

## **NOTICE OF MEETING OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS**

The board of Directors of Sacyr, S.A. (the “**Company**”) has resolved to convene the **Ordinary General Meeting of Shareholders, to be held exclusively remotely** (without physical attendance of shareholders and their representatives) on **3 June 2026**, at **12:00 noon**, on first call or, should the necessary quorum not be reached, on the second call, also exclusively remotely, on the following day **4 June 2026**, so that shareholders may deliberate and resolve on the items on the agenda.

**It is anticipated that the General Meeting will take place on the second call, that is, on 4 June 2026, at 12:00 noon.**

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

### **AGENDA**

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

- 1** Consideration and approval, where applicable, of the annual accounts and management report of Sacyr, S.A. and the consolidated annual accounts and management report of Sacyr, S.A. and its subsidiaries, for the financial year ended 31 December 2025.
- 2** Review and approval, where applicable, of the non-financial statement for the financial year ended 31 December 2025, included in the consolidated management report of Sacyr, S.A. and its Group of Companies for that financial year.
- 3** Review and approval, where applicable, of the corporate management and actions carried out by the Board of Directors during the financial year ended 31 December 2025.
- 4** Review and approval, where applicable, of the proposed allocation of profits for the financial year ended 31 December 2025.
- 5** Shareholder remuneration. Distribution of dividends charged to freely available reserves.

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#### **ITEMS RELATING TO THE BOARD OF DIRECTORS**

- 6** Re-election of directors.
  - 6.1** Re-election of Mr. Demetrio Carceller Arce as a director with the status of a proprietary director.
  - 6.2** Re-election of Mr. José Joaquín Güell Ampuero as a director with the status of an independent director.
  - 6.3** Re-election of Mrs. María Jesús de Jaén Beltrá as a director with the status of an independent director.

- 7 Advisory vote on the Annual Report on Directors' Remuneration for the financial year 2025.
- 8 Review and, where applicable, approval, for the purposes of Article 529 *novodecies* of the Consolidated Text of the Capital Companies Act, of the amendment to the Directors' Remuneration Policy for the financial years 2026, 2027 and 2028.
- 9 Review and approval, where applicable, of the remuneration arrangements for executive directors and management team under the Long-Term Incentive Plan 2026–2029 and the Supplementary Variable Remuneration Plan 2026–2029.

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#### **ITEMS RELATING TO DELEGATIONS OR AUTHORISATIONS TO THE BOARD OF DIRECTORS**

- 10 Authorisation for the Board of Directors to interpret, rectify, supplement, implement and carry out the resolutions adopted by the General Meeting, as well as to exercise the powers delegated to it by the General Meeting, and delegation of powers to have such resolutions recorded as a public instrument.

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#### **INFORMATION ON THE AMENDMENT OF THE BOARD OF DIRECTORS' RULES OF PROCEDURE**

At the meeting, the Ordinary General Meeting of Shareholders will be informed of the resolution to amend the Regulations of the Board of Directors, adopted by the Company's Board of Directors on 12 June 2025, in accordance with the provisions of Article 528 of the Consolidated Text of the Companies Act.

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#### **1. Procedure and format of the General Meeting**

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

In accordance with the provisions of Article 182bis of the Companies Act and the statutory authorisation contained in Article 23 of the Articles of Association, approved with the majority support of its shareholders (93.75%) at the Ordinary General Meeting held on 29 April 2021, the Ordinary General Meeting of Shareholders will be **held exclusively remotely**.

The exclusively remotely format facilitates the exercise of all shareholders' rights at a General Meeting, as it allows attendance, proxy voting, speaking, voting and access to information from any location in a swift, accessible and secure manner. This is all thanks to Sacyr's promotion of remote participation at recent General Meetings via a remote participation technology platform, which now makes it possible to hold the General Meeting exclusively remotely with sufficient safeguards, thereby taking full advantage of the possibilities offered by technology. The technological infrastructure has undergone exhaustive technical verification, and all processes relating to the

notice, preparation, communication and holding of the Meeting are subject to an independent external audit, which certifies compliance with applicable procedures and attests to the security, integrity and consistency of the means made available to shareholders for their effective participation in the Meeting, with guarantees equivalent to those of a traditional in-person Meeting and with full safeguarding of the exercise of their rights.

## **2. Supplement to the notice and submission of proposed resolutions**

Shareholders representing at least three per cent (3%) of the share capital may request the publication of a supplement to this notice, including one or more items on the agenda. In such a request, shareholders must indicate, at least, (i) the identity of the shareholder or shareholders exercising the right, (ii) the number of shares they hold or represent, (iii) the items to be included on the agenda, as well as (iv) a justification for the proposed items or, where applicable, a justified proposal for a resolution.

