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1	2023/07/31	New version to be aligned with the requirements in this area of The Netherlands	NG.FER.RH.003

BOARD PROFILE FERROVIAL SE

1) INTRODUCTION

- 1.1.1 This is the board profile of Ferroviaal SE (the "**Company**") as required under article 13.1 of the Company's Board Rules and best practice provision 2.1.1 of the Dutch Corporate Governance Code (the "**DCGC**").
- 1.1.2 Capitalised terms not defined herein have the same meaning as given to them in the Company's Articles of Association and the Company's Board Rules.
- 1.1.3 This profile sets out:
- (a) the desired expertise and background of the Non-Executive Directors.
 - (b) the desired diverse composition of the Non-Executive Directors in accordance with the Company's Diversity & Inclusion Policy.
 - (c) the number of Non-Executive Directors; and
 - (d) the independence of the Non-Executive Directors as established in the DCGC.
- 1.1.4 The Nomination and Remuneration Committee and the Board considers this profile when reporting on or preparing, respectively, nominations of persons to be appointed as Director.

2) BOARD SIZE

- 2.1.1 In accordance with the Company's Articles of Association, the Board consists of at least three, and at most twelve, Directors. The majority of the Board must consist of Non-Executive Directors.
- 2.1.2 The Board size is determined by the Board. The current size of the Board is set at twelve Directors.

3) BOARD COMPOSITION

- 3.1.1 The desired composition of the Board is such that the requisite mix of specific experience, qualifications and skills is present in order to promote that the Board has the necessary tools to perform its function effectively in light of the Company's business and structure.
- 3.1.2 In particular, the following qualities and criteria, which do not comprise an exhaustive list, may be considered in determining the overall composition of the Board:
- (a) experience in the geographies and areas in which the Company and its group are active (e.g., knowledge of the relevant markets and knowledge of, and experience in, infrastructure, construction, and energy industries, and in new technologies).
 - (b) general management experience in entities of size, scope or demands similar to those of the Company, and in an international business environment.
 - (c) financial experience in a multinational company, including insight in the administrative processes, internal control and risk management of such company and knowledge and understanding of capital markets, in accordance with applicable legal requirements, including the requirements of the relevant stock exchanges where the Company's shares may be traded with respect to audit committee composition.
 - (d) experience with corporate social responsibility issues.
 - (e) understanding of human resources and remuneration-related matters of large multinational companies.
 - (f) knowledge and understanding of corporate governance and legal matters, both at a national and international level; and
 - (g) diversity in respect of nationality, experience, education, culture, gender, age, and professional background, taking into account the Company's Diversity & Inclusion Policy.

4) INDEPENDENCE OF NON-EXECUTIVE DIRECTORS

- 4.1.1 Composition of the Board should enable Non-Executive Directors to operate independently and critically *vis-à-vis* one another, the Executive Directors of the Board, and any particular interests involved.
- 4.1.2 The composition of the Board takes into account the independence requirements of the laws, rules, and regulations applicable to the Company, including the requirements of the DCGC and the listing rules of the relevant stock exchanges where the Company's shares may be then traded.

5) MISCELLANEOUS

- 5.1.1 This board profile is published on the Company's website.
- 5.1.2 The Board may, at its sole discretion, amend, revoke, or supplement this board profile or approve temporary deviations from this board profile pursuant to a resolution to that effect.

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