

REPORT ON THE REMUNERATION POLICY FOR THE MEMBERS OF THE BOARD OF DIRECTORS FOR THE FISCAL YEARS 2021, 2022 AND 2023 PRESENTED BY THE REMUNERATION COMMITTEE TO THE BOARD OF DIRECTORS AND THE GENERAL SHAREHOLDERS' MEETING OF ACS (ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A.)

1. SUBJECT OF REPORT

Article 529 *novodecies* section 1 of the consolidated text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of July 2 (the “**LSC**”), outlines that the remuneration policy for the directors of listed corporations shall be adjusted in accordance with the statutory remuneration system and approved by the General Shareholders' Meeting at least every three years, as a separate item on the agenda.

It outlines this requirement in sections 2 and 3 that the proposal for the Board of Directors' remuneration policy shall be motivated and accompanied by a specific report by the Remuneration Committee. Both documents will be made available to shareholders on the company's website after the announcement of the General Meeting, who may also request their free delivery. The notice announcing the general meeting shall make mention of this right.

The directors' remuneration policy thus approved shall remain in effect for the three years following the year in which it was approved by the General Meeting. Any modification or replacement of the same during that period shall require prior approval from the General Shareholders' Meeting in accordance with the procedure established for its approval.

In accordance with the foregoing, this report is issued to comply with Article 529 *novodecies* of the LSC, and contains the motivation, justification and opinion of the Remuneration Committee of ACS's (Actividades de Construcción y Servicios S.A.) (“**ACS**” or the “**Company**”) Board of Directors, on the *Remuneration Policy for the members of the Board of Directors for the fiscal years 2021, 2022 and 2023* (the “**Policy**”), that the aforementioned Committee presented to the Board of Directors and the Company's General Shareholders' Meeting.

2. POWERS AND REGULATION OF THE REMUNERATION COMMITTEE OF THE BOARD OF DIRECTORS.

The powers and regimes applicable to the Remuneration Committee are regulated in Articles 529 *terdecies* and 529 *quindecies* of the LSC, 22 bis and 23 of the Company's Bylaws and 27 of the Company's Board of Directors' Regulations. The articles from the

Bylaws and the Board of Directors' Regulations applicable to the Committee are listed below:

"Article 22 bis.- *The Remuneration Committee shall exclusively comprise non-executive directors who are appointed by the Board of Directors, at least two of whom must be of the 14 independent directors.*

One of the independent directors of the Committee shall be appointed Chairman. Without prejudice to the other functions attributed to it by Law or the Regulations of the Board of Directors, the Remuneration Committee shall perform the functions prescribed to it by Law.

"Article 23.- *The Board of Directors may, in addition to the Audit Committee, the Appointments Committee and the Remuneration Committee, set up other specialist committees.*

The Regulations of the Board of Directors shall stipulate how many members the Audit Committee, Appointments Committee, Remuneration Committee and specialist committees may have and shall also govern how they operate.

Article 27.- The Remuneration Committee

Likewise, the Board of Directors shall establish a Remuneration Committee, consisting of a Chairman and a minimum of two Members who shall be freely elected and removed, by the Board of Directors from among its members, and who shall perform their duties during the term of four years for which they were elected. At least two members shall be Independent Directors and the Chairman of the Committee will be appointed from the constituent Independent Directors.

The Secretary to the Company's Board of Directors shall attend meetings with the right to speak but not to vote, and shall take the minutes, copies of which shall be sent upon approval to each of the members of the Board of Directors.

The meeting shall only be deemed to be convened when the majority of its members attend and agreements shall be adopted by majority vote of those attending, with the Chairman having the casting vote in the event of a tie. The Committee shall meet, when convened by the Chairman, at least twice a year. The Remuneration Committee has the following functions:

1. To report to the Board of Directors on policy regarding the remuneration of directors and general managers or other persons discharging senior management duties and reporting directly to the Board of Directors, Executive Committees or Chief Executive Officers, and to verify compliance with the policy established.

2. To make proposals for the distribution among the members of the Board of Directors of the global remuneration agreed upon in the General Meeting.

3. To propose the individual remuneration and other contractual conditions of the Executive Board Members.

4. To make proposals for long-term plans that may be established in accordance with share value, such as stock option plans.

Insofar as may be necessary, and with the appropriate adaptations, the operation of the Remuneration Committee shall be governed by the provisions of these Regulations governing the operation of the Board of Directors.

By virtue of the foregoing, the Company's Remuneration Committee is the body responsible for issuing this Policy Report.

3. REGIME APPLICABLE TO THE DIRECTORS' REMUNERATION

The remuneration of the Directors of the Company is governed, on the one hand, by the provisions of Articles 217 et seq. of the LSC (the regime applicable the remuneration of the Directors of capital companies) and 529 *sexdecies* et seq. of the LSC (the regime applicable to the remuneration of the Directors of listed companies).

In addition, Article 37 of the Corporate Bylaws establishes:

"The remuneration system offered to Directors for their performance of the said role comprises a single fixed amount.

The amount awarded to each Director is decided by the Board of Directors and takes into account the duties and responsibilities of the individual in question, whether or not they belong to any Committees of the Board of Directors and other objective circumstances deemed relevant.

The maximum amount that may be paid to all Directors for their performance of the said role must be approved as part of the remuneration policy by a General Meeting and shall remain in effect unless an amendment is approved.

