



**Explanatory report issued by the Board of Directors of
ACS Actividades de Construcción y Servicios, S.A.,
concerning proposed amendments to the Articles
Company By-Laws**

Madrid, 21 March 2024

EXPLANATORY REPORT ISSUED BY THE BOARD OF DIRECTORS OF ACS ACTIVIDADES DE CONSTRUCCIÓN Y SERVICIOS, S.A., CONCERNING PROPOSED AMENDMENTS TO THE ARTICLES OF COMPANY BY-LAWS

1. INTRODUCTION

Pursuant to section 286 of the revised text of the Corporate Enterprises Act enacted by Royal Legislative Decree 1/2010 of 2 July (the "**Corporate Enterprises Act**"), at its meeting of 21 March 2024, the Board of Directors of ACS, ACTIVIDADES DE CONSTRUCCION Y SERVICIOS, S.A. ("Company") approved this Report explaining the proposed amendments to the Articles of Association submitted for approval at the Company's (the "**Company**") Annual Shareholders' General Meeting held on first call on 9 May 2024, and on second call on 10 May 2024, under Item Six on the agenda.

2. JUSTIFICATION FOR THE PROPOSED AMENDMENTS

The Spanish Corporate Financing Act [] amended section 406 of the Spanish Corporate Enterprises Act [*Ley de Sociedades de Capital*], making companies' management bodies competent to resolve to issue bonds and have them listed, and to grant guarantees for the issue of bonds, unless otherwise provided for in the Articles of Association, reserving to the general meeting the competence to resolve to issue bonds that can be converted into shares or bonds that attribute to their holders a share in the company's profits.

On this basis, it is proposed to amend Article 12 of the Company's Articles of Association to adapt it to the legal criteria set out in section 406 of the current Corporate Enterprises Act, the wording of which is included below, with the proposed highlighted:

*"Article 12 ~~To further its corporate purpose, best carry out its operations, and meet its needs, the Company may issue bonds of any kind, with or without collateral, represented by certificates or book entries, in the amounts and on the terms and conditions the Company considers best, and without restrictions other than those stipulated by law.~~ **The Board of Directors will be competent to approve the issue and listing of bonds, and to approve the granting of guarantees for issuing bonds.***

*The General Meeting will be competent to issue bonds and other negotiable securities and to delegate **The General Meeting will be competent to resolve to issue bonds that can be converted into shares or bonds that grant their holders a share in the company's profits, and to delegate** to the Board of Directors the power to issue them ~~as well as~~ **and** to exclude or limit pre-emptive subscription rights, **all** on the terms established by law".*

Madrid, 21 March 2024