



## Rules of Operation of the Electronic Forum for Shareholders



## RULES OF OPERATION OF THE ELECTRONIC FORUM FOR SHAREHOLDERS

### I. INTRODUCTION

In accordance with section 539(2) of revised text of the Spanish Corporate Enterprises Act [*Ley de Sociedades de Capital*], enacted by Royal Legislative Decree 1/2010, of 2 July (the "**Corporate Enterprises Act**"), ACTIVIDADES DE CONSTRUCCION Y SERVICIOS, S.A. ("ACS" or the "**Company**") has approved these Rules of Operation, concerning the Electronic Forum for Shareholders of ACS (the "**Forum**"), which will be set up on the Company's website ([www.grupoacs.com](http://www.grupoacs.com)) when each General Shareholders' Meeting is called and until it is held.

### II. OPERATING RULES OF THE FORUM

The Operating Rules of the Forum (the "**Rules**") regulate the guarantees, terms and conditions for access to and use of the Forum by ACS shareholders and any voluntary associations that may be formed under the regulations in force.

These Rules supplement the Terms and Conditions for Using the Company's website (which can be accessed at <https://www.grupoacs.com/> under the heading "Legal Notice"), which will be fully applicable to both accessing and using the forum, in any matter that is not governed by or is incompatible with these Rules or the rules of the articles of association and the legislation in force.

ACS reserves the right to amend, at any time and without notice, the presentation, configuration, operation and content of the forum, the Terms and Conditions for Using the Company's website and these Rules, without prejudice to the current legislation and the Company's corporate governance rules.

### III. ACCEPTANCE OF THE FORUM RULES

Registering as a forum user gives the shareholder or voluntary association of shareholders the status of Registered User and implies the full and unreserved acceptance of the Terms and Conditions of these Rules and of the Terms and Conditions for Using ACS's website in force at any given time.

ACS will be considered the Moderator of the forum (the "**Moderator**") on the terms and with the powers under these Rules, and it reserves the power of interpretation in the event of any doubts or disagreements regarding its use.

### IV. OBJECT AND PURPOSE OF THE FORUM

The Forum is provided for the sole purpose of facilitating communication between ACS shareholders on the occasion of the call and until the holding of each General Shareholders' Meeting.

Registered users may submit communications for publication in the forum exclusively for the following purposes:

- Proposals intended to be submitted as a supplement to the agenda announced in the call to the General Meeting.
- Requests for adherence to those proposals.
- Motions to achieve the sufficient percentage for exercising a minority right provided for by law.



- Offers or requests for voluntary representation.

Pursuant to section 519 of the Corporate Enterprises Act and Articles 28 of the Articles of Association and 10 of the Shareholders' General Meeting By-laws, shareholders representing at least three per cent of the share capital may request the publication of an addendum to the call to the Annual General Meeting, and may submit grounded proposals on the matters that are already on the Agenda for the called Meeting or should be included on it, on the terms envisaged in the Meeting call.

Registered Users publishing a proposal in the Forum that is intended to be submitted as an addendum to the agenda announced in the call to the General Meeting will not imply, per se, the acceptance of that proposal. Under no circumstances may this right be asserted for calls to Special Meetings.

## V. REGISTERED USERS

Access to and use of the Forum is reserved exclusively to ACS' individual shareholders and voluntary associations of shareholders validly constituted and registered in the special register authorised by the Spanish National Securities Market Commission (the "CNMV") in accordance with section 539(4)(c) Corporate Enterprises Act and other implementing legislation.

In order to access the Forum and use its applications, such shareholders and voluntary associations of shareholders must log on as a "Registered User" "evidencing both their identity and their status as a shareholder of the company, under the Terms and Conditions set out on the Company's website using the corresponding registration form.

In the case of shareholders that are legal entities and voluntary associations of shareholders, the natural persons representing them must certify their respective powers of representation, where applicable, on the Terms and Conditions described on the Company website, using the corresponding registration form.

