

INFORMATION MEMORANDUM DATED 17 APRIL 2024



**ACS, ACTIVIDADES DE CONSTRUCCIÓN Y
SERVICIOS, S.A.**

(Incorporated with limited liability in the Kingdom of Spain)

€750,000,000

EURO COMMERCIAL PAPER PROGRAMME

Application has been made to the Irish Stock Exchange plc trading as Euronext Dublin ("**Euronext Dublin**") for Euro commercial paper notes (the "**Notes**") issued during the twelve months after the date of this document under the €750,000,000 Euro commercial paper programme (the "**Programme**") of ACS, Actividades de Construcción y Servicios, S.A. described in this document to be admitted to the official list of Euronext Dublin (the "**Official List**") and trading on its regulated market ("**Euronext Dublin**").

There are certain risks related to any issue of Notes under the Programme, which investors should ensure they fully understand (see "*Risk Factors*" on pages 7-26 of this Information Memorandum).

Potential purchasers should note the statements on pages 92-100 regarding the tax treatment in Spain of income obtained in respect of the Notes and the disclosure requirements imposed by Law 10/2014 on the Issuer relating to the Notes. In particular, payments on the Notes may be subject to Spanish withholding tax if certain information is not received by the Issuer in a timely manner.

The Issuer has been assigned a short-term credit rating of A-3 (stable outlook) and a long-term credit rating of BBB- (stable outlook) by S&P Global Ratings Europe Limited ("**S&P**"). S&P is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**").

A security rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, reduction or withdrawal at any time by the assigning rating agency.

Arranger and Dealer

SANTANDER CORPORATE & INVESTMENT BANKING

IMPORTANT NOTICE

This Information Memorandum (together with any documents incorporated by reference, the "**Information Memorandum**"), as may be supplemented, contains summary information provided by ACS, Actividades de Construcción y Servicios, S.A. (the "**Issuer**" or "**ACS**") in connection with a Euro commercial paper programme (the "**Programme**") under which the Issuer may issue and have outstanding at any time Euro commercial paper notes (the "**Notes**") up to a maximum aggregate amount of €750,000,000 or its equivalent in alternative currencies. Under the Programme, the Issuer may issue Notes outside the United States pursuant to Regulation S ("**Regulation S**") of the United States Securities Act of 1933, as amended (the "**Securities Act**"). Pursuant to an amended and restated dealer agreement dated 17 April 2024 (the "**Dealer Agreement**"), the Issuer has appointed Banco Santander, S.A. ("**Banco Santander**") as arranger for the Programme (the "**Arranger**") and as dealer for the Notes (hereinafter referred to as the "**Dealer**" and, together with any institution subsequently appointed as a dealer pursuant to the Dealer Agreement, the "**Dealers**") and authorised and requested the Dealer to circulate the Information Memorandum in connection with the Programme on its behalf to purchasers or potential purchasers of the Notes.

The Issuer accepts responsibility for the information contained in this Information Memorandum. To the best of the knowledge and belief of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained in this Information Memorandum is in accordance with the facts and does not omit anything likely to affect the import of such information.

Notice of the aggregate nominal amount of Notes, the issue price of Notes and any other terms and conditions not contained herein which are applicable to each issue of Notes will be set out in final terms (each the "**Final Terms**") which will be attached to the relevant form of Note (see "*Forms of Notes*"). Each Final Terms will be supplemental to and must be read in conjunction with the full terms and conditions of the Notes, which are set out in the relevant form of Note. Copies of each Final Terms containing details of each particular issue of Notes will be available from the specified office of the Issuing and Paying Agent (as defined below) set out below.

The Issuer has confirmed to the Dealer that the information contained or incorporated by reference in the Information Memorandum is true and accurate in all material respects and not misleading and that there are no other facts the omission of which makes the Information Memorandum, as a whole, or any such information contained or incorporated by reference therein, misleading. Any statements of intention, opinion, belief or expectation contained in the Information Memorandum are honestly and reasonably made by the Issuer and, in relation to each issue of Notes agreed as contemplated in the Dealer Agreement to be issued and subscribed, the Information Memorandum together with the relevant Final Terms contains all the information which is material in the context of the issue of such Notes.

Neither the Issuer nor Banco Santander in its capacity as Arranger and/or Dealer, nor any institution subsequently appointed as a dealer pursuant to the Dealer Agreement, accept any responsibility, express or implied, for updating the Information Memorandum and neither the delivery of the Information Memorandum nor any offer or sale made on the basis of the information in the Information Memorandum shall under any circumstances create any implication that the Information Memorandum is accurate at any time subsequent to the date thereof with respect to the Issuer or that there has been no change in the business, financial condition or affairs of the Issuer since the date thereof.

This Information Memorandum comprises listing particulars made pursuant to the Listing and Admission to Trading Rules for Short Term paper published by Euronext Dublin. This Information Memorandum should be read and construed with any supplemental Information Memorandum, any Final Terms and with any document incorporated by reference.

The Issuer has not authorised the making or provision of any representation or information regarding the Issuer or the Notes other than as contained or incorporated by reference in this Information Memorandum, in the Dealer Agreement (as defined herein), in any other document prepared in connection with the Programme or in any Final Terms or as approved for such purpose by the Issuer. Any such representation or information should not be relied upon as having been authorised by the Issuer or the Dealer.

The Dealer has not independently verified the information contained in the Information Memorandum. Accordingly, no representation or warranty or undertaking (express or implied) is made, and no responsibility or liability is accepted by it as to the authenticity, origin, validity, accuracy or completeness of, or any errors in or omissions from, any information or statement contained in the Information Memorandum, any Final Terms, or any responsibility for any acts or omissions of the Issuer or any other person (other than the relevant Dealer) in connection with the issue and offering of the Notes, or in or from any accompanying or subsequent material or presentation by the Dealer.

The information contained in the Information Memorandum or any Final Terms is not and should not be construed as a recommendation by the Dealer, any institution subsequently appointed as a dealer pursuant to the Dealer Agreement, or the Issuer that any recipient should purchase Notes. Each such recipient must make and shall be deemed to have made its own independent assessment and investigation of the financial condition, affairs and creditworthiness of the Issuer and of the Programme as it may deem necessary and must base any investment decision upon such independent assessment and investigation and not on the Information Memorandum or any Final Terms.

Neither the Arranger nor any Dealer undertakes to review the business or financial condition or affairs of the Issuer during the life of the Programme, nor do they undertake to advise any recipient of the Information Memorandum or any Final Terms of any information or change in such information coming to their attention.

Neither the Arranger nor any Dealer accepts any liability in relation to this Information Memorandum or any Final Terms or its or their distribution by any other person. This Information Memorandum does not, and is not intended to, constitute (nor will any Final Terms constitute, or be intended to constitute) an offer or invitation to any person to purchase Notes. The distribution of this Information Memorandum and any Final Terms and the offering for sale of Notes or any interest in such Notes or any rights in respect of such Notes, in certain jurisdictions, may be restricted by law. Persons obtaining this Information Memorandum, any Final Terms or any Notes or any interest in such Notes or any rights in respect of such Notes are required by the Issuer, the Arranger and the Dealer(s) to inform themselves about and to observe any such restrictions. In particular, but without limitation, such persons are required to comply with the restrictions on offers or sales of Notes and on distribution of this Information Memorandum and other information in relation to the Notes set out under "*Subscription and Sale*" below.

MIFID II PRODUCT GOVERNANCE/TARGET MARKET

The Final Terms in respect of any Notes may include a legend entitled "MiFID II Product Governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the target market assessment; however, a distributor subject to Directive 2014/65/EU (as amended, "**MiFID II**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels. A determination will be made in relation to each issue about whether, for the purpose of the MiFID Product Governance rules under EU Delegated Directive 2017/593 (the "**MiFID Product Governance Rules**"), any Dealer subscribing for any Notes is a manufacturer in respect of such Notes, but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the MiFID Product Governance Rules for the rest of the notes.

UK MiFIR PRODUCT GOVERNANCE

The Final Terms in respect of any Notes may include a legend entitled "UK MiFIR Product Governance" which will outline the target market assessment in respect of the Notes and which channels for distribution of the Notes are appropriate. Any distributor should take into consideration the target market assessment; however, a distributor subject to the UK MiFIR product governance rules set out in the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the target market assessment) and determining appropriate distribution channels. A determination will be made in relation to each issue about whether, for the purpose of the UK MiFIR Product Governance Rules, any Dealer subscribing for any Notes is a manufacturer in respect of such Notes,

but otherwise neither the Arranger nor the Dealers nor any of their respective affiliates will be a manufacturer for the purpose of the UK MiFIR Product Governance Rules.

BENCHMARK REGULATION

Interest and/or other amounts payable under the Notes may be calculated by reference to certain reference rates. Any such reference rate may constitute a benchmark for the purposes of Regulation (EU) 2016/1011 (the "**Benchmark Regulation**"). If any such reference rate does constitute such a benchmark, the Final Terms will indicate whether or not the benchmark is provided by an administrator included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority ("**ESMA**") pursuant to Article 36 (*Register of administrators and benchmarks*) of the Benchmark Regulation. Transitional provisions in the Benchmark Regulation may have the result that the administrator of a particular benchmark is not required to appear in the register of administrators and benchmarks at the date of the Final Terms. The registration status of any administrator under the Benchmark Regulation is a matter of public record and, save where required by applicable law, the Issuer does not intend to update the Final Terms to reflect any change in the registration status of the administrator.

THE NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT AND, SUBJECT TO CERTAIN EXCEPTIONS, MAY NOT BE OFFERED, SOLD OR DELIVERED WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S).

The Issuer has undertaken, in connection with the admission of the Notes to the Official List and trading on Euronext Dublin that if there shall occur any adverse change in the business or financial position of the Issuer or any change in the terms and conditions of the Notes, that is material in the context of the issuance of Notes under the Programme, the Issuer will prepare or procure the preparation of an amendment or supplement to this Information Memorandum or, as the case may be, publish a new Information Memorandum, for use in connection with any subsequent issue by the Issuer of Notes to be admitted to the Official List and trading on Euronext Dublin. Any such supplement to this Information Memorandum will be subject to the approval of Euronext Dublin prior to its publication.

This Information Memorandum describes in summary form certain Spanish tax implications and procedures in connection with an investment in the Notes (see "*Risk Factors – Risks in relation to the Notes – Risks in relation to Spanish Taxation*" and "*Taxation – Taxation in Spain*"). Holders of Notes must seek their own advice to ensure that they comply with all procedures to ensure correct tax treatment of their Notes.

Interpretation

In the Information Memorandum, references to "**EUR**", "**€**" and "**Euro**" are to the currency introduced at the start of the third stage of European economic and monetary union, and as defined in Article 2 of Council Regulation (EC) No. 974/98 of 3 May 1998 on the introduction of the €, as amended; references to "**Sterling**" and "**£**" are to the currency of the United Kingdom; references to "**CHF**" and "**Swiss francs**" are to the currency of Switzerland; references to "**U.S. dollars**" and "**U.S.\$**" are to the currency of the United States of America; references to "**A\$**" are to the currency of Australia; and references to "**JPY**" and "**¥**" are to the currency of Japan.

Where the Information Memorandum refers to the provisions of any other document, such reference should not be relied upon and the document must be referred to for its full effect.

Ratings

Tranches of Notes issued under the Programme will be rated or unrated. Where a tranche of Notes is rated, such rating will not necessarily be the same as the rating(s) described above or the rating(s) assigned to Notes already issued. Where a tranche of Notes is rated, the applicable rating(s) will be specified in the relevant Final Terms. Whether or not each credit rating applied for in relation to a relevant tranche of Notes will be (1) issued by a credit rating agency established in the EEA and registered under the CRA Regulation, or (2) issued by a credit rating agency which is not established in the EEA but will be endorsed by a CRA which is established in the EEA and registered under the CRA Regulation or (3) issued by a credit rating agency which is not established in the EEA but which is certified under the CRA Regulation will be

disclosed in the Final Terms. In general, European regulated investors are restricted from using a rating for regulatory purposes if such rating is not issued by a credit rating agency established in the EEA and registered under the CRA Regulation or (1) the rating is provided by a credit rating agency not established in the EEA but is endorsed by a credit rating agency established in the EEA and registered under the CRA Regulation or (2) the rating is provided by a credit rating agency not established in the EEA which is certified under the CRA Regulation.

Alternative Performance Measures

In this Information Memorandum, the Group uses alternative performance measures ("**Alternative Performance Measures**" or "**APMs**")

The Group uses APMs as internal measures to evaluate and compare its performance. For the same reasons, the Group believes that these measures are also useful for communicating with investors and other stakeholders. However, these measures are not defined under IFRS, should not be considered in isolation, do not represent the Group's revenue, margins or indebtedness for the years indicated in accordance with IFRS and should not be regarded as substitutes to revenue, indebtedness or profit for the year in accordance with IFRS. The APMs included in this Information Memorandum have been calculated or presented following the same methodology for all periods.

The Group presents these APMs as supplemental information because the Group believes they provide a useful additional basis for comparing performance and facilitate comparisons of operating performance from year to year and company to company. The Group believes that the presentation of the APMs included herein complies with ESMA Guidelines. However, the APMs included in this Information Memorandum might not be calculated or presented in the same way as similarly titled measures used by other companies, and consequently, such data may not be comparable with the data presented by such companies.

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RISK FACTORS

The Issuer believes that the following factors may affect their ability to fulfil its obligations under Notes issued under the Programme. Most of these factors are contingencies which may or may not occur and the Issuer is not in a position to express a view on the likelihood of any such contingency occurring.

In addition, factors which are material for the purpose of assessing the market risks associated with Notes issued under the Programme are also described below. The Issuer believes that the factors described below represent the principal risks inherent in investing in Notes issued under the Programme as at the date of this Information Memorandum, but the inability of the Issuer to pay any amounts due on or in connection with any Notes or the Deed of Covenant, may occur for other reasons and the Issuer does not represent that the statements below regarding the risks of holding any Notes are exhaustive. Prospective investors should also read the information set out elsewhere in this Information Memorandum and reach their own view prior to making any investment decision.

Under the circumstances described below, potential investors may lose the value of their entire investment or part of it.

Each potential investor in Notes must determine the suitability of an investment in the Notes in light of its own circumstances. In particular, each potential investor should:

- (i) have sufficient knowledge and experience to make a meaningful evaluation of the relevant Notes, the merits and risks of investing in the relevant Notes and the information contained or incorporated by reference in this Information Memorandum or any applicable supplement to this Information Memorandum;*
- (ii) have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation and the investment(s) it is considering, an investment in the Notes and the impact the Notes will have on its overall investment portfolio;*
- (iii) have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Notes, including where principal or interest is payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;*
- (iv) understand thoroughly the terms of the relevant Notes and be familiar with the behaviour of any relevant indices and financial markets; and*
- (v) be able to evaluate (either alone or with the help of their financial, accounting, legal and tax advisers) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.*

Investing in Notes issued under the Programme involves certain risks. Prospective investors should consider, amongst other things, the following:

Risks Relating to the Issuer

Risks Relating to the Issuer or its Industrial Sector

Current state of the global economy

As at the date of this Information Memorandum, although adverse economic risks have moderated somewhat compared to the last quarter of 2023, the outlook for 2024 remains uncertain. The medium and long-term performance of the Issuer and its consolidated subsidiaries, its affiliates and joint ventures (collectively, the "**Group**") depends on macroeconomic developments for a number of reasons. Firstly, the financial position of governments affects public investment and therefore demand for civil engineering work. Secondly, the level of private investment determines the volume of demand for residential and non-residential construction. Demand for facility management services is also influenced by developments in business production. In addition, the ability of households and firms to pay determines the demand for consumption of services, including the use of toll roads and other infrastructure assets. Finally, general

financial conditions (overall liquidity and interest rates) determine the cost of financing and the ability to carry out investment projects with sufficient profitability. Global growth is projected at 3.1 per cent. in 2024, although a number of economic and geopolitical developments create uncertainty.

On the economic front, while inflation in several Western countries is decreasing, it appears unlikely that inflation will converge to the levels targeted by central banks in line with their estimated timeframes. Tight labour markets in several regions of the world are leading to significant wage pressures and, as a result, second-round effects on inflation, with prices becoming more rigid and resistant to downward pressure. This could lead to interest rates remaining high for longer than markets' expectations, which would adversely affect investment and, in turn, output. New reductions of the size of central bank balance sheets are expected. As a result, even in a scenario where official intervention rates are lowered, the reduction in liquidity could jeopardise a fall in long-term interest rates, which are the interest rates that ultimately determine investment processes. On the contrary, China's economy is at a critical juncture. This economy is facing a process of deflation, which is a consequence of its low Gross Domestic Product ("GDP") growth rate by historical standards, due to a weak domestic consumption, a declining foreign investment and an oversupply in the property market. The domestic demand in China remains weak as the real estate crisis continues to weigh on household and corporate spending. High debt levels are weighing on state-owned enterprises, while also limiting the capacity for counter-cyclical intervention by local governments. Western countries fear that this situation could lead not only to the implementation of a fiscal package by Chinese authorities, but also to an aggressive export policy (with low or zero margins) which could damage US and European trade balances. In terms of economic growth, fears in the US that the economy would not achieve a soft landing and fall into recession have eased considerably, as the economy continues to grow faster than expected. However, concerns regarding high government debt, deficits and potential problems in the US' banking sector could trigger an economic crisis at some point in the near future. Fears of financial instability contagion that took place in 2023 following the collapse of Silicon Valley Bank and Signature Bank and the rescue plan for First Republic Bank in the United States have returned. Almost a year later, the spectre of a banking crisis once again hovered over the markets as a result of the issues faced by New York Community Bancorp ("NYCB"), which was the financial institution that had acquired the assets of the bankrupt Signature Bank. Although the worry of a systemic risk in the financial system is not as high as in the previous year given the effective actions of the Federal Reserve, such concerns remain. In the Euro area, the stagnation experienced by the German economy threatens to spread further weakness in output growth to the rest of the EU via Germany's external sector.

On the geopolitical front, the global economy and global financial markets are facing persistent instability. More than two years after Russia attacked Ukraine on 24 February 2022, the war between Russia and Ukraine continues with ongoing pressure on the public deficits of the countries directly involved and of their allies, which will likely continue increasing their spending on defence. The conflict still has an inflationary impact by affecting energy prices, as well as raw materials and food markets. In addition, the attacks by the Islamist group Hamas on Israel from the Gaza Strip on 7 October 2023 triggered the largest Israeli military offensive since 1948. This conflict has significantly increased tensions in the Middle East, putting on hold the process of diplomatic rapprochement between Israel and several Middle Eastern countries that had been underway in recent years. The extension of the conflict from the Middle East to the Red Sea could generate new tensions in supply chains, hampering production and increasing pressures on prices. In response to the Israeli-Hamas war, Yemen's Houthi rebels began attacking vessels in the Red Sea. In response, shipping companies have altered their routes to avoid the Suez Canal and the Red Sea. Detouring around the Cape of Good Hope has extended voyages by approximately 3,500 nautical miles (6,482 km) and increased shipping times by at least 14 days. Trade flows between Europe and Asia, which ship primarily through the Suez Canal, have been particularly affected. As a result, shipping rates have significantly increased, which may slow down global trade. In addition, as part of the ongoing crisis in the Middle East, on 1 April 2024 Israel attacked the Iranian embassy in Damascus, and on 13 April 2024 and 14 April 2024 Israel suffered drone and missile attacks by Iran and its allies. Moreover, concerns about the risk of a border conflict between China and Taiwan remain high. In addition, the rising antagonism between the US and China has resulted in trade restriction measures and the adoption of industrial policies in technology-intensive sectors, such as semiconductors. Changing trade patterns could lead to significant economic costs, as increasing barriers to international trade could make resource allocation less efficient, with harmful effects on productivity growth. Rising trade restrictions and/or higher trade policy uncertainty would lead to increased global economic fragmentation. These developments are taking place in a context in which global trade has lost dynamism in the last decade and its growth is not expected to regain traction. Several economic and policy factors explain the slowdown of global trade during the last decade: the benefits from trade-facilitating levers seem to have been largely exhausted; the marginal benefits of

technological progress in transportation and communication, which facilitated the geographical dispersion of productive processes, are reaching diminishing returns; further offshoring is being restrained by a stabilisation of the share of manufacturing in high-income nations and by a decline in the share of intermediate goods in imports for emerging countries, as the latter are increasingly relying on their own industrial base to provide inputs; in addition, in some key emerging economies, notably China, an increasing share of services in the economy and a reduced integration in global value chains contribute to the decline in trade openness. China's stance will be a central concern for global trade, as supporting Russia would further strain its relations with Western countries and affect international trade to a greater extent. In addition, Western countries might make strategic security an overriding imperative of their economic policy, in light of the Russian-Ukrainian conflict encouraging increased military spending. A likely consequence of the focus on defence is that all NATO members will be expected to fully meet their financial commitment to spend 2% of their GDP on national defence. Given the global need for fiscal consolidation, increased defence budgets could reduce public infrastructure spending in Western countries in the medium to long term. This could have a negative impact on the construction industry. These effects are not likely to be offset by increased demand arising from war reconstruction needs for those companies not operating in the countries involved in the conflict.

The possibility of developing new business in the sectors in which the Group operates depends on the economic and financial capacity of its potential customers, which are in both the public and private sectors. A significant part of the Group's revenues is related to construction of civil works. Consequently, a relevant proportion of customers are central and regional governments. From this perspective, the availability of governmental funds to undertake new infrastructure projects and to maintain existing ones is linked to public budgets. Transport concessions revenue, another of the Group's relevant sources of income, depends on the mobility of passengers and goods. These variables are closely connected with the growth of income in the different markets in which the Group operates directly or through subsidiaries. Given that both the health of public finances and traffic on motorways depends significantly on the rate of GDP growth, the Group's activity is intrinsically reliant on the state of the economies in which it operates. In addition, the Group could be negatively affected by changes in expectations regarding the materialisation of different programmes dedicated to infrastructure in the world, as a result of geopolitical tensions.

The business performance of the Group is closely connected with the economic development of the countries and regions in which the Group carries out its activities. The business operations, as well as the financial condition and the results of operations of the Group, may be adversely affected if the global economic environment deteriorates, particularly in those zones where there is a greater concentration of the Group's business. With high levels of global indebtedness, a pullback in risk appetite could trigger a sharp tightening of global financial conditions. Increased inflationary pressures and the associated uncertainty surrounding how intense and protracted the process of interest rate hikes could trigger capital outflows.

The risks and points raised in this section have been assessed and included based on the following sources and others mentioned below:

- European Commission, "Winter 2024 Economic Forecast: A delayed rebound in growth amid faster easing of inflation Institutional Paper 268 February 2024" which can be found at: https://economy-finance.ec.europa.eu/economic-forecast-and-surveys/economic-forecasts/winter-2024-economic-forecast-delayed-rebound-growth-amid-faster-easing-inflation_en
- IMF, International Monetary Fund World Economic Outlook Update. January 2024. "Moderating inflation and steady growth open path to soft landing" which can be found at: <https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024#:~:text=Global%20growth%20is%20projected%20at.and%20developing%20economies%2C%20as%20well.>

The materiality of the Group's operational risk is essentially concentrated in a group of few developed countries: 93.5% of the Group's revenues and 90.4% of its backlog are concentrated in five countries on three continents (United States, Australia, Spain, Canada and Germany).

United States

In the United States, which accounted for 56.3% of 2023 Group's revenues and 48.50% of its backlog as at 31 December 2023, the real GDP increased by 3.1% last year, notably faster than in 2022 despite tighter financial conditions, including elevated longer-term interest rates. The U.S.' economic growth is expected to fall to 2.1% in 2024. According to the Board of Governors of the Federal Reserve System's "Monetary Policy Report" dated 1 March 2024 (available at <https://www.federalreserve.gov/monetarypolicy/2024-03-mpr-summary.htm>) inflation in the U.S. remained above the Federal Open Market Committee's ("FOMC") objective of 2%. While it eased substantially over the past year, disinflation in the U.S. occurred without a significant increase in unemployment. The labour market remained relatively tight, with the unemployment rate near historically low levels and job vacancies still elevated. Despite the easing labour demand and rising labour supply, the labour market remains relatively tight. Some indicators suggest that the labour market remains tighter than before the COVID-19 pandemic, while others have returned to their 2019 ranges, when the labour market was also relatively tight. The number of total available jobs (measured by employed workers plus job openings) still exceeds the number of available workers (measured by the labour force). In terms of Monetary Policy, the Federal Reserve Committee will carefully assess incoming data, the evolving outlook, and the balance of risks. The Committee does not expect it will be appropriate to reduce the target range until it has gained greater confidence that inflation is moving sustainably toward 2%. The price index for personal consumption expenditures ("PCE") rose 2.4% over the 12 months ending in January, down from a peak of 7.1% in 2022. The core PCE price index—which excludes volatile food and energy prices and is generally considered a better guide to the direction of future inflation—rose 2.8% in the 12 months ending in January, and the slowing in inflation was widespread across both goods and services prices. Measures of longer-term inflation expectations are within the range of values seen in the decade before the COVID-19 pandemic and continue to be broadly consistent with the FOMC's longer-run objective of %. Since mid-June 2023, the Federal Reserve has reduced its securities holdings about \$640 billion, bringing the total reduction in securities holdings since the start of balance sheet runoff to about \$1.4 trillion. The FOMC has stated that it intends to maintain securities holdings at amounts consistent with implementing monetary policy efficiently and effectively in its ample-reserves regime. To ensure a smooth transition, the FOMC intends to slow and then stop reductions in its securities holdings when reserve balances are somewhat above the level that the FOMC judges to be consistent with ample reserves. At \$95 billion per month, quantitative tightening is projected to remove approximately \$1 trillion from the economy in 2024. Vulnerabilities from financial-sector leverage remain notable. While risk-based bank capital ratios stayed solid and increased broadly, declines in the fair values of fixed-rate assets have been sizable relative to the regulatory capital of some banks. Meanwhile, leverage at hedge funds has stabilised at high levels, and leverage at life insurers increased to values close to the historical averages but with a liability composition that has become more reliant on non-traditional sources of funding. Most banks maintained high liquidity and stable funding, while bank funding costs continue to increase. The rise in mortgage rates over the past two years reduced housing demand, resulting in a steep drop in housing activity and a marked slowing in house price growth from its historically high pace. Offsetting factors boosting housing demand, such as the robust job market and the increased prevalence of remote work, prevented significant price declines. High mortgage rates also discouraged some potential sellers with low rates on their current mortgages from moving, which has kept the existing home market unusually thin. The shortage of available existing homes pushed some remaining homebuyers toward new homes and supported a modest rebound in construction of single-family homes later in 2023. Declining excess savings and stagnant wage gains are reasons why consumer spending growth is expected to slow in 2024 from last year's steady pace. The federal deficit is projected to decline to a still significant rate of 5.9% of GDP in 2024, reflecting some spending restraint, partly offset by higher interest payments on the public debt. The unemployment rate could rise to 4% by the end of 2024 because of lower hiring activity. In a context of subdued labour demand and strong immigration in 2023 increasing labour supply, wage increases are expected to continue to slow. Residential investment in the United States has been falling for more than a year and a half, as a result of the downward trend in the housing affordability indicator (which is at its lowest level in 40 years) and rising mortgage rates. In this context of stagnant supply and historically low vacancy rates, house prices rose by 6% in 2023, reaching an all-time high. The commercial property sector has also had a negative impact from the regional banking crisis. Given the significant drop in investment in recent years, the housing market is one area of the economy that could perform better in 2024, though this sector's outlook for the short-term remains weak. Credit standards are tightening as high interest rate environment is extending beyond what was initially expected, and regional banks, which play a relatively important role as lenders in some sectors, are facing significant challenges. As a result, lending is suffering, which has a negative impact on economic growth.

Australia

In Australia, a market which accounted for 20.23% of 2023 Group's revenues and 22.98% of its backlog as at 31 December 2023, real GDP growth slowed to an estimated rate of just 1.5% in 2023. According to the Bank of Australia's "*Statement on Monetary Policy from February 2024*" (available at <https://www.rba.gov.au/publications/smp/2024/feb/pdf/statement-on-monetary-policy-2024-02.pdf>), in 2024, overall demand growth is expected to remain low as a number of factors have been eroding consumption. Real disposable incomes have been declining for around two years, putting pressure on household budgets. Strong growth in nominal labour incomes has been more than offset by the high rate of inflation, tax payments growing faster than incomes and the effects of higher interest rates. Many households have responded to budget pressures by curbing their spending, particularly for discretionary items. The near-term outlook for GDP growth has been revised down slightly, mainly reflecting a weaker outlook for private consumption. Employment is expected to continue to grow moderately, but at a slower pace than the working-age population, so that the unemployment rate and the broader rate of underutilisation are expected to rise further, but there could still be growth in nominal wages until the labour market eases. Although goods price inflation is expected to be moderate in the coming years, services inflation is expected to remain high and to decline only gradually as growth in labour and non-labour costs slow. In addition, rent inflation remains high and is expected to persist due to the ongoing tightness in rental market conditions. Overall financial conditions in Australia appear to be restrictive. The tightening of monetary policy has led to a significant rise in household debt payments, households are reducing their rates of savings and household credit growth has moderated from the highs of 2022. At the same time, the value of the Australian dollar remains consistent with its key drivers and the flow of new lending to households has edged higher. Both households with mortgages and households more generally have reduced their saving rates over the tightening phase to support consumption in response to cost-of-living pressures. Housing credit growth is much lower than in early 2022, although it has edged up more recently. The rebound in housing prices has continued to support household wealth, despite the slowdown in economic growth. The rental market remains tight and the ongoing weakness in dwelling investment suggests this is unlikely to ease in the near term. Rental vacancy rates remain low in most areas. The supply of new dwellings has remained constrained, with dwelling investment below pre-pandemic levels and demand to purchase new dwellings remaining subdued as uncertainty around higher interest rates, elevated construction costs and longer building times weigh on buyer sentiment. Business investment has grown strongly in both the mining and non-mining sectors but growth in business investment is likely to slow during 2024 as firms cite high prices for construction, rising financing costs and uncertainty around the outlook as weighing on their investment plans.

