MANAGEMENT REPORT

Rafael de Pino
Chairman

Fellow shareholder:

Ferrovial delivered strong results in 2023. All assets showed significant traffic growth. Toll roads in US achieved a remarkable performance. IRB in India secured major project awards. Airports recorded an increase in traffic during 2023 across the portfolio, with Heathrow surpassing 79 million passengers.

Revenue increased 12.8% to 8,514 M€, accompanied by a significant rise in Adjusted EBITDA to 991 M€, marking a growth of 36.1% compared to 2022. Net profit totaled 460 M€.

Construction has seen a growth in revenue in 2023, completing I-66 in Virginia and NTE 3C in Dallas. The order book closed at 15,632 M€, a record high.

The year has also been dynamic in investments with a total of 454 M€ allocated. This includes 214 M€ in equity invested in the New Terminal One at JFK airport in New York, 53 M€ in the I-66 and 35 M€ in the NTE 3C.

In 2023, the company received 741 M€ dividends from its infrastructure projects, with 407 ETR contributing 281 M€ and the US Express Lanes, 397 M€. Ferrovial achieved a Consolidated Net Debt of ex-infrastructure project companies of -1,121 M€.

Shareholder remuneration, encompassing dividends, share buybacks, share redemptions, and discretionary treasury stock, amounted to 250 M€. The company's stock appreciated by 34.9% in 2023, surpassing the 22.9% gain of the IBEX 35 index.

In June, the reverse cross-border merger became effective, with Ferrovial International SE absorbing the parent company and successfully achieving the objective of being listed on Euronext Amsterdam, which facilitated simultaneous trading in Spain and the Netherlands. This dual listing represents a significant landmark in our internationalization strategy, as outlined by the Board of Directors in late February and overwhelmingly endorsed by shareholders at the April 2023 General Shareholders Meeting. Additionally, the company has started the regulatory review process to be listed on Nasdaq in the United States.

The company continues to make progress in the decarbonization of its activities. The reduction of emissions (Scope 1&2) in absolute terms was of 29% compared to last year, and we continue committed to achieve carbon neutrality by 2050.

Ensuring the safety and well-being of our employees remains a top priority, and we spare no effort in this endeavor. In this regard, the serious injuries and fatalities frequency rate down by 20.3%. However, our aspiration is zero fatalities and, although closer, we are still not there yet.

Ferrovial's commitment to maintaining the highest environmental, social, and governance standards is endorsed by its inclusion in the Dow Jones Sustainability Index for the 22nd consecutive year. Furthermore, we maintain our position in indices such as FTSE4Good, CDP, Sustainalytics, MSCI, Moody’s, ISS ESG, and Bloomberg Gender Equality.

Once again, I would like to thank Ferrovial’s employees across our organization for their hard work and dedication. Without their contribution the continued performance of our company would not have been possible. I also extend my gratitude to our investors, shareholders, clients, and other stakeholders for their unwavering support, which is instrumental in achieving Ferrovial's goal of creating value for society.

Rafael del Pino

1.
IN TWO MINUTES

Key figures

2023 Milestones

Main markets

Ferrovial on the Stock Market

Business Model

KEY FIGURES 2023

TOTAL LIQUIDITY* (M€)

5,387

ex-infrastructure. Includes undrawn credit lines (€788 million)

CONSOLIDATED NET DEBT* (M€)

-1,121

ex-infrastructure project companies.

*More information on Alternative Performance Measures section, page 262.

REVENUES (M€)

8,514
2023

7,551
2022*

+12.8%
compared to 2022

* Figures excluding Services, classified as discontinued operations.

CONSTRUCTION ORDER BOOK (M€)

15,632

+6.0%

SERIOUS INJURIES AND FATALITIES FREQUENCY RATE[1]

-20.3%

compared to 2022

[1] SIF -FR= no. (serious accidents + fatalities)*1,000,000/no. hours worked. Includes employees and contractors.

CO_2 EMISSION INTENSITY
Scope 1&2 tCO_2 eq/M€

43.26

CO_2 EMISSIONS
Scope 1&2 tCO_2 eq

-45.6%

in absolute terms compared to 2009

TOTAL TAXES* (M€)

1,027

*Supported, paid and collected in 2023

BENEFICIARIES OF SOCIAL PROJECTS*

212,627

of beneficiaries of Stronger Together, Social Infrastructure and other programs.

*Direct beneficiaries of social programs according to the B4SI - LBG methodology

WORKFORCE AT YEAR-END*

24,799

*as of December 31, 2023

2023 MILESTONES

01 JANUARY

- Contract award of the new Microsoft Data Center in Spain.
- Ferrovial rated as "Top-Rated ESG company" by Sustainalytics.
- Contract award of two water contracts in Texas (USA) for 166 M$.

02 FEBRUARY

- The new Terminal 1 at JFK Airport, USA, P3 project of the year according to Project Finance International.
- Agreement with RWE on offshore wind energy projects in Spain.
- Bloomberg Gender-Equality Index (GEI) selects Ferrovial.

03 MARCH

- Contract award of two photovoltaic power projects in Andalusia, Spain, for 75 M€.
- Signing of the company's social programs in the amount of 600,000 euro and 52,000 people benefited.

04 APRIL

- Launch of a pioneering generative artificial intelligence assistant for employees.
- Support of the Shareholders' Meeting (93.3%) for the corporate reorganization.
- Awarded a 2.1 million euro contract for a floating photovoltaic plant in Madrid, Spain.

05 MAY

- Contract award of three toll road expansion contracts in Texas (USA) for 265 M$.
- 42 million euro contract award of the lighting management of Santiago de Compostela, Spain.
- HCCA (Construction Contractors Association) top infrastructure award for I-66 in Virginia (USA).

06 JUNE

- Start of listing of Ferrovial SE on Euronext Amsterdam.
- Sale of the stake in the Azores toll road for more than 43 million euros.
- Inauguration of section 3C of NTE 35W in Texas (USA) with an investment of 1 billion USD.

07 JULY

- Contract award for the construction of a viaduct for a railroad over the Ebro River, Spain, for 58.8 million euro.
- Contract award for the extension of Line 8 of FGC (Ferrocarriles de la Generalidad de Catalunya) in Barcelona, Spain, for 300 million euro.
- Top Wellbeing Company Award for its health and wellbeing program.

08 AUGUST

- Ferrovial closes 400 million dollar in financing for the improvement of the NTE Toll Road in Texas (USA) to the I-66 in Virginia (USA).

09 SEPTEMBER

- Top Employer 2023 recognition as one of the best companies to work for in Spain.
- Contract award of the new high-speed railway line in Latvia for 3.7 billion euro.
- Inauguration of the runway extension at Southampton airport, United Kingdom, for £15 million.

10 OCTOBER

- Aberdeen Airport, United Kingdom, awarded with "UK Transport Hub of the year".
- Award of the 540.4 million euro contract for the underground construction of the R2 commuter train line in Barcelona, Spain.
- British Construction Industry Award to the Silvertown Tunnel in London, UK.
- Ferrovial certified "Top 50 Diversity Company" by Intrama in Spain.

11 NOVEMBER

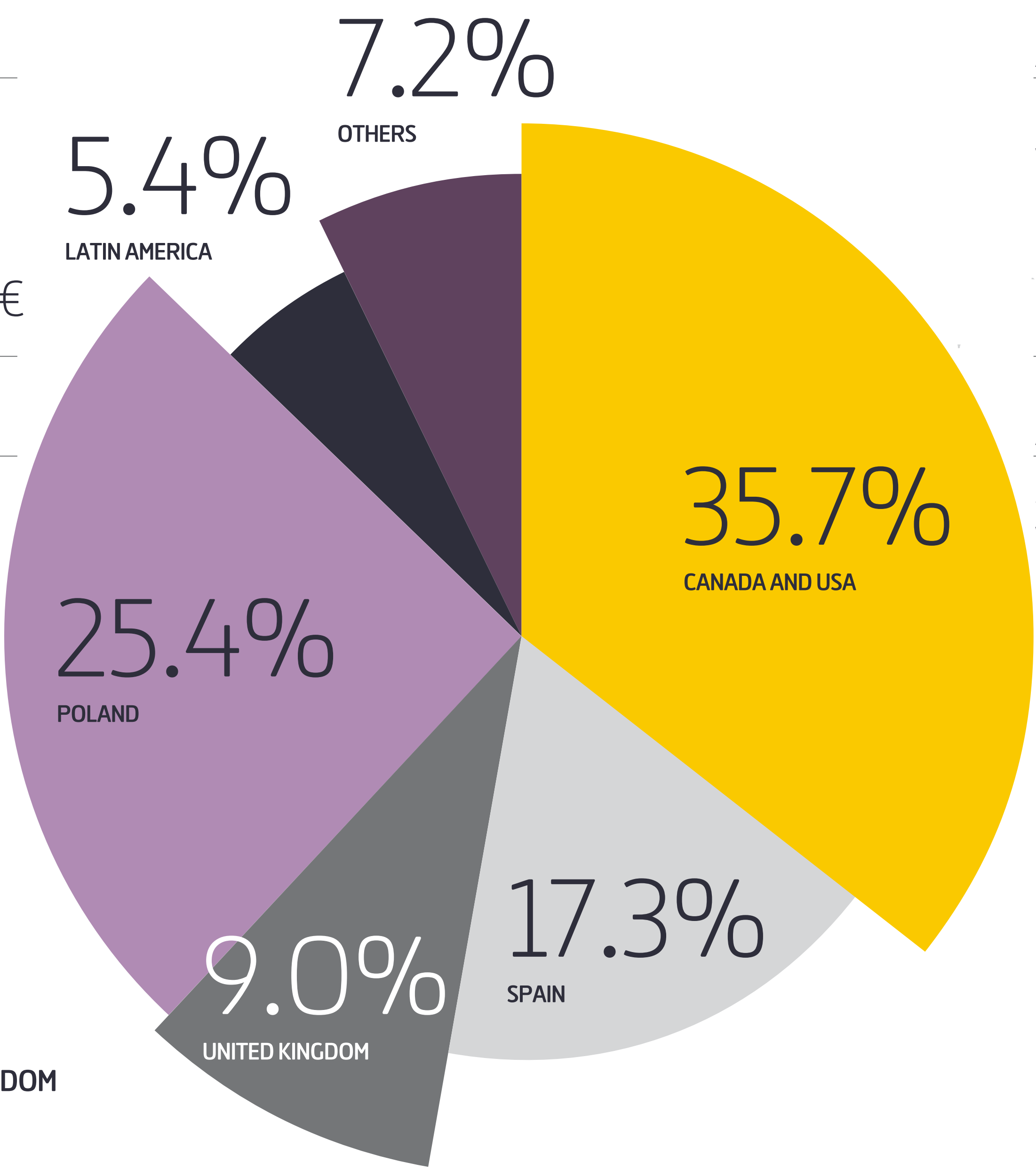
- Potencia 2023 award in the 'roads' category to the I-66 Toll Road in Virginia (USA).
- Vocento Award for the company's results.

12 DECEMBER

- Presence in the Dow Jones Sustainability Index for the 22nd consecutive year.
- Ferrovial Construction obtains the EcoVadis Gold Medal.
- Highest rating “A” in CDP Climate and CDP Water.

MAIN MARKETS

REVENUES



LATIN AMERICA

461 M€
REVENUES

-15 M€
ADJUSTED EBITDA*

5,191
WORKFORCE

POLAND

2,160 M€
REVENUES

207 M€
ADJUSTED EBITDA*

6,349
WORKFORCE

UNITED KINGDOM

771 M€
REVENUES

8 M€
ADJUSTED EBITDA*

1,140
WORKFORCE

CANADA

161 M€
REVENUES

8 M€
ADJUSTED EBITDA*

553
WORKFORCE

USA

2,879 M€
REVENUES

592 M€
ADJUSTED EBITDA*

4,817
WORKFORCE

SPAIN

1,475 M€
REVENUES

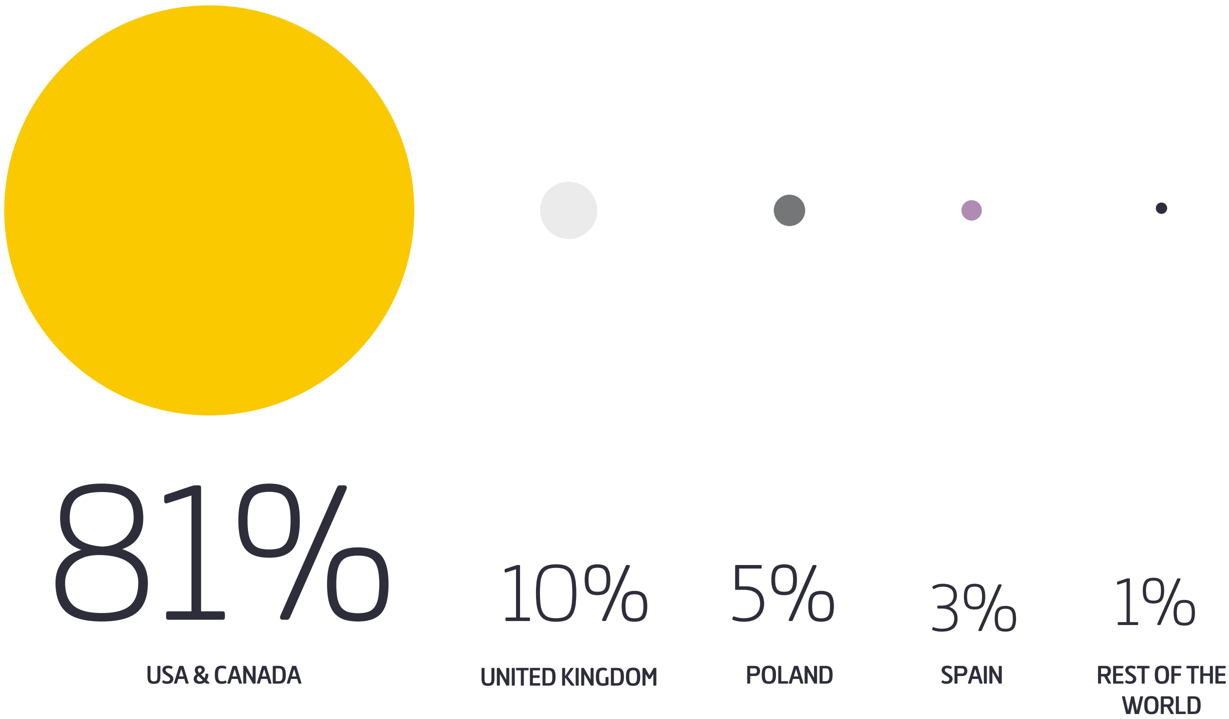
141 M€
ADJUSTED EBITDA*

5,829
WORKFORCE

*More information on the Alternative Performance Measures section

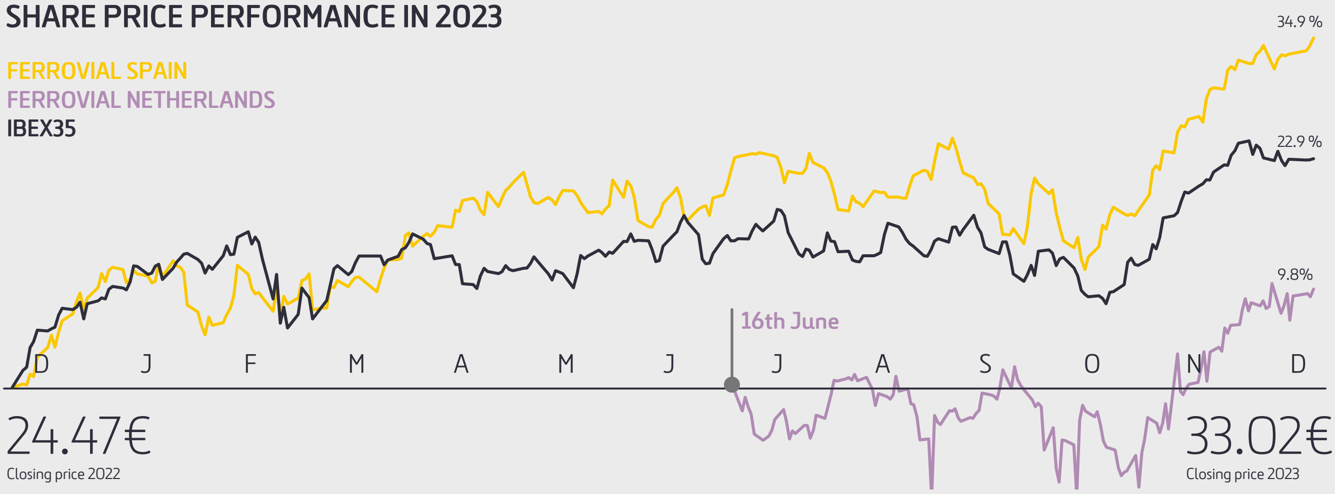
ANALYSTS' VALUATION*

**Analysts' consensus valuation as of December 2023. Refers to sell-side research analysts covering Ferrovial who share their sum of the parts. The consensus refers to the average of the analysts valuation per country.*



FERROVIAL ON THE STOCK MARKET

SHARE PRICE PERFORMANCE IN 2023



Ferrovial was listed on EURONEXT AMSTERDAM on June 16th, 2023.

HISTORICAL STOCK DATA

	2023	2022	2021
CLOSING PRICE (€)	33.02	24.47	27.56
MAX. (€)	33.02	27.72	27.75
MIN. (€)	24.53	22.82	19.81
VWAP (€)	28.71	24.77	24.15
AVERAGE DAILY CASH (M €)	30.27	30.02	32.48
AVERAGE DAILY VOLUME (M ACC)	1.06	1.21	1.35
NUMBER OF SHARES (M ACC)	740,688	727,443	733,602
MARKET CAPITALIZATION (M€)	24,458	17,801	20,218

CAPITALIZATION (M€)

24,458

TOTAL SHAREHOLDER RETURN (TSR)*

38.4%

*TSR: is the sum of dividends received by the shareholder, the revaluation/depreciation of the shares and other payments such as delivery of shares or repurchase plans.

CREDIT RATING

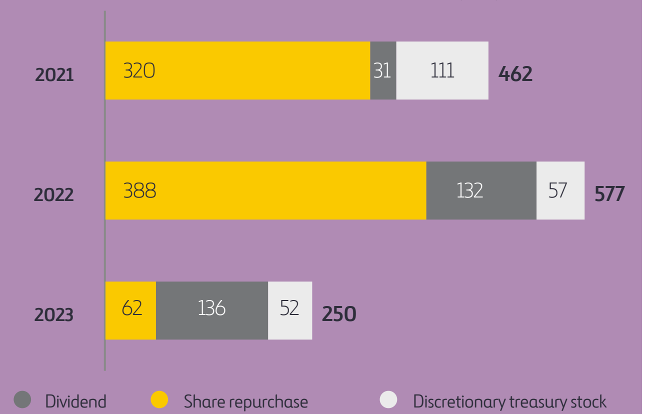
BBB

S&P AND FITCH

ANALYSTS' CONSENSUS TARGET PRICE

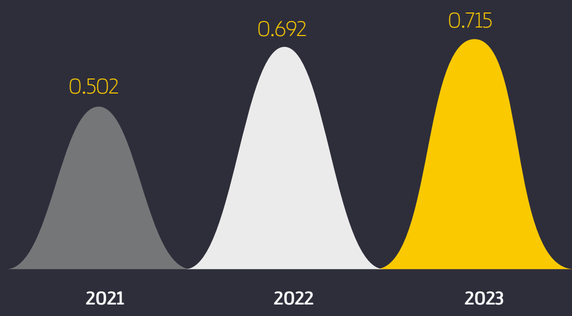
33.82€

SHAREHOLDER REMUNERATION (M€)



In April 2023, the share buyback program approved by the Board of Directors following the merger between Ferrovial S.A. and Ferrovial International SE was cancelled. In November 2023, the Board of Directors approved a new share buyback program for an amount of up to EUR 500 million.

FLEXIBLE DIVIDEND (€/SHARE) (SCRIP DIVIDEND)

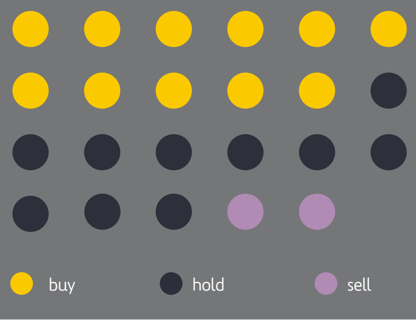


MARKET CONTACT

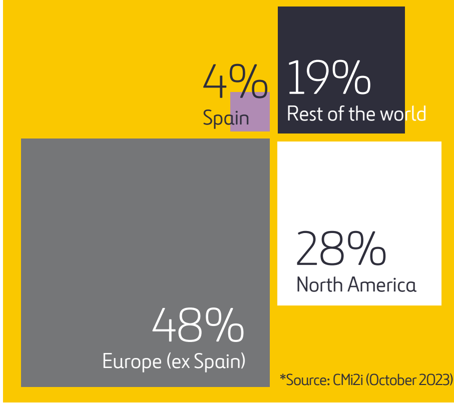
More than 300 investors contacted in multiple meetings, in addition to 22 roadshows

ANALYST RECOMMENDATION

23 analysts covered Ferrovial at December 29, 2023



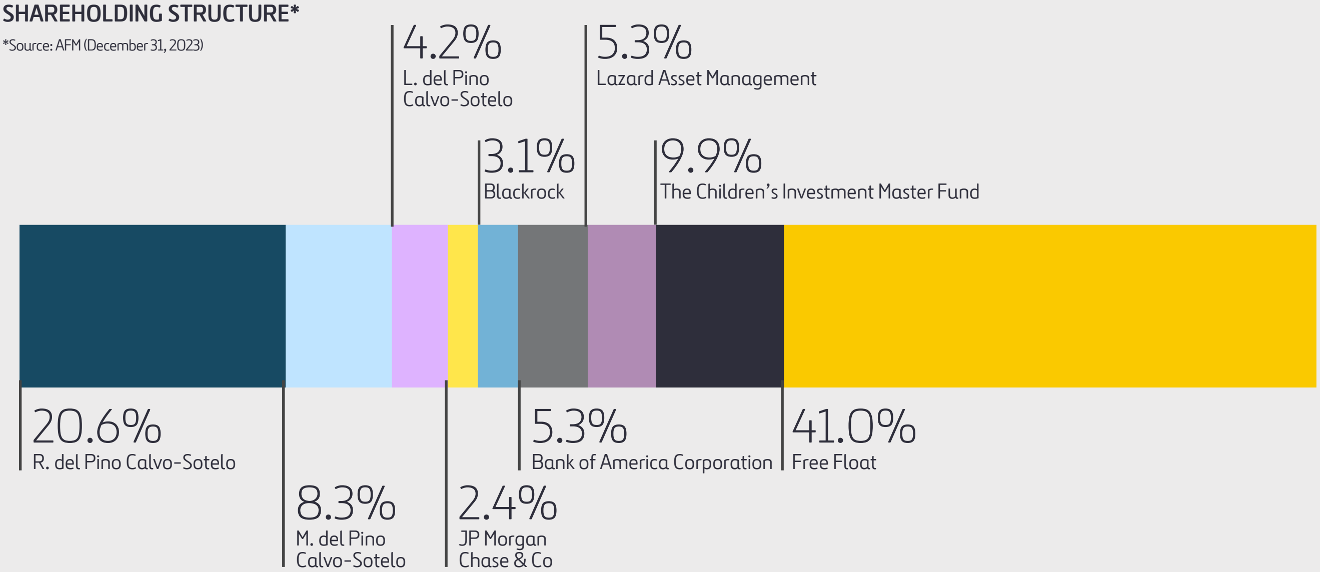
INSTITUTIONAL INVESTORS*



*Source: CMi2i (October 2023)

SHAREHOLDING STRUCTURE*

*Source: AFM (December 31, 2023)



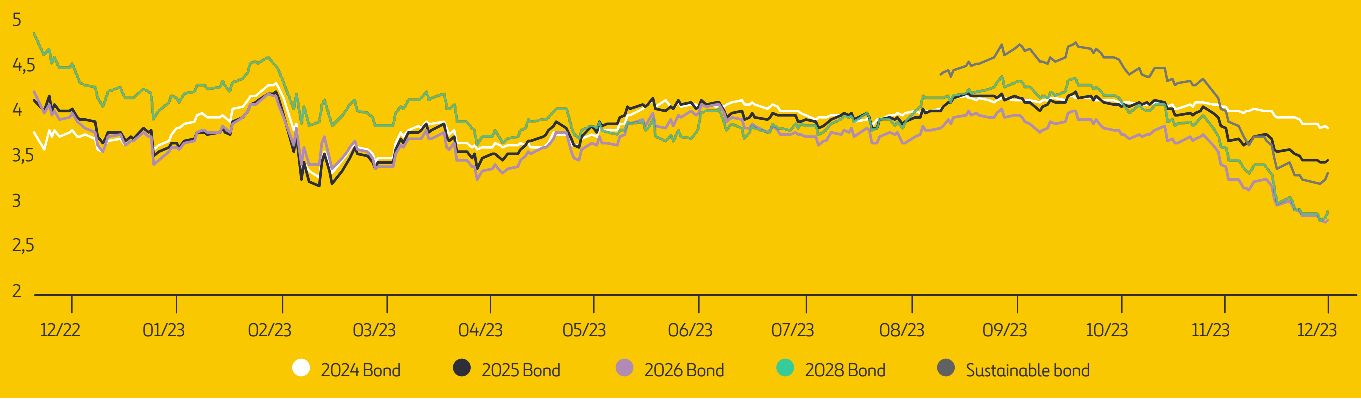
FERROVIAL BONDS IN THE MARKET

MATURITY DATE	COUPON	NOCIONAL (M€)	YIELD TO MATURITY	QUOTATION (29/12/2023)
July 15, 2024	2.500 %	300	3.877	99.261
March 31, 2025	1.375 %	500	3.567	97.381
May 14, 2026	1.382 %	780	2.980	96.403

MATURITY DATE	COUPON	NOTIONAL (M€)	YIELD TO MATURITY	QUOTATION (29/12/2023)
November 12, 2028	0.540 %	500	3.050	88.824
9/13/2030*	4.445 %	500	3.435	105.520

*Ferrovial SE announces the issuance of sustainability-linked bonds amounting to 500 million euros, with a maturity date of September 13, 2030.

FERROVIAL BONDS' YIELD TO MATURITY IN 2023



BUSINESS MODEL

Ferrovial is a global infrastructure company focused on the development and operation of infrastructure, with main presence in the transport sector. The company business model is based on an integrated

RESOURCE

PEOPLE

24,799

employees

15.5

hours of training per employee

INNOVATION

73.97

million in Digitalization and R&D investment

158

projects developed in R&D

LOCAL SUPPLIERS

44,386

suppliers

96.9%

of local purchase

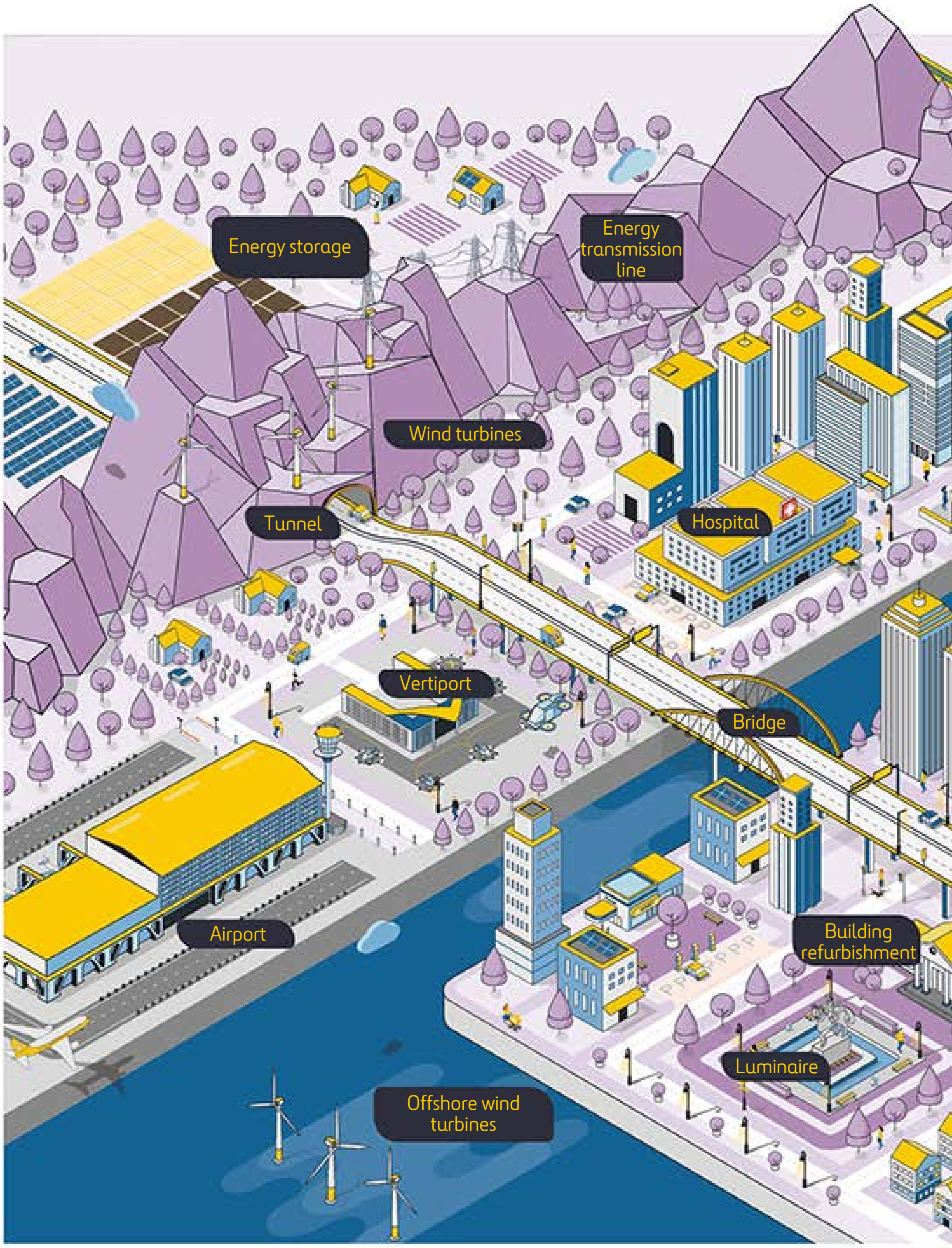
FINANCIAL POSITION

5,387

million euros of liquidity*

BBB

credit rating by S&P and Fitch



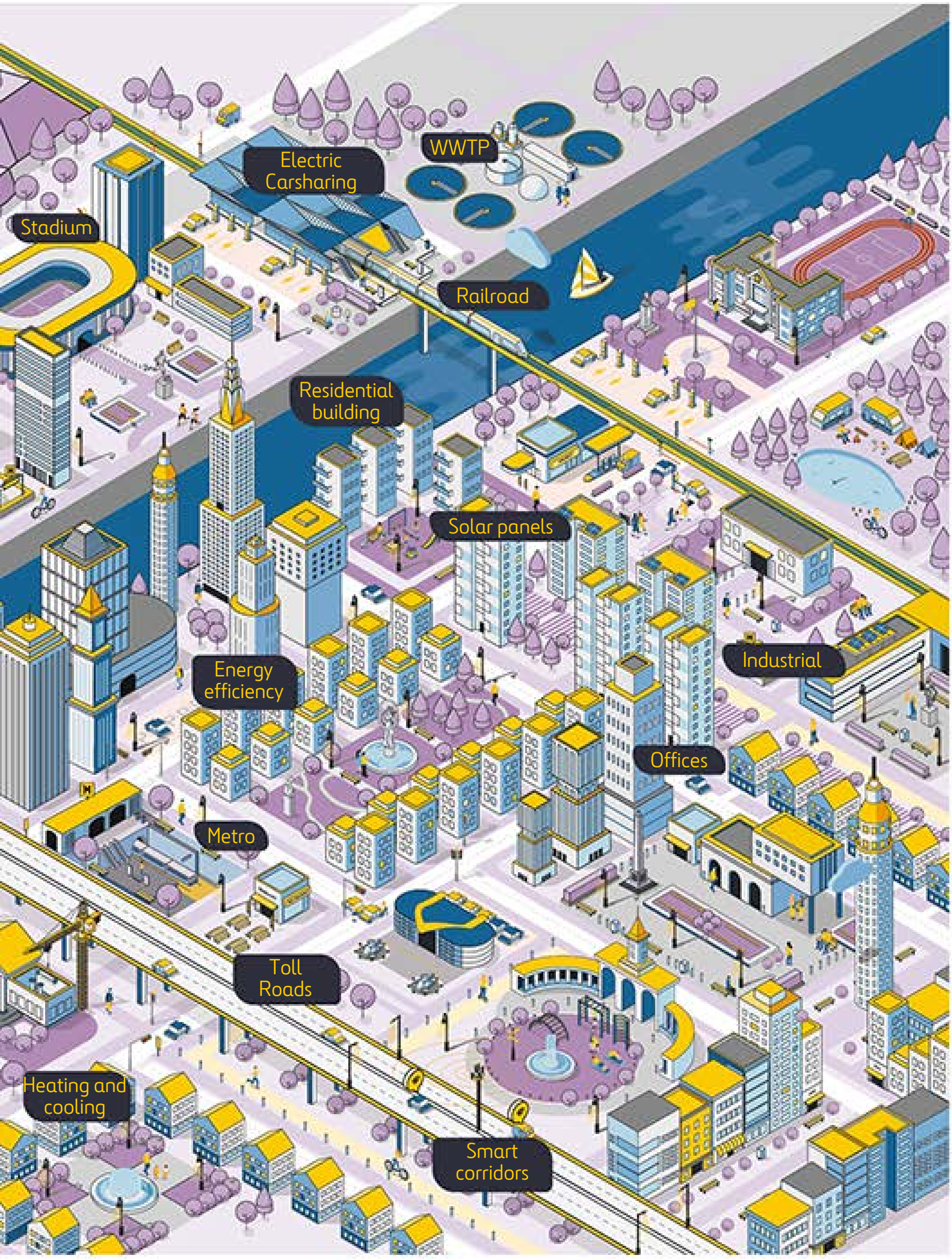
TOLL ROADS

Is focused on the development of congestion-relief solutions, particularly in North America. The division leverages its expertise in transportation infra engineering to develop greenfield assets while minimizing risk and benefiting from synergies through our construction subsidiary, and through the capability to operate and manage the concession for the remaining life-cycle of the asset.

AIRPORTS

It facilitates air transport by improving people's connectivity. The company has more than 25 years of operational expertise managing airports worldwide. It is currently developing the New Terminal One (NTO) concession at JFK airport which is expected to open by 2026. Recently, the company announced the planned divestment of its 25% stake in Heathrow airport, aligned with company's capital allocation strategy of rotating mature assets.

*More information on the Alternative Performance Measures section platform with the objective of developing infrastructure projects with high value creation. Ferrovial's activity is carried out through four business units: Toll Roads, Airports, Construction and Energy.



ENERGY

The energy division is focused on the development of projects for the energy transition. The company is dedicated to providing innovative solutions for the promotion, construction, and operation of energy generation and transmission infrastructures, as well as for energy efficiency.

CONSTRUCTION

Is a key pillar of Ferrovial's value creation. It supports all the concession businesses with end-to-end technical, engineering and production capabilities making the company more competitive when bidding new infrastructure projects. Throughout the development of a project, the division is able to manage risks from the bidding and design phase up to the project delivery.

ADDED VALUE

PEOPLE

10,495
new hires

1,599
M€ in salaries and wages

INNOVATION

47
projects with startups

27
new technologies applied

ENVIRONMENT

28.97%
absolute emission reduction scope 1&2 compared to 2022

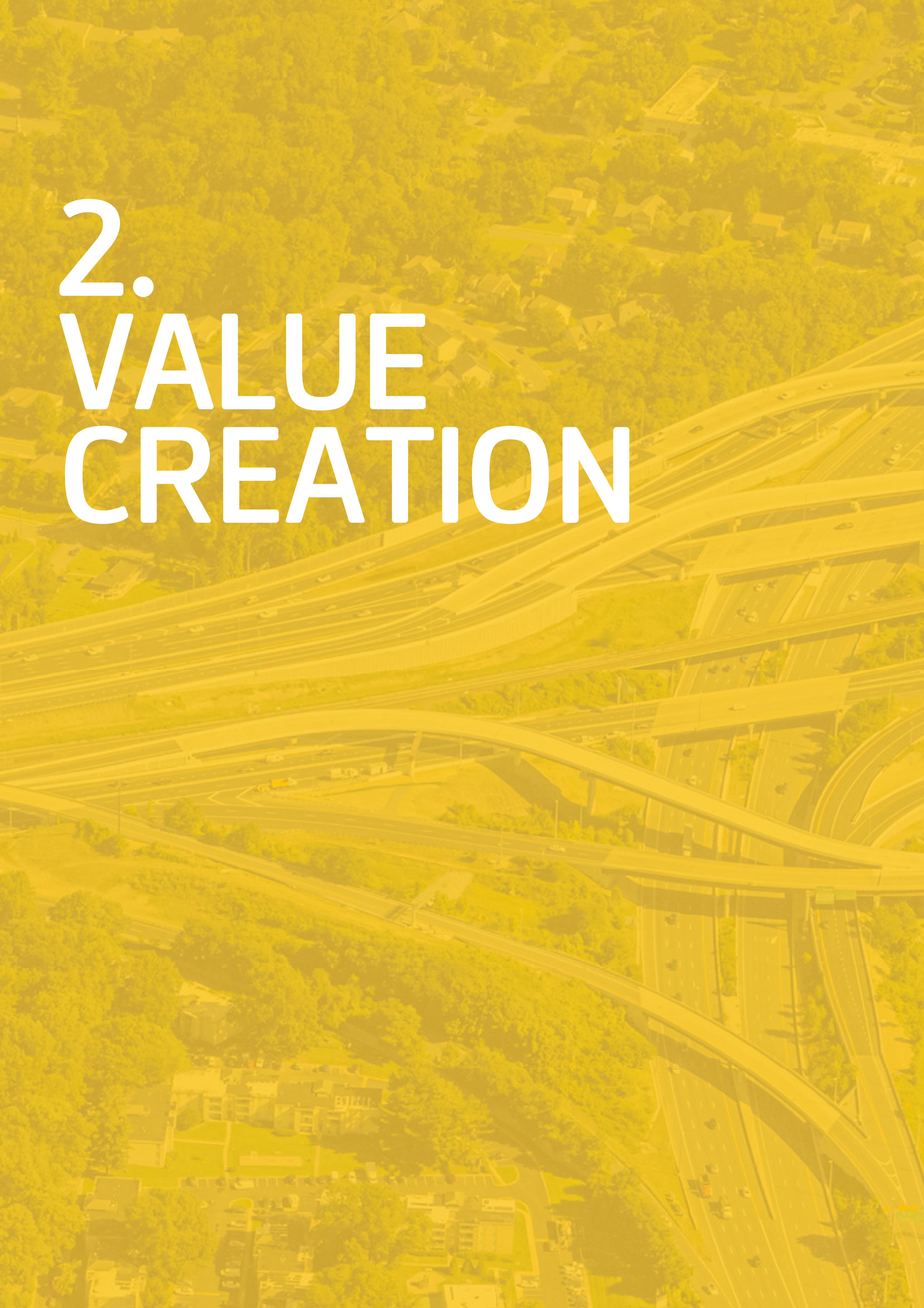
144
times offset water footprint

INVESTMENT AND TAXATION

250 M€
of dividends distributed

1,027 M€
taxes paid

2. VALUE CREATION



Global strategy
Toll Roads
Airports
Energy
Construction

GLOBAL STRATEGY

SHARED VALUE

Ferrovial has completed its fourth year of Horizon 24 strategic plan, reiterating its strategy on the development and operation of sustainable infrastructure with focus in North America.

According to Global Infrastructure Outlook, there is an infrastructure gap that would require additional investments of 1.5 trillion USD yearly (until 2040) in countries where Ferrovial is present. Specifically in the United States, the total investment in infrastructure needed is 4 trillion USD by 2040. A significant part of that will be destined to roads and airports, which are the key infrastructure sectors in which the company develops its activity.

In 2023, the ongoing geopolitical conflicts created new uncertainties for the global economy which could deteriorate the macro-outlook rapidly if the tensions escalate to other regions. This year the economic growth slowed down in the US and in Europe, with no recession and lower inflation. This was supported by the monetary policies deployed together with the gradual implementation of public stimulus packages (IRA and CHIPs Act in US, REPowerEU and NextGen in Europe).

In this dynamic context, Ferrovial has a set of opportunities and challenges:

- Growth in cities and increased congestion lead to new transport infrastructure projects and sustainable mobility alternatives.
- Air traffic demand has shown healthy growth in all markets, reaching pre-pandemic levels in some regions.
- Energy transition targets increase the demand for new energy infrastructure but are pressured by supply chain issues and increasing financing costs.
- High deficit levels provide an opportunity for the private sector to support infrastructure development allowing use of public funds for other alternatives.
- Generative AI helps to improve efficiency but also presents risks that require new regulation and increased cybersecurity.

STRATEGY

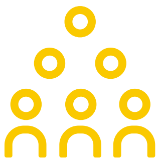
Ferrovial is a global infrastructure company focused on the development and operation of sustainable infrastructure, with main presence in the transport sector. The company business model is based on the integration of its business units (Toll Roads, Airports, Construction and Energy). One example of this integration would be the early involvement of the construction division in the design stages of new toll road concession, reinforcing the company's capabilities and increasing its competitiveness.

Ferrovial has completed its fourth year of Horizon 24 strategic plan, reaffirming its strategy in its core businesses mainly in North America. The company announced its corporate reorganization leading to be listed in New York (Nasdaq), thus reinforcing it's focus of increasing its activities in the US. In 2023 it opened a new toll road segment in the NTE 35W and continued developing new infrastructure opportunities. In addition, Ferrovial reached in 2023 the end of the investment cycle in HAH after being the industrial partner since 2006 and having contributed to the airport's transformation.

Strategic priorities:

In addition to North America, Ferrovial remains focused on its other core markets: Spain, Poland, India, Chile and the UK. The company will also identify opportunities selectively in other countries.

The company maintains its four strategic priorities:



- **People**: ensure the highest standards for health and safety in its operations and implement innovative technologies to prevent accidents for users and employees. Ferrovial will continue to attract, develop and deploy the best talent for each position, foster diversity, and actively manage the engagement level of our employees.
- **Sustainable growth**: develop and operate sustainable, innovative, and efficient infrastructure projects with high concessional value.
  - In **Toll Roads**, continue developing Express Lanes in North America and continue to proactively generate future projects. The company will also pursue selected projects in other countries such as India, where it has a strong partnership with IRB.
  - In **Airports**, develop and manage the current assets as air-traffic increases to pre-pandemic levels. Focus on delivering and integrating the new assets (JFK New Terminal One) and continue looking for additional growth opportunities.
  - In **Construction**, support infrastructure business focusing on greenfield transport projects, and develop additional local capabilities in key countries.
  - In **Energy**, develop projects for the energy transition: transmission lines, renewable projects for rotation, and energy efficiency business in selected markets.

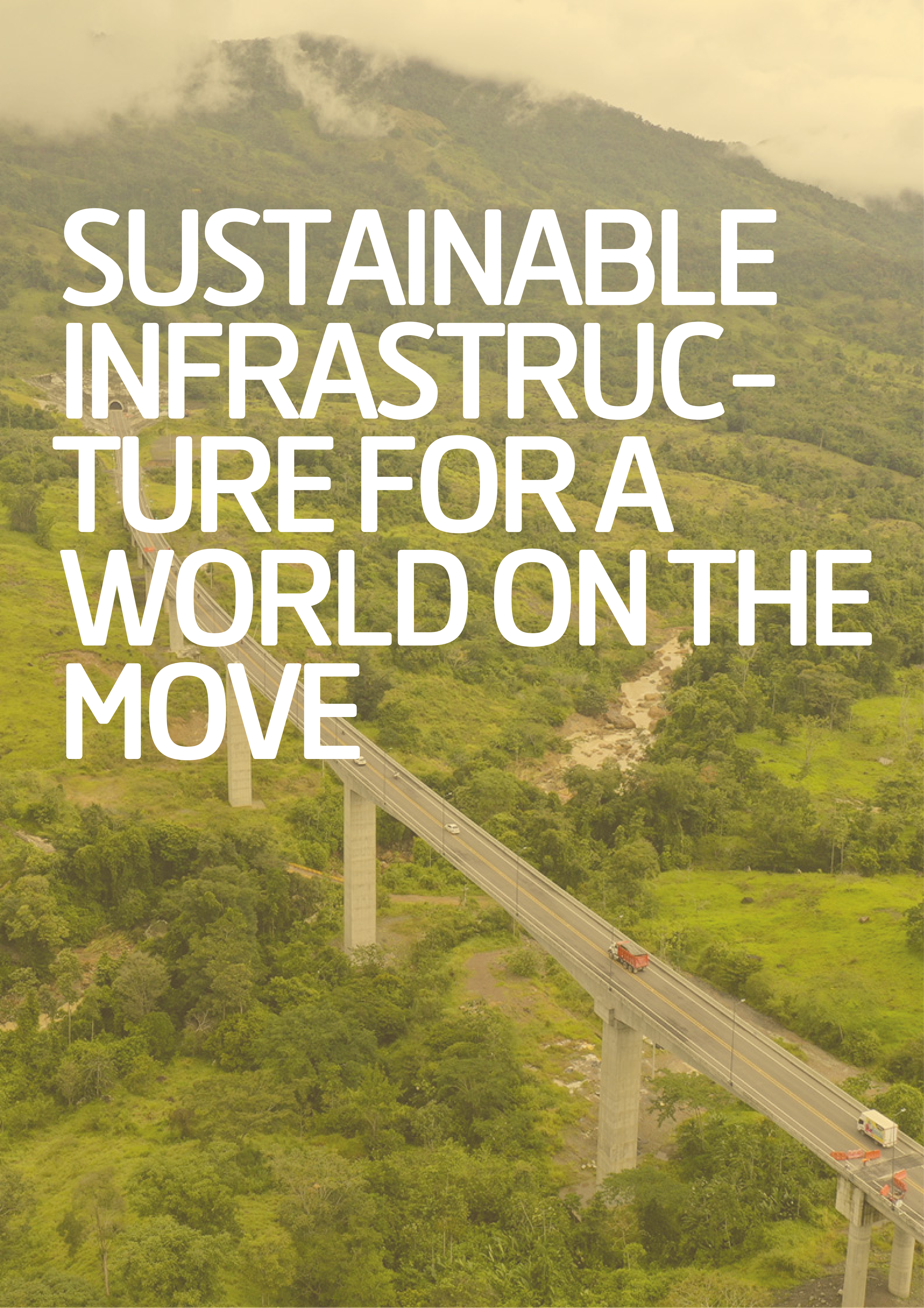
- **Operational excellence:** continue to improve efficiency, maximize cash generation, reinforce core processes and risk management.

  Ferrovial's commitment towards sustainability aims to improve the future through the development and operation of sustainable infrastructures. The company is committed to protect the environment and support communities, enhancing safety, improving user experience, and reducing travel times. Ferrovial is present in industry-leading sustainability indices such as Dow Jones Sustainability, Sustainalytics, FTSE4Good, Moody's, STOXX and Carbon Disclosure Project.

  Financial discipline continues to be a priority for Ferrovial, strengthening its capital structure and rotating non-core assets to realize value and fund future growth.

- **Innovation:** support Ferrovial's core business, accelerate its digital transformation, foster an appropriate cybersecurity culture and develop AI use cases.

SUSTAINABLE INFRASTRUCTURE FOR A WORLD ON THE MOVE



For Ferrovial, sustainability is a key factor embedded in its Horizon 24 Strategic Plan.

This year, the sustainability strategy has been updated to integrate the ESG context, that has changed significantly, particularly regarding higher expectations from the finance community, including investors, shareholders, proxy advisors, among others, and more demanding regulations in terms of non-financial disclosure. This review ensure that sustainability remains at the core of the company, contributing to business development, helping to address the challenges that society faces and to generate new strategic opportunities, as well as building trust among its stakeholders.

THREE STRATEGY VECTORS

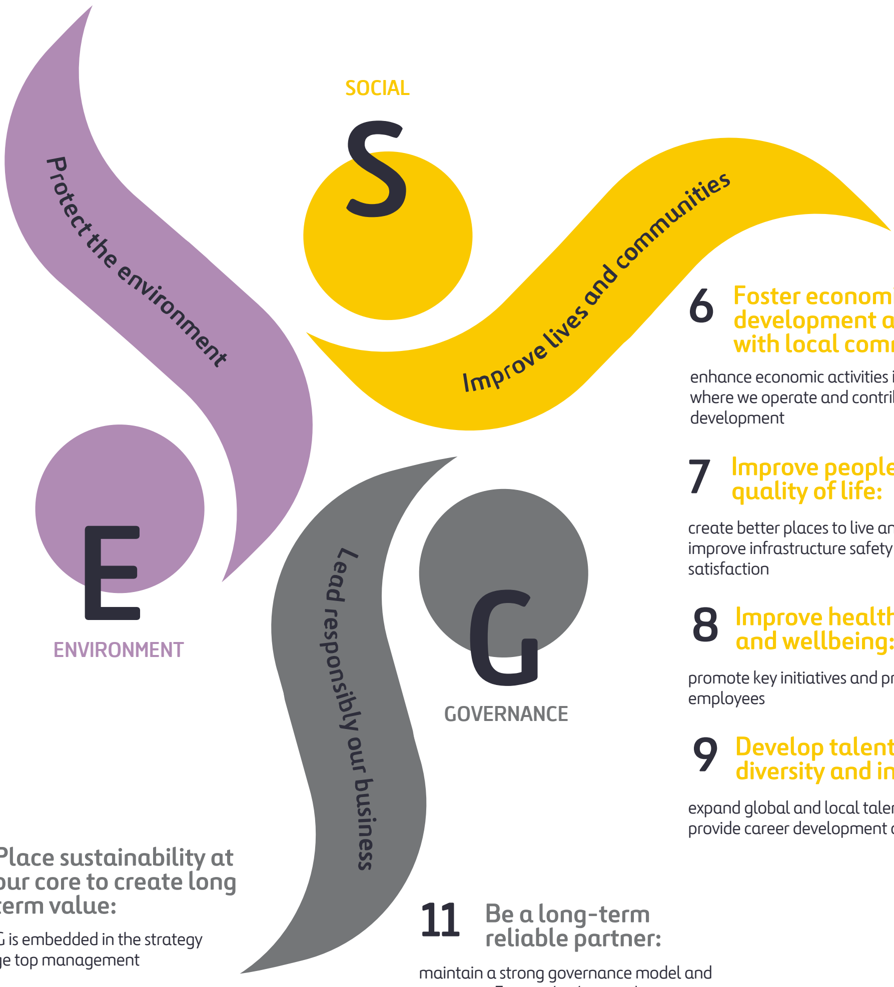
1 Contribute to decarbonization: commit to be carbon neutral (scope 1&2) by 2050, promote low-carbon infrastructure and support energy transition

2 Reduce our environmental footprint: reduce and compensate water consumption, promote circular economy and reduce impact on natural capital

3 Adapt to climate change risk: manage climate transition risks and increase infrastructures resilience through design improvements

4 Invest in business opportunities with positive environmental impact: develop business models to support energy transition (i.e. energy efficiency, urban renovation, vertiports)

5 Foster business towards a taxonomic portfolio: assess and monitor alignment and consider EU taxonomy for new projects



6 Foster economic development and engage with local communities: enhance economic activities in the regions where we operate and contribute to social development

7 Improve people's quality of life: create better places to live and work, improve infrastructure safety and user satisfaction

8 Improve health, safety and wellbeing: promote key initiatives and programs for employees

9 Develop talent ensuring diversity and inclusion: expand global and local talent pool and provide career development opportunities

10 Place sustainability at our core to create long term value: ensure ESG is embedded in the strategy and engage top management

11 Be a long-term reliable partner: maintain a strong governance model and commit to Ferrovial values and governance practices

The strategy has key indicators (see page 30 for further detail) that serve to evaluate the degree of implementation of Ferrovial's Sustainability Policy, along with the degree of achievement of the objectives set out in the Strategy in the short, medium and long term.

The Sustainability Policy is inspired by the 2030 Agenda and the Sustainable Development Goals (SDGs), together with internationally accepted agreements and resolutions to consolidate the company's position as a player that contributes to a more sustainable, innovative, inclusive and low-carbon economy.

From the principles and values of the Sustainability Policy emanate the rest of the company's existing policies that have implications in sustainability matters, ensuring that these principles are observed in the different entities that comprise the Group and in all the companies in which it participates. Both the Sustainability Policy and the Strategy integrate and provide consistency to all of them, guaranteeing a coordinated deployment of the different areas of action.

Ferrovial has established a framework for monitoring the impact of the SDGs in its operations and value chain, having renewed this year the AENOR certification on the alignment of the Sustainability Strategy with the SDGs.

The Board of Directors has approved the Sustainability Policy and supervises its implementation within the Sustainability Strategy and the degree of progress in the actions derived from it. Periodically, at least annually, the Sustainability Department reports to the Board of Directors on the progress of the Strategy and the level of compliance with the objectives, as well as on the progress of the most representative projects or actions. This monitoring is also carried out every four months by the Management Committee.

The Sustainability Committee is chaired by the Sustainability Director and is composed of representatives from the business areas (Toll Roads, Airports, Energy and Construction) and the corporate areas (Human Resources, General Secretariat, Health, Safety and Wellbeing, Information Systems and Innovation, Communication and Corporate Social Responsibility, Strategy, Investor Relations, Compliance and Risks, and Construction Procurement). On an annual basis, the committee chairman reports to the Board of Directors.

The Sustainability Committee is the link between the business areas and the corporation and Senior Management, reporting on progress and results, and proposing actions to the Management Committee, as well as transmitting the approval of proposals and results to the rest of the company. The main objective of this committee is to define the Strategic Sustainability Plan and monitor its follow-up. Its functions can be summarized as follows:

- Design, update and, if necessary, improve the Sustainability Strategy.
- Monitor and evaluate the company's performance in the area of sustainability based on established indicators and action plans.
- Propose working groups on specific issues.
- Share best practices of each of the areas on sustainability issues.
- Provide information for sustainability reporting (both internal and external).
- Analyze and evaluate sustainability trends, as well as new business risks and opportunities.

To respond to today's challenges, the Sustainability Strategy 2030 provides guidelines for developing innovative, efficient and sustainable infrastructures, always taking into account three fundamental dimensions: environmental, social and governance.

ENVIRONMENTAL

Ferrovial has had a Climate Strategy for several years, framed within the company's Strategic Plan and aligned with the Sustainability Strategy and the SDGs. With the aim of complying with the Paris Agreement and the 2030 Agenda, the strategy includes ambitious emission reduction targets, the roadmap for achieving climate neutrality by mid-century, the consumption of renewable energies to the detriment of fossil fuels, while developing new lines of business aimed at reaching the decarbonization of the economy and combating the effects of climate change. This strategy includes the company's reduction targets approved by the Science Based Target (SBTi) initiative, the evolution of its emissions, compliance with the established roadmap, climate risk analysis and the promotion of sustainable business models. Ferrovial is also one of the first companies in the world to submit its Climate Strategy and Greenhouse Gas Emissions Reduction Plan 2030 and the projection to 2050 for annual consultative approval at the General Shareholders' Meeting.

In terms of water management, the company plays a key role in this matter through its subsidiary Cadagua, contributing to solving the main challenges related to water supply, quality, sanitation and pollution, without neglecting Ferrovial's commitment to reducing water consumption and pollution. Since 2015, Ferrovial has been reporting its water footprint through an internally developed methodology that quantifies the impact of the company's activities on this resource.

With regard to natural capital and biodiversity, Ferrovial is working on alignment with a new nature-related standard: Taskforce on Nature-related Financial Disclosures (TNFD). The objective is to incorporate material issues linked to nature into the company's financial decisions. To this end, the company the company assesses dependencies, impacts, risks and opportunities in relation to nature.

Ferrovial also has a Circular Economy Plan that lays the foundations for waste management and the efficient use of materials to adopt the principles of the circular economy in all processes.

GHG EMISSION REDUCTION SCOPE1&2

-45.6%

in absolute terms compared to 2009

GHG EMISSION REDUCTION SCOPE 3*

-28.9%

in absolute terms compared to 2012
*Excluding capital goods and services categories

ELECTRICITY CONSUMED FROM RENEWABLE SOURCES

68.5%

target of 100% by 2025

SOCIAL

Under the premise of having a positive impact on society, the company focuses all its efforts on building a diverse workforce with the best talent based on meritocracy and inclusion, with the highest health and safety standards for its employees.

Incorporating the best talent in all areas of the organization is one of Ferrovial's priorities. The company's talent attraction strategy is based on attracting STEM talent, with a special focus on engineering and technology. In this line, actions have been carried out such as collaboration agreements with major universities, business schools and other entities. As well as the development of segmented initiatives to strengthen talent attraction and reinforcement as an employer brand.

During 2023, a total of 112,626 applications were received for the 3,003 job offers published in different channels, 29.77% of which were filled by internal applications.

The Horizon 24 Strategic Plan establishes the objective of having a more diverse and representative workforce, promoting an inclusive environment, where collective intelligence is enhanced to increase competitiveness and sustainability. Ferrovial therefore has a Diversity and Inclusion Policy, which establishes the main objectives and main lines of action in these areas.

The company is progressively increasing the presence of women in leadership positions, from 20 % in 2020 to 24% in 2023, in line with the target of having 30% of women in this group by the end of 2025. On the other hand, the company ensures compliance with equal pay for men and women, for which different actions have been developed to monitor the pay gap.

Ferrovial also focuses its efforts on making sure that all employees internalize health, safety and wellbeing as key values in their daily work, a critical point for creating safe and healthy work environments. All this is articulated through the Health, Safety and Wellbeing Strategy, approved by Ferrovial's Board of Directors in 2019 and recently extended until 2026.

The strategy, an Organizational approach with the pillars of Leadership, Competence, Resilience and Engagement, has been extended following an assessment and adjustment to adapt it to the changes that have arisen in the company since its approval, adding an Operational approach based on three layers of protection. Its aim is establishing the path to achieve the company's objectives, with special emphasis on reducing the number of serious and fatal accidents.

In 2022, a new Human Rights Policy covering the entire value chain was approved and the company has continued to evaluate its supply chain, made up of more than 44,000 suppliers, through the Ethical Integrity Due Diligence procedure and with a strong focus on the Supplier Code of Ethics, renewed in 2023, which includes ESG factors. With a target of 100% local purchases, last year it reached 96,9%.

LOCAL PURCHASING

96.9%

during 2023

Ferrovial seeks to contribute with its infrastructures to the economic development of the regions in which it operates. In this regard, Cintra contributes to greater job creation and the development of local economies (supply chain), as stated in the report entitled Economic and Community Impact of Ferrovial Toll Roads, published by an external consultant. This study, which covers the period until the end of 2022, shows that in the US, the company's toll road division contributed $42.7 billion dollars to the US economy, while the processes associated with the construction, maintenance and management of the assets generated 228,100 full-time jobs.

The commitment to local communities goes beyond this, with different social programs focused on the most vulnerable groups in the markets where it operates. The company has donated since 2011 a total of 7.3 million euros for the development of water and sanitation infrastructures in vulnerable communities in Latin America, Africa and Asia, which have enabled 336,255 people in 12 countries to have access to water in decent conditions. Likewise, since 2012 has developed 55 projects that, with a budget of approximately one million euros, the company has improved infrastructures that facilitate access to food in Spain. In addition, the company maintains a firm commitment to quality education, with special attention to the promotion of STEM vocations.

GOVERNANCE

INDEPENDENT DIRECTORS

75%

FEMALE REPRESENTATION AT THE BOARD OF DIRECTORS

33%

It is a priority for the company to have a corporate governance aligned with national and international best practices that guarantees the integrity necessary to achieve a profitable and sustainable business in the long term, reinforcing the confidence of shareholders and other stakeholders.

The company has a Board of Directors composed of 12 members, which facilitates an efficient and participatory operation, with 75% of the members being independent. Directors are re-elected every 3 years, which allows shareholders to validate their management. Executive Directors are attributed variable component elements in remuneration, including qualitative objectives related to environmental, social and corporate governance (ESG) factors.

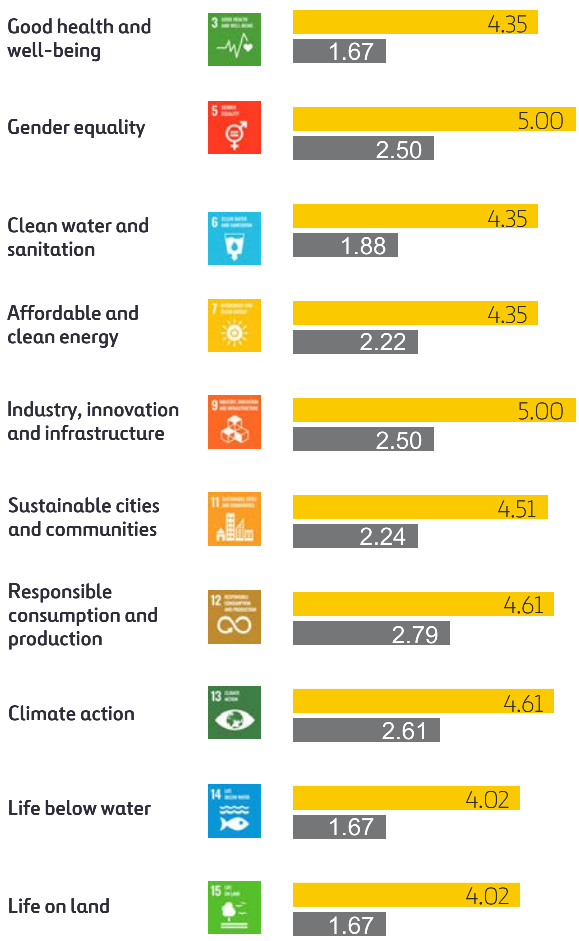
The Compliance Policy describes the Compliance Program, which is based on an effective risk management system. To this end, it has established a common process of evaluation, monitoring and control of compliance risks under the principle of "zero tolerance" to corruption and, in general, to the commission of criminal acts.

Twice a year, within the framework of Ferrovial Risk Management, the company conducts a risk assessment based on the nature of the activities carried out by the company, which is updated when regulatory, organizational or other changes occur that make this advisable. Risks are analyzed in accordance with international best practices and prioritized according to their potential impact and probability of occurrence. The results of the risk assessments, the measures implemented for their mitigation and the proposals for continuous improvement are periodically presented to the Audit and Control Committee and the Board of Directors.

Ferrovial's Code of Ethics and Business Conduct was renewed in 2023 to update it in line with the latest regulatory trends and to make it easier to understand. The code makes it mandatory to report any breach of legislation or internal regulations through the Ethics Channel, a confidential and completely anonymous system if the sender so wishes, which guarantees whistleblowers the absence of reprisals. During the financial year 2023, 167 communications were received through the different channels available.

MEASUREMENT OF TARGETS OF THE SUSTAINABILITY STRATEGY

The Sustainability Strategy has a set of key performance indicators, which serve to assess the progress and implementation level of the strategy, as well as the degree of achievement of the targets set. The Company has also established a framework for monitoring the impact on the SDGs and the 2030 Agenda. This model is certified by AENOR, with the certification that AENOR awarded in 2020 to Ferrovial on sustainability and business contribution to the Sustainable Development Goals was renewed. The results obtained in 2023 and the deadline established for each objective stand as follows:



	Performance indicators	SDG	2023	Final target	Horizon
E	1. GHG emissions: Scope 1&2 absolute emissions (tCO2)*	13	-45.6%	-35,3% (vs 2009)	2030 (carbon neutral by 2050)
E	2. GHG emissions: Scope 3 absolute emissions (tCO2)**	13	-28.9%	-20% (vs 2012)	2030
E	3. Renewable electricity consumption	7, 12, 13	68.5%	100%	2025
E	4. Annual recycling of Construction & Demolition waste	12	94.4%	>70%	2023-on
E	5. Water consumption	6, 12	-31.3%	-20% (vs 2017)	2030
E	6. Taxonomic activities (% of Capex aligned)	3, 6, 7, 11	16.2%	80%	2025
E	7. Taxonomic activities (% of turnover aligned)	12, 13, 14, 15	32.8%	60%	2025
S	8. H&S: Serious injuries and fatalities frequency rate (incl. subcontractors: [Number x 1M] / Hours worked)	3	-20.3%	-27,1% (vs 2022)	2025
S	9. Road safety (fewer crashes compared to an alternative or similar network)	3, 11	-47.5%	-30%	2023-on
S	10. Female talent: Leadership roles	5	23.7%	30%	2025
S	11. Time savings: Monetized annual time savings of the Express Lanes vs the General-Purpose Lanes in the Workday Peak	11	25.9%	+50% (vs 2022)	2030
ESG	12. Digitalization & innovation: portfolio that contributes directly and indirectly to improve ESG (% of investment over total portfolio)	9	40.0%	60%	2025

*Scope 2 emissions reported are calculated by market-based method.
**Capital goods and Purchased goods and services Scope 3 categories are not included.

NOTE: The consolidation perimeter of these indicators does not coincide in all cases with the consolidation perimeter of the Non-Financial information included in this report. For more information, see page 282.

Ferrovial's business lines have integrated the objectives of the corporate Sustainability Strategy into their activities to align themselves with its fulfillment. The main lines of action for each of them are as follows:

TOLL ROADS

Vision: develop roads that improve safety, enable fast and reliable travel times and contribute to decarbonization.

- Promote social wellbeing: improve productivity and livability by relieving traffic congestion and improving the quality of life in the regions where the company operates.
- Prioritize the health and safety of users and team members.
- Foster economic inclusion through job creation and training opportunities.
- Drive the decarbonization of mobility and road transport.
- Leverage technology and innovation to enable incremental benefits and disruptive solutions to support efforts in all areas.

AIRPORTS

Vision: contribute to aviation becoming a force for good and grow to be a leading global airport investor and operator.

- Focus on reducing carbon emissions to achieve Net Zero.
- Airports as on-site alternative energy hubs: renewable energies for self-consumption, development of infrastructures for the supply of SAF and hydrogen.
- Empower airport communities and provide long-term, rewarding employment with a diverse workforce.
- Position the company as a reliable long-term partner incorporating the best corporate governance practices.

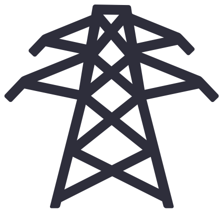
CONSTRUCTION

Vision: to promote sustainable construction, environmental protection and the positive impact of projects on local communities.

- Promote decarbonization (including our supply chain and our customers) and reduce our environmental footprint by proactively managing environmental risks on site.
- Encourage sustainable construction methods and infrastructure (urban renewal, energy transition and adaptation to climate risk).
- Guarantee the highest levels of Health, Safety and Wellbeing.
- Strengthen the construction industry’s attract new talent by ensuring workforce diversity and equality on construction sites.

The Energy area, which was recently created, is consolidating its business, although it has also established its sustainability guidelines:

- Decarbonization strategy, natural capital impact assessment, infrastructure adaptation to climate change risks, health and safety strategy and social contribution to local communities.



ENERGY

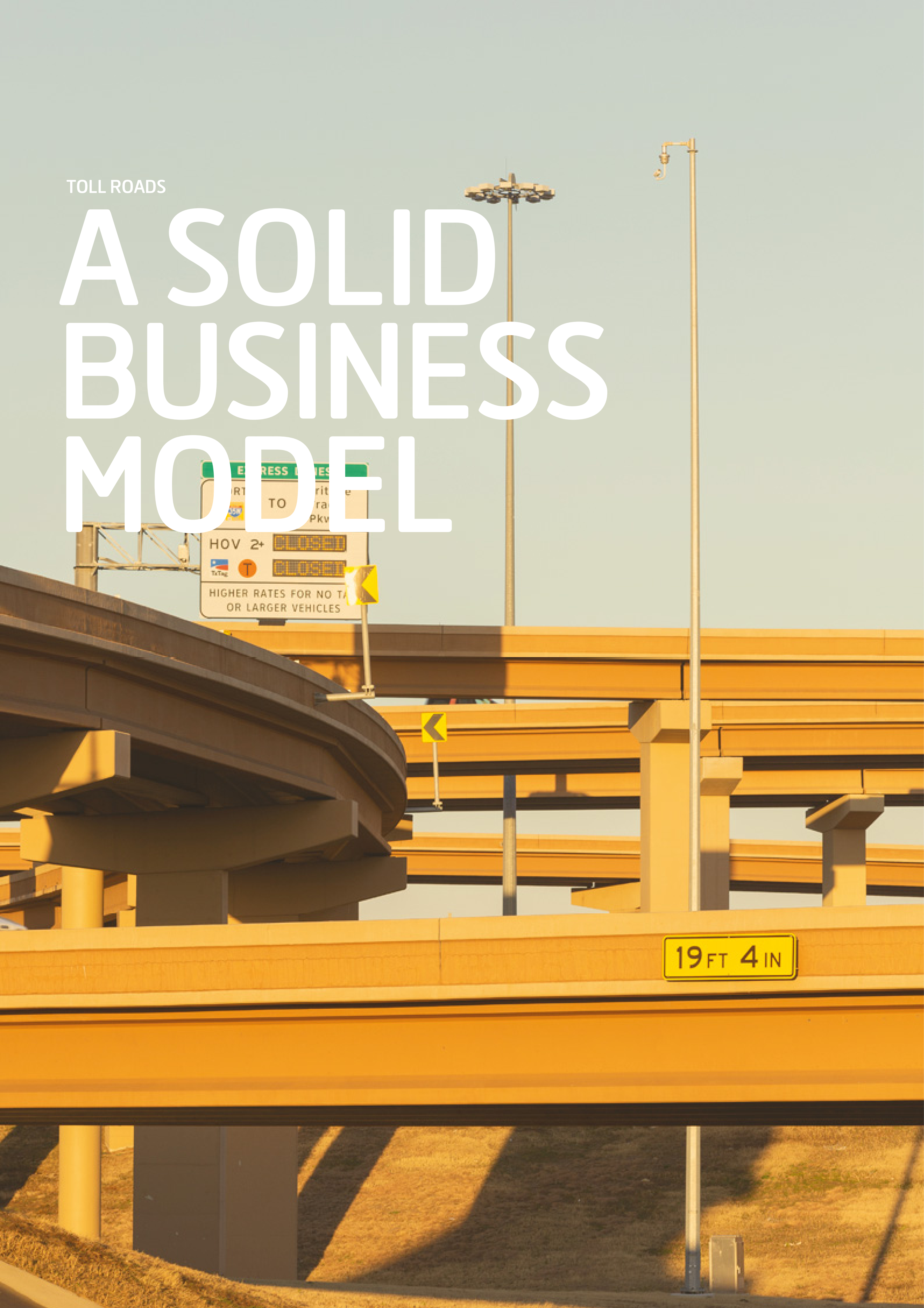
SUSTAINABILITY INDEXES

Ferrovial is periodically evaluated by analysts who take into account the company's ESG performance. In 2023 the company was included in the main sustainability indexes:

- **Dow Jones Sustainability Index (DJSI),** prepared by S&P Global: Ferrovial has been a member of this selective index for the last 22 years continuously.
- **FTSE4Good:** the company has been continuously included in this index for the last 20 editions.
- **CDP:** "A", highest rating in both CDP Climate and CDP Water.
- **MSCI:** "A" rating.
- **Sustainalytics Morningstar:** in May 2023, Ferrovial received an ESG Risk Rating of 26.2, being assessed by Sustainalytics as having a medium risk of experiencing material financial impacts from ESG factors. This rating places Ferrovial in the top 7% of companies in the Construction and Engineering sector rated by Sustainalytics. In addition, in 2023 Ferrovial was recognized by Sustainalytics as an ESG Industry Top-Rated Company within its sector.
- **MOODY'S:** member of the Euronext-Vigeo Europe 120 index.
- **ISS ESG:** Prime category.
- **GRESB:** 92 points, maximum "A" rating.
- **ECOVADIS:** gold medal, with a score of 71/100.

TOLL ROADS

A SOLID BUSINESS MODEL



Ferrovial's Toll Roads business unit develops projects that improve the quality of life of users by reducing urban congestion and contributing to the socioeconomic development of the regions where it operates.

Cintra, Ferrovial's Toll Roads business unit, focuses its activity in developed financial markets with high demand for infrastructures. These markets include North America, Europe and Australia, where the company finds secure regulatory frameworks and future growth prospects. In addition, the company seeks investment opportunities in specific geographies where its business model can generate unique competitive advantages and shareholder value. In this way, Cintra focuses on offering sustainable projects to solve traffic congestion problems in urban areas, as well as complex greenfield concessions. It enables users to save time, improve the certainty of their daily commute and increase the economic productivity, which in turn generates new growth opportunities in the regions where it operates.

With over 50 years of experience, its comprehensive management model and its in-depth knowledge of new technologies applied to pricing (advanced analytics), which allow for improved demand forecasting and fare optimization, as well as the synergy with Ferrovial Construction, make Cintra a company with high potential for value creation and strong competitive advantages. The complete management of the life cycle of projects, together with a diversified and global portfolio, allows Cintra to understand the needs of all parties involved (users, administrations, economic agents), which results in the ability to provide innovative, sustainable and high value-added solutions.

During 2023, despite the complex environment in which the business has performed, Cintra's main assets have distributed dividends amounting to 704 million euros (388 million euros in 2022), including the distribution of the first dividend in June of the NTE35W of 435 million dollars (of which 233 million dollars corresponded to Ferrovial). These figures reflect the financial strength of Ferrovial's business model.

Traffic in 2023 has increased in all assets above 2022 levels, when traffic was affected by the omicron variant of COVID-19, which impacted mobility early that year, especially in Canada. Since then, traffic has experienced a solid recovery in all assets, reaching figures well above 2022 and in some cases volumes above those recorded before the outbreak of the pandemic.

In June, segment 3C north of the NTE 35W in Texas (USA) was opened to traffic before schedule. This 6.7-mile section (10.7- kilometer) involved an investment of more than 1 billion euros by Ferrovial.

Also in 2023, financing was completed for the North Tarrant Express (NTE) in Texas, in an operation valued at more than 400 million US dollars, with the aim to complete its expansion as part of the Comprehensive Development Agreement with the Texas Department of Transportation. This new investment, which is being developed at no cost to Texas taxpayers, is a further example of Ferrovial's commitment to the US market.

NORTH AMERICA

96%

Cintra's valuation according to the analysts' consensus

KILOMETERS

1,169

of Toll Roads under management

INVESTMENT MANAGED* (M€)

21,906

93% international

CONCESSIONS

21

in 10 countries

DIVIDENDS (M€)

704

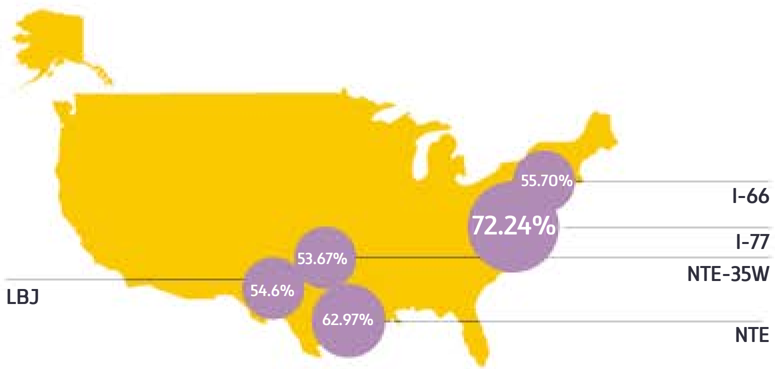
(*) Information regarding investment under management and number of concessions of IRB (India) assets is not included.

ASSETS

Cintra owns 43.23% of the 407 ETR toll road in Toronto (Canada); 62.97%, 54.60% and 53.67% of the Express Lanes NTE, LBJ and NTE 35W in Texas (USA), respectively. Likewise, in North Carolina (USA), Cintra has 72.24% of the I-77 and 55.704% of the I-66 in Virginia (USA).

In the Express Lanes, the rates are dynamic and can be modified every few minutes depending on the level of congestion, always guaranteeing a minimum speed for drivers. With free-flow (barrier-free) toll systems, they stand out for the long duration of their concession, their broad tariff flexibility and an optimized long-term financial structure, positions Cintra as a leader in the private development of highly complex road transport infrastructures.

The company holds stakes and investments in other assets or corporations in Spain, Portugal, the United Kingdom, Ireland, Slovakia, Colombia, Australia and India.



VALUE CREATION

High complexity greenfield projects

Cintra specializes in complex greenfield projects due to their high value creation potential. Its ability to evaluate and assume a higher level of risk associated with the project in the bidding phase (construction, financing, operation and traffic management) allows it to opt for higher rates of return (IRR). Value creation is achieved by decreasing the discount rate of future cash flows as project risks are eliminated in the construction phase or reduced (traffic/financing) as the concession term progresses. An example of the elimination of construction risks is the opening of Segment 3C of the NTE 35W in Dallas in June 2023.

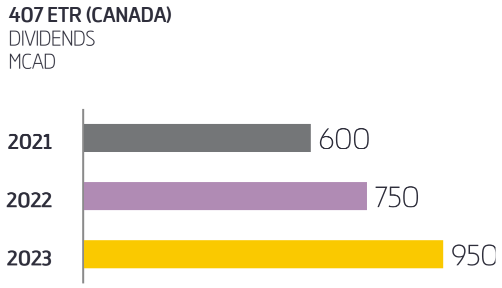
DALLAS

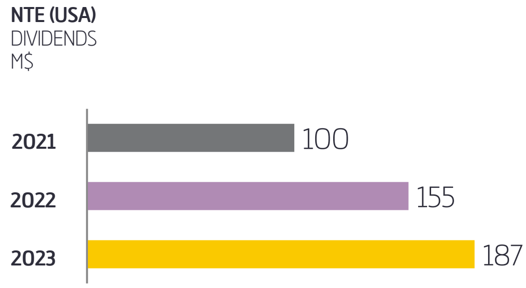
NTE 35W

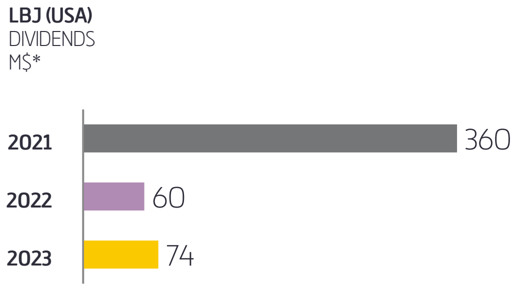
opening of segment 3C

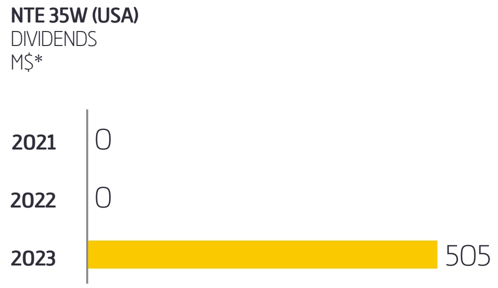
Rotation of mature assets

Value creation is materialized with the sale of mature projects, whose revenues are invested in new assets with higher value creation potential. An example of this strategy is the agreement reached in June for the divestment of the Euroscut Azores toll road with Horizon Equity Partners and River Rock for 43.3 million euros.









Opening of NTE35W section 3C

Ferrovial announced in June the completion of the third segment of the NTE 35W project in Fort Worth, Texas, which opened three months ahead of schedule. With an investment of more than 1 billion euros, this 6.7-mile section (10.7 kilometer) of the I-35W, which connects North Tarrant Parkway to Eagle Parkway in Fort Worth, has incorporated improvements with the reconstruction of the main lanes, the widening of the service lanes and the addition of TEXpress toll lanes.

Through this public-private partnership, the NTE 35W Section 3C project has not entailed any outlay for the State of Texas. At present, Ferrovial's total investment in Texas toll roads under this formula amounts to more than 7 billion dollars, which has been allocated to the LBJ, NTE and NTE35W toll roads.

AIVIA Smart Roads

In July 2023, Cintra's US innovation team successfully presented its AIVIA Smart Roads initiative on a section of the I-66 in Northern Virginia to the Intelligent Transportation Society of America (ITSA).

The AIVIA platform is characterized by its own logic that integrates data from multiple sensors, as well as filtering false positives and providing accurate information to both Traffic Management Centers and drivers.

AIVIA's main objective is the development of an infrastructure and technology that ensures that conventional and autonomous vehicles can coexist in harmony, as well as to obtain the maximum advantages of all types of automated and autonomous vehicles, improving the safety and travel experience of users.

*Both the LBJ (2021) and NTE 35W (2023) distributed an extraordinary dividend.

Operational efficiency committed to the environment

All of Cintra's assets carry out actions to optimize their operations. Cintra's environmental strategy to reduce its carbon footprint began more than a decade ago, continuously reinforcing environmental practices and protecting the habitat of local species with ongoing monitoring of greenhouse gas emissions, waste, air and water quality and the acoustic impact produced by traffic.

Users: excellence in service

Cintra maintains its focus on customer satisfaction and its value proposition of reliability, time savings, safety and sustainability. The effectiveness of this strategy is proven by the response from customers, with increasing traffic levels in mostly all assets.

Employees: merit support

Cintra offers opportunities for the professional development of all employees by promoting internal mobility and ensuring that merit is the determining factor in their career. During 2023, 15% of employees have had the opportunity to change position or location, and one in four people work in an international assignment.

Assets that create value

Ferrovial, in collaboration with Steer, has presented the conclusions of the study "Economic and Community Impact of Ferrovial Toll Roads", which analyzes the socioeconomic impact of the toll roads managed by its subsidiary Cintra. The analysis includes the 34 assets in which the company has a stake in the United States, Canada, Spain, Portugal, Ireland, the United Kingdom, Australia, Slovakia, Colombia and India, revealing the impact of these toll roads on regional economies from the start of each concession until December 31, 2022.

The report concludes that these assets improve mobility, reduce traffic and contribute to the sustainable development of the regions where they are located. Overall, Ferrovial's assets have contributed more than 64.3 billion dollars to local economies and have created more than 344,000 jobs. Regionally, the economic impact of toll roads in North America amounted to 42.7 billion dollars, while their construction, maintenance and management generated 228,100 full-time jobs.

These figures reflect that Ferrovial's activity has a significant impact on the communities in which it operates, creating lasting value and serving as an economic engine for economic growth.

For more information, please see: https://newsroom.ferrovial.com/en/press_releases/ferrovial-tollroads-contribution-gdp/

EXPECTED BUSINESS PERFORMANCE IN 2024

For 2023, it was expected traffic on all assets to be at levels above 2022, as well as the toll revenue associated with the most important assets in the portfolio. These expectations have been met and both traffic and toll revenues have exceeded the levels of 2022. It was also expected to be above pre-Covid data for some US assets, and meeting these expectations, traffic has been above 2019 levels for all US assets except LBJ, mainly due to construction works underway in the area.

DIVIDENDS 2023

704

million euro

In 2024, the traffic of the company's assets is expected to continue the recovery path of 2023 and increase in all of them, nevertheless, traffic in NTE is expected to be impacted by the ongoing construction works to increase project capacity.

In terms of dividends, it is expected to continue the distribution of dividends and to start distributing the first dividend in NTE35W once the 3C opened to traffic. 3C segment was opened ahead on schedule in June, and a dividend of €435 million was distributed by the project. Dividends received by the group in 2023 were €704 million, compared to €388 million in the previous year.

In 2024, it is expected that the main infrastructure assets will continue to distribute dividends consistently according to their operating performance. Cintra will focus its efforts on maximizing the quality of the service provided, optimizing its revenues and costs, within the framework allowed by the concession contracts.

During 2023 the division finalized the equity investments in the I-66 toll road project and NTE 35W segment 3C. It is not currently expected further investment commitments in these projects during 2024. However, throughout the year, new potential opportunities such as Anillo Vial Periférico in Peru, SR400 Managed Lanes in Atlanta, Georgia and India will be analyzed.

On 2023 Cintra executed the financing transactions for NTE 35W's 5-year bonds to be used for the 2023 and 2024 principal pre-payments of the TIFIA loan and the refinancing of the 2013 PABs. As for 2024, potential opportunities to maximize the financial structure of projects will continue to be analyzed.

The expected evolution by geography is as follows:

- In **Canada**, the 407 ETR toll road will continue to focus on optimization and cost control measures without ceasing the development of its user value generation strategy. The toll road will maintain its investment in the data analytics department to improve its understanding of user behavior and personalize its value propositions, as well as to enhance its customer management systems, which will enable it to offer individualized attention through personalized offers.
- In the **United States**, all toll roads have shown solid traffic growth as well as growth in average revenue per transaction. The current inflationary context will imply an increase in the revenues of the Dallas Express Lanes, where the soft cap will increase in 2024 compared to the previous year. In this regard, the opening of segment 3C of the NTE35W will significantly increase revenues in the US market. During 2024, and thanks to the success of the North Tarrant Express project, toll road expansion work will be carried out earlier than initially planned in the development agreement that the company has with the Texas Department of Transportation. It is expected to be completed in 2027.
- In **Australia,** Cintra will continue to manage the Toowoomba toll road and the Western Roads Upgrade project, which was fully opened to traffic in November 2021.
- In **India**, where IRB Infrastructure Developers Ltd. manages 24 toll road projects with a total length of more than 15,000 kilometers, it is expected to reach significant milestones within its pipeline of projects under development during 2024.
- In the **remaining markets**, Cintra will continue to operate the assets already in operation, including the D4R7 toll road in Slovakia, which opened to traffic completely in October 2021. It will also open to traffic several sections of the Ruta del Cacao, in Colombia, and will continue with the construction of Silvertown, in the United Kingdom.

The company will continue its bidding activity in its target regions (North America, Europe, Australia, Colombia, Chile and Peru), focusing on complex greenfield projects, due to their high potential for value creation, such as the SR400 Express Lanes in Atlanta (Georgia), for which the company has been prequalified, as well as in India through IRB.

AIRPORTS

CONNECTING THE WORLD

Ferrovial Airports integrates all the company's airport management activities and is one of the world's leading private airport operators. It has stakes in Heathrow and AGS (United Kingdom), Dalaman (Türkiye) and in the future New Terminal One of John F. Kennedy International Airport in New York (United States).

All airports recorded a significant increase in traffic during 2023, with some exceeding 2019 levels. Growth is visible across all geographies and in both business and leisure travel. The appetite for traveling is expected to remain strong for the foreseeable future.

During 2023, Ferrovial's Airports business unit expanded its operations by actively collaborating with various projects for the recovery of traffic after the pandemic.

HEATHROW

79.2

million passengers

AGS

10.4

million passengers

DALAMAN

5.2

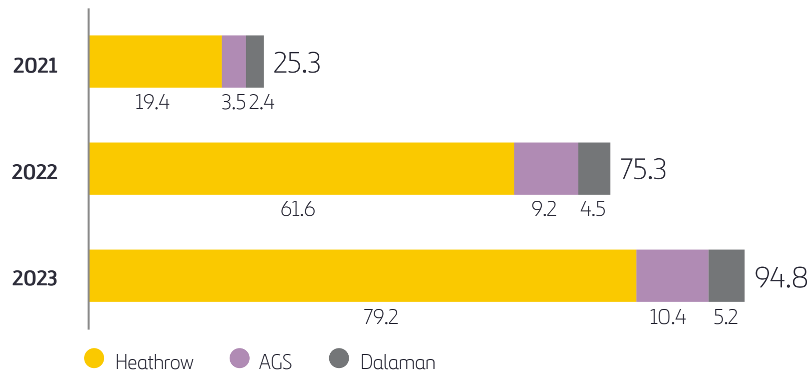
million passengers

MAIN ASSETS

Ferrovial's Airports division has a portfolio of four airports in the United Kingdom: a 25% stake in Heathrow, Europe's busiest hub, and 50% in Glasgow, Aberdeen and Southampton (AGS).

In 2022, Ferrovial Airports joined, with a 49% stake, the partnership that will design, build and operate the New Terminal One at John F. Kennedy International Airport in New York, USA, and acquired a 60% stake in the company that manages the concession at Dalaman International Airport in Türkiye.

TRAFFIC
Mill pax.



New Terminal One (NTO) at JFK International Airport

The NTO project announced in May 2023 a new partnership with Korean Airlines. The agreement with the airline has added to the portfolio of international premium carriers that have already signed with NTO, including Air France, KLM, Etihad Airways and LOT Polish Airlines, while the new terminal continues to welcome the international airline community during its construction process. NTO is currently in discussions with the international airline community operating at JFK to secure new contracts in the coming years in preparation for the opening of the terminal. This level of commitment, from companies already present at JFK for many years, is evidence of the willingness of major carriers to secure access to the highest quality facilities at JFK. By the end of 2023, NTO's securing of commitments for approximately 25%* of the estimated 2027 traffic through long-term agreements represents industry validation of the company's business plan and the airlines' appetite to pay rates and charges in line with NTO's expectations.

Construction of the first phase began in June 2022 and is scheduled for completion in June 2026. Since the start of the work, significant progress has been made, with important milestones being reached, such as the complete demolition of the green garage and the old Terminal 2; the start of the construction of the steel structure and slabs, of which significant progress can already be perceived in the central area of the building whose foundations are already completed; the enclosure of the AirTrain tracks as they pass through the terminal; the activation of the deviation of the roadway of the existing Terminal 1 facade (C-loop), which has made it possible to unify the construction area while maintaining the operations of the existing Terminal 1, as well as the diversion of all the main services affected, allowing progress without obstruction of the foundations. In addition, work is beginning on the enclosure of the central building, interior partitions, and preliminary work for installing the automatic baggage handling system.

(*) As of the date of publication of this report (February 2024), Korean Air and Asian Airlines are considering a merger. The 25% value mentioned above assumes that the merger is eventually signed. Otherwise, the % of committed traffic would be around 23%.

AGS

AGS also recorded a notable recovery in traffic, with 10.4 million passengers in the year (up 13.5% in 2022 but -23.4% in 2019, a figure influenced by Flybe's suspension of activity). In September, Southampton Airport celebrated the official opening of its runway extension as part of its commitment to expanding airport capacity and offering airlines to reach new destinations. The project consisted of the extension of the northern end of the runway by 164 meters, with an investment of £15 million (17.4 million euros).

Heathrow

Heathrow traffic experienced a strong recovery during the year as the aviation sector has been recuperating from the impact of the pandemic.

During 2023, 79.2 million passengers traveled through Heathrow, representing an increase of 28.6% over the previous year, virtually reaching 2019 levels at year-end (-2.1% for the full year). The airport was named 2023 most interconnected airport in the world according to the index "Megahubs 2023. Most Connected Airports in the World", prepared by the Official Airline Guide (OAG).

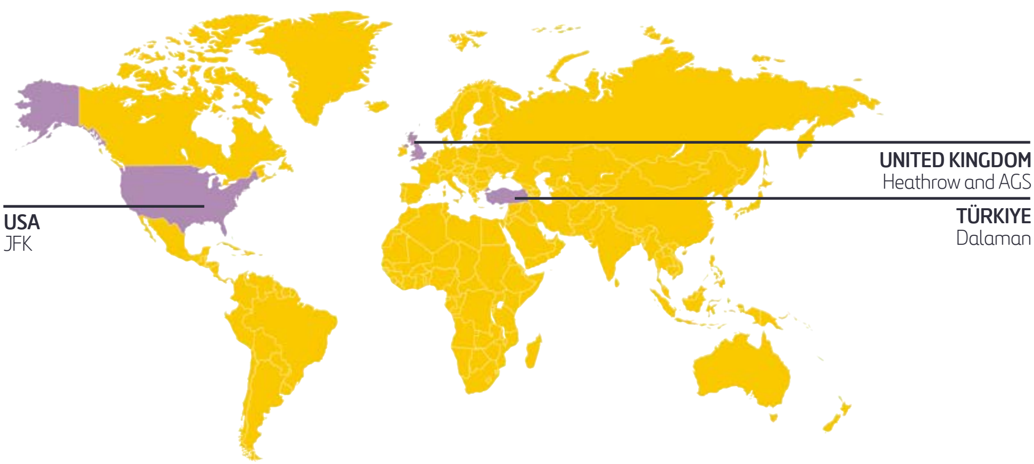
In the last quarter of the year, Ferrovial announced that an agreement had been reached for the sale of its entire stake (25%) in FGP Topco, the parent company of Heathrow Airport Holdings Ltd, for £2,368 million. The current book value of Ferrovial's stake in Heathrow Airport Holdings Ltd., according to Ferrovial's consolidated accounts, is zero. The deal has been reached with two different buyers, Ardian and The Public Investment Fund (PIF), which would acquire Ferrovial's 15% and 10% stake, respectively, through separate deal structures.

The transaction is subject to fulfilling the rights of first offer (ROFO) and full participation (tag-along rights), which the remaining shareholders of FGP Topco may exercise pursuant to the Shareholders' Agreement and the Company's Bylaws. The full completion of the acquisition is also subject to compliance with the applicable regulatory conditions.

In accordance with the tag-along process, some of FGP Topco shareholders have exercised their tag-along rights in respect of shares representing 35% of the share capital of FGP Topco (Tagged Shares). The agreement for the sale and purchase of Ferrovial SE's subsidiary's shares in FGP Topco remains in force although it is a condition for the sale of the shares that the Tagged Shares are also sold. The parties are working towards satisfaction of such condition by exploring different options to satisfy the same. Completion of the transaction continues to be subject to the satisfaction of the tag-along condition, together with applicable regulatory requirements and, consequently, there can be no certainty that the transaction will complete.

Dalaman

Dalaman Airport remains a major vacation destination for both domestic and international travelers in Türkiye, with traffic above prepandemic levels. 5.2 million passengers traveled through Dalaman in 2023 (+15.5% over 2022 and +6.8% over 2019).



VALUE CREATION

Sustainability

Sustainability continues to be a major focus for Ferrovial Airports, where the company is leading major initiatives to reduce emissions, both from aircraft and terminals. Some examples are the promotion of flights with sustainable aviation fuels (SAF), the installation of solar panels to increase self-consumption and reduce emissions, or the growing use of electric buses/equipment for different activities in the airport area.

The decarbonization of the aviation sector remains the priority in this area, where the use of PBS is a fundamental pillar. This fuel, produced from waste products, saves up to 70% of CO_2 emissions during its life cycle, while performing like the traditional aviation fuel it replaces. In this regard, in 2023, Virgin's first transatlantic flight, powered 100% by SAF, departed from Heathrow to New York. In addition, Heathrow launched the first sustainable bond covering "in-air" emissions.

Meanwhile, AGS is continuing with its plan to decarbonize its operations and infrastructure by the mid-2030s. Aberdeen Airport purchased an electric bus to transport passengers between the terminal and the parking lot. It is estimated that these new vehicles will avoid the emission of around 30 tCO_2 per year.

In early 2023, Dalaman Airport entered the Airport Carbon Accreditation (ACA) program of Airports Council International Europe (ACI Europe). The airport was directly awarded the Tier 2 Carbon Emissions Certificate, which recognizes Dalaman's efforts to manage and reduce its CO_2 emissions.

Innovation

Among the main innovation projects implemented by Ferrovial Airports in 2023, the following stand out:

- Glasgow Airport's leadership of a consortium that will test the feasibility of a hydrogen production, storage and distribution center for zero-emission flights at the airport.
- Successful flight testing of the first medical drone network to ensure more efficient delivery of critical medical supplies, also at Glasgow Airport.
- Launched digital channels at Dalaman Airport to improve passenger experience and streamline travel across the infrastructure.

Awards

During 2023, Heathrow, AGS and NTO received numerous awards, including the following:

Heathrow:

Business Traveler 2023 Awards:

- Best Airport in Europe.
- Third Best Airport in the World.
- Best Airport for shopping.

AGS

- Aberdeen, named Hub of the Year at the National Transport Awards 2023
- Glasgow, awarded Scottish Airport of the Year in the Scottish Transport Awards 2023

NTO

- Project Finance International, recognized as P3 operation of the year in America.

Green Bond issuance at NTO

John F. Kennedy International Airport's New Terminal One in New York announced a successful $2 billion bond issuance following a strong reception from the investment community. The Series 2023 Special Facilities Revenue Bonds were oversubscribed, even after increasing the transaction by $500 million due to investor demand. This milestone mitigates nearly one-third of the refinancing risk with still 3 years to refund the initial bank loan. A portion of the issuance (USD 800 million) was insured by Assured Guaranty Municipal Corp (“AGM”).

Highlighting the project's commitment to sustainability, the bonds were designated as Green Bonds by Kestrel Verifiers, an independent second-party opinion provider, which confirmed that the uses of the bonds conform to Green Bond principles.

EXPECTED BUSINESS PERFORMANCE IN 2024

In 2024, traffic is expected to increase across all airports, with some reaching figures approaching 2019 and even higher.

- **Heathrow**: 81.4 million passengers (100.4% of 2019 levels), as reported in its latest Investor Report published, in December 2023.
- **AGS**: 12.1 million passengers (89% of 2019 levels).
- **Dalaman:** 5.5 million passengers (+11.6% vs 2019 levels).

Financial results are expected to follow traffic trends, along with an increase in commercial revenue per passenger at all airports.

Vertiports' strategy for fiscal 2024 will focus on continuing to build strong and lasting relationships with key industry stakeholders, while shaping the early stages of its development.

Dividends distribution in the coming years will largely depend on traffic recovery and business performance (Ferrovial Airports assets did not distribute dividends in 2023).

During 2024, Ferrovial Airports will continue to analyze selective investment opportunities worldwide, with an emphasis on sustainable infrastructure to which Ferrovial can contribute its operational and construction experience.

ENERGY

COMMITMENT TO ENERGY TRANSITION

At the end of 2021 Ferrovial decided to explore sustainable business opportunities by creating the Energy Infrastructure and Mobility (FEIM) division. In 2023, the foundations were laid for future activity, as well as the continuation of circular economy activities in the United Kingdom and services in Chile and Spain.

Ferrovial is not limited to the management and development of its traditional businesses; it is constantly seeking ways to respond to new social needs. Projects and opportunities that provide differential value based on the company's experience and background, and that address changes in society's habits. Energy, mobility and the circular economy are evidence of this commitment and this effort.

PHOTOVOLTAIC SOLAR ENERGY

50MWp

in operation

TRANSMISSION LINES

924

kilometers* under construction and operation

68

kilometers of new allotment

CIRCULAR ECONOMY

800,000

annual tons of MSW managed

(*) Transchile Project: 408 km in operation (2x220 kV - 204 km); Centella Project: 504 km under construction (2x220 kV - 252 km); Tap Mauro Project: 12 km under construction (4x220 kV - 3 km); Gabriela Project: approx. 68 km (2x154 V - 34 km).

ACTIVITIES

Chile and Spain are the two main markets for **Energy Infrastructure**. Ferrovial has one transmission line (Transchile*) already operational in Chile, which was acquired in 2016, and another two under construction, included in the Centella project. Likewise, confirming its interest in continuing to grow in the transmission segment, throughout 2023 the company has continued to submit bids in various tenders, having been awarded new construction and extension projects as part of the annual Chilean transmission expansion plan, pending issuance of the award decree by the Ministry of Energy of Chile.

In Spain, the most significant milestone of the year was the El Berrocal project, a 50 MWp photovoltaic plant located in Gerena (Seville), which began operating in the last quarter of the year, and its financing was closed at the same time. Ferrovial continues to work on expanding its portfolio, where it currently has assets in the early stages of development with an installed capacity of more than 2 GW in projects designed for the hybridization of different renewable generation technologies.

Furthermore, the creation of BxF, a Joint Venture between Ferrovial and Budimex, whose main objective is the development and promotion of assets related to energy infrastructures in Poland, was materialized in 2023. This newly created company has already started its activities and has its own development team with a pipeline of greenfield projects of different technologies with an installed capacity of nearly 200 MW in the region.

In **Mobility**, Ferrovial and Renault Group reached an agreement in December 2023 for the sale of Ferrovial's entire 50% stake in the electric car-sharing service Zity to its partner, Renault. Ferrovial will focus its investments on activities related to its core business, the development and operation of sustainable infrastructure.

EL BERROCAL PROJECT

50 MWP

Solar photovoltaic plant, Seville, Spain

The **Circular Economy** is another important area of this division's activity. It has four municipal solid waste (MSW) treatment centers, located in Yorkshire, Milton Keynes, Cambridge and the Isle of Wight. Each of them is associated with a concession contract with different local authorities. Together they have a capacity to treat some 800,000 tons per year. This business comes from its former Services division, as do those in Chile and Spain. In the Andean country, its activity continues to focus on providing services to large-scale copper mining, such as maintenance, hoisting or management of the electrical loop. In Spain, it retains a 24.7% stake in Serveo, a company focused on providing auxiliary services to public and private clients.

STRATEGY

Ferrovial is positioned as a preferred industrial partner, providing value in the development, financing, construction, operation and rotation of Energy's assets. Based on its experience, it plans to take advantage of business opportunities while maintaining a balance between risk and profit. The division is an active part of the company's ESG strategy, with the focus on the fight against climate change and the decarbonization of the economy, always in line with the Horizon 24 Strategic Plan.

(*) Transchile Project: 408 km in operation (2x220 kV - 204 km); Centella Project: 504 km under construction (2x220 kV - 252 km); Tap Mauro Project: 12 km under construction (4x220 kV - 3 km); Gabriela Project: approx. 68 km (2x154 V - 34 km).

In a sector subject to constant change, the company intends to use, together with its own resources, participation in industrial ecosystems, developing and investing in technologies that enable growth in profitable businesses. The activity will focus on Ferrovial's preferred geographies, especially the United States, Spain, Chile and Poland.

BACKGROUND

The future of energy infrastructure and mobility depends largely on five rapidly evolving trends:

- The need and willingness to have greater energy autonomy at regional, national and supranational levels.
- National, regional and local regulation on economic incentives or disincentives to CO_2 production, use of public spaces, regulation of planning and rights to energy assets, etc.
- Social changes driven by growing awareness of climate change and the trend toward individual preferences for more personalized services. Its was accelerated by the COVID-19 pandemic.
- Variations in asset costs due to technological progress that have been altered by rising inflation, shortages of certain components and logistical stresses.
- New products, services and business models driven by technological and process innovation.

Despite the uncertainty of the evolution of these five points, there is a growing awareness of further electrification and a different concept of personal mobility, especially in cities.

EXPECTED BUSINESS PERFORMANCE IN 2024

In Energy Infrastructures, a distinction must be made between generation and transmission:

- In the area of renewable electricity generation, Ferrovial will continue to execute greenfield projects in key markets, with a technology-independent approach. The company will continue to seek profitable acquisitions that will help it accelerate its growth and learning in this sector.
- In transmission, the company will remain focused on expanding its assets, mainly in Chile, participating in public and private tenders, leveraging its current presence and accelerating its integration throughout the value chain.

Finally, during 2024 and with the aim of strengthening the business related to the energy transition and developing new capabilities in this area more quickly and efficiently, the different Energy activities that had been carried out by the Energy Solutions area within the Construction business and those included in the Energy Infrastructure business will be merged, thereby creating a new business unit entitled Ferrovial Energy.

The rest of the activities not related to the Energy area, such as the Services business in Chile (Veltis), Waste Treatment in the United Kingdom (Thalia), other interests in Services businesses and the Mobility activities will be separately managed outside of the scope of this business line.

In Mobility, Ferrovial retains a minority stake in Inspiration Mobility, a US company that invests in the electric vehicle sector, both in cars and associated charging infrastructures, which represents a project for the future.

CONSTRUCTION

COMPLEX PROJECTS

Ferrovial Construction is the business unit that carries out the construction of civil works, building, water treatment plants, industrial works and energy transition projects, to develop sustainable, innovative and efficient infrastructures.

The Construction division is essential in achieving Ferrovial's business strategy, outlined in the Horizon 24 Plan, which is firmly committed to the development of sustainable infrastructures that have a positive impact on the environment and communities. During 2023, the company has carried out numerous contributions on the path towards the decarbonization of the economy, highlighting the execution of new renewable energy and water treatment plants, initiatives for the use of biofuels in its equipment and machinery, and the implementation of targeted sustainability strategies in its main subsidiaries.

BACKGROUND

Ferrovial Construction has increased its revenue again in 2023 and maintained its profitability at positive levels, despite the negative impact of completion work on large projects in the United States, marked by modifications and customer requirements unforeseen in the work program. The company has initiated the claims process for the recovery of these costs.

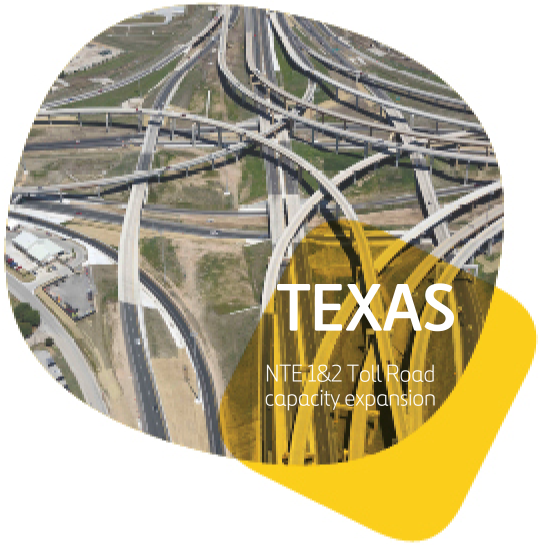
Looking at the future, the selective criteria for bidding on projects and geographies will be maintained, with a commitment to new and more collaborative contracting models, such as the award of the Construction Management at Risk contract for the Pflugerville Water Treatment Plant in Texas.

The company's expectations remain positive, with the order book at a record high, and with a solid pipeline of projects in the main markets (USA, Poland and Spain), where major investments are planned not only in transportation infrastructure but also in water, electricity transmission or energy efficiency projects as a result of multi-year plans such as the NextGen funds in Europe or the Infrastructure Investment & Jobs Act in the United States.

In Poland, the implementation of new national investment plans for highways and railroads until 2030-33 stands out, while in Texas (USA), the Department of Transportation has set a record amount of funds over the next ten years through the Unified Transportation Program Road Plan. Budimex, Webber and PLW are leaders in their respective fields in these geographies and markets.

VALUE CREATION

The achievement of Ferrovial's strategy involves Construction. The division remains committed to innovation and technology to minimize its environmental footprint, generate a positive impact on society and ensure the safety of users and workers. Along with its own profitability and cash generation capacity, it adds value by coordinating the design and construction of infrastructure concessions in which other Ferrovial investment divisions participate, as shown by the recent award for the expansion of the capacity of the NTE 1&2W Toll Road in Texas, currently operated by Cintra.



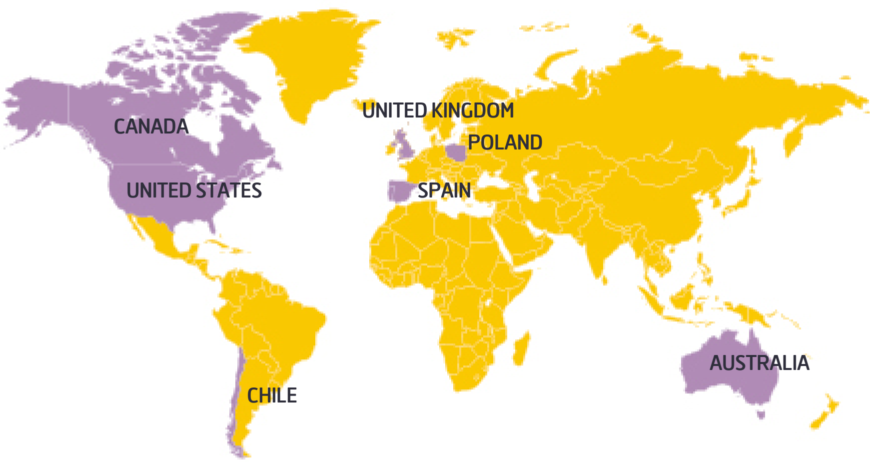
Portfolio diversification and selective internationalization

Sector diversification enables Construction to maintain its technical qualifications and to deploy continuously prepared material and human resources teams, as demonstrated by the variety of contracts awarded to Budimex in Poland in 2023. Highlights include work on the Gdansk and Swinoujscie port terminals, the Kamelia photovoltaic plant, the Nysa Klodzka and Opole anti-flooding infrastructures, and the unique Opera Nova building in Bydgoszcz.

The United States and Poland, in addition to Spain as a market of origin, remain the division's main markets, accounting for around 80% of sales. Other geographies with a stable presence are the United Kingdom, Chile, Australia and Canada.

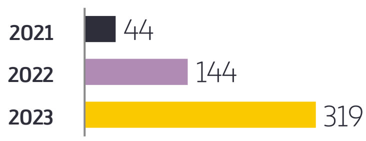
Webber, the Civil Construction subsidiary in the United States, has reached a record high in the awarding of projects, such as the Texas IH-10 toll road in Colorado County, the US-59 in San Jacinto County, or the entry into the state of Florida through three new contracts: the I-95 in Escambia County, the I-95 in Duval County and the SR-8 in Escambia County, which consolidates the company's presence on the east coast of the country.

ORDER BOOK (M€)



REVENUES (M€)

CASH FLOW FROM OPERATING ACTIVITIES (M€)*



*Excluding corporate income tax

Historic record high for Webber's order books

Webber, the Civil Construction subsidiary based in Texas, USA, has reached its all-time contracting high, with more than €2.0 billion in contracts awarded in 2023. This achievement reflects Webber's favorable evolution in recent years, in which it has demonstrated positive financial performance and a successful strategy of geographic expansion into the East Coast states of the U.S. It has also diversified its project portfolio, including water treatment plants, renewable energy and road operation and maintenance services, and implemented new design-build, A+B cost and schedule, or collaborative contractual models such as CMARs.

Respect for the environment, quality and safety

Construction operates under strict guidelines to minimize its environmental impact. Its approach to projects includes the identification of environmental risks through individual management plans to favor the conservation of biodiversity, the efficient use of energy by promoting self-consumption, decarbonization and renewable energies, and fostering the circular economy through the recovery of waste and the use of recycled materials.

The aim is to progressively reduce the carbon footprint and achieve emission neutrality by 2050. Further examples are the construction of the Greatworth "green tunnel" in the HS2 London to Birmingham project in the United Kingdom, which has been executed using the cut and cover method, and which will be buried with trees, shrubs and hedges planted on top for integration with the local landscape and flora, or the I-66 toll road wetlands project in Virginia, where a new water pond and five wetland cells have been designed and constructed as a compensatory measure for the loss of natural habitats, providing similar functionality and increasing the ecological value.

Construction's commitment to the quality of its projects is evidenced by the award of a second Data Center for Microsoft in Meco (Spain), in addition to the one awarded in 2022 in San Sebastián de los Reyes (Spain). The latter has obtained Leed Gold certification awarded by the Green Building Council, after complying with the strictest quality and sustainability criteria.

The safety of people is an essential pillar of Ferrovial Construction, and placing technology at their service is key to guaranteeing it. In addition to the innovative health and safety initiatives implemented in recent years, in 2023 a wearable system was successfully tested in different markets such as the United States, Spain and Portugal to help improve the safety conditions of workers on construction sites, with the installation of proximity sensors in vests, helmets and other connected devices to prevent interference and involuntary interactions of staff with heavy machinery, thus minimizing accidents.

As a result of this strategy in sustainability and corporate social responsibility, Ferrovial Construction has received the Gold Medal award from ECOVADIS, which evaluates more than 100,000 companies worldwide, highlighting its commitment to the environment, labor practices, social wellbeing, mental health, human rights and business ethics. This recognition places Ferrovial Construction in the top 5% of companies in its sector.

Innovation as competitive positioning

Within the framework of the Abacus Strategic Plan, Ferrovial Construction continues to focus on innovation and digital transformation. Some examples are the implementation of the use of Trimble SiteVision augmented reality in the expansion of the I-35 NEX Central toll road in Texas to identify conflicts between the 3D models and the real construction, or the promotion of the Earthworks project, which monitors and analyzes earth movement through IoT devices attached to the machinery, enabling decision-making for the optimization of production, and the prevention of environmental and safety incidents. This last initiative, which is already being used in construction sites in Spain, Australia and the USA, is being scaled up for commercialization.

Talent management

Ferrovial Construction is committed to promoting talent, equality and diversity among all its employees. As part of its ongoing commitment to their professional development, the company has implemented new initiatives such as the GoFurther and Grow programs, focused on the growth of young and female talent.

Silvertown: ground freezing and 180° rotation of the largest tunneling machine in the UK

Ferrovial Construction, together with its partners in the execution of the double-tube urban road Silvertown Tunnel under the River Thames, have applied innovative techniques such as artificial freezing of the subsoil to control groundwater, or the 180° rotation of the largest tunneling machine in the United Kingdom (82 meters long, 11.8 meters in diameter and 2,000 tons) by placing hydrogen skids. It has enabled the construction of the second parallel tunnel by reusing the same tunneling machine immediately after completing the first borehole. This process has resulted in significant savings in time, costs and CO2 emissions, providing a model for future tunneling projects. Thanks to this innovative solution, the project was awarded the Temporary Works Initiative of the Year prize from the British Construction Industry Awards. Thanks to this innovative solution, the project was recognized in 2023 with the Temporary Works Initiative of the Year award from the British Construction Industry Awards, and with four additional awards at the NCE Tunneling Awards, among which stands out Tunneling Contractor of the Year.

EXPECTED BUSINESS PERFORMANCE IN 2024

TARGET 2024

3.5%

Adjusted EBIT margin

The evolution of the Construction division in 2024 is expected to be marked by the prioritization of profitability and stability in sales level. The 3.5% Adjusted EBIT target for next year established in the Horizon 24 Strategic Plan is maintained. The improvement in margins forecast for 2023 is based on the risk control measures and mitigants adopted to control inflation and on the specific contingencies included in the new contracting, favored by the completion of large projects in the United States that impacted negatively on profitability as a result of modifications and requirements unexpected in the work program. The outlook for 2024, by market, is as follows:

- In **Spain**, the upward trend in sales is expected to continue, thanks to the significant contracting in railroads and for private clients in the last two years. In the medium term, the application of the European NextGen funds will maintain the boost in bidding, in addition to the positive dynamics of public railway and healthcare initiatives, including price review formulas implemented by the administration, and private initiatives in industrial, logistics and technology, building and renewable energy projects.
- In the **United States and Canada**, the favorable investment in transportation infrastructure by the states and provinces will continue, with programs such as the new Texas road construction plan, 2024 Unified Transportation Program, the Moving Forward for large projects in Florida, and the Major Mobility Investment Program for P3/DBF contracts in Georgia, among others. Also, in the medium term, the pipeline remains high, favored by the federal Infrastructure Investment & Job Act, which doubles funding for transportation infrastructure. A stable level of sales is expected in 2024, thanks to both the increased pace of execution of the Ontario Line of the Toronto Metro, and to Webber's favorable performance following the major contracts awarded in recent years, despite the completion of major projects such as the I-66 toll road in Virginia, I-285/400 in Georgia, and the High Speed Rail project in California.
- In **Poland**, public tendering maintains good prospects thanks to the national road and rail investment plans until 2030-33, supported by the high level of funding allocation under the EU's 2021-27 multiannual financial framework, which ensures future stability of investment in the country. In 2024, stable turnover is expected, and the selective bidding strategy will be continued, prioritizing profitability, following the tensions arising from the increased cost of raw materials and supply chain problems caused by the uncertainty of the war in Ukraine, and expanding diversification into sectors such as energy, renewables or port terminals.
- In the **rest of the markets**, a moderate drop in sales is expected in Chile, mainly due to lower production in relevant projects such as the Centella Pan de Azúcar power transmission line or the Rutas del Loa toll road, which is expected to be completed in 2024. Other geographies, including Australia and the United Kingdom, will maintain a stable level of sales thanks to the execution of large projects awarded in previous years, such as the Coffs Harbour Bypass in New South Wales or the Silvertown Tunnel in London. Likewise, the outlook for tenders continues to be good, maintaining a selective approach, highlighting important works in tunnels, railroads and energy in Australia and the United Kingdom, while in Latin America, concession projects for roads, water treatment plants and power transmission lines will predominate, together with other Ferrovial divisions.