This right must be exercised by means of a certified notification, which must be received at the registered office of Sacyr, S.A. (C/ Condesa de Venadito, 7, 28027 Madrid) within five (5) days following the publication of this notice.

Shareholders representing at least three per cent (3%) of the share capital may, within the same period specified for the supplementary notice of meeting, submit reasoned proposals for resolutions on matters already included or to be included on the agenda of the General Meeting, all in accordance with the provisions of Article 519.3 of the Companies Act.

## **3. Right to attend**

Shareholders who, in accordance with the provisions of the Articles of Association, hold at least a number of shares with a combined nominal value exceeding one hundred and fifty euros (€150), that is to say, at least **one hundred and fifty-one (151) shares**, and have them registered in their name in the relevant share registers at least five days prior to the date of the General Meeting (that is, 29 May 2026 if, as planned, the General Meeting is held on 4 June 2026, on second call) . Shareholders who do not hold the minimum number of shares required to attend may confer their representation in writing upon a person entitled to attend, either because they hold or have been delegated the minimum number of shares required, or may join with other shareholders in the same situation until the necessary number of shares is reached, conferring their representation in writing upon one of them.

The right to attend may be delegated in accordance with the provisions on this matter set out in the Companies Act, the Articles of Association and the Rules of Procedure of the General Meeting.

### ***3.1. Remote Attendance***

#### ***3.1.1. Identification for Remote Attendance***

**Given that the Meeting is held exclusively by remote means**, and without prejudice to the possibility of using proxy and remote early voting to the Meeting, as described in point 4, **shareholders and their representatives entitled to attend**, as indicated in point 3 of this notice, who wish to attend the General Meeting **must do so via telematic means and cast their vote during the Meeting**, as detailed below and in the other applicable documentation published on the corporate *website* [www.sacyr.com](http://www.sacyr.com), under section “*General Meeting 2026*”.

**The shareholder (or their representative) must use a device with internet access and ensure they have one of the means to verify their identity, namely:**

- (i) Electronic ID;
- (ii) a recognised and valid electronic certificate, issued by the Spanish Public Certification Authority (CERES), under the National Mint and Stamp Factory; or
- (iii) the username/password credentials which the shareholder may request by completing a credentials application form available on the remotely voting and proxy platform itself, via the link *"2026 General Meeting"*, under the section *"Voting/Proxy"*, on the corporate website ([www.sacyr.com](http://www.sacyr.com)). The request for credentials must be made no later than 11:59 am on 2 June 2026.

In the case of a corporate shareholder, the proxy who is to complete the registration process on behalf of the corporate shareholder must first prove their authority and identity by sending the attendance card issued in the name of the corporate shareholder by the Company or by the custodian, duly completed and signed, together with a copy of the official document proving the proxy's identity and a copy of the document evidencing the power of attorney authorising them to act on behalf of the corporate shareholder, for the attention of the Shareholders' Department of Sacyr, S.A., at the registered office (C/ Condesa de Venadito, 7, 28027 Madrid) or via email to [accionistas@sacyr.com](mailto:accionistas@sacyr.com), before 11:59 am on 2 June 2026. Once the documentation has been received and verified, the proxy holder may attend the General Meeting remotely. Should they wish to log in using a username and password, they must expressly request this when completing the registration process as indicated above.

In the event that the person attending remotely is a representative of other shareholders, they must first send an email to [accionistas@sacyr.com](mailto:accionistas@sacyr.com), providing the following documentation:

- (i) The representative's full name, together with supporting documentation (ID card, Foreigner Identification Number, passport or similar).
- (ii) Proxy form signed by the shareholder and the representative.
- (iii) Email address to which the representative will receive the login credentials should they request to identify themselves using a username and password. The request for credentials must be made no later than 11:59 am on 2 June 2026.

Once the aforementioned documentation has been received, the Company will carry out the necessary checks and, if correct, will confirm the validity of the documentation and send the username and password so that the representative may attend the General Meeting remotely.

### **3.1.2. Remote Attendance Platform**

**Shareholders (or their representatives) wishing to attend the General Meeting remotely must register by logging into the Remote Attendance Platform set up for this purpose on the corporate website ([www.sacyr.com](http://www.sacyr.com)), under the section *"General Meeting 2026"* on the day of the General Meeting, that is, **on 4 June 2026, between 9:00 am (CEST) and 11:45 am (CEST)**. Registration for attendees to connect outside this time slot will not be permitted.**

The Company will make available to shareholders (or their representatives) a guide explaining attendance, proxy and voting at the Telematic Meeting on the Company's corporate website ([www.sacyr.com](http://www.sacyr.com)).

