

*English translation for information purposes only. In the event of discrepancies between the English and the Spanish version, the Spanish version shall prevail.*

## **Requirements and procedures for accrediting ownership of shares, the right to attend the General Shareholders' Meeting and the exercise or delegation of voting rights**

### **1.- Legitimacy to exercise the rights to attend and vote at the General Shareholders' Meeting. Accreditation of share ownership**

All shareholders who, individually or in groups with other shareholders, hold a minimum of one hundred (100) shares may participate and vote at the General Shareholders' Meeting of Ferrovial, S.A. (the "**Company**"), whether in person or by electronic means, and such ownership is recorded in the book-entry system under the management of the "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A." (Iberclear) five (5) days prior to the date on which the Meeting is to be held.

The condition of shareholder and the ownership of the indicated number of shares will be verified with the data provided by Iberclear.

### **2.- Right to attend the General Shareholders' Meeting**

#### **A. In-person attendance**

Shareholders wishing to attend the General Shareholders' Meeting in person must have an attendance card issued by the corresponding bank or the Ferrovial Attendance Card, following the instructions thereon, which may be downloaded from the Company's website ([www.ferrovial.com](http://www.ferrovial.com)), requested at the Company's registered offices (calle Príncipe de Vergara 135, Madrid) or by contacting the Shareholder Service Department (+34 91 586 25 65 or [accionistas@ferrovial.com](mailto:accionistas@ferrovial.com)). They must identify themselves (by means of national identity card or passport and power of attorney in the case of a shareholder who is a legal entity) to the personnel in charge of the shareholder register.

#### **B. Telematic attendance**

*Pursuant to Article 28.3 of the Company Bylaws "The governing body shall consider the technical means and legal bases that make possible and guarantee telematic attendance and shall assess the possibility of organising attendance at the meeting by telematic means when each General Shareholders' Meeting is called".*

Shareholders (or their proxies) who wish to attend the General Shareholders' Meeting telematically, when so resolved by the Board of Directors of the Company, must access the website **General Shareholders' Meeting 2021 / Telematic Attendance, Proxy and Vote** available at the Company's website ([www.ferrovial.com](http://www.ferrovial.com)) (the "**Website**") from the publication of the notice of the General Shareholders' Meeting until the General Shareholders' Meeting is held, follow the instructions and complete the necessary details for each of the proceedings.

#### **I. Telematic attendance of shareholders**

- B.1. Prior registration: shareholders who wish to attend the General Shareholders' Meeting telematically must register in advance within the period and in the manner provided for in sections 5.A and 5.B. To do so, the shareholder must access the Website, follow the instructions and complete the necessary details for the registration of shareholders who wish to attend the General Shareholders' Meeting telematically.
- B.2. Accreditation of the shareholder status of the registered persons: from the closing of the registration period until the holding of the Meeting, the Company will verify the status as shareholders of the persons registered as such in accordance with section 5.B.
- B.3. Telematic attendance of the shareholder on the day of the Meeting: the registered shareholder must log on to the Website at the time indicated in the call on the day of the Meeting and identify themselves as indicated in section 5.B below. No additional connections for attendance shall be accepted after that time. Shareholders may follow the Meeting and vote on the items on the Agenda by following the instructions indicated by the computer programme.

In the event that the Meeting is held on second call (notice will be given as to whether it is expected to be held on first or second call in the notice of the meeting), the telematic attendees who have connected on first call must connect again to the Website at the time indicated in the call on the day the Meeting is held on second call and identify themselves as indicated in section 5.B below.

II. Telematic attendance of proxies of shareholders entitled to attend.

- B.4. Telematic assistance of the representative: proxies (of shareholders entitled to attend) may attend the General Shareholders' Meeting telematically.

The proxies' attendance by electronic means requires that a shareholder entitled to attend the General Shareholders' Meeting has previously delegated their proxy validly.

