

BOARD RULES  
OF  
FERROVIAL SE

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## CHAPTER I. - INTRODUCTION

### **Article 1. Purpose**

The purpose of these Board Rules, as approved in compliance with article 8.1.9 of the Articles of Association, is to set out the rules governing the Board's organisation and its decision-making, its duties, the duties and organisation of committees and other internal matters concerning the Board, the Executive Directors, the Non-Executive Directors and the committees established by the Board.

### **Article 2. General definitions**

For the purposes of these Board Rules, capitalised terms have the meaning set out below:

#### **Articles of Association**

The articles of association of the Company.

#### **Audit and Control Committee**

The audit and control committee of the Board as established in accordance with article 23 of these Board Rules.

#### **BW**

The Dutch Civil Code (*Burgerlijk Wetboek*).

#### **Board**

The Company's board of directors.

#### **Board Rules**

These regulations on the Board.

#### **Chairman**

The Director designated as such in accordance with article 8.1.4 of the Articles of Association.

#### **Committee**

Any committee to the Board, including the Audit and Control Committee and the Nomination and Remuneration Committee.

#### **Company**

Ferrovial SE, a European company (*Societas Europaea*), with seat in Amsterdam, the Netherlands.

#### **DCGC**

The Dutch Corporate Governance Code.

**Director**

A member of the Board.

**Executive Committee**

The executive committee of the Board as established in accordance with article 22 of these Board Rules.

**Executive Director**

A Director appointed as executive director.

**External Advisers**

Individuals or legal entities and, in the latter case, their executives or employees, who provide advisory, consultancy or similar services to any of the companies that comprise the Ferrovial Group.

**General Meeting**

The corporate body that consists of shareholders and all other persons with voting rights, or the meeting in which the shareholders and all other persons with meeting rights assemble.

**Lead Director**

The Independent Director designated as such in accordance with article 8.1.4 of the Articles of Association.

**Nomination and Remuneration Committee**

The nomination and remuneration committee of the Board as established in accordance with article 23 of these Board Rules.

**Non-Executive Director**

A Director appointed as non-executive director.

**Independent Director**

A Non-Executive Director who qualifies as independent pursuant to the DCGC.

**Ferrovial Group**

The Company and its Subsidiaries.

**Secretary**

A person designated as such in accordance with article 8.1.6 of the Articles of Association.

**Securities**

Any negotiable securities issued by the Ferrovial Group, admitted to trading on an official secondary market or other regulated markets, in multilateral trading systems, organised procurement systems or other organised secondary markets. In any case, this will include (i) financial instruments and contracts of any kind which grant the right to acquire or dispose of such Securities, including those not traded on secondary markets; and (ii) financial instruments and contracts whose underlying securities, instruments

or contracts are those referred to above, including those not traded on secondary markets.

***Senior Management or Senior Managers***

Those persons who are members of the management committee of the Company or who report directly to the Board, a Director or the Executive Committee.

***Subsidiaries***

All those subsidiaries of the Company as referred to in article 2:24a BW.

***Vice-Chairman***

A Director designated as such in accordance with article 8.1.5 of the Articles of Association.

***Vice-Secretary***

A person designated as such in accordance with article 8.1.6 of the Articles of Association.

***Article 3. Parties bound by these Board Rules***

The standards contained in these Board Rules, unless otherwise stated, are applicable to the Board and each Director. The Board may decide whether they should be applicable in whole or in part to other persons by notifying them.

***Article 4. Interpretation***

- 4.1 These Board Rules shall be interpreted in accordance with applicable law and the Articles of Association.
- 4.2 As a general rule, queries regarding the interpretation of these Board Rules should be addressed to the Secretary, whom shall decide on such matter in compliance with applicable law. Where appropriate, the Secretary shall consult with the Chairman, the CEO and/or the chairmen of the Committees on such queries.
- 4.3 Notwithstanding the foregoing, Directors may submit their queries to the opinion of the Board, whose view shall prevail to the extent permitted by applicable law.
- 4.4 Annexes to these Board Rules are part of these Board Rules.
- 4.5 Words denoting a gender include any other gender.

***Article 5. Amendment***

- 5.1 The Board may resolve to amend these Board Rules. Such a resolution requires a proposal thereto by the Chairman, the Audit and Control Committee or of one third of the Directors.

- 5.2 The proposed amendment must be accompanied by an explanatory memorandum. In addition, the Audit and Control Committee shall render an advice in respect of any proposed amendment of these Board Rules, unless the initiative is from the same.
- 5.3 The text of the proposal, the proposers' explanatory memorandum and, if applicable, the advice of the Audit and Control Committee must be attached to the notice of the meeting of the Board at which the proposal is to be considered.

#### ***Article 6. Dissemination***

- 6.1 The persons to whom these Board Rules are applicable are obliged to be aware of it and comply with it.
- 6.2 The Board shall make a copy of these Board Rules available on the Company's website.

### **CHAPTER II.- FUNCTIONS OF THE BOARD**

#### ***Article 7. General duties of the Board***

- 7.1 The Board is charged with the management of the Company. The Board is responsible for the continuity of the Company and its affiliated enterprise and for sustainable long-term value creation of the Company and its affiliated enterprise. The Board focuses on sustainable long-term value creation by the Company and its affiliated enterprise and takes into account the impact the actions of the Company and its affiliated enterprise have on people and the environment and to that end weighs the stakeholder interests that are relevant in this context.
- 7.2 Each Director is responsible for the Company's general affairs. In performing their duties, the Directors shall be guided by the interests of the Company and its affiliated enterprise.

#### ***Article 8. Other duties of the Board***

- 8.1 The Board shall supervise the activity of the Ferrovial Group, which comprises of guiding its policy; monitoring the corporate management bodies and endeavouring that they respect the corporate purpose and interest; evaluating the performance of the managers; taking the most significant decisions; and delegating day-to-day management upon the management team pursuant to applicable law and regulations.
- 8.2 The Board shall have the competences envisaged by applicable law and the Articles of Association. In addition, it shall exercise the following duties:
- a) Endeavouring that the Company's annual accounts that the Board draws up and submits to the General Meeting, are drawn up in such a way that the external auditor's report is not qualified or limited in any way.

- b) Monitoring, at least quarterly, the development of the financial statements of the Company, and approve the information which must be provided periodically to the markets or supervisory authorities, ensuring that the information is prepared observing the same principles as for the annual accounts. To this end, the Board may require the assistance or collaboration of the Company's auditors and/or any managers.
- c) Encouraging the participation of the shareholders in the General Meetings and adopt the appropriate measures to facilitate the General Meeting to effectively perform its functions according to applicable law and the Articles of Association, and endeavouring that General Meeting and the Company's shareholders have access to such information as they are entitled to under applicable law and the Articles of Association.
- d) Establishing mechanisms for regular exchange of information with institutional investors who are a part of the Company's shareholders, subject to applicable law and regulations.
- e) Appointing or dismissing the senior internal auditor, based on a recommendation by the Audit and Control Committee.

