

Report of the Board of Directors of
Ferrovial International SE

on the

**common draft terms
of the cross-border merger**

BETWEEN

Ferrovial, S.A.

(as the absorbed company)

AND

Ferrovial International SE

(as the absorbing company)

28 February 2023

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1. INTRODUCTION

The board of directors of Ferrovial, S.A., a public limited liability company (*sociedad anónima*) incorporated and existing under the laws of the Kingdom of Spain, with registered office at calle Príncipe de Vergara 135, Madrid, Spain, registered with the Commercial Register of Madrid under Volume 12.774, Sheet M-204.873, Section 8, Page 196 ("**Ferrovial**") and the board of directors of Ferrovial International SE, a European Company (*Societas Europaea*) existing under the laws of The Netherlands, with corporate seat in Amsterdam, The Netherlands, registered address at Kingsfordweg 151, 1043 GR Amsterdam, and registered with the Dutch Trade register under number 73422134 ("**FISE**") intend to effect a cross-border merger by absorption pursuant to the provisions of the Spanish Law 3/2009 of 3 April on Structural Modifications of Business Corporations (*Ley 3/2009, de 3 de abril, de modificaciones estructurales de las sociedades mercantiles*) and Title 7, Book 2 of the Dutch Civil Code (*Burgerlijk Wetboek*, "**DCC**"), as a result of which:

- (i) FISE will acquire all assets, liabilities and other legal relationships of Ferrovial by universal succession of title (*in universum ius*);
- (ii) FISE will allot to Ferrovial shareholders FISE shares for the Ferrovial shares they hold immediately prior to the merger becoming effective (the "**Merger Effective Time**") in accordance with the terms and conditions of the Common Draft Terms (as defined below); and
- (iii) Ferrovial will be dissolved without going into liquidation and will cease to exist, (the "**Merger**").

Ferrovial and FISE together referred to as the "**Merging Companies**". The board of directors of Ferrovial and the board of directors of FISE are collectively referred to as the "**Boards**".

The Boards have approved on 28 February 2023 the common draft terms of the Merger (the "**Common Draft Terms**").

In view of the foregoing, pursuant to section 2:313 subsection 4 DCC, Ferrovial, as sole shareholder of FISE, waived the obligation of the board of directors of FISE to prepare a report on the Common Draft Terms. Nevertheless, the board of directors of FISE has drawn up and approved this report on the Common Draft Terms addressing only the following matters in relation to the Merger (the "**Report**"):

- (A) The implications of the merger for employment relationships, as well as measures for safeguarding those relationships (see, section 2).
- (B) Material changes to the applicable conditions of employment or to the location of the Merging Companies' places of business (see, section 3).
- (C) How the factors referred to in sections 2 and 3 affect subsidiaries of FISE (see, section 4).

2. IMPLICATIONS OF THE MERGER FOR EMPLOYMENT RELATIONSHIPS, AS WELL AS MEASURES FOR SAFEGUARDING THOSE RELATIONSHIPS

The Merger will not have any direct effects on the Merging Companies' employees. They will continue to be employed under the same terms and conditions after the Merger Effective Time. Moreover, employment measures are not envisaged as a consequence of the Merger.

It is anticipated that certain assets, liabilities and other legal relationships transferred to FISE as a result of the Merger will be allocated to a branch (*sucursal*) incorporated by FISE prior to the Merger Effective Time, located in the Kingdom of Spain and registered with the Commercial Registry of Madrid ("**FISE's Spanish Branch Office**"). Consequently, the main employment effect of the Merger is that Ferrovial's employees will become employees of FISE's Spanish Branch Office automatically and by operation of article 44 of the Spanish Statute of Workers (*texto refundido de la Ley del Estatuto de los Trabajadores, aprobado por el Real Decreto Legislativo 2/2015, de 23 de octubre*). Therefore, it will not be necessary to implement any measures for safeguarding employment relationships.

Notwithstanding the above, after the Merger Effective Time some of Ferrovial's employees may voluntarily relocate to the Netherlands. Similarly, it is possible that another group of Ferrovial's employees transfer and become employed by other operative subsidiaries of the Ferrovial Group (Ferrovial and the entities that form part of its consolidated group pursuant to article 42 of the Spanish Commercial Code (*Código de Comercio*, the "**Ferrovial Group**") in Spain. In both cases, these would be voluntary transfers carried out respecting the employees' consolidated rights and their employment terms and conditions.

3. MATERIAL CHANGES TO THE APPLICABLE CONDITIONS OF EMPLOYMENT OR TO THE LOCATION OF THE MERGING COMPANIES' PLACES OF BUSINESS

The terms and conditions of employment of the Merging Companies' workforces will remain the same after the Merger. Their places of business will also remain the same, except for those employees of Ferrovial who voluntarily relocate to The Netherlands or transfer and become employed by other operative subsidiaries of the Ferrovial Group in Spain.

After the Merger Effective Time, the main place of business of the company resulting from the merger will be the Netherlands, without prejudice of those activities of Ferrovial that are continued by FISE's Spanish Branch Office.

4. HOW THE FACTORS REFERRED TO IN SECTIONS 2 AND 3 AFFECT SUBSIDIARIES OF THE MERGING COMPANIES

The factors set out in sections 2 and 3 will not have any effects on the subsidiaries of the Merging Companies. The sole exception is that, as explained above, it is likely that after the Merger Effective Time some of Ferrovial's employees voluntarily relocate to subsidiaries of the Ferrovial Group in the Netherlands and Spain.

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This Report has been prepared and approved by the board of directors of FISE in relation to the Merger.

28 February 2023

All members of the board of directors of FISE, whose names are reflected below, signed and approved this Report.

Name: Luis Alberto Pascual Oliva
Title: Non-executive Director B

Name: María Elena Martín Romero
Title: Executive Director A

Name: Ignacio Malo Liébana
Title: Executive Director A