territory and (b) the Canadian Environmental Assessment Act and (iii) water regulations, mainly as regulated by the Canada Water Act, as well as a number of other federal and provincial or territorial statutes and regulations. Construction oversight in Canada is largely managed via a permitting process. Professional and other licensing and permit requirements vary widely in each province and territory in Canada. Additional licenses and permits are often required by provincial and municipal jurisdictions, and a governmental agency in charge of a project could require additional qualifications in a request for proposal. This is a highly detailed and regulated area of law that not only depends on the jurisdiction, but on the nature of the project being undertaken and the type of work being performed. Examples of licenses and permits that an engineer or contractor may be required to obtain to carry out construction work include: (1) Engineering and Architect License; (2) General Contractor License (3) Trade Contractor License. Most provinces, territories and municipalities also require permits for construction, such as building permits or plumbing permits.

The main regulations applicable to construction projects in Australia are (i) health and safety regulations, with regards to which the Federal Government has effected regulations specific to each state and territory's jurisdiction, (ii) water regulations, including the State Acts and Regulations, (iii) waste regulations, with a wide range of legislation controls the generation, transportation and disposal of waste, and (iv) other specific regulations, such as the Security of Payment Legislation. Construction oversight in Australia is largely managed via a permitting process. In general, non-residential construction in each state or territory requires that one be registered or licensed as a builder before construction work can be carried out. Many jurisdictions have established statutory bodies which monitor compliance with the licensing and registration regimes. Penalties are imposed on parties who contravene these requirements (usually in the form of fines). In addition, particular activities prevalent in the industry are also subject to specific regulations and licensing across Australia. These include working at heights, working with asbestos, welding, demolition, excavation, cranes and scaffolding.

In Poland, construction services and projects such as the Group's toll roads projects are regulated as follows: each construction contract must comply with (i)(a) the Polish Civil Code, (b) the Building Act and (c) the Zoning and Development Act, (ii) health and safety aspects, as regulated by various statutory regulations, imposing certain obligations on concessionaires, and (iii) environmental aspects, such as those covered by (a) the Environment Protection Act, (b) the Water Act, (c) the Waste Act and (d) the Revitalization Act.

The Group's Spanish construction projects are subject to a variety of legislation covering (i) public construction contracts, such as (a) the Spanish Civil Code, (b) the Spanish Building Act 38/1999 of 5 November 1999 (*Ley de Ordenación de la Edificación*), (c) for construction contracts entered into with public authorities, the Spanish Public Sector Contracts Act 9/2017 of 8 November 2017 (*Ley de Contratos del Sector Público*) and Law 39/2015, of 1 October, on the Administrative procedure for Public Authorities (*Ley del Procedimiento Administrativo Común de las Administraciones Públicas*), (d) Law 31/1995 on the Prevention of Risks at Work, of 8 November, (e) Law 32/2006, of 18 October, on Subcontracting within the Construction Sector (*Ley reguladora de la subcontratación en el Sector de la Construcción*) and (f) various statutory regulations setting out other specific obligations, as well as (ii) health and safety, including (a) Law 1627/1997 of 24 October, providing for minimum health and safety requirements applicable to construction works, (b) Law 32/2006, of 18 October, governing outsourcing within the construction industry and (c) Decree Law 171/2004 of 30 January, (iii) land pollution, as governed by the Land Pollution Law, (iv) air quality, as governed by the Air Quality Law, (v) water, as regulated by a variety of acts and regulations and (vi) waste management, as regulated by a wide range of legislation imposing a "duty of care" in operators. Construction oversight in Spain is largely managed via a permitting process. There are four main licenses required in Spain to carry out construction works. These are granted by local authorities: (1)

municipal works license (*licencia de obras*). The purpose of this license is to verify that the projected works comply with the applicable urban planning regulations. It is required for any type of construction, including the refurbishment or fitting-out of existing buildings, and for demolition of works; (2) municipal activity license (*licencia de instalación de actividades*). The purpose of this license is to confirm that the project complies with the health and safety standards laid down in the urban planning regulations. The permitted use for the building and the activities to be carried out there will depend on the uses permitted in the applicable urban planning regulations. If the activity is classified as disruptive, unhealthy, harmful or dangerous, the municipal activity license will lay down some requirements that must be fulfilled by the holder of the license. To verify that it complies with all relevant requirements, a municipal opening license is required; (3) municipal first occupancy license (*licencia de Primera Ocupación*). This license confirms that the construction has been built in accordance with the technical specifications contained in the relevant municipal works license. It is usually granted following an inspection of the building by the relevant local authority's technical experts; (4) municipal opening license (*licencia de Funcionamiento*). This licence confirms that the technical specifications laid down in the municipal activity license have been properly complied with and, as a result, that the building can be used for the purpose described in that license.

Finally, the Group's construction activities in Chile are governed by regulation with regards to (i) health and safety, by legislation such as (a) Supreme Decree No. 594 regarding basic sanitary and environmental conditions in the worksite, (b) Supreme Decree No. 76, which establishes regulations for the application of Article No. 66 bis of Law No. 16,744, regarding safety and health management at the work sites, (ii) environment and air, including legislation such as (a) Supreme Decree No. 39/2012 of the Ministry of the Environment and (b) Regulation on the Establishment of Prevention and Decontamination Plans and (iii) water, governed by regulation such as Decree No. 1,122/1981 on the Water Code. Construction oversight in Chile is largely managed via a permitting process. Before starting, construction projects generally require a construction permit from the respective municipal works director, prior to the execution of any work. Some projects will require obtaining an environmental permit, which is obtained through the Chilean Environmental Assessment Service. Other specific permits may be required, based on the project's nature. During construction, projects must comply with and maintain the permits obtained before the execution of work, and obtain additional permits, such as crane, zoning, environmental etc. Projects will also be subject to inspections from the relevant authority. On completion, certain construction works will need a municipal reception certificate, which is obtained after a final inspection of the relevant authority, certifying that the project meets the design and technical requirements previously approved in the construction permit.

6.20.4 Energy

The Group's business with respect to energy generation and the storage energy infrastructures is subject to various regulations in Spain. The most important law with regards to energy is the Spanish Energy Act 24/2013 (*Ley 24/2013 de 26 de diciembre, del Sector Eléctrico*) and its developing regulations, either at a national or regional level. The Group's energy business is also subject to EU energy regulations, such as Regulation (EU) 2019/943 of the European Parliament and of the Council of 5 June 2019 on the internal market for electricity, Directive (EU) 2019/944 of the European Parliament and of the Council of 5 June 2019 on common rules for the internal market for electricity and amending Directive 2012/27/EU and Directive (EU) 2018/2001 on the promotion of the use of energy from renewable sources.

In Spain, the relevant regulatory authorities with respect to the Spanish energy ecosystem are the Ministry for Green Transition and Demographic Challenge (*Ministerio para la Transición Ecológica y el Reto Demográfico*), the National Commission for Markets and Competition (*Comisión Nacional de los Mercados y la Competencia*), Red Eléctrica de España, S.A.U., as well those departments of each Autonomous Community in Spain bestowed with authority over electricity and environmental matters and transnational entities such as the European Commission (Directorate-General Energy) and European Union Agency for the Cooperation of Energy Regulators (ACER).

As it pertains to environmental protection, the Spanish Act 21/2013 (*Ley 21/2013, de 9 de diciembre, de evaluación Ambiental*), as well as its developing regulations, whether national or regional, are relevant for the planning, permitting, building and operation of energy infrastructures. In addition, because energy infrastructures extend over large areas, primarily regional or local zone planning and plotting regulations are also relevant to some extent.

In order to get the different permits and authorizations required for the energy business, general (non-industrial) regulations on public authorization and proceedings such as the Spanish Act 39/2015 (*Ley 39/2015, de 1 de octubre, del Procedimiento Administrativo Común de las Administraciones Públicas*) and the Spanish Act 40/2015 (*Ley 40/2015, de 1 de octubre, de Régimen Jurídico del Sector Público*) also must be complied with.

Energy transmission is also a highly regulated market in Chile. Its main regulations stem from the General Law of Electric Services (DFL N°4/20018) and its development regulation (*Decreto N°327*), the Transmission Systems and Transmission Planning Regulations (*Decreto Supremo N°37*, issued by the Ministry of Energy) and the Regulation on the qualification, valorization, tariffication and remuneration of transmission installations (*Decreto Supremo N°10*), issued by the Ministry of Energy).

With respect to environmental protection, the Environmental Framework Law (*Ley N° 19.300*) is a key piece of legislation. Other key environmental protection standards in Chile are (i) the Organic Law of the Superintendence of the Environment, which provides the regulatory framework for environmental compliance and enforcement; (ii) Law N° 20.600, which creates the environmental courts and a special environmental jurisdiction, and (iii) the environmental impact assessment system implementing regulations.

The main regulatory or supervisory authorities of the Chilean energy ecosystem are the Ministry of Energy (*Ministerio de Energía*), the National Energy Commission (*Comisión Nacional de Energía*), the Superintendency of Electricity and Fuels (*Superintendencia de Electricidad y Combustibles*) and the National Electrical Coordinator (*Coordinador Eléctrico Nacional*).

Other general (non-industrial) regulations on public authorization and proceedings, such as Law of General Bases of Administrative Procedures governing the acts of the organs of the State Administration (Law N° 19.880) and the Constitutional Organic Law of General Bases of the State Administration (Law N° 18.575), also apply to the energy business.

6.20.5 Waste

Entities, including the Group, involved in the collection, storage, treatment, disposal and generation of electricity from waste in England are required to comply with a variety of legislative and regulatory requirements, including the Companies Act 2006, which is the primary source of corporate law that applies to all companies and directors.

The Department for Environment, Food and Rural Affairs, the Secretary of State, the Environment Agency, the Health and Safety Executive and local authorities are responsible for regulating waste activities locally, regionally and nationally.

The Environment Act 2021 and Environmental Protection Act 1990 provide the framework for environmental protection with the Environmental Permitting (England and Wales) Regulations 2016 and associated permits applying to installations, mobile plant and waste activities.

The Health and Safety Executive and local authorities are responsible for regulating occupational health and safety by reference to the Health and Safety at Work Act 1974, providing the framework regarding general duties employers have towards employees and members of the public.

The Secretary of State and individual local authorities are responsible for development management under the Town and Country Planning Act 1990, local development plans and Building Regulations 2010, which regulate land use and new building.

The Department for Business, Energy and Industrial Strategy, the Gas and Electricity Markets Authority, the Office of Gas and Electricity Markets and the Competition and Markets Authority are responsible for regulating the electricity sector with the main legislation including the Electricity Act 1989, the Competition Act 1998, the UK Utilities Act 2000, the Enterprise Act 2002, the Energy Acts, and the Gas Act 1986.

In addition, there are additional general legislative provisions including the Data Protection Act 2018 and General Data Protection Regulation, which detail personal data protection principles, rights and obligations, and the Finance Act, which is passed each year and contains provisions relating to changes in taxes, duties, exemptions and reliefs.

6.20.6 Carsharing free-floating

In Spain, specific business activity regulation is provided by the Spanish Land Transport Act 16/1987 (*Ley de Ordenación de los Transportes Terrestres*) and its related regulation.

In addition, due to the car-sharing business targeting mainly end-consumers and interaction being made through a digital platform, regulations on consumer protection and digital contracts and personal data protection are also applicable to the Group, all of which are heavily harmonized under EU standards. The main regulations on these topics include, respectively, the Royal Legislative Decree 1/2007 (*Ley de Consumidores y Usuarios*), the Spanish Digital Society Act 34/2022 (*Ley de la Sociedad de la Información*), the Spanish Fundamental Rights Act 3/2018 on Personal Data Protection (*Ley Orgánica de Protección de Datos Personales*) and Regulation (EU) 2016/679 of the European Parliament and of the Council (the GDPR).

Also, local regulation on the use of public space should be considered due to its impact on on-street parking. Similarly, regulations providing limitations to vehicle advertisements, which are mainly local, may have a relevant impact on the profitability of the car-sharing business. To a lesser extent, regulations regarding digital payments may affect the configuration of marketplace platforms in place to carry out the business.

Due to the above framework of considerations and regulation, the main regulatory or supervisory authorities for the car-sharing business are (i) the relevant City Halls, (ii) the Ministry of Transport, Mobility and Urban Agenda (*Ministerio de Transportes, Movilidad y Agenda Urbana*) and (iii) the Spanish Data Protection Agency (*Agencia Española de Protección de Datos*), although other national and supranational regulatory entities might also oversee these operations.

6.20.7 Support services to the mining industry

The Group is involved in the mining sector in Chile, which is subject to numerous regulations, including the ones highlighted below. One of the most relevant fields subject to control in the context of this activity is labor law, including, mainly, the Labor Code (*Código del Trabajo (D.F.L 1, 31-07-2002)*, *Ley 20.123*), dealing with subcontracting work and *Ley 16.774*, dealing with work accidents and occupational diseases.

Furthermore, in relation to health and safety requirements, the mining sector in Chile is subject to numerous other regulations, such as the Mining Safety Regulation (*Reglamento de Seguridad Minera (Decreto 132, 30-12-2002)*), the Health Code (*Código Sanitario (D.F.L 725, 11-12-1967)*), the Health and Environmental Conditions Regulation (*Reglamento sobre Condiciones Sanitarias y Ambientales Básicas en los Lugares de Trabajo (Decreto 594, 15-09-1999)*) and the Occupational Hazards' Prevention Regulation (*Reglamento sobre Prevención de Riesgos Profesionales (Decreto 40, 11-02-1969)*), among others.

In addition, with respect to environmental protection, the mining sector is subject to the General Environmental Basis Law (*Ley 19.300, Ley sobre Bases Generales del Medio Ambiente*) and the Environmental Impact Evaluation System Regulation (*Reglamento del Sistema de Evaluación de Impacto Ambiental (Decreto 40, 30-10-2012)*), as well as its development regulations, either at a national or regional level, which are relevant for obtaining industry permits.

The main regulatory and supervisory authorities of the Chilean mining sector are the Ministry of Labor and Social Security (*Ministerio del Trabajo y Previsión Social*), the Labor Directorate (*Dirección del Trabajo*), the Ministry of Health (*Ministerio de Salud*), the Ministry of Mining (*Ministerio de Minería*) and the National Service of Geology and Mining (*Servicio Nacional de Geología y Minería de Chile*).

Finally, general (non-industrial) regulations in civil and commercial law are also relevant to the mining business in Chile, such as the Chilean Civil Code (*Código Civil (D.F.L 1, 16-05-2000)*), the Capital Markets Law (*Ley 18.045, del mercado de valores*) and the Public Limited Companies Law (*Ley 18.046, sobre Sociedades Anónimas*).

6.21 Environment and ESG / Sustainability / Health and Safety

At the Group level, the Sustainability Policy provides the framework for all existing policies and strategies that are linked to diverse ESG items (*i.e.* Environment, Human Resources, Human Rights, Compliance and Ethics, and H&S, among others) and which have been approved by the Board. The Group's Sustainability Policy is deployed by means of the Sustainability Strategy 2030, which is the key and main ESG and Sustainability strategy of the Group. Such strategy also incorporates ESG criteria to decarbonize its activities in airports, roads and construction, while developing new green lines in energy, mobility and water.

Therefore, the Sustainability Strategy 2030 complements the Sustainability Policy and suite of underlying ESG policies of the Group by providing the framework for developing innovative, efficient and sustainable infrastructures, always accounting for the three fundamental ESG dimensions: (i) environmental, (ii) social, and (iii) governance issues.

Relevant environmental issues that may affect the issuer's utilization of the tangible fixed assets

The Group may be subject to physical and transition risks in the Group's activities as a consequence of climate change. Physical risks include extreme weather events that may affect the Group's infrastructure and the development of the Group's activity, in particular in the Toll Roads Business Division, Airports and the Construction Business Division. In this sense, the Group's infrastructure needs to adapt to climate change effects and be resilient to extreme weather events. Global trends addressing climate change and extreme weather may result in further economic, regulatory, technological and reputational effects and may therefore require the Group to reassess its operations. For instance, the Group may be forced to discontinue certain operations due to physical damage to infrastructure, productivity may decrease under certain extreme weather conditions and hedging and insurance premiums relating to climatological events may increase. For more information, please refer to section 1.1.1.13 "*Risk Factors—Risks Relating to the Group's Business—Risks relating to the entire Group's business—The Group may face increased risks as a consequence of global climate change, which could have a material adverse effect on the Group's business, financial condition, and results of operations*".

To mitigate those risks, the Group identifies, assesses and monetizes both climate transition risks (*i.e.*, scenarios recommended by the International Energy Agency in its World Energy Outlook report, in particular its Stated Policies Scenario (STEPS), Announced Pledges Scenario (APS) and the Net Zero Emissions by 2050 Scenario (NZE)), and physical impacts linked to climate change (according to the scenarios included in the Intergovernmental Panel on Climate Change (IPCC)'s Fifth Assessment Report's (AR5) Representative Concentration Pathways (RCPs) 4.5 and 8.5, the intermediate and very-high GHG emissions scenarios).

Transition risks are measured and updated at least yearly, while physical risks assessment are supported by a Platform developed in-house (called "*Adaptare*"), which integrates climate modeling and engineering of Group's infrastructures, in order to provide technical and economic efficiency measures to increase the resilience of the assets.

6.21.1 Environment and ESG

The Sustainability Strategy 2030, is the main and leading ESG strategy of the Group. The Sustainability Strategy 2030 is aligned with the United Nations' Sustainable Development Goals.

In order to meet the objectives of the Paris Agreement and the 2030 Agenda for Sustainable Development adopted at the United Nations Sustainable Development Summit on 25 September 2015, the Group has a "Deep Decarbonization Path" and includes ambitious emission reduction targets. As part of the Group's Climate Strategy, the "Deep Decarbonization Path" is the roadmap to decarbonize the Group's portfolio of activities. This piece of work includes the forecast of GHG emissions at Group level, year by year, the emissions reduction targets (by 2030 and 2050), the low-carbon measures that are being implemented, and the abatement cost of carbon. Indeed, the Group's commitment to the environment (as

one of the pillars of the Sustainability Strategy 2030) is leading the Group to reduce its carbon footprint and support sustainable approaches in all of its operations. To this end, the "Deep Decarbonization Path" establishes the roadmap for achieving the 2030 emissions reduction target and is structured along four main lines: (i) a target of 100% consumption of electricity from renewable sources by 2025, (ii) achieving 33% emissions reduction in the fleet by 2030, (iii) 20% reduction in emissions through energy efficiency in asphalt plants, and (iv) 10% reduction through the implementation of energy efficiency measures in construction machinery.

The Group was the first company in its sector worldwide to establish and have its emissions reduction targets endorsed by the Science Based Targets Initiative (SBTi) (source: [Companies taking action - Science Based Targets](#)). The Group has set the following targets: (i) to reduce scope 1&2 emissions in absolute terms by 35.3% in 2030 (base year 2009), and (ii) to reduce scope 3 emissions in absolute terms (excluding capital goods and purchased goods & services categories) by 20% in 2030 (base year 2012).

The Group intends to reach the above targets as follows: (i) Scope 1&2 reduction targets will be achieved by, among others: (i) regarding Scope 1 emissions reduction, through (a) the road-vehicle fleet, progressively integrating zero-emissions vehicles (mainly in the EU), changing the types of vehicles (e.g., from pickups to smaller cars) and considering expected efficiency improvements in combustion engines (according to trends on European and US standards), (b) asphalt plants, as there is a plan to reduce fuel consumption by pre-treating the humidity of gravel before manufacturing the asphalt, (c) progressive penetration of low-temperature bitumen, according to the trends on technical standards, (d) boiler upgrade and optimization of asphalt plants, (e) update and upgrade of heavy machinery (within the 2022-2024 renovation program), to Stage V engines (according to the most recent European standards for non-road vehicles), (f) additional reduction of fuel consumption by implementing eco-driving practices across non-road machinery fleet, (g) energy transition (gasoil to electricity) from 2040 on, in non-road heavy equipment, and (h) transition fuel-to-biofuel in other stationary sources; (ii) regarding Scope 2 emissions, through the progressive procurement of 100% renewable electricity by 2025, including GOs certificates, self-consumption onsite and specific PPAs (some related to the Group's renewable facilities); and (iii) Scope 3 reduction targets will be achieved by introducing several measures such as (a) trends on energy transition in vehicle fleets using Ferrovial's assets worldwide; (b) improvements in energy efficiency and renewable energy (including onsite facilities) in assets the Group has no operational control over (category "investments" of Scope 3); (c) implementation of infrastructure for SAF in airports; (d) reducing the amount of waste generated in operations, and improving reuse or recycling of non-hazardous waste; and (e) reducing the carbon embedded in main raw materials (as steel, concrete or asphalt) by means of a proactive management of the Group's supply chain. However, the Group does not have complete control over indirect emissions and hence compliance with this target is not solely dependent on the Group. The Group reports on its climate strategy and targets annually in a "Climate Strategy Report", which is submitted to a consultative vote at the annual Ferrovial General Meeting (and following the Merger, the General Meeting).

Regarding the Group's carbon footprint, since 2009 it has calculated and reported its carbon footprint for 100% of its activities. The calculation methodology is mainly based on the GHG Protocol, while maintaining compliance with ISO 14064-1. The emissions reported are: (i) scope 1—those from sources owned or controlled by the Group, which come mainly from (1) the combustion of fuels in stationary equipment (boilers, furnaces, turbines, etc.) to produce electricity, heat or steam, (2) fuel consumption in fleet vehicles owned or controlled by the Group, (3) diffuse emissions, those not associated with a specific source, such as biogas emissions from landfills, and channeled emissions, GHG emissions generated through a source, excluding those from fuel combustion, (ii) scope 2—generated as a result of the consumption of electricity purchased from other companies that produce or control it, and (iii) scope 3—indirect emissions occurring in the value chain.

The Group's commitment to decarbonization includes voluntary compensation for 100% of direct emissions not reduced by 2050 through nature-based projects and mitigation towards a commitment on "Net-Zero". The Ministry for Ecological Transition and the Demographic Challenge has awarded the Group the highest recognition achieved for its work on "Calculate", "Reduce" and "Compensate".

The Group also incorporates the recommendations of the Task Force on Climate-related Financial Disclosure in its process of identifying, analyzing and managing risks and opportunities related to climate change, and has implemented certain mitigation actions such as the development and implementation of the Deep Decarbonization Path (an internal emissions reduction plan), Shadow Carbon Pricing (which is a methodology to economically quantify the potential climate risk of its most relevant investments with the aim of reorienting its activity to more decarbonized business models), consideration of raw material and energy price increases in contract negotiations, search for innovative technological solutions to reduce energy consumption and emissions and study and collaboration with key stakeholders for the development of projects that favor the transition to a low-carbon economy.

Regarding biodiversity, the Group recognizes the key role played by biodiversity in the provision of services that support the economy and social well-being. For this reason, it has a recently approved Biodiversity Policy, integrated into the management system that governs the organizational and operational processes of all its contracts. The Group has also approved a Water Policy, which recognizes water as a limited and irreplaceable natural resource and its access as a fundamental human right. In order to manage the resource positively, the focus is on its availability, quality and impact on ecosystems.

In addition, the Group has launched a Circulate Economy Plan that recognizes that the circular economy aims to keep the value of products, materials and resources in the economy for as long as possible, optimizing the consumption of

materials and minimizing waste generation and is a solution to a problem that directly impacts the deterioration of the environment and allows the Group to identify new business opportunities.

6.21.2 Sustainability

The Group also implements many initiatives towards the promotion of environmentally positive and sustainable management of the supply chain. The Group shares information with its key suppliers through the environmental management system implemented in its activities in order to promote better management and performance of its supply chain. In this regard, work has been carried out in 2022 along two lines: (i) the development of an internal purchasing guide containing environmental guidelines on material procurement specifications, and (ii) launching of a collaboration program with suppliers to learn about and improve their environmental management. In addition, the Group promotes sustainable procurement and incorporating ESG criteria in the supply chain, as well as digitalization, incorporating tools, applying procedures and developing projects aimed at promoting the sustainability of its supply chain through a deeper understanding of the type of suppliers that offer the Group their products and services.

The Group has a Supplier Code of Ethics, which is part of the Supplier Ethical Integrity Due Diligence Procedure and is mandatory for suppliers in orders and contracts, and includes the basic principles that should govern the behavior of all suppliers in their business relationship with the Group. In addition, the model orders and contracts include environmental, social and labor, health and safety, compliance with the Global Compact Principles, as well as ethics and anti-corruption clauses, thus ensuring compliance with ESG requirements. ESG issues are also considered in the supplier analysis and the evaluation and monitoring of supplier performance also takes ESG criteria into account.

The application of new technologies and the development of innovation projects is key to achieving an agile, efficient and transparent supply chain that incorporates sustainability principles into the Group's supplier selection processes. The most noteworthy initiatives are (i) the Low Carbon Concrete Project, aimed to identify the most innovative projects worldwide for the development of sustainable concretes (with low levels of CO₂ emissions), (ii) the Guide to Procurement Aligned with EU Taxonomy, which purpose is to bring together the necessary information and establish the principles to advise contract purchasers on procurement to comply with the taxonomy requirements, (iii) the purchase of electricity from renewable sources, which entails the Group's promotion of the purchase of electricity with a guarantee of origin and its progressive movement towards the 100% target set out in the Horizon 24 Strategic Plan for 2025, (iv) efficient vehicle fleet, pursuant to which the Group has established a goal of reaching a 33% zero-emission fleet by 2030 as part of the Horizon 24 Strategic Plan. In addition, hybrid and plug-in hybrid vehicles continue to be added to the fleet, resulting in a substantial and continuous reduction in emissions levels; (v) Green Purchasing Catalog, which involve the update and increase of the information available in the catalog in order to promote the purchase of sustainable products. In Construction, alternatives for the supply of green products with Environmental Product Declarations and Ecolabel products have been incorporated, as well as other information accrediting improvements in sustainability, and (vi) the Group has Supplier 360, an IT tool that monitors suppliers using advanced data analytics techniques, language processing and internet searches, making it possible to detect potential risks.

Regarding other initiatives promoting the environment and sustainability in the different business divisions of the Group, within its Construction Business Division, the Group has a firm commitment to sustainable infrastructures that have a positive impact on the environment and communities, as can be seen in the initiatives carried out in 2022 to decarbonize the energy mix, such as the development of wind and photovoltaic farms, or the awarding of five new water treatment and purification plants. In connection with these projects, the Construction Business Division carries out its operations under strict guidelines that minimize its environmental impact. Its approach to projects includes the identification of environmental risks through individual management plans to favor the conservation of biodiversity, the efficient use of energy by promoting self-consumption, decarbonization and renewable energies, and the promotion of the circular economy through the recovery of construction waste and the incorporation of recycled materials in construction processes. The aim of this is to control the carbon footprint and achieve carbon neutrality by 2050. A good example is the recently inaugurated I-66 highway in Virginia (USA), which the Group believes will significantly reduce CO₂ emissions by limiting traffic jams, and in which more than 430,000 tons of crushed concrete have been used, thus reusing construction waste, and which has also provided employment for more than 400 local companies, investing more than 13 million working hours. In Poland, Budimex has signed in 2022 its entry as a clean energy developer in Poland through the acquisition of two companies that own the rights to develop, build and operate a wind power complex in Gniezno and a photovoltaic farm in Mszczonow.

Decarbonizing the aviation sector remains a key priority of Heathrow's sustainable growth plan. In 2022, Heathrow released an update to its sustainability plan, where it sets a clear direction for the company to 2030 and beyond by cutting emissions. The use of the sustainable aviation fuel is a critical element of decarbonizing the aviation sector. Following the first delivery of sustainable aviation fuel into Heathrow's main fuel supply in June, a sustainable aviation fuel-fueled 'perfect flight' departed from Heathrow to Glasgow in September 2021 and further sustainable aviation fuel deliveries took place in partnership between airlines and fuel companies. Since 2022, Heathrow's landing charges will include a new financial incentive for airlines to help make sustainable aviation fuel more affordable for airlines. Moreover, it offers passengers the chance to offset their flights by paying for sustainable aviation fuel which is used on existing scheduled flights. It has also launched the NAPKIN Project, with the aim of developing hydrogen-based solutions to decarbonize the aviation of the future. See section 6.8.3.2 "*Airports Business Division*".

AGS also launched its new sustainability strategy with a roadmap to achieve net zero emissions by mid-2030s. In 2022, it signed an agreement with ZeroAvia to study the possibilities of producing hydrogen internally, as well as its use on

commercial routes. The plan to develop Scotland's largest solar farm, which will supply 55% of energy to Glasgow airport, is also continuing. In addition, AGS has formed a consortium to explore the joint use of wind panels and noise barriers, which could produce renewable energy from wind blowing at ground level and at low altitude, limiting noise pollution.

In addition to the above projects in Heathrow and AGS, the Group is also studying a solar energy self-consumption project to serve the needs of the Dalaman airport.

6.21.3 Human rights and health and safety

Moreover, the Group considers human rights to be a fundamental part of its global sustainability strategy. In 2022, the Group's Human Rights policy was renewed, aligned with the main international human rights standards. One of the pillars of the Group's strategy is the promotion of diversity and equality. The policy hence clearly defines the rejection of any type of discrimination in all the company's activities and in all relations with its stakeholders. To guarantee this, the Group has a Global Diversity and Inclusion Strategy, an Equality Plan that is periodically renewed, as well as an internal protocol for the prevention of workplace and sexual harassment. To reinforce its commitment to diversity, the Group has agreements with organizations that specialize in promoting the incorporation and inclusion of people with disabilities in the different countries in which it operates.

The preservation of labor rights is of special relevance among the Group's commitments. It rejects any type of child or forced labor in any form, guarantees equal opportunities and non-discrimination, protection against harassment of its workers, the right to strike, freedom of association and the right to collective bargaining in all countries in which it operates, and promotes the reconciliation of professional and family life. The Group has implemented a set of tools that promote the protection of and respect for human rights in order to ensure due diligence in human rights in the company's activities.

As part of these due diligence mechanisms, the Group periodically evaluates potential human rights risks as part of the risk identification and assessment process known as Ferrovial Risk Management. For each risk, the responsible person identifies the controls implemented to mitigate or eliminate the risk, either by reference to its impact or its probability of occurrence. Similarly, the Group has a procedure for approving capital allocation operations, so that the analysis of all corporate operations carried out takes into account whether they may undermine the Group's ethical principles, with special attention to human rights, social, good governance and environmental aspects.

The Safety, Health and Wellness Strategy 2020-2024, submitted to the Ferrovial Board in 2019, is implemented in annual plans and focuses on four strategic pillars: leadership, competence, resilience and commitment.

Regarding leadership, the objective is that workers inspire, care for and are rigorous in complying with safety, health and wellness measures. The Group seeks to inspire people to guide their leadership, their way of approaching it and applying it. In 2022, various initiatives have been carried out, such as the Safety, Health and Wellness Awards, implementation of leadership initiatives by appointed safety and health leaders and executive reviews of incidents have continued in order to detect high potential events and learn from them, taking the necessary actions.

Regarding competency, the objective is to ensure that teams are competent, trained and empowered to perform their duties. The License to Operate program launched in 2020, which aims to identify critical safety, health and well-being positions by defining for them a set of specific competencies related to these functions, continues to operate. To reinforce this initiative, the Safety Leadership for Supervisors and Managers program was launched in 2022, with the aim of training front-line leaders in health and safety. The program is aimed at developing five key skills: involving people and teams, planning work collaboratively, working safely in risk situations, supervising and leading, and facilitating learning.

In respect of resilience, the objective is to protect the Group's employees, stakeholders and divisions in adverse circumstances, and as such continue to work on High Potential Events (events with the potential to have caused a fatal or catastrophic accident but which could have been avoided). All of them are reported and analyzed weekly by the Management Committee, carrying out an executive review of each one of them, extracting lessons learned. The following initiatives stand out: (i) continuing with the "planned vs. actual" initiative to increase employee engagement, (ii) developing the Safety Leadership Program for Supervisors and Managers, (iii) safety campaigns, and (iv) critical control measures. Inspections and audits were carried out, as well as health and safety training. In this respect, the frequency rate has decreased by 56.5% compared to 2015, and by 4.35% compared to last year.

In what concerns commitment, the Group's objective is to generate a learning environment that promotes knowledge sharing, innovation and effective communication, inspiring, motivating and empowering each employee to make a difference and create safer workplaces. In 2022, the following initiatives have been launched under this pillar of the strategy: the Second Week of Security, Health and Wellbeing, the redefinition of the Group's health and wellbeing program, launching a wellbeing platform, creating a global network of wellbeing ambassadors, and other initiatives and actions related to mental health, and cardiovascular disease, cancer and obesity prevention.

6.22 Recent Developments

On 8 March 2023, the Group, through its Energy Infrastructure and Mobility Division, reached an agreement with a major developer group to acquire two solar photovoltaic projects under development in Seville (Andalusia, Spain) with a total installed capacity of approximately 100 MWp (subject to customary conditions precedent). The Group will invest EUR 75 million in building these projects in Andalusia (Spain). The company is also currently completing construction of the 50 MWp El Berrocal plant in the region, which is expected to start operations in the second quarter of this year.

On 21 March 2023, the Group, through its Construction Business Division, has been awarded a solar photovoltaic plant project with a capacity of 200 megawatts peak in Badajoz (Extremadura, Spain) for more than EUR 100 million. The Group will execute this project on a turnkey basis and the scope of the work includes the engineering, construction, and commissioning of the plant, as well as its operation and maintenance during the first two years. The execution period for the works is 14 months. The future plant will have 350,000 bifacial photovoltaic modules and will have an estimated annual production of 400 GWh. The Group intends to fund the above commitments with its general proceeds and the cash flows it generates.

On 9 May 2023, the Group, through its U.S. construction subsidiary, has been awarded the contract to improve a section of I-85 in Atlanta, Georgia, for USD 79 million (equivalent to approximately EUR 71 million). In this context, the Georgia Department of Transportation (GDOT) has selected Ferrovia Construction for the project to design, build and improve the intersection of I-85 at SR 42/North Druid Hills Road, reducing crash frequency and traffic congestion. The scope of work includes adding a displaced left-turn interchange, constructing a braided ramp, and replacing an aging bridge. Construction will begin in late 2023 and completion is expected by late November 2025. Additionally, the Group, through the Energy Solutions area of its Construction division, has been awarded the contract for the LED renovation, management, maintenance, and delivery of outdoor public lighting in the municipality of Santiago de Compostela, Spain. The ten-year contract is worth EUR 42 million. Under the format of an energy services contract, the project, which will be executed jointly with Endesa X Servicios, includes upgrading over 30,000 streetlights in this city with LED lamps, and 535 controllers, as well as other installations on public roads.

On 30 May 2023, the Group, through Webber, has been awarded three contracts in Texas for USD 265 million (equivalent to approximately EUR 240 million) by the Texas Department of Transportation, to expand three Texas roadways. The Group will expand SL 335 (Amarillo District), SH 99 (Houston District), and SL 378 (San Angelo District), reinforcing its presence in Texas and in the United States.

On 9 June 2023, the Group announced it had reached an agreement with infrastructure funds Horizon Equity Partners and RiverRock for the sale of its 89.2% stake in Portuguese toll road concession Azores for EUR 42.6 million.

7 CAPITALIZATION AND INDEBTEDNESS

The tables below set forth (i) the Group's consolidated capitalization and indebtedness as of 31 March 2023 on an actual basis and (ii) the Group's consolidated capitalization and indebtedness as of 31 March 2023, as adjusted to reflect the Merger as if the Merger had occurred on 31 March 2023. These tables should be read in conjunction with the Q1 2023 Trading Update and the Annual Reports (including Consolidated Financial Statements and the notes thereto, the auditor's reports and the management reports) incorporated by reference in this Prospectus, and section 8 "Operating and Financial Review". See section 10 "Description of Share Capital" for information concerning the Company's share capital.

The "As adjusted for the Merger" column below is based on a number of estimates and the corresponding final amounts will not be determinable until the Merger has actually occurred. The actual impact of the Merger, which may differ, possibly materially, from the estimates shown in the "as adjusted" column below, is expected to be reflected in the Group's financial information for the financial year ended 31 December 2023.

7.1 Capitalization

Table 16: The Group's consolidated capitalization as of 31 March 2023

	As of 31 March 2023 (unaudited)	
	Actual	As adjusted for the Merger
	<i>(in millions of euros)</i>	
Total current debt (including current portion of non-current debt)	765	765
Guaranteed	-	-
Secured ⁽¹⁾	151	151
Unguaranteed/unsecured ⁽²⁾	614	614
Total non-current debt (excluding current portion of non-current debt) ..	10,700	10,700
Guaranteed	-	-
Secured ⁽¹⁾	7,819	7,819
Unguaranteed/unsecured ⁽²⁾	2,881	2,881
Shareholder's equity ⁽³⁾	3,966	3,466
Share capital	145	145
Legal Reserve	30	30
Other reserves ⁽⁴⁾	3,791	3,291
Total	15,431	14,931

⁽¹⁾ Secured debt comprises the current and non-current debt from concessions of infrastructure projects which is backed by the project cash flows and capital contributed, but without recourse to the Company (i.e. the Ferrovia holding company). The securitization usually includes i) a charge over the shares in the project company and any rights attached to these shares, ii) a fixed and floating charge over the project assets, iii) a charge over the project company's bank accounts, iv) assignments by way of security of key project contracts and/or v) assignments by way of security of the project insurances.

⁽²⁾ Unguaranteed/unsecured debt comprises the debt of the Group's other businesses, including the group holding companies and other companies that are not considered and included in infrastructure projects. Such debt is not secured by the Group's assets.

⁽³⁾ Shareholder's equity does not include profit and loss for the three-month period ended 31 March 2023.

⁽⁴⁾ Other reserves as adjusted for the Merger include the hybrid bond repayment (EUR 500 million).

7.2 Indebtedness

Table 17: The Group's consolidated indebtedness as of 31 March 2023

	As of 31 March 2023 (unaudited)	
	Actual	As adjusted for the Merger
	<i>(in millions of euros)</i>	
A Cash ⁽¹⁾⁽²⁾	2,962	2,442
B Cash equivalents ⁽³⁾	2,019	2,019
C Other current financial assets	30	30

	As of 31 March 2023 (unaudited)	
	Actual	As adjusted for the Merger
	<i>(in millions of euros)</i>	
D Liquidity (A + B + C)	5,011	4,491
E Current financial debt (including debt instruments, but excluding current portion of non-current financial debt) ⁽⁴⁾	863	863
F Current portion of non-current financial debt	-	-
G Current financial indebtedness (E + F)	863	863
H Net current financial indebtedness (G – D)	(4,148)	(4,148)
I Non-current financial debt (excluding current portion and debt instruments) ⁽⁴⁾	4,656	4,656
J Debt instruments	6,143	6,143
K Non-current trade and other payables	847	847
L Non-current financial indebtedness (I + J + K)	11,646	11,646
M Total financial indebtedness⁽⁵⁾⁽⁶⁾ (H + L)	7,498	8,018

(1) Cash is cash available in banks, as well as derivatives hedging cash position in foreign currency. The cash adjusted for the Merger includes the repayment of the hybrid bond (EUR 500 million) and an estimate of the cost of the Merger and the Admission (approximately EUR 20 million).

(2) Short term restricted cash of EUR 36 million are recognized under cash.

(3) Cash equivalents include highly liquid short term financial investments, typically with a due date shorter than three months.

(4) Current and non-current financial debt include EUR 99 million and EUR 92 million of leasing debt respectively. The Group primarily has lease agreements for buildings, vehicles, plant and machinery. Buildings are the most valuable right-of-use assets, relating mainly to long-term office leases.

(5) Indebtedness does not include the hybrid bond (see Note 5.1.2.d in the 2022 Consolidated Financial Statements), as this type of instrument is treated as equity from an accounting perspective.

(6) Total financial indebtedness reconciliation with the Group's Consolidated Net Debt as of 31 March 2023 (EUR 5,729 million, as included in the Q1 2023 Trading Update) is as follows:

- Consolidated Net Debt includes long-term restricted cash (EUR 731 million as of March 2023), as it corresponds to cash received from financial entities/bonds that finance the projects and which are retained in reserve accounts until they are applied to their purpose. Long-term restricted cash is provided separately in the 2022 Consolidated Financial Statements, which is not included in this indebtedness table.
- Consolidated Net Debt does not include debt related to leases (due to the application of the IFRS 16 standard) or other non-current trade and other payables as they are related to operating activities, instead of financing activities (EUR 191 million and EUR 847 million respectively as of March 2023). Both leases ("Long-term and short-term lease liabilities") and non-current trade and other payables ("Other payables") are provided separately in Ferrovial Consolidated Financial Statements, but both are included in this indebtedness table.

See Consolidated Net Debt definition in section 8.13.4 "Operating and Financial Review—Alternative performance measures (APMs)—Consolidated Net Debt".

The information related to indirect indebtedness and contingent indebtedness as of 31 December 2022 is included in Notes 6.3, 6.5.2, 6.5.3 and 4.3.a of the 2022 Consolidated Financial Statements. The only material changes as of 31 March 2023 are as follows:

- The balance of provisions as of 31 March 2023 is EUR 1,311 million, a reduction of EUR 36 million from EUR 1,346 million as of 31 December 2022 (see Note 6.3 of the 2022 Consolidated Financial Statements), mainly due to the utilization of provisions for budgeted losses in the Construction Business Division and in the UK waste treatment plants within the Energy and Mobility Business Division.
- As of 31 March 2023, the bank guarantees and other guarantees issued by insurance companies has decreased from EUR 8,093 million to EUR 7,831 million. There are no relevant guarantees given by Group Companies for other Group Companies other than the ones stated in Note 6.5.2 b.1 of the 2022 Consolidated Financial Statements.
- The investment commitments as of 31 December 2022 are EUR 1,163 million (see Note 6.5.3.a of the 2022 Consolidated Financial Statements), and the only material changes as of 31 March 2023 are the following: (i) a reduction due to equity calls in USA toll roads concession projects I-66 and NTE 35W 3C, for an amount of EUR 25 million and 7 EUR million, respectively, and in the NTO at JFK airport (EUR 50 million), and (ii) an increase

of EUR 33 million related to two solar photovoltaic projects under development in Seville (Andalusia, Spain) see section 6.22 "*Business—Recent Developments*".

- The trade payables sent for reverse factoring as of 31 March 2023 are EUR 266 million (EUR 234 million as of 31 December 2022).

7.3 No significant changes in capitalization and indebtedness since 31 March 2023

There has been no significant change in the Group's capitalization and indebtedness since 31 March 2023.

8 OPERATING AND FINANCIAL REVIEW

The following discussion and analysis should be read in conjunction with the rest of this Prospectus, the Annual Reports (including the Consolidated Financial Statements and the notes thereto, the auditor's reports and the management reports), and the Q1 2023 Trading Update, all of which are incorporated by reference in this Prospectus. Except as otherwise stated, this Operating and Financial Review is based on the Consolidated Financial Statements, which have been prepared in accordance with IFRS. For a discussion of the presentation of the Group's historical financial information included in this Prospectus, see section 2.3 "Important Information—Presentation of Financial and Other Information".

The following discussion contains forward-looking statements that involve risks and uncertainties. The Group's future results could differ materially from those discussed below. Factors that could cause or contribute to such differences include, without limitation, those discussed in particular in the sections 1 "Risk Factors" and 6 "Business" and elsewhere in this Prospectus. See section 2.10 "Important Information—Forward-Looking Statements" for a discussion of the risks and uncertainties related to those statements.

8.1 Overview

8.1.1 Description of the Group

The Group is one of the world's leading infrastructure groups, focusing its operations across toll roads, airports, construction, energy infrastructure and mobility divisions (source: [ENR's 2022 Top 250 International Contractors | Engineering News-Record](#)). For an overview of the Group and its activities, see section 6.1 "Business—Overview".

8.1.2 Description of segments

The Group undertakes its activities through the following four operating divisions, or lines of business, which also correspond to its reporting segments under IFRS 8:

- **Toll Roads:** The Group's activities in the Toll Roads segment include the development, financing and operation of toll road projects. The Group conducts its operations in this segment through Cintra, a wholly owned subsidiary of the Company, and mainly operates in Canada through 407 ETR, in the United States through Texas Managed Lanes, Virginia's I-66 and North Carolina's I-77 as well as in India through IRB.
- **Airports:** The Group's activities in the Airports segment include the development, financing and operation of airports. The Group participates in the airport industry principally through HAH, operating the Heathrow airport; AGS, operating the Aberdeen, Glasgow and Southampton airports; YDA Airport, operating the Dalaman airport and through NTO, established to design, build and operate the NTO at John F. Kennedy International Airport in New York.
- **Construction:** The Group's activities in the Construction segment include the design and execution of various public and private works, with an emphasis on public infrastructures. The Group conducts its construction activities through Ferrovial Construction, S.A., a wholly owned subsidiary of the Company and a leading Spanish construction company in terms of revenue as at 2021 (source: [Spain: leading construction firms by revenue | Statista](#)) with over 90 years of experience in the industry.
- **Energy Infrastructures and Mobility:** The Energy Infrastructures and Mobility segment was reported as a stand-alone segment starting in 2022. The Group's activities comprising this segment consist of construction and operation of power transmission lines and renewable energy generation plants, mobility, waste treatment plants and services to the mining industry in Chile.

In December 2022, the Group completed the divestment of its Services Business Division. The process, which began in December 2018 was driven by the Group's strategy to focus on the development of its infrastructure business. For further details see section 6.8.3.5 "Business—Group Overview—The Group's Business Divisions—Discontinued operations (Services)".

8.2 Material Factors Affecting Results of Operations

The Group's results of operations and financial condition are affected by a variety of factors, a number of which are outside the control of the Group. Set out below is a discussion of the most significant factors that have affected the Group's financial results during the periods under review and which the Group currently expects to affect its financial results in the future. Factors other than those set forth below could also have a significant impact on the Group's results of operations and financial condition in the future (see section 1 "Risk Factors").

8.2.1 Inflationary pressures and energy and commodity prices

The Group is exposed to inflationary pressures as well as impact of the energy and commodity prices, which have varying effects on the Group's segments. In the Construction segment, inflationary pressures typically have a negative effect on the Group's costs base through increases in costs of materials consumed, particularly cement, scrap and crude oil, energy costs and an increase in staff costs. Furthermore, economic recovery following the winding down of COVID-19 restrictions has, to some degree, contributed to increase in the demand on certain raw materials worldwide, causing a spiral of price

increases and stressing supply chains. For example, in 2022, inflationary pressures and the increase in the demand on certain raw materials contributed to the increase in the Group's cost of materials consumed, which increased by 10.3% to EUR 1,197 million from EUR 1,085 million in 2021, which had an adverse impact on the Group's operating profit and operating margin.

Particularly in the Construction segment, the Group has two key mechanisms in place to mitigate the effects of inflationary pressures: through direct claims to its customers or, where possible, through the use of price adjustment mechanisms, which are included in some of the Group's agreements. Such pass-through mechanisms may be more common in some jurisdictions, such as, for example, Spain and Poland, than others, such as the United States, where those are not frequently used. However, due to particular contractual provisions or otherwise, the Group may not always be able to effectively pass through the costs to its customers. Thus, the Group may remain subject to market risk with respect to inflationary pressures and increases in commodity prices.

In the Toll Roads segment, the Group's asset tariffs are either linked to the inflation index, allowing the Group to regularly update the tariffs based on the latest economic situation, or are uncapped. Thus, inflationary increases typically have a strong positive impact on the Toll Roads segment's revenues. The rising fuel prices, on the other hand, tend to adversely impact traffic levels, particularly if home working arrangements are more common. This, in turn, may have a negative effect on the Toll Roads segment's traffic and consequently revenues. Additionally, in the Airlines segment, the airlines may pass any increases in fuel prices on to their customers through increases in the prices of flights, which could lead to decline in the air travel demand.

8.2.2 Foreign exchange rates

The functional currency of the Group is the euro. However, the Group operates internationally and holds assets, incurs liabilities, generates revenues and pays expenses in a variety of currencies other than euro. As a result, the Group's results of operations are affected by exchange rate fluctuations between euro and other currencies in which it conducts and plans to continue conducting transactions. The Group is particularly exposed to U.S. dollar, Canadian dollar, Polish zloty and sterling pound. For example, in 2022, such currencies led to translation differences of EUR 43 million, net of the effect of foreign currency hedging instruments, with appreciation of the Canadian dollar and U.S. dollar against the euro partially offset by the depreciation of the pound sterling and the Indian rupee against the euro.

Overall, the Group's foreign exchange rate risk arises from: (i) the Group's international presence, through its investments and businesses, in countries that use currencies other than the euro, (ii) debt denominated in currencies other than that of the country where the business is conducted or the home country of the company incurring such debt, and (iii) trade receivables or payables in a foreign currency to the currency of the company with which the transaction was registered.

The sensitivity of the consolidated equity to an impact on the exchange rate of the main currencies in which the Group holds investments are described in Note 5.4.b) of the 2022 Consolidated Financial Statements.

In order to reduce foreign currency translation exposure, the Group seeks to denominate borrowings in the currencies of its principal assets and cash flows. The Group also manages foreign currency transactional exposure by selectively hedging its exposure. The Group also adopts a natural hedging strategy and, to the extent reasonably possible, seeks to align the currency of inflows and outflows to minimize foreign exchange exposure.

8.2.3 COVID-19 pandemic

In 2020 and 2021, the COVID-19 pandemic and the implementation of associated responsive measures by governments in the jurisdictions in which the Group operates affected the Group's business results across all segments, particularly Toll Roads and Airports. Specifically, in 2020, revenue for Toll Roads segments declined by 28.8%, in comparison to the prior year, to EUR 439 million, the equity contribution from Airports, reflected in the Group's share of profits of equity-accounted companies, also declined to EUR (439) million in 2020. In 2021, with certain countries partially lifting COVID-19 restrictions, the demand for the activities carried out by the Group somewhat increased, which positively impacted revenues across the Group's segments. In 2021, Toll Roads segment revenue increased by 33.9% to EUR 588 million, in comparison to 2020, and the equity contribution from Airports (HAH and AGS), reflected in the Group's share of profits of equity-accounted companies, also increased to EUR (258) million in 2021 from EUR (447) million in 2020.

For example, in the Airports segment, in 2021, the number of passengers at Heathrow as well as Aberdeen, Glasgow and Southampton airports remained at low levels compared to the numbers prior to the start of COVID-19 pandemic, although these numbers improved compared to 2020. The Group believes that the passenger trend was directly related to the evolution of the COVID-19 pandemic during 2021, from new outbreaks to successful vaccination campaigns and reopening of borders. The table below presents the passenger traffic for Heathrow, Aberdeen, Glasgow and Southampton as well as Dalaman airports in the period under review to illustrate how the COVID-19 pandemic affected the Airports segment in the period under review.

Table 18: Passenger traffic for Heathrow, Aberdeen, Glasgow, Southampton and Dalaman airports (for the years 2022, 2021, and 2020)

Airport	2022	2021	2020
	<i>(in million passengers)⁽¹⁾</i>		
Heathrow	61.6	19.4	22.1

Aberdeen, Glasgow and Southampton	9.2	3.5	3.3
Dalaman	4.5	2.31	1.6

(1) "Passenger traffic" represents the total number of incoming and outgoing passengers at the airport in a particular period.

The Group believes that in 2022 the operations generally returned to their pre-COVID-19 structure, with the countries in which the Group operates lifting the remaining restrictions on mobility and on economic activities. However, the return to regular operations was uneven as the pace with which the regulatory restrictions were lifted was irregular, varying by country, and with some irregularity caused by the new variants and successive waves, especially with Omicron at the start of 2022. For further details, see also section 1.1.1.17 "Risk Factors—Risks Relating to the Group's Business—Risks relating to the entire Group's business—The Group may be required to bear the costs of tendering for new contracts, contract renewals and/or extensions with no control over the selection process nor certainty of winning the tender, which may adversely affect the Group's business, financial condition, results of operations and prospects".

Overall, the Group believes that the easing of COVID-19 restrictions in 2022 had a positive impact on its results across segments with revenues in each of Construction, Toll Roads, Airports and Energy Infrastructures and Mobility segments increasing by 6.3%, 32.6%, 2,600.0% and 17.5%, respectively, in comparison to 2021. In 2022, the passenger traffic improvements in the Airport segment were generally slower and more uneven than in the Toll Roads segment as international air travel was more impacted by irregularities in the gradual lifting of COVID-19 restrictions among different countries, than toll roads traffic, which is typically country-specific. This dynamic is illustrated by the traffic volume tables set out below.

The table below sets out the airport passenger traffic by quarter and for the year ended 31 December 2022, compared to the same periods in 2019, before the start of the COVID-19 pandemic.

Table 19: Airport passenger traffic (by quarter and for the year ended 31 December 2022 compared to the same periods in 2019)

Passenger trends ⁽¹⁾	Q1-22	Q2-22	Q3-22	Q4-22	2022 ⁽²⁾
Heathrow	(46)%	(21)%	(18)%	(13)%	(24)%
Aberdeen	(45)%	(30)%	(30)%	(24)%	(32)%
Glasgow	(45)%	(24)%	(12)%	(18)%	(26)%
Southampton	(76)%	(70)%	(61)%	(56)%	(65)%
TOTAL AGS	(49)%	(31)%	(29)%	(25)%	(33)%
Dalaman	(16)%	(15)%	(7)%	12%	(8)%

(1) Compared to the same quarter of 2019

(2) As compared to 2019

The tables below set out the toll roads traffic volume trends by quarter and for the year for the year ended 31 December 2022, compared to the similar periods in 2019 and 2021:

Table 20: Road traffic volume traffic (by quarter and for the year ended 31 December 2022 compared to the same periods in 2019)

Traffic trends ⁽¹⁾	Q1-22	Q2-22	Q3-22	Q4-22	2022
407 ETR	(34)%	(19)%	(12)%	(15)%	(19)%
NTE	(1)%	9%	9%	11%	7%
LBJ	(20)%	(12)%	(19)%	(19)%	(18)%
NTE 35W	9%	11%	2%	4%	6%

(1) Compared to the same periods in 2019

Table 21: Road traffic volume traffic (by quarter and for the year ended 31 December 2022 compared to the same periods in 2021)

Traffic trends ⁽¹⁾	Q1-22	Q2-22	Q3-22	Q4-22	2022
407 ETR	46%	66%	18%	14%	30%
NTE	21%	10%	5%	5%	9%
LBJ	21%	8%	2%	2%	7%
NTE 35W	10%	(5)%	(8)%	(3)%	(2)%

(1) Compared to the same periods in 2021

The COVID-19 pandemic also impacted the Group's cost base with increased costs in relation to certain materials, such as cement, scrap and crude oil, and staffing.

Overall, the Group believes that COVID-19 also had a significant influence on the change in the habits of infrastructure use with: (i) hybrid work models becoming increasingly common, which has a negative impact on toll road revenues as a result of decreasing traffic on peak hours, and (ii) the increased traffic recorded by heavy vehicles, related to the increase in e-commerce, across all major jurisdictions where the Group operates.

8.2.4 Impact of macroeconomic factors and conflict in Ukraine

Russia's invasion of Ukraine in February 2022 has had an adverse effect on the global geopolitical and economic environment. Although the Group believes that its direct exposure to the conflict in Ukraine is limited, as the Group primarily operates across the United States, Spain, Poland, the United Kingdom and Canada, the macroeconomic scenario resulting from this situation translates into generalized price increases, mainly in energy and raw materials, supply problems and difficulties in the distribution chain of certain materials, especially in the construction sector. The above factors impact interest rates, which is affecting the banking and financing market and hence the Group's financing options.

While the conflict in Ukraine is still ongoing, the Group developed an action plan to mitigate its potential negative effects, particularly as it relates to the Group's Construction segment. Such action plan includes: continuous reporting to directors, managers and projects on the situation of the purchase prices of basic materials, their possible evolution and risks in order to make the best purchasing decisions; weekly monitoring of the situation in the different countries with activity and main projects to identify issues and provide assistance to the Group's procurement department; communication with the Group's bidding department to provide information on prices and their possible evolution; as well as analysis of financial hedging for certain basic materials, and support to Budimex due to the special impact of the ongoing conflict in Ukraine on Poland.

The Group's Construction segment has been the most affected by the Ukraine conflict due to its effects on the increase in the costs of certain materials, such as cement, scrap and crude oil, energy costs and employee salaries. The conflict in Ukraine also exacerbated the global inflation levels and caused problems in the supply and distribution chain of certain materials, causing delays and reducing supply. For further details, see section 8.2.1 "*Inflationary pressures and energy and commodity prices*".

8.2.5 Seasonality

Revenue and cash flow in Toll Roads, Construction and Airports segments is also partially impacted by seasonal factors, including weather conditions and holiday seasons, which drive demand for transport infrastructure. The Toll Roads segment revenue is affected by seasonal changes in traffic volumes, with typically lower traffic in the first and fourth quarters due to adverse climate conditions. The Group believes that this trend has recently been multiplied in the Toll Roads segment as a result of the increase in hybrid work models and work flexibility. For example, in the first quarter of 2022, Toll Roads segment revenues amounted to EUR 158 million, compared to EUR 197 million, EUR 208 million and EUR 217 million in the second, third and fourth quarters, respectively. In the first quarter of the year ended 31 December 2022, Toll Roads segment revenues were lower than the subsequent quarters for the year, which was partially affected by seasonal variations, including heavy winter storms. The impact of seasonality on the Toll Roads segment revenue is largely the same across its key geographic regions.

The Construction segment is also affected by weather conditions, typically experiencing lower revenues in the first quarter of the year. For example, in the first quarter of the year ended 31 December 2022, Construction segment revenues amounted to EUR 1,387 million, compared to EUR 1,666 million, EUR 1,711 million and EUR 1,699 million in the second, third and fourth quarters, respectively.

The Airports segment is also affected by seasonal trends, including holiday seasons. For example, in the third quarter of the year ended 31 December 2022, when Dalaman airport was incorporated into the Group following its acquisition, revenues amounted to EUR 34 million, in contrast with EUR 13 million in the fourth quarter, as the airport is much busier during the summer holidays.

8.2.6 Liquidity management and investments

The Group's infrastructure assets must be able to secure significant levels of financing to be able to carry out their operations. Certain of the industries in which the Group operates, such as airports and toll roads, are by nature capital-intensive businesses. Therefore, the development and operation of infrastructure concession assets require a high level of financing. As a result, the Group's business is sensitive to the availability, cost and other terms of financing. The Group has established mechanisms to preserve the necessary levels of liquidity with periodic procedures that include cash generation forecasts and cash requirements, both for the different short-term collections and payments as well as long-term obligations. See section 1.4.4 "*Risk Factors—Financial Risks—The Group may not be able to effectively manage the exposure of its liquidity risk, which could have a material adverse effect on the Group's business, financial condition, and results of operations*". For further details on the Group's liquidity position, see section 8.7 "*Liquidity and Capital Resources*".

8.2.7 Regulatory matters

The Group's activities are subject to various regulations by governments and other regulatory bodies across the jurisdictions where the Group operates, including specific aviation, toll road, waste management and treatment as well as

public procurement and construction sector regulations. For further details, see section 6.20 "*Business—Regulatory Environment*".

The Group expends significant resources, mainly accounted for as part of staff costs and other operating expenses, to support compliance with a broad and varied range of regulatory requirements. Failure to comply with regulations could lead to supply interruptions, product recalls and/or regulatory enforcement action and fines from regulators. For additional information on the impact to the Group's business of the regulated environment it operates in, see sections 1.2.1 "*Risk Factors—Legal, Regulatory and Tax Risks—The Group operates in highly regulated environments that are subject to changes in regulations and is subject to risks related to contracts with government authorities, which could have a material adverse effect on the Group's business, financial condition, and results of operations*" and 1.2.3 "*Risk Factors—Legal, Regulatory and Tax Risks—The Group operates in highly regulated environments and is subject to risks related to the granting of permits and rights-of-way and securing land rights, which could have a material adverse effect on the Group's business, financial condition, and results of operations*".

8.3 Factors Affecting Comparability of the Results of Operations of the Group

8.3.1 Changes in the scope of consolidation and business combinations

See Note 1.1.4 to each of the Consolidated Financial Statements for a description of the most significant changes in the scope of the Group in each financial period. Given the significance of these acquisitions and divestments, the financial condition and results of operations as of and for the financial periods discussed in this Prospectus are not fully comparable and may not be indicative of the Group's future business, financial condition or results of operations. See below a description of the most significant changes in the scope of consolidation and in the companies acquired and divested during the period under review. For more information, see also section 6.2 "*Business—History and Development of the Group*".

8.3.1.1 Changes in 2022

On 10 June 2022, the Group entered into a joint venture agreement to acquire 49% share in JFK NTO LLC, which is responsible for the remodeling, construction, financing, operation and maintenance of the New Terminal One (NTO) facilities at New York's John F. Kennedy International Airport (JFK).

In July 2022, the Group acquired a 60% stake in YDA Airport from YDA Group. YDA Airport holds the concession agreement for the Dalaman International Airport and other ancillary buildings terminal management until 2042.

In December 2022, the Group sold its Amey business in the United Kingdom for GBP 264.6 million (EUR 301.3 million).

On 31 January 2022 the Group sold the Spanish Infrastructure Services business to Portobello for EUR 171 million. That price does not include earn-outs, estimated at EUR 50 million, which will be applied after the closing of the transaction depending on the fulfilment of certain requirements set forth in the purchase and sale agreement. Following completion of the sale, Ferroviario bought 24.99% of the capital of the acquirer for EUR 17.5 million.

8.3.1.2 Changes in 2021

In December 2021, the Group acquired an additional 5.704% stake in the concession operator I-66 Express Mobility Partners Holding LLC, increasing the Group's stake to 55.704%.

On 27 July 2021, the Group completed the sale of its Environmental Services business in Spain and Portugal to PreZero International GmbH, a Schwarz Group company, for an equity value of EUR 1,032 million. The transaction generated a net capital gain of EUR 335 million.

8.4 Recent Developments

See section 6.22 "*Business—Recent Developments*".

8.5 Description of Key Line Items

Set forth below is a brief description of the composition of certain line items of the consolidated income statement. This description must be read in conjunction with the significant accounting policies elsewhere in this section and in the Consolidated Financial Statements.

8.5.1 Revenue

Most of the Group's revenues come from: (i) contracts with customers, which include public, private or internal entities, for services in Construction segment; (ii) fees from users of toll roads in Toll Roads segment, (iii) concession contracts from clients in Airport segment and (iv) other activities. Revenue also includes the financial income for the services provided by the concession operators that apply the financial asset model.

8.5.2 Other operating income

Other operating income includes mainly income from the impact of the certain public grants related to the Group's operations.

8.5.3 *Materials consumed*

Materials consumed include expenses related to energy and materials consumption, primarily in relation to the Group's Construction segment.

8.5.4 *Other operating expenses*

Other operating expenses include work carried out by other companies and changes in provisions for each year including subcontracted works, leases, repairs and maintenance, independent professional services, changes in provisions for liabilities and other operating expenses.

8.5.5 *Staff costs*

Staff costs consist of expenses related to wages and salaries, social security, pension plan contributions, share-based payments and other welfare expenses of the Group's employees.

8.5.6 *Fixed asset depreciation*

Fixed asset depreciation consists mainly of depreciation related to the Group's fixed assets such as property, plant and equipment.

8.5.7 *Impairment and disposal of fixed assets*

Impairment and disposal of fixed assets refers to gains or losses related to the sale of the Group's fixed assets such as property, plant and equipment.

8.5.8 *Net financial income / (expenses) from infrastructure projects and ex-infrastructure projects*

Part of the Group's activities carried out, primarily as part of the Toll Road and Airport segments but also, to some extent, in the Construction and Energy Infrastructures and Mobility segments, consist of the development of infrastructure projects through long-term arrangements with public authorities, under which a concession operator, in which the Group has an ownership interest together with other shareholders, finances the construction or upgrade of public infrastructure, mainly with borrowings secured by the project cash flows and capital contributed by shareholders, and subsequently operates and maintains the infrastructure. Key examples of such in infrastructure projects include Texas Managed Lanes, the I-66 Managed Lanes and others.

In some cases, the construction and subsequent maintenance of the infrastructure projects are subcontracted by the concession operators to the Group's Construction segment.

In order to aid in understanding of the Group's financial performance, the Group discloses its net financial income / (expenses) separately for (i) infrastructure projects and (ii) excluding infrastructure projects:

- **Net financial income / (expenses) from infrastructure projects** consists of financial income from financing of the Group's infrastructure projects minus the accrued financial expenses and expenses capitalized during the construction period.
- **Net financial income / (expenses) from ex-infrastructure projects** consists of income from external borrowing costs and from financial investments and includes the impact of derivatives and other fair value adjustments.

8.5.9 *Share of profits of equity-accounted companies*

Share of profits of equity-accounted companies reflects the effect in the Group's consolidated statement of profit or loss relating to the Group's companies consolidated by means of equity accounting.

8.5.10 *Consolidated profit/(loss) before tax*

Consolidated profit/(loss) before tax represents the Group's operating profit/(loss) after net financial income/(expense) and including share of profits of equity-accounted companies.

8.5.11 *Corporate income tax*

Corporate income tax consists of the Group's current tax payable on the taxable profit for the period after applying allowable deductions, changes in deferred tax assets and liabilities, and tax credits.

8.5.12 *Profit / (loss) from discontinued operations*

Profit / (loss) from discontinued operations refers to income from discontinued operations and includes all income and costs generated from the services and construction segments of the Group, including divestments of businesses. It also includes an impairment loss equal to the difference between the estimated fair value of the assets and their carrying amount.

8.5.13 Consolidated profit / (loss)

Consolidated profit / (loss) accounted for using the equity method reflecting the effect in the Group's consolidated statement of profit or loss relating to companies consolidated by means of equity accounting.

8.5.14 Profit / (loss) attributed to non-controlling interests

Profit / (loss) attributed to non-controlling interests refers to the profits obtained by Group that may be allocated to other partners with a stake in the said companies.

8.6 Results of Operations

The following tables set out the Group's consolidated results of operations for the periods indicated.

8.6.1 Comparison Results of Operations for the Years Ended 31 December 2022 and 31 December 2021

Unless stated otherwise, numbers in this section have been derived from the 2022 Consolidated Financial Statements. For a discussion of the presentation of the Group's historical financial information included in this Prospectus, see section 2.3 "Important Information—Presentation of Financial and Other Information".

The Group's consolidated results of operations for the year ended 31 December 2022 compared with the year ended 31 December 2021, are discussed below.

Table 22: the Group's consolidated results of operations (for the years ended 31 December 2022 compared with the year ended on 31 December 2021)

	For the year ended 31 December		
	2022	2021	% Variation
	(audited)	(restated)	
	(in millions of euros)		
Revenue	7,551	6,910	9.28%
Other operating income	2	1	100%
TOTAL OPERATING INCOME	7,553	6,911	9.29%
Materials consumed	1,197	1,085	10.32%
Other operating expenses	4,182	3,923	6.60%
Staff costs	1,446	1,293	11.83%
TOTAL OPERATING EXPENSES	6,825	6,301	8.32%
Fixed asset depreciation	299	270	10.74%
Operating profit/(loss) before impairment and disposal of fixed assets (EBIT)	429	340	26.18%
Impairment and disposal of fixed assets	(6)	1,139	(100.53)%
Operating profit/(loss)	423	1,479	(71.40)%
Net financial income/(expense) from financing	(243)	(220)	10.45%
Profit/(loss) on derivatives and other net financial income/(expense)	(122)	(87)	40.23%
Net financial income/(expense) from infrastructure projects	(365)	(307)	18.89%
Net financial income/(expense) from financing	1	(28)	(103.70)%
Profit/(loss) on derivatives and other net financial income/(expense)	44	(1)	(4,500)%
Net financial income/(expense), ex-infrastructure projects	45	(28)	(260.71)%
Net financial income/(expense)	(320)	(335)	(4.48)%
Share of profits of equity-accounted companies	165	(178)	(192.70)%
Consolidated profit/(loss) before tax	268	966	(72.26)%
Corporate income tax	(30)	9	(433.33)%
Consolidated profit/(loss) from continuing operations	238	975	(75.59)%
Profit/(loss) from discontinued operations	64	361	(82.27)%

Consolidated profit/(loss) for the year	302	1,336	(77.40)%
Profit/(loss) for the year attributed to non-controlling interests	(116)	(138)	(15.94)%
Profit/(loss) for the year attributed to the parent company	186	1,198	(84.47)%

8.6.1.1 Revenue

Revenue increased by 9.28% to EUR 7,551 million in 2022 from EUR 6,910 million in 2021, primarily due to the increase in revenues of the Toll Roads and Construction segments.

The table below sets out the Group's revenues by segment for the years ended 31 December 2022 and 2021:

Table 23: The Group's revenues by segment (for the years ended 31 December 2022 and 2021)

	For the year ended 31 December			
	2022	2021	% Variation	%LfL
	<i>(audited)</i>	<i>(restated)</i>		
	<i>(in millions of euros)</i>			
Toll Roads	780	588	32.6%	22.4%
Airports	54	2	N.S.	N.S.
Construction	6,463	6,077	6.3%	2.2%
Energy Infrastructure and Mobility	296	252	17.5%	18.0%
Others ⁽¹⁾	178	157	13.4%	N.S.
Adjustments ⁽²⁾	(220)	(166)	N.S.	N.S.
Total	7,551	6,910	9.3%	4.2%

⁽¹⁾ Others include management revenues of headquarters and certain other immaterial non-operating entities.

⁽²⁾ Adjustments include intragroup eliminations.

The Group's Toll Roads segment revenue increased by 32.6% to EUR 780 million in 2022 from EUR 588 million in 2021. This increase across was primarily driven by increases in traffic levels, mainly as a result of easing of the COVID-19 restrictions and increases in the toll road tariffs, particularly in the United States, which was partly driven by increased inflation. Particularly, within the segment:

- NTE 1-2 revenues increased by 29.6% to USD 243 million (EUR 231 million), which was driven by the recovery of traffic due to the effect of summer and schools' reopening, and partly offset by the impact of the restrictions due to the COVID-19 omicron variant and adverse meteorological conditions, such as heavy rainfall.
- NTE 35W revenues increased by 18.2% to USD 168 million (EUR 160 million), which was impacted by a higher proportion of heavy vehicles, increase in toll rates, and traffic increase. This was partially offset by the impact of adverse meteorological conditions and construction works in the area.
- LBJ revenues increased by 20.0% to USD 159 million (EUR 151 million), which was primarily driven by increase in toll rates and higher traffic, and partially offset by the impact of restrictions due to the COVID-19 omicron variant, more widespread work-from-home arrangement usage, construction works in the area and adverse meteorological conditions.
- I-77 Managed Lanes revenues increased by 66.6% to USD 61 million (EUR 57.5 million), which was primarily driven by the recovery of traffic levels after the lifting of the COVID-19 restrictions, including the effect of summer and schools' reopening, and increase in toll rates. This was partly offset by the impact of the restrictions due to the COVID-19 omicron variant and adverse meteorological conditions.

The Group's Airports segment revenue increased to EUR 54 million in 2022 from EUR 2 million in 2021. This increase was primarily impacted by Dalaman airport, which reported revenues of EUR 44 million since the acquisition, driven by the positive performance in traffic, along with the higher commercial income resulting from the passenger mix.

The Group's Construction segment revenue increased by 6.3% to EUR 6,463 million in 2022 from EUR 6,077 million in 2021. This increase was primarily driven by the performance of Budimex. Particularly, within the segment:

- Budimex revenues increased by 8.9% LfL, which was supported by the new awarded projects and performance across building and civil works business lines, which in turn was supported by the good weather.

- Webber revenues decreased by 6.4% LfL, which was driven mainly by the sale of its recycling activity along with the progressive withdrawal of the non-residential construction activity, meaning that there was no bids for new contracts, only completion of the exciting contracts in the order book. This was partly offset by the increase in revenues from road maintenance activity.
- Ferrovial Construction revenues increased by 2.0% LfL, which was impacted by relevant advances in several projects, such as the Sidney Metro West in Australia and Rutas del Loa in Chile and completion of the D4R7 project in Slovakia and the Grand Parkay project in the U.S.

The Group's Energy Infrastructure and Mobility segment revenue increased by 17.5% to EUR 296 million in 2022 from EUR 252 million in 2021, which was primarily driven by the waste treatment services.

8.6.1.2 Other operating income

Other operating income increased to EUR 2 million in the year ended 31 December 2022 from EUR 1 million in the year ended 31 December 2021, which was driven by higher construction operating subsidies.

8.6.1.3 Operating income

Total operating income increased by 9.28% to EUR 7,553 million in 2022 from EUR 6,911 million in 2021 due to the increase in revenues and other operating income.

8.6.1.4 Materials consumed

Materials consumed increased by 10.32% to EUR 1,197 million in 2022 from EUR 1,085 million in 2021, primarily due to increases in the prices of certain materials, such as cement and crude oil. The increase was also influenced by general rise in construction activity.

8.6.1.5 Other operating expenses

Other operating expenses increased by 6.6% to EUR 4,182 million in 2022 from EUR 3,923 million in 2021, primarily due to increase in subcontracted works, which was driven by construction activity and higher inflation.

8.6.1.6 Staff costs

Staff costs increased by 11.83% to EUR 1,446 million in 2022 from EUR 1,293 million 2021. This was primarily driven by an increase in the Group's employee count from 24,191 in 2022 to 23,933 in 2021, driven primarily by construction, and the general increase in the average wage.

8.6.1.7 Fixed asset depreciation

Fixed asset depreciation increased by 10.74% to EUR 299 million in 2022 from EUR 270 million in December 2021, primarily due to traffic increases in the U.S. Managed Lanes assets.

8.6.1.8 Operating profit before impairment and disposal of fixed assets (EBIT)

Operating profit before impairment and disposal of fixed assets (EBIT) increased by 26.18% to EUR 429 million in 2022 from EUR 340 million in 2021, which was primarily driven by the higher revenue contribution from the Toll Roads and Construction segments.

The table below sets out the Group's EBIT by segment for the years ended 31 December 2022 and 2021:

Table 24: The Group's EBIT by segment (for the years ended 31 December 2022 and 2021)

	For the year ended 31 December			
	2022	2021	% Variation	%LfL
	(audited)	(restated) (unaudited)		
	(in millions of euros)			
Toll Roads	390	275	42.3%	25.0%
Airports	(9)	(26)	65.4%	40.9%
Construction	63	132	(52.5)%	(50.5)%
Energy Infrastructure and Mobility	1	(24)	104.2%	104.7%
Others ⁽¹⁾	(16)	(17)	5.9%	25.4%
Total	429	340	26.2%	8.3%

⁽¹⁾ Others include management revenues of the Group's headquarters and certain other immaterial non-operating entities.

The Toll Roads segment EBIT increased by 42.3% to EUR 390 million in the year ended 31 December 2022 from EUR 275 million in the year ended 31 December 2021, which was primarily driven by return of traffic volumes following easing of the COVID-19 restrictions and increases in the toll road tariffs, particularly in the United States, which was partly driven by increased inflation.

The Airports segment EBIT increased by 65.4% to EUR (9) million in the year ended 31 December 2022 from EUR (26) million in the year ended 31 December 2021, which was mainly driven by Dalaman airport which the Group acquired in 2022, driven by the positive performance in traffic, along with the higher commercial income resulting from the passenger mix.

The Construction segment EBIT decreased by 52.5% to EUR 63 million in the year ended 31 December 2022 from EUR 132 million in the year ended 31 December 2021, resulting in an EBIT margin of 1% in the year ended 31 December 2022 as compared to 2.2% in the year ended 31 December 2021. This was generally driven by price increases in labor, materials and energy across the Construction division, and also by acceleration costs in connection with completion of the final phases of projects in the United States.

The Energy Infrastructure and Mobility segment EBIT increased by 5.9% to EUR (16) million in the year ended 31 December 2022 from EUR (17) million in the year ended 31 December 2021, this was generally driven by the waste treatment services.

8.6.1.9 Impairment and disposal of fixed assets

Impairment and disposal of fixed assets decreased by 100.53% to EUR (6) million in 2022 from EUR 1,139 million in 2021, which was primarily driven by fair value adjustments related to acquisition of an additional 5.704% of the concession operator I-66 Express Mobility Partners Holdings LLC in 2021, which amounted to EUR 1,101 million (or EUR 1,117 million, including the currency translation differences in reserves). No similar adjustments was made in 2022.

8.6.1.10 Net financial expense from infrastructure projects

Net financial expense from infrastructure projects increased by 18.89% to EUR (365) million in 2022 from EUR (307) million in 2021, which was primarily driven by:

- net financial expense from infrastructure project financing, which amounted to EUR (243) million in 2022, as compared to EUR (220) million in 2021, mainly due to the full consolidation of the I-66 concession, following the takeover carried out in December 2021 with the acquisition of an additional 5.704%, as well as the higher volume of debt on the LBJ toll road following the refinancing operation executed at the end of the previous year, and the impact of the exchange rate due to the appreciation of the U.S. dollar; and
- increase in loss on derivatives and other net financial (expense) to EUR (122) million, which was primarily related to the speculative portion of the index-linked swap associated with the Autema toll road project in Spain.

8.6.1.11 Net financial income/(expense) ex-infrastructure projects

Net financial income ex-infrastructure projects amounted to EUR 45 million in 2022 from an expense of EUR (28) million in 2021, which was primarily due to:

- increase in net financial income from financing driven by increase in returns on the Group's cash resources in Poland and Chile and the reduction in financial expense associated with the decrease in the Group's corporate bonds issued. These positive effects were partly offset by the redefinition of the Group's cash hedging strategy in Canada where cash flows are hedged in euros, as there are no expected liabilities in Canadian dollars. In previous years, the interest rate differential on CAD to EUR hedges was accounted as a change in reserves, while, in 2022, this differential has been instead reflected through the financial income/ (expense) line item in the income statements. Should the previous accounting method been maintained, the Group's financial expenses would have been EUR 50 million lower, with the net financial result being EUR 51 million; and
- increase in profit on derivatives and other net financial income, which was EUR 44 million as compared to a loss of EUR (1) million in 2021. This increase is primarily driven by breaking of the Group's hedging arrangement contracted in connection with the issue of a corporate bond that was ultimately not issued.

8.6.1.12 Net financial expense

Net financial expense decreased by 4.48% to EUR (320) million in the year ended 31 December 2022 from EUR (335) million in the year ended 31 December 2021, primarily due to an increase in the ex-infrastructure projects net financial income for the year.

8.6.1.13 Share of profits of equity-accounted companies

Share of profits of equity-accounted companies increased by 192.7% to EUR 165 million in 2022 from EUR (178) million in 2021, primarily due to the application of IAS 28 in relation to HAH and AGS as well as the contribution to results from 407 ETR and IRB. For further details, see Note 2.7 of the 2022 Consolidated Financial Statements.

Under share of profits of equity-accounted companies, in 2022, the Group recorded result of EUR 0 million contributed by HAH and AGS, respectively, as compared to EUR (238) million and EUR (20) million, respectively, in 2021. This resulted from application of IAS 28, which indicates that if the shareholder's share in losses of the associate equals or exceeds the amount of its share in the associate, the shareholder shall cease to recognize its share in the additional losses, unless there are legal or constructive obligations justifying the recognition of a liability for additional losses once the investment value is reduced to zero. The considerable losses posted in 2019 and 2020 in HAH and AGS reduced the Group's investments in HAH & AGS to zero, as prior-year losses exceeded the amount of investment, and there was no commitment to inject additional funds per IAS 28.

In terms of the overall operational performance, Heathrow airport revenue increased by 140.0% to GBP 2,913 million in 2022, which was driven by an increase in airport traffic throughout the year. AGS airports revenue increased by 92.4% to GBP 167 million in 2022, which was also driven by an increase in airport traffic throughout the year as well as higher commercial income resulting from improved catering offerings, opening of new lounges and fast track and strong performance from retail units.

407 ETR's revenues increased by 29.7% to CAD 1,327 million in 2022, which was driven largely by higher traffic due to removal of the COVID-19 restrictions and the contract revenues related to the reconfiguration of the road-side tolling technology in connection with the de-tolling of Highways 412 and 418. The 407 ETR's net result increased to CAD 435 million, with the Group's share thereof of EUR 124 million, in 2022, from CAD 213 million, with the Group's share thereof of EUR 52 million, in 2021.

8.6.1.14 Corporate income tax

The Group's corporate income tax expense amounted to EUR (30) million in 2022 from EUR 9 million income in 2021. The expense was primarily driven by from Poland, with EUR (21) million, and Canada, with EUR (11) million, and EUR 3 million income from other jurisdictions.

The change from 2021 was driven primarily by the extraordinary impacts in 2021 of (i) the recognition of tax credits in the U.S. and (ii) the use of tax credits in Spain to offset the corporate income tax registered in the divestment businesses (services division).

8.6.1.15 Profit from discontinued operations

Profit from discontinued operations decreased by 82.27% to EUR 64 million in 2022 from EUR 361 million in 2021, which was primarily driven by the divestments of the Group's Environment Services business in Spain and Portugal, which was completed at the end of 2021 and generated a net capital gain of EUR 335 million, with a contribution to profit for the year of EUR 119 million. The profit of EUR 64 million generated in 2022 in connection with discontinued operations was primarily driven by the divestment of the Amey business in the United Kingdom, which was completed in December 2022, and generated a capital gain of EUR 58 million.

8.6.1.16 Consolidated profit/(loss) for the year

Consolidated profit/(loss) for the year decreased by 77.40% to EUR 302 million in 2022 from EUR 1,336 million in 2021, which was primarily driven by the fair value adjustments related to acquisition of an additional 5.704% of the concession operator I-66 Express Mobility Partners Holdings LLC in 2021, which amounted to EUR 1,101 million (or EUR 1,117 million, including the currency translation differences in reserves), with no similar adjustments made in 2022.

8.6.1.17 Loss for the year attributed to non-controlling interests

Loss for the year attributed to non-controlling interests increased by 15.94% to EUR (116) million in 2022 from EUR (138) million in 2021, which was primarily due to Budimex Group, which posted a loss of EUR (60) million in 2022 as compared to a loss of EUR (109) million in 2021, which was mainly to the divestment of the real estate business carried through its subsidiary Budimex Nieruchomości in 2022.

8.6.2 Comparison Results of Operations for the Years Ended 31 December 2021 and 31 December 2020

Unless stated otherwise, the numbers in this section have been derived from the 2021 Consolidated Financial Statements. For a discussion of the presentation of the Group's historical financial information included in this Prospectus, see section 2.3 "Important Information—Presentation of Financial and Other Information".

The Group's consolidated results of operations for the year ended 31 December 2021 compared with the year ended 31 December 2020, are discussed below.

Table 25: The Group's consolidated results of operations (for the year ended 31 December 2021 compared with the year ended 31 December 2020)

	For the year ended 31 December		
	2021	2020 ⁽¹⁾	% Variation
	<i>(audited)</i>	<i>(restated) (unaudited)</i>	
	<i>(in millions of euros)</i>		
Revenue	6,778	6,532	3.8%
Other operating income	1	2	(50.0)%
TOTAL OPERATING INCOME	6,779	6,534	3.7%
Materials consumed	1,077	990	8.8%
Other operating expenses	3,897	3,926	(0.7)%
Staff costs	1,209	1,212	(0.2)%
TOTAL OPERATING EXPENSES	6,183	6,128	0.9%
Fixed asset depreciation	259	233	11.2%
Operating profit/(loss) before impairment and disposal of fixed assets	337	173	94.8%
Impairment and disposal of fixed assets	1,139	16	7,018.8%
Operating profit/(loss)	1,476	189	681.0%
Net financial income/(expense) from financing	(220)	(244)	(9.8)%
Profit/(loss) on derivatives and other net financial income/(expense)	(87)	37	(335.1)%
Net financial income/(expense) from infrastructure projects	(307)	(207)	48.3%
Net financial income/(expense) from financing	(26)	(8)	225.0%
Profit/(loss) on derivatives and other net financial income/(expense)	(1)	(28)	(96.4)%
Net financial income/(expense), ex-infrastructure projects	(27)	(36)	(25.0)%
Net financial income/(expense)	(334)	(243)	37.4%
Share of profits of equity-accounted companies	(178)	(373)	(52.3)%
Consolidated profit/(loss) before tax	964	(427)	(325.8)%
Corporate income tax	10	34	(70.6)%
Consolidated profit/(loss) from continuing operations	974	(393)	(347.8)%
Profit/(loss) from discontinued operations	361	20	1,705.0%
Consolidated profit/(loss) for the year	1,335	(373)	(457.9)%
Profit/(loss) for the year attributed to non-controlling interests	(138)	(51)	170.6%
Profit/(loss) for the year attributed to the parent company	1,197	(424)	(382.3)%

⁽¹⁾ The numbers for the year ended 31 December 2020 have been restated and derived from the 2021 Consolidated Financial Statements. For further details regarding the restatements to the Group's financial data see sections 2.3 "Important Information—Presentation of Financial and Other Information" and 2.3.3 "Important Information—Presentation of Financial and Other Information—Restatement of financial statements as of and for the years ended 31 December 2021 and 31 December 2020".

8.6.2.1 Revenue

Revenue increased by 3.8% to EUR 6,778 million in the year ended 31 December 2021 from EUR 6,532 million in the year ended 31 December 2020, primarily due to the increase in revenues of the Toll Roads and Construction segments.

The table below sets out the Group's revenues by segment for the years ended 31 December 2021 and 2020.

Table 26: The Group's revenues by segment (for the years ended 31 December 2021 and 2020)

	For the year ended 31 December			
	2021	2020 ⁽¹⁾	% Variation	%LfL
	(audited)	(restated) (unaudited)		
	(in millions of euros)			
Toll roads	588	439	34.1%	36.8%
Airports	2	1	74.9%	74.9%
Construction	6,077	5,984	1.6%	3.1%
Others ⁽²⁾	110	108	1.5%	5.8%
Total	6,778	6,532	3.8%	5.4%

⁽¹⁾ The numbers for the year ended 31 December 2020 have been restated and derived from the 2021 Consolidated Financial Statements. For further details regarding the restatements to the Group's financial data see section 2.3 "Important Information—Presentation of Financial and Other Information".

⁽²⁾ Others include management revenues of the Group's headquarters and certain other immaterial non-operating entities.

The Group's Toll Roads segment revenue increased by 34.1% to EUR 588 million in 2021 from EUR 439 million in 2020. This increase across was primarily driven by increases in traffic levels, mainly as a result of easing of the COVID-19 restrictions and increases in the toll road tariffs. Particularly, within the segment:

- NTE 1-2 revenues increased by 50.0% to USD 187 million, which was largely driven by the partial recovery of traffic due to the effect of gradual easing of the COVID-19 restrictions, which was partly offset by severe weather conditions in February and May and the impact of surges in COVID-19 cases during the summer and in December.
- NTE 35W revenues increased by 45.3% to USD 142 million, which was impacted by a higher proportion of heavy vehicles, increase in toll rates, and traffic increase due to easing of the COVID-19 restrictions.
- LBJ revenues increased by 27.3% to USD 133 million, which was driven by increase in toll rates and higher traffic, including higher portion of heavy vehicles.
- I-77 Managed Lanes revenues increased by 102.1% to USD 36 million, which was primarily driven by the recovery of traffic levels after the lifting of all the COVID-19 restrictions in North Carolina in May 2021.

The Group's Airports segment revenue increased to EUR 2 million in 2021 from EUR 1 million in 2020. This increase was primarily driven by higher management fees invoiced for the Group's airports projects, which were accounted for as part of the Airports segment.

The Group's Construction segment revenue increased by 1.6% to EUR 6,077 million in 2021 from EUR 5,984 million in 2020. This increase was primarily driven by the performance of Budimex and Ferrovia Construction. Particularly, within the segment:

- Budimex revenues increased by 2.7% LfL, which was supported by the new awarded contracts and return to more standard operations after the stoppages and the slowdown of work in 2020 due to COVID-19.
- Webber revenues decreased by 5.8% LfL, which was driven mainly driven by the sale of the aggregate recycling activity along with the progressive withdrawal of the non-residential construction activity, and partially offset by the increase in the civil works activity as large projects entered into high execution phase.
- Ferrovia Construction revenues increased by 5.6% LfL, which was driven by return to more standard operations after the stoppages and the slowdown of work in 2020 due to COVID-19.

8.6.2.2 Other operating income

Other operating income decreased by 50.0% to EUR 1 million in the year ended 31 December 2021 from EUR 2 million in the year ended 31 December 2020.

8.6.2.3 Operating income

Total operating income increased 3.7% to EUR 6,779 million in the year ended 31 December 2021 from EUR 6,534 million in the year ended 31 December 2020, which was primarily driven by an increase in revenues and partially offset by a decrease in other operating income for the year.

8.6.2.4 Materials consumed

Materials consumed increased by 8.8% to EUR 1,077 million in 2021 from EUR 990 million in 2020, primarily due to increases in the prices of certain materials and general rise in construction activity.