8.3 The Board should develop a view on sustainable long-term value creation by the Company and its affiliated enterprise and formulate a strategy in line with this. The Board should formulate specific objectives in this regard. Depending on market dynamics, it may be necessary to make short-term adjustments to the strategy. When developing the strategy, attention should in any event be paid to the following:

- a) the strategy's implementation and feasibility;
- b) the business model applied by the Company and the market in which the Company and its affiliated enterprise operate;
- c) opportunities and risks for the Company;
- d) the Company's operational and financial goals and their impact on its future position in relevant markets;
- e) the interests of the stakeholders;
- f) the impact of the Company and its affiliated enterprise in the field of sustainability, including the effects on people and the environment;
- g) paying a fair share of tax to the countries in which the Company operates; and
- h) the impact of new technologies and changing business models.



## ***Article 9. Culture***

- 9.1 The Board is responsible for stimulating openness and accountability within the Board and between different corporate bodies within the Company. The Board is responsible for creating a culture aimed at creating long-term value for the Company and its affiliated enterprise.
- 9.2 The Board shall adopt values for the Company and its affiliated enterprise that contribute to a culture focused on sustainable long-term value creation, incorporate and maintain these values within the Company and its affiliated enterprise, and encourage behaviour that is in keeping with the values and propagate these values through leading by example. Attention must be paid to the following, among other things:
- a) the strategy and the business model;
  - b) the environment in which the Company and its affiliated enterprise operates;
  - c) the existing culture within the Company and its affiliated enterprise, and whether it is desirable to implement any changes in this; and
  - d) the social safety within the Company and its affiliated enterprise and the ability to discuss and report actual or suspected misconduct or irregularities.
- 9.3 The Board draws up a Code of Conduct and monitors its effectiveness and its compliance by the Board and the employees of the Company and its affiliated enterprise. The Code of Conduct is published on the Company's website.

## ***Article 10. Risk management***

- 10.1 The Board shall identify and analyse the risks associated with the strategy and activities of the Company and its affiliated enterprise. It is responsible for establishing the risk appetite, as well as the measures that are put in place in order to counter the risks being taken. Based on the risk assessment, the Board designs, implements and maintains adequate internal risk management and control systems.
- 10.2 The Board shall monitor the operation of the internal risk management and control systems and carries out a systematic assessment of their design and effectiveness at least once a year. Attention is given to observed weaknesses, instances of misconduct and irregularities, indications from whistleblowers, lessons learned, and findings from the internal audit function and the external auditor. Where necessary, improvements are made to internal risk management and control systems.

### ***Article 11. Dissemination of information about the Company***

- 11.1 The Board shall adopt the necessary measures to disseminate, among the shareholders and the investor community in general, such information about the Company as the Board may deem relevant at any given moment. For these purposes, it will use the most efficient means among those available in order that the said information shall reach all the recipients alike, immediately and smoothly.
- 11.2 Specifically, the Board will make use of the Company's website as a technological medium in general use, and appropriate for the shareholders to exercise their right to information, as well as for the dissemination of the information.
- 11.3 In addition to the information which must appear on the Company's website pursuant to applicable law and regulations and the Articles of Association, the profiles of the Directors shall include the background and professional experience; other boards of directors to which they belong, whether or not in listed companies, the date of their first appointment as Director of the Company, as well as their subsequent re-elections; whether they serve as Executive Director or Non-Executive Director, and the shares of the Company and options on the same which they hold.
- 11.4 The Board will prepare and publish an annual corporate governance report which will offer a detailed explanation of the structure of the system of governance of the Company and its operation in practice. Its content will be as determined by applicable law and regulations.

## **CHAPTER III. - COMPOSITION OF THE BOARD**

### ***Article 12. Quantitative composition***

In accordance with the provisions of the Articles of Association, the Board will be comprised of a minimum of three and a maximum of twelve members. The Board will consist of one or more Executive Directors and one or more Non-Executive Directors. The majority of the Board must consist of Non-Executive Directors.

### ***Article 13. Qualitative composition***

- 13.1 The Board shall prepare a profile for the Board's composition, taking account of the nature and the activities of the enterprises affiliated with the Company, with due observance of article 16.4 b) of these Board Rules. The profile is published on the Company's website. The profile addresses:
  - 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 D&I policy;

- c) the number of Non-Executive Directors; and
  - d) the independence of the Non-Executive Directors as established in the DCGC.
- 13.2 Each Director should have the specific expertise required for the fulfilment of his duties. Each Non-Executive Director should be capable of assessing the broad outline of the overall management.

***Article 14. Disclosure regarding the composition of the Board***

On the occasion of the drafting of the annual corporate governance report, and after verification by the Nomination and Remuneration Committee, based on the information provided by the Directors or publicly available, it will be determined whether the Independent Directors comply, on a continued basis, with the independence requirements established in the DCGC.

**CHAPTER IV. - STRUCTURE OF THE BOARD**

***Article 15. Specific duties of Executive Directors***

- 15.1 The Executive Directors are delegated all duties and powers of the Board, subject to applicable law, the Articles of Association and where explicitly determined otherwise in these Board Rules. As part of these delegations, the Executive Directors are primarily responsible for: (i) all day-to-day operations of the Company; (ii) development, proposal and implementation of the strategy; and (iii) serving as the principal external spokespersons for the Company with analysts, investors, media and clients.
- 15.2 The duties and responsibilities (including the power to sub-delegate such tasks and responsibilities) as described in article 15.1 of these Board Rules are delegated to the Executive Directors individually. The Executive Directors have the authority to adopt resolutions regarding the matters that fall within the tasks and responsibilities delegated to them. Such resolutions will be considered to be a resolution of the Board.
- 15.3 The Executive Directors should engage the Non-Executive Directors early on in formulating the strategy for realising sustainable long-term value creation. The Executive Directors account to the Non-Executive Directors for the strategy and the explanatory notes to that strategy.

***Article 16. Specific duties of Non-Executive Directors***

- 16.1 The Non-Executive Directors assist the Executive Directors with advice on general policies related to the Company and its affiliated enterprise. The Non-Executive Directors supervise the policies, management and the general affairs of the Company and its affiliated enterprise,

including the relations with shareholders. In doing so, the Non-Executive Directors should also focus on the effectiveness of the Company's internal risk management and control systems and the integrity and quality of the financial reporting.

16.2 The Non-Executive Directors supervise how the Executive Directors implement the Company's sustainable long-term value creation strategy. The Non-Executive Directors should regularly discuss the strategy developed and proposed by the Executive Directors and supervise its implementation by the Executive Directors and the principal risks associated with it.

16.3 The responsibilities of the Non-Executive Directors include supervising and advising the Executive Directors with respect to the following responsibilities of the Executive Directors:

- a) setting the Company's strategy;
- b) enhancing the Company's performance;
- c) developing and proposing a general strategy, including the strategy for realising long-term value creation, and taking into account risks connected to the business;
- d) determining and pursuing operational and financial objectives;
- e) structuring and managing internal business control systems;
- f) overseeing the Company's financial reporting processes;
- g) ensuring the Company's compliance with applicable laws and regulations;
- h) ensuring compliance with and maintaining the Company's corporate governance structure;
- i) ensuring publication by the Company of any information required by applicable laws and regulations;
- j) preparing the Company's annual report, the annual budget and significant capital expenditures;
- k) handling corporate social responsibility issues;
- l) ensuring that internal procedures are established and maintained which safeguard that all relevant information is known to the Board in a timely fashion;
- m) developing a procedure for reporting actual or suspected misconduct or irregularities, and taking appropriate follow-up action on the basis of these reports; and

- n) discussing the items reported on by the Audit and Committee in accordance with article 1.4 of the Charter of the Audit and Control Committee.