In order to ensure correct identification and connection to the Telematic Attendance Platform on the day of the Meeting, all shareholders (or their representatives) who intend to attend the General Meeting remotely to send an email to [accionistas@sacyr.com](mailto:accionistas@sacyr.com) by 18:00 (CEST) on 2 June 2026 (the day prior to the meeting being held on first call), confirming this intention.

Furthermore, from the date of the notice convening the Meeting until the date of the Meeting, shareholders (or their representatives) wishing to obtain further information on remote attendance, proxy voting and remote voting, as well as any other matter relating to the General Meeting, may visit the corporate website of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)), by email to [accionistas@sacyr.com](mailto:accionistas@sacyr.com) and via the Shareholder Helpline on 900 101 930, from 9.00 am to 2.30 pm and from 3.00 pm to 6.00 pm, Monday to Thursday, and from 8.00 am to 2.00 pm on Fridays.

If a person attending remotely has been granted proxies and provided these have been received in accordance with the established procedure and deadlines, the Remote Attendance Platform will present them so that the person may exercise their proxy.

The Notary appointed to draw up the minutes of the General Meeting shall be aware of all actions taken by attendees, including any votes cast by remote attendees, via the connection to the Remote Attendance Platform which will be made available to them for this purpose.

Any attendee wishing to record their express withdrawal from the Meeting must do so by notifying the Notary via the "*Communications to the Notary*" section provided on the Telematic Attendance Platform. Following such notification to the Notary, all actions taken by the attendee in question shall be deemed not to have taken place.

In cases where there are joint holders of a securities account, the one who registers first shall be deemed to be the attendee and, therefore, any subsequent access by the remaining co-owners shall be denied. In this regard, and for the purposes of Article 126 of the Companies Act, it is presumed that the co-owner who registers first is designated by the other co-owners to exercise the rights of a shareholder.

### **3.1.3. Exercise by shareholders (or their representatives) of their rights to speak, request information, propose resolutions and vote via Telematic Attendance**

*Rights to speak, request information and propose resolutions:* In accordance with the provisions of the Companies Act, attendees who, in the exercise of their rights, wish to speak at the Meeting and, where applicable, request information or clarifications regarding the items on the agenda, the publicly available information that the Company has provided to the National Securities Market Commission since the last General Meeting, or the auditor's report, or to make proposals permitted by law, may do so via the Telematic Attendance Platform. Such participation may take place as follows:

- (a) In writing: any shareholder (or representative) wishing to exercise the aforementioned rights in writing must draft and submit their statement, question or proposal to the Company via the Telematic Attendance Platform, following the instructions provided therein.
- (b) By audio or video: any shareholder (or representative) wishing to exercise the aforementioned rights via audio or video must request to speak via one of these means through the Telematic Attendance Platform, following the instructions provided therein for recording such intervention or sending the corresponding audio or video file in the formats specified on the platform itself.

Each attendee at the General Meeting may participate through a writing and/or audio/video.

To participate in the General Meeting via audio or video, the participant must use a device equipped with an audio system and, where applicable, a video system (microphone and, where applicable, a webcam) and enable the device's access to these functions.

Contributions may be made on the day of the General Meeting, from 9:00 am (CEST), once registration for the connection to the Meeting has opened, until the presentation of the reports by the Chairman and the Chief Executive Officer, where applicable, concludes during the General Meeting.

Any contributions made by attendees, in writing or via audio or video, will be available to all attendees on the Telematic Attendance Platform for consultation during the General Meeting.

Should a shareholder or their representative wish for their contribution to be included verbatim in the minutes of the meeting, they must expressly state this in the contributions section of the Telematic Attendance Platform or in their contribution and, if they so wish, submit a written copy.

Any requests for information or clarifications made by shareholders or their representatives during the General Meeting shall be answered verbally during the meeting or in writing within seven days of its conclusion.

Right to vote: Shareholders (or their representatives) duly registered and attending the General Meeting may cast their vote on proposals relating to the items on the agenda using the corresponding voting form available on the Telematic Attendance Platform and in accordance with the operating rules set out therein.

Similarly, with regard to proposed resolutions on matters not included on the agenda but which may be dealt with at the meeting in accordance with the law, those attending via remote means may cast their votes from the moment such proposals are read out by the Secretary of the General Meeting and made available on the Telematic Attendance Platform for voting.

