

ACS, Actividades de Construcción y Servicios, S.A.

Financial Statements
for the year ended
31 December 2024 and
Directors' Report, together with
Independent Auditor's Report

*Translation of a report originally issued in Spanish based
on our work performed in accordance with the audit
regulations in force in Spain. In the event of a discrepancy,
the Spanish-language version prevails.*

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INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

To the Shareholders of ACS, Actividades de Construcción y Servicios, S.A.,

Report on the Financial Statements

Opinion

We have audited the financial statements of ACS, Actividades de Construcción y Servicios, S.A. (the Company), which comprise the balance sheet as at 31 December 2024, and the statement of profit or loss, statement of changes in equity, statement of cash flows and notes to the financial statements for the year then ended.

In our opinion, the accompanying financial statements present fairly, in all material respects, the equity and financial position of the Company as at 31 December 2024, and its results and its cash flows for the year then ended in accordance with the regulatory financial reporting framework applicable to the Company (identified in Note 02.01 to the financial statements) and, in particular, with the accounting principles and rules contained therein.

Basis for Opinion

We conducted our audit in accordance with the audit regulations in force in Spain. Our responsibilities under those regulations are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those pertaining to independence, that are relevant to our audit of the financial statements in Spain pursuant to the audit regulations in force. In this regard, we have not provided any services other than those relating to the audit of financial statements and there have not been any situations or circumstances that, in accordance with the aforementioned audit regulations, might have affected the requisite independence in such a way as to compromise our independence.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of non-current investments in Group companies and associates

Description

The Company has ownership interests in the share capital of Group companies and associates totalling EUR 9,086 million, as detailed in Note 09.03 to the accompanying financial statements.

The aforementioned investments constitute a significant amount in the Company's financial statements, representing approximately 85% of total assets in the Company's balance sheet as at 31 December 2024.

The initial assessment of the possible existence of impairment losses is carried out by comparing the carrying amount of each investment with its underlying carrying amount and, if it is considered that there is a risk of impairment because the carrying amount is higher, the directors estimate the recoverable amount, taking into account future cash flow projections.

Due to the significant amount that the cost of the aforementioned ownership interests represents in the context of the financial statements taken as a whole, the valuation thereof was identified as a key matter in our audit.

Procedures applied in the audit

Our audit procedures to address this matter included reviewing the design and implementation of the relevant controls established to detect indications of impairment that would make it necessary to test the ownership interest in question for impairment.

Also, we: i) analysed the methodology employed by the Company as the basis for estimating the impairment, if any, of the ownership interest, ii) verified the clerical accuracy of the calculations made and iii) evaluated the reasonableness and sensitivity of the main assumptions considered in the cash flow projections.

In addition, for the audited investees, we obtained the audited financial statements and verified the consistency of the financial information used in the ownership interest valuation process with that contained in those financial statements.

Also, we checked that the disclosures provided in Notes 04.05.01 and 09.03 to the accompanying financial statements in connection with this matter were in conformity with those required by the applicable accounting regulations.

Other Information: Directors' Report

The other information comprises only the directors' report for 2024, the preparation of which is the responsibility of the Company's directors and which does not form part of the financial statements.

Our audit opinion on the financial statements does not cover the directors' report. Our responsibility relating to the directors' report, in accordance with the audit regulations in force, consists of:

- a) Solely checking that the non-financial information statement, certain information included in the Annual Corporate Governance Report and the Annual Directors' Remuneration Report, to which the Spanish Audit Law refers, have been furnished as provided for in the applicable legislation and, if this is not the case, reporting this fact.
- b) Evaluating and reporting on whether the other information included in the directors' report is consistent with the financial statements, based on the knowledge of the entity obtained in the audit of those financial statements, as well as evaluating and reporting on whether the content and presentation of this section of the directors' report are in conformity with the applicable regulations. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report that fact.

Based on the work performed, as described above, we observed that the information described in section a) above had been furnished as provided for in the applicable legislation and that the other information in the directors' report was consistent with that contained in the financial statements for 2024 and its content and presentation were in conformity with the applicable regulations.

Responsibilities of the Directors and of the Audit Committee for the Financial Statements

The directors are responsible for preparing the accompanying financial statements so that they present fairly the Company's equity, financial position and results in accordance with the regulatory financial reporting framework applicable to the Company in Spain, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The audit committee is responsible for overseeing the process involved in the preparation and presentation of the financial statements.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the audit regulations in force in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is included in Appendix I to this auditor's report. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

European Single Electronic Format

We have examined the digital file in European Single Electronic Format (ESEF) of ACS, Actividades de Construcción y Servicios, S.A. for 2024, which comprises an XHTML file including the financial statements for 2024, which will form part of the annual financial report.

The directors of ACS, Actividades de Construcción y Servicios, S.A. are responsible for presenting the annual financial report for 2024 in accordance with the format requirements established in Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 ("ESEF Regulation"). In this regard, the Annual Corporate Governance Report and the Annual Directors' Remuneration Report were included by reference in the directors' report.

Our responsibility is to examine the digital file prepared by the Company's directors, in accordance with the audit regulations in force in Spain. Those regulations require that we plan and perform our audit procedures in order to ascertain whether the content of the financial statements included in the aforementioned file corresponds in full to that of the financial statements that we have audited, and whether those financial statements were formatted, in all material respects, in accordance with the requirements established in the ESEF Regulation.

In our opinion, the digital file examined corresponds in full to the audited financial statements, and these are presented, in all material respects, in accordance with the requirements established in the ESEF Regulation.

Additional Report to the Audit Committee

The opinion expressed in this report is consistent with the content of our additional report to the Company's audit committee dated 27 March 2025.

Engagement Period

The Annual General Meeting held on 5 May 2023 appointed us as auditors for a period of three years from the year ended 31 December 2022.

DELOITTE AUDITORES, S.L.

Registered in ROAC under no. S0692

Ignacio Alcaraz Elorrieta

Registered in ROAC under no. 20687

27 March 2025

Appendix I to our auditor's report

Further to the information contained in our auditor's report, in this Appendix we include our responsibilities in relation to the audit of the financial statements.

Auditor's Responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with the audit regulations in force in Spain, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the use by the directors of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the entity's audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the entity's audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and we have communicated with it all matters that may reasonably be thought to bear on our independence, and where applicable, the related safeguards applied to eliminate or reduce the corresponding threat.

From the matters communicated with the entity's audit committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

ACS, Actividades de Construcción y Servicios, S.A.

Annual Accounts and Director's Report for the
year ended 31 December 2024

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ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.
BALANCE SHEET AT 31 DECEMBER 2024

ASSETS	Note	Thousands of Euros	
		12/31/2024	12/31/2023
NON-CURRENT ASSETS		9,162,846	8,960,668
Intangible assets	05	228	—
Computer software		228	—
Tangible assets	06	4,801	4,914
Land and buildings		395	395
Plant and other items of property, plant and equipment		4,406	4,519
Investment property	07	810	838
Non-current investments in Group companies and associates	09.03 and 17.02	9,085,522	8,849,419
Equity instruments		9,085,522	8,849,419
Non-current financial assets	09.01	33,806	60,740
Equity instruments		1,456	1,456
Non-current assets relating to financial derivatives	10.01	31,961	58,893
Other financial assets		389	391
Deferred tax assets	14.05	31,260	44,757
Other non-current assets		6,419	—
CURRENT ASSETS		1,472,642	1,973,474
Trade and other receivables		320,279	200,936
Sundry accounts receivable		25,265	33,430
Employee receivables		3	1
Current tax assets	14.01	293,246	166,984
Other accounts receivable from public authorities	14.01	1,765	521
Current investments in Group companies and associates	17.02	12,110	220,392
Current financial assets	09.02 and 10.02	2,131	685,650
Prepayments and accrued income		3,654	2,689
Cash and cash equivalents	09.02	1,134,468	863,807
TOTAL ASSETS		10,635,488	10,934,142

The accompanying Notes 01 to 21 are an integral part of the balance sheet at 31 December 2024.

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.
BALANCE SHEET AT 31 DECEMBER 2024

EQUITY AND LIABILITIES	Note	Thousands of Euros	
		12/31/2024	12/31/2023
EQUITY	11	7,755,535	7,861,310
<i>SHAREHOLDERS' EQUITY</i>		7,732,089	7,817,666
Share Capital		135,832	139,082
Share premium		366,379	366,379
Reserves		7,140,248	6,637,026
Legal and statutory		35,287	35,287
Other reserves		7,104,961	6,601,739
Treasury shares and equity interests		(557,849)	(465,900)
Profit (loss) for the year		647,479	1,141,079
<i>ADJUSTMENTS FOR CHANGES IN VALUE</i>		23,446	43,644
NON-CURRENT LIABILITIES		1,578,228	2,271,226
Non-current provisions	12.01	10,298	64,005
Non-current liabilities	13.01	1,397,497	2,031,550
Bonds and other securities		49,950	798,246
Bank borrowings		1,347,547	1,233,304
Deferred tax liabilities	14.06	170,433	175,671
CURRENT LIABILITIES		1,301,725	801,606
Current provisions		3,450	2,250
Current liabilities	13.02	799,472	98,243
Bonds and other securities		790,359	20,120
Bank borrowings		4,325	72,737
Other financial liabilities		4,788	5,386
Current payables to subsidiaries and associates	17.02	475,812	682,542
Trade and other payables		22,991	18,571
Sundry accounts payable		3,148	2,411
Remuneration payable		18,354	13,681
Current tax liabilities		16	–
Other accounts payable to public authorities	14.01	1,473	2,479
TOTAL EQUITY AND LIABILITIES		10,635,488	10,934,142

The accompanying Notes 01 to 21 are an integral part of the balance sheet at 31 December 2024.

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.
INCOME STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2024

	Note	Thousands of Euros	
		2024	2023
Revenue	16.01	586,849	803,198
Procurements	17.01	(1,188)	(910)
Contract work carried out by other companies		(1,188)	(910)
Other operating income	17.01	3,094	2,836
Staff costs		(57,734)	(47,212)
Wages, salaries and similar costs		(49,714)	(38,560)
Employee benefit costs	16.02	(8,020)	(8,652)
Other operating expenses	16.03	(35,124)	(30,459)
Outside services		(33,816)	(29,185)
Taxes other than income tax		(108)	(74)
Losses on, impairment of and change in provisions for trade receivables		(1,200)	(1,200)
Depreciation and amortisation charge	05, 06 and 07	(304)	(312)
Other results		(1,460)	(1)
Impairment and gains or losses on the disposal of non-current assets	09.03 and 16.05	142,177	87,016
Impairment and losses		142,175	87,105
Gains or losses on disposals and others		2	(89)
OPERATING INCOME		636,310	814,156
Financial income	16.04	76,750	42,376
From marketable securities and other financial instruments		76,750	42,376
Financial costs	16.04	(68,656)	(43,726)
On debts to subsidiaries and associates	17.01	(16,499)	(1,778)
On debts to third parties	13.02	(52,157)	(41,948)
Change in fair value of financial instruments	09.02, 10.02 and 16.06	(43,348)	423,860
Exchange differences	15	(33)	—
Impairment and profit / loss on disposal of financial instruments		21,592	—
Impairment and losses		21,718	—
Gains or losses on disposals and others		(126)	—
FINANCIAL LOSS		(13,695)	422,510
PROFIT / (LOSS) BEFORE TAX		622,615	1,236,666
Income tax	14.04	24,864	(95,587)
PROFIT / (LOSS) FOR THE YEAR		647,479	1,141,079

The accompanying notes 01 to 21 are an integral part of the income statement for the year ended 31 December 2024.

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024

A) Statement of recognised income and expenses for the year ended 31 December 2024

	Thousands of Euros	
	2024	2023
A) Profit (Loss) per income statement	647,479	1,141,079
B) Income and expenses recognised directly in equity	5,399	(8,022)
I.- Measurement of financial instruments	—	—
II.- Arising from cash flow hedges	7,198	(10,696)
III.- Tax effect	(1,799)	2,674
C) Transfers to profit or loss	(25,597)	(24,092)
I.- Measurement of financial instruments	—	—
II.- Arising from cash flow hedges	(34,130)	(32,122)
III.- Tax effect	8,533	8,030
Total recognised income and expense (A + B + C)	627,281	1,108,965

B) Statement of Changes in Total Equity for the year ended 31 December 2024

	Shareholders' Equity						Adjustments for changes in value	Total Equity
	Share Capital	Share premium	Reserves	Treasury Shares and Equity Interests	Profit (loss) for the year	Interim dividend		
Balance at 01 January 2023	142,082	366,379	6,795,411	(622,152)	455,874	(13,437)	75,758	7,199,915
I. Total recognised income and expenses	—	—	—	—	1,141,079	—	(32,114)	1,108,965
II. Transactions with shareholders or owners	(3,000)	—	(618,278)	156,252	—	13,437	—	(451,589)
1. Capital increases (Note 11)	4,849	—	(4,849)	—	—	—	—	—
2. Capital reductions (Note 11)	(3,000)	—	(142,842)	145,842	—	—	—	—
3. Dividends paid in cash	—	—	(222,979)	—	—	—	—	(222,979)
4. Dividends paid in own shares	—	—	(239,020)	239,020	—	—	—	—
5. Treasury share and equity interest transactions (net) (Note 11)	(4,849)	—	4,849	(228,610)	—	—	—	(228,610)
III. Other changes in equity	—	—	459,893	—	(455,874)	—	—	4,019
1. Share-based payment	—	—	4,019	—	—	—	—	4,019
2. Other changes	—	—	455,874	—	(455,874)	—	—	—
Balance at 31 December 2023	139,082	366,379	6,637,026	(465,900)	1,141,079	—	43,644	7,861,310
I. Total recognised income and expenses	—	—	—	—	647,479	—	(20,198)	627,281
II. Transactions with shareholders or owners	(3,250)	—	(641,424)	(91,949)	—	—	—	(736,623)
1. Capital increases (Note 11)	3,503	—	(3,503)	—	—	—	—	—
2. Capital reductions (Note 11)	(3,250)	—	(187,416)	190,666	—	—	—	—
3. Dividends paid in cash	—	—	(241,278)	—	—	—	—	(241,278)
4. Dividends paid in own shares	—	—	(212,730)	212,730	—	—	—	—
5. Treasury share and equity interest transactions (net) (Note 11)	(3,503)	—	3,503	(495,345)	—	—	—	(495,345)
III. Other changes in equity	—	—	1,144,646	—	(1,141,079)	—	—	3,567
1. Share-based payment	—	—	3,567	—	—	—	—	3,567
2. Other changes	—	—	1,141,079	—	(1,141,079)	—	—	—
Balance at 31 December 2024	135,832	366,379	7,140,248	(557,849)	647,479	—	23,446	7,755,535

The accompanying notes 01 to 21 are an integral part of the statement of changes in equity for 2024.

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2024

		Thousands of Euros	
		2024	2023
A)	Cash flows from operating activities (1+2+3+4)	585,746	364,139
1	Profit/(Loss) before tax	622,615	1,236,666
2	Adjustments to profit (loss)	(692,494)	(1,289,887)
(+)	Depreciation and amortisation charge	304	312
(+/-)	Other adjustments to profit (loss) (net) (Note 02.06)	(692,798)	(1,290,199)
3	Changes in working capital	(6,221)	(1,141)
4	Other cash flows from operating activities	661,846	418,501
(-)	Interest payable	(66,446)	(39,199)
(+)	Dividends received	776,908	584,392
(+)	Interest received	47,272	41,764
(+/-)	Income tax payment/proceeds	(95,888)	(168,456)
B)	Cash flows from investment activities (1+2)	(525,281)	(448,832)
1	Investment payables:	(527,403)	(462,367)
(-)	Group companies, associates and business units	(520,003)	(462,330)
(-)	Property, plant and equipment, intangible assets and property investments	(390)	(37)
(-)	Other assets	(7,010)	-
2	Divestment:	2,122	13,535
(+)	Group companies, associates and business units	-	13,535
(+)	Property, plant and equipment, intangible assets and investment property	28	-
(+)	Other financial assets	2,094	-
C)	Cash flows from financing activities (1+2+3)	210,196	(457,971)
1	Equity instrument proceeds (and payment)	(495,345)	(237,210)
(-)	Acquisition	(495,345)	(237,210)
2	Liability instrument proceeds (and payment)	946,819	2,218
(+)	Issue	1,253,619	139,018
(-)	Refund and repayment	(306,800)	(136,800)
3	Dividends paid and remuneration relating to other equity instruments	(241,278)	(222,979)
D)	Net increase (decrease) in cash and cash equivalents (A+B+C)	270,661	(542,664)
E)	Cash and cash equivalents at beginning of year	863,807	1,406,471
F)	Cash and cash equivalents at end of year (D+E)	1,134,468	863,807

CASH AND CASH EQUIVALENTS AT YEAR END

(+)	Cash and banks	1,134,468	433,807
(+)	Other financial assets	-	430,000
Total cash and cash equivalents at end of year		1,134,468	863,807

The accompanying Notes 01 to 21 are an integral part of the statement of cash flows for 2024.

ACS, Actividades de Construcción y Servicios, S.A.

Notes to the financial statements for the year ended 31 December 2024

01. Company activities

ACS, Actividades de Construcción y Servicios, S.A. was incorporated by public deed on 13 October 1942, for an indefinite period. Its registered office is at Avda. de Pío XII, 102, Madrid.

In accordance with Article 4 of its Articles of Association, the Company's corporate purpose comprises:

1. The business of constructing all kinds of public and private works, as well as the provision of services for the upkeep, maintenance and operation of motorways, highways, roads and, in general any type of public or private roads and any other type of works, and any kind of industrial, commercial and financial actions and operations that bear a direct or indirect relationship thereto.
2. The promotion, construction, restoration and sale of housing developments and all kinds of buildings intended for industrial, commercial or residential purposes, either as employees or as independent professionals. The upkeep and maintenance of works, facilities and services, whether urban or industrial.
3. The management and execution of all manner of works, facilities, assemblies and maintenance relating to power plants and electricity production, transmission and distribution lines, substations, transformation, interconnection and switching centres, generation and conversion stations, electric, mechanical and track installations for railways, metros and light rail, railway, light rail and trolleybus electrification, electric dam installations, purifying plants, drinking water treatment plants, wharves, ports, airports, docks, ships, shipyards, platforms, flotation elements, and any other elements for diagnostics, tests, security and protection, controls for interlocking, operating, metering – either directly or remotely – for industries and buildings and those suited to such facilities, electrification, public lighting and illumination, electric installations in mines, refineries and explosive atmospheres; and in general all manner of facilities relating to the production, transmission, distribution, upkeep, recovery and use of electricity in all its stages and systems, and the operation, repair, replacement and upkeep of their components. Control and automation of all manner of electric networks and installations, remote controls and computer equipment required for the management, computerisation and rationalisation of all kinds of energy consumption.
4. The management and execution of all manner of works, facilities, assemblies and maintenance relating to the electronics of systems and networks for telephone, telegraph, signalling and S.O.S. communications, civil protection, defence and traffic, voice and data transmission and use, measurements and signals, and propagation, broadcast, repetition and reception of all kinds of waves, antennas, repeaters, radio-links, navigation aids, equipment and elements required for the execution of such works, assemblies and facilities.
5. The management and execution of all manner of works, facilities, assemblies and maintenance relating to the development, production, transformation, storage, transmission, channelling, distribution, use, metering and maintenance of any other kind of energy and energy product, and of any other energy that may be used in the future, including the supply of special equipment, elements required for installation and assembly, and all manner of materials.
6. The management and execution of all manner of works, assemblies, facilities and maintenance of hydroelectric works to develop, store, raise, drive or distribute water, and its piping, transport and distribution, including water and gas treatment facilities.
7. The management and execution of all manner of works, assemblies, facilities and maintenance for developing, transporting, channelling and distributing liquid and solid combustible gases for all kinds of uses.

8. The management and execution of all manner of works, assemblies, facilities and maintenance of ventilation, heating, air conditioning and refrigeration works and works to improve the environment, for all kinds of uses.
9. The management and execution of all manner of works, facilities, assemblies and maintenance relating to cable cars, gondola lifts, chair lifts and aerial lifts for both passenger and material transport by means of systems of cables or any type of mechanical element. The retrieval of ships and submerged elements, maritime salvages, ship breaking, naval fleet repairs, repairs and assembly of engines and mechanical elements for ships, and underwater work and sale of aquatic and sports material.
10. The manufacture, transformation, processing, handling, repair, maintenance and all manner of operations of an industrial nature for commercialisation related to machinery, elements, tools, equipment, electric protection material, bare and insulated conductors, insulators, metal fittings, machines, tools and auxiliary equipment for assemblies and installation of railways, metros and light trains, power plants, and electricity transmission and distribution lines and networks and for telephone and telegraph communications, telecommunication, security, traffic, telematics and voice and data transmission systems; of elements and machines for the development, transformation, transmission and use of all kinds of energies and energy products; of fluid and gas lift pumps, piping and other elements, mechanisms, accessory instruments, spare parts and materials required for execution and performance of any industrial, agricultural, naval, transport, communication and mining works, facilities and assemblies and others listed in the preceding paragraphs. The production, sale and use of electricity and of other energy sources and the performance of studies relating to them, and the operation of the business involving the production, exploration, sale and use of all manner of solid, liquid or gaseous primary energy resources, including specifically all forms and kinds of hydrocarbons and natural, liquefied or any other type of gas. Energy planning and rationalisation of the use of energy and combined heat and power generation. The research, development and exploitation of communications and information technologies in all their facets.
11. The manufacture, installation, assembly, erection, supply, maintenance and commercialisation of all kinds of products and elements pertaining to or derived from concrete, ceramics, resins, varnishes, paints, plastics or synthetic materials; and metal structures for industrial plants and buildings, bridges, towers and supports of metal or reinforced concrete or any synthetic material for all manner of communications and electric power transmission or distribution, or any other class of energy material or product relating to all types of energy.
12. The manufacture, preparation, handling and finishing, diagnosis, treatment and impregnation for protection and preservation and sale of wood in general, and especially of posts used for electric, telephone and telegraph lines, impregnation or servicing for mine and gallery pitpropping, building supports, construction woodwork, crossties for railways and barricades, and the production and commercialisation of antiseptic products and running of procedures for preserving wood, elements, tools and equipment of this nature. The acquisition, provision, application and use of paints, varnishes, coverings, plating and, in general, construction materials.
13. The management and execution of reforestation and agricultural and fishery restocking works, and related maintenance and improvement work. Landscaping, planting, revegetation, reforestation, maintenance and conservation of parks, gardens and accessory elements.
14. The manufacture, installation, distribution and use in any way of all manner of ads and advertising supports. The design, construction, fabrication, installation, maintenance, cleaning, upkeep and advertising use of all manner of street furniture and similar elements.
15. The provision of all manner of public and private services of an urban nature, including the execution of any necessary works and facilities, either by administrative concession or leasing. The treatment, recycling and recovery of all kinds of urban, urban-similar, industrial and sanitary waste; the treatment and sale of waste products, and the management and operation of waste treatment and transfer plants. Drafting and processing all manner of environment-related projects.

16. The cleaning services for buildings, constructions and works of any kind, of offices, commercial premises and public places. Preparation, upkeep, maintenance, sanitation, disinfection and rat control. Cleaning, washing, ironing, sorting and transportation of clothing.
17. Furniture assemblies and installations, including tables, shelves, office material, and similar or complementary objects.
18. Transports of all kinds, especially ground transportation of passengers and merchandise, and transport-related activities. Management and operation of, and provision of auxiliary and complementary services relating to, all manner of buildings and properties or complexes for public or private use, intended for use as service areas or stations, recreational areas, and bus or inter-modal transportation stations.
19. The provision of integral health care and social assistance services by qualified personnel (physicians, psychologists, educators, university graduates in nursing, social workers, physical therapists and therapists) and performance of the following tasks: home care service; tele-home care and social health care; total or partial running or management of homes, day care centres, therapeutic communities and other shelters and rehabilitation centres; transportation and accompaniment of such groups; home hospitalisation and medical and nursing home care; provision of oxygen therapy, gas control, electro-medicine, and associated activities.
20. Provision of auxiliary services in housing developments, urban properties, industrial facilities, roadway networks, shopping centres, official agencies and administrative departments, sports or recreational facilities, museums, fairgrounds, exhibition galleries, conference and congress halls, hospitals, conventions, inaugurations, cultural and sports centres, sporting, social and cultural events, exhibits, international conferences, general shareholders' and owners' association meetings, receptions, press conferences, teaching centres, parks, farming facilities (agricultural, livestock and fisheries), forests, rural farms, hunting reserves, recreational and entertainment areas, and in general all kinds of properties and events, by means of porters, superintendents, janitors, ushers, guards or controllers, console operators, auditorium personnel, concierges, receptionists, ticket clerks (including ticket collection), telephone operators, collectors, caretakers, first aid personnel, hostesses and similar personnel or personnel who complement their functions, consisting of the maintenance and upkeep of the premises, and attention and service to neighbours, occupants, visitors and/ or users, by undertaking the appropriate tasks, excluding in all cases those which the law reserves for security firms. Collection and cash reconciliation, and the preparation, collection and charging of bills and receipts. The development, promotion, exhibition, performance, acquisition, sale and provision of services in the field of art, culture and leisure, in their different activities, forms, expressions and styles.
21. Provision of emergency, prevention, information, telephone switchboard, kitchen and dining hall services. Opening, closing and custody of keys. Turning on and off, running, supervision, maintenance and repair of engines and heating and air conditioning, electricity and lift installations, water, gas and other supply pipes, and fire protection systems. The operation of rapid communication systems with public assistance services, such as police, fire-fighting, hospitals and medical centres. Fire fighting and prevention services in general, in woodlands, forests, rural farms, and industrial and urban facilities.
22. Integral management or operation of public or private educational or teaching centres, and surveillance, service, education and control of student bodies or other educational collectives.
23. Reading of water, gas and electricity meters, maintenance, repair and replacement of these meters, monitoring and transcription of readouts, meter inspection, data acquisition and updating, and placement of notices. Temperature and humidity measurements on roadways and, in general, in all kinds of real and personal property, and public and private facilities, providing all the controls required for proper upkeep and maintenance of these facilities or the goods deposited or safeguarded in them.
24. Handling, packing and distribution of food or consumer products; processing, flavouring and distribution of food for own consumption or supply to third parties; servicing, replacement and maintenance of equipment, machinery and dispensing machines of such products; and participation in operations with raw materials, manufactured goods and supplies.

25. Provision of ground services to passengers and aircraft. Integral logistic freight services, such as: loading, unloading, stowing and unstowing, transport, distribution, placement, sorting, warehouse control, inventory preparation, replacement, control of warehouse stocks and storage of all kinds of merchandise, excluding activities subject to special legislation. Management and operation of facilities for the distribution of merchandise and goods in general, and especially perishable products, such as fish markets and wholesale and retail markets. Reception, docking, mooring and service connections to boats.
26. Direct advertising services, postage and mailing of printed advertising and publicity material and, in general, all kinds of documents and packages, on behalf of the clients.
27. Management, operation, administration, maintenance, upkeep, refurbishment and fitting out of all kinds of concessions in the broadest sense of the word, including those that are part of the concession operator's shareholders and those that have any type of contractual relation to carry out any of the above-listed activities.
28. The acquisition, holding, use, administration and disposal of all manner of securities for its own account, excluding activities that special legislation, and in particular the legislation on the stock market, attributes solely to other entities.
29. To manage and administer fixed-income and equity securities of companies not resident in Spain, through the related organisation of the appropriate material and human resources in this connection.
30. Preparation of all manner of studies, reports and projects, and entering into contracts concerning the activities indicated in this article, and supervision, management and consulting in their execution.
31. Occupational training and recycling of people who provide the services described in the preceding points.

The activities included in the corporate purpose may be carried out, in full or in part, indirectly by the Company through shares in other companies.

Dragados, S.A. Group was merged by absorption with ACS, Actividades de Construcción y Servicios, S.A. in 2003, effective for accounting purposes from 1 May 2003. This merger by absorption was subject to the tax neutrality system set forth in Chapter VIII of Title VIII of Spanish Law 43/1995, of 27 December, and the applicable provisions of this law are outlined in the notes to financial statements for 2003.

The Company is the parent of a group of subsidiaries and is obliged under current legislation to prepare consolidated financial statements separately. The consolidated Annual Accounts of the ACS Group for 2024 were prepared by the directors at the Board meeting to be held on 27 March 2025. The separate and consolidated Annual Accounts for 2023 were approved by the shareholders of ACS, Actividades de Construcción y Servicios, S.A. at the General Meeting held on 10 May 2024 and were filed at the Commercial Registry of Madrid.

These consolidated Annual Accounts are prepared in accordance with International Financial Reporting Standards (IAS/IFRS) as adopted by the European Union. Note 04.05.01 includes the consolidated information relating to the main assets and liabilities in 2024 and 2023 of the ACS Group's Annual Accounts prepared under these international standards.

02. Basis of presentation of the financial statements

02.01. Regulatory Financial Reporting Framework

The regulatory financial reporting framework applicable to the Company consists of the following:

- a. The Spanish Commercial Code and all other commercial law.

- b. The Spanish National Chart of Accounts in force [Plan General de Contabilidad] and its Sectoral Adaptations, and in accordance with the format requirements established in Commission Delegated Regulation (EU) 2019/815.
- c. The mandatory rules approved by the Spanish Accounting and Audit Institute to implement the National Chart of Accounts and its supplementary rules.
- d. All other applicable Spanish accounting legislation.

02.02.Fair presentation

The accompanying Annual Accounts, which were obtained from the Company's accounting records, are presented in accordance with the regulatory financial reporting framework and, accordingly, present fairly the Company's equity, financial position, results, changes in equity and cash flows for the corresponding financial year. These Annual Accounts, which were formally prepared by the Company's directors, will be submitted for approval by the shareholders at the General Meeting, and it is considered that they will be approved without any changes.

These Annual Accounts omitted any information or breakdowns that, not requiring detail due to their qualitative importance, were considered non-material or lacking relative importance in light of the conceptual framework set out in the Spanish National Chart of Accounts.

02.03.Non-obligatory accounting principles applied

No non-obligatory accounting principles were applied. Also, the directors prepared these Annual Accounts by taking into account all the obligatory accounting principles and standards with a significant effect on them. All obligatory accounting principles were applied.

02.04. Key issues in measuring and estimating uncertainty

In preparing the accompanying Annual Accounts estimates were made by the Company's directors in order to measure certain assets, liabilities, income, expenses and obligations reported in them. These estimates relate basically to the following:

- The assessment of impairment losses on certain assets (see Notes 04.02 and 04.05.01). In the case of investments in Group companies and associates, the assessment of whether there are indications of impairment and, where appropriate, an assessment of the recoverable amount.
- The market value of certain financial instruments (see Note 04.05.01 and 04.05.04).
- The calculation of provisions (see Note 04.09).
- The assumptions used in the actuarial calculation of pension and other obligations to employees (see Note 04.12).
- The useful life of the intangible assets and property, plant and equipment (see Notes 04.01 and 04.02).
- The recovery of deferred tax assets (see Note 14.05).
- Financial risk management (see Note 09.04).

Although these estimates were made based on the best information available at 2024 year end, events that take place in the future might make it necessary to change these estimates (upwards or downwards) in coming years. Changes in accounting estimates would be applied prospectively.

Economic Environment

ACS, Actividades de Construcción y Servicios, S.A., as the parent of the ACS Group, is exposed to the risks arising from the businesses and sectors in which the Group carries out its activities. In addition, the Group operates in different countries, and consequently is exposed to various regulatory and economic environments and is therefore exposed to any risks stemming from the performance of the global economy.

At the date of these Annual Accounts, current conflicts such as Russia's invasion of Ukraine (and the effects of sanctions and other actions by several countries on the Russian economy intended to isolate and weaken it), the conflict between Israel and Gaza, and the general situation in the Middle East have not had a significant impact on the Company's business activities. However, they are causing inflationary pressure and supply chain problems and, in general, significantly disrupting the global economy, as well as increasing economic uncertainty and asset value volatility. ACS, Actividades de Construcción y Servicios, S.A. continually monitors the situation's potential impact on operating and financial performance in the activities of the various companies in which the Group holds an interest. Although the current situation caused by the various conflicts has given rise to uncertainty regarding the performance and development of the markets and the infrastructure industry, the Group is continuing with its policy of reducing the risk profile of its new contracts and is highly diversified by activities and located in developed regions with stable political frameworks that allow any potential impacts that may arise in the future to be mitigated.

Climate change-related issues

ACS, Actividades de Construcción y Servicios, S.A. integrates environmental, social and governance factors (ESG), and especially climate change risks and opportunities, into its operations. ESG factors are integrated into the strategy, risk management and the establishment of measurable and objective parameters and the assessment of these factors. ACS, Actividades de Construcción y Servicios, S.A., as the parent of the ACS Group, is committed to operating sustainably. The Directors' Report of the ACS Group and the Company (in particular the Statement of Non-Financial Information (Sustainability Report)) provides detailed information on its performance and progress in ESG matters.

The possible impacts of ESG factors, especially those relating to climate change, were considered in these Annual Accounts (see Note 09.04.02.d), including the potential impact of expected cash flows on the ACS Group's activities relating to the construction of infrastructure and structures and to its concessions business and services. The ACS Group must be primarily considered a group with construction and services activities that, with the exception of certain concessional investments, is not the long-term owner of the projects it executes.

02.05. Comparative information

Comparative information

For comparison purposes, the 2024 Annual Accounts present – in addition to the figures for 2024 for each item in the balance sheet, income statement, statement of changes in equity, statement of cash flows and the notes to the Annual Accounts – the figures for the previous year approved by the shareholders at the Company's General Meeting held on 10 May 2024.

Changes in accounting policies

In 2024 there were no changes in accounting policies with respect to those applied in 2023.

02.06. Grouping of items

Certain items in the balance sheet, income statement, statement of changes in equity and statement of cash flows are grouped together to facilitate their understanding; however, whenever the amounts involved are material, the information is broken down in the related notes to the financial statements.

In the statement of cash flows, the detail of items included under “Other adjustments to profit (net)” are as follows:

	Thousands of Euros	
	2024	2023
Dividend income	(568,626)	(784,583)
Interest expense	68,656	43,726
Interest income	(76,750)	(43,685)
Change in fair value of financial instruments	43,348	(423,860)
Impairment and gains or losses on disposals of financial instruments	(163,766)	(87,016)
Other	4,340	5,219
Total	(692,798)	(1,290,199)

03. Distribution of profit

As in previous years, at the date of the call notice of the Annual General Meeting, the Board of Directors agreed to propose a remuneration system allowing shareholders to receive bonus shares of the Company, or cash through the sale of the corresponding bonus issue rights. This option would be implemented through a bonus issue, subject to approval by the shareholders at the Company’s General Meeting. If approved, the bonus issue could be executed by the Board of Directors on up to two occasions, in July and in the first few months of the following year, coinciding with the periods when dividends are customarily paid. During the execution of each bonus issue, each shareholder of the Company receives a bonus issue right for each share. The rights received will be traded on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges. Depending on the alternative chosen, shareholders would be able to either receive new bonus shares of the Company or sell their bonus issue rights on the market or sell them to the Company at a specific price calculated using the established formula. Note 11.01 details the various actions taken by the directors regarding the remuneration systems envisaged by the shareholders, as well as their accounting effects at year-end.

Pursuant to Law 27/2014, the proposed distribution of profit for 2024 to be submitted by the Board to the Annual General Meeting consists of the transfer to the Capitalisation Reserve in the amount of EUR 20,000 thousand and the remainder to voluntary reserves in the amount of EUR 627,479 thousand, with which all profit for the year, in the amount of EUR 647,479 thousand, will be distributed.

The proposed distribution of profit for 2023 approved by the Annual General Meeting on 10 May 2024 consisted of transferring to voluntary reserves all profit for 2023 (EUR 1,141,079 thousand).

04. Accounting policies and measurement bases

The principal accounting policies and measurement bases used by the Company in preparing its 2024 Annual Accounts, in accordance with the Spanish National Chart of Accounts, were as follows:

04.01. Intangible assets

As a general rule, intangible assets are recognised initially at acquisition or production cost. They are subsequently measured at cost less any accumulated amortisation and any accumulated impairment losses (according to the policy referred to in Note 04.02). These assets are amortised over their useful life.

Computer software

The Company recognises under this item the costs incurred in acquiring and developing computer programs. Computer software maintenance costs are recognised with a charge to the income statement for the year in which they are incurred. Computer software is amortised on a straight-line basis over four years.

Goodwill

Goodwill is assigned to each cash-generating unit expected to benefit from the synergies generated by the business combination. After initial recognition, goodwill is measured at acquisition cost less accumulated amortisation and any recognised accumulated impairment losses. In accordance with applicable regulations, the useful life of the goodwill has been set at 10 years and amortisation is on a straight-line basis.

04.02. Property, plant and equipment

Property, plant and equipment are initially recognised at acquisition or production cost and are subsequently reduced by the related accumulated depreciation and by any impairment losses recognised, as indicated below.

At year-end there was no indication that any of the Company's property, plant and equipment items had suffered an impairment loss. The directors consider that the recoverable amount of the assets is higher than their carrying amount and, accordingly, no impairment losses were recognised.

Property, plant and equipment upkeep and maintenance expenses are recognised in the income statement for the year in which they are incurred. However, the costs of improvements leading to increased capacity or efficiency or to a lengthening of the useful lives of the assets are capitalised.

For non-current assets that need a period of more than twelve months to be ready for their intended use, the capitalised costs include any borrowing costs incurred before the assets are ready for their intended use and that have been charged by the supplier or relate to loans or other specific-purpose or general-purpose borrowings directly attributable to the acquisition or production of the assets.

The Company depreciates its property, plant and equipment by the straight-line method at annual rates based on the years of estimated useful life of the assets, the detail being as follows:

Elements of property, plant and equipment	Years of Estimated Useful Life
Plant and machinery	10 - 12
Transport equipment	6 - 7
Computer hardware for information processes	4

Impairment of intangible assets and property, plant and equipment

Whenever there is evidence of impairment of assets with a finite useful life, which includes all the Company's intangible assets and property, plant and equipment, the Company tests the assets for impairment to determine whether the recoverable amount of the assets has been reduced to below their carrying amount.

The recoverable amount is the higher of fair value less costs to sell and value in use.

The procedure used by the Company's management for performing the test consists of calculating cash flow projections prepared on the basis of past experience and the best estimates available, which take account discount rates and growth rates that are reviewed periodically.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior years. A reversal of an impairment loss is recognised as income.

Impairment losses recognised in goodwill are not reversed in subsequent years.

04.03. Investment property

“Investment property” in the balance sheet reflects the values of land, buildings and other structures held to earn rentals.

These assets are measured as described in Note 04.02 on property, plant and equipment.

04.04. Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of the leased asset to the lessee. All other leases are classified as operating leases.

Finance leases

The Company had not entered into any finance lease agreements at 31 December 2024 or 31 December 2023.

Operating leases

If the Company acts as lessor:

Lease income and expenses from operating leases are charged or credited to the income statement on an accrual basis.

Also, the acquisition cost of the leased asset is presented in the balance sheet according to the nature of the asset, increased by the costs directly attributable to the lease, which are recognised as an expense over the lease term, applying the same method as that used to recognise lease income.

If the Company acts as lessor:

Expenses arising from operating leases are charged to the income statement on an accrual basis.

Any collection or payment that might be made when arranging an operating lease is treated as a prepaid lease collection or payment that is allocated to profit or loss over the lease term in accordance with the time pattern in which the benefits of the leased asset are provided or received.

04.05. Financial instruments

The Company recognises a financial instrument when it becomes a party to the contract or legal transaction in accordance with its provisions, or when it is an issuer, holder or acquirer of that instrument.

04.05.01. Financial assets

Financial assets are classified for measurement purposes into one of the following categories:

1. Financial assets at fair value through profit or loss.
2. Financial assets at amortised cost.
3. Financial assets at fair value through equity.

4. Financial assets at cost.

1. Financial assets at fair value through profit or loss.

A financial asset must be included in this category unless it can be classified under any other category. Financial assets held for trading must be included in this category. Trading of financial instruments generally reflects active and frequent buying and selling with the objective of generating a profit from short-term fluctuations in price or dealer's margin.

The Company classifies a financial asset as held for trading if:

- a. It arises, is acquired, issued or assumed mainly for the purpose of selling or repurchasing it in the near term;
- b. On initial recognition it is part of a portfolio of identified financial instruments managed together and for which there is evidence of a recent pattern of short-term profit-taking;
- c. It is a derivative financial instrument, provided it is not a financial guarantee contract and has not been designated as a hedging instrument.

The financial assets included in this category are initially recognised at fair value. Directly attributable transaction costs are recognised in the income statement for the year in which they are incurred.

Subsequent to initial recognition, the Company measures financial assets at fair value and recognises any changes in fair value in the income statement. The fair value is not reduced by any transaction cost incurred as a result of the asset's potential sale or disposal by other means.

2. Financial assets at amortised cost.

A financial asset will be included in this category, even if it is admitted to trading on an organised market, if the Company holds the investment to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Contractual cash flows that are solely payments of principal and interest on the principal amount outstanding are consistent with an arrangement that is considered an ordinary or common loan, regardless of whether the transaction is arranged at a zero or below-market interest rate.

Financial assets at amortised cost are initially recognised at fair value, plus or minus any transaction costs incurred, and are subsequently measured at amortised cost, using the effective interest method. The effective interest rate is the discount rate that matches the carrying amount of a financial instrument to the estimated cash flows over the expected life of the instrument, based on its contractual terms and for financial assets without taking into consideration future credit losses, except for those acquired or originated with incurred losses, in which case the effective interest rate adjusted for credit risk, i.e. considering credit losses incurred at the time of acquisition or origination, is used.

However, financial assets and liabilities with no established interest rate, which mature or are expected to be collected in the short term and where the effect of discounting is not significant, are measured at their nominal value.

3. Financial assets at cost.

Investments in equity instruments whose fair value cannot be reliably measured, and derivative instruments that are linked to these instruments and must be settled by delivery of these unquoted equity instruments, are measured at cost. However, if the Company can reliably measure the financial asset or liability at any given time on a continuing basis, the gains or losses, as the case may be, are recognised at this time at fair value.

The Company measures the investments included in this category at cost, which is the fair value of the consideration given or received, plus or minus any directly attributable transaction costs, less any accumulated impairment losses. The amount of any pre-emption and similar rights acquired also forms part of the initial measurement of equity instruments.

The Company measures participating loans delivered at cost, which is the fair value of the consideration given, plus any directly attributable transaction costs, less any accumulated impairment losses. If, in addition to contingent interest, the Company agrees to irrevocable fixed interest, the latter is accounted for as finance income on an accrual basis. The transaction costs are allocated to profit or loss on a straight-line basis over the term of the participating loan.

Investments in Group companies, associates and jointly controlled entities are initially recognised at cost, which is equal to the fair value of the consideration paid, including any transaction costs incurred for investments in associates and jointly controlled entities, and subsequently measured at cost, less any accumulated impairment losses. These losses are calculated as the difference between the carrying amount of the investments and their recoverable amount. Recoverable amount is the higher of fair value less costs to sell and the present value of the future cash flows from the investment. Unless there is better evidence of the recoverable amount, it is based on the value of the equity of the investee, adjusted by the amount of any unrealised gains existing at the date of measurement (including any goodwill). However, in acquisitions of investments in Group companies that would not qualify as a business combination, transaction costs are also included in the acquisition cost of the investments. The transaction costs incurred for investments in Group companies acquired before 1 January 2010 are included in the acquisition cost.

The Company is the parent of the group of companies listed in Note 09.03. The Annual Accounts do not reflect the effect that would arise from applying consolidation criteria. The main aggregates in the ACS Group's consolidated Annual Accounts for 2024 and 2023 prepared in accordance with Final Provision Eleven of Law 62/2003, of 30 December, applying the International Financial Reporting Standards as adopted by the European Union are as follows:

	Thousands of Euros	
	2024	2023
Total assets	42,025,282	36,498,270
Equity	5,114,930	5,630,571
- Of the Parent	4,714,213	5,329,419
- Of minority interests	400,717	301,152
Income	41,633,120	35,737,759
Profit / (loss) for the year	1,079,819	928,145
- Of the Parent	827,580	780,123
- Of minority interests	252,239	148,022

At least at each reporting date, the Company assesses whether there is any objective evidence of impairment for financial assets not measured at fair value. Objective evidence of impairment is considered to exist when the recoverable amount of the financial asset is lower than its carrying amount. When this occurs, the impairment loss is recognised in the income statement.

With respect to any valuation adjustments relating to trade and other receivables, the Company calculates these adjustments by taking into account events that might lead to a delay or a reduction in future cash flows caused by the debtor's insolvency.

Derecognition of and changes in financial assets.

The Company derecognises financial assets when the rights to the cash flows from the related financial asset expire or have been transferred, and when substantially all the risks and rewards of ownership of the financial asset have been transferred.

However, the Company does not derecognise financial assets, and recognises a financial liability for an amount equal to the consideration received, in transfers of financial assets in which substantially all the risks and rewards of ownership are retained, such as in the case of bill discounting.

The Company reclassifies financial assets when it changes the business model for their management; when the criteria for classification as an investment in Group companies, jointly controlled entities or associates are met or cease to be met; or when the fair value of an investment is no longer or once again becomes reliable, except for equity instruments classified at fair value through equity, which cannot be reclassified.

Interest and dividends received from financial assets

The Company recognises interest and dividends from financial assets accrued after the date of acquisition as income in the income statement.

The Company recognises interest income from financial assets measured at amortised cost using the effective interest method and dividend income is recognised when the Company's right to receive payment is established.

Unmatured accrued explicit interest and the dividends agreed upon by the competent body at the time of acquisition are independently recognised by the Company, by maturity, when the financial assets are initially recognised. Therefore, these amounts are not recognised as income in the income statement.

If the dividends distributed clearly originate from profit generated prior to the date of acquisition, as a result of the amounts distributed being greater than the profit generated by the investee or any company in which the latter has an interest since the acquisition, the carrying amount of the investment is reduced. This criterion is applied independently of the measurement bases for equity instruments. Therefore, the value of the investment is also reduced for equity instruments measured at fair value and the subsequent increase in value is recognised in the income statement or in equity, depending on the classification of the instruments.

Fair value hierarchies

Financial assets and liabilities measured at fair value are classified according to the following hierarchy:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data.

04.05.02. Financial liabilities

Financial liabilities include accounts payable by the Company that have arisen from the purchase of goods or services in the normal course of the Company's business and those that, not having commercial substance, cannot be classed as derivative financial instruments.

Accounts payable are initially recognised at the fair value of the consideration received, less the directly attributable transaction costs. These liabilities are subsequently measured at amortised cost.

The classification of financial liabilities following the new amendment to the Spanish National Chart of Accounts is similar to the previous classification. In general, financial liabilities are measured at amortised

cost, except for financial liabilities held for trading, such as derivatives, which are measured at fair value through profit or loss.

Derecognition of and changes in financial liabilities.

The Company derecognises financial liabilities when the obligations giving rise to them cease to exist.

Exchanges of debt instruments between the Company and the counterparty or substantial changes in the liabilities initially recognised are accounted for as an extinguishment of the original liability and the recognition of a new financial liability, provided that the instruments have substantially different terms. The Company considers that the terms are substantially different if the discounted present value of the cash flows under the new terms, including any fees paid net of any fees received and discounted using the original effective interest rate, is at least ten per cent different from the discounted present value of the remaining cash flows of the original financial liability.

Where an exchange is recognised as an extinguishment of the original financial liability, the costs or fees are recognised in the income statement. Otherwise, the modified flows are discounted at the original effective interest rate, and any difference from the previous carrying amount is recognised in profit or loss. Similarly, the costs or fees incurred adjust the carrying amount of the financial liability and are amortised using the amortised cost method over the remaining term of the modified financial liability.

04.05.03. Equity instruments

An equity instrument represents a residual interest in the Company's assets after deducting all of its liabilities.

Equity instruments issued by the Company are recognised in equity at the proceeds received, net of issue costs.

Treasury shares acquired by the Company during the year are recognised at the value of the consideration paid and are deducted directly from equity. Gains and losses on the acquisition, sale, issue or retirement of treasury shares are recognised directly in equity and in no case are they recognised in the income statement.

04.05.04. Derivative financial instruments

The Company uses derivative financial instruments to hedge the risks to which its activities, transactions and future cash flows are exposed. Basically, these risks relate to changes in interest rates. The Company arranges hedging instruments for this type of transaction.

For these financial instruments to qualify for hedge accounting, they are initially designated as such and the hedging relationship is documented. Also, the Company verifies, both at inception and periodically over the term of the hedge (at least at the end of each reporting period), that the hedging relationship is effective, i.e. that it is prospectively foreseeable that the changes in the fair value or cash flows of the hedged item (attributable to the hedged risk) will be almost fully offset with those of the hedging instrument.

The Company uses hedges of the following types, which are accounted for as described below:

- Cash flow hedges: in hedges of this type, the changes in value of the hedging instrument that are determined to be effective are recognised provisionally in equity and are taken to income when the hedged item materialises, and if they are not effective, they are recognised in profit or loss.
- Fair value hedges: if they are not effective, the changes in value of the hedging instrument are recognised in profit or loss, offsetting the changes in the value of the item hedged for the hedged risk, which are also recognised in profit or loss and, if effective, are recorded in equity.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated or exercised, or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging

instrument recognised in equity is retained in equity until the forecast transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is transferred to net profit or loss for the year.

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the contract as a whole is not recognised at fair value with unrealised gains or losses reported in the income statement.

Measurement

The fair value of the various derivative financial instruments is calculated using techniques widely used in financial markets, by discounting the flows envisaged in each contract on the basis of its characteristics, such as the notional amount and the collection and payment schedule based on spot and futures market conditions at the end of each year.

Interest rate swaps are measured with the zero-coupon rate curve, which is determined by deposits and rates that are traded at the reporting date to obtain the discount factors, and, in addition, with the Black-Scholes methodology in the case of caps and floors.

Options pegged to the value of ACS's shares in equity swaps are measured as the result of the difference between the quoted price at year-end and the strike price initially agreed upon, multiplied by the number of contracts reflected in the swap.

Derivatives whose underlying asset is quoted on an organised market and that are not qualified as hedges are measured using the Black-Scholes methodology and applying market parameters such as implicit volatility and estimated dividends.

For derivatives whose underlying asset is quoted on an organised market, but that form part of a financing agreement or whose arrangement substitutes the underlying asset, the measurement is based on the calculation of their intrinsic value at the calculation date.

In addition to the measurement indicated in the previous paragraphs, the Company measures the credit or default risk (inherent and counterparty), which reduces the value of the derivative, and the lesser value of the asset or liability derivative instrument is recognised as a change in income or in equity based on the type of hedge. Therefore, when a derivative presents unrealised gains, this amount is adjusted downward according to the risk of the banking counterparty due to make payment to a Group company, whereas when there are unrealised losses, this amount is reduced on the basis of own credit risk of the Group Company, given that it would be required to pay the counterparty.

The assessment of own and counterparty risk takes into account the existence of contractual guarantees (collateral), which can be used to offset a credit loss in the event of suspension of payments.

For derivatives with unrealised losses, the own credit risk applied to adjust the market price is that of each individual company or project assessed and not the Group or sub-group to which they belong. To this end, an internal rating is prepared for each company/project using objective parameters such as financial ratios, indicators, etc.

For derivatives with unrealised gains, since accounting standards do not provide a specific methodology that should be applied, an accepted "best practice" method has been used, which takes three elements into account in order to calculate the adjustment to obtain the result by multiplying the level of exposure in the position by the probability of default and by any loss in the event of non-compliance.

The level of exposure measures the estimated risk that a given position can reach as a result of changes in market conditions. For this purpose, a Monte Carlo method can be applied, an exercise to simulate probability scenarios can be allocated exogenously, or the market value at any given time can be used as a better reference. In the case of the Group, for the sake of simplicity, the latter criterion is applied. Specifically, in the case of interest rate swaps (IRSs) and foreign exchange derivatives, the market price

provided by the counterparties is used (revised by each company using its own valuation methods); while in the case of options and equity swaps, the market price of premiums on the options arranged is calculated by applying a standard option valuation method that takes into account variables such as the price of the underlying asset, its volatility, time to exercise, interest rates, etc., or, if the option will not be exercised until maturity, its intrinsic value.

With regard to the probability of default, i.e. the likelihood of the debtor counterparty being unable to pay the contractual amounts at some point in the future, a figure is used that is calculated by dividing the credit spread by the expected loss rate (the loss rate being 1 less the expected recovery rate in the event of default). The data used is obtained from estimates published by the rating agencies. The accuracy of the information on the credit spread depends on the extent to which the markets are liquid. Thus, for example:

- When a derivative has unrealised gains, the price of its credit default swap (CDS) is used to approximate the credit spread of the bank, which would have to be paid to a Group company. When the term quoted does not match the specific position, it is interpolated. If there is no listed derivative of the banking counterparty but one is arranged for various financial institutions with a similar rating, the "Itrax Financial" curve corresponding to its credit risk level will be used as an approximation. If there is a CDS market for a bank, but its liquidity is low, a corrective coefficient is applied to the market price. When there simply is no CDS market for the bank acting as counterparty, the probability of default is calculated as the correlation between the ratings published by the agencies and the historical cumulative default rates according to the terms, in accordance with estimates from Standard and Poor's.
- If a derivative has unrealised losses, since there is no CDS market for the projects or the unlisted subsidiaries of the Group, the calculation of the probability of default distinguishes between whether or not the company has issued traded bonds. If it has, a reconciliation is performed between the credit spread of the traded bonds issued by similar companies and an index of companies' CDSs for the different terms. The terms are interpolated when necessary. Otherwise, a correlation between the assigned rating levels and the historical cumulative default rates is used. And for these purposes, shadow ratings prepared in-house or requested from third parties are employed.
- For the holding company, the theoretical credit spread curve of instruments listed with different terms or the average credit spread obtained from offers received from financial institutions is used.

Finally, to calculate the loss in the event of default:

- When there are unrealised gains on a derivative, the recovery rates for each bank are applied as published by Reuters or declared by the financial institution.
- If a derivative has unrealised losses, the recovery rate published by the rating agencies is used, according to the activity sector of the projects, subsidiaries or holding company. In the case of projects, in particular, correction factors are also applied according to the actual phase of the project: construction period, launch (ramp-up) or consolidated operation.

04.06. Foreign currency transactions

The Company's functional currency is the euro. Therefore, transactions in currencies other than the euro are considered "foreign currency transactions" and are recognised by applying the exchange rates prevailing at the date of the transaction.

At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated to euros at the rates then prevailing. Any resulting gains or losses are recognised directly in the income statement in the year in which they arise.

04.07. Income tax

Tax expense (tax income) comprises current tax expense (current tax income) and deferred tax expense (deferred tax income).

The current income tax expense is the amount payable by the Company as a result of income tax settlements for a given year. Tax credits and other tax benefits, excluding tax withholdings and pre-payments, and tax loss carryforwards from prior years effectively offset in the current year reduce the current income tax expense.

The deferred tax expense or income relates to the recognition and derecognition of deferred tax assets and liabilities. These include temporary differences measured at the amount expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities and their tax bases, and tax loss and tax credit carryforwards. These amounts are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled.

Deferred tax liabilities are recognised for all taxable temporary differences, except for those arising from the initial recognition of goodwill or of other assets and liabilities in a transaction that is not a business combination and affects neither accounting profit (loss) nor taxable profit (tax loss), and except for those associated with investments in subsidiaries, associates and joint ventures in which the Company is able to control the timing of the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised only to the extent that it is considered probable that the tax group of which the Company is the parent will have taxable profits in the future against which the deferred tax assets can be utilised.

Deferred tax assets and liabilities arising from transactions charged or credited directly to equity are also recognised in equity.

The deferred tax assets recognised are reassessed at the end of each reporting period and the appropriate adjustments are made to the extent that there are doubts as to their future recoverability. Also, unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that they will be recovered through future taxable profits.

Since 1 January 1999, the Company has filed consolidated tax returns and is the parent of Tax Group 30/99.

04.08. Revenue and expenses

Revenue and expenses are recognised on an accrual basis, i.e. when control of the goods and services is transferred, regardless of when the resulting monetary or financial flow arises. Revenue is measured at the fair value of the consideration received, net of discounts and taxes.

