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TITLE: Nomination and Remuneration Committee Charter

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SCOPE: General

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ISSUING AREA: Human Resources and General Counsel's Office

Review history

Version	Date of dissemination	Reason and summary of changes	Cancels/Replaces:
1	9/05/2024	N/A - first version	Nomination and Remuneration Committee Charter included in Annex 2 of the Regulations of the Board of Directors.
2	13/05/2025	Adapt the Charter to the new Belonging & Inclusion Policy	N/A

**Article 1. Purpose**

The main purposes of the Nomination and Remuneration Committee (the “**Committee**”) of the Board of Directors of Ferrovial N.V. (the “**Company**”) are (i) to identify individuals qualified to become Directors consistent with criteria approved by the Board and to recommend that the Board select the director nominees to be presented by the Board to the General Meeting and (ii) to prepare decision-making of the Board relating to compensation of Directors and executive officers.

**Article 2. General definitions; Interpretation**

2.1. *Defined Terms.* For the purposes of this charter of the Committee (the “**Charter**”), unless specified otherwise, capitalized terms have the meaning given to them in the Company's board rules (the “**Board Rules**”).

- 2.2. *Interpretation.* This Charter shall be interpreted in accordance with applicable law, the Articles of Association and the Board Rules. Articles 4.2, 4.3 and 4.5 of the Board Rules apply mutatis mutandis to this Charter.

### **Article 3. Dissemination**

- 3.1. *Compliance.* The persons to whom this Charter is applicable are obliged to be aware of it and comply with it.
- 3.2. *Publication.* The Board shall make a copy of this Charter available on the Company's website.

### **Article 4. Composition**

- 4.1. *Number.* Except as otherwise indicated by the applicable rules of the exchanges on which the Company's shares are listed and traded, including the Nasdaq Stock Market LLC ("*Nasdaq*"), the Committee shall consist of at least two Directors.
- 4.2. *Independence and Eligibility.* In addition to the requirements set out in article 23.4 of the Board Rules, each Committee member must satisfy the independence requirements of Nasdaq, including the independence requirements applicable to members of a compensation committee, subject to any available exception. Each Committee member must also meet all other eligibility requirements of applicable laws.

### **Article 5. Procedures and Authority**

- 5.1. The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, external legal counsel or other external advisers (independent or otherwise) provided that, preceding any such retention or advice, the Committee must take into consideration the applicable rules of the exchanges on which the Company's shares are listed. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.
- 5.2. The Committee will ensure that conflicts of interests do not undermine the independence of external advice furnished to the Nomination and Remuneration Committee.
- 5.3. The Committee has authority to retain and terminate any search firm to be used to identify director candidates, including authority to approve any such search firm's fees and other retention terms.
- 5.4. In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Articles

of Association, the Board Rules, and applicable law and regulations. The Committee may conduct or authorize investigations into any matters within the scope of the duties and responsibilities delegated to it.

#### **Article 6. Duties and Responsibilities**

The 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 Committee's responsibilities include the following:

##### **6.1. Board and Committee Membership**

- a) *Director Nominees.* The Committee will identify individuals qualified to be nominated for appointment as Directors and ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds, taking into account the profile of the Board. The Committee will also recommend to the Board on the nominees for election by the General Meeting.
- b) *Services on Other Boards.* The Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current Directors. Prior to accepting any position on the board of directors of any organization, whether for-profit or not-for-profit, current Directors should notify the Chairman of the Board, copying the members of the Committee.
- c) *Size and Composition. Leadership Structure. Profile of the Board.* The Committee will prepare the Board's periodical assessment of the size, composition and structure of the Board and its committees and recommend to the Board advisable changes or measures. The Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company. The Committee will also propose a profile of the Board that includes the qualities and criteria to be considered in determining the composition of the Board.
- d) *Succession Plan.* The Committee will prepare the Board's decision-making on drawing up of a plan for the succession of Directors. The Committee will oversee the succession plan.
- e) *Belonging and Inclusion Policy.* The Committee will prepare the Board's decision-making on the Company's Belonging and Inclusion Policy for the composition of the Board.
- f) *CEO Appointment.* The Committee will report to the Board on the appointment of the CEO.
- g) *Ferrovial Representatives Appointment.* The Committee will report on 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.

## 6.2. Compensation

- a) *Remuneration Policy.* The Committee will submit clear and comprehensible proposals to the Board for the Company's director remuneration policy as referred to in the Board Rules.
- b) *Director Remuneration.* The Committee will make recommendations to the Board concerning the remuneration of individual Directors (including, for the avoidance of doubt, any executive officers that serve as Directors, in their capacity as employees of the Company), including severance payments. The proposal must be drawn up in accordance with the Company's remuneration policy and will, in any event, 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. When drafting the proposal for remuneration of Board members, the Committee must take note of individual Board members' views with regard to the amount and structure of their own remuneration.
- c) *Other Executive Officers Compensation.* The Committee will review and set or make recommendations regarding the compensation of the executive officers that do not serve as Directors. None of the executive officers, including the CEO, may be present during voting or deliberations on his or her compensation.
- d) *Incentive Compensation and Equity-Based Plans.* The Committee will review and approve or make recommendations to the Board regarding the Company's incentive compensation and equity-based compensation plans and arrangements.
- e) *Clawback Policy.* The Committee will oversee the Company's compliance with the compensation recovery policy required by applicable law, including U.S. Securities and Exchange Commission and Nasdaq rules.
- f) *Remuneration Report.* The Committee will submit proposals to the Board for the Company's remuneration report as referred to in the Board Rules.
- g) *Remuneration Criteria.* The Committee will periodically review the Company's remuneration criteria 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.
- h) *Verification.* The Committee will verify the information about remuneration of Directors and Senior Managers (including, for the avoidance of doubt, the executive officers) contained in the Company's various corporate documents, including the annual remuneration report.
- i) *Senior Manager Contracts.* The Committee will review and submit proposals to the Board for the basic conditions of the contracts of the Senior Managers (including, for the avoidance of doubt, the executive officers).

## 6.3. Additional Duties

- a) *Board Evaluations.* The Committee will oversee the process of periodic evaluation of the Board and the individual Directors.

- b) *Reports to the Board.* The Committee must report regularly to the Board regarding its activities, deliberations and findings.
- c) *Committee Evaluation.* The Committee must periodically perform an evaluation of its performance in accordance with article 29 of the Board Rules.
- d) *Human Capital Management.* The Committee will oversee and periodically review with Senior Management responsible for human capital management the Company's strategies, policies and practices with respect to human capital management, including with respect to matters such as diversity, equity and inclusion, workplace environment and culture, employee engagement and talent management.

#### **Article 7. Delegation of Duties**

In fulfilling its responsibilities, the Committee is entitled to delegate any or all of its responsibilities to one or more of its members.

#### **Article 8. Amendment**

8.1. *Annual Review.* The Committee must annually review and reassess this Charter and submit any recommended amendments to the Board for its consideration.

8.2. *Amendment.* The Board may resolve to amend this Charter at the proposal of the Board's Chairman, one third of its Directors, or the Committee.

#### **Article 9. Validity**

The Charter, and its successive amendments, shall enter into force on the day of its approval by the Board or such later time as determined by the Board.

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