



REQUIREMENTS AND PROCEDURES TO CREDIT THE OWNERSHIP OF SHARES; RIGHT TO ATTEND THE GENERAL SHAREHOLDERS MEETING; AND EXERCISE OR DELEGATION OF THE RIGHT TO VOTE

The General Shareholders Meeting will be held in accordance with the General Shareholders Meeting Regulations [available on Sacyr's website (www.sacyr.com), on the CNMV's website and in the Commercial Registry], Sacyr's Bylaws, the Corporate Enterprises Act and, exceptionally, Royal Decree Law 8/2020, of March 17, adopting urgent extraordinary measures to address the economic and social impact of COVID-19 (Royal Decree Law), partially amended by the Final Provision Eight of Royal Decree Law 5/2021, of March 12, and the rules that guarantee the exercise of the rights of attendance, voting, information and delegation of shareholders and/or representatives approved by the Board of Directors, in its session of March 25, 2021.

Right to attendance:

Shareholders who, under the Bylaws, hold at least a number of shares with a par value of more than one hundred and fifty euros (EUR 150), i.e. at least one hundred and fifty one (151) shares, are entitled to attend the General Shareholders Meeting, and have them registered in their name in the corresponding accounting records at least five (5) days before the date of the General Shareholders Meeting (the General Shareholders Meeting is scheduled to be held on April 29, 2021, at second notice). Shareholders who do not hold the minimum number of shares required to attend may be represented in writing by a person with the right to attendance, as they hold or have delegated the minimum number of shares required; or are grouped together with other shareholders in the same situation, up to the number of shares necessary, and be represented in writing by one of them.

The right to attendance is delegated in accordance with the Corporate Enterprises Act, the Bylaws and the regulations of the General Shareholders Meeting.

The Company will enable **the telematic attendance platform under the "2021 General Shareholders Meeting" heading on the company's website (www.sacyr.com), where instructions for remote attendance to the General Shareholders Meeting will also be made available.**

For the appropriate purposes, attendance, delegation and voting cards will be issued by the entities participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U (Iberclear) that may apply.

Prior registration of shareholders and representatives:

Shareholders wishing to attend the telematic meeting must register before 11:59 a.m. on April 27, 2021 at the "2021 General Shareholders Meeting" link, under the section "*Voting, Electronic Delegation and registration after telematic attendance*", of the company website (www.sacyr.com). After that time, no more registrations will be permitted to exercise the right to telematic attendance.

The aforementioned registration will be carried out by any of the following means: (i) electronic national identification number or (ii) recognized or advanced electronic signature, based on an electronic

certificate recognized and operational, issued by the Spanish Public Certification Body (CERES), under the Royal Mint of Spain [*Fábrica Nacional de Moneda y Timbre*].

In order for a legal person shareholder to be able to attend telematically, the proxy who will complete the registration process on behalf of the legal person shareholder must first prove its representation and identity by sending the attendance card issued in the name of the legal person by the company or by the depositary entity, duly completed and signed, together with a copy of the official document proving the identity of the proxy and a copy of the document proving the power of attorney that allows it to act on behalf of the legal entity shareholder, to the attention of the Shareholders Department of Sacyr, S.A., at the registered office (C/Condesa de Venadito, 7 28027-Madrid) or by email to accionistas@sacyr.com, before 11.59 a.m. on April 27, 2021. Once the documentation has been received and after its verification, the proxy may attend the General Shareholders Meeting telematically.

In order for the proxy to be able to attend the General Shareholders Meeting telematically, the shareholder who granted the power of attorney must have communicated that delegation to the representative and sent a copy of the delegation granted, or the powers of representation in the case of a legal person, with sufficient time in advance, to the Shareholders Department of Sacyr, S.A., at the registered office (C/Condesa de Venadito, 7, 28027-Madrid) or by email to accionistas@sacyr.com, together with a copy of the national identification number or passport of the representative. Once the shareholder (or, where appropriate, his representative) has previously registered in accordance with the above, they may attend and vote in the General Shareholders Meeting telematically in real time, making the corresponding connection on the day of the meeting.