Canada

In Canada, which accounted for 5.3% of 2023 Group's revenues and 3.4% of its backlog as at 31 December 2023, the economic growth stalled in the middle of 2023. Further to such weakness in demand, supply also slowed down, leading to a modest excess supply in the Canadian Economy. The Central Bank of Canada is forecasting that in 2024 economic activity will remain weak in the first quarter in order to then pick up gradually, with annual growth in GDP just under 1%. According to its "*Monetary Policy Report January 2024*" (available at <https://www.bankofcanada.ca/wp-content/uploads/2024/01/mpr-2024-01-24.pdf>) spending by governments will contribute materially to growth through 2024 but past interest rate increases will continue to constrain household spending and business investment, while weak foreign demand will slow export growth. Consumption per capita has declined and will likely continue to contract in the near term. It has been particularly weak for goods and services that are sensitive to interest rates, such as furniture, restaurants, and accommodations. Housing resale activity has also been weak. Elevated borrowing costs have weighed on household and business credit growth over the past year and measures of household financial stress have continued to edge up in recent months, while delinquency rates are rising. Labour market conditions have eased further. The job vacancy rate has declined to near pre-pandemic levels, and job creation has been slower than the pace implied by population growth. The unemployment rate has risen modestly to 5.8%. Growth in consumption is expected to remain weak until the end of 2024. While consumption is supported by strong population growth, on a per capita basis consumption is projected to continue declining through 2024. This is partly due to slow growth in labour income as the labour market eases further. In addition, consumer spending is held back by high debt-servicing costs and weak consumer confidence. Residential investment is expected to pick up in early 2024. The boost to new construction comes from strong population growth, the recent easing in financial conditions and the waning effects of past increases in interest rates. Business investment is expected to remain weak through the first half of 2024, held back by slow demand and still-elevated borrowing costs. Export growth is expected to remain modest over the near term due to soft foreign demand for non-commodity exports, while growth in imports

will likely remain muted through the first half of 2024. Inflation is projected to remain at around 3% through the first half of 2024. As excess supply in the economy weighs on prices, inflation is forecast to ease to 2.5% in the second half of 2024. Shelter service price inflation remains elevated at close to 7% due to rising mortgage interest costs and strong growth in rent. Food price inflation has declined from its peak, though it remains at around 5%. Underlying pressures on services prices could persist. Inflation in mortgage interest costs will remain elevated as more households renew their mortgages at rates that are higher than when they purchased their home or when they last renewed their mortgage. Persistent structural supply challenges and strong underlying demand from population growth will likely continue to put pressure on house and rental prices. While recent government actions should help moderate some of these constraints, the imbalances are expected to be resolved only gradually. In addition, wage growth remains around the 4% to 5% range, which is high relative to productivity growth. If wages continue to grow at this pace and productivity growth remains weak, inflationary pressures could increase. Given that inflation is still above 3% and underlying inflation is proving persistent, the Bank of Canada remains concerned that upside risks could materialise and cause inflation to remain above the target for longer than expected.

European Union

The EU economy continues to be beset by challenges. The growth outlook for 2024 is revised down to 0.9% in the EU and 0.8% in the Euro area. Inflation in the Euro area is projected to decelerate from 5.4% in 2023 to 2.7% in 2024. The EU economy thus entered 2024 on a weaker footing than previously expected. After narrowly avoiding a technical recession in the second half of last year, prospects for the first quarter of 2024 remain subdued. The broad stagnation of the EU economy throughout 2023 carried over into weak momentum entering the new year. In the Euro area, consumption growth continues to be held back by a high saving rate that remains above pre-pandemic average. Credit conditions are still tight, but markets now expect the loosening cycle to start earlier. The EU labour market continues to perform strongly but the gap between labour demand and supply is narrowing. The contraction in manufacturing activity appears to have bottomed out and recent confidence readings are on an upward trend but remain below their long-term averages. The gap between the demand and production side of GDP accounting may effectively reflect a continuing drawdown of inventories and a normalisation of the rate of their accumulation. Though the corporate sector has weathered the successive shocks of the pandemic, surging energy prices and rising labour costs and tighter credit conditions held back investment growth, especially in construction. In particular, residential investment in the Euro zone was a major drag on overall investment growth, by subtracting one percentage point from the aggregate percentage figure. Construction activity continued to stagnate in view of higher material and financing costs weighing on demand.

In Spain, which accounted for 9.4% of 2023 Group's revenues and 8.8% of its backlog as at 31 December 2023, GDP is estimated to have expanded by 2.5% in 2023. Private consumption and, to a lesser extent, investment were the key drivers of production growth. External demand contributed negatively to economic expansion in 2023, although to a lesser extent than the previous year, since imports fell more than exports. As in previous years, the resilience of the Spanish economy was underpinned by the strong performance of the tourist sector. Real GDP growth is forecast to moderate to 1.7% in 2024. On the domestic front, private consumption is expected to be supported by further real income gains for households and by the partial use of the still high level of household savings, however the lagged impact of interest rate hikes is set to weigh on domestic demand. On the external side, the fading impetus of the tourism sector and the still weak economic situation in Spain's main trading partners are projected to limit the dynamism of exports. In addition, a fiscal policy characterised by the prolongation of new taxes adopted in the previous fiscal year, the raising of tax rates and the accentuating of the progressiveness level of the tax system, could have a negative impact on the supply of savings and investment. The adoption of some labour market measures could have a negative impact on the labour market, which had been behaving positively (although strongly supported by the hiring of civil servants).

In Germany, which accounted for 2.3% of the Group's revenues for 2023 and 6.2% of its backlog as at 31 December 2023, GDP is estimated to have contracted by 0.3% in 2023. Private consumption suffered from a loss in purchasing power. High building and borrowing costs on top of labour shortages and elevated energy prices depressed investment in construction and energy-intensive sectors. Confidence indicators remain weak, with some indicators reaching their lowest levels since the COVID-19 crisis, pointing to moderate economic growth in the first half of 2024. Investment growth is also expected to remain at a low level due to the pessimistic mood in the business industry. The German manufacturing sector faces a negative situation in 2024 due to a combination of factors: aside from structural factors such as high energy costs affecting international competitiveness and the transformation of Germany's automotive industry and,

cyclical factors also reduce demand for capital goods. Labour shortages will continue to hamper economic activity. The foreign sector is also not expected to drive the country's economic recovery. In addition, tighter fiscal conditions are expected to have a dampening effect on short-term growth prospects.

Risks related to unexpected adjustments and cancellations of projects

The Group's project portfolio is exposed to unexpected adjustments and cancellations. The agreements entered into by the Group's companies to carry out their projects are usually entered into for periods of more than two years. This increases the risk of early cancellation of these agreements. Furthermore, in certain circumstances the Group's companies may not be entitled to compensation for early termination. In addition, the scope of the agreed work as part of a project may change. This may lead to an increase in costs in connection with the project as well as to reduced profits or to losses.

During 2023, the ACS Group's operating companies were awarded a significant number of projects. For instance, the Group expects to invest more than €1 billion in the construction of the electric vehicle battery facility in De Soto, Kansas, in United States for Panasonic Energy, as well as in the construction of a new graving dry dock for the maintenance and repair of the Pacific Fleet's nuclear submarines at the Pearl Harbor Naval Shipyard on the island of Hawaii in United States. In other cases, the expected investment for the Group is between €500 million and €1 billion (for example, the project of engineering, procurement, construction and commissioning of the western section of the HumeLink high voltage electricity transmission project in New South Wales in Australia, the construction of a 16-kilometre section of the first major tunnelling package on the Suburban Rail Loop (SRL) East project, as part of the Suburban Connect consortium in Victoria, Australia or the reconstruction of the Île-aux-Tourtes Bridge that connects Montreal and the province of Ontario in Canada). Any cancellations of or changes in projects as well as changes in the corporate strategy of the clients of the Group may negatively affect its project portfolio, which may have a material adverse effect on the results of operations and the profit of the Group.

Risks in Relation to the Construction Business Sub-Unit

Risks in relation to public sector infrastructure projects and civil works

Public debt levels in many developed countries are at historic highs. Fiscal policy was the first line of defence against the COVID-19 crisis adopted by economic authorities. Fiscal actions were essentially implemented through public spending and loans guaranteed by the public sector. Subsequently, governments embarked on further public spending policies to deal with the energy crisis triggered by the Russian-initiated war in Ukraine exacerbated a generalised inflationary process that had already begun because of the pandemic's disruption of supply chains. The new fiscal measures took the form of subsidising energy products to households and reducing VAT on certain foodstuffs. All these fiscal policies have led to an increase in public debt levels. The fiscal deficit in United States roughly doubled to \$1.84 trillion (amounting to 7.4% of GDP) in 2023 from \$950 billion in 2022. The IMF expects that the government net borrowing in terms of GDP will be at 7.4% of GDP in 2024 in the US economy. The Australian government announced a reduction in the projected budget deficit for this fiscal year, which runs from 1 July 2023 to 30 June 2024, to 1.1 billion Australian dollars. Canada recorded a 19.14 billion Canadian dollars budget deficit for the first eight months of the 2023/24 fiscal year as government expenditures grew faster than revenues. The IMF expects that Australia's government net borrowing in terms of GDP will amount to 2.2% of GDP in 2024. In the case of Spain, the lack of deflation of the progressive income tax rate, and the positive impact of higher prices on the VAT tax base has resulted in an increase in fiscal revenue. This, together with the introduction of new taxes, has partly offset the impact of higher public spending. Anyway, the IMF expects that the Spanish government net borrowing in terms of GDP will be at 3.0% of GDP in 2024. Germany's constitutional court ruled on 15 November 2023 that the coalition government's decision to reallocate €60 billion (\$64.69 billion) of unused debt from the COVID-19 pandemic era to its climate and transformation fund was unconstitutional, which delayed the approval of Germany's budget. New debt in Germany will be limited to €39 billion, a figure that abides by the country's constitutional debt brake, which restricts the federal deficit to 0.35 percent of GDP except in times of emergency. The IMF expects that Germany's government net borrowing in terms of GDP will be at 1.7% of GDP in 2024.

As public debt-to-GDP levels are currently high by historical standards, fiscal consolidation measures are required in most of the developed countries in which the Group operates. This represents a risk with respect to future levels of orders that the Group's construction division may receive. In 2023, the Construction Business Sub-Unit represented 93.3% of the Group's revenue and 96.0% of the Group's backlog (namely the number of agreed orders and contracts which have not yet been completed).

Should governments' budget allocations for infrastructure projects be further reduced, or not be increased, or should new decisions be lead to a delay in, or cessation of, public infrastructure projects already awarded to the Group, this could have a material adverse effect on the business, the financial conditions and the results of operations of the Group.

In addition, in 2023 business investment increased in high-tech manufacturing structures in United States. It was supported by legislation passed in 2022, including the CHIPS and Science Act and the Inflation Reduction Act, which provides incentives for certain strategic industries, including semiconductors and renewable energy, to locate production onshore. While these circumstances could help the Group, which is developing a strategy to increase construction activity in these sectors, it is not certain that investment progress will continue at this pace, as changes in supply chains tend to be slow, expensive and complex.

Moreover, in the wake of the pandemic, Europe launched the EU's Next Generation Recovery Plan, which includes a total investment of €806.9 billion to make the continent healthier, greener and more digital. This programme could help the Group win new contracts as it focuses on construction activities related to energy transition, health and digitalisation. However, implementation of the plan may be slower and involve fewer resources than originally planned.

The Group may be adversely affected by raw material and energy shortages or price fluctuations

The Group is exposed to changes in the prices of its key inputs: raw materials, such as steel, cement and gravel; energy, such as diesel and electricity; as well as prices for project-related services sourced from third parties. The Group takes prices of raw materials, energy, and project-related services into consideration in the bidding process and strives to pass on price fluctuations of input materials to the customer or strives to fix prices. The price risk associated with raw materials is usually not hedged by the Group and the Group may not be able to pass on increased raw material and energy costs to its customers or subcontractors. Therefore, increases in the prices of raw materials and other input materials and services typically have the greatest impact on the Group's revenues and also, but to a lesser extent, on its results of operations. In particular, an increase in the oil price, after years of prices that have been well below the long-term average, could have an adverse effect on the Group's operating costs, particularly in relation to the Group's contract mining activities.

Moreover, in the period 2021-2023, key building materials and cement suppliers have raised prices by unprecedented double-digit percentage rates, aiming at passing on significant raw material, transport and energy cost inflation. In the face of significant increases in the prices of inputs required for public works, rebalancing may be necessary, and it may require special government regulations. In this context, there is a risk that the rules on price revision for public works set limits in terms of the contract award price. As a result, the revision may be insufficient to cover the entire mismatch. These rules may also include minimum increases in the price of inputs for rebalancing to apply. In addition, there is a risk that price increases caused by some of its components may be excluded in the calculation of the price review. Finally, these rules may limit the period for calculating price increases. This may result in partial compensation of cost overruns for builders.

Additionally, resource availability is a significant issue for procurement at ACS. The Group is faced with growing scarcity of basic materials such as gravel and sand. The shortage may result in supply bottlenecks, consequently delaying projects as well as increasing prices of available materials.

The realisation of any of these risks could have a material adverse effect on the Group's business, cash flows, financial condition, and results of operations.

Risks resulting from delays and cost increases in the construction industry

Large construction projects carried out by the Group are exposed to specific risks, such as claims relating to building defects, or cost increases regarding materials, machinery and labour, as well as factors generally influenced by the economic environment. Even though some agreements include price adjustment clauses, it is not always possible to eliminate or reduce these risks.

The optimal functioning of material supply chains (including raw materials such as sand, concrete and some extractive materials) is critical to the correct development of the Group's construction activities. In recent years, these supply chains have faced repeated disruption by the COVID-19 pandemic, the war in Ukraine, the Israeli offensive in Gaza, and the threat of attacks on merchant vessels in the Red Sea.

If sub-contractors of the Group fail to meet project deadlines or the agreed budget, this may lead to delays and additional costs in the construction which may then further lead not only to a delay in payment receipts but also to fines or a cancellation of the agreement by the Group's customers. Furthermore, the Group's reputation as a construction company could be damaged. Such increases in costs, decreases in earnings and potential reputational damage to the Group could have a material adverse effect on the business, the financial condition and the results of operations of the Group.

Risks resulting from stress in the labor markets

Labour markets in a number of countries are under considerable stress. In this context, construction activity may be affected. Some of these tight situations occur in markets where the participation of the Group's activities is relevant (such as the United States or Australia).

In addition, the Group focuses on high value-added construction projects related to digitalisation processes, energy transition and health improvement. These projects require skills that may be temporarily unavailable under economically appropriate conditions in the event of tight labour markets.

Cyclicity of the residential construction industry

In general, the construction industry is of a cyclical nature and depends on investments carried out by the public sector as well as the private sector.

Investments in residential building are affected by a series of factors, such as demographic trends, which may be particularly negative in the coming years: they include the availability of financing for developers and the ability of homebuyers to meet mortgage costs. This capacity depends in turn on the wage level and the evolution of the employment rate. The outlook for the residential construction sector is not homogeneous by country and subject to economic conditions and some uncertainties. In those regions in which the Group is active there could be a worsening of demographic developments, labour market conditions, the evolution of the mortgage markets and the supply of bank credit. Furthermore, the spread of remote working in many enterprises can significantly affect the demand for office space in the medium term which could negatively impact on non-residential construction activity.

An unfavourable environment for investment in global construction projects in the private sector may be revealed as a result of weak demand in a period when several economies are facing a soft landing. In addition, after years of ultra-expansionary monetary policies, the abrupt shift towards a tight monetary policy, with rising interest rates and withdrawal of liquidity by reducing central banks' balance sheets, could have a negative impact on the mortgage market. In this context, demand for housing would be reduced. This would have a material adverse effect on the business operations, the financial condition and the results of operations of the Group.

Risks in Relation to the Concessions Business Sub-Unit

In 2023, the Concession Business Sub-Unit represented 15.9% of the Group's EBITDA.

Risks resulting from the need to review the portfolio of concessions

The Group aims to renew its portfolio of concessions on an ongoing basis. As of 31 December 2023, the Group (through Iridium) had a portfolio of 47 concessions, of which 87% were already in operation and 13% were under construction. Among these projects, 38 were transport concessions, including highways, railways and transfer stations. In addition, Iridium had invested in 9 concession projects including hospitals and parking.

The recent massive use of public-private partnership ("**PPP**") schemes by numerous countries as a way of procuring public services and infrastructure assets has recently mitigated these risks. However, this circumstance could change in the future because of a modification in the political and social consideration of the recourse to PPP schemes.

Should the Group not be awarded new concessions with which to replace the concessions previously sold, or concessions remaining in the portfolio which will expire or will terminate or be withdrawn, income from the revenues as well as the income from the operation of concessions could decline. This could have a material adverse effect on the business, the financial condition and the results of operations of the Group.

Risks related to revenues from the operation of concessions

The ordinary income realised by the Group from the operation of infrastructure concessions depends in part on the fee revenue from the relevant concession. Any option to increase such revenue above the agreed amount may be restricted or limited and the fees may be reduced by the relevant public authority during the term of the concession. The income from the operation of infrastructure concessions carried out by the Group may depend on the number of users of the infrastructure underlying the concession (in addition to the fee rates) which in turn depends on demand. In the event of a reduction in traffic, due to weak demand caused by an economic recession, revenues from concessions will be lower than initially expected. If the number of users of the infrastructure operated by the Group or its availability for use, respectively, is lower than the number of users or the availability for use initially provided for in the economic plans and financial budgets, or if the fees initially used as a basis in the economic plans and financial budgets are reduced, this could have material adverse effects on the business, the financial condition and the results of operations of the Group.

The Group operates in a regulated industry and, in particular, environmental laws could increase the Group's costs

The Group must comply with applicable environmental regulations established by local, regional, national and EU bodies which regulate the Group's activities. The technical requirements imposed by environmental regulations are gradually becoming more costly, complex and stringent. These laws may impose strict liability in the event of damage to natural resources or threats to public safety and health. Strict liability may mean that the Group is held liable for environmental damage regardless of whether it has acted negligently, or that it owes fines whether or not damage exists or is proven. The relevant authorities may impose fines or sanctions or may revoke and refuse to grant authorisations and permits because of a breach by the Group of applicable regulations.

The entry into force of new laws, the imposition of new or more stringent requirements or a stricter application of existing regulations may increase the Group's costs or impose new responsibilities, leading to lower earnings and liquidity available for its activities. Breaching any of these regulations could result in reputational damage which, in addition to the impact of any regulatory changes, could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Finally, governments that grant public service concessions may introduce new taxes on the income of the concessionaire in situations of fiscal distress. Circumstances of this nature may affect the profitability of the Group's committed and completed equity investments in concessions.

During their initial years of operation, the Group's concessions may generate little or no cash

During the initial years of a concession, the costs of financing often consume a large proportion of a concession's available cash flows, leaving little or no cash available for distribution. Furthermore, it is possible that the Group's cash flow projections for a concession will not be met, and that the concession may therefore take longer than expected to generate a profit or may never do so. Such a shortfall of cash may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Risks in the Services Business Unit

In 2023, the Services Business Unit represented 5.4% of the Group's revenue and 4.0% of the Group's backlog.

Risk of a reversal in the outsourcing trend that could reduce the customer base

The Group's activities in the Services Business Unit depend, to a large extent, on the continuation of the current trends in the public and private sectors to outsource services that are not the focus or core of the relevant entity's activity or business. Should this tendency decline or reverse, this could have a material adverse effect on the business and the results of operations of the Group. Given that, in 2023, 89.8% of this Business Unit's activity was concentrated in Spain, a greater stress on Spanish public finances, with the end of the moratorium on tax rules in the European Union, could have a negative impact on the demand for the services offered by this Unit.

In addition, because of an increase in working remotely in many companies, the activity of facility management for office buildings could be negatively affected, this activity being one of the sources of revenue of the Services Business Unit.

Limited term of the concessions and service agreements

A large part of the income of the Services Business Unit is generated through concessions regarding the provision of services as well as service agreements entered with private companies and public authorities. At the end of 2023, the backlog (namely the number of agreed orders and contracts which have not yet been completed) for both types of services was 18 months. Once a concession expires, the Group must participate in another tender procedure to renew the relevant concession. Similarly, the Group frequently competes with other companies to renew private agreements after their expiry. Furthermore, concessions and agreements with private entities are subject to numerous conditions and obligations, with the failure to fulfil such conditions or obligations potentially leading to a termination of the concessions or cancellation of the agreements.

Regarding concessions for public services, the public authorities in specific countries are entitled to unilaterally amend or cancel concession agreements. Please see "*- Risk of termination or early withdrawal of the concessions by public authorities*" above for more information on the risk of a termination or early withdrawal of concessions.

Should the Group be unable to maintain or renew the concessions and the service agreements it currently has been awarded, or should the Group not be awarded new concessions or service agreements, this could have a material adverse effect on the business, the financial condition, and the results of operations of the Group.

Risks associated with price fluctuations

In the past, the regulator had established measures aimed at the de-indexation of contracts with the Spanish public administration. As a result, in periods of inflationary tension such as the current one, the profitability margins of the companies in the Services Unit may be negatively affected.

Risks Related to the Overall Business of the Group

Risks due to legal claims

Claims may be asserted against the Group based on accidents occurring or errors made during the implementation of construction works and projects, the operation of concessions by the Group or during the provision of services. Such claims may relate to injuries or deaths of human beings, damage to facilities and accessories or environmental damage. They may be based on alleged acts or omissions of the Group and/or of its sub-contractors.

Additionally, the Group is required to provide commercial guarantees to clients in respect of the proper functioning of construction works carried out by it. A failure of any such works to perform as specified could result in claims being made against the Group under the relevant guarantees. Any such claim could materially adversely affect the business, financial condition, or results of operations of the Group, and could furthermore have a materially adverse effect on the Group's reputation.

The Group typically takes out insurance policies and tries to stipulate limits on liability in the contracts to which it is a party, with a view in each case to mitigate the risk of a claim under any such guarantee. However, the insurance taken out by the Group and contractual liability limits may not provide sufficient coverage to the Group regarding the consequences of the circumstances described above and the corresponding liability claims. Furthermore, indemnifications granted to the Group by sub-contractors may be ineffective to the extent that the relevant sub-contractors do not have sufficient insurance coverage of their own, or the necessary resources to satisfy the claims made against them by the Group. On the other hand, the Group may decide that no insurance covering the above risks will be taken out or may not be able to take out the insurance on a reasonable basis or ensure that each agreement will include appropriate indemnifications. Even if any insurance coverage exists, the liability claims could exceed the amount insured or lead to an increase in insurance premiums.

All of the above could have a material adverse effect on the business, the financial condition or the results of operations of the Group. For more information see section "*Description of the Issuer - Litigation*".

Additionally, should an outcome of the proceedings described in this Information Memorandum prove unfavourable to the interests of the Group, this could have an adverse effect on the financial condition and the results of the Issuer.

Risks in relation to derivative transactions

The Group has entered into derivative transactions, including transactions on interest rate, currency and equity. The notional volume of outstanding derivatives on 31 December 2023 in the group amounted to €3,733 million, with €1,626 million corresponding to interest rate swaps ("**IRS**"), €1,603 million to forex derivatives and €503 million to other derivative instruments classified as non-hedging. This last amount includes two forward contracts for a nominal amount corresponding to approximately 25.4 million ACS shares. Since these derivatives are valued mark-to-market, the variation in the issuer's stock price has an impact on its financial results.

Derivatives markets have been subject to regulatory reform in recent years. In Europe, this reform led to the adoption of Regulation 648/2012, known as the European Market Infrastructure Regulation ("**EMIR**"). EMIR introduces new requirements to improve transparency and reduce risks associated with the derivatives market. EMIR came into force on 16 August 2012. This Regulation was amended by Regulation (EU) 2019/834 of the European Parliament and of the Council, of 20 May 2019, (EMIR-Refit) which reviewed EMIR, as regards the clearing obligation, the suspension of the clearing obligation, the reporting requirements, the risk-mitigation techniques for OTC derivatives contracts not cleared by a central counterparty, the registration and supervision of trade repositories and the requirements for trade repositories. As at the date of this Information Memorandum, EMIR requires, *inter alia*, all EU derivatives market participants who enter into any form of derivative transaction, including (amongst others) derivative transactions on interest rate, currency and equity, to report all derivative transactions to a trade repository and implement new risk-mitigation techniques (including timely confirmation of transactions, portfolio reconciliation, dispute resolution and daily valuation). EMIR also requires, with respect to certain entities, the clearing through a central counterparty of over-the-counter derivatives that are subject to a mandatory clearing obligation, and the exchange of collateral for all non-cleared over-the-counter derivative transactions.

Compliance with the requirements imposed by EMIR which apply to the Group and with the requirements arising from any other derivatives regulations to which it could be subject could be burdensome, giving rise to additional expenses that may have an impact on the Group's financial condition. Additionally, such regulations could increase the cost of conducting hedging activities. Non-compliance with such requirements applicable under EMIR or under any other derivatives regulations to which the Group could be subject could constitute an offence under the Spanish Securities Markets Act which could result in the imposition of fines by the relevant supervisory authority.

Additionally, although the corporate management of the Group establishes counterparty selection criteria based on the quality of credit of the financial institutions, which translates into a portfolio of entities of high quality and solvency, the Group is exposed to the risk of breach by its counterparties in transactions involving financial derivatives.

Risk of competition

All of the Group's business units operate in highly competitive sectors which require considerable use of human, material, technical and financial resources. The companies competing with the various subsidiaries and business units of the Group may have greater technical and financial resources available than those available to the Group or may be more experienced or have better knowledge of the markets in which the Group operates or in which it intends to expand. Other companies may also be willing to accept lower margins and would therefore be able to submit a technologically better offer at the same price or a similar offer at a lower price than the Group.

For these reasons, it could become more difficult for the Group to be awarded new projects, concessions and agreements. Likewise, the Group could find itself compelled to accept construction and other projects, concessions, and agreements, or providing services at lower margins than in the past. This could have a material adverse effect on its business, financial condition, and results of operations.

Legal risks related to licensing and approvals

In order to be able to carry out specific projects, the Group may have to obtain approvals, licences, certificates and other permits from the competent authorities in specific project phases. There can be no assurances that the Group will be able to obtain the relevant approvals at all, or on a timely basis, or that it will be able to fulfil the requirements for such approvals in all cases. This could lead to delays, which could have a material adverse effect on the business, the financial condition and the results of operations of the Group.

The Group could be adversely affected by violations of anti-bribery and corruption laws

Over the years an increasing number of anti-bribery and corruption laws and regulations have been approved worldwide and now apply in a significant number of countries and territories where the Group conducts its business. These laws and regulations are amended from time to time and their scope and reach may change. Such anti-bribery and corruption laws and regulations generally prohibit companies and their intermediaries from granting financial or other advantages to officials or others for the purpose of obtaining or retaining business. The Group operates in many parts of the world that have experienced governmental corruption to some degree and, in certain circumstances, compliance with anti-bribery and corruption laws may conflict with local customs and practices. In addition, some of the jurisdictions in which the Group operates or may operate in the future lack a developed legal system or may have failed to implement and enforce such laws and regulations, and consequently may have high levels of corruption. In this scenario, the Group's continued international expansion and development of joint venture relationships with local contractors and local agents increases the Group's risk of being exposed to violations of such anti-bribery and corruption regulations by its local partners or agents.

If the Group, its employees, agents, partners, subcontractors or suppliers breach any such laws, the Group could suffer, in addition to reputational damage, from criminal or civil penalties or other sanctions, including fines; denial of export privileges; injunctions; asset seizures; debarment from government contracts; termination of existing contracts; revocations or restrictions of licenses; criminal fines; or imprisonment of key personnel, any of which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

Risks due to tax disputes

There are at least two sources of tax risks. On the one hand, there is risk arising from changes in tax legislations that could not be foreseen at the time when investment decisions were adopted. This could affect the achievement of the investment return objectives if the tax factor was relevant. Moreover, changes in tax laws could jeopardise the effective use of tax credits, generating a deviation in the cash flow for the payment of taxes. On the other hand, the Issuer is established in Spain, but the Group also operates in 57 tax jurisdictions through a number of subsidiaries and affiliates which must operate in compliance with the applicable tax regulations in their jurisdictions. In this regard, although the corporate tax policy of ACS determines that a prudent tax practice must be followed, the interpretation of the tax laws in different tax jurisdictions could trigger material tax disputes or legal proceedings, such that claims could materially adversely affect the business, financial condition, or results of operations of the Group.

In addition, on 15 December the European Council adopted Directive 2022/2523 establishing a minimum level of taxation for large domestic and multinational groups. The aim of this rule, which will apply for the first year of application in 2024, is that large groups will be taxed at a minimum rate of 15% in all jurisdictions in which they operate. Although the Directive has not yet been implemented in Spain, it has been implemented in Germany, where it is fully in force.

As the ACS Group falls within the scope of this new tax, the impact has been assessed on the basis of the latest information available in the Country by Country Report as well as the financial information for 2023. Although the impact is expected to be limited as almost all jurisdictions in which the Group operates have tax rates higher than the minimum of 15%, the Group will continue to monitor this development and its effect on the financial condition and results of the Group.

The Group requires an amount of cash to service its debt, and its ability to generate sufficient cash depends on many factors beyond its control.

At 31 December 2023, gross debt maturities up to 31 December 2025 amounted to €3,771 million. This figure includes credits and bilateral loans, leasing, bonds and debt obligations, project finance, accrued interest, intra-group debt and other banking debt. The Group's ability to make payments on its debt and to fund working capital, capital expenditure and research and development will depend on its future operating performance and ability to generate sufficient cash. This depends, to some extent, on general economic, financial, competitiveness, market, legislative, regulatory, and other factors, many of which are beyond the Group's control, as well as the other factors discussed in these "Risk Factors".

In addition, the Group faces a refinancing risk. As a result of the application of new international financial regulations ("**Basel III**"), and in order to recover investor confidence, major banks are immersed in a process to strengthen their balance sheets by means of reducing assets and increasing capital, a process known as deleveraging.

Basel III's rules respond to the need to strengthen regulation, supervision and management of risks in the banking sector and constitute a set of measures meant to improve the banking sector's ability to absorb shocks deriving from economic and financial stress, so as to improve the risk management and governance of financial institutions. However, in the event that financial tensions and synchronised deleveraging arise on a large scale with relation to international banks, this could lead to a global credit crunch which would affect the liquidity of governments, businesses and families, undermining economic growth and global recovery.

Dependence on bank credit is greater for European companies than that of North American companies and consequently they seem more exposed to such a contingency. Specifically, in the Group, a process of this nature would require the implementation of a procedure for substituting financing sources, given that, as at the date of this Information Memorandum, approximately 55.65% of the Group's of its total gross debt corresponds to bank credit.

If, for any reason, fixed income investors were to lose interest in the financial instruments issued by the Group companies, the Group would also be exposed, as approximately 40.2% of the Group's gross debt are Medium Term Notes, Euro Commercial Paper instruments and Negotiable European Commercial Paper.

The Group's default on interest due or debt repayment could result in a cross-acceleration or cross-default in payment obligations under its other financing agreements and outstanding debt instruments. A default, as well as any resulting cross-default, could result in a number of adverse consequences including significant increases in interest rates as well as other financing costs. In addition, a default may entitle the respective counterparty to accelerate the Group's payment obligations and make all payments immediately due and payable or, in case of the general counter indemnity, entitle the relevant sureties to require additional collateral. If any of these events occur, ACS may be unable to obtain alternative debt or equity financing to refinance their debt obligations on acceptable terms, or at all. Should any of these risks materialise, this could have a material adverse effect on the Group's business prospects, results of operations and financial condition. Furthermore, the sureties are entitled to refuse the issue of bonds at any time and for any reason.

In addition, certain subsidiaries of the Group may require external financing and/or refinancing of existing external financing. They may be restricted from paying dividends or making other distributions to ACS in certain jurisdictions within which some subsidiaries operate. Should such financing and/or refinancing not be available or not be available at favourable commercial terms, significant monetary contributions (such as equity injections or shareholder loans) by the Group to such subsidiaries and shareholdings or any other form of assistance by the Group in connection with such financing and/or refinancing may be required. Furthermore, ACS may face additional risk that in order to refinance its debt, it could be required to agree to more onerous covenants, which would further restrict its business operations.

If lenders and investors in bonds and notes were to focus almost exclusively on sustainable financial instruments, and if the Group were not able to offer such instruments, the Group's financing costs would also increase, thereby affecting the Group's financial condition and results.