3. FERROVIAL IN 2023

Business Performance

People

Health, Safety and Wellbeing

The Environment

Digitalization and Innovation

Cybersecurity

Value Chain

Social Value

Ferrovial Results January - December 2023

- **407 ETR's traffic grew by +14.6% in 2023 vs 2022,** primarily due to an increase in mobility and more people commuting to work in 2023 vs 2022, when all COVID-19 related restrictions were lifted (Q1 2022). In 2023, traffic growth was also supported by an increase in rehabilitation construction works on Highway 401. Revenues reached CAD 1,495 million up by +12.7% given the positive trend in traffic volumes.
- **Managed Lanes registered strong traffic growth in 2023.** All Managed Lanes (MLs) posted solid average revenue per transaction growth vs. 2022 with Texan MLs exceeding 2023 Soft Cap update (+6.5%): NTE 35W +15.4%, LBJ +10.7% and NTE +9.0%. This same KPI grew by +28.1% at I-77 where no price cap is in place. I-66 reached an average revenue per transaction of USD 5.5 for 2023 with both, traffic and revenue ramping up.
- **December traffic at Heathrow and Dalaman was above pre-pandemic levels.** Heathrow registered a strong recovery with 79.2 million passengers in 2023 (+28.6% vs 2022 and -2.1% vs 2019), the third highest year in Heathrow's history. AGS traffic evolution performed well vs 2022 (+13.5%), while traffic vs 2019 continued to improve (-23.4%). Dalaman saw a strong performance (+15.5% vs 2022), outperforming 2019 (+6.8%).
- **Construction adjusted EBIT stood at EUR 77 million** vs EUR 63 million in 2022, mainly driven by Budimex performance (Adjusted EBIT +41.0%) partially offset by completion works on large projects in their final stages in the US and the negative impact from a landslide in Colombia (Ruta del Cacao). Adjusted EBIT margin reached 1.1% vs. 1.0% in 2022. The order book reached EUR 15,632 million (+5.5% LfL growth), a new all-time high, not including pre-awarded contracts of c.EUR 1.9 billion.
- **Solid financial position:** high ex-infrastructure project companies liquidity levels reaching EUR 5,387 million and Consolidated Net Debt of ex-infrastructure project companies at EUR -1,121 million, positively impacted by EUR 741 million dividends collected from infrastructure projects, including the first year of dividend distribution from NTE35W (EUR 251 million) and a significant improvement in Cash flows from operating activities in Construction. Cash consumption driven by investments (EUR -454 million) due to equity injections into new projects (I-66, NTE 3C and New Terminal One), as well as shareholder remuneration (EUR -250 million).
- **Other 2023 highlights:**
  - Agreement reached for the sale of c.25% stake in FGP Topco (Heathrow's parent company) for GBP 2,368 million,although the completion of the deal is subject to the satisfaction of tag-along conditions.
  - Sale completed of 89.2% stake in Azores in December 2023, as part of our mature asset rotation strategy.
  - NTE 3C (NTE35W extension) opened to traffic in June 2023 (ahead of schedule).
  - Since June 16, 2023, Ferrovial's shares are simultaneously listed in both Spain and the Netherlands stock markets.

REPORTED P&L

(EUR million)	2023	2022
Revenues	**8,514**	**7,551**
Adjusted EBITDA*	**991**	**728**
Fixed asset depreciation	-401	-299
Adjusted EBIT*	**590**	**429**
Disposals & impairments	35	-6
Operating profit/(loss)	**625**	**423**
Financial Results	**-184**	**-320**
Equity-accounted affiliates	215	165
Net profit/(loss) before tax from continuing operations	**656**	**268**
Income tax	-42	-30
Net profit/(loss) from continuing operations	**614**	**238**
Net profit/(loss) from discontinued operations	**16**	**64**
Net profit/(loss)	**630**	**302**
Net profit/(loss) attributed to non-controlling interests	-170	-117
Net/(loss) attributed to the parent company	**460**	**185**

REVENUES

(EUR million)	2023	2022	VAR.	LfL growth*
Toll Roads	1,085	780	39.0%	42.1%
Airports	80	54	47.9%	9.7%
Construction	7,070	6,463	9.4%	9.9%
Energy Infrastructure & Mobility	334	296	12.8%	13.2%
Others	-55	-43	-30.3%	-28.8%
Revenues	**8,514**	**7,551**	**12.8%**	**13.2%**

ADJUSTED EBITDA*

(EUR million)	2023	2022	VAR.	LfL growth*
Toll Roads	799	550	45.2%	48.3%
Airports	22	-2	n.s.	n.s.
Construction	218	176	23.5%	19.6%
Energy Infrastructure & Mobility	10	13	-23.7%	171.1%
Others	-57	-9	n.s.	n.s.
Adjusted EBITDA*	**991**	**728**	**36.1%**	**40.6%**

ADJUSTED EBIT*

(EUR million)	2023	2022	VAR.	LfL growth*
Toll Roads	586	391	49.9%	49.9%
Airports	2	-9	127.5%	60.2%
Construction	77	63	22.8%	11.9%
Energy Infrastructure & Mobility	-10	0	n.s.	69.4%
Others	-66	-16	n.s.	n.s.
Adjusted EBIT*	**590**	**429**	**37.4%**	**45.4%**

CONSOLIDATED NET DEBT*

(EUR million)	DEC-23	DEC-22
Consolidated Net Debt of ex-infrastructure project companies*	**-1,121**	**-1,439**
Consolidated Net Debt of infrastructure project companies*	**7,100**	**7,219**
Toll roads	6,688	6,852
Others	411	367
Consolidated Net Debt*	**5,979**	**5,781**

TRAFFIC PERFORMANCE

	vs 2022	vs 2019
407 ETR**	14.6%	-7.5%
NTE***	9.0%	16.7%
LBJ***	9.2%	-10.1%
NTE 35W***	20.1%	27.6%
I-77***	18.4%	n.s.
Heathrow****	28.6%	-2.1%
AGS****	13.5%	-23.4%
Dalaman****	15.5%	6.8%

**VKT (Vehicle kilometers travelled)
***Transactions
****Passengers

*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

CONSOLIDATED RESULTS

- **Revenues** at EUR 8,514 million (+13.2% LfL growth) on the back of higher Toll Roads revenues (+42.1% LfL growth) and higher Construction revenues (+9.9% LfL growth).
- **Adjusted EBITDA** reached EUR 991 million (+40.6% LfL growth) thanks to a higher contribution from Toll Roads (+48.3% LfL growth), particularly US Toll Roads which posted an adjusted EBITDA of EUR 741 million. Along with greater contribution from Construction (+19.6% LfL growth).

RESULTS BY DIVISION

Toll Roads: revenues rose by +42.1% LfL growth and adjusted EBITDA by +48.3% LfL growth. Adjusted EBITDA stood at EUR 799 million.

- **Texas Managed Lanes:** showed strong traffic growth in 2023 vs 2022, NTE +9.0%, LBJ +9.2%, and NTE 35W +20.1%, the latter positively impacted by the opening to traffic of Segment 3C on June 20. The traffic at NTE35W excluding Segment 3C increased by +6.9% in 2023. NTE & NTE35W traffic was above pre-pandemic levels (2019), while LBJ traffic remained below, mainly due to the construction works underway in the area. All MLs posted significant average revenue per transaction growth vs. 2022: NTE 35W +15.4%, LBJ +10.7% and NTE +9.0%.
  - **NTE**: reported revenues of USD 289 million (+19.0%), aided by higher traffic and higher toll rates. Adjusted EBITDA reached USD 255 million (+19.5%). Adjusted EBITDA margin stood at 88.3% (vs 87.9% in 2022).
  - **LBJ**: revenues stood at USD 193 million (+20.9%), helped by higher traffic and higher toll rates. Adjusted EBITDA at USD 158 million (+23.5%) with Adjusted EBITDA margin of 81.9% (80.1% in 2022).
  - **NTE 35W**: reached revenues of USD 234 million (+39.4%), led by higher traffic (Segment 3C opening) and higher toll rates. Adjusted EBITDA reached USD 195 million (+40.3%) with Adjusted EBITDA margin of 83.1% (82.6% in 2022).
- **I-77** traffic increased by +18.4% vs 2022. Revenues reached USD 91 million (+50.5% vs. 2022) with significant growth in toll revenue per transaction (+28.1% vs 2022). Adjusted EBITDA stood at USD 66 million, and Adjusted EBITDA margin at 72.0% (62.9% in 2022).
- **I-66** showed revenues and traffic ramping up, with USD 167 million of revenues in 2023. Adjusted EBITDA reached USD 129 million with Adjusted EBITDA margin at 76.9%.
- **407 ETR** recorded higher traffic in 2023 (+14.6% vs 2022), due to an increase in mobility. Traffic growth was supported by an increase in rehabilitation construction works on Highway 401. Revenues reached CAD 1,495 million increasing by +12.7% given the positive trend in traffic volumes when restrictions were lifted in Q12022. EBITDA reached CAD 1,284 million (+12.7%) with EBITDA margin at 85.9%.

Airports: traffic improved notably in 2023 vs 2022 at all of the assets. Heathrow 2023 traffic ended up slightly below 2019 figures (-2.1%).

- **Heathrow** revenues increased by +26.6% and adjusted EBITDA was up +32.3% vs 2022. Heathrow welcomed 79.2 million passengers in 2023, increasing by +28.6% vs 2022.
- **AGS** revenues increased by +18.9% vs 2022 driven by higher traffic in the airports (+13.5% vs 2022) coupled with a higher yield. Adjusted EBITDA performed strongly increasing by +42.0% vs 2022.
- **Dalaman** revenues reached EUR 71 million driven by the positive performance in traffic due to the longer peak season. Adjusted EBITDA stood at EUR 55 million.Traffic numbers reached an all-time high of 5.2 million passengers (+15.5% vs 2022).
- **Construction**: revenues were up by +9.9% LfL growth. Adjusted EBIT reached EUR 77 million vs. EUR 63 million in 2022, due to strong performance at Budimex (7.6% Adjusted EBIT margin), partially offset by completion works on the large projects in their final stages in the US and the negative impact from a landslide in Colombia (Ruta del Cacao). Adjusted EBIT margin reached 1.1% vs. 1.0% in 2022. The order book reached EUR 15,632 million (+5.5% LfL growth), not including pre-awarded contracts of c.EUR 1.9 billion.

DIVIDENDS FROM PROJECTS

Total dividends received from projects reached EUR 741 million in 2023 (vs EUR 475 million in 2022) with the main distributions including:

- **407 ETR**: EUR 281 million were received by Ferrovial in 2023, (EUR 237 million in 2022).
- **Texas Managed Lanes:** EUR 397 million were received by Ferrovial (EUR 123 million in 2022), including the first year of distribution from NTE 35W (EUR 251 million), as well as dividends from NTE (EUR 109 million) and LBJ (EUR 37 million).
- **Other toll roads**: EUR 26 million in 2023 (EUR 28 million in 2022), including EUR 9 million from Australian toll roads, EUR 8 million from Spanish toll roads and EUR 2 million from the Irish toll roads.
- **Energy Infrastructure and mobility:** EUR 11 million from Serveo and EUR 18 million related to an intercompany loan repayment following the refinancing process with bank debt at Berrocal photovoltaic plant.

FINANCIAL POSITION

As at 31 December 2023, the Consolidated Net Debt of ex-infrastructure project companies reached EUR -1,121 million vs EUR -1,439 million in December 2022. Consolidated Net Debt of infrastructure project companies stood at EUR 7,100 million (EUR 7,219 million in December 2022). Consolidated Net Debt stood at EUR 5,979 million (EUR 5,781 million in December 2022).

CORPORATE TRANSACTIONS

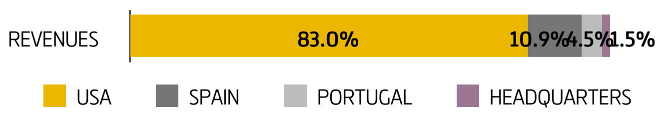
- On November 28, 2023, Ferrovial announced that an agreement had been reached for the sale of its entire stake (c.25%) in FGP Topco, the parent company of Heathrow Airport Holdings Ltd., for GBP 2,368 million. The agreement has been reached with two different buyers, Ardian and The Public Investment Fund, who would acquire Ferrovial's shareholding of c.15% and c.10% stakes respectively, through separate vehicles. Some FGP Topco shareholders have exercised their tag-along rights in respect of shares representing 35% of the share capital of FGP Topco (Tagged Shares). The agreement for the sale and purchase of Ferrovial SE's subsidiary's shares in FGP Topco remains in force although it is a condition for the sale of the shares that the Tagged Shares are also sold. The parties are working towards satisfaction of such condition by exploring different options to satisfy the same.
- In December, Ferrovial and Renault Group reached an agreement to sell the entire 50% of Ferrovial's stake in Zity by Mobilize to its partner Renault Group.
- In December, Ferrovial sold its 89.2% stake in the Portuguese toll road concession Euroscut Azores to infrastructure funds Horizon Equity Partners and RiverRock for EUR 43 million.

SUSTAINABILITY HIGHLIGHTS

- Ferrovial recognized as **one of the world's leading environmental companies by CDP** (Carbon Disclosure Project). Included in the 'A List' for Climate Change and "A List" for water , making it one of the best performing companies.
- Ferrovial received **'Top Employer' 2023** recognition as one of the best companies to work for in Spain.
- Ferrovial issued its **first sustainability-linked bond** (EUR 500 million).
- Ferrovial submitted the **Climate Strategy** for the advisory vote of the 2022 Annual General Shareholders' Meeting and received approval from over 90% of shareholders.
- Ferrovial has been included in **S&P's Global Sustainability Yearbook 2023.**
- **Ferrovial was included in the FTSE4Good Global Index for the 20th consecutive year.**
- Ferrovial **signed its annual social aid program**, which will benefit over 52,000 people. The program aims to improve access to water for human consumption, contribute to the fight against food insecurity and alleviate poverty and severe diseases.
- **Heathrow remains focused on championing the role of sustainable aviation fuel (SAF).** Considered a success in 2022, the incentive has been increased from 0.5% to 1.5% in 2023, and it was once again oversubscribed.
- **Heathrow is the first airport to achieve "science based validation" from the SBTi for their 2030 carbon reduction goals.**

Toll Roads

REVENUES	EUR 1,085 million	+42.1% LfL growth*
ADJ. EBITDA	EUR 799 million	+48.3% LfL growth*



407 ETR (43.23%, equity-accounted)

The annual financial information presented herein for the year ended December 31, 2023 is based on, and is consistent with, the audited consolidated financial statements of 407 ETR for the year ended December 31, 2023, published on February 22, 2024.

TRAFFIC

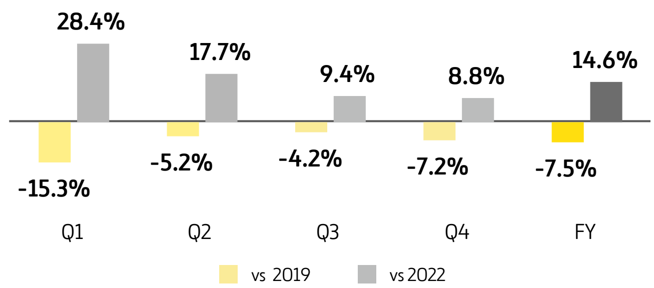
	2023	2022	VAR.
Avg trip length (km)	22.87	22.55	1.4%
Traffic/trips (million)	110.84	98.11	13.0%
VKTs (million)	2,535	2,213	14.6%
Avg Revenue per trip (CAD)	13.23	13.32	-0.7%

VKT (Vehicle kilometers travelled)

In 2023, VKTs increased by +14.6% vs 2022, primarily due to an increase in mobility and more people commuting to workplaces in 2023 vs 2022, when all COVID-19 related restrictions were lifted (Q1 2022). Traffic growth was also supported by an increase in rehabilitation construction activities on Highway 401.

When compared to 2019, traffic volumes in 2023 were still lower (-7.5%), but showed a positive trend thanks to increased mobility in the area.

Quarterly VKT traffic performance vs 2022 & 2019



P&L

(CAD million)	2023	2022	VAR.
Revenues	1,495	1,327	12.7%
EBITDA	1,284	1,139	12.7%
EBITDA margin	85.9%	85.8%	
EBIT	1,187	1,039	14.2%
EBIT margin	79.4%	78.3%	

Revenues were up by +12.7% in 2023, reaching CAD 1,495 million.

- **Toll revenues** (92.2% of total): +14.0% to CAD 1,379 million, on the back of higher number of trips and VKTs compared to 2022.
- **Fee revenues** (6.9% of total): -7.9% to CAD 103 million, due to reversal of provisions in 2022 and due to lower interest on delinquent accounts.
- **Contract revenues** (0.9% of total) amounted to CAD 14 million in 2023, related to the reconfiguration of the road-side tolling technology in connection with the removal of tolls for Highways 412 and 418. The contract was completed on June 1st, 2023.

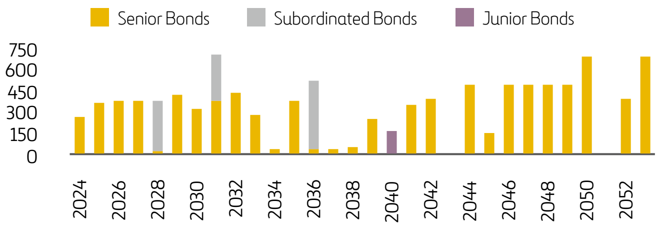
OPEX +12.3%, higher system operations expenses resulting from higher consulting and licensing costs, mainly related to the Company's enterprise resource planning and customer relationship management project. In addition to higher customer operations costs resulting from a higher provision for lifetime expected credit loss due to higher revenues.

EBITDA +12.7%, as a result of higher traffic volumes and revenues. EBITDA margin increased by +0.1% (85.9% vs 85.8% in 2022).

Dividends: CAD 950 million dividends were paid to shareholders in 2023, compared to CAD 750 million in 2022. The dividends distributed to Ferrovial were EUR 281 million in 2023 (EUR 237 million in 2022).

Net debt as at December: CAD 9,464 million (average cost of 4.20%). 53% of debt maturing in more than 15 years or more. Upcoming bond maturity dates are CAD 273 million in 2024, CAD 374 million in 2025 and CAD 381 million in 2026.

407 ETR bond maturity profile (CAD million)



407 ETR credit rating

- **S&P:** "A" (Senior Debt), "A-" (Junior Debt) & "BBB" (Subordinated Debt), with stable outlook, reaffirmed on July 31st, 2023.
- **DBRS:** "A" (Senior Debt), "A low" (Junior Debt) and "BBB" (Subordinated Debt), all trends with stable outlook, reaffirmed on June 28th, 2023.

407 ETR Toll Rates

In December 2023, 407 ETR signalled the end of a four-year rate freeze since February 2020 by announcing a new rate schedule that comes into effect on Feb 1st, 2024. For more information on the new toll rates, please visit the 407 ETR website at 407etr.com.

Schedule 22

The COVID-19 pandemic is considered a Force Majeure event under the provisions of the Concession and Ground Lease Agreement (CGLA), and therefore the 407ETR is not subject to Schedule 22 payments until the end of the Force Majeure event.

The 407 ETR and the Province agreed that the Force Majeure event terminates when traffic in 407 ETR and adjacent roads reach pre-pandemic levels (measured as the average of 2017 to 2019), or when there is an increase in toll rates or user charges.

The toll rate increase by 407 ETR effective February 1, 2024, terminates the Force Majeure event, such that any Schedule 22 Payment applies for the year 2025, and is payable to the Providence in 2026. No Schedule 22 Payment applies for the year 2024.

*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

TEXAS MANAGED LANES (USA)

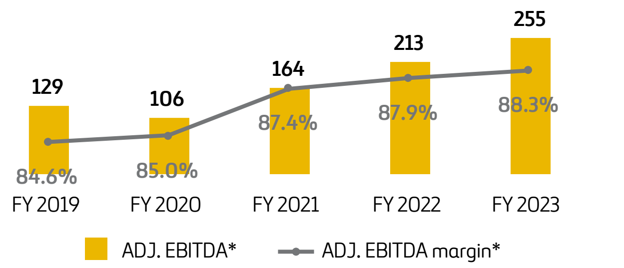
NTE 1-2 (63.0%, globally consolidated)

In 2023, traffic increased by +9.0% vs 2022. Traffic has been improving as a result of higher mobility in the area.

(USD million)	2023	2022	VAR.
Transactions (million)	40	36	9.0%
Avg. revenue per transaction (USD)	7.3	6.7	9.0%
Revenues	289	243	19.0%
Adjusted EBITDA*	255	213	19.5%
Adjusted EBITDA margin*	88.3%	87.9%	
Adjusted EBIT*	227	185	22.7%
Adjusted EBIT margin*	78.5%	76.1%	

The average **revenue per transaction** reached USD 7.3 in 2023 vs. USD 6.7 in 2022 (+9.0%) positively impacted by higher toll rates.

NTE ADJUSTED EBITDA EVOLUTION (USD million)



Dividends: NTE distributed two dividends in 2023 (June and December), for a total of USD 187 million at 100% (EUR 109 million FER's share). In 2022, NTE distributed USD 155 million at 100% (EUR 92 million FER's share).

NTE net debt reached USD 1,263 million in December 2023 (USD 1,223 million in December 2022) with an average cost of 4.46% (including NTE Capacity Improvements financing).

NTE Capacity Improvements financial close: NTE consortium, led by Cintra, issued USD 414.2 million using private activity bonds (PABs). The funds are mainly earmarked to finance the construction of certain capacity improvements required by the Comprehensive Development Agreement with the Texas Department of Transportation (TxDOT). Due to the success of the project, these capacity improvements will be implemented earlier than initially anticipated. The works commenced at the end of 2023, with construction expected to start in 2024 and completion forecasted for early 2027. Ferrovial Construction and Webber will serve as the design-build contractor.

Credit rating

	PAB	Bonds
Moody's	Baa1	Baa1
FITCH	BBB	BBB

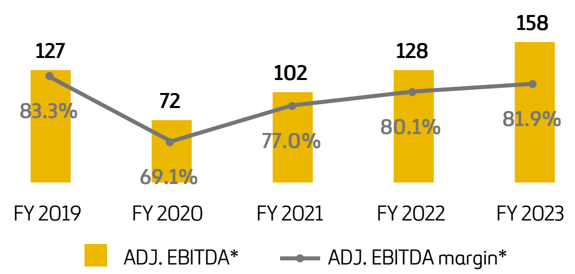
LBJ (54.6%, globally consolidated)

In 2023, traffic increased by +9.2% vs. 2022, still down on 2019 levels mainly due to constructions works in the area. Traffic has been improving as a result of higher mobility but has beem negatively impacted by works in the area (I-635).

(USD million)	2023	2022	VAR.
Transactions (million)	43	40	9.2%
Avg. revenue per transaction (USD)	4.4	4.0	10.7%
Revenues	193	159	20.9%
Adjusted EBITDA*	158	128	23.5%
Adjusted EBITDA margin*	81.9%	80.1%	
Adjusted EBIT*	130	101	28.2%
Adjusted EBIT margin*	67.2%	63.4%	

The average **revenue per transaction** reached USD 4.4 in 2023 vs. USD 4.0 in 2022 (+10.7%) positively impacted by higher toll rates.

LBJ ADJUSTED EBITDA EVOLUTION (USD million)



Dividends: LBJ distributed two dividends in 2023 (June and December), for a total of USD 74 million at 100% (EUR 37 million FER's share). In 2022, LBJ distributed USD 60 million (EUR 31 million FER's share).

LBJ net debt was USD 2,018 million in December 2023 (USD 2,020 million in December 2022) with an average cost of 4.03%.

Credit rating

	PAB	TIFIA	Bonds
Moody's	Baa2	Baa2	Baa2
FITCH	BBB	BBB	BBB

*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

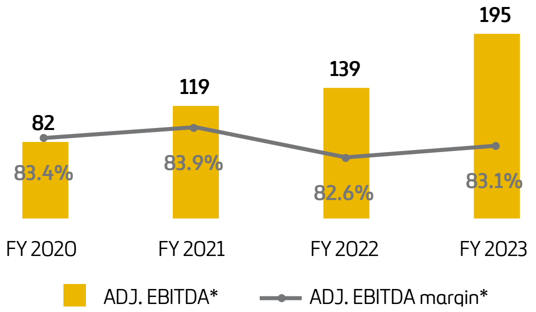
NTE 35W (53.7%, globally consolidated)

In 2023, NTE 35W traffic increased by +20.1% vs 2022, showing a positive performance coming from the opening to traffic of NTE 3C on June 20. The traffic at NTE 35W excluding Segment 3C increased by +6.9% in 2023.

(USD million)	2023	2022	VAR.
Transactions (million)	42	35	20.1%
Avg. revenue per transaction (USD)	5.6	4.8	15.4%
Revenues	234	168	39.4%
Adjusted EBITDA*	195	139	40.3%
Adjusted EBITDA margin*	83.1%	82.6%	
Adjusted EBIT*	156	115	35.0%
Adjusted EBIT margin*	66.4%	68.6%	

Average revenue per transaction stood at USD 5.6 in 2023, vs. USD 4.8 in 2022 (+15.4%), positively impacted by higher toll rates.

NTE 35W ADJUSTED EBITDA EVOLUTION (USD million)



Dividends: In 2023, NTE35W distributed dividends for first time with an extraordinary dividend in June amounting to USD 435 million at 100% (EUR 216 million FER's share) and a regular dividend in December of USD 70 million (EUR 35 million FER's share), totaling USD 505 million (EUR 251 million FER's share).

NTE 35W net debt reached USD 1,624 million in December 2023 (USD 1,233 million in December 2022) with an average cost of 4.67%, including NTE 3C.

Credit rating

	PAB	TIFIA
Moody's	Baa1	Baa1
FITCH	BBB+	BBB+

I-77 (72.2%, globally consolidated)

In 2023, traffic increased by +18.4% vs 2022, showing a strong performance on the back of an increase in mobility.

(USD million)	2023	2022	VAR.
Transactions (million)	41	35	18.4%
Avg. revenue per transaction (USD)	2.2	1.7	28.1%
Revenues	91	61	50.5%
Adjusted EBITDA*	66	38	72.4%
Adjusted EBITDA margin*	72.0%	62.9%	
Adjusted EBIT*	55	30	83.2%
Adjusted EBIT margin*	59.8%	49.2%	

The **average revenue per transaction** was USD 2.2 in 2023 vs. USD 1.7 in 2022 +28.1%), impacted by higher toll rates.

I-77 net debt was USD 202 million in December 2023 (USD 257 million in December 2022) with an average cost of 3.65%.

Credit rating

	PAB	TIFIA
FITCH	BBB	BBB
DBRS	BBB	BBB

I-66 (55.7%, globally consolidated)

In 2023, traffic reached 29 million transactions, with traffic ramping up.

(USD million)	2023
Transactions (million)	29
Avg. revenue per transaction (USD)	5.5
Revenues (USD million)	167
Adjusted EBITDA* (USD million)	129
Adjusted EBITDA margin*	76.9%
Adjusted EBIT*	70
Adjusted EBIT margin*	41.9%

The **average revenue per transaction** was USD 5.5 in 2023.

I-66 net debt reached USD 1,622 million in December 2023 (USD 1,644 million in December 2022) with an average cost of 3.57%.

Credit rating

	PAB	TIFIA
Moody's	Baa3	Baa3
FITCH	BBB	BBB

*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

IRB (24.86%, equity-accounted)

Based on Indian legislation, the latest available information corresponds to the closing of IRB's third quarter of Fiscal Year 2024 (April 2023 to March 2024), that goes from April 2023 to December 2023. For comparison purposes, Ferrovial's consolidated financial statements include the company's contribution for the twelve months of 2023 (January to December).

(EUR million)	2023	2022	VAR.	LfL growth*
Revenues	828	802	3.2%	11.5%
Adjusted EBITDA*	406	427	-4.9%	2.7%
Adjusted EBITDA margin*	49.1%	53.2%		
Adjusted EBIT*	301	330	-9.0%	-1.7%
Adjusted EBIT margin*	36.3%	41.2%		

In 2023, IRB achieved significant milestones by being awarded with four projects:

- One BOT project (build-operate-transfer) in the State of Gujarat achieving the financial close in September 2023 and receiving the appointed date (green light to start construction) in December 2023.
- Three TOT projects (toll-operate-transfer), highlighting the project awarded in the State of Telangana, which is the second largest single asset TOT project after Mumbai-Pune.

OTHER TOLL ROADS

Azores (Portugal): In December 2023, Ferrovial completed the sale of its 89.2% stake to infrastructure funds Horizon and RiverRock. The deal amounted to EUR 43 million. Ferrovial will continue to provide technical services to the concession company for two years, which may be extended by mutual agreement.

ASSETS UNDER DEVELOPMENT

(EUR million)	INVESTED CAPITAL	PENDING COMMITTED CAPITAL	NET DEBT 100%	CINTRA SHARE
Equity Consolidated				
Financial Assets	**59**	**27**	**1,474**	
Ruta del Cacao	59	0	299	30.0%
Silvertown Tunnel	0	27	1,175	22.5%

- **Ruta del Cacao (Colombia):** 152 km, out of which 81 km are new toll road, including the construction of 16 bridges, 2 viaducts & 2 tunnels with a combined length of 6km. This is a 25-year concession. Design and construction works 98.2% completed as of December 31st, 2023.
- **Silvertown tunnel (London, UK)**: an availability payment project with a concession term of 25 years. A 1.4 km twin bore road tunnel which will be built under the River Thames. The works are expected to be completed in 2025. Design and construction works are 85.6% completed as of December 31st, 2023.

TENDERS PENDING

Ferrovial keeps focused on the USA as main market, and the Group continues to pay close attention to private initiatives:

- Prequalified in SR400 Managed Lanes in Atlanta (Georgia).
- Actively following several projects in other states (Virginia, Tennessee and North Carolina). These projects have different degrees of development and are expected to come to market in the coming months. Some of them include Managed Lanes schemes.

Apart from the USA, Cintra is active in other geographies where selective investments could be pursued. An example is the unsolicited proposal of the Anillo Vial Periferico Project (Peru).

*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

Airports

HEATHROW (25%, equity-accounted) – UK

The annual financial information presented herein for the year ended 31 December 2023 is based on, and is consistent with, the audited consolidated financial statements of Heathrow (SP) Limited for the year ended 31 December 2023, published on February 21st, 2024.

TRAFFIC

Million passengers	2023	2022	VAR.
UK	4.2	3.4	23.5%
Rest of Europe	31.5	25.7	22.6%
Intercontinental	43.4	32.5	34.3%
Total	**79.2**	**61.6**	**28.6%**

Heathrow welcomed 79.2 million passengers in 2023, +28.6% vs 2022, representing a substantial increase in traffic, and the third highest year in Heathrow's history, including a very strong Christmas period with Heathrow's busiest ever December, and 97.9% of pre-pandemic levels.

Heathrow's markets continued to demonstrate strong performance, with Heathrow transatlantic routes performing particularly well. New York (JFK) became the most popular destination serving over 3 million passengers. In total, Heathrow had 24 routes which served over a million passengers this year. Latin America, Africa and Asia Pacific also experienced a significant rebound in traffic figures, in particular the Asia Pacific region, considering that borders only fully reopened earlier in the year. Terminal 5 experienced its busiest year ever, with more than 33 million passengers. By the end of the year, we were connected to 207 destinations in 88 countries and territories, up from 189 and 84 respectively in 2022.

Inbound tourism experienced an increase during 2023, and the percentage of business travel also recovery slightly, rising from 26% in 2022 to 27% in 2023. This figure, while on the rise, remains below the pre-pandemic level of 32% in 2019.

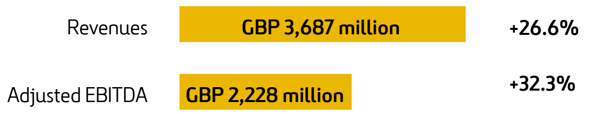
Heathrow was named "Best Airport in Europe" and claimed the title of the **world's "most connected" hub** and broke into the **top five largest airports in the world.**

In July 2023, Heathrow became **the first airport** in the world to launch an innovative **Sustainability Linked Bond** ('SLB').

New investments are underway across the airport to boost passenger experience and operational resilience. Heathrow is upgrading 146 security lanes as part of their GBP1bn investment in next generation security equipment and Heathrow has appointed a lead contractor to being replacing the T2 baggage system this year.

During 2023, Heathrow achieved an overall Airport Service Quality (ASQ) rating of 3.99 out of 5.00. This shows a slight improvement compared to 2022 despite a 28.6% increase in total passenger numbers. Overall, 74% of passengers surveyed between January and December rated their Overall Satisfaction with Heathrow as either 'Excellent' or 'Very good', marking a slight improvement compared to 2022 (2022: 73%), with the proportion of 'Poor' ratings remaining low at just 1%.

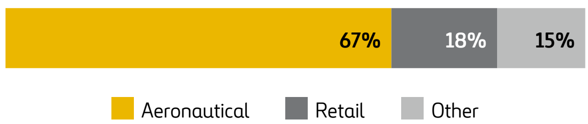
P&L HEATHROW SP



Revenues: +26.6% in 2023 to GBP 3,687 million.

- **Aeronautical:** +31.6% vs 2022, driven by passenger growth and the increase in aero charges. Aeronautical revenue per passenger increased by +2.5% to GBP 31.25 (2022: GBP 30.50), as per the holding price cap set by the CAA for 2023.
- **Retail:** +23.8% vs 2022, with all areas seeing strong growth driven by higher departing passengers. Retail revenue per passenger decreased by -3.8% to GBP 8.81 (2022: GBP 9.16), as passengers increased their usage of public transport post-pandemic and following the opening of the Elizabeth Line.
- **Other revenues:** +9.8% vs 2022 driven by increased passenger numbers contributing to Heathrow Express revenue growth and an increase in property revenue following renewals of terminal facility leases on improved terms, as well as new lets.

Contribution to revenues:



Adjusted operating costs (ex-depreciation & amortization and exceptional items): +18.7% to GBP 1,459 million (2022: GBP 1,229 million). Heathrow is spending more on employment costs in line with rebuilding capacity for higher passenger volumes. This includes costs associated with additional employees, overtime, recruitment and training. The rise in operational costs is mainly due to third-party resourcing, supporting operational resilience, and "Measure, Target, Incentive" rebates incurred. The increase in maintenance is largely driven by terminal cleaning and conservation of terminals, air side and baggage areas. Rates has seen a small decrease compared to 2022. Finally, utilities and other costs have been impacted by higher consumption and higher energy prices.

Adjusted EBITDA increased +32.3% to GBP2,228 million, vs GBP1,684 million in 2022 resulting in an adjusted EBITDA margin of 60.4% (2022: 57.8%).

Heathrow SP & HAH

	Revenues			Adjusted EBITDA			Adjusted EBITDA margin		
(GBP million)	2023	2022	VAR.	2023	2022	VAR.	2023	2022	VAR. (bps)
Heathrow SP	**3,687**	**2,913**	**26.6%**	**2,228**	**1,684**	**32.3%**	**60.4%**	**57.8%**	**262**
Exceptionals & adjs	0	0	n.s.	4	20	-80.7%	n.s.	n.s.	n.s.
Total HAH	**3,687**	**2,913**	**26.6%**	**2,232**	**1,704**	**31.0%**	**60.5%**	**58.5%**	**203**

HAH net debt: the average cost of Heathrow's external debt at FGP Topco, HAH's parent company, was 8.66% in December 2023 (9.81% in December 2022), including all the interest-rate, exchange-rate, accretion and inflation hedges in place.

(GBP million)	2023	2022	VAR.
Loan Facility (ADI Finance 2)	75	839	-91.1%
Subordinated	2,028	2,320	-12.6%
Securitized Group	16,517	15,981	3.4%
Cash & adjustments	-2,418	-3,035	-20.3%
Total	**16,203**	**16,106**	**0.6%**

The table above relates to FGP Topco, HAH's parent company.

Liquidity Position: Heathrow has sufficient liquidity to meet its base case cash flow needs for the going concern period. This includes forecast operational costs, capital investment, debt service costs, scheduled debt maturities and repayments. The Group had total liquidity available of GBP3.8bn,comprising GBP2.4bn of cash resources across the wider Heathrow Group, as well as a GBP1.4bn undrawn revolving credit facilities.

Regulatory Asset Base (RAB): the RAB reached GBP 19,804 million as of December 2023 (GBP 19,182 million in December 2022). Heathrow Finance's gearing ratio was 84.9% (82.3% in December 2022) with a covenant of 92.5%.

Key regulatory developments: In March, the CAA published its final decision for the H7 price control period – after a process and period of consultation and decision making, which saw delays of around 18 months, lasting in total over six years.

Heathrow, British Airways, Virgin Atlantic and Delta submitted appeals, and in October, the CMA published its final determination on these appeals. Overall, the CMA considered that the CAA was not wrong in most of the aspects of its final decision which had been subject to appeal. However, the CMA considered that the CAA had erred on three specific elements:

- The CAA's mechanistic implementation of the AK Factor, which was introduced by the CAA to claw back revenue which in its view was 'over-recovered' against the maximum allowable yield in 2020 and 2021.
- The CAA made an error in a relatively minor aspect of its cost of debt calculation.
- In the passenger forecast, the CAA was wrong in relation to the calculation of the shock factor.

The CMA has issued an order to the CAA for these three elements to be reconsidered in sufficient time for any amendments to be incorporated into the price cap from 2025. The CAA have committed to reviewing the three elements during H1 2024.

Earlier in the year, Heathrow provided a submission to the Department for Transport's (DfT) independent review into the effectiveness and efficiency of the CAA – with the final publication delivered in July 2023. With the ongoing H7 process and subsequent CMA appeals taking place at that time, it did not allow for sufficient analysis into the delivery of the CAA's economic regulatory functions. However, amongst its recommendations, the DfT set out that the CAA's process for conducting economic regulation should be reviewed - considering the process, governance and 'mechanics' of its economic regulation activity.

Heathrow expects that the CAA will complete its lessons learned review in H1 2024 – before the commencement of any discussions on the next regulatory period. The CAA timelines for the next regulatory period - H8 are also uncertain and have not been communicated, although Heathrow expects to see an initial timetable set out in Spring 2024.

Alongside the DfT's independent review into the CAA, there are several cross-government consultations and calls for evidence via the Department for Business and Trade (DBT) which are seeking to review and improve the UK's economic regulation framework and to boost future infrastructure investment. Heathrow welcomes the review, analysis and collaboration in this area and supports further proposals and developments in 2024.

Expansion developments

Heathrow is currently conducting an internal review of the work carried out and the different circumstances found in the aviation industry, and this will enable Heathrow to progress with the appropriate recommendations and ways forward. The Government's ANPS continues to provide policy support to Heathrow's plans for a third runway and the related infrastructure required to support an expanded airport.

Outlook

The performance outlook for 2024 remains consistent with the forecasts published in Heathrow's Investor Report on 15 December 2023 to welcome 81.4 million passengers in 2024, more than ever before. Heathrow will continue to monitor performance and provide a further update in our Q1 results in April.

Sale of Ferrovial stake

On November 28th, 2023, Ferrovial announced that an agreement has been reached for the sale of its entire stake (c.25%) in FGP Topco, parent company of Heathrow Airport Holdings Ltd., for GBP2,368 million. The agreement has been reached with two different buyers, Ardian and The Public Investment Fund, who would acquire Ferrovial's shareholding in c.15% and c.10% stakes respectively, through separate vehicles.

Some FGP Topco shareholders have exercised their tag-along rights in respect of shares representing 35% of the share capital of FGP Topco (Tagged Shares). The agreement for the sale and purchase of Ferrovial SE's subsidiary's shares in FGP Topco remains in force although it is a condition for the sale of the shares that the Tagged Shares are also sold. The parties are working towards satisfaction of such condition by exploring different options to satisfy the same.

AGS (50%, equity-accounted) – UK

Traffic: number of passengers reached 10.4 million 2023, +13.5% vs. 2022, showing a notable recovery after traffic had been impacted by Omicron in Q1 2022. AGS continues on its path to recovery following the COVID-19 pandemic (-23.4% vs 2019) with an increase in passenger volumes.

In September 2023, Southampton opened its extended runway that will help deliver improved connectivity and unlock opportunities for business and leisure travel to thrive in the area, while guaranteeing the airport's viability for the future.

Million passengers	2023	2022	VAR.
Glasgow	7.4	6.5	12.9%
Aberdeen	2.3	2.0	13.7%
Southampton	0.8	0.6	19.7%
Total AGS	**10.4**	**9.2**	**13.5%**

Revenues increased by +18.9% driven by the increase in passenger numbers coupled with higher aero yield and higher retail activity.

Adjusted EBITDA performed strongly, +42.0%, reaching GBP 67 million (GBP 47 million in 2022).

(GBP million)	2023	2022	VAR.
AGS Revenues	**198**	**167**	**18.9%**
Glasgow	130	105	22.9%
Aberdeen	52	46	12.1%
Southampton	17	15	11.3%
AGS Adjusted EBITDA*	**67**	**47**	**42.0%**
Glasgow	55	41	33.9%
Aberdeen	15	11	29.3%
Southampton	-3	-6	42.6%
AGS Adjusted EBITDA margin*	**33.8%**	**28.3%**	
Glasgow	42.8%	39.3%	
Aberdeen	28.3%	24.6%	
Southampton	-19.8%	-38.3%	

Cash amounted to GBP 65 million as at December 31, 2023 (GBP 52 million as at December 31, 2022).

AGS net debt stood at GBP 693 million as at December 31, 2023 (GBP 706 million as at December 31, 2022).

Refinancing process: GBP 757 million mature in June 2024. The company has already initiated the refinancing process that advances to be closed ahead of the debt maturity.

Dalaman (60%, globally consolidated) – Turkey

Traffic: the airport reached an all-time high of 5.2 million passengers in 2023 (4.5m in 2022), achieving a +15.5% increase vs 2022 as a result of the increase from both, domestic (+16.6%) and international (+15.0%) routes (mainly UK and Germany). International passenger traffic was up in 2023 due to a longer peak season and the addition of new destination countries. Traffic numbers stood above pre-pandemic levels, increasing by +6.8% vs. 2019.

Revenues reached EUR 71 million. Adjusted EBITDA stood at EUR 55 million. This relates to both, the seasonality of expenditure and the higher share of international passengers of the airport. Adjusted EBITDA post concession fee reached EUR 38 million in 2023 (EUR 28 million in 2019, shared with the transaction announcement).

(EUR million)	2023
Revenues	71
Adjusted EBITDA*	55
Adjusted EBITDA margin*	78.1%
Adjusted EBIT*	36
Adjusted EBIT margin*	51.1%

Cash amounted to EUR 18 million as at December 31, 2023 (EUR 10 million as at December 31, 2022).

Dalaman net debt stood at EUR 96 million as at December 31, 2023 (EUR 103 million as at December 31, 2022).

NTO at JFK (49%, equity-accounted) – USA

As of December 31, 2023, Ferrovial has contributed USD 294 million of equity to the NTO (New Terminal One). Ferrovial will contribute a total since the start of USD 1,142 million during the construction period.

The development of the project continues to progress in line with expectations. In 2023, the air train encapsulation works were completed and the former Terminal 2 building was demolished. The terminal is expected to be operational in 2026, with the concession contract ending in 2060.

In December 2023, the first debt refinancing took place with the issuance of green bonds for USD 2.0 billion.

(EUR million)	INVESTED CAPITAL	PENDING COMMITTED CAPITAL	NET DEBT 100%	FERROVIAL SHARE
NTO	273	768	1,443	49%

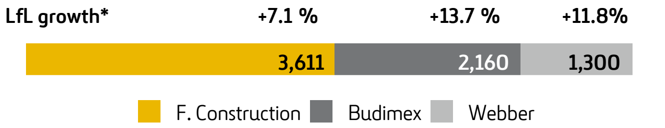
*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

Construction

Revenues	EUR 7,070 million	+9.9%	LfL growth*
Adjusted EBIT*	EUR 77 million	1.1%	Adjusted EBIT* margin

Revenues increased by +9.9% LfL growth with all three subdivisions registering revenue growth, particularly Budimex and business in Spain. International revenues accounted for 81%, focused on North America (30%) and Poland (31%).

2023 revenues (EUR 7,070 million) and change LfL growth vs 2022:
(EUR million)



In 2023, Construction **adjusted EBIT** stood at EUR 77 million vs. EUR 63 million in 2022, reaching 1.1% adjusted EBIT margin (1.0% in 2022).

2023 adjusted EBIT & adjusted EBIT margin & LfL growth vs 2022:

2023	Adjusted EBIT*	LfL growth*	Adjusted EBIT margin*
Budimex	164	36.3%	7.6%
Webber	35	9.8%	2.7%
F. Construction	-122	n.s.	-3.4%
Adjusted EBIT*	**77**	**11.9%**	**1.1%**

Details by subdivision:

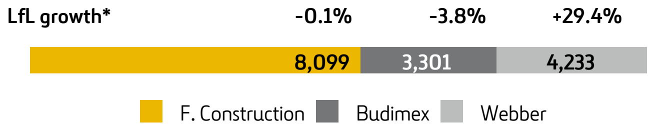
- **Budimex:** Revenues increased by +13.7% LfL growth supported by the Civil Works activity due to a different portfolio of contracts in progress and exceeding forecasts due to the good weather and newly awarded projects from last year. Adjusted EBIT margin reached 7.6% in 2023 improving vs 6.3% in 2022. Last year profitability was impacted by the uncertainty of the war in Ukraine and the increase in the prices of steel and other materials, as well as problems with some supplies, which today have been mitigated to a certain extent (also favored by indexation agreements at both Roads and Railways).
- **Webber**: Revenues increased by 11.8% LfL growth, mainly due to Civil Works activities on the back of strong hiring pace along with higher sales from infrastructure maintenance activity, partially offset by the permanent withdrawal of the Non-Residential. Adjusted EBIT margin stood at 2.7% vs. 2.8% in 2022.
- **Ferrovial Construction:** Revenues increased by +7.1% LfL growth, with the Spanish market particularly standing out, with growth in both civil works and non-residential building; and the Australian market, mainly due to the execution of the Sydney Metro and Coffs Harbour Bypass works, offsetting the lower activity in North America due to the coincidence of some large contracts completions (I-66 in Virginia and NTE 3C in Dallas) with the still very early stages of new contracts (Toronto Subway in Canada or I-35 in San Antonio).

  Adjusted EBIT stood at EUR -122 million (EUR -87 million in 2022), the decrease in profitability at Ferrovial Construction is largely due to the impact of the completion works in large projects in the US. The cost estimate for these projects close were higher than previously anticipated. Prior estimates were based in our experience in completing other projects of similar size and complexity. By contrast, many of the activities in these outstanding projects were performed out of sequence due to client requirements. Additionally, said clients' posture with respect to punch-list and completion works, though still under discussion, has largely over-exceeded our expectations, which again were based on prior experience with these types of projects.

  Finally, the company firmly believes that it is entitled to recover an important part of incurred costs from said clients via claims which have already been submitted to the client and are pending resolution.

  Additionally, in October 2023, a landslide occurred in Colombia that affected the completion of the Ruta del Cacao project. A provision has been included for the provisional estimate of costs. The company is in negotiations with the client to analyze viable technical alternatives for the delivery of the project.

2023 Order book & LfL growth change vs December 2022:
(EUR million)



The **order book** stood at EUR 15,632 million (+5.5% LfL growth compared to December 2022). The Civil Works segment remains the largest segment (69%) and continues to adopt highly selective criteria when participating in tenders. The international order book accounts for 82% of the total.

The percentage of the construction order book (excluding Webber and Budimex) from projects with Ferrovial remained consistent with December 2022 at 8%.

The order book figure, at December 2023, which is an all-time high, does not include pre-awarded contracts or contracts pending commercial or financial agreement, which amount to c.EUR 1.9bn, from contracts at Budimex.

P&L DETAILS (EUR million)

CONSTRUCTION	2023	2022	VAR.	LfL growth*
Revenues	7,070	6,463	9.4%	9.9%
Adjusted EBITDA*	218	176	23.5%	19.6%
Adjusted EBITDA margin*	3.1%	2.7%		
Adjusted EBIT*	77	63	22.8%	11.9%
Adjusted EBIT margin*	1.1%	1.0%		
Order book*	15,632	14,743	6.0%	5.5%

BUDIMEX	2023	2022	VAR.	LfL growth*
Revenues	2,160	1,842	17.3%	13.7%
Adjusted EBITDA*	199	149	33.5%	29.1%
Adjusted EBITDA margin*	9.2 %	8.1 %		
Adjusted EBIT*	164	117	41.0%	36.3%
Adjusted EBIT margin*	7.6 %	6.3 %		
Order book*	3,301	3,181	3.8%	-3.8%

WEBBER	2023	2022	VAR.	LfL growth*
Revenues	1,300	1,194	8.9%	11.8%
Adjusted EBITDA*	77	73	5.6%	8.5%
Adjusted EBITDA margin*	5.9 %	6.1 %		
Adjusted EBIT*	35	33	6.9%	9.8%
Adjusted EBIT margin*	2.7 %	2.8 %		
Order book*	4,233	3,372	25.5%	29.4%

F. CONSTRUCTION	2023	2022	VAR.	LfL growth*
Revenues	3,611	3,428	5.3%	7.1%
Adjusted EBITDA*	-58	-45	27.5%	n.s.
Adjusted EBITDA margin*	-1.6%	-1.3%		
Adjusted EBIT*	-122	-87	41.2%	n.s.
Adjusted EBIT margin*	-3.4%	-2.5%		
Order book*	8,099	8,189	-1.1%	-0.1%

*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

Energy Infrastructure and Mobility

In 2021, Ferrovial created the Energy Infrastructure and Mobility division to explore sustainable business opportunities. By 2023, the foundations for future activity in both areas have been laid, as well as the continuation of circular economy activities in the United Kingdom and services in Chile and Spain.

Energy Infrastructure: Ferrovial has one transmission line already operational in Chile, which was acquired in 2016, and two projects under construction, Centella and Tap Mauro. At the end of 2023, Ferrovial was declared the winner of a bidding process in connection with the works for the expansion plan of the Chilean electric grid, pending issuance of the award decree by the Ministry of Energy of Chile. The project includes a new "2x154 kV Tinguiririca–Santa Cruz" transmission line with a length of 33 kms and five related expansion works.

In Spain, Ferrovial has a 50 MWhp photovoltaic plant located in Seville which reached commercial operation in Q4 2023, with financing being closed concurrently.

Mobility: In December 2023, Ferrovial completed the sale of the Ferrovial's entire 50.0% stake in Zity to its partner, Renault Group.

In addition, Ferrovial owns a minority stake in Inspiration Mobility. This North American company invests in the electric vehicle sector, both in cars and associated charging infrastructures.

Additionally, the division includes the activities excluded from the Services divestment. These activities include the four municipal solid waste treatment centers located in UK, the activity focused on providing services to large-scale copper mining in Chile and the 24.8% stake in Serveo, a Spanish company focused on providing facility management services to public and private clients.

In 2023, the revenues from the Energy Infrastructure and Mobility division reached EUR 334 million (EUR 296 million in 2022) mainly from the activities related to the waste treatment in UK and the services activities in Chile. In 2023, adjusted EBITDA reached EUR 10 million (EUR 13 million in 2022).

Revenues	**EUR 334 million**	**+13.2% LfL growth***
Adj. EBITDA	**EUR 10 million**	**+171.1% LfL growth***

Energy Infrastructure and Mobility distributed EUR 30 million of dividends, including EUR 11 million from Serveo and EUR 18 million related to an intercompany loan repayment following the refinancing process at Berrocales photovoltaic plant.

In January 2024 in order to boost the energy transition related business and develop new capabilities in this area more quickly and efficiently, Ferrovial approved a partial reorganization of our Business Divisions pursuant to which the energy solutions business line, which is currently part of the Construction Business Division, and the energy infrastructures business line, which is currently part of the Energy Infrastructure and Mobility Business Division, will merge. The resulting Business Division will be named Energy Business Division. The rest of the activities not related to the Energy area, such as the Services businesses in Chile (Veltis), Waste Management in the United Kingdom (Thalia), other interests in Services businesses and Mobility activities will remain under the Mobility and Services unit.

* Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to [xx] of the Integrated Annual Report, starting on page 262.

Consolidated P&L

(EUR million)	2023	2022
Revenues	**8,514**	**7,551**
Adjusted EBITDA*	**991**	**728**
Fixed asset depreciation	-401	-299
Adjusted EBIT*	**590**	**429**
Disposals & impairments	35	-6
Operating profit/(loss)	**625**	**423**
Financial Results	**-184**	**-320**
Financial Result from infrastructure projects	-372	-365
Financial Result from ex-infrastructure projects	188	45
Equity-accounted affiliates	215	165
Net profit/(loss) before tax from continuing operations	**656**	**268**
Income tax	-42	-30
Net profit/(loss) from continuing operations	**614**	**238**
Net profit/(loss) from discontinued operations	**16**	**64**
Net profit/(loss)	**630**	**302**
Net profit/(loss) attributed to non-controlling interests	-170	-117
Net/(loss) attributed to the parent company	**460**	**185**

Revenues at EUR 8,514 million (+13.2% LfL growth) on the back of higher Toll Roads revenues (+42.1% LfL growth) and higher Construction revenues (+9.9% LfL growth).

Adjusted EBITDA reached EUR 991 million (+40.6% LfL growth) supported by higher contribution from Toll Roads (+48.3% LfL growth), particularly US Toll Roads with adjusted EBITDA of EUR 741 million.

Depreciation: +34.3% due to the full opening of I-66 at the end of 2022 and the NTE 3C (NTE 35W) in June 2023 (+34.0% LfL growth) to EUR -401 million.

Impairments and fixed asset disposals at EUR 35 million, mostly related to the capital gain income from the sale of the Azores toll road for EUR 41 million.

Financial result: lower financial expense on the back of higher financial income from ex- infrastructure projects in 2023 vs 2022.

- **Infrastructure projects:** EUR -372 million expenses (EUR -365 million in 2022) driven by the opening of I-66 & NTE3C (NTE35W) as financial expenses are no longer capitalized due to the entry into operation since November 2022 and June 2023, respectively. This was partially offset by the positive variation compared to 2022 of the performance of Autema's ILS derivative (mark to market change ILS).
- **Ex-infrastructure projects:** EUR 188 million of financial income in 2023 (EUR 45 million in 2022), mainly due higher cash remuneration in PLN, USD and CAD, together with the positive impact from the favorable final judgment on the application of a tax deduction for export activities (DAEX) in 2023, resulting in interests provision reversal (EUR 46 million). These impacts were partially offset by higher interest rates on debt (ECPs and Corporate credit lines) and higher bond expenses from new issuance.

Equity-accounted affiliates reached EUR 215 million after tax (EUR 164 million in 2022). The change vs 2022 is mostly related to 407 ETR, due to the solid traffic recovery. The considerable losses posted in 2019 and 2020 in airports reduced the investments in Heathrow & AGS to zero, as prior-years losses exceeded the amount of investment, there being no commitments to inject additional funds (IAS 28). Therefore, there is no equity accounted contribution in 2023 and 2022.

(EUR million)	2023	2022	LfL growth*
Toll Roads	**198**	**157**	**26.0%**
407 ETR	154	124	24.6%
IRB	14	22	-34.9%
Others	30	11	159.9%
Airports	**11**	**7**	**51.8%**
HAH	0	0	n.s.
AGS	0	0	n.s.
Others	11	7	51.8%
Construction	**0**	**1**	**-104.5%**
Others	**6**	**-1**	**n.s.**
Total	**215**	**164**	**30.6%**

REVENUES

(EUR million)	2023	2022	VAR.	LfL growth*
Toll Roads	1,085	780	39.0%	42.1%
Airports	80	54	47.9%	9.7%
Construction	7,070	6,463	9.4%	9.9%
Energy Infrastructure & Mobility	334	296	12.8%	13.2%
Others	-55	-43	-30.3%	-28.8%
Revenues	**8,514**	**7,551**	**12.8%**	**13.2%**

ADJUSTED EBITDA

(EUR million)	2023	2022	VAR.	LfL growth*
Toll Roads	799	550	45.2%	48.3%
Airports	22	-2	n.s.	n.s.
Construction	218	176	23.5%	19.6%
Energy Infrastructure & Mobility	10	13	-23.7%	171.1%
Others	-57	-9	n.s.	n.s.
Adjusted EBITDA*	**991**	**728**	**36.1%**	**40.6%**

ADJUSTED EBIT

(EUR million)	2023	2022	VAR.	LfL growth*
Toll Roads	586	391	49.9%	49.9%
Airports	2	-9	127.5%	60.2%
Construction	77	63	22.8%	11.9%
Energy Infrastructure & Mobility	-10	0	n.s.	69.4%
Others	-66	-16	n.s.	n.s.
Adjusted EBIT*	**590**	**429**	**37.4%**	**45.4%**

Corporate income tax: the corporate tax expense for 2023 was EUR -42 million (vs EUR -30 million in 2022), made up of -EUR 146 million for 2023 current tax expense, EUR 65 million for deferred tax income and EUR 39 million income for the impact from previous years.

There are several effects that impact the 2023 corporate tax expense, among which the following stand out:

- Equity-accounted companies' profit must be excluded, as it is already net of tax (EUR 215 million).
- Consolidation tax adjustments without tax impact (EUR 94 million), mainly due to US concessional assets.
- Other impacts are further explained in note 2.7 of the Financial Statements.

The income from previous years (EUR 39 million) is mostly related to (i) the outcome of tax proceedings and the recognition of previous years tax credits based on actual tax projections (EUR 89 million income) and (ii) tax expense due to the withholding tax from dividend distributions (EUR -50 million).

Net income from continuing operations stood at EUR 614 million in 2023 (EUR 238 million in 2022).

Net income from discontinued operations stood at EUR 16 million related to the update of the indemnities and earn-outs following the divestment of the Services Business in Spain and Portugal and other adjustments related to Amey divestment in the UK. The main impact recognized in discontinued operations in 2022 relates to the divestment of the Amey business in the UK, completed in December 2022, generating a capital gain of EUR 58 million.

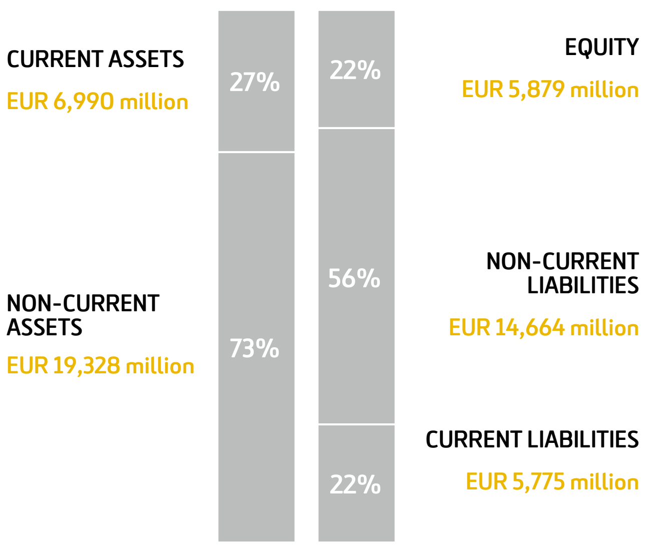
*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

Consolidated Statements of Financial Position

(EUR million)	DEC-23	DEC-22
NON-CURRENT ASSETS	**19,328**	**18,925**
Goodwill	475	480
Intangible assets	122	138
Fixed assets in infrastructure projects	13,495	13,667
Intangible asset model	13,333	13,504
Financial asset model	162	163
Investment property	0	0
Property, plant and equipment	594	479
Right-of-use assets	196	183
Investments in associates	2,038	1,951
Non-current financial assets	1,148	1,095
Loans granted to associates	262	246
Non-current restricted cash	628	597
Other non-current receivables	258	252
Deferred tax assets	1,006	784
Long-term financial derivatives at fair value	254	148
CURRENT ASSETS	**6,990**	**7,419**
Inventories	458	476
Current income tax assets	35	19
Short-term trade and other receivables	1,677	1,608
Trade receivable for sales and services	1,353	1,300
Other short-term receivables	324	308
Other short term financial assets	0	0
Cash and cash equivalents	4,789	5,130
Infrastructure project companies	204	168
Restricted Cash	31	38
Other cash and equivalents	173	130
Ex-infrastructure project companies	4,585	4,962
Short-term financial derivatives at fair value	31	184
Assets held for sale	0	2
TOTAL ASSETS	**26,318**	**26,344**

(EUR million)	DEC-23	DEC-22
EQUITY	**5,879**	**6,353**
Equity attributable to shareholders	3,766	4,113
Equity attributable to non-controlling interests	2,113	2,240
NON-CURRENT LIABILITIES	**14,664**	**14,612**
Deferred Income	1,334	1,410
Employee benefit plans	3	2
Long-term provisions	268	416
Long-term lease liabilities	141	120
Borrowings	10,423	10,776
Debentures and borrowings of infrastructure project companies	7,852	7,893
Debentures and borrowings of ex-infrastructure project companies	2,571	2,883
Other payables	1,310	898
Deferred taxes	1,086	924
Long-term financial derivatives at fair value	99	66
CURRENT LIABILITIES	**5,775**	**5,379**
Short-term lease liabilities	59	64
Borrowings	942	877
Debentures and borrowings of infrastructure project companies	63	74
Debentures and borrowings of ex-infrastructure project companies	879	803
Financial derivatives at fair value	34	47
Current income tax liabilities	83	30
Short-term trade and other payables	3,646	3,431
Trade payables	1,698	1,663
Advance payments from customers and work certified in advance	1,529	1,364
Other short-term payables	419	404
Short-term provisions	1,011	930
Liabilities held for sale	0	0
TOTAL LIABILITIES & EQUITY	**26,318**	**26,344**

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION



Consolidated Net Debt

CONSOLIDATED NET DEBT*

(EUR million)	DEC-23	DEC-22
Cash and cash equivalents from ex-infrastructure project companies	4,585	4,962
Short and long-term borrowings from ex-infrastructure project companies	3,449	3,686
Others from ex-infrastructure project companies**	15	-162
Consolidated Net Debt of ex-infrastructure project companies*	**-1,121**	**-1,439**
Cash and cash equivalents from infrastructure project companies	204	168
Short and long-term borrowings from infrastructure project companies	7,915	7,967
Others from infrastructure project companies***	-612	-581
Consolidated Net Debt of infrastructure project companies*	**7,099**	**7,219**
Consolidated Net Debt*	**5,980**	**5,781**

CONSOLIDATED BORROWINGS

DEC-23 (EUR million)	Ex-infrastructure project companies	Infrastructure project companies	Consolidated
Short and long-term borrowings	3,449	7,915	11,364
% fixed	92.5%	97.5%	96.0%
% variable	7.5%	2.5%	4.0%
Average rate	2.6%	4.3%	3.8%
Average maturity (years)	3	23	17

CHANGE IN CONSOLIDATED NET DEBT****

	As of December 31, 2023			
	Change in Consolidated Net Debt (1+2+3)	Ex-infrastructure project companies (1)	Infrastructure project companies (2)	Intercompany eliminations (3)
	(in million of euros)			
Cash flow from operating activities	**1,263**	**791**	**890**	**-417**
Cash flow from/ (used in) investing activities	**-426**	**-184**	**-347**	**104**
Activity Cash Flows	**837**	**607**	**543**	**-313**
Cash flow from/ (used in) financing activities	**-1,304**	**-1,146**	**-471**	**313**
Effect of exchange rate on cash and cash equivalents	160	161	-1	0
Change in cash and cash equivalents due to consolidation scope changes	-34	0	-34	0
Cash flows (change in cash and cash equivalents) (A)	**-341**	**-378**	**37**	**0**
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR (B)	**5,130**	**4,962**	**168**	**0**
CASH AND CASH EQUIVALENTS AT YEAR-END (C=A+B)	**4,789**	**4,585**	**204**	**0**
SHORT AND LONG-TERM BORROWINGS AND OTHER CONSOLIDATED NET DEBT COMPONENTS AT THE BEGINNING OF YEAR (D)	**10,909**	**3,523**	**7,386**	**0**
Change in short and long-term borrowings (E)	**-288**	**-236**	**-52**	**0**
Other changes in consolidated net debt (F)	**146**	**177**	**-31**	**0**
SHORT AND LONG-TERM BORROWINGS AND OTHER CONSOLIDATED NET DEBT COMPONENTS AT YEAR-END (G=D+E+F)	**10,767**	**3,464**	**7,303**	**0**
CONSOLIDATED NET DEBT AT BEGINNING OF YEAR (D-B)	**5,781**	**-1,439**	**7,219**	**0**
CONSOLIDATED NET DEBT AT YEAR-END (G-C)	**5,980**	**-1,121**	**7,099**	**0**

Consolidated Net Debt of ex-Infrastructure project companies

CONSOLIDATED NET DEBT* (EUR billion)

Cash and cash equivalents	EUR 4.6 billion
Borrowings and other	EUR 3.5 billion
Consolidated Net Debt of ex-infrastructure project companies*	EUR -1.1 billion

DEBT MATURITIES (EUR million)

2024*	2025	2026	> 2027
820	755	794	1,068

(*) In 2024, ex-infrastructure debt includes outstanding ECP (Euro Commercial Paper), which at December 31st, 2023, had a carrying amount of EUR 500 million (4.09% average rate) and mature in 2024.

LIQUIDITY* (EUR million)

(EUR million)	DEC-23
Cash and cash equivalents	4,585
Undrawn credit lines	788
Others	14
Total Liquidity ex-infrastructure projects	**5,387**

RATING

Standard & Poor's	**BBB / stable**
Fitch Ratings	**BBB / stable**

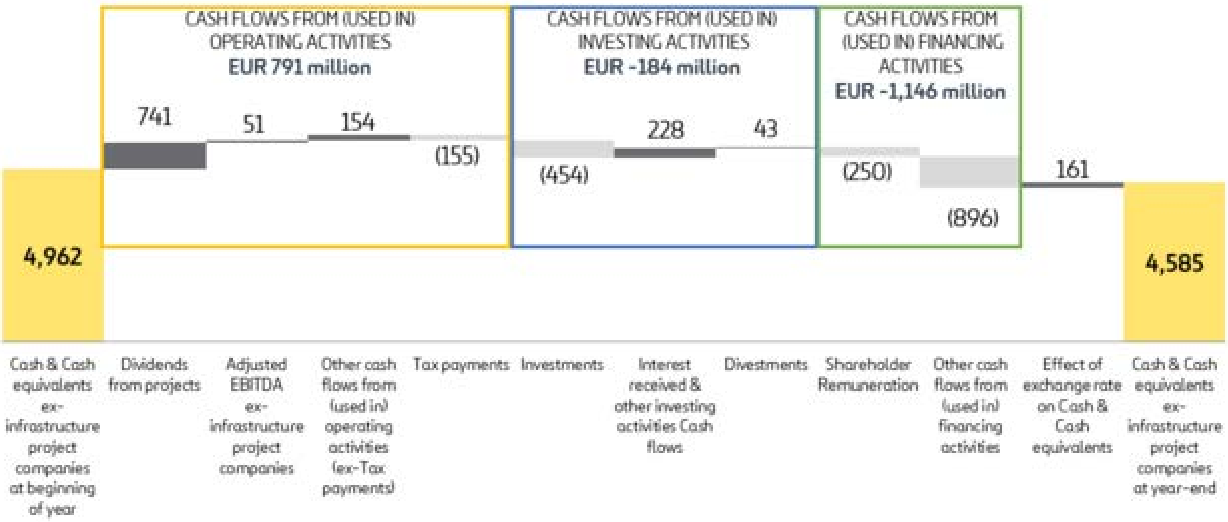
*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

**Others ex-infrastructure project companies includes non-current restricted cash, forwards hedging and cross currency swaps balances, intragroup position balances and other short term financial assets, as explained under section 2.1 (Consolidated Net Debt) of the Alternative Performance Measures appendix to the Integrated Annual Report (page 262)

***Others infrastructure project companies includes short and long term borrowings, non-current restricted cash and intragroup position balances, as explained under section 2.1 (Consolidated Net Debt) of the Alternative Performance Measures appendix to the Integrated Annual Report (page 262)

****For further detail on the changes in Consolidated Net Debt, refer to page 277 of the Integrated Annual Report (Alternative Performance Measures appendix)

CHANGE IN CONSOLIDATE NET DEBT EX-INFRASTRUCTURE PROJECT COMPANIES (EUR million)



Short- and long-term borrowings and Others ex-infrastructure project companies	EUR 3,523 million	Change in short and long-term borrowings (EUR -236 million) Other Changes in Consolidated Net Debt (EUR 177 million)	**EUR 3,464 million**
Consolidated Net Debt of ex-infrastructure project companies	EUR -1,439 million		**EUR -1,121 million**

Ferrovial's consolidated net debt includes Budimex's consolidated net debt at 100% that reached EUR -667 million in December 2022 and EUR -864 million in December 2023.

The company has made some modifications in the reporting of "Change in cash and cash equivalents" to align it with the IAS 7 criteria, as explained in the APM of Consolidated Net Debt. The main changes are as follows:

- Financial Leases, previously included in cash flows from (used in) operating activities, are now reported on the cash flows from (used in) financing activities (EUR 87 million in 2023 and EUR 72 million in 2022)
- Interest received, previously included in the cash flows from (used in) financing activities, are now included in the cash flows from (used in) investing activities (EUR 228 million in 2023 and EUR 5 million in 2022)
- The changes in debt with no cash impact are reported as Other changes in Consolidated Net Debt, rather than as part of Ferrovial's Cash Flows.

Cash and cash equivalents at ex-infrastructure project companies stood at EUR 4,585 million in December 2023 vs EUR 4,962 million in December 2022. Main drivers of this change were:

- **Dividends from projects:** EUR 741 million, mainly from Toll Roads dividends, including EUR 281 million from 407 ETR and EUR 397 million from US Managed Lanes, particularly noteworthy was the first year of dividend distribution from NTE 35W (EUR 251 million), along with EUR 109 million from NTE and EUR 37 million from LBJ. Airports distributed EUR 6 million from Doha airport maintenance contract. Energy Infrastructure and Mobility reached EUR 30 million of dividends, including EUR 11 million from Serveo and EUR 18 million related to an intercompany loan repayment following the refinancing process with bank debt at Berrocal photovoltaic plant.
- **Adjusted EBITDA ex-infrastructure project companies:** EUR 51 million, including adjusted EBITDA ex-infrastructure projects from Construction and headquarters.
- **Tax payments** reached EUR -155 million, including EUR 50 million of withholding tax on dividends paid from Canada, along with the corporate income tax and the tax rates of subsidiaries operating in other jurisdictions.
- **Investments** stood at EUR -454 million, including EUR 214 million of equity invested in NTO, together with EUR 53 million invested in I-66 Managed Lanes project and EUR 35 million invested in NTE 3C.
- **Interest received and other investing activities Cash flows** reached EUR 228 million.
- **Divestments** reached EUR 43 million related to the sale of the Azores toll road.
- **Shareholder Remuneration:** EUR -250 million in 2023, EUR -136 million from the scrip dividend and EUR -114 million from the treasury share repurchase including the share buyback program (EUR 62 million) along with the discretionary shares purchased (EUR 52 million).
- **Other cash flows from (used in) financing activities** stood at EUR -896 million, including the hybrid bond repayment at EUR -511 million together with EUR 137 million from interest flows.
- **Effect of exchange rate on Cash & Cash equivalents** reached EUR 161 million.

Consolidated cash flow

2023 (EUR million)	CONSOLIDATED CASH FLOW	Cash flows of ex-infrastructure project companies	Cash flows of infrastructure project companies	Intercompany eliminations
Adjusted EBITDA	991	51	940	0
Dividends from projects	324	741	0	-417
Other cash flows from (used in) operating activities	119	154	-36	0
Cash flows from (used in) operating activities excluding tax payments	**1,433**	**946**	**904**	**-417**
Tax payments	-170	-155	-15	0
Cash flows from (used in) operating activities	**1,263**	**791**	**890**	**-417**
Investments	-654	-454	-310	111
Interest received and other investing activities Cash flows	185	228	-36	-6
Divestments	43	43	0	0
Cash flows from (used in) investing activities	**-426**	**-184**	**-347**	**104**
Activity cash flow	**837**	**607**	**543**	**-313**
Interest paid	-432	-83	-355	6
Ferrovial shareholder remuneration	-250	-250	0	0
Scrip dividend	-136	-136	0	0
Treasury share repurchase	-114	-114	0	0
Other shareholder remuneration for subsidiary minorities	-377	-51	-743	417
Other cash flows from (used in) financing activities	-246	-761	626	-111
Cash flows from (used in) financing activities	**-1,304**	**-1,146**	**-471**	**313**
Effect of exchange rate on cash and cash equivalents	**160**	**161**	**-1**	**0**
Change in cash and cash equivalents due to consolidation scope changes	**-34**	**0**	**-34**	**0**
Change in cash and cash equivalents	**-341**	**-378**	**37**	**0**
Cash and cash equivalents at beginning of year	**5,130**	**4,962**	**168**	**0**
Cash and cash equivalents at year-end	**4,789**	**4,585**	**204**	**0**

2022 (EUR million)	CONSOLIDATED CASH FLOW	Cash flows of ex-infrastructure project companies	Cash flows of infrastructure project companies	Intercompany eliminations
Adjusted EBITDA	883	228	655	0
Dividends from projects	284	475	0	-191
Other cash flows from (used in) operating activities	-82	-47	-35	0
Cash flows from (used in) operating activities excluding tax payments	**1,085**	**656**	**620**	**-191**
Tax payments	-82	-91	9	0
Cash flows from (used in) operating activities	**1,002**	**565**	**629**	**-191**
Investments	-1,226	-856	-784	414
Interest received and other investing activities Cash flows	65	5	64	-4
Divestments	429	429	0	0
Cash flows from (used in) investing activities	**-731**	**-421**	**-720**	**410**
Activity cash flow	**271**	**143**	**-92**	**219**
Interest paid	-329	-44	-289	4
Ferrovial shareholder remuneration	-578	-578	0	0
Scrip dividend	-132	-132	0	0
Treasury share repurchase	-445	-445	0	0
Other shareholder remuneration for subsidiary minorities	-161	-67	-285	191
Other cash flows from (used in) financing activities	750	549	616	-414
Cash flows from (used in) financing activities	**-317**	**-140**	**42**	**-219**
Effect of exchange rate on cash and cash equivalents	**-283**	**-289**	**7**	**0**
Change in cash and cash equivalents due to consolidation scope changes	**4**	**0**	**4**	**0**
Change in cash and cash equivalents from discontinued operations	**-81**	**-81**	**0**	**0**
Change in cash and cash equivalents	**-407**	**-367**	**-40**	**0**
Cash and cash equivalents at beginning of year	**5,536**	**5,329**	**207**	**0**
Cash and cash equivalents at year-end	**5,130**	**4,962**	**168**	**0**

EX-INFRASTRUCTURE PROJECT CASH FLOWS*

Cash flows from (used in) operating and investing activities

The ex-infrastructure cash flows from (used in) operating and investing activities are as follows:

2023 (EUR million)	Cash flows from (used in) operating activities	Cash flows from (used in) investing activities	Total
Toll Roads projects**	704	-66	638
Airports projects**	6	-245	-239
Construction	390	-71	319
Services	0	0	0
Energy Infrastructure & Mobility	-3	0	-3
Others***	-152	-29	-181
Interest received and other investing activities Cash flows	0	228	228
Total excluding tax payments	**946**	**-184**	**762**
Tax payments	-155	0	-155
Total	**791**	**-184**	**607**

2022 (EUR million)	Cash flows from (used in) operating activities	Cash flows from (used in) investing activities	Total
Toll Roads projects**	388	-339	50
Airports projects**	10	-186	-176
Construction	208	-92	116
Services	83	297	380
Energy Infrastructure & Mobility	28	-53	-25
Others***	-60	-55	-115
Interest received and other investing activities Cash flows	0	5	5
Total excluding tax payments	**656**	**-421**	**235**
Tax payments	-91	0	-91
Total	**565**	**-421**	**143**

**Cash flows from operating activities in Toll Roads and Airports refers to dividends

Cash flows from (used in) operating activities

At December 31st, 2023, ex-infrastructure cash flows from (used in) operating activities totaled EUR 946 million (before tax), compared to EUR 656 million in 2022, impacted by higher dividends from Toll Roads, including the first dividend distribution from NTE35W (EUR 251 million), as well as by a higher contribution from the Construction Business Division in Spain and Poland.

Cash flows from (used in) operating activities	2023	2022
Toll Roads projects**	704	388
Airports projects**	6	10
Construction	390	208
Services	0	83
Energy Infrastructure & Mobility	-3	28
Others***	-152	-60
Total excluding tax payments	**946**	**656**
Tax payments	-155	-91
Total	**791**	**565**

**Cash flows from operating activities in Toll Roads and Airports refers to dividends
***Other includes the operating cash flow from Corporate Business, Airports & Toll Roads headquarters, along with the Energy Infrastructure and Mobility business/Services.

Breakdown of cash flow from **Construction:**

Construction (EUR million)	2023	2022
Adjusted EBITDA*	218	176
Adj. EBITDA infrastructure projects	7	6
Adj. EBITDA ex-infrastructure projects	211	170
Dividends from projects	0	12
Other Cash Flows from (used in) operating activities (ex Tax payments ex infrastructure projects)	179	26
Construction Ex Infrastructure Cash Flows from (used in) operating activities Ex Tax payments	**390**	**208**

Dividends received from projects reached EUR 741 million in 2023 (EUR 475 million in 2022).

(EUR million)	2023	2022
Toll Roads	704	388
Airports	6	10
Services	0	5
Construction	0	12
Energy	30	60
Others	0	0
Total	**741**	**475**

Dividends from Energy Infrastructure and Mobility projects reached EUR 30 million in 2023 including EUR 11 million from Serveo and EUR 18 million related to an intercompany loan repayment following the refinancing process with bank debt at Berrocal photovoltaic plant. In 2022, the EUR 60 million dividend was mostly related to the extraordinary dividend from Transchile (EUR 51 million) upon the closing of its refinancing.

Dividends from Toll Roads projects amounted to EUR 704 million in 2023 (EUR 388 million in 2022), including the first dividend distribution from NTE 35W (EUR 251 million).

Toll Roads Dividends (EUR million)	2023	2022
407 ETR	281	237
LBJ	37	31
NTE	109	92
NTE 35W	251	0
IRB	1	2
Irish toll roads	2	3
Portuguese toll roads	1	2
Australian toll roads	9	4
Spanish toll roads	8	12
Others	6	5
Total	**704**	**388**

Dividends from Airports projects were EUR 6 million from Doha airport maintenance contract in 2023 (EUR 10 million in 2022).

Airports Dividends (EUR million)	2023	2022
HAH	0	0
AGS	0	0
FMM	6	8
Others	0	2
Total	**6**	**10**

*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

Cash flows from (used in) investing activities

2023 (EUR million)	Investments	Divestments	Cash flows from (used in) investing activities
Toll Roads	-98	32	-66
Airports	-245	0	-245
Construction	-77	6	-71
Energy Infrastructure & Mobility	-21	20	0
Other	-14	-15	-29
Interest received and other investing activities Cash flows	228	0	228
Total	**-226**	**43**	**-184**

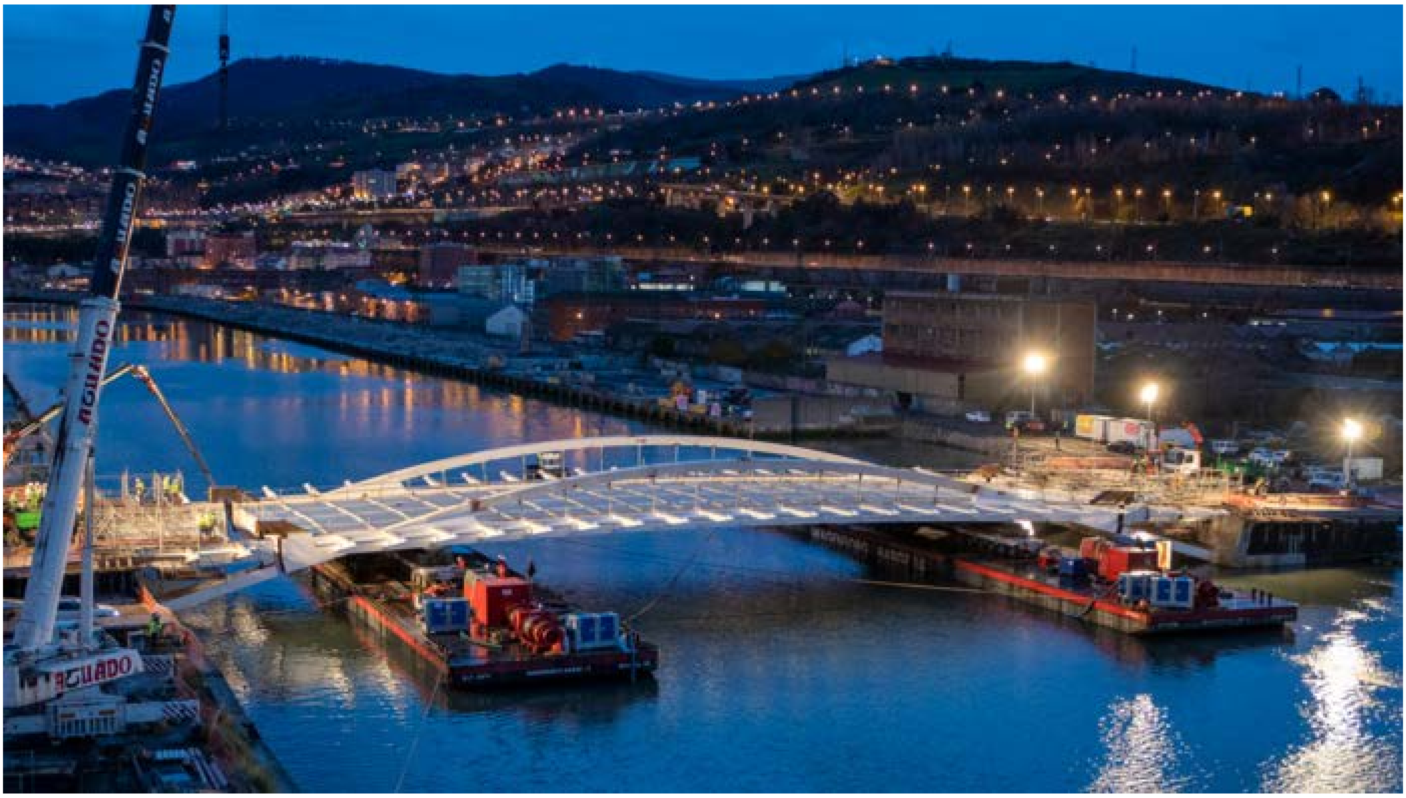
2022 (EUR million)	Investments	Divestments	Cash flows from (used in) investing activities
Toll Roads	-473	134	-339
Airports	-186	0	-186
Construction	-97	5	-92
Services	-19	316	297
Energy Infrastructure & Mobility	-53	0	-53
Other	-28	-27	-55
Interest received and other investing activities Cash flows	5	0	5
Total	**-850**	**429**	**-421**

The **cash flows from (used in) investing activities** in 2023 (EUR -184 million) include:

- **Investments** reached EUR -226 million in 2023 (EUR -850 million in 2022), most noteworthy higher equity invested in the I-66 project in 2022, partially offset by higher equity invested in NTO in 2023 and higher interest received.
- **Divestments** reached EUR 43 million in 2023 (EUR 429 million in 2022), largely linked Azores toll road sale. In 2022, mostly related with the finalization of the Services division sale (EUR 316 million) and the divestment of Ausol (EUR 111 million) and Algarve (EUR 23 million).

Cash flows from (used in) financing activities

- **Shareholder remuneration cash flow:** EUR -250 million in 2023, (EUR -578 million in 2022), including EUR -136 million from the scrip dividend and EUR -114 million from the treasury share repurchase including the share buyback program (EUR62 million) along with the discretionary shares purchased (EUR 52 million).
- **Interest paid** reached EUR -83 million in 2023 (EUR -44 million in 2022).
- **Other cash flows from (used in) financing activities** reached EUR -761 million in 2023, mostly as a result of the repurchase of the hybrid bond (EUR 511 million).



INFRASTRUCTURE PROJECT CASH FLOWS*

Cash flows from (used in) operating activities

As regards cash flows for companies that own infrastructure project concessions, these primarily include revenues from those companies that are currently in operation, though they also include VAT refunds and payments corresponding to projects currently in the construction phase.

The following table shows a breakdown of cash flows from (used in) operating activities from infrastructure projects.

(EUR million)	2023	2022
Toll roads	854	583
Other	35	45
Cash flows from (used in) operating activities	**890**	**629**

This was primarily driven by the opening to traffic of I-66 in November 2022, partially offset by the positive evolution of the other of Managed Lanes and the higher contribution from Dalaman Airport, that is consolidated since June 2022.

Cash flows from (used in) investing activities

The following table shows a breakdown of the Cash flows from (used in) investing activities from infrastructure projects, mainly payments made in respect of capital expenditure investments over the year.

This change was primarily driven by the capital expenditures carried out in I-66 and NTE35W in 2022.

(EUR million)	2023	2022
LBJ	-4	-2
NTE	-51	-8
NTE 35W**	-75	-247
I-77	-2	-17
I-66	-95	-436
Portuguese toll roads	-2	-1
Spanish toll roads	-13	-4
Others	0	0
Total toll roads	**-242**	**-715**
Others	-77	-94
Total projects	**-319**	**-809**
Equity Subsidy	9	25
Interest received and other investing activities Cash flows	-36	64
Cash flows from (used in) investing activities	**-347**	**-720**

**NTE35W includes the NTE3C segment's construction that opened to traffic in June 2023.

Cash flows from (used in) financing activities

Cash flows from (used in) financing activities includes the payment of dividends and the repayment of equity by concession-holding companies to their shareholders, along with the payments for share capital increases received by these companies. In the case of concession holders which are fully integrated within Ferrovial, these amounts represent 100% of the amounts paid out and received by the concession-holding companies, regardless of the percentage share that the Company holds in such concessions. No dividend or Shareholder Funds' repayment is included for equity-accounted companies.

The interest cash flow refers to the interest paid by the concession-holding companies, together with other fees and costs closely related to the acquisition of financing. The cash flow for these items relates to interest costs for the period, along with any other item that represents a direct change in the net debt amount for the period.

(EUR million)	2023	2022
Spanish toll roads	-46	-44
US toll roads	-253	-217
Portuguese toll roads	-12	-11
Other toll roads	-28	0
Total toll roads	**-339**	**-272**
Other	-16	-16
Cash flows from (used in) financing activities	**-355**	**-289**

*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

Appendix I – Toll Roads details by asset

TOLL ROADS – GLOBAL CONSOLIDATION

(EUR million)	TRAFFIC (ADT)			REVENUES			ADJ. EBITDA*			ADJ. EBITDA MARGIN*		NET DEBT 100%	
Global consolidation	**2023**	**2022**	**VAR.**	**2023**	**2022**	**VAR.**	**2023**	**2022**	**VAR.**	**2023**	**2022**	**2023**	**SHARE**
NTE**	40	36	9.0%	267	230	15.9%	236	203	16.4%	88.3%	87.9%	1,144	63.0%
LBJ**	43	40	9.2%	178	151	17.7%	146	121	20.3%	81.9%	80.1%	1,828	54.6%
NTE 35W**/***	42	35	20.1%	217	159	35.8%	180	132	36.6%	83.1%	82.6%	1,471	53.7%
I-77**	41	35	18.4%	84	57	46.6%	61	36	67.9%	72.0%	62.9%	183	72.2%
I-66*/***	29			155			119			76.9%		1,469	55.7%
TOTAL USA				**901**	**611**	**47.4%**	**741**	**498**	**48.8%**			**6,095**	
Autema	17,270	16,565	4.3%	69	63	9.6%	61	55	11.8%	88.0%	86.3%	588	76.3%
Aravia	38,441	37,810	1.7%	49	34	44.5%	43	28	53.5%	86.4%	81.4%	10	100.0%
TOTAL SPAIN				**119**	**97**	**21.9%**	**104**	**82**	**25.8%**			**599**	
Azores*****	12,140	11,484	5.7%	35	32	10.0%	30	28	9.5%	86.9%	87.2%	0	89.2%
Via Livre				14	17	-16.6%	2	5	-55.2%	15.1%	28.0%	-8	84.0%
TOTAL PORTUGAL				**49**	**49**	**0.6%**	**33**	**33**	**0.0%**			**-8**	
TOTAL HEADQUARTERS				**16**	**23**	**-32.0%**	**-73**	**-62**	**-18.2%**				
TOTAL TOLL ROADS				**1,085**	**780**	**39.0%**	**799**	**550**	**45.2%**	**73.6%**	**70.5%**	**6,686**	

** Traffic in million of transactions. *** NTE 35W includes contribution from NTE3C (opened to traffic at the end of June 2023). Net debt 100%: includes all 3 segments. ****I-66 Managed Lanes opened its first section to traffic in September 2022, and the full project opened to traffic at the end of November 2022.*****Divestment of Azores completed in December 2023.

*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

TOLL ROADS – EQUITY-ACCOUNTED (FIGURES AT 100%)

(EUR million)	TRAFFIC (ADT)			REVENUES			EBITDA			EBITDA MARGIN		NET DEBT 100%	
Equity accounted	**2023**	**2022**	**VAR.**	**2023**	**2022**	**VAR.**	**2023**	**2022**	**VAR.**	**2023**	**2022**	**2023**	**SHARE**
407 ETR (VKT million)	2,535	2,213	14.6%	1,025	969	5.8%	880	831	5.8%	85.8%	85.8%	6,480	43.2%
M4	37,436	36,089	3.7%	37	33	12.1%	20	18	10.9%	53.7%	54.3%	43	20.0%
M3	43,789	41,075	6.6%	13	20	-34.7%	4	11	-62.7%	33.1%	58.0%	16	20.0%
A-66 Benavente Zamora				27	25	4.6%	23	22	4.4%	87.2%	87.3%	146	25.0%
Serrano Park				7	7	2.3%	11	4	160.7%	164.2%	64.5%	27	50.0%
EMESA				180	175	3.0%	98	99	-0.4%	54.4%	56.3%	192	10.0%
IRB				828	802	3.2%	406	427	-4.9%	49.1%	53.2%	1,230	24.9%
Toowoomba				26	27	-4.7%	6	6	-2.6%	22.2%	21.7%	211	40.0%
OSARs				25	21	18.3%	4	6	-29.0%	18.1%	30.1%	213	50.0%
Zero ByPass (Bratislava)				39	17	126.5%	25	3	n.s.	63.2%	18.8%	791	35.0%

Appendix II – P&L of Main Infrastructure Assets

TOLL ROADS

407 ETR

(CAD million)	2023	2022	VAR.
Revenues	1,495	1,327	12.7%
EBITDA	1,284	1,139	12.7%
EBITDA margin	85.9%	85.8%	
EBIT	1,187	1,039	14.2%
EBIT margin	79.4%	78.3%	
Financial results	-412	-447	7.8%
Profit before tax	775	592	30.9%
Corporate income tax	-208	-156	-32.6%
Net Income	567	435	30.3%
Contribution to Ferrovial equity accounted result (EUR million)	154	124	24.6%

LBJ

(USD million)	2023	2022	VAR.
Revenues	193	159	20.9%
Adjusted EBITDA*	158	128	23.5%
Adjusted EBITDA margin*	81.9 %	80.1%	
Adjusted EBIT*	130	101	28.2%
Adjusted EBIT margin*	67.2 %	63.4%	
Financial results	-80	-81	0.8%
Net Income	48	20	145.3%
Contribution to Ferrovial**	24	10	138.9%

**Globally consolidated asset, contribution to net profit (EUR million). 54.6% stake

NTE

(USD million)	2023	2022	VAR.
Revenues	289	243	19.0%
Adjusted EBITDA*	255	213	19.5%
Adjusted EBITDA margin*	88.3 %	87.9%	
Adjusted EBIT*	227	185	22.7%
Adjusted EBIT margin*	78.5 %	76.1%	
Financial results	-50	-52	4.1%
Net Income	176	133	32.7%
Contribution to Ferrovial**	102	79	29.2%

**Globally consolidated asset, contribution to net profit (EUR million). 62.97% stake.

NTE 35W

(USD million)	2023	2022	VAR.
Revenues	234	168	39.4%
Adjusted EBITDA*	195	139	40.3%
Adjusted EBITDA margin*	83.1 %	82.6%	
Adjusted EBIT*	156	115	35.0%
Adjusted EBIT margin*	66.4 %	68.6%	
Financial results	-59	-39	-49.4%
Net Income	96	76	26.8%
Contribution to Ferrovial**	48	38	23.5%

**Globally consolidated asset, contribution to net profit (EUR million). 53.67% stake.

I-77

(USD million)	2023	2022	VAR.
Revenues	91	61	50.5%
Adjusted EBITDA*	66	38	72.4%
Adjusted EBITDA margin*	72.0 %	62.9%	
Adjusted EBIT*	55	30	83.2%
Adjusted EBIT margin*	59.8 %	49.2%	
Financial results	-8	-11	24.2%
Net Income	46	19	147.2%
Contribution to Ferrovial**	31	12	n.s.

**Globally consolidated asset, contribution to net profit (EUR million). 72.24% stake.

I-66

(USD million)	2023
Revenues	167
Adjusted EBITDA*	129
Adjusted EBITDA margin*	76.9 %
Adjusted EBIT*	70
Adjusted EBIT margin*	41.9 %
Financial results	-110
Net Income	-40
Contribution to Ferrovial**	-20

**Globally consolidated asset, contribution to net profit (EUR million). 55.704% stake.

IRB

(EUR million)	2023	2022	VAR.
Revenues	828	802	3.2%
Adjusted EBITDA*	406	427	-4.9%
Adjusted EBITDA margin*	49.1%	53.2%	
Adjusted EBIT*	301	330	-9.0%
Adjusted EBIT margin*	36.3%	41.2%	
Financial results	-182	-186	2.5%
Profit before tax	95	135	-29.5%
Corporate income tax	-34	-42	20.3%
Net Income	61	92	-33.7%
Contribution to Ferrovial equity accounted result (EUR million)	14	22	-34.9%

*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)

AIRPORTS

Heathrow SP & HAH

	Revenues			Adjusted EBITDA			Adjusted EBITDA margin		
(GBP million)	2023	2022	VAR.	2023	2022	VAR.	2023	2022	VAR. (bps)
Heathrow SP	**3,687**	**2,913**	**26.6%**	**2,228**	**1,684**	**32.3%**	**60.4%**	**57.8%**	**262**
Exceptionals & adjs	0	0	n.s.	4	20	-80.7%	n.s.	n.s.	-561245.3
Total HAH	**3,687**	**2,913**	**26.6%**	**2,232**	**1,704**	**31.0%**	**60.5%**	**58.5%**	**203**

HAH

(GBP million)	2023	2022	VAR.
Revenues	3,687	2,913	26.6%
Adjusted EBITDA	2,232	1,704	31.0%
Adjusted EBITDA margin	60.5%	58.5%	
Depreciation & impairments	-754	-795	5.1%
EBIT	1,478	909	62.5%
EBIT margin	40.1%	31.2%	
Financial results	-1,012	-687	-47.2%
Profit before tax	465	222	110.0%
Corporate income tax	-127	-54	-136.8%
Net income	338	168	101.4%
Contribution to Ferrovial equity accounted result (EUR million)	0	0	n.s.

AGS

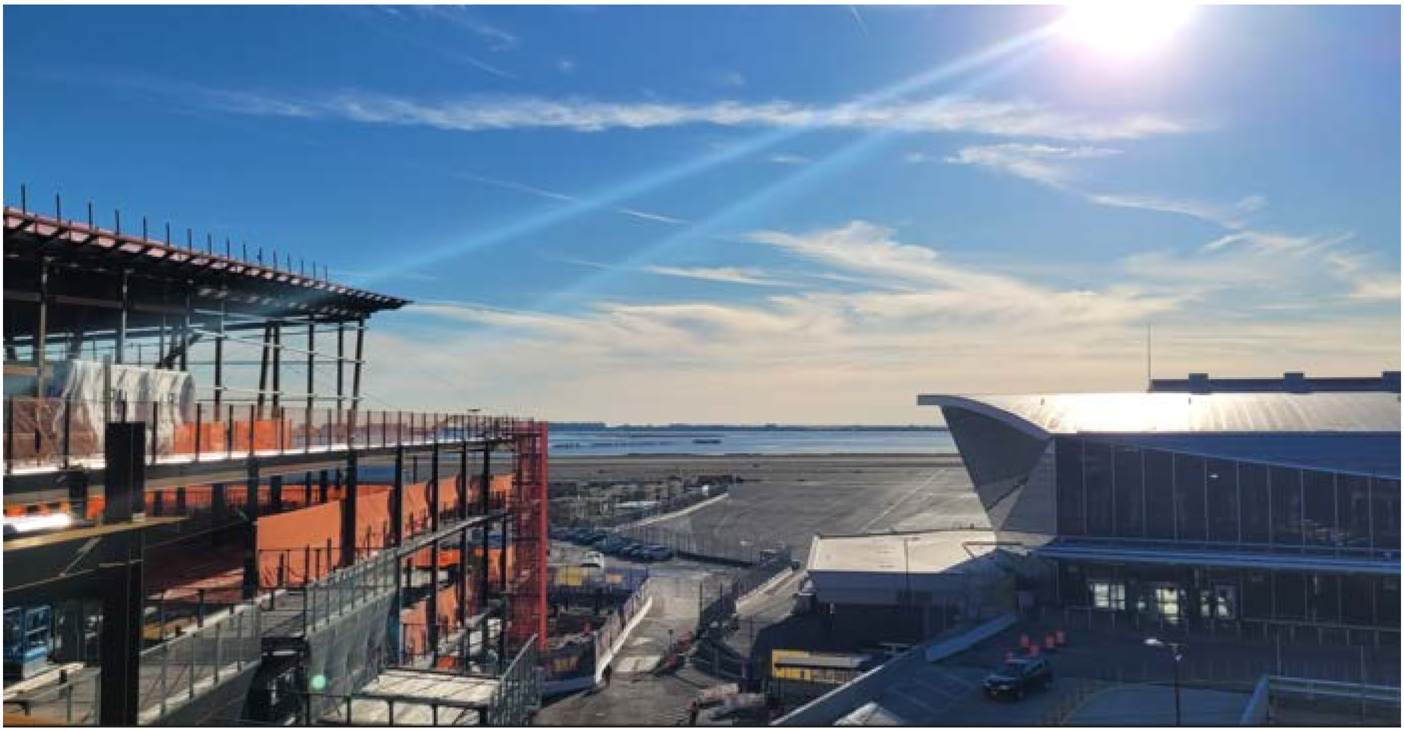
(GBP million)	2023	2022	VAR.
Revenues	198	167	18.9%
Adjusted EBITDA*	67	47	42.0%
Adjusted EBITDA margin*	33.8%	28.3%	
Depreciation & impairments	-37	-36	-3.4%
Adjusted EBIT*	30	11	166.6%
Adjusted EBIT margin*	15.0%	6.7%	
Financial results	-51	-42	-21.7%
Profit before tax	-21	-31	30.9%
Corporate income tax	-1	2	-178.8%
Net income	-22	-29	23.0%
Contribution to Ferrovial equity accounted result (EUR million)	0	0	n.s.

DALAMAN

(EUR million)	2023
Revenues	71
Adjusted EBITDA*	55
Adjusted EBITDA margin*	78.1%
Depreciation & impairments	-19
Adjusted EBIT*	36
Adjusted EBIT margin*	51.1%
Financial results	-34
Profit before tax	2
Corporate income tax	-19
Net income	-17
Contribution to Ferrovial**	-10

**Globally consolidated asset, contribution to net profit (EUR million). 60.0% stake

*Non-IFRS financial measure. For the definition and reconciliation of the most directly comparable IFRS measure, refer to Alternative Performance Measures of the Integrated Annual Report (page 262)



Appendix III – Exchange rate movements

Exchange rates expressed in units of currency per Euro, with negative variations representing euro depreciation and positive variations euro appreciation.

	LAST EXCHANGE RATE (BALANCE SHEET)	CHANGE 2023/2022	AVERAGE EXCHANGE RATE (P&L)	CHANGE 2023/2022
GBP	0.8669	-2.1%	0.8696	2.0%
US Dollar	1.1039	3.1%	1.0815	2.7%
Canadian Dollar	1.4606	0.7%	1.4592	6.5%
Polish Zloty	4.3430	-7.3%	4.5412	-3.1%
Australian Dollar	1.6206	3.1%	1.6288	7.4%
Indian Rupee	91.9427	4.3%	89.3135	8.0%

Appendix IV – Shareholder remuneration

SCRIP DIVIDEND

Following the approval of the cross-border merger between Ferrovial, S.A. (as the absorbed company) and Ferrovial International SE (as the absorbing company), the scrip dividends approved by Ferrovial, S.A.'s Annual General Meeting on April 13th, 2023 became null and void, without prejudice to the resolutions that the company resulting from the merger may adopt in due course to give continuity to the Ferrovial Group's shareholder remuneration policy.

Ferrovial General Meeting and Board of Directors resolved, prior to the merger, on the possibility of carrying out one or more scrip dividends on terms similar to those agreed by Ferrovial, S.A. and in a manner consistent with Dutch law and market practice.

On June 22th, 2023 Ferrovial S.E. announced an interim scrip dividend of EUR 0.2871 per Ferrovial share, payable in cash or shares at the election of the shareholders.

Additionally, on October 16th, 2023, Ferrovial S.E. declared a second interim scrip dividend of EUR 0.4276 per share. The distribution will be payable in cash or shares at the election of the shareholder, against Ferrovial's reserves. There will be no tradeable rights in respect of the scrip dividend.

AMORTIZATION OF SHARES

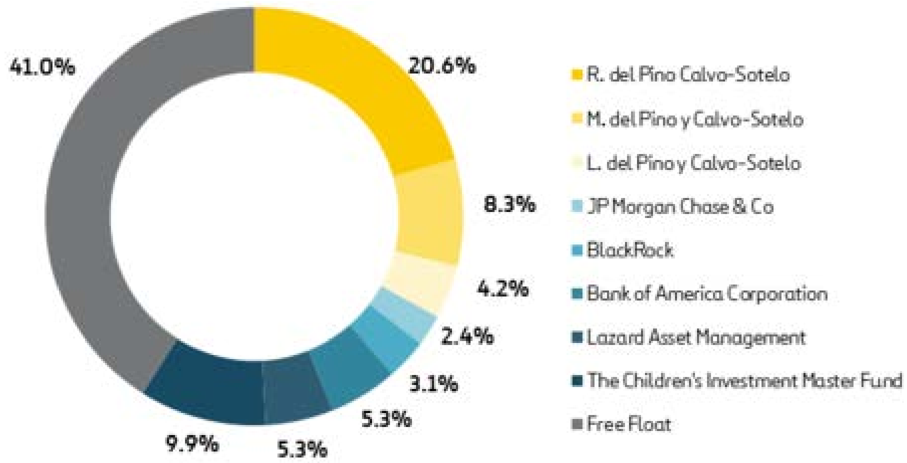
The Board meeting held on 28 February 2023 approved a treasury share buy-back program covering up to 34 million shares for a maximum amount of EUR500 million, which was ratified by Ferrovial, S.A.'s Annual General Meeting on 13 April 2023. The General Meeting also approved the reduction of Ferrovial, S.A.'s share capital by redeeming (i) the treasury shares held at the resolution date; and (ii) the treasury shares to be acquired under the buy-back program. These agreements became null and void following the cross-border merger between Ferrovial, S.A. and Ferrovial International SE, without prejudice to the resolutions that the company resulting from the merger may adopt in due course to give continuity to the Ferrovial Group's shareholder remuneration policy.

On November 30th, 2023, the Board of Directors of Ferrovial SE resolved to implement a buy-back program of up to 34 million shares for a maximum amount of EUR500 million. The Programme has been authorised for the period from 1 December 2023 to 1 May 2024 (both inclusive), without prejudice that the Company may extend the date of its duration in view of the prevailing circumstances and in the interest of the Company and its shareholders. In addition, Ferrovial reserves the right to terminate the Programme if, prior to its expiry date, it has acquired shares under the Programme for either a price that reaches the maximum investment amount or the maximum number of shares authorised, or if any other circumstance makes it advisable to do so.

Ferrovial held 4,579,310 own shares at end-December 2023. Ferrovial's share capital figure as of December 31st, 2023, was EUR7,406,883.65 all fully subscribed and paid up. The share capital comprises 740,688,365 ordinary shares of one single class, each with a par value of one-euro cent (EUR0.01).

Appendix V – Shareholder Structure

Ferrovial's SE substantial holdings filed with the public register of the Dutch Authority for the Financial Markets Authority (AFM - Autoriteit Financiële Markten) as of December 31st, 2023:



PEOPLE

DEVELOPING PEOPLE TO FACE FUTURE CHALLENGES

Ferrovial's talent management strategy aims to consolidate the company as a benchmark employer in its core markets. To this end, the company promotes opportunities for growth and commitment, health and wellbeing, as well as the development of diverse teams, with the capacity to generate significant and positive changes in the company and society.

The talent strategy is based on the following pillars: commitment, organizational agility, and innovation and digitalization in managing talent.

WORKFORCE

24,799

employees at 2023 year end

TRAINING HOURS

+390,000

INTEGRATED MANAGEMENT OF TALENT

Ferrovial's talent management strategy aims to consolidate the company as a benchmark employer in its core markets. To this end, the company promotes opportunities for growth and commitment, health and wellbeing, as well as the development of diverse teams, with the capacity to generate significant and positive changes in the company and society.

The talent strategy is based on the following pillars: commitment, organizational agility, and innovation and digitalization in people management.

The company's talent attraction strategy is aimed on attracting STEM talent, with a specific focus on engineering and technology. In this regard, the following initiatives have been carried out in key markets:

- Collaboration agreements with prestigious universities, business schools and other organizations.
- Development of strategies to strengthen talent attraction (scholarship and graduate programs, targeted campaigns to attract STEM talent, participation in specialized events or job fairs).
- Reinforcement as an employer brand.

During 2023, a total of 112,626 applications were received for the 3,003 job offers published in different channels, 29.77% of which were covered by internal candidates.

Regarding **talent development and training,** the priority is to strengthen key capabilities, promote corporate culture and values. Ferrovial conducts an annual talent identification and management process aimed at reinforcing meritocracy and skills development as key levers for growth within the company. This model helps professionals to identify the competencies required to continue advancing in their careers. It consists of three main axes:

- Revision and assessment of the individual objectives assigned to each employee as of the year's start.
- A review of the skills level and critical capabilities identified as essential for each job position.
- Implementation of individualized development plans.

TALENT REVIEW

9,724

professionals

In addition, the 'Develop your Talent' campaign has been launched, aimed at more than 350 team leaders with the objective of reinforcing and strengthening one of the most critical competencies for the company, such as the role of manager, by providing online training itineraries on communication, feedback, delegation, influence, motivation and team management, among others.

Complementing the digital training offer, Ferrovial University has been reinforced globally with the vision of contributing to business value creation and to promote the development and growth of professionals in those skills that contribute to the company's competitiveness. Following this vision, a wide range of global programs and initiatives have been defined and launched in virtual and face-to-face formats, aimed at supporting talent at key stages of their careers and connecting people, boosting their skills and encouraging global networking. Among these initiatives, the following stand out:

- Executive Forum: training event for the leadership team that aims to analyze and reflect on emerging global trends and their impact, create awareness of the challenges and opportunities that lie ahead, and foster a collaborative and innovative mindset among the company's leaders. The 2023 editions welcomed more than 330 professionals.
- Global Executive Program: a three-month hybrid program structured in four modules (two onsite and two virtual), with the aim of helping Ferrovial's leaders to better understand the environment in which the company'business operates and expand their knowledge of future trends, strategy and leadership skills. A total of 68 participants from different countries and business units attended the program in 2023.
- Advanced Management program: aimed at experienced managers to help them in their transition to leaders. In this first edition of the program we have had 26 participants.
- New Managers: aimed at Ferrovial professionals who are beginning their journey as people managers. Throughout 2023, a total of 74 professionals have gone through this program.

In addition to these initiatives, there have been other relevant programs such as GROW (Get Ready for Opportunities at Work) or GoFurther, aimed at Construction employees with one to three years of experience; STEP, for the professional development of foremen as a key part of the construction business; The Challenge, aimed at future managers of large projects; or the Continuing Education Program (CEP), a training event for the Toll Roads business that aims to take advantage of existing synergies between the company's business areas and share know-how.

At year-end, Ferrovial professionals received more than 390,000 hours of training (in both online and onsite format), amounting to an investment of 8.7 million euros (347.38 €/employee).

Finally, it should be noted that, in 2023, the use of Workday, a HR management platform, has been consolidated as a single tool at a global level, providing complete information in real time, promoting data-driven decision making, as well as the integration of talent management systems with the main sources of candidate attraction.

DIVERSITY AND INCLUSION

The development of a more diverse and representative workforce is one of the commitments set out in the Horizon 24 Strategic Plan, along with the promotion of an inclusive environment, where collective intelligence is enhanced to increase competitiveness and sustainability. Therefore, Ferrovial has a Diversity and Inclusion Policy, which establishes the main objectives and major lines of action in these areas. This policy, coordinated by the Global Head of Diversity and Inclusion, is materialized through the diversity and inclusion strategy with the following priorities:

- In the area of **gender diversity**, Ferrovial continues to work towards equality and the promotion of female talent. Since 2020, the presence of women in leadership positions has increased **from 20% to 24%**, aligned with the goal of having 30% of women in this group by the end of 2025. This target is higher than the percentage of women in the group's entire workforce, which stood at 17% in 2023. In this regard, the company commemorates key dates related to gender diversity, such as International Women's Day and International Women in Engineering Day and has created women's communities in the main geographies as a lever for promoting gender equality through empowerment, networking and the visibility of female talent. Additionally, the company ensures compliance with equal pay for men and women, developing different actions to rectify possible deviations. The global gender pay gap, calculated as an average, is -0.65%*. It should be noted that the company has renewed the Bloomberg Gender Equality Index for the fourth consecutive year and has obtained the "Equality Distinction" awarded by the Spanish Ministry of Equality, which accredits Ferrovial's good practices in this area.

*The workforce included in the analysis represents 92.96% of the total workforce at the end of the year.

- In relation to **cultural diversity**, the company has promoted various initiatives to increase collaboration between multicultural teams and foster cultural intelligence. In this regard, the commemoration of key dates such as Black History Month, International Day for Cultural Diversity, Juneteenth, or the South Asian Heritage Month, among others, stand out. The progress made in this area of diversity has been recognized with the first prize in the Top intercultural diversity company category, awarded by Intrama.
- In terms of **LGTBIQ+ diversity**, awareness-raising actions are carried out to create an space for the LGBTIQ+ community in which everyone feels free and safe to be themselves. Thus, the collaboration with REDI (Business Network for LGBTI Diversity and Inclusion in Spain) to create an inclusive and respectful environment, where the talent of each person is valued regardless of identity, gender expression and sexual orientation, stands out.
- In the area of **functional diversity**, Ferrovial collaborates with different entities to support the incorporation of people with disabilities in the workplace, in addition to raising awareness actions on this issue to mitigate possible biases associated with this group.

In addition to the actions described above, the "Diversity and Inclusion Month" was celebrated during the previous year, in which multiple initiatives were developed around this issue at a global level. The Employee Resource Groups act as ambassadors of diversity and inclusion, promoting the aforementioned initiatives.

It should also be highlighted that Ferrovial implements a global Anti-Discrimination and Anti-Harassment Policy to ensure dignified and respectful treatment throughout the organization and a work environment free of harassment, discrimination and intimidation. The policy also provides a protocol for action in the event of possible complaints.

Finally, the company uses training as a key lever for fostering an inclusive environment. To this end, it has an online training itinerary with more than 130 resources available, including content on unconscious biases, inclusive leadership, as well as other relevant aspects of diversity.

Composition of women in the workforce	
	2023
Women as % of total workforce	17.2
% of women in management positions (out of the total number of management positions)	
• Executives	15.5
• Managers	20.7
% of female junior managers over total number of junior managers	31.7
% of women in non-management positions, out of total non-management positions	14.9
% of female directors and managers in business-generating positions	8.6
% of STEM women out of total STEM persons	12.0

SATISFACTION AND COMMITMENT

Ferrovial launches annual employee satisfaction surveys that include aspects related to diversity and inclusion and corporate culture, among others. Ferrovial continues to strengthen the role of managers as responsible for the working climate and the commitment of their teams, providing them with tools to analyze and improve them. The last survey carried out in December 2023, achieved a participation rate of 72.7% and an overall satisfaction level of 7.75/10.

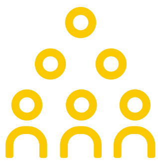
It is worth mentioning that Ferrovial has flexibility measures that facilitate work-life balance, included in its corporate policies, with measures adapted to each country. These include the following: flexible reduced working hours, flexible working hours, paid maternity leave extension before the date of birth, paid parental leave, sabbatical periods, leave of absence to care for family members, recoverable leave and vacation buyouts.

Ferrovial was named Top Employer in 2023 by the Top Employers Institute, in recognition of its people management policies. This award has been revalidated in 2024.

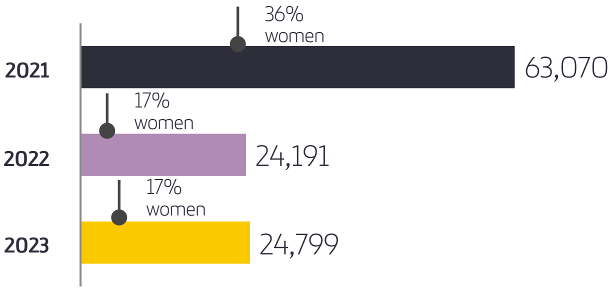
Campaign to promote corporate culture

Ferrovial's corporate values (respect, excellence, integrity, collaboration and innovation) are the essence of the corporate culture and the company's identity. To this end, a campaign to promote corporate culture and values was carried out in 2023 with the aim of increasing the commitment of the teams, reinforcing their sense of belonging and homogenizing the way of working.

Among other initiatives, a culture and values communication campaign was launched through different channels, with the participation of the company's senior management.

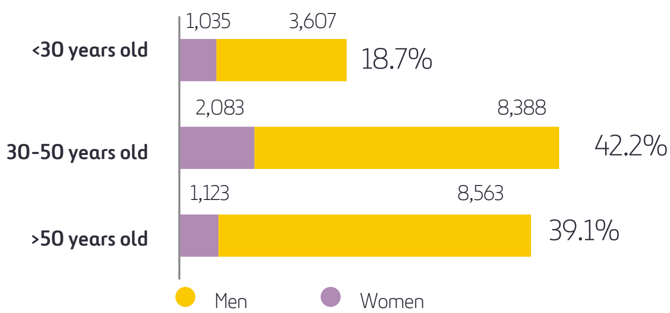


WORKFORCE AT YEAR-END EVOLUTION

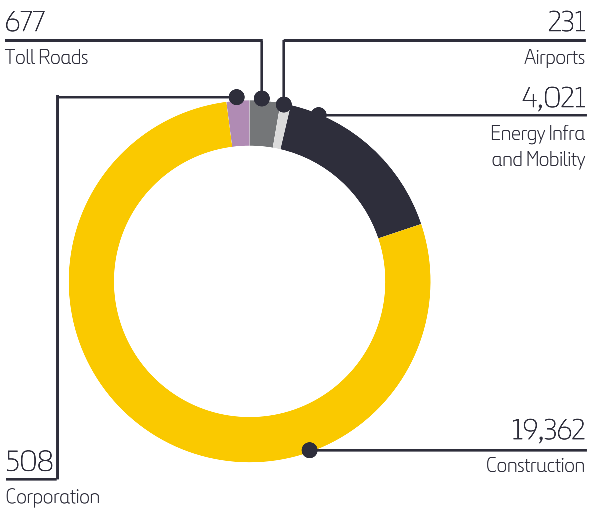


NOTE: The decrease in the number of employees and percentage of women as of 2021 is related to the divestment of Services, whose workforce had a high proportion of women.

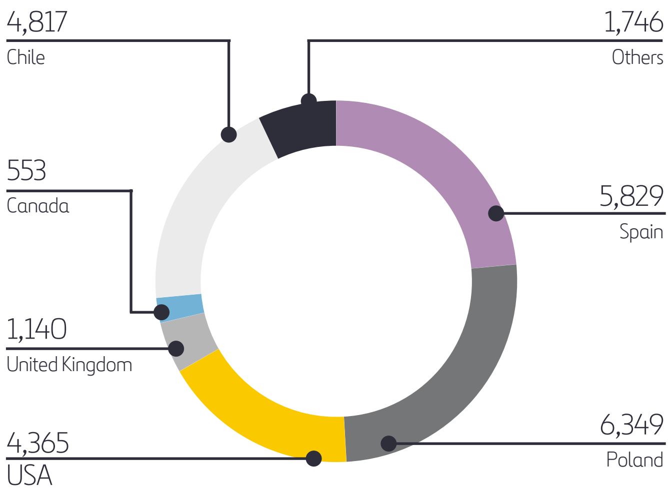
WORKFORCE AT YEAR-END BY AGE



WORKFORCE AT YEAR-END BY BUSINESS



WORKFORCE AT YEAR-END BY COUNTRY



HEALTH, SAFETY AND WELLBEING

RISK-FREE ENVIRONMENTS

Internalizing health, safety and wellbeing as core values in daily work is crucial to ensure healthy and safe work environments and to accomplish the goals set in this area.