Connection and attendance at the Meeting:

The previously registered shareholder (or, where applicable, the representative) may attend the General Shareholders Meeting telematically by connecting to SACYR, S.A.'s website (www.sacyr.com) under the section "Telematic attendance" between 10 a.m. and 11:45 a.m. on April 28, 2021 (if the General Shareholders Meeting is held at first notice) or between 10 a.m. and 11:45 a.m. on April 29, 2021 (if, as expected, the Meeting is held at second notice). If applicable, on April 28, 2021, once there is no quorum sufficient to hold the meeting, the company will publish this circumstance through the "*2021 General Shareholders Meeting*" section on the company website confirming that the General Shareholders Meeting will be held at second notice.

If the General Shareholders Meeting is held at second notice (as is foreseeable), the telematic attendees that have been connected at first notice must be connected again to attend the General Shareholders Meeting on second notice.

Attendees at the General Shareholders Meeting may follow the entirety of the Meeting that will be transferred in real time via the company's website, without prejudice to its recording and public dissemination via that page.

After the time indicated, no connection will be accepted. Shareholders who make a prior registration and who do not subsequently connect to the meeting will not be considered as participants.

Right to vote

The casting of the vote on proposals relating to items on the agenda may take place from the time of the connection as an assistant to the shareholder (or, where applicable, the representative) in the

"Telematic Attendance" section on the company website and until the Chairman or, where applicable, the Secretary of the Meeting, announces the conclusion of the voting period of the proposed resolutions relating to items on the agenda.

Regarding the proposed resolutions on those matters that, by legal mandate, do not need to be included on the agenda, the telematic attendees may cast their votes from the moment these proposals are read to be voted on under the "Telematic Attendance" section on the company website (www.sacyr.com).

The procedure envisaged in the Bylaws and the Board Regulations will apply to the voting on the proposed resolutions.

Delegation of the representation and voting before the General Shareholders Meeting is held by means of remote communication:

Shareholders may (i) delegate or confer their representation or (ii) vote, by means of remote communication, before the General Shareholders Meeting is held, and in accordance with, and subject to, Articles 27 and 34 of the Bylaws, and 8 and 22 of the General Shareholders Meeting Regulations. To guarantee the exercise of these rights as much as possible, and in accordance with the above provisions, the Board of Directors has agreed to the following procedural rules of implementation for this General Shareholders Meeting:

1. Delegation of representation by means of remote communication.

A) Means of Remote communication.

The means of remote communication valid to delegate or confer representation are as follows:

(a) Electronic resources: To delegate or confer representation by electronic means, shareholders must do so via the Sacyr, S.A. company website (www.sacyr.com).

Given that the method used to grant delegation by electronic means must have the appropriate guarantees of authenticity and identity of the delegating subject, shareholders who wish to use this method of delegation must have an advanced or recognized electronic signature, in accordance with Spanish Electronic Signature Act [*Ley 59/2003, de 19 de diciembre, de Firma Electrónica*], based on a recognized electronic certificate in relation to which it is not recorded and that it may be (i) an Electronic User Certificate issued by the Spanish Public Certification Body (CERES) under the Spanish Royal Mint of Spain or (ii) a recognized electronic certificate that is included in the National Electronic Identity Document issued in accordance with Royal Decree 1553/2005, of December 23, regulating the issue of the National Identity Document and its electronic signature certificates (jointly, a "Valid Electronic Signature").

Once the shareholder has its corresponding Valid Electronic Signature, it may grant their representation to another person, even if not a shareholder, to be represented at the General Shareholders Meeting, through the "2021 General Shareholders Meeting" section on the Sacyr, S.A. company website (www.sacyr.com), using the form "*Electronic delegation*" within section "*Voting, Electronic Delegation and registration before the telematic attendance*" and under the terms described above. The electronic delegation document will, for the purposes of Article 27(2)(b) of the Bylaws, be considered an electronic copy of the attendance and delegation card.

(b) Post or equivalent messaging services: To grant their representation by post or an equivalent messaging services, shareholders must complete and sign (i) the attendance, delegation and vote card issued on paper by the corresponding entities participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), or (ii) the form/card provided by Sacyr, S.A. that may be downloaded and printed from its company website (www.sacyr.com) in the "2021 General Shareholders Meeting" section, under "Delegation by post", and in both cases signing in the section that the card envisages for the signature of the represented party; in the second case (remission of the form/card provided by Sacyr, S.A.), it must also be accompanied by a certificate proving ownership of the shares. As shareholders, a copy of the document proving the signatory's sufficient powers of representation must be attached. The card duly completed and signed with a handwritten signature (and, where applicable, the title certificate), must be sent to Sacyr, S.A. (c/Condesa de Venadito, 7, 28027 Madrid) by post or equivalent messaging service. The delegation's delivery at the reception of Sacyr, S.A. (c/Condesa de Venadito, 7, 28027 Madrid) will be treated as sending it by postal correspondence.