To apply this accounting record criterion, the Company follows a complete process that consists of identifying, if any, the agreement with the customer, identifying the obligation or obligations to be fulfilled in the agreement, determining the price of the transaction or consideration of the agreement to which it is expected to be entitled in exchange for the transfer of goods or the provision of the committed service, assigning the transaction price to the obligations to be fulfilled and recognising income for ordinary activities when a committed obligation is fulfilled through the transfer of a good or the provision of a service.

Revenue from sales is recognised when the significant risks and rewards of ownership of the goods sold have been transferred to the buyer, and the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold.

Revenue from the rendering of services is recognised by reference to the stage of completion of the transaction at the end of the reporting period, provided the outcome of the transaction can be estimated reliably.

Interest income from financial assets is recognised using the effective interest method and dividend income is recognised when the shareholder's right to receive payment has been established. Interest and dividends from financial assets accrued after the date of acquisition are recognised as income. Pursuant to the consultation published in Gazette no. 79 of the Spanish Accounting and Audit Institute (ICAC), the Group's

dividends and finance income are to be recognised under "Revenue" in the accompanying income statement.

04.09. Provisions and contingent liabilities

In preparing the Annual Accounts, the Company's directors distinguished between:

- a Provisions: credit balances covering present obligations arising from past events, the settlement of which is likely to cause an outflow of resources, but which are uncertain as to their amount and/or timing.
- a Contingent liabilities: possible obligations that arise from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more future events not wholly within the Company's control.

The Annual Accounts include all the provisions with regard to which it is considered more likely than not that the obligation will have to be settled. Contingent liabilities are not recognised in the Annual Accounts, but rather are disclosed in the notes to the Annual Accounts, unless the possibility of an outflow in settlement is considered remote.

Provisions are measured at the present value of the best possible estimate of the amount required to settle or transfer the obligation, taking into account the information available on the event and its consequences. Where discounting is used, adjustments made to provisions are recognised as interest cost on an accrual basis.

The compensation to be received from a third party on settlement of the obligation is recognised as an asset, provided that there are no doubts that the reimbursement will take place, unless there is a legal relationship whereby a portion of the risk has been externalised as a result of which the Company is not liable; in this situation, the compensation will be taken into account for the purpose of estimating the amount of the related provision that should be recognised.

Provision for third-party liabilities

The Company has recognised provisions for contingencies and charges relating to the estimated amount required for probable or certain third-party liability, and outstanding obligations the exact amount of which cannot be determined or whose date of payment is uncertain, since this depends on the fulfilment of certain conditions. A provision is made when the liability or obligation arises.

04.10. Termination benefits

Under current legislation, the Company is required to pay termination benefits to employees terminated under certain conditions. Therefore, termination benefits that can be quantified reasonably are recognised as an expense in the year in which the decision to terminate the employment relationship is taken. The accompanying Annual Accounts do not include any provision in this connection, since no such situations are expected to arise.

04.11. Environmental assets and liabilities

Environmental assets are considered to be assets used on a lasting basis in the Company's operations whose main purpose is to minimise environmental impact and protect and improve the environment, including the reduction or elimination of future pollution.

In view of their nature, the Company's activities did not have a significant environmental impact in 2024 or 2023.

04.12. Pension obligations

Pension fund

The Company includes in defined benefit plans those financed through the payment of insurance premiums in which there is a legal or constructive obligation to pay the employees the promised benefits when they become claimable. This obligation is fulfilled through the insurance company.

The Company is required, under specific conditions, to make monthly payments to a group of employees to supplement the mandatory public social security system benefits for retirement, permanent disability, death of spouse or death of parent.

Additionally, the Company has obligations to certain members of the management team and the Board of Directors. These obligations have been formalised through several group savings insurance policies that provide benefits in the form of a lump sum.

The most relevant features of these plans are detailed in Note 12.01.01.

04.13. Share-based payments

The Company recognises the services received as an expense when delivered, on the basis of their nature, and also as an increase in equity, since the transaction is always settled with equity instruments.

The transactions are settled with equity instruments, and, accordingly, the services recognised as an increase in equity are measured at the fair value of the equity instruments transferred on the concession agreement date. This fair value is calculated on the basis of the estimated market value at the date of the plan concession and is charged to the income statement according to the period in which these instruments are consolidated or are irrevocable in favour of the beneficiary.

The payments based on shares of ACS, Actividades de Construcción y Servicios, S.A. are made to directors who carry out executive functions and to the senior executives of the ACS Group.

04.14. Related party transactions

The Company performs all its transactions with related parties on an arm's-length basis. Also, the transfer prices are adequately supported and, therefore, the Company's directors consider that there are no material risks in this connection that might give rise to significant liabilities in the future.

04.15. Statement of cash flows

The following terms are used in the cash flow statement, which were prepared using the indirect method, with the meanings specified:

- Cash flows. Inflows and outflows of cash and cash equivalents, which are short-term, highly liquid investments that are subject to an insignificant risk of changes in value.
- Operating activities. The principal revenue-producing activities of the Company and other activities that are not investing or financing activities.
- Investing activities. The acquisition and disposal of non-current assets and other investments not included in cash and cash equivalents.
- Financing activities. Activities that result in changes in the size and composition of the equity and borrowings that are not operating activities.

05. Intangible assets

The changes in this heading of the balance sheet in 2024 and 2023, as well as the most significant information affecting this heading, were as follows:

	Thousands of Euros				
	Balance at 01/01/2023	Additions / Charges for the Year	Balance at 31/12/2023	Additions / Charges for the Year	Balance at 31/12/2024
Cost					
Goodwill	448,579	—	448,579	—	448,579
Computer software	4,849	—	4,849	228	5,077
Total cost	453,428	—	453,428	228	453,656
Accumulated depreciation					
Goodwill	(448,579)	—	(448,579)	—	(448,579)
Computer software	(4,849)	—	(4,849)	—	(4,849)
Total accumulated depreciation	(453,428)	—	(453,428)	—	(453,428)
Total net cost	—	—	—	228	228

At the end of 2024 the Company had fully amortised intangible assets still in use relating to computer software with a gross carrying amount of EUR 4,849 thousand (EUR 4,849 thousand in 2023).

At the end of 2024 and 2023, the Company had no material firm commitments to purchase intangible assets.

With the amendment to the Spanish National Chart of Accounts in 2016, there were no longer any assets with an indefinite useful life at 31 December 2024 and 2023, and goodwill is now considered to have a finite useful life and is amortised on a straight-line basis over 10 years in accordance with the legally established presumption.

The Goodwill arising from the merger with Dragados, S.A. Group, referred to the excess of value paid on the value of the net assets at the date of acquisition and was allocated to the cash generating units to the area of Construction (Dragados) and Industrial Services. As a result of the sale through ACS Servicios, Comunicaciones y Energía, S.A. (ACS SCE) of most of the Industrial Services Division on 31 December 2021, the portion allocated to this CGU was derecognised, and only the portion associated with the Construction area remained. Consequently, to date, the goodwill arising from the merger with Dragados, S.A. Group, amounting to EUR 448,579 thousand, has been fully amortised.

06. Property, plant and equipment

The changes in this heading of the balance sheet in 2024 and 2023, as well as the most significant information affecting this heading, were as follows:

	Thousands of Euros						
	Balance at 01/01/2023	Additions / Charges for the Year	Disposals, cancellations or reductions	Balance at 31/12/2023	Additions / Charges for the Year	Disposals, cancellations or reductions	Balance at 31/12/2024
Cost							
Land	395	–	–	395	–	–	395
Tools	376	–	(295)	81	–	–	81
Transport equipment	560	–	–	560	114	(138)	536
Plant and other	21,770	37	–	21,807	48	–	21,855
Total cost	23,101	37	(295)	22,843	162	(138)	22,867
Accumulated depreciation							
Tools	(376)	–	295	(81)	–	–	(81)
Transport equipment	(410)	(39)	–	(449)	(40)	138	(351)
Plant and other	(17,155)	(244)	–	(17,399)	(235)	–	(17,634)
Total accumulated depreciation	(17,941)	(283)	295	(17,929)	(275)	138	(18,066)
Total net cost	5,160	(246)	–	4,914	(113)	–	4,801

In 2024, assets amounting to EUR 162 thousand were purchased (EUR 37 thousand in 2023), mainly relating to vehicles recognised under "Transport equipment" in the accompanying balance sheet, which were all purchased in 2024 from companies outside the Group. No assets were acquired from Group companies in 2023 (see Note 17.01). In 2024, idle and fully depreciated assets were written off the amount of EUR 138 thousand, relating to vehicles recorded under "Transport equipment" in the accompanying balance sheet. In 2023, idle and fully depreciated assets were written off the amount of EUR 295 thousand, relating to tools and associated equipment recorded under "Tools" in the accompanying balance sheet.

In 2024 and 2023 the Company did not capitalise any finance costs under "Property, plant and equipment".

At 2024 and 2023 year-end, the Company did not have any property, plant and equipment located abroad. Also, there were no significant firm commitments to purchase property plant and equipment at 31 December 2024 and 2023.

At year-end 2024, the Company had fully depreciated items of property, plant and equipment (none relating to construction) still in use, amounting to EUR 16,484 thousand (EUR 16,551 thousand in 2023).

The Company takes out insurance policies to cover the possible risks to which its property, plant and equipment are subject. At 2024 and 2023 year-end these risks were adequately covered.

07. Investment property

The investment included under this heading in the accompanying balance sheet relates to offices intended for lease.

In 2024 and 2023 here was no rental income from the investment property owned by the Company (see Note 08).

The depreciation charge recognised in 2024 amounted to EUR 29 thousand (EUR 29 thousand in 2023).

At the end of 2024 and 2023 there were no restrictions on carrying out new property investments, on the collection of rental income on such investments or in connection with the proceeds from a possible disposal.

08. Leases

Operating leases

In 2024 and 2023, the Company did not maintain any operating lease agreements (as lessor).

No contingent rent was paid in 2024 or 2023.

The most significant operating lease agreements held by the Company as lessee at the end of 2024 and 2023 relating to the lease of offices to ACS Group companies. The annual minimum lease payments, without taking into account revisions due to increases in the CPI or common expenses or related taxes, amount to EUR 2,828 thousand (EUR 2,738 thousand in 2023) (see Note 17.01). In addition, there are smaller lease agreements, worth EUR 67 thousand (EUR 50 thousand in 2023). None of this amount was charged to the various ACS Group companies in relation to subleases in 2024 or 2023. In general, the lease agreements mature annually and are renewable, unless terminated by the parties.

09. Financial assets

The breakdown of the financial assets at 31 December 2024 and 2023, by nature and category for valuation purposes, is as follows:

	Thousands of Euros				
	Value at 31/12/2024	Fair value with changes in profit or loss	Fair value with changes in other comprehensive income	Amortized cost	Cost
Non-current financial assets	9,093,786	–	–	389	9,093,397
Equity securities group and associated at long-term	9,085,522	–	–	–	9,085,522
Equity securities at long-term	1,456	–	–	–	1,456
Other financial assets at long-term	389	–	–	389	–
Non-current financial assets in operating receivables	6,419	–	–	–	6,419
Other current financial assets	14,241	–	–	14,241	–
Other financial assets group and associated to short-term	12,110	–	–	12,110	–
Loans to companies at short-term	2,131	–	–	2,131	–
Other receivable	25,265	–	–	25,265	–
Cash and cash equivalents	1,134,468	–	–	1,134,468	–

	Thousands of Euros				
	Value at 31/12/2023	Fair value with changes in profit or loss	Fair value with changes in other comprehensive income	Amortized cost	Cost
Non-current financial assets	8,851,266	–	–	391	8,850,875
Equity securities group and associated at long-term	8,849,419	–	–	–	8,849,419
Equity securities at long-term	1,456	–	–	–	1,456
Other financial assets at long-term	391	–	–	391	–
Other current financial assets	385,985	–	–	385,985	–
Other financial assets group and associated to short-term	220,392	–	–	220,392	–
Loans to companies at short-term	2,187	–	–	2,187	–
Other financial assets at short-term	163,406	–	–	163,406	–
Other receivable	33,430	–	–	33,430	–
Cash and cash equivalents	863,807	–	–	863,807	–

Derivatives are detailed in Notes 10.01 and 10.02.

09.01. Non-current financial investments

The detail of “Non-current financial investments” at the end of 2024 and 2023 is as follows:

Categories	Classes	Thousands of Euros					
		Non-Current Financial Instruments					
		Equity instruments		Credits, derivatives, and others		Total	
		2024	2023	2024	2023	2024	2023
Assets held for trading		1,456	1,456	–	–	1,456	1,456
Derivatives (note 10.01)		–	–	31,961	58,893	31,961	58,893
Other financial assets		–	–	389	391	389	391
Total		1,456	1,456	32,350	59,284	33,806	60,740

The equity instruments measured at cost correspond to non-controlling interests in various entities.

The difference between their cost and their fair value is not material.

09.02. Current financial investments and Cash and cash equivalents

The detail of "Current financial investments" at the end of 2024 and 2023 is as follows:

Categories	Classes	Thousands of Euros			
		Current Financial Instruments			
		Credits, derivatives, and others		Total	
		2024	2023	2024	2023
Current financial assets		–	163,406	–	163,406
Short-term loans to companies		2,131	2,187	2,131	2,187
Derivatives (Notes 10.01 and 10.02)		–	520,057	–	520,057
Total		2,131	685,650	2,131	685,650

Loans, derivatives and other:

On 24 May 2024, ACS, Actividades de Construcción y Servicios, S.A. agreed to terminate early the two forward contracts it held on treasury shares, to be settled only in cash by differences, which at that time affected a total of 25,431,299 shares which were acquired by Critería Caixa, S.A.U. The early termination gave rise to collection of EUR 646 million, including the amounts previously provided as collateral, which amounted to EUR 163 million at 31 December 2023, and which were released. The impact on the income statement was a loss of EUR 43,348 thousand in 2024 (gain of EUR 360,885 thousand in 2023) recorded under "Change in fair value of financial instruments" in the accompanying income statement (see Notes 10.02 and 16.06).

Cash and cash equivalents

"Cash and cash equivalents" includes the Company's cash and current bank deposits with an initial maturity of three months or less, as well as other current, highly liquid investments readily convertible to known amounts of cash and subject to an insignificant risk of changes in value.

The carrying amount of these assets at 31 December 2024 and 2023 reflects their fair value, and there are no restrictions as to their use.

09.03. Non-current investments in Group companies and associates

Equity instruments:

The most significant information relating to Group companies and associates at the end of 2024 is as follows:

Company Name	Registered Office	% of Ownership		Thousands of Euros								
		Direct	Indirect	Share Capital	Profit		Other Equity	Total Equity	Dividends (Note 16.01)	Carrying amount		
					from Operations	Net				Cost	Impairment Loss Recognised in the Year	Accumulated Impairment Losses
GROUP												
CONSTRUCCIÓN												
Dragados, S.A.	Avda. Camino de Santiago, 50 - Madrid	72.71%	27.29%	499,004	32,238	125,310	1,878,331	2,502,645	68,331	1,425,763	–	–
Hochtief, A.G. (*)	Essen – Alemania	77.53%	0.00%	198,941	1,285,600	775,625	97,233	1,071,799	260,155	3,921,686	–	–
SERVICES												
ACS Servicios y Concesiones, S.L.	Avda. Camino de Santiago, 50 - Madrid	100.00%	0.00%	386,249	52,432	45,419	112,945	544,613	55,915	476,880	–	–
OTHER												
Residencial Monte Carmelo, S.A. (Investments in securities)	Avda. Pío XII, 102 – Madrid	100.00%	0.00%	1,000	(22)	104,111	224,470	329,581	–	2,342,216	104,111	(2,012,635)
Cariátide, S.A. (Investments in securities)	Avda. Pío XII, 102 – Madrid	100.00%	0.00%	1,821	46	1,989	21,376	25,186	–	162,208	1,989	(137,022)
Nexplore, S.A. (Management of scientific and technological innovation)	Avda. Pío XII, 102 – Madrid	100.00%	0.00%	60	–	–	(3)	57	–	60	–	(3)
Comunidades Gestionadas, S.A. (COGESA)	Orense, 34 – Madrid	100.00%	0.00%	63,105	12,513	8,403	188,962	260,470	6,090	419,000	–	–
ASSOCIATES												
Abertis Holdco, S.A.	Paseo de la Castellana, 89 - Madrid	30.00%	20.00%	100,060	(6,472)	(51,712)	3,778,442	3,826,790	178,107	2,487,353	–	–
Renewable Projects Management Venture, S.L.	Cardenal Marcelo Spínola 10 - Madrid	49.00%	0.00%	4	(11)	(11)	16	8	–	16	–	–
Total									568,598	11,235,182	106,100	(2,149,660)

Individual data except for Hochtief, A.G. which corresponds to data formulated under International Financial Reporting Standards as adopted by the European Union.

The most significant information relating to Group companies and associates at the end of 2023 was as follows:

Company Name	Registered Office	% of Ownership		Thousands of Euros								
		Direct	Indirect	Share Capital	Profit		Other Equity	Total Equity	Dividends (Note 16.01)	Carrying amount		
					from Operations	Net				Cost	Impairment Loss Recognised in the Year	Accumulated Impairment Losses
GROUP												
CONSTRUCTION												
Dragados, S.A.	Avda. Camino de Santiago, 50 - Madrid	72.71%	27.29%	499,004	88,739	249,954	1,723,971	2,472,929	263,648	1,425,763	–	–
Hochtief, A.G.	Essen – Alemania	75.93%	0.00%	198,941	815,055	522,749	513,788	1,235,478	221,860	3,791,683	–	–
INDUSTRIAL SERVICES												
ACS Servicios y Concesiones, S.L.	Avda. Camino de Santiago, 50 - Madrid	100.00%	0.00%	386,249	127,075	119,729	49,132	555,110	115,906	476,880	–	–
SERVICES												
Residencial Monte Carmelo, S.A. (Investments in securities)	Avda. Pío XII, 102 – Madrid	100.00%	0.00%	1,000	(113)	85,027	139,443	225,470	–	2,342,216	85,026	(2,116,746)
Cariátide, S.A. (Investments in securities)	Avda. Pío XII, 102 – Madrid	100.00%	0.00%	1,821	–	2,079	19,297	23,197	–	162,208	2,079	(139,011)
Nexplore, S.A. (Management of scientific and technological innovation)	Avda. Pío XII, 102 – Madrid	100.00%	0.00%	60	–	–	(4)	56	–	60	–	(3)
Comunidades Gestionadas, S.A. (COGESA)	Orense, 34 – Madrid	100.00%	0.00%	63,105	12,256	7,357	187,694	258,156	5,040	419,000	–	–
ASSOCIATES												
Abertis Holdco, S.A.	Paseo de la Castellana, 89 - Madrid	30.00%	20.00%	100,060	(6,437)	(33,828)	4,405,960	4,472,192	178,107	2,487,353	–	–
Renewable Projects Management Venture, S.L.	Cardenal Marcelo Spínola 10 - Madrid	49.00%	0.00%	34	(11)	(11)	(3)	19	–	16	–	–
Total									784,561	11,105,179	87,105	(2,255,760)

Individual data except for Hochtief, A.G. which corresponds to data formulated under International Financial Reporting Standards as adopted by the European Union.

The changes in the equity instruments of Group companies and associates in 2024 were as follows:

Item	Thousands of Euros								
	Beginning balance			Cost		Provision	Ending balance		
	Cost	Provision	Net Balance	Additions	Disposals	Reversals	Cost	Provision	Net Balance
Group	8,617,810	(2,255,760)	6,362,050	130,003	–	106,100	8,747,813	(2,149,660)	6,598,153
Associates	2,487,369	–	2,487,369	–	–	–	2,487,369	–	2,487,369
Total	11,105,179	(2,255,760)	8,849,419	130,003	–	106,100	11,235,182	(2,149,660)	9,085,522

The changes in the equity instruments of Group companies and associates in 2023 were as follows:

Item	Thousands of Euros								
	Beginning balance			Cost		Provision	Ending balance		
	Cost	Provision	Net Balance	Additions	Disposals	Reversals	Cost	Provision	Net Balance
Group	8,170,134	(2,342,867)	5,827,267	461,303	(13,627)	87,107	8,617,810	(2,255,760)	6,362,050
Associates	2,097,354	–	2,097,354	390,015	–	–	2,487,369	–	2,487,369
Total	10,267,488	(2,342,867)	7,924,621	851,318	(13,627)	87,107	11,105,179	(2,255,760)	8,849,419

At 31 December 2024 and 2023, the Company analysed certain investments regarding which evidence of impairment has been identified. The recoverable value of these investments was determined, and at year-end the analysis did not reveal any impairment losses in addition to those already recognised.

The most significant changes in 2024 under “Non-current investments in Group companies and associates” are as follows:

- In 2024, a 1.60% interest in Hochtief, A.G. was acquired for EUR 130.0 million, or an average price of EUR 104.31 per share, increasing the interest in that company at 31 December 2024 to 77.53% of the shares representing the share capital without discounting treasury shares, and to 80.09% when treasury shares are discounted.
- As a result of the change in Residencial Monte Carmelo, S.A.U.'s equity, the Company recognised a reversal of the additional provision for portfolio impairment in the amount of EUR 104,111 thousand under "Impairment and gains or losses on disposal of non-current assets - Impairment and losses" in the accompanying income statement.

In 2023 the most significant changes under “Non-current investments in Group companies and associates” relate to:

- In 2023, a 7.29% interest in Hochtief, A.G. was acquired, amounting to EUR 461.3 million, at an average price of EUR 81.47 per share, increasing the interest in Hochtief, A.G. at the end of 2023 to 75.93% of the shares representing the share capital without discounting treasury shares, and to 78.48% when treasury shares are discounted.
- On 11 December 2023, at its Annual General Meeting, Abertis Holdco, S.A. irrevocably approved, by a unanimous vote, a cash contribution to the Company's equity in the amount of EUR 1,300 million by its shareholders, which amounted to EUR 390,000 thousand for ACS, Actividades de Construcción y Servicios, S.A., recorded as an increase in the value of their ownership interest and which was paid on 15 February 2024 (see Notes 17.02 and 20). Also, as a result of the agreements reached with Mundys, the Company acquired one additional share of Abertis Holdco, S.A. in 2023.
- In 2023, Residencial Monte Carmelo, S.A.U. distributed a dividend against the share premium, in the amount of EUR 12,577 thousand, which was recognised as a reduction in the value of the

investment. As a result of the change in this investee's equity, the Company recognised a reversal of the additional provision for portfolio impairment in the amount of EUR 85,026 thousand under "Impairment and gains or losses on disposal of non-current assets - Impairment and losses" in the accompanying income statement.

The most significant equity interests are as follows:

Abertis Holdco, S.A.

On 27 July 2023, the ACS Group and Mundys (formerly Atlantia) reached a new strategic collaboration agreement for Abertis mainly intended to strengthen their global leadership in transport infrastructure concessions, committing to promote an investment plan that would allow them to expand their portfolio of assets under management. The agreement also included a new governance scheme that did not modify Abertis's accounting method in the ACS Group.

At 31 December 2024 and 2023, the Company held a 30% interest in Abertis Holdco, S.A. plus one share. The other shareholders are Hochtief (an ACS Group company) with a 20% interest minus one share at 31 December 2024 and 2023 and Mundys (formerly Atlantia) with a 50% interest. Abertis Holdco, S.A. has a 98.7% interest in Abertis Infraestructuras, S.A. (99.1% when treasury shares are discounted).

The commitment for the capital increase of EUR 390 million (30% of the total commitment of EUR 1,300 million) approved by Abertis Holdco's shareholders before the end of 2023 was paid on February 15, 2024.

In 2024, to assess whether there is evidence of impairment of the ownership interest in Abertis, the ACS Group estimated the fair value of this interest according to its policies. The recoverable amount of the investment in Abertis was compared with the carrying amount, and no impairment was detected. The ACS Group has compared the carrying amount of the cash-generating unit (CGU), which includes the goodwill, with the fair value obtained using the discounted cash flow method (Abertis Holdco, S.A. and subsidiaries). In accordance with the applicable rules, the ACS Group considered that the most appropriate method for calculating fair value is the assessment of a projected finite period of 5 years (2025-2029) together with the estimate of a residual value.

Based on the budgets and latest long-term projections, the impairment test on the Abertis goodwill as at 31 December 2024 was prepared based on:

- The cash projections obtained from the income and expense projection for the entire Abertis Group for the period (2025-2029) carried out by Abertis.
- To determine the terminal value, a growth rate of 2.0% was applied to the operating free cash flow after taxes for the last projected year, i.e. 2029, and, additionally, a cash outflow for investments in perpetuity was considered equivalent to the amortisation over this period.

The discount rate (WACC) applied to the cash flow projections was 6.18% and, in the case of the terminal value, the WACC applied was increased by 2.0%.

In relation to the result of the impairment test as a result of Abertis's use of the equity method, the recoverable amount obtained (determined based on the fair value as indicated above) exceeds the carrying amount of the goodwill and the assets such that the carrying amount of the investment in Abertis recognised at 31 December 2024 by the ACS Group can be recovered.

Based on the sensitivity analysis, the impairment test shows a certain leeway as regards the carrying amount and is sensitive to changes in the discount rate and cash flow in perpetuity. Therefore, a drop in net operating profit after tax of more than 6% and an increase in the WACC by more than 50 basis points could result in the need to recognise an impairment loss on the consolidated carrying amount of Abertis.

Hochtief, A.G.

At 31 December 2024, the Company held a total of 60,250,863 shares, representing 77.53% of its share capital (80.09% when treasury shares are discounted). At 31 December 2023, the Company held a total of 59,004,555 shares, representing 75.93% of its share capital (78.48% when treasury shares are discounted).

As for the Company's shareholding in Hochtief, A.G., a company listed on the Frankfurt Stock Exchange, its share price stood at EUR 117.83 per share in the last quarter of 2024 versus EUR 129.70 at year-end 2024. Both prices were higher than the carrying amount of the Company's stake, EUR 65.09 per share. Although the Company has not considered possible evidence of impairment in the individual books referred to in these notes, to determine the recoverability goodwill in its consolidated Annual Accounts, the ACS Group has prepared an impairment test, the main assumptions of which are detailed in the following paragraphs.

As regards the goodwill generated by the purchase of Hochtief, A.G. in 2011, in accordance with IAS 36.80, this goodwill was allocated to the main cash-generating units, namely Cimic and Turner. The goodwill allocated to the business carried out by Cimic amounts to EUR 857 million (EUR 857 million at December 31, 2023), while EUR 287 million is allocated to the Turner business (EUR 287 million at December 31, 2023). In 2024 and 2023, the ACS Group assessed the recoverability of this goodwill.

In preparing the impairment test of Hochtief's goodwill allocated to the business carried out by Cimic, the ACS Group used the following basic assumptions:

- Five-year forecasts used based on internal estimates.
- Weighted perpetual growth rate of 2.50% (2.49% in 2023).
- Weighted discount rate of 11.39% (11.32% in 2023). The discount rate used represents a premium of 734 basis points over the return on the long-term interest rate (10-year bond weighted based on the countries in which it operates) published by Bloomberg on 30 September 2024.

As for the sensitivity analysis of the impairment test on the goodwill assigned to Hochtief's Cimic business, the most important aspect is that the goodwill test withstands a discount rate of, approximately, 21%, which represents a range of approximately 950 basis points as well as significant negative deviations (approximately 2.2%) in the budgeted EBITDA without incurring an impairment loss.

In the case of the Turner business, the following basic assumptions were made:

- Five-year forecasts used based on internal estimates.
- Perpetual growth rate of 2.1% (2.1% in 2023).
- Discount rate of 9.06% (9.29% in 2023).

As for the sensitivity analysis of the impairment test on the goodwill allocated to Hochtief's Turner business, the most relevant aspect is that the goodwill test, even assuming a cash position of zero euros, withstands a discount rate of more than 36% as well as significant negative deviations (over 1.7%) in the budgeted EBITDA without incurring an impairment loss.

Management considers that the impairment test performed for consolidated ACS Group purposes is within reasonable sensitivity ranges for variations in its key assumptions, allowing it to conclude that the investment is not impaired.

The interests in Group companies directly or indirectly listed on the stock exchange are detailed as follows:

Company	Euros per share			
	Average Fourth Quarter of 2024	2024 Year end	Average Fourth Quarter of 2023	2023 Year end
Hochtief, A.G.	117.83	129.70	97.71	100.30

At 31 December 2024 and 2023, the Company had no firm purchase or sale commitments.

09.04. Information on the nature and level of risk of financial instruments

09.04.01. Qualitative information

The Company's financial risk management is centralised in its General Corporate management, which has established the mechanisms required to control exposure to interest rate and exchange rate fluctuations and credit and liquidity risk. The main financial risks affecting the Company are as follows:

a) Credit risk:

In general, the Company holds its assets relating to financial derivatives, other financial assets and current financial investments at financial institutions with high credit ratings. In addition, it should be noted that the dividends receivable from for the Group companies and associates were collected in full prior to the authorisation for issue of these Annual Accounts.

The credit risk on accounts receivable, given the Company's particular activity, is not significant.

b) Liquidity risk:

The ACS Group has a policy for the proactive management of liquidity risk through the comprehensive monitoring of cash and anticipation of the expiration of financial operations. The Group also manages liquidity risk through the efficient management of investments and working capital and the arrangement of lines of long-term financing.

The Company, for the purpose of ensuring liquidity and enabling it to meet all the payment obligations arising from its business activities, has the cash and cash equivalents disclosed in its balance sheet, together with the credit and financing facilities detailed in Note 13.

c) Market risk (includes interest rate, foreign currency and other price risks):

Both the Company's cash and its bank borrowings are exposed to interest rate risk, which could have an adverse effect on financial profit or loss and cash flows. Therefore, Company policy is to ensure that, at any given time, its non-current bank borrowings are tied to fixed interest rates to the extent possible.

In view of the Company's activities, it is not exposed to foreign currency risks. With regard to the exposure to price fluctuations, the ACS, Actividades de Construcción y Servicios, S.A. share price itself stands out due to its treasury shares and the derivatives on its own shares.

09.04.02. Quantitative information

a) Interest rate risk:

In November 2024, the syndicated loan agreement between ACS, Actividades de Construcción y Servicios, S.A. and a group of financial institutions was novated. The syndicated loan in the amount of EUR 2,100,000 thousand is divided, as it was before the novation, into two tranches: a tranche A term loan in the amount of EUR 950,000 thousand, drawn down in full, and a tranche B liquidity facility, which has not been drawn down, in the amount of EUR 1,150,000 thousand. The new maturity date is 20 November 2029, which may be extended for an additional two years.

In addition, the Company issued fixed rate bonds for EUR 750 million maturing in June 2025 and EUR 50 million maturing in November 2026 (see Note 13.01).

The sensitivity of the ACS Group's profit and equity to changes in interest rates, taking into account its existing hedging instruments and fixed rate financing, is as follows:

Financial year	Increase/decrease in interest rate (basis points)	Effect on profit / loss (before tax)	Effect on equity (before tax)
2024	50	4,172	9,120
	-50	(4,172)	(9,120)
2023	50	3,069	13,307
	-50	(3,069)	(13,307)

b) Liquidity risk:

The credit rating agency Standard and Poor's (S&P) gave ACS, Actividades de Construcción y Servicios, S.A. a long-term corporate credit rating of BBB- and a short-term rating of A-3, with a stable outlook.

In 2024, ACS, Actividades de Construcción y Servicios, S.A. renewed the Euro Commercial Paper (ECP) programme for a maximum amount of EUR 750 million, which was registered in the Irish Stock Exchange. Through this program, ACS may issue notes maturing within between 1 and 364 days, thus enabling the diversification of financing channels in the capital market. At 31 December 2024 the outstanding issues under these programmes amounted to EUR 10,087 thousand (EUR 9,400 thousand at 31 December 2023) (see Note 13.02).

This year, it also renewed its debt issue programme, called the Euro Medium-Term Note Programme (EMTN Programme), for a maximum amount of EUR 1,500 million, which was approved by the Central Bank of Ireland (see Note 13.02).

Furthermore, ACS, Actividades de Construcción y Servicios, S.A. renewed the Negotiable European Commercial Paper (NEU CP) programme in 2024 for EUR 500 million, with a maximum issue term of 365 days, under the regulation of the Bank of France (pursuant to section D.213-2 French Monetary and Financial Code) listed on the Luxembourg Stock Exchange. At 31 December 2024, the issues outstanding under the above programmes amounted to EUR 24,995 thousand. At 31 December 2023, there were no outstanding issues under these programmes (see Note 13.02).

The Company has positive working capital of EUR 170,917 thousand and its current liabilities also include EUR 475,812 thousand with Group companies that are subsidiaries of ACS, Actividades de Construcción y Servicios, S.A. and whose short term claimability will depend on the decisions taken by the Company at the time of maturity. The liabilities may be renewed with maturities of more than 12 months. In addition, the Company has long-term credit facilities in the amount of EUR 2,782 million which have not been drawn down, as well as commercial financing which was renewed in 2024 and that together with the available facilities is sufficient to meet current liabilities and those in future years if the bonds maturing in 2025 are not renewed (see Note 13.01).

The General Meeting held on 8 May 2020 agreed to delegate to the Board, in accordance with section 297.1(b) Consolidated Text Corporate Enterprises Act, the power to increase, on one or more occasions, the Company's share capital by up to a maximum of 50%, as of the date of the Meeting, within a maximum period of five years from the date of that above General Meeting (see Note 11.01).

Lastly, as a precautionary measure against this risk, at the General Meeting held on 10 May 2024, ACS approved a motion to delegate to the Board the power to issue, on one or more occasions, within a maximum term of five years, securities convertible into and/or exchangeable for shares of the Company, and warrants or other similar securities that may directly or indirectly provide the right to the subscription or acquisition of the shares, for a total amount of up to EUR 3,000 million; and the power to increase the share capital by the necessary amount, along with the power to exclude, where appropriate, the pre-emption rights up to a limit of 20% of the share capital, as indicated in Note 11.01.

On this basis, and also taking into consideration the capacity of the Group companies to generate cash, with the subsequent distribution of dividends to the Company, the directors believe that it will be able to adequately finance its operations in 2025.

c) Estimate of fair value:

The detail of the assets and liabilities measured at fair value, based on the hierarchy levels mentioned in Note 04.05.01, is as follows:

	Thousands of Euros			
	Value at 31/12/2024	Level 1	Level 2	Level 3
Assets	33,417	—	33,417	—
Equity instruments	1,456	—	1,456	—
Derivative financial instruments				
Non-current	31,961	—	31,961	—
Current	—	—	—	—
Liabilities	—	—	—	—
Derivative financial instruments				
Non-current	—	—	—	—
Current	—	—	—	—

	Thousands of Euros			
	Value at 31/12/2023	Level 1	Level 2	Level 3
Assets	580,406	—	580,406	—
Equity instruments	1,456	—	1,456	—
Derivative financial instruments				
Non-current	58,893	—	58,893	—
Current	520,057	—	520,057	—
Liabilities	—	—	—	—
Derivative financial instruments				
Non-current	—	—	—	—
Current	—	—	—	—

Level 2 of the Fair Value Measurement Hierarchy includes all financial derivatives not listed on organised markets. They are measured internally on a quarterly basis, using standard valuation techniques used in financial markets, compared against valuations received from counterparties when necessary.

d) Climate change risk:

The ACS Group has its own methodology based on the most advanced international standards for determining and assessing climate-related risks and opportunities, which has been used to analyse both transition risks and physical risk.

In relation to transition risks, although ACS has identified some risks associated with policy and legislation, market risks or reputation risks that may have different levels of intensity depending on the time horizons and scenarios, it also has a variety of measures (decarbonisation plans with a wide range of levers and measures, close monitoring of regulations, ability to rapidly adapt to new regulations or anticipate changes in the market) that enable it to face possible transition risks with assurances, in all the scenarios and time horizons analysed. The ACS Group has also identified major opportunities associated with the transition, many of them in which it is already present, such as infrastructure for the digital transformation, energy, sustainable mobility and critical minerals, all of which are strongly linked to climate change.

With respect to physical risks, all material gross risks due to potential extreme weather-related events in certain geographical areas in which the Group operates are mitigated by specific measures implemented in all projects where necessary. The Group has therefore concluded that it does not have any material net risk in the short, medium or long term.

The ACS Group provides detailed information on the risks and opportunities associated with climate change in its Consolidated Statement of Non-Financial Information and Sustainability Information. In addition, the corresponding section of the Directors' Report relating to the ACS Group's Risk Report provides a summary of those risks related to sustainability, and in particular climate change, that are included in risk management given their importance.

10. Derivative financial instruments

10.01. Hedging financial instruments

The Company uses derivative financial instruments to hedge the risks to which its activities, transactions and future cash flows, recognised at fair value through equity, are exposed. Within the framework of these transactions, the Company has arranged the following hedging instruments consisting of interest rate swaps for the cash flows:

	Classification	Type	Amount Contracted (Thousands of Euros)	Maturity Date	Fair Value (Thousands of Euros)	
					31/12/2024 (*)	31/12/2023 (*)
Interest rate swap	Interest rate hedge	Floating to fixed	940,000	09/21/2026	31,961	58,893

(*) At 31 December 2024, EUR 31,961 thousand (EUR 58,893 thousand at 31 December 2023) were recognised under "Non-current assets relating to financial derivatives".

At the Company, in the portion that meets the requirements detailed in Note 04.05.04 on measurement bases for classifying financial instruments as hedges, changes are recognised in the Company's equity. In 2024 and 2023, hedging through interest rate swaps was determined to be effective.

10.02. Non-hedging derivative instruments

The assets and liabilities relating to financial instruments not qualified as hedges include the fair value through profit or loss of the derivatives which do not meet hedging conditions.

In the second half of 2023, a new ACS share option plan was established, along with an ACS share plan for the next 5 years (2023-2028), which, like the previous plans, has been outsourced to a financial institution (see Note 12.01.02). The financial institution holds these shares to be delivered to executives who are beneficiaries of the plan in accordance with the conditions included in the plan and at the exercise price of the option (EUR 31.55 per share). To ensure the exercise price of the remuneration systems, the Company has arranged two equity swaps linked to the remuneration plan referred to above. These derivatives do not meet the accounting requirements to qualify for hedge accounting; therefore, their measurement is recorded by means of changes in the consolidated income statement. The change in fair value of these instruments is included under "Changes in fair value of financial instruments" in the accompanying income statement (see Note 16.06). In these contracts, these financial institutions do not assume any risk arising from a drop in the share price below the exercise price. Since ACS's share price at 31 December 2024 and 2023, is higher than the exercise price of the option, no liability in this connection has been recognised in the accompanying balance sheet at these dates. In the first half of 2023, the 2018 ACS share option plan ended, on maturity (see Note 12.01.02), with a positive impact on the 2023 income statement in the amount of EUR 62,975 thousand (see Note 16.06).

On 24 May 2024, ACS, Actividades de Construcción y Servicios, S.A. agreed to terminate early the two forward contracts it held on treasury shares, to be settled only in cash by differences, which at that time

affected a total of 25,431,299 shares to be purchased by Criteria Caixa, S.A.U. The early termination gave rise to collection of EUR 646 million, including the amounts previously provided as collateral, which amounted to EUR 163,406 thousand at 31 December 2023, and which were released. The effect on the accompanying income statement for 2024 was a loss of EUR 43,348 thousand (a profit of EUR 360,885 thousand in 2023) recognised under "Changes in fair value of financial instruments" (see Notes 09.02 and 16.06).

The Company has recognised both its own credit risk and that of the counterparty based on each derivative, whereby the impact on the income statement was a profit of EUR 403 thousand (a loss of EUR 695 thousand in 2023) for all derivative instruments measured at fair value through profit or loss, in accordance with the ICAC consultation of 4 June 2013.

11. Equity

11.01. Share capital and share premium

As at December 31, 2024, the share capital of the Parent Company amounted to EUR 135,832 thousand (EUR 139,082 thousand at December 31, 2023) and was represented by 271,664,594 fully subscribed and paid shares (278,164,594 shares at December 31, 2023) with a par value of EUR 0.5 each, all with the same voting and dividend rights.

On 21 March 2024, in accordance with the resolution passed at the Annual General Meeting held on 5 May 2023, the Board of Directors of ACS, Actividades de Construcción y Servicios, S.A. agreed to reduce share capital, with a charge to profit or unrestricted reserves, through the retirement of 6.5 million of the Company's treasury shares for a nominal amount of EUR 3.25 million, recognising a provision for the same amount with a charge to reserves as indicated in section 335.c) of the Corporate Enterprises Act (see Note 11.07). On 23 March 2023, in accordance with the resolution passed at the Annual General Meeting held on 6 May 2022, the Board of Directors of ACS, Actividades de Construcción y Servicios, S.A. agreed to reduce share capital, with a charge to profit or unrestricted reserves, through the retirement of 6 million of the Company's treasury shares for a nominal amount of EUR 3 million, recognising a provision for the same amount with a charge to reserves as indicated in section 335.c) of the Corporate Enterprises Act (see Note 11.07).

Expenses directly attributable to the issue or acquisition of new shares are recognised in equity as a deduction from the amount of equity.

The shareholders at the Annual General Meeting held on May 10, 2024 approved a motion to delegate to the Board the power to issue, on one or more occasions, within a maximum term of five years, securities convertible into and/or exchangeable for shares of the Company, and warrants or other similar securities that may directly or indirectly provide the right to the subscription or acquisition of the Company's shares, for a total amount of up to EUR 3,000 million; and the power to increase share capital by the necessary amount, along with the power to exclude, where appropriate, the pre-emption rights up to a limit of 20% of the share capital, rendering void the delegation granted by the shareholders at the General Meeting of May 10, 2019.

At the Annual General Meeting held on 8 May 2020, the shareholders agreed to delegate to the Board of Directors, in accordance with section 297.1(b) of the consolidated text of the Corporate Enterprises Act, the power to increase, on one or more occasions, the Company's share capital up to a maximum of 50% of the share capital, as of the date of the Meeting, within a maximum period of five years from the date of this General Meeting.

The share capital increase(s) may be carried out, with or without a share premium, either by increasing the par value of the existing shares with the requirements set forth in the law, or by issuing new shares, ordinary or preferential, with or without voting rights, or redeemable shares, or any other type of shares permitted by law or several types at the same time, consisting of a consideration for the new shares or an increase in the par value of the existing ones, in terms of monetary contributions.

It was also agreed to authorise the Board of Directors so that, in all matters not provided for, it can set the terms of the share capital increases and the characteristics of the shares, and freely offer the new unsubscribed shares within the term(s) for exercising the pre-emption right. The Board may also establish that, if the issue is undersubscribed, the share capital will be increased only by the amount of the shares subscribed, and the corresponding article of the Articles of Association will be reworded regarding the share capital and number of shares.

At the Annual General Meeting of ACS, Actividades de Construcción y Servicios, S.A. held on May 10, 2024, the shareholders resolved, among other matters, to carry out a share capital increase and reduction. The Company resolved to increase share capital to a maximum of EUR 634 million with a charge to unrestricted reserves, whereby the first capital increase may not exceed EUR 507 million and the second increase may not exceed EUR 127 million, indistinctly granting the Executive Committee, the Chairman of the Board and the Director Secretary the power to execute the resolution. The capital increase is expected to take place, in the case of the first increase, within the three months following the date of the Annual General Meeting held in 2024 and, in the case of the second increase, within the first quarter of 2025, thereby coinciding with the dates on which the ACS Group has traditionally distributed the final dividend and the interim dividend. As regards the capital reduction, the resolution passed by the Board consists of reducing share capital through the retirement of the Company's treasury shares for a nominal amount equal to the nominal amount for which the above capital increase was effectively carried out. The Board is granted the power to execute these resolutions, on one or two occasions, simultaneously with each of the share capital increases (see Note 11.07).

At the Annual General Meeting of ACS, Actividades de Construcción y Servicios, S.A. held on 5 May 2023, the shareholders resolved, among other matters, to carry out a share capital increase and reduction. The Company resolved to increase the share capital to a maximum of EUR 580 million with a charge to unrestricted reserves, with the first capital increase not to exceed EUR 450 million and the second increase not to exceed EUR 130 million, granting, without distinction, the Executive Committee, the Chair of the Board and the Director Secretary the power to execute the resolution. The capital increase is expected to take place, in the case of the first increase, within the three months following the date of the Annual General Meeting held in 2023 and, in the case of the second increase, within the first quarter of 2024, thereby coinciding with the dates on which the ACS Group has traditionally distributed the final dividend and the interim dividend. As regards the capital reduction, the resolution passed by the Board consists of reducing share capital through the retirement of the Company's treasury shares for a nominal amount equal to the nominal amount for which the above capital increase was effectively carried out. The Board is granted the power to execute these resolutions, on one or two occasions, simultaneously with each of the share capital increases (see Note 11.07).

The shares representing the capital of ACS, Actividades de Construcción y Servicios, S.A. are admitted for trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and are listed on the continuous market.

At 31 December 2024, the shareholder with an ownership interest of over 10% in the Parent Company's share capital was Rosan Inversiones, S.L., with an interest of 14.50%.

The Consolidated Text of the Spanish Companies Act expressly permits the use of the share premium account balance to increase capital and does not establish any specific restrictions as to its use. This reserve is unrestricted provided that the Company's equity does not fall below share capital as a result of its distribution. At 31 December 2024 and 2023, the Company's share premium amounted to EUR 366,379 thousand.

11.02. Legal reserve

Under section 274 Consolidated Text of the Spanish Companies Act, 10% of net profit for each year must be transferred to the legal reserve until the balance of this reserve reaches at least 20% of the share capital. The legal reserve can be used to increase capital provided that the remaining reserve balance does not fall below 10% of the increased share capital amount. Otherwise, until the legal reserve exceeds 20% of share capital, it can only be used to offset losses, provided that sufficient other reserves are not available for this purpose.

At the end of 2024 and 2023, the balance of this reserve was above the legally established minimum.

11.03. Capital redemption reserve

As a result of the redemption of the Company's shares carried out in 2024 and 2023, in accordance with section 335.c) Consolidated Text of the Spanish Companies Act, ACS, Actividades de Construcción y Servicios, S.A. established a restricted "capital redemption reserve" of EUR 78,970 thousand (EUR 72,216 thousand at 31 December 2023), which is equivalent to the nominal value of the reduced share capital.

11.04. Capitalisation reserve

Pursuant to section 25 Law 27/2014 on Corporate Income Tax, the Company has a capitalisation reserve account on its balance sheet at 31 December 2024 amounting to EUR 64,000 thousand (EUR 64,000 thousand at 31 December 2023) in relation to the settlement of that tax corresponding to 2015 to 2018 (see Note 14).

11.05. Other reserves

This relates to unrestricted voluntary reserves in the amount of EUR 6,961,830 thousand at 31 December 2024 (EUR 6,465,361 thousand at 31 December 2023).

11.06. Limitations on the distribution of dividends

Note 03 details the proposed distribution of profit. The voluntary reserves are unrestricted.

11.07. Treasury shares

The changes in "Treasury shares" in 2024 and 2023 were as follows:

	2024		2023	
	Number of Shares	Thousands of Euros	Number of Shares	Thousands of Euros
At beginning of the year	17,557,900	465,900	25,904,154	622,152
Purchases	12,814,058	495,346	7,351,999	228,610
Depreciation and sales	(13,506,436)	(403,397)	(15,698,253)	(384,862)
At end of the year	16,865,522	557,849	17,557,900	465,900

On March 21, 2024, in accordance with the resolution passed at the Annual General Meeting held on May 5, 2023, the Board of Directors of ACS, Actividades de Construcción y Servicios, S.A. agreed to reduce share capital, with a charge to profit or unrestricted reserves, through the retirement of 6.5 million of the Company's treasury shares for a nominal amount of EUR 3.25 million. On March 23, 2023, in accordance with the resolution passed at the Annual General Meeting held on May 6, 2022, the Board of ACS, Actividades de Construcción y Servicios, S.A. agreed to reduce share capital, with a charge to profit or unrestricted reserves, through the retirement of the Company's treasury shares for a nominal amount of EUR 3 million through the retirement of 6 million ACS treasury shares. In both cases, a provision was recognized with a charge to reserves as indicated in section 335.c) of the Corporate Enterprises Act (see Note 11.01).

On January 8, 2024, ACS, Actividades de Construcción y Servicios, S.A. resolved to carry out the second capital increase with a charge to reserves approved by the shareholders at the Annual General Meeting held on May 5, 2023, and also to carry out the second capital reduction of ACS, Actividades de Construcción y Servicios, S.A. for the same amount as the increase in share capital as a result of the second capital increase through the retirement of the necessary treasury shares. The definitive number of shares, subject to the capital increase, was 1,875,974 shares for a nominal amount of EUR 937,987.00, which were retired simultaneously for the same amount, and with an allocation to reserves for the same amount as the nominal value of the retired shares, as provided for in section 335.c) of the Corporate Enterprises Act.

On 27 June 2024, ACS, Actividades de Construcción y Servicios, S.A. resolved to carry out the first capital increase with a charge to reserves approved at the Annual General Meeting held on 10 May 2024, so that once the process was concluded in July 2024, the final number of ordinary shares, with a par value of EUR 0.5 each, to be issued was 5,130,462 shares, and the nominal amount of the related capital increase was EUR 2,565,231. On the same date, ACS, Actividades de Construcción y Servicios, S.A. reduced share capital by EUR 2,565,231 through the retirement of 5,130,462 treasury shares and allocated the same amount as the nominal value of the retired shares to reserves, as provided for in section 335.c) of the Corporate Enterprises Act.

On 9 January 2023, ACS, Actividades de Construcción y Servicios, S.A. resolved to carry out the second capital increase with a charge to reserves approved by the shareholders at the Annual General Meeting held on 6 May 2022, and also resolved to carry out the second capital reduction of ACS, Actividades de Construcción y Servicios, S.A. for the same amount as the increase in share capital as a result of the second capital increase through the retirement of the necessary treasury shares. The definitive number of shares, subject to the capital increase, was 2,331,835 shares for a nominal amount of EUR 1,165,917.50, which were retired simultaneously for the same amount, and with an allocation to reserves for the same amount as the nominal value of the retired shares, i.e., EUR 1,165,917.50, as provided for in section 335.c) of the Corporate Enterprises Act.

On 21 June 2023, ACS, Actividades de Construcción y Servicios, S.A. resolved to carry out the first capital increase with a charge to reserves approved at the Annual General Meeting held on 05 May 2023, so that once the process was concluded in July 2023, the final number of ordinary shares, with a par value of EUR 0.5 each, to be issued was 7,366,418 shares, and the nominal amount of the related capital increase was EUR 3,683,209. On the same date, ACS, Actividades de Construcción y Servicios, S.A. reduced the share capital by EUR 3,683,209 through the retirement of 7,366,418 treasury shares and allocated the same amount to reserves as the nominal value of the retired shares, i.e., EUR 3,683,209, as provided for in section 335(c) Spanish Corporate Enterprises Act (see Note 11.01).

The Company held 16,865,522 treasury shares at 31 December 2024 (17,557,900 at 31 December 2023), with a par value of EUR 0.5 each, representing 6.2% of the share capital (6.3% at 31 December 2023), with a consolidated net carrying amount of EUR 557,849 thousand (EUR 465,900 at 31 December 2023), recognised in equity under "Treasury shares" in the consolidated statement of financial position.

In 2024, ACS notified the CNMV of the changes made to the treasury share buyback program, which at year-end included a maximum of 17,800,000 shares to be acquired and a maximum investment of up to EUR 712 million, with a maximum term of up to 31 July 2025. In 2023, ACS notified the CNMV of the changes made to the treasury share buyback program, which at year-end included a maximum of 18,450,000 shares to be acquired and a maximum investment of up to EUR 553.5 million, with a maximum term of up to 31 July 2024.

The average purchase price of ACS shares in 2024 was EUR 38.66 per share (EUR 31.09 per share in 2023).

12. Provisions and contingent liabilities

12.01. Non-current provisions

The details of non-current provisions in the balance sheet at the end of 2024 and 2023, and of the main changes recognised during the year, are as follows:

Non-current provisions	Thousands of Euros			
	2024			
	Balance at 01/01/2024	Endowments	Reversals and applications	Balance at 31/12/2024
Liabilities and taxes	64,005	–	(53,707)	10,298
Total non-current provisions	64,005	–	(53,707)	10,298

Non-current provisions	Thousands of Euros			
	2023			
	Balance at 01/01/2023	Endowments	Reversals and applications	Balance at 31/12/2023
Liabilities and taxes	62,148	1,857	–	64,005
Total non-current provisions	62,148	1,857	–	64,005

The Company recognises provisions for the estimated amount required for probable or certain third-party liability, and outstanding obligations the exact amount of which cannot be fully determined or whose date of payment is uncertain, since this depends on the fulfilment of certain conditions. As at the end of each reporting period, the Company reassessed these provisions on the basis of the risks to which it was exposed at 31 December 2024.

12.01.01. Employee benefit obligations

Long-term defined benefit obligations

Details of the current value of the post-employment remuneration commitments assumed by the Company at the end of 2024 and 2023 are as follows:

	Thousands of Euros	
	2024	2023
Retired employees	108,972	116,936
Serving employees	3,967	3,985

The defined benefit pension obligations are funded by group life insurance policies, in which investments have been assigned whose flows coincide in time and amount with the payment schedule of the insured benefits.

The present value of the obligations was determined by qualified independent actuaries using the following actuarial assumptions:

Actuarial Assumptions	2024	2023
Technical interest rate (*)	2.01%	2.43%
Mortality tables	PERM2020_CoL_1er.orden	PERM2020_CoL_1er.orden
Annual rate of increase of maximum social security pension benefit	2%	2%
Annual wage increase	2.35%	2.35%
Retirement age	65 years of age	65 years of age

(*) The technical interest rate ranged from 5.93% to 0.01% since the externalisation of the plan.

These pension obligations gave rise to the recognition of income of EUR 269 thousand under "Staff costs" in the income statement for 2024 (EUR 280 thousand in 2023).

The contributions made by the Company to the insurance policies in relation to defined contribution pension plans amounted to EUR 4,763 thousand in 2024 (EUR 4,728 thousand in 2023), which are also recognised under "Staff costs" in the income statement.

At 31 December 2024 and 2023, there were no outstanding accrued contributions.

12.01.02. Share-based payments

As described in the measurement bases (Note 04.13) in relation to the share-based employee remuneration plan, the Company recognises the services received as an expense, based on their nature, at the date on which they are obtained, and the corresponding increase in equity upon settling the share-based payment plan.

Share option plans

On 27 July 2023, the Board of ACS, Actividades de Construcción y Servicios, S.A., using the authorisation granted by the Company's General Meeting held on 5 May 2023, and following a favourable report from the Remuneration Committee, approved the Long-Term Incentive Plan for ACS Group executives, covering a period of five years (2023-2028). The main characteristics of the plan are as follows:

- Plan involving shares of ACS, Actividades de Construcción y Servicios, S.A. (Long-Term Incentive Plan 1, "LTIP1") or purchase options for the Company's own shares (Long-Term Incentive Plan 2, "LTIP2"). Specifically, LTIP1, a share-based plan, is limited to executives of ACS and Group subsidiaries who have no other long-term incentive plan in their compensation scheme (as is the case of Hochtief and its subsidiaries); by contrast, LTIP2, a share option plan, is offered to executives throughout the Group, including the main subsidiaries in which the Group has operational control.
- A total of 1,120,000 shares are covered by LTIP1. The beneficiaries are 131 ACS Group executives (19 Company executives) with rights to receive from 100,000 to 1,150 shares.
- A maximum of 10,000,000 shares will be covered by the share option plan (LTIP2). The beneficiaries are 230 ACS Group executives (19 Company executives) with the right to exercise from 590,000 to 5,000 options.
- In the case of shares (LTIP1), the price is considered to be the last list price before the delivery date. The acquisition price of the options will be EUR 31.55 per share. This price will change by the corresponding amount should a dilution take place.
- Beneficiaries may exercise the rights during the last two years and subject to a service condition.
- The period for exercising the rights will be until 30 June 2028:

- i. In LTIP1, the shares may be delivered in two instalments: the first half in July 2026 and the second half in July 2027.
 - ii. In LTIP2, the options may be exercised in two equal parts, and are cumulative if the beneficiary so chooses, during the fourth and fifth years, up to 1 July 2023, inclusive.
- g. For each beneficiary to receive shares or exercise options granted, the service condition must be fulfilled, and the operational, financial and sustainability performance of the ACS Group during the calculation period must meet the Group's targets. The criteria chosen for meeting these targets are:
1. With a weighting of 40%, the Total Shareholder Return (TSR) in the period (2023-2025) must be higher than the median of the main companies in the sector with a stock market capitalisation and an international status comparable to ACS (detailed in Appendix 1). In this case, the executive receives 100% of the rights allocated under this criterion. If the TSR over this period is less than the 25th percentile of the comparable sample, the executive receives no rights under this criterion. If the TSR is between the 25th and 50th percentile of the sample, the number of rights received by the executive will be proportional to result within this range (0% for the 25th percentile and 100% for the 50th percentile).
 2. With a weighting of 40%, the average return on equity (ROE) of the ACS Group in 2023-2025, measured as the percentage of net profit over equity for the previous year (Net Profit n / Equity n-1), must be above 10%. If the result is lower, no rights will be granted to the executive.
 3. With a weighting of 20%, the average percentile obtained in the DJSI in 2023-2025 must be greater than 85%. In this case, the executive receives 100% of the rights allocated under this criterion. If the average DJSI percentile in the measurement period is less than the 60th percentile, the executive receives no rights under this criterion. If the result for ACS is between the 60th and 85th percentile, the number of rights received by the executive will be proportional to result within this range (0% for the 60th percentile and 100% for the 85th percentile).