Health, Safety and Wellbeing are fundamental values of Ferrovial, and therefore are supervised by the Board of Directors which monitors them at each meeting held during the year. The Health and Safety Policy, approved by the Board, establishes the principles and values that guide the behavior of employees and collaborators, and is implemented through the Health, Safety and Wellbeing Strategy, which was extended and approved by the Board through 2026, establishing the path to achieve the company's objectives, with special emphasis on reducing the number of serious and fatal accidents.

SIF - FREQUENCY RATE*

-20.3%

with respect to 2022
(on a comparable basis)

TRAINING HOURS
IN HEALTH AND SAFETY

258,908

LEADERSHIP ACTIVITIES

2,614

INSPECTIONS AND AUDITS

63,431

**SIF Frequency rat (Serious Injury Fatality)e= no. (serious accidents + fatalities)*1,000,000/no. hours worked. Includes employees and contractors.*

The strategy, an **Organizational approach** with the pillars of Leadership, Competence, Resilience and Engagement, has been extended following an assessment and adjustment to adapt it to the changes that have arisen in the company since its approval, adding an **Operational approach** based on three layers of protection:

i. Planning and preparation.

ii. Control and verification.

iii. Competence and awareness.

In addition to the two-pronged plan with an Organizational Approach and Operational Approach, within the framework of the 2023 Health, Safety and Wellbeing Strategy, various activities have been implemented in each pillar of this strategic plan:

LEADERSHIP

The objective of this pillar is that every employee inspires, cares for and complies rigorously with health, safety and wellbeing measures. The aim is to make every employee a leader who makes a difference and inspires people to guide their leadership, their approach and their application. In this sense, different initiatives have been carried out in 2023:

- The Chairman Health, Safety and Wellbeing Awards: the strategy emphasizes the importance of rewarding and recognizing exceptional performance. Therefore, changing the name of the award to "The Chairman Health, Safety and Wellbeing Awards", and under the patronage of the Chairman, the third edition was held. A total of 184 nominations were submitted in the following categories: 89 for the best leader in health, safety and wellbeing; 55 for the high-performance team; and 40 for the best innovative technical solution implemented. The awards ceremony, led by the Chairman and CEO, was held in person and included a round table discussion emphasizing the importance of health, safety and wellbeing in the company.
- The company's "leaders", directors and managers, have carried out 2,614 leadership initiatives, reaching 170% of the target. In this regard, all members of the Management Committee and leadership team have made an individual commitment to health, safety and wellbeing in 2023.
- Finally, executive incidents reviews have continued, involving directors and managers from different levels of the company. These reviews facilitate the analysis of the root causes of high-potential events to learn from them and take the necessary measures to prevent their recurrence.

COMPETENCY

Under this pillar, which ensures that teams are competent, trained and empowered to perform their duties of health and safety. The "License to Operate" program, launched in 2020, has been maintained, which aims to identify critical positions in health, safety and wellbeing, defining for them a series of specific competencies. To reinforce this initiative, the Safety Leadership for Supervisors and Managers program has continued, whose purpose is to train leaders to supervise safety, influence, advise, mentor, guide, direct and manage, as well as to develop basic leadership and safety management skills. In this way, frontline leaders are empowered to understand, communicate and drive health, safety and wellbeing.

A total of 258,908 hours of training have been carried out to ensure that the teams are properly trained.

RESILIENCE

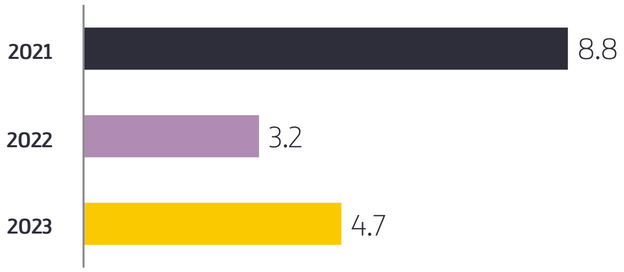
Ferrovial seeks to be prepared to protect its employees, stakeholders and divisions in adverse situations. For this reason, work continues on identifying High Potential Events, which could have potentially caused severe or fatal accidents, although these have been avoided in the end. All of them are reported and analyzed weekly by the Management Committee, both at the level of the different business units and at the corporate level, carrying out an executive review of each one of them, extracting and sharing the lessons learned.

Along with this process, already well established and consolidated within the organization, the following improvements have been made:

- Broadening the scope to High Potential Observations to preventively identify unsafe situations or actions that could trigger an event with the potential to be a severe or fatal accident.
- Conducting awareness campaigns.
- Development of a symposium, where the best health and safety practices of each of the concessions were shared, with the aim of limiting exposure to critical risks derived from road traffic.

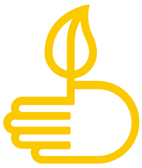
In addition to the indicators previously mentioned, the company continues to monitor traditional metrics. In 2023, 63,431 inspections and audits were carried out and 258,908 hours of health and safety training were provided. The frequency rate increased to 4.7 (3.2 in 2022).

FREQUENCY RATE*



*Frequency rate = number of accidents with lost time*1,000,000/No. hours worked
NOTE: the significant variations in the frequency rate are mainly due to the divestment processes undertaken by the company in the last two years.

COMMITMENTT



This pillar has been defined to foster a learning environment encouraging knowledge sharing, innovation and effective communication.

To effectively implement the strategy, every employee must play a relevant role. In this way, each team member is inspired, motivated and empowered to make a difference and create safer workplaces.

In 2023, several initiatives have been implemented within the framework of this pillar:

- III Ferrovial Health, Safety and Wellbeing Week, sponsored by the CEO. Under the motto "Always safe, Always ready" launched in 2021 and keeping the focus on the commitment of leaders, middle managers and supervisors to frontline workers, the 2023 edition has focused on the meaning of "Always ready".
- Promoting employee health and wellbeing through the following actions:
    - Expansion of the employee psychological support programs that already existed in the United States and the United Kingdom to other geographies such as Spain, France and Portugal.
    - Increase the impact of the HASAVI wellbeing project in all geographies where the company operates, both in terms of number of participants and initiatives launched in relation to physical, mental and social health and wellbeing.
    - In this regard, Ferrovial has obtained the following awards:
        - Top Wellbeing Company Certification, awarded by INTRAMA, a global human resources consulting firm, which places Ferrovial among the 30 companies with best practices in the implementation of Health and Wellbeing policies. Ferrovial has also received the Top Wellbeing Award from INTRAMA for its commitment to improving the quality of life of its employees.
        - European Sport and Healthy Company Certification, awarded by ACES Europe and DCH (International Organization of Human Capital Managers). This recognition highlights the company's policies in health, with the aim of promoting physical activity and the wellbeing of employees and their families. This distinction recognizes Ferrovial in the European Parliament, consolidating the company as a healthy international company.

COMMITMENT TO INNOVATION

For Ferrovial, innovation is a lever for change to improve Health, Safety and Wellbeing performance. For this reason, the company encourages employee participation in the search for innovative solutions to circumstances that occur in their daily lives through the Innovate Construction Awards and the Chairman Awards, which include a category called innovative technical solution.

In addition, the work continues which started in 2018 on the Safety Lab, to turn it into a tool that provides solutions to workers' challenges on a day-to-day basis and in all work centers.

III Health, Safety and Wellbeing Week

The Health, Safety and Wellbeing Week initiative, now in its third edition, has been continued during 2023. Its objective is to promote a corporate culture that integrates these matters as a fundamental part of the way we work.

In 2021, during the first Health, Safety and Wellbeing Week, Ferrovial teams were asked what health, safety and wellbeing meant to them, kicking off the "Always safe, Always ready" project.

In 2022, a commitment to be "Always safe, Always ready" was signed.

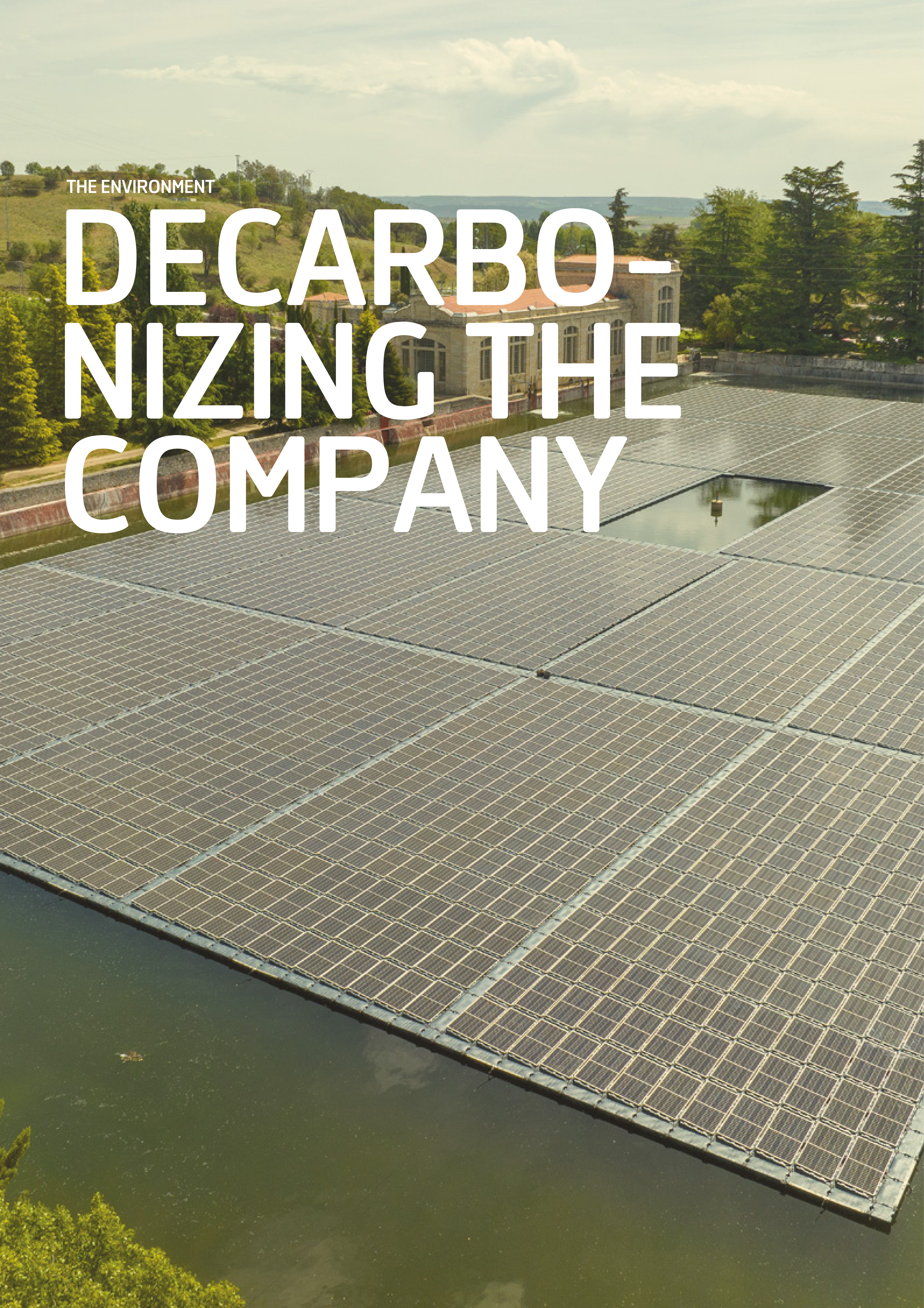
In 2023, as part of the III Health, Safety and Wellbeing Week, this commitment was reinforced, making it more inclusive, adding all the languages of the locations where the company operates, with the aim of better reaching everyone and ensuring that the motto of being "Always safe, Always ready" is fulfilled. In this edition, the meaning of the message "always ready" has been reinforced, and with an invitation to reflect and share its meaning.

Other initiatives were also carried out, such as a round table with the Chairman, the CEO and the Director of Health, Safety and Wellbeing, followed by the presentation of the Chairman's Awards, an interview with Cintra's operational leaders on health and safety, and a wellbeing toolbox talk.

In total, around 138 posts were shared, with more than 65,000 views and more than 2,000 interactions on the internal channel, and 26 posts were shared on Ferrovial's social media channels, with around 32,400 views and 5% engagement.

THE ENVIRONMENT

DECARBO-NIZING THE COMPANY



Ferrovial's Climate Strategy is integrated into the corporate strategy Horizon 24 and is aligned with the Sustainable Development Goals of the United Nations. The objective is to decarbonize the company's activities.

Ferrovial's Climate Strategy is part of the company's corporate strategy and, therefore, it is regularly reviewed and decisions are taken at meetings of the Management Committee and the Board of Directors. In addition, it is submitted annually to a consultative vote at the General Shareholders' Meeting. The strategy is implemented through the Sustainability Committee and, more technically, through the Quality and Environment (Q&E) Steering Committee.

The Sustainability Committee, chaired by the Sustainability Director, is composed of representatives from all business units and corporate areas. The committee chairman reports regularly to the Board of Directors, the Management Committee and the CEO, and is the link between the business units and senior management.

The Q&E Steering Committee, also chaired by the Sustainability Director and composed of the most senior representatives of the business in this area, is the body that articulates the corporate strategy on climate change and other environmental issues (water, biodiversity, circular economy, etc.) in the company. It discusses and adopts decisions, sets initiatives and revises the results of projects, along with the implementation of the Quality and Environment Policy, approved by the Board of Directors. In addition, a comprehensive analysis of new regulatory challenges, market trends and recommendations from government agencies and other relevant organizations is carried out. It holds meetings at least quarterly.

REDUCTION OF GHG EMISSIONS (SCOPE 1&2)

-45.58%

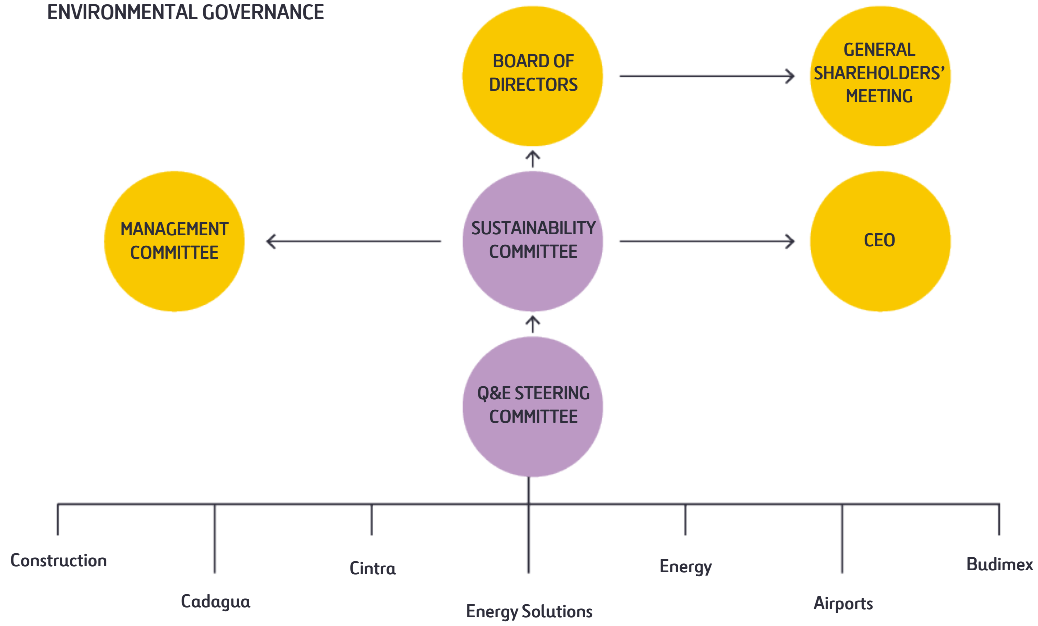
in absolute terms compared to 2009

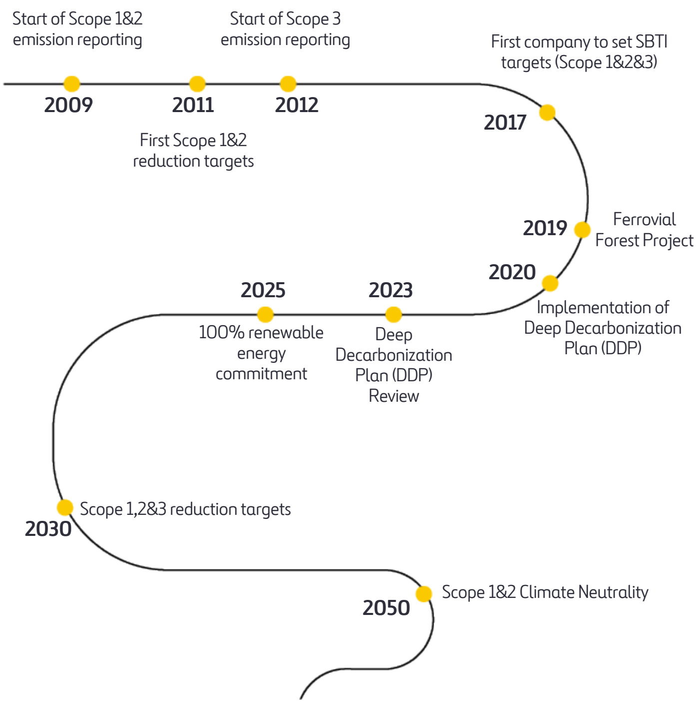
ELECTRICITY CONSUMED FROM RENEWABLE SOURCES

68.53%

target of 100% by 2025

ENVIRONMENTAL GOVERNANCE





CLIMATE STRATEGY

Ferrovial's Climate Strategy has ambitious emissions reduction targets approved by the Science Based Target Initiative (SBTi), aligned to the 2° trajectory, aimed at contributing to with the Paris Agreement and the 2030 Agenda. It also establishes the roadmap for decarbonizing corporate activities by using renewable energies to the detriment of fossil fuels, while developing new lines of business aimed at achieving the decarbonization of the economy and counter the effects of climate change. The established are as follows:

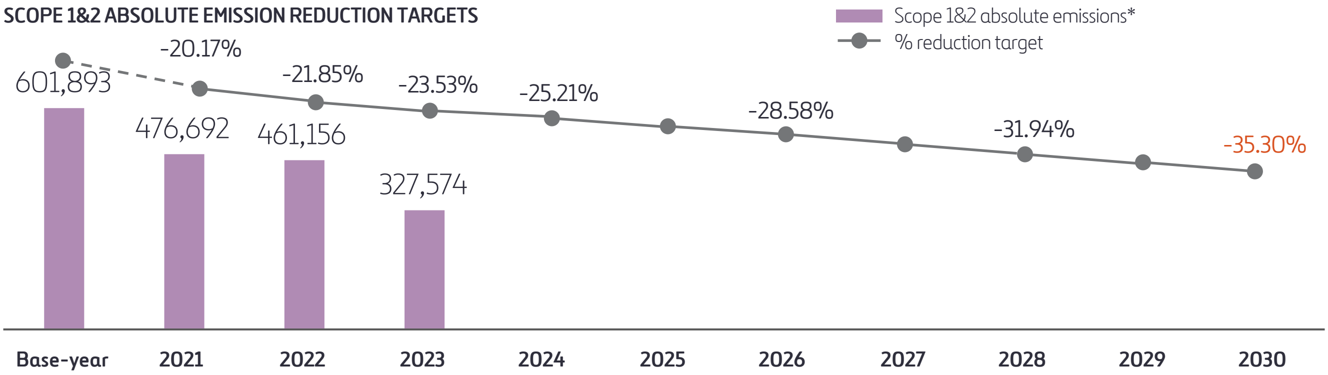
- Reduce Scope 1&2 emissions in absolute terms by 35.3%* in 2030 (base year 2009).
- Reduce Scope 1&2 emissions in relative terms (tCO2 eq/M€) by 42.9% in 2030 (base year 2009).
- Reduce Scope 3 emissions in absolute terms by 20% in 2030 (base year 2012)**.

One of the pillars of the strategy is the decarbonization plan titled, Deep Decarbonization Path (DDP), which establishes the guidelines for mitigation on which to work to achieve the 2030 emission reduction targets:

- Achieve 100% consumption of electricity from renewable sources by 2025.
- Achieve a 33% reduction in vehicle fleet emissions by 2030.
- Reduce asphalt plant emissions by 20% through energy efficiency by 2030.
- Reduce emissions associated with construction machinery by 10% through the implementation of energy efficiency measures by 2030.

*The Deep Decarbonization Path, Ferrovial's strategic plan sets a target of 35.3% Scope 1&2 emissions reduction in absolute terms, more ambitious than the 32% that the SBTi initiative had approved.
**Scope3 emission categories excluded from SBTi target: capital goods and purchased goods & services.

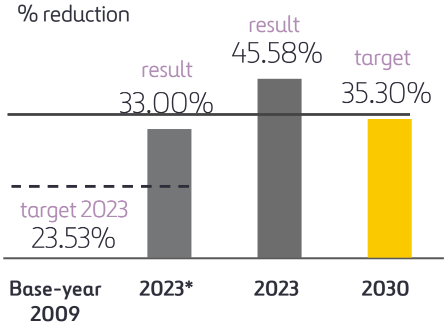
SCOPE 1&2 ABSOLUTE EMISSION REDUCTION TARGETS



*Scope 2 emissions are market-based.

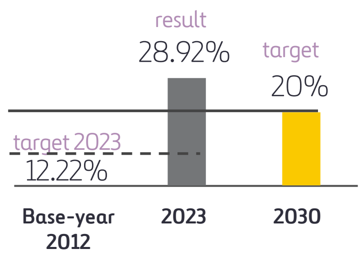
REDUCTION TARGETS

Scope 1&2 (absolute)
% reduction



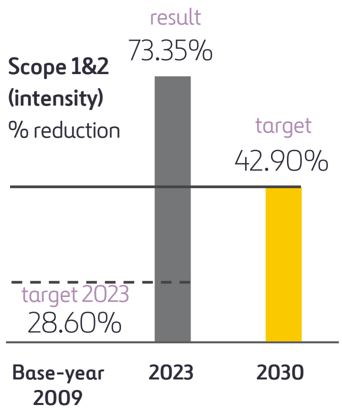
*Includes emissions reduction without considering change in ownership of one carbon intensive asset in the UK (Allerton; please see detailed information in paragraph "carbon footprint").

Scope 3 (absolute)*
% reduction



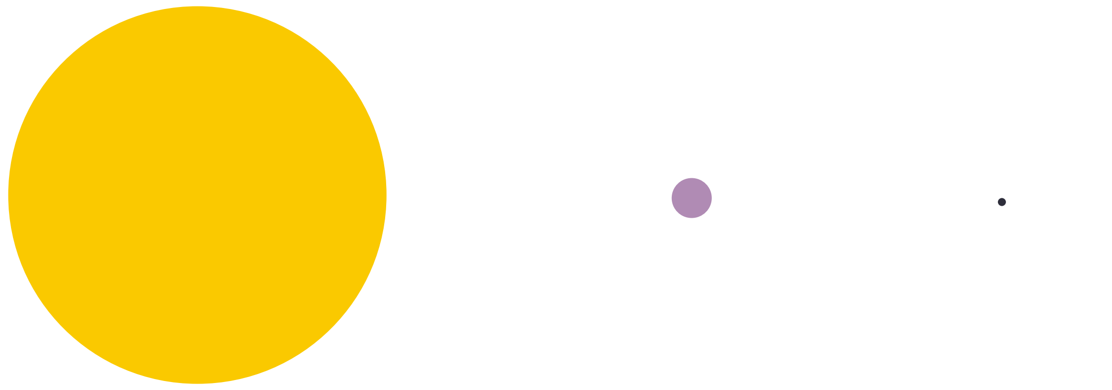
*Capital goods and Purchased goods and services Scope 3 categories are not included.

Scope 1&2 (intensity)
% reduction



Carbon footprint

Since 2009, the carbon footprint (scope1&2) has been calculated and reported for 100% of the activities under the operational control approach as organizational limit. The calculation methodology is based on the GHG Protocol (WRI&WBCSD), while maintaining compliance with ISO 14064-1. Scope 1, Scope 2 (market-based) and Scope 3 emissions[1] are calculated. Emissions recorded in 2023 (tCO_2eq) were as follows:



Scope 3	Scope 1	Scope 2
3,878,812	300,648	26,926

Note: The emissions shown in the graph correspond to the company's carbon footprint, not including offsets but including renewable energy. Scope 2 location-based emissions amounted to 74,579 tCO2eq. The Scope3 emissions shown correspond to the total perimeter. If the SBTi perimeter is considered, they would amount to 2,698,026 tCO2eq.

In 2023, Scope 1&2 emissions were reduced by 45.58% in absolute terms and by 28.97% compared to the previous year. This significant decrease is largely due to Ferrovial transferring ownership of one of its most emissions-intensive assets (the Allerton industrial facility in the UK) during the last fiscal year. Excluding this divestment, the reduction compared to the previous year is 33%, and compared to the base year, it is 13%, both of which are reductions exceeding those anticipated in the roadmap. In terms of intensity, Scope 1&2 emissions were reduced by 73.35% compared to the base year. The reductions achieved were significantly higher than the targets set for the year, reflecting the company's compliance with the roadmap established. During the year, 68.53% of electricity was consumed from renewable sources. Related to Scope 3 emissions, 28.92% were reduced by 2023 compared to 2012 (SBTi scope) and 36.64% in all categories[2].

Ferrovial is not part of the emission rights market (EU ETS).

[1] More information can be found in the Glossary of Terms, page 296
[2] More information about emissions by category can be found in the GRI tables annexes, page 323

Offsetting

Ferrovial has set the goal of achieving climate neutrality in 2050 for direct emissions by reducing them and voluntarily offsetting any that cannot be reduced. Offsetting is done through neutralization and mitigation beyond the value chain, relying on nature-based solutions.

The company has a pilot project called Compensa Project, which involves the reforestation of burned or agricultural areas in Madrid. This project generates a double environmental and social positive impact, since it consists of the restoration of degraded land by employing local people. It has been developed in Torremocha del Jarama, where 7.7 hectares have been reforested with a total of 4,000 trees, which will absorb around 2,000 tons of CO_2 .

It should be noted that the Spanish Ministry for Ecological Transition and the Demographic Challenge has given Ferrovial the highest recognition achieved for its work in "Calculate", "Reduce" and "Compensate" through the Compensa reforestation project.

There are also two renewable wind energy projects and a nature-based project that enhances and strengthens sustainable forest management.

Shadow Carbon Pricing

The company applies a methodology to economically quantify the potential climate risk of its most relevant investments in the Shadow Carbon Pricing modality to consider this impact in future investments. The tool includes the direct and indirect emissions of the project as a whole and applies variable prices per ton of carbon for different time horizons, geographies and types of infrastructure.

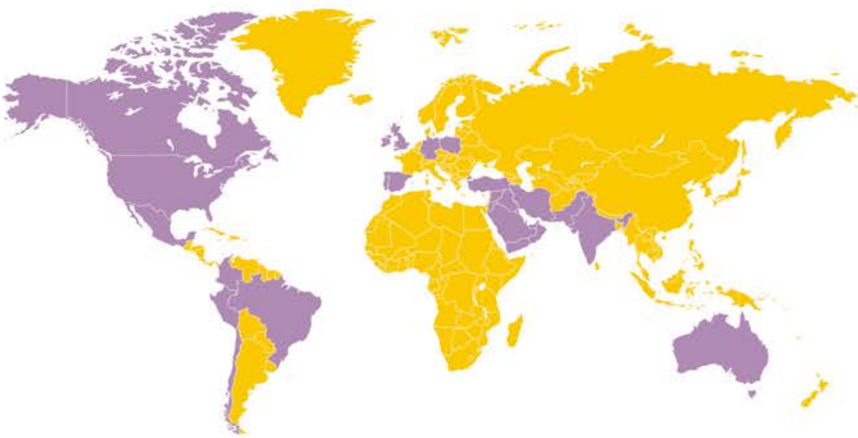
TIME HORIZONS

2030 - 2040 - 2050

TYPE OF PROJECT

Airports
Toll Roads
Waste management
Water management
Energy assets (natural gas)

GEOGRAPHIES*



**Australia, Brazil, Canada, Chile, Germany, Ireland, Mexico, Middle East, Peru, Poland, Portugal, Spain, United Kingdom, USA, India, Colombia*

FERROVIAL'S AVERAGE PRICE OF EMISSIONS:

2030	2040	2050
60€	114€	173€

Risks and opportunities associated with climate change

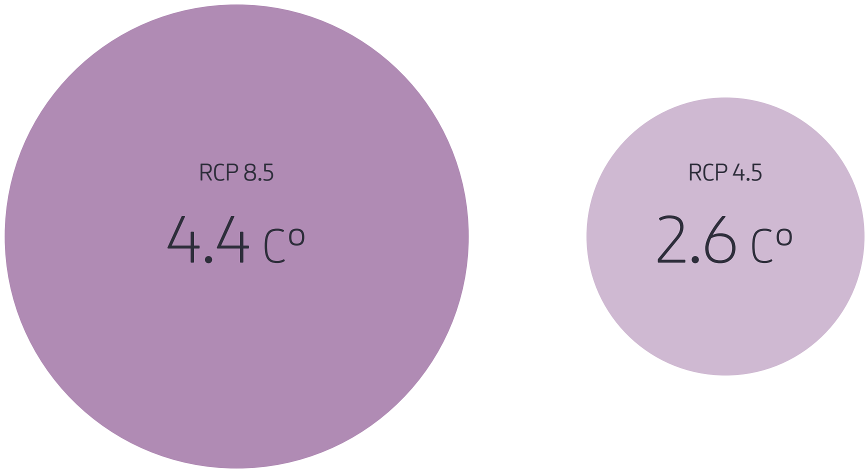
Ferrovial applies the recommendations of the Task Force on Climate-related Financial Disclosure (TCFD) in the process of identifying, analyzing and managing risks and opportunities related to climate change. Ferrovial periodically carries out an assessment and quantification of risks and opportunities in all its business units and geographies in different time horizons: short (2025), medium (2030) and long term (2050) and several climate scenarios.

The methodology for climate risks is based on Ferrovial's Risk Management methodology (as described in page 230). This approach evaluates the likelihood of occurrence of the risk, the impact on the business and its frequency.

This methodology considers transition scenarios, based on the degree of implementation of climate change policies, presented annually by the International Energy Agency in the World Energy Outlook, together with physical scenarios that include various cases of greenhouse gas emission concentrations and their physical impacts on the climate, analyzed by experts from the Intergovernmental Panel on Climate Change (IPCC).

TRANSITION RISK SCENARIOS[2]

PHYSICAL RISK SCENARIOS[6]



An internal tool called ADAPTARE has been developed to assess physical climate risks, which allows a preliminary assessment of climate risks associated with different scenarios, time horizons and a variety of infrastructures. ADAPTARE follows the methodology of the framework proposed by the IPCC, taking into account three variables: climate hazards, vulnerability (sensitivity and adaptive capacity of the asset) and exposure (characterization and valuation of assets) of human and natural systems.

In the risk analysis performed, the magnitude and impact of the risks differ according to the duration of the contract (due to the climatic time horizons) and the role of the company (promoter and/or operator). The climate risks identified are shown below:

[2]The definition of climate scenarios can be found in the Glossary of Terms, page 296.

Transition risks: The transition to a low-carbon economy may give rise to potential policy, legal, technological and market changes to address climate change-related mitigation and adaptation requirements. Depending on the nature, speed and focus of these changes, transition risks may involve financial and/or reputational risks of different levels.

Climate transition scenarios	Main climate risks	Mitigation and/or adaptation measures
Stated Policies Scenario (STEPS). *Announced Pledges Scenario (APS).* *NetZero by 2050 Scenario (NZE).*	• Increase in the cost of energy, both fossil fuels and electricity, and other raw materials specific to the activities. • Change in the behavior of customers and/or users in the utilization of transportation. • New regulations limiting or modifying the use of certain modes of transportation. • Increased reporting of emissions and other environmental aspects. • Lack of availability of new technologies. • Penalty or additional cost due to non-compliance with objectives associated with the Sustainable-Linked Bond (SLB). • Potential donations in the Euro Commercial Paper (ECP) program for non-compliance with each sustainability objective. • Premium payment on the debt margin of credit line debt due to non-compliance with the ESG score in DJSI. • Impact on Ferrovial's share price derived from the failure to meet SBTi targets and its potential financial effect on the share value due to the negative market reaction.	• Review and controls with the governance systems implemented in the company (risk management, compensation, etc.). • Monitoring and tracking of energy consumption to ensure compliance with emission reduction targets. • Verification of greenhouse gas emissions in accordance with the international standard ISAE 3410 of the Assurance Engagements on Greenhouse Gas Statements, which guarantees the reliability of the data. • Development and implementation of the Deep Decarbonization Path, a plan to reduce internal emissions through the use of renewable energies, self-generation of electricity, energy efficiency or replacement of machinery and vehicles. • Design and application of Shadow Carbon Price mechanisms for new investments. • Forecast of increased operational costs associated with climate change in bid tenders. • Search for innovative technological solutions to reduce energy consumption and emissions. • Study and collaboration with key stakeholders for the development of projects that favor the transition to a low-carbon economy.

Physical risks: Physical risks from climate change can lead to potential (acute) events or long-term (chronic) changes in weather patterns. There may be financial implications for organizations, e.g. direct damage to assets or indirect impacts caused by interruptions in the production chain.

Physical climate scenarios	Main climate risks	Mitigation and/or adaptation measures
Representative Concentration Pathways (RCP) 4.5 Representative Concentration Pathways (RCP) 8.5	• Initial exercise that identified the first significant risks and a range of magnitude in financial terms on certain toll road assets, increasing maintenance and extraordinary maintenance and repair work, with heat waves and drought being the main climatic hazards detected.	• ADAPTARE: implementation of a methodology and tool for the identification and analysis of physical climate risks that considers IPCC climate projections in the short, medium and long term in the projects. • Numerous measures are in place to ensure the resilience of infrastructures to climate change, defined over decades of experience in designing them, considering variations in climatic conditions, developing business continuity plans, winter maintenance plans and transferring risks through a high level of insurance policy coverage.

Opportunities related to climate change			
Mobility	Water	Energy	Infrastructure
Innovative solutions to mitigate emissions associated with mobility that include connectivity between infrastructures, vehicles and users, vehicle sharing and the electrification of transportation, reducing congestion and pollution in cities. • ***Managed Lanes:*** mobility service offered in congested urban corridors. The dynamic fare structure alleviates traffic and driving at moderate and constant speeds, resulting in relative emission reductions. • **AIVIA:** consortium led by Ferrovial whose objective is to develop, test and implement technological solutions for safer, more comfortable and interconnected sustainable digital corridors through technologies such as 5G or Artificial Intelligence, improving traffic congestion and reducing relative emissions. • **Vertiports:** design, construction and operation of the infrastructures required by eVTOL vehicles. • **Vehicle charging points:** service offered to local governments and public institutions, companies, homeowners, etc., promoting the use of low-emission vehicles.	Cadagua helps to solve the effects of climate change on water resources, orienting its business to the design, construction, operation and maintenance of water treatment facilities, favoring the availability of the resource in the natural environment and for human consumption. • **Wastewater treatment plants (WWTP):** treatment in both industrial and urban facilities to ensure the supply of drinking water, protect the environment and prevent pollution. • **Drinking water treatment plants (DWTP):** water purification through various processes that treat surface water or groundwater to obtain water. • **Seawater desalination plants:** desalination is a solution to supply challenges, especially in water-stressed areas.	Integral solutions for the development, construction, management and operation of energy infrastructures, as well as energy management services. • **Energy efficiency services:** for constant savings and continuous improvement of facilities, reducing energy consumption and emissions. • **Construction and maintenance of renewable energy infrastructures:** high-tech engineering, construction, installation and technical electrical maintenance services for the renewable energy sectors. • **Renewable energy generation:** development of solar photovoltaic power plants, wind farms and cogeneration in waste treatment plants, as well as PPA (Power Purchase Agreement) projects. The company is committed to the generation of clean energy to speed up the energy transition. • **Power transmission lines:** integrated solutions for the development and management of power transmission networks. • **Building renovation:** transformation of buildings incorporating constructive solutions to reduce energy demand and facilitate the use of renewable energies.	New opportunities for the development of sustainable and resilient infrastructures that offer solutions for adaptation to climate change, which can provide competitive advantages by providing differential solutions. **ADAPTARE** The company, in collaboration with an expert from the IPCC (Intergovernmental Panel on Climate Change), has developed a unique methodology to identify, analyze and assess the physical risks related to climate change and propose adaptation measures to mitigate the impacts they may cause on infrastructures. This methodology is applied to the different types of projects that the company develops and operates around the world. The analysis is carried out in the short, medium and long term under different climate scenarios. It takes into account the risk framework defined by the IPCC, as well as the adaptation criteria set out in the EU Taxonomy Regulation. ADAPTARE automates this methodology and facilitates the analysis and interpretation for project managers and developers.

BIODIVERSITY AND NATURAL CAPITAL

<u>Policy</u>

Ferrovial recognizes the key role performed by natural capital and biodiversity in the supply of services that support the economy and social wellbeing. Therefore, the company has a Biodiversity Policy, approved by the Q&E Steering Committee and integrated into the management system, which governs the organizational and operational processes for all contracts and articulates the organization's principles on:

- Conservation and protection of species and natural ecosystems.
- Application of mitigation hierarchy criteria for negative impacts.
- Responsible use of natural resources.
- Fight against deforestation.
- Application of nature-based solutions.
- Integration of natural capital in risk management.

The policy applies to all the company's activities and transfers its principles to its supply chain through the Supplier Code of Ethics. Based on its guidelines, natural capital and biodiversity are integrated into decision making, with a focus on identifying and analyzing dependencies, impacts, risks and opportunities.

The company is aligning itself with the Taskforce on Nature-related Financial Disclosures (TNFD), a global initiative that seeks to address the crisis of biodiversity loss and ecosystem deterioration. Ferrovial has committed as an adopter of TNFD by registering the intention to publish the first disclosures aligned with this standard.

For the application of these recommendations, the methodology developed is guided by the LEAP approach (Locate, Evaluate, Assess, Prepare) approach, in addition to different international standards and guidelines of recognized organizations such as the UN Environment Programme (UNEP), WWF or the European Environmental Agency, among others. This methodology is characterized by:

- A broad scope, considering direct and value chain operations.
- Focus on business line activities and specific assets.
- Consider infrastructure locations, as well as priority areas for biodiversity and ecosystem conservation.

Risk management and impact prevention

The company incorporates the criteria of the mitigation hierarchy in environmental management under the principle of "no net loss" of biodiversity as a guideline to minimize and compensate for the negative impacts of its activities.

From this perspective, and with the aim of minimizing the impact, the methodology INCA (Integrated Natural Capital Assessment) has been developed to measure the impact of projects and assess the different alternatives to achieve a lower impact on biodiversity and ecosystems, anticipating possible risks of impact on biodiversity.

The environmental risk assessment follows Ferrovial's risk identification and assessment process, Ferrovial Risk Management (FRM), which has led to identify biodiversity as an emerging risk. More information in the risk section of this report.

CIRCULAR ECONOMY

The principle of the circular economy aims to optimize the consumption of materials and minimize waste generation. It is a solution to problems that have a direct impact on the deterioration of the environment and makes it possible to identify new business opportunities.

The Sustainability Strategy includes among its lines of action a Circular Economy Plan that aims to establish the principles of the circular economy in the company's operating processes by promoting the reuse and recycling of waste, the efficient use of resources by applying circularity criteria, either through the reuse or recycling of materials in activities or by managing the supply chain to acquire materials with recycled content, and the reduction of environmental impact.

Therefore, in line with the requirements of the European taxonomy, the target of recovering 70% of the non-hazardous construction and demolition waste generated in construction activities has been established, with 95% of this waste having been recovered in 2023 (76% in 2022), meeting the established target.

In addition, the Circular Economy Plan determines for the Construction division an annual target of 80% reuse of soils, while for water treatment plants it is committed to the valorization of 80% of sewage sludge generated for agricultural use, composting or thermal drying. In 2023, 88% of soil was reused (90% in 2022) and 80% of sludge generated was recovered (77% in 2022).

More information in the GRI Indicators Appendix.

The circular economy guidelines are also included in the Quality and Environment Policy, which establishes the efficient use of natural resources and raw materials, using recycled materials whenever possible, as well as the reduction of waste generation in the activities carried out.

The company has carried out various actions related to waste management and the circular economy to help achieve the targets set out in the Circular Economy Plan, which contribute to reducing waste generation and, consequently, to reducing greenhouse gas emissions by avoiding the transport of materials:

- Prioritization of the reuse of materials onsite, such as construction and demolition waste (CDW) or excavated soils, either for the replacement of materials or for use as backfill.
- Utilization of reused concrete in construction sites by crushing in situ and manufacturing new concrete with the materials generated.
- Usage of reused precast concrete blocks.
- Reuse of steel structures.
- Discarding all recovery or reuse options, the segregation of waste on site is promoted to recycle as much as possible, being the last option to send it to a landfill.

WATER FOOTPRINT

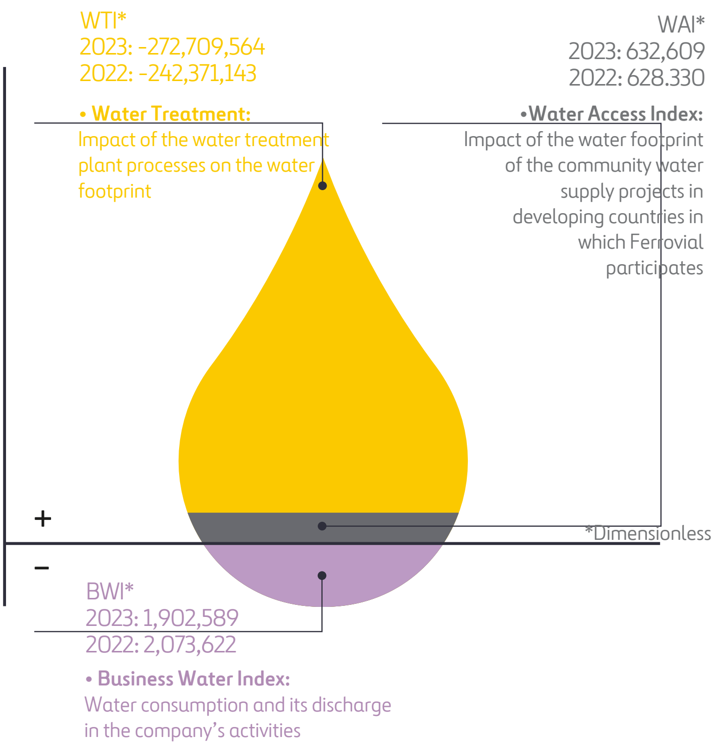
Water is one of the environmental resources that is suffering the most impacts in recent years, with conditions derived from climate change such as water stress, deterioration of water quality due to pollution, as well as a growing demand for drinking water.

The Water Policy, approved by the Q&E Steering Committee, recognizes water as a limited and irreplaceable natural resource and access to it as a fundamental human right. The water management strategy takes into consideration its availability, quality and the balance of the ecosystems on which it impacts.

In its role as a consumer of water and supplier of services associated with water resources, the company manages the resource responsibly and efficiently, addressing the entire water cycle, from groundwater and surface water to wastewater, favoring social development and the conservation of ecosystems.

Thanks to its subsidiary Cadagua, it plays a key role in water management, contributing to solving the main challenges of supply, quality, sanitation and pollution, especially in areas with water shortages. For this reason, it is working, among other lines, on the implementation of more appropriate treatments that allow the elimination of contaminants of emerging concern, as well as bacteria resistant to antibiotics.

WATER FOOTPRINT PERFORMANCE



POSITIVE CONTRIBUTION

The water treatment activity together with the social action projects help to offset the impact of water consumption and discharges needed and generated by the business units.

To measure the impact of its activities on water resources, the company has developed its own methodology based on the principles of The Water Footprint Assessment Manual (WFM) and the Global Water Tool (GWT), two internationally recognized references for calculating the water footprint, and takes into account the source of water collection, assigning different weights depending on its origin, the country's water stress, and the destination of discharges and their quality depending on the treatment they have received.

With the methodology established for the calculation of the water footprint, we have the possibility of carrying out water management by each geography, since the water stress of each country is taken into consideration. Locally, the source of water collection and the destination of the discharge are evaluated to minimize the impact on the environment. In addition, the projects manage locally measures to reduce water consumption throughout the life cycle of the infrastructures and to increase their reuse. This includes implementing measures to prevent water contamination during the construction or use phase of a building/infrastructure. For example, all the necessary devices and measures are installed and fixed to guarantee the quality of the water that may be affected by the actions (by means of pollutant retention ponds, sediment retention barriers, etc.).

The methodology is composed of three indexes:

- Business Water Index (BWI): measures the negative impact that activities produce as a result of water consumption and discharges generated.
- Water Treatment Index (WTI): measures the positive impact of the water treatment processes carried out at Cadagua's treatment plants.
- Water Access Index (WAI): determines the positive impact of social action projects aimed at improving access to water and sanitation in vulnerable communities.

The company has established the following targets in relation to its water footprint:

- Reduce BWI by 20% in 2030 (base year 2017). In 2023, a reduction of 31% has been achieved compared to 2017 (-8% compared to 2022).
- Annually offset 70 times the BWI (WTI + WAI > 70 BWI). In 2023, 144 times the BWI has been offset (117 in 2022).

Sustainability Linked Bond

Ferrovial, recognizing the crucial role of sustainable finance in supporting the transition to a low-carbon and more resource-efficient economy, has decided to implement a sustainability-linked financing framework to connect its future financings with its sustainability targets, to achieve sustainable performance and contribute to the future of the planet and generations to come.

The transaction was closed by issuing seven-year sustainability-linked bonds with a total value of 500 million euros. With this bond issue, the company commits to investors to achieve the sustainability-related targets it has linked to this bond, having determined the following KPIs:

- Reduction of GHG Scope 1&2 emissions (in absolute terms).
- Reduction of GHG Scope 3 partial emissions (in absolute terms).

More information can be found in https://www.ferrovial.com/en/ir-shareholders/share-information/debt-issuances-rating/documents/sustainability-linked-financing-framework/

Progress in decarbonization of the company's activities

In 2023, in line with the company's commitment to the decarbonization of its activities, a collaborative project has been launched for the use of alternative fuels (HVO), which will result in a reduction of emissions from Ferrovial's activities. The advanced biofuel has the advantage of allowing it to be used in various types of machinery, both mobile and stationary, and can replace fossil fuels as it is produced from renewable raw materials.

Ferrovial has also set a target of 100% renewable electricity consumption by 2025 as part of its decarbonization plan. In this regard, Budimex has invested in the construction of renewable electricity generation projects for self-consumption. Among its most relevant projects is the generation of 120 MW of photovoltaic energy and 110 MW of wind energy.

DIGITALIZATION AND INNOVATION

DIGITAL TRANSFORMATION AND COMPETITIVE ADVANTAGES

Digitalization and innovation promote efficiency and competitiveness, transforming and diversifying the company's activities, as well as paving the way for a more sustainable future.

Ferrovial continues to consolidate the digitalization of the company as part of its strategic transformation process, based on the pillars of innovation, sustainability and future growth through Digital Horizon 24.

During 2023 Ferrovial invested 73.97 million euros, to boosting digitalization in the businesses and for the development of innovative solutions in its infrastructures.

INVESTMENT IN DIGITALIZATION AND R+D+I (M€)	PROJECTS DEVELOPED IN R+D+I	DIGITAL PRODUCTS
73.97	158	+18

DIGITALIZATION

The digitalization pillar of Digital Horizon 24 is articulated through a series of specific programs aimed at addressing the needs of business units in this area: Digital Construction (digitalization of construction management and administration processes), Digital Concession (smart toll roads and new businesses such as energy or water) and Digital Corporation (finance, human resources, etc.). They are all supported by transversal drivers upon which digitalization projects are developed.

The first of these enablers is **data**, reinforced in PANGEA, a digital platform for the standardization of data that allows its exploitation to create value and apply artificial intelligence algorithms, which contribute to better decision making. For example, Ferrovial Construction standardizes and reuses works data and automatically integrates all technical and financial developments. Use cases continue to expand to other departments and business units.

Another driver is **cybersecurity** that, in 2023, has focused on reducing exposure to cyber threats by improving protection and detection and response times. Ferrovial has implanted a basic cybersecurity program for all assets managed by the concessions business unit to comply with the European Directive on Essential Services Operators (NIS). Cyberculture was also deployed, an individualized awareness program for each employee according to their level of exposure to cyber risks.

ENABLING VALUE IN THE BUSINESS

Likewise, in the case of digital platforms, **observability services** have been implemented to monitor the use and operation of applications and infrastructures in real time, also contributing to improve maintenance and evolution in a more proactive and efficient way. The latest digital assets provided by Ferrovial, such as AIVIA or NextPass, already feature this service.

Ferrovial has also progressed in its **process transformation program**, with new automation tools such as UIPath, PowerAutomate and PowerApps. This program, based on the opportunities detected, allows to improve the efficiency of certain procedures and reduce repetitive tasks, increasing employee productivity, for example, by issuing automated reports on control, auditing or management of financial or IT service requests. Process mining is being tested in some departments, such as accounting, to automate the identification of improvement opportunities through AI and facilitate their implementation.

The value of technological transformation is only possible through people. Ferrovial encourages this cultural change by implementing **change management and training** programs such as Digital Skilling, aimed at complementing and extending the skills of work teams through continuous training. In 2023, one of the most relevant initiatives was the Learning Days, a periodic event focused on the development of digital skills and the exchange of knowledge between employees and other external stakeholders.

Finally, it is fundamental for Ferrovial to leverage the capabilities of external partners through solid **strategic alliances.** In 2023, in addition to strengthening the alliance with Microsoft, other strategic agreements were reached with NTT Data and Salesforce for the digitalization of infrastructures, development of digital solutions for industry and the promotion of the launch of a Center of Excellence by NTT Data in Spain. Another of its main strategic alliances has been formalized with the Spanish technology company Sngular for the joint deployment of solutions through digital products based on artificial intelligence and IoT.

INNOVATION

Innovation in Ferrovial begins with priorities defined by the business units. Competitive advantages are generated through exploration and experimentation with new technologies and methodologies, and a sustainable impact is ensured thanks to the transformation of the business and the development of new products and services. Ferrovial therefore pursues an Innovation Strategy, framed within Digital Horizon 24 and aimed at creating impact in the following areas:

Generate efficiencies and competitive advantages

PROJECTS WITH STARTUPS

47

NEW APPLIED TECHNOLOGIES

27

The search for competitive advantages by improving productivity through automation and robotization is one of the main strategic focuses. Ferrovial was the first infrastructure company in the world to provide its employees with MAIA (My Artificial Intelligence Assistant), a generative artificial intelligence tool that simplifies daily tasks, boosting productivity through solutions that incorporate the latest technological advances.

In addition, it has managed to add value by automating operations in infrastructure construction. One example is the stakeout robots, capable of autonomous and accurate measurements and stakeouts, saving time, increasing people's safety and reducing costs in construction projects.

Sustainable infrastructure development is also a major priority for Ferrovial, and therefore solutions have been implemented to measure and reduce the carbon footprint of construction projects.

The company also continues to deploy parametric and generative design techniques that use algorithms and specialized software to create complex and customized 3D models, optimizing infrastructure design and improving its efficiency and competitiveness.

Transforming the business

Innovation is a backbone of the transformation process of Ferrovial's different business units. This process affects every stage of the infrastructure management value chain, from the bidding phase, infrastructure design, construction, asset operation and maintenance.

Ferrovial operates an open innovation model. The Centers of Excellence (CoE) for Mobility, Asset Management and Energy and Sustainability, specialized units that lead the implementation of strategic innovation projects that are transversal to the different lines of business and generate added value with a range of projects.

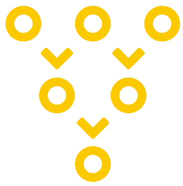
AIVIA is one of the main Mobility CoE initiative, which consists of developing and implementing the physical and digital infrastructure needed for the toll roads of the future. Thanks to capabilities such as teleoperation, predictive maintenance or automation, it will be possible to ensure a correct transition where conventional, connected and autonomous vehicles can coexist in harmony, maximizing safety and traffic flow on Ferrovial's toll roads.

In the Asset Management CoE, Ferrovial has designed Transversal Asset Management, an innovative and flexible platform that digitizes asset management activities and processes in Ferrovial's business units and its core assets.

Finally, Ferrovial's Sustainability and Energy CoE implements projects and carries out decarbonization solutions aligned with the company's sustainability strategy. The use of renewable and alternative fuels to diesel, experimentation with new technologies for renewable and low-carbon generation, storage and smart grids are some of the lines of work.

Diversification and growth

Thanks to the creation of the Innovation Growth area, Ferrovial has promoted the design and implementation of new business models in unconventional markets, always linked to infrastructure.



In 2023, Ferrovial collaborated with startups on 47 projects and signed business agreements and invested in several Venture Capital funds, accelerating its innovation process, improving its competitiveness and offering more advanced solutions to its customers.

Finally, Ferrovial continues to strengthen the open innovation ecosystem, initiating new collaborations with universities and research centers, such as the Georgia Institute of Technology, which joins MIT as one of the leading partners in the innovation ecosystem in the USA.

BATTERY ENERGY STORAGE

Development and integration of battery energy storage systems (BESS), which help balance electricity supply and demand, ensuring a stable and reliable energy supply.

PARAMETRIC AND GENERATIVE DESIGN

Optimized designs based on the input of parameters, such as materials, site constraints, and environmental issues, as well as on the use of algorithms to explore many options before deciding on the final design, ensuring fast and reliable results.

5D AEROSAFE

The 5D-AeroSafe project offers a digital technology that provides a set of drone-based services to increase the safety and security of airports and waterways while reducing operational costs.

NEXTPASS BY NEXTMOVE

It is a mobile app available for iPhone and Android, facilitating toll payments on roads, bridges, tunnels, or express lanes without the need for a physical transponder or toll tag.

H&S PLATFORM

Ferrovial's Health and Safety platform for the management of processes that covers incident reporting, observations, inspections and audits, as well as the subsequent analysis, investigation and management of corrective and preventive activities. It has a mobile application that allows information to be captured on site in real time.

TRANSVERSAL ASSET MANAGEMENT SOLUTION

TAM is Ferrovial's Asset Management solution aligned to whole-life asset data standards supporting efficiencies during handover and O&M phases of infrastructure.

CARBON TOOL

The infrastructure carbon tool is conceived to be a whole-life carbon management tool to support project teams throughout the different stages of a project lifecycle. The accuracy of carbon data and calculations will increase throughout the different stages of an infrastructure lifecycle.

ROADMAP TO ANIMATION

This program aims to add scalable value to Ferrovial's businesses through the application of automation technologies.

AIVIA SMART ROADS

Projects which aims is to define the model for the sustainable infrastructure of the future for mixed traffic through the development of 5G smart roads and advanced monitoring, sensing and simulation technology.

CONNECTED SITES

Connected Sites is one of Ferrovial Construction's most emblematic project providing productivity, efficiency and operational improvements thanks to monitoring the situation and status of the equipment deployed on a construction site in real time.

- Competitiveness
- Risk Management
- Efficiency
- Diversification
- Transformation

CYBERSECURITY

PROTECTED ASSETS

The strategic importance of digital products and services (IT), industrial systems (OT), Internet-connected assets (IoT) and the information generated and used in all processes and operations that support business activities are decisive for the creation of value for stakeholders.

Ferrovial has consolidated an adequate organizational structure, a robust security model and has allocated the necessary resources to guarantee the confidentiality, integrity and availability required by its digital assets

100%
Successfully managed security incidents

127,565
Phishing scam emails received by employees

7,858
Unique users included in phishing simulations

6,083
Suspicious phishing emails reported monthly by users

24,454
Training actions completed by users

13,375
Accesses blocked monthly to malicious domains

80,195
Phishing and malicious emails, blocked on a monthly basis

7,294
Monthly blocked access attempts to corporate resources with malicious or untrusted origin (November and December average).

GOVERNANCE

Ferrovial has a Cybersecurity Governance model aligned with the business that supports the fulfillment of the company's objectives. The model considers it key to have an adequate Cybersecurity risk management program, as well as Cybersecurity capabilities (controls) to manage it.

A Cybersecurity risk assessment is performed annually in all Ferrovial's business units and subsidiaries, evaluating the exposure of the company's assets to cyber threats and the impact they may have on them. The level of compliance with Cybersecurity capabilities is also assessed and a roadmap is required to be drawn up to ensure that the level of risk remains within the acceptance thresholds in accordance with the risk appetite defined by the company.

Ferrovial's Governing Bodies supervise the level of cybersecurity risk on a regular basis and monitor the achievement of the roadmap and ensure the provision of resources should they be necessary.

The company has a Global Chief Information Security Officer (CISO) and Local CISOs, designated for their respective divisions and subsidiaries. Their roles and responsibilities in cybersecurity matters have been defined, as well as the relationship model between the different business units.

The Global CISO reports periodically to Ferrovial's Management Committee and to the Management Committees of the divisions, generally reporting on the security strategy and program, as well as on the main security risks and threats.

The Global CISO at the request of the Audit and Control Committee, provides information on the security strategy and program, on the level of internal control, on the main security risks and threats and how they are being managed. It also reports periodically to the Board of Directors, providing information about the strategy, the security program and the main security risks and threats, as well as their management.

Throughout 2023, advanced threat protection capabilities were strengthened and training and awareness-raising actions were promoted to maintain an adequate cybersecurity culture. Improvements were implemented in security in the life cycle of digital products and services, as well as in the management of risks associated with the supply chain and detection and response capabilities in industrial environments.

Artificial Intelligence (AI) has been a protagonist throughout 2023 and will continue to be so during 2024 in the different perspectives in which Ferrovial is working: as a transformer of business operations, analyzing how to protect against the new capabilities it offers to threat agents and as a potential tool to support Cybersecurity.

During 2024, in preparation for Ferrovial's planned listing on the Nasdaq, the strategic programs aimed at adapting to the technical and organizational requirements required by Sarbanes-Oxley (SOX) that began in mid-2023, as well as the SEC Final Rules on Cybersecurity, will continue to be carried out.

MODEL

The Corporate Cybersecurity Policy, approved by the CEO, applies to all divisions and subsidiaries. It is structured around a set of principles and objectives that reinforce the business strategy. It is implemented from the Security Model based on organization, people, processes and technologies, formalized in a Security Regulatory Body that takes as a reference the best practices in the market, highlighting the NIST CSF and the ISO 27001 standard (Ferrovial has been certified since 2012).

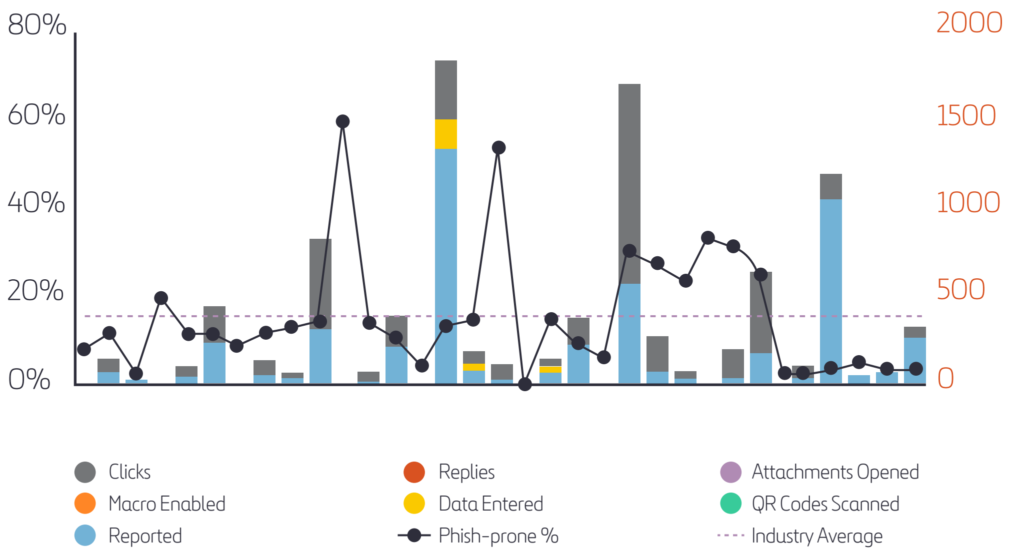
The Cybersecurity Model follows the ISO 27001 continuous improvement principle (Plan, Do, Check, Act). The strategy is implemented through a program comprising initiatives that enable new capabilities or improve existing ones. It is monitored periodically by Ferrovial's governance bodies and is benchmarked against the results of audits and reviews, compliance with KGIs and security KPIs or new cybersecurity threats.

The company continuously evolves and adapts is updating its cybersecurity strategy, through its protection, detection and response capabilities to address the evolving cyber threat horizon, with a special focus on the increased sophistication and media impact of ransomware attacks, email compromise (BEC) or supply chain compromise and the instrumentalization of AI in targeted phishing, smishing, vishing or QRishing attacks.

CULTURE

During 2023, Ferrovial has committed to evolving the cybersecurity culture, systematizing and increasing the vision of cybersecurity within the company. To this end, a user-centric approach has been adopted, in accordance with the needs of its function and with the active participation of users, identifying and reporting suspicious emails received.

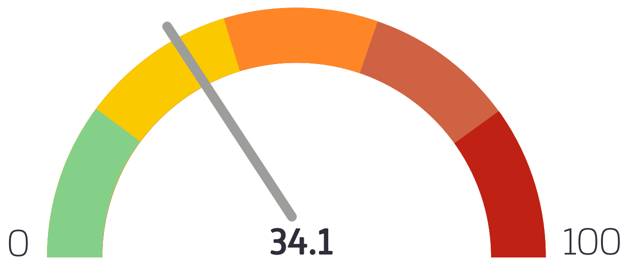
PHISHING SECURITY TESTS



The frequency of phishing drills has been increased, including its different variants: vishing, smishing and QRishing, which are now carried out every two weeks. After the drills, the level of risk of suffering this type of attack is measured and the following cycles of education, awareness and training are adapted to the specific needs identified.

Users are provided with a view of their own risk rating and the risk rating of the people in their team. This risk is nourished by their role in the company and by the information on cybersecurity culture, including their performance in drills and their participation in the training actions carried out.

PERSONAL RISK SCORE



Their risk score is based on a number of factors, such as job title, phishing test results and training completed.

It is worth noting that the company has the ability to measure and analyze the level of cybersecurity culture in real time, facilitating targeted awareness actions with a high level of granularity.

Regarding training, users have completed different training actions, both general and specific according to the requirements derived from the role in the company, risk level, specific cyber-attacks, etc.

The management of the security culture is carried out with a specific platform, which combines simulation management, training management (LMS) and cybersecurity culture measurement.

The company uses e-mail, the intranet and Yammer as its preferred means of publishing relevant security news and pills. These media include information and guidelines on the most common threats faced by employees, both in their professional and private lives.

LEGAL, REGULATORY AND CONTRACTUAL COMPLIANCE

The Security Compliance area, integrated in the Cybersecurity Department, is responsible for identifying the applicable legislation and the security requirements necessary to ensure compliance in this area.

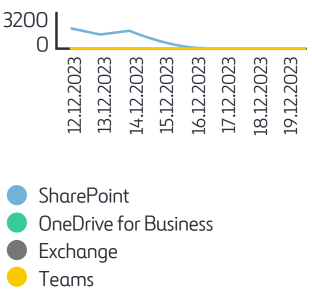
The most relevant regulations covered by the Security Model are, but not limited to, the following: The General Data Protection Regulation (RGPD and LOPDGDD), the Internal Control System for Financial Information (SCIIF), the SWIFT (Society for Worldwide Interbank Financial Telecommunication) regulations, the NIS Directive, the Crime Prevention Model typified in the Criminal Code, the National Security Scheme (ENS), ISO 27001 and the different local regulations of the geographies in which Ferrovial operates relating to the protection of essential services and critical infrastructures.

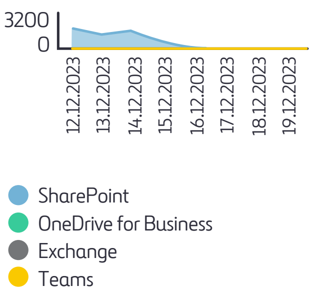
When new regulations are identified or modifications are made to the requirements of those already identified, the Security Model is updated. In addition, specific programs have been implemented for compliance with data protection, Criminal Code, SCIIF, SWIFT and ISO 27001, and the process of adapting to SOX and the SEC Final Rules on Cybersecurity has begun.

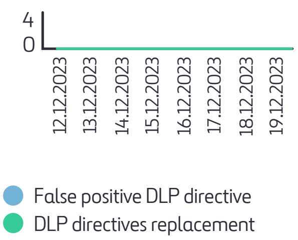
Likewise, the Cybersecurity Department ensures compliance with the security requirements defined in the bidding documents, tenders and contracts in the different businesses.

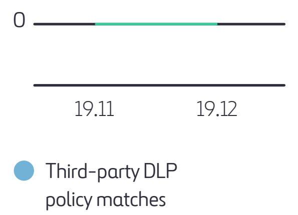
THREAT DETECTION, CORRELATION AND CYBERINTELLIGENCE

To protect its data centers, perimeters, workstations, mobile devices and cloud environments, the company has two SOCs (Security Operations Centers). These services act when they receive alerts generated by SIEM (Security Information and Event Management) tools and when they detect use cases defined by Cybersecurity Department that imply their activation.



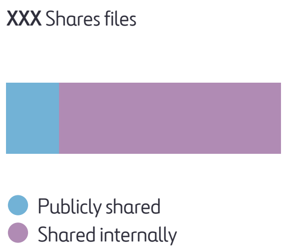






Users currently sharing most files from cloud applications

User	Share files
... .com	XXX
... .com	XXX
... .com	XXX
... .com	XXX



0 high-risk applications

Medium risk
Low risk
High risk

Ferrovial has cyberintelligence capabilities that provide information on threat actors and their techniques and tools, enabling the deployment of controls to prevent successful attacks.

In addition, detection and response capabilities have been increased. Retroactive investigation, real-time vulnerability detection and information protection capabilities have been incorporated. Security processes have also been enhanced by taking advantage of advances in artificial intelligence.

Finally, the company maintains formal collaboration agreements with national and international cybersecurity agencies, allowing it to share and receive information related to cybersecurity threats and incidents.

CYBERATTACK RESPONSE

The company has a CSIRT (Computer Security Incident Response Team) that intervenes when events detected by the SOC may become security incidents. This team integrates DFIR (Digital Forensics and Incident Response) capabilities to analyze events in order to contain them, mitigate them and prevent their recurrence. The identification of IoCs (Indicators of Compromise) and TTPs (Tactics, Techniques and Procedures) are key to improving protection and detection mechanisms.

Ferrovial has a cyber-incident management protocol based on best market practices (INCIBE-CERT National Guide for Notification and Management of Cyber-Incidents, the ISO/IEC 27035 standard, and the NIST Computer Security Incident Handling Guide. One of the key elements within the protocol is communication to stakeholders (regulators, authorities, customers, etc.) and communication mechanisms have been established considering the deadlines and agreements established for this purpose.

Detection and response capabilities are systematically tested with Breach & Attack simulations supported by technologies already available on the market. It should be noted that there were no material breaches of Ferrovial's information systems during 2023.

RESILIENCE AND CYBER RESILIENCE

The company has established Contingency Plans and Recovery Plans to respond to and recover from disruptive events. The Crisis Management Protocol involves different divisions and divisions of Ferrovial, in accordance with the protocols established for each of them. Response and recovery plans for incidents and disruptive events are tested at least once a year.

Similarly, within the activities of the Vendor Risk Management (VRM) process, critical suppliers must provide evidence of periodic testing to ensure compliance with established service level agreements.

Over the course of 2023, Ferrovial has carried out various initiatives and table-top simulations, testing in a crisis situation the organizational structure, procedures and capabilities required in the coordination of detection, response and recovery actions in the event of cyber-incidents.

In addition, the company has a cyber insurance policy that offers different coverage for disruptive events and cyber incidents that may occur in the context of the activity carried out by Ferrovial, its business units and subsidiaries. These coverages include financial, incident response and legal.

THIRD PARTY RISK MANAGEMENT

Ferrovial has a third-party risk management (VRM) program that establishes the security requirements that third parties must comply depending on the service to be provided for the company, considering, among other things, the level of access to its resources and information.

The program establishes formal evaluations of third parties throughout the life cycle of their relationship with Ferrovial. These evaluations are based on reports issued by third parties, certifications, ratings or other audit and review techniques that provide the necessary information to determine the level of control and security of third parties.

EXTERNAL VERIFICATION AND VULNERABILITY ANALYSIS

The company continuously reviews its Security Model to identify areas for improvement and vulnerabilities. Security audits and reviews are carried out annually, among which the following stand out:

- Internal and third party audits associated with the renewal of ISO 27001 certification.
- Security audits within the framework of the consolidated financial statements audit (ITGC and ITCC).
- Self-assessment of ITGC/ICFR controls.
- External audit SWIFT (Society for Worldwide Interbank Financial Telecommunication).
- Audits performed by Internal Audit (Third Line of Defense).
- SOX IT readiness assessment.
- Ad hoc security reviews according to annual planning (Red Team, Pentesting, etc.)
- Recurrent breach & attack exercises combined with threat hunting.
- Vulnerability reviews in data centers, workstations, perimeters and cloud environments.
- Vulnerability reviews in the source code.
- Review of Ferrovial's cybersecurity rating.
- Supplier security risk reviews (Vendor Risk Management).
- Crisis simulations (table-top exercises).
- Security Model assessment campaigns.
- Review of the company's Cybersecurity culture level.

The Cybersecurity Management groups, assigns, plans and monitors the implementation of the different action plans derived from the assessments, reviews and audits performed.

VALUE CHAIN

EFFICIENCY AND EXCELLENCE

Efficient management of the supply chain is essential to guarantee quality, reduce costs and improve lead times, resulting in greater customer satisfaction. The company has mechanisms in place to understand the expectations of the users of its infrastructures, which, together with the implementation of new technologies, enables a unique experience.

SUPPLY CHAIN

Ferrovial's supply chain management is regulated through the Global Purchasing Policy and the Purchasing Procedure, fundamental tools to ensure efficient and sustainable purchasing management and to maintain an ethical and responsible relationship with suppliers. These procedures provide global guidelines that are adapted locally. It is therefore guaranteed that the products and services purchased comply with the requirements specified in the contract with the customer and those of the company, acquiring them under the best possible conditions and from suppliers capable of meeting these requirements, Also incorporating responsible and sustainable purchasing criteria in the decision making process.

Ferrovial's supply chain varies depending on its different business units, although it is mainly concentrated in the Construction activity, which represents more than 93% of suppliers and orders. It is mainly made up of manufacturers, distributors and subcontractors, and is characterized by a high number of suppliers, a significant degree of subcontracting, a high percentage of local suppliers, a very diverse supplier typology and the need to adapt to the requirements of each local market.

The company focuses on maintaining an ethical and responsible relationship with its suppliers, applying a strict Ethical Integrity Due Diligence Procedure and sharing with them the Supplier Code of Ethics, ensuring a relationship with suppliers that share its values and principles. It is essential to build lasting relationships with strategic partners to achieve a comprehensive approach in line with corporate objectives and find synergies in its supply chain. Ferrovial is committed to the continuous improvement of its processes, as well as to achieving environmental, social and ethical objectives through its purchases, which involves considering not only economic aspects but also ESG impacts.

NUMBER OF SUPPLIERS	NUMBER OF SUPPLIERS ASSESSED	PURCHASES FROM LOCAL SUPPLIERS
44,386	7,562	96.9%

In this regard, effective risk management is essential and includes the evaluation of suppliers and the implementation of appropriate measures to ensure the quality and safety of supplies. To this end, the main risks and opportunities that could affect the creation of value in the supply chain are monitored, as well as the economic, social and environmental impacts associated with the activity. For example, to mitigate the risk of disruptions in the supply chain, the ecosystem of critical suppliers is monitored, and viable alternatives are identified to guarantee supply continuity and minimize possible negative effects.

Overall, the degree of criticality of all suppliers is analyzed, defining a critical supplier as one whose purchasing volume is significant from an economic perspective, or one whose supplies or services could imply a negative impact on business continuity in the event of an incident, either by manufacturing critical materials or equipment or by being difficult to replace. Based on these criteria, at the end of 2023, there were 216 critical suppliers identified in the Construction division, of which 214 were Tier-1 and 2 Tier-2. Of these suppliers, 130 were evaluated, of which seven were detected with potential negative impacts. Among the latter, three have an improvement plan implemented while one supplier is involved in a corrective action plan.

During 2023, 7,562 suppliers were assessed (12,189 en 2022), of which less than 1% were rejected (similar figure in 2022). Regarding supplier turnover, a total of 31.9% corresponded to critical suppliers (24.27 in 2022), while 96.9% were local suppliers (97.03% in 2022).

COMMITMENT TO INTEGRATE

ESG

CRITERIA

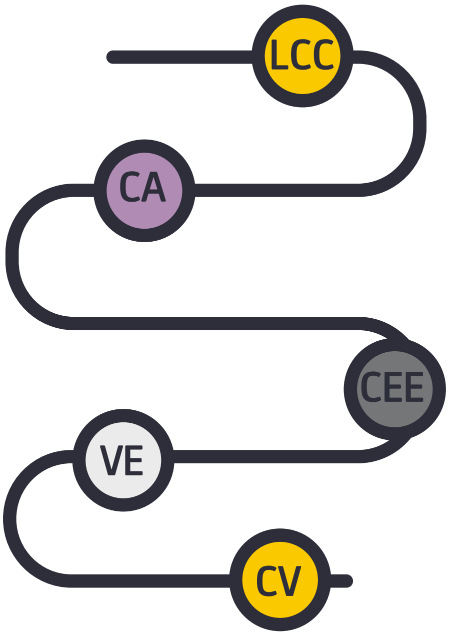
INTEGRATING ESG PRINCIPLES

Ferrovial has a Suppliers Code of Ethics, integrated into the Suppliers Ethical Integrity Due Diligence Procedure, which all suppliers are required to be aware of and accept before establishing contractual relations with the company. It sets out the basic principles that should govern their behavior in their business relationship with Ferrovial. In addition, model orders and contracts include clauses that address environmental, social and labor, health and safety, compliance with the Global Compact guidelines, along with ethics and anticorruption issues.

ESG affairs are also considered in the analysis of suppliers. In this line, high-risk suppliers are classified as those that supply products with high-risk or belong to sectors identified as high-risk, and/or manufacture the products supplied in high-risk countries.

The assessment and tracking of supplier performance also takes ESG criteria into account. The Construction division uses a computer application for the evaluation and follow-up of suppliers on the basis of the appraisals carried out at each construction site or work center. The valuations make it possible to qualify suppliers on an ongoing basis, and the result can lead to a warning for the supplier, the implementation of an action plan for improvement, or even suspension from working with Ferrovial, depending on the severity of the case.

Finally, the Ethics Channel is available to all stakeholders on Ferrovial's website, guaranteeing transparency in relations and allowing the notification of any conduct that is not in line with the company's standards.



SUSTAINABLE PURCHASING

The implementation of new technologies and innovative projects in the supply chain is essential to achieve more efficient, transparent and sustainable management. In this regard, various initiatives continue to be carried out in the company, highlighting:

- Low Carbon Concrete Project: seeks to develop sustainable concretes with low levels of CO2 emissions, facilitating the achievement of environmental objectives, especially related to the reduction of the carbon footprint.
- Guide to Procurement Aligned with the European Union Taxonomy: its objective is to advise those responsible for purchasing on the selection of suppliers that comply with the taxonomic requirements.
- Purchase of electricity from renewable sources: the company promotes the acquisition of electricity with a guarantee of origin and is progressively moving towards the 100% target for 2025 established in the Horizon 24 Strategic Plan. In 2023, 68.5% of the electricity purchased was produced from renewable sources.
- Efficient vehicle fleet: the company has also established in Horizon 24 the decarbonization of its vehicle fleet. The goal is to reduce emissions from the fleet to 33% by 2030.
- Green Purchasing Catalog: it aims to promote the purchase of sustainable products, thus contributing to the reduction of environmental impact in the construction sector. In 2023 it has been updated and expanded, adding new alternatives for the supply of green products that have Environmental Product Declarations and additional information accrediting improvements in sustainability. These products will be available at both the contracting and execution stages, allowing project managers to access detailed information on their environmental impact.

These initiatives reflect the company's commitment to sustainability and the fight against climate change, promoting a more responsible and conscious management of natural resources.

Reducing emissions in the supply chain

Ferrovial has launched the Supplier Collaboration Program to address the reduction of Scope 3 greenhouse gas emissions.

As part of this initiative, we have begun to work with suppliers to learn about their performance in terms of emissions, product recyclability and other aspects of environmental management. In this way, a communication channel is established that enables deepening the sustainable management of the supply chain, promoting the decarbonization of the business.

In 2023, a survey was conducted with the main suppliers of significant materials (steel, aggregates, cement, concrete, bitumen and agglomerate) with a scope of 84% of the turnover of these suppliers, based on 2022 revenue data. The information requested focused on carbon footprint data, the percentage of recycled material contained in the products sold to Ferrovial, and whether they have Environmental Product Declarations (EPD).

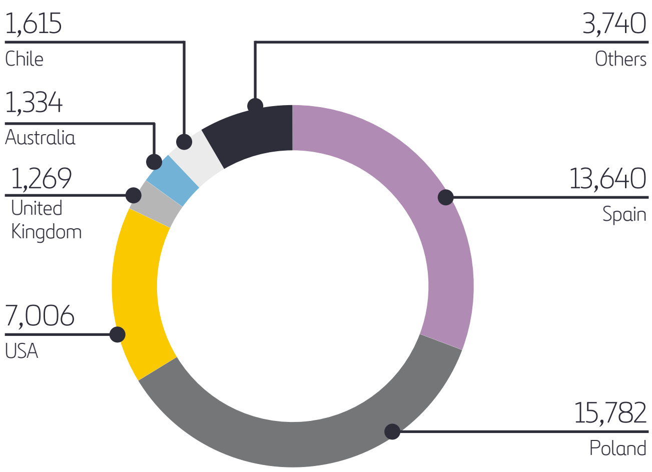
The information obtained is currently being analyzed to identify possible avenues for collaboration with suppliers in order to achieve progress in reducing the carbon footprint for both parties.

Supplier360, a supply chain management support tool

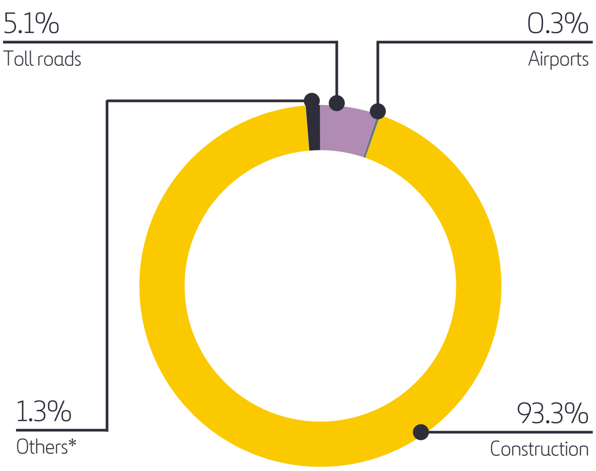
Ferrovial uses Supplier360, an IT tool that monitors suppliers through advanced data analytics techniques, language processing and internet searches. This makes it possible to detect potential risks, whether financial, environmental, legal, labor, human rights or reputational. The platform provides additional information to that already available in the supplier databases, both for the selection, contracting and follow-up phases.

In 2023, 1,130 suppliers of Ferrovial Construction have been monitored, representing more than 60% of supplier turnover in Spain, USA and UK. A total of 588,872 data have been collected through this tool. Likewise, the data sources have been expanded, incorporating mainly those related to compliance and ESG behavior. The information obtained from Supplier360 has also been integrated into the corporate purchasing tool, which has allowed greater visibility of the information throughout the company.

SUPPLIERS BY COUNTRY



SUPPLIERS BY BUSINESS



*Corporation and Energy Infrastructures and Mobility

CERTIFIED ACTIVITY

86%

ISO 9001
ISO 14001

CERTIFIED ACTIVITY

69%

ISO 50001

CUSTOMER SATISFACTION

4.2

OUT OF 5

QUALITY

The Quality and Environment Policy provides a key lever to drive continuous improvement, technical capabilities and process efficiency. In order to achieve these objectives, Ferrovial implements an efficient management based on innovation and the use of new technologies, offering a unique and high-quality experience to its customers and users, managing all the aspects that influence it in an excellent performance.

For this purpose, a unified work method is established, implementing an operating procedure in all contracts to offer products and services that meet quality requirements and consider environmental criteria.

To ensure compliance, the company has implemented an integrated management system in accordance with quality, environmental and energy criteria in all its contracts, which serves as a tool for complying with the principles defined in its policy.

INTEGRATED MANAGEMENT SYSTEM

In 2023, the certified activity reached 86% according to ISO 9001 standard, 86% according to ISO 14001 and 69% according to ISO 50001. The calculation is based on the number of contracts that have implemented these systems coinciding with the taxonomy perimeter. In some cases, services are also certified under other standards due to local requirements. It should be noted that in 2023 three new subsidiaries in the Construction division in the multisite were included under the scope of ISO 9001 and ISO 14001 certifications in Peru, Colombia and France .

In addition, Dalaman Airport continues to make progress in obtaining certificates since its acquisition in 2022, having implemented several formalized management systems to ensure the standardization and quality of its activities: ISO 9001 for quality, ISO 14001 for environmental management, ISO 50001 for energy efficiency, ISO 45001 for occupational health and safety, ISO 27001 for information security and ISO 10002 for customer complaints and claims.

As part of the system management, internal audits are conducted and complaints are recorded in 100% of the contracts. In 2023, 495 external complaints/communications were received, of which 94% were successfully closed. Dalaman Airport in this field has carried out a process of digitalization of the management and collection of complaints to improve the monitoring and resolution of complaints.

OTHER CERTIFICATIONS

In 2023, the certification that AENOR awarded in 2020 to Ferrovial on sustainability and business contribution to the Sustainable Development Goals was renewed. This certification highlights the value of the company's Sustainability Strategy and the actions carried out by the company in ESG matters, reinforcing its commitment to the SDGs.

Since 2010, the company has been awarded the Madrid Excelente guarantee mark, which recognizes and certifies quality and excellence in business management, highlighting innovation, environmental and social sustainability and customer satisfaction.

In addition, in 2023 Ferrovial Construction and Cadagua obtained the SGE21 certification from Foretica, a standard that enables the implementation, auditing and certification of an Ethical and Socially Responsible Management System, which provides the company a competitive advantage in the short term with respect to clients and stakeholders.

Ferrovial is also collaborating with the International Organization for Standardization (ISO) and the Spanish Association for Standardization (UNE) in the definition of the ISO 53001 standard on the Management System for the United Nations Sustainable Development Goals.

There are also other certified systems that comply with regulations related to health and safety, the environment, governance or collaborative business, among them:

Certification	Name	Certification	Name
UNE 19601	Criminal compliance management systems	ISO 45001	Occupational health and safety management systems
UNE-ISO 37001	Anti-bribery management systems	ISO 27001	Information security management systems
UNE 19602	Tax compliance management system	PAS 2080:2016	Carbon Management in infrastructures
UNE 166002	R&D&I management system	EMAS III	Voluntary participation of organizations in a community-based management system and environmental auditing
BIM ISO 19650	Managing information throughout the life cycle of a built asset by utilizing BIM		

LEGAL REQUIREMENTS AND TECHNICAL STANDARDS

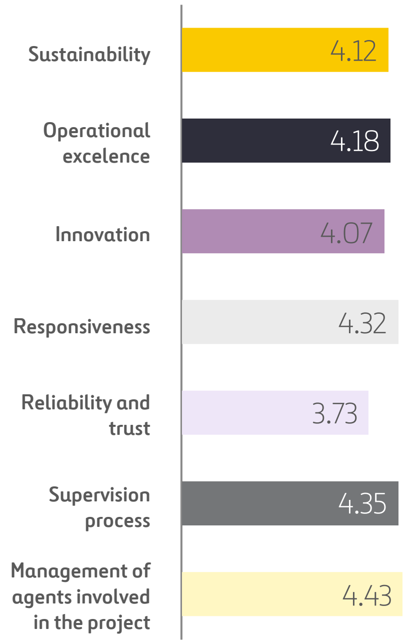
Ferrovial's activity requires strict regulatory compliance in relation to legal provisions on quality, environment and energy, both at regional and sector level. Therefore, the company has implemented external (i2i and WorldLex) and internal (DocSite) digital solutions to guarantee and facilitate the monitoring of applicable legislation and technical regulations (among others, those related to air, noise and light pollution). These tools are accessible to any employee. All this contributes to achieving quality assurance, as well as efficient management focused on legislative compliance, mitigation of negative impacts and business risk control.

CUSTOMER AND USER SATISFACTION

Under the premise of continuous improvement, Ferrovial seeks to meet the expectations of customers and users, as well as to increase their degree of satisfaction with the services provided and products offered. To this end, all Ferrovial's business units implement an annual survey program to identify the strengths and weaknesses of the quality offered and establish improvement actions through associated plans aimed at increasing the quality of the service provided.

- **Customers**, including public administrations and private developers, value the performance of the business in terms of reliability, trust, operational excellence, responsiveness, innovation and sustainability.
- The **users** of the infrastructures and services evaluate the quality of the service offered. Users are understood as those individuals who interact directly or indirectly with the services and infrastructures offered by the company, but with whom they are not bound by a contractual agreement.

CUSTOMER SATISFACTION
(OUT OF 5)



OVERALL CUSTOMER SATISFACTION SCORE	OVERALL USER SATISFACTION SCORE
2021 · 4.3 ★	2021 · 4.0 ★
2022 · 4.2 ★	2022 · 4.0 ★
2023 · 4.2 ★	2023 · 3.9 ★

QUALITY, ENVIRONMENT AND ENERGY TRAINING

Ferrovial promotes awareness and training in quality, environment and energy among its employees and collaborators, with the aim of improving their performance and capabilities. Training actions have focused on waste management, climate change, water footprint, pollution and biodiversity.

It is worth mentioning the training in Ferrovial Construction, more than 14,000 workers have received specific training on these topics. One of the most significant areas of learning is waste management, so during this year more than 82% of internal employees have received training in this area; likewise, around 745 hours have been dedicated to external personnel.

Ferrovial Construction and Cadagua obtain Foretica's SGE 21 certification

Ferrovial Construction and Cadagua have obtained the SGE 21 certification after successfully completing the audit performed by the independent certification organization SGS.

SGE21, Foretica's Ethical and Socially Responsible Management System, is the first European standard that allows the implementation, auditing and certification of an ethical and socially responsible management framework, constituting a key tool for the integration of environmental, social and good governance aspects in the management of companies.

This certification reinforces Ferrovial's commitment to the sustainability which is one of the foundations on which the company's strategy is based.

SOCIAL VALUE

POSITIVE IMPACT ON COMMUNITIES

Ferrovial maintains a strong commitment to society, especially to local communities. Its aim is not only to respect, but also to support and promote human rights in order to prevent and mitigate any potential negative impact, but also to achieve a positive impact on society. To reinforce this impact, it has an intense community investment activity that also drives its contribution to achieving the Sustainable Development Goals.

SAFEGUARDING HUMAN RIGHTS, A FIRST STEP

Human rights are a fundamental part of the global sustainability strategy. One year after the renewal of the Human Rights Policy in 2022, Ferrovial has continued to expand its approach to human rights by updating its internal regulations on Personal Data Protection and approving a new Diversity and Inclusion Policy to guarantee equal treatment and ensure fair conditions free of any discrimination in the company and in all its stakeholders. In this way, Ferrovial continues to update its firm commitment to the protection and respect for human rights throughout the company's value chain.

Ferrovial's human rights objective is not only to identify, prevent and mitigate any potential negative impact, but also to support and promote human rights. To this end, Ferrovial has a Human Rights Policy, revised in 2023, aligned with the main international standards such as the United Nations Global Compact, the United Nations Guiding Principles on Business and Human Rights, the Universal Declaration of Human Rights, the OECD guidelines for multinational enterprises and the regulations of the International Labor Organization. As it is expected, it is also aligned with the internal regulations linked to the Ferrovial's Code of Ethics.

COMMUNITY SUPPORT PROJECTS	INVESTMENT IN THE COMMUNITY (M€)	NUMBER OF BENEFICIARIES
334	4.7	212,627

Human rights governance and management model

One of the pillars of Ferrovial's strategy is to guarantee equal treatment and avoid any type of discrimination, as evidenced by the approval of the new Diversity and Inclusion Policy. In addition, the III Equality Plan is in force, which was approved in 2022 for a period of four years and consists of 84 measures aimed at promoting equal opportunities between women and men.

In line with the plan and the policy, Ferrovial has an internal Protocol for the Prevention of Workplace and Sexual Harassment. In addition, since 2013 Ferrovial, in line with SDG 5, has joined the project "Companies for a society free of gender-based violence", promoted by the Government of Spain. To reinforce this commitment and raise awareness and train both employees and society, several initiatives against this social scourge are carried out throughout the year. On November 25, on the International Day for the Elimination of Violence against Women, an internal campaign was launched to remind employees of the protocol for action against gender-based violence, and banners were displayed in different emblematic works with the slogan "Let's build a world free of gender-based violence".

As part of the promotion of diversity, Ferrovial has established agreements with organizations specialized in promoting the inclusion of people with disabilities in the different countries in which it operates.

	Governing body	Regulations	Tools
Human rights	Audit and Control Committee Sustainability Committee Compliance and Risk Department	• Human Rights Policy • Code of Business Ethics • Purchasing Policy • Third Party Ethical Integrity Due Diligence Policy • Supplier Code of Ethics • Anti-Corruption Policy • Sustainability Policy • Information Security Policy • Stakeholder Engagement Policy	• Ethics Channel • Risk identification and assessment process Ferrovial Risk Management (FRM) • Online third-party analysis tool • Supplier Ethical Integrity Due Diligence Procedure • Due Diligence Procedure for Selection and Hiring of Candidates • Personal Data Protection Regulation • Harassment Prevention Protocol
Labor rights	Audit and Control Committee Compliance and Risk Department	• Health and Safety Policy • Flexibility and Conciliation Policy • Diversity and Inclusion Policy • Supplier Code of Ethics	• Equality Plan • Supplier Ethical Integrity Due Diligence Procedure • Supplier 360° tool • Ethics Channel

III EQUALITY PLAN

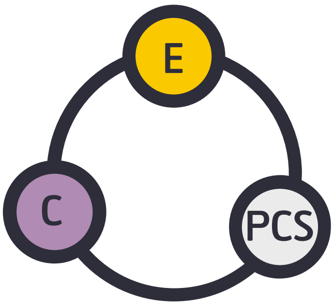
84

measures to promote equal opportunities

The company's Human Rights Policy makes visible the commitment to transparency in all matters relating to the protection of human rights, and makes explicit Ferrovial's commitment to the right to digital disconnection, respect for confidentiality and the right to intimacy and privacy, and analyzes the implications for the company in its relations with all its stakeholders:

- Employees: child labor, forced labor, modern slavery, human trafficking, sexual harassment, work-life balance, digital disconnection, right of association, etc.
- Customers: quality, safety and health standards.
- Communities: rights of indigenous and local communities, minorities and vulnerable populations and environmental protection.
- Suppliers, contractors and partners: due diligence procedures in selection processes and repair and remediation of negative impacts.

The policy is available to all stakeholders. However, employees and executives in particular are responsible for ensuring compliance in all Ferrovial activities. Periodic training is organized to reinforce knowledge of some of the policy's commitments. In 2023, an internal campaign was relaunched to raise awareness of the Human Rights Policy, identifying it with one of Ferrovial's five values: integrity. These communication actions are reinforced with periodic courses on the Code of Ethics and anti-corruption, which include specific modules to understand the possible human rights implications of the employee's activity.



Human and labor rights throughout the value chain

One of the pillars of Ferrovial's commitment to human rights is safety throughout its value chain, which is why the company strives to create a safe and healthy working environment for its employees and contractors, and promotes the safety of its infrastructure users.

In addition to ensuring safety, Ferrovial pays special attention to its commitment to the preservation of labor rights. The company rejects any type of child or forced labor in any form, guarantees equal opportunities and non-discrimination, protection against harassment, the right to strike, freedom of association and the right to collective bargaining in all countries in which it operates. There is a reinforced commitment to work-life balance with specific measures detailed in the equality plan. Its employees are protected by the labor regulations of the different territories. In addition, 62.5% of Ferrovial's workforce is covered by collective bargaining agreements.

Furthermore, Ferrovial annually verifies that the remuneration of its employees is above the Living Wage in countries with the highest activity (Spain, United Kingdom, Chile, USA and Poland). For this purpose, the company uses Living Wage data established by the renowned “Living Wage Foundation”, which considers as a reference the following factors associated with the basic needs of any household: food, water supply, housing, transport, clothing, health, education and payment of taxes, among others. The analysis carried out by the company confirms that all its employees have a Living Wage in accordance with the situation of the country in which they work.

One of the human rights key issues is the prevention of new forms of slavery. The policy approved in 2022 specifically addresses this issue. In addition, the company's commitment is developed in the Modern Slavery Statement of each of Ferrovial's subsidiaries in the United Kingdom and Australia. These statements formalize the commitment to prevent any type of human rights violation, with special attention to the different forms of exploitation that may occur, including prevention mechanisms and channels for reporting if necessary.

WORKFORCE

62.5%

covered by collective bargaining agreements

To extend this commitment throughout the value chain and prevent possible violations of the Code of Business Ethics, the company has due diligence procedures for the ethical integrity of third parties, suppliers and candidates. In 2023, the Supplier Code of Ethics was revised and renewed to align it with the latest policies approved by the company. The Supplier Code of Ethics includes, among its principles, respect for human rights and the abolition of child labor. The procedure establishes the general criteria for the ethical integrity due diligence process in the selection of a supplier and its follow-up.

In addition to these preventive mechanisms, Ferrovial has other tools for continuous monitoring once an agreement is formalized with a third party or supplier. In the case of suppliers, the company has the Supplier 360 tool, which automatically scans for controversies about suppliers with whom it has a commercial relationship. For other types of agreements, periodic monitoring is carried out through an automatic search for adverse news in the national and international media, as well as in public sanctions lists.

In relation to the due diligence procedure for ethical integrity of third parties, it must be applied before reaching a collaboration, partnership or any other type of agreement with a third party (non-supplier). It aims to prevent attitudes and actions contrary to human rights in relations with third parties. To facilitate compliance with it, an online tool was implemented in 2021 to ease the process. In 2023, 506 third parties have been analyzed, and 5.3% have had a high final risk assessment.

Dialogue and communication, key aspects

Ferrovial has an Ethics Channel available to employees and other stakeholders that incorporates and makes visible several points related to human rights to facilitate the identification of people who are suffering a situation of violation of rights.

In addition, to facilitate dialogue with local stakeholders, the works and concessions establish specific dialogue channels to bring them closer and make them more accessible to local communities. The communications received are classified according to their nature and all of them are managed.

Ferrovial has internal communication channels to facilitate a collaborative and dynamic work environment that responds to the company's needs. In 2023, the intranet was renewed, creating a new platform common to the entire company, which in turn allows specific messages to be launched in each geography, favoring communication and interaction with employees, adapting messages to their needs. An example of the application of this segmentation is the different campaigns and training on healthy work habits and environments in the different geographies. In total, Ferrovial's intranet registered more than 615,000 sessions and 846,000 page views in 2023.

Dialogue with stakeholders to advance in the preservation of human rights is continuous. The company participates in several forums and working groups on human rights and due diligence with other companies, universities and third sector organizations such as the Forética Business Council for Sustainable Development, the Human Rights Lab of the Seres Foundation, the Human Rights Workshop of the Business Observatory for Inclusive Growth, the Executive Committee of the Global Compact Network, the CEO Alliance for Diversity initiative or the Diversity Charter, a European initiative within the framework of the European Union's anti-discrimination directives. As part of this ongoing dialogue, since 2021 Ferrovial has been involved in a program to analyze and identify modern forms of slavery in the construction sector led by Sustainalytics.

Diligent in the protection of human rights

The company operates in countries with stable legislation and low risk of human rights violations. Around 99% of its turnover is obtained in Spain, USA, Canada, Poland, the UK, Chile and Australia, all OECD member countries. Despite this, the company remains vigilant and has the appropriate mechanisms in place to prevent possible risks related to human rights.

Ferrovial has a set of tools that promote the protection and respect for human rights to ensure due diligence on human rights in the company's activities. In this regard, Ferrovial periodically evaluates potential risks to human rights within the framework of the global risk identification and assessment process, called Ferrovial Risk Management (FRM). FRM makes it possible to identify and prioritize risk events according to their probability and impact. The list of risks defines 8 categories related to human rights, which in 2023 have registered 46 potential risks in all the company's projects, most of them related to data protection or safety (93%). Most of the risks identified are slight or moderate (98%). All of them are monitored with controls in place to mitigate or eliminate the risk, either its impact or its probability of occurrence. Apart from the risks identified, no relevant human rights violations have been reported in the company in the last two years.

Similarly, the company has a procedure for the approval of capital allocation operations, so that the analysis of all corporate operations carried out considers whether they may undermine Ferrovial's ethical principles, with special attention to human rights, social, good governance and environmental aspects.

Ferrovial, a responsible neighbor

The company aims to be a responsible neighbor. In the United Kingdom, construction projects are registered with the Considerate Constructors Scheme (CCS), a non-profit organization that promotes responsible and respectful ways of working in the construction industry while caring for the environment and local communities.

In this regard, the Silvertown Tunnel project was audited in accordance with CCS standards, obtaining the highest score in all areas of its 2023 audit, with an overall score of 45 out of 45. These audits evaluate three areas, and an excellent rating was obtained in all of them:

- Respect for the community: values that all stakeholders have been identified and are kept informed in a respectful manner, minimizing disruption and encouraging actions to support local employment and businesses. For example, more than 8,000 residents of Greenwich and Silvertown receive a fact sheet with updated information before the start or significant change of each phase of the project. In addition, all traffic disruptions are communicated on social media, and work schedules are adjusted to minimize noise disturbance.
- Environmental care: analyzes whether environmental care aspects are adequately promoted, managed and communicated. This includes responsible resource management (including water) and energy consumption, minimization of noise, light and vibration pollution, protection of nearby ecosystems and actions to reduce the carbon footprint.
- Support and care for the workforce: on the one hand, it values all aspects that guarantee the highest safety standards on site and, on the other hand, the commitment to take care of employees through training, promoting their well-being and ensuring the promotion of equality and diversity with fair treatment, avoiding any situation of harassment, inappropriate language and respectful management.

COMMUNITY INVESTMENT, ONE MORE STEP IN CREATING POSITIVE IMPACT

Ferrovial considers community investment a strategic instrument to boost its contribution to achieving the Sustainable Development Goals (SDGs) and also its mission established in the Horizon 24 Plan. To achieve sustainable infrastructure management, society and the communities in which they are located must be fair and inclusive. This is therefore the goal of Ferrovial's social programs: to promote a more equitable development of society by supporting people in vulnerable situations.

Ferrovial has established three pillars on which its programs revolve: the development of local communities, responding to the needs identified through dialogue with the communities, thus reinforcing the positive impact of its business activities; supporting the development of sustainable infrastructure to serve the most disadvantaged; and involving its employees, with the aim of turning them into active players in Ferrovial's commitment to the community.

In total, 4.7 million euros have been invested in 2023 (4.8 million euros in 2022), of which 3.8 million euros (3.94 millions euros in 2022) correspond to monetary contributions while 0.75 million euros (0.71 million euros in 2022) are the result of 24,052 hours of volunteering contributed by 1,506 employees. This involvement multiplies the impact on the community while enhancing the skills and the feeling of being part of a common project.

The focus on being a stakeholder in the local community means that throughout the year the company collaborates on multiple initiatives, all of which are grouped primarily into three main programs:

<u>Basic infrastructures for disadvantaged communities</u>

In line with the global strategy of promoting sustainable infrastructures, Ferrovial supports the development of infrastructures that provide disadvantaged people with access to basic rights such as water, health and food.

Since 2011, Ferrovial has been committed to SDG 6, access to water and sanitation for vulnerable communities in Latin America, Africa and Asia, through its Social Infrastructure Program. In total, it has already promoted 37 projects that have improved access to water in decent conditions for 336,255 people in 12 countries. Employees are involved in this program through high added value volunteering. Since the start of the program, 144 professionals have dedicated at least two weeks of work traveling to the projects.

In 2023, the program has developed three projects in Rwanda, Colombia and India, in collaboration with ICLI, Action Against Hunger and Fundación Esperanza y Alegría, improving access to water for 50,042 people.

For more than 10 years, Ferrovial has also been supporting the improvement of infrastructures of soup kitchens and food banks in Spain to guarantee access to food for the most vulnerable in Spain, contributing to SDG 2, zero hunger. Ferrovial has invested more than 1,097,000 euros in the 53 interventions carried out. In 2023, it collaborated with CESAL in the complete refurbishment of the San Cristóbal market in Madrid.

In Poland, the company supports the improvement of hospital infrastructures, in particular pediatric wards with the Strefa Rodzika (parent zone) program. In the 10 years of its existence, 42 parent zones have been created, more than 300 employees have been involved as volunteers, and 52,500 people use the new zones every year, facilitating faster recovery of hospitalized children and creating more comfortable conditions for them and their families.

<u>Access to education</u>

Education is the key to building a strong society. Ferrovial contributes to the achievement of SDG 4, with a special focus on promoting STEM vocations in a balanced way, placing special emphasis on working with girls, who have less presence in this area. This commitment is reflected in several actions in the main countries in which it operates.

In Spain, Ferrovial has been collaborating with the Princess of Girona Foundation since 2016 in the Generación Talento initiative, a mentoring program in which company professionals accept the challenge of accompanying young people between the ages of 18 and 30 for a year to help improve their employability. So far 86 professionals have been volunteer mentors. Also in Spain, the company has been collaborating since 2017 with the Junior Achievement Foundation's OrientaT program, in which volunteers from the company give workshops in educational centers to awaken STEM vocations among students.

In 2023, Ferrovial has joined the Women and Engineering Excellence mentoring program of the Royal Academy of Engineering (RAI), as one of the initiatives included in its Diversity and Inclusion plan. The aim of this program is for professionals with a technical profile to share their experience and points of view with outstanding female students in STEM careers who are about to finish their studies, to facilitate their incorporation into the labor market.

In the United Kingdom, the company supports several actions focused on schools in the communities near the company's activities, with employee volunteering as a common denominator. In 2023, 271 employees took part in educational activities to bring children and young people into contact with engineering leaders. Support is also provided to university students to help them make the transition to the labor market.

In line with this strategy, in the United States the company collaborates with schools with educational programs focused on fostering STEM vocations through programs such as the TEXpress STEM Scholarship and Teacher Grant, which in 2023 benefited five educational districts. In addition, for the second consecutive year, LBJ and NTE partnered with the Tackle Tomorrow Foundation and Dallas ISD to hold a camp with interactive STEM training for 20 students in which 16 Ferrovial professionals participated.

Since 2009, the Domofon ICE program in Poland has been promoting the safety of children in schools, also involving employees.

Responding to social emergencies with the help of employees

Ferrovial's commitment to responding to humanitarian crises dates back to the earthquake in Haiti in 2010. Unfortunately, its response and mobilization capacity has been put to the test in recent years with the social and health crisis generated by COVID-19 and the one caused by the war in Ukraine. But the company is also alert to the day-to-day social crises taking place in local communities to help achieve a socially integrated society. Most of the initiatives are carried out by employees who get involved on a voluntary basis.

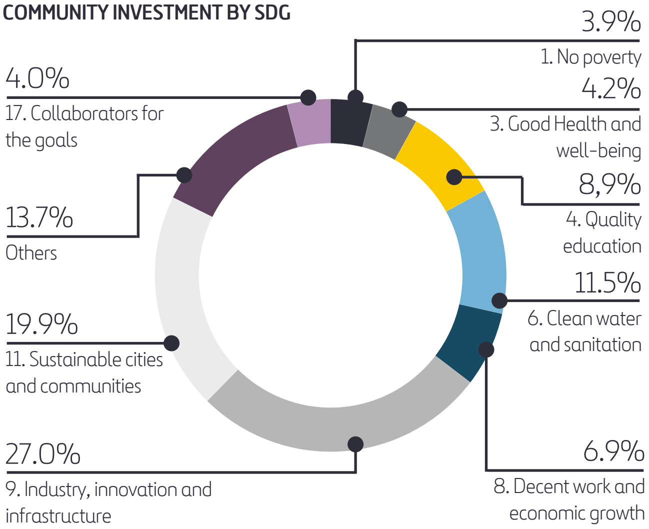
One of the actions in which this commitment is embodied is the support to food banks in the United States, with initiatives such as San Antonio Food Bank Drive, food collections for various food banks in Georgia, Food Drive and Food for Others in Virginia, Fighting Hunger in North Carolina or TEXpress Drive Away Hunger Campaign in Texas, which in 2023 has supported the Tarrant Areas Food Bank and the North Texas Food Bank.

In Spain, the Stronger Together Program, in place since 2005, allows employees to contribute and also choose which projects are supported each year, responding to needs both in Spain and in developing countries. Since its launch, funding has been provided to 47 projects with a joint investment by employees and the company (matching the employees' contribution) of more than 2 million euros. In 2023, employees decided to allocate their contributions to the projects "A matter of urgency: the welfare of our elderly" with the Gil Gayarre Foundation in Madrid, another project to incorporate technology for sclerosis patients in Murcia, and a program for the prevention and treatment of child malnutrition in Cameroon with the Recover Foundation.

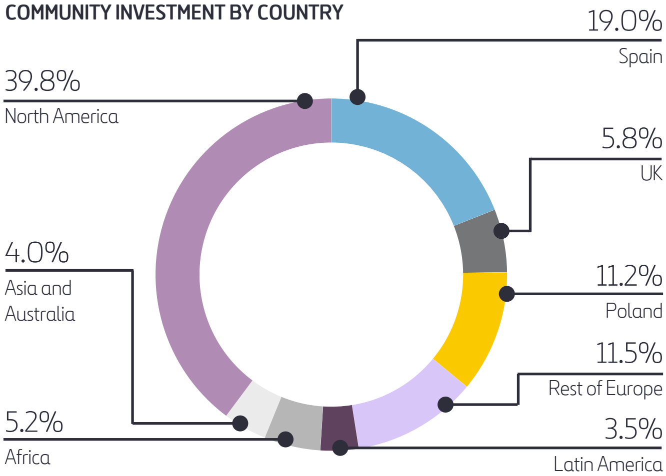
Juntos Sumamos
ferrovial

Finally, employees in the United Kingdom and the United States did not want to forget the children who are going through very difficult times because they are sick with cancer. In the United States, they chose to support Saint Jude's Hospital in Memphis for children and cancer patients, which treats everyone regardless of their resources, and in the United Kingdom, the Lennox Children's Cancer Fund, which works directly with the families of sick children, providing services tailored to their needs with emotional, financial and logistical support.

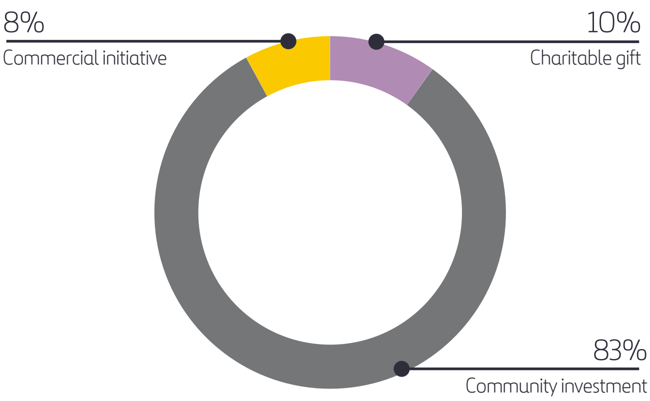
COMMUNITY INVESTMENT BY SDG



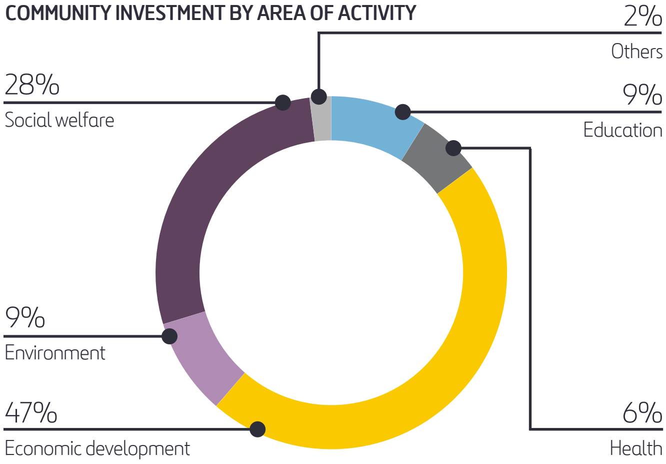
COMMUNITY INVESTMENT BY COUNTRY



MOTIVATION FOR CONTRIBUTION



COMMUNITY INVESTMENT BY AREA OF ACTIVITY



Advancing in the quantification of impact and generated value

Since 2018 Ferrovial has been applying a specific social impact measurement methodology for water and sanitation projects based on the SROI (Social Return on Investment) methodology to verify the real impact of the projects in its Social Infrastructure Program. The measurement is carried out nine months after the start-up of the facilities to be able to see the real transformation of the communities. The methodology makes it possible to identify the impacts generated by the project, assign measurement indicators and estimate a monetary value for the impacts generated. Ferrovial has shared the tool with the social entities with which it works, to help them identify impacts and indicators.

The evaluations carried out so far in 14 of the projects show that 100% of the projects achieve a positive impact, generating a social value of 10.8 euros for every euro invested, more than 500 euros per beneficiary.

The impact is produced thanks to improved health conditions, reduced school absenteeism, as well as the improvement of the material situation of families, which increase their income or reduce costs.

Not all impacts are generated at the same time in all projects. Where the greatest recurrence has been observed is in improving the well-being of families. For example, in Africa, saving time in obtaining water is one of the key factors. In some of the projects, the time spent fetching water has been reduced by 90%, saving more than 1 million hours a year in that community. Another of the most recurrent impacts is the reduction of water-related diseases by up to 62%.

Not only is a positive impact generated in the communities, but also the Ferrovial employees who participate improve their skills. Between 2022 and 2023, a total of 19 employees have participated in the program and have rated the learning acquired through volunteering at 4.8 out of 5.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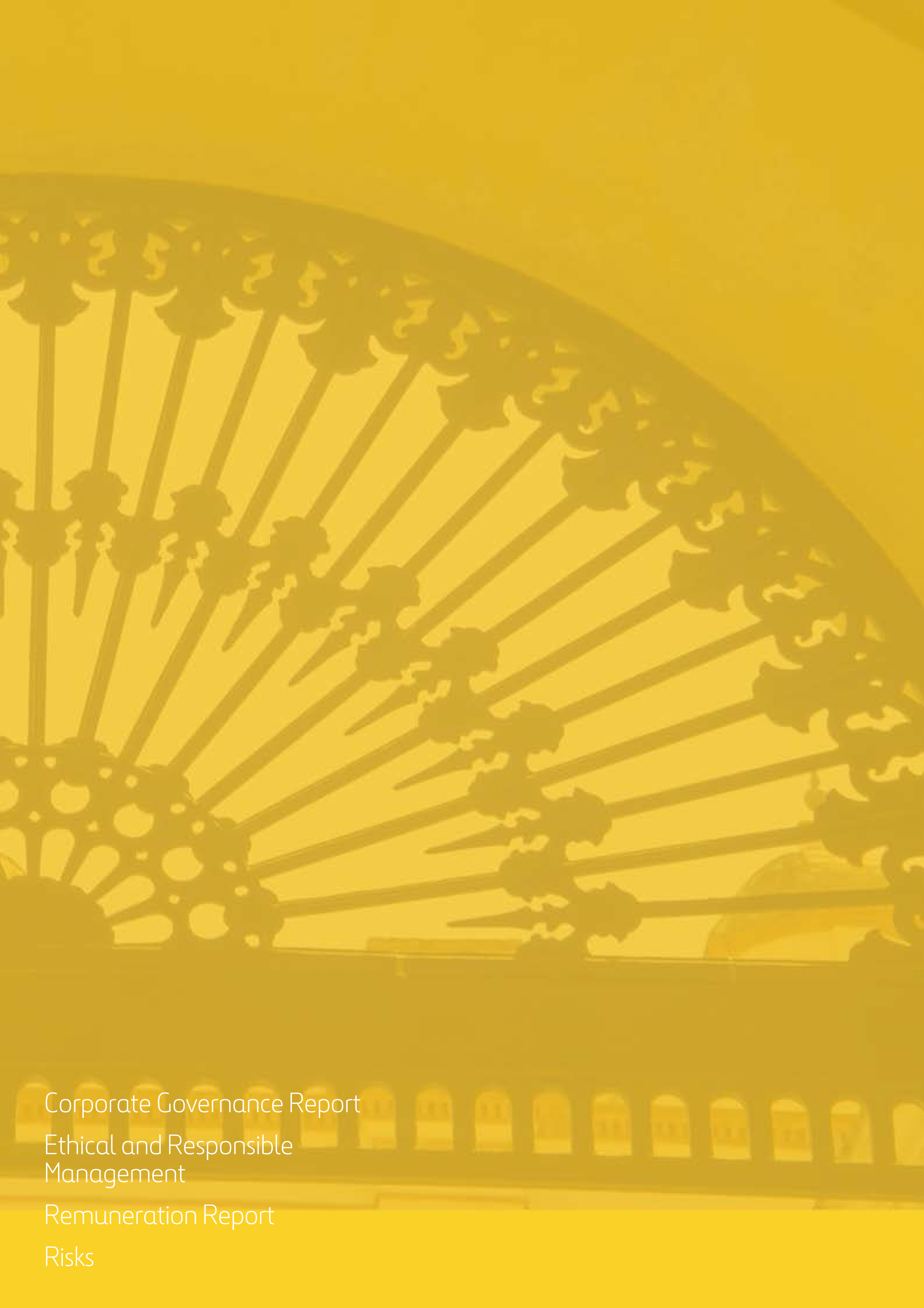
4. CORPORATE GOVERNANCE



Corporate Governance Report

Ethical and Responsible Management

Remuneration Report

Risks

INDEPENDENCE AND DIVERSITY

Corporate governance aligned with national and international best practices is a priority for Ferrovial. This leads to integrity, which is key to create long-term sustainable value, reinforcing the trust that shareholders and other stakeholders have in the company.

Ferrovial SE ("Ferrovial" or the "Company") is a company existing under the laws of the Netherlands. Its legal form is a European public liability company (*Societas Europaea*). The corporate seat of the Company is in Amsterdam, the Netherlands. The Company is registered in the Dutch Commercial Register of the Chamber of Commerce (*Handelsregister van de Kamer van Koophandel*) under number 73422134.

The Company was originally incorporated as a public limited company under the laws of England and Wales and converted to a European public limited liability company under the laws of England and Wales on 13 December 2018. On 26 March 2019, the Company transferred its registered office to the Netherlands. Ferrovial became the parent company of the Ferrovial group as a result of the reverse cross-border merger between the former parent company of the Ferrovial group, Ferrovial, S.A. (as absorbed company) and Ferrovial International SE (as absorbing company, renamed Ferrovial SE when the merger was effective) (the "Merger"). By means of the Merger, which became effective on 16 June 2023 (the "Merger Effective Time"), the Company acquired all Ferrovial, S.A.'s assets and liabilities under universal title.

As the parent company of a group of entities operating in different jurisdictions, Ferrovial is subject to, and operates under, the laws of each country in which it conducts business.

The shares of Ferrovial are listed and traded on Euronext in Amsterdam, a regulated market of Euronext Amsterdam N.V., and on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, regulated markets of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A. Ferrovial is in the process of applying for admission to list and trade its shares on the National Association of Securities Dealers Automated Quotations (NASDAQ) stock exchange in the United States.

This chapter of the Annual Report addresses Ferrovial's overall corporate governance structure and states to what extent Ferrovial adheres to the best practice provisions of the Dutch Corporate Governance Code (the "Dutch Governance Code") and where it deviates. Information the Company is required to disclose pursuant to the Decree on the content of the management report (*Besluit inhoud bestuursverslag*) (the "Decree Management Report") is included in this Annual Report, including Ferrovial's corporate governance statement in Section 9.