Risks arising from supplier agreements and the sub-contracting of services

In carrying out construction works and projects, operating concessions, and the services it offers, the Group relies on external manufacturers of equipment and sub-contractors. In the event that it is impossible for the Group to sub-contract specific services or to acquire equipment and materials complying with the relevant plans, quality standards, specifications and cost objectives, this may affect the scheduled commissioning of concessions or a satisfactory provision of services to clients. Therefore, there is a risk of contractual penalties, cancellations of agreements and liability claims, which could have a material adverse effect on the financial condition and the results of operations of the Group.

Risks related to the Group's presence in emerging markets

In 2023, 2.37% of revenues were generated in emerging markets: in Latin America (including Mexico), 0.78%; and in Asia (excluding Japan and Singapore) 1.59%. These emerging markets are exposed to political and legal risks which are present to a greater degree than in Europe, North America (excluding Mexico) and Australia. These risks include the risk of nationalisation and expropriation of private assets, political and social instability, frequent changes in the general legal conditions and government policy as well as changes in tax policy and price control. These markets also face a higher risk of macro-economic instability and volatility than the markets in the industrialised nations, which may lead to restrictions in foreign currency transactions, in repatriating profits and importing investment goods. These risks could have a material adverse effect on the business, the financial condition and the results of operations of the Group.

The Group's operations are subject to extensive regulation, including environmental, health and safety and other regulations, as well as the need to manage relationships with NGOs, local communities, and others

As part of its normal course of operation and development activities, the Group has expended significant resources, both financial and managerial, to comply with governmental and environmental regulations including permitting requirements and will continue to do so in the future. However, it is possible that future regulatory developments, such as increasingly strict environmental protection laws, regulations, and enforcement policies, and claims for damages to property and persons resulting from the Group's operations, could result in additional substantial costs and liabilities, restrictions on or suspension of its activities and delays in the exploration and development of its properties.

The Group operates in different businesses and jurisdictions with increasing environmental law and regulation requirements, which have in turn become increasingly complex and strict. The applicable regulations may provide for liability regardless of fault for any damage caused to natural resources or for a mere threat to public health and safety without having caused any actual environmental damage. Such liability, regardless of fault, may lead to liability for environmental damage irrespective of whether it was caused negligently or whether several persons are jointly responsible for the damage. Irrespective of who is personally liable under civil law or, if applicable, criminal law, entities of the Group may also be considered liable.

Failure to comply with applicable environmental, health and safety laws can result in injunctions, damages, suspension or revocation of permits and imposition of penalties. There can be no assurance that the Issuer has been or will be at all times in complete compliance with such laws or permits, that its compliance will not be challenged or that the costs of complying with environmental and health and safety laws and permits, current and future, will not materially or adversely affect the Group's future cash flow, results of operations and financial condition.

A stricter application of the environmental laws or regulations, the entry into force of new laws, the discovery of currently unknown environmental contamination or the introduction of new or stricter requirements for obtaining licences and approvals could have a material adverse effect on the business, the financial condition, or the results of operations of the Group.

As a consequence of public concern about the perceived ill effects of infrastructure development, particularly in developing countries, the Group's operations face increasing public scrutiny. The international standards on social responsibility, community relations and sustainability, against which the Group benchmarks its operations, are becoming increasingly stringent and extensive over time: adherence

to them is increasingly scrutinised by regulatory authorities, citizens' groups, and environmental groups, as well as by investors and financial institutions. In addition, the Group operates in several countries where ownership of rights in respect of land and resources is uncertain and where disputes in relation to ownership or other community matters may arise.

These disputes are not always predictable and may cause disruption to the Group's operations or development plans. The Group's operations can also have an impact on local communities, including the need, from time to time, to relocate or resettle communities or infrastructure networks such as railways and utility services. Failure to manage relationships with local communities, governments, and non-governmental organisations ("NGOs") may harm the Group's reputation as well as its ability to bring development projects into production. For example, in Guatemala, the Group has faced criticism and legal challenges from various NGOs and environmental groups in connection with the impact of the diversion of certain sections of the Cahabón river on indigenous peoples during the various phases of construction of the Renacer hydroelectric project.

In addition, the costs and management time required to comply with standards of social responsibility, community relations and sustainability, including costs related to resettlement of communities or infrastructure, have recently increased substantially, and are expected to further increase over time.

Adverse publicity generated by criticism from NGOs, trade unions or others related to development projects generally, or the Group's operations specifically, could have an adverse effect on the Group's reputation and financial condition and may impact the relationship with the communities in which the Group operates. Such groups may install road blockades, apply for injunctions for work stoppage, make criminal complaints to local authorities, or file lawsuits for damages. Such complaints, regardless of whether they have any substance or basis in fact or law, may have the effect of undermining the confidence of the public or a regulator in the Group and may adversely affect the price of the Notes, the Group's ability to raise capital, or the Group's prospects of obtaining the regulatory approvals necessary for advancement of some or all of its development plans or operations.

Risks related to technological changes

The technologies used in the different sectors in which the Group operates are subject to fast and continued development. Increasingly complex technological solutions, which are continuously evolving, are used in these sectors. More recently, the emergence of artificial intelligence is challenging all organisations to embrace these technologies to maintain levels of employee productivity and competitiveness. Should the Group be unable to react appropriately to the current and future technological developments in the sectors in which it carries out its activities, this could have material adverse effects on the business, the financial condition, and the results of operations of the Group.

Risks related to the cancellation of projects and termination or early withdrawal of concessions by public authorities

The Group performs its concessional activities worldwide through projects such as, for example: highway transport concessions; bus and train transfer stations; bridges; tunnels; energy concessions and storage projects; hospitals and other public-private partnerships; and contract mining. The conduct of those concessional activities by the Group, including their commercial operation, depends on public authorities' decisions and authorisations. The public authorities in those countries in which the Group has been awarded concessions may unilaterally cancel, suspend, terminate or withdraw such concessions on the grounds of public interest, the existence of material changes in economic conditions, or environmental concerns.

The Group generally aims to carry out its activities in industrialised countries in which this risk is typically lower. However, there can be no assurances that the public authorities in those jurisdictions in which the Group operates will not make decisions that adversely affect the business of the Group by not authorising the exploitation of a particular project for any reason or by adversely changing the legislative and/or regulatory framework in which the Group operates.

If a public authority cancels a project of the Group prior to or after the start-up of its exploitation, or if it terminates or provisionally or definitively withdraws a concession awarded to the Group, the Group may have a claim for compensation against that public authority. However, such compensation ultimately awarded to the Group may be insufficient, and should this be the case, it would have a material adverse effect on the business, financial condition and results of operations of the Group.

Risks Related to Shareholdings of the Group

Risks related to sectors, geographical markets, indebtedness and litigation

Material amendments to the legal provisions applicable to the operating sectors of companies in which the Group holds shares and to the operating risks of these companies, as well as the specific risks related to the countries and regions in which they operate, could affect their market value, and have a material adverse effect on the future financial condition and the results of operations of the Group.

Any failure to fulfil payment obligations by the companies in which the Issuer holds shares, an increase of the borrowing costs of these companies as a consequence of higher liabilities or material fluctuations in interest rates, or clear cost increases as a consequence of any litigation in connection with the operation of their business activities, as well as corporate actions, could have a material adverse effect on the financial condition and the results of operations and the distribution of dividends of these companies. This could also have a material adverse effect on the financial condition and the results of operations and the profitability of the Group.

As an example, as at 31 December 2023, the Issuer held a 30% stake in Abertis Holdco, S.A., which held 98.7% of Abertis, S.A ("**Abertis**"), while its subsidiary Hochtief held a 20% stake in Abertis Holdco, S.A. A significant deviation in Abertis' profitability levels could lead to a lower amount of dividends received by the Group, whereby Abertis' dividends become a non-negligible share of the Group's cash-flow.

For more information see "*Description of the Issuer – Shareholding in Abertis*".

Strategy of growth by acquisitions

The acquisition of companies with a strong presence in strategically important markets for the Group as well as the acquisition of shareholdings in listed companies, which operate in equally strategically important sectors for the Group, have been a decisive factor in the Group's growth strategy.

In the case of an economic slowdown, the opportunities for growth through acquisitions depend essentially on whether the Group is able to recognise strategic investment opportunities and whether it has its own funds and the external funds required to carry out an intended investment, in particular considering the possibility of a lending environment of restrictions in the jurisdictions in which the Group is active. If this were not the case, this could have material adverse effects on the business, the financial condition, and the results of operations of the Group.

The Group is exposed to cybersecurity risks

The Group may be affected by threats and vulnerabilities in connection with information, control systems, or information and communications systems used by the Group, or by any consequences of unauthorised access to or the use, disclosure, degradation, interruption, modification or destruction of information or information systems, including the consequences of acts of terrorism. Any material uninsured losses and reputational damage caused by any cybersecurity breaches may have a material adverse effect on the Group's business, financial condition, results of operations and prospects. The emergence of artificial intelligence technologies is enabling the development of new tools to combat cybercrime, but it is also increasing cybersecurity risks. In fact, aside from artificial intelligence expanding the attack surface for organisations deploying AI software, the number of potential cybercriminals who can use the capabilities of generative artificial intelligence to create malware code could increase.

Interest rate risk

Variations in interest rates modify the reasonable value of those assets and liabilities that accrue a fixed interest rate as well as the future flows of assets and liabilities referenced against a variable interest rate. The objective of the management of interest rate risk is to achieve equilibrium in the structure of debt in order to reduce subsequent volatility on the Group's consolidated income statement. The Group hedges its transactions through derivative transactions that mitigate part of these risks; however, there is no assurance as to the effectiveness of such measures. As of 31 December 2023, approximately 66% of the Group's total medium- and long-term gross debt was at a fixed rate. In any case, the process of renewing financial facilities in a higher interest rate environment involves an increase in the Group's financial costs, which

may not be offset by an increase in financial income. This in turn may result in higher net financial expenses for the Issuer in the coming years.

Risks in Relation to the Notes

There is no active trading market for the Notes

Notes issued under the Programme will be new securities which may not be widely distributed and for which there is, as at the date of this Information Memorandum, no active trading market. In addition, the ability of the Dealers to make a market in the Notes may be impacted by changes in regulatory requirements applicable to the marketing, holding and trading of, and issuing quotations with respect to, the Notes. If an active trading market does not develop or is not maintained, the market price and liquidity of the Notes may be adversely affected. Further, if the Notes are traded after their initial issuance, they may trade at a discount to their initial offering price, depending upon the market for similar securities, general economic conditions and the financial condition of the Issuer. Although applications have been made for Notes issued under the Programme to be admitted to the Official List and to trading on Euronext Dublin, there is no assurance that such applications will be accepted, that any particular issue of Notes will be so admitted or that an active trading market will develop. Accordingly, there is no assurance as to the development or liquidity of any trading market for any particular issue of Notes.

The Issue Price may be greater than the market value of the Notes

The Issue Price specified in the relevant Final Terms may be more than the market value of the Notes as at the Issue Date, and the price, if any, at which a Dealer or any other person is willing to purchase the Notes in secondary market transactions is likely to be lower than the Issue Price. In particular, the Issue Price may take into account amounts with respect to commissions relating to the issue and sale of the Notes as well as amounts relating to the hedging of the Issuer's obligations under the Notes, and secondary market prices are likely to exclude such amounts. In addition, whilst the proprietary pricing models of Dealers are often based on well recognised financial principles, other market participants' pricing models may differ or produce a different result.

Global Notes held in a clearing system

Because the Global Notes are held by or on behalf of Euroclear Bank SA/NV ("**Euroclear**") and/or Clearstream Banking S.A. ("**Clearstream, Luxembourg**") investors will have to rely on their respective procedures for transfer, payment and communication with the Issuer.

Notes issued under the Programme may be represented by one or more Global Notes. If the relevant Final Terms specify that the New Global Note form is not applicable, such Global Note will be deposited with a common depository for Euroclear and/or Clearstream, Luxembourg. If the relevant Final Terms specify that the New Global Note form is applicable, such Global Note will be deposited with a common safekeeper for Euroclear and/or Clearstream, Luxembourg. Except in the circumstances described in the relevant Global Note, investors will not be entitled to receive definitive Notes. Euroclear and/or Clearstream, Luxembourg will maintain records of the beneficial interests in the Global Notes. While the Notes are represented by one or more Global Notes, investors will be able to trade their beneficial interests only through Euroclear and/or Clearstream, Luxembourg.

While the Notes are represented by one or more Global Notes, the Issuer will discharge its payment obligations under such Notes by making payments to the common depository (in the case of Global Notes which are not in the New Global Note form) or, as the case may be, the common service provider (in the case of Global Notes in New Global Note form) for Euroclear and/or Clearstream, Luxembourg for distribution to their account holders. A holder of a beneficial interest in a Global Note must rely on the procedures of Euroclear and/or Clearstream, Luxembourg to receive payments under their relevant Notes. The Issuer has no responsibility or liability for the records relating to, or payments made in respect of, beneficial interests in the Global Notes.

Holders of beneficial interests in the Global Notes will not have a direct right to take enforcement action against the Issuer under the relevant Notes but will have to rely upon their rights under the Deed of Covenant dated 25 April 2022 (the "**Deed of Covenant**").

The Issuer may redeem the Notes for tax reasons

An optional redemption feature of Notes is likely to limit their market value. During any period when the Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.

The Issuer may be expected to redeem Notes if it has or will become obliged to pay additional amounts pursuant to the terms and conditions of the Notes as a result of any change in, or amendment to, the laws or regulations of the Kingdom of Spain or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction) which change or amendment becomes effective on or after the issue date of the relevant Notes and such obligation cannot be avoided by the Issuer taking reasonable measures available to it.

Potential investors should consider the reinvestment risks in light of other investments available at the time any Notes are so redeemed.

Risks in Relation to Spanish Taxation

Under Spanish Law 10/2014, of 26 June and Royal Decree 1065/2007, as amended, income payments in respect of the Notes will be made without withholding tax in Spain provided that the Issuer provides, pursuant to Spanish law, certain information at the relevant time in the Spanish language regarding the Notes to the Spanish tax authorities. The Issuer and the Issuing and Paying Agent have arranged certain procedures to facilitate the collection of information concerning the Notes. The Issuer will withhold Spanish withholding tax from any payment in respect of any outstanding principal amount of the Notes (as applicable) as to which the required information has not been provided at the relevant time and will not gross up payments in respect of any such withholding tax. The Issuing Paying Agency Agreement, as amended and restated from time to time (the "**Issuing Paying Agency Agreement**"), provides that the Issuing and Paying Agent will, to the extent applicable, comply with the relevant procedures to facilitate the collection of information concerning the Notes. The procedures may be modified, amended or supplemented, to, among other reasons, reflect a change in applicable Spanish law, regulation, ruling or interpretation thereof or to reflect a change in applicable clearing system rules or procedures or to add procedures for one or more new clearing systems. See "*Taxation — Taxation in the Kingdom of Spain*". None of the Issuer, the Dealer or the Issuing and Paying Agent assumes any responsibility therefor.

Royal Decree 1065/2007, as amended, provides that any payment of interest made under securities originally registered in a non-Spanish clearing and settlement entity recognised by Spanish legislation or by the legislation of another Organisation for Economic Co-operation and Development ("**OECD**") country will be made with no withholding or deduction from Spanish taxes provided that the relevant information about the Notes is received by the Issuer. In the opinion of the Issuer, payments in respect of the Notes will be made without deduction or withholding of taxes in Spain provided that the relevant information about the Notes is submitted by the Issuing and Paying Agent to it, notwithstanding the information obligations of the Issuer under general provisions of Spanish tax legislation, by virtue of which identification of Spanish investors may be provided to the Spanish tax authorities.

Notwithstanding the above, in the case of Notes held by Spanish resident individuals (and, under certain circumstances, by Spanish entities subject to Corporate Income Tax) and deposited with a Spanish resident entity acting as depositary or custodian, payments in respect of such Notes may be subject to withholding by such depositary or custodian at the current rate of 19 per cent.

If the Spanish tax authorities maintain a different opinion as to the application by the Issuer of withholding to payments made to Spanish residents (individuals and entities subject to Corporate Income Tax), the Issuer will be bound by that opinion and, with immediate effect, will make the appropriate withholding and the Issuer will not, as a result, pay additional amounts.

Risks relating to the Spanish Insolvency Law

The restated text of the Insolvency Law approved by Royal Legislative Decree 1/2020, of 5 May (*Texto refundido de la Ley Concursal*) ("**Spanish Insolvency Law**") (which has been recently amended to implement the restructuring framework required by Directive (EU) 2019/1023 of the European Parliament

and of the Council and other important changes to the insolvency proceedings in Spain) regulates pre-insolvency and court insolvency proceedings, as opposed to out-of-court liquidation, which is only available when the debtor has sufficient assets to meet its liabilities.

The Spanish Insolvency Law provides, among other things, that: (i) any claim may become subordinated if it is not reported to the insolvency administrators (*administradores concursales*) within one month from the last official publication of the court order declaring the insolvency in the Spanish Official Gazette, (ii) provisions in a contract granting one party the right to suspend, modify or terminate by reason only of the other's insolvency or the filing of a pre-insolvency communication (as stated in Article 585 of the Spanish Insolvency Law) will not be enforceable, and (iii) accrual of unsecured interest (whether ordinary or default interest) shall be suspended from the date of the declaration of insolvency and any amount of interest accrued up to such date shall become subordinated. In the case of secured ordinary interests, (a) these shall be deemed as specially privileged up to the value effectively covered by the relevant security, and (b) interests shall keep accruing after the declaration of insolvency up to the lower of the limit of the secured amount and the value effectively covered by the relevant security, and only if a contingent credit for secured ordinary interests that may accrue after the declaration of insolvency is included in the statement of claim to be sent to the insolvency administrator (as per the Supreme Court judgment dated 20 February 2019). In the case of secured default interests, (a) those accrued prior to the insolvency declaration shall be deemed as specially privileged up to the value effectively covered by the relevant security, and (b) they shall not accrue after the declaration of insolvency, in accordance with Article 152.2 of the Spanish Insolvency Law.

The Spanish Insolvency Law, in certain instances, also has the effect of modifying or impairing creditors' rights even if the creditor, either secured or unsecured, does not consent to the amendment. Secured and unsecured dissenting creditors may, among others, be written down or stayed (for up to 10 years in case of composition proposals), converted into a different financial instrument or equity of the refinanced or insolvent debtor as well as any other company, converted into participating loans (*préstamos participativos*), exchanged for assets or rights of the insolvent or refinanced debtor not only once the insolvency has been declared by the judge as a result of the approval of a creditors' agreement (*convenio concursal*), but also as a result of a restructuring plan that has been judicially sanctioned (*homologado*) without insolvency proceedings having been previously opened (e.g., restructuring plans which satisfy certain requirements and are validated by the judge), in both scenarios (i) to the extent that certain qualified majorities are achieved and (ii) unless some exceptions in relation to the kind of claims or creditor apply (which would not be the case for the Notes). Any payments of interest in respect of debt securities will be subject to the subordination provisions of Article 281.1 of the Spanish Insolvency Law.

The majorities regime envisaged for a creditors' arrangement depends on (i) the type of the specific measure which is intended to be imposed (e.g., extensions, debt reductions, debt for equity swaps, etc.), and (ii) on the part of claims to be affected (i.e. secured or unsecured, depending on the value of the collateral as calculated pursuant to the rules established in the Spanish Insolvency Law). In no case shall subordinated creditors be entitled to vote upon a creditors' agreement during the insolvency proceedings, and accordingly, shall be always subject to the measures contained therein, if passed by the relevant majorities. For these purposes, liabilities held by those creditors considered specially related persons (*personas especialmente relacionadas*) with the insolvent debtor would not be taken into account for the purposes of calculating the majorities required for the approval of a composition agreement.

On the other hand, all creditors that could be affected by a restructuring plan would be entitled to vote it, grouped in classes of creditors and subject to the fact cross-class cram-down is now available under the Spanish Insolvency Law.

As such, certain provisions of the Spanish Insolvency Law could affect the ranking of the Notes or claims relating to the Notes on an insolvency of the Issuer or in case of approval of a restructuring plan.

DOCUMENTS INCORPORATED BY REFERENCE

The English language translations of (i) pages 1 to 188 (PDF) of the audited consolidated annual accounts of the Issuer as of and for the year ended 31 December 2023, which include comparative financial information as of and for the year ended 31 December 2022, audited by Deloitte, S.L. and the auditor's report thereon (the "**2023 Consolidated Annual Accounts**") and (ii) pages 1 to 198 (PDF) of the audited consolidated annual accounts of the Issuer as of and for the year ended 31 December 2022, which include comparative financial information as of and for the year ended 31 December 2021, audited by KPMG Auditores, S.L. (the "**2022 Consolidated Annual Accounts**") and the auditor's report thereon, are deemed to be incorporated in to, and form part of, this Information Memorandum. These documents are available on the Issuer's website, section Audited Financial Statements & Interim Financial Statements at:

https://www.grupoacs.com/ficheros_editor/File/03_accionistas_inversores/06_junta_general_accionistas/2024/4%20Cuentas%20Consolidadas_ENG.pdf; and

https://www.grupoacs.com/ficheros_editor/File/03_accionistas_inversores/06_junta_general_accionistas/2023/4%20Cuentas%20Consolidadas_ENG.pdf;

The 2023 Result Report and the 2023 Result Presentation are deemed to be incorporated in to, and form part of, this Information Memorandum. These documents are available on the Issuer's website, section Shareholders & Investors, Quarterly Results at:

https://www.grupoacs.com/ficheros_editor/File/03_accionistas_inversores/04_resultados_trimestrales/2023/ACS%20Informe%20Resultados%202023_ENG.pdf; and

https://www.grupoacs.com/ficheros_editor/File/03_accionistas_inversores/04_resultados_trimestrales/2023/ACS%20Results%20Presentation%202023.pdf

Copies of the documents specified above as containing information incorporated by reference in this Information Memorandum may be inspected, free of charge, at the specified offices (which are set out below) of the Issuer and the Issuing and Paying Agent.

KEY FEATURES OF THE PROGRAMME

Issuer:	ACS, Actividades de Construcción y Servicios, S.A.
Arranger:	Banco Santander, S.A.
Dealer:	Banco Santander, S.A.
Issuing and Paying Agent:	The Bank of New York Mellon, London Branch
Listing Agent:	The Bank of New York Mellon SA/NV, Dublin Branch
Programme Amount:	The aggregate principal amount of Notes outstanding at any time will not exceed €750,000,000 or its equivalent in alternative currencies subject to applicable legal and regulatory requirements. The Programme Amount may be increased from time to time in accordance with the Dealer Agreement.
Currencies:	Notes may be issued in United States Dollars, Euro, Sterling, Japanese Yen and Swiss Francs, and such other currencies as may be agreed between the Issuer and the relevant Dealer(s) from time to time and subject to the necessary regulatory requirements having been satisfied.
Denominations:	<p>Global Notes shall be issued (and interests therein exchanged for Definitive Notes, if applicable) in the following minimum denominations:</p> <ul style="list-style-type: none">(a) for U.S.\$ Notes, U.S.\$500,000 (and integral multiples of U.S.\$1,000 in excess thereof);(b) for Euro Notes, €100,000 (and integral multiples of €1,000 in excess thereof) except in the case of Notes to be placed in the United Kingdom, in which case the minimum denomination will be the € equivalent of £100,000, or higher;(c) for Sterling Notes, £100,000 (and integral multiples of £1,000 in excess thereof);(d) for Swiss Franc Notes, CHF 500,000; or(e) for Yen Notes, Yen 100,000,000 (and integral multiples of Yen 1,000,000 in excess thereof); <p>or such other conventionally accepted denominations in those currencies as may be agreed between the Issuer and the Dealer from time to time, subject in the case of each currency (including those listed above) (i) to compliance with all applicable legal and regulatory requirements and (ii) to the minimum</p>

denomination being at least equal to the € equivalent of €100,000 (except in the case of Notes to be placed in the United Kingdom, in which case the minimum denomination will be the € equivalent of £100,000, or higher), and provided, however, that the Notes of each issuance may only be issued in equal denominations.

Maturity of the Notes:

Not less than 1 day nor more than 364 days, subject to legal and regulatory requirements.

Tax Redemption:

Early redemption will only be permitted for tax reasons as described in the terms of the Notes.

Redemption:

The Notes may be redeemed at par or as otherwise specified in the Final Terms. The Notes may also be redeemed at the option of the Issuer in whole, but not in part, at the Redemption Amount specified in the Final Terms together with (if the Notes are interest bearing Notes) accrued interest to the Early Redemption Date specified in the Final Terms at any time upon expiry of the notice period specified in the Final Terms if, prior to the date on which the relevant notice of redemption is given, purchases (and corresponding cancellations) and/or redemptions have been effected in respect of 85 per cent. or more in principal amount of the Notes originally issued.

Issue Price:

The issue price of each issue of Notes (if any) will be set out in the relevant Final Terms.

Status of the Notes:

The payment obligations of the Issuer pursuant to the Notes constitute and at all times shall constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and upon the insolvency (*concurso*) of the Issuer (and unless they qualify as subordinated debts under article 281 of the Spanish Insolvency Law or equivalent legal provision which replaces it in the future, and subject to any applicable legal and statutory exceptions) rank *pari passu* and rateably without any preference among themselves and *pari passu* with all other unsecured and unsubordinated indebtedness, present and future, of the Issuer.

Taxation:

All payments under the Notes will be made without deduction or withholding for or on account of any present or future Spanish withholding taxes, except as stated in the Notes and as stated under the heading "*Taxation in the Kingdom of Spain*".

Information requirements under Spanish Tax Law:

Under Spanish Law 10/2014 and Royal Decree 1065/2007 as amended, the Issuer is required to provide certain information relating to the Notes to the Spanish tax authorities.

If the Issuing and Paying Agent fails to provide the Issuer with the required information described

under "*Taxation — Taxation in Spain*" in respect of the Notes, the Issuer may be required to withhold tax and may pay income in respect of such principal amount net of the Spanish withholding tax applicable to such payments (as at the date of this Information Memorandum, at the rate of 19 per cent.).

None of the Issuer, the Arranger, the Dealers, Euroclear or Clearstream, Luxembourg assumes any responsibility therefor.

Form of the Notes:

The Notes will be in bearer form. Each issue of Notes will initially be represented by one or more global notes (each a "**Global Note**", together the "**Global Notes**"). Each Global Note which is not intended to be issued in new global note form (a "**Classic Global Note**" or "**CGN**"), as specified in the relevant Final Terms, will be deposited on or around the relevant issue date (as specified in the Final Terms) with a depositary or a common depositary for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system. Each Global Note which is intended to be issued in new global note form (a "**New Global Note**" or "**NGN**"), as specified in the relevant Final Terms, will be deposited on or around the relevant issue date with a common safekeeper for Euroclear and/or Clearstream, Luxembourg. Global Notes will be exchangeable for Definitive Notes in whole, but not in part, in the limited circumstances set out in the Global Notes (see "*Certain information in respect of the Notes – Forms of Notes*")

Listing and Trading:

Each issue of Notes may be admitted to the Official List and to trading on the regulated market of Euronext Dublin and/or listed, traded and/or quoted on any other listing authority, stock exchange and/or quotation system as may be agreed between the Issuer and the Dealers. No Notes may be issued on an unlisted basis.

Delivery:

The Notes will be available in London for delivery to Euroclear or Clearstream, Luxembourg or to any other recognised clearing system in which the Notes may from time to time be held.

Selling Restrictions:

The offering and sale of the Notes is subject to all applicable selling restrictions including, without limitation, those of the United States of America, EEA and UK Retail Investors, the United Kingdom, Japan, Spain, France and Ireland (see "*Subscription and Sale*").

Governing Law:

The Notes and all non-contractual obligations arising out of or in connection with the Notes, are governed by, and construed in accordance with, English law. The provisions relating to the status of

the Notes and their ranking in insolvency proceedings are governed by Spanish law.

Use of Proceeds:

The net proceeds of the issue of the Notes will be used for the general funding purposes of the Group (as defined herein) or as otherwise specified in the Final Terms.

USE OF PROCEEDS

The net proceeds of the issue of the Notes will be used for the general funding purposes of the Group or as otherwise specified in the Final Terms.

DESCRIPTION OF THE ISSUER

General Information

ACS, Actividades de Construcción y Servicios, S.A. (the "**Issuer**" or "**ACS**") was incorporated in Spain on 13 October 1942 under the name Obras y Construcciones Industriales, S.A. In 1993 it changed its name to OCP Construcciones, S.A. following a merger with Construcciones Padrós, S.A. In 1997, it adopted its current name following a merger with Ginés Navarro Construcciones, S.A. The Issuer is a publicly listed company (*sociedad anónima cotizada*) incorporated under the laws of the Kingdom of Spain and registered in the Mercantile Registry of Madrid in sheet M-30221.

The Issuer's registered office is located at Avenida de Pío XII, 102, 28036, Madrid, Spain, with telephone number +34 91 343 9200.

The Issuer operates under the commercial name ACS.

Group Structure

The Issuer and its consolidated subsidiaries, its affiliates and joint ventures (collectively, the "**Group**") operate as a diversified group, both in terms of its geographic reach and the nature of its activities. As at 31 December 2023, the Group comprised of the Issuer, its 592 subsidiaries and its 310 affiliates and joint ventures. For further information, see "*Organisational Structure*" below.

The Group's Business

General overview

The Group is a worldwide reference in the industry of infrastructure. A global group with leading positions across its core activities of construction, concessions, public-private partnerships and facility management services.

The Group is one of the largest Spanish corporate groups operating in its field in terms of market capitalisation (source: Bloomberg), with over 25 years of experience. At the date of this Information Memorandum, the Group is active across five continents and in over forty countries.

The Group has been operating through three business units:

- *Construction*: the Construction Unit focuses on the design, construction, and development of civil works, infrastructure projects, as well as residential and non-residential buildings;
- *Concessions*: the Concessions Unit focuses on the development of public-private partnerships and concessions in different sectors such as motorways, railways, car parks, transfer stations, light rail, hospitals, public facilities, etc. The activity of this unit includes both the development of greenfield projects and the maintenance and operation of brownfield projects;
- *Services*: the Services Business Unit focuses on providing facility management services for both public and private entities; and

At the end of 2021, the majority of a business unit focused on industrial services was sold, although some renewable energy and water management assets remained within the Group.

Construction Unit

In 2023, the Group's Construction Business Unit comprised one of the largest construction groups by revenue in Europe (source: Engineering News Record, August 2023 (The 250 International Contractors)) and engaged in the development of infrastructure projects worldwide.

The principal Group companies operating within the Construction Business Unit are Dragados, S.A. ("**Dragados**"), HOCHTIEF Aktiengesellschaft ("**Hochtief**"), CIMIC Group (Australia) ("**CIMIC**"), Turner Construction Company (America) ("**Turner**"), Flatiron Construction Corporation (America) ("**Flatiron**"), Dragados USA Inc. (America), Dragados Canada Inc. (America) and Schiavone Construction Company (America).

The Construction Business Unit is divided into the following areas of activity:

- **Civil Works:** activities related to the development of infrastructure such as highways, railways, ports and airports; and
- **Building:** among others, residential buildings, social facilities, installations, data centres, hospitals, bio-sanitary infrastructure, battery manufacturing plants and sport centres.