Natural persons who wish to access the Forum as individual shareholders or representatives of legal entities that are shareholders must accredit their identity by:

- (i) The Electronic National Identity Card, or
- (ii) A recognised valid electronic user certificate that is in force with no record of its revocation, in accordance with the applicable legislation and issued by the Spanish Public Certification Authority (CERES) affiliated with the Spanish National Mint.

The identity of foreign shareholders or natural persons wishing to access the Forum as representatives of duly authorised and registered voluntary associations of shareholders must be accredited by sending, through the application, the electronic data or documents specified in each case in accordance with the legal provisions in force.

Any shareholders whose data are already included in the Company's records as of the date of publication of the call for the Meeting will be automatically recognised by the system, once they have certified their identity by the means specified in the previous sections.

Shareholders whose information is not included in the Company's records on the date on which the notice of Meeting is published may provide it through the application and following the process described, by sending a digital copy of the nominative document issued when the General Meeting was called, from the financial institution where the shareholder has their securities account, or a certificate of legitimate interest issued according to Stock Market regulations.

Once the shareholder's identity and standing as a shareholder in the Company have been established by the above means, the user will be granted access to the Forum as a Registered User. The relevant Forum passwords will be sent to the email address provided by the user for this purpose.



Access to the Forum by Registered Users is subject at all times to maintaining status as a shareholder of the Company, or as a voluntary association of shareholders duly established and registered.

If at any time ACS, as the Moderator, has reasonable doubt as to whether any Registered User meets these conditions, it may require proof that they continue to be met, and may request any evidence that it sees necessary for this purpose.

The Moderator may suspend or unsubscribe Registered Users who do not comply, at its discretion, with the above conditions.

Communications by shareholders who lose their shareholder status before the relevant General Meeting will automatically be rejected, as will any communications related to the previous ones.

## **VI. ACCESS TO THE FORUM AND POSTING OF COMMUNICATIONS**

### **1. Right to access the Forum**

Any Registered User may access to the Forum and consult the communications posted on it.

The Forum does not constitute a channel of communication between the Company and its shareholders, so no communication made or posted in the Forum may be understood as a notification to ACS for any purpose and, in particular, for the purpose of exercising any right shareholders may individually or collectively hold; nor may they substitute the legal requirements for asserting any rights or carrying out the initiatives and actions of shareholders.

Shareholders must exercise all of their rights and powers through legally established instruments, in accordance with the law, without the Forum ever being a valid instrument for that purpose.

The Forum has been set up for the sole purpose of facilitating the communication of individual shareholders and voluntary associations on the occasion of the General Meeting.

### **2. Publication of communications in the Forum**

Any Registered User may submit communications on any of the issues identified in Section 4 ("Object and purpose of the Forum") of these Rules.

Communications must be sent exclusively in text format, and once published, they will be accessible to any other Registered User.

Communications by Registered Users are made in their personal capacity and, except in the case of validly constituted and registered voluntary associations of shareholders, no communications will be published that are received from representatives of shareholders who have delegated their representation to the Board, groups or covenants of shareholders, depository entities, financial intermediaries and other persons acting on behalf of or in the interest of shareholders.

Communications should be sent through the forms available in the Forum for this purpose, which must include:

- Identification of the Registered User sending the communication.
- A statement of the communication, indicating precisely the content of the initiative.
- Succinct justification of the communication.

Any communication published in the Forum must include the identification (first and last names, in the case of natural persons, corporate name, in the case of legal persons, name and number of registration in the register of the Spanish National Securities Market Commission, in the case of

voluntary associations of shareholders as well as, in the last two cases, the identification of their respective representatives) of the Registered User sending it and the date and time it was submitted.

By sending a communication, it is understood that the Registered User responsible for it represents and warrants that its content is lawful and in accordance with the legal provisions in force, with these Rules and the requirements of good faith, that the Registered User has, where appropriate, all the authorisations and permissions necessary to send the communication in question, and that no third-party rights are being violated.

