

Pursuant to article 227 of Law 6/2023, of 17 March, on the Securities Markets and Investment Services, Ferrovial, S.A. ("**Ferrovial**" or the "**Company**") hereby announces the following

### **OTHER RELEVANT INFORMATION**

We refer to the communication of other relevant information (*otra información relevante*) made by the Company on 12 June 2023 (registration number 22,996) (the "**Merger Exchange Announcement**"). The Merger Exchange Announcement relates to:

- the cross-border merger between Ferrovial, as the absorbed company, and its wholly-owned subsidiary Ferrovial International SE ("**FISE**", which will be renamed "Ferrovial SE" upon Merger effectiveness), as the absorbing company (the "**Merger**");
- the subsequent listing of the shares in the share capital of FISE (the "**FISE Shares**", and each such share, a "**FISE Share**") simultaneously in: (a) Spain (on the Madrid, Barcelona, Bilbao, and Valencia stock exchanges, each a regulated market of *Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A.* (the "**Spanish Stock Exchanges**"), for trading through the Automated Quotation System (*Sistema de Interconexión Bursátil or Mercado Continuo*, the "**AQS**")); and (b) the Netherlands (on Euronext in Amsterdam, a regulated market of Euronext Amsterdam N.V., "**Euronext Amsterdam**"); and
- the information on the procedure for the allotment of newly-issued FISE Shares to holders of shares in the share capital of Ferrovial (the "**Ferrovial Shares**" and each such share, a "**Ferrovial Share**") and the exchange of Ferrovial share positions for FISE share positions in the context of the Merger.

In connection with the foregoing, the Company hereby communicates the following information:

(i) *Spanish pre-merger certificate*

On 13 June 2023, the Commercial Registry of Madrid (*Registro Mercantil de Madrid*) issued the pre-merger certificate referred to in article 64 of Law 3/2009, of 3 April, on structural modifications of companies (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles*).

(ii) *Dutch merger deed and Merger effectiveness*

The Dutch deed of merger has been executed on the date hereof.

Hence, the Merger will become effective at 00:00 CEST (Central European Summer Time) on 16 June 2023, in accordance with section 2:318 of the Dutch Civil Code (the "**Merger Effective Time**").

As of the Merger Effective Time, the legal and commercial name of FISE will become "Ferrovial SE".

(iii) *Prospectus*

On the date hereof:

- (a) the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*, the "**AFM**") has approved the prospectus prepared in connection with FISE's application to admission to listing and trading of the FISE Shares on Euronext Amsterdam and the Spanish Stock Exchanges (the "**Prospectus**");
- (b) the AFM has notified its approval, in accordance with article 25(1) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council, of 14 June 2017, on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market (the "**Prospectus Regulation**"), to the Spanish National Securities Market Commission (CNMV) and the European Securities and Markets Authority (ESMA) by means of a certificate of approval attesting that the Prospectus has been prepared in accordance with the Prospectus Regulation; and
- (c) the Prospectus has been published and is available, free of charge, on the Ferrovial group website ([www.ferrovial.com](http://www.ferrovial.com))<sup>1</sup>.

(iv) *Trading dates*

Today, 15 June 2023, will be the last day on which the Ferrovial Shares are traded on the Spanish Stock Exchanges (the "**Last Trading Date**").

The trading of the FISE Shares on Euronext Amsterdam and on the Spanish Stock Exchanges (through the AQS) is expected to commence tomorrow, 16 June 2023, at 09:00 CEST, under the symbol "FER" and with international securities identification number NL0015001FS8.

The reference price of the FISE Shares will be the closing market price of the Ferrovial Shares on the Last Trading Date.

The FISE Shares are expected to be included in IBEX 35® and IBEX 35® CONSTRUCCIÓN *indices* effective from tomorrow, 16 June 2023.

(v) *Home and host Member State under the Transparency Directive*

In accordance with articles 2(1)(i)(i), 20 and 21 of Directive 2004/109/EC of the European Parliament and of the Council, of 15 December 2004, on the harmonization of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market and amending Directive 2001/34/EC (the "**Transparency Directive**"), as implemented in Dutch and Spanish law, FISE

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<sup>1</sup> Subsequently, the Prospectus will be published and made available free of charge on the AFM's website (Register approved prospectuses ([www.afm.nl](http://www.afm.nl))).

announces that its 'home Member State' will be the Netherlands and its 'host Member State' will be Spain, and FISE will make the corresponding notifications to the AFM and the CNMV.

Should the dates or the conditions indicated in this communication vary, such circumstance will be duly communicated to the market.