16.4 The following duties and powers of the Board are delegated to the Non-Executive Directors, and resolutions adopted by the Non-Executive Directors on these matters shall be considered resolutions of the Board:

- a) appointing the Lead Director as referred to in article 19.1 of these Board Rules;
- b) drawing up the Company's profile of the Board as referred to in article 13.1 of these Board Rules;
- c) determining the remuneration of individual Executive Directors;
- d) providing the external auditor a general idea of the content of the reports that relate to the external auditor's performance; and
- e) determining whether a Director has a conflict of interest as set out in article 39.7 of these Board Rules.

#### ***Article 17. Chairman***

17.1 The Board, subject to prior report by the Nomination and Remuneration Committee, shall appoint its Chairman from among its members.

17.2 The Chairman has ultimate responsibility for the effective operation of the Board. Thus, the Chairman's duties include preparing and submitting to the Board a schedule of meeting dates and agendas, the ordinary power to call the Board, setting the agenda for the meetings, leading the discussions and deliberations while ensuring that sufficient time is given to discussion of strategic questions, organising and coordinating the periodic evaluation of the Board, and approving and reviewing refresh courses for each Director, when circumstances so advise.

17.3 The Chairman should in any case ensure that:

- a) the Board has proper contact with the General Meeting;
- b) the Board elects a Vice-Chairman;
- c) there is sufficient time for deliberation and decision-making by the Board;
- d) the Non-Executive Directors receive all information that is necessary for the proper performance of their duties in a timely fashion;

- e) the Board and its committees function properly;
- f) the functioning of individual Directors is assessed at least annually;
- g) the Directors follow their induction programme;
- h) the Directors follow their education or training programme;
- i) the Board performs activities in respect of culture;
- j) the Board recognises signs from the enterprise affiliated with the Company and ensures that any actual or suspected material misconduct and irregularities are reported to the Board without delay;
- k) the General Meeting proceeds in an orderly and efficient manner;
- l) effective communication with shareholders is assured; and
- m) the Non-Executive Directors are involved closely, and at an early stage, in any merger or acquisition processes.

17.4 The Chairman, in collaboration with the Secretary, will ensure that the Directors receive the information necessary for deliberation and adoption of resolutions about the matters to be discussed, sufficiently far in advance, unless the Board meeting has been constituted or convened exceptionally for reasons of urgency. Similarly, the Chairman shall stimulate debate and active participation by members during meetings of the Board, securing their freedom to take a stance and express an opinion.

17.5 The Chairman should act as the main contact for the Executive Directors, Non-Executive Directors and shareholders regarding the functioning of Board.

#### ***Article 18. Vice-Chairman***

18.1 The Board, subject to prior report by the Nomination and Remuneration Committee, will designate one or more Directors as Vice-Chairman to stand in for the Chairman in the event of the unavoidable absence or inability to act and who will exercise the Chairman's authorities and duties. In case of more than one Vice-Chairman, the Board shall assign each Vice-Chairman a rank and such Vice-Chairman shall deputise for the Chairman in order of their rank.

18.2 The Vice-Chairman should act as a contact for individual Directors regarding the functioning of the Chairman, if this is an Independent Non-Executive Director, or the Lead Director.

### ***Article 19. Lead Director***

- 19.1 In the event that the Chairman is not an Independent Director, the Board must necessarily appoint a Lead Director from among the Independent Directors, with due observance of article 16.4 a) of these Board Rules.
- 19.2 The Lead Director will be specifically empowered to request the convening of the Board or include new items on the agenda of a Board meeting already convened, coordinate and convene the Non-Executive Directors and direct, if applicable, the periodic evaluation of the Chairman. Similarly, the Lead Director will chair meetings of the Board in the absence of the Chairman and Vice-Chairmen and will give voice to the concerns of the Non-Executive Directors.
- 19.3 The Lead Director will also, together with the Chairman, have such duties as set out in article 17.3 of these Board Rules.
- 19.4 The Lead Director should, alongside the Chairman, act as the main contact for the Executive Directors, Non-Executive Directors and shareholders regarding the functioning of the Board.

### ***Article 20. Secretary***

- 20.1 The Board shall appoint a Secretary, who does not need to be a Director. Any resolution of the Board to designate or release the Secretary is furthermore subject to (i) a proposal thereto by the Chairman and (ii) a prior report by the Nomination and Remuneration Committee.
- 20.2 The Secretary shall hold the following functions:
  - a) safeguarding the documentation of the Board, recording the course of its sessions in the books of minutes and bearing witness to their content and the resolutions adopted;
  - b) ensuring that the actions of the Board are in line with applicable law and regulations, and consistent with the Articles of Association and other internal regulations;
  - c) ensuring that the Board's actions and decisions bear in mind the recommendations on governance applicable to the Company pursuant to the DCGC;
  - d) assisting the Chairman with ensuring that the Directors receive the relevant information for performing their duties with sufficient notice and in the appropriate format; and
  - e) assisting the Chairman and Lead Director with the organisation of the Board, including the provision of information, meeting agendas, evaluations and training programmes.

- 20.3 When the Directors or the Secretary express concerns about some proposal or, in the case of the Directors, about the Company's performance, and such concerns are not resolved at the meeting, they should be recorded in the minutes if the person expressing them so requests.
- 20.4 If the Secretary also undertakes work for the Executive Directors and notes that the interests of the Executive Directors and the Non-Executive Directors diverge, as a result of which it is unclear which interests the Secretary should represent, the Secretary should report this to the Chairman and the Lead Director.

**Article 21. Vice-Secretary of the Board**

- 21.1 The Board may appoint one or more persons as Vice-Secretary, who are not required to be Directors, to assist the Secretary and stand in for the Secretary in the event of his absence or inability to act. Any resolution of the Board to designate or release the Vice-Secretary is subject to (i) a proposal thereto by the Chairman and (ii) a prior report by the Nomination and Remuneration Committee.
- 21.2 The Vice-Secretary may attend the meetings of the Board to replace the Secretary or assist him when the Chairman so decides.

**Article 22. Delegated bodies of the Board**

- 22.1 The Board may designate one or more Directors as CEO.
- 22.2 The Board may establish from among the Directors an Executive Committee.
- 22.3 Without prejudice to the written rules applicable to the Executive Committee that the Board might establish from time to time, the Executive Committee will be governed by the following:
- a) The Executive Committee shall be composed of no less than three and no more than eight Directors. It should have, at least, two Non-Executive Directors, at least one of whom should be an Independent Director.
  - b) The Executive Committee shall ordinarily meet once per month, and as often as the Chairman should deem fit for the proper operation of the Company.
  - c) The meetings of the Executive Committee will be convened by any written means, including email, addressed to each one of its members with advance notice of at least one day with respect to the date of the meeting, except in the case of extraordinary circumstances as determined by the Chairman, in which case the Executive Committee may be convened without the stated advance notice.
  - d) The meeting of the Executive Committee will be quorate when more than one half of its



members attend, in person or represented.

