

In addition to the inside information communication published today on the website of the *Comisión Nacional del Mercado de Valores* under registration number 1,790, and pursuant to the Consolidated Text of the Spanish Securities Market Act (*Texto Refundido de la Ley del Mercado de Valores*) and the Regulation (EU) on Market Abuse, Ferrovial, S.A. communicates the following:

## **INSIDE INFORMATION**

Today, the Boards of Directors of Ferrovial, S.A. ("**Ferrovial**") and Ferrovial International SE ("**FISE**"), a wholly owned subsidiary of Ferrovial domiciled in The Netherlands, have approved the common draft terms of the cross-border merger pursuant to which Ferrovial (as absorbed entity) will be merged into of FISE (as absorbing company) (the "**Merger**"). The general shareholders' meeting of Ferrovial that should approve the Merger will be called in due course.

### **1. Rationale of the Merger**

The description and rationale of the Merger is contained in the common draft terms of the Merger and has also been separately disclosed to the public through a communication of inside information published today prior to this communication.

### **2. Exchange ratio**

Each share in Ferrovial will be exchanged, upon effectiveness of the Merger, for one share in FISE, with no dilution.

### **3. Listing**

Ferrovial's shares are currently admitted to listing and trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (*Bolsas de Valores*) (the

“**Spanish Stock Exchanges**”) and are traded through the automated quotation system of the Spanish Stock Exchanges (*Sistema de Interconexión Bursátil* - the “**SIBE**”). The FISE shares are currently not listed on any stock exchange.

As part of the transaction proposed, FISE will apply for FISE’s shares to be admitted to listing and trading on Euronext Amsterdam and on the Spanish Stock Exchanges for trading through the SIBE. At a later stage, FISE will apply for FISE’s shares to be admitted to listing and trading in one of the stock exchanges in the United States of America.

#### **4. Governance at FISE upon effectiveness of the Merger**

Following the effectiveness of the Merger it is expected that the corporate governance framework of FISE will be in line with the current one for Ferrovial, save for changes driven by local statutory law or market practice. The Board of FISE will be comprised of the same members as the members of the Board of Directors of Ferrovial and no changes in voting rights are contemplated.

#### **5. Withdrawal rights**

Pursuant to article 62 of the Spanish Law 3/2009 of 3 April on Structural Modifications of Business Corporations (“**LME**”), Ferrovial shareholders who vote against the Merger at the Ferrovial general shareholders’ meeting will be entitled to exercise their withdrawal rights within one month of the announcement in the Official Gazette of the Commercial Registry (*Boletín Oficial del Registro Mercantil* –BORME–) of the approval of the Merger by the Ferrovial general shareholders’ meeting. The manner in which the withdrawal rights may be exercised will be disclosed in such announcement, which will also be made available through the website of the Spanish National Securities Market Commission and Ferrovial’s corporate website ([www.ferrovial.com](http://www.ferrovial.com)).

**6. Conditions and effectiveness of the Merger**

The completion of the Merger is subject to the satisfaction of the following conditions: the financial obligations of Ferrovial arising out of the exercise of the withdrawal rights in accordance with article 62 LME not exceeding five hundred million (500,000,000) euros; and the Boards of Ferrovial and FISE having been provided reasonable assurance that the FISE shares will be admitted to listing and trading on Euronext Amsterdam and on the Spanish Stock Exchanges.

**7. More information**

For more information about the terms and the implementation of the Merger, please refer to the common draft terms of the Merger, available to the public on the corporate website of Ferrovial ([www.ferrovial.com](http://www.ferrovial.com)).

Madrid, 28 February 2023