8.6.2.5 Other operating expenses

Other operating expenses decreased by 0.7% to EUR 3,897 million in the year ended 31 December 2021 from EUR 3,926 million in the year ended 31 December 2020, primarily due to decrease in subcontracted works, which was driven by construction activity.

8.6.2.6 Staff costs

Staff costs decreased 0.2% to EUR 1,209 million in the year ended 31 December 2021 from EUR 1,212 million in the year ended 31 December 2020. The Group's employee count largely remained the same during the periods. The decrease in staff costs was primarily driven by the impact on the income statement of remuneration systems based on the delivery of shares, which generated an EUR 10 million income in 2021 and EUR (10) million expense spent in 2020. The recognition of this income was due to the partial reversal of the provision endowed in previous years, since the degree of compliance with the conditions entitled to receive remuneration has been lower than that initially considered both, for the plan that expired in 2021 and the one that expires in 2022.

8.6.2.7 Fixed asset depreciation

Fixed asset depreciation increased by 11.2% to EUR 259 million in the year ended 31 December 2021 from EUR 233 million in the year ended 31 December 2020, primarily due to increased depreciation of the United States' Managed Lanes' assets in line with higher traffic volume.

8.6.2.8 Operating profit before impairment and disposal of fixed assets (EBIT)

Operating profit before impairment and disposal of fixed assets (EBIT) increased 94.8% to EUR 337 million in the year ended 31 December 2021 from EUR 173 million in the year ended 31 December 2020, primarily due to higher revenue contribution from the Toll Roads and Construction segments.

The table below sets out the Group's EBIT by segment for the years ended 31 December 2021 and 2020:

Table 27: The Group's EBIT by segment (for the years ended 31 December 2021 and 2020)

	For the year ended 31 December			
	2021	2020 ⁽¹⁾	% Variation	%LFL
	(audited)	(restated) (unaudited)		
	(in millions of euros)			
Toll Roads	275	171	60.3%	57.8%
Airports	(26)	(23)	(15.3)%	(15.3)%
Construction	132	101	31.1%	32.1%
Others ⁽²⁾	(45)	(76)	41.6%	(74.5)%
Total	337	173	94.8%	65.7%

⁽¹⁾ The numbers for the year ended 31 December 2020 have been restated and derived from the 2021 Consolidated Financial Statements. For further details regarding the restatements to the Group's financial data see sections 2.3 "Important Information—Presentation of Financial and Other Information".

⁽²⁾ Others include management revenues of headquarters and certain other immaterial non-operating entities.

The Toll Roads segment EBIT increased by 60.3% to EUR 275 million in the year ended 31 December 2021 from EUR 171 million in the year ended 31 December 2020, which was primarily driven by return of traffic volumes following the gradual easing of the COVID-19 restrictions, particularly in the United States, and increases in the toll road tariffs, which was partly driven by increased inflation.

The Airports segment EBIT decreased by 15.3% to EUR (26) million in the year ended 31 December 2021 from EUR (23) million in the year ended 31 December 2020, which was driven by the increase of costs related to bidding.

The Construction segment EBIT increased by 31.1% to EUR 132 million in the year ended 31 December 2021 from EUR 101 million in the year ended 31 December 2020, which resulted in a margin of 2.2% for the year ended 31 December 2021 as compared to 1.7% for the year ended 31 December 2020 with a significant increase from Budimex's performance, supported by the emergence of the result in Budimex's consolidated financial statements for internal works between the Construction division and the Real Estate division prior to its sale.

8.6.2.9 Impairment and disposal of fixed assets

Impairment and disposal of fixed assets increased to EUR 1,139 million in the year ended 31 December 2021 from EUR 16 million in the year ended 31 December 2020, primarily due to the acquisition by Cintra of an additional 5.704% of the concession operator I-66 Express Mobility Partners Hold. LL, whereby the Group's ownership interest increased to 55.704%, leading to the toll road's consolidation in the Group's results. This transaction entailed recognizing a capital gain of EUR 1,101 million (or EUR 1,117 million, including the currency translation differences in reserves) due to measuring the Group's pre-existing 50% interest at fair value.

8.6.2.10 Net financial expense from infrastructure projects

Net financial expense from infrastructure projects increased by 48.3% to EUR (307) million in 2021 from EUR (207) million in 2020, which was primarily driven by an increase in loss on derivatives and other fair value adjustments from infrastructure projects. The increase in loss on derivatives and other net financial (expense) to EUR (84) million, which was primarily related to the speculative portion of the index-linked swap associated with the Autema toll road project in Spain.

8.6.2.11 Net financial expense, ex-infrastructure projects

Net financial expense ex-infrastructure projects decreased by 25.0% to EUR (27) million in the year ended 31 December 2021 from EUR (36) million in the year ended 31 December 2020, primarily due to the positive effect of exchange differences, which was partly offset by a decrease in the financial income due to lower cash remuneration. The financial income from ex-infrastructure project companies in 2021 amounted to EUR (26) million, as compared to EUR (8) million in 2020, and primarily related to external borrowing costs and financial income primarily obtained from financial investments.

8.6.2.12 Net financial expense

Net financial expense increased by 37.4% to EUR (334) million in the year ended 31 December 2021 from EUR (243) million in the year ended 31 December 2020, primarily due to an increase in the infrastructure projects net financial expense for the year.

8.6.2.13 Share of losses of equity-accounted companies

Share of profits of equity-accounted companies decreased by 52.3% to EUR (178) million in the year ended 31 December 2021 from EUR (373) million in the year ended 31 December 2020, primarily due to an improvement of results in 407 ETR and the application of IAS 28 in relation to HAH.

The table below sets out the Group's profit/(loss) of equity-accounted companies for the years ended 31 December 2021 and 2020:

Table 28: The Group's profit/(loss) of equity-accounted companies (for the years ended 31 December 2021 and 2020)

Companies	2021	2020
	<i>(in million of euros)</i>	
HAH	(238)	(396)
407 ETR	52	33
AGS	(20)	(51)
Other	28	41
Total	(178)	(373)

407 ETR's revenues increased by 12.6% to CAD 1,023 million in 2021, driven largely by higher traffic due to easing of the COVID-19 restrictions, higher proportion of heavy vehicles and higher toll rates. The 407 ETR's net result increased to CAD 213 million, with the Group's share thereof of EUR 52 million, in 2021 compared to CAD 148 million, with the Group's share thereof of EUR 33 million, in 2020.

Applying IAS 28, the Group recognized a loss of EUR (238) million contributed by HAH in 2021 as compared to a loss of EUR (396) million in 2020. The Group also recognized a loss of EUR (20) million contributed by AGS in 2021 as compared to a loss of EUR (51) million in 2020.

In terms of the overall operational performance, Heathrow airport revenue increased by 3.3% to GBP 1,214 million in 2021, which was driven by the lifting of travel restrictions and a steady build in passenger numbers over the summer. AGS airports revenue increased by 22.5% to GBP 87 million in 2021, which was also driven by a higher commercial income, resulting from the reopening of commercial units to meet passenger demand, and other income, mainly in relation to COVID-19 testing income.

8.6.2.14 Corporate income tax

Corporate income tax decreased by 70.6% to EUR 9 million in the year ended 31 December 2021 from EUR 34 million in the year ended 31 December 2020. The Group's registered income for corporate income tax income purposes was EUR 9 million in the 2021. The expense was primarily driven by Poland, with EUR (19) million, and Canada, with EUR (3) million, which was partly offset by (i) the registered income in the U.S. and UK due to the recognition of tax credits EUR 16 million and (ii) the use of tax credits in Spain to offset the corporate income tax registered in the disinvestment businesses (services division) EUR 15 million.

The Group registered an income of EUR 34 million in the 2020 for corporate income tax purposes. The change from 2020 arises primarily from a lower use and recognition of tax credits in Spain and the U.S., EUR 45 million, which was partly offset by a lower corporate income tax expense in Poland, with EUR (25) million, and other jurisdictions, with EUR (14) million.

8.6.2.15 Net profit/(loss) from discontinued operations

Net profit from discontinued operations amounted to EUR 361 million in the year ended 31 December 2021 as compared to EUR 20 million in the year ended 31 December 2020. This change was primarily driven by the divestments of the Group's Environment Services business in Spain and Portugal, which was completed at the end of 2021 and generated a net capital gain of EUR 335 million and contributed the profit for the year of EUR 119 million.

As of 31 December 2021 and 2020, the Services Division was classified as discontinued operations, and it's the impact on the income statement was reported in the line item "net profit/(loss) from discontinued operations".

Additionally, in February 2021, the Group discontinued the Polish real estate business of the Budimex Group (B.N.I.), recognizing EUR 115 million in net profit/(loss) from discontinued operations.

8.6.2.16 Loss for the year attributed to non-controlling interests

Loss for the year attributed to non-controlling interests increased by 170.6% to EUR (138) million in the year ended 31 December 2021 from EUR (51) million in the year ended 31 December 2020, primarily due to the improvement in the Budimex Group's results both due to the sale of the Polish real estate business (BNI), as well as the favorable trend in the civil works business. This trend was also supported by generally positive performance of US toll roads performed positively, after traffic improved as mobility restrictions due to the COVID-19 were lifted.

8.7 Liquidity and Capital Resources

8.7.1 Overview

Liquidity, excluding infrastructure projects

As of 31 December 2022, the Group's liquidity, excluding infrastructure projects, was EUR 6,118 million, which included liquidity lines available at the ex-infrastructures level in the amount of EUR 964 million, as compared to EUR 6,421 million as of 31 December 2021, including discontinued operations.

As of 31 December 2022, cash and cash equivalents, excluding infrastructure projects, amounted to EUR 4,962 million (EUR 5,340 million as of 31 December 2021). In addition, undrawn credit lines in the amount of EUR 964 million (EUR 782 million as of 31 December 2021) and forwards hedging cash nominated in currencies other than the euro in the amount of EUR 151 million (EUR 22 million as of 31 December 2021) were available at that date.

Net cash, excluding infrastructure projects, amounted to EUR 1,439 million as of 31 December 2022 (including discontinued operations) as compared to EUR 2,182 million as of 31 December 2021 and EUR 1,991 million as of 31 December 2020. Short-term assets and liabilities, including cash and debt, showed a positive balance.

Ex-infrastructure projects, the principal source of the Group's liquidity is cash generated from operations. The Group also has access to the debt capital markets through debt issuances and a number of local borrowing facilities in a variety of currencies and at floating rates in order to meet specific funding needs of certain subsidiaries in the Group. The Group's liquidity requirements primarily relate to servicing its ongoing debt obligations, its working capital requirements, funding its operating expenses and capital expenditures, funding dividend payments, and implementing the Group's growth strategies.

The Group intends to continue to apply a disciplined approach to capital allocation and has established mechanisms to preserve the necessary level of liquidity with periodic procedures that include cash generation forecasts and cash requirements, both for the different short-term collections and payments as well as long-term obligations.

Liquidity, infrastructure projects

As of 31 December 2022, in connection with infrastructure projects, the Group's total liquidity was EUR 841 million, which included long-term restricted cash, as compared to EUR 901 million as of 31 December 2021. Including discontinued operations and total intra-group cash, total liquidity would be EUR 866 million as of 31 December 2022 (EUR 945 million as of 31 December 2021).

As of 31 December 2022, in connection with infrastructure projects, cash and cash equivalents (including short-term restricted cash) amounting to EUR 168 million as compared to EUR 207 million as of 31 December 2021. In addition, undrawn credit lines in the amount of EUR 125 million (EUR 115 million as of 31 December 2021) were available at that date, mainly to cover committed investment needs.

Consolidated Net Debt of infrastructure projects amounted to EUR 7,219 million as of 31 December 2022 as compared to EUR 6,633 million as of 31 December 2021 and EUR 4,532 million as of 31 December 2020.

8.7.2 Working capital statement

The working capital available to the Group is, in the opinion of the Company, sufficient for the Group's present requirements; that is for at least twelve months following the date of this Prospectus.

8.7.3 Cash flows

The following table presents primary components of the Group's cash flow statement for each of the periods indicated. The consolidated cash flow statement has been prepared in accordance with IAS 7.

Table 29: Primary components of the Group's cash flow statement (for the years ended 31 December 2022, 2021 and 2020)

	For the year ended 31 December		
	2022	2021 ⁽¹⁾	2020
	(audited)	(restated) (unaudited)	(restated) (unaudited)
	(in millions of euros)		
Cash flows from operating activities	1,002	810	1,093
Cash flows from investing activities	(732)	457	383
Cash flows from financing activities	(316)	(2,221)	430
Cash and cash equivalents at year end ⁽²⁾	5,130	5,536	6,526

⁽¹⁾ The numbers for the year ended 31 December 2021 have been restated and derived from the 2021 Consolidated Financial Statements. For further details regarding the restatements to the Group's financial data see section 2.3 "Important Information—Presentation of Financial and Other Information".

⁽²⁾ Cash and cash equivalents at year end consisted of: EUR 168 million in cash and cash equivalent from infrastructure companies and EUR 4,962 million in cash and cash equivalent ex-infrastructure companies in 2022; EUR 207 million in cash and cash equivalent from infrastructure companies and EUR 5,329 million in cash and cash equivalent ex-infrastructure companies in 2021 and EUR 148 million in cash and cash equivalent from infrastructure companies and EUR 6,378 million in cash and cash equivalent ex-infrastructure companies in 2021.

In the Group's evaluation of cash flows, its management typically separates cash flows into: (i) "Cash flows excluding infrastructure project companies", where infrastructure project companies are treated as financial interests, so that equity investments in these companies are included in cash flows from investing activities and the investment returns (dividends and capital reimbursements) are included in cash flows from operating activities and (ii) "Cash flows from infrastructure projects", consisting of cash flows from operating and financing activities of infrastructure project companies. For further description of infrastructure project companies, see section 8.5.8 "—Net financial income / (expenses) from infrastructure projects and ex-infrastructure projects".

The following table presents key items of the Group's consolidated cash flows, separated by ex-infrastructure and infrastructure project cash flow contribution. This presentation is based on internal criteria established by the Group for business purposes, which differs from the provisions of IAS 7, see section 8.12 "—Significant Accounting Policies and Significant Judgments and Estimates". For further details see also Note 5.3 of the 2022 Consolidated Financial Statements.

Table 30: The Group's consolidated cash flows, separated by ex-infrastructure and infrastructure project cash flow contribution (for the years ended 2022, 2021, and 2020)

	For the year ended 31 December														
	2022				2021				2020						
	Ex-Infrastructure Project Cash Flow	Infrastructure Project Cash Flow	Eliminations	Consolidated cash flows	Ex-Infrastructure Project Cash Flow	Infrastructure Project Cash Flow	Adjustments	Consolidated cash flows	Ex-Infrastructure Project Cash Flow	Infrastructure Project Cash Flow	Adjustments	Consolidated cash flows	Cash Flows (IAS 7)(1)		
	(in millions of euros)														
Cash flows from operating activities	493	629	(191)	930	1,002	486	469	(276)	679	810	750	413	(159)	1,104	1,093

Cash flows from investing activities	(427)	(784)	414	(797)	(732)	509	(239)	65	336	457	215	(128)	18	104	383
Cash flows from financing activities	(809)	(431)	(223)	(1,463)	(316)	(804)	(2,332)	210	(2,926)	(2,221)	(605)	(228)	141	(692)	430
Closing position	1,439	(7,219)	0	(5,781)	5,130	2,182	(6,633)	0	(4,451)	5,536	1,991	(4,532)	0	(2,541)	6,526

(1) Figures in this column represent cash flow figures as reported in the consolidated cash flow statements. The following tables present a reconciliation of our consolidated cash flows column presented above to the cash flow figures from the consolidated cash flow statements for each of the periods.

For the year ended 31 December 2022

	Reclassifications			Final Cash & Cash equivalents vs Final Net cash position								Reclassification change in scope in consolidation to financing activity	Cash Flows (IAS 7)	
	Consolidate cash flows	IFRS 16	Interest received	Restricted cash	Incorporat ion of CCX and Forwards	Incorporat ion of debt	Movement in borrowings	Other movement in borrowings (not Cash)	Reclassifi cations of FX to financing activity					
Cash flows from operating activities	930	72	-	-	-	-	-	-	-	-	-	-	-	1,002
Cash flows from investing activities	(797)	-	47	18	-	-	-	-	-	-	-	-	-	(732)
Cash flows from financing activities	(1,463)	(72)	(47)	-	-	-	543	71	456	197	(316)	-	-	
Closing position	(5,781)	-	-	(597)	(146)	11,653	-	-	-	-	-	-	-	5,130

For the year ended 31 December 2021

	Reclassifications			Final Cash & Cash equivalents vs Final Net cash position									Reclassification change in scope in consolidation to financing activity	Cash Flows (IAS 7)
	Consolidate cash flows	IFRS 16	Interest received	Restrict ed cash	Incorporat ion of CCX and Forwards	Incorporat ion of debt	Movement in borrowings	NCP Other long-term receivables	Incorp oration of discount inuatio n op. NCP	Other movem ent in borrow ings (not Cash)	Reclassifi cations of FX to financing activity			
Cash flows from operating activities	679	131	-	-	-	-	-	-	-	-	-	-	-	810
Cash flows from investing activities	336	-	3	119	-	-	-	-	-	-	-	-	-	457
Cash flows from financing activities	(2,926)	(131)	(3)	-	-	(1,119)	-	-	(17)	(202)	(1,738)	(2,221)	-	
Closing position	(4,451)	-	-	(579)	31	10,610	-	(11)	(63)	-	-	-	-	5,536

For the year ended 31 December 2020

	Reclassifications			Final Cash & Cash equivalents vs Final Net cash position								Cash Flows (IAS 7)
	Consolidate cash flows	IFRS 16	Interest received	Restricted cash	Incorporation of CCX and Forwards	Incorporation of debt	Incorporation of discontinuation of op. NCP	Movement in borrowings	Other movement in borrowings (not Cash)	Reclassifications of FX to financing activity	Reclassification change in scope in consolidation to financing activity	
Cash flows from operating activities	1,004	89	-	-	-	-	-	-	-	-	-	1,093
Cash flows from investing activities	104	-	25	253	-	-	-	-	-	-	-	383
Cash flows from financing activities	(692)	(89)	(25)	-	-	-	-	1,309	51	(201)	(78)	430
Closing position	(2,541)	-	-	(654)	(12)	(9,762)	(30)	-	-	-	-	6,526

8.7.3.1 Cash flows excluding infrastructure projects

Operating activities

The cash flow from operating activities excluding infrastructure projects increased slightly to EUR 493 million in 2022 as compared to EUR 486 million in 2021. This was primarily driven by the increases by higher contribution from the Construction segment, partially offset by lower dividends from Toll Roads and lower contribution from Services Business Division on the back of the reduction of the business following the divestment process.

The cash flow from operating activities excluding infrastructure projects decreased to EUR 486 million in 2021 as compared to EUR 750 million in 2020. This was primarily driven by the working capital variation in Construction, lower dividends distribution from Airports affected by COVID-19 impact, partially offset by higher dividends from Toll Roads.

Investing activities

The cash flow from investing activities excluding infrastructure projects decreased to EUR (427) million in the year ended 31 December 2022 from EUR 509 million in the year ended 31 December 2021. This change was mainly due to lower divestments in 2022 especially in Services Business Division and the Construction segment. The 2021 results were significantly impacted by the divestment of the Environmental Services division, which amounted to EUR 1,032 million and the sale of non-core assets in Construction, including Budimex Real Estate, URBICSA, Figueras, Nalanda and SCC, Recycled Aggregates within Webber.

The cash flow from investing activities excluding infrastructure projects increased to EUR 509 million in the year ended 31 December 2021 from EUR 215 million in the year ended 31 December 2020. This change was mainly driven by higher investments in 2021 especially in the Services and Construction division. This positive impact was offset by higher investments in 2021, especially in the Toll Roads segment.

Financing activities

The cash flow from financing activities excluding infrastructure projects slightly decreased to EUR (809) million in the year ended 31 December 2022 from EUR (804) million in the year ended 31 December 2021. This change was mainly driven by higher shareholder distributions, and a more pronounced foreign exchange impact, primarily from the U.S. dollar.

The cash flow from financing activities excluding infrastructure projects slightly decreased to EUR (804) million in the year ended 31 December 2021 from EUR (605) million in the year ended 31 December 2020. This change was mainly due to higher shareholder distributions, and the impact of changes in the scope of consolidation included the net cash position held by Budimex Real Estate and Environmental Services activity upon their sale in 2021. This trend was partially offset by a foreign exchange impact, primarily from the U.S. dollar.

8.7.3.2 Cash flows from infrastructure projects

Operating activities

The cash flow from operating activities from infrastructure projects increased to EUR 629 million in 2022 as compared to EUR 469 million in 2021. This was primarily driven by better cash flow from Toll Roads infrastructure project operations due to higher traffic following the recovery once COVID-19 mobility restrictions were eased.

The cash flow from operating activities excluding infrastructure projects increased slightly to EUR 469 million in 2021 as compared to EUR 413 million in 2020. This was primarily driven by improvements in cash flow from infrastructure project operations due to higher traffic following some easement of the COVID-19 restrictions.

Investing activities

The cash flow from investing activities from infrastructure projects decreased to EUR (784) million in the year ended 31 December 2022 from EUR (239) million in the year ended 31 December 2021. This change was mainly due to higher investment cash flows for infrastructure projects, mainly payments made in respect of capital expenditure investments 2022, especially in Toll Roads manage lanes (I-66 and NTE35W), and the impact of changes in the scope of consolidation as a result of the acquisition of new projects.

The cash flow from investing activities from infrastructure projects decreased to EUR (239) million in the year ended 31 December 2021 from EUR (128) million in the year ended 31 December 2020. This change was mainly driven by higher investment cash flows for infrastructure projects, mainly payments made in respect of capital expenditure investments over the year especially in Toll Roads' Texas Manage Lanes.

Financing activities

The cash flow from financing activities from infrastructure projects increased to EUR (431) million in the year ended 31 December 2022 from EUR (2,332) million in the year ended 31 December 2021. This change was mainly driven by lower level of external borrowings in 2022 compared to 2021.

The cash flow from financing activities from infrastructure projects decreased to EUR (2,332) million in the year ended 31 December 2021 from EUR (228) million in the year ended 31 December 2020. This change was mainly due to the impact of changes in the scope of consolidation as a result of the acquisition of new projects, such as the acquisition and takeover of I-66 adding a net cash position of EUR 1,553 million.

Financial Indebtedness

For a detailed breakdown of our Consolidated Net Debt, see section 8.13.4 "*Consolidated Net Debt*".

The following table sets forth the Group's borrowings for each of the periods indicated:

8.7.3.3 Infrastructure project borrowings

Table 31: The Group's borrowings (as of 31 December 2022, 2021, and 2020)

	As of 31 December								
	2022 (audited)			2021 (unaudited) (restated)			2020 (unaudited) (restated)		
	Bonds	Bank borrowings	Total	Bonds	Bank borrowings	Total	Bonds	Bank borrowings	Total
	(in millions of euros)								
Long-term	4,123	3,770	7,893	3,890	3,472	7,362	2,429	2,763	5,192
US toll roads	4,123	2,438	6,561	3,890	2,237	6,127	2,429	1,577	4,006
Spanish toll roads	0	626	626	0	632	632	0	642	642
Portuguese toll roads	0	264	264	0	277	277	0	290	290
Other concessions	0	33	33	0	45	45	0	60	60
Airports	0	95	95	0	0	0	0	52	52
Construction	0	95	95	0	93	93	0	87	87
Energy infrastructures and mobility (*)	0	219	219	0	187	187	–	–	–
Waste treatment	-	-	-	-	-	-	0	54	54
Short term	0	74	74	1	46	47	5	43	48
US toll roads	0	0	0	1	0	1	5	0	5
Spanish toll roads	0	13	13	0	11	11	0	5	5
Portuguese toll roads	0	17	17	0	14	14	–	–	–
Other concessions	0	13	13	0	15	15	0	20	20
Energy infrastructures and mobility (*)	0	9	9	0	3	3	–	–	–
Construction	0	4	4	0	3	3	–	–	–

	As of 31 December								
	2022 (audited)			2021 (unaudited) (restated)			2020 (unaudited) (restated)		
	Bonds	Bank borrowings	Total	Bonds	Bank borrowings	Total	Bonds	Bank borrowings	Total
	(in millions of euros)								
Airports	0	18	18	0	0	0	0	2	2
Total	4,123	3,844	7,967	3,892	3,517	7,409	2,434	2,806	5,240

(*) As of 31 December 2021 (audited), this line item was divided between Energy infrastructures and mobility and waste (amounting to EUR 56 million and EUR 1 million, for the long-term and short-term borrowings, respectively).

The following table presents the maturity of the infrastructure project borrowings of the Group as of 31 December 2022:

Table 32: The maturity of the infrastructure project borrowings of the Group (as of 31 December 2022)

	Fair value 2022	Carrying amount 2022	2023	2024	2025	2026	2027	2028 and beyond	Total maturities
	(in millions of euros)								
Infrastructure project obligations	3,007	4,123	0	0	1	8	1	2,716	2,726
<i>Toll roads</i>	3,007	4,123	0	0	1	8	1	2,716	2,726
USD	3,007	4,123	0	0	1	8	1	2,716	2,726
EUR	0	0	0	0	0	0	0	0	0
<i>Airports</i>	0	0	0	0	0	0	0	0	0
USD	0	0	0	0	0	0	0	0	0
EUR	0	0	0	0	0	0	0	0	0
<i>Energy infrastructures and mobility</i>	0	0	0	0	0	0	0	0	0
USD	0	0	0	0	0	0	0	0	0
Bank borrowings of infrastructure project companies	3,844	3,844	107	68	81	257	79	4,820	5,412
<i>Toll roads</i>	3,404	3,404	90	49	59	56	53	4,647	4,955
USD	2,438	2,438	49	0	0	0	0	3,944	3,994
EUR	966	966	41	49	59	56	53	703	961
<i>Airports</i>	112	112	9	10	14	16	18	57	124
EUR	112	112	9	10	14	16	18	57	124
<i>Construction</i>	99	99	3	4	4	4	5	79	99
EUR	94	94	3	4	4	4	5	74	94
PLN	5	5	0	0	0	0	0	5	5
<i>Energy infrastructures and mobility</i>	228	228	4	5	5	181	3	37	234
USD	177	177	1	2	2	178	0	0	183
GBP	51	51	3	3	3	3	3	37	51
Total infrastructure project borrowings	6,851	7,967	107	68	82	265	80	7,536	8,137

8.7.3.4 Ex-infrastructure project borrowings

Table 33: Ex-infrastructure project borrowings (as of 31 December 2022, 2021 and 2020)

	As of 31 December								
	2022 (audited)			2021 (unaudited) (restated)			2020 (unaudited) (restated)		
	L/T	S/T	Total	L/T	S/T	Total	L/T	S/T	Total
	(in million of euros)								
Corporate bonds and debentures	2,072	16	2,088	2,069	517	2,586	2,566	524	3,090
Euro Commercial Paper	0	696	696	0	250	250	0	1,091	1,091
Corporate liquidity lines	802	3	805	60	241	301	284	0	284
Other borrowings	9	88	97	22	42	64	42	15	57
Total financial borrowings excluding infrastructure project companies	2,883	804	3,686	2,151	1,050	3,201	2,892	1,630	4,522

The following table presents the maturity of the ex-infrastructure project borrowings of the Group as of 31 December 2022:

Table 34: The maturity of the ex-infrastructure project borrowings of the Group (as of 31 December 2022)

	Fair value 2022	Carrying amount 2022	2023	2024	2025	2026	2027	2028 and beyond	Total maturities
	(in millions of euros)								
Corporate debt	3,385	3,589	696	300	750	781	560	500	3,587
EUR	3,385	3,589	696	300	750	781	560	500	3,587
Other borrowings	97	97	22	3	9	17	8	2	59
EUR	13	13	0	0	0	0	0	1	2
PLN	14	14	0	1	9	3	1	1	14
CLP	23	23	22	1	0	0	0	0	22
Other	48	48	0	0	0	14	7	0	21
Total financial borrowing excluding infrastructure project companies	3,482	3,686	718	303	759	798	568	502	3,646

8.7.4 Investments and divestments

The table below sets out the Group's investments and divestments split by segment for the years ended 31 December 2022, 2021, and 2020.

Table 35: Group's investments and divestments split by segment (for the years ended 31 December 2022, 2021, and 2020)

	For the year ended 31 December					
	2022		2021		2020	
	Investments	Divestments	Investments	Divestments	Investments	Divestments
	(in millions of euros)					
	(audited)	(audited)	(unaudited) (restated)	(unaudited) (restated)	(unaudited) (restated)	(unaudited) (restated)
Toll Roads	(473)	134	(864)	47	(125)	102
Airports	(186)	0	(54)	0	0	0
Construction	(97)	5	(55)	529	(53)	98
Services	(21)	316	(67)	1,040	(80)	300

Others ⁽¹⁾	(78)	(27)	(72)	5	(28)	2
Total	(856)	429	(1,112)	1,621	(286)	501

⁽¹⁾ Others include Energy and Mobility Business Division and Corporate offices investments. Others divestments in 2022 (EUR 27 million), are mainly costs related to the sale of Services Business Division.

For discussion of the Group's material investments, dispositions and acquisitions made in recent years, see section 6.3 "Business—Summary of investments of the Group".

8.7.5 Financing

8.7.5.1 Infrastructure project borrowings

For details regarding our infrastructure related borrowings, see Note 5.2.1 b) of the 2022 Consolidated Financial Statements.

Project debt guarantees and covenants

The Group's debt classified as project debt refers to debt (i) without recourse to the shareholders of the projects (*i.e.*, the consolidated subsidiaries of the Group through which the Group has an indirect interest in the relevant project), including the Group, or (ii) with recourse limited to the guarantees granted by said shareholders. The guarantees granted by subsidiaries of the Group in relation to the debt of these projects are described in section 8.10 "—Off-Balance-Sheet Arrangements and Contingent Liabilities". As of 31 December 2022, all of the Group's fully consolidated project companies comply with the significant covenants in force.

The Group's infrastructure project borrowings include debt covenants and covenant debt ratios, in particular related to the obligation to arrange certain restricted accounts to cover short-term or long-term obligations relating to the payment of principal or interest on borrowings and to infrastructure maintenance and operation, which are customary in the industry. The recovery for any potential breach under such covenants is limited to the assets of the relevant project, and, thus, it is considered a ring-fenced project debt which has no recourse to the Group and its respective subsidiary participating in the relevant project. Although the overall consequence of not complying with such covenant debt ratios will depend on a particular agreement, in most cases it will be limited to declaration of an event of default in connection with the relevant financing agreement, without an obligation to the Group to inject additional equity and/or repay the underlying debt, except in specific cases for the guarantees granted by shareholders, as described in section 8.10 "—Off-Balance-Sheet Arrangements and Contingent Liabilities". No individual event of default in connection with the Group's infrastructure project financing agreements would be material to the Group.

8.7.5.2 Ex infrastructure project borrowings

Corporate Debt

The Group's corporate debt consists of the following debt instruments.

- **Corporate Bonds:** the book value of the corporate bonds as of 31 December 2022 amounted to EUR 2,088 million (EUR 2,586 million as of 31 December 2021). Their characteristics are shown in the following table.

Table 36: Characteristics of the Group's corporate bonds (as of 31 December 2022)

Date of issuance	Notional amount as of 31 December 2022	Maturity	Annual Coupon
<i>(in millions of euros)</i>			
15/7/2014	300	15/7/2024	2.500%
29/3/2017	500	31/3/2025	1.375%
14/5/2020	650	14/5/2026	1.382%
24/6/2020	131	14/5/2026	1.382%
12/11/2020	500	12/11/2028	0.540%

- All issues made as of 2014 are admitted to trading on the AIAF fixed income market (Spain). All these issues are guaranteed by Ferrovial.
- During the year ending 31 December 2022, the bond issued in September 2016 for a notional amount of EUR 500 million and annual coupon of 0.375% was repaid.
- **Euro Commercial Paper:** in the first quarter of 2018, the Group formalized a program to issue promissory notes (Euro Commercial Paper) for a maximum amount of EUR 1,000 million, with maturities between 1 and 364 days from the issue date, allowing for greater diversification of funding sources in the capital market and more efficient

management of available liquidity. At the end of 2019, the limit was increased to EUR 1.5 billion, with the book balance as of 31 December 2022 being EUR 696 million. This promissory note issuance program has been renewed annually since 2018. Nevertheless, the Group has decided not to renew the Euro Commercial Paper Notes Program after the Merger Effective Time, and to replace it with a new promissory notes program. This new program will be issued by the Company from the Netherlands, with similar terms and conditions to the Euro Commercial Paper Notes Program. However, this new program will not be listed on any regulated market and the Short-Term European Paper label (STEP label) will be requested from the STEP Secretariat, the body in charge of the day-to-day management of the STEP label. Notes issued under the Euro Commercial Paper Notes Program that are outstanding after the Merger Effective Time will be repaid at maturity by the Company. The outstanding balance of notes issued under the Euro Commercial Paper Notes Program will be counted towards the limit of the new program.

- *Corporate liquidity facility*: on the other hand, in July 2018, the Group refinanced the corporate liquidity line incorporating sustainability criteria. Of the line's current maximum limit (EUR 900 million and the possibility of drawing down balances in EUR, USD, CAD and GBP), EUR 250 million has been drawn down as of 31 December 2022.
- *Bilateral facilities*: the Group has bilateral facilities amounting EUR 760 million, of which EUR 560 million has been drawn down as of 31 December 2022.
- *Cross-currency swaps*: in order to hedge possible variations in the interest rate and exchange rate of this drawdown, the Group has contracted cross currency swaps for USD 260 million, maturing in 2022 and an agreed countervalue in euros of EUR 250 million, the fair value of which amounts to EUR (5) million.

The change in corporate debt compared to 31 December 2021 (EUR 453 million) is mainly due to the issuance of Euro-commercial papers (EUR 446 million), with an average rate of (0.47)%, as well as the payment of the bond issued in 2016 for EUR 500 million discussed above.

Corporate Rating

The financial rating agencies Standard & Poor's and Fitch maintain their opinion on the financial rating of the Group's corporate senior debt at 'BBB' and 'BBB with a stable outlook', respectively, within the "Investment Grade" category.

Other Debt

The other debt line for EUR 97 million (EUR 64 million as of 31 December 2021) mainly includes balances of other bank debt, mainly in the Airports segments (EUR 41 million as of 31 December 2022).

8.8 Future Material Investments and Anticipated Capital Expenditures

The future investment commitments undertaken by the Group as of 31 December 2022 relate to commitments to invest in the NTO at JFK airport as well as investment commitments in its Toll Roads Business Division, in the I-66 project, and in its Energy Infrastructures and Mobility Business Division regarding a solar plant in Seville, as well as in relation to the AGS refinancing agreement and other minor commitments. The Group will fund these commitments with its general proceeds and the cash flow it generates. For more information on investment commitments undertaken by the Group, see sections 6.2 "Business—History and Development of the Group", 6.8.2 "Business—Group Overview—Segments, Products and Services" and 6.22 "Business—Recent Developments".

Table 37: Breakdown of the Group's commitments to investment in infrastructure project company capital

<i>(Million euro)</i>	2023	2024	2025	2026	2027	2028 and beyond	Total
Toll Roads	89	10	0	0	0	0	100
Airports	16	0	0	0	0	0	16
Energy and Mobility	3	0	0	0	0	0	3
Investments in fully-consolidated infrastructure project companies	108	10	0	0	0	0	118
Toll Roads	5	0	26	0	0	0	31
Airports	221	474	249	69	0	0	1,013
Construction	1	0	0	0	0	0	1
Investments in equity-accounted infrastructure project companies	229	478	278	69	0	0	1,045
Total investments in infrastructure project companies	337	488	278	69	0	0	1,163

8.9 Research and Development Policy

Innovation is, has been and will continue to be an important element to improving existing business models and exploring new ways of adding value to the Group. For more information on the Group's research and development policy, see section 6.10 "*Business—Research and Development*".

8.10 Off-Balance-Sheet Arrangements and Contingent Liabilities

There are no off-balance-sheet arrangements on the Group's balance sheet. For information on the Group's contingent liabilities see section 6.14 "*Business—Legal and Arbitration Proceedings*".

8.11 Financial Risk Management

The Group's business is affected by changes to the financial variables that have an impact on the Group's accounts, these being mainly foreign exchange risk, liquidity management risk, interest rate risk, inflation, credit, variable income and capital management. The main financial risks and how they are managed with the Group is summarized below. See Note 5.4.d) of the 2022 Consolidated Financial Statements for additional disclosure, including a quantitative description of these risks and their management by the Group.

8.11.1 Exposure to interest rate variation

The Group and its businesses are subject interest rate fluctuations that may affect its net financial expense, as well measurement of financial instruments arranged at fixed interest rates. The Group manages interest rate risk with the goal of optimizing the financial expense borne by the Group and achieve suitable proportions of fixed and variable rate debt based on market conditions.

8.11.2 Exposure to foreign exchange fluctuations

The Group regularly monitors its expected net exposure with regard to each currency over coming years, both for dividends receivable and for potential investments or divestments. The Group establishes its hedging strategy by analyzing past changes in both short and long-term exchange rates, establishing monitoring mechanisms such, as future projections and seeking long-term equilibrium in exchange rates.

8.11.3 Exposure to credit and counterparty risk

Some of the Group's main financial assets are exposed to credit or counterparty risk, such as investments in financial assets, non-current financial assets, net financial derivatives or trade and other receivables. The Group actively monitors these risks with each bank, territory and customer by analyzing the performance of risk through internal credit quality studies. Also, internal regulations establish maximum investment limits for each counterparty of the Group.

8.11.4 Exposure to liquidity risk

The Group has established mechanisms to preserve the level of liquidity that reflect the cash generation and needed projections, in relation to both short-term collections and payments and obligations to be met at long-term.

8.11.5 Exposure to variable income risk

The Group is exposed to risks relating to the fluctuation of its share price. This exposure arises specifically in equity swaps used to hedge against risks of appreciation of share-based remuneration schemes. Since these equity swaps are not classified as hedging derivatives, their market value has an impact on profit or loss.

8.11.6 Exposure to inflation risk

Revenue from infrastructure projects is associated with prices tied to inflation (for example, toll road concession contracts). Therefore, an increase in inflation would increase the cash flow derived from assets of this nature. For example, the recent rise in inflation rates may have an adverse effect on operating margins under construction contracts. This risk is partially mitigated in certain jurisdictions by inflation-related price adjustments in contractual clauses (e.g. Spain and Poland). The Group also makes its best efforts to hedge inflation risk by closing the main direct costs when the tender is accepted.

8.11.7 Capital management

The Group aims to achieve a debt-equity ratio that makes it possible to optimize costs while safeguarding its capacity to continue managing its recurring activities and to grow through new projects as to create shareholder value. The Group's objective is to maintain a low level of indebtedness as to retain its current investment grade rating. In order to achieve this goal, the Group has established a financial policy consisting in the maintenance of a ratio of net debt (gross debt less cash) to EBITDA plus dividends from projects of no more than two times.

8.12 Significant Accounting Policies and Significant Judgments and Estimates

The Consolidated Financial Statements were prepared by the Group's directors in accordance with IFRS-EU.

The preparation of the Consolidated Financial Statements requires the Group to make certain estimates, judgments and assumptions under IFRS-EU that the Group believes are reasonable based upon the information available. These estimates, judgments and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the periods presented. Furthermore, changes to IFRS-EU or interpretations thereof may cause the Group's future reported results of operations and financial position to differ significantly from its historical results or from current expectations regarding its future results. Also, changes to IFRS-EU or interpretations thereof may cause its historical results to differ from those previously reported due to the adoption of accounting standards on a retrospective basis.

A detailed description of the Group's significant accounting policies is included in Note 1.3 to each of the Consolidated Financial Statements.

See Note 1.3.1 to each of the Consolidated Financial Statements for information regarding new standards, amendments and interpretations adopted by the European Union that were first-time adopted in each relevant financial year, as well as new standards, amendments and interpretations mandatorily applicable in financial years after the end of each financial year.

8.13 Alternative performance measures (APMs)

As part of the financial information presented or incorporated by reference in the Prospectus, the Group uses the following APMs (as defined in the ESMA Guidelines): EBITDA, Comparable or "Like-for-like" ("Lfl") Growth, Fair Value Adjustments, Consolidated Net Debt, Ex-Infrastructure Liquidity, Order Book and proportional results. APMs are unaudited (see section 2.3.2 "Important Information—Presentation of Financial and Other Information—Alternative performance measures").

8.13.1 EBITDA

EBITDA is defined as the Group's operating profit for the period excluding charges for fixed asset and right of use of leases depreciation and amortization, as well as impairment and disposal of fixed assets. The Group uses EBITDA to provide an analysis of its operating results, excluding depreciation and amortization, as they are non-cash variables, which can vary substantially from company to company depending on accounting policies and accounting valuation of assets. EBITDA is used as an approximation to pre-tax operating cash flow and reflects cash generation before working capital variation.

EBITDA is an APM indicator which is widely used to track the performance and profitability of the Group, as well to evaluate each of its businesses and the level of debt by comparing the EBITDA with net debt. However, EBITDA does not have a standardized meaning and, therefore, cannot be compared to the EBITDA of other companies.

The following table sets forth a reconciliation of EBITDA to the Group's operating profit for the years indicated:

Table 38: Reconciliation of EBITDA to the Group's operating profit (for the years ended 31 December 2022, 2021, and 2020)

	For the year ended 31 December				
	2022	2021	2021	2020	2020
	(audited)	(unaudited) (restated)	(audited)	(unaudited) (restated)	(audited)
	(in millions of euros)				
Operating profit / (loss)	423	1,479	1,476	189	226
Impairment and disposal of fixed assets ^(*)	6	(1,139)	(1,139)	(16)	(15)
Fixed asset depreciation ^(**)	299	270	259	233	198
EBITDA	728	610	596	406	409

(*) Primarily includes asset impairment and gains or losses on the purchase, sale and disposal of investments companies and associates. When any such acquisitions or disposals of assets results in a takeover or loss of control, the capital gain relating to the updating of the fair value in respect of the stake maintained is recognized as Fair Value Adjustments.

(**) Comprised mainly by depreciation relating to the Toll Roads and Construction segment. Increase +10.7% in 2022 (+6.8% Lfl) to EUR 299 million.

The following tables set forth the Group's EBITDA by segment for the respective periods:

Table 39: The Group's EBITDA by segment (for the years ended 31 December 2022, 2021 and 2020)

For the year ended 31 December 2022							
Construction	Toll roads	Airports	Energy Infra. And Mobility	Other segments	Adjustments	Total	
<i>(audited)</i>							
<i>(in millions of euros)</i>							
Operating profit / (loss)	63	387	(9)	(2)	(16)	0	423
Impairment and disposal of fixed assets ^(*)	0	3	0	3	0	0	6
Fixed asset depreciation ^(**)	113	160	7	12	7	0	299
EBITDA	176	550	(2)	13	(9)	0	728

(*) Primarily includes asset impairment and gains or losses on the purchase, sale and disposal of investments companies and associates. When any such acquisitions or disposals of assets results in a takeover or loss of control, the capital gain relating to the updating of the fair value in respect of the stake maintained is recognized as Fair Value Adjustments.

(**) Comprised mainly by depreciation relating to the Toll Roads and Construction division. Increase +10.7% in 2022 (+6.8% LfL) to EUR299 million.

For the year ended 31 December 2021							
Construction	Toll Roads	Airports	Energy Infra. And Mobility	Other segments	Adjustments	Total	
<i>(unaudited)</i>							
<i>(restated)</i>							
<i>(in millions of euros)</i>							
Operating profit / (loss)	154	1,392	(26)	(24)	(16)	(1)	1,479
Impairment and disposal of fixed assets ^(*)	(22)	(1,117)	0	0	(1)	1	(1,139)
Fixed asset depreciation ^(**)	112	141	0	12	5	0	270
EBITDA	245	415	(26)	(13)	(12)	1	610

(*) Primarily includes asset impairment and gains or losses on the purchase, sale and disposal of investments companies and associates. When any such acquisitions or disposals of assets results in a takeover or loss of control, the capital gain relating to the updating of the fair value in respect of the stake maintained is recognized as Fair Value Adjustments.

(**) Comprised mainly comprise depreciation relating to the Toll Roads and Construction division.

For the year ended 31 December 2020							
Construction	Toll Roads	Airports	Energy Infra. And Mobility	Other segments	Adjustments	Total	
<i>(unaudited)</i>							
<i>(restated)</i>							
<i>(in millions of euros)</i>							
Operating profit / (loss)	101	180	(23)	-	(69)	0	189
Impairment and disposal of fixed assets ^(*)	0	(9)	0	-	(7)	0	(16)
Fixed asset depreciation ^(**)	113	108	0	-	11	1	233
EBITDA	214	280	(22)	-	(66)	0	406

(*) Primarily includes asset impairment and gains or losses on the purchase, sale and disposal of investments companies and associates. When any such acquisitions or disposals of assets results in a takeover or loss of control, the capital gain relating to the updating of the fair value in respect of the stake maintained is recognized as Fair Value Adjustments.

(**) Comprised mainly comprise depreciation relating to the Toll Roads and Construction division.

The Group's Toll Roads EBITDA increased to EUR 550 million in 2022 from EUR 415 million in 2021, which was primarily driven by traffic improvement as restrictions were lifted, together with rates increase in Texas' Managed Lanes (NTE 1-2, NTE 35W, LBJ and I-77).

The Group's Toll Roads EBITDA increased to EUR 415 million in 2021 from EUR 280 million in 2020, which was primarily driven by increases in revenues on NTE 1-2, NTE 35W, LBJ, and I-77, which were driven by higher toll rates and traffic volumes and revenues due the easing of pandemic related restrictions during 2021.

The Group's Construction EBITDA decreased to EUR 176 million in 2022 from EUR 245 million in 2021, which was primarily driven by higher inflation impact on prices of supplies and subcontracts, partially offset by price review formula compensation in some contracts. The Group's Construction performance was impacted by the cost of internal fees of onerous contracts which could not be provisioned by accounting rules, along with price increases in labor, materials & energy, mostly related to US projects in the final phase. Regarding Budimex and Webber, decrease of 3.2% and 22.9% respectively (LfL basis) due to positive impact in previous year of extraordinary items (sale of Real Estate division and aggregate recycling activity, respectively).

The Group's Construction EBITDA decreased to EUR 245 million in 2021 from EUR 214 million in 2020 absorbing the inflation impact on prices and improving the profitability achieved in 2020, with a significant improvement from Budimex. Ferrovial Construction performance was affected by increases in prices of labor force, raw materials and energy prices, each with different impacts and mitigating factors depending on the different markets and clients. Regarding Budimex and Webber, decrease of 24.7% and 20.9% respectively (LfL basis) due to positive impact of extraordinary items (sale of Real Estate division and aggregate recycling activity, respectively).

The Group's Airports EBITDA increased to EUR (2) million in 2022 from EUR (26) million in 2021, which was primarily driven by the effect of the incorporation in EBITDA the results of Dalaman, not included in the previous year due to the acquisition of 60% in July 2022.

The Group's Airports EBITDA decreased to EUR (26) million in 2021 from EUR (22) million in 2020, which was primarily driven by an increase in the cost related the bidding activity due the easing of pandemic related restrictions during 2021.

The Group's Energy and Mobility EBITDA increased to EUR 13 million in 2022 from EUR (13) million in 2021, which was primarily driven by the activities related to the waste treatment in UK and the services activities in Chile.

8.13.2 Comparable Growth

Comparable Growth, also referred to as "Like-for-like" Growth ("LfL"), corresponds to the relative year-on-year variation in comparable terms of the figures for revenues, EBITDA, EBIT and Order Book. Comparable Growth is calculated by adjusting each year, in accordance with the following rules:

- Elimination of the exchange-rate effect, calculating the results of each period at the rate in the current period.
- Elimination from the EBIT of each period the impact of fixed asset impairments.
- In the case of disposals of Group companies and loss of control thereto, elimination of the operating results of the disposed company when the impact effectively occurred to achieve the homogenization of the operating result.
- Elimination of the restructuring costs in all periods.
- In acquisitions of new companies which are considered material, elimination in the current period of the operating results derived from those companies except in the case where this elimination is not possible due to the high level of integration with other reporting units. Material companies are those whose revenues represent $\geq 5\%$ of the reporting unit's revenues before the acquisition.
- In the case of changes in the accounting model of a specific contract or asset, when material, application of the same accounting model to the previous year's operating result.
- Elimination of other non-recurrent impacts (mainly related to tax and human resources) considered relevant for a better understanding of the Group's underlying results in all periods.

The Group uses Comparable Growth to provide a more homogenous measure of the underlying profitability of its businesses excluding: non-recurrent elements which would induce a misinterpretation of the reported growth, impacts such as exchange-rate movements, or changes in the consolidation perimeter which distort the comparability of the information. Additionally, it also allows the Group to provide homogenous information, ensuring its uniformity, and a better understanding of the performance of each of its businesses.

The following tables set forth a reconciliation of Comparable Growth to the Group's revenues for the years indicated:

Table 40: Reconciliation of Comparable Growth to the Group's revenues (for the years ended 31 December 2022, 2021 and 2020)

	For the year ended 31 December				
	2022 (audited)	2021 (unaudited) (restated)	2021 (audited)	2020 (unaudited) (restated)	2020 (audited)
	(in millions of euros)				
Revenues	7,551	6,910	6,778	6,532	6,341
Exchange rate effect ⁽¹⁾	-	300	-	97	-

	For the year ended 31 December				
Fixed asset impairments ^(*)	-	-	-	-	-
Operating results of disposed companies ^(**)	-	-	-	4	-
Restructuring costs	-	-	-	-	-
Operating results of new material companies ^(***)	(44)	-	-	-	-
Accounting model adjustments ^(****)	-	-	-	(3)	-
Non-current impacts ^(*****)	-	(3)	-	1	-
Comparable (Like-for-like)	7,507	7,207	6,778	6,428	6,341

(*) Calculation of the results of each period at the exchange rate in the current period.

(**) Elimination from the EBIT of each period the impact of fixed asset impairments.

(***) Elimination of the operating results of disposed companies when the impact effectively occurred.

(****) Elimination in the current period of the operating results derived from new material companies.

(*****) Following the acquisitions of new companies which are considered material, elimination in the current period of the operating results derived from those companies.

(*****) Elimination of other non-recurrent impacts (mainly related to tax and human resources).

The following tables set forth a reconciliation of Comparable Growth to the Group's EBITDA for the years indicated:

Table 41: Reconciliation of Comparable Growth to the Group's EBITDA (for the years ended 31 December 2022, 2021 and 2020)

	For the year ended 31 December				
	2022 (audited)	2021 (unaudited) (restated)	2021 (audited)	2020 (unaudited) (restated)	2020 (audited)
	(in millions of euros)				
EBITDA	728	610	596	406	409
Exchange rate effect ^(*)	-	37	-	(10)	-
Fixed asset impairments ^(**)	-	-	-	-	-
Operating results of disposed companies ^(***)	-	-	-	-	-
Restructuring costs	-	-	-	22	22
Operating results of new material companies ^(****)	(35)	-	-	-	-
Accounting model adjustments ^(*****)	-	-	-	3	-
Non-current impacts ^(*****)	4	-	(2)	5	1
Comparable (Like-for-like)	697	647	595	426	431

(*) Calculation of the results of each period at the exchange rate in the current period.

(**) Elimination from the EBIT of each period the impact of fixed asset impairments.

(***) Elimination of the operating results of disposed companies when the impact effectively occurred.

(****) Elimination in the current period of the operating results derived from new material companies.

(*****) Following the acquisitions of new companies which are considered material, elimination in the current period of the operating results derived from those companies.

(*****) Elimination of other non-recurrent impacts (mainly related to tax and human resources).

The following tables set forth a reconciliation of Comparable Growth to the Group's EBIT for the years indicated:

Table 42: Reconciliation of Comparable Growth to the Group's EBIT (for the years ended 31 December 2022, 2021 and 2020)

	For the year ended 31 December				
	2022 (audited)	2021 (unaudited) (restated)	2021 (audited)	2020 (unaudited) (restated)	2020 (audited)
	(in million of euros)				
EBIT	423	1,479	1,476	189	226
Exchange rate effect ^(*)	-	27	-	(6)	-
Fixed asset impairments ^(**)	6	(1,139)	(1,139)	(15)	(15)

	For the year ended 31 December				
Operating results of disposed companies ^(**)	-	-	-	-	-
Restructuring costs	-	-	-	22	22
Operating results of new material companies ^(****)	(28)	-	-	-	-
Accounting model adjustments ^(*****)	-	-	-	-	-
Non-current impacts ^(*****)	3	7	(2)	7	4
Revenues Comparable (Like-for-like) from continuing operations	405	374	335	202	237

(*) Calculation of the results of each period at the exchange rate in the current period.
(**) Elimination from the EBIT of each period the impact of fixed asset impairments.
(***) Elimination of the operating results of disposed companies when the impact effectively occurred.
(****) Elimination in the current period of the operating results derived from new material companies.
(*****) Following the acquisitions of new companies which are considered material, elimination in the current period of the operating results derived from those companies.
(******) Elimination of other non-recurrent impacts (mainly related to tax and human resources).

8.13.3 Fair Value Adjustments

Fair Value Adjustments correspond to the adjustments to the Group's income statement relative to previous results derived from: changes in the fair value of derivatives and other financial assets and liabilities, asset impairment, and the impact of the aforementioned elements in the 'equity-accounted results'.

The Group uses Fair Value Adjustments to evaluate its underlying profitability, as it excludes elements that do not generate cash and which can vary substantially from one year to another due to the accounting methodology used to calculate the fair value.

The following table sets forth a reconciliation of Fair Value Adjustments to the Group's income statement for the years indicated:

Table 43: Reconciliation of Fair Value Adjustments to the Group's income statement (as of 31 December 2022, 2021, and 2020)

	As of 31 December 2022		
	Before Fair Value Adjustments	(audited)	
		Fair Value Adjustments	Total
(in million of euros)			
Revenue	7,551	0	7,551
Other operating income	2	0	2
Total operating income	7,553	0	7,553
Materials consumed	1,197	0	1,197
Other operating expenses	4,183	(1)	4,182
Staff costs	1,446	0	1,446
Total operating expenses	6,826	(1)	6,825
EBITDA	727	1	728
Fixed asset depreciation	299	0	299
Operating profit / (loss) before impairment and disposal of fixed assets	428	1	429
Impairment and disposal of fixed assets	(6)	0	(6)
Operating profit / (loss)	422	1	423
Net financial income / (expense) from financing	(243)	0	(243)
Profit / (loss) on derivatives and other net financial income / (expense)	(22)	(100)	(122)
Net financial income / (expense), from infrastructure projects	(265)	(100)	(365)
Net financial income/(expense) from financing	1	0	1

As of 31 December 2022			
Profit / (loss) on derivatives and other net financial income / (expense)	(4)	48	44
Net financial income / (expense), from infrastructure projects	(3)	48	45
Net financial income / (expense)	(268)	(52)	(320)
Share of profits of equity-accounted companies	158	7	165
Consolidated profit / (loss) before tax	312	(44)	268
Corporate income tax	(35)	5	(30)
Consolidated profit / (loss) from continuing operations	277	(39)	238
Profit / (loss) from discontinued operations	64	0	64
Consolidated profit / (loss) for the year	341	(39)	302
Profit / (loss) for the year attributed to non-controlling interests	(139)	23	(116)
Profit / (loss) for the year attributed to the parent company	202	(16)	186

As of 31 December 2021						
	<i>(unaudited) (restated)</i>			<i>(audited)</i>		
	Before Fair Value Adjustments	Fair Value Adjustments	Total	Before Fair Value Adjustments	Fair Value Adjustments	Total
<i>(in million of euros)</i>						
Revenue	6,910	0	6,910	6,778	0	6,778
Other operating income	1	0	1	1	0	1
Total operating income	6,911	0	6,911	6,779	0	6,779
Materials consumed	1,085	0	1,085	1,077	0	1,077
Other operating expenses	3,922	1	3,923	3,896	1	3,897
Staff costs	1,293	0	1,293	1,209	0	1,209
Total operating expenses	6,300	1	6,301	6,182	1	6,183
EBITDA	611	(1)	610	597	(1)	596
Fixed asset depreciation	270	0	270	259	0	259
Operating profit / (loss) before impairment and disposal of fixed assets	341	(1)	340	338	(1)	337
Impairment and disposal of fixed assets	38	1,101	1,139	38	1,101	1,139
Operating profit / (loss)	379	1,100	1,479	376	1,100	1,476
Net financial income / (expense) from financing	(220)	0	(220)	(220)	0	(220)
Profit / (loss) on derivatives and other net financial income / (expense)	(4)	(84)	(87)	(4)	(84)	(87)
Net financial income / (expense) from infrastructure projects	(224)	(84)	(307)	(224)	(84)	(307)
Net financial income/(expense) from financing	(27)	0	(27)	(26)	0	(26)
Profit / (loss) on derivatives and other net financial income / (expense)	(1)	1	(1)	(1)	1	(1)
Net financial income / (expense), Ex-infrastructure projects	(28)	1	(28)	(27)	(1)	(27)
Net financial income / (expense)	(252)	(83)	(335)	(251)	(83)	(334)
Share of profits of equity-accounted companies	(174)	(3)	(178)	(174)	(3)	(178)

As of 31 December 2021

Consolidated profit / (loss) before tax	(47)	1,014	966	(49)	1,014	964
Corporate income tax	(13)	21	9	(12)	21	10
Consolidated profit / (loss) from continuing operations	(60)	1,035	975	(61)	1,035	974
Profit / (loss) from discontinued operations	361	0	361	361	0	361
Consolidated profit / (loss) for the year	301	1,035	1,336	300	1,035	1,335
Profit / (loss) for the year attributed to non-controlling interests	(153)	15	(138)	(153)	15	(138)
Profit / (loss) for the year attributed to the parent company	148	1,050	1,198	147	1,050	1,197

As of 31 December 2020

	<i>(unaudited) (restated)</i>			<i>(audited)</i>		
	Before Fair Value Adjustments	Fair Value Adjustments	Total	Before Fair Value Adjustments	Fair Value Adjustments	Total
	<i>(in million of euros)</i>					
Revenue	6,532	0	6,532	6,341	0	6,341
Other operating income	2	0	2	3	0	3
Total operating income	6,534	0	6,534	6,344	0	6,344
Materials consumed	990	0	990	1,005	0	1,005
Other operating expenses	3,926	0	3,926	3,815	0	3,815
Staff costs	1,212	0	1,212	1,115	0	1,115
Total operating expenses	6,128	0	6,128	5,935	0	5,935
EBITDA	406	0	406	409	0	409
Fixed asset depreciation	233	0	233	198	0	198
Operating profit / (loss) before impairment and disposal of fixed assets	173	0	173	211	0	211
Impairment and disposal of fixed assets	1	15	16	0	15	15
Operating profit / (loss)	174	15	189	211	15	226
Net financial income / (expense) from financing	(244)	0	(244)	(234)	0	(234)
Profit / (loss) on derivatives and other net financial income / (expense)	(2)	39	37	(1)	39	37
Net financial income / (expense), ex-infrastructure projects	(246)	39	(207)	(235)	39	(197)
Net financial income/(expense) from financing	(8)	0	(8)	(8)	0	(8)
Profit / (loss) on derivatives and other net financial income / (expense)	(33)	5	(28)	(32)	5	(27)
Net financial income / (expense), Ex-infrastructure projects	(41)	5	36	(40)	5	(35)
Net financial income / (expense)	(287)	44	(243)	(275)	44	(232)
Share of profits of equity-accounted companies	(323)	(50)	(373)	(328)	(50)	(378)
Consolidated profit / (loss) before tax	(436)	9	(427)	(392)	9	(384)
Corporate income tax	48	(13)	34	42	(13)	28
Consolidated profit / (loss) from continuing operations	(388)	(4)	(393)	(350)	(4)	(356)
Profit / (loss) from discontinued operations	19	0	20	(4)	0	(3)

	As of 31 December 2020					
Consolidated profit / (loss) for the year	(369)	(4)	(373)	(354)	(4)	(359)
Profit / (loss) for the year attributed to non-controlling interests	(42)	(9)	(51)	(42)	(9)	(51)
Profit / (loss) for the year attributed to the parent company	(411)	(13)	(424)	(396)	(12)	(410)

8.13.4 Consolidated Net Debt

Consolidated Net Debt corresponds to the Group's net balance of cash and cash equivalents (including short and long-term restricted cash) minus financial debt (bank debt and bonds, including short and long-term debt) including a balance related to exchange-rate derivatives (covering both the issue of debt in currency other than the currency used by the issuing company and cash positions that are exposed to exchange rate risk). Lease liabilities are not part of the Consolidated Net Debt due to the application of the IFRS 16 standard.

The Group uses Consolidated Net Debt as a financial indicator to determine its debt position. In addition, the Group breaks down its net debt into two categories:

- Net debt of infrastructure projects: net debt corresponding to infrastructure project companies which has no recourse to the shareholder or with recourse limited to the guarantees issued.
- Net debt ex-infrastructure projects: net debt corresponding to the Group's other businesses, including the Group's holding companies and other companies that are not considered infrastructure projects. The debt included in this calculation generally has recourse.

The following table sets forth a reconciliation of Consolidated Net Debt to the Group's cash and cash equivalents for 2022, 2021 and 2020, as presented in the Group's audited financials for those years and therefore include the Group's continued and discontinued activities:

Table 44: Reconciliation of Consolidated Net Debt of the Group to the Group's cash and cash equivalents (as of 31 December 2022, 2021 and 2020)

	As of 31 December		
	2022	2021	2020
	(audited)	(audited)	(audited)
	(in million of euros)		
Cash and cash equivalents	5,154	5,430	6,631
Short and long-term financial debt ^(*)	(3,691)	(3,211)	(4,600)
Intragroup position ^(**)	(25)	(37)	(39)
Net debt of ex-infrastructure projects	1,439	2,182	1,991
Cash and cash equivalents	724	793	874
Short and long-term financial debt ^(*)	(7,967)	(7,463)	(5,445)
Intragroup position ^(**)	25	37	39
Net debt of infrastructure projects	(7,219)	(6,633)	(4,532)
Total Consolidated Net Debt	(5,781)	(4,451)	(2,541)

(*) Includes a balance related to exchange-rate derivatives (covering both the issue of debt in currency other than the currency used by the issuing company and cash positions that are exposed to exchange rate risk).

(**) Intragroup position related to financial asset and liabilities between ex-infrastructure projects and infrastructure projects of the Group with no impact on the Group's consolidated results.

8.13.5 Ex Infrastructure Liquidity

Ex Infrastructure Liquidity corresponds to the sum of the cash and cash equivalents raised from to the Group's ex infrastructure projects, as well as the committed short and long-term credit facilities which remain undrawn by the end of each period (corresponding to credits granted by financial entities which may be drawn by the Company within the terms, amount and other conditions agreed in each contract).

The Group uses Ex Infrastructure Liquidity to determine the Group's liquidity to meet any financial commitment in relation to its ex infrastructure projects. The liquidity disclosure figures below for 2022, 2021 and 2020, are as presented in the Group's audited financials for those years and therefore include the Group's continued and discontinued activities.

The following table sets forth a reconciliation of Ex Infrastructure Liquidity to the Group's income statement for the years indicated.

Table 45: Reconciliation of Ex Infrastructure Liquidity to the Group's income statement (as of 31 December 2022, 2021 and 2020)

	As of 31 December		
	2022	2021	2020
	(audited)	(audited)	(audited)
	(in million of euros)		
Cash and cash equivalents(*)	5,003	5,452	6,617
Undrawn credit lines	964	991	1,333
Forward hedging cash flows	151	(22)	14
Total liquidity ex infrastructure	6,118	6,421	7,964

(*) Includes cash and cash equivalents and long-term restricted cash.

8.13.6 Order Book

Order Book corresponds to the Group's income which is pending execution corresponding to those contracts which the Group has signed and over which it has certainty regarding its future execution. Order Book is calculated by adding the contracts of the actual year to the balance of the contract order book at the end of the previous year, less the income recognized in the current year. The total income from a contract corresponds to the agreed price or rate corresponding to the delivery of goods and/or the rendering of the contemplated services. If the execution of a contract is pending the closure of financing, the income from said contract will not be added to the calculate Order Book until said financing is closed.

The Group uses Order Book as an indicator of its future income, as it reflects, for each contract, the final revenue minus the net amount of work performed.

There is no comparable financial measure to Order Book in IFRS. This reconciliation is based on the order book value of a specific construction being comprised of its contracting value less the construction work completed, which is the main component of the sales figure. Therefore, it is not possible to present a reconciliation of Order Book to the Group's Financial Statements. The Group believes the difference between the construction work completed and the revenues reported for the Construction Division in the Consolidated Financial Statements is attributable to the fact that these are subject to, among others, the following adjustments: (i) consolidation adjustments, (ii) charges to joint ventures, (iii) sale of machinery, and (iv) confirming income.

8.13.7 Proportional Results

Proportional results reflect the contribution of each Group's subsidiary consolidated results in the proportion of the Group's ownership in those subsidiaries, regardless to the applied consolidation method. The Proportional Results included in this Prospectus is limited to the proportional revenues.

The Group uses the proportional results for investors and financial analysts to understand the real weight of business divisions in the operative results of the Group, especially keeping in mind the weight of certain assets consolidated under the equity method as 407 ETR and HAH. It is an indicator used by other competitors with significant subsidiaries in infrastructure projects consolidated under the equity method present. It also reflects the actual contribution of construction work or contracts of companies that are fully consolidated but in which the Group does not have 100% shareholding.

The following table sets forth a reconciliation of the Group's proportional revenues to the revenues for the year 2022:

Table 46: Reconciliation of the Group's proportional revenues to the revenues (for the year ended 31 December 2022)

	For the year ended 31 December 2022		
	Audited	Adjustment ⁽¹⁾	Proportional (LfL)
	(in millions of euros)		
Revenues			
United States ⁽²⁾	2,906	(469)	2,437
Poland ⁽²⁾	1,842	(918)	923
Spain	1,154	289	1,443
Canada ⁽³⁾	100	424	523

	For the year ended 31 December 2022		
	Audited	Adjustment ⁽¹⁾	Proportional (LfL)
Revenues	(in millions of euros)		
United Kingdom ⁽³⁾	707	954	1,661
Others	842	242	1,085
Total Group	7,551	522	8,073

⁽¹⁾ Adjustments to proportional revenues reflect the relative contribution of each Group's subsidiary consolidated results in the proportion of the Group's ownership in those subsidiaries, regardless to the applied consolidation method.

⁽²⁾ Primarily including the partial elimination of revenues from fully consolidated entities where the Group does not own the 100% of the shares of those entities. For instance, in the case of Budimex in Poland, where the Group's ownership is 50.1%, revenues include 100% of Budimex revenues, as a fully consolidated entity, but in terms of proportional revenues only the 50.1% of Budimex revenues is considered. In United States adjustments relate mainly to NTE (the Group's share is 63.0%), NTE 35W (the Group's share is 53.7%), LBJ (the Group's share is 54.6%), I-66 (the Group's share is 55.7%) and I-77 (the Group's share is 72.2%).

⁽³⁾ Comprised mainly of the proportional revenues from equity-accounted companies that do not contribute to revenues in the Group's income statement, including 407 ETR (the Group's share is 43,23%) in Canada and HAH (the Group's share is 25%) and AGS (the Group's share is 50%) in UK.

8.14 Trend Information

For information on relevant trends affecting the Group in the future, see section 6.9 "Business—Outlook and Trend Information".

8.14.1 Significant Change in the Company's Financial Performance

No significant change in the financial performance of the Group has occurred since 31 December 2022.

8.14.2 Significant Change in the Company's Financial Position

No significant change in the financial position of the Group has occurred since 31 December 2022.

8.15 Segment Reporting

The tables below show the Group's income statement for the years ended 31 December 2022, 2021 and 2020 by reporting segment and total sales by geographic market.

As of the date of this Prospectus and for the years ended 31 December 2022 (audited) and 2021 (restated and unaudited), the Board assessed the performance of the Construction, Toll Roads, Airports and Energy Infrastructure and Mobility segments and reports information based on this operating segment breakdown. More information on the changes requiring the restatement of the financial information for the years ended 31 December 2021 and 31 December 2020 is available in section 2.3.3 "Important Information—Presentation of Financial and Other Information—Restatement of financial statements as of and for the years ended 31 December 2021 and 31 December 2020". As a result, the information included below for the years ended 31 December 2022 (audited), 2021 (restated and unaudited) and 2020 (restated and unaudited) is presented on a different basis.

8.15.1 Segment reporting

Table 47: Segment reporting (for the years ended 31 December 2022, 2021 and 2020)

	For the year ended 31 December 2022						Total
	Construction	Toll roads	Airports	Energy and Mobility	Other segments	Adjustments	
	(audited)						
	(in millions of euros)						
Revenue	6,463	780	54	296	178	(220)	7,551
Other operating income	2	0	0	0	1	(1)	2
Total operating income	6,465	780	54	296	179	(221)	7,553
Materials consumed	1,152	4	0	40	0	1	1,197
Other operating expenses	3,976	157	48	107	116	(222)	4,182
Staff costs	1,161	69	8	136	73	(1)	1,446
Total operating expenses	6,289	230	56	283	189	(222)	6,825
EBITDA	176	550	(2)	13	(9)	0	728

For the year ended 31 December 2022

Fixed asset depreciation	113	160	7	12	7	0	299
Operating profit/(loss) before impairment and disposal of fixed assets	63	390	(9)	1	(16)	0	429
Impairment and disposal of fixed assets	0	(3)	0	(3)	0	0	(6)
Operating profit/(loss)	63	387	(9)	(2)	(16)	0	423
Net financial income/(expense) from financing	(5)	(232)	0	(7)	0	1	(243)
Profit/(loss) on derivatives and other net financial income/(expense)	1	(114)	(9)	1	0	(1)	(122)
Net financial income/(expense) from infrastructure projects	(4)	(346)	(9)	(6)	0	0	(365)
Net financial income/(expense) from financing	40	(8)	0	(2)	(30)	1	1
Profit/(loss) on derivatives and other net financial income/(expense)	(35)	4	28	0	48	(1)	44
Net financial income/(expense) from other companies	5	(4)	28	(2)	18	0	45
Net financial income/(expense)	1	(350)	19	(8)	18	0	(320)
Share of profits of equity-accounted companies	1	158	7	(1)	0	0	165
Consolidated profit/(loss) before tax	65	195	17	(11)	2	0	268
Corporate income tax	(5)	(39)	2	(4)	16	0	(30)
Consolidated profit/(loss) from continuing operations	60	156	19	(15)	18	0	238
Net profit/(loss) from discontinued operations	0	0	0	0	64	0	64
Consolidated profit/(loss) for the year	60	156	19	(15)	82	0	302
Profit/(loss) for the year attributed to non-controlling interests	(42)	(65)	(8)	0	0	(1)	(116)
Profit/(loss) for the year attributed to the parent company	18	91	11	(15)	82	(1)	186

For the year ended 31 December 2021

	Construction	Toll roads	Airports	Energy and Mobility	Other segments	Adjustments	Total
				<i>(unaudited)</i>			
				<i>(restated)</i>			
				<i>(in millions of euros)</i>			
Revenue	6,077	588	2	252	157	(166)	6,910
Other operating income	1	0	0	0	0	0	1
Total operating income	6,078	588	2	252	157	(166)	6,911
Materials consumed	1,046	3	0	35	0	1	1,085
Other operating expenses	3,720	120	24	112	114	(167)	3,923
Staff costs	1,067	50	4	117	54	1	1,293
Total operating expenses	5,833	173	28	264	168	(165)	6,301
EBITDA	245	415	(26)	(13)	(12)	1	610
Fixed asset depreciation	112	141	0	12	5	0	270
Operating profit/(loss) before impairment and disposal of fixed assets	132	275	(26)	(24)	(17)	0	340
Impairment and disposal of fixed assets	22	1,117	0	0	1	(1)	1,139
Operating profit/(loss)	154	1,392	(26)	(24)	(16)	(1)	1,479
Net financial income/(expense) from financing	(7)	(206)	0	(6)	0	(1)	(220)

	For the year ended 31 December 2021						
Profit/(loss) on derivatives and other net financial income/(expense)	0	(88)	0	1	0	0	(87)
Net financial income/(expense) from infrastructure projects	(7)	(294)	0	(5)	0	(1)	(307)
Net financial income/(expense) from financing	1	8	0	(1)	(36)	1	(27)
Profit/(loss) on derivatives and other net financial income/(expense)	(24)	2	(6)	3	23	1	(1)
Net financial income/(expense) from other companies	(23)	10	(6)	2	(13)	2	(28)
Net financial income/(expense)	(30)	(284)	(6)	(3)	(13)	1	(335)
Share of profits of equity-accounted companies	0	81	(254)	(6)	1	0	(178)
Consolidated profit/(loss) before tax	124	1,189	(286)	(33)	(28)	0	966
Corporate income tax	(49)	(71)	7	5	116	1	9
Consolidated profit/(loss) from continuing operations	75	1,118	(279)	(28)	88	1	975
Net profit/(loss) from discontinued operations	115	0	0	0	246	0	361
Consolidated profit/(loss) for the year	190	1,118	(279)	(28)	334	1	1,336
Profit/(loss) for the year attributed to non-controlling interests	(105)	(29)	0	0	(3)	(1)	(138)
Profit/(loss) for the year attributed to the parent company	85	1,089	(279)	(28)	331	0	1,198

	For the year ended 31 December 2020						
	Construction	Toll roads	Airports	Services	Other segments	Adjustments	Total
	<i>(unaudited) (restated)</i>						
	<i>(in millions of euros)</i>						
Revenue	5,984	439	1	0	235	(127)	6,532
Other operating income	1	0	0	0	0	1	2
Total operating income	5,985	439	1	0	235	(126)	6,534
Materials consumed	962	2	0	0	25	1	990
Other operating expenses	3,767	98	17	0	171	(127)	3,926
Staff costs	1,042	59	7	0	105	(1)	1,212
Total operating expenses	5,771	159	24	0	301	(127)	6,128
EBITDA	214	280	(22)	0	(66)	0	406
Fixed asset depreciation	113	108	0	0	11	1	233
Operating profit/(loss) before impairment and disposal of fixed assets	101	171	(23)	0	(76)	0	173
Impairment and disposal of fixed assets	0	9	0	0	7	0	16
Operating profit/(loss)	101	180	(23)	0	(69)	0	189
Net financial income/(expense) from financing	(9)	(230)	0	0	(6)	1	(244)
Profit/(loss) on derivatives and other net financial income/(expense)	2	36	0	0	(1)	0	37
Net financial income/(expense) from infrastructure projects	(7)	(194)	0	0	(7)	1	(207)
Net financial income/(expense) from financing	10	24	0	0	(42)	0	(8)
Profit/(loss) on derivatives and other net financial income/(expense)	(21)	9	(3)	0	(12)	(1)	(28)
Net financial income/(expense) from other companies	(11)	33	(3)	0	(54)	(1)	(36)

	For the year ended 31 December 2020						
Net financial income/(expense)	(18)	(161)	(3)	0	(61)	0	(243)
Share of profits of equity-accounted companies	1	67	(439)	0	(2)	0	(373)
Consolidated profit/(loss) before tax	84	86	(465)	0	(132)	0	(427)
Corporate income tax	(29)	(8)	7	0	65	(1)	34
Consolidated profit/(loss) from continuing operations	55	78	(458)	0	(67)	(1)	(393)
Net profit/(loss) from discontinued operations	35	0	0	(16)	0	0	20
Consolidated profit/(loss) for the year	90	78	(458)	(16)	(67)	(1)	(373)
Profit/(loss) for the year attributed to non-controlling interests	(42)	(7)	0	(2)	1	(1)	(51)
Profit/(loss) for the year attributed to the parent company	48	71	(458)	(18)	(66)	(2)	(424)

8.15.2 Geographic segments

The Group reports information based on the following geographic segment breakdown: US, Poland, Spain, UK, Canada and Other. For the year ended 31 December 2022, the Group reported information based on the following geographic segment breakdown: Spain, Canada, US, UK, Poland and Other. For the years ended 31 December 2021 and 2020 (restated), the Group reported information based on the following geographic segment breakdown: Spain, Canada, the United States, UK, Poland, Chile and Other. For the year ended 31 December 2020, the Group reported information based on the following geographic segment breakdown: Spain, UK, the United States, Canada, Australia, Poland and Other.

Table 48: Geographic segment breakdown (for the years ended 31 December 2022, 2021, and 2020)

	For the year ended 31 December				
	2022	2021	2021	2020	2020
	(audited)	(unaudited) (restated)	(audited)	(unaudited) (restated)	(audited)
	(in millions of euros)				
US	2,906	2,639	2,639	2,558	2,467
Poland	1,842	1,735	1,735	1,726	1,877
Spain	1,154	1,092	1,092	981	901
UK	708	644	644	524	428
Canada	100	80	80	87	12
Other	841	721	589	656	656
Total revenues	7,551	6,910	6,778	6,532	6,341

9 MANAGEMENT, EMPLOYEES AND CORPORATE GOVERNANCE

This section summarizes information concerning the Board, the Group's employees and the Company's corporate governance as applicable upon completion of the Merger. It is based on relevant provisions of Dutch law as in effect on the date of this Prospectus, and the Articles of Association and the Board Rules in effect upon completion of the Merger. The table included as annex 5.2 in Annex B to this Prospectus includes the main elements of the governance of Ferrovial prior to the Merger and the Company upon completion of the Merger.

This summary does not purport to give a complete overview and should be read in conjunction with, and is qualified in its entirety by reference to, the relevant provisions of Dutch law as in force on the date of this Prospectus and the Articles of Association and the Board Rules. The Articles of Association in the governing Dutch language and in an unofficial English translation thereof are available on the Group's website (www.ferrovial.com). The Board Rules in the governing English language (only) are available on the Group's website.

9.1 Management Structure

Upon completion of the Merger, the Company will have a one-tier board consisting of two Executive Directors and ten Non-Executive Directors.

As at the date of this Prospectus, the provisions in the BW that are commonly referred to as the "large company regime" (*structuurregime*) do not apply to the Company. Note that the Company may meet the large company regime requirements in the future, which will have an impact on the governance described below. The Company may then be eligible to apply the holding and financing company exemption to prevent the large company regime becoming applicable to it if at least 50% of its employees work outside of the Netherlands.

9.2 Board

9.2.1 Powers, responsibilities and functioning

The Company is managed by the Board. The Board responsibilities include, among other things, setting the Company's strategy, developing a view on its long-term value creation, enhancing its performance, developing a strategy, identifying, analyzing and managing the risks associated with its strategy and activities, and establishing and implementing internal procedures to ensure that all relevant information is known to the Board in a timely manner. The Board may allocate its duties among the Directors by means of the Board Rules or otherwise in writing, with due observance of any limitations provided for by law or in the Articles of Association. Directors may validly adopt resolutions on matters that fall within the scope of such Non-Executive Director's or Executive Directors' duties. In fulfilling their responsibilities, the Directors are required to be guided by the interests of the Company and its affiliated enterprise, taking into consideration the interests of the Company's stakeholders (which includes but is not limited to, the Shareholders, its creditors and its employees).

The Executive Directors are primarily responsible for the day-to-day management of the Company. The Non-Executive Directors supervise the Executive Directors' management and performance of duties and the Company's general affairs and its business. The Non-Executive Directors also render advice to the Executive Directors. The Non-Executive Directors also perform any duties allocated to them under, or pursuant to, the law and the Articles of Association. The Executive Directors must timely provide the Non-Executive Directors with the information they need to carry out their duties.

Subject to certain statutory exceptions, the Board as a whole, as well as each Executive Director acting individually, may represent the Company. In addition, the Board may authorize persons, whether or not employed by the Company, to represent the Company on a continuing or ad hoc basis.

9.2.2 Board Rules

Pursuant to the Articles of Association, the Board may adopt board rules that regulate internal matters concerning its organization, decision-making, the duties and organization of committees and other internal matters concerning the Board, the Executive Directors, the Non-Executive Directors, and the committees established by the Board. The Board Rules will be in effect upon completion of the Merger.

9.2.3 Composition, appointment and removal

The Articles of Association provide that the Board consists of one or more Executive Directors and two or more Non-Executive Directors. Pursuant to the Articles of Association, the majority of the Board must consist of Non-Executive Directors. The Board determines the exact number of Directors, as well as the number of Executive and Non-Executive Directors, provided that the number of Directors must be at least three and cannot exceed twelve. Upon completion of the Merger, the Board is expected to consist of two Executive Directors and ten Non-Executive Directors.

The Board will designate one of the Directors as chairman and will designate one of the Independent Directors as Lead Director if the Chairman is not an Independent Director. The Board will designate one or more Directors as Vice-Chairman. In case of more than one Vice-Chairman, the Board shall assign each Vice-Chairman a rank. The Board may also grant other titles to Directors. The Board may designate a person as Secretary and may also designate one or more persons as Vice-Secretary.

The General Meeting appoints the Directors, pursuant to a nomination thereto by the Board. The nomination for appointment of a Director sets out whether such Director is nominated for appointment as Executive Director or Non-Executive Director. The nomination must be included in the notice of the General Meeting at which the nomination is to be considered.

Neither Dutch law nor the Articles of Association or Board Rules contain provisions on the retirement of Directors based on an age-limit or a number of Shares required to qualify for the role of Director.

The General Meeting may suspend or dismiss a Director. A suspension by the General Meeting may, at any time, be discontinued by the General Meeting. The Board may, at any time, suspend an Executive Director. A suspension by the Board may, at any time, be discontinued by the Board or by the General Meeting. A suspension may be extended one or more times, but the total duration of the suspension may not exceed three months. If at the end of that period, no decision has been taken on termination of the suspension or on dismissal, the suspension ends.

9.2.4 Term of appointment

The Articles of Association provide that a Director shall be appointed for a term as set out in the nomination for appointment and the term of appointment of a Director lapses (at the latest) at the end of the first General Meeting held in the third calendar year following the year of appointment. A Director may be re-appointed with due observance of the Articles of Association and applicable law. The Board may draw up a rotation schedule for the Non-Executive Directors.

Upon completion of the Merger, each Director will be appointed for a term ending at the end of the annual general meeting of the Company held in the year in which his or her term as Ferrovial Director would (absent the Merger) have ended.

9.2.5 Board meetings and decisions

Unless applicable law, the Articles of Association or the Board Rules provide otherwise, resolutions of the Board are adopted both at and outside a meeting by a majority of the votes cast. In the event of a tied vote, the Chairman has a casting vote, provided at least two other Directors entitled to vote are in office.

At a Board meeting, resolutions can only be validly adopted if the majority of the Directors entitled to vote attends the meeting, in person or represented.

The Board shall meet at least once every three months. Additionally, the Board shall also meet whenever the Chairman, the Lead Director or at least three Directors have requested a meeting. Meetings of the Board are attended by the Directors in person.

A Director may only be represented at a meeting of the Board by another Director who is entitled to vote and has been authorized to do so in writing. Non-Executive Directors may only grant a proxy to another Non-Executive Director.

The approval of the General Meeting is required for resolutions of the Board regarding an important change in the identity or character of the Company or its business. The absence of approval of the General Meeting does not affect the authority of the Board or the Executive Directors to represent the Company. The approval of the General Meeting is in any event required for Board resolutions relating to:

- the transfer of the business enterprise, or practically the entire business enterprise, to a third party;
- concluding or cancelling a long-lasting cooperation of the Company or a Group Company with another legal person or company, or as a fully liable general partner in a partnership, provided that the cooperation or cancellation is of material significance to the Company; and
- acquiring or disposing of a participating interest in the share capital of a company with a value of at least one-third of the Company's assets, as shown in the consolidated balance sheet with explanatory notes according to the last adopted annual accounts, by the Company or a Group Company.

Currently, the Company does not prepare consolidated annual accounts. In order to ensure that, as from the Merger Effective Time and until such time as the Company has first adopted a consolidated balance sheet, the Company's assets as to be taken into account for the test referred to in the last bullet above reflect the assets as shown in Ferrovial's consolidated balance sheet, the General Meeting will resolve that, as from the Merger Effective Time and until such time, resolutions of the Board will not require approval pursuant to article 2:107a, subsection c, BW if such resolution would not have required approval if Ferrovial's last adopted consolidated balance sheet (*i.e.*, the balance sheet for the financial year that ended on 31 December 2022) were the last adopted consolidated balance sheet of the Company.

9.2.6 Conflict of interest

Pursuant to Dutch law and the Articles of Association, if a Director has a direct or indirect personal conflict of interest with the Company and its business as referred to in article 2:129(5) BW, such Director may not participate in the Board's deliberations and decision-making on that matter.

Pursuant to the Board Rules, an Executive Director must, without delay, report any potential conflict of interest that is material to the Company or such Executive Director to the other Executive Directors and the Lead Director or, if the

Chairman is an Independent Director, the Chairman. The Executive Director must provide all relevant information on this subject, including information relevant to the situation regarding his spouse, registered partner or life companion, foster child or relative by blood or marriage up to the second degree.

Pursuant to the Board Rules, a Non-Executive Director must, without delay, report any potential conflict of interest that is material to the Company or such Non-Executive Director to the Lead Director or, if the Chairman is an Independent Director, the Chairman. If the conflict of interest concerns the Lead Director or, if the Chairman is an Independent Director, the Chairman, such report must be made to the Vice-Chairman. The Non-Executive Director must provide all relevant information on this subject, including information relevant to the situation regarding his spouse, registered partner or life companion, foster child or relative by blood or marriage up to the second degree.

If no resolution of the Board can be adopted as a consequence of such a personal conflict or article 2:169(4) BW being applicable to all Directors, the resolution may be adopted by the General Meeting.

9.3 Directors

Following the Merger Effective Time, the members of the Ferroviaal Board will cease to be members of the Ferroviaal Board and will be appointed in their respective functions, as members of the Board. The following table sets forth the expected composition of the Board upon completion of the Merger.

Table 49: Directors comprising the Board upon completion of the Merger

Name	Age	Position	Date of first appointment ⁽¹⁾	Term as of the effective date of the Merger
Rafael del Pino	64	Executive Director (Chairman)	9 January 1992	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of maximum duration of three years each.
Óscar Fanjul	73	Non-Executive Director (Vice-Chairman)	31 July 2015	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of maximum duration of three years each.
Ignacio Madridejos	57	Executive Director (Chief Executive Officer)	30 September 2019	The term of office will be a period ending at the end of the annual General Meeting to be held in 2026, with possibility of reelection for one or more additional periods of maximum duration of three years each.
María del Pino	66	Non-Executive Director	29 September 2006	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of maximum duration of three years each.
José Fernando Sánchez-Junco	75	Non-Executive Director	3 December 2009	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of maximum duration of three years each.
Philip Bowman	70	Non-Executive Director	29 July 2016	The term of office will be a period ending at the end of the annual General Meeting to be held in 2026, with possibility of reelection for one or more additional periods of maximum duration of three years each.
Hanne Sørensen	57	Non-Executive Director	5 April 2017	The term of office will be a period ending at the end of the annual General Meeting to be held in 2026, with possibility of reelection for one or more additional periods of maximum duration of three years each.
Bruno Di Leo	65	Non-Executive Director	25 September 2018	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of maximum duration of three years each.
Juan Hoyos	70	Non-Executive Director (Lead Director)	2 October 2019	The term of office will be a period ending at the end of the annual General Meeting to be held in 2026, with possibility of reelection for one or more additional periods of maximum duration of three years each.
Gonzalo Urquijo	61	Non-Executive Director	19 December 2019	The term of office will be a period ending at the end of the annual General Meeting to be held in 2026, with possibility of reelection for one or more additional periods of maximum duration of three years each.
Hildegard Wortmann	56	Non-Executive Director	6 May 2021	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of maximum duration of three years each.
Alicia Reyes	51	Non-Executive Director	6 May 2021	The term of office will be a period ending at the end of the annual General Meeting to be held in 2025, with possibility of reelection for one or more additional periods of maximum duration of three years each.

⁽¹⁾ The date of first appointment reflects the respective Directors' date of first appointment for the similar role in the Ferroviaal Board prior to the Merger.

Upon completion of the Merger, Santiago Ortiz Vaamonde will serve as the Secretary.

The Company's registered address, Kingsfordweg 151, 1043 GR Amsterdam, the Netherlands, serves as the business address for all Directors and members of senior management.

9.3.1 CVs Directors

Rafael del Pino – Rafael del Pino, Executive and Proprietary Director of Ferrovial, is a Spanish citizen. Mr. del Pino holds a degree in civil engineering from the Universidad Politécnica de Madrid (1981) and an MBA from the Sloan School of Management, MIT (1986). Mr. del Pino has served as director of the Zurich Insurance Group (2012-2014), Banesto (2003-2012) and Uralita (1996-2002). Mr. del Pino has also served as CEO of Ferrovial since 1992, as Chairman of the Ferrovial Board since 2000, and as chairman of the board of Cintra from 1998 to 2009. Mr. del Pino is also a non-executive director of Rijn Capital B.V. (since 2014).