This chapter takes into account matters and facts of Ferrovial, S.A. (former parent company of Ferrovial group) before the Merger Effective Time and of the Company as from the Merger Effective Time.

EXTERNAL BOARD ASSESSMENT
9
consecutive years

VOTING RIGHTS HELD BY THE BOARD OF DIRECTORS
28.86%

LEAD DIRECTOR
1

INDEPENDENT DIRECTORS
75%

AUDIT AND CONTROL COMMITTEE
100%
Independent

NOMINATION AND REMUNERATION COMMITTEE
100%
Independent

FEMALE REPRESENTATION
33.33%

1. GOVERNANCE STRUCTURE

Pursuant to the Company's articles of association (*statuten*) (the "Articles of Association"), the Company has a one-tier board (*bestuur*) structure consisting of executive directors (*uitvoerend bestuurders*) (the "Executive Directors") and non-executive directors (*niet-uitvoerend bestuurders*) (the "Non-Executive Directors"), who together constitute the Board of Directors (the "Board" and each member of the Board a "Director").

The Board has constituted, from among its members, an Executive Committee, an Audit and Control Committee and a Nomination and Remuneration Committee (the "Committees").

The Executive Committee consists of Directors who are appointed to such committee by the Board. The Executive Committee is authorized to adopt any resolution the Board may adopt, subject to such restrictions as set out by applicable law, our Articles of Association and the written rules of procedure of the Board (the "Board Rules").

The Audit and Control Committee and the Nomination and Remuneration Committee have a preparatory and advisory role to the Board. Each of these committees has a charter on its role, responsibilities and functioning. They consist of Non-Executive Directors who are appointed to such committees by the Board. Both committees report their findings to the Board, which is ultimately responsible for all decision-making.

2. BOARD

2.1 Introduction

The Company is managed by the Board. The Board responsibilities include, among other things, setting the Company's strategy, developing a view on its sustainable long-term value creation, enhancing its performance, developing a strategy, identifying, analyzing and managing the risks associated with its strategy and activities, and establishing and implementing internal procedures to ensure that all relevant information is known to the Board in a timely manner.

The Board may allocate its duties among the Directors by means of the Board Rules or otherwise in writing, with due observance of any limitations provided for by law or in the Articles of Association. Directors may validly adopt resolutions on matters that fall within the scope of such Directors' duties. In fulfilling their responsibilities, the Directors are required to be guided by the interests of the Company and its affiliated enterprise, taking into consideration the interests of the Company's stakeholders (which include but are not limited to, the shareholders, its creditors and its employees).

The Board has adopted Board Rules, regulating internal matters concerning its organization, decision-making, the duties and organization of committees and other internal matters concerning the Board, the Executive Directors, the Non-Executive Directors, and the Committees.

The Board as a whole, as well as each Executive Director acting individually, may represent the Company. In addition, the Board may authorize persons, whether or not employed by the Company, to represent the Company on a continuing or ad hoc basis.

2.2 Composition of the Board

Pursuant to the Articles of Association, the Board consists of one or more Executive Directors and two or more Non-Executive Directors. The Board must consist for a majority of Non-Executive Directors. The Board itself determines the exact number of Directors, as well as the number of Executive and Non-Executive Directors, provided that the number of Directors must be at least three and cannot exceed twelve.

The Board is currently composed of twelve members, which facilitates an efficient and participatory operation. There are two Executive Directors (the Chairman and the CEO) and ten Non-Executive Directors.

The Executive Directors are primarily responsible for the day-to-day management of the Company. The Executive Directors must timely provide the Non-Executive Directors with the information they need to carry out their duties.

The Non-Executive Directors supervise the Executive Directors' management and performance of duties and the Company's general affairs and its business. The Non-Executive Directors also render advice to the Executive Directors. The Non-Executive Directors also perform any duties allocated to them under, or pursuant to, applicable law, the Articles of Association or the Board Rules.

The Board has designated one of the Executive Directors as Chairman, one of its Non-Executive Directors as Vice-Chairman, one CEO, and one of the Independent Directors as Lead Director.

The Chairman has the ultimate responsibility for the effective operation of the Board. Thus, the Chairman's duties include preparing and submitting to the Board a schedule of meeting dates and agendas, the ordinary power to call the Board, setting the agenda for the meetings, leading the discussions and deliberations while ensuring that sufficient time is given to discussion of strategic questions, organizing and coordinating the periodic evaluation of the Board, and approving and reviewing refresh courses for each Director, when circumstances so advise. He also acts as the main contact for the Executive Directors, Non-Executive Directors and shareholders regarding the functioning of the Board.

The Vice-Chairman stands in for the Chairman in the latter´s unavoidable absence or inability to act, and acts as a contact for individual Directors regarding the functioning of the Chairman or the Lead Director.

The Lead Director, amongst other duties, is specifically empowered to request the convening of the Board or include new items on the agenda of a Board meeting already convened, coordinate and convene the Non-Executive Directors and direct, if applicable, the periodic evaluation of the Chairman. Similarly, the Lead Director chairs meetings of the Board in the absence of the Chairman and Vice-Chairmen and gives voice to the concerns of the Non-Executive Directors. Alongside the Chairman, he acts as the main contact for the Executive Directors, Non-Executive Directors and shareholders regarding the functioning of the Board. The Lead Director also has, together with the Chairman, the duties mentioned in article 17.3 of Board Rules.

2.3 Biographies of the Directors

Rafael del Pino

Chairman
Executive Director

- Civil Engineer (Polytechnic University of Madrid, 1981); MBA (Sloan School of Management, MIT, 1986).
- Chairman of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2000) and CEO since 1992. Chairman of Cintra from 1998 to 2009.
- Member of the MIT Energy Initiative's External Advisory Board and the MIT Sloan European Advisory Board. He also is a member of the IESE's International Advisory Board and the Royal Academy of Engineering of Spain.
- He has been Director of Zurich Insurance Group, Banesto and Uralita. Also, he was a member of the MIT Corporation and the Harvard Business School European Advisory Board.

Other information:
Mr. Rafael del Pino has a controlling interest in the shareholder Rijn Capital B.V.

Óscar Fanjul

Vice-chairman
Independent Non-Executive Director

- Degree in Economics (Universidad Complutense de Madrid).
- Director of Ferrovial since SE since 2023 (and of Ferrovial, S.A. since 2015).
- Director of Marsh & McLennan Companies and Cellnex Telecom. Trustee of the Center for Monetary and Financial Studies (Bank of Spain), of the Aspen Institute (Spain) and of the Norman Foster Foundation.
- Former founding Chairman and CEO of Repsol; Chairman of Hidroeléctrica del Cantábrico; Non-Executive Chairman of NH Hoteles and Deoleo; Non-Executive Vice-Chairman of Holcim; Director of Acerinox, Unilever, BBVA, London Stock Exchange and Areva.

Ignacio Madridejos

CEO
Executive Director

- Civil Engineer (Polytechnic University of Madrid); MBA (Stanford University).
- CEO of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2019).
- Former Regional President of CEMEX USA; Regional President of CEMEX Northern Europe; global responsible of CEMEX Energy, Security and Sustainability areas; President of CEMEX Spain; and CEO of CEMEX Egypt. He previously worked at McKinsey and Agroman. He was also President of OFICEMEN (Spanish Association of Cement Manufacturers), IECA (Spanish Institute of Cement and its Applications), and CEMBUREAU (European Cement Association).

María del Pino

Non-Executive Director

- Degree in Economics and Business Administration (Universidad Complutense de Madrid); Management Development Program (IESE).
- Director of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2006).
- Chairperson of the *Fundación Rafael del Pino*. Legal representative of Menosmares, S.L. that holds the positions of rotating Chairperson / Vice-Chairperson of the Board of Casa Grande de Cartagena, S.A.U. and Vice-Chairperson of the Board of Pactio Gestión, SGIIC, S.A.U. Member of the Board of Trustees of the Princess of Asturias.

Other information:
Ms. María del Pino is majority shareholder, as well as Director and CEO, of the shareholder Menosmares, S.L.

José Fernando Sánchez-Junco

Independent Non-Executive Director

- Degree in Industrial Engineering (Polytechnic University of Barcelona); ISMP Graduate (Harvard Business School) and member of the State Corps of Industrial Engineers (on leave since 1990).
- Director of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2009). Director of Cintra from 2004 to 2009.
- Honorary Chairman of MaxamCorp Holding and member of the Board of Trustees of the *Museo de la Minería y la Industria*.
- Former Executive Chairman of Maxam Group; Managing Director of Iron and Steel and Naval Industries and Managing Director of Industry at the Ministry of Industry and Energy; Director of Dinamia and Uralita.

Philip Bowman

Independent Non-Executive Director

- Degree with honors in Natural Science (University of Cambridge); Master in Natural Science (University of Cambridge).
- Director of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2016).
- Non-Executive Chairman of Tegel Group Holdings Limited, Sky Network Television Limited and Majid Al Futtaim Properties LLC; Non-Executive Director of the affiliates Majid Al Futtaim Holding LLC and Majid al Futtaim Capital LLC; and Non-Executive Director of Kathmandu Holdings Limited and of Better Capital PCC.
- Former Chairman of Potrero Distilling Holdings, Coral Eurobet Limited and Liberty plc; Non-Executive Chairman of The Munroe Group (UK) Limited; CEO of Smiths Group plc, Scottish Power plc and Allied Domecq plc; and Director of Burberry Group plc, Berry Bros. & Rudd Limited, Scottish & Newcastle Group plc, Bass plc, British Sky Broadcasting Group plc and Coles Myer Limited.

Hanne Sørensen

Independent Non-Executive Director

- MsC. in Economics and Management from the University of Aarhus (Denmark).
- Director of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2017).
- Vice-Chairperson of Holcim; Non-Executive Director of Tata Motors, Tata Consulting Services, Jaguar Land Rover Automotive Plc and its affiliates Jaguar Land Rover Ltd and Jaguar Land Rover Holdings Ltd.
- Former CEO of Damco and Maersk Tankers; Chief Commercial Officer at Maersk Line; and CFO for the Asia Region at Maersk Line (A.P. Moller-Maersk Group). She has also been Chairperson of ITOPF, Vice-Chairperson of Hoegh Autoliners and Director of Delhivery, Axcel and INTTRA.

Bruno Di Leo

Independent Non-Executive Director

- Degree in Business Administration from Ricardo Palma University and postgraduate degree from *Escuela Superior de Administracion de Negocios*, both in Lima (Perú).
- Director of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2018).
- Non-Executive Director of Cummins; member of the IESE's International Advisory Board in Spain and of the Deming Center Advisory Board of Columbia Business School.
- Former Non-Executive Director of Taiger. He has developed his professional career at the multinational group IBM. He served as Senior Vice-President of IBM Corporation; Senior Vice-President of Global Markets; General Manager of the Growth Markets Unit; General Manager for Global Technology Services in Southwest Europe and General Manager for Northeast Europe; General Manager for IBM Latin America and General Manager of IBM Brazil.

Juan Hoyos

Independent Non-Executive Director / Lead Director

- Degree in Economics (Universidad Complutense de Madrid); Master in Business Administration in Finance and Accounting (Columbia Business School).
- Director of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2019).
- Director of Inmoglaciar and Gescobro.
- Former Chairman, Senior Partner of McKinsey & Company Iberia and member of the McKinsey & Company Shareholder Council worldwide; Strategy, Brand & Marketing Executive Vice-President of Banco Santander Brazil; Executive Chairman of Haya Real Estate and Director of Banco Santander Chile and Banco Santander Mexico.

Gonzalo Urquijo

Independent Non-Executive Director

- Degree in Economic and Political Sciences (Yale University). MBA (Instituto de Empresa, Madrid).
- Director of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2019).
- CEO of Talgo; Non-Executive Director of Gestamp Automoción; Chairman of the Hesperia Foundation; member of the Board of Trustees of the Princess of Asturias Foundation.
- Former Chairman of Abengoa and ArcelorMittal Spain; member of the General Management of ArcelorMittal and head of the sectors of Long Products, Stainless Steel, Tubes, Emerging Markets; CFO and head of the Distribution sector of Arcelor; CFO of Aceralia Corporación Siderúrgica. He previously worked at Citibank and Crédit Agricole. He was also Chairman of the ArcelorMittal Foundation and of UNESID (the Spanish union of steel companies); Director of Aceralia, Atlantica Yield, Aperam, Vocento and other companies.

Hildegard Wortmann

Independent Non-Executive Director

- Degree in Business Administration (University of Münster, Germany); MBA from the University of London.
- Director of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2021).
- Member of the Extended Executive Committee of Volkswagen Group; member of the Board of Management of Audi AG as Head of Sales and Marketing; Non-Executive Director of Volkswagen Financial Services AG and of the Supervisory Board of Porsche Holding, Porsche Austria and Porsche Retail.
- Former member of the Board of Management of the Volkswagen Group, Senior Vice-President for Product Management, Senior Vice-President for the Brand and CEO for the Asia-Pacific region of the BMW automotive group; Non-Executive Director of the Supervisory Board of Cariad and several executive posts at Unilever for Germany and United Kingdom.

Alicia Reyes

Independent Non-Executive Director

- Degree in Law, Economics and Business Administration (Madrid Universidad Pontificia de Comillas, ICADE); PhD (*summa cum laude*) in quantitative methods and financial markets from the same university.
- Director of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2021).
- Independent Director of Banco Sabadell; Independent Director of KBC Group and Director of its affiliate KBC Bank; Guest Professor at the Institute of Finance and Technology in the School of Engineering at University College London (UCL).
- Former CEO of Momentus Securities and CEO for the EMEA region of Wells Fargo Securities; Director of TSB Bank; Global Head of structuring in the investment banking division and Global Head of insurance solutions and strategic equity derivatives of Barclays Capital; Country Manager for Spain and Portugal of Bearn Stearns; Chief Investment Officer of the Abengoa group's venture capital fund specialized in technology (Telecom Ventures). She previously worked for Deutsche Bank.

Santiago Ortiz Vaamonde

Secretary

- Spanish State Attorney (on voluntary leave); PhD in Law (Universidad Complutense de Madrid).
- General Counsel and Secretary of the Board of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2009).
- He has been a partner in the litigation and regulatory departments of two well-known law firms; Agent of the Kingdom of Spain before the Court of Justice of the European Union; professor at the Diplomatic School and the Carlos III University.

Independence Statement

The following Non-Executive Directors are considered independent within the meaning of the Dutch Governance Code:

- Mr. Óscar Fanjul.
- Mr. José Fernando Sánchez-Junco.
- Mr. Philip Bowman.
- Ms. Hanne Sorensen.
- Mr. Bruno Di Leo.
- Mr. Juan Manuel Hoyos.
- Mr. Gonzalo Urquijo.
- Ms. Hildegard Wortmann.
- Ms. Alicia Reyes.

Non-Executive Director Ms. María del Pino is not considered independent within the meaning of the Dutch Governance Code, since she is the sister of the Executive Director Mr. Rafael del Pino.

Additionally, the independence requirements under the Dutch Governance Code do not apply to Mr. Rafael del Pino and Mr. Ignacio Madridejos, since they are Executive Directors of the Company.

2.4 Appointment and Dismissal of Directors

The General Meeting appoints the Directors, pursuant to a nomination thereto by the Board in the notice of the General Meeting at which the nomination is to be considered.

The Articles of Association provide that a Director shall be appointed for a term as set out in the nomination for appointment and the term of appointment of a Director lapses (at the latest) at the end of the first General Meeting held in the third calendar year following the year of appointment. A Director may be re-appointed with due observance of the Articles of Association and applicable law. The Board has drawn up a rotation schedule for the Non-Executive Directors which is published on Ferrovial's website.

Each current Director of Ferrovial has been appointed for a term ending at the end of the Annual General Meeting of the Company held in the year in which his or her term as Ferrovial, S.A. Director, as before the Merger Effective Time, would have ended.

The General Meeting may suspend or dismiss a Director. A suspension by the General Meeting may, at any time, be discontinued by the General Meeting. The Board may, at any time, suspend an Executive Director. A suspension by the Board may, at any time, be discontinued by the Board or by the General Meeting. A suspension may be extended one or more times, but the total duration of the suspension may not exceed three months. If at the end of that period, no decision has been taken on termination of the suspension or on dismissal, the suspension ends.

2.5 Board rules, decision making, meetings and attendance

2.5.1 Board rules and decision making

The Articles of Association and the Board Rules regulate internal matters of the Board. The Board Rules are available on Ferrovial's website.

Unless applicable law, the Articles of Association or the Board Rules provide otherwise, resolutions of the Board are adopted both at and outside a meeting by a majority of the votes cast. In the event of a tied vote, the Chairman has a casting vote, provided at least two other Directors entitled to vote are in office.

At a Board meeting, resolutions can only be validly adopted if the majority of the Directors entitled to vote attends the meeting, in person or represented.

A Director may only be represented at a meeting of the Board by another Director who is entitled to vote and has been authorized to do so in writing. Non-Executive Directors may only grant a proxy to another Non-Executive Director.

The approval of the General Meeting is required for resolutions of the Board regarding an important change in the identity or character of the Company or its business. The absence of approval of the General Meeting does not affect the authority of the Board or the Executive Directors to represent the Company. The approval of the General Meeting is in any event required for Board resolutions relating to:

- the transfer of the business enterprise, or practically the entire business enterprise, to a third party;
- concluding or cancelling a long-lasting cooperation of the Company or a Group Company with another legal person or company, or as a fully liable general partner in a partnership, provided that the cooperation or cancellation is of material significance to the Company; and
- acquiring or disposing of a participating interest in the share capital of a company with a value of at least one third of the Company's assets, as shown in the consolidated balance sheet with explanatory notes according to the last adopted annual accounts, by the Company or a Group Company.

2.5.2 Meetings

Pursuant to the Board Rules, the Board meets at least once every three months. Additionally, the Board meets whenever the Chairman, the Lead Director or at least three Directors requested a meeting. Meetings of the Board are typically attended by the Directors in person.

Directors are expected, as much as possible, to attend the meetings of the Board, the Committees of which they are a member and the General Meeting, in person. In Financial year 2023, seven Board meetings were held.

2.5.3 Business dealt with by the Board

Annually, at the proposal of the Chairman, the Boar draws up a calendar and matters to be discussed at each of the meetings scheduled for the following year, without prejudice to other matters that may arise during the year. The main matters discussed in 2023 include the below.

- Approval of the Merger and follow-up of the progress of the Merger process, including the listing and trading of Ferrovial shares on Euronext Amsterdam and Spanish Stock Exchanges, and the application for listing in the US.
- Strategy of Ferrovial group. Specifically, as is customary each year, the Board received comprehensive presentations detailing the strategies of the Ferrovial group's business divisions, Human Resources, and IT department. The Board discusses the reported strategies and results extensively.
- Report on matters discussed at Committee meetings.
- Periodic financial information.
- Cash availability, which is reviewed at each Board meeting.
- Internal control system for financial information
- Risk management and control system. Main risks of Ferrovial group.
- Preparation of the General Meeting (scheduling of the meeting, proposed resolutions, mandatory reports).
- Reports from business divisions and corporate areas.
- Annual budget and forecasts of the current year's budget.
- Health, Safety and Wellbeing, which is reviewed at each Board meeting.
- Tax policies followed during the previous year.
- General operations of the Ferrovial group.
- Guarantees provided by the Group's parent companies.
- Effectiveness of the compliance program.
- Technology and cybersecurity.
- Innovation and digitalization.
- Sustainability (submitting to the General Meeting the approval of the Climate Strategy report for the financial year to a consultative vote).
- Social action.
- Shareholder analysis and market perception.
- Composition of the Board.
- Ferrovial Flexible Dividend Program.
- Annual evaluation.
- Remuneration of Directors (including the submission of a Directors' Remuneration Policy to the General Meeting).

2.5.4 Individual attendance

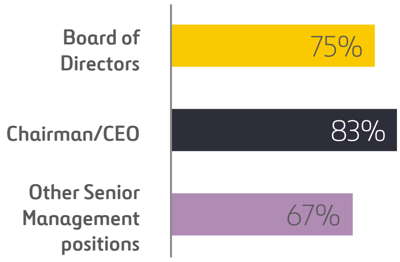
In the table below, the individual attendance of Directors to the meetings of the Board and Committees is described.

The table below shows, for each of the Directors, the name, position held in the Board, Committees' membership, attendance to the meetings of the Board and its Committees, shareholding (information on the number of shares held by the Directors is included in Section 2.8.2), appointment date, current term in office, age, nationality, and other listed companies in which they are Directors.

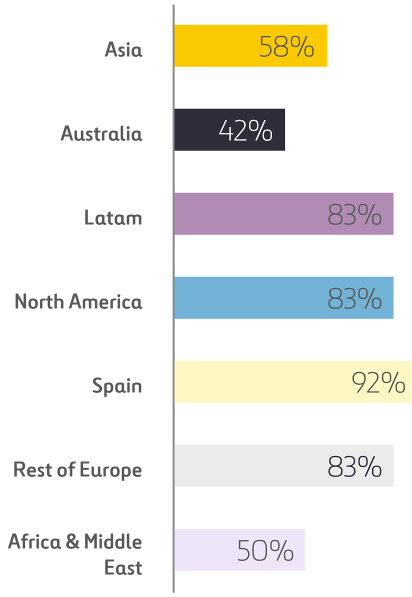
		RAFAEL DEL PINO	ÓSCAR FANJUL	IGNACIO MADRIDEJOS	MARÍA DEL PINO	JOSÉ FERNANDO SÁNCHEZ-JUNCO	PHILIP BOWMAN	HANNE SØRENSEN	BRUNO DI LEO	JUAN HOYOS	GONZALO URQUIJO	HILDEGARD WORTMANN	ALICIA REYES
Position		Chairman	Vice-Chairman	CEO	Member	Member	Member	Member	Member	Lead Director	Member	Member	Member
Category	Executive Director	✓		✓									
Category	Non-Executive Director		✓		✓	✓	✓	✓	✓	✓	✓	✓	✓
Category	Independent		✓			✓	✓	✓	✓	✓	✓	✓	✓
Board	Board	(7/7)	(7/7)	(7/7)	(7/7)	(7/7)	(7/7)	(7/7)	(7/7)	(7/7)	(7/7)	(7/7)	(7/7)
Board	Executive Committee	**C** (8/8)	(8/8)	(8/8)	(7/8)	(8/8)				(8/8)			
Board	Audit and Control Committee		**C** (6/6)				(6/6)				(6/6)		(6/6)
Board	Appointments and Remuneration Committee					(4/4)		(3/4)	**C** (4/4)		(4/4)		
Shareholding	% direct and Indirect capital	20.56	0.01	0.01	8.26	0.02	0.00	0.00	-	-	0.00	-	-
Other data	Date of first appointment*	09/01/1992	31/07/2015	30/09/2019	29/09/2006	03/12/2009	29/07/2016	05/04/2017	25/09/2018	02/10/2019	19/12/2019	06/05/2021	06/05/2021
Other data	Term**	2025	2025	2026	2025	2025	2026	2026	2025	2026	2026	2025	2025
Other data	Nationality	Spanish	Spanish	Spanish	Spanish	Spanish	Australian	Danish	US&Italian	Spanish	Spanish	German	Spanish
Other data	Positions as directors at other listed companies	0	2	0	0	0	2	3	1	0	2	0	2
Other data	Age	65	74	58	67	76	71	58	66	71	62	57	52
Other data	Gender	Male	Male	Male	Female	Male	Male	Female	Male	Male	Male	Female	Female

Information updated as of February 2024
C: Chairperson of the respective Committee.
** The date of first appointment reflects the respective Director's date of first appointment for the similar role in the Ferrovial, S.A. Board prior to the Merger Effective Time.*
*** The term of office will be a period ending at the end of the Annual General Meeting to be held in the year indicated in the chart, with possibility of reelection for one or more additional periods of maximum duration of three years each.*
***Figures in parentheses reflect the attendance of each Director at meetings of the Board and its Committees.*

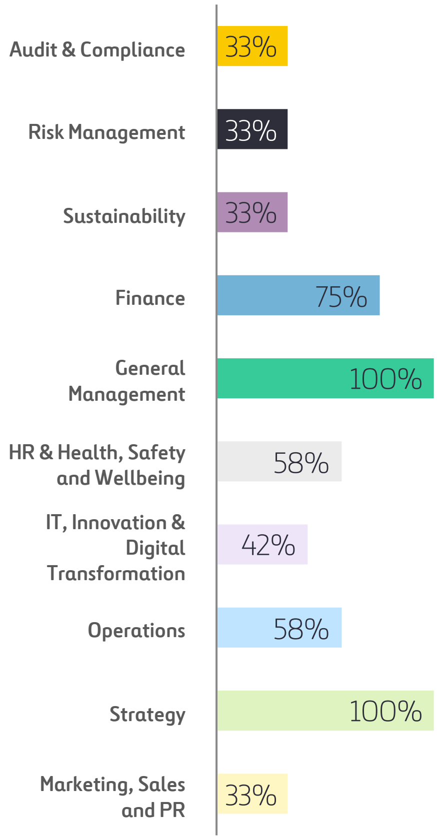
BOARD EXPERIENCE
PROFESSIONAL BACKGROUND



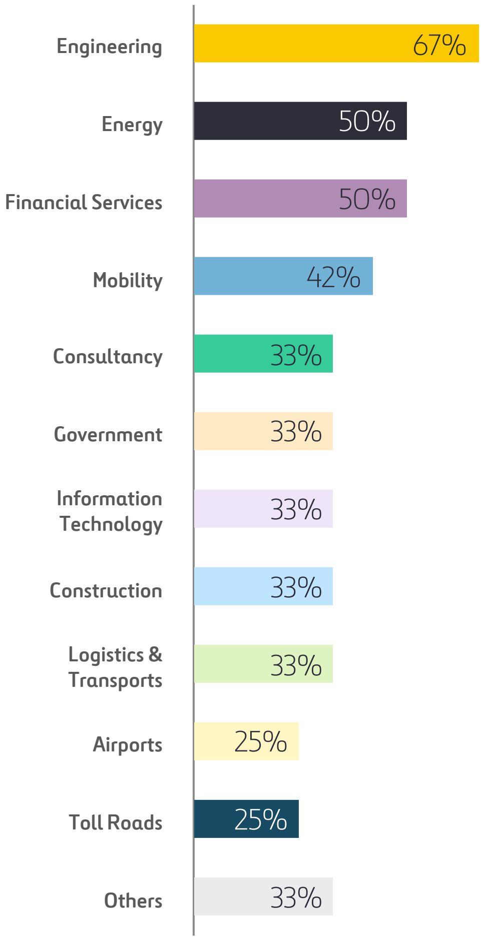
INTERNATIONAL EXPERIENCE



FUNCTIONAL AREAS



INDUSTRY EXPERIENCE



2.6 Amount and Composition of the Remuneration of the Directors

Details of the remuneration of the Directors set forth within the Remuneration Report included in this Integrated Annuall Report.

2.7 Committees

2.7.1 Executive Committee

2.7.1.1 Duties

Pursuant to Dutch law and the Articles of Association, the Board may allocate its duties among its Directors. Directors may validly adopt resolutions on behalf of the Board on matters allocated to them. The Board has allocated all its duties to the Chairman and the CEO (acting individually) and also to the Executive Committee (consisting of Directors only), subject to applicable law, the Articles of Association and the Board Rules.

Among its duties, the Executive Committee monitors the Group's financial information, the evolution of the main business indicators, as well as the status of the most relevant matters of the year. It also approves the operations within its competence as a delegated body of the Board.

2.7.1.2 Composition

Pursuant to the Board Rules, the Executive Committee shall be composed of no less than three and no more than eight Directors. It should have, at least, two Non-Executive Directors, at least one of whom should be an Independent Director.

The Executive Committee is currently composed of six members: (i) Mr. Rafael del Pino (Chairman; (ii) Mr. Óscar Fanjul; (iii) Mr. Ignacio Madridejos; (iv) Ms. María del Pino; (v) Mr. José Fernando Sánchez-Junco; and (vi) Mr. Juan Hoyos.

For the relevant experience of each Committee Member, please see the curriculum vitae of the Committee members in section 2.3 of this chapter.

The secretary of the Executive Committee is Mr. Santiago Ortiz, who is also the Secretary of the Board.

2.7.1.3 Meetings and activities undertaken

During Financial Year 2023, the Executive Committee held eight meetings.

The CFO attended to all the meetings of the Committee, presenting the items of his competence. Furthermore, persons responsible for the Finance and the Health, Safety and Well-being Departments were present at the Committee sessions to report on relevant matters within their respective responsibilities. The CEOs of the business divisions also appeared for the operations under their competence that were submitted for approval of the Committee. Furthermore, the Secretary of the Committee reported on matters falling within the scope of his designated functions.

In its meetings, the Executive Committee monitored the Group's cash availability and other financial information, the evolution of the main business indicators (traffic and tariffs of toll roads, traffic of airports, orderbook and main awards of Construction), the health, safety and wellbeing indicators, as well as the status of the most relevant projects and matters of the year (including the progress of the Merger process). It has drawn up the report for its evaluation by the Board. As a delegated body of the Board, the Committee has also approved (i) the operations within its competence and (ii) the implementation of the second scrip dividend of Financial Year 2023.

The minutes of the meetings of the Executive Committee have been made available to all members of the Board so that they are aware of the matters discussed and the decisions adopted. They were previously informed of the call for the meetings, and the agenda and the documentation distributed for each meeting have been made available to them on the digital platform set up for this purpose.

2.7.2 Audit and Control Committee

2.7.2.1 Duties

Generally, the Audit and Control Committee assists the Board in its decision-making in relation to the supervision of the integrity and quality of the Company's financial and sustainability reporting and the effectiveness of the Company's internal risk management and control systems. Among its duties, the Audit and Control Committee monitors the financial reporting process, ensures that the Company's annual accounts are drawn up in accordance with the applicable accounting regulations, proposes the selection process of the external auditor, advises the Board on the external auditor's nomination and engagement and proposes the selection, appointment or release of the internal audit director.

The charter for the Audit and Control Committee forms part of the Board Rules as an annex. It sets out its duties and responsibilities and is published on Ferrovial's website.

2.7.2.2 Composition

The number of members of the Audit and Control Committee is determined by the Board. The entirety of the members of the Audit and Control Committee must consist of Non-Executive Directors, the majority of which qualify as independent under the Dutch Corporate Governance Code. Pursuant to the Dutch Corporate Governance Code, the chairperson of the Audit and Control Committee shall always be an independent Non-Executive Director. The chairperson of the Audit and Control Committee cannot be the Chairman or the Lead Director or any Director that previously has been an Executive Director.

The Audit and Control Committee is currently composed of four members, all of them independent under the Dutch Governance Code: (i) Mr. Óscar Fanjul (Chairman); (ii) Mr. Philip Bowman; (iii) Mr. Gonzalo Urquijo; and (iv) Ms. Alicia Reyes. They have been appointed taking into account their knowledge and experience in accounting, auditing and financial and non-financial risk management. They also have extensive experience in managing international business groups similar to Ferrovial.

For the relevant experience of each Committee Member, please see the curriculum vitae of the Committee members in section 2.3 of this chapter.

The Secretary of the Committee is Mr. Santiago Ortiz Vaamonde, who is also the Secretary of the Board.

2.7.2.3 Meetings and activities undertaken

The Audit and Control Committee meets when convened by its chairperson, who must do so whenever requested to do so by the Board, the Chairman of the Board, or two of the Committee members, and in any case, at least once per quarter and whenever appropriate for the proper exercise of its duties.

During Financial Year 2023 the Committee held six meetings. The representatives of the external auditor have appeared in all the Committee meetings and, where appropriate, have briefed the Committee and answered its questions in the absence of group employees.

The Chairman of the Committee has invited the CEO, the CEO of Construction business division, the CFO, the Internal Audit Director and other managers from the Economic-Financial Department, Compliance and Risks Department, and Communication and Corporate Responsibility Department, who have explained specific matters or the agenda items falling under their competence.

The Secretary of the Committee has also intervened at meetings to discuss matters within his area of responsibility. Where appropriate, the Company's Internal Audit Director has met with the Committee in the absence of group employees.

The Committee also maintains regular communication with Company executives and employees, from whom it receives information on matters within its competence. In particular, the Chairman of the Committee holds (i) meetings with the Internal Audit Director prior to each meeting of the Committee, with whom he also has regular contact; (ii) periodic meetings with the Compliance and Risks Director, with whom he also meets before each Committee meeting.

The Committee also receives all the reports prepared by the Internal Audit Department in execution of its annual work plan. These reports contain the audit findings and recommendations addressed to the audited areas.

The minutes of the meetings of the Audit and Control Committee have been made available to all members of the Board so that they are aware of the matters discussed and the decisions adopted. They were previously informed of the call for the meetings, and the agenda and the documentation distributed for each meeting have been made available to them on the digital platform set up for this purpose.

A description of the main activities undertaken by the Audit and Control Committee is set out below:

Economic-financial and non-financial information

The Committee reviewed and analyzed this information prior to its knowledge by the Board and its submission to the authorities or markets and reported favorably on it. In this analysis, special attention has been paid to the main judgements and estimates made in those areas that are more complex or where the accounting impact is more relevant. It has had the collaboration of the DGEF and Ferrovial's external auditor for this review.

The Committee also reviewed the statement of non-financial information contained in the management report (which forms part of the Integrated Annual Report) and was informed by the Company's management of the most relevant social, environmental and good governance issues and their evolution in the Ferrovial group in recent years.

The auditor in charge of the audit for the financial year 2022 (Ernst & Young, S.L.) appeared before the Committee at the time of the presentation of the annual accounts for that year, outlining the main audit and accounting issues identified in the course of its work. It also reported on its independent verification of the consolidated statement of non-financial information and its adaptation to international standards for reporting non-financial information (Global Reporting Initiative -GRI- standards) and to the contents laid down in the applicable mercantile regulations.

Ernst & Young, S.L also appeared before the Committee to report on its limited review work on the semi-annual financial information (first six months of the 2023 financial year).

The statutory auditor, appointed following the Merger (Ernst & Young Accountants LLP), informed on its strategy and work plan for the audit of 2023, including the determination of the scope of this audit.

They also reported to the Committee on the key matters for the 2023 audit and the audit work based on the September figures (hard close).

Relationship with the external auditor

In compliance with the Board Rules, the Committee ensured that the external auditor appeared before the full Board of Directors to report on the audit work performed, the development of the accounting situation and the risks of the Company.

Independence of the statutory auditor

The Committee has prepared the mandatory report on this point.

In accordance with the internal procedure, and following the appropriate analysis, it has authorised/ratified the hiring of the statutory auditor to provide non-audit services. It has also authorised the hiring of other audit firms to provide these services. In its analysis, the Committee has considered: (i) the nature and circumstances of the service; (ii) in the case of the statutory auditor, the issues that the services may raise in relation to the regulations on independence; and (iii) the reasons for engaging a particular audit firm. The Committee's assessment has taken into account the DGEF's criteria.

The Committee has received information in every meeting on the purpose and amount of such services authorised in each business division to various audit firms.

It has also been informed about the audit fees received by Ferrovial's external auditor in 2022, and their variation compared to the previous year.

Internal control procedures

At its May meeting, the Committee was informed by the external auditor of the main internal control recommendations arising from the audit of the 2022 accounts, as well as the most relevant internal control improvement projects implemented by the managers of the group companies.

The Financial Department reported to the Committee on: (i) the work carried out within the group in relation to the internal control over financial reporting; (ii) the most significant risks relating to the main judgments and estimates considered in the financial information disclosed to the market, and the controls in place for each of those risks; (iii) the outcome of the self-assessment by the business divisions and corporate areas of the controls included in the ICFR and the proposed improvement actions. The improvement actions resulting from the annual self-assessment process are embedded within the process of implementation of the requirements of internal control included in the Sarbanes Oxley Act (“SOX”) indicated below.

Internal Audit

The Committee has supervised the activities carried out by the Internal Audit Department of the Company. Specifically, it has been informed of the following:

- The Internal Audit activity report for the financial year 2022, which includes the conclusions of the work carried out, the variations on the approved plan (giving reasons), the work carried out in collaboration with other areas, details of the main areas for improvement detected, the recommendations issued, the status of implementation of all those made during 2022 and previous financial years, and the evolution of the most significant audited matters.
- The quarterly reports on Internal Audit activities, which contain the degree of progress of the work programmed, compliance with the approved planning and its variations, collaboration with other areas, monitoring of the most significant audit issues, and the new recommendations issued and the status of implementation of those made in the last four financial years, and the evolution of the Internal Audit Department’s scorecard and other organizational aspects of the unit.

- The result of (i) the review of the internal control over financial reporting process and the specific work to ensure compliance; and (ii) the review of the deployment of the compliance program, the audits carried out indicating the areas where progress needs to be made, and the follow-up and implementation of the recommendations issued.
- The internal audit work plan for 2024, including: (i) the purpose of the works and the extent to which they cover the main risks of the group and the countries considered strategic; (ii) the recurring tasks (including the follow-up of the external auditor's recommendations and conclusions); (iii) the internal organisation and the Internal Audit Department's scorecard; and (iv) the expenditure budget.

Risk analysis and systems for their control

Ferrovial's Compliance and Risk Department has reported twice to the Committee on the main risks of the Company and its group, both financial and non-financial, as well as on the functioning of the systems set up for their management and control.

In particular, the Committee has been informed about the process of drawing up the risk map, which includes the most relevant risks of the group, the measures taken to mitigate them and their evolution compared to the previous reporting to the Committee.

The Committee has also instructed the Chief Compliance and Risk Officer to conduct a diagnostic of the existing risk management systems in the group, including the projects risk management in Construction, and to purpose improvements thereto, with the aim of enhancing their integration among them and with the strategic and forecasting processes.

Reverse merger between Ferrovial, S.A. (as absorbed company) and Ferrovial International SE (as absorbing company, renamed Ferrovial SE). Subsequent process to request US listing

The Committee issued the report that was required by the former Board Rules of Ferrovial, S.A. in case of structural corporate modifications. The report covered the economic conditions and the accounting impact, and in particular, if applicable, the proposed exchange ratio.

Furthermore, the Committee has been periodically informed on (i) the degree of progress of the project, including the steps for Dutch and US listings; (ii) its impact to the external audit processes; (iii) its impact in the internal control over financial reporting.

In this regard, the Committee has reviewed and discussed the European Union prospectus prepared for the admission to listing and trading of the shares of the Company on Euronext Amsterdam and on the Spanish Stock Exchanges, and the draft registration statement (Form 20-F) for requesting the listing of the shares of the Company on the US.

The DGEF periodically reported to the Committee on the works carried out to: (i) analyze the status of the internal control of financial reporting of the Company compared to the requirements of SOX (gap analysis); and (ii) implement these SOX requirements and, as part of it, the status of the material weaknesses identified in the draft registration statement.

Finally, the Committee favorably reported the approval or amendment of several internal policies regarding compliance and corporate governance, adapted to legal requirements and best practices both in The Netherlands and the US.

Corporate governance and compliance actions

The Committee has carried out the following actions in these areas:

- It has reported to the Ordinary General Shareholders' Meeting, through its Chairman, on the activities carried out during the financial year 2022.
- It has reported favorably, prior to its approval by the Board of Directors, on the Spanish Annual Report on Corporate Governance for the financial year 2022.
- It has prepared a report on related-party transactions, which was published on the Company's website at the same time as the call for the General Shareholders' Meeting.

- It has reported on the related-party transactions submitted for approval by the Board of Directors.
- It has supervised the effectiveness of Ferrovial's compliance program at two meetings. To this end, the Compliance and Risk Department has reported to the Committee on the annual objectives of the program, the work plan and the level of progress of the actions included in it.
- During those meetings, it has also received information on the compliance program, including (i) the identification and prevention of compliance risks; (ii) the actions carried out to update the crime prevention model of the Company and its group; and (iii) the result of the self-assessment of the controls and the action plans for those assessed as not effective.
- On every meeting the Committee has been informed by the Compliance and Risk Department of the activity of the group's internal concerns management system (which includes the group's ethics channel). Information has been provided on the number of queries, reports or complaints received, their origin and typology and the treatment given to them, including corrective actions for irregularities detected.
- It has approved its work plan for 2024 (matters to be discussed at each of its meetings in that year).

Profitability/risk in the main projects

The Committee has reviewed Construction projects in the United Kingdom and Ireland and the I-77 toll road project.

2.7.3 Nomination and Remuneration Committee

2.7.3.1 Duties

Among its duties, the Nomination and Remuneration Committee draws up selection criteria and appointment procedures for Directors, periodically assesses the size and composition of the Board and reports on the candidates for appointment and reappointment as Directors to be submitted by the Board to the consideration of the General Meeting.

Furthermore, the Nomination and Remuneration Committee prepares the Remuneration Policy, submits proposals to the Board concerning the remuneration of each Executive Director in accordance with the Remuneration Policy, monitors compliance with the Remuneration Policy and periodically reviews the Remuneration Policy.

The charter for the Nomination and Remuneration Committee forms part of the Board Rules as an annex. It sets out its duties and responsibilities and is published on Ferrovial's website.

2.7.3.2 Composition

The number of members of the Nomination and Remuneration Committee is determined by the Board. The entirety of the members of the Nomination and Remuneration Committee must consist of Non-Executive Directors, the majority of which qualify as independent under the Dutch Corporate Governance Code. Pursuant to the Dutch Corporate Governance, the chairperson of the Nomination and Remuneration Committee shall always be an independent Non-Executive Director. The chairperson of the Nomination and Remuneration Committee cannot be the Chairman or the Lead Director or any Director that previously has been an Executive Director.

The Committee is currently composed of four members, all of them independent under the Dutch Governance Code: (i) Mr. Bruno Di Leo (Chairman); (ii) Mr. José Fernando Sánchez-Junco; (iii) Ms. Hanne Sorensen and (iv) Mr. Gonzalo Urquijo.

They have been appointed based on their expertise, ensuring that they possess the requisite knowledge, skills, and experience necessary to fulfill the duties assigned to them.

For the relevant experience of each Committee member, please see the curriculum vitae of the Committee members in section 2.3 of this chapter.

The Secretary of the Committee is Mr. Carlos Cerezo, who is the Chief Human Resources Officer of Ferrovial group.

2.7.3.3 Meetings and activities undertaken

The Nomination and Remuneration Committee meets when convened by its chairperson, who must do so whenever requested by the Board, the Chairman, or two of its members, and in any case, whenever appropriate for the proper exercise of its duties.

During Financial Year 2023, the Committee held four meetings. The Chairman of the Committee has invited the Chairman of the Board, the CEO and the Secretary of the Board to attend when necessary. The Secretary of the Committee has also intervened at meetings to discuss matters within his area of responsibility.

The Committee's Chairman holds meetings with the Secretary of the Committee prior to each Committee meeting, with whom he also has regular contact. The Committee also receives all reports prepared by the Human Resources Department as part of the implementation of the annual work plan approved by the Committee.

The minutes of the meetings of the Nomination and Remuneration Committee have been made available to all members of the Board so that they are aware of the matters discussed and the decisions adopted. They were previously informed of the call for the meetings, and the agenda and the documentation distributed for each meeting have been made available to them on the digital platform set up for this purpose.

A description of the main activities undertaken by the Nomination and Remuneration is set out below:

The Nomination and Remuneration Committee prepares the Board's decision-making regarding:

The Committee carried out an analysis of the competencies required by the Board of Directors in connection with the proposals for re-election of Board members submitted for approval by the Ordinary General Shareholders' Meeting of the Company (the "General Shareholders' Meeting"). The result of this preliminary analysis was set out in a report which was published on the Company's website at the time of the General Shareholders' Meeting.

It reported favorably on the proposal for re-election as Executive Director of Mr. Ignacio Madridejos; and proposed the re-election as Independent Directors of Mr. Philip Bowman, Ms. Hanne B. Sørensen, Mr. Juan Hoyos and Mr. Gonzalo Urquijo. All of them were submitted to the General Shareholders' Meeting for approval.

It examined the composition of the Board of Directors and its Committees, and reviewed the category attributed to each of the Directors.

The Committee verified the Board of Directors Composition Policy.

In July 2023 the Committee submitted to the Board of Directors the Ferrovial's Board Profile which replaced the previous Board of Directors Composition Policy, approved by the Board of Director of the Company in December 2020. This Board Profile is envisaged in art. 13.1 of the Board Rules and follows the DCGC. This policy describes:

- Board size
- Board composition
- Independence of non-executive directors

Diversity and Inclusion Policy, approved by the Board of Directors in December 2022, was also reviewed in order to align it with Dutch requirements. More specifically, the following regulations were taken into consideration to review the policy: the Board Rules, DCGC and Dutch law.

It reported favorably on the draft Annual Report on Directors' Remuneration corresponding to the 2022 financial year.

Additional Duties

With regard to the remuneration of the members of the Board in their capacity as such, the Committee was informed of the settlement for the financial year 2022 in accordance with the details set out in the Annual Report on the Directors' Remuneration. It also reported favorably on (i) the maximum annual amount of their remuneration included in the Directors' Remuneration Policy approved by the General Shareholders' Meeting; and (ii) the system for distributing this amount among the Directors.

In relation to the remuneration of Executive Directors, the Committee reported favorably on the proposals for (i) variable remuneration and other remuneration items corresponding to financial year 2022; and (ii) fixed remuneration corresponding to financial year 2023.

In connection with the Merger, the Committee proposed to amend the Directors' Remuneration Policy approved by the General Shareholders' Meeting in 2023, to reflects Dutch law requirements and other changes. The Committee submitted this proposal to the Board of Directors for approval by the General Shareholders' Meeting. Included in this proposal were included the terms and conditions for the CEO due to his moving to Amsterdam in case the merger was approved by the GSM.

As for senior management, the Committee reviewed (i) their variable remuneration and other remuneration items for the 2022 financial year; and (ii) their fixed remuneration for the 2023 financial year. In Addition the specific terms for the incumbents that moved to Amsterdam where reviewed.

Likewise, it verified the information on the remuneration of the Directors and senior management contained in the corporate documents and checked the observance of the Company's remuneration policy.

At the end of the financial year, the Committee was informed of several organizational changes at senior management team, as well as the terms and conditions linked to these changes. The Committee reported favorably on the proposal and submitted it to the Board of Directors.

It also reported favorably on the appointment of Ferrovial's representatives to the Boards of Directors of its main subsidiaries and investees.

The Committee received information on the development of the voting recommendations of proxy advisors on the Directors' Remuneration Policy and the Annual Remuneration Report, and on the outcome of the vote on these two documents at the General Shareholders' Meeting.

In compliance with article 29 of the RBD, the Board of Directors has carried out the annual evaluation of the Board itself and its Committees. An external consultant assisted in this process.

During the year, the Committee formulated the report for evaluation by the Board (assuming as such the report on its activities in 2022).

The evaluation of the Committee has covered general issues (its composition, knowledge and skills of its members, independent actions and freedom of judgement, information provided to the Board on the work of the Committee, and dialogue with senior management), the dynamics of its operation (among other issues, planning of activities, meetings held and their duration, documentation of meetings, efficient use of time, participation of its members) and its responsibilities (performance and dedication to the relevant issues).

At the end of the financial year, the Committee proposed to the Board of Director a Policy for recovery of erroneously awarded compensation (Clawback Policy).

Human Capital Management. The Committee received reports on:

- diversity, equity and inclusion strategy deployment.
- the succession plan for the Chairman, the CEO and senior management team;
- talent management;
- engagement;

The Committee also received a report about a new global anti-discrimination and anti-harassment policy.

2.8 Other Board-related matters

2.8.1 Diversity

Pursuant to Dutch law, the Company is required to apply mandatory transitional quota of at least one-third women and at least one-third men in relation to appointments of non-executive directors. Subject to such exceptions as provided for by law, a resolution to appoint a non-executive director that does not contribute to the mandatory quota while the quota is not met, is null and void (*nietig*). In such event, the person in question will not become a

Non-Executive Director. The quota applies to new appointments, meaning companies can reappoint a non-executive director without complying with the one-third quota in respect of such re-appointment, but only where this happens within eight years after the year of the non-executive director's first appointment.

The Non-Executive Directors comprise of six male Non-Executive Directors and four female Non-Executive Directors. Accordingly, the composition of the Non-Executive Directors satisfies the quorum under this legislation.

Furthermore, pursuant to the Dutch Corporate Governance Code, the Company has approved a Diversity and Inclusion Policy which is published on Ferrovial's website. The Diversity and Inclusion Policy is designed to promote a diverse and inclusive work environment at all levels of Ferrovial. The main purpose of this Policy is to lay down the aspects and objectives of diversity within Ferrovial and the intended implementation and reporting on it. Ferrovial principles in promoting diversity and inclusion are as follows:

- Act in accordance with Ferrovial values and promote equal access to opportunities for all people to work under fair and equitable conditions.
- Leverage diversity's positive impact on the Group's competitiveness, profitability and sustainability. Through diversity, promote collective intelligence by strengthening our innovative capacity.
- Act in accordance with current legal regulations on diversity in the different countries where Ferrovial operates.

The Diversity and Inclusion Policy also sets specific, appropriate and ambitious targets in respect of gender diversity and the other diversity and inclusion aspects of relevance to the Company, with regard to the composition of the Board and a category of employees in managerial positions as determined by the Board. In particular, diversity targets are:

- The Board seeks to consist of at least one-third women and at least one-third men, which is currently fulfilled. The Board has approved a Board profile, which is available on Ferrovial's website. The Board Profile sets out: (i) the desired expertise and background of the Non-Executive Directors; (ii) the desired diverse composition of the Non-Executive Directors in accordance with the Company's Diversity and Inclusion Policy; (iii) the number of Non-Executive Directors; and (iv) the independence of the Non-Executive Directors as set out in the Dutch Governance Code.
- The Leadership Team (as defined below) seeks to consist of at least 30% women and at least 30% men by December 2025. For the purpose of this target, "Leadership Team" refers to Ferrovial's Management Committee, Corporate Directors, Business Units' Directors and their direct reports with "Head of" category. In addition, with respect to the goals articulated in the Diversity and Inclusion Policy, the applicable legal requirements of the relevant jurisdiction, including employment and labor law considerations, will be appropriately considered.

  As of 2023 year-end, the percentage of women in this group was 23.7%, having increased from 20% in 2020.

  To ensure compliance with the aforementioned target for the Leadership Team, Ferrovial has a global diversity and inclusion strategy that was approved in 2021. This strategy incorporates specific measures designed to ensure the presence of female talent across various echelons within the Leadership Team and throughout the organizational hierarchy. Among its core objectives, the strategy encompasses actions to attract, develop, promote, and retain women. These initiatives involve devising training plans tailored for the advancement of female talent, particularly focusing on our key female talent pools, vigilantly monitoring the gender pay gap, and promptly implementing corrective measures if needed. Furthermore, the company continually enhances its inclusive culture to promote equal opportunities.

Dutch companies meeting certain size criteria are also subject to Dutch statutory requirements to set gender diversity targets for their boards and senior management. Once these requirements formally apply to Ferrovial, Ferrovial will include in its board report disclosures as required under these rules.

2.8.2 Director's share ownership

The equity holdings of Directors in the share capital of the Company are:

MR. RAFAEL DEL PINO

152,251,078

shares (indirect through Rijn Capital B.V.)

174,580

units[1]

MR. ÓSCAR FANJUL

46,069

shares

MR. IGNACIO MADRIDEJOS

88,464

shares

193,825

units[2]

MS. MARÍA DEL PINO

61,137,580

(indirect through Menosmares, S.L.)

23,320

(direct)

MR. JOSÉ FERNANDO SÁNCHEZ-JUNCO

182,871

shares

MR. PHILIP BOWMAN

32,760

shares

MS. HANNE SØRENSEN

– –

MR. BRUNO DI LEO

– –

MR. JUAN HOYOS

5,931

shares

MR. GONZALO URQUIJO

215

shares

MS. HILDEGARD WORTMANN

– –

MS. ALICIA REYES

– –

1. The total number of units represents the sum of the units granted as part of the Long-Term Value Remuneration in the years 2021, 2022, and 2023. Units may convert into Shares, subject to the satisfaction of certain conditions, including performance criteria, and hence the number of Shares to be received at vesting may be lower than the total number of units included here.

2. The total number of units represents the sum of the units granted as part of the Long-Term Value Remuneration in the years 2021, 2022, and 2023. Units may convert into Shares, subject to the satisfaction of certain conditions, including performance criteria, and hence the number of Shares to be received at vesting may be lower than the total number of units included here.

2.8.3 Evaluation

For the ninth consecutive year, the Board has evaluated its operation and that of its Committees, the Executive Directors and the Non-Executive Directors with the support of an external consultant. The independence of such consultant was reviewed by the Nomination and Remuneration Committee. The Executive Committee, the Audit and Control Committee, and the Nomination and Remuneration Committee prepared an annual report on their functioning for assessment by the Board. Based on the conclusions and recommendations of this external consultant, the Board identified some possible improvements in relation to its operation.

Directors completed a comprehensive questionnaire prepared by the external consultant and participated in interviews with the consultant. The consultant then processed and evaluated the information, suggestions, and comments gathered, presenting the outcomes during a Board meeting.

The evaluation process encompassed several aspects, including: (i) tracking the progress of previously identified areas for improvement; (ii) addressing overarching issues influencing the Board, such as the number of Directors, their expertise and capabilities, training initiatives, independence, and decision-making abilities, as well as oversight of Committees; (iii) evaluating the operational dynamics, competencies, and interactions with the management team; and (iv) assessing the performance of the Chairman, CEO, and Secretary.

The external consultant advising on the evaluation process established that (i) the evaluation did not reveal any of the red flags most frequently raised in the evaluation processes; and (ii) in general, Directors are satisfied.

As a follow-up to the evaluation, the Non-Executive Directors concluded that (i) the Board meetings should begin with an introduction by the CEO on the Group's main issues; and (ii) that the Non-Executive Directors should meet at the end of each Board meeting. These changes have been implemented.

2.8.4 Conflict of interest

Pursuant to Dutch law and the Articles of Association, if a Director has a direct or indirect personal conflict of interest with the Company and its business as referred to in article 2:129(5) of the Dutch Civil Code (*Burgerlijk Wetboek*) (the "BW"), such Director may not participate in the Board's deliberations and decision-making on that matter.

According to the Board Rules, an Executive Director must, without delay, report any potential conflict of interest that is material to the Company or such Executive Director to the other Executive Directors and the Lead Director or, if the Chairman is an Independent Director, the Chairman. The Executive Director must provide all relevant information on this subject, including information relevant to the situation regarding his spouse, registered partner or life companion, foster child or relative by blood or marriage up to the second degree.

On the other hand, a Non-Executive Director must, without delay, report any potential conflict of interest that is material to the Company or such Non-Executive Director to the Lead Director or, if the Chairman is an Independent Director, the Chairman. If the conflict of interest concerns the Lead Director or, if the Chairman is an Independent Director, the Chairman, such report must be made to the Vice-Chairman. The Non-Executive Director must provide all relevant information on this subject, including information relevant to the situation regarding his spouse, registered partner or life companion, foster child or relative by blood or marriage up to the second degree.

The conflicts of interest procedure incorporated in the Board Rules reflects Dutch law and the principles and best practice provisions of the Dutch Governance Code with respect to them.

Rafael del Pino and María del Pino are brother and sister. Otherwise, there is no family relationship between any of the Directors or members of Senior Management.

2.8.4.1 Transactions in which there are conflicts of interest.

A company controlled by Mr. Rafael del Pino, the Chairman of the Company and shareholder with more than 10% in the Company's share capital, has hired Ferrovial Construcción, S.A., a wholly-owned subsidiary of the Company, as project manager in charge of the control and supervision of the construction and refurbishment works of certain real estate. The underlying works are being executed by third parties. The price of the project management contract is calculated with basis on the actual costs incurred by Ferrovial Construcción, S.A. in providing these services to which a multiplier of 1.4 is applied. The resulting price is similar to the price of these services when provided by Ferrovial Construcción, S.A. to other clients that are not related parties (market price). The estimated fees for the services provided under this agreement are approximately EUR 590,000.

Mr. Rafael, Mr. Ignacio and Mr. Juan del Pino Fernández-Fontecha, all of whom are sons of Mr. Rafael del Pino, the Chairman of the Company and shareholder with more than 10% in the Company's share capital, have entered into a construction contract with Ferrovial Construcción, S.A. in relation to the completion of the construction of a real estate. The contract is an "open book project" pursuant to which the final contract price will be calculated as the sum of the actual direct and indirect costs of the works, plus a fee of 8.9% (market price). The estimated contract price under this agreement is EUR 1,846,057.

In compliance with Article 39.9 of the Board Rules, both transactions (i) have been entered into in the ordinary course of business of Ferrovial Construcción, S.A.; (ii) are in compliance with the applicable laws; and (iii) have been approved by the Board of Directors of the Company, including a majority of votes cast by Non-Executive Directors, without the Director concerned having participated in the deliberations and the decision-making process. Best practice provisions 2.7.3 and 2.7.4 of the Dutch Governance Code have been complied with.

2.8.4.2 Transactions with shareholders that hold at least 10% of Ferrovial share capital.

There have been no transactions with material significance, other from the first one mentioned in section 2.8.4.1, with shareholders that hold at least 10% of the Company's share capital. Best practice provisions 2.7.5 of the Dutch Governance Code has been complied with.

3.SENIOR MANAGEMENT

Senior Managers are defined in the Board Rules as those persons who are members of the Management Committee of Ferrovial or who report directly to the Board, a Director or the Executive Committee.

3.1 Management Committee

The Ferrovial group's daily management is performed by the Management Committee, consisting of the CEO and certain other members of the Senior Management.

The members of Management Committee are:

Mr. Ignacio Madridejos:Chief Executive Officer of Ferrovial.
Mr. Dimitris Bountolos: Chief Information and Innovation Officer
Mr. Luke Bugeja: Chief Executive Officer of Ferrovial Airports
Mr. Carlos Cerezo: Chief Human Resources Officer
Ms. María José Esteruelas: Chief Executive Officer of Ferrovial Energy
Mr. Ignacio Gastón: Chief Executive Officer of Ferrovial Construction
Mr. Ernesto Lopez Mozo:Chief Financial Officer
Mr. Santiago Ortiz Vaamonde: Secretary of the Board and General Counsel
Ms. María Teresa Pulido: Chief Strategy Officer
Mr. Andrés Sacristán:Chief Executive Officer of Cintra (Toll Roads)

3.2 Other Senior Managers

Other Senior Managers that are not part of the Management Committee but report directly to the Board, a Director or the Executive Committee are:

Mr. Valentín Alfaya: Director of Sustainability
Mr. Alberto Ferreiro: Director of Internal Audit
Mr. Benjamín Juárez: Director of Health, Safety and Wellbeing
Ms. Patricia Leiva: Director of Communication and Corporate Social Responsibility
Mr. Pedro Montoya: Chief Compliance and Risks Officer
Mr. Gonzalo Nieto: Chief Executive Officer of Mobility & Services

There are three women within the Senior Management, which represents a 20% of its members. See Section 2.8.1 for further details on Ferrovial's global diversity and inclusion strategy.

3.3 Biographies of the Senior Managers

Ignacio Madridejos

CEO

Civil Engineer (Polytechnic University of Madrid); MBA (Stanford University).
CEO of Ferrovial SE since 2023 (and of Ferrovial, S.A. since 2019).
Former Regional President of CEMEX USA; Regional President of CEMEX Northern Europe; global responsible of CEMEX Energy, Security and Sustainability areas; President of CEMEX Spain; and CEO of CEMEX Egypt. He previously worked at McKinsey and Agroman. He was also President of OFICEMEN (Spanish Association of Cement Manufacturers), IECA (Spanish Institute of Cement and its Applications), and CEMBUREAU (European Cement Association).

Dimitris Bountolos

Chief Information and Innovation Officer

Civil Engineer (ICCP) from the University of Granada and a graduate of different senior management courses at Stanford, ESADE and IESE. During his career as an entrepreneur, he was a founder and partner of different startups in the space, drones and employee experience sector including Zero 2 Infinity, Guudjob, BlueSouth, and IllusionBox. He has taken on several management positions in Iberia, including Vice President of Customer Experience, and has contributed to the transformation and development of the airline's Hub. In addition, he was Chief Digital Officer of Latam Airlines, senior advisor to NASA's Chief Innovation Officer in Houston and advisor of digital transformation for the Travel, Transportation and Logistics sector at McKinsey.

Luke Bugeja

Chie Executive Officer
of Ferrovial Airports

MBA from Deakin University and Diploma in Tourism and Travel from William Angliss College (both in Melbourne). He has spent most of his career in aviation industry and airport infrastructure with operational, commercial, and financial experience in airlines, airports and investment management. Most recently, he was an operating partner at Hermes GPE and was responsible for their transport investments. Previously, he held senior executive positions at OMERS (Ontario Municipal Employees Retirement System), Ontario Airport Investments and Macquarie Bank Limited / Map Airport. Over a period of 14 years, he has held senior positions at Changi Airports International in Singapore and airports in London City, Brussels and Bristol. He has 16 years of experience in the airline business, having worked at Virgin Blue and Qantas Airways. In May 2021 he was named CEO of Ferrovial Airports.

Carlos Cerezo

Chief Human Resources Officer

Degree in Philosophy from Complutense University of Madrid, Master in Human Resources from CEU and Executive MBA from the Instituto de Empresa. He joined Ferrovial in 2006 and since 2015, he held the position of Human Resources and Communications Director of Ferrovial Services. Previously, he was the Corporate HR Development Director and the HR Director of the Corporate Area. In 2020, he was appointed Chief Human Resources Officer. Prior to joining the company, he held various positions of responsibility in the field of consulting at IBM and PWC.

María José Esteruelas

Chief Executive Officer of
Ferrovial Energy

Degree in Industrial Electrical Engineering from ICAI (Comillas Pontifical University, Madrid), Master's Degree in Operations Management from IE Business School and a PDG from IESE Business School. She joined Ferrovial in 2021 as Managing Director of Energy Solutions. Previously, she developed her career in Abengoa, where she has held various positions in different areas, including Director of Concessions, Director of Latin America, Director of the Energy Division, Director of the Americas Region and member of the Executive Committee. Since February 2019, she was a member of the Board of Directors of Applus+.

Juan Ignacio Gastón

Chief Executive Officer of
Ferrovial Construction

Civil Engineer (ICCP) from the University of Cantabria and MBA from the London Business School. He joined Ferrovial in 1995, and during his professional career, he has held various high-level positions in the divisions of Construction and Services. In 2003, he joined Amey, and he went on to take the position of Construction Manager at Ferrovial Construction in the United Kingdom in 2007. In 2013, he was named Managing Director at Ferrovial Services Spain, a position that he held until being chosen as Chief Executive Officer at Ferrovial Construction in November 2018.

Ernesto López Mozo

Chief Financial Officer

Civil Engineer (Polytechnical University of Madrid) and holds an MBA from The Wharton School of The University of Pennsylvania. In October 2009 he was appointed Chief Financial Officer of Ferrovial. Previously, he held various management positions at Telefónica Group, JP Morgan and Banco Santander. He worked in Civil Engineering before obtaining the MBA degree. Member of the IFRS Advisory Council (2013-2015). Appointed Chairman of the Board of Directors of Directors of Aegon España, S.A. in 2023 (member of the board during 2016-2023). He is Vice President of the Audit and Control Committee.

Santiago Ortiz Vaamonde

Secretary of the Board
and General Counsel

Spanish State Attorney (on voluntary leave); PhD in Law (Universidad Complutense de Madrid). General Counsel and Secretary of the Board of Ferrovial since 2009. Former partner at two well-known law firms, in charge of Trial Law and Regulatory Law; representative of the Kingdom of Spain before the Court of Justice of the European Union; professor at the Diplomatic School and the Carlos III University.

María Teresa Pulido

Chief Strategy Officer

BA Degree in Economics from Columbia University and MBA from MIT Sloan School of Management. She has professional experience in the United States, Spain and Venezuela. In 2011 Maria Teresa joined Ferrovial as Director of Corporate Strategy. She previously held management positions in banking at Citi, Deutsche Bank, Bankers Trust, Wolfensohn and in consulting at McKinsey. Since 2014 she has been a member of the Board of Directors of Bankinter, since 2006 she is part of MIT Sloan Executive Board (EMSAEB) and of Fundación Eugenio Mendoza.

Andrés Sacristán

Chief Executive Officer of
Cintra (Toll Roads)

Civil Engineer from Madrid Polytechnical University. He began his career with Cintra in 2001 holding several positions in the car parks division, including Head of Development, before moving on to the toll roads division where he served as Head of Operations at Eurolink M4 (Ireland) and Managing Director of Radial 4 (Madrid). In 2010, he was appointed Country Manager for Spain and a member of the Executive Committee. In 2013, he became Head of Europe and also took charge of the Australian and Colombian markets in 2015. In 2017, he was appointed Director for Canada and CEO of 407 ETR. In 2020, Andrés Sacristán took over the management of Cintra US, where the company built and operates five innovative managed lanes projects. He was appointed CEO of Cintra in 2021.

Biographies of Other Members of Senior Management

Valentín Alfaya

Sustainability Director

Ph.D. cum laude in Biology (Complutense University, Madrid), and a M.Sc. in Environmental Engineering (EOI Business School, Madrid). Professional career in various sectors extends over 25 years, currently as Sustainability Director at Ferrovial. Between 2004 and 2008 he performed also as Group Risk Manager. Founder and former Chairman of the Spanish Green Growth Group, member of the Governing of the EIT Climate-KIC and the Advisory Board at REDS (Spanish chapter of the UN-SDSN), among other institutions. Author of several books and scientific papers, he teaches regularly at Rey Juan Carlos University (Madrid) and Comillas Pontificia University (ICAI).

Alberto Ferreiro

Chief Audit Executive (CAE)

Business degree from ICADE, Master in Finance from CUNEF, AMP from IESE and GSMP from the University of Chicago Booth School. In May 2008 he joined Ferrovial when he was appointed Chief Audit Executive. All his professional life has been devoted to internal audit in leading international and diversified groups. He started in Banco Santander in 1991, moved to Union Fenosa (now Naturgy) in 2000, before joining Ferrovial in 2008. He actively works with the internal audit industry in promoting its value to the organizations.

Benjamin Juarez

Director of Health, Safety and Wellbeing

Bachelor of Science from the University of Nevada Las Vegas (UNLV), Master of Science from Eastern Kentucky University (EKU), he also holds the Certified Safety Professional (CSP), and Construction Health and Safety Technician (CHST) designations from the Board of Certified Safety Professionals. In February 2023 he was appointed as the Global Director of Health, Safety and Wellbeing. Benjamin is a safety professional and organizational leader with 20 years of construction industry experience. He has led teams of safety professionals across 17 countries in Europe, Middle East, Asia, and North America, and led the digital transformation of health and safety across a global organization.

Patricia Leiva

Director of Communications & CSR

Degree in Communications from the Complutense University of Madrid and a PDD from the IESE Business School.
She has more than 20 years of experience. As a journalist, she worked at ABC, Cadena COPE and Europa Press, where she specialized in economic information. In corporate communications, she was head of External Communications and Media Relations at KPMG and executive vice president of Communications, Corporate Responsibility and Institutional Relations at ING DIRECT. Until her appointment at Ferrovial, she held the position of director of Communication, Institutional Relations and Sustainability for Mahou San Miguel.

Pedro Montoya

Group Chief Compliance and Risk Officer

A graduate in Law from the Complutense University of Madrid, LLM from IE Business School and IESE PDD management program. He started his professional career in Procter & Gamble in 1986, later joined the C.A.S.A. legal department in 1991, where he was General Counsel and General Secretary. In 2001, he was brought into EADS (later renamed AIRBUS), where he held several positions in the legal department. In 2006, he was appointed General Counsel International, and in 2008, Group Chief Compliance Officer. In 2018 he was appointed Chief Compliance and Risk Officer at ALEATICA.

Gonzalo Nieto

CEO Ferrovial Mobility and Services

Degree in Physics from the Complutense University of Madrid and an MBA from the Stern School of Business in New York. He joined Ferrovial Services in 2004 where he held different positions in Business Development area, Amey, Cespa and as director of the International and Transformation divisions. Before joining Ferrovial, he worked at McKinsey and Merrill Lynch, among other companies.

4. GENERAL MEETING, SHARE CAPITAL AND VOTING RIGHTS

4.1 General Meeting and its Powers

4.1.1 Place and Time of the General Meeting

General Meetings, unless held fully electronically where permitted by law, are held in the municipality where the Company has its seat (Amsterdam), or in Rotterdam, The Hague or Utrecht, in the Netherlands. Each year, the Board convenes at least one General Meeting to be held within six months after the end of the Company's financial year. Extraordinary General Meetings may be held as often as the Board deems desirable. In addition, subject to applicable law, one or more persons with the right under Dutch law to attend a general meeting ("Meeting Rights") individually or jointly representing at least 10% of the outstanding share capital may request the Board in writing to convene a General Meeting.

4.1.2 Calling and Agenda of the Meeting

The notice calling a General Meeting is issued by an announcement, which is published electronically and which is directly and permanently available until the time of the General Meeting. The notice must state the subjects to be dealt with, the time and place (where applicable) of the meeting, the record date, the manner in which persons entitled to attend the General Meeting may register and exercise their rights, the time by which registration for the meeting must have occurred, as well as the place where the meeting documents may be obtained, and such other information as may be required by Dutch law. The notice must be given by at least 42 days prior to the day of the meeting.

The agenda for the annual General Meeting, among other things, typically includes the adoption of the Annual Accounts, the discussion of any substantial change in the corporate governance structure of the Company and the allocation of the profit, insofar as this is at the disposal of the General Meeting. At least every four years, the adoption of the remuneration policy for the Board is included in the agenda.

Subject to applicable law, items requested to be added to the agenda by one or more persons with Meeting Rights in writing, individually or jointly representing at least 3% of the outstanding share capital, will be included in the notice calling the General Meeting or announced in the same manner if the Company has received the substantiated request no later than 60 days before the day of the General Meeting.

4.1.3 Conduct of the General Meeting

General Meetings are chaired by the Chairman or such other person as determined in accordance with the Articles of Association. The Directors may attend a General Meeting. In these General Meetings, they have an advisory vote, *i.e.*, a Director may indicate to the General Meeting how he or she would vote, but such advisory vote does not have formal voting power in the General Meeting. The chairperson of the General Meeting may decide at his or her discretion to admit other persons to the General Meeting.

Each shareholder (as well as other persons with voting rights or Meeting Rights) may attend the General Meeting, address the General Meeting and exercise voting rights *pro rata* to his or her shareholding, either in person or by proxy.

Shareholders may exercise these rights, if they are the holders of shares on the 28th day before the day of the General Meeting and they have timely registered to attend the General Meeting.

The notice shall state the record date and the manner in which the persons entitled to attend the General Meeting may register and exercise their rights.

4.1.4 Resolutions of the General Meeting and amending the Articles of Association

Each share confers the right to cast one vote in the General Meeting, and resolutions are adopted by a simple majority of votes cast without a quorum requirement being applicable, subject to certain exceptions provided by Dutch law or the Articles of Association. Pursuant to Dutch law, no vote may be cast at the General Meeting on a share held by the Company or a subsidiary. If there is a tie in voting, the proposal will be rejected.

The Articles of Association stipulate that certain resolutions necessitate a majority exceeding a simple majority of votes cast. Specifically, the limit and exclusion of pre-emptive rights, the reduction of share capital, and amendments to the Articles of Association require a majority of at least two-thirds of votes cast if less than one-half of the issued share capital is represented at the meeting. The Articles of Association stipulate that certain resolutions may only be adopted upon a proposal thereto by the Board. These include resolutions on the amendment of the Articles of Association, on legal mergers and legal demergers, the appointment of Directors, the issue of shares, limitation or exclusion of pre-emptive rights, the reduction of share capital, distributions in kind, the remuneration policy, and dissolution.

If a proposal is made to the General Meeting to amend the articles of association, this must be stated in the notice convening the General Meeting, and a copy of the proposal, stating the proposed amendment verbatim, must be made available for inspection by every Person with Meeting Rights at the Company's office from the day of the convocation of the relevant General Meeting until the end of such General Meeting.

4.1.5 General Meetings in 2023

The Annual General Meeting of Ferrovial S.A. was held on April 13, 2023 in Madrid (Spain), with an attendance quorum of 77.6%. All the resolutions proposed by the Board were approved and are available on Ferrovial's website. Prior to the Merger Effective Time, Ferrovial S.A., as sole shareholder of Ferrovial International SE, adopted certain general meeting resolutions in respect of Ferrovial SE in connection with the Merger.

4.2 Share capital

Pursuant to the Articles of Association, Ferrovial's authorized share capital amounts to EUR 30,000,000 representing 3,000,000,000 shares with a nominal value of EUR 0.01 each.

The issued share capital per 31 December 2023 is:

Issued share capital (€)	Number of shares	Number of voting rights	Registration date
7,406,883.65	740,688,365	740,688,365	22 November 2023

4,759,301 shares were held in treasury per 31 December 2023.

All issued shares are fully paid-up.

Each share gives the right to cast one vote at the General Meetings. All shareholders have the same voting rights. There are no different types of shares with different associated rights.

4.3 Transfer of shares, special voting rights and restrictions voting rights

The transfer of shares (not being, for the avoidance of doubt, a beneficial entitlement to a share held through the systems of the Depository Trust Company ("DTC"), Iberclear, Euroclear Bank or Euroclear Nederland) requires a deed executed for that purpose and, save in the event that the Company itself is a party to the transaction, written acknowledgement of that transfer by the Company.

Serving of the deed of transfer or of a certified notarial copy or extract of that deed, on the Company, will be the equivalent of acknowledgement. This applies equally to the creation of a right of pledge or a right of usufruct on a share, provided that a right of pledge may also be established without acknowledgement by, or service on the Company, with due observance of section 2:86c(4) BW.

There are no restrictions on the transferability of shares in the Articles of Association or under Dutch law. However, the transfer of the shares into jurisdictions other than the Netherlands and Spain may be subject to specific regulations or restrictions.

There are no agreements between shareholders which are known to the Company that may result in restrictions on transfer of shares or the exercise of voting rights.

4.4 Issue and repurchase of (rights to) shares

4.4.1 Issuance of Shares

Pursuant to the Articles of Association, the Board resolves on the issue of shares and determines the issue price, as well as the other terms and conditions of the issue, if and insofar as the Board has been authorized by the General Meeting to issue shares with due observance of the applicable statutory provisions. Unless otherwise stipulated at its grant, the authorization cannot be withdrawn without a proposal thereto by the Board. The authorization of the Board may be extended by specific consecutive periods with due observance of applicable statutory provisions. If and insofar as the Board has not been authorized, the General Meeting, pursuant to a proposal thereto by the Board, resolves on the issue of shares and determines the issue price, as well as the other terms and conditions of the issue. The above equally applies to the granting of rights to subscribe for shares, such as options, but is not required for an issue of shares pursuant to the exercise of a previously acquired right to subscribe for shares. The Company may not subscribe for its own shares on issue.

The Board has been authorized by the General Meeting, for a period of eighteen months from the Merger Effective Time, to issue shares, or grant rights to subscribe for shares, for an amount up to 10% of the Company's issued share capital. In addition, the Board has been authorized, for a period of eighteen months from the Merger Effective Time, to resolve to issue shares in relation to a one or more scrip dividends, materially in the amount of the scrip dividends approved by the Ferrovial, S.A. general meeting held on 13 April 2023.

4.4.2 Acquisition by the Company of its Shares

The Company may acquire fully paid-up shares if and insofar the General Meeting has authorized the Board to do so with due observance of the statutory provisions.

The Company may acquire fully paid-up shares at any time for no consideration or, subject to Dutch law and the Articles of Association, if: (i) the distributable part of the shareholders' equity is at least equal to the total purchase price of the repurchased shares, (ii) the aggregate nominal value of the shares that the Company acquires, holds or holds as pledge or that are held by a subsidiary does not exceed 50% of the issued share capital, and (iii) the Board has been authorized by the General Meeting to repurchase shares.

No authorization from the General Meeting is required if the Company repurchases fully paid-up shares for the purpose of transferring these shares to employees of the Company or of a Group Company pursuant to any applicable equity plan, provided that the shares are quoted on an official list of a stock exchange.

The Company may acquire shares against payment in cash or in a form other than cash.

The Company or a subsidiary may not cast votes on shares held by it nor will such shares be counted for the purpose of calculating a voting quorum. Usufructuaries or pledgees of shares belonging to the Company or any of its subsidiaries are not excluded from voting if the right of usufruct or the right of pledge was created before such share was held by the Company or any of its subsidiaries. The Company or a subsidiary may not cast a vote in respect of a share on which it holds a right of usufruct or a right of pledge.

When determining the allocation of an amount to be distributed, shares held by the Company in its capital are not taken into account, unless those shares are encumbered with a right of usufruct or a right of pledge. The Board is authorized to dispose of the Company's own shares held by it.

The Board has been authorized by the General Meeting, for a period of eighteen months from the Merger Effective Time, to resolve on the acquisition of shares provided that the Company and the Group Companies do not hold more than 10% of the Company's issued share capital, and against a price of up to 125% of their quoted price on a market on which the shares are listed, as determined by the Board, on the date of repurchase.

Pursuant to this authorization, the Company has agreed to implement a share buy-back program, with the purpose of reducing its issued share capital. The share buy-back program has a maximum investment of 500 million euro, and the number of shares to be acquired under the share buy-back program may in no case exceed 34 million of shares. The share buy-back program has been authorized from 1 December 2023 to 1 May 2024.

4.4.3 Capital Reduction

Pursuant to a proposal of the Board, the General Meeting may decide to reduce the issued share capital with due observance of article 2:99 BW. The issued share capital may be reduced by reducing the nominal value of shares by means of an amendment to the Articles of Association or by cancelling shares.

A resolution of the General Meeting to reduce the share capital requires a majority of at least two-thirds of the votes cast, if less than one-half of the issued share capital is present or represented at the General Meeting or a simple majority if one-half or more of the issued share capital is present or represented at the General Meeting.

A resolution to cancel shares can only relate to those held by the Company itself or all shares of a particular class. In addition, Dutch law contains detailed provisions regarding the reduction of capital. A resolution to reduce the issued share capital shall not take effect as long as creditors have legal recourse against the resolution.

The General Meeting has resolved to cancel shares as these may be held by the Company from time to time. The number of shares that will be cancelled will be determined by the Board. The cancellation may be implemented by the Board in one or more tranches. This resolution will lapse 18 months after the Merger Effective Time.

4.5 Major shareholders and related party transactions

4.5.1 Major Shareholders

The following table sets out the shareholders (either directly or indirectly) holding a substantial interest (*substantiële deelneming*) (*i.e.*, a holding of at least 3% of the share capital or voting rights) in the Company (the "Major Shareholders"). This list of Major Shareholders is based on the information published on the website of the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten, AFM*) on major shareholders in the Company as at 31 December 2023.

	Amount of Share Capital Owned		
Shareholder	Number / class of Shares	Percentage of share capital	Percentage of Voting Rights
Rafael del Pino	152,251,078	20.56%	20.56%
María del Pino	61,160,900	8.26%	8.26%
Leopoldo del Pino	30,924,323	4.17%	4.17%
Blackrock Inc.	23,276,732 [1]	3.14%	3.88%
TCI Fund Management Ltd	72,970,294 [2]	9.85%	9.85%
Bank of America Corporation	39,592,791 [3]	5.35%	5.35%
Lazard Asset Management LLC	38,974,088	5.26%	4.99%

[1] This figure also includes contracts for difference.
[2] This figure also includes swaps.
[3] This figure also includes swaps and put options.

The Company is not directly or indirectly controlled. The Company is not aware of any arrangement that may, at a subsequent date, result in a change of control.

4.5.2 Related-Party Transactions

Information on related party transactions is included in the note 6.8 to the consolidated financial statements of Ferrovial and its group of companies.

5. CHANGE OF CONTROL ARRANGEMENTS AND SPECIAL RIGHT OF CONTROL.

5.1 Cooling-Off Period in Response to Shareholder Activism or Hostile Take-Over

The board of a Dutch listed company, such as the Company, may invoke a statutory cooling-off period with a maximum of 250 days (*wettelijke bedenktijd*). During such cooling-off period, the General Meeting would not be able to dismiss, suspend or appoint Directors or amend the provisions in the Articles of Association relating to such matters.

The legislation allows the Board to invoke a cooling-off period in case:

- one or more shareholders who (jointly or individually) have the right to include an item on the agenda of a General Meeting as referred to under Section 4.1.1, propose an agenda item for the General Meeting to consider a proposal for the appointment, suspension or dismissal of one or more Directors or a proposal for the amendment of one or more provisions in the Articles of Association relating to such matters; or
- a public offer for the shares is announced or made without the Company's support for such offer, provided, in each case, the Board considers such proposal or offer to be materially conflicting with the interests of the Company and its business.

5.2 Rules Governing Obligations of Shareholders to Make a Public Takeover Bid

Pursuant to the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*) ("FMSA") and Dutch Decree on public takeover bids (*Besluit openbare biedingen*), and in accordance with European Directive 2004/25/EC, also known as the takeover directive, any shareholder who (individually or jointly) directly or indirectly obtains control of a Dutch listed company is required to make a public takeover bid for all issued and outstanding shares in that company's share capital. Such control is deemed present if a (legal) person is able to exercise, alone or acting in concert, at least 30% of the voting rights in the general meeting of such listed company (subject to an exemption for Major Shareholders who, acting alone or in concert, already had such stake in the company at the time of that company's initial public offering).

In addition, it is prohibited to launch a public takeover bid for shares of a listed company, such as the shares of the Company, unless an offer document has been approved. Pursuant to Article 4(2)(a) of European Directive 2004/25/EC, as implemented in Article 4:74(2)(a) FSMA, the AFM shall be the authority competent to supervise such public takeover bid and approve such offer document. A public takeover bid may only be launched by way of publication of an approved offer document unless a company makes an offer for its own shares. The public takeover bid rules are intended to ensure that in the event of a public takeover bid, among others, sufficient information will be made available to the shareholders, that the shareholders will be treated equally, that there will be no abuse of inside information and that there will be a proper and timely offer period.

5.3 Significant agreements with change of control clauses

Significant agreements of the Company that incorporate change of control clauses include the following:

- Ferrovial has had a Multicurrency Revolving Facility Agreement with certain financial institutions since April 2014. This stipulates early repayment in the event of a change in control at Ferrovial, authorizing each of these institutions to withdraw the financing given on an individual basis for 90 days thereafter. In 2022 Ferrovial entered into a series of loans/lines of credit with several banks that include, among other reasons for early termination, a change of control of Ferrovial.
- In July 2014, March 2017 and May, June and November 2020, Ferrovial Emisiones, S.A. (a subsidiary of the Company) issued bonds admitted to trading on the AIAF fixed income market, guaranteed by Ferrovial and maturing in 2024, 2025, 2026, 2026 and 2028, respectively. Section 7(c) of the Terms and Conditions included in the issue prospectuses establishes as an event of total or partial early redemption, at the option of the bondholders, the occurrence of a change of control of Ferrovial that also results in the loss or downgrading of Ferrovial's rating.

  In September 2023, Ferrovial SE issued sustainability-linked bonds admitted to trading on Euronext Dublin, maturing in 2030. Section 6 (c) of the Terms and Conditions included in the issue prospectus, establishes as an event of total or partial early redemption, at the option of the bondholders, the occurrence of a change of control of Ferrovial SE, that also results in the loss or downgrading of Ferrovial SE´s rating.

  In December 2016 and November 2017, Ferrovial and several of its subsidiaries entered into counter-guarantee contracts with several insurance companies for the issuance of bonding guarantees on behalf of Ferrovial Group companies. The contracts include the ability of insurers to request counter-guarantees in cash if there is a change of control at Ferrovial.
- The Company and its group are also party to less significant contracts, mainly of financial nature, that require authorizations or set conditions for a change of control or corporate transactions such as a merger or spin-off. These include a change of control in Ferrovial among the grounds for early termination.
- There are also contracts with suppliers of IT services that include a change of control in Ferrovial among the grounds for early termination.

5.4 Employment, Service and Severance Agreements

There are no agreements between the Company and its directors or senior managers that provide for indemnities, guarantee or golden parachute clauses when they resign or are dismissed without just cause or if the contractual relationship comes to an end as a result of a takeover bid.

6. COMPLIANCE AND OTHER POLICIES OF FERROVIAL

Ferrovial management report contains specific sections regarding sustainability and environment; human rights; health, safety and wellbeing; integrity; and tax management. Please see these sections for detailed information on these matters.

6.1 Code of Ethics and Business Conduct

The Code of Ethics and Business Conduct (the "Code") is the most important document of the Ferrovial internal regulations and it is the founding stone of its compliance program, which aim is to promote a culture of integrity and establish a common process for monitoring and controlling the Company's compliance risks under the principle of "zero tolerance" for the commission of irregularities or criminal acts. The Code is available on Ferrovial's website.

The Code is applicable to all group companies and establishes the basic principles to which its directors, managers and employees must adhere.

Pursuant to the Code, the key principles of Ferrovial business conduct are:

- Compliance with the Law: the activities of Ferrovial shall be conducted in strict compliance with the applicable law.
- Respect for Human Rights: All actions carried out by Ferrovial and its employees shall strictly comply with the human rights and public liberties included in the Universal Declaration of Human Rights.
- Integrity: The business and professional activities of Ferrovial and its employees shall be based on integrity, honesty, preventing corruption and maintaining respect for the individual circumstances and needs from every person involved.

These key principles are embodied in a series of commitments: regarding (i) Ferrovial relationship with and among its employees (respectful treatment and prevention of discrimination; abolition of child labor; equal opportunities; workplace health and safety; respect of confidentiality and privacy of employee data; encouraging personal and professional balance); (ii) compliance with applicable laws (relationships with governments; anti-corruption laws; inside information; anti-money laundering laws; fair competition; accurate books and records); (iii) with third parties and the market (quality; confidentiality of third-party data; transparency, creating value and corporate governance; protection of company property; and conflicts of interest); and (iv) with the community (environment and social).

The Compliance Program is directly supervised by the Board through the Audit and Control Committee, under the chairmanship of the Compliance and Risk Director. The Compliance and Risk Director reports periodically to the Audit and Control Committee and at least once a year to the Board on the effectiveness of the Compliance Program. The latter includes a review of the controls established for compliance with the Code of Ethics and Business Conduct and other compliance regulations.

The Compliance and Risk Director also report at each meeting of the Audit and Control Committee on the performance of the Ethics Channel, which is the mechanism established by the Company to facilitate the communication of any possible irregularity, non-compliance or behavior contrary to ethics, legality and Ferrovial internal rules by Ferrovial employees or third parties. Please see the Ethical and Responsible Management section of the management report for further information on the Ethics Channel.

6.2 Anticorruption Policy

Ferrovial has an Anti-Corruption Policy, available on Ferrovial's website.

The Anti-Corruption Policy governs the behavior of all directors, officers and employees of Ferrovial and its group of companies, as well as their business partners, in the conduct of business, bearing in mind that Ferrovial has implemented a policy of "zero tolerance" of any practice that may be deemed as corruption or the giving or receipt of bribes. The Anti-Corruption Policy will govern the interactions between Ferrovial or any companies that comprise the group and any person, including but not limited to public officials.

In addition to the voluntary commitments with integrity and business ethics, the Anti-Corruption Policy mandates strict compliance with applicable anticorruption laws worldwide, including any laws prohibiting the giving or receiving of bribes and corrupt practices, including but not limited to the Dutch Criminal Code, the Spanish Criminal Code, the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act 2015, the United Nations Convention against Corruption and the OECD Anti-Bribery Convention.

6.3 Code of Conduct in the Securities Market

Ferrovial has a Code of Conduct in the Securities Markets, also available on Ferrovial's website.

The Code sets forth the guidelines and prohibitions for Directors, managers and employees regarding the legal and regulatory duties and sanctions applicable to insider trading and unlawful disclosure of inside information/material nonpublic information. In addition, the Code regulates other matters, such as the blackout periods, insiders list, or notification obligations that have to be fulfilled under Dutch law by members of the Board or other Persons Discharging Managerial Responsibilities when dealing in securities of Ferrovial.

The Code of Conduct in the Securities Market is also applicable to persons closely associated (immediate family members or members of the same household and legal entities closely linked) with the members of the Board, managers and employees.

7. FINANCIAL REPORTING AND AUDIT

7.1 Main characteristics of the internal control system over financial reporting

Ferrovial has implemented a system of internal control over financial reporting based on the model outlined by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO"), known as the Internal Control Framework for Reporting Standards (the "ICFRS"). This framework delineates the internal control system as a set of rules, procedures and tools designed to reasonably ensure the financial information (i) fairly depicts, in all material respects, the financial condition, cash-flows and results of operations of the Company and (ii) it is free from material errors. The reliability, accuracy, completeness and timeliness of information significantly contribute to meeting this objective. The periodic evaluation of the internal control system is essential to ensure it remains effective.

The subsequent paragraphs delve into the specifics of the ICFRS framework currently in place.

7.2 Responsibilities

The Board of Directors is responsible for supervising the internal control over financial reporting system. Additionally, the Audit and Control Committee is tasked with supervising the effective functioning of the Company's internal control, including the ICFRS, relying on support from the Internal Audit function.

The practical design, implementation, and maintenance of the ICFRS are responsibilities assigned to the members of the Management Committee, who rely on the Corporate Finance Department to globally lead and oversees all phases of the process, as outlined in the 'General Framework for the Operation of the Internal Control over Financial Reporting System'. This framework is available to all employees through the Company's intranet. Notably, this responsibility extends beyond the Finance Department, encompassing the entire organization, including Human Resources, Legal Advisory, Information Systems, and all the Business Divisions.

The Corporate Finance Department provides periodic status reports to the Audit and Control Committee. Additionally, on a yearly basis, a report on internal control is presented to the Board of Directors.

7.3 The Process

Identifying risks of error in financial reporting is one of the most important stages within the ICFRS process, the purpose of which is to ensure (with reasonable security) the reliability of the financial information disclosed to the market.

The ICFRS process, also known as the 'ICFRS Annual Wheel', is aligned with the COSO III Enterprise Risk Management Framework. This wheel provides a structured approach to manage internal controls systematically throughout the year, ensuring reliability in financial reporting and compliance with accounting regulations. The process encompasses several key stages:

- Scope Definition: Determining the legal entities and processes for which internal controls are essential to ensure reliability of the consolidated financial statements.
- Process and Control Updates: Periodically revising process documentation and enhancing controls.
- Self-Assessment of Control Effectiveness: Evaluating the design and operational efficiency of the identified key controls.
- Risk Assessment: Evaluating residual risks associated with financial reporting.
- Results Update ("Rolling Forward"): Incorporating changes and addressing post-evaluation control shifts.
- Annual Certification: Certifying the financial information's accuracy.
- Internal audit of the controls.

These stages are supported by IT tools, facilitating comprehensive management of the process and enabling clear assignment of responsibilities for executing and documenting controls.

The methodology is based on the analysis of the financial information in the various companies controlled by Ferrovial, selecting the material financial statement lines according to quantitative and qualitative criteria (mainly financial statement lines that involve judgements, estimations and complex calculations, and which are at risk of fraud). In this stage, risks of error and fraud in the financial information are identified, in relation to the existence, completeness, accuracy, valuation, presentation and disclosures, rights and obligations associated with the financial statement lines within the scope. The main financial statements lines are grouped into processes that are analyzed and for which a narrative is prepared describing the information generation process and the main associated controls.

The risk assessment is carried out once a year, based on the functioning of the key controls implemented. The most significant observations and residual risks are presented to the Board of Directors and Audit and Control Committee.

The results of the self-assessment of controls are ratified during the "Roll Forward" phase, checking whether between the date of the evaluation of controls (September) and the end of the year there have been significant changes in the processes, systems and/or in the organization that could affect internal control. The Roll Forward is launched in January together with the self-assessment of the annual frequency controls associated with the year-end closing. Also, when issues are identified in the self-assessment process, action plans are defined to ensure they are solved.

The process of identifying risks of error in financial information considers the effects of other types of risk, mainly operational, technological, legal, tax and labor risks, to the extent that they affect the financial statements. These risks are assessed and managed by the businesses and the various corporate functions, such as the Information and Innovation Systems Department hereinafter the "DGSSII", Tax Department, Legal Department, Human Resources Department and others.

Ferrovial has also documented its entity level controls, following the principles of the COSO III framework, and the Information Technology General Controls following the international standard included in the Corporate Information Security Model. This includes internal control policies and procedures for IT systems (including secure access, control of changes, system operation, continuity and segregation of duties) giving support to key company processes regarding the preparation and publication of financial information.

On an annual basis, the Information Systems Directors of the main subsidiaries and business units, as well as the Group's Global CISO, carry out an evaluation of the effectiveness of the internal controls implemented on the main information systems that support the financial reporting processes in their respective areas of responsibility (local and corporate environments). This assessment provides an overview of the main risks associated with the use of Ferrovial's digital products and services and information, as well as facilitating the definition and implementation of action plans to manage the identified risks.

Based on all the key ICFR activities undertaken during 2023, together with the action plans in place to address residual risks, it has been concluded that the 2023 aforementioned systems provide reasonable assurance that the company's financial reporting does not contain any material inaccuracies.

7.4 Monitoring of the system

Ferrovial has an Internal Audit Department that reports to the Audit and Control Committee. The scope of the Internal Audit Department's work includes all companies in the Ferrovial Group.

The scope of the reviews and analysis carried out by the Internal Audit Department includes the following:

- Financial statements.
- Business plans, budgets and financial models.
- Non-financial information.
- Design, effectiveness and efficiency of processes and internal controls.
- Compliance with applicable internal and external regulations.
- Integrity and functional sufficiency of information systems, and
- The adequacy of organizational responsibilities.

The Internal Audit Department provides regular updates to both the Executive Committee and the Audit and Control Committee.

7.5 Process of preparing the annual accounts

The preparation of the Annual Accounts starts with the creation of the annual closing calendar by the Finance department, that includes the main tasks to be performed to prepare the consolidated Annual Accounts of the Group. It is a bottom-up process where controls are defined for key activities: all the accounting closing activities carried out at corporate level, such as the full consolidation process, the breakdown of the notes to the financial statements and the preparation of the cash flow statement have their own controls.

At transactional system level, Ferrovial has a harmonized system, internally called "corporate" SAP, which includes most Group companies. The companies outside this "corporate" SAP have their own transactional systems, all of them developed under the SAP platform. The mechanism for capturing and preparing the information that supports Ferrovial' s consolidated financial statements is mainly based on a consolidation tool known as SAP BPC. The companies and subgroups not included in the corporate SAP application upload their end of period financial information into this application. A large part of the information supporting the breakdowns and notes to the financial statements is included in the consolidation tool, with the remainder being captured using standard-format spreadsheets, called Reporting Packages, which are prepared for half-yearly and annual closes.

The information reported for the preparation of the Group's consolidated financial statements is certified by different levels of the organization in a bottom-up process. Thus, the businesses and main subsidiaries' Chief Executive Officers and Chief Financial Officers certify the financial information of their areas of responsibility. This certification includes an explicit mention of their responsibility for maintaining a system of internal control that enables the financial information to be free from material error or fraud. It also includes a statement regarding the self-assessment exercise of the effectiveness of the controls and that the results obtained do not give rise to any significant deficiency or material error in the financial information.

The financial statements are submitted to the Board for their formulation. In addition, prior to publication and approval by the Board, the General Finance Department submits to the Audit and Control Committee the annual financial statements, highlighting the main judgements and estimates made in the most complex areas or those with the most significant accounting impact.

The external auditor periodically participates in the Audit and Control Committee, presenting their scope, planning, identification of key risks, conclusions of interim work and final conclusions of the audit. They also submit any internal control weaknesses found during its audit work to the Audit and Control Committee, on a yearly basis. These weaknesses are incorporated into the ICFRS action plan; the Corporate Finance Department is responsible for designing an action plan to correct such shortcomings and for reporting progress to the Audit and Control Committee and Internal Audit for supervising its completion.

7.6 Appointment of the group external auditor

In accordance with Dutch law, Ferrovial's external auditor is appointed by the General Shareholders Meeting, based on a nomination for appointment by the Board. The Board bases its nomination on the advice from the Audit and Control Committee, who annually provide a report to the Board on the performance of and relationship with the external auditor, as well as its independence.

Ernst & Young, S.L., Ferrovial's predecessor external auditor, was initially appointed by the General Meeting as the external auditor of Ferrovial, S.A. (the former parent company of the Ferrovial group) on 17 April 2020 for a three-year term, starting from 31 December 2020. Following the Merger where the Company acquired all assets and liabilities of Ferrovial, S.A. under universal title, Ernst & Young Accountants LLP now serves as the auditor for Ferrovial.

7.7. Transitioning to a Sarbanes – Oxley Act (SOX) compliant model

In connection with Ferrovial's planned listing on Nasdaq, in 2023 we started a process determining whether our existing system of ICFR was compliant with the Sarbanes-Oxley Act and the existing controls operating at the level required, initiating a program to adapt our prior ICFR framework to the requirements of the Sarbanes-Oxley Act. The implementation program will continue during 2024.

In the prior ICFR System no material weaknesses nor significant deficiencies in our internal controls had been identified. However, the SOX implementation program has evidenced the need to introduce additional requirements not currently met (e.g. implementation of management review controls with a required level of precision or documentation). As a result, in the preparation of our 2023 IFRS financial statements, we identified three material weaknesses in the design and operating effectiveness of our internal controls over financial reporting related to the following: (i) lack of evidence of management review controls pertaining to control attributes, precision level applied and documentation of matters resolved and over the completeness and accuracy of reports used in the controls, (ii) lack of designed, implemented and operating effectiveness testing internal controls over information technology general controls impacting systems and applications used in significant processes, and (iii) lack of control design to ensure appropriate segregation of duties is maintained in recording transactions.

The Company has already made significant progress in remediating these material weaknesses by carrying out a SOX Act compliance program with the support of an external advisor with specific actions being taken for each material weakness as follows:

- Identifying the complete population of management review controls and improving preparation and retention of the documentation of the control performance by using standardized templates with all the required control attributes, including the precision level applied, investigation and resolution of review matters, testing of system reports used in performing the controls;
- Following a readiness assessment of the information technology (IT) general controls of the main systems and applications supporting the preparation of our consolidated financial statements, the Company is working to evidence the effective design and operation of the implemented IT general controls surrounding those applications, as well as to implement such framework for all other IT service and business applications in scope. Remedial actions resulting from the readiness assessment are being carried out to improve SOX compliance.
- An action plan with 4 lines of work has been defined, including tactical actions in the systems to improve access controls; definition of controls for new users in IT applications; definition of a new procedure to ensure segregation of duties is a requirement in any new system implementations; and actions at processes level ensuring adequate oversight of main control activities and identifying adequate access to those systems supporting the control performance.

Notwithstanding the ongoing internal control improvements resulting from the SOX Act compliance program, management has concluded that the aforementioned systems as a whole provide reasonable assurance that the company's financial reporting does not contain any material inaccuracies.

INTERNAL CONTROL STATEMENT

The Board of Directors of Ferrovial SE, based on the internal control procedures carried out during 2023 described in section 7.3 and on the going concern assessment included in note 1.2.1 "Going concern assessment" of the Consolidated Financial Statements, hereby states that:

- the management report of Ferrovial SE provides sufficient insights into any deficiencies in the effectiveness of the internal risk management and control systems with regard to the risks as referred to in best practice provision 1.2.1 of the Dutch Corporate Governance Code;
- the aforementioned systems provide reasonable assurance that the company's financial reporting does not contain any material inaccuracies;
- based on the current state of affairs, it is justified that the financial reporting is prepared on a going concern basis;

and

- the aforementioned report states the material risks, as referred to in best practice provision 1.2.1 of the Dutch Corporate Governance Code and the uncertainties, to the extent that they are relevant to the expectation of the company's continuity for the period of twelve months after the preparation of the report.

8. COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS

The Dutch Governance Code (https://www.mccg.nl/english) applies to all Dutch companies with listed shares on a government-recognized stock exchange, whether in the Netherlands or elsewhere, and therefore also applies to Ferrovial. The amended Dutch Governance Code was published on 20 December 2022, and for reporting purposes, applies to the financial years commencing on or after 1 January 2023. The Dutch Governance Code contains a number of principles and best practice provisions in respect of boards, shareholders and the general meeting, financial reporting, auditors, disclosure, compliance and enforcement standards.

The Company acknowledges the importance of good governance. At the same time, the Company is continuing the good governance practices developed by Ferrovial S.A., in the Spanish context and international market practice. The Company has taken into consideration for its corporate governance, and will continue to do so in the future, the best practice provisions of the Dutch Governance Code. Ferrovial complies with the majority of the best practice provisions of the Dutch Governance Code, except for those listed below:

Best practice provisions 1.5.3 and 1.5.4 - The Audit and Control Committee does not fully follow the manner of reporting to the Board indicated in the Dutch Governance Code for the financial year 2023. However, the Audit and Control Committee does report to the Board through several ways: (i) the Chairman of the Committee summarizes at each Board meeting the main items discussed in the previous Audit and Control Committee meeting; (ii) once drafted, all the minutes of the Audit and Control Committee meetings are made available to all Directors; and (iii) the Audit and Control Committee has approved a report on its operation during the financial year 2023 that has been presented to the Board, which report covers items such as the Audit and Control Committee's composition, duties, meetings held and attendees to such meetings (both members and invitees), activities undertaken, annual evaluation and conclusions. Ferrovial considers that, in this manner, the Board has the appropriate information of the activities carried out by the Audit and Control Committee.

Best practice provision 2.2.1 - Including the period that he served on the board of Ferrovial S.A., Executive Director Mr. Rafael del Pino has been an Executive Director for more than eight years. Mr. Rafael del Pino has served as Executive Director since 1992, and Chairman since 2000. He has an extraordinary knowledge of Ferrovial and its Group and the sectors in which it operates. He has been instrumental in the growth and internationalization of Ferrovial and its Group. Under his initiative, management and drive, Ferrovial has become one of the leading and most prestigious global infrastructure operators.

Best practice provision 2.2.2 - Including the period that he served on the board of Ferrovial S.A., Non-Executive Director Mr. José Fernando Sánchez-Junco has been on the Board for more than twelve years. Mr. José Fernando Sánchez-Junco has a deep knowledge of Ferrovial and its Group, having contributed to its important development and internationalization and to its consolidation as a global operator in the infrastructure sector. Likewise, the curriculum of Mr. José Fernando Sánchez-Junco also shows his extensive training with a solid knowledge of business and commercial strategy.

Best practice provision 2.3.7 – The Dutch Governance Code recommends that a vice-chairperson is appointed that deputizes for the chairman of the Board. Ferrovial has implemented an executive chairman governance model. This means that one of Ferrovial's Non-Executive Directors, with the title Lead Director, serves as 'chairperson' as contemplated under the Dutch Governance Code, and that one of Ferrovial's Executive Directors holds the title of Chairman. Ferrovial's Vice-Chairman deputizes for Ferrovial's Chairman, and not for Ferrovial's Lead Director. A number of duties contemplated under the Dutch Governance Code for the 'chairperson' are exercised by Ferrovial's Chairman (where applicable together with Ferrovial's Lead Director) and, accordingly, having the Vice-Chairman deputize for the Chairman (and not the Lead Director) is consistent with Ferrovial's choice for an executive chairman governance model.

Best practice provision 2.4.2 – The Board Rules provide for a limitation to the number of boards outside Ferrovial in which Directors may sit (five listed companies other than the Company and its Subsidiaries, counting as one the positions in the same group of companies). The Company considers that this limitation sufficiently ensures an adequate level of involvement of Ferrovial Directors. Furthermore, and with the same purpose, the Nomination and Remuneration Committee oversees each year the positions outside Ferrovial in which Non-Executive Directors sit.

Best practice provision 2.6.2 – The Policy of the Ethics Channel states that the communications involving the actual or suspected misconduct of a member of the Board shall be managed under the direct oversight of the Chairman of the Audit and Control Committee. The Company believes this to be the most appropriate considering Ferrovial's overall governance, given that the Audit and Control Committee, which is composed by independent Non-Executive Directors only, among its duties, is responsible for the establishment of procedures for the receipt, retention and treatment of complaints, concerns and questions of employees and third parties. In addition, the Chief Compliance Officer, who is responsible of the whistleblowing system, reports to the Chairman of the Audit and Control Committee, who is therefore familiar with the complaints' investigation procedures.

Best practice provision 3.1.2 vi) – Ferrovial's Remuneration Policy states that once the shares corresponding to the remuneration systems have been attributed, the Executive Directors may not transfer their ownership or exercise them until a period of at least three years. An exception is made if an Executive Director maintains, at the time of the transfer or exercise, a net economic exposure to the variation in the price of the shares for a market value equivalent to an amount of at least twice their annual fixed remuneration through the ownership of shares, options or other financial instruments. The objective of the holding period of the shares delivered by the Company is to align its interests and those of its shareholders. Ferrovial understands that these interests are aligned when an amount equivalent to at least twice the fixed remuneration is reached, as it represents a relevant exposure to the value of the Company.

Best practice provision 3.2.3 – Pursuant to the Remuneration Policy, the contract with the CEO states that he will be entitled to receive the gross compensation equal to the greater of the following two amounts in some cases of termination of his contract: (i) the amount resulting from adding the annual amount of the fixed remuneration and the annual variable target remuneration corresponding to the year in which the contract is terminated; or (ii) the amounts accumulated on the date on which the contract is terminated in the extraordinary deferred remuneration plan referred to in the Long-Term Savings System with the limit of two annual payments of the total annual remuneration. This regime is in line with Spanish good governance recommendations, which Ferrovial, S.A. followed before the Merger Effective Time.

Best practice provision 3.3.3 – Non-Executive Directors are not remunerated in shares. Ferrovial has not adopted any formal shareholding guidelines for Non-Executive Directors.

Best practice provision 5.1.2 – Pursuant to the Board Rules, the Chairman of Ferrovial has ultimate responsibility for the effective operation of the Board, having the ordinary power to call the Board, set the agenda for the meetings and to lead the discussions and deliberations. As explained when dealing with the recommendation 2.3.7, Ferrovial has an executive chairman governance model and the allocation of these duties is consistent with this model.

9. CORPORATE GOVERNANCE STATEMENT

The Dutch Governance Code mandates Dutch companies to issue a statement outlining their approach to corporate governance and compliance with the Dutch Governance Code, referenced in article 2a of the Decree Management Report. Details required for inclusion in this corporate governance statement, described in section 3 of the Decree Management Report, are incorporated and reiterated herein by reference. This information is located in the following Sections of the Annual Report:

- Section 8 includes details pertaining to compliance with the Dutch Governance Code, as required by article 3 of the Decree Management Report.
- Section 7 contains information pertaining to Ferrovial's risk management and control framework concerning the financial reporting process, as required by article 3a sub a of the Decree Management Report.
- For details on the functioning of the General Meeting and the authority and rights of its shareholders, as mandated by article 3a sub b of the Decree Management Report, refer to Section 4.1.
- Section 2 covers details about the composition and functioning of the Board and its Committees, adjusted for a one-tier governance structure to comply with article 3a sub c of the Decree Management Report.
- Ferrovial's Diversity and Inclusion Policy, a requirement per article 3a sub d of the Decree Management Report, is documented in Section 2.8.1.
- Details concerning the number of men and women on the Board, management positions below the Board, corresponding goals, and plans to achieve these goals, mandated by article 3d of the Decree Management Report, can be found in Sections 2.3, 2.8.1 and 3.
- Sections 4.2 through 4.4 and Section 5 include information regarding the inclusion of data required by the Dutch Decree on public takeover bids (Besluit openbare biedingen), implementing the European Directive 2004/25/EC, as stipulated by article 3b of the Decree Management Report.

RESPONSIBILITY STATEMENT

As required by section 5:25c (2) of the Dutch Financial Supervision Act (Wet op het financieel toezicht), the members of the Board of Directors of Ferrovial SE hereby state that, to the best of their knowledge:

- the stand alone financial statements of Ferrovial SE and the consolidated financial statements of Ferrovial SE for the financial year ended 31 December 2023 give a true and fair view of the assets, liabilities, financial position and profit or loss of Ferrovial SE and the entities included in the consolidation taken as a whole; and
- the management report of Ferrovial SE, for the financial year ended 31 December 2023 gives a true and fair view of the state of affairs on the balance sheet date, the course of business during the financial year of Ferrovial SE and of the enterprises affiliated to it whose data are included in its financial statements, and that the management report describes the substantial risks with which Ferrovial SE is confronted.

Amsterdam, 27 February 2024

BOARD OF DIRECTORS

Mr. Rafael del Pino y Calvo-Sotelo, Executive Director (Chairman)

Mr. Óscar Fanjul Martín, Non-Executive Director (Vice-Chairman)

Mr. Ignacio Madridejos Fernández, Executive Director (Chief Executive Officer)

Ms. María del Pino y Calvo-Sotelo, Non-Executive Director

Mr. José Fernando Sánchez-Junco Mans, Non-Executive Director

Mr. Philip Bowman, Non-Executive Director

Ms. Hanne Birgitte Breinbjerg Sørensen, Non-Executive Director

Mr. Bruno Di Leo, Non-Executive Director

Mr. Juan Hoyos Martínez de Irujo, Non-Executive Director (Lead Director)

Mr. Gonzalo Urquijo Fernández de Araoz, Non-Executive Director

Ms. Hildegard Wortmann, Non-Executive Director

Ms. Alicia Reyes Revuelta, Non-Executive Director

ETHICAL AND RESPONSIBLE MANAGEMENT

RIGOR AND TRANS-PARENCY

To create confidence in shareholders, investors, customers, employees and other stakeholders, ethical and responsible management is required. To promote confidence, Ferrovial has a robust Compliance Program in line with international best practices.

FERROVIAL'S VALUES: INTEGRITY

The Compliance Program, approved and supervised by the Board of Directors, has been reviewed in 2023 in connection with the planned listing of Ferrovial SE on the Amsterdam Stock Exchange and NASDAQ, adapting it to the legal requirements of the Netherlands and the United States, and the standards required for listed companies in the EU and in the United States.

The program includes, among others, the following internal policies and procedures: Code of Ethics and Business Conduct ("Code of Ethics"); Policy of the Ethics Channel and for dealing with Queries, Complaints and Reports; Anti-Corruption Policy; Compliance Policy; Due Diligence Policy with Respect to Third Party Integrity; Procedure for Due Diligence with Respect to Supplier Integrity; Lobbying and Political Contributions Policy; Gifts and Hospitality Policy; Data Protection Policy; Antitrust Policy; and Procedure for Approving and Tracking Patronage, Sponsorship and Donation Projects.

The Compliance Program is supervised by the Board of Directors through the Audit and Control Committee, to whose Chairman reports the Chief Compliance and Risk Officer. The Chief Compliance and Risk Officer reports periodically to the Committee, and at least once a year to the Board, on the effectiveness of the program. The evaluation of the program includes the review of the controls established for compliance with the Code of Ethics and Business Conduct and other Compliance regulations.

Ø

TOLERANCE

PREVENTION OF COMPLIANCE RISKS

The Compliance Policy describes the Compliance Program, which is based on an effective risk management system. To this end, a common process of evaluation, monitoring and control of compliance risks has been established under the principle of "zero tolerance" towards corruption in particular and, generally, towards the commission of criminal acts.

The Compliance Program includes a Crime Prevention Model, whose objective is to prevent the commission of criminal acts, especially those that entail corporate criminal liability according to the Spanish Criminal Code.

The Compliance Program is certified in accordance with the reference standards UNE 19601 "Criminal Compliance Management Systems" and UNE-ISO 37001 "Anti-Bribery Management Systems", both obtained for the first time in 2019. It also has a Tax Compliance System certified in 2021 in accordance with UNE 19602.

NEW CODE OF ETHICS AND BUSINESS CONDUCT

In 2023, the company revised and updated the Code of Ethics and Business Conduct with the aim of adapting it to the latest international trends and making it more comprehensible to the reader by including examples and Frequently Asked Questions. It applies to Ferrovial SE and to all the companies that make up the Ferrovial Group, whatever their business area or geographical location.

All Ferrovial employees must adhere to the principles and commitments set out in the Code of Ethics and ensure that other persons or groups that conduct business on behalf of Ferrovial, or with whom the company has any kind of relationship, also follow these principles and commitments.

This includes suppliers, contractors, agents, consultants and other business partners. Ferrovial seeks to ensure that the principles and commitments established in the Code of Ethics are observed by all the companies in which it participates and throughout the company's value chain.

Failure to comply with the Code of Ethics may constitute a labor infraction, which will be sanctioned in accordance with applicable legislation and internal regulations, regardless of other responsibilities that the employee may have assumed.

The Code of Ethics is based upon Ferrovial's values (respect, collaboration, excellence, innovation, integrity), as well as the principles and commitments that enable it to fulfill the Company Purpose; develop and operate innovative, efficient and sustainable infrastructures, with the aim of generating value for stakeholders.

The updated Code of Ethics and Business Conduct is published on Ferrovial's intranet and website (www.ferrovial.com), and its dissemination begins with an e-mail sent by the CEO to all company employees, encouraging them to get to know it and apply it in their day to day professional lives.

Compliance Network

In 2023, the creation of the Compliance Network was formalized. It is a group of approximately 47 employees and external collaborators, from the different functions and businesses, representing all the jurisdictions in which Ferrovial operates.

The purpose of the Compliance Network is to help promote a culture of ethics and integrity within Ferrovial Group, in particular by: :

- Assisting in the local dissemination, and increased awareness, of Compliance communications, policies, and procedures.
- Serving as a liaison between local employees and Compliance as a trusted person to whom local employees can turn with compliance-related questions or concerns.
- Identifying Compliance risks and report them to Compliance and Risk Department.
- Supporting the local coordination and investigation of communications received through the Ethics Channel, as appropriate.

The Compliance Network will meet periodically to exchange knowledge and information. The CEO participated in the first meeting, highlighting the relevance and importance of this network.

TRAINING AND COMMUNICATION

The Compliance Training and Awareness Plan for 2023-2024 aims to foster a culture of ethics and integrity, reinforcing knowledge of the Code of Ethics and Business Conduct and the policies and procedures that promote it.

Among the priorities of the Plan is also to raise the awareness among employees of the risk of committing criminal acts, especially corruption or bribery. For this reason, a general training course on corruption has been designed for all employees and a more specific one for those employees whose functions may expose them to a higher risk of corruption or fraud, for example, those employees who have a relationship with public administrations, those involved in negotiations with third parties, as well as employees in the purchasing department. It is estimated that the number of employees who have completed these training modules in 2023 amounts to more than 2,000.

In 2023, an in-person roadshow was held in 11 projects/concessions in five US states and Canada. During these events, the Compliance Director for North America provided in-person training to more than 500 blue collar employees and met with the management teams of the subsidiary companies in those geographies to share topics of interest and confirm their commitment to the objectives of the Compliance Program.

The training focused on the Code of Ethics and some of its supporting policies, such as the Anti-Corruption Policy, the Due Diligence Policy with respect to Third Party Integrity, the Gifts and Hospitality Policy and the Policy for the Ethics Channel and for Dealing with Queries, Complaints and Reports.

In relation to the main online courses, the following training activities stand out in 2023:

- Compliance Boot Camp, launched at the end of 2022, which is a review of six key compliance policies was closed with 100% completion in 2023 (2,487 employees trained in 2023).
- Tax Compliance a course aimed at employees with the highest exposure to tax risk (2,692 employees trained in 2023).
- An anti-corruption course for employees at Dalaman airport in Türkiye who are most exposed to corruption risk. The program was translated into Turkish and was presented to more than one third of the staff.

In addition, an online training plan has been implemented for new hires that includes mandatory compliance courses, including courses on the Code of Ethics and Business Conduct, Prohibited Conduct, Anti-Corruption and Compliance Boot Camp courses, as well as other courses on cybersecurity, health and safety, data protection, among others. Overall, the training volume of these courses in 2023 amounted to 17,059 hours, equivalent to 0.7 hours per employee, accumulating a total of 28,138 hours of training in the last three years.

The company makes its compliance policies available to its employees on the intranet, for their reading and knowledge. The main corporate compliance policies are also available on the Ferrovial website. Suppliers who provide services to the company receive the Suppliers Code of Ethics and the Anti-Corruption Policy, so that they are aware of them and can apply them.

In 2023, a total of 395 managers signed the annual compliance declaration. This declaration states their acceptance and knowledge of the Code of Ethics, the Compliance Policy and the Anti-Corruption Policy, as well as the obligation to report cases of non-compliance with these policies to the Compliance and Risk Department or through the Ethics Channel.

ANTI-CORRUPTION POLICY

Ferrovial's Anti-Corruption Policy establishes rules to regulate the behavior of employees, executives and companies that make up the Group, as well as third parties with which it has dealings. The policy is governed by the principle of "zero tolerance" for any practice that could be considered bribery or corruption, both active and passive, and requires compliance with all applicable anti-corruption laws. In addition, all parties are urged to report any violation of such laws or of internal regulations on the matter.