Concessions Business Unit

The Group is one of the leading concession operators and developers in the world (primarily involving the development of transport concessions from project inception). As at 31 December 2023, the Group had a portfolio of 47 concession and PPP projects, with €31,485 million total investment management and €926 million of committed equity.

The activities of the Concessions Business Unit are focused primarily on Iridium Concesiones de Infraestructuras, S.A. ("**Iridium**"), which is the umbrella company for the active Group subsidiaries in this business sub-unit. Iridium has interests in companies operating under concession contracts, which mostly specialise in marketing concessions for transport infrastructure and public facilities. The Group is also active in the concessions business through the companies Abertis, HOCHTIEF PPP Solutions AG ("**Hochtief PPP**") and PACIFIC Partnerships although the activity figures and results of these companies are not included in this Business Unit.

In addition, the Concessions Business Unit conducts activities such as project identification, bid preparation, contracting with regard to awarded projects, financing and developing the respective concessionaire companies, as well as managing, operating and implementing concessions.

The types of projects in which the Concessions Business Unit is usually involved include:

- *Transport infrastructure:* concessions over motorways, underground and overground railway lines;
- *Public facilities:* hospitals, prisons and other public facilities; and
- *Other activities:* bus and train stations and parking zones.

Services Business Unit

The Services Business Unit provides facility management services and certain types of personal care.

Clece, S.A. ("**Clece**") is an entity that specialises in staff management and resource optimisation, and has an extensive portfolio of activities which can be divided into three main areas: Social Services, Integrated Services and Environmental Services. Integrated Services activities include services required for the optimum operation of properties for public or private use (maintenance of installations, cleaning and auxiliary services). Environmental Services include services such as gardening, reforestation, environmental recovery, educational activities in this area, environmental disclosure and development of natural heritage sites. Social Services include care services for social groups with a dependent status, airport services and innovative activities such as social restoration and energy efficiency.

Other assets

The sale of Industrial Services was closed on 30 December 2021: however, a portion of such assets remains part of the Group.

Historical financial information in respect of the Group

The following table sets out certain key performance indicators of the Group as at and for the years ending 31 December 2022 and 31 December 2023.

As of and for 31 December

	2022	2023	Variation 2022 vs. 2023
<i>(in millions of € except earnings per share and percentages)</i>			
Revenue	33,615	35,738	6.31%
Backlog ¹	68,996	73,538	6.58%
Months (Backlog/Revenue) x 12	23	23	
EBITDA ²	1,747	1,909	9.24%
EBITDA Margin ³	5.2%	5.3%	
EBIT ⁴	1,106	1,326	19.93%
EBIT Margin ⁵	3.3%	3.7%	
Profit attributable to the parent	668	780	16.75%
EPS ⁶	2.50	3.00	
Cash flow from Operating Activities	1,743	1,502	-13.82%
Net Cash flows from Investment Activities and Financials	-1,774	-841	

1.- Backlog represents the orders and contracts which have already been agreed, but not yet completed.

2.- The EBITDA for any relevant period is the result of Revenue less Changes in inventories of finished goods and work in progress, Capitalised expenses of in-house work on assets, Procurements, Other operating income, personnel expenses, Other operating expenses, losses on impairment and trade-related provisions, variation, allocation of grants relating to non-financial assets and others and Ordinary result of companies accounted using the equity method.

3.- The EBITDA Margin is the division between EBITDA and Revenues.

4- EBIT for any relevant period is the result of Revenue less Changes in inventories of finished goods and work in progress, Capitalised expenses of in-house work on assets, Procurements, Personnel expenses, Other operating income, Other operating expenses, Depreciation and amortisation (excluding any past depreciation charges arising in the current year due to the reclassification of assets from discontinued to continuing operations) and Ordinary result of companies accounted using the equity method.

5.- The EBIT Margin is the division between EBIT and Revenues.

6.- Earnings per share (basic and diluted).

The overall strong performance of the Group's activities in all markets resulted in revenue growth of 6.31% in 2023. In line with the solid development and consolidation of the Group's business, backlog as of 31 December 2023 reached €73,538 million, amounting to an increase of 6.58% compared to 31 December 2022.

This improvement in the backlog position was due to the significant volume of projects awarded in 2023, amounting to €45,104 million, 44% of which are related to new generation infrastructure projects.

The operating results of the activities showed good results in all business segments, with EBITDA increasing by 9.2% to €1,909 million as at 31 December 2023. Operating margins rose due to the boost in concession activity, mainly as a result of the greater contribution from Abertis and the improvement in Hochtief America.

Profit attributable to the parent ¹, grew by 16.7% during 2023 to €780 million.

Operating results

The following table sets out certain operating results of the Group as at and for the years ending 31 December 2022 and 2023:

Year ended 31 December		
2022	2023	Variation 2022 vs. 2023

¹ Formally named as Ordinary Net profit from Operational Activities

(in millions of € except percentages)

EBITDA	1,747	1,909	9.24%
EBITDA Margin ¹	5.2%	5.3%	
Depreciation and amortisation	-561	-551	-1.77%
Construction	-467	-452	-3.21%
Concessions	-17	-16	-4.79%
Services	-46	-52	13.41%
Corporation	-31	-32	-0.61%
Losses on impairment and trade-related provision variation	-80	-32	-60.44%
EBIT	1,106	1,326	19.93%
EBIT Margin ²	3.3%	3.7%	

¹ The EBITDA Margin is the division between EBITDA and Revenues.

² The EBIT Margin is the division between EBIT and Revenues.

In 2023, gross profit from operations (EBIT) reached €1,326 million, amounting to an increase of 19.9% compared to 2022. The higher growth in terms of EBIT compared to EBITDA was due to lower provisions and depreciation and amortisation in the Construction area.

Revenues per geographical zone

The following table contains information regarding revenues per geographical zone as at and for the years ended 31 December 2022 and 2023. Revenue is allocated to a specific geographical zone based on the criteria of the country in which works and services are delivered, regardless of the company which performs such work or provides such services (revenues are allocated depending on the country of residence of the customer):

	Revenue per Country			
	2022	%	2023	%
<i>(figures in millions of € except percentages)</i>				
US	18,837	56.04%	20,107	56.26%
Australia	6,350	18.89%	7,229	20.23%
Spain	3,171	9.43%	3,356	9.39%
Canada	1,919	5.71%	1,900	5.32%
Germany	859	2.56%	838	2.34%
Rest of the world	2,479	7.37%	2,308	6.46%
TOTAL	33,615	100.00%	35,738	100.00%

	Revenue per Geographical Area			
	2022	%	2023	%
Europe	5,214	15.51%	5,432	15.20%
North America	20,858	62.05%	22,007	61.58%
South America	257	0.76%	280	0.78%
Asia Pacific	7,286	21.68%	8,019	22.44%
TOTAL	33,615	100.00%	35,738	100.00%

The breakdown of revenues by geographical areas reflects the diversification of the Group's sources of revenue, with North America representing 62%, Asia Pacific 22% Europe 15% of total revenues in 2023 respectively.

North America achieved a higher revenues volume than in previous years, supported by the good performance of the US business, which grew in 2023 by 10.1% adjusted at constant exchange rates.

The Asia Pacific region grew driven by the Australian market, where revenues increased during 2023 by 21.7% in local currency. Meanwhile, Europe consolidated its recovery with a solid growth trend (+4.2%).

	Backlog by countries			
	Dec-22	%	Dec-23	%
<i>(figures in millions of € except percentages)</i>				
USA	33,504	48,56%	36,022	48,98%
Australia	17,131	24,83%	16,900	22,98%
Spain	5,972	8,65%	6,485	8,82%
Canada	2,683	3,89%	2,514	3,42%
Germany	2,803	4,06%	4,557	6,20%
RoW	6,903	10,01%	7,060	9,60%
TOTAL	68,996		73,538	

Backlog as at 31 December 2023 stood at €73,538 million, increasing by 6.6% compared to 31 December 2022 (+9.5% adjusted at constant exchange rates) thanks to the volume of projects awarded in the year amounting to €45,104 million, which include major new generation infrastructure projects.

North America maintained a strong position in 2023, supported by €25,669 million of new order intake, including significant growth in next-generation infrastructure projects such as several large-scale data centres in the US, battery manufacturing facilities such as De Soto for Panasonic Energy in Kansas and bio-sanitary infrastructure such as an active pharmaceutical ingredients (API) manufacturing plant in Colorado.

Asia Pacific's backlog (adjusted at constant exchange rates) increased by 4.3% in 2023. A significant volume of projects were awarded in the Asian market, particularly in the Philippines and Malaysia with projects such as the construction of several data centres.

In Europe, the backlog grew by 17.0%, supported mainly by the German (+62.6%) and Spanish (+8.6%) markets, thanks to the increase in infrastructure projects in Germany and the increase in civil works in Spain.

Cash flows

The following table sets out the net cash flows of the Group for the years ending 31 December 2022 and 2023:

	Net Cash Flow					
	2022			2023		
	TOTAL	HOT	ACS ex HOT	TOTAL	HOT	ACS ex HOT
<i>(figures in millions of €)</i>						
Cash Flow from Operating Activities before changes in Working Capital	1,699	1,066	633	1,575	1,400	175
Operating working capital variation	44	222	-178	-73	119	-192
Net CAPEX	-208	-164	-44	-233	-193	-40
Net Operating Cash Flow from continuing activities	1,535	1,124	411	1,270	1,326	-57
Net Financial Investments/Disposals	-1,566	-1,229	-337	-608	53	-661
Lease liabilities (IFRS 16)	-202	-158	-44	-216	-164	-52

Other Financial Sources	-318	-263	-55	-253	-204	-49
Free Cash Flow	-551	-526	-25	192	1,011	-818
Dividends paid	-352	-94	-258	-394	-159	-235
Intra group Dividends	0	-68	68	0	-222	222
Treasury stock acquisition	-705	0	-705	-237	0	-237
Capital increase	61	406	-345	0	0	0
Total Cash Flow generated / (Consumed) Continued operations	-1,547	-282	-1,265	-439	630	-1,069
Total Cash Flow generated / (Consumed) Discontinued operations	0	0	0	0	0	0
Total Cash Flow generated / (Consumed)	-1,547	-282	-1,265	-439	630	-1,069

As at 31 December 2023, cash flows from operating activities before changes in working capital amounted to €1,575 million, decreasing by 7.3% compared to 31 December 2022. The variation in working capital amounted to €73 million. As at 31 December 2023, net operating investments and operating lease payments amounted to €449 million. The increase in Construction's net operating CAPEX was mainly due to the acquisition of machinery for tunnelling work in Australia. Net financial and projects investments amounted to €608 million.

Other cash flows amounting to €253 million included the last extraordinary payment related to the Ichthys CCPP in Australia (€185 million), as well as the Iridium settlement of the Madrid Radials litigation (€49 million). The recent ruling on the RPA value of these assets is expected to allow this amount to be partially recovered in future years.

The Group's cash dividend payment amounted to €394 million and included €235 million of ACS' ordinary cash dividends paid in February 2023 and July 2023. The remainder relates mainly to payments to non-controlling interests of other Group companies.

In addition, the acquisition of own shares for an amount of €237 million was carried out during the year, mainly for the payment in shares of the flexible dividend in February 2023.

Investments and Disposals

The Group's total net investments for the year ended 31 December 2023 are summarised in the following tables:

<i>(figures in millions)</i>	Investments breakdown 2023		
	Investments	Divestments	Net Project / Financial investments
Construction	-389	437	48
Dragados	-5	0	-5
Hochtief	-384	437	53
Concessions	-1,531	1,424	-107
SH288	-1,446	1,415	-31
Others	-85	9	-76
Services	-3	0	-3
Corporation and others	-585	39	-546
TOTAL	-2,508	1,900	-608

For the financial year 2023, net financial and projects investments amounted to €608 million, including the following:

- The purchase of Hochtief shares for €462 million.

- The disbursement of 78% of the SH-288 highway in Texas for €1,446 million. Part of this amount (€495 million) is included as debt tied to assets held for sale. In turn, following the sale of 57% of the SH-288 to Abertis which was completed in December 2023, the Group received €1,423 million.
- Hochtief invested €384 million in the period mainly corresponding to the JVs in Hochtief America, other investments in Asia Pacific such as the equity investment in the Glenrowan solar plant and the acquisitions of Novopro and Skybridge Telecom. In turn, divestments amounted to €437 million, mostly corresponding to the divestment of 33% of Ventia for €417 million.

With regards to energy assets for the completion of transmission line projects, net investment amounted to €82 million.

The following table summarises the Operating Investments by Business Unit:

Operating Investments breakdown 2023			
<i>(figures in millions)</i>	Investments	Divestments	Net Project / Financial investments
Construction	-258	31	-227
Dragados	-47	13	-34
Hochtief	-211	18	-193
Concessions	-1	0	-1
Services	-23	3	-20
Corporation and others	-21	36	15
TOTAL	-303	70	-233

Net debt

The following table sets out the Group's net debt by business unit as at 31 December 2023:

Net debt 2023					
<i>(figures in millions)</i>	Construction	Concessions	Services	Corporation and adjustments	ACS Group
Bank borrowings, debt, and other marketable securities	6,173	63	245	2,970	9,450
Non-current instruments	5,157	62	163	2,648	8,030
Current instruments	1,016	0	82	322	1,420
Other financial liabilities	585	64	0	-430	220
Non-current instruments	22	64	0	9	95
Current instruments	563	0	0	-439	125
Temporary Financial investments + L/T deposits + Cash & Equivalents*	-7,981	-670	-36	-1,590	-10,277
Other current financial assets	-931	-451	-2	-206	-1,589
Cash and cash equivalents	-7,050	-219	-34	-1,384	-8,687
Project finance with limited recourse	0	32	0	173	205
Non-current instruments	0	16	0	160	176
Current instruments	0	17	0	13	30
TOTAL NET DEBT 2023	-1,223	-511	209	1,124	-400

As at 31 December 2023, net cash stood at €400 million, increasing by €176 million during the financial year.

Equity

The following table sets out the Group's equity as at 31 December 2022 and 2023:

	2022	2023	Variation 2022 vs. 2023
<i>(in millions of € except earnings per share and percentages)</i>			
Shareholders' Equity	5,166	5,008	-3.06%
Adjustments for changes in value	381	321	-15.72%
Non-controlling interests	829	301	-63.65%
Total Equity	6,376	5,631	-11.69%

As at 31 December 2023, the Group's equity stood at €5,631 million, decreasing by 11.7% compared to 31 December 2022. The reduction in shareholder's equity was mainly due to the increase in the interest in Hochtief (7.5%).

The reduction in the balance of minority interests was a result of the transactions related to the purchase and sale of the SH-288. In addition, adjustments from value changes increased due to exchange rates differences.

Significant financial events in 2023

Dividends

In compliance with the resolutions on shareholder remuneration approved by the shareholders at the Annual General Meeting held in February 2023, the interim dividend was paid in the amount of € 0.48 per share. 56.71% of ACS's shareholders opted for payment in shares.

In addition, a final dividend was paid in July 2023 out of profit for 2022 of € 1.48 per share. 39.77% of ACS's shareholders opted for a cash payout.

Mergers, acquisitions, and transmission of shares

On 1 April 2023, IRIDIUM, the Group's concession operator, through its North American subsidiary ACS Infrastructure Development, Inc., agreed to purchase the remaining 21.62% of the North American company Blueridge Transportation Group (BTG), which is the concession operator of a 17 km segment of the SH 288 highway in Houston, Texas, which includes two toll lanes in each direction in the median. Following this acquisition, the Group's shareholding in this concession operator rose to 100%. The acquisition cost was USD 410.7 million. The purchase was completed on 18 September after the relevant authorisations were obtained.

On 27 July 2023, the Group and Mundys (formerly Atlantia) reached a new strategic collaboration agreement for Abertis with the main objective of strengthening its global leadership in transport infrastructure concessions, agreeing to promote an investment plan that will enable it to expand the portfolio of assets under management. The agreement also includes a new governance scheme. The Group also agreed to sell a 57% interest in the SH288 highway in Houston to Abertis for USD 1,532 million.

In December 2023, the sale was carried out for a price of € 1,423 million and generated a capital gain, net of fees and taxes, of € 180 million after obtaining the necessary authorisations.

On 27 October 2023, Abertis was awarded the tender for four new toll roads in Puerto Rico worth USD 2.85 billion. Abertis will be in charge of the refurbishment, operation and maintenance for the next 40 years. The shareholders will contribute € 1,300 million to finance this transaction in Puerto Rico, while

maintaining an optimal capital structure, in line with Abertis' commitment to maintain its credit rating. The transaction will also be financed with new bank debt and cash available in the company.

Loans, credits, and other financial operations

On 19 February 2023, ACS, Actividades de Construcción y Servicios, S.A. reached an agreement to extend the forward contract involving a total of 11,968,007 treasury shares, to be settled exclusively in cash by differences between 7 March 2024 and 2 August 2024 at a rate of 115,075 shares per session.

On 27 July 2023, ACS, Actividades de Construcción y Servicios, S.A. reached an agreement to extend the forward contract (which had been reported as inside information on 29 July 2022) involving a total of 12 million treasury shares, to be settled exclusively in cash by differences between 7 October 2024 and 6 March 2025 at a rate of 115,330 shares per session.

Likewise, on 25 September 2023, an agreement was reached to restructure this forward contract involving a total of 12,731,731 treasury shares, to be settled exclusively in cash by differences between 18 September 2024 and 26 February 2025 at a rate of 114,700 shares per session.

On 21 September 2023, ACS, Actividades de Construcción y Servicios, S.A. reached an agreement to restructure the forward contract (which had been reported as inside information on 21 December 2020, 4 March 2022 and 20 February 2023) involving a total of 12,705,666 treasury shares, to be settled exclusively in cash by differences between 27 February 2024 and 2 August 2024 at a rate of 115,117 shares per session.

Corporate Governance

On 23 March 2023, the directors Mr. Antonio García Ferrer and Mr. Miguel Roca Junyent, in order to collaborate in the restructuring of the Board of Directors so that the company can comply with the best standards of good governance, expressed during the meeting of the Board of Directors their desire not to stand for re-election at the next Shareholders' Meeting and, consequently, their resignation as directors of the company.

On 5 May 2023, the 2023 General Shareholders' Meeting was held, at which the following items, among others, were approved:

- The distribution of a dividend of € 2 per share out of profit for 2022.
- The appointment of the new independent directors, Lourdes Máiz Carro and Lourdes Fragua Gadea.

Other

On 23 March 2023, the ACS Board of Directors agreed to reduce the Issuer's share capital through the redemption of six million treasury shares.

Shareholding in Abertis

Abertis' contribution to the Group's net profit for the period amounted to €179 million, of which €119 million corresponded to ACS direct stake, and the remaining €60 million, to the indirect stake through Hochtief, once minority interests were deducted.

In the second half of 2023, Abertis made investments to strengthen its global leadership. These investments most notably include the purchase of 57% of the SH 288 from Iridium for USD 1,532 million as a result of the agreement reached between the Group and Mundys. In addition, on 17 October 2023, Abertis was awarded the tender for four new toll roads in Puerto Rico, through which it was granted the contract to refurbish, operate and maintain the road for the next 40 years. The concession payment offer was USD 2,850 million.

Net debt of Abertis, not including the debt of Abertis HoldCo, increased by €4,066 million to €25,875 million due mostly to these new investments in accordance with the growth strategy. Abertis shareholders agreed to strengthen the capital structure through a capital increase of €1,300 million, of which €650 million were committed by the Group (€390 million by ACS and €260 million by Hochtief).

Recent Developments

In compliance with the resolutions on shareholder remuneration approved by the shareholders at the Annual General Meeting held on 5 May, the final dividend was paid in February 2024 amounting to €0.457 per share. 35.45% of ACS's shareholders opted for a cash payout.

On 30 January 2024, in relation to the Supreme Court judgment handed down the previous day, which rules on the appeal filed by ACESA, a subsidiary of Abertis, in relation to the AP 7 agreement, ACS announced that the impact of this ruling on its consolidated financial statements is a loss of €14.5 million. This is accounted for in the 2023 financial results.

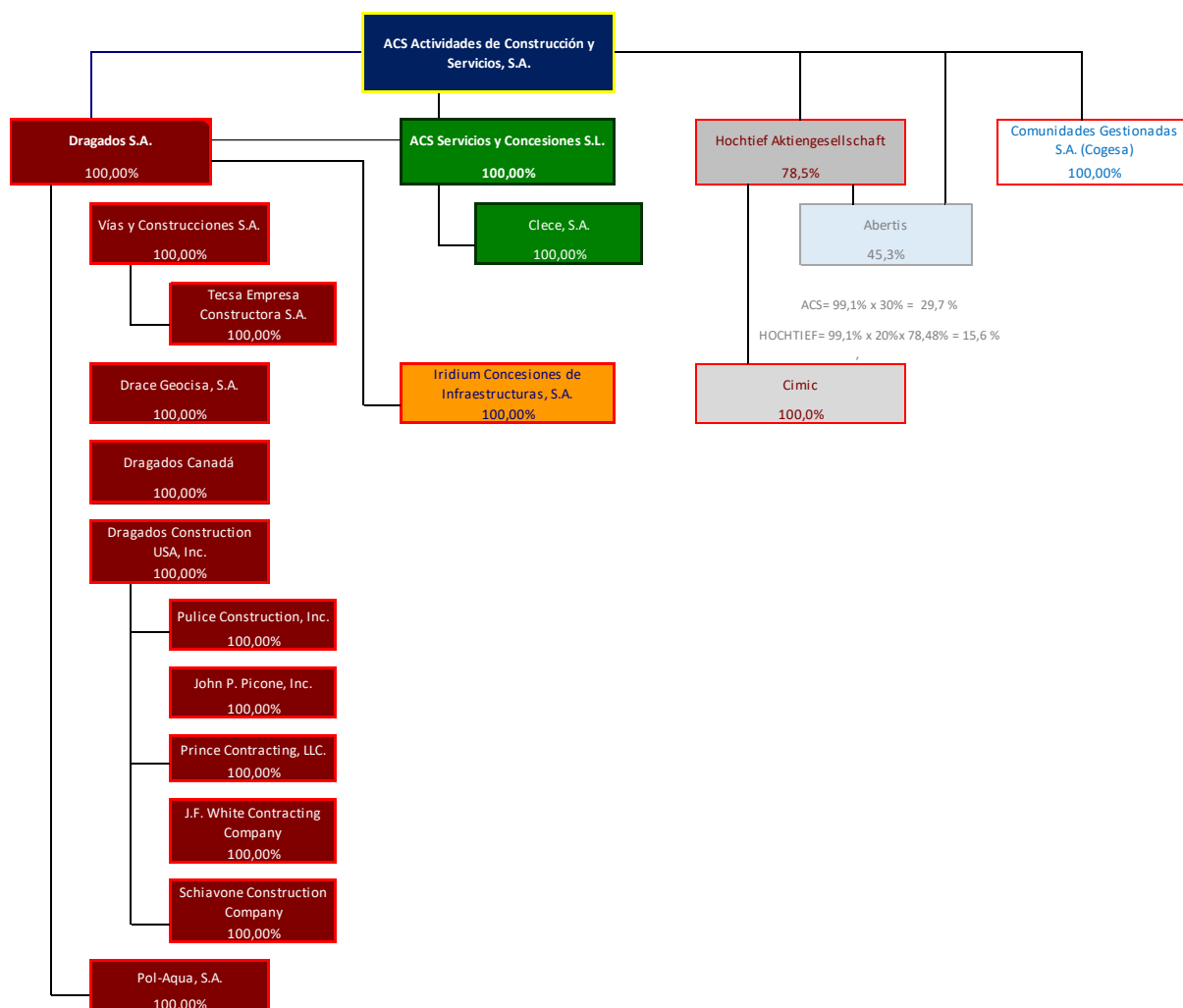
On 15 February 2024, the capital increase commitment of €650 million, approved by Abertis Holdco's shareholders before the end 2023, was paid out.

On 28 March 2024, the Texas Transportation Commission in the United States met to approve the creation of a Transportation Corporation and the possible early termination of the concession contract for the SH-288 highway, currently owned by the Group and Abertis, which has been operating since its inauguration in November 2020. The termination right retained by the concessionaire amounts to approximately USD 1,732 million. However, the Commission has announced that a six-month period will be opened before the decision, during which possible alternatives will be negotiated to avoid such an early termination and to take into account the interests of the State of Texas and the investor shareholders.

Organisational Structure

The Issuer is the parent company of the entities of which the Group is comprised, functioning as a holding company for each of the Group's subsidiaries. As at 31 December 2023, the Group comprised 902 companies, including the Issuer, 591 subsidiary companies, 127 associate companies and 183 joint ventures.

The organisational structure of the Group with its holding companies and their significant subsidiaries as at 31 December 2023 is summarised in the following diagram.



Share Capital and Major Shareholders

As at 31 December 2023, the Issuer's share capital is made up of 278,164,594 ordinary shares of €0.50 nominal value each, represented by book entries and forming a single class. As at the date of this Information Memorandum, the Issuer's share capital was of €135,832,297, represented by 271,664,594 shares, each with a nominal value of €0.50. The Issuer's share capital is fully subscribed and paid-up. The Issuer's shares are admitted to listing on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges (the "**Spanish Stock Exchanges**") and trade through the automated quotation system (*Sistema de Interconexión Bursátil*).

As at 31 December 2023, the following shareholders (excluding members of the Board of Directors) each held, directly or indirectly, 2% or more of the ordinary shares with voting rights of the Issuer:

Name or company name of the shareholder	% of direct voting rights	% of indirect voting rights	% of total voting rights
Mr. Alberto Cortina Alcocer.....	0	2.80	2.80
Mr. Alberto Alcocer Torra.....	0	2.39	2.39
Blackrock, Inc.....	0.81	5.16	5.97
Société Générale	6.58	0	6.58

Name or company name of the indirect shareholder	Held through: Name or company name of the direct shareholder	% of voting rights
Mr. Alberto Cortina Alcocer	Percacer, S.L.	1.48

Mr. Alberto Cortina Alcocer	Corporación Financiera Alcor, S.L.	0.17
Mr. Alberto Cortina Alcocer	Imvernelin Patrimonio, S.L.	1.15
Mr. Alberto Alcocer Torra.....	Comercio Y Finanzas, S.L.	1.07
Mr. Alberto Alcocer Torra.....	Corporación Financiera Alcor, S.L.	0.17
Mr. Alberto Alcocer Torra.....	Imvernelin Patrimonio, S.L.	1.15
Blackrock, Inc	Blackrock, Inc	5.16

Based on the information available to the Issuer, there is no individual or corporation that, directly or indirectly, through one or more intermediaries, exercises or may exercise any type of control over the Issuer. In addition, various independent directors are appointed to the Board of Directors and the Issuer has processes in place to monitor the purchase of its shares, including a policy in relation to maintaining treasury holdings, which complies with recommendations approved by the CNMV and which is reported on to the Audit Committee at regular intervals by the responsible person.

The table below sets out the number of ordinary shares with voting rights held by members of the Board of Directors of the Issuer as at 31 December 2023:

<u>Name or company name of the Board Member</u>	<u>% of direct voting rights</u>	<u>% of indirect voting rights</u>	<u>% of total voting rights</u>
José Luis Del Valle Pérez.....	0.12	0	0.12%
Javier Echenique Landiribar.....	0.02	0	0.02%
Pedro José López Jiménez.....	0	0.30%	0.30%
Florentino Pérez Rodríguez.....	0	14.16%	14.16%

The following table describes the indirect shareholdings by members of the Board of Directors of the Issuer as at 31 December 2023:

<u>Name or company name of the indirect shareholder</u>	<u>Held through: Name or company name of the direct shareholder</u>	<u>% of voting rights</u>
Pedro José López Jiménez.....	Fapin Mobi, S.L.	0.30%
Florentino Pérez Rodríguez.....	Rosán Inversiones, S.L.	14.16%

Percentage of total voting rights held by the Board of Directors: 14.46%

In addition, as at 31 December 2023, the following members of the Board of Directors had notified the CNMV of stock options:

<u>Name of Director</u>	<u>Number of Stock Options</u>
Florentino Pérez	500.000
José Luis del Valle Pérez	275.000

As at 31 December 2023, treasury shares held by the Issuer amounted to 17,558,400 (6.3% of total shares), with a face value of €0.50 each. This figure has subsequently been reduced by the amortisation of treasury shares detailed under "*Recent Developments*" above.

Management

Name or company name of the Board Member	Class of Board Member	Position on the Board	Date of first appointment	Date of last appointment	Appointment procedure	Main activities of the Board Member outside of the Issuer (as of 31 December 2023)
Antonio Botella García	Independent	Board member	2015-04-28	2023-05-05	Shareholder Resolution	
Emilio García Gallego	Independent	Board member	2014-11-13	2023-05-05	Shareholder Resolution	
Javier Echenique Landiribar	Proprietary	Board member	2004-05-20	2020-05-08	Shareholder Resolution	Vice Chairman Telefónica, S.A.
						Board Member Telefónica Audiovisual Digital, S.A.U.
						Board Member Grupo Calcinor
						Board Member Dragados, S.A.

José Eladio Seco Domínguez	Independent	Coordinating Member	2016-12-22	2021-05-07	Shareholder Resolution	
Juan Santamaría Cases	Executive	CEO	2022-05-06	2022-05-06	Shareholder Resolution	President Abertis, S.A.
						CEO Hochtief AG
						Board Member the Turner Corporation
						Executive Chair Cimic Group Limited
						Board Member Thiess Group Finance Pty Ltd
						Board Member Thiess Group Holdings Pty Ltd
						Board Member Thiess Group Finance Usa Pty Ltd
Mariano Hernández Herreros	Proprietary	Board member	2016-05-05	2020-05-08	Shareholder Resolution	Board Member ACS Servicios Y Concesiones, S.L.
						Board Member Dragados, S.A.
Pedro José López Jiménez	Other external	Vicepresident	1989-06-28	2023-05-05	Shareholder Resolution	Chairman of the Supervisory Board, Of The Human Resources Committee And Of The Nominations Committee Hochtief AG
						Chair Dragados, S.A.
						Board Member. Member of the Remuneration And Nominations Committee And The Ethics, Compliance And Sustainability Committee Cimic Group Limited
						Board Member. Director And Member of the Audit and Control Committee and of the Nominations and Remuneration Committee Abertis Infraestructuras, S.A.
						Board Member Abertis Holdco, S.A.
						Chair ACS Servicios y Concesiones, S.L.
						Chairman and CEO Flagoser, S.L.
						Director Representative Fidalser, S.L.
						Director Representative Fapin Mobi, S.L.
						Director Representative Centro Empresarial Calle Miguel Yuste, S.L.
						Sole director Locyxx Dos, S.L.
						Director Representative Fidalrent, S.L.
						Director Representative Fidalrent Sky Park, S.L.
						Director Representative Fidalrent Residencial, S.L.
						Director Representative Residencial Tres Cantos, S.L.
						Director Representative Maf Inversiones, S.A.
Carmen Fernández Rozado	Independent	Board member	2017-02-28	2021-05-07	Shareholder Resolution	Board Member EDP (Energías De Portugal)
Catalina Miñarro Brugarolas	Independent	Board member	2015-04-28	2023-05-05	Shareholder Resolution	Board Member Mapfre, S.A.