Items on the agenda may be voted on from the moment the Chairman declares the General Meeting to be validly constituted, provided that the attendee has registered in accordance with the procedure set out under section 3.1.1. above.

Pursuant to the provisions of Article 23 of the General Meeting Regulations, if a shareholder (or their representative) does not select their voting preference via the Telematic Attendance Platform, they shall be deemed to have voted in favour of the proposed resolutions relating to items on the agenda, and against the proposed resolutions relating to items not on the agenda.

In the case of alternative proposals, the provisions of the aforementioned article of the General Meeting Regulations shall apply, it being understood that a vote in favour by the General Meeting of a proposed resolution implies a vote against any alternative proposals incompatible with it.

The voting process via Telematic Attendance in respect of all proposed resolutions submitted to the General Meeting, whether or not they are included on the agenda, shall conclude following the reading of the summaries of the proposed resolutions on the agenda items by the Secretary of the General Meeting.

#### **4. Delegation of representation and early voting to the General Meeting via remote communication means**

Shareholders may (i) delegate or confer their representation or (ii) cast their vote, via remote communication means, early to the General Meeting, and in accordance with, and subject to, the provisions of Articles 27 and 34 of the Articles of Association and Articles 8 and 22 of the General Meeting Regulations.

##### ***4.1. Delegation of representation via remote communication means***

###### ***4.1.1. Remote communication methods***

The valid remote communication methods for delegating or conferring proxy are as follows:

(a) **Telematic means:** To delegate or confer their proxy via telematic means, shareholders may:

- (i) do so via the corporate *website* of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)). Shareholders wishing to use this proxy system must first hold a recognised electronic certificate which has not been revoked and which may be (i) a User Electronic Certificate issued by the Spanish Public Certification Authority (CERES) under the National Mint and Stamp Factory - Royal Mint (FNMT-RCM), (ii) a recognised electronic certificate incorporated into the Electronic National Identity Document issued in accordance with Royal Decree 1553/2005 of 23 December, regulating the issuance of the National Identity Document and its electronic signature certificates (hereinafter, collectively, a "Valid Electronic Signature") or (iii) user credentials/password which the shareholder will receive at their email address, following a request for these by completing a credentials request form available on the voting and proxy platform itself, and following verification of their identity and shareholder status before 11:59 am on 2 June 2026.

Once the shareholder has their corresponding Valid Electronic Signature or login credentials, they may, via the "*2026 General Meeting*" section of the Sacyr, S.A. corporate *website* ([www.sacyr.com](http://www.sacyr.com)), using the "*Early voting or web proxy*" form found within the "*Early voting or remote proxy via website*" and in accordance with the terms and conditions set out therein, grant their proxy to another person, even if that person is not a shareholder, to represent them at the General Meeting. For the purposes of Article 27.2(b) of the Articles of Association, the electronic proxy document shall be deemed to be an electronic copy of the attendance and proxy card.

- (ii) By telephone on **+34 800 080 057** and **+34 910 603 465**, identifying themselves as a **natural person shareholder** by providing their full name and National Identity Number (DNI), they may, in this case exclusively, grant proxy to the Chairperson.

**(b) Postal correspondence or equivalent courier services:** To appoint a proxy via post or equivalent courier services, shareholders must complete and sign (i) the attendance, proxy and voting card issued in paper form by the relevant participating entities of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), or (ii) the attendance, proxy and voting card provided by Sacyr, S.A., which may be downloaded and printed from its corporate website ([www.sacyr.com](http://www.sacyr.com)) under the sections “2026 General Meeting”, “Voting early or proxy by post”, and in both cases signing in the section provided on the card for the signature of the person represented. In the case of corporate shareholders, a copy of the document proving the signatory’s sufficient powers of representation must be attached. The card, duly completed and signed by hand (and, where applicable, the certificate of ownership), must be sent to Sacyr, S.A. (C/ Condesa de Venadito, 7, 28027 Madrid) by post or an equivalent courier service. Delivery of the proxy in person at the reception of Sacyr, S.A. (C/ Condesa de Venadito, 7, 28027 Madrid) shall be treated as equivalent to sending it by post.

**(c) Through financial institutions:** Shareholders wishing to grant a proxy may also do so through the financial institutions where their shares are held, so that these institutions may, in turn, forward the instructions received to the Company.