Mr. del Pino is currently a member of the MIT Corporation, MIT Energy Initiative's External Advisory Board and of the MIT Sloan European Advisory Board, as well as of the IESE Business School's International Advisory Board. Mr. del Pino is also a member of the Royal Academy of Engineering of Spain since 2014.

Óscar Fanjul – Oscar Fanjul, Vice-Chairman of Ferrovial, is a Spanish-Chilean dual citizen. Mr. Fanjul holds a degree in Economics. He has been a Director of Ferrovial since 2015. He is also director of Marsh & McLennan Companies (since 2001), and trustee of the Center for Monetary and Financial Studies (*Banco de España*) (since 1999), of the Aspen Institute (Spain) (since 2011) and of the Norman Foster Foundation (since 2019). Previously, Mr. Fanjul served as founding chairman and chief executive officer of Repsol (1985-1996), chairman of Hidroeléctrica del Cantábrico (1999-2001), non-executive chairman of NH Hoteles (1997-1999) and Deoleo (2012-2014), non-executive vice-chairman of Holcim (2009-2021), and director of Acerinox (2001-2016), Unilever (1996-2004), BBVA (1998-2002), London Stock Exchange (2001-2013) and Areva (2008-2012).

Ignacio Madrideojos – Ignacio Madrideojos, Chief Executive Officer of Ferrovial, is a Spanish citizen and holds a degree in civil engineering from the Universidad Politécnica de Madrid and an MBA from Stanford Business School. He has professional experience in the United States, Europe, Latin America, and Africa. From 1990 to 1992, he was project manager at Ferrovial Construction and between 1993 and 1996, he worked as a consultant for McKinsey & Company in Spain and Argentina. In 1996, Mr. Madrideojos joined CEMEX, and fulfilled the consecutive positions of chief executive officer for CEMEX Egypt (1999-2003) and Spain (2003-2007), global manager of energy, health and safety, and sustainability (2011-2017), and president for northern Europe (2008-2015) and CEMEX USA (2016-2019). He has also held positions as president of Oficemen and president of CEMBUREAU (European Cement Association) (2014-2015). On 30 September 2019, Mr. Madrideojos was appointed CEO of Ferrovial.

María del Pino – María del Pino, a Spanish citizen and External Proprietary Director of Ferrovial, holds a degree in Economics and Business Administration from the Universidad Complutense de Madrid and in Management Development from IESE Business School. Currently, Mrs. del Pino serves as chairman of the Rafael del Pino Foundation (since 2008), as chairperson of Chart Inversiones SICAV, S.A. (since 2022), as sole director of Botarten, S.L.U. (since 2021) and Esgalindia, S.L.U. (since 2010), and is a member of the board of trustees of the Fundación Princesa de Asturias (since 2008). Furthermore, Mrs. del Pino is chief executive officer and legal representative of Menosmares, S.L. (since 2017), the entity that holds the positions of joint director of Lolland, S.A. (since 2016), rotating chairman / vice-chairman of the board of directors of Casa Grande de Cartagena, S.A.U. (since 2017), Polan, S.A. (since 2017) and vice-chairman of the board of directors of Pactio Gestión, SGIIC, S.A.U. (since 2017). Formerly, Menosmares, S.L. of which Mrs. Del Pino is legal representative, was vice-chairperson of Karlovy, S.L. (2012-2021). Formerly, Mrs. del Pino was chairperson of Altas Invest SICAV, S.A. (1998-2022). She has been a Director of Ferrovial since 2006.

José Fernando Sánchez-Junco – José Fernando Sánchez-Junco, Other External Director of Ferrovial, is a Spanish citizen and holds a degree in Industrial Engineering from the Universidad Politécnica de Barcelona and is an International Senior Management Program graduate of the Harvard Business School. He is a member of the State Corps of Industrial Engineers (on leave of absence since 1990). He is the former sole administrator (1990-1994), executive chairman (1994-2020) and non-executive director (2020-2021) of the Maxam Group, and also served as the chairman of the Maxam Foundation (2006-2022). He is a former managing director of the iron, steel and naval industries (1985-1988) and managing director of industry (1988-1990), both within the Spanish Ministry of Industry and Energy. He is, as well, a former independent director of Dinamia (2002-2012), currently known as "Alantra", and former independent director in the board of Uralita (1993-2002). He has served as Director of Ferrovial (since 2009) and as a director of Cintra (2004-2009). Currently, Mr. Sánchez-Junco is the honorary chairman of MaxamCorp Holding (since 2020), chairman of Villabuena Inversiones, S.L. (since 2007), and honorary member of the board of trustees of the Museo de la Minería y la Industria de Asturias (since 2010).

Philip Bowman – Philip Bowman, External Independent Director of Ferrovial, is an Australian citizen. Mr. Bowman graduated with honors in Natural Science from the University of Cambridge, and holds a master in Natural Science in the University of Cambridge. Mr. Bowman has been a Director of Ferrovial since 2016. Currently, Mr. Bowman is the non-executive chairman of Tegel Group Holdings Limited (since 2019), Sky Network Television Limited (since 2019) and Majid Al Futtaim Properties LLC (since 2017), a non-executive director of its parent company, Majid Al Futtaim Holding LLC (since 2018) and related company Majid al Futtaim Capital LLC (since 2018), a director of Tom Tom Holdings Inc., a non-executive director of KMD Brands Limited (since 2017), formerly known as Kathmandu Holdings Limited (until 2022), and Better Capital PCC Limited (since 2009). Formerly, Mr. Bowman served as president director-general (PDG) of Atropos

SCI (2005-2021), as chairman of Potrero Distilling Holdings LLC (2016-2018), Hotaling & Co. LLC (2018 to 2019), Coral Eurobet Limited (2004-2004) and Liberty plc (1998-2000), as non-executive chairman of The Munroe Group (UK) Limited (2013-2017), as chief executive officer of Smiths Group plc (2007-2015), Scottish Power plc (2006-2007) and Allied Domecq plc (1998-2005), and as director of Burberry Group plc (2002-2017), Berry Bros. & Rudd Limited (2006-2016), Scottish & Newcastle Group plc (2006-2008), Bass plc (2001-2005), British Sky Broadcasting Group plc (1994-2003) and Coles Myer Limited (1995). Currently, Mr. Bowman is a fellow of the Institute of Chartered Accountants in England & Wales (since 1987).

Hanne Sørensen – Hanne Sørensen, External Independent Director of Ferrovial, is a Danish citizen and holds a Master of Sciences in Economics and Management from the University of Aarhus (Denmark). She has been a Director of Ferrovial since 2017. Currently, Mrs. Sørensen is also vice-chairperson of Holcim (she joined Holcim in 2013 and became vice-chairperson in 2022), Tata Motors (since 2018), Tata Consulting Services (since 2018), Jaguar Land Rover Automotive Plc (since 2018) and its affiliate Jaguar Land Rover Limited (since 2019). Mrs. Sørensen was the former chief executive officer of Damco (2014-2016) and Maersk Tankers (2012-2014), chief commercial officer at Maersk Line (2008-2012), and chief financial officer for the Asia region at Maersk Line (A.P. Moller-Maersk Group) (1999-2001). Mrs. Sørensen has also been chairman of ITOPF (2013), vice-chairman of Hoegh Autoliners (2012-2013), non-executive director of Sulzer (2018-2023), and a director of Jaguar Land Rover Holdings Limited (2019-2022), Jaguar Land Rover North America Holdings LLC (2021-2022), Jaguar Land Rover China (2021-2022), Delhivery (2017-2021), Axcel (2010-2013) and INTTRA (2010-2012).

Bruno Di Leo – Bruno Di Leo, External Independent Director of Ferrovial, has U.S., Italian, and Peruvian nationalities and/or citizenships. Mr. Di Leo has a degree in Business Administration from Ricardo Palma University, Lima (Perú) and a postgraduate degree from Escuela Superior de Administración de Negocios, Lima (Perú). Mr. Di Leo started his professional career at the multinational group IBM as customer engineer, 1975. He has been Director of Ferrovial since 2018. Currently, Mr. Di Leo is a managing director of Bearing North LLC. He is also non-executive director of Cummins (since 2015) and Taiger (since 2021) and member of the IESE's International Advisory Board in Spain (since 2013) and of the Deming Center Advisory Board of Columbia Business School (since 2012). Previously, Mr. Di Leo served as senior vice-president of IBM Corporation, where he served as a vice-president of global markets (2012-2018), as a general manager of the growth markets Unit (2008-2011), as a general manager for northeast Europe (2007-2008), global technology services in southwest Europe (2005-2006), and as a general manager for IBM Latin America (2002-2005) and general manager of IBM Brazil (2001-2002).

Juan Hoyos – Juan Hoyos, External Independent Director/Lead Director of Ferrovial, is a Spanish citizen, and holds a Degree in Economics from the Universidad Complutense de Madrid and a master's in business administration in Finance and Accounting from Columbia Business School. Mr. Hoyos has been a Director of Ferrovial since 2019. Currently, he is also the sole administrator and owner of Juan Hoyos y Cia, SLU, and an independent board member of Inmoglaciari (since 2017) and Gescobro Collection Services (since 2015). Previously, Mr. Hoyos served as chairman and senior partner of McKinsey & Company Iberia (1997-2004), and as member of the McKinsey & Company shareholder council worldwide (1998-2006). Furthermore, Mr. Hoyos was strategy, brand & marketing executive vice president of Banco Santander Brazil (2012), an executive chairman of Haya Real Estate (2013-2020) and director of Banco Santander Chile (2007-2012) and Banco Santander Mexico (2011-2012).

Gonzalo Urquijo – Gonzalo Urquijo, External Independent Director of Ferrovial, is a Spanish citizen, and holds a degree in Economic and Political Sciences from Yale University and an MBA from Instituto de Empresa in Madrid. Mr. Urquijo started his professional career as a banker at Citibank and Crédit Agricole from 1984 to 1992. He has been a Director of Ferrovial since 2019. Currently, Mr. Urquijo is also the chief executive officer of Talgo (since 2021), a non-executive director of Gestamp Automoción (since 2017), the chairman of the Fundación Hesperia (since 2012) and a member of the board of trustees of the Fundación Princesa de Asturias (since 2006). Previously, Mr. Gonzalo Urquijo was the chairman of Abengoa (2016-2021) and ArcelorMittal Spain (2008-2016), a member of the general management of ArcelorMittal (2006-2016) and head of the sectors of long products, stainless steel, tubes, emerging markets (2006-2010), the chief financial officer and head of the distribution sector of Arcelor (2002-2006) and the chief financial officer of Aceralia Corporación Siderúrgica (1997-2002). Furthermore, Mr. Urquijo was the chairman of UNESID (the Spanish union of steel companies) (2002-2017), a director of Aceralia (2002-2004), Atlantica Yield (2017-2019), Aperam (2010-2015) and Vocento (2016-2019), among other companies.

Hildegard Wortmann – Hildegard Wortmann, External Independent Director of Ferrovial, is a German citizen, and holds a degree in Business Administration from the University of Münster, Germany and an MBA from the University of London. She has been a Director of Ferrovial since 2021. Currently, Mrs. Wortmann is also a member of the Extended Executive Committee of Volkswagen Group (since 2022), a member of the board of management of Audi AG as head of sales and marketing (since 2019), a non-executive director of Volkswagen Financial Services AG (since 2021), Porsche Holding (since 2020), Porsche Austria (since 2020) and Porsche Retail (since 2020). Previously, Mrs. Wortmann was respectively member of the group board of management for sales of Volkswagen Group (2022-2022) and a non-executive director of the supervisory board of Cariad (2022-2023). In her prior roles, Hildegard Wortmann worked in various management positions at BMW Group (between 1998-2019), such as senior vice president for product management (2010-2017), senior vice president for the brand (2016-2017), and chief executive officer for the Asia-Pacific region (2018-2019). Before, she held various management positions at Unilever in Germany and London (between 1990-1998).

Alicia Reyes – Alicia Reyes, External Independent Director of Ferrovial, is a Spanish citizen, and holds a degree in Law, Economics and Business Administration from the Universidad Pontificia Comillas (ICADE) and a PhD (summa cum laude)

in quantitative methods and financial markets from the same university. Mrs. Reyes has been a Director of Ferrovial since 2021. Currently, she is also president and chief executive officer of Momentus Securities (since May 2023), a non-executive director of Banco Sabadell (since 2020) (which is one of the lenders of the Group), an independent non-executive director of KBC Group (since 2022) and its affiliates KBC Bank (since 2022) and KBC Global Services (since 2022), and a guest professor at the Institute of Finance and Technology in the School of Engineering at University College London (UCL) (since 2020). Previously, Mrs. Reyes was a director and the chief executive officer of Wells Fargo Securities International Limited and Wells Fargo Securities Europe SA (2016-2019), non-executive director of TSB Bank (2021-2022), respectively global head of structuring in the investment banking division and global head of insurance solutions and strategic equity derivatives of Barclays Capital (2006-2014), country manager for Spain and Portugal of Bear Stearns (JP Morgan) (2002-2006) and chief investment officer of the Abengoa group's venture capital fund specialized in technology (Telecom Ventures) (1998-2002). Previously, she also worked for Deutsche Bank as associate in the relative value group (1996-1998).

Santiago Ortiz Vaamonde – Santiago Ortiz Vaamonde, Secretary Non-Director of Ferrovial, is a Spanish citizen and a Spanish State Attorney (*Abogado del Estado*) (on voluntary leave). He holds a PhD in Law from Universidad Complutense de Madrid. Mr. Ortiz Vaamonde has been general counsel and secretary of the Ferrovial Board since 2009. Previously, he was a partner at well-known law firms (2003-2008), specializing in procedural and regulatory law. Furthermore, he was a representative of the Kingdom of Spain before the Court of Justice of the European Union (1997-2002) and a professor at the Diplomatic School and the Universidad Carlos III (2001-2005).

9.4 Board Committees

The Board has an Executive Committee, an Audit and Control Committee and a Nomination and Remuneration Committee.

Among other duties, the Audit and Control Committee and the Nomination and Remuneration Committee have a preparatory and/or advisory role to the Board. Each of these committees has a charter on its role, responsibilities and functioning, which charter will be in effect upon, or shortly after, completion of the Merger. These committees consist of Directors who are appointed for such committees by the Board. Both committees report their findings to the Board, which is ultimately responsible for all decision-making.

9.4.1 Executive Committee

The Executive Committee shall have the competences envisaged by applicable law, as well as such others as may be assigned to it by the Board. All powers and duties assigned to the Board shall also be delegated to the Executive Committee, subject to applicable law, the Articles of Association and the Board Rules. The entirety of the members must consist of Directors. Among its duties, the Executive Committee monitors the Group's financial information, the evolution of the main business indicators, as well as the status of the most relevant matters of the year. It also approves the operations within its competence as a delegated body of the Board.

Upon completion of the Merger, the Executive Committee is expected to consist of Rafael del Pino (chairperson), Óscar Fanjul, Ignacio Madrideojos, María del Pino, José Fernando Sánchez Junco, and Juan Hoyos.

9.4.2 Audit and Control Committee

The Audit and Control Committee shall have the competences envisaged by applicable law, as well as such others as may be assigned to it by the Board. The Audit and Control Committee assists the Board in its decision-making in relation to the supervision of the integrity and quality of the Company's financial and sustainability reporting and the effectiveness of the Company's internal risk management and control systems. Among its duties, the Audit and Control Committee monitors the financial reporting process, ensures that the Company's annual accounts are drawn up in accordance with the applicable accounting regulations, proposes the selection process of the external auditor, advises the Board on the external auditor's nomination and engagement and proposes the selection, appointment or release of the internal audit director.

The Audit and Control Committee will meet when convened by its chairperson, who must do so whenever requested to do so by the Board, the Chairman, or two Directors, and in any case, whenever appropriate for the proper exercise of its duties.

The number of members will be determined by the Board. The entirety of the members of the Audit and Control Committee must consist of Non-Executive Directors, the majority of which qualify as independent under the Dutch Corporate Governance Code. Pursuant to the Dutch Corporate Governance Code, the chairperson of the Audit and Control Committee shall always be an independent Non-Executive Director.

Upon completion of the Merger, the Audit and Control Committee is expected to consist of Mr. Fanjul (chairperson), Mr. Bowman, Mr. Urquijo and Mrs. Reyes.

The charter for the Audit and Control Committee forms part of the Board Rules as an annex. It sets out the duties and responsibilities in more detail and is published on the Group's website under www.ferrovial.com.

9.4.3 **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee shall exercise the competencies set forth by the applicable law and regulations, as well as any other function which may be assigned to it by the Board. Among its duties, the Nomination and Remuneration Committee draws up selection criteria and appointment procedures for Directors, periodically assesses the size and composition of the Board and reports on the candidates for appointment and reappointment as Directors to be submitted by the Board to the consideration of the General Meeting. Furthermore, the Nomination and Remuneration Committee prepares the Remuneration Policy, submits proposals to the Board concerning the remuneration of each Executive Director in accordance with the Remuneration Policy, monitors compliance with the Remuneration Policy and periodically reviews the Remuneration Policy.

The Nomination and Remuneration Committee will meet when convened by its chairperson, who must do so whenever requested by the Board, the Chairman, or two of its members, and in any case, whenever appropriate for the proper exercise of its duties.

The number of members of the Nomination and Remuneration Committee will be determined by the Board. The entirety of the members of the Nomination and Remuneration Committee must consist of Non-Executive Directors, the majority of which qualify as independent under the Dutch Corporate Governance Code. Pursuant to the Dutch Corporate Governance, the chairperson of the Nomination and Remuneration Committee shall always be an independent Non-Executive Director.

Upon completion of the Merger, the Nomination and Remuneration Committee is expected to consist of Mr. Di Leo (chairperson), Mr. Sánchez-Junco, Mrs. Sørensen and Mr. Urquijo.

The charter for the Nomination and Remuneration Committee forms part of the Board Rules as an annex. It sets out the duties and responsibilities in more detail and is published on the Group's website under www.ferrovial.com.

9.5 **Senior Management**

Upon completion of the Merger, the Company's daily management will be performed by the Management Committee, consisting of the Chief Executive Officer and certain other members of senior management. The members of the Management Committee report directly to the Board or one of its members. It is expected that after the Merger Effective Time, the Management Committee will be comprised of the same persons that currently comprise Ferrovial's Management Committee, which are the following members:

Table 50: Persons comprising the Management Committee upon completion of the Merger

Name	Age	Position
Ignacio Madridejos	57	Chief Executive Officer
Dimitris Bountolos	44	Chief Information and Innovation Officer
Luke Bugeja	54	Chief Executive Officer of Ferrovial Airports
Carlos Cerezo	47	Chief Human Resources Officer
Ignacio Gastón	52	Chief Executive Officer of Ferrovial Construction
Ernesto Lopez Mozo	59	Chief Financial Officer
Gonzalo Nieto	49	Chief Executive Officer of Energy Infrastructure and Mobility
Santiago Ortiz Vaamonde	56	General Counsel
María Teresa Pulido	59	Chief Strategy Officer
Andrés Sacristán	52	Chief Executive Officer of Cintra

9.5.1 **CVs senior managers**

Ignacio Madridejos – see section 9.3.1 "*CVs Directors*".

Dimitris Bountolos – Dimitris Bountolos, Chief Information and Innovation Officer of Ferrovial, is a Spanish citizen and holds a degree in civil engineering from the Universidad de Granada and a graduate of a variety of senior management courses at Stanford (2020), ESADE (2013) and IESE (2008). During his career as an entrepreneur, Mr. Bountolos was a founder and partner of different startups in the space, drones and employee experience sector including Zero 2 Infinity (2016-2018), Guudjob (2016-2020), BlueSouth (2016-2020), and IllusionBox (2015-2018). Previously, Mr. Bountolos was vice president of customer experience at Iberia (2013-2015), during which he contributed to the transformation and development of the airline's hub. In addition, Mr. Bountolos was chief digital officer of Latam Airlines (2018-2020), senior advisor to NASA's chief innovation officer in Houston (2016-2020) and advisor of digital transformation for the travel, transportation and logistics sector at McKinsey & Company (2016-2018). Currently, Mr. Bountolos is chief information officer council member at the Wall Street Journal, supervisory board member of EIT Digital, advisory board member of Bankinter (Future Trends Forum), and president of the advisory board of CIONET.

Luke Bugeja – Luke Bugeja, chief executive officer of Ferrovial Airports, is an Australian citizen and holds an MBA from Deakin University, Melbourne and a Diploma in Tourism and Travel from William Angliss College, Melbourne. Mr. Bugeja has spent most of his career in the aviation industry, focusing on airport infrastructure with operational, commercial, and financial experience in airlines, airports and investment management. Most recently, Mr. Bugeja was an operating partner at Hermes GPE (2020-2021) and was responsible for their transport investments and asset management. He also worked for OMERS Infrastructure (2019-2020). Previously, Mr. Bugeja held senior executive positions at Ontario Airport Investments (2011-2018) and Macquarie Bank Limited / mAp Airport (2005-2011). Previously, and over a period of 14 years, Mr. Bugeja has held senior positions at Changi Airports International in Singapore (2018-2019) and non-executive director roles in London City (2016-2018), Brussels (2008-2018) and Bristol (2005-2018) airports. Mr. Bugeja has 16 years of experience in the airline business, having worked at Virgin Blue (2000-2005) and Qantas Airways (1989-2000). Currently, Mr. Bugeja is non-executive director of Heathrow Airport Holding Limited (since 2021), and non-executive chairman of New Terminal One (NTO) (2022) and Havalimani Yatirim ve Isletme A.s. (since 2022). In 2021, he was named chief executive officer of Ferrovial Airports. Currently, Mr. Bugeja is also the independent chairman of Interflour Group.

Carlos Cerezo – Carlos Cerezo, Chief Human Resources Officer, is a Spanish citizen. Mr. Cerezo holds a degree in Philosophy from the Universidad Complutense de Madrid (1998), a master in Human Resources from the Universidad CEU San Pablo (1999, with honors) and an Executive MBA from the Instituto de Empresa (2009). Mr. Cerezo joined Ferrovial in 2006 and since 2015 has held the position of human resources and communications director of Ferrovial Services. Previously, Mr. Cerezo was the corporate HR development director and the HR director of Ferrovial Corporate (2011-2015). In January 2020, he was appointed as Chief Human Resources Officer of Ferrovial. Prior to joining Ferrovial, Mr. Cerezo held various positions in the field of consulting at IBM and PwC (2000-2006).

Ignacio Gastón – Ignacio Gastón, chief executive officer of Ferrovial Construction, is a Spanish citizen and holds a degree in civil engineering from the Universidad de Cantabria (1988-1994) and an MBA from the London Business School (2005-2007). Mr. Gastón joined Ferrovial in 1995, and has held various high-level positions in the Construction Business Division and Services Business Division during his professional career. In 2003, Mr. Gastón joined Amey as development director for Rail and went on to take the position of construction manager at Ferrovial Construction in the United Kingdom in 2007. In 2013, he was appointed managing director at Ferrovial Services Spain. In November 2018, he was appointed chief executive officer of Ferrovial Construction.

Ernesto López Mozo – Ernesto López Mozo, Chief Financial Officer of Ferrovial, is a Spanish citizen and holds a degree in civil engineering from the Universidad Politécnica de Madrid and an MBA from The Wharton School of the University of Pennsylvania. In October 2009, Mr. López Mozo was appointed Chief Financial Officer of Ferrovial. Previously, he held various management positions at Telefónica Group (1999-2009), JP Morgan (1994-1999) and Banco Santander (1992-1994). Before obtaining an MBA, Mr. López Mozo worked in civil engineering. Furthermore, he used to be a member of the IFRS Advisory Council (2013-2015). Currently, Mr. Lopez Mozo is the vice president of the audit and control committee and member of the board of directors of Aegon España, S.A., as well as board member of Heathrow Airport Limited (since 2009).

Gonzalo Nieto – Gonzalo Nieto is chief executive officer of Ferrovial Energy Infrastructures and Mobility Business Division since 2021. He is a Spanish citizen and holds a Master's degree in Physics from the Universidad Complutense de Madrid and an MBA from Stern School of Business, New York University. Mr. Nieto joined Ferrovial in 2004, holding different positions over time which required developing and managing business across several sectors in European, American and Middle Eastern countries. Prior to joining Ferrovial, Mr. Nieto worked at McKinsey & Company (2001-2004) and Merrill Lynch (2000). Currently, Mr. Nieto is director of Serveo Servicios, S.A.U. (where he was formerly also chief executive officer (November 2021-January 2022), joint director of Ferrovial Mobility, S.L.U. (since 2022), Ferrovial Growth, S.L.U. (since 2022), Roland Servicios Empresariales, S.L.U. (since 2022), as well as director of Grupo Serveo, S.L. (since 2022), Thalia Waste Treatment B.V. (since 2021), Steel Ingeniería, S.A. (since 2013), Ferrovial Servicios Ambientales (since 2017) and Ferrovial Canada Limited (since 2017). Mr. Nieto was also director of Amey UK plc and Amey plc (until 2022).

Santiago Ortiz Vaamonde – see section 9.3.1 "—CVs Directors".

María Teresa Pulido Mendoza – María Teresa Pulido Mendoza, Chief Strategy Officer of Ferrovial, is a United States, Spanish, and Venezuelan citizen and holds a Bachelor's Degree in Economics from Columbia University and an MBA from MIT Sloan School of Management. Mrs. Pulido has professional experience in the United States, Spain, and Venezuela. In 2011, Maria Teresa Pulido Mendoza joined Ferrovial as director of corporate strategy. Previously, she held management positions in banking at Citi (2003-2007), Deutsche Bank (2000-2003), Bankers Trust (1998-2000), Wolfensohn (1994-1996) and in consulting at McKinsey & Company (1989-1994). Currently, Mrs. Pulido Mendoza is a member of the board of directors of Bankinter (since 2014), and she is part of MIT Sloan Executive Board (EMSAEB) (since 2006) and of Fundación Eugenio Mendoza (since 2000).

Andrés Sacristán – Andrés Sacristán, chief executive officer of Toll Roads Business Division, is a Spanish citizen and holds a degree in civil engineering from the Universidad Politécnica de Madrid. Mr. Sacristán began his career with Cintra in 2001, holding several positions in the car parks division, including head of development (2005-2007), before moving on to the toll roads division, where he served as head of operations at Eurolink M4 (Ireland) (2007-2009) and as managing director of Radial 4 (Madrid) (2009-2010). In 2010, he was appointed as country manager for Spain and as a member of the Executive Committee. In 2013, he became head of Europe, also taking charge of the Australian and Colombian markets in 2015. In 2017, he was appointed director and chief executive officer of 407 International Inc (2017-2021), Canadian Tolling Company International Inc (2017-2020) and 407 ETR Concession Company Limited (2017-2020). In

2020, Mr. Sacristán took over the management of Cintra United States. Currently, Mr. Sacristán is director of I-66 Express Mobility Partner Holdings LLC (since 2020), I-77 Mobility Partners Holding LLC (since 2020), LBJ Infrastructure Group Holding LLC (since 2020), NTE Mobility Partners Holding LLC (since 2020) (Mr. Sacristán served as president from 2021-2022), NTE Mobility Partners Segments 3 Holding LLC (since 2020) (Mr. Sacristán served as president from 2021-2022) and 407 International Inc (since 2021, prior to which Mr. Sacristán himself was president and chief executive officer (2017-2020)). Mr. Sacristán was appointed chief executive officer of Cintra in 2021.

9.6 Maximum Number of Management and Supervisory Positions of Directors

Restrictions apply with respect to the overall number of management and supervisory positions that a director of a "large Dutch company" may hold. The term "large Dutch company" applies to Dutch public limited liability companies, Dutch private limited liability companies and Dutch foundations that meet at least two of the following three criteria for two consecutive balance sheet dates: (i) the value of the company's/foundation's assets, according to its balance sheet together with explanatory notes, on the basis of the purchase price or manufacturing costs, exceeds EUR 20 million; (ii) its net turnover in the applicable year exceeds EUR 40 million; and (iii) its average number of employees in the applicable year is 250 or more.

Note that the terms "large Dutch company" as defined in this section and section 9.7 "*Diversity*" and the "large company regime" (*structuurregime*) as referred to under section 9.1 "*Management Structure*" refer to different concepts.

A person cannot be appointed as a managing or executive director of a "large Dutch company" if he or she already holds a supervisory position at more than two other "large Dutch companies" or if he or she is the chairperson of the supervisory board or one-tier board of another "large Dutch company". Also, a person cannot be appointed as a supervisory director or non-executive director of a "large Dutch company" if he or she already holds a supervisory position at five or more other "large Dutch companies", whereby the position of chairperson of the supervisory board or one-tier board of another "large Dutch company" is counted twice.

Upon completion of the Merger, the Company does not (yet) meet the criteria of a large Dutch company; however, all Directors comply with the rules referred to above.

9.7 Diversity

Pursuant to Dutch law, Dutch listed companies, such as the Company following Admission, are required to apply mandatory transitional quota of at least one-third women and at least one-third men in relation to appointments of non-executive directors. A resolution to appoint a non-executive director that does not contribute to the mandatory quota while the quota is not met, is null and void (*nietig*). In such event, the person in question will not become a Non-Executive Director.

In addition, large listed Dutch companies must set appropriate and ambitious gender balance targets for the executive directors, non-executive directors and senior management levels. The targets need to be included in a plan, which has to outline the actions required to meet the gender balance targets. Such companies will also be required to report annually, within ten months at the end of the financial year, to the Dutch Social and Economic Council on the annual targets, how to achieve these and, if it has not met the targets, why and how this will be remedied. Such companies will also have to include the information on gender balance target reporting in the annual management report. Upon completion of the Merger, the Company does not (yet) meet the criteria of a large Dutch company.

In addition, pursuant to the Dutch Corporate Governance Code, the Company is expected to have a diversity and inclusion policy. The diversity and inclusion policy should set specific, appropriate and ambitious targets in order to achieve a good balance in gender diversity and the other diversity and inclusion aspects of relevance to the Company, with regard to the composition of the Board and a category of employees in managerial positions to be determined by the Board. The Company must disclose information on its diversity and inclusion policy in its annual management report.

Upon completion of the Merger, the Non-Executive Directors are expected to comprise six male Non-Executive Directors and four female Non-Executive Directors. Accordingly, the composition of the Non-Executive Directors will qualify as balanced under the Dutch gender legislation.

9.8 Potential Conflicts of Interest and Other Information

There are no potential conflicts between the private interests or other duties of Directors or members of senior management on the one hand and any of their duties towards the Company on the other hand. Rafael del Pino and María del Pino are siblings. Otherwise, there is no family relationship between any of the Directors or members of senior management.

In 2021, Mr. Urquijo and six other members of the board of directors of Abengoa, S.A. were fined in an amount of EUR 140,000 by the CNMV in connection with a delay in the filing of the 2019 annual accounts of Abengoa, S.A., which fine was paid pending appeal. Fraudulent offenses by Mr. Urquijo or the other members of the board were expressly excluded by the CNMV in the sanctions proceedings initiated. Mr. Urquijo submitted an appeal with the Spanish courts against the final CNMV resolution, which was dismissed. The proceedings had no relation with the business activities of Ferrovial nor with Mr. Urquijo's position as an External Independent Director of Ferrovial. In 2021, Abengoa, S.A. entered into bankruptcy proceedings, which are currently still ongoing.

Mrs. del Pino was the legal representative of Menosmares, S.L., in turn the vice-chairperson of Karlovy, S.L, when the latter was voluntarily wound up and liquidated in 2021. In addition, Mrs. del Pino was the chairman of Altavis Invest, SICAV, S.A., when it was voluntarily wound up and liquidated in 2022.

Other than as described in this section, during the last five years, none of the Directors or members of senior management: (i) has been convicted of fraudulent offenses; (ii) has served as a director or officer of any entity subject to bankruptcy proceedings, receivership or liquidation or any companies put to administration; or (iii) has been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies), or disqualification by a court from acting as a member of the administrative, management or supervisory body of an issuer, or from acting in the management or conduct of the affairs of any issuer.

There are no arrangements or understandings with major Ferrovial Shareholders, suppliers, customers or others pursuant to which any Director or member of senior management was selected as a member of such management or supervisory bodies or member of senior management of the Company. However, Mrs. del Pino holds her position with Ferrovial as Proprietary Director (*consejera dominical*) by virtue of her interest in the share capital of Ferrovial in accordance with Spanish law.

9.9 Remuneration of Executive Directors

The Board will establish the remuneration of individual Executive Directors, with due observance of the Remuneration Policy to be adopted by the General Meeting upon the proposal of the Board. Executive Directors may not participate in the deliberations and decision-making process of the Board in determining the remuneration and other terms of service for Executive Directors.

The compensation package for the Executive Directors will consist of the following fixed and variable components, which are discussed in more detail below:

- Fixed Remuneration;
- Variable Remuneration;
- Long-term value remuneration;
- Pension and fringe benefits; and
- Severance arrangements.

For more information on the remuneration that Directors, including Executive Directors, receive for their membership of the Board, see section 9.10 "*Remuneration of Directors in their capacity as such*".

9.9.1 Remuneration Policy components

The Remuneration Policy establishes an appropriate balance between fixed and variable components of remuneration. In this regard, up to 75% of the Executive Directors' remuneration is variable, should said Executive Directors receive the maximum available long-term incentive award (150% of the Fixed Remuneration) and exceed their targets up to the maximum available threshold (190% of the Fixed Remuneration, for the Chairman, and 150% of the Fixed Remuneration, for the Chief Executive Officer).

The following table summarizes the remuneration components for the Executive Directors:

Table 51: Remuneration components for the Executive Directors

<u>Executive Director</u>	<u>Fixed Remuneration</u>	<u>AVR</u>	<u>LTVR</u>
Chairman and Executive and Proprietary Director	EUR 1,500,000	Target: 125% of the Fixed Remuneration Maximum: 190% of the Fixed Remuneration	Maximum (annualized): 150% of the Fixed Remuneration
Chief Executive Officer and Executive Director	EUR 1,450,000	Target: 100% of the Fixed Remuneration Maximum: 150% of the Fixed Remuneration	Maximum (annualized): 150% of the Fixed Remuneration

9.9.1.1 Fixed annual base remuneration

Fixed annual base salary

The fixed annual base salary of Executive Directors is determined through consideration of the executive duties associated with the specific role of each Executive Director and comparative remuneration for listed companies similar to the Company. The fixed remuneration is paid on a monthly basis, with double remuneration being paid in June and December of each year.

Remuneration in kind

The Company has taken out life insurance policies to cover the risk of death and disability, of which the Executive Directors are beneficiaries. In addition, Executive Directors are eligible for other social benefits such as a company car, medical

insurance, life and accident insurance, liability insurance and other non-material benefits, in an amount of up to EUR 50,000.

The Chairman and the Chief Executive Officer may allocate part of their annual gross fixed remuneration to obtaining some of the products or services offered by the Company as part of the flexible remuneration plan.

Long-term savings systems

This component of the remuneration scheme, which only applies to the Chief Executive Officer, consists of an extraordinary and deferred remuneration that will only become effective when, on reaching a certain age, the Chief Executive Officer leaves the Company by mutual agreement with the Company, with no consolidated rights.

In order to cover this extraordinary remuneration, the Company will make annual contributions to a Group savings insurance policy, of which the Company itself is the policyholder and beneficiary. This extraordinary remuneration shall not exceed 20% of the total annual remuneration calculated as the fixed annual base remuneration plus the annual variable remuneration target of 100%. The amount of extraordinary remuneration is cumulated annually to the savings plan. An amount equal to 50% of the benefit received by the Chief Executive Officer upon termination of the employment relationship with the Company shall be subject to a two-year post-contractual non-competition agreement entered into between the Chief Executive Officer and the Company.

The right to receive the extraordinary remuneration shall be incompatible with the payment of any compensation that the Chief Executive Officer may be entitled to receive as a result of the termination of the employment relationship with the Company.

9.9.1.2 Variable Elements

Annual Variable Remuneration (AVR)

Annual Variable Remuneration, which will be paid in cash, is linked to individual performance and to the achievement of specific, predetermined and quantifiable economic-financial, industrial and operating targets, as to be set out in the Company's strategic plans (e.g., net income, cash flow, etc.). The aforementioned targets are determined without prejudice to the possibility of considering other factors, particularly in the fields of corporate governance and corporate social responsibility. Such other factors may be of a quantitative or qualitative nature (e.g., stakeholder relations, employee health and safety, people development, innovation, etc.).

The amount of the AVR is determined at the end of the year by the Board at the proposal of the Nomination and Remuneration Committee. The Nomination and Remuneration Committee may propose adjustments to the variable remuneration determined by the Board under exceptional circumstances due to internal or external factors. Additionally, the remuneration related to the results of the Company shall consider any qualifications recorded in the report of the external auditor which might impair the cited results.

If Executive Directors of the Company should receive fees for attendance at meetings of the boards and committees of other companies related to Ferrovial, the sums received for this purpose shall be deducted from the variable annual remuneration of each Director.

The AVR calculation tests whether the quantitative and qualitative targets have been met.

- Quantitative targets: these targets have a minimum weighting of 70% within the entire incentive and consist of metrics that ensure an appropriate balance between the financial and operational aspects of managing of the Company.
- Qualitative targets: these targets related to environmental, social and corporate governance (ESG) factors and have a weighting of 30% in the overall incentive. Qualitative targets are principally linked to the evaluation of the individual performance of the Executive Directors.

The current target amount of the AVR is for the Chairman and the Chief Executive Officer is as follows:

- Chairman: 125% of the fixed remuneration and exceeding targets up to a maximum of 190% of fixed remuneration.
- Chief Executive Officer: 100% of fixed remuneration and an excess of targets up to 150% of the fixed remuneration.

Long-term Variable Remuneration

Executive Directors participate in a long-term variable remuneration system based on performance shares delivery plans, in which other executives and key professionals of the Company also participate. These plans are usually structured in overlapping multiyear cycles (currently three years), granting units each year (which may be converted into shares at the end of the vesting period (currently three years) if the metrics to which the LTVR is subject are fulfilled). The LTVR can be summarized as follows:

The 2020-2022 plan

- On 28 February 2019, the Ferrovial Board approved the 2019 plan, which was later approved by the Ferrovial General Meeting on 5 April 2019. The 2019 plan consisted of one-off grant of units in 2019 with delivery of shares in March 2022.
- The LTVR plan currently in force (as it pertains to the conversion of the 2020, 2021 and 2022 units into shares at the end of the applicable vesting periods, namely, 2023, 2024 and 2025) is the 2020-2022 plan, which was approved by the Ferrovial Board on 19 December 2019, and consequently approved at the Ferrovial General Meeting on 17 April 2020. The 2020-2022 plan will be submitted for re-approval to the General Meeting, and, if approved, will be continued by the Company.
- The 2020–2022 LTRP provides for the allocation of "units", potentially convertible into shares, in 2022, 2021 and 2020. These shares, as the case may be, will be delivered, in the year in which the third anniversary of the allocation of the corresponding units is reached (*i.e.*, 2023 for the 2020 grant, 2024 for the 2021 grant, and 2025 for the 2022 grant).
- The "units" granted under the 2020-2022 LTRP may be converted into shares if (i) the beneficiaries remain in the Company for a period of 3 years from the date of grant of the units, except in exceptional circumstances such as retirement, disability or death, and (ii) certain objectives linked to internal or external metrics reflecting economic-financial and value creation for the company, subject to the conditions approved by the Ferrovial General Meeting.

The 2023-2025 plan

- At the Ferrovial General Meeting for 2023 a new LTVR plan for the Executive Directors was approved. The 2023 LTRP was approved by the Ferrovial Board on 16 December 2022. The 2023-2025 Plan will be submitted for re-approval to the General Meeting.
- The 2023 LTRP provides for the grant of "units", potentially convertible into shares, in 2023, 2024 and 2025. These shares, as the case may be, will be delivered in the year in which the third anniversary of the grant of the corresponding units is reached (*i.e.*, 2026 for the first grant (2023-2025) and 2027 for the second grant (2024-2026)).
- The "units" granted under the 2023-2025 LTRP may be converted into shares if (i) the beneficiaries remain in the Company for a period of 3 years from the date of grant of the units, except in circumstances such as retirement, disability or death, and (ii) certain objectives linked to internal or external metrics reflecting economic-financial or ESG targets and value creation for the company are met, subject to the conditions approved by the respective General Meetings.

The chart below contains a summary of the LTVR granted under the 2019 plan and 2020-2022 plan:

Table 52: Summary of the LTVR granted under the 2019 plan and 2020-2022 plan

	Long-term incentive plan		At the beginning of 2022 financial year	Granted during the 2022 financial year	Consolidated during the 2022 financial year			Instruments expired and not exercised	At the end of the 2022 financial year	
	Plan	Grant	No. of Equivalent shares	No. of Equivalent shares	No. of Equivalent shares	No. of consolidated equivalent shares	Consolidated share price (EUR)	Gross profit from consolidated shares (EUR thousand)	No. of instruments (units)	No. of Equivalent shares
Chairman	2019	2019	70,000	-	35,000	35,000	25,242	883	35,000	-
		2020	46,500	-	-	-	-	-	-	46,500
	2020-2022	2021	67,500	-	-	-	-	-	-	67,500
		2022	-	56,400	-	-	-	-	-	56,400
Chief Executive Officer	2019	2019	14,468	-	7,234	7,234	25,242	183	7,234	-
		2020	46,500	-	-	-	-	-	-	46,500
	2020-2022	2021	67,500	-	-	-	-	-	-	67,500
		2022	-	56,400	-	-	-	-	-	56,400

9.9.1.3 Pension and fringe benefits

Executive Directors will not receive any pension or fringe benefits other than those mentioned in section 9.9.1.1 "*Fixed annual base remuneration*" as remuneration in kind .

The Chief Executive Officer may participate in a deferred compensation scheme that only takes effect when the Director leaves the Company by mutual agreement with the Company upon reaching a certain age, and therefore there are no consolidated rights. See section 9.9.1.1 "*Fixed annual base remuneration*".

9.9.1.4 Severance arrangements and compensation for non-competition agreements

Contractual severance arrangements of the Executive Directors are compliant with the Dutch Corporate Governance Code. The relevant conditions of the Chairman's and the Chief Executive Officer's contracts are described below:

- Chairman:
 - Termination and compensation: termination of the Chairman's contract for any reason whatsoever shall not entitle the Chairman to any compensation.
 - Non-competition: the contract contains a post-contractual non-competition obligation for a period of two years after termination of the contract, compensated by two annuities of the Chairman's fixed remuneration.
- Chief Executive Officer:
 - Termination and compensation: in the event of termination, the Chief Executive Officer shall be entitled to gross compensation equal to the greater of the following two amounts: (i) the amount resulting from the sum of the annual amount of the fixed remuneration and the annual variable target remuneration corresponding to the year in which the contract is terminated; or (ii) the amounts accumulated on the date of termination of the contract in the extraordinary deferred remuneration plan with the limit of two annual payments of the total annual remuneration.
 - Non-competition: 50% of the total amount the Chief Executive Officer could receive in case of termination of the contract will be subject to compliance with a two-year post-contractual non-competition agreement.

9.9.2 Adjustments to variable remuneration

The amount of the AVR is set at the end of the year by the Board at the proposal of the Nomination and Remuneration Committee, which in turn may propose adjustments to the variable remuneration set by the Board in exceptional circumstances due to internal or external factors. Moreover, the remuneration related to the Company's results shall take into account any qualifications recorded in the external auditor's report that might impair the cited results.

9.9.3 Remuneration for the Executive Directors in 2022

The below table summarizes the remuneration for Executive Directors for the performance of their executive duties in the year 2022 as compared to year 2021:

Table 53: The remuneration for Executive Directors (in 2022 as compared to 2021)

<i>(Thousands of EUR)</i>	2022	2021
Chairman		
Fixed remuneration	1,500	1,500
Variable remuneration	2,609	2,275
Plans linked to shares	883	490
Other ⁽⁰⁾	10	9
TOTAL	5,002	4,274
Chief Executive Officer		
Fixed remuneration	1,150	1,100
Variable remuneration	1,538	1,283
Share plan linked to objectives	183	0
Other ⁽⁰⁾	5	4 ⁽⁰⁾
TOTAL	2,876	2,387

⁽⁰⁾ Item "other" corresponds to a life insurance premium.

9.10 Remuneration of Directors in their capacity as such

The Board will establish the remuneration of individual Directors in their capacity as such, in accordance with the remuneration policy to be adopted.

The remuneration of Directors in their capacity as such will consist of:

- A fixed emolument;
- Attendance fees; and
- A complementary fixed emolument.

The fixed emolument is an appropriate amount for the responsibility and dedication demanded by the respective Director's position within the Board, and is paid in quarterly settlements. The complementary fixed emolument is paid in one lump sum at the end of the financial year. If the maximum annual amount is exceeded, the fixed complementary emolument will be reduced in proportion to each Director, according to their length of service on the Board during the relevant year. If the maximum annual amount is not reached, the Board shall decide in accordance with its powers.

Attendance fees are paid quarterly. The amount of the attendance fees corresponding to the Chairmen of these bodies (*i.e.*, the Board, the Executive Committee, the Audit and Control Committee and the Nomination and Remuneration Committee) is double the amounts otherwise established, in accordance with the remuneration principle of remuneration reward upon the basis of the level of responsibility and the dedication required by the position.

Table 54: Remuneration of Directors

	Applies to	Amount
Fixed Emolument	N/A	EUR 35,000
Complementary Fixed Emolument	Chairman	EUR 92,000
	Deputy Chairman 1	EUR 80,500
	Deputy Chairman 2	EUR 57,500
	Other members of the Board	EUR 46,000
Attendance fees (EUR per meeting)	Board	EUR 6,000
	Executive Committee	EUR 2,200
	Audit and Control Committee	EUR 2,200
	Nomination and Remuneration Committee	EUR 1,650

9.10.1 Remuneration for the Directors in their capacity as such in 2022

The total amount paid in 2022 to the Directors for their membership of the Board in their capacity as such was EUR 1,900,000, which is the maximum annual amount established in the director' remuneration policy. This amount includes (i) EUR 662,000 for attendance fees; (ii) EUR 420,000 for fixed emolument (linear); and (iii) EUR 818,000 for complementary fixed emolument. The last figure comprises EUR 185,000 (the "surplus") distributed among the Directors considering their length of service on the Board. It is the difference between the whole amount paid to Directors for attendance fees and fixed emolument (linear and complementary) and the maximum annual amount established in said remuneration policy. The chart also includes the aforementioned fixed emolument and the attendance fee that Executive Directors receive in their capacity as directors (*i.e.*, for their mere membership to the Board and excluding executive duties).

Table 55: Remuneration for the Non-Executive Directors in 2022

Director	Fixed Emolument	Attendance fees	Complementary Fixed Emolument	Total
<i>(Thousands of EUR)</i>				
Rafael del Pino	35	103	107	245
Óscar Fanjul	35	73	96	204
Ignacio Madridejos	35	51	61	148
María del Pino	35	51	61	148
José Fernando Sánchez-Junco	35	58	61	154

Philip Bowman	35	47	61	143
Hanne Sørensen	35	41	61	137
Bruno Di Leo	35	49	61	146
Juan Hoyos	35	51	61	148
Gonzalo Urquijo	35	54	61	150
Hildegard Wortmann	35	36	61	132
Alicia Reyes	35	47	61	143

9.10.2 Pensions for the Non-Executive Directors

In 2022, no amounts were set aside or accrued by Ferrovial or its subsidiaries to provide for pensions and retirement or similar benefits of senior management. Ferrovial does not have any pension plan in place for Non-Executive Directors.

9.11 Remuneration for members of senior management in 2022

In 2022, the total remuneration for the members of the senior management amounted to EUR 11,256,823, comprised of EUR 4,755,128 in fixed remuneration, EUR 4,821,699 in variable remuneration, EUR 1,629,182 in shares under the LTRP and EUR 50,814 in life insurance premiums and Council memberships in other subsidiaries.

In 2022, no amounts were set aside or accrued by Ferrovial or its subsidiaries to provide for pensions and retirement or similar benefits of senior management, except for a contribution (including 4,379 euros of expenses) of EUR 1,459,626 to a group savings insurance policy under which the Company is both the policy holder and beneficiary in relation to an extraordinary remuneration scheme for senior management. Under this extraordinary remuneration scheme, senior managers are, subject to the fulfillment of certain conditions, paid extraordinary remuneration upon leaving their respective position. Ferrovial does not have any pension plan in place for senior management.

9.12 Equity Holdings

9.12.1 Equity holdings Directors

As at the date of this Prospectus, the Directors have no equity holdings in the Company. On the assumption that 724,563,453 Shares are allotted by the Company pursuant to the Merger and 2,879,808 Shares (currently held by Ferrovial) are held as treasury Shares as a result of the Merger, the shareholdings and 'units' granted as part of the Long-Term Value Remuneration held by the Directors in the share capital of the Company upon completion of the Merger will be as set out below.

Table 56: The equity holdings of Directors upon completion of the Merger

Name	Total Shares	Total units ⁽¹⁾
Rafael del Pino	148,572,311 ⁽²⁾	174,580
Óscar Fanjul	44,958	-
Ignacio Madridejos	86,328	174,580
María del Pino	59,683,100 ⁽³⁾	-
José Fernando Sánchez-Junco	178,453	-
Philip Bowman	31,970	-
Hanne Sørensen	-	-
Bruno Di Leo	-	-
Juan Hoyos	5,788	-
Gonzalo Urquijo	210	-
Hildegard Wortmann	-	-
Alicia Reyes	-	-

⁽¹⁾ The total number of units represents the sum of the units granted as part of the Long-Term Value Remuneration in the years 2021, 2022, and 2023. Units may convert into Shares, subject to the satisfaction of certain conditions, including performance criteria, and hence the number of Shares to be received at vesting may be lower than the total number of units included here. See section 9.9.1.2 "Variable Elements" for a more detailed description.

⁽²⁾ Of which 15,865 Shares are held directly and 148,556,446 Shares are held indirectly through Rijn Capital B.V.

⁽³⁾ Of which 22,757 Shares are held directly and 59,660,343 Shares are held indirectly through Menosmares, S.L

9.12.2 Equity holdings members of senior management

As at the date of this Prospectus, the members of senior management have no equity holdings in the Company. On the assumption that 724,563,453 Shares are allotted by the Company pursuant to the Merger and 2,879,808 Shares (currently held by Ferrovial) are held as treasury Shares as a result of the Merger, the shareholdings and 'units' granted as part of the Long-Term Value Remuneration held by the senior management in the share capital of the Company upon completion of the Merger will be as set out below.

Table 57: The equity holdings of the senior management upon completion of the Merger

Name	Total Shares	Total units ⁽¹⁾
Ignacio Madridejos	86,328	174,580
Dimitris Bountolos	5,843	46,305
Luke Bugeja	-	68,625
Carlos Cerezo	26,891	46,305
Ignacio Gastón	54,543	79,275
Ernesto Lopez Mozo	197,293	79,275
Gonzalo Nieto	15,006	33,605
Santiago Ortiz Vaamonde	79,573	46,305
María Teresa Pulido	96,362	46,305
Andrés Sacristán	22,509	68,625

⁽¹⁾ The total number of units represents the sum of the units granted as part of the Long-Term Value Remuneration in the years 2021, 2022, and 2023. Units may convert into Shares, subject to the satisfaction of certain conditions, including performance criteria, and hence the number of Shares to be received at vesting may be lower than the total number of units included here. See also section 9.11 "—Remuneration for members of senior management in 2022".

9.13 Equity Plans

The 2020-2022 LTRP plan described above is provided to Executive Directors, senior managers and managers. The annual cost of the plan cannot exceed EUR 22,000,000 and it is conditional on employees remaining at the Company for three years as from the date it is granted (barring special circumstances) as well as on the achievement of certain ratios calculated on the basis of business cash flow and total shareholder return relative to a peer group during the vesting period.

Table 58: Equity Plans

	2022	2021	2020
Number of shares at beginning of year	2,054,531	2,468,724	3,125,747
Plans granted	702,675	909,578	622,004
Plans settled	(356,958)	-292,413	-930,106
Shares surrendered and other	(526,552)	-954,346	-307,068
Shares exercised	(91,569)	-77,012	-41,853
Number of shares at year-end	1,782,127	2,054,531	2,468,724

There were 1,782,127 shares outstanding in relation to these plans as of 31 December 2022.

9.14 Employment, Service and Severance Agreements

As of the date of this Prospectus, the Executive Directors have entered into service agreements with Ferrovial. The Company intends to maintain such service agreements following completion of the Merger. The service agreements are entered into for an indefinite term. The service contract with the Chairman does not contain provisions for benefits upon termination of employment. The service contract with the Chief Executive Officer contains severance provisions which provide for compensation for the loss of income resulting from a termination of employment in addition to a notice period of 3 months. See section 9.9.1.4 "—Severance arrangements and compensation for non-competition agreements" for detailed information regarding severance arrangements.

The Non-Executive Directors do not have an employment or severance contract with the Company. The Company may provide the Non-Executive Directors with a short-form appointment letter, setting forth the principles of a Non-Executive

Director's appointment and relationship with the Company, provided, however that the Non-Executive Directors will be remunerated within the limits of the remuneration policy.

9.15 Liability of Directors

Under Dutch law, the Directors may be liable towards the Company for damages in the event of improper or negligent performance of their duties. They may be jointly and severally liable for damages towards the Company for infringement of the Articles of Association or of certain provisions of applicable law. In addition, they may be liable towards third parties for infringement of certain provisions of applicable law. In certain circumstances, they may also incur additional specific civil and criminal liabilities.

9.16 Insurance

The Directors and certain other directors and/or officers of the Group are insured under an insurance policy taken out by the Company against damages resulting from their conduct when acting in their capacities as Directors or officers.

9.17 Pension Schemes

The Group does not operate any post-employment benefit or contribution schemes.

9.18 Trade Union Relations and Works Council

Good labor-management relations are fundamental to the Group. The Group manages its relation with unions, works councils and other employee representative bodies professionally and pro-actively. At the date of this Prospectus, the Group has good labor-management relationships in all the countries it is active in and there are no disputes, strikes or work stoppages affecting its operations.

As at the date of this Prospectus, neither Ferrovial nor the Company have a works' council in place. The Company does not expect to install a works' council following the Merger.

9.19 Employees

For an overview of the Group's employees, see section 6.13 "*Business—Employees*".

9.20 Corporate Resolutions Future Governance

No resolutions have been adopted that are expected to have a material impact on the Company's corporate governance.

9.21 Dutch Corporate Governance Code

The Dutch Corporate Governance Code applies to all Dutch companies listed on a government-recognized stock exchange, whether in the Netherlands or elsewhere. The Dutch Corporate Governance Code therefore applies to the Company. The Dutch Corporate Governance Code contains a number of principles and best practice provisions in respect of boards, shareholders and the general meeting, financial reporting, auditors, disclosure, compliance and enforcement standards.

The Company is required to disclose in the management report within its annual report whether or not it applies the provisions of the Dutch Corporate Governance Code and, if it does not apply those provisions, to explain the reasons why that is the case.

9.21.1 Compliance with the Dutch Corporate Governance Code

The Company acknowledges the importance of good governance. The Company has taken into consideration for its corporate governance, and will continue to do so in the future, the best practices of the Code. At the same time, the Company is continuing the good governance practices developed by Ferrovial in the Spanish context. Accordingly, the Company's governance deviates in certain respects from the Code. The Company will continue to review and assess its compliance with the Code, and explain any specific deviations in its first annual report as a Dutch listed company, in accordance with the requirements of the Code.

10 DESCRIPTION OF SHARE CAPITAL

The following paragraphs summarize information concerning the Company's share capital and material provisions of the Articles of Association and applicable Dutch law. This section summarizes the Articles of Association. This summary does not purport to be complete and is qualified in its entirety by reference to, and should be read in conjunction with, the Articles of Association and the relevant provisions of Dutch law as in force on the date of this Prospectus.

The Articles of Association in the governing Dutch language and in an unofficial English translation thereof are available on the Group's website (www.ferrovial.com). See also section 9 "*Management, Employees and Corporate Governance*" for a summary of material provisions of the Articles of Association, Board Rules and Dutch law relating to the Board.

10.1 General

Ferrovial was incorporated under the laws of Spain as a *sociedad anónima* (S.A.) on 3 February 1998 under the corporate name Cintra Concesiones de Infraestructuras de Transporte, S.A. In 2009, the then parent company of the Group, Grupo Ferrovial, S.A., was absorbed by its subsidiary Cintra Concesiones de Infraestructuras de Transporte, S.A., after which said subsidiary became the parent of the Group and changed its corporate name to Ferrovial, S.A. (see section 6.2 "*History and Development of the Group*" for a detailed description of the Group's history). The domicile and registered office for Ferrovial is located at Calle del Príncipe de Vergara 135, 28002 Madrid, Spain

The Company was originally incorporated as a public limited company under the laws of England and Wales and converted to a European public limited liability company (*Societas Europaea*) under the laws of England and Wales on 13 December 2018. On 26 March 2019, the Company transferred its registered office to the Netherlands and since exists under the laws of the Netherlands. The legal and commercial name of the Company is Ferrovial International SE and will, as of the Merger Effective Time, be Ferrovial SE. The seat of the Company is in Amsterdam, the Netherlands and its address at Kingsfordweg 151, 1043 GR Amsterdam, The Netherlands. The Company's telephone number is +31 (0)20 798 3700 and its website is www.ferrovial.com. The Company is registered in the Dutch Commercial Register of the Chamber of Commerce (*Handelsregister van de Kamer van Koophandel*) under number 73422134 and its LEI is 72450022R2ZF41Y6I04.

10.2 Corporate Purpose

Pursuant to article 2.2 of the Articles of Association (following the Merger Effective Time), the corporate objects of the Company are:

- to design, build, execute, operate, manage, run and maintain infrastructures and public and private works, either directly or through its participation in companies, groupings, consortia or any other similar legal form legally permitted in the relevant country;
- to operate and provide all kinds of services related to urban and interurban transport infrastructure, either by land, sea or air;
- to operate and manage all kinds of complementary services and works that could be offered around public and private works and infrastructures;
- to hold, on its own behalf, all kinds of concessions, sub concessions, authorizations and administrative licenses for works, services and both work and services, granted by any public or private entity, organization or institution, either domestic or foreign;
- to manage, administer, acquire, promote, transfer, urbanize, rehabilitate and operate in any form, lands, lots, residential developments, real estate zones or developments, and in general all kinds of real properties;
- to build, acquire, supply, import, export, lease, install, maintain, distribute and operate machinery, tools, vehicles, facilities, materials, equipment and furnishings of all kinds, including urban furnishings and equipment;
- to acquire, operate, sell and assign intellectual and industrial property rights;
- to provide services related to the conservation, repair, maintenance, sanitation and cleaning of all kinds of works, installations and services, to both public and private entities;
- to provide engineering services such as preparing projects, studies and reports;
- to prepare projects and studies for the construction, maintenance, operation and marketing of all kinds of water and wastewater supply, discharge, transformation and treatment facilities and waste products research and development in such fields;
- to provide services related to the environment such as smoke and noise control, integral waste disposal management including from collection to purification, transformation and treatment;
- to build, manage, operate, exploit and maintain energy production or carrier systems for any kind of energy;

- to research, design, develop, manufacture, operate and assign programs and in general computer, electronic and telecommunications products;
- to research, operate and exploit mineral deposits, as well as acquire, use and enjoy permits, licenses, concessions, authorizations and other rights to mine, and to industrialize, distribute and sell mineral products;
- to participate in other businesses of whatever nature, to take any other interest in or conduct the management of those businesses, to provide any kind of services to third parties, to attract financing, to finance third parties, to provide security or assume liability for the obligations of third parties;
- to coordinate and perform on its own behalf all kinds of operations related to securities in any kind of market, national or international;
- to buy, sell, or in any other way acquire, transmit, swap, transfer, pledge and subscribe all kinds of shares, securities convertible into shares or which grant the right to acquire or subscribe to bonds, rights, payment notes, government bonds, or tradable securities and to acquire holdings in other companies;
- to provide any kind of legal entities and companies with management and administration services, such as consulting services and advisory services in accounting, legal, technical, financial, tax, labor and human resources matters;
- any other activities that are permitted under applicable law;
- and to do all that is connected therewith or may be conducive thereto, all to be interpreted in the broadest sense.

The above listed objects may be undertaken by the Company indirectly, either totally or in part, through holdings in other companies with an equivalent object and incorporated in the Netherlands or abroad. Thus, the Company's corporate purpose also includes the management and administration of securities representing the equity of companies, whether or not resident in the Netherlands, by means of the corresponding organization of material and human resources.

10.3 Share Capital

10.3.1 Authorized and issued share capital of Ferroviaal and the Company

As of the date of this Prospectus, Ferroviaal has an issued share capital of EUR 145,488,652.20, which consists of 727,443,261 Ferroviaal Shares, each with a nominal value of EUR 0.20. All issued Ferroviaal Shares are represented by accounting entries (*anotaciones en cuenta*) and are completely subscribed for and paid-up.

As of the date of this Prospectus, the authorized share capital of the Company amounts to EUR 7,500,000 and consists of 750,000,000 Shares with a nominal value of EUR 0.01 each and the issued share capital consists of EUR 3,714,385.35 and 371,438,535 Shares.

At the Merger Effective Time, all Shares in issuance immediately prior to the Merger Effective Time will be cancelled, save for the number of Shares that is equal to the number of Ferroviaal Shares held by Ferroviaal in treasury immediately prior to the Merger Effective Time, which Shares will become treasury Shares of the Company as a result of the Merger. Upon completion of the Merger, the authorized share capital of the Company will amount to EUR 30,000,000, consisting of 3,000,000,000 Shares with a nominal value of EUR 0.01 each, and the issued share capital of the Company will consist of such number of Shares allotted in the Merger, plus the number of Shares held by the Company as a result of the Merger. See section 4.10 "*The Merger—Share exchange ratio, procedure and consideration*" for a detailed description of the share exchange ratio and procedure.

The net asset value (total assets minus total liabilities, but adjusted for the hybrid bond that will be repurchased in relation to the Merger (in the amount of EUR 500 million)) per Ferroviaal Share as at 31 December 2022, being the date of the 2022 Consolidated Financial Statements, and calculated on the basis of the number of Ferroviaal Shares issued as at 31 December 2022 (727,443,261), is EUR 4.97.

As of the date of this Prospectus, 2,879,808 Ferroviaal Shares are held in treasury by Ferroviaal, and, assuming this number does not change between the date of this Prospectus and the Merger Effective Time, as at the Merger Effective Time, the same number 2,879,808 of Shares will be held in treasury by the Company.

As the Company was incorporated and existing under the laws of England and Wales prior to 26 March 2019, all issued Shares have been created under the laws of England and Wales and are, as of the date of this Prospectus, subject to the laws of the Netherlands. Furthermore, all issued Shares are fully paid-up.

10.3.2 History of share capital of the Company

As at the date of this Prospectus, there have been no changes in the share capital of the Company since the start of the period covered by the Consolidated Financial Statements, save for the following capital reduction (the Capital Reduction).

On 17 May 2023, the Company implemented an amendment of its articles of association pursuant to which (i) each two Shares were combined into one Share; and (ii) the nominal value of each such resulting Share was decreased from EUR 1 to EUR 0.01 whereby the sum of such Capital Reduction was credited to the share premium reserve of the Company.

Immediately prior to this Capital Reduction, the authorized share capital of the Company amounted to EUR 750,000,000 and consisted of 750,000,000 Shares with a nominal value of EUR 1.00 each and the issued share capital of the Company consisted of EUR 742,877,070 and 742,877,070 Shares. The Capital Reduction effectively resulted in the number of issued Shares being halved. As a result of the Capital Reduction, (i) the Company has an issued share capital of EUR 3,714,385.35, which consists of 371,438,535 Shares, with a nominal value of EUR 0.01 each; and (ii) the Company's authorized share capital, as set out in the Company's articles of association, is EUR 7,500,000, divided into 750,000,000 shares with a nominal value of EUR 0.01 each.

10.4 Shareholders Register

The Shares are in registered form (*op naam*). No share certificates (*aandeelbewijzen*) are or may be issued. Upon request, a Shareholder, usufructuary or pledgee of such Shares shall be given free of charge a declaration of what is stated in the shareholders register concerning the Shares registered in his or her name. If the Shares are encumbered with a right of usufruct (*vruchtgebruik*) or a right of pledge (*pandrecht*), the extract will state to whom such rights will fall to. The shareholders register is kept by the Board. The shareholders register may be kept in electronic form.

The Company's shareholders register records the names and addresses of the Shareholders, the number of Shares held, the date on which the Shares were acquired, the date of acknowledgement and/or service upon the Company of the instrument of transfer, the amount paid on each Share and the date of registration in the shareholders register. In addition, each transfer or passing of ownership is registered in the shareholders register. The shareholders register also includes the names and addresses of persons and legal entities with a right of pledge or a right of usufruct on those Shares, the date on which they acquired such a right and the date of acknowledgement or service upon the Company of the instrument of transfer.

For shares as referred to in the Dutch Securities Giro Transactions Act (*Wet giraal effectenverkeer*), including the Shares, which are included in: (i) a collective depot as referred to in that Dutch Securities Giro Transactions Act, of which shares form part, as being kept by an intermediary; or (ii) a giro depot as referred to in that Act of which shares form part, as being kept by a central institute, the name and address of the relevant intermediary or the relevant central institute shall be entered in the shareholders register, stating the date on which those shares became part of such collective depot or giro depot, the date of "acknowledgement by" or "giving of notice to", as well as the paid-up amount on each Share.

10.5 Issuance of Shares

The Board resolves on the issue of Shares and determines the issue price, as well as the other terms and conditions of the issue, if and insofar as the Board has been authorized by the General Meeting to issue Shares with due observance of the applicable statutory provisions. Unless otherwise stipulated at its grant, the authorization cannot be withdrawn without a proposal thereto by the Board. The authorization of the Board may be extended by specific consecutive periods with due observance of applicable statutory provisions.

If and insofar as the Board has not been authorized, the General Meeting, pursuant to a proposal thereto by the Board, resolves on the issue of Shares and determines the issue price, as well as the other terms and conditions of the issue.

The above equally applies to the granting of rights to subscribe for Shares, such as options, but is not required for an issue of Shares pursuant to the exercise of a previously acquired right to subscribe for Shares. The Company may not subscribe for its own Shares on issue.

The Board has been authorized, for a period of eighteen months from the Merger Effective Time, to issue Shares, or grant rights to subscribe for Shares, for an amount up to 10% of the Company's issued share capital. Per the Merger Effective Time, each of the Executive Committee and the Chief Executive Officer will be delegated by the Board to adopt, on behalf of the Board, such resolution. In addition, the Board has been authorized, for a period of eighteen months from the Merger Effective Time, to resolve to issue shares in relation to a one or more scrip dividends, materially in the amount of scrip dividends approved by the Ferroviaal general meeting held on 13 April 2023. Per the Merger Effective Time, each of the Executive Committee and Chief Executive Officer will be delegated by the Board to resolve on such issuance and/or exclusion of pre-emptive rights, and interim scrip dividends, and their terms, generally.

10.6 Pre-emptive Rights

Upon issue of Shares or grant of rights to subscribe for Shares, each Shareholder shall have a pre-emptive right proportional to the aggregate nominal amount of his or her Shares. Subject to article 2:96a BW, the corporate body that resolves to issue Shares (*i.e.*, in this case, either the Board or the General Meeting, depending on the circumstances) determines, upon adopting such resolution to issue Shares and with due observance of the applicable statutory provisions, in which way and within which period of time the pre-emptive rights may be exercised.

Shareholders do not have pre-emptive rights in respect of the Shares issued: (i) to employees of the Company or of a Group Company, (ii) against contributions in kind, or (iii) to a person exercising a previously acquired right to subscribe

for Shares. These pre-emptive rights and non-applicability of pre-emptive rights equally apply to the granting of rights to subscribe for Shares.

The Board may resolve to limit or exclude pre-emptive rights, if and insofar the Board has been authorized to do so by the General Meeting with due observance of the applicable statutory provisions. Unless otherwise stipulated at its grant, the authorization cannot be withdrawn without a proposal thereto by the Board. The designation will only be valid for a specific period and may be extended by specific consecutive periods with due observance of applicable statutory provisions.

If and insofar the Board has not been authorized, the General Meeting, pursuant to a proposal thereto by the Board, resolves on the limitation or exclusion of pre-emptive rights. If less than one-half of the issued share capital is represented at the General Meeting, a resolution of the General Meeting to limit or exclude the pre-emptive rights and a resolution to authorize the Board as referred above will require a majority of at least two-thirds of the votes cast. Otherwise, the resolution may be adopted by a majority of votes cast.

The Board has been authorized, for a period of eighteen months from the Merger Effective time, to limit or exclude pre-emptive rights in respect of share issuances for up to 10% of the Company's issued share capital. Per the Merger Effective Time, each of the Executive Committee and the Chief Executive Officer will be delegated by the Board to adopt, on behalf of the Board, such resolution. In addition, the Board has been authorized, for a period of eighteen months from the Merger Effective Time, to resolve to exclude or limit pre-emptive rights in relation to a one or more scrip dividends, materially in the amount of scrip dividends approved by the Ferrovial general meeting held on 13 April 2023. Per the Merger Effective Time, each of the Executive Committee and Chief Executive Officer will be delegated by the Board to resolve on such issuance and/or exclusion of pre-emptive rights, and interim scrip dividends, and their terms, generally.

10.7 Acquisition by the Company of its Shares

The Company may acquire fully paid-up Shares if and insofar the General Meeting has authorized the Board to do so with due observance of the statutory provisions.

The Company may acquire fully paid-up Shares at any time for no consideration or, subject to Dutch law and the Articles of Association, if: (i) the distributable part of the Shareholders' equity is at least equal to the total purchase price of the repurchased Shares, (ii) the aggregate nominal value of the Shares that the Company acquires, holds or holds as pledge or that are held by a subsidiary does not exceed 50% of the issued share capital and (iii) the Board has been authorized by the General Meeting to repurchase Shares.

The General Meeting's authorization is valid for a specific period with due observance of applicable statutory provisions. As part of the authorization, the General Meeting determines in its authorization the number of Shares the Company may acquire, in what manner and at what price range. Acquisition by the Company of Shares not fully paid-up is null and void (*nietig*).

No authorization from the General Meeting is required if the Company repurchases fully paid-up Shares for the purpose of transferring these Shares to employees of the Company or of a Group Company pursuant to any applicable equity plan, provided that the Shares are quoted on an official list of a stock exchange.

The Company may acquire Shares against payment in cash or in a form other than cash. If the Company acquires Shares pursuant to an authorization to the Board, the cash equivalent of a payment in a form other than cash as determined by the Board, must be within the limits of such authorization.

The Company or a subsidiary may not cast votes on Shares held by it nor will such Shares be counted for the purpose of calculating a voting quorum. Usufructuaries or pledgees of Shares belonging to the Company or any of its subsidiaries are not excluded from voting if the right of usufruct or the right of pledge was created before such Share was held by the Company or any of its subsidiaries. The Company or a subsidiary may not cast a vote in respect of a Share on which it holds a right of usufruct or a right of pledge.

When determining the allocation of an amount to be distributed, Shares held by the Company in its capital are not taken into account, unless those Shares are encumbered with a right of usufruct or a right of pledge. The Board is authorized to dispose of the Company's own Shares held by it.

The Board has been authorized, for a period of eighteen months from the Merger Effective Time, to resolve on the acquisition of Shares provided that the Company and the Group Companies do not hold more than 10% of the Company's issued share capital, and against a price of up to 125% of their quoted price on a market on which the Shares are listed, as determined by the Board, on the date of repurchase. Per the Merger Effective Time, each of the Executive Committee and the Chief Executive Officer will be delegated by the Board to adopt, on behalf of the Board, such resolution.

10.8 Transfer of Shares

The transfer of Shares (not being, for the avoidance of doubt, a beneficial entitlement to a Share held through the systems of DTC, Iberclear, Euroclear Bank or Euroclear Nederland) requires a deed executed for that purpose and, save in the event that the Company itself is a party to the transaction, written acknowledgement of that transfer by the Company. Serving of the deed of transfer or of a certified notarial copy or extract of that deed, on the Company, will be the equivalent of acknowledgement. This applies equally to the creation of a right of pledge or a right of usufruct on a Share, provided

that a right of pledge may also be established without acknowledgement by, or service on the Company, with due observance of section 2:86c(4) BW.

There are no restrictions on the transferability of Shares in the Articles of Association or under Dutch law. However, the transfer of the Shares into jurisdictions other than the Netherlands and Spain may be subject to specific regulations or restrictions.

Shares that have been entered into DTC's book-entry system will be registered in the name of Cede & Co. as nominee for DTC and transfers of beneficial ownership of shares held through DTC will be effected by electronic transfer made by DTC participants. Any Shares held by DRS Holders will be registered in the name of such DRS Holder and evidenced through DRS. The name of each DRS Holder will thus be entered as the registered owner of the relevant number of Shares on the Company's register.

Shares accepted for inclusion by Euroclear Netherlands (as the central institute under the Dutch Securities Giro Transactions Act) or in intermediary in the giro depot or collective depot, respectively, can only be delivered from a collective depot or giro depot with due observance of the related provisions of the Dutch Securities Giro Transactions Act. The transfer by a depot shareholder of its book-entry rights representing such Shares shall be effected in accordance with the provisions of the Dutch Securities Giro Transactions Act. The same applies to the establishment of a right of pledge and the establishment or transfer of a usufruct on these book-entry rights.

The AQS links the four Spanish Stock Exchanges, providing those securities listed on it with a uniform, continuous market that eliminates certain of the differences between the local exchanges. All trades on the AQS must be placed through a brokerage firm, a dealer firm or a credit entity that is a member of a Spanish Stock Exchanges. See section 3.3.5 "*The Admission—Settlement—The Spanish Automated Quotation System (AQS)*" for more information on how the AQS works.

Transactions carried out for equity securities included on the AQS, such as the Shares, are cleared through BME Clearing as central clearing counterparty (CCP), and settled and recorded through Iberclear, as CSD. BME Clearing is the CCP in charge of the clearing of transactions closed on the Spanish Stock Exchanges. BME Clearing interposes itself on its own account as seller in every share purchase and as buyer in every share sale. It calculates buy and sell positions *vis-à-vis* the participants designated in such buy or sell instructions. The CCP then generates and sends to Iberclear the relevant settlement instructions. The settlement and registration platform managed by Iberclear (ARCO), receives the settlement instructions from BME Clearing and forwards them to the relevant Iberclear participant entities involved in each transaction. ARCO operates under a "T2 Settlement Standard", by which any transactions must be settled within two AQS trading days following the date on which the relevant transaction was completed. See section 3.3.4 "*The Admission—Settlement—Iberclear*" for more information on how Iberclear and BME Clearing work.

10.9 Capital Reduction

Pursuant to a proposal of the Board, the General Meeting may decide to reduce the issued share capital with due observance of article 2:99 BW. The issued share capital may be reduced by reducing the nominal value of Shares by means of an amendment to the Articles of Association or by cancelling Shares.

A resolution of the General Meeting to reduce the share capital requires a majority of at least two-thirds of the votes cast, if less than one-half of the issued share capital is present or represented at the General Meeting or a simple majority if one-half or more of the issued share capital is present or represented at the General Meeting. A resolution to cancel Shares can only relate to those held by the Company itself or all Shares of a particular class.

In addition, Dutch law contains detailed provisions regarding the reduction of capital. A resolution to reduce the issued share capital shall not take effect as long as creditors have legal recourse against the resolution. Certain aspects of taxation of a reduction of share capital are described in section 13 "*Taxation*" of this Prospectus.

The General Meeting has resolved to cancel Shares as these may be held by the Company from time to time, subject to the number of Shares to be cancelled being determined by the Board, as well as whether the cancellation of Shares is implemented in one or more tranches. This resolution will lapse 18 months after the Merger Effective Time. Per the Merger Effective Time, each of the Executive Committee and the Chief Executive Officer will be delegated by the Board to adopt, on behalf of the Board, such resolution.

10.10 Dividends and Other Distributions

10.10.1 General

The Company may only make distributions, whether a distribution of profits or freely distributable reserves, to its Shareholders to the extent that the Company's equity exceeds the sum of the paid-up and called-up part of the capital and the reserves which must be maintained by Dutch law or by the Articles of Association. See section 5 "*Dividend Policy*" for a more detailed description regarding dividend distribution requirements.

10.10.2 Annual profit distribution

A distribution of profits other than an interim distribution is resolved on by the General Meeting on a proposal thereto by the Board. Such a distribution is only allowed after the adoption of the Company's annual accounts (*i.e.*, non-consolidated)

by the General Meeting, and the information therein will determine if the distribution of profits is legally permitted for the respective financial year. See section 5 "*Dividend Policy*".

10.10.3 *Right to reserve*

The Board determines how a shortfall that is determined following the adoption of the Annual Accounts will be accounted for. A loss may be set off against the reserves to be maintained by law only to the extent allowed by law. The profits remaining after application of the foregoing, will be at the disposal of the General Meeting.

10.10.4 *Interim distribution*

Subject to Dutch law and the Articles of Association, the Board may resolve to make interim distributions if an interim statement of assets and liabilities meeting the requirements laid down in section 2:105(4) BW shows that the Company's equity exceeds the sum of the paid-up and called-up part of the capital and the reserves which must be maintained by law or the Articles of Association.

10.10.5 *Distribution in kind*

The corporate body resolving on a distribution decides whether such distribution is made in cash, in kind or in Shares, or any combination thereof. The General Meeting may only resolve to make a distribution in kind or in the form of Shares pursuant to a proposal thereto by the Board. If a distribution is made in a form other than in cash, the Board determines the value the Company will allocate to such distribution for accounting purposes.

10.10.6 *Profit ranking of the Shares*

All Shares rank equally in all distributions. When determining the allocation of an amount to be distributed, Shares held by the Company in its capital are not taken into account, unless those Shares are encumbered with a right of usufruct or a right of pledge.

In the event of insolvency, any claims of the holders of Shares are subordinated to those of the creditors of the Company. This means that an investor could potentially lose all or part of its invested capital.

10.10.7 *Payment*

Payment of any future dividend on Shares in cash will in principle be made euro. Any dividends on Shares that are paid to Shareholders through DTC will be automatically credited to the cash account of the relevant Shareholders' DTC participant in U.S. dollars, including holders of book-entry interests in the Shares holding through intermediaries who are direct participants in Euroclear Bank (except for Euroclear Nederland and its participant entities), while dividends on Shares that are paid to Shareholders through Iberclear and Euroclear Nederland are expected to be credited in euro to the cash account of the relevant Euroclear Nederland or Iberclear participant. Payments to DRS Holders will be paid by the U.S. Transfer Agent in U.S. dollars, either by cheque or through bank transfer. Shareholders may consult their intermediary or professional advisor in relation to the currency in which their dividends will be paid. There are no restrictions in relation to the payment of dividends under Dutch law in respect of holders of Shares who are non-residents of the Netherlands. However, see sections 5.4 "*Dividend Policy—Taxation*" and 13 "*Taxation*" for a discussion of certain aspects of taxation of dividends and refund procedures for non-tax residents of the Netherlands. Payments of profit and other payments are announced in a notice by the Company. A Shareholder's claim to payments of profits and other payments lapses five years and one day after the day on which the claim became payable. Any profit or other payments that are not claimed within this period will be considered to have been forfeited to the Company and will be carried to the reserves of the Company.

10.11 *Exchange Controls and other Provisions relating to non-Dutch Shareholders*

Under Dutch law, subject to the 1977 Sanction Act (*Sanctiewet 1977*) or otherwise to international sanctions, there are no exchange control restrictions on investments in, or payments on, Shares (except as to cash amounts). There are no special restrictions in the Articles of Association or Dutch law that limit the right of Shareholders who are not citizens or residents of the Netherlands to hold or vote Shares.

10.12 *General Meetings and Voting Rights*

10.12.1 *General Meetings*

General Meetings, unless held fully electronically, must be held in the municipality where the Company has its seat (Amsterdam), or in Rotterdam, The Hague or Utrecht, in the Netherlands. Each year, the Board shall convene at least one General Meeting to be held within six months after the end of the Company's financial year. Extraordinary General Meetings may be held as often as the Board deems desirable. In addition, one or more Persons with Meeting Rights individually or jointly representing at least the percentage of the issued share capital required by law (currently, 10%), may request the Board in writing to convene a General Meeting. The request must clearly state the items to be discussed. If the Board fails to take the measures necessary to allow the General Meeting to be held within the statutory term after the request, the requesting Persons with Meeting Rights may, subject to applicable law, seek authorization by a court in preliminary relief proceedings to convene a General Meeting.

The notice convening a General Meeting is issued by an announcement, which is published electronically and which is directly and permanently available until the time of the General Meeting. The notice must state the subjects to be dealt with, the time and place (where applicable) of the meeting, the record date, the manner in which persons entitled to attend the General Meeting may register and exercise their rights, the time by which registration for the meeting must have occurred, as well as the place where the meeting documents may be obtained, and such other information as may be required by Dutch law. The notice must be given by at least such number of days prior to the day of the meeting as required by Dutch law, which currently is 42 days.

The agenda for the annual General Meeting must, among other things, include the adoption of the Annual Accounts, the discussion of any substantial change in the corporate governance structure of the Company and the allocation of the profit, insofar as this is at the disposal of the General Meeting. At least every four years, the adoption of the remuneration policies for the Board is included in the agenda. In addition, the agenda must include such items as have been included therein by the Board or Shareholders (with due observance of Dutch law as described below). If the agenda of the General Meeting contains the item of granting Director's discharge concerning the performance of their duties in the financial year in question, the matter of the discharge must be mentioned on the agenda as separate items for the Board. Subject to applicable law, items requested to be added to the agenda by one or more Persons with Meeting Rights in writing, individually or jointly representing at least the percentage of the issued share capital required by law (which, as of the date of this Prospectus, is 3%), will be included in the notice convening the General Meeting or announced in the same manner if the Company has received the substantiated request no later than on the day prescribed by law (*i.e.*, at least 60 days before the day of the General Meeting). No resolutions may be adopted on items other than those that have been included in the agenda (unless the resolution would be adopted unanimously during a meeting where the entire issued capital of the Company is present or represented).

The General Meeting is chaired by the Chairman or such other person as determined in accordance with the Articles of Association. The Directors may attend a General Meeting. In these General Meetings, they have an advisory vote, *i.e.*, a Director may indicate to the General Meeting how he or she would vote, but such advisory vote does not have formal voting power in the General Meeting. The chairperson of the General Meeting may decide at his or her discretion to admit other persons to the General Meeting.

Each Shareholder (as well as other persons with voting rights or meeting rights) may attend the General Meeting, address the General Meeting and exercise voting rights *pro rata* to his or her shareholding, either in person or by proxy. Shareholders may exercise these rights, if they are the holders of Shares on the record date as required by Dutch law, which is currently the 28th day before the day of the General Meeting, and they or their proxy have notified the Company of their intention to attend the General Meeting in writing or by any other electronic means that can be reproduced on paper at the address and by the date specified in the notice of the General Meeting. The convocation notice shall state the record date and the manner in which the persons entitled to attend the General Meeting may register and exercise their rights.

10.12.2 Voting rights and Quorum

Each Share confers the right to cast one vote in the General Meeting. Subject to certain exceptions provided by Dutch law or the Articles of Association, resolutions of the General Meeting are passed by a simple majority of votes cast, regardless of which part of the issued share capital such votes represent. Pursuant to Dutch law, no vote may be cast at the General Meeting on a Share held by the Company or a subsidiary. Usufructuaries or pledgees of Shares belonging to the Company or a subsidiary are not excluded from voting if the right of usufruct or the right of pledge was created before such Share was held by the Company or a subsidiary. The Company and subsidiaries may not cast a vote in respect of a Share on which they hold a right of usufruct or a right of pledge.

Resolutions to be voted on at General Meetings are adopted by a simple majority of the votes cast without a quorum requirement being applicable, unless provided otherwise by Dutch law or the Articles of Association. If there is a tie in voting, the proposal will thus be rejected.

10.13 Amendment of the Articles of Association

The General Meeting may, upon proposal of the Board thereto, resolve to amend the Articles of Association. If less than one-half of the issued share capital is represented at the General Meeting, a resolution of the General Meeting to amend the Articles of Association will require a majority of at least two-thirds of the votes cast.

A proposal to amend the Articles of Association must be included in the agenda. A copy of the proposal, containing the verbatim text of the proposed amendment, must be lodged with the Company for the inspection of every Shareholder until the end of the General Meeting.

10.14 Legal merger / legal demerger

The General Meeting may, upon a proposal of the Board thereto, resolve on a legal merger or a legal demerger, with a simple majority of the votes cast. A proposal to effect a legal merger or a legal division must be stated in the notice.

10.15 Dissolution and liquidation

The Company may only be voluntarily dissolved by a resolution of the General Meeting, with a simple majority of the votes cast, but only following a proposal of the Board.

If the Company is dissolved and its assets must be liquidated, the Executive Directors will become the liquidators, unless the General Meeting resolves otherwise. The Non-Executive Directors supervise the liquidators, unless the General Meeting resolves otherwise.

The liquidation takes place in accordance with applicable law. During the liquidation period, the Articles of Association will remain in full force as far as possible.

The balance of the Company's assets after all liabilities have been settled will be distributed on the Shares, in accordance with section 2:23b BW, in proportion to their nominal value.

Certain tax aspects of liquidation proceeds are described in section 13 "*Taxation*".

10.16 Annual Accounts and Semi-Annual Accounts

Annually, within four months after the end of the financial year, the Board must prepare the Annual Accounts and publish and simultaneously file the Annual Accounts with the AFM. The Annual Accounts shall be available for inspection by the Shareholders on the Company's website and at its office. The Annual Accounts must be accompanied by an auditor's statement, a management report and certain other information required under Dutch law. The Annual Accounts must be signed by all Directors. If the signature of one or more of them is missing, this will be stated and reasons for this omission will be given.

The Annual Accounts, the auditor's statement, the management report and the other information required under Dutch law must be made available to the Shareholders for review as from the day of the notice convening the annual General Meeting where they are discussed until the conclusion of such meeting. The Annual Accounts must be adopted by the General Meeting. The Board must send the adopted Annual Accounts to the AFM within five business days after adoption.

The Company must prepare and make publicly available and simultaneously file with the AFM a semi-annual financial report as soon as possible, but at the latest three months after the end of the first six months of the financial year. If the Semi-Annual Accounts have been audited or reviewed, the independent auditor's audit or review report, respectively, must be published together with the Semi-Annual Accounts. If the Semi-Annual Accounts are unaudited or unreviewed, the interim management board report should state so.

10.16.1 Dutch Financial Reporting Supervision Act

On the basis of the FRSA the AFM supervises the application of financial reporting standards by, among others, companies whose seat is in the Netherlands and whose securities are listed on a regulated Dutch or foreign stock exchange, such as the Company.

Pursuant to the FRSA, the AFM has an independent right to: (i) request an explanation from the Company regarding its application of the applicable financial reporting standards and, thereafter, (ii) make informal arrangements with the Company that must be observed in the future or make a notification to the Company that its financial reports do not meet the applicable financial reporting standards, which notification may be accompanied by a recommendation to the Company to issue a press release on the subject matter. If the Company does not comply or comply adequately with such a request or recommendation, the AFM may request that the Enterprise Chamber orders the Company to: (i) provide an explanation of the way it has applied the applicable financial reporting standards to its financial reports or (ii) prepare its financial reports in accordance with the Enterprise Chamber's instructions.

10.17 Cooling-Off Period in Response to Shareholder Activism or Hostile Take-Over

The management board of a Dutch listed company, such as the Company, may invoke a statutory cooling-off period with a maximum of 250 days (*wettelijke bedenktijd*). During such cooling-off period, the General Meeting would not be able to dismiss, suspend or appoint Directors or amend the provisions in the Articles of Association relating to such matters.

The legislation allows the Board to invoke a cooling-off period in case:

- one or more Shareholders who (jointly or individually) have the right to include an item on the agenda of a General Meeting as referred to under section 10.12.1 "*General Meetings*", propose an agenda item for the General Meeting to consider a proposal for the appointment, suspension or dismissal of one or more Directors or a proposal for the amendment of one or more provisions in the Articles of Association relating to such matters; or
- a public offer for the Shares is announced or made without the Company's support for such offer,

provided, in each case, the Board considers such proposal or offer to be materially conflicting with the interests of the Company and its business.

The Board must use the cooling-off period to obtain all necessary information for a careful determination of the policy it wishes to pursue in the given situation. The Board must thereby, in any event, consult those Shareholders that, solely or jointly, represent at least 3% of the issued and outstanding share capital of the Company at the time the cooling-off period is invoked, as well as the works' council (if any). The position of these larger Shareholders and the works' council (if any) shall, but only with their approval, be published on the Group's website. The Board must report on the course of events and the policy that has been pursued since the cooling-off period was invoked and such report must be publicly disclosed by the Company no later than one week after the last day of the cooling-off period. Such report shall also be discussed during the first General Meeting after the expiry of the cooling-off period.