						Board Member Mapfre España
						Board Member Mapfre Internacional
Florentino Pérez Rodríguez	Executive	President Executive	1989-06-28	2023-05-05	Shareholder Resolution	Sole Director Rosan Inversiones, S.L.
José Luis Del Valle Pérez	Executive	Secretary - Board member	1989-06-28	2023-05-05	Shareholder Resolution	Member of the Supervisory Board Hochtief AG
						Board Member/Secretary Dragados, S.A.
						Board Member Cimic Group Limited
						Joint and Several Director Del Valle Inversiones, S.A.
						Joint and Several Director Sagital, S.A.
						Board Member/Secretary ACS Servicios Y Concesiones, S.L.
Lourdes Fraguas Gadea	Independent	Board member	2023-05-05	2023-05-05	Shareholder Resolution	Board Member Mirto Corporación Empresarial
						Board Member Cofares Diversificación, S.L.
						Board Member Grupo Oesia
Lourdes Máiz Carro	Independent	Board member	2023-05-05	2023-05-05	Shareholder Resolution	Board Member Banco Bilbao Vizcaya Argentaria, S.A.
María José García Beato	Independent	Board member	2015-04-28	2023-05-05	Shareholder Resolution	Board Member Banco de Sabadell, S.A.
			2014-11-13	2023-05-05		Board Member Iberpapel Gestión, S.A.
			2004-05-20	2020-05-08		Board Member Mdf Family Partners, S.A.
María Soledad Pérez Rodríguez	Proprietary	Board member			Shareholder Resolution	Board Member ACS Servicios Y Concesiones, S.L.

The business address of each of the Members of the Board of Directors of the Issuer is Avenida Pío XII, 102, 28036, Madrid, Spain.

Senior Management

The Board has delegated some of its powers to the following committees:

Executive Committee

The Executive Committee is made up of the Chairman of the Board of Directors, one or both Vice-Chairmen, Board Members appointed by the Board of Directors for such purpose and the Secretary to the Board of Directors (who is entitled to participate in, but not to vote at, meetings of the Executive Committee).

The Executive Committee meets as often as it is convened by its Chairman, on his or her own initiative or at the request of at least two of its members.

The Executive Committee exercises the same powers as those of the Board of Directors, with the exception of those powers that may not be delegated to the Executive Committee by law or under the Issuer's by-laws.

The following table describes the composition of the Executive Committee at the date of this Information Memorandum:

<u>Name</u>	<u>Position</u>	<u>Type</u>
Florentino Pérez Rodríguez	Chairman	Executive
Juan Santamaría Cases	CEO	Executive
Javier Echenique Landiribar	Member	Proprietary
Pedro José López Jiménez	Vice Chairman	Other External

<u>Name</u>	<u>Position</u>	<u>Type</u>
Carmen Fernández Rozado	Member	Independent

Management Committee

The Management Committee is a non-statutory internal body, formed by members of the main companies of the Group and their affiliates, with the purpose of giving such executives the opportunity to meet to discuss professional experiences and to find solutions to management issues of the Group generally.

The following table describes the composition of the Management Committee (*Comité de Dirección*) of the Issuer as at the date of this Information Memorandum:

<u>Management Committee Member</u>	<u>Position in the Issuer</u>
Florentino Pérez Rodríguez	Chairman
Juan Santamaría Cases	CEO
José Luis del Valle Pérez	Secretary General
Ángel García Altozano	Corporate General Manager
Eugenio Llorente Gómez	Industrial Project General Manager

Audit Committee

The Audit Committee is comprised of a minimum of three and a maximum of five members appointed by the Issuer's Board of Directors from amongst its members.

The following table describes the composition of the Audit Committee of the Issuer as at the date of this Information Memorandum:

<u>Name</u>	<u>Position</u>	<u>Class</u>
José Eladio Seco Domínguez	Chairman	Independent
Carmen Fernández Rozado	Member	Independent
Emilio García Gallego	Member	Independent
Catalina Miñarro Brugarolas	Member	Independent
María Soledad Pérez Rodríguez	Member	Proprietary

According to the new Board of Directors' Regulations the responsibilities of the Audit Committee include:

As pertains to oversight of the financial and non-financial information:

- (a) To inform the General Shareholders' Meeting of matters envisaged in relation to those issues which are the competency of the Committee, and in particular, of the result of the audit, explaining how it contributed to the integrity of the financial information, and the role which the Committee played in that process.
- (b) To supervise and evaluate the preparation and presentation of ACS', and where applicable the Group's, financial and non-financial information, reviewing compliance with regulatory requirements and ensuring the adequacy of the consolidation scope defined and appropriate application of accounting criteria and, in particular, being aware of, understanding and supervising the effectiveness of the internal financial information control system (SCIIF). The Committee may present recommendations or proposals to the Board of Directors, with the aim of safeguarding the integrity of the financial information.
- (c) To provide the Board of Directors with prior notice about the financial information and the management report, which shall include, where appropriate, the mandatory non-financial information that ACS is required to publish periodically.
- (d) To ensure that the financial statements that the Board of Directors presents to the General Shareholders' Meeting are prepared in accordance with accounting regulations and that, in those cases in which the auditor has included a provision in his audit report, the Chairman of the Audit Committee clearly explains to the General Shareholders' Meeting the opinion of the Audit Committee regarding its content and scope, making a summary of this opinion available to the

shareholders at the time of publication of the call to the Meeting, together with the rest of the proposals and reports of the Board.

As pertains to the oversight of the internal control and internal audit:

- (e) To oversee the efficiency of ACS' internal control, ensuring that the policies and systems established in the area of internal control are effectively applied in practice, and the internal audit, as well as to discuss with the account auditor any significant weaknesses in the internal control system detected during the audit process, without infringing its independence, drawing conclusions as to the level of trustworthiness and reliability of the system. For these purposes, where necessary, the Audit Committee may present recommendations or proposals to the Board of Directors and indicate the corresponding period of time for follow-up of these recommendations.
- (f) To oversee the independence of the internal audit unit; propose the selection, appointment and removal of the head of the internal audit department; propose the budget for the service; approve the orientation and the annual work plan of the internal audit, ensuring that activities are directed principally toward key risks for ACS (including the reputational ones); receive regular information on internal activities; ensure that senior management takes the conclusions and recommendations of its internal audit reports into consideration; and annually assess the workings of the internal audit unit and the performance of its duties by the person responsible for the unit.
- (g) To establish and oversee a mechanism that allows employees and other persons related to ACS, such as Directors, shareholders, suppliers, contractors or subcontractors, to confidentially report any potentially significant irregularities including financial and accounting irregularities, or irregularities of any other nature, related to ACS that they may identify within ACS or the Group, by receiving regular information on its operation and being able to propose the appropriate actions for its improvement and future risk reduction.

As pertains to the oversight of risk management and control:

- (h) To supervise and evaluate the effectiveness of financial and non-financial risk management systems relating to ACS and the Group, including operational, technological, legal, social, environmental, political and reputational or corruption-related systems.
- (i) At least once a year, to reassess the list of most significant risks, both financial and otherwise, and evaluating their tolerance level, proposing adjustments to the Board of Directors where necessary. For these purposes, the Committee shall, at least once a year, hold a meeting with the heads of the various business lines, for those managers to explain trends in their line of business, and the associated risks.
- (j) To directly oversee the performance of the internal control and risk management functions carried out by any unit or Department of ACS.

In relation to the external auditor:

- (k) To feed back to the Board of Directors any proposals for the selection, appointment, re-election and replacement of the external auditor, taking responsibility for the selection process, and for the conditions of their engagement, and for this purpose, the Committee must:
 - (i) define the process for selection of the auditor; and
 - (ii) issue a reasoned proposal containing at least two alternatives for auditor selection, except in cases of re-election of the same auditor.
- (l) To regularly gather information from the external auditor regarding the audit plan, its execution and any other issues relating to the account auditing process – in particular, any disagreements which arise between the account auditor and ACS' management, as well as to preserve its independence in the exercise of its functions.
- (m) To establish the appropriate relationships with the external auditor for the purpose of receiving information on any matter which may compromise its independence, for examination by the

Committee, and any other matter relating to the process of auditing the accounts and, where necessary, authorization of services other than those which are prohibited, in the conditions set forth in the applicable legislation, as any other 23 communications prescribed by the legislation in account auditing and in the auditing standards.

In any case, ACS must receive an annual declaration from the external auditors regarding their independence vis-à-vis the entities directly or indirectly related to ACS, together with information on additional services of any kind provided and the related fees received from these companies by the external auditor or by persons or entities related thereto, in accordance with the audit legislation in force.

- (n) To issue annually, prior to the issue of the auditors' report, a report in which it gives its opinion on the independence of the auditor. In any case, this report should inform on the provision of the additional service referred to in the previous section, individually and globally considered, other than the legal audit and in relation with the independence system or the audit regulations.

Should the external auditor resign, examine the circumstances leading to such decision.

- (o) Ensure that the remuneration of the external auditor does not compromise its quality or independence, and establish a guideline cap on fees that the auditor can be paid, each year, for services other than auditing.
- (p) Ensure that ACS notifies any change of auditors through the CNMV, accompanied by a statement of any disagreements arising with the outgoing auditors and, if any, of their content.
- (q) Ensure that the external auditor holds an annual meeting with the Board of Directors to inform it of the work performed and of the evolution of ACS' accounting situation and risks.
- (r) Ensure that ACS and the external auditor comply with the applicable laws regarding the provision of services other than auditing services, restrictions on the concentration of the external auditor's business, and, in general, with other laws stipulated to safeguard the independence of auditors.
- (s) To perform a final assessment regarding the auditor's performance, and how they have contributed to the quality of the audit and the integrity of the financial information.

Other roles:

- (t) Report on Related-Party Transactions to be approved by the General Meeting or the Board of Directors and supervise the internal procedure established by the Company for those whose approval has been delegated by the Board in accordance with the applicable regulations.
- (u) To report to the Board of Directors on all matters where so required by law, the By-laws and the Board Regulations, in particular with regard to:
 - (i) the economic conditions and the impact on accounting matters and, where applicable, on the proposed exchange ratio, of structural and corporate modifications which ACS plans to carry out; and
 - (ii) the creation or acquisition of investments in special purpose vehicles registered in countries or territories listed as tax havens.

The stipulations of paragraphs k), l), m) and n) above apply without prejudice to prevailing legislation governing auditing.

In addition to the above responsibilities, the Audit Committee is also responsible for the compliance with corporate governance and sustainability in environmental and social matters, with the following duties corresponding thereto:

- (v) Supervising compliance with the rules of corporate governance and the internal codes of conduct of ACS, as well as ensuring that the corporate culture is aligned with its purpose and values.

- (w) Supervising the application of the general policy regarding the communication of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, voting advisors and other interest groups. The way in which ACS communicates and engages with small and medium sized shareholders will also be monitored.
- (x) The evaluation and periodic review of the ACS' system of corporate governance and its environmental and social policy, in order to ensure that it fulfils its mission of furthering the corporate interest and takes into account, as appropriate, the legitimate interests of other stakeholders.
- (y) Ensuring that ACS' environmental and social practices are in line with the defined strategy and policy.
- (z) Supervising and assessment of the relationship processes with the different groups of interest.

Appointment Committee

The Appointment Committee is made up of a Chairman and a minimum of two members appointed by the Board of Directors from among its members. At least two of the members, as well as the Chairman of this Committee, must be independent Board members. The Appointment Committee must meet at least twice a year.

The following table describes the composition of the Appointment Committee of the Issuer as at the date of this Information Memorandum:

<u>Name</u>	<u>Position</u>	<u>Class</u>
Catalina Miñarro Brugarolas	Chairman	Independent
Mariano Hernández Herreros	Member	Proprietary
Javier Echenique Landiribar	Member	Proprietary
Carmen Fernández Rozado	Member	Independent
Pedro José López Jiménez	Member	Other External
Lourdes Maiz Carro	Member	Independent
María José García Beato	Member	Independent

According to the new Board of Directors Regulations, the responsibilities of the Appointment Committee include:

Regarding the members of the Board of Directors:

- (a) To evaluate the capabilities, expertise and experience required by the Board of Directors. For these purposes, the Appointments and Remuneration Committee shall define the necessary skills and abilities of the candidates to cover any vacancy and shall evaluate the time and dedication required to discharge the related duties effectively, ensuring that non-executive Directors have sufficient time available to perform their duties properly.

For these purposes, the Committee shall prepare and periodically update a matrix with the necessary competences of the Board that defines the skills and knowledge of the candidates for Directors, especially those of executives and independent Directors.

- (b) To make proposals to the Board of Directors for the appointment of independent Directors by co-option or by approval at the Shareholders' General Meeting, as well as proposals for the re-election or removal of such Board Members by the Shareholders' General Meeting.
- (c) Verify the category of Directors on an annual basis.

Regarding the selection of Directors and Senior Management:

- (d) To make proposals for the appointment of other Board Members by co-option or by approval at the Shareholders' General Meeting, as well as proposals for the re-election or removal of such Board Members by the General Shareholders' Meeting.

- (e) To make proposals for the appointment of the remaining Directors for their appointment by co-option or for their submission to the decision of the General Shareholders' Meeting, as well as proposals for their re-election or separation by the General Meeting.
- (f) To make proposals for appointing and separating Senior Management, especially those who will form part of the Group Management Committee and to propose the basic terms and conditions of their contracts, in coordination, if necessary, with the Remuneration Committee.
- (g) Periodically checking the criteria for selecting Directors.

Regarding the positions of the Board:

- (h) Reporting the proposals for the appointment of the Chairman and, where appropriate, Vice-chairman of the Board.
- (i) Reporting the proposals for appointing the Secretary and, if applicable, the Deputy Secretaries of the Board of Directors.
- (j) Proposing, if applicable, the appointment of the coordinating Director.
- (k) Examining and organizing the succession of the Chairman of the Board of Directors and the first ACS executive and, if applicable, making proposals to the Board of Directors for said succession to take place in an orderly and planner manner, making a succession plan to this end.

Other functions:

- (l) Lead, in coordination with the Chairman of the Board and with the collaboration, where appropriate, of the coordinating Director, the annual assessment of the Board regarding the operation and composition of the same, its Committees and the Directors of ACS.
- (m) Periodically design and organise knowledge update programmes for Directors, in coordination, if necessary, with the Remuneration Committee.
- (n) To ensure that potential conflicts of interest do not adversely affect the independence of external advice provided to the Committee.

Remuneration Committee

The Remuneration Committee is made up of a Chairman and a minimum of two members appointed by the Board of Directors from amongst its members. At least two of the members, as well as the Chairman of this Committee, must be independent Board members. The Remuneration Committee must meet at least twice a year.

The following table describes the composition of the Remuneration Committee of the Issuer as at the date of this Information Memorandum:

<u>Name</u>	<u>Position</u>	<u>Class</u>
Antonio Botella García	Chairman	Independent
Emilio García Gallego	Member	Independent
María Soledad Pérez Rodríguez	Member	Proprietary
Lourdes Fraguas Gadea	Member	Independent
José Eladio Seco Domínguez	Member	Independent

According to the new Board of Directors Regulations the responsibilities of the Remuneration Committee include:

- (a) To report to the Board of Directors on the individual determination of the remuneration of each Director in his capacity as such within the framework of the Articles of Association and the remuneration policy, as well as on the individual determination of the remuneration of each Director for the performance of the executive functions attributed to him within the framework of the remuneration policy in accordance with the provisions of his contract.

- (b) To make proposals on the distribution of the overall remuneration agreed upon by the shareholders at the General Meeting, between the members of the Board of Directors.
- (c) To make proposals on individual remuneration and other contractual conditions for members of the Executive Board, as well as to propose the basic terms and conditions of the contracts of the Senior Management on remuneration, on coordination, as necessary, with the Appointments Committee, checking that they are consistent with the applicable remuneration policies.
- (d) To propose long-term plans that may be established in accordance with share value, such as stock option plans.
- (e) Periodically review the remuneration policy applied to Board Members and Senior Management, including share-based remuneration systems and their application, if any, and to provide assurance that individual remuneration is proportionate and in line with the compensation paid to other Directors and Senior Management of ACS.
- (f) To verify information on the remuneration of Board Members and Senior Management contained in the different corporate documents, including the Annual Report on Board Members' Remuneration.
- (g) To ensure that potential conflicts of interest do not adversely affect the independence of external advice provided to the Committee.

Insofar as may be necessary, and with any necessary adaptations, the functioning of the Appointments and Remuneration Committees is governed by the provisions of the rules regulating the functioning of the Board of Directors.

Employees

As at 31 December 2023, the Group employed a total of 135,419 people. The following table sets out a breakdown, by business unit, of the Group's employees as at 31 December 2022 and 31 December 2023:

	31/12/2022	31/12/2023
Construction	47,400	52,071
Concessions	415	469
Services	80,705	82,651
Corporation and others*	201	228
Total	128,721	135,419

* Includes employees of ACS Actividades de Construcción y Servicios, S.A. and those managing real estate, energy and water assets.

Conflicts of Interest

There exist no conflicts of interest between the administrative, management and supervisory bodies of the Issuer and there exist no potential conflicts of interest between any duties to the issuing entity of any members of such administrative, management or supervisory bodies and their private interests and/or other duties.

Transactions with Related Parties

All related-party transactions executed in the financial year ended 31 December 2022 and up to the date of this Information Memorandum were undertaken in the ordinary course of business of the Issuer and were performed on an arm's-length basis.

Litigation

In the course of its business activities, the Group is subject to contingent liabilities of various types arising from litigation or administrative or contentious proceedings, which the Directors consider it is reasonable to consider will not have a material effect on the Group's economic and financial position or solvency, and provisions have been made for such liabilities insofar as they may have a material adverse effect.

Although there are a number of outstanding lawsuits, the Issuer believes that such lawsuits, except those outlined in this section, are for non-material amounts when considered individually based on the size of the Group.

Periodic changes to these provisions are made based on an analysis of the lawsuits or claims in progress, according to the reports prepared by the legal advisers of the Group. As in the case of provisions for taxes, these amounts are not updated to the extent that the time at which the risk arises or disappears depends on circumstances linked to judgments or arbitration, meaning it is impossible to determine the date on which they will be resolved. Additionally, these provisions are not derecognised until the judgments handed down are final and payment is made, or until there is no doubt as to the disappearance of the associated risk.

Metro de Lima

In connection with the concession contract for the Lima Metro Line 2 Project in Peru, the concession company Metro de Lima Línea 2, S.A. (in which Iridium Concesiones de Infraestructuras, S.A. holds 25% of the shares) filed the following requests for arbitration:

ICSID Arbitration 1: On 16 January 2017, a request for arbitration against the Republic of Peru (Ministry of Transport and Communications) before the International Centre for Settlement of Investment Disputes between States and Nationals of other States ("**ICSID**") for serious breach by the Republic of Peru of the concession agreement mainly consisting of: (i) the failure by the Concession Area to make delivery under the terms and conditions established in the concession agreement, and (ii) the lack of approval and delayed approval of the Detailed Engineering Studies ("**ICSID 1**"). In 2018, several briefs were filed requesting an extension of the term of execution of the Project works and compensation for damages in excess of USD 700 million, which include damages incurred by different participants in the Project (concession operator, construction group, rolling stock supplier, etc.). The Republic of Peru dismissed the claims made and included a counterclaim against the concession operator, claiming an amount in excess of USD 700 million for socio-economic and environmental damage. Both the claim brought by the concession operator against Peru and the counterclaim by Peru against the concession operator have been consolidated into a single arbitration process with the ICSID. The process has followed its normal course: in the first half of May 2019, the evidentiary hearing was held in Washington, where various witnesses gave their testimony, two rounds of briefs were presented during June and July 2019 in relation to issues raised during the evidentiary hearing, and final pleadings were presented by both the concession operator and the State of Peru on 20 September 2019. On 6 July 2021, the Court issued a partial award through the "Decision on Jurisdiction and Liability", which dismissed the counterclaim of the Republic of Peru and upheld virtually all of the claims of the concession operator, with the final award yet to be handed down on the amount of damages and costs of the proceedings. In particular, the Decision declares that (1) the Republic of Peru has breached its obligation to deliver most of the Areas of Stage 1A and all of the Areas of Stages 1B and 2 within the periods agreed, and (2) the Republic of Peru has breached its contractual obligations regarding the procedure for overseeing and approving the Detailed Engineering Studies, and that the Republic of Peru has failed to properly exercise its contractual supervisory role. As regards damages due to delays, the claim for damages due to delays in relation to Stages 2 and 1B is fully upheld and partially upheld for Stage 1. On 11 August 2021, the Court issued Procedural Order No. 8 instructing the experts of the concession operator and of Peru to perform additional calculations based on the findings set forth in the Decision. On 11 October 2021, following the Court's procedural order, based on the delays determined by the Court in the Decision, the concession operator reduced its claim from USD 109 million to USD 84.7 million and the other members of the consortium other than the concession operator also made an adjustment to the damages initially claimed. On 30 December 2021, the concession grantor submitted to the Court its response to the concession operator's adjusted damage calculations, rejecting most of these damages and submitting much lower alternative calculations. On 31 January 2022, the Parties submitted a joint WACC Calculator to the Arbitral Tribunal and, subsequently, each party has submitted its own "instructions" for using the Calculator. The Arbitral Tribunal sent a notice on 27 June 2023 inviting the parties to file their written submissions on court costs. The award for damages is expected to be issued in the second quarter of 2024.

ICSID Arbitration 2: On 2 August 2021, the concession operator filed a new request for arbitration against Peru with the ICSID Secretariat, following the expiration of the 6-month period for direct negotiations as required by the concession agreement. As in the case of ICSID 1, this claim is mainly for serious breach by the Republic of Peru of the Concession Agreement for (i) the failure by the Concession Area to make delivery, and (ii) the lack of approval and delayed approval of the Detailed Engineering Studies under the

terms and conditions established in Addendum 2 to the Concession Agreement, and the updated cost overruns, and harm and loss incurred after the cut-off dates considered in ICSID 1 ("**ICSID 2**"). The concession operator finished appointing its experts and on 16 May 2022 the Secretary-General of the ICSID reported that the three arbitrators had accepted their corresponding appointments and that, therefore, the Arbitral Tribunal was duly constituted and the procedure initiated. The first session of the Tribunal was held on 17 June 2022 and an agreement was reached for Procedural Order no. 1, which regulates, among other matters, the procedural timetable. On 16 December 2022, the concession operator filed a Statement of Claim with the ICSID. The Republic of Peru submitted the Counter-Memorial on 2 October 2023.

ICSID Arbitration 3: On 15 November 2021, the concession operator filed a new request for arbitration against Peru with the ICSID Secretariat, following the expiration of the 6-month period for direct negotiations as required by the concession agreement. The claim filed against Peru is regarding the dispute over (i) the lack of approval of the Polynomial Formulas for the adjustment to the Work Progress and Provision Progress, (ii) the delay in the certification and payment of the adjustments arising from the application of these Polynomial Formulas, and (iii) the economic and financial loss due to the delay in payment of the adjustments ("**ICSID 3**"). The expert has prepared the draft preliminary expert report, which is currently being reviewed by the working group. On 11 April 2023, the ICSID Secretary General reported that the three arbitrators had accepted their respective appointments, for which reason the Arbitration Court was duly constituted and the procedure initiated. On 29 May 2023, the first session of the Arbitral Tribunal was held. The concession operator submitted the Claim Memorial on 23 September 2023.

Radial Highways III and V

In relation to the Group's investment in Alazor (highways R3 and R5), on 10 March 2023, Alazor Inversiones, S.A.'s creditor funds and banks entered into a settlement agreement with ACS, Actividades de Construcción y Servicios, S.A.; Desarrollo de Concesiones Viarias Uno, S.L.; Autopistas, C.E.S.A.; and Iberpistas, S.A., in the presence of the insolvency administrators, with respect to all the proceedings relating to successive lawsuits filed by Alazor's financial creditors against said shareholders and guarantors (the "**Settlement Agreement**").

The lawsuits that were the subject of the Settlement Agreement are the following:

First, the declaratory judgment filed in May 2019 by Haitong Bank S.A. Sucursal en España, acting as an agent of the financial syndicate, invoking section 4.8 of the Support Agreement, in which it is sued for the direct payment of € 562.5 million plus interest (of which € 132.8 million plus interest related to the ACS Group). Court of the First Instance No. 26 of Madrid found in favor of the plaintiffs in a judgment dated 2 November 2021, ruling against Alazor's shareholders and their respective guarantors. The plaintiffs filed an appeal on 20 December 2021, which is to be ruled on by the Madrid Provincial Appellate Court. The Provincial Court of Madrid ruled in favor of the joint request of the signatories of the Settlement Agreement in order to agree on the termination of this lawsuit through an out-of-court settlement and without a requirement that court costs be paid through an order dated 23 November 2023. The Litigation was thus terminated for ACS, the CV1, Autopistas e Iberpistas, and continued only for the funds and for Sacyr.

Second, the declaratory action filed in January 2019 by the creditor funds and banks invoking section 2 and section 5 of the Support Agreement to claim contributions in favor of Alazor for excessive expropriation costs and compliance with refinancing ratios, for a total amount of € 757 million plus interest (of which € 169 million would relate to the Group). Court of the First Instance no. 13 of Madrid dismissed the lawsuit in its entirety through a judgment dated 7 November 2022, acquitting the shareholders and guarantors. The funds filed an appeal on 13 December 2022, which the Court deemed filed on 15 June 2023, although the records have not yet been forwarded to the Madrid Provincial Court. In this case, the request for the termination because of an out-of-court settlement in accordance with the Settlement Agreement was filed with the Court on 15 March 2023, and a ruling on it was pending, following the holding of a hearing.

Third, the claim filed by the shareholders and guarantors before Court of the First Instance No. 51 of Madrid for damages caused after the Provincial Court's revocation of the enforcement order issued in February 2014 in the first lawsuit relating to section 4.8 of the Support Agreement. The Court found in favor of the respective request for termination through an order dated 21 March 2023.

Radial Highway II

In relation to the Group's investment in Irasa (R2 toll road), through a declaratory action of which notice was served in September 2019, the creditor funds invoked sections 2.1.2 and 2.1.4 of the Shareholders' Commitment Agreement to claim the payment of € 471.8 million of principal, plus € 79.7 million in interest (of which € 165.1 million and € 27.9 million would correspond to the Group, respectively), for excessive construction and expropriation costs, as well as contingent contributions. This claim was dismissed, with in order to pay court costs, by Madrid Court of the First Instance no. 37 through a judgment dated 14 July 2022. In the appeal against this ruling filed by the funds, the court also ruled against the plaintiffs, with an order to pay court costs, which was ruled on by Section 10 of the Madrid Provincial Court through a judgment dated 21 December 2023. The funds have filed a cassation appeal against the latter judgment (the National Court deemed it filed on 12 February 2024). The parties were awaiting a decision by the Admissions Section of the First Division of the Supreme Court on whether it would grant leave to proceed.

With regard to the insolvency proceedings, it should be noted that the insolvency proceedings of Henarsa, Irasa, Accesos de Madrid and Alazor were all declared fortuitous. The insolvency administrations of Henarsa and Accesos de Madrid handed over the operation of the R2, R3 and R5 motorways to the State by deeds dated 28 February and 9 May 2018, respectively, and management is carried out by the Ministry of Public Works through SEITTSA (the State-owned land transport infrastructure company), by virtue of an agreement signed in August 2017 which has been extended until 2022, and was once again extended until 2032.

CNMC Resolutions

On 1 October 2018, a claim was brought against Dragados and other companies for possible infringements of Section 1 of the Spanish Competition Law (*Ley de Defensa de la Competencia*) and Article 101 of the Treaty on the Functioning of the European Union consisting of agreements and exchanges of information between these companies on tenders carried out by the various public authorities in Spain for the construction and refurbishment of infrastructure and buildings. On 16 July 2020, the claim was declared to have lapsed, although on 6 August 2020, a new claim was brought in relation to the same events as of those referred to in the lapsed claim. On 16 September 2020, Dragados filed an appeal for judicial review against the ruling ordering the opening of a new claim, which was admitted on 9 October 2020, with the claim being filed on 16 December 2020. On 6 July 2021, the Competition Division of Spain's National Markets and Competition Commission (*Comisión Nacional de los Mercados y la Competencia – CNMC*) served notice of a draft ruling on the new claim with a proposed penalty of € 58 million, indicating that Dragados could also be banned from entering into contracts with public authorities. The corresponding pleadings have been submitted against this preliminary ruling. On 15 July 2022, the CNMC served notice that a ruling had been handed down imposing a fine of € 57.1 million on Dragados. This fine was appealed before the National Court and on 19 January 2023, the National Court handed down its decision to suspend payment of the fine in exchange for the provision of a guarantee, which occurred in February 2023. Dragados and its external advisers consider that the action that was the subject of the sanction is not unlawful and did not restrict competition, and that the fine is disproportionate and lacking merit. The Group's Management considers that the final ruling on this matter is unlikely to have a significant effect on the Group.

There are other litigation proceedings in which the subsidiary HOCHTIEF is involved, including:

Rastatt Tunnel Project

A joint venture, formed by Ed. Züblin AG and HOCHTIEF Solutions AG with equal participation, is constructing the Rastatt tunnel on behalf of DB Netz AG as part of the expansion and new construction of the rail route Karlsruhe – Basel. On 12 August 2017, the eastern tunnel, which had already been partly built in the area underneath the existing and operating Rheintalbahn railway, suffered an accident which caused a subsidence on the surface of the construction site and required closure of the Rheintalbahn railway. The site was secured, the damaged railway lines were restored and the Rheintalbahn railway was reopened on 1 October 2017.

The accident caused physical damage to the tunnel structure as well as financial damage due to the Rheintalbahn railway closure. Both the amount for the physical damage and the amount of financial damage are still disputed between the involved parties as well as the relevant insurance companies (e.g., construction insurer, liability insurers). To clarify the cause of the accident and the responsibility for its occurrence, the joint venture and DB Netz AG have agreed to an extrajudicial dispute resolution process, which is ongoing.

Antitrust administrative offence proceedings against HOCHTIEF Europe GmbH (formerly known as HOCHTIEF Solutions AG)

In a fining decision dated 25 May 2022, the German Federal Cartel Office ("FCO") imposed a fine against HOCHTIEF Europe GmbH and its client Aktien-Gesellschaft der Dillinger Hüttenwerke for concluding illegal agreements within the context of award procedures. Following the FCO's allegations, HOCHTIEF Europe GmbH initiated a comprehensive internal investigation. Further, HOCHTIEF Europe GmbH filed an application under the FCO's leniency program to cooperate with the FCO throughout the proceedings. The cooperation with the FCO led to a significant reduction of the fine in the initially issued fining decision. However, during the settlement negotiations with the FCO, HOCHTIEF Europe GmbH did not agree to a settlement based on its legal assessment of the facts.

Upon receiving the fining decision, HOCHTIEF Europe GmbH promptly filed an appeal against the fining decision and the findings on which it was based. The fining decision is therefore not legally binding and the Düsseldorf higher regional court will review and decide on the case.

HOCHTIEF Europe GmbH has taken the investigations as an opportunity to fundamentally review its antitrust compliance program and has taken further precautions to ensure that employees conduct themselves in every respect in accordance with German and European antitrust law. This was recognized by the FCO and considered as part of the overall assessment to reduce the fine.

