



SACYR, S.A.
ORDINARY GENERAL SHAREHOLDERS MEETING CONVENED FOR JUNE 14 and 15, 2023, ON FIRST AND SECOND NOTICE OF MEETING, RESPECTIVELY

ATTENDANCE, DELEGATION AND VOTING CARD

Shareholder identification data

Name or corporate name (*):	TIN	Nº of shares

(*) In the event that the shareholder is a legal person, the name and TIN of the aforementioned legal person must be recorded, as well as the name, TIN and position of the natural person intervening on its behalf.

Depository entity of the shares:

1. ATTENDANCE

Possible methods of attendance:

A.- Attendance in person.

For in person attendance the meeting must be attended with the attendance card two hours before the time indicated for the celebration of the General Meeting.

B.- Remote attendance.

You must **register in advance** in the "General Meeting 2023" space, section "*Voting, delegation and prior remote registration*" of the corporate website (www.sacyr.com), before 11:59 am on June 13, 2023.

To attend remotely, you must connect on the day of the Celebration of the General Meeting in the space "General Meeting 2023", section "Telematic attendance" of the corporate website (www.sacyr.com).

2. DELEGATION

Possible methods of delegation:

A.- Delegation by remote means.

To delegate your vote by remote means, you must access in the "*General Meeting 2023*" space, section "*Voting, delegation and prior remote registration*" of the corporate website (www.sacyr.com), and cast your proxy before 11:59 am on June 13, 2023.

B.- Delegation by postal mail.

You must communicate the representation with a sufficient advance to the Shareholders Department of Sacyr, S.A., at the registered office (7, Condesa de Venadito Street – 28027 Madrid).

I grant my representation in favor of (check only one of the following boxes**):

- Chairperson of the General Shareholders' Meeting.
- Mr./Mrs..... TIN.....

(**) Any delegation that does not contain a specific mention of the person to whom it is granted shall be deemed to be granted in favor of the Chairperson of the General Meeting.

Voting instructions on proposals made by the Board of Directors:

Voting instructions for any proposals that may be made by the Board of Directors outside the agenda included in the notice of meeting:

I give express instruction of vote in the regard that I indicate below, it must be considered that, if I do NOT mark any box, I am granting precise instructions so that my vote is IN FAVOR of the proposals formulated by the Board of Directors:

In favor Abstention Against

Voting instructions for any proposals that have not been made by the Board of Directors:

I give an express instruction of vote in the regard that I indicate below, it being considered that, if I do NOT mark any box, I am giving precise instructions so that my vote is AGAINST these proposals:

In favor Abstention Against

C.- Voting in person.

I vote in the regard that I indicate below understanding that the boxes not filled in, are votes IN FAVOR of the proposals of the Board of Directors:

Agenda Items	1	2	3	4	5.1	5.2	5.3	5.4	5.5	5.6	6	7	8.1	8.2	8.3	8.4	9.1	9.2	10	11	
In favor																					
Against																					
Abstention																					

Voting instructions for any proposals that may be made by the Board of Directors outside the agenda included in the notice of meeting:

I give express instruction of vote in the regard that I indicate below, it must be considered that, if I do NOT mark any box, I am granting precise instructions so that my vote is IN FAVOR of the proposals formulated by the Board of Directors:

In favor Abstention Against

Voting instructions for any proposals that have not been made by the Board of Directors:

I give an express instruction of vote in the regard that I indicate below, it being considered that, if I do NOT mark any box, I am giving precise instructions so that my vote is AGAINST these proposals:

In favor Abstention Against

_____, on _____, 2023.

Shareholder Signature: _____

Private data:

Sacyr, S.A. will process the private data that you have provided, in order to manage the notice of meeting and celebration of the General Meeting, including your attendance and, where appropriate, intervention, therein. You can exercise the rights recognized in articles 15 to 22 of Regulation (EU) 2016/679, by means of a letter identified with the reference "Data Protection" in which your request is specified to the following address: Sacyr, S.A., 7, Condesa de Venadito Street, 28027 – Madrid, or through the address protecciondedatos@sacyr.com.

If you wish, you can query additional and detailed information on Data Protection in the Announcement of the Notice of Meeting for the Ordinary General Shareholders' Meeting published on the Company's website (www.sacyr.com).

AGENDA

ITEMS RELATING TO THE FINANCIAL STATEMENTS AND CORPORATE MANAGEMENT

First: Review and approval, when applicable, of the individual annual accounts and management report of Sacyr, S.A. and of the consolidated financial statements and management report of Sacyr, S.A. and its subsidiaries for the business year ended on December 31st, 2022.