The Company has provided for the following channels:

- A. Platform enabled on the Website: the shareholder must enter the platform in the manner set out in section 5.B and follow the instructions given by the computer programme in order to delegate their proxy.
- B. E-mail: the shareholder or proxy must send the information justifying the proxy delegated by any means to the address [accionistas@ferrovial.com](mailto:accionistas@ferrovial.com), before the deadline set out in section 5.A. Specifically, a copy of the national identity card or passport of the shareholder and the proxy shall be sent together with a copy of the duly completed proxy card. In the case of a shareholder who is a legal entity, a copy of (i) the national identity card or passport of the signatory of the proxy card; and (ii) the sufficient power of attorney authorising them to sign it on behalf of the legal entity shall also be sent.

The Company may request from shareholders or proxies such additional means of identification as it deems necessary to verify the proxy or the identity of the shareholder or proxy.

Once the proxy has been validly granted by one of the means indicated above, the proxy must connect to the Website in the manner indicated in section 2.B.3 above and identify themselves in the manner indicated in section 5.B. To vote, the proxy must follow the instructions provided by

the computer programme.

### **3.- Delegation of voting rights**

Shareholders who do not attend the General Shareholders' Meeting in person may be represented by another person, even if the latter is not a shareholder, complying with the legal requirements, those established in the Bylaws and in the Shareholders' Meeting Regulations and, if applicable, those specifically determined by the Board of Directors on the occasion of each call.

The documents containing the proxies shall include the identification of the person attending in place of the shareholder, who must properly identify himself on the day of the General Shareholders' Meeting. If the documentation does not specify the identity of the proxy or the proxy is granted generically to the Board of Directors, it shall be understood that the proxy has been granted in favour of the Chairman of the Board of Directors, the Vice-Chairmen, the Chief Executive Officer or the Secretary of the Board of Directors, without distinction. In such cases, if the designated representative is in a situation of conflict of interest in the voting of any of the proposals that, on or off the Agenda, are submitted to the General Shareholders' Meeting and the proxy has not given precise instructions, the representation shall be understood to be conferred on any other of the aforementioned persons in whom this circumstance does not apply.

### **4.- Proxy and voting by remote means of communication**

Pursuant to Article 34.6 of the Bylaws *"Shareholders with voting rights may exercise them by postal or electronic correspondence or any other means of remote communication which, duly guaranteeing the identity of the shareholder exercising their voting rights, the governing body may determine, where appropriate, on the occasion of the call of each Meeting, in accordance with the provisions of the Regulations of the General Shareholders' Meeting of the Company"*.

Likewise, article 7.8 of the Regulations of the General Shareholders' Meeting provides that *"The governing body shall assess, when each General Shareholders' Meeting is called, whether there are means of remote communication that may allow shareholders to vote and/or to delegate, duly guaranteeing the identity of the person exercising their right to vote or, in the case of proxy, those of the representative and represented, and whether the use thereof is feasible."*

When so agreed by the Board of Directors of the Company, shareholders may delegate their representation through remote means of communication. Likewise, shareholders or their proxies may cast their vote by remote means of communication.

#### **4.1 Shareholder voting or proxy voting prior to the Meeting through the platform provided on the Website.**

Shareholders who wish to delegate their proxy or vote prior to the General Shareholders' Meeting must access the platform enabled on the Website, within the period and in the manner set forth in sections 5.A and 5.B, and follow the instructions provided by the computer programme.

#### **4.2 Shareholder's vote or proxy in favour of the Board of Directors, a Director or the Secretary of the Board, prior to the Meeting by e-mail.**

##### **A. Shareholder's vote prior to the Meeting.**

Shareholders who wish to do so may cast their vote prior to the Meeting by e-mail in the manner indicated below:

- Cards issued by depositories: the shareholder must complete the sections relating to voting on the card and send a copy of the card to the address [accionistas@ferrovial.com](mailto:accionistas@ferrovial.com) within the time limit set out in section 5.A. They must send a copy of their national identity card or passport to this address together with the completed and signed card. In the case of a shareholder that is a legal entity, it shall send a copy of (i) the national identity document or passport of the signatory of the voting card; and (ii) the power of attorney empowering them to sign it on behalf of the legal entity.
- Ferrovial Cards: the shareholder must complete the Ferrovial Voting Card and send a copy of it to the address [accionistas@ferrovial.com](mailto:accionistas@ferrovial.com) within the period provided in section 5.A, following the instructions and accompanied by the documents indicated on the Card itself. Shareholders may obtain the Ferrovial Voting Card by downloading and printing it from the Company's website ([www.ferrovial.com](http://www.ferrovial.com)), by picking it up at the Company's registered office (c/ Príncipe de Vergara, 135, 28002 Madrid) or by requesting that it be sent free of charge to the Shareholder Service Department (telephone 34 915862565 or [accionistas@ferrovial.com](mailto:accionistas@ferrovial.com)).

