

*Translation of originally issued in Spanish and prepared in accordance with the regulatory applicable to the Group. In the event of a discrepancy, the Spanish-language version prevails.*



## **INFORMATION DOCUMENT SUPPLEMENT**

### **CAPITAL INCREASE CHARGED TO RESERVES**

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

29 June 2023

*This Supplement to the Information Document dated June 21, 2023 was prepared pursuant to the provisions Article 1.5.(g) of Regulation (UE) 2017/1129 of the European Parliament and of the Council, of June 14, 2017, on the prospectus that should be published in case of public offer or admission to trading of securities in a market regulated and repealing Directive 2003/71/CE.*

## 1 Object

### 1.1 Background

The Annual General Meeting of Shareholders of ACS, Actividades de Construcción y Servicios, S.A. (“**ACS**” or the “**Company**”) held on 5 May 2023 resolved to increase the share capital of ACS charged to voluntary reserves in an amount to be determined according to the terms established in the agreement itself (the “**Capital Increase**”), as well as to reduce the share capital of the Company by an amount maximum equal to the amount of the share capital that is actually issued as a consequence of the Capital Increase (the Capital Increase and this reduction are the “**Resolution**”), delegating the execution of the resolution to the Board of Directors (with express powers of substitution) (pursuant to article 297.1.a) of the Capital Companies Act, approved by Legislative Royal Decree 1/2010, of 2 July (the “**Capital Companies Act**”).

The Board of Directors of the Company, at its meeting held on 12 May 2023, among, and using the powers of delegation in the Resolution, proceed to the first execution of the capital increase, resolved to delegate indiscriminately to the Executive Commission, the Chairman of the Board of Directors and the Director and Secretary so that they may carry out any actions they deem appropriate or necessary for the first execution of everything contained in the Resolution and they may sign any documents required or considered appropriate for the above-mentioned purposes.

By virtue thereof, on 21 June 2023, resolved to carry out the first Execution, setting the maximum reference value of said First Execution (Amount of the Executed Option) at 450 million euros.

### 1.2 Object

This document is a supplement to the Information Document regarding the First Execution made public by ACS through a communication Other Relevant Information on 21 June 2023.

The purpose of this supplement is to communicate the information regarding the First Execution that was pending confirmation as of the date of publication of the Information Document and, particularly, the number maximum of shares to be issued as a result of the First Execution, the number of rights needed to receive one share and the final price of the Purchase Commitment of rights prepared by ACS.

This supplement, together with the Information Document dated 21 June 2023, constitutes the document mentioned in Article 1.5.(g) of Regulation (UE) 2017/1129 of the European Parliament and of the Council, of June 14, 2017, on the prospectus that should be published in case of public offer or admission to trading of securities in a market regulated and repealing Directive 2003/71/CE., and its publication renders the preparation and publication of an information sheet regarding the issuance and admission to the stock exchange of any shares issued during the First Execution.

The Information Document and this supplement are available on the ACS website ([www.grupoacs.com](http://www.grupoacs.com)) and on the CNMV, the Spanish National Securities Market Commission, website ([www.cnmv.es](http://www.cnmv.es)).

Capitalized terms not defined in this supplement shall have the meaning established in said Information Document.

## **2 Pending information regarding the First Execution**

### **2.1 Number maximum of shares to be issued, number of rights needed and nominal maximum amount of the First Execution**

Pursuant to the formulas established in the Resolution regarding the Capital Increase, the following points have been established with relation to the First Execution:

- (i) The number maximum of shares to be issued during the First Execution is set at 13,908,229.

The number of shares actually issued during the First Execution may, however, be lower, as it will depend on the number of free allocation rights at the end of the trading period not held by ACS (which, in accordance with the resolution of the General Meeting and the Information Document, ACS intends to waive all free allocation rights held at that time as a consequence of the Purchase Commitment assumed) <sup>1</sup>.

- (ii) Therefore, the maximum nominal amount of the First Execution of the Capital Increase is 6,954,114.50 euros. The nominal amount by which the share capital of ACS will actually be increased during the First Execution will, however, depend on the number of shares actually issued.

- (iii) The number of free allocation rights needed to receive one new share is 20.

The shareholders of ACS who had acquired their shares until 3 July 2023 (date of publication of the announcement of the First Execution in the Mercantile Registry Official Gazette, BORME) and whose transactions had been settled until 5 July 2023 in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), both inclusive, shall receive one free allocation right for each share of ACS owned. Therefore, said shareholders shall have the right to receive one new share for each 20 old shares owned as of the above date (3 July 2023).

In order to ensure that both the number of free allocation rights needed to receive one new share and the number maximum of shares to be issued are whole numbers, Residencial Montecarmelo, S.A.U., company of Grupo ACS, has waived 14 free allocation rights corresponding to 14 of the shares of its ownership.

With regards to the above, it is stated that:

- (i) The “NTAcc” or number of shares outstanding of ACS as of the date of agreement on this document is 278,164,594; and
  - (ii) The “PreCot”, understood as the arithmetic (simple) mean of the weighted average prices of ACS shares on the Spanish Stock Exchanges during the 5 trading days held on 22,23,26,27 and 28 June 2023, rounded according to the terms established by the Resolution and as evidenced by the certification issued by the Sociedad Rectora de la Bolsa de Bilbao, is equal to 31,123 euros.

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<sup>1</sup> In addition, should the number of shares outstanding of ACS to be put into circulation – after having deducted the shares corresponding to the free allocation rights acquired by ACS by virtue of the Purchase Commitment (which ACS shall waive in accordance with the Resolution) - result in a fraction of a number, ACS (or an entity of your group that, if applicable, owns ACS shares) shall also waive the number of free allocation rights owned necessary in order for the number of new shares to actually be issued during the First Execution to be a whole number and not a fraction.

Finally, ACS plans to waive the remaining free allocation rights that it owns at the end of their negotiation period.

## **2.2 Price of the Purchase Commitment**

The price of the Purchase Commitment of rights assumed by ACS is of 1.482 gross euros per right, calculated in accordance with the provisions of the Resolution.

Therefore, any shareholders who wish to receive their payment in cash may sell their free allocation rights to ACS at a fixed gross price of 1.482 euros.

Only free allocation rights received of ACS who had acquired their shares until 3 July 2023 (date of publication of the announcement of the First Execution in the Mercantile Registry Official Gazette, BORME) and whose transactions had been settled until 5 July 2023 in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear), both inclusive, ACS will not buy any rights that were acquired on the secondary market, which are not within the scope of the Purchase Commitment.

Madrid, 29 June 2023

ACS, Actividades de Construcción y Servicios, S.A.

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José Luis del Valle Pérez

Board member - Secretary General