Ferrovial requires ethical behavior in accordance with the highest standards from third parties with whom it has dealings. To this end, a due diligence process of ethical integrity of third parties is followed, in line with international best practices. In each case, the corresponding policy or procedure is applied to ensure that the relevant third party complies with the same standards of integrity and ethics as the company.

ETHICS CHANNEL

The company makes available to its employees and stakeholders the Ethics Channel, a confidential and, if the informant so wishes, anonymous system (in accordance with applicable legislation), to facilitate the reporting of any possible irregularity, non-compliance or behavior contrary to ethics, legality and Ferrovial's internal rules, including in particular possible cases of fraud or corruption, anti-competitive practices, human rights violations, financial and tax matters or damage to the environment.

In addition, matters relating to accounting, internal accounting controls, auditing matters or questionable financial practices of Ferrovial SE may be reported, as well as alleged misconduct by members of the Board of Directors, may also be reported to the Ethics Channel.

All communications are handled in an objective and diligent manner in accordance with the Policy for the Ethics Channel and for dealing with Queries, Complaints and Reports. Throughout the entire process, the rights of those involved will be respected, in particular the presumption of innocence. Likewise, retaliation against anyone submitting a communication to the Ethics Channel in good faith or participating in the investigation thereof will not be tolerated.

Communications will be processed by the most appropriate department according to their circumstances, favoring the greatest geographical proximity to the informants, as well as the independence and absence of conflict of interest of those responsible for the investigation. In order to assist the teams that may be involved in this task in their respective areas of competence, an Internal Investigations Guide has been prepared by the Compliance and Risk Department. In addition, training sessions have been conducted with the Compliance Network to ensure diligent management of all communications and respect for the persons involved.

The Compliance and Risk Department periodically reviews closed communications to prevent possible cases of retaliation by monitoring the professional careers of the parties involved.

The Compliance and Risk Department is responsible for managing the Ethics Channel and receives support from the Internal Audit Department for the analysis of high-priority communications, as well as from other departments of the organization depending on the nature of the matter. The Chief Compliance and Risk Officer reports quarterly to the Audit and Control Committee, and annually to the Board of Directors, on the communications received and the actions taken in relation to them.

The Ethics Channel can be accessed by telephone, mail, intranet or the corporate website (https://ferrovialethicschannel.whistleblowernetwork.net/frontpage). In addition, specific communication channels have been established in certain companies or areas of activity where deemed appropriate.

During fiscal year 2023, a total of 167 communications were received through the various communication channels, representing an increase of 28% compared to 130 in 2022. Of the 167 communications received, 64 (38%) were anonymous (compared to 72 (55%) in 2022), and 82 (49%) were considered substantiated (compared to 64 (49%) in 2022). Of those substantiated, corrective actions have been agreed in 96% of the cases (95% in 2022). The measures taken are mainly disciplinary, training or change of internal processes.

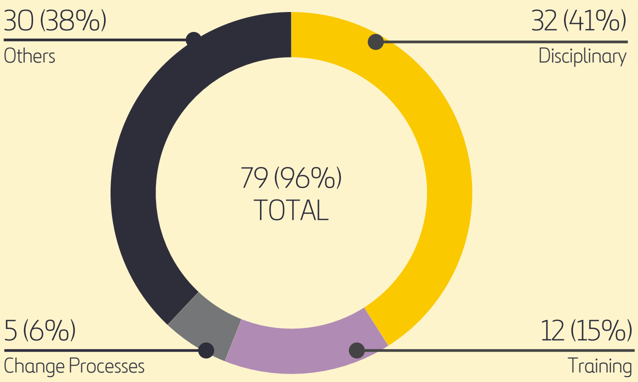
The nature of the communications received was as follows:

Type of communication	2022	2023
Human Resources Issues	**91**	**115**
• Misconduct	32	56
• Working conditions	20	14
• Discrimination	7	7
• Harassment	30	38
Health, Safety and Welbeing	**14**	**11**
Fraud and corruption	**12**	**9***
Environment	**0**	**1**
Personal data protection	**0**	**1**
Money laundering	**0**	**0**
Others	**13**	**30****
TOTAL	**130**	**167**

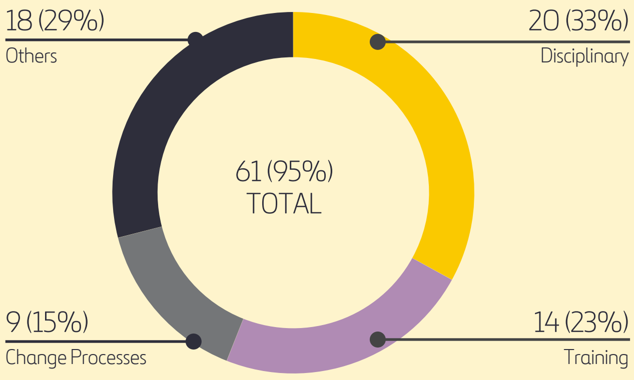
*Includes communications related to fraud or misappropriation by employees or collaborators of the company. No reports of potential bribery or influence peddling involving companies of the Group have been reported.
** Others noise claims related to site construction, urbanism, unpaid invoices, subcontractor relations, social media, and unrelated issues to the Ethics Channel.

For the communications substantiated, corrective measures were implemented in most cases. The detail of the measures is as follows:

CORRECTIVE ACTIONS IMPLEMENTED
2023



2022



In 2023, no case reported through the Ethics Channel has given rise to significant impact to Ferrovial from a criminal, economic or reputational point of view.

The number of communications amounted to 6.64 per 1,000 employees per year (3.78 in 2022), and the average communications resolution period for those received through the Ethics Channel mounted to 36 days (30 days in 2022).

TAX MANAGEMENT

The Board of Directors is responsible, on a non-delegable basis, for establishing the Risk Control and Management Policy, including tax risks, as well as for approving investments or transactions that present a high tax risk due to their special characteristics or high amount.

Ferrovial adhered to the Code of Good Tax Practices promoted by the Spanish Tax Agency in 2010, and renewed in 2022, extending these recommendations to all its activities worldwide through the Compliance and Good Tax Practices Policy.

The Tax Compliance and Best Practices Policy (the "Tax Policy"), approved in 2021, is an integral part of Ferrovial's corporate governance policies and is available on the corporate website and intranet. It is aligned with current international tax standards, such as the OECD Guidelines, and its main objective is to guarantee a transparent tax compliance model based on best tax practices, as well as to ensure a correct tax contribution in all the countries in which Ferrovial is present.

TOTAL TAXES* (M€)

1,027

*Supported, paid and collected

TAXES PAID OR PROFITS (M€)

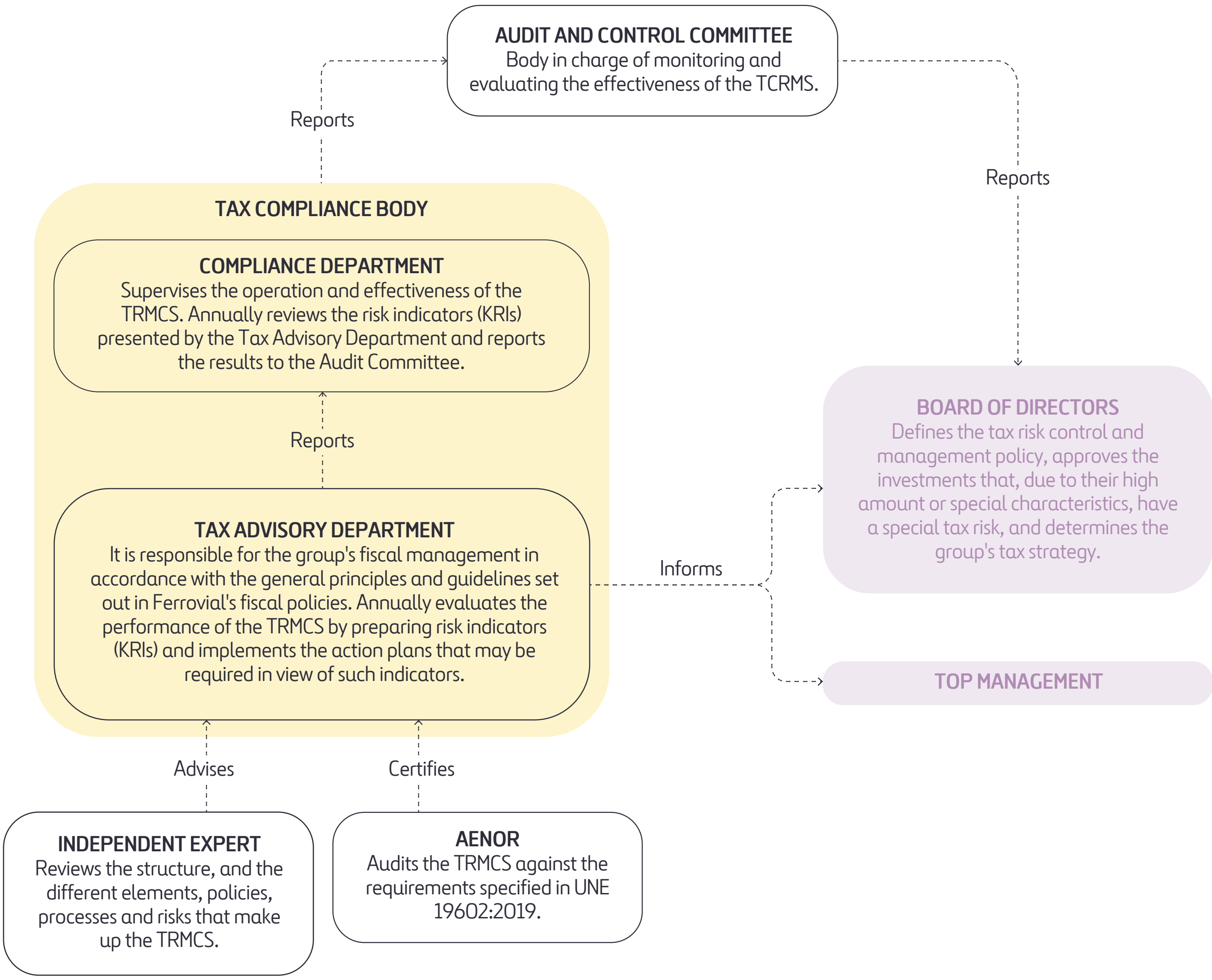
169

Ferrovial is committed to contributing to the economic and social development of the different markets in which it operates, which from a tax perspective, means compliance with all tax obligations generated because of its activity, in accordance with applicable local and international regulations, as well as through the development of best practices in this area and the maintenance of an appropriate relationship with the corresponding tax authorities. It is the responsibility of all Ferrovial's employees and collaborators to comply with this commitment.

This policy is developed through various internal rules, procedures, instructions and circulars that make up the Tax Risk Management and Control System, and benefits from the corresponding due diligence procedures and other rules that make up the corporate governance system.

The principles of the Tax Policy are mandatory for all employees of Ferrovial S.A. and for the Group's companies who are involved, directly or indirectly, in the management of any applicable taxes in all countries in which the companies carry out their business or have a business presence.

TAX RISK MANAGEMENT AND CONTROL SYSTEM (TRMCS)



FISCAL GOVERNANCE, CONTROL AND RISK MANAGEMENT

The role of the Board of Directors

Prior to the preparation of the annual financial statements and the filing of the corporate income tax return, the Board is informed of the tax policies applied during the year and their degree of compliance. It is also informed of the conclusions derived from the supervision and evaluation of the operation and effectiveness of the Tax Risk Management and Control System (TRMCS), which is reflected in the Annual Corporate Governance Report.

In the case of transactions or matters to be submitted to the Board of Directors for approval, it is informed in advance of the relevant tax consequences of such transactions or matters.

The role of Ferrovial's Compliance and Risk Department

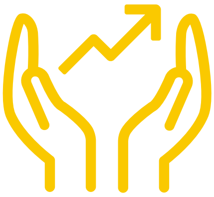
Ferrovial's Compliance and Risk Department, as the tax compliance body, in coordination with the Tax Advisory Department, is responsible for supervising the operation and effectiveness of the TRCMS.

The role of the Tax Advisory Board

The Tax Advisory Department is a centralized body with financial sufficiency and is made up of experienced tax experts, whose main objective is to manage the company's tax affairs in accordance with Ferrovial's general principles and tax policies.

Since 2017, it has voluntarily submitted annually the Tax Transparency Report to the Spanish Tax Administration, which has strengthened legal certainty, mutual knowledge and reciprocal trust with the tax authorities.

TAX RISK PREVENTION AND MANAGEMENT



The main objective of Ferrovial's TRMCS is to establish a governance framework in tax matters that ensures that the company's actions and operations are governed by clear principles, values and standards, aligned with the Code of Ethics and Business Conduct and other corporate governance standards. This allows any employee, person or entity that has a relationship with the company to make the appropriate decisions in order to comply with tax law.

This due diligence framework is subject to a continuous monitoring and control process to ensure strict compliance with applicable laws and the adoption of the highest ethical standards in the development of the company's activities. The management and analysis of the operation of this system is the responsibility of the Tax Advisory Department, and the Compliance and Risk Department oversees supervising the operation and effectiveness of the TRMCS.

Minimum taxation of multinational groups

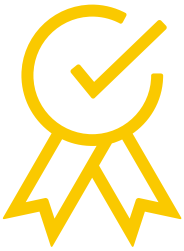
Agreement on a global minimum tax of 15% for multinational companies with revenues exceeding 750 million euro was reached in October 2021 by 137 countries and jurisdictions comprising the OECD and G20 Inclusive Framework on Base Erosion and Profit Shifting (BEPS) in order to ensure effective global taxation (known as "Pillar Two" agreement). In December 2022, the 27 EU Member States approved a Directive based substantially on the OECD rules, which was to be transposed into the national legislation of each State by the end of 2023.

Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions where the Group operates. The legislation will be effective for the Group’s financial year beginning 1 January 2024. The Group is in scope of the enacted or substantively enacted legislation and has performed an assessment of the Group’s potential exposure to Pillar Two income taxes.

The assessment of the potential exposure to Pillar Two income taxes is based on the most recent tax filings, country-by-country reporting and financial statements for the constituent entities in the Group. Based on the assessment, the Pillar Two effective tax rates in most of the jurisdictions in which the Group operates are above 15%. However, there are a limited number of jurisdictions where the transitional safe harbor relief does not apply and the Pillar Two effective tax rate is close to 15%. The Group does not expect a material exposure to Pillar Two income taxes in those jurisdictions.

Tax havens

Ferrovial does not carry out operations in any jurisdiction considered as a tax haven by the Netherlands Tax Administration, nor in a country or territory that has been designated as non-cooperative in tax matters by the European Union.



Tax Compliance Management System Certification

In February 2021, Ferrovial was certified by AENOR in its tax compliance management system in accordance with the UNE 19602 reference standard. This certification endorses Ferrovial's commitment to regulatory compliance, responding to the regulatory requirements of markets, customers, shareholders and investors and other stakeholders. The certification also reflects the company's high ethical standards and commitment to best corporate governance practices.

In February 2024 , following the audit process, AENOR verified that Ferrovial's Fiscal Management System complies with the requirements of the Standard and with the audit criteria, obtaining certification for a period of three years, from 2024 to 2026.

TAX CONTRIBUTION PER MARKET 2023 AND 2022

The following tables reflect the amounts paid by Ferrovial in 2023 and 2022 in millions of euros, respectively. These figures are aggregated based on the percentage of ownership of the assets. The main assets consolidated by the equity method are 43.23% of 407 ETR (Canada); 25% of Heathrow and 50% of AGS airports (United Kingdom).

Market	2023 (M€) Taxes paid[1] Income tax	Other taxes	Taxes collected[2]	Total (M€)
Netherlands	4	1	23	28
Spain	29	123	153	305
United Kingdom[3]	4	82	116	202
America[4]	100	108	108	315
Poland	27	22	93	142
Rest of Europe and others[5]	5	6	25	35
Total	**169**	**340**	**518**	**1,027**

Market	2022 (M€) Taxes paid[1] Income tax	Other taxes	Taxes collected[2]	Total (M€)
Netherlands	0	0	1	1
Spain	9	117	156	282
United Kingdom[3]	4	139	686	829
America[4]	71	82	57	210
Poland[6]	32	14	89	136
Rest of Europe and others[7]	1	10	27	38
Total	**117**	**362**	**1,016**	**1,496**

[1]Taxes borne by Ferrovial arising from its activity and operations, which represent a direct cost (e.g. corporate income tax, non-deductible VAT, labor tax (employees), local taxes, etc.).
[2]Taxes collected by Ferrovial and paid to public finances on behalf of third parties (e.g. labor tax (employees), net VAT, withholdings, etc.).
[3]Includes Ireland.
[4]Includes the United States, Canada, Brazil, Chile, Colombia, Peru and Puerto Rico.
[5]Includes Australia, New Zealand, France, Germany, Greece, Italy, India, Portugal, Slovakia, Türkiye and Saudi Arabia.
[6]The figures relating to Poland's contribution, fiscal year 2022, have been corrected in this report in relation to the Integrated Annual Report for fiscal year 2022.
[7]Includes Australia, France, Germany, Greece, Italy, Portugal, Slovakia, Türkiye, Saudi Arabia, Qatar and Oman.

REMUNERATION REPORT

SUSTAINABLE GROWTH

Introduction by the Chairman of the Nomination and Remuneration Committee

Directors' Remuneration Policy in 2024

Implementation of the Directors' Remuneration Policy in 2023

Alignment of remuneration in the group with the long-term and sustainable performance of the company and the reduction of risks

Procedures and bodies of the Company involved in the Remuneration Policy. Main activities carried out by the Nomination and Remuneration Committee during 2023 financial year

Summary total remuneration tables

1. INTRODUCTION BY THE CHAIRMAN OF THE NOMINATION AND REMUNERATION COMMITTEE

Dear Shareholder,

On behalf of Ferrovial's Nomination and Remuneration Committee, it is a pleasure to present the 2023 Annual Report on the Directors' Remuneration (ARDR), which includes information on the directors' remuneration policy applicable to the current financial year, a summary of the application of the remuneration policy and individual details of the remuneration received by the Directors during the financial year ended.

Remuneration decisions

A new Remuneration Policy, which became effective since 16 June 2023 per the merger effective time, was approved by the General Shareholders' Meeting held on 13 April 2023 due to the effective time of the cross-border merger between Ferrovial, S.A. and the Ferrovial SE (hereinafter, "Remuneration Policy"). The new Remuneration Policy provides more transparency and comply with Dutch law and a main change introducing the fixed remuneration increase of the CEO to €1,450,000 to reflect the increase in the cost of living in Amsterdam (instead of Madrid) as well as an incentive in connection with his relocation to another country.

The annual variable remuneration related to the results of the 2023 fiscal year has been settled in the first quarter of 2024, whose payment level for the Chairman amounts to 149.8% of the target and for the Chief Executive Officer amounts to 146.7% of the target. This process is detailed in section 3 "Implementation of the Directors' Remuneration Policy in 2023".

On the other hand, the settlement of the 2020 allocation corresponding to the 2020 Long-Term Incentive Plan was carried out in March 2023. The payment level amounted to 63.88% of the maximum incentive.

Additionally, a new Long-Term Incentive Plan (2023-2025 Plan) was approved by the General Shareholders' Meeting. The Plan includes, besides Activity Cash Flow and Total Shareholder Return regarding a comparator group, an ESG metric with greenhouse gas reduction, diversity and occupational health and safety targets.

The level of support obtained at the General Shareholders' Meeting held on 13 April 2023, for the items on the agenda relating to remuneration was significantly high and in line with results obtained in 2022.

People and diversity

Ferrovial's Board of Directors is made up of 12 members, of which 33.3% are women. This percentage would rise to 40% if we exclude Executive Directors, meaning that Ferrovial would already be in compliance with the European Directive (Directive (EU) 2022/2381 on a better gender balance among directors of listed companies and related measures) pending transposition.

Concluding remarks

Finally, I would like to thank the contributions and support received for the preparation of this report. The Committee is committed to continue aligning the Remuneration Policy with the Company's business strategy and long-term sustainability, as well as with the interests of our shareholders and other stakeholders. In addition, the members of the Committee are committed to continuing to improve the existing level of interaction with institutional investors and *proxy advisors*.

According to the applicable legislation, this annual remuneration report will be submitted to an advisory vote at the 2024 Annual General Shareholders' Meeting.

Bruno Di Leo

2. DIRECTORS' REMUNERATION POLICY IN 2024

2.1 . Main Aspects of the Policy

The current Remuneration Policy for the directors of Ferrovial (the "Directors") is that approved, at the proposal of Ferrovial's Board of Directors (the "Board of Directors"), by Ferrovial's general shareholders' meeting (the "General Shareholders' Meeting" or the "General Meeting") held on 13 April 2023 as per the cross-border merger between Ferrovial, S.A. and the Ferrovial SE., which shall remain in effect since 16 June 2023 per the merger effective time until the General Meeting of the Company to be held in 2027.

The Directors' Remuneration Policy can be accessed at the following link: https://static.ferrovial.com/wp-content/uploads/2023/06/16131433/directors-remuneration-policy-fse.pdf

The Remuneration Policy establishes a competitive remuneration package that promotes the long-term development of the Company, avoids the assumption of excessive or inappropriate risks and aligns the interests of Ferrovial's professionals with those of the shareholders.

In view of the above, the Remuneration Policy is based on the following principles:

Creation of long-term value	Creation of long-term value, aligning remuneration systems with the strategic plan, the interests of shareholders and other stakeholders and the long-term sustainability of the Company
Attraction and retention	Attraction and retention of the best professionals
Competitiveness	External competitiveness in settling remuneration, with market references through analysis of comparable sectors and companies
Link to the share price and profitability	Periodic participation in plans linked to the share price and to certain metrics of profitability
Risk control	Responsible achievement of targets in accordance with the risk management policy of the Company
Balanced remuneration mix	Maintenance of a reasonable balance between the different components of fixed and variable (annual and long-term) remuneration, reflecting an appropriate assumption of risks combined with attainment of the targets defined
Transparency	Transparency in the remuneration policy and remuneration report

In addition, the economic environment, the Company's results, the strategy of the Ferrovial Group (the "Group"), legal requirements and best market practices are taken into consideration when defining the Remuneration Policy.

We adopt sound compensation practices	We avoid the following remuneration practices
Executive Directors	
Link the payment of remuneration to the results of the Company ("*pay for performance*")	There are no compensation clauses for the extinction of the relationship with the Chairman
Payment of part of the remuneration in shares and/or share options of the Company (except in the case of the Chairman if the relevant Plan would be approved by the General Shareholders' Meeting establishes his payment in cash)	There are no contractual obligations in the event of a change of control
Comparative remuneration analysis	There are no commitments to pensions
Conservative benefits package, in line with the Group's management policy	No loans or advances are granted
Holding of shares worth twice their fixed remuneration	
No exercise of rights over shares until 3 years after the date of their allocation	
Their contracts include clauses for the recovery of their variable remuneration	
Publication of the comparison group	
Regular shareholder consultation process	
External consultancy	
Directors in their capacity as such	
They do not participate in remuneration formulas consisting in the delivery of shares or share options in the Company, nor in instruments referenced to the value of the share or systems linked to the performance of the Company	

2.2. Comparable Companies used to Determine the Remuneration Policy

The Nomination and Remuneration Committee periodically assesses market information in relation to remuneration levels, mix and practices.

Specifically, up to the date of preparation of this report, various analyses have been carried out on the remuneration of Executive Directors and Directors in their capacity as such, with the support of external advisors of recognized prestige in the field.

With regards to the Executive Directors, the market that is taken as a benchmarking by the Nomination and Remuneration Committee to establish the different components for the remuneration is established based on the following criteria:

- sufficient number of companies to obtain representative and statistically reliable and sound results;
- dimension data: turnover, market capitalization, assets, number of employees and geographic scope;
- area of responsibility: companies mainly listed in IBEX35 and multinationals in the sector; and
- sectoral distribution: multi-sectoral sample with relevant weight of the construction, energy and financial sectors.
- consistency with the comparison group established to measure Relative Total Shareholder Return in the Long-Term Incentive Plan. Therefore, Tutor Perini and Webuild enter the group instead of Atlantia, Kier and Strabag.

As a result, the comparison group consists of the following 23 companies:

Acciona	**Eiffage**	**Indra**	**Telefónica**
ACS	**Fraport**	**Naturgy**	**Transurban**
AdP	**Getlink**	**Repsol**	**Tutor Perini**
Balfour Beatty	**Granite**	**Sacyr**	**Vinci**
Banco Santander	**Iberdrola**	**Skanska**	**Webuild**
BBVA	**Inditex**	**SNC Lavalin**	

Ferrovial is around the median of the comparison group of 23 companies in size.

With respect to Directors' remuneration in their capacity as such, the market information in Spain and the Netherlands is analyzed.Ferrovial is around the median for remuneration in the IBEX35 and between median and 75th percentile for AEX25. The comparison group used for Executive Directors is also analyzed periodically.

The Committee considers market information in the decision-making process but does not apply a mechanical approach in determining remuneration levels.

2.3. Remuneration of Executive Directors

The total remuneration of Ferrovial's Executive Directors is made up of different remuneration elements, consisting mainly of the following: (i) a fixed remuneration, (ii) an annual variable remuneration and (iii) a long-term variable remuneration.

Chairman*	Fixed remuneration (FR)	Annual Variable Remuneration (AVR)	Long-term variable remuneration (long-term incentive plans)
Amounts	€1,500,000	***Target:*** 125% of the FR **Maximum:** 190% of the FR	**Maximum** (annualised): 150% of the FR
Targets	N/A	80% Quantitative: • Net Result (55%) • Cash Flow (45%) 20% Qualitative and ESG	2020-2022 Plan (2022 grant): • 50% Activity cash flow • 50% Relative TSR 2023-2025 Plan (2023 and 2024 grant): • 40% Activity cash flow • 50% Relative TSR • 10% ESG metrics (greenhouse gas reduction, diversity and occupational health and safety goals)
Design	N/A	100% in cash Malus and clawback clauses Discretion of the Board in exceptional circumstances	100% in shares 3 years of target measurement Malus and clawback clauses

Chief Executive Officer*	Fixed remuneration (FR)	Annual Variable Remuneration (AVR)	Long-term variable remuneration (long-term incentive plans)
Amounts	€1,450,000	***Target:*** 100% of the FR **Maximum:** 150% of the FR	**Maximum** (annualised): 150% of the FR
Targets	N/A	70% Quantitative: • Net Result (55%) • Cash Flow (45%) 30% Qualitative and ESG	2020-2022 Plan (2022 grant): • 50% Activity cash flow • 50% Relative TSR 2023-2025 Plan (2023 and 2024 grant): • 40% Activity cash flow • 50% Relative TSR • 10% ESG metrics (greenhouse gas reduction, diversity and occupational health and safety goals)
Design	N/A	100% in cash Malus and clawback clauses Discretion of the Board in exceptional circumstances	100% in shares 3 years of target measurement Malus and clawback clauses

* Executive Directors may allocate part of their annual gross fixed remuneration to obtain some of the products or services offered by the company within the flexible remuneration plan, such as life insurance, accident insurance, health insurance and company cars.

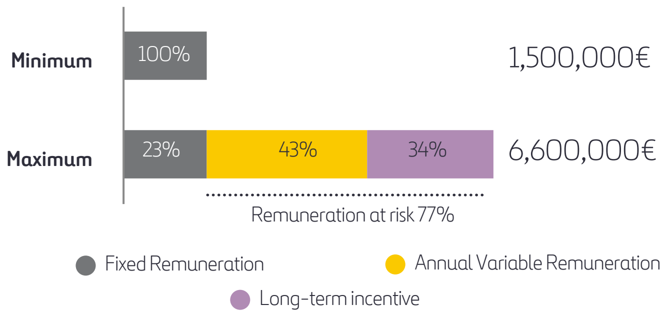
In addition, the company has taken out life insurance policies to cover the risk of death and disability of the Executive Directors. In addition, the Chief Executive Officer participates in a deferred long term saving remuneration scheme that will only become effective when they leave the Company by mutual agreement with the Company upon reaching a certain age, and therefore there are no vested rights (see 2.3.1).

The fixed remuneration of the Chairman remains constant in 2024. In the case of the Chief Executive Officer, the amount was increased to €1,450,000 effective since the date of the merger to reflect the increase in the cost of living in Amsterdam (instead of Madrid) as well as an incentive in connection with his relocation to another country.

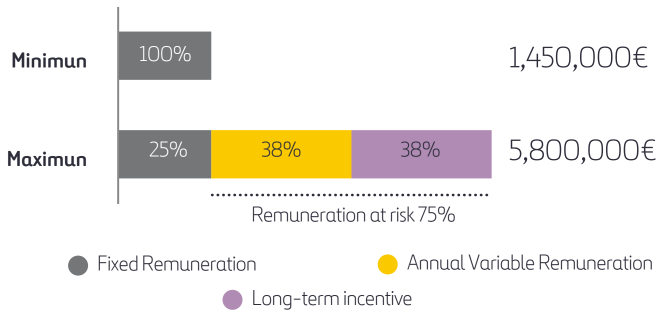
With regard to the remuneration mix, Ferrovial's remuneration policy establishes an appropriate balance between fixed and variable components of remuneration. The weight of remuneration at risk for executive directors is at least 75% of total remuneration for a maximum scenario that envisages a maximum long-term incentive award and over-achievement of targets. The graphs detail the level of total remuneration, as well as the remuneration mix for a scenario of minimum and maximum compliance with targets:

- The maximum value assumes that the maximum annual variable remuneration (190% of the fixed remuneration for the Chairman and 150% of the fixed remuneration for the Chief Executive Officer) and the maximum annualized long-term variable remuneration (150% of the fixed remuneration) would accrue.
- The value of the maximum annualized long-term variable remuneration is defined based on the initial share price at the grant date. The potential variation of the share during the target measurement period is not taken into account.

CHAIRMAN



CHIEF EXECUTIVE OFFICER



2.3.1. Details of the Remuneration Elements of Executive Directors

The elements that make up the remuneration of the Executive Directors are as follows:

Fixed remuneration	Operations
To reward upon the basis of level of responsibility and professional background	This is determined by taking into account the remit of the executive duties associated to the post and comparative remuneration information for listed companies similar to the Company. It is paid monthly.
	Amount
	• Chairman: €1,500,000 • Chief Executive Officer: €1,450,000

Remuneration in kind	Implementation
To offer a competitive compensation package	In line with the policy for the Group's executives, the Company has taken out life insurance policies to cover the risk of death and disability, of which the Executive Directors are the beneficiaries. In addition, Executive Directors are eligible for other social benefits such as company car, medical insurance, life and accident insurance, liability insurance and other non-material benefits. Executive Directors may allocate part of their annual gross fixed remuneration to obtain some of the products or services offered by the company under the flexible remuneration plan.
	Maximum amount
	• Chairman: €50,000 • Chief Executive Officer: €50,000

Long-term savings schemes (applicable only to the Chief Executive Officer)

Ferrovial does not have obligations contracted or for pensions with any member of the Board of Directors.

In accordance with the provisions of Ferrovial's current Director's Remuneration Policy, the Chief Executive Officer may participate in a deferred remuneration scheme that will only become effective when the Director leaves the Company by mutual agreement with the Company upon reaching a certain age, and therefore there are no consolidated rights.

The Chief Executive Officer, Mr. Ignacio Madridejos, participates in this deferred remuneration scheme in accordance with the provisions of his mercantile contract signed with the Company.

To cover this extraordinary remuneration, the Company will make annual contributions to a collective savings insurance policy, of which the Company itself is the policyholder and beneficiary, quantified according to a certain percentage that has been set, for 2024, at 20% of the Total Annual Remuneration (fixed remuneration plus target annual variable remuneration of 100%) of the Chief Executive Officer.

The right to receive extraordinary remuneration by the Chief Executive Officer shall be incompatible with the collection of any compensation that the Director may be entitled to receive as a result of the termination of their relationship with the Company.

Variable annual remuneration

To reward the creation of value through the attainment of targets envisaged in the strategic plans for the Group

Operations

Executive Directors participate in the Group’s general annual variable remuneration system.
This remuneration is paid in cash. In the event that Executive Directors of the Company should draw fees for attendance at meetings of the Boards and Committees of other companies of the Group, the sums drawn for this item shall be deducted from the variable annual remuneration of each Director.
The scenario analyses of the possible financial outcomes on the variable remuneration considering different stress tests of the performance metrics have been carried out, in order to ensure the alignment between pay and performance.

Amount

	Target	Maximum
Chairman	125% of fixed remuneration	190% of fixed remuneration
Chief Executive Officer	100% of fixed remuneration	150% of fixed remuneration

Targets

Annual Variable Remuneration is linked to individual performance and to the achievement of specific, predetermined, quantifiable economic-financial, industrial and operating targets, aligned with the Company's interests, as set out in the Company's strategic plans (e.g., net income, cash flow, etc.). This is without prejudice to the possibility of analysing other targets, particularly in the areas of corporate governance and corporate social responsibility, which may be of a quantitative or qualitative nature (e.g., stakeholder relations, employee health and safety, people development, innovation, etc.).
Specifically, for the 2024 financial year, the targets established are as follows:

<table>
<tr><th rowspan="2"></th><th colspan="3">Quantitative Targets</th><th colspan="2">Qualitative Targets and ESG</th></tr>
<tr><th colspan="2">Weight</th><th>Metrics</th><th>Weight</th><th>Metrics</th></tr>
<tr><td rowspan="2">Chairman</td><td rowspan="2">80%</td><td>55%</td><td>• Net Result</td><td rowspan="2">20%</td><td rowspan="2">• Operation of the Board and the Executive Committee.
• Strategic Planning.
• Environmental, Social and Corporate Governance (ESG) Factors:
– Corporate governance.
– Succession plan.
– Relationship with stakeholders.</td></tr>
<tr><td>45%</td><td>• Cash Flow</td></tr>
<tr><td rowspan="2">CEO</td><td rowspan="2">70%</td><td>55%</td><td>• Net Result</td><td rowspan="2">30%</td><td rowspan="2">• Strategic Plan.
• Environmental, Social and Corporate Governance (ESG) Factors: -
– Employee health and safety, as measured by the Company’s accident rates.
– Promotion of Innovation and Corporate Social Responsibility, Diversity, Emission Reduction and Sustainability.
– Development of professional teams that guarantee the stability in the management and attainment of strategic targets of the organization.
– Suitability and monitoring of the procedures associated with the taking on of controlled risk.
– Relations with stakeholders.</td></tr>
<tr><td>45%</td><td>• Cash Flow</td></tr>
</table>

<table>
<tr><td rowspan="6">Long-term variable remuneration

To reward the creation of sustainable value for the shareholder in the long term</td><td>Operations</td></tr>
<tr><td>Executive Directors participate in a long-term variable remuneration system based on share delivery plans, in which other executives and key professionals of the Group also participate.
The 2020-2022 Plan, which was approved at the General Shareholders' Meeting on 17 April 2020, provides for the allocation of units in 2020, 2021 and 2022. The shares will be delivered, as the case may be, in the year in which the third anniversary of the allocation of the corresponding units is reached. In 2024, the third grant (2022-2024) is in force.
The newer Long-Term Incentive Plan (2023-2025 Plan), similar to the previous ones, was approved by the General Shareholders' Meeting held on 13 April 2023. The shares will be delivered, as the case may be, in the year in which the third anniversary of the allocation of the corresponding units is reached. In 2024, the first grant (2023-2025) and the second grant (2024-2026) are in force.
The units allocated may be converted into shares if (i) they remain in the Company for a maturity period of 3 years from the date of allocation of the units, except in exceptional circumstances such as retirement, disability or death, and (ii) certain objectives linked to internal or external metrics reflecting economic-financial targets and/or value creation for the company are met, under the terms approved by the respective General Shareholders' Meetings.
The scenario analyses of the possible financial outcomes on the Long-Term Incentive Plans considering different stress tests of the performance metrics have been carried out, in order to ensure the alignment between pay and performance.</td></tr>
<tr><td>Amount</td></tr>
<tr><td>In accordance with the remuneration policy in force, the approximate maximum value of the units granted under the Long-Term Incentive Plans, at prices on the date of the granting, may reach up to 150% of the fixed remuneration of the Executive Directors.</td></tr>
<tr><td>Targets</td></tr>
<tr><td>
<table>
<tr><th></th><th></th><th></th><th></th><th colspan="3">Scale of achievement</th></tr>
<tr><th></th><th></th><th>%</th><th>Metrics</th><th colspan="2">Degree of achievement</th><th>% payout</th></tr>
<tr><td rowspan="2">2020-2022 Plan</td><td rowspan="2">2022 Grant</td><td>50%</td><td>Activity cash flow</td><td>Maximum

Minimum</td><td>€1,635 million
€1,242 million
€849 million</td><td>50%
25%
0%</td></tr>
<tr><td>50%</td><td>Relative TSR</td><td>Maximum

Minimum</td><td>Position 1 to 3
Position 4 to 6
Position 7 to 9
Position 10 to 18</td><td>50%
40%
30%
0%</td></tr>
<tr><td rowspan="3">2023-2025 Plan</td><td rowspan="3">2023 Grant</td><td>40%</td><td>Activity Cash Flow</td><td>Maximum

Minimum</td><td>€836 million
€671 million
€571 million</td><td>40%
20%
0%</td></tr>
<tr><td>50%</td><td>Relative TSR</td><td>Maximum

Minimum</td><td>Position 1 to 3
Position 4 to 6
Position 7 to 9
Position 10 to 18</td><td>50%
40%
30%
0%</td></tr>
<tr><td>10%</td><td>CO_2 Emissions

Diversity

Health and Safety</td><td>Maximum
Minimum
Maximum
Minimum
Maximum
Minimum</td><td>≥26.9%
≤21.5%
≥32.0%
≤27.2 %
≥27.1%
≤19.0 %</td><td>5%
0%
2.5%
0%
2.5%
0%</td></tr>
</table>
</td></tr>
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In this regard:

- Activity cash flow: the sum of Cash Flows before Taxes and Net Investment Cash Flow, excluding investment or divestment transactions not committed at the start date of the Plan, as well as operating cash flows related to such investments.
- CO_2 emissions: The % decrease in CO_2 equivalent tonnes, taking the base year of 2009 as a reference.
- Diversity: The % of women in Ferrovial's leadership team (FLT) compared to the total number of members of that group.
- Health and safety: Reduction in the frequency rate of serious and fatal accidents, which is calculated as the number of serious and fatal accidents multiplied by 1,000,000 and divided by the total number of hours worked applied to Ferrovial and its contractors taking 2022 as a reference.

For all the above metrics, intermediate values shall be calculated by linear interpolation between the different thresholds.

- Relative TSR: Total Shareholder Return (TSR) compared to the following groups of companies:
  - For the 2020-2022 Plan - Third grant: ACS, CCR, Granite, Atlantia*, AdP, Fraport, Sacyr, Getlink, Eiffage, Vinci, Strabag, Skanska, Balfour Beatty, Transurban, SNC Lavalin, Kier and AENA.
  - For the 2023-2025 Plan - First grant and second grant: ACS, CCR, Granite, BIP, AdP, Fraport, Sacyr, Getlink, Eiffage, Vinci, Tutor Perini, Skanska, Balfour Beatty, Transurban, SNC Lavalin, Webuild and AENA.

  *According to the Article 1.4 of the General Conditions of the Performance-Based Share Plan, the Company Nomination and Remuneration Committee will change the companies that make up the group of comparison entities for the purposes of this Plan in case of delisting. On October 10th, 2022, the company Atlantia was subject to a takeover bid. Hence, the following decision was made:
    - For the 2020-2022 Plan, as the delisting date was very close to the end of the year, the price of the last trading day was considered as the average closing price for the purpose of TSR calculation with no amendments on the comparable peers.
    - Since that date and for the 2021-2023 Plan and the 2022-2024 Plan, Atlantia was substituted by a combination of three new companies: Webuild, Brookfield Infrastructure Partners (BIP) and Tutor Perini.

  The substitution process was aligned with the peers re-evaluation carried out for the Performance Shares General Conditions update for the next 3-year period (2023-2025). In light with this, it was agreed that Atlantia, Strabag (focused on Austrian and German markets) and Kier (mainly UK exposure) should be replaced by three companies more suitable to the current Company trend: Webuild (similar pipeline and United States competitor), Tutor Perini (listed construction company in the United States) and Brookfield Infra. Parnerts (specialized infrastructure investment fund).

  Understood as the evolution of the "Total Shareholder Return" index (hereinafter "TSR") of the Company, for the three financial years closed subsequently to the corresponding Unit Allocation Date, must be above a certain position on the TSR ranking among a group of comparison entities, for the same measurement period (hereinafter, the "Measurement Period").

  TSR shall mean the index measuring the value generated for the shareholder according to the following formula:

  TSR = (Quotation at closing of Measurement Period - Quotation at beginning of Measurement Period + Dividends or related items) / Quotation at beginning of Measurement Period.

  For determining the quotation at the beginning and end of the Measurement Period, the arithmetic average of the closing price of the 15 prior and subsequent trading days to the last working trading day of the corresponding year (excluding the trading session of the last working day) shall be used.

2.3.2. Shareholding Policy

Once the shares or stock options or rights over shares corresponding to the remuneration systems have been assigned, the Executive Directors may not transfer their ownership or exercise them until a period of at least 3 years has elapsed.

An exception is made in the case where the Director maintains, at the time of the transfer or exercise, a net financial exposure to the variation in the price of the shares for a market value equivalent to an amount of at least twice their annual fixed remuneration through the ownership of shares, options or other financial instruments.

The foregoing shall not apply to shares that the Director needs to dispose of, where appropriate, in order to meet the costs related to their acquisition or, subject to the favorable opinion of the Nomination and Remuneration Committee, in order to deal with extraordinary situations that so require (See section 8 "Compliance with Corporate Governance Requirements" in the Corporate Governance Report).

2.3.3. Malus and Clawback Clauses

With regard to the formulas or clauses for the reduction of remuneration (*malus*), or for the recovery of the variable components of remuneration (*clawback*), it is important to note:

- The contractual agreements of the Executive Directors include a clause that allows the Company to require these Directors to return up to one hundred per cent of the net variable monetary remuneration in cash or in shares paid to the Executive Directors in a given year when, during the 3 years following the date of payment, it is revealed and accredited (in accordance with the provisions of the clause) that the payment was made, totally or partially, based on inaccurate data, if said inaccuracy has caused a significant negative effect on the Company's profit and loss accounts for any of the financial years of the said 3-year period.

  The Board of Directors shall determine whether this circumstance has arisen and the sum, which is to be returned, upon the basis, where applicable, of prior reports by the advisory Committees or other reports deemed appropriate.

  The Company may offset the amount to be claimed against any other variable remuneration that the Executive Directors are entitled to receive.

  The foregoing rules are without prejudice to any other liabilities, if any, that may arise for the Executive Directors from the aforementioned circumstances.
- The Nomination and Remuneration Committee has the power to propose to the Board of Directors the cancellation of the payment of variable remuneration in the type of circumstances indicated in the previous section.
- The Nomination and Remuneration Committee will assess whether exceptional circumstances of this type may even lead to the termination of the relationship with the relevant manager(s) and will propose to the Board of Directors the adoption of any appropriate measures.
- In any event, pursuant to Dutch law, the remuneration of Executive Directors may be reduced or Executive Directors may be obliged to repay (part of) their variable remuneration to the Company if certain circumstances apply.

  In accordance with Dutch law, if according to the principles of reasonableness and fairness, payment of a bonus would be unacceptable, the Board has the power to modify the level of the bonus to an appropriate level. For these purposes, a bonus means a non-fixed part of the remuneration, the award of which is wholly or partly dependent on the achievement of certain goals or the occurrence of certain circumstances. In addition, the Company will have the authority under Dutch law (section 2:135 (8) of the Dutch Civil Code) to recover from an Executive Director any variable remuneration awarded on the basis of incorrect financial or other data.
- Notwithstanding anything to the contrary above, the variable components of remuneration paid or awarded to the Executive Directors shall be subject to any "clawback policy" or similar policy or agreement adopted by the Company providing for the reimbursement of variable or incentive compensation to the extent required by applicable laws, rules and regulations.

2.3.4. Terms and Conditions of Contracts, including Severance Payments and Non-Compete Covenants

The most relevant conditions of the Chairman's contract are described below:

- **Duration:** Indefinite
- **Cases of termination and compensation:** termination of their contract for any reason whatsoever shall not entitle them to any compensation.
- **Exclusivity:** they are obliged to provide services exclusively to the Company and may not enter into contracts with other companies competing with Ferrovial, either on their own or through intermediaries, whether family members or not, which imply effective competition with Ferrovial's activities.
- **Non-competition:** the contract contains a post-contractual non-competition obligation for a period of 2 years remunerated with 2 annuities of their fixed remuneration.
- **Recovery clause:** as indicated in section 2.3.3 above.

The most relevant conditions of the Chief Executive Officer's contract are described below:

- **Duration:** Indefinite.
- **Prior notice:** in the event of termination for causes attributable to the Company, the latter must notify the Chief Executive Officer of the termination three months prior to the date of termination. Should this period not be complied with, the Company must disburse a sum equivalent to the remuneration corresponding to the period of advance notice remaining.
- **Cases of termination and compensation:** The Contract shall be terminated by the sole will of the Company expressed by means of a resolution of the Board of Directors. It shall also be immediately and automatically terminated in the event of (i) dismissal or non-renewal of the Chief Executive Officer as a director by the General Shareholders' Meeting; or (ii) revoking in whole or in part, as the case may be, of the powers delegated to them by the Board of Directors or of the powers granted to them by the Company. In the event of termination, they shall be entitled to gross compensation equal to the greater of the following two amounts: (i) the amount resulting from adding the annual amount of the fixed remuneration and the annual variable target remuneration corresponding to the year in which the contract is terminated; or (ii) the amounts accumulated on the date on which the contract is terminated in the extraordinary deferred remuneration plan referred to in the Long-Term Savings System with the limit of 2 annual payments of the total annual remuneration (See section 8 "Compliance with Corporate Governance Requirements" in the Corporate Governance Report).
- **Exclusivity:** The Director is obliged to provide services exclusively to the Company and may not sign contracts with other companies competing with Ferrovial, either alone or through intermediaries, family members or otherwise, that imply effective competition with Ferrovial's activities.
- **Non-competition:** 50% of the amount that could be received in the event of termination will be subject to compliance with the 2-year post-contractual non-competition agreement.
- **Recovery clause:** as indicated in section 2.3.3 above.

2.4. Remuneration of Directors in their Capacity as Directors

In accordance with the approval of the Directors' remuneration policy, the total maximum amount is established as approved by the General Shareholders' Meeting. Therefore, for 2024 as remuneration for membership of the Company's Board of Directors amounts to €1,900,000.

Item		Remuneration
Fixed emolument		€35,000
Complementary fixed emolument	Chairman	€92,000
	Deputy-chairman 1	€80,500
	Deputy-chairman 2	€57,500
	Other members of the Board	€46,000
Attendance fees* (€ per meeting)	Board of Directors	€6,000
	Executive C.	€2,200
	Audit and Control C.	€2,200
	Nomination and Remuneration C.	€1,650

* The amount of the attendance fees corresponding to the Chairmen of these bodies is doubled the amounts indicated, in line with the principle of rewarding according to the level of responsibility and dedication required by the position.

The fixed emolument is a statutory remuneration of the Board of Directors, which is paid in quarterly settlements, and the supplementary fixed emolument is paid in a single payment at the end of the financial year.

The amounts mentioned above may be amended each year by the Board of Directors within the framework of Article 8.5.3 of the Articles of Association, the Directors' remuneration policy in force at any given time and within the maximum annual amount approved by the General Shareholders' Meeting.

If the maximum annual amount is exceeded, the fixed supplementary allowance shall first be reduced proportionally to each Director according to his or her condition.

If the maximum annual amount is not reached, the Board shall decide in accordance with the powers granted to it.

3. IMPLEMENTATION OF THE DIRECTORS' REMUNERATION POLICY IN 2023

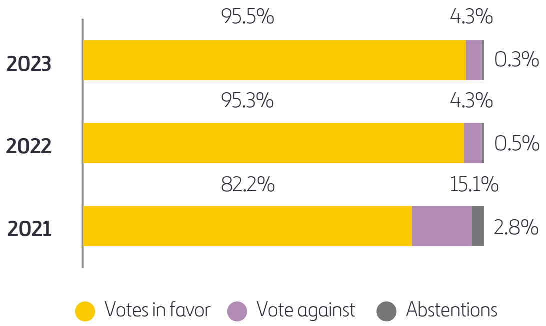
3.1. Evolution and Impact of The Results of the Votes Obtained at the General Shareholders' Meeting

The following table shows the result of the advisory vote of the AGM to the annual report on directors' remuneration related to the 2022 financial year.

	Number	% On the Total Share Capital
Votes cast	562,279,368	77.30%
	Number	**% On Cast**
Votes against	24,018,307	4.27%
Votes in favour	536,745,966	95.46%
Abstentions	1,507,838	0.27%
Blank votes	7,257	0.00%

The following graph shows the evolution of the advisory vote of the General Shareholders' Meeting on the annual report on remuneration over the last 3 financial years:

EVOLUTION OF RESULTS RECEIVED AT THE GENERAL SHAREHOLDER'S MEETING



The level of support obtained at the General Shareholders' Meeting held on 13 April 2023, for the items on the agenda relating to remuneration was in line with the 2022 results and significantly higher than in the previous years. This was mainly due to the improvements introduced in the Directors' Remuneration Policy, approved by the 2022 Annual General Shareholders' Meeting with 95.81% votes in favor which remained stable for the Remuneration Policy approved in 2023 as per the merger (88.99% votes in favor), as well as the improvements included in ARDR since 2021.

As usual, and during the second quarter of 2023, the Nomination and Remuneration Committee reviewed in depth the comments, recommendations and suggestions received from institutional investors and *proxy advisors* to make further progress in corporate governance.

Section 5 describes all the measures carried out during the 2023 financial year.

3.2. Implementation of the Directors' Remuneration Policy in 2023

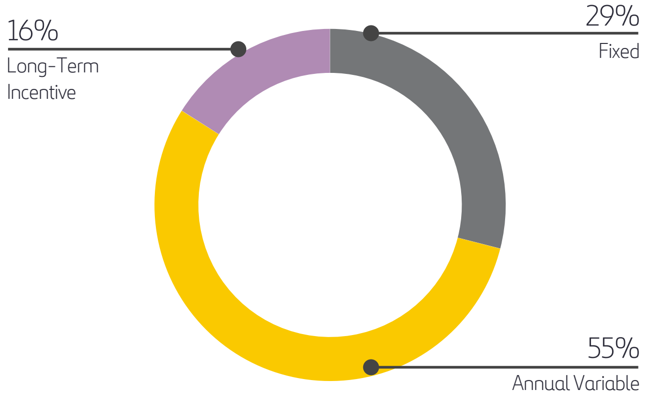
The Board of Directors and the Nomination and Remuneration Committee have strictly applied the Remuneration Policy following the principles established therein.

The remuneration accrued in the 2023 financial year has followed the terms of the Remuneration Policy approved by the General Shareholders' Meeting held on 7 April 2022, until the date of the effective merge of Ferrovial, S.A and Ferrovial, S.E, when the current Remuneration Policy approved by the General Shareholders' Meeting held on 13 April 2023 entered in force. It is noted that there has been no deviation from the procedure for the application of the remuneration policy, the limits in force have not been exceeded and no temporary exception has been applied to it.

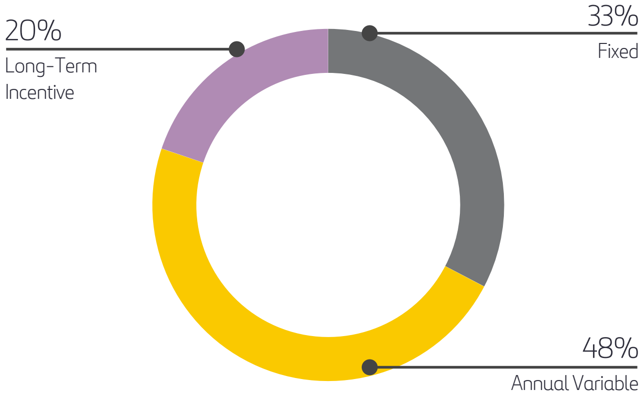
3.3. Remuneration of Executive Directors Accrued in 2023

During the financial year 2023 the Board of Directors had 2 Executive Directors: Mr. Rafael del Pino y Calvo-Sotelo, Chairman, and Mr. Ignacio Madridejos Fernández, Chief Executive Officer. Their contracts were not amended during the year except the aforementioned change in Chief Executive Officer fixed salary. Section 2.3. details the remuneration elements that make up their remuneration. The remuneration mix for Executive Directors establishes an appropriate balance between fixed and variable components of remuneration (excluding board fees and perquisites). The following charts show the weight of each of the remuneration components accrued in 2023 for the Chairman and the Chief Executive Officer:

CHAIRMAN
COMPOSITION OF ACCRUED COMPENSATION IN 2023



CHIEF EXECUTIVE OFFICER
COMPOSITION OF ACCRUED COMPENSATION IN 2023



Below is a description of each of the components of executive directors' remuneration:

3.3.1. Fixed Remuneration

The amount of fixed remuneration in their capacity as Executive Directors for the 2023 financial year amounted in aggregate to €2,813 thousand, broken down as follows:

- €1,500 thousand for the Chairman, which remains unchanged with respect to 2020 (excluding the reduction of 20% that was applied to the fixed remuneration between 7 April and 31 July 2020, as a result of the COVID-19 global pandemic).
- €1,313 thousand for the Chief Executive Officer (€1,150 thousand until 15 June and €1,450 thousand from 16 June onwards) .

Information on their fixed and supplementary allowance, as for the rest of the Directors in their capacity as such, can be found in section 3.5.

3.3.2. Variable Remuneration

The variable remuneration of the Executive Directors is linked to various corporate metrics of results and profitability.

In accordance with the current remuneration policy, the short and long-term variable remuneration systems incorporate measures that take into account possible variations in the Company's results:

- Both the annual variable remuneration and long-term variable remuneration include defined scales of achievement that take into account the economic-financial and operational targets of the Company's strategic plan, and the creation of value for the shareholder. Thus, changes in the Company's performance, in the short and long term, will have a direct impact on the amount of variable remuneration.
- In the case of variable annual remuneration, extraordinary results that could introduce distortions are eliminated.
- The variable annual and long-term remuneration only accrues after the date of preparation of the corresponding annual accounts.
- All variable remuneration is subject to a recovery clause that allows the Company to claim from Executive Directors the reimbursement of the variable components of remuneration when these have been paid on the basis of data the inaccuracy of which is subsequently proven.
- An obligation to hold shares is established, in the case of long-term variable remuneration.
- The Committee has carried out the evaluation process to determine the degree of attainment of the objectives. In this process, the Committee has been able to avail of the support of the Finance Department, responsible for management control of the Group, which facilitates the financial results of the Group duly audited and verified by the Audit and Control Committee. It has also been verified by the external auditor.

a) Annual Variable Remuneration

The Executive Directors receive an annual variable remuneration to reward the creation of value through the achievement of the targets taken into account in the Group's strategic plans.

In 2023 the level of payout is as follows:

- For the Chairman, €2,809 thousand, which is 149.8% of the target (98.6% of the maximum possible and 187.3% of the 2023 fixed remuneration).
- In the case of the Chief Executive Officer, €1,926 thousand, which is 146.7% of the *target* (97.8% of the maximum possible and 146.7% of the 2023 fixed remuneration).

The following tables show the breakdown of the short-term variable remuneration:

Chairman	Weight	Metrics	Degree of Achievement of Targets				
			Minimum	Target	Maximum	Actual	Final Incentive Level
Quantitative Targets 80%	55%	Net result	68.7%	100%	131.3%	157.5%	€1,361.3 thousand
	45%	Cash flow	-737.8%	100%	1,344.6%	3,006.9%	€1,113.8 thousand
Qualitative Targets and ESG (Environmental, social and corporate governance factors) **20%**		Operation of the Board and the Executive Committee (20%)	0%		100%	90%	€333.8 thousand
			• BoD and Exe. Committee performance based on external assessment • BoD transition to NDL • Align BoD composition to NDL and US listing request				
		Strategic Planning (20%)	0%		100%	90%	
			• Strategic review • Foster growth • Implement merger and listing plan				
		ESG Measure: Corporate Governance (20%)	0%		100%	100%	
			• Maintain DJSI (top 3 in our industry) and CDP (A level). • Absolute emissions tCo2e -23,5% VS. 2009 • 10% reduction Serious Injury Frequency rate • Fatalities reduction				
		ESG Measure: Succession Plan (20%)	0%		100%	80%	
			• Lead the execution of the development plan to ensure a solid Chairman and CEO succession.				
		ESG Measure: Institutional Representation (20%)	0%		100%	85%	
			• Develop the relationship with all key stakeholders.				
							€2,808.8 thousand

Chief Executive Officer	Weight	Metrics	Degree of Achievement of Targets				
			Minimum	Target	Maximum	Actual	Final Incentive Level
Quantitative Targets 70%	55%	Net result	68.7%	100%	131.3%	157.5%	€866.3 thousand
	45%	Cash flow	-737.8%	100%	1,344.6%	3,006.9%	€708.8 thousand
Qualitative Targets and ESG (Environmental, social and corporate governance factors) **30%**			0%		100%		€350.5 thousand
		Strategic Plan (30%)	• Strategic review. • Growth and new businesses. • Execute divestment plan. • Develop successfully the merge and listing in NDL and USA.			80%	
			0%		100%		
		ESG Measure: Employee health and safety, as measured by the Company's accident rates (15%)	• 10 % reduction Serious Injury Frequency rate. • Fatalities reduction. • Leadership engagements.			100%	
			0%		100%		
		ESG Measure: Promotion of Innovation and Corporate Social Responsibility, Diversity, Emission Reduction and Sustainability (15%)	• Develop a widely used internal IA platform. • Implementation of the Horizon Digital 24 plan. • Maintain DJSI (top 3 in our industry) and CDP (A level). • Absolute emissions tCo2e -23,5% vs 2009.			90%	
			0%		100%		
		ESG Measure: Development of professional teams that guarantee stability in the management and achievement of the organization's strategic targets (20%)	• Talent management. • Maintain or improve the degree of employee satisfaction. • Increase diversity both in Ferrovial Leadership Team and new hires.			82.6%	
			0%		100%		
		ESG Measure: Suitability and monitoring of procedures linked to taking on controlled risks (5%)	• % implementation of internal Audit recommendations.			100%	
			0%		100%		
		ESG Measure: Relations with stakeholders (15%)	• Relationship with stakeholders to implement corporate reorganization. • Investors relations with a special focus on developing investors in the USA.			100%	
							€1,925.5 thousand

Notes:

Certain metrics are not disclosed due to strategic or commercial sensitivity.

The data verification process related to the financial assessment of the targets for Executive Directors has been completed in accordance with the resolutions and the internal validation procedure.

Net Income data for Achievement purposes EUR 331 mn (157.53% of achievement compared to the adjusted budget) correspond to those published in the Integrated Report in section 6 of the Consolidated Financial Statements, Statement B of the Consolidated Income Statement EUR 460 mn, excluding the extraordinary impacts of EUR 177 mn detailed in the table of Section 2 Profit/(loss) for the year, according to the like-for-like definition included in the Appendix of Alternative Performance Measures, the expenses derived from the change of the head office to the Netherlands and the ongoing listing process in the US (EUR 30 mn), as well as the impact derived from the PPA fair value update in I-66 and Dalaman (not included in the Target due to the change in the calculation method; EUR 9 mn and EUR 9 mn respectively).

The cash flow figure of EUR 712 mn (3006.88% of achievement compared to the budget) corresponds to the cash flow from ex-project activity of EUR 292 mn, published in the Cash Flow Section 5.3 of the Consolidated Financial Statements, eliminating: tax payment detailed in that Statement (EUR 155 mn); payments related to the remaining costs of transaction of the Services division (EUR 15 mn), one-off payments related to the change of the head office to the Netherlands and the ongoing listing process in the US (EUR 26 mn), the equity contribution carried out in the assets JFK (EUR 214 mn) and Centella due to tax purposes (EUR 10 mn), all of them considered in the target definition.

b) Long-term Variable Remuneration

Executive Directors receive variable remuneration in the long term to reward the creation of sustainable shareholder value over the long term.

In accordance with the current remuneration policy, and as detailed in section 2.3, the approximate maximum value of the units granted under the Long-Term Incentive Plans, at grant date prices, may reach up to 150% of the fixed remuneration of the Executive Directors.

In 2023 the delivery of the shares corresponding to the grant of the 2020 Plan, whose target measurement period comprised the period 2020-2022, has taken place. The incentive level for the Chairman and the Chief Executive Officer amounted to €795 thousand, corresponding to the relevant 29,704 shares valued as of 8 March 2023 for each of the executive directors. This number of shares delivered is equivalent to 63.88% of those initially granted.

The second grant of the 2020-2022 Plan expired in 2023, with a target measurement period of 2021-2023. The number of shares to be delivered in 2024 will be equivalent to 80% of the units granted in 2021:

		Degree of achievement of the targets			% Payout
2021 Grant	Weight	Minimum	Maximum	Actual	
Activity Cash flow	50%	≤€1,126 M	≥€1,932 M	€2,742 M	50%
Relative TSR*	50%	Position 10 to 18	Position 1 to 3	Position 8	30%
			% aggregate payment		80%

* Comparison group: ACS, CCR, Granite, Atlantia, AdP, Fraport, Sacyr, Getlink, Eiffage, Vinci, Strabag, Skanska, Balfour Beatty, Transurban, SNC Lavalin, Kier and AENA. Following Atlantia delisting on October 10th, 2022 (the day when the public takeover bid started) it is decided that it will be substituted by a mix of the three new peers included in the 2023-2025 Plan (Webuild, Tutor Perini y BIP) since that date.

The following long-term incentive plans were in force at the end of 2023:

- The second grant of the 2020-2022 Plan, whose target measurement period covers the period 2021-2023.
- The third grant of the 2020-2022 Plan, whose target measurement period covers the period 2022-2024.
- The first grant of the 2023-2025 Plan, whose target measurement period covers the period 2023-2025.

The following table shows the movements of the share-based remuneration systems and gross profit from consolidated shares.

	Long-Term Incentive Plan		At the beginning of 2023 financial year	Granted during the 2023 financial year	Consolidated during the 2023 financial year				Instruments expired and not exercised	At the end of the 2023 financial year
	Plan	Grant	No. of Equivalent shares	No. of Equivalent shares	No. of Equivalent shares	No. of consolidated equivalent shares	Consolidated share price (€)	Gross profit from consolidated shares (€ thousand)	No. of instruments (units)	No. of Equivalent shares
Chairman	2020-2022	2020	46,500	--	29,704	29,704	26.773	795	16,796	--
		2021	67,500	--	--	--	--	--	--	67,500
		2022	56,400	--	--	--	--	--	--	56,400
	2023-2025	2023	--	50,680	--	--	--	--	--	50,680
Chief Executive Officer	2020-2022	2020	46,500	--	29,704	29,704	26.773	795	16,796	--
		2021	67,500	--	--	--	--	--	--	67,500
		2022	56,400	--	--	--	--	--	--	56,400
	2023-2025	2023	--	69,925	--	--	--	--	--	69,925

Note: The number of shares annually granted to the Chairman, represents 0.04% of his stake in the capital of the company and, therefore, represents an amount that is not relevant with respect to it. Additionally, there is no dilution at the time of the settlement of the Long-Term Incentive Plans since there is no capital increase in any case. Therefore, it does not affect minority shareholders.

In the case of the Chairman, the average allocation of units (at grant prices) over fixed remuneration in the 2019-2023 period has been of 93%, below the limit established in the Directors' Remuneration Policy of 150%.

3.3.3. Other Items of Remuneration of Executive Directors in 2023

Payment in kind

The Company has subscribed life assurance policies to cover the risk of death or incapacity of the Executive Directors. For 2023, the amount of the life insurance premium has risen to:

- €10 thousand for the Chairman.
- €5 thousand for the Chief Executive Officer.

During 2023, the current Chief Executive Officer, Mr. Ignacio Madridejos, has been allocated the amount of €13 thousand as remuneration in kind corresponding to a company car, tax advice and relocation. In the case of the Chairman, €3 thousand as tax device.

Long-Term Savings Schemes and Other Remunerations

Deferred remuneration plan for the CEO:

Mr. Ignacio Madridejos participates in a deferred remuneration scheme. This is extraordinary deferred remuneration, which will only be made effective once the relationship with the Company terminates by mutual agreement, upon attainment of a certain age, with no other consolidated rights existing (see 2.3.1).

The contributions made for this in 2023 amounted to €527 thousand, with the total accumulated at the closing date of this report amounting to €2,016 thousand for Mr. Ignacio Madridejos.

In addition, at the date of issue of this Report, no additional remuneration has accrued to the Directors as consideration for services rendered other than those inherent to their position.

3.3.4. Terms and Conditions of Contracts, Including Severance Payments and Non-Compete Covenants

The terms and conditions of the Directors' contracts applicable in 2023 are the same as those set out in section 2.3.4. above.

3.4. Evolution of Remuneration of Executives

The following tables show the evolution over the last five years of the remuneration of the Executive Directors.

Total remuneration accrued (in € thousand)

Chairman	**2023**	**2022**	**2021**	**2020**	**2019**
Fixed remuneration	1,500	1,500	1,500	1,405[1]	1,455
Variable remuneration	2,809	2,609	2,275	1,620	1,608
Plans linked to shares	795	883	490	1,602	1,097
Others[2]	13	10	9	8	8
Total	5,117	5,002	4,274	4,635	4,168

[1] As a result of COVID-19, the Board of Directors agreed to a reduction of the Chairman's fixed remuneration of 20% from 7 April to 31 July 2020.
[2] Life insurance premiums and other remuneration in kind.

Chief Executive Officer	**2023**	**2022**	**2021**	**2020**	**2019[1]**
Fixed remuneration	1,313[5]	1,150	1,100	937[2]	250
Variable remuneration	1,926	1,538	1,283	810	250
Plans linked to shares	795	183	0	0	0
Other	18[3]	13[3]	12[3]	12[3]	600[4]
Total	4,052	2,884	2,395	1,759	1,100

[1] Mr. Ignacio Madridejos Fernández was appointed director on 30 September 2019, the remuneration applies from that date.
[2] As a result of COVID-19, the Board of Directors agreed to a reduction of the Chief Executive Officer's fixed remuneration of 20% from 7 April to 31 July 2020.
[3] Life insurance premiums and other remuneration in kind.
[4] Incorporation bonuses.
[5] €1,150 thousand until 15 June and €1,450 thousand from 16 June onwards.

3.5. Remuneration of the Directors in their Capacity as Such

The total remuneration of the Directors in their capacity as such is of a fixed or attendance-based nature and is linked to their level of responsibility and dedication, guaranteeing their independence and long-term commitment.

The maximum total remuneration for 2023 for membership of the Board of Directors of the Company established in both Remuneration Policies in force during 2023 stands at €1,900 thousand.

- Fixed emolument: in 2023 amounted to a total of €420 thousand.
- Complementary fixed emolument (including also the remaining amount of €83 thousand): in 2023 amounted to a total of €716 thousand.
- Attendance fees: The Directors receive a fixed sum for attending Board of Directors meetings and for their delegated or advisory Committees.

  In total, the amount of attendance fees paid in 2023 reached €764 thousand.

In accordance with the resolution of the Board of Directors of 14 June 2023, effective upon the completion of the merger between Ferrovial, S.A. and Ferrovial International SE (renamed Ferrovial SE), since the total remuneration of the Directors for that year did not reach the maximum annual amount established in the current Directors' Remuneration Policy, the difference (amounting to €83 thousand for the entire Board of Directors) was distributed as fixed remuneration to the Directors, taking into account their length of service on the Board in 2023.

Therefore, the total amount paid in 2023 to the Directors for belonging to the Board, in their capacity as such, was €1,900 thousand.

The following table shows the Directors to whom remuneration applies, in their capacity as such, in the 2023 financial year:

Director (€ thousand)	Type of Director	Accrual period financial year	Board Fees	Board Attendance Fees	Other Benefits	Total
Mr. Rafael Del Pino y Calvo-Sotelo	Chairman - Executive Director	From 1/1/2023 to 31/12/2023	35	119	99	253
Mr. Oscar Fanjul Martín	Vice-Chairman - Non-Executive Independent Director	From 1/1/2023 to 31/12/2023	35	86	87	208
Mr. Ignacio Madridejos Fernández	Chief Executive Officer - Executive Director	From 1/1/2023 to 31/12/2023	35	60	53	148
Ms. María Del Pino y Calvo-Sotelo	Non-Executive Director	From 1/1/2023 to 31/12/2023	35	57	53	145
Mr. José Fernando Sánchez-Junco Mans	Non-Executive Independent Director	From 1/1/2023 to 31/12/2023	35	66	53	154
Mr. Philip Bowman	Non-Executive Independent Director	From 1/1/2023 to 31/12/2023	35	55	53	143
Ms. Hanne Birgitte Breinbjerg Sørensen	Non-Executive Independent Director	From 1/1/2023 to 31/12/2023	35	47	53	135
Mr. Bruno Di Leo	Non-Executive Independent Director	From 1/1/2023 to 31/12/2023	35	55	53	143
Mr. Juan Hoyos Martinez De Irujo	Non-Executive Independent Director	From 1/1/2023 to 31/12/2023	35	60	53	148
Mr. Gonzalo Urquijo Fernández De Araoz	Non-Executive Independent Director	From 1/1/2023 to 31/12/2023	35	62	53	150
Ms. Hildegard Wortmann	Non-Executive Independent Director	From 1/1/2023 to 31/12/2023	35	42	53	130
Ms. Alicia Reyes Revuelta	Non-Executive Independent Director	From 1/1/2023 to 31/12/2023	35	55	53	143
TOTAL			**420**	**764**	**716**	**1,900**

Ratio of compensation of the top executive and the average employee

In 2023, the Chairman's total accrued remuneration amounted to €5,370 thousand (€5,117 thousand as Executive Director plus € 253 thousand as board fees), the average total accrued remuneration amounted to €46 thousand, and the ratio of these amounts is 117.

Ferrovial has 24,799 employees and is present in 6 main markets (Spain, United States, Canada, United Kingdom, Poland and Latin America) where there are specific remuneration conditions. We determine the total accrued remuneration considering all remuneration elements (fixed compensation, board fees, annual variable remuneration, share-linked plans and remuneration in kind).

4. ALIGNMENT OF REMUNERATION IN THE GROUP WITH THE LONG-TERM AND SUSTAINABLE PERFORMANCE OF THE COMPANY AND THE REDUCTION OF RISKS

The Remuneration Policy is designed taking into account the Company's strategy and the long-term results of the Company:

- The total remuneration of the Executive Directors is composed of different remuneration elements consisting mainly of:
  - Fixed elements to reward based on the level of responsibility of the position, the professional trajectory and market practice, national and international, of comparable companies.
  - Annual variable remuneration to reward the creation of value through the achievement of the financial and non-financial targets.
  - Long-term incentives aimed at rewarding the creation of sustainable shareholder value over the long term.
- Long-Term Incentive Plans form part of a multi-annual framework to guarantee that the evaluation process is based on the long-term results. This remuneration is granted and paid mainly in the form of shares upon the base of the creation of value, in such a way that the interests of managers are aligned with those of the shareholders.
- Variable compensation is linked to social, environmental and governance objectives (ESG). For example, and, among others, to employee health and safety ratios, environmental sustainability, diversity, talent management and stakeholder relations.

In addition, Ferrovial has the following tools to ensure that the Remuneration Policy is not exposed to excessive risk and potential conflicts of interest:

- The Nomination and Remuneration Committee consists of four members, one of whom is also a member of the Audit and Control Committee. The cross presence in these 2 Committees favors the taking into account of the risks associated with remuneration in the deliberations of the Committees and in their proposals to the Board.
- The accrual of variable remuneration only occurs after the date of preparation of the corresponding annual accounts.
- In the case of annual variable remuneration, when determining the level of compliance with quantitative targets, extraordinary results that could introduce distortions are eliminated.
- Under circumstances where the objectives linked to variable remuneration are not met, the Executive Directors will only draw the fixed remuneration.

- There are no guaranteed variable remunerations.
- For Executive Directors, the long-term element has a weighting of approximately 35/40% of total remuneration in a maximum performance scenario.
- To reinforce executive directors' commitment to the long-term interests of the Company, the Remuneration Policy includes retention requirements and/or permanent holding of financial instruments.
- As explained in section 2.3.3. above, all variable remuneration is subject to a no-claims and clawback clause.
- Ferrovial has implemented a comprehensive risk management system called Ferrovial Risk Management ("FRM") which includes risks related to potential conflicts of interest. The operation of the FRM is described in detail in the Annual Corporate Governance Report.

  In addition, article 10 of the board regulations, regarding risk management, is taken into account.

The remuneration systems for the Executive Directors described above implicitly include measures of control over excessive risk in their design. On the one hand, the qualitative targets (of the CEO) implicitly include a performance evaluation of the assumption of risks and compliance with the policies established for these purposes. The design of the Long-Term Incentive Plans with cycles of three (3) years each, produces an interrelation of the results of each year, therefore acting as a catalyst for alignment with the long-term interests of the Company and prudent decision making.

5. PROCEDURES AND BODIES OF THE COMPANY INVOLVED IN THE REMUNERATION POLICY. MAIN ACTIVITIES CARRIED OUT BY THE NOMINATION AND REMUNERATION COMMITTEE DURING THE 2023 FINANCIAL YEAR

5.1. Procedures and bodies of the company involved in the remuneration policy

At least every four years, the Company will submit the Remuneration Policy to a vote by the General Meeting, upon a proposal of the Board following the recommendation of the Nomination and Remuneration Committee. It is the Company's policy to seek input from relevant stakeholders, including proxy advisors, in case significant changes to remuneration arrangements are proposed.

The bodies involved in the approval of the Remuneration Policy are the Board of Directors, the Nominations and Remunerations Committee and the General Shareholders' Meeting, the latter being the competent body for its approval, in accordance with article 8.5.2 of the Articles of Association, the Board Rules and current legislation.

The Board, with the proposal from the Nominations and Remunerations Committee, considers the following premises in order to establish the remuneration policy:

- The applicable legal regulations.
- That established by Articles of Association and the Board Rules (Article 36).

- The following internal criteria as regards Executive Directors:
  - Breakdown of the remuneration as fixed and variable targets.
  - Association with the variable part to the achievement of corporate targets.
  - Alignment with Ferrovial's interests through:
    - Periodic participation in plans linked to the share price and to certain metrics of profitability.
    - Recognition, in certain cases, of a deferred remuneration concept.
    - No commitments to pensions.
    - Executive Directors will be limited to the remuneration formulas consisting in the awarding of shares, options, instruments referenced to the value of the share or related with the company's performance.
- The targets established in the Group's strategic plan, which allow, among other things, to establish the metrics to which the annual and long-term variable remuneration is linked.
- Market data. See, in this respect, section 2.2.

Likewise, the Nominations and Remunerations Committee, following the good governance practices and recommendations, uses reports prepared by independent external advisors. In 2023, WTW and Georgeson provided services in relation to various remuneration matters, including benchmarking against national and international comparators, and KPMG assisted as external advisor in the Board's annual self-assessment process.

5.2. Composition and Functions of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee is composed of four members:

Name	Position	Type of Director
Mr. Bruno Di Leo	Chairman	Non-Executive Independent Director
Mr. José Fernando Sánchez-Junco Mans	Member	Non-Executive Independent Director
Ms. Hanne Sørensen	Member	Non-Executive Independent Director
Mr. Gonzalo Urquijo	Member	Non-Executive Independent Director

The following table shows the experience and knowledge of the members of the Nomination and Remuneration Committee:

Name	Experience and knowledge
Mr. Bruno Di Leo	Financial Services, Business Administration, Business strategy, Commercial management, New technologies, International experience, Innovation, Digital transformation
Mr. José Fernando Sánchez-Junco Mans	Industrial Engineering, Infrastructures, International experience, Innovation/ new technologies, Finance, Operations, Strategy
Ms. Hanne Sørensen	Economics and Management, International Experience, Finance, Transport, Logistics, Commercial Management, Operations, Strategy, Innovation, Digital Transformation
Mr. Gonzalo Urquijo	Economics and Political Science, Strategy and Business Management, International Experience, Finance, Industrial Production, Logistics

The most important duties of the Nomination and Remuneration Committee include the following:

- Propose the appointment of Independent Directors and report on proposals for the appointment of the rest of the Directors, as well as the Chief Executive Officer of Ferrovial.
- Report on the appointment of the members who must form part of each of the Committees, taking into account the knowledge, skills and experience of the Directors and the duties of each Committee.
- Examine and organize the succession of the Chairman of the Board of Directors and the chief executive of the Company and, where appropriate, make proposals to the Board of Directors so that such succession occurs in an orderly and planned manner.
- Report on the appointment and removal proposals of Senior Managers.
- Propose the basic conditions of the contracts of the Senior Managers.
- Check that the remuneration policy established by the Company is observed.
- Review periodically the remuneration policy applied to the Directors and Senior Managers.
- Verify the information about remuneration of the Directors and Senior Managers.
- Make proposals to the Board of Directors regarding the remuneration policy for directors and managing directors or those who perform their senior management duties reporting directly to the Board, or to the Executive Committee or the CEOs.

Lastly, in those cases where the law so provides, the approval of the mandatory matters is submitted to the General Shareholders' Meeting, including the remuneration plans granted to the Executive Directors consisting of the delivery of shares, share option rights or which are linked to the value of the shares.

5.3. Main Activities carried out by the Nomination and Remuneration Committee During the 2023 Financial Year

In the 2023 financial year the Nomination and Remuneration Committee met 4 times. The following table shows the individual attendance of its members.

Name	Position	Attendance at meetings
Mr. Bruno Di Leo	Chairman	4/4
Mr. José Fernando Sánchez-Junco Mans	Member	4/4
Ms. Hanne Sørensen	Member	3/4[1]
Mr. Gonzalo Urquijo	Member	4/4

[1] Ms. Hanne Sørensen delegated her representation at the meeting of the Nomination and Remuneration Committee, at which she did not attended.

The following table shows the most relevant actions carried out by the Committee during 2023. It should be noted that the Company's remuneration policy has been verified throughout the year.

Quarter	Actions carried out
First Quarter 2023	• Proposed Directors' Remuneration Policy and Annual Report on Directors' Remuneration 2022. • Report on the maximum annual amount of Directors' remuneration in their capacity as such for the 2023 financial year established in the Remuneration Policy approved at the 2023 General Meeting, and the system for distributing this amount among the Directors. • Report on the fixed remuneration for the 2023 financial year for the Executive Directors, and review of the fixed remuneration of the Management Committee. • Proposal for variable annual remuneration for 2022 payable in 2023 to the Executive Directors and review of that of the Management Committee. • Revision of: (i) the amount of the variable remuneration, expressed as a percentage of the fixed remuneration, (ii) the compliance criteria to which the assessment of the variable remuneration is linked and (iii) the quantitative and qualitative targets to which it is linked. • Report on the allocation of units of the first grant of the 2023-2025 Long-Term Incentive Plan to the Executive Directors and review of the allocation of units to the members of the Management Committee. • Compliance with the metrics to which the first grant of the 2020-2022 Long-Term Incentive Plan is linked and proposal of the aggregate pay-out ratio to determine the number of shares to be delivered. • Closing of remuneration of the Directors in their capacity as such corresponding to the 2022 financial year. • Composition of the Board of Directors and its Committees and review the category attributed to each of the Directors. • Competencies required by the Board of Directors. • Long-Term Incentive Plans – Atlantia Analysis TSR.

Second Quarter 2023	• Involvement in the annual assessment of the Board and its Committees carried out with an external adviser (KPMG). • Verification of the information on the remuneration of the Directors and senior management contained in the corporate documents and checked the observance of the Company's remuneration policy. • Information on the evolution of proxy advisors' voting recommendations in relation to the Directors' Remuneration Policy and the Annual Remuneration Report, and on the outcome of the vote on these two documents at the General Shareholders' Meeting. • Report on nominations to Board of Directors in Ferrovial Group companies. • Report on engagement.
Third Quarter 2023	• Report on nominations to Boards of Directors in Ferrovial Group companies. • Verification of the Directors' Composition Policy. • Diversity and Inclusion Policy. • Report on Diversity, Equity and Inclusion. • Report on talent management.
Fourth Quarter 2023	• Determination of independence of Directors and Committee members. • Policy for recovery of erroneously awarded compensation (Clawback Policy). • Report about a new global anti-discrimination and anti-harassment Policy. • Report on the succession plan for the Chairman, Chief Executive Officer, senior management and other management positions. • Report on the operation of the Committee.

In 2024, up to the date of approval of this report, the same activities have been carried out as in 2023, review and proposal of the remuneration plans for the Executive Directors to be submitted to vote at the 2024 General Shareholders' Meeting.

5.4. Other Information of Interest

Ferrovial has taken out civil liability insurance for the directors and executives of the Group companies of which Ferrovial is the parent company. Among these insured persons are the Directors. The premium paid in 2023 for the aforementioned insurance amounts to €1,073 thousand.

6. SUMMARY TOTAL REMUNERATION TABLES

6.1. Total Remuneration of Executive Directors (in € thousand)

Director	Financial Year	Base Salary	Other Benefits	Board Fees	Board Attendance Fees	Perquisites	Total Fixed	% Fixed	Annual Variable Remuneration	Long-Term Incentive Plan	Total Variable	% Variable	Total Remuneration
Mr. Rafael del Pino y Calvo-Sotelo	**2023**	**1,500**	**99**	**35**	**119**	**13**	**1,766**	**33%**	**2,809**	**795**	**3,604**	**67%**	**5,370**
	2022	1,500	107	35	103	10	1,755	33%	2,609	883	3,492	67%	5,247
	2021	1,500	92	35	122	9	1,758	39%	2,275	490	2,765	61%	4,523
	2020	1,405	86	33	122	8	1,654	34%	1,620	1,602	3,222	66%	4,876
	2019	1.455	74	35	143	8	1,715	39%	1,608	1,097	2,705	61%	4,420
Mr. Ignacio Madridejos Fernández[1]	**2023**	**1,313**	**53**	**35**	**60**	**18**	**1,479**	**35%**	**1,926**	**795**	**2,721**	**65%**	**4,200**
	2022	1,150	61	35	51	13	1,310	43%	1,538	183	1,721	57%	3,031
	2021	1,100	46	35	61	12	1,254	49%	1,283	-	1,283	51%	2,537
	2020	937	43	33	61	12	1,086	57%	810	-	810	43%	1,896
	2019	250	609	9	14	-	882	78%	250	-	250	22%	1,132

[1]Mr. Ignacio Madridejos Fernández participates in a deferred remuneration scheme that will only become effective when they leave the Company by mutual agreement with the Company upon reaching a certain age, and therefore there are no vested rights. The annual contributions amount to 20% of the Total Remuneration (fixed remuneration plus the annual variable remuneration target of 100%). The right to receive this extraordinary remuneration shall be incompatible with the payment of any compensation that the Chief Executive Officer may be entitled to receive as a result of the termination of their relationship with the Company.

6.2. Total Remuneration of Non-Executive Directors (in € thousand)

Director	Financial Year	Board Fees	Board Attendance Fees	Other Benefits	Total Remuneration
Mr. Óscar Fanjul Martín	**2023**	**35**	**86**	**87**	**208**
	2022	35	73	96	204
	2021	35	83	81	199
	2020	33	83	70	186
	2019	35	80	37	152
Ms. María del Pino y Calvo- Sotelo	**2023**	**35**	**57**	**53**	**145**
	2022	35	51	61	147
	2021	35	61	46	142
	2020	33	61	43	137
	2019	35	72	37	144
Mr. José Fernando Sánchez-Junco Mans	**2023**	**35**	**66**	**53**	**154**
	2022	35	58	61	154
	2021	35	76	46	157
	2020	33	81	43	157
	2019	35	89	37	161

Mr. Philip Bowman	**2023**	**35**	**55**	**53**	**143**
	2022	35	47	61	143
	2021	35	59	46	140
	2020	33	59	43	135
	2019	35	59	37	131
Ms. Hanne Birgitte Breinbjerg Sørensen	**2023**	**35**	**47**	**53**	**135**
	2022	35	41	61	137
	2021	35	50	46	131
	2020	33	56	43	132
	2019	35	58	37	130
Mr. Bruno Di Leo	**2023**	**35**	**55**	**53**	**143**
	2022	35	49	61	145
	2021	35	58	46	139
	2020	33	58	43	134
	2019	35	54	37	126
Mr. Juan Hoyos Martínez De Irujo	**2023**	**35**	**60**	**53**	**148**
	2022	35	51	61	147
	2021	35	61	46	142
	2020	33	61	43	137
	2019	9	12	9	30
Mr. Gonzalo Urquijo Fernández De Araoz	**2023**	**35**	**62**	**53**	**150**
	2022	35	54	61	150
	2021	35	59	46	140
	2020	33	59	43	135
	2019	1	-	1	2
Ms. Hildegard Wortmann[1]	**2023**	**35**	**42**	**53**	**130**
	2022	35	36	61	132
	2021	23	36	30	89
Ms. Alicia Reyes Revuelta[1]	**2023**	**35**	**55**	**53**	**143**
	2022	35	47	61	143
	2021	23	36	30	89

[1]Appointed as Non-Executive Directors in May 2021.

6.3. Relationship Between Directors' Total Remuneration, Company Performance and Pay Ratio

The data reported in the following table for the years 2019 to 2022 are those reported in the Annual Directors' Remuneration Reports corresponding to each fiscal year and in accordance with the Spanish legal requirements (perquisites not included in totals).

		2023	Change (in %)	2022	Change (in %)	2021	Change (in %)	2020	Change (in %)	2019
Executive Directors Total Remuneration (€ thousand)	Mr. Rafael Del Pino Y Calvo-Sotelo[1]	5,370	2.54	5,237	16.02	4,514	-7.27	4,868	10.34	4,412
	Mr. Ignacio Madridejos Fernández[2]	4,200	39.17	3,018	19.52	2,525	34.02	1,884	66.43	1,132
Non-Executive Directors Total Remuneration (€ thousand)	Mr. Oscar Fanjul Martín	208	1.96	204	2.51	199	6.99	186	22.37	152
	Ms. María Del Pino Y Calvo-Sotelo	145	-1.36	147	3.52	142	3.65	137	-4.86	144
	Mr. José Fernando Sánchez-Junco Mans	154	0	154	-1.91	157	0	157	-2.48	161
	Mr. Philip Bowman	143	0	143	2.14	140	3.70	135	3.05	131
	Ms. Hanne Birgitte Breinbjerg Sørensen	135	-1.46	137	4.58	131	-0.76	132	1.54	130
	Mr. Bruno Di Leo	143	-1.38	145	4.32	139	3.73	134	6.35	126
	Mr. Juan Hoyos Martinez De Irujo[3]	148	0.68	147	3.52	142	3.65	137	356.67	30
	Mr. Gonzalo Urquijo Fernández De Araoz	150	0	150	7.14	140	3.70	135	n.s.	2
	Ms. Hildegard Wortmann[4]	130	-1.52	132	48.31	89	-	0	-	0
	Ms. Alicia Reyes Revuelta[5]	143	0	143	60.67	89	-	0	-	0
Company Performance	Total Shareholder Return (%)	38.4								
	Total Revenue (€ million)	8,514								
	Consolidated results of the Company (€ million)[6]	656	144.78	268	-72.26	966	-	-427	-	504
Remuneration of Employees	Average (€ thousand)[7]	46	4.55	44	46.67	30	-6.25	32	-8.57	35
Pay Ratio	Chairman Pay Vs. Average Remuneration of employees[8]	117								

[1]The variations in the Chairman's accrued remuneration have been derived from the different fulfillment of the metrics of the remuneration at risk of the Chairman both in the short and long term.
[2]Remuneration in 2019 and 2020: the indicated figure shows the variation between the remuneration actually accrued in 2019 and in 2020. These figures are not comparable given that the Director was appointed on 30 September 2019 and therefore the remuneration relates to the period from 30 September to 31 December 2019. In 2020, he was a member of the Board for the full financial year.
[3]Remuneration from 2019 to 2020: the indicated figure shows the variation between the remuneration actually accrued in 2019 and in 2020. These figures are not comparable given that the Director was appointed on 2 October 2019 and therefore the remuneration relates to the period from 2 October to 31 December 2019. In 2020, he was a member of the Board for the entire fiscal year.
[4]Remuneration between 2021 and 2022: the indicated figure shows the variation between the remuneration actually accrued in 2021 and in 2022. These figures are not comparable given that the Director was appointed on 6 May 2021 and therefore the remuneration relates to the period from 6 May to 31 December 2021. In 2022, she was a member of the Board for the full financial year.
[5]Remuneration between 2021 and 2022: the indicated figure shows the variation between the remuneration actually accrued in 2021 and in 2022. These figures are not comparable given that the Director was appointed on 6 May 2021 and therefore the remuneration relates to the period from 6 May to 31 December 2021. In 2022, she was a member of the Board for the full financial year.
[6]"CONSOLIDATED PROFIT BEFORE TAXES" data provided in the Integrated Annual Reports.
[7]"SALARIES AND WAGES ACCOUNT" between "AVERAGE STAFF", excluding Executive Directors in both data. The increase in the period 2021 to 2022 is due to the sale of the major part of the Services division.
[8]Ratio between (i) the total annual remuneration of the Chairman and (ii) the average annual remuneration of the employees of the company, whereby:

- The total remuneration of the Chairman includes all remuneration components (such as fixed remuneration, board fees, annual variable remuneration, share-linked plans and remuneration in kind).
- The average annual remuneration of employees is determined by dividing the salaries and wages account by the average number of employees.

6.4. Total remuneration of senior management

As well as Executive Directors, the members of the Senior Management of the Company have a remuneration package composed of their fixed and variable remuneration (annual and long-term), as well as other remuneration items. For the year 2023, they have jointly accrued the following remuneration:

Senior Management Remuneration (in € thousand)	2023	2022
Fixed remuneration	5,094	4,755
Variable remuneration	5,534	4,822
Share Plan linked to objectives	1,934	1,629
Other[1]	585	51
Other[2]	486	0
TOTAL	**13,633**	**11,257**

[1]Life insurance premiums/Council membership in other subsidiaries/Expatriates' payments.
[2]Separation of members of the Non-Management Committee in 2023 (amount subject to income tax).
*The Senior Management average remuneration is not broken down by gender in order to keep it confidential, given that there is only two women in this group.

RISKS

FACING CHALLENGES

An effective process of risk identification and assessment is a competitive differentiator.

The Board of Directors is responsible for supervising the operation of internal risk management and control systems. Therefore, it periodically evaluates their design and effectiveness in identifying, assessing and mitigating risks that may impact the achievement of the strategic objectives of Ferrovial.

The Risk Control and Management Policy, approved by the Board of Directors, establishes the general framework of action for the control and management of risks of different nature that the executive team may encounter in the achievement of the business objectives.The policy is reviewed periodically to update the risk appetite and tolerance levels to be considered in the development of the corporate business plan.

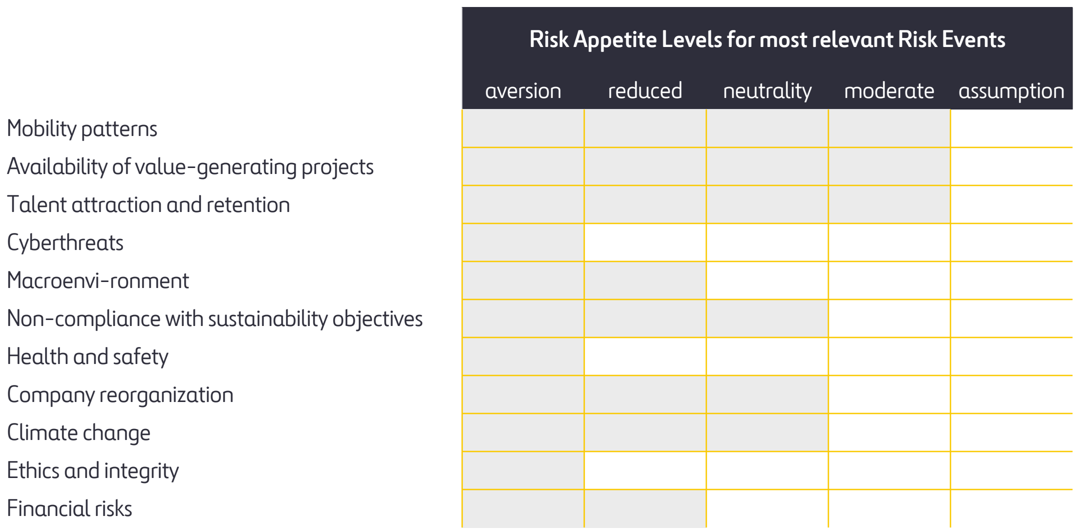
The Audit and Control Committee of the Board of Directors is entrusted, among others, for supervising and evaluating the control and management systems for financial and non-financial risks relating to the Ferrovial Group, including operational, technological, legal, social, environmental, political, reputational and corruption-related risks. The Audit and Control Committee reviewed the Ferrovial risk map in May 2023 and its update in December 2023.

Risk Appetite

In the performance of its corporate objectives Ferrovial is exposed to diverse risk factors deriving from the nature of the sectors in which it operates, the countries where its activities are located and the different regulations to which it is subject.

The Board of Directors of Ferrovial establishes in the Risk Control and Management Policy the risk appetite and the admissible tolerance level for each risk factor. This policy aims to provide all the employees of the company with a general framework of action for the control and management of the risks of any nature that they may face in the performance of the business objectives and the general strategy of Ferrovial.

Risk appetite levels are set per risk factor on a scale from risk aversion to risk assumption. For instance, a risk aversion appetite has been set for risks related to ethics, integrity and compliance, and a risk assumption appetite has been set for risks related to strategic innovation.



EFFECTIVE RISK MANAGEMENT: FERROVIAL RISK MANAGEMENT

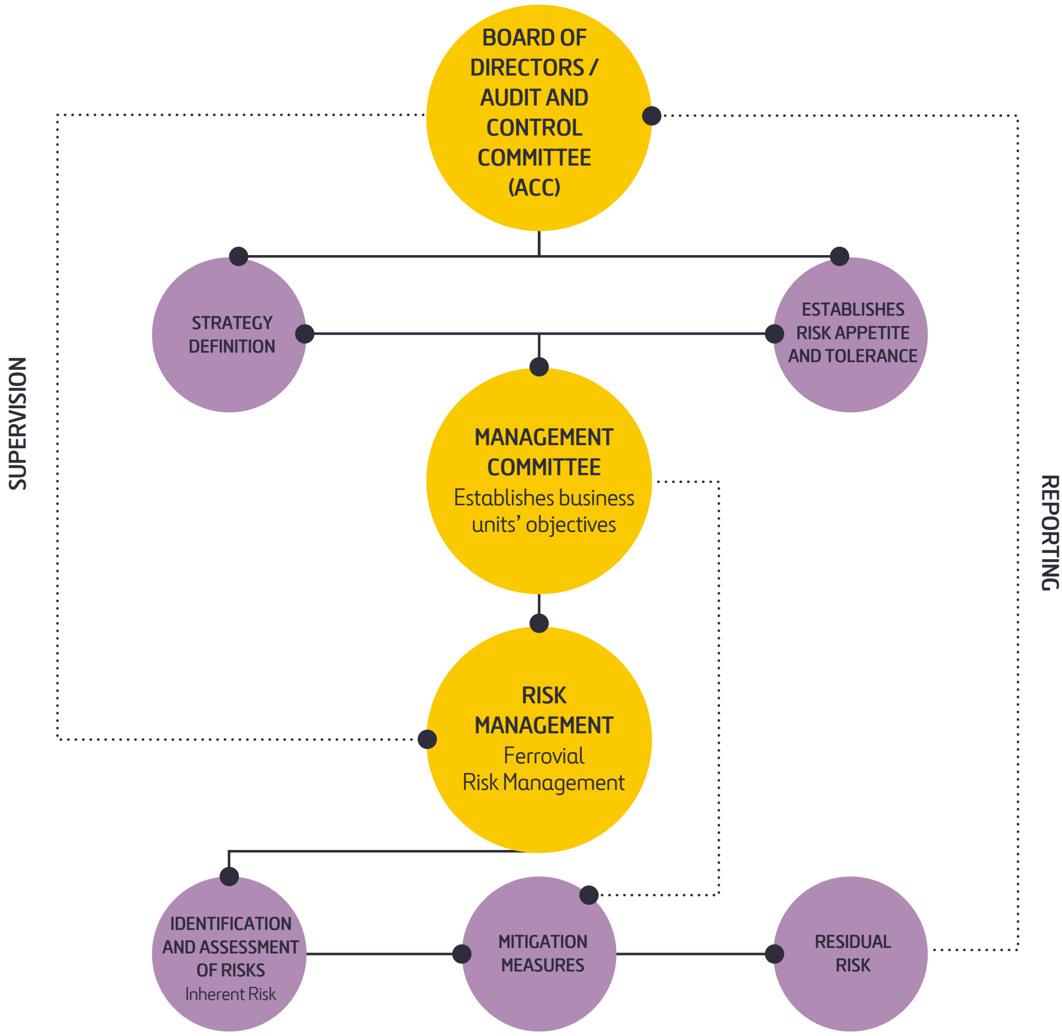
The materialization of the Risk Control and Management Policy and its basic principles is embodied, among others, in the risk identification and assessment process, called Ferrovial Risk Management (FRM), which is managed by the Compliance and Risk Department and reports directly to the Audit and Control Committee of the Board of Directors. FRM is implemented in all the company's areas of activity and is carried out twice a year.

The Compliance and Risk Department, independent of the business lines, reports half-yearly to the Audit and Control Committee, and at least once a year to the Board of Directors, on the risks that threaten the achievement of the business objectives.

The FRM process, through the application of a common metric, enables the identification and assessment of risk events based on their probability of occurrence and their potential impact on business objectives and corporate reputation. Two evaluations are made for each risk event identified: an inherent assessment, without considering the specific control measures implemented to mitigate the risk, and a residual assessment, including the specific control measures. In this way, Ferrovial can implement the most appropriate mitigation measures according to the nature of the risk and evaluate their effectiveness.

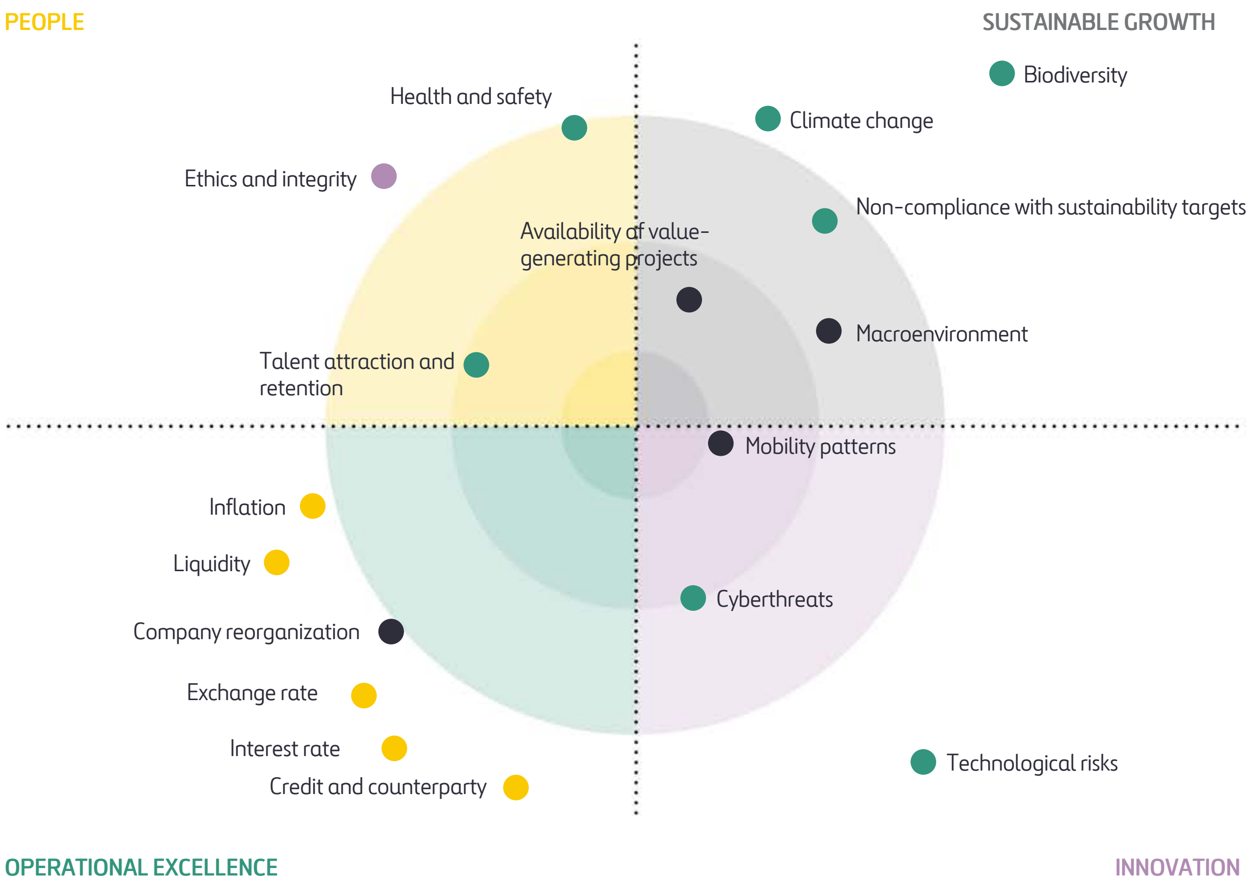
In a process of continuous improvement, during the last fiscal year Ferrovial has reviewed the risk management process by conducting an internal audit and an external consultancy to analyze and improve the performance of the process. As a result, the integration between the risk management system and the strategic processes and the definition of the medium and long-term business plan has been improved, and the quantification of certain risk variables has been optimized, reinforcing the second lines of defense.

FERROVIAL RISK MANAGEMENT



MAIN RISKS

The chart shows the most relevant risk events that threaten the execution of Ferrovial's corporate strategy.



Explanatory note: closer to the center point of the diagram indicates greater relative severity. Risk events that threaten several strategic priorities have been placed in the quadrant with the highest relative impact.

Strategic risks: related to the market and the environment in which each business operates.

Operational risks: associated with the bidding process, production, service provision and generation of revenues and costs incurred.

Financial risks: associated with changes in financial figures, access to financial markets, cash management, reliability of financial information and tax risks.

Compliance risks: linked to compliance with applicable legislation, commitments to third parties and self-imposed obligations arising from the Code of Ethics and Business Conduct.

The most relevant risk events, their potential impact and the main control measures implemented to mitigate their impact and/or probability of occurrence are described below.

Risk Event	Description	Potential Impact	Control Measures
Mobility patterns	The trend towards digitalization in social interaction has accelerated in recent years, especially due to teleworking and e-commerce. This evolution, together with the current context of global economic slowdown, in an inflationary environment and rising interest rates, may negatively impact the traffic volume of the company's main assets, posing a risk to its performance and value.	• Valuation of assets. • Liquidity. • Margins and flows in infrastructure projects in operation.	– Analysis and study of medium-term mobility trends, as well as review of scenarios and alternatives. – Implementation of traffic promotion plans.
Availability of value-generating projects	Large transportation infrastructure development and operation projects are exposed to a highly competitive market and subject to political decisions and social movements, with an impact on the availability of attractive mobility projects for the company. This may affect the company's growth and its ability to achieve its strategic objectives.	• Reduction of value-generating business opportunities. • Fulfillment of growth objectives. • Reduction of margins due to increased risk.	– Analysis of new markets. – Unsolicited proposals for infrastructure projects. – Review of risk profile by type of project.
Talent attraction and retention	High demand for skilled professionals and low unemployment rates in some of the target markets in which Ferrovial operates increase the risk of attracting and retaining talent. Additionally, the pandemic has caused a change in employee habits, priorities and value expectations, which intensifies this risk.	• Loss of business opportunities due to lack of qualified personnel. • Non-fulfillment of commitments with clients (deadline, quality, etc.). • Reduced margins due to increased costs.	– Plan for the identification and empowerment of talent in the organization. – Promote the attraction of local talent. – Specific plans for key positions.
Cyberthreats	Cyberthreats are a constant risk in today's information society, especially for businesses that are increasingly dependent on technology and connectivity. The wars in the Middle East and Ukraine and the development of new technologies in the field of AI have increased the severity and frequency of attacks (supply chain attacks, asset disruption, phishing, digital identity theft, etc.). In this context, infrastructures can be vulnerable to these threats, which can affect the normal operation of the assets, their ability to generate the expected value and the company's reputation.	• Degradation or impossibility to operate the assets. • Economic loss due to the costs of recovering the activity. • Sanctions for regulatory and/or contractual non-compliance. • Impact on the business plan with the consequent reduction in the value of the asset. • Damage to corporate reputation and competitive advantage, compromising potential business opportunities. • Loss or theft of know-how and/or intellectual and industrial property. • Information kidnapping. • Fraud impact.	– Global Security Model, based on NIST CSF and ISO 27002, ISO 27001 certified (audited annually). – Periodically evaluated security capabilities and controls that implement the security model. – Committee and Global Cybersecurity Community as levers for the deployment of security capabilities. – Insurance policies with coverage against cyberincidents of various kinds. – Establishment of formal collaboration agreements with national and international cybersecurity agencies. – Deployment of advanced protection capabilities.

Risk Event	Description	Potential Impact	Control Measures
Macroenvironment	The global economic situation shows a scenario marked by geopolitical and socioeconomic tensions that have led to an inflationary environment of low growth and high interest rates, aggravated by the wars in Ukraine and the Middle East. In this context, Ferrovial faces the risk of higher than estimated increases in raw material costs and interest rates, which could jeopardize compliance with delivery deadlines and expected returns.	• Reduced margins due to increased costs. • Increase in financial cost. • Non-compliance with commitments to customers. • Failure to meet growth objectives.	– Introduction of price review mechanisms in contracts. – Negotiation of pre-contracts with suppliers and subcontractors. – Planning of supplies, from the study and bidding phase. – Market trend monitoring and supply planning. – Hedging of materials and interest rates.
Non-compliance with sustainability objectives (emissions reduction and taxonomy)	Increasingly, infrastructure investors and funds are giving priority to Environmental, Social and Governance aspects (ESG) in their decision making. Any failure to comply with Ferrovial's climate change objectives could have a negative impact on its reputation, analysts' ratings, financing cost and third parties' investment decisions. Moreover, the identification of any of the company's activities as ineligible and/or unaligned under the EU Taxonomy would aggravate the risk.	• Damage to corporate reputation. • Difficulty of access to financing and/ or deterioration of terms and conditions. • Tightening of project financing conditions. • Penalization by potential investors. • Loss of positioning in sustainability indexes.	– The Horizon 24 Strategic Plan, focused on the promotion, construction and management of sustainable infrastructures. – Presence in the most internationally recognized sustainability indexes, among others: Dow Jones Sustainability Index, FTSE4Good, Sustainalytics, Moody's, CDP or ISS ESG. – Development and implementation of the sustainability strategy.
Health and safety	The risk of accidents is inherent to the nature of Ferrovial's activities. Failure to have appropriate mitigation measures in place could jeopardize the health and safety of people (employees, customers, etc.) and may also have a negative impact on the Group's operations. Failure to comply with the company's health and safety policies and processes could result in physical harm, reputational risk or even loss of business opportunities.	• Physical damages to employees and third parties. • Operational impacts due to interruption in operations. • Civil/criminal liability. • Damage to corporate reputation. • Difficulty of access to financing and/ or deterioration of terms and conditions.	– Integration of health and safety at work as a fundamental value of the company. – Implementation of a health, safety and wellbeing strategy. – Implementation of health and safety prevention systems. – Continuous training for employees. – Management systems audit plan. – Civil and professional liability coverage. – Establishment of a tolerance level for this risk factor as “risk aversion”,
Company reorganization	Failure to meet liquidity and growth expectations following the company's corporate reorganization and listing on the Amsterdam stock exchange and planned listing in the United States. Likewise, listing in new markets implies compliance with information and control requirements, failure to comply with these could result in sanctions from regulatory bodies, as well as the loss of confidence of investors, clients and analysts.	• Loss of credibility with investors, customers, analysts and rating agencies. • Decrease in liquidity to meet the business plan. • Loss of value. • Sanctions for non-compliance with requirements.	– Listing plan for new markets. – Strategic plan for investor and analyst relations. – Development of internal control over the financial reporting process under the US Sarbanes Oxley (SOX) act. – Stakeholder communication campaign.

Risk Event	Description	Potential Impact	Control Measures
Climate change	Ferrovial is exposed to risks derived from climate change. On the one hand, there are physical risks, such as extreme weather events, which may affect infrastructures. In addition, there are transition risks, given that global trends to reduce the causes and consequences of climate change may entail economic (such as an increase in the cost of raw materials), regulatory, technological and/or reputational effects.	• Interruption of operations due to physical damage to infrastructures. • Decrease in productivity under extreme weather conditions. • Increase in coverage premiums. • Increase in operating costs due to increases in raw material prices, increase in fossil fuel taxes or adaptation to new technologies, among others.	– Process of identifying and assessing the risks associated with climate change to which the company may be exposed. – Review of Deep Decarbonization Path. – Control and monitoring tools. – Implementation of recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).
Ethics and integrity	The company is at risk of committing, by its employees or collaborators, acts that may involve a breach of the rules and requirements of integrity, transparency and respect for legality and human rights, in particular acts of corruption.	• Criminal liability of individuals and legal entities. • Reduction of business opportunities due to non-compliance with ethical requirements. • Damage to corporate reputation. • Economic impact from sanctions.	– Compliance Program aimed at preventing acts contrary to ethics and integrity. – Certified criminal and anti-bribery prevention system (UNE-ISO 19601 and ISO 37001). – Specific training plan to promote an ethical culture and prevent irregularities, especially corruption. – Establishment of a tolerance level for this risk factor as “risk aversion” according to the Risk Policy.
Financial Risks (see section 5.4 of Consolidated Financial Statements for more information)	The company's business is affected by changes in financial variables such as interest rates, exchange rates, inflation, credit or liquidity.	• Loss of opportunities due to reduced project financing capacity. • Reduction of net margins. • Compliance with financial commitments.	– Financial risk management policies. – Analysis and active management of the risk exposure of the main financial variables. – Effective management of financial alternatives.

It is worth mentioning that the risks materialized during the year that had an impact on the company's profitability are: (i) higher than expected costs incurred in the completion of major construction projects in the US and (ii) landslide on a project in Colombia, which led to formalize a provision at year-end for the preliminary potential cost estimate of the project, whose completion and delivery as contractually designed has rendered impossible due to this event. However, in both cases, claims have been filed in order to mitigate the impact.

EMERGING RISKS

In addition, the FRM process also identifies, assesses and monitors emerging risks caused by external agents with a potentially significant long-term impact on the business. Among others, the following risks are highlighted:

Risk event	Description	Potential impact	Control measures
Protection of biodiversity and natural capital	Biodiversity is a fundamental element for the ecological balance of the planet, playing a key role in the provision of ecosystem services. However, several risks threaten its preservation, such as the loss and fragmentation of natural habitats, the introduction of invasive exotic species, environmental pollution, climate change and the overexploitation of natural resources. Ecosystem degradation can affect the availability of natural resources, such as water and energy, and increase production costs.	• Reduction of margins and flows in projects. • Reduction of business opportunities. • Loss of license to operate and/or stoppage of activities. • Reputational impact.	– Biodiversity Policy. – Commitment as Adopter of the Task Force on Nature-related Financial Disclosure (TNFD). – Implementation of an environmental management system that considers biodiversity as a key aspect. – Development of a methodology and tool for measuring natural capital debt called INCA (Integrated Natural Capital Assessment).
Technological risks-quantum computing	The progressive development of quantum technology applied to computing provides it with exponentially greater processing capacity compared to the traditional system, based on binary code. The proliferation of new technologies that take advantage of this extraordinary increase in computing capacity could significantly increase exposure to the risk of cyber threats, as traditional encryption methods could prove insufficient in the face of the processing power of quantum computing.	• Increased vulnerability to cyber-attacks. • Information theft. • Stoppage of the operation of assets.	– Tracking the progress of technology and use cases in the sector. – Strategic partnerships with partners with sufficient capabilities to develop technologies to protect against the challenges of quantum computing.

The inherent risk factors that may affect Ferrovial's business are described below:

RISK FACTORS

1. Risks Related to Our Business and Structure

1.1. A deterioration of global economic and political conditions could have a material adverse effect on our business, financial condition, results of operations, and prospects.

Our business performance is closely linked to the economic cycle and political conditions in the countries, regions, and cities in which we operate. As a result of our diverse geographical operations, in 2023 we generated the majority of our revenues across several core jurisdictions, including the United States (33.8%), Poland (25.4%), Spain (17.3%), the United Kingdom (9.0%) and Canada (1.9%).

Typically, robust economic growth in the areas where we operate results in greater demand for our services, while slow economic growth or economic contraction adversely affects such demand. For example, the toll roads and aviation businesses are cyclical by nature and are closely linked to general economic conditions.

All revenues, dividends, and investments from our Companies are exposed to risks inherent to economic conditions in the countries in which they operate. Operations in the countries where we do business are exposed to factors such as: (i) fluctuations in local economic growth; (ii) changes in inflation rates; (iii) devaluation, depreciation or excessive appreciation of local currencies; (iv) foreign exchange controls or restrictions on profit repatriation; (v) changing interest rate environment; (vi) changes in financial, economic and tax policies;(vii) instances of fraud, non-compliance, bribery or corruption; (viii) social conflicts; (ix) political and macroeconomic instability, and (x) changes in applicable law.

Geopolitical conflict, political uncertainty and instability risks have been on the rise across many economies, resulting in some cases in inward-looking policies and protectionism, which could in turn lead to increased pressures for policy reversals or failure to implement needed reforms. The conflicts in Ukraine and the Middle East and COVID-19 have contributed to greater political uncertainty and instability, as further discussed under "—7. The conflict in Ukraine and the related sanctions and export controls may adversely impact our global activities and could have a material adverse effect on our business, financial condition, results of operations, and prospects," "—14. COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact our business, financial condition, results of operations, and prospects." and "—20 Terrorist attacks or other acts of violence or geopolitical unrest may particularly affect our operations and profitability."

Economic growth, globally and in the EU, has been subject to constraints on private sector lending and increases in the cost of financing. Recent examples of downside risks to the global economy that have also affected our results include: (i) the conflict in Ukraine, (ii) COVID-19, (iii) the sharp rise in inflation and (iv) increasingly volatile global financial conditions. In addition, many developed economies where we operate, such as the United States, Spain, the United Kingdom, and Canada, have experienced high inflation rates and a corresponding tightening of monetary policies as a result of the strong and persistent upturn in prices.

Continued weakness in many emerging economies where we operate has also contributed to the risk of deterioration of global economic and political conditions. For example, we believe that in Latin America, political systems and institutions may be subject to increased stress as a consequence of the aforementioned global macroeconomic events, including (i) the conflicts in Ukraine and the Middle East, (ii) the slow economic rebound from restrictions imposed in connection with COVID-19, and (iii) high food and energy costs as a result of inflationary pressures exacerbated by high U.S. interest rates, all of which have contributed to increased risks of sovereign defaults and social unrest within the area. Although a number of measures have been implemented by the public sector to mitigate these risks (such as the United States' Infrastructure Investment and Jobs Act, the European Union's Next Generation EU (NGEU) fund, and the UK Build Back Better plan, among others), these measures may prove to be ineffective or insufficient to prevent the deterioration of the economies of the countries in which we operate.

Regionally, U.S. politics continue to be marked by high polarization and uncertainty regarding potential changes to federal, state, and local policy, including tax policies, which could lead to unexpected changes involving the governmental level of oversight and focus on the infrastructure business within the United States. The nature, timing, and economic and political effects of these potential changes to the current legal and regulatory framework affecting our activities remain highly uncertain. In addition, the Federal Reserve has raised interest rates to help curb inflation in the United States, which is at its highest level in decades (for example, the annual rate of change of the consumer price index (CPI) in the United States had increased 3.4% in December 2023 when compared to 2022 levels). High inflation has impacted and is impacting mainly the Construction Business Division (for further details on the impact of inflation on our operations, see "—3. Risks Relating to Our Structure and Financial Risks—3. An increase in inflation may negatively affect our results of operations (mainly in the Construction Business Division) and an increase in real rates or an increase in inflation with no economic growth may decrease the value of our assets, which could have a material adverse effect on our business, financial condition, and results of operations". Rising interest rates also have a negative impact on the financing of our projects.