The Moderator may refuse publication in the Forum or withdraw from it any communication it considers not to be in accordance with the preceding paragraph. It may also reply to any communication by Registered Users through the email address provided by the Registered User or by any other means of communication it deems appropriate.

### **3. Content of communications**

Registered Users must use the Forum in strict compliance with the legal provisions in force, the Rules and adhering to the requirements of good faith. Consequently, it is expressly prohibited to:

- Infringe upon the rights, property and legitimate interests of ACS, other Registered Users and third parties, such as their intellectual and industrial property rights, religious freedom, honour, reputation and privacy, personal data protection and any other legal property, rights or protected interests.
- Enter personal information or data of a third party without the informed consent of its owner or engage in identity theft.
- Include discriminatory, racist, sexist, violent, xenophobic or otherwise insulting or offensive content or expressions.
- Include any kind of material that is inappropriate or contrary to the requirements of good faith.
- Provide information of any kind that might involve committing criminal, civil or administrative offences.
- Carry out any actions (or provide information to third parties) that may make it possible to circumvent the technical restrictions put in place by the various media or programs of the Forum to prevent unauthorised use.
- Include contents or materials without the proper authorisation from the holders of their intellectual or industrial property rights.
- Damage, render unusable, overload or impair the operation of the Forum or the computer equipment of ACS, other Registered Users or third parties, as well as the documents, files and all the contents stored on that computer equipment (hacking) and prevent the normal use and enjoyment of the Forum by other Registered Users.

Posting of any kind of advertising by Registered Users is strictly prohibited.

Any Registered User who is aware that any kind of content of the Forum or provided through it is against the law, these Rules or the requirements of good faith, may bring it to the Moderator's attention via the contact mailbox referred to in the Contact Mailbox section, without this implying any liability on the part of ACS, even if no action is taken in this regard.

Registered Users agree to make proper and correct use of the Forum, appropriate to its purpose, in compliance with the law, these Rules and the requirements of good faith.



#### 4. Deletion of communications after the General Meeting

At the conclusion of the General Shareholders' Meeting, the Moderator reserves the right to remove and delete any communications related to it.

### **VII. SCOPE OF THE FORUM**

The Forum does not constitute a communication channel between ACS and the Registered Users.

As such, under no circumstances may any communication sent or published in the Forum be construed as a notification to ACS for any purpose and, in particular, for the purpose of exercising any right Registered Users may individually or collectively hold, or to substitute the legal requirements and ACS's governance requirements for asserting any rights or carrying out the initiatives and actions of shareholders.

Shareholders must exercise all of their rights and powers through legally established instruments, in accordance with the law in force and ACS's governance requirements, without the Forum ever being a valid instrument for that purpose.

### **VIII. MODERATOR'S LIABILITY**

#### 1. Scope of ACS's liability

ACS may not be held liable for the accuracy, truthfulness, validity, legality or relevance of the communications sent by Registered Users, for the communications definitively published in the Forum, or for the opinions expressed in them by the Registered Users.

ACS is only liable for its own services and content directly generated by it and marked with its copyright as an ACS trademark or intellectual or industrial property.

By accessing and/or using the Forum, all Registered Users represent that they are aware and accept that they alone are liable for their use of the Forum.

The Moderator reserves the right not to publish the communications of Registered Users in the Forum and to exclude from the Forum any Registered User in accordance with these Rules.

#### 2. Content

Any Registered User may submit communications on any of the issues identified in Section 4 ("Object and purpose of the Forum") of these Rules.

The Moderator has the power but not the obligation to control the use of the Forum and its content, which is the sole liability of the Registered Users who generate it. In any event, the Moderator may establish tools for filtering and moderating the content of communications as well as removing content when circumstances provided for in these Rules arise.