Tax withholdings, expenses and the taxes payable as a result of exercising the shares and the share options will be borne exclusively by the beneficiaries.

The ACS Group's previous share option plan (granted in fiscal year 2018) ended in June 2023 without the shares being exercised.

Share-based remuneration, recognised as personnel expenses through profit and loss with a balancing entry in equity, amounted to EUR 3,567 thousand in 2024 with respect to the 2023-2028 Plan (EUR 4,019 in 2023, of which EUR 1,783 thousand related to the 2023-2028 plan and 2,236 thousand to the 2018-2022 plan). The stock market price of ACS shares at 31 December 2024 and 2023 was EUR 48.440 and EUR 40.160 per share, respectively.

The commitments arising from these plans are hedged through financial institutions (see Note 10). In relation to the plans described above, the share options are to be settled through equity instruments and never in cash. However, since the Parent Company has hedged the commitments arising from these plans with a financial institution, their settlement will not involve, under any circumstances, the issue of equity instruments in addition to those outstanding as at 31 December 2024.

12.02. Contingencies

Environment

In view of the business activity carried on by the Company (see Note 01), it does not have any environmental liability, expenses, assets, provisions or contingencies that might be material with respect to its equity, financial position and results. Therefore, no specific disclosures relating to environmental issues are included in these notes to the Annual Accounts.

CO2 emissions

Given the activities carried on by the Company, there are no matters relating to CO2 emissions affecting the Company.

13. Financial liabilities

The breakdown of the ACS Group's financial liabilities at 31 December 2024 and 2023, by nature and category for valuation purposes, is as follows:

	Thousands of Euros			
	Value at 31/12/2024	Fair value through profit or loss	Fair value through other comprehensive income (equity)	Amortized cost
Long Term Financial Liabilities	1,397,497	—	—	1,397,497
Debentures and other negotiable securities	49,950	—	—	49,950
Payables to credit institutions	1,347,547	—	—	1,347,547
Short Term Financial Liabilities	1,241,620	—	—	1,241,620
Debentures and other negotiable securities	790,359	—	—	790,359
Payables to credit institutions	4,325	—	—	4,325
Other short-term financial payables not in banks	4,788	—	—	4,788
Short-term payables to group and associated companies	442,148	—	—	442,148

	Thousands of Euros			
	Value at 31/12/2023	Fair value through profit or loss	Fair value through other comprehensive income (equity)	Amortized cost
Long Term Financial Liabilities	2,031,550	—	—	2,031,550
Debentures and other negotiable securities	798,246	—	—	798,246
Payables to credit institutions	1,233,304	—	—	1,233,304
Short Term Financial Liabilities	693,357	—	—	693,357
Debentures and other negotiable securities	20,120	—	—	20,120
Payables to credit institutions	72,737	—	—	72,737
Other short-term financial payables not in banks	5,386	—	—	5,386
Short-term payables to group and associated companies	595,114	—	—	595,114

Derivatives are detailed in Notes 10.01 and 10.02.

13.01. Non-current financial liabilities

The detail of “Non-current payables” at the end of 2024 and 2023 was as follows:

Classes Categories	Thousands of Euros					
	Non-Current Financial Instruments					
	Bonds and other securities		Bank borrowings		Total	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Accounts payable	49,950	798,246	1,347,547	1,233,304	1,397,497	2,031,550

The detail, by maturity, of the items recognised under “Non-current payables - Accounts payable” is as follows:

	Thousands of Euros				
	2024				
	2026	2027	2028	2029 forward	Total
Bonds and other securities	49,950	–	–	–	49,950
Bank borrowings	279,876	123,414	–	944,257	1,347,547

	Thousands of Euros				
	2023				
	2025	2026	2027	2028 forward	Total
Bonds and other securities	748,322	49,924	–	–	798,246
Bank borrowings	68,497	1,113,565	49,895	1,347	1,233,304

In November 2024, the syndicated loan agreement between ACS, Actividades de Construcción y Servicios, S.A. and a group of financial institutions was novated. The syndicated loan in the amount of EUR 2,100,000 thousand is divided, as it was before the novation, into two tranches: a tranche A term loan in the amount of EUR 950,000 thousand, drawn down in full, and a tranche B liquidity facility, which has not been drawn down, in the amount of EUR 1,150,000 thousand. The new maturity date is November 20, 2029, which may be extended for an additional two years. The Company has assessed the effect of the change to the financing and concluded that it is not material and its impact on the income statement is not significant.

It also renewed its debt issue programme, called the Euro Medium-Term Note Programme (EMTN Programme), for a maximum amount of EUR 1,500 million, which was approved by the Central Bank of Ireland. On the basis of this EMTN debt issue programme, ACS, Actividades de Construcción y Servicios, S.A. issued a five-year senior bond, for a total amount of EUR 750 million, maturing on 17 June 2025, with a 1.375% annual coupon. In addition, the Company has issued Private Placement-format bonds for EUR 50 million maturing in November 2026.

At 31 December 2024, the Company had granted long-term credit facilities of up to EUR 2,782 million (EUR 2,797 million at 31 December 2023), which at 31 December 2024 and 31 December 2023 had not been drawn down (see Note 09.04.02 b).

The amount of fees that are reducing the amount of financial liabilities in applying the effective interest rate stood at EUR 1,635 thousand at 31 December 2024 (EUR 1,558 thousand at 31 December 2023).

13.02. Current financial liabilities

The detail of “Current payables” at the end of 2024 and 2023 was as follows:

Classes Categories	Thousands of Euros							
	Current Financial Instruments							
	Bonds and other securities		Bank borrowings		Derivatives and Other		Total	
	12/31/2024	12/31/2023	12/31/2024	12/31/2023	12/31/2024	12/31/2023	12/31/2024	12/31/2023
Accounts payable	790,359	20,120	4,325	72,737	4,788	5,386	799,472	98,243

In 2024, ACS, Actividades de Construcción y Servicios, S.A. renewed the Euro Commercial Paper (ECP) programme for a maximum amount of EUR 750 million, which was registered in the Irish Stock Exchange. Through this program, ACS may issue notes maturing within between 1 and 364 days, thus enabling the diversification of financing channels in the capital market. As at 31 December 2024, the issues outstanding under this programme amounted to EUR 10,087 thousand (EUR 9,400 thousand at 31 December 2023).

ACS, Actividades de Construcción y Servicios, S.A. renewed the Negotiable European Commercial Paper (NEU CP) program in 2024 for EUR 500 million, with a maximum issue term of 365 days, under the regulation of the Bank of France (pursuant to section D.213-2 of the French Monetary and Financial Code) listed on the Luxembourg Stock Exchange. As at 31 December 2024, the carrying amount of the issues outstanding under these programs amounted to EUR 24,995 thousand (EUR 4,984 thousand at 31 December 2023).

In 2024, ACS, Actividades de Construcción y Servicios, S.A. renewed its debt issue program, called the Euro Medium-Term Note Program (EMTN Program), for a maximum amount of EUR 1,500 million. The Company met its obligation to pay, on maturity in June 2023, the issues under the EMTN Programme for an amount of EUR 28,000 thousand at a floating interest rate tied to the six-month Euribor plus 0.785%.

At 31 December 2024 and 2023, the Company had granted no short-term credit facilities.

The finance costs in 2024 for payables to third parties amounted to EUR 52,157 thousand (EUR 41,948 thousand in 2023) (see Note 16.04).

Accrued and unpaid interest associated with bank borrowings at 31 December 2024 amounted to EUR 4,325 thousand (EUR 3,293 thousand at 31 December 2023).

14. Tax matters

14.01. Current tax receivables and payables

The breakdown of the current tax receivables and payables is as follows:

Tax receivables

	Thousands of Euros	
	31/12/2024	31/12/2023
Corporation tax receivable	293,246	166,984
Other taxes receivable	1,765	521
Total	295,011	167,505

Tax payable at 31 December 2024 includes the amount to be refunded in connection with the estimated consolidated income tax for Tax Group 30/99 for 2024, the amount of income tax to be refunded for 2023 (collected in 2025) and the estimated amount from the proceedings that the Company brought against the authorities to claim the instalments the tax group paid from 2018 to 2024. The balance at 31 December 2023 included the estimated income tax to be collected for 2023, as the amount of income tax to be refunded for 2022 and which was collected in 2024.

Tax payables

	Thousands of Euros	
	31/12/2024	31/12/2023
Tax withheld	1,380	2,090
Social security taxes payable	93	75
Corporate income tax payable	16	—
Tax liabilities	—	314
Total	1,489	2,479

14.02. Reconciliation of accounting profit to taxable profit

The Company files consolidated tax returns, and ACS is the Parent of the Tax Group 30/99.

The reconciliation of the accounting profit/(loss) to the taxable profit/(tax loss) for income tax purposes is as follows:

	Thousands of Euros		
	2024		
	Increases	Decreases	Total
Accounting profit / (loss) before tax			622,615
Permanent differences on individual taxable base:			
Provisions for Group entities	—	(106,100)	(106,100)
Dragados Group merger goodwill	—	(1,786)	(1,786)
Exemption for Fiscal Group intra-Group dividends	—	(123,820)	(123,820)
Hochtief, A.G. dividend exemption	—	(247,147)	(247,147)
Abertis dividend exemption	—	(178,107)	(178,107)
Non-deductible expenses and other differences	12,002	—	12,002
Timing differences:			
Arising in the year:			
Hochtief goodwill, AG (DT 14 ^a LIS)	—	(5,978)	(5,978)
Arising in prior years:			
Externalised pension commitments	—	(2,003)	(2,003)
Provisions	—	(51,919)	(51,919)
Other	—	(63)	(63)
Taxable base			(82,306)

	Thousands of Euros		
	2023		
	Increases	Decreases	Total
Accounting profit / (loss) before tax			1,236,666
Permanent differences on individual taxable base:			
Provisions for Group entities	—	(87,109)	(87,109)
Dragados Group merger goodwill	—	(8,932)	(8,932)
Exemption for Fiscal Group intra-Group dividends	—	(365,365)	(365,365)
Hochtief, A.G. dividend exemption	—	(210,767)	(210,767)
Abertis dividend exemption	—	(178,107)	(178,107)
Non-deductible expenses and other differences	11,274	—	11,274
Timing differences:			
Arising in the year:			
Hochtief goodwill, AG (DT 14ª LIS)	—	(29,889)	(29,889)
Derivative financial instruments, not hedging	1,065	—	1,065
Provisions	61	—	61
Arising in prior years:			
Derivative financial instruments, not hedging	—	(129,962)	(129,962)
Other	—	(62)	(62)
Taxable base			238,873

14.03. Taxes recognised in equity

In addition, the detail of the taxes recognised for adjustments for changes in value directly in equity is as follows:

	Thousands of Euros		
	2024		
	Charge to Equity	Credit to Equity	Total
Deferred taxes:			
Measurement of interest rate hedging financial instruments	—	(6,734)	(6,734)
Measurement of available-for-sale financial assets	—	—	—
Current taxes:			
Measurement of available-for-sale financial assets	—	—	—
Total deferred tax recognised directly in equity	—	(6,734)	(6,734)

	Thousands of Euros		
	2023		
	Charge to Equity	Credit to Equity	Total
Deferred taxes:			
Measurement of interest rate hedging financial instruments	—	(10,704)	(10,704)
Measurement of available-for-sale financial assets	—	—	—
Current taxes:			
Measurement of available-for-sale financial assets	—	—	—
Total deferred tax recognised directly in equity	—	(10,704)	(10,704)

14.04. Reconciliation of accounting profit to income tax expense

The reconciliation of the accounting profit from continuing operations to the corporate income tax expense is as follows:

	Thousands of Euros	
	2024	2023
Accounting profit (loss) before tax from continuing operations	622,615	1,236,666
Accrual at 25%	155,654	309,167
Impact of the non-taxation of the capital gain from the sale of Hochtief, A.G.	(92,742)	(144,033)
Impact for non-taxation of Tax Group and Hochtief, A.G. dividends	(44,527)	(44,527)
Impact for non-taxation of Abertis dividends	(26,525)	(21,777)
Impact due to the non-consideration of the internal provisions of the Tax Group	2,554	585
Impact of other permanent differences	(2,989)	(3,828)
Impact of capitalization reserve	(4,011)	—
Deductions	(12,294)	—
Adjustment to taxation	16	—
Adjustments to income tax	—	—
Total income tax expense/(income) recognised in profit or loss account	(24,864)	95,587

The corporation tax charge for the year ended 31 December 2023 included the result of the Constitutional Court's 18 January 2024 judgment in the calculation of tax loss carryforwards for the period. This judgment declared unconstitutional the limits imposed on tax loss carryforwards introduced by Royal Decree Law 3/2016 for taxpayers with the tax profile of the Company and its consolidated group (carryforward limited to 25% of taxable profit). The judgement therefore required returning the previous year's rule on the limit of tax loss carryforwards to 70% of taxable profit, which is the criterion applied by the Company for calculating its tax for the period for the individual company and for the tax group.

The breakdown of the corporate income tax expense is as follows:

	Thousands of Euros	
	2024	2023
Continuing operations		
Current income tax	(27,577)	54,033
Deferred tax and other adjustments	14,991	41,554
Current tax Pillar 2	16	—
Positive adjustments to income tax	(12,294)	—
Total income tax expense (profit) / loss	(24,864)	95,587

On December 21, 2024, Law 7/2024 of December 20, 2024, was published in the Official Gazette of the Spanish State. Among other aspects, it establishes a top-up tax. The objective of this rule, which was first applicable in 2024, is for large business groups with EUR 750 million or more in consolidated revenue to be taxed in all jurisdictions in which they operate at a minimum rate of 15% ("Pillar 2 Law"). The Pillar 2 Law originated in the OECD and is mandatory in the European Union, having been issued through Directive 2022/2523. In addition to Spain, other jurisdictions in which the group operates have also implemented this minimum tax, including Germany, Australia, the United Kingdom and Canada.

Since the ACS Group falls within the scope of application of this new tax, the effective tax rate in all the jurisdictions in which the Group operates has been quantified, as well as the possible application of the safe harbours provided for by law. This analysis resulted in an immaterial amount being recognised in the Company's financial statements in 2024, as virtually all the jurisdictions in which the Group operates have tax rates above the 15% minimum.

There were no discontinued operations in 2024 or 2023.

14.05. Deferred tax assets

The detail of this heading at the end of 2024 and 2023 is as follows:

	Thousands of Euros	
	31/12/2024	31/12/2023
Temporary differences (prepaid taxes):		
Pension obligations	22,823	23,324
Non-deductible provisions	8,437	21,417
Other	—	16
Total deferred tax assets	31,260	44,757

The deferred tax assets were recognised because the Company's directors considered that, based on their best estimate of the Company's future earnings, it is probable that these assets will be recovered.

At year-end 2024, the Company had EUR 12,805 thousand in non-capitalised deductions for reinvestment and donations (EUR 4,809 thousand at 31 December 2023).

14.06. Deferred tax liabilities

The detail of this heading at the end of 2024 and 2023 is as follows:

	Thousands of Euros	
	31/12/2024	31/12/2023
Gains eliminated in the tax consolidation process	125,082	125,082
Merger financial goodwill and other	37,361	35,867
Valuation of financial hedging instruments	7,990	14,722
Total deferred tax liabilities	170,433	175,671

14.07. Years open for review and tax audits

Under current law, taxes cannot be considered to have been definitely settled until the tax returns filed have been reviewed by the tax authorities or until the statute-of-limitations period has expired. In this regard, at the end of 2024 the Company had open for review by the tax authorities all taxes applicable to it for which returns have been filed in the last four years.

In 2023, the Company received notice of initiation of tax audits for the periods from 2018 to 2021 for corporation tax and June 2019 to December 2021 for VAT and withholdings. The Company's directors do not foresee any consequences that could significantly affect the Company's consolidated financial statements.

The Company's directors consider that the tax returns have been filed correctly and, therefore, even in the event of discrepancies in the interpretation of current tax law in relation to the tax treatment afforded to certain transactions, such liabilities as might arise would not have a material effect on the Annual Accounts.

15. Foreign currencies

No significant foreign currency transactions were carried out either in 2024 or 2023.

There were no significant exchange differences in 2024 or 2023.

16. Revenue and expenses

16.01. Revenue

The detail of revenue is as follows:

	Thousands of Euros	
	2024	2023
Dividends of subsidiaries and associates (Notes 09.03 and 17.01)	568,598	784,561
Dividends from non-current financial assets	28	22
Finance income of subsidiaries and associates (Note 17.01)	—	1,309
Service provision (Note 17.01)	18,223	17,306
Total	586,849	803,198

In 2024 and 2023, the Company, as the parent of its consolidated group, mainly carried out the normal activities of a holding company, and as such has no significant commercial activity of its own. The amount recognised under this heading of the income statement relates mainly to the provision of services to Group companies as well as to the dividend income of subsidiaries and the finance income associated with financing them.

In 2025, the Company has collected EUR 12,110 thousand in dividends receivable at 31 December 2024 (in 2024, EUR 220,392 thousand dividends receivable at 31 December 2023 (see Note 17.02)).

The Company received dividends of EUR 178,107 thousand from Abertis Holdco, S.A. (EUR 178,107 thousand in 2023) (see Note 09.03).

16.02. Employee benefit costs

The detail of "Employee benefit costs" in 2024 and 2023 is as follows:

Employee benefit costs	Thousands of Euros	
	2024	2023
Employer social security taxes	952	802
Contributions pension plans	4,495	4,448
Other employee benefit costs	2,573	3,402
Total	8,020	8,652

16.03. Other operating expenses

This heading of the accompanying income statement includes expenses for rent, maintenance, advertising, consultant and advisor fees, etc.

16.04. Finance income and finance cost

The detail of the finance income and finance costs calculated by applying the effective interest method is as follows:

	Thousands of Euros			
	2024		2023	
	Financial income	Financial costs	Financial income	Financial costs
Application of the effective interest method	76,750	68,656	42,376	43,726

This heading includes finance income amounting to EUR 34,130 thousand (EUR 32,122 thousand in finance income in 2023) associated with settlements of hedging instruments that offset the increase in market interest rates.

16.05. Impairment and gains or losses on disposals of non-current assets

This heading of the accompanying income statement for 2024 relates mainly to gains on the reversal of provisions relating to the holdings in Group companies, e.g. Residencial Monte Carmelo, S.A.U., in the amount of EUR 104,111 thousand (EUR 85,026 thousand in 2023) (see Note 09.03), and to the impact of restating other risks (see Note 12).

16.06. Changes in fair value of financial instruments

This heading of the accompanying income statement mainly reflects the effect of derivative instruments that do not meet the efficiency criteria set out in the Spanish National Chart of Accounts or that are not hedging instruments.

The effect in 2024 relates to the impact of the derivatives on ACS shares (forward contracts settled by differences), which were cancelled in May 2024 (see Note 10.02). Also taken into account is the effect of the Company's derivatives on the ACS share options, which had no impact on 2024 (profit of EUR 62,975 thousand in 2023), as described in Note 10.02.

17. Related party transactions and balances

17.01. Related party transactions

The detail of related party transactions in 2024 is as follows:

Income (-), Expense (+)	Thousands of Euros	
	2024	
	Subsidiaries	Associates
Services received	1,188	—
Operating lease agreements (Note 08)	2,828	—
Interest received	16,499	—
Interest expense	—	—
Dividends (Note 16.01)	(390,491)	(178,107)
Cost apportionment agreement	(3,094)	—
Service provision (Note 16.01)	(18,222)	—

The detail of related party transactions in 2023 was as follows:

Income (-), Expense (+)	Thousands of Euros	
	2023	
	Subsidiaries	Associates
Services received	910	—
Operating lease agreements (Note 08)	2,738	—
Interest received	1,778	—
Interest paid (Note 16.01)	1,309	—
Dividends (Note 16.01)	(606,454)	(178,107)
Cost apportionment agreement	(2,619)	—
Service provision (Note 16.01)	(17,306)	—

No assets were acquired from Group companies in 2024 or 2023.

17.02. Balances with related parties

The detail of the balances with related parties in the balance sheet at 31 December 2024 is as follows:

	Thousands of Euros	
	31/12/2024	
	Subsidiaries	Associates
Non-current financial assets	6,598,153	2,487,369
Equity instruments (Note 09.03)	6,598,153	2,487,369
Sundry accounts receivable	23,203	—
Current financial assets	12,110	—
Other financial assets	12,110	—
Non-current liabilities	—	—
Current liabilities	475,812	—

The detail of the balances with related parties in the balance sheet at 31 December 2023 was as follows:

	Thousands of Euros	
	31/12/2023	
	Subsidiaries	Associates
Non-current financial assets	6,362,050	2,487,369
Equity instruments (Note 09.03)	6,362,050	2,487,369
Sundry accounts receivable	33,222	2
Current financial assets	220,392	—
Other financial assets	220,392	—
Non-current liabilities	—	—
Current liabilities	292,542	390,000

At 31 December 2024 and 31 December 2023, EUR 12,110 thousand (see Note 09.03) and EUR 220,392 thousand, respectively, were recognised under “Current investments in Group companies and associates - Other financial assets”, which related entirely to dividends earned from ACS Group companies and receivable at the end of the year. These dividends receivable at 31 December 2024 had been collected at the date of authorisation for issue of these Annual Accounts.

The detail of “Non-current payables to Group companies” at 31 December 2024 and 2023 is as follows:

	Thousands of Euros	
	31/12/2024	31/12/2023
Residencial Monte Carmelo, S.A.	267,407	224,789
Iridium Concesiones de Infraestructuras, S.A.	147,228	—
Cariátide, S.A.	60,652	58,741
Dragados, S.A.	315	316
ACS, Servicios y Concesiones, S.L.	—	8,497
Other lesser amounts	210	199
Total	475,812	292,542

The debt with Residencial Monte Carmelo, S.A.U. relates to the EUR 233,887 thousand drawn down at the end of 2024 (EUR 146,059 thousand at the end of 2023) on the credit line with this company, maturing on 1 August 2025, with a floating interest rate tied to three-month Euribor, which can be automatically extended. This heading also includes the balance corresponding to corporate income tax for 2024 amounting to EUR 10,096 thousand (EUR 78,417 thousand at 31 December 2023) included in Tax Group 30/99. Accrued interest payable at the end of 2024 amounted to EUR 380 thousand (EUR 313 thousand accrued and payable at 31 December 2023).

The debt with Iridium Concesiones de Infraestructuras, S.A. at 31 December 2024 relates to the EUR 147,000 thousand loan granted in January 2024 that matures on 30 July 2025 and that has a variable interest rate linked to 3-month Euribor plus 60 basis points. Accrued interest payable at the end of 2024 amounted to EUR 228 thousand.

The debt with Cariátide, S.A. relates to a credit line with a balance of EUR 60,554 thousand at 31 December 2024 (EUR 58,716 thousand at 31 December 2023), which is automatically renewed on an annual basis with an interest rate tied to Euribor plus a spread of 0.1%. Accrued interest payable at the end of 2024 amounted to EUR 98 thousand (EUR 25 thousand at 31 December 2023).

This heading also includes EUR 390,000 thousand at 31 December 2023 relating to the irrevocable contribution commitment to Abertis Holdco made on 15 February 2024 (see Notes 09.03 and 20).

The transactions between Group companies and associates are performed on an arm’s length basis as in the case of transactions with independent parties.

17.03. Remuneration of the Board of Directors and senior executives

The breakdown of the remuneration accrued in 2024 and 2023 by the Board members and senior executives of the Company, by item, is as follows:

	Thousands of Euros		
	2024		
	Wages (fixed and variable)	Bylaw-stipulated Directors' emoluments	Other items
Board of Directors	14,035	2,775	—
Senior executives	19,564	—	—

	Thousands of Euros		
	2023		
	Wages (fixed and variable)	Bylaw-stipulated Directors' emoluments	Other items
Board of Directors	13,240	2,760	–
Senior executives	15,179	–	–

The increase in remuneration (fixed and variable) of the Company's senior executives is basically due to the change in the composition of senior management and the increase in the number of senior executives.

Other items relating to the Board members and senior executives of ACS, Actividades de Construcción y Servicios, S.A. are as follows:

	Thousands of Euros		
	2024		
	Pension Plans	Insurance premiums	Other
Board of Directors	2,381	90	–
Senior executives	2,023	47	–

	Thousands of Euros		
	2023		
	Pension Plans	Insurance premiums	Other
Board of Directors	2,372	86	–
Senior executives	1,899	29	–

At the end of 2024 and 2023, there were no balances with and no loans or advances had been granted to Board members or senior executives of the Company. The Board members and senior executives also did not receive any termination benefits.

The amount recognised in the income statement as a result of the share options granted to directors with executive duties in 2023 stood at EUR 1,700 thousand (EUR 989 thousand in 2023, of which EUR 850 thousand relates to the 2023 Plan and EUR 139 thousand to the 2018 Plan). An amount of EUR 1,493 thousand relates to senior management (EUR 899 thousand in 2023, of which EUR 746 thousand relates to the 2023 Plan and EUR 153 thousand to the 2018 Plan). This amount relates to the proportion of the value of the plans at the date on which they were granted.

17.04. Further information on the Board of Directors

No direct or indirect conflicts of interest arise with the Company as set out in applicable regulations (currently in accordance with that established in section 229 Spanish Companies Act), all without prejudice to the information on related party transactions reflected in the notes to the financial statements. The amount corresponding to the premium for the third-party liability insurance taken out on behalf of the directors, among others, stood at EUR 2,208 thousand in 2024 (EUR 2,266 thousand in 2023).

In 2024 and 2023, the Company had commercial relationships with companies in which some of their directors perform management functions. All these commercial relationships were carried out on an arm's length basis in the ordinary course of business, and related to ordinary Company transactions.

18. Discontinued operations

At 31 December 2024 and 2023 there were no balances, income or expenses relating to discontinued operations.

19. Other disclosures

19.01. Staff

The average number of employees at the Company in 2024 and 2023, by category and gender, is as follows:

Category	2024		
	Men	Women	TOTAL
University graduates	31	9	40
Further education college graduates	4	–	4
Other staff	4	14	18
Total	39	23	62

Category	2023		
	Men	Women	TOTAL
University graduates	25	9	34
Further education college graduates	4	–	4
Other staff	4	13	17
Total	33	22	55

Also, the headcount at the end of 2024 and 2023, by category and gender, was as follows:

Category	31/12/2024		
	Men	Women	TOTAL
University graduates	33	9	42
Further education college graduates	4	–	4
Other staff	4	14	18
Total	41	23	64

Category	31/12/2023		
	Men	Women	TOTAL
University graduates	26	9	35
Further education college graduates	4	–	4
Other staff	4	13	17
Total	34	22	56

“University graduates” includes senior management staff and was composed of 10 men and 2 women at 31 December 2024 (11 men and 2 women at 31 December 2023).

The Company did not directly have any employees in 2024 (or in 2023) with a disability greater than or equal to 33%.

19.02. Auditor's fees

In 2024 and 2023, the fees for the services provided by Deloitte, S.L., were as follows:

	Thousands of Euros	
	2024	2023
Audit Services	1,087	1,027
Other Verification Services	587	84
Total Audit and Related Services	76	70
Tax Services	511	14
Total Professional Services	1,674	1,111

Fees relating to audit services provided by the auditing company Deloitte Auditores, S.L. for the Annual Accounts amounted to EUR 1,087 thousand (EUR 1,027 thousand in 2023) and those relating to non-audit services amounted to EUR 587 thousand (EUR 84 thousand in 2023), mainly for the verification of the Statement of Non-Financial Reporting (Sustainability Report) and the ICFR Report.

19.03. Guarantee commitments to third parties and other contingent liabilities

In exceptional circumstances, the Company acts as a guarantor for Group companies and associates with regard to government agencies and private customers, in certain concession projects, to ensure the success of the execution of the projects. At 31 December 2024, the Company's surety bonds amounted to EUR 24,395 thousand (EUR 24,395 thousand at 31 December 2023). The amount of guarantees paid to secure successful completion of the projects amounts to EUR 545,725 thousand at 31 December 2024 (EUR 524,187 thousand at 31 December 2023). The other guarantees paid by the Company total EUR 831,707 thousand in this connection at 31 December 2024 (EUR 462,593 thousand at 31 December 2023). The Company's directors consider that any unanticipated liabilities that might arise from the guarantees provided would not be material.

In relation to the ACS Group's investment in Irasa (R2 highway), through a claim for declaratory proceedings filed in September 2019, the creditor funds invoked clauses 2.1.2 and 2.1.4 of the Shareholders' Commitment Agreement to claim payment for EUR 471.8 million in principal, plus EUR 79.7 million in interest (of which EUR 165.1 million and EUR 27.9 million would correspond to the ACS Group, respectively), for construction and expropriation cost overruns and contingent contributions. This claim was dismissed, with an order to pay court costs, by Madrid Court of the First Instance no. 37 in a judgement dated July 14, 2022. The appeal filed by the Funds was also dismissed with an order to pay costs, and the ruling was handed down by Section 10 of the Madrid Provincial Appellate Court through a judgment dated December 21, 2023. The Funds have filed an appeal to the Supreme Court against this last judgment (the Court considered it to have been filed on February 12, 2024), and the Admissions Section of the First Chamber of the Supreme Court has yet to decide whether or not to grant it leave to proceed.

In relation to the insolvency proceedings of highways R2 and highways R3 - R5, (Henarsa, Irasa, Accesos de Madrid and Alazor), they were all declared to be not at fault. The Henarsa and Accesos de Madrid trustees in bankruptcy handed over the operation of the R2, R3 and R5 highways to the State in documents dated 28 February and 9 May 2018, respectively, with the Ministry of Transport, Mobility and Urban Agenda assuming management through SEITTSA – the state-owned land transport infrastructure company – under an agreement signed in August 2017, which was initially extended until 2022, and was once again extended until 2032.

With regard to the proceedings in progress described above, the Company's directors, with the support of their legal advisors, do not expect any material liabilities additional to those recognised in the Annual Accounts to arise from the transactions or the results of the proceedings described in this note.

19.04. Average period of payment to suppliers

Disclosures on the period of payment to suppliers. Final Provision Two of Law 31/2014, of 3 December.

The following is a summary of the disclosures required by Final Provision Two of Law 31/2014 of 3 December, prepared in accordance with Spanish Accounting and Audit Institute Resolution of 29 January 2016, on the disclosures to be included in the Annual Accounts in relation to the average period of payment to suppliers in commercial transactions, and which is applicable to Annual Accounts for years beginning on or after 1 January 2015:

	2024	2023
	Days	Days
Average period of payment to suppliers	20	17
Ratio of transactions paid	20	17
Ratio of transactions pending payment	26	24
	Thousands of Euros	Thousands of Euros
Total payments made	45,506	30,923
Total payments pending	2,798	2,408

In accordance with Law 18/2022, of 28 September on Enterprise Creation and Growth [*Ley 18/2022, de 28 de septiembre, de Creación y Crecimiento de empresas*], information is provided below on invoices paid in a period shorter than the maximum allowed in regulations on delinquent payments:

	2024	2023
Monetary amount paid in thousands euros in a period lower than the maximum established in the late payment regulations	45,479	30,923
Percentage of total monetary payments made to suppliers	99.9 %	100.0 %
Number of invoices paid in a period lower than the maximum established in the regulations on late payment.	2,565	2,710
Percentage over total number of invoices paid to suppliers	99.7 %	99.5 %

The figures shown in the above table in relation to payments to suppliers relate to suppliers that, because of their nature, are trade creditors for the supply of goods and services and, therefore, they include the figures relating to "Sundry accounts payable" under current liabilities in the accompanying balance sheet.

"Average period of payment to suppliers" is taken to be the period that elapses from the delivery of the goods or the provision of the services by the supplier to the effective payment of the transaction. This "Average period of payment to suppliers" is calculated as the quotient in which the numerator is the sum of the ratio of transactions paid multiplied by the total amount of payments made plus the ratio of transactions not yet paid multiplied by the total amount of payments outstanding, and in which the denominator is the total amount of payments made and payments outstanding.

The ratio of transactions paid is calculated as the quotient in which the numerator is the sum of the products obtained by multiplying the amounts paid by the number of days until payment, and in which the denominator is the total amount of the payments made. Number of days until payment is understood as the number of calendar days elapsed from the date on which calculation of the period began until the effective payment of the transaction.

Likewise, the ratio of transactions not yet paid corresponds to the quotient in which the numerator is the sum of the products obtained by multiplying the amounts payable by the number of days of outstanding payment, and in which the denominator is the total amount of the payments outstanding. Number of days of outstanding payment is understood as the number of calendar days elapsed from the date on which calculation of the period began until the last day of the period of the Annual Accounts.

The Company will use the date of receipt of the products or provision of the services to begin calculating the period for both the number of days until payment and the number of days of outstanding payment. In the absence of reliable information as to when this circumstance occurs, the Company will use the date of receipt of the invoice.

20. Events after the reporting date

On January 16, 2025, ACS, Actividades de Construcción y Servicios, S.A. agreed to carry out the second capital increase with a charge to reserves approved by the shareholders at the Annual General Meeting held on May 10, 2024. The purpose of the capital increase is to implement a flexible formula for shareholder remuneration ("optional dividend"), so that shareholders may choose to continue to receive cash remuneration or to receive new shares in the Company.

Furthermore, the Company agreed to carry out the capital reduction through the retirement of treasury shares, which was approved at the same General Meeting, for a maximum amount equal to the amount by which the share capital was actually increased as a result of the capital increase referred to in the previous paragraph.

The maximum number of new shares to be issued in the first capital increase charged to reserves agreed at the Annual General Meeting held on May 10, 2024 (through which an optional dividend in shares or cash is structured) was set at 2,612,159 shares on January 16, 2025.

ACS, Actividades de Construcción y Servicios, S.A. agreed to purchase from its shareholders the bonus issue rights corresponding to this first capital increase at a price that was set at a fixed gross amount of EUR 0.454 for each right.

After the negotiation period for the bonus issue rights corresponding to the first bonus issue, the irrevocable commitment to purchase rights assumed by ACS was accepted by the holders of 41.01% of the bonus issue rights. After the decision-making period granted to the shareholders had elapsed, in January 2025 the following events took place:

- The dividend was determined to be a total gross amount of EUR 50,582,972.96 (EUR 0.454 per share) and was paid on February 06, 2025.
- The final number of shares subject to the capital increase was 1,378,681 shares for a nominal amount of EUR 689,340.50, which were redeemed simultaneously for the same amount (see Note 11.07).

21. Explanation added for translation to English

These financial statements are presented on the basis of accounting principles generally accepted in Spain. Certain accounting practices applied by the Company that conform with generally accepted accounting principles in Spain may not conform with generally accepted accounting principles in other countries.

ACS, Actividades de Construcción y Servicios, S.A.

Director's Report
for 2024

01. Company Performance in 2024

ACS, Actividades de Construcción y Servicios, S.A. is the Parent of the ACS Group, a world leader in the infrastructure construction sector.

The ACS Group carries out its operations through companies with cross-cutting activity in various sectors, while placing special emphasis on specialising in the following segments:

- End-to-end solutions, primarily the development of new-generation infrastructure with a high market demand and meeting society's current needs. This business segment includes (1) Turner, a unique US contractor providing end-to-end services for projects of all types and sizes, with a particular emphasis on high-tech sectors, and (2) CIMIC, an Australian company with construction, services and PPP activities mainly in the Asia-Pacific region.
- Engineering and Construction, which comprises the activities of Dragados (mainly in Europe and North America), Flatiron (North America) and HOCHTIEF Europe,
- Infrastructure, focused on activities relating to developing and operating concessions and next-generation assets through Iridium's activity and the stake in Abertis;
- Other activities include real estate assets, renewable energy and water assets, the business of comprehensive maintenance services for buildings, public places and organisations, as well as assistance to people carried out by Clece, the insurance and reinsurance business, as well as corporate expenses.

The international market accounts for 91% of the ACS Group's revenue, and its strategic markets are North America and Australia.

The following table summarises the Group's consolidated financial data (reported in line with EU-IFRS):

Key operating and financial consolidated figures			
Millions of Euros	2024	2023	Var.
Sales	41,633	35,738	+16.5%
EBITDA	2,456	1,909	+28.7%
Net Profit	828	780	+6.1%
Backlog	88,209	73,538	+19.9%
Total Net (Debt)/Cash	(702)	400	1,102

Data presented according to ACS Group management criteria.

On the back of the overall strong performance of the Group's activities in all markets, sales, adjusted for exchange rate fluctuations, rose by 16.5% to EUR 41,633 million in 2024. In line with the strong performance and consolidation of the Group's business, the portfolio at 31 December 2024 stood at EUR 88,209 million, 19.9% higher than a year ago.

The improved portfolio position is due to the large volume of awards in the period, EUR 51,521 million, with approximately 50% of this amount relating to next-generation infrastructure projects.

In addition, in line with the Group's strategy focused on strengthening its risk management policy by transitioning towards lower-risk profile projects, approximately 85% of its portfolio at year-end 2024 had a medium-low risk profile, underscoring the very positive trend compared with the 60% of its portfolio held in December 2017.

Operating results were strong in all business segments, with EBITDA rising by 28.7% to EUR 2,456 million. Operating margins rose, driven mainly by Turner's strong performance and the positive impact of the full consolidation of Thiess starting in April 2024.

Ordinary net income from operations – i.e. excluding one-off impacts relating to (i) the accounting gain in CIMIC owing to the acquisition of Thiess, net of provisions; (ii) the accounting impact of the termination of the SH-288 motorway contract, net of provisions and non-recurring profits (neutral in terms of net profit); and (iii) other non-recurring profits from the infrastructure area – amounted to EUR 684 million, an increase of 14.0% on a like-for-like basis. This is a better result than the 2024 target of between 8% and 12%.

The strong overall performance of the Group's activities, which contributed to this growth, can be broken down by area as follows:

Breakdown of net income by activity			
Millions of Euros	2024	2023	Var.
Integrated Solutions	536	426	25.8%
Turner	327	224	45.8%
CIMIC	209	202	3.7%
Engineering & Construction	156	147	6.6%
Dragados	124	119	4.0%
HOCHTIEF E&C	32	27	18.3%
Infrastructure	205	206	(0.4)%
Abertis	186	179	3.6%
Iridium	19	26	(27.5)%
HOCHTIEF HQ	(133)	(117)	13.2%
ACS HQ & Other	(81)	(61)	32.0%
Ordinary Net Profit	684	600	14.0%
Net Profit	828	780	6.1%

(1) Includes Real State and energy activities

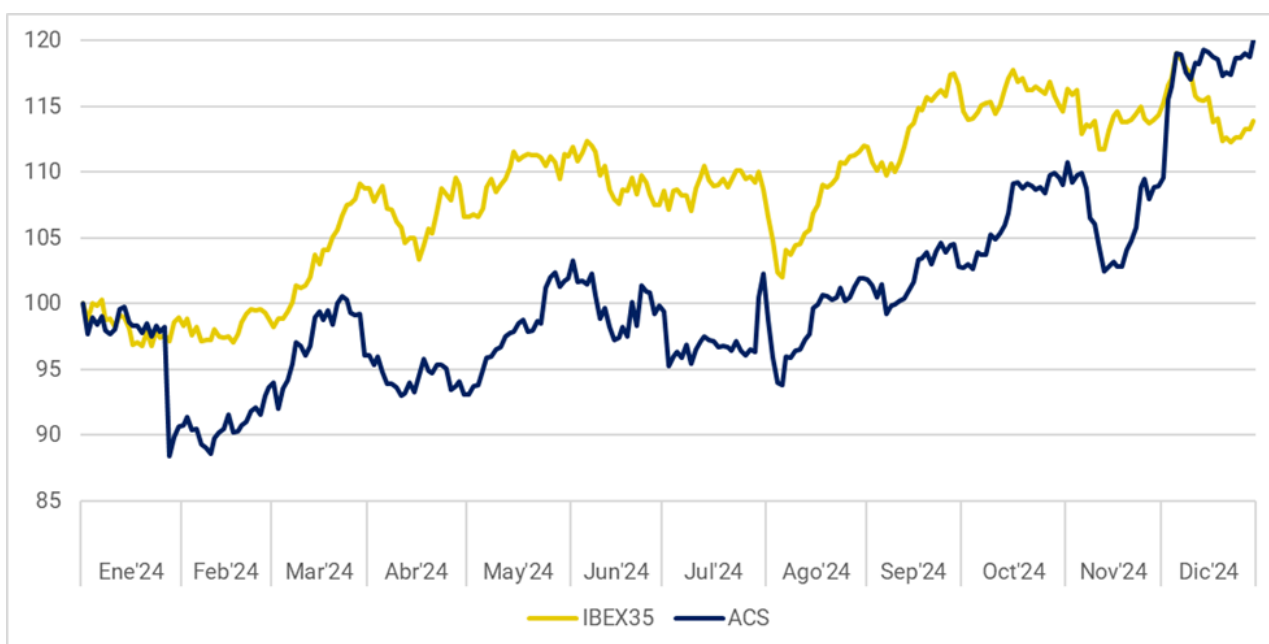
The Group's net income in 2024 amounted to EUR 828 million, for a 6.1% year-on-year increase, including capital gains and non-recurring profits in both years. Earnings per share increased by 7.8% to EUR 3.23 following the stock buyback policy in recent years.

The main item of income of ACS Actividades de Construcción y Servicios, S.A. relates to the dividends and finance income received from companies that form part of its consolidated group, which are detailed in the following table:

	Millions of Euros	
	2024	2023
Dividends of subsidiaries and associates	569	785
Finance income of subsidiaries and associates	–	1
Service provision	18	17
Total	587	803

02. Stock Market Performance

The share price of ACS, Actividades de Construcción y Servicios, S.A. has performed well, in line with the performance of operating activities. The share price in 2024 gained 20.6%, which together with the dividend paid increased annual shareholder return by 25.6%; the benchmark Spanish stock market index, the IBEX 35, gained 14.8% in the same period; and earnings, adjusted for dividends, stood at 20.0%.



The table here below summarises the main data on stock market performance for the ACS share:

ACS Share Performance	2024	2023
Closing Price	€48.44	€40.16
Evolution	20.60%	50.02%
Maximum during the period	€48.44	€40.74
Date Maximum reached during the period	Dec 13	Dec 29
Minimum during the period	€35.30	€26.57
Date Minimum reached during the period	Mar 1	Feb 22
Period Average	€40.13	€30.24
Total share volume (thousands)	124,594	125,995
Average daily volume (thousands)	487	492
Total money flow (million €)	5,000	3,951
Average daily money flow (million €)	19.53	15.43
Number of shares (millions)	271.66	278.16
Market capitalization (million €)	13,159	11,171

02.01 Treasury Shares

At 31 December 2024, ACS, Actividades de Construcción y Servicios, S.A. held 16,865,522 treasury shares on the balance sheet, representing 6.2% of capital. The detail of the transactions carried out during the year is as follows:

	2024		2023	
	Number of Shares	Thousands of Euros	Number of Shares	Thousands of Euros
At beginning of the year	17,557,900	465,900	25,904,154	622,152
Purchases	12,814,058	495,346	7,351,999	228,610
Depreciation and sales	(13,506,436)	(403,397)	(15,698,253)	(384,862)
At end of the year	16,865,522	557,849	17,557,900	465,900

03. Risk Management Policies

03.01 Main risks and uncertainties faced by ACS, Actividades de Construcción y Servicios, S.A.

The Group carries on its activities in industries, countries and socio-economic and legal environments that entail different levels of risk.

The ACS Group monitors and manages these risks to prevent them from reducing shareholder returns, jeopardising its employees or its corporate reputation, causing problems for its customers or giving rise to a negative impact on the Company as a whole.

To manage these risks, the ACS Group uses various tools to identify them sufficiently in advance or to avoid them altogether by minimising the risks and prioritising their impact as required.

The ACS Group's Corporate Governance Report for 2024 details these risk management tools as well as the risks and the uncertainties to which it has been exposed during the year.

03.02 Financial risk management

The ACS Group faces a number of financial risks, including from fluctuations in interest rates, foreign exchange rates, liquidity, volatility in the value of assets and liabilities, as well as credit risks. These risks are managed in accordance with established policies and are detailed annually in the respective reports of the Group and its subsidiaries.

In 2024, a number of key developments affected the Group's financial position:

- On 6 November, ACS rolled over its financing with 45 banks in the amount of EUR 2,100 million, divided into a EUR 950 million loan and a EUR 1,150 million liquidity facility. This financing and facility were set to mature in November 2029, with a two-year extension option.
- On 24 May, ACS agreed to terminate early two forward contracts on 25.4 million treasury shares. This operation resulted in a EUR 646 million settlement, including the guarantees in the amount of EUR 163 million previously provided.
- The Group rolled over several debt programmes: The Euro Commercial Paper (ECP) programme for a maximum of EUR 750 million; the Negotiable European Commercial Paper (NEU CP) programme for EUR 500 million; and the Euro Medium Term Note Programme (EMTN) for EUR 1,500 million.
- Hochtief extended its EUR 1,700 million long-term syndicated credit facility until March 2029, consisting of EUR 1,200 million in guarantee facilities, EUR 500 million in credit facilities, and EUR 300 million in loans. In addition, in 2024 it issued six-year bonds in the amount of EUR 650 million, with a 4.25% coupon, and a EUR 470 million promissory note with a 4.43% coupon, to repay previous tranches.
- In March 2024, Cimic Finance (USA) Pty Ltd issued a USD 650 million (EUR 601 million) dollar-denominated 144A bond, with a coupon of 7% per annum and maturing in 2034, to repay debts relating to revolving financing facilities.
- In November 2024, Thiess refinanced, in advance, its AUD 2,140 million (EUR 1,290 million) loans maturing in December 2025. Demand in the international banking market was much higher than the amount required for the refinancing, making it possible to optimise the loan terms and increase the volume of total financing to AUD 2,530 million (EUR 1,519 million). The new financing agreement has a three-year maturity and consists of an AUD 700 million (EUR 419 million) credit facility and an AUD 1,830 million (EUR 1,100 million) loan.

Lastly, the S&P credit rating agency reaffirmed ACS, Hochtief and Cimic's credit ratings with a long-term rating of BBB- and a short-term rating of A-3, maintaining a stable outlook.

03.03 Climate change risk

In 2024, the ACS Group carried out a double materiality analysis in line with the requirements of the Corporate Sustainability Reporting Directive (CSRD) and the European Financial Reporting Advisory Group (EFRAG). This approach integrates a dual vision: it assesses the Company's positive and negative impacts on its environment (impact materiality), and it analyses how external factors may have an economic influence on the Group (financial materiality). The analysis identified and assessed sustainability impacts, risks and opportunities (IROs), including environmental, social and governance aspects. To carry out the analysis, the Group worked transversally with all of its areas and companies, integrating other key elements such as the risk matrix, the analysis of climate and biodiversity risks, as well as stakeholders' opinions, ensuring a comprehensive overview aligned with the corporate strategy.

The Group has also continued to work intensively on fully incorporating an analysis of climate change and biodiversity risks into its Comprehensive Risk Management and Control System. With respect to climate change, it has constructed a methodology and tools for analysing physical and transition risks based on the recommendations of the Task Force on Climate-related Disclosures (TCFD) and aligned with the indications on corporate sustainability reporting required by EFRAG in compliance with the CSRD. This puts the ACS Group in an advantageous position in the sector. In addition, the methodology has allowed the Group to identify and quantify potential opportunities arising from climate change.

With respect to biodiversity, the Group has developed a pilot project to implement the Locate, Evaluate, Assess, Prepare (LEAP) methodology recommended by the Taskforce on Nature-related Financial Disclosures (TNFD) and aligned with CSRD requirements, in order to assess risks and opportunities arising from impacts and dependencies on nature.

Both risk analyses show that the ACS Group is highly resilient to climate change- and biodiversity-associated risks in the short and medium term.

04. Human Resources

ACS, Actividades de Construcción y Servicios, S.A. had 62 employees in 2024. The Company's human resources policy follows the same line as that of ACS Group, and is aimed at retaining and recruiting teams of dedicated individuals, who have a high level of knowledge and expertise and are capable of providing the best service to our customers and rigorously and effectively generating business opportunities.

The number of people employed in the Consolidated ACS Group at December 31, 2024 is 157,284 people.

05. Corporate Social Responsibility and Non-Financial Information

The ACS Group's Corporate Social Responsibility policy, revised and approved by the Board of Directors at its meeting held on 25 February 2016, establishes basic principles and targeted actions on this topic as well as for the Group's relationship with the environment.

The details of the outcomes of the Corporate Social Responsibility policy, its basic principles and targeted actions by the ACS Group are compiled and published regularly on the ACS Group's website (www.grupoacs.com) and in the Integrated Annual Report accessible on the same website. Similarly, the Annual Report from Hochtief (www.hochtief.com) details the most relevant aspects relating to corporate social responsibility for that company and its subsidiaries.

Moreover, the ACS Group's Non-financial Information Statement is included in Chapter 6 of the consolidated Directors' Report for ACS, Actividades de Construcción y Servicios, S.A. and Subsidiaries, which forms part of the Integrated Report, prepared in accordance with Global Reporting Initiative (GRI) standards.

06. Significant Events After Year End

On 16 January 2025, ACS, Actividades de Construcción y Servicios, S.A. agreed to carry out the second capital increase with a charge to reserves approved by the shareholders at the Annual General Meeting held on 10 May 2024. The purpose of the capital increase is to implement a flexible formula for shareholder remuneration ("optional dividend"), allowing shareholders to choose to continue to receive cash remuneration or to receive new shares of the Company.

Furthermore, the Company agreed to carry out the capital reduction through the retirement of treasury shares, which was approved at the same General Meeting, for a maximum amount equal to the amount by which the share capital was actually increased as a result of the capital increase referred to in the previous paragraph.

The maximum number of new shares to be issued in the first capital increase charged to reserves agreed at the Annual General Meeting held on May 10, 2024 (through which an optional dividend in shares or cash is structured) was set at 2,612,159 shares on January 16, 2025.

ACS, Actividades de Construcción y Servicios, S.A. agreed to purchase from its shareholders the bonus issue rights corresponding to this first capital increase at a price that was set at a fixed gross amount of EUR 0.454 for each right.

After the negotiation period for the bonus issue rights corresponding to the first bonus issue, the irrevocable commitment to purchase rights assumed by ACS was accepted by the holders of 41.01% of the bonus issue rights. After the decision-making period granted to the shareholders had elapsed, in January 2025 the following events took place:

- The dividend was determined to be a total gross amount of EUR 50,582,972.96 (EUR 0.454 per share) and was paid on February 06, 2025.
- The final number of shares subject to the capital increase was 1,378,681 shares for a nominal amount of EUR 689,340.50, which were redeemed simultaneously for the same amount (see Note 11.07).

07. Outlook for 2025

Although the current situation caused by the various geopolitical conflicts has given rise to uncertainty regarding the performance and development of the markets and the infrastructure industry, the ACS Group continues to hold a favourable outlook for the performance of its businesses, based on a solid, diversified portfolio of projects, especially new-generation infrastructure projects in digitalisation, energy transition and sustainable mobility. Likewise, the Group will continue to strengthen its leadership in the strategic regions in which it operates – North America, Australia and Europe – and to expand its investments in infrastructure concession assets to balance the risk profile of the businesses. The Group continues to adapt its risk control policies, allowing it to improve its operational and financial risk profile in all activities, and to implement specific measures in response to the current economic situation in the various markets in which it operates.

08. Average Period of Payment to Suppliers

Payments to suppliers relate to suppliers that, because of their nature, are trade creditors for the supply of goods and services; therefore, they include the figures relating to "Trade and other payables - Payable to suppliers" under current liabilities in the accompanying balance sheet.

	2024	2023
	Days	Days
Average period of payment to suppliers	20	17
Ratio of transactions paid	20	17
Ratio of transactions pending payment	26	24
	Thousands of Euros	Thousands of Euros
Total payments made	45,506	30,923
Total payments pending	2,798	2,408

In accordance with Law 18/2022, of 28 September on Enterprise Creation and Growth [*Ley 18/2022, de 28 de septiembre, de Creación y Crecimiento de empresas*], information is provided below on invoices paid in a period shorter than the maximum allowed in regulations on delinquent payments:

	2024	2023
Monetary amount paid in thousands euros in a period lower than the maximum established in the late payment regulations	45,479	30,923
Percentage of total monetary payments made to suppliers	99.9 %	100.0 %
Number of invoices paid in a period lower than the maximum established in the regulations on late payment.	2,565	2,710
Percentage over total number of invoices paid to suppliers	99.7 %	99.5 %

09. Research, development and innovation (RD&I)

Given the Company's business, it has no research and development activity.

10. Annual Corporate Governance Report

The Annual Corporate Governance Report required by commercial law, which forms an integral part of the Directors' Report for 2024, is presented by reference and will be available on the CNMV website.

11. Annual Remuneration Report

The Annual Report on Director Remuneration required by commercial law, which forms an integral part of the Directors' Report for 2024, is presented by reference and will be available on the CNMV website.

ACS

ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS



2024

ANNUAL CORPORATE GOVERNANCE REPORT

ANNUAL CORPORATE GOVERNANCE REPORT FOR LISTED PUBLIC LIMITED COMPANIES

A. OWNERSHIP STRUCTURE

A.1 Complete the following table on the share capital and voting rights attributed, including, where applicable, those corresponding to shares with loyalty votes, at year-end:

Indicate whether the Company's Articles of Association contain a provision for double voting due to loyalty:

No X
Sí

Minimum uninterrupted period of ownership required by the Company's Articles of Association

Indicate whether the company has attributed loyalty votes:

No X
Sí

Date of the last change in share capital	Share capital	Number of shares	Number of voting rights (Not including additional votes attributed by loyalty)	Number of additional voting rights attributed corresponding to shares with loyalty votes	Total number of voting rights, including additional votes attributed by loyalty
25/03/2024	135,832,297.00	271,664,594	271,664,594		271,664,594.00

Number of shares registered in the special shareholders register pending fulfilment of the loyalty period

Comments

At its meeting of 21 March 2024, the Company's Board, making use of the powers delegated by the General Shareholders Meeting held on 5 May 2023, resolved to reduce the share capital by redeeming treasury shares for a nominal amount of three million, two hundred and fifty thousand euros against profits or unrestricted reserves through the redemption of six million, five hundred thousand treasury shares of ACS, Actividades de Construcción y Servicios, S.A., reducing the share capital to EUR 135,832,297.

In addition, the following operations were performed after that capital reduction:

- On 27 June 2024, the capital increase and simultaneous capital reduction resulting from the second payment of the flexible dividend resolved by the General Shareholders' Meeting of 10 May 2024 was carried out. The public deed of capital increase and simultaneous capital reduction was notarised by Madrid notary public Mr Cruz-Gonzalo López-Muller Gómez on 17 July under number 1,627 of his notary record, and was registered at the Commercial Registry of Madrid on 22 July.
- On 16 January 2025, the capital increase and simultaneous capital reduction resulting from the second execution of the flexible dividend resolved by the General Shareholders' Meeting of 10 May 2024 was carried out. The public deed of capital increase and simultaneous capital reduction was notarised by Madrid notary public Mr Cruz-Gonzalo López-Muller Gómez on 6 February under number 283 of his notary record, and was registered at the Commercial Registry of Madrid on 10 February.