Nastasi & Associates

Nastasi & Associates ("**Nastasi**") filed a civil action in the United States District Court for the Southern District of New York ("**SDNY**") in January 2019. The Complaint filed by Nastasi attempted to draw an indirect link between the failure of Nastasi's business and the actions of indicted former employees of Turner and Bloomberg. On February 15, 2024, the District Court granted Turner's and the other defendants' motion for summary judgment and ordered that the claims against Turner and the other defendants be dismissed. Nastasi has filed a notice of intent to appeal the SDNY's decision.

C470 Colorado

In the HOCHTIEF Americas division, risk relating to design issues significantly impacted the C470 project in Colorado, USA, which entailed Flatiron adding tolled express lanes in each direction and replacing or widening bridges along a 20-kilometre-long segment of the C470, and reconstructing the interchange with the I-25. Flatiron claimed the reimbursement of cost increases.

A jury trial verdict was issued on 23 February 2024 on the C470 Project in the federal court in the District of Colorado in favour of the designer Aecom Technical Services, Inc. ("**ATS**"), which awarded ATS USD 5,259,105 in damages. There are ongoing legal proceedings in state court, and other avenues, including an appeal, are being considered as at the date of this Information Memorandum.

New Champlain Bridge

Together with its partners, Flatiron completed the New Champlain Bridge corridor project in Montreal, Canada. The joint venture was responsible for the construction of a new bridge over the St. Lawrence River. Construction was affected by a crane operator strike in 2018 and several design issues. As it was not possible to reach agreement with the client on the claims involved, the joint venture has been pursuing claims against the client in court since October 2021. Separately, the joint venture is in settlement discussions with the designer regarding the design issues. However, to preserve its limitation rights, the joint venture filed its claim in court against the designer on 8 March 2024 while settlement discussions are ongoing.

Regulatory Investigations

In February 2012, CIMIC announced to the ASX that it had reported to the Australian Federal Police ("**AFP**") a possible breach by employees within the Leighton International business of its Code of Ethics. The AFP began investigating the Group's international operations. In March 2014, the Australian Securities and Investments Commission ("**ASIC**") commenced a formal investigation relating to the abovementioned AFP investigations. In March 2017, ASIC advised CIMIC that its investigation has concluded and it will take no further action. Further, CIMIC had become aware that the UK Serious Fraud Office ("**SFO**") and

the U.S. Department of Justice ("**DOJ**") were inquiring into related matters. The SFO announced that it had charged individuals, neither of whom are employees of CIMIC, and a company, which is not a member of the CIMIC Group, with offences. On 19 July 2019, the SFO announced that one individual had pleaded guilty to charges. Following trials in 2020 and 2021 the individuals were convicted on some charges. However, some of those convictions have since been overturned on appeal. None of the juries' guilty findings relate to charges involving the CIMIC Group company contracts. In March 2019, CIMIC entered into an investigation agreement with the DOJ. In October 2019, the DOJ announced that in March 2019, three individuals not employed by CIMIC pleaded guilty to a charge of conspiracy to violate the Foreign Corrupt Practices Act. The DOJ has announced that another individual (not employed by CIMIC) has entered into a non-prosecution agreement with the DOJ.

On 18 November 2020, the AFP advised CIMIC that it had charged an ex-employee with alleged offences relating to foreign bribery and related matters and on 23 February 2021, the AFP announced it had brought an additional charge in relation to foreign bribery. On 11 January 2021, the AFP informed CIMIC that it had charged a second ex-employee with records-related offences. The AFP has also indicated it may charge a further ex-employee and that its investigations continue. As of the date of this Information Memorandum, CIMIC does not know when the charges will be heard or the outcome of any investigation; however, as of the date of this Information Memorandum no CIMIC Group company has been charged and CIMIC continues to cooperate with all official investigations.

Shareholder class action suit

In August 2020, CIMIC announced to the ASX that it had been served with a class action proceeding filed in the Victorian register of the Federal Court. The claim was brought on behalf of some shareholders who purchased shares in the period between 7 February 2018 and 22 January 2020 and relates to disclosures about CIMIC's non-controlling 45 per cent. investment in the Middle East as well as the reporting of CIMIC's cash flows on the context of factoring arrangements. CIMIC denies there is a proper basis for the claim and is defending the proceedings in collaboration with CIMIC's insurers.

Construction of Royal Adelaide Hospital

CIMIC's wholly owned subsidiary, CPB Contractors, and its joint venture partner Hansen Yuncken, in a 50/50 joint venture, were awarded the design and construction of the new Royal Adelaide Hospital for the South Australian State Government. The project experienced difficulties and delays arising from the complex interdependencies between the South Australian State's works and the joint venture's works and a dispute between the parties arose. An arbitration to settle the dispute between the parties was commenced but was delayed. The hearing commenced at the end of February 2024, and as of the date of this Information Memorandum a decision has not yet been made.

Rastatt Tunnel Project

A joint venture, formed by Ed. Züblin AG and HOCHTIEF Europe GmbH with equal participation, is constructing the Rastatt tunnel on behalf of DB Netz AG as part of the expansion and new construction of the rail route Karlsruhe – Basel. On 12 August 2017, the eastern tunnel, which had already been partly built in the area underneath the existing and operating Rheintalbahn railway, suffered an accident which caused a subsidence on the surface of the construction site and required closure of the Rheintalbahn railway. The site was secured, the damaged railway lines were restored and the Rheintalbahn railway was reopened on 1 October 2017.

The accident caused physical damage to the tunnel structure as well as financial damage due to the Rheintalbahn railway closure. Both the amount of physical damage and the amount of financial damage are still disputed between the involved parties as well as the relevant insurance companies (e.g., construction insurer, liability insurers). To clarify, the cause of the accident and the responsibility for its occurrence, the joint venture and DB Netz AG have agreed to an extrajudicial dispute resolution process, which is ongoing.

Intellectual and industrial property

The trademarks of the Issuer and the Group are protected on a domestic, European Union and international level in a broad range of classes in international patent registers. As at the date of this Information Memorandum, there were no proceedings or other litigation in connection with the Issuer's or the Group's trademarks.

Credit Rating

On 30 November 2023, the Issuer has been assigned a short-term credit rating of A-3 (stable outlook) and a long-term credit rating of BBB- (stable outlook) by S&P.

Alternative Performance Measures

The Group presents its results in accordance with the International Financial Reporting Standards (IFRS). However, the Group makes use of some alternative performance measures ("APMs") to provide additional information, promote comparability and understanding of its financial information and facilitate decision making and evaluation of the performance of the Group.

CONCEPT	DEFINITION and COHERENCE	Dec-23 (million euros)	Dec-22 (million euros)
Market capitalisation	Num of shares at period close x price at period close	11,171	7,607
Operational Net profit from Activities	Total Income from Activities - Total Expenses of the period from Activities - Minority interests result - Discontinued operations result	667	572
Earnings per share	Net Profit of the period / Average num of shares of the period	3.00	2.50
Net Attributable profit	Total Income - Total Expenses of the period - Minority interests result	780	668
Average num. of shares of the period	Daily average outstanding shares in the period adjusted by treasury stock	260.3	267.0
Backlog	Value of the contracts awarded and pending to be executed. In section 1.1, a breakdown is made between a direct and proportional portfolio (referring to proportional participation in joint operating companies and projects not consolidated globally in the Group)	73,538	68,996
Gross Operating Profit (EBITDA)	Operating Profit excluding (1) D&A y (2) non recurrent operating results and/or which don't imply a cash flow	1,909	1,747
(+) Net Operating Profit	Operating income - Operating expenses (includes Results from Equity Method (Associates and Joint Ventures))	1,176	1,073
(-) 1.D&A	Operating provisions and fix asset depreciation	(583)	(642)
(-) 2. Non recurrent operating results and/or which don't imply a cash flow	Impairment & gains on fixed assets + other operating results	(150)	(32)
(+) Results from Equity Method Investments (Associates and Joint Ventures)	Includes the net result of operating companies accounted for using the equity method. Among others; the NPAT of operating investments, such as Abertis, and that of mixed companies consolidated by the equity method. It is assimilated to the UTEs regime in Spain and therefore is included in the EBITDA in order to standardize the accounting criteria with the Group's foreign companies.	412	381
Operating Profit (EBIT)	Operating income, not including financial items (such as interest on debt), tax (taxes), changes in the value of fixed assets (depreciation) and investment recovery.	1,326	1,106
Net Financial Debt / EBITDA	Net Financial Debt / Annualized EBITDA	-0.2x	-0.1x
Net Financial Debt (1)-(2)	Gross external financial debt +Net debt with group companies - Cash & Equivalents	400	224

(1) Gross Financial Debt	Bank debt + Obligations and other negotiable securities + Project finance and non recourse debt + Financial lease + Other l/t non bank debt + Debt with group companies	9,876	10,377
(2) Cash & Equivalents	Temporary Financial investments + L/T deposits + Cash & Equivalents*	(10,277)	(10,601)
Annualized EBITDA	EBITDA of the period / num of month within the period x 12 months	1,909	1,747
Net Cash Flow	(1) Net Cash Flows from Operating Activities + Cash Flows from Investing Activities (-) Payments for Investments (+) Receipts from Investments) + (4) Other Cash and Capital Flows	(439)	(1,547)
1. Net Cash Flow from operating activities (Net FFO)	Adjusted Net Profit attributable + Operating working capital variation ex discontinued operations	1,054	1,333
2. Gross Operating Cash Flow	Cash Flow from Operating Activities before Changes in working capital for the period + Capex + operating leases + (payments)/tax collections + (payments)/interest collections	2,247	2,026
3. Free Cash Flow	Net Cash Flow from operating activities + Net investments (paid/collected)	192	(551)
(-) Payments from investments	Payments for operating, project and financial investments. This figure may differ from that shown in section 4 for reasons of deferral (accruals) ex discontinued operations	(2,508)	(2,081)
(+) Collections from divestments	Collections from operating, project and financial divestments. This figure may differ from that shown in section 4 for reasons of deferral (accruals) ex discontinued operations	1,900	514
4. Other Cash Flows	Treasury stock sale/acquisition + Dividend payments + Other financial sources + Cash generated from discontinued operations + Other payments for Non-recurrent operations	(885)	(1,314)
Ordinary Financial Result	Financial Income - Financial expenses	(380)	(305)
Net Financial Result	Ordinary financial result + Foreign exchange results + Impairment non current assets results + Results on non current assets disposals	(52)	(69)
Other Financial results	This concept is used as an item to reconcile the Group's EBIT with the Group's EBT, and since the objective is to present an "abridged" income statement, it is used as a grouping of various captions of the consolidated income statement. In this sense, it includes: "Change in fair value of financial instruments + Exchange differences + Impairment and gain or loss on disposal of financial instruments".	328	236

NOTE: All financial indicators and APMs are calculated under the principles of coherence and homogeneity allowing comparability between periods.

* Includes shares traded on capital markets recorded in Assets held for sale

CONCEPT	USE
Market capitalisation	Num of shares at period close x price at period close
Earnings per share	Net Profit of the period / Average num of shares of the period
Backlog	This is an indicator of the Group's commercial activity. Its value divided by the average duration of the projects is an approximation of the revenues to be received in the following periods
Gross Operating Profit (EBITDA)	Comparable performance measure to evaluate the evolution of the Group's operating activities excluding depreciation and provisions (more variable items depending on the accounting criteria used). This APM is widely used to evaluate

	the operating performance of companies as well as part of ratios and multiples of valuation and risk measurement.
Operating Profit (EBIT)	Comparable performance measure to evaluate the evolution of the Group's operating activities including depreciation and provisions. This APM is widely used to evaluate the operating performance of companies as well as part of ratios and multiples of valuation and risk measurement.
Net Financial Debt / EBITDA	Comparable ratio of the Group's level of indebtedness. Measures the repayment capacity of financing in number of years.
Net Financial Debt (1)-(2)	Total net indebtedness at the end of the period. This is a widely used measure to evaluate solvency and liquidity, showing the Group's cash flow in relation to the total debt held with credit institutions. Section 1 provides a breakdown of net financial debt associated with projects (Project Finance) and that associated with the business.
(1) Gross Financial Debt	Level of gross financial indebtedness at the end of the period
(2) Cash & Equivalents	Liquid current assets available to cover the repayment requirements of financial liabilities
Net Cash Flow	Measures the cash generated or consumed during the period
1. Cash Flow from operating activities	Funds generated by operating activities. Its value is comparable to the Group's EBITDA by measuring the conversion of operating income into cash generation.
2. Cash Flow from investing activities	Funds consumed/generated by investment needs or divestments undertaken in the period
Ordinary Financial Result	Measure of evaluation of the result from the use of financial assets and liabilities. This concept includes both income and expenses directly related to net financial debt and other financial income and expenses not related to the same.

CERTAIN INFORMATION IN RESPECT OF THE NOTES

Key Information

The persons involved in the Programme and the capacities in which they act are specified at the end of this Information Memorandum.

The net proceeds of the issue of each issue of Notes will be used for the general funding purposes of the Group or as otherwise specified in the Final Terms.

Information concerning the securities to be admitted to trading

Total amount of Notes admitted to trading

The aggregate amount of each issue of Notes will be set out in the applicable Final Terms.

The maximum aggregate principal amount of Notes which may be outstanding at any one time is €750,000,000 (or its equivalent in other currencies).

Type and class of Notes

Notes will be issued in tranches. Global Notes shall be issued (and interests therein exchanged for Definitive Notes, if applicable) in the following minimum denominations:

- (a) for U.S.\$ Notes, U.S.\$500,000 (and integral multiples of U.S.\$1,000 in excess thereof);
- (b) for Euro Notes, €100,000 (and integral multiples of €1,000 in excess thereof) except in the case of Notes to be placed in the United Kingdom, in which case the minimum denomination will be the Euro equivalent of £100,000, or higher;
- (c) for Sterling Notes, £100,000 (and integral multiples of £1,000 in excess thereof);
- (d) for Swiss Franc Notes, CHF 500,000; or
- (e) for Yen Notes, Yen 100,000,000 (and integral multiples of Yen 1,000,000 in excess thereof);

or such other conventionally accepted denominations in those currencies as may be agreed between the Issuer and the relevant Dealer from time to time, subject in the case of each currency (including those listed above) (i) to compliance with all applicable legal and regulatory requirements and (ii) to the minimum denomination being at least equal to the € equivalent of €100,000 (except in the case of Notes to be placed in the United Kingdom, in which case the minimum denomination will be the Euro equivalent of £100,000, or higher), and provided, however, that the Notes of each issuance may only be issued in equal denominations.

The international security identification number of each issue of Notes will be specified in the relevant Final Terms.

Legislation under which the Notes, the related contractual documentation and the Deed of Covenant have been created

The Notes and all non-contractual obligations arising out of or in connection with the Notes, are governed by, and construed in accordance with, English law. The provisions relating to the status of the Notes and their ranking in insolvency proceedings are governed by Spanish law.

Form of the Notes

The Notes will be in bearer form. Each issue of Notes will initially be represented by a Global Note which will be deposited with a common depository for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system. Each Classic Global Note, as specified in the relevant Final Terms, will be deposited on or around the relevant issue date with a depository or a common depository for Euroclear and/or Clearstream, Luxembourg and/or any other relevant clearing system. Each New Global Note, as

specified in the relevant Final Terms, will be deposited on or around the relevant issue date with a common safekeeper for Euroclear and/or Clearstream, Luxembourg. Each Global Note may, if so specified in the relevant Final Terms, be exchangeable for Notes in definitive bearer form in the limited circumstances specified in the relevant Global Note.

On 13 June 2006, the European Central Bank (the "ECB") announced that Notes in NGN form are in compliance with the "Standards for the use of EU securities settlement systems in ESCB credit operations" of the central banking system for the € (the "**Eurosystem**"), *provided that* certain other criteria are fulfilled. At the same time the ECB also announced that arrangements for Notes in NGN form will be offered by Euroclear and Clearstream, Luxembourg as of 30 June 2006 and that debt securities in global bearer form issued through Euroclear and Clearstream, Luxembourg after 31 December 2006 will only be eligible as collateral for Eurosystem operations if the NGN form is used.

Currency of the Notes

Notes may be issued in United States Dollars, Euro, Sterling, Japanese Yen, and Swiss Francs and such other currencies as may be agreed between the Issuer and the Dealer(s) from time to time and subject to the necessary regulatory requirements having been satisfied.

Status of the Notes

The payment obligations of the Issuer pursuant to the Notes constitute and at all times shall constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and upon the insolvency (*concurso*) of the Issuer (and unless they qualify as subordinated debts under article 281 of the Spanish Insolvency Law or equivalent legal provision which replaces it in the future, and subject to any applicable legal and statutory exceptions) rank *pari passu* and rateably without any preference among themselves and *pari passu* with all other unsecured and unsubordinated indebtedness, present and future, of the Issuer.

In the event of insolvency (*concurso*) of the Issuer, under the Spanish Insolvency Law, claims relating to Notes (unless they qualify as subordinated credits under article 281 of the Spanish Insolvency Law) will be ordinary credits (*créditos ordinarios*) as defined in the Spanish Insolvency Law. The claims that qualify as subordinated credits under article 281 of the Spanish Insolvency Law include, but are not limited to, any accrued and unpaid interests (including, for Notes sold at a discount, the amortisation of the original issue discount from (and including) the date of issue to (but excluding) the date upon which the insolvency proceeding (*concurso*) of the Issuer commenced). Ordinary credits rank below credits against the insolvency estate (*créditos contra la masa*) and credits with a privilege (*créditos privilegiados*). Ordinary credits rank above subordinated credits and the rights of shareholders. Pursuant to article 152.1 of the Spanish Insolvency Law, accrual of interest shall be suspended from the date of declaration of insolvency of the Issuer (other than any interest accruing under secured liabilities up to an amount equal to the value of the asset subject to the security).

Rights attaching to the Notes

Each issue of Notes will be the subject of Final Terms which, for the purposes of that issue only, supplements the terms and conditions set out in the relevant Global Note or, as the case may be, definitive Notes and must be read in conjunction with the relevant Notes. See "*Forms of Notes*" and "*Form of Final Terms*".

Maturity of the Notes

The maturity date applicable to each issue of Notes will be specified in the relevant Final Terms (the "**Maturity Date**"). The Maturity Date of an issue of Notes may not be less than 1 day nor more than 364 days from the date of issue, subject to applicable legal and regulatory requirements.

Optional Redemption for Tax Reasons

The Issuer may redeem Notes (in whole but not in part) on giving not less than 30 nor more than 60 days' notice to the Noteholders, or such other period(s) as may be specified in the relevant Final Terms, (which notice shall be irrevocable), at their Early Redemption Amount (Tax) if it has or will become obliged to pay additional amounts pursuant to the terms and conditions of the Notes as a result of any change in, or

amendment to, the laws or regulations of the Kingdom of Spain or any political subdivision or any authority thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction) which change or amendment becomes effective on or after the issue date of the relevant Notes and such obligation cannot be avoided by the Issuer taking reasonable measures available to it.

For the purposes of this section, "**Early Redemption Amount (Tax)**" means, in respect of any Note, (i) its principal amount or (ii) such percentage of its principal amount (expressed as an amount per Calculation Amount) as may be specified in the relevant Final Terms.

Redemption at the Option of the Issuer

The Notes may be redeemed at the option of the Issuer in whole, but not in part, at the Redemption Amount specified in the Final Terms together with (if this Note is an interest bearing Note) accrued interest to the Early Redemption Date specified in the Final Terms at any time upon expiry of the notice period specified in the Final Terms if, prior to the date on which the relevant notice of redemption is given, purchases (and corresponding cancellations) and/or redemptions have been effected in respect of 85 per cent. or more in principal amount of the Notes originally issued.

Prescription

Claims for payment of principal and interest in respect of the Notes shall become prescribed and void unless made, in the case of principal, within ten years after the Maturity Date (or, as the case may be, the Relevant Date) or, in the case of interest, five years after the relevant Interest Payment Date in each case as specified in the relevant Final Terms.

Yield Basis

Notes may be issued on the basis that they will be interest bearing or they may be issued at a discount (in which case they will not bear interest). The yield basis in respect of Notes bearing interest at a fixed rate will be set out in the relevant Final Terms.

Authorisations and approvals

The establishment of the Programme and the issuance of Notes pursuant thereto was authorised by a resolution of the Board of Directors of the Issuer adopted at a meeting passed on 8 November 2012, on the basis of the authorisation granted by a resolution of the ordinary General Shareholder's Meeting of the Issuer passed on 25 May 2009. The update of the Programme was authorised by a resolution of the Board of Directors of the Issuer adopted at a meeting passed on 29 February 2024. The Issuer has obtained or will obtain from time to time all necessary consents, approvals and authorisations in connection with the issue and performance of the Notes.

Admission to Trading and Dealing Arrangements

Application has been made to Euronext Dublin for Notes issued under the Programme during the period of twelve months after the date of this Information Memorandum to be admitted to the Official List and to trading on the regulated market of Euronext Dublin. Notes may be listed, traded and/or quoted on any other listing authority, stock exchange and/or quotations system, as may be agreed between the Issuer and the Dealer. No Notes may be issued on an unlisted basis.

The Bank of New York Mellon, London Branch at 160 Queen Victoria Street, London EC4V 4LA, United Kingdom is the Issuing and Paying Agent in respect of the Notes.

Expense of the Admission to Trading

The expense in relation to the admission to trading of each issue of Notes will be specified in the relevant Final Terms.

Additional Information

The legal advisers and capacity in which they act are specified at the end of this Information Memorandum.

Any credit ratings assigned to the Notes will be set out in the relevant Final Terms.

A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, charge or withdrawal at any time by the assigning rating agency.

FORM OF NOTES

PART I FORM OF MULTICURRENCY GLOBAL NOTE

THE SECURITIES COVERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**") AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS. TERMS USED ABOVE HAVE THE MEANINGS GIVEN TO THEM BY REGULATIONS UNDER THE SECURITIES ACT.

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.
(Incorporated with limited liability in the Kingdom of Spain)

€750,000,000

EURO-COMMERCIAL PAPER PROGRAMME

1. For value received, ACS, Actividades de Construcción y Servicios, S.A. (the "**Issuer**") promises to pay to the bearer of this Global Note on the Maturity Date set out in the Final Terms or on such earlier date as the same may become payable in accordance with paragraph 4 below (the "**Relevant Date**"), the Nominal Amount or, as the case may be, Redemption Amount set out in the Final Terms, together with interest thereon, if this is an interest bearing Global Note, at the rate and at the times (if any) specified herein and in the Final Terms. Terms defined in the Final Terms attached hereto but not otherwise defined in this Global Note shall have the same meaning in this Global Note.

All such payments shall be made in accordance with an amended and restated issuing and paying agency agreement (the "**Issuing and Paying Agency Agreement**") dated 17 April 2024 (as amended and restated or supplemented from time to time) between the Issuer, The Bank of New York Mellon, London Branch as issue agent and as principal paying agent (the "**Issuing and Paying Agent**", together with their successors in such capacity and any other paying agents appointed by the Issuer on the terms of the Issuing and Paying Agency Agreement, the "**Paying Agents**"), a copy of which is available for inspection at the offices of the Issuing and Paying Agent at 160 Queen Victoria Street, London EC4V 4LA, United Kingdom, and subject to and in accordance with the terms and conditions set forth below. All such payments shall be made upon presentation and surrender (as the case may be) of this Global Note to the bearer through Euroclear Bank SA/NV and Clearstream Banking S.A. or any other relevant clearing system or, if this Global Note has been exchanged for bearer definitive Notes pursuant to paragraph 12, by transfer to an account denominated in the Specified Currency set out in the Final Terms maintained by the bearer in the principal financial centre in the country of that currency or, in the case of a Global Note denominated in Euro, by Euro cheque drawn on, or by transfer to a € account (or any other account to which Euro may be credited or transferred) maintained by the payee with, a bank in the principal financial centre of any member state of the European Union. The Issuer undertakes that, so long as the Notes are listed, traded and/or quoted on any listing authority, stock exchange and/or quotation system, there will at all times be a paying agent with a specified office in such place as may be required by the rules and regulations of the relevant listing authority, stock exchange and/or quotation system.

Notwithstanding the foregoing, presentation and surrender of this Global Note shall be made outside the United States and no amount shall be paid by transfer to an account in the United States, or mailed to an address in the United States. In the case of a Global Note denominated in U.S. dollars, payments shall be made by transfer to an account denominated in U.S. dollars in the principal financial centre of any country outside of the United States that the Issuer or Issuing and Paying Agent so chooses.

2. If the Final Terms specify that the New Global Note form is applicable, this Global Note shall be a "**New Global Note**" or "**NGN**" and the principal amount of Notes represented by this Global Note shall be the aggregate amount from time to time entered in the records of both ICSDs (as defined below). The records of the ICSDs (which expression in this Global Note means the records

that each ICSD holds for its customers which reflect the amount of such customers' interests in the Notes (but excluding any interest in any Notes of one ICSD shown in the records of another ICSD)) shall be conclusive evidence of the principal amount of Notes represented by this Global Note and, for these purposes, a statement issued by an ICSD (which statement shall be made available to the bearer upon request) stating the principal amount of Notes represented by this Global Note at any time shall be conclusive evidence of the records of the ICSD at that time.

If the Final Terms specify that the New Global Note form is not applicable, this Global Note shall be a "**Classic Global Note**" or "**CGN**" and the principal amount of Notes represented by this Global Note shall be the amount stated in the Final Terms or, if lower, the principal amount most recently entered by or on behalf of the Issuer in the relevant column in the Schedule hereto.

3. All payments in respect of this Global Note by or on behalf of the Issuer shall be made without set-off, counterclaim, fees, liabilities or similar deductions and free and clear of, and without deduction or withholding for or on account of, taxes, levies, duties, assessments or charges of any nature now or hereafter imposed, levied, collected, withheld or assessed in any jurisdiction through, in or from which such payments are made or any political subdivision or taxing authority of or in any of the foregoing ("**Taxes**"). If the Issuer or any agent thereof is required by law or regulation to make any deduction or withholding for or on account of Taxes, the Issuer shall, to the extent permitted by applicable law or regulation, pay such additional amounts as shall be necessary in order that the net amounts received by the bearer of this Global Note or the holder or beneficial owner of any interest herein or rights in respect hereof after such deduction or withholding shall equal the amount which would have been receivable hereunder in the absence of such deduction or withholding, except that no such additional amounts shall be payable where this Global Note is presented for payment:
 - (a) by or on behalf of a holder which is liable to such Taxes by reason of having some connection with the jurisdiction imposing the Taxes other than the mere holding of this Global Note; or
 - (b) to, or to a third party on behalf of, a holder who could have been able to avoid such deduction or withholding by presenting a certificate of tax residence and/or such other document evidencing its tax residence required by the competent tax authorities or in relation to whom the Issuer does not receive any relevant information about the Notes (including due to any failure by the Issuing and Paying Agent to provide the information required by Royal Decree 1065/2007) as may be required in order to comply with Spanish tax disclosure obligations applicable at that time; or
 - (c) more than fifteen days after the Maturity Date (or, as the case may be, the Relevant Date) or, if applicable, the relevant Interest Payment Date or (in either case) the date on which the payment hereof is duly provided for, whichever occurs later, except to the extent that the relevant holder would have been entitled to such additional amounts on presenting the same for payment on the expiry of such period of fifteen days.
4. The Notes may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 14 days' notice to the holders (which notice shall be irrevocable), at the Redemption Amount specified in the Final Terms, together with (if this Note is an interest-bearing Note) interest accrued to the date fixed for redemption, if:
 - (a) the Issuer has or will become obliged to pay additional amounts as provided or referred to in paragraph 3 as a result of any change in, or amendment to, the laws or regulations of the Kingdom of Spain or any political subdivision thereof or any authority or agency thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after the Issue Date as specified in the Final Terms; and
 - (b) such obligation cannot be avoided by the Issuer taking reasonable measures available to it;

provided, however, that no such notice of redemption shall be given earlier than 14 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts if a payment in respect of the Notes were then due.

Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall deliver to the Issuing and Paying Agent:

- (a) a certificate signed by two directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred; and
- (b) an opinion of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such additional amounts as a result of such change or amendment.

Upon the expiry of any such notice as is referred to in this paragraph, the Issuer shall be bound to redeem the Notes in accordance with this paragraph.

5. The Notes may be redeemed at the option of the Issuer in whole, but not in part, at the Redemption Amount specified in the Final Terms together with (if this Note is an interest bearing Note) accrued interest to the Early Redemption Date specified in the Final Terms at any time upon expiry of the notice period specified in the Final Terms if, prior to the date on which the relevant notice of redemption is given, purchases (and corresponding cancellations) and/or redemptions have been effected in respect of 85 per cent. or more in principal amount of the Notes originally issued.
6. The Issuer or any subsidiary of the Issuer may at any time purchase Notes in the open market or otherwise and at any price.
7. All Notes so purchased by the Issuer or otherwise than in the ordinary course of business of dealings in securities or as a nominee shall be cancelled and shall not be reissued or resold. All Notes so purchased by any subsidiary of the Issuer may be cancelled, held by such subsidiary or resold.
8. On each occasion on which:
 - (a) Definitive Notes: Notes in definitive form are delivered; or
 - (b) Cancellation: Notes represented by this Global Note are to be cancelled in accordance with paragraph 6,

the Issuer shall procure that:

- (a) if the Final Terms specify that the New Global Note form is not applicable, (i) the aggregate principal amount of such Notes; and (ii) the remaining principal amount of Notes represented by this Global Note (which shall be the previous principal amount hereof less the aggregate of the amounts referred to in (i) above) are entered in the Schedule hereto, whereupon the principal amount of Notes represented by this Global Note shall for all purposes be as most recently so entered; and
 - (b) if the Final Terms specify that the New Global Note form is applicable, details of the exchange or cancellation shall be entered pro rata in the records of the ICSDs and the Nominal Amount of the Notes entered in the records of the ICSDs and represented by the Global Note shall be reduced by the principal amount so exchanged or cancelled.
9. The payment obligations of the Issuer represented by this Global Note constitute and at all times shall constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and upon insolvency (*concurso*) of the Issuer (and unless they qualify as subordinated debts under Article 281 of the restated text of the Spanish Insolvency Law, approved by Royal Legislative Decree 1/2020, of 5 May (*texto refundido de la Ley Concursal, aprobado por el Real Decreto Legislativo 1/2020, de 5 de mayo*) or equivalent legal provision which replaces it in the future, and subject to any applicable legal and statutory exceptions) rank *pari passu* and rateably without any

preference among themselves and pari passu with all other unsecured and unsubordinated indebtedness, present and future, of the Issuer.

10. If the Maturity Date (or, as the case may be, the Relevant Date or, if applicable, the relevant Interest Payment Date), is not a Payment Business Day (as defined herein) payment in respect hereof will not be made and credit or transfer instructions shall not be given until the next following Payment Business Day and the bearer of this Global Note shall not be entitled to any interest or other sums in respect of such postponed payment.

As used in this Global Note:

"Payment Business Day" means any day other than a Saturday or Sunday which is either (i) if the Specified Currency set out in the Final Terms is any currency other than Euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in the principal financial centre of the country of the Specified Currency set out in the Final Terms (which, if the Specified Currency is Australian dollars, shall be Sydney) or (ii) if the Specified Currency set out in the Final Terms is Euro, a day which is a TARGET Business Day;

"T2" means the real time gross settlement system operated by the Eurosystem, or any successor system; and

"TARGET Business Day" means any day on which T2 is open for the settlement of payments in euro.

