



Explanatory report of the Board of Directors of ACS, Actividades de Construcción y Servicios, S.A. on the proposal to authorise the Board to increase the share capital in accordance with section 297(1)(b) of the Corporate Enterprises Act

Madrid, 27 March 2025

EXPLANATORY REPORT OF THE BOARD OF DIRECTORS ON THE PROPOSAL TO AUTHORISE THE BOARD TO INCREASE THE SHARE CAPITAL IN ACCORDANCE WITH SECTION 297(1)(b) OF THE CORPORATE ENTERPRISES ACT

1. PURPOSE OF THIS REPORT

This report has been prepared by the Board of Directors of ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A. (“ACS” or the “Company”) in relation to the authorisation to the Company’s Board to increase the share capital of ACS, in accordance with section 297(1)(b) of the revised text of the Corporate Enterprises Act [*Ley de Sociedades de Capital*], enacted by Royal Legislative Decree 1/2010, of 2 July (the “Corporate Enterprises Act”), including the power to exclude the pre-emption right in accordance with section 506 of the Corporate Enterprises Act, which is submitted to the approval of the Annual General Shareholders' Meeting.

In accordance with sections 286, 296(1), 297(1)(b), 308 and 506 of the Corporate Enterprises Act and relevant provisions of the Commercial Registry Regulation enacted by Royal Decree 1784/1996, of 19 July, the above proposed resolution to the General Shareholders' Meeting requires the preparation of the following explanatory report by the Board of ACS.

2. GROUNDS FOR DELEGATING THE BOARD THE POWER TO INCREASE THE COMPANY'S CAPITAL

To carry on its business, the Company must maintain adequate levels of equity in relation to its volume of activity and its market position. It is considered necessary for the Company to have a level of equity comparable to that of its main competitors, as this is a measure of the entity's solvency that is taken into account by analysts, rating agencies, supervisors and the market in general. In this regard, the Board considers it appropriate to have the delegated powers permitted under current law to be able to consider, assess and, if necessary, take advantage of any opportunity that would enable the Company to meet possible additional or appropriate needs.

In this regard, the members of the Board of Directors of ACS consider that the delegation in favour of the Board that is proposed to the General Shareholders' Meeting for approval, as appropriate, offers greater dynamism to carry out increases to the Company's share capital that may be motivated by the normal development of the Company's activities and always in favour of its interests, by avoiding the costs and time required to call and hold General Meetings that would otherwise be necessary, particularly because it is not possible to foresee sufficiently in advance the necessary amount that the corresponding capital

increase may consist of, and this delegation allows for a faster reaction time to be able to meet the potential need for capital.

This dynamism is all the more important, not only because of the requirements that may arise from market conditions and circumstances at any given time, but also in view of the delegation to the Board of the power to issue securities convertible and/or exchangeable into shares of the Company, approved by the 2024 Annual General Meeting for a maximum period of five years and therefore in force at the time of the 2025 Annual General Meeting.

In view of the above situation, it is in the best interest of the Company to provide its Board with the greatest possible flexibility to meet the needs of the Company, in line with the usual practice of most listed companies. It is therefore proposed to the Annual General Meeting of Shareholders to delegate to the Company's Board the power to increase the share capital on one or more occasions, with or without a share premium, and in the amount, dates, terms and other circumstances it deems appropriate, up to the limit of half of the share capital existing at the date of authorisation and for a maximum period of 5 years, as provided by law, and to carry out any necessary formalities before any public and/or private bodies so that the new shares that are the object of the capital increase or increases, as appropriate, may be admitted to trading on the national and foreign stock exchanges on which the Company's shares are listed, in accordance with the procedures established in each of these markets, as well as to request the registration of the new shares in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) or any other entity as may be appropriate.

For the appropriate purposes and for the reasons indicated above, it is stated for the record that the resolution submitted for approval by the General Meeting would also authorise the Board to exclude the pre-emption right in relation to the share issues subject to delegation, in accordance with section 308, in relation to section 506, of the Corporate Enterprises Act, as the Company is a listed company, although that power to exclude the pre-emption right has a maximum nominal amount, in aggregate, equal to 20% of the share capital at the time of approval of that delegation under section 506 of the Corporate Enterprises Act and therefore complying with recommendation 5 of the current Good Governance Code for listed companies. As these provisions establish the obligation to issue a report justifying the exclusion of the pre-emption right, the Board considers that, for the sake of the greater flexibility and dynamism indicated above as fundamental for the achievement of the Company's interests, it must be granted the power to exclude, in whole or in part, the pre-emption right of the Company's shareholders, when the Company's interests so require, on the terms of sections 308, 506 and related provisions of the Corporate Enterprises Act.