Notwithstanding the above share capital increase and simultaneous capital reduction, both the amount of the share capital and the number of shares representing it remain unchanged.

Indicate whether there are different classes of shares with different rights:

Yes	No
	X

A.2 Details of the direct and indirect holders of significant shareholdings at year's end, including directors with a significant shareholdings:

Name or company name of the shareholder	% voting rights attributed to shares (including loyalty votes)		% voting rights through financial instruments		% of total voting rights	Del número total de derechos de voto atribuidos a las acciones, indique, en su caso, los votos adicionales atribuidos que corresponden a las acciones con voto por lealtad	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
DON FLORENTINO PÉREZ RODRÍGUEZ	0	14.5	0	0	14.5		
CRITERIA CAIXA, S.A.U.	9.36	0	0	0	9.36		
BLACKROCK	0	4.73	0	1.12	5.85		

Details of the indirect shareholding:

Name or company name of the indirect shareholder	Name or company name of the direct shareholder	% voting rights attributed to shares (including loyalty votes)	% voting rights through financial instruments	% of total voting rights	Of the total number of voting rights attributed to the shares, indicate any additional votes attributed that correspond to the shares with loyalty votes
DON FLORENTINO PÉREZ RODRÍGUEZ	ROSAN INVERSIONES, S.L.	14.5	0	14.5	
BLACKROCK	BLACKROCK, INC	4.73	1.12	5.85	

Comments

Indicate the most significant changes in the shareholding structure occurring during the year:

Most significant movements

On 24 May 2024, Criteria Caixa, S.A.U. (whose sole shareholder is Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona "la Caixa") notified the CNMV [Spain's National Securities Market Commission] (Notification of Major Shareholding form, incoming number 2024069077) that it had acquired 9.361% of the voting shares.

A.3 Detail, regardless of the percentage, the stakes held at year-end by Board members who hold voting rights attributed to shares in the company or through financial instruments, excluding the directors identified in section A.2 above:

Director name	% voting rights attributed to shares (including loyalty votes)		% voting rights through financial instruments		% of total voting rights	Of the total % voting rights attributed to the shares, indicate, where applicable, the % of additional votes attributed that correspond to the shares with loyalty votes	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
DON JOSÉ LUIS DEL VALLE PÉREZ	0.12	0.00	0.00	0.00	0.12	0.00	0.00
DON PEDRO JOSÉ LÓPEZ JIMÉNEZ	0.00	0.33	0.00	0.00	0.33	0.00	0.00

% of total voting rights held by Board members	0.454
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Comments

- Ms María Soledad Pérez Rodríguez directly holds 7,296 shares, representing 0.0027% of the share capital of ACS, Actividades de Construcción y Servicios, S.A.
- Mr Juan Santamaría Cases is the direct holder of 773 shares, representing 0.00028% of the share capital of ACS, Actividades de Construcción y Servicios, S.A.
- Ms María del Carmen Fernández Rozado is the direct holder of 696 shares, representing 0.00026% of the share capital of ACS, Actividades de Construcción y Servicios, S.A.
- Mr Mariano Hernández indirectly holds 2,063 shares, representing 0.00076% of the share capital of ACS, Actividades de Construcción y Servicios, S.A.

Details of the indirect shareholding:

Director name	Name or company name of the direct shareholder	% voting rights attributed to shares (including loyalty votes)	% voting rights through financial instruments	% of total voting rights	Of the total % voting rights attributed to the shares, indicate, where applicable, the % of additional votes attributed that correspond to the shares with loyalty votes
DON PEDRO JOSÉ LÓPEZ JIMÉNEZ	FAPIN MOBI, S.L.	0.33	0.00	0.33	0.00

Comments

Details of the total percentage of voting rights represented on the board:

% of total voting rights represented on the board	24.31
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Comments

A.6 Describe any relationships, unless they are scarcely relevant to the two parties, between the significant shareholders or representatives on the board and the directors, or their representatives, in the case of legal entity directors.

Explain, where applicable, how the significant shareholders are represented. Specifically, indicate those directors who were nominated by significant shareholders, those who were nominated by significant shareholders, or who are related to significant shareholders and/or entities of their group, specifying the nature of those relationships. In particular, mention must be made of the existence, identity and position of any Board members, or representatives of directors, of the listed company who are, in turn, members of the management body, or their representatives, in companies that hold significant shareholdings in the listed company or in entities of the group of those significant shareholders.

Name or company name of the connected Board member or representative	Name or company name of the connected significant shareholder	Name of the company of the significant shareholder's group	Description of relationship/ position
MS MARÍA SOLEDAD PÉREZ RODRÍGUEZ	ROSAN INVERSIONES, S.L.		SISTER OF MR FLORENTINO PÉREZ RODRÍGUEZ, SOLE DIRECTOR OF ROSAN INVERSIONES, S.L.
MR MARIANO HERNÁNDEZ HERREROS	ROSAN INVERSIONES, S.L.		BROTHER-IN-LAW OF FLORENTINO PÉREZ RODRÍGUEZ, SOLE DIRECTOR OF ROSAN INVERSIONES, S.L.
MR ISIDRO FAINÉ CASAS	CRITERIA CAIXA, S.A.U.		CHAIRMAN OF THE BOARD OF DIRECTORS OF CRITERIA CAIXA, S.A.U. AND OF THE FUNDACION BANCARIA CAIXA D ESTALVIS I PENSIONS DE BARCELONA, SOLE SHAREHOLDER OF CRITERIA CAIXA, S.A.U.

Comments

A.7 Indicate whether shareholders have signed any shareholders' agreements affecting the company pursuant to sections 530 and 531 of the Spanish Corporate Enterprises Act [Ley de Sociedades de Capital]. If so, provide a brief description and list the shareholders that are party to the agreement:

Yes	No
	X

Indicate whether the company is aware of any concerted actions between its shareholders. If so, provide a brief description:

Yes	No
	X

A.8 Indicate if there is any individual or legal entity that exercises or could exercise control over the Company under section 5 Spanish Securities Market Act [Ley del Mercado de Valores]. If so, identify them:

Yes	No
	X

A.9 Complete the following tables on the company's treasury shares:

At year-end:

Number of direct shares	Number of indirect shares (*)	% of total share capital
16,865,522	500	6.208

Comments

(*) Through: Residencial Montecarmelo, S.A.

Explain the significant changes that occurred during the year:

Notification of acquisitions:

Notification date	Total direct shares redeemed	Percentage of total share capital
08/02/2024	2,943,378	1.058%
19/03/2024	2,865,072	1.030%
7/10/2024	2,734,871	1.007%
23/07/2024	502,012	0.185%
10/09/2024	2,799,414	1.030%

Notification of redemptions:

Notification date	Total direct shares redeemed	Percentage of total share capital
08/02/2024	1,875,974	0.674%
03/04/2024	6,500,000	2.393%
23/07/2024	5,130,462	1.889%

A.10 Give details of the conditions and time periods governing any resolutions of the General Meeting authorising the Board to issue, acquire or transfer treasury shares.

The following resolution was adopted at the Ordinary General Shareholders' Meeting held on 10 May 2024: 'In rendering the authorisation granted through resolution by the shareholders at the Company's General Meeting held on 5 May 2023 null and void and in accordance with the provisions of sections 146 et seq. and 509 of the Revised Text of the Corporate Enterprises Act, the Board of Directors of the Company and those of its subsidiaries are authorised, during a period of one year from the date of this meeting, which will be automatically extended for periods of equal duration up to a maximum of five years, unless stipulated otherwise by the shareholders at the General Meeting, and in accordance with the conditions and requirements envisaged in the legal provisions in force at the time, to acquire, at any given time and as many

times as deemed advisable and through any of the means admitted by law, with a charge to profit for the year and/or unrestricted reserves, shares of the Company, the nominal value of which when added to those already owned by the Company or by its subsidiaries does not exceed 10% of the share capital issued or, where applicable, the maximum amount authorised by the legislation applicable at any given time. The minimum price and the maximum price, respectively, will be the nominal value and the weighted average price relating to the last trading day prior to the transactions increased by 20%.

The Company's Board and the boards of its subsidiaries are also authorised, within the period and on the terms established above to acquire, insofar as possible, shares of the Company through loans, for valuable consideration or otherwise, on market terms, taking into account market conditions and the characteristics of the transaction.

Express authorisation is given for the treasury shares acquired by the Company or its subsidiaries to be earmarked, in full or in part: (i) for sale or redemption; (ii) for payment to workers, employees or directors of the Company or its Group, when they have a right recognised either directly through or as a result of exercising the options they hold, for the purposes envisaged in the last paragraph of section 146(1)(a) of the Revised Text of the Corporate Enterprises Act; and (iii) for dividend reinvestment plans or similar instruments.

To retire the treasury shares and delegating the Board to carry this out as indicated below, the Board resolves to reduce the capital, with a charge to profit or unrestricted reserves, in a maximum nominal amount equal to the total nominal value of the treasury shares that the Company directly or indirectly holds on the date this resolution is passed by the Board of Directors.

In accordance with Article 7 of the Company's Articles of Association, the Board is authorised (with express powers of substitution) to perform this resolution to reduce the share capital, which may be carried out once or several times within a maximum period of five years from the date of this resolution, performing such formalities, taking such steps and providing such authorisations as might be necessary or required by the Corporate Enterprises Act and other applicable provisions. In particular, the Board is authorised, by the deadline and with the above limits, to: (i) set the date or dates for the specific share capital reduction or reductions, taking into account market conditions, the share price, the Company's economic-financial position, its cash, reserves, business performance and any other matter that is reasonable to consider; (ii) specify the amount of each share capital reduction within the established maximum amount; (iii) determine the purpose and procedure for the capital reduction, allocating either restricted reserves or unrestricted reserves, providing such guarantees as might be required and complying with the related legal requirements; (iv) amend Article 6 of the Company's Articles of Association to reflect the new share capital figure; (v) apply for the delisting of the redeemed shares; and, in general, pass any resolutions as might be necessary to ensure the full effectiveness of the redemption of these shares and the concomitant capital reduction, designating the persons authorised to execute these resolutions.

Performing this capital reduction will be subordinate to the capital reduction through retirement of treasury shares proposed to the shareholders at the Ordinary General Meeting under item 8 on the Agenda, such that under no circumstances may it prevent the implementation of that resolution in as stipulated in it'.

Likewise, the Ordinary General Shareholders' Meeting held on 8 May 2020 resolved to delegate to the Board, in accordance with section 297(1)(b) Corporate Enterprises Act, the authority to increase the share capital of the Company once or several times by a maximum of up to 50% of the capital, without the need for a call or subsequent resolution of the General Meeting, and to expressly grant the Board the power to exclude, in whole or in part, the pre-emptive subscription right up to a maximum nominal amount, in aggregate, equal to 20% of the share capital at the time of authorisation, pursuant to section 506 Corporate Enterprises Act, also including exclusions of the pre-emptive subscription right made within the framework of securities issues in accordance with the resolution below. This resolution remains in force.

The Annual General Shareholders' Meeting held on 10 May 2024 approved a resolution to delegate to the Board the power to issue, on one or more occasions, within a maximum term of five years, securities convertible into and/or exchangeable for shares of the Company, and warrants or other similar securities that may directly or indirectly provide the right to the subscription or acquisition of the Company's shares, for a total amount of up to EUR 3,000 million; and the power to increase share capital by the necessary amount, along with the power to exclude, where appropriate, the pre-emption rights up to a limit of 20% of the share capital, rendering void the delegation granted by the shareholders at the General Meeting of 10 May 2019.

A.11 Estimated percentage free-float capital:

	%
Estimated free-float capital	58.752%

Observaciones

A.12 Indicate, as applicable, any restrictions (under the Company Articles of Association, by law, or any other type) on the transfer of securities and/or any restrictions on voting rights. In particular, report any type of restrictions that may hinder the takeover of the company through the acquisition of its shares on the market, along with any prior authorisation or notification regimes applicable to the acquisition or transfer of the company's financial instruments under sectoral regulations.

Yes	No
	X

A.13 Indicate whether the shareholders at the General Meeting have resolved to take measures to neutralise a takeover bid pursuant to Spanish Law 6/2007.

Yes	No
	X

A.14 Indicate whether the company has issued shares that are not traded in a regulated market in the European Community.

Yes	No
	X

B. GENERAL MEETING

B.1 Indicate and, if applicable describe, the differences between the minimum required under the Corporate Enterprises Act and the quorum required for holding the General Meeting.

Yes	No
	X

B.2 Indicate and, if applicable describe, any differences between the rules established in the Corporate Enterprises Act to pass resolutions and the company's rules:

Yes	No
	X

B.3 Indicate the rules on amending the Company's Articles of Association. In particular, indicate the majorities needed to amend the Articles of Association, and, where appropriate, the rules on protecting shareholder rights when amending the Articles of Association.

Article 32 of the Company's Articles of Association establish that, for the General Meeting to be able to validly resolve to increase or reduce the capital and any other amendment to the Company's Articles of Association, to issue debentures, to cancel or limit the pre-emption right for new shares, and to transform, merge, spin-off or globally assign assets and liabilities, to transfer the registered office abroad or dissolve the Company by a mere resolution of the General Meeting without giving rise to any mandatory cause, shareholders must be present or represented who hold at least 50% of the subscribed capital with voting rights, or at second call, the 25% of that capital must be present or represented. These resolutions will be adopted by an absolute majority if the capital present or represented exceeds 50% at first call and with the favourable vote of two-thirds of the capital present or represented at the meeting when, at second call, shareholders representing 25% or more of the subscribed capital with voting rights attend without reaching 50%.

With regard to protecting shareholders, in addition to the Board preparing the mandatory reports required for this purpose under section 286 of the Corporate Enterprises Act, Article 9.4 of the General Shareholders' Meeting Regulations establishes that General Meeting calls must include, among other things, the place and manner in which the full text of the documents and proposed resolutions may be obtained, and the address of the website where the information will be available. In addition, Article 12 of the General Shareholders' Meeting Regulations provides for the possibility for shareholders to request in writing any information or clarifications they deem necessary and to submit in writing any questions they deem pertinent on the amendment proposed to the General Meeting. Finally, in accordance with Article 29.3 of the General Shareholders' Meeting Regulations, the amendment of each Article or group of Articles of the Company's Articles of Association that has its own autonomy will be voted on separately.

By way of exception, in accordance with the provisions of Article 5 of the Articles of Association and the applicable regulations, the Company's Board is empowered to transfer the registered office within Spain and amend that Article of the Articles of Association to state the Company's new registered office after the transfer. That resolution must be approved by the ordinary majorities required for resolutions passed by the Board, i.e., an absolute majority of the directors attending the meeting either in person or by proxy.

B.4 Indicate the data on attendance at the General Meetings held in the year to which this report refers and in the two previous years:

Date of the General Meeting	Attendance information				Total
	% present in person	% proxies	% remote voting		
			Electronic vote	Other	
06/05/2022	0.43%	55.38%	0.04%	0,00%	55.85%
Of which are free-float capital:	0.34%	33.97%	0.04%	0,00%	34.35%
05/05/2023	3.14%	52.99%	0.07%	0,00%	56.20%
Of which are free-float capital:	1.85%	31.75%	0.07%	0,00%	33.67%
10/05/2024	0.92%	58.73%	0.08%	0,00%	59.72%
Of which are free-float capital	0.31%	47.50%	0.08%	0,00 %	47.89%

Comments

The votes cast by shareholders attending remotely are included in the 'electronic vote' column.

B.5 Indicate whether there were any items on the agenda at the general meetings held in the year that, for any reason, were not passed by the shareholders.

Yes	No
	X

B.6 Indicate whether the Articles of Association contain any restrictions with respect to the minimum number of shares required to attend general meetings or vote remotely:

Yes	No
X	

Number of shares required to attend general meetings	100
Number of shares required to vote remotely	100

Comments

Article 26 of the Company's Articles of Association establishes the following: 'The General Meeting comprises all the shareholders that hold at least one hundred shares, either in person or by proxy. Owners or holders of fewer than 100 shares may group themselves together to reach this number and may be represented either by one of the group or by another shareholder that possesses enough shares to form part of the general meeting'.

Article 27 of the General Shareholders' Meeting Regulations provides that shareholders holding at least 100 voting shares may vote on proposals on items on the agenda for any type of General Meeting prior to the

General Meeting by post or email, and by any other means of remote communication, provided that there are adequate guarantees of authenticity and identification of the voting shareholder and, where appropriate, the security of electronic communications is duly ensured in accordance with the provisions of the Board in this respect.

B.7 Indicate whether it has been established that certain decisions, other than those established by law, that involve the acquisition, disposal, or contribution to another company of essential assets or other similar corporate transactions, must be submitted for approval by the shareholders at the general meeting.

Yes	No
	X

B.8 Indicate the address and mode of accessing, on the company's website, information on corporate governance and other information on the general meetings that need to be made available to the shareholders through the Company's website.

The address is <http://www.grupoacs.com/gobierno-corporativo/>

Once on the ACS Group's website, several tabs appear at the top, with the one of interest here being "CORPORATE GOVERNANCE". Clicking on this tab and then on "SEE MORE" brings up the Company's Articles of Association, the General Shareholders' Meeting Regulations, and the Rules of the Board of Directors.

The drop-down menu within CORPORATE GOVERNANCE shows two sections:

- Board. Clicking on this link displays the Rules of the Board of Directors and the composition of the Board, with information on each Board member.
- Annual Corporate Governance Report: following a brief introduction, there is a specific instruction to click on the link and download the annual reports since 2006 in PDF format.

In addition, the drop-down list under the COMPLIANCE tab has an entry for "Compliance Policies and Procedures", which contains the Code of Conduct, the Code of Conduct for Business Partners, the Overall Compliance Policy, the Criminal and Anti-Bribery Compliance Policy, the Human Rights Policy, the Board of Director and Member Selection Diversity Policy, the Competition Compliance Policy and Protocol, the Information Security Policy, the Treasury Stock Policy, the Corporate Sustainability Due Diligence Protocol, the Occupational Health and Safety Policy, the Sustainable Procurement Policy, the Compliance with International Sanctions Imposed on Third Parties Policy, the Ethics Channel Operating Policy, the Overall Risk Management and Control Policy, the Corporate Tax Policy, the Overall Sustainability Policy, the Information Reporting, Contacts and Engagement with Shareholders, Institutional Investors, Asset Managers, Proxy Advisers, and Other Stakeholders Policy, the Remuneration Policy, the Environmental Policy, the Code of Conduct for Securities Market Dealings, the Related Party Transactions Protocol, the Data Protection Policy, the Artificial Intelligence Policy, the Conflicts of Interest Management Policy, the Community Investment, Sponsorship, Patronage and Philanthropic Donations Policy, and the Sector Associations Participation and Monitoring Policy. Likewise, the 'Corporate Policies' section—which contains the Corporate Governance Policy—also appears in the drop-down menu of the COMPLIANCE tab.

Finally, the 'General Meeting' section, under the 'SHAREHOLDERS AND INVESTORS' tab, provides the information on the General Meetings since 2013.

C. MANAGEMENT STRUCTURE OF THE COMPANY

C.1 Board of Directors

C.1.1 Maximum and minimum number of directors provided for in the Company's Articles of Association and the number established by the general meeting:

Maximum number of Board members	21
Minimum number of Board members	11
Number of Board members set by the meeting	15

C.1.2 Complete the following table with the Board members' details:

Name or Company name of the board member	Representative	Category of the board member	Position on the Board	Date of first appointment	Date of last appointment	Procedure for appointment
MR FLORENTINO PÉREZ RODRÍGUEZ		Executive	Chairman	28/6/1989	5/5/2023	Shareholder Resolution
MR JUAN SANTAMARÍA CASES		Executive	Chief Executive Officer	6/5/2022	6/5/2022	Shareholder Resolution
MR ISIDRO FAINÉ CASAS		Proprietary	First Vice Chairman	30/7/2024	30/7/2024	Appointment by Co-optation
MR PEDRO JOSÉ LÓPEZ JIMÉNEZ		Other External	Second Vice Chairman	28/6/1989	5/5/2023	Shareholder Resolution
MR JOSÉ LUIS DEL VALLE PÉREZ		Executive	Secretary General and member of the Board of Directors	28/6/1989	5/5/2023	Shareholder Resolution
MS CARMEN FERNÁNDEZ ROZADO		Independent	Director	28/2/2017	7/5/2021	Shareholder Resolution
MS MARÍA JOSÉ GARCÍA BEATO		Independent	Director	6/5/2022	6/5/2022	Shareholder Resolution
MR EMILIO GARCÍA GALLEGO		Independent	Director	13/11/2014	5/5/2023	Shareholder Resolution
MR MARIANO HERNÁNDEZ HERREROS		Proprietary	Director	5/5/2016	10/5/2024	Shareholder Resolution
MS CATALINA MIÑARRO BRUGAROLAS		Independent	Director	28/4/2015	5/5/2023	Shareholder Resolution
MS MARÍA SOLEDAD PÉREZ RODRÍGUEZ		Proprietary	Director	13/11/2014	5/5/2023	Shareholder Resolution
MR JOSÉ ELADIO SECO DOMÍNGUEZ		Independent	Lead Director	22/12/2016	7/5/2021	Shareholder Resolution
MS LOURDES MÁIZ CARRO		Independent	Director	5/5/2023	5/5/2023	Shareholder Resolution
MS LOURDES FRAGUAS GADEA		Independent	Director	5/5/2023	5/5/2023	Shareholder Resolution
Total number of Board members						14

Indicate any departures from the Board during the reporting period, whether due to resignation or by resolution of the general meeting:

Name or company name of the Board member	Class of board member at the time of departure	Date of last appointment	Date of departure	Specialised committees on which the member sat	Indicate if the departure took place before the end of the member's term
MR ANTONIO BOTELLA GARCÍA	Independent	05/05/2023	30/07/2024	Remuneration Committee	Yes
MR JAVIER ECHENIQUE LANDIRÍBAR	Proprietary	10/05/2024	15/12/2024	Executive Committee and Nominations Committee	Yes

Grounds for dismissal, when it occurred before the end of the term of office and other observations: information on whether the director sent a letter to the other members of the board, and in the case of departures of non-executive directors, explanation or opinion of the director who was dismissed by the general meeting

On 30 July 2024 Mr Antonio Botella García resigned as a Company director to allow a representative of Criteria Caixa S.A.U. to join the Board immediately. The Board accepted his decision and thanked him for his services over more than nine years. The Company notified the CNMV by an Other Material Information submission on that same date, namely, 30 July 2024 (incoming ledger number: 30019).

In addition, on 15 December 2024 the Company announced the death of director Javier Echenique Landiríbar on its website (<https://www.grupoacs.com/sala-de-prensa/noticias/notas-de-prensa/comunicado-oficial-fallecimiento-de-nuestro-consejero-javier-echenique/>), which decreased the number of Board members to 14

C.1.3 Complete the following tables on the Board members and their positions:

EXECUTIVE DIRECTORS

Name or company name of board member	Position in the organisational chart of the Company	Profile
MR FLORENTINO PÉREZ RODRÍGUEZ	Executive Chairman	Born in Madrid in 1947. Degree in Civil Engineering from the Polytechnic University of Madrid. He began his professional career in 1971 in the private sector, becoming director of the Spanish Road Association, before moving to the public sector. From 1976 to 1982 he held several positions with public bodies, such as the Water Treatment and Environment Officer with the Madrid City Council, Deputy Managing Director of the Ministry of Industry and Energy, Director General of Transport Infrastructures of the Ministry of Transport, and the Ministry of Agriculture's Under Secretary and President of the National Institute for Agricultural Reform and Development (Spanish abbreviation: IRYDA). In 1983, he returned to the private sector as the chief executive of Construcciones Padros, S.A., also being one of its main shareholders. From 1993 to 1997 he incorporated several companies that merged into one, ACS, Actividades de Construcción y Servicios, S.A., of which he was the main shareholder and Chairman. He is also President of Real Madrid and sole director of Rosan Inversiones, S.L., Inverpe, S.L., and Hispavesan, S.L.

MR JUAN SANTAMARÍA CASES	Chief Executive Officer	Born in Madrid in 1978. Degree in Civil Engineering from the Polytechnic University of Madrid. Juan Santamaría has spent his entire working career with the ACS Group. From 2002 to 2006, he held different positions at Iridium and Dragados as Engineer and Project Director; from 2006 to 2013 he was CEO of ACS Infraestructuras in the USA and Canada; between 2013 and 2015 he was President and CEO of Iridium, in 2016 he held the position of Executive Manager for CPB in Western Australia and the Northern Territory, in 2017 he was CEO of the Industrial and Services Company UGL; and in 2018 and 2019 he was CEO of the Construction Company CPB in Australia, with operations in Australia, New Zealand and Asia. He is currently CEO of Hochtief AG, Chairman of Abertis S.A., Executive Chairman of the Cimic Group and Director of the Turner Corporation, Thiess Group Finance PTY LTD, Thiess Group Holdings PTY LTD and Thiess Group Finance USA PTY LTD.
MR JOSÉ LUIS DEL VALLE PÉREZ	Director and General Secretary	Born in Madrid in 1950. He holds a licentiate in Law from the Complutense University and was made State Counsel in 1974, and has been a member of the Madrid Bar Association since 1976. As a State Counsel, he worked at the Treasury and Courts Office in Burgos and Toledo and in the Ministries of Health and Social Security and of Labour and Social Security. He was Director of the National Legal Department of the UCD. He was a member of the Congress of Deputies in the 1979/1982 legislature and Undersecretary of the Ministry of Territorial Administration. He has served as Director and Secretary of the Board in numerous companies such as Continental Hispánica, S.A. (a subsidiary of the US company Continental Grain), Continental Industrias del Caucho, S.A., FSC Servicios de Franquicia, S.A. and Continental Tyres, S.L. (Spanish subsidiaries of the German group Continental AG), Ercros, Banesto, etc. At present, he is Director-Secretary General of the ACS Group, and Director-Secretary of its main subsidiaries (Dragados, S.A. and ACS Servicios y Concesiones, S.L.), and he sits on the Supervisory Board of Hochtief A.G., and the Board of CIMIC Group Limited. He is a practising attorney.

Total number of executive directors	3
% of total Board	21.43 %

PROPRIETARY AND EXTERNAL BOARD MEMBERS

Name or company name of the board member	Name or company name of the shareholder represented or that proposed appointment	Profile
MS MARÍA SOLEDAD PÉREZ RODRÍGUEZ	ROSAN INVERSIONES, S.L.	Born in Madrid in 1943. She holds a Degree in Chemistry and a Degree in Pharmacy from the Complutense University of Madrid. She has worked as a teacher at schools in Madrid and as a technical advisor for Geblasa, SA (a chemical products import and export company), and as an associate pharmacist in the Pharmacy Office of Madrid (Oficina de Farmacia de Madrid). She was director of several Group subsidiaries (ACS Servicios Comunicaciones y Energía, S.L., and Dragados, S.A.) and furthermore currently serves on the boards of ACS and its subsidiary ACS Servicios y Concesiones, S.L.

MR ISIDRO FAINÉ CASAS	CRITERIA CAIXA, S.A.U.	<p>Born in Manresa in 1942. He holds a doctorate in Economics from the University of Barcelona and a Diploma in Senior Management from IESE Business School and participates in the Harvard University Business Administration ISMP. He is a member of the Royal Academy of Economic and Financial Science and an Emeritus Academician of the Royal European Academy of Doctors.</p> <p>He is currently Chairman of the "la Caixa" Foundation and of CriteriaCaixa. He is also chairman of the World Savings Banks Institute (WSBI) and of the Social and Philanthropic Council of the WSBI-ESBG. He is additionally President of the Spanish Confederation of Directors and Executives (CEDE) and of the Spanish Chapter of the Club of Rome.</p> <p>He began his professional career in banking as Investment Manager at Banco Atlántico in 1964 before joining the Banco de Asunción in Paraguay as General Manager in 1969. He subsequently returned to Barcelona, where he held a series of positions of responsibility at several financial institutions: Personnel Director of Banca Riva y García (1973), Director and General Manager of Banca Jover (1974), and General Manager of Banco Unión (1978). In 1982 he joined "la Caixa" as Deputy General Manager, holding various positions of responsibility. In April 1991 he was appointed Deputy Executive General Manager and in 1999 General Manager of the Bank, taking over as President in June 2007 until June 2014. He was Chairman of CaixaBank, S.A. from 2011 until his resignation from the Board of Directors in 2016. He was also a director of Suez, S.A. from October 2014 to October 2020.</p>
MR MARIANO HERNÁNDEZ HERREROS	ROSAN INVERSIONES, S.L.	<p>Born in Torrelavega, Cantabria in 1943. Mariano Hernández Herreros holds a licentiate in Medicine and Surgery from Complutense University, where he specialised in Psychiatry.</p> <p>He has spent his entire career as a psychiatrist at the López-Ibor clinic and is the author of numerous works in scientific publications and of papers at international conferences. He has sat on the boards of Grupo Dragados, Iberpistas, S.A. and Autopistas Aumar, S.A.</p> <p>In addition to sitting on ACS's Board, he also serves on the boards of Dragados, S.A., and ACS, Servicios y Concesiones, S.L.</p>

Total number of proprietary board members	3
% of total Board	21.43 %

INDEPENDENT NON EXECUTIVE DIRECTOR

Name of Board member	Profile
MS CARMEN FERNÁNDEZ ROZADO	<p>She holds Licentiate in Business and Economic Sciences and in Political and Sociology Sciences from the Complutense University of Madrid, and a PhD in Government Taxation from the same university. She has completed the Senior Management Program (PADE) at the IESE Business School (University of Navarre). Government Tax Inspector and Auditor.</p> <p>She began her career in 1984 at the Ministry of the Treasury, where she also held several positions at the State Tax Administration Agency. In 1999, she was appointed as a member of the Board of the National Energy Commission (Comisión Nacional de la Energía), a position she held until 2011. Since then, she has been an international consultant for the development and execution of business plans in Energy and Infrastructure in a variety of countries of Latin America and Asia. During 2012 and 2013 she was a member of the Advisory Board of EY. She is a member of the Advisory Board of Beragua Capital Advisory. Between 2021 and 2022 she was a director of Primafrio, and from 2015 to 2024, she was a director and member of the Audit Committee and the Corporate Governance and Sustainability Committee of EDP (Energias de Portugal) in Lisbon.</p> <p>She is a professor at various Spanish and foreign universities and business schools, and the author of numerous Articles and publications on Taxation, Energy and Sustainability.</p>
MS MARÍA JOSÉ GARCÍA BEATO	<p>She was born in Córdoba in 1965. She holds a degree in Law and a diploma in Criminology. State Counsel since 1991. She has worked as a State Counsel, among other posts, at the High Court of Justice of Madrid, the Spanish Data Protection Agency (AEPD), the General Secretariat for Communications and at the National High Court. She has been Director of the Cabinet of the Minister of Justice and Undersecretary of Justice.</p> <p>In 2005, she joined Banco Sabadell as Director of the Legal Department, where she served as General Secretary, Deputy Secretary of the Board and General Secretary Director. She has been Director of Red Eléctrica Corporación and Director and Secretary of several companies. She currently serves on the boards of Banco Sabadell, S.A., Iberpapel Gestión, S.A., and EDP (Energias de Portugal) in Portugal. She is a practising lawyer.</p>
MR EMILIO GARCÍA GALLEGO	<p>Born in Cabreioá, Orense in 1947. He earned a degree in civil engineering (Madrid 1971), holds a Law Degree (Barcelona 1982), and has taken doctorate courses at the Polytechnic University of Catalonia. He has also completed the following official courses: Groundwater Hydrology at the School of Industrial Engineers of Barcelona; Management Improvement (1984-85) at the School of Public Administration of Catalonia; Coastal Engineering at the School of Civil Engineering of Catalonia (ETSICCP); and Port Engineering and Oceanographic Engineering at the School of Civil Engineering of Catalonia.</p> <p>His teaching activity has included the position of professor in charge of the 'Soil Mechanics and Special Foundations' course at the Barcelona School of Architecture (1974-82) and professor in charge of the doctorate course entitled 'Consolidation of soft and weak ground' at the Barcelona School of Architecture (1979-80).</p> <p>He has also been an Engineer for the River Policing Authority of the eastern Pyrenees, Engineer for Fomento de Obras y Construcciones, representative for the Catalonia area of the company "Grandes Redes Eléctricas, S.A.", Head of the Ports Service of the Regional Government of Catalonia and co-director of the Ports Plan of Catalonia, general manager for Infrastructure and Transportation of the Regional Government of Galicia, general manager for Transportation of the Regional Government of Catalonia, deputy manager of the Water Treatment Council and deputy manager of the Water Board of the Regional Government, general manager of Public Works of the Regional Government of Galicia and chairman of the Water Board of Galicia, chairman of the Entity Managing Railway Infrastructures, adhered to the Ministry of Development and responsible for executing the entire High Speed railway infrastructure, and Chairman of Puertos de Galicia. He currently works as a freelance civil engineer.</p>

MS CATALINA MIÑARRO BRUGAROLAS	<p>Born in Madrid in 1963. She holds a degree in Law awarded in 1986 by the Complutense University of Madrid, and she passed the examination to become a State Counsel in 1989.</p> <p>Currently on extended leave of absence, she served as State Counsel at the National High Court and at the Court of Auditors, in the Directorate General of the Treasury and Finance Policy, as Secretary to the Madrid Regional Financial and Administrative Tribunal, as State Counsel in the Ministry of Health and Consumer Affairs, and as State Counsel at the Madrid High Court of Justice.</p> <p>She has also served as Technical General Secretary to the Office of the Presidency of the Autonomous Community of Madrid, Chief Legal Officer of the State holding company Sociedad Estatal de Participaciones Estatales, Secretary to the Board of Sociedad Estatal de Transición al Euro, Secretary of the Board of Saeta Yield and a Director of Autoestradas de Galicia, S.A. Currently, she is an independent Board member of Mapfre, S.A., in addition to serving on the boards of two of its subsidiaries, Mapfre Spain and Mapfre International.</p>
MR JOSÉ ELADIO SECO DOMÍNGUEZ	<p>Born in Veguellina de Órbigo, León in 1947. He graduated as a Civil Engineer from the Escuela Superior de ICCP de Madrid [Madrid School of Engineering], specializing in Transportation, Ports and Town Planning.</p> <p>He began his professional career in 1972 at the public engineering company INECO, where he held various positions until he became International Director, and he joined RENFE in 1988, where he held various positions. In 2000 he was appointed Executive Chairman of INECO until 2002, when he was appointed Chairman and CEO of AENA, a position he held until 2004, when he was appointed Advisor to the Chair of RENFE.</p> <p>He has also acted as an advisor to OCA, S.A., Prointec, Collosa, Incosa, National Express-Alsa and Menzies Aviation, and has been Chair of the Spanish consortium for the concession and operation of the Rio de Janeiro-São Paulo-Campinas (Brazil) high-speed railroad. He is currently a Senior Advisor at Kearney.</p>
MS LOURDES FRAGUAS GADEA	<p>Born in Madrid in 1965. She earned a degree in Law and Business Legal Consultancy from Pontifical University of Comillas (ICADE) in 1988. State Counsel since 1992. She has served as State Counsel at the Spanish Ministries of Health and of Finance, at the Spanish Medicines Agency, and at the Court of Justice of the European Union. She also worked in London at the European Medicines Agency (EMA). From 2004 to 2019, she worked as General Secretary and Director of the Legal Department of Farmaindustria; after that, she led the Pharma and Health area of Herbert Smith Freehills and was Global General Counsel of the Italfarmaco Group. She has served as director of SEGIPSA (Sociedad Estatal de Gestión Inmobiliaria del Patrimonio), SIGRE (Sistema Integrado de Gestión de Residuos de Medicamentos), and SEVEM (Sistema Español de Verificación de Medicamentos). She currently sits on the boards of Grupo OESIA, Cofares Diversificación, S.L., and Mirto Corporación Empresarial. She is a practising lawyer.</p>
MS LOURDES MÁIZ CARRO	<p>Born in Santiago de Compostela in 1959. She holds degrees in Law and in Philosophy. She is a member of the Philosophy Faculty at the Complutense University of Madrid as a member of the Research Programme, she has taught metaphysics and theory of knowledge since 1982, receiving her PhD in 1988. A State Counsel, she has held various positions in the General State Administration, including Director General of Administrative Organisation, Jobs and IT, Technical Secretary General in the Ministry of Agriculture and Director General and Secretary of the Board of Directors of the State-Held Assets Corporation [Sociedad Estatal de Participaciones Patrimoniales]. She has served on the boards of the Official Credit Institute (ICO), Banco Hipotecario, RENFE, Gerencia de Infraestructuras Ferroviarias (now part of ADIF), Aldeasa Almacenaje y Distribución and INISAS, Compañía de Seguros y Reaseguros (now part of ADESLAS). Legal Director and Secretary of the Board of IBERIA, Líneas Aéreas de España, from 2001 to 2016. She has been an independent director of BBVA since 2014 and currently sits on the Audit and Remuneration Committees.</p>
Total number of independent Board members	7
Total % of the Board	50.00 %

Comments

Indicate whether any Board members qualifying as independent receive any sums or benefits, other than remuneration as a Board member, from the company or its group, or maintain or maintained, during the last financial year, a business relationship with the company or any company in its group, whether in their own name or as a significant shareholder, Board member or senior executive of an organisation that maintains or maintained such a relationship.

Where appropriate, include a reasoned statement from the Board on the reasons why it considers that these Board members can perform their duties as Independent Board members.

Name or company name of board member	Description of the relationship	Reasoned statement
N/A		

OTHER EXTERNAL BOARD MEMBERS

Identify the other external board members and indicate the reasons why they cannot be considered proprietary or independent and their relations, either to the company, its management or its shareholders:

Name or Company name of the board member	Reasons	Company, executive or shareholder to which member is related	Profile
MR PEDRO JOSÉ LÓPEZ JIMÉNEZ	Pedro López Jiménez went from being an independent director to an external director upon completing the maximum term of office of 12 years.	ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A	<p>Born in Málaga in 1942. He holds a degree in Civil Engineering (1965) from the Polytechnic University of Madrid. Partial studies in Journalism and Social Sciences at the Instituto Social León XIII (1960-62) (ACNDP Scholarship). Programme in Senior Business Administration (PADE) at the IESE Business School (1995/96). Awarded the Grand Cross of the Order of Isabel la Católica. Director of Construcción Centrales Térmicas Hidroeléctrica Española (1965/70); Board member and General Manager of Empresarios Agrupados; Board member of Ghesa; Deputy Secretary of MOPU, Director General of the Port Authority; Board member of UE and Enher; Board member of INI (1978/79); Chairman of Endesa (1979/82); Board member of Atlas Copco, Semi, Tecmed, Continental Auto, Vias y Construcciones, Enamsa, Tractebel España, Hilatura de Portolin; Chairman of Union Fenosa; Vice Chairman of Indra; Board member of CEPESA; Board member of Lingotes Especiales; Chairman and director of GTCEISU Construcción S.A. (Terratest Group); Board member of ENCE; Board member of Keller Group, plc.; and member of the Board of the University of Alcalá de Henares.</p> <p>He is currently Second Vice Chairman of the Board of Directors of ACS.</p> <p>He holds other positions at other ACS Group companies. He is Chairman of Dragados, S.A. and of ACS Servicios y Concesiones, S.L. He is also Chairman of the Supervisory Board, of the Human Resources Committee, and of the Nominations Committee of HOCHTIEF; member of the Board of Directors, of the Remuneration and Nominations Committee, and of the Ethics, Compliance and Sustainability Committee of CIMIC, and director and member of the Audit, Oversight, and Sustainability Committee of Abertis Infraestructuras, S.A.</p> <p>He has also been Vice Chairman of the European Club Association (ECA) and of the Board of Trustees of the Royal National Library of Spain and is currently a member of the Board of Trustees and the Executive Council of the Picasso Museum in Málaga and Vice Chairman of the Real Madrid Football Club.</p>

Total number of external Board members	1
Total % of the Board	7.14 %

Indicate any changes in the category of each Board member during the period:

Name or company name of the Board member	Date of Change	Previous category	Current category

C.1.4 Complete the following table with information relating to the number of women Board members at the close of the last four financial years, and the category of those Board members:

	Number of women Board members				% of total Board members of each category			
	2024	2023	2022	2021	2024	2023	2022	2021
Executive	0	0	0	0	0,00%	0,00%	0,00%	0,00%
Proprietary	1	1	1	1	33,33%	33,33%	33,33%	33,33%
Independent	5	5	3	2	71,43%	62,50%	50,00%	40,00%
Other External	0	0	0	0	0,00%	0,00%	0,00%	0,00%
Total:	6	6	4	3	42,86%	40%	26,67%	20%

C.1.5 Indicate whether the company has diversity policies in relation to the Company's Board as regards matters such as age, gender, disability, or professional training and experience. Small and medium-sized entities must, in accordance with the Spanish Audit Act [Ley de Auditoría de Cuentas], report at least the policy they have established in relation to gender diversity.

Yes	No	Partial Policies
X		

If so, describe these diversity policies, their objectives, the measures and the manner in which they have been implemented and their results for the year. Also indicate the specific measures taken by the board of directors and the nomination and remuneration committee to achieve a balanced and diverse presence of directors. If the company does not apply a diversity policy, explain the reasons for not doing so.

Description of the policies, objectives, measures and the manner in which they have been implemented, and the results obtained

The ACS Group promotes the implementation and development of diversity and inclusion of all types of groups and sensitivities in the Group's various areas and levels, establishing the guidelines that should govern the Group's actions in matters of diversity. These guidelines are currently in place and have already been included in previous reports.

In this regard, the Diversity Policy of ACS and its Group, which remained in force in 2024, defines its objectives and commitments in the area of diversity, specifically including promoting the integration of people with diverse profiles in all business areas and levels of the Group; identification of talent in the hiring, promotion and incorporation processes within the Group; selection of professionals with alternative

skills; generational diversity in the teams, encouraging collaboration between older and younger professionals; integration and inclusion of vulnerable groups; promotion of implementation of systems to measure progress in diversity; communication and extension of the commitment to diversity to all employees, suppliers, customers, administrations, social agents and other stakeholders; and the maintenance of neutral and inclusive language in internal and external communications. All this is in line with ACS's Code of Conduct and Overall Sustainability Policy.

In addition to the Diversity Policy of ACS and its Group, in line with Recommendation 14 of the Good Governance Code, which states that the board should approve a policy aimed at promoting an appropriate composition of the board of directors that is concrete and verifiable and that favours the diversity of knowledge, experience, age, and gender of the board members, on 19 December 2024 the Company's Board approved the Board of Director and Member Selection Diversity Policy (the "Board Diversity Policy") at the proposal of the Nominations Committee.

Accordingly, the Board's Diversity Policy sets out the basic diversity principles and criteria in accordance with best corporate governance practice and the Company's corporate values and also incorporates the latest legislative reforms in this area. In particular, the Policy has taken into account the Spanish Equal Representation and Balance between Women and Men Act of 1 August 2024, which amended section 529 bis Spanish Corporate Enterprises Act, to include a target of at least 40% women board members for listed companies, and the Spanish Trans Person Equality and LGTBI Rights Act.

For these purposes, in line with the Board Rules, the Board's Diversity Policy provides that the Board is to ensure that member selection procedures foster equality between women and men as well as diversity with respect to such factors as age, disability, and professional training and experience, and avoid implicit biases that could give rise to discrimination, in particular, that they promote selection of women directors in a proportion that yields a balance between women and men.

In this regard, the Board is to promote compliance with the target for representation of the under-represented sex on the Board of Directors laid down in the laws in force from time to time.

In addition, the Board is to propose to the General Meeting the number of members that, in the Company's circumstances, is most appropriate to ensure efficient functioning and the participation of all Directors so as to enrich the decision-making process, bring pluralistic viewpoints to its deliberations, and contribute to flexible decision-making.

Also, the composition of the Board must ensure that there is an appropriate balance between the different categories of directors and that non-executive directors represent a broad majority over executive directors by ensuring that independent members make up a sufficient proportion of the Board.

Furthermore, to achieve an appropriate, balanced, and diverse composition of the Board and its internal supervisory and oversight committees, selection of persons proposed as Board members is to take into account the composition of the Board as a whole having in mind its functions and the characteristics and activity of the Company and its Group. To this end the Board's skills matrix is to be taken into account and is to be kept up to date by the Nomination Committee.

What is more, the Board of ACS, in its capacity as the Group's parent company, continues to promote the dissemination and application of these principles and guidelines in the governing and management bodies of the Group's companies, ensuring the dissemination of the objectives, and measures adopted and the results.

As a result, at 31 December 2024 the Board had a diverse composition for multiple factors, the most important of which are:

- a large preponderance of external directors (78.57% vs 21.43% executive directors) and, in particular, of independent directors (57.14%), selected on the basis of their various skills, knowledge, and professional backgrounds taking into account the skills matrix of the Board (whose profiles are included in section C.1.3 of this report); and

- a balance between women and men, with women directors making up **42.86% of the total number of ACS Board members, surpassing the good governance recommendations in this respect and the requirements of section 529 bis Corporate Enterprises Act** brought in by the Equal Representation and Balance between

Women and Men Act of 1 August 2024, even though its provisions will not apply to the Company until 30 June 2026.

C.1.6 Explain any measures, where appropriate, the Nominations Committee has decided to ensure that the selection processes do not suffer from implicit biases that might hinder the selection of women Board members and that the company deliberately seeks and includes women who meet the professional profile sought among the potential candidates, so as to achieve a balanced presence of women and men. Please also indicate whether these measures include encouraging the Company to have a significant number of women senior executives:

Explanation of the measures

Article 3.2 of the Board Rules and the Diversity Policy of the ACS Board expressly state that the Board must ensure that the procedures for selecting its members foster equality between women and men, as well as diversity with respect to such factors as age, disability, and professional training and experience, and avoid implicit biases that could give rise to discrimination, in particular, that they promote the selection of women directors in a proportion that yields a balance between women and men.

In its Code of Conduct the ACS Group expressly stipulates that "we openly reject discrimination for any reason, especially discrimination based on gender or on age, religion, race, sexual orientation, nationality, or disability".

Accordingly the Nominations Committee promotes gender balance on the Board and in particular promotes the inclusion of women among potential candidates, ensuring that they meet the appropriate professional requirements and objective criteria regarding merit and ability, particularly for ratification and re-appointment, thus ensuring appropriate stability in the composition of the Board of Directors and its Committees to maintain the necessary fitness of the Board as a whole. This is evidenced by that Committee's favourable reports in 2024 regarding re-appointment of two proprietary directors (Mr Javier Echenique Landiribar and Mr Mariano Hernández Herreros) published on the corporate website for the Ordinary General Shareholders' Meeting, expressly stating that the ACS Board had taken into account the criteria applied by the Nominations Committee in its reports regarding re-appointment, in this regard assessing both the individual suitability of each of the Directors and the evaluation of their performance of their duties up to that time and the appropriate diversity of the Board of Directors as a whole to ensure that their proposed re-appointment contributed to the plurality of training, knowledge, professional experience, gender, and skills in the best interest of the full exercise of its functions by the Board, all in the framework of the selection criteria and procedures established in the Board Rules taking into account the complexity of the Group, the different jurisdictions in which it operates, and the need for the Board to have the necessary independence to be able to perform its duties.

In this way, as mentioned in the previous section, ACS has achieved a balanced between women and men, with women directors making up 42.86% of the total number of Board members on 31 December 2024.

When, in spite of the measures that have been adopted, where applicable, the number of women Board members and senior executives is few or zero, explain the reasons justifying this:

Explanation of the reasons

Besides promoting diversity on its Board and in addition to the commitments regarding equal opportunities and non-discrimination contained in its Human Rights Policy, ACS's Diversity Policy includes as diversity targets and commitments identifying talent at the various management levels of all ACS Group companies, both by hiring new executives and by promoting them internally, with the aim of favouring gender diversity, among others. To this end, ACS is committed to continuing to establish training and development programmes or other mechanisms that contribute to ensuring that talented individuals are promoted and stay at the ACS Group, regardless of any personal or social conditions or circumstances. As a result of this commitment and the measures taken during 2024, the percentage of women in senior management currently stands at 30% compared to 17.9% in 2023. Although this increase is very satisfactory in relation to previous years' figures and shows the efforts made by the Company in this area, the Board and the

Nomination Committee, within the framework of their competencies, continue to strive to adopt measures to raise this percentage further.

C.1.7 Explain the conclusions of the nominations committee on the verification of compliance with the policy aimed at favouring an appropriate composition of the board of directors.

In accordance with the foregoing, and by dint of its commitment to promoting diversity, the ACS Board approved the Board Diversity Policy on 19 December 2024.

The Board has relied on the Nominations Committee to achieve an appropriate composition of the Board itself, and that Committee is charged with ensuring strict compliance with the Diversity Policy. Because the Policy has only been recently approved, the Committee has not yet had sufficient time to carry out a thorough review of implementation and compliance.

Nevertheless, insofar as the objectives and measures envisaged in the Policy were already being applied in fact despite not being expressly set out in a formal policy document, the Nomination Committee considers that ACS is applying the Board's Diversity Policy in a fully consistent manner and is achieving a balanced and diverse composition of the Board, as can be seen from the information contained in the previous two sections of this Report.

C.1.8 If applicable, explain the reasons for appointing proprietary board members at the request of shareholders who have a holding of less than 3% of share capital:

N/A

Indicate whether any formal requests by a shareholder to have a Board member appointed were denied although the shareholder holds the same or a higher number of shares than another shareholder at whose request Proprietary Board members were appointed. In this case, explain the grounds for denying this request:

Yes	No
	X

C.1.9 Indicate any powers and authority the Board has delegated to directors and board committees, including those relating to the possibility of issuing and redeeming shares:

Director or committee name	Brief description
MR FLORENTINO PÉREZ RODRÍGUEZ	ALL POWERS CORRESPONDING TO THE BOARD EXCEPT THOSE THAT CANNOT BE DELEGATED
EXECUTIVE COMMITTEE	ALL POWERS THAT CORRESPOND TO THE BOARD EXCEPT FOR THOSE THAT, BY LAW OR UNDER THE COMPANY'S ARTICLES OF ASSOCIATION, ARE NON-DELEGABLE
MR JUAN SANTAMARÍA CASES	ALL THE POWERS CORRESPONDING TO THE BOARD EXCEPT THOSE THAT CANNOT BE DELEGATED BY LAW OR THE ARTICLES OF ASSOCIATION AND THE POWER TO PROVIDE ALL TYPES OF GUARANTEES FOR THE BENEFIT OF THIRD PARTIES THAT ARE NOT PART OF THE GROUP OF COMPANIES OF WHICH ACS IS THE PARENT COMPANY

C.1.10 Identify, if applicable, the Board members who hold office as directives, representatives of directors or executives at other companies forming part of the listed company's group:

Director name	Group company name	Position	Executive functions?
MR JOSÉ LUIS DEL VALLE PÉREZ	HOCHTIEF AG	MEMBER OF THE SUPERVISORY BOARD	NO
MR JOSÉ LUIS DEL VALLE PÉREZ	DRAGADOS, S.A.	BOARD MEMBER/ SECRETARY	NO
MR JOSÉ LUIS DEL VALLE PÉREZ	CIMIC GROUP LIMITED	BOARD MEMBER	NO
MR JOSÉ LUIS DEL VALLE PÉREZ	ACS SERVICIOS Y CONCESIONES, S.L.	BOARD MEMBER/ SECRETARY	NO
MR MARIANO HERNÁNDEZ HERREROS	DRAGADOS, S.A.	BOARD MEMBER	NO
MR MARIANO HERNÁNDEZ HERREROS	ACS SERVICIOS Y CONCESIONES, S.L.	BOARD MEMBER	NO
MR PEDRO JOSÉ LÓPEZ JIMÉNEZ	HOCHTIEF AG	CHAIRMAN OF THE SUPERVISORY BOARD, OF THE HUMAN RESOURCES COMMITTEE AND OF THE NOMINATIONS COMMITTEE	NO
MR PEDRO JOSÉ LÓPEZ JIMÉNEZ	DRAGADOS, S.A.	CHAIR	NO
MR PEDRO JOSÉ LÓPEZ JIMÉNEZ	CIMIC	BOARD MEMBER. MEMBER OF THE REMUNERATION AND NOMINATIONS COMMITTEE AND THE ETHICS, COMPLIANCE AND SUSTAINABILITY COMMITTEE	NO
MR PEDRO JOSÉ LÓPEZ JIMÉNEZ	ACS SERVICIOS Y CONCESIONES, S.L.	CHAIR	NO
MR JUAN SANTAMARÍA CASES	HOCHTIEF AG	CEO	YES
MR JUAN SANTAMARÍA CASES	THE TURNER CORPORATION	BOARD MEMBER	NO
MR JUAN SANTAMARÍA CASES	CIMIC GROUP LIMITED	EXECUTIVE CHAIR	YES
MR JUAN SANTAMARÍA CASES	THIESS GROUP FINANCE PTY LTD	BOARD MEMBER	NO
MR JUAN SANTAMARÍA CASES	THIESS GROUP HOLDINGS PTY LTD	BOARD MEMBER	NO
MR JUAN SANTAMARÍA CASES	THIESS GROUP FINANCE USA PTY LTD	BOARD MEMBER	NO
MS SOLEDAD PÉREZ RODRÍGUEZ	ACS SERVICIOS Y CONCESIONES, S.L.	BOARD MEMBER	NO

C.1.11 List any board memberships, directorships or proxies of those directors held by directors or representatives of directors on the company's board of directors in other companies, whether or not they are listed companies:

Identification of the director or representative	Name of the company, listed or not	Position
MR JOSÉ LUIS DEL VALLE PÉREZ	DEL VALLE INVERSIONES, S.A.	JOINT AND SEVERAL DIRECTOR
MR JOSÉ LUIS DEL VALLE PÉREZ	REAL MADRID FOOTBALL CLUB	MEMBER OF ITS BOARD OF DIRECTORS
MR JOSÉ LUIS DEL VALLE PÉREZ	ABERTIS INFRAESTRUCTURAS, S.A.	BOARD MEMBER
MS CATALINA MIÑARRO BRUGAROLAS	MAPFRE, S.A.	BOARD MEMBER
MS CATALINA MIÑARRO BRUGAROLAS	MAPFRE ESPAÑA	BOARD MEMBER
MS CATALINA MIÑARRO BRUGAROLAS	MAPFRE INTERNACIONAL	BOARD MEMBER
MS CATALINA MIÑARRO BRUGAROLAS	REAL MADRID FOOTBALL CLUB	MEMBER OF ITS BOARD OF DIRECTORS
MS MARÍA JOSÉ GARCÍA BEATO	EDP (ENERGÍAS DE PORTUGAL) EN PORTUGAL	BOARD MEMBER
MS MARÍA JOSÉ GARCÍA BEATO	BANCO DE SABADELL, S.A.	BOARD MEMBER
MS MARÍA JOSÉ GARCÍA BEATO	IBERPAPEL GESTIÓN, S.A.	BOARD MEMBER
MR FLORENTINO PÉREZ RODRÍGUEZ	ROSAN INVERSIONES, S.L.	SOLE DIRECTOR
MR FLORENTINO PÉREZ RODRÍGUEZ	INVERPE, S.L.	SOLE DIRECTOR
MR FLORENTINO PÉREZ RODRÍGUEZ	HISPAVESAN, S.L.	SOLE DIRECTOR
MR FLORENTINO PÉREZ RODRÍGUEZ	REAL MADRID FOOTBALL CLUB	CHAIR
MR PEDRO JOSÉ LÓPEZ JIMÉNEZ	PICASSO MUSEUM OF MÁLAGA	MEMBER OF THE BOARD OF TRUSTEES AND THE EXECUTIVE BOARD

MR PEDRO JOSÉ LÓPEZ JIMÉNEZ	REAL MADRID FOOTBALL CLUB	DEPUTY CHAIR
MR PEDRO JOSÉ LÓPEZ JIMÉNEZ	ABERTIS INFRAESTRUCTURAS, S.A.	DIRECTOR AND MEMBER OF THE AUDIT, OVERSIGHT, AND SUSTAINABILITY COMMITTEE
MS LOURDES MÁIZ CARRO	BANCO BILBAO VIZCAYA ARGENTARIA, S.A.	BOARD MEMBER
MS LOURDES FRAGUAS GADEA	OESIA GROUP	BOARD MEMBER
MS LOURDES FRAGUAS GADEA	MIRTO BUSINESS CORPORATION	BOARD MEMBER
MS LOURDES FRAGUAS GADEA	COFARES DIVERSIFICACIÓN, S.L.	BOARD MEMBER
MR JUAN SANTAMARÍA CASES	ABERTIS INFRAESTRUCTURAS, S.A.	CHAIR
MR ISIDRO FAINÉ CASAS	"LA CAIXA" FOUNDATION	CHAIR
MR ISIDRO FAINÉ CASAS	CRITERIA CAIXA, S.A.U.	CHAIR
MR ISIDRO FAINÉ CASAS	WORLD SAVINGS BANKS INSTITUTE (WSBI)	CHAIR
MR ISIDRO FAINÉ CASAS	TELEFÓNICA, S.A.	DEPUTY CHAIR
MR ISIDRO FAINÉ CASAS	WSBI-ESBG	CHAIRMAN OF THE SOCIAL AND PHILANTHROPIC COUNCIL
MR ISIDRO FAINÉ CASAS	SPANISH CONFEDERATION OF MANAGERS AND EXECUTIVES (CEDE)	CHAIR
MR ISIDRO FAINÉ CASAS	SPANISH CHAPTER OF THE CLUB OF ROME	CHAIR

Comments

The following positions are remunerated: (i) **Ms Catalina Miñarro Brugarolas**: Director of Mapfre, S.A., director of Mapfre Spain, and director of Mapfre International; (ii) **Ms María José García Beato**: Director of Banco de Sabadell, S.A. and director of Iberpapel Gestión, S.A.; (iii) **Mr Florentino Pérez Rodríguez**: Sole Director of Rosán Inversiones, S.L.; (iv) **Ms Lourdes Fraguas Gadea**: Director of Grupo Oesia and Cofares Diversificación, S.L.; y (v) **Ms Lourdes Máiz Carro**: Director of Banco Bilbao Vizcaya Argentaria, S.A.