Second. Review and approval, when applicable, of the statement of non-financial information for the business year ended on December 31st, 2022.

Third: Review and approval, when applicable, of the proposed application of the profit for the business ended on December 31st, 2022.

Fourth. Review and approval, when applicable, of the corporate management and actions carried out by the Board of Directors during the business year ended on December 31st, 2022.

ITEMS RELATING TO THE BOARD OF DIRECTORS

Fifth. Appointment and re-election of directors. Establishment of the number of Directors.

5.1. Establishment of the number of members of Directors.

5.2. Re-election of Mr. Manuel Manrique Cecilia as director, with the qualification of executive director.

5.3. Appointment of Mr. José Manuel Loureda Mantiñán as director, with the classification of proprietary director.

5.4. Re-election of Ms. Elena Jiménez de Andrade Astorqui as director, with the classification of independent director.

5.5. Appointment of Ms. Elena Monreal Alfageme as director, with the classification of independent director.

5.6. Appointment of Ms. Adriana Hoyos Vega, as director, with the classification of independent director.

Sixth. Review and, when 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 2023, 2024 and 2025 business years.

Seventh. Consultative vote on the Annual Report on Directors' Remuneration for the 2022 business year.

ITEM RELATING TO THE AMENDMENT OF THE BYLAWS

Eighth. Modification of the Company's Bylaws.

8.1. Amendment of Article 41 (Quantitative composition of the Board of Directors) of the Company's Bylaws to reduce the number of members of the Board of Directors in accordance with best corporate governance practices.

8.2. Amendment of Article 42 (Qualitative Composition of the Board of Directors) of the Company's Bylaws, in order to reinforce the responsibilities of the Coordinating Director in accordance with best corporate governance practices.

8.3. Amendment of Article 51 (Conduct of Meetings) of the Company's Bylaws, to limit the Chairman's casting vote.

8.4. Amendment of Article 54 (Removal of Directors) of the Company's Bylaws, to reinforce the causes for removal of Directors as set forth in the Bylaws.

ITEM RELATING TO CHANGES IN CAPITAL STOCK AND SHAREHOLDER REMUNERATION

Ninth. Increases in capital stock, charged to profits or reserves.

9.1. Approval of a first capital increase to be charged to profits or reserves ("*scrip dividend*"), for a maximum nominal amount of twenty million euros (€20,000,000) through the issue of new ordinary shares with a par value of one euro each, without share premium, of the same class and series as those currently outstanding and with provision for incomplete subscription/allotment; subsequent amendment of the corresponding article of the Company's Bylaws. Commitment to acquire the free-of-charge allocation rights at a guaranteed fixed price. Application for admission to trading of the new shares to be issued. Delegation of powers to the Board of Directors, with express powers of substitution, to establish the terms and conditions of the increase in all matters not stipulated for by this General Meeting, to carry out the acts necessary for its execution and to adapt the drafting of Article 5 of the Company's Bylaws.

9.2. Approval of a second capital increase to be charged to profits or reserves ("*scrip dividend*"), for a maximum nominal amount of twenty million euros (€20,000,000) through the issuing of new ordinary shares with a par value of one euro each, without share premium, of the same class and series as those currently outstanding and with provision for incomplete subscription/allotment; subsequent amendment of the corresponding article of the Company's Bylaws. Commitment to acquire the free-of-charge allocation rights at a guaranteed fixed price. Application for admission to trading of the new shares to be issued. Delegation of powers to the Board of Directors, with express powers of substitution, to establish the terms and conditions of the increase in all matters not stipulated for by this General Meeting, to carry out the acts necessary for its execution and to adapt the drafting of Article 5 of the Company's Bylaws.

ITEMS RELATING TO DELEGATIONS OR AUTHORIZATIONS TO THE BOARD OF DIRECTORS

Tenth: Authorization and delegation to the Board of Directors, with powers of substitution, to increase the share capital in accordance with the provisions of Article 297.1 b) of the Capital Companies Act, with the power to exclude the pre-emptive subscription right limited to a maximum of 10% of the share capital.

Eleventh: Authorization to the Board of Directors for the interpretation, correction, supplementation, execution and development of the resolutions adopted by the General Shareholders' Meeting, as well as to replace the powers it receives from the General Shareholders' Meeting and delegation of powers to convert such resolutions into a public instrument.