The cooling-off period has a maximum term of 250 days, calculated from:

- the day after the latest date on which Shareholders may request an item to be placed on the agenda of the next General Meeting (which is 60 calendar days before the day of the meeting);
- the day after the day on which the public offer is made; or
- the day the court in preliminary relief proceedings has granted authority to Shareholders holding at least 10% of the Company's issued and outstanding share capital to convene a General Meeting.

The Board can voluntarily terminate the cooling-off period at any time.

In addition, one or more Shareholders who (jointly or individually) have the right to include an item on the agenda of a General Meeting as referred to under section 10.12.1 "*General Meetings*", may request the Enterprise Chamber to terminate the cooling-off period. The Enterprise Chamber must rule in favor of the request if the Shareholders can demonstrate that:

- the Board, in light of the circumstances at hand when the cooling-off period was invoked, could not reasonably have concluded that the relevant proposal or hostile offer constituted a material conflict with the interests of the company and its business;
- the Board cannot reasonably believe that a continuation of the cooling-off period would contribute to careful policy-making; or
- other defensive measures, having the same purpose, nature and scope as the cooling-off period, have been activated during the cooling-off period and have not since been terminated or suspended within a reasonable period at the relevant Shareholders' request.

10.18 Rules Governing Obligations of Shareholders to Make a Public Takeover Bid

Pursuant to the FMSA, and in accordance with European Directive 2004/25/EC, also known as the takeover directive, any shareholder who (individually or jointly) directly or indirectly obtains control of a Dutch listed company is required to make a public takeover bid for all issued and outstanding shares in that company's share capital. Such control is deemed present if a (legal) person is able to exercise, alone or acting in concert, at least 30% of the voting rights in the general meeting of such listed company (subject to an exemption for Major Shareholders who, acting alone or in concert, already had such stake in the company at the time of that company's initial public offering).

In addition, it is prohibited to launch a public takeover bid for shares of a listed company, such as the Shares, unless an offer document has been approved. Pursuant to Article 4(2)(a) of European Directive 2004/25/EC, as implemented in Article 4:74(2)(a) FSMA, the AFM shall be the authority competent to supervise such public takeover bid and approve such offer document. A public takeover bid may only be launched by way of publication of an approved offer document unless a company makes an offer for its own shares. The public takeover bid rules are intended to ensure that in the event of a public takeover bid, among others, sufficient information will be made available to the shareholders, that the shareholders will be treated equally, that there will be no abuse of inside information and that there will be a proper and timely offer period.

10.19 Squeeze-out Proceedings

Pursuant to article 2:92a BW, a shareholder who for his or her own account contributes at least 95% of a Dutch company's issued share capital may institute proceedings against such company's minority shareholders jointly for the transfer of their shares to him or her. The proceedings are held before the Enterprise Chamber and can be instituted by means of a writ of summons served upon each of the minority shareholders in accordance with the provisions of the Dutch Code of Civil Procedure (*Wetboek van Burgerlijke Rechtsvordering*). The Enterprise Chamber may grant the claim for squeeze-out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary after appointment of one or three experts who will offer an opinion to the Enterprise Chamber on the value to be paid for the shares of the minority shareholders. Once the order to transfer becomes final before the Enterprise Chamber, the person acquiring the shares shall give written notice of the date and place of payment and the price to the holders of the shares to be acquired whose addresses are known to him or her. Unless the addresses of all of them are known to him or her, he or she is required to publish the same in a daily newspaper with nationwide circulation.

The offeror under a public takeover bid is also entitled to start squeeze-out proceedings if, following the public takeover bid, the offeror contributes at least 95% of the outstanding share capital and represents at least 95% of the total voting rights. The claim of a takeover squeeze-out needs to be filed with the Enterprise Chamber within three months following the expiry of the acceptance period of the offer. The Enterprise Chamber may grant the claim for squeeze-out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary after appointment of one or three experts who will offer an opinion to the Enterprise Chamber on the value to be paid for the shares of the minority shareholders. In principle, the offer price is considered reasonable if the offer was a mandatory offer or if at least 90% of the shares to which the offer related were received by way of voluntary offer.

Pursuant to article 2:359d BW, minority shareholders that have not previously tendered their shares under an offer to transfer their shares to the offeror are entitled to institute proceedings with the Enterprise Chamber, provided that the offeror has acquired at least 95% of the outstanding share capital and represents at least 95% of the total voting rights. In regard to price, the same procedure as for takeover squeeze-out proceedings initiated by an offeror applies. The claim also needs to be filed with the Enterprise Chamber within three months following the expiry of the acceptance period of the offer.

10.20 Obligations to Disclose Holdings

Shareholders may be subject to notification obligations under the FMSA. Shareholders are advised to seek professional advice on these obligations.

10.20.1 Shareholders

Pursuant to the FMSA, any person who, directly or indirectly, acquires or disposes of an actual or potential interest in the capital or voting rights of the Company must notify the AFM without delay, if, as a result of such acquisition, disposal or exchange of certain financial instruments, the actual, potential or aggregate percentage of capital interest or voting rights held by such person in the Company reaches, exceeds or falls below any of the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%.

A notification requirement also applies if a person's capital interest or voting rights reaches, exceeds or falls below the abovementioned thresholds as a result of a change in the Company's total issued share capital or voting rights. Such notification must be made no later than the fourth trading day after the AFM has published the Company's notification of the change in its issued share capital.

Under the FMSA, the Company is required to notify the AFM without delay of the changes in its share capital or voting rights, if its issued share capital or voting rights changes by 1% or more compared to the Company's previous notification. The Company must furthermore notify the AFM within eight days after each quarter, in the event its share capital or voting rights changed by less than 1% in that relevant quarter or since the Company's previous notification.

The AFM keeps a public register of all notifications made pursuant to these disclosure obligations and publishes all notifications received by it. The shareholder notifications referred to in this section should be made electronically through the notification system of the AFM.

Controlled entities, within the meaning of the FMSA, do not have notification obligations under the FMSA, as their, direct and indirect, interests are attributed to their (ultimate) parent. Any person may qualify as a parent for purposes of the FMSA, including an individual. A person who has a 3% or larger interest in the Company's share capital or voting rights and who ceases to be a controlled entity for these purposes must immediately notify the AFM. As of that moment, all notification obligations under the FMSA will become applicable to the former controlled entity.

For the purpose of calculating the percentage of capital interest or voting rights, the following interests must, *inter alia*, be taken into account: (i) shares and voting rights directly held (or acquired or disposed of) by any person; (ii) shares and voting rights held (or acquired or disposed of) by such person's controlled entity or by a third party for such person's account or by a third party with whom such person has concluded an oral or written voting agreement; (iii) voting rights acquired pursuant to an agreement providing for a temporary transfer of voting rights against a payment; (iv) shares that such person (directly or indirectly) or third party referred to above, may acquire pursuant to any option or other right to acquire shares; (v) shares that determine the value of certain cash settled financial instruments such as contracts for difference and total return swaps; (vi) shares that must be acquired upon exercise of a put option by a counterparty; and (vii) shares that are the subject of another contract creating an economic position similar to a direct or indirect holding in those shares. Special attribution rules apply to shares and voting rights which are part of the property of a partnership or other community of property. A holder of a pledge or right of usufruct in respect of shares can also be subject to the reporting obligations, if such person has, or can acquire, the right to vote on the shares. The acquisition of (conditional) voting rights by a pledgee or beneficial owner may also trigger the reporting obligations as if the pledgee or beneficial owner were the legal holder of the shares.

For the purpose of calculating the percentage of capital interest or voting rights, the following instruments qualify as 'shares': (i) shares; (ii) depositary receipts for shares (or negotiable instruments similar to such receipts); (iii) negotiable instruments for acquiring the instruments under (i) or (ii) (such as convertible bonds); and (iv) options for acquiring the instruments under (i) or (ii).

The notification to the AFM should indicate whether the interest is held directly or indirectly, and whether the interest is an actual or a potential interest.

Gross short positions in shares must also be notified to the AFM. For these gross short positions the same thresholds apply as for notifying an actual or potential interest in the capital and/or voting rights of a Dutch listed company, as referred to above, and without any set-off against long positions.

In addition, pursuant to Commission Delegated Regulation (EU) 2022/27 amending Regulation (EU) No 236/2012 (the Short Selling Regulation), each person holding a net short position attaining 0.1% of the issued share capital of a Dutch listed company is required to notify such position to the AFM. Each subsequent increase of this position by 0.1% above 0.1% must also be notified. Each net short position equal to 0.5% of the issued share capital of a Dutch listed company and any subsequent increase of that position by 0.1% will be made public via the AFM short selling register. A final disclosure is made public once the position has fallen below 0.5%. To calculate whether a natural person or legal person has a net short position, their short positions and long positions must be set-off. A short transaction in a share can only be contracted if a reasonable case can be made that the shares sold can be delivered, which requires confirmation of a third party that the shares have been located. The notification shall be made no later than 15:30 CET on the following trading day.

10.20.2 **Management**

Pursuant to the FMSA, each Director must notify the AFM: (a) immediately following the admission to trading and listing of the Shares of the number of Shares and options he or she holds and the number of votes he or she is entitled to cast in respect of the Company's issued share capital, and (b) subsequently of each change in the number of Shares or options he holds and of each change in the number of votes he is entitled to cast in respect of the Company's issued share capital, immediately after the relevant change. If a Director has notified a change in shareholding to the AFM under the FMSA as described above under section 10.20.1 "*Shareholders*", such notification is sufficient for purposes of the FMSA as described in this paragraph.

Furthermore, pursuant to the Market Abuse Regulation and the regulations promulgated thereunder, any Director, as well as any other person discharging managerial responsibilities in respect of the Company who has regular access to inside information relating directly or indirectly to the Company and power to take managerial decisions affecting future developments and business prospects of the Company, must notify the AFM by means of a standard form of any transactions conducted for his or her own account relating to the Shares or debt instruments of the Company or to derivatives or other financial instruments linked thereto.

In addition, pursuant to the Market Abuse Regulation, certain persons who are closely associated with Directors or any of the other persons as described above, are required to notify the AFM of any transactions conducted for their own account relating to the Shares or debt instruments of the Company or to derivatives or other financial instruments linked thereto. The Market Abuse Regulation covers, *inter alia*, the following categories of persons: (i) the spouse or any partner considered by national law as equivalent to the spouse; (ii) dependent children; (iii) other relatives who have shared the same household for at least one year at the relevant transaction date and (iv) any legal person, trust or partnership whose, among other things, managerial responsibilities are discharged by a person referred to under (i) to (iii) above or by the relevant Directors or other person discharging the managerial responsibilities in respect of the Company as described above.

The notifications pursuant to the Market Abuse Regulation described above must be made to the Company and to the AFM by the person discharging managerial responsibilities and by closely associated persons no later than the third business day following the relevant transaction date. Under certain circumstances, these notifications may be postponed until all transactions within a calendar year have reached a total amount of EUR 5,000 (calculated without netting). Any subsequent transaction must be notified as set forth above.

10.20.3 **Non-compliance**

Non-compliance with the disclosure obligations set out in the paragraphs above is an economic offense (*economisch delict*) and may lead to the imposition of criminal prosecution, administrative fines, imprisonment or other sanctions. The AFM may impose administrative penalties or a cease-and-desist order under penalty for non-compliance. If criminal charges are pressed, the AFM is no longer allowed to impose administrative penalties and vice versa, the criminal prosecution is no longer allowed if administrative penalties have been imposed. Furthermore, a civil court can impose measures against any person who fails to notify or incorrectly notifies the AFM of matters required to be correctly notified. A claim requiring that such measures be imposed must be instituted by the Company and/or one or more Shareholders who, alone or together with others, represent at least 3% of the issued share capital or are able to exercise at least 3% of the voting rights. The measures that the civil court may impose include:

- an order requiring the person violating the disclosure obligations to make appropriate disclosure;
- suspension of voting rights in respect of such person's Shares for a period of up to three years as determined by the court;

- voiding a resolution adopted by a General Meeting, if the court determines that the resolution would not have been adopted if the voting rights of the person who is obliged to notify had not been exercised, or suspension of a resolution until the court makes a decision about such voiding; and
- an order to the person violating the disclosure obligations to refrain, during a period of up to five years as determined by the court, from acquiring Shares and voting rights in Shares.

10.20.4 Public registry

The AFM does not issue separate public announcements of these notifications. It does, however, keep a public register of all notifications under the FMSA on its website (www.afm.nl). Third parties can request to be notified automatically by e-mail of changes to the public register in relation to a particular company's shares or a particular notifying party.

10.20.5 Identity of Shareholders and distribution of information

The Company may, in accordance with Chapter 3A of the Dutch Securities Giro Transactions Act, request Euroclear Nederland, admitted institutions, intermediaries, institutions abroad, and managers of investment institutions, to provide certain information on the identity of its Shareholders. Such request may only be made during a period of 60 days up to the day on which the General Meeting will be held. No information will be given on Shareholders with an interest of less than 0.5% of the issued share capital. A Shareholder who, individually or together with other Shareholders, holds an interest of at least 10% of the issued share capital may request the Company to establish the identity of its Shareholders. This request may only be made during a period of 60 days until (and not including) the 42nd day before the day on which the General Meeting will be held.

If a request referred to in the previous paragraph has been made by either the Company or a Shareholder in accordance with the previous paragraph, Shareholders who, individually or with other Shareholders, hold Shares that represent at least 1% of the issued and outstanding share capital or a market value of at least EUR 250,000, may request the Company to disseminate information that is prepared by them in connection with an agenda item for a General Meeting. The Company can only refuse disseminating such information, (i) if it is received less than seven business days prior to the General Meeting, (ii) if the information gives or could give an incorrect or misleading signal or (iii) if, in light of the nature of the information, the Company cannot reasonably be required to disseminate it.

10.21 Related Party Transactions

The Shareholder Rights Directive II establishes requirements in relation to the exercise of certain shareholder rights attached to voting shares in relation to general meetings of companies which have their registered office in a member state of the EU and the shares of which are admitted to trading on a regulated market situated or operating within a member state of the EU.

Articles 2:167 through 2:170 BW, which implement the provisions of the Shareholder Rights Directive II in respect of related party transactions in the Netherlands, provide that material transactions with related parties entered into outside the ordinary course of business or on other than normal market terms, must be approved by the board, and be publicly announced at the time that the transaction is entered into. Directors that are involved in a related party transaction cannot participate in the decision-making regarding such transaction. As long as not all of the directors are excluded on the basis that they are involved in the relevant transaction, no approval from the General Meeting is required. In this context, a related party is interpreted in accordance with IFRS-EU (IAS 24 (Related Party Disclosures)) and includes a party that has control or significant influence over the company or is a member of the company's key management personnel. A transaction is considered material if information about the transaction would constitute inside information within the meaning of the Market Abuse Regulation (see section 10.22 "*Market Abuse Regulation*") and is concluded between the company and a related party (which for this purpose in any event includes one or more shareholders representing at least 10% of the issued share capital or a director of the company). Certain transactions are not subject to the approval and disclosure provisions of articles 2:167 through 2:170 of the BW, such as transactions concluded between a company and its subsidiary. A company's board is required to establish an internal procedure to periodically assess whether transactions are concluded in the ordinary course of business and on normal market terms.

10.22 Market Abuse Regulation

The rules on preventing market abuse set out in the Market Abuse Regulation are applicable to the Company, the Directors, other insiders and persons performing or conducting transactions in the Company's financial instruments. Certain important market abuse rules that are relevant for investors are described hereunder.

The Company is required to make inside information public. Pursuant to the Market Abuse Regulation, inside information is information of a precise nature, which has not been made public, relating, directly or indirectly, to the issuer or to one or more financial instruments, and which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments. Unless all three conditions for delay are met, the Company must without delay publish inside information which directly concerns the Company by means of a press release, and post and maintain it on its website for at least five years. Publication of inside information may only be delayed if 1) immediate disclosure is likely to prejudice the legitimate interests of the Company, 2) the delay is not likely to mislead the public and 3) the confidentiality of the inside information is ensured. The Company must also provide the AFM and the CNMV with the press release containing the inside information at the time of publication.

It is prohibited for any person to make use of inside information by acquiring or disposing of, for its own account or for the account of a third party, directly or indirectly, financial instruments to which that information relates, as well as an attempt thereto (insider dealing). The use of inside information by cancelling or amending of an order concerning a financial instrument also constitutes insider dealing. In addition, it is prohibited for any person to disclose inside information to anyone else (except where the disclosure is made strictly as part of the person's regular duty or function) or, whilst in possession of inside information, recommend or induce anyone to acquire or dispose of financial instruments to which the information relates. Furthermore, it is prohibited for any person to engage in or attempt to engage in market manipulation, for instance by conducting transactions which could lead to an incorrect or misleading signal of the supply of, the demand for or the price of a financial instrument.

The Company and any person acting on its behalf or on its account is obliged to draw up an insiders' list of persons working for the Company and having, on a regular or incidental basis, knowledge of inside information. The Company is obliged to update the insider list and provide the insider list to the AFM and the CNMV upon its request. The Company and any person acting on its behalf or on its account is obliged to take all reasonable steps to ensure that any person on the insider list acknowledges in writing the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information.

A person discharging managerial responsibilities is not permitted to (directly or indirectly) conduct any transactions on its own account or for the account of a third party, relating to Shares or debt instruments of the Company or other financial instruments linked thereto, during a closed period of 30 calendar days before the announcement of a the semi-annual or annual report of the Company.

In accordance with the Market Abuse Regulation and Dutch law and Spanish law, the AFM and the CNMV, respectively, have the power to take appropriate administrative sanctions, such as fines, and/or other administrative measures in relation to possible infringements. The AFM and the CNMV shall in principle also publish any decision imposing an administrative sanction or measure in relation to an infringement of the Market Abuse Regulation.

In accordance with Dutch law, non-compliance with the market abuse rules set out above could also constitute an economic offence (*economisch delict*) and/or a crime (*misdrif*) and could lead to the imposition of administrative fines by the AFM. The Dutch public prosecutor could press criminal charges resulting in fines or imprisonment. If criminal charges are pressed, it is no longer allowed to impose administrative penalties and vice versa.

The Company will disclose a copy of the Annual Accounts and Semi-Annual Accounts as per section 10.16 "*Annual Accounts and Semi-Annual Accounts*" in the Spanish market through the filing by the Company of an 'other relevant information' notice (*comunicación de otra información relevante*) or, where the information is inside information, as an inside information notice (*comunicación de información privilegiada*) with the CNMV through CIFRADO.

In addition to the above, the Company must disclose to the CNMV any inside information as soon as possible and simultaneously with disclosure to the AFM in the Netherlands, by filing an inside information notice (*comunicación de información privilegiada*) with the CNMV. The Company may also disclose to the market, by filing another relevant information notice (*comunicación de otra información relevante*) with the CNMV, any other information that they consider necessary, due to their special interest, to disseminate among investors. Any regulatory information notices filed by the Company with the CNMV must also be made available by it to the public on its website.

10.23 Transparency Directive

The Netherlands will be the Company's home member state for the purposes of the Transparency Directive as a consequence of which the Company will be subject to the FMSA in respect of certain ongoing transparency and disclosure obligations.

11 MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

11.1 Major Shareholders

The following table sets forth, as of the date of the Prospectus, the holders of Shares that are expected to hold (either directly or indirectly) following the Merger Effective Time a substantial interest (*substantiële deelneming*) (i.e., a holding of at least 3% of the share capital or voting rights) in the Company (together, the Major Shareholders and each one of them, a Major Shareholder). This list of Major Shareholders is based on the information published on the CNMV website (www.cnmv.es) on major shareholders in Ferroviaal as at the close of business on 13 June 2023 (being the last practicable date prior to the date of the Prospectus for ascertaining such information). The CNMV website publishes the notifications made by those shareholders whose shareholding is subject to the obligation to notify in accordance with the Spanish law. In addition, it has been assumed, and the Company has no reason to believe otherwise, that there are no material changes in the shareholding of Ferroviaal Shareholders in Ferroviaal as published on the CNMV website and that no other persons will acquire a shareholding in Ferroviaal notifiable under Spanish law between the said reference date and the Merger Effective Time, nor will the relative shareholdings change as a result of the Merger.

Table 60: Major Shareholders at the date of this Prospectus and those expected immediately following the Merger Effective Time

Major Shareholders as at the date of this Prospectus					
Shareholder	Amount of Share Capital Owned			Percentage of Voting Rights	
	Number of Shares	Percentage of share capital	Percentage of Voting Rights		
Ferroviaal	371,438,535 Shares	100%	100%	100%	
Expected Major Shareholders immediately following the Merger Effective Time					
Shareholder	% Voting rights attached to the Shares			% Voting rights through financial instruments	% Total voting rights ⁽¹⁾
	% Total (A)	Direct %	Indirect %	% (B)	(A+B)
Rafael del Pino Calvo-Sotelo	20.424%	0.002%	20.422%	0.024%	20.448%
María del Pino Calvo-Sotelo	8.205%	0.003%	8.201%	0.000%	8.205%
The Children's Investment Master Fund ⁽²⁾	0.000%	0.000%	0.000%	8.009%	8.009%
Christopher Anthony Hohn ⁽²⁾	0.890%	0.000%	0.890%	5.525%	6.415%
Leopoldo del Pino Calvo-Sotelo	4.154%	0.000%	4.154%	0.000%	4.154%
Blackrock Inc.	3.062%	0.000%	3.062%	0.114%	3.176%
Lazard Asset Management	3.082%	0.000%	3.082%	0.000%	3.082%

⁽¹⁾ The percentage of total voting rights disclosed on the website of the CNMV may not have been adjusted for any double counting in relation to a Major Shareholder's voting interests by virtue of e.g. certain financial instruments held in relation to those same Shares. As such, the percentage of total voting rights held by Major Shareholders may be less than as published on the CNMV website.

⁽²⁾ The Children's Investment Master Fund is managed by TCI Fund Management Limited by means of certain investment agreements. TCI Fund Management Limited in turn is controlled by Christopher Antony Hohn. To the Company's best knowledge, Christopher Anthony Hohn does not hold any voting interests separately from voting interest held by The Children's Investment Master Fund, and their combined voting interest as per 13 June 2023 is around 9%.

Each Share gives the right to cast one vote at the General Meetings. All Shareholders have the same voting rights.

The Company is not, and upon completion of the Merger, will not be directly or indirectly controlled. The Company is not aware of any arrangement that may, at a subsequent date, result in a change of control.

11.2 Related Party Transactions

The Group enters into transactions with related parties from time to time and in the ordinary course of business.

For IFRS-EU purposes, a "related party" is a person or entity that is related to the entity that is preparing its financial statements. The Group is required to report all related party transactions, as defined in International Accounting Standard 24 "Related Party Transactions", in accordance with IFRS-EU and LSC prior to completion of the Merger, and the BW post-completion of the Merger. For IFRS-EU purposes, a "related party transaction" is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

The commercial transactions between Ferroviaal (or its Group Companies at the time) and related parties, carried out for the years ended 31 December 2022, 2021 and 2020, respectively, are disclosed below, in three separate categories: (i) transactions between Ferroviaal and its directors or senior executives, (ii) transactions between Group Companies and

Ferrovial, directors or senior managers; and (iii) transactions between Group Companies. Ferrovial changed its reporting criteria in the second half of 2021 due to the amendment of the Spanish applicable regulations on related party transactions.

Transactions between Ferrovial and its directors and senior executives

This includes the transactions carried out between Ferrovial and its directors and senior executives, their close family members or entities in which one or the other holds control or joint control, or those entities in which the directors of Ferrovial are executives or senior managers at the same time or over which they could exercise significant influence. There have been no transactions of this type for the years ended 31 December 2022 and 2021. For the year ended 31 December 2020, the following related party transactions were carried out:

Table 61: Related party transactions for the year ended 31 December 2020

As of 31 December				
<i>(Thousands of EUR)</i>				
Company Name	Transactions	2020		
		Amount	Profit or loss	Balance
Marsh	Receipt of insurance services	(7)	0	0

Transactions between Group Companies and Ferrovial, directors or senior managers

This includes the transactions carried out between Group Companies and Ferrovial directors and senior executives, their close family members or entities in which one or the other holds control or joint control, or those entities in which the directors of the Company are executives or senior managers at the same time or over which they could exercise significant influence.

Table 62: Transactions between Group Companies and Ferrovial, directors or senior managers

As of 31 December											
<i>(Thousands of EUR)</i>											
Name/Company Name	Transactions	2022			2021			2020			
		Amount	Profit or loss	Balance	Amount	Profit or loss	Balance	Amount	Profit or loss	Balance	
Mr. Rafael del Pino y Calvo-Sotelo	Services rendered	2	0	0	7	0	1	7	0	1	
Mrs. María del Pino y Calvo-Sotelo	Services rendered	5	1	0	6	1	0	8	1	0	
Mrs. Ana María Calvo-Sotelo y Bustelo	Services rendered	0	0	0	0	0	0	45	2	4	
Criu, S.L.	Services rendered	1	0	0	17	1	2	19	1	2	
Cummins and Group Companies	Services rendered	0	0	0	0	0	0	(1,129)	0	0	
Fundación Centro de Innovación de Infraestructuras Inteligentes	Collaboration agreements	0	0	0	0	0	0	(800)	0	0	
Haya Real Estate, S.A.	Services rendered	0	0	0	0	0	0	(1,724)	0	(53)	
Holcim Ltd. and Group Companies	Acquisition of cement and related materials	0	0	0	0	0	0	52	1	18	
Maxam Holding and Group Companies	Services rendered	0	0	0	0	0	0	1	0	0	
Marsh Group Companies	Receipt of insurance services	0	0	0	0	0	0	(6,877)	0	13	
Polan, S.A.	Services received	(12)	0	0	159	1	59	152	2	42	
	Services rendered	17	1	0	0	0	0	0	0	0	
Sidecu, S.A.	Services rendered	0	0	0	0	0	0	1	0	0	

Transactions between Group Companies

The transactions referred to herein were completed between Group Companies, which in all cases are carried out in the ordinary course of their respective businesses, and are not eliminated upon consolidation, due to the legal classification of construction work performed by the Construction Business Division. Under the applicable construction contracts, the ultimate third-party beneficiary of the construction work (*i.e.*, the concession operator) is considered the awarding entity under these contracts, both from a financial and legal perspective. As a result, any intra-group transactions relating to such construction work are not eliminated upon consolidation.

In 2022, the Construction Business Division invoiced the relevant concession operators or other third-party beneficiaries for the work performed and related advances amounting to EUR 865,487 thousand (EUR 955,920 thousand in 2021 and EUR 974,587 thousand in 2020), recognizing sales of EUR 1,030,639 thousand (EUR 1,016,628 thousand in 2021 and EUR 1,025,252 thousand in 2020).

The result not eliminated in the consolidation process derived from these operations, which is attributable to the percentage held by the Company in the Group's concession companies receiving the works and net of taxes and minority interests, amounted to EUR (60,507) thousand in 2022. In 2021, the result amounted to a loss of EUR (5,748) thousand and in 2020 to a loss of EUR (18,702).

12 NOTICE TO SHAREHOLDERS

No person has been authorized to give any information or to make any representations other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorized.

There is no issue, public offering or other placement of Shares in connection with the publication of this Prospectus. This Prospectus does not constitute an offer to sell, or a solicitation by or on behalf of the Company of an offer to purchase Shares. See section 2.6 "Notice to Investors".

The information contained in this Prospectus is accurate only as of its date. Neither the delivery of this Prospectus nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date hereof or that the information contained herein is correct as of any time subsequent to its date. Any notices containing or announcing amendments or changes to the terms of the Merger or this Prospectus will be announced through the electronic media.

In making any decision regarding the Shares, investors must rely on their own examination, analysis and investigation of the Company and the Group, including the merits and risks involved.

The Shares have not been recommended by any U.S. federal or state securities commission or regulator authority. Furthermore, such authorities have not confirmed the accuracy or determined the adequacy of this Prospectus.

No action has been or will be taken by the Company in any jurisdiction that would permit a public offering of Shares or the possession, circulation or distribution of the Prospectus or any other material relating to the Company or the Shares in any jurisdiction where action for that purpose is required. Accordingly, the Shares may not be sold, directly or indirectly, and neither this Prospectus nor any other offering material or advertisement in connection with the Shares may be distributed or published, in any form or in any country or jurisdiction except under circumstances that will result in compliance with any applicable laws, rules and regulations of any such country or jurisdiction. Investors should consult their professional advisors as to whether they require any governmental or other consent or need to observe any formalities to enable them to the Shares. Any failure to comply with such restrictions may constitute a violation of the securities law of any such jurisdiction. Neither the Company nor any of its representatives, affiliates or advisors accepts any legal responsibility for any violation of applicable securities laws.

12.1 United States of America

This Prospectus does not constitute or form part of a public offer of securities in the United States or an offer to the public in the United States to acquire or exchange securities. Except where an applicable exemption is available, this Prospectus does not constitute or form part of an offer of the Shares to any person with a registered address in, or who is resident or located in, or who is organized under the laws of, the United States (any such person, a U.S. Person).

Neither the Shares nor the Ferroviai Shares have been registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may only be offered or sold pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in compliance with any applicable state and other securities laws. This Prospectus does not constitute or form part of a public offer of securities in the United States or an offer to any U.S. Person. There will be no public offer of any securities in the United States. The Shares may only be distributed in (i) "offshore transactions" as defined in, and in accordance with, Regulation S, or (ii) within the United States, only to QIBs in reliance on Section 4(a)(2) under the U.S. Securities Act and/or in reliance on another exemption from the registration requirements of the U.S. Securities Act. Terms used in this section that are defined in Rule 144A or Regulation S are used herein as so defined.

The Shares have not been approved or disapproved by the SEC or any state securities commission in the U.S. or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of an offering or the accuracy or adequacy of this Prospectus. Any representation to the contrary may be a criminal offense in the U.S.

Ferroviai Shareholders that are U.S. Persons must complete and return to their respective custodian, bank, stockbroker or another financial intermediary through which the beneficial entitlements to Ferroviai Shares are held, a U.S. Representation Letter as set out in Annex E to this Prospectus, no later than 17:00 CET on 13 June 2023 or earlier. Failure to do so may result in the sale of the relevant Shares in the Market Sale Process. For further details, see section 4.13 "The Merger—Receipt of Shares by Ferroviai Shareholders located in the United States".

Federal Securities Law Consequences; Resale Restrictions

After the Merger, all Shares received by the holders of issued and outstanding Ferroviai Shares pursuant to the Merger will be freely transferable in the United States without registration under the U.S. Securities Act, pursuant to the exemption from such registration provided by U.S. Securities Act Rule 144, by persons who:

- were not "affiliates" (as defined under U.S. Securities Act Rule 144(a)(1)) of the Company at the Merger Effective Time;
- have not been such "affiliates" of the Company within 90 days prior to such time; and
- acquired the Ferroviai Shares a minimum of one year prior to such time.

Persons who may be deemed to be 'affiliates' of the Company for these purposes generally include individuals or entities that control, are controlled by, or are under common control with, the Company, and would generally not include shareholders who are not executive officers, directors or significant shareholders of the Company.

Such Shares may also be transferred in the United States pursuant to other applicable exemptions from registration under the U.S. Securities Act.

Absent compliance with any such exemptions, transfer restrictions under the U.S. Securities Act may continue to apply to such Shares.

The following summary describes certain Dutch and Spanish tax consequences of the purchase, ownership and disposition of the Shares. It is not a complete description of all the possible tax consequences of such purchase, ownership or disposition. This summary is based on the laws as of the date of this Prospectus and is subject to changes to those laws subsequent to the date of this Prospectus. You should consult your own advisers as to the tax consequences of the acquisition, ownership and disposition of the Shares in light of your particular circumstances including, in particular, the effect of any state, regional or local tax laws.

13.1 Taxation in the Netherlands

This section outlines the principal Dutch tax consequences of the acquisition, holding, settlement, redemption and disposal of the Shares. It does not present a comprehensive or complete description of all aspects of Dutch tax law which could be relevant to a Shareholder, nor does it, for the avoidance of doubt, describe the Dutch tax consequences of the Merger and the exercise of withdrawal rights for and by any Shareholder. For Dutch tax purposes, a Shareholder may include an individual or entity not holding the legal title to the Shares, but to whom, or to which, the Shares are, or the income from the Shares is, nevertheless attributed based either on this individual or entity owning a beneficial interest in the Shares or on specific statutory provisions. These include statutory provisions attributing Shares to an individual who is, or who has directly or indirectly inherited from a person who was, the settlor, grantor or similar originator of a trust, foundation or similar entity that holds the Shares.

This section is intended as general information only. Prospective Shareholders should consult their own tax adviser regarding the tax consequences of any acquisition, holding or disposal of Shares.

This section is based on Dutch tax law as applied and interpreted by Dutch tax courts and as published and in effect on the date of the Prospectus, including the tax rates applicable on that date, without prejudice to any amendments introduced at a later date and implemented with or without retroactive effect. This section does therefore not take into account the amendments to the Withholding Tax Act 2021 introducing an additional conditional Dutch withholding tax for certain dividend distributions to low-tax jurisdictions and in abusive situations (*Wet invoering conditionele bronbelasting op dividenden*) as these amendments are not yet in effect as of the date of the Prospectus. Once these amendments become effective on 1 January 2024 as announced, dividends paid to certain entities considered related to the Company may be subject to an additional Dutch withholding tax. An entity is related if (i) it holds, directly or indirectly a qualifying interest in the Company, (ii) the Company directly or indirectly holds a qualifying interest in the entity or (iii) an entity in which a third party holds a direct or indirect qualifying interest that also holds a qualifying interest in the Company. An entity is also considered related to the Company if the entity is part of a collaborating group (*samenwerkende groep*) of entities that jointly directly or indirectly holds a qualifying interest in the Company. The term qualifying interest means a direct or indirectly held interest - either by an entity individually or jointly if an entity is part of a collaborating group (*samenwerkende groep*) - that enables such entity or such collaborating group to exercise a definite influence over another entities' decisions, such as the Company, and allows it to determine the other entities' activities.

Any reference in this section made to Dutch taxes, Dutch tax or Dutch tax law should be construed as a reference to any taxes of any nature levied by or on behalf of the Netherlands or any of its subdivisions or taxing authorities or to the law governing such taxes, respectively.

Any reference made to a treaty for the avoidance of double taxation concluded by the Netherlands includes the Tax Regulation for the Kingdom of the Netherlands (*Belastingregeling voor het Koninkrijk*), the Tax Regulation for the State of the Netherlands (*Belastingregeling voor het land Nederland*), the Tax Regulations for the Netherlands and Curacao (*Belastingregeling Nederland Curaçao*), the Tax Regulations for the Netherlands and St. Maarten (*Belastingregeling Nederland Sint Maarten*) and the Agreement between the Taipei Representative Office in the Netherlands and the Netherlands Trade and Investment Office in Taipei for the avoidance of double taxation.

This section does not describe any Dutch tax considerations or consequences that may be relevant where a Shareholder:

- is an individual and the Shareholder's income or capital gains derived from the Shares are attributable to employment activities, the income from which is taxable in the Netherlands;
- has a substantial interest (*aanmerkelijk belang*) or a fictitious substantial interest (*fictief aanmerkelijk belang*) in the Company within the meaning of chapter 4 of the Dutch Income Tax Act. Generally, a Shareholder has a substantial interest in the Company if the Shareholder, alone or – in case of an individual – together with a partner for Dutch tax purposes, or any relative by blood or by marriage in the ascending or descending line (including foster-children) of the Shareholder or the partner, owns or holds, or is deemed to own or hold shares or certain rights to shares, including rights to directly or indirectly acquire shares, directly or indirectly representing 5% or more of the Company's issued capital as a whole or of any class of Shares or profit participating certificates (*winstbewijzen*) relating to 5% or more of the Company's annual profits or 5% or more of the Company's liquidation proceeds;
- is an entity that, although it is in principle subject to Dutch corporate income tax under the Dutch Corporate Income Tax Act, is not subject to Dutch corporate income tax or is fully or partly exempt from Dutch corporate income tax (such as a qualifying pension fund as described in Section 5 CITA and a tax exempt investment fund

(*vrijgestelde beleggingsinstelling*) as described in Section 6a CITA), or is an entity that is not tax resident in the Netherlands and that has a function comparable to a tax exempt investment fund (*vrijgestelde beleggingsinstelling*) as described in Section 6a CITA;

- is an investment institution (*beleggingsinstelling*) as described in Section 28 CITA, or is an entity that is not tax resident in the Netherlands and that has a function comparable to an investment institution (*beleggingsinstelling*) as described in Section 28 CITA;
- is required to apply the participation exemption (*deelnemingsvrijstelling*) with respect to the Shares (as defined in Section 13 CITA). Generally, a Shareholder is required to apply the participation exemption if it is subject to Dutch corporate income tax and it, or a related entity, holds an interest of 5% or more of the nominal paid-up share capital in the Company; or
- is entitled to the dividend withholding tax exemption (*inhoudingsvrijstelling*) with respect to any profits derived from the Shares (as defined in Section 4 of the Dutch Dividend Withholding Tax Act). Generally, a Shareholder may be entitled or required to apply the dividend withholding tax exemption if it holds an interest of 5% or more of the nominal paid-up share capital in the Company.

13.1.1 Withholding Tax

A Shareholder is generally subject to Dutch dividend withholding tax at a rate of 15% on dividends distributed by the Company. Generally, the Company is responsible for the withholding of such dividend withholding tax at source.

Dividends distributed by the Company include, but are not limited to:

- distributions of profits in cash or in kind, whatever they be named or in whatever form;
- proceeds from the liquidation of the Company or proceeds from the repurchase of Shares by the Company, other than as a temporary portfolio investment (*tijdelijke belegging*), in excess of the average paid-in capital recognized for Dutch dividend withholding tax purposes;
- the par value of the Shares issued to a shareholder or an increase in the par value of the Shares, to the extent that no related contribution, recognized for Dutch dividend withholding tax purposes, has been made or will be made; and
- partial repayment of paid-in capital, that is:
 - not recognized for Dutch dividend withholding tax purposes, or
 - recognized for Dutch dividend withholding tax purposes, to the extent that the Company has "net profits" (*zuivere winst*), unless (a) the General Meeting has resolved in advance to make this repayment, and (b) the par value of the Shares concerned has been reduced by an equal amount by way of an amendment to the articles of association of the Company. The term "net profits" includes anticipated profits that have yet to be realized.

Subject to certain exceptions under Dutch domestic law, the Company may not be required to transfer to the Dutch tax authorities the full amount of Dutch dividend withholding tax due in respect of dividends distributed by the Company, if the Company has received a profit distribution from a qualifying foreign subsidiary as described in Section 11 of the Dutch Dividend Withholding Tax Act, which distribution (i) is exempt from Dutch corporate income tax and (ii) has been subject to a foreign withholding tax of at least 5%. The amount that does not have to be transferred to the Dutch tax authorities can generally not exceed the lesser of either (a) 3% of the dividends distributed by the Company, or (b) 3% of the profit distributions the Company received from qualifying foreign subsidiaries in the calendar year in which the Company distributes the dividends (up to the moment of this dividend distribution) and the two previous calendar years; further limitations and conditions apply.

If a Shareholder is an individual that is resident or deemed to be resident in the Netherlands or is an individual that is not resident or deemed to be resident in the Netherlands, but for whom dividends distributed by the Company or income deemed to be derived from the Shares is subject to income tax under the ITA, such Shareholder is generally entitled to a credit for any Dutch dividend withholding tax against his Dutch tax liability and to a refund of any residual Dutch dividend withholding tax. Entities that are resident or deemed to be resident in the Netherlands and entities that are not resident or deemed resident in the Netherlands, but for which dividends distributed by the Company are subject to corporate income tax under the CITA, can only credit Dutch dividend withholding tax up to the total amount of their Dutch corporate income tax liability without taking into account any credit for Dutch dividend withholding tax and gaming tax (*kansspelbelasting*). To the extent the aggregate of the Dutch dividend withholding tax and gaming tax exceeds the aggregate Dutch corporate income tax liability in respect of the relevant year, the excess is not refunded, but carried forward to future years subject to certain restrictions and conditions.

Depending on specific circumstances, a Shareholder resident in a country other than the Netherlands and for whom dividends distributed by the Company or income deemed to be derived from the Shares is not subject to tax under the

ITA or the CITA may be entitled to exemptions from, reduction of, or full or partial refund of, Dutch dividend withholding tax under Dutch law, EU law, or treaties for the avoidance of double taxation.

Furthermore, if a Shareholder:

- is an entity which is resident in a member state of the EU, or a state that is a party to the EEA, or is a Qualifying Shareholder;
- is not subject to a profit tax levied by that state; and
- would not have been subject to Dutch corporate income tax had the Shareholder been resident in the Netherlands,

this Shareholder will generally be eligible for a refund of Dutch dividend withholding tax on dividends distributed by the Company.

For purposes of the above, a "Qualifying Shareholder" is an entity that (i) is resident in a jurisdiction with which the Netherlands can exchange information in line with the international standard on exchange of information, and (ii) holds its Shares as a portfolio investment, *i.e.*, its Shares are not held with a view to establish or maintain lasting and direct economic links between the Shareholder and the Company and the Shares do not allow the Shareholder to participate effectively in the management or control of the Company.

A Shareholder that is resident (i) in an EU member state, (ii) in a state that is a party to the Agreement on the EEA (EEA; Iceland, Liechtenstein or Norway), or (iii) in a designated third state with which the Netherlands has agreed to an arrangement for the exchange of information on tax matters and for whom dividends distributed by the Company or income deemed to be derived from the Shares is not subject to tax under the ITA or the CITA, may be entitled to a full or partial refund of Dutch dividend withholding tax incurred in respect of the Shares if the final tax burden in respect of the dividends distributed by the Company of a comparable Dutch resident shareholder is lower than the withholding tax incurred by the non-Dutch resident Shareholder. The refund is granted upon request, and is subject to conditions and limitations. No entitlement to a refund exists if the disadvantage for the non-Dutch resident Shareholder is entirely compensated in his state of residence under the provisions of a treaty for the avoidance of double taxation concluded between his state of residence and the Netherlands.

A Shareholder who is resident in the United States for purposes of the Treaty between the United States and the Netherlands for the avoidance of double taxation (a U.S. Shareholder) and who is entitled to the benefits of the Treaty, will be entitled to an exemption from or a reduction of Dutch dividend withholding tax, *inter alia*, in the following situations:

- if the U.S. Shareholder is an exempt pension trust as described in article 35 of the Treaty or an exempt organization as described in article 36 of the Treaty, the U.S. Shareholder is entitled to an exemption from Dutch dividend withholding tax;
- if the U.S. Shareholder is a company that directly holds at least 10%, but less than 80% of the voting power in the Company, the U.S. Shareholder will be entitled to a reduction of Dutch withholding tax to a rate of 5% (see section 13.3 "*Taxation in the United States*").

A U.S. Shareholder that qualifies for an exemption from, or a reduction of, Dutch dividend withholding tax may generally claim (i) an exemption or reduction at source, or (ii) a refund, by making the requisite filings within three years after the end of the calendar year in which the Dutch dividend withholding tax was levied.

According to Dutch domestic anti-dividend stripping rules, no credit against Dutch tax, exemption from, reduction, or refund of Dutch dividend withholding tax will be granted if the recipient of the dividends paid by the Company is not considered to be the beneficial owner (*uiteindelijk gerechtigde*) of those dividends.

The DWTA provides for a non-exhaustive negative description of a beneficial owner. According to the DWTA, a Shareholder will not be considered the beneficial owner of the dividends if as a consequence of a combination of transactions:

- a person other than the Shareholder wholly or partly, directly or indirectly, benefits from the dividends;
- whereby this other person retains or acquires, directly or indirectly, an interest similar to that in the Shares on which the dividends were paid; and
- that other person is entitled to a credit, reduction or refund of Dutch dividend withholding tax that is less than that of the Shareholder.

13.1.2 Taxes on Income and Capital Gains

13.1.2.1 Residents of the Netherlands

The description of certain Dutch tax consequences in this chapter is only intended for the following Shareholders:

- Dutch Resident Individuals; and
- Dutch Resident Corporate Entities.

13.1.2.2 **Dutch Resident Individuals engaged or deemed to be engaged in an enterprise or in miscellaneous activities**

Dutch Resident Individuals engaged or deemed to be engaged in an enterprise or in miscellaneous activities (*resultaat uit overige werkzaamheden*) are generally subject to income tax at statutory progressive rates with a maximum of 49.50% on any benefits derived or deemed to be derived from the Shares, including any capital gains realized on any disposal of the Shares, where those benefits are attributable to:

- an enterprise from which a Dutch Resident Individual derives profits, whether as an entrepreneur (*ondernemer*) or by being co-entitled (*medegerechtigde*) to the net worth of this enterprise other than as an entrepreneur or shareholder; or
- miscellaneous activities, including activities which are beyond the scope of active portfolio investment activities (*meer dan normaal vermogensbeheer*).

13.1.2.3 **Dutch Resident Individuals not engaged or deemed to be engaged in an enterprise or in miscellaneous activities**

Generally, Shares held by a Dutch Resident Individual who is not engaged or deemed to be engaged in an enterprise or in miscellaneous activities, or who is so engaged or deemed to be engaged but the Shares are not attributable to that enterprise or miscellaneous activities, will be subject to an annual income tax imposed on a fictitious yield on the fair market value of the Shares on 1 January of each calendar year under the regime for savings and investments (*inkomen uit sparen en beleggen*). Irrespective of the actual income or capital gains realized, the annual taxable benefit from a Dutch Resident Individual's assets and liabilities taxed under this regime, including the Shares, is based on fictitious percentages applied to the fair market value of (i) bank savings, (ii) other assets, including the Shares, and (iii) liabilities.

Taxation only occurs if and to the extent the sum of the fair market value of bank savings and other assets minus the fair market value of the liabilities exceeds a certain threshold (*heffingvrij vermogen*). The tax rate under the regime for savings and investments is a flat rate of 32%.

For the calendar year 2023, the fictitious percentages applicable to the first and third categories mentioned above (bank savings and liabilities) have not yet been determined. The fictitious yield percentage applicable to the second category mentioned above (other assets, including the Shares) is 6.17 percent for the calendar year 2023.

Transactions in the three months periods before and after 1 January will for this purpose be ignored unless the Shareholder can demonstrate that such transactions are implemented for other reasons than arbitration between fictitious yield percentages.

The fictitious percentages referred to above are considered by the Dutch government to be in compliance with a decision of the Dutch Supreme Court of 24 December 2021 (ECLI:NL:HR:2021:1963) regarding the incompatibility of the previous regime for savings and investments with the European Convention on Human Rights. Shareholders are nevertheless advised to consult their tax advisor on whether any tax levied under the current regime for savings and investments, including in respect of the Shares, is in accordance with this convention.

13.1.2.4 **Dutch Resident Corporate Entities**

Dutch Resident Corporate Entities are generally subject to corporate income tax at statutory rates up to 25.8% on any benefits derived or deemed to be derived from the Shares, including any capital gains realized on their disposal.

13.1.3 **Non-Residents of the Netherlands**

The description of certain Dutch tax consequences in this chapter is only intended for the following Shareholders:

- Non-Dutch Resident Individuals; and
- Non-Dutch Resident Corporate Entities.

13.1.3.1 **Non-Dutch Resident Individuals**

A Non-Dutch Resident Individual will not be subject to any Dutch taxes on income or capital gains derived from the purchase, ownership and disposal or transfer of the Shares, other than withholding tax as described above, unless:

- the Non-Dutch Resident Individual derives profits from an enterprise, whether as entrepreneur or by being co-entitled to the net worth of this enterprise other than as an entrepreneur or shareholder and this enterprise is fully or partly carried on through a permanent establishment (*vaste inrichting*) or a permanent representative (*vaste vertegenwoordiger*) in the Netherlands, to which the Shares are attributable;
- the Non-Dutch Resident Individual derives benefits from miscellaneous activities carried on in the Netherlands in respect of the Shares, including activities which are beyond the scope of active portfolio investment activities; or

- the Non-Dutch Resident Individual is entitled to a share - other than by way of securities - in the profits of an enterprise, which is effectively managed in the Netherlands and to which the Shares are attributable.

13.1.3.2 Non-Dutch Resident Corporate Entities

A Non-Dutch Resident Corporate Entity will not be subject to any Dutch taxes on income or capital gains derived from the purchase, ownership and disposal or transfer of the Shares, other than withholding tax as described above, unless:

- the Non-Dutch Resident Corporate Entity derives profits from an enterprise, which is fully or partly carried on through a permanent establishment or a permanent representative in the Netherlands to which the Shares are attributable; or
- the Non-Dutch Resident Corporate Entity is entitled to a share - other than by way of securities in the profits of an enterprise or a co-entitlement to the net worth of an enterprise, which is effectively managed in the Netherlands and to which the Shares are attributable.

Under certain specific circumstances, Dutch taxation rights may be restricted for Non-Dutch Resident Individuals and Non-Dutch Resident Corporate Entities pursuant to treaties for the avoidance of double taxation.

13.1.4 Dutch Gift Tax or Inheritance Tax

No Dutch gift tax or inheritance tax is due in respect of any gift of the Shares by, or inheritance of the Shares on the death of, a Shareholder, unless:

- the Shareholder is resident, or is deemed to be resident, in the Netherlands at the time of the gift or death of the Shareholder;
- the Shareholder dies within 180 days after the date of the gift of the Shares and was, or was deemed to be, resident in the Netherlands at the time of the Shareholder's death but not at the time of the gift; or
- the gift of the Shares is made under a condition precedent and the Shareholder is resident, or is deemed to be resident, in the Netherlands at the time the condition is fulfilled.

13.1.5 Other Taxes and Duties

No other Dutch taxes, including taxes of a documentary nature, such as capital tax, stamp or registration tax or duty, are payable by, or on behalf of, the Shareholder by reason only of the purchase, ownership and disposal of the Shares.

13.1.6 Residency

A Shareholder will not become a resident or deemed resident of the Netherlands by reason only of holding the Shares.

13.2 Taxation in Spain

13.2.1 Spanish tax considerations

The following section is a general description of the tax regime applicable under Spanish legislation currently in force (and implementing regulations and under the administrative interpretations thereof) as of the date of approval of this Prospectus to the subscription, acquisition, ownership and, as the case may be, subsequent disposition of the Shares.

This analysis does not address all of the potential tax consequences of the aforementioned transactions, or the regime applicable to all categories of investors, some of whom (such as, financial institutions, collective investment undertakings, pension funds cooperatives and look-through entities, etc.) may be subject to special rules. In particular, the Group does not deal with the tax consequences deriving for investors holding a participation equal to or higher than 5% of the share capital of the Company. Furthermore, this analysis does not address the potential tax consequences for Ferrovial Shareholders as a consequence of the exercise of withdrawal rights. In addition, this description does not consider regional tax regimes in force applicable in the Historical Territories of the Basque Country and the Historical Autonomous Region of Navarre ("*Concierto*" and "*Convenio Económico*", respectively) or the regulations adopted by the different Spanish Autonomous Regions (*Comunidades Autónomas*) that may apply to investors regarding particular taxes.

In particular, the applicable rules are set forth in:

- the Personal Income Tax Law;
- the Non-resident Income Tax Law;
- the Corporate Income Tax Law;
- the Wealth Tax Law;
- the Temporary Solidarity Tax on Wealth Law;

- the Inheritance and Gift Tax Law; and
- the Financial Transaction Tax Law.

Investors are advised to consult their own tax advisors or lawyers concerning the specific tax consequences in light of their particular circumstances.

Likewise, investors should consider any potential changes to the legislation currently in effect occurring in the future (which may have retroactive effects), and on the interpretations that may be made on such legislation by the Spanish tax authorities, which could differ from the interpretation set out below.

Prospective investors should consult their own tax advisors who can provide them with personalized advice based on their particular circumstances.

13.2.1.1 Direct taxation regime applicable to the Merger

Spanish tax law foresees a Special Tax Neutral Regime established in Spain in Chapter VII of Title VII of the Spanish Corporate Income Tax Law. Under this Special Tax Neutral Regime, certain transactions of a reorganization nature may benefit from total or partial tax neutrality that consists in deferring the tax due on the gains or losses which may arise in connection with the reorganization, both for the companies involved and its shareholders. This Special Tax Neutral Regime is applicable if certain requirements are met.

Cross-border mergers where the absorbed company is resident for tax purposes in Spain and the absorbing company is resident in another EU member state for tax purposes may elect for this Special Tax Neutral Regime provided the merger takes place mainly for valid business reasons and not for tax purposes. In order for the Special Tax Neutrality Regime to apply to the Company, its assets and liabilities must be allocated to a permanent establishment of the Company located in Spain.

Given that Ferrovial intends to apply the Special Tax Neutrality Regime, and Ferrovial's assets are allocated to a branch in Spain, and to the extent that the Merger is considered to be carried out for sound business reasons and it is not tax driven:

- The Merger does not constitute any realization or distribution of capital gains or losses relating to assets of Ferrovial which are transferred to the Company and affected to the Spanish branch.
- The assets which are transferred to the Company and affected to the Spanish branch by means of the Merger will keep the same tax basis that they had in the hands of Ferrovial prior to the Merger.

As referred above, to benefit from the Special Tax Neutral Regime, the Merger has to meet the business purposes test: the Merger must be carried out with the purpose of rationalizing, reorganizing or restructuring the economic activities of the entities participating in the operation but cannot be carried out merely to obtain a tax advantage or tax deferral.

The Special Tax Neutral Regime will also apply to Ferrovial Shareholders resident in Spain or in an EU or EEA member state, that should attribute to the Shares received in exchange the same tax basis that the shares of Ferrovial exchanged had immediately before the Merger. This Special Tax Neutral Regime does not apply to shareholders not resident in an EU or EEA member state; do not take advantage of the Special Tax Neutral Regime and will trigger gains or losses in Spain as a result of the Merger.

Pursuant to the NRIT Law, capital gains derived from the transfer of the Shares -the Merger implies a transfer of Shares, or any other capital gain related to such securities by legal entities or individuals who do not act through a permanent establishment in Spain, are subject to Non-Resident Income Tax, being the tax payable calculated, generally, in accordance with the rules set forth by PIT Law. In particular, capital gains derived from the transfer of the Shares are subject to NRIT at the rate of 19% in the 2023 tax year, unless a domestic exemption or a Double Taxation Treaty applies, in which case the provisions of the Double Taxation Treaty prevails. In this regard, please note that the transfer of the shares of Ferrovial resulting from the exercise by the shareholders of their right to withdraw from Ferrovial prior to the Merger give rise to capital gains or losses.

Under Spanish tax law, capital gains derived from the transfer of shares which have not been obtained through a permanent establishment in Spain by individuals and entities resident for tax purposes in other member states of the EU, or permanent establishments of these residents in another EU member state (other than Spain) are exempt from NRIT, provided that they have not been obtained through countries officially qualifying as non-cooperative jurisdictions for Spanish tax purposes. This exemption does not apply to capital gains resulting from the transfer of shares or rights of an entity: (i) when the assets of that entity comprise, mainly, real estate property located in the Spanish territory, whether directly or indirectly; (ii) in the case that the transferor is a non-resident individual at any time during the twelve months prior to the transfer, when the transferor holds an interest, directly or indirectly, of at least 25% of the capital or equity of the company; or (iii) in the case that the transferor is a non-resident company, when the transfer does not meet the requirements for application of the exemption set down in article 21 of the CIT Law. This exemption also applies to capital gains which have not been obtained through a permanent establishment in Spain by individuals and entities resident for tax purposes in member states of the EEA, or permanent establishments of these resident in other member states of the EEA, provided that the requirements set forth in the NRIT Law are met.

Please also note that, under the Spanish holding company regime (*régimen de entidades de tenencia de valores extranjeros*) capital gains obtained by non-residents corresponding to gains related to the holding of foreign active entities are not subject to capital gain taxes in Spain, provided the non-resident shareholder is not acting through a non-cooperative jurisdiction for Spanish tax purposes.

In general, offsetting gains and losses from different transfers is not permitted.

Non-resident shareholders are obliged to file a tax return (currently, Form 210), calculating and paying, as applicable, the resulting NRIT due. This tax return may also be filed, and the NRIT paid, by the taxpayer's tax representative in Spain, the depository or the manager of the shares, applying the procedure and the tax return set out in Order EHA/3316/2010, of 17 December 2010.

In the event that an exemption applies, whether under Spanish law or through a Double Taxation Treaty, the non-resident shareholder must provide evidence of his, her or its right by providing a certificate of tax residency in a timely manner duly issued by the tax authorities of his/her/its country of residence (which must state, as the case may be, that the investor is resident in that country within the meaning of the applicable Double Taxation Treaty) or the form stipulated in the Order implementing the applicable Double Taxation Treaty. Such tax residency certificates are generally valid for one year from the date of issue for these purposes, and must refer to the tax period in which the capital gain is made.

13.2.2 Direct taxation on the ownership and subsequent disposition of the Shares

13.2.2.1 Shareholders resident in Spanish territory

This section considers the tax treatment applicable to investors considered resident in Spain for tax purposes. In general, and without prejudice to the provisions of the Double Taxation Treaties signed by Spain, shareholders considered to be resident in Spain for these purposes include entities resident in Spain pursuant to article 8 of the CIT Law and individuals whose permanent available home is in Spain, as defined in article 9.1 of the PIT Law, together with those resident abroad who are members of Spanish diplomatic missions, Spanish Consuls and other official bodies, as set forth in article 10.1 thereof. Likewise, shareholders considered resident in Spain for tax purposes also include individuals with Spanish nationality who, while ceasing their tax residency in Spain, demonstrate their new tax residency to be in a non-cooperative jurisdiction during the tax period in which the change of residence takes place and the following four periods, pursuant to article 8.2 of the PIT Law.

Individuals who acquire tax residency in Spain as a result of moving to Spanish territory may opt to pay PIT or NRIT during the period in which the change of residency takes place, and the five subsequent years, providing the requirements set forth in article 93 of the PIT Law are met.

Individuals resident in Spain for tax purposes

13.2.2.2 Personal income tax

Capital income

Pursuant to article 25 of the PIT Law, capital income is considered to include dividends, considerations paid for attending at shareholders' meetings, income from the creation or assignment of rights of use or enjoyment of the Shares and, in general, the participation in the Company's profits, and any other income received from the entity in his or her position as shareholder of the Company.

Administration and custody expenses are considered deductible expenses from the gross income generated. Discretionary or individualized portfolio management expenses are not deductible. This net amount is included in the taxable base for capital income of the year in which it is due and as from 2023, taxed at a fixed rate of 19% for the first EUR 6,000 of capital income obtained by the individual; 21% for capital income of between EUR 6,000.01 and EUR 50,000; 23% for capital income of between EUR 50,000.01 and EUR 200,000; 27% for capital income of between EUR 200,000.01 and EUR 300,000; or 28% for capital income in excess of EUR 300,000.01.

Distribution of the share premium deriving from shares admitted to trading on any of the regulated securities markets defined in MiFID II (such as the Shares) reduce, until cancellation, the acquisition value of the specific shares. The excess over that acquisition value is taxed as capital income on the terms set out in the preceding paragraph.

Any withholding tax levied in The Netherlands can be credited against the Spanish PIT, thus, reducing the effective tax to be paid in Spain.

If the amount of PIT payable is less than the PIT withholding, it gives rise to the refund provided for in article 103 of the PIT Law. As an exception, PIT withholding is not applied on distributions of share premium.

Capital gains and losses

Any change in the value of the assets owned by PIT taxpayers resulting from any transfer or alteration give rise to capital gains or losses. In the event of a transfer of Shares for valuable consideration, the gain or loss is calculated as the positive or negative difference between the acquisition value of the Shares and their transfer value, determined by: (i) the listed

value of the Shares as of the transfer date; or (ii) the agreed transfer price, when this exceeds the listed value of the Shares.

Where the PIT taxpayer owns other securities of the same kind, the acquisition price of the transferred shares is based on the principle that those acquired first are sold first.

Both the acquisition and transfer values are increased or reduced, respectively, by the costs and taxes inherent to such transactions borne by the acquirer or transmitter, respectively.

Capital gains or losses derived from the transfer of the Shares are included and offset in the savings taxable base of the tax period in which the transfer takes place, being taxed as from 2023 tax year at a rate of 19% for the first EUR 6,000 of investment income obtained by the individual; 21% for income of between EUR 6,000.01 and EUR 50,000; 23% for income of between EUR 50,000.01 and EUR 200,000; 27% for income of between EUR 200,000.01 and EUR 300,000 and 28% for income in excess of EUR 300,000.01.

Capital gains derived from transfer of the Shares are not subject to withholding tax. Certain losses derived from the transfer of the Shares are not treated as capital losses when identical securities are acquired during the two months prior or subsequent to the transfer date which originated that loss. In such cases, capital losses are included in the taxable base upon the transfer of the remaining shares of the taxpayer.

Preferential subscription rights

Distributions to Spanish Shareholders of any preferential rights to subscribe for Shares are not treated as income under Spanish tax law. The exercise of preferential subscription rights is not considered a taxable event under Spanish law.

The proceeds obtained from the transfer of preferential subscription rights of the Shares received by a Company's shareholder are regarded as capital gains for the transferor corresponding the tax period in which the transfer takes place, being subject to withholding on account of PIT at the current rate of 19%. This withholding on account of PIT is levied by the depositary entity or, in the absence thereof, by the financial intermediary or notary public that intervenes in the transfer.

Such capital gain derived from transfer of the preferential subscription rights corresponding to the Shares are included and offset in the savings taxable base, being taxed as from 2023 tax year at a fixed rate of 19% for the first EUR 6,000 of capital income obtained by the individual; 21% for capital income between EUR 6,000.01 and EUR 50,000; 23% for capital income of between EUR 50,000.01 and EUR 200,000; 27% for capital income of between EUR 200,000.01 and EUR 300,000 or 28% for capital income in excess of EUR 300,000.01.

13.2.2.3 Wealth Tax

Individual shareholders who are resident in the Spanish territory are subject to Wealth Tax on their total net wealth at 31 December of every fiscal year, irrespective of where their assets are located or rights are exercisable.

For these purposes, the value of the Shares equals the average trading price in the last quarter of the year. The Ministry of Finance publishes annually this average trading price for the Wealth Tax purposes.

The Wealth Tax Law sets a minimum tax-free allowance of EUR 700,000. Tax liability is determined in accordance with a tax scale with marginal rates ranging between 0.2% and 3.5%, without prejudice to specific rules that may have been approved by the corresponding Autonomous Regions where the individual is resident for tax purposes.

13.2.2.4 Temporary Solidarity Tax on Wealth

As from 2022, individual shareholders resident in Spain for tax purposes are subject to Temporary Solidarity Tax on Wealth on their total net wealth at 31 December, regardless of where their assets are located or the rights are exercisable.

The Temporary Solidarity Tax on Wealth is incorporated as complementary to the Wealth Tax, levying an additional tax on the assets of individuals whose value, determined in accordance with the rules of the Wealth Tax, exceeds EUR 3 million and to the extent that they are not taxed by the Wealth Tax or are taxed for an amount lower than that which would result from taxation under the Temporary Solidarity Tax on Wealth. In this sense, the net tax liability accrued for the Temporary Solidarity Tax on Wealth is reduced, in addition to the amount of the credits and allowances set forth in Wealth Tax Law, by the amount of the net tax liability effectively paid pursuant to the Net Wealth Tax.

The tax base is calculated in accordance with the provisions of the Wealth Tax Law.

The Temporary Solidarity Tax on Wealth Law sets a minimum tax-free allowance of EUR 700,000. Furthermore, Tax liability is determined according to a scale with marginal rates ranging from 0.0% to 3.5%.

The Temporary Solidarity Tax on Wealth is established for an initial period of two years. However, the Temporary Solidarity Tax on Wealth Law incorporates a revision clause to evaluate its results at the end of the initially planned period of validity in order to assess whether it should be maintained or removed.

13.2.2.5 Inheritance and Gift Tax

The transfer of shares by inheritance or gift in favor of individuals who are resident in Spain is subject to Inheritance and Gift Tax (IGT) in accordance with IGT Law. The acquirer of the securities is liable for this tax as taxpayer. The tax rate applicable to the taxable base ranges from 7.65% to 34%. The effective tax rate depends on specific factors, such as the wealth of the taxpayer and the degree of their kinship with the deceased or the donor, subject to the specific rules approved in each Autonomous Region and, as a result, the effective tax rate may vary from 0% to 81.6%.

Corporate resident shareholders

13.2.2.6 Corporate income tax

Dividends

CIT taxpayers and NRIT taxpayers who act in Spain for these purposes through permanent establishments include the gross amount of dividends or interest in profits received as a result of ownership of the Shares, and the costs inherent to this interest, in their taxable base, in accordance with article 10 and onwards of the CIT Law. The general tax rate applicable to this income is 25%.

In the event of a distribution of share premium, the amount received by CIT taxpayers reduces, until cancellation, the acquisition value of the specific shares. The excess over that acquisition value are included in the taxable base as income. Any withholding tax levied in The Netherlands can be credited against the Spanish CIT, thus, reducing the effective tax to be paid in Spain, provided it does not exceed the CIT due in Spain on such income. Shareholders who are CIT taxpayers must consult their own tax advisors regarding the possibility to apply the CIT exemption as set forth in article 21 of the CIT Law on this income.

Preferential subscription rights

The allocation of preferential subscription rights and their subscription as Shares do not generate any income for CIT purposes provided the preferential subscription rights are not associated to a shareholders' remuneration program.

Proceeds obtained from the transfer of preferential subscription rights are not subject to CIT withholding. Any accounting income obtained from the transfer of preferential subscription rights is included in the taxable base, and taxed pursuant to general CIT rules (subject to the general CIT tax rate, currently of 25%).

Income derived from transfers of the Shares

Any gain or loss derived from the transfer of the Shares, whether for valuable consideration or not, is included in the taxable base of CIT (or of NRIT for those taxpayers acting, for these purposes, through a permanent establishment in Spain), in accordance with article 10 and onwards of the CIT Law.

The general tax rate applicable to this income is 25%. The deductibility of any losses that may be originated by the transfer of the Shares is subject to restrictions. Shareholders are advised to consult their own tax advisors or lawyers about the application of such restrictions in their particular case. Income derived from the transfer of the Shares are not subject to CIT withholding.

13.2.2.7 Wealth Tax

CIT taxpayers are not subject to Wealth Tax.

13.2.2.8 Temporary Solidarity Tax on Wealth

CIT taxpayers are not subject to Temporary Solidarity Tax on Wealth.

13.2.2.9 Inheritance and Gift Tax

CIT taxpayers are not subject to IGT, and income obtained through a gift is taxed pursuant to CIT rules.

13.2.3 Spanish financial transactions tax

Spanish FTT under the Spanish Tax on Financial Transactions Law charges a 0.2% rate on specific acquisitions of listed shares issued by Spanish companies whose market capitalization exceeds EUR 1 billion on 1 December of the previous year to the acquisition, regardless of the jurisdiction of residence of the parties involved in the transaction.

The Spanish FTT does not apply to the exchange of the Ferrovial shares as a result of the Merger since acquisitions in the context of share capital increase (acquisition derived from a new issue of shares) and the corporate restructuring operations to which the Special Tax Neutral Regime may be applicable are exempt from Spanish FTT. For the application of this exemption, it is not necessary for the Special Tax Neutral Regime to be actually applied. It is sufficient that the corporate restructuring operation is included in the cases of merger, spin-off, contribution of assets and exchange of securities as defined in Chapter VII of Title VII of the Spanish Corporate Income Tax Law. The acquirer of the Shares has to communicate to its depository entity that the Shares have been acquired as a consequence of the Merger so that the exemption would be applicable.

However, please note that, other than with regard to the Shares acquired as a consequence of the Merger or share capital increase, the acquisition of Shares would not fall within the scope of the Spanish FTT since the Company is not a Spanish company.

13.2.4 Indirect taxation on the acquisition and disposition of the Shares

The subscription and, as the case may be, subsequent disposition of the Shares is exempt from transfer tax, stamp duty and value added tax.

13.3 Taxation in the United States

The following discussion describes certain U.S. federal income tax consequences to U.S. Holders of the exchange of the Ferrovial Shares for the Shares pursuant to the Merger and the ownership of the Shares received in exchange for the Ferrovial Shares pursuant to the Merger. This summary applies only to U.S. Holders that hold the Ferrovial Shares, and will hold the Shares, in each case, as capital assets within the meaning of Section 1221 of the Internal Revenue Code and have the U.S. dollar as their functional currency.

This discussion is based on the tax laws of the United States as in effect on the date of this Prospectus, including the Internal Revenue Code of 1986, as amended, and U.S. Treasury Regulations in effect or, in some cases, proposed, as of the date of this Prospectus, as well as judicial and administrative interpretations thereof available on or before such date. All of the foregoing authorities are subject to change, and any such change could apply retroactively and could affect the U.S. federal income tax consequences described below. The statements in this Prospectus are not binding on the U.S. Internal Revenue Service (the IRS) or any court, and thus the Group can provide no assurance that the U.S. federal income tax consequences discussed below will not be challenged by the IRS or will be sustained by a court if challenged by the IRS. Furthermore, this summary does not address any estate or gift tax consequences, any state, local or non-U.S. tax consequences or any other tax consequences other than U.S. federal income tax consequences.

The following discussion does not describe all the tax consequences that may be relevant to any particular investor or to persons in special tax situations such as:

- banks and certain other financial institutions;
- regulated investment companies;
- real estate investment trusts;
- insurance companies;
- individual retirement accounts and other tax-deferred accounts;
- broker-dealers;
- traders that elect to mark to market;
- tax-exempt entities;
- persons liable for alternative minimum tax or the Medicare contribution tax on net investment income;
- U.S. expatriates;
- persons holding Shares as part of a straddle, hedging, constructive sale, conversion or integrated transaction;
- persons that actually or constructively own 5% or more of Ferrovial's stock by vote or value;
- persons subject to special tax accounting rules as a result of any item of gross income with respect to the Shares being taken into account in an applicable financial statement;
- persons that are resident or ordinarily resident in or have a permanent establishment in a jurisdiction outside the United States;
- persons who acquired Shares pursuant to the exercise of any employee share option or otherwise as compensation; or
- persons holding Shares through partnerships or other pass-through entities.

PROSPECTIVE PURCHASERS ARE URGED TO CONSULT THEIR TAX ADVISORS ABOUT THE APPLICATION OF THE U.S. FEDERAL TAX RULES TO THEIR PARTICULAR CIRCUMSTANCES AS WELL AS THE STATE, LOCAL AND NON-U.S. TAX CONSEQUENCES TO THEM OF THE MERGER AND THE OWNERSHIP OF SHARES.

As used herein, the term "U.S. Holder" means a beneficial owner of Shares that, for U.S. federal income tax purposes, is or is treated as:

- an individual who is a citizen or resident of the United States;
- a corporation created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate whose income is subject to U.S. federal income taxation regardless of its source; or
- a trust that (1) is subject to the supervision of a court within the United States and the control of one or more U.S. persons or (2) has a valid election in effect under applicable U.S. Treasury Regulations to be treated as a U.S. person.

The tax treatment of a partner in an entity or arrangement treated as a partnership for U.S. federal income tax purposes that holds Shares generally will depend on such partner's status, the activities of the partnership and certain determinations made at the partner level. A U.S. Holder that is a partner in such partnership should consult its tax advisor.

The following discussion only addresses consequences to a U.S. Holder who exchanges its Ferroviai Shares solely for the Shares. It does not discuss the consequences of cashing out the Ferroviai Shares or the Shares in connection with the Merger and/or exercise of withdrawal rights. It further assumes that Ferroviai is currently not, and has not been, a PFIC.

13.3.1 U.S. federal income tax consequences of the Merger

If Ferroviai Shares are exchanged for the Company's Shares as a result of the Merger, implemented as described in this Prospectus, the Merger may be treated as a tax-free "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code. For this purpose, the Group intends the Common Draft Terms to be the "plan of reorganization". If such treatment is respected, a U.S. Holder who exchanges its Ferroviai Shares solely for the Shares will not recognize any gain or loss as a result of the Merger, will generally have the same tax basis in each of its Shares following the Merger as the U.S. Holder had in each of its Ferroviai Shares immediately prior to the Merger, and will have a holding period in each of its Shares following the Merger that includes the U.S. Holder's holding period in each of its Ferroviai Shares immediately prior to the Merger. In addition, certain reporting requirements may apply to a U.S. Holder. No opinion of counsel or ruling from the IRS will be requested in this regard, however, and no assurance can be given that the IRS will agree with such treatment. Each U.S. Holder of Ferroviai Shares is urged to consult its independent professional adviser immediately regarding the tax consequences of receiving Shares following the execution of the Merger.

Although the Group assumes that Ferroviai is currently not, and has not been, a passive foreign investment company (PFIC), the Group has not analyzed our PFIC status for every prior taxable year and no assurances can be given that Ferroviai was not a PFIC for any taxable year in which a U.S. Holder may have held an interest in Ferroviai Shares. In addition, Ferroviai's PFIC status for its current taxable year can only be determined after the end thereof, and therefore there is no assurance that Ferroviai will not be a PFIC for the current taxable year. Even if the Merger qualifies for the treatment under Section 368(a) of the Internal Revenue Code as described above, if Ferroviai was a PFIC in any taxable year in a U.S. Holder's holding period of Ferroviai Shares, under certain proposed U.S. Treasury Regulations (which have a retroactive effective date), a gain (but no loss) may be recognized in connection with the Merger notwithstanding the non-recognition rules under Section 368(a) described above to the extent that the fair market value of the Ferroviai Shares exceeds the U.S. Holder's tax basis in the Ferroviai Shares. The gain will be taxed under the PFIC rules described below. In such case, such U.S. Holder's tax basis would be adjusted to reflect any gain recognized in connection with the Merger. U.S. Holders are urged to consult their tax advisors regarding the PFIC rules and their application to the Merger.

The closing of the Merger is not conditioned upon the receipt of an opinion of counsel that the Merger will qualify as a tax-free "reorganization" (or any other tax-deferral provision of the Internal Revenue Code), and neither Ferroviai nor the Company intends to request a ruling from the IRS or opinion of counsel regarding the U.S. federal income tax treatment of the Merger. Accordingly, no assurance can be given that the IRS will not challenge the treatment of the Merger as a tax-free "reorganization" or that a court will not sustain such a challenge by the IRS. Complex and potentially adverse considerations would apply to U.S. Holders of Ferroviai Shares in the event that the Merger does not qualify as a tax-free "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code. In such circumstance, such U.S. Holders generally will recognize gain in connection with the Merger, and their holding period and tax basis in their Shares will differ from that in their Ferroviai Shares. U.S. Holders of Ferroviai Shares are urged to consult their tax advisors regarding the treatment of the Merger under Section 368(a) of the Internal Revenue Code, including any reporting requirements that may apply as a result of the Merger.

13.3.2 U.S. federal income tax consequences to shareholders of the Shares

13.3.2.1 Dividends and other distributions on Shares

Subject to the passive foreign investment company considerations discussed below, the gross amount of distributions made by the Company with respect to Shares (including the amount of any non-U.S. taxes withheld therefrom, if any) generally will be includible as dividend income in a U.S. Holder's gross income in the year received, to the extent such distributions are paid out of the Company's current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Distributions in excess of current and accumulated earnings and profits will be treated as a non-taxable return of capital to the extent of the U.S. Holder's basis in the Shares and thereafter as capital gain. Assuming the Company does not maintain calculations of its earnings and profits under U.S. federal income tax principles, a U.S. Holder

should expect all cash distributions will be reported as dividends for U.S. federal income tax purposes. Such dividends will not be eligible for the kind of dividends-received deduction allowed to U.S. corporations with respect to dividends received from other U.S. corporations. Dividends received by non-corporate U.S. Holders may be "qualified dividend income", which is taxed at the lower applicable capital gains rate, provided that (1) the Company is eligible for the benefits of the Treaty between the United States and the Netherlands, (2) the Company is not a passive foreign investment company (as discussed below) for either the taxable year in which the dividend was paid or the preceding taxable year, (3) the U.S. Holder satisfies certain holding period requirements and (4) the U.S. Holder is not under an obligation to make related payments with respect to positions in substantially similar or related property. U.S. Holders should consult their tax advisors regarding the availability of the lower rate for dividends paid with respect to Shares.

The amount of any distribution paid in foreign currency will be equal to the U.S. dollar value of such currency, translated at the spot rate of exchange on the date such distribution is received, regardless of whether the payment is in fact converted into U.S. dollar at that time.

Dividends on the Shares generally will constitute foreign source income for foreign tax credit limitation purposes. Subject to certain complex conditions and limitations, Dutch taxes withheld on any distributions on the Shares may be eligible for credit against a U.S. Holder's federal income tax liability, or at such holder's election, may be eligible as a deduction in computing such holder's U.S. federal taxable income. If a refund of, an exemption from, or a reduction of the tax withheld is available under the laws of the Netherlands or under the Treaty, the amount of tax withheld that is refundable, exempted, or reduced will not be eligible for such credit against a U.S. Holder's U.S. federal income tax liability (and will not be eligible for the deduction against U.S. federal taxable income). If the dividends constitute qualified dividend income as discussed above, the amount of the dividend taken into account for purposes of calculating the foreign tax credit limitation will generally be limited to the gross amount of the dividend, multiplied by the reduced rate applicable to the qualified dividend income, divided by the highest rate of tax normally applicable to dividends. The limitation on foreign taxes eligible for credit is calculated separately with respect to specific classes of income. For this purpose, dividends distributed by the Company with respect to Shares will generally constitute "passive category income". Recently issued U.S. Treasury Regulations further restrict the availability of foreign tax credits. The rules relating to the determination of the U.S. foreign tax credit are complex, and U.S. Holders should consult their tax advisors regarding the availability of a foreign tax credit in their particular circumstances and the possibility of claiming an itemized deduction (in lieu of the foreign tax credit) for any foreign taxes paid or withheld.

13.3.2.2 Sale or other taxable disposition of Shares

Subject to the passive foreign investment company considerations discussed below, upon a sale or other taxable disposition of Shares, a U.S. Holder will recognize capital gain or loss in an amount equal to the difference between the amount realized and the U.S. Holder's adjusted tax basis in such Shares, in each case as determined in U.S. dollars. Any such gain or loss generally will be treated as long-term capital gain or loss if the U.S. Holder's holding period in the Shares exceeds one year. Non-corporate U.S. Holders (including individuals) generally will be subject to U.S. federal income tax on long-term capital gain at preferential rates. The deductibility of capital losses is subject to significant limitations.

Gain or loss, if any, realized by a U.S. Holder on the sale or other disposition of Shares generally will be treated as U.S. source gain or loss for U.S. foreign tax credit limitation purposes. As a result, the use of U.S. foreign tax credits relating to any Dutch income tax imposed upon gains in respect of Shares may be limited. Recently issued U.S. Treasury Regulations further restrict the availability of foreign tax credits. U.S. Holders should consult their tax advisors regarding the tax consequences if Dutch taxes are imposed on a taxable disposition of Shares and their ability to credit any Dutch tax against their U.S. federal income tax liability.

If the consideration received upon the sale or other disposition of Shares is paid in foreign currency, the amount realized will be the U.S. dollar value of the payment received, translated at the spot rate of exchange on the date of taxable disposition. The Company expects the Shares will be listed on Euronext Amsterdam and Spanish Stock Exchanges. If the Shares are treated as traded on an established securities market for U.S. federal income tax purposes and the relevant U.S. Holder is either a cash basis taxpayer or an accrual basis taxpayer who has made a special election (which must be applied consistently from year to year and cannot be changed without the consent of the IRS), such holder will determine the U.S. dollar value of the amount realized in foreign currency by translating the amount received at the spot rate of exchange on the settlement date of the sale. An accrual basis taxpayer that does not make the special election will recognize exchange gain or loss to the extent attributable to the difference between the exchange rates on the sale date and the settlement date, and such exchange gain or loss generally will constitute U.S.-source ordinary income or loss.

A U.S. Holder's initial tax basis in Shares generally will equal the adjusted tax basis in the Ferrovial Shares surrendered in exchange, assuming the Merger qualifies as a tax-free reorganization as discussed above. If a U.S. Holder used foreign currency to purchase the Shares, the cost of the Shares will be the U.S. dollar value of the foreign currency purchase price on the date of purchase, translated at the spot rate of exchange on that date. If the Shares are treated as traded on an established securities market for U.S. federal income tax purposes and the relevant U.S. Holder is either a cash basis taxpayer or an accrual basis taxpayer who has made the special election described above, the U.S. Holder will determine the U.S. dollar value of the cost of such Shares by translating the amount paid at the spot rate of exchange on the settlement date of the purchase.

13.3.2.3 *Passive foreign investment company considerations*

The Company will be classified as a PFIC for any taxable year if either: (a) at least 75% of its gross income is "passive income" for purposes of the PFIC rules or (b) at least 50% of the value of its assets (determined on the basis of a quarterly average) is attributable to assets that produce or are held for the production of passive income. For this purpose, passive income includes interest, dividends and other investment income, with certain exceptions. The PFIC rules also contain a look-through rule whereby the Company will be treated as owning its proportionate share of the assets and earning its proportionate share of the income of any other corporation in which it owns, directly or indirectly, 25% or more (by value) of the stock.

Under the PFIC rules, if the Company were considered a PFIC at any time that a U.S. Holder holds the Shares, the Company would continue to be treated as a PFIC with respect to such investment unless (i) the Company ceased to be a PFIC and (ii) the U.S. Holder made a "deemed sale" election under the PFIC rules.

Whether the Company is treated as a PFIC is a factual determination that is made on an annual basis after the close of each taxable year. This determination will depend on, among other things, the ownership and the composition of the income and assets, as well as the value of the assets (which may fluctuate with our market capitalization), of the Company and its subsidiaries from time to time. Based on the nature of the Company's business, the ownership and the current and anticipated composition of the income, assets and operations of the Company, although not free from doubt, the Company does not expect to be treated as a PFIC for the current taxable year. However, the determination of the Company's PFIC status for the current taxable year is complex and subject to ambiguities. Moreover, the Company's PFIC status for the current and future taxable years depends, in large part, on the expected value of our goodwill, which could fluctuate significantly. The IRS or a court may disagree with our determinations, including the manner in which the Group determines the value of our assets and the percentage of our assets that are passive assets under the PFIC rules. Therefore there can be no assurance that the Company will not be classified as a PFIC for the current taxable year or for any future taxable year.

If the Company is considered a PFIC at any time that a U.S. Holder holds Shares, any gain recognized by the U.S. Holder on a sale or other disposition of the Shares, as well as the amount of any "excess distribution" (defined below) received by the U.S. Holder, would be allocated ratably over the U.S. Holder's holding period for the Shares. The amounts allocated to the taxable year of the sale or other disposition (or the taxable year of receipt, in the case of an excess distribution) and to any year before the Company became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as appropriate, for that taxable year, and an interest charge would be imposed. For the purposes of these rules, an excess distribution is the amount by which any distribution received by a U.S. Holder on Shares exceeds 125% of the average of the annual distributions on the Shares received during the preceding three years or the U.S. Holder's holding period, whichever is shorter. Certain elections may be available that would result in alternative treatments (such as mark-to-market treatment) of the Shares if the Company is considered a PFIC.

If the Company is considered a PFIC, a U.S. Holder will also be subject to annual information reporting requirements. U.S. Holders should consult their tax advisors about the potential application of the PFIC rules to an investment in Shares.

13.3.2.4 *Information reporting and backup withholding*

Distributions with respect to Shares and proceeds from the sale, exchange or redemption of Shares may be subject to information reporting to the IRS and U.S. backup withholding. A U.S. Holder may be eligible for an exemption from backup withholding if the U.S. Holder furnishes a correct taxpayer identification number and makes any other required certification or is otherwise exempt from backup withholding. U.S. Holders who are required to establish their exempt status may be required to provide such certification on IRS Form W-9. U.S. Holders should consult their tax advisors regarding the application of the U.S. information reporting and backup withholding rules.

Backup withholding is not an additional tax. Amounts withheld as backup withholding may be credited against a U.S. Holder's U.S. federal income tax liability, and such U.S. Holder may obtain a refund of any excess amounts withheld under the backup withholding rules by timely filing an appropriate claim for refund with the IRS and furnishing any required information.

13.3.2.5 *Additional information reporting requirements*

Certain U.S. Holders who are individuals (and certain entities) that hold an interest in "specified foreign financial assets" (which may include the Shares) are required to report information relating to such assets, subject to certain exceptions (including an exception for Shares held in accounts maintained by certain financial institutions). Penalties can apply if U.S. Holders fail to satisfy such reporting requirements. U.S. Holders should consult their tax advisors regarding the applicability of these requirements to their acquisition and ownership of Shares.

14 INDEPENDENT AUDITORS

Ernst & Young, S.L. (EY), independent auditors, has audited the Consolidated Financial Statements, and has issued unqualified auditor's reports thereon.

EY is an independent registered accounting firm and is registered in the Official Register of Auditors under N° S0530. The address of EY is Calle de Raimundo Fernández Villaverde, 65, 28003 Madrid, Spain.

The Q1 2023 Trading Update has not been audited or reviewed by an independent auditor.

15.1 Corporate Resolutions

The Ferroviaal Board adopted a resolution on 28 February 2023 resolving to enter into the required Merger documentation and the Ferroviaal General Meeting adopted a resolution on 13 April 2023 resolving to approve the Merger.

The Board and Ferroviaal, the latter in its capacity as the sole Shareholder of the Company prior to the Merger, adopted resolutions on 28 February 2023 resolving to enter into the required Merger documentation and the Ferroviaal General Meeting, in its capacity as the sole Shareholder of the Company prior to the Merger, adopted a resolution on 13 April resolving to approve the Merger.

The Ferroviaal General Meeting, on 13 April 2023, and Ferroviaal, in its capacity as the sole Shareholder of the Company prior to the Merger, and the Board, on 14 June 2023, validly approved all necessary resolutions and authorizations related to the request for admission to listing and trading of the Shares on Euronext Amsterdam and the Spanish Stock Exchanges.

15.2 Expenses of the Admission

The expenses related to the Admission payable by the Company are estimated at approximately EUR 20 million and include, among other items, the fees due to the AFM, Euronext Amsterdam N.V. and the Spanish Stock Exchanges and legal and administrative expenses, as well as publication costs and applicable taxes, if any. See also section 3.2 "*The Admission—Reasons for the Admission*". No expenses have been or will be charged to investors by the Company in relation to the Admission.