Indicate, where applicable, any other remunerated activities of directors or representatives of directors, regardless of their nature, other than those indicated in the previous table.

Identification of the director or representative	Other remunerated activities
MR EMILIO GARCÍA GALLEGO	FREELANCE CIVIL ENGINEERING
MS MARÍA JOSÉ GARCÍA BEATO	PRACTISING LAWYER
MS LOURDES FRAGUAS GADEA	PRACTISING LAWYER
MR MARIANO HERNÁNDEZ HERREROS	PRIVATE MEDICAL PRACTICE
MR JOSÉ ELADIO SECO	SENIOR ADVISOR AT KEARNEY

C.1.12 Indicate, and if applicable, explain whether the Company has established any rules about the maximum number of company boards on which its board members may sit, if so identifying where this is regulated:

Yes	No
	X

C.1.13 Indicate the amounts of the items relating to the overall remuneration of the Board as follows:

Remuneration accrued by the Board in the year (thousands of euros)	24,022
Amount of funds accumulated by current directors under long-term savings schemes with consolidated economic rights (thousand euros)	70,418
Amount of funds accumulated by current directors under long-term savings schemes with unconsolidated economic rights (thousand euros)	0
Value of the pension rights accumulated by former directors under long-term savings schemes (thousands of euros)	3,672

Comments

C.1.14 Identify the senior executives who are not executive directors and indicate the total remuneration paid to them during the year:

Name or company name	Position
ÁNGEL MANUEL GARCÍA ALTOZANO	Corporate General Manager of ACS, Actividades de Construcción y Servicios, S.A.
MR EMILIO GRANDE ROYO-VILLANOVA	General Manager of ACS, Actividades de Construcción y Servicios, S.A.
ÁNGEL MANUEL MURIEL BERNAL	Deputy General Manager to the CEO of ACS, Actividades de Construcción y Servicios, S.A.
Ms CRISTINA ALDÁMIZ-ECHEVARRIA GONZÁLEZ DE DURANA	Director of Subsidiaries, Operations, and Sustainability of ACS Actividades de Construcción y Servicios, S.A.
MR RAMON VILLAAMIL PEREZ	Chief Risks Officer of ACS, Actividades de Construcción y Servicios, S.A.
MS MARTINA STEFFEN	Human Resources Director of ACS, Actividades de Construcción y Servicios, S.A.
MS RAQUEL LOMILLOS MARTIN	Internal Audit Manager of ACS, Actividades de Construcción y Servicios, S.A.
MR JUAN JOSE DIAZ CLAVEL	Communications Director of ACS, Actividades de Construcción y Servicios, S.A.
MR LUIS CELLIER RAVINA	Institutional Relations Director of ACS Actividades de Construcción y Servicios, S.A.
EUGENIO LLORENTE GÓMEZ	Industrial Projects Manager.

Number of women in senior management positions	3
Percentage of total senior executives	30.0%

Total Senior Executive remuneration (thousand euros)	21,634
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Comments

C.1.15 Indicate whether any amendments have been made to the Rules of the Board of Directors during the year::

Yes	No
	x

C.1.16 Indicate the procedures for selection, appointment, re-election, and removal of Board members. List the competent bodies, the formalities to be fulfilled and the criteria to be used in each of the procedures.

The procedures for selecting, appointing, re-appointing, and removing the Company's Board members are set out in the Rules of the Board of Directors.

Article 13 of the Company's Articles of Association stipulates that the Company's Board is to consist of no fewer than eleven and no more than twenty-one members. Within this limit, the Company's Board will (subject to a report from the Nomination Committee) propose to the General Shareholders' Meeting both the number of Directors and the appointment or re-election of the persons to be appointed, except in the case of independent Directors, who must be nominated by the Nominations Committee. The nominations must state the category of the Directors proposed and must in all cases be accompanied by a report from the Board justifying the appointment, and in the case of non-independent board members, also from the

Nominations Committee, assessing the skills, experience, and merits of the candidate in accordance with the diversity and suitability criteria envisaged in the Board's Diversity Policy (sections 4 and 6) and the Board Rules (Articles 3 and 5).

In addition, if vacancies arise, the Board may provisionally fill them by appointing directors by co-option until the next General Meeting, following a report or at the proposal of the Nominations Committee based on the director's category, applying the above procedures and criteria in this regard. If any vacancy arises after the General Meeting has been called but before it is held, the Board may appoint a Board member until the following General Meeting is held. The directors appointed this way by the Board need not necessarily be shareholders of the Company (Article 3 of the Board Rules).

In its turn, the Board, with the collaboration and support of the Nominations Committee, must ensure that the selection procedures for its members promote diversity between women and men and as regards such factors as age, disability, and professional training and experience and avoid any implicit bias that could give rise to discrimination, in particular, that they promote the selection of women directors in a proportion that yields a balance between women and men taking into account the criteria established in the Company's Diversity Policy in this regard.

The appointment of the Board members will expire when their term has ended and the next General Meeting has been held, or following the legal period within which the Meeting is to be held to resolve on whether or not to approve the financial statements for the previous year. However, proprietary Board members must resign when the shareholder they represent fully disposes of its shares by any means (Article 13 of the Board Rules).

Board members must also report and, if appropriate, resign when situations that affect them arise, whether or not they are related to their actions in the Company itself, and may damage the standing and reputation of the Company, in particular, any criminal proceedings in which they are under investigation and of their procedural developments (Article 14 of the Board Rules).

C.1.17 Explain to what extent the annual assessment of the Board led to significant changes to its internal organisation and to the procedures applicable to its activities:

Description of amendments

Pursuant to Article 9 of the Board Rules and section 529 nonies Corporate Enterprises Act, ACS's Board evaluates its performance and that of its committees on an annual basis. In line with Recommendation 36 of the Good Governance Code, which stipulates that "every three years, the Board of Directors must be assisted in carrying out the evaluation by an external consultant whose independence must be verified by the Nominations Committee" ACS exceeds the Code's recommendations and is supported by an independent external consultant to carry out this evaluation process every year. The independent external consultant completed its assessment report for 2024 in March 2025.

The evaluation concluded that the composition of the Board is suitable in view of the ACS Group's decentralised governance model and more particularly that the composition has not been affected by the changes to the Board that took place in 2024.

The report considered that the changes in the composition of the Board in recent years has achieved an appropriate balance between business knowledge, mainly by the executive directors, in particular by the CEO, and sensitivity to the risk supervision and management and internal control, mainly provided by the independent directors, as well as by the CEO.

Furthermore, as regards the functioning and organisation of the Board, the directors agree that operation of the Board has improved in all areas, and they have reaffirmed their recognition of the Board's efficiency promoted by the Chairman and especially by the efforts of the Board Secretary.

All the directors have expressly recognised the progress that has been made in terms of training in aspects necessary for proper performance of their duties, such as corporate governance, compliance, sustainability, and risks, in particular cybersecurity risks. In this regard several directors have expressly highlighted the usefulness of the formats and presentations employed, especially videos, which enable the directors to supplement their training more flexibly over and above face-to-face sessions.

Turning to the performance of its duties by the Board, there has been improvement in the level of information and the time spent by the Board at meetings on reviewing the risk environment and level of risk as it applies to the Group's activities, the main projects both current and future, and the Group's strategic orientation by business area, and explanations provided by the CEO and various executives for this purpose have been especially helpful.

The performance and contributions of each of the Board members in 2024 have also been rated highly, in particular, those of the Chairs of the various Board Committees.

Describe the evaluation process and the areas evaluated that have been carried out by the board of directors assisted, if applicable, by an external consultant, with respect to the functioning and composition of the board and its committees and any other area or aspect that has been subject to evaluation.

Description of the evaluation process and areas evaluated

The Board conducts an annual self-assessment of its operation and that of its Committees (Executive Committee, Audit Committee, Remuneration Committee, and Nominations Committee) consisting of a personalised self-assessment questionnaire filled out by each of the directors, personal interviews with the Board members, a review of the relevant Company documents for assessment purposes, plus personal interviews with each of the Board members to discuss the most significant findings brought to light by the questionnaires, changes in their perception of the Board and its Committees during the year under evaluation, the degree of compliance with the action plan in response to the previous year's assessment, and any areas for improving the functioning of the Board and its Committees they have identified.

As noted in the previous section, an external advisor assisted in the Board evaluation process conducted in 2025 with respect to 2024. In its report, in addition to assessing 2024, it compared the 2024 results with those obtained from the assessment of the period from 1 January 2023 to 31 December 2023, as this was the period covered by the last assessment process it carried out.

Among other issues, the composition of the Board and its Committees, its organisation and functioning, and the performance of responsibilities by the Board and its Committees and by the Chair of the Board, the Chief Executive Officer and the Secretary General Director were assessed.

Based on the results obtained from the evaluation process, a work plan was developed to make further progress in certain areas identified by the directors.

As regards the officers of the Board, the assessment report has noted that the Chairman maintains his customary practice of being open and approachable and in that way helping the directors perform their duties, organising meeting procedure, and providing the necessary information on request, together with the CEO and the Corporate General Manager.

The report reflects the high level of satisfaction of the Directors with the performance of the Chief Executive Officer and, in particular, with the level of information provided to the Board regarding the strategy and main activities of the Company and its Group. Not only does he have in-depth knowledge of all the Group's activities, companies, and main executives thanks to his career at the Group, he is also able to impart information fully in a manner that is simple and understandable.

In terms of performance of the Board Secretary, the assessment report states that all the Board members consider him to be key to the proper functioning of the Board and its Committees, and they have full confidence in his ability to manage legal and corporate affairs.

The self-assessment has noted the effectiveness with which the Executive Committee has performed its duties and that decisions are taken after protracted deliberation and analysis.

The self-assessment has concluded that the meeting procedure and general functioning of the Audit and Sustainability Committee are adequate, with all its members highlighting a substantial increase in its activities, mainly as a result of its increased involvement with the areas of risk, internal control, sustainability, information security, privacy, and compliance. For instance, it has noted that the Committee

has expanded its involvement in its supervisory tasks, more specifically risk management, now more in line with the size of the Group and with ACS's own role as parent company, and its knowledge of other organisations. In this respect, the regular participation of the Chief Risk Officer at the Committee's meetings has been highlighted.

On the whole, the Committee members said that they have adequate access to the executives working in the areas of the Committee's activities and that either they attend Committee meetings when asked or the directors meet with them in preparation for Committee meetings when this is deemed appropriate.

The self-assessment regarding the Remuneration Committee has highlighted that the tasks performed by the Committee have enabled it to properly fulfil its legal obligations.

Concerning the Nominations Committee, the assessment for 2024 has demonstrated that it has fulfilled its assigned duties, and no noteworthy comments were raised in connection with its activities or operation.

C.1.18 Breakdown, in those years in which the evaluation was assisted by an external consultant, of the business relations that the consultant or any company in its group maintains with the company or any company in its group.

The business relations between the external consultant that assisted in the process of evaluating the Company and the entities in the ACS Group represent less than 1% of that consultant's total turnover in Spain and, in any case, does not generate a situation that could compromise or affect its independence in providing the services.

C.1.19 Indicate the cases in which Board members must resign.

Under Article 13 of the Rules of the Board of Directors, proprietary board members must resign from the Board when the shareholder they represent fully disposes of its shares by any title.

Similarly, under Article 14 of the Rules of the Board of Directors, any Board Member must report, and if appropriate, resign when situations arise that affect them, whether or not they are related to their actions in the Company itself, that may damage the credit and reputation of the Company and, in particular, any criminal proceedings in which they are under investigation, and of their procedural developments. After having been informed or otherwise learned of the matter, the Board will examine the case as soon as possible and, having regard to the specific circumstances, will decide, following a report from the Nominations Committee, whether to take any action, such as opening an internal investigation, requesting the resignation of the Director or proposing the Director's removal.

C.1.20 Are qualified majorities, other than statutory majorities, required for any type of decision?

Yes	No
	X

C.1.21 State whether there are specific requirements, other than those related to Board members, to be nominated as Chair.

Yes	No
	X

C.1.22 Indicate whether the Articles of Association or the Rules of the Board of Directors set any age limit for Board members:

Yes	No
	X

C.1.23 Indicate if the Articles of Association or the Rules of the Board of Directors establish a limited term of office or other additional requirements stricter than legal requirements for independent board members, aside from what is laid down in the regulations:

Yes	No
	X

C.1.24 Indicate whether the Articles of Association or the Rules of the Board of Directors establish specific rules for delegating other directors as proxies on the Board, the form of doing so and, in particular, the maximum number of delegations that a Board member can hold, and any limitations established with regard to the classes of Board member to whom votes may be delegated above and beyond the legal restrictions established. Where applicable, give a brief description of these rules.

Under Article 11 of the Rules of the Board of Directors, and without prejudice to their obligation to attend Board meetings, directors who may not personally attend a meeting may be represented at the meeting and cast their vote by delegating it to another Director. This delegation must be in writing to the Chairman and must be in the form of a letter, email or any other written means that acknowledges receipt by the addressee. Non-Executive Directors may only delegate their votes to other non-executive Directors.

C.1.25 Indicate the number of meetings that the Board held during the year. In addition, indicate the number of times the Board has met without the presence of the Chair, if applicable. In this calculation, Board members who have granted proxies without specific instructions will be considered to present.

Number of Board meetings	8
Number of board meetings without the presence of the chair	0

Indicate the number of meetings held by the Lead Director with the other directors, without the attendance or representation of any executive directors:

Number of meetings held by the Lead Director with the other directors, without the attendance or representation of any executive directors	0
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Indicate the number of meetings held during the year by the different board committees:

Number of executive committee meetings	10
Number of audit committee meetings	8
Number of nominations committee meetings	5
Number of remuneration committee meetings	1

C.1.26 Indicate the number of meetings held by the Board during the year and the information on attendance by its members:

Number of meetings attended by at least 80% of the directors	8
In person attendance as a % of the total votes during the year	95.8
Number of meetings attended by all directors in person or by proxy with specific instructions	5
% of votes cast in person and proxies issued with specific instructions, out of the total votes cast during the year	95.8

C.1.27 Indicate whether the individual and consolidated financial statements are certified before being presented to the Board for formulation:

Yes	No
X	

Identify, if applicable, the person(s) who certified the company's individual and consolidated financial statements for authorisation by the Board:

Name	Position
ÁNGEL MANUEL GARCÍA ALTOZANO	CORPORATE GENERAL MANAGER

C.1.28 Explain the mechanisms, if any, established by the Board to ensure that the annual accounts submitted by the Board to the General Shareholders' Meeting are drawn up in accordance with accounting regulations.

As required under Article 25 of the Board Rules, Audit and Sustainability Committee meetings are held at the beginning and end of the audit of the Company's and the Group's individual and consolidated financial statements and before the relevant audit reports are issued. The Committee also meets on the occasion of preparation of the mandatory financial information the Company is required to make public.

The Company's Auditor attends the Audit and Sustainability Committee meetings when expressly called on to present the most significant aspects of the audits carried out, and the internal auditor also attends, which enables the Committee to verify sufficiently in advance the existence of differences between the criteria in the accounting policies of the Company and its Group of Companies and their interpretation by the Auditor.

In addition, the functions of the Audit and Sustainability Committee include:

- Reporting to the General Meeting on all matters arising within the mandate of the Committee and, in particular, on the result of the audit, explaining how the audit contributed to the integrity of the financial information and the role that the Committee played in that process.
- Overseeing and evaluating the preparation and presentation of the financial and non-financial information of the company and where applicable, that of the group, while reviewing the compliance with regulatory requirements and ensuring the adequacy of the consolidation scope defined and the appropriate application of accounting criteria, and in particular knowing, understanding and overseeing the efficiency of the internal financial information control system (ICFRS). The Committee may present recommendations or proposals to the Board to safeguard the integrity of the financial information.
- First reporting to the Board on the financial information and directors' report, which will include, where appropriate, the mandatory non-financial information that the Company must periodically publish.
- Ensuring that the Annual Financial Statement the Board submits to the General Shareholders' Meeting are drawn up in accordance with accounting regulations and that, in cases where the auditor has included a qualification in its report, the Chair of the Audit and Sustainability Committee clearly explains the Audit and Sustainability Committee's position in respect of its content and scope to the General Meeting and places a summary of its position at the shareholders' disposal, together with the other proposals and reports, when the meeting call is issued.

C.1.29 Is the Secretary of the Board a Board Member?

Yes	No
X	

C.1.30 Indicate the specific mechanisms established by the company to preserve the independence of external auditors, and any mechanisms to preserve the independence of financial analysts, investment banks and rating agencies, including how the legal provisions have been implemented in practise.

The mechanisms established by the Company to preserve the independence of its external auditors, financial analysts, investment banks, and rating agencies are framed in the functions of the Audit and Sustainability Committee included in Article 25 of the Board Rules.

Regarding the auditor, Article 25 of the Board Rules expressly stipulates that the Audit and Sustainability Committee's duties include establishing the appropriate relationships with the external auditor for the purpose of receiving information on any matter that may jeopardise the respective independence for examination by the Committee and on any other matters relating to the financial auditing process, and when applicable authorising services that are not prohibited in the terms provided in the applicable regulations, in addition to any other notification provided for under Spanish law regarding financial auditing and technical auditing standards. In any case, it must receive a statement from the external auditors each year attesting to their independence in relation to the entity or entities directly or indirectly related to it, and detailed and individualised information on the additional services of any kind rendered and the corresponding fees received from these entities by the external auditor or by the persons or entities related to it in accordance with auditing legislation.

In this context, in accordance with the Company's current policy, the auditor regularly reports to the Audit and Sustainability Committee on any work that is carried out other than auditing the financial statements, since the policy includes a Procedure for Compliance with Auditor Independence, which aims to establish the framework for the ACS Group within which the Company's statutory auditor is authorised to provide non-audit services and establishes the procedure that must be complied with for approval of those services that may be considered admissible. This Procedure applies to any entity that is part of the ACS Group, regardless of the jurisdiction in which the entity is domiciled.

The Audit and Sustainability Committee is also responsible for submitting proposals to the Board for the selection, appointment, re-appointment, and replacement of the external auditor, being responsible for the selection process and the terms and conditions of its engagement, and to this end it must: (i) define the auditor selection procedure; (ii) issue a reasoned proposal that will contain at least two alternatives for the selection of the auditor, except for the re-election of the auditor; (iii) regularly obtain information from the external auditor on the audit plan, its implementation and any other issues related to the audit process, in particular any discrepancies that may arise between the auditor and the Company's management, in addition to preserving its independence in the exercise of its duties; (iv) ensure that the remuneration of the external auditor for its work does not compromise its quality or independence, and establish a guiding limit on the fees that the auditor may receive annually for non-audit services; (v) ensure that the Company and the external auditor comply with current rules on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, the other rules on auditor independence; and (vi) make a final assessment of the auditor's performance and how it has contributed to the quality of the audit and the integrity of the financial information.

Furthermore, the Audit and Sustainability Committee, which is responsible for relations with the Company's external auditors, must refrain from proposing to the Board, which in turn must refrain from submitting to the General Meeting, the appointment as auditor of any audit firm that is involved in any cause of legal incompatibility.

Also, in accordance with the Information Reporting, Contacts and Engagement with Shareholders, Institutional Investors, Asset Managers, Proxy Advisers, and Other ACS Stakeholders Policy, as updated on 19 December 2024, the Company will endeavour to ensure that the reporting activities and contacts with proxy advisers are carried out sufficiently in advance of the notice of meeting and holding of the General

Meeting, so that ACS may provide them with the appropriate explanations and clarification necessary to draw up the Committee's recommendations for voting at General Meetings and, where appropriate, consider their suggestions with the requisite care and respond. To this end, the DRI, together with the General Manager of ACS, will maintain regular contacts with the proxy advisers that have the highest market presence to inform them of the circumstances of ACS and its environment, so that their voting recommendations may be based on knowledge of the special circumstances of the Company and its activities.

Similarly, the provisions of the Policy as regards proxy advisers will also apply to financial analysts, rating agencies (financial, ESG, etc.) and other similar entities.

C.1.31 Indicate whether the company changed its external auditors during the year. If so, identify the incoming and outgoing auditors:

Yes	No
	X

Outgoing auditor	Incoming auditor

Comments

C.1.32 Indicate whether the audit firm performs other non-audit work for the company and/or its group and, if so, state the amount of fees received for that work and the percentage this amounts represents of the audit fees billed to the company and/or its group:

Yes	No
X	

	Society	Companies of the Group	Total
Amount of other non-audit work (thousands of euros)	587	1,251	1,838
Amount of other non-audit work/Audit services amount (as a %)	54.0%	10.8%	14.5%

Comments

C.1.33 Indicate whether the Auditors' report on the financial statements for the previous year had any qualifications. If applicable, indicate the reasons given to shareholders at the General Meeting by the Chair of the Audit Committee to explain the content and scope of these qualifications.

Yes	No
	X

Explanation of the reasons and direct link to the document made available to shareholders at the time of the call in relation to this matter

C.1.34 Indicate the number of uninterrupted years that the current auditing firm has audited the separate and consolidated financial statements of the company. Also indicate the percentage that the number of years audited by the current auditing firm represents of the total number of years which the financial statements have been audited:

	Separate	Consolidated
Number of uninterrupted years	2	2

	Separate	Consolidated
Number of years audited by current auditing firm /Number of years that the company or its group has been audited (as a %)	88.57%	88.57%

Comments

C.1.35 Indicate and if applicable provide details of any procedure for board members to obtain the information required to prepare for the meetings of the administrative bodies with sufficient time:

Yes	No
X	

Detail of procedure

In the performance of their duties, the Company's Directors have the duty to demand and the right to obtain from the Company the appropriate and necessary information to discharge their obligations. Unless the Board has been convened or has been exceptionally called for reasons of urgency, the Directors must be given the information they need for deliberation and adoption of resolutions on the matters to be discussed in the appropriate format sufficiently in advance (Articles 14.1, 17, and 22.2.c) of the Board Rules.

Without prejudice to the above right to information, directors also have the right to seek external advice when they deem it necessary for proper performance of their duties, as expressly contemplated in the Board Rules in respect of the members of the Board Committees (Articles 25, 27, and 28 of the Board Rules), which shall be understood to be applicable in relation to the performance of their duties by all members of the Board of Directors generally. Requests not only for information but also for external advice from directors will be channelled through the Secretary of the Board.

C.1.36 Indicate and, where applicable, specify whether the company has established rules that require directors to report and, where applicable, resign when situations affect them, whether or not related to their actions in the company itself, that may harm its credit and reputation:

Yes	No
X	

Explanation of rules

Articles 14 and 15 of the Board Rules concern the general duties of care and loyalty of directors in exercising the duties inherent to their positions and potential conflicts of interest.

In particular, Article 14.2 (f) of the Rules of the Board of Directors requires Board members to report, and if appropriate, resign when situations arise that affect them, whether or not they are related to their actions in the Company itself, that may damage the credit and reputation of the Company and, in particular, any criminal proceedings in which they are under investigation, and of their procedural developments. After having been informed or otherwise learned of the matter, the Board will examine the case as soon as possible and, having regard to the specific circumstances, will decide, following a report from the Nominations Committee, whether to take any action, such as opening an internal investigation, requesting the resignation of the Director or proposing the Director's removal. This must be reported in the Annual Corporate Governance Report, unless there are special circumstances that justify otherwise, which must be recorded in the minutes, without prejudice to the information that the Company must disclose, if appropriate, at the time the corresponding measures are adopted.

Furthermore, Article 14.2.e provides that directors must take the necessary measures to avoid becoming involved in situations in which their interests may conflict with the Company's interests and with their duties to the Company. In line with this, Article 15.3 of the Board Rules specifies the obligation of directors to notify the Board of any direct or indirect situation in conflict with the Company's interests that they or persons related to them may have.

C.1.37 Indicate, unless special circumstances have arisen that have been recorded in the minutes, whether the Board has been informed of or has otherwise become aware of any situation affecting directors, whether or not related to their work in the company itself, that may harm its credit and reputation:

Yes	No
	X

C.1.38 Detail the significant agreements entered into by the Company that will come into force, be modified or terminate in the event of a change in control over the Company resulting from a takeover bid, and the effects thereof.

The notes issued by ACS, Actividades de Construcción y Servicios, S.A., under its Euro Medium Term Note Programme (EMTN Programme), which was approved by the Central Bank of Ireland, in the Euromarket for a nominal amount of EUR 750 million (maturing in June 2025 and with an annual coupon of 1.375%) and another private issue for a nominal amount of EUR 50 million (with a coupon of 4.75% maturing in November 2026).

C.1.39 Identify individually for directors and cumulatively for all other cases, and indicate, in detail, the agreements between the Company and its executives and officers or employees who have termination benefits, guarantee or golden parachute clauses, when they resign or are dismissed unfairly or the contractual relationship ends due to a takeover bid or other type of operation.

The General Meeting will be deemed to have been informed of clauses to the extent that they are mentioned in the Annual Remuneration Report submitted for approval at the Ordinary General Shareholders' Meeting on a consultative basis.

Executive directors do not have a right to compensation if their executive functions are terminated, except the CEO, whose compensation will be equal to two years and will be calculated based on fixed remuneration plus the amount corresponding to variable remuneration, assuming 100% fulfilment of targets. Compensation is not awarded if the removal arises as a result of wilful misconduct or gross negligence by the CEO in the performance of his duties causing losses to the Company.

No compensation is envisaged for a change of control.

Indicate whether these contracts have to be disclosed to and/or approved by the bodies of the Company or of its Group beyond what is required by law. If yes, specify the procedures, cases envisaged and the nature of the bodies responsible for their approval or making the communication:

	Board	General Meeting
Body authorising the clauses	X	

	YES	NO
Is the General Meeting informed about the clauses?	X	

Comments

C.2 Committees of the Board

C.2.1 Detail all the Committees of the Board, their members and the proportion of executive, proprietary, independent and other external Board Members on them:

Executive Committee		
Name	Position	Category
MR FLORENTINO PÉREZ RODRÍGUEZ	CHAIR	Executive
MR PEDRO JOSÉ LÓPEZ JIMÉNEZ	BOARD MEMBER	Other External
MR JUAN SANTAMARÍA CASES	BOARD MEMBER	Executive
MR ISIDRO FAINÉ CASAS	BOARD MEMBER	Proprietary
MS CARMEN FERNÁNDEZ ROZADO	BOARD MEMBER	Independent

% executive directors	40%
% Proprietary Board Members	20%
% Independent Board Members	20%
% Other External Board Members	20%

Explain the functions delegated or attributed to this Committee other than those already described in section C.1.9, and describe the procedures and rules for its organisation and functioning. For each of these functions, indicate its most important actions during the year and how it exercised each of the functions attributed to it in practise, whether by law or under the Company's Articles of Association or other corporate resolutions.

The Executive Committee exercises, by delegation of the Board, all the powers corresponding to the Board except those that, by law or under the Company's Articles of Association, cannot be delegated. Nevertheless, the Board may delegate its authority to hear and decide upon any matter under its competence and, for its part, the Executive Committee may submit decisions on any matter to the Board, if even though it is a matter under its competence, it deems it necessary or expedient for the Board to decide upon it.

The Committee will meet as often as called by its Chair, at the Chair's own initiative or at the request of at least two of its members. It will be held convened when the majority of its members attend, present or represented, and unless the legislation in force, the Company's Articles of Association, or the Board Rules

provide otherwise, it will pass its resolutions by an absolute majority or the votes cast by those attending, present or represented.

The Secretary of the Board is appointed as Secretary of the Committee and may speak but may not vote.

Insofar as deemed necessary, and with the necessary adaptations, the operation of the Executive Committee will be governed by the Rules of the Board of Directors regarding its operation.

In 2024 the Executive Committee met 10 times, analysing the Company's financial information exhaustively, and it took decisions in the different areas of its competence, particularly in relation to the Goals and Strategies to be pursued in the Company's business activities.

Audit and Sustainability Committee		
Name	Position	Category
MR JOSÉ ELADIO SECO DOMÍNGUEZ	CHAIR	Independent
MR EMILIO GARCÍA GALLEGO	BOARD MEMBER	Independent
MS CATALINA MIÑARRO BRUGAROLAS	BOARD MEMBER	Independent
MS MARÍA SOLEDAD PÉREZ RODRÍGUEZ	BOARD MEMBER	Proprietary
MS CARMEN FERNÁNDEZ ROZADO	BOARD MEMBER	Independent

% executive directors	–
% Proprietary Board Members	20%
% Independent Board Members	80%
% Other External Board Members	–

Explain the functions, including, where appropriate, those in addition to those legally envisaged, attributed to this Committee, and describe the procedures and rules of its organisation and functioning. For each of these functions, indicate its most important actions during the year and how it exercised each of the functions attributed to it in practise, whether by law or under the Company's Articles of Association or other corporate resolutions.

The Audit and Sustainability Committee has the following functions:

In relation to the **oversight of financial and non-financial information**:

a. To report to the General Meeting on all matters arising within the mandate of the Committee and, in particular, on the result of the audit, explaining how the audit contributed to the integrity of the financial information and the role that the Committee played in that process.

b. To oversee and evaluate the preparation and presentation of the financial and non-financial information of the Company and where applicable, that of the group, while reviewing compliance with regulatory requirements and ensuring the adequacy of the consolidation scope defined and the appropriate application of accounting criteria, and in particular knowing, understanding and overseeing the efficiency of the Internal Control Over Financial Reporting System (ICFRS). The Committee may present recommendations or proposals to the Board to safeguard the integrity of the financial information.

c. First report to the Board on the financial information and directors' report, which will include, where appropriate, the mandatory non-financial information that the Company must periodically publish.

d. To ensure that the Annual Financial Statements that the Board submits to the General Meeting are drawn up in accordance with accounting regulations and that, in cases where the auditor has included a qualification in its report, the Chair of the Audit and Sustainability Committee clearly explains the Audit and Sustainability Committee's position in respect of its content and scope to the General Meeting and places a summary of its position at the shareholders' disposal, together with the other proposals and reports, when the meeting call is issued.

In relation to the **oversight of internal controls and internal audits**:

e. To oversee the effectiveness of the Company's internal controls, ensuring that the internal control policies and procedures in place are applied effectively in practice, and that of the internal audit, while discussing any significant weaknesses in the internal control system identified during the performance of the audit with the statutory auditor, all of which must be done without compromising its independence, while providing its conclusion on the level of its trust in and reliability of the system. To this end, as the case may be, it may make recommendations or proposals to the Board and define the corresponding time-frame allowed for follow-up.

f. To oversee the independence of the internal audit unit; propose the selection, appointment, re-election and removal of the head of the internal audit department; propose the budget for the service; approve, or propose the board approve, its orientation and annual internal audit plan, ensuring that activities are directed principally towards key risks for the company (including reputational risks); receive regular information on internal activities; ensure that senior management takes the conclusions and recommendations of internal audit reports into consideration; and to conduct an annual review of the functioning of the internal audit unit and the performance of its functions by its head.

g. To establish and supervise a mechanism that allows employees and other persons related to the Company, such as directors, shareholders, suppliers, contractors or subcontractors, to confidentially report any potentially significant irregularities, including financial, accounting or any other irregularities related to the Company that they notice within the Company or its group, receiving regular information on its operation and being able to propose appropriate actions for its improvement and the reduction of risk in the future.

As pertains to the **oversight of risk management and control**:

h. To supervise and evaluate the effectiveness of the financial and non-financial risk management systems related to the Company and its group, including operational, technological, legal, social, environmental, political and reputational risks and those related to corruption.

i. To re-assess, at least annually, the list of the most significant financial and non-financial risks and assess the respective level of risk tolerance, while proposing, where appropriate, the corresponding adjustment to the Board. For these purposes, the Committee will hold, at least annually, a meeting with the heads of the business units in which they will explain the business trends and associated risks.

j. Directly to oversee the performance of the internal control and risk management functions carried out by any unit or department of the Company

In relation to the **external auditor**:

k. To submit proposals to the Board for the selection, appointment, re-election and replacement of the external auditor, being responsible for the selection process, and the terms and conditions of its engagement, and to this end it must:

1. define the process for selection of the auditor; and
2. issue a justified proposal that will contain at least two alternatives for the selection of the auditor, except in the case of the auditor's re-appointment.

l. To obtain regular information from the external auditor on the audit plan, its execution and any other issues related to the financial auditing process, in particular any discrepancies that may arise between the

statutory auditor and the Company's management, in addition to preserving its independence while performing its functions.

m. To establish the appropriate relationships with the external auditor for the purpose of receiving information on any matter that may jeopardise the respective independence, for the examination of the Committee, and any other matter relating to the development process of the financial auditing, and when applicable authorise the services other than those which are prohibited, under the terms provided for in the applicable regulations, in addition to any other notification provided for under Spanish laws regarding financial auditing and technical auditing standards.

In any case, it must receive a statement from the external auditors each year attesting to their independence in relation to the entity or entities directly or indirectly related to it, and detailed and individualised information on the additional services of any kind rendered and the corresponding fees received from these entities by the external auditor or by the persons or entities related to it in accordance with auditing legislation.

n. To issue a report on an annual basis, in advance of the issuance of the audit report, expressing an opinion on whether the independence of the statutory auditor has been maintained. This report will in any case address the reasoned assessment of each and all of the services referred to in the preceding paragraph, considered both individually and as a whole, and the system in place to assure auditor independence and compliance with prevailing audit regulations.

ñ. To examine the circumstances and reasons in the event of resignation of the external auditor.

o. To ensure that the remuneration of the external auditor's work does not compromise quality or independence, in addition to establishing a guideline cap on the fees that the auditor may receive annually for services other than auditing.

p. To oversee reporting by the company of any change of auditor to the CNMV, and to ensure that it is accompanied by a statement with regard to the possible existence of any disagreements with the outgoing auditor and their content.

q. To ensure that the external auditor holds an annual meeting with the whole Board to report on the audit work carried out and on the evolution of accounting matters and the risks to which the company is exposed.

r. To ensure that the Company and the external auditor respect prevailing regulations governing the provision of services other than audit, the limits on the concentration of the auditor's business and the terms of regulations governing auditor independence in general.

s. To ensure that the Company and the external auditor respect prevailing regulations governing the provision of services other than audit, the limits on the concentration of the auditor's business and the terms of regulations governing auditor independence in general.

Other duties:

t. To report on related-party transactions that must be approved by the General Meeting or the Board and supervise the internal procedure established by the Company for any whose approval has been delegated by the Board in accordance with the applicable regulations.

u. To report to the Board on all matters where so required by Law, the Articles of Association, and the Rules of the Board of Directors, in particular with regard to:

1. the financial conditions, accounting impact and, as the case may be, exchange equation concerning transactions involving structural and corporate changes that the Company plans to carry out; and
2. the creation or acquisition of investments in special purpose vehicles registered in countries or territories listed as tax havens.

In addition, in relation to **corporate governance and sustainability in environmental and social matters**, the Committee is responsible for the following functions:

- Supervision of compliance with corporate governance rules and the Company's internal codes of conduct, also ensuring that the corporate culture is aligned with its purpose and values.
- Supervision of the application of the general policy relating to the communication of economic-financial, non-financial and corporate information, and communication with shareholders and investors, voting advisers and other stakeholders. The way in which the Company communicates and relates to small and medium-sized shareholders will also be monitored.
- Regular evaluation and review of the Company's system of corporate governance and overall sustainability policy to ensure that it fulfils its mission of promoting the corporate interest and takes the legitimate interests of the remaining stakeholders into account in an appropriate manner.
- Supervision to ensure that the Company's environmental and social practices comply with the defined strategy and policy.
- Supervision and evaluation of processes affecting different stakeholder groups.

The Audit and Sustainability Committee will be deemed to be quorate only when a majority of its members attend, and it will pass its resolutions by an absolute majority vote of those attending, with the Chair having the tie-breaking vote in the event of a tie. The Audit Committee meets as often as it may be convened by the Chair, and in any event it meets at the beginning and end of the audit of the Company's and the Group's individual and consolidated financial statements, and before the issue of the pertinent audit reports. The Committee also meets on the occasion of the preparation of the mandatory financial information which the Company is required to publish.

The Audit and Sustainability Committee will be deemed to be quorate only when a majority of its members attend, and it will pass its resolutions by an absolute majority vote of those attending, with the Chair having the tie-breaking vote in the event of a tie. The Audit Committee meets as often as it may be convened by the Chair, and in any event it meets at the beginning and end of the audit of the Company's and the Group's individual and consolidated financial statements, and before the issue of the pertinent audit reports. The Committee also meets on the occasion of the preparation of the mandatory financial information which the Company is required to publish.

The Secretary of the Company's Board attends the Committee's meetings, acts as its Secretary, with entitlement to speak but not to vote, and writes up the Minutes of the meeting, which are forwarded to all members of the Board following their approval.

To the extent necessary, and with the appropriate adaptations, the provisions of the Board Rules relating to the operation of the Board will apply to the functioning of the Audit and Sustainability Committee.

In 2024 the Audit and Sustainability Committee met a total of 8 times (once in writing without a meeting) and performed the following functions, inter alia, within the scope of its responsibilities:

a) Oversight of financial and non-financial reporting.

As regards quarterly and half-yearly financial reporting, although the Revised Text of the Corporate Enterprises Act repealed section 120 of the Securities Market Act and hence the obligation of securities issuers to send the CNMV, and publish, quarterly financial reports, the Company continues to prepare those reports, and in this regard, before they were submitted, the Audit and Sustainability Committee supervised the half-yearly financial reports and the financial information sent to the CNMV quarterly and made public as "Other Material Information".

This review applies both to information submitted using the CNMV's official formats and to the information the Company reports to the CNMV on publishing its quarterly and half-yearly results, to verify that the information stated is coherent and to ensure that the criteria applied are reasonable and the figures are accurate.

In this regard, at its meetings held on 14 May and 30 July with the external auditor and the Corporate General Manager in attendance, the Audit and Sustainability Committee examined and reported favourably on the individual and consolidated financial statements for the first quarter and the first half of 2024. In turn, at its meeting held on 12 November, the Audit and Sustainability Committee examined and reported favourably on the individual and consolidated financial statements for the period ended on 30 September 2024.

In relation to annual financial reporting, at its meetings held on 29 February and 21 March 2024 with the external auditor and Corporate General Manager present, the Audit and Sustainability Committee examined the individual and consolidated financial statements for 2023 and, in light of the information provided by the external auditor, reported favourably.

As regards non-financial reporting, at its meeting held on 21 March 2024 the Committee examined the non-financial information contained in the Management Report for the 2023 financial year. It also reported favourably on the Annual Corporate Governance Report for 2023.

In turn, on 14 May 2024, the Chief Sustainability Officer presented the ACS Group Sustainability Monitoring Report for the first quarter of 2024, on 30 July 2024 the ACS Group Sustainability Monitoring Report for the first half of 2024, and on 12 November 2024 the Sustainability Monitoring Report for the first nine months of the year, and the Committee unanimously approved the double materiality assessment set forth in that report. Finally, on 19 December 2024 the Committee was informed concerning the ESG Report.

b) Internal control and risk management.

To respond to the need for global and homogeneous risk management, the Company has established a risk management model which includes the identification, assessment, classification, evaluation, processing and monitoring of risks at the Group level and that of the operational Divisions. When these risks have been identified, a risk schedule is prepared which is updated regularly based on the different variables involved and the types of activities in which the Group is involved, assessing them on the basis of the respective impact and the probability of occurrence.

To this end, the effectiveness of the risk control systems are assessed and verified periodically by the internal audits of the production units and by the Corporate Internal Audit of ACS, which contributes to the management of the general risks the Group faces in achieving its objectives. The alerts, recommendations and conclusions generated are reported both to Group Management and to the heads of the business segments and companies assessed.

On that basis, in 2024 the Audit and Sustainability Committee oversaw the effectiveness of the internal controls of the Company, Internal Audit, and risk management systems, and identified and assessed risks and monitored the financial and non-financial indicators for the main companies in each business area.

In particular, the Chief Risk Officer presented the "Managing climate change-related risks and opportunities" report on 29 February, the 2024 first-quarter Risk Management Report on 14 May, and on 25 June the Risk Management Report setting out his duties, the most important measures taken in 2023 and the first half of 2024, and the objectives for 2024.

On her part, at the meetings held on 29 February 2024 and 21 March 2024 (with data as at 31 December 2023), the Chief Compliance and Corporate Governance Officer informed the Committee of the conclusions drawn by the Annual Compliance Monitoring Report for 2023, and at the meeting of 30 July 2024 (data as at 30 June 2024), of the half-yearly Compliance Report, which concluded that the ACS Group had met the targets the ACS Compliance and Governance Committee had set for the first half of 2024, mainly focused on worldwide implementation of its cross-sectional compliance model based on ISO 37301 standard.

The Chief Compliance and Corporate Governance Officer also presented to the Committee the evaluation of the responses from the Divisions to the Global Compliance Report for the first half of 2024 and the compliance risk reports submitted by the various compliance advisers engaged for each of the compliance disciplines reported on.

At its meeting on 19 December 2024, the Committee approved the Compliance budget for the 2025 financial year for submission to the Board of Directors.

In addition, at its meeting held on 21 March, the Audit and Sustainability Committee approved the 2023 tax memorandum submitted by the Director of the Company's Tax Department, prepared in accordance with the Best Tax Practice Code in reference to the 2023 tax expense and the ACS Group's tax situation. Furthermore, at the Committee's meeting held on 12 November 2024, the Director of the Tax Department presented the Fiscal Transparency Report for 2023 to the Committee, which reported favourably and resolved to submit it to the Board.

c) Internal Audit.

The ACS Group's Internal Corporate Audit functions are carried out by the Company's Internal Audit Department, which coordinates the internal auditing of the Group's various business segments. The Corporate Internal Audit Department is included in the organisational structure as a body reporting hierarchically to Corporate General Management and functionally to the Board's Audit and Sustainability Committee.

As a result of its work, the internal audit departments of the Group companies issue a written report which summarises the work carried out, the situations identified, and the action plan including, where applicable, the timetable and persons responsible for correcting the situations identified, along with opportunities for improvement. These reports are sent to the head of the business area and to Corporate General Management.

Each year the Corporate Internal Audit Department submits an Activities Report to the Audit and Sustainability Committee which contains a summary of the activities carried out, the reports drawn up during the year, and monitoring of the main material aspects and recommendations contained in the various reports.

In this regard, at the meetings held on 29 February and 21 March 2024, the Corporate Internal Audit Department, as part of its duties, presented the 2023 Internal Audit Activities Report and the 2024 Internal Audit Plan to the Audit and Sustainability Committee.

In addition, at the meetings held on 29 February, 14 May, 30 July, and 12 November 2024, the Corporate Internal Audit Department presented to the Audit and Sustainability Committee a summary of the reports issued and the status of the internal audits for the various business areas, including the conclusions of all the internal audits.

d) External Auditor

In the performance of its duties, the Audit and Sustainability Committee holds meetings with the external auditor on a regular basis and in any case whenever there is a review of the abridged interim financial statements for the first and second half of the year prior to their approval and prior to the Board meeting held to prepare both the full individual annual financial statement for the Company and those for the Consolidated Group.

In this regard, the main features of the statements **External Auditor** were reported on at the meetings held on 29 February, 21 March, 14 May, 30 July, 12 November, and 19 December with the external auditor in attendance, and at the meeting of 19 December 2024, the auditor reported on the preliminary conclusions of the 2024 audit.

In addition, at the meeting held on 21 March 2024, the external auditor presented the list of non-audit work carried out in 2023, which was approved by the Committee.

Furthermore, at the meeting held on 14 May, the external auditor presented the audit plan for 2024, and at the meeting held on 12 November, on the scope and focus of the audit work and the main risks, together with the schedule of work for 2024.

e) Supervising compliance with the Company's corporate environmental, social, and governance policies and rules, and internal codes of conduct.

The Audit and Sustainability Committee's was significantly more active in 2024 than in previous years in two of its areas of responsibility: Sustainability and Governance.

This was largely a consequence of the relevance of the regulatory developments promoted within the European Union organisation in relation to **technological innovation** and the **digital transformation**, advancing the transition towards **sustainable development in the areas of human rights, the environment, and climate change**, and dissemination by supervisory authorities and international bodies of standards and recommendations in these areas.

Of particular note in this respect are the *Corporate Sustainability Due Diligence Directive (CS3D)*, the *Corporate Sustainability Reporting Directive (CSRD)*, the *Artificial Intelligence Regulation*, the *Cybersecurity Directive (NIS2)*, and the *Cybersecurity Good Governance Code (CGC)*.

In addition to the above, at the national level (in some cases with their regulatory origin in the European Union), various standards and recommendations in the area of **corporate governance** of companies, especially listed companies, have recently been approved, e.g., the *Equal Representation and Balance between Women and Men Act* (which has set a target for listed companies to have at least 40% women board members), the *LGTBI Equality Act*, *Technical Guide 1/2024* updating various aspects of the previous version from 2017, and the *Code of Best Practice for Investors*.

All the above has generated significant new market expectations as to the responses by large business groups to this new regulatory context.

Accordingly, as a result of the intense work carried out in 2024 by different departments of the Company, coordinated by the Compliance and Governance Committee, under the responsibility of the Audit and Sustainability Committee to supervise compliance with the rules of corporate governance and the Company's internal codes of conduct and to review the corporate governance system as a whole, at its meeting held on 19 December 2024 the Committee reviewed the proposal to revise the Company's Governance System and submitted proposals for updating the ACS codes of conduct and basic policies in matters of Sustainability, Compliance, Data Protection, Information Security (Cybersecurity), Artificial Intelligence, Risks, and Corporate Governance to the Board. The main changes in this respect are summarised below:

- **Sustainability**

- Updates to the Sustainability Policy, now named the *Overall Sustainability Policy*, covering the aspects of both market information (the new Sustainability Report) and so-called Due Diligence measures.
- Under this Overall Policy the *Human Rights, Environmental, Sustainable Procurement, Occupational Health and Safety, Code of Conduct for Business Partners*, policies and the *Corporate Sustainability Due Diligence Protocol* have been updated.

- **Compliance**

- Specific aspects of the *Code of Conduct* and the *Overall Compliance Policy* have been updated to include certain principles mainly related to new sustainability, data, information security, cybersecurity, and artificial intelligence legislation and regulations.
- In this connection, revisions have been made to very specific aspects of the *Criminal and Anti-Bribery Compliance Policy*, *Compliance with International Sanctions, Gifts and Hospitality, Relations with Public Officials and the Equivalent*, the *Global Compliance Management System Framework Document*, and the *Whistleblower Protection Policy* (Ethical Reporting Channel), and a *Conflicts of Interest Policy* has been proposed, one of the relevant rules still pending as regards Compliance.

All this work has enabled the Company to maintain its ISO and UNE certifications and various relevant reputational ratings in the marketplace.

- With respect to markets, the *Securities Market Conduct Regulation* (SMP) (RIC), the *Treasury Stock Policy*, and the *Related-Party Transactions Protocol* have been updated in line with the Spanish Investment Services and Securities Markets Act and Technical Guide 1/2024.
- With respect to competition, the *Competition Compliance Policy and Protocol* has been expanded and updated to include the new Guidelines and Action Protocols of the competition regulatory authorities, incorporating the basic principles on merger control and National Government aid.

- **Data Protection**

- The *General Data Protection Policy* has been drawn up to fill an existing gap following publication of the EU Data Protection Regulation and supplementary Spanish legislation on data protection and the protection of the fundamental rights of honour, privacy, and image (Organic Act 1/1982).

- **Information Security**

- The *Information Security and Cybersecurity Policy* and the *Artificial Intelligence Policy* have been drawn up. The regulatory basis emanates from the Artificial Intelligence Regulation applicable as of 2 February 2025, the Cybersecurity Directive (NIS2) applicable from 17 October 2024 upon expiry of the transposition deadline, and the Good Governance ode on Cybersecurity issued by the CNMV in July 2023.

- **Risks**

- On the initiative of the Risk Department, the *Overall Risk Control and Management Policy* has been updated to establish, in particular, a common corporate framework for development of a system by the different Group companies and also take certification standards into account.

- **Corporate Governance**

- The *Corporate Governance Policy* has been updated in line with the new CNMV Guidelines and Recommendations, with governance principles in matters of sustainability and information security, and with the *Information Reporting, Contacts and Engagement with Shareholders, Institutional Investors, Asset Managers, Proxy Advisers, and other Stakeholders Policy* in line with the Code of Best Practice for Investors and the Public Disclosure Policy released by the CNMV in February and March 2023, respectively.

The preceding internal policies and rules were approved by the Company's Board on 19 December 2024. At that same Board meeting it was agreed to change the name of the Committee to the Audit and Sustainability Committee in consonance with the new functions the Committee has been assigned. The new name was included in the updated policies in December 2024 and will also be included in the Board of Director Rules current under review.

Prior to this, in the framework of the work described above, at the meeting of 12 November 2024 the Chief Compliance and Corporate Governance Officer presented the proposed amendments to the Compliance and Governance Committee Rules, aimed, at the request of its members, at clarifying the scope of responsibility for the support and internal coordination functions involving Compliance and Corporate Governance, Sustainability, Information Security and Privacy given the cross-sectional nature of these matters and the coordination they require. The amendments were unanimously approved by the Committee.

In this regard, it is important to note that, in accordance with the Group's decentralised management model, ACS, as the parent company of the Group, takes on the task of defining strategy and establishing the basic management guidelines for the Group as a whole by means of the corresponding corporate policies and rules, without prejudice to ordinary and effective management of the businesses by the different companies making up the Group, to ensure an adequate level of coordination and internal control. The Group companies are to design and implement their own policies and rules of conduct in accordance with the strategic guidelines laid down by ACS for the Group, where appropriate establishing their own corporate bodies for internal control functions of audit, risk control, and compliance matters under their own structure. They must further ensure that the requisite information is transmitted to ACS so that it can exercise its functions of defining strategy and coordination and comply with applicable legal requirements.

f) Other Committee functions.

In the framework of its functions, the Audit and Sustainability Committee is responsible for informing about Related-Party Transactions for approval by the General Meeting or the Board and supervising the internal procedures set up by the Company for transactions for which the Board has delegated approval under applicable law in accordance with Article 25.6.t) of the Board Rules.

In this regard, on 3 March 2025 the Audit and Sustainability Committee received the Related-Party Transactions Committee's report on its activities in 2024, which the Committee approved at its meeting of 27 March 2025.

That Report states that the Committee carried out the following activities in 2024:

- At its meeting held on 12 March 2024, it reviewed the information on related-party transactions contained in the annual corporate governance report for 2023 and in the notes to the annual financial statement for that same financial year to ensure that these two documents were consistent.
- In addition, at its meeting held on 18 July 2024, it considered a transaction that it deemed to be a related-party transaction for ACS requiring the approval of the Chief Executive Officer pursuant to delegation by the Board of Directors, inasmuch as it had a value of less than 10% of the total assets on the last annual balance sheet approved by the Company, was being carried out in arm's length terms at prices applicable for all purchasers generally, and was not in excess of 0.5% of the Company's net turnover. The transaction was therefore submitted to the Chief Executive Officer for approval/ratification, and he approved it on 23 July 2024.
- Further, at its meeting held on 10 December 2024, the Committee approved a proposal to revise the Related-Party Transaction Protocol, mainly to adapt bring it into line with Technical Guide 1/2024 and submitted it to the ACS Audit and Sustainability Committee.
- Finally, actions for dissemination of the Protocol carried out by the Transactions Committee included reviewing the forms for identifying ACS related parties and they were approved for circulation to direct related parties (shareholders that hold at least 10% of the voting shares, directors, and senior management).

On the other hand, Article 9 of the Rules of the Board of Directors establishes that the Board must perform an annual evaluation of the functioning of its Committees based on the reports they submit to the Board. To this end at its meeting held on 21 March, the Committee reported favourably on the annual report (then called the "operating report") on the Committee's activities in 2023.

Lastly, at its meeting held on 19 December 2024, the Committee resolved to report favourably to the Board concerning the proposed delegation of issue of the second flexible dividend approved by the General Meeting held on 10 May 2024 to the Executive Committee, the Chairman, and the Director Secretary.

Identify the board members appointed to a seat on the audit committee in view of his/her knowledge and expertise in accounting and audit matters, and indicate the date the committee's chairman was appointed to the position.

Name of directors with experience	MS CARMEN FERNÁNDEZ ROZADO, MS CATALINA MIÑARRO BRUGAROLAS, AND MR JOSÉ ELADIO SECO DOMÍNGUEZ
Date of chair's appointment to position	31/3/2021

Nominations Committee		
Name	Position	Category
MS CATALINA MIÑARRO BRUGAROLAS	CHAIR	Independent
MS CARMEN FERNÁNDEZ ROZADO	BOARD MEMBER	Independent
MS MARÍA JOSÉ GARCÍA BEATO	BOARD MEMBER	Independent
MR MARIANO HERNÁNDEZ HERREROS	BOARD MEMBER	Proprietary
MS LOURDES MÁIZ CARRO	BOARD MEMBER	Independent

% executive directors	–
% Proprietary Board Members	20%
% Independent Board Members	80%
% Other External Board Members	–

Explain the functions, including, where appropriate, those in addition to those legally envisaged, attributed to this Committee, and describe the procedures and rules of its organisation and functioning. For each of these functions, indicate its most important actions during the year and how it exercised each of the functions attributed to it in practise, whether by law or under the Company's Articles of Association or other corporate resolutions.

The Nominations Committee has the following functions:

In relation to the **composition of the Board**:

a. To evaluate the capabilities, expertise and experience required by the Board. To this end, it will define the functions and skills required of the candidates to fill each vacancy and assess the time and dedication necessary for them to perform their duties effectively, ensuring that non-executive Directors have sufficient time available to properly perform their duties.

To this end, the Committee must prepare and periodically update a matrix with the necessary skills of the Board that defines the aptitudes and expertise of the candidates for the Board, especially those of executive and independent directors.

b. Propose to the Board the policy on diversity on the basis of, among others, the criteria of age, disability, training, professional experience and gender, establishing the objectives in this respect.

- c. Annually verify the category of board members.