- e) The Chairman will chair the meetings, and the Secretary will act as secretary. The duties of the Chairman in the event of absence or inability to act of the Chairman to do so, shall be exercised by the highest ranked available Vice-Chairman that is a member of the Executive Committee, and otherwise, by the Director whom the Executive Committee may designate.
- f) The Executive Committee may resolve on all matters on which the Board can resolve, subject to applicable law and the Articles of Association or as explicitly provided otherwise in these Board Rules. Resolutions will be adopted by a majority of votes cast. In case of a tie vote, the Chairman will have a casting vote. Resolutions of the Executive Committee are considered resolutions of the Board.
- g) The corresponding minutes of the meetings will be drawn up and sent to all Directors so that they are aware of the matters discussed and decisions adopted by the Executive Committee.
- h) In all other matters, the Executive Committee will be regulated, where applicable, by the rules established for the Board in the Articles of Association and in these Board Rules.

### ***Article 23. Common rules for Committees***

23.1 The Board will constitute the following Committees:

- a) an Audit and Control Committee; and
- b) a Nomination and Remuneration Committee.

23.2 In addition to the functions that may be attributed to them by the Board, these Committees hold the powers determined by applicable law, the Articles of Association and the following articles.

23.3 Without prejudice to what applicable law and the Articles of Association may determine, the powers of proposal of the Committees do not preclude the Board from deciding these matters upon its own initiative or diverging from the opinion of the Committee.

23.4 The number of members of each Committee will be determined by the Board. The entirety of the members of the Committees shall consist of Non-Executive Directors and the majority of each Committee of Independent Directors.

23.5 The Board will appoint the chairman of each Committee, who must be an Independent Director. The Audit and Control Committee cannot be chaired by Chairman or the Lead

Director or any Director that previously has been an Executive Director. The chairman of each Committee shall chair its meetings, direct the deliberations upon the matters to be discussed, and have a casting vote.

- 23.6 The Board shall designate a secretary for each Committee who does not have to be a Director.
- 23.7 A Committee will meet when convened by its chairman, who must do so whenever requested to do so by the Board, the Chairman, or two members of the relevant Committee, and in any case, whenever appropriate for the proper exercise of its duties.
- 23.8 Meetings of the Committees will be understood to be quorate when more than one half of their members are present, in person or represented, and they shall adopt their resolutions by a majority of votes cast.
- 23.9 The Committees may gather the opinions of external advisers in order to better fulfil their functions, for which purpose article 35 of these Board Rules shall apply.
- 23.10 Any member of the management team or employee of the Company who is summoned to do so, is obliged to attend the sessions of the Committees, collaborate with them and facilitate their access to the information they may hold. Whenever so determined by the Committee, this appearance shall take place in the absence of all other managers.
- 23.11 Where not provided for otherwise for the Committees, these Board Rules shall be applicable, always provided that this is compatible with the nature and purpose of the Committees.
- 23.12 Minutes of the meetings of the Committees shall be drawn up and shall be available to all Directors. Likewise, the matters discussed shall be reported upon at the first subsequent meeting of the Board.
- 23.13 The Committees will report to the Board on their deliberations and findings.

***Article 24. Audit and Control Committee: charter***

Specific rules governing the Audit and Control Committee are set out in Annex 1 to these Board Rules (Audit and Control Committee Charter).

***Article 25. Nomination and Remuneration Committee: charter***

Specific rules governing the Nomination and Remuneration Committee are set out in Annex 2 to these Board Rules (Nomination and Remuneration Committee Charter).

## CHAPTER V. – OPERATION OF THE BOARD

### ***Article 26. Meetings: Frequency, location, notice and agenda***

- 26.1 The Board will meet at least once per quarter and, upon the initiative of the Chairman, whenever the latter should deem fit to properly perform its functions and the proper operation of the Company. The Board must meet when requested by the Lead Director or at least three Directors, in which case it will be convened by the Chairman to meet within the fifteen days following the request, although endeavouring not to allow more than seven days to elapse. Directors who constitute at least one third of the Board may convene a meeting, stating the agenda, to be held in the locality of the registered address if, following prior request to the Chairman, the latter has, without good cause, not convened it within a period of one month after having been requested thereto in accordance with the foregoing.
- 26.2 Board meetings will take place, ordinarily, at the Company's registered address, but they may also be held at another place as determined by the Chairman, who may authorise that meetings of the Board are held simultaneously in different places connected by technical means, provided that there is identification of those present, and interaction and intercommunication in real time, and therefore, unity of act.
- 26.3 Ordinary sessions of the Board are convened by a notice in writing, including email, directed personally to each Director with, at least, forty-eight hours' advance notice. The notice must contain the agenda, which shall clearly indicate those items upon which the Board is proposed to decide or adopt a resolution.
- 26.4 Extraordinary sessions of the Board may be convened even by telephone and without respecting the period of advance notice and other requirements set out in the preceding article when, in the opinion of the Chairman, the circumstances so justify.
- 26.5 Upon proposal by the Chairman, the Board shall set a calendar and agendas at the start of the financial year. Prior to the notice of each meeting, each Director may individually propose the inclusion of additional items on the agenda for such meeting.
- 26.6 Exceptionally, for reasons of urgency, the Chairman may submit items for discussion or decision-making that were not on the meeting agenda, in which case their inclusion will require the express prior consent, duly recorded in such meeting's minutes, of the majority of Directors present at the meeting.
- 26.7 Notwithstanding the foregoing, the Board may also adopt resolutions in a meeting not validly convened, when all Directors entitled to vote attend the meeting, whether in person or represented.

***Article 27. Resolutions: quorum, proxies and voting requirements***

- 27.1 At a Board meetings, resolutions can only be validly adopted if the majority of the Directors entitled to vote attends the meeting, in person or represented.
- 27.2 Directors entitled to vote should attend Board meetings in person. When this is impossible for them, they may, for each session and by any written means including email, grant a proxy to another Director, with the appropriate instructions. This representation will be notified to the Chairman or to the Secretary. A single Director may hold several proxies. Non-Executive Directors may only grant a proxy to another Non-Executive Director.
- 27.3 Unless otherwise provided in these Board Rules, Board resolutions are adopted by a majority of votes cast. In case of tied vote, the Chairman has a casting vote, provided that at least two other Directors entitled to vote are in office.
- 27.4 The following Board resolutions require the majority of votes cast by Non-Executive Directors to be in favour of such resolution:
- a) appointment or dismissal of the senior internal auditor as set out in article 8.2 e) of these Board Rules;
  - b) to appointment or dismissal of the Secretary or the Vice-Secretary as set out in articles 20.1 and 21 of these Board Rules;
  - c) to enter into a transaction (i) in which there is a conflict of interest with a Director; or (ii) between the Company and a legal entity or natural person holding at least ten per cent of the Company's shares as further set out in article 39.9 b) of these Board Rules; and
  - d) to grant any personal loans, guarantees or similar facilities to a Director as set out in article 39.11 of these Board Rules.