(c) Through financial institutions: Shareholders wishing to delegate their representation may also do so through the financial institutions to which they have deposited their shares so that these entities, in turn, send the company the instructions received.

B) Communication from the delegation to the representative.

Shareholders who grant their representation by the aforementioned means of remote communication agree to notify the appointed representative of the representation granted. When the representation is entrusted to Sacyr, S.A., to some director, to the Chairman of the General Shareholders Meeting or to the Chairman and/or to the Secretary of the Board of Directors (or the Deputy Secretary of that body), this communication will be understood as made and accepted when Sacyr, S.A. receives the electronic delegation or the physical card, duly completed and signed.

C) Registration and attendance by proxy

The previously registered proxy may attend the General Shareholders Meeting telematically by connecting to SACYR, S.A.'s company website (www.sacyr.com) under the section "Telematic attendance" between 10 a.m. and 11:45 a.m. on April 28, 2021 (if the General Shareholders Meeting is held at first notice) or between 10 a.m. and 11:45 a.m. on April 29, 2021 (if, as expected, the General Shareholders Meeting is held at second notice). If applicable, on April 28, 2021, once there is no quorum sufficient to hold the meeting, the company will publish this circumstance through the "2021 General Shareholders Meeting" section on the company website confirming that the General Shareholders Meeting will be held at second notice.

If the General Shareholders Meeting is held at second notice (as is foreseeable), the telematic attendees that have been connected at first notice **must be connected again** to attend the General Shareholders Meeting at second notice.

Attendees at the General Shareholders Meeting may follow the entirety of the Meeting that will be transferred in real time via the company's website, without prejudice to its recording and public dissemination via that page.

After the time indicated, no connection will be accepted. Shareholders who make a prior registration and who do not subsequently connect to the meeting will not be considered as participants.

2. Voting before the General Shareholders Meeting is held by means of remote communication

The means of remote communication allowed to cast the vote remotely are as follows:

A) Electronic resources:

To cast the vote remotely by electronic means, shareholders must do so via the Sacyr, S.A. company website (www.sacyr.com). Shareholders wishing to use this voting method must have a Valid Electronic Signature in advance. Once the shareholder has its corresponding Valid Electronic Signature, it may cast its vote remotely in relation to the items on the agenda of the General Shareholders Meeting, through the "2021 General Shareholders Meeting" section on the Sacyr, S.A. company website (www.sacyr.com) and through the "electronic vote" form that is included in the "Voting, Electronic Delegation and registration after telematic attendance" section. The electronic voting document will, for the purposes of Article 34(3) of the Bylaws, be considered an electronic copy of the attendance card.

B) Post or equivalent messaging service: To cast the vote remotely by post or equivalent messaging service, the shareholders must complete and sign the corresponding section of the remote vote of (i) the attendance, delegation and vote card issued on paper by the corresponding entity participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), or (ii) form/postal voting card provided by Sacyr, S.A., which they may download and print from its company website (www.sacyr.com) in the section "2021 General Shareholders Meeting", under "Postal Vote". Once the card or form/card has been completed and signed with a handwritten signature, the shareholder must send it to the shareholders department of Sacyr, S.A. (c/Condesa de Venadito, 7, 28027 Madrid) by post or equivalent messenger service; if the document sent is the form provided by Sacyr, S.A., the certificate proving ownership of the shares must also be sent. As shareholders, a copy of the document proving the signatory's sufficient powers of representation must be attached. The delivery of the vote at the reception of Sacyr, S.A. (c/Condesa de Venadito, 7, 28027 Madrid) will be treated as postal correspondence.

C) Through financial institutions: Shareholders who wish to cast their votes remotely may also do so through the financial institutions in which they have deposited their shares so that these entities, in turn, send the instructions received to the company.

3. Basic rules on delegation and voting before the General Shareholders Meeting is held remotely.

A) Period of reception by Sacyr, S.A.: To be valid, and pursuant to the Bylaws and the General Shareholders Meeting Regulations, the Board of Directors has agreed that both delegations and votes by means of remote communication (regardless of the means used) must be received by Sacyr, S.A. before 11:59 a.m. on April 27, 2021.