In this regard, in accordance with section 506 of the Corporate Enterprises Act, in the event that, with respect to a capital increase that the Board carries out in execution of the powers delegated under the proposed resolution referred to in this report, it is decided to exclude the pre-emption right, in any event up to a maximum nominal amount, in aggregate, equal to 20% of the share capital at the time of approval of that delegation, the Board must draw

up a report detailing the specific reasons of corporate interest justifying that measure, which must be accompanied, if required under the applicable regulations, by the corresponding report of an independent expert other than the auditor of the Company's financial statements, appointed by the Commercial Registry for those purposes. These reports will be made available to the shareholders and submitted to the first General Shareholders' Meeting held following the capital increase resolution.

The Board considers that the power to exclude pre-emption right, in addition to the power to increase the share capital, is justified on several grounds. First, the abolition of pre-emption right usually results in lower transaction costs (including, in particular, advertising and marketing costs, and generally lower fees for financial institutions participating in the issue) compared with an issue where the pre-emption right is recognised. Secondly, with the power to eliminate the pre-emption right, the directors are in a position to significantly increase the flexibility and speed of action and response sometimes required by today's financial markets, allowing the Company to take advantage of moments when market conditions are more favourable, which contrasts with an issue with recognition of the pre-emption right, which would be exercised within a period which, by law, cannot be less than 14 days. In addition, the elimination of the pre-emption right may allow the Company to optimise the financial terms of the transaction and, in particular, the issue price of the new shares, which usually represents a smaller discount on the share price, by being able to tailor it more precisely to the expectations of the qualified investors at whom these capital increases are usually aimed, while at the same time minimising execution risks by reducing the exposure of the transaction to changes in market conditions, risks to which a capital increase with pre-emption rights requiring a period of several weeks from announcement to closing would be subject.

Similarly, the exclusion of the pre-emption right mitigates the distortion of trading on the Company's shares during the issue period, which is usually shorter than in an issue with pre-emption rights.

In any case, it is expressly stated that the exclusion, in whole or in part, of the pre-emption right is merely a power attributed to the Board by the General Shareholders' Meeting, the exercise of which will depend on the decision of the Board itself, in view of the circumstances existing in each case and in compliance with the legal requirements.

All the powers that will be attributed to the Board in the event that the resolution referred to in this report is passed, will be assigned with express power of substitution, to provide the greatest possible flexibility to the proposed transactions.

3. PROPOSED RESOLUTION

Therefore the proposed resolution regarding Item Seven on the Agenda which is submitted for approval by the shareholders at the Company's Annual General Meeting, is the following:

“It is resolved to authorise the Company’s Board, under section 297(1)(b) of the Corporate Enterprises Act and as broadly as may be necessary in law, to increase, once or several times, the share capital of the Company by a maximum nominal amount of up to 50% of the capital, as at the date of this authorisation, without the need for a call or subsequent resolution of the General Meeting.

The capital increase or increases, if any, which may be resolved, must be carried out within a maximum period of 5 years from the date of passing, as applicable, of this resolution by the General Meeting.

That share capital increase or increases must be carried out by issuing and putting into circulation new shares, ordinary or of any other type permitted by law, with or without a share premium and with or without voting rights, the consideration for the new shares consisting of cash contributions.

It was also agreed to authorise the ACS Board so that, in all matters not provided for, it can set the terms of the share capital increases and the characteristics of the new shares, and freely offer the new unsubscribed shares within the term(s) for exercising the pre-emption right. The Board may also establish that, in the event of incomplete subscription, the share capital of ACS will be increased only by the amount of the subscriptions made in accordance with section 311(1) Corporate Enterprises Act. The power is also delegated to redraft the article of the Articles of Association relating to the Company’s capital once the corresponding resolution to increase the capital has been passed and implemented.

Under this authorisation, the Board is also authorised to apply for admission to trading of the new shares to be issued on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the “**Spanish Stock Exchanges**”) or in any other regulated or unregulated markets, whether domestic or foreign, on which the Company's shares are listed, and to carry out the necessary formalities and actions to obtain that admission to trading, in accordance with the procedures established in each of those markets. It is also authorised to request the registration of the new shares in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (“**Iberclear**”) or any other entity as may be appropriate.

The Board is expressly granted the power to exclude, in whole or in part, the pre-emption right up to a maximum nominal amount equal, collectively, to 20% of the share capital at the time of authorisation in relation to all or any of the issues agreed upon on the basis of this authorisation, in line with section 308, in relation to section 506, Corporate Enterprises Act.

In any event, if the Board decides to remove the pre-emption right in relation to any or all those capital increases, it must, at the time of passing the corresponding resolution to increase the capital, issue a report detailing the specific reasons of corporate interest justifying that measure and the type of issue proposed, which

must be accompanied, if required by the applicable regulations, by the corresponding report of an independent expert other than the auditor. These reports will be made available to the shareholders and submitted to the first General Meeting held following the capital increase resolution.