#### 4.1.2. Notification of the proxy to the representative

Shareholders who confer their proxy via the aforementioned means of remote communication undertake to notify the appointed proxy of the proxy conferred so that the proxy may carry out the necessary procedures to exercise the proxy via remote attendance. Where the proxy is conferred on Sacyr, S.A., a director, the Chairperson of the General Meeting or the Chairperson and/or the Secretary of the Board of Directors (or the Deputy Secretary of that body), this notification shall be deemed to have been made and accepted upon receipt by Sacyr, S.A. of the telematic proxy or the physical card duly completed and signed.

The person to whom the vote is delegated may only exercise it by attending the General Meeting telematically.

#### 4.1.3. Attendance of the representative

Telematic attendance of the representative: The representative’s attendance at the General Meeting shall be via telematic registration on the corporate website of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)) under the section “Telematic Attendance” between 9.00 am and 11.45 am on 3 June 2026 (if the General Meeting is held on first call) or, where applicable, during the same time period on 4 June 2026 (if, as is likely, the General Meeting is held on second call). Where applicable, on 3 June 2026, once it has been established that there is insufficient quorum to hold the meeting, the Company will publish this information via the section dedicated to the “2026 General Meeting” on the corporate *website*, confirming that the General Meeting will ultimately be held on second call.

Should the General Meeting be held on second call (as is likely), attendees who logged in for the first call **must log in again** to attend the General Meeting on second call telematically.

Attendees at the General Meeting may follow the entire proceedings of the General Meeting, which will be broadcast in real time via the Company’s *website*, without prejudice to its recording and public dissemination via said website.

No connections will be accepted after the specified time.

#### **4.2. Advance vote of the General Meeting via remote communication means**

The valid remote communication means for casting an advance vote remotely are as follows:

- (a) Telematic means: To cast an advance vote remotely via telematic means, shareholders must do so as follows:
- (i) Via the corporate website of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)). Shareholders wishing to use this voting system must first have a Valid Electronic Signature or user/password access credentials, which they will receive at their email address, following a request for these via the completion of a credentials request form available on the voting and proxy platform itself, and after verification of their identity and shareholder status. Once the shareholder has their corresponding Valid Electronic Signature or login credentials, they may, via the “2026 General Meeting” section of the Sacyr, S.A. corporate website ([www.sacyr.com](http://www.sacyr.com)) and using the “Early voting or web proxy” form found within the “Early voting or remote proxy via website” section, cast their vote in advance remotely in relation to the items on the agenda of the General Meeting. For the purposes of Article 34.3 of the Articles of Association, the electronic advance voting document shall be deemed to be an electronic copy of the attendance card.
  - (ii) By calling **+34 800 080 057** and **+34 910 603 465** and identifying themselves as an individual shareholder by providing their full name and National Identity Number (DNI), shareholders may exercise their right to cast an advance vote on the items on the agenda of the General Meeting.
  - (iii) Post or equivalent courier service: To cast an advance vote remotely via post or an equivalent courier service, shareholders must complete and sign the relevant section of the remote voting form on (i) the attendance, proxy and voting card issued in paper form by the entity participating in the Securities Registration, Clearing and Settlement Systems Management Company, S.A.U. (Iberclear) as applicable, or (ii) the attendance, proxy and voting card provided by Sacyr, S.A., which may be downloaded and printed from its corporate website ([www.sacyr.com](http://www.sacyr.com)) under the section “2026 General Meeting”, “Voting early or proxy by post”. Once the card has been completed and signed by hand, the shareholder must send it to the Shareholders’ Department of Sacyr, S.A. (c/ Condesa de Venadito, 7, 28027 Madrid) by post or an equivalent courier service. In the case of corporate shareholders, a copy of the document proving the signatory’s sufficient powers of representation must be enclosed. The delivery of the vote in person at the reception of Sacyr, S.A. (c/ Condesa de Venadito, 7, 28027 Madrid) shall be treated in the same way as sending it by post.
  - (iv) Through financial institutions: Shareholders wishing to cast their vote in advance remotely may also do so through the financial institutions where their shares are held, so that such institutions, in turn, may forward the instructions received to the Company.

#### **4.3. Basic rules on proxies and advance early voting to the General Meeting via remote communication means**

##### 4.3.1. Deadline for receipt by Sacyr, S.A.

To be valid, and in accordance with the provisions of the Articles of Association and the Rules of Procedure of the General Meeting, the Board of Directors has agreed that both proxies and advance votes via remote communication means (regardless of the method used) may be submitted from the publication of this notice of meeting and must be received by Sacyr, S.A. by 11:59 am on 2 June 2026.

To this end, Sacyr, S.A. will implement an electronic time-stamping system through a third party and based on an objective time source (time-stamping system) to certify the time of receipt of the proxy or remote vote by electronic means, as well as, where applicable, its acceptance or rejection.