15.3 Availability of Documents

The following documents (or copies thereof) may be obtained free of charge from the Group's website (<https://www.ferrovial.com/en/ir-shareholders>) from the date of this Prospectus until at least 12 months thereafter:

- this Prospectus and the summary of this Prospectus
- the Articles of Association
- the Board Rules, including the charters for the Audit and Control Committee and the Nomination and Remuneration Committee included as annexes thereto
- the Documents Incorporated by Reference (insofar as not already mentioned above)

16 DEFINITIONS

The following definitions are used in this Prospectus:

"2020 Annual Report"	Ferrovial's 2020 annual report, including the 2020 Consolidated Financial Statements and the notes thereto, the auditor's report and the management report
"2021 Annual Report"	Ferrovial's 2021 annual report, including the 2021 Consolidated Financial Statements and the notes thereto, the auditor's report and the management report
"2022 Annual Report"	Ferrovial's 2022 annual report, including the 2022 Consolidated Financial Statements and the notes thereto, the auditor's report and the management report
"2020 Consolidated Financial Statements"	The audited consolidated financial statements of the Group for the year ended 31 December 2020
"2021 Consolidated Financial Statements"	The audited consolidated financial statements of the Group for the year ended 31 December 2021
"2022 Consolidated Financial Statements"	The audited consolidated financial statements of the Group for the year ended 31 December 2022
"407 ETR Toll Road"	The Highway 407 Central Deferred Interchanges, Highway 407 West and Highway 407 East Partial in Canada
"407 Concessionaire"	407 ETR Concession Company Limited
"407 Grantor"	The Crown in right of Ontario, Canada
"ACER"	The European Union Agency for the Cooperation of Energy Regulators
"Admission"	The ES Admission and the NL Admission
"AENL Shares"	Shares of Auto-Estradas Norte Litoral, S.A.
"AFM"	The Dutch Authority for the Financial Markets (<i>Stichting Autoriteit Financiële Markten</i>)
"Agents"	The NL Agent, the ES Agent, the Facility Agent, and the U.S. Transfer Agent
"AGS"	AGS Airports Holdings Limited
"AIAF Fixed Income market"	Spain's fixed income regulated market, part of Bolsas y Mercados Españoles (BME Exchanges) (<i>AIAF Mercado de Renta Fija, S.A.</i>)
"Airports"	Heathrow Airport, AGS and Dalaman Airport
"Airports Business Division"	The airports business division of the Group
"Amey"	Amey Group
"Annual Accounts"	The Company's annual accounts, referred to in article 2:391 BW
"Annual Variable Remuneration" or "AVR"	Annual variable remuneration of the Executive Directors
"Annual Reports"	The 2020 Annual Report, 2021 Annual Report and 2022 Annual Report
"APMs"	Alternative performance measures as defined in Commission Delegated Regulation (EU) 2019/979 of 14 March 2019 supplementing the Prospectus Regulation
"AQS"	Automated Quotation System of the Spanish Stock Exchanges (<i>Sistema de Interconexión Bursátil or Mercado Continuo</i>)
"ARCO"	ARCO Securities Settlement System, managed by Iberclear
"Articles of Association"	The articles of association of the Company as they will read upon completion of the Merger

"Audit and Control Committee"	The Company's Audit and Control Committee
"Ausol"	The autopista del Sol in Spain
"Australian dollar" or "AUD" or "AU\$"	The Australian Dollar, the lawful currency of Australia
"BME Clearing"	BME Clearing, S.A.
"Board"	The board of directors of the Company
"Board Rules"	The rules regarding the Board's functioning and internal organization
"British Pound sterling" or "GBP" or "£"	The British Pound Sterling, the lawful currency of the United Kingdom
"Broadspectrum"	Broadspectrum Limited
"Budimex"	Budimex, S.A. and Webber, LLC
"Budimex Group"	Budimex, S.A. and subsidiaries
"Business Divisions"	A business division of the Group, consisting of the Toll Roads Business Division, the Airports Business Division, the Construction Business Division, the Energy Infrastructures and Mobility Business Division
"BW"	Dutch Civil Code (<i>Burgerlijk Wetboek</i>)
"CAA"	Civil Aviation Authority
"Cadagua"	Cadagua, S.A.
"Canadian dollar" or "CAD" or "Can\$"	The Canadian Dollar, the lawful currency of Canada
"Capital Reduction"	The implementation on 17 May 2023 by the Company of an amendment of its articles of association pursuant to which (i) each two Shares were combined into one Share; and (ii) the nominal value of each such resulting Share was decreased from EUR 1 to EUR 0.01 whereby the sum of such capital reduction was credited to the share premium reserve of the Company
"Carlyle"	Carlyle Global Infrastructure Opportunities Fund
"CCP"	Central clearing counterparty
"Cespa"	Cespa, S.A, the parent company of the waste treatment business in Spain, which was sold in 2021
"CET"	Central European Time or Central European Summer Time, as applicable
"Chairman"	The chairman of the Board
"Chief Executive Officer"	The chief Executive Officer of the Company
"Chief Financial Officer"	The chief financial officer of the Company
"Chief Human Resources Officer"	The chief human resources officer of the Company
"Chief Information and Innovation Officer"	The chief information and innovation officer of the Company
"Chief Strategy Officer"	The chief strategy officer of the Company
"Chilean peso" or "CLP" or "CL\$"	The Chilean peso, the lawful currency of Chile
"Cintra" or "Cintra Concesiones"	Cintra Concesiones de Infraestructuras de Transporte, S.A.
"CISE"	Cintra Infrastructures SE
"CISO"	The global chief information security officer
"CIT"	Spanish Corporate Income Tax under the CIT Law

"CMA"	UK Competition and Markets Authority
"CNMC"	The Spanish National Markets and Competition Commission (<i>Comisión Nacional de los Mercados y la Competencia</i>)
"CNMV"	The Spanish National Securities Market Commission (<i>Comisión Nacional del Mercado de Valores</i>)
"Common Draft Terms"	The Common Draft Terms of the cross-border merger between Ferrovial and the Company dated 28 February 2023, included as Annex A to this Prospectus
"Company"	Ferrovial International SE
"Company Merger Report"	The report prepared by the Company's Board addressing certain repercussions of the Merger for employees, included as Annex C to this Prospectus
"Comparable Growth", "Like-for-like Growth" or "LFL"	The relative year-on-year variation in comparable terms of the figures for revenues, EBITDA, EBIT and Order Book
"Concession and Ground Lease Agreement"	The exclusive concession and ground lease agreement dated 6 April 1999 between the 407 Concessionaire, as the concessionaire, and 407 Grantor, as the grantor
"Consolidated Financial Statements"	The 2020 Consolidated Financial Statements, 2021 Consolidated Financial Statements and 2022 Consolidated Financial Statements
"Consolidated Net Debt"	The Group's net balance of cash and cash equivalents (including short and long-term restricted cash) minus financial debt (including short and long-term debt) including a balance related to exchange-rate derivatives (covering both the issue of debt in currency other than the currency used by the issuing company and cash positions that are exposed to exchange rate risk). Lease liabilities are not part of the Consolidated Net Debt due to the application of the IFRS 16 standard
"Construction"	The reporting segment for the Construction Business Division of the Group
"Construction Business Division"	The construction business division of the Group
"CPI"	Consumer Price Index
"CSD"	Central Securities Depository
"Digital Horizon 24"	The Horizon 2024 Digital Plan of the Group
"Director"	A member of the Board
"Documents Incorporated by Reference"	The documents incorporated by reference in this Prospectus, namely: the Q1 2023 Trading Update, the Annual Reports (including the Consolidated Financial Statements and the notes thereto, the auditor's reports and the management reports) and the Articles of Association
"Double Taxation Treaties"	The treaties for the avoidance of double taxation entered into by Spain
"DRS"	Arrangement for recording the direct legal title of Shares in a non-certificated, registered form, including through the Direct Registration System
"DRS Holder"	Holders of Shares evidenced through The Direct Registration System, or otherwise in a non-certificated registered form
"DTC"	The Depository Trust Company in the U.S.
"Dutch Corporate Governance Code"	The Dutch corporate governance code issued on 20 December 2022
"Dutch Corporate Income Tax Act" or "CITA"	The Dutch Corporate Income Tax Act 1969 (<i>Wet op de vennootschapsbelasting 1969</i>)
"Dutch Dividend Withholding Tax Act" or "DWTA"	The Dutch Dividend Withholding Tax Act 1965 (<i>Wet op de dividendbelasting 1965</i>)
"Dutch Income Tax Act" or "ITA"	The Dutch Income Tax Act 2001 (<i>Wet inkomstenbelasting 2001</i>)

"Dutch Resident Corporate Entities"	Entities or enterprises that are subject to the CITA and are resident or deemed to be resident in the Netherlands
"Dutch Resident Individuals"	Individuals who are resident or deemed to be resident in the Netherlands
"Dutch Securities Giro Transactions Act"	Dutch Securities Giro Transactions Act (<i>Wet giraal effectenverkeer</i>)
"DWT Exit Tax"	The Emergency Act Conditional Exit Tax Dividend Withholding Tax (<i>Spoedwet conditionele eindafrekening dividendbelasting</i>)
"EBITDA"	Earnings before interest, taxes, depreciation, and amortization
"EEA"	European Economic Area
"Eligible U.S. Beneficial Holder"	Each ultimate beneficial holder of Ferroviaal Shares that is a U.S. Person and is a QIB (or a person reasonably believed to be a QIB)
"Energy Infrastructures and Mobility"	The reporting segment for the Energy Infrastructures and Mobility Business Division of the Group
"Energy Infrastructures and Mobility Business Division"	The energy infrastructures and mobility business division of the Group
"Enterprise Chamber"	The Dutch enterprise chamber of the court of appeal in Amsterdam
"EPA"	The US Environmental Protection Agency
"ES Admission"	The admission to listing and trading of Shares in the share capital of the Company on the Spanish Stock Exchanges
"ES Agent"	Banco Santander, S.A. in its capacity as exchange and listing agent for the ES Admission
"ESG"	Environment, Social and Governance
"ESMA"	European Securities and Markets Authority
"ESMA Guidelines"	ESMA Guidelines on Alternative Performance Measures
"EU"	European Union
"EU Merger Directive"	Council Directive 2009/133/EC of 19 October 2009 on the common system of taxation applicable to mergers, divisions, partial divisions, transfers of assets and exchanges of shares concerning companies of different Member States and to the transfer of the registered office of an SE or SCE between Member States (Codified version)
"EU Next Generation Fund"	The EU's temporary recovery fund to support economic recovery of the EU member states after the COVID-19 pandemic
"EU Taxonomy"	The EU taxonomy for sustainable activities in accordance with Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment
"EUR" or "euro" or "€"	The lawful currency of the European Economic and Monetary Union
"EURIBOR"	Euro Interbank Offered Rate
"Euroclear Bank"	Euroclear Bank SA/NV
"Euroclear Nederland"	<i>Nederlands Centraal Instituut voor Giraal Effectenverkeer B.V.</i>
"Euronext Amsterdam"	Euronext in Amsterdam, a regulated market of Euronext Amsterdam N.V.
"European Commission"	The authority within the European Union that has the legal authority to grant regulatory approvals in the European Union
"European Economic Community"	The community for common market and economic and monetary union created by the Treaty on European Union
"Eurozone"	The geographical area of countries that have adopted the euro as their national currency

"Ex Infrastructure Liquidity"	The sum of the cash and cash equivalents raised from the Group's revenues excluding infrastructure projects, as well as the committed short and long-term credit facilities not yet drawn at the end of each period (corresponding to credits granted by financial entities which may be drawn by the Company within the terms, amount and other conditions agreed in each contract)
"Executive Committee"	The executive committee of the Company. All powers assigned to the Board have been delegated to the Executive Committee, except those that are not delegable by law or the Articles of Association
"Executive Director"	A member of the Board in the capacity of executive director
"External Director"	An external director within the meaning of Spanish law
"External Independent Director"	An external independent director within the meaning of Spanish law
"EY"	Ernst & Young, S.L.
"FAA"	Federal Aviation Administration
"Facility Agent"	ING Bank N.V. in its capacity as facility agent
"Fair Value Adjustments"	The adjustments to the Group's income statement relative to previous results derived from: changes in the fair value of derivatives and other financial assets and liabilities, asset impairment, and the impact of the aforementioned elements in the 'equity-accounted results'
"FAR"	Federal Aviation Regulations
"Ferrovial Agroman"	Ferrovial Agroman, S.A.
"Ferrovial Airports"	Ferrovial Airports International SE
"Ferrovial Articles of Association"	The articles of association of Ferrovial as they read as at the date of this Prospectus
"Ferrovial"	Ferrovial S.A.
"Ferrovial Board"	The board of directors of Ferrovial
"Ferrovial Board Rules"	The rules regarding the functioning and internal organization of the Ferrovial Board
"Ferrovial Construction"	Ferrovial Construcción S.A.
"Ferrovial Director"	Member of the Ferrovial Board
"Ferrovial Executive Director"	A member of the Ferrovial Board in the capacity of executive director
"Ferrovial General Meeting"	The general meeting of shareholders of Ferrovial, being the corporate body, or where the context so requires, the physical meeting of Shareholders
"Ferrovial Merger Report"	The report of the Ferrovial Board on the Common Draft Terms, explaining and justifying the legal and economic aspects of the Merger, as well as addressing the repercussions of the Merger for the shareholders, creditors and employees, included as Annex B to this Prospectus
"Ferrovial Non-Executive Director"	Member of the Ferrovial Board in the capacity of non-executive director
"Ferrovial Scrip Dividend"	Ferrovial's flexible shareholder remuneration scheme
"Ferrovial Shareholder of Record"	Ferrovial Shareholders who are the shareholders of record in the context of the Merger
"Ferrovial Shares"	The ordinary shares in Ferrovial's share capital, with a nominal value of EUR 0.20 each
"Ferrovial Shareholder(s)"	Holder of Ferrovial Shares, except for Ferrovial and the Company
"Fixed Remuneration"	Fixed remuneration of the Executive Directors
"FMM"	Facilities Management and Maintenance Company LLC

"FMSA"	Dutch Financial Markets Supervision Act (<i>Wet op het financieel toezicht</i>)
"Foresight"	An innovation platform that explores different solutions for transport infrastructure, launched by the Group
"FRSA"	Dutch Financial Reporting Supervision Act (<i>Wet toezicht financiële verslaggeving</i>)
"GDP"	Gross Domestic Product
"General Counsel"	General counsel of the Company
"General Meeting"	General meeting of the Company, being the corporate body, or where the context so requires, the physical meeting of Shareholders
"Global Diversity and Inclusion Strategy"	The Group's strategy with respect to diversity and inclusion, focusing on the attraction and incorporation of diverse talent in the different areas and organizational levels of the Group, providing the organization with processes and structures that integrate diversity management and generate real opportunities for development so that each person can develop their full potential and contribute the best of themselves, and to develop an inclusive work environment that ensures that everyone who is part of Ferrovial feels respected and recognized
"Group"	Prior to the Merger, refers to Ferrovial and its Group Companies, and following the Merger, refers to the Company and its Group Companies
"Group Companies"	Prior to the Merger, refers to the subsidiaries of Ferrovial, and following the Merger, refers to subsidiaries of the Company, both within the meaning of article 2:24b BW
"H7"	The CAA's Heathrow price control review plan pursuant the Civil Aviation Act 201
"HAH"	Heathrow Airport Holdings
"Health and Safety Strategy"	The health and safety strategy of the Group for the period from 2020 to 2024 that seeks to align the health and safety management systems of each business division and make sure the necessary resources and tools are available to deliver safer operations
"Heathrow 2.0"	Heathrow's sustainability plan, released in February 2022
"Heathrow Express"	The rail link from Heathrow Airport to London Paddington station, operated by HAH
"Horizon 24 Strategic Plan"	The Group's plan setting out its strategy for the 2020-2024 period
"HR"	Human Resources
"IAS"	International Accounting Standards
"Iberclear"	<i>Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal</i>
"ICR"	Interest Cover Ratio
"IFRS-EU"	The International Financial Reporting Standards as adopted by the EU
"IGT Law"	Law 29/1987 of December 18 on Inheritance and Gift Tax
"Independent Director"	A Non-Executive Director who qualifies as independent pursuant to the Dutch Corporate Governance Code

"Independent Expert Report"	The report prepared by the independent expert appointed by the Board which assesses that shareholders' equity of Ferrovial, as at 31 December 2022, being the date of its interim equity statement as referred to in section 2:328 subsection 1 BW, on the basis of valuation methods generally accepted in the Netherlands, was at least equal to the sum of (i) the nominal paid-up amount of the aggregate number of Shares to be allotted to the Ferrovial Shareholders upon completion of the Merger, (ii) any cash payments to which Ferrovial Shareholders are entitled according to the proposed exchange ratio, and (iii) the aggregate amount of cash compensation which Ferrovial Shareholders may claim pursuant to the Withdrawal Mechanism
"Indian rupee", "INR", or "₹"	The Indian rupee, the lawful currency of India
"Inheritance and Gift Tax Law" or "IGT"	Inheritance and Gift Tax
"Inspiration Mobility"	Inspiration Mobility LLC
"Internal Revenue Code"	Internal Revenue Code of 1986, as amended
"IRB" or "IRB Infrastructure Developers"	IRB Infrastructure Developers Ltd.
"IRS"	The U.S. Internal Revenue Service
"ISIN"	International securities identification number
"JFK"	John F. Kennedy International Airport
"JFK NTO"	JFK NTO LLC
"J.Gomes Parent"	J. Gomes - Construções do Cávado, S.A.
"J. Gomes Subsidiary"	A fully-owned subsidiary of J. Gomes Parent
"KPI"	Key Performance Indicator
"LBJ"	The Lyndon B. Johnson Expressway
"Lead Director"	A Non-Executive Director designated as such in accordance with the Articles of Association
"LEI"	Legal Entity Identifier
"LME"	The Spanish Law 3/2009 of 3 April on structural changes to companies (<i>Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles</i>)
"Long-Term Value Remuneration", "LTVR" or "LTRP"	Long-term value remuneration as part of the total remuneration of the Group's Executive Director
"LSC"	The restated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010, of 2 July
"Major Shareholders"	A holder of Shares that is expected to hold (either directly or indirectly) following the Merger Effective Time a substantial interest (<i>substantiële deelneming</i>) (i.e., a holding of at least 3% of the share capital or voting rights) in the Company
"Managed Lanes"	Highway lanes with dynamic tolls that change in real-time based on traffic conditions
"Management Committee"	The management committee of the Company
"Market Abuse Regulation" or "MAR"	Regulation (EU) No 596/2014 of the European Parliament and the Council
"Merger"	The cross-border merger by absorption between Ferrovial, as the Spanish absorbed company, and the Company, as a wholly-owned subsidiary of Ferrovial and the Dutch absorbing company, with the termination, via dissolution without liquidation, of Ferrovial, and the acquisition of all of Ferrovial's assets, liabilities and other legal relationships by universal succession by the Company

"Merger Director's Reports"	The Ferroviaal Merger Report and the Company Merger Report, included as Annex B and Annex C to this Prospectus
"Merger Effective Time"	The time at which the Merger will be effective, <i>i.e.</i> , at 00:00 CET of the first day after the day of the execution of the Dutch law governed notarial deed of Merger
"Merger Exchange Ratio"	One Share in exchange for each Ferroviaal Share (1:1), other than any Ferroviaal Shares held by either Ferroviaal in treasury or the Company at such time
"MiFID II"	Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU
"Minimum Tax Rate Act 2024"	The Dutch Minimum Tax Rate Act 2024 (<i>Wet minimumbelasting 2024</i>)
"MIT"	Massachusetts Institute of Technology
"NATO"	The North Atlantic Treaty Organization
"NGEU"	European Union's Next Generation EU
"NL Admission"	The admission to listing and trading of Shares in the share capital the Company on Euronext Amsterdam
"NL Agent"	ING Bank N.V. in its capacity as listing agent for the NL Admission
"Nomination and Remuneration Committee"	The Group's Nomination and Remuneration Committee, which shall draw up selection criteria and appointment procedures for Directors, periodically assess the size and composition of the Board and proposes candidates for appointment and reappointment as Directors to be submitted by the Board to the consideration of the General Meeting, prepare the Remuneration Policy, monitor compliance with the Remuneration policy and periodically review the Remuneration Policy
"Non-Dutch Resident Corporate Entities"	Entities that are not resident and not deemed to be resident in the Netherlands
"Non-Dutch Resident Individuals"	Individuals who are not resident and not deemed to be resident in the Netherlands
"Non-Executive Director"	A member of the Board in the capacity of non-executive director
"Non-Resident Income Tax Law" or "NRIT Law"	The amended consolidated text of the Spanish Non-resident Income Tax Law, approved by Royal Legislative Decree 5/2004 of March 5 and its implementing regulations, as approved by Royal Decree 1776/2004 of July 30
"NRIT"	Non-Resident Income Tax under the NRIT Law
"NTE"	The Texas Managed North Tarrant Expressway
"NTO"	The new Terminal One at JFK International Airport in New York
"OECD"	Organization for Economic Co-operation and Development
"Order Book"	The Group's income pending execution corresponding to those contracts which the Group has signed and over which it has certainty regarding its future execution
"OSHA"	Occupational Health and Safety Administration
"Other External Director"	An external director of Ferroviaal, who cannot be considered a Proprietary Director or Independent Director
"Personal Income Tax Law" or "PIT Law"	Spanish Law 35/2006 of November 28 on the Personal Income Tax and on the partial amendment of the Corporate Income Tax, Non-resident Income Tax and Wealth Tax Law and its implementing regulations, as approved by Royal Decree 439/2007 of March 30
"Person with Meeting Rights"	A person with meeting rights in accordance with the Articles of Association
"PFIC"	Passive foreign investment company

"PIT"	Spanish Personal Income Tax under the PIT Law
"Polish zloty" or "PLN" or "gr"	The Polish Zloty, the lawful currency of Poland
"PPP"	Private-public partnership
"Proprietary Director"	A proprietary director within the meaning of Spanish law (<i>consejero dominical</i>)
"Prospectus"	This prospectus dated 15 June 2023
"Prospectus Regulation"	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market
"Q1 2023 Trading Update"	The trading update for the Group for the three-month period ended 31 March 2023
"QIB"	Qualified institutional buyer as defined in Rule 144A of the U.S. Securities Act
"Qualifying Shareholder"	An entity that (i) is resident in a jurisdiction with which the Netherlands can exchange information in line with the international standard on exchange of information, and (ii) holds its Shares as a portfolio investment, <i>i.e.</i> , its Shares are not held with a view to establish or maintain lasting and direct economic links between the Shareholder and the Company and the Shares do not allow the Shareholder to participate effectively in the management or control of the Company
"RAB"	Regulatory Asset Base, which includes the list of assets taken into account as per Heathrow's remuneration regime to incentivize capital expenditure devoted to enhance performance of the airport facilities and the passenger experience)
"RAR"	Regulatory Asset Ratio
"Radial 4"	The Radial 4 tollway in Madrid
"Rating Agencies"	Credit rating agency assigning credit ratings, rating a debtor's ability to pay back debt by making timely principal and interest payments and the likelihood of default
"Record Date"	The date five days prior to the day on which the Ferrovial General Meeting is scheduled
"Regulation S"	Regulation S under the U.S. Securities Act
"Remuneration Policy"	Prior to the Merger, Ferrovial's remuneration policy for Ferrovial Directors and following the Merger, the Company's remuneration policy for Directors
"Restricted Holder"	Any Ferrovial Shareholder who is a U.S. Person and is not a QIB (or a person reasonably believed to be a QIB) and who is under U.S. law ineligible to receive the Shares or beneficial entitlements thereto
"Restricted Holder Shares"	The Shares or beneficial entitlements thereto of a Restricted Holder
"Restricted Matters"	A resolution by Ferrovial's General Meeting to amend the articles of association (including a share capital increase or reduction), to transform, to merge, to demerge, to globally assign assets and liabilities, to issue bonds, to remove or limit pre-emptive subscription rights over new shares, or to transfer Ferrovial's registered address abroad
"Rule 144"	Rule 144 under the U.S. Securities Act
"Rule 144A"	Rule 144A under the U.S. Securities Act
"SBTi"	Science Based Target Initiative
"Schedule 22"	Schedule 22 of the 407 ETR concession agreement
"Secretary"	A person designated as such in accordance with the Articles of Association
"Semi-Annual accounts"	The Company's quarterly financial statements in respect of the financial quarters ending on each half year date

"Services Business Division"	The Group's services business division
"Shadow Carbon Pricing"	The Group's methodology to economically quantify the potential climate risk of its most relevant investments with the aim of reorienting its activity to more decarbonized business models
"Shareholder(s)"	A holder of Shares
"Shareholder Rights Directive II"	Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC
"Shares"	The ordinary shares in the Company's share capital, with a nominal value of EUR 0.01 each, or a dematerialized book-entry interest created through the systems of DTC, Euroclear Bank, Euroclear Nederland or Iberclear with an underlying right to the same, as the context may require
"SMI"	The Prince of Wales' Sustainable Markets Initiative
"SOC" or "SOCs"	Security Operations Center(s)
"Sociedad de Bolsas"	<i>Sociedad de Bolsas, S.A.</i>
"Spanish Corporate Income Tax Law" or "CIT Law"	Spanish Law 27/2014 of November 27 on Corporate Income Tax and its implementing regulations, as approved by Royal Decree 634/2015 of July 10
"Spanish Statute of Workers" or "SW"	The Spanish Statute of Workers (<i>texto refundido de la Ley del Estatuto de los Trabajadores, aprobado por el Real Decreto Legislativo 2/2015, de 23 de octubre</i>)
"Spanish Stock Exchanges"	Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, regulated markets of Bolsas y Mercados Españoles, Sociedad Holding the Mercados y Sistemas Financieros, S.A., for trading on the Automated Quotation System of the Spanish Stock Exchanges (<i>Sistema de Interconexión Bursátil or Mercado Continuo</i>)
"Special Tax Neutral Regime"	A special tax neutrality regime established in Spain in Chapter VII of Title VII of the Spanish Corporate Income Tax Law
"STEP label"	Short-Term European Paper label
"Sustainability Policy"	Framework for all Group policies and strategies that are linked to the diverse items regarding ESG (i.e. Environment, Human Resources, Human Rights, Compliance and Ethics, H&S, among others) and which have been approved by the Board
"Sustainability Strategy 2030"	The key and main ESG and sustainability strategy of the Group, which provides the framework for developing innovative, efficient, and sustainable infrastructures, always accounting for three fundamental dimensions: (i) environmental, (ii) social, and (iii) governance issues
"Tax on Financial Transactions Law" or "FTT Law"	Spanish law implementing the Spanish Tax on Financial Transactions Law as approved on 7 October 2020 and in force since 16 January 2021
"Temporary Solidarity Tax on Wealth Law"	Spanish Law 38/2022 of December 27 on the establishment of Temporary Taxes on Energy and Credit Institutions and Financial Credit Establishments and levying Temporary Solidarity Tax on Wealth
"The Netherlands"	The part of the Kingdom of the Netherlands located in Europe
"TIFIA"	The U.S. Transportation Infrastructure Finance and Innovation Act program
"Toll Roads"	The reporting segment for the Toll Roads Business Division of the Group
"Toll Roads Business Division"	The toll roads business division of the Group
"Transparency Directive"	Directive 2004/109/EC (as amended by Directive 2013/50/EU)
"Treaty"	1992 Treaty for the avoidance of double taxation between the United States and the Netherlands, as amended most recently by the Protocol signed 8 March 2004
"UK"	The United Kingdom of Great Britain and Northern Ireland

"United States Infrastructure Investment and Jobs Act"	The United States Infrastructure Investment and Jobs Act of 2021, as amended
"U.S." or "United States"	United States of America
"U.S. dollars" or "US\$" or "USD" or "\$"	The U.S. Dollar, the lawful currency in the US
"U.S. Exchange Act"	U.S. Securities Exchange Act of 1934, as amended
"U.S. Holders"	means a beneficial owner of a security that is, for U.S. federal income tax purposes, (a) a citizen or resident of the U.S., (b) a corporation, partnership or other entity created or organized in or under the laws of the U.S. or of any political subdivision thereof, (c) an estate or trust the income of which is subject to U.S. federal income taxation regardless of its source or (d) any other person whose income from a security is effectively connected with the conduct of a U.S. trade or business.
"U.S. Person"	Any person with a registered address in, or who is resident or located in, or who is organized under the laws of, the U.S.
"U.S. Representation Letter"	The letter substantially in the form set forth on Annex E to this Prospectus
"U.S. Securities Act"	The United States Securities Act of 1933, as amended
"U.S. Shareholder"	A Shareholder who is resident in the United States for purposes of the Treaty
"U.S. Transfer Agent"	Computershare Inc. and/or Computershare Trust Company N.A. in its capacity as U.S. transfer agent
"U.S. Treasury Regulations"	Tax regulations issued by the United States Internal Revenue Service
"UK Build Back Better"	The U.K. government's plans to support economic growth through significant investment in infrastructure, skills and innovation
"Ventia"	Ventia Services Group
"Vice-Chairman"	Vice chairman of the Company
"Vice-Secretary"	A person designated as such in accordance with the Articles of Association
"Wealth Tax Law"	Spanish Law 19/1991 of June 6 on Wealth Tax
"WHO"	World Health Organization
"Withdrawal Mechanism"	The Mechanism pursuant to article 62 LME, in accordance with which Ferroviaal Shareholders who vote against the Merger at the Ferroviaal General Meeting will be entitled to exercise their withdrawal rights in respect of the Ferroviaal Shares owned by them five days before the Ferroviaal General Meeting and still owned by them at the time they exercise the right
"Withdrawing Shareholder"	A Ferroviaal Shareholder who has exercised its withdrawal rights pursuant to the Withdrawal Mechanism
"Workday"	The Group's global HR Information system
"YDA Airport"	YDA Havalmani Yatirim ve (Dalaman)
"Zity"	The carsharing service of the Mobility and Energy Business Division of the Group

Common Draft Terms of the cross-border merger

BETWEEN

Ferrovial, S.A.

(as the absorbed company)

AND

Ferrovial International SE

(as the absorbing company)

28 February 2023

This document is a translation into English of the original in Spanish for information purposes only. In the event of discrepancies between the English and the Spanish version, the Spanish version will prevail.

1. The board of directors of Ferrovial, S.A., a public limited liability company (*sociedad anónima*) incorporated and existing under the laws of the Kingdom of Spain, with registered office at calle Príncipe de Vergara, 135, Madrid, Spain, registered with the Commercial Registry of Madrid under Volume 12.774, Section 8, Page 196, Sheet M-204.873 (“**Ferrovial**”); and
2. The board of directors of Ferrovial International SE, a European Company (*Societas Europaea*) existing under the laws of the Netherlands, with its corporate seat in Amsterdam, the Netherlands, registered address at Kingsfordweg 151, 1043 GR Amsterdam, and registered with the Dutch Trade register under number 73422134 (“**FISE**”).¹

Ferrovial and FISE are collectively referred to as the “**Merging Companies**”. The board of directors of Ferrovial and the board of directors of FISE are collectively referred to as the “**Boards**”.

WHEREAS:

Rationale of the transaction

- (a) The Merging Companies belong to the Ferrovial Group, an international group engaged in the business of developing and operating toll roads, airports and other transport and energy infrastructure, in mobility solutions, and in engineering and construction. In particular, Ferrovial is currently the parent company of the Ferrovial Group and FISE is a wholly-owned subsidiary of Ferrovial. Pursuant to the Merger, FISE will become the parent company of the Ferrovial Group.
- (b) The Ferrovial Group is one of the largest European players in the transportation and mobility infrastructure business, with operations in seven jurisdictions across the continent and twenty-one jurisdictions worldwide.
- (c) The Merger is expected to further enhance Ferrovial Group’s international potential by providing the following strategic and operational benefits:
 - (i) An international player with European heritage. The Ferrovial Group is an international corporation with most of its business outside Spain and a strong international shareholder base. Such business is largely international, with eighty-two percent of the Ferrovial Group’s revenues in 2022 originating outside Spain. In this vein, more than ninety percent of the Ferrovial Group value, on an equity valuation basis, lies in its assets outside Spain² and over ninety percent of Ferrovial’s institutional shareholder base consists of international investors³. Furthermore, the presence of the Ferrovial Group is growing in North America, where a large part of the Ferrovial Group’s current and future opportunities and growth are expected to come from.

¹ At the Merger Effective Time, the legal name of FISE will become Ferrovial SE. See section 6(C) of these Common Draft Terms.

² According to the valuation reports available to Ferrovial as at the date of these Common Draft Terms.

³ As of February 2023.

The Ferrovial Group is already present in the Netherlands. Its international business is already managed through FISE, a European Company (*Societas Europea*) based in the Netherlands which heads the Ferrovial Group's international assets. As a consequence of the Merger, FISE will become the global parent of the Ferrovial Group.

The Netherlands is the country of choice for many comparable, globally active corporations with a strong presence in both Europe and North America. It is a AAA rated jurisdiction with a business- and investor-friendly climate, trusted regulations and a sound corporate governance framework.

By converting FISE, current head of its international business, in its new parent company, the Ferrovial Group is taking one step forward in its strategy as an international player cognisant of its European heritage.

- (ii) Improved funding. The Netherlands posts, and has posted for decades, the highest credit ratings on the back of its low debt-to-GDP ratio and historically prudent fiscal policy. It has consistently been rated AAA by all major agencies since the early 1990s, with only a temporary, one-notch decline according to some of them between 2012 and 2015. Strong credit standing and stability are considered major strengths of the Dutch economy. Accordingly, Ferrovial believes companies based in the Netherlands have enjoyed lower volatility in their financing costs thanks to a more stable country risk premium versus other European countries. This lower volatility should lead to lower financing costs in corporate bonds along time and ultimately also benefit the overall cost of capital.

By relocating its parent company to the Netherlands Ferrovial Group seeks to benefit from improved funding conditions, especially at a time of contraction of central banks' balance sheets.

- (iii) Enhancing brand awareness. Ferrovial believes the Netherlands will offer the opportunity to enhance the Ferrovial Group's brand awareness in Europe and throughout the world. As already stated, the Netherlands currently is an important business hub for many international corporations with transcontinental ties. Establishing a stronger presence in the Netherlands is expected to provide access to a broader pool of international talent which Ferrovial expects to attract with its portfolio of pioneering and challenging projects.

Ferrovial also expects its presence in the Netherlands and greater international awareness to facilitate access to an increased investor base coming from international investors.

- (iv) An optimal platform to be listed in the United States of America. In addition to its inherent advantages as home jurisdiction for the Ferrovial Group, the Netherlands is an optimal platform to allow FISE Shares to be listed and traded simultaneously in Spain, the Netherlands and, in time, also the United States of America. Ferrovial believes that being

a Dutch listed company will facilitate the future listing and trading of those same shares in the United States of America and, given the appropriate conditions, their inclusion in local indexes. Conversely, shares in a Spanish company listed in Spain can only trade in the United States in the form of American Depositary Receipts or by other indirect means, and such American Depositary Receipts are not eligible for indexes.

Being listed in the United States of America is a strategic objective of the Ferrovial Group for the following reasons:

- (y) As already stated, a relevant part of the Ferrovial Group's current business originates in North America and the United States of America in particular. The Boards believe it enjoys a long-standing position, sound reputation and a strong value-creation track record in that region for almost twenty years.

Moreover, the Ferrovial Group's business is expected to further concentrate on North America. Ninety-two percent of its committed capital expenditure for the 2023-2027 period relates to said geography, with key growth projects such as the new Terminal One at the JFK airport in New York, the I-66 Toll Road in Virginia and the North Tarrant Express 35W 3C Toll Road in Texas. In Ferrovial's view, each of those projects is of an appropriate scale, benefits from attractive conditions and long-term cash flows and, together, they are at the core of the Ferrovial Group's future growth strategy in the region.

The United States of America is a region characterised by being one of the world's largest transportation infrastructure markets and having one of the world's largest investors' community while, at the same time, having few specialised players in the Ferrovial Group's industry offering attractive investment opportunities in equity capital markets.

By being present in one of the stock exchanges in the United States of America, Ferrovial will seek to leverage its strong position and pipeline to meet the local demand for investment in transportation infrastructure.

Moreover, being present in the local capital markets will provide Ferrovial with long-term strategic flexibility to carry out corporate transactions in that region if and when appropriate.

- (z) Ferrovial believes that enhanced presence in North America will further reinforce local brand awareness, in particular *vis-à-vis* states and local regulators –who play a key role in the awarding of new projects– and talent.

This is expected to allow the Ferrovial Group to seize additional value-creation opportunities and further leverage its capabilities with improved access to one of the world's largest and best qualified employment markets.

- (d) For all of the above-mentioned reasons, the Boards believe the Merger to be a natural step forward in aligning the Ferrovial Group's corporate structure with its international business profile and growth strategy.

The Merger

- (e) These Common Draft Terms have been prepared by the Boards in order to effect a cross-border merger by absorption pursuant to the Spanish Law 3/2009 of 3 April on structural modifications of business corporations (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles*, "**LME**") and Title 7, Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*, "**DCC**"), as a result of which at the Merger Effective Time (as defined in section 2.2 below):
- (i) FISE will acquire all assets, liabilities and other legal relationships of Ferrovial by universal succession of title (*in universum ius*);
 - (ii) FISE will allot to Ferrovial shareholders FISE Shares for the Ferrovial Shares they hold immediately prior to the Merger Effective Time in accordance with section 4 of these Common Draft Terms; and
 - (iii) Ferrovial will be dissolved without going into liquidation and will cease to exist, (the "**Merger**").
- (f) As indicated in Whereas (a) through (d) above, the Merger is intended to reorganise the corporate structure of the Ferrovial Group. As a result of the Merger, FISE will become the parent company of the Ferrovial Group. Hence, and without prejudice to the Withdrawal Mechanism (as defined in section 12 below), the allotment of FISE Shares to Ferrovial shareholders pursuant to the Exchange Ratio (as defined in section 4.2 below) seeks to ensure that, immediately following the Merger Effective Time, the shareholders of Ferrovial hold the same number of shares in FISE as the number of shares they held in Ferrovial immediately prior to the Merger Effective Time.

FISE's Spanish Branch Office

- (g) It is envisaged that, prior to the Merger Effective Time, FISE will incorporate a branch (*sucursal*) located in the Kingdom of Spain and registered with the Commercial Registry of Madrid ("**FISE's Spanish Branch Office**").
- (h) It is intended that certain assets, liabilities and other legal relationships transferred to FISE as a result of the Merger will be allocated to FISE's Spanish Branch Office at the Merger Effective Time.

Listings

- (i) On the date of these Common Draft Terms, Ferrovial Shares are admitted to listing and trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (*Bolsas de Valores*) (the "**Spanish Stock Exchanges**") and are traded through the automated quotation system of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil Español*). On the date of these Common Draft Terms, FISE Shares are not listed on any stock exchange.

- (j) FISE will apply for FISE Shares to be admitted to listing and trading on Euronext Amsterdam, a regulated market of Euronext Amsterdam N.V. (“**Euronext Amsterdam**”), on the Spanish Stock Exchanges and on one of the stock exchanges in the United States of America.
- (k) The admission to listing and trading of FISE Shares on Euronext Amsterdam and on the Spanish Stock Exchanges is envisaged to occur on or shortly after the Merger Effective Time.
- (l) Ferrovial Shares will be delisted from the Spanish Stock Exchanges on or shortly after the Merger Effective Time.
- (m) Admission to listing and trading of FISE Shares on one of the United States of America stock exchanges is envisaged to occur after the Merger Effective Time. FISE will provide further information on this procedure in due course.

Directors’ reports

- (n) Pursuant to articles 33 and 49.1.2º LME, the board of directors of Ferrovial will prepare a report on these Common Draft Terms, explaining and justifying the legal and economic aspects of the Merger, as well as addressing the repercussions of the Merger for the shareholders, creditors and employees (the “**Ferrovial Merger Report**”).
- (o) Pursuant to section 2:313 subsection 4 DCC, Ferrovial, as sole shareholder of FISE, waived the obligation of the board of directors of FISE to prepare a report on these Common Draft Terms. Nevertheless, the board of directors of FISE will prepare a report addressing certain repercussions of the Merger for employees (the “**FISE Merger Report**” and together with the Ferrovial Merger Report, the “**Merger Reports**”).

Publicity and information obligations

- (p) As regards Spanish law:
 - (i) These Common Draft Terms will be published on Ferrovial’s corporate website (www.ferrovial.com).
 - (ii) The fact that these Common Draft Terms have been published on Ferrovial’s corporate website will also be published in the Official Gazette of the Commercial Registry (*BORME*) with a reference to Ferrovial’s corporate website, and to the date on which they were published on it. The publication of the Common Draft Terms on Ferrovial’s corporate website and the further publication of that fact in the Official Gazette of the Commercial Registry (*BORME*) will take place at least one month in advance of the date of the Ferrovial general shareholders’ meeting (the “**GSM**”) called to vote on the Merger. These Common Draft Terms will be kept available on Ferrovial’s corporate website at least until the term for the creditors to oppose the Merger has elapsed.
 - (iii) Before the publication of the call for the Ferrovial GSM that will vote on the Merger, the documents referred to in article 39 LME will be published on the corporate website of Ferrovial, available for downloading and printing.

- (q) As regards Dutch law:
- (i) These Common Draft Terms will be filed with the Dutch Trade register, together with the relevant documentation as required under Dutch law. In addition, these Common Draft Terms and the FISE Merger Report, together with such other documentation as required under Dutch law, will be made available at the offices of FISE for inspection by those persons entitled to inspect them pursuant to Dutch law. The documents will remain available for inspection until six months after the Merger Effective Time.
 - (ii) The announcement of the aforementioned filing under Dutch law will be published (a) in a Dutch nationally distributed newspaper, and (b) in the Dutch State Gazette (*Nederlandse Staatscourant*).
- (r) In addition to the foregoing, Ferrovial and FISE will comply with any information obligations pursuant to the applicable securities market regulations.

Directive 2019/2121

- (s) As at the date of these Common Draft Terms, Directive (EU) 2019/2121 of the European Parliament and of the Council of 27 November 2019, amending Directive (EU) 2017/1132 as regards cross-border conversions, mergers and divisions (the “**Directive 2019/2121**”) is pending transposition in both Spain and the Netherlands.
- (t) In Spain, a draft bill (*anteproyecto de ley*) has been published to approve a new law on structural modifications of business corporations that would serve to transpose Directive 2019/2121 into Spanish law. As the relevant legal procedure to approve the law is ongoing and the draft bill might experience several changes, it is not currently possible to determine precisely the impact, if any, that the new law may have on the Merger.
- (u) In the Netherlands, a draft bill to approve certain amendments to the DCC that would serve to transpose Directive 2019/2121 into Dutch law has been published. Currently, there is no certainty on when and in what form this draft bill would ultimately be enacted, and whether enactment of the draft bill would impact the Merger.

General considerations concerning these Common Draft Terms

- (v) Neither of the Merging Companies has been dissolved, has been declared bankrupt or has applied for a suspension of payments.
- (w) Ferrovial does not have a supervisory board but does have a board of directors consisting of two executive directors and ten non-executive directors. FISE does not have a supervisory board but does have a board of directors consisting of two executive directors and a non-executive director.
- (x) On the date of these Common Draft Terms, all issued Ferrovial Shares and all issued FISE Shares are fully subscribed for and paid-up.
- (y) There are no shares without voting rights and no shares without dividend rights in the issued share capital of Ferrovial or FISE.

- (z) These Common Draft Terms set out the terms and conditions of the intended Merger, in accordance with the LME and Title 7, Book 2 DCC.

HEREBY JOINTLY DRAW UP THESE COMMON DRAFT TERMS:

1. DEFINITIONS AND INTERPRETATION

- (A) Capitalised terms have the meaning ascribed to them in **Annex 1(A)** to these Common Draft Terms.
- (B) Unless the context requires otherwise, a reference in these Common Draft Terms to a Section or Annex is to the relevant Section of or Annex to these Common Draft Terms.
- (C) Headings of Sections and Annexes are for convenience purposes only and do not affect the interpretation of these Common Draft Terms.
- (D) The Annexes form an integral part of these Common Draft Terms and will have the same force and effect as if expressly set out in the body of these Common Draft Terms.
- (E) These Common Draft Terms have been prepared in Spanish and English. In the event of any discrepancy between the Spanish version and the English version, the Spanish version will prevail. A Dutch language sworn translation of the Spanish version of these Common Draft Terms will be prepared.

2. CROSS-BORDER MERGER

2.1 THE MERGER

- (A) Subject to the terms and conditions of these Common Draft Terms, Ferrovial and FISE will effect the Merger in accordance with Chapter II of Title II LME and Title 7, Sections 2, 3 and 3A of Book 2 DCC, pursuant to which, at the Merger Effective Time:
- (i) FISE will acquire all assets, liabilities and other legal relationships of Ferrovial by universal succession of title (*in universum ius*);
 - (ii) FISE will allot to Ferrovial shareholders FISE Shares for the Ferrovial Shares they hold immediately prior to the Merger Effective Time in accordance with section 4 of these Common Draft Terms; and
 - (iii) Ferrovial will be dissolved without going into liquidation and will cease to exist.
- (B) Spanish law applies to:
- (i) all pre-Merger acts and formalities to the extent they concern Ferrovial (article 64 LME); and
 - (ii) the deregistration of Ferrovial from the Commercial Registry of Madrid.
- (C) Dutch law applies to:

- (i) all pre-Merger formalities to the extent they concern FISE (section 2:333i subsection 5 DCC); and
- (ii) the manner and the moment of the Merger taking effect.

2.2 MERGER EFFECTIVE TIME

The Merger will be effective at 00:00 (Amsterdam time) of the first day after the day of the execution of the Dutch law governed notarial deed of Merger (the “**Merger Effective Time**”).

For Dutch tax purposes, the effective date of the Merger is the date of the Merger Effective Time, unless agreed otherwise by FISE and the Dutch tax authorities.

2.3 EFFECTIVE DATE FOR ACCOUNTING PURPOSES (ARTICLE 31.7.^a LME AND SECTION 2:312 SUBSECTION 2(F) DCC)

- (A) The assets, liabilities and other legal relationships of Ferrovial will be considered as assets, liabilities and legal relationships of FISE for accounting purposes as from 1 January 2023, unless the Merger Effective Time falls after the term for the drawing up of the financial statements of Ferrovial for the financial year ending on 31 December 2023 has elapsed, in which case the effective date for accounting purposes would be 1 January 2024.
- (B) That date conforms to the provisions of the Spanish Accounting Plan (*Plan General de Contabilidad*), as enacted by Royal Decree 1514/2007 of 16 November and with the Resolution of 5 March 2019 of the Spanish Accounting and Audit Institute (*Instituto de Contabilidad y Auditoría de Cuentas*).

2.4 CONTINUATION OF ACTIVITIES (SECTION 2:312 SUBSECTION 2(H) DCC)

- (A) It is intended that, as from the Merger Effective Time, the activities of Ferrovial will be continued by FISE in materially the same manner.
- (B) As set out in Whereas (h), it is intended that certain assets, liabilities and other legal relationships transferred to FISE as a result of the Merger will be allocated to FISE’s Spanish Branch Office at the Merger Effective Time.

3. INFORMATION ON THE MERGING COMPANIES (ARTICLE 31.1.^a LME AND SECTION 2:312 SUBSECTION 2(A) AND 2:333D(A) DCC)

The Merging Companies are identified as follows:

(A) Ferrovial - Absorbed company

- (i) Legal name. **Ferrovial, S.A.**
- (ii) Legal form. Public limited liability company (*sociedad anónima*) incorporated and existing under the laws of the Kingdom of Spain.
- (iii) Registered office. calle Príncipe de Vergara, 135, Madrid, Spain.

(iv) Registration. Company registered with the Commercial Registry of Madrid under Volume 12.774, Section 8, Page 196, Sheet M-204.873.

(v) Tax identification number. A-81939209.

(B) **FISE - Absorbing company**

(i) Legal name. **Ferrovial International SE**.

(ii) Legal form. European company (*Societas Europaea*) existing under the laws of the Netherlands.

(iii) Corporate seat. Amsterdam, the Netherlands, registered address at Kingsfordweg 151, 1043 GR Amsterdam, the Netherlands.

(iv) Registration. Company registered with the Dutch Trade Registry under number 73422134.

(v) Tax identification number. 859532161.

4. SHARE EXCHANGE RATIO AND EXCHANGE PROCEDURE

4.1 SHARE CAPITAL OF THE MERGING COMPANIES PRIOR TO THE MERGER EFFECTIVE TIME

4.1.1 Share capital of Ferrovial prior to the Merger Effective Time

(A) On the date of these Common Draft Terms, Ferrovial has an issued share capital of EUR 145,488,652.20, which consists of 727,443,261 ordinary shares of a single class, each with a nominal value of EUR 0.20. All issued Ferrovial Shares are represented by accounting entries (*anotaciones en cuenta*) and are completely subscribed for and paid-up.

Each Ferrovial share from time to time is referred to as a “**Ferrovial Share**”.

(B) The above share capital of Ferrovial is included for information purposes and may change between the date of these Common Draft Terms and the Merger Effective Time as a result of an issuance of new Ferrovial Shares or the cancellation of Ferrovial Shares pursuant to resolutions passed by the GSM of Ferrovial from time to time. For further information regarding this matter, see section 3.3.2 of the Ferrovial Merger Report.

4.1.2 Share capital of FISE prior to the Merger Effective Time

(A) On the date of these Common Draft Terms, FISE has an issued share capital of EUR 742,877,070.00, which consists of 742,877,070 ordinary shares of a single class, each with a nominal value of EUR 1.00. All issued FISE Shares are completely subscribed for and paid-up.

Each FISE share from time to time is referred to as a “**FISE Share**”.

(B) The above share capital of FISE is included for information purposes and may change between the date of these Common Draft Terms and the Merger Effective Time as a result of an issuance of new FISE Shares or the cancellation of FISE Shares pursuant to resolutions passed by the corporate bodies of FISE from time to time.

It is envisaged that, prior to the Merger Effective Time, FISE will implement an amendment of its articles of association pursuant to which (i) each two FISE Shares will be combined into one FISE Share; and (ii) the nominal value of each such resulting FISE Share will be reduced to EUR 0.01 per share, and whereby the sum of such capital reduction will be credited to FISE's share premium reserve (the "**Nominal Value Reduction**").

The Nominal Value Reduction will effectively result in the number of issued FISE Shares being halved. Once the Nominal Value Reduction has been completed, (i) FISE will have an issued share capital of EUR 3,714,385.35, which will consist of 371,438,535 FISE Shares, with a nominal value of EUR 0.01 each; and (ii) the authorised share capital, as set out in FISE's articles of association, will be reduced to EUR 7,500,000, divided into 750,000,000 shares with a nominal value of EUR 0.01 each.⁴

4.2 SHARE EXCHANGE RATIO AND EXCHANGE PROCEDURE (ARTICLE 31.2.^a LME AND SECTION 2:326 SUBSECTION A AND C DCC)

- (A) At the Merger Effective Time, FISE will, by operation of law, allot one new FISE Share for each issued Ferrovial Share (other than any Ferrovial Share held by either Ferrovial in treasury or held by FISE at such time) (the "**Exchange Ratio**").
- (B) No cash consideration will be paid by FISE or Ferrovial to Ferrovial's shareholders in connection with the Merger. This is without prejudice to any rights of Ferrovial shareholders pursuant to the Withdrawal Mechanism.
- (C) At the Merger Effective Time, each Ferrovial Share will be cancelled by operation of law.
- (D) At the Merger Effective Time, each Ferrovial Share held by Ferrovial in treasury or by FISE at such time will be cancelled by operation of law without consideration, in accordance with article 26 LME.
- (E) At the Merger Effective Time, all FISE Shares in issuance immediately prior to the Merger Effective Time will be cancelled in accordance with section 2:325 subsection 3 DCC, save for the number of FISE Shares that is equal to the number of Ferrovial Shares held by Ferrovial in treasury immediately prior to the Merger Effective Time. Such FISE Shares will become treasury shares of FISE as a result of the Merger.
- (F) The effective exchange of Ferrovial Shares for FISE Shares will take place around the Merger Effective Time in accordance with the relevant procedures established for the clearing and settlement of book-entry instruments among *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear)*, and its participating entities, as well as any other relevant depository entities for Ferrovial Shares and FISE Shares (upon admission to listing and trading), and applicable clearing systems.

⁴ See section 6(B) of these Common Draft Terms.

- (G) The relevant information on the procedure for the exchange of Ferrovial Shares for FISE Shares will be communicated in due course by Ferrovial to the market through its corporate website (www.ferrovial.com) and the website of the CNMV.

4.3 INDEPENDENT EXPERT

- (A) In accordance with section 2:328 subsection 1 DCC, the board of directors of FISE has appointed Flynth Audit B.V. as an independent expert to provide the declaration referred to in section 2:328 subsection 1, second sentence, DCC. Pursuant to section 2:328 subsection 6 DCC, Ferrovial, as sole shareholder of FISE, waived the applicability of (i) the auditor's declaration referred to in section 2:328 subsection 1, first sentence DCC; and (ii) the auditor's report referred to in section 2:328 subsection 2 DCC.
- (B) According to articles 49.1 and 52 LME, no independent expert report on these Common Draft Terms is required under Spanish law and therefore no such report will be prepared.

5. FINANCIAL STATEMENTS, ENTITLEMENT TO PROFITS, GOODWILL AND DISTRIBUTABLE RESERVES

5.1 FINANCIAL STATEMENTS USED TO DETERMINE THE MERGER CONDITIONS AND INFORMATION ON THE VALUATION OF THE ASSETS AND LIABILITIES TO BE TRANSFERRED (ARTICLE 31.9.^a AND 31.10.^a LME AND SECTION 2:312 SUBSECTION 2(F) AND 2:333D SUBSECTIONS D AND E DCC)

- (A) Ferrovial's individual balance sheet as at 31 December 2022, included in Ferrovial's individual financial statements for the financial year that ended on 31 December 2022, as drawn up on 28 February 2023 by the board of directors of Ferrovial and audited by Ferrovial's auditor, will be considered to be Ferrovial's merger balance sheet for the purposes of article 36.1 LME. Ferrovial's merger balance sheet will be submitted for the approval, as such merger balance sheet, by the Ferrovial GSM called to vote on the Merger, in accordance with article 37 LME.
- (B) Ferrovial's balance sheet, together with the rest of the documents comprising Ferrovial's individual financial statements for the financial year ended on 31 December 2022, and FISE's balance sheet as at 31 December 2022, included in FISE's financial statements for the financial year ended on 31 December 2022, were used to establish the terms and conditions of the Merger.
- (C) Ferrovial's assets, liabilities and other legal relationships transferred to FISE as a result of the Merger will be booked by FISE at their precedent book value.

5.2 ENTITLEMENT TO PROFITS (ARTICLE 31.6.^a LME AND SECTION 2:326 SUBSECTION B DCC)

Ferrovial shareholders that will receive FISE Shares in accordance with these Common Draft Terms will be entitled to share in the profits of FISE as from the Merger Effective Time.

5.3 GOODWILL AND DISTRIBUTABLE RESERVES (SECTION 2:312 SUBSECTION 4 DCC)

The Merger will have the following impact on the amounts of goodwill and distributable reserves in the balance sheet of FISE:

- (i) On the date of these Common Draft Terms, FISE does not have any goodwill items on its balance sheet and no goodwill is expected to be created on FISE's balance sheet as a result of the Merger.
- (ii) The Merger is expected to have the following effects on the distributable reserves of FISE:
 - (a) the distributable reserves of FISE will be increased (in case of a positive value) or decreased (in case of a negative value) by the net book value of assets and liabilities of Ferrovial, excluding the interest held by Ferrovial in FISE, as transferred to FISE as a result of the Merger (such amount, on 31 December 2022, as per the merger balance sheet of Ferrovial, amounting to approximately negative EUR 4,166,000,000);
 - (b) the distributable reserves of FISE will be increased by the aggregate nominal value of the FISE Shares cancelled at the occasion of the Merger in accordance with section 4.2(E); and
 - (c) the distributable reserves of FISE will be decreased by the aggregate nominal value of the FISE Shares allotted at the occasion of the Merger in accordance with section 4.2.

6. FISE'S ARTICLES OF ASSOCIATION (ARTICLE 31.8.^a LME AND SECTION 2:312 SUBSECTION 2(B) DCC)

- (A) On the date of these Common Draft Terms, the articles of association of FISE read as set out in **Annex 6(A)** to these Common Draft Terms.
- (B) It is intended that article 4 of the articles of association of FISE will be amended prior to the Merger Effective Time to implement the Nominal Value Reduction. Article 4 of the articles of association of FISE will, as from that moment, read as set out in **Annex 6(B)** to these Common Draft Terms. All the remaining articles of the articles of association of FISE will read as set out in Annex 6(A) (without prejudice to their further amendment in accordance with section 6(C) below).
- (C) At the Merger Effective Time, the articles of association of FISE will be further amended, as a result of which, *inter alia*, the legal name of FISE will become "Ferrovial SE". The articles of association of FISE will as from that moment read as set out in **Annex 6(C)** to these Common Draft Terms.

7. SPECIAL RIGHTS, CREDITORS

7.1 SPECIAL RIGHTS (ARTICLE 31.4.^a LME AND SECTION 2:312 SUBSECTION 2(C) DCC)

- (A) There are no natural or legal persons who, in any capacity other than as Ferrovial shareholders, have special rights as referred to in article 31.4.^a LME and section 2:320 subsection 1 DCC towards Ferrovial, such as rights to receive a distribution of profits or to acquire newly issued

Ferrovial Shares. Therefore, no special rights and no compensation as referred to in the above mentioned sections will be granted.

- (B) For the avoidance of doubt, the aforementioned statement is notwithstanding the opposition rights of creditors of Ferrovial and FISE under the applicable laws. More information on this is set out in section 7.2 of these Common Draft Terms and in the Ferrovial Merger Report.

7.2 CREDITORS

- (A) Creditors of the Merging Companies will have the right to oppose the Merger subject to the terms provided for in applicable law. Specifically:

(i) *FISE's creditors' opposition right*

Creditors of FISE may exercise their opposition rights *vis-à-vis* FISE on the terms and subject to the conditions provided for in section 2:316 DCC.

Section 2:316 DCC, as currently enacted, provides, *inter alia*, that the creditors' opposition right may be exercised within one month of the announcement that the common draft terms of a cross-border merger have been deposited or disclosed for public inspection.

(ii) *Ferrovial's creditors' opposition right*

Creditors of Ferrovial may exercise their opposition right *vis-à-vis* Ferrovial on the terms and subject to the conditions provided for in article 44 LME.

Article 44 LME, as currently enacted, provides, *inter alia*, that the creditors' opposition right may be exercised within one month of the date on which the last announcement that the merger has been approved by the relevant general shareholders' meeting is published.

- (B) Without prejudice to what is provided for in the applicable law in respect of the opposition right of the creditors, no guarantees or other particular measures in favour of the creditors of Ferrovial or FISE are proposed.

8. SPECIAL ADVANTAGES (ARTICLE 31.5.^a LME AND SECTION 2:312 SUBSECTION 2(D) DCC)

- (A) No special advantages have been or will be granted to any members of the Boards in connection with the Merger, within the meaning of article 31.5.^a LME and section 2:312 subsection 2(d) DCC.
- (B) Members of the Boards who hold Ferrovial Shares immediately prior to the Merger Effective Time will participate in the Merger under the same terms as other holders of Ferrovial Shares.
- (C) No special advantages have been or will be granted to the Dutch independent expert as indicated in section 4.3 or the statutory auditor of Ferrovial. This is without prejudice to the remuneration to be received by them as consideration for their respective services.

9. BOARD COMPOSITION (SECTION 2:312 SUBSECTION 2(E) DCC)

It is expected that immediately following the Merger Effective Time the board of directors of FISE will be comprised of the same members as the board of directors of Ferrovial immediately prior to the Merger Effective Time, whereby the executive directors of Ferrovial will serve as executive directors of FISE and the non-executive directors of Ferrovial will serve as non-executive directors of FISE.

10. EMPLOYMENT, GENDER EQUALITY, LABOUR CONTRIBUTIONS AND CORPORATE SOCIAL RESPONSIBILITY

10.1 EMPLOYMENT AND GENDER EQUALITY (ARTICLE 31.11.^a LME AND SECTION 2:333D SUBSECTION B DCC)

- (A) The Merger will not have any direct consequences on employment in either of the Merging Companies and employment measures are not envisaged as a consequence of the Merger:
- (i) The Merger will not have any effects on FISE's employees. They will continue to be employees of this company after the Merger Effective Time. Moreover, FISE's employees' terms and conditions will not be affected by the Merger and will remain the same.
 - (ii) The Merger will not have any direct effects on Ferrovial's employees (save for the change of employer to FISE's Spanish Branch Office upon completion of the Merger, as explained below). Moreover, Ferrovial's employees' terms and conditions will not be affected by the Merger and will remain the same.
- (B) As anticipated in section 2.4, the activities of Ferrovial will be continued by FISE in materially the same manner after the Merger Effective Time. To that end, it is envisaged that certain assets, liabilities and other legal relationships transferred to FISE as a result of the Merger will be allocated to FISE's Spanish Branch Office at the Merger Effective Time. Pursuant to article 44 of the Spanish Statute of Workers (*texto refundido de la Ley del Estatuto de los Trabajadores, aprobado por el Real Decreto Legislativo 2/2015, de 23 de octubre, "SW"*), such allocation will trigger a transfer of undertaking (*sucesión de empresas*). As a result, FISE's Spanish Branch Office will substitute Ferrovial as the employer of its employees, automatically and by operation of the law. This change of employer will be the only direct consequence of the Merger for Ferrovial's employees.
- (C) After the Merger Effective Time some of Ferrovial's employees may voluntarily relocate to the Netherlands. Similarly, it is possible that certain other Ferrovial employees transfer and become employed by other operative subsidiaries of the Ferrovial Group in Spain. In both cases, these would be voluntary transfers, which would be carried out complying with the employees' consolidated rights and their employment terms and conditions.
- (D) From a procedural perspective, the Merging Companies will comply with their legal information obligations (if applicable, also consultation obligations) directly with their respective employees, as none of them have employee representatives.

- (E) The change of employer resulting from the Merger will be notified by Ferrovial and/or FISE to the competent authorities and the General Treasury of the Social Security (*Tesorería General de la Seguridad Social*).
- (F) The Merger is not expected to result in changes to the gender distribution of the board of directors of FISE. The current gender distribution of the board of directors of Ferrovial is one-third women and two-thirds men. The current gender distribution of the board of directors of FISE, consisting of three individuals, is two men and one woman. As indicated in section 9 above, it is expected that immediately following the Merger Effective Time the board of directors of FISE will be comprised of the same members as the board of directors of Ferrovial immediately prior to the Merger Effective Time. Therefore, the gender distribution at the level of the board of directors of FISE is not expected to change due to the Merger.
- (G) The Merger will not substantially alter the internal rules and policies that have governed this matter in the Ferrovial Group.

10.2 LABOUR CONTRIBUTIONS (*APORTACIONES DE INDUSTRIA*) AND UNDERTAKINGS TO PERFORM WORKS OR SUPPLY SERVICES (*PRESTACIONES ACCESORIAS*) (ARTICLE 31.3.^a LME)

There are no labour contributions (*aportaciones de industria*) in Ferrovial. No undertaking to perform any work or supply any service (*prestaciones accesorias*) is attached to any issued Ferrovial Shares.

10.3 CORPORATE SOCIAL RESPONSIBILITY (ARTICLE 3.11.^a LME)

The Merger is not expected to have any material impact on Ferrovial's, on FISE's or on the Ferrovial Group corporate social responsibility.

11. INFORMATION ON THE PROCEDURES FOR THE INVOLVEMENT OF EMPLOYEES IN DEFINING THEIR PARTICIPATION RIGHTS (ARTICLES 59 AND 67 LME AND SECTION 2:333D SUBSECTION C DCC)

FISE, being the absorbing company in the Merger, has its corporate seat in the Netherlands. Therefore, under section 2:333k subsection 2 DCC, employee involvement (*implicación*) and participation (*participación*) rights in FISE will be governed by Dutch law.

None of the exceptions included in section 2:333k subsection 3 DCC, which imposes the obligation to install a special negotiation body to negotiate employee participation rights, is applicable to FISE.

Given that there are no employee participation systems in any of the Merging Companies, the establishment of an employee participation system is not mandatory nor necessary.

For this reason, for the purposes of article 59.2.2^a LME and section 2:333k DCC, no arrangements will be made in order to involve employees in the definition of participation rights in FISE.

12. WITHDRAWAL MECHANISM

- (A) Pursuant to article 62 LME, Ferrovial shareholders who vote against the Merger at the Ferrovial GSM will be entitled to exercise their withdrawal rights in respect of the Ferrovial Shares owned by them five days before the Ferrovial GSM and still owned by them at the time they exercise the right (the "**Withdrawal Mechanism**").
- (B) In accordance with article 348 of the restated text of the Spanish Companies Law approved by Royal Legislative Decree 1/2010, of 2 July ("**LSC**"), Ferrovial's shareholders entitled to do so may exercise their withdrawal rights within one month from the announcement in the Official Gazette of the Commercial Registry (*Boletín Oficial del Registro Mercantil –BORME–*) of the approval of the Merger by the Ferrovial GSM. The manner in which the withdrawal right may be exercised will be disclosed in that announcement, which will also be made available on the website of the CNMV and Ferrovial's corporate website (www.ferrovial.com).
- (C) In accordance with article 353.2 LSC, in conjunction with applicable securities market regulations, the price payable to the withdrawing Ferrovial shareholders will be EUR 26.0075 per Ferrovial Share, which corresponds to the average trading price of Ferrovial Shares during the three-month period ending on 27 February 2023 (i.e., the day prior to that on which the Merger was disclosed to the market).

13. CONDITIONS PRECEDENT

- (A) The Boards will only give effect to the Merger after satisfaction or, if permitted by law, joint waiver by the Merging Companies of the following conditions:
 - (i) the financial obligations of Ferrovial arising out of the exercise of the withdrawal rights in accordance with article 62 LME, including the amounts payable to the shareholders who exercise such rights and any other amounts payable to third parties in connection with such exercise, do not exceed five hundred million (500,000,000) euros;
 - (ii) Euronext Amsterdam having provided to the Boards reasonable assurance that upon allotment of the FISE Shares pursuant to the Merger, the FISE Shares will be admitted to listing and trading on Euronext Amsterdam; and
 - (iii) the Boards having reasonable assurance that upon allotment of the FISE Shares pursuant to the Merger, the FISE Shares will be admitted to listing and trading on the Spanish Stock Exchanges.
- (B) The Boards will have all necessary powers to acknowledge the satisfaction of, or to waive, as the case may be, the conditions precedent set out above.
- (C) Ferrovial will, on behalf of the Merging Companies, communicate to the market the satisfaction of (or waiver of, as the case may be), or the failure to satisfy, the conditions precedent set out above.

14. MERGER APPROVALS (SECTION 2:312 SUBSECTION 2(I) DCC)

- (A) In accordance with articles 30.3 and 40 LME and article 160 of the LSC, the Merger must be approved by Ferrovial's GSM within six months of the date of these Common Draft Terms.
- (B) In accordance with section 59 SE-Statute, section 2:317 DCC and FISE's articles of association as they read at the date of these Common Draft Terms, the Merger requires a resolution of FISE's general meeting, solely consisting of Ferrovial as sole shareholder of FISE, with two-thirds of the votes cast.

15. TIMELINE OF THE MERGER PROCEDURE

For a better understanding of the Merger procedure, **Annex 15** to these Common Draft Terms includes a tentative high-level timeline with the main corporate law milestones to be carried out for the Merger to be implemented. However, the timing may be different in practice, but subject, in any event, to the applicable legal framework. In addition, this timeline is not, and should not be read as, an exhaustive list of each and every legal action that will have to be completed in the course of the Merger, but rather is a summary intended to assist with understanding the Merger procedure.

16. TAX NEUTRALITY REGIME

The Merger will be carried out under the special tax neutrality regime set forth in Chapter VII of Title VII of the Spanish Corporate Income Tax Law.

* * *

Madrid / Amsterdam, 28 February 2023

Pursuant to article 30 LME and section 2:312 subsection 3 DCC, all members of the board of directors of Ferrovial and all members of the board of directors of FISE, whose names are reflected below, signed and approved these Common Draft Terms.

ANNEX 1(A)

Definitions

Boards	the board of directors of Ferrovial and the board of directors of FISE together
CNMV	means the Spanish National Securities Market Commission (<i>Comisión Nacional del Mercado de Valores</i>)
Common Draft Terms	means these common draft terms of the Merger
DCC	has the meaning set out in Whereas (e)
Directive 2019/2121	has the meaning set out in Whereas (s)
Euronext Amsterdam	has the meaning set out in Whereas (j)
Exchange Ratio	has the meaning set out in section 4.2(A)
Ferrovial	has the meaning set out in the introduction to these Common Draft Terms
Ferrovial Group	means Ferrovial and the entities that form part of its consolidated group pursuant to article 42 of the Spanish Commercial Code (<i>Código de Comercio</i>)
Ferrovial Merger Report	has the meaning set out in Whereas (n)
Ferrovial Share	has the meaning set out in section 4.1.1(A)
FISE	has the meaning set out in the introduction to these Common Draft Terms
FISE Merger Report	has the meaning set out in Whereas (o)
FISE Share	has the meaning set out in 4.1.2(A)
FISE's Spanish Branch Office	has the meaning set out in Whereas (g)
GSM	has the meaning set out in Whereas (p)(ii)
LME	has the meaning set out in Whereas (e)
LSC	has the meaning set out in section 12(B)
Merger	has the meaning set out in Whereas (e)
Merger Effective Time	has the meaning set out in section 2.2
Merger Reports	has the meaning set out in Whereas (o)
Merging Companies	means Ferrovial and FISE together

Nominal Value Reduction	has the meaning set out in section 4.1.2(B)
SE-Statute	means the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE)
Spanish Stock Exchanges	has the meaning set out in Whereas (i)
SW	means the Spanish Statute of Workers (<i>texto refundido de la Ley del Estatuto de los Trabajadores, aprobado por el Real Decreto Legislativo 2/2015, de 23 de octubre</i>)
Withdrawal Mechanism	has the meaning set out in section 12(A)

ANNEX 6(A)

FISE's current articles of association

(Dutch version and unofficial English translation)

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STATUTEN
van:
Ferrovial International SE
met statutaire zetel in Amsterdam

STATUTEN

Artikel 1. Definities en interpretatie

- 1.1 In deze Statuten hebben de volgende begrippen de volgende betekenis:
- "**Aandeel**" betekent een aandeel in het kapitaal van de Vennootschap;
 - "**Aandeelhouder**" betekent een houder van een of meer Aandelen;
 - "**Accountant**" betekent een accountant als bedoeld in artikel 2:393 lid 1 van het Burgerlijk Wetboek, dan wel een organisatie waarin zodanige accountants samenwerken;
 - "**Algemene Vergadering**" betekent het orgaan van de Vennootschap dat wordt gevormd door de Aandeelhouders, dan wel een bijeenkomst van Aandeelhouders;
 - "**Bestuur**" betekent het bestuur van de Vennootschap;
 - "**Bestuurder**" betekent een bestuurder van de Vennootschap, daaronder begrepen zowel iedere Uitvoerende Bestuurder als iedere Niet-Uitvoerende Bestuurder, tenzij uit de context anders blijkt;
 - "**Bestuurder A**" betekent een bestuurder A van de Vennootschap, daaronder begrepen zowel iedere Uitvoerende Bestuurder A als iedere Niet-Uitvoerende Bestuurder A, tenzij uit de context anders blijkt;
 - "**Bestuurder B**" betekent een bestuurder B van de Vennootschap, daaronder begrepen zowel iedere Uitvoerende Bestuurder B als iedere Niet-Uitvoerende Bestuurder B, tenzij uit de context anders blijkt;
 - "**Bestuursverslag**" betekent het bestuursverslag bedoeld in artikel 2:391 van het Burgerlijk Wetboek;
 - "**Dochtermaatschappij**" betekent een dochtermaatschappij als bedoeld in artikel 2:24a van het Burgerlijk Wetboek;
 - "**Ferrovial Groep**" betekent de groep als bedoeld in artikel 2:24b van het Burgerlijk Wetboek, geleid door Ferrovial, S.A., een naamloze vennootschap onder Spaans recht, met zetel te Madrid, Spanje, en adres calle Príncipe de Vergara 135, 28002 Madrid, Spanje;
 - "**Groepsmaatschappij**" betekent een rechtspersoon of vennootschap die met de Vennootschap in een groep als bedoeld in artikel 2:24b van het Burgerlijk Wetboek is verbonden;
 - "**Jaarrekening**" betekent de jaarrekening bedoeld in artikel 2:361 van het Burgerlijk Wetboek;
 - "**Niet-Uitvoerende Bestuurder**" betekent een niet-uitvoerende bestuurder van de Vennootschap;
 - "**Niet-Uitvoerende Bestuurder A**" betekent een niet-uitvoerende bestuurder A van de Vennootschap;

"**Niet-Uitvoerende Bestuurder B**" betekent een niet-uitvoerende bestuurder B van de Vennootschap;

"**Pandhouder**" betekent een houder van een pandrecht op een of meer Aandelen;

"**Statuten**" betekent deze statuten;

"**Uitvoerende Bestuurder**" betekent een uitvoerende bestuurder van de Vennootschap;

"**Uitvoerende Bestuurder A**" betekent een uitvoerende bestuurder A van de Vennootschap;

"**Uitvoerende Bestuurder B**" betekent een uitvoerende bestuurder B van de Vennootschap;

"**Vennootschap**" betekent de vennootschap die wordt geregeerd door deze Statuten;

"**Vruchtgebruiker**" betekent een houder van een recht van vruchtgebruik op een of meer Aandelen.

- 1.2 In deze Statuten zijn verwijzingen naar Artikelen verwijzingen naar artikelen van deze Statuten, tenzij anders aangegeven.

Artikel 2. Naam, zetel en structuur

2.1 De Vennootschap is genaamd: Ferroviaal International SE.

2.2 De Vennootschap heeft haar zetel te Amsterdam.

2.3 De Vennootschap geeft toepassing aan artikel 2:129a van het Burgerlijk Wetboek.

Artikel 3. Doel

De Vennootschap heeft ten doel:

- (a) het deelnemen in, het op andere wijze een belang nemen in en het voeren van beheer over andere ondernemingen, van welke aard ook;
- (b) het financieren van anderen en het stellen van zekerheid, het geven van garanties en het zich op andere wijze verbinden voor schulden van anderen;
- (c) het lenen, uitlenen en bijeenbrengen van gelden, daaronder begrepen het uitgeven van obligaties, schuldbrieven en andere waardepapieren, alsmede het aangaan van daarmee samenhangende overeenkomsten;
- (d) het verstrekken van adviezen en het verlenen van diensten aan anderen;
- (e) het verkrijgen, beheren, exploiteren en vervreemden van onroerende zaken en andere registergoederen;
- (f) het verhandelen van valuta en effecten, alsmede van vermogensbestanddelen in het algemeen;
- (g) het ontwikkelen, exploiteren en verhandelen van patenten, merkrechten, vergunningen, knowhow, auteursrechten, databanken en andere intellectuele eigendomsrechten;
- (h) het verrichten van alle soorten industriële, financiële en commerciële activiteiten;
- (i) het beheren en administreren van belangen in het aandelenkapitaal van binnenlandse en/of buitenlandse entiteiten door het gebruik maken van activa en personele middelen,

alsmede al hetgeen met het vorenstaande in de ruimste zin verband houdt of daartoe bevorderlijk kan zijn.

Artikel 4. Kapitaal en Aandelen

- 4.1 Het maatschappelijk kapitaal van de Vennootschap bedraagt zevenhonderdvijftig miljoen euro (EUR 750.000.000,00) en is verdeeld in zevenhonderdvijftig miljoen (750.000.000) Aandelen met een nominaal bedrag van één euro (EUR 1,00) elk.
- 4.2 De Aandelen luiden op naam en zijn doorlopend genummerd vanaf 1.
- 4.3 Aandeelbewijzen worden niet uitgegeven.
- 4.4 Ten minste één Aandeel wordt gehouden door een ander dan en anders dan voor rekening van de Vennootschap of een van haar Dochtermaatschappijen.

Artikel 5. Uitgifte van Aandelen

- 5.1 De Vennootschap kan slechts Aandelen uitgeven ingevolge een besluit van de Algemene Vergadering.
- 5.2 Bij het besluit tot uitgifte van Aandelen worden de koers en de verdere voorwaarden van uitgifte vastgesteld.
- 5.3 De Artikelen 5.1 en 5.2 zijn van overeenkomstige toepassing op het verlenen van rechten tot het nemen van Aandelen, maar zijn niet van toepassing op het uitgeven van Aandelen aan iemand die een voordien reeds verkregen recht tot het nemen van Aandelen uitoefent.
- 5.4 Voor de uitgifte van Aandelen is vereist een daartoe bestemde ten overstaan van een notaris met plaats van vestiging in Nederland verleden akte waarbij de betrokkenen partij zijn.
- 5.5 Bij uitgifte van Aandelen heeft iedere Aandeelhouder een voorkeursrecht naar evenredigheid van het gezamenlijke nominale bedrag van zijn Aandelen, onverminderd Artikel 5.6.
- 5.6 Een Aandeelhouder heeft geen voorkeursrecht op Aandelen die worden uitgegeven tegen inbreng anders dan in geld. Hij heeft geen voorkeursrecht op Aandelen die worden uitgegeven aan werknemers van de Vennootschap of van een Groepsmaatschappij.
- 5.7 Het voorkeursrecht kan worden beperkt of uitgesloten bij besluit van de Algemene Vergadering.
- 5.8 De Artikelen 5.5 tot en met 5.7 zijn van overeenkomstige toepassing op het verlenen van rechten tot het nemen van Aandelen. Aandeelhouders hebben geen voorkeursrecht op Aandelen die worden uitgegeven aan iemand die een voordien reeds verkregen recht tot het nemen van Aandelen uitoefent.
- 5.9 Bij het nemen van Aandelen moet daarop het gehele nominale bedrag worden gestort alsmede, indien het Aandeel voor een hoger bedrag wordt genomen, het verschil tussen die bedragen. Bedongen kan worden dat een deel, zijnde niet meer dan drie kwart van het nominale bedrag, pas hoeft te worden gestort nadat dit door de Vennootschap is opgevraagd.

Artikel 6. Verkrijging van Aandelen door de Vennootschap

- 6.1 De Vennootschap mag slechts volgestorte Aandelen anders dan om niet verkrijgen met inachtneming van artikel 2:98 leden 2 tot en met 4 van het Burgerlijk Wetboek, onverminderd Artikel 4.4.

- 6.2 Op het vervreemden van Aandelen door de Vennootschap zijn de Artikelen 5.1 tot en met 5.8 van overeenkomstige toepassing.

Artikel 7. Financiële steunverlening

- 7.1 De Vennootschap mag niet, met het oog op het nemen of verkrijgen door anderen van Aandelen of van certificaten daarvan, zekerheid stellen, een koersgarantie geven, zich op andere wijze sterk maken of zich hoofdelijk of anderszins naast of voor anderen verbinden. Dit verbod geldt ook voor haar Dochtermaatschappijen.
- 7.2 De Vennootschap en haar Dochtermaatschappijen mogen slechts leningen verstrekken met het oog op het nemen of verkrijgen door anderen van Aandelen of van certificaten daarvan indien het Bestuur daartoe besluit en overigens met inachtneming van artikel 2:98c leden 2 en 3 van het Burgerlijk Wetboek.
- 7.3 De Vennootschap houdt een niet-uitkeerbare reserve aan ter grootte van het bedrag van de in Artikel 7.2 bedoelde leningen.
- 7.4 Een besluit van het Bestuur tot het verstrekken van een lening als bedoeld in Artikel 7.2 is onderworpen aan de voorafgaande goedkeuring van de Algemene Vergadering.
- 7.5 De Artikelen 7.1 tot en met 7.4 gelden niet indien Aandelen of certificaten van Aandelen worden genomen of verkregen door of voor werknemers in dienst van de Vennootschap of van een Groepsmaatschappij.

Artikel 8. Vruchtgebruik en pandrecht op Aandelen

- 8.1 Op Aandelen kan vruchtgebruik en pandrecht worden gevestigd.
- 8.2 Het aan de Aandelen verbonden stemrecht kan niet aan de Vruchtgebruiker of de Pandhouder worden toegekend.
- 8.3 De Vruchtgebruiker en de Pandhouder hebben niet de rechten, die door de wet zijn toegekend aan de houders van met medewerking van een vennootschap uitgegeven certificaten van aandelen.

Artikel 9. Certificaten van Aandelen

De Vennootschap is niet bevoegd haar medewerking te verlenen aan de uitgifte van certificaten van Aandelen.

Artikel 10. Register van aandeelhouders

Het Bestuur houdt een register waarin de namen en adressen van alle Aandeelhouders worden opgenomen, met vermelding van het aantal door hen gehouden Aandelen, de datum waarop zij de Aandelen hebben verkregen, de datum van erkenning of betekening, het op ieder Aandeel gestorte bedrag, alsmede van alle andere gegevens die daarin krachtens artikel 2:85 van het Burgerlijk Wetboek moeten worden opgenomen.

Artikel 11. Levering van Aandelen

Voor de levering van Aandelen of van een vruchtgebruik op Aandelen, dan wel de vestiging of afstand van een vruchtgebruik of pandrecht op Aandelen, is vereist een daartoe bestemde ten overstaan van een notaris met plaats van vestiging in Nederland verleden akte waarbij de betrokkenen partij zijn.

Artikel 12. Beperkingen omtrent de overdraagbaarheid van Aandelen

Op de overdraagbaarheid van Aandelen zijn geen beperkingen van toepassing.

Artikel 13. Bestuur

- 13.1 Het Bestuur bestaat uit een door de Algemene Vergadering te bepalen aantal Uitvoerende Bestuurders A, Uitvoerende Bestuurders B, Niet-Uitvoerende Bestuurders A en Niet-Uitvoerende Bestuurders B, met dien verstande dat het Bestuur altijd bestaat uit ten minste drie Bestuurders, waaronder ten minste één Uitvoerende Bestuurder en één Niet-Uitvoerende Bestuurder.
- 13.2 Slechts natuurlijke personen kunnen Niet-Uitvoerende Bestuurder zijn.

Artikel 14. Benoeming, schorsing en ontslag van Bestuurders

- 14.1 Bestuurders worden benoemd door de Algemene Vergadering. De Algemene Vergadering bepaalt of een Bestuurder wordt benoemd tot Uitvoerend Bestuurder A, Uitvoerend Bestuurder B, Niet-Uitvoerend Bestuurder A of Niet-Uitvoerend Bestuurder B. De Algemene Vergadering kan een Bestuurder te allen tijde schorsen en ontslaan. Het Bestuur is bevoegd een Uitvoerende Bestuurder te allen tijde te schorsen.
- 14.2 Bestuurders worden benoemd voor een periode van zes jaar. Bestuurders kunnen worden herbenoemd.
- 14.3 Indien hetzij de Algemene Vergadering een Bestuurder heeft geschorst hetzij het Bestuur een Uitvoerende Bestuurder heeft geschorst, moet de Algemene Vergadering binnen drie maanden na ingang van de schorsing besluiten hetzij tot ontslag, hetzij tot opheffing van de schorsing; bij gebreke daarvan vervalt de schorsing.

Artikel 15. Bezoldiging van Bestuurders

- 15.1 De Vennootschap heeft een beleid op het terrein van bezoldiging van het Bestuur. Het beleid wordt vastgesteld door de Algemene Vergadering. In het bezoldigingsbeleid komen ten minste de in de artikelen 2:383c tot en met 2:383e van het Burgerlijk Wetboek omschreven onderwerpen aan de orde, voor zover deze het Bestuur betreffen.
- 15.2 De Algemene Vergadering kan aan Bestuurders een bezoldiging toekenning met inachtneming van het beleid, bedoeld in Artikel 15.1.

Artikel 16. Taak, taakverdeling en besluitvorming van het Bestuur

- 16.1 Behoudens beperkingen volgens deze Statuten is het Bestuur belast met het besturen van de Vennootschap. Bij de vervulling van hun taak richten de Bestuurders zich naar het belang van de Vennootschap en de met haar verbonden onderneming.
- 16.2 De Uitvoerende Bestuurders zijn belast met het dagelijks Bestuur van de Vennootschap.
- 16.3 De Niet-Uitvoerende Bestuurders hebben tot taak toezicht te houden op de taakuitoefening door de Uitvoerende Bestuurders en op de algemene gang van zaken in de Vennootschap en de met haar verbonden onderneming. De Uitvoerende Bestuurders verschaffen de Niet-Uitvoerende Bestuurders tijdig de voor de uitoefening van hun taak noodzakelijke gegevens.
- 16.4 Het Bestuur kan een reglement vaststellen waarin de onderwerpen worden geregeld die het Bestuur betreffen.

- 16.5 Het Bestuur kan, al dan niet bij reglement, bepalen met welke taak iedere Bestuurder meer in het bijzonder zal zijn belast.
- 16.6 Indien er slechts een Niet-Uitvoerende Bestuurder is, is hij voorzitter van het Bestuur. Indien er meer dan een Niet-Uitvoerende Bestuurder is, benoemt het Bestuur uit de Niet-Uitvoerende Bestuurders een voorzitter. Een besluit van het Bestuur tot benoeming van een voorzitter is onderworpen aan de voorafgaande goedkeuring de Algemene Vergadering.
- 16.7 Het Bestuur vergadert zo dikwijls een Bestuurder dit wenselijk oordeelt, maar ten minste één keer per drie maanden.
- 16.8 Een Uitvoerende Bestuurder kan zich ter vergadering slechts door een andere Bestuurder bij schriftelijke volmacht doen vertegenwoordigen en een Niet-Uitvoerende Bestuurder kan zich ter vergadering slechts door een andere Niet-Uitvoerende Bestuurder bij schriftelijke volmacht doen vertegenwoordigen. Aan de eis van schriftelijkheid van de volmacht wordt voldaan indien de volmacht elektronisch is vastgelegd.
- 16.9 Iedere Bestuurder kan door middel van een elektronisch communicatiemiddel aan de vergadering deelnemen, mits alle aan de vergadering deelnemende Bestuurders elkaar tegelijkertijd kunnen verstaan. Een op deze wijze deelnemende Bestuurder wordt geacht ter vergadering aanwezig te zijn.
- 16.10 Iedere Bestuurder heeft één stem. Blanco stemmen en ongeldige stemmen worden als niet uitgebracht aangemerkt. Alle besluiten worden genomen bij volstreekte meerderheid van de uitgebrachte stemmen in een vergadering waarin ten minste één Bestuurder A en ten minste één Bestuurder B aanwezig of vertegenwoordigd is, met dien verstande dat voor de geldigheid van een besluit is vereist dat ten minste één Bestuurder A en ten minste één Bestuurder B ten gunste van het voorstel stem hebben uitgebracht. Staken de stemmen, dan is het voorstel verworpen.
- 16.11 In het geval een of meer Bestuurders een direct of indirect persoonlijk belang hebben dat tegenstrijdig is met het belang van de Vennootschap en de met haar verbonden onderneming, zijn zij niet bevoegd deel te nemen aan de beraadslaging en besluitvorming. In het geval alle Bestuurders een direct of indirect persoonlijk belang hebben of de enige Bestuurder een direct of indirect persoonlijk belang heeft dat tegenstrijdig is met het belang van de Vennootschap en de met haar verbonden onderneming, wordt het besluit genomen door de Algemene Vergadering.
- 16.12 Besluitvorming van het Bestuur kan buiten vergadering geschieden, mits alle Bestuurders met deze wijze van besluitvorming hebben ingestemd en de stemmen schriftelijk of langs elektronische weg worden uitgebracht. Op de besluitvorming van het Bestuur buiten vergadering zijn de Artikelen 16.10 en 16.11 van overeenkomstige toepassing.

Artikel 17. Goedkeuring van besluiten van het Bestuur en aanwijzingen

- 17.1 Aan de goedkeuring van de Algemene Vergadering zijn onderworpen de besluiten van het Bestuur omtrent een belangrijke verandering van de identiteit of het karakter

van de Vennootschap of de met haar verbonden onderneming, waaronder in ieder geval:

- (a) overdracht van de onderneming of vrijwel de gehele onderneming aan een derde;
 - (b) het aangaan of verbreken van duurzame samenwerking van de Vennootschap of een Dochtermaatschappij daarvan met een andere rechtspersoon of vennootschap dan wel als volledig aansprakelijke vennote in een commanditaire vennootschap of vennootschap onder firma, indien deze samenwerking of verbreking van ingrijpende betekenis is voor de Vennootschap;
 - (c) het nemen of afstoten door de Vennootschap of een Dochtermaatschappij daarvan van een deelneming in het kapitaal van een vennootschap ter waarde van ten minste een derde van het bedrag van de activa volgens de balans met toelichting of, indien de Vennootschap een geconsolideerde balans opstelt, volgens de geconsolideerde balans met toelichting volgens de laatst vastgestelde Jaarrekening van de Vennootschap.
- 17.2 De Algemene Vergadering kan besluiten van het Bestuur aan haar goedkeuring onderwerpen, onverminderd Artikel 17.1. Zulke besluiten moeten duidelijk worden omschreven en schriftelijk aan het Bestuur worden medegedeeld. Aan de eis van schriftelijkheid van de mededeling wordt voldaan indien de mededeling elektronisch is vastgelegd.
- 17.3 Het ontbreken van de goedkeuring van de Algemene Vergadering op een besluit als bedoeld in de Artikelen 17.1 en 17.2 tast de vertegenwoordigingsbevoegdheid van het Bestuur of Uitvoerende Bestuurders niet aan.
- 17.4 Het Bestuur dient zich te gedragen naar de aanwijzingen van de Algemene Vergadering die de algemene lijnen van het te voeren financiële, economische en sociale beleid en van het personeelsbeleid betreffen.

Artikel 18. Vertegenwoordiging

- 18.1 Het Bestuur vertegenwoordigt de Vennootschap. De bevoegdheid tot vertegenwoordiging komt, behalve aan het Bestuur, slechts toe aan één Bestuurder A en één Bestuurder B gezamenlijk.
- 18.2 Het Bestuur kan een of meer functionarissen met algemene of beperkte doorlopende bevoegdheid tot vertegenwoordiging aanstellen. Ieder van hen vertegenwoordigt de Vennootschap met inachtneming van de grenzen aan zijn bevoegdheid gesteld. De titel van zodanige functionarissen wordt door het Bestuur vastgesteld.
- 18.3 Rechtshandelingen van de Vennootschap jegens de houder van alle Aandelen waarbij de Vennootschap wordt vertegenwoordigd door deze Aandeelhouder worden schriftelijk vastgelegd. Voor de toepassing van de vorige zin worden Aandelen gehouden door de Vennootschap of haar Dochtermaatschappijen niet meegeteld.
- 18.4 Artikel 18.3 is niet van toepassing op rechtshandelingen die onder de bedongen voorwaarden tot de gewone bedrijfsuitoefening van de Vennootschap behoren.