***Article 28. Resolutions adopted in writing***

Voting and adopting resolutions in writing, including by email, and without a meeting is only permitted when no Director expresses opposition to this procedure. In such a case, the Directors may cast their votes and any considerations they wish to be recorded in the minutes by email.

***Article 29. Evaluation of the Board***

- 29.1 The functioning of the Board and of individual Directors should be evaluated on a regular basis.

- 29.2 At least annually, outside the presence of the Executive Directors, the Non-Executive Directors evaluate their own functioning, the functioning of the Committees and the individual performance of the Non-Executive Directors. The Non-Executive Directors discuss the conclusions of the evaluation. In doing so, attention is paid to:
- a) substantive aspects, conduct and culture, the mutual interaction and collaboration, and the interaction with the Executive Directors;
  - b) events that occurred in practice from which lessons may be learned; and
  - c) the desired profile, composition, competencies and expertise of the Non-Executive Directors.
- 29.3 The evaluation referred to in article 29.2 may take place under the supervision of an external expert, whose independence will be verified by the Nomination and Remuneration Committee.
- 29.4 At least once per year, outside the presence of the Executive Directors, the Non-Executive Directors evaluate both the functioning of the Executive Directors as a whole and that of the individual Executive Directors, and should discuss the conclusions that must be attached to the evaluation, such also in light of the succession of Executive Directors. At least once annually, the Executive Directors should also evaluate its own functioning as a whole and that of the individual Executive Directors.
- 29.5 The evaluation of the Committees shall start from the reports they sent the Board, while that of the Board itself should start from the report of the Nomination and Remuneration Committee. In the report on the Committees, the Board should comment on how the duties of the Committees were carried out in the financial year and the composition, the number of meetings and the main items discussed at the meetings.

***Article 30. Induction programme and training***

Each Non-Executive Director follows an induction programme geared to their role. This programme covers general financial, social and legal affairs, financial reporting by the Company, any specific aspects that are unique to the Company and its affiliated enterprise, the Company's culture, and the responsibilities of a Non-Executive Director.

**CHAPTER VI. - NOMINATION AND RELEASE OF DIRECTORS**

***Article 31. Appointment and re-election of Directors***

- 31.1 The Directors will be appointed by the General Meeting in accordance with applicable law and the Articles of Association.

- 31.2 The proposals for appointment and re-appointment of Directors submitted by the Board to the consideration of the General Meeting must be preceded by a prior report from the Nomination and Remuneration Committee.
- 31.3 Any Director may approach the Nomination and Remuneration Committee to propose candidates that it might consider suitable, to fill vacancies for Directors.
- 31.4 Should the Board not adopt the recommendations of the Nomination and Remuneration Committee, there must be sound reasons for the same, and these must be recorded in the minutes.
- 31.5 The proposal must in all cases be accompanied by an explanatory memorandum from the Board in which the competence, experience and merits of the proposed candidate are evaluated, and this shall be united to the minutes of the General Meeting or of the Board itself.
- 31.6 In case of vacancies in the Board or of Directors who are unable to act, the Board may designate one or more temporary replacements in accordance with the Articles of Association. A Non-Executive Director who temporarily takes on the management of the Company, where the Executive Directors are absent or unable to act, should resign from their role of Non-Executive Director.

#### ***Article 32. Term of office***

- 32.1 The Directors shall hold office for the term in accordance with the Articles of Association, and may be re-elected one or several times for periods of the same duration.
- 32.2 The Non-Executive Directors shall prepare a rotation schedule to promote the required expertise, experience and diversity and to prevent, where possible, that Non-Executive Directors retire simultaneously. In drawing up the policy, considerations are given to the D&I policy. The rotation schedule is posted on the Company's website.

#### ***Article 33. Release or resignation of Directors***

- 33.1 Directors will be released from their office when the term for which they were appointed has lapsed, when the General Meeting should so decide, or in any of the circumstances set out in the following paragraphs.

The Board will not propose the removal of any Independent Director before the expiry of the term for which he was appointed, in accordance with the Articles of Association, except where they find just cause, based on a proposal from the Nomination and Remuneration Committee. In particular, just cause will be presumed when Directors take up new posts or responsibilities that prevent them from allocating sufficient time to the work of a Director, or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as Independent Director.

33.2 The Executive Directors will tender their resignation whenever the Board should so deem fit.

33.3 All Directors must offer their relinquishment to the Board, and formalise their resignation, should the Board so see fit, in the following cases:

- a) When affected by any of the circumstances of incompatibility or prohibition established by law or by these Board Rules;
- b) When the Board should so request this on the grounds of serious infringement of their duties as Director;
- c) When their performance is inadequate, in the event of structural incompatibility of interests, and in other instances in which this is deemed necessary by the Board;
- d) When their continuance on the Board might pose a risk to the interests of the Ferrovial Group, or harm its organization's name and reputation;

In the event that the Board becomes aware (having been informed by the Director or in any other way) that the Director is involved in any of the cases set out in article 44 e) of these Board Rules, the Board will examine the case as soon as possible and, taking into account the specific circumstances, will decide, following a report from the Nomination and Remuneration Committee, whether or not to adopt any measures, such as opening an internal investigation, requesting the Director's resignation or proposing their dismissal;

This shall be reported in the annual corporate governance report, unless there are special circumstances that justify otherwise, which shall be recorded in the minutes. This is without prejudice to the information that the Company must disclose, if appropriate, at the time it adopts the corresponding measures;

- e) Should significant changes take place in their professional situation or the conditions by virtue of which they were appointed Directors.

33.4 When a Director, whether due to resignation or by resolution of the General Meeting, leaves their post before the end of their term of office, they must adequately explain the reasons for their resignation or, in the case of Non-Executive Directors, their opinion on the reasons for the dismissal by the General Meeting, in a letter to be sent to all Directors.

33.5 Without prejudice to the fact that all of the above is reported in the annual corporate governance report, insofar as it is relevant for investors, the Company will publish the departure as soon as possible, including sufficient reference to the reasons or circumstances provided by the Director.

## **CHAPTER VII. – DIRECTORS' ACCESS TO COMPANY INFORMATION**

### ***Article 34. Entitlement to information***

- 34.1 The Director must inform themselves diligently about the course of the Company, for which they may freely request information from the Senior Management of the Company, notifying the same to the Chairman. Similarly, the Director may request, through the offices of the Chairman, the Vice-Chairman, the CEO or the Secretary, such additional information as they may reasonably need about the Company. This right to information extends to the Subsidiaries. In general, each Director must have access to all of the information communicated to the Board.
- 34.2 Each Non-Executive Director has their own responsibility for obtaining the information from the Executive Directors, the internal audit function, the external auditor and the employee participation body (if any) that the Non-Executive Directors need in order to be able to properly carry out their supervisory duties.
- 34.3 The Chairman, each Vice-Chairman, each CEO and the Secretary shall endeavour to fulfil the requests of the Director either by facilitating it to them directly or offering access to the appropriate persons in the organization. If, in the opinion of the Chairman, the request might compromise the corporate interest, the question shall be submitted to the decision of the Board.