In relation to selecting **Directors and Senior Managers**:

d. To make proposals to the Board for the appointment of independent Board Members by co-option or by approval at the General Shareholders' Meeting, as well as proposals for the re-election or removal of such Board Members by the General Shareholders' Meeting.

e. To make proposals for the appointment of other Board Members by co-option or by approval at the General Shareholders' Meeting, and proposals for the re-election or removal of such Board Members by the General Shareholders' Meeting.

f. To make proposals for the appointment or removal of Senior Executives, especially those who will form part of the Group's Management Committee, and to propose the basic conditions of their contracts, in coordination, where necessary, with the Remuneration Committee.

- g. To regularly verify the criteria regarding the selection of board members.

In relation to Board positions:

h. To make proposals for appointing the Chair, and the case being, the Deputy Chair of the Board.

i. To make proposals for appointing the Chair, and the case being, the Deputy Chair of the Board.

j. To propose, where appropriate, the appointment of the Lead Director.

k. To examine and organize the succession of the Chairman of the Board and of the Chief Executive Officer of the Company and, if applicable, to make proposals to the Board for such succession to occur in an orderly and well-planned fashion, drawing up a succession plan in this regard.

Other duties:

l. To lead, in coordination with the Chairman of the Board and with the collaboration, where appropriate, of the Lead Director, the annual evaluation of the Board regarding the functioning and composition of the Board, its Committees and the Directors of the Company.

m. To design and organise regular refresher programmes for Directors, in coordination, as necessary, with the Remuneration Committee.

n. To ensure that potential conflicts of interest do not adversely affect the independence of external advice provided to the Committee.

To the extent necessary and with the natural adaptations, the provisions of the Rules of the Board of Directors relating to the functioning of the Board will apply to the functioning of the Nominations Committee.

The Nominations Committee meets when convened by the Chair, at least three times a year. It is deemed to be quorate when a majority of its members are in attendance, and it passes resolutions by an absolute majority of the votes, with the Chair having the deciding vote in the event of a tie.

The Secretary of the Board attends the Committee's meetings and acts as its Secretary, with entitlement to speak but not to vote, and writes up the Minutes of the meeting, which are forwarded to all members of the Board following their approval.

The Nominations Committee met five times In 2024 and took decisions in the different areas within its scope. The Nominations Committee performed significant activities in 2024, including:

At its meeting held on 21 March 2024, the Committee reported favourably to the Board on re-appointment of Mr Javier Echenique Landiribar and Mr Mariano Hernández Herreros, both proprietary directors, and at its

meeting held on 30 July 2024, it reported favourably to the Board on the appointment by co-option of Mr Isidro Fainé Casas as proprietary director until the next General Shareholders' Meeting.

All director re-appointments and appointments have been made after a favourable report by the Nominations Committee in accordance with the Corporate Enterprises Act and the Board Rules. The Committee has actively participated in these procedures and has promoted the recruitment and re-appointment of parties with suitable qualifications.

The Committee reviewed and evaluated the biographical details, experience, and professional background of the directors that were undergoing re-appointment or appointment and took into account the skills matrix of the Board as it related to the overall suitability of the composition of the Board in the interest of proper performance of its duties. In this respect, the Committee also took the overall suitability of the Board into account in light of the regulatory changes ensuing from recent EU Directives on sustainability, cybersecurity, and artificial intelligence.

The Committee also evaluated the suitability and merits, availability and past performance in office of the directors whose term of office was to expire.

Furthermore, in the framework of its duty to report on the proposed appointments to the Board, at its meetings held on 10 May 2024, 30 July 2024, and 12 November 2024, the Nominations Committee resolved to report favourably on the following appointments to the Board of Directors and its Committees:

- Re-appointment of Mr Javier Echenique Landiribar as a member of the Executive Committee and the Nominations Committee.
- Re-election of Mr Mariano Hernández Herreros as a member of the Nominations Committee.
- Appointment of Mr Isidro Fainé Casas as First Vice Chairman of the Board of Directors and as a member of the Executive Committee.
- Appointment of Ms María José García Beato as Chair of the Remuneration Committee

At its meeting held on 21 March 2024, the Nominations Committee also reported favourably on the Company's Annual Corporate Governance Report for 2023 and the Committee's annual activities report for 2023 (then called the "operating report").

In relation to the composition of the Board, at its meeting held on 19 December 2024 the Committee unanimously approved a proposal for a new Board of Director and Member Selection Diversity Policy, which was submitted to the Company's Board and approved on that same date.

This Policy is aimed at achieving an appropriate, diverse, and balanced composition of the Board of Directors within the standpoint of overall suitability of the Board. With this in mind, the Committee took into account the *Equal Representation and Balance between Women and Men Act of 1 August 2024*, which amended section 529 bis Corporate Enterprises Act to include a target of at least 40% women board members for listed companies, the *Trans Person Equality and LGTBI Rights Act*, the *Company's Corporate Governance System*, and corporate governance recommendations and best practice.

Remuneration Committee		
Name	Position	Category
MARÍA JOSÉ GARCÍA BEATO	CHAIR	Independent
MR EMILIO GARCÍA GALLEGO	BOARD MEMBER	Independent
MS MARÍA SOLEDAD PÉREZ RODRÍGUEZ	BOARD MEMBER	Proprietary
MR JOSÉ ELADIO SECO DOMÍNGUEZ	BOARD MEMBER	Independent
MS LOURDES FRAGUAS GADEAS	BOARD MEMBER	Independent

% executive directors	–
% Proprietary Board Members	20%
% Independent Board Members	80%
% Other External Board Members	–

Explain the functions, including, where appropriate, those in addition to those legally envisaged, attributed to this Committee, and describe the procedures and rules of its organisation and functioning. For each of these functions, indicate its most important actions during the year and how it exercised each of the functions attributed to it in practise, whether by law or under the Company's Articles of Association or other corporate resolutions.

The Remuneration Committee has the following functions:

a. To report to the Board on policy regarding the remuneration of directors and general managers or other persons discharging senior management functions and reporting directly to the Board, executive committees or chief executive officers, and to verify compliance with the policy established.

b. To report to the Board on the individual determination of the remuneration of each Director as such within the statutory framework and the remuneration policy, and on the individual determination of the remuneration of each Director for the performance of the executive functions attributed within the framework of the remuneration policy and in accordance with the Director's contract.

c. To propose the individual remuneration and other contractual terms of executive Directors, and propose the basic terms of the contracts of Senior Executives in matters of remuneration, in coordination, as necessary, with the Nominations Committee, verifying that they are consistent with the remuneration policies in force.

d. To make proposals for long-term plans that may be established in accordance with share value, such as stock option plans.

e. To periodically review the remuneration policy applied to Directors and Senior Executives, including share-based remuneration systems and their application, and to ensure that their individual remuneration is proportionate to what is paid to other Directors and Senior Executives of the Company.

f. To verify the information on remuneration of Directors and members of the management team contained in the various corporate documents, including the Annual Report on Directors' Remuneration.

g. To ensure that potential conflicts of interest do not adversely affect the independence of external advice provided to the Committee.

The Remuneration Committee meets when convened by its Chair, at least twice a year. It is deemed duly convened when the majority of its members are present, and it passes resolutions by majority vote, with the Chair having the deciding vote in the event of a tie.

The Secretary to the Board attends the Committee's meetings and acts as its Secretary, with entitlement to speak but not to vote, and writes up the Minutes of the meeting, which are forwarded to all members of the Board following their approval.

Insofar as deemed necessary, and with the natural adaptations, the operation of the Executive Committee will be governed by the Company's Articles of Association or the Rules of the Board of Directors regarding the operation of the Board.

In 2024 the Remuneration Committee met once and took decisions in the different areas within its scope, namely:

- The Remuneration Committee verified the information and reported favourably on the Annual Report on Director Remuneration for 2023, drawn up in accordance with section 541 Corporate Enterprises Act as per the template approved by the CNMV set out in *Circular 3/2021, of 28*

September, of the National Securities Market Commission amending Circular 4/2013, of 12 June; and Circular 5/2013, of 12 June. The essential aspects of the report were discussed at that meeting.

- Lastly, pursuant to Article 28.11 of the Board Rules, the Committee approved the Committee Activities Report for 2023 for subsequent submission to the Board.

C.2.2 Complete the following table with information relating to the number of women Board Members on the Committees of the Board at the closing of the last four financial years:

	Number of women Board members							
	2024		2023		2022		2021	
	Number	%	Number	%	Number	%	Number	%
Executive Committee	1	20%	1	20%	1	16.67%	1	20%
Audit and Sustainability Committee	3	60%	3	60%	3	60%	3	60%
Nominations Committee	4	80%	4	66.67%	3	50%	2	33,33%
Remuneration Committee	3	60%	2	40%	1	20%	1	20%

C.2.3 Indicate, if applicable, if there are Board Committee Regulations, where they can be consulted and any amendments made during the year. Also indicate whether any annual report on the activities of each committee has been prepared voluntarily.

The Board Committees are governed by Articles 19 to 23 of the Company Articles of Association and Articles 23 to 28 of the Rules of the Board of Directors. Both documents are available on the corporate website at www.grupoacs.com/gobierno-corporativo.

The Board reviewed but did not amend the Board Rules in 2024.

At the start of 2024 the annual reports on the activities of the Audit and Sustainability, Nominations, and Remuneration Committees in 2023 were prepared voluntarily and were made available to shareholders on the ACS website when the Ordinary General Shareholders' Meeting was called.

D. RELATED-PARTY TRANSACTIONS AND INTRAGROUP TRANSACTIONS

D.1 Explain, where applicable, the procedure and bodies competent to approve transactions with connected parties and intra-group transactions, specifying the institution's general internal criteria and rules governing the abstention obligations of the directors or shareholders affected and specifying the internal reporting and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the Board.

Under Article 18 of the Board Rules, the Board is responsible for hearing and approving, following a report from the Audit and Sustainability Committee, transactions that the Company or its subsidiaries carry out with directors, with shareholders that hold 10% of the voting shares or more or are represented on the Company's Board, or with other persons considered related parties by law ("Related-Party Transactions"), unless they are subject to approval by the General Meeting, all without prejudice to the exceptions established by law.

The General Meeting will approve Related-Party Transactions whose amount or value is equal to or greater than ten percent of the total assets in accordance with the latest balance sheet approved by the Company. The Board will approve the other Related-Party Transactions, and it may not delegate this competence except for Related-Party Transactions between Group companies that are carried out in the field of ordinary management and on an arm's length basis, and Related-Party Transactions that are arranged under contracts with standard terms that are applied en masse to a large number of customers, are carried out at prices or rates established in general by the person acting as supplier of the goods or service in question, and the amount of which does not exceed 0.5% of the Company's net turnover.

The Audit and Sustainability Committee must issue a report on the Related-Party Transaction before it is approved by the General Meeting or by the Board. In this report, the Committee must assess whether the transaction is fair and reasonable from the Company's point of view and, where appropriate, from that of shareholders other than the related party, and report on the assumptions on which the assessment is based and the methods used. In the case of transactions approved by delegation, issue of a report by the Audit and Sustainability Committee prior to approval will not be mandatory, although the Board will establish an internal reporting and periodic control procedure in which the Audit and Sustainability Committee will be involved to verify the fairness and transparency of the transactions and, where appropriate, compliance with the applicable legal requirements.

Under sections 529 vicies to 529 tervicies Corporate Enterprises Act and Article 18 of the Rules of the ACS Board of Directors, at its meeting held on 19 December 2024, the Company's Board, at the proposal of the Audit and Sustainability Committee and after a review by the Transactions Committee, approved an updated "Related-Party Transaction Protocol of ACS, Actividades de Construcción y Servicios, S.A." (the "Protocol") that included the changes on this subject brought in by Technical Guide 1/2024. The aim of the Protocol is to establish an internal control procedure for identifying Related-Party Transactions and to establish a system for approving and, where appropriate, disclosing them in full compliance with the legal requirements concerning related-party transactions.

Under the Protocol, identifying and assessing Related-Party Transactions before their approval is the responsibility of the Transactions Committee provided for in the Protocol, whose function is essentially to provide support to the management bodies in applying the rules on Related-Party Transactions. Specifically, the Protocol envisages a procedure comprising the following phases:

- a. Information on the persons and entities to be considered related parties of ACS and identification of the Related-Party Transactions. Each year the Committee Secretary is to send the relevant forms to the directors, members of senior management, and shareholders that hold 10% of the voting shares or more or are represented on the Board for them to fill out, without prejudice to the obligation of the above persons to notify the Secretary of any change that may impact the scope of the universe of related parties of ACS. Based on the above information, the set of persons and entities to be considered related parties of the Company for purposes of applying the regulations concerning Related-Party Transactions will be drawn up.
- b. Proposal of the Related Transaction. The Business Unit or Area of the Company which, by reason of the subject matter, becomes aware that a Related-Party Transaction has been proposed must submit the proposed Related-Party Transaction, together with the relevant documentary evidence,

Comments

D.3 Detail individually any significant or relevant transactions carried out by the company or its subsidiaries with the Company's directors or executives, including those transactions carried out with entities that the director or manager controls or jointly controls, and indicating the competent body for approval and whether any affected shareholders or directors abstained. If the Board has competence, indicate whether the proposed resolution has been approved by the Board without being voted against by a majority of the independent directors:

Name or Company name of the directors or executives or their controlled companies or under joint control	Name or Company name of the company or subsidiary company	Relationship	Nature of the transaction and other information necessary for its assessment	Amount (thousands of euros)	Body that approved it	Identification of the shareholder or director that abstained	The proposal to the general meeting, if applicable, was approved by the board without a nay vote by the majority of independent directors
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Comments

D.4 Individual report on significant intra-group transactions, in terms of their amount or relevant subject matter, carried out by the company with its parent company or with other entities belonging to the parent's group, including the subsidiaries themselves of the listed company, unless no other related party of the listed company has interest in those subsidiaries or they are fully owned, directly or indirectly, by the listed company. In any case, report any intragroup transaction carried out with entities established in countries or territories considered to be tax havens:

Name of the group company	Brief description of the transaction and other necessary information to assess it	Amount (thousands of euros)

Comments

In 2024, the Company did not carry out any Related-Party Transactions with companies in its Group that are not wholly owned or in which another party related to the Company has a stake

D.5 Detail individually any significant or relevant transactions carried out by the company or its subsidiaries with other connected parties under the international accounting standards adopted by the EU that have not been reported under the above headings.

Name of the related party	Brief description of the transaction and other necessary information to assess it	Amount (thousands of euros)
N/A	N/A	N/A

Comments

In 2024, the Company did not enter into any related-party transactions with other related parties in accordance with International Accounting Standards that require approval under the regime provided by law and the Company's corporate regulations on related-party transactions.

D.6 Detail the mechanisms established to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, executives or significant shareholders or other connected parties.

Article 15 of the Rules of the Board of Directors stipulates that the duty to prevent conflicts of interest obliges Board Members to refrain from the following:

- i. Transactions with the Company, except for those that are exempt in accordance with Article 16 of the Regulations or approved in accordance with the Law and Article 18 of the Regulations in relation to Related-Party Transactions.
- ii. Using the Company's name or invoking the condition of Board Member to improperly to influence private transactions.
- iii. Using corporate assets, including confidential information belonging to the Company, for private purposes.
- iv. Taking advantage of the Company's business opportunities.
- v. Receiving benefits or compensation from third parties outside the Company and its group associated with the discharge of the office of director, unless they consist merely of items.
- vi. Undertaking any activities either personally or on behalf of any third party that might result in effective competition, whether actual or potential, with the Company, which might otherwise give rise to any permanent conflict of interests with the Company.

This obligation to refrain applies where the beneficiary of the prohibited actions and activities is a related party of a Board Member. In this regard, the following persons will be deemed to be related to the Board Members:

- i. A Board Member's spouse or persons with a like affective relationship.
- ii. The ancestors, descendants and siblings of any Board Member and/or of his/her spouse.
- iii. The spouses of a Board Member's ancestors, descendants or siblings.
- iv. The Companies or entities in which the Director directly or indirectly holds, including through an interposed person, a shareholding that confers a significant influence on them or on their parent company, a position on the management body or in senior management. For these purposes, any shareholdings equal to or greater than ten percent of the share capital or voting rights in relation to which it has been possible to obtain, in fact or in law, a proxy in the Company's management body is assumed to have significant influence.

- v. The shareholders represented by the Director on the Board.

In any event, Board Members must notify the Board of any direct or indirect conflict of interest they or their related parties may have with the Company.

Any situations of conflict affecting Board Members will be disclosed in the Annual Report in accordance with prevailing legislation.

D.7 Indicate whether the company is controlled by another company within the meaning of section 42 Commercial Code, whether listed or not, and whether it has, directly or through its subsidiaries, business relationships with that company or any of its subsidiaries (other than those of the listed company) or carries on activities related to those of any of them.

Yes	No
	X

E. RISK CONTROL AND MANAGEMENT SYSTEMS

E.1 Explain the scope of the Company's financial and non-financial risk control and management systems, including those related to taxes.

The ACS Group faces multiple inherent risks due to the different countries, activities, and markets in which it operates and the work it does. These risks could impede or even prevent the Group from achieving its objectives and carrying out its strategies successfully. The ACS Group considers Risk Management and Control to be one of the essential pillars of its long-term value creation strategy. Therefore, one of the Group's strategic priorities is to improve and strengthen risk management to increase its effectiveness.

The Overall Risk Management and Control Policy sets out the definition of the Integrated Risk Management and Control System. This Policy ratifies ACS's commitment to developing the necessary capabilities to adequately identify, measure, prioritise, manage, and control risks of all kinds, and it extends to the companies in the group of companies presided over by ACS. In addition to the master regulatory framework set by the Policy, the different companies in the Group may develop their own policies within the framework of their respective functions and areas of responsibility in accordance with their characteristics and the regulatory framework applicable in each case, as long as they abide by the principles and framework regulations of ACS's Overall Risk Control and Management Policy.

Scope

As a master regulatory framework, the Overall Risk Control and Management Policy applies to all areas of the ACS Group, and in this regard the Comprehensive Risk Management and Control System covers all types of risk that may pose a threat to the achievement of ACS's objectives.

Insofar as the Overall Risk Management and Control Policy applies to all ACS Group companies, the internal policies and rules developed by Group companies must comply with the principles of that Policy and with the other regulations established by ACS that have effect for the Group. Each level of management will thus ultimately be responsible for complying with the applicable internal rules and procedures, both within ACS and within each of the Group's companies. All this is compatible with the regulations applicable to the regulated activities the Group's companies engage in in the various countries where the Group operates.

Basic principles

The ACS Group is subject to various risks inherent to the respective countries, activities and markets in which it operates, and to the activities it carries out, which could impede or even prevent it from achieving its goals and executing its strategies successfully.

ACS's Board of Directors, being aware of the importance of this issue, will take those actions which, within the scope of its powers and making account for the actions that correspond to the Group's companies in this respect, enable the relevant corporate risks bearing on all the Group's activities and businesses to be adequately identified, measured, prioritised, managed, and controlled and will, under the supervision of the Risk Management Department, which shall coordinate for this purpose with the functions of Group companies as they relate to risk management and control within the corporate framework of the Overall Risk Management and Control Policy, establish the basic mechanisms and principles for proper risk management and control at a level of risk that allows:

- a) integrating the vision of risk into management of the organisation to ensure that all levels of the organisation have a risk-aware perspective, in turn allowing all processes and decisions to consider the inherent risks so that they can be managed effectively by specifying the appropriate strategy taking into account the level of risk acceptable to the organisation;
- b) achieving the strategic objectives set by the Company for the Group under controlled volatility;
- c) providing an adequate level of independence between the areas responsible for risk management and the areas responsible for risk assessment, supervision, and control by keeping functions within the Organisation strictly separated;

- d) transparently informing regulators and the main stakeholders about the risks faced by the Group and its operating units, and about the operation of the systems developed for risk monitoring and control, taking into account the Group's decentralised management model;
- e) taking all possible measures to safeguard the Company and its shareholders;
- f) protecting the Company's and the Group's results and the reputations;
- g) defending the interests of shareholders, customers, and other stakeholder groups in the Company's progress;
- h) ensuring business stability and financial strength in a sustained manner over time;
- i) fostering respect for human rights and protection of the environment;
- j) ensuring that appropriate instruments are used to mitigate the impact of risks as required by the applicable legislation; and
- k) complying with applicable legal and regulatory requirements and with the values and standards of conduct set forth in the Code of Conduct and the Company's principles and best practices as they apply to the Group aimed at achieving "zero tolerance" towards unlawful acts and fraud.

The Overall Risk Management and Control Policy emphasises the need to integrate risk management into the regulatory compliance culture and the internal rules of the Company and the Group, in that way integrating risk management into the business activities and decision-making processes of each of the Group's companies.

E.2 Identify the Company bodies responsible for preparing and executing the financial and non-financial Risk Control and Management System, including tax risk management.

Governance of Risk Management and Control is fundamental to identifying and managing risks that may affect the organisation's ability to achieve its goals and develop its strategy. In this regard, the Risk Management and Control Policy encompasses establishing or referencing the foundations for ACS's governance of risk management and control applicable to the Group, without prejudice to the fact that all executives and teams responsible for the operations and support processes of the various ACS Group companies are also responsible for implementing this Policy in their area of management and for coordinating their risk response actions with those of other divisions and businesses concerned, where applicable.

Board

The Board of Directors is the competent body for approving the Overall Risk Management and Control Policy and setting the level of acceptable risk at all times, including management of financial and non-financial risks, without prejudice to the management and control to be exercised by Group companies and their reporting obligations to enable the Organisation to perform its risk-related functions.

In addition, it is responsible for supervising the Integrated Risk Management and Control System to ensure that the main risks are identified, managed, and kept at planned levels.

The Board is the supreme operational decision-making body for implementing corrective measures for each risk, without prejudice to the measures to be adopted by the different companies of the Group, and for implementing the necessary reporting and coordination mechanisms.

Audit and Sustainability Committee

The Audit and Sustainability Committee is responsible for supporting the Board in relation to supervision and periodic assessment of the Group's Integral Financial and Non-Financial Risk Management and Control System, and specifically:

- Ensuring that the different types of risk to which ACS and the Group's companies are exposed are adequately identified and assessed and that the level of risk considered acceptable for the Group's companies is specified and set.
- Reviewing the measures taken to mitigate the impact of the risks, comply with regulatory requirements, and adequately specify the scope of consolidation and proper application of accounting criteria.
- Supervising the effectiveness of the risk management systems and directly overseeing compliance by the internal risk management and control functions carried out by the areas responsible within ACS and within the different companies in the Group.

Compliance and Governance Committee

- In 2024 the ACS Group met the objectives the Compliance Committee of the Group's parent company had set itself to adapt the governance model and the organisation's regulatory body to the new EU regulations on sustainability, cybersecurity, and artificial intelligence and to update and strengthen its competition compliance programmes.
- Regulation (EU) 2024/1689 on Artificial Intelligence, the Directive (EU) 2022/2555 on Cybersecurity ("NIS2 Directive"), the Cybersecurity Good Governance Code, Directive (EU) 2022/2464 on corporate sustainability reporting ("CSRD") and its Delegated Regulation (EU) 2023/2772 ("NEIS Regulation") and Directive (EU) 2024/1760 on corporate sustainability due diligence are particularly relevant in this respect. This package of regulations requires specific governance of the new matters that must take into account the necessary transversality in addressing them, such that governance in respect of artificial intelligence, cybersecurity, and sustainability must take into account the aspects linking them to the areas of compliance, privacy and data protection, internal audit, risks, administration and management control, and taxation. Governance is required internally to ensure the necessary coordination between policies, protocols, and internal standards that are approved for implementation within the organisation.
- Accordingly, on 12 November 2024 the ACS Board passed a resolution to modify the Compliance Committee so that, in addition to its own decision-making powers in matters of Compliance, new consultative and support functions were added in respect of matters of artificial intelligence and cybersecurity, sustainability, and privacy and data protection, for these purposes adding the Chief Artificial Intelligence and Cybersecurity Officer (CISO), the Chief Sustainability Officer, and the Data Protection Officer (DPO) as members of the Committee, with the Chief Compliance Officer also taking over responsibility for the Corporate Governance Department. Because of the new composition of the Compliance Committee and the extension of its duties, the Committee has been renamed the "Compliance and Governance Committee", which will continue to carry out its functions under the supervision of the Audit Committee and, where appropriate, the ACS Board itself.

In reference to its own Compliance-related functions, the Corporate Governance Policy revised by the Board on 19 December 2024 stipulates that the Company has set up a Global Compliance Management System, the purpose of which is to implement a model that, while respecting the highly decentralised management structure of the Group, allows the Audit Committee of the Spanish listed parent company's Board of Directors to supervise and assess the effectiveness of the non-financial risk management systems of the Company and the Group, including operational, technological, legal, social, environmental, political, reputational, and corruption-related risks and compliance with the parent company's duties of proper care with respect to the subsidiaries through a system of dual risk control in the different areas of Compliance. A continuous process of interacting between organisational elements is thus defined to establish Policies, Objectives and Processes so that it can efficiently and sustainably comply with its obligations in the long term, generating evidence of the organisation's commitment to compliance and taking into account the needs and expectations of all its stakeholders.

Through the general compliance management system, the ACS Group gives the members of the organisation, its business partners and stakeholders assurance of transparent management of financial, non-financial and corporate information, which makes it possible to generate shared value in the Group and reinforce stable and trusting relationships with all stakeholders. The Group also ensures the promotion and control of ethical and integrity issues, by means of measures to prevent, detect and eradicate corruption and other unlawful conduct.

The Compliance and Governance Committee is in charge of evaluating breaches and proposing corrective actions by the parent company, and the Group's Chief Risk Officer joined that Committee in 2023, thereby strengthening its composition. Each division within the ACS Group has its own Compliance Committee and implements its own Compliance management model, which is supervised through an average control monitoring model by the parent company's Compliance and Governance Committee to respect the high level of decentralisation and management autonomy of the subsidiaries. To promote the adoption of their own compliance management model by subsidiaries, which can be understood as robust, ACS Group's parent implements a double control system:

- a. Implementation and development of a uniform standards system for subsidiaries that aims to ensure that all Group subsidiaries have a certified compliance management system or, at least, one that can be understood as certifiable. This system will make it possible to detect those subsidiaries that have deficiencies and that do not reach the minimum level of homogeneity of the Group. This will include a risk control system represented by the subsidiaries as a whole and that, in turn, will make it possible to detect where there is greater vulnerability to indirect risks from subsidiaries.
- b. Half-yearly monitoring to detect cases where breaches or infringements have been reported or compliance risks have materialised or been realised, while also monitoring whether the subsidiary has adequately reacted in that specific case by detecting systemic deficiencies and taking corrective actions and steps to resolve them (internal investigations and their findings, modifying rules, improving controls, etc.).

In accordance with the ACS Group's highly decentralised management model, the Group's parent company promotes the adoption of its own specific compliance management model by each of the subsidiaries, although aligned with common regulatory standards and Policies. In this sense, the use of a tool such as the Global Compliance Report among the Group's companies to assess the risks that each of their independent compliance management systems represent for the parent company should be understood. The parent company thus has, at least, a mechanism for reporting and understanding the risks to which it is exposed so that its directors can comply with their general duty of oversight and proper care.

With this information, it can operate with the indirect risks arising from the subsidiaries, implementing and developing a second line of internal control, in addition to the specific systems of the subsidiaries.

This allows medium-intensity control without daily involvement in the compliance management of the subsidiary that is based on a system of reports from the subsidiary to the Parent. The homogeneous reporting system at group level provides the basis for the existence of due control by the parent company over the subsidiaries, promoting the adoption of their own compliance management systems by the subsidiaries, without prejudice to the supervision and control function that corresponds to the parent company.

For these purposes, a tool is available, designed in 2019, which has been subject to constant correction and improvement, called the Global Compliance Report which, in its latest version of December 2024, comprises the following sections:

- i Criminal and anti-bribery compliance obligations.
- ii Compliance personnel and responsibilities
- iii Business partners. External care and risk assessment
- iv Compliance reporting and training
- v Controls, targets and resources
- vi Audit and monitoring
- vii Whistleblower channel
- viii Disciplinary regime
- ix Breaches, analyses and corrective actions
- x Competition

- xi Cybersecurity
- xii Environmental due diligence
- xiii Human Rights due diligence
- xiv Tax compliance
- xv Corporate Governance

The Global Compliance Report, which is sent by the Group's subsidiaries every six months, is supplemented by the ACS Group's risk and criminal and anti-bribery matrix, which includes both the risks to which the individual listed company is exposed due to its own activity and the risk to which it is indirectly exposed through the criminal risks of the activities of its subsidiaries. In September 2022, the new matrix of risks and controls in the criminal and anti-bribery area of the Group's parent company was added to this matrix of risks and controls in the area of tax compliance. In addition, the new IT and Cybersecurity risk and controls matrix was approved in October 2023.

The Global Compliance Report also allows for an annual risk score card in all reported compliance areas.

Corporate Internal Audit

The Corporate Internal Audit Department supports the Board, through the Audit Committee, in complying with its responsibilities in relation to the supervision and assessment of the Group's Comprehensive Risk Management and Control System, and it is responsible for communicating any alerts, recommendations and conclusions issued by Group Management to the Audit Committee, and to those responsible for the business areas and companies assessed.

Risk Management Department

The updated Policy approved in December 2024 included the figure of the ACS Group's Chief Risk Officer, who joined the Company in March 2023 and who, in line with the Organisation's corporate governance model, reports both to the Chief Executive Officer and to the Audit Committee.

ACS's Risk Management Department is responsible for duties that include promoting the dissemination of ACS's risk management culture in all Group companies and ensuring consistent and structured implementation in accordance with ACS's Risk Management and Control Policy. This is done in coordination with the relevant areas of responsibility.

To achieve this objective and in order to standardise the identification, classification, assessment, management, and monitoring of risks in the different divisions and businesses, the Risk Management Department supervises preparation of the action framework of ACS and its Group, which includes the set of rules, guidelines, procedures and policies that define risk management and is responsible for ensuring the proper functioning of the Comprehensive Risk Management and Control System (defined in Section 6 of this Policy) and its continuous updating and improvement.

Decentralisation and coordination at Group level

The ACS Group is structured in accordance with a decentralised management model and carries on its activities through a large group of companies that share ACS's culture and values, each operating independently within its respective functional areas and areas of responsibility.

In this respect, through the corresponding risk management departments, the heads of each division and the Group companies are assigned the task of developing appropriate risk management and control systems and the internal regulations necessary to ensure their implementation and operation.

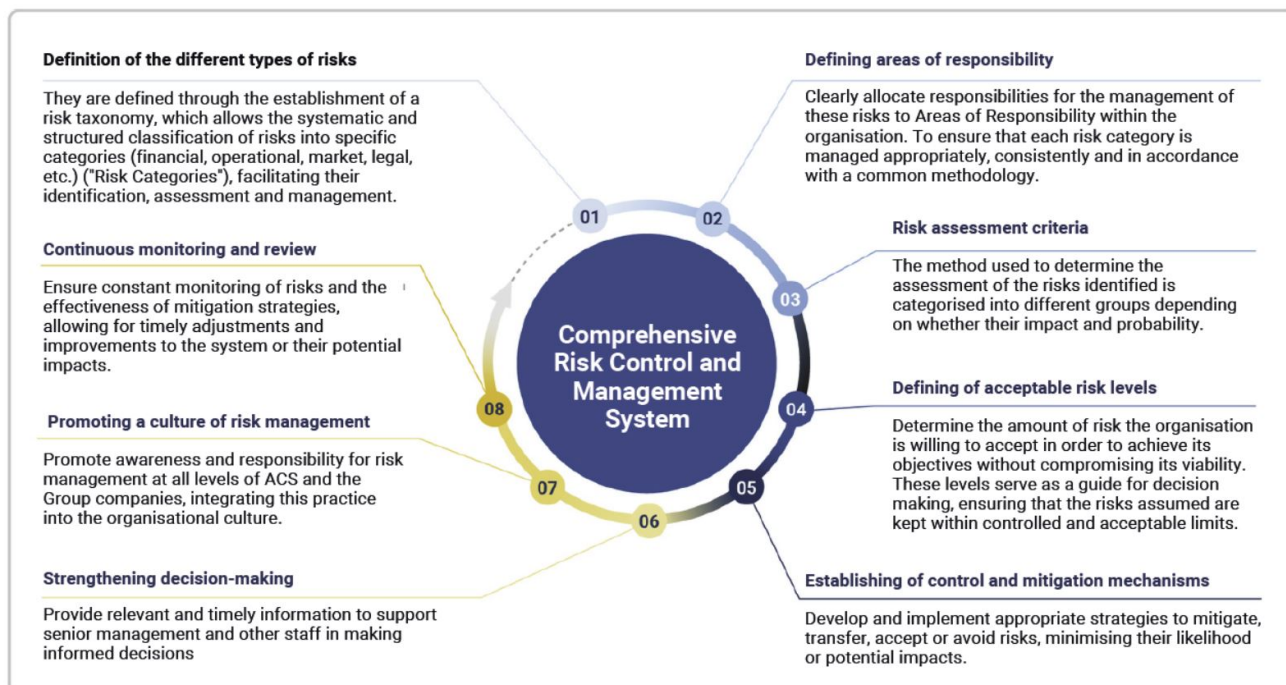
To carry out their functions, the departments responsible for risk management at ACS and the Group companies periodically assess and verify the effectiveness of the principles of the Overall Risk Management and Control Policy and risk management systems as implemented.

E.3 Indicate the main financial and non-financial risks, including tax risks and to the extent they are significant, those arising from corruption (within the meaning of Royal Decree Law 18/2017), which may affect the achievement of business objectives.

Comprehensive Risk Control and Management System

The Overall Risk Management and Control Policy and its basic principles are implemented through a Comprehensive Risk Management and Control System supported by all the components of the governance model described above and supported by proper definition and distribution of functions and responsibilities at various levels and through procedures, methods, and support tools in line with the different stages and activities of the system.

The Comprehensive Risk Management and Control System is built on the following core elements:



Definition of the different types of risk

Implementation of a well-structured risk taxonomy that allows systematic classification of the various types of risk to which the organisation may be exposed is a critical component of effective risk management. ACS bases its taxonomy on the guidelines set out in Recommendation 45 of the CNMV's Good Governance Code for listed companies.

- **Strategic:** Risks that may materially affect the Organisation's strategy and key long-term objectives. They generally result from strategic decisions, changes in the competitive setting, changes to regulations, technological advances, and other internal and external factors that may impact the Company's position and performance.
- **Operational:** Risks associated with the activities carried out by ACS and Group companies, including all risks relating to processes and operations.
- **Technological:** Risks linked to the technologies and systems used by the Business and Group companies that could render them unable to efficiently and effectively support present and future needs or possible cyberattacks.
- **Legal, criminal and anti-bribery:** Risks arising from breaches or lack of oversight and monitoring of laws and regulations applicable to the different Group companies across the various jurisdictions in which they operate or relating to breaches of criminal and anti-bribery legislation that could give rise to liability for Group companies and lead to legal action, penalties, fines, or partial or total stoppage of their activities.

- Social: Risks linked to human rights and to the social rights of employees and individuals related to the Business or ACS Group companies and the socio-economic setting in which it operates.
- Environmental: Risks linked to potential environmental impacts, including climate change, which could cause harm to society, to the environment, and to Group companies, loss of competitiveness, compensation and reparations or stoppage of work, services, or projects in progress.
- Reputational: Risks linked to deterioration of the image and perception of ACS and Group companies that could arise from conduct by the companies that falls short of the expectations created among their stakeholders or by the actions of third parties related to the companies in the Group or to other areas outside the control of the Group companies.
- Financial: Risks related to the economic and financial management of the Business and the Group's companies, variability in the financial parameters to which they are exposed, and financial reporting processes.
- Compliance: Risks associated with breaches of laws, regulations, internal rules, or ethical standards applicable to the business of the Group's companies.
- Tax: Risks arising from breach or misinterpretation of or changes in tax regulations affecting the financial and operational stability of companies in the Group.

The Risk Management Department updates the risk taxonomy of the Group's companies at least once a year.

Areas of responsibility

After the risk categories have been defined, it is essential to establish the areas responsible for risk management, ensuring that each group within the organisation is clear about their respective risk management obligations. These areas of responsibility are defined in the corresponding Group Policies, which also define applicable management and control methods in accordance with the common criteria set out in the Comprehensive Risk Management and Control System.

Risk identification and assessment

The ACS Group's risk methodology is designed to identify the material risks to which each of the areas of responsibility at the Group companies may be exposed.

Risk identification is a systematic process by which potential events or scenarios that may have an adverse impact on achievement of the Organisation's objectives are recognised and defined. This process is a critical step in risk management, in that it makes it possible to anticipate and prepare proactive responses to the various threats that may arise.

During risk identification, information is gathered from a variety of internal and external sources, and a variety of approaches are used to ensure a comprehensive view of potential risks. These approaches vary depending on the characteristics intrinsic to the different types of risk.

The risk identification and review are carried out from a double perspective:

- Top-down approach: ACS identifies risks based on a vision of the Group as a whole.
- Bottom-up approach: The managers of the different Group companies identify the specific risks that affect their respective units.

The Risk Management Department is responsible for bringing together all the risks identified to standardise the identification, classification, assessment, management, and monitoring of the risks of all the divisions.

When the risks have been identified, the likelihood that they will occur and their potential financial and reputational impact are rated according to a uniform scale for all risks. This assessment enables the organisation to develop appropriate strategies to manage risks effectively.

As for identification, the different areas of responsibility will use the appropriate tools to determine the probability of occurrence and probable impact based on the intrinsic characteristics of the risks assessed by each one. This is done by collecting data from internal and external sources, using historical data, statistics, and expert judgements. Qualitative scales (very unlikely, unlikely, likely, very likely) or more precise quantitative assessments may be used. The impact assessment takes both financial and reputational aspects as well as other aspects into consideration. As in the likelihood assessment, impact can be assessed qualitatively (very low, low, moderate, high, and very high) or quantitatively.

Once the risks have been identified, the impact and probability assessed taking into account the controls implemented and the Group's management level, and the indicators for measuring them have been defined, the Group's Risk Map is drawn up.

ACS Group Risk Map

At its meeting held on 27 February 2025, the Board approved an update of the ACS Group's General Risk Map in compliance with Recommendation 45 of the Good Governance Code of listed companies.

The Risk Map for ACS and the Group companies is the Comprehensive Risk Management and Control System document that provides a comprehensive overview of the different risks to which the Group is exposed. The purpose of the Map is to inform all members of the organisation about the main risks that affect the Group and to serve as a guide for monitoring the events associated with those risks and as a guide to the control and mitigation measures that are in place or will be implemented in the future.

In preparing the Risk Map the different areas of responsibility of the Group's companies share with the ACS Risk Management Department their visions and assessments of the risks they identify within the scope of their responsibilities. Based on this information, the Map identifies the main classes of risk that could have an impact on the Group's activities and assesses their potential impact and likelihood.

The ACS Group's Risk Map analyses risks by grouping them into classes. Risk classes are sets of risks that share similar characteristics or natures and are grouped together to facilitate their management and assessment ("Risk Classes"). Each class can include a number of different specific risks, allowing risks to be grouped in a more structured and manageable manner. Examples of types of risks would be risks related to information security or risks related to tender preparation.

In this way the Map conveys a comprehensive overview of the main classes of risk to which the Group's activities are subject and serves as a guide to more detailed information provided by the different Areas of Responsibility.

For those classes of risk whose residual impact could be high or very high, the Map details the different controls and mitigation measures that are applied both at Group level and by the different companies making up the Group. The Risk Management Department is responsible for drawing up the Risk Map and updating it at least once a year.

In the recent update of the ACS Group's risk map, the following risks have been identified, among others:

1. Inadequate investment strategy: Risk associated with insufficient or incorrect planning and execution of investments, which could result in financial losses and missed strategic opportunities.
2. Management and Transparency in passing on relevant financial and non-financial information to stakeholders: Implicit is a potential absence of clarity and accuracy in the information shared with stakeholders, affecting decision-making and trust in the organisation.
3. Geopolitical: Risks arising from political and geopolitical instabilities that could impact the ACS Group's international operations.
4. Attracting and retaining talent: This involves the difficulty of attracting and retaining qualified professionals, which can affect the company's efficiency and competitiveness.

5. Natural Disasters and Pandemics: This is related to extreme natural events and pandemics that can disrupt operations and cause substantial harm.
6. Risk control in tenders: This risk arises from potential failures in assessing and managing the risks associated with contracts and projects that are assessed as part of tendering processes.
7. Technical Management of Contracts: This relates to the possibility of errors or inadequacies in technical management during the execution of contracts, affecting contractual performance and efficiency.
8. Occupational Health and Safety: This includes risks related to occupational health and safety, which may result in accidents, occupational diseases, and other adverse events.
9. Economic Management of Contracts: Risks associated with improper economic management of contracts, which can affect the profitability and financial viability of projects.
10. Guarantees: Related to the ability to ensure the fulfilment and quality of the guarantees offered in different contracts and projects.
11. Environment and Circular Economy: This involves insufficient consideration of environmental aspects and the adoption of unsustainable processes, affecting corporate responsibility and image.
12. Compliance/Regulatory Breach: Risk of breaching applicable regulations and standards, which could result in sanctions and reputational harm.
13. Regulatory Risk: This includes the repercussions of changes in laws and regulations that may impact the ACS Group's operations and strategy.
14. Reputational: Risks affecting the company's image and reputation based on a variety of internal and external factors.
15. Human Rights Violations: Risk related to the possibility of committing or being a victim of human rights violations affecting the Group's social responsibility score and reputation.
16. Information security and Cyberattacks: Vulnerabilities in safeguarding data and systems against cyberattacks, which can compromise sensitive information and business continuity.
17. Revenue Recognition and Cash Management: This involves potential errors or failures in properly recording income and in cash flow management.
18. Assessment and Return on Relevant Assets: Related to the proper valuation and material economic returns on assets for the company.
19. Credit Ratings: Risk associated with credit ratings and the ability to maintain positive credit scores.

The ACS Group implements mitigation and control strategies and measures aimed at reducing both the probability that risks will occur and their potential impact. The Areas of Responsibility are responsible for defining specific policies, overseeing their implementation, and setting acceptable levels of risk where necessary. These areas work continuously on assessing and improving control and prevention mechanisms and ensuring the resilience and continuity of our operations in the face of possible eventualities. Thanks to these measures, the ACS Group is better prepared to face its risks and protect its interests and those of its stakeholders.

Lastly, it should be noted that in the Risks Map, in accordance with the risk management methodology, the rating of the various risks based on their impact and probability considers the priority aspects from a Group Management perspective (and, therefore, this is not to be understood as a list of weaknesses or threats that are not adequately covered).

Climate Change Risks and Opportunities

In addition to reviewing the Risk Map in 2024, further detailed work to analyse in depth the risks and opportunities arising from climate change was ongoing, without involving changes in classifying other risks continuously monitored by the ACS Group. The assessment results are summarised in the Risk and Opportunities Management and Control Report. The assessment was carried out in 2024 by an Internal Working Group set up for this purpose and coordinated by the Chief Risk Officer with the aim of helping to

improve the Group's Comprehensive Risk Management and Control System, identifying business or cost reduction opportunities, and ultimately complying with and supporting the external reporting obligations in this area.

E.4 Identify whether the entity has levels of risk tolerance, including tax risks.

ACS's Board of Directors is aware of the importance of adequate management and control of the risks that affect the attainment of its strategic and operational objectives, and for this reason the ACS Group's Overall Risk Management and Control Policy is aimed at prudent management to achieve a moderate risk profile.

ACS's business model fits that of a decentralised group diversified by geographic area, asset type, portfolios, and customers, with a high international presence, mainly in developed countries and maintaining a moderate/low risk profile in each one and seeking sustainable growth over time, protecting the organisation's assets and reputation. This model needs to take stakeholder expectations into account.

ACS's different Areas of Responsibility, including the Tax Division, are responsible for proposing specific quantitative and qualitative limits for the different risk categories established for approval by the Board of Directors under supervision by the Risk Department. They also ensure that these limits are documented and clearly disseminated throughout the organisation.

The level of risk that the Group considers acceptable is always calculated in relation to the level of residual risk, i.e., in relation to the risk that remains after implementing measures and controls to mitigate the initial level of risk or the level inherent to performance of an activity.

E.5 Indicate what risks, including tax risks, arose during the year.

A summary of the most relevant activities carried out in 2024 for management of the main risk categories identified by the Group in the Risk Map is included in the Risk and Opportunity Management Report in the section entitled Summary of the main activities in 2024.

In addition, the Emerging Risk Management section details the most significant emerging risks identified by the ACS Group. All have currently materialised, but their impact on the Group's activities are regarded as being extended substantially over the long term (>5 years)

On 23 August the Texas Transport Commission announced its decision to break off negotiations for a new agreement and to continue the process of early termination of the SH-288 highway concession agreement that had been started on 28 March 2024. At the time, the agreement was held by ACS Group and Abertis. As a result, under the agreement, the project once again has become public property of the State of Texas by payment of USD 1,732 million, of which USD 524 million belongs to Iridium Infraestructuras, an ACS Group subsidiary. Termination of the agreement net of provisions and other earnings, including those of Abertis, did not have a significant impact on the ACS Group's expected 2024 consolidated net profits.

The ACS Group companies are party to litigation, tax claims, competition claims and other legal proceedings in the ordinary course of their business, the result of which is unpredictable. The details of this are provided in the consolidated financial statements.

E.6 Explain the response and supervision plans for the Company's main risks, including tax risks, and the procedures followed by the Company to ensure that the Board responds to the new challenges that may arise.

Risk Control and Mitigation Mechanisms

The Overall Risk Management and Control Policy defines risk control and mitigation mechanisms, which are strategies and actions taken to lessen the probability that risks will occur and/or to minimise their impact if they do materialise in cases where risk acceptance is not acceptable.

There are different types of controls, preventive, risk detection, and corrective, varying depending on the specific risk management area concerned.

Besides controls, impact or probability mitigation strategies and actions include transferring risk to a third party, e.g., subcontractors or insurance companies, or simply refusing to accept the risk.

ACS's different Areas of Responsibility are in charge of specifying and proposing controls and strategies aimed at keeping risk levels within the limits established by the Board of Directors under the supervision of the Risk Management Department. As part of this process, existing controls need to be analysed. This includes verifying the effectiveness of these controls and determining whether they are adequate or whether additional measures are required.

Additional management tools

In addition to what has been described in the previous sections, within their respective areas the different Areas of Responsibility will be responsible for:

- Strengthening decision-making: Providing relevant and timely information and preparing periodic reports to be approved by the Audit Committee to support senior management and other staff in making informed decisions.
- Continuous monitoring and review: Ensuring ongoing monitoring of risks and the effectiveness of mitigation strategies, allowing for timely adjustments and improvements to the system.
- Fostering a risk management culture: Promoting awareness and responsibility for risk management at all levels of ACS and the Group's companies and integrating this practice into the organisation's culture.

Internal reporting and control systems

The Board considers that, for adequate risk control and management, it is essential to maintain the highest level of transparency in the information provided, both inside and outside the organisation.

All personnel must keep in mind that the information provided on Risk Management and Control must be:

- Complete, ensuring that all relevant information is transmitted for adequate control and risk management.
- Correct and truthful, ensuring that the information transmitted contains no errors.
- Value-creating, by fostering the development of a risk management and control culture.
- Transmitted fairly and symmetrically: i.e., all the recipients of the information must receive the same information over the same time horizon.
- Transmitted on time, i.e. at the time it is known and relevant for adequate risk control and management

For these purposes, the Board is responsible for monitoring and supervising management of the main risks and for implementing and monitoring an internal control system and a suitable information system to enable these risks to be managed appropriately under the supervision of the Risk Management Department.

F. INTERNAL RISK CONTROL AND MANAGEMENT SYSTEMS IN RELATION TO THE PROCESS OF ISSUING FINANCIAL INFORMATION (ICFRS)

Describe the mechanisms which make up the risk control and management systems in relation to the process of issuing financial information (ICFRS) for the entity.

F.1 Company's control environment

Indicating their main characteristics, detail at least the following:

F.1.1 Which bodies and/or functions are responsible for: (i) the existence and maintenance of an adequate and effective ICFRS; (ii) its implementation; and (iii) its supervision.

The Internal Control over Financial Reporting System (hereinafter ICFRS) is part of the ACS Group's overall internal control system and is set up to provide reasonable assurance regarding the reliability of the financial information published. As can be seen from the Rules of the Board of Directors of ACS, Actividades de Construcción y Servicios, S.A. available on the Company's website (at <https://www.grupoacs.com>), the Board and, within it, the Audit and Sustainability Committee, are responsible for this.

In accordance with Article 5 of the Board's Rules, the Board is authorised to approve "the financial information to be made public periodically by the Company as listed company". Article 7 of the Rules thus states that "The Board will prepare the individual and consolidated Annual Financial Statements and the Management Reports based on the report issued by the Audit and Sustainability Committee to comply with the legislation in force and to make them understandable by shareholders and by the general public."

Furthermore, in accordance with Article 5, the Board's non-delegable functions include "drawing up the financial statements and submitting them to the General Meeting", "determining the risk management and control policy, including for tax risks, and supervising internal information and control systems", and "supervising the process of preparing and presenting the financial information and the management report, which is to include mandatory non-financial information".

The ACS Group's General Corporate Management is responsible for the Group's ICFRS. This entails defining, updating and monitoring the system to ensure that it operates correctly.

The head of each business area is responsible for designing, reviewing and updating the system in accordance with its own needs and characteristics. General Corporate Management validates these designs and their operation to guarantee compliance with the objectives set to assure the reliability of the financial information reported.

In relation to the above, in accordance with Article 25.6 of the Board Rules, the Audit and Sustainability Committee is responsible, inter alia, for:

In relation to the oversight of financial and non-financial information:

- a Reporting to the General Meeting on all matters arising within the mandate of the Committee and, in particular, on the result of the audit, explaining how the audit contributed to the integrity of the financial information and the role that the Committee played in that process.
- b Overseeing and evaluating the preparation and presentation of the financial and non-financial information of the company and where applicable, that of the group, while reviewing the compliance with regulatory requirements and ensuring the adequacy of the consolidation scope defined and the appropriate application of accounting criteria, and in particular knowing, understanding and overseeing the efficiency of the internal financial information control system (ICFRS). The Committee may present recommendations or proposals to the Board to safeguard the integrity of the financial information.

- c Reporting to the Board on the financial information and the management report, which will include, where appropriate, the mandatory non-financial information that the Company must publish periodically.
- d Ensuring that the Annual Financial Statement the Board submits to the General Shareholders' Meeting is drawn up in accordance with accounting regulations and that, in cases where the auditor has included a qualification in its report, the Chair of the Audit and Sustainability Committee clearly explains the Audit and Sustainability Committee's position in respect of its content and scope to the General Meeting and places a summary of its position at the shareholders' disposal, together with the other proposals and reports, when the meeting call is issued.

In relation to the oversight of internal controls and internal audits:

- a Overseeing the effectiveness of the Company's internal controls, ensuring that the internal control policies and procedures in place are applied effectively in practice, and of the internal audit, while discussing any significant weaknesses in the internal control system identified during the performance of the audit with the statutory auditor, all of which must be done without compromising the auditor's independence, and providing its conclusions on the level of trustworthiness and reliability of the system. To this end, as the case may be, it may make recommendations or proposals to the Board and define the corresponding time-frame allowed for follow-up.
- b Overseeing the independence of the internal audit unit; proposing the selection, appointment, re-appointment, and removal of the head of the internal audit department; proposing the budget for the service; approving, or proposing the Board approve, its orientation and annual internal audit plan, ensuring that activities are directed principally towards key risks for the company (including reputational risks); receiving regular information on internal activities; ensuring that senior management takes the conclusions and recommendations of internal audit reports into consideration; and conducting an annual review of the functioning of the internal audit unit and the performance of its functions by its head.
- c Establishing and supervising a mechanism that allows employees and other persons related to the Company, such as directors, shareholders, suppliers, contractors, or subcontractors, to confidentially report any potentially significant irregularities, including financial, accounting, or any other irregularities related to the Company that they notice within the Company or its Group, receiving regular information on its operation and being able to propose appropriate actions for its improvement and the reduction of risk in the future.

As pertains to the oversight of risk management and control:

- a Supervising and evaluating the effectiveness of the financial and non-financial risk management systems related to the Company and its Group, including operational, technological, legal, social, environmental, political, and reputational risks and those related to corruption.
- b Re-assessing, at least annually, the list of the most significant financial and non-financial risks and assessing the respective level of risk tolerance, while proposing, where appropriate, the corresponding adjustment to the Board. For these purposes, the Committee will hold, at least annually, a meeting with the heads of the business units in which they will explain the business trends and associated risks.
- c Directly overseeing the performance of the internal risk management and control functions carried out by any unit or department of the Company.

In this respect and in relation to the above supervisory risk management and control functions, the Audit and Sustainability Committee takes into account the criteria of the supervisory bodies in relation to

preventing corruption and other irregular practises and identifying, managing, and controlling the associated potential impacts, acting on this principle with maximum rigour.

Furthermore, the subsidiary company Hochtief, A.G., which forms part of the ACS Group and is listed on the German stock exchange, has implemented its own risk management and internal control system for financial information in accordance with the legislation to which it is subject. Additional information on these systems can be found in its 2024 annual reports, which are available at www.hochtief.com.

F.1.2 The existence or otherwise of the following components, especially in connection with the financial reporting process:

Departments and/or mechanisms responsible for: (i) the design and review of the organisational structure; (ii) defining clear lines of responsibility and authority, with an appropriate distribution of tasks and functions; and (iii) implementing procedures so this structure is communicated effectively throughout the company.

In accordance with the Rules of the Board of Directors, the Nominations Committee under this Board is responsible for, inter alia, reporting on nominations and dismissals of Senior Executives, particularly those nominated to sit on the Group's Management Committee, and for proposing the basic terms of their contracts.

Corporate General Management, in the case of ACS, and the CEO or Chairman, in the case of the various business areas, are responsible for determining the organisational structure in their area of activity and communicating this to the interested parties through the anticipated channels in each case.

For purposes of reporting the Group's financial and accounting information, this is set out in various manuals, instructions, and internal regulations circulated within the organisation. These regulations include the following:

- The Accounting Policy Manual, which sets out both the accounting regulations applicable to the Group at each year end based on International Financial Reporting Standards (IFRS) and matters relating to reporting the consolidated information.
- Reporting instructions setting the annual timetable to be followed by Group companies when submitting accounting information and the instructions and timetable for evaluating internal controls to ensure compliance with the dates of Board meetings and communication to the market.

Code of conduct, approving body, dissemination and instruction, principles and values covered (stating whether specific reference is made to record keeping and financial reporting), body in charge of investigating breaches and proposing corrective or disciplinary action.

The ACS Group's Code of Conduct now in effect was approved by the Board on 19 December 2024 and published on the intranet and on the corporate website on that same day. Specific aspects have been updated to incorporate certain principles related mainly to regulatory changes in the areas of sustainability, data, information security and cybersecurity, and artificial intelligence.

The Code of Conduct is based on the previous text in force from 2021, which was adapted to the ACS Group's values as included in its Integrated Report and the profound regulatory changes concerning Sustainability, Governance, and Compliance that took place between 2016 and 2021, both in Spain and at the EU and international levels, taking into account the main standards in criminal compliance and anti-bribery, Human Rights due diligence, whistleblower protection, organisation governance, competition law, cybersecurity, and environmental due diligence.

It should be noted that this is a regulatory text, not one that is merely advisory, as were the ethical codes that were approved a decade ago. This means that it contains values and a Board mandate for all members of the organisation. It is therefore not a mere statement of principles. It is also a rule of rules. This is the rule under which all Policies and Procedures comprising the regulatory ACS compliance model must be interpreted.

The Code of Conduct is aimed at directors, executives and employees who have links with Group companies, regardless of the legal nature of their relationship.

The ACS Group is a decentralised Group and, therefore, each of its divisions has its own codes and regulatory bodies, but this Code of Conduct establishes the values of the entire ACS Group. ACS Group companies can adopt their own codes of conduct and internal rules, provided that they are based on or are in line with the principles of the ACS Code. The Group will ensure that these principles are applied to non-controlled investees and joint ventures.