The remuneration awarded to Directors who perform an executive role, which includes compensation for early retirement and any other amounts to be paid by the Company in respect of insurance premiums and contributions to savings schemes, must comply with the remuneration policy approved by the General Meeting and must be included in detail in the agreement that each executive Director must execute with the Company. This agreement must be approved in

advance by the Board of Directors, two thirds of which must vote in favor of the content thereof.

It is expressly permitted that the remuneration of all or some of the members of the Board of Directors may consist of the assignment of shares in the Company or options on the same, or be referenced to the value of the said shares. Any such action must be approved by the General Meeting, which shall determine the maximum number of shares that may be assigned each year, the price or system used to calculate the price at which the exercise price of the options or the value of the shares, which, where applicable, shall be used as a benchmark and the duration of the period of the plan. The General Meeting may appoint the Board of Directors to determine any other aspects of this type of remuneration.”

4. THE REMUNERATION COMMITTEE'S OPINION

The Remuneration Committee considers that the Remuneration Policy, which is proposed for approval by the General Shareholders' Meeting, complies with the principle established in Article 217.4 of the LSC that the directors' remuneration shall in any case be reasonably proportional to the importance of the Company, the economic situation at the time and the market standards in comparable companies. The established remuneration system is also aimed at promoting the Company's long-term profitability and sustainability and includes the necessary precautions to avoid excessive risk-taking and reward for unfavorable results.

In addition, the Policy accommodates other strategic objectives and values associated with social responsibility and good corporate governance and, among other aspects: (i) alignment with long-term shareholder value creation; (ii) attraction, retention, and motivation of talent; (iii) compensation of responsibility and career path; (iv) internal equity and external competitiveness; and (v) a balance between remuneration elements.

Furthermore, and in line with Directive (EU) 2017/828 of the European Parliament and of the Council of May 17, 2017 amending Directive 2007/36/EC regarding promoting the long-term involvement of shareholders, the Policy expressly includes the relationship of the Company with the conditions of the Company's employees, aligning the remuneration of its executive directors with that of the staff.

In this regard, the Remuneration Committee considers that the remuneration system outlined in the Policy remunerates the Directors in a manner appropriate to the required qualification, the responsibility assumed and the dedication given, ensuring that such remuneration is adequate in accordance with the market requirements and sufficient in order to attract and retain the Directors of the desired profile, but not so high as to compromise the independence of the Non-Executive Directors' criteria.

In particular, in relation to the Directors' remuneration for their presence on the Board of Directors and its Committees, the Policy establishes competitive and reasonable fixed remuneration with respect to the demands of the market and based on their effective dedication, qualification and responsibility.

In an attempt to make the fixed components of the remuneration as objective as possible, a proposal has been made to maintain the current system, which consists in the annual remuneration amount for each Director being established based on the positions they take up on the Board, their presence on different Board Committees, and the duties that they carry out in each Committee.

With regard specifically to the Directors who carry out executive duties, the Policy aims to attract, retain and motivate the Company's professionals, so that it can fulfill its strategic objectives within the highly competitive and globalized framework in which it carries out its activities, thus establishing the measures and practices that are most appropriate for this purpose.

In particular, the remuneration system for the Executive Directors comprises the following elements: (i) fixed remuneration, which is intended to compensate the Director in the light of the content of the executive duties associated with the position, career path and market information of comparable companies; (ii) long-term savings systems, on the one hand, and social benefits and other remuneration elements, on the other, which aim to offer a complete remuneration package that is competitive compared to comparable companies in the market; (iii) annual variable remuneration, which is intended to encourage the fulfillment of the annual financial and non-financial objectives, which are consistent with the Group's strategy and alignment with the interests of shareholders; and (iv) multiannual variable remuneration, which aims to encourage sustainable achievement of results and alignment with the interests of ACS shareholders and all interest groups in the long term.

In addition to the above, the Policy provides several measures for the Executive Directors, such as the commitment to permanently hold shares in the terms outlined in the Policy itself and the ex-post control of the Executive Director's variable remuneration, according to which the Remuneration Committee shall have the competence to propose to the cancellation or refund of the Director's variable remuneration payment to the Board of Directors if certain circumstances arise or where internal corporate regulations or the applicable law have been breached, which is subsequently proven.

In accordance with the foregoing, the Commission considers the changes made in respect to the current remuneration policy to be appropriate with the understanding that the improvement will strengthen the director's alignment with ACS's long-term objectives and interests.

In addition, the policy proposed by the Remuneration Committee to the Board of Directors for its presentation to the General Shareholders' Meeting for approval as the

governing framework for the remuneration of directors during the three-year period 2021 to 2023, is, in its opinion, in accordance with the regulations applicable to listed capital companies, with the national and international recommendations on the remuneration of Directors and with the best practices applied by comparable companies, complying with the criteria of good governance and transparency, and allowing ACS to have an appropriate remuneration policy that is aligned with the interests of its shareholders.

On the basis of the foregoing, taking into account the applicable legal regulations, best practices for good corporate governance, and the provisions of Articles 37 of the Articles of Association and 27 of the Regulations of the Board of Directors, the ACS Remuneration Committee submits to the Board of Directors and to the General Shareholders' Meeting the *remuneration Policy for the members of the Board of Directors for the fiscal years 2021, 2022 and 2023*.