#### **B. Delegation of proxy in favour of the Board of Directors, a Director or the Secretary of the Board.**

Shareholders may delegate their proxy to the Board of Directors, a Director or the Secretary of the Board by any of the following means:

- Cards issued by depositories: the shareholder must complete the sections relating to the delegation of the card and send a copy of the card to the address [accionistas@ferrovial.com](mailto:accionistas@ferrovial.com) within the period provided in section 5.A. Together with the completed and signed card, they must send a copy of their national identity card or passport to this address. In the case of a shareholder that is a legal entity, it shall send a copy of (i) the national identity document or passport of the signatory of the proxy or voting card; and (ii) the power of attorney empowering them to sign it on behalf of the legal entity.
- Ferrovial Cards: the shareholder must complete the Ferrovial Proxy Card and send a copy of it to the address [accionistas@ferrovial.com](mailto:accionistas@ferrovial.com) within the period provided in section 5.A, following the instructions and accompanied by the documents indicated on the Card itself. Shareholders may obtain the Ferrovial Proxy Card by downloading and printing it from the Company's website ([www.ferrovial.com](http://www.ferrovial.com)), by picking it up at the Company's registered office or by requesting that it be sent free of charge to the Shareholder Service Department (telephone 34 915862565 or [accionistas@ferrovial.com](mailto:accionistas@ferrovial.com)).

### **4.3 Shareholder's vote or proxy in favour of the Board of Directors, a Director or the Secretary of the Board, prior to the Meeting by postal correspondence.**

#### **A. Shareholder's vote prior to the Meeting.**

Shareholders who so wish may cast their vote prior to the Shareholders' Meeting by postal correspondence in the manner indicated below:

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- Cards issued by depositories: the shareholder must complete the sections relating to voting on the card and send the original by post to the Company's registered office (calle Príncipe de Vergara, 135, 28002 Madrid), accompanied by the documents indicated in section 4.2 A for this type of card and within the period provided in section 5.A.
- Ferrovial Cards: the shareholder must complete the Ferrovial Voting Card and send the original by post to the Company's registered office (calle Príncipe de Vergara, 135, 28002 Madrid), within the period provided in section 5.A and following the instructions and accompanied by the documents indicated on said Card. The shareholder may obtain the Ferrovial Voting Card in the manner indicated in section 4.2 A.

## **B. Delegation of proxy in favour of the Board of Directors, a Director or the Secretary of the Board.**

Shareholders may delegate their proxy to the Board of Directors, a Director or the Secretary of the Board by any of the following means:

- Cards issued by depositories: the shareholder must complete the sections relating to the delegation of the card and send the original by post to the Company's registered office (calle Príncipe de Vergara, 135, 28002 Madrid), accompanied by the documents indicated in section 4.2 B for this type of card and within the period provided in section 5.A.
- Ferrovial Cards: the shareholder must complete the Ferrovial Proxy Card and send the original by post to the Company's registered office (calle Príncipe de Vergara, 135, 28002 Madrid), within the period provided in section 5.A and following the instructions and accompanied by the documents indicated on the said Cards. The shareholder may obtain the Ferrovial Proxy Card in the manner indicated in section 4.2 B.

### **4.4 Delegation of the shareholder in favour of a person other than a Director, the Secretary of the Board or the Board of Directors.**

Shareholders may delegate their proxy in favour of a person other than a Director, the Secretary of the Board or the Board of Directors.

To do so, they must complete and sign the card issued by the depository entity or the Ferrovial Proxy Card, and send the original of said card to the designated representative by any means. Once received by the representative, the representative must also sign it.