11. This Global Note is negotiable and, accordingly, title hereto shall pass by delivery and the bearer shall be treated as being absolutely entitled to receive payment upon due presentation hereof (notwithstanding any notation of ownership or other writing thereon or notice of any previous loss or theft thereof).
12. This Global Note is issued in respect of an issue of Notes of the Issuer and is exchangeable in whole (but not in part only) for duly executed and authenticated bearer Notes in definitive form (whether before, on or, subject as provided below, after the Maturity Date):
- (a) if Euroclear Bank SA/NV ("**Euroclear**") or Clearstream Banking S.A. ("**Clearstream, Luxembourg**", together with Euroclear, the international central securities depositaries or "**ICSDs**") or any other relevant clearing system is closed for business for a continuous period of 14 days (other than by reason of legal holidays) or announces an intention permanently to cease business; or
 - (b) if default is made in the payment of any amount payable in respect of this Global Note.

Upon presentation and surrender of this Global Note during normal business hours to the Issuer at the offices of the Issuing and Paying Agent (or to any other person or at any other office outside the United States as may be designated in writing by the Issuer to the bearer), the Issuing and Paying Agent shall authenticate and deliver, in exchange for this Global Note, bearer definitive notes denominated in the Specified Currency set out in the Final Terms in an aggregate nominal amount equal to the Nominal Amount of this Global Note.

13. If, upon any such default and following such surrender, definitive Notes are not issued in full exchange for this Global Note before 5.00 p.m. (London time) on the thirtieth day after surrender, this Global Note (including the obligation hereunder to issue definitive notes) will become void and the bearer will have no further rights under this Global Note (but without prejudice to the rights which the bearer or any other person may have under a Deed of Covenant dated 25 April 2022, entered into by the Issuer).
14. If this is an interest-bearing Global Note, then:
- (a) notwithstanding the provisions of paragraph 1 above, if any payment of interest in respect of this Global Note falling due for payment prior to the Maturity Date remains unpaid on

the fifteenth day after falling so due, the amount referred to in paragraph 1 shall be payable on such fifteenth day;

- (b) upon each payment of interest (if any) prior to the Maturity Date in respect of this Global Note, the Issuer shall procure that:
 - (i) if the Final Terms specify that the New Global Note form is not applicable, the Schedule hereto shall be duly completed by the Issuing and Paying Agent to reflect such payment; and
 - (ii) if the Final Terms specify that the New Global Note form is applicable, details of such payment shall be entered *pro rata* in the records of the ICSDs.
15. If this is a fixed rate interest bearing Global Note, interest shall be calculated on the Calculation Amount specified in the Final Terms as follows:
- (a) interest shall be payable on the Calculation Amount in respect of each successive Interest Period (as defined below) from the Issue Date to the Maturity Date (or, as the case may be, to the Relevant Date), in arrear on the relevant Interest Payment Date, on the basis of the Day Count Convention specified in the Final Terms or, if none is specified, on the basis of the actual number of days in such Interest Period and a year of 360 days or, if this Global Note is denominated in Sterling, 365 days at the Rate of Interest specified in the Final Terms with the resulting figure being rounded to the nearest amount of the Specified Currency which is available as legal tender in the country or countries (in the case of the Euro) of the Specified Currency (with halves being rounded upwards); and
 - (b) the period beginning on and including the Issue Date and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date is an "**Interest Period**" for the purposes of this paragraph.
16. Instructions for payment must be received at the office of the Issuing and Paying Agent referred to above together with this Global Note as follows:
- (a) if this Global Note is denominated in Australian dollars, New Zealand dollars, Hong Kong dollars or Japanese Yen, at least two Business Days prior to the relevant payment date;
 - (b) if this Global Note is denominated in United States dollars, Canadian dollars or Sterling on or prior to the relevant payment date; and
 - (c) in all other cases, at least one Business Day prior to the relevant payment date. As used in this paragraph, "**Business Day**" means:
 - (i) a day other than a Saturday or Sunday on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in London;
 - (ii) in the case of payments in Euro, a TARGET Business Day; and
 - (iii) in all other cases, a day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in the principal financial centre in the country of the Specified Currency set out in the Final Terms.
17. Upon any payment being made in respect of the Notes represented by this Global Note, the Issuer shall procure that:
- (a) *CGN*: if the Final Terms specify that the New Global Note form is not applicable, details of such payment shall be entered in the Schedule hereto and, in the case of any payment of principal, the principal amount of the Notes represented by this Global Note shall be reduced by the principal amount so paid; and

- (b) *NGN*: if the Final Terms specify that the New Global Note form is applicable, details of such payment shall be entered *pro rata* in the records of the ICSDs and, in the case of any payment of principal, the principal amount of the Notes entered in the records of ICSDs and represented by this Global Note shall be reduced by the principal amount so paid.
18. This Global Note shall not be validly issued unless authenticated by The Bank of New York Mellon, London Branch as Issuing and Paying Agent.
19. If the Final Terms specify that the New Global Note form is applicable, this Global Note shall not be valid for any purpose until it has been effectuated for and on behalf of the entity appointed as common safekeeper by the ICSDs.
20. This Global Note and all non-contractual obligations arising out of or in connection with this Global Note are governed by, and construed in accordance with, English law. The provisions relating to the status of this Global Note and its ranking in insolvency proceedings are governed by Spanish law.
- (a) *English courts*: The courts of England have exclusive jurisdiction to settle any dispute arising from or connected with this Global Note (including a dispute relating to the existence, validity or termination of this Global Note or any non-contractual obligation arising out of or in connection with this Global Note) or the consequences of its nullity (a "**Dispute**").
- (b) *Appropriate forum*: The Issuer agrees that the courts of England are the most appropriate and convenient courts to settle any Dispute and, accordingly, that it will not argue to the contrary.
- (c) *Rights of the bearer to take proceedings outside England*: Clause 20(a) (*English courts*) is for the benefit of the bearer only. As a result, nothing in this Clause 20 prevents the bearer from taking proceedings relating to a Dispute ("**Proceedings**") in any other courts with jurisdiction. To the extent allowed by law, the bearer may take concurrent Proceedings in any number of jurisdictions.
- (d) *Process agent*: The Issuer agrees that the documents which start any Proceedings and any other documents required to be served in relation to those Proceedings may be served on it by being delivered to Law Debenture Corporate Services Limited at Fifth Floor, 100 Wood Street, London EC2V 7EX or, if different, its registered office for the time being or at any address of the Issuer in Great Britain at which process may be served on it. If such person is not or ceases to be effectively appointed to accept service of process on behalf of the Issuer, the Issuer shall, on the written demand of the bearer addressed to the Issuer and delivered to the Issuer or to the offices of the Issuing and Paying Agent, appoint a further person in England to accept service of process on its behalf and, failing such appointment within 15 days, the bearer shall be entitled to appoint such a person by written notice addressed to the Issuer and delivered to the Issuer or to the offices of the Issuing and Paying Agent. Nothing in this paragraph shall affect the right of the bearer to serve process in any other manner permitted by law. This Clause applies to Proceedings in England and to Proceedings elsewhere.
21. If this Global Note has been admitted to listing on the Official List of the Irish Stock Exchange plc trading as Euronext Dublin and to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin (and/or has been admitted to listing, trading and/or quotation on any other listing authority, stock exchange and/or quotation system), all notices required to be published concerning this Global Note shall be published in accordance with the requirements of the Irish Stock Exchange plc trading as Euronext Dublin (and/or of the relevant listing authority, stock exchange and/or quotation system). So long as the Notes are represented by this Global Note, and this Global Note has been deposited with a depositary or common depositary for the ICSDs or any other relevant clearing system or a Common Safekeeper (which expression has the meaning given in the Issuing and Paying Agency Agreement), the Issuer may, in lieu of such publication and if so permitted by the rules of the Irish Stock Exchange plc trading as Euronext Dublin (and/or of the relevant listing authority, stock exchange and/or quotation system), deliver the relevant notice to the clearing system(s) in which this Global Note is held.

22. Claims for payment of principal and interest in respect of this Global Note shall become prescribed and void unless made, in the case of principal, within ten years after the Maturity Date (or, as the case may be, the Relevant Date) or, in the case of interest, five years after the relevant Interest Payment Date.
23. No person shall have any right to enforce any provision of this Global Note under the Contracts (Rights of Third Parties) Act 1999.

SIGNED for and on behalf of

**ACS, ACTIVIDADES DE CONSTRUCCIÓN Y
SERVICIOS, S.A.**

By:

.....

AUTHENTICATED by **THE BANK OF NEW
YORK MELLON, LONDON BRANCH**

without recourse, warranty or liability and for
authentication purposes only

By its lawfully appointed attorney:

.....

(Authorised Signatory)

EFFECTUATED for and on behalf of

.....

as common safekeeper without
recourse, warranty or liability

By:
[signature] (duly authorised)

SCHEDULE²

PAYMENTS OF INTEREST, DELIVERY OF DEFINITIVE NOTES AND CANCELLATION OF NOTES

<u>Date of payment, delivery or cancellation</u>	<u>Amount of interest then paid</u>	<u>Amount of principal then paid</u>	<u>Aggregate principal amount of Definitive Notes then delivered</u>	<u>Aggregate principal amount of Notes then cancelled</u>	<u>New principal amount of this Global Note</u>	<u>Authorised Signature</u>
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² The Schedule should only be completed where the Final Terms specify that the New Global Note form is not applicable

FINAL TERMS

[Completed Final Terms to be attached]

PART II

FORM OF MULTICURRENCY DEFINITIVE NOTE

THE SECURITIES COVERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**") AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS. TERMS USED ABOVE HAVE THE MEANINGS GIVEN TO THEM BY REGULATIONS UNDER THE SECURITIES ACT.

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.
(Incorporated with limited liability in the Kingdom of Spain)

€750,000,000

EURO-COMMERCIAL PAPER PROGRAMME

Nominal Amount of this Note:

1. For value received, ACS, Actividades de Construcción y Servicios, S.A. (the "**Issuer**") promises to pay to the bearer of this Note on the Maturity Date set out in the Final Terms, or on such earlier date as the same may become payable in accordance with paragraph 3 below (the "**Relevant Date**"), the above-mentioned Nominal Amount or, as the case may be, the Redemption Amount set out in the Final Terms, at the rate and at the times (if any) specified herein and in the Final Terms. Terms defined in the Final Terms attached hereto but not otherwise defined in this Note shall have the same meaning in this Note.

All such payments shall be made in accordance with an amended and restated issuing and paying agency agreement (the "**Issuing and Paying Agency Agreement**") dated 17 April 2024 (as amended and restated or supplemented from time to time) between the Issuer, The Bank of New York Mellon, London Branch as issue agent and as principal paying agent (the "**Issuing and Paying Agent**", together with their successors in such capacity and any other paying agents appointed by the Issuer on the terms of the Issuing and Paying Agency Agreement, the "**Paying Agents**"), a copy of which is available for inspection at the offices of the Issuing and Paying Agent at 160 Queen Victoria Street, London EC4V 4LA, United Kingdom, and subject to and in accordance with the terms and conditions set forth below. All such payments shall be made upon presentation and surrender of this Note at the office of the Issuing and Paying Agent referred to above by transfer to an account denominated in the Specified Currency set out in the Final Terms maintained by the bearer in the principal financial centre in the country of that currency or, if this Note is denominated in Euro, by Euro cheque drawn on, or by transfer to a Euro account (or any other account to which Euro may be credited or transferred) maintained by the payee with, a bank in the principal financial centre of any member state of the European Union. The Issuer undertakes that, so long as the Notes are listed, traded and/or quoted on any listing authority, stock exchange and/or quotation system, there will at all times be a paying agent with a specified office in such place as may be required by the rules and regulations of the relevant listing authority, stock exchange and/or quotation system.

2. All payments in respect of this Note by or on behalf of the Issuer shall be made without set-off, counterclaim, fees, liabilities or similar deductions, and free and clear of, and without deduction or withholding for or on account of, taxes, levies, duties, assessments or charges of any nature now or hereafter imposed, levied, collected, withheld or assessed in any jurisdiction through, in or from which such payments are made or any political subdivision or taxing authority of or in any of the foregoing ("**Taxes**"). If the Issuer or any agent thereof is required by law or regulation to make any deduction or withholding for or on account of Taxes, the Issuer shall, to the extent permitted by applicable law or regulation, pay such additional amounts as shall be necessary in order that the net amounts received by the bearer of this Note after such deduction or withholding shall equal the amount which would have been receivable hereunder in the absence of such deduction or withholding, except that no such additional amounts shall be payable where this Note is presented for payment:

- (a) by or on behalf of a holder which is liable to such Taxes by reason of having some connection with the jurisdiction imposing the Taxes other than the mere holding of this Note; or
 - (b) to, or to a third party on behalf of, a holder who could have been able to avoid such deduction or withholding by presenting a certificate of tax residence and/or such other document evidencing its tax residence required by the competent tax authorities or in relation to whom the Issuer does not receive any relevant information about the Notes (including due to any failure by the Issuing and Paying Agent to provide the information required by Royal Decree 1065/2007) as may be required in order to comply with Spanish tax disclosure obligations applicable at that time; or
 - (c) more than fifteen days after the Maturity Date (or, as the case may be, the Relevant Date) or, if applicable, the relevant Interest Payment Date or (in either case) the date on which the payment hereof is duly provided for, whichever occurs later, except to the extent that the relevant holder would have been entitled to such additional amounts on presenting the same for payment on the expiry of such period of fifteen days.
3. This Note may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 14 days' notice to the holders (which notice shall be irrevocable), at the Redemption Amount specified in the Final Terms, together with (if this Note is an interest-bearing Note) interest accrued to the date fixed for redemption, if:

- (a) the Issuer has or will become obliged to pay additional amounts as provided or referred to in paragraph 2 as a result of any change in, or amendment to, the laws or regulations of the Kingdom of Spain or any political subdivision thereof or any authority or agency thereof or therein having power to tax, or any change in the application or official interpretation of such laws or regulations (including a holding by a court of competent jurisdiction), which change or amendment becomes effective on or after the Issue Date specified in the Final Terms; and
- (b) such obligation cannot be avoided by the Issuer taking reasonable measures available to it,

provided, however, that no such notice of redemption shall be given earlier than 14 days prior to the earliest date on which the Issuer would be obliged to pay such additional amounts if a payment in respect of the Notes were then due.

Prior to the publication of any notice of redemption pursuant to this paragraph, the Issuer shall deliver to the Issuing and Paying Agent:

- (a) a certificate signed by two directors of the Issuer stating that the Issuer is entitled to effect such redemption and setting forth a statement of facts showing that the conditions precedent to the right of the Issuer so to redeem have occurred; and
- (b) an opinion of independent legal advisers of recognised standing to the effect that the Issuer has or will become obliged to pay such additional amounts as a result of such change or amendment.

Upon the expiry of any such notice as is referred to in this paragraph, the Issuer shall be bound to redeem the Notes in accordance with this paragraph.

4. The Notes may be redeemed at the option of the Issuer in whole, but not in part, at the Redemption Amount specified in the Final Terms together with (if this Note is an interest bearing Note) accrued interest to the Early Redemption Date specified in the Final Terms at any time upon expiry of the notice period specified in the Final Terms if, prior to the date on which the relevant notice of redemption is given, purchases (and corresponding cancellations) and/or redemptions have been effected in respect of 85 per cent. or more in principal amount of the Notes originally issued.
5. The Issuer or any subsidiary of the Issuer may at any time purchase Notes in the open market or otherwise and at any price.

6. All Notes so purchased by the Issuer otherwise than in the ordinary course of business of dealings in securities or as a nominee shall be cancelled and shall not be reissued or resold. All Notes so purchased by any subsidiary of the Issuer may be cancelled, held by such subsidiary or resold.
7. The payment obligations of the Issuer represented by this Note constitute and at all times shall constitute direct, unconditional, unsubordinated and unsecured obligations of the Issuer and upon insolvency (*concurso*) of the Issuer (and unless they qualify as subordinated debts under Article 281 of the restated text of the Spanish Insolvency Law, approved by Royal Legislative Decree 1/2020, of 5 May (*texto refundido de la Ley Concursal, aprobado por el Real Decreto Legislativo 1/2020, de 5 de mayo*) or equivalent legal provision which replaces it in the future, and subject to any applicable legal and statutory exceptions) rank *pari passu* and rateably without any preference among other Notes of the same Series (as specified in the Final Terms) and *pari passu* with all other unsecured and unsubordinated indebtedness, present and future, of the Issuer.
8. If the Maturity Date (or, as the case may be, the Relevant Date) or, if applicable, the relevant Interest Payment Date, is not a Payment Business Day (as defined herein) payment in respect hereof will not be made and credit or transfer instructions shall not be given until the next following Payment Business Day and the bearer of this Note shall not be entitled to any interest or other sums in respect of such postponed payment.

As used herein, "**Payment Business Day**", shall mean any day, other than a Saturday or a Sunday, which is both (a) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in the relevant place of presentation, and (b) either (i) if the Specified Currency set out in the Final Terms is any currency other than Euro, a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealings in foreign exchange and foreign currency deposits) in both London and the principal financial centre of the country of the Specified Currency set out in the Final Terms (which, if the Specified Currency is Australian dollars, shall be Sydney) or (ii) if the Specified Currency set out in the Final Terms is Euro, a day which is a TARGET Business Day;

"**T2**" means the real time gross settlement system operated by the Eurosystem, or any successor system; and

"**TARGET Business Day**" means any day on which T2 is open for the settlement of payments in euro.

9. This Note is negotiable and, accordingly, title hereto shall pass by delivery and the bearer shall be treated as being absolutely entitled to receive payment upon due presentation hereof (notwithstanding any notation of ownership or other writing thereon or notice of any previous loss or theft thereof).
10. [If this is an interest-bearing Note, then:
 - (a) notwithstanding the provisions of paragraph 1 above, if any payment of interest in respect of this Note falling due for payment prior to the Maturity Date remains unpaid on the fifteenth day after falling so due, the amount referred to in paragraph 1 shall be payable on such fifteenth day; and
 - (b) upon each payment of interest (if any) prior to the Maturity Date in respect of this Note, the Schedule hereto shall be duly completed by the Issuing and Paying Agent to reflect such payment.
11. If this is a fixed rate interest bearing Note, interest shall be calculated on the Calculation Amount specified in the Final Terms as follows:
 - (a) interest shall be payable on the Calculation Amount in respect of each successive Interest Period (as defined below) from the Issue Date to the Maturity Date (or, as the case may be, to the Relevant Date), in arrear on the relevant Interest Payment Date, on the basis of the Day Count Convention specified in the Final Terms or, if none is specified, on the basis of the actual number of days in such Interest Period and a year of 360 days at the

Rate of Interest specified in the Final Terms with the resulting figure being rounded to the nearest amount of the Specified Currency which is available as legal tender in the country or countries (in the case of the Euro) of the Specified Currency (with halves being rounded upwards); and

- (b) the period beginning on and including the Issue Date and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date is an "**Interest Period**" for the purposes of this paragraph.]
12. Instructions for payment must be received at the office of the Issuing and Paying Agent referred to above together with this Note as follows:
- (a) if this Note is denominated in Australian dollars, New Zealand dollars, Hong Kong dollars or Japanese Yen, at least two Business Days prior to the relevant payment date;
 - (b) if this Note is denominated in United States dollars, Canadian dollars or Euro, on or prior to the relevant payment date; and
 - (c) in all other cases, at least one Business Day prior to the relevant payment date. As used in this paragraph, "**Business Day**" means:
 - (i) a day other than a Saturday or Sunday on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in London;
 - (ii) in the case of payments in Euro, a TARGET Business Day; and
 - (iii) in all other cases, a day on which commercial banks are open for general business (including dealings in foreign exchange and foreign currency deposits) in the principal financial centre in the country of the Specified Currency set out in the Final Terms.]³
13. This Note shall not be validly issued unless authenticated by The Bank of New York Mellon, London Branch as Issuing and Paying Agent.
14. This Note and all non-contractual obligations arising out of or in connection with this Note are governed by, and construed in accordance with, English law. The provisions relating to the status of this Note and its ranking in insolvency proceedings are governed by Spanish law.
- (a) *English courts:* The courts of England have exclusive jurisdiction to settle any dispute arising from or connected with this Note (including a dispute relating to the existence, validity or termination of this Note or any non-contractual obligation arising out of or in connection with this Note) or the consequences of its nullity (a "**Dispute**").
 - (b) *Appropriate forum:* The Issuer agrees that the courts of England are the most appropriate and convenient courts to settle any Dispute and, accordingly, that it will not argue to the contrary.
 - (c) *Rights of the bearer to take proceedings outside England:* Clause 14(a) (*English courts*) is for the benefit of the bearer only. As a result, nothing in this Clause 14 prevents the bearer from taking proceedings relating to a Dispute ("**Proceedings**") in any other courts with jurisdiction. To the extent allowed by law, the bearer may take concurrent Proceedings in any number of jurisdictions.
 - (d) *Process agent:* The Issuer agrees that the documents which start any Proceedings and any other documents required to be served in relation to those Proceedings may be served on it by being delivered to Law Debenture Corporate Services Limited at Fifth Floor, 100

³ If this Note is denominated in Sterling, delete paragraphs 10 through 12 inclusive and replace with interest provisions to be included on the reverse of the Note as indicated below.

Wood Street, London EC2V 7EX or, if different, its registered office for the time being or at any address of the Issuer in Great Britain at which process may be served on it. If such person is not or ceases to be effectively appointed to accept service of process on behalf of the Issuer, the Issuer shall, on the written demand of the bearer addressed to the Issuer and delivered to the Issuer or to the offices of the Issuing and Paying Agent, appoint a further person in England to accept service of process on its behalf and, failing such appointment within 15 days, the bearer shall be entitled to appoint such a person by written notice addressed to the Issuer and delivered to the Issuer or to the offices of the Issuing and Paying Agent. Nothing in this paragraph shall affect the right of the bearer to serve process in any other manner permitted by law. This Clause applies to Proceedings in England and to Proceedings elsewhere.

15. If this Note has been admitted to listing on the Official List of the Irish Stock Exchange plc trading as Euronext Dublin and to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin (and/or has been admitted to listing, trading and/or quotation on any other listing authority, stock exchange and/or quotation system), all notices required to be published concerning this Note shall be published in accordance with the requirements of the Irish Stock Exchange plc trading as Euronext Dublin (and/or of the relevant listing authority, stock exchange and/or quotation system).
16. Claims for payment of principal and interest in respect of this Note shall become prescribed and void unless made, in the case of principal, within ten years after the Maturity Date (or, as the case may be, the Relevant Date) or, in the case of interest, five years after the relevant Interest Payment Date.
17. No person shall have any right to enforce any provision of this Note under the Contracts (Rights of Third Parties) Act 1999.

SIGNED for and on behalf of

**ACS, ACTIVIDADES DE
CONSTRUCCIÓN Y SERVICIOS, S.A.**

By:

.....

AUTHENTICATED by **THE BANK OF
NEW YORK MELLON, LONDON
BRANCH**

without recourse, warranty or liability and for
authentication purposes only

By its lawfully appointed attorney:

.....

(Authorised Signatory)

[On the Reverse]

- (A) [If this is an interest-bearing Note, then:
- (a) notwithstanding the provisions of paragraph 1 above, if any payment of interest in respect of this Note falling due for payment prior to the Maturity Date remains unpaid on the fifteenth day after falling so due, the amount referred to in paragraph 1 shall be payable on such fifteenth day; and
 - (b) upon each payment of interest (if any) prior to the Maturity Date in respect of this Note, the Schedule hereto shall be duly completed by the Issuing and Paying Agent to reflect such payment.
- (B) If this is a fixed rate interest bearing Note, interest shall be calculated on the Calculation Amount specified in the Final Terms as follows:
- (a) interest shall be payable on the Calculation Amount in respect of each successive Interest Period (as defined below) from the Issue Date to the Maturity Date (or, as the case may be, to the Relevant Date), in arrear on the relevant Interest Payment Date, on the basis of the actual number of days in such Interest Period and a year of 365 days at the Rate of Interest specified in the Final Terms with the resulting figure being rounded to the nearest penny (with halves being rounded upwards); and
 - (b) the period beginning on and including the Issue Date and ending on but excluding the first Interest Payment Date and each successive period beginning on and including an Interest Payment Date and ending on but excluding the next succeeding Interest Payment Date is an "**Interest Period**" for the purposes of this paragraph (B).]

SCHEDULE

PAYMENTS OF INTEREST

The following payments of interest in respect of this Note have been made:

<u>Date made</u>	<u>Payment From</u>	<u>Payment To</u>	<u>Amount Paid</u>	<u>Notation on behalf of Issuing and Paying Agent</u>
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FINAL TERMS

[Completed Final Terms to be attached]

FORM OF FINAL TERMS

Set out below is the form of Final Terms which will be completed in respect of each issue of Notes issued under the Programme and will be attached to the relevant Global or Definitive Notes on issue.

MiFID II product governance / Professional investors and eligible counterparties only target market

– Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "**MiFID II**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "**distributor**") should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.

[UK MiFIR product governance / Professional investors and eligible counterparties only target market

market – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**UK MiFIR**"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturer['s/s'] target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK MiFIR Product Governance Rules**") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]

ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.

Legal Entity Identifier (LEI):95980020140005558665

€750,000,000

EURO-COMMERCIAL PAPER PROGRAMME

ISSUE OF [AGGREGATE PRINCIPAL AMOUNT OF NOTES] [TITLE OF NOTES]

PART A

CONTRACTUAL TERMS

This document constitutes the Final Terms (as referred to in the Information Memorandum dated 17 April 2024 (as amended, updated or supplemented from time to time, the "**Information Memorandum**") in relation to the Programme) in relation to the issue of Notes referred to above (the "**Notes**"). Terms defined in the Information Memorandum, unless indicated to the contrary, have the same meanings where used in these Final Terms. Reference is made to the Information Memorandum for a description of the Issuer, the Programme and certain other matters. These Final Terms are supplemental to and must be read in conjunction with the full terms and conditions of the Notes. These Final Terms are also a summary of the terms and conditions of the Notes for the purpose of listing.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of these Final Terms and the Information Memorandum [as so supplemented]. The Information Memorandum [and the supplemental Information Memorandum dated [•]] [is][are] available for viewing during normal business hours at the registered office of the Issuer at Avenida Pío XII, 102, 28036 Madrid, Spain, and at the offices of the Issuing and Paying Agent at The Bank of New York Mellon, London Branch, 160 Queen Victoria Street, London EC4V 4LA, United Kingdom.

The particulars to be specified in relation to the issue of the Notes are as follows:

[Include whichever of the following apply or specify as "Not applicable" (N/A). Note that the numbering should remain as set out below, even if "Not applicable" is indicated for individual paragraphs or subparagraphs. Italics denote guidance for completing the Final Terms.]

Issuer:	ACS, Actividades de Construcción y Servicios, S.A.
Type of Note:	Euro commercial paper
Series No:	[•]
Dealer(s):	[•]
Specified Currency:	[•]
Nominal Amount:	[•]
Issue Date:	[•]
Trade Date:	[•]
Maturity Date:	[•] [May not be less than 1 day nor more than 364 days after the Issue Date]
Issue Price:	[•]
Denomination:	[•]
Calculation Amount:	[•] ⁴
Redemption Amount(s):	[Redemption at par][[•] per Note of [•] Denomination][Nominal amount specified on the face of each Note in definitive form][<i>other</i>]
	Early Redemption Amount (Tax) at [par][•]
Early Redemption Date	[•]
Redemption Notice Period	[Not less than 30 days and not more than 60 days prior to the Early Redemption Date/ <i>other</i>]
Delivery:	[Free of/against] payment

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

Fixed Rate Note Provisions	[Applicable/Not applicable]
	<i>(If not applicable, delete the remaining subparagraphs of this paragraph)</i>
(a) Rate(s) of Interest:	[•] per cent. per annum payable [annually/semi-annually/quarterly/monthly/ <i>other</i> (specify)] in arrear]
(b) Interest Payment Date(s):	[•] in each year [adjusted in accordance with [specify Business Day Convention and any

⁴ If more than one Denomination, the Calculation Amount will be the amount of the smallest Denomination.

applicable Business Centre(s) for the definition of "Business Day"]/not adjusted]

- (c) Day Count Convention (if different from that specified in the terms and conditions of the Notes): [Not applicable/*other*]
[The above-mentioned Day Count Convention shall have the meaning given to it in the [2006/2021] ISDA Definitions published by the International Swaps and Derivatives Association, Inc., as amended, updated or replaced at the Issue Date.]⁵
- (d) Other terms relating to the method of calculating interest for Fixed Rate Notes (if different from those specified in the terms and conditions of the Notes): [Not applicable/give details]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

Listing and admission to trading: Application [has been made/is expected to be made] by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Dublin with effect from [•]. [other]

Ratings [Not Applicable/ The Notes to be issued [have been/are expected to be] rated]/[The following ratings reflect ratings assigned to Notes of this type issued under the Programme generally]]:

[Standard & Poor's: [•]]

[Moody's: [•]]

[Fitch: [•]]

[[Other]: [•]]

[Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider.]

(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)

[Option 1 - CRA established in the EEA and registered under the CRA Regulation

[Insert legal name of particular credit rating agency entity providing rating] is established in

⁵ Delete text in square brackets unless a Day Count Convention which is different from that specified in the terms and conditions of the Notes is used.

the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**").

Option 2 - CRA established in the EEA, not registered under the CRA Regulation but has applied for registration

[Insert legal name of particular credit rating agency entity providing rating] is established in the EEA and has applied for registration under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**"), although notification of the corresponding registration decision has not yet been provided by the [relevant competent authority]/[European Securities and Markets Authority].

Option 3 - CRA established in the EEA, not registered under the CRA Regulation and not applied for registration

[Insert legal name of particular credit rating agency entity providing rating] is established in the EEA and is neither registered nor has it applied for registration under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**").

Option 4 - CRA not established in the EEA but relevant rating is endorsed by a CRA which is established and registered under the CRA Regulation

[Insert legal name of particular credit rating agency entity providing rating] is not established in the EEA but the rating it has given to the Notes is endorsed by [insert legal name of credit rating agency], which is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**").

Option 5 - CRA is not established in the EEA and relevant rating is not endorsed under the CRA Regulation but CRA is certified under the CRA Regulation

[Insert legal name of particular credit rating agency entity providing rating] is not established in the EEA but is certified under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**").

Option 6 - CRA neither established in the EEA nor certified under the CRA Regulation and

relevant rating is not endorsed under the CRA Regulation

[Insert legal name of particular credit rating agency entity providing rating] is not established in the EEA and is not certified under Regulation (EU) No 1060/2009, as amended (the "**CRA Regulation**") and the rating it has given to the Notes is not endorsed by a credit rating agency established in the EEA and registered under the CRA Regulation.]"

Clearing System(s): Euroclear, Clearstream, Luxembourg

Issuing and Paying Agent: The Bank of New York Mellon, London Branch

Listing Agents: The Bank of New York Mellon SA/NV, Dublin Branch

ISIN: [•]

Common code: [•]

Any clearing system(s) other than Euroclear Bank, SA/NV, Clearstream Banking, S.A. and the relevant identification number(s): [Not applicable/give name(s) and number(s)]

New Global Note: [Yes][No]

Intended to be held in a manner which would allow Eurosystem eligibility: [Yes.][No.][Not applicable.]