Artikel 19. Ontstentenis of belet van Bestuurders

- 19.1 In geval van ontstentenis of belet van een of meer Uitvoerende Bestuurders zijn de overblijvende Uitvoerende Bestuurders of is de enig overblijvende Uitvoerende Bestuurder tijdelijk met het dagelijks bestuur van de Vennootschap belast. In geval van ontstentenis of belet van alle Uitvoerende Bestuurders of de enige Uitvoerende Bestuurder zijn de Niet-Uitvoerende Bestuurders tijdelijk met het dagelijks bestuur van de Vennootschap belast; de Niet-Uitvoerende Bestuurders zijn alsdan bevoegd om een of meer tijdelijke Uitvoerende Bestuurders aan te wijzen.
- 19.2 In geval van ontstentenis of belet van een of meer Niet-Uitvoerende Bestuurders zijn de overblijvende Niet-Uitvoerende Bestuurders of is de enig overblijvende Niet-Uitvoerende Bestuurder tijdelijk belast met de uitoefening van de taken en bevoegdheden die bij de wet en deze Statuten zijn toegekend aan de Niet-Uitvoerende Bestuurders. In geval van ontstentenis of belet van alle Niet-Uitvoerende Bestuurders of de enige Niet-Uitvoerende Bestuurder worden deze taken en bevoegdheden tijdelijk uitgeoefend door een of meer personen die de Algemene Vergadering daartoe aanwijst.

Artikel 20. Vrijwaring van Bestuurders

- 20.1 Voor zover uit de wet niet anders voortvloeit, worden aan Bestuurders en oud-Bestuurders vergoed:
- (a) de redelijke kosten van het voeren van verdediging tegen aanspraken, daaronder mede begrepen aanspraken van de Vennootschap en haar Groepsmaatschappijen, als gevolg van enig handelen of nalaten in de uitoefening van hun taken als Bestuurder;
 - (b) eventuele schadevergoedingen die zij verschuldigd zijn als gevolg van zodanig handelen of nalaten;
 - (c) de redelijke kosten van het optreden in andere rechtsgedingen waarin zij als Bestuurder of oud-Bestuurder zijn betrokken, met uitzondering van de rechtsgedingen waarin zij hoofdzakelijk een eigen vordering geldend maken die niet gebaseerd is op hun rechten als bedoeld in Artikel 20.1 onderdelen (a) en (b).
- 20.2 Een Bestuurder of oud-Bestuurder heeft geen aanspraak op een vergoeding als bedoeld in Artikel 20.1 indien en voor zover:
- (a) door een Nederlandse rechter bij in kracht van gewijsde gegane uitspraak is vastgesteld:
 - (i) dat het handelen of nalaten van de Bestuurder of oud-Bestuurder kan worden gekenschetst als opzettelijk of bewust roekeloos; of
 - (ii) dat het handelen of nalaten van de Bestuurder of oud-Bestuurder kan worden gekenschetst als ernstig verwijtbaar en dat de vergoeding in strijd is met de wet of, alle omstandigheden van het geval in aanmerking genomen, onaanvaardbaar is op grond van de normen van redelijkheid en billijkheid; of

- (b) de kosten of het vermogensverlies van de Bestuurder of oud-Bestuurder is gedekt door een verzekering en de verzekeraar deze kosten of dit vermogensverlies heeft uitbetaald.
- 20.3 Indien en voor zover door de bevoegde rechter bij in kracht van gewijsde gegane uitspraak is vastgesteld dat de Bestuurder of oud-Bestuurder geen aanspraak heeft op een vergoeding als bedoeld in Artikel 20.1, is hij gehouden de door de Vennootschap vergoede bedragen terstond terug te betalen. De Vennootschap kan van de Bestuurder of oud-Bestuurder passende zekerheid verlangen voor deze terugbetalingsverplichting.
- 20.4 De Vennootschap zal ten behoeve van Bestuurders en oud-Bestuurders een verzekering tegen aansprakelijkheid afsluiten, dan wel zal bewerkstellingen dat een Groepsmaatschappij een dergelijke verzekering afsluit.
- 20.5 De Vennootschap kan, bij schriftelijke overeenkomst tussen een Bestuurder en de Vennootschap, nadere uitvoering geven aan de Artikelen 20.1 tot en met 20.4. Een dergelijke overeenkomst mag afwijken van de bepalingen van dit Artikel 20. Onverminderd toepasselijk recht, zullen in het geval van dubbelzinnigheid dan wel tegenstrijdigheid tussen bepalingen van dit Artikel 20 en bepalingen van een dergelijke overeenkomst, de bepalingen van de overeenkomst prevaleren.
- 20.6 Wijziging van dit Artikel 20 kan aan de aanspraken van Bestuurders en oud-Bestuurders op een vergoeding als bedoeld in Artikel 20.1 wegens een handelen of nalaten in het tijdvak waarin dat Artikel van kracht was, geen nadeel toebrengen.

Artikel 21. Algemene Vergaderingen

- 21.1 Jaarlijks binnen zes maanden na afloop van het boekjaar wordt een Algemene Vergadering gehouden. De oproeping tot deze vergadering vermeldt in ieder geval de volgende onderwerpen:
 - (a) de vaststelling van de Jaarrekening;
 - (b) de verlening van kwijting aan de Bestuurders;
 - (c) de bestemming van de winst dan wel de bepaling van de wijze waarop het verlies wordt verwerkt.

Deze onderwerpen behoeven niet in de oproeping te worden vermeld indien de termijn voor het opmaken van de Jaarrekening door de Algemene Vergadering is verlengd.

- 21.2 Het Bestuur en iedere Aandeelhouder is bevoegd tot het bijeenroepen van een Algemene Vergadering.
- 21.3 Een Algemene Vergadering wordt bijeengeroepen zo dikwijls het Bestuur of een Aandeelhouder dit wenselijk oordeelt.

Artikel 22. Plaats, oproeping en agenda van de Algemene Vergaderingen

- 22.1 De Algemene Vergaderingen worden gehouden in de gemeente waar de Vennootschap haar zetel heeft, of in de gemeente Den Haag, Haarlemmermeer (Schiphol Airport), Rotterdam of Utrecht. In een elders gehouden Algemene Vergadering kunnen wettige besluiten slechts worden genomen indien het gehele geplaatste kapitaal vertegenwoordigd is.

- 22.2 Aandeelhouders worden tot de Algemene Vergadering opgeroepen door het Bestuur, een Bestuurder of een Aandeelhouder.
- 22.3 De oproeping tot een Algemene Vergadering geschiedt door middel van oproepingsbrieven gericht aan de Aandeelhouders aan de laatstelijk door hen aan het Bestuur opgegeven adressen. Indien de Aandeelhouder hiermee instemt, kan de oproeping geschieden door een langs elektronische weg toegezonden leesbaar en reproduceerbaar bericht aan het adres dat door hem voor dit doel aan de Vennootschap is bekend gemaakt.
- 22.4 De oproeping vermeldt de te behandelen onderwerpen en de plaats en het tijdstip van de vergadering. Onderwerpen die niet in de oproeping zijn vermeld, kunnen in een aanvullende oproeping worden aangekondigd. Omtrent onderwerpen die niet in de oproeping zijn vermeld of in een aanvullende oproeping zijn aangekondigd met inachtneming van de voor oproeping gestelde termijn, kan niet wettig worden besloten, tenzij het besluit met algemene stemmen wordt genomen in een vergadering, waarin het gehele geplaatste kapitaal vertegenwoordigd is.
- 22.5 De oproeping geschiedt niet later dan op de vijftiende dag vóór die van de vergadering. Was die termijn korter of heeft de oproeping niet plaatsgehad, dan kunnen geen wettige besluiten worden genomen, tenzij met algemene stemmen in een vergadering, waarin het gehele geplaatste kapitaal vertegenwoordigd is.

Artikel 23. Voorzitter en secretaris van de Algemene Vergadering

De Algemene Vergadering wordt voorgezeten door de voorzitter van het Bestuur, die echter, ook indien hij zelf ter vergadering aanwezig is, een ander in zijn plaats als voorzitter kan aanwijzen. Bij afwezigheid van de voorzitter van het Bestuur, zonder dat hij een ander in zijn plaats als voorzitter heeft aangewezen, benoemen de ter vergadering aanwezige Niet-Uitvoerende Bestuurders een van hen tot voorzitter. Bij afwezigheid van alle Niet-Uitvoerende bestuurders benoemt de Algemene Vergadering zelf haar voorzitter. De voorzitter wijst de secretaris aan.

Artikel 24. Notulen van de Algemene Vergadering

- 24.1 Van het ter vergadering verhandelde worden door de secretaris van de Algemene Vergadering notulen gehouden. Notulen worden vastgesteld en ten blijke daarvan ondertekend door de voorzitter en de secretaris van de Algemene Vergadering.
- 24.2 Indien het Bestuur niet ter vergadering vertegenwoordigd was, doet de voorzitter van de Algemene Vergadering van de genomen besluiten onverwijld mededeling aan het Bestuur.

Artikel 25. Vergaderrecht en toegang tot de Algemene Vergadering

- 25.1 Iedere Aandeelhouder is bevoegd om, in persoon of bij schriftelijk gevolmachtigde, de Algemene Vergadering bij te wonen, daarin het woord te voeren en het hem toekomende stemrecht uit te oefenen.
- 25.2 Indien zulks bij de oproeping tot de vergadering is vermeld, is iedere Aandeelhouder bevoegd om, in persoon of bij schriftelijk gevolmachtigde, door middel van een elektronisch communicatiemiddel aan de Algemene Vergadering deel te nemen, daarin het woord te voeren en het stemrecht uit te oefenen. Daartoe is vereist dat de

Aandeelhouder via het elektronische communicatiemiddel kan worden geïdentificeerd, rechtstreeks kan kennisnemen van de verhandelingen ter vergadering en het stemrecht kan uitoefenen. Een op deze wijze deelnemende Aandeelhouder wordt geacht ter vergadering aanwezig dan wel vertegenwoordigd te zijn. Degenen die de oproeping doen, kunnen voorwaarden stellen aan het gebruik van het elektronische communicatiemiddel. Deze voorwaarden worden bij de oproeping bekend gemaakt.

- 25.3 Voor de toepassing van de Artikelen 25.1 en 25.2 wordt aan de eis van schriftelijkheid van de volmacht voldaan indien de volmacht elektronisch is vastgelegd.
- 25.4 De Bestuurders hebben als zodanig in de Algemene Vergadering een raadgevende stem.

Artikel 26. Stemrecht en besluitvorming in de Algemene Vergadering

- 26.1 Ieder Aandeel geeft recht op het uitbrengen van één stem.
- 26.2 Alle besluiten waaromtrent bij de wet of deze Statuten geen grotere meerderheid is voorgeschreven, worden genomen bij volstreekte meerderheid van de uitgebrachte stemmen in een vergadering waarin ten minste de helft van het geplaatste kapitaal vertegenwoordigd is.

Artikel 27. Besluitvorming van Aandeelhouders buiten vergadering

- 27.1 Besluitvorming van Aandeelhouders kan buiten vergadering geschieden, mits met algemene stemmen van de stemgerechtigde Aandeelhouders en de stemmen schriftelijk of langs elektronische weg worden uitgebracht. De Bestuurders worden voorafgaand aan de besluitvorming in de gelegenheid gesteld om advies uit te brengen.
- 27.2 De betrokken Aandeelhouders doen van de genomen besluiten onverwijld mededeling aan het Bestuur.

Artikel 28. Boekjaar

Het boekjaar van de Vennootschap is gelijk aan het kalenderjaar.

Artikel 29. Jaarrekening

- 29.1 Jaarlijks binnen vijf maanden na afloop van het boekjaar, behoudens verlenging van deze termijn met ten hoogste vijf maanden door de Algemene Vergadering op grond van bijzondere omstandigheden, maakt het Bestuur een Jaarrekening op.
- 29.2 De Jaarrekening wordt ondertekend door alle Bestuurders; ontbreekt de ondertekening van een of meer van hen dan wordt daarvan onder opgave van reden melding gemaakt.
- 29.3 De Jaarrekening wordt vastgesteld door de Algemene Vergadering. Vaststelling van de Jaarrekening strekt niet tot kwijting aan een Bestuurder.

Artikel 30. Winst en verlies

- 30.1 De Algemene Vergadering is bevoegd tot bestemming van de winst dan wel tot bepaling van de wijze waarop het verlies wordt verwerkt.
- 30.2 Ten laste van de door de wet voorgeschreven reserves mag een tekort slechts worden gedelgd voor zover de wet dat toestaat.

Artikel 31. Uitkeringen

- 31.1 De Algemene Vergadering is bevoegd tot vaststelling van uitkeringen.
- 31.2 De Vennootschap kan aan de Aandeelhouders en andere gerechtigden tot de voor uitkering vatbare winst slechts uitkeringen doen voor zover het eigen vermogen groter is dan het geplaatste kapitaal vermeerderd met de reserves die krachtens de wet moeten worden aangehouden.
- 31.3 Uitkering van winst geschiedt na de vaststelling van de Jaarrekening waaruit blijkt dat zij geoorloofd is.
- 31.4 De Vennootschap mag tussentijds uitkeringen doen mits aan het vereiste van Artikel 31.2 is voldaan blijkens een tussentijdse vermogensopstelling als bedoeld in artikel 2:105 lid 4 van het Burgerlijk Wetboek.
- 31.5 Bij de berekening van iedere uitkering tellen de Aandelen die de Vennootschap houdt, niet mee.

Artikel 32. Statutenwijziging

- 32.1 De Algemene Vergadering is bevoegd deze Statuten te wijzigen.
- 32.2 Een besluit tot het wijzigen van deze Statuten wordt genomen bij een meerderheid van ten minste twee derde van de uitgebrachte stemmen.

33. Vereffening

- 33.1 Indien de Vennootschap wordt ontbonden door een besluit van de Algemene Vergadering, wordt haar vermogen vereffend door de Uitvoerende Bestuurders, onder toezicht van de Niet-Uitvoerende Bestuurders, indien en voor zover de Algemene Vergadering niet anders bepaalt.
- 33.2 De Algemene Vergadering stelt de beloning van de vereffenaars en van degenen die met het toezicht op de vereffening belast zijn, vast.

**Articles of association
Ferrovial International SE
(Unofficial English translation)**

This document is an unofficial English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

ARTICLES OF ASSOCIATION

Article 1. Definitions and interpretation

1.1 In these Articles of association the following terms shall have the following meanings:

"**Annual Accounts**" means the annual accounts referred to in section 2:361 of the Civil Code;

"**Articles of association**" means these articles of association;

"**Board**" means the board of the Company;

"**Company**" means the public company which is governed by these Articles of Association;

"**Director**" means a director of the Company, including each Executive Director and each Non-Executive Director, unless the context otherwise requires;

"**Director A**" means a director A of the Company, including each Executive Director A and each Non-Executive Director A, unless the context otherwise requires;

"**Director B**" means a director B of the Company, including each Executive Director B and each Non-Executive Director B, unless the context otherwise requires;

"**Executive Director**" means an executive director of the Company

"**Executive Director A**" means an executive director A of the Company;

"**Executive Director B**" means an executive director B of the Company;

"**Ferrovial Group**" means the group, within the meaning of section 2:24b of the Civil Code, led by Ferrovial, S.A., a public company under Spanish law, having its seat in Madrid, Spain and its address at calle Príncipe de Vergara 135, 28002 Madrid, Spain;

"**General Meeting**" means the body of the Company consisting of the Shareholders, or a meeting of Shareholders;

"**Group Company**" means a legal person or company affiliated with the Company in a group as referred to in section 2:24b of the Civil Code;

"**Non-Executive Director**" means a non-executive director of the Company;

"**Non-Executive Director A**" means a non-executive director A of the Company;

"**Non-Executive Director B**" means a non-executive director B of the Company;

"**Pledgee**" means a holder of a right of pledge on one or more Shares;

"**Share**" means a share in the share capital of the Company;

"**Shareholder**" means a holder of one or more Shares;

"**Subsidiary**" means a subsidiary as referred to in section 2:24a of the Civil Code;

"**Usufructuary**" means a holder of a right of usufruct on one or more Shares.

- 1.2 In these Articles of association references to Articles are to articles of these Articles of association, unless otherwise specified.

Article 2. Name, seat and structure

- 2.1 The name of the Company is: Ferrovial International SE.
- 2.2 The Company has its seat in Amsterdam.
- 2.3 The Company applies to section 2:129a of the Civil Code.

Article 3. Objects

The objects of the Company are:

- (a) to participate in, to take an interest in any other way in and to conduct the management of other businesses, of whatever nature;
- (b) to finance others and to provide security, to give guarantees and to bind itself in any other manner for debts of others;
- (c) to borrow, to lend and to raise funds, including the issue of bonds, debt instruments and other securities, as well as to enter into agreements in connection therewith;
- (d) to render advice and services to other persons;
- (e) to acquire, manage, exploit and dispose of immovable property and other registered property;
- (f) to trade in currencies and securities, as well as in assets in general;
- (g) to develop, exploit and trade in patents, trademarks, licenses, know-how, copyrights, database rights and other intellectual property rights;
- (h) to perform all activities of an industrial, financial or commercial nature;
- (i) to manage and administer shareholdings in the share capital of resident and/or non-resident entities by using assets and human resources,

as well as all activities which are incidental to or which may be conducive to any of the foregoing in the broadest sense.

Article 4. Share capital and Shares

- 4.1 The authorised share capital of the Company amounts to seven hundred and fifty million euros (EUR 750,000,000.00) and is divided into seven hundred and fifty million (750,000,000) Shares with a nominal value of one euro (EUR 1.00) each.
- 4.2 The Shares are in registered form and are consecutively numbered from 1 onwards.
- 4.3 No share certificates shall be issued.
- 4.4 At least one Share is held by a person/entity other than the Company or one of its Subsidiaries and other than for the account of the Company or one of its Subsidiaries.

Article 5. Issue of Shares

- 5.1 The Company may only issue Shares pursuant to a resolution of the General Meeting.
- 5.2 A resolution to issue Shares stipulates the price and the further terms and conditions of the issue.
- 5.3 Articles 5.1 and 5.2 applies by analogy to a grant of rights to subscribe for Shares, but does not apply to the issue of Shares to a person who exercises a previously acquired right to subscribe for Shares.
- 5.4 The issue of Shares requires a notarial deed intended for that purpose, executed before a civil law notary practising in the Netherlands, the parties to which deed are the persons/entities involved.
- 5.5 Upon issue of Shares, each Shareholder has a pre-emption right in proportion to the aggregate nominal value of his Shares, subject to Article 5.6.
- 5.6 A Shareholder has no pre-emption right in respect of Shares which are issued against payment other than in cash. He has no pre-emption right in respect of Shares which are issued to employees of the Company or of a Group Company.
- 5.7 Pre-emption rights may be limited or excluded by resolution of the General Meeting.
- 5.8 Articles 5.5 up to and including 5.7 apply by analogy to a grant of rights to subscribe for Shares. Shareholders have no pre-emption rights in respect of Shares which are issued to a person who exercises a previously acquired right to subscribe for Shares.
- 5.9 Upon subscription for Shares, the full nominal value must be paid up on such Shares as well as, if the Share is subscribed for an higher amount, the difference between such amounts. It may be stipulated that a part, not exceeding three-quarters of the nominal amount, need only be paid after a call therefor has been made by the Company.

Article 6. Acquisition of Shares by the Company

- 6.1 The Company may only acquire fully paid up Shares other than for no consideration with due observance of section 2:98 subsections 2 up to and including 4 of the Civil Code, subject to Article 4.4.

6.2 Articles 5.1 up to and including 5.8 apply by analogy to the disposal of Shares by the Company.

Article 7. Financial assistance

7.1 In respect of the subscription for or acquisition of Shares or depositary receipts thereof by others, the Company may not provide security, give a guarantee as to the price of the Shares, give guarantees in any other manner and may not bind itself either jointly or severally in addition to or for others. This prohibition shall also apply to its Subsidiaries.

7.2 In respect of the subscription for or acquisition of Shares or depositary receipts thereof by others, the Company and its Subsidiaries may only grant loans if the Board adopts a resolution to that effect and otherwise with due observance of section 2:98c subsections 2 and 3 of the Civil Code.

7.3 The Company maintains a non-distributable reserve for an amount equal to the amount of the loans referred to in Article 7.2.

7.4 A resolution of the Board to grant a loan as referred to in Article 7.2 is subject to the prior approval of the General Meeting.

7.5 Articles 7.1 up to and including 7.4 do not apply if Shares are subscribed for or acquired by or for the account of employees of the Company or of a Group Company.

Article 8. Right of usufruct and right of pledge on Shares

8.1 A right of usufruct and a right of pledge may be created on Shares.

8.2 The voting rights attached to the Shares may not be conferred to the Usufructuary or the Pledgee.

8.3 The Usufructuary and the Pledgee do not have the rights conferred by law on holders of depositary receipts for shares issued with a company's cooperation.

Article 9. Depositary receipts for Shares

The Company is not authorised to cooperate in the issue of depositary receipts for Shares.

Article 10. Shareholders register

The Board maintains a register in which the names and addresses of all Shareholders are recorded, stating the number of Shares held by each of them, the date on which they acquired the Shares, the date of acknowledgement or service, the amount paid up on each Share, as well as any other information that must be recorded pursuant to section 2:85 of the Civil Code.

Article 11. Transfer of Shares

The transfer of Shares or of a right of usufruct on Shares, or the creation or release of a right of usufruct or a right of pledge on Shares, requires a notarial deed intended for that purpose, executed before a civil law notary practising in the Netherlands, the parties to which deed shall be the persons/entities involved.

Article 12. Restrictions on the transferability of Shares

No restrictions apply to the transferability of Shares.

Article 13. Board

- 13.1 The Board consists of such number of Executive Directors A, Executive Directors B, Non-Executive Directors A and Non-Executive Directors B as the General Meeting may determine, provided that there are always three or more Directors, amongst which at least one Executive Director and one Non-Executive Director.
- 13.2 Non-Executive Directors must be natural persons.

Article 14. Appointment, suspension and dismissal of Directors

- 14.1 Directors are appointed by the General Meeting. The General Meeting shall determine whether a Director is appointed Executive Director A, Executive Director B, Non-Executive Director A or Non-Executive Director B. The General Meeting may suspend and dismiss a Director at any time. The Board is authorised to suspend an Executive Director at any time.
- 14.2 Directors are appointed for a period of six years. Directors are eligible for reappointment.
- 14.3 If either the General Meeting has suspended a Director or the Board has suspended an Executive Director, the General Meeting must resolve either to dismiss such Director or to terminate the suspension within three months after the suspension has taken effect, failing which the suspension shall lapse.

Article 15. Remuneration of Directors

- 15.1 The Company has a policy in the area of remuneration of the Board. The policy shall be adopted by the General Meeting. The remuneration policy includes at least the matters described in sections 2:383c up to and including 2:383e of the Civil Code, as far as they apply to the Board.
- 15.2 The General Meeting may grant the Directors a remuneration with due observance of the policy referred to in Article 15.1.

Article 16. Duties, division of duties and decision-making of the Board

- 16.1 Subject to the restrictions according to these Articles of association, the Board is charged with the management of the Company. In fulfilling their duties the Directors shall serve the interest of the Company and the business connected with it.
- 16.2 The Executive Directors are charged with the day-to-day management of the Company.
- 16.3 Supervision of the fulfilment of duties by the Executive Directors and of the general course of the Company's affairs and the business connected with it is carried out by the Non-Executive Directors. The Executive Directors shall provide the Non-Executive Directors with the information they need to carry out their duties in due time.
- 16.4 The Board may adopt rules with respect to the matters concerning the Board.
- 16.5 The Board may, whether or not by rule, determine the duties with which each Director will be particularly charged.

- 16.6 If there is only one Non-Executive Director, he shall be chairman of the Board. If there is more than one Non-Executive Director, the Board appoints a chairman from among the Non-Executive Directors. A resolution of the Board to appoint a chairman is subject to the prior approval of the General Meeting.
- 16.7 The Board shall meet whenever a Director considers appropriate, but at least once every three months.
- 16.8 An Executive Director may only be represented at a meeting by another Director authorised in writing and a Non-Executive Director may only be represented at a meeting by another Non-Executive Director authorised in writing. The requirement of written form for the authorisation shall be met if the authorisation has been recorded electronically.
- 16.9 Each Director may participate in a meeting by electronic means of communication, provided that all Directors participating in the meeting can hear each other simultaneously. A Director participating this way is deemed to be present at the meeting.
- 16.10 Each Director has one vote. Blank votes and invalid votes are regarded as not having been cast. All resolutions are adopted by an absolute majority of votes cast at a meeting at which at least one Director A and at least one Director B is present or represented, provided that the resolutions are only valid if at least one Director A and at least one Director B has cast his vote in favor of the proposal. In the event of a tie vote, the proposal is rejected.
- 16.11 In the event that one or more Directors have a direct or indirect personal interest that conflicts with the interest of the Company and the business connected with it, they are not authorised to participate in the discussion and the decision-making process. In the event that all Directors have or the only Director has a direct or indirect personal interest that conflicts with the interest of the Company and the business connected with it, the resolution shall be adopted by the General Meeting.
- 16.12 The Board may adopt resolutions without holding a meeting, provided that all Directors have consented to this manner of adopting resolutions and the votes are cast in writing or by electronic means. Articles 16.10 and 16.11 apply by analogy to the adoption of resolutions by the Board without holding a meeting.

Article 17. Approval of resolutions of the Board and instructions

- 17.1 Resolutions of the Board with regard to an important change in the identity or character of the Company or the business connected with it are subject to the approval of the General Meeting, including in any case:
- (a) transfer of the business or almost the entire business to a third party;
 - (b) entry into or termination of a long-term cooperation by the Company or a Subsidiary thereof with another legal person or partnership or as a fully liable partner in a limited or

general partnership, if such cooperation or termination thereof is of far-reaching significance to the Company;

- (c) acquisition or disposal by the Company or a Subsidiary thereof of a participating interest in the capital of a company with a value of at least one-third of the amount of the assets as shown in the balance sheet with explanatory notes or, if the Company prepares a consolidated balance sheet, as shown in the consolidated balance sheet with explanatory notes, according to the most recently adopted Annual Accounts of the Company.

17.2 The General Meeting may require resolutions of the Board to be subject to its approval, without prejudice to Article 17.1. Such resolutions must be clearly specified and be notified to the Board in writing. The requirement of written form for the notification is met if the notification is recorded electronically.

17.3 The absence of approval of the General Meeting of a resolution as referred to in Articles 17.1 and 17.2 shall not affect the power of the Board or Executive Directors to represent the Company.

17.4 The Board shall comply with the instructions of the General Meeting regarding the general lines of the financial, economic and social policy and of the employment policy to be conducted.

Article 18. Representation

18.1 The Board represents the Company. The power to represent the Company is also vested in one Director A and one Director B jointly.

18.2 The Board may appoint one or more officers with general or restricted power to represent the Company on a continuing basis. Each officer represents the Company with due observance of the restrictions imposed on him. The title of such officers is determined by the Board.

18.3 A written record is made of legal acts by the Company vis-à-vis the holder of all Shares in case the Company is represented by such Shareholder. Shares held by the Company or its Subsidiaries shall not be taken into account for the purpose of the preceding sentence.

18.4 Article 18.3 does not apply to legal acts which, under the stipulated terms, are within the ordinary course of business of the Company.

Article 19. Failing or prevention from acting of Directors

19.1 In the event that one or more Executive Directors are failing or are prevented from acting, the remaining Executive Directors or the only remaining Executive Director is temporarily in charge of the day-to-day management of the Company. In the event that all Executive Directors or the only Executive Director is failing or is prevented from acting, the Non-Executive Directors are temporarily in charge of the day-to-day management of the Company; in such case the Non-Executive Directors are authorised to designate one or more temporary Executive Directors.

19.2 In the event that one or more Non-Executive Directors are failing or are prevented from acting, the remaining Non-Executive Directors or the only remaining Non-Executive Director temporarily exercises the duties and powers conferred upon the Non-Executive Directors by law or these

Articles of Association. In the event that all Non-Executive Directors or the only Non-Executive Director is failing or is prevented from acting, these duties and powers are temporarily exercised by one or more persons to be designated for that purpose by the General Meeting.

Article 20. Indemnification of Managing Directors

- 20.1 Unless the law provides otherwise, the following is reimbursed to Directors and former Directors:
- (a) the reasonable costs of conducting a defence against claims, also including claims by the Company and its Group Companies, as a consequence of any acts or omissions in the fulfilment of their duties as Director;
 - (b) any damages payable by them as a result of any such acts or omissions;
 - (c) the reasonable costs of appearing in other legal proceedings in which they are involved as Directors or former Directors, with the exception of proceedings primarily aimed at pursuing a claim on their own behalf that is not based on their rights as referred to in Article 20.1 subs (a) and (b).
- 20.2 A Director or former Director is not entitled to reimbursement as referred to in Article 20.1 if and to the extent that:
- (a) a Dutch court has established by final and conclusive decision:
 - (i) that the act or omission of the Director or former Director may be characterised as wilful or intentionally reckless conduct; or
 - (ii) that the act or omission of the Director or former Director may be characterised as seriously culpable conduct and that the reimbursement is in conflict with the law or, considering all the circumstances of the case, is unacceptable according to standards of reasonableness and fairness; or
 - (b) the costs or financial loss of the Director or former Director are covered by an insurance and the insurer has paid out the costs or financial loss.
- 20.3 If and to the extent that it has been established by a court of competent jurisdiction by final and conclusive decision that the Director or former Director is not entitled to reimbursement as referred to in Article 20.1, he must immediately repay the amount reimbursed by the Company. The Company may request that the Director or former Director provides appropriate security for his repayment obligation.
- 20.4 The Company will take out, or will procure that a Group Company takes out, liability insurance for the benefit of Directors and former Directors.
- 20.5 The Company may, by written agreement by and between a Director and the Company, give further implementation to Articles 20.1 up to and including 20.4. Such agreement may deviate from the provisions of this Article 20. Subject to applicable law, in case of an ambiguity or a conflict

between provisions of this Article 20 and provisions of such agreement, the provisions of the agreement shall prevail.

- 20.6 Amendment of this Article 20 cannot prejudice the entitlement of Directors and former Directors to reimbursement as referred to in Article 20.1 as a result of acts or omissions in the period during which that Article was in force.

Article 21. General Meetings

- 21.1 Annually, within six months of the end of the financial year, a General Meeting is held. The notice for this meeting mentions the following matters in any case :

- (a) the adoption of the Annual Accounts;
- (b) the granting of discharge to the Directors;
- (c) the allocation of the profits or the determination how a loss will be accounted for.

These items need not be mentioned in the notice of meeting if the period for preparing the Annual Accounts has been extended by the General Meeting.

- 21.2 The Board and each Shareholder is authorised to convene a General Meeting.
- 21.3 A General Meeting is convened whenever the Board or a Shareholder considers this appropriate.

Article 22. Venue, notice and agenda of the General Meetings

- 22.1 General Meetings is held in the municipality where the Company has its seat, or in the municipality of The Hague, Haarlemmermeer (Schiphol Airport), Rotterdam or Utrecht. Resolutions adopted at a General Meeting held elsewhere are valid only if the entire issued share capital is represented.
- 22.2 Shareholders are given notice of the General Meeting by the Board, a Director or a Shareholder.
- 22.3 Notice of a General Meeting is given by letters, sent to the addresses of the Shareholders most recently given by them to the Board. With the consent of the Shareholder, notice may be given by a readable and reproducible electronic communication to the address given by him to the Company for the purposes of such communication.
- 22.4 The notice mentions the matters to be discussed and the place and the time of the meeting. Matters which have not been mentioned in the notice of meeting may be announced in a supplementary notice. No valid resolutions may be adopted on matters which have not been mentioned in the notice or announced in a supplementary notice with due observance of the notice period, unless the resolution is adopted by unanimous vote at a meeting at which the entire issued share capital is represented.
- 22.5 Notice is given no later than on the fifteenth day prior to the date of the meeting. If the notice period was shorter or if no notice was sent, no valid resolutions may be adopted, unless the

resolution is adopted by unanimous vote at a meeting at which the entire issued share capital is represented.

Article 23. Chairman and secretary of the General Meeting

The General Meeting is presided over by the chairman of the Board, who, nevertheless, may charge another person to preside over the General Meeting in his place even if he himself is present at the meeting. If the chairman of the Board is absent and he has not charged another person to preside over the meeting in his place, the Non-Executive Directors present at the meeting appoint one of them to be chairman. In the absence of all Non-Executive Directors, the General Meeting appoints its chairman. The chairman appoints the secretary.

Article 24. Minutes of the General Meeting

- 24.1 The secretary of the General Meeting keeps minutes of the proceedings at the meeting. Minutes are adopted and in evidence of such adoption signed by the chairman and the secretary of the General Meeting.
- 24.2 If the Board was not represented at the meeting, the chairman of the General Meeting notifies the Board forthwith of the adopted resolutions.

Article 25. Meeting Rights and admittance to the General Meeting

- 25.1 Each Shareholder is authorised to attend the General Meeting, to address the General Meeting and to exercise the voting rights accruing to him in person or by a proxy authorised in writing.
- 25.2 Each Shareholder is authorised to attend the General Meeting in person or by a proxy authorised in writing, to speak at the General Meeting and to exercise the voting rights by electronic means of communication, if this is mentioned in the notice of the meeting. To do so, the Shareholder must be identifiable through the electronic means of communication, be able to directly observe the proceedings at the meeting and to exercise the voting rights. A Shareholder so attending is deemed to be present or represented at the meeting. The persons giving notice may set conditions for the use of the electronic means of communication. These conditions shall be mentioned in the notice.
- 25.3 For the purpose of Articles 25.1 and 25.2 the requirement of written form for the authorisation are met if the authorisation has been recorded electronically.
- 25.4 Directors shall as such have an advisory vote at the General Meeting.

Article 26. Voting rights and adoption of resolutions at the General Meeting

- 26.1 Each Share confers the right to cast one vote.
- 26.2 Unless the law or these Articles of Association require a larger majority, all resolutions shall be adopted by an absolute majority of the votes cast at a meeting at which at least half of the issued share capital is represented.

Article 27. Adoption of resolutions by Shareholders without holding a meeting

- 27.1 Shareholders may adopt resolutions without holding a meeting, provided that they are adopted by unanimous vote of the Shareholders entitled to vote and that the votes are cast in writing or by electronic means. The Directors are given the opportunity to advise prior to the adoption of the resolutions.
- 27.2 The Shareholders involved notify the Board forthwith of the adopted resolutions.

Article 28. Financial year

The Company's financial year coincides with the calendar year.

Article 29. Annual Accounts

- 29.1 Annually, within five months of the end of the financial year, subject to an extension of such period by the General Meeting not exceeding five months on the basis of special circumstances, the Board draws up Annual Accounts.
- 29.2 The Annual Accounts are signed by all Directors; if the signature of one or more of them is lacking, this shall be disclosed, stating the reasons thereof.
- 29.3 The Annual Accounts is adopted by the General Meeting. Adoption of the Annual Accounts shall not be deemed to grant a Director a discharge.

Article 30. Profit and loss

- 30.1 The General Meeting is authorised to allocate the profits or to determine how a loss is accounted for.
- 30.2 A deficit may only be applied against reserves maintained pursuant to the law to the extent permitted by law.

Article 31. Distributions

- 31.1 The General Meeting is authorised to declare distributions.
- 31.2 The Company may only make distributions to the Shareholders and other persons entitled to distributable profits to the extent that its equity exceeds the aggregate amount of the issued share capital and the reserves which must be maintained pursuant to the law.
- 31.3 Distribution of profits are made following the adoption of the Annual Accounts which show that such distribution is permitted.
- 31.4 The Company may make interim distributions provided that the requirement of Article 31.2 has been met as evidenced by an interim financial statement as referred to in section 2:105 subsection 4 of the Civil Code.
- 31.5 Shares held by the Company are not taken into account for the purpose of calculating each distribution.

Article 32. Amendment of these Articles of Association

- 32.1 The General Meeting is authorised to amend these Articles of Association.
- 32.2 A resolution to amend these Statutes is adopted by a majority of at least two-thirds of the votes cast.

Article 33. Liquidation

- 33.1 If the Company is dissolved pursuant to a resolution of the General Meeting, its assets are liquidated by the Executive Directors, under the supervision of the Non-Executive Directors, if and to the extent that the General Meeting shall not resolve otherwise.
- 33.2 The General Meeting determines the remuneration of the liquidators and of the persons charged with the supervision of the liquidation.

ANNEX 6(B)

**Article 4 of FISE's articles of association as they will read following the Nominal Value Reduction
(Dutch version and unofficial English translation)**

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Draft of article 4 of FISE's articles of association as they will read following the Nominal Value Reduction (Dutch version)

Artikel 4. Kapitaal en Aandelen

- 4.1 Het maatschappelijk kapitaal van de Vennootschap bedraagt zeven miljoen vijf honderd duizend euro (EUR 7.500.000) en is verdeeld in zeven honderd vijftig miljoen (750.000.000) Aandelen met een nominaal bedrag van één eurocent (EUR 0,01) elk.
- 4.2 De Aandelen luiden op naam en zijn doorlopend genummerd vanaf 1.
- 4.3 Aandeelbewijzen worden niet uitgegeven.
- 4.4 Ten minste één Aandeel wordt gehouden door een ander dan en anders dan voor rekening van de Vennootschap of een van haar Dochtermaatschappijen.

Draft of article 4 of FISE's articles of association as they will read following the Nominal Value Reduction (Unofficial English translation)

This document is an unofficial English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

Article 4. Share capital and Shares

- 4.1 The authorised share capital of the Company amounts to seven million five hundred thousand euros (EUR 7,500,000) and is divided into seven hundred fifty million (750,000,000) Shares with a nominal value of one eurocent (EUR 0.01) each.
- 4.2 The Shares are in registered form and are consecutively numbered from 1 onwards.
- 4.3 No share certificates shall be issued.
- 4.4 At least one Share is held by a person/entity other than the Company or one of its Subsidiaries and other than for the account of the Company or one of its Subsidiaries.

ANNEX 6(C)

**FISE's articles of association as from the Merger Effective Time
(Dutch version and unofficial English translation)**

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**Draft Articles of Association
Ferrovial International SE
(after amendment: Ferrovial SE)
(Dutch version)**

STATUTEN

van:

Ferrovial SE

statutair gevestigd in Amsterdam

1 DEFINITIES EN INTERPRETATIE

1.1 Definities

In deze statuten gelden de volgende definities:

"Aandeel" betekent een aandeel in het kapitaal van de Vennootschap;

"Aandeelhouder" betekent een houder van één of meer Aandelen;

"Algemene Vergadering" betekent het orgaan dat bestaat uit Aandeelhouders en alle overige Vergadergerechtigden of de vergadering waarin de Aandeelhouders en alle overige Vergadergerechtigden bijeenkomen;

"Bestuur" betekent het bestuur van de Vennootschap;

"Bestuurder" betekent een lid van het Bestuur;

"Bestuursreglement" betekent het reglement als bedoeld in artikel 8.1.9;

"Bestuursverslag" betekent het bestuursverslag van de Vennootschap als bedoeld in artikel 2:391 BW;

"BW" betekent het Burgerlijk Wetboek;

"Chairman" betekent de Bestuurder die als zodanig is aangewezen in overeenstemming met artikel 8.1.4;

"Dochtermaatschappij" betekent een dochtermaatschappij van de Vennootschap als bedoeld in artikel 2:24a BW;

"Groepsmaatschappij" betekent een groepsmaatschappij van de Vennootschap als bedoeld in artikel 2:24b BW;

"Jaarrekening" betekent de jaarrekening van de Vennootschap als bedoeld in artikel 2:361 BW;

"Lead Director" betekent de Niet-Uitvoerende Bestuurder die als zodanig is aangewezen in overeenstemming met artikel 8.1.4;

"Niet-Uitvoerende Bestuurder" betekent een Bestuurder die als niet-uitvoerende bestuurder

is benoemd;

"**Registratiedatum**" betekent de achtentwintigste dag voorafgaand aan een Algemene Vergadering, of een andere dag als wettelijk voorgeschreven;

"**Secretaris**" betekent een persoon die als zodanig is aangewezen in overeenstemming met artikel 8.1.6;

"**Stemgerechtigde**" betekent een Aandeelhouder met stemrecht alsmede een vruchtgebruiker met stemrecht of een pandhouder met stemrecht, ieder in de Algemene Vergadering, met inachtneming van artikel 9.4.2;

"**Uitvoerende Bestuurder**" betekent een Bestuurder die als een uitvoerende bestuurder is benoemd;

"**Vennootschap**" betekent de Europese vennootschap (*Societas Europaea*) waarvan de organisatie is vastgelegd in deze statuten;

"**Vergaderrecht**" betekent het recht om, in persoon of door een schriftelijk gevolmachtigde, de Algemene Vergadering bij te wonen en daarin het woord te voeren, met inachtneming van artikel 9.4.2;

"**Vergadergerechtigde**" betekent een Aandeelhouder alsmede een vruchtgebruiker met Vergaderrecht of een pandhouder met Vergaderrecht, met inachtneming van artikel 9.4.2;

"**Vice-Secretaris**" betekent een persoon die als zodanig is aangewezen in overeenstemming met artikel 8.1.6; en

"**Vice-Chairman**" betekent een Bestuurder die als zodanig is aangewezen in overeenstemming met artikel 8.1.5.

1.2 Interpretatie

- 1.2.1 Tenzij de wet anders vereist, omvat het begrip "schriftelijk" een langs elektronische weg toegezonden, leesbaar en reproduceerbaar bericht.
- 1.2.2 Verwijzingen naar artikelen worden geacht te verwijzen naar artikelen van deze statuten, tenzij het tegendeel duidelijk blijkt.
- 1.2.3 Tenzij de context anders vereist, hebben woorden en uitdrukkingen die in deze statuten zijn opgenomen en niet anders zijn gedefinieerd, dezelfde betekenis als in het BW.
- 1.2.4 Elke aanduiding van een geslacht omvat ieder ander geslacht.

2 NAAM, ZETEL EN DOEL

2.1 Naam en zetel

- 2.1.1 De naam van de Vennootschap is: Ferrovial SE.
- 2.1.2 De Vennootschap heeft haar zetel in Amsterdam, Nederland.

2.2 Doel

- 2.2.1 Het doel van de Vennootschap is:
 - (a) het ontwerpen, bouwen, uitvoeren, bedienen, aansturen, beheren en onderhouden van infrastructurele werken en publieke en private werken, hetzij rechtstreeks, hetzij

- via deelneming in vennootschappen, concerns, consortia of enige andere soortgelijke rechtsvorm die in het betreffende land wettelijk is toegestaan;
- (b) het aanbieden en verlenen van alle soorten diensten in verband met infrastructuur voor stedelijk en interstedelijk vervoer, via land, de zee of de lucht;
 - (c) het aanbieden en beheren van alle soorten complementaire diensten en werken die kunnen worden aangeboden rond publieke en private werken en infrastructurale werken;
 - (d) het houden, in eigen naam, van alle soorten concessies, sub concessies, machtigingen en administratieve licenties voor werken, diensten en zowel werken als diensten, verleend door enige publieke of private entiteit, organisatie of instelling, in binnen- of buitenland;
 - (e) het aansturen, beheren, verwerven, bevorderen, overdragen, urbaniseren, herstellen, en exploiteren, in welke vorm dan ook, van terreinen, percelen, residentiële ontwikkelingen, vastgoedzones of -ontwikkelingen, en in het algemeen alle soorten onroerend goed;
 - (f) het bouwen, verwerven, leveren, importeren, exporteren, leasen, installeren, onderhouden, distribueren en bedienen van machines, gereedschappen, voertuigen, faciliteiten, materialen, gereedschap en uitrustingen van allerlei aard, inclusief stedelijk gereedschap en stedelijke uitrustingen;
 - (g) het verwerven, exploiteren, verkopen en overdragen van intellectuele en industriële eigendomsrechten;
 - (h) het verlenen van diensten verband houdende met instandhouding, herstel, onderhoud, zuivering en de reiniging van alle soorten werken, installaties en diensten, zowel aan publieke als aan private entiteiten;
 - (i) het verlenen van ingenieursdiensten zoals het voorbereiden van projecten, studies en rapporten;
 - (j) het voorbereiden van projecten en studies voor constructie, onderhoud, exploitatie en verhandeling van alle soorten faciliteiten voor water- en afvalwatervoorzieningen, water- en afvalwaterafvoer, water- en afvalwateromzetting en water- en afvalwaterbehandeling, alsmede onderzoek naar afvalproducten en ontwikkeling op deze gebieden;
 - (k) het verlenen van diensten die verband houden met het milieu zoals rook- en geluidsbeheersing, integraal afvalverwijderingsbeheer, inclusief van het ophalen tot zuivering, omzetting en behandeling;
 - (l) het bouwen, aansturen, bedienen, exploiteren en onderhouden van energieproductie- of vervoersystemen voor alle soorten energie;
 - (m) het onderzoeken, ontwerpen, ontwikkelen, vervaardigen, bedienen en toewijzen van programma's en in het algemeen van computer-, elektronische en telecommunicatieproducten;
 - (n) het onderzoeken, beheren en exploiteren van minerale afzettingen, alsmede het

verwerven, gebruiken en genieten van vergunningen, licenties, concessies, machtigingen en andere rechten om minerale producten te ontginnen, en te industrialiseren, distribueren en te verkopen;

- (o) het deelnemen in andere ondernemingen van welke aard ook, het nemen van enig ander belang in of het voeren van het beheer over deze ondernemingen, het verlenen van diensten van welke aard dan ook aan derden, het aantrekken van financiering, het financieren van derden, het stellen van zekerheden of het overnemen van de aansprakelijkheid voor verplichtingen van derden;
- (p) het coördineren en uitvoeren in eigen naam van alle soorten verrichtingen met betrekking tot effecten op alle soorten markten, nationaal of internationaal;
- (q) het kopen, verkopen of anderszins verwerven, verzenden, ruilen, overdragen, verpanden en inschrijven op alle soorten aandelen, effecten om te zetten in aandelen of die recht geven op het verwerven van of inschrijven op obligaties, rechten, schuldbrieven, overheidsobligaties of verhandelbare effecten en het verwerven van deelnemingen in andere ondernemingen;
- (r) het verlenen aan alle soorten rechtspersonen en ondernemingen van beheers- en bestuursdiensten, zoals consultatiediensten en adviesdiensten op het gebied van boekhouding, juridische, technische, financiële, fiscale, arbeids- en personeelszaken;
- (s) alle andere activiteiten die onder toepasselijk recht zijn toegestaan,

en al hetgeen dat met het vorenstaande verband houdt of daartoe bevorderlijk kan zijn, alles in de ruimste zin van het woord.

2.2.2 De hierboven genoemde doelstellingen kunnen door de Vennootschap indirect, geheel dan wel gedeeltelijk, worden verwezenlijkt via deelnemingen in andere vennootschappen met een gelijkaardig doel die in Nederland of in het buitenland zijn opgericht. Zo valt onder het doel van de Vennootschap het beheer en de administratie van effecten vertegenwoordigend het eigen vermogen van al dan niet in Nederland gevestigde vennootschappen, door middel van de daarmee overeenstemmende organisatie van materiële en menselijke middelen.

3 KAPITAAL EN UITGIFTE VAN AANDELEN

3.1 Kapitaal en aandelen

- 3.1.1 Het maatschappelijk kapitaal van de Vennootschap bedraagt dertig miljoen euro (EUR 30.000.000,--). Het is verdeeld in drie miljard (3.000.000.000) Aandelen met een nominale waarde van een eurocent (EUR 0,01) elk.
- 3.1.2 Aandelen luiden op naam. Aandeelbewijzen worden niet uitgegeven.
- 3.1.3 Aandelen zijn genummerd. Het Bestuur bepaalt de wijze waarop Aandelen zijn genummerd en kan de nummering van Aandelen wijzigen.
- 3.1.4 De Vennootschap verleent geen medewerking aan de uitgifte van certificaten. Houders van certificaten van Aandelen hebben derhalve geen Vergaderrechten.

3.2 Uitgifte van Aandelen

- 3.2.1 Het Bestuur besluit tot uitgifte van Aandelen en stelt de uitgifteprijs en de overige voorwaarden

van uitgifte vast, als en voor zover het Bestuur tot het uitgeven van Aandelen door de Algemene Vergadering is aangewezen met inachtneming van de toepasselijke wettelijke bepalingen. Tenzij bij de aanwijzing anders is bepaald, kan de aanwijzing niet worden ingetrokken zonder een voorstel daartoe van het Bestuur.

- 3.2.2 Als en voor zover het Bestuur niet is aangewezen als bedoeld in artikel 3.2.1, en enkel op een voorstel daartoe van het Bestuur, besluit de Algemene Vergadering tot uitgifte van Aandelen en vaststelling van de uitgifteprijs en de overige voorwaarden van uitgifte.
- 3.2.3 Artikelen 3.2.1 en 3.2.2 zijn van overeenkomstige toepassing op het verlenen van rechten tot het nemen van Aandelen. Deze artikelen zijn niet van toepassing op het uitgeven van Aandelen aan iemand die een voordien verkregen recht tot het nemen van Aandelen uitoefent.

3.3 Storting op Aandelen

- 3.3.1 Aandelen worden uitgegeven met inachtneming van de artikelen 2:80, 2:80a en 2:80b BW.
- 3.3.2 Aandelen worden uitgegeven tegen storting van het nominale bedrag en, als Aandelen worden uitgegeven tegen een hoger bedrag dan de nominale waarde, wordt het verschil tussen deze bedragen gestort, onverminderd artikel 2:80(2) BW.
- 3.3.3 Bij het besluit tot uitgifte van Aandelen of tot het verlenen van rechten tot het nemen van Aandelen kan het orgaan dat tot uitgifte besluit bepalen dat de Aandelen zullen worden volgestort ten laste van een reserve als bedoeld in artikel 2:389 of 2:390 BW of een uitkeerbare reserve.
- 3.3.4 Het Bestuur kan de in artikel 2:94 BW genoemde rechtshandelingen verrichten zonder goedkeuring van de Algemene Vergadering.

3.4 Voorkeursrecht

- 3.4.1 Als Aandelen worden uitgegeven, heeft iedere Aandeelhouder een voorkeursrecht naar evenredigheid van het gezamenlijke bedrag van zijn Aandelen. Dit voorkeursrecht is niet van toepassing op:
 - (a) Aandelen die worden uitgegeven aan werknemers van de Vennootschap of van een Groepsmaatschappij;
 - (b) Aandelen die worden uitgegeven tegen inbreng anders dan in geld; en
 - (c) Aandelen die worden uitgegeven aan iemand die een voordien verkregen recht tot het nemen van Aandelen uitoefent.
- 3.4.2 Het Bestuur besluit tot beperking of uitsluiting van het voorkeursrecht, als en voor zover het Bestuur daartoe door de Algemene Vergadering is aangewezen met inachtneming van de toepasselijke wettelijke bepalingen. Tenzij bij de aanwijzing anders is bepaald, kan de aanwijzing niet worden ingetrokken zonder een voorstel daartoe van het Bestuur.
- 3.4.3 Als en voor zover het Bestuur niet is aangewezen als bedoeld in artikel 3.4.2, en enkel op een voorstel daartoe van het Bestuur, besluit de Algemene Vergadering tot beperking of uitsluiting van voorkeursrechten.
- 3.4.4 Als minder dan een helft van het geplaatste kapitaal bij de Algemene Vergadering is vertegenwoordigd, vereist een besluit van de Algemene Vergadering tot beperking of

uitsluiting voorkeursrechten en een besluit tot het aanwijzen van het Bestuur als bedoeld in artikel 3.4.2, een meerderheid van ten minste twee derden van de uitgebrachte stemmen.

3.4.5 Met inachtneming van artikel 2:96a BW, stelt het vennootschapsorgaan dat tot uitgifte van Aandelen besluit, bij het nemen van een besluit tot uitgifte van Aandelen en met inachtneming van de wettelijke bepalingen, vast op welke wijze en in welk tijdvak de voorkeursrechten kunnen worden uitgeoefend.

3.4.6 Dit artikel 3.4 is van overeenkomstige toepassing op het verlenen van rechten tot het nemen van Aandelen.

4 EIGEN AANDELEN EN KAPITAALVERMINDERING

4.1 Verrijging van Aandelen door de Vennootschap

4.1.1 De Vennootschap mag volgestorte Aandelen verkrijgen als en voor zover de Algemene Vergadering het Bestuur daartoe heeft gemachtigd met inachtneming van de toepasselijke wettelijke bepalingen. De Algemene Vergadering bepaalt in de machtiging het aantal Aandelen dat de Vennootschap mag verkrijgen, op welke wijze en tussen welke grenzen de prijs moet liggen. Verrijging door de Vennootschap van niet volledig volgestorte Aandelen is nietig.

4.1.2 De machtiging als bedoeld in artikel 4.1.1 is niet vereist voor de verkrijging door de Vennootschap van volgestorte Aandelen om deze Aandelen, krachtens een voor hen geldende werknemersregeling, over te dragen aan werknemers van de Vennootschap of een Groepsmaatschappij, mits deze Aandelen zijn opgenomen in een prijscourant van een officiële beurs.

4.1.3 De Vennootschap mag Aandelen verkrijgen tegen betaling in geld of in een andere vorm dan in geld. Als de Vennootschap Aandelen verkrijgt op basis van een in artikel 4.1.1 bedoelde machtiging, moet de door het Bestuur bepaalde tegenwaarde van een betaling in een andere vorm dan in geld liggen binnen de in een dergelijke machtiging bepaalde grenzen.

4.1.4 Dit artikel 4.1 is niet van toepassing op Aandelen die door de Vennootschap worden verkregen onder algemene titel.

4.1.5 Voor de toepassing van artikel 2:98(3) BW is de relevante balans de meest recente balans die hetzij door de Algemene Vergadering is vastgesteld, zoals is opgenomen in de laatst vastgestelde jaarrekening, hetzij door de Algemene Vergadering op voorstel van het Bestuur is vastgesteld, hetzij door het Bestuur is vastgesteld.

4.2 Kapitaalvermindering

4.2.1 De Algemene Vergadering kan op voorstel van het Bestuur besluiten het geplaatste kapitaal te verminderen, met inachtneming van artikel 2:99 BW.

4.2.2 Het geplaatste kapitaal kan worden verminderd door de nominale waarde van Aandelen te verlagen door middel van een wijziging van deze statuten of door intrekking van Aandelen.

4.2.3 Als minder dan de helft van het geplaatste kapitaal in de Algemene Vergadering is vertegenwoordigd, vereist een besluit van de Algemene Vergadering tot vermindering van het geplaatste kapitaal een meerderheid van ten minste twee derden van de uitgebrachte stemmen.

- 4.2.4 Een besluit tot intrekking van Aandelen kan slechts Aandelen betreffen die de Vennootschap houdt of waarvan de Vennootschap de certificaten houdt.
- 4.2.5 Vermindering van de nominale waarde van de Aandelen zonder terugbetaling en zonder ontheffing van de verplichting tot volstorting, moet naar evenredigheid op alle Aandelen plaatsvinden. Van het vereiste van evenredigheid kan worden afgeweken met instemming van alle betrokken Aandeelhouders.

5 AANDEELHOUDERSREGISTER

- 5.1.1 Het Bestuur houdt een aandeelhoudersregister als bedoeld in artikel 2:85 BW. Het aandeelhoudersregister kan in elektronische vorm worden gehouden.
- 5.1.2 Het aandeelhoudersregister wordt regelmatig bijgehouden en vermeldt van elke Aandeelhouder de naam, het adres en de overige door de wet vereiste of door het Bestuur passend geachte informatie. De Aandeelhouder is verantwoordelijk voor de gevolgen van het niet, of onjuist, verstrekken van dergelijke gegevens.
- 5.1.3 Het aandeelhoudersregister kan in verschillende delen en op verschillende locaties worden gehouden. Het aandeelhoudersregister kan deels buiten Nederland worden gehouden ter voldoening aan de daar geldende wetgeving of op grond van buitenlandse beursvoorschriften. Ten minste één kopie zal worden gehouden op het kantoor van de Vennootschap.
- 5.1.4 Aan een aandeelhouder zal, op zijn verzoek, kosteloos een verklaring worden verstrekt van hetgeen in het aandeelhoudersregister staat vermeld over de op zijn naam ingeschreven Aandelen.
- 5.1.5 Als Aandelen tot een gemeenschap behoren, kunnen de gezamenlijke gerechtigden alleen vertegenwoordigd worden ten opzichte van de Vennootschap door een persoon die zij daartoe schriftelijk hebben aangewezen.
- 5.1.6 Dit artikel 5 is van overeenkomstige toepassing op diegenen die een recht van vruchtgebruik of een pandrecht op één of meerdere Aandelen hebben, met uitzondering van de pandhouder zoals bedoeld in artikel 2:86c(4) BW.

6 PANDRECHT EN RECHT VAN VRUCHTGEBRUIK

6.1 Pandrecht

- 6.1.1 Aandelen kunnen worden verpand.
- 6.1.2 De pandhouder heeft het stemrecht op verpande Aandelen als dat schriftelijk is overeengekomen bij de vestiging van het pandrecht of daarna. Indien dat niet schriftelijk is overeengekomen, heeft de Aandeelhouder het stemrecht op verpande Aandelen.
- 6.1.3 Pandhouders met stemrecht hebben Vergaderrecht. Pandhouders zonder stemrecht hebben geen Vergaderrecht. Aandeelhouders die als gevolg van een pandrecht geen stemrecht hebben, hebben wel Vergaderrecht.

6.2 Recht van vruchtgebruik

- 6.2.1 Op Aandelen kan een recht van vruchtgebruik worden gevestigd.
- 6.2.2 De vruchtgebruiker heeft het stemrecht op een met vruchtgebruik belast Aandeel als dat schriftelijk is overeengekomen bij de vestiging van het recht van vruchtgebruik of daarna.

Indien dat niet schriftelijk is overeengekomen, heeft de Aandeelhouder het stemrecht op Aandelen belast met een recht van vruchtgebruik.

- 6.2.3 Vruchtgebruikers met stemrecht hebben Vergaderrecht. Vruchtgebruikers zonder stemrecht hebben geen Vergaderrecht. Aandeelhouders die als gevolg van een recht van vruchtgebruik geen stemrecht hebben, hebben wel Vergaderrecht.

7 LEVERING VAN AANDELEN

7.1 Levering van Aandelen

- 7.1.1 De levering van Aandelen vereist een daartoe bestemde akte en, behoudens in het geval dat de Vennootschap zelf partij is bij de rechtshandeling, schriftelijke erkenning van de overdracht door de Vennootschap. Met de erkenning als vermeld in dit artikel 7.1.1 staat gelijk de betekening van de leveringsakte of een gewaarmerkt notarieel afschrift of uittreksel daarvan aan de Vennootschap. Dit artikel 7.1.1 is van overeenkomstige toepassing op de vestiging van een pandrecht of een recht van vruchtgebruik op een Aandeel, met dien verstande dat een pandrecht ook kan worden gevestigd zonder erkenning door of betekening aan de Vennootschap, met inachtneming van artikel 2:86c(4)BW.

- 7.1.2 Zo lang als de Aandelen worden verhandeld op een in het buitenland gereguleerde effectenbeurs, kan het Bestuur bij besluit en met inachtneming van de toepasselijke wettelijke bepalingen bepalen dat artikel 7.1.1 niet van toepassing is op Aandelen die zijn opgenomen in het deel van het aandeelhoudersregister dat buiten Nederland wordt gehouden door een door het Bestuur met het oog op de notering op een dergelijke buitenlandse effectenbeurs benoemde beheerder, en dat het goederenrechtelijk regime van die Aandelen wordt beheerst door het recht van de staat van vestiging van de betreffende effectenbeurs dan wel het recht van de staat waarin met instemming van de betreffende effectenbeurs leveringen en andere goederenrechtelijke rechtshandelingen betreffende de Aandelen kunnen of moeten worden verricht.

8 BESTUUR: ONE-TIER BESTUUR

8.1 Samenstelling van het Bestuur en interne organisatie

- 8.1.1 De Vennootschap wordt bestuurd door het Bestuur. Het Bestuur bestaat uit een of meer Uitvoerende Bestuurders en twee of meer Niet-Uitvoerende Bestuurders.
- 8.1.2 Het exacte aantal Bestuurders, alsmede het aantal Uitvoerende Bestuurders en het aantal Niet-Uitvoerende Bestuurders, wordt bepaald door het Bestuur, op voorwaarde dat het Bestuur uit minimaal drie Bestuurders en maximaal twaalf Bestuurders bestaat.
- 8.1.3 De meerderheid van het Bestuur moet bestaan uit Niet-Uitvoerende Bestuurders. Alleen natuurlijke personen kunnen Niet-Uitvoerende Bestuurders zijn.
- 8.1.4 Het Bestuur wijst een van de Bestuurders aan als Chairman en kan een van de Bestuurders aanwijzen als Lead Director. Het Bestuur kan andere titels aan Bestuurders toekennen.
- 8.1.5 Het Bestuur wijst een of meer Bestuurders aan als Vice-Chairman. Indien er meer dan één Vice-Chairman is, zal het Bestuur iedere Vice-Chairman een rang toewijzen.
- 8.1.6 Het Bestuur kan een persoon aanwijzen als Secretaris. Het Bestuur mag ook een of meer personen aanwijzen als Vice-Secretaris. Indien de Secretaris niet aanwezig is of is verhinderd,

dan heeft de Vice-Secretaris de taken van de Secretaris zoals omschreven in deze statuten.

- 8.1.7 De Uitvoerende Bestuurders zijn in de eerste plaats verantwoordelijk voor het dagelijks bestuur van de Vennootschap.
- 8.1.8 De Niet-Uitvoerende Bestuurders houden toezicht op het beleid en de uitoefening van de taken van de Uitvoerende Bestuurders en op de algemene gang van zaken van de Vennootschap en de met haar verbonden onderneming. De Niet-Uitvoerende Bestuurders voorzien de Uitvoerende Bestuurders tevens van advies. De Niet-Uitvoerende Bestuurders vervullen verder alle taken die bij of krachtens de wet of de statuten aan hen zijn opgedragen. De Uitvoerende Bestuurders verstrekken tijdig aan de Niet-Uitvoerende Bestuurders de informatie die zij nodig hebben voor de uitoefening van hun taken.
- 8.1.9 Met inachtneming van deze statuten mag het Bestuur een schriftelijk Bestuursreglement vaststellen met betrekking tot haar organisatie, haar besluitvorming, de taken en organisatie van de commissies en andere interne aangelegenheden van het Bestuur, de Uitvoerende Bestuurders, de Niet-Uitvoerende Bestuurders en de door het Bestuur ingestelde commissies. De Bestuurders zullen bij de uitvoering van hun taken handelen in overeenstemming met het Bestuursreglement.
- 8.1.10 Het Bestuur kan in het Bestuursreglement of anderszins schriftelijk bestuurstaken verdelen over Bestuurders met inachtneming van de volgende bepalingen:
- (a) Niet-Uitvoerende Bestuurders mogen niet worden ontheven van hun taken zoals bedoeld in artikel 8.1.8;
 - (b) de bevoegdheid om personen voor te dragen voor de benoeming tot Bestuurder kan niet aan Uitvoerende Bestuurders worden toebedeeld; en
 - (c) het vaststellen van de bezoldiging van een Uitvoerende Bestuurder kan niet aan Uitvoerende Bestuurders worden toebedeeld.
- 8.1.11 Bestuurders mogen rechtsgeldige besluiten nemen ten aanzien van aangelegenheden die binnen de aan hen toegekende taken vallen.

8.2 Benoeming van Bestuurders

- 8.2.1 De Algemene Vergadering benoemt Bestuurders op voordracht van het Bestuur.
- 8.2.2 De voordracht tot benoeming van een Bestuurder vermeldt of een Bestuurder wordt voorgedragen voor benoeming tot Uitvoerende Bestuurder of Niet-Uitvoerende Bestuurder. De voordracht wordt opgenomen in de oproeping van de Algemene Vergadering waarin de voordracht wordt overwogen.
- 8.2.3 Een Bestuurder wordt voor een periode benoemd zoals vermeld in de voordracht van benoeming. De benoemingstermijn van een Bestuurder eindigt uiterlijk aan het eind van de jaarlijkse Algemene Vergadering die gehouden wordt in het derde kalenderjaar volgende op het jaar van zijn benoeming. Een Bestuurder kan worden herbenoemd met inachtneming van dit artikel 8.2.3.

Het Bestuur kan een rooster van aftreden opstellen voor de Niet-Uitvoerende Bestuurders.

8.3 Schorsing en ontslag van Bestuurders

- 8.3.1 De Algemene Vergadering kan een Bestuurder schorsen of ontslaan. Een schorsing door de Algemene Vergadering kan te allen tijde worden opgeheven door Algemene Vergadering.
- 8.3.2 Het Bestuur kan een Uitvoerende Bestuurder te allen tijde schorsen. Een schorsing door het Bestuur kan te allen tijde door het Bestuur of door de Algemene Vergadering worden opgeheven.
- 8.3.3 Een schorsing kan een of meer malen worden verlengd, maar de totale duur van de schorsing kan niet langer dan drie maanden zijn. Als aan het eind van die periode geen beslissing is genomen over de beëindiging van de schorsing of een ontslag, eindigt de schorsing.

8.4 Belet en ontstentenis van Bestuurders

- 8.4.1 In geval van belet of ontstentenis van een Uitvoerende Bestuurder, zal de overblijvende Uitvoerende Bestuurder of zullen de overblijvende Uitvoerende Bestuurders tijdelijk belast zijn met de taken en bevoegdheden van die Uitvoerende Bestuurder. Het Bestuur kan daarnaast een tijdelijke vervanger aanwijzen. In geval van belet dan wel ontstentenis van alle Uitvoerende Bestuurders, kunnen de Niet-Uitvoerende Bestuurders besluiten dat zij tijdelijk belast zijn met de taken en bevoegdheden van de Uitvoerende Bestuurders, onverminderd de bevoegdheid van het Bestuur om te voorzien in een tijdelijke vervanger. Een tijdelijke vervanger blijft in functie tot het eerdere van het moment waarop de plaats in het Bestuur waarvoor hij als tijdelijke vervanger dient weer wordt bezet door een Bestuurder die niet belet is en het einde van de jaarlijkse Algemene Vergadering volgende op zijn aanwijzing.
- 8.4.2 In geval van belet of ontstentenis van Niet-Uitvoerende Bestuurder, zal de overblijvende Niet-Uitvoerende Bestuurder of zullen de overblijvende Niet-Uitvoerende Bestuurders tijdelijk belast zijn met de taken en bevoegdheden van die Niet-Uitvoerende Bestuurder. Het Bestuur is daarnaast bevoegd een tijdelijke vervanger aan te wijzen. In geval van belet dan wel ontstentenis van alle Niet-Uitvoerende Bestuurders, is de Algemene Vergadering bevoegd om tijdelijk de taken en bevoegdheden van de Niet-Uitvoerende Bestuurders aan een of meer tijdelijke vervangers toe te vertrouwen. In geval van ontstentenis van alle Niet-Uitvoerende Bestuurders, nemen dergelijke tijdelijke vervangers zo spoedig mogelijk de nodige maatregelen om definitieve voorzieningen te treffen. Een tijdelijke vervanger blijft in functie tot het eerdere van het moment waarop de plaats in het Bestuur waarvoor hij als tijdelijke vervanger dient weer wordt bezet door een Bestuurder die niet belet is en het einde van de jaarlijkse Algemene Vergadering volgende op zijn aanwijzing.
- 8.4.3 Een Bestuurder wordt in elk geval geacht belet te zijn in de zin van de artikelen 8.4.1 en 8.4.2:
 - (a) tijdens de schorsing van de Bestuurder;
 - (b) tijdens een periode waarin de Vennootschap geen contact met de Bestuurder kan leggen (waaronder in het geval van ziekte) en die periode langer duurt dan vijf opeenvolgende dagen of een door het Bestuur bepaalde langere periode; of
 - (c) tijdens een periode waarvoor de Bestuurder het Bestuur heeft geïnformeerd dat hij belet is.

8.5 Bezoldiging

- 8.5.1 De Vennootschap heeft een beleid met betrekking tot de bezoldiging van Uitvoerende Bestuurders en Niet-Uitvoerende Bestuurders. Het beleid, al dan niet gecombineerd voor

Uitvoerende Bestuurders en Niet-Uitvoerende Bestuurders, wordt op voorstel van het Bestuur vastgesteld door de Algemene Vergadering bij een meerderheid van de uitgebrachte stemmen.

- 8.5.2 Onverminderd artikel 2:135a(4) BW worden de bezoldiging en de andere voorwaarden van de overeenkomst van opdracht van Uitvoerende Bestuurders vastgesteld door het Bestuur met inachtneming van het door de Algemene Vergadering vastgestelde bezoldigingsbeleid. Uitvoerende Bestuurders mogen niet deelnemen aan de beraadslaging en besluitvorming van het Bestuur omtrent het vaststellen van de bezoldiging en de overige voorwaarden van Uitvoerende Bestuurders.
- 8.5.3 Onverminderd artikel 2:135a(4) BW, wordt de bezoldiging van Niet-Uitvoerende Bestuurders vastgesteld door het Bestuur met inachtneming van het door de Algemene Vergadering vastgestelde bezoldigingsbeleid.
- 8.5.4 Regelingen voor de bezoldiging van Bestuurders in de vorm van Aandelen of rechten tot het nemen van Aandelen vereisen de goedkeuring van de Algemene Vergadering. In het voorstel moet ten minste zijn bepaald hoeveel Aandelen of rechten tot het nemen van Aandelen aan het Bestuur kunnen worden toegekend en welke criteria gelden voor toekenning of wijziging van dergelijke rechten. Het ontbreken van de goedkeuring van de Algemene Vergadering tast de vertegenwoordigingsbevoegdheid van het Bestuur of de Uitvoerende Bestuurders niet aan.

8.6 Interne organisatie en besluitvorming

- 8.6.1 Het Bestuur komt ten minste eenmaal per drie maanden bijeen teneinde te beraadslagen over de gang van zaken binnen de Vennootschap en de verwachte ontwikkeling.
- 8.6.2 Het Bestuur neemt besluiten bij een meerderheid van de uitgebrachte stemmen, tenzij toepasselijk recht, deze statuten of het Bestuursreglement anders bepalen. Bij staking van de stemmen, heeft de Chairman een doorslaggevende stem, mits ten minste twee andere stemgerechtigde Bestuurders in functie zijn.
- 8.6.3 Iedere Bestuurder heeft één stem. Blanco stemmen, ongeldige stemmen en stemonthoudingen worden aangemerkt als niet uitgebracht.
- 8.6.4 Een Bestuurder kan zich in een vergadering alleen laten vertegenwoordigen door een aan een andere stemgerechtigde Bestuurder die daartoe schriftelijk gevolmachtigd is.
- 8.6.5 Een Bestuurder neemt niet deel aan de beraadslaging en besluitvorming van het Bestuur met betrekking tot een onderwerp als hij daarbij een direct of indirect persoonlijk belang heeft dat tegenstrijdig is met het belang van de Vennootschap en de met haar verbonden onderneming als bedoeld in artikel 2:129(5) BW.
- 8.6.6 Als geen besluit van het Bestuur kan worden genomen doordat artikel 8.6.5 of artikel 2:169(4) BW van toepassing is op alle Bestuurders, kan het besluit worden genomen door de Algemene Vergadering.
- 8.6.7 De goedkeuring van de Algemene Vergadering is vereist voor besluiten van het Bestuur omtrent een belangrijke verandering van de identiteit of het karakter van de Vennootschap of de onderneming, waaronder in ieder geval:
 - (a) de overdracht van de onderneming of vrijwel de gehele onderneming aan een derde;

- (b) het aangaan of verbreken van een duurzame samenwerking van de Vennootschap of een Dochtermaatschappij met een andere rechtspersoon of vennootschap dan wel als volledig aansprakelijke vennoot in een personenvennootschap, als deze samenwerking of verbreking van ingrijpende betekenis is voor de Vennootschap; en
- (c) het nemen of afstoten van een deelneming in het kapitaal van een vennootschap ter waarde van ten minste een derde van de activa van de Vennootschap, zoals blijkt uit de geconsolideerde balans met toelichting volgens de laatst vastgestelde Jaarrekening, door de Vennootschap of een Dochtermaatschappij.

Het ontbreken van de goedkeuring van de Algemene Vergadering tast de bevoegdheid van het Bestuur of de Uitvoerende Bestuurders om de Vennootschap te vertegenwoordigen niet aan.

- 8.6.8 Een schriftelijke bevestiging van een of meer besluiten die door het Bestuur in een vergadering zijn genomen, welke is ondertekend door de Chairman alsmede door de Secretaris of de secretaris van de desbetreffende vergadering, geldt als bewijs van die besluiten.

8.7 Vertegenwoordiging

- 8.7.1 Het Bestuur alsmede iedere Uitvoerende Bestuurder afzonderlijk kan de Vennootschap vertegenwoordigen.
- 8.7.2 De Vennootschap kan personen, al dan niet in dienst van de Vennootschap, machtigen de Vennootschap permanent te vertegenwoordigen of deze personen machtigen de Vennootschap op een andere wijze te vertegenwoordigen.

9 ALGEMENE VERGADERING

9.1 Bevoegdheden van de Algemene Vergadering

- 9.1.1 Alle bevoegdheden die niet aan het Bestuur of aan anderen zijn toegekend, behoren aan de Algemene Vergadering, binnen de door toepasselijk recht en deze statuten gestelde grenzen.
- 9.1.2 Het Bestuur verschaft de Algemene Vergadering alle verlangde informatie, tenzij dit in strijd zou zijn met een zwaarwichtig belang van de Vennootschap.

9.2 Oproeping van de Algemene Vergadering

- 9.2.1 Algemene Vergaderingen worden bijeengeroepen door het Bestuur.
- 9.2.2 Het Bestuur roept jaarlijks ten minste één Algemene Vergadering bijeen, die wordt gehouden binnen zes maanden na afloop van het boekjaar van de Vennootschap.
- 9.2.3 Eén of meer Vergadergerechtigden die alleen of gezamenlijk ten minste het percentage van het geplaatst kapitaal vertegenwoordigen als wettelijk vereist, kunnen schriftelijk het Bestuur verzoeken een Algemene Vergadering bijeen te roepen. Het verzoek moet nauwkeurig de te bespreken onderwerpen bevatten. Als het Bestuur niet de nodige maatregelen heeft getroffen opdat de Algemene Vergadering binnen de wettelijke termijn na het verzoek gehouden kan worden, kunnen de verzoekende Vergadergerechtigden, met inachtneming toepasselijk recht, de voorzieningenrechter van de rechtbank verzoeken hen te machtigen tot bijeenroeping van een Algemene Vergadering.
- 9.2.4 Vergadergerechtigden worden opgeroepen tot een Algemene Vergadering met inachtneming

van een oproepingstermijn van ten minste een zodanig aantal dagen voorafgaand aan de dag van de Algemene Vergadering zoals de wet vereist, en in overeenstemming met toepasselijk recht en de regelgeving van elke beurs waar de Aandelen zijn genoteerd.

- 9.2.5 De oproeping van een Algemene Vergadering vindt plaats door een aankondiging, die langs elektronische weg openbaar is gemaakt en die tot aan de Algemene Vergadering rechtstreeks en permanent toegankelijk is.
- 9.2.6 Het Bestuur kan bepalen dat de oproeping van een Vergadergerechtigde na diens instemming met elektronische oproeping, wordt vervangen door een per e-mail toegezonden leesbaar en reproduceerbaar bericht aan het adres dat die Vergadergerechtigde daartoe aan de Vennootschap heeft opgegeven.

9.3 Plaats en oproeping van de Algemene Vergadering

- 9.3.1 De Algemene Vergaderingen kunnen worden gehouden in de gemeente waar de Vennootschap haar zetel heeft, Rotterdam, Den Haag of Utrecht.
- 9.3.2 Het Bestuur bepaalt de agenda van de Algemene Vergadering.
- 9.3.3 Met inachtneming van toepasselijk recht, wordt een onderwerp waarvan schriftelijk plaatsing op de agenda is verzocht door een of meer Vergadergerechtigden die alleen of gezamenlijk ten minste het percentage van het geplaatst kapitaal vertegenwoordigen als wettelijk vereist, opgenomen in de oproeping van de Algemene Vergadering of op dezelfde wijze aangekondigd als de Vennootschap het met redenen omklede verzoek niet later dan op de wettelijk voorgeschreven dag heeft ontvangen.

9.4 Toegang tot de Algemene Vergadering

- 9.4.1 Iedere Vergadergerechtigde is, met inachtneming van dit artikel 9.4, bevoegd om in persoon of door een gevolmachtigde in overeenstemming met artikel 9.4.4, de Algemene Vergadering bij te wonen, daarin het woord te voeren en, in geval hij een Stemgerechtigde is, zijn stemrecht uit te oefenen.
- 9.4.2 Ten aanzien van een bepaalde Algemene Vergadering zijn Vergadergerechtigden of Stemgerechtigden de personen die:
- (a) op de Registratiedatum van de desbetreffende Algemene Vergadering, als zodanig kwalificeren; en
 - (b) als zodanig zijn ingeschreven in een daartoe door het Bestuur aangewezen register, ongeacht wie ten tijde van de desbetreffende Algemene Vergadering rechthebbende op de Aandelen is.
- 9.4.3 Om de in artikel 9.4.1 bedoelde rechten uit te oefenen moeten de Vergadergerechtigden de Vennootschap schriftelijk in kennis stellen van hun voornemen dit te doen uiterlijk op de datum en op de wijze als vermeld in de oproeping tot de Algemene Vergadering.
- 9.4.4 In het geval dat Vergaderrechten of het stemrecht in een Algemene Vergadering wordt uitgeoefend door een gevolmachtigde, moet deze volmacht schriftelijk zijn en uiterlijk op de door het Bestuur vastgestelde datum als bedoeld in artikel 9.4.3 door de Vennootschap zijn ontvangen. Aan het vereiste dat een volmacht schriftelijk moet zijn, wordt voldaan wanneer de volmacht elektronisch is vastgelegd.

- 9.4.5 Het Bestuur kan besluiten dat iedere Vergadergerechtigde het recht heeft om, in persoon of vertegenwoordigd door een schriftelijk gevolmachtigde, deel te nemen aan, het woord te voeren in en, voor zover hij stemgerechtigd is, te stemmen in de Algemene Vergadering met behulp van een elektronisch communicatiemiddel, mits deze persoon via het elektronische communicatiemiddel kan worden geïdentificeerd en in staat is rechtstreeks kennis te nemen van de verhandelingen en, voor zover hij stemgerechtigd is, te stemmen in de vergadering. Met inachtneming van toepasselijke recht, kan het Bestuur voorwaarden verbinden aan het gebruik van het elektronisch communicatiemiddel. Dergelijke voorwaarden moeten in de oproeping van de vergadering worden opgenomen.
- 9.4.6 In afwijking van artikel 9.3.1 en voor zover wettelijk is toegestaan, kan het Bestuur bepalen dat een Algemene Vergadering alleen toegankelijk is via een elektronisch communicatiemiddel. Artikel 9.4.5 is van toepassing op het gebruik van het elektronisch communicatiemiddel.
- 9.4.7 De voorzitter van de Algemene Vergadering beslist omtrent alle onderwerpen die samenhangen met toegang tot de Algemene Vergadering. De voorzitter van de Algemene Vergadering mag derden tot de Algemene Vergadering toelaten.
- 9.4.8 Het Bestuur kan bepalen dat een persoon zich, alvorens tot de Algemene Vergadering te worden toegelaten, dient te identificeren door middel van een geldig paspoort of ander identificatiemiddel en/of wordt onderworpen aan de veiligheidsmaatregelen die het Bestuur in de gegeven omstandigheden passend acht.
- 9.4.9 Bestuurders zijn bevoegd de Algemene Vergadering bij te wonen. In de Algemene Vergadering hebben Bestuurders een adviserende stem.

9.5 Vergaderorde van de Algemene Vergadering

- 9.5.1 Algemene Vergaderingen worden voorgezeten door:
- (a) de Chairman;
 - (b) als de Chairman niet aanwezig is of niet beschikbaar is, de aanwezige en beschikbare Vice-Chairman met de hoogste rang;
 - (c) indien noch de Chairman, noch enige Vice-Chairman aanwezig en beschikbaar is, de Lead Director;
 - (d) indien noch de Chairman, noch enige Vice-Chairman, noch de Lead Director aanwezig en beschikbaar is, een Bestuurder aangewezen door de op de Algemene Vergadering aanwezige Bestuurders; of
 - (e) indien geen Bestuurders aanwezig en beschikbaar zijn op de Algemene Vergadering, een persoon die door de Algemene Vergadering wordt aangewezen.

De voorzitter van de Algemene Vergadering wijst de secretaris van de Algemene Vergadering aan.

- 9.5.2 De voorzitter van de Algemene Vergadering stelt de vergaderorde vast, met inachtneming van de agenda, en hij is bevoegd de spreektijd te beperken of andere maatregelen te nemen om een ordelijk verloop van de vergadering te waarborgen. Alle kwesties die verband houden met de gang van zaken in de Algemene Vergadering of rondom de Algemene Vergadering worden

beslist door de voorzitter van de Algemene Vergadering.

- 9.5.3 De voorzitter van de Algemene Vergadering bepaalt de wijze van stemming. Het oordeel van de voorzitter van de Algemene Vergadering omtrent de uitkomst van een stemming in de Algemene Vergadering is beslissend. Hetzelfde geldt voor de inhoud van elk besluit dat wordt aangenomen.
- 9.5.4 De voorzitter van de Algemene Vergadering beslist over alle geschillen met betrekking tot de stemmingen waarvoor bij de wet of deze statuten niet is voorzien.
- 9.5.5 De Algemene Vergadering wordt gevoerd in de Engelse taal. De Algemene Vergadering kan in een andere taal dan de Engelse taal worden gevoerd als de voorzitter van de Algemene Vergadering dat bepaalt.

9.6 Besluitvorming

- 9.6.1 De Algemene Vergadering neemt besluiten met een meerderheid van de uitgebrachte stemmen, tenzij toepasselijk recht of deze statuten anders bepalen. Bij staking van de stemmen is het voorstel verworpen.
- 9.6.2 Ieder Aandeel geeft recht op het uitbrengen van één stem in de Algemene Vergadering. Blanco stemmen, onthoudingen en ongeldige stemmen worden als niet uitgebracht aangemerkt.

Op een Aandeel dat gehouden wordt door de Vennootschap of een Dochtermaatschappij kan in de Algemene Vergadering geen stem worden uitgebracht. Vruchtgebruikers of pandhouders van Aandelen die worden gehouden door de Vennootschap of een Dochtermaatschappij zijn niet van het stemrecht uitgesloten als het recht van vruchtgebruik of pandrecht is gevestigd voordat het betreffende Aandeel werd gehouden door de Vennootschap of een Dochtermaatschappij. De Vennootschap en Dochtermaatschappijen kunnen geen stem uitbrengen op een Aandeel waarop zij een recht van vruchtgebruik of pandrecht hebben.

- 9.6.3 Bij de vaststelling van hoeveel Aandeelhouders aan de stemming kunnen deelnemen en aanwezig of vertegenwoordigd zijn, of hoeveel van het kapitaal aanwezig of vertegenwoordigd is, worden Aandelen waarvoor volgens toepasselijke recht geen stem kan worden uitgebracht niet in aanmerking genomen.

9.7 Stemmen voorafgaand aan de Algemene Vergadering

- 9.7.1 Het Bestuur kan bepalen dat stemmen die voorafgaand aan de Algemene Vergadering langs elektronische weg of per brief zijn uitgebracht worden gelijkgesteld aan stemmen die in de vergadering zijn uitgebracht. Het Bestuur bepaalt de periode waarin deze stemmen kunnen worden uitgebracht. Deze periode kan niet aanvangen vóór de Registratiedatum.
- 9.7.2 Als door het Bestuur toepassing is gegeven aan artikel 9.7.1, wordt in de oproeping van de Algemene Vergadering vermeld op welke wijze Stemgerechtigden voorafgaand aan de Algemene Vergadering hun stem kunnen uitbrengen.

9.8 Notulen van de Algemene Vergadering

- 9.8.1 Tenzij van de Algemene Vergadering een notarieel proces-verbaal wordt opgemaakt, worden notulen van de Algemene Vergadering opgemaakt door de secretaris van de Algemene Vergadering of door een andere persoon die daarvoor is aangewezen door de voorzitter van

die Algemene Vergadering. De notulen worden vastgesteld en ondertekend door de Chairman alsmede door de Secretaris of de secretaris van de Algemene Vergadering.

- 9.8.2 Een door de Chairman, alsmede door de Secretaris of de secretaris van de Algemene Vergadering, ondertekende schriftelijke verklaring dat de Algemene Vergadering een bepaald besluit heeft genomen geldt als bewijs van dat besluit tegenover derden.

10 BOEKJAAR, JAARSTUKKEN EN ACCOUNTANT

10.1 Boekjaar en jaarstukken

- 10.1.1 Het boekjaar van de Vennootschap is gelijk aan het kalenderjaar.
- 10.1.2 Jaarlijks, binnen de wettelijke termijn, maakt het Bestuur de Jaarrekening op. De accountantsverklaring als bedoeld in artikel 10.2.3 wordt toegevoegd aan de Jaarrekening, evenals het Bestuursverslag en de overige gegevens als bedoeld in artikel 2:392(1) BW, voor zover deze informatie is vereist.
- 10.1.3 Alle Bestuurders worden verwacht de Jaarrekening te ondertekenen. Als de ondertekening van een Bestuurder ontbreekt, dan moet dit worden vermeld en toegelicht.
- 10.1.4 De Vennootschap zorgt dat de opgemaakte Jaarrekening, het Bestuursverslag en de in artikel 10.1.2 bedoelde overige gegevens vanaf de dag van de oproeping tot de Algemene Vergadering waarin zij zullen worden behandeld tot na afloop van die Algemene Vergadering op het kantoor van de Vennootschap aanwezig zijn. Vergaderingerechtigden kunnen de stukken daar inzien en er kosteloos een kopie van krijgen.
- 10.1.5 De Algemene Vergadering stelt de Jaarrekening vast.
- 10.1.6 In de Algemene Vergadering waarin de vaststelling van de Jaarrekening wordt besproken, kan een voorstel tot verlening van decharge aan de Bestuurders voor de door hen vervulde taken als afzonderlijk agendapunt op de agenda geplaatst.

10.2 Accountant

- 10.2.1 De Algemene Vergadering verleent een accountant als bedoeld in artikel 2:393 BW de opdracht om de door het Bestuur opgemaakte Jaarrekening te onderzoeken in overeenstemming met lid 3 van dat artikel. De opdracht kan worden verleend aan een organisatie waarin registeraccountants samenwerken. Indien de Algemene Vergadering geen opdracht verleent aan de accountant, is het Bestuur gemachtigd dit te doen.
- 10.2.2 De Algemene Vergadering, en het Bestuur indien het Bestuur de opdracht heeft verleend, kan de aan de accountant verleende opdracht intrekken. De opdracht kan alleen om gegronde redenen en met inachtneming van artikel 2:393(2) BW worden ingetrokken.
- 10.2.3 De accountant brengt verslag over zijn onderzoek uit aan het Bestuur en geeft de uitslag van zijn onderzoek weer in een verklaring over de getrouwheid van de Jaarrekening. De accountant heeft toegang tot de Algemene Vergadering waarin de Jaarrekening wordt vastgesteld en kan daarin het woord voeren.

11 WINST, VERLIES EN UITKERINGEN

11.1 Winst, verlies en uitkeringen van winst

- 11.1.1 Dividend kan slechts worden uitgekeerd na vaststelling van de Jaarrekening waaruit blijkt dat

dit is toegestaan.

- 11.1.2 Het Bestuur kan besluiten dat een gedeelte van de winst wordt toegevoegd aan de reserves.
- 11.1.3 Het Bestuur bepaalt hoe een tekort dat bij de vaststelling van de Jaarrekening is vastgesteld, zal worden verantwoord. Een tekort mag slechts ten laste van de door de wet voorgeschreven reserves worden gebracht voor zover de wet dat toestaat.
- 11.1.4 De na toepassing van artikel 11.1.2 overblijvende winst, staat ter beschikking van de Algemene Vergadering.

11.2 Tussentijdse uitkeringen

- 11.2.1 Het Bestuur kan besluiten tot tussentijdse uitkeringen indien uit een tussentijdse vermogensopstelling, die voldoet aan de vereisten uit artikel 2:105(4) BW, blijkt dat aan het vereiste van artikel 11.3.1 is voldaan.
- 11.2.2 Tussentijdse uitkeringen kunnen worden gedaan ten laste van de winst van het lopende boekjaar of ten laste van een uitkeerbare reserve.