B) Extension of delegation and voting instructions before the General Shareholders Meeting: The delegation of the representation will cover the items on the agenda, as well as those items that may eventually be included to the agenda, unless expressly indicated otherwise, as a result of shareholders exercising their right to complement the notice; and those items that may be proposed at the General Shareholders Meeting itself, as permitted by the applicable regulations.

Delegations to vote will indicate the way in which the representative will vote.

If instructions have been issued by the shareholder represented, the representative will cast the vote in accordance with those instructions.

If there are no precise voting instructions, it will be understood that the delegation contains the vote in favor of the Board proposals and the vote against the proposals not made by the Board of Directors.

C) Recipients of the representation: The delegations of representation made simply in favor of Sacyr, S.A., or those that do not indicate the person delegated, will be considered made in favor of the Chairman of the General Shareholders Meeting.

In cases of delegation (expressly or impliedly) to the Chairman of the General Shareholders Meeting, as well as in cases of express delegation to any director, to any point on which the representative is in a situation of possible conflict of interest, and unless there are precise voting instructions or to the contrary by the shareholder represented, the representation will be understood to be granted, for the specific case in question, to the Secretary of the Board of Directors or, in the event of absence, conflict or impossibility, to the Deputy Secretary of that body, who in such cases would vote in accordance with the guidelines established in point (B) above.

For these purposes, as well as the effects envisaged in the applicable regulations, it is reported that:

(i) all the directors would be in a situation of potential conflict of interest with regard to points four and seven. The Chairman would also be in a situation of potential conflict of interest with regard to the eighth and ninth points of the agenda;

(ii) those directors in relation to whom their ratification, reelection or appointment is proposed under point six of the agenda are in conflict of interest with regard to the point at which such ratification, reelection or appointment is sought;

(iii) if, to the extent permitted by the applicable rule, any proposal or proposals referred to in section 526(1)(b) or 526(1)(c) of the Corporate Enterprises Act were submitted to the General Shareholders Meeting, the directors affected by these proposals would be in conflict of interest in their vote.

Other matters

(i) Rules of priority between delegation, remote voting before the General Shareholders Meeting and telematic attendance at the General Shareholders Meeting:

a) Telematic attendance to the General Shareholder Meeting by the shareholder will have the value of revoking the vote cast before the General Shareholders Meeting or the delegation held by means of remote communication.

b) The vote cast by means of remote communication before the General Shareholders Meeting is held may be rendered null and void by subsequent and express revocation by the same means used for the meeting, and within the period established for it.

c) If a shareholder validly makes any delegation or votes before the General Shareholders Meeting is held, both telematically and by means of a printed card on paper, the latter will prevail over it, regardless of their respective dates. If a shareholder has validly made several delegations or votes by printed paper card, the last delegation or vote that was received by Sacyr, S.A. will prevail within the period established.

d) Exercising the right to vote by means of remote communication, regardless of the means used to issue the vote, will render ineffective any electronic or written delegation - be it prior, which will be considered revoked, or after, which will be understood as not made.

(ii) The disposal of shares having a title that confers the right to vote that Sacyr, S.A. is aware of, will render the vote or delegation granted null and void.

(iii) Custody of an electronic signature: it is the exclusive responsibility of the shareholder (or its representative) to keep and use his electronic signature.

(vi) Incidents: Sacyr is not responsible for any damages that could be caused to the shareholder as a result of breakdown, overcharges, failures in the lines, faults in connection or any other eventuality of the same or similar nature, outside of Sacyr's intention, that impede the use of the telematic attendance methods to the General Shareholders Meeting, without prejudice to the adoption of the measures that each situation requires, including the possible temporary suspension or extension of the General Shareholders Meeting if this is sufficient to ensure the full exercise of its rights by shareholders or their representatives.

(v) Additional information: For more information on the attendance, delegation of the representation and vote by means of remote communication, shareholders can contact Sacyr, S.A. (www.sacyr.com), to the email address accionistas@sacyr.com and to the telephone number for Shareholder Support 900101930 from 9 a.m. to 2 p.m. and from 4 p.m. to 7 p.m. from Monday to Thursday and from 9 a.m. to 2 p.m. on Fridays.