Registered Users will be liable for any damage suffered by ACS, other Registered Users or any other third party as a result of any access and/or use of the Forum (including, in particular, the sending of communications) that breaches any current legislation, these Rules and the requirements of good faith.



## IX. NO LICENCE

ACS authorises the Registered Users to use the intellectual and industrial property rights relating to the software installed on the ACS or third-party server that implements the services included on the Forum solely for use for the purposes specified in Section 4 ("Object and Purpose of the Forum") of these Rules and in accordance with their Terms and Conditions. Registered Users must refrain from obtaining, or attempting to obtain, access and from using the Forum and its contents by means or procedures other than those made available or indicated to them in each case.

ACS grants no license or authorisation to use any kind of intellectual and industrial property rights or any other property or right related to the Forum other than that provided for in the preceding paragraph.

## X. COST OF USE

Accessing and using the Forum is free for Registered Users, except as regards the cost of the connection through the telecommunications network provided by the access provider contracted by each Registered User.

## XI. SECURITY AND PROTECTION OF PERSONAL DATA

Under the data protection legislation in force, shareholders are informed that their personal data will be processed by ACS, Actividades de Construcción y Servicios, S.A., to make the legal rights and obligations resulting from the contractual relationship entered into in the context of the Company's General Shareholders' Meeting possible.

Personal data may have been provided to ACS, Actividades de Construcción y Servicios, S.A. by shareholders or their legal representatives, as well as by banks, securities companies and agencies in which they have deposited their shares or by the entity legally entrusted with the register of members, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A., Sociedad Unipersonal (Iberclear). The categories of data processed for the purpose described are: identification, economic and financial and other data (securities accounts, shareholder reference number, name of the financial institution, account number and classification code, and details of any power of attorney).

Shareholders or their representatives may exercise, under the scenarios set out in the law, their rights of access, rectification, erasure, opposition to processing, the right to restricted processing and portability of data, in writing to ACS, Actividades de Construcción y Servicios, S.A., Avenida Pío XII, número 102, 28036 Madrid, or by email to [pdd@grupoacs.com](mailto:pdd@grupoacs.com) (Re: Data Protection). Forms for that purpose can be obtained at: <https://www.grupoacs.com/politica-de-privacidad/formularios/>, as well as further information on data processing at: <https://www.grupoacs.com/politica-de-privacidad/informacion-general/> and <https://www.grupoacs.com/politica-de-privacidad/sus-datos-personales/>. ACS, Actividades de Construcción y Servicios, S.A., reserves the right to request additional information if there is reasonable doubt regarding the data subject's identity.

Shareholders or their representatives may contact the data protection officer and obtain more information about the processing of their data at [pdd@grupoacs.com](mailto:pdd@grupoacs.com). If they believe that their rights have been insufficiently protected or if they do not receive an appropriate reply, they may submit a claim to the data protection officer of the ACS Group, and if their concerns are not addressed, they may submit a claim to the Spanish Data Protection Agency (AEPD) by using its website at <https://www.aepd.es/> or by postal mail sent to Calle Jorge Juan, 6, 28001 – Madrid.

ACS, Actividades de Construcción y Servicios S.A., as the Data Controller, represents that the legally required security measures have been put in place in its facilities and systems. Furthermore, the Data Controller guarantees the confidentiality of the personal data, although it will disclose personal data



to the corresponding public authorities along with any other information in its possession or to which it has access that it is legally required to disclose in accordance with the corresponding legal provisions and regulations, or if required by court order.

## XII. CONTACT MAILBOX

Registered Users who have suggestions or proposals on improving the Forum, who require technical assistance, who want to make complaints about content that does not conform to these Rules or who want to exercise their rights recognised in the personal data protection legislation may write to the Company's email address, which will be indicated for those purposes in the Forum. The purpose of this email box is to serve Registered Users and improve the quality of the Forum, without involving any kind of control or liability on the part of the Moderator.

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