In Spain (where, in 2023, we generated 17.3% of our revenue), a number of concerns continue to exist in respect to the Spanish economy. In recent years, Spain has made progress to control public deficit and correct the country's economic imbalances, resuming its growth and, supported by external demand as well as by higher domestic demand, reflecting improved financial conditions and rising confidence. However, the conflict in Ukraine and the crisis resulting from COVID-19 have abruptly and significantly deteriorated economic conditions in the country. Currently, inflation is the main concern for the Spanish economy, with the annual CPI's change rate increasing by 3.1% in December 2023 when compared to 2022 levels, according to the Spanish National Institute of Statistics, and rates likely to remain at relatively high levels for the foreseeable future, although financial market participants have recently revised their expectations downwards slightly, according to the Quarterly Report on the Spanish Economy published in December 2023 by Banco de España. Additionally, in 2023, the Spanish gross domestic product (GDP) slowed down, accounting for a 2.5% increase compared to the same period of 2022, with even lower increase predictions for years 2024 (1.4%), and 2025 (1.8%), pointing towards a stagnation of economic growth. The Spanish economy is particularly sensitive to economic conditions in the Eurozone, and any decline in European economic activity could have an adverse effect on Spanish economic growth, which in turn could adversely affect demand for our services in Spain.

The Spanish economy may further be affected by (i) an increase of political uncertainty in Spain (including any resurgence of political and social tensions in Catalonia), which could result in volatile capital markets or otherwise adversely affect financing conditions in Spain or the environment in which we operate and (ii) other external factors, such as the geopolitical uncertainty originated by, among other circumstances, (a) the exit of the U.K. from the European Union, (b) the international trade tensions between the United States and China, or (c) the volatility in commodity prices, any of which could have a material adverse effect on our business, financial condition, results of operations, and prospects. These events could cause an increase of Spain's political uncertainty, which could impact the Spanish economy and, in turn, have a material adverse effect on our business, financial condition, results of operations, and prospects.

We also have operations in a number of Latin American countries, which tend to be more vulnerable to the effects of macroeconomic events and political instability. In those countries, we are exposed to, among others, macroeconomic factors such as inflation, geopolitical tensions, environmental factors, and other socioeconomic and political factors. For example, we have significant operations in Chile, where in the year ended December 31, 2023, we generated EUR 401 million in revenue.

In addition, other factors or events may affect global and national economic conditions, such as heightened geopolitical tensions, war, acts of terrorism, natural disasters, pandemics, or other similar events outside our control.

Even in the absence of an economic downturn, we are exposed to substantial risk stemming from volatility in areas such as consumer spending, business investment, financial conditions, government spending, capital markets conditions, and price inflation, which affect our business and our economic environment and, consequently, our size and profitability. Increases in national public debt may lead countries to increase taxes and to reduce investment in infrastructures. Unfavorable economic conditions could also lead to decreased use of, and related income from, toll roads projects, reduced air travel, and reduced investment in the construction sector and energy infrastructure and mobility sector. Furthermore, any financial difficulties suffered by our sub-contractors or suppliers could increase our costs or adversely affect our project schedules.

Any deterioration of the economies or political conditions of the countries in which we operate could have a material adverse effect on our business, financial condition, results of operations, and prospects.

1.2. We operate in highly competitive industries and our profitability could be affected by our failure to accurately estimate revenue, project risks, the availability and cost of resources, and time when bidding on projects, which could have a material adverse effect on our business, financial condition, and results of operations.

The market for infrastructure development and operation projects is highly competitive and is exposed to political and social factors that are difficult for operators to manage. Most of our competitors are multinational companies bidding on projects worldwide, which places the competitive focus on the attractiveness of each individual project as opposed to its geographical location. These circumstances may have an impact on the achievement of our growth objectives.

In our ordinary course of business, we compete against various groups and companies that may have more local experience, resources, or awareness than we do. Furthermore, the economic slowdown in Europe and the financial difficulties faced by emerging countries are negatively affecting public and private clients' investment capacity and, by extension, our business opportunities in those geographies. This lack of investment opportunities in Europe has pushed capital flows towards markets with greater availability of resources in which we also operate, increasing the competitive tension within those markets and resulting in pressures on prices and profit margins in projects in which the customer risk transfer dynamic is not balanced.

Technological developments in terms of digitalization of processes may also pose a risk to our business if our competitors develop an advantage over us in this area. Specifically, if we fail to develop differential competitive capabilities at the same or a higher pace than our competitors due to the rapid deployment of generative artificial intelligence by said competitors, this may pose a significant risk to our business, financial condition, and results of operations, as the engineering and construction industry is highly dependent on technology. Failure to adequately keep up with technological advances could result in our decreased profitability and loss of market share.

In recent years, the construction sector has been experiencing, at an international level, low profitability margins, which we believe to be partly driven by aggressive commercial strategies, imbalances in customer risk transfer, and cost inflation. These financial considerations may be further accentuated by the political and economic environment created as a result of the conflict in Ukraine and COVID-19. In addition, the increase in infrastructure-focused investment funds requiring lower rates of return in their investments, coupled with these funds' readiness to take on more segments of a project's value chain, may increase competition in our target markets.

If we are unable to obtain contracts for new projects to sustain our current order book (the "Order Book") volume, or if these projects are only awarded under less favorable terms as a result of macroeconomic and competitive pressures, our business, financial condition, and results of operations may be adversely affected.

Furthermore, particularly when operating under fixed fee contracts in the Construction Business Division, we realize a profit only if we can successfully estimate our costs and prevent any cost overruns on contracts. Cost overruns can result in lower profits or operating losses on projects, which could have an adverse effect on our business, financial condition, and results of operations. Our estimates and predictions can be difficult to make, particularly in a highly competitive and uncertain environment (for additional information on the worsening of the global economic and political conditions and their impact on our business, see "—1. A deterioration of global economic and political conditions could have a material adverse effect on our business, financial condition, results of operations, and prospects," "—7. The conflict in Ukraine and the related sanctions and export controls may adversely impact our global activities and could have a material adverse effect on our business, financial condition, results of operations, and prospects," and "—14. COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact our business, financial condition, results of operations, and prospects"), and may turn out to be inaccurate. If we fail to identify key risks or effectively estimate costs for projects where we are exposed to the risk of cost overruns, this could have an adverse effect on our business, financial condition, and results of operations.

For example, most of our customers in the public infrastructure sector are public entities. These or other customers may, from time to time, request amendments or alterations to agreed projects plans, even after the project has commenced, or ask to renegotiate terms. Any of this could lead to project delays, increased project development costs for us, or even termination of contracts. We may not always be able to recoup the increased costs in such cases. Any potential project amendments or renegotiations with our customers could therefore significantly reduce the revenue and profit we are able to realize. Our claims against customers in this context, to which we assign a high probability of success, may be recognized as revenue. However, if we are unsuccessful in such claims, there can be a reduction in the expected revenues and profit of such projects, which could have an adverse effect on our business, financial conditions, and results of operations.

If we fail to identify key risks or effectively estimate costs for projects where we are exposed to the risk of cost overruns, or if client renegotiations cause a project to incur additional, unexpected costs, this could have an adverse effect on our business, financial condition, and results of operations.

1.3. We depend on funds allocated to public sector projects in the countries in which we operate, and any decrease in allocation of such funds may adversely impact our project volume, which could adversely affect our business, financial condition, and results of operations.

The effects of the economic downturn have led to a sharp reduction in public sector projects, although a number of measures have been implemented by the public sector to mitigate this deterioration.

While we currently indirectly benefit from funds granted by the European Union to its member states (the "Member States") and allocated to those Member States' public entities, due to political, economic, or other considerations, these funds may no longer be available to us, or there may be delays in receipt of such funds. A cancellation or delay in the receipt of such funds may adversely affect our business, financial condition, results of operations, and prospects.

In particular, our Construction Business Division depends on public sector projects. For example, clients from the public sector accounted for 83% of the total Order Book of our Construction Business Division, which amounted to EUR 15,632 million as of December 31, 2023. A reduction in the number of public sector projects available and awarded could negatively affect our results of operations. For example, in Spain, during 2020, there was a slowdown in both private and public tender processes, and public tender processes were delayed on account of COVID-19. As a result of these delays in the start-up of new projects, the Construction Business Division's results were impacted, although they increased when compared to the previous year.

The toll roads industry, generally, and our Toll Roads Business Division, specifically, depend mainly on the continued availability of attractive levels of government funds and incentives to attract private investments, in particular as it pertains to public-private risk sharing in connection with private toll roads development. Such government funds are generally granted in connection with the construction and operation of toll roads for the benefit of the general public. For instance, in the United States, we currently benefit from the Transportation Infrastructure Finance and Innovation Act ("TIFIA")'s credit assistance program as granted by the United States Department of Transportation to leverage limited federal resources and stimulate capital market investment in transportation infrastructure by providing credit assistance in the form of direct loans, loan guarantees, and standby lines of credit (rather than grants) to projects of national or regional significance, such as our development of additional highway lanes within existing highways that incorporate dynamic tolls that change in real-time based on traffic conditions (the "Managed Lanes"). As of December 31, 2023, our projects in the United States have been granted USD 2,785 million through different financial instruments under the TIFIA credit assistance program.

If, due to political, economic, or other considerations, funds like those received through TIFIA are no longer available or the TIFIA credit assistance program is cancelled, this could have a material adverse effect on our ability to develop new projects. Furthermore, decreases in the funds allocated to public sector projects may force private sector construction companies, such as us, to halt projects that are already underway. For these reasons, a continued and further decrease in the spending on the development and execution of public sector projects by governments and local authorities in the markets in which we already operate or in those in which we could operate in the future could adversely affect our business, financial condition, and results of operations.

1.4. The increase in digitalization and consequently, the increased risk of cyber threats and misuse of quantum technology, may affect our normal operation of assets and our ability to generate expected value, which could have a material adverse effect on our business, financial condition, and results of operations.

In a highly digitalized and interconnected economic environment, the risk of cyber security failures potentially harming us has exponentially increased in recent years. In this context, our infrastructures are exposed to threats in the cyber space (by, among others, hostile government agencies, hacktivists, insiders, and criminals), which can impact the normal operation of our assets, impact our ability to generate expected value of the assets, or potentially undermine our reputation. For example, there may be an increase in cyber threats in connection with the conflict in Ukraine, as discussed under "—7. The conflict in Ukraine and the related sanctions and export controls may adversely impact our global activities and could have a material adverse effect on our business, financial condition, results of operations, and prospects."

In particular, cyber threats may impact the normal operation of our assets, which, in turn, may impact our ability to generate expected value of such assets. Cyber threats may cause different types of impact, such as disruption of activities, disclosure of our sensitive information, and failure to comply with laws, regulations, and contractual agreements addressing data security and privacy, among others. The extent to which a cyber threat can impact an asset depends on the asset's nature, the cyber threat agent's origin, the scope of the security breach, and the extent to which we are prepared to respond to such a cyber threat. Critical infrastructures (such as airports, highways, and energy infrastructure), which are the main assets of our business, are a common target for such threats. Additionally, if a cyber threat is not successfully managed, it could impact our ability to generate expected value. For instance, a ransomware attack affecting one of our airports could cause flight cancellations, which in turn could materially affect our operating revenues and financial results. In this respect, the rapid development of the quantum computing industry is also relevant as it is shortening the time in which quantum computers can break encryption systems and compromise sensitive data security.

During 2023, we managed a significant number of suspicious activities, or security events, some of which were associated with malicious, harmful, or potentially malicious and/or harmful activities (known as "security incidents"). None of these incidents had a significant impact on our assets, as all were successfully managed through the different cybersecurity capabilities in place (including protection, detection, response, and recovery mechanisms). The impact that cyber threats have on us and the preventative and defensive measures we have in place against these events are illustrated by some of our cyber data. For example, in 2023, on a monthly average basis, over 6,083 suspicious phishing emails were reported by Ferrovial's systems users and over 13,375 accesses to malicious domains and 80,195 phishing and malicious e-mails were blocked by our systems.

There is a potential risk the attacks may render our assets temporarily inoperative. Furthermore, this increased risk may impact our business plan due to a consequent reduction in the value of the asset, may lead to loss or theft of know-how and intellectual and industrial property, as well as lead to economic loss tied to resuming operations, and may damage our reputation and related competitive advantage, compromising potential business opportunities. In addition, we may face sanctions as a consequence of potential regulatory and contractual non-compliance resulting from an asset's lack of operations following a cyber-attack.

These factors could have an adverse effect on our business, financial condition, and results of operations.

1.5. Our business is derived from a small number of major projects, which, if terminated or otherwise materially affected, may have a material adverse effect on our business, financial condition, and results of operations.

Our main projects in terms of valuation and equity invested are (i) in the Toll Roads Business Division, the 407 Express Toll Road (the "407 ETR") and several Managed Lanes' projects such as the North Tarrant Express toll road ("NTE"), the North Tarrant Express 35W toll road ("NTE 35W"), the I-66 toll road ("I-66"), the I-77 Express lane ("I-77"), and the Lyndon B. Johnson Expressway ("LBJ") and (ii) in the Airports Business Division, the Heathrow airport.

According to market analysts' reports, as of December 2023, Toll Roads and Airports concession projects amounted to approximately 91% of Ferrovial's valuation. On November 28, 2023, we announced the planned divestment of our stake in Heathrow airport.

Aside from the planned Heathrow divestment, we cannot guarantee that any of the aforementioned projects, or our performance thereunder, will not be terminated or otherwise materially affected by developments outside of our control, such as regulatory developments, other factors related to our operations in highly regulated environments, or the public and/or governmental nature of our clients in all of the abovementioned projects, as well as inflationary pressures, foreign exchange rate fluctuations, factors affecting traffic and infrastructure use, adverse weather, availability of financing in favorable terms, or other conditions. The termination of any of these projects or any material impact to our performance as a result of these factors could potentially have a material adverse effect on our business, financial condition, and results of operations.

Furthermore, our reliance on a relatively small number of projects may adversely affect the development of our business. As such, the loss of, or a material adverse effect to, any of our main projects may in turn have a material adverse effect on our business, financial condition, and results of operations.

1.6. The re-domiciliation to the Netherlands could potentially have a negative impact on our brand in Spain, which, in turn, could have a material adverse effect on our competitive position and, in turn, our share price and business, financial condition, results of operations, and prospects.

Our business depends on our strong brand and the markets in which we operate are highly competitive. Specifically, our business largely depends on projects and project orders with governments as well as private clients that are awarded through a competitive bidding process, which is complex and sometimes lengthy. Any bidding costs associated with tendering, particularly for public sector construction projects (whether it is for new contracts, extensions in the scope of work, or renewals of existing contracts) may be significant and, if these costs do not result in the award of a contract, they are generally not recoverable. For further information on the costs of tendering and contract renewal, see "—16. We may be required to bear the costs of tendering for new contracts, contract renewals, and/or extensions with no control over the selection process nor certainty of winning the tender, which may adversely affect our business, financial condition, results of operations, and prospects."

We expect that many of the opportunities we will seek in the foreseeable future will continue to be awarded through competitive bidding. Some of our competitors are larger and have greater resources, larger client bases, and greater brand recognition. For further information on risks related to our competition, see "—2. We operate in highly competitive industries and our profitability could be affected by our failure to accurately estimate revenue, project risks, the availability and cost of resources, and time when bidding on projects, which could have a material adverse effect on our business, financial condition, and results of operations." There is a risk that our re-domiciliation of to the Netherlands, which was completed in June 2023, could potentially have a negative impact on the perception of our brand in Spain, which, in turn, could potentially harm our competitive position as compared to other companies not affected by these or other potential reputational issues.

Furthermore, any reputational harm that we may potentially suffer as a result of the re-domiciliation to the Netherlands as perceived by our customers, suppliers, employees, investors, shareholders, peers, and any other third party could have a negative impact on the price of our ordinary shares as well as our business, financial condition, results of operations, and prospects.

1.7. The conflict in Ukraine and the related sanctions and export controls may adversely impact our global activities and could have a material adverse effect on our business, financial condition, results of operations, and prospects.

On February 24, 2022, Russia began its invasion of Ukraine. As of the date of this Annual Report, the conflict has not come to an end. Although our direct exposure to the conflict is limited and mostly concentrated on our operations in Poland and our operations at the Dalaman International Airport ("Dalaman") in Turkey, which has experienced lower demand from Russian and Ukrainian passengers in part due to inflation and currency devaluation related to the Ukrainian conflict, the macroeconomic scenario triggered by this situation includes broad-based price rises essentially affecting energy and commodities, supply issues, and difficulties in the distribution chain for certain materials, particularly in the construction industry. Additionally, and as a result of these financial pressures, interest rates are rising, impacting the banking and financing markets.

As a result of the invasion, the EU, together with the United States and most NATO countries, condemned the attack and put in place coordinated sanctions and export-control measure packages against Russia, Belarus, and some other territories related to the conflict in Ukraine. The uncertain nature, magnitude, and duration of Russia's war in Ukraine and the potential effects of the war, actions taken by Western and other states and multinational organizations in response thereto (including, among other things, sanctions, export- control measures, travel bans, and asset seizures), as well as of any Russian retaliatory actions (including, among other things, restrictions on oil and gas exports and cyber-attacks) on the world economy and markets have contributed to increased market volatility and uncertainty.

Our activities in Poland (through Budimex's construction business), as a neighboring country to Ukraine, are at an increased risk of being disrupted by the conflict. Although as of the date of this Annual Report, our revenue generated in Poland, which, in year ended December 31, 2023, amounted to 25.4% of our revenues was not materially affected as a result of the conflict, it cannot be excluded that such risk may materialize in the future. This potential risk has been evidenced by the unattributed missile strike on an area close to Poland's south-eastern border with Ukraine on December 15, 2022 that killed two people as well as by the disruption in the infrastructures of Poland and Ukraine as a consequence of refugees from Ukraine entering Poland to flee the war and by the transportation of western military equipment to support the Ukrainian front. Another country in which we operate that is close to Ukraine's borders, and which could be at risk of disruption in operations, is Slovakia, where we hold a concession for the D4R7 Bratislava ring road (although, as of the date of this Annual Report, the impact of the Ukraine conflict in Slovakia has not significantly impacted our Slovak business, other than through an increase of our labor costs due to the decreased access to employees from Ukraine, which constituted a significant market for employees carrying out our projects in Slovakia).

Additionally, as a result of the Ukrainian conflict, there is also an increased risk of cyber-attacks, and we are particularly exposed to these attacks as a holder of so-called "critical assets," due to our position as a provider of critical infrastructure services and solutions. Infrastructures are exposed to a variety of existing threats in cyberspace (such as hostile government agencies, hacktivists, insiders, and mafias), which may impact or impede (i) the normal operation of assets, (ii) our ability to generate the expected value, and (iii) our reputation. For more information on our increased risk of cyber-attacks, see "—4. The increase in digitalization and consequently, the increased risk of cyber threats and misuse of quantum technology, may affect our normal operation of assets and our ability to generate expected value, which could have a material adverse effect on our business, financial condition, and results of operations."

Although we do not foresee material effects to our results of operations as a direct result of the Ukrainian conflict, the Construction Business Division is the most vulnerable to such effects due to the potential impact the conflict could have on raw materials within the surrounding area, including cost increases of certain materials and decreasing availability.

In contrast, our Toll Roads Business Division has been positively impacted by raising toll rates in those assets with pricing models directly linked to inflation, although it is adversely exposed to possible negative impacts of significant rises of fuel prices on traffic. Finally, no relevant impact is expected in the Airports Business Division other than the aforementioned impact to Dalaman airport in Turkey due to the scant exposure to passenger traffic (the total number of incoming and outcoming passengers at the airport in a particular period) from these regions in the airports managed by us, although the effects of inflation on ticket prices as a result, among others, of the aforementioned fuel cost increases could have a certain consumer dissuasive effect that could affect our results of operations. For additional information on the worsening of the global economic conditions and their impact on our business, see "—1. A deterioration of global economic and political conditions could have a material adverse effect on our business, financial condition, results of operations, and prospects."

In addition, the increase in political tensions worldwide because of the conflict in Ukraine increases the risk of a large-scale armed conflict. In this context, countries tend to boost regional economies at the expense of global integration by applying competition and trade restrictions, sanctions, investment controls, expropriations, or other restrictions, which could lead to a global recession with serious effects on global economy.

All of the above factors, as well as any further escalation of the conflict in Ukraine, could have a material adverse effect on our business, financial condition, results of operations, and prospects.

1.8.The increase in demand for skilled labor in the geographic areas in which we are active makes it more difficult for us to attract and retain talent, which could impact our competitiveness and have an adverse effect on our business, financial condition, and results of operations.

The increase in demand for skilled labor (i.e., STEM positions requiring higher education degrees, and more specifically civil, industrial, or computer engineers, which are normally the main positions required for delivering our projects and managing our assets) in our main markets and particularly in those markets in which the operations of toll roads and other transportation-related construction are concentrated, such as in the United States, Spain, and the United Kingdom, as well as several other western countries, makes it more difficult for us to attract and retain talent, which could impact our competitiveness. We believe that the reasons for the increase in the demand of these profiles are principally:

i. plans for infrastructures development in our main markets, especially the United States, Canada, and the United Kingdom;
ii. a global increase in the demand for STEM positions;
iii. an increased number of competitors for talent (besides our traditional competitors, many technology companies and consulting, banking, and private equity funds are trying to attract STEM professionals); and
iv. the impact of post-COVID-19 employment trends, such as the increased preference of employees to work remotely and the increase of voluntary resignations.

We may lose certain business opportunities and may not be able to fulfill certain commitments to clients, such as commitments regarding contractual deadlines or the pre-established quality of work, due to hiring difficulties and/or understaffing in the event of a potential lack or scarcity of qualified staff. This inability to acquire and retain skilled labor and the resulting inability to fulfill contractual requirements could have an adverse effect on our business, financial condition, and results of operations, and may impact our competitiveness. Furthermore, we may experience lower profit margins due to increased labor costs resulting from a higher demand of skilled labor. This could have an adverse effect on our business, financial condition, and results of operations.

1.9. Regulators and other stakeholders may demand that our business objectives become more sustainable and may be willing to penalize us if we do not meet them, and we could be affected by degradation of ecosystems, which could have a material adverse effect on our business, financial condition, and results of operations.

Both regulators and other stakeholders may demand that our business objectives become more sustainable, both from an environmental and social point of view, and may be willing to penalize us if we do not meet their expectations and demands, for example if our activities do not qualify as environmentally sustainable in accordance with EU Taxonomy, or in accordance with our own commitments in relation to reduction of CO2 emissions. A misalignment between our strategy and the expectations and demands of regulators and other stakeholders with regards to sustainability would compromise the fulfillment of our growth and investment objectives. Furthermore, increasing demands in connection with sustainability by our stakeholders may result in increase in our compliance costs in this regard.

We also run the risk that our subsidiaries may perform work on projects for governments and public institutions that do not meet our environmental standards, potentially impacting protected areas or endangered fauna or flora.

In particular, if we are not able to adhere to a call for increased sustainability by certain regulators or stakeholders, we may face penalties by said regulators and stakeholders, including shareholders, suffer damage to our corporate reputation, lose our positioning in sustainability indexes, experience an increase in our financing costs, and experience a negative impact in analysts' ratings. Furthermore, as a consequence of the financial demands derived from our need to become more sustainable or of our potential failure to become more sustainable, project financing and our access to sources of financing may worsen.

Furthermore, if we or our counterparties fail to comply with environmental requirements in the relevant jurisdictions, we may be subject to investigation or litigation and our reputation and business could be adversely affected.

In addition, biodiversity plays a key role in the provision of ecosystem services that support the economy and social well-being. The degradation of ecosystems and natural capital entails operational, economic, and reputational risks for the development of business activities. Particularly, we could be affected by the loss of quality of certain ecosystem services, such as the lack of water or the reduced availability of certain raw materials. Any of the above factors could have an adverse effect on our business, financial condition, and results of operations.

1.10. Accidents may occur at our project sites and facilities and at our infrastructure assets, which may severely disrupt our operations and cause harm to our employees or customers, which could in turn have a material adverse effect on our business, financial condition, results of operations, and reputation.

Promoting robust standards for health and safety in our operations is one of our strategic priorities in connection with employee well-being. This priority includes implementing strong management systems, employee training and leveraging of data to prevent accidents. For this purpose, we have our 2020-2024 health and safety strategy (the "Health and Safety Strategy") approved by the Board of Directors in December 2019 and extended to 2026, which seeks to align the health and safety management systems of each Business Division and make sure the necessary resources and tools are available to deliver safer operations. Notwithstanding our implementation of the Health and Safety Strategy and the commitment of our top management to invest resources in employee health and safety, the occurrence of low-probability high-impact events such as accidents is a material risk to us.

The frequency rate of serious injuries and fatal accidents, calculated by reference to the total number of serious injuries and fatal accidents against the total number of hours worked, has decreased by 20.3% in 2023, compared to 2022, mainly due to the implemented improvements, such us leadership engagement initiatives, supervisor and management trainings, as well as the continuous commitment of our employees. Nevertheless, this risk remains relevant to us due to, among others, the fact that the risk of an accident is inherent to the nature of our activities, the variability of the subcontractor's safety cultures, or uncontrolled risks caused by third parties in this respect (e.g. driving behaviors of the general public).

Our project sites and facilities, such as toll roads, airports, and construction project sites, may be exposed to incidents such as fires, explosions, toxic product leaks, and other environmental incidents. In addition, these sites and facilities' respective employees may be exposed to accidents (for example, falling from a significant height, being hit by vehicles and machinery, overturning of heavy equipment, and coming in contact with electricity). Any such accidents may cause death and injury to employees, contractors, and also residents in surrounding areas, and may cause damage to the assets and property owned by us and third parties, as well as damage to the environment. We are also exposed to a risk of negative impacts to our business, financial conditions, and results of operations resulting from various types of damage, including temporary interruption of services as a result of accidents during the course of operations, as well as impacts connected to accidents involving land and air transport, substances, goods, and equipment.

If an accident occurs at one of our facilities or project sites, in addition to the internal investigation to be carried out in accordance with our internal policies and protocols, legal proceedings could be initiated by the relevant authorities to identify the causes of the accident and assess any potential civil, labor, or criminal liability. Such legal proceedings could result in the relevant facility or project site being closed while the investigation is conducted, disrupting our operations during the time of such closure. In addition, sanctions may be imposed on us or victims of such accidents may claim compensation from us and hence may expose us to civil liability.

Furthermore, accidents may occur on our infrastructure assets to the users of the infrastructures, such as incidents on the toll roads we currently operate, which are more likely when the area is affected by heavy and severe weather events. For instance, there was a multiple vehicle accident that took place on February 11, 2021 on the NTE 35W in Dallas, Texas involving 133 vehicles and resulting in six deaths and many people injured. As a result of this incident, the concession company NTE Mobility Partners Segment 3 LLC, of which Cintra owns 53.7%, together with several of our U.S. Companies, have been named parties in 29 claims that have been filed and are in the early stages of legal proceedings. We could be found liable in relation to such accidents, including for, but not limited to, non-compliance or defective performance of the relevant contracts. However, the concession company believes, in accordance with the opinion of its external legal advisors, that even in the event of an unfavorable ruling, no material impact to us is expected given the insurance policies contracted and, consequently, no provision has been recorded in relation thereto.

Any accidents, incidents, and consequential claims for damages, including any reputational damage, and disruptions at our project sites or facilities, or related to our infrastructure assets, could have a material adverse effect on our business, financial condition, results of operations, and reputation.

1.11. Beneficiaries of guarantees provided by our Group Companies could request their execution, which could have a material adverse effect on our business, financial condition, and results of operations.

Some of our Group Companies provide guarantees to cover liability to customers for improper performance of obligations under construction contracts. Such guarantees are subject to potential enforcement by customers if a project were not carried out or failed to meet contractual specifications and requirements. In order to protect ourselves from any exposure arising from potential liability, we obtain guarantees issued by banks and insurance companies to cover such exposure. As of December 31, 2023, the balance of such guarantees amounted to EUR 8,739 million (EUR 8,093 million as of December 31, 2022).

Despite the significant amount of guarantees detailed above, the historical impact arising from them is low, since our Group have to date performed their contractual obligations in accordance with the terms and conditions agreed upon with the customers and have recognized accounting provisions against the results of each contract for potential performance-related risks. However, this may not be indicative of any future potential performance and guarantee enforcement.

Should any beneficiary enforce any guarantee, such enforcement will have a specific follow-up investigation to verify whether the request is based on a justified claim. Should a claim be justified, and the guarantees of a relevant or significant amount be successfully enforced, or should multiple guarantees amounting to relevant or significant amounts be successfully enforced simultaneously or within short periods of time, such events may have a material adverse effect on our business, financial condition, and results of operations.

1.12. We may face increased risks due to climate change, which could have a material adverse effect on our business, financial condition, and results of operations.

We may be subject to physical and transitional risks in connection with our activities due to climate change. Physical risks include extreme weather events that may affect our infrastructure and the development of our activity in most of our Business Divisions. In this sense, our infrastructure needs to adapt to climate change effects and be resilient to extreme weather events. Global trends related to climate change and extreme weather may result in further economic, regulatory, technological, and reputational effects and may require us to reassess our operations. For instance, we may be forced to discontinue certain operations due to physical damage to infrastructure, productivity may decrease under certain extreme weather conditions, and hedging and insurance premiums relating to climatological events may increase.

We periodically perform an assessment and quantification of physical and transition risks related to climate change, which include the following:

i. an increase in the cost of energy, both fossil fuels and electricity, and other raw materials specific to each activity;

ii. a change in customer behavior by users of transportation modes;

iii. an increase in reporting obligations on emissions and other environmental and climate considerations;

iv. the loss of competitiveness in tender processes due to any potential failure to comply with environmental requirements;

v. new regulations limiting the use of certain modes of transportation, which would have a significant impact on the use of the infrastructure we operate;

vi. increased investor concern about our environmental performance and impact.

vii. increased maintenance and extraordinary repairs of our infrastructure assets as a result of climatic hazards such as heat waves or drought; and.

viii. lack of availability of new technologies.

Transitional risks, particularly increases in the cost of energy, both fossil fuels and electricity, and other raw materials specific to each activity, and changes in customer behavior users' transportation modes, may affect our Business Divisions.

The above factors could have an adverse effect on our business, financial condition, and results of operations.

1.13. Our insurance cover may not be adequate or sufficient, which could have a material adverse effect on our business, financial condition, and results of operations.

In carrying out our activities, which are mainly related to high-value infrastructure assets such as toll roads and airports, we are subject to possible contingent liabilities arising from the performance of various contracts entered into by the Companies within our Business Divisions. To protect ourselves from those contingent liabilities, we have retained insurance cover in relation to:

i. property damage and business interruption caused by direct material damage;

ii. general liability;

iii. employers' liability;

iv. directors' and officers' liability;

v. environmental liability;

vi. damage caused by cyber-attacks; and

vii. in the United States, employment practices' liability.

Accidents may occur at our infrastructure projects that may severely disrupt the operations and damage our reputation. In particular, our toll roads and other infrastructure assets, such as airports, may suffer damages as a consequence of disruptions caused by natural disasters (as, for example, was the case in connection with a number of toll roads in Chile following the 2010 earthquake), epidemics or pandemics, extreme weather, wars, riots or political action, acts of terrorism, or cybersecurity attacks resulting in losses, including loss of revenue, which may not be compensated for under our insurance contracts, either fully or at all.

Furthermore, certain types of the aforementioned losses, generally, those of a catastrophic nature, such as wars, acts of terrorism, earthquakes, and floods may be uninsurable or not economically insurable. For example, the impact on our revenues of governmental authorities' measures to mitigate the potential effects of COVID-19 is not covered under our existing insurance policies, as the trigger of such policies' obligation to ensure (physical damage to assets) is not a direct effect of COVID-19.

In addition, even where adequately insured against potential unexpected events and damages, we may also be unable to recover losses, in part or at all, in the event of insolvency of our insurers.

Moreover, there can be no assurance that if our current insurance cover is cancelled or not renewed, replacement cover will be available on commercially reasonable terms, or at all.

Any material uninsured or insured, but non-recoverable, losses could have a material adverse effect on our business, financial condition, results of operations, and prospects.

1.14. COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact our business, financial condition, results of operations, and prospects.

The World Health Organization ("WHO") declared COVID-19 a global pandemic in March 2020. COVID-19 negatively impacted the global economy, including as a result of the institution of measures such as the isolation, confinement and quarantine of individuals and restrictions on the free movement of people, the closure of public and private premises, border closures, and a drastic reduction in air, sea, rail, and land transport, disrupted global supply chains, lowered equity and capital markets valuations, created significant volatility and disruption in the financial markets, and increased unemployment levels. COVID-19 and the measures taken by the governments of many countries to fight against it led to a GDP weakening in many of the countries in which we operate.

In 2022, the countries in which we operate lifted the restrictions on mobility and on economic activities that were in force since the start of the pandemic, although at an uneven rate. The direct result of this lifting of the restrictions is the recovery in demand for the activities we carry out. Accordingly, although our business, financial condition, results of operations, and prospects were materially affected in 2020 and 2021, in 2022 our activities were no longer directly affected by COVID-19 and the associated restrictions, except for the negative effects on traffic related to the Omicron variant at the beginning of the year.

Nevertheless, should COVID-19 and the institution of related measures resurge or should the acceleration of the widespread adoption by businesses of teleworking and other related policies and business practices paired with the current context of global economic slowdown, negatively affect mobility scenarios and prevent the air and ground traffic from reaching pre-COVID-19 levels, the performance and value of our assets depending on such mobility may be adversely affected. If these trends sustain and/or increase, they may result in long-term and permanent declines in airport, toll roads, and other traffic, and, therefore, lead to a significant decline in the future performance and value of the infrastructures we operate. These factors may consequently materially adversely affect our business, financial condition, results of operations, and prospects.

Furthermore, the occurrence of any future pandemics could adversely affect the global economy and the markets in which we operate and could have a material adverse effect on our business, financial condition, results of operations, and prospects. The extent of this impact is uncertain and cannot be predicted, including its duration and severity as well as the scope and economic impact of actions taken to contain the spread of such pandemic or to treat its impact, in addition to the impact of each of these items on macroeconomic conditions, including changes of social patterns and behaviors.

1.15. Our business and operations may be adversely affected by violations of applicable anticorruption laws, in particular the U.S. Foreign Corrupt Practices Act, the EU anti-corruption legislation, the United Kingdom Bribery Act, or similar worldwide anti-bribery laws.

Our international operations require us to comply with international and national laws and regulations regarding anti-bribery and anti-corruption, including the U.S. Foreign Corrupt Practices Act, the EU anti-corruption legislation, the United Kingdom Bribery Act, or similar anti-bribery laws that may be applicable to our business. These laws and regulations, for example, prohibit improper payments to foreign officials and private individuals for the purpose of obtaining or retaining business and may include reporting obligations to relevant regulatory and governmental bodies. The scope and enforcement of anti-corruption laws and regulations may vary. However, many of such laws and regulations have a broad extraterritorial reach.

Some of the markets in which we operate have experienced governmental corruption to some degree, and some of them are high risk markets. Therefore, in certain circumstances, strict compliance with anti-bribery laws and reporting obligations may conflict with local customs and practices. In addition, we use third parties, such as joint venture partners, in these high-risk markets, which pose an inherent risk to strict compliance with anti-bribery and anti-corruption laws.

Our compliance programs, internal controls, policies, and procedures may not always protect us from reckless or negligent acts including bribery of government officials and private individuals, petty corruption, and misuse of corporate funds committed by our employees or associated third parties, particularly given our decentralized nature and our use of joint venture arrangements. Violations of these laws, or allegations of such violations, may lead to fines, findings of criminal responsibility, or harm to our reputation and could result in inaccurate books and records, each of which may have a material adverse effect on our business, results of operations, financial condition, and prospects. For some examples of the potential materialization of this risk, see "—2. Risks Related to Legal, Regulatory, and Industry Matters—3. We are subject to litigation risks, including claims and lawsuits arising in the ordinary course of business, which could have a material adverse effect on our reputation, business, financial condition, and results of operations".

1.16. We may be required to bear the costs of tendering for new contracts, contract renewals, and/or extensions with no control over the selection process nor certainty of winning the tender, which may adversely affect our business, financial condition, results of operations, and prospects.

A substantial portion of our work is subject to competitive tender processes. It is difficult to predict whether we will be awarded contracts due to multiple factors such as qualifications, experience, reputation, technology, customer relationships, financial strength, and ability to provide the relevant services in a timely, safe, and cost-efficient manner. Bidding costs associated with tendering for new contracts, extensions in the scope of work, or renewals of existing contracts can be significant and may not necessarily result in the award of a contract. Furthermore, preparation for bids occupies management and operating resources.

If we fail to win a particular tender, bidding costs are generally unrecoverable. We participate in a significant number of tenders each year and the failure to win such tenders may adversely affect our business, financial condition, results of operations, and prospects.

1.17. We are dependent on the continued availability, effective management, and performance of subcontractors and other service providers, the absence of which could have a material adverse effect on our business, financial condition, results of operations, and prospects.

In the ordinary course of operations, we rely on subcontractors to provide certain services. As a result, our business, financial condition, results of operations, and prospects may be adversely affected if we are not able to locate, select, monitor, and manage our subcontractors and service providers effectively. Additionally, subcontractors to whom we have awarded work may become insolvent, which would require us to select a new subcontractor at the risk of delays and/or at higher cost. For example, in the Construction Business Division, billing by subcontractors and services providers represented 76% of the total operating cost for the year ended December 31, 2023.

If we are not able to locate, select, monitor, and manage subcontractors and service providers effectively, our ability to complete contracts on schedule and within forecasted costs to the requisite levels of quality could be adversely impacted and there may be a material adverse effect on our business, financial condition, results of operations, and prospects.

1.18. We may face risks related to past and future acquisitions or divestments, generally, and the divestment of the Services Business Division, specifically, which could have a material adverse effect on our business, results of operations, and financial condition.

We deploy capital in mergers and acquisitions from time to time. This deployment is subject to various general risks, including:

- the inability to sufficiently integrate newly acquired businesses;
- the inability to achieve the anticipated benefits from the acquisition;
- a loss of critical talent;
- the transmission of actual or potential liabilities in connection with such past or future acquisitions including, but not limited to, third-party liability and other tort claims;
- claims or penalties as a result of breach of applicable laws or regulations;
- financial liabilities relating to employee claims;
- claims for breach of contract;
- claims for breach of fiduciary duties;
- employment-related claims;
- environmental liabilities ;
- tax liabilities; or
- cybersecurity incidents.

For example, we may be subject to environmental liabilities at sites we acquire even if the damage relates to activities prior to our ownership of such sites. Although acquisition agreements may include covenants and indemnities in our favor, these covenants and indemnities may not always be insurable or enforceable, or may expire or be limited in amount, and we may have disputes with the sellers or guarantors, who might become insolvent, regarding their enforceability or scope.

In addition, we may be unable to cost-effectively integrate the new activities from an acquisition into our business and realize the performance that we anticipate when acquiring a business. Acquired companies may have lower profitability or require more significant investments than anticipated, which could affect our profitability margins.

As part of our strategic plans, we may also from time to time divest businesses or assets we no longer deem profitable or in strategic alignment. For example, on November 28, 2023, we entered into agreement to divest our stake in the Heathrow airport. The planned Heathrow divestment is expected to close in the second or third quarter of 2024 and is conditional upon, among other things, the pre-emption and full tag-along rights in favour of the other Heathrow shareholders. In January 2024, in accordance with the tag-along process, some of FGP Topco shareholders have exercised their tag-along rights in respect of shares representing 35% of the share capital of FGP Topco (the "Tagged Shares"). It is a condition under the Heathrow SPA for the completion of the transactions that the Tagged Shares are also sold. The parties are working towards satisfaction of such condition by exploring different options. Completion of the transaction continues to be subject to the satisfaction of the tag-along condition, together with applicable regulatory conditions and, consequently, there can be no certainty that the transaction will be completed. Any failure to complete our planned divestments in timely manner or on favorable terms, could have a material adverse impact on our assets, profitability and business operations. Furthermore, if we are unable to complete the announced divestments in a timely manner it may also impact our brand and reputation. We are also subject to risks related to the divestment process, in particular with regard to warranties and indemnities given within the scope of such process and any other potential seller's liability under the applicable law. Specifically, we may remain subject to potential environmental liability in relation to entities and businesses we no longer own due to covenants and indemnities in favor of such entities or the entities' purchasers under the relevant sale agreements and related transaction documents. For example, we are subject to certain potential environmental liability pursuant to the sale agreements pursuant to which we completed the sale of Amey in the U.K.

Environmental, health, and safety requirements and regulations and labor disputes will affect not only activities in connection with businesses that have been acquired and are in operation, but also activities at businesses that have been divested or that will be acquired or divested in the future. The divestment of Amey, which was part of the broader divestment of our Services Business Division, in particular, was financed through a vendor loan and as a result we may be unable to recover the sale price of Amey.

As a result, past and future acquisitions and divestments expose us to potential losses and liabilities, and lower than anticipated benefits, which could have an overall material adverse effect on our business, results of operations, and financial condition.

1.19. We have experienced, and expect to continue to experience, quarterly fluctuations in our results of operations.

Our results of operations have fluctuated from quarter to quarter in the past and may continue to vary significantly in the future so that period-to-period comparisons of our results of operations may not be meaningful. Our quarterly financial results may fluctuate as a result of a variety of factors, many of which are outside of our control and may be difficult to predict. Accordingly, our financial results in any one quarter should not be relied upon as indicative of future performance. Factors that may cause fluctuations in our quarterly financial results include, but are not limited to:

- Unforeseen extraordinary events, such as natural disasters, geopolitical events like the recent Ukraine and Middle East conflicts, pandemics like COVID-19, or accidents at our project sites and facilities could have a significant impact in our infrastructure assets demand, or result in a reduction in construction activity, negatively impacting our financial results.
- Regulatory changes in the highly regulated environments in which we operate, such as decisions taken by governmental authorities, like the unilateral termination of a concession agreement that, although rare, could adversely affect our financial results.
- Internal update of contract end results. We periodically perform a complete review of contract end results for our construction activities. The complexity and size of some of our contracts and the existing risks inherent to them may lead to contract end losses arising between quarterly financial results, which would have a negative impact in our financial results.
- Seasonality. Typically, construction activity will be higher over the spring and summer months, due to improved weather conditions. Toll roads traffic and passengers demand will generally also be higher during spring and summer. Thus, we may expect our second and third quarters revenues to be higher than that of other quarters.
- Dividends collected from infrastructure assets, which may vary significantly from quarter to quarter due to various factors, including project debts refinancing, changes in regulation and traffic levels.
- Non-recurring events, such as acquisitions, divestments, potential claims and legal disputes, or legal settlements may have a significant impact in our financial results, especially in our cash flow generation.
- Other events impacting the normal operations of our assets, such as cyber-attacks.

Any significant fluctuations to our quarterly results of operations could adversely affect our operations, financial reporting and/or results of operations and affect the price of our ordinary shares.

1.20. Terrorist attacks or other acts of violence or geopolitical unrest may particularly affect our operations and profitability.

Our operations, particularly those in the Airports and Toll Roads Business Divisions, cover a broad geographic scope and are subject to many hazards and operational risks, including a risk of disruptions due to terrorist attacks, or other acts of violence or geopolitical unrest and similar events. Any geopolitical unrest, including the recent escalated conflict in the Middle East, is likely to adversely affect the airport passenger traffic and, consequently, our results in the Airports Business Division. In the event of a terrorist attack or similar event we may be unable to continue operations and may endure system interruptions, reputational harm, breaches of data security, and loss of critical data, all of which could have an adverse effect on future operating results.

Moreover, we do not have any insurance coverage to cover our liabilities related to such hazards or operational risks. The occurrence of a significant uninsured claim, or a claim in excess of the insurance coverage limits maintained by us, could harm our business, financial condition and results of operations.

1.21. Risks relating to the Toll Roads Business Division

1.21.1 Reduced vehicle use on the toll roads operated by our toll roads concession companies may adversely impact our business, results of operations, and financial condition.

If our concession companies are unable to have an adequate level of vehicle traffic on their toll roads in the future, our toll receipts and profitability will suffer and a prolonged and significant reduction in traffic could result in the bankruptcy of a specific project or concession. The tolls collected by the concession companies on their toll roads depend on the number of vehicles using such toll roads, their capacity to absorb traffic, their toll rates, and the existence of competing alternative roads. In turn, traffic volumes and toll receipts depend on a number of factors, including economic growth, toll rates, the quality, convenience, and travel time on competing roads, toll-free roads or toll roads that are not part of our portfolio, the increase in capacity of those competing roads, the quality and state of repair of the toll roads, the economic climate and fuel prices, environmental legislation (including potential measures to restrict internal combustion engine vehicle use and/or incentives to electric vehicles), and the viability and existence of alternative means of transportation, such as air and rail transport, buses, and urban mass transportation. In addition, traffic volumes and toll revenues may be affected by the occurrence of natural disasters and other exceptional events such as earthquakes, forest fires, and meteorological conditions in the countries in which our concession companies operate (for example, in Canada and some of the Texas lanes, where climate disruptions caused by usual winter conditions, as it pertains to the former, and unusual winter conditions, as it pertains to the latter, have affected the operation of the assets in the past). Work from home policies could affect mobility or change transportation patterns, which in turn affects the profitability of operations. Measures taken by governments in response to potential future COVID-19 outbreaks, similar to those introduced in the past, may also have an adverse impact in this respect due to the travel restrictions and the institution of social distancing measures (see "—14. COVID-19 or other pandemics could cause significant uncertainties and disruptions that may adversely impact our business, financial condition, results of operations, and prospects").

In particular, a specific financial risk regarding toll roads usage in connection with 407 ETR exists. The concession agreement relating to the 407 ETR provides that certain 407 ETR annual traffic levels are to be measured against annual minimum traffic thresholds prescribed by Schedule 22 to the concession agreement and which are increased annually up to a pre-established lane capacity. If the actual annual traffic level measurements are below the corresponding pre-established traffic thresholds, certain amounts calculated under the concession agreement are payable to the province of Ontario, Canada, in the following year. In April 2020, an amount of CAD 1,775,000 (EUR 1,199,338) corresponding to 2019 traffic calculations was paid to the province of Ontario. In 2020, annual minimum traffic thresholds prescribed by Schedule 22 could not be met due to COVID-19. We agreed with the province of Ontario that COVID-19 should be considered a force majeure event under the provisions of the 407 ETR concession agreement and, therefore, we were not subject to further payments for below-threshold traffic levels for the duration of 2020 and until the end of the force majeure event. We were also in agreement with the province of Ontario that the force majeure event should terminate at such time when the traffic volumes on 407 ETR reached pre-pandemic levels (pre-pandemic levels measured as the average traffic volume during the 2017 to 2019 period) or when there was an increase in toll rates or user charges pursuant to the terms of the concession agreement, which is a unilateral decision of the concession company. During 2021, 2022, and 2023, the force majeure event has continued to apply, as neither the toll rates have been raised nor have the traffic levels reached the average traffic volume during the 2017 to 2019 period. On December 29, 2023, the concession company announced a new toll rates schedule that increases the 407 ETR rates starting in February 2024. As a result, the force majeure event will terminate as set forth in the 407 ETR concession agreement with the province of Ontario and the concession company will be subject to payments for below-threshold traffic levels, if applicable, commencing in 2025, with a potential first payment due in early 2026. There is a risk that a substantial payment may be required by the concession company to the province of Ontario as a result of the termination of the force majeure event, if annual traffic level measurements are below the pre-established traffic thresholds, as described above.

For the year ended December 31, 2023, our net profit from the Toll Roads Business Division was EUR 548 million, representing 87.0% of our total net profit (compared to EUR 156 million for the year ended December 31, 2022, representing 51.7% of our total net profit). Similarly, our Adjusted EBITDA from the Toll Roads Business Division was EUR 799 million, representing 80.6% of our total Adjusted EBITDA (compared to EUR 550 million for the year ended December 31, 2022, representing 75.5% of our total Adjusted EBITDA). We received EUR 704 million in dividends from our toll roads assets (an increase of 81.0%, compared to EUR 388 million in dividends from our toll roads concession companies for the year ended December 31, 2022).

The revenues generated by, and dividends distributed from, our Toll Roads Business Division are dependent in part on our toll rates, with the toll rate structure being usually established under each individual concession agreement.

If we are unable to maintain an adequate level of traffic or traffic toll rates, our business, financial condition, and results of operations may be adversely affected.

1.22. Risks relating to the Airports Business Division

1.22.1. Our aeronautical and non-aeronautical income is subject to risks related to a reduction in flights, passengers, or other factors outside our control, which could have a material adverse effect on our business, financial condition, and results of operations.

In relation to our Airports Business Division, the number of passengers using the Aberdeen, Glasgow and Southampton airports ("AGS"), the Dalaman airport and the Heathrow airport (together with the New Terminal One at John F. Kennedy International Airport ("NTO at JFK" or "NTO"), the "Airports"), which is a direct driver of the Airports Business Division's revenues, may be affected by a number of factors, including:

- adverse macroeconomic developments (including changes in fuel prices and currency exchange rates), whether affecting the global economy or the domestic economies of the countries in which the Airports are located;
- an increase in airfares;
- large-scale epidemics or pandemics, which could have an adverse impact due to potential travel restrictions, quarantine requirements, and social distancing measures in the countries in which the Airports are located;
- heightened geopolitical tensions or war such as the conflicts in Ukraine, the Middle East and any associated sanctions, which may disrupt the operations of airlines and the Airports;
- the development of efficient and viable alternatives to air travel, including the improvement or expansion of existing surface transport systems, the introduction of new transport links or technology, and the increased use of communications technology;
- route operators facing financial difficulties or becoming insolvent, such as the collapse of Thomas Cook in September 2019 and of Flybe in March 2020 and in January 2023;

- an increase in competition from other airports or terminals, including the risk of increase of capacity of these airports and terminals;
- decisions by airlines regarding the number, type, and capacity of aircraft (including the mix of premium and economy seats), as well as the routes utilized (for instance, the decision by Ryanair in 2018 to cease using Glasgow airport as a base);
- implementation of additional security measures or new security equipment;
- changes in domestic or international regulation, for instance international trade liberalization developments such as Open Skies, or government intervention, such as the powers vested in the U.K. Secretary of State for Transport under the Civil Aviation Act 2006, as it amends the Airports Act 1986, to give directions to airport operators in the interests of national security, including orders requiring the closure of airports;
- disruptions caused by natural disasters, extreme weather, riots, or political action or acts of terrorism or cybersecurity threats and attacks;
- restrictions on the use of certain aircraft imposed by national regulatory safety bodies;
- efforts to decarbonize air travel, including potential limitations to airline and airport capacity; and
- new taxes that could affect flight demand.

There can be no guarantee that the Airports' contingency plans will be effective in anticipating and addressing the effects of the factors listed above. Any of these factors could negatively affect the Airports' reputation and day-to-day operations and may result in a decrease in the number of passengers using the Airports, which in turn could have a material adverse effect on our business, financial condition, and results of operations. A prolonged and significant reduction in passenger volume could result in the bankruptcy of a specific project or concession.

In nominal terms, there is almost a linear relationship between the number of passengers and our revenue. The companies operating Heathrow and AGS and, in the future, NTO at JFK are equity-accounted and not fully consolidated into the Group. Therefore any potential impacts would not directly affect our revenues, but instead the concession companies' results. Furthermore, on November 28, 2023, we announced the planned divestment of our stake in Heathrow airport.

Passenger numbers and the propensity of passengers to spend in the restaurants and shops located within the Airports also drive retail concession fees. Changes in the mix of long- and short-haul and transfer and origin and destination passengers, economic factors, retail tenant defaults, lower retail yields on lease renegotiations, and redevelopments or reconfigurations of retail facilities at the Airports may also affect levels of retail income at the Airports. Occurrence of any of these circumstances may result in:

i. a temporary or permanent decline in retail concession fees;
ii. reduced competitiveness of the airport retail offering;
iii. stricter hand luggage and other carry-on restrictions; and
iv. reduced shopping time as a result of more rigorous and time consuming security procedures.

Car parking revenues could also decline as a result of increased competition from other ways of transportation to the Airports, such as buses and trains, as well as increased competition from off-site car parks and the potential rise in environmental taxes (for example, in the case of the Heathrow airport, the City of London's Ultra Low Emission Zone ("ULEZ") charge expanded to the airport starting in August 2023). Other non-aeronautical income could decline as a result of a decrease in demand from airport users, such as car rental operators and airlines leasing check-in counters.

As a general matter, passenger and cargo traffic volumes and air traffic movements depend on many factors beyond our control, including economic conditions in the countries in which the airports are located, the political situation in those countries and globally, public health crises, the attractiveness of the destinations that the Airports serve relative to those of other competing airports, fluctuations in petroleum prices, disruptions of global debt markets and changes in regulatory policies applicable to the aviation industry. Any of these factors could have a material adverse effect on our business, financial condition, and results of operations.

1.22.2. Heathrow is subject to economic regulation by the CAA, which may be subject to adverse change and may as a result have a material adverse effect on our operations at Heathrow, which could have a material adverse effect on our business, financial condition, and results of operations.

Heathrow Airport Holdings ("HAH") is the entity through which Heathrow airport is operated and in which we have a 25.0% ownership interest through our interest in FGP Topco Limited ("FGP"), which is a direct shareholder of HAH. HAH operations at Heathrow are subject to regulatory review that results in, among other things, the setting of price caps on Heathrow's average charges to airlines by the Civil Aviation Authority ("CAA"). This regulatory review generally takes place every five years. The most recent regulatory period is the H7 regulatory period (the "H7 Regulatory Period"), which encompasses the years 2022 to 2026.

There can be no assurance that the price caps (i.e., the price caps in place after the H7 Regulatory Period) set by the CAA will be sufficient to allow Heathrow to operate at a profit or to obtain adequate profitability given the risk profile of this particular asset. We also cannot assure that the methodology of the CAA's review process would not have a material adverse effect on HAH's revenue in subsequent reviews.

The CAA has established performance-linked requirements that can negatively impact aeronautical income. For instance, the CAA can reduce the permitted yield in respect to airport charges at Heathrow if prescribed milestones are not met on certain capital investment projects. Additionally, there are service quality rebate schemes in place at Heathrow for the current regulatory period. These schemes contemplate rebates of up to 7.0% of airport charges due to the failure to meet specified targets, such as: airport cleanliness, security queuing times, flight information displays, and stand and jetty availability. Any of these factors could have a material adverse effect on our business, financial condition, and results of operations.

Due to the extended timetable for the final decision under the H7 Regulatory Period, the CAA implemented a 2022 interim price cap of GBP 30.2 per passenger on December 16, 2021 and a 2023 interim price cap of GBP 31.6 per passenger on February 1, 2023. The difference between the interim caps and the final price cap set forth in the CAA's final decision will be trued up through the remaining years of the H7 Regulatory Period.

The CAA published its final proposals for the new H7 Regulatory Period (the "CAA's Final Decision") on March 8, 2023. According to the CAA's Final Decision, charges for 2023 would remain at GBP 31.6 per passenger as set out in the CAA's interim decision on February 1, 2023. The average maximum price per passenger is then expected to fall by approximately 20.0% to GBP 25.4 per passenger in 2024 and until the end of 2026, with an average of GBP 27.5 per passenger over the new H7 Regulatory Period. The charge established in the CAA's Final Decision from 2024 onwards is slightly lower than that set out in the CAA's previous proposals published in June 2022. The change assumes that passenger volumes will return to pre-COVID-19 levels and passengers should therefore benefit from lower unit costs. It also assumes that the lower cap, paired with a larger number of passengers, will allow Heathrow to continue investing in facilities for passengers and supporting its ability to finance its operations.

HAH and the three airlines (British Airways, Virgin Atlantic and Delta Air Lines) independently sought permission to appeal the CAA's price control decision with the UK Competition and Markets Authority (the "CMA") on April 17, 2023, which the CMA granted on May 11, 2023. The appeals were brought under section 25 of the Civil Aviation Act 2012. In particular, the focus of HAH's appeal was that the price cap determined by the CAA does not allow HAH to earn sufficient revenues to support related investments. Conversely, the airlines' appeal claimed that the price cap is too high. The CMA issued a provisional determination in connection with these appeals on September 8, 2023. In its provisional determination, the CMA found that, although the CAA's decision-making was largely correct, the CAA erred in certain aspects of its decision. On October 17, 2023, the CMA released its final decision, which was in line with its provisional determination. The CAA now needs to reconsider the small number of issues raised by the CMA's decision.

On November 28, 2023, we announced the planned divestment of our stake in the Heathrow airport. The transaction is subject to a number of conditions, including obtaining of the necessary regulatory approvals and compliance with provisions relating to the pre-emption and full tag-along rights. The transaction is expected to close in the second or third quarter of 2024.

1.22.3 The successful implementation of the capital investment program of Heathrow and the investment in NTO are subject to, among others, risks related to unanticipated construction and planning issues, which could have a material adverse effect on our business, financial condition, results of operations, and prospects.

The capital investment program of Heathrow, as well as the investment program regarding NTO at JFK, include major construction projects and are subject to a number of risks.

For example, as it pertains to the operation of Heathrow, if HAH is unable to achieve consensus in support of capital investment projects among its airline customers, it could affect the willingness of the CAA to include the costs of such projects in the airport's allowed investment and regulated asset base ("RAB").

NTO is also a significant design and construction endeavor, with multiple milestones and a schedule that contemplates completion in phases; as with any major construction effort, the project involves many risks that could result in cost overruns, in delays or in a failure to complete the project.

Difficulties in obtaining any requisite permits, consents (including environmental consents), licenses, planning permissions, compulsory purchase orders, or easements could adversely affect the design or increase the cost of the investment projects or delay or prevent the completion of the project or the commencement of its commercial operation. We may also experience difficulties in coordination with other projects at JFK, which could affect our schedule or impact our cost.

Although contractors typically share in cost and schedule risks, HAH and NTO may face higher-than- expected construction costs and delays (in respect of the former, not all of which may be permitted by the CAA to be included in Heathrow airport's RAB) and possible shortages of equipment, materials, and labor due to the number of major construction projects in the London or New York areas, respectively. The commencement of commercial operations of a newly constructed facility may also give rise to start-up problems, such as the breakdown or failure of equipment or processes, failures in systems integration or lack of readiness of airline operators, closure of facilities, and disruptions of operations and compliance with budget and specifications. The ability of contractors to meet their financial or other liabilities in connection with these projects cannot be assured. The construction contracts of HAH and NTO contain restricted remedies or limitations on liability such that any such sums claimed or amounts paid may be insufficient to cover the financial impact of breach of contract.

The failure of HAH or NTO to recognize, plan for or manage the extent of the impact of construction projects could result in projects overrunning budgets, operational disruptions, capital expenditure trigger rebates to airlines, unsatisfactory facilities, safety and security performance deficiencies, and higher-than- expected operating costs.

Furthermore, Heathrow halted its expansion work in February 2020 and will review the project and the circumstances surrounding the aviation industry at present, prioritizing its recovery from COVID-19, which is expected to enable Heathrow to better assess and subsequently resume the completion of the planning application for expansion. The U.K. Government's Airports National Policy Statement continues to provide policy support for Heathrow's plans for a third runway and the related infrastructure required to support expanded airport operations. If Heathrow's expansion is further disrupted in any way that is material, it could have a material adverse effect on our business, financial condition, results of operations, and prospects.

Any of these risks could affect Heathrow's and, in due course, NTO's day-to-day operations and impact their reputation and, consequently, have a material adverse effect on our business, financial condition, and results of operations.

These unanticipated construction and planning issues are not the only issues that could affect the successful implementation of the capital investment program of Heathrow and the investment in NTO, respectively. For example, in deciding to commit to certain investments in connection with these airports, we make certain forecasts and projections, including projections of traffic flows, which are based on assumptions that we believe are reasonable. Any differences between our forecast and projections and actual results of these airports could adversely affect our business, results of operations, prospects, and financial condition. In particular, due to the early stage of the project, NTO's actual results have a greater likelihood to differ from the forecasts and projections made at the outset, such that revenues generated from the operation of the new terminal facilities may be insufficient to support our investment obligations at NTO.

On November 28, 2023, we announced the planned divestment of our stake in the Heathrow airport. The transaction is subject to a number of conditions, including obtaining of the necessary regulatory approvals and compliance with provisions relating to the pre-emption and full tag-along rights. The transaction is expected to close in the second or third quarter of 2024.

1.23 Risks relating to the Construction Business Division

1.23.1 Difficulties in securing private sector projects may adversely affect our business, financial condition, results of operations, and prospects.

Procurement by private sector companies has decreased as a result of the effects of the economic downturn. Difficulties in securing private sector projects as a result of this decrease may adversely affect our business, financial condition, results of operations, and prospects.

In addition, private sector companies may be forced to halt projects that are already underway due to a lack of funds, or they may decide to delay or abandon studies of potential projects while they await more favorable investment conditions. Whilst standard practice in the private sector is for the construction company to be paid as the works are executed, we are exposed to loss of revenue if such works are delayed or cancelled.

Reductions in project procurement and delays in the completion of projects by the private sector may adversely affect our business, financial condition, results of operations, and prospects.

1.23.2 Any failure to meet construction project deadlines and budgets may have a material adverse effect on our business, financial condition, results of operations, and prospects.

There are certain risks that are inherent to large-scale construction projects, such as supply chain shortages and increased costs of materials, machinery, and labor. If any of our contractors and sub-contractors fail to meet agreed deadlines and budgets, or if there are any interruptions arising from adverse weather conditions, unpredictable geological conditions, or unexpected technical or environmental difficulties, there may be resulting delays and excess construction costs.

Contractor and sub-contractor liability clauses, included in most standard construction agreements entered into with contractors and sub-contractors, generally cover these situations, although they may not cover the total value of any resulting losses.

In the event of construction delays, we may receive revenues later than expected and could face penalties and even contractual termination. These eventualities could increase our expenses and reduce our income, particularly if we are unable to recover any such expenses from third parties under our concessions, in which case our business, financial condition, results of operations, and prospects may be materially adversely affected.

1.24. Risks relating to the Energy Infrastructure and Mobility Business Division.

1.24.1 The triggering of performance guarantees in relation to our waste management plants in the U.K. could have a material adverse effect on our business, financial condition, and results of operations.

We operate waste management plants in four main locations in the United Kingdom and most of those plants are part of four separate concession contracts with different local authorities. The four concession contracts represent the majority of our waste management operations and are expected to expire between 2026 and 2043. Other current waste management contracts expire earlier, starting in 2024. All our waste management contracts are in their operational phase, except the provision of energy from waste management plan, which forms part of our contract with the Isle of Wight Council and is in its commissioning phase.

Our waste management contracts include parent company guarantees related to the fulfillment of the respective underlying contract. The maximum value supported by these guarantees as of December 31, 2023, amounted to of GBP 358 million (EUR 413 million); however, in specific scenarios such as fraud, willful misconduct, or abandonment of the asset, the value to be supported by the guarantees is not capped.

The waste management business was developed, operated and guaranteed by Amey and Cespa. However, it was carved out from both groups before we sold them. Therefore, we are currently responsible for the execution of the existing contracts, including the liabilities associated to all their associated parent company guarantees, and we provided indemnities to the acquirers of Amey and Cespa for any damage either of them may suffer in relation to the UK waste management business we have retained.

In recent years, the plants have faced issues in both their construction phase and their commissioning and operation phase, particularly in the case of the Milton Keynes, Isle of Wight, and North Yorkshire (AWRP) plants. As of December 31, 2023, we recognized a provision for future losses covering these plants in the amount of GBP 39.6 million (EUR 45.7 million). The provision does not include structural costs of the business estimated at GBP 8 million (EUR 9 million) per annum.

The triggering of performance guarantees or the occurrence of further issues in connection with the operation or commissioning of the waste management plants may materially and adversely affect our business, financial condition, and results of operations.

1.24.2 We provide services to a limited number of customers in the mining sector in Chile, which is a highly regulated sector and is subject to risks.

We provide services to the mining sector in Chile. Mining is a highly-regulated activity, in large part due to its inherent risks to health and safety. Health and safety standards in this sector are particularly stringent. Changes in laws, regulations and standards applicable to our businesses or the business of our customers could increase our costs of doing business, which could have a material adverse effect on our results of operations. Furthermore, any accidents or incidents involving our operations in this sector may damage our reputation and expose us to claims and litigation, increased insurance premiums or otherwise adversely impact our operations.

Currently we provide our services in this sector in Chile to a limited number of large mining companies that primarily focus on extraction and refinement of copper. Any factors that could impact our clients' financial condition or demand for our services, such as international copper prices, a downturn in the copper mining industry due to lower demand, higher competition or other factors, could materially impact the need for our services and, in turn, have an adverse effect on our business, financial condition, and results of operations.

Furthermore, mining services and our activities in this sector are also labor intensive. Any changes in legislation that may impact labor costs, increases in salaries or lack of availability of qualified labor force could lead to increases in costs that we may not be able to pass on under our contracts in the short-term. Furthermore, lack of available qualified personnel could lead to non-compliance with requirements under our existing contracts. Any of the abovementioned factors could materially and adversely affect our business, financial condition, and results of operations.

2. Risks Related to Legal, Regulatory, and Industry Matters

2.1. We operate in highly regulated environments that are subject to changes in regulations and are subject to risks related to contracts with government authorities, which could have a material adverse effect on our business, financial condition, and results of operations.

General and industry-specific considerations. We must comply with both (i) specific aviation, toll road, waste management and treatment, public procurement, and construction and energy infrastructure sector regulations, as well as (ii) general regulations in the various jurisdictions where we operate. Each jurisdiction where we provide our services has a different risk profile and may present different risks to mitigate, including political and social tensions, locations with limited access, legal uncertainty, local content requirements, increased tax pressures, or heightened complexity of the profit margin allocation process. The current context of geoeconomic crisis encourages economic policies aimed at prioritizing national or regional interests, and increasing fiscal pressure in some markets. These interventions could affect asset management and the development of future projects.

The rise of protectionist policies and political instability in some areas where we operate may lead to regulatory changes that adversely impact management of assets and expose us to new risks, a risk which has been accentuated by the macroeconomic situation generated by the conflicts in Ukraine and the Middle East and COVID-19. As in all highly regulated sectors, any regulatory changes in any of these sectors could adversely affect our business, financial condition, and results of operations.

Environmental considerations. In the countries where we operate, there are local, regional, national, and supranational bodies which regulate our activities and establish applicable environmental regulations. These laws may impose strict liability in the event of damage to natural resources, pollution over established limits, or threats to public safety and health. Strict and/or criminal liability may mean that we could be held jointly and severally liable with other parties for environmental damage regardless of whether we have acted negligently, or that we owe fines whether or not effective or potential damage exists or is proven. Significant liability could be imposed on us for damages, clean-up costs, or penalties in the event of certain discharges into the environment and environmental contamination and damage, as has occurred in the past.

Granting and retention of concessions. Our concessions are granted by governmental authorities and are subject to special risks, including the risk that governmental authorities will take action contrary to our interests or rights under the concession agreements (this may include unilaterally terminating, amending or expropriating the concessions on public interest grounds, or imposing additional restrictions on toll rates).

This risk may be especially relevant in infrastructure assets, where we enter into most of our contracts with governmental authorities. For example, in August 2019, the City of Denver notified the concessionaire of the Great Hall Project (a consortium participated in by a subsidiary of Ferrovial Airports at the time) of its decision to unilaterally terminate the concession agreement which regulated the refurbishment, operation, and management of the Great Hall of the Denver International Airport. However, such scenarios are rare and, if they occur, fair compensation may be paid to the concessionaire in accordance to the terms of the agreement and applicable laws and regulations. For example, following termination of the concession agreement in connection with the Denver International Airport's Great Hall Project, the concessionaire received fair payment as compensation.

Should any actions such as the above be taken by government authorities in any of the jurisdictions in which we operate, there is no certainty that adequate compensation for any losses arising from such risks will be provided by the relevant government, which could have a material adverse effect on our business, financial condition and results of operations.

2.2. We operate in highly regulated environments and are subject to risks related to the granting of permits and rights-of-way and securing land rights, which could have a material adverse effect on our business, financial condition, and results of operations.

Approvals, licenses, permits, and certificates. We require various approvals, licenses, permits, and certificates in the conduct of our business. We cannot assure that we will not encounter significant problems in obtaining new or renewing existing approvals, licenses, permits, and certificates required for the conduct of our business, nor that we will continue to satisfy the conditions under which authorities grant such authorizations. In addition, there may be delays on the part of the regulatory, administrative, or other relevant bodies in reviewing our applications and granting the required authorizations. If we fail to obtain or maintain the necessary approvals, licenses, permits, and certificates required for the conduct of our business, we may lose contracts or be required to incur substantial costs or suspend the operations of one or more of our projects. Furthermore, to bid, develop, and complete a construction project or an energy project, we may also need to obtain permits, licenses, certificates, and other approvals from the relevant administrative authorities. We cannot assure that we will be able to obtain or maintain such governmental approvals or fulfil the conditions required for obtaining the approvals or adapt to new laws, regulations, or policies that may come into effect from time to time, without undue delay or at all. Obtaining environmental permits and the acquisition of the relevant rights-of-way are key elements in the pre-construction phase of many toll roads and transmission line or energy generation projects in which we are or may be involved in the future.

Land rights and related governmental action. Additionally, we may not be able to secure, timely or at all, the land rights we need to obtain to build or extend the toll roads, develop the infrastructure assets, or develop energy infrastructure projects for the concessions in which we have an interest. We principally depend on governmental action to secure such land rights, as it often involves governmental authorities taking action to expropriate the land on which the relevant infrastructure asset is to be constructed.

The entry into force of new regulations and the imposition of new or more stringent requirements as part of permits or authorizations, or a stricter application of existing regulations, may cause delays or increase our costs or impose new responsibilities, leading to lower earnings and liquidity available for our activities and the business, in turn materially adversely affecting our financial condition and results of operations.

2.3 We are subject to litigation risks, including claims and lawsuits arising in the ordinary course of business, which could have a material adverse effect on our reputation, business, financial condition, and results of operations.

We are, and in the future may be, a party to judicial, arbitration, and regulatory proceedings. We are exposed to risks derived from potential lawsuits or litigation of different kinds arising, including in the ordinary course of business. In relation to these legal risks, and according to prevailing accounting standards, when such risks are deemed probable, we must make accounting provisions. When such risks are less likely to materialize, we recognize contingent liabilities. For example, as of December 31, 2023, our litigation and tax provisions amounted to EUR 156 million, including provisions of EUR 71 million to account for possible risks resulting from lawsuits and litigation in progress. The litigation provision amount remained relatively stable compared to the previous year.

Our business strategy is to focus on technically complex projects with long periods of maturation and the development of that, due to such long period of maturation, may result in non-compliance with agreed quality levels and committed deadlines. Any such non-compliance or perceived non-compliance risk may give rise to disputes with clients, counterparties, partners, or stakeholders and potential litigation. In addition, the budgetary constraints faced by some of our public clients may increase their need or willingness to litigate, and consequently increase our exposure to the risk of contractual disputes on construction and maintenance projects, as has been the case in the past with regards to certain of our projects in the United Kingdom, which can negatively impact our return on investment.

Several types of claims may arise in connection with this risk, including:

i. claims relating to compulsory land purchases required for toll roads construction;

ii. claims relating to defects in construction projects performed or services rendered;

iii. claims for third party liability in connection with the use of our assets or the actions of our employees;

iv. employment-related claims;

v. environmental claims; and

vi. claims relating to tax inspections.

Also, criminal claims against our employees may arise, such as the proceedings relating to potential irregularities in tenders organized by the Warsaw Municipal Wastewater Treatment Works for contracts for municipal waste disposal.

An unfavorable outcome, including an out-of-court settlement, in one or more of such proceedings beyond our total litigation provisions, as well as material new claims and proceedings, could have a material adverse effect on our reputation, business, financial condition, and results of operations.

3. Risks Relating to Our Structure and Financial Risks

3.1. The Company is a holding company with no direct cash generating operations and relies on our operating Group Companies to provide itself with funds necessary to meet its financial obligations, which could have an adverse effect on our business, financial position, results of operations, and prospects.

The Company is a holding company with no material, direct business operations. The principal assets of the Company are its equity interests in the Group Companies. The Company depends on our operating Group Companies to meet its financial obligations, including its expenses as a publicly traded company and the payment of dividends. The funds the Company receives from our Group Companies are in the form of dividend distributions, loans, and other payments.

Regarding our Companies' dividend distributions, the amount and timing of such distributions will depend, among other factors, on the laws of our operating Group Companies' respective jurisdictions, their operating performance, the decisions of other shareholders of such entities, any restrictions arising in connection with any anticipated actions from the rating agencies, as well as any financing arrangements entered into by such Group Companies which restrict their ability to distribute dividends.

For example, due to the impact of COVID-19, HAH requested a waiver of the Heathrow Finance plc applicable interest cover ratio ("ICR") covenant in 2021. The conditions of such waiver do not permit dividend payments until the regulatory asset ratio ("RAR") is below 87.5%. In addition, due to the impact of COVID-19, AGS entered into an agreement to amend and extend its debt facility. The agreement does not allow dividend distribution for its duration. Similarly, due to the impact of COVID-19, 407 ETR experienced significant declines in traffic volumes, which decreased operating revenues and the resulting dividends. As a result of these impacts, in 2023, Heathrow and AGS did not distribute dividends, and 407 ETR paid dividends of EUR 281 million. In 2022, Heathrow and AGS did again not distribute dividends, and 407 ETR paid dividends of EUR 237 million (compared to EUR 164 million in 2021).

Additionally, as an equity investor in our Group Companies, the Company's right to receive assets upon such Group Companies' liquidation or reorganization would be effectively subordinated to the claims of creditors. To the extent that the Company is recognized as a creditor of subsidiaries, the Company's claims may still be subordinated to any security interest in, or other lien on, the relevant Group Company's assets and to any of its debt or other (lease) obligations that are senior to the Company's claims.

3.2. Our joint venture and partnership operations could be affected by our reliance on our partners' financial condition, performance, and decisions, which could have a material adverse effect on our business, financial position, results of operations, and prospects.

A relevant number of our operations are conducted through joint ventures and partnerships, including holding non-controlling interests in companies that operate some of our main infrastructure assets, such as Heathrow and the 407 ETR.

We may continue to enter into arrangements subject to joint control, such as joint ventures or minority ownership. Joint ventures, related partnerships, and minority ownership interests are subject to risks related to oversight and control, compliance, competing business interests, financial liabilities, and difficulties to dispose of the stake due to the existence of preemptive rights. Disputes with joint venture partners may result in the loss of business opportunities or intellectual property or disruption to, or termination of, the relevant joint venture, as well as to litigation or other legal proceedings. In the event that risks related to oversight and control, compliance, competing business interests, financial liabilities, and difficulties to dispose of the stake, in respect of joint ventures, joint venture partners and minority shareholders materialize, this could result in financial, reputational, and legal consequences, which could have a material adverse effect on our business, results of operations, and financial condition.

Investment partners may have economic or other interests that do not align with our interests. Furthermore, investment partners may be in a position to take or influence actions contrary to our interests and plans, which may create impasses on decisions and affect our ability to implement our strategies and dispose of the affected concession or entity.

In certain situations, we may not have a controlling stake, and consequently, payment of dividends to us may be blocked by our partners, which may result in us not being able to optimize the management and value of the specific joint venture or partnership. Finally, as a result of different interests between the partners, disputes may develop, resulting in us incurring litigation or arbitration costs and distracting our management from its other tasks. Any of these factors may adversely affect our business, financial condition, and results of operations.

Examples of projects in which we do not have a controlling stake include some of our main assets, such as our 43.2% ownership interest in 407 International Inc., the concession operator of the 407 ETR, our 24.9% ownership interest in IRB Infrastructure Developers ("IRB"), an Indian toll road builder and operator, and our indirect 49.0% ownership interest in JFK NTO, the concessionaire entity that manages the NTO at JFK concession.

For the year ended December 31, 2023, our total dividends received from our infrastructure assets amounted to EUR 741 million, of which EUR 417 million were received from consolidated entities (56.3% of such total dividends) and EUR 324 million were received from equity-accounted companies (i.e., business activities with companies in which joint control is identified) from joint venture and partnership operations (43.7% of such total dividends).

In addition, the success of our joint ventures and partnerships depends on the partner's satisfactory performance of their obligations. If our partners fail to satisfactorily perform their obligations as a result of financial or other difficulties, the joint venture or partnership may be unable to adequately perform contracted services. Under these circumstances, we may be required to make additional investments to ensure the adequate performance of the contracted services.

Furthermore, mainly in connection with the Construction Business Division, we could be jointly and severally liable for both our obligations and those of our partners (although we generally execute counter guarantees with our partners in order to be left harmless). In addition, in the ordinary course of our business, we undertake to provide guarantees and indemnities in respect of the performance of the contractual obligations of our joint venture entities and partnerships. These guarantees and obligations may give rise to a liability to the extent the respective entity fails to perform its contractual obligations. A partner may also fail to comply with applicable laws, rules, or regulations, which may further result in our liability.

Any of the above factors could have a material adverse effect on our business, financial condition, results of operations, and prospects.

3.3. An increase in inflation may negatively affect our results of operations (mainly in the Construction Business Division) and an increase in real rates or an increase in inflation with no economic growth may decrease the value of our assets, which could have a material adverse effect on our business, financial condition, and results of operations.

Although we are positively exposed to inflation risk in general terms, through toll rates with a great degree of flexibility or inflation indexation, under scenarios of low or negative economic growth and high inflation, the additional revenue generated by the toll rate increases may be limited by the negative impact of such increases on traffic volumes. In addition, if real rates (interest rates adjusted for the effects of inflation) increase, the value of our assets may be affected, as the effect on present value of discount rates would be offsetting the benefits of inflation in toll highways.

The recent rise in inflation may have an adverse effect on operating margins under the construction contracts due to increases in the cost of raw materials and energy, which may affect expected profitability. Although this risk is partially mitigated in certain jurisdictions by inflation-related price adjustment clauses in contracts (such as in Poland and in certain contracts in Spain), the risk may not be adequately hedged from the effects of inflation, which could have a material adverse effect on our business, financial condition, and results of operations.

We have entered into an inflation derivative in connection with Autema, a toll road project in Spain, in order to fix the inflation component of our revenue from this project. An increase in inflation would have a negative fair value impact on this derivative, and could as such have a material adverse effect on our business, financial condition, and results of operations.

3.4. Exchange rate fluctuations could have a material adverse effect on our business, financial condition, and results of operations.

We have exposure to foreign currency, mainly to the pound sterling, the U.S. dollar, the Indian rupee, the Canadian dollar, the Polish zloty, the Chilean peso, the Colombian peso, and the Australian dollar.

Our foreign exchange rate risks arise primarily from:

i. our international presence, through our investments and businesses in countries that use currencies other than the euro;

ii. debt denominated in currencies other than that of the country where the business is conducted or the home country of the company incurring such debt; and

iii. trade receivables or payables in a foreign currency to the currency of the company with which the transaction was registered.

In analyzing sensitivity to exchange rate effects, we estimate that a 10% depreciation in the value of the euro at year-end 2023 against the main currencies in which we hold investments would have an impact on our equity attributable to shareholders of EUR 215 million, of which 26% would relate to the impact of the Canadian dollar, 21% to the U.S. dollar, 12% to the pound sterling and 19% to the Indian rupee.

We establish our hedging strategy by analyzing past fluctuations in both short- and long-term exchanges rates and have monitoring mechanisms in place, such as future projections and long-term equilibrium exchange rates. These hedges are made by arranging foreign currency indebtedness, foreign currency deposits, or financial derivatives.

Although we enter into foreign exchange derivatives to cover our significant future expected operations and cash flows, any current or future hedging contracts or foreign exchange derivatives we enter into may not adequately protect our operating results from the effects of exchange rate fluctuations which could have a material adverse effect on our business, financial condition, and results of operations. We are subject to the creditworthiness, and, in certain circumstances, the early termination of the hedging agreements by hedge counterparties.

We cannot assure that future exchange rate fluctuations will not have a material adverse effect on our business, financial condition, and results of operations.

3.5. Interest rate fluctuations may affect our net financial expense, which could have a material adverse effect on our business, financial condition, and results of operations.

Interest rate fluctuations affect our business, which may impact our net financial expense due to the variable interest on financial assets and liabilities, as well as the measurement of financial instruments arranged at fixed interest rates.

Certain of our indebtedness bears interest at variable rates, generally linked to market benchmarks such as EURIBOR, Secured Overnight Financing Rate ("SOFR"), London Interbank Offered Rate ("LIBOR"), and Sterling Overnight Interbank Average Rate ("SONIA"). Any increase in interest rates would increase our finance costs relating to variable rate indebtedness and increase the costs of refinancing existing indebtedness and of issuing new debt. This interest rate fluctuation risk is particularly important in the financing of infrastructure projects and other projects, which are heavily leveraged in their early stages and the performance of which depends on possible changes in the interest rate.

For example, a linear increase of 100 basis points in market interest rate curves as of December 31, 2023 would increase financial expenses in our income statement by an estimated EUR 4 million, of which EUR 1 million would relate to our interest in infrastructure project companies and EUR 3 million would relate to our interest in ex-infrastructure project companies. This impact would be offset by any increases in financial results due to the expected higher return of cash held by us as of that specific date.

Although we enter into hedging arrangements to cover interest rate fluctuations on a portion of its debt, any current or future hedging contracts or financial derivatives entered into by us may not adequately protect our operating results from the effects of interest rate fluctuations, which could have a material adverse effect on our business, financial condition, and results of operations. We are subject to the creditworthiness of hedge counterparties and, in certain circumstances, the early termination of the hedging agreements by hedge counterparties in the context of interest rate risk arrangement.

We cannot assure that future interest rate fluctuations would not have a material adverse effect on our business, financial condition, and results of operations.

3.6. We may not be able to effectively manage the exposure of our liquidity risk, which could have a material adverse effect on our business, financial condition, and results of operations.

Our assets, especially our infrastructure assets, must be able to secure significant levels of financing for us to be able to carry out our operations (for example, regarding the NTO at JFK or AGS). Certain industries in which we operate, such as airports and toll roads, are by nature capital-intensive businesses. Therefore, the development and operation of our assets, especially infrastructure concession assets, require a high level of financing.

Our ability to secure financing depends on several factors, many of which are beyond our control, including:

i. general economic conditions;

ii. developments in the debt or capital markets;

iii. the availability of funds from financial institutions; and

iv. monetary policy in the markets in which we operate.

Our ability to make payments on and to refinance our debt, as well as to fund future working capital and capital expenditures, will also depend on our future operating performance and ability to generate sufficient cash. Credit markets are subject to fluctuations that may result in periodic tightening of the credit markets, including lending by financial institutions, which will be a source of credit for us, and affect our customers' and suppliers' borrowing and liquidity. There is a risk that the markets that provide funding will not always be available to us due to unexpected events, which may lead to a situation where we cannot honor our liabilities in time. This could also lead to an increase in cost of capital. In such an environment, it may be more difficult and costly for us to refinance our maturing financial liabilities. In addition, if the financial condition of our customers or suppliers is negatively affected by illiquidity, their difficulties could also have a material adverse effect on us.

For example, AGS finances its activities through funds generated from operations and has access to external debt and shareholders' loan facilities. In 2021, Ferrovial injected GBP 35 million in AGS through a combination of equity and a shareholder loan and negotiated amendments and an extension of AGS' debt facility with unanimous approval from all lenders. Under the aforementioned agreement, AGS's debt facility will mature on June 18, 2024. As of the date of this Annual Report an additional GBP 30 million equity commitment remains undrawn (GBP 15 million of which corresponds to our stake in AGS). AGS and its shareholders are confident that new financing facilities will be concluded to support AGS's operational funding needs beyond June 2024. However, if AGS is not able to effectively refinance its debt facility to fund its operational financing needs beyond June 2024, this may have a material adverse effect on our business, financial condition, results of operations, and prospects. Apart from the aforementioned AGS debt facility, there are no other material maturities in the short term (i.e., in 2024) in connection with the financing of infrastructure projects. As it pertains to ex-infrastructure borrowings, there are a number of facilities and bonds maturing in 2024. If we are unable to secure additional financing on favorable terms, or at all, out growth opportunities would be limited and our business, financial condition, and results of operations may be materially adversely affected.

Our ability to effectively manage our credit risk exposure may affect our business, financial condition, and results of operations. We are exposed to the credit risk implied by default on the part of a counterparty (customer, provider, partner, or financial entity), which could impact our business, financial condition, and results of operations.

In spite of signs of recovery in the global economy, the risk of late payments in both the public and private sectors is currently increased due to the effects of the global financial crisis. The cost of government financing and financing of other public entities has also increased due to financial stress in Europe, and this may represent an increased risk for our public sector clients.

Although we actively manage this credit risk through credit scoring and eventually, in certain cases, the use of non-recourse factoring contracts and credit insurance, our risk management strategies may not be successful in limiting our exposure to credit risk, which could adversely affect our business, financial condition, and results of operations.

3.7. We have entered into equity swaps which could result in losses and have a material adverse effect on our business, financial condition, and results of operations.

We entered into equity swaps linked to our share price in order to hedge any potential asset losses derived from the different incentive share plans to which we are a party. Under the general terms of these equity swaps, if, at the maturity date of each equity swap, our share price decreases below a reference share price (i.e., the strike price agreed at the inception of each equity swap), we will make a payment to the counterparty. However, if, at the maturity date of each swap, the share price increases above the reference price, we will receive payment from the counterparty. During the lifetime of the equity swaps, the counterparty will pay us cash amounts equal to the dividends generated by those shares and we will pay the counterparty a floating interest rate.

Further, whilst the equity swaps are not deemed to be hedging derivatives under International Accounting Standards ("IAS"), their market value during a given period of time has an effect on our income statement, which will be positive if the share price increases or negative if the share price decreases during that period. If our share price decreases below the reference price, the market value of the swap will decrease and our business, financial condition, and results of operations may be materially adversely affected.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3.8. The level of some of our Group Companies' contributions to pension schemes in specific entities we participate in the U.K. may vary, which could have a material adverse effect on our business, financial condition, and results of operations.

We have to contribute to the public employee pension scheme in the United Kingdom in connection with our investment in HAH through our interest in FGP, a direct shareholder of HAH. The funding position of Heathrow pension schemes may vary from time to time, including due to fluctuations in investment fair values or changes on actuarial assumptions, thereby affecting the level of Heathrow's pension costs. On November 28, 2023, we announced the planned divestment of our stake in the Heathrow airport. Increased pension costs resulting from variations to our Group Companies' pension schemes' funding positions could, in turn, have a material adverse effect on our business, financial condition, and results of operations.

3.9 Our shareholders in the United States may have difficulty bringing actions and enforcing judgements, against us, our directors, and our executive officers based on the civil liabilities provisions of the federal securities laws or other laws of the United States or any state thereof.

We are incorporated in the Netherlands and the vast majority of our directors and executive officers reside outside the United States, primarily in Spain or the Netherlands. As a result, our shareholders' ability to bring an action against these individuals or us in the United States in the event that the shareholders believe their rights have been infringed under the U.S. federal securities laws or otherwise, or the procedures in relation thereto, may be subject to uncertainties. Even if our shareholders are successful in bringing an action of this kind, whether they can successfully enforce a judgment against our directors, executive officers, or us outside the United States is subject to substantial uncertainty.

4. Risks Relating to Tax

4.1. The Spanish Tax authorities may consider the Merger to fall outside of the Special Tax Neutrality Regime's protection, which could have a material adverse effect on our business, financial condition, and results of operations.

The Company has applied the special tax neutrality regime implemented in Spain pursuant to Chapter VII of Title VII of the Spanish Law 27/2014 of November 27 on Corporate Income Tax and its implementing regulations, as approved by Decree Law 634/2015 of July 10 (the "Spanish CIT Law"), implementing in Spain the Council Directive 2009/133/EC of 19 October 2009 on the common system of taxation applicable to mergers, divisions, partial divisions, transfers of assets and exchanges of shares concerning companies of different Member States and to the transfer of the registered office of an SE or SCE between Member States (the "EU Merger Directive"), to the Merger completed on June 16, 2023. Under this tax neutrality regime, the Merger benefits from total or partial tax neutrality consisting in the deferral of tax due to the capital gains or losses that may have arisen in connection with the Merger while maintaining the tax basis of the assets and shares affected by the Merger.

In connection with the application of the special tax neutrality regime, there is a potential risk of a challenge by the Spanish tax authorities. Specifically, the Spanish tax authorities may, in the course of a tax audit, consider that the Merger did not take place for a valid business reason and instead occurred with the main intention of obtaining a tax advantage, a position that the Company expressly rejects. In such case, the Spanish Tax Authorities may deny the application of such special regime and reverse the intended tax advantages.

Should the Spanish Tax Authorities make such a determination, they will seek to eliminate any intended tax advantage. The main difference in taxation between the Spanish and the Dutch Corporate Income Tax ("CIT") regimes is the participation exemption—while the Netherlands has full participation exemption, in Spain, although the tax payers enjoy a participation exemption, 5.0% of such exempt dividends and gains are included in the CIT taxable base. If the Spanish Tax Authorities conclude that avoidance of the inclusion of 5.0% of the exempt dividends and gains in the CIT taxable base is a tax advantage the Company sought, they may as a result assess the CIT due on the difference between the fair market value of our assets transferred as a result of the Merger not allocated to a branch in Spain and the assets' tax basis. In this regard, the main impact would derive from the gains on the transfer of the Shares; however, only 5.0% of the gains would be effectively subject to taxation at a 25.0% CIT rate; such part of the gains would be further reduced by the carry-forward losses that Ferrovial had and deductible expenses, including financial expenses and pending tax credits.

Although the Company does not believe the foregoing would materially affect our overall business or financial condition, the tax impact will depend on the appraisal of transferred assets market value made by the competent authorities, and it could nevertheless result in a significant additional cost.

4.2. We are subject to complex tax laws, including changes thereof, in the jurisdictions in which we operate which could have a material adverse effect on our business, financial condition, results of operations, cash flows, and prospects.

We are subject to complex tax legislation in the jurisdictions in which we operate. Our tax treatment depends on the determination of facts and interpretation of complex provisions of applicable tax law, for which no clear precedent or authority may be available. Any failure to comply with the tax laws or regulations applicable to us may result in reassessments, late payment interest, fines, and penalties.

We are exposed to risks based on transfer pricing rules applying to intragroup transactions. Pursuant to such rules, related companies and enterprises are required to conduct inter-company transactions at arm's length (i.e., on terms which would also apply among unrelated third parties in comparable transactions) and to sufficiently document the relevant transactions. Although we endeavor to follow such arm's length principle, tax authorities might challenge the transfer pricing model we have implemented, which may result in disputes, double taxation in two or more jurisdictions, and the imposition of interest and penalties on underpaid taxes.

The tax rules applicable to us are consistently under review by persons involved in the legislative process and tax authorities, which may result in the passing of new tax laws, new or revised interpretations of established concepts, statutory changes, new reporting obligations, revisions to regulations, and other modifications and interpretations. Our present tax treatment may be modified by administrative, legislative, or judicial interpretation at any time, and any such action may apply on a retroactive or retrospective basis.

Any change in current tax legislation (including conventions for the avoidance of double taxation) in the countries where we operate or a change in the interpretation of such legislation by the tax authorities, as well as any change in accounting standards as a result of the application of tax regulations, could have a material adverse effect on our business, operating results, and financial position of the Company and our Group Companies. There is also a risk that unexpected tax expenses may arise or that tax authorities may challenge the general transfer pricing policy we have adopted, which could have a material adverse effect on our business, operating results, and financial position.

We continue to assess the impact of changes in tax laws and interpretations on our businesses and may determine that changes to our structure, practice, tax positions, or the manner in which we conduct our businesses are necessary in light of such changes and developments in the tax laws of the jurisdictions in which we operate. Such changes may nevertheless be ineffective.

For example, the G20/OECD Inclusive Framework has been working on addressing the tax challenges arising from the digitalization of the economy. One of the solutions to address the impact and consequence of the digitalization of the global economy is the Organization for Economic Cooperation and Development's (the "OECD") Pillar One and Pillar Two blueprints, released on October 12, 2020. Pillar One refers to the re-allocation of taxing rights to jurisdictions where sustained and significant business is conducted, regardless of a physical presence, and Pillar Two contains a minimum tax to be paid by the multinational enterprises. On December 14, 2022, the EU approved implementation of Pillar Two.

The Dutch legislative proposal to transpose Pillar Two in the Dutch corporate tax system, titled "Minimum Tax Act 2024 (Pillar Two)", entered into force on January 1, 2024.

This measure aims to ensure that multinationals are subject to a corporation tax rate of at least 15.0%, preventing them from shifting profits to low-tax jurisdictions in order to minimize the tax that they pay. The Company's current view is that the Minimum Tax Rate Act 2024 should not lead to adverse tax consequences for the Group, but this measure could have an adverse effect on the Company's tax compliance burden. In principle, the Minimum Tax Rate Act 2024 should not lead to an increase in taxes payable by us, as we develop our activity in jurisdictions with a nominal tax rate for CIT purposes above the minimum 15.0% threshold, but it could have an adverse effect due to the potential increase in our tax compliance obligations.

The original treatment of a tax-relevant matter in a tax return, tax assessment, or otherwise could later be found incorrect and as a result, we may be subject to additional taxes, interest, penalty payments, and social security payments. Such reassessment may be due to an interpretation or view of laws and facts by tax authorities in a manner that deviates from our view.

We are subject to tax audits by the respective tax authorities on a regular basis. As a result of ongoing and future tax audits or other reviews by the tax authorities, additional taxes could be imposed that exceed the provisions reflected in previous financial statements. This could lead to an increase in our tax obligations, either as a result of the relevant tax payment being assessed directly against the Company or as a result of becoming liable for the relevant tax as a secondary obligor due to the primary obligor's failure to pay such taxes. Consequently, we may have to engage in tax litigation to defend or achieve results reflected in prior estimates, declarations, or assessments which may be time-consuming and expensive. We are subject to pending litigation on tax matters which could result in a material amount of tax becoming payable. For further details, see "—3. The final outcome of ongoing tax proceedings could adversely affect our after-tax profitability and financial results."

The materialization of any of the above risks could have a material adverse effect on our business, financial condition, results of operations, cash flows, and prospects.

4.3. The final outcome of ongoing tax proceedings could adversely affect our after-tax profitability and financial results.

We are a Dutch-based Group with operations in several countries and, thus, are subject to tax in multiple jurisdictions. Significant judgment is required in determining our global provision for income taxes, deferred tax assets and liabilities and in evaluating our tax positions in these jurisdictions. For further details, see "—2. We are subject to complex tax laws, including changes thereof, in the jurisdictions in which we operate which could have a material adverse effect on our business, financial condition, results of operations, cash flows, and prospects." We are subject to tax audits and tax litigation, which could be complex and may require an extended period of time to resolve. While we believe that our tax positions are consistent with the tax laws of the jurisdictions in which we conduct our business, it is possible that these positions may be overturned by the relevant tax authorities.

Specifically, we are currently involved in a tax proceeding relating to a previous tax assessments at a supranational level. The outcome of this or any future tax proceedings may have a significant impact on our tax provisions and could have a material adverse effect on our business, financial condition, results of operations, cash flows, and prospects.

4.4 Potential amendments on the convention for the avoidance of double taxation between the Netherlands and Spain may provide less benefits to the Group and the Company's shareholders, which can potentially lead to adverse tax consequences for either the Group or the Company's shareholders.

The convention for the avoidance of double taxation between the Netherlands and Spain, entered into by those countries on June 16, 1971, is currently being renegotiated. The existing tax treaty provides for rules that reduce or eliminate double taxation of income earned by residents of either country from sources within the other country. Consequently, the Group and the Company's shareholders may currently, under the terms of the existing tax treaty, be entitled to tax benefits, such as exemption from certain income taxation, reduced tax rates, and other benefits. As a consequence of the treaty renegotiation, a new or amended tax treaty may be concluded which differs from the current tax treaty, which can potentially lead to adverse tax consequences for either the Group or the Company's shareholders, or both, to the extent they are currently entitled to benefits of the existing tax treaty.

4.5 The recoverability of our deferred tax assets may be subject to certain limitations, which could have a material adverse effect on our business, financial position, results of operations, and prospects.

As of December 31, 2023, a significant portion of our recognized deferred tax assets were tax loss carry-forwards and prepaid taxes from losses incurred by the Company and its subsidiaries. In Spain, for the purpose of assessing the recoverability of tax loss carry-forwards by our Spanish tax consolidated group, we have decided not to record all the tax credits for accounting purposes, in view of a reasonable doubt that they may be recovered in the short- or medium-term.

Our current and deferred income taxes may be further impacted by events and transactions arising in the normal course of business, as well as by special non-recurring items or changes in the applicable tax laws. Changes in the assumptions and estimates made by our management may result in our inability to recover our deferred tax assets if we consider that it is not probable that a taxable profit will be available against which the deductible temporary difference can be used. A future change in applicable tax laws could also limit our ability to recover our deferred tax assets. Additionally, currently ongoing or potential future tax audits and adverse determinations by the Spanish tax authorities may affect the recoverability of our deferred tax assets.

Specifically, we currently have ongoing litigation with respect to our CIT assessments pertaining to the tax years 2016 through 2023. On January 18, 2024, the Spanish Supreme Court issued a decision declaring unconstitutional the Royal Decree-Law 3/2016, on tax measures aimed at the consolidation of public finances. This decision could affect the outcome of our ongoing CIT litigation. Should the final outcome of the CIT litigation be favorable, which we believe is likely following the Spanish Supreme Court's unconstitutionality decision, it may results in our tax credits being recoverable and available to the Group in connection with its future CIT filings.

Moreover, as a result of the Merger, the Company's and its Dutch subsidiaries' ability to use carry-forward losses and other tax attributes for Dutch tax purposes that arose prior to the Merger to offset taxable income that arises after the Merger may be subject to certain limitations, as certain rules apply to restrict such an entity's use of carry-forward losses incurred prior to the Merger only to profits arising after the Merger that are attributable to such entity. Any such limitation on the Company's or its Dutch subsidiary's use of carry-forward losses or other tax attributes may adversely affect our business, financial position, results of operations, and prospects.

The Company and its Spanish subsidiaries that apply the special CIT group regime ("CIT Group Regime") allowing entities residing in Spain and permanent establishments forming part of a group regime to be taxed as a single CIT payer (the "Spanish CIT group") would also face restrictions on its ability to use carry-forward losses and other tax attributes for Spanish tax purposes.

4.6 If the Company ceases to be a resident in the Netherlands for the purposes of a tax treaty concluded by the Netherlands and in certain other events, the Company's shareholders could potentially be subject to a proposed Dutch dividend withholding tax in respect of a deemed distribution of the entire market value of the Company less paid-up capital.

Under a law proposal currently pending before the Dutch parliament, the DWT Exit Tax, the Company will be deemed to have distributed an amount equal to its entire market capitalization less recognized paid-up capital immediately before the occurrence of certain events, including if the Company ceases to be a Dutch tax resident for purposes of a tax treaty concluded by the Netherlands with another jurisdiction and becomes, for purposes of such tax treaty, exclusively a tax resident of that other jurisdiction, which is the "qualifying jurisdiction." A qualifying jurisdiction is a jurisdiction other than a member state of the EU/EEA that does not impose a withholding tax on distributions, or that does impose such tax but that grants a step-up for earnings attributable to the period prior to the Company becoming exclusively a resident in such jurisdiction. This deemed distribution would be subject to a 15.0% tax insofar it exceeds a franchise of EUR 50 million. The tax is payable by the Company as a withholding agent. A full exemption applies to entities and individuals who are resident in an EU/EEA member state or a state that has concluded a tax treaty with the Netherlands that contains a dividend article, provided the Company submits a declaration confirming the satisfaction of applicable conditions by qualifying shareholders within one month following the taxable event. The Company would be deemed to have withheld the tax on the deemed distribution and have a statutory right to recover this from the shareholders. Dutch resident shareholders qualifying for the exemption are entitled to a credit or refund, and non-Dutch resident shareholders qualifying for the exemption are entitled to a refund, subject to applicable statutory limitations, provided the tax has been actually recovered from them.

The DWT Exit Tax has been amended several times since its initial proposal and is under ongoing discussion. It is therefore not certain whether the DWT Exit Tax would be enacted and if so, in what form. If enacted in its present form, the DWT Exit Tax will have retroactive effect as from December 8, 2021.

4.7. The Company operates so as to be treated exclusively as a resident of the Netherlands for tax purposes, but other jurisdictions may also claim taxation rights over the Company, which could have a material adverse effect on our business, financial condition, results of operations, cash flows, and prospects, and on the net cash proceeds received by the Company's shareholders in respect of distributions by the Company.

The Company has established its organizational and management structure in such a manner that the Company should be regarded to have its residence for tax purposes exclusively in the Netherlands and to exclusively qualify as a Dutch tax resident for purposes of the Dutch Dividend Withholding Tax Act (the "DWTA") and the Dutch Corporate Income Tax Act.

However, the determination of the Company's residency for tax purposes depends primarily upon its place of effective management, which is largely a question of fact, based on all relevant circumstances. Therefore, no assurance can be given regarding the final determination of the Company's tax residency by the relevant tax authorities. If the tax authorities of a jurisdiction other than the Netherlands take the position that the Company should be treated as a tax resident of exclusively that jurisdiction (including for purposes of a tax treaty), the Company may be liable to pay an exit tax for Dutch income tax purposes and may also become subject to income tax in such other jurisdiction. See "—6. If the Company ceases to be a resident in the Netherlands for the purposes of a tax treaty concluded by the Netherlands and in certain other events, the Company's shareholders could potentially be subject to a proposed Dutch dividend withholding tax in respect of a deemed distribution of the entire market value of the Company less paid-up capital." In addition, this assessment would result in the Company no longer being part of the Dutch fiscal unity headed by it, which may subsequently result in certain deconsolidation charges becoming due, and the loss or restriction of certain tax assets such as carry-forward tax losses.

If the Company is regarded to also have its residence for tax purposes in any other jurisdiction(s) than the Netherlands, the shareholders could become subject to dividend withholding tax in such other jurisdiction(s), as well as in the Netherlands.

In each case, this could have a material adverse effect on our business, financial condition, results of operations, cash flows, and prospects, and on the net cash proceeds received by shareholders in respect of distributions by the Company. The impact of these risks differs depending on the jurisdictions and tax authorities involved and the Company's and its shareholders' ability to resolve double taxation issues, for instance through mutual agreement procedures and other dispute resolution mechanisms under an applicable tax treaty, the dispute resolution mechanism under Council Directive (EU) 2017/1852 of 10 October 2017 on tax dispute resolution mechanisms in the European Union (the "EU Arbitration Directive") (in the case of an EU jurisdiction), or judicial review by the relevant national courts. These procedures require substantial time, costs, and efforts, and it is not certain that double taxation issues can be resolved in all circumstances.

4.8 If the Company is classified as a passive foreign investment company for U.S. federal income tax purposes, U.S. investors in the Company's ordinary shares may be subject to adverse U.S. federal income tax consequences.

A non-U.S. corporation will be classified as a passive foreign investment company ("PFIC") for any taxable year if, either: (i) 75.0% or more of its gross income for the taxable year consists of "passive income" for the purposes of the PFIC rules (including dividends, interest, and other investment income, with certain exceptions) or (ii) at least 50.0% of the value of its assets for the taxable year (determined based upon a quarterly average) is attributable to assets that produce or are held for the production of "passive income." The PFIC rules also contain a look-through rule whereby the Company will be treated as owning its proportionate share of the assets and earning its proportionate share of the income of any other corporation in which it owns, directly or indirectly, 25.0% or more (by value) of the stock.

Whether the Company is treated as a PFIC is a factual determination to be made annually after the close of each taxable year and thus may be subject to change. The Company's PFIC status for each taxable year will depend on facts including the composition of the Company's assets and income, as well as the value of the Company's assets (which may fluctuate with the Company's market capitalization) at such time. Based on the nature of the Company's business, the ownership, and the composition of the income, assets, and operations of the Company, although not free from doubt, the Company believes it was not a PFIC for the taxable year ending December 31, 2023.

The determination of the Company's PFIC status is complex and subject to ambiguities. In addition, the Company's PFIC status for the current and future taxable years depends, in large part, on the expected value of its goodwill, which could fluctuate significantly. Moreover, the U.S. Internal Revenue Service ("IRS") or a court may disagree with the Company's determinations, including the manner in which the Company determines the value of the Company's assets and the percentage of the Company's assets that are passive assets under the PFIC rules. Therefore, there can be no assurance that the Company will not be classified as a PFIC for the current taxable year or for any future taxable year.

4.9 Changes to applicable tax laws and regulations or exposure to additional income tax liabilities could affect our future business and profitability.

We are a Dutch company and thus subject to Dutch corporate income tax as well as other applicable local taxes on our operations. Our subsidiaries are subject to the tax laws applicable in their respective jurisdictions of incorporation. New local laws and policy relating to taxes, whether in the Netherlands or in any of the jurisdictions in which our subsidiaries operate, may have an adverse effect on our future business and profitability. Further, existing applicable tax laws, tax rates, statutes, rules, regulations, treaties, administrative practices and principles, judicial decisions or ordinances could be interpreted, changed, modified or applied to us or our subsidiaries in a manner that could adversely affect our after-tax profitability and financial results, in each case, possibly with retroactive effect.

Additionally, there is also a high level of uncertainty in today's tax environment stemming from both global initiatives put forth by the OECD, and unilateral measures being implemented by various countries due to a lack of consensus on these global initiatives. As an example, the OECD has put forth two proposals, Pillar One and Pillar Two, that revise the existing profit allocation and nexus rules (profit allocation based on location of sales versus physical presence) and ensure a minimal level of taxation, respectively (as of November 4, 2021, the OECD published that 137 countries have agreed on Pillar Two at a rate of 15.0%. The Dutch legislative proposal to transpose Pillar Two in the Dutch corporate tax system, titled "Minimum Tax Act 2024 (Pillar Two)", entered into force on January 1, 2024. Further, unilateral measures, such as digital services tax and corresponding toll rates in response to such measures, are creating additional uncertainty. If these initiatives are implemented, they may negatively impact our financial condition, tax liability, and results of operations and could increase our administrative costs.

4.10. Our tax obligations may change or fluctuate, become significantly more complex, or become subject to greater risk of examination by taxing authorities, including as a result of plans to expand our business operations, including to jurisdictions in which tax laws may not be favorable, any of which could adversely affect our after-tax profitability and financial results.

We currently operate in several jurisdictions in addition to the Netherlands and Spain, such as the United States, Canada, the United Kingdom and Poland, among others. In the event that our business expands to additional jurisdictions, our effective tax rates may fluctuate widely. Future effective tax rates could be affected by operating losses in jurisdictions where no tax benefit can be recorded under the International Financial Reporting Standards ("IFRS"), changes in deferred tax assets and liabilities, or changes in tax laws. Factors that could materially affect our future effective tax rates include, but are not limited to:

i. changes in tax laws or the regulatory environment;

ii. changes in accounting and tax standards or practices;

iii. changes in the composition of operating income by tax jurisdiction; and

iv. pre-tax operating results of our business.

Outcomes from audits or examinations by taxing authorities could have an adverse effect on our after-tax profitability and financial condition. Additionally, foreign tax authorities have increasingly focused attention on intercompany transfer pricing with respect to sales of products and services and the use of intangibles. Tax authorities could disagree with our intercompany charges, cross-jurisdictional transfer pricing or other matters and assess additional taxes. If we do not prevail in any such disagreements, our profitability may be affected.

5.
APPENDIX


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ALTERNATIVE PERFORMANCE MEASURES

We present our consolidated financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. In addition, in the Management Report and Consolidated Financial Statements the management provides other non-IFRS regulated financial measures, that we refer to as "APMs" (Alternative Performance Measures) according to the directives of European Securities and Markets Authority (ESMA) or "Non-IFRS measures".

In considering the financial performance of the business, we analyze certain non-IFRS measures, that we classify as:

- Non-IFRS measures related to Operating Results, including Adjusted EBIT and Adjusted EBIT Margin, Adjusted EBITDA and Adjusted EBITDA Margin, Comparable or "Like-for-like" ("LfL") Growth, Fair Value Adjustments, and Order Book.
- Non-IFRS measures related to Liquidity and Capital resources, including Consolidated Net Debt and Ex-Infrastructure Liquidity.
- Other APMs: Total shareholder return, Managed investment, and Economic value generated and distributed.

These non-IFRS measures and APMs are not audited and should not be considered as alternatives to consolidated result for the period, operating result, revenue, cash generated from operating activities or any other performance measures derived in accordance with IFRS as measures of operating performance or operating cash flows or liquidity. We believe that these measures are metrics commonly used by investors to evaluate our performance and that of our competitors. We further believe that the disclosure of these measures is useful to investors, as these measures form the basis of how our executive team and the Board evaluate our performance. By disclosing these measures, we believe that we create for investors a greater understanding of, and an enhanced level of transparency into, some of how our management team operates and evaluates us and facilitates comparisons of the current period's results with prior periods. While similar measures are widely used in the industry in which we operate, the financial measures we use may not be comparable to similarly titled measures used by other companies, nor are they intended to be substitutes for measures of financial performance or financial position as prepared in accordance with EU-IFRS.

1. Non-IFRS Measures: Operating Results

1.1 Adjusted EBIT and Adjusted EBIT Margin

Adjusted EBIT is defined as our net profit/(loss) for the period excluding profit/(loss) net of tax from discontinued operations, income tax/(expense), share of profits of equity-accounted companies, net financial income/(expense) and impairment and disposal of fixed assets. Adjusted EBIT is a non-IFRS financial measure and should not be considered as an alternative to net income or any other measure of our financial performance calculated in accordance with IFRS. Adjusted EBIT does not have a standardized meaning and, therefore, cannot be compared to Adjusted EBIT of other companies.

Adjusted EBIT Margin is defined as Adjusted EBIT divided by our revenues for the relevant period.

The following tables set forth a reconciliation of Adjusted EBIT to our net profit/(loss) for the periods indicated:

	For the year ended December 31,	
	2023	2022
Net profit/(loss)	630	302
Profit/(loss) net of tax from discontinued operations	(16)	(64)
Income tax/(expense)	42	30
Share of profits of equity-accounted companies	(215)	(165)
Net financial income/(expense)	184	320
Impairment and disposal of fixed assets	(35)	6
Adjusted EBIT	**590**	**429**

The following tables set forth a reconciliation of Adjusted EBIT and Adjusted EBIT like for like (For further information regarding Comparable or "Like-for-like" ("LfL") Growth" please see section 1.3) by Business Division to our net profit/(loss) by Business Division for periods indicated::

	For the year ended December 31, 2023					
	Construction	Toll Roads	Airports	Energy Infrastructures and Mobility	Other [1]	Total
	(in millions of euros)					
Net profit/(loss)	104	548	(16)	5	(11)	630
Profit/(loss) net of tax from discontinued operations	-	-	-	-	(16)	(16)
Income tax/(expense)	61	54	20	(6)	(87)	42
Share of profits of equity-accounted companies	-	(198)	(11)	(6)	-	(215)
Net financial income/(expense)	(88)	219	9	(5)	49	184
Impairment and disposal of fixed assets	-	(37)	-	2	-	(35)
Adjusted EBIT	**77**	**586**	**2**	**(10)**	**(66)**	**590**
Fx Impact	-	-	-	-	-	-
L-f-L Adjustments	-	-	(6)	-	-	(6)
Adjusted EBIT L-f-L (I)	**77**	**586**	**(4)**	**(10)**	**(66)**	**584**

[1] Others include management revenues of our headquarters and certain other immaterial non-operating entities
For further information regarding Comparable or "Like-for-like" ("LfL") Growth" please see section 1.3

	For the year ended December 31, 2022					
	Construction	Toll Roads	Airports	Energy Infrastructures and Mobility	Other [1]	Total
	(in millions of euros)					
Net profit/(loss)	60	156	19	(15)	82	302
Profit/(loss) net of tax from discontinued operations	-	-	-	-	(64)	(64)
Income tax/(expense)	5	39	(2)	4	(16)	30
Share of profits of equity-accounted companies	(1)	(158)	(7)	1	-	(165)
Net financial income/(expense)	(1)	350	(19)	8	(18)	320
Impairment and disposal of fixed assets	-	3	-	3	-	6
Adjusted EBIT	**63**	**390**	**(9)**	**0**	**(16)**	**429**
Fx Impact	6	(8)	0	(1)	0	(2)
L-f-L Adjustments	-	9	-	(34)	-	(25)
Adjusted EBIT L-f-L (II)	**69**	**391**	**(9)**	**(34)**	**(16)**	**401**
VAR. L-f-L Growth (I) vs. (II)	**12%**	**50%**	**60%**	**69%**	**n.s.**	**45%**

[1] Others include management revenues of our headquarters and certain other immaterial non-operating entities
For further information regarding Comparable or "Like-for-like" ("LfL") Growth" please see section 1.3

The table below sets out our Adjusted EBIT by Business Division for the periods indicated:

	For the year ended December 31,			
	2023	2022	%Variation	%LfL
	(in millions of euros)			
Toll Roads	586	390	50%	50%
Airports	2	(9)	127%	60%
Construction	77	63	23%	12%
Energy Infrastructures and Mobility	(10)	0	n.s.	69%
Others[1]	(66)	(16)	n.s.	n.s.
Total	**590**	**429**	**37%**	**45%**

[(1)]Others include management revenues of our headquarters and certain other immaterial non-operating entities.

1.2 Adjusted EBITDA and Adjusted EBITDA MarginAdjusted EBITDA and Adjusted EBITDA Margin

Adjusted EBITDA is defined as our net profit/(loss) for the period excluding profit/(loss) net of tax from discontinued operations, income tax/(expense), share of profits of equity-accounted companies, net financial income/(expense), impairment and disposal of fixed assets and charges for fixed asset and right of use of leases depreciation and amortization. Adjusted EBITDA is a non-IFRS financial measure and should not be considered as an alternative to net income or any other measure of our financial performance calculated in accordance with IFRS. We use Adjusted EBITDA to provide an analysis of our operating results, excluding depreciation and amortization, as they are non-cash variables, which can vary substantially from company to company depending on accounting policies and accounting valuation of assets. Adjusted EBITDA is used as an approximation to pre-tax operating cash flow and reflects cash generation before working capital variation.

Adjusted EBITDA is a measure which is widely used to track our performance and profitability as well as to evaluate each of our businesses and the level of debt by comparing the Adjusted EBITDA with Consolidated Net Debt. However, Adjusted EBITDA does not have a standardized meaning and, therefore, cannot be compared to Adjusted EBITDA of other companies.

Adjusted EBITDA Margin is defined as Adjusted EBITDA divided by our revenues for the relevant period.

The following tables set forth a reconciliation of Adjusted EBITDA to our net profit/(loss) and Adjusted EBITDA Margin for the periods indicated:

	For the year ended December 31,	
	2023	2022
Net profit/(loss)	630	302
Profit/(loss) net of tax from discontinued operations	(16)	(64)
Income tax/(expense)	42	30
Share of profits of equity-accounted companies	(215)	(165)
Net financial income/(expense)	184	320
Impairment and disposal of fixed assets	(35)	6
Fixed asset depreciation	401	299
Adjusted EBITDA	**991**	**728**

The following tables set forth a reconciliation of Adjusted EBITDA and Adjusted EBITDA like for like to our net profit/ (loss) by Business Division for the periods indicated:

	For the year ended December 31, 2023 (in millions of euros)					
	Construction	Toll Roads	Airports	Energy Infrastructures and Mobility	Other [1]	Total
Net profit/(loss)	104	548	(16)	5	(11)	630
Profit/(loss) net of tax from discontinued operations	-	-	-	-	(16)	(16)
Income tax/(expense)	61	54	20	(6)	(87)	42
Share of profits of equity-accounted companies	-	(198)	(11)	(6)	-	(215)
Net financial income/(expense)	(88)	219	9	(5)	49	184
Impairment and disposal of fixed assets	-	(37)	-	2	-	(35)
Fixed asset depreciation	140	212	19	20	8	401
Adjusted EBITDA	**218**	**799**	**22**	**10**	**(57)**	**991**
Fx Impact	-	-	-	-	-	-
L-f-L Adjustments	-	-	(13)	-	-	(13)
Adjusted EBITDA L-f-L (I)	**218**	**799**	**9**	**10**	**(57)**	**978**

[1] Others include management revenues of our headquarters and certain other immaterial non-operating entities.
For further information regarding Comparable or "Like-for-like" ("LfL") Growth" please see section 1.3

	For the year ended December 31, 2022 (in millions of euros)					
	Construction	Toll Roads	Airports	Energy Infrastructures and Mobility	Other [1]	Total
Net profit/(loss)	60	156	19	(15)	82	302
Profit/(loss) net of tax from discontinued operations	-	-	-	-	(64)	(64)
Income tax/(expense)	5	39	(2)	4	(16)	30
Share of profits of equity-accounted companies	(1)	(158)	(7)	1	-	(165)
Net financial income/(expense)	(1)	350	(19)	8	(18)	320
Impairment and disposal of fixed assets	-	3	-	3	-	6
Fixed asset depreciation	113	160	7	12	7	299
Adjusted EBITDA	**176**	**550**	**(2)**	**13**	**(9)**	**728**
Fx Impact	6	(11)	0	(0)	(0)	(6)
L-f-L Adjustments	-	-	-	(26)	-	(26)
Adjusted EBITDA L-f-L (II)	**182**	**539**	**(2)**	**(14)**	**(9)**	**696**
VAR. L-f-L Growth (I) vs. (II)	**20%**	**48%**	**n.s.**	**171%**	**n.s.**	**41%**

[1] Others include management revenues of our headquarters and certain other immaterial non-operating entities.
For further information regarding Comparable or "Like-for-like" ("LfL") Growth" please see section 1.3

The table below sets out our Adjusted EBITDA by Business Division for the periods indicated:

	For the year ended December 31,			
	2023	2022	%Variation	%LfL
	(in millions of euros)			
Toll Roads	799	550	45%	48%
Airports	22	(2)	n.s.	n.s.
Construction	218	176	24%	20%
Energy Infrastructures and Mobility	10	13	(24%)	171%
Others[1]	(57)	(9)	n.s.	n.s.
Total	**991**	**728**	**36%**	**41%**

(1)Others include management revenues of our headquarters and certain other immaterial non-operating entities.