11.3 Uitkeringsvereisten en -voorwaarden

- 11.3.1 De Vennootschap kan alleen uitkeringen doen voor zover haar eigen vermogen groter is dan het bedrag van het gestorte en opgevraagde deel van het kapitaal, vermeerderd met de reserves die op grond van de wet of deze statuten moeten worden aangehouden.
- 11.3.2 Het vennootschapsorgaan dat tot een uitkering besluit, beslist of die uitkering in geld, in natura of in Aandelen, of een combinatie daarvan, plaatsvindt. De Algemene Vergadering mag alleen besluiten tot het doen van een uitkering in natura of in de vorm van Aandelen ingevolge een voorstel daartoe van het Bestuur.
- 11.3.3 Indien een uitkering in geld wordt gedaan, bepaalt het Bestuur in welke valuta deze uitkering wordt gedaan. Het Bestuur bepaalt de wijze waarop een eventuele valutaomrekening met betrekking tot uitkeringen plaatsvindt.
- 11.3.4 Indien een uitkering in een andere vorm dan in geld gedaan wordt, bepaalt het Bestuur voor boekhoudkundige doeleinden welke waarde de Vennootschap toekent aan een dergelijke uitkering.

11.4 Aankondigingen en betalingen

- 11.4.1 Uitkeringen worden op een door het Bestuur bepaalde dag betaalbaar gesteld.
- 11.4.2 De personen die gerechtigd zijn tot een uitkering zijn de relevante Aandeelhouders, vruchtgebruikers en pandhouders, al naar gelang het geval, op een daartoe door het Bestuur vast te stellen datum. Deze datum zal niet eerder zijn dan de datum waarop de uitkering is aangekondigd.
- 11.4.3 Met inachtneming van artikel 11.4.3 delen alle Aandelen in gelijke mate in alle uitkeringen.
- 11.4.4 Bij de vaststelling van de verdeling van een uit te keren bedrag, wordt geen rekening gehouden met de door de Vennootschap in haar kapitaal gehouden Aandelen, tenzij op deze Aandelen een vruchtgebruik of pandrecht rust.
- 11.4.5 Uitkeringen waarover vijf jaren en één dag na de dag dat zij opeisbaar zijn geworden niet is beschikt, vervallen aan de Vennootschap en worden aan de reserves toegevoegd.

12 BIJZONDERE BESLUITEN EN VEREFFENING

12.1 Besluiten tot statutenwijziging, juridische fusie, juridische splitsing en ontbinding

12.1.1 Onverminderd de artikelen 2:331 BW en 2:334ff BW, kan de Algemene Vergadering op voorstel van het Bestuur daartoe besluiten tot een juridische fusie, een juridische splitsing, statutenwijziging of ontbinding. Als aan de Algemene Vergadering een voorstel tot wijziging van de statuten wordt gedaan, moet dit in de oproeping voor de Algemene Vergadering worden vermeld, en moet een afschrift van het voorstel, waarin de voorgestelde wijziging woordelijk is opgenomen, ter inzage voor iedere Vergadergerechtigde op het kantoor van de Vennootschap worden gelegd vanaf de dag van de oproeping tot de betreffende Algemene Vergadering tot het eind van die Algemene Vergadering.

12.1.2 Indien minder dan de helft van het geplaatste kapitaal in de Algemene Vergadering is vertegenwoordigd, vereist een besluit van de Algemene Vergadering tot wijziging van deze statuten een meerderheid van ten minste twee derde van de uitgebrachte stemmen.

12.2 Vereffening

12.2.1 Als de Vennootschap wordt ontbonden en haar vermogen moet worden vereffend, worden de Uitvoerende Bestuurders vereffenaars, tenzij de Algemene Vergadering anders besluit. De Niet-Uitvoerende Bestuurders houden toezicht op de vereffenaars, tenzij de Algemene Vergadering anders besluit.

12.2.2 De vereffening vindt plaats met inachtneming van toepasselijk recht. Tijdens de vereffeningperiode blijven deze statuten voor zover mogelijk van kracht.

12.2.3 Wat na voldoening van alle schulden van het vermogen van de Vennootschap is overgebleven zal, in overeenstemming met artikel 2:23b BW, op de Aandelen worden uitgekeerd naar evenredigheid van hun nominale waarde.

12.2.4 Nadat de Vennootschap heeft opgehouden te bestaan, worden haar boeken, bescheiden en andere gegevensdragers gedurende zeven jaar bewaard door degene die daartoe door de vereffenaars, of bij ontbreken van vereffenaars door het Bestuur, is aangewezen.

**Draft Articles of Association
Ferrovial International SE
(after amendment: Ferroviaal SE)
(Unofficial English translation)**

This document is an unofficial English translation of a document prepared in Dutch. In preparing this document, an attempt has been made to translate as literally as possible without jeopardising the overall continuity of the text. Inevitably, however, differences may occur in translation and if they do, the Dutch text will govern by law. In this translation, Dutch legal concepts are expressed in English terms and not in their original Dutch terms. The concepts concerned may not be identical to concepts described by the English terms as such terms may be understood under the laws of other jurisdictions.

ARTICLES OF ASSOCIATION

of:

Ferroviaal SE

with seat in Amsterdam

1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In these articles of association:

"**Annual Accounts**" means the Company's annual accounts as referred to in section 2:361 BW;

"**Board**" means the Company's board of directors;

"**Board Rules**" means the rules as referred to in article 8.1.9;

"**BW**" means the Dutch Civil Code;

"**Chairman**" means the Director designated as such in accordance with article 8.1.4;

"**Company**" means the European company (*Societas Europaea*) whose organisation is laid down in these articles of association;

"**Director**" means a member of the Board;

"**Executive Director**" means a Director appointed as an executive director;

"**General Meeting**" means the corporate body that consists of Shareholders and all other Persons with Meeting Rights, or the meeting in which the Shareholders and all other Persons with Meeting Rights assemble;

"**Group Company**" means a group company of the Company as referred to in section 2:24b BW;

"**Lead Director**" means a Non-Executive Director designated as such in accordance with article 8.1.4;

"**Management Report**" means the Company's management report as referred to in section 2:391 BW;

"**Meeting Rights**" means the right to attend and speak at the General Meeting, either in person or by a proxy authorised in writing, subject to article 9.4.2;

"**Non-Executive Director**" means a Director appointed as a non-executive director;

"**Person with Meeting Rights**" means a Shareholder as well as a usufructuary with Meeting Rights or a pledgee with Meeting Rights, subject to article 9.4.2;

"**Person with Voting Rights**" means a Shareholder with voting rights as well as a usufructuary with voting rights or a pledgee with voting rights, each at the General Meeting, subject to article 9.4.2;

"**Record Date**" means the twenty-eighth day prior to the date of a General Meeting, or such other day as prescribed by law;

"**Secretary**" means a person designated as such in accordance with article 8.1.6;

"**Share**" means a share in the share capital of the Company;

"**Shareholder**" means a holder of one or more Shares;

"**Subsidiary**" means a subsidiary of the Company as referred to in section 2:24a BW;

"**Vice-Secretary**" means a person designated as such in accordance with article 8.1.6; and

"**Vice-Chairman**" means a Director designated as such in accordance with article 8.1.5.

1.2 Interpretation

1.2.1 Unless required otherwise by law, the term "in writing" shall include an electronically transmitted, readable and reproducible message.

1.2.2 References to articles shall be deemed to refer to articles of these articles of association, unless the contrary is apparent.

1.2.3 Unless the context requires otherwise, words and expressions contained and not otherwise defined in these articles of association have the same meaning as in the BW.

1.2.4 Any reference to a gender includes all genders.

2 NAME, SEAT AND OBJECTS

2.1 Name and seat

2.1.1 The name of the Company is: Ferrovial SE.

2.1.2 The Company's seat is in Amsterdam, the Netherlands.

2.2 Objects

2.2.1 The objects of the Company are:

- (f) to design, build, execute, operate, manage, run and maintain infrastructures and public and private works, either directly or through its participation in companies, groupings, consortia or any other similar legal form legally permitted in the relevant country;
- (g) to operate and provide all kinds of services related to urban and interurban transport

- infrastructure, either by land, sea or air;
- (h) to operate and manage all kinds of complementary services and works that could be offered around public and private works and infrastructures;
 - (i) to hold, on its own behalf, all kinds of concessions, sub concessions, authorisations and administrative licenses for works, services and both work and services, granted by any public or private entity, organisation or institution, either domestic or foreign;
 - (j) to manage, administer, acquire, promote, transfer, urbanise, rehabilitate and operate in any form, lands, lots, residential developments, real estate zones or developments, and in general all kinds of real properties;
 - (k) to build, acquire, supply, import, export, lease, install, maintain, distribute and operate machinery, tools, vehicles, facilities, materials, equipment and furnishings of all kinds, including urban furnishings and equipment;
 - (l) to acquire, operate, sell and assign intellectual and industrial property rights;
 - (m) to provide services related to the conservation, repair, maintenance, sanitation and cleaning of all kinds of works, installations and services, to both public and private entities;
 - (n) to provide engineering services such as preparing projects, studies and reports;
 - (o) to prepare projects and studies for the construction, maintenance, operation and marketing of all kinds of water and wastewater supply, discharge, transformation and treatment facilities and waste products research and development in such fields;
 - (p) to provide services related to the environment such as smoke and noise control, integral waste disposal management including from collection to purification, transformation and treatment;
 - (q) to build, manage, operate, exploit and maintain energy production or carrier systems for any kind of energy;
 - (r) to research, design, develop, manufacture, operate and assign programs and in general computer, electronic and telecommunications products;
 - (s) to research, operate and exploitation of mineral deposits, as well as acquire, use and enjoy permits, licenses, concessions, authorisations and other rights to mine, and to industrialise, distribute and sell mineral products;
 - (t) to participate in other businesses of whatever nature, to take any other interest in or conduct the management of those businesses, to provide any kind of services to third parties, to attract financing, to finance third parties, to provide security or assume liability for the obligations of third parties;
 - (u) to coordinate and perform on its own behalf all kinds of operations related to securities in any kind of market, national or international;
 - (v) to buy, sell, or in any other way acquire, transmit, swap, transfer, pledge and subscribe all kinds of shares, securities convertible into shares or which grant the right to acquire or subscribe to bonds, rights, payment notes, government bonds, or tradable securities

- and to acquire holdings in other companies;
 - (w) to provide any kind of legal entities and companies with management and administration services, such as consulting services and advisory services in accounting, legal, technical, financial, tax, labour and human resources matters;
 - (x) any other activities that are permitted under applicable law,
 - (y) and to do all that is connected therewith or may be conducive thereto, all to be interpreted in the broadest sense.
- 2.2.2 The above listed objects may be undertaken by the Company indirectly, either totally or in part, through holdings in other companies with an equivalent object and incorporated in the Netherlands or abroad. Thus, the Company's corporate purpose includes management and administration of securities representing the equity of companies whether or not resident in the Netherlands, by means of the corresponding organisation of material and human resources.

3 CAPITAL AND ISSUE OF SHARES

3.1 Capital and Shares

- 3.1.1 The authorised share capital of the Company is thirty million euro (EUR 30,000,000.--). It consists of three billion (3,000,000,000) Shares with a nominal value of one eurocent (EUR 0.01) each.
- 3.1.2 The Shares are in registered form. No share certificates are issued.
- 3.1.3 Shares are numbered. The Board decides on the manner in which the Shares are numbered and may change the numbering of the Shares.
- 3.1.4 The Company shall not cooperate with the issue of depositary receipts. Holders of depositary receipts for Shares therefore do not have Meeting Rights.

3.2 Issue of Shares

- 3.2.1 The Board resolves on the issue of Shares and determines the issue price, as well as the other terms and conditions of the issue, if and insofar as the Board has been authorised by the General Meeting to issue Shares with due observance of the applicable statutory provisions. Unless otherwise stipulated at its grant, the authorisation cannot be withdrawn without a proposal thereto by the Board.
- 3.2.2 If and insofar as the Board has not been authorised as referred to in article 3.2.1, the General Meeting, pursuant to a proposal thereto by the Board, resolves on the issue of Shares and determines the issue price, as well as the other terms and conditions of the issue.
- 3.2.3 Articles 3.2.1 and 3.2.2 apply equally to the granting of rights to subscribe for Shares. These articles do not apply if Shares are being issued to a person exercising a previously acquired right to subscribe for Shares.

3.3 Payment for Shares

- 3.3.1 Shares are issued in accordance with sections 2:80, 2:80a and 2:80b BW.
- 3.3.2 Shares are issued against payment of the nominal amount and, if Shares are issued at a higher amount than the nominal value, the difference between these amounts shall be paid-

up, without prejudice to section 2:80(2) BW.

3.3.3 Upon resolving to issue Shares or to grant rights to subscribe for Shares, the corporate body adopting such resolution to issue Shares may determine that the Shares are to be paid up in full out of a reserve as referred to in section 2:389 or 2:390 BW or a distributable reserve.

3.3.4 The Board may perform legal acts as referred to in section 2:94 BW without the approval of the General Meeting.

3.4 Pre-emptive rights

3.4.1 If Shares are issued, each Shareholder will have a pre-emptive right in proportion to the aggregate nominal amount of his Shares. This pre-emptive right does not apply to:

(z) Shares issued to employees of the Company or of a Group Company;

(aa) Shares issued against contribution in kind; and

(bb) Shares issued to a person exercising a previously acquired right to subscribe for Shares.

3.4.2 The Board may resolve to limit or exclude pre-emptive rights, if and insofar the Board has been authorised to do so by the General Meeting with due observance of the applicable statutory provisions. Unless otherwise stipulated at its grant, the authorisation cannot be withdrawn without a proposal thereto by the Board.

3.4.3 If and insofar the Board has not been authorised as referred to in article 3.4.2, the General Meeting, pursuant to a proposal thereto by the Board, resolves on the limitation or exclusion of pre-emptive rights.

3.4.4 If less than one half of the issued share capital is represented at the General Meeting, a resolution of the General Meeting to limit or exclude the pre-emptive rights and a resolution to authorise the Board as referred to in article 3.4.2 will require a majority of at least two-thirds of the votes cast.

3.4.5 Subject to section 2:96a BW, the corporate body that resolves to issue Shares determines, upon adopting such resolution to issue Shares and with due observance of the applicable statutory provisions, in which way and within which period of time the pre-emptive rights may be exercised.

3.4.6 This article 3.4 applies equally to the granting of rights to subscribe for Shares.

4 OWN SHARES AND CAPITAL REDUCTION

4.1 Acquisition of Shares by the Company

4.1.1 The Company may acquire fully paid-up Shares if and insofar the General Meeting has authorised the Board to do so with due observance of the applicable statutory provisions. The General Meeting determines in its authorisation the number of Shares the Company may acquire, in what manner and at what price range. Acquisition by the Company of Shares not fully paid up is null and void.

4.1.2 No authorisation as referred to in article 4.1.1 is required if the Company repurchases fully paid-up Shares for the purpose of transferring these Shares to employees of the Company or of a Group Company under any applicable equity plan, provided that these Shares are quoted

on an official list of a stock exchange.

- 4.1.3 The Company may acquire Shares against payment in cash or in a form other than cash. If the Company acquires Shares pursuant to an authorisation referred to in article 4.1.1, the cash equivalent of a payment in a form other than cash as determined by the Board, must be within the limits of such authorisation.
- 4.1.4 This article 4.1 does not apply to Shares acquired by the Company under universal title.
- 4.1.5 For the purposes of section 2:98(3) BW, the relevant balance sheet will be the most recent balance sheet adopted by either the General Meeting, as included in the most recently adopted Annual Accounts, or as adopted by the General Meeting upon the proposal of the Board, or as adopted by the Board.

4.2 Capital reduction

- 4.2.1 Pursuant to a proposal of the Board, the General Meeting may decide to reduce the issued share capital with due observance of section 2:99 BW.
- 4.2.2 The issued share capital may be reduced by reducing the nominal value of Shares by means of an amendment to these articles of association or by cancelling Shares.
- 4.2.3 If less than one half of the issued share capital is represented at the General Meeting, a resolution of the General Meeting to reduce the share capital will require a majority of at least two-thirds of the votes cast.
- 4.2.4 A resolution to cancel Shares can only relate to Shares held by the Company or of which the Company holds the depositary receipts.
- 4.2.5 Reduction of the nominal value of the Shares without repayment and without release from the obligation to pay up the Shares must take place proportionately on all Shares. The requirement of proportion may be deviated from with the consent of all Shareholders concerned.

5 SHAREHOLDERS REGISTER

- 5.1.1 The Board shall keep a shareholders register as referred to in section 2:85 BW. The shareholders register may be kept in electronic form.
- 5.1.2 The shareholders register shall be updated at regular intervals and will state the name and address of each Shareholder and any other information on the Shareholder that may be required by law or deemed appropriate by the Board. The Shareholder is responsible for any consequences of not providing such information or of providing incorrect information.
- 5.1.3 The shareholders register may be kept in separate parts and at different locations. Part of the shareholders register may be kept outside the Netherlands in order to comply with foreign legislation or with requirements made by a foreign stock exchange. At least one copy will be maintained at the office of the Company.
- 5.1.4 Upon request, a Shareholder shall be given free of charge a declaration of what is stated in the shareholders register concerning the Shares registered in his name.
- 5.1.5 If any Shares form part of an undivided community of property, the joint participants may only be represented towards the Company by a person who has been designated by them in writing for that purpose.

5.1.6 This article 5 equally applies to those who hold a right of usufruct or a right of pledge on one or more Shares, with the exception of a pledgee as referred to in section 2:86c(4) BW.

6 RIGHT OF PLEDGE AND RIGHT OF USUFRUCT

6.1 Right of pledge

6.1.1 Shares may be pledged.

6.1.2 The pledgee has the voting rights attached to pledged Shares if this was agreed in writing when the right of pledge was created or at a later date. In absence of such written agreement, the Shareholder holds the voting rights attached to the pledged Shares.

6.1.3 Pledgees with voting rights have Meeting Rights. Pledgees without voting rights do not have Meeting Rights. Shareholders who do not have voting rights as a result of a right of pledge, do have Meeting Rights.

6.2 Right of usufruct

6.2.1 A right of usufruct may be created on Shares.

6.2.2 The usufructuary has the voting rights attached to the Shares subject to the right of usufruct if this was agreed in writing when the right of usufruct was created or at a later date. In absence of such written agreement, the Shareholder has the voting rights attached to the Shares that are subject to the right of usufruct.

6.2.3 Usufructuaries with voting rights have Meeting Rights. Usufructuaries without voting rights do not have Meeting Rights. Shareholders who do not have voting rights as a result of a right of usufruct, do have Meeting Rights.

7 TRANSFER OF SHARES

7.1 Transfer of Shares

7.1.1 The transfer of Shares requires a deed executed for that purpose and, save in the event that the Company itself is a party to the transaction, written acknowledgement of that transfer by the Company. Service of the deed of transfer or of a certified notarial copy or extract of that deed, on the Company, will be the equivalent of acknowledgement as stated in this article 7.1.1. This article 7.1.1 applies equally to the creation of a right of pledge or a right of usufruct on a Share, provided that a right of pledge may also be established without acknowledgement by or service on the Company, with due observance of section 2:86c(4) BW.

7.1.2 For as long as Shares are listed on a regulated foreign stock exchange, the Board may resolve, with due observation of applicable statutory provisions, that article 7.1.1 does not apply to Shares that are registered in the part of the shareholders register which is kept outside the Netherlands by a registrar appointed by the Board for the purpose of the listing on such foreign stock exchange, and that the property law aspects of such Shares shall be governed by the law of the state of establishment of such stock exchange or by the law of the state in which deliveries and other legal acts under property law relating to such Shares can or must be made with the consent of such stock exchange.

8 MANAGEMENT: ONE-TIER BOARD

8.1 Composition of the Board and division of duties

- 8.1.1 The Company is managed by the Board. The Board consists of one or more Executive Directors and two or more Non-Executive Directors.
- 8.1.2 The exact number of Directors, as well as the number of Executive Directors and Non-Executive Directors, is determined by the Board, provided that the number of Directors must be at least three Directors and cannot exceed twelve Directors.
- 8.1.3 The majority of the Board must consist of Non-Executive Directors. Only individuals can be Non-Executive Directors.
- 8.1.4 The Board shall designate one of the Directors as Chairman and may designate one of the Directors as Lead Director. The Board may also grant other titles to Directors.
- 8.1.5 The Board shall designate one or more Directors as Vice-Chairman. In case of more than one Vice-Chairman, the Board shall assign each Vice-Chairman a rank.
- 8.1.6 The Board may designate a person as Secretary. The Board may also designate one or more persons as Vice-Secretary. In case the Secretary is not in office or unable to act, the Vice-Secretary shall have the duties of the Secretary as set out in these articles of association.
- 8.1.7 The Executive Directors are primarily responsible for the day-to-day management of the Company.
- 8.1.8 The Non-Executive Directors supervise the Executive Directors' management and performance of duties and the Company's general affairs and its business. The Non-Executive Directors also render advice to the Executive Directors. The Non-Executive Directors furthermore perform any duties allocated to them under or pursuant to applicable law or these articles of association. The Executive Directors shall timely provide the Non-Executive Directors with the information they need to carry out their duties.
- 8.1.9 With due observance of these articles of association, the Board may adopt Board Rules in writing concerning its organisation, its decision-making, the duties and organisation of committees and other internal matters concerning the Board, the Executive Directors, the Non-Executive Directors and the committees established by the Board.
- In performing their duties, the Directors shall act in compliance with the Board Rules.
- 8.1.10 The Board may allocate its duties among the Directors by means of the Board Rules or otherwise in writing with due observance of the following provisions:
- (a) Non-Executive Directors may not be deprived of their duties as set out in article 8.1.8;
 - (b) the authority to nominate persons for the appointment as a Director may not be allocated to Executive Directors; and
 - (c) the authority to determine the remuneration of an Executive Director may not be allocated to Executive Directors.
- 8.1.11 Directors may adopt legally valid resolutions with respect to matters that fall within the scope of the duties allocated to them.

8.2 Appointment of Directors

- 8.2.1 The General Meeting appoints Directors pursuant to a nomination thereto by the Board.
- 8.2.2 The nomination for appointment of a Director sets out whether such Director is nominated for

appointment as Executive Director or Non-Executive Director. The nomination will be included in the notice of the General Meeting at which the nomination is to be considered.

- 8.2.3 A Director shall be appointed for a term as set out in the nomination for appointment. The term of appointment of a Director lapses ultimately at the end of the annual General Meeting held in the third calendar year following the year of appointment. A Director may be re-appointed with due observance of this article 8.2.3.

The Board may draw up a rotation schedule for the Non-Executive Directors.

8.3 Suspension and dismissal of Directors

- 8.3.1 The General Meeting may suspend or dismiss a Director. A suspension by the General Meeting may, at any time, be discontinued by the General Meeting.
- 8.3.2 The Board may suspend an Executive Director at any time. A suspension by the Board may, at any time, be discontinued by the Board or by the General Meeting.
- 8.3.3 A suspension may be extended one or more times, but the total duration of the suspension may not exceed three months. If at the end of that period, no decision has been taken on termination of the suspension or on dismissal, the suspension ends.

8.4 Directors' inability to act and vacancies

- 8.4.1 If the seat of an Executive Director is vacant or in case an Executive Director is unable to act, the remaining Executive Director or Executive Directors shall temporarily be entrusted with the tasks and duties of that Executive Director. In addition, the Board may designate a temporary replacement. If there are no Executive Directors in office and able to act, the Non-Executive Directors may decide that they are entrusted with the tasks and duties of the Executive Directors, notwithstanding that the Board may provide for a temporary replacement. A temporary replacement serves until the earlier of the moment on which the seat in the Board for which he serves as temporary replacement is again occupied by a Director able to act and the end of the annual General Meeting following his designation.
- 8.4.2 If the seat of a Non-Executive Director is vacant or in case a Non-Executive Director is unable to act, the remaining Non-Executive Director or Non-Executive Directors shall temporarily be entrusted with the tasks and duties of that Non-Executive Director. In addition, the Board is authorised to designate a temporary replacement.

If there are no Non-Executive Directors in office and able to act, the General Meeting will be authorised to temporarily entrust the tasks and duties of the Non-Executive Directors to one or more temporary replacements. If all Non-Executive Director seats on the Board are vacant, such temporary replacements shall as soon as possible take the necessary measures to make definitive arrangements. A temporary replacement serves until the earlier of the moment on which the seat in the Board for which he serves as temporary replacement is again occupied by a Director able to act and the end of the annual General Meeting following his designation.

- 8.4.3 A Director shall in any event be considered to be unable to act within the meaning of articles 8.4.1 and 8.4.2:
- (a) during the Director's suspension;
 - (b) during a period when the Company cannot contact the Director (including as a result

of illness) and such period of time lasted longer than five consecutive days or a longer term as determined by the Board; or

- (c) during the period for which the Director has informed the Board that he is unable to act.

8.5 Remuneration

- 8.5.1 The Company has a policy in respect of the remuneration of Executive Directors and Non-Executive Directors. This combined policy is, or these policies are, proposed by the Board for adoption by the General Meeting. The General Meeting adopts the policy by a majority of the votes cast.
- 8.5.2 Without prejudice to section 2:135a(4) BW, the remuneration and other terms of service for Executive Directors are determined by the Board with due observance of the remuneration policy adopted by the General Meeting. Executive Directors may not participate in the deliberations and decision-making process of the Board in determining the remuneration and other terms of service for Executive Directors.
- 8.5.3 Without prejudice to section 2:135a(4) BW, the remuneration of Non-Executive Directors is determined by the Board with due observance of the remuneration policy adopted by the General Meeting.
- 8.5.4 Arrangements for the remuneration of Directors in the form of Shares or rights to subscribe for Shares require the approval by the General Meeting. The proposal must in any event state the number of Shares or rights to subscribe for Shares that can be granted to the Board, as well as the applicable criteria for granting or amending such rights. The absence of approval of the General Meeting does not affect the authority of the Board or the Executive Directors to represent the Company.

8.6 Internal organisation and adoption of resolutions

- 8.6.1 The Board shall meet at least once every three months to discuss the progress and foreseeable development of the Company's business.
- 8.6.2 The Board adopts resolutions by a majority of the votes cast, unless applicable law, these articles of association or the Board Rules provide otherwise. In case of a tied vote, the Chairman has a casting vote, provided at least two other Directors entitled to vote are in office.
- 8.6.3 Each Director has one vote. Blank votes, invalid votes and abstentions are regarded as votes not cast.
- 8.6.4 A Director may only be represented at a meeting of the Board by another Director who is entitled to vote and has been authorised to do so in writing.
- 8.6.5 If a Director has a direct or indirect personal conflict of interest with the Company and its business as referred to in section 2:129(5) BW, he may not participate in the Board's deliberations and decision-making on that matter.
- 8.6.6 If no resolution of the Board can be adopted as a result of article 8.6.5 or section 2:169(4) BW being applicable to all Directors, the resolution may be adopted by the General Meeting.
- 8.6.7 The approval of the General Meeting is required for resolutions of the Board regarding an important change in the identity or character of the Company or its business, including in any

event:

- (a) the transfer of the business enterprise, or practically the entire business enterprise, to a third party;
- (b) concluding or cancelling a long-lasting cooperation of the Company or a Subsidiary with another legal person or company or as a fully liable general partner in a partnership, provided that the cooperation or cancellation is of material significance to the Company; and
- (c) acquiring or disposing of a participating interest in the share capital of a company with a value of at least one-third of the Company's assets, as shown in the consolidated balance sheet with explanatory notes according to the last adopted Annual Accounts, by the Company or a Subsidiary.

The absence of approval of the General Meeting does not affect the authority of the Board or the Executive Directors to represent the Company.

- 8.6.8 A written confirmation of one or more resolutions having been adopted by the Board in a meeting, which is signed by the Chairman together with either the Secretary or the secretary of the relevant meeting, is deemed to be evidence of those resolutions.

8.7 Representation

- 8.7.1 The Board as well as each Executive Director acting individually may represent the Company.
- 8.7.2 The Company may authorise persons, whether or not employed by the Company, to represent the Company on a continuing basis or authorise such persons to represent the Company in a different manner.

9 GENERAL MEETING

9.1 Powers of the General Meeting

- 9.1.1 Within the limits set by applicable law and these articles of association, the General Meeting has all the powers that have not been conferred upon the Board or others.
- 9.1.2 The Board shall provide the General Meeting with all requested information, unless this would be contrary to an overriding interest of the Company.

9.2 Convening the General Meeting

- 9.2.1 General Meetings are convened by the Board.
- 9.2.2 Each year, the Board shall convene at least one General Meeting to be held within six months after the end of the Company's financial year.
- 9.2.3 One or more Persons with Meeting Rights individually or jointly representing at least the percentage of the issued share capital as required by law, may request the Board in writing to convene a General Meeting. The request must clearly state the items to be discussed. If the Board fails to take the measures necessary to allow the General Meeting to be held within the statutory term after the request, the requesting Persons with Meeting Rights may, subject to applicable law, seek authorisation by a court in preliminary relief proceedings to convene a General Meeting.
- 9.2.4 Persons with Meeting Rights are convened to a General Meeting with due observance of a

notice period of at least such number of days prior to the day of the General Meeting as required by law, and in accordance with applicable law and the regulations of any stock exchange where Shares are quoted on the official list.

9.2.5 The notice convening a General Meeting is issued by an announcement, which is published electronically and which is directly and permanently available until the time of the General Meeting.

9.2.6 The Board may decide that the notice to a Person with Meeting Rights who agrees to an electronic notification, is replaced by a legible and reproducible message sent by electronic mail to the address indicated by him to the Company for such purpose.

9.3 Location and agenda of the General Meeting

9.3.1 General Meetings are to be held in the municipality where the Company has its seat, Rotterdam, The Hague or Utrecht.

9.3.2 The Board determines the agenda of the General Meeting.

9.3.3 Subject to applicable law, items requested to be added to the agenda by one or more Persons with Meeting Rights in writing, individually or jointly representing at least the percentage of the issued share capital as required by law, will be included in the notice convening the General Meeting or announced in the same manner if the Company has received the substantiated request by no later than on the day prescribed by law.

9.4 Admission to the General Meeting

9.4.1 Each Person with Meeting Rights is, with due observance of this article 9.4, entitled in person or through a proxy in accordance with article 9.4.4, to attend the General Meeting, to address the meeting and, in case he is a Person with Voting Rights, to exercise his voting rights.

9.4.2 In respect of a specific General Meeting, Persons with Meeting Rights or Persons with Voting Rights are:

(a) those who, on the Record Date for such specific General Meeting, qualify as such; and

(b) have been entered as such into a register designated by the Board for this purpose, regardless of who is entitled to the Shares at the time of the relevant General Meeting.

9.4.3 To exercise the rights referred to in article 9.4.1, the Persons with Meeting Rights must inform the Company in writing of their intention to do so no later than on the date set out in the notice convening the General Meeting, and in the manner set out in that notice.

9.4.4 In the event that Meeting Rights are or the right to vote in a General Meeting is to be exercised by a proxy, such proxy must be in writing and must have been received by the Company no later than on the date determined by the Board as referred to in article 9.4.3. The requirement that a proxy must be in writing is satisfied when the proxy is recorded electronically.

9.4.5 The Board may decide that each Person with Meeting Rights has the right, in person or represented by a written proxy, to take part in, address and, to the extent he is entitled to vote, vote at the General Meeting using electronic means of communication, provided that such person can be identified via the same electronic means of communication and is able to

directly observe the proceedings and, to the extent he is entitled to vote, vote at the meeting. Subject to applicable law, the Board may attach conditions to the use of the electronic means of communication. Such conditions must be included in the notice convening the meeting.

- 9.4.6 In deviation from the article 9.3.1 and to the extent permitted by applicable law, the Board may determine that a General Meeting is only accessible via electronic means of communication. Article 9.4.5 applies to the use of electronic means of communications.
- 9.4.7 The chairperson of the General Meeting decides on all matters relating to admission to the General Meeting. The chairperson of the General Meeting may admit third parties to the General Meeting.
- 9.4.8 The Board may decide that a person, before being admitted to a General Meeting, must identify himself by means of a valid passport or other means of identification and/or will be submitted to such security arrangements as the Board may consider to be appropriate under the given circumstances.
- 9.4.9 Directors are entitled to attend General Meetings. In the General Meeting Directors have an advisory vote.

9.5 Order of business at the General Meeting

- 9.5.1 General Meetings are chaired by:
- (a) the Chairman;
 - (b) if the Chairman is not present or not available, the highest ranked Vice-Chairman present and available;
 - (c) if neither the Chairman or any Vice-Chairman is present and available, the Lead Director;
 - (d) if neither the Chairman, any Vice-Chairman or the Lead Director is present and available, a Director designated by the Directors present at the General Meeting; or
 - (e) if there are no Directors present and available at the General Meeting, a person designated by the General Meeting.

The chairperson of the General Meeting appoints the secretary of the General Meeting.

- 9.5.2 The chairperson of the General Meeting determines the order of business at the meeting, with due observance of the agenda, and he has the power to limit the time allowed for addressing the meeting or to take other measures to ensure an orderly meeting. All issues relating to the proceedings at the General Meeting or relating to the General Meeting are decided on by the chairperson of the General Meeting.
- 9.5.3 The chairperson of the General Meeting determines the manner of voting. The conclusion of the chairperson of the General Meeting on the outcome of a vote at the General Meeting is decisive. The same applies to the contents of any resolution adopted.
- 9.5.4 The chairperson of the General Meeting decides on all disputes relating to the voting that are not provided for by law or these articles of association.
- 9.5.5 The General Meeting will be conducted in the English language. The General Meeting may be conducted in a language other than the English language if so determined by the chairperson

of the General Meeting.

9.6 Adoption of resolutions

- 9.6.1 The General Meeting adopts resolutions by a majority of the votes cast, unless applicable law or these articles of association provide otherwise. In case of a tied vote, the proposal is rejected.
- 9.6.2 Each Share confers the right to cast one vote at the General Meeting. Blank votes, abstentions and invalid votes are regarded as votes not cast.

No vote may be cast at the General Meeting on a Share held by the Company or a Subsidiary. Usufructuaries or pledgees of Shares belonging to the Company or a Subsidiary are not excluded from voting if the right of usufruct or the right of pledge was created before such Share was held by the Company or a Subsidiary. The Company and Subsidiaries may not cast a vote in respect of a Share on which they hold a right of usufruct or a right of pledge.

- 9.6.3 For the purpose of determining how many Shareholders may vote and are present or represented, or how much of the capital is present or represented, Shares in respect whereof applicable law stipulates that no votes can be cast are not taken into account.

9.7 Voting prior to the General Meeting

- 9.7.1 The Board may determine that votes cast prior to the General Meeting by electronic means or by letter are considered to be equivalent to votes cast at the time of the meeting. The Board determines the period during which such votes can be cast. This period cannot start prior to the Record Date.
- 9.7.2 If article 9.7.1 is applied by the Board, the notice convening the General Meeting will state how Persons with Voting Rights may cast their vote prior to the General Meeting.

9.8 Minutes of the General Meeting

- 9.8.1 Unless a notarial record is drawn up of the General Meeting, minutes of the General Meeting are drawn up by the secretary of the General Meeting or such other person designated for such purposes by the chairperson of such General Meeting. The minutes are adopted and signed by the Chairman together with either the Secretary or the secretary of the relevant General Meeting.
- 9.8.2 A written statement signed by the Chairman, together with either the Secretary or the secretary of the General Meeting confirming that the General Meeting has adopted a particular resolution shall serve as proof of that resolution towards third parties.

10 FINANCIAL YEAR, ANNUAL REPORTING AND AUDITOR

10.1 Financial year and annual reporting

- 10.1.1 The Company's financial year coincides with the calendar year.
- 10.1.2 Annually, within the term applicable by law, the Board shall prepare the Annual Accounts. The auditor's statement as referred to in article 10.2.3 will be added to the Annual Accounts as will the Management Report and the additional information referred to in section 2:392(1) BW, to the extent that this information is required.
- 10.1.3 All Directors are expected to sign the Annual Accounts. If the signature of a Director is missing,

this must be stated and explained.

- 10.1.4 The Company ensures that the prepared Annual Accounts, the Management Report and the additional information referred to in article 10.1.2 are present at the Company's office from the day of convening the General Meeting at which they will be discussed until the end of such General Meeting. Persons with Meeting Rights may inspect the documents there and obtain a copy free of charge.
- 10.1.5 The Annual Accounts are adopted by the General Meeting.
- 10.1.6 In the General Meeting where adoption of the Annual Accounts is discussed, a proposal to grant discharge to the Directors for the performance of their duties may be put on the agenda as a separate item.

10.2 Auditor

- 10.2.1 The General Meeting shall instruct an auditor as referred to in section 2:393 BW to audit the Annual Accounts drawn up by the Board in accordance with subparagraph 3 of that section. The instruction may be given to an organisation of chartered accountants working together. If the General Meeting fails to issue the instructions to the auditor, the Board is authorised to do so.
- 10.2.2 The instructions issued to the auditor may be revoked by the General Meeting and, if the Board has issued the instructions, by the Board. The instructions may only be revoked for valid reasons and in accordance with section 2:393(2) BW.
- 10.2.3 The auditor shall report on the audit to the Board and set out the results of the audit in an auditor's statement on whether the Annual Accounts present a true and fair view. The auditor may attend and address the General Meeting at which the adoption of the Annual Accounts is discussed.

11 PROFIT, LOSS AND DISTRIBUTIONS

11.1 Profit, loss and distributions of profit

- 11.1.1 Profits may be distributed only after adoption of the Annual Accounts showing that this is permissible.
- 11.1.2 The Board may determine that an amount out of the profit will be added to the reserves.
- 11.1.3 The Board determines how a shortfall that is determined by the adoption of the Annual Accounts, will be accounted for. A loss may be set off against the reserves to be maintained by law only to the extent applicable by law.
- 11.1.4 The profits remaining after application of article 11.1.2, will be at the disposal of the General Meeting.

11.2 Interim distributions

- 11.2.1 The Board may resolve to make interim distributions if an interim statement of assets and liabilities meeting the requirements laid down in section 2:105(4) BW shows that the requirement of article 11.3.1 has been met.
- 11.2.2 Interim distributions may be made out of the profit of the current financial year or out of a distributable reserve.

11.3 Distribution requirements and conditions

- 11.3.1 The Company may make distributions only to the extent that the Company's equity exceeds the sum of the paid up and called-up part of the capital and the reserves which must be maintained by law or these articles of association.
- 11.3.2 The corporate body resolving on a distribution decides whether such distribution is made in cash, in kind or in Shares, or any combination thereof. The General Meeting may only resolve to make a distribution in kind or in the form of Shares pursuant to a proposal thereto by the Board.
- 11.3.3 If a distribution is made in cash, the Board determines the currency in which the distribution will be made. The Board determines the method in which a currency conversion in respect of distributions, if any, is made.
- 11.3.4 If a distribution is made in a form other than in cash, the Board determines which value the Company will allocate to such distribution for accounting purposes.

11.4 Notices and payments

- 11.4.1 Distributions are payable on the day as determined by the Board.
- 11.4.2 The persons entitled to a distribution shall be the relevant Shareholders, usufructuaries and pledgees, as the case may be, on a date to be determined by the Board for that purpose. This date may not be prior to the date on which the distribution was announced.
- 11.4.3 Subject to article 11.4.4, all Shares share equally in all distributions.
- 11.4.4 When determining the allocation of an amount to be distributed, Shares held by the Company in its capital are not taken into account, unless those Shares are encumbered with a right of usufruct or a right of pledge.
- 11.4.5 Distributions which have not been claimed upon the expiry of five years and one day after the date when they became payable will be forfeited to the Company and will be carried to the reserves.

12 SPECIAL RESOLUTIONS AND LIQUIDATION

12.1 Amendment to the articles of association, legal merger, legal demerger, and dissolution

- 12.1.1 The General Meeting may, on a proposal of the Board thereto, resolve on a legal merger, a legal demerger, an amendment of these articles of association or dissolution, without prejudice to sections 2:331 BW and 2:334ff BW. If a proposal is made to the General Meeting to amend the articles of association, this must be stated in the notice convening the General Meeting, and a copy of the proposal, stating the proposed amendment verbatim, must be made available for inspection by every Person with Meeting Rights at the Company's office from the day of the convocation of the relevant General Meeting until the end of such General Meeting.
- 12.1.2 If less than half of the issued share capital is represented at the General Meeting, a resolution of the General Meeting to amend these articles of association will require a majority of at least two-thirds of the votes cast.

12.2 Liquidation

- 12.2.1 If the Company is dissolved and its assets must be liquidated, the Executive Directors will

become the liquidators, unless the General Meeting resolves otherwise. The Non-Executive Directors supervise the liquidators, unless the General Meeting resolves otherwise.

- 12.2.2 The liquidation takes place in accordance with the applicable law. During the liquidation period, these articles of association will remain in full force as far as possible.
- 12.2.3 The balance of the Company's assets after all liabilities have been settled will be distributed on the Shares, in accordance with section 2:23b BW, in proportion to their nominal value.
- 12.2.4 After the Company has ceased to exist, its books, records and other data carriers must remain in the custody of the person designated for that purpose by the liquidators or, if there are no liquidators, by the Board, for a period of seven years.

ANNEX 15

High-level tentative timeline of the Merger

Spain			The Netherlands		
#	Timing	Main milestones	#	Timing	Main milestones
ES1	28 February 2023	Meeting of the board of directors of Ferrovial in order to approve, <i>inter alia</i> : <ul style="list-style-type: none"> The Common Draft Terms. The Ferrovial Merger Report. Call for the Ferrovial GSM. 	NL1	28 February 2023	Resolutions of the board of directors of FISE in order to approve, <i>inter alia</i> : <ul style="list-style-type: none"> The Common Draft Terms. The FISE Merger Report.
ES2	28 February 2023	Publication of the Common Draft Terms and the Ferrovial Merger Report on Ferrovial's corporate website.	NL2	28 February 2023	Filing of the Common Draft Terms, the notice to be given by the board of directors of FISE to its shareholders, creditors and employees and the FISE Merger Report, together with such other documentation as required under Dutch law at the offices of FISE.
ES3	On or around 1 March 2023	Communication to the Commercial Registry of Madrid of the publication of the Common Draft Terms on Ferrovial's corporate website.	NL3	On or around 1 March 2023	Filing with the Dutch Trade register of (i) the Common Draft Terms and (ii) the notice to be given by the board of directors of FISE to its shareholders, creditors and employees and such other documentation as required under Dutch law.
ES4	1 to 5 days after step #ES3	Publication of the fact that of the Common Draft Terms have been published on Ferrovial's corporate website in the BORME (<i>Boletín Oficial del Registro Mercantil</i>).	NL4	1 to 5 days after step #NL3	Publication of the filing of these Common Draft Terms in (i) a nationally distributed newspaper in The Netherlands, and (ii) the Dutch State Gazette (<i>Nederlandse Staatscourant</i>). The publication of the filing of these Common Draft Terms, as set out above, starts the creditors' opposition period for FISE creditors in the Netherlands. ⁵

⁵ See section 7.2 of these Common Draft Terms.

Spain			The Netherlands		
#	Timing	Main milestones	#	Timing	Main milestones
ES5	D	<ul style="list-style-type: none"> Publication of the announcement of the calling of Ferrovial's GSM.⁶ 			
ES6	Tentatively D + 35	Ferrovial's GSM to which the Merger will be submitted for approval.	NL5	On or around the same day as step ES6	FISE's general shareholders' meeting to which the Merger will be submitted for approval.
ES7	1 to 7 days after the Ferrovial GSM	Publication of the merger announcement in the Spanish <i>Boletín Oficial del Registro Mercantil</i> and in a widely circulated newspaper in Madrid. The creditor opposition period in Spain starts on this date. ⁷			
ES8	On the same date as step ES7	Start of period for Ferrovial's shareholders to exercise their withdrawal right (<i>derecho de separación</i>).			
ES9	One month after step ES8	End of the period for exercising the withdrawal rights.			
ES10	Once each Spanish formality for the Merger has been complied with	<ul style="list-style-type: none"> Granting of Spanish pre-merger deed. Filing of the pre-merger deed with the Madrid Commercial Registry. Request to the Madrid Commercial Registry for the issuance of the certificate attesting that the acts and procedures prior to the Merger have been carried out properly. 			

⁶ Before this step ES5, the documents referred to in article 39 LME will be published on the corporate website of Ferrovial, available for download and printing.

⁷ See section 7.2 of these Common Draft Terms.

Spain			The Netherlands		
#	Timing	Main milestones	#	Timing	Main milestones
			NL6	Y ⁸	Dutch law governed deed of Merger to be executed before the Dutch Notary.
			NL7	00:00 (Amsterdam time) on the first day after step NL6	Merger Effective Time.
ES11	After the Merger Effective Time	Formal cancellation of Ferrovial from the Madrid Commercial Registry.			

* * *

⁸ The exact date will be determined by the Boards, subject to satisfaction or waiver, as applicable of the conditions precedent set out in these Common Draft Terms and any requirements under applicable law.

Report of the Board of Directors of
Ferrovial, S.A.

on the

**common draft terms
of the cross-border merger**

BETWEEN

Ferrovial, S.A.

(as the absorbed company)

AND

Ferrovial International SE

(as the absorbing company)

28 February 2023

This document is a translation into English of the original in Spanish for information purposes only. In the event of discrepancies between the English and the Spanish version, the Spanish version will prevail.

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1. INTRODUCTION

On 28 February 2023, the board of directors of Ferrovial, S.A. (“**Ferrovial**”) and the board of directors of Ferrovial International SE¹ (“**FISE**”) have approved the common draft terms of the cross-border merger between Ferrovial, as the absorbed company, and FISE, as the absorbing company (respectively, the “**Common Draft Terms**” and the “**Merger**”).

Ferrovial and FISE are collectively referred to as the “**Merging Companies**”. The board of directors of Ferrovial and the board of directors of FISE are collectively referred to as the “**Boards**”.

In view of the foregoing, pursuant to articles 33 and 49.1.2° of Spanish Law 3/2009 of 3 April on structural modifications of business corporations (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles*, “**LME**”), the board of directors of Ferrovial has drawn up and approved this report on the Common Draft Terms (the “**Report**”).

In accordance with said regulations, this Report addresses the following matters in relation to the Merger:

- (A) Detailed explanation and justification of the legal and economic aspects of the Merger (see sections 2, 3 and 4).
- (B) Information on the Merger specifically addressed to Ferrovial’s shareholders (see section 5).
- (C) Information on the Merger specifically addressed to employees (see section 6).
- (D) Information on the repercussions of the Merger for creditors (see section 7).

For information purposes, it is hereby stated that pursuant to section 2:313 subsection 4 of the Dutch Civil Code (*Burgerlijk Wetboek*) (“**DCC**”), Ferrovial, as sole shareholder of FISE, waived the obligation of FISE’s board of directors to prepare a report on the Common Draft Terms. Nevertheless, the board of directors of FISE has prepared a report addressing the repercussions of the Merger for employees.

Capitalised terms used but not defined in this Report shall have the same meaning ascribed to them in the Common Draft Terms.

This Report has been prepared in Spanish and English. In the event of any discrepancy between the Spanish version and the English version, the Spanish version will prevail.

2. RATIONALE FOR THE MERGER

The Merging Companies belong to the Ferrovial Group, an international group engaged in the business of developing and operating toll roads, airports and other transport and energy infrastructure, in mobility solutions, and in engineering and construction. In particular, Ferrovial is currently the parent company of the Ferrovial Group and FISE is a wholly-owned subsidiary of Ferrovial. Pursuant to the Merger, FISE will become the parent company of the Ferrovial Group.

¹ At the Merger Effective Time, the legal name of FISE will become Ferrovial SE. See section 3.3.9 of this Report.

The Ferrovial Group is one of the largest European players in the transportation and mobility infrastructure business, with operations in seven jurisdictions across the continent and twenty-one jurisdictions worldwide.

The Merger is expected to further enhance Ferrovial Group's international potential by providing the following strategic and operational benefits:

- (i) An international player with European heritage. The Ferrovial Group is an international corporation with most of its business outside of Spain and a strong international shareholder base. Such business is largely international, with eighty-two percent of the Ferrovial Group's revenues in 2022 originating outside of Spain. In this vein, more than ninety percent of the Ferrovial Group value, on an equity valuation basis, lies in its assets outside Spain² and over ninety percent of Ferrovial's institutional shareholder base consists of international investors³. Furthermore, the presence of the Ferrovial Group is growing in North America, where a large part of the Ferrovial Group's current and future opportunities and growth are expected to come from.

The Ferrovial Group is already present in the Netherlands. Its international business is already managed through FISE, a European Company (*Societas Europaea*) based in the Netherlands which heads the Ferrovial Group's international assets. As a consequence of the Merger, FISE will become the global parent of the Ferrovial Group.

The Netherlands is the country of choice for many comparable, globally active corporations with a strong presence in both Europe and North America. It is a AAA rated jurisdiction with a business- and investor-friendly climate, trusted regulations and a sound corporate governance framework.

By converting FISE, current head of its international business, in its new parent company, the Ferrovial Group is taking one step forward in its strategy as an international player cognisant of its European heritage.

- (ii) Improved funding. The Netherlands posts, and has posted for decades, the highest credit ratings on the back of its low debt-to-GDP ratio and historically prudent fiscal policy. It has consistently been rated AAA by all major agencies since the early 1990s, with only a temporary, one-notch decline according to some of them between 2012 and 2015. Strong credit standing and stability are considered major strengths of the Dutch economy. Accordingly, Ferrovial believes companies based in the Netherlands have enjoyed lower volatility in their financing costs thanks to a more stable country risk premium versus other European countries. This lower volatility should lead to lower financing costs in corporate bonds along time and ultimately also benefit the overall cost of capital.

By relocating its parent company to the Netherlands Ferrovial Group seeks to benefit from improved funding conditions, especially at a time of contraction of central banks' balance sheets.

² According to the valuation reports available to Ferrovial as at the date of the Common Draft Terms.

³ As of February 2023.

- (iii) Enhancing brand awareness. Ferrovial believes the Netherlands will offer the opportunity to enhance the Ferrovial Group's brand awareness in Europe and throughout the world. As already stated, the Netherlands currently is an important business hub for many international corporations with transcontinental ties. Establishing a stronger presence in the Netherlands is expected to provide access to a broader pool of international talent which Ferrovial expects to attract with its portfolio of pioneering and challenging projects.

Ferrovial also expects its presence in the Netherlands and greater international awareness to facilitate access to an increased investor base coming from international investors.

- (iv) An optimal platform to be listed in the United States of America. In addition to its inherent advantages as home jurisdiction for the Ferrovial Group, the Netherlands is an optimal platform to allow FISE Shares to be listed and traded simultaneously in Spain, the Netherlands and, in time, also the United States of America. Ferrovial believes that being a Dutch listed company will facilitate the future listing and trading of those same shares in the United States of America and, given the appropriate conditions, their inclusion in local indexes. Conversely, shares in a Spanish company listed in Spain can only trade in the United States in the form of American Depositary Receipts or by other indirect means, and such American Depositary Receipts are not eligible for indexes.

Being listed in the United States of America is a strategic objective of the Ferrovial Group for the following reasons:

- (y) As already stated, a relevant part of the Ferrovial Group's current business originates in North America and the United States of America in particular. The Boards believe it enjoys a long-standing position, sound reputation and a strong value-creation track record in that region for almost twenty years.

Moreover, the Ferrovial Group's business is expected to further concentrate on North America. Ninety-two percent of its committed capital expenditure for the 2023-2027 period relates to said geography, with key growth projects such as the new Terminal One at the JFK airport in New York, the I-66 Toll Road in Virginia and the North Tarrant Express 35W 3C Toll Road in Texas. In Ferrovial's view, each of those projects is of an appropriate scale, benefits from attractive conditions and long-term cash flows and, together, they are at the core of the Ferrovial Group's future growth strategy in the region.

The United States of America is a region characterised by being one of the world's largest transportation infrastructure markets and having one of the world's largest investors' community while, at the same time, having few specialised players in the Ferrovial Group's industry offering attractive investment opportunities in equity capital markets.

By being present in one of the stock exchanges in the United States of America, Ferrovial will seek to leverage its strong position and pipeline to meet the local demand for investment in transportation infrastructure.

Moreover, being present in the local capital markets will provide Ferrovial with long-term strategic flexibility to carry out corporate transactions in that region if and when appropriate.

- (z) Ferrovial believes that enhanced presence in North America will further reinforce local brand awareness, in particular *vis-à-vis* States and local regulators –who play a key role in the awarding of new projects– and talent.

This is expected to allow the Ferrovial Group to seize additional value-creation opportunities and further leverage its capabilities with improved access to one of the world’s largest and best qualified employment markets.

For all of the above-mentioned reasons, the board of directors of Ferrovial believes the Merger to be a natural step forward in aligning the Ferrovial Group’s corporate structure with its international business profile and growth strategy.

3. EXPLANATION OF THE LEGAL ASPECTS OF THE MERGER

3.1 DESCRIPTION OF THE TRANSACTION

The recitals of the Common Draft Terms set out the basic features of the Merger envisaged by the Boards.

The Merger proposed by the Boards in the Common Draft Terms consists of a cross-border merger whereby Ferrovial will merge into FISE.

Consequently, *inter alia*, at the Merger Effective Time:

- (i) FISE will acquire all assets, liabilities and other legal relationships of Ferrovial by universal succession of title (*in universum ius*);
- (ii) FISE will allot to Ferrovial shareholders FISE Shares for the Ferrovial Shares they hold immediately prior to the Merger Effective Time in accordance with section 4 of the Common Draft Terms; and
- (iii) Ferrovial will be dissolved without going into liquidation and will cease to exist.

As indicated in section 2 of this Report, the Merger is intended to reorganise the corporate structure of the Ferrovial Group. As a result of the Merger, FISE will become the parent company of the Ferrovial Group. Hence, and without prejudice to the Withdrawal Mechanism (as defined in section 5.3), the allotment of FISE Shares to Ferrovial shareholders pursuant to the Exchange Ratio seeks to ensure that, immediately following the Merger Effective Time, the shareholders of Ferrovial hold the same number of shares in FISE as the number of shares they held in Ferrovial immediately prior to the Merger Effective Time.

In accordance with Dutch law (the law applicable to FISE, the absorbing entity), the Merger will be effective at 00:00 (Amsterdam time) of the first day after the day of the execution of the Dutch law governed notarial deed of Merger (the “**Merger Effective Time**”).

As also indicated in the Common Draft Terms, Ferrovial Shares are currently admitted to listing and trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (*Bolsas de Valores*) (the “**Spanish Stock Exchanges**”) and are traded through the automated quotation system of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil*). As at the date of this Report, the FISE Shares are not listed on any stock exchange.

As part of the transaction proposed, FISE will apply for FISE Shares to be admitted to listing and trading on Euronext Amsterdam, a regulated market of Euronext Amsterdam N.V. (“**Euronext Amsterdam**”), on the Spanish Stock Exchanges, and on one of the stock exchanges in the United States of America.

Finally, as also stated in the Common Draft Terms, it is envisaged that, prior to the Merger Effective Time, FISE will incorporate a branch (*sucursal*) located in the Kingdom of Spain and registered with the Commercial Registry of Madrid (“**FISE’s Spanish Branch Office**”). It is intended that certain assets, liabilities and other legal relationships transferred to FISE as a result of the Merger will be allocated to FISE’s Spanish Branch Office at the Merger Effective Time.

3.2 LEGAL FRAMEWORK APPLICABLE TO THE MERGER

As indicated in section 2.1 of the Common Draft Terms, the Merger will be effected, subject to the terms and conditions of the Common Draft Terms, in accordance with Chapter II of Title II LME and Title 7, Sections 2, 3 and 3A of Book 2 DCC.

Spanish law applies to:

- (i) all pre-Merger acts and formalities to the extent they concern Ferrovial (article 64 LME); and
- (ii) the deregistration of Ferrovial from the Commercial Registry of Madrid.

Dutch law applies to:

- (i) all pre-Merger formalities to the extent they concern FISE (section 2:333i subsection 5 DCC); and
- (ii) the manner and the moment of the Merger taking effect.

3.3 EXPLANATION OF THE MAIN TERMS OF THE MERGER

The Common Draft Terms have been prepared in accordance with the provisions of articles 30, 31 and 59 LME, and sections 2:312, 2:326 and 2:333d DCC. Therefore, the Common Draft Terms include the mandatory minimum content required by those statutory provisions. In addition, along with such mandatory minimum content, the Common Draft Terms include and elaborate on other items related to the Merger, the inclusion of which has been deemed appropriate by the Boards.

The following subsections contain a specific analysis made by the board of directors of Ferrovial in respect of the contents included in the Common Draft Terms. With respect to certain items, reference will be made, as applicable, to sections 4, 5, 6 or 7 of this Report which further elaborate on, respectively, the economic aspects of the Merger, specific information for Ferrovial’s shareholders, specific information for employees, and the repercussions of the Merger for creditors.

3.3.1 Information on the Merging Companies

Section 3 of the Common Draft Terms identifies the Merging Companies by reference to their legal name, legal form, registered office or corporate seat, registration details and tax identification number.

3.3.2 Share exchange ratio and exchange procedure

Section 4 of the Common Draft Terms indicates the share exchange ratio and the exchange procedure applicable to the Merger. The main features of the Exchange Ratio and the exchange procedure are as follows. Section 4 of this Report provides the rationale for the Exchange Ratio.

(A) *Share capital of Ferrovial and FISE prior to the Merger Effective Time*

On the date of this Report, Ferrovial has an issued share capital of EUR 145,488,652.20, which consists of 727,443,261 ordinary shares of a single class, each with a nominal value of EUR 0.20. All issued Ferrovial Shares are represented by accounting entries (*anotaciones en cuenta*) and are completely subscribed for and paid-up.

Each Ferrovial share from time to time is referred to as a “**Ferrovial Share**”.

As at the date of this Report, it is envisaged that the board of directors of Ferrovial will submit for approval at the next Ferrovial general shareholders’ meeting (“**GSM**”) (i) two share capital increases through bonus shares (*ampliaciones de capital liberadas*), in the context of the flexible dividend program, which may result in the issuance of a certain amount of Ferrovial Shares before the Merger Effective Time; and (ii) a share capital reduction through the cancellation of treasury shares, which may result in the cancellation of certain amount of Ferrovial Shares before the Merger Effective Time.

On the date of this Report, FISE has an issued share capital of EUR 742,877,070.00, which consists of 742,877,070 ordinary shares of a single class, each with a nominal value of EUR 1.00. All issued FISE Shares are completely subscribed for and paid-up.

Each FISE share from time to time is referred to as a “**FISE Share**”.

It is envisaged that, prior to the Merger Effective Time, FISE will implement an amendment of its articles of association, pursuant to which (i) each two FISE Shares will be combined into one FISE Share; and (ii) the nominal value of each such resulting FISE Share is reduced to EUR 0.01 per share, and whereby the sum of such capital reduction will be credited to FISE’s share premium reserve (the “**Nominal Value Reduction**”).

The Nominal Value Reduction will effectively result in the number of issued FISE Shares being halved. Once the Nominal Value Reduction has been completed, (i) FISE will have an issued share capital of EUR 3,714,385.35, which will consist of 371,438,535 FISE Shares, with a nominal value of EUR 0.01 each; and (ii) the authorised share capital, as set out in FISE’s articles of association, will be reduced to EUR 7,500,000, divided into 750,000,000 shares with a nominal value of EUR 0.01 each.

(B) *Exchange Ratio*

At the Merger Effective Time, FISE will, by operation of law, allot one new FISE Share for each issued Ferrovial Share (other than any Ferrovial Share held by either Ferrovial in treasury or held by FISE at such time) (the “**Exchange Ratio**”).

No cash consideration will be paid by FISE or Ferrovial to Ferrovial’s shareholders in connection with the Merger, save with regard to any rights exercised under the Withdrawal Mechanism.

(C) *Ferrovial Shares*

At the Merger Effective Time, each Ferrovial Share will be cancelled by operation of law.

At the Merger Effective Time, each Ferrovial Share held by Ferrovial in treasury or by FISE at such time will be cancelled by operation of law without consideration, in accordance with article 26 LME.

(D) *FISE Shares in issuance immediately prior to the Merger Effective Time*

At the Merger Effective Time, all FISE Shares in issuance immediately prior to the Merger Effective Time will be cancelled in accordance with section 2:325 subsection 3 DCC, save for the number of FISE Shares that is equal to the number of Ferrovial Shares held by Ferrovial in treasury immediately prior to the Merger Effective Time. Such FISE Shares will become treasury shares of FISE as a result of the Merger.

(E) *Exchange procedure*

The effective exchange of Ferrovial Shares for FISE Shares will take place around the Merger Effective Time in accordance with the relevant procedures established for the clearing and settlement of book-entry instruments among *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal* (Iberclear), and its participating entities, as well as any other relevant depository entities for Ferrovial Shares and FISE Shares (upon admission to listing and trading), and applicable clearing systems.

The relevant information on the procedure for the exchange of Ferrovial Shares for FISE Shares will be communicated in due course by Ferrovial to the market through its corporate website (www.ferrovial.com) and the website of the Spanish National Securities Market Commission (the “**CNMV**”).

3.3.3 Independent expert

As indicated in section 4.3 of the Common Draft Terms, pursuant to section 2:328 subsection 1 DCC, the board of directors of FISE has appointed Flynth Audit B.V. as an independent expert to provide the declaration referred to in section 2:328 subsection 1, second sentence DCC. Pursuant to section 2:328 subsection 6 DCC, Ferrovial, as sole shareholder of FISE, waived the applicability of (i) the auditor’s declaration referred to in section 2:328 subsection 1, first sentence DCC; and (ii) the auditor’s report referred to in section 2:328 subsection 2 DCC.

As also stated in section 4.3 of the Common Draft Terms, according to articles 49.1 and 52 LME, no independent expert report on the Common Draft Terms is required under Spanish law and therefore no such report will be prepared.

3.3.4 Merger balance sheet of Ferrovial and financial statements

Section 5.1 of the Common Draft Terms includes the relevant information on the Merger balance sheet of Ferrovial.

That section also provides information on the financial statements of Ferrovial and FISE that have been considered for the purposes of establishing the terms and conditions of the Merger.

Reference is made to Section 4 of this Report, which includes further explanations on the matters mentioned in this section.

3.3.5 Information on the valuation of the assets and liabilities to be transferred

Section 5.1(C) of the Common Draft Terms states that Ferrovial's assets, liabilities and other legal relationships transferred to FISE as a result of the Merger will be booked by FISE at their precedent book value as recognised in Ferrovial's merger balance sheet.

3.3.6 Effective date for accounting purposes

Section 2.3 of the Common Draft Terms indicates that the assets, liabilities and other legal relationships of Ferrovial will be considered as assets, liabilities and legal relationships of FISE for accounting purposes as from 1 January 2023, unless the Merger Effective Time falls after the term for the drawing up of the financial statements of Ferrovial for the financial year ending on 31 December 2023 has elapsed, in which case the effective date for accounting purposes would be 1 January 2024.

That date conforms to the provisions of the Spanish Accounting Plan (*Plan General de Contabilidad*), as enacted by Royal Decree 1514/2007 of 16 November and with the Resolution of 5 March 2019 of the Spanish Accounting and Audit Institute (*Instituto de Contabilidad y Auditoría de Cuentas*).

3.3.7 Entitlement to profits

Section 5.2 of the Common Draft Terms indicates that Ferrovial shareholders that will receive FISE Shares in accordance with the Common Draft Terms will be entitled to share in the profits of FISE as from the Merger Effective Time.

3.3.8 Goodwill and distributable reserves

Section 5.3 of the Common Draft Terms explains the impact of the Merger on the amounts of goodwill and the distributable reserves in the balance sheet of FISE, in accordance with section 2:312 subsection 4 DCC.

3.3.9 FISE's articles of association

Annex 6(A) to the Common Draft Terms includes a copy of the articles of association of FISE as at the date of the Common Draft Terms.

As mentioned in section 6(B) of the Common Draft Terms, it is intended that article 4 of the articles of association of FISE will be amended prior to the Merger Effective Time to implement the Nominal Value Reduction. Article 4 of the articles of association of FISE will, as from that moment, read as set out in Annex 6(B) to the Common Draft Terms. All the remaining articles of the articles of association of FISE will read as set out in Annex 6(A) of the Common Draft Terms (without prejudice to their further amendment on the Merger Effective Time, in accordance with section 6(C) of the Common Draft Terms).

Section 6(C) of the Common Draft Terms explains that the articles of association of FISE will be further amended at the Merger Effective Time, as a result of which, *inter alia* the legal name of FISE will become Ferrovial SE. The articles of association will as from that moment read as set out in Annex 6(C) of the Common Draft Terms.

Reference is made to section 5 of this Report, which includes further explanation on the corporate governance of FISE following the completion of the Merger.

3.3.10 Continuation of activities

Section 2.4 of the Common Draft Terms states that it is intended that, as from the Merger Effective Time, the activities of Ferrovial will be continued by FISE in materially the same manner.

3.3.11 Special rights

Section 7.1 of the Common Draft Terms states that there are no natural or legal persons who, in any capacity other than as Ferrovial shareholders, have special rights as referred to in article 31.4.^a LME and section 2:320 subsection 1 DCC towards Ferrovial, such as rights to receive a distribution of profits or to acquire newly issued Ferrovial Shares. Therefore, as indicated in the Common Draft Terms, no special rights and no compensation as referred to in the above mentioned sections will be granted.

3.3.12 Creditors

Section 7.2 of the Common Draft Terms states that, without prejudice to what is provided for in the applicable law in respect of the opposition rights of the creditors, no guarantees or other particular measures in favour of the creditors of Ferrovial or FISE are proposed.

Section 7 of this Report includes further explanation on the repercussions of the Merger for creditors.

3.3.13 Special advantages

Section 8 of the Common Draft Terms states that:

- (i) no special advantages have been or will be granted to any members of the Boards in connection with the Merger within the meaning of article 31.5.^a LME and section 2:312 subsection 2(d) DCC; and
- (ii) no special advantages have been or will be granted to the Dutch independent expert as indicated in section 3.3.3 or the statutory auditor of Ferrovial. This is without prejudice to the remuneration to be received by them as consideration for their respective services.

3.3.14 Board composition

Section 9 of the Common Draft Terms states that it is expected that immediately following the Merger Effective Time the board of directors of FISE will be comprised of the same members as the board of directors of Ferrovial immediately prior to the Merger Effective Time, whereby the executive directors of Ferrovial will serve as executive directors of FISE and the non-executive directors of Ferrovial will serve as non-executive directors of FISE.

3.3.15 Employment and gender equality

Section 10.1 of the Common Draft Terms states that the Merger will not have any direct consequences on employment in either of the Merging Companies and that employment measures are not envisaged as a consequence of the Merger. In particular, it is stated in the Common Draft Terms that:

- (i) The Merger will not have any effects on FISE's employees. They will continue to be employees of this company after the Merger Effective Time. Moreover, FISE's employees' terms and conditions will not be affected by the Merger and will remain the same.
- (ii) The Merger will not have any direct effects on Ferrovial's employees (save for the change of employer to FISE's Spanish Branch Office upon completion of the Merger, as explained below). Moreover, Ferrovial's employees' terms and conditions will not be affected by the Merger and will remain the same.

The activities of Ferrovial will be continued by FISE in materially the same manner after the Merger Effective Time. To that end, it is envisaged that certain assets, liabilities and other legal relationships transferred to FISE as a result of the Merger will be allocated to FISE's Spanish Branch Office at the Merger Effective Time. Pursuant to article 44 of the Spanish Statute of Workers (*texto refundido de la Ley del Estatuto de los Trabajadores, aprobado por el Real Decreto Legislativo 2/2015, de 23 de octubre, "SW"*), such allocation will trigger a transfer of undertaking (*sucesión de empresas*). As a result, FISE's Spanish Branch Office will substitute Ferrovial as the employer of its employees, automatically and by operation of the law. This change of employer will be the only direct consequence of the Merger for Ferrovial's employees.

In addition, after the Merger Effective Time some of Ferrovial's employees may voluntarily relocate to the Netherlands. Similarly, it is possible that certain other Ferrovial employees transfer and become employed by other operative subsidiaries of the Ferrovial Group in Spain. In both cases, these would be voluntary transfers, which would be carried out complying with the employees' consolidated rights and their employment terms and conditions.

From a procedural perspective, the Merging Companies will comply with their legal information obligations (if applicable, also consultation obligations) directly with their respective employees, as none of them have employee representatives.

Finally, Section 10.1 of the Common Draft Terms explains that the Merger is not expected to result in changes to the gender distribution of the board of directors of FISE. The current gender distribution of the board of directors of Ferrovial is one-third women and two-thirds men. The current gender distribution of

the board of directors of FISE, consisting of three individuals, is two men and one woman. As indicated in section 3.3.14 above, it is expected that immediately following the Merger Effective Time the board of directors of FISE will be comprised of the same members as the board of directors of Ferrovial immediately prior to the Merger Effective Time. Therefore, the gender distribution at the level of the board of directors of FISE is not expected to change due to the Merger.

3.3.16 Labour contributions (*aportaciones de industria*) and undertakings to perform works or supply services (*prestaciones accesorias*)

Section 10.2 of the Common Draft Terms states that there are no labour contributions (*aportaciones de industria*) in Ferrovial and no undertaking to perform any work or supply any service (*prestaciones accesorias*) is attached to any issued Ferrovial Shares.

3.3.17 Corporate social responsibility

Section 10.3 of the Common Draft Terms states that the Merger is not expected to have any material impact on Ferrovial's, FISE's or the Ferrovial Group's corporate social responsibility.

3.3.18 Information on the procedures for the involvement of employees in defining their participation rights

Section 11 of the Common Draft Terms states that FISE, being the absorbing company in the Merger, has its corporate seat in the Netherlands. Therefore, under section 2:333k subsection 2 DCC, employee involvement (*implicación*) and participation (*participación*) rights in FISE will be governed by Dutch law. In addition, none of the exceptions included in section 2:333k subsection 3 DCC which imposes the obligation to install a special negotiation body to negotiate employee participation rights, is applicable.

Given that there are no employee participation systems in any of the Merging Companies, the establishment of an employee participation system is not mandatory nor necessary.

For this reason, for the purposes of article 59.2.2^a LME and section 2:333k DCC, no arrangements will be made in order to involve employees in the definition of participation rights in FISE.

3.3.19 Withdrawal mechanism

Section 12 of the Common Draft Terms states that Ferrovial shareholders who vote against the Merger at the Ferrovial GSM will be entitled to exercise their withdrawal rights pursuant to article 62 LME.

Section 5.3 of this Report includes further explanations on the withdrawal rights of Ferrovial's shareholders who vote against the Merger.

3.3.20 Conditions precedent

As set out in section 13 of the Common Draft Terms, the Boards will only give effect to the Merger after satisfaction or, if permitted by law, joint waiver by the Merging Companies of the following conditions:

- (i) the financial obligations of Ferrovial arising out of the exercise of the withdrawal rights in accordance with article 62 LME, including the amounts payable to the shareholders who exercise

such rights and any other amounts payable to third parties in connection with such exercise, do not exceed five hundred million (500,000,000) euros.

The reason behind this condition precedent is that the Merging Companies wish to retain the ability to not proceed with the Merger if the exercise of the withdrawal rights is such that it might negatively affect Ferrovial financially.

- (ii) Euronext Amsterdam having provided to the Boards reasonable assurance that upon allotment of the FISE Shares pursuant to the Merger, the FISE Shares will be admitted to listing and trading on Euronext Amsterdam.
- (iii) The Boards having reasonable assurance that upon allotment of the FISE Shares pursuant to the Merger, the FISE Shares will be admitted to listing and trading on the Spanish Stock Exchanges.

The rationale for conditions precedent in (ii) and (iii) is to ensure that the FISE Shares that Ferrovial's shareholders will, at the Merger Effective Time, receive in exchange for their Ferrovial Shares are listed for trading on both the Spanish Stock Exchanges – as the Ferrovial shares are at present – and Euronext Amsterdam.

3.3.21 Merger approvals

Section 14 of the Common Draft Terms states that in accordance with articles 30.3 and 40 LME and article 160 of the restated text of the Spanish Companies Law, approved by Royal Legislative Decree 1/2010, of 2 July (“LSC”), the Merger must be approved by the Ferrovial GSM within six months of the date of the Common Draft Terms.

Section 14 of the Common Draft Terms also states that in accordance with section 59 SE-Statute, section 2:317 DCC and FISE's articles of association as they read at the date of the Common Draft Terms, the Merger requires a resolution of FISE's general meeting, solely consisting of Ferrovial as sole shareholder of FISE, with two-thirds of the votes cast.

3.3.22 Timeline of the Merger procedure

Annex 15 of the Common Draft Terms includes a tentative high-level timeline with the main corporate law milestones to be carried out for the Merger to be implemented.

As indicated in section 15 of the Common Draft Terms, the timing may be different in practice, but subject, in any event, to the applicable legal framework. In addition, that timeline is not, and should not be read as, an exhaustive list of each and every legal action that will have to be completed in the course of the Merger, but rather as a summary intended to assist with understanding the Merger procedure.

3.3.23 Tax neutrality regime

Section 16 of the Common Draft Terms states that the Merger will be carried out under the special tax neutrality regime set out in Chapter VII of Title VII of the Spanish Corporate Income Tax Law.

Sections 3.5 and 5.4 provide, respectively, further information on the tax regime applicable to the Merger and the tax implications for Ferrovial's shareholders.

3.4 INFORMATION ABOUT THE MERGER

3.4.1 Publication of the Common Draft Terms

As regards Spanish law:

- (i) The Common Draft Terms will be published on Ferrovial's corporate website (www.ferrovial.com).
- (ii) The fact that the Common Draft Terms have been published on Ferrovial's corporate website will also be published in the Official Gazette of the Commercial Registry (*BORME*) with a reference to Ferrovial's corporate website, and to the date on which they were published on it. The publication of the Common Draft Terms on Ferrovial's corporate website and the further publication of that fact in the Official Gazette of the Commercial Registry (*BORME*) will take place at least one month in advance of the date of the Ferrovial GSM called to vote on the Merger. The Common Draft Terms will be kept available on Ferrovial's corporate website at least until the term for the creditors to oppose the Merger has elapsed.

As regards Dutch law:

- (i) The Common Draft Terms will be filed with the Dutch Trade register, together with the relevant documentation as required under Dutch law. In addition, the Common Draft Terms and the FISE Merger Report, together with such other documentation as required under Dutch law, will be made available at the offices of FISE for inspection by those persons entitled to inspect them pursuant to Dutch law. The documents will remain available for inspection until six months after the Merger Effective Time.
- (ii) The announcement of the aforementioned filing under Dutch law will be published (a) in a Dutch nationally distributed newspaper, and (b) in the Dutch State Gazette (*Nederlandse Staatscourant*).

3.4.2 Information to be made available before the publication of the call for the GSM of Ferrovial

In accordance with article 39 LME, before the publication of the call for the Ferrovial GSM that will vote on the Merger, the following documents relating to the Merger will be published on the corporate website of Ferrovial, available for download and printing:

- (i) the Common Draft Terms;
- (ii) this Report;
- (iii) the financial statements (individual and consolidated) and the management reports of Ferrovial for the financial years 2022, 2021, 2020 and 2019, together with the corresponding audit reports issued by the statutory auditor of the company;
- (iv) the individual financial statements of FISE for the financial years 2022, 2021 and 2020;
- (v) the individual balance sheet of Ferrovial as at 31 December 2022, which forms part of Ferrovial's individual financial statements for the financial year 2022;

- (vi) the individual balance sheet of FISE as at 31 December 2022, which forms part of FISE's individual financial statements for the financial year 2022;
- (vii) the current articles of association of Ferrovial and FISE (the latter also attached as Annex to the Common Draft Terms);
- (viii) the proposed articles of association of FISE as of the Merger Effective Time (which are also attached as Annex to the Common Draft Terms); and
- (ix) the relevant information regarding the current directors of Ferrovial and FISE, as well as regarding the new composition of the board of directors of FISE.

In addition, the board of directors of Ferrovial considers it appropriate to publish on the corporate website of Ferrovial the following documents for information purposes:

- (x) the report on the repercussions of the Merger for employees, prepared and approved by the board of directors of FISE;
- (xi) the report issued by the Dutch independent expert pursuant to section 2:328 subsection 1 second sentence DCC;
- (xii) an informative document on certain resolutions that are expected to be adopted by the general shareholders' meeting and the board of directors of FISE in the context of the Merger;
- (xiii) the directors' remuneration policy which, if approved by the Ferrovial GSM, will apply to FISE's directors as of the Merger Effective Time; and
- (xiv) an informative document on the Merger in "Questions and Answers" format.

3.4.3 Information obligations pursuant to the capital markets regulations

In addition to the above, Ferrovial and FISE will comply with any information obligations pursuant to the applicable securities market regulations.

3.5 MAIN TAX ASPECTS OF THE MERGER

The main tax aspects of the Merger under Spanish and Dutch law for Ferrovial and FISE are summarized below.

3.5.1 Spanish direct taxation applicable to the Merger

The Merger will be carried out under the special tax neutrality regime set out in Chapter VII of Title VII of the Spanish Corporate Income Tax Law (the "**Special Tax Neutral Regime**").

Under this Special Tax Neutral Regime, certain reorganizations may benefit from total or partial tax neutrality that consists of deferring the tax due on the capital gains or losses which may arise in connection with the reorganization, both for the companies involved and their respective shareholders.

When the acquiring entity is tax resident abroad from a Spanish tax perspective (i.e., in the Netherlands) the Special Tax Neutral Regime is only applicable to gains arising from the transfer of those assets that

are allocated to a permanent establishment located in Spain, provided the merger takes place mainly for valid business reasons and not for tax reasons.

The application of the Special Tax Neutrality Regime to the Merger entails that:

- (i) the Merger does not constitute any realization (or distribution) of taxable capital gains or losses relating to those assets which will be allocated to FISE's Spanish Branch Office in the context of the Merger;
- (ii) the assets transferred to FISE not allocated to FISE's Spanish Branch Office will trigger Spanish CIT taxation for Ferrovial for the capital gains -or losses- derived from that transfer, which would not be deferred;
- (iii) the assets transferred to FISE and allocated to FISE's Spanish Branch in the context of the Merger will keep the tax basis they had in the hands of Ferrovial prior to the Merger; and
- (iv) no capital gain or loss is triggered in connection with the FISE Shares currently held by Ferrovial.

3.5.2 Spanish indirect taxation applicable to the Merger

Regardless of the application of the Special Tax Neutral Regime, the Merger is not subject to VAT, does not trigger capital duty and is exempt from Spanish transfer tax and stamp duty.

3.5.3 Spanish Financial Transaction Tax

No Financial Transaction tax (*Impuesto sobre las Transacciones Financieras* – “FTT”) is due on the Merger, itself. The exchange of shares pursuant to the Merger will not be subject to FTT.

3.5.4 Dutch taxation applicable to the Merger

The Merger is not expected to give rise to any material Dutch tax liabilities. As a result of the Merger, FISE and its Dutch subsidiaries' ability to offset carry forward tax losses and other tax attributes originating from before the Merger against taxable income arising after the Merger becomes subject to certain limitations, potentially reducing the possibility to actually use such losses or attributes.

4. ECONOMIC ASPECTS OF THE TRANSACTION

4.1 MERGER BALANCE SHEET OF FERROVIAL

As mentioned in section 3.3.4 of this Report, section 5.1 of the Common Draft Terms states that Ferrovial's individual balance sheet as at 31 December 2022, included in Ferrovial's individual financial statements for the financial year that ended on 31 December 2022, as drawn up on 28 February 2023 by the board of directors of Ferrovial and audited by Ferrovial's auditor, will be considered to be Ferrovial's merger balance sheet for the purposes of article 36.1 LME. Ferrovial's merger balance sheet will be submitted for the approval, as such merger balance sheet, by the Ferrovial GSM called to vote on the Merger, in accordance with article 37 LME.

4.2 ECONOMIC AND ACCOUNTING IMPACT

The Merger would result in all the assets and liabilities of Ferrovial as at the Merger Effective Time being acquired by FISE by universal succession of title (*in universum ius*). Since FISE is wholly owned by Ferrovial, the Merger would not entail, at a consolidated level, any change whatsoever in the assets and liabilities of the Ferrovial Group as existing at the Merger Effective Time.

The accounting impact of the Merger has been considered from both a consolidated perspective and a standalone perspective:

- (i) *Consolidated perspective:* The Merger is not anticipated to qualify as a business combination under applicable accounting regulations. Accordingly, all assets and liabilities of Ferrovial would be recognized in the new consolidated accounts of FISE and its subsidiaries at book value. The consolidated statements of the Group would not change compared to Ferrovial's current consolidated financial statements given that there would be no alterations in the perimeter and no purchase accounting (i.e. true-up to fair value) would be applied.
- (ii) *Stand-alone perspective:* The assets and liabilities of Ferrovial, except for its stake in FISE (which would be disregarded for this purpose), would be recognized in FISE's stand-alone balance sheet using existing carrying values at Ferrovial. Ferrovial would contribute negative equity, with net assets (after excluding Ferrovial's stake in FISE) having negative value of around EUR 4.2 billion, which would reduce FISE's equity from EUR 8.1 billion to EUR 3.9 billion.
- (iii) FISE's post-Merger standalone equity (i.e. EUR 3.9 billion) would be lower than that of Ferrovial, currently EUR 4.3 billion. Most of FISE's standalone equity would be share premium available for distribution to shareholders. Consequently, this change is not expected to impact FISE's ability to pay distributions to its shareholders in the future.

The board of directors of Ferrovial has also analysed the potential impact of:

- (a) the potential exercise by Ferrovial's shareholders of the withdrawal right pursuant to article 62 LME; and
- (b) the potential exercise by the relevant creditors of Ferrovial and FISE of the statutory right to oppose the Merger pursuant to article 44 LME and section 2:316 CNN, respectively.

On the basis of such analysis and the discussions with relevant rating agencies, and considering also that the Merger would be conditional upon the financial obligations of Ferrovial arising out of the exercise of the withdrawal rights in accordance with article 62 LME, including the amounts payable to the shareholders who exercise such rights and any other amounts payable to third parties in connection with such exercise, do not exceed five hundred million (500,000,000) euros, the board of directors of Ferrovial is of the opinion that any such impact on the consolidated net financial position of the Ferrovial Group would be temporary and would not compromise the Ferrovial Group's ability to maintain its current investment grade credit ratings.

4.3 FURTHER EXPLANATIONS ON THE EXCHANGE RATIO

As indicated in section 3.3.2 of this Report and section 4 of the Common Draft Terms, the share exchange ratio for the Merger will be one FISE Share for each Ferrovial Share.

The reason for the 1:1 Exchange Ratio is that the Merger does not entail a business combination between independent companies, but rather, an intra-group reorganisation transaction that will result in FISE replacing Ferrovial as the parent company of the Ferrovial Group. Accordingly, it will not result in any change whatsoever in the consolidated assets and liabilities of the Ferrovial Group and, provided that the number of FISE Shares in issuance at the Merger Effective Time equals the number of Ferrovial Shares in issuance immediately before, the value of each FISE Share received in exchange will be exactly equal to the value of each Ferrovial Share that will be cancelled pursuant to the Merger. Thus, the allotment of one FISE Share for each Ferrovial Share seeks to ensure that the then-current shareholders of Ferrovial will receive FISE Shares for the same value as that of the Ferrovial Shares they hold.

In view of the foregoing, the board of directors of Ferrovial has not deemed it necessary to request that one or more financial advisors issue a fairness opinion (or any other similar type of report) on the Exchange Ratio. Note that no such fairness opinion or valuation report is required by the applicable law (see section 3.3.3 of this Report).

Similarly, the characteristics of the proposed Exchange Ratio mean that the board of directors of Ferrovial has not faced any particular valuation issues that need to be highlighted in this Report.

5. INFORMATION SPECIFICALLY ADDRESSED TO FERROVIAL'S SHAREHOLDERS

Pursuant to article 33 LME, this section sets out the main implications of the approval and completion of the Merger for Ferrovial's shareholders.

In addition to the information provided in this section, Ferrovial will make available on Ferrovial's corporate website (www.ferrovial.com) a "Questions and Answers" about the Merger which, *inter alia*, address the main implications of the Merger for Ferrovial's shareholders.

5.1 ATTENDANCE AND VOTING OF FERROVIAL SHAREHOLDERS AT THE GSM

As already mentioned, the Merger proposed in the Common Draft Terms shall be submitted for approval at the Ferrovial GSM. To that end, the board of directors of Ferrovial will call a GSM.

The shareholders of Ferrovial may attend, participate in and vote at that GSM as provided for by applicable law, the articles of association and the internal rules of Ferrovial, and the documents approved by the board of directors of Ferrovial for the call of the GSM. All necessary information in this regard will be available on Ferrovial's corporate website (www.ferrovial.com).

5.2 FERROVIAL'S SHAREHOLDERS TO BECOME FISE'S SHAREHOLDERS

As a consequence of the Merger, shareholders of Ferrovial will cease to have that status and will become shareholders in FISE. This will be implemented through the allocation of new shares in FISE to Ferrovial's shareholders pursuant to the Exchange Ratio, as described in sections 3.3.2 and 4.2 above.

In view of the foregoing, the current shareholder status of the Ferrovial's shareholders will change following the Merger Effective Time, as determined by the law applicable to FISE (i.e., Dutch law), and by FISE's articles of association and internal rules.

The Boards have designed the proposed corporate governance system that will apply to FISE after the Merger Effective Time starting from current Ferrovial's corporate governance system and implementing such changes they considered required or desirable taking into consideration Dutch law, Dutch Corporate Governance Code and Dutch and local market practice.

As indicated in section 3.4.2 of this Report, before the publication of the call for the Ferrovial GSM that will vote on the Merger, the following information will be published on the corporate website of Ferrovial: (i) the articles of association of FISE that will apply as of the Merger Effective Time, which are an integral part of the Common Draft Terms; (ii) an informative document on certain resolutions that are expected to be adopted by the general shareholders' meeting and the board of directors of FISE in the context of the Merger; (iii) the directors' remuneration policy which, if approved by the Ferrovial GSM, will apply to FISE's directors as of the Merger Effective Time; and (iv) a "Questions and Answers" document that, *inter alia*, addresses the future corporate governance of FISE.

In addition to the foregoing, **Annex 5.2** to this Report includes a table which summarises the main elements of the current corporate governance of Ferrovial and the proposed corporate governance of FISE.

5.3 WITHDRAWAL MECHANISM

Pursuant to article 62 LME, Ferrovial shareholders who vote against the Merger at the Ferrovial GSM will be entitled to exercise their withdrawal rights in respect of the Ferrovial Shares owned by them five days before the Ferrovial GSM and still owned by them at the time they exercise the right (the "**Withdrawal Mechanism**").

In accordance with article 348 LSC, Ferrovial's shareholders entitled to do so may exercise their withdrawal rights within one month from the announcement in the Official Gazette of the Commercial Registry (*Boletín Oficial del Registro Mercantil –BORME–*) of the approval of the Merger by the Ferrovial GSM. The manner in which the withdrawal right may be exercised will be disclosed in that announcement, which will also be made available on the website of the CNMV and Ferrovial's corporate website (www.ferrovial.com).

In accordance with article 353.2 LSC, in conjunction with applicable securities market regulations, the price payable to the withdrawing Ferrovial shareholders will be EUR 26.0075 per Ferrovial Share, which corresponds to the average trading price of Ferrovial Shares during the three-month period ending on 27 February 2023 (i.e., the day prior to that on which the Merger was disclosed to the market).

5.4 BRIEF DESCRIPTION OF THE TAX IMPLICATIONS FOR FERROVIAL'S SHAREHOLDERS

The main Dutch and Spanish tax aspects of the Merger for Ferrovial shareholders are summarised below. Please note that Ferrovial shareholders resident in jurisdictions outside the EU and EEA may also be subject to taxation in respect of the Merger in their country of residence or in jurisdictions to which the

Ferrovial Shares may be allocated for local tax purposes. The potential impact of this potential taxation is not covered in this section. Shareholders should consult their tax advisors concerning the tax treatment in connection with the Merger.

5.4.1 Spain

The Special Tax Neutral Regime described in section 3.5.1 above will apply to Ferrovial shareholders resident in Spain and in other EU or EEA Member States. Consequently, the FISE Shares received as part of the Merger will have the same tax basis as the exchanged Ferrovial Shares had immediately before the Merger, provided that the relevant shareholder does not operate through a non-cooperative jurisdiction. As such, such shareholders should not realise a taxable capital gain in Spain as a result of the Merger.

Transfers of Ferrovial Shares resulting from the exercise by the shareholders of the Withdrawal Mechanism prior to the Merger will give rise to capital gains or losses that may be subject to Spanish tax.

The Special Tax Neutral Regime does not apply to shareholders not resident in an EU or EEA Member State. Thus, those shareholders do not have the advantage of the Special Tax Neutral Regime and may incur gains or losses for tax purposes in Spain as a result of the Merger. However, if they are resident in countries that have entered into a treaty for the avoidance of double taxation with Spain, and are entitled to the benefits of the treaty, are most likely exempt from Spanish taxation under the terms of the relevant tax treaty.