[Note that the designation "Yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.][include this text if "yes" selected in which case the Notes must be issued in NGN form]

[Whilst the designation is specified as "No" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have

been met.]]] [*Include this text if "No" selected in which case the Notes must be issued in CGN form*]]

LISTING AND ADMISSION TO TRADING APPLICATION

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €750,000,000 Euro-Commercial Paper Programme of ACS, Actividades de Construcción y Servicios, S.A.

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

SIGNED on behalf of
ACS, ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.

By:
(duly authorised)

Dated:

PART B

OTHER INFORMATION

1. **INTEREST OF NATURAL AND LEGAL PERSONS INVOLVED IN THE [ISSUE/OFFER]**

Need to include a description of any interest, including conflicting ones, that is material to the issue/offer, detailing the persons involved and the nature of the interest. May be satisfied by the inclusion of the following statement:

["Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. "]

2. **ESTIMATED TOTAL EXPENSES RELATED TO THE ADMISSION TO TRADING**

Estimated total expenses: []

3. [Fixed Rate Notes only – **YIELD**

Indication of yield: []

4. **REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**

Reasons for the offer: [] [See ["Use of Proceeds"] in the Information Memorandum/Give details] [If reasons differ from what is disclosed in the Information Memorandum, give details here.]

5. **JAPANESE OFFEREEES**

[In the case where the Japanese offerees are limited to Qualified Institutional Investors only, and therefore the Issuer relies upon the Qualified Institutional Investor private placement exemption (the Issuer must appoint its attorney in Japan):

[The Notes have not been and will not be registered in Japan pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "FIEA") in reliance upon the exemption from the registration requirements since the offering constitutes the private placement to qualified institutional investors only.

A transferor of the Notes shall not transfer or resell them except where a transferee is a qualified institutional investor under Article 10 of the Cabinet Office Ordinance concerning Definitions provided in Article 2 of the Financial Instruments and Exchange Act of Japan (the Ministry of Finance Ordinance No. 14 of 1993, as amended).]

[In the case where the Japanese offerees are fewer than 50, and therefore the Issuer relies upon the small number private placement exemption:

[The Notes have not been and will not be registered in Japan pursuant to Article 4, Paragraph 1 of the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "FIEA") in reliance upon the exemption from the registration requirements since the offering constitutes the small number private placement.

A transferor of the Notes shall not transfer or resell the Notes except where the transferor transfers or resells all the Notes *en bloc* to one transferee.]]

[Second sentence above can be replaced with the following if preferable:

[The Note is not permitted to be divided into any unit less than the minimum denomination.]]

TAXATION

The following summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to acquire, hold or dispose of the Notes, and does not purport to deal with the tax consequences applicable to all categories of investors, some of whom (such as dealers in securities) may be subject to special rules. Prospective investors who are in any doubt as to their position should consult with their own professional advisers.

Taxation in the Kingdom of Spain

The following is a general description of certain Spanish tax considerations. The information provided below does not purport to be a complete summary of tax law and practice applicable in the Kingdom of Spain as at the date of this Information Memorandum and is subject to any changes in law and the interpretation and application thereof, which could be made with retroactive effect.

Introduction

This information has been prepared in accordance with the following Spanish tax legislation in force at the date of this Information Memorandum:

- a. of general application, the First Additional Provision of Law 10/2014, of 26 June and Royal Decree 1065/2007, of 27 July;
- b. for individuals with tax residency in Spain who are personal income tax ("**Personal Income Tax**") tax payers, Law 35/2006, of 28 November on Personal Income Tax and on the partial amendment of the Corporate Income Tax Law, Non Residents Income Tax Law and Wealth Tax Law as amended (the "**Personal Income Tax Law**"), and Royal Decree 439/2007, of 30 March 2007 promulgating the Personal Income Tax Regulations as amended along with Law 19/1991, of 6 June on Wealth Tax and Law 29/1987, of 18 December on Inheritance and Gift Tax and Law 38/2022, for the establishment of temporary levies on energy and on financial credit institutions and introducing a temporary solidarity tax on large fortunes;
- c. for legal entities resident for tax purposes in Spain which are corporate income tax ("**Corporate Income Tax**") taxpayers, Law 27/2014, of 27 November, of the Corporate Income Tax Law applicable on the tax periods starting as of 1 January 2015 and Royal Decree 634/2015, of 10 July promulgating the Corporate Income Tax Regulations (the "**Corporate Income Tax Regulations**"); and
- d. for individuals and legal entities who are not resident for tax purposes in Spain and are non-resident income tax ("**Non-Resident Income Tax**") taxpayers, Royal Legislative Decree 5/2004, of 5 March promulgating the Consolidated Text of the Non-Resident Income Tax Law as amended and Royal Decree 1776/2004, of 30 July promulgating the Non-Resident Income Tax Regulations as amended ("**Non-Resident Income Tax Law**"), along with Law 19/1991, of 6 June on Wealth Tax and Law 29/1987, of 18 December on Inheritance and Gift Tax and Law 38/2022, for the establishment of temporary levies on energy and on financial credit institutions and introducing a temporary solidarity tax on large fortunes.

Whatever the nature and residence of the holder of a beneficial interest in the Notes (each, a "**Beneficial Owner**"), the acquisition and transfer of the Notes will be exempt from indirect taxes in Spain, for example exempt from transfer tax and stamp duty, in accordance with the consolidated text of such tax promulgated by Royal Legislative Decree 1/1993, of 24 September, and exempt from value added tax, in accordance with Law 37/1992, of 28 December regulating such tax.

Individuals with Tax Residency in Spain

Individual Income Tax (Impuesto sobre la Renta de las Personas Físicas)

Both interest periodically received and income deriving from the transfer, redemption or repayment of the Notes would constitute a return on investment obtained from the transfer of own capital to third parties in accordance with the provisions of Section 25.2 of the Personal Income Tax Law, and should be included in

each investor's taxable savings and taxed at the tax rate applicable from time to time, currently at the rate of 19 per cent. for taxable income up to €6,000.00, 21 per cent. for taxable income between €6,000.01 and €50,000.00, 23 per cent. for taxable income between €50,000.01 and €200,000.00, 27 per cent. for taxable income between €200,000.01 and €300,000.00 and 28 per cent. for taxable income in excess of €300,000.00.

As a general rule, both types of income are subject to a withholding tax on account at the rate of 19 per cent. According to Section 44.5 of Royal Decree 1065/2007, of 27 July, the Issuer will make interest payments to individual holders who are resident for tax purposes in Spain without withholding **provided that** the relevant information about the Notes is submitted. However, withholding tax at the applicable rate of 19 per cent. may have to be deducted by other entities (such as depositaries, institutions or financial entities) provided that such entities are resident for tax purposes in Spain or have a permanent establishment in Spanish territory.

In any event, individual holders may credit the withholding against their Personal Income Tax liability for the relevant fiscal year.

Wealth Tax (Impuesto sobre el Patrimonio) and Solidarity Tax (Impuesto Temporal de Solidaridad de Grandes Fortunas)

Individuals with tax residency in Spain will be subject to Wealth Tax to the extent that their net worth exceeds €700,000 (subject to any exceptions provided under relevant legislation in an autonomous region (*Comunidad Autónoma*)). Therefore, they should take into account the value of the Notes which they hold as at 31 December in each year, the applicable rates ranging between 0.2 per cent. and 3.5 per cent.

Notwithstanding the above, the so-called "solidarity tax" was approved in December 2022, which in general terms, applies, under certain conditions, to those residents in an autonomous region were the Wealth Tax is partial or fully exempt.

The rates of the "solidarity tax" are

Taxable base up to (€)	Tax due (€)	Rest of taxable base (€)	Rate
0.00	0.00	3,000,000.00	0%
3,000,000.00	0.00	2,347,998.03	1.7%
5,347,998.03	39,915,97	5,347,998.03	2.1%
10,695,996.06	152,223,93	Any excess	3.5%

Inheritance and Gift Tax (Impuesto sobre Sucesiones y Donaciones)

Individuals with tax residency in Spain who acquire ownership or other rights over any Notes by inheritance, gift or legacy will be subject to inheritance and gift tax in accordance with the applicable Spanish regional or federal rules. As at the date of this Information Memorandum, the applicable tax rates currently range between 7.65 per cent. and 34 per cent. Relevant factors applied (such as previous net wealth or family relationship among transferor and transferee) determine the final effective tax rate that range, as of the date of this Information Memorandum, between 0 per cent. and 81.6 per cent.

LEGAL ENTITIES WITH TAX RESIDENCY IN SPAIN

Corporate Income Tax (Impuesto sobre Sociedades)

Payments of income deriving from the transfer, redemption or repayment of the Notes constitute a return on investments for tax purposes obtained from the transfer to third parties of own capital and would have to be included in profit and taxable income of legal entities with tax residency in Spain for Corporate Income Tax purposes in accordance with the rules for Corporate Income Tax and subject to the general rate of 25 per cent.

In accordance with Section 44.5 of Royal Decree 1065/2007, of 27 July, there is no obligation to withhold on income payable to Spanish CIT taxpayers (which for the sake of clarity, include Spanish tax resident

investment funds and Spanish tax resident pension funds). Consequently, the Issuer will not withhold on interest payments to Spanish CIT taxpayers **provided that** the relevant information about the Notes is submitted. However, payments of interest under the Notes may be subject to withholding tax at the applicable rate of 19 per cent. if the Notes do not comply with exemption requirements specified in the Reply to the Consultation of the Directorate General for Taxation (*Dirección General de Tributos*) dated 27 July 2004 and require a withholding to be made.

Wealth Tax (Impuesto sobre el Patrimonio) and Solidarity Tax (Impuesto Temporal de Solidaridad de Grandes Fortunas)

Spanish resident legal entities are not subject to Wealth Tax nor to Solidarity Tax.

Inheritance and Gift Tax (Impuesto sobre Sucesiones y Donaciones)

Legal entities tax resident in Spain which acquire ownership or other rights over the Notes by inheritance, gift or legacy are not subject to inheritance and gift tax and must include the market value of the Notes in their taxable income for Spanish Corporate Income Tax purposes.

INDIVIDUALS AND LEGAL ENTITIES WITH NO TAX RESIDENCY IN SPAIN

Non-Resident Income Tax (Impuesto sobre la Renta de No Residentes)

Non-Spanish resident investors acting through a permanent establishment in Spain

Ownership of the Notes by investors who are not resident for tax purposes in Spain will not in itself create the existence of a permanent establishment in Spain.

If the Notes form part of the assets of a permanent establishment in Spain of a person or legal entity who is not resident in Spain for tax purposes, the tax rules applicable to income deriving from such Notes are the same as those for Spanish Corporate Income Tax taxpayers.

Non-Spanish resident investors not acting through a permanent establishment in Spain

Payments of income deriving from the transfer, redemption or repayment of the Notes obtained by individuals or entities who have no tax residency in Spain, and which are Non- Resident Income Tax taxpayers with no permanent establishment in Spain, are exempt from such Non-Resident Income Tax on the same terms laid down for income from public debt.

Wealth Tax (Impuesto sobre el Patrimonio) and Solidarity Tax (Impuesto Temporal de Solidaridad de Grandes Fortunas)

Non-Spanish resident individuals whose properties and rights located in Spain, or that can be exercised within the Spanish territory exceed €700,000 would be subject to Wealth Tax, the applicable rates ranging between 0.2 per cent. and 3.5 per cent.

Individuals resident in a country with which Spain has entered into a double tax treaty in relation to the Wealth Tax would generally not be subject to such tax.

Non-Spanish tax resident individuals may apply the rules approved by the autonomous region where the assets and rights with more value are situated. As such, prospective investors should consult their tax advisers.

Notwithstanding the above, the so-called "solidarity tax" was approved in December 2022, which in general terms, applies, under certain conditions, to those residents in an autonomous region where the Wealth Tax is partial or fully exempt.

The rates of the "solidarity tax" are

Taxable base up to (€)	Tax due (€)	Rest of taxable base (€)	Rate
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0.00	0.00	3,000,000.00	0%
3,000,000.00	0.00	2,347,998.03	1.7%
5,347,998.03	39,915,97	5,347,998.03	2.1%
10,695,996.06	152,223,93	Any excess	3.5%

Non-Spanish resident legal entities are not subject to Wealth Tax nor to Solidarity Tax.

Inheritance and Gift Tax (Impuesto sobre Sucesiones y Donaciones)

Individuals not tax resident in Spain who acquire ownership or other rights over the Notes by inheritance, gift or legacy, and who reside in a country with which Spain has entered into a double tax treaty in relation to inheritance and gift tax will be subject to the relevant double tax treaty.

If the provisions of the foregoing paragraph do not apply, such individuals will be subject to inheritance and gift tax in accordance with the Spanish legislation applicable in the relevant autonomous region (*Comunidad Autónoma*).

Generally, non-Spanish tax resident individuals are subject to the Spanish Inheritance and Gift Tax according to the rules set forth in the Spanish State level law. However, if the deceased or the donee are resident outside of Spain, the applicable rules will be those corresponding to the relevant Spanish autonomous regions. As such, prospective investors should consult their tax advisers.

Non-Spanish resident legal entities which acquire ownership or other rights over the Notes by inheritance, gift or legacy are not subject to inheritance and gift tax. They will be subject to Non- Resident Income Tax. If the legal entity is resident in a country with which Spain has entered into a double tax treaty, the provisions of such treaty will apply. In general, double-tax treaties provide for the taxation of this type of income in the country of residence of the beneficiary.

The Spanish Financial Transactions Tax (the "Spanish FTT")

The Spanish Parliament has approved Law 5/2020 of 15 October, on the financial transactions tax (*Ley del Impuesto sobre las Transacciones Financieras*) which entered into force on 16 January 2021. The Spanish FTT applies on the acquisition of shares (including transfer or conversion) of Spanish companies with a market capitalization of more than €1 billion, at a tax rate of 0.2%. In principle, the Spanish FTT does not affect transactions involving bonds or similar instruments.

Prospective holders of the Notes are advised to seek their own professional advice in relation to the Spanish FTT.

FATCA

Pursuant to certain provisions of the U.S. Internal Revenue Code of 1986, commonly known as FATCA, a "foreign financial institution" may be required to withhold on certain payments it makes ("foreign passthru payments") to persons that fail to meet certain certification, reporting, or related requirements. A number of jurisdictions (including Spain) have entered into, or have agreed in substance to, intergovernmental agreements with the United States to implement FATCA ("**IGAs**"), which modify the way in which FATCA applies in their jurisdictions. Under the provisions of IGAs as currently in effect, a foreign financial institution in an IGA jurisdiction would generally not be required to withhold under FATCA or an IGA from payments that it makes. Certain aspects of the application of the FATCA provisions and IGAs to instruments such as the Notes, including whether withholding would ever be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, are uncertain and may be subject to change. Even if withholding would be required pursuant to FATCA or an IGA with respect to payments on instruments such as the Notes, such withholding would not apply prior to the date that is two years after the publication of the final regulations defining "foreign passthru payment" and Notes characterised as debt (or which are not otherwise characterised as equity and have a fixed term) for U.S. federal tax purposes that are issued on or prior to the date that is six months after the date on which final regulations defining "foreign passthru payments" are filed with the U.S. Federal Register generally would be "grandfathered" for

purposes of FATCA withholding unless materially modified after such date. Holders should consult their own tax advisors regarding how these rules may apply to their investment in the Notes.

INFORMATION ABOUT THE NOTES IN CONNECTION WITH PAYMENTS

The Issuer is currently required by Spanish law to report on certain information relating to the Notes. In accordance with Section 44 of Royal Decree 1065/2007, for that purpose, certain information with respect to the Notes must be submitted to the Issuer at the time of each payment.

Such information would be the following:

Identification of the Notes in respect of which the relevant payment is made;

Date on which relevant redemption is made;

the total amount of the relevant redemption; and

the amount of the relevant payment and to each entity that manages a clearing and settlement system for securities situated outside Spain.

In particular, the Issuing and Paying Agent must certify the information above about the Notes by means of a certificate the form of which is attached as Annex I of this Information Memorandum.

In light of the above, the Issuer and the Issuing and Paying Agent have arranged certain procedures to facilitate the collection of information concerning the Notes. If, despite these procedures, the relevant information is not received by the Issuer, the Issuer may be required to withhold at the applicable rate of 19 per cent. from any payment in respect of the relevant Notes as to which the required information has not been provided.

The procedures for providing documentation referred to in this section are set out in detail in the issuing and paying agency agreement dated 17 April 2024 (the "**Issue and Paying Agency Agreement**") which may be inspected during normal business hours at the specified office of the Issuing and Paying Agent. In particular, if the Issuing and Paying Agent does not act as common depository, the procedures described in this section will be modified in the manner described in the Issue and Paying Agency Agreement.

Set out below is Annex I. Sections in English have been translated from the original Spanish and such translations constitute direct and accurate translations of the Spanish language text. In the event of any discrepancy between the Spanish language version of the certificate contained in Annex I and the corresponding English translation, the Spanish tax authorities will give effect to the Spanish language version of the relevant certificate only.

Any foreign language text included in this Information Memorandum is for convenience purposes only and does not form part of this Information Memorandum

ANNEX I

Anexo al Reglamento General de las actuaciones y los procedimientos de gestión e inspección tributaria y de desarrollo de las normas comunes de los procedimientos de aplicación de los tributos, aprobado por Real Decreto 1065/2007

Modelo de declaración a que se refieren los apartados 3, 4 y 5 del artículo 44 del Reglamento General de las actuaciones y los procedimientos de gestión e inspección tributaria y de desarrollo de las normas comunes de los procedimientos de aplicación de los tributos

Annex to Royal Decree 1065/2007, of 27 July, approving the General Regulations of the tax inspection and management procedures and developing the common rules of the procedures to apply taxes

Declaration form referred to in paragraphs 3, 4 and 5 of Article 44 of the General Regulations of the tax inspection and management procedures and developing the common rules of the procedures to apply taxes

Don (nombre), con número de identificación fiscal ()⁽¹⁾, en nombre y representación de (entidad declarante), con número de identificación fiscal ()⁽¹⁾ y domicilio en () en calidad de (marcar la letra que proceda):

Mr. (name), with tax identification number ()⁽¹⁾, in the name and on behalf of (entity), with tax identification number ()⁽¹⁾ and address in () as (function – mark as applicable):

- (a) Entidad Gestora del Mercado de Deuda Pública en Anotaciones.**
 - (a) Management Entity of the Public Debt Market in book entry form.
- (b) Entidad que gestiona el sistema de compensación y liquidación de valores con sede en el extranjero.**
 - (b) Entity that manages the clearing and settlement system of securities resident in a foreign country.
- (c) Otras entidades que mantienen valores por cuenta de terceros en entidades de compensación y liquidación de valores domiciliadas en territorio español.**
 - (c) Other entities that hold securities on behalf of third parties within clearing and settlement systems domiciled in the Spanish territory.
- (d) Agente de pagos designado por el emisor.**

Issuing and Paying Agent appointed by the issuer.

Formula la siguiente declaración, de acuerdo con lo que consta en sus propios registros:

Makes the following statement, according to its own records:

- 1. En relación con los apartados 3 y 4 del artículo 44:**
 - 1. In relation to paragraphs 3 and 4 of Article 44:
 - 1.1 Identificación de los valores**
 - 1.1 Identification of the securities
 - 1.2 Fecha de pago de los rendimientos (o de reembolso si son valores emitidos al descuento o segregados)**
 - 1.2 Income payment date (or refund if the securities are issued at discount or are segregated)

- 1.3 Importe total de los rendimientos (o importe total a reembolsar, en todo caso, si son valores emitidos al descuento o segregados)**
- 1.3 Total amount of income (or total amount to be refunded, in any case, if the securities are issued at discount or are segregated)
- 1.4 Importe de los rendimientos correspondiente a contribuyentes del Impuesto sobre la Renta de las Personas Físicas, excepto cupones segregados y principales segregados en cuyo reembolso intervenga una Entidad Gestora**
- 1.4 Amount of income corresponding to Personal Income Tax taxpayers, except segregated coupons and segregated principals for which reimbursement an intermediary entity is involved
- 1.5 Importe de los rendimientos que conforme al apartado 2 del artículo 44 debe abonarse por su importe íntegro (o importe total a reembolsar si son valores emitidos al descuento o segregados).**
- 1.5 Amount of income which according to paragraph 2 of Article 44 must be paid gross (or total amount to be refunded if the securities are issued at discount or are segregated).
- 2. En relación con el apartado 5 del artículo 44.**
2. In relation to paragraph 5 of Article 44.
- 2.1 Identificación de los valores**
- 2.1 Identification of the securities.....
- 2.2 Fecha de pago de los rendimientos (o de reembolso si son valores emitidos al descuento o segregados)**
- 2.2 Income payment date (or refund if the securities are issued at discount or are segregated)
- 2.3 Importe total de los rendimientos (o importe total a reembolsar si son valores emitidos al descuento o segregados)**
- 2.3 Total amount of income (or total amount to be refunded if the securities are issued at discount or are segregated)
- 2.4 Importe correspondiente a la entidad que gestiona el sistema de compensación y liquidación de valores con sede en el extranjero A.**
- 2.4 Amount corresponding to the entity that manages the clearing and settlement system of securities resident in a foreign country A.
- 2.5 Importe correspondiente a la entidad que gestiona el sistema de compensación y liquidación de valores con sede en el extranjero B.**
- 2.5 Amount corresponding to the entity that manages the clearing and settlement system of securities resident in a foreign country B.
- 2.6 Importe correspondiente a la entidad que el sistema de compensación y liquidación de valores con sede en el extranjero C.**
- 2.6 Amount corresponding to the entity that manages the clearing and settlement system of securities resident in a foreign country C.

Lo que declaro en.....a ... de.....de ...

I declare the above in on the ... of of ...

- (1) **En caso de personas, físicas o jurídicas, no residentes sin establecimiento permanente se hará constar el número o código de identificación que corresponda de conformidad con su país de residencia.**
- (1) In case of non-residents (individuals or corporations) without permanent establishment in Spain it shall be included the number or identification code which corresponds according to their country of residence.

SUBSCRIPTION AND SALE

General

Each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it will observe all applicable laws and regulations in any jurisdiction in which it may offer, sell, or deliver Notes and it will not directly or indirectly offer, sell, resell, re-offer or deliver Notes or distribute the Information Memorandum, circular, advertisement or other offering material in any country or jurisdiction except under circumstances that will result, to the best of its knowledge and belief, in compliance with all applicable laws and regulations.

United States of America

The Notes have not been and will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons. Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered and sold, and will not offer and sell, Notes (i) as part of their distribution at any time and (ii) otherwise until 40 days after the completion of the distribution of the Notes comprising the relevant tranche as determined and certified by the relevant Dealer, within the United States or to, or for the account or benefit of, U.S. persons. Accordingly, each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that neither it, nor its affiliates nor any person acting on its or their behalf has engaged or will engage in any directed selling efforts with respect to the Notes, and that it and they have complied and will comply with the offering restrictions requirement of Regulation S. Each Dealer has also agreed, and each further Dealer appointed under the Programme will be required to agree, that, at or prior to confirmation of sale of Notes, it will have sent to each distributor, dealer or person receiving a selling commission, fee or other remuneration that purchases Notes from it a confirmation or notice to substantially the following effect:

"The Securities covered hereby have not been registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (i) as part of their distribution at any time or (ii) otherwise until 40 days after the completion of the distribution of the Securities as determined and certified by the relevant Dealer, in the case of a non-syndicated issue, or the Lead Manager, in the case of a syndicated issue, and except in either case in accordance with Regulation S under the Securities Act. Terms used above have the meanings given to them by Regulation S."

In addition, until 40 days after the commencement of the offering, an offer or sale of Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act.

Terms used in this section have the meanings given to them by Regulation S.

Prohibition of Sales to EEA Retail Investors

Each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent, warrant and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Information Memorandum as completed by the Final Terms in relation thereto to any retail investor in the European Economic Area.

For the purposes of this provision the expression "**retail investor**" means a person who is one (or more) of the following:

- (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or
- (ii) a customer within the meaning of Directive (EU) 2016/97 (the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II

United Kingdom

Prohibition of Sales to UK Retail Investors

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree, that it has not offered, sold or otherwise made available and will not offer, sell or otherwise make available any Notes which are the subject of the offering contemplated by this Information Memorandum as completed by the Final Terms in relation thereto to any retail investor in the United Kingdom.

For the purposes of this provision, the expression "**retail investor**" means a person who is one (or more) of the following:

- (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No. 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or
- (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 ("**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of UK domestic law by virtue of the EUWA.

Other UK regulatory restrictions

Each Dealer has represented and agreed, and each further Dealer appointed under the Programme will be required to represent and agree to the Issuer, that:

- a. it is a person whose ordinary activities involve it in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of its business; and
- b. it has not offered or sold and will not offer or sell any Notes other than to persons whose ordinary activities involve them in acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or who it is reasonable to expect will acquire, hold, manage or dispose of investments (as principal or agent) for the purposes of their businesses where the issue of the Notes would otherwise constitute a contravention of section 19 of the FSMA by the Issuer;
- c. it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received by it in connection with the issue or sale of any Notes in circumstances in which section 21(1) of the FSMA does not apply to the Issuer; and
- d. it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to such Notes in, from or otherwise involving the United Kingdom.

Japan

The Notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**FIEA**") and, accordingly, each Dealer has represented and agreed that has not, directly or indirectly, offered or sold and will not, directly or indirectly, offer or sell any Notes in Japan or to, or for the benefit of, any resident of Japan or to others for re-offering or resale, directly or indirectly, in Japan or to any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEA and other relevant laws and regulations of Japan. As used in this paragraph, "**resident of Japan**" means any person resident in Japan, including any corporation or other entity organised under the laws of Japan.

Kingdom of Spain

This Information Memorandum shall not be registered with the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*). Each Dealer and the Issuer has represented and agreed and

each further Dealer will be required to represent and agree that the offers of the Notes in Spain will be directed specifically at or made to professional clients (*clientes profesionales*) as this term is defined in Article 194 of the Spanish Law 6/2023, of 17 March, on the Securities Markets and the Investment Services (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*) (as amended or replaced from time to time, the "**Spanish Securities Markets Law and Investment Services Law**"), and Article 112 of Royal Decree 813/2023, of 8 November as amended or replaced from time to time, and eligible counterparties (*contrapartes elegibles*) as defined in Article 196 of the Spanish Securities Markets Law, and in accordance with the provision of the Spanish Securities Market Law and Investment Services and further secondary legislation.

Republic of France

Each Dealer has represented and agreed, and each further Dealer will be required to represent and agree, that it has only offered or sold and will only offer or sell, directly or indirectly, Notes in France to qualified investors (*investisseurs qualifiés*) as defined in Article 2(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended, and Article L.411-2 1° of the French *Code monétaire et financier*, as amended from time to time, and it has only distributed or caused to be distributed and will only distribute or cause to be distributed in France to such qualified investors this Information Memorandum, the relevant Final Terms or any other offering material relating to the Notes.

Ireland

Each Dealer has represented, warranted and agreed, and each further Dealer appointed under the Programme will be required to represent and agree to the Issuer, that it has not offered, sold, placed or underwritten and will not offer, sell, place or underwrite the Notes, or do anything in Ireland in respect of the Notes, otherwise than in conformity with the provisions of:

- (i) the European Union (Markets in Financial Instruments) Regulations 2017 (as amended), and any codes of conduct or rules issued in connection therewith and any conditions, requirements or enactments, imposed or approved by the Central Bank of Ireland, and the provisions of the Investor Compensation Act 1998 (as amended);
- (ii) the Irish Central Bank Acts 1942 to 2018 (as amended) and any codes of practice made under Section 117(1) of the Irish Central Bank Act 1989 (as amended) or any regulations made pursuant to Part 8 of the Central Bank (Supervision and Enforcement) Act 2013 (as amended);
- (iii) Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market or any delegated or implementing acts relating thereto, the European Union (Prospectus) Regulations 2019 of Ireland, the Companies Act 2014 (as amended) and any rules issued under Section 1363 of the Companies Act 2014 (as amended) by the Central Bank of Ireland;
- (iv) the European Union (Market Abuse) Regulations 2016 (as amended), Regulation (EU) No 596/2014 of the European Parliament of the Council of 16 April 2014 on market abuse (as amended) and any rules issued under Section 1370 of the Companies Act 2014 (as amended) by the Central Bank of Ireland; and
- (v) it will ensure that no Notes will be offered or sold with a maturity of less than 12 months except in full compliance with Notice BSD C 01/02 issued by the Central Bank of Ireland.

GENERAL INFORMATION

Clearing of the Notes

The Notes have been accepted for clearance through Clearstream, Luxembourg and Euroclear. The appropriate Common Code and International Securities Identification Number (ISIN) in relation to each issue of Notes and any other clearing system as shall have accepted the relevant Notes for clearance will be specified in the Final Terms relating thereto.

Admission to Listing and Trading

It is expected that Notes issued under the Programme may be admitted to the Official List and to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin on or after 17 April 2024. The admission of the Notes to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin will be expressed as a percentage of their principal amount. Any Notes intended to be admitted to the Official List and admitted to trading on the regulated market of the Irish Stock Exchange plc trading as Euronext Dublin will be so admitted to listing and trading upon submission to the Irish Stock Exchange plc trading as Euronext Dublin of the relevant Final Terms and any other information required by the Irish Stock Exchange plc trading as Euronext Dublin, subject in each case to the issue of the relevant Notes.

However, Notes may be issued pursuant to the Programme which will be admitted to listing, trading and or quotation by such other listing authority, stock exchange and/or quotation system as the Issuer and the relevant Dealer(s) may agree. No Notes may be issued pursuant to the Programme on an unlisted basis.

Material Adverse Change

There has been no material adverse change in the prospects of the Issuer and no significant change in the financial or trading position of the Issuer or the Group since 31 December 2023, save as disclosed in "*Recent Developments*" above.

Legal and Arbitration Proceedings

Save as disclosed on the section "*Description of the Issuer - Litigation*" of this Information Memorandum, there are no pending or threatened governmental, legal or arbitration proceedings against or affecting the Issuer and the Group which may have, or have had during the 12 months prior to the date hereof, individually or in the aggregate, a significant effect on the financial position or profitability of the Issuer and the Group and, to the best knowledge of the Issuer and the Group, no such actions, suits or proceedings are threatened or contemplated.

Material Contracts

There are no material contracts which could result in any member of the Group being under an obligation that is material to the Issuer's ability to meet its obligations to holders of Notes.

Legal Entity Identifier

The Legal Entity Identifier of the Issuer is 95980020140005558665.

Documents on Display

Physical copies and, where appropriate, English translations of the following documents may be inspected during normal business hours at the office of the Issuing and Paying Agent for the life of this Information Memorandum:

- a. the audited consolidated annual accounts listed in the section "*Documents Incorporated by Reference*" above;
- b. this Information Memorandum, together with any supplements thereto;
- c. the Issuing and Paying Agency Agreement relating to the Notes;

- d. the Dealer Agreement;
- e. the Deed of Covenant; and
- f. the Issuer-ICSDs Agreement (which is entered into between the Issuer and Euroclear and/or Clearstream, Luxembourg with respect to the settlement in Euroclear and/or Clearstream, Luxembourg of Notes in New Global Note form).

ISSUER

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For the financial year ended 31 December 2023

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