#### 4.3.2. Scope of the proxy and voting instructions early to the General Meeting

The proxy shall cover the items on the agenda and, unless expressly stated otherwise, any items that may be added to the agenda as a result of shareholders exercising their right to request additional items or that may be raised during the General Meeting itself, insofar as permitted by the applicable regulations.

Proxies shall specify the manner in which the proxy holder is to vote.

Should the represented shareholder have issued instructions, the proxy holder shall cast the vote in accordance with them.

In the absence of specific voting instructions, the proxy shall be deemed to contain an instruction to vote in favour of the proposals of the Board of Directors and against proposals not put forward by the Board of Directors.

#### 4.3.3. Recipients of the proxy

Proxies granted simply in favour of Sacyr, S.A., or those which do not specify the person to whom the proxy is granted, shall be deemed to have been granted in favour of the Chairperson of the General Meeting.

In cases of delegation (express or implied) in favour of the Chairperson of the General Meeting, as well as in cases of express delegation to a director, should the representative find themselves in a situation of potential conflict of interest regarding any item on the agenda, and unless there are specific voting instructions or instructions to the contrary from the represented shareholder, the proxy shall be deemed to have been granted, for the specific matter in question, in favour of the Secretary of the Board of Directors or, in the event of absence, conflict or inability, to the Deputy Secretary of that body, who in such cases would vote in accordance with the guidelines set out in the preceding paragraph.

For these purposes, and in accordance with the applicable regulations, it is hereby notified that:

- (i) all directors would be in a situation of potential conflict of interest with regard to items 3, 7 and 8. The Chairperson and the Chief Executive Officer would also be in such a situation with regard to item 9 of the agenda; and,
- (ii) should any of the proposals referred to in Article 526.1(b) or (c) of the Companies Act be submitted to the General Meeting, provided that the applicable regulations so permit, the directors affected by such proposals would be in a conflict of interest when voting on them.

## **5. Other matters**

### ***5.1. Rules of precedence between proxy voting, remote early voting to the General Meeting and Telematic attendance at the General Meeting***

- a) A shareholder's Telematic Attendance at the General Meeting shall have the effect of revoking any vote cast early to the General Meeting or any proxy vote cast via remote means of communication.
- b) A vote cast via remote means of communication early to the General Meeting may be rendered void by a subsequent and express revocation made via the same means used for casting the vote, and within the period established for such revocation.
- c) In the event that a shareholder validly submits proxies or votes early to the General Meeting, whether telematically or via a paper proxy form, the latter shall take precedence over the former, regardless of their respective dates. In the event that a shareholder has validly cast several proxies or votes using a paper ballot, the last proxy or vote received by Sacyr, S.A. within the established time limit shall prevail.
- d) The exercise of voting rights via remote means of communication, regardless of the method used to cast the vote, shall render any early electronic or written proxy invalid—such proxy shall be deemed revoked—or any subsequent proxy, which shall be deemed not to have been cast.

***5.2. Disposal of shares:*** the transfer of ownership of shares conferring voting rights of which Sacyr, S.A. is aware shall render the vote or proxy conferred null and void.

***5.3. Safekeeping of electronic signature:*** the shareholder (or their representative) bears sole responsibility for the safekeeping and use of their electronic signature and/or their user ID and password.

***5.4. Incidents:*** Sacyr, S.A. shall not be liable for any damages that may be incurred by the shareholder as a result of breakdowns, overloads, line failures, connection faults or any other event of a similar nature, beyond the control of Sacyr, S.A., which prevent the use of the Telematic Assistance systems for the General Meeting, without prejudice to the adoption of such measures as each situation may require, including the possible temporary suspension or postponement of the General Meeting should this be necessary to ensure the full exercise of shareholders' rights or those of their representatives.

***5.5. Additional information:*** for further information on attendance, delegation of representation and voting via remote communication channels, shareholders may visit the corporate *website* of Sacyr, S.A. ([www.sacyr.com](http://www.sacyr.com)), by email to [accionistas@sacyr.com](mailto:accionistas@sacyr.com) and by calling the Shareholder Helpline on 900 101 930, from 9.00 am to 2.30 pm and from 3.00 pm to 6.00 pm, Monday to Thursday, and from 8.00 am to 2.00 pm on Fridays.