Delegations of proxy must be accepted by the representative, without which they will not be valid. For these purposes, it shall be understood that the proxy accepts the delegation if (i) they attend the Meeting telematically in accordance with the provisions of section 2.B.4; (ii) presents himself/herself with his/her national identity card or passport (and power of attorney in the event that the proxy has been granted to a legal entity) at the place where the Meeting is to be held within two hours prior to the time scheduled for it to start, and indicates to the personnel in charge of the shareholders' register his/her status as proxy of the shareholder that has granted him/her the proxy and shows the proxy card or proof of proxy sent to him/her by said shareholder; or (iii) casts his/her vote prior to the Meeting by e-mail or postal correspondence in the manner provided for in section 4.5 below.

Shareholders may obtain the Ferrovial Proxy Card by downloading and printing it from the

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Company's website ([www.ferrovial.com](http://www.ferrovial.com)), by picking it up at the Company's registered office (c/ Príncipe de Vergara, 135, 28002 Madrid) or by requesting that it be sent free of charge to the Shareholder Service Department (telephone 34 915862565 or [accionistas@ferrovial.com](mailto:accionistas@ferrovial.com)).

#### **4.5 Voting by the proxy in advance of the Meeting by e-mail or postal correspondence.**

The proxy may vote prior to the Meeting by completing the Ferrovial Voting Card, available in the form indicated in section 4.2 A. Once completed and signed, a copy of said card must be sent to the Company, within the period established in section 5.A, by e-mail to the address [accionistas@ferrovial.com](mailto:accionistas@ferrovial.com), or the original of said card by post to the address:

FERROVIAL, S.A.  
Shareholder Services  
Calle Príncipe de Vergara, 135  
28002 Madrid

Photocopies (in the case of postal voting) or copies (in the case of voting by e-mail) of the following documents must be sent with the card: (i) proxy card of the shareholder represented; (ii) national identity document or passport of the proxy; and (iii) national identity document or passport of the represented shareholder. In the case of a shareholder who is a legal entity, the following must be sent (a) the proxy card; (b) the national identity card or passport of the signatory of the proxy card; and (c) the power of attorney empowering the signatory to sign the proxy card on behalf of the legal person.

#### **5.- Common rules for telematic attendance, proxy and voting by remote means of communication**

##### **A. Term**

In order for proxies granted and votes cast prior to the Meeting (whether by shareholders or their proxies) by the means of remote communication indicated in this notice to be valid, they must be received by the Company prior to the date and time stated in the call corresponding to each General Shareholders' Meeting at (i) its registered office (calle Príncipe de Vergara, 135, 28002 Madrid); (ii) the e-mail address [accionistas@ferrovial.com](mailto:accionistas@ferrovial.com); or (iii) the platform provided for this purpose on the Website.

Shareholders wishing to attend the Meeting electronically must first register on the Website prior to the date and time stated in the notice of each General Shareholders' Meeting.

##### **B. Identification of the shareholder or proxy wishing to use the platform provided on the Website**

Shareholders who wish to delegate their proxy, cast their vote or register to attend the Meeting telematically through the platform enabled on the Website, may prove their identity, within the period established in section 5.A above, by means of: (i) an electronic National Id card, or (ii) a valid, current, recognised electronic certificate issued in accordance with the provisions of Act 59/2003, of 19 December, on Electronic Signatures by "Autoridad Pública de Certificación Española" (CERES), an agency of the Spanish Mint, "Fábrica Nacional de Moneda y Timbre".

Shareholder proxies who wish to attend the Meeting telematically through the platform provided on the Website may prove their identity in the manner established in the preceding paragraph.

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The Company reserves the right to request from shareholders or their proxies such additional means of identification as it deems necessary to verify such status, as the case may be, and to guarantee the authenticity of the vote, proxy or remote attendance.

C. Rules of priority between proxy and voting by remote means of communication and attendance at the General Shareholders' Meeting.

Attendance (in person or by electronic means) at the General Shareholders' Meeting by a shareholder who has previously delegated their proxy or voted, regardless of the means used, shall render the proxy or vote null and void.

In the event that a shareholder makes several proxies or votes, the action taken last shall prevail. If any of these events occur, this will be posted immediately on the Website, without prejudice to the validity of votes and proxies issued and the shareholders' rights of attendance and representation. If the shareholder has cast different votes in different directions, the vote cast last shall prevail.

Physical attendance in person at the Meeting shall render personal attendance by telematic means ineffective.