



FERROVIAL, SE (“FERROVIAL”, the “Parent” or the “Guarantor”) announces results of Tender Offer for Securities

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This announcement does not constitute an invitation to participate in the Tender Offer in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such invitation under applicable securities laws. The Tender Offer is subject to offer restrictions in, amongst other countries, the United States, the United Kingdom, France, Italy and Belgium.

Further to its announcement on 16 June 2023, Ferrovial Netherlands B.V. (the “**Offeror**”), a subsidiary of the Guarantor, hereby announces the final results of its invitation to holders of its outstanding €500,000,000 Undated 5.5 Year Non-Call Deeply Subordinated Guaranteed Fixed Rate Reset Securities (ISIN: XS1716927766) (the “**Securities**”) guaranteed by the Parent, to submit offers to sell (the “**Offers to Sell**”) any or all of the Securities to the Offeror (the “**Tender Offer**”).

The Tender Offer was made upon the terms and subject to the conditions contained in a tender offer memorandum dated 16 June 2023 (the “**Tender Offer Memorandum**”) prepared in connection with the Tender Offer, and is subject to the offer restrictions set out in the Tender Offer Memorandum. Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Tender Offer Memorandum.

Announcement of Results

Following the expiration of the Tender Offer at 17:00 hours (CET) on 26 June 2023, the Offeror announces that it has received valid Offers to Sell pursuant to the Tender Offer in respect of

€471,443,000 in aggregate principal amount of Securities. The Offeror hereby further announces that it has accepted all valid Offers to Sell pursuant to the Tender Offer, and consequently, has accepted for purchase €471,443,000 in aggregate principal amount of Securities.

The final results are set out below:

Description of the Securities	Current coupon	ISIN / Common Code	Final Acceptance Amount in Aggregate Principal Amount of Securities	Outstanding Principal Amount following Settlement Date of Securities
€500,000,000 Undated 5.5 Year Non-Call Deeply Subordinated Guaranteed Fixed Rate Reset Securities	5.105% per annum	XS1716927766/ 171692776	€471,443,000	€28,557,000

Offeror’s right to redeem outstanding Securities pursuant to the Substantial Purchase Event set out in the Conditions

As the Substantial Purchase Event (as defined in the Conditions of the Securities and being in the event that at least 80% of the aggregate principal amount of the Securities issued on its issue date has been purchased by or on behalf of the Offeror and has been cancelled) is expected to occur, the Offeror intends to exercise its option to redeem all of the outstanding Securities after the Settlement Date (as defined in Conditions of the Securities).

Settlement

As set forth in the Tender Offer Memorandum, settlement is due to take place on or about 30 June 2023 (the “**Settlement Date**”).

On the Settlement Date, the Offeror will pay, or procure the payment of, the corresponding Purchase Price Payments and Accrued Interest Payments to all Securityholders whose Offers to Sell have been validly made and validly accepted by the Offeror pursuant to the terms and conditions of the Tender Offer, subject to receipt of the relevant Securities.

Requests for information in relation to the Tender Offer should be directed to:

THE DEALER MANAGER

HSBC Continental Europe

38, avenue Kléber
75116 Paris
France

Tel: +44 20 7992 6237
Attention: Liability Management, DCM
Email: LM_EMEA@hsbc.com

Requests for information in relation to the to the procedures for submitting an Offer to Sell and the submission of Tender Instructions should be directed by Securityholders to:

THE TENDER AGENT

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom
Telephone: +44 20 7704 0880
Attention: David Shilson
Email: ferrovia@is.kroll.com

Website: <https://deals.is.kroll.com/ferrovia>

A copy of the Tender Offer Memorandum is available to Securityholders on the offer website <https://deals.is.kroll.com/ferrovia>.

Amsterdam, 27 June 2023