## **6. Right to Information**

From the date of publication of the notice convening the meeting until the General Meeting is held, shareholders may consult, download and print the following from the Company's website ([www.sacyr.com](http://www.sacyr.com)), and may also request the free delivery or dispatch of, amongst other things, the following information and documentation:

- 1) the full text of the notice convening the General Meeting;
- 2) the total number of shares and voting rights of Sacyr, S.A. as at the date of the notice;

- 3) the individual annual accounts and management report of Sacyr, S.A. for the financial year ended 31 December 2025, together with the corresponding audit report and the directors' statement of responsibility;
- 4) the consolidated annual accounts and management report of Sacyr, S.A. and its subsidiaries for the financial year ended 31 December 2025, together with the corresponding audit report and the corresponding statement of responsibility by the directors;
- 5) the non-financial information statement for the financial year ended 31 December 2025;
- 6) the full texts of the proposed resolutions on each and every item on the agenda and, where applicable, the proposed resolutions submitted by shareholders;
- 7) the reports of the Board of Directors regarding the proposals for the re-election of the directors referred to under section 6, which includes information on the identity, curriculum and category to which the directors whose re-election is submitted to the Ordinary General Meeting of Shareholders belong, including the corresponding reports and, where applicable, the proposal of the Corporate Governance, Appointments and Remuneration Committee;
- 8) Reasoned proposal by the Board of Directors of Sacyr, S.A. regarding the amendment of the Directors' Remuneration Policy (including annexes on the Report of the Corporate Governance, Appointments and Remuneration Committee and the Proposed Directors' Remunerations Policy for the financial years 2026, 2027 and 2028);
- 9) the report regarding the amendment to the Rules of Procedure of the Board of Directors, which was approved by the Board of Directors on 12 June 2025;
- 10) the Annual Report on Directors' Remunerations for the financial year ended 31 December 2025;
- 11) the Annual Corporate Governance Report for the financial year ended 31 December 2025;
- 12) the procedural rules for proving share ownership, the right to attend the General Meeting and the rules applicable to the delegation of attendance and voting via remote means of communication;
- 13) the operating rules of the "Electronic Shareholders' Forum";
- 14) the model attendance, proxy and voting card;
- 15) a document setting out the shareholders' right to information; and
- 16) the Articles of Association, the Rules of Procedure of the General Meeting and the Rules of Procedure of the Board of Directors.

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

In view of the circumstances, the Company prioritises the use of digital media to make the information and documentation available to shareholders. However, and in accordance with the provisions of the Regulations of the General Meeting, requests made in exercise of shareholders' right to information may be submitted by delivering or sending by post or an equivalent courier service to the registered office (C/ Condesa de Venadito, 7, 28027 Madrid) a written request bearing a handwritten signature and accompanied by a photocopy of a valid identity document; the request

must state the address to which the shareholder requests that the required information be sent. The request for information may also be made by email to [accionistas@sacyr.com](mailto:accionistas@sacyr.com) in such cases, and in order to provide the system with adequate guarantees of authenticity and identification of the shareholder exercising their right to information, it must include a Valid Electronic Signature. Pursuant to the provisions of Article 11 *quater* of the Capital Companies Act, shareholders are reminded that communications between Sacyr, S.A. and the shareholders, including the transmission of documents, requests and information, may be carried out by electronic means provided that such communications have been accepted by the shareholder; for these purposes, in order to respond to any enquiry or request made by electronic means, such means shall be deemed accepted for the reply if, in the context of the enquiry, the shareholder has not expressly rejected the use of electronic means. If rejected, the reply or information shall be sent by post to the address indicated in the communication (this information being mandatory in the event of non-acceptance of communication by telematic means). Furthermore, shareholders may examine at the registered office (Monday to Thursday from 9.00 am to 2.30 pm and from 3.00 pm to 6.00 pm, and on Fridays from 8.00 am to 2.00 pm) the documentation relating to the holding of the General Meeting, as listed in the preceding sections.

Furthermore, and without prejudice to any other rights to information conferred by the applicable regulations, up to the fifth day prior to the date scheduled for the General Meeting, shareholders may request from the directors, regarding the matters included on the agenda, any information or clarifications they deem necessary, or submit in writing any questions they deem relevant. Furthermore, within the same period, shareholders may request from the directors, in writing, any clarifications they deem necessary regarding the publicly available information that Sacyr, S.A. has provided to the Spanish National Securities Market Commission since the last General Meeting and regarding the auditor's reports. The directors shall be obliged to provide the requested information in accordance with the terms and deadlines established by the applicable regulations (Articles 197 and 520 of the Companies Act).