### ***Article 35. Expert assistance***

- 35.1 In order to receive assistance with the performance of their duties, Directors may request that legal, accounting, financial advisers or other experts should be hired, at the expense of the Company. The Directors may also request that certain officers or external advisers attend meetings.
- 35.2 The remit must necessarily relate to specific problems of a certain prominence and complexity which arise in the course of the duties.
- 35.3 The request to hire External Advisers must be directed to the Chairman and may be rejected by the Board should it deem that:
- a) it is not necessary for the normal exercise of the duties entrusted to Non-Executive Directors or it can be addressed adequately by the experts or technicians of the Ferrovial Group;
  - b) its cost is not reasonable in view of the importance of the problem and of the assets and revenues of the Company; or
  - c) the confidentiality of the information which must be revealed could be at risk.



## **CHAPTER VIII.- REMUNERATION OF THE DIRECTOR**

### ***Article 36. Remuneration of Director***

- 36.1 Any remuneration drawn by the Directors for the exercise or termination of their post and for the performance of executive functions will be in accordance with the remuneration policy for the Directors in force at each moment, and with the remuneration system provided for in the Articles of Association.
- 36.2 The remuneration of the Directors must in any event be reasonable in proportion to the importance of the Company, the financial situation in which it finds itself at each moment and the market standards at comparable companies. It should be sufficient to attract and retain Directors with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgment of the Non-Executive Directors.
- 36.3 The remuneration policy must be clear and comprehensible and must include at least the matters required by applicable law.
- 36.4 The Nomination and Remuneration Committee will take note of individual Executive Directors' own views with regard to the amount and structure of their own remuneration.
- 36.5 The Board is responsible for setting the individual remuneration of each Director within the framework of the Articles of Association and the remuneration policy, subject to a report from the Nomination and Remuneration Committee. The report from the Nomination and Remuneration Committee will, in any event, and in each case to the extent applicable to such Director, cover the remuneration structure, the amount of the fixed and variable remuneration components, the performance criteria used, the scenario analyses that are carried out and the pay ratios within the Company and its affiliated enterprise.
- 36.6 Executive Directors may not participate in the deliberations and decision-making process of the Board in determining the remuneration and other terms of service for Executive Directors.
- 36.7 The Board shall annually prepare and publish a remuneration report reflecting such matters as required under applicable law.
- 36.8 The annual remuneration report shall be disclosed simultaneously with the annual corporate governance report and shall be accessible on the Company's website free of charge for a minimum period of ten years.
- 36.9 The annual remuneration report shall be put to a vote on an advisory basis and as a separate item on the agenda, at the annual General Meeting.

## CHAPTER IX. – DUTIES OF THE DIRECTORS

### ***Article 37. General duties***

- 37.1 The Directors must perform their job and comply with the duties imposed by applicable law and regulations and the Articles of Association with the normal diligence of good business practice, taking into account the nature of the post and the functions assigned to each of them.
- 37.2 The Directors must perform their job with the fidelity of loyal representatives, acting in good faith and in the best interest of the Company and its affiliated enterprise.

### ***Article 38. Basic obligations derived from the duty of diligence***

- 38.1 In particular, the duty of diligence obliges the Director to:

- a) Devote the appropriate dedication and adopt the necessary measures for the proper management and control of the Company and possessing, in relation to their functions, the duty to demand and the right to receive such information as is appropriate and necessary for the fulfilment of their obligations.

Directors may not sit on more than five boards of directors of listed companies other than the Company and its Subsidiaries. For these purposes, all the boards of listed companies that form part of the same group will be counted as one board. Exceptionally, and for duly justified reasons, the Board may exempt the Director from this limitation.

- b) Attend the meetings of the bodies of which they are members, in person. If Directors are frequently absent from these meetings, they should account for this.
- c) Participate actively in the deliberations so that their judgment contributes effectively to taking decisions.
- d) Express their clear opposition when they feel a proposal submitted for the Board's approval might be contrary to applicable law and regulations, the Articles of Association or damage the corporate interest.

This is in particular incumbent upon the Independent and other Directors not subject to potential conflicts of interest, who should strenuously challenge any decision that could harm the interests of shareholders who are not represented on the Board under discussion.

Should the Board adopt significant or reiterated decisions, about which the Director has expressed serious reservations, then he may draw the relevant conclusion from such actions, and if they should subsequently choose to resign, the Director should set out their reasons in the letter which shall be sent to all Directors.

All of the foregoing will be applicable to the Secretary even if he is not a Director.

- e) Carry out any specific task entrusted by the Board and which can be reasonably said to be covered by their commitment of dedication.
- f) Urge those persons with capacity to do so to convene an extraordinary meeting of the Board or to include upon the agenda of the first that is to be held, such matters as they should deem appropriate.

***Article 39. Duty to avoid situations of conflict of interest***

39.1 Any conflict of interest between the Company and a Director must be prevented. To avoid conflicts of interest, adequate measures should be taken. The Non-Executive Directors are responsible for dealing with any conflicts of interest regarding Directors or legal entities or persons holding ten per cent or more of the Company's shares, in relation to the Company.

39.2 Directors must be alert to conflicts of interest and should in any case refrain from:

- a) competing with the Company;
- b) demanding or accepting substantial gifts from the Company for themselves or their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree;
- c) providing unjustified advantages to third parties at the Company's expense; or
- d) taking advantage of business opportunities that the Company is entitled to, for themselves or for their spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree.

39.3 For the purpose of article 39 of these Board Rules "conflict of interest" means:

- a) a direct or indirect personal conflict of interest within the meaning of article 2:129(6) BW that is of material significance to the Company; and
- b) any other situation which causes reasonable doubt about whether the Director concerned is primarily guided in the decision-making process by the interests of the Company.

39.4 A Director has a potential conflict of interest if the Company intends to enter into a transaction with a legal entity:

- a) in which that Director or a family member personally has a material financial interest;

and

b) which has a director who is related under family law to that Director.

- 39.5 An Executive Director must, without delay, report any potential conflict of interest that is material to the Company or such Executive Director to the other Executive Directors and the Lead Director or, if the Chairman is an Independent Director, the Chairman. The Executive Director must provide all relevant information on this subject, including information relevant to the situation regarding his spouse, registered partner or life companion, foster child or relative by blood or marriage up to the second degree.
- 39.6 A Non-Executive Director must, without delay, report any potential conflict of interest that is material to the Company or such Non-Executive Director to the Lead Director or, if the Chairman is an Independent Director, the Chairman. In case it concerns the Lead Director or, if the Chairman is an Independent Director, the Chairman, such report must be made to the Vice-Chairman. The Non-executive Director must provide all relevant information on this subject, including information relevant to the situation regarding his spouse, registered partner or life companion, foster child or relative by blood or marriage up to the second degree.
- 39.7 The Board decides whether a Director has a conflict of interest, without the Director concerned being present, with due observance of article 16.4 e) of these Board Rules.
- 39.8 A Director may not participate in the Board's deliberations and decision-making process on a subject where the Director is found to have a conflict of interest pursuant to article 39.7 of these Board Rules. Consequently, the Director does not qualify as a Director entitled to vote in relation to that subject.
- 39.9 Transactions (i) in respect of which the Board has found one or more Directors to have a conflict of interest or (ii) between the Company and with legal entities or persons who hold at least ten per cent of the shares in the Company:
- a) may only be entered into if the Company enters into the transaction on terms that are customary in the market and in compliance with the law of the relevant jurisdiction; and
  - b) require the approval of the Board if the transaction is of material significance to the Company or to the relevant Director.
- 39.10 Resolutions as referred to in article 39.9 of these Board Rules are published in the management report, together with a declaration that article 39.9 has been complied with.
- 39.11 The Company may not grant any personal loans, guarantees or similar facilities to a Director, unless it does so in the normal course of business and on terms applicable to the Company's

personnel as a whole and unless approved by the Board. Loans made to Directors cannot be waived.