Madrid, 15 June 2023

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## **IMPORTANT INFORMATION**

The information contained in this communication may not be used as the basis to enter into any contract or agreement and nothing herein constitutes an offer, invitation or recommendation to engage in investment (or disinvestment) in the shares, or any other financial instrument, of Ferrovial (together with its subsidiaries, the "**Group**") or FISE in any country and especially in the United States, Australia, Japan, Canada, Switzerland and the United Kingdom or any other country where offers, as well as purchase and sale of these shares, is prohibited under applicable legislation (the "**Restricted Countries**").

The distribution of this communication in certain jurisdictions may be restricted by laws and regulations. Consequently, persons to which this communication is distributed must inform themselves about and observe such restrictions. By receiving this communication, the recipient agrees to observe any such restrictions. None of Ferrovial or FISE nor any of their respective affiliates, advisors or representatives, nor any of their respective directors, officers, employees or agents, shall bear any liability (in negligence or otherwise) for any loss arising from any use of this communication or its contents, or otherwise in connection herewith, and they do not undertake any obligation to provide the recipients with access to additional information or to update this communication or to correct any inaccuracies in the information contained or referred to herein.

Neither this communication nor the historical performance of the Group's management team constitute a guarantee of the future performance of Ferrovial or FISE, and there can be no assurance that the Group's management team will be successful in implementing the investment strategy of the Group.

In the United Kingdom (the "**UK**"), this communication is being distributed only to, and is directed only at, qualified investors within the meaning of Article 2(e) of the Prospectus Regulation –as it forms part of its domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") (the "**UK Prospectus Regulation**")– (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), and qualified investors falling within Article 49 of the Order; and (ii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "**Relevant Persons**"). This communication must not be acted on or relied on in the UK by persons who are not Relevant Persons. Any investment or investment activity to which this communication relates is available in the UK only to Relevant Persons, and will be engaged in only with such persons.

For the avoidance of doubt, this communication does not constitute a prospectus in accordance with the Prospectus Regulation or UK Prospectus Regulation.

The relevant transaction relates to the cross-border merger by absorption of Ferrovial (a Spanish company whose shares are listed on the Spanish Stock Exchanges, as absorbed company) with and into FISE (a Dutch company).

After effectiveness of the Merger, it is intended that the FISE Shares will be listed on Euronext Amsterdam and on the Spanish Stock Exchanges (the "**Admission**"). In connection with the

Admission, FISE has prepared the Prospectus in accordance with the Prospectus Regulation. The Prospectus has been approved by the AFM, as the competent authority under the Prospectus Regulation, and it has been published on the Group's website ([www.ferrovial.com](http://www.ferrovial.com)).

The information distributed in connection with the transaction and the related shareholder vote is subject to Spanish and Dutch reporting and transparency requirements, that are different from those in the Restricted Countries. The financial statements and financial information distributed in connection with the transaction have been prepared in accordance with Dutch and Spanish accounting standards, and may not be comparable to the financial statements or financial information of companies incorporated under the laws of any Restricted Country.

### **Notice to U.S. holders**

It may be difficult for U.S. holders of Ferrovial Shares to enforce their rights and claims arising out of the U.S. federal securities laws (as well as the laws of any other Restricted Country), since Ferrovial and FISE are located in Spain and the Netherlands, respectively. You may not be able to sue the companies or their officers or directors in a Dutch or Spanish court for violations of U.S. securities laws (as well as the laws of any other Restricted Country). Finally, it may be difficult to compel the companies and their subsidiaries to submit to the judgment of a U.S. court (as well as the court of any other Restricted Country).

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission has approved or disapproved the transaction, or passed upon the fairness of the transaction, or passed upon the adequacy or accuracy or otherwise of any of the information contained in this communication.

It should be noted that Ferrovial and FISE may acquire shares outside the transaction, such as through open market or privately negotiated purchases, at any time during the life of the transaction.

Any securities referred to herein have not been registered under the U.S. Securities Act, or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States except pursuant to an applicable exemption from the registration requirements of the U.S. Securities Act. The FISE Shares may only be distributed in (i) "offshore transactions" as defined in, and in accordance with, Regulation S ("**Regulation S**") under the U.S. Securities Act; or (ii) within the United States, only to "qualified institutional buyers", as defined in Rule 144A under the U.S. Securities Act in reliance on Section 4(a)(2) under the U.S. Securities Act and/or in reliance on another exemption from the registration requirements of the U.S. Securities Act.

This communication has been prepared in the Spanish language and has been translated into English for information purposes only. In the event of any discrepancy, the original Spanish language version of this communication shall prevail.