It is hereby noted that, although the additional information and documentation available on the corporate website of Sacyr, S.A. includes the draft resolutions submitted by the Board of Directors to the General Meeting regarding each item on the agenda, the Board of Directors reserves the right to amend, for justified reasons, the content of the aforementioned draft resolutions. In such a case, shareholders will be informed of this circumstance as soon as possible, through the appropriate "other relevant information", and full and complete disclosure of the amendments will be provided.

For any clarification regarding the submission of documentation and other matters relating to the notice of meeting, shareholders may contact the registered office of Sacyr, S.A. (C/ Condesa de Venadito, 7, 28027 Madrid), the Shareholder Helpline on 900 101 930, from 9.00 am to 2.30 pm and from 3.00 pm to 6.00 pm Monday to Thursday and from 8.00 am to 2.00 pm on Fridays, or by email to [accionistas@sacyr.com](mailto:accionistas@sacyr.com).

## **7. Presence of a Notary at the General Meeting**

The Board of Directors has agreed to require the presence of a Notary Public to draw up the minutes of the General Meeting, in accordance with the provisions of Article 203 of the Companies Act, in conjunction with Article 101 of the Commercial Register Regulations.

## **8. Electronic Shareholders' Forum**

In accordance with the provisions of Article 539.2 of the Companies Act, the Company has set up an “*Electronic Shareholders’ Forum*” on its corporate *website*, on the occasion of the notice convening the General Meeting, which may be accessed with the necessary safeguards by both individual shareholders and voluntary associations that may be formed in accordance with current regulations, in order to facilitate their communication prior to the General Meeting. Proposals intended to be submitted as a supplement to the agenda announced in the notice of meeting, requests to support such proposals, initiatives to reach the sufficient percentage to exercise a minority right provided for by law, as well as offers or requests for voluntary representation. The Forum is established with the aim of facilitating communication amongst the Company’s shareholders on the occasion of the General Meeting. To access the Forum, shareholders must follow the instructions and terms of use of the Forum set out for this purpose in the section dedicated to the “*2026 General Meeting*”.

## 9. Processing of personal data

Personal data (i) contained in this document; (ii) provided by shareholders and, where applicable, their representatives to the Company for the exercise or delegation of their rights to attend, representation and voting at the General Meeting; (iii) provided for this purpose by the banks and securities firms and agencies with which said shareholders have their shares deposited or held in custody, or by the entity legally authorised to maintain the book-entry register (Iberclear); or (iv) obtained through the recording of the General Meeting (i.e., image and voice), shall be processed by Sacyr, S.A., with registered office in Madrid, C/ Condesa de Venadito, 7, 28027 Madrid, as the data controller. Purposes: Management of attendance, proxy and voting rights at the General Meeting, participation in the Electronic Shareholders’ Forum, as well as compliance with any other legal obligations arising from the convening or holding of the General Meeting. Recipients of the data: (i) those required by law; (ii) suppliers providing services to the Company in their capacity as data processors; (iii) the Notary Public who draws up the Minutes of the General Meeting; and (iv) the general public to the extent that the data appears in the documentation available on the corporate website ([www.sacyr.com](http://www.sacyr.com)) or is disclosed at the General Meeting. No international data transfers will be made. The General Meeting will be recorded and broadcast on the corporate website ([www.sacyr.com](http://www.sacyr.com)), on social media and in accredited media outlets. Duration of processing: Personal data will be retained for the duration of the shareholder relationship and, thereafter, for the period established by law to enable the company to deal with any legal or contractual actions. Exercise of rights and details of the Data Protection Officer: Data subjects may exercise their rights of access, rectification, objection, cancellation, erasure, restriction of processing and withdrawal of consent, in accordance with the provisions of current legislation and in compliance with the terms and requirements established therein, by sending a letter marked “Data Protection” specifying their request to the following address: Sacyr, S.A., C/ Condesa de Venadito, 7, 28027 Madrid, or via email to the address [protecciondedatos@sacyr.com](mailto:protecciondedatos@sacyr.com). Similarly, data subjects may contact the Data Protection Officer by email at: [dpo@sacyr.com](mailto:dpo@sacyr.com) or lodge complaints with the Spanish Data Protection Agency ([www.agpd.es](http://www.agpd.es)). Third-party data: Should the attendance, proxy and voting card include personal data of third parties, shareholders must inform the third parties of the matters set out in the preceding paragraphs, ensuring that they have their consent (where legally required). Furthermore, they must comply with any other requirements that may apply for the proper transfer of personal data to Sacyr, S.A., without the latter being required to take any further action in terms of information or consent.

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Madrid, 28 April 2026.  
Secretary to the Board of Directors.