***Article 40. Non-public information***

Use by Directors of non-public information of the Ferrovia Group for private ends shall only be appropriate if all of the following conditions hold simultaneously:

- a) that this information is not applied in connection with operations with Securities, respecting in all cases applicable law and regulations;
- b) that the use does not cause any damage to the Ferrovia Group; and
- c) that the Ferrovia Group does not hold any exclusive rights or other similar legal position over the information that it is desired to use.

***Article 41. Leverage of the business opportunities of the Ferrovia Group***

- 41.1 By leverage of the business opportunities of the Company shall be understood any possibility of making an investment, an operation linked to the assets of the Ferrovia Group or trade operation of interest to the Ferrovia Group of which the Director has become aware in the course of their duties, or by means of the use of means and information of the Ferrovia Group, and which deprives the latter of that same possibility.
- 41.2 The Director may only leverage a specific business opportunity on their own behalf or on that of related persons if, having offered it to the Company, the same has declined to exploit it and always provided that the leverage is authorised in the terms permitted by applicable law and regulations.

***Article 42. Non-competition***

- 42.1 The obligation of non-competition does not extend to those posts which may be held in companies of the Ferrovia Group or other companies in representation or interest of the Ferrovia Group.
- 42.2 The Director who ceases to be such may not provide services to any company which exercises effective competition to the Ferrovia Group for a period of two years, always provided that those services are of special transcendence in relation to the activities in which effective competition with the Ferrovia Group exists. Nor may they be administrator of the same for a period of two years after leaving the Board. These prohibitions may be waived by the Board.

#### ***Article 43. Collegiality***

In compliance with the duty of loyalty, Directors shall conduct themselves with the solidarity and coordination due as members of a collegiate corporate body. This requirement determines, in particular, the obligation to:

- a) refrain from acting in the external sphere of the Company on an individual basis, unless mandated to do so by the Board;
- b) respect the Company's channels of dialogue, not interfering in the formal or informal relations of the Company; and
- c) express their opinions and criteria within the body itself in relation to the performance of their duties and refrain from making public or communicating to third parties any possible discrepancies and critical points of view without having previously made them known to the Board, respecting the duty of confidentiality where appropriate.

#### ***Article 44. Duties of disclosure***

The Director must inform the Company, through the Chairman or the Secretary, about:

- a) the Securities which they hold, in accordance with the provisions of applicable law and regulations;
- b) shareholdings, posts and functions held in companies which exercise effective competition with the Ferrovial Group;
- c) posts of administration or senior management held in other companies which are not competitors;
- d) significant changes in their professional situation and those which, in their best judgment, may affect the character or standing by virtue of which they were designated as Directors; and
- e) any situations that affect them, whether or not they are related to their actions in the Ferrovial Group, that could harm the organization's name and reputation of the Ferrovial Group; in particular, criminal charges which they appear as being under investigation, as well as their procedural events.

#### ***Article 45. Duties of Senior Management***

The duties of the Directors enumerated in articles 39, 40, 41 and 44 of these Board Rules shall be applicable to the Senior Management of the Ferrovial Group to the extent that these are compatible with the nature of their relationship with the Ferrovial Group. These duties

extend to their related parties to the extent necessary to avoid indirect noncompliance by the Senior Manager. Such duties may be waived by the Board, subject to prior report by the Audit and Control Committee in the case of transactions with the Ferrovial Group.

***Article 46. Follow-up on reporting duties***

The Secretary will be entrusted with the task of obtaining and keeping updated the information that, in accordance with the applicable obligations outlined in this Chapter, the Directors and members of Senior Management should communicate to the Company.

**CHAPTER X. – VALIDITY**

***Article 47. Validity***

These Board Rules, and their successive modifications, shall enter into force on the day of their approval by the Board or such later time as determined by the Board.

**ANNEX 1 –  
AUDIT AND CONTROL COMMITTEE CHARTER**

***Article 1. Audit and Control Committee: composition and operation***

- 1.1 Members of the Audit and Control Committee, and especially its chairman, shall be appointed with regard to their knowledge and experience in accounting, auditing and risk management, both financial and non-financial.
- 1.2 The chairman of the Audit and Control Committee shall be replaced every four years and shall be eligible for re-election one year after their release.
- 1.3 The chief financial officer, the internal auditor and the external auditor should attend meetings of the Audit and Control Committee, unless the Audit and Control Committee determines otherwise. The Audit and Control Committee should decide whether and, if so, when the Chairman (or, if the Chairman is not an Independent Director, the Lead Director) should attend its meetings.
- 1.4 The Audit and Control Committee shall draw up a report on its operation, which shall be submitted to the Board.

***Article 2. Competences of the Audit and Control Committee***

- 2.1 The Audit and Control Committee shall hold the competences envisaged in applicable law, as well as such others as may be assigned to it by the Board.
- 2.2 The Audit and Control Committee focuses on and assists the Board in its decision-making in relation to the supervision of the integrity and quality of the Company's financial and sustainability reporting and the effectiveness of the Company's internal risk management and control systems, including relations with the internal and external auditors, and compliance with and follow-up on their recommendations and comments (including on the auditing of the sustainability reporting).
- 2.3 In addition, it shall exercise the following functions:
  - I. In relation to financial and non-financial information:
    - a) Monitor and evaluate the financial reporting process and the accuracy of the financial and non-financial information relating to the Ferrovial Group, reviewing compliance with the regulatory requirements, the accurate demarcation of the consolidation perimeter and the correct application of the accounting principles to safeguard the integrity of the process. Prior to its approval by the Board, the Audit and Control Committee shall report



upon the financial information and the management report (which shall include the mandatory non-financial information) that the Company must furnish periodically to the markets, investors or public authorities as required by applicable law and regulations. The Audit and Control Committee shall consider whether a limited review by the auditor is appropriate.

- b) Ensure that the annual accounts submitted by the Board to the General Meeting are drawn up in accordance with applicable accounting regulations and monitor the statutory audit of the annual accounts and the consolidated annual accounts.

In those cases where the auditor has included any qualification in its audit report, the chairman of the Audit and Control Committee will clearly explain the opinion of the Audit and Control Committee on its content and scope at the General Meeting, and a summary of this opinion will be made available to the shareholders at the time of the publication of the notice of the General Meeting, together with the rest of the proposals and reports of the Board.