The main values contained in the Code of Conduct – integrity, excellence, trust, sustainability, and profitability – are also reflected in the Code of Conduct for Business Partners, which applies to the ACS Group's relations with third parties, recently revised on 19 December 2024. The Code of Conduct can be viewed on the corporate website. The Code has been updated to incorporate sustainability due diligence principles in accordance with Directive (EU) 2024/1760.

Hochtief, A.G. is listed on the Frankfurt Stock Exchange in Germany and is therefore subject to the regulations of its regulatory bodies and has its own Code of Conduct and its own internal whistleblowing and control channel in terms similar to those of the ACS Group. For this reason, the ACS Group's General Code of Conduct, though aligned with the same values, does not apply directly to the subsidiary companies that belong to the Hochtief Group.

The Code of Conduct emphasises the principle of transparency, stating that "We act in a transparent manner. All persons in the ACS Group are required to provide truthful, necessary, complete and timely information on the performance of the activities related to our performance or area of competence. We must cooperate with audits, investigations, and any other legitimate internal or external processes that require access to information known to us".

The Compliance and Governance Committee is responsible for analysing breaches and proposing corrective actions and sanctions in the parent company. In 2023 ACS's Chief Risk Officer joined this Committee, reinforcing the risk monitoring and control. The following members joined the Compliance and Governance Committee in 2024. The Chief Sustainability Officer, the Chief Cybersecurity Officer, and the Data Protection Officer (DPO), and the Committee was renamed the Compliance and Governance Committee. Each division within the ACS Group has its own Compliance Committee and implements its own Compliance management model, which is supervised by the Compliance Committee of the parent company through an average control monitoring model to respect the high level of decentralisation and autonomy in management by the subsidiaries. To promote the adoption of their own compliance management model by subsidiaries, which can be understood as robust, ACS's Parent implements a double control system, explained in section E.2 of this Annual Corporate Governance Report.

The Annual Compliance Monitoring Report summarises, amongst others, the actions in relation to the Code of Conduct in 2024. It was approved by the Compliance and Governance Committee on 13 February 2025 and was reported to the Audit and Sustainability Committee at its meeting held on 27 February 2025.

In 2024 ACS again renewed its certification, issued by AENOR (the Spanish Association for Certification and Standardisation), of the ISO 37301:2021 "Compliance management systems" standard and the UNE 19602:2019 "Tax compliance management systems" standard that it had obtained in 2022 and renewed in 2023. Furthermore, in 2024 ACS renewed the certifications of its Crime Prevention Model in accordance with the UNE 19601 "Criminal Compliance Management System" standard and the UNE-ISO 37001 "Anti-Bribery Management Systems" standard issued by AENOR, which it had obtained again in 2021 and had renewed in 2022 and 2023. These same certifications were obtained in 2018 and subsequently renewed in 2019 and 2020.

Whistle-blowing channel, for reporting to the Audit and Control Committee any irregularities of a financial or accounting nature, and breaches of the code of conduct and malpractice within the organisation, stating whether reports made through this channel are confidential, and whether it allows for anonymous communications, respecting the rights of the whistle-blower and the reported party.

To ensure compliance with the Code of Conduct, resolve incidents or doubts regarding its interpretation and take the necessary measures to better comply with it, reports can be submitted through the Whistleblower Channel. The ACS Compliance and Governance Committee, which reports to the Board through its Audit and Sustainability Committee, is responsible for promoting and managing the ACS Group's Ethical Reporting Channel and has autonomy and independence to perform responsible supervision that does not transgress the level of autonomous management enjoyed by the different Group companies. The Compliance and Governance Committee is responsible not only for supervising the mechanisms established to comply with the law but also for supervising the rules voluntarily accepted by the ACS Group, including the Code of Conduct.

The ACS Group's Ethical Reporting Channel is open to anyone who intends to report a possible breach in a professional context with the ACS Group and to all Group interlocutors and interested parties. In accordance with the "Ethical Reporting Channel Operating Policy", complaints can be made anonymously and confidentially. In this regard, following a detailed analysis of the Spanish Anti-Corruption and Whistleblower Protection Act, the ACS Group's digital platform was modified in 2024 to enhance the guarantees for preserving anonymity and confidentiality. Through the digital platform of the Whistleblower Channel, complainants may maintain contact with the organisation, preserving their identity and tracking the case. The ACS Compliance and Governance Committee is responsible for ensuring that there is no retaliation against people submitting reports. Following the updates in 2021 and 2023, in 2024 another update to the Ethical Reporting Channel Operating Policy was approved by the Board of Directors on 19 December 2024.

ACS's Ethical Reporting Channel Operating Policy closed down the Code of Conduct Monitoring Committee and transferred its duties to the Compliance and Governance Committee on the following grounds:

- As regards regulatory compliance, it is necessary to ensure that the rules imposed by public authorities and those others that ACS voluntarily assumes are correctly applied. This reality causes the scope of regulatory compliance models, internal control models and risk management models to be projected over both categories of obligations, seeking synergistic activities and governance structures that avoid duplication. The international recommendations point to the advisability of the Compliance function extending its activities to the supervision of internal regulations, including codes of conduct and other derived policies. Progress in this regard made the Code of Conduct Monitoring Committee, which had been created before the establishment of the ACS Global Compliance Management System, unnecessary, thus being able to avoid unnecessary redundancies with the current tasks of the Compliance and Governance Committee and contributing to having a clear, simple, and effective model for managing questions and complaints.
- The Compliance and Governance Committee, which has replaced and taken over the tasks of the Code of Conduct Monitoring Committee, is made up of persons from within the organisation with sufficient professional qualifications to be able to satisfactorily address the growing complexity of reports relating to ethics and compliance with rules. This Committee reports directly to the Audit and Sustainability Committee and is able to effectively receive and process reports relating to behaviour that, in essence, infringes the principles envisaged in the current Code of Conduct.

This reform took effect in October 2021 when the new ACS Ethical Reporting Channel management platform became operational, at which time all content relating to the Ethical Reporting Channel was updated on the corporate website at : www.grupoacs.com

On 28 July 2021 the Compliance and Governance Committee approved two new Procedures to develop the ACS Ethical Reporting Channel Operating Policy, and on 19 July 2022 these were changed in accordance with the contents of the new UNE/ISO 37301:2021 standard for global compliance systems for purposes of certification:

- Procedure for investigating complaints and breaches at ACS
- Compliance disciplinary system

The Ethical Reporting Channel's rules were subsequently brought into line with the Anti-Corruption and Whistleblower Protection Act. The purpose of these rules are to protect those who, in a work or professional

context, detect serious or very serious criminal or administrative offences and report them through the regulated mechanisms, against reprisals. Lastly, a new version was approved on 19 December 2024.

In relation to the objective of standardising the processes and procedures of the complaints and queries channels of the Dragados Group, the Iridium Group, the Clece Group and the listed Parent, the Policy complies with the establishment of a common operating framework for the Whistleblower Channel for the ACS Group Divisions, which is being developed by each of them through internal procedural rules. As noted above, Hochtief, A.G. is listed on the stock exchange in Germany and is therefore subject to the regulations of its own regulatory bodies and has its own Code of Conduct and its own internal whistleblowing and control channel in terms similar to those of the ACS Group. For this reason, the ACS Group's General Code of Conduct does not apply directly to investee companies belonging to the Hochtief Group.

Changes to the ACS Group's Whistleblowing Channel:

1 By post to:

Canal Ético Grupo ACS
Avda. Pío XII 102,
28036 Madrid, España.

1. Through the corporate website:

[Whistleblower Channel - Compliance - ACS Group:](#)
<https://www.grupoacs.com/compliance/canal-etico/>

or directly via the following link: [ACS Group Reporting System | Our commitment:](#)
https://whistleblowersoftware.com/secure/CanalEtico_GrupoACS

In 2024, 4 case files were opened in the ACS Whistleblowing Channel that did not have a significant impact on the year. In addition, numerous queries and complaints were received on the whistleblower channels of each of the Group's divisions. Considering all the Group's whistleblowing channels, 747 reports were received in 2024, which led to the corresponding cases being opened. The complaints and queries from different countries throughout the world have mostly been submitted via digital channels, in the case of complaints from employees or third parties outside the organisation.

Training and refresher courses for personnel involved in preparing and reviewing financial information or evaluating the ICFRS, which address, at least, accounting rules, auditing, internal control and risk management.

In regard to training and refresher courses, the ACS Group believes that continuous training for its employees and managers both at the corporate level and at the Group company level is very important. Relevant and up-to-date training concerning regulations that affect financial reporting and internal control is considered to be necessary to ensure that the information reported to the markets is reliable and in accordance with the regulations in force.

Therefore, in 2024 over 50,000 hours of training courses in finance, accounting regulations, consolidation, auditing, internal control, risk management, and compliance were taught across the entire ACS Group, attended by over 5,500 employees. In 2024, both remote training and the 'webinar' format were used for staff training, in addition to in-person classes.

F.2 Risk assessment in financial reporting

Detail at least the following:

F.2.1 The main characteristics of the risk identification process, including risks of error or fraud, stating whether:

The process exists and is documented.

The ACS Group has established a risk management model that supports a range of actions to comply with the objectives established by the Board. At its meeting held on 19 December 2024 the Board approved the current General Risk Management and Control Policy, which replaces the version that had been approved in 2020 to adapt it to the new wording of Recommendation 45 of the Good Governance Code for listed companies as amended by the CNMV on 26 June 2020. The update, effected on the initiative of the Risk Management Department, addresses a common corporate framework that enables the system to be developed by the various Group companies based on certification standards.

The Risk Map has been updated in 2025 in accordance with the approved Overall Risk Management and Control Policy and covers identification, assessment, and classification of risks at the Group and operational division levels. The process of categorising the complete risk inventory applicable to the Business and Group has meant reviewing risk events in a range of categories or taxonomies, following the guidelines of recommendation 45 of the Good Governance Code of listed companies approved by the CNMV on 26 June 2020 and that were as follows:

- **Strategic:** Risks associated with key long-term objectives of the Business and the ACS Group; they may arise from the Group's own actions, from other key market participants (customers, competitors, regulators, investors, or others), from changes in the competitive setting, or from the business model itself.
- **Operational:** Risks associated with the activities carried out by the Group, including all risks related to the processes and operations carried out to perform contracts, including the contracting process, as well as managing how they are carried out and completed.
- **Technological:** Risks linked to the technologies and systems used by the Business and the ACS Group, which could render it unable to efficiently and effectively support present and future needs or possible cyber-attacks.
- **Legal, criminal and anti-bribery:** Risks arising from non-compliance or lack of oversight and monitoring of regulations applicable to the Group across the various jurisdictions in which it operates, or relating to non-compliance with criminal and anti-bribery regulations, which could give rise to liability for the ACS Group and lead to legal action, penalties, fines or the partial or total stoppage of its activities.
- **Social:** Risks linked to the social rights of employees and individuals related to the Business or the ACS Group, and the socio-economic setting in which it operates.
- **Environmental:** Risks linked to potential impacts on the environment and the circular economy, including climate change and energy efficiency, which could cause harm to society, to the Group's environment, and to the Group itself, e.g., loss of competitiveness, compensation and reparations, or stoppage of works, services or projects in progress.

- Reputational: Risks linked to the deterioration of the image and perception of the ACS Group, which may result from conduct by the companies that falls below the expectations created among its stakeholders, by the actions of third parties related to the Group or in other areas over which the Group has no control.
- Financial: Risks related to the economic and financial management of the Business and the ACS Group, to the variability of the financial parameters to which it is exposed, and to financial reporting processes.

In assessing these risks, inherent risks were differentiated from residual risks, taking into consideration the management and control mechanisms to deal with risks currently in place in the Group. Taking into account the control mechanisms, the impact (economic, operational and reputational impact based on the local, national or international level in the short-, medium- or long-term) and the residual probability (that the risk may materialise in a certain event) are assessed as high, medium and low in a basically qualitative manner.

In line with the Risk Map, the detailed analysis of the risks and opportunities for the ACS Group arising from climate change was also updated in 2024 as had previously been done in 2022 and 2023. Potential risks arising in the short, medium, and long-term were identified taking into account different climate scenarios (both physical and transition risks). The analysis included transition risks (divided into regulatory, market, technological, and reputational risks), physical risks (divided into chronic and acute risks) and opportunities (divided into market, product, service, and resource efficiency opportunities).

These risks are described when describing the ACS Group's overall risk policy in section E of the Annual Corporate Governance Report and in the corresponding section of the Non-Financial Information Statement and Sustainability Report.

Whether the process covers all financial reporting objectives, (existence and occurrence; integrity; valuation; presentation, breakdown and comparability; and rights and obligations), whether it is updated and how often.

In addition to financial risks (liquidity, exchange rate, interest rate, credit and equity), the Group's risks also include those risks relating to the reliability of the financial information, including tax risks.

As part of ICFRS management, the ACS Group has a procedure that allows its scope to be identified and maintained by identifying all relevant subgroups and divisions, and the significant operating and support processes of each of the subgroups or divisions. This identification is carried out based on the materiality and risks factors that are inherent to each business.

The materiality criteria are established, on one hand, from the quantitative point of view in accordance with the most recent consolidated financial statements based on the various parameters, such as revenue, volume of assets or profit before tax and, on the other hand, from the qualitative point of view in accordance with various criteria, such as the complexity of the information systems, the risk of fraud or accounting based on estimates or bases that may have a subjective component. In practice, this means being able to determine which of the accounting headings of the financial statements are material, and other relevant financial information. In addition, the processes or business cycles in which this information is generated are identified.

The ACS Group's Corporate General Management is responsible for updating the scope of the Internal Control over Financial Reporting System annually and informing the various business areas and the auditor of any changes that occur.

For each process or business cycle included within the scope, the Group has identified the risks that can specifically affect financial reporting taking into account all of the financial reporting objectives (existence and occurrence; integrity; valuation; rights and obligations; and presentation and comparability), and taking into account the different risk categories described in section E of the ACGR to the extent that they could

significantly affect financial reporting. In 2024 the ACS Group reviewed the adequacy of the procedures in the framework of current operations to cover all the above objectives.

A specific process is in place for identifying the scope of consolidation, taking into account the possible existence of complex corporate structures, special purpose vehicles, holding companies, etc.

This assessment is performed at least on an annual basis and whenever companies are included in or excluded from the Group's scope of consolidation.

The process takes into account the effects of other types of risks (operational, technological, financial, legal and tax risks, risks to reputation, environmental risks, etc.) to the extent that they affect the financial statements.

The ACS Group's Risk Management System considers potential risks of a strategic, operational, technological, legal, criminal, anti-bribery, social, environmental, reputational, financial or any other type that, if they materialise, could have a significant impact on the Group's financial statements.

Which of the company's governing bodies monitors the process?

The Board's responsibilities include determining the risk management and control policy and regular monitoring of information and control systems, while the Audit and sustainability Committee is responsible for supervising and evaluating the effectiveness of the management systems for financial and non-financial risk as they relate to the Company and the Group, including operational, technological, legal, social, environmental, political, and reputational risks and risks related to corruption and internal controls.

F.3 Control activities

Indicating their main characteristics, detail at least the following:

F.3.1 Procedures for reviewing and authorising the financial information and description of the ICFRS to be disclosed to the markets, indicating who is responsible in each case, and documentation and flow charts for activities and controls (including those addressing the risk of fraud) for each type of transaction that may materially affect the financial statements, including procedures for the closing of accounts and for the specific review of the relevant judgements, estimates, evaluations and projections.

Prior to approval by the Board and publication, Corporate General Management must submit both the annual and half-yearly abridged consolidated financial statements and any other public information periodically reported to the markets to the Audit and Sustainability Committee, taking into consideration the most relevant effects and those matters whose contents or components are based on accounting opinions or assumptions for purposes of calculating estimates and provisions.

Before the annual financial statements are published, the persons responsible for each line of business are required to review the information reported for purposes of consolidation in their respective areas of responsibility.

This report with the description of the ICFRS is prepared by Corporate General Management based on the information supplied by all the departments and business areas concerned and is submitted for review and approval by the Audit and Sustainability Committee.

All business areas which are relevant for the purpose of financial reporting have different controls to ensure the reliability of the financial information. These controls are identified for the significant business cycles at consolidated level, based on the internal procedures used, and the reporting systems which are used as the basis for preparing the financial information of each business area.

The Group documents the significant processes, risks and control activities implemented in the business areas in a systematic and homogeneous manner, with the exceptions described for the listed investee companies that follow their own procedures. This documentation is based on the following:

- Identification of the companies and processes or business cycles that may significantly affect the financial information. Each significant process has a flow chart and a description of key activities.
- Identification of the risks and controls established to mitigate the financial reporting risks and those responsible for this control, under a common methodology.

The processes considered within the scope include the operating business cycles and the accounting close, communication of information and consolidation. The possible risks of fraud and the specific review of relevant judgements, estimates, evaluations and projections are taken into account in each of the business cycles. In 2023 the Group started integrating all these processes into a GRC software tool that allows more efficient and effective control of GRC. At the time of this report it has practically been completed in full in 2024. The companies that fall within the scope of ICFRS but have not completed the relevant implementation are under the obligation to prepare a plan to proceed with implementation and report on roll-out to Corporate General Management.

F.3.2 Internal control policies and procedures for IT systems (including secure access, control of changes, system operation, operating continuity and segregation of duties) giving support to key company processes regarding the preparation and publication of financial information.

Following a policy of decentralisation and independence of each of its business areas, the ACS Group does not centrally manage its information systems, but rather each business area manages these resources based on the particular features of each business. This does not prevent each of the business areas from defining its policies, standards, and procedures for internal control over the reporting systems and security management. Although the ACS Group is characterised by its decentralised model, ACS's Compliance and Governance Committee employs a risk control model to play a supervisory role in respect of internal control procedures as they relate to the information security systems implemented in ACS Group companies.

Access to the information systems is managed in accordance with tasks assigned to each job position, and each company defines its users' profiles for accessing, modifying, validating or consulting information following a criterion of segregation of duties defined by each area. Management of access, changes in the applications and the flows of approval are defined in the procedures of each business area, as are the responsibilities of those responsible for monitoring and control.

The control mechanisms for the recovery of information and information systems are defined in the corresponding continuity plans. Each of the business areas has storage and backup processes at different locations that provide for contingencies if necessary. Each Group company also establishes the required security measures against leaks and losses of physical and logical information, depending on the level of confidentiality.

The Chief Information Security Officer (CISO) appointed at ACS is responsible, based on the information security risks identified, for creating, updating, monitoring and carrying out the Information Security Master Plan. This Master Plan was created and approved on 27 July 2021 and is updated periodically as needed, and the Audit and Sustainability Committee is informed of this by the Compliance and Governance Committee on a regular basis.

The functions of the CISO include, among others, providing expert advice on cybersecurity, early identification of the security impact of new technology and regulatory trends, analysis and continuous updating of the security policy and its body of regulations, advice and support to the Compliance and Governance Committee, security training, and security awareness-raising.

All the information systems have perimeter protection, monitoring, network and access elements through a Security Operation Centre (SOC) and comply with security policies in terms of security updates, patches, antivirus and backup to guarantee the integrity, availability and confidentiality of the information.

In addition, the CISO's office regularly conducts security audits of the main information systems, and pentesting and red team exercises (targeted attacks) to verify the effectiveness and improve the controls implemented.

F.3.3 Internal control policies and procedures for overseeing the management of outsourced activities and of the appraisal, calculation or valuation services commissioned from independent experts, when these may materially affect the financial statements.

The ACS Group does not usually subcontract work to third parties that could materially affect the financial statements. In any case, when the ACS Group outsources work to third parties, it ensures the technical training, independence and skills of the subcontractor. In the case independent experts are used, the person responsible for contracting these experts must validate the work and conclusions reached from their work.

In the specific case of valuations made by independent experts, their criteria and results are revised by Group management or by the management of the business areas affected, requesting comparison valuations when necessary.

Finally, it should be noted that the ACS Group has a Code of Conduct for Business Partners (published on the Company's website), since it is essential for its business partners to comply with minimum standards of behaviour in line with ACS's Compliance Culture and its policies.

F.4 Information and communication

Indicating their main characteristics, detail at least the following:

F.4.1 A specific function in charge of defining accounting policies, keeping them up to date (accounting policies area or department) and resolving any doubts or disputes that may arise over their interpretation, which is in regular communication with the team in charge of operations, and a manual of accounting policies regularly updated and communicated to all the company's operating units.

Corporate General Management, through the Corporate Administration Department, is responsible for defining and updating the accounting policies and responding to queries and doubts arising from the implementation of the applicable accounting regulations. This can be done in writing and replies to queries are made as quickly as possible depending on their complexity.

The Group has an accounting policies manual that is in line with the International Financial Reporting Standards (IFRS) as these are adopted by the European Union (IFRS-EU). This manual is updated annually and was updated in January 2024, and it is applicable to all companies within the Group's scope of consolidation and to its joint ventures and associates..

In cases where the ACS Group does not have control but does have a significant influence, the required adjustments and reclassifications are made to the associate's financial statements in order to ensure that the accounting criteria are uniform with those of the Group.

Group companies may have their own manual as long as it does not contradict the contents of the Group manual, so as to be able to ensure the uniformity of ACS's accounting policies.

F.4.2 Mechanisms in standard format for gathering and preparing financial information, which are applied and used in all units within the entity or group, and support its main financial statements and accompanying notes and disclosures concerning the ICFRS.

Reporting to the ACS Group's Corporate General Management is carried out in accordance with the following guidelines:

1. Frequency of information reporting

Once the meeting schedule of the Executive Committee and the Board has been set, the reporting dates and type of information to be reported are sent to the various heads of the divisions or Group companies on an annual basis.

2. Type of Information

The details of the information to be reported will vary based on the reporting period (monthly / quarterly / half-yearly / annually).

3. Financial reporting format

The information sent to the Corporate Administration Department (Corporate General Management) by the various business areas is reported using the SAP BPC consolidation program that gathers both accounting information (mainly for the statement of financial position, the income statement, the comprehensive statement of recognised income and expenses, and the cash flow statement) and off the books information. This information is complemented using various Excel templates parametrised and automated for the aggregation and elaboration of various items of information, usually of an off-balance sheet and management nature.

For preparation of the consolidated statements, all business areas must report any changes in the scope of consolidation of their business area prior to the end of the month. Before making the openings for the corresponding month, the consolidation program includes all the parametrisation of the consolidation system, which specifically includes the scope of consolidation affecting the entire ACS Group.

4. Model for internal control information

The ACS Group has defined a reporting system for the most significant controls included within the framework of the Internal Control over Financial Reporting System, in which each person responsible for its implementation and monitoring must send the Group's General Corporate Management a report detailing its operations during the period.

This reporting took place in 2024 on a half-yearly basis, at the same time as the publication of the ACS Group's interim half-yearly financial statements.

F.5 Supervision of system operation

Indicating their main characteristics, detail at least the following:

F.5.1 The ICFRS supervision activities carried out by the Audit Committee, and whether the company has an internal audit function which includes support to the Committee in its work on supervising the internal control system, including the ICFRS, among its duties. Furthermore, indicate the scope of the assessment of the ICFRS carried out in the financial year and of the procedure by means of which the person responsible communicates the results, whether the entity has an action plan that details possible corrective actions and whether its impact on the financial information has been considered.

In accordance with Article 25.6 of the Board Rules in the version in effect in 2024, the functions of the Audit and Sustainability Committee include, for instance:

- Overseeing and evaluating the preparation and presentation of the financial and non-financial information of the company and where applicable, that of the group, while reviewing the compliance with regulatory requirements and ensuring the adequacy of the consolidation scope defined and the appropriate application of accounting criteria, and in particular knowing, understanding and overseeing the efficiency of the internal financial information control system (ICFRS). The Committee may present recommendations or proposals to the Board to safeguard the integrity of the financial information.
- Overseeing the effectiveness of the Company's internal controls, ensuring that the internal control policies and procedures in place are applied effectively in practice, and of the internal audit, while discussing any significant weaknesses in the internal control system identified during the performance of the audit with the statutory auditor, all of which must be done without compromising the auditor's independence, and providing its conclusions on the level of trustworthiness and reliability of the system. To this end, as the case may be, it may make

recommendations or proposals to the Board and define the corresponding time-frame allowed for follow-up.

- Overseeing the independence of the internal audit unit; proposing the selection, appointment, re-appointment, and removal of the head of the internal audit department; proposing the budget for the service; approving, or proposing the board approve, its orientation and annual internal audit plan, ensuring that activities are directed principally towards key risks for the company (including reputational risks); receiving regular information on internal activities; ensuring that senior management takes the conclusions and recommendations of internal audit reports into consideration; and conducting an annual review of the functioning of the internal audit unit and the performance of its functions by its head.

The ACS Group's Internal Audit Department exists as an independent service whose function is to provide support to the Group's Board and senior management in examining, evaluating, and supervising the internal control and risk management systems both of the Parent and of the other companies forming the Group.

The ACS Group's internal corporate audits are carried out by the Internal Audit Department, which coordinates the auditing of the Group's various business areas.

The Corporate Internal Audit Department is included in the organisational structure as a body reporting hierarchically to Corporate General Management and functionally to the Audit and Sustainability Committee of the Board. It has no hierarchical or functional link to the business areas. Therefore, appointment/dismissal of the head is at the suggestion of the Audit and Sustainability Committee. In this regard, Hochtief, A.G., as indicated in point F.1, has its own control system and its internal audit function reports to its Audit and Sustainability Committee, as indicated in the "Opportunities and Risks Report" in Hochtief, A.G.'s 2024 Annual Report. (available on its website www.hochtief.com).

In turn, the internal audit departments of the Parents of the Group's non-listed business areas report hierarchically to the Chairman and/or CEO of these areas and functionally to the Corporate Internal Audit Department. The functions assigned to the Internal Audit Department are as follows:

- a Reviewing the implementation of policies, procedures and standards established in the Group's business areas, and the operations and transactions they perform.
- b Identifying faults or errors in the systems and procedures, indicating their causes, issuing suggestions for improvement in the internal controls established and monitoring recommendations adopted by the management of the various business areas.
- c Reviewing and assessing, in the performance of their work, the internal controls established, included among which are those which make up the risks associated with the financial information for the audited units.
- d Reporting any anomalies or irregularities identified, recommending the best corrective actions and following up on the measures taken by the management of the different business areas.

The Corporate Internal Audit Department submits each year's Annual Audit Plan to the Audit and Sustainability Committee for approval. This Audit Plan consolidates the internal audits of the ACS Group companies, except for Hochtief AG and its group of companies.

The Corporate Internal Audit Department periodically submits to the Audit and Sustainability Committee a summary of the reports drafted and the status of the internal audits of the various business areas and updates regarding performance of the audit plan for the year.

In addition, each year the Corporate Internal Audit Department submits to the Audit and Sustainability Committee its Activities Report, which includes:

- Performance of the Audit Plan for the year in course and submission of the Audit Plan for the following year.

- A summary of the activities and reports carried out during the year and follow-up of the main material aspects and recommendations set out in the various reports.
- The conclusions concerning the Internal Control over Financial Reporting System reviewed in the audits carried out.

The Corporate Internal Audit Department submitted the 2024 Activities Report and the 2025 Audit Plan to the Audit and Sustainability Committee in March 2025. These included, among other aspects, enhanced review of the operation of control procedures and operations included in the internal control of financial reporting system. The audits carried out in 2024, as in previous years, were as follows:

- Audits of specific projects.
- Audits of branches or geographic areas within a company.
- Audits of processes or specific areas.
- Audits of companies or groups of companies.

A total of 44 audits were carried out in all the Business Areas of the Group in 2024, representing coverage equal to 33% of the ACS Group's total revenues excluding the Hochtief Group.

The audits performed did not disclose any incidents that might have a material impact on the financial statements.

As in previous years, in 2024, the internal audits carried out specifically included a review procedure of the Internal Control over Financial Reporting System of the audited company, project or delegation, identifying a series of key controls to verify their operability. The coverage of the scope of work was in line with the companies and processes that are truly significant and in which the ICFR is implemented.

The purpose of this review was to obtain evidence of the controls on financial information at the company and delegation level, and the risk and control matrices, indicating in the corresponding audit report the internal control weaknesses identified and proposing, through the corresponding recommendations, the action plans to be adopted by the company to mitigate those risks and weaknesses, if any.

Accordingly, all the processes in which the Corporation's System of Internal Control over Financial Reporting is implemented, and the Central Services of each Business Department, have been reviewed, issuing, in each case, a report with the identified internal control weaknesses.

The method used consisted of reviewing the supporting documents of the evidence on each control and posing questions to the personnel in charge of performing each of the controls, to determine whether the control procedures described are implemented and in place.

The Corporate Internal Audit Department periodically submits to the Audit and Sustainability Committee a summary of the reports prepared, including the conclusions from the review of the Internal Control over Financial Reporting System in the audits carried out.

In conclusion, there were no significant incidents worth mentioning in 2024 and, in general, the controls reviewed adequately covered the risks for which they have been assigned, and the evidence provided adequately supported the application of those controls.

F.5.2 A discussion procedure whereby the auditor (pursuant to TAS), the Internal Audit Department and other experts can report any significant internal control weaknesses encountered during their review of the financial statements or other assignments, to the company's senior management and its Audit Committee or administrators. Also report any action plan in place to correct or mitigate weaknesses observed.

In accordance with the Board Rules, the Audit and Sustainability Committee has the following functions:

- To oversee the effectiveness of the Company's internal controls, ensuring that the internal control policies and procedures in place are applied effectively in practice, and that of the internal audit, while discussing any significant weaknesses in the internal control system identified during the

performance of the audit with the statutory auditor, all of which must be done without compromising its independence, while providing its conclusion on the level of its trust in and reliability of the system. To this end, as the case may be, it may make recommendations or proposals to the Board and define the corresponding time-frame allowed for follow-up.

- To establish the appropriate relationships with the external auditor for the purpose of receiving information on any matter that may jeopardise the respective independence, for the examination of the Committee, and any other matter relating to the development process of the financial auditing, and when applicable authorize the services other than those which are prohibited, under the terms provided for in the applicable regulations, in addition to any other notification provided for under Spanish laws regarding financial auditing and technical auditing standards.

As a result of its work, the internal audit departments of the Group companies issue a written report summarising the work carried out, the situations identified, and the action plan, including, where applicable, the timetable and the persons in charge of correcting the situations identified, along with opportunities for improvement. These reports are sent to the head of the business area and to Corporate General Management.

As mentioned above, the Corporate Internal Audit Department submits an Activities Report to the Audit and Sustainability Committee that contains a summary of the activities carried out and the reports drawn up during the year along with follow-up of the main material findings and the recommendations set out in the various reports.

The Audit and Sustainability Committee meet with the external auditor periodically and in all cases at its sessions when the Audit and Sustainability Committee meets to review the abridged consolidated financial statements corresponding to the first and second half of the year and before the meeting held by the Board to prepare the full annual individual financial statement of the parent and the consolidated statement of the ACS Group. Additionally, it holds formal meetings to plan the work of external auditors for the current year, and to report the results that have been obtained in the preliminary review prior to the end of the financial year.

In 2024 the Internal Auditor attended six Audit and Sustainability Committee meetings, and the External Auditor attended six Audit and Sustainability Committee meetings at the invitation of the Chair in relation to the agenda items for which their presence had been requested.

F.6 Other relevant information

Not applicable

F.7 External auditor's report

Indicate:

F.7.1. Whether the ICFRS information supplied to the market has been reviewed by the external auditor, in which case the corresponding report should be included as an appendix. Otherwise, explain the reasons for the absence of this review.

The information relating to the ICFRS for 2024 issued to the markets was reviewed by the external auditor, whose report is included as an attachment to the AGCR.

G. DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Indicate the Company's degree of compliance with the recommendations of the Good Governance Code in Listed Companies.

If any recommendations are not followed or are only partially followed, a detailed explanation of the reasons for this must be included so that the shareholders, investors and the market in general have sufficient information to assess the company's conduct. Explanations of a general nature will not be acceptable.

1. The Articles of Association of listed companies may not limit the number of votes held by a single shareholder or impose other restrictions on the company's takeover via the market acquisition of its shares.

Complies	Explain
X	

2. When the listed company is controlled, within the meaning of section 42 of the Commercial Code, by another listed or unlisted company, and has, directly or through its subsidiaries, business relationships with that company or any of its subsidiaries (other than those of the listed company) or carries out activities related to those of any of them publicly reports accurately on:
 - a) The respective areas of activity and potential business relationships between, on the one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries.
 - b) The mechanisms in place to resolve possible conflicts of interest.

Complies	Partially complies	Explain	Not applicable
			X

3. During the annual general meeting, the chairman of the board should supplement the published annual corporate governance report with a sufficiently detailed verbal report to shareholders on key corporate governance issues in the company, including in particular the following:
 - a) Changes since the last annual general meeting.
 - b) The specific reasons why the company does not follow any of the Corporate Good Governance recommendations, and whether any alternative rules are applied to the matters in question.

Complies	Partially complies	Explain
X		

4. The company should define and promote a policy on communication and contact with shareholders and institutional investors in the context of their engagement with the company and with proxy advisers that fully respects insider trading rules and accords equal treatment to all shareholders who are in the same position. The company should publish this policy on its website, including information regarding the ways in which it is put into practice and identifying interlocutors and the officers responsible for implementation.

Without prejudice to legal obligations to disseminate insider information and other regulated information, the Company also has a general policy regarding the communication of economic/ financial, non-financial and corporate information through the channels it considers appropriate (media, social media or other channels) that contributes to maximising the dissemination and quality of information available to the market, investors and other stakeholders.

Complies	Partially complies	Explain
X		

5. The board should not seek the delegation from annual general meetings of powers to issue shares or convertible bonds where such issues exclude preferential subscription rights and exceed 20% of share capital at the time of delegation.

Where the board of directors approves any issue of shares or convertible securities involving the exclusion of preferential subscription rights, the company should immediately publish the reports on such exclusion required in accordance with prevailing companies legislation on its website.

Complies	Partially complies	Explain
X		

6. Listed companies preparing the reports mentioned below, whether on a mandatory or voluntary basis, should publish the same on their corporate website sufficiently advance of the date of the annual general meeting, even where publication is not mandatory:

- a) Report on auditor independence.
- b) Reports on the functioning of the audit and nominations and remuneration committees.
- c) Audit committee report on related-party transactions.

Complies	Partially complies	Explain
X		

7. The company should broadcast shareholders' general meetings live on its website.

The Company has mechanisms that enable the delegation and casting of votes by electronic means and even, in the case of highly capitalised companies and to the extent proportionate, attendance and active participation at the General Meeting.

Complies	Partially complies	Explain
X		

8. The audit committee should ensure that the annual financial statements submitted by the Board to the General Shareholders' Meeting are drawn up in accordance with accounting regulations, and that, in cases where the auditor has indicated a reservation in its report, the chair of the audit committee explains its content and scope with clarity in the general meeting in the opinion of the audit committee, placing a summary of their opinion at the shareholders' disposal when the meeting call is published, together with the other proposals and reports.

Complies	Partially complies	Explain
X		

9. The company should publish the requirements and procedures required to accredit ownership of shares, the right of attendance at shareholders' general meetings and the delegation of voting rights on its website on a permanent basis.

The company should publish the requirements and procedures required to accredit ownership of shares, the right of attendance at shareholders' general meetings and the delegation of voting rights on its website on a permanent basis.

Complies	Partially complies	Explain
X		

10. Where any shareholder may legitimately have exercised the right to make any addition to the agenda or presented new proposals for resolutions before the date of the annual general meeting, the company should do, la sociedad:

- Immediately publish these additional agenda items and new proposals for resolutions.
- Publish the form of the attendance card, proxy voting form or remote voting form containing the necessary changes to allow voting on the new points on the agenda and alternative proposals, in accordance with the terms proposed by the board of directors.
- Submit all these agenda items and alternative proposals to a vote applying the same voting rules as in the case of matters or proposals made by the board, including in particular any assumptions or deductions with regard to the nature of votes.
- After the shareholders' general meeting, the company should provide a breakdown of votes cast on any such additional agenda items or alternative proposals.

Complies	Partially complies	Explain	Not applicable
			X

11. If the company intends to pay any bonuses for attending the annual general meeting, it should establish a general policy regarding such premiums in advance and apply the policy on a stable basis.

Complies	Partially complies	Explain	Not applicable
			X

12. The board should perform its duties with unity of purpose and independence, according all shareholders the same treatment. It will be guided at all times by the company's best interest, to be understood as establishing a profitable business that is sustainable in the long run, promoting business continuity and maximising the company's value.

In pursuit of the corporate interest, the company should not only abide by applicable laws and regulations and act in good faith, ethically and with due respect for custom and generally accepted best practice, but also seek to reconcile said corporate interest with the legitimate interests of its employees, suppliers, customers and other stakeholders potentially affected by the conduct of affairs, and with the impact of the company's activities on the community as a whole and on the environment.

Complies	Partially complies	Explain
X		

13. In the interests of the effectiveness and participatory nature of its functioning, the board of directors should comprise between five and fifteen members.

Complies	Explain
X	

14. The Board should approve a policy aimed at favouring an appropriate composition of the Board and that:

- a) is concrete and verifiable;
- b) ensures that proposals for appointment or re-election of members are based on a prior analysis of the competences needed by the board; and
- c) favours diversity of expertise, experience, age and gender. For these purposes, measures that encourage the company to have a significant number of female senior managers are considered to be conducive to gender diversity.

The result of the prior analysis of the skills required by the board should be set forth in a report of the appointments, which will be published on the occasion of the call to the shareholders' general meeting at which the ratification, appointment or re-election of each board member is to be sought.

The nominations committee should verify compliance with this policy on an annual basis and explain its findings in the annual corporate governance report.

Complies	Partially complies	Explain
X		

15. A broad majority on the board should be proprietary and independent board members and the number of executive directors should be the minimum necessary, taking into account the complexity of the group of companies and each executive directors' holding in the share capital of the company.

And the number of female directors should account for at least 40% of the members of the Board by the end of 2022 and thereafter, as previously it was not below 30%.

Complies	Partially complies	Explain
X		

16. not be greater than the proportion of capital represented on the board and the remainder of the company's capital.

This proportional criterion may be relaxed:

- a) In large cap companies where few ownership interests attain the legal threshold for significant shareholdings.
- b) In companies where multiple, otherwise unrelated shareholders are represented on the board.

Complies	Explain
X	

17. The number of independent board members should represent at least half of all board members.

Nevertheless, in companies which are not large cap concerns, or if they are, where a single shareholder or several acting in concert to control more than 30% of share capital, the number of independent board members should represent at least one third of the total board members.

Complies	Explain
X	

18. Companies will post the following information regarding the board members on their websites, and keep them permanently updated:

- a) Professional experience and background.
- b) Board memberships held at other companies, listed or otherwise, and any other remunerated activities of any kind in which the board member may engage.
- c) An indication of the board member's classification as executive, in the case of proprietary board members stating the shareholder they represent or have links with.
- d) The date of their first and subsequent appointments or reselection as a company board member.
- e) Shares held in the company and any options on them.

Complies	Partially complies	Explain
X		

19. Subject to verification by the nominations committee, the annual corporate governance report should explain the reasons for the appointment of proprietary board members at the request of shareholders holding equity interests of less than 3% of share capital. Likewise, the reasons for the refusal, where applicable, of any formal requests for seats on the board made by shareholders holding interests of equal size or greater than the interests owned by other shareholders at whose request proprietary board members were appointed.

Complies	Partially complies	Explain	Not applicable
			X

20. Proprietary board members will resign when the shareholders they represent dispose of the shares owned in their entirety. If these shareholders reduce their stakes, thereby losing some of their entitlement to Proprietary Board Members, their number should be reduced accordingly.

Complies	Partially complies	Explain	Not applicable
			X

21. The Board may not propose the removal of any independent board members before the expiry of the statutory term for which they were appointed, as mandated by the Articles of Association, except where due cause is found by the Board based on a report of the nominations committee. In particular, just cause will be presumed when a board member takes up any new posts or contracts new obligations such as might prevent him/her from dedicating the necessary time to the discharge of the duties proper to the office of director, is found to be in breach of the duties inherent in his/her position or comes under one of the grounds leading to disqualification as independent, in accordance with the provisions of applicable legislation.

The removal of Independent board members may also be proposed when a takeover bid, merger or similar corporate operation produces changes in the company's capital structure and such changes in the structure of the board of directors are a consequence of the proportionality criterion set out in Recommendation 16.

Complies	Explain
	X

22. Companies should lay down rules obliging directors to report and, where appropriate, resign when situations arise that affect them, whether or not related to their actions in the company itself, that could damage the credit and reputation of the company and, in particular, obliging them to inform the board of any criminal proceedings in which they are under investigation, and the progress of any subsequent trial.

After having been informed or otherwise learned of any of the situations described in the preceding paragraph, the board should examine the case as soon as possible and, having regard to the specific circumstances, will decide, following a report from the nominations committee, whether to take any action, such as opening an internal investigation, requesting the resignation of the director or proposing the director's removal. This should be reported in the annual corporate governance report, unless special circumstances justify it, which must be recorded in the minutes. This is without prejudice to the information that the company must disseminate, if appropriate, when the corresponding measures are adopted.

Complies	Partially complies	Explain
		X

23. All board members should express clear opposition when they feel a proposal submitted for approval by the board might harm the corporate interest. In particular, independents and other board members unaffected by potential conflicts of interest should challenge any decision that could be detrimental to the interests of shareholders lacking board representation.

When the board makes any material or recurring decisions on any matter about which a board member has expressed serious reservations, then he or she should draw the pertinent conclusions. Board members resigning for these causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the secretary of the board, whether or not he/she is also a board member.

Complies	Partially complies	Explain	Not applicable
X			

24. When, either by resignation or by resolution of the general meeting, a directors resign before the end of their term of office, they should sufficiently explain the reasons for their resignation or, in the case of non-executive directors, their opinion on the reasons for their removal by the meeting, in a letter to be sent to all board members.

Without prejudice to the fact that this is reported in the annual corporate governance report, to the extent relevant to investors, the company should publish the dismissal as soon as possible, including sufficient reference to the reasons or circumstances provided by the director.

Complies	Partially complies	Explain	Not applicable
X			

25. The nominations committee should ensure that non-executive directors have sufficient time available for the appropriate discharge of their duties.

The rules of the board of directors should establish a maximum number of other companies' boards on which the board members may hold seats.

Complies	Partially complies	Explain
	X	

The Nominations Committee should ensure that non-executive directors have sufficient time available for the appropriate discharge of their duties. However, this Recommendation is considered partially complied with because the Board Regulation does not establish a maximum number of boards of companies on which its directors may sit.

The Company considers that this is not the only criterion that should be considered regarding the time spent by directors on Company affairs, and in general the directors' performance of other professional activities must also be taken into account, insofar as this may be a relevant variable for assessing their ability to discharge their duties.

The Company also considers that with the aim of maintaining a balance between the time dedicated to the Company and the benefits and experience they contribute from their own activities and presence on other boards, their presence on those boards should not be restricted, and that should be taken into account is the board members' own assessment as to whether they consider that they are unable to devote the necessary time for appropriate performance of their duties in the Company. At no time has the existence been detected of any lack of time or dedication by Board Members for the adequate performance of the duties with which they have been charged.

26. The board should meet as often as necessary to perform its functions effectively and at least eight times per year, following a schedule of dates and issues established at the start of the year. However, each board member may also individually propose other initially unscheduled items for inclusion in the agenda.

Complies	Partially complies	Explain
X		

27. Failure on the part of board members to attend meetings should be confined to unavoidable cases and non-attendance should be quantified in the annual corporate governance report. Proxies should be arranged with instructions in the event of inability to attend.

Complies	Partially complies	Explain
	X	

As stated in section C.1.26, the Company has had 95.8% attendance at Board meetings. Proxies with voting instructions are not considered generally advisable, given that one of the characteristics of Board meetings is their deliberative nature, with the Directors expressing their different views and opinions and, therefore, being able to reach conclusions other than their initial ones.

28. Where the directors or the secretary express any concerns over a proposal, or in the case of board members, over the conduct of the company's affairs, and their concerns are not resolved at a board meeting, the concerns raised will be recorded in the minutes at the request of the party expressing them.

Complies	Partially complies	Explain	Not applicable
X			

29. The company should establish appropriate channels to allow the directors to obtain the necessary advice to discharge their duties, including external advisory services payable by the company where circumstances so require.

Complies	Partially complies	Explain
X		

30. Irrespective of the expertise required of board members for the discharge of their duties, companies should offer board members training programmes to refresh their knowledge and skills, where circumstances so require.

Complies	Explain	Not applicable
X		

31. The agenda for board meetings should indicate clearly the points on which the board is required to adopt a decision or resolution, so that the directors can examine or obtain the necessary information in advance

Where the chairman may wish in exceptional circumstances and for reasons of urgency to propose decisions or resolutions that are not included in the agenda for approval by the board, the express prior consent of the majority of the board members present will be required and will be recorded in the minutes.

Complies	Partially complies	Explain
X		

32. Board members should be periodically informed of changes in the shareholder structure and of the opinions of the company held by significant shareholders, investors and rating agencies.

Complies	Partially complies	Explain
X		

33. As the officer responsible for the effective functioning of the board, the chair will exercise the functions attributed by law and the Company's Articles of Association, and will prepare and submit to the board a schedule of dates and an agenda, organise and coordinate periodic assessments of the board, and where appropriate, of the company's chief executive officer. The chair will also be responsible for directing the work and effective functioning of the board, ensuring that sufficient time is given over to the discussion of strategic issues, and agreeing and reviewing the programmes established to refresh the knowledge of each director where circumstances so require.

Complies	Partially complies	Explain
X		

34. Where there is a Lead Director, the Articles of Association or rules of the board of directors should grant that director the following powers in addition to those conferred by law to chair the board in the absence of the chair and deputy chairs, where applicable; to take note of the concerns voiced by non-executive directors; to maintain contacts with investors and shareholders in order to learn their points of view and form an opinion of their concerns, in particular with regard to corporate governance of the company; and to coordinate the plan for succession of the chair.

Complies	Partially complies	Explain	Not applicable
X			

35. The secretary to the board should oversee the actions and decisions of the board, ensuring that they are based on the good governance recommendations applicable to the company as set forth in the Good Governance Code

Complies	Explain
X	

36. The board should meet once per year in full session to evaluate and, where appropriate, adopt an action plan to correct any weaknesses identified with respect to:

- a) The quality and effectiveness of the board's functioning.
- b) The functioning and membership of its committees.
- c) The diversity of the board's membership and powers.
- d) The performance of the chair of the board and the company's chief executive officer.
- e) The performance and contribution of each director, focusing in particular upon the directors responsible for each of the board committees.

Assessments of the different committees will be based upon the reports submitted by them to the board, while the evaluation of the board itself will be based on the report submitted by the nominations committee.

Every three years, the board will be assisted in its evaluation by an external consultant, whose independence will be verified by the nominations committee.

Business relations maintain by the company or any group company with the consultant or any company forming part of the consultant's group will be duly disclosed in the annual corporate governance report.

The processes and areas evaluated will be described in the annual corporate governance report.

Complies	Partially complies	Explain
X		

37. When there is an executive committee there are at least two non-executive directors, at least one of whom is independent; and the secretary is the board secretary.

Complies	Partially complies	Explain	Not applicable
X			

38. The board will at all times be apprised of the matters debated and decisions taken by the executive committee, and all board members will receive copies of the minutes to meetings of the executive committee.

Complies	Partially complies	Explain	Not applicable
X			

39. All the members of the audit committee, and especially its chair, must be appointed on the strength of their expertise and experience in accounting, auditing and/or risk management, both financial and non-financial.

Complies	Partially complies	Explain
X		

40. A unit should be set up under the supervision of the audit committee to perform the internal audit function and oversee the proper functioning of information and internal control systems. The internal audit unit will report functionally to the non-executive chair of the board or to the audit committee.

Complies	Partially complies	Explain
X		

41. The head of internal audit should present the audit committee with an annual work program for approval by it or the board, informing it directly of its performance, including any incidents limits on its scope arising during its implementation, and of the results and tracking of its recommendations, and submit an activities report at the end of each year.

Complies	Partially complies	Explain	Not applicable
X			

42. In addition to those established by law, the audit committee should perform the following functions:

1. In relation to information systems and internal control:

- a) To supervise and assess the process of preparing and the integrity of the financial and non-financial information, and the systems for controlling and managing financial and non-financial risks relating to the company and, where applicable, the group, including operational, technological, legal, social, environmental, political and reputational or corruption-related risks, reviewing compliance with regulatory requirements, the accurate demarcation of the scope of consolidation and the correct application of accounting criteria.
- b) To oversee the independence of the internal audit unit; propose the selection, appointment, re-election and removal of the head of the internal audit department; propose the budget for the service; approve, or propose the board approve, its orientation and annual internal audit plan, ensuring that activities are directed principally towards key risks for the company (including reputational risks); receive regular information on internal activities; and ensure that senior management takes the conclusions and recommendations of internal audit reports into consideration.
- c) To establish and supervise a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report potentially significant irregularities, including financial, accounting or any other irregularities related to the company that they notice within the company or its group. This mechanism must guarantee confidentiality and, in any case, provide for cases in which communications may be made anonymously, respecting the rights of the complainant and the respondent.
- d) In general, to ensure that the policies and systems established in internal control are effectively applied in practise.

2. In relation to the external auditor:

- a) To examine the circumstances and reasons in the event of resignation of the external auditor.
- b) To ensure that the remuneration of the external auditor's work does not compromise quality or independence.
- c) To oversee reporting by the company of any change of auditor to the CNMV, and to ensure that it is accompanied by a statement with regard to the possible existence of any disagreements with the outgoing auditor and their content.
- d) To ensure that the external auditor holds an annual meeting with the whole of the board to report on the audit work carried out and on the evolution of accounting matters and the risks to which the company is exposed.
- e) To ensure that the company and the external auditor respect prevailing regulations governing the provision of services other than audit, the limits on the concentration of the auditor's business and the terms of regulations governing auditor independence in general.

Complies	Partially complies	Explain
X		

43. The audit committee may call any employee or executive of the company, and may even require attendance without the presence of any other executive.

Complies	Partially complies	Explain
X		

44. The audit committee will be apprised of all information concerning transactions involving structural or corporate changes which the company or any company forming part of its group plan to carry out. The committee will examine such information and report in advance to the board on the financial terms and accounting impact of those transactions, and in particular on the exchange ratio proposed, if any.

Complies	Partially complies	Explain	Not applicable
X			

45. The control and risk management policy should identify or determine at least:

- The different types of financial and non-financial (operational, technological, legal, corporate, environmental, political and reputational, including those related to corruption) risk to which the company is exposed, including contingent liabilities and other off-balance sheet risks among the financial and business risks identified.
- A risk management and control model based on different levels, which will be formed by a specialised risk committee when provided for by sector rules or when considered appropriate by the company.
- The level of risk that the company considers acceptable.
- The measures provided to mitigate the impact of the risks identified, in the event that they were to materialise.
- The information and internal control systems used to control and manage risks, including contingent liabilities and off-balance sheet risks.

Complies	Partially complies	Explain
X		

46. An internal control and risk management function headed up by an internal unit or department of the company should be set up under the direct supervision of the audit committee or, where appropriate, of a specialized board committee to take charge of the following functions:

- To ensure the proper functioning of internal control and risk management systems and, in particular, to ensure that the same adequately identify, manage and quantify all significant risks to which the company may be exposed.
- To participate actively in the preparation of the risk strategy and significant decisions with regard to risk management.
- To ensure that risk control and management systems adequately mitigate risks within the framework of the policy defined by the board of directors.

Complies	Partially complies	Explain
X		

47. The members of the nominations and remuneration committee (or of the nominations committee and the remuneration committee where separate) should be appointed in view of their knowledge, skills and experience of the functions they will be required to discharge, and the majority should be independent board members.

Complies	Partially complies	Explain
X		

48. Large cap companies should establish a separate nominations committee and remuneration committee.

Complies	Explain	Not applicable
X		

49. The nominations committee will consult with the chairman of the board and the company's chief executive officer, in particular on matters relating to executive directors.

Any board member may request that the nominations committee to take potential candidates to cover vacancies in the board of directors into consideration, where they understand the same to be suitable.

Complies	Partially complies	Explain
X		

50. The remuneration committee will exercise its functions independently. In addition to those attributed by law, these functions will comprise:

- a) To propose the basic terms and conditions of senior management contracts to the board.
- b) To verify compliance with the remuneration policy established by the company.
- c) Periodically to review the remuneration policy applied to board members and senior executives, including share-based remuneration systems and their application, if any, and to provide assurance that individual remuneration is proportionate and in line with the compensation paid to other directors and senior executives of the company.
- d) To ensure that potential conflicts of interest do not adversely affect the independence of external advice provided to the committee.
- e) To verify information on the remuneration of board members and senior executives contained in corporate documents, including the annual report on board member remuneration.

Complies	Partially complies	Explain
X		

51. The remuneration committee will consult with the chairman or executive director, especially on issues involving executive directors and senior executives.

Complies	Partially complies	Explain
X		

52. The rules governing the membership and functioning of supervisory and control committees should be set forth in the rules of the board and should be consistent with those applied by law to mandatory committees in accordance with the foregoing recommendations, including:

- a) Membership should comprise exclusively non-executive directors, with a majority of independent board members.
- b) Committee chairs should be independent board members.

- c) The board should appoint the members of committees in view of the knowledge, skills and experience of board members and the duties entrusted to each committee, debating the relevant proposals and reports. Each committee should likewise account for its activity and the work carried out at the first full board meeting held after each of its meetings.
- d) The committees may seek external advice where considered necessary for the due discharge of their functions.
- e) Minutes will be kept of each meeting and will be provided to all of the board members.

Complies	Partially complies	Explain	Not applicable
			X

53. Supervision of compliance with the company's environmental, social and corporate governance policies and rules, and internal codes of conduct, should be attributed to one or more Board committees that may be the audit committee, the nominations committee, a committee specialising in sustainability or corporate social responsibility or another specialised committee that the Board, in exercising its self-organisation powers, has decided to create. This committee should only be composed of non-executive directors, with the majority being independent and specifically attributed the minimum functions indicated in the following recommendation.

Complies	Partially complies	Explain
X		

54. The minimum functions referred to in the previous recommendation are as follows:

- a) Supervision of compliance with corporate governance rules and the company's internal codes of conduct, also ensuring that the corporate culture is aligned with its purpose and values.
- b) Supervision of the application of the general policy relating to the communication of economic-financial, non-financial and corporate information, and communication with shareholders and investors, voting advisers and other stakeholders. The way in which the company communicates and relates to small and medium-sized shareholders will also be monitored.
- c) Regular evaluation of the suitability of the company's system of corporate governance to ensure that it fulfils its mission of promoting the corporate interest and takes the legitimate interests of the remaining stakeholders into account in an appropriate manner.
- d) Supervision to ensure that the company's environmental and social practices comply with the defined strategy and policy.
- e) Supervision and evaluation of processes affecting different stakeholder groups.

Complies	Partially complies	Explain
X		

55. The sustainability policies in environmental and social matters should identify and include at least:

- a) The principles, commitments, objectives and strategy regarding shareholders, employees, customers, suppliers, social issues, the environment, diversity, tax liability, respect for human rights and the prevention of corruption and other illegal conduct.

- b) The methods or systems for monitoring compliance with policies, associated risks and their management.
- c) The mechanisms established to monitor non-financial risks, including those related to ethics and business conduct.
- d) The channels established for communication, participation and dialogue with stakeholders.
- e) Responsible communication practices to prevent the manipulation of information and safeguard personal integrity and honour.

Complies	Partially complies	Explain
X		

56. Directors' remuneration should be set at the necessary levels to attract and retain board members with the desired profile, and to reward the dedication, qualifications and responsibility required by their office, but it should not be set so high as to compromise the independence of non-executive directors.

Complies	Explain
X	

57. Variable remuneration linked to the company's results and personal performance should be confined to the executive directors, as should remuneration systems based on the allocation of shares, options or rights over shares or other instruments linked to the share price, and long-term savings systems such as pension plans or retirement and other prudential schemes.

Share-based remuneration may be considered for non-executive directors subject to the condition that any securities delivered by held until the board member concerned leaves office. This condition will not apply to any securities which the board member concerned may need to dispose of, where applicable, to settle acquisition costs.