Additional disclosures regarding Adjusted EBIT, Adjusted EBIT Margin, Adjusted EBITDA and Adjusted EBITDA Margin.

The table below sets forth a reconciliation of Adjusted EBIT to our net profit/ (loss), Adjusted EBIT Margin, Adjusted EBITDA and Adjusted EBITDA Margin by subdivisions of Construction for periods indicated:

	For the year ended December 31, 2023			
	Budimex	Webber	F Co.	Construction
	(in millions of euros)			
Net profit/(loss)	155	30	(81)	104
Profit/(loss) net of tax from discontinued operations	-	-	-	-
Income tax/(expense)	40	11	10	61
Share of profits of equity-accounted companies	(0)	0	0	-
Net financial income/(expense)	(31)	(6)	(51)	(88)
Impairment and disposal of fixed assets	-	-	-	-
Adjusted EBIT (I)	**164**	**35**	**(122)**	**77**
Fixed asset depreciation	34	42	65	141
Adjusted EBITDA (III)	**199**	**77**	**(57)**	**218**
Revenues	**2,160**	**1,300**	**3,611**	**7,070**
Adjusted EBIT Margin	**7.6%**	**2.7%**	**-3.4%**	**1.1%**
Adjusted EBITDA Margin	**9.2%**	**5.9%**	**-1.6%**	**3.1%**

For further information regarding Comparable or “Like-for-like” (“LfL”) Growth" please see section 1.3

	For the year ended December 31, 2022			
	Budimex	Webber	F Co.	Construction
	(in millions of euros)			
Net profit/(loss)	113	18	(71)	60
Profit/(loss) net of tax from discontinued operations	-	-	-	-
Income tax/(expense)	22	5	(21)	5
Share of profits of equity-accounted companies	(0)	0	(1)	(1)
Net financial income/(expense)	(18)	11	6	(1)
Impairment and disposal of fixed assets	0	-	(0)	-
Adjusted EBIT	**117**	**33**	**(87)**	**63**
Fixed asset depreciation	32	40	41	113
Adjusted EBITDA	**149**	**73**	**(46)**	**176**
Revenues (V)	**1,842**	**1,194**	**3,428**	**6,463**
Adjusted EBIT Margin	**6.3%**	**2.8%**	**-2.5%**	**1.0%**
Adjusted EBITDA Margin	**8.1%**	**6.1%**	**-1.3%**	**2.7%**
Fx Impact	4	(1)	3	6
Adjusted EBIT LfL (II)	**121**	**32**	**(84)**	**69**
Fx Impact	5	(2)	3	6
Adjusted EBITDA LfL (IV)	**154**	**71**	**(43)**	**182**
Fx Impact	58	(31)	(58)	(31)
Revenues LfL (VI)	**1,900**	**1,163**	**3,370**	**6,432**
VAR. L-f-L Growth (I) vs. (II)	**36.3%**	**9.8%**	**n.s.**	**11.9%**
VAR. L-f-L Growth (III) vs. (IV)	**29.1%**	**8.5%**	**n.s.**	**19.6%**
VAR. L-f-L Growth (V) vs. (VI)	**13.7%**	**11.8%**	**7.1%**	**9.9%**

For further information regarding Comparable or "Like-for-like" ("LfL") Growth" please see section 1.3

The following table forth a reconciliation of Adjusted EBIT and Adjusted EBIT Margin, Adjusted EBITDA and Adjusted EBITDA Margin, by USA Toll Roads for the periods indicated. The information is provided in Appendix I – Toll Roads Details by assets in euros, and the conversion to USD is made by applying the average exchange rate for the periods indicated (reported in appendix II -Exchange rate movements):

(USD million)		NTE			LBJ	
Global consolidation	2023	2022	VAR.	2023	2022	VAR.
Net profit/(loss)	176	133	32.7%	48	20	145.3%
Income tax/(expense)	1	0		1	0	
Net financial income/(expense)	50	52	-4.1%	80	81	-0.8%
Adjusted EBIT	**227**	**185**	**22.7%**	**130**	**101**	**28.2%**
Fixed asset depreciation	28	29		28	27	
Adjusted EBITDA	**255**	**213**	**19.5%**	**158**	**128**	**23.5%**
Revenues	289	243	19.0%	193	159	20.9%
Adjusted EBIT Margin	**78.5%**	**76.1%**		**67.2%**	**63.4%**	
Adjusted EBITDA Margin	**88.3%**	**87.9%**		**81.9%**	**80.1%**	

(USD million)		NTE 35W			I-77		I-66
Global consolidation	2023	2022	VAR.	2023	2022	VAR.	2023
Net profit/(loss)	96	76	26.8%	46	19	147.2%	(40)
Income tax/(expense)	1	0		0	0		0
Net financial income/(expense)	59	39	49.4%	8	11	-24.2%	110
Adjusted EBIT	**156**	**115**	**35.0%**	**55**	**30**	**83.2%**	**70**
Fixed asset depreciation	39	23		11	8		59
Adjusted EBITDA	**195**	**139**	**40.3%**	**66**	**38**	**72.4%**	**129**
Revenues	234	168	39.4%	91	61	50.5%	167
Adjusted EBIT Margin	**66.4%**	**68.6%**		**59.8%**	**49.2%**		**41.9%**
Adjusted EBITDA Margin	**83.1%**	**82.6%**		**72.0%**	**62.9%**		**76.9%**

The table below sets out our Adjusted EBIT and Adjusted EBIT Margin, Adjusted EBITDA and Adjusted EBITDA Margin by subdivisions of Airports for the periods indicated:

	For the year ended December 31, 2023		
	Dalaman	Others Airports projects and HQ	Airports
		(in millions of euros)	
Net profit/(loss)	(17)	1	(16)
Profit/(loss) net of tax from discontinued operations	-	-	-
Income tax/(expense)	19	1	20
Share of profits of equity-accounted companies	-	(11)	(11)
Net financial income/(expense)	34	(25)	9
Impairment and disposal of fixed assets	-	-	-
Adjusted EBIT	**36**	**(34)**	**2**
Fixed asset depreciation	19	1	20
Adjusted EBITDA	**55**	**(33)**	**22**
Revenues	71	9	80
Adjusted EBIT Margin	**51%**	**n.s.**	**3%**
Adjusted EBITDA Margin	**78%**	**n.s.**	**27%**
Adjustments L-f-L in Revenues	(24)		
Revenues L-f-L	**47**		
Adjustments L-f-L in EBIT	(6)		
Adjusted EBIT L-f-L	**30**		
Adjustments L-f-L in EBITDA	(13)		
Adjusted EBITDA L-f-L	**42**		

For further information regarding Comparable or "Like-for-like" ("LfL") Growth" please see section 1.3

	For the year ended December 31, 2022		
	Dalaman	Others Airports projects and HQ	Airports
		(in millions of euros)	
Net profit/(loss)	21	(2)	19
Profit/(loss) net of tax from discontinued operations	-	-	-
Income tax/(expense)	(3)	1	(2)
Share of profits of equity-accounted companies	-	(7)	(7)
Net financial income/(expense)	9	(28)	(19)
Impairment and disposal of fixed assets	-	-	-
Adjusted EBIT	**28**	**(37)**	**(9)**
Fixed asset depreciation	7	0	7
Adjusted EBITDA	**35**	**(37)**	**(2)**
Revenues	44	10	54
Adjusted EBIT Margin	**63%**	**n.s.**	**-17%**
Adjusted EBITDA Margin	**79%**	**n.s.**	**-3%**
VAR. Revenues	61%		
VAR. Adjusted EBITDA	59%		
VAR. Adjusted EBIT	31%		
VAR. L-f-L Growth revenues	7%	14%	
VAR. L-f-L Growth EBITDA	23%	23%	
VAR. L-f-L Growth EBIT	8%	8%	

For further information regarding Comparable or "Like-for-like" ("LfL") Growth" please see section 1.3

1.3 Comparable or "Like-for-like" ("LfL") Growth

Comparable Growth, also referred to as "Like-for-like" Growth ("LfL"), corresponds to the relative year-on-year variation in comparable terms of the figures for revenues, Adjusted EBIT and Adjusted EBITDA.

Comparable or "Like-for-like" ("LfL") Growth is a non-IFRS financial measure and should not be considered as an alternative to revenues, net income or any other measure of our financial performance calculated in accordance with IFRS. Comparable or "Like- for-like" ("LfL") Growth is calculated by adjusting each year, in accordance with the following rules:

- Elimination of the exchange-rate effect, calculating the results of each period at the rate in the current period.
- Elimination from Adjusted EBIT of each period the impact of fixed asset impairments.
- In the case of disposals of any of our companies and loss of control thereto, elimination of the operating results of the disposed company when the impact effectively occurred to achieve the homogenization of the operating result.
- Elimination of the restructuring costs in all periods.
- In acquisitions of new companies which are considered material, elimination in the current period of the operating results derived from those companies except in the case where this elimination is not possible due to the high level of integration with other reporting units. Material companies are those the revenues of which represent ≥5% of the reporting unit's revenues before the acquisition.
- In the case of changes in the accounting model of a specific contract or asset, when material, application of the same accounting model to the previous year's operating result.
- Elimination of other non-recurrent impacts (mainly related to tax and human resources) considered relevant for a better understanding of our underlying results in all periods.

We use Comparable or "Like-for-like" ("LfL") Growth to provide a more homogenous measure of the underlying profitability of its businesses, excluding non-recurrent elements which would induce a misinterpretation of the reported growth, impacts such as exchange-rate movements, or changes in the consolidation perimeter which distort the comparability of the information. Additionally, we believe that it allows us to provide homogenous information for better understanding of the performance of each of our businesses.

The following tables set forth a reconciliation of revenues on like-for-like basis to our revenues for the periods indicated:

	For the year ended December 31,	
	2023	2022
Revenues	**8,514**	**7,551**
Exchange rate effect[1]	(0)	(48)
Fixed asset impairments[2]	-	-
Operating results of disposed companies[3]	-	-
Restructuring costs	-	-
Operating results from new acquired companies[4]	(24)	-
Accounting model adjustments[5]	-	-
Non-current impact[6]	4	-
Revenues Comparable (Like-for-like)	**8,494**	**7,503**

[1]Calculation of the results of each period at the exchange rate in the current period.
[2]Elimination of the impact of fixed asset impairments.
[3]Elimination of the operating results of disposed companies when the impact effectively occurred.
[4]Elimination in the current period of the operating results derived from new material companies.
[5]Following the acquisitions of new companies which are considered material, elimination in the current period of the operating results derived from those companies.
[6]Elimination of other non-recurrent impacts (mainly related to tax and human resources).

The following tables set forth a reconciliation of Revenues by Business Division to our net profit/ (loss) by Business Division for the periods indicated:

	For the year ended December 31, 2023					
	Construction	Toll Roads	Airports	Energy Infrastructures and Mobility	Others	Total
	(in millions of euros)					
Revenues	**7,070**	**1,085**	**80**	**334**	**(55)**	**8,514**
Fx Impact	-	-	-	-	-	-
L-f-L Adjustments	-	-	(20)	-	-	(20)
Revenues L-f-L (I)	**7,070**	**1,085**	**60**	**334**	**(55)**	**8,494**

	For the year ended December 31, 2022					
	Construction	Toll Roads	Airports	Energy Infrastructures and Mobility	Others	Total
	(in millions of euros)					
Revenues	**6,463**	**780**	**54**	**296**	**(42)**	**7,551**
Fx Impact	(31)	(16)	()	(1)	(1)	(49)
L-f-L Adjustments	-	-	-	-	-	-
Revenues L-f-L (II)	**6,432**	**764**	**54**	**295**	**(43)**	**7,502**
VAR. L-f-L Growth (I) vs. (II)	**10%**	**42%**	**10%**	**13%**	**-29%**	**13%**

The following tables set forth a reconciliation of Adjusted EBIT on like-for-like basis to our net profit/(loss) for the periods indicated:

	For the year ended December 31,	
	2023	2022
Net profit/(loss)	630	302
Profit/(loss) net of tax from discontinued operations	(16)	(64)
Income tax/(expense)	42	30
Share of profits of equity-accounted companies	(215)	(165)
Net financial income/(expense)	184	320
Impairment and disposal of fixed assets[1]	(35)	6
Adjusted EBIT	**590**	**429**
Exchange rate effect	(0)	(2)
Operating results of disposed companies[2]	-	-
Restructuring costs	-	3
Operating results from new acquired companies[3]	(9)	-
Accounting model adjustments[4]	-	(28)
Non-current impact[5]	2	-
Adjusted EBIT Comparable (Like-for-like)	**584**	**401**

[1]Primarily includes asset impairment and gains or losses on the purchase, sale and disposal of investments companies and associates. When any such acquisitions or disposals of assets results in a takeover or loss of control, the capital gain relating to the updating of the fair value in respect of the stake maintained is recognized as Fair Value Adjustments.
[2]Elimination of the operating results of disposed companies when the impact effectively occurred.
[3]Elimination in the current period of the operating results derived from new material companies.
[4]Following the acquisitions of new companies which are considered material, elimination in the current period of the operating results derived from those companies.
[5]Elimination of other non-recurrent impacts (mainly related to tax and human resources).

The following tables set forth a reconciliation of Adjusted EBITDA on like-for-like basis to our net profit/ (loss) for the periods indicated:

	For the year ended December 31,	
	2023	2022
Net profit/(loss)	630	302
Profit/(loss) net of tax from discontinued operations	(16)	(64)
Income tax/(expense)	42	30
Share of profits of equity-accounted companies	(215)	(165)
Net financial income/(expense)	184	320
Impairment and disposal of fixed assets[1]	(35)	6
Fixed asset depreciation2	401	299
Adjusted EBITDA	**991**	**728**
Exchange rate effect3	-	(6)
Operating results of disposed companies4	-	-
Restructuring costs	-	3
Operating results from new acquired companies5	(15)	-
Accounting model adjustments6	-	(29)
Non-current impact7	2	-
Adjusted EBITDA Comparable (Like-for-like)	**978**	**696**

[1]Primarily includes asset impairment and gains or losses on the purchase, sale and disposal of investments companies and associates. When any such acquisitions or disposals of assets results in a takeover or loss of control, the capital gain relating to the updating of the fair value in respect of the stake maintained is recognized as Fair Value Adjustments.
[2]Comprises mainly by depreciation relating to the Toll Roads and Construction Business Division. Increase +33.8% in the year ended December 31, 2023 to EUR 400 million, as compared to the year ended December 31, 2023, and increase +10.7% in 2022 to EUR 299 million, as compared to 2021.
[3]Calculation of the results of each period at the exchange rate in the current period.
[4]Elimination of the operating results of disposed companies when the impact effectively occurred, which in 2022 primarily related to Dalaman.
[5]Elimination in the current period of the operating results derived from new material companies.
[6]Following the acquisitions of new companies which are considered material, elimination in the current period of the operating results derived from those companies. In 2022, this adjustment was primarily driven by a change in the consolidation method due to the loss of control in Zity.
[7]Elimination of other non-recurrent impacts (mainly related to tax and human resources).

1.4 Fair Value Adjustments

Fair Value Adjustments correspond to the adjustments to our income statement relative to previous results derived from changes in the fair value of derivatives and other financial assets and liabilities, asset impairment, and the impact of the aforementioned elements in the 'equity-accounted results'. Fair Value Adjustments is a non-IFRS financial measure and should not be considered as an alternative to revenues, net income or any other measure of our financial performance calculated in accordance with IFRS.

We use Fair Value Adjustments to evaluate our underlying profitability, as it excludes elements that do not generate cash and which can vary substantially from one year to another due to the accounting methodology used to calculate the fair value.

The following table sets forth a reconciliation of Fair Value Adjustments to the relevant items in our income statement for the periods indicated:

	As of December 31, 2023			
	Total	Fair Value Adjustments		Before Fair Value Adjustments
	(in millions of euros)			
Operating profit / (loss)	625	10	(1)	615
Net financial income/(expense)	(184)	24	(2)	(208)
Share of profits of equity-accounted companies	215	-	(3)	215
Profit/(loss) before tax from continuing operations	**656**	**34**		**622**
Income tax/(expense)	(42)	(1)	(4)	(41)
Profit/(loss) net of tax continuing operations	**614**	**33**		**581**
Profit/(loss) net of tax from discontinued operations	16	-		16
Net profit/(loss)	**630**	**33**		**597**
Net profit/(loss) for the year attributed to non-controlling interests	(170)	(7)	(5)	(163)
Net profit/(loss) for the year attributed to the parent company	**460**	**26**		**434**

[1]Represents net change in the fair value of the Group's financial derivatives that hedge raw materials' price.
[2]Represents (i) net change in the fair value of the Group's financial derivatives, mainly interest rate swaps, index-linked swaps, foreign exchange rate swaps, and equity swaps.
[3]Represents net change in the fair value of financial derivatives from the Group's equity-accounted entities.
[4]Represents income tax impact from the net change in the fair value of the Group's financial derivatives.
[5]Represents non-controlling interest impact from the net change in the fair value of the Group's financial derivatives.

	As of December 31, 2022			
	Total	Fair Value Adjustments		Before Fair Value
	(in millions of euros)			
Operating profit / (loss)	423	1	(1)	422
Net financial income/(expense)	(320)	(52)	(2)	(268)
Share of profits of equity-accounted companies	165	7	(3)	158
Profit/(loss) before tax from continuing operations	**268**	**(44)**		**312**
Income tax/(expense)	(30)	5	(4)	(35)
Profit/(loss) net of tax continuing operations	**238**	**(39)**		**277**
Profit/(loss) net of tax from discontinued operations	64	0		64
Net profit/(loss)	**302**	**(39)**		341
Net profit/(loss) for the year attributed to non-controlling interests	(117)	23	(5)	(140)
Net profit/(loss) for the year attributed to the parent company	**185**	**(16)**		**201**

[1]Represents net change in the fair value of the Group's financial derivatives that hedge raw materials' price.
[2]Represents (i) net change in the fair value of the Group's financial derivatives, mainly interest rate swaps, index-linked swaps, foreign exchange rate swaps, and equity swaps, being the most relevant impacts a loss in Autema toll road project in Spain, relating to the portion of the hedge that was discontinued in 2019 following the change of concession scheme, which was partially offset by the positive impact of breakage of the pre-hedge arranged for the issuance of a planned corporate bond, and (ii) changes in valuation of investments that are fair value accounted.
[3]Represents net change in the fair value of financial derivatives from the Group's equity-accounted entities.
[4]Represents income tax impact from the net change in the fair value of the Group's financial derivatives.
[5]Represents non-controlling interest impact from the net change in the fair value of the Group's financial derivatives.

1.5 Order Book

Order Book corresponds to our income which is pending execution corresponding to those contracts which we have signed and over which we have certainty regarding their future execution. The Order Book is calculated by adding the contracts of the actual year to the balance of the contract Order Book at the end of the previous year, less the income recognized in the current year. The total income from a contract corresponds to the agreed price or rate corresponding to the delivery of goods and/or the rendering of the contemplated services. If the execution of a contract is pending the closure of financing, the income from said contract will not be added to the calculate the Order Book until said financing is closed.

We use the Order Book as an indicator of our future income, as it reflects, for each contract, the final revenue minus the net amount of work performed.

There is no comparable financial measure to the Order Book in IFRS. This reconciliation is based on the order book value of a specific construction being comprised of its contracting value less the construction work completed, which is the main component of the sales figure. Therefore, it is not possible to present a reconciliation of the Order Book to our Financial Statements. We believe the difference between the construction work completed and the revenues reported for the Construction Business Division in the Financial Statements is attributable to the fact that these are subject to, among others, the following adjustments: (i) consolidation adjustments, (ii) charges to joint ventures, (iii) sale of machinery, and (iv) confirming income.

The following table sets forth the Construction Business Division Order Book as of December 31, 2023 and 2022:

	As of December 31,	
	2023	2022
	(in millions of euros)	
Budimex	3,301	3,181
Webber	4,233	3,372
Ferrovial Construction	8,099	8,19
Construction	**15,632**	**14,743**

2. Non-IFRS Measures: Liquidity and Capital Resources

2.1 Consolidated Net Debt

Consolidated Net Debt corresponds to our balance of cash and cash equivalents minus short and long-term borrowings and other financial items that include our non-current restricted cash, the balance related to exchange-rate derivatives (covering both the debt issuance in currency other than the currency used by the issuing company, through forward hedging derivatives, and cash positions that are exposed to exchange rate risk, through cross currency swaps) and other short term financial assets. Lease liabilities are not part of the Consolidated Net Debt. Consolidated Net Debt is a non-IFRS financial measure and should not be considered as an alternative to net income or any other measure of our financial performance calculated in accordance with IFRS.

We further break down our Consolidated Net Debt into two categories:

- Consolidated Net Debt of infrastructure project companies: corresponds to our infrastructure project companies, which has no recourse to us, as a shareholder, or with recourse limited to the guarantees issued.
- Consolidated Net Debt of ex-infrastructure project companies: corresponds to our other businesses, including our holding companies and other companies that are not considered infrastructure project companies. The debt included in this category generally has recourse to the Group.

We also discuss the evolution of our Consolidated Net Debt during any relevant period and split it into two categories: (i) Consolidated Net Debt of ex-infrastructure project companies and (ii) Consolidated Net Debt of infrastructure project companies, separated into the following items:

- change in cash and cash equivalents, as reported in our consolidated cash flows statement for the relevant period;
- change of our short and long-term borrowings for the relevant period; and
- change in additional financial items that we consider part of our Consolidated Net Debt, including changes of non-current restricted cash, changes in balance related to exchange-rate derivatives, changes in intragroup position balances and changes in other short-term financial assets.

We use Consolidated Net Debt to explain the evolution of our global indebtedness and to assist our management in making decisions related to our financial structure.

We also separate Consolidated Net Debt into Consolidated Net Debt of ex-infrastructure project companies and infrastructure project companies, as we find it helpful for investors and rating agencies to show the evolution of our Consolidated Net Debt of excluding infrastructure project companies, because the debt of infrastructure project companies has: (i) no recourse to the Group Companies or (ii) the recourse is limited to guarantees issued by other Group Companies. Net Debt of ex- infrastructure project companies is used by analysts and rating agencies to better understand the indebtedness that has recourse to the Group. For investors and rating agencies, it is important to clearly see and understand whether the rest of the Group is under any obligation to inject capital to repay the debt or cure any potential covenant breach if any of the Group's infrastructure project companies underperform.

Additionally, our equity investors track performance of our infrastructure project companies on a cash basis, namely dividends received and capital invested, that are not shown in our change in cash and cash equivalents reported in our consolidated cash flow statement. Similarly, our debt investors need to know the dividends received from infrastructure project companies, as the key parameters for the rating of corporate bonds are cash flows of ex-infrastructure project companies (the main contributor of which is dividends from infrastructure project companies) and net debt of the ex-infrastructure project companies.

We allocate amounts from the different components of Consolidated Net Debt and its evolution, specifically cash flow as reported in IAS 7, between infrastructure project companies and ex-infrastructure project companies as follows:

- Our consolidated subsidiaries and our equity-accounted companies are classified as infrastructure project companies (infrastructure project companies) or not infrastructure project companies (ex-infrastructure project companies). These two categories are not simultaneously applied to the same company (i.e., any given company is either categorized as an infrastructure project company or an ex-infrastructure project company, but it cannot be both).
- We include as ex-infrastructure project companies all companies (whether consolidated or accounted for as equity-accounted companies) dedicated to construction activities, companies providing services to the rest of the group, and holding companies (including those that are direct shareholders of infrastructure project companies).
- We include as infrastructure project companies, all companies (whether consolidated or accounted for as equity-accounted companies) that meet the definition of "infrastructure project companies" as this is stated in our annual reports: specifically, they are companies, which are part of our toll roads, airports, energy infrastructure and construction businesses. Appendix I to our Consolidated Financial Statements as of December 31, 2023 and 2022 and for the years ended December 31, 2023, 2022 and 2021, includes a complete list of our subsidiaries and associate companies, including details of all companies classified as infrastructure project companies, which are identified with a "P" in the "Type" column.

Specifically, cash flows of ex-infrastructure project companies are comprised of the cash flows generated by all companies classified as ex-infrastructure project companies, after the elimination of transactions between ex-infrastructure project companies. Cash flows of infrastructure project companies are comprised of the cash flows generated by all companies classified as infrastructure project companies, after the elimination of transactions between infrastructure project companies.

The key distinction in the classification between cash flows of ex-infrastructure project companies and cash flows of infrastructure project companies is the treatment of intercompany transactions between ex-infrastructure project companies and infrastructure project companies. These intercompany transactions are comprised of dividends paid by infrastructure project companies to ex-infrastructure project companies and investments of equity paid by ex-infrastructure project companies to infrastructure project companies. We treat these transactions as follows:

- Dividends received by ex-infrastructure project companies from infrastructure project companies are classified as cash flows from operations ex-infrastructure project companies;
- Dividends paid by infrastructure project companies to ex-infrastructure project companies are classified as cash flows from financing of infrastructure project companies;
- Equity investment paid by ex-infrastructure project companies to infrastructure project companies are classified as cash flows from investments ex-infrastructure project companies; and
- Equity investment received by infrastructure project companies from ex-infrastructure project companies are classified as cash flows from financing of infrastructure project companies.

These dividends include dividends and other similar items, comprising (i) interest on shareholder loans and (ii) repayments of capital and shareholder loans.

The equity investment includes the cash invested by the Group in infrastructure project companies through capital contributions or other similar financial instruments such as shareholder loans. These intercompany transactions are eliminated in the consolidated cash flows.

The following table sets forth a reconciliation of Consolidated Net Debt to our cash and cash equivalents for the periods indicated:

	As of December 31,	
	2023	2022
Cash and cash equivalents excluding infrastructure project	(4,585)	(4,962)
Short and long-term borrowings	3,449	3,686
Non-current restricted cash	(32)	(41)
Forwards hedging balances	18	(151)
Cross currency swaps balances	13	5
Intragroup position balances (*)	16	25
Other short term financial assets	-	-
Consolidated Net Debt of ex-infrastructure project companies	**(1,121)**	**(1,439)**
Cash and cash equivalents from infrastructure projects	(204)	(168)
Short and long-term borrowings	7,915	7,967
Non- current restricted cash	(596)	(556)
Intragroup position balances (*)	(16)	(25)
Consolidated Net Debt of infrastructure project companies	**7,100**	**7,219**
Consolidated Net Debt	**5,979**	**5,781**

(*) Intragroup balances are comprised of financial assets (cash) and liabilities (borrowings) between our ex-infrastructure project companies and infrastructure project companies that are eliminated in the consolidation process and therefore have no impact on our Consolidated Net Debt.

The following tables present, for the periods indicated, the changes in Consolidated Net Debt (including separation by ex-infrastructure project companies and infrastructure project companies), as well as the breakdown of our statement of cash flows into cash flows of ex-infrastructure project companies, cash flows of infrastructure project companies and intercompany eliminations.

	As of December 31, 2023			
	Change in Consolidated Net Debt (1+2+3)	Ex-infrastructure project companies (1)	Infrastructure project companies (2)	Intercompany eliminations (3)
	(in millions of euros)			
Cash flow from operating activities	**1,263**	**791**	**890**	**(417)**
Cash flow from/ (used in) investing activities	**(426)**	**(184)**	**(347)**	**104**
Activity Cash Flows (*)	**837**	**607**	**543**	**(313)**
Cash flow from/ (used in) financing activities	**(1,304)**	**(1,146)**	**(471)**	**313**
Effect of exchange rate on cash and cash equivalents	160	161	(1)	-
Change in cash and cash equivalents from assets held for sale	(34)	-	(34)	-
Cash flows (change in cash and cash equivalents) (A)	**(341)**	**(378)**	**37**	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR (B)	**5,130**	**4,962**	**168**	-
CASH AND CASH EQUIVALENTS AT YEAR-END (C=A+B)	**4,789**	**4,584**	**204**	-
SHORT AND LONG-TERM BORROWINGS AND OTHER CONSOLIDATED NET DEBT COMPONENTS AT THE BEGINNING OF YEAR (D)	**10,909**	**3,523**	**7,386**	-
Change in short and long-term borrowings (E)	**(288)**	**(236)**	**(52)**	-
Other changes in consolidated net debt (F)	**146**	**177**	**(31)**	-
SHORT AND LONG-TERM BORROWINGS AND OTHER CHANGES IN CONSOLIDATED NET DEBT AT YEAR-END (G=D+E+F)	10,768	3,465	7,303	-
CONSOLIDATED NET DEBT AT BEGINNING OF YEAR (D-B)	5,780	(1,439)	7,219	-
CONSOLIDATED NET DEBT AT YEAR-END (G-C)	**5,979**	**(1,121)**	**7,099**	-

(*) Activity cash flows represent the sum of items Cash flow from operating activities and Cash flow from/ (used in) investing activities.
(A) Figures in this line item represent change in cash flow figures as reported in our consolidated cash flow statements, as well as the change in cash and cash equivalents ex-infrastructure project companies and change in cash and cash equivalents of infrastructure project companies.
(E) Figures in this line item represent the change in our short and long-term borrowings included in our Consolidated Statement of Financial Position.
(F) Figures in this line item represent: the changes of non-current restricted cash, the changes related to exchange-rate derivatives balances (including forwards and cross currency swaps), the changes in our Intragroup balances related to financial assets and liabilities between our ex-infrastructure project companies and infrastructure project companies with no impact on our Consolidated Net Debt, and changes in other short-term financial assets.
(1) Ex-infrastructure project companies column includes the change in cash and cash equivalents of our ex-infrastructure project companies. Cash flows from (used in) operating activities include dividends received from infrastructure project companies that are globally consolidated and cash flows from (used in) investing activities includes the equity investment by the Group in infrastructure project companies that are globally consolidated. These dividends received and equity investments are eliminated in column Intercompany eliminations.
(2) Infrastructure project companies column includes the change in cash and cash equivalents of our infrastructure project companies. Cash flows from (used in) financing include the dividends paid to shareholders (which include the Group Companies that are not infrastructure project companies), as well as the equity investment received from its shareholders. These dividends paid and equity investments received are eliminated in column Intercompany eliminations.
(3) Intercompany eliminations include eliminations either of the dividends or equity investment, as applicable, of infrastructure project companies that are consolidated on the Group level.

	As of December 31, 2022			
	Change in Consolidated Net Debt (1+2+3)	Ex-infrastructure project companies (1)	Infrastructure project companies (2)	Intercompany eliminations (3)
	(in millions of euros)			
Cash flow from operating activities	**1,002**	**565**	**629**	**(191)**
Cash flow from/ (used in) investing activities	**(732)**	**(421)**	**(720)**	**410**
Activity Cash Flows (*)	**271**	**143**	**(92)**	**219**
Cash flow from/ (used in) financing activities	**(317)**	**(140)**	**42**	**(219)**
Effect of exchange rate on cash and cash equivalents	(283)	(289)	7	-
Change in cash and cash equivalents due to consolidation scope changes	4	-	4	-
Change in cash and cash equivalents from discontinued operations	(81)	(81)	-	-
Cash flows (change in cash and cash equivalents) (A)	**(407)**	**(367)**	**(40)**	
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR (B)	**5,536**	**5,329**	**207**	**-**
CASH AND CASH EQUIVALENTS AT YEAR-END (C=A+B)	**5,130**	**4,962**	**168**	**-**
SHORT AND LONG-TERM BORROWINGS AND OTHER CONSOLIDATED NET DEBT COMPONENTS AT THE BEGINNING OF YEAR (D)	10,051	3,258	6,793	-
Change in short and long-term borrowings (E)	**1,043**	**485**	**558**	-
Other changes in consolidated net debt (F)	**(184)**	**(219)**	**35**	-
SHORT AND LONG-TERM BORROWINGS AND OTHER CONSOLIDATED NET DEBT COMPONENTS AT YEAR-END (G=D+E+F)	**10,910**	**3,524**	**7,386**	-
CONSOLIDATED NET DEBT AT BEGINNING OF YEAR (D-B)	**4,515**	**(2,071)**	**6,586**	-
CONSOLIDATED NET DEBT AT YEAR-END (G-C)	**5,780**	**(1,439)**	**7,219**	-

(*) Activity cash flows represent the sum of items Cash flow from operating activities and Cash flow from/ (used in) investing activities.
(A) Figures in this line item represent change in cash flow figures as reported in our consolidated cash flow statements, as well as the change in cash and cash equivalents ex-infrastructure project companies and change in cash and cash equivalents of infrastructure project companies.
(B) Figures in this line item represent the change in our short and long-term borrowings included in our Consolidated Statement of Financial Position.
(C) Figures in this line item represent: the changes of non-current restricted cash, the changes related to exchange-rate derivatives balances (including forwards and cross currency swaps), the changes in our Intragroup balances related to financial assets and liabilities between our ex-infrastructure project companies and infrastructure project companies with no impact on our Consolidated Net Debt, and changes in other short-term financial assets.
(1) Ex-infrastructure project companies column includes the change in cash and cash equivalents of our ex-infrastructure project companies. Cash flows from (used in) operating activities include dividends received from infrastructure project companies that are globally consolidated and cash flows from (used in) investing activities includes the equity investment by the Group in infrastructure project companies that are globally consolidated. These dividends received and equity investments are eliminated in column Intercompany eliminations.
(2) Infrastructure project companies column includes the change in cash and cash equivalents of our infrastructure project companies. Cash flows from (used in) financing include the dividends paid to shareholders (which include the Group Companies that are not infrastructure project companies), as well as the equity investment received from its shareholders. These dividends paid and equity investments received are eliminated in column Intercompany eliminations.
(3) Intercompany eliminations include eliminations either of the dividends or equity investment, as applicable, of infrastructure project companies that are consolidated on the Group level.

2.2 Ex-Infrastructure Liquidity

Ex-Infrastructure Liquidity corresponds to the sum of the cash and cash equivalents raised from to our ex-infrastructure projects, long-term restricted cash, as well as the committed short and long-term credit facilities which remain undrawn by the end of each period (corresponding to credits granted by financial entities which may be drawn by us within the terms, amount and other conditions agreed in each contract) and forward hedging cash flows.

We use Ex-Infrastructure Liquidity to determine our liquidity to meet any financial commitment in relation to our ex-infrastructure projects. The following table present the ex-infrastructure liquidity for the periods indicated.

The following table sets forth a reconciliation of Ex-Infrastructure Liquidity for the periods indicated.

	As of December 31	
	2023	2022
	(in millions of euros)	
Cash and cash equivalents	4,585	4,962
Non- current restricted cash	32	41
Other short term financial assets	-	-
Undrawn credit lines	789	964
Forward hedging cash flows	(18)	151
Total liquidity ex infrastructure	**5,388**	**6,118**

3. OTHER NON-IFRS MEASURES

3.1 Total shareholder return

Sum of the dividends received by shareholders, revaluation/depreciation of the shares and other payments such as the delivery of shares or buy-back plans. The total shareholder return is presented under the share part of section 1.1 of the Management Report. There is a breakdown of the reconciliation with the shareholder return in the financial statements.

	2023	2022	2468724
Number of ordinary shares at beginning of year	**1,782,127**	**2,054,531**	**2,468,724**
Plans granted	653,611	702,675	909,578
Plans settled	(277,493)	(356,958)	(292,413)
Shares surrendered and other	(192,425)	(526,552)	(954,346)
Shares exercised	(12,804)	(91,569)	(77,012)
Number of ordinary shares at year-end	**1,953,016**	**1,782,127**	**2,054,531**

It is a financial indicator used by investors and financial analysts, to evaluate the performance that shareholders have received throughout the year in exchange for their contribution in capital of the Company.

3.2 Managed investment

Managed investment is presented under Toll Roads in section 1.2 of the Management Report. During the construction phase, it is the total investment to make. During the operating phase, this amount is increased by the additional investment. Projects are included after signing the contract with the corresponding administration (commercial close), on which date the provisional financing terms and conditions, which will be confirmed after the financial closing, are normally available. 100% of investment is considered for all projects, including those that are integrated by the equity method, regardless of Ferrovial's participation. Projects are excluded with criteria in line with the exit from the consolidation scope.

Managed investments at the end of December 2023 came to approximately 21.9 billion euros (21.8 billion euros at December 2022) and are made up of 23 concessions in 10 countries. The composition of managed investments by asset type is as follows:

- Intangible Assets projects under IFRIC 12 (in operation), 11,639 million euros (11,532 million euros at 31, December 2022). The managed investment matches with the balance sheet gross investment in these projects included in the table of section 3.3.1 of the Consolidated Annual Accounts, except for the future investment commitments and fair value adjustments: 12,816 million euros of USA Toll Roads I-66, NTE, NTE35W, LBJ and I-77 (12,547 million euros at December 31, 2022). Additionally, 721 million euros are included in Spain (mainly Autema project).
- Intangible Assets IFRIC 12 (under construction), no current projects under construction.
- Accounts receivable projects under IFRIC 12: no current projects under development.
- Consolidation using the equity method, 10,267 million euros (10,226 million euros at December 31, 2022). Includes both projects in operation and under construction that are consolidated using the equity method, such as 407ETR and extensions 4,537 million euros of 100% managed investment (4,579 million euros at December 31, 2022). In the consolidated statement of financial position, these projects are included under Investments in associates, meaning the investment cannot be reconciled with the balance sheet.

Data useful by Management to indicate the size of the portfolio of managed assets.

3.3 Economic value generated and distributed

Definition: information on the creation and distribution of economic value provides a basic indication of how an organization has generated wealth for shareholders. It includes information on revenue figures, operating costs, employee wages and benefits, financial expenses, and dividends and taxes.

Reconciliation: data on economic value generated and distributed are presented in the Appendix to GRI Indicators, indicator 201-1, following the definition established by this standard. The figures for revenues, operating costs, salaries and employee benefits, financial expenses and dividends and taxes are detailed in the corresponding section of the Management Report and the Consolidated Financial Statements. We present the calculation of the economic value generated and distributed as follows: Economic Value Retained = Economic Value Generated [Revenues (sales + other operating revenues + financial revenues + fixed asset disposals + income from companies accounted for by the equity method)]. - Economic Value Distributed [consumption and expenses + personnel expenses + financial expenses and dividends + corporate income tax].

Explanation of use: the data on economic value generated and distributed can be useful to know the economic figures that we have distributed among our stakeholders and what economic value we have retained in the form of liquidity.

Comparisons: we present comparable data for the reporting year and the two previous years.

Consistency: the criteria used to calculate this indicator is the same as in previous years, and the instruction of indicator 201-1 of the GRI Standards of the Global Reporting Initiative have been followed.

Alternative Performance measures that we have ceased to report

- Dividends received: we have included the definition of dividends received as part of section "2.1 Consolidated Net Debt": These dividends include dividends and other similar items, comprising (i) interest on shareholder loans and (ii) repayments of capital and shareholder loans.
- Proportional results and Working capital variation: We have reconsidered our use of these non-IFRS financial measures and have decided not to include them in our future ongoing reporting starting with this Annual Report.

SUSTAINABILITY MANAGEMENT

Ferrovial understands sustainability and corporate responsibility (CR) as a voluntary but essential commitment to participate in the economic, social and environmental development of the communities where it operates. CR and sustainability policies are based on the principles of the Global Compact and related internationally accepted agreements and resolutions, inspired by the Sustainable Development Goals to consolidate the company's position as a player that contributes to a more sustainable, innovative, inclusive and low-carbon economy. The Board of Directors is responsible for ensuring compliance with these principles, which the company has voluntarily assumed. Both policies are available at www.ferrovial.com.

The content of this Integrated Annual Report is in itself a Sustainability Policy report, which provides its stakeholders with detailed information on the policy's support instruments to ensure its effective compliance. The sustainability strategy, formulated in the Sustainability Strategic Plan 2030, and specific sustainability and CR practices are mentioned in their corresponding sections.

COMMITTEE

The Sustainability Committee is chaired by the Sustainability Director and is composed of representatives from the business areas (Toll Roads, Airports, Energy and Construction) and the corporate areas (Human Resources, General Secretariat, Health, Safety and Wellbeing, Information Systems and Innovation, Communications and Corporate Social Responsibility, Strategy, Investor Relations, Compliance and Risks, and Construction Procurement). On an annual basis, the committee chairman reports to the Board of Directors.

The Sustainability Committee is the link between the business areas and the corporation and Senior Management, reporting on progress and results, and proposing actions to the Management Committee, as well as transmitting the approval of proposals and results to the rest of the company.

The main objective of this committee is to define the Strategic Sustainability Plan and ensure its follow-up. Its functions are summarized in the strategy section on page 28.

STRATEGIC PLAN

The Strategic Plan is the indispensable tool to ensure that sustainability is effective in fulfilling its mission and contributes to the development of the business, the generation of trust among its stakeholders and the fulfillment of its medium and long-term objectives.

The Sustainability Committee has promoted the Sustainability Strategy 2030 Plan, prepared taking into account the main global macro-trends, the regulatory and normative environment (United Nations Agenda 2030, Climate Change and the European Green Deal), the main economic-financial frameworks (Task Force on Climate-Related Disclosures (TCFD), Taxonomy and the European Next Generation Plan), social challenges (new urban agenda, new mobility habits, etc.), technological factors (energy transition and digitalization), environmental factors (climate change, water scarcity, loss of biodiversity and public health), ESG investor requirements, the main reporting frameworks (Global Reporting Initiative, SASB and the TCFD), as well as CSR trend reports from various prestigious institutions. In addition, Ferrovial has been recognized by AENOR as the first company to certify its Sustainability Strategy with the United Nations Sustainable Development Goals.

It has specific areas of action and objectives for each year and for the environmental, social and governance (ESG) areas. It is also aligned with the Horizon 24 business strategy and covers Ferrovial's value chain, from customers to suppliers. Its objectives and monitoring are detailed in the strategy chapter, page 31.

REPORTING PRINCIPLES

INFORMATION PERIMETER

Ferrovial is made up of the parent company, Ferrovial SE, and its subsidiaries. For detailed information on the companies included, please refer to the scope of consolidation in Appendix I and II of the Consolidated Financial Statements.

Following divestments in recent years, in 2023 there have been no significant changes in the scope of consolidation due to the acquisition of companies, the awarding of new contracts or the start-up of new businesses.

For more information, see pages 58-83 of Business Performance.

CONSOLIDATION PROCESS

The report includes all companies in which Ferrovial has economic control, understood as a shareholding of over 50%. In these cases, 100% of the information is reported. The list of subsidiaries and associates can be consulted in Appendices I and II of the Consolidated Financial Statements. Also, following the indications of the GRI Sustainability Reporting Standards, Ferrovial provides information on indicators and material aspects "outside the organization", when these data are of sufficient quality, and always separately. Ferrovial considers that the most relevant impacts are those related to the 407 ETR highway in Canada and the airports in the United Kingdom, entities in which its shareholding does not reach 50%. Some indicators of interest associated with these assets are those relating to indirect emissions (scope 3), user satisfaction, or number of passengers transiting through the airports.

Carbon footprint

The carbon footprint data consolidation process is based mainly on the GHG Protocol (WRI&WBCSD), while maintaining compliance with ISO14064-1. This protocol is complemented by other methodologies to take into account specific aspects of the business, such as, for example, the DEFRA and DECC methodology for operations in the United Kingdom, and the EPER methodology for estimating diffuse emissions from landfills. For the calculation, operational control is considered as an organizational boundary. Under this approach a company accounts for emissions from those sources over which it has full authority to introduce and implement its operational policies, irrespective of its shareholding in the company. For the reporting of energy consumption and carbon footprint calculations, the company has a specific corporate reporting tool through which business managers report their data. The scopes for calculating the footprint are described below:

- SCOPE 1: Emissions from sources owned or controlled by the company. They come mainly from fuel combustion in stationary equipment (boilers, furnaces, turbines...) to produce electricity, heat or steam; fuel consumption in fleet vehicles owned or controlled by the company; diffuse emissions, those not associated with a particular source, such as biogas emissions from landfill; and channeled emissions, GHG emissions generated through a source, excluding those from fuel combustion. The source of the emission factors is the GHG Protocol, while DEFRA is being used for UK operations by country requirement and the EPER methodology for diffuse emissions at landfills.
- SCOPE 2: emissions generated as a result of the consumption of electricity purchased from other companies that produce or control it. The GHG Protocol Scope 2 Guidance standard has been followed and the emissions reported are based on the market-based method, which reflects the efforts being made by the company to use and purchase renewable electricity. However, emissions are also calculated on a location-based basis (see more information in the GRI Annex). The source of the emission factors is the electricity supplier. When the supplier's emission factors are not available, following the recommendations of the GHG Protocol, the country's energy mix factors according to the International Energy Agency are used.
- SCOPE 3: indirect emissions that occur in the value chain. Ferrovial calculates all Scope 3 emissions following the guidelines set out in the Corporate Value Chain (Scope 3) Accounting and Reporting Standard published by the GHG Protocol Initiative, the WRI and the WBCSD. Categories 9, 10, 13 and 14 of this protocol do not apply to Ferrovial. More information is included in the GRI Indicators Annex, page 323. The sources of the emission factors are GHG Protocol, DEFRA, CEDA and the International Energy Agency.

In 2023, due to the inclusion of new companies in the scope of consolidation, the historical emissions have been adjusted for comparability. In the absence of data prior to the inclusion of Ferrovial in the scope of consolidation, the verified 2023 data for these companies have been transferred to the historical data.

Water footprint

To measure the impact of activities on water resources, the company has developed its own methodology (as explained in the environment chapter on pages 105-106). This methodology takes into account the source of water collection, assigning different weights depending on its origin, the country's water stress, and the destination of discharges and their quality depending on the treatment they have received. It is composed of three indices:

- Business Water Index (BWI): measures the negative impact that activities produce as a result of water consumption and discharges generated.
- Water Treatment Index (WTI): measures the positive impact of the water treatment processes carried out at Cadagua's treatment plants.
- Water Access Index (WAI): determines the positive impact of social action projects aimed at improving access to water and sanitation in vulnerable communities.

Consumption data according to the different sources are obtained directly from the contracts of each of the business lines, using the different existing reporting tools (given the variability of the typology of existing activities). The data are consolidated at corporate level with the water footprint tool used to prepare this report.

For reporting purposes, operational control is considered as an organizational boundary. Under this approach a company accounts for data from those sources over which it has full authority to introduce and implement its operational policies, regardless of its shareholding in the company.

In 2023, due to the inclusion of new companies in the scope of consolidation, the historical values have been adjusted for comparability. In the absence of data prior to the inclusion in the scope of Grupo Ferrovial, the verified 2023 data of these companies have been transferred to the historical data.

Circular economy

The waste produced is reported annually by all business lines, both in terms of generation and type of treatment. For reporting purposes, operational control is considered as an organizational boundary. Under this approach a company accounts for data from those sources over which it has full authority to introduce and implement its operational policies, regardless of its shareholding in the company.

In 2023, due to the inclusion of new companies in the scope of consolidation, the historical values have been adjusted for comparability. In the absence of data prior to the inclusion in the scope of Grupo Ferrovial, the verified 2023 data of these companies have been transferred to the historical data.

Safety, health and welfare

In the case of safety, health and well-being indicators, the company collects information on a monthly basis, which allows reporting to Senior Management with the required periodicity. The data, both for own employees and contractors, are collected at each work center and aggregated by a specific corporate tool (Cority and F-Safety). The hours worked by own employees and contractors, including overtime, are recorded in both applications. In the case of occupational accidents, the site foreman notifies the health and safety technician, who initiates the accident investigation process. In 2022, the Services business was completely divested, which has led to significant variations in some ratios such as the frequency index. In relation to SIF (serious injuries and fatalities), the following are considered serious injuries: fracture, except of fingers or toes; amputation; loss of vision; hospitalization for more than one day; loss of consciousness due to inhalation, ingestion or absorption of hazardous substances or biological agents, if there is hospitalization for more than one day.

Human Resources

Human resources data, and all associated ratios, are collected for a large part of the perimeter through Workday, and then consolidated globally. In some cases, calculations are made that do not cover 100% of the perimeter, in which case this is specifically indicated.

Social action

For the collection of information related to social action, the company applies the LBG methodology. This methodology allows the classification, management and measurement of social activities, facilitates their comparability with other companies, and makes it possible to sort and classify both projects with the third sector and sponsorships or volunteer initiatives.

Ethics and integrity

Ferrovial's Ethics Channel tool records all communications received during the year. Additionally, the rest of the communication channels available in the Group send the requested information when they receive an email from the Compliance Department requesting updated information on their communication channel. The Compliance Department of FERROVIAL Construction reports on Budimex, FB Serwis and Mostostal Krakow, Ferrovial Construction UK as well as Webber. Once the information is received, the Compliance Department records the information, analyzes the different cases and summarizes the information. The information reported annually is the summary of the information reported to the different meetings of the Audit and Control Committee held during the year in May, July, October, December and February.

The Sustainability Strategy has specific areas of action and objectives for each year and for the environmental, social and governance (ESG) areas. It is also aligned with the Horizon 24 business strategy and covers Ferrovial's value chain, from customers to suppliers. Its objectives and monitoring are detailed in the strategy chapter, page 31. Some of the KPIs have different scope compared to other KPIs explained along the report or are limited to a business area: (i) Serious injuries and Fatals frequency rate. This KPI include employees, subcontractors and all companies independently of its stake (except those airports that do not consolidate); (ii) Road safety and time savings KPIs are specific KPIs of Cintra.

TRACEABILITY

Ferrovial guarantees the traceability of information relating to corporate responsibility thanks to a reporting system, in place since 2007, which allows detailed information to be obtained down to company level, facilitating partial consolidations by geography or business. During 2023, the information requested has been periodically reviewed to adapt the system to the information requirements of the company's different stakeholders and the recommendations of the external and internal auditors. The software used has made it easier for corporate management to collect quarterly information for management and internal reporting to Senior Management.

In 2023, the reporting system enabled the collection of 626 quantitative and qualitative indicators, in 104 companies, thanks to the collaboration of more than 200 users.

RESTATEMENT OF INFORMATION

During 2023 there have been several changes in the scope of companies that may affect the comparability of the data contained in the Report, although in general they are not particularly relevant in comparison with the company as a whole. The main event of the year in this regard was the sale of 89.2% of the Euroscut Azores Toll Road.To ensure maximum transparency and comparability of the data, the body of the report itself indicates when any indicator from previous years has been modified or presents significant changes that affect the comparability of the information.

STAKEHOLDERS

Ferrovial is committed to transparency in market information, through continuous improvement of communication channels with all its stakeholders, based on innovative corporate information that, in addition to financial aspects, considers environmental and social variables.

The company considers stakeholders to be those individuals or social groups with a legitimate interest who are affected by present or future actions. This definition includes both stakeholders who are part of the company's value chain (shareholders, employees, investors, customers and suppliers), considered as partners in the development of the business, and external stakeholders (administrations, governments, the media, analysts, the business sector, trade unions, the third sector and society in general), starting with the local communities in which the company carries out its activities.

This relationship is dynamic as the environment is changing at an increasingly rapid pace. Ferrovial's business depends largely on relations with the Public Administrations of the countries in which it operates. Ferrovial holds decision-making positions in organizations that promote corporate responsibility at national and international level, such as the SERES Foundation, Forética, the Spanish Global Compact Network, the CEOE CSR Committee and the Spanish Association for Quality (AEC). In 2023, Ferrovial's CEO was a member of the Executive Committee of SERES Foundation, and the General Secretary of Forética is also a representative of the company. Ferrovial also collaborates with other organizations that promote sustainability in different areas, such as member of the new Construction and Engineering working group created by Global Compact to drive sustainable transformation in the sector, member of the Governing Board of EIT Climate-KIC, a Knowledge and Innovation Community that works to accelerate the transition to a zero-carbon, climate-resilient society supported by the European Institute of Innovation and Technology. Ferrovial also participates in Science Based Targets Initiative (SBTi) working groups and collaborates with the International Organization for Standardization (ISO) and the Spanish Association for Standardization (UNE) in the definition of the ISO 53001 standard on the Management System for the United Nations Sustainable Development Goals. The company also collaborates with the Green Building Council (GBCe), Corporate Leaders Group, EU Green Growth Group, WWF, We Mean Business, European Climate Pact, Spanish Business and Biodiversity Initiative (from Biodiversity Foundation, WAS, CitiES2030. Spanish Green Growth Group and Circular Economy Pact.

Ferrovial is characterized by absolute political neutrality, carrying out its activities for both public administrations and private clients in the countries where it operates. The company does not make financial or in-kind contributions to political parties or electoral candidates. However, Ferrovial is a member of business representation organizations or foundations for commercial exchange between countries linked to the development of its activity or the geographical area in which it operates. Through its presence and collaboration with these organizations, the company aims to contribute to the progress and development of all those fields of action in which it is present. Among these contributions, the contributions made to the Association of Infrastructure Construction and Concession Companies (SEOPAN) and the World Economic Forum stand out.

	2021	2022	2023
Contributions to political parties or candidates (€)	0	0	0
Lobbying activities or sector associations (€)	1,635,430	1,628,315	1,515,894
Trade Associations (€)	154,875	119,700	151,134
Total contribution (€)	**1,790,305**	**1,748,015**	**1,667,118**

MATERIALITY ASSESSMENT

For Ferrovial, material issues are all those that may have a substantial influence on stakeholder assessments and decisions, affecting the ability to meet their present needs without compromising future generations.

The materiality analysis allows Ferrovial to identify and prioritize the most relevant issues for the company and for stakeholders, considering which of them may have a greater potential impact on the company's financial statements.

This analysis complies with the requirements established by the GRI reporting standard, taking into account the relevant issues for the Construction and Engineering sector according to SASB, reporting only what is material for the companies, avoiding non-relevant information. It also anticipates the European regulatory requirements that will come into force soon.

Ferrovial considers it appropriate to perform the materiality analysis on a biennial basis, as there are no significant variations in material issues over a shorter time horizon. In the latest edition, carried out in 2022, the issues were considered from a financial and non-financial point of view. Ferrovial executives were asked about the potential financial impact on the company's accounts of the issues identified (financial relevance), while other stakeholders were asked about the importance of these same issues for a company such as Ferrovial (non-financial relevance). In this way, the Report pretends to offer a balanced and objective view of those issues that, by their nature, have significantly affected the company or its stakeholders.

The analysis process was developed in several phases:

- Identification and validation of issues. By consulting various relevant sources of information (GRI, SASB, World Economic Forum Global Risks, media coverage, sectoral reports by KPMG, Deloitte and PWC, rating agencies and ESG investors, as well as the materiality of 2020), the main trends and most relevant issues for the sector in which Ferrovial operates were identified. Once the initial list of issues was obtained, it was agreed with the main corporate and business managers, and a final list of 17 issues was determined.
- Determination of financial relevance. By means of an online survey addressed to the company's executives, both from corporate areas and business lines, in the main geographies in which Ferrovial operates (USA, Canada, UK, Spain, Poland), they were asked to evaluate and prioritize the material issues identified.
- Determination of non-financial relevance. Prioritization of issues based on a survey of different stakeholders (suppliers, customers, NGOs, foundations, trade unions, etc.) in the main geographical areas in which Ferrovial operates.
- Prioritization. This is the result of graphically crossing financial and non-financial relevance, which is materialized in the materiality matrix.

According to financial relevance, three issues stand out: "Digitalization and Innovation applied to the business", "Equal opportunities, development, attraction and retention of talent" and "Customer and user satisfaction and safety". This means that Ferrovial executives consider these to be the three issues with the greatest potential impact on the company's financial statements, although the impact on the company is moderate or slight in any case.

The priority issues from a non-financial point of view are, in order of importance, "climate change risks and GHG emissions reduction", "labor rights and conditions" and "engagement with impacted local communities". These results indicate that stakeholders consider these issues to be the most relevant in the ESG area.

MATERIALITY ANALYSIS

TAXONOMY

INTRODUCTION

In compliance with the provisions of Regulation[1](EU) 2020/852 of the European Union to facilitate the redirection of capital flows towards more sustainable activities and according to the provisions of DR[2](EU) 2021/2178, DR[3](EU) 2023/2486 and DR[4](EU) 2023/2485, in the 2023 report it is required to report the percentage of Revenues, CapEX (capital expenditure) and OpEX (operational expenditure), of the company's activities that adhere to the requirements of the taxonomy through the standardized and requirements of reporting formats provided by the European Commission's DR[2](EU) 2021/2178 and RD[3](UE) 2023/2486.

Through this section Ferrovial complies with these requirements established by DR[2](EU) 2021/21782 which specifies the content, presentation of the information and methodology to be disclosed by companies subject to Articles 19a or 29a of Directive 2013/34/EU, starting with the activity data for the year 2022.

During the taxonomy analysis and the process of calculating the financial indicators, on December 19, 2022, the European Commission published its clarification notes for the interpretation support for the criteria for the alignment of activities and its clarification notes for the interpretation in the implementation of Article 8 of the European Taxonomy[5]. These notes clarify part of the application criteria, although they do not clarify part of the criteria for some activities that present great sectorial uncertainty on the considerations for their interpretation. Additionally, in an exercise of transparency, companies are given the opportunity to justify their understandings through this report.

In the context of the taxonomy analysis, the following concepts are distinguished:

- **Eligible (revenues and CapEX and OpEX tables)**: referring to activities with alignment potential included in (DR) (EU) 2021/2139 Annex I (mitigation) and Annex II (adaptation).
- **Not Eligible (revenues and CapEX and OpEX tables)**: referring to activities not included in (DR) (EU) 2021/2139, either by:
  - Generate a significant negative impact on EU objectives.
  - Not making a substantial contribution to climate change mitigation and adaptation.
  - Integration in future developments, revisions of the EU taxonomy, or approvals by the European Parliament and Council.
- **Eligible aligned (revenues and CapEX tables)**: referring to eligible activities that meet the criteria of substantial contribution (SCC) to one of the developed objectives (mitigation or adaptation), that ensure that they do not significantly harm the rest of the objectives (DNSH) and that are carried out in accordance with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights (Minimum Social Safeguards).
- **Eligible non-aligned (revenues and CapEX tables)**: eligible activities that do not meet any of the requirements of the alignment analysis phases described above (CCS, DNSH and Safeguards).

[1]Regulation (EU) 2020/852: Regulation - 2020/852 - EN - EUR-Lex (europa.eu)
[2]Delegated Regulation (EU) 2021/2178: Delegated regulation - 2021/2178 - EN - EUR-Lex (europa.eu)
[3]Delegated Regulation (EU) 2023/2486: Delegated regulation - EU - 2023/2486 - EN - EUR-Lex (europa.eu)
[4]Delegated Regulation 2023/2485: Delegated regulation - EU - 2023/2485 - EN - EUR-Lex (europa.eu)
[5]Interpretation in the implementation of Article 8 of the European Taxonomy: https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:52021SC0183

FERROVIAL'S POSITION

The relevance and need for new sustainable infrastructure become more relevant in the context of climate change mitigation and adaptation plans, highlighting the clear purpose of infrastructure companies, where Ferrovial plays a key role. The taxonomy reinforces the Horizon 24 Strategic Plan, focused on the development, construction and operation of sustainable infrastructure, as well as mobility, water resource management, building and electrification.

Ferrovial's activities in construction, management of toll roads, airports, energy and mobility infrastructures are a response to the objectives set by the EU. The company has the experience and capabilities to develop sustainable transport infrastructures that solve urban congestion and offer more innovative and low-carbon mobility alternatives.

In line with the company's purpose, Ferrovial is implementing innovative solutions in the area of digitalization, which, together with its commitment to decarbonization, coincide with the search for road safety and reliability of travel times, aspects demanded by infrastructure users. As an example of these practices, Express Lanes stand out, proving to be a solution for operational efficiency committed to the environment and with successful cases, already in operation, in Texas or North Carolina. These innovative solutions are in line with the need to implement the so-called "Intelligent Transportation Systems" promoted by the European Commission.

In addition, and in line with other activities included in the climate taxonomy, other good practices in the management of wastewater and drinking water are also noteworthy, with notable projects such as the Thames Tideway Tunnel, the construction of rail transport infrastructure (California High-Speed Rail) and the company's promotion of efficient energy management, production and transmission activities. In this last sector, Ferrovial has driven rapid growth through its energy subsidiaries, in line with the corporate strategy Horizon 24, which has gained importance with the development of taxonomy and other regulatory developments and European strategies.

Finally, Ferrovial sets out the technical criteria which, in its opinion and by virtue of the sectoral publications available at the date of this report, best enable it to comply with the information referring to eligible and, where applicable, aligned activities, as well as the results of their application to the company as a whole.

FERROVIAL’S PROCEDURE

Taxonomy implementation management

The implementation of the EU Taxonomy in a globally operating infrastructure group has presented several challenges which have been addressed with an integrated top-down approach reaching the level of the minimum management unit (contract/service/asset).

To this end, Ferrovial has deployed a specific Action Plan with several phases, starting with a process of understanding and interpretation of the taxonomy criteria involving the different business areas, an internal training exercise and a compilation of information on taxonomy criteria including all the companies included in the consolidation perimeter. This financial consolidation perimeter has served to delimit the scope of the taxonomy exercise by linking the compliance percentages directly to the figures obtained in the financial consolidation process.

As a result of this Action Plan and the need to deal with information in multidisciplinary teams, a Taxonomy governance model has been established, comprising the Economic-Financial, Communications and Corporate Social Responsibility and Sustainability departments.

As in previous years, the company has initiated the taxonomy evaluation process in the identification of eligible and non-eligible economic activities, considering all the companies in which it has economic control, meaning a stake of more than 50%. In these cases, the totality of the information is reported. In relation to the companies sold during the 2023 fiscal year, these would be outside the scope of the analysis as they work with consolidated data at year-end[6].

During this process, 32 of Ferrovial's activities (26 in 2022) have been identified in Annex I and II of (RD) (EU) 2021/2139 for mitigation and adaptation objectives, as well as in RD (EU) 2023/2486 and RD (EU) 2023/2485, which includes the rest of the environmental objectives. The activities identified in the four remaining objectives coincide in description with those already being reported by the company. Only one new activity has been included, 5.13 of the adaptation objective, which includes the water desalination activity.

To ensure traceability and to make an effort in the calculation of taxonomic indicators to ensure their robustness, an IT solution was developed in 2023 to speed up and ensure a good analysis at the contract level. To this end, the managers of each business (more than 300) have collaborated and have been trained in the subject so that they can carry out this analysis in the most correct way.

[6]The list of subsidiaries and associated companies can be consulted in Appendix I of the Consolidated Financial Statements.

In addition, to comply with the requirements of the European Commission, the eligibility of its contracts included in the four remaining objectives contemplated in the taxonomy must be published, so an analysis has been carried out at contract level to determine the suitability of each one of them.

- Use and protection of water and marine resources.
- Transition to a circular economy.
- Pollution, prevention and control.
- Biodiversity.

During the 2024 fiscal year and in order to comply with European requirements, an analysis of the technical criteria for selecting new activities included in the new environmental objectives that have the potential to contribute to one of the environmental objectives will be carried out.

Throughout the process, the analysis developed by the company has been subjected to an external contrast, resulting in an exercise of understanding at national and European sector level, where disparity of approaches on the taxonomy regulation and its application within the companies have arisen. In this aspect, it is worth mentioning the work carried out with the Association of Infrastructure Construction and Concession Companies (SEOPAN) and with the rest of the infrastructure operators, in the pursuit of clear guidelines for the homogeneous application of the criteria of the taxonomy regulation.

<u>Financial considerations in the calculation of the taxonomy numerator and denominator</u>

Due to the atomization of the company, to determine the eligibility of activities exhaustively, the analysis has been carried out at the level of the minimum management unit of the consolidating companies, classifying each profit center under a single taxonomic activity and a single objective. This exercise has been automated in Ferrovial's accounting systems, which allows for better data traceability. In this regard, the financial and sustainability areas of the different Ferrovial companies have assigned the percentage of revenues, CapEX and OpEX that coincides with the description of the activities listed in the Delegated Climate Regulation based on the type of contracts, works or active services*.

To avoid the computation of intercompany transactions, these percentages have been applied to the consolidated accounting figures of the companies under analysis. This individual allocation makes it possible to link the indicators to the consolidated group figures presented in the annual accounts report, thus avoiding double financial accounting.

Ferrovial carries out activities that could be eligible for contributing to the climate change mitigation objective (included in Annex I of RD (EU) 2021/2139), the climate change adaptation objective (included in Annex II of RD (EU) 2021/2139) and activities that could be eligible for the objectives of use and protection of water use and marine resources, circular economy and pollution.

For the analysis of aligned activities, the company has conducted an analysis of all its contracts by mitigation and adaptation pathways. Work is still ongoing to establish and differentiate with the required precision the proportion of taxonomic activities that contribute significantly to the objective of adaptation to climate change. Therefore, the activities reported by Ferrovial are considered eligible but not aligned with the climate change adaptation objective at this time.

For the calculation of the taxonomy indicators expressed in this chapter, qualitative and quantitative information has been collected from eligible projects according to the criteria of each taxonomic activity identified to determine the monetary amounts to be included in the required denominators and numerators.

The considerations on the accounting notes included in each indicator are developed in the section "Calculation and results by KPI analyzed", in line with the previous year's report.

<u>Understanding of taxonomy criteria by taxonomic activity groups</u>

As of the date of this report, and in line with the clarifications published by the European Commission, the technical interpretation of the main activities identified as eligible and aligned is given below:

Group: Energy

<u>Eligibility exercise</u>

For the eligibility calculation, related works/services (including construction and operation) in infrastructure for electricity generation using solar photovoltaic technology (activity 4.1), electricity generation from hydroelectric energy (activity 4.5) and electricity transmission and distribution (activity 4.9), identified as the most relevant activities in this group, have been considered.

Additionally, contracts and services related to activities 4.2, 4.3, 4.15 and 4.20 have been identified, which, although they do not have a material impact on the eligibility indicators, have been analyzed contract by contract according to the descriptions in the regulations.

This group of activities is not covered by the resource objectives on water use, circular economy, pollution and biodiversity.

*The list of subsidiaries and associated companies can be consulted in Appendix I of the Consolidated Financial Statements.

Alignment exercise

For the calculation of the alignment of the mitigation and adaptation pathways (as indicated above, as the specific items to be included in the adaptation pathway cannot be financially traced, the alignment for this objective will be 0), the application criteria for each of the activities have been taken into account, and a request has been made for information on the indicators required by the technical selection criteria. In this group, the Casilla Solar Park project (activity 4.1) stands out, where the substantial contribution criteria indicate that the activity must indeed be an activity of electricity production through photovoltaic solar energy and the projects for the installation and construction of electricity transmission lines in Chile (4.9), where specific Second Opinion Reports have been used to respond to the criteria of the environmental taxonomy (by favoring the entry of renewable energy into the national grid and thus reducing its carbon intensity) and other standards of measurement of sustainable finance.

In cases where information has been required from the developer, such as the characteristics of the installed equipment, the availability of Life Cycle Analysis (LCA) or confirmation of the absence of PCB use, the project manager has been contacted directly through the specific taxonomy channel.

Compliance with the DNSH

To demonstrate compliance with the rest of the criteria of the activities of this group, the availability of evidence supporting the requirements of each of these sections has been evaluated asset by asset. In this context, documents have been requested such as: Environmental Impact Assessments, Environmental Monitoring Plans, Construction and Demolition Waste Recovery Indicator Reports, flora and fauna management plans, as well as corrective measures plans for the mitigation of noise, dust, among others.

Group: Water supply, sewerage, waste management and decontamination activities

Eligibility exercise

For the eligibility calculation of mitigation, adaptation, use and protection of water and marine resources, circular economy and pollution objectives works/services related to the construction, expansion and operation/renewal of water collection, purification and distribution systems (activity 5.1 / activity 5.2 contributing to climate change mitigation and adaptation,), and the construction, expansion and operation of wastewater collection and treatment systems (activity 5.3 for the mitigation and adaptation objectives and activity 2.2 for the objective of use and protection of water and marine resources) have been taken into account. Due to the nature of this business, in many cases it is possible that the contractual management encompasses the entire water cycle. In these cases, the most relevant activity of the plant by business criteria or by the economic activity indicated in the contract has been considered as eligible.

The projects related to desalination, after the last modification of the requirements of the European Commission have been included as eligible activity in the adaptation path, so that in compliance with the reporting requirements have been considered only in the eligibility. In the next reporting they should be included in the alignment analysis.

Additionally, activities in the field of waste management have been identified corresponding to the collection and transportation of non-hazardous waste in segregated fractions at source (5.5 for the mitigation and adaptation objective, 2.1 for the pollution objective and 2.3 for the circular economy objective), the composting of bio-waste (5.8), the recovery of non-hazardous waste materials (5.9) and the capture and use of landfill gas (5.10). These activities in the field of waste management correspond mainly to the activity carried out by the subsidiary Thalia Waste Management, in the United Kingdom, and FB Serwis, within Budimex, in Poland.

This group of activities is not included in the biodiversity objective.

Alignment exercise

To calculate the alignment of the mitigation and adaptation pathways (as indicated above, as the specific items to be included in the adaptation pathway cannot be financially traced, the alignment for this objective will be 0), the substantial contribution criteria established in the water treatment and purification activities have been taken into account, which refer to the energy consumption of these systems and have been contrasted with the energy consumption data of the plants operated by Ferrovial. This exercise has been possible thanks to the availability of data obtained from other Group procedures, such as the measurement and verification of the Carbon Footprint.

Given the impossibility of obtaining consumption data during the construction phase, some of the plants have also been analyzed through their design data, giving as aligned some projects in the construction phase as long as they comply with the rest of the DNSH criteria and the design range is included in the Substantial Contribution Criteria. Furthermore, and supported by FAQ#9 of the European Commission's explanatory notes*, projects such as pipeline construction, pipeline system improvements or improvements in the distribution system, it has been considered that they do not have substantial contribution criteria of application in the current version of the regulation, understanding their compliance, so their application will be studied in future objectives and revisions.

In the case of projects developed in the field of waste management, compliance with technical selection criteria such as the preparation of non-hazardous waste for reuse and recycling operations, separation of composted biowaste, use of gas for electricity generation or heat as biogas, among others, has been possible thanks to the collection of evidence reported for compliance with environmental regulations in the United Kingdom. These activities require qualitative and quantitative compliance in most cases, which has been possible to justify through contractual evidence and government requirements. The activities carried out in the United Kingdom are developed in accordance with the highest quality standards and their compliance is reviewed periodically by the local environmental authority.

Compliance with the DNSH

To demonstrate compliance with the rest of the criteria of the activities of this group, the availability of evidence supporting the requirements of each of these sections has been evaluated asset by asset. In this context, documents have been requested such as: Environmental Impact Assessments, Environmental Monitoring Plans, Construction and Demolition Waste Recovery Indicator Reports, flora and fauna management plans, as well as corrective measures plans for the mitigation of noise, dust, among others.

** DRAFT COMMISSION NOTICE (FAQs): https://ec.europa.eu/finance/docs/law/221219-draft-commission-notice-eu-taxonomy-climate.pdf*

Group: Transportation

Activities 6.13, 6.14, 6.16 and 6.17

Eligibility exercise

The definition of "eligible activity" provided by the Taxonomy Regulation is taken as a starting point, whose descriptions in Annex I of mitigation refer specifically to the construction and operation of infrastructure for personal mobility, bicycle logistics (activity 6.13), for rail transport (activity 6.14), the construction and operation of infrastructure enabling low-carbon road transport and public transport (activity 6.15), as well as inland waterway transport (activity 6.16) and low-carbon airport infrastructure (activity 6.17).

It is highlighted at this point that the interpretative FAQ#9, published by the European Commission on February 2, 2022, establishes that eligibility does not depend on the fulfillment of the technical selection criteria, but exclusively on the description of the activity and its alignment potential, especially in those activities that include the term "hypocarbon".

This group of activities is not covered by the resource objectives on water use, circular economy, pollution and biodiversity.

Alignment exercise

Contribution to the substantial contribution criteria. The typology of the infrastructure and its purpose (e.g., transport of goods or passengers, as well as whether there is an electrification plan) has been verified by means of the project's technical report. It has also been verified, by means of the technical report of the project, that it is not exclusively dedicated to the storage or transport of fossil fuels in activities 6.14. 6.16 and 6.17. It is understood that a general use infrastructure, which can share passenger and freight uses, will not be dedicated exclusively to the transport or storage of fossil fuels, so the criterion will be met in this case. In cases where there is an exclusive use dedicated to fossil fuels that does not exceed 25% of the general use of the infrastructure, this share will be discounted from the taxonomic indicators. This threshold is established in accordance with FAQ# 72 of the December explanatory notes, being in line with other environmental standards. To demonstrate compliance with the rest of the criteria for transport activities, the availability of evidence supporting the requirements of each of these sections has been evaluated asset by asset. In this context, documents such as environmental impact assessments, environmental monitoring plans, reports on construction and demolition waste recovery indicators, flora and fauna management plans, as well as corrective measures plans for noise and dust mitigation, among others, have been requested.

Activity 6.15

Eligibility exercise

A separate consideration deserves the aforementioned activity 6.15, where two different interpretations of the eligibility criterion have been established, namely:

- **Literal/restrictive criterion.** It is interpreted that the term "infrastructure" does not refer to the road as a whole, but only to those parts of the road that expressly serve low-carbon transport (according to the criteria of Regulation 2021/2139), i.e.: the circulation of zero emission vehicles, intermodal freight transport (terminal infrastructure and superstructures for loading, unloading and transshipment), as well as infrastructure and facilities that are intended for urban and suburban public passenger transport. Additionally, FAQ#101 states that "engineering and technical consulting services" for "intelligent transport systems" that serve to connect intermodal passenger transport, optimize traffic flow, reduce congestion, facilitate energy efficiency in road transport, and/or electronic tolling systems would be eligible. These criteria did not appear in the Taxonomy Regulation, so they have not been considered eligible. This will be the criteria for reporting in the European Commission tables. Additionally, as part of the analysis of the potential contribution of Ferrovial's activities to the rest of the environmental objectives included in the taxonomy, road maintenance contracts have been identified, mainly in the USA and Canada, which could be considered eligible for activity 3.4 of the circular economy objective.
- **Criterion established by the consensus of the sector in Spain**, which is included in the guide "European Taxonomy applied to road projects" published in 2022 by SEOPAN (CEOE). This criterion differs from the previous one in two fundamental aspects: (a) it considers that the transport of current zero-emission vehicles would not be possible without a road or toll road to enable their circulation, so the concept of eligible "infrastructure" would encompass the whole road and not just parts of it; and (b) in line with what is included in FAQ#101, it is considered that those infrastructures that integrate intelligent systems for the optimization of traffic flows and the reduction of congestion would be eligible as a whole, given that engineering systems, on their own, would lack utility without a road to support them. In the specific case of Ferrovial, this technical description would fit with the so-called Express Lanes. This criterion will not be reported in the European Commission tables.

Alignment exercise

- **Literal/restrictive criterion**. According to this criterion, only road infrastructure and facilities that serve for substantial contribution would be aligned, namely: electric recharging facilities, grid connection upgrades, hydrogen refueling stations, terminals and superstructures for loading, unloading and transshipment of goods, as well as facilities dedicated to urban and suburban public passenger transport, including associated signaling systems for metro, streetcar and rail transport systems. Additionally, given that the literal meaning of the above-mentioned FAQ#101 only establishes criteria for the eligibility of intelligent transport systems, but not for alignment, the literal and restrictive interpretation of these new criteria would recommend excluding this activity from the analysis and evaluation, as well as the infrastructures (in whole or in part) that meet this definition. Therefore, there are no technical criteria that can be met to affirm that this activity is eligible and has the capacity to be aligned. This will be the criterion for reporting in the European Commission tables.
- **Criteria established by industry consensus in Spain.** In the absence of other higher technical standards, the interpretative criteria used for alignment are strictly those included in the guide "European Taxonomy applied to road projects", published in 2022 by SEOPAN (CEOE), which contemplate the alignment of the whole road instead of parts of it, if the infrastructure and facilities detailed in the substantial contribution criteria are incorporated. In addition, and regarding FAQ #101 mentioned above, the sector consensus interprets that the whole of the infrastructure that integrates the "intelligent transportation systems" described in the previous paragraph would be aligned, for the same reasons as stated above. In this sense, Ferrovial's own solution (Express Lanes) is identified as a solution that contributes to the reduction of emissions per vehicle by optimizing traffic flows and reducing congestion time. This assertion is supported by the studies carried out by the company in its assets of these characteristics in the US. It is also noted that in the company's concession assets where these management systems are in operation, mitigation measures and incentives for public transport and for the circulation of additional zero-emission vehicles are also implemented. This criterion will not be reported in the European Commission tables.

		Results 2023		Results 2022	
		INCN	CAPEX	INCN	CAPEX
Sector scenario	**Eligible**	89.95 %	90.75 %	84.05 %	92.92 %
	Aligned	60.02 %	82.26 %	53.86 %	88.46 %
Restrictive scenario	**Eligible**	46.16 %	19.36 %*	40.21 %	9.19 %
	Aligned	32.73 %	16.06 %*	25.02 %	8.45 %

*In 2022, the company's investment in concession assets in the USA represented 80% of the total CAPEX in 2022. In 2023, the investment in these concession assets represents 66%, so investments in other assets take on greater relevance, explaining the result obtained between the two years.

DNSH compliance

Activity 6.15

To demonstrate compliance with the rest of the criteria of activity 6.15, the availability of evidence supporting the requirements of each of these sections has been evaluated on an asset-by-asset basis. In this context, documents have been requested such as: environmental impact assessments, environmental monitoring plans, reports on construction and demolition waste recovery indicators, flora and fauna management plans, as well as corrective measures plans for noise and dust mitigation, among others.

Group: Construction of buildings and real estate development

Eligibility exercise

For the eligibility calculation, construction of new residential and non-residential buildings (activity 7.1 of the mitigation and adaptation objective and activity 3.1 of the circular economy objective) and renovation of existing buildings (activity 7.2 of the mitigation and adaptation objectives and activity 3.2 of the circular economy objective) have been taken into account. Works for the construction or renovation of buildings dedicated to fossil fuel storage or industrial buildings for petrochemical or fuel refining purposes have been discarded, although the regulation does not expressly exclude them in this activity within the eligibility description. In cases where a building has been constructed with shared uses, including fossil fuel-related uses, the percentage relating to this infrastructure has been excluded from the calculation of the taxonomic financial indicators.

Additionally, contracts and services related to activities 7.3, 7.5 and 7.6 have been identified which, although they do not have a material impact on the eligibility indicators, have been analyzed contract by contract according to the descriptions in the regulations.

This group of activities is not covered by the resource objectives on water use, pollution and biodiversity.

Alignment exercise

For the alignment calculation, the activities of the mitigation and adaptation objectives have been taken into account (as previously indicated, since the specific items to be included in the adaptation pathway cannot be financially traced, the alignment for this objective will be 0) of construction of new residential and non-residential buildings (activity 7.1) and renovation of existing buildings (activity 7.2). In this activity, fossil fuel storage infrastructures have been discarded since the eligibility phase.

- **Contribution to the substantial contribution criteria:** the substantial contribution criteria for buildings pose a series of problems of application as of the date of this report. On the one hand, the definition of the nearly zero energy building proposed by the taxonomy is a figure established in the technical building code in its version after 2020, so that a large part of the current building projects do not take it into account from the design phase and makes it impossible to verify the reduction required by the regulation. For this reason, efforts have been focused on those building projects after that date and with unique characteristics or requirements, resulting in a low degree of alignment at present. For these projects, the analysis has been based on the information gathered by other sustainable building certifications and a review of the energy saving measures stipulated in the building codes that adapt the requirements of Directive 2010/31/EU on Energy Efficiency of Buildings has been carried out.
  On the other hand, the rest of the substantial contribution criteria pose a challenge for builders in the sector. Many of the requirements are determined from the design phase and, therefore, either this consideration is not available or it is not possible to access the necessary evidence. The company is working on the system for capturing the necessary evidence and has carried out specific training with the departments involved in building, so it is expected that their degree of alignment will increase as tools are developed in the sector for this purpose.
  The company's good construction practices allow compliance with many of the DNSH criteria specified in the construction activities. However, some of these criteria, identified outside the scope of the construction stage, and in some cases have been determined as not applicable according to FAQ#9 of the explanatory notes, published on December 19, 2022 by the European Commission in order to be able to advance the analysis. As, for example, it has been assumed that the biodiversity DNSH does not apply in cases of new construction in urban environments and built on buildable land under the aforementioned FAQ.
  The analysis of the polluting substances described in Appendix C of the Delegated Regulation and the integration of these criteria into the company's internal and purchasing procedures are particularly relevant. For this reason, compliance with the taxonomy criteria, and in the absence of sector criteria, can only occur in singular building projects, which in many cases demand more demanding requirements than those set forth in the construction standards and, in most cases, are backed by sector certifications such as BREEAM, LEED or WELL.

Compliance with the DNSH

To demonstrate compliance with the rest of the criteria of the activities of this group, the availability of evidence supporting the requirements of each of these sections has been evaluated asset by asset. In this context, documents have been requested such as: Environmental Impact Assessments, Environmental Monitoring Plans, Construction and Demolition Waste Recovery Indicator Reports, flora and fauna management plans, as well as corrective measures plans for the mitigation of noise, dust, among others.

Group: Information and communication

Eligibility exercise

Contracts and services related to activity 8.1 of the mitigation and adaptation objectives have been identified, which, although they do not have a material impact on the eligibility indicators, have been analyzed on a contract-by-contract basis according to the descriptions in the regulations.

This group of activities is not covered by the resource objectives on water use, circular economy, pollution and biodiversity.

Alignment exercise

For data processes, hosting and related activities to make a significant contribution to climate change mitigation, they must meet two main technical criteria:

- Implementation of the practices set out in the most recent version of the European code of conduct on data center energy efficiency, as well as its verification by a third party at least every three years.
- Use of refrigerants in the data center cooling system that have a global warming potential (GWP) below 675.

In its December 2022 draft FAQ, the European Commission provided clarification on the criteria for compliance and verification of the code of conduct in relation to a given activity. According to this response, an assessment framework will be implemented in early 2024 to complement the code of conduct to establish a framework for external verification of compliance with the practices set out in the code of conduct.

Ferrovial has considered that it is not possible to report on compliance with the technical criteria in relation to the 2023 financial year, as the corresponding framework is not yet available.

Block of transversal interpretations:

DNSH adaptation:

Ferrovial, in collaboration with the Environmental Hydraulics Institute of the University of Cantabria, has developed its own methodology for identifying and analyzing the physical climate risks that may affect its infrastructures, as well as proposing adaptation programs with measures to mitigate the associated impacts.

This methodology considers the different types of infrastructure that the company develops and operates around the world. The analysis is performed in the short (2025), medium (2030) and long (2050) term under different climate scenarios (RCP 4.5 and RCP 8.5). The procedure considers the risk framework defined by the Intergovernmental Panel on Climate Change (IPPC), which focuses on the analysis of hazard, exposure and vulnerabilities of assets in different time horizons and climate scenarios.

ADAPTARE is the software tool developed that automates this methodology and facilitates the analysis and interpretation of the information to respond to this criterion at the contract level.

Social safeguards:

Ferrovial complies with the minimum safeguards established in Articles 3 and 18 of the Taxonomy Regulation in relation to human rights, corruption, taxation and fair competition. In this regard, a body of policies (Human Rights Policy, Anti-Corruption Policy, Tax Compliance and Best Practices Policy and Competition Policy, among others) determines the corporate position on these matters.

The company has due diligence procedures for the ethical integrity of suppliers, customers, partners and candidates in order to prevent the commission of criminal acts and carries out regular training activities to inform its staff, especially senior management, of all corporate policies and procedures.

In addition, Ferrovial has not received any firm convictions or sanctions for human rights violations, corruption or bribery, tax evasion or failure to comply with competition laws.

CALCULATION AND RESULTS PER KPI ANALYZED

In view of the above and to comply with the reporting requirements of DR (EU) 2021/2178 and DR (EU) 2021/2186, the data published in the European Commission tables presented below follow the following criteria for the calculation of the corresponding percentages:

Percentage of revenues:

- Calculation of the eligible numerator: sum of the resulting product between the % associated with the taxonomic activities identified in the descriptions of mitigation, adaptation, use and protection of water and marine resources, transition to a circular economy, pollution, prevention and control and biodiversity, with the consolidated revenues values of the analyzed companies.
- Calculation of the aligned numerator: sum of the resulting product between the % associated with taxonomic activities identified in the descriptive of Annex I of Mitigation and that are being developed in compliance with the substantial contribution criteria, the DNSH criteria and the social safeguards adjusted to the consolidated revenues values of the analyzed companies.
- Calculation of the denominator: book value of Ferrovial's total INCN, with reference to total operating income in Note 2.1 of the Consolidated Financial Statements.

Percentage of CapEX:

- Calculation of the eligible numerator: sum of the resulting product between the % associated to taxonomic activities with the CapEX values associated to the analyzed companies that have included investments in fixed assets that are related to assets or processes associated to economic activities that fit the taxonomy.
- Calculation of the aligned numerator: sum of the resulting product between the % associated to taxonomic activities with the CapEX values associated to the analyzed companies that have included investments in fixed assets that are being developed in compliance with the substantial contribution criteria, DNSH criteria and social safeguards.
- Calculation of the denominator: this was calculated as the total CapEX of Ferrovial companies within the scope of the analysis, which includes additions to tangible and intangible assets during the year before depreciation, amortization and possible new valuations, including those resulting from revaluations and impairment, corresponding to the relevant year, excluding changes in fair value. Additions reflected in the financial statements in notes 3.2 Intangible assets, 3.3 Investments in infrastructure projects, specifically 3.3.1 Intangible assets model, 3.3.2 Total additions in concession models, 3.4 Property, plant and equipment and 3.7 Rights of use for leased assets and associated liabilities. Likewise, for the CapEX calculation, only costs accounted for in accordance with the International Financial Reporting Standards (IFRS) adopted by Regulation (EC) No. 1126/2008 have been considered:
  - IAS 16 Property, plant and equipment, paragraph 73 (e) (i) and (iii)
  - IAS 38 Intangible Assets, paragraph 118 (e) (i)
  - IFRS 16 Leases, paragraph 53, letter h)

Percentage of OpEX:

Article 8(2)(b) of Regulation (EU) 2020/852 limits the calculation of OpEx to non-capitalized direct costs that relate to research and development, building renovation measures, short-term leases, maintenance and repairs, as well as other direct costs related to the day-to-day maintenance of property, plant and equipment assets, by the company or a third party to whom activities are outsourced, and that are necessary to ensure the continued effective operation of such assets. Additionally, non-financial companies that apply national GAAP and do not capitalize right-of-use assets will include leasing costs in OpEx.

When operating expenses are not material to the business model of non-financial companies, the standard allows not reporting the non-capitalized direct costs referenced above if the lack of materiality of the operating expenses to their business model is analyzed and explained.

Ferrovial has proceeded to the comparative calculation of its total operating costs and "taxonomic" expenses. Of the total operating costs for the 2023 financial year (EUR 7,530 million), the OpEx denominator, as specified in the Regulation, represents 5.14% (EUR 386.9 million), and has therefore been considered immaterial for reporting purposes. For this reason, the data included in the OpEx table (p. 299) are reported as equal to zero, in accordance with point 1.1.3.2. of Annex I of Delegated Regulation (EU) 2021/2178. For the calculation of the OpEx denominator, all direct costs at Group level in relation to maintenance and repairs of tangible fixed assets, as well as short-term leasing costs, have been taken into account. Costs referenced with direct "other expenses" related to the daily maintenance of property, plant and equipment have not been included in the numerator and have therefore been excluded from the calculation of the denominator.

EU TAXONOMY

TURNOVER

Financial year 2023	Year			Substantial contribution criteria						Criteria for no significant harm ("No significant harm").									
Economic activities	Codes	Turnover (Mill. €)	Proportion of Turnover year 2023 (%)	Climate change mitigation	Adaptation to climate change	Water	Contamination	Circular economy	Biodiversity	Climate change mitigation	Adaptation to climate change	Water	Contamination	Circular economy	Biodiversity	Minimum guarantees	Proportion of Turnover conforming to taxonomy (A.1.) or eligible according to taxonomy (A.2.), year 2022 (%)	Facilitating activity category	Transition activity category
A. ELIGIBLE ACTIVITIES ACCORDING TO TAXONOMY																			
A.1. Environmentally sustainable activities (conforming to the taxonomy)																			
Photovoltaic solar energy	CCM 4.1	39.5	0.46	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.05		
District Heating and Cooling Distribution	CCM 4.15	1.9	0.02	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00		
Wind energy	CCM4.3	25.9	0.30	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.13		
Hydroelectric power	CCM 4.5	72.1	0.85	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00		
Electricity transmission and distribution	CCM 4.9	33.3	0.39	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.39	F	
Construction and operation of DWTPs and IDAMs	CCM 5.1	144.5	1.70	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	1.69		
Construction and operation of WWTPs	CCM 5.3	151.5	1.78	Y	N/EL	N*	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	1.81		
Regound and transportation of non-hazardous waste	CCM 5.5	34.6	0.41	Y	N/EL	N/EL	N*	N*	N/EL	Y	Y	Y	Y	Y	Y	Y	0.10		
Bio-waste composting	CCM 5.8	7.4	0.09	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.09		
Recovery of non-hazardous waste material	CCM 5.9	22.6	0.26	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.26		
Caputra and use of biogas from landfills	CCM 5.10	0.6	0.01	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.01		
Pedestrian infrastructure	CCM 6.13	20.4	0.24	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.10	F	
Railroad construction and maintenance	CCM 6.14	1,558.9	18.31	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	16.14	F	
Construction and maintenance of ports and waterways	CCM 6.16	122.4	1.44	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.38	F	
Airport construction and maintenance	CCM 6.17	139.5	1.64	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	1.74	F	
Construction of new buildings	CCM 7.1	303.9	3.57	Y	N/EL	N/EL	N/EL	N*	N/EL	Y	Y	Y	Y	Y	Y	Y	1.15		
Building rehabilitation	CCM 7.2	36.3	0.43	Y	N/EL	N/EL	N/EL	N*	N/EL	Y	Y	Y	Y	Y	Y	Y	0.13		T
Installation and maintenance of energy efficient equipment	CCM 7.3	56.4	0.66	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.62	F	
Installation and maintenance of instruments to measure, regulate and control the energy efficiency of buildings.	CCM 7.5	12.5	0.15	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.16	F	
Installation and maintenance of renewable energy technologies	CCM 7.6	5.1	0.06	Y	N/EL	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.02	F	
Turnover of environmentally sustainable activities (conforming to the taxonomy) (A.1)		2,789.1	32.76	33	0	0	0	0	0	Y	Y	Y	Y	Y	Y	Y	25.02		
Of which: facilitators		1,948.4	69.86	69.86	0	0	0	0	0	Y	Y	Y	Y	Y	Y	Y	78.14	F	
Of which: transitional		36.3	1.30	1.30						Y	Y	Y	Y	Y	Y	Y	0.52		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (activities that do not conform to the taxonomy)																			
Photovoltaic solar energy	CCM 4.1	0.6	0.01	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.27		
District Heating and Cooling Distribution	CCM 4.15	0.0	0.00	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.01		
Concentrated solar power	CCM 4.2	6.7	0.08	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.04		
Wind energy	CCM 4.3	1.2	0.01	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00		
Hydroelectric power	CCM 4.5	2.8	0.03	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.84		
Electricity transmission and distribution	CCM 4.9	16.5	0.19	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00		
Construction Cogeneration operation with biogas, biomass or bioliquids.	CCM 4.20	0.0	0.00	EL	N/EL												0.03		
Construction and operation of DWTPs and IDAMs	CCM 5.1	21.2	0.25	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.40		
Renovation of ETAPs and IDAMs	CCM 5.2	0.7	0.01	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.02		
Construction and operation of WWTPs	CCM 5.3/ WTR 2.2	172.9	2.03	EL	N/EL	EL	N/EL	N/EL	N/EL								2.31		
Renovation of WWTPs	CCM 5.4	0.2	0.00	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00		
Regound and transportation of non-hazardous waste	CCM 5.5 CE 2.3/ PPC 2.1	20.5	0.24	EL	N/EL	N/EL	EL	EL	N/EL								1.75		
Bio-waste composting	CCM 5.8	1.8	0.02	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.05		
Recovery of non-hazardous waste material	CCM 5.9	74.2	0.87	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.00		
Desalination	CCA 5.13	9.3	0.11	N/EL	EL	N/EL	N/EL	N/EL	N/EL								0.00		
Pedestrian infrastructure	CCM 6.13	17.1	0.20	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.58		
Railroad construction and maintenance	CCM 6.14	85.7	1.01	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.52		
Construction and maintenance of ports and waterways	CCM 6.16	6.3	0.07	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.23		

Airport construction and maintenance	CCM 6.17	22.9	0.27	EL	N/EL	N/EL	N/EL	N/EL	N/EL		0.16	
Construction of new buildings	CCM 7.1 / CE 3.1	611.4	7.18	EL	N/EL	N/EL	N/EL	EL	N/EL		6.98	
Building rehabilitation	CCM 7.2 / CE 3.2	38.4	0.45	EL	N/EL	N/EL	N/EL	EL	N/EL		0.52	
Installation and maintenance of energy efficient equipment	CCM 7.3	0.0	0.00	EL	N/EL	N/EL	N/EL	N/EL	N/EL		0.13	
Installation and maintenance of recharging stations for electric vehicles in buildings	CCM 7.4	0.1	0.00	EL	N/EL	N/EL	N/EL	N/EL	N/EL		0.00	
Installation and maintenance of instruments to measure, regulate and control the energy efficiency of buildings.	CCM 7.5	15.2	0.18	EL	N/EL	N/EL	N/EL	N/EL	N/EL		0.00	
Data processing, hosting and related activities	CCM 8.1	15.4	0.18	EL	N/EL	N/EL	N/EL	N/EL	N/EL		0.32	
Turnover of taxonomy-eligible but not environmentally sustainable activities (activities that do not conform to the taxonomy) (A.2)		1,140.9	13.40	13	0	0	0	0	0		15.16	
A. Turnover of eligible activities according to taxonomy (A.1+A.2)		3,930.0	46.16	46	0	0	0	0	0		40.21	
B. INELIGIBLE ACTIVITIES ACCORDING TO THE TAXONOMY												
Turnover of ineligible activities according to taxonomy		4,583.4	53.84									
TOTAL		8,513.5	100.0									

*The alignment analysis has not been carried out as it is not mandatory in this exercise for the four objectives not related to climate change (adaptation and mitigation).

	Turnover/Total Turnover ratio	
	that conforms to the Taxonomy by objective (aligned and eligible).	eligible according to taxonomy by objective
CCM	32.8 %	46.1 %
CCA	0.0 %	0.1 %
WTR	0.0 %	3.8 %
CE	0.0 %	12.3 %
PPC	0.0 %	0.6 %
BIO	0.0 %	0.0 %

CAPEX

Financial year 2023	Year			Substantial contribution criteria						Criteria for no significant harm ("No significant harm").									
Economic activities	Codes	CAPEX (Mill. €)	Proportion of CapEx, year 2023 (%)	Climate change mitigation	Adaptation to climate change	Water	Contamination	Circular economy	Biodiversity	Climate change mitigation	Adaptation to climate change	Water	Contamination	Circular economy	Biodiversity	Minimum guarantees	Proportion of CapEx conforming to taxonomy (A.1) or eligible according to taxonomy (A.2), year 2022 (%)	Facilitating activity category	Transition activity category
A. ELIGIBLE ACTIVITIES ACCORDING TO TAXONOMY																			
A.1. Environmentally sustainable activities (conforming to the taxonomy)																			
Photovoltaic solar energy	CCM 4.1	7.1	0.68	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	3.35		
Wind energy	CCM4.3	0.2	0.02	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.70		
Hydroelectric power	CCM 4.5	0.9	0.08	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00		
Electricity transmission and distribution	CCM 4.9	105.7	10.06	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	2.35	F	
Construction and operation of DWTPs and IDAMs	CCM 5.1	0.2	0.02	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.01		
Construction and operation of WWTPs	CCM 5.3	0.4	0.04	Y	N	N*	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00		
Regound and transportation of non-hazardous waste	CCM 5.5	0.2	0.01	Y	N	N/EL	N*	N*	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00		
Bio-waste composting	CCM 5.8	0.0	0.00	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00		
Recovery of non-hazardous waste material	CCM 5.9	0.1	0.01	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00		
Caputra and use of biogas from landfills	CCM 5.10	0.0	0.00	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00		
Pedestrian infrastructure	CCM 6.13	0.0	0.00	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00	F	
Railroad construction and maintenance	CCM 6.14	25.4	2.41	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	1.72	F	
Construction and maintenance of ports and waterways	CCM 6.16	0.0	0.00	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00	F	
Airport construction and maintenance	CCM 6.17	18.6	1.77	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.01	F	
Construction of new buildings	CCM 7.1	0.3	0.03	Y	N	N/EL	N/EL	N*	N/EL	Y	Y	Y	Y	Y	Y	Y	0.01		
Building rehabilitation	CCM 7.2	0.2	0.02	Y	N	N/EL	N/EL	N*	N/EL	Y	Y	Y	Y	Y	Y	Y	0.00		T
Installation and maintenance of energy efficient equipment	CCM 7.3	8.1	0.77	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.15		
Installation and maintenance of instruments to measure, regulate and control the energy efficiency of buildings.	CCM 7.5	1.4	0.13	Y	N	N/EL	N/EL	N/EL	N/EL	Y	Y	Y	Y	Y	Y	Y	0.14	F	
CapEx of environmentally sustainable activities (conforming to the taxonomy) (A.1)		168.7	16.06	16.06	0	0	0	0	0	Y	Y	Y	Y	Y	Y	Y	8.44		
Of which: facilitators		151.1	89.52	89.52	0	0	0	0	0	Y	Y	Y	Y	Y	Y	Y	26.28	F	
Of which: transitional		0.2	0.10	0.10						Y	Y	Y	Y	Y	Y	Y	0.00		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (activities that do not conform to the taxonomy)																			
Photovoltaic solar energy	CCM 4.1 / CCA 4.1	1.8	0.17	EL	EL	N/EL	N/EL	EL	N/EL								0.02		
Concentrated solar power	CCM 4.2 /CCA 4.2	0.0	0.00	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00		
Wind energy	CCM 4.3 / CCA 4.3	11.2	1.07	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00		
Hydroelectric power	CCM 4.5/ CCA 4.5	0.0	0.00	EL	EL	N/EL	N/EL	N/EL	N/EL								0.15		
Construction and operation of DWTPs and IDAMs	CCM 5.1/ CCA 5.1	0.3	0.02	EL	EL	N/EL	N/EL	N/EL	N/EL								0.01		
Renovation of ETAPs and IDAMs	CCM 5.2/ CCA 5.2	0.1	0.01	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00		
Construction and operation of WWTPs	CCM 5.3/ CCA 5.3/ CCW 2.2	0.7	0.06	EL	EL	EL	N/EL	N/EL	N/EL								0.01		
Regound and transportation of non-hazardous waste	CCM 5.5/CCA 5.5 / CE 2.3/ CC 2.1	4.7	0.44	EL	EL	N/EL	EL	EL	N/EL								0.00		
Bio-waste composting	CCM 5.8 / CCA 5.8	0.0	0.00	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00		
Recovery of non-hazardous waste material	CCM 5.9 / CCA 5.9	4.2	0.40	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00		
Pedestrian infrastructure	CCM 6.13 / CCA 6.13	0.1	0.01	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00		
Railroad construction and maintenance	CCM 6.14 / CCA 6.14	6.0	0.57	EL	EL	N/EL	N/EL	N/EL	N/EL								0.01		
Construction and maintenance of ports and waterways	CCM 6.16 / CCA 6.16	0.6	0.05	EL	EL	N/EL	N/EL	N/EL	N/EL								0.03		
Airport construction and maintenance	CCM 6.17 / CCA 6.17	0.1	0.01	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00		
Construction of new buildings	CCM 7.1 / CCA 7.1/ CE 3.1	1.0	0.10	EL	EL	N/EL	N/EL	EL	N/EL								0.04		

Building rehabilitation	CCM 7.2 / CCA 7.2/ CE 3.2	0.1	0.01	EL	EL	N/EL	N/EL	EL	N/EL								0.00		
Installation and maintenance of energy efficient equipment	CCM 7.3	0.0	0.00	EL	EL	N/EL	N/EL	N/EL	N/EL								0.46		
Installation and maintenance of recharging stations for electric vehicles in buildings.	CCM 7.4 / CCA 7.4	3.5	0.33	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00		
Installation and maintenance of instruments to measure, regulate and control the energy efficiency of buildings.	CCM 7.5 / CCA 7.5	0.3	0.03	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00		
Data processing, hosting and related activities	CCM 8.1 / CCA 8.1	0.1	0.01	EL	EL	N/EL	N/EL	N/EL	N/EL								0.00		
CapEx of taxonomy-eligible but not environmentally sustainable activities (activities that do not conform to the taxonomy) (A.2)		34.6	3.30	3	0	0	0	0	0								0.73		
A. CapEx of eligible activities according to taxonomy (A.1+A.2)		203.4	19.36	19	0	0	0	0	0								9.17		
B. INELIGIBLE ACTIVITIES ACCORDING TO THE TAXONOMY																			
CapEx of ineligible activities according to taxonomy		847.3	80.64																
TOTAL		1,050.7	100.0																

*The alignment analysis has not been carried out as it is not mandatory in this exercise for the four objectives not related to climate change.

	CapEx/Total CapEx ratio	
	that conforms to the Taxonomy by objective (aligned and eligible).	eligible according to taxonomy by objective
CCM	16.2 %	19.5 %
CCA	0.0 %	19.5 %
WTR	0.0 %	0.1 %
CE	0.0 %	0.6 %
PPC	0.0 %	0.5 %
BIO	0.0 %	0.0 %

OPEX

Financial year 2023	Year			Substantial contribution criteria						Criteria for no significant harm ("No significant harm").									
Economic activities	Codes	OPEX (Mill. €)	Proportion of OPEX year 2023 (%)	Climate change mitigation	Adaptation to climate change	Water	Contamination	Circular economy	Biodiversity	Climate change mitigation	Adaptation to climate change	Water	Contamination	Circular economy	Biodiversity	Minimum guarantees	Proportion of OPEX conforming to taxonomy (A.1) or eligible according to taxonomy (A.2), year 2022 (%)	Facilitating activity category	Transition activity category
A. ELIGIBLE ACTIVITIES ACCORDING TO TAXONOMY																			
A.1. Environmentally sustainable activities (conforming to the taxonomy)																			
OPEX of environmentally sustainable activities (conforming to the taxonomy) (A.1)		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0								0		
Of which: facilitators		0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0								0.00	F	
Of which: transitional		0.0	0.0	0.0													0.00		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (activities that do not conform to the taxonomy)																			
OPEX of taxonomy-eligible but not environmentally sustainable activities (activities that do not comply with the taxonomy) (A.2)		0.0	0.00	0	0	0	0	0	0								0.00		
A OPEX of eligible activities according to taxonomy (A.1+A.2)		0.0	0.00	0	0	0	0	0	0								0.00		
B. INELIGIBLE ACTIVITIES ACCORDING TO THE TAXONOMY																			
OPEX of ineligible activities according to the taxonomy		387.0	100																
TOTAL		387.0	100																

TASK FORCE ON CLIMATE-RELATED FINANCIAL DISCLOSURES (TCFD)

The contents of this Integrated Annual Report are aligned with the recommendations of the TCFD. The contents suggested by the initiative can be consulted in this index:

CONTENTS		LOCATION
GOVERNANCE	Describe the board's overview of climate-related risks and opportunities.	Climate Strategy section (page 97 and 98).
		Corporate Governance section (page 152).
	Describe the role of management in assessing and managing climate-related risks and opportunities.	Risk Chapter (pages 229 and 230).
		Climate Strategy section (page 97 and 98).
STRATEGY	Describe the climate-related risks and opportunities identified by the organization in the short, medium and long term.	Strategy Chapter (pages 23-25).
		Risks and opportunities related to climate change (pages 102-103).
		Risks Chapter (pages 231-234).
	Describe the impact of climate-related risks and opportunities on the organization's business, strategy and financial planning.	Climate Strategy section (pages 25-25) and in each of the sections related to each of Ferrovial's divisions (pages 34-55).
	Describe the resilience of the organization's strategy, taking into account different future climate scenarios including a scenario of 2 °C or less.	Risks and opportunities related to climate change (pages 102-103).
RISKS	Describe the organization's processes for identifying and assessing climate-related risks.	Risk Chapter (pages 229 and 230).
		Risks and opportunities related to climate change (pages 102-103).
	Describe the organization's processes for managing climate-related risks.	Risk Chapter (pages 229 and 230).
		Risks and opportunities related to climate change (pages 102-103).
	Describe how the processes for identifying, assessing and managing climate-related risks are integrated with the organization's overall risk management.	Risk Chapter (pages 229 and 230).
		Risks and opportunities related to climate change (pages 102-103).
METRICS	Describe the metrics the organization uses to assess climate-related risks and opportunities and the risk management process.	Risk Chapter (pages 229 and 230).
		Risks and opportunities related to climate change (pages 102-103).
	Break down GHG emissions, Scope 1, Scope 2 and, if appropriate, Scope 3, and associated risks.	Environment Chapter (page 99).
		Annex of GRI Standards indicators (pages 324 and 325).
	Describe the organization's objectives for managing climate-related risks and opportunities and performance against those objectives.	Environment Chapter (page 97-107).

ESG SCOREBOARD

Environmental	2021	2022	2023
Absolute emissions Scope1 (tCO2eq)	438,807	420,761	300,648
Absolute emissions Scope2 market-based (tCO2eq)	37,885	40,394	26,926
Absolute emissions Scope3 (tCO2eq)	3,826,535	4,049,796	3,878,812
Relative emissions Scope1+2 (tCO2eq/M€)	67.48	42.91	43.26
Water consumption (Mm3)	6,909	6,808	6,152
Total energy consumption (MWh)	1,147,772	1,018,534	901,886
Electricity consumption from renewable sources (%)	-	66.6	68.5
Eligible revenues according to EU Taxonomy (%)	40	40.21	46.16
Aligned revenues according to EU Taxonomy (%)	-	-	32.73
Eligible CapEX according to EU Taxonomy (%)	23	9.19	19.36
Aligned CapEX according to EU Taxonomy (%)	-	-	16.06
ISO 14001 certified activity (%)	89	80	86
ISO 50001 certified activity (%)	-	69	69
Social	**2021**	**2022**	**2023**
Worforce at year-end	63,070	24,191	24,799
Average workforce	78,534.2	34,349.8	25,165.6
Total turnover rate (%)	24.37	41.17	38.95
Training hours (hours/employee)	9.98	14.40	15.50
Investment in training (€/employee)	209.60	264.20	347.40
Gender pay gap (average salary)%	25	3.24	-0.65
Number of employee fatal accidents	2	3	1
Number of contractors fatal accidents	6	2	0
Employee Lost-Time Injuries Frequency Rate	8.8	3.2	4.7
Severity rate	0.28	0.10	0.17
Investment in the community (M€)	4.2	4.8	4.7
Beneficiaries in drinking water and sanitation*	238,869	286,213	336,255
Governance	**2021**	**2022**	**2023**
Female representation on the Board of Directors (%)	33	33	33
Independence on the Board of Directors (%)	66.7	66.7	75.0
Customer satisfaction (out of 5)	4.3	4.2	4.2
User satisfaction (out of 5)	4.0	4.0	4.0
ISO 9001 certified activity	89	80	86
Purchases from local suppliers (%)	96.23	97.03	96.88

* Data accumulated since 2008 (31 projects performed in Colombia, Peru, Mexico, Tanzania, Ethiopia, Uganda and Ghana).

NON-FINANCIAL INFORMATION* AND DIVERSITY REFERENCE TABLE (DUTCH LAW)

Topic	Sub topic	Included (yes/no)	Page reference
Business model	Not applicable	Yes	Ferrovial in two minutes Chapter (qualitative information in Pages 18 and 19). Global strategy Chapter. Section Strategy (Pages 24 -25)
Relevant social and personnel matters (e.g. HR, safety etc.)	A description of the policies pursued, including due diligence	Yes	People Chapter. Section Integrated management of talent (Pages 86-87) Social value Chapter. Table of Page 132
	The outcome of those policies	Yes	People chapter. Section Diversity and inclusion (Page 87-88) Health, Safety and Wellbeing Chapter (Pages 91 - 92) Sections Leadership, Competency and Resilience (Pages 92-93) Human Rights Chapter. Section Human rights governance and management model (Page 132) Table GRI Standards (GRI 416-2) (Page 315)
	Principal risks in own operations and within value chain and how risks are managed	Yes	Risks Chapter. Section Ferrovial Risk Management (Pages 230 and 231 and ESG-related risks of the page 232 table).
	Non-financial key performance indicators	Yes	Appendix to GRI indicators 2-7. Employees (Pages 317-318) 2-30 Percentage of employees covered by collective bargaining agreements (Page 319) 401-1. New employee hires and employee turnover. Table The number of leaves and the turnover rate in 2023 and 2022 is as follows. (Page 329) 403-9. Injuries due to occupational accidents (Page 330) 403-10 Occupational diseases and illnesses (Page 330) 404-1. Average total training hours and average number of training hours per year per employee. (Page 330) 405-1. Diversity in governing bodies and employees (Page 331) 405-2 Ratio of basic salary and remuneration of women vs. Men (Pages 331-333)
Relevant environmental matters (e.g. climate-related impacts)	A description of the policies pursued, including due diligence	Yes	Value chain Chapter. Sections Supply chain (Page 123) and Quality (Page 127)
	The outcome of those policies	Yes	Creation Value, section Environmental (Page 29) Environment Chapter (Page 97) Sections Climate Strategy (Page 98-99) Carbon footprint (Page 99) and Offseting (Page 100) Appendix GRI Standards Indicators Table GRI Standards (GRI 2-27) (Page 311)
	Principal risks in own operations and within value chain and how risks are managed	Yes	Risks Chapter. Section Ferrovial Risk Management (Pages 230 and 231 and ESG-related risks of the page 232 table).
	Non-financial key performance indicators	Yes	Table GRI Standards (GRI 304-1) (Page 313) Table GRI Standards (GRI 304-3) (Page 313) Appendix to GRI indicators 301-1. Materials used by weight or volume (Page 321) 301-2. Recycled materials consumed (Page 322) 305-1. Direct (Scope 1) GHG emissions (Page 324) 305-2. Energy Indirect (Scope 2) GHG emissions (Page 324) 305-3. Other indirect GHG emissions (Scope 3) (Page 325) 305-5. Reduction of GHG emissions (Page 326) 305-7. Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions (Page 326) 303-5 Water consumption (Page 324) 306-3. Waste generated (Pages 326-327)

Relevant matters with respect to human rights (e.g. labour protection)	A description of the policies pursued, including due diligence	Yes	Social value Chapter. Table of Page 132
	The outcome of those policies	Yes	People chapter. Section Diversity and inclusion (Page 87-88) Social Value Chapter. Section Human rights governance and management model (Pages 132-133) Section Human and labor rights throughout the value chain (Pages 133-134) Section Dialogue and communication, key aspects. (Page 134) Social value chapter. Section Community investment, one more step in creating positive impact (Qualitative information on Pages 136-137) Ethical and Responsible management Chapter. Section Ethics channel (Page 189)
	Principal risks in own operations and within value chain and how risks are managed	Yes	Risks Chapter. Section Ferrovial Risk Management (Pages 230 and 231 and ESG-related risks of the page 232 table).
	Non-financial key performance indicators	Yes	Ethical and Responsible management Chapter. Section Ethics channel (Pages 189-190) Appendix to GRI indicators 2-30 Percentage of employees covered by collective bargaining agreements (Page 319)
Relevant matters with respect to anti-corruption and bribery	A description of the policies pursued, including due diligence	Yes	Social value Chapter. Table of Page 132 Ethical and Responsible management Chapter. Section Ferrovial's values: integrity (Page 186) Ethical and responsible management Chapter Section Anti-Corruption Policy (Page 188)
	The outcome of those policies	Yes	Creation of value Chapter. Governance section (Page 30) Taxonomy chapter. Section Social safeguards: (Pages 296)
	Principal risks in own operations and within value chain and how risks are managed	Yes	Risks Chapter. Section Ferrovial Risk Management (Pages 230 and 231 and ESG-related risks of the page 232 table).
	Non-financial key performance indicators	Yes	Ethical and Responsible management Chapter. Section Ethics channel (Page 189)
Insight into diversity (Supervisory Board and Executive Board)	A description of the policies pursued, including due diligence	Yes	People chapter. Section Diversity and inclusion (Page 87-88) Corporate Governance Chapter. Section 2.8.1 Diversity (Pages 161-162)
	The outcome of those policies	Yes	People chapter. Section Diversity and inclusion (Page 87-88) Corporate Governance Chapter. Section 2.8.1 Diversity (Pages 161-162)
	Principal risks in own operations and within value chain and how risks are managed	Yes	Risks Chapter. Section Ferrovial Risk Management (Pages 230 and 231 and ESG-related risks of the page 232 table).
	Non-financial key performance indicators	Yes	People chapter. Section Diversity and inclusion (Page 87-88) Corporate Governance Chapter. Section 2.8.1 Diversity (Pages 161-162) Appendix to GRI indicators: 2-7. Employees (Pages 317-319) 405-2 Ratio of basic salary and remuneration of women vs. Men (Pages 331-332)

* In compliance with 'Besluit bekendmaking niet-financiële informatie' which is the implementation of the EU Directive 2014/95/EU on Non-Financial information.