The amounts of capital increases performed by the Company under existing authorisations granted by the General Meeting of the Company are deemed to be included within the maximum limits envisaged in this authorisation.

Without prejudice to the specific delegations of powers contained in this resolution (which must be understood to have been granted with express powers of substitution of the persons stated here), it is resolved to authorise the Company's Board, to the fullest extent required by law and with express powers of substitution of the director or directors it deems appropriate, so that any of them, without distinction and with their sole signature, may take all actions necessary or appropriate for the execution of this resolution and, in particular, for example, to:

- Extend and develop this resolution, establishing the terms and conditions of any issues that may be performed, including, in any case, the power to exclude pre-emption rights. In particular, and without limitation, to establish the date on which the various capital increases are to be carried out, setting, where appropriate, the beginning of the pre-emption period, the share premium of the new shares and, consequently, the issue price of the new shares; establish, providing for the possibility of incomplete subscription, the number of shares to be issued and the nominal amount of each capital increase based on the issue price, the period, form and procedure for subscription and payment in each subscription period, the exchange ratio for the exercise of pre-emption rights, including the power to propose to one or several shareholders the waiver of the number of pre-emption rights held by them as necessary to ensure that the number of shares to be issued maintains exactly the proportion resulting from the application of the agreed exchange ratio; provide for circumstances to suspend the offering of the new shares if necessary or advisable and, in general, any other circumstances necessary or advisable for the implementation of the increase and the issue of shares in consideration for the cash contributions.
- Agree the procedure for the placement of the shares, setting the start date and, where appropriate, modifying the duration of the pre-emption period above the legal minimum and setting the duration of the additional and discretionary allotment periods, with the power to declare the early closure of the placement period and that of the issue. It is also delegated the power to set the terms and procedure for the subscription of shares, where appropriate, in the additional allotment and discretionary allotment periods, with the power to allocate shares in the latter period to any third party in accordance with the placement procedure that it freely establishes.

- Draw up, sign and file, where appropriate, with the National Securities Market Commission (the “CNMV”) or any other supervisory authorities that may be appropriate, in connection with the issues and admissions to trading of the new shares issued under this resolution, the prospectus and any supplements to it that may be necessary or advisable, assuming responsibility for them, as well as any other documents and information required in compliance with the Spanish Securities Markets and Investments Services Act [*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*] and other national or foreign regulations applicable from time to time for the execution of this resolution.
- To carry out any action, declaration or management, as well as to draft, sign and submit any additional or complementary documentation, announcement or information that may be necessary to the CNMV, Iberclear, the companies governing the Spanish Stock Exchanges and any other public or private body, entity or registry, whether national or international, to obtain (i) the authorisations, verifications and subsequent execution of the capital increases carried out under this resolution; (ii) the admission to trading of the new shares on the Spanish Stock Exchanges and on any other market, whether national or international, on which the Company's shares are listed at the time of execution of any of the increases made under this resolution; and (iii) the inclusion of those shares in the Spanish Stock Exchange Interconnection System (SIBE).
- Draft, subscribe and present, if necessary or appropriate, an international prospectus to facilitate the dissemination of information relating to capital increases to shareholders and international investments, assuming responsibility for its content on behalf of the Company.
- Negotiate and sign, where appropriate, on the terms considered most appropriate, any contracts necessary or advisable for the successful implementation of the capital increases, including the agency agreement and, where appropriate, any placement and/or underwriting agreements that be necessary or advisable.
- Voluntarily request, in cases where it is not mandatory and the Board deems it appropriate, a report from an independent expert appointed by the Commercial Registry or a report from an expert appointed by the Company itself for the purpose of excluding pre-emption rights.
- Declare the capital increases executed, issuing and putting into circulation the new shares that have been subscribed and paid up, as well as redraft the article of the Articles of Association relating to share capital in accordance with the capital effectively subscribed and paid up, voiding, where appropriate, the part of the capital increase that has not been subscribed and paid up in accordance with the terms established.

- Execute on behalf of the Company any public or private documents necessary or appropriate for the issue of the new shares to be made under this resolution and their admission to trading and, in general, carry out any formalities necessary for their execution, as well as correct, clarify, interpret, specify or supplement the resolutions passed by the General Shareholders' Meeting and, in particular, any defects, omissions or errors, whether substantive or formal, resulting from the verbal or written classification, which prevent the registration of the resolutions and their consequences at the Companies Register, in the official registers of the CNMV or any others.

The passing of this resolution will, from the time of the passing of the resolution proposed by the General Shareholders' Meeting, render ineffective the previous resolution authorising the Board passed under item 10 of the agenda of the Annual General Meeting of the Company held on 8 May 2020.

It is stated for the record that the relevant directors' report justifying the proposed delegation to increase the share capital has been made available to the shareholders.”

Madrid, 27 March 2025