## II. In relation to the external auditor:

- a) Propose to the Board the selection process for the external auditor and the scope of the work to be carried out by the external auditor. Among other aspects, this scope shall include the companies or divisions of the business which ought to be audited by the external auditor and the term of office of the external auditor.
- b) Determine whether and, if so, how the external auditor should be involved in the content and publication of financial reports other than the annual accounts.
- c) Advise the Board regarding the external auditor's nomination for appointment or reappointment or dismissal and prepare the selection of the external auditor.
- d) Annually discuss the draft audit plan with the external auditor and the findings of the external auditor based on the work the external auditor has undertaken, including (i) the scope and materiality of the audit plan and the principal risks of the annual reporting identified by the external auditor in the audit plan and (ii) based also on the documents used to develop the audit plan, the findings and outcome of the audit work carried out on the financial statements.
- e) Meet with the external auditor as often as it considers necessary, but at least annually, without the Executive Directors being present.
- f) Assess and monitor the independence of the external auditor, specifically taking into account the extension of ancillary services to the Company.

- g) Procure that the remuneration of the external auditor does not compromise its quality or independence.
- h) Ensure that the Company and the external auditor respect the current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and in general, the other requirements concerning auditor independence.
- i) Serve as channel of communication between the Board and the external auditor, receive regular reports upon their work from the latter and evaluate the results of each audit, verifying that Senior Management complies with the recommendations of the auditor.
- j) The Audit and Control Committee shall guarantee that the external auditor annually holds a meeting with the Board in full to inform it of the work undertaken and developments in the Company's risk and accounting positions.
- k) Supervise the external auditor's functioning.
- l) Examine the issues giving rise to the resignation of the external auditor, should this come about.

### III. In relation to internal audit:

- a) Propose the selection, appointment or release of the Internal Audit Director. The Internal Audit shall supervise the proper operation of the systems of information and internal control of the Company and shall be responsible functionally to the chairman of the Audit and Control Committee.
- b) Monitor the independence of Internal Audit; ensure that it has the personal, technical and material means and capability necessary to perform its duties and, to this end propose the budget for these services.
- c) Receive regular report-backs on the activities of the internal audit services; approve, following presentation by the Internal Audit Director, the approach and the annual work plan, ensuring that its activity is focused primarily on the main risks (including reputational ones); to receive from the Internal Audit Director information on its implementation, including possible incidents and scope limitations arising during its implementation, the results and the follow-up of its recommendations; and verify that Senior Management are acting on findings and recommendations of its reports.
- d) The Internal Audit Director shall submit a report of its activities to the Audit and Control Committee at the end of each financial year.
- e) Establish measures so that the audit services can report any irregularities or

nonconformities which they detect, especially relating to financial and accounting matters, and which might significantly affect the equity, the results or the reputation of the Ferrovial Group.

#### IV. Other duties:

- a) To be informed about the operations of structural and corporate modifications which the Company intends to carry out, reporting in advance to the Board about the economic conditions and accounting impact of the same and, in particular, where relevant, about the proposed exchange ratio.
- b) Establish and supervise a mechanism whereby employees and other persons related to the Company, such as Directors, shareholders, suppliers, contractors or subcontractors can report any irregularities of potential significance, including financial or accounting irregularities or those of any other nature, related to the Ferrovial Group, that may be noticed within the Company or the Ferrovial Group. This mechanism must guarantee confidentiality and, in any event, enable communications to be made anonymously, while respecting the rights of both the complainant and the accused party.
- c) Supervise and evaluate the control and management systems for financial and non-financial risks relating to the Company and the Ferrovial Group, including operational, technological, legal, social, environmental, political and reputational risks or related to corruption.
- d) Supervise compliance with the internal regulations on corporate governance and of conduct on the securities markets and make proposals to improve them, also ensuring that the corporate culture is aligned with its purpose and values. In particular, report upon the related party transactions that must be approved by the General Meeting or the Board pursuant to applicable law, and prepare a report on the related party transaction if required by applicable law.
- e) Periodically assess the effectiveness of the compliance programme and the updating proposals that the compliance department submits to the Board for its continuous improvement, and ensure that the compliance department has the personal, technical and material means and the capability necessary to perform its duties.
- f) Ensure in general that the internal control policies and systems established are applied effectively in practice.

**ANNEX 2 -  
NOMINATION AND REMUNERATION COMMITTEE CHARTER**

***Article 1. Nomination and Remuneration Committee: composition and operation***

- 1.1 The members of the Nomination and Remuneration Committee shall be so appointed as to procure that they hold the knowledge, skills and experience appropriate to the duties which they are called on to discharge.
- 1.2 The Committee shall consult the Chairman and the most senior Executive Director of the Company, especially in matters relating to the Executive Directors and Senior Managers.
- 1.3 The Committee shall draw up a report on its operation which shall be published on the website of the Company sufficiently far in advance of the General Meeting.

***Article 2. Competences of the Nomination and Remuneration Committee***

- 2.1 The Nomination and Remuneration Committee shall exercise the competences envisaged in applicable law and regulations, as well as any other function which may be assigned to it by the Board, and do so with independence. The Nomination and Remuneration Committee prepares the Board's decision-making regarding:
  - a) the drawing up of selection criteria and appointment procedures for Directors;
  - b) the periodical assessment of the size and composition of the Board and the making of proposal for a composition profile of the Board;
  - c) the drawing up of a plan for the succession of Directors;
  - d) the report for the appointment and reappointment of Directors to be submitted by the Board to the consideration of the General Meeting as referred to in article 31.2;
  - e) the Company's D&I policy for the composition of the Board;
  - f) the proposal for the remuneration policy as referred to in article 36.3 of these Board Rules for adoption by the General Meeting;
  - g) the determination of the remuneration of individual Executive Directors, including severance payments; and
  - h) the remuneration report as referred to in article 36.7.

2.2 In addition, the Nomination and Remuneration Committee shall exercise the following duties:

- a) Propose the basic conditions of the contracts of the Senior Managers.
- b) Submit a proposal to the Board concerning the remuneration of each Executive Director. The proposal is drawn up according to the remuneration policy prepared by the Nomination and Remuneration Committee and established by the General Meeting and should cover at least the remuneration structure, the amount of the fixed and variable remuneration components, the performance criteria used, the scenario analyses that are carried out and the pay ratios within the Company and its affiliated enterprise.
- c) Monitor compliance with the remuneration policy set by the Company.
- d) Periodically review the remuneration policy for Directors and Senior Managers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other Directors and Senior Managers of the Company.
- e) Verify the information about remuneration of the Directors and Senior Managers contained in the different corporate documents, including the annual remuneration report.
- f) Ensure that conflicts of interest do not undermine the independence of the external advice furnished to the Committee.
- g) Report upon the appointment of the persons who are to represent the Ferrovial Group on the boards of directors of the Subsidiaries and most significant investee companies as determined by the Board.
- h) Report upon the appointment of the CEO.
- i) Report upon the appointment of the members that should be part of each Committee, taking into account the knowledge, aptitudes and experience of the Directors and the commitment of each Committee.
- j) Any other functions specifically provided for in these Board Rules.

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