Complies	Partially complies	Explain
X		

58. In the case of variable pay, remuneration policies should establish the necessary limits and technical precautions to ensure that such rewards relate to the professional performance of beneficiaries and do not accrue merely as a result of the general evolution of the markets, the industry in which the company operates or other similar circumstances.

In particular, variable pay components should:

- a) Be linked to predetermined, measurable performance criteria, and such criteria should take into account the risks assumed to obtain results.
- b) Promote the sustainability of the company and should include non-financial criteria related to long-run value creation, and compliance with the company's internal rules and procedures, and with its risk control and management policies.
- c) Should be structured on the basis of balance between the attainment of objectives in the short, medium and long term, so as to remunerate ongoing success and performance over a sufficient period of time to appreciate the contribution made to the sustainable creation of value and ensure that the performance variables measured do not refer only to one-off, occasional or extraordinary events.

Complies	Partially complies	Explain	Not applicable
X			

59. The payment of variable remuneration components should be subject to sufficient verification that the previously established performance or other conditions have been effectively fulfilled. The companies should include in the directors' annual remuneration report the criteria as regards the time required and methods for that verification based on the nature and characteristics of each variable component.

In addition, the companies should weigh the establishment of a reduction clause ('malus') based on the deferral for a sufficient period of payment of a part of the variable components that implies their total or partial loss if any event occurs before the time of payment that makes it advisable.

Complies	Partially complies	Explain	Not applicable
X			

60. In the case of remuneration linked to company earnings, deductions should be computed for any qualifications stated in the independent auditor's report.

Complies	Partially complies	Explain	Not applicable
X			

61. A relevant percentage of the variable remuneration paid to executive directors should be linked to delivery of shares or financial instruments indexed to the share price.

Complies	Partially complies	Explain	Not applicable
X			

62. Once the shares, options or financial instruments corresponding to the remuneration systems have been attributed, the executive directors should not be able to transfer their ownership or exercise them until at least three years have elapsed.

An exception is made where the directors maintain, at the time of the transfer or exercise, a net economic exposure to changes in the share price of a market value equivalent to an amount of at least twice their annual fixed remuneration through the ownership of shares, options or other financial instruments.

This will not apply to shares that the directors need to dispose of to meet the costs related to their acquisition or, subject to the favourable opinion of the nominations and remuneration committee, to deal with extraordinary situations that so require.

Complies	Partially complies	Explain	Not applicable
X			

63. Contractual agreements with directors should include a clause allowing the company to claim reimbursement of variable remuneration items where payment was not in line with the performance conditions established, or where payment was made in view of data later found to be inaccurate.

Complies	Partially complies	Explain	Not applicable
X			

64. Severance payments made on the termination of contracts should not exceed an amount equal to two years' total annual remuneration, and they should not be made until the company has been able to verify that the board member meets the criteria and conditions for receiving them.

For the purposes of this recommendation, severance payments will be considered any payments whose accrual or payment obligation arises as a result of or when the contractual relationship between the director and the company is terminated, including amounts not previously consolidated of long-term savings systems and amounts paid under post-contractual non-compete agreements.

Complies	Partially complies	Explain	Not applicable
X			

H. OTHER INFORMATION OF INTEREST

1. *If there are any relevant aspects relating to corporate governance in the company or group entities which have not been reflected in the other sections of this report, but which need to be included to give more complete and reasoned information on the structure and governance practices in the company or its group, detail them briefly.*
2. *This section can also include any other information, clarification or qualification relating to the previous sections of the report, provided that it is material and not repetitive.*

In particular, indicate whether the company is subject to any legislation other than the Spanish legislation on corporate governance and, if so, include the information that it is required to furnish, where such information differs from that required in this report.

3. *The company may also indicate whether it has adhered voluntarily to other codes on ethical principles or good practices, whether international or applying to the sector or other scope. Where applicable, identify the code in question and the date of adherence. In particular, mention whether it has adhered to the Code of Good Tax Practices of 20 July 2010.*

At the Board meeting held on 19 November 2010, the Company adopted a decision to adhere to the Code of Good Tax Practices developed by the Tax Agency and the Large Business Forum and communicated to that Agency on 1 December 2010. This Code aims to strengthen transparency and co-operation in the Company's tax practices, and to increase legal certainty in the interpretation of tax rules.

This Annual Corporate Governance Report was approved by the Board of the Company at its meeting held on 27 March 2025.

Indicate whether any Board Members voted against or abstained in relation to the approval of this Report.

Yes	No
	X

Name or corporate name of the Board Member not voting in favour of the approval of this report	Grounds (against, abstention, absence)	Explain reasons
--	--	-----------------

Comments

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.

Assurance' report on the 2024 "Information
Relating to the system of internal control over
financial reporting (ICFR)" of ACS, ACTIVIDADES DE
CONSTRUCCIÓN Y SERVICIOS, S.A.

March 27 2025

*Translation of a report originally issued in Spanish based on our work
performed in accordance with the assurance regulations in force in
Spain and prepared in accordance with the regulatory reporting
framework applicable to the Group in Spain. In the event of a
discrepancy, the Spanish-language version prevails*

Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.

"INFORMATION RELATING TO THE SYSTEM OF INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR)" OF ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. ASSURANCE REPORT FOR THE FISCAL YEAR ENDED DECEMBER 31st 2024

To the Directors of
ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.:

As requested by the Board of Directors of ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. ("the Entity") and in accordance with our engagement letter of February 6th 2025, we have applied certain procedures to the accompanying "Information relating to the ICFR" of ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. for fiscal year finished on December 31st 2024, which summarises the internal control procedures of the Entity in relation to its annual financial reporting.

Directors are responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system and for making improvements to that system and for preparing and establishing the content of the accompanying information relating to the ICFR system attached.

In this regard it should be noted, irrespective of the quality of the design and operational effectiveness of the internal control system adopted by the Entity in relation to its annual financial reporting, that the system can only permit reasonable, but not absolute, assurance in connection with the objectives pursued, due to the limitations inherent to any internal control system.

In the course of our audit work on the financial statements and pursuant to Technical Auditing Standards, the sole purpose of our assessment of the internal control of the Entity was to enable us to establish the scope, nature and timing of the audit procedures to be applied to the Entity's financial statements. Therefore, our assessment of internal control performed for the purposes of the aforementioned audit of financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial reporting.

For the purpose of issuing this report, we applied exclusively the specific procedures described below and indicated in the Guidelines on the Auditors' Report on the Information relating to the System of Internal Control over Financial Reporting of Listed Companies, published by the Spanish National Securities Market Commission on its website, which establishes the work to be performed, the minimum scope thereof and the content of this report. Since the work resulting from such procedures has, in any case, a reduced scope that is significantly less extensive than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or on its design or operating effectiveness, in relation to the Entity's annual financial reporting for 2024 described in the accompanying information on the ICFR system. Therefore, had we applied procedures additional to those established in the aforementioned Guidelines or performed an audit or a review of the internal control over the regulated annual financial reporting, other matters or aspects might have been disclosed which would have been reported to you.

In addition, since this special engagement does not constitute an audit of financial statements and is not subject to current Spanish Audit Law, we do not express an audit opinion in the terms provided in that Law.

The procedures applied were as follows:

1. Perusal and understanding of the information prepared by the Entity in relation to the ICFR system - disclosure information included in the directors' report - and assessment of whether this information addresses all the information required considering the minimum content described in section F, of the ACGR form, relating to the description of the ICFR system as established in CNMV Circular 5/2013 of June 12th 2013, and subsequent modifications, the most recent being CNMV Circular 3/2021 of September 28th 2021 (hereinafter referred to as CNMV circulars).
2. Inquiries of personnel in charge of preparing the information detailed in point 1 above for the purpose of achieving: (i) familiarisation with the preparation process; (ii) obtainment of the information required in order to assess whether the terminology used is adapted to the definitions provided in the reference framework; (iii) obtainment of information on whether the aforementioned control procedures have been implemented and are in use at the Entity.
3. Review of the explanatory documents supporting the information detailed in point 1 above, including documents directly made available to those responsible for describing the ICFR systems. In this respect, the aforementioned documentation includes reports prepared by the Internal Audit Department, senior executives or other internal or external experts providing support functions to the Audit Committee.
4. Comparison of the information detailed in point 1 above with the knowledge on the Entity's ICFR obtained through the procedures applied during the financial statement audit work.
5. Reading of the meetings minutes of the Board of Directors, Audit and Control Committee and other committees of the Entity to evaluate the consistency between the ICFR business transacted and the information detailed in point 1 above.
6. Obtainment of the representation letter in connection with the work performed, signed by those responsible for preparing and formulating the information detailed in point 1 above.

The procedures applied to the information relating to the ICFR system did not disclose any inconsistencies or incidents that might affect the information.

This report has been prepared exclusively in the context of the requirements of article 540 of Corporate Enterprises Act and by CNMV Circulars, published by the Spanish National Securities Market Commission for the purposes of the description of the ICFR system in Annual Corporate Governance Reports.

DELOITTE AUDITORES, S.L.

Ignacio Alcaraz Elorrieta

March 27, 2025



**Annual Report on Directors'
Remuneration 2024**

REMUNERATION COMMITTEE

27 March 2025

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01. Introduction

In line with its commitment to information transparency, ACS, Actividades de Construcción y Servicios, S.A. ("ACS" or the "ACS Group") publishes this report, drafted by the Remuneration Committee of the Board, and submits it to an advisory vote of the shareholders at an Annual General Meeting as a separate item on the agenda, in accordance with section 541 of the Spanish Corporate Enterprise Act (*Ley de Sociedades de Capital*).

This report details the application of the remuneration policy of ACS directors for 2024 based on the ACS Group's results, for the performance both of executive functions and of those relating to the position of director, and the proposed remuneration for 2025, based on the new remuneration policy to be submitted for approval at the General Meeting on 9 May 2025 for the 2025-2028 period.

At the ACS Group, 2024 was characterised by:

1. The Group's sound results, which, together with strong cash generation, reinforced the Group's financial strength at the end of 2024.
2. Good growth prospects along with a solid and diversified project portfolio, mainly located in the US, Asia Pacific and Europe, markets where the Group has a clear leadership position.
3. The progress made regarding sustainability in relation to the 2025 Sustainability Master Plan and improvements in the Company's corporate governance in line with international good governance standards and recommendations.

These facts were taken into account by the Remuneration Committee in its report to the Board regarding the remuneration of the Company's senior executives and, especially, of the executive chairman and the CEO, approved by ACS's Board at its meeting held on 27 March 2025, the amounts of which are detailed in this report.

Lastly, it should be noted that, once again, both ACS and Hochtief maintained their corporate engagement with shareholders, investors and other stakeholders, such as analysts, proxy advisors and other related agents, with special emphasis on sustainability and corporate governance (environmental, social and governance – ESG), with the aim of improving transparency and aligning mutual interests.

02. Remuneration Committee

In accordance with the Articles of Association and the Board Regulations, on 31 December 2024, the Remuneration Committee comprised the following members:

- Ms. María José Pérez Beato - (Independent) Chairman of the Committee
- Mr Emilio García Gallego - (Independent)
- Ms María Soledad Pérez Rodríguez - (Proprietary)
- Mr José Eladio Seco Domínguez - (Independent)
- Ms Lourdes Fraguas Gadea - (Independent)

All committee members have extensive experience, skills and knowledge in line with their key responsibilities.

Mr José Eladio Seco Domínguez is also Lead Independent Director.

The functions of ACS's Board and of its Remuneration Committee as regards remuneration are governed by the Articles of Association (Articles 13 to 24) and the Board Regulations (Articles 5 and 27). The Remuneration Committee is responsible for reporting to the Board as regards:

- The remuneration system of the chairman of the Board and other senior executives of the Company.
- The distribution, among the Board members, of the overall remuneration agreed upon by the shareholders at the General Meeting and, if applicable, the establishment of supplementary remuneration and other payments corresponding to executive directors in relation to their functions.
- Remuneration of the Directors.
- Multiannual plans that may be established based on share value, such as stock option plans.

In 2024, the Remuneration Committee met on one occasion, with the personal attendance of all its members. In 2025, until the date of publication of this report, it met on one occasion.

At these meetings, the committee discussed the following matters, among other things, and agreed, where applicable, to submit them to the Board for approval:

- Directors' remuneration for their functions as such;
- Fixed remuneration of executive directors;
- Approval of targets associated with the annual variable remuneration of the executive directors;
- Assessment and approval of the annual variable remuneration of the executive directors for the results achieved during the year;
- Assessment of the achievement of the targets set in the long-term incentive plans corresponding to approval of long-term variable remuneration of the CEO;
- Approval and proposal of the Annual Remuneration Reports.

In accordance with the Board Regulations, and to improve compliance with its functions, the Remuneration Committee may submit a request to the Board that the Company hire specialised external advisors.

03. 2025 Remuneration Policy

03.01. *General principles and fundamentals of the remuneration policy*

ACS's remuneration system is based on the following principles:

- Alignment with long-term value creation for shareholders;
- Attracting and retaining talent;
- Compensation for professional accountability and career paths;
- Internal equity and external competitiveness, by establishing compensation schemes that are comparable with the market;
- Balance among the different remuneration items.

03.02. *Non-Executive Directors*

The remuneration system for directors in their capacity as such for 2025 consists of a fixed allowance independent of any allowance that may correspond to the executive directors in their capacity as such. In an attempt to make the fixed components of the remuneration as objective as possible, it is proposed to maintain the current system, which consists of basing the annual remuneration amount for each director on the positions they hold on the Board, their presence on various Board committees, and the functions that they each have in each committee. The total of this fixed allowance is submitted each year for approval by the shareholders at the Annual General Meeting.

The table of remuneration, as annual fees stipulated in the Articles of Association, proposed for 2025 is that included in the new 2025-2028 Remuneration Policy that will be submitted for approval by the shareholders at the Annual General Meeting to be held on 9 May 2025 and that is as follows:

Position	Thousands of Euros
Chairman of the Board	390
Vice-Chairman of the Board	365
CEO	300
Board Members	90
Executive Committee Member	60
Committee Chairman	40
Committee Member	30

The amounts determined for the chairman and vice chairman of the Board will include any amounts due for membership on committees other than the Executive Committee; all other amounts may be aggregated.

The maximum annual remuneration in 2025 for directors as fees stipulated in the Articles of Association will not exceed EUR 4.000 thousand.

03.03. Executive Directors

The Remuneration Policy for the 2025-2028 period, which will be submitted for approval by the shareholders at the Annual General Meeting to be held on 9 May 2025, incorporated changes to the remuneration policy for executive directors to bring it into line with the new structure of the ACS Board of Directors. The policy considers remuneration to be an element to attract and retain the best professionals and to make them feel part of the ACS Group. Accordingly, the first element to take into account is the comparison with other leading business groups. The second element to take into account is how best to reasonably distribute both annual and multiannual fixed and variable remuneration.

Likewise, the suggestions of institutional investors and proxy advisors made during the engagement process carried out by ACS throughout the year were taken into account when establishing the Remuneration Policy.

03.03.01. Fixed Remuneration

Salary remuneration is established by taking into account the content of the executive functions associated with the position, and market data regarding comparable companies. The following fixed annual remuneration is proposed for 2025:

Title	Thousand euros
Executive chairman	2,509
CEO	2,270
General secretary	1,458

The remuneration of the ACS CEO, who is also Hochtief's top executive officer, is calculated so that Hochtief pays 3/10 parts and ACS 7/10 parts as long as he continues to hold both positions.

03.03.02. Annual Variable Remuneration

The annual variable remuneration of executive directors is linked to individual performance and the achievement of targets. This includes both non-financial targets and specific financial, predetermined,

objectively quantifiable targets aligned with the Group's strategy, as set out in the Director Remuneration Policy.

The annual variable remuneration scheme for 2025 is distributed as follows:

- 80% for **financial targets**, divided into:
 - 40% for EBITDA compared to the budget; EBITDA is defined as earnings before interest, taxes, depreciation and amortisation.
 - 40% for Net operating profit (NOP – equivalent to Ordinary net profit from operating activities) compared to the previous year. Ordinary net profit from operating activities is defined as the net profit from operating activities before Corporate profit or loss and extraordinary gains or losses.

Each financial metric is associated with an achievement scale with a minimum value, a target value and a maximum value. For intermediate levels, the incentive is calculated by linear interpolation. Specifically:

- For EBITDA:
 - The minimum value is a target achievement threshold under which no incentive is paid; this threshold is set at 90% of the budget.
 - The target is 100% compliance with the budget.
 - The maximum value is the level for which a higher incentive is paid and that is set at 105% of the budget.
- For NOP:
 - The minimum value is a target achievement threshold under which no incentive is paid; this threshold is set at 0% growth compared to the previous year.
 - The target is 5% growth compared to the previous year.
 - The maximum value is 10% growth compared to the previous year.

Item	Scale		Level of fulfilment	Percentage of target
EBITDA	Minimum		=90% Budget	25 %
	Target	If real	=Budget	100 %
	Maximum		>105% Budget	150 %
Net Profit of Activities	Minimum		0	25 %
	Target	Increase	5%	100 %
	Maximum		= 10%	150 %

- 20% for **non-financial targets**, strengthening the Group's commitment to sustainability by setting specific, quantifiable targets related to the environment, safety and social responsibility in general.

Specifically, a non-financial target has been proposed for 2025, which is the Standard & Poor's assessment for inclusion in the Dow Jones sustainability indices, thus bringing together all the sustainability parameters generally accepted by the market. ACS will be required to obtain at least a ranking above the 92nd percentile, with a base target of being in the 96th percentile. If the Company is above the 98th percentile, a 50% bonus will be applied.

Item	Scale		Level of fulfilment	Percentage of target
DowJones	Minimum		Percentile 92	25 %
Sustainability	Target	If position	Percentile 96	100 %
Index	Maximum		Percentile 98	150 %

In addition, compliance with the ACS Group's Sustainability Master Plan approved in 2021 will be weighted, which set 38 targets for 2025. This weighting will first value the degree to which the 17 priority targets have been achieved, in particular as regard reducing direct emissions and improving the incident rate of own employees.

The annual variable remuneration of all executive directors for 2025 will be limited to 250% of fixed remuneration, although these scales allow for higher bonuses if all of the target maximums are exceeded. In that case, the fixed remuneration would refer to the fixed salary, without fees under the Articles of Association.

03.03.03. Multiannual Variable Remuneration

After the 2018 plan ended, a new long-term incentive plan for executives was approved for the 2023-2028 period, which is structured in two systems: Long-term Incentive Plan 1, based on the delivery of shares, and Long-term Incentive Plan 2, based on the delivery of stock options.

Long-term Incentive Plan 1

Shares are delivered if the targets established are met, which are measured in the three years after the approval of the plan (2023, 2024 and 2025), with two delivery deadlines: half from year 4, and the other half from year 5.

The criteria chosen to meet the targets are as follows:

- Annual Shareholder Return (ASR) in the period (2023-2025) higher than the median of the 10 comparable companies.
- Average Return on Equity (ROE = $\text{Net profit}_n / \text{Equity}_{n-1}$) in the 2023-2025 period is greater than 10%.
- Average of the percentile score obtained in the DJSI above 85% in the 2023-2025 period.

Number of shares subject to the plan: 1.12 million.

Plan	Assessment	Retention	Execution	No. Stock options
PILP-1 2027	2023-2025	2026	2027	5,000,000
PILP-1 2028	2023-2025	2026-2027	2028	5,000,000

Long-term Incentive Plan 2

Stock options are delivered if the targets established are met, which are measured in the three years after the approval of the plan (2023-2025), with two delivery deadlines: half from year 4, and the other half from year 5.

The criteria chosen to meet the targets are the same as in Long-term Incentive Plan 1, i.e:

- Annual Shareholder Return (ASR) in the period (2023-2025) higher than the median of the 10 comparable companies.
- Average Return on Equity (ROE = $\text{Net profit}_n / \text{Equity}_{n-1}$) in the 2023-2025 period is greater than 10%.

- c. Average of the percentile score obtained in the DJSI above 85% in the 2023-2025 period.

Number of stock options subject to the plan: 10 million

Exercise price: To be determined when the plan is approved, and never below the market price.

Retention period: 12 and 24 months

Plan	Assessment	Retention	Execution	No. Stock options
PILP-1 2027	2023-2025	2026	2027	560,000
PILP-1 2028	2023-2025	2026-2027	2028	560,000

Long-Term Incentive Plan for the Hochtief's CEO

In addition, the CEO was specifically granted a Long-Term Incentive Plan subject to Hochtief's operational and financial performance, with the same metrics as for annual variable remuneration, by which he is assigned Hochtief shares, with a two-year retention period (component of Incentive Plan I), and he is granted a 5-year annual incentive plan (component of Incentive Plan II) based on performance shares, with maximum values set on an annual basis.

Likewise, the Group encourages the main executives to be part of ACS's shareholder structure, in accordance with international best practices on senior management remuneration. The executive chairman is currently ACS's majority shareholder with a significant ownership interest, far above twice his fixed salary. New executive directors are given five years from when they were hired to meet this target.

03.03.04. Indemnity Payments

Executive directors do not have a right to compensation if their executive functions are terminated, except the CEO, whose compensation will be equal to two years, and will be calculated based on fixed remuneration plus the amount corresponding to variable remuneration, assuming 100% fulfilment of targets. Compensation is not awarded if the removal arises as a result of wilful misconduct or gross negligence by the CEO in the performance of his duties causing losses to the Company.

No compensation is envisaged for a change of control.

03.03.05. Long-Term Savings Systems

Remuneration, rights and compensation relating to long-term savings systems derive from the contracts signed previously with each executive director and approved by the Company's Board, the conditions of which were adjusted to prevailing personal, professional and market practice circumstances. ACS is committed to respecting these obligations undertaken and to maintaining its best practices policy in future allocations.

The director-general secretary has been a beneficiary of a long-term savings system formalised through a collective savings insurance contract regarding benefits in the form of capital since 2004. The systems are vested as the amounts are contributed to the insurance company to which the pension plan is outsourced. The executive chairman waives (effective as of this year) this type of annual remuneration, which is replaced by a payment this year of EUR 524 thousand in fixed remuneration (already included in subsection 03.03.01) and EUR 838 thousand in annual variable remuneration. These amounts are consolidated for the following years, with the portion of annual variable remuneration corresponding to 100% achievement of the targets.

Once the contractually agreed retirement age is reached, as applicable, the annual amounts to contribute remain constant in the future. Once the director retires the entire fund contributed up to that point is collected as a lump sum; there is no non-competition agreement, given that no other remuneration financially offsets non-competition (there is no remuneration other than the pension in the event of retirement); and lastly, in the event of death, the director's heirs are entitled to the fund that has been generated. Once the agreed retirement age has been reached, the director must retire if so required by the

Company; thus, if the director fails to do so, the Company would no longer have the obligation to contribute to the fund and the fund would be reduced by 25% for each year.

Accordingly, the CEO is the beneficiary of a long-term savings system by which he takes part in a pension plan where the contribution is set at EUR 400 thousand, which is to be made as long as the contractual relationship between the CEO and the Company is in force and until he reaches the legal age of retirement, at which time the CEO may receive the entire fund contributed until then. This amount will be updated annually in accordance with the Consumer Price Index. In the event of death of the CEO, his heirs are entitled to the fund generated.

03.03.06. Supplementary Remuneration

The Company has arranged life insurance cover for all its employees based on the construction agreement, the coverage of which takes into account the employee's family situation. This insurance is applicable to the executive chairman, the CEO and the director-general secretary.

03.03.07. Ex Post Control of Annual Variable Remuneration

With the aim of reducing risks and bringing the variable remuneration policy into line with the targets of the Company and its shareholders, ACS has established clawback clauses for the incentives paid or delivered with a period of two years when they have been paid according data subsequently proven to be inaccurate.

03.03.08. Main Contract Terms

In addition to that specified in the corresponding sections, it should be pointed out that the contracts between the Company and the executive directors are indefinite and include the obligation to provide services exclusively to the Company on a full-time basis. Accordingly, executive directors may not provide services, as independent professionals or as employees, whether directly or indirectly, to third parties outside of the ACS Group, without the express consent of the Company.

04. Comparison of Remuneration Levels

In 2018, Willis Towers Watson, a company that specialises in the field, carried out a benchmarking study on the level and structure of the remuneration of ACS's management team.

In its conclusions, the study indicated that the remuneration of ACS's main directors was in line with market benchmarks, both at industry level and for the IBEX 35.

Given that there have been no substantial changes in the remuneration structure, the Group did not consider it necessary to conduct a new study in 2024.

05. Results of the ACS Group to Establish Incentive Levels

Compliance with predetermined and quantifiable targets established at the start of the financial year by the Board, at the proposal of the Remuneration Committee, to calculate the annual variable remuneration of executive directors, is aligned with the Group's financial results in 2024 ("Pay for performance") and its long-term corporate strategy. The main business milestones for 2024 were as follows:

- Sales in 2024 grew by 16.5% to EUR 41,633 million. in comparable terms, adjusted for perimeter and exchange rate variations, sales rose by 10.5%. This positive performance is supported by general growth of activities in all markets.
- The backlog at December 2024 stood at EUR 88,209 million, up 20% on the previous year (in comparable terms, adjusted for perimeter and exchange rate variations +9.5%) thanks to the significant volume of awards recorded in 2024, with a growing weight in new generation infrastructure projects related to the energy transition and new technologies.

- EBITDA reached EUR 2,456 million, up 28.7% on the previous year.
- Net profit reached EUR 828 million, an increase of 6.1%. Net operating profit reached EUR 684 million, an increase of 14.0%. All construction and concession activities contributed to this increase.

As regards sustainability, the inclusion of ACS in the DJSI Europa index, and Hochtief in the DJSI World index and DJSI Europa

06. Application of the Remuneration Policy in 2024

Below are details of the remuneration accrued by the directors in 2024 in line with the Remuneration Policy approved by the shareholders at the General Meeting for 2023-2026.

06.01. Remuneration of the Directors in their capacity as such

The amounts accrued individually by the directors over the last year in their capacity as ACS directors and for their membership on the different committees were as follows (in thousands of euros):

Remuneration at the Company				
	Name	Remuneration for membership of Board	Remuneration for membership on Board committees	Total 2024
ANTONIO	BOTELLA GARCÍA	53	23	76
JOSÉ LUIS	DEL VALLE PÉREZ	–	–	–
JAVIER	ECHENIQUE LANDIRÍBAR	90	90	180
CARMEN	FERNÁNDEZ ROZADO	90	120	210
LOURDES	FRAGUAS GADEA	90	30	120
MARÍA JOSÉ	GARCÍA BEATO	90	30	120
ISIDRO	FAINÉ CASAS	154	–	154
EMILIO	GARCÍA GALLEGO	90	60	150
MARIANO	HERNÁNDEZ HERREROS	90	30	120
PEDRO JOSÉ	LÓPEZ JIMÉNEZ	365	–	365
LOURDES	MAIZ CARRO	90	30	120
CATALINA	MIÑARRO BRUGAROLAS	90	70	160
FLORENTINO	PÉREZ RODRÍGUEZ	390	–	390
MARÍA SOLEDAD	PÉREZ RODRÍGUEZ	90	60	150
JUAN	SANTAMARÍA CASES	300	–	300
JOSÉ ELADIO	SECO DOMÍNGUEZ	90	70	160

The following table gives an itemised breakdown of the amounts accrued by the directors as remuneration for board membership at other investees of ACS, representing ACS (in thousands of euros):

Remuneration at Group companies	
Name	Total 2024
ANTONIO BOTELLA GARCÍA	38
JOSÉ LUIS DEL VALLE PÉREZ	256
JAVIER ECHENIQUE LANDIRÍBAR (1)	45
CARMEN FERNÁNDEZ ROZADO	—
LOURDES FRAGUAS GADEA	—
MARÍA JOSÉ GARCÍA BEATO	—
ISIDRO FAINÉ CASAS	—
EMILIO GARCÍA GALLEGO	—
MARIANO HERNÁNDEZ HERREROS	90
PEDRO JOSÉ LÓPEZ JIMÉNEZ	533
LOURDES MAIZ CARRO	—
CATALINA MIÑARRO BRUGAROLAS	—
FLORENTINO PÉREZ RODRÍGUEZ	—
MARÍA SOLEDAD PÉREZ RODRÍGUEZ	90
JUAN SANTAMARÍA CASES	—
JOSÉ ELADIO SECO DOMÍNGUEZ	—

(1) Javier Echenique passed away on 15 December 2024

Directors' attendance at meetings of the Company's Board and its committees in 2024 was as follows:

Name	Type of Director	Board of Directors	Executive Committee	Audit Committee	Appointments Committee	Remuneration Committee
		8	10	8	5	1
ANTONIO BOTELLA GARCÍA (1)	Independent	6/8				1/1
JOSÉ LUIS DEL VALLE PÉREZ (*)	Executive	8/8	10/10*	8/8 *	5/5 *	1/1 *
JAVIER ECHENIQUE LANDIRIBAR (2)	Proprietary	7/8	9/10		3/5	
CARMEN FERNÁNDEZ ROZADO	Independent	8/8	10/10	8/8	5/5	
LOURDES FRAGUAS GADEA	Independent	8/8				1/1
MARÍA JOSÉ GARCÍA BEATO	Independent	8/8			5/5	
ISIDRO FAINÉ CASAS (3)	Proprietary	1/8	3/10			
EMILIO GARCÍA GALLEGO	Independent	7/8		6/8		1/1
MARIANO HERNÁNDEZ HERREROS	Proprietary	8/8			5/5	
PEDRO JOSÉ LÓPEZ JIMÉNEZ	Other External	8/8	10/10		0	
LOURDES MAIZ CARRO	Independent	7/8			4/5	
CATALINA MIÑARRO BRUGAROLAS	Independent	8/8		8/8	5/5	
FLORENTINO PÉREZ RODRÍGUEZ	Executive	8/8	10/10			
MARÍA SOLEDAD PÉREZ RODRÍGUEZ	Proprietary	6/8		3/8		1/1
JUAN SANTAMARÍA CASES	Executive	8/8	10/10			
JOSÉ ELADIO SECO DOMÍNGUEZ	Independent	8/8		8/8		1/1

* José Luis del Valle Pérez is a non-member Secretary

(1) Antonio Botella left office on 30 July 2024

(2) Javier Echenique passed away on 15 December 2024

(3) Isidro Fainé was appointed Director on 30 July 2024

06.02. Remuneration of Executive Directors

06.02.01. Fixed Remuneration

The total fixed remuneration received by executive directors for performing executive functions in 2024 came to EUR 5,066 thousand, broken down as follows:

	Fixed Remuneration 2024 in Thousands of Euros
FLORENTINO PÉREZ RODRÍGUEZ	1,927
JUAN SANTAMARÍA CASES	1,723
JOSÉ LUIS DEL VALLE PÉREZ	1,416

06.02.02. Annual Variable Remuneration

In 2024, the annual variable remuneration assigned to executive directors was in line with the Remuneration Policy for 2023-2026, approved by the shareholders at the Annual General Meeting in 2023.

To determine the degree of fulfilment of the 2024 objectives, the Remunerations Committee conducted an evaluation process with support from General Corporate Management, which is in charge of the Group's

economic/financial and sustainability information. The results have been duly verified by the Audit Committee.

Below are details of the categories of targets approved by the Board, at the proposal of the Remuneration Committee, as regards the annual variable remuneration of the executive directors, and the metrics, weightings and degree of compliance reached that have determined the amount of annual variable remuneration for 2024:

Item	Weighting	Objective 2024	Real Data 2024	Degree of Compliance	Level of Achievement
Financial objectives					
Adjusted Free Cash Flow	33.33%	2,043mn €	2,456 mn €	+20,2% s/Budget	150%
Net Profit (BDI)	33.33%	600 mn €	684 mn €	>210% s/2023	150%
Non Financial objectives					
Dow Jones Sustainability Index	33.33%	Percentil 95	Percentil 98	DJSI Europe	150%
Degree of achievement applicable					150%

Note: The financial information comes from the information published in the Integrated Report, namely:

- Net operating profit and EBITDA are included in Chapter 3.1 Income Statement;
- The non-financial evaluation is summarised in Chapter 4. Non-Financial Information Statement (Sustainability Report)

Accordingly, and taking into account the degree of compliance with the established metrics and the proposal of the Remuneration Committee based on the results obtained, the amount of the annual variable remuneration for 2024 assigned to the executive chairman would be EUR 4,239 thousand.

Likewise, 70% of the CEO's variable remuneration in 2024 relates to the achievement of the ACS Group's financial and non-financial targets, as defined in point 03.03.02 of the 2023 Remuneration Report. The remaining 30% relates to the short-term incentive plan for Hochtief's operational performance, as detailed in Hochtief's Annual Report for 2024.

Based on this, the Board agreed at its meeting of 27 March 2025, at the proposal of the Remuneration Committee, to settle the amounts specified below of the annual variable remuneration for 2024 of the executive chairman, the CEO and the director-general secretary.

(Thousands of Euros)	Annual variable remuneration	
	Charged to 2023 Results (Paid on 1Q2024)	Charged to 2024 Results (Paid on 1Q2025)
FLORENTINO PÉREZ RODRÍGUEZ	3,947	4,239
JUAN SANTAMARÍA CASES	3,613	3,789
JOSÉ LUIS DEL VALLE PÉREZ	2,302	2,778

06.02.03. Long-Term Variable Remuneration

As indicated in section 03.03.03, long-term variable remuneration was approved through Long-Term Incentive Plans 1 and 2, consisting of the delivery of shares and options as from 2026, in accordance with

the Board resolution of 27 July 2023. Delivery is subject to the fulfilment of certain financial and non-financial conditions that are assessed throughout 2023-2025.

The directors benefiting from the Plan are:

Beneficiary	PILP-1 (Shares)	PILP-2 (Options)
FLORENTINO PÉREZ RODRÍGUEZ	100,000	590,000
JUAN SANTAMARÍA CASES	100,000	590,000
JOSÉ LUIS DEL VALLE	40,000	240,000

In addition, the CEO, as Hochtief's top executive officer, was granted a Long-Term Incentive Plan subject to Hochtief's operational and financial performance, with the same metrics as for annual variable remuneration, by which he is assigned Hochtief shares, with a two-year retention period (component of Incentive Plan I), and he is granted a 5-year annual incentive plan (component of Incentive Plan II) based on performance shares, with maximum values set on an annual basis, as described in Hochtief's Annual Report for 2024.

06.02.04. Other payments

The executive directors are beneficiaries of pension plans and certain benefits in kind that include, among other items, life insurance. The expense associated with these benefits in 2024 amounts to EUR 1,362 thousand for the executive chairman, EUR 517 thousand for the CEO, and EUR 657 thousand for the general secretary.

Furthermore, in 2024 the Company did not award any advance, credit or guarantee to the executive directors.

Below is a breakdown of the cost incurred by the Company for the contributions to the executive directors' pension plans in 2024, and other remuneration in kind received by the directors that year:

Executive Board Member	Contributions to Pension funds and plans:	Life Insurance Premiums and other payments
FLORENTINO PÉREZ RODRÍGUEZ	1,362	39
JUAN SANTAMARÍA CASES	517	49
JOSÉ LUIS DEL VALLE PÉREZ	657	2

06.02.05. Total Remuneration of the Executive Directors

Below is an itemised summary of total gross remuneration accrued by the executive directors in 2024:

Remunerations accrued by Executive Board Members in Financial Year 2024									
Directors	Remuneration for Director functions	Fixed Remuneration	Annual Variable Remuneration	Long Term Variable Remuneration	Contribution to Long-Term Savings Systems (2)	Other items	TOTAL 2024	TOTAL 2023	Var.
FLORENTINO PÉREZ	390	1,927	4,239	–	1,362	39	7,957	7,596	4.8%
JUAN SANTAMARÍA CASES	300	1,723	3,789	1,692	517	54	8,075	7,788	3.7%
JOSÉ LUIS DEL VALLE PÉREZ	256	1,416	2,778	–	657	2	5,109	4,591	11.3%

(1) Remuneration for director functions: includes the fixed allowance for belonging to the Boards of ACS and its subsidiaries and membership on its committees.

(2) Contributions to long-term savings systems: refers to the Company's contributions to pension plans

Below is the total remuneration accrued by the executive directors, itemised by company.

Name	Position	Remuneration by ACS	Remuneration by HOCHTIEF	TOTAL	Total proportional		
					2024	2023	Var.
FLORENTINO PÉREZ RODRÍGUEZ	Executive Chairman	7,957		7,957	7,957	7,596	4.8%
JUAN SANTAMARÍA CASES	Chief Executive Officer (CEO)	4,387	3,688	8,075	7,337	6,916	6.1%
JOSÉ LUIS DEL VALLE PÉREZ	Vice Chairman	4,853		5,109	5,058	4,528	11.7%

The following table gives a breakdown of total remuneration accrued by directors in 2024 for different items:

Name	Remuneration for membership of ACS Board	Remuneration for membership on Board committees	Remuneration for membership on Boards of Group Companies	Fixed remuneration for executive functions	Short-term variable remuneration	Variable long-term remuneration in cash	Variable long-term remuneration in financial instruments	Contributions to Long-Term Contributions	Other items	Total 2024	Total 2023
ANTONIO BOTELLA GARCÍA	53	23	38	–	–	–	–	–	–	114	130
JOSÉ LUIS DEL VALLE PÉREZ	–	–	256	1,416	2,778	–	–	657	2	5,109	4,591
JAVIER ECHENIQUE LANDIRÍBAR (1)	90	90	45	–	–	–	–	–	–	225	225
CARMEN FERNÁNDEZ ROZADO	90	120	–	–	–	–	–	–	–	210	210
LOURDES FRAGUAS GADEA	90	30	–	–	–	–	–	–	–	120	78
MARÍA JOSÉ GARCÍA BEATO	90	30	–	–	–	–	–	–	–	120	120
ISIDRO FAINÉ CASAS	154	–	–	–	–	–	–	–	–	154	–
EMILIO GARCÍA GALLEGO	90	60	–	–	–	–	–	–	–	150	150
MARIANO HERNÁNDEZ HERREROS	90	30	90	–	–	–	–	–	–	210	210
PEDRO JOSÉ LÓPEZ JIMÉNEZ	365	–	533	–	–	–	–	–	–	898	909
LOURDES MAIZ CARRO	90	30	–	–	–	–	–	–	–	120	78
CATALINA MIÑARRO BRUGAROLAS	90	70	–	–	–	–	–	–	–	160	160
FLORENTINO PÉREZ RODRÍGUEZ	390	–	–	1,927	4,239	–	–	1,362	39	7,957	7,596
MARÍA SOLEDAD PÉREZ RODRÍGUEZ	90	60	90	–	–	–	–	–	–	–	240
JUAN SANTAMARÍA CASES	300	–	–	1,723	3,789	–	1,692	517	54	8,075	7,788
JOSÉ ELADIO SECO DOMÍNGUEZ	90	70	–	–	–	–	–	–	–	160	160

* Total amount of the remaining remuneration accrued in the year and not considered in any of the other sections.

(1) Javier Echenique passed away on 15 December 2024

06.02.06. Remuneration Earned by the Executive Directors in 2024

As a result of exercising the rights earned in previous years related to the short-term (2024) and long-term (2019-2024) incentives plans, the variable remuneration paid to executive directors in 2024 is detailed in the following table:

Remunerations collected by Executive Board Members in Financial Year 2024									
Directors	Remuneration for Director functions (1)	Fixed Remuneration	Annual Variable Remuneration	Long Term Variable Remuneration	Contribution to Long-Term Savings Systems (2)	Other items	TOTAL 2024	TOTAL 2023	Var.
FLORENTINO PÉREZ	390	1,927	3,947	—	1,362	39	7,665	6,729	13.9%
JUAN SANTAMARÍA CASES	300	1,723	3,613	832	517	54	7,039	4,233	86.6%
JOSÉ LUIS DEL VALLE PÉREZ	260	1,416	2,302	—	657	2	4,637	4,395	5.5%

(1) Remuneration for director functions: includes the fixed allowance for belonging to the Boards of ACS and its subsidiaries and membership on its committees.

(2) Contributions to long-term savings systems: refers to the Company's contributions to pension plans

07. VOTE RESULTS IN GENERAL MEETINGS

The shareholders at the Annual General Meeting, which was held on 10 May 2024, with an attendance quorum of 59.7%, approved the 2023 Annual Report on Director Remuneration on an advisory basis, with 79.3% of the votes in favour (see detail below).

Statistics Annex to Annual Report on Remuneration of Directors of Listed Corporations

B.- GLOBAL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED IN THE YEAR ENDED

B.4 Report on the result of the advisory vote of the General Meeting on the Annual Remuneration Report for the previous year, specifying the number of opposing votes cast, if any:

	Number	% of total
Votes cast	162,248,515	59.7%

	Number	% of total
Opposing votes	13,912,768	8.6%
Votes in favor	128,707,387	79.3%
Abstentions	19,628,360	12.1%

C.- DETAIL OF THE INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR

Name	Type	Period accrued 2024
ANTONIO BOTELLA GARCÍA	Independent	From 1/1/2024 to 30/07/2024
JOSÉ LUIS DEL VALLE PÉREZ	Executive	From 1/1/2024 to 31/12/2024
JAVIER ECHENIQUE LANDIRÍBAR	Propietary	From 1/1/2024 to 15/12/2024
CARMEN FERNÁNDEZ ROZADO	Independent	From 1/1/2024 to 31/12/2024
LOURDES FRAGUAS GADEA	Independent	From 1/1/2024 to 31/12/2024
MARIA JOSÉ GARCÍA BEATO	Independent	From 1/1/2024 to 31/12/2024
ISIDRO FAINÉ CASAS	Propietary	From 30/7/2024 to 31/12/2024
EMILIO GARCÍA GALLEGO	Independent	From 1/1/2024 to 31/12/2024
MARIANO HERNÁNDEZ HERREROS	Independent	From 1/1/2024 to 31/12/2024
PEDRO JOSÉ LÓPEZ JIMÉNEZ	Other External	From 1/1/2024 to 31/12/2024
LOURDES MAIZ CARRO	Independent	From 1/1/2024 to 31/12/2024
CATALINA MIÑARRO BRUGAROLAS	Propietary	From 1/1/2024 to 31/12/2024
FLORENTINO PÉREZ RODRÍGUEZ	Executive	From 1/1/2024 to 31/12/2024
MARÍA SOLEDAD PÉREZ RODRÍGUEZ	Propietary	From 1/1/2024 to 31/12/2024
JUAN SANTAMARÍA CASES	Executive	From 1/1/2024 to 31/12/2024
JOSÉ ELADIO SECO DOMÍNGUEZ	Independent	From 1/1/2024 to 31/12/2024

C.1 Fill in the following tables regarding the individual remuneration of each director (including remuneration for performance of executive functions) accrued in the year.

a) Remuneration from the reporting company:

i) Cash payments accrued (in thousands of euros)

Name	Fixed remuneration	Diets	Remuneration for membership on Board committees	Wages	Short-term variable remuneration	Long-term variable remuneration	Compensation	Other items	Total 2024	Total 2023
ANTONIO BOTELLA GARCÍA	53	–	23	–	–	–	–	–	76	130
JOSÉ LUIS DEL VALLE PÉREZ	–	–	–	1,416	2,778	–	–	–	4,194	3,670
JAVIER ECHENIQUE LANDIRÍBAR	90	–	90	–	–	–	–	–	180	180
CARMEN FERNÁNDEZ ROZADO	90	–	120	–	–	–	–	–	210	210
LOURDES FRAGUAS GADEA	90	–	30	–	–	–	–	–	120	78
MARIA JOSÉ GARCÍA BEATO	90	–	30	–	–	–	–	–	120	120
ISIDRO FAINÉ CASAS	154	–	–	–	–	–	–	–	154	–
EMILIO GARCÍA GALLEGO	90	–	60	–	–	–	–	–	150	150
MARIANO HERNÁNDEZ HERREROS	90	–	30	–	–	–	–	–	120	120
PEDRO JOSÉ LÓPEZ JIMÉNEZ	365	–	–	–	–	–	–	–	365	365
LOURDES MAIZ CARRO	90	–	30	–	–	–	–	–	120	78
CATALINA MIÑARRO BRUGAROLAS	90	–	70	–	–	–	–	–	160	160
FLORENTINO PÉREZ RODRÍGUEZ	390	–	–	1,927	4,239	–	–	–	6,556	6,199
MARÍA SOLEDAD PÉREZ RODRÍGUEZ	90	–	60	–	–	–	–	–	150	150
JUAN SANTAMARÍA CASES	300	–	–	1,206	2,470	–	–	–	3,976	3,780
JOSÉ ELADIO SECO DOMÍNGUEZ	90	–	70	–	–	–	–	–	160	160
	2,162	–	613	4,549	9,487	–	–	–	16,811	15,550

ii) Table of changes in share-based remuneration systems and gross profit from vested financial instruments or shares

Name	Name of the Plan	Financial instruments at the start of financial year 2024		Financial instruments provided during financial year 2024		Financial instruments consolidated during the financial year				Matured unexercised instruments	Financial instruments at the end of financial year 2024		
		No. instruments	No, equivalent shares	No. instruments	No, equivalent shares	No. instruments	No, equivalent/ consolidated shares	Price of consolidated shares	Gross Benefit of the shares or consolidated financial instruments (thousand Euros)	No. instruments	No. instruments	No, equivalent shares	
FLORENTINO	PÉREZ RODRÍGUEZ	ACS Options Plan 2023	590,000	590,000	–	–	–	–	–	–	–	590,000	590,000
JUAN	SANTAMARÍA CASES	ACS Options Plan 2023	590,000	590,000	–	–	–	–	–	–	–	590,000	590,000
JOSÉ LUIS	DEL VALLE PÉREZ	ACS Options Plan 2023	240,000	240,000	–	–	–	–	–	–	–	240,000	240,000
FLORENTINO	PÉREZ RODRÍGUEZ	ACS Shares Plan 2023	100,000	100,000	–	–	–	–	–	–	–	100,000	100,000
JUAN	SANTAMARÍA CASES	ACS Shares Plan 2023	100,000	100,000	–	–	–	–	–	–	–	100,000	100,000
JOSÉ LUIS	DEL VALLE PÉREZ	ACS Shares Plan 2023	40,000	40,000	–	–	–	–	–	–	–	40,000	40,000

iii) Long-term savings systems

Name	Remuneration for consolidation of rights to savings systems
FLORENTINO PÉREZ RODRÍGUEZ	1,362
JUAN SANTAMARÍA CASES	362
JOSÉ LUIS DEL VALLE PÉREZ	657

Name	Contribution of the exercise by the Company (thousands of Euros)				Amount of the accumulated funds (thousands of Euros)			
	Savings systems with consolidated financial rights		Savings systems with non consolidated financial rights		2024 Financial Year		2023 Financial Year	
	2024 Financial Year	2023 Financial Year	2024 Financial Year	2023 Financial Year	Systems with consolidated financial rights	Systems with non consolidated financial rights	Systems with consolidated financial rights	Systems with non consolidated financial rights
	FLORENTINO PÉREZ RODRÍGUEZ	1,362	1,362	–	–	53,368	–	50,451
JUAN SANTAMARÍA CASES	362	352	–	–	1,912	–	946	–
JOSÉ LUIS DEL VALLE PÉREZ	657	657	–	–	14,578	–	13,921	–

iv) Detail of other items

Name	Concept	Remuneration amount
FLORENTINO PÉREZ RODRÍGUEZ	LIFE INSURANCE	39
JUAN SANTAMARÍA CASES	LIFE INSURANCE	49
JOSÉ LUIS DEL VALLE PÉREZ	LIFE INSURANCE	2

ii) Table of changes in share-based remuneration systems and gross profit from vested financial instruments or shares

Name		Name of the Plan	Financial instruments at the start of financial year 2024		Financial instruments provided during financial year 2024		Financial instruments consolidated during the financial year				Matured unexercised instruments	Financial instruments at the end of financial year 2024	
			No. instruments	No, equivalent shares	No. instruments	No, equivalent shares	No. instruments	No, equivalent/ consolidated shares	Price of consolidated shares	Gross Benefit of the shares or consolidated financial instruments (thousand Euros)	No. instruments	No. instruments	No, equivalent shares
JUAN	SANTAMARIA CASES	LTPI I (2024)	–	–	–	–	–	–	–	846	–	–	–
JUAN	SANTAMARIA CASES	LTPI II (2024)	–	–	–	–	–	–	–	846	–	–	–

iii) Long-term savings systems

Name	Contribution of the exercise by the Company (thousands of Euros)				Amount of the accumulated funds (thousands of Euros)			
	Savings systems with consolidated financial rights		Savings systems with non consolidated financial rights					
	2024 Financial Year	2023 Financial Year	2024 Financial Year	2023 Financial Year	2024 Financial Year		2023 Financial Year	
					Systems with consolidated financial rights	Systems with non consolidated financial rights	Systems with consolidated financial rights	Systems with non consolidated financial rights
JUAN SANTAMARIA CASES	155	147	–	–	560	–	405	–

c) Remuneration summary (in thousands of euros):

The summary must include the amounts relating to all the remuneration items included in this report that were accrued by the director, in thousands of euros.

Nombre	Remuneration accrued at the Company					Remuneration accrued at Group companies					Total 2024 Company + Group
	Total cash payments	Gross Benefit of the shares or consolidated financial instruments	Remuneration by savings systems	Remuneration by other items	Total Company 2023	Total cash payments	Gross Benefit of the shares or consolidated financial instruments	Remuneration by savings systems	Remuneration by other items	Total Group 2024	
ANTONIO BOTELLA GARCÍA	76	—	—	—	76	38	—	—	—	38	114
JOSÉ LUIS DEL VALLE PÉREZ	4,194	—	657	2	4,853	256	—	—	—	256	5,109
JAVIER ECHENIQUE LANDIRÍBAR	180	—	—	—	180	45	—	—	—	45	225
CARMEN FERNÁNDEZ ROZADO	210	—	—	—	210	—	—	—	—	—	210
LOURDES FRAGUAS GADEA	120	—	—	—	120	—	—	—	—	—	120
MARÍA JOSÉ GARCÍA BEATO	120	—	—	—	120	—	—	—	—	—	120
ISIDRO FAINÉ CASAS	154	—	—	—	154	—	—	—	—	—	154
EMILIO GARCÍA GALLEGO	150	—	—	—	150	—	—	—	—	—	150
MARIANO HERNÁNDEZ HERREROS	120	—	—	—	120	90	—	—	—	90	210
PEDRO JOSÉ LÓPEZ JIMÉNEZ	365	—	—	—	365	533	—	—	—	533	898
LOURDES MAIZ CARRO	120	—	—	—	120	—	—	—	—	—	120
CATALINA MIÑARRO BRUGAROLAS	160	—	—	—	160	—	—	—	—	—	160
FLORENTINO PÉREZ RODRÍGUEZ	6,556	—	1,362	39	7,957	—	—	—	—	—	7,957
MARÍA SOLEDAD PÉREZ RODRÍGUEZ	150	—	—	—	150	90	—	—	—	90	240
JUAN SANTAMARÍA CASES	3,976	—	362	49	4,387	1,836	1,692	155	5	3,688	8,075
JOSÉ ELADIO SECO DOMÍNGUEZ	160	—	—	—	160	—	—	—	—	—	160
TOTAL	16,811	—	2,381	90	19,282	2,888	1,692	155	5	4,740	24,022

C.2 Indicate the changes in the last five years in the amount and the percentage variation of the remuneration accrued by each of the directors of the listed company who have held this position during the year, the consolidated results of the Company and the average remuneration on a basis equivalent to full-time employees of the Company and its subsidiaries who are not directors of the listed company.

Name	Type	Remunerati on 2024	% variation 2024/2023	Remunerati on 2023	% variation 2023/2022	Remunerati on 2022	% variation 2022/2021	Remunerati on 2021	% variation 2021/2020	Remunerati on 2020
FLORENTINO PÉREZ RODRÍGUEZ	Executive	7,957	4.75%	7,596	14.16%	6,654	12.57%	5,911	1.08%	5,848
JUAN SANTAMARÍA CASES	Executive	8,075	3.69%	7,788	102.65%	3,843	0%	0	0%	0
JOSÉ LUIS DEL VALLE PÉREZ	Executive	5,109	11.28%	4,591	5.59%	4,348	1.33%	4,291	20.94%	3,548
ANTONIO BOTELLA GARCÍA	Executive	114	-12.31%	130	0%	130	0%	130	0%	130
JAVIER ECHENIQUE LANDIRÍBAR	Other external	225	0%	225	15.38%	195	-12.16%	222	0%	222
ISIDRO FAINÉ CASAS	Proprietary	154	n/a	0	0%	0	0%	0	0%	0
CARMEN FERNÁNDEZ ROZADO	Proprietary	210	0.00%	210	0%	210	-0.94%	212	23.98%	171
LOURDES FRAGUAS GADEA	Proprietary	120	53.85%	78	0%	0	0%	0	0%	0
MARÍA JOSÉ GARCÍA BEATO	Independent	120	0%	120	53.85%	78	0%	0	0%	0
EMILIO GARCÍA GALLEGO	Independent	150	0%	150	0%	150	0%	150	0%	150
MARIANO HERNÁNDEZ HERREROS	Other external	210	0%	210	2.94%	204	0%	204	0%	204
PEDRO JOSÉ LÓPEZ JIMÉNEZ	Proprietary	898	-1.21%	909	-2.57%	933	-1.37%	946	-0.21%	948
LOURDES MAIZ CARRO	Other external	120	53.85%	78	0%	0	0%	0	0%	0
CATALINA MIÑARRO BRUGAROLAS	Independent	160	0%	160	0%	160	0%	160	0%	160
MARÍA SOLEDAD PÉREZ RODRÍGUEZ	Proprietary	240	0%	240	10.60%	217	-7.26%	234	0%	234
JOSÉ ELADIO SECO DOMÍNGUEZ	Independent	160	0%	160	0.00%	160	6.67%	150	25.00%	120
TOTAL		24,022	6.08%	22,645	31.03%	17,282	37.05%	12,610	7.46%	11,735
		Average yearly remuneration 2024	% variation 2024/2023	Average yearly remuneration 2023	% variation 2023/2022	Average yearly remuneration 2022	% variation 2022/2021	Average yearly remuneration 2021	% variation 2021/2020	Average yearly remuneration 2020
Average remuneration of employees		61	3.39%	59	18.00%	50	11.44%	45	15.74%	39
		2024 Results	% variation 2024/2023	2023 Results	% variation 2023/2022	2022 Results	% variation 2022/2021	2021 Results	% variation 2021/2020	2020 Results
Company's Consolidated Results		828	6.15%	780	16.77%	668	(78.06)%	3,045	430.5%	574

This Annual Remuneration Report was approved by the Board at its meeting on 27 March 2025.

Indicate whether any Board members voted against or abstained in relation to the approval of this Report.

Yes No X

Declaration of Responsibility and Authorisation for Issue

The Board members declare that, to the best of their knowledge, the annual accounts (balance sheet, income statement, statement of recognised income and expense, statement of cash flows and the notes to the financial statements) have been prepared in accordance with the applicable accounting principles, and in accordance with the format requirements established in Commission Delegated Regulation (EU) 2019/815, provide a true and fair view of the equity, financial position and income of ACS, Actividades de Construcción y Servicios, S.A., and that the Directors' Report approved includes a fair analysis view of the business performance and results and the position of ACS, Actividades de Construcción y Servicios, S.A., together with a description of the main risks and uncertainties it faces, as well as the Annual Corporate Governance Report and the Annual Remuneration Report. In accordance with the provisions in force, the Board members sign this declaration of responsibility, the annual accounts and the directors' report of ACS, Actividades de Construcción y Servicios, S.A., prepared in accordance with the standards in force at 31 December 2024.

Florentino Pérez Rodríguez (Executive Chairman)	Juan Santamaría Cases (Chief Executive Officer)
Isidro Fainé Casas (First Vice Chairman)	Pedro López Jiménez (Second Vice Chairman)
Carmen Fernández Rozado (Board Member)	Lourdes Fraguas Gadea (Board Member)
María José García Beato (Board Member)	Emilio García Gallego (Board Member)
Mariano Hernández Herreros (Board Member)	Lourdes Máiz Carro (Board Member)
Catalina Miñarro Brugarolas (Board Member)	María Soledad Pérez Rodríguez (Board Member)
José Eladio Seco Domínguez (Board Member)	José Luis del Valle Pérez (Director and General Secretary)

In Madrid, 27 March 2025