In addition, shareholders who are not resident in an EU or EEA Member State, nor in a country with which Spain has entered into a treaty for the avoidance of double taxation do not have the advantage of the Special Tax Neutral Regime and may incur gains or losses subject to Spanish Non-Resident Income Tax. In any case, gains associated to Ferrovial's subsidiaries or interests entitled to the *Entidad de Tenencia de Valores Extranjeros* regime are exempt of Spanish Non-Resident Income Tax.

Shareholders acting through tax haven jurisdictions will trigger gains or losses as a result of the Merger which are subject to Spanish Non-Resident Income Tax.

5.4.2 The Netherlands

The Merger is considered to take place for valid business reasons and not for tax reasons. Consequently, Dutch tax resident Ferrovial shareholders should not have to recognise any capital gain for Dutch personal income tax (*inkomstenbelasting*) or Dutch corporate income tax (*vennootschapsbelasting*) purposes upon the Merger and the FISE Shares allocated to such shareholder in the Merger will have the same tax book value as the tax book value of the Ferrovial Shares held directly prior to the Merger.

6. INFORMATION SPECIFICALLY ADDRESSED TO EMPLOYEES

Pursuant to article 33 LME, this section sets out the main implications of the Merger for Ferrovial's and FISE's employees. Specifically:

- (A) *Implications of the Merger for employment relationships, as well as measures for safeguarding those relationships*

The Merger will not have any direct effects on the Merging Companies' employees. They will continue to be employed under the same terms and conditions after the Merger Effective Time. Moreover, employment measures are not envisaged as a consequence of the Merger.

The main employment effect of the Merger is that Ferrovial's employees will become employees of FISE's Spanish Branch Office at the Merger Effective Time, automatically and by operation of article 44 SW. Therefore, it will not be necessary to implement any measures for safeguarding employment relationships.

Notwithstanding the above, after the Merger Effective Time some of Ferrovial's employees may voluntarily relocate to the Netherlands. Similarly, it is possible that another group of Ferrovial's employees transfer and become employed by other operative subsidiaries of the Ferrovial Group in Spain. In both cases, these would be voluntary transfers, carried out respecting the employees' consolidated rights and their employment terms and conditions.

(B) *Material changes to the applicable conditions of employment or to the location of the Merging Companies' places of business*

The terms and conditions of employment of the Merging Companies' workforces will remain the same after the Merger. Their places of business will also remain the same, except for those employees of Ferrovial who voluntarily relocate to the Netherlands or transfer and become employed by other operative subsidiaries of the Ferrovial Group in Spain.

After the Merger Effective Time, the main place of business of the company resulting from the Merger will be the Netherlands, without prejudice of those activities of Ferrovial that are continued by FISE's Spanish Branch Office.

(C) *How the factors set out in points (A) and (B) affect any subsidiaries of the Merging Companies*

The factors set out in points (A) and (B) will not have any effects on the subsidiaries of the Merging Companies. The sole exception is that, as explained above, it is likely that after the Merger Effective Time some of Ferrovial's employees voluntarily relocate to subsidiaries of the Ferrovial Group in the Netherlands and Spain.

7. REPERCUSSIONS OF THE MERGER ON THE CREDITORS

7.1 GENERAL

Upon completion of the Merger, Ferrovial will be dissolved without going into liquidation by transferring *en bloc* all its assets, liabilities and other legal relationships to FISE, which will in turn acquire, by universal succession (*in universum ius*), all such assets, liabilities and other legal relationships. The legal relationships of Ferrovial, including those assumed towards its creditors, will remain in force, although the holder or the corresponding obligations will have changed to FISE by operation of law.

The obligations assumed by FISE towards its creditors prior to the Merger will be unaffected by the Merger.

7.2 NO ADDITIONAL GUARANTEES

As indicated in section 7.2 of the Common Draft Terms, no guarantees or other particular measures in favour of the creditors of Ferrovial or FISE are proposed in the context of the Merger, except as provided for in the applicable law in respect of the opposition right.

7.3 OPPOSITION RIGHT

Creditors of the Merging Companies will have the right to oppose the Merger subject to the terms provided for in the applicable law. In particular:

(i) *FISE's creditors' opposition right*

Creditors of FISE may exercise their opposition rights *vis-à-vis* FISE on the terms and subject to the conditions provided for in section 2:316 DCC.

Section 2:316 DCC, as currently enacted, provides, *inter alia*, that the creditors' opposition right may be exercised within one month of the announcement that the common draft terms of a cross-border merger have been deposited or disclosed for public inspection.

(ii) *Ferrovial's creditors' opposition right*

Creditors of Ferrovial may exercise their opposition right *vis-à-vis* Ferrovial on the terms and subject to the conditions provided for in article 44 LME.

Article 44 LME, as currently enacted, provides, *inter alia*, that the creditors' opposition right may be exercised within one month of the date on which the last announcement that the merger has been approved by the relevant general shareholders' meeting is published.

8. DIRECTIVE 2019/2121

As at the date of this Report, Directive (EU) 2019/2121 of the European Parliament and of the Council of 27 November 2019, amending Directive (EU) 2017/1132 as regards cross-border conversions, mergers and divisions (the "**Directive 2019/2121**") is pending transposition in both Spain and the Netherlands.

In Spain, a draft bill (*anteproyecto de ley*) has been published to approve a new law on structural modifications of business corporations that would serve to transpose Directive 2019/2121 into Spanish law. As the relevant legal procedure to approve the law is ongoing and the draft bill might experience several changes, it is not currently possible to determine precisely the impact, if any, that the new law may have on the Merger.

In the Netherlands, a draft bill to approve certain amendments to the DCC that would serve to transpose Directive 2019/2121 into Dutch law has been published. Currently, there is no certainty on when and in what form this draft bill would ultimately be enacted, and whether enactment of the draft bill would impact the Merger.

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This Report has been prepared and approved by the board of directors of Ferrovial in accordance with article 33 LME in relation to the Merger.

Madrid, on 28 February 2023

ANNEX 5.2

Comparison of governance

The table below summarises the main elements of the current governance of Ferrovial and the governance of FISE following implementation of the Merger.

The summary as set forth herein is qualified in its entirety by reference to: (a) the full text of the articles of association of FISE as they will read upon completion of the Merger; (b) the full text of the articles of association of Ferrovial currently in force; and (c) the provisions of Dutch and Spanish law applicable to FISE and Ferrovial, respectively, as at the date of the Report; and (d) the Common Draft Terms of the Merger, formulated and approved by the Boards.

The current articles of association of Ferrovial are available on its corporate website, along with the regulations of the general shareholders' meeting and the regulations of the board of directors (www.ferrovial.com).

The proposed articles of association of FISE are available on Ferrovial's corporate website, attached to the Common Draft Terms of the Merger.

This summary does not constitute legal advice and should not be regarded as such, and the contents set out below are provided for informative purposes only. Capitalised terms used but not defined herein have the meaning ascribed to them in the Report to which this document is a Schedule.

Ferrovial		FISE
GENERAL		
Jurisdiction, corporate seat		
Ferrovial is a public limited liability company (<i>sociedad anónima</i>) incorporated and existing under the laws of the Kingdom of Spain with its corporate seat in Madrid, Spain.		FISE is a European company (<i>Societas Europaea</i>) under the laws of the Netherlands with its corporate seat in Amsterdam, the Netherlands.
Place of effective management		
Ferrovial's place of effective management is in Spain.		FISE's place of effective management will be in the Netherlands.

Ferrovial		FISE
Listing - trading venues		
Ferrovial Shares are listed on the Spanish Stock Exchanges.		At or shortly following the Merger Effective Time, FISE Shares will be listed and admitted to trading on Euronext Amsterdam and the Spanish Stock Exchanges. FISE will apply at a later time for admission to listing and trading on one of the United States of America stock markets.
Corporate Bodies		
The corporate bodies of Ferrovial are the general shareholders' meeting, the board of directors and the delegated bodies thereof.		The corporate bodies of FISE will be the general meeting, the board of directors and the delegated bodies thereof.
The board of directors has delegated all of its powers to the executive committee, the Executive Chairman and the Chief Executive Officer (save for those that cannot be delegated in accordance with the law or Ferrovial's articles of association).		Pursuant to Dutch law and the articles of association, the board of directors may allocate its duties among its directors. Directors may validly adopt resolutions on behalf of the board of directors on matters allocated to them. The board of directors will allocate all its duties to the chairman and the Chief Executive Officer (acting individually) and will also allocate all its duties to the executive committee (consisting of directors only). In each case, such allocations are made subject to applicable law, the articles of association and the board rules.
Within the board of directors there are two advisory committees: the audit and control committee and the nomination and remuneration committee.		Within the board of directors there will be two advisory committees: the audit and control committee and the nomination and remuneration committee.
SHARES AND CAPITAL		
Share capital		
Ferrovial has an issued share capital of EUR 145,488,652.20, which consists of 727,443,261 Ferrovial Shares, each with a nominal value of EUR 0.20. All issued Ferrovial Shares are represented by accounting entries (<i>anotaciones en cuenta</i>) and are completely paid up.		FISE's authorised share capital will be set out in its articles of association and will amount to EUR 30,000,000 representing 3,000,000,000 FISE Shares with a nominal value of EUR 0.01 each.

Ferrovial		FISE
<p>Spanish law does not have a concept equivalent to that of authorised capital within the meaning of Dutch law.</p>		<p>Upon the Merger Effective Time, FISE's issued share capital will consist of a number of FISE Shares equal to the number of Ferrovial Shares in the share capital of Ferrovial immediately prior to the Merger Effective Time. FISE's issued share capital may change over time provided that it cannot be greater than the authorised share capital or lower than one-fifth thereof.</p>
Issuance of shares		
<p>The issuance of Ferrovial Shares must be approved by the general shareholders' meeting, and the general shareholders' meeting can authorise the board of directors to determine the main terms of the share issue, within the terms established by the law and the corresponding general shareholders' meeting resolution.</p>		<p>FISE Shares can be issued and rights to subscribe for FISE Shares can be granted pursuant to a resolution of the board of directors if and insofar as the board of directors has been authorised by the general meeting to do so. Alternatively, if and insofar as the board of directors has not been so authorised, the general meeting may resolve to issue and grant rights to subscribe for FISE Shares upon a proposal thereto by the board of directors.</p>
<p>Pursuant to Ferrovial's articles of association and the resolutions passed by the general shareholders' meeting of Ferrovial from time to time, the board of directors is authorised to increase Ferrovial's share capital up to a specific amount, at the time and in the amount it decides within the limitations established by law.</p>		<p>The board of directors will, for a period of eighteen months from the Merger Effective Time, be authorised to issue FISE Shares, or grant rights to subscribe for FISE Shares, for up to 10% of FISE's issued share capital.</p>
Pre-emptive rights		
<p>Ferrovial's existing shareholders have pre-emptive rights to subscribe, in proportion to the nominal value of the shares they hold, for any new shares issued against monetary contributions.</p> <p>Existing shareholders do not hold such pre-emptive rights when the share issue is a consequence of: (i) non-cash contributions; (ii) the capitalisation of credit rights (debt-for-equity swaps); (iii) the conversion of convertible bonds (<i>obligaciones convertibles</i>) into shares; (iv) the takeover of another company or part of another company as a result of a spin-off; or (v) a tender offer launched by Ferrovial for which the consideration consists, in whole or in part, of equity instruments to be issued by Ferrovial.</p>		<p>Upon an issue of FISE Shares or granting of rights to subscribe for FISE Shares, each shareholder has a pre-emptive right proportional to its shareholding, unless (i) such FISE Shares are issued to employees, against a contribution in kind or pursuant to the exercise of a previously acquired right to subscribe for FISE Shares or (ii) such pre-emptive rights are limited or excluded.</p>

Ferrovial		FISE
<p>In accordance with Spanish law and Ferrovial's articles of association, the general shareholders' meeting and the board of directors, if and insofar as authorised to do so by the general shareholders' meeting, have the authority to limit or exclude pre-emptive rights on the grounds of Ferrovial's corporate interest.</p>		<p>The board of directors, if and insofar as authorised to do so by the general meeting, has the authority to limit or exclude pre-emptive rights. Alternatively, if and insofar as the board of directors has not been so authorised, the general meeting may resolve to limit or exclude pre-emptive rights upon a proposal thereto by the board of directors.</p>
<p>Under Spanish law, a resolution of the general shareholders' meeting to restrict or exclude pre-emptive rights or to designate the board of directors as the body authorised to do so requires a majority of: (i) more than half of the votes cast if more than 50% of the share capital is represented at the meeting; (ii) at least two-thirds of the votes cast if 25-50% of the share capital is represented at the meeting on the second call.</p>		<p>A resolution of the general meeting to restrict or exclude pre-emptive rights or to designate the board of directors as the body authorised to do so requires a majority of at least two-thirds of the votes cast if less than one-half of the issued share capital is represented at the meeting. Otherwise, the resolution can be adopted by a majority of votes cast.</p>
<p>The general shareholders' meeting held on 5 April 2019 authorized the board of directors, under item nine of its agenda, for a period of five years (i.e. until April 2024), to issue shares limiting or excluding pre-emptive rights for a maximum amount equal to 20% of Ferrovial's share capital.</p>		<p>The board of directors will, for a period of eighteen months from the Merger Effective Time, be authorised to limit or exclude pre-emptive rights in respect of share issuances for up to 10% of FISE's issued share capital.</p>
<p>Ferrovial's shareholders may exercise their pre-emptive rights within the period of time established by the board of directors, which cannot be less than 14 days.</p>		<p>FISE's shareholders may exercise their pre-emptive rights in the manner and within the period of time established by the corporate body resolving on the issue of shares. Pursuant to Dutch law, the period of time cannot be less than two weeks.</p>
<p>Also, holders of shares have the right of free allotment (<i>derecho de asignación gratuita</i>) in the event of capital increase against reserves, such as the ones agreed by the general shareholders' meeting in the context of Ferrovial's flexible dividend program.</p>		<p>The corporate body resolving on the issue of FISE Shares may determine that such FISE Shares are paid up from freely distributable reserves or other reserves suitable for conversion into share capital under Dutch law.</p>
Acquisition of own shares		
<p>Ferrovial may acquire Ferrovial Shares, subject to certain restrictions and exceptions under Spanish law, up to 10% of Ferrovial's share capital.</p>		<p>FISE may, subject to certain restrictions of Dutch law and the articles of association, acquire FISE Shares.</p>

Ferrovial		FISE
<p>The acquisition of Ferrovial Shares must be authorised by the general shareholders' meeting, save for those cases of free acquisition established by the law.</p>		<p>An acquisition, other than by operation of law (<i>onder algemene titel</i>), of FISE Shares for consideration must be authorised by the general meeting.</p>
<p>The acquisition of Ferrovial Shares aimed at transferring those shares to employees or directors of Ferrovial, or as a result of the exercise of option rights held by them, must be authorised by the general shareholders' meeting. The corresponding resolution passed by the general shareholders' meeting must state that the authorisation is granted for such purposes.</p>		<p>No authorisation is required if FISE Shares are acquired by FISE with the intention of transferring such FISE Shares to employees under any applicable equity plan, provided that such shares are quoted on an official list of a stock exchange.</p>
<p>The board of directors was authorised by the general shareholders' meeting held on 7 April 2022, under item thirteen on the agenda, to acquire Ferrovial Shares. The acquisition of such shares is subject to certain limitations under applicable law and other limits and requirements determined by that general shareholders' meeting, which include, <i>inter alia</i>, the following: (i) the maximum nominal value of the shares of Ferrovial to be acquired, together with those already held by Ferrovial and any of its subsidiaries, cannot exceed 10% of the share capital of Ferrovial; and (ii) the minimum acquisition price of the shares shall be 75% of their quoted market price on the date of acquisition, and the maximum acquisition price shall be 125% of their quoted market price on the same date.</p>		<p>The board of directors will, for a period of eighteen months from the Merger Effective Time, be authorised to resolve on the acquisition of FISE Shares provided that FISE and its subsidiaries do not hold more than 10% of FISE's issued share capital, and against a price of up to 125% of their quoted price on a market on which FISE Shares are listed, as determined by the board of directors, on the date of repurchase.</p>
<p>Treasury shares held directly or indirectly lack voting rights and are computed as part of the share capital for the purpose of determining the proportions required to hold a meeting and adopt resolutions at the general meeting. Treasury shares directly held lack economic rights (e.g. the right to receive dividends and other distributions and liquidation rights).</p>		<p>FISE and its subsidiaries may not cast votes on FISE Shares held by them nor will such shares be counted for the purpose of calculating a voting quorum.</p> <p>When determining the allocation of an amount to be distributed, FISE Shares held by FISE in its capital are not taken into account.</p> <p>Usufructuaries or pledgees of FISE Shares belonging to FISE or any of its subsidiaries are not excluded from voting if the right of usufruct or the right of pledge was created before such FISE Share was held by FISE or any of its subsidiaries. FISE and its subsidiaries may not cast a vote in respect of a FISE Share over which they hold a right of usufruct or a right of pledge.</p>

Ferrovial		FISE
Reduction of share capital		
<p>The reduction of the share capital of Ferrovial requires the approval of the general shareholders' meeting.</p> <p>A capital reduction may be carried out by lowering the nominal share value, redeeming existing shares or grouping shares to exchange them and, in those cases, the reduction of share capital might be aimed at returning contributions to shareholders, waiving any outstanding obligation to make a contribution, creating or increasing voluntary or legal reserves, or restoring the balance between share capital and net worth reduced as a result of losses.</p>		<p>The general meeting may, at the proposal of the board of directors, resolve to reduce the issued share capital by lowering the nominal value of the FISE Shares or cancelling FISE Shares held in treasury.</p> <p>A resolution to cancel FISE Shares can only relate to those held by FISE itself or all FISE Shares of a particular class.</p>
<p>When capital is reduced by returning contributions, (i) payment to shareholders can be made, either entirely or partially, in kind, in accordance with Ferrovial's articles of association and (ii) creditors would have a one-month opposition right, except in certain circumstances.</p>		<p>Share capital reductions may be implemented either with repayment to shareholders, or without repayment to shareholders. Creditors have an opposition right of two months in the event of a reduction of share capital.</p>
<p>The resolution requires special quorum and majorities. Please refer to section "<i>Majorities for the adoption of resolutions</i>" below.</p>		<p>The resolution requires a majority of at least two-thirds of the votes cast if less than one-half of the issued share capital is represented at the meeting.</p>
<p>The board of directors of Ferrovial is authorised to implement a share capital reduction through the redemption of Ferrovial Shares, pursuant to the resolutions passed by the general shareholders' meeting from time to time, within the framework of the shareholders' flexible remuneration schemes.</p>		<p>The general meeting will resolve to cancel FISE Shares at such times and in such number as the board of directors, within a period of eighteen months following the Merger Effective Time, may determine. Such cancellation may be effected by the board of directors in one or more tranches.</p>
Transfer of shares		
<p>Ferrovial Shares and the economic rights attached thereto, including pre-emptive subscription rights, are transferable by all legally admissible means.</p> <p>The entities participating in Iberclear shall register the transfer of Ferrovial Shares by book entry registration. The transfer shall be enforceable against third parties as soon as the corresponding entries have been made.</p>		<p>The transfer of FISE Shares or the establishment of a right in rem over such shares requires a deed and, save when FISE is a party to the deed or in certain exceptions provided for by Dutch law, written acknowledgement by FISE of the transfer or the establishment.</p> <p>For as long as FISE Shares are listed on a regulated foreign stock exchange, the board of directors may resolve, with due observation of applicable statutory provisions, (i) that</p>

Ferrovial		FISE
		the above does not apply to the shares that are registered in the part of the shareholders register which is kept outside the Netherlands by a registrar appointed by the board of directors for the purpose of the listing on that foreign stock exchange, and (ii) that the property law aspects of such shares will be governed by the law of the state of establishment of that stock exchange or by the law of the state in which deliveries and other legal acts under property law relating to the shares can or must be made with the consent of that stock exchange.
MANAGEMENT AND SUPERVISION		
Board of directors structure – general		
Ferrovial has a one-tier board.		FISE will have a one-tier board.
Types of directors: (i) executive directors; (ii) non-executive or external directors; (iii) proprietary directors; (iv) independent directors. Pursuant to Ferrovial's articles of association, the number of external or non-executive directors must be a majority. In any event, independent directors shall amount to at least one-third of the directors.		The board of directors will comprise both executive directors and non-executive directors. Pursuant to the articles of association, the majority of the board of directors must consist of non-executive directors.
The board of directors has designated as chairman an executive, proprietary director. Therefore, the non-executive or external directors are coordinated by a lead director (<i>consejero coordinador</i>), in accordance with Spanish law.		The board of directors designates its chairman from among the directors. In case the chairman is not an independent non-executive director, the board of directors will designate an independent non-executive director as lead director.
The regulation of the board of directors' structure and functioning is contained in Ferrovial's articles of association and Ferrovial's regulations of the board of directors. The general shareholders' meeting must be informed of the amendments of the latter. Ferrovial's board rules are available on its corporate website.		The board of directors may adopt regulations governing its internal proceedings in writing. FISE's board rules will be made available on the website.

Ferrovial		FISE
Number of directors		
<p>The board of directors shall propose to the general shareholders' meeting the number of directors within the limits provided by the articles of association: five to fifteen members, who must be natural persons.</p> <p>On the date hereof, the board of directors of Ferrovial is composed of twelve members as resolved at the general shareholders' meeting held on 1 April 2011.</p>		<p>The board of directors must consist of one or more executive directors and two or more non-executive directors.</p> <p>The board of directors determines the exact number of directors, provided that the number of directors must be at least three and cannot exceed twelve.</p> <p>Immediately following the Merger Effective Time, the board of directors is envisaged to consist of two executive directors and ten non-executive directors, of whom nine qualify as independent non-executive directors.</p>
Appointment of directors		
<p>Directors are appointed by the general shareholders' meeting, except in the case of co-optation.</p>		<p>Directors are appointed by the general meeting pursuant to a nomination thereto by the board of directors.</p>
Appointment of directors – co-optation		
<p>Should the board of directors be composed of a number of members below the one resolved upon by the general shareholders' meeting due to vacancies, then the remaining directors may designate the person or persons who are to fill such positions until the next general shareholders' meeting is held (the so-called co-optation –<i>cooptación</i>–). Directors appointed through co-optation need not be shareholders.</p> <p>Aside from the provision of vacancies through co-optation and proportional representation (referred to below), the board of directors as a whole is entitled, pursuant to Spanish law to self-regulate its own functioning, in the absence or inability of an executive director.</p>		<p>If the seat of an executive director is vacant or in case an executive director is unable to act, the remaining executive director or executive directors shall temporarily be entrusted with the tasks and duties of that executive director. In addition, the board of directors may designate a temporary replacement.</p> <p>If there are no executive directors in office and able to act, the non-executive directors may decide that they are entrusted with the tasks and duties of the executive directors, notwithstanding that the board of directors may provide for a temporary replacement.</p> <p>If the seat of a non-executive director is vacant or in case a non-executive director is unable to act, the remaining non-executive director or non-executive directors shall temporarily be entrusted with the tasks and duties of that non-executive director. In addition, the board of directors is authorised to designate a temporary replacement.</p> <p>If there are no non-executive directors in office and able to act, the general meeting will be authorised to temporarily entrust the tasks and duties of the non-executive directors</p>

Ferrovial		FISE
		<p>to one or more temporary replacements. If all non-executive director seats on the board of directors are vacant, such temporary replacements shall as soon as possible take the necessary measures to make definitive arrangements.</p> <p>In all cases, a temporary replacement serves until the earlier of the moment on which the seat in the board of directors for which he serves as temporary replacement is again occupied by a director able to act and the end of the annual general meeting following his designation.</p>
Appointment of directors – proportional representation right		
<p>Ferrovial shareholders are entitled to appoint a number of directors proportional to the voting rights they hold (either individually or by pooling their voting shares) (<i>derecho de representación proporcional</i>). However, the exercise of this right is subject to the existence of vacancies in the board of directors.</p>		<p>Shareholders do not have a right of proportional representation of shareholders on the board of directors.</p>
Term of office		
<p>Ferrovial's directors are elected to serve for a term of three years, and may be re-elected to serve for an unlimited number of terms of the same duration (bearing in mind that independent directors serving as such for more than twelve consecutive years may no longer be considered as independent).</p>		<p>Each director will be appointed or reappointed for a term set out in the nomination.</p> <p>Notwithstanding the foregoing, the term of appointment of a director shall not exceed the end of the annual general meeting held in the third calendar year following the year of appointment.</p>
Powers and duties of the directors – general		
<p>Spanish law provides that the board of directors is responsible for the management, administration and representation (through the board of directors or individually through each authorized director) of a company in respect of all matters comprised within the objects clause and for establishing the companies' policies and strategies, subject to the provisions of the articles of association and except for those matters expressly reserved to the general shareholders' meeting.</p> <p>Ferrovial may be represented by the board of directors, the executive committee or by each executive director acting individually.</p>		<p>Dutch law provides that the board of directors is responsible for the management of a company, which includes in any case guiding the company's strategy and policy.</p> <p>FISE can be represented by its board of directors or each executive director acting individually.</p>

Ferrovial		FISE
<p>The board of directors is authorised to, <i>inter alia</i>, change the registered address, reduce the share capital if shareholders exercise their right of withdrawal, resolve on matters delegated by the general shareholders' meeting to the extent permitted by law, and to resolve on any other matter expressly attributed by the law or Ferrovia's articles of association to the board of directors.</p>		<p>The board of directors is authorised to, <i>inter alia</i>, change the registered address, resolve on matters delegated by the general meeting to the extent permitted by law, and to resolve on any other matter attributed by the law or FISE's articles of association to the board of directors.</p>
<p>The Chief Executive Officer is solely authorised to represent Ferrovia on those matters that have been delegated by the board of directors, to the extent permitted by the law.</p>		<p>The board of directors as well as each executive director acting individually may represent FISE.</p>
Conflicts of interest		
<p>Directors are required to avoid situations which could give rise to a conflict between their duties to the company and their private or other interests, unless they have obtained the prior company's consent.</p>		<p>A director may not participate in the adoption of resolutions (including deliberations in respect of these) if such director has a direct or indirect personal interest conflicting with the interests of FISE.</p>
<p>Each member of the board of directors is required to report to the board of directors any circumstances that may give rise to a direct or indirect conflict of interest with the company.</p>		<p>An executive director must, without delay, report any potential conflict of interest that is material to FISE or such executive director to the other executive directors and the lead director or, if the chairman is an independent director, the chairman. The executive director must provide all relevant information on this subject in accordance with Dutch law.</p> <p>A non-executive director must, without delay, report any potential conflict of interest that is material to FISE or such non-executive director to the lead director or, if the chairman is an independent director, the chairman. In case it concerns the lead director or, if the chairman is an independent director, the chairman, such report must be made to the vice-chairman. The non-executive director must provide all relevant information on this subject in accordance with Dutch law.</p>
<p>Transactions (i) between Ferrovia (or its subsidiaries) and its directors; or (ii) between Ferrovia and legal entities or persons who hold at least ten per cent of the voting rights in Ferrovia or who are represented on the board of directors may only be entered into if previously authorized by:</p> <p>(i) the board of directors; or</p>		<p>Transactions (i) in respect of which the board of directors has found one or more directors to have a conflict of interest or (ii) between FISE and with legal entities or persons who hold at least ten per cent of the shares in FISE:</p>

Ferrovial		FISE
<p>(ii) the general shareholders' meeting if the amount or value of the transaction is equal to or exceeds 10% of the total assets of Ferrovial according to the last consolidated balance sheet approved by the general shareholders' meeting.</p> <p>All of the above authorizations are subject to the issuance of a prior report by the audit and control committee.</p> <p>However, in certain circumstances, the approval of the transactions referred to in (i) above may be delegated by the board of directors, in which case there is no requirement for the audit and control committee to issue the abovementioned report.</p> <p>All conflicts of interest involving directors will be disclosed in the financial statements.</p>		<p>(i) may only be entered into if FISE enters into the transaction on terms that are customary in the market and in compliance with the law of the relevant jurisdiction; and</p> <p>(ii) require the approval of the board of directors if the transaction is of material significance to FISE or to the relevant director.</p> <p>Resolutions as referred to above will be published in FISE's management report.</p>
Diversity of the board of directors		
<p>Pursuant to Spain's Code of Corporate Governance of listed companies, it is recommended (not required) that at least 40% of the directors are women by the year 2022. At Ferrovial, the current proportion is approximately 33.3%.</p>		<p>Subject to such exceptions as provided for in Dutch law, Dutch listed companies with a listing on Euronext Amsterdam, such as FISE, must comply with a quota of at least one-third for both women and men in the role of non-executive directors. The quota applies to new appointments, meaning companies can reappoint a non-executive director without complying with the one-third quota in respect of such re-appointment, but only where this happens within eight years after the year of the non-executive director's first appointment.</p>
Suspension and removal of directors		
<p>Directors may generally be removed when it has been so decided at the general shareholders' meeting, even if it was not included on the agenda and even if it is without cause.</p>		<p>Each director can be removed from office by the general meeting.</p>
<p>The concept of suspension of directors is alien to Spanish law.</p>		<p>Each director can be suspended by the general meeting. Such a suspension may be discontinued by the general meeting at any time.</p> <p>The board of directors may suspend an executive director at any time. Such a suspension may be discontinued by the board of directors or the general meeting at any time.</p>

Ferrovial		FISE
		<p>A suspension may be extended one or more times, but the total duration of the suspension may not exceed three months. If at the end of that period no decision has been taken on termination of the suspension or on dismissal, the suspension ends.</p>
Reflection period		
<p>The concept of reflection period is alien to Spanish law.</p>		<p>Pursuant to Dutch law, the board of directors may invoke a reflection period (<i>wettelijke bedenktijd</i>) with a maximum of 250 days in the case of shareholders proposing agenda items for the general meeting for the election, suspension or removal of one or more directors or an amendment of the articles of association relating to such matters or in case of a public offer that is not supported by FISE.</p> <p>During such reflection period, the general meeting will not be able to vote on the aforementioned proposals. During the reflection period, the board of directors must obtain all information necessary for careful policy-making in connection with the shareholders' requests.</p> <p>Shareholders who under Dutch law have the right to put items on the agenda of the general meeting may request the Dutch Enterprise Chamber (<i>Ondernemingskamer</i>) to terminate the reflection period for such reasons as set out in Dutch law.</p> <p>The board of directors can voluntarily terminate the reflection period at any time.</p>
Remuneration of directors		
<p>The remuneration of each director acting as such and of executive directors is established by the board of directors within the legal framework and the remuneration policy in force from time to time, with the prior report of the nomination and remuneration committee.</p> <p>The remuneration policy establishes, <i>inter alia</i>: (i) the maximum global amount to be paid to directors for the exercise of their duties as such; (ii) the criteria for the allocation of such maximum global amount to the directors; and (iii) the amounts to be paid to the executive directors for the rendering of management services.</p>		<p>The remuneration and other terms of service for executive directors is determined by the board of directors with due observance of the remuneration policy adopted by the general meeting at the proposal of the board of directors.</p> <p>The remuneration of non-executive directors is determined by the board of directors with due observance of the remuneration policy adopted by the general meeting at the proposal by the board of directors.</p> <p>Executive directors may not participate in the deliberations and decision-making process of the board of directors in determining the remuneration and other terms of service for executive directors.</p>

Ferrovial		FISE
		In exceptional circumstances FISE may deviate from the remuneration policy.
Proposals for new director remuneration policies must be submitted to the general shareholders' meeting prior to the end of the last financial year in which the previous policy was applied, and the general shareholders' meeting may determine that the new policy shall apply from the date of approval and for the following three financial years. The remuneration policy must be submitted to the general shareholders' meeting at least every three years. The resolution to adopt a remuneration policy requires a majority of the votes cast. If the proposal is not adopted, the existing remuneration policy will continue to apply and a new proposal must be made to the general shareholders' meeting.		The remuneration policy needs to be re-submitted to the general meeting if more than four years have lapsed since the most recent policy was adopted. The resolution to adopt a remuneration policy requires a majority of the votes cast. If the proposal is not adopted, the existing remuneration policy will continue to apply and a new proposal must be made to the general meeting.
A remuneration report must be submitted to a non-binding advisory separate vote of the general shareholders' meeting annually. Please refer to section " <i>Regular Disclosure obligations</i> " below.		A remuneration report must be submitted to a non-binding advisory vote of the general meeting annually. Please refer to the section " <i>Regular disclosure obligations</i> " below.
Liability of directors		
Directors are liable to the company, the shareholders and the creditors for any actions or omissions that are unlawful or contravene the articles of association and for failure to perform their statutory and fiduciary duties diligently. Subsequent ratification or approval by the general shareholders' meeting of any such act or omission (detrimental to the company) does not forego directors' liability.		Each director shall be responsible towards FISE for the proper performance of his duties. All duties not allotted to one or more other directors by or pursuant to the law or the articles of association shall form part of the director's duties. Directors may be liable towards the company for improper management.
Pursuant to Spanish law, liability of the directors is joint and several, except to the extent any director can demonstrate that he or she did not participate in the decision-making process related to the relevant act or omission, was unaware of its existence or if being aware of it, he or she used his or her best efforts to mitigate any damages to the company or if he or she, at least, expressly opposed to such act or omission.		Each director shall be responsible for the general course of affairs. He shall be wholly liable for improper management, unless no serious reproach can be made against him, having regard to the duties allocated to others, and he was not negligent in acting to prevent the consequences of improper management.
The liability action against directors shall be brought by the company pursuant to a decision of the general shareholders' meeting, which may be adopted at the request		Please refer to section " <i>Shareholder suits</i> ".

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<p>of any shareholder even if not included on the agenda. Please refer to section “Shareholder suits”.</p> <p>The general shareholders’ meeting may settle or waive such action at any time, unless shareholders representing 3% of the share capital oppose to such settlement or waiver.</p> <p>The decision to bring an action or reach a settlement shall entail the removal of the relevant directors. The approval of the financial statements shall not preclude action for liability nor constitute a waiver of the action agreed to brought.</p>		
GENERAL MEETING OF SHAREHOLDERS		
Ordinary and extraordinary general shareholders’ meeting matters		
<p>Pursuant to Spanish law, in an ordinary general shareholders’ meeting the following matters must be resolved on: (i) the approval of the management of the company carried out by the board of directors during the previous financial year; (ii) the approval of the financial statements corresponding to the previous financial year; and (iii) the allocation of the previous financial year’s income or loss.</p> <p>Any other matters reserved to shareholders may be discussed and resolved on at either an ordinary or an extraordinary general shareholders’ meetings.</p> <p>Some resolutions (the dismissal of directors and the decision to bring liability action against directors of the company) may be passed without being included in the agenda in advance.</p>		<p>Dutch law does not provide that certain resolutions can only be adopted at an annual general meeting or at an extraordinary general meeting.</p> <p>In practice, among other matters, the following matters are addressed at the annual general meeting: (i) the adoption of the annual report (ii) discharge of directors from liability for their services rendered, (iii) (re-)appointment of directors in case of vacancies and (iv) a non-binding advisory vote on the remuneration report.</p> <p>Items not timely included on the agenda for a general meeting can only be resolved on with a unanimous vote in a general meeting where the entire share capital is present or represented.</p>
Call to convene		
<p>The ordinary general shareholders’ meeting must be held within the first six months of each financial year. The annual general shareholders’ meeting shall be valid even if called or held after this term has expired.</p> <p>Any general shareholders’ meeting different from the ordinary general shareholders’ meeting shall be considered extraordinary.</p>		<p>The annual general meeting must be held within six months of the end of the financial year.</p>

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<p>Extraordinary general shareholders' meetings may be held as often as the board of directors deems appropriate in the interest of Ferrovial or whenever required by the law or Ferrovial's articles of association.</p>		<p>Extraordinary general meetings may be held as often as the board of directors deems desirable.</p>
<p>One or more shareholders who solely or jointly represent at least the percentage of the issued share capital as required by Spanish law (currently, 3%) may request that a general shareholders' meeting be convened, indicating the agenda. In this case, the general shareholders' meeting shall be held within two months from the date on which the request to the directors to call the meeting was received by notarial service of notice.</p>		<p>One or more shareholders who solely or jointly represent at least the percentage of the issued share capital as required by Dutch law (currently, 10%) may request that a general meeting be convened.</p>
<p>If the general shareholders' meeting is not called within the mandatory period or upon the corresponding request to the board of directors, then the competent court or the Commercial Registry of Ferrovial's registered office can do so at the request of Ferrovial shareholders holding at least 3% of Ferrovial's share capital (or, in the case of meetings not held within the mandatory period, at the request of any shareholder) and after hearing the directors.</p>		<p>If the board of directors fails to take the measures necessary to allow the general meeting to be held within the statutory term after the request, the requesting persons with meeting rights may, subject to applicable law, seek authorisation by a court in preliminary relief proceedings to convene a general meeting.</p>
<p>The notice to call both ordinary and extraordinary general shareholders' meetings shall be published at least one month before the date scheduled for the meeting.</p> <p>Extraordinary general shareholders' meetings may be called at least fifteen days in advance provided Ferrovial offers all shareholders the possibility of voting by electronic means accessible to all shareholders. The shortening of the notice period shall require an express resolution adopted at an ordinary general shareholders' meeting by at least two-thirds of the share capital with voting rights, which may not be valid beyond the date of the next such meeting.</p>		<p>The notice to a general meeting must be given by at least such number of days prior to the day of the meeting as required by Dutch law, which is currently 42 days.</p>
<p>The call notice shall state the date, place and time of the meeting on first call and the capacity of the person or persons making the announcement, the manner in which the general shareholders' meeting is to be held, matters to be resolved upon –as proposed by the board of directors–, the Record Date (as defined below), the place where shareholders can obtain the informative documents and the proposed resolutions and a reference to the corporate website where all such information will</p>		<p>The notice convening a general meeting is issued by an announcement, which is published electronically and which is directly and permanently available until the time of the general meeting. The notice must state the subjects to be dealt with, the time and place (where applicable) of the meeting, the record date, the manner in which persons entitled to attend the general meeting may register and exercise their rights, the time on which registration for the meeting must have occurred ultimately, as well as the place</p>

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<p>be made available. It shall also refer to the procedures that the company's shareholders must follow to participate in and vote, as well as to request information and to file new proposals.</p> <p>The announcement may also state the date on which, if appropriate, the general shareholders' meeting will meet on second call. Between the first and second call twenty-four hours at least must elapse. To the extent possible, shareholders shall be advised of the greater likelihood of the meeting being held either on first or second call.</p>		<p>where the meeting documents may be obtained, and such other information as may be required by Dutch law.</p>
<p>The notice to call the general shareholders' meeting must be published, at least, on: (i) the Official Gazette of the Commercial Registry (<i>Boletín Oficial del Registro Mercantil</i>) or one of the most widely circulated newspapers in Spain; (ii) the Spanish National Securities Markets Commission (<i>Comisión Nacional del Mercado de Valores</i>, "CNMV") website; and (iii) Ferrovial's corporate website.</p>		<p>Notices for a general meeting, and such other materials as required under Dutch law, will be published electronically and be posted on FISE's corporate website.</p>
Supplemental call to convene; reasoned motions		
<p>Shareholders representing at least 3% of the share capital may request that a supplement be published in addition to the call of an ordinary general shareholders' meeting, whereby one or more items are requested to be included on the agenda, provided that such new items are accompanied by a justification or, where appropriate, a reasoned motion. Exercise of this right shall be made by certified notice served at the registered office of the Company within five days following publication of the call. The supplemental document to the call of the meeting shall be published at least 15 days prior to the date scheduled for the general shareholders' meeting. Failure to publish the supplemental document to the call within the term established shall render the general shareholders' meeting null and void.</p>		<p>Subject to applicable law, one or more shareholders who solely or jointly represent at least the percentage of the issued share capital as required by Dutch law (currently, 3%) may request that an item is added to the agenda in accordance with Dutch law and the articles of association. Such requests must be received at least 60 days before the day of the general meeting.</p>
<p>Shareholders representing at 3% of the share capital may, within the same period provided above, submit reasoned motions on items that are already on the agenda or which ought to be on the agenda for the scheduled meeting.</p>		<p>No similar concept is applicable under Dutch law.</p>

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Attendance of the general shareholders' meeting/ways of holding the general shareholders' meeting		
The general shareholders' meeting may be held: (i) solely in person; (ii) in person with the possibility of attending remotely; (iii) exclusively through remote means.		The board of directors is authorised to determine that rights to attend, to participate and, where applicable, to vote in the general meeting can also be exercised by using electronic means of communications (hybrid meetings).
<p>If the meeting is held exclusively by remote means, the board of directors shall include a proper justification in the notice of the call to convene.</p> <p>The holding of the general shareholders' meeting exclusively through remote means shall be subject in all cases to ensuring the identity and appropriate standing of shareholders and their proxies, as well as ensuring that attendees can effectively participate through the remote means provided.</p>		<p>Pursuant to the articles of association of FISE as they will read from the Merger Effective Time, and to the extent permitted under Dutch law, which currently is not the case, the board of directors is also authorised to determine that rights to attend, to participate and, where applicable, to vote in the general meeting can exclusively be exercised by using electronic means of communications (fully electronically held meetings).</p> <p>In case of hybrid meetings or fully electronically held meetings, the board of directors may attach conditions to the use of electronic means of communication.</p>
Admission to the general shareholders' meeting		
All shareholders, including those without a right to vote, have the right to attend the general shareholders' meeting provided they hold, solely or jointly, at least one hundred Ferrovial Shares as of the Record Date.		Any shareholder holding at least one FISE Share at the record date may attend the general meeting.
<p>A shareholder may attend the general shareholders' meeting if such shareholder:</p> <p>(i) is duly registered in the book-entry records kept by Iberclear and its member entities five days prior to the day on which the general shareholders' meeting is scheduled (the "Record Date");</p> <p>(ii) provides evidence of compliance with the aforementioned requirement by means of the corresponding voting card, proxy card or remote voting card issued by Ferrovial, the validation certificate issued by Iberclear or by any other means as provided by law.</p>		Shareholders may exercise their rights at a general meeting if they are the shareholders on the record date for the general meeting, which is the 28 th day before the day of the general meeting.
Furthermore, if so determined by the board of directors, the call may indicate that any interventions and proposed resolutions to be made by those attending by telematic means must be sent before the meeting is constituted.		No similar concept is applicable under Dutch law.

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<p>The chairman of the general shareholders' meeting may authorise the attendance of managers, experts and other persons with an interest in corporate matters. He also may authorise the attendance of any other persons deemed appropriate, although the general shareholders' meeting may revoke this authorisation.</p>		<p>The chairperson of the general meeting decides on all matters relating to admission to the general meeting. The chairperson of the general meeting may admit third parties to the general meeting.</p>
Attendance by proxy		
<p>Ferrovial's shareholders entitled to attend the meeting may appoint a proxy in writing or by other means of remote communication that duly ensure the identity of the shareholder and the representative, provided that all statutory requirements, internal rules and instructions issued by the board of directors upon calling the meeting are followed. The proxy does not need to be a Ferrovial shareholder.</p> <p>Proxies shall be conferred specifically for each general shareholders' meeting.</p>		<p>In the event that meeting rights are or the right to vote in a general meeting is to be exercised by a proxy, such proxy must be in writing and must have been received by FISE no later than on the date determined by the board of directors in the notice to call the general meeting. The requirement that a proxy must be in writing is satisfied when the proxy is recorded electronically.</p>
Proxy solicitation		
<p>Spanish law allows for the public solicitation of proxies by the company (through its directors) or by any shareholder.</p> <p>Proxies may be given to any person, whether or not a shareholder.</p> <p>If representation was granted following a public request, the proxy holder may not vote on those items of the agenda in which it has a conflict of interest, unless it has received specific voting instructions from the shareholder. Another proxy holder can be appointed to vote on those items in relation to which there is a conflict.</p>		<p>No similar concept is applicable under Dutch law.</p>
<p>The delegation may also be granted with respect to those items that, even though not included on the agenda, may be dealt with at the general shareholders' meeting.</p> <p>If the delegation does not include specific instructions, the proxy may vote as they deem appropriate in the baest interest of the represented shareholder.</p>		<p>The way proxies may exercise the meeting and voting rights on a FISE Share depends on the arrangements made between the proxy and the shareholder.</p>

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One person may act as proxy for an unlimited number of shareholders. Where a proxy holder holds proxies from several shareholders, he/she must cast the votes as instructed by each shareholder.		One person may act as proxy for an unlimited number of shareholders.
A proxy may be revoked by giving notice to Ferrovial prior to the meeting or by the shareholder attending the meeting in person or casting an absentee vote.		The way proxies may exercise the meeting and voting rights on a FISE Share depends on the arrangements made between the proxy and the shareholder.
Time and place of the general shareholders' meeting		
<p>The general shareholders' meeting will be held at the place indicated in the notice of the call to convene, within the municipality of Ferrovial's registered office.</p> <p>If the notice to call does not express any location, the general shareholders' meeting shall be deemed to be convened at Ferrovial's registered office.</p> <p>The general shareholders' meeting, when held exclusively by remote means, shall be deemed to be held at Ferrovial's registered office.</p>		The general meeting, unless held fully electronically, must take place in any of the following Dutch municipalities: Amsterdam, Rotterdam, The Hague or Utrecht.
Quorum for general shareholders' meetings		
<p>Other than with respect to the Restricted Matters, the general shareholders' meeting is validly convened:</p> <ul style="list-style-type: none"> (i) on first call, if at least 25% of the share capital with voting rights is represented at the meeting; and (ii) on second call (provided that the notice calling the meeting refers to both the first and the second call), no quorum is required. <p>If the attendance of a certain quorum is required by the law or by Ferrovial's articles of association to validly adopt a resolution regarding one or various items on the agenda for the general shareholders' meeting, and said quorum is not achieved, then the agenda shall be reduced to only include the points that do not require said quorum for valid adoption.</p>		Unless Dutch law or the articles of association provide otherwise, there are no general quorum requirements when holding a general meeting.

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<p>In order for the general shareholders' meeting to validly pass a resolution to amend the articles of association (including a share capital increase or reduction), to transform, to merge, to demerge, to globally assign assets and liabilities, to issue debentures, to remove or limit pre-emptive subscription rights over new shares, or to transfer Ferrovial's registered address abroad ("Restricted Matters"), the attendance (in person or by proxy) of shareholders representing at least 50% of the voting capital on first call, and at least 25% on second call, is required.</p>		<p>The articles of association do not prescribe general quorum requirements for specific resolutions. Under Dutch law, a limited number of specific resolutions are subject to a quorum.</p> <p>These include a specific form of legal demerger whereby shareholders of the demerging company do not become shareholders of each company that acquires assets and liabilities in the demerger.</p>
Majorities for the adoption of resolutions		
<p>Resolutions other than those relating to Restricted Matters can be adopted by simple majority of the voting shares present or represented at the general shareholders' meeting.</p> <p>The following special majorities apply to the Restricted Matters:</p> <p>(i) At meetings held on first call to resolve on Restricted Matters as well as on second call (unless the quorum is below 50%), resolutions can be adopted with the favourable vote of the absolute majority of the votes corresponding to the voting share capital in attendance.</p> <p>(ii) At meetings held on second call to resolve on Restricted Matters, provided that the shareholders present or represented at the meeting represent less than 50% of the share capital (but at least 25%), resolutions can be adopted with the favourable vote of shareholders representing two-thirds of the voting share capital in attendance.</p>		<p>Unless Dutch law or the articles of association provide otherwise, all resolutions of the general meeting are adopted with a simple majority of the votes cast.</p> <p>Dutch law prescribes for a limited number of specific resolutions that a majority exceeding a simple majority of votes cast is required.</p> <p>These include resolutions (i) to reduce the company's share capital and (ii) to restrict or exclude pre-emptive rights or to designate the board of directors as the body authorised to do so, which resolutions require a majority of at least two-thirds of the votes cast if less than one-half of the issued share capital is represented at the meeting.</p> <p>These also include a resolution to amend FISE's articles of association, which require a two-thirds majority of votes cast if less than one-half of the issued share capital is represented at the meeting.</p>
Shareholder vote on certain material transactions		
<p>The following matters are subject to the approval of the general shareholders' meeting:</p> <p>(i) acquisition, disposal or contribution to another company of core assets or the transfer to a subsidiary of core activities previously performed by Ferrovial. Assets are presumed core assets when the amount of the transaction exceeds 25% of the total assets on the balance sheet);</p>		<p>The board of directors must obtain the approval of the general meeting for resolutions regarding a significant change in the identity of FISE or its business, including in any event:</p> <p>(i) transferring the business, or practically the entire business, to a third party;</p> <p>(ii) concluding or cancelling a long-lasting cooperation of FISE or a subsidiary of FISE with another legal person or company or as a fully liable general partner</p>

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<p>(ii) conversion, merger, demerger or global assignment of assets and liabilities and cross-border transfer of registered office ;</p> <p>(iii) transactions of which the effect is equivalent to that of liquidating Ferroviaal.</p> <p>As set out in the Report, the Merger shall be submitted for approval at the Ferroviaal general shareholders' meeting (see item (iii) above).</p>		<p>in a partnership, provided that the cooperation or cancellation is of material significance to FISE;</p> <p>(iii) acquiring or disposing of a participating interest in the share capital of a company with a value of at least one-third of FISE's assets, as shown in the consolidated balance sheet with explanatory notes according to the last adopted annual accounts, by FISE or a subsidiary.</p> <p>In addition, any conversion, legal merger or legal demerger will, subject to certain exceptions under Dutch law, require a resolution by the general meeting.</p> <p>Prior to the Merger Effective Time, Ferroviaal as sole shareholder of FISE will adopt a resolution resulting in, for a period until the adoption of FISE's annual accounts over the financial year that ends on 31 December 2023, transactions entered into during that period as referred to under (iii) above being approved if the value of the participating interest is less than one-third of Ferroviaal's assets, as shown in its consolidated balance sheet with explanatory notes according to its annual accounts adopted over the financial year that ended on 31 December 2022.</p>
Voting rights		
Each Ferroviaal Share confers the right to cast one vote in the general shareholders' meeting.		Each FISE Share confers the right to cast one vote in the general meeting.
Amendments to the By-Laws / Articles of Association		
The general shareholders' meeting may resolve to amend the articles of association with the special quorums and majorities set out in respect of the Restricted Matters. A reasoned report must be issued by the board of directors or by the proposing party, as applicable.		The general meeting may resolve to amend the articles of association at the proposal of the board of directors. Please refer to " <i>Majorities for the adoption of resolutions</i> " for the requirements for such resolutions.

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Mergers and demergers		
<p>The general shareholders' meeting may resolve on a merger or a demerger of Ferrovia in accordance with the special quorums and majorities set out in respect of the Restricted Matters.</p>		<p>The general meeting may resolve on a merger or a demerger of FISE at the proposal of the board of directors.</p>
Shareholders conflicts of interest		
<p>A shareholder may not exercise the right to vote inherent in their shares when the subject of the vote is a resolution that, <i>inter alia</i>, releases them from an obligation or grants them a right, provides them any type of financial assistance, including the provision of any guarantees, or (in the case the shareholder is also a director) waives any of their obligations arising from the duty of loyalty.</p> <p>The shares of a shareholder affected by a conflict of interest as specified in the preceding paragraph must be deducted from share capital when calculating the majority of votes required in each case.</p>		<p>No similar concept is applicable under Dutch law. Shareholders are free to vote.</p>
<p>In any other instance where a shareholder is in a conflict of interest, the shareholder will be allowed to vote. However, if such vote has been decisive and the relevant resolution is challenged, the company (or, if applicable, the conflicted shareholder) will be allocated the burden of proving that the resolution was in the company's best interest.</p>		<p>No similar concept is applicable under Dutch law.</p>
Conduct of the General shareholders' meeting		
<p>The general shareholders' meeting shall be chaired by the chairman of the board of directors; if the chairman is absent or unable to attend, the vice-chairman (if appointed) will hold this position. In the event of several vice-chairmen, they will hold this position according to their rank (first, second, etc.). In the absence of all of the aforementioned, the general shareholders' meeting will be chaired by the director so appointed by the attendees.</p>		<p>General meetings are chaired by:</p> <ul style="list-style-type: none"> (i) the chairman of the board of directors; (ii) if the chairman of the board of directors is not present or not available, the highest ranked vice-chairman present and available; (iii) if neither the chairman or any vice-chairman of the board of directors is present and available, the lead director;

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<p>The chairman shall be assisted by the secretary to the meeting, being the secretary to the board of directors; if absent, the chairman will be assisted by the vice-secretary of the board of directors. In the absence of all the aforementioned, the secretary of the meeting will be the person so appointed by the attendees at the proposal of the chairman.</p>		<p>(iv) if neither the chairman of the board of directors, any vice-chairman of the board of directors or the lead director is present and available, a director designated by the directors present at the general meeting; or</p> <p>(v) if there are no directors present and available at the general meeting, a person designated by the general meeting.</p>
Presence of a notary		
<p>The board of directors may request the presence of a notary public to draft the minutes of the general shareholders' meeting.</p> <p>If the general shareholders' meeting is held exclusively through remote means, the notarial drafting of the minutes is mandatory.</p>		<p>The chairperson of the general meeting may admit third parties to the general meeting, including civil-law notaries.</p> <p>There is no obligation to have a civil-law notary draft the minutes of the general meeting.</p>
Dissolution and liquidation		
<p>The general shareholders' meeting of Ferrovial may resolve to dissolve the company, provided the resolution is passed complying with qualified quorum and majorities as provided for in respect of Restricted Matters. Ferrovial may also be dissolved for causes established in the law or in the articles of association, as long as these causes are duly verified by the general shareholders' meeting or in a court ruling. Ferrovial's articles of association do not establish any specific causes of dissolution.</p> <p>If Ferrovial is dissolved and liquidated, whatever remains of FISE's shareholders equity after all debts have been satisfied shall be transferred to the shareholders in proportion to the nominal value of their Ferrovial Shares.</p>		<p>The general meeting may resolve to dissolve FISE at the proposal of the board of directors.</p> <p>If FISE is dissolved and liquidated, whatever remains of FISE's shareholders equity after all debts have been satisfied shall be transferred to the shareholders in proportion to the nominal value of their FISE Shares.</p>
Information rights		
<p>From the date of publication of the call to convene the general shareholders' meeting until the 5th day before the date of the general shareholders' meeting, any shareholder may request in writing from the directors any information or clarification they deem necessary regarding: (i) the items on the agenda; (ii) the information made available to the public that Ferrovial has submitted to the CNMV since the</p>		<p>The board of directors should provide the general meeting with all information that the general meeting requires, unless this would be contrary to an overriding interest of FISE. If the board of directors invokes such an overriding interest, it must give reasons for not providing the information.</p>

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<p>preceding general shareholders' meeting; and (iii) the auditor's report. Directors must provide the requested information in writing before the day of the general shareholders' meeting and also publish it on the corporate website.</p> <p>During the meeting, shareholders may also verbally request any information or clarification concerning items (ii) and (iii) above. If providing the requested information during the meeting it is not feasible, the directors must provide it in writing within seven days of the meeting. Certain limitations may apply to the provision of such information.</p>		
<p>Exceptionally, directors may refuse to provide the requested information if it is deemed unnecessary to protect shareholder's rights, if there are objective reasons to consider that the information could be used for purposes alien to the company's purpose, if providing the requested information would harm the company or its affiliates, if the information request does not refer to any of the items (i) to (iii) above, or when so required by law or a court ruling.</p> <p>The requested information may however not be withheld when the request is supported by shareholders representing at least 25% of the share capital.</p>		<p>No similar concept is applicable under Dutch law. Please refer to the above on "<i>Information rights</i>".</p>
<p>Where, before a specific request is made, the requested information is available in a clear, explicit and direct manner on the corporate website in a Q&A format, the board of directors may refer to the information so available.</p>		<p>No similar concept is applicable under Dutch law. Please refer to the above on "<i>Information rights</i>".</p>
SHAREHOLDERS' RIGHTS		
Profit reservation, dividends and other distributions		
<p>The board of directors shall, within the three months following the end of the financial year, draft a proposal for the allocation of results and prepare the annual accounts and the management report.</p> <p>The general shareholders' meeting will resolve on the proposal for the allocation of results after resolving on the approval of the annual accounts. The result may be</p>		<p>The board of directors may decide that the profits will fully or partially be appropriated to increase or form reserves.</p> <p>The profits remaining thereafter may be distributed as a dividend pursuant to a resolution of the general meeting.</p>

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allocated, in whole or in part, to increasing or forming reserves, distributing dividends to shareholders or a combination of both.		
Dividends shall only be paid against profits or unrestricted reserves where the applicable statutory requirements (i.e., that legal reserves are covered and that the net equity (<i>patrimonio neto</i>) is not, and will not as a result of the distribution become, lower than the share capital) and those provided in the articles of association are met.		Distributions can only be made to the extent FISE has sufficient distributable reserves as determined in accordance with applicable law.
If the general shareholders' meeting resolves to pay out dividends, it shall also determine the amount, payment date and method of payment. It might also delegate to the board of directors the power to further specify the terms of the distribution.		Distributions are payable on the day as determined by the board of directors.
The general shareholders' meeting may agree to pay out dividends in kind, in whole or in part, provided the goods or securities distributed are homogeneous, admitted to trading on an official exchange or otherwise subject to appropriate arrangements to facilitate their liquidation within a year, and are not distributed for an less than their book value.		The corporate body resolving on a distribution decides whether such distribution is made in cash, in kind or in FISE Shares or a combination thereof. The general meeting may only resolve to make a distribution in kind or in the form of FISE Shares at the proposal of the board of directors.
The general shareholders' meeting and the board of directors may resolve to pay out interim dividends provided that: (i) there is sufficient liquidity to pay the interim dividend (and for the following 12 months); (ii) the amount to be distributed does not exceed amount equal to the profits booked since the end of the previous financial year less (a) any carry-forward losses, any amounts earmarked for the legal reserve and the amount of tax estimated to accrue on the aforesaid profits; and (ii) the net equity (<i>patrimonio neto</i>) is not, and would not become as a result of the distribution, lower than the share capital.		The board of directors may decide to make interim distributions from profits or reserves.
Ferrovial shareholders have no right to receive a minimum dividend.		FISE shareholders have no right to receive a minimum dividend.
The right to a dividend lapses and reverts to the company if it is not claimed within five years after becoming payable.		The right to a distribution lapses and reverts to the company if it is not claimed within five years and one day after becoming payable.

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Inquiry proceedings		
<p>The concept of inquiry procedures is alien to Spanish law.</p>		<p>Inquiry proceedings are a special legal procedure to take interim measures and investigate the policies and affairs within a company. The inquiry proceedings cover any misconduct of the company's corporate bodies as well as of the persons acting as part of these corporate bodies.</p> <p>Pursuant to Dutch law and based on FISE's expected issued and outstanding share capital immediately following the Merger Effective Time, holders of FISE Shares who, solely or jointly, represent at least 10% of FISE's issued and outstanding share capital or shares with an aggregate nominal value of at least EUR 225,000 may initiate inquiry proceedings at the Dutch Enterprise Chamber.</p>
Shareholder suits		
<p>The general shareholders' meeting may resolve to bring a corporate liability action against any of the directors at the request of any shareholder. This resolution may be passed by simple majority even if it is not on the agenda.</p> <p>Corporate liability actions may also be brought by: (i) shareholders owning, solely or jointly, 3% or more of the share capital, when the board of directors does not call the general shareholders' meeting for this purpose or Ferrovial fails to bring such action as previously approved at the general shareholders' meeting or the general shareholders' meeting has resolved not to bring action; (ii) absent the foregoing, Ferrovial's creditors, insofar as Ferrovial's assets are insufficient to cover their claims.</p> <p>Individual shareholders do not have the right to bring action against a third party on behalf of Ferrovial in the event such third party is liable to Ferrovial.</p>		<p>In the event that a third party or director is liable to FISE, only FISE itself can bring civil action against that party. Pursuant to Dutch law, individual shareholders do not have the right to bring such action on behalf of FISE. Only in the event that the cause for the liability of a third party or director to FISE also constitutes a tortious act directly against a shareholder, that shareholder may have an individual right of action against such third party in its own name.</p>
<p>Shareholders may bring action themselves, without the need to convene a general shareholders' meeting that upholds the decision, when the action is based on a breach of the loyalty duty.</p>		<p>No similar concept is applicable under Dutch law. Please refer to the above on "<i>Shareholder suits</i>".</p>

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The foregoing is without prejudice to any actions for compensation which may be available to shareholders and third parties for acts of directors which directly harm the interests of such shareholders or third parties.		No similar concept is applicable under Dutch law. Please refer to the above on "Shareholder suits".
Actions for liability against directors, whether corporate or individual, shall expire four years from the day on which they could have first been exercised.		Actions for liability against third parties or directors expire within five years, subject to and with due observance of Dutch law.
Challenging corporate resolutions		
Shareholders holding 3% or more of the share capital (either individually or by pooling voting shares) may challenge corporate resolutions that are contrary to applicable law, the articles of association, the regulations of the general shareholders' meeting, or harm the company's best interest for the benefit of one or more shareholders or third parties. The applicable legal term is three months.		Subject to and with due observance of Dutch law, any shareholder may challenge corporate resolutions that are contrary to applicable law or such other grounds as provided for in Dutch law. The right to challenge a resolution may be subject to specific statutes of limitation under Dutch law.
Corporate resolutions contrary to public policy (<i>orden público</i>) may be challenged by any shareholder at any time.		No similar concept is applicable under Dutch law. Please refer to the above on "Challenging corporate resolutions".
Damage to company's interest is also caused when the resolution, without causing damage to corporate assets, is imposed in an unfair manner by the majority. A resolution is deemed to have been unfairly imposed where, rather than being driven by the company's reasonable needs, it is adopted by the majority in the majority's own interest and to the detriment of the other shareholders, without such detriment being justified.		Shareholders and all other persons involved in FISE must conduct themselves in relation to each other in accordance with the standards of reasonableness and fairness. A rule which binds them by virtue of the law, custom, the articles of association, regulations or a resolution shall be inapplicable to the extent that, in the circumstances, it is unacceptable according to standards of reasonableness and fairness.
Pursuant to Ferrovial's articles of association, Ferrovial's shareholders expressly submit to the courts of Ferrovial's registered office.		No similar concept is applicable under Dutch law. The competent courts are determined in accordance with Dutch law.
Disclosure of significant holdings		
Any person who, either directly or indirectly through a controlled entity, acquires or transfers shares granting voting rights of a listed company is required to disclose to the relevant company as well as to the CNMV - by means of a standard form - the		Any person who, either directly or indirectly through a controlled entity, acquires or transfers an actual or potential interest in the capital or voting rights of a listed company is required to disclose to the AFM – through the AFM's online portal - the fact that the

Ferrovial		FISE
<p>fact that the percentage of voting rights that it holds reaches, exceeds or falls below the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 35%, 40%, 45%, 50%, 60%, 70%, 75%, 80% and 90% of the total voting rights in the company.</p> <p>The thresholds that trigger the reporting obligation are reduced to 1% and its successive multiples for persons resident in a jurisdiction defined by Spanish law as a “tax haven” or in a non cooperative jurisdiction with the Spanish supervisory authorities.</p>		<p>percentage of capital or voting rights that it holds reaches, exceeds or falls below the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95% of the total capital or voting rights in the company.</p>
<p>Reporting obligations also apply with respect to members of the board of directors. They are obliged to disclose their shareholding at any time such shareholding changes (to the extent a specific monetary threshold is exceeded).</p>		<p>Members of the board of directors must notify to the AFM (i) without delay, each change in the number of FISE shares or options and of each change in the number of votes he is entitled to cast in respect of FISE's issued share capital, and (ii) within three business days, any transactions conducted for their own account relating to the FISE Shares or debt instruments of FISE or to derivatives or other financial instruments linked thereto.</p>
Buy-out Procedures		
<p>No specific, statutory corporate squeeze-out mechanism is available in Spanish law (other than following a public tender offer, see below).</p>		<p>A shareholder who provides at least 95% of the issued share capital of FISE, for its own account, alone or together with group companies, may institute squeeze-out proceedings against minority shareholders jointly for the transfer of their shares to such shareholder. The proceedings are held before the Dutch Enterprise Chamber.</p> <p>The Dutch Enterprise Chamber will determine the price to be paid for the FISE Shares held by minority shareholders.</p>
<p>Following a public tender offer, the offeror that has come to hold at least 90% of the voting capital of the offeree company as a consequence of a takeover bid accepted by 90% or more of the addressees thereof will have the right to require the minority shareholders and the holders of the other securities that did not accept the offer to sell to the offeror all of their shares and other securities.</p>		<p>The offeror under a public takeover offer is also entitled to start squeeze-out proceedings if, following the public takeover offer, the offeror provides at least 95% of the outstanding share capital of the company and represents at least 95% of the voting rights of the company. The claim of a takeover squeeze-out needs to be filed with the Dutch Enterprise Chamber within three months following the expiry of the acceptance period of the offer. The Dutch Enterprise Chamber will determine the price to be paid for the shares. In principle, the offer price is considered reasonable if the offer was a mandatory offer or if at least 90% of the shares to which the offer related were acquired by way of a voluntary offer.</p>

Ferrovial		FISE
<p>Following a public offer, under the same conditions, minority shareholders have the right to force the offeror to purchase their securities .</p>		<p>Minority shareholders that have not previously tendered their shares under an offer also have the right to institute proceedings with the Dutch Enterprise Chamber for the transfer of their shares to the offeror, provided that the offeror has acquired at least 95% of the outstanding share capital of the company and represents at least 95% of the voting rights of the company. With regard to price, the same procedure as for takeover squeeze-out proceedings initiated by an offeror applies. The claim also needs to be filed with the Dutch Enterprise Chamber within three months following the expiry of the acceptance period of the offer.</p>
Appraisal or dissenters' rights		
<p>In certain circumstances (cross-border mergers, change or substantial amendment of the corporate purpose, conversion or cross-border transfer of the registered office), Spanish law gives dissenting shareholders (and, in specific instances, absent shareholders) the right to withdraw from the company. There are no specific causes for withdrawal in Ferrovial's articles of association.</p> <p>If this right is exercised, Ferrovial is obliged to purchase the relevant shares at the average market price of the shares during the preceding quarter in accordance with the procedures established under Spanish law.</p>		<p>Subject to certain exceptions, Dutch law does not recognise the concept of appraisal or dissenters' rights. However, Dutch law does provide for squeeze-out procedures as described above. Also, Dutch law provides for cash exit rights in certain situations for dissenting shareholders of a company organised under Dutch law entering into certain types of mergers, demergers and conversions. In those situations, which are set out in Dutch law, a dissenting shareholder may file a claim with the Dutch company for compensation. The shares of such shareholder that are subject to such claim will cease to exist as of the moment of entry into effect of the merger or conversion.</p>
OTHER		
Regular disclosure obligations		
<p>Apart from the disclosure obligations referred to below (under sections "<i>Financial reporting and independent auditor</i>" and "<i>Non-financial information</i>") Ferrovial has, <i>inter alia</i>, the following disclosure obligations, which must be complied with on a regular basis, pursuant to Spanish law:</p> <p>(i) Annual report on corporate governance: Ferrovial shall state the level of compliance with the recommendations set out in the Spanish Code on Good Governance for Listed Companies (<i>Código de buen gobierno de las sociedades cotizadas</i>) on a comply-or-explain basis.</p>		<p>Apart from the disclosure obligations referred to below (under sections "<i>Financial reporting and independent auditor</i>" and "<i>Non-financial information</i>") and "<i>Inside information</i>" FISE has, <i>inter alia</i>, the following disclosure obligations, which must be complied with on a regular basis, pursuant to Dutch law and the Dutch Corporate Governance Code:</p> <p>(i) Annual report on corporate governance: FISE will have to report on compliance with the Dutch Corporate Governance Code in its annual report on a comply-or-explain basis.</p>

Ferrovial		FISE
<p>(ii) Annual report on directors' remuneration: which shall include (a) complete, clear and understandable information about the directors' remuneration policy applicable to the current financial year; and (b) an overview of the implementation of the remuneration policy in the preceding financial year, as well as an itemised breakdown of the individual remuneration awarded to each director in the same period.</p> <p>(iii) Corporate website, with the contents established by the law.</p>		<p>(ii) Annual remuneration report: which shall be clear and understandable and provide a comprehensive overview of the total remunerations, awarded or due during the financial year at hand to individual directors. The report must be published on FISE's website after the annual general meeting.</p>
<p>Both the annual report on corporate governance and the annual report on directors' remuneration shall be published simultaneously on the corporate website and on the CNMV's website as "other relevant information".</p>		<p>Both the annual report on corporate governance and the annual remuneration report on directors' remuneration must be published annually.</p>
<p>The annual report on directors' remuneration shall be submitted for advisory vote to the general shareholders' meeting as a separate item on the agenda.</p>		<p>The annual remuneration report on directors' remuneration must be submitted for an advisory vote to the general meeting as a separate item on the agenda.</p>
Financial reporting and independent auditor		
<p>Ferrovial's financial year is the calendar year.</p>		<p>FISE's financial year is the calendar year.</p>
<p>As set out in section "<i>Profit reservation, dividends and other distributions</i>" above, each year, within three months after the end of the financial year, the board of directors shall prepare the annual accounts, the management report and the proposal on the allocation of results.</p>		<p>Each year, within four months after the end of the financial year, FISE must publish FISE's annual report, which comprises the annual accounts prepared by the board of directors and consisting of a balance sheet, a profit and loss account and explanatory notes, the management report and the other information, accompanied by an auditor's report and alongside any other information of the stock exchange on which FISE Shares are listed.</p>
<p>The annual accounts must be audited by the statutory auditor, who is appointed by the general shareholders' meeting before the end of the financial year to be audited.</p>		<p>The annual accounts must be audited by the statutory auditor, who is appointed by the general meeting.</p>
<p>Ferrovial's annual accounts are prepared in accordance with the International Financial Reporting Standards as adopted by the International Accounting Standards Board and approved by the European Commission.</p>		<p>The annual accounts of FISE will be prepared in accordance with the International Financial Reporting Standards as adopted by the International Accounting Standards Board and approved by the European Commission.</p>

Ferrovial		FISE
<p>Each year, within three months after the first six months of the financial year have lapsed, Ferrovial shall publish its semi-annual report, comprising the semi-annual accounts, the semi-annual management report and declarations of responsibility for their content.</p> <p>The semi-annual accounts of Ferrovial are prepared in accordance with the International Financial Reporting Standards as adopted by the International Accounting Standards Board and approved by the European Commission.</p>		<p>Each year, within three months after the first six months of the financial year have lapsed, FISE must publish its semi-annual report, comprising the semi-annual accounts prepared by the board of directors and the semi-annual management report, accompanied by any other information of the stock exchange on which FISE Shares are listed.</p> <p>The semi-annual accounts of FISE are prepared in accordance with the International Financial Reporting Standards as adopted by the International Accounting Standards Board and approved by the European Commission.</p>
Non-financial information		
<p>Ferrovial is required to approve an annual non-financial information report, together with the management report, which shall be approved on a separate vote by the general shareholders' meeting.</p>		<p>FISE is required to annually report on non-financial information, to be included in the management report. The management report is not subject to a vote by the general meeting.</p>
Insider information		
<p>Ferrovial is governed by the Market Abuse Regulation and the applicable Spanish securities market legislation, with the CNMV as regulator. The Market Abuse Regulation requires, amongst others, that FISE makes public without delay any inside information, unless all conditions for delay are met.</p>		<p>FISE will be governed by the Market Abuse Regulation and the Financial Markets Supervision Act, with the Dutch AFM as regulator. The Market Abuse Regulation requires, amongst others, that FISE makes public without delay any inside information, unless all conditions for delay are met.</p>
Mandatory offer provisions		
<p>Pursuant to Spanish law, a mandatory tender offer is generally required when a person gains control of a company listed on one of the Spanish stock exchanges.</p> <p>Control of a target company by a person or by a group of persons acting in concert is deemed to exist where:</p> <ul style="list-style-type: none"> (i) such person or concerted group of persons holds at least 30% of its voting rights, directly or indirectly; or (ii) such person or concerted group of persons holds a stake of less than 30% of its voting rights but appoints (within the twenty-four months following the last acquisition of shares) a number of directors that, taken 		<p>Under Dutch law, any person who, acting alone or in concert with others, directly or indirectly, acquires 30% or more of FISE's voting rights will, subject to certain exemptions, be required to make a public offer for all outstanding FISE Shares.</p>

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together with any already appointed director, amounts to a majority of the target company's board of directors.		
There exist certain exceptions to the above that may result in an exemption from launching a mandatory offer. These exceptions are laid down in, <i>inter alia</i> , Title III, Chapter IX of the Securities Market Act, as enacted by Royal Legislative Decree 4/2015, of 23 October, and Royal Decree 1066/2007, of 27 July, on tender offers for securities.		There exist certain exceptions to the above that may result in the launch of a mandatory offer not being required. These exceptions are laid down in, <i>inter alia</i> , section 5:71 of the Dutch Financial Supervision Act.
Anti-takeover provisions		
<p>Under Spanish law, in the event that a company which has protective measures in place in its articles of association or within shareholders' agreements is the target company of a mandatory tender offer, shareholders acting at the general shareholders' meeting may approve the neutralisation of such measures, in which case any shareholders whose rights have been neutralised or otherwise adversely affected shall be entitled to receive compensation at the target company's expense.</p> <p>Once a mandatory tender offer is announced, the "passivity rule" is triggered and the implementation by the board of directors or the senior management of the target company and its subsidiaries of any action that could prevent the offer from being successful would require the approval of the shareholders of the target company if the decision may prevent the success of the mandatory tender offer.</p>		<p>Certain provisions of the articles of association may make it more difficult for a third-party to acquire control of FISE, including the provision that important resolutions of the general meeting, including appointment of directors and amendment of the articles of association, may be resolved upon by the general meeting only pursuant to proposal thereto of the board of directors.</p>

* * *

**Report of the Board of Directors of
Ferrovial International SE**

on the

**common draft terms
of the cross-border merger**

BETWEEN

Ferrovial, S.A.

(as the absorbed company)

AND

Ferrovial International SE

(as the absorbing company)

28 February 2023

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1. INTRODUCTION

The board of directors of Ferrovial, S.A., a public limited liability company (*sociedad anónima*) incorporated and existing under the laws of the Kingdom of Spain, with registered office at calle Príncipe de Vergara 135, Madrid, Spain, registered with the Commercial Register of Madrid under Volume 12.774, Sheet M-204.873, Section 8, Page 196 ("**Ferrovial**") and the board of directors of Ferrovial International SE, a European Company (*Societas Europaea*) existing under the laws of The Netherlands, with corporate seat in Amsterdam, The Netherlands, registered address at Kingsfordweg 151, 1043 GR Amsterdam, and registered with the Dutch Trade register under number 73422134 ("**FISE**") intend to effect a cross-border merger by absorption pursuant to the provisions of the Spanish Law 3/2009 of 3 April on Structural Modifications of Business Corporations (*Ley 3/2009, de 3 de abril, de modificaciones estructurales de las sociedades mercantiles*) and Title 7, Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*, "**DCC**"), as a result of which:

- (i) FISE will acquire all assets, liabilities and other legal relationships of Ferrovial by universal succession of title (*in universum ius*);
- (ii) FISE will allot to Ferrovial shareholders FISE shares for the Ferrovial shares they hold immediately prior to the merger becoming effective (the "**Merger Effective Time**") in accordance with the terms and conditions of the Common Draft Terms (as defined below); and
- (iii) Ferrovial will be dissolved without going into liquidation and will cease to exist, (the "**Merger**").

Ferrovial and FISE together referred to as the "**Merging Companies**". The board of directors of Ferrovial and the board of directors of FISE are collectively referred to as the "**Boards**".

The Boards have approved on 28 February 2023 the common draft terms of the Merger (the "**Common Draft Terms**").

In view of the foregoing, pursuant to section 2:313 subsection 4 DCC, Ferrovial, as sole shareholder of FISE, waived the obligation of the board of directors of FISE to prepare a report on the Common Draft Terms. Nevertheless, the board of directors of FISE has drawn up and approved this report on the Common Draft Terms addressing only the following matters in relation to the Merger (the "**Report**"):

- (A) The implications of the merger for employment relationships, as well as measures for safeguarding those relationships (see, section 2).
- (B) Material changes to the applicable conditions of employment or to the location of the Merging Companies' places of business (see, section 3).
- (C) How the factors referred to in sections 2 and 3 affect subsidiaries of FISE (see, section 4).

2. IMPLICATIONS OF THE MERGER FOR EMPLOYMENT RELATIONSHIPS, AS WELL AS MEASURES FOR SAFEGUARDING THOSE RELATIONSHIPS

The Merger will not have any direct effects on the Merging Companies' employees. They will continue to be employed under the same terms and conditions after the Merger Effective Time. Moreover, employment measures are not envisaged as a consequence of the Merger.

It is anticipated that certain assets, liabilities and other legal relationships transferred to FISE as a result of the Merger will be allocated to a branch (*sucursal*) incorporated by FISE prior to the Merger Effective Time, located in the Kingdom of Spain and registered with the Commercial Registry of Madrid ("**FISE's Spanish Branch Office**"). Consequently, the main employment effect of the Merger is that Ferrovial's employees will become employees of FISE's Spanish Branch Office automatically and by operation of article 44 of the Spanish Statute of Workers (*texto refundido de la Ley del Estatuto de los Trabajadores, aprobado por el Real Decreto Legislativo 2/2015, de 23 de octubre*). Therefore, it will not be necessary to implement any measures for safeguarding employment relationships.

Notwithstanding the above, after the Merger Effective Time some of Ferrovial's employees may voluntarily relocate to the Netherlands. Similarly, it is possible that another group of Ferrovial's employees transfer and become employed by other operative subsidiaries of the Ferrovial Group (Ferrovial and the entities that form part of its consolidated group pursuant to article 42 of the Spanish Commercial Code (*Código de Comercio*, the "**Ferrovial Group**") in Spain. In both cases, these would be voluntary transfers carried out respecting the employees' consolidated rights and their employment terms and conditions.

3. MATERIAL CHANGES TO THE APPLICABLE CONDITIONS OF EMPLOYMENT OR TO THE LOCATION OF THE MERGING COMPANIES' PLACES OF BUSINESS

The terms and conditions of employment of the Merging Companies' workforces will remain the same after the Merger. Their places of business will also remain the same, except for those employees of Ferrovial who voluntarily relocate to The Netherlands or transfer and become employed by other operative subsidiaries of the Ferrovial Group in Spain.

After the Merger Effective Time, the main place of business of the company resulting from the merger will be the Netherlands, without prejudice of those activities of Ferrovial that are continued by FISE's Spanish Branch Office.

4. HOW THE FACTORS REFERRED TO IN SECTIONS 2 AND 3 AFFECT SUBSIDIARIES OF THE MERGING COMPANIES

The factors set out in sections 2 and 3 will not have any effects on the subsidiaries of the Merging Companies. The sole exception is that, as explained above, it is likely that after the Merger Effective Time some of Ferrovial's employees voluntarily relocate to subsidiaries of the Ferrovial Group in the Netherlands and Spain.

* * * *

This Report has been prepared and approved by the board of directors of FISE in relation to the Merger.

28 February 2023

All members of the board of directors of FISE, whose names are reflected below, signed and approved this Report.

Name: Luis Alberto Pascual Oliva
Title: Non-executive Director B

Name: María Elena Martín Romero
Title: Executive Director A

Name: Ignacio Malo Liébana
Title: Executive Director A

ANNEX D – INDEPENDENT EXPERT REPORT ISSUED BY FLYNTH AUDIT B.V.

Handelsweg 53
1181 ZA Amstelveen
phone (088) 236 70 00
e-mail audit@flynth.nl

INDEPENDENT AUDITOR’S REPORT PURSUANT TO SECTION 2:328
SUBSECTION 1 OF THE DUTCH CIVIL CODE

To the board of directors of Ferrovia International SE

Our opinion

We have read the common draft terms of the cross-border merger (the "CDTM") dated 28 February 2023 of the following companies:

1. Ferrovia S.A., a public limited liability company (*sociedad anónima*) incorporated and existing under the laws of the Kingdom of Spain, with registered office at Calle Príncipe de Vergara 135, Madrid, Spain and registered with the Commercial Register of Madrid under Volume 12.774, Sheet M-204.873, Section 8, Page 196 ("Uno" or "disappearing company"), as disappearing company; and
2. Ferrovia International SE, a European Company (*Societas Europaea*) existing under the laws of the Netherlands with its corporate seat in Amsterdam, The Netherlands and address at Kingsfordweg 151, 1043 GR Amsterdam, The Netherlands and registered with the Dutch Trade register under number 73422134 ("UISE" or "surviving company"), as surviving company.

We have audited the shareholders’ equity of the disappearing company as included in the CDTM and the documents attached thereto.

In our opinion, the shareholders’ equity of the disappearing company, as at 31 December, 2022, being the date of its interim equity statement as referred to in Section 2:328 subsection 1 of the Dutch Civil Code, on the basis of valuation methods generally accepted in the Netherlands, was at least equal to the sum of (i) the nominal paid-up amount of the aggregate number of shares in UISE to be allotted to the shareholders of Uno upon completion of the cross-border merger between Uno and UISE, (ii) any cash payments to which Uno’s shareholders are entitled according to the proposed share exchange ratio, and (iii) the aggregate amount of cash compensation which shareholders of Uno may claim pursuant to the Withdrawal Mechanism as described under section 12 of the CDTM.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the ‘Our responsibilities for the audit of the shareholders’ equity of the disappearing company’ section of our report.

We are independent of Uno and UISE in accordance with the '*Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten*' (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore, we have complied with the '*Verordening gedrags- en beroepsregels accountants*' (VGBA, Dutch Code of Ethics).

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Restriction on use

This auditor's report is solely issued in connection with the aforementioned CDTM and therefore cannot be used for other purposes.

Responsibilities of the board of directors of Uno and the board of directors of UISE for the CDTM

The board of directors of Uno and the board of directors of UISE are responsible for the preparation of the CDTM in accordance with Part 7 of Book 2 of the Dutch Civil Code. Furthermore, the board of directors of Uno and the board of directors of UISE are each responsible for such internal control as the board of directors of Uno and the board of directors of UISE determine is necessary to enable the preparation of the CDTM that is free from material misstatement, whether due to error or fraud.

As part of the preparation of the CDTM, the board of directors of Uno and the board of directors of UISE are responsible for assessing the company's ability to continue as a going concern. Based on the applicable financial reporting framework, the board of directors of Uno and the board of directors of UISE should prepare the CDTM using the going concern basis of accounting unless the board of directors of Uno and the board of directors of UISE either intend to liquidate the companies or to cease operations, or have no realistic alternative but to do so.

The board of directors of Uno and the board of directors of UISE should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the CDTM.

Our responsibilities for the audit of the shareholders' equity of the disappearing company

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the CDTM. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgement and have maintained professional scepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements.

Our audit included, among others, the following procedures:

- identifying and assessing the risks of material misstatement of the shareholders' equity of the disappearing company, whether due to error or fraud, designing and performing audit procedures responsive to those risks, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the companies' internal control;
- evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors of Uno and the board of directors of UISE;
- concluding on the appropriateness of the board of directors of Uno and the board of directors of UISE use of the going concern basis of accounting, and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the CDTM or, if such disclosures are inadequate, to modify our opinion.

Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern;

- evaluating the overall presentation, structure and content of the CDTM, including the disclosures; and
- evaluating whether the CDTM represent the underlying transactions and events free from material misstatement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

Amstelveen, 28 February, 2023

Flynth Audit B.V.

Digitally signed by Erik Koetje



H.T. Koetje

ANNEX E – U.S. REPRESENTATION LETTER

31 May 2023

Ferrovial International SE
Kingsfordweg 151, 1043 GR Amsterdam
The Netherlands

Ferrovial, S.A.
Calle del Príncipe de Vergara 135, 28002 Madrid
España

Attn: Investors and Shareholders Office (email: ir@ferrovial.com)

Prospective investors must send the executed version of this letter to the custodian, nominee or other financial intermediary who will be allotted the Shares on their behalf. Accordingly, please insert here the name, address and other contact details of the relevant intermediary.

Upon receipt of the executed version of this letter from a prospective investor, the custodian, nominee or other financial intermediary who will be allotted the Shares on behalf of such prospective investors must send a copy of this letter to ING BANK at iss.pas@ing.com.

Ladies and Gentlemen:

In connection with our receipt of (beneficial entitlements to) shares in the share capital of Ferrovial International SE ("**FISE**") (which as of the effective time of the Merger, as defined below, will become Ferrovial SE) with a nominal value of EUR 0.01 (the "**Shares**"), we confirm that:

1. We are a "qualified institutional buyer" (a "**QIB**") within the meaning of Rule 144A under the Securities Act of 1933, as amended (the "**U.S. Securities Act**"). We, and any accounts for which we are purchasing, are able to bear the economic risk of investing in the Shares and are able to sustain a complete loss of the investment in the Shares.
2. We understand and acknowledge that the Shares have not been registered under the U.S. Securities Act and that (i) no offering of the Shares is being extended to other investors in the United States, except under limited circumstances designed to avoid an offering that would require registration under the U.S. Securities Act and (ii) we will receive the Shares in a transaction exempt from the registration requirements of the U.S. Securities Act. We acknowledge and agree that we are not receiving the Shares as a result of any general solicitation or general advertising.
3. We represent that we will be receiving the Shares for our own account (or for the account of a QIB for which we are acting as duly authorized fiduciary or agent), in each case for investment and (subject, to the extent necessary, to the disposition or other distribution of our property being at all times within our control) not with a view to any distribution of the Shares in the United States.
4. We received access to the documents, published on the Ferrovial's corporate website (www.ferrovial.com), relating to the cross-border merger by absorption between Ferrovial, S.A. ("**Ferrovial**") and FISE, with the termination, via dissolution without liquidation, of Ferrovial, and the acquisition of all of Ferrovial's assets, liabilities and other legal relationships by universal succession by FISE (the "**Merger**") and the admission to listing and trading of the Shares on Euronext in Amsterdam and on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (together, the "**Listing**"), including (i) the common draft terms of the cross-border merger between FISE and Ferrovial, (ii) the report of the board of directors of Ferrovial on the common draft terms of the cross-border Merger, which includes a summary of the main elements of the current corporate governance of Ferrovial and the proposed corporate governance of FISE, (iii) the report on the repercussions of the Merger for FISE's and Ferrovial's employees, drafted and approved by the board of directors of FISE, (iv) the independent auditor's report pursuant to section 2:328, subsection 1 of the Dutch Civil Code, (v) the individual and consolidated financial statements and management reports of Ferrovial for the years ended December 31, 2022, 2021, 2020 and 2019, (vi) the individual financial statements of FISE for the years ended December 31, 2022, 2021 and 2020; (vii) the current articles of association of FISE and Ferrovial, and the proposed articles of association of FISE (attached as annex to the common draft terms of the cross-border Merger), (viii) information on the identity of the directors of FISE and Ferrovial, as well as of FISE's directors after the Merger, (ix) the informative document on certain resolutions expected to be adopted by the general shareholders' meeting and board of directors of FISE in the context of the Merger, and (x) the shareholders informative document on the Merger in Q&A format document, and such other information as we consider necessary in order to make our investment decision. We acknowledge that we have read and agreed to the matters stated in the section entitled "*Receipt of FISE Shares by Ferrovial shareholders located in the U.S.*" in the shareholders informative document on the Merger in Q&A format document.

5. We understand that in connection with the Merger and the Listing, FISE will prepare a prospectus, which will be submitted to the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) for approval. Following such approval, the prospectus will also be published on the Ferrovial's corporate website (www.ferrovial.com) ahead of the effective date of the Merger.
6. We understand and agree that none of the Shares may be transferred, sold, delivered, hypothecated or encumbered (any of the above, a "**transfer**") unless such transfer is made (i) outside of the United States in compliance with Regulation S under the U.S. Securities Act, (ii) to a QIB in a transaction not involving a public offering, that is exempt from registration under the U.S. Securities Act, (iii) pursuant to an effective registration statement under the U.S. Securities Act, (iv) in accordance with Rule 144 under the U.S. Securities Act, or (v) in any other transaction not requiring registration under the U.S. Securities Act, and, in each case, in accordance with any applicable securities laws of any state of the United States or the laws of any other jurisdiction.
7. We understand that these representations and undertakings are required in connection with United States securities laws and that you are entitled to rely on the representation and undertakings contained herein. We irrevocably authorize you to produce this letter to any interested party in any administrative or legal proceedings or official enquiry with respect to the matters covered herein.
8. We undertake promptly, and in any event prior to any receipt of Shares, to inform you if any of the foregoing statements ceases to be true.
9. If we are a broker-dealer acting as agent on behalf of a customer, we have authority to make, and do make, the statements set forth in this letter on behalf of our customer and have confirmed that our customer is a QIB.

Very truly yours,

By: _____

Name: _____

Title: _____

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