CONTENTS OF NON-FINANCIAL INFORMATION STATEMENTS (SPANISH LAW)

11/2018 Law contents			GRI Standard	Location / additional information
Business Model	Description of the Group's business model	Brief description of the group's business model, including its business environment, organization and structure, the markets in which it operates, its objectives and strategies, and the main factors and trends that may affect its future development	2-1, 2-6	Ferrovial in two minutes Chapter (qualitative information in Pages 18 and 19). Global strategy Chapter. Section Strategy. (Pages 24 -25)
Policies	Policies applied by the Group	Policies applied by the group, including due diligence procedures applied for the identification, assessment, prevention and mitigation of significant risks and impacts, and for verification and control, as well as the measures that have been adopted	3-3	Creation of value Chapter. Governance section (Page 30) Value chain Chapter. Sections Supply chain (Page 123) and Quality (Page 127) Social value Chapter. Table of Page 132 Ethical and Responsible management Chapter. Section Ferrovial's values: integrity (Page 186) Table GRI Standards (GRI 2-17) (Page 311)
Main risks	Main risks related to issues linked to the group's activities	Key risks related to issues linked to the group's activities, including, where relevant and proportionate, its business relationships, products or services that could have an adverse effect on those areas, and how the group manages those risks, explaining the procedures used to identify and assess them in accordance with national, European or international frameworks of reference for each subject. Information on the impacts that have been identified should be included, providing a breakdown of these impacts, in particular the main short, medium and long-term risks	3-3, 2-12, 201-2	Creation of value Chapter. Governance section. Page 30 Risks Chapter. Section Ferrovial Risk Management (Pages 230 and 231 and ESG-related risks of the page 232 table).
Information on environmental issues	Pollution	Current and foreseeable effects of the company's activities on the environment and, where appropriate, on health and safety	2-69, 2-12	Creation Value, section Environmental. Page 29 Appendix GRI Standards Indicators Table GRI Standards (GRI 2-27) (Page 311)
		Environmental assessment or certification procedures	3-3, 2-69 and 2-12	Value Chain Chapter. Sections Quality and Integrated Management System (Page 127)
		Resources dedicated to environmental risk prevention	2-12	Currently 251 people (276 in 2022) work in the different Quality and Environment departments of Ferrovial and its subsidiaries, which implies an approximate expenditure of 15.94 million euros (16.06 in 2022).
		Application of the precautionary principle	3-3	Risks Chapter. Section Ferrovial Risk Management (Page 230) Creation Value, section Environmental (Page 29)
		Number of provisions and safeguards for environmental risks	307-1	See note 6.3 of the Consolidated Financial Statements.
		Measures to prevent, reduce or remediate CO2 emissions that seriously affect the environment	3-3, 302-4, 302-5, 305-5, 305-7	Environment Chapter. Sections climate strategy, carbon footprint and offsetting (Page 98 - 100) Appendix to GRI indicators 305-5. Reduction of GHG emissions (Page 326)
		Measures to prevent, reduce or remediate emissions of all forms of air pollution (including noise and light pollution)	416-1	Value chain chapter, section Legal requirements and technical standards (Page 128) Appendix to GRI indicators 305-7. Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions (Page 327)
	Circular economy and waste prevention and management	Measures for waste prevention, recycling, reuse and other forms of waste recovery and disposal	3-3, 301-1, 301-2, 301-3, 303-3, 306-1, 306-2, 306-3	Environment Chapter, Section Circular economy (Pages 104 and 105) Appendix to GRI indicators 306-3. Waste generated (Pages 326-327)
		Actions to combat food waste	Not applicable	Due to the nature of Ferrovial's activities, this indicator is considered non-material.
	Sustainable use of resources	Water consumption and supply in accordance with local constraints	303-1, 303-2, 303-3	Environment Chapter. Section Water Footprint section (Page 105) Appendix to GRI indicators 303-5 Water consumption (Page 324)
		Consumption of raw materials and measures taken to improve the efficiency of their use	301-1, 301-2, 301-3	Environment Chapter, Section Circular economy (Pages 104 and 105) Appendix to GRI indicators 301-1. Materials used by weight or volume (Page 321) 301-2. Recycled materials consumed (Page 322)
		Consumption, direct and indirect; Measures taken to improve energy efficiency, use of renewable energies	302-1, 302-2, 302-3, 302-4, 302-5	Creation Value. Section Environmental. Page 29 Environment Chapter. Section Climate Strategy and Carbon footprint. (Pages 98 – 99) Appendix to GRI indicators 302-1. Energy consumption within the organization (Page 322)

		Significant elements of greenhouse gas emissions generated as a result of the company's activities (including goods and services produced)	305-1, 305-2, 305-3, 305-4	Environment Chapter, section Carbon footprint (Pages 98), Appendix to GRI indicators 305-1. Direct (Scope 1) GHG emissions (Page 324) 305-2. Energy Indirect (Scope 2) GHG emissions (Page 324) 305-3. Other indirect GHG emissions (Scope3) (Page 325)
	Climate change	Measures taken to adapt to the consequences of climate change	3-3, 201-2, 305-5	Environment Chapter, Climate Strategy section (Page 98 - 99)
		Voluntary reduction targets established in the medium and long term to reduce GHG emissions and the means implemented to this end	3-3	Environment Chapter, Climate Strategy section (Page 98 - 99)
	Biodiversity protection	Measures taken to conserve or restore biodiversity	304-3	Environment Chapter, Biodiversity and natural capital section (Pages 103 and 104) Table GRI Standards (GRI 304-3) (Page 313)
		Impacts of activities or operations on protected areas	304-1, 304-2 y 304-4	Environment Chapter, Biodiversity and natural capital section (Pages 103 and 104) Table GRI Standards (GRI 304-1) (Page 313) Table GRI Standards (GRI 304-3) (Page 313)
		Total number and distribution of employees by gender, age, country, and occupational classification	2-6, 2-7, 405-1	Appendix to GRI indicators 2-7. Employees (Pages 317-318) 405-1. Diversity in governing bodies and employees (Page 331)
		Total number and distribution of employment contracts	2-7	Appendix to GRI indicators. 2-7. Employees (Pages 317-318)
		Average annual number of permanent, temporary, and part-time contracts by gender, age, and occupational classification	2-7	Appendix to GRI indicators. 2-7. Employees (Pages 317-318) Data is provided at the end of the year. Ferrovial's information systems do not allow segregation of contracts by age as this is not considered material information.
		Number of dismissals by gender, age and occupational classification	401-1	Appendix to GRI indicators, 401-1. New employee hires and employee turnover. Table The number of leaves and the turnover rate in 2023 and 2022 is as follows. (Page 329)
		Average salaries and their evolution broken down by gender, age and occupational classification	405-2	Appendix to GRI indicators, 405-2 Ratio of basic salary and remuneration of women vs. Men (Pages 331-332)
	Employment	Gender pay gap	405-2	Appendix to GRI indicators, 405-2 Ratio of basic salary and remuneration of women vs. Men (Pages 331-332)
		Remuneration for equal or average positions in the company	202-1	Appendix to GRI indicators, 405-2 Ratio of basic salary and remuneration of women vs. Men (Pages 331-332)
		Average remuneration of directors and executives (including variable remuneration, allowances, indemnities, payments to long-term savings schemes and any other payments broken down by gender)	2-19, 2-20, 201-3	Average remuneration of executives Chapter Remuneration Report. Section 3.4. Evolution of Remuneration of Executives (Page 215) Average remuneration of directors Chapter Remuneration Report. Section 6.4.Total remuneration of senior management (Pages 227)
		Implementation of policies of disconnection from work	402-1	Ferrovial has an internal policy for the exercise of the right to digital disconnection in the workplace, the purpose of which is to regulate Ferrovial's internal policy regarding the right to digital disconnection in the workplace of its professionals, as well as the methods for exercising this right and the training and awareness actions for personnel on the reasonable use of technological tools, in the context of exercising this right.
		Employees with disabilities	405-1	The number of employees with disabilities in 2023 amounted to 121 (107 in 2022).
Information on social and personnel issues		Organization of working time	2-7	The company has the tools to adapt working time management to the business needs and demands of employees, with the aim of improving both business competitiveness and the well-being of its workforce, enabling a results-oriented company culture to be generated. In addition, it facilitates the adoption of flexibility and conciliation measures according to the needs of each employee, taking into account their life cycles.

Work organization	Number of hours of absenteeism	403-9	Appendix to GRI indicators 403-9. Injuries due to occupational accidents (Page 330) 403-10 Occupational diseases and illnesses (Page 330)
	Measures aimed at facilitating the enjoyment of work-life balance and encouraging the co-responsible exercise of work-life balance by parents	401-3	Ferrovial has an internal Policy on Flexibility and Reconciliation, to which all employees have access and whose main objective is to promote an appropriate balance between the personal and professional lives of its employees, while encouraging co-responsibility.
Health and safety	Health and safety conditions at work	3-3, 403-1, 403-3	Health, Safety and Wellbeing Chapter (Pages 91 - 92) Sections Leadership, Competency and Resilience (Pages 92-93) Table GRI Standards (GRI 416-2) (Page 320)
	Occupational accidents, in particular their frequency and severity, as well as occupational diseases; disaggregated by gender	403-9, 403-10	Appendix to GRI indicators 403-9. Injuries due to occupational accidents (Page 330) 403-10 Occupational diseases and illnesses(Page 330) Ferrovial makes no distinction in its accident rates by gender, as health and safety measures are applied equally throughout the company, without differentiating between genders.
Social relations	Organization of social dialogue, including procedures for informing, consulting, and negotiating with employees	3-3	Social Value Chapter. Dialogue and communication, key aspects. (Page 134)
	Percentage of employees covered by collective bargaining agreements by country	2-30	Appendix to GRI indicators 2-30 Percentage of employees covered by collective bargaining agreements (Page 319)
	Balance of collective bargaining agreements (particularly in the field of occupational health and safety)	403-1, 403-4	The number of company collective bargaining agreements signed in 2023 was 134 (147 in 2022). In the aforementioned collective bargaining agreements there are provisions, articles, chapters or even specific titles that regulate different obligations in terms of occupational risk prevention (occupational health and safety), thus complying with and adapting to the regulations in each country. In the collective bargaining held during the year 2023, the matters and obligations relating to occupational health and safety have been renewed, or even improved in some cases, as a result of Ferrovial's commitment to the welfare of its employees and their health and safety at work.
	Mechanisms and procedures available to the company to promote employee involvement in the management of the company, in terms of information, consultation and participation	2-30	Social Value Chapter. Section Dialogue and communication, key aspects. (Page 134)
Training	Policies implemented in the field of training	404-2	People Chapter. Section Integrated management of talent (Pages 86-87)
	Total number of hours of training by professional category	404-1	Appendix to GRI indicators 404-1. Average total training hours and average number of training hours per year per employee. (Page 330)
Accessibility	Universal accessibility of people	3-3	In order to promote integration in the workplace, all work centers are adapted to be accessible spaces in accordance with the commitments to the inclusion strategy as well as to any particular demands that may exist due to the diversity of the workforce.
Equality	Measures taken to promote equal treatment and opportunities for women and men	103-2	People chapter. Section Diversity and inclusion (Page 87-88) Human Rights Chapter. Section Human rights governance and management model (Page 132)
	Equality plans (Chapter III of Organic Law 3/2007, of March 22, for the effective equality of women and men).	103-2	Social Value Chapter. Section Human rights governance and management model (Page 132)
	Measures adopted to promote employment	103-2, 404-2	Social Value Chapter. Section Human rights governance and management model (Page 132)
	Policy against all types of discrimination and, where appropriate, integration of protocols against sexual and gender-based harassment	103-2	Social Value Chapter. Section Human rights governance and management model (Page 132)
	Protocols against all types of discrimination and, where appropriate, diversity management protocols	103-2, 406-1	Social Value Chapter. Section Human rights governance and management model (Page 132)
	Implementation of human rights due diligence procedures	414-2	Social Value Chapter. Section Human and labor rights throughout the value chain. (Pages 129-130)

Information on respect for human rights		Prevention of risks of Human Rights violations and, where appropriate, measures to mitigate, manage and remedy possible abuses committed	410-1, 412-1	Social Value Chapter. Section Human rights governance and management model (Pages 132-133) Section Human and labor rights throughout the value chain (Pages 133-134)
		Reporting of human rights abuses	102-17, 419-1, 411-1	Taxonomy chapter. Section Social safeguards: (Pages 296)
		Promotion and enforcement of the provisions of core ILO conventions concerning respect for freedom of association and the right to collective bargaining, elimination of discrimination in respect of employment and occupation, elimination of forced or compulsory labor, and the effective abolition of child labor	3-3	Social Value Chapter. Section Human rights governance and management model (Pages 132-133) Section Human and labor rights throughout the value chain (Pages 133-134)
Information on anti-corruption and anti-bribery issues		Measures taken to prevent corruption and bribery	3-3	Ethical and responsible management Chapter Section Anti-Corruption Policy (Page 188)
		Measures to combat money laundering	3-3	Ethical and responsible management Chapter Section Anti-Corruption Policy (Page 188)
		Contributions to foundations and non-profit organizations	103-2, 201-1, 203-2, 415-1	Contributions to non-profit entities in 2023 amounted to 1.51 million euros (1.76 million euros in 2022).
Information on society	Relationships with local community stakeholders and the methods of dialogue with them	Impact of the company's activities on employment and local development, local populations and the territory	203-1, 203-2, 204-1, 413-1, 413-2	Social value chapter. Section Community investment, one more step in creating positive impact (Qualitative information on Pages 136-137)
		Relationships with local community stakeholders and methods of dialogue with them	2-28, 413-1	Most of the projects developed by Ferrovial require the prior completion of an environmental impact study. Furthermore, in certain cases, their execution entails certain impacts on the local communities where they are carried out. In these circumstances, the company promotes a two-way dialogue, informing those affected of the possible implications of each of the phases, and also in the provision of communication channels to collect complaints, suggestions or reports. The company also carries out a biennial consultation with its stakeholders as part of its materiality study, and also has an Ethics Channel available to anyone on its website.
		Partnership or sponsorship actions	102-13, 203-1, 201-1	All donation, sponsorship, patronage and partnership projects are subject to analysis under the internal regulations that establish the Procedure for the approval and monitoring of Sponsorship, Patronage and Donation projects. In 2023, sponsorship actions were linked to the promotion of the arts, culture, innovation or education. The company is a member of SEOPAN and of various national and international associations in the construction and infrastructure sector.
	Subcontracting and suppliers	Inclusion of social, gender equality and environmental issues in purchasing policies	3-3	Value Chain Chapter . Section Integrating ESG principles (Page 124)
		Consideration of social and environmental responsibility in relations with suppliers and subcontractors	2-6, 308-1, 308-2, 407-1, 409-1, 414-1, 414-2	Value Chain Chapter . Section Integrating ESG principles (Page 124)
		Monitoring and auditing systems and their resolution	308-1, 308-2, 414-2	Value Chain Chapter. Section Supply chain (Pages 123-124). In 2023, 7,562 suppliers were evaluated (12,189 in 2022).
	Consumers	Measures for the health and safety of consumers	416-1, 416-2, 417-1	Value Chain Chapter. Sections Quality and Integrated Management System (Page 127)
		Complaint and grievance systems received and resolution of complaints	2-26, 418-1	Ethical and responsible management Chapter. Section Ferrovial's values: integrity (Page 186) and Section Ethics Channel (Page189-190). In 2023, 495 (416 in 2022) customer complaints were recorded, of which 94% (83% in 2022) were resolved during the year.
	Tax information	Country-by-country profitability	201-1	Consolidated Financial Statements, note 2.7.
		Profit taxes paid	201-1	Consolidated Financial Statements, note 2.7.
		Government subsidies received	201-4	Consolidated Financial Statements, note 6.1.
Requirements of the Taxonomy Regulation (EU) 2020/852				298-305-307

* To identify the information related to each GRI indicator, the GRI Standards Indicator tables should be used (page 319).

SUSTAINABILITY ACCOUNTING STANDARDS BOARD (SASB) INDICATORS

The SASB indicators for the Engineering and Construction Services sector are presented below:

TOPIC	METRIC	SASB CODE	REFERENCE / DIRECT ANSWER
Environmental Impacts of Project Development	Number of incidents of non-compliance with environmental permits, standards, and regulations	IF-EN-160a.1	See GRI indicator 2-27
	Discussion of processes to assess and manage environmental risks associated with project design, siting, and construction	IF-EN-160a.2	See Environment section, pages 96-107
Structural Integrity & Safety	Amount of defect- and safety-related rework costs	IF-EN-250a.1	Not available
	Total amount of monetary losses as a result of legal proceedings associated with defect- and safety-related incidents	IF-EN-250a.2	13.098 euros
Workforce Health & Safety	(1) Total recordable incident rate (TRIR) and (2) fatality rate for (a) direct employees and (b) contract employees	IF-EN-320a.1	See Annex to GRI indicators, indicators 403-9 and 403-10
Lifecycle Impacts of Buildings & Infrastructure	Number of (1) commissioned projects certified to a third-party multi-attribute sustainability standard and (2) active projects seeking such certification	IF-EN-410a.1	See Annex to GRI indicators, indicator CRE8
	Discussion of process to incorporate operational-phase energy and water efficiency considerations into project planning and design	IF-EN-410a.2	See Environment section, pages 96-107
Climate Impacts of Business Mix	Amount of backlog for (1) hydrocarbon related projects and (2) renewable energy projects	IF-EN-410b.1	The portfolio of projects related to hydrocarbons amounts to 35,9 million euros, mainly corresponding to gas pipelines. As for the portfolio of renewable energy projects, mainly photovoltaic solar energy, it amounted to 111,8 million euros.
	Amount of backlog cancellations associated with hydrocarbon-related projects	IF-EN-410b.2	There were no portfolio cancellations associated with hydrocarbon projects.
	Amount of backlog for non-energy projects associated with climate change mitigation	IF-EN-410b.3	See Taxonomy section (page 298-305).
Business Ethics	(1) Number of active projects and (2) backlog in countries that have the 20 lowest rankings in Transparency International's Corruption Perception Index	IF-EN-510a.1	Ferrovial does not develop projects in any of the 20 countries ranked in the bottom 20 of the Corruption Perception Index.
	Total amount of monetary losses as a result of legal proceedings associated with charges of (1) bribery or corruption and (2) anticompetitive practices	IF-EN-510a.2	See Consolidated Financial Statements, note 6.5.
	Description of policies and practices for prevention of (1) bribery and corruption, and (2) anti-competitive behavior in the project bidding processes	IF-EN-510a.3	See Ethical and Responsible management section, pages 186-188

GRI STANDARDS INDICATORS

GRI Standard	Page / reference	Scope
GRI 2: General Disclosures 2021		
1. The organization and its reporting practices		
2-1 Organizational details	13, 22-24 Note 1.1 to Ferrovial's Consolidated Financial Statements 2023	Ferrovial
2-2 Entities included in the organization's sustainability reporting	Appendix I and II to Ferrovial's Consolidated Financial Statements 2023	Ferrovial
2-3 Reporting period, frequency and contact point	The period covered by the report is the 2023 financial year, and it is presented on an annual basis. The point of contact is indicated on the back cover of the report.	Ferrovial
2-4 Restatements of information	285	Ferrovial
2-5 External assurance	340-342	Ferrovial
2. Activities and workers		
2-6 Activities, value chain, and other business relationships	11-19, 22-24, 127-130 Notes 1.1, 1.2 and 1.3 to Ferrovial's 2023 Consolidated Financial Statements	Ferrovial
2-7 Employees	11-19, 84-88 and Appendix to GRI Indicators	Ferrovial
2-8 Workers who are not employees	84-88	Ferrovial
3. Governance		
2-9 Governance structure and composition	144-150	Ferrovial
2-10 Nomination and selection of the highest governance body	151	Ferrovial
2-11 Chair of the highest governance body	145	Ferrovial
2-12 Role of the highest governance body in overseeing the management of impacts	151-152	Ferrovial
2-13 Delegation of responsibility for managing impacts	151	Ferrovial
2-14 Role of the highest governance body in sustainability reporting	156-157	Ferrovial
2-15 Conflicts of interest	163-164	Ferrovial
2-16 Communication of critical concerns	189-190, 286	Ferrovial
2-17 Collective knowledge of the highest governance body	The Board of Directors is regularly informed of issues related to the company's environmental management and health and safety, as well as the monitoring of the Corporate Responsibility Strategic Plan. In addition, the Board reserves, either directly or through its Committees, knowledge of a series of matters on which it must express an opinion. These include approving policies on various matters	Ferrovial
2-18 Evaluation of the performance of the highest governance body	163	Ferrovial
2-19 Remuneration policies	198-207	Ferrovial
2-20 Process to determine remuneration	208-217	Ferrovial
2-21 Annual total compensation ratio	Appendix to GRI indicators	Ferrovial
4. Strategy, policies and practices		
2-22 Statement on sustainable development strategy	7, 26-29	Ferrovial
2-23 Policy commitments	135-139, 183	Ferrovial
2-24 Embedding policy commitments	182-187	Ferrovial
2-25 Processes to remediate negative impacts	129-132	Ferrovial
2-26 Mechanisms for seeking advice and raising concerns	186-187	Ferrovial
2-27 Compliance with laws and regulations	The amount of the most significant environmental fines paid in fiscal 2023 for non-compliance with environmental legislation was 72,828 euros (147,585 euros in 2022), corresponding to four proceedings imposed during fiscal 2023, and 1,341 euros corresponding to proceedings imposed in previous fiscal years (21,361 euros in 2022). The main fines are related to the use of unsuitable material in an embankment and the storage of waste in unsuitable areas. In fiscal year 2023, no proceedings and litigation related to the safety of workers, subcontractors and users have been closed with penalties (0 in 2022). Notes 6.3 and 6.5 of Ferrovial's 2023 Consolidated Financial Statements	Ferrovial
2-28 Membership associations	286	Ferrovial
5. Stakeholder participation		
2-29 Approach to stakeholder engagement	278, 286-288	Ferrovial
2-30 Collective bargaining agreements	137, Appendix to GRI indicators and Table of Contents of Non-financial reporting	Ferrovial

GRI Standard	Indicator and description	Page / Reference	Scope
GRI 103 Management approach 2016	103-1 Explanation of material issue and its limitations	287-288	Ferrovial
	103-2 Management approach and components	23-25, 287-288	Ferrovial
	103-3 Evaluation of the management approach	23-25, 287-288	Ferrovial
THEMATIC CONTENTS			
Economic Performance			
GRI 201 Economic Performance 2016	201-1 Direct economic value generated and distributed	See Appendix to GRI Indicators	Ferrovial
	201-2 Financial implications and other risks and opportunities due to climate change	102, 232-234 In addition, Ferrovial publicly reports on risks and opportunities in the CDP report. Information relating to 2023 will be available during 2024.	Ferrovial
	201-3 Defined benefit plan obligations and other retirement plans	Note 6.6.4. of Ferrovial's Consolidated Financial Statements 2023 Note 6.2. of Ferrovial's Consolidated Financial Statements 2023	Ferrovial
	201-4 Financial assistance received from government	Note 6.1. of Ferrovial's Consolidated Financial Statements 2023 Note 6.4. of Ferrovial's Consolidated Financial Statements 2023	Ferrovial
Market presence			
GRI 202: Market presence 2016	202-1 Ratios of standard entry level wage by gender compared to local minimum wage	The ratio between the starting wage and the local minimum wage in countries with significant presence by gender (Male / Female) is as follows: Spain: 1.1 / 1.1 (1.2 / 1.2 in 2022) United States: 1.66 / 1.66 (1.66 / 1.66 in 2022) Poland: 1 / 1 (1 / 1 in 2022) Chile:1 / 1 (1 / 1 in 2022)	Ferrovial
	202-2 Proportion of senior management hired from the local community	In 2023, the proportion of local managers was 97% (96% in 2022).	Ferrovial
Indirect economic impacts			
GRI 203: Indirect economic impacts 2016	203-1 Infrastructure investments and services supported	131-138	Ferrovial
	203-2 Significant indirect economic impacts	14, 35-39	Ferrovial
Procurent practices			
GRI 204: Procurent practices 2016	204-1 Proportion of spending on local suppliers	96.9%	Ferrovial
Anti-corruption			
GRI 205: Anti-corruption 2016	205-1 Operations assessed for risks related to corruption	185-190	Ferrovial
	205-2 Communication and training about anti-corruption policies and procedures	185-190	Ferrovial
	205-3 Confirmed incidents of corruption and actions taken	185-190	Ferrovial
Anti-competitive			
GRI 206: Anti-competitive 2016	206-1 Legal actions for anti-competitive behavior. anti-trust. and monopoly practices	In 2023, two cases and litigations related to monopoly practices were open (two in 2022). Note 6.5 of Ferrovial's Consolidated Financial Statements 2023	Ferrovial
GRI 207: Tax 2019	207-1 Approach to tax	191-195	Ferrovial
	207-2 Tax governance. control. and risk management	191-195	Ferrovial
	207-3 Stakeholder engagement and management of concerns related to tax	191-195	Ferrovial
	207-4 Country-by-country reporting	Appendix to GRI Indicators	Ferrovial

GRI Standard	Indicator and descriptio n	Page / Reference	Scope
GRI 103 Management approach 2016	103-1 Explanation of material issue and its limitations	287-288	Ferrovial
	103-2 Management approach and components	97-106	Ferrovial
	103-3 Evaluation of the management approach	97-106	Ferrovial
Materials			
GRI 301: Materials 2016	301-1 Materials used by weight or volume	See Appendix to GRI Indicators	Ferrovial
	301-2 Recycled input materials used	See Appendix to GRI Indicators	Ferrovial
	301-3 Reclaimed products and their packaging materials	The activity of the company does not include the production of goods destined for sale with packaging	Ferrovial
Energy			

GRI 302: Energy 2016	302-1 Energy consumption within the organization	See Appendix to GRI Indicators	Ferrovial
	302-2 Energy consumption outside of the organization	See Appendix to GRI Indicators	Ferrovial
	302-3 Energy intensity	Energy intensity is 105.9 MWh/M€ (105.5 MWh/M€ in 2022)	Ferrovial
	302-4 Reduction of energy consumption	Energy consumption with respect to 2022 has decreased by 11% (1,018,534 MWh).	Ferrovial
	302-5 Reductions in energy requirements of products and services	Energy consumption compared to 2022 has decreased by 11% (1,018,534 MWh).	Ferrovial
Water			
GRI 303: Water 2016	303-1 Interactions with water as a shared resource	105-106	Ferrovial
	303-2 Management of water discharge-related impacts	105-106	Ferrovial
	303-3 Water withdrawal	See Appendix GRI Indicators	Ferrovial
	303-4 Water discharge	See Appendix GRI Indicators	Ferrovial
	303-5 Water consumption	See Appendix GRI Indicators	Ferrovial
Biodiversity			
GRI 304: Biodiversity 2016	304-1 Operational sites owned. leased. managed in. or adjacent to. protected areas and areas of high biodiversity value outside protected areas	In 2023, Ferrovial worked on 54 new projects (34 in 2022) subject to Environmental Impact Statements (or equivalent figures), according to the legal framework of each country.	Construction business in Spain
	304-2 Significant impacts of activities. products. and services on biodiversity	The most significant impacts on protected areas are: land occupation, habitat disturbance and possible disturbance to protected species (due to atmospheric, noise and light pollution). These impacts have been contemplated in the respective Environmental Impact Statements or equivalent figures, according to the legal framework of each country, of the activities that so require, carrying out preventive and/or corrective actions. Likewise, compensation actions are carried out in those cases in which this has been required according to the provisions of said declarations or equivalent figures.	Ferrovial
	304-3 Habitats protected or restored	Ferrovial carries out the ecological restoration of habitats affected by the construction and operation of its infrastructures in accordance with the regulations in force in each country, introducing wherever possible improvements over the minimum requirements as well as ecological restoration criteria that ensure better long-term results.	Ferrovial
	304-4 IUCN Red List species and national conservation list species with habitats in areas affected by operations	See Appendix GRI Indicators	Ferrovial
Emissions			
GRI 305: Emissions 2016	305-1 Direct (Scope 1) GHG emissions	99. See Appendix GRI Indicators	Ferrovial
	305-2 Energy indirect (Scope 2) GHG emissions	99. See Appendix GRI Indicators	Ferrovial
	305-3 Other indirect (Scope 3) GHG emissions	99. See Appendix GRI Indicators. Scope 3 emissions are limited to the scope described in table 305-3 of the GRI Indicators Appendix	Ferrovial
	305-4 GHG emissions intensity	The intensity of greenhouse gas emissions is 43.26 tCO2/M€ in 2023 (42.91 tCO2/M€ in 2022)	Ferrovial
	305-5 Reduction of GHG emissions	98-99. See GRI Indicators Appendix.	Ferrovial
	305-6 Emissions of ozone-depleting substances (ODS)	This data is not considered material because Ferrovial does not have operational control over centers using refrigeration equipment, which use refrigerants based on fluorinated gases or ozone depleting substances	Ferrovial
	305-7 Nitrogen oxides (NOX). sulfur oxides (SOX). and other significant air emissions	See Appendix to GRI Indicators.	Ferrovial
Effluents and Waste			

GRI 306: Waste 2020	306-1 Waste generation and significant waste-related impacts	104-105	Ferrovial
	306-2 Management of significant waste-related impacts	104-105	Ferrovial
	306-3 Waste generated	See Appendix to GRI Indicators.	Ferrovial
	306-4 Waste diverted from disposal	See Appendix to GRI Indicators.	Ferrovial
	306-5 Waste directed to disposal	See Appendix to GRI Indicators.	Ferrovial Construction
Supplier Environmental Assessment			
GRI 308: Supplier Environmental Assessment 2016	308-1 New suppliers that were screened using environmental criteria	123-124	Ferrovial
	308-2 Negative environmental impacts in the supply chain and actions taken	123-126 In Construction. the negative environmental impacts had by the supply chain are evaluated. identifying potential risks and substandard work. The measures adopted range from expulsion from the project and/ or rejection of the supplier. to warnings that improvements are required in less serious cases.	Ferrovial

GRI Standard	Indicator and descriptio n	Page / Reference	Scope
GRI 103 Management approach 2016	103-1 Explanation of material issue and its limitations	287-288	Ferrovial
	103-2 Management approach and components	85-89	Ferrovial
	103-3 Evaluation of the management approach	85-89	Ferrovial
Employment			
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	See Appendix to GRI Indicators	Ferrovial
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	89 Social benefits for each country and business are offered equally to full-time employees and part-time employees. In some cases. employees need to have held their posts for at least one year to be eligible for certain social benefits.	Ferrovial
	401-3 Parental leave	Ferrovial does not consider this a risk. as the countries where it operates have protectionist legislation in place for such matters. Such information is therefore not subject to specific managerial procedures.	Ferrovial
Labor Relations			
GRI 402: Labor Relations 2016	402-1 Minimum notice periods regarding operational changes	Ferrovial complies with the advance notice periods established in labor legislations or those enshrined. if applicable. in the collective agreements pertinent to each business. with no corporate advance notice periods having been established.	Ferrovial
Occupational Health and Safety			
GRI 403 Occupational Health and Safety 2018	403-1 Occupational health and safety management system	91-95	Ferrovial
	403-2 Hazard identification. risk assessment. and incident investigation	91-95	Ferrovial
	403-3 Occupational health services	91-95	Ferrovial
	403-4 Worker participation. consultation. and communication on occupational health and safety	91-95	Ferrovial
	403-5 Worker training on occupational health and safety	91-95	Ferrovial
	403-6 Promotion of worker health	91-95	Ferrovial
	403-7 Prevention and mitigation of occupational health and safety impacts directly linked by business relationships	Risk of developing occupational diseases is detected through risk assessments conducted by the Safety and Health Department and controlled through the health surveillance, where relevant relevant protocol according to the risk exposure of the workers are defined and applied.	Ferrovial
	403-8 Workers covered by an occupational health and safety management system	See Appendix to GRI Indicators	Ferrovial
	403-9 Work-related injuries	See Appendix to GRI Indicators	Ferrovial
	403-10 Work-related ill health	See Appendix to GRI Indicators	Ferrovial
Training and education			

GRI 404 Training and education 2016	404-1 Average hours of training per year per employee	See Appendix to GRI Indicators	Ferrovial
	404-2 Programs for upgrading employee skills and transition assistance programs	All training and development programs are aimed at improving the employability of the candidate. In the case of early retirement or restructuring plans (e.g. redundancy packages) specific training plans may be negotiated as part of other outplacement plans	Ferrovial
	404-3 Percentage of employees receiving regular performance and career development reviews	The percentage of employees receiving regular assessments of Ferrovial's performance and professional development is 29.77% (30,44% in 2022)	Ferrovial
Diversity and Equality of Opportunities			
GRI 405: Diversity and equality of opportunities 2016	405-1 Diversity of governance bodies and employees	87-88, 161-162 See Appendix to GRI Indicators	Ferrovial
	405-2 Ratio of basic salary and remuneration of women to men	See Appendix to GRI Indicators	Ferrovial
No discrimination			
GRI 406: No discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	189-190 Information about complaints received through the Corporative Whistleblowing Channel is given	Ferrovial
Freedom of association			
GRI 407 Freedom of association 2016	407-1 Operations and suppliers in which the right to freedom of association and collective bargaining may be at risk	131-135	Ferrovial
Child Labor			
GRI 408: Child Labor 2016	408-1 Operations and suppliers at significant risk for incidents of child labor	131-135	Ferrovial
Forced or compulsory labor			
GRI 409 Forced or compulsory labor 2016	409-1 Operations and suppliers at significant risk for incidents of forced or compulsory labor	131-135	Ferrovial
Security practices			
GRI 410 Security practices 2016	410-1 Security personnel trained in human rights policies or procedures	Security guards at Ferrovial offices are hired via a company that certifies that said personnel have received the due training	Ferrovial headquarters
Rights of indigenous people			
GRI 411: Rights of indigenous people 2016	411-1 Incidents of violations involving rights of indigenous peoples	During 2022 and 2023 there hasn't been detected incidents of violations involving rights of indigenous people	Ferrovial
Local Communities			
GRI 413:Local Communities 2016	413-1 Operations with local community engagement. impact assessments. and development programs	136-138	Ferrovial
	413-2 Operations with significant actual and potential negative impacts on local communities	During 2022 and 2023 there has not been detected situations in which Ferrovial activities had caused a negative impact on local communities.	Ferrovial
Supplier Social Assessment			
GRI 414: Supplier Social Assessment 2016	414-1 New suppliers that were screened using social criteria	123-124	Ferrovial
	414-2 Negative social impacts in the supply chain and actions taken	123-124	Ferrovial
Public Policy			
GRI 415: Public Policy 2016	415-1 Political contributions	286	Ferrovial
Customer Health and Safety			
GRI 416: Customer Health and Safety 2016	416-1 Assessment of the health and safety impacts of product and service categories	91-95	Ferrovial
	416-2 Incidents of non-compliance concerning the health and safety impacts of products and services	In 2023, no cases and litigation related to the safety of workers subcontractors and users were open (0 in 2022). Note 6.3 and 6.5 of Ferrovial's Consolidated Financial Statements 2023	Ferrovial
Marketing and labeling			

GRI 417: Marketing and labeling 2016	417-1 Requirements for product and service information and labeling	76-77	Ferrovial
	417-2 Incidents of non-compliance concerning product and service information and labeling	There has not been identified non-compliance incidents on this subject in 2022 and 2023	Ferrovial
	417-3 Incidents of non-compliance concerning marketing communications	There has not been identified non-compliance incidents on this subject in 2022 and 2023	Ferrovial
Customer Privacy			
GRI 418: Customer Privacy 2016	418-1 Substantiated complaints concerning breaches of customer privacy and losses of customer data	There has not been identified non-compliance incidents on this subject in 2022 and 2023	Ferrovial

REPORTING PRINCIPLES

GRI STANDARDS GUIDELINES

The GRI Guidelines principles applied are:

Establishing report contents:

• **Materiality**: Aspects that reflect the significant social, environmental and economic impacts had by the organization or those that could have a substantial influence on stakeholder decisions.

• **Stakeholder engagement**: Identifying stakeholders and describing in the report how their expectations and interests have been addressed.

• **Sustainability context**: Presenting the company's performance within the broader context of sustainability.

• **Completeness**: Coverage should enable stakeholders to assess the performance of the reporting organization

Establishing the quality of the report:

• **Balance**: The report must reflect both the positive and the negative aspects of the company's performance.

• **Comparability**: Stakeholders should be able to compare the information over time and with other companies.

• **Accuracy**: The published information must be accurate and detailed.

• **Clarity**: The information must be presented in a way that is clear and accessible to everyone.

• **Reliability**: The information must be of high quality and it should establish the company's materiality.

APPENDIX TO GRI INDICATORS

2-7. EMPLOYEES

Number of employees at year-end by type of workday and gender

		2022		2023	
Full Time	Men	19,660	23,598	20,415	24,566
	Women	3,938		4,151	
Part Time	Men	480	593	144	233
	Women	113		89	
TOTAL			**24,191**		**24,799**

Number of employees at year-end by type of employment contract and gender

		2022		2023	
Temporary contract	Men	4,960	5,670	3,268	3,860
	Women	710		592	
Undefined contract	Men	15,180	18,521	17,291	20,939
	Women	3,341		3,648	
TOTAL			**24,191**		**24,799**

Number of employees at year-end by age group

		2022		2023	
<30	Men	3,484	4,447	3,607	4,642
	Women	963		1,035	
30-45	Men	8,429	10,458	8,388	10,471
	Women	2,029		2,083	
>45	Men	8,227	9,286	8,563	9,686
	Women	1,059		1,123	
TOTAL			**24,191**		**24,799**

Average number of employees by gender, type of contract and professional category

Category 2023	Permanent		Temporary		Total		Total 2023
	Men	Women	Men	Women	Men	Women	
Executive Committee	4.0	0.0	0.0	0.0	4.0	0.0	4.0
BU Executive Committee and Corporate Director	45.2	12.3	9.9	0.4	55.1	12.8	67.9
Affiliate Executive Committee & Head of Department	257.2	81.4	5.0	0.8	262.2	82.2	344.3
Business Positions Leads	277.6	17.6	4.8	0.2	282.4	17.8	300.2
Manager	2,089.2	565.5	125.1	21.4	2,214.2	586.9	2,801.2
Senior Professional / Supervisor	1,453.4	664.7	44.2	23.0	1,497.6	687.6	2,185.2
Professional	2,319.9	1,214.9	381.6	251.5	2,701.5	1,466.4	4,167.9
Administratives / Support	607.3	612.4	134.5	164.3	741.8	776.7	1,518.5
Blue Collar	10,535.7	546.4	2,560.0	134.4	13,095.7	680.9	13,776.5
Total	**17,589.5**	**3,715.2**	**3,265.0**	**595.9**	**20,854.5**	**4,311.1**	**25,165.6**

Category 2022	Permanent		Temporary		Total		Total 2022
	Men	Women	Men	Women	Men	Women	
Manager y categoría superior (Executive, Senior Manager, Head of Department, etc)	2,490.7	616.6	121.3	19.7	2,612.0	636.3	3,248.3
Senior Professional / Supervisor	2,551.7	991.5	56.8	29.3	2,608.4	1,020.8	3,629.2
Professional	5,621.8	1,953.5	446.3	262.8	6,068.1	2,216.4	8,284.4
Administratives / Support	506.4	789.4	138.3	152.3	644.6	941.7	1,586.3
Blue Collar	11,703.4	2,291.4	3,391.6	215.2	15,095.0	2,506.6	17,601.6
Total	**22,874.0**	**6,642.5**	**4,154.1**	**679.3**	**27,028.1**	**7,321.7**	**34,349.8**

Number of employees at year-end by region and gender

	2022			2023		
	Men	Women	Total	Men	Women	Total
Poland	4,568	1,534	6,102	4,706	1,643	6,349
Spain	4,502	911	5,413	4,829	1,000	5,829
Chile	4,468	376	4,844	4,412	405	4,817
United States	3,579	599	4,178	3,781	584	4,365
United Kingdom	867	293	1,160	856	284	1,140
Germany	880	4	884	785	4	789
Canada	548	67	615	483	70	553
Colombia	202	106	308	161	68	229
Türkiye	158	23	181	157	27	184
Australia	97	45	142	120	55	175
Portugal	119	60	179	105	61	166
Puerto Rico	94	15	109	117	19	136
France	19	7	26	20	10	30
Netherlands	4	1	5	8	4	12
Peru	5	4	9	4	4	8
Slovakia	15	4	19	4	0	4
Saudi Arabia	7	0	7	4	0	4
Ireland	0	0	0	1	1	2
Italy	0	2	2	0	2	2
Oman	5	0	5	2	0	2
Tunisia	1	0	1	1	0	1
Brazil	1	0	1	1	0	1
India	0	0	0	1	0	1
Lithuania	1	0	1	0	0	0
TOTAL	**20,140**	**4,051**	**24,191**	**20,558**	**4,241**	**24,799**

2-21 ANNUAL TOTAL COMPENSATION RATIO*

	2021	2022	2023
TOTAL Ferrovial	142.84	112.08	116.12
USA	8.61	8.99	9.66
Spain	24.93	13.18	14.67
Poland	17.95	17.26	17.84
United Kingdom	22.99	10.58	5.25
Chile	16.69	16.31	16.44

PERCENTAGE INCREASE IN ANNUAL TOTAL COMPENSATION RATIO*

	2021	2022	2023
TOTAL Ferrovial	-5.85%	-0.49%	-0.32%
USA	-0.66%	-0.94%	236.44%
Spain	18.64%	-0.13%	0.25%
Poland	38.81%	0.65%	0.80%
United Kingdom	2.34%	2.89%	0.08%
Chile	18.54%	0.75%	0.98%

*90.54% of the average workforce is covered

2-30 PERCENTAGE OF EMPLOYEES COVERED BY COLLECTIVE BARGAINING AGREEMENTS

	Total Workforce	Employees represented	% 2023	% 2022
Spain	5,829	5,827	100.0%	99.8%
United States	4,365	14	0.3%	0.0%
Canada	553	77	13.9%	0.0%
United Kingdom	1,140	68	6.0%	4.6%
Poland	6,349	5,009	78.9%	79.9%
Latin America	5,191	4,358	84.0%	73.4%
Other countries	1,372	138	10.1%	8.7%
TOTAL	**24,799**	**15,491**	**62.5%**	**59.2%**

201-1. DIRECT ECONOMIC VALUE GENERATED AND DISTRIBUTED

GENERATED(M€)	2021	2022	2023
a) Revenues:			
Sales revenue	6,910	7,551	8,514
Other operating income	1	2	1
Financial income	24	104	216
Income from companies accounted for by the equity method	1,198	180	215
TOTAL	**8,133**	**7,837**	**8,946**

DISTRIBUTED (M€)	2021	2022	2023
b) Consumption and expenses (1)			
Consumption	1,085	1,197	1,047
Other operating expenses	3,922	4,182	4,885
c) Salaries and employee benefits			
Personnel expenses	1,293	1,446	1,599
d) Financial expenses and dividends			
Dividends to shareholders	190	132	136
Treasury stock transactions (2)	434	446	114
Financial expenses	334	320	184
e) Taxes			
Corporate income tax	-9	30	25
TOTAL	**7,249**	**7,753**	**7,990**
€)	884	84	956

(1) The Group's social action expenses, recorded under Other Operating Expenses, together with the Foundation's expenses, are detailed in the Community Chapter..
(2) Capital reduction through cancellation of treasury stock. For further information, see note 5.1.Shareholders' Equity of the Consolidated Financial Statements.

207-4. TAX: COUNTRY-BY-COUNTRY REPORT

The following table reflects the amounts paid by Ferrovial in 2022 in euros.

The data for 2022 are published and not those for 2023, in accordance with the obligation to communicate the Country-by-Country Report to the Spanish Tax Agency (in November of each year the report corresponding to the previous year is communicated).

2022 (M€)								
		Revenue[3]						
Jurisdiction[1]	Number of employees[2]	Third parties	Associated	Total	Profit before income tax[3]	Income tax (paid)[3]	Income tax (accrued)[3]	Tangible Assets[3]
Argentina	0	0.00	0.00	0.00	-0.01	0.00	0.00	0.00
Australia	154	183.09	1.93	185.02	0.41	-0.02	0.00	20.87
Bolivia	0	0.03	0.00	0.03	0.22	0.00	0.00	0.00
Brazil	1	1.93	0.00	1.93	1.63	0.30	0.51	0.00
Canada	621	390.22	2.68	392.90	278.89	13.72	11.80	52.01
Chile	4,870	354.26	52.69	406.95	-14.43	-3.94	0.28	164.75
Colombia	315	15.64	0.05	15.70	-19.52	0.00	0.50	3.51
Czech Republic	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Dominican Republic	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
France	28	15.65	0.07	15.72	0.21	0.86	0.05	0.01
Germany	884	52.81	0.00	52.81	4.57	1.98	1.39	0.05
Greece	0	0.00	0.00	0.00	-0.04	0.00	0.00	0.01
India	3	2.17	0.00	2.17	0.83	0.01	0.00	0.00
Ireland	1	0.10	0.15	0.25	-100.32	0.11	0.49	0.00
Italy	2	0.29	0.00	0.29	0.22	0.00	0.00	0.00
Lithuania	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Luxembourg	0	3.12	0.02	3.14	2.09	0.00	0.00	0.00
Mexico	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Morocco	0	0.00	0.00	0.00	0.00	0.02	0.00	0.00
Netherlands	12	0.32	20.40	20.72	122.22	2.35	1.08	0.00
New Zealand	0	0.01	0.00	0.01	0.00	0.00	0.00	0.90
Oman	5	30.37	0.00	30.37	37.74	0.00	2.15	0.00
Peru	12	17.99	0.11	18.10	1.91	0.45	1.15	0.71
Poland	6,102	1,814.17	-0.05	1,814.12	133.71	37.61	40.64	277.36
Portugal	178	135.84	1.94	137.78	6.74	1.52	2.26	262.00
Puerto Rico	113	23.45	0.60	24.05	0.76	0.00	0.20	1.83
Qatar	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Saudi Arabia	7	7.58	0.55	8.12	5.22	0.00	0.76	0.06
Slovakia	20	15.66	2.20	17.86	2.19	0.96	0.00	0.18
Spain	29,568	1,232.32	519.93	1,752.24	-109.15	13.53	-4.14	701.27
Tunisia	1	0.00	0.00	0.00	-1.26	0.00	0.00	0.00
Türkiye	181	43.72	0.00	43.72	18.08	0.00	0.00	632.84
United Arab Emirates	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
United Kingdom	11,744	703.07	19.14	722.21	-65.12	2.40	-1.83	45.82
United States of America	4,350	2,422.49	267.54	2,690.04	15.07	0.83	2.17	7,103.23
Uruguay	0	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total	**59,172**	**7,466.30**	**889.95**	**8,356.26**	**322.87**	**72.69**	**59.46**	**9,267.41**

(1) In the Consolidated Financial Statements for fiscal year 2023, Appendix I and II, the entities comprising the business group, their residence, as well as the activities they carry out are detailed.
(2) Regarding the number of employees, an approximate calculation has been made of the total number of employees in full-time equivalence. The employees of the entities belonging to Serveo and Amey, whose shareholding was transferred by Ferrovial during the 2022 financial year, have been included.
(3) The average exchange rate for the year is used for revenues, income and taxes in foreign currencies and the year-end exchange rate for tangible assets.

INCOME TAX: STATUTORY VS. EFFECTIVE RATE BY JURISDICTION

The following table reflects the qualitative explanation of the differences between the statutory and effective income tax rates with respect to the jurisdictions in which Ferrovial paid income tax in 2022 and 2021. Unlike the previous table, the following table only reflects the amounts paid for income tax by fully consolidated companies.

2022				
	Income tax			
Jurisdiction	Legal tax rate	Effective tax rate	Difference	Explanation
Argentina	35%	0%	35%	Country in which no activity has been developed.
Australia	30%	0%	30%	The effective rate is lower than the nominal rate because losses not capitalized in accounting are included in the calculation basis.
Bolivia	25%	0%	25%	Country in which no activity has been developed.
Brazil	34%	31%	3%	Effective rate and nominal rate are aligned.
Canada	27%	4%	22%	The effective rate is lower than the nominal rate because exempt income (dividends) is included in the calculation basis. Without considering such exempt income, the effective rate coincides with the nominal rate at the jurisdictional level.
Chile	27%	-2%	29%	There are companies with profits that are taxed on the amount accrued, and others that are in loss and do not accrue current tax expense. These profits and losses are not offset against each other as there is no tax consolidation. In any case, the overall result in the jurisdiction is an overall loss.
Colombia	35%	-3%	38%	There are companies with profits that are taxed on the amount accrued, and others that are in loss and do not accrue current tax expense. These profits and losses are not offset against each other as there is no tax consolidation. In any case, the overall result in the jurisdiction is an overall loss.
France	25%	25%	0%	Effective and nominal rates are aligned.
Germany	30%	30%	0%	The effective and nominal rates are aligned.
Greece	29%	0%	29%	Country in which losses have been generated and therefore no tax payable is generated.
India	30%	0%	30%	The tax expense is recorded at the end of the fiscal year, which is different from the calendar year.
Ireland	12%**	0%	12%	The effective rate is distorted by the inclusion of an impairment in profit or loss.
Italy	28%	0%	28%	The effective rate is lower than the nominal rate because losses not capitalized in accounting are included in its calculation basis.
Luxembourg	25%	0%	25%	There are tax adjustments that result in no taxable income.
Morocco	31%	0%	31%	Country in which no activity has been carried out.
Netherlands	25.8%***	1%	25%	No tax expense is accrued for the generation of losses in the consolidated tax group. The current tax expense recorded corresponds to a tax inspection report.
New Zealand	28%	0%	28%	Country with losses from previous years in which, in addition, no activity has been carried out.
Oman	15%	6%	9%	The effective rate is lower than the nominal rate because losses not capitalized in accounting are included in the calculation base.
Peru	30%	60%	-31%	The Consortiums in Peru are taxed separately from their parent company for corporate income tax purposes. The accrued expense corresponds to the Consortiums with a positive taxable base while the Branches have tax losses that cannot be offset.
Poland	19%	30%	-15%	The effective rate is much higher than the nominal rate because it includes in its calculation base non-deductible expenses that constitute permanent differences.
Portugal	23%	33%	-11%	The effective rate is higher than the nominal rate mainly due to the limitation on the deductibility of financial interest in the concessionaires and the limitation on the use of tax losses.
Puerto Rico	29%	27%	2%	Effective and nominal rates are aligned.
Saudi Arabia	20%	15%	5%	The effective rate is lower than the nominal rate because losses not capitalized in accounting are included in its calculation basis.
Slovakia	21%	0%	21%	The effective rate is lower than the nominal rate due to the generation of tax losses in the year.
Spain	25%	4%	21%	The effective rate is lower than the nominal rate due to the generation of losses not capitalized in the tax consolidation. The accrued tax income corresponds to the partial estimation of tax assessments in our favor.
Tunisia	25%	0%	25%	Country in which losses have been generated and therefore no tax payable is accrued.
Türkiye	25%	0%	25%	Country in which tax losses have been generated and therefore no tax payable is accrued.
United Kingdom	19%	3%	16%	Country in which losses have been generated. The receivable recorded is for the right to collect the assignment of losses to companies that are not consolidated for accounting purposes because they are available for sale (discontinued operations).
United States of America	21%*	14%	7%	Current tax is recorded for state taxes. There is no federal current tax expense due to the generation of tax loss carryforwards in the tax consolidated group.

* The federal/national tax rate is considered.
** Investment income is taxed at a rate of 25%.
*** The first 395,000 euros are taxed at a rate of 15%.

301-1. MATERIALS USED BY WEIGHT OR VOLUME

	2021	2022	2023
Bitumen (t)	464,342	106,329	48,279
Concrete (t)	7,178,860	6,177,323	5,338,501
Corrugated steel (t)	182,651	128,921	121,552
Aggregates (t)*	-	9,509,101	9,187,753
Cement (t)*	-	168,752	148,874
Asphaltic agglomerate (t)*	-	765,162	782,783

*The verification of this three materials was out of the scope in 2021.

301-2. RECYCLED MATERIALS CONSUMED*

	2021	2022	2023
Total recycled material (t)	355,853	1,129,600	1,338,467

*Data for 2021 and 2022 have been restated to match the organization's perimeter at the end of 2023.

302-1. ENERGY CONSUMPTION WITHIN THE ORGANIZATION*

			2009	2021	2022	2023
Fuels used in Stationary and Mobile sources (total) (MWh)	Stationary	Diesel	230,581	355,972	262,837	307,599
		Fuel	95,607	21,442	14,124	9,401
		Gasoline	5,630	3,982	3,593	3,472
		Natural Gas	115,180	11,242	14,204	18,336
		Coal	0	85,941	75,602	58,013
		Kerosene	1,138	224	364	0
		Propane	1,082	738	1,441	679
		LPG	53	22	879	40
	Mobile	Diesel	569,111	247,279	229,209	141,998
		Fuel	0	0	0	0
		Gasoline	207,218	188,038	204,349	187,113
		Natural Gas	1,425	1,425	1,425	811
		Ethanol	2,575	2,575	2,575	0
		LPG	16	702	0	48
	TOTAL		**1,229,616**	**919,582**	**810,602**	**727,510**
Electricity Consumption from Non-Renewable Sources (MWh)	Corporation		1,489	1,090	1,078	0
	Toll Roads		63,909	4,555	4,097	4,446
	Airports		18,415	18,415	18,423	18,596
	Construction		220,246	41,519	42,711	28,090
	Energy Infrastructures and Mobility		30,656	480	3,239	3,741
	TOTAL		**334,713**	**66,059**	**69,549**	**54,872**
Electricity Consumption from Renewable Sources (MWh)	Corporation		0	0	0	1,024
	Toll Roads		665	8,330	8,611	8,787
	Airports		0	0	0	0
	Construction		167	98,430	94,327	98,595
	Energy Infrastructures and Mobility		7,159	55,371	35,444	11,097
	TOTAL		**7,990**	**162,131**	**138,383**	**119,504**

Energy consumption by region (MWh)	Non-renewable source	Renewable source
Spain	5,452	75,589
United States	5,728	8,255
United Kingdom	4,350	12,175
Poland	8,643	20,678
Latin America	101	266
Others	30,599	2,541
TOTAL	**54,872**	**119,504**

ENERGY PRODUCED (MWh)	2021	2022	2023
Electrical energy generated in Water Treatment Plants	143,106	136,123	104,852
Electrical energy generated in thermal drying plants	408,248	221,837	255,786
TOTAL	**551,354**	**357,960**	**360,638**

*Data for the base year, 2021 and 2022 have been restated to match the organization's perimeter at the end of 2023.

302-2. ENERGY CONSUMPTION OUTSIDE OF THE ORGANIZATION*

		2021	2022	2023
Consumption of energy acquired, by primary sources (GJ)	Coal	36,720	37,304	52,796
	Diesel	11,334	11,338	10,152
	Gas	38,080	38,181	39,556
	Biomass	3,956	3,958	3,768
	Waste	1,102	1,095	910
	Others	135,256	134,242	116,062
	TOTAL	**226,447**	**226,117**	**223,244**

**Data for the base year, 2021 and 2022 have been restated to match the organization's perimeter at the end of 2023.

303-3 WATER WITHDRAWAL*

	2021		2022		2023	
	Total water withdrawa	Water withdrawal in water-stressed areas	Total water withdrawa	Water withdrawal in water-stressed areas	Total water withdrawa	Water withdrawal in water-stressed areas
Supply network (m3)	1,216,616	651,338	845,468	583,447	1,115,436	911,877
Fresh surface water (m3)	293,066	293,066	576,586	576,586	42,292	42,292
Groundwater (m3)	617,519	617,519	658,167	658,167	629,316	627,423
Rainwater (m3)	0	0	6,580	6,580	181	181
Water from wastewater (m3)	0	0	0	0	0	0
Pre-treated water in Cadagua (m3)	4,775,762	4,775,762	4,699,448	4,699,448	4,321,764	4,321,764
Recycled - reused water (m3)	6,179	6,179	21,899	21,899	43,765	43,765
TOTAL (m3)	6,909,142	6,343,864	6,808,148	6,546,127	6,152,754	5,947,303

*Data for 2021 and 2022 have been restated to match the organization's perimeter at the end of 2023

303-4 WATER DISCHARGE*

	2021		2022		2023	
	Total water discharge	Water discharge in water-stressed areas	Total water discharge	Water discharge in water-stressed areas	Total water discharge	Water discharge in water-stressed areas
TOTAL (m3)	211,775	163,958	217,820	174,777	178,108	156,479

*Data for 2021 and 2022 have been restated to match the organization's perimeter at the end of 2023.

303-5 WATER CONSUMPTION*

	2021	2022	2023
Total water consumption (m3)	6,697,367	6,590,328	5,974,646
Total relative water consumption (m3/M€)	786.11	773.55	701.28
Water consumption in water-stressed areas (m3)	6,179,906	6,371,350	5,790,824

*Data for 2021 and 2022 have been restated to match the organization's perimeter at the end of 2023.

304-4. SPECIES APPEARING ON THE IUCN RED LIST AND NATIONAL CONSERVATION LISTS WHOSE HABITATS ARE IN AREAS AFFECTED BY THE OPERATIONS

	2022		2023	
Conservation status of the species	IUCN Red List	Regional list	IUCN Red List	Regional list
Critically endangered (CR)	10		8	
Endangered (EN)	17		11	
Vulnerable (VU)	14		12	
Near Threatened (NT)	24		21	
Least Concern (LC)	202		292	
Other categories		52		33
TOTAL	**267**	**52**	**344**	**33**

305-1. DIRECT (SCOPE 1) GHG EMISSIONS (tCO_2 EQ)*

BY BUSINESS	2009 (base-year)	2021	2022	2023
Corporation	375	166	54	154
Toll Roads	6,593	2,353	2,918	3,765
Airports	1,296	1,296	1,296	1,014
Construction	202,652	209,155	184,418	193,104
Energy Infrastructures and Mobility	253,040	225,837	232,076	102,611
TOTAL	**463,957**	**438,807**	**420,761**	**300,648**

BY SOURCE	2009 (base-year)	2021	2022	2023
Mobile	201,823	114,113	112,847	85,145
Stationary	221,817	259,457	235,558	150,482
Fugitive	185	243	124	180
Diffuse	40,131	64,994	72,232	64,841
TOTAL	**463,957**	**438,807**	**420,761**	**300,648**

*Data for the base year, 2021 and 2022 have been restated to match the organization's perimeter at the end of 2023.

305-2. ENERGY INDIRECT (SCOPE 2) GHG EMISSIONS (tCO_2 EQ)*

BY BUSINESS	2009 (base-year)	2021	2022	2023
Corporation	521	373	319	0
Toll Roads	20,006	1,745	1,631	1,788
Airports	7,624	7,624	7,624	7,695
Construction	95,492	28,041	30,194	16,719
Energy Infrastructures and Mobility	14,295	102	626	724
Total market-based emissions	**137,937**	**37,885**	**40,394**	**26,926**
Total location-based emissions	**142,543**	**87,257**	**79,935**	**74,579**

*Data for the base year, 2021 and 2022 have been restated to match the organization's perimeter at the end of 2023.

GHG EMISSIONS (SCOPE 1 + SCOPE 2) (tCO_2 EQ/REVENUES (M€))*

	2009 (base-year)	2021	2022	2023
Relative emissions (tCO2 eq/M€)	162.36	67.48	42.91	43.26

*For Scope2 emissions, market-based emissions have been considered.

GHG EMISSIONS (SCOPE 1 + SCOPE 2) (tCO_2 EQ)*

	2009 (base-year)	2021	2022	2023	2023vs2009	2023vs2022
Absolute emissions Scope 1&2 (tCO2eq)	601,893	476,692	461,156	327,574	-45.58%	-28.97%

*For Scope2 emissions, market-based emissions have been considered.

305-3. Other indirect GHG emissions (Scope3) (tCO_2 eq) *

The activities, products and services included in Scope 3 are as follows:

- Purchased goods and services: include emissions related to the life cycle of materials purchased by Ferrovial that have been used in products or services that the company offers. This is limited to emissions derived from the purchase of water and other relevant materials (concrete and asphalt) described in indicator 301-1. Data from subcontractors are not included.
- Capital goods: Includes all upstream emissions (i.e. cradle-to-gate) from the production of capital goods purchased or acquired by the company in the year, based on the information contained in the Consolidated Financial Statements.
- Fuel and energy related activities: this section includes the energy required to produce the fuels and electricity consumed by the company and the loss of electricity in transportation.
- Upstream transportation and distribution: includes emissions from the transportation and distribution of the main products acquired.
- Waste generated in operations: emissions in this section are related to waste generated by the company's activities.
- Business travel: Includes emissions associated with business travel: train, plane and cabs reported by the main travel agency with which the group works in Spain.
- Employee commuting: includes emissions from employee commuting from their homes to their workplaces in the central offices in Spain.
- Investments: investments include emissions related to investments in British airports and toll roads over which the Group does not have operational control. All airports carry out independent external verification of their emissions. At the date of publication of this report, data for 2023 is not available, so emissions for 2022 have been considered.
- Use of sold products: Ferrovial calculates emissions from the use of land transport infrastructures managed by Cintra.
- End of life treatment of sold products: this category includes only emissions from the disposal of waste generated at the end of the useful life of products sold by Ferrovial in the reporting year. Only emissions derived from products (asphalt and concrete) reported in the Purchased goods and services category have been taken into consideration.
- Upstream leased assets: includes emissions related to electricity consumption in those customer buildings where Amey carries out maintenance and cleaning and manages consumption.

	2012 (base-year)	2021	2022	2023
Purchased goods and services**	1,756,724	1,144,190	867,951	726,585
Capital Goods**	569,407	191,884	761,835	454,202
Fuel and energy related activities	124,282	65,458	69,525	72,449
Upstream transportation and distribution	560,420	552,731	454,426	386,948
Waste generated in operations	191,948	94,059	122,540	186,121
Business travel	5,065	1,964	3,805	3,147
Employee commuting	792	1,673	1,245	1,219
Upstream leased	1,405	0	0	0
Downstream transportation and distribution	0	0	0	0
Processing of sold products	0	0	0	0
Use of sold products	686,941	473,640	498,782	564,484
End of life treatment of sold products	57,368	59,894	19,224	13,205
Downstream leased assets	0	0	0	0
Franchises	0	0	0	0
Investments	2,167,571	1,241,041	1,250,462	1,470,452
TOTAL ESTIMATED	**6,121,922**	**3,826,535**	**4,049,796**	**3,878,812**

*Data for the base year, 2021 and 2022 have been restated to match the organization's perimeter at the end of 2023.
**Category of emissions out of the SBTi Scope.

	2015	2021	2022	2023
SBTi target	3,795,791	2,490,461	2,490,461	2,698,025

Sustainability Linked Bond target	2015	2021	2022	2023
Purchased goods and services	1,746,399	1,144,190	867,951	726,585
Upstream transportation and distribution	605,289	552,731	454,426	386,948
Waste generated in operations	226,828	94,059	122,540	186,121
Scope 3 SLB	**2,578,515**	**1,790,980**	**1,444,917**	**1,299,654**

Biogenic CO2 (tCO2/eq)	2009 (base-year)	2021	2022	2023
Construction	768	62,404	60,240	61,464
Thalia	704,104	611,752	822,703	150,644
TOTAL	**704,872**	**674,156**	**882,943**	**212,108**

305-5. REDUCTION OF GHG EMISSIONS*

	2021	2022	2023
Renewable electricity purchase (t CO2eq)	38,010	36,952	37,050
For biogas capture in water treatment plants (t CO2eq)	553,059	529,337	518,353
For energy generation in water treatment plants (t CO2eq)	52,435	29,326	29,625
TOTAL	**643,504**	**595,615**	**585,028**

*Data for 2021 and 2022 have been restated to match the organization's perimeter at the end of 2023.

305-7. NITROGEN OXIDES (NOx), SULFUR OXIDES (SOx), AND OTHER SIGNIFICANT AIR EMISSIONS

			2023		
	NOx (Tn)	CO (t)	COVNM (t)	SOx (t)	Particles (t)
Emissions from boilers	113.71	45.30	11.10	153.30	30.14
Emissions caused by motor vehicles	350.03	2,029	222.43		20.95
Emissions caused by electricity	16.12	6.29	0.12	24.49	1.38
	NOx (g/Kg)	CO (g/Kg)	COVNM (g/Kg)	SOx (g/kg)	Particles (g/Kg)
Emissions caused by mobile equipment used in construction works	5.80	1.90	0.60	0	0.37

			2022		
	NOx (Tn)	CO (t)	COVNM (t)	SOx (t)	Particles (t)
Emissions from boilers	40.37	15.99	3.80	51.35	10.11
Emissions caused by motor vehicles	380.12	1,934	214.78		27.71
Emissions caused by electricity	16.01	6.22	0.12	25.08	1.36
	NOx (g/Kg)	CO (g/Kg)	COVNM (g/Kg)	SOx (g/kg)	Particles (g/Kg)
Emissions caused by mobile equipment used in construction works	1,260.69	3,834.33	388.84	0	46.28

306-3. WASTE GENERATED*

306-4. WASTES DIVERTED FROM DISPOSAL*

306-5. WASTE DIRECTED FOR DISPOSAL*

Type of waste	Treatment	2021	2022	2023
Construction and demolition waste	**VALORIZATION (t)**	**3,257,616**	**2,649,625**	**2,414,162**
	Reuse (t)	1,023,527	1,126,243	1,335,109
	Recycling (t)	2,234,090	1,523,383	1,079,053
	Other valorization (t)	0	0	0
	DISPOSAL or unknown treatment (t)	**1,605,685**	**852,229**	**143,203**
	Landfill (t)	1,605,685	852,229	143,203
	Incineration (t)	N/A	N/A	N/A
	Other disposal or unknown treatment (t)	0	0	0
Non-hazardous waste	**VALORIZATION (t)**	**473,080**	**475,963**	**457,170**
	Reuse (t)	3,358	3,358	3,358
	Recycling (t)	314,210	314,428	314,347
	Other valorization (t)	155,512	158,178	139,465
	DISPOSAL or unknown treatment (t)	**115,151**	**128,273**	**123,881**
	Landfill (t)	94,729	94,874	94,840
	Incineration (t)	20,422	33,399	29,041
	Other disposal or unknown treatment (t)	0	0	0
Hazardous waste	**VALORIZATION (t)**	**17,103**	**17,114**	**18,575**
	Reuse (t)	0	0	0
	Recycling (t)	5,630	5,635	7,385
	Other valorization (t)	11,473	11,479	11,190
	DISPOSAL or unknown treatment (t)	**5,098**	**3,839**	**2,503**
	Landfill (t)	N/A	N/A	N/A
	Incineration (t)	N/A	N/A	N/A
	Other disposal or unknown treatment (t)	5,098	3,839	2,503
TOTAL	**VALORIZATION (t)**	**3,747,799**	**3,142,702**	**2,889,906**
	Reuse (t)	1,026,884	1,129,600	1,338,467
	Recycling (t)	2,553,929	1,843,445	1,400,785
	Other valorization (t)	166,985	169,656	150,655
	DISPOSAL or unknown treatment (t)	**1,725,933**	**984,341**	**269,587**
	Landfill (t)	1,700,414	947,103	238,043
	Incineration (t)	20,422	33,399	29,041
	Other disposal or unknown treatment (t)	5,098	3,839	2,503
TOTAL (t)		**5,473,732**	**4,127,043**	**3,159,493**
TOTAL RELATIVE WASTE GENERATION (t/M€)		**642.48**	**484.42**	**370.85**

Soil	2021	2022	2023
Soil moved (m3)	26,211,950	17,723,746	21,754,579
Soil reused (m3)	24,550,580	15,925,402	19,222,416

*Data for 2021 and 2022 have been restated to match the organization's perimeter at the end of 2023.

CRE8. TYPE AND NUMBER OF SUSTAINABILITY CERTIFICATIONS, RATINGS AND LABELING SYSTEMS FOR NEW CONSTRUCTION, MANAGEMENT, OCCUPANCY AND RECONSTRUCTION.

Sustainable construction certifications obtained in Spain, Poland and Chile:

2023						
Region	BREEAM	CES	LEED	LEED + WELL	Energy certification A	Energy certification B
Chile						
Spain	11		5	1	9	5
Poland	1		1			
TOTAL	**12**	**0**	**6**	**1**	**9**	**5**

2022						
Region	BREEAM	CES	LEED	LEED + WELL	Energy certification A	Energy certification B
Chile		1				
Spain	10		8	1	12	7
Poland	2		1			
TOTAL	**12**	**1**	**9**	**1**	**12**	**7**

401-1. NEW EMPLOYEE HIRES AND EMPLOYEE TURNOVER

Throughout 2023, the total number of new hires was 10,495 (14,466 in 2022), which corresponds to a total hiring rate of 41.70% (42.11% in 2022), compared to the year-end workforce. The breakdown by country, gender and age is as follows:

		<30	30 - 45	>45	Subtotal	TOTAL 2023	TOTAL 2022
Spain	Men	389	440	586	1,415	**1,604**	**1,012**
	Women	86	76	27	189		
USA	Men	761	560	433	1,754	**1,940**	**2,204**
	Women	74	63	49	186		
Canada	Men	153	140	259	552	**640**	**491**
	Women	26	37	25	88		
United Kingdom	Men	54	55	43	152	**201**	**2,547**
	Women	27	17	5	49		
Poland	Men	278	422	239	939	**1,234**	**1,069**
	Women	166	106	23	295		
Latin America	Men	1,029	1,786	929	3,744	**4,031**	**6,258**
	Women	87	152	48	287		
Rest of countries	Men	143	314	331	788	**845**	**885**
	Women	19	24	14	57		
TOTAL	Men	2,807	3,717	2,820	9,344	**10,495**	**14,466**
	Women	485	475	191	1,151		
	Subtotal	3,292	4,192	3,011			

The number of leaves and the turnover rate in 2023 and 2022 is as follows:

Leaves	2023																		
	Voluntary						Involuntary						Total						Total by category
	Men			Women			Men			Women			Men			Women			
	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	
Executive Committee	0	0	0	0	0	0	1	0	1	0	0	0	1	0	1	0	0	0	2
BU Executive Committee and Corporate Director	0	0	2	0	0	1	0	0	2	0	0	1	0	0	4	0	0	2	6
Affiliate Executive Committee & Head of Department	1	5	8	0	4	4	0	3	9	0	1	3	1	8	17	0	5	7	38
Business Positions Leads	0	1	8	0	1	0	0	5	10	0	0	0	0	6	18	0	1	0	25
Manager	11	99	69	2	35	11	3	82	55	0	20	10	14	181	124	2	55	21	397
Senior Professional / Supervisor	20	81	27	11	26	16	5	36	38	2	12	7	25	117	65	13	38	23	281
Professional	121	145	78	71	98	26	46	113	67	30	63	21	167	258	145	101	161	47	879
Administratives / Support	20	73	16	57	52	18	13	31	14	23	23	10	33	104	30	80	75	28	350
Blue Collar	956	1,312	1,153	59	90	59	971	1,834	1,245	47	64	33	1,927	3,146	2,398	106	154	92	7,823
Subtotal by age	**1129**	1,716	1,361	200	306	135	1,039	2,104	1,441	102	183	85	2,168	3,820	2,802	302	489	220	
Subtotal by gender			4,206			641			4,584			370			8,790			1,011	9,801
Total						4,847						4,954						9,801	

Turnover rate (%)	2023																	
	Voluntary						Involuntary						Total					
	Men			Women			Men			Women			Hombres			Mujeres		
	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45
Subtotal by age	4.49	6.82	5.41	0.79	1.22	0.54	4.13	8.36	5.73	0.41	0.73	0.34	8.61	15.18	11.13	1.20	1.94	0.87
Subtotal by gender		16.71			2.55			18.22			1.47			34.93			4.02	
TOTAL TURNOVER RATE			19.26						19.69						38.95			

Leaves	2022																		
	Voluntary						Involuntary						Total						Total by category
	Men			Women			Men			Women			Men			Women			
	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	
Manager and higher categories	8	112	67	1	51	10	0	27	58	0	10	3	8	139	125	1	61	13	347
Senior Professional / Supervisor	30	107	70	9	47	18	2	19	16	0	6	6	32	126	86	9	53	24	330
Professional	328	387	257	121	316	51	31	84	51	15	40	5	359	471	308	136	356	56	1,686
Administratives / Support	66	24	16	54	64	37	17	30	11	22	26	17	83	54	27	76	90	54	384
Blue Collar	1,174	1,471	1,018	114	187	165	1,705	2,818	2,384	67	180	112	2,879	4,289	3,402	181	367	277	11,395
Subtotal by age	1,606	2,101	1,428	299	665	281	1,755	2,978	2,520	104	262	143	3,361	5,079	3,948	403	927	424	
Subtotal by gender		5,135			1,245			7,253			509			12,388			1,754		14,142
TOTAL						6,380						7,762						14,142	

Turnover rate (%)	2022																	
	Voluntary						Involuntary						Total					
	Men			Women			Men			Women			Hombres			Mujeres		
	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45	<30	30-45	>45
Subtotal by age	4.68	6.12	4.16	0.87	1.94	0.82	5.11	8.67	7.34	0.30	0.76	0.42	9.78	14.79	11.49	1.17	2.70	1.23
Subtotal by gender		14.95			3.62			21.12			1.48			36.06			5.11	
TOTAL TURNOVER RATE			18.57						22.60						41.17			

403-1. WORKER REPRESENTATION ON FORMAL WORKER-COMPANY HEALTH AND SAFETY COMMITTEE

	2021	2022	2023
Percentage of employees represented in Health and Safety Committees	74.6	85.0	73.0

403-8 WORKERS COVERED BY AN OCCUPATIONAL HEALTH AND SAFETY MANAGEMENT SYSTEM (ISO 45001)

	2021	2022	2023
403-8 Workers covered by an occupational health and safety management system (%)	93	87	77

403-9. INJURIES DUE TO OCCUPATIONAL ACCIDENTS

403-10 OCCUPATIONAL DISEASES AND ILLNESSES

	2021	2022	2023
Frequency rate	8.8	3.2	4.7
Frequency rate (including contractors)	6.7	3.3	4.3
Total recordable frequency rate	1.9	0.8	1.1
Total recordable frequency rate (including contractors)	1.4	0.7	0.9
Severity rate	0.28	0.10	0.17
Absenteeism rate	6.64	5.61	4.40
Occupational Disease Frequency Rate	0.29	0.65	0.22
Absenteeism hours (mill.hours)	9.28	4.12	2.08
Number of employee fatalities	2	3	1
Number of contractor fatalities	6	2	0

The number of cases of occupational diseases was 11 in 2023 (48 in 2022).
Frequency rate = number of accidents with sick leave*1,000,000/No. hours worked
Total recordable frequency rate = total recordable accidents*200,000/No. hours worked
Severity rate = number of lost days*1,000,000/no. hours worked
Note: accident rate data are given as ratios only, as they are a reliable representation of the company's health and safety performance. The significant variations in the indicators shown are mainly due to the divestment processes undertaken by the company in the last two years.

404-1 AVERAGE TOTAL TRAINING HOURS AND AVERAGE NUMBER OF TRAINING HOURS PER YEAR PER EMPLOYEE

				2023											
	2021	2022		Executive Committee	BU Executive Committee and Corporate Director	Affiliate Executive Committee & Head of Department	Business Positions Leads	Manager	Senior Professional/ Supervisor	Professional	Admin / Support	Blue Collar	Subtotal	Hours by empl. And categ. 2023	Hours by business line 2023
Corporation	18,770	17,718	Men	0	385	1,085	0	711	3,104	154	0	0	5,439	**18.6**	**19.5**
			Women	0	59	846	0	679	3,285	158	687	0	5,713	**20.4**	
Toll Roads	9,629	13,304	Men	0	228	304	383	1,044	658	546	39	2,265	5,467	**8.1**	**9.6**
			Women	0	30	294	0	474	744	695	611	406	3,254	**14.0**	
Airports	1,014	6,297	Men	0	66	402	4	427	1,033	2,808	422	2,973	8,135	**41.7**	**42.7**
			Women	0	31	41	61	136	0	217	1,276	213	1,975	**47.1**	
Construction	118,857	205,527	Men	13	775	4,228	7,873	46,046	24,014	33,618	5,941	36,306	158,814	**9.9**	**11.6**
			Women	0	215	1,220	527	15,641	13,715	27,334	5,817	1,443	65,912	**19.7**	
Energy Infrastructures and Mobility	635,263	257,237	Men	0	9	196	91	897	1,100	3,445	886	121,094	127,718	**35.3**	**33.7**
			Women	0	0	114	99	398	332	1,477	1,371	4,533	8,324	**20.2**	
Subtotal by gender and category 2023			Men	13	1,464	6,215	8,351	49,124	29,909	40,571	7,288	162,638	305,573	**14.7**	
			Women	0	335	2,514	687	17,328	18,076	29,881	9,762	6,595	85,178	**19.8**	**15.5**
Subtotal by category 2023				13	1,798	8,730	9,038	66,452	47,985	70,452	17,049	169,233			
Subtotal by gender and category 2022			Men			68,027			57,805	80,262	11,317	177,910			
			Women			17,429			23,455	29,617	11,730	22,532			
Subtotal by category 2022						85,456			81,260	109,879	23,047	200,442			
TOTAL	**783,532**	**500,084**						**390,751**							

405-1. DIVERSITY IN GOVERNING BODIES AND EMPLOYEES

Workforce at year-end data by professional category, line of business and gender is as follows:

Workforce at year-end		2023											
		Executive Committee	BU Executive Committee and Corporate Director	Affiliate Executive Committee & Head of Department	Business Positions Leads	Manager	Senior Professional / Supervisor	Professional	Administratives / Support	Blue Collar	Subtotal	TOTAL 2023	TOTAL 2022
Corporation	Men	8	16	45	0	39	128	22	7	0	265	508	511
	Women	2	5	28	0	46	113	19	30	0	243		
Toll Roads	Men	0	0	28	12	67	51	60	6	260	484	677	632
	Women	0	1	10	0	23	44	35	23	57	193		
Airports	Men	0	5	16	0	10	13	55	16	76	191	231	239
	Women	0	2	3	0	4	1	6	21	3	40		
Construction	Men	3	35	153	255	2,053	1,188	2,441	584	9,298	16,010	19,362	17,608
	Women	0	5	35	13	497	477	1,343	621	361	3,352		
Energy Infrastructures and Mobility	Men	0	4	13	6	65	62	125	57	3,276	3,608	4,021	5,201
	Women	0	1	7	3	19	15	79	71	218	413		
TOTAL 2023	**Men**	11	60	255	273	2,234	1,442	2,703	670	12,910	20,558	24,799	24,191
	Women	2	14	83	16	589	650	1,482	766	639	4,241		
TOTAL 2022	**Men**	2,594					1,547	2,570	565	12,864	20,140		
	Women	636					720	1,324	668	703	4,051		

405-2 RATIO OF BASIC SALARY AND REMUNERATION OF WOMEN VS. MEN

Gender pay gap 2023 (expressed in local currency) by country. Data as of 12.31.2023 - Base Salary + Salary Supplements (*):

Country	Gender	Nº employees	% employees	Median salary	Average salary	% gender pay gap (median salary)	% gender pay gap (average salary)
Spain	Women	1,000	17.0%	40,708 €	50,179 €	-23.41%	-4.45%
	Men	4,829	83.0%	32,984 €	48,041 €		
United Kingdom	Women	284	25.0%	£41,971	£49,660	16.79%	13.27%
	Men	856	75.0%	£50,441	£57,257		
USA	Women	584	13.0%	$75,056	$89,311	-25.78%	-10.67%
	Men	3,781	87.0%	$59,673	$80,699		
Poland	Women	1,643	26.0%	108,480 zł	126,162 zł	-19.10%	1.66%
	Men	4,706	74.0%	91,080 zł	128,287 zł		
Chile	Women	405	8.0%	16,204,457 CLP	19,635,969 CLP	-0.85%	-2.96%
	Men	4,412	92.0%	16,068,561 CLP	19,071,390 CLP		
Canada	Women	70	13.0%	$79,738	$101,644	-0.22%	-10.50%
	Men	483	87.0%	$79,565	$91,987		

(*) Salary supplements are understood to be those remunerations received by employees which, together with the base salary, make up the total salary structure. These amounts are related to the work performed by employees (night work, overtime, etc.), to their personal or professional conditions (such as languages or productivity), or to the company's results (such as the annual variable).

Gender pay gap 2023 (expressed in euros) by country. Data as of 12.31.2023 - Base Salary + Salary Supplements (*):

Country	Gender	Nº employees	% employees	Median salary	Average salary	% gender pay gap (median salary)	% gender pay gap (average salary)
Spain	Women	1,000	17.0%	40,708 €	50,179 €	-23.41%	-4.45%
	Men	4,829	83.0%	32,984 €	48,041 €		
United Kingdom	Women	284	25.0%	48,264 €	57,105 €	16.79%	13.27%
	Men	856	75.0%	58,004 €	65,842 €		
USA	Women	584	13.0%	69,402 €	82,583 €	-25.78%	-10.67%
	Men	3,781	87.0%	55,178 €	74,619 €		
Poland	Women	1,643	26.0%	23,888 €	27,782 €	-19.10%	1.66%
	Men	4,706	74.0%	20,056 €	28,250 €		
Chile	Women	405	8.0%	17,832 €	21,608 €	-0.85%	-2.96%
	Men	4,412	92.0%	17,682 €	20,986 €		
Canada	Women	70	13.0%	54,645 €	69,657 €	-0.22%	-10.50%
	Men	483	87.0%	54,526 €	63,040 €		
GLOBAL GENDER PAY GAP 2023	**Women**	**3,986**	**17.0%**	**36,438 €**	**43,627 €**	**-12.73%**	**-0.65%**
	Men	**19,067**	**83.0%**	**32,323 €**	**43,345 €**		
GLOBAL GENDER PAY GAP 2022	**Women**	**3,780**	**21.0%**	**36,424 €**	**42,199 €**	**-8.87%**	**3.24%**
	Men	**18,532**	**79.0%**	**33,457 €**	**43,610 €**		

Note: the Global Pay Gap has been reduced from 2023 to 2022. The main reason why the Gender Pay Gap is in favor of women is due to the fact that the majority of Blue Collar positions are occupied by men, being this category the one that includes the lowest paid employees in the company (being this distribution composed of 95% of men and 5% of women). In addition, this category has a large weight within the company's total workforce, as Blue Collars represent 54% of the total workforce. The workforce included in the analysis represents 92.96% of the total workforce at the end of the year.
(*) Salary supplements are understood to be those remunerations received by employees which, together with the base salary, make up the total salary structure. These amounts are related to the work performed by employees (night work, overtime, etc.), to their personal or professional conditions (such as languages or productivity), or to the company's results (such as the annual variable).

Global Gender Pay Gap 2023 (expressed in €) by professional category. Data as of 12.31.2023 - Base Salary + Salary Supplements (*)

	Professional category	Gender	Nº Employees	% Employees	Average salary in € 2023	% Average gender pay gap 2023	Average salary in € 2022	% Average gender pay gap 2022
TOTAL WORKFORCE BY PROFESSIONAL CATEGORY	Manager and superiors (**)	Women	691	20.0%	100.134 €	13.90%	91.965 €	15.11%
		Men	2,745	80.0%	116.300 €		108.340 €	
	Senior Professionals/ Supervisors	Women	634	32.0%	66.888 €	8.59%	62.676 €	12.18%
		Men	1,371	68.0%	73.177 €		71.366 €	
	Professionals	Women	1,405	36.0%	48.087 €	17.06%	44.753 €	17.87%
		Men	2,462	64.0%	57.978 €		54.488 €	
	Administratives/ Support	Women	677	52.0%	35.956 €	-4.45%	36.020 €	-0.92%
		Men	619	48.0%	34.423 €		35.691 €	
	Blue Collars	Women	579	5.0%	27.361 €	12.78%	29.314 €	13.21%
		Men	11,870	95.0%	31.370 €		33.776 €	
	TOTAL 2023	**Women**	**3,986**	**17.0%**	**43.627 €**	**-0.65%**	**42.199 €**	**3.24%**
		Men	**19,067**	**83.0%**	**43.345 €**		**43.610 €**	

NOTE: The workforce included in the analysis represents 92.96% of the total workforce at the end of the year.
(*) Salary supplements are understood to be those remunerations received by employees which, together with the base salary, make up the total salary structure. These amounts are related to the work performed by employees (night work, overtime, etc.), to their personal or professional conditions (such as languages or productivity), or to the company's results (such as the annual variable).
(**)This category includes: BU Executive Committee and Corporate Director, Affiliate Executive Committee & Head of Department, Business Positions Leads y Managers.

Gender pay gap 2023 (expressed in local currency) by professional category. Data as of 12.31.2023 - Base Salary + Salary Supplements (*)

Country	Professional category	Gender	Nº employees	% employees	Average salary	% Gender pay gap
Spain	Manager and superiors (**)	Women	200	20.0%	92,454 €	18.47%
		Men	822	80.0%	113,395 €	
	Senior Professionals/Supervisors	Women	242	30.0%	52,583 €	10.21%
		Men	555	70.0%	58,563 €	
	Professionals	Women	229	25.0%	40,592 €	12.58%
		Men	680	75.0%	46,434 €	
	Administratives/Support	Women	143	33.0%	33,723 €	-5.88%
		Men	284	67.0%	31,850 €	
	Blue Collars	Women	186	7.0%	26,492 €	-0.46%
		Men	2,488	93.0%	26,370 €	
	TOTAL 2023	**Women**	**1,000**	**17.0%**	**50,179 €**	**-4.45%**
		Men	**4,829**	**83.0%**	**48,041 €**	
	TOTAL 2022	**Women**	**911**	**17.0%**	**49,637 €**	**0.32%**
		Men	**4,502**	**83.0%**	**49,795 €**	
United Kingdom	Manager and superiors (**)	Women	51	27.0%	£91,267	18.17%
		Men	139	73.0%	£111,525	
	Senior Professionals/Supervisors	Women	42	22.0%	£63,861	11.18%
		Men	151	78.0%	£71,896	
	Professionals	Women	88	31.0%	£41,196	11.53%
		Men	197	69.0%	£46,564	
	Administratives/Support	Women	63	68.0%	£32,857	0.23%
		Men	30	32.0%	£32,933	
	Blue Collars	Women	40	11.0%	£26,781	27.18%
		Men	339	89.0%	£36,776	
	TOTAL 2023	**Women**	**284**	**25.0%**	**£49,660**	**13.27%**
		Men	**856**	**75.0%**	**£57,257**	
	TOTAL 2022	**Women**	**293**	**25.0%**	**£45,627**	**15.58%**
		Men	**867**	**75.0%**	**£54,047**	
USA	Manager and superiors (**)	Women	92	21.0%	$170,234	9.97%
		Men	351	79.0%	$189,078	
	Senior Professionals/Supervisors	Women	93	32.0%	$103,712	19.82%
		Men	196	68.0%	$129,344	
	Professionals	Women	153	22.0%	$84,684	18.89%
		Men	532	78.0%	$104,405	
	Administratives/Support	Women	164	69.0%	$57,211	21.97%
		Men	73	31.0%	$73,322	
	Blue Collars	Women	82	3.0%	$49,646	12.68%
		Men	2,629	97.0%	$56,855	
	TOTAL 2023	**Women**	**584**	**13.0%**	**€89,311**	**-10.67%**
		Men	**3,781**	**87.0%**	**€80,699**	
	TOTAL 2022	**Women**	**599**	**14.0%**	**€82,726**	**1.02%**
		Men	**3,579**	**86.0%**	**€83,577**	
Poland	Manager and superiors (**)	Women	330	20.0%	201,484 PLN	13.24%
		Men	1,361	80.0%	232,223 PLN	
	Senior Professionals/Supervisors	Women	234	44.0%	161,389 PLN	12.09%
		Men	300	56.0%	183,593 PLN	
	Professionals	Women	848	51.0%	102,792 PLN	4.94%
		Men	820	49.0%	108,129 PLN	
	Administratives/Support	Women	195	64.0%	72,307 PLN	9.26%
		Men	108	36.0%	79,689 PLN	
	Blue Collars	Women	36	2.0%	56,946 PLN	10.34%
		Men	2,117	98.0%	63,512 PLN	
	TOTAL 2023	**Women**	**1,643**	**26.0%**	**126,162 PLN**	**1.66%**
		Men	**4,706**	**74.0%**	**128,287 PLN**	
	TOTAL 2022	**Women**	**1,534**	**25.0%**	**118,472 PLN**	**1.94%**
		Men	**4,568**	**75.0%**	**120,812 PLN**	

Chile	Manager and superiors (**)	Women	11	19.0%	65,525,925 CLP	24.20%
		Men	47	81.0%	86,440,142 CLP	
	Senior Professionals/Supervisors	Women	21	11.0%	35,707,134 CLP	9.88%
		Men	166	89.0%	39,621,224 CLP	
	Professionals	Women	65	25.0%	23,442,873 CLP	19.89%
		Men	191	75.0%	29,264,990 CLP	
	Administratives/Support	Women	101	45.0%	14,744,005 CLP	7.34%
		Men	121	55.0%	15,911,407 CLP	
	Blue Collars	Women	207	5.0%	16,556,737 CLP	2.15%
		Men	3,887	95.0%	16,921,003 CLP	
	TOTAL 2023	**Women**	**405**	**8.0%**	**19,635,969 CLP**	**-2.96%**
		Men	**4,412**	**92.0%**	**19,071,390 CLP**	
	TOTAL 2022	**Women**	**376**	**8.0%**	**21,963,069 CLP**	**-12.45%**
		Men	**4,468**	**92.0%**	**19,530,994 CLP**	
Canada	Manager and superiors (**)	Women	7	22.0%	$164,939	10.99%
		Men	25	78.0%	$185,306	
	Senior Professionals/Supervisors	Women	2	40.0%	$161,528	17.48%
		Men	3	60.0%	$195,744	
	Professionals	Women	22	34.0%	$136,052	3.50%
		Men	42	66.0%	$140,979	
	Administratives/Support	Women	11	79.0%	$81,581	37.43%
		Men	3	21.0%	$130,373	
	Blue Collars	Women	28	6.0%	$64,848	19.43%
		Men	410	94.0%	$80,487	
	TOTAL 2023	**Women**	**70**	**13.0%**	**€101,644**	**-10.50%**
		Men	**483**	**87.0%**	**€91,987**	
	TOTAL 2022	**Women**	**67**	**11.0%**	**€77,202**	**3.97%**
		Men	**548**	**89.0%**	**€80,398**	

NOTE: The workforce included in the analysis represents 92.96% of the total workforce at the end of the year.
(*) Salary supplements are understood to be those remunerations received by employees which, together with the base salary, make up the total salary structure. These amounts are related to the work performed by employees (night work, overtime, etc.), to their personal or professional conditions (such as languages or productivity), or to the company's results (such as the annual variable).
(**)This category includes: BU Executive Committee and Corporate Director, Affiliate Executive Committee & Head of Department, Business Positions Leads y Managers.

Global Gender Pay Gap 2023 (expressed in €) by age group. Data as of 12.31.2023 - Base Salary + Salary Supplements*

	Age Group	Gender	Nº employees	% employees	Average salary 2023	% Gender pay gap 2023	Average salary 2022	% Gender pay gap 2022
TOTAL WORKFORCE BY AGE GROUP	0-30	Women	980	22.0%	31.692 €	3.40%	31.677 €	1.26%
		Men	3,392	78.0%	32.806 €		32.083 €	
	30-45	Women	1,952	20.0%	42.826 €	-4.20%	40.691 €	4.88%
		Men	7,767	80.0%	41.098 €		42.777 €	
	>45	Women	1,054	12.0%	55.955 €	-11.92%	54.361 €	-10.01%
		Men	7,908	88.0%	49.995 €		49.417 €	
	TOTAL 2023	**Women**	**3,986**	**17.0%**	**43.627 €**	**-0.65%**	**42.199 €**	**3.24%**
		Men	**19,067**	**83.0%**	**43.345 €**		**43.610 €**	

NOTE: The workforce included in the analysis represents 92.96% of the total workforce at the end of the year.
(*) Salary supplements are understood to be those remunerations received by employees which, together with the base salary, make up the total salary structure. These amounts are related to the work performed by employees (night work, overtime, etc.), to their personal or professional conditions (such as languages or productivity), or to the company's results (such as the annual variable).

Gender pay gap 2023 (expressed in local currency) by age group. Data as of 12.31.2023 - Base Salary + Salary Supplements (*)

Country	Age group	Gender	Nº employees	% employees	Average salary	% Gender pay gap
Spain	0-30	Women	183	27.0%	33,084 €	-14.48%
		Men	492	73.0%	28,900 €	
	30-45	Women	359	20.0%	49,579 €	-16.14%
		Men	1,404	80.0%	42,690 €	
	>45	Women	458	14.0%	57,120 €	-6.20%
		Men	2,933	86.0%	53,785 €	
	TOTAL 2023	**Women**	**1,000**	**17.0%**	**50,179 €**	**-4.45%**
		Men	**4,829**	**83.0%**	**48,041 €**	
	TOTAL 2022	**Women**	**911**	**17.0%**	**49,637 €**	**0.32%**
		Men	**4,502**	**83.0%**	**49,795 €**	
United Kingdom	0-30	Women	79	34.0%	£37,851	4.16%
		Men	150	66.0%	£39,495	
	30-45	Women	136	27.0%	£56,833	4.78%
		Men	365	73.0%	£59,688	
	>45	Women	69	17.0%	£49,041	21.50%
		Men	341	83.0%	£62,468	
	TOTAL 2023	**Women**	**284**	**25.0%**	**£49,660**	**13.27%**
		Men	**856**	**75.0%**	**£57,257**	
	TOTAL 2022	**Women**	**293**	**25.0%**	**£45,627**	**15.58%**
		Men	**867**	**75.0%**	**£54,047**	
USA	0-30	Women	154	13.0%	$71,882	-22.36%
		Men	1,060	87.0%	$58,745	
	30-45	Women	239	16.0%	$96,852	-11.16%
		Men	1,274	84.0%	$87,130	
	>45	Women	191	12.0%	$93,284	-2.80%
		Men	1,447	88.0%	$90,740	
	TOTAL 2023	**Women**	**584**	**13.0%**	**$89,311**	**-10.67%**
		Men	**3,781**	**87.0%**	**$80,699**	
	TOTAL 2022	**Women**	**599**	**14.0%**	**$82,726**	**1.02%**
		Men	**3,579**	**86.0%**	**$83,577**	
Poland	0-30	Women	450	41.0%	87,944 zł	-4.96%
		Men	650	59.0%	83,785 zł	
	30-45	Women	969	28.0%	129,783 zł	8.29%
		Men	2,458	72.0%	141,518 zł	
	>45	Women	224	12.0%	187,582 zł	-48.74%
		Men	1,598	88.0%	126,117 zł	
	TOTAL 2023	**Women**	**1,643**	**26.0%**	**126,162 zł**	**1.66%**
		Men	**4,706**	**74.0%**	**128,287 zł**	
	TOTAL 2022	**Women**	**1,534**	**25.0%**	**118,472 PLN**	**1.94%**
		Men	**4,568**	**75.0%**	**120,812 PLN**	
Chile	0-30	Women	101	10.0%	16,156,156 CLP	-7.83%
		Men	959	90.0%	14,983,337 CLP	
	30-45	Women	216	9.0%	21,546,225 CLP	-11.32%
		Men	2,128	91.0%	19,355,210 CLP	
	>45	Women	88	6.0%	18,852,619 CLP	12.48%
		Men	1,325	94.0%	21,540,020 CLP	
	TOTAL 2023	**Women**	**405**	**8.0%**	**19,635,969 CLP**	**-2.96%**
		Men	**4,412**	**92.0%**	**19,071,390 CLP**	
	TOTAL 2022	**Women**	**376**	**8.0%**	**21,963,069 CLP**	**-12.45%**
		Men	**4,468**	**92.0%**	**19,530,994 CLP**	
Canada	0-30	Women	13	13.0%	$91,926	-4.91%
		Men	81	87.0%	$87,623	
	30-45	Women	33	13.0%	$119,002	-16.54%
		Men	138	87.0%	$102,111	
	>45	Women	24	9.0%	$83,358	5.27%
		Men	264	91.0%	$87,997	
	TOTAL 2023	**Women**	**70**	**13.0%**	**$101,644**	**-10.50%**
		Men	**483**	**87.0%**	**$91,987**	
	TOTAL 2022	**Women**	**67**	**11.0%**	**$77,202**	**3.97%**
		Men	**548**	**89.0%**	**$80,398**	

NOTE: The workforce included in the analysis represents 92.96% of the total workforce at the end of the year.
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GLOSSARY OF TERMS

ACI: Airports Council International is the only global trade representative of the world's airports. Established in 1991, ACI represents airport's interests with Governments and international organizations such as ICAO; develops standards, policies and recommends practices for airports, and provides information and training opportunities to raise standards around the world.

AGS: Aberdeen, Glasgow and Southampton. AGS Airports is the United Kingdom-based owner of Aberdeen, Glasgow and Southampton Airports. The company was formed in September 2014 by Ferrovial and Macquarie Group. The company acquired Aberdeen, Glasgow and Southampton Airports in December 2014 from Heathrow Airport Holdings.

Alignment: an activity is considered aligned according to the EU Taxonomy if it demonstrates a substantial contribution to one of the six EU environmental objectives without having a detrimental impact on any of the other five, and also meets the minimum social safeguards and technical screening criteria.

APS: Announced Pledges Scenario. A scenario in which it is assumed that all climate commitments set by governments around the world, including nationally determined contributions and long-term net zero targets, will be met on time and on form. This scenario would imply a global temperature increase of 1.9/2.3°C in 2100.

ASQ: Airport Service Quality Survey. The Airport Service Quality is the world-renowned and globally established global benchmarking program measuring passengers' satisfaction whilst they are travelling through an airport. The program provides the research tools and management information to better understand passengers' views and what they want from an airport's products and services.

BAME: acronym in English of black, Asian and minority ethnic.

BIM: It is a collaborative work methodology for the creation and management of a construction project (both building and infrastructure). Its objective is to centralize all project information in a digital information model created by all its agents. The use of BIM goes beyond the design phases, encompassing the execution of the project and extending throughout the life cycle of the building, allowing its management and reducing operating costs.

BuildUp!: Ferrovial's initiative to promote entrepreneurial talent and provide sustainable solutions to the company's internal needs.

BWI: Business Water Index. Business Water Index is related to the consumption of water and its discharge carried out in activities developed by Ferrovial.

CAA: Civil Aviation Authority. The Civil Aviation Authority is the statutory corporation which oversees and regulates all aspects of civil aviation in the United Kingdom.

CAC: Audit and Control Committee. The Audit and Control Committee is composed of four independent and external directors. It is responsible for the supervision of accounts, internal audit, financial information and risk control.

CDP: Carbon Disclosure Project. CDP is an organization based in the United Kingdom which supports companies and cities to disclose the environmental impact of major corporations. It aims to make environmental reporting and risk management a business norm, and drive disclosure, insight and action towards a sustainable economy.

CIIO: Chief Information and Innovation Officer. A chief innovation officer (CINO) or chief technology innovation officer (CTIO) is the main responsible for managing the innovation and change management process in an organization. In some cases is the person who originates new ideas but also recognizes innovative ideas generated by other people.

CNMV: Comisión Nacional del Mercado de Valores. The National Securities Market Commission is the body responsible for the supervision and inspection of Spanish securities markets and the activity of all those involved in them. The aim of the CNMV is to ensure the transparency of Spanish securities markets and the correct formation of prices, as well as the protection of investors.

CPS: Current Policies Scenario. Consider the impact of the policies and measures that are firmly established at present. This scenario would mean an increase in the global temperature of +3-4°C in 2100.

CRM: Customer Relationship Management. It is an information industry term that applies to methodologies, software and, in general, to the capabilities of the Internet that help a company manage relationships with its customers in an organized manner.

CSIC: Consejo Superior de Investigaciones Científicas. The Spanish National Research Council (CSIC) is the largest public institution dedicated to research in Spain and the third largest in Europe. Belonging to the Spanish Ministry of Economy and Competitiveness through the Secretary of State for Research, Development and Innovation, its main objective is to develop and promote research that will help bring about scientific and technological progress, and it is prepared to collaborate with Spanish and foreign entities to achieve this aim.

DBFOM: Design, Building, Finance, Operation and Maintenance.

DBF: Design, Build and Finance

DJSI: The Dow Jones Sustainability Indices (DJSI) launched in 1999, are a family of indices evaluating the sustainability performance of thousands of companies trading publicly and a strategic partner of the S&P Dow Jones Indices. They are the longest-running global sustainability benchmarks worldwide and have become the key reference point in sustainability investing for investors and companies alike. The DJSI is based on an analysis of corporate economic, environmental and social performance, assessing issues such as corporate governance, risk management, branding, climate change mitigation, supply chain standards and labor practices.

EBITDA: Earnings Before Interest, Taxes, Depreciation, and Amortization. The Earnings Before Interest, Taxes, Depreciation, and Amortization is an accounting measure calculated using a company's net earnings, before interest expenses, taxes, depreciation, and amortization are subtracted, as a proxy for a company's current operating profitability (i.e., how much profit it makes with its present assets and its operations on the products it produces and sells, as well as providing a proxy for cash flow).

EIT KICs: Knowledge and Innovation Communities (Innovation Communities) EIT Innovation Communities are partnerships that bring together companies, research centers and universities that harness European innovation and entrepreneurship to find solutions to major societal challenges in areas with high innovation potential and create jobs and quality growth.

Eligibility: an activity is considered eligible under the EU Taxonomy if it demonstrates that it makes a substantial contribution to one of the six EU environmental objectives without having a detrimental impact on any of the other five.

EPD: Environmental Product Declaration. An EPD provides a reliable, relevant, transparent, comparable and verifiable environmental profile that highlights an environmentally friendly product, based on life cycle information (LCA) according to international standards and quantified environmental data.

EU Taxonomy: is a new classification system designed by the European Commission to describe whether an activity or business investment can be considered sustainable in terms of climate change adaptation or mitigation.

Express Lanes: assets developed by Ferrovial in the United States, consisting of a lane or toll lanes in addition to those already existing, in which a minimum speed is guaranteed to its users. The rates are adjusted to the traffic conditions, thereby regulating access levels.

FRM: Ferrovial Risk Management. The Ferrovial Risk Management (FRM) is and identification and assessment process, supervised by the Board of Directors and the Management Committee, which is implemented in all business areas. This process makes it possible to forestall risks; once they have been analyzed and assessed based on their potential impact and likelihood, the most appropriate management and protection measures are taken, depending on the risk nature and location.

FTSE4Good: The FTSE4Good Index Series is designed to measure the performance of companies demonstrating strong Environmental, Social and Governance (ESG) practices.

GECV: Grupo Español de Crecimiento Verde. The Spanish Group of Green Growth is a business association whose objective is to transfer to society and to public administration its vision of a model of economic growth which is compatible with the efficient use of natural resources.

GHG: Greenhouse Gas. A greenhouse gas is a gas in an atmosphere that absorbs and emits radiant energy within the thermal infrared range.

GRI: Global Reporting Initiative. GRI helps businesses and governments worldwide understand and communicate their impact on critical sustainability issues such as climate change, human rights, governance and social well-being. This enables real action to create social, environmental and economic benefits for everyone. The GRI Sustainability Reporting Standards are developed with true multi-stakeholder contributions and rooted in the public interest.

GWT: Global Water Tool. The Global Water Tool (GWT) is a free, publicly available resource for identifying corporate water risks and opportunities which provides easy access to and analysis of critical data. It includes a workbook (data input, inventory by site, key reporting indicators, metrics calculations), a mapping function to plot sites with datasets, and a Google Earth interface for spatial viewing.

GOP: Gross Operating Profit (RBE): See EBITDA.

HAH: Heathrow Airport Holdings. Heathrow Airport Holdings Limited, formerly BAA is the United Kingdom-based operator of Heathrow Airport. It was formed by the privatization of the British Airports Authority as BAA plc as part of Margaret Thatcher's moves to privatize government-owned assets. BAA plc was bought in 2006 by a consortium led by Ferrovial.

IAGC: Informe Anual de Gobierno Corporativo. Annual Corporate Governance Report

IFRS: NIIF. International Financial Reporting Standards, usually called the IFRS Standards, are standards issued by the IFRS Foundation and the International Accounting Standards Board (IASB) to provide a common global language for business affairs so that company accounts are understandable and comparable across international boundaries.

IRR: Internal Rate of Return. Internal Rate of Return (IRR) is a metric used in capital budgeting to estimate the profitability of potential investments. Internal rate of return is a discount rate that makes the net present value (NPV) of all cash flows from a particular project equal to zero.

IoT: Internet of Things. The Internet of things (IoT) is the network of physical devices, vehicles, home appliances and other items embedded with electronics, software, sensors, actuators, and network connectivity which enables these objects to connect and exchange data.

ILO: International Labor Organization. The International Labor Organization (ILO) is a United Nations agency dealing with labor problems, particularly international labor standards, social protection, and work opportunities for all.

IPCC: The Intergovernmental Panel on Climate Change is the United Nations body for assessing the science related to climate change. It provides regular assessments of the scientific basis of climate change, its impacts and future risks, and options for adaptation and mitigation.

ISO: International Organization for Standardization. ISO is an independent, non-governmental international organization with a membership of 162 national standards bodies. Through its members, it brings together experts to share knowledge and develop voluntary, consensus- based, market relevant International Standards that support innovation and provide solutions to global challenges.

MBA: The Master of Business Administration (MBA or M.B.A.) is a master's degree in business administration (management).

MIT: Massachusetts Institute of Technology is an educational institution focused on excellence and research and founded in Boston, Massachusetts (USA), in 1861. The mission of the Massachusetts Institute of Technology is to advance knowledge and educate students in science, technology, and other areas of scholarship. The Institute is an independent, coeducational, privately endowed university, organized into five Schools (architecture and planning; engineering; humanities, arts, and social sciences; management; and science). It has some 1,000 faculty members, more than 11,000 undergraduate and graduate students, and more than 130,000 living alumni.

NPS: New Policies Scenario. This not only incorporates the announcement of policies and measures but also the effects of their implementation. This scenario would mean an increase in the global temperature of +2-3°C in 2100.

NTO: New Terminal One. Ferrovial, through its Airports division, has agreed to acquire in 2022 a stake in New Terminal One, the consortium appointed to design, build and operate New Terminal 1 at New York's JFK International Airport (which includes Terminals 1 and 2, and the former T3 and potential extensions).

NZE: Net Zero Emissions by 2050 Scenario. Scenario showing a difficult but achievable path in which the global energy sector achieves net CO2 emissions by 2050, with advanced economies reaching that goal before the others. This scenario would imply a global temperature increase of 1.3/1.5°C in 2100.

OMEGA: Optimization of Equipment Maintenance and Asset Management.

P3: Public-Private Partnership. A public–private partnership (P3, 3P or P3) is a cooperative arrangement between two or more public and private sectors, typically of a long-term nature. Governments have used such a mix of public and private endeavors throughout history, for instance, in order to develop infrastructure projects.

PAB: Private Activity Bonds. Tax-exempt bonds issued by or on behalf of local or state government for the purpose of providing special financing benefits for qualified projects. The financing is most often for projects of a private user, and the government generally does not pledge its credit. These bonds are used to attract private investment for projects that have some public benefit. There are strict rules as to which projects qualify. This type of a bond results in reduced financing costs because of the exception of federal tax.

RCE: Risk Control Effectiveness.

Representative Concentration Pathways (RCP) 4.5. Scenario in which emissions peak around 2040 and then decline. In this scenario the temperature could reach 2.6°C in 2100.

Representative Concentration Pathways (RCP) 8.5. Scenario in which emissions continue to increase until they double by 2050. This is known as the business as usual scenario. The global average temperature exceeds 4.4°C in 2100.

SASB: Sustainability Accounting Standards Board. Is a nonprofit organization that sets financial reporting standards. SASB was founded in 2011 to develop and disseminate sustainability accounting standards.

SBTi: Science Based Targets. Science-based targets provide companies with a clearly defined pathway to future-proof growth by specifying how much and how quickly they need to reduce their greenhouse gas emissions.

SCOPE 1: Emissions from sources owned or controlled by the company. They come mainly from the combustion of fuels in stationary equipment (boilers, furnaces, turbines, etc.) to produce electricity, heat or steam; fuel consumption in fleet vehicles owned or controlled by the company; diffuse emissions, those not associated with a specific source, such as biogas emissions from landfills; and channeled emissions, GHG emissions generated through a source, excluding those from fuel combustion. The source of the emission factors is the GHG Protocol, while for UK operations DEFRA is being used by country requirement and the EPER methodology for diffuse emissions at landfills.

SCOPE 2: Emissions generated because of the consumption of electricity purchased from other companies that produce or control it. The GHG Protocol Scope 2 Guidance standard has been followed and the emissions reported are based on the market-based method, which reflects the effort being made by the company to use and purchase renewable electricity. However, emissions are also calculated on a location-based basis (see more information in the GRI Annex). Emission factor sources: electricity supplier. When the supplier's emission factors are not available, following GHG Protocol recommendations, the country's energy mix factors according to the International Energy Agency are used.

SCOPE 3: Indirect emissions occurring in the value chain. Ferrovial estimates Scope 3 emissions following the guidelines set out in the Corporate Value Chain (Scope 3) Accounting and Reporting Standard published by the GHG Protocol Initiative, the WRI and the WBCSD. Categories 9, 10, 13 and 14 of this protocol are not material to Ferrovial, as they would not apply according to the activities it carries out. The sources of emission factors are GHG Protocol, DEFRA, CEDA and the International Energy Agency.

SDG: Sustainable Development Goals. The Sustainable Development Goals (SDGs) are a collection of 17 global goals set by the United Nations. The SDGs cover a broad range of social and economic development issues. These include poverty, hunger, health, education, climate change, gender equality, water, sanitation, energy, environment and social justice.

SDS: Sustainable Development Scenario. This scenario is consistent with the decarbonization of the economy needed to achieve the Paris Agreement. It includes a peak in emissions that will be reached as soon as possible followed by a decrease. An increase in temperatures with respect to pre-industrial levels of 2°C or less is expected.

STEM: Science, Technology, Engineering and Mathematics. This term is typically used when addressing education policy and curriculum choices in schools to improve competitiveness in science and technology development.

STEPS: Stated Policies Scenario. Scenario that considers current policies defined at the sectoral level, as well as those that have been announced by the countries. This scenario would imply a global temperature increase of 2.4/2.8ºC in 2100.

TCFD: Task Force on Climate-related Financial Disclosures. The FSB Task Force on Climate-related Financial Disclosures (TCFD) develops voluntary, consistent climate-related financial risk disclosures for use by companies in providing information to investors, lenders, insurers, and other stakeholders. The Task Force considers the physical, liability and transition risks associated with climate change and what constitutes effective financial disclosures across industries.

TNFD: Task Force on Nature-related Financial Disclosures. This is a global market-driven initiative with a mission to develop and provide a risk management and disclosure framework for organizations to report and act on evolving nature-related risks and opportunities, with the ultimate goal of supporting a shift in global financial flows away from negative outcomes for nature and towards positive ones. A series of recommendations and guidelines have been developed for organizations to report and act on evolving nature-related dependencies, impacts, risks and opportunities.

TSR (RTA): Total Shareholder Return. Total shareholder return (TSR) (or simply total return) is a measure of the performance of different companies' stocks and shares over time. It combines share price appreciation and dividends paid to show the total return to the shareholder expressed as an annualized percentage.

USPP: US Private Placement. The US Private Placement ("USPP") market is a US private bond market which is available to both US and non-US companies. The main attraction of this market is that it provides an alternative source of liquidity from the traditional bank market without the need for a formal credit rating and reporting requirements which are a prerequisite of the public bond markets.

UTE: Unión Temporal de Empresas. Temporary Joint Venture

WAI: The Water Access Index (WAI), related to water supply projects within the Social Action Program.

WBCSD: World Business Council for Sustainable Development. WBCSD is a global, CEO-led organization of over 200 leading businesses working together to accelerate the transition to a sustainable world.

WFM: Water Footprint Assessment Manual. The manual covers a comprehensive set of definitions and methods for water footprint accounting. It shows how water footprints are calculated for individual processes and products, as well as for consumers, nations and businesses. It includes methods for water footprint sustainability assessment and a library of water footprint response options.

WRI: World Resources Institute. The World Resources Institute (WRI) is a global research non-profit organization that was established in 1982. The organization's mission is to promote environmental sustainability, economic opportunity, and human health and well-being. WRI partners with local and national governments, private companies, publicly held corporations, and other non-profits, and offers services including global climate change issues, sustainable markets, ecosystem protection, and environmental responsible governance services.

WTI: Water Treatment Index. The Water Treatment Index is related to the impact of the water treatment activity on resources (WWTP, Wastewater Treatment Plant, IWWT, Industrial Wastewater Treatment Plant, PWTP, Potable Water Treatment Plant, and SWDF, Seawater Desalination Facilities)

Amsterdam, 27 February 2024.

BOARD OF DIRECTORS

Mr. Rafael del Pino y Calvo-Sotelo, Executive Director (Chairman)

Mr. Óscar Fanjul Martín, Non-Executive Director (Vice-Chairman)

Mr. Ignacio Madridejos Fernández, Executive Director (Chief Executive Officer)

Ms. María del Pino y Calvo-Sotelo, Non-Executive Director

Mr. José Fernando Sánchez-Junco Mans, Non-Executive Director

Mr. Philip Bowman, Non-Executive Director

Ms. Hanne Birgitte Breinbjerg Sørensen, Non-Executive Director

Mr. Bruno Di Leo, Non-Executive Director

Mr. Juan Hoyos Martínez de Irujo, Non-Executive Director (Lead Director)

Mr. Gonzalo Urquijo Fernández de Araoz, Non-Executive Director

Ms. Hildegard Wortmann, Non-Executive Director

Ms. Alicia Reyes Revuelta, Non-Executive Director


AGUADO

Limited assurance report of the independent auditor on selected sustainability information

To: the shareholders and board of directors of Ferrovial SE

Our conclusion

We have performed a limited assurance engagement on selected sustainability information in the accompanying integrated annual report for the year 2023 of Ferrovial SE at Amsterdam.

Based on our procedures performed and the assurance information obtained, nothing has come to our attention that causes us to believe that the selected sustainability information is not prepared, in all material respects, in accordance with the applicable criteria as included in the section Criteria.

The selected sustainability information in the scope of our assurance engagement consists of the sustainability information included and referred to in the tables in appendixes Non-financial information and diversity reference table (Dutch Law) and Contents of Non-Financial Information Statements (Spanish Law) of the integrated annual report 2023.

Basis for our conclusion

We have performed our limited assurance engagement on the selected sustainability information in accordance with Dutch law, including Dutch Standard 3000A “Assurance-opdrachten anders dan opdrachten tot controle of beoordeling van historische financiële informatie (attest-opdrachten)” (Assurance engagements other than audits or reviews of historical financial information [attestation engagements]). Our responsibilities in this regard are further described in the section Our responsibilities for the assurance engagement on the selected sustainability information of our report.

We are independent of Ferrovial SE in accordance with the “Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten” (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence). This includes that we do not perform any activities that could result in a conflict of interest with our independent assurance engagement. Furthermore, we have complied with the “Verordening gedrags- en beroepsregels accountants” (VGBA, Dutch Code of Ethics for Professional Accountants).

We believe that the assurance evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Criteria

The criteria applied for the preparation of the selected sustainability information are the requirements as set forth by:

- Dutch law: Decision of 22 April 2022, to amend the Decision on the content of the management report in connection with the temporary obligation for large companies to report on the male-female ratio at the top and sub-top and on the target figures in the management report.
- Dutch law: Decision of 22 December 2016 amending the Decision of 23 December 2004 laying down further provisions on the content of the annual report (Government Gazette 2004, 747) implementing Directive 2014/95/EU of the European Parliament and of the Council of 22 October 2014 amending Directive 2013/34/EU as regards the disclosure of non-financial information and diversity information by certain large companies and groups (OJEU 2014, L 330) (Diversity Disclosure Decision).
- Spanish law 11/2018, of 28 December, which amends the Commercial Code, the revised text of the Capital Companies Law approved by Royal Legislative Decree 1/2010, of 2 July, and Law 22/2015, of 20 July, on Auditing of Accounts, in relation to non-financial information and diversity.

The Sustainability Reporting Standards of the Global Reporting Initiative (GRI) used are included by reference in the column "GRI Standard" in the appendix Contents of Non-Financial Information Statements (Spanish Law) of the integrated annual report 2023. Furthermore, supplemental reporting criteria have been applied as disclosed in the appendix Reporting principles of the integrated annual report 2023.

The criteria applied for the appendix EU Taxonomy are the Regulation (EU) 2020/852 as supplemented with Commission Delegated Regulation (EU) 2021/2139, Commission Delegated Regulation (EU) 2021/2178, Commission Delegated Regulation (EU) 2022/1214 complementary to the EU climate taxonomy that amends Commission Delegated Regulations (EU) 2021/2139 and (EU) 2021/2178, Commission Delegated Regulation (EU) 2023/2485 and Commission Delegated Regulation (EU) 2023/2486.

The comparability of sustainability information between entities and over time may be affected by the absence of a uniform practice on which to draw, to evaluate and measure this information. This allows for the application of different, but acceptable, measurement techniques. Consequently, the selected sustainability information needs to be read and understood together with the criteria applied.

Limitations to the scope of our assurance engagement

Our assurance engagement is restricted to the selected sustainability information. We have not performed assurance procedures on any other information as included in the integrated annual report 2023 in light of this engagement.

The selected sustainability information includes prospective information such as ambitions, strategy, plans, expectations and estimates. Prospective information relates to events and actions that have not yet occurred and may never occur. We do not provide assurance on the assumptions and achievability of this prospective information.

The references to external sources or websites are not part of our assurance engagement on the selected sustainability information. We therefore do not provide assurance on this information.

Our conclusion is not modified in respect of these matters.

Responsibilities of the board of directors for the selected sustainability information

The executive directors of the board of directors are responsible for the preparation of the selected sustainability information in accordance with the criteria as included in the section Criteria. The executive directors are also responsible for selecting and applying the criteria and for determining that these criteria are suitable for the legitimate information needs of the intended users, considering applicable law and regulations related to reporting. The choices made by the executive directors regarding the scope of the selected sustainability information and the reporting policy are summarized in the appendix Reporting principles of the integrated annual report 2023.

Furthermore, the executive directors are responsible for such internal control as they determine is necessary to enable the preparation of the selected sustainability information that is free from material misstatement, whether due to fraud or error.

The non-executive directors of the board of directors are responsible for overseeing the reporting process of the selected sustainability information of Ferrovial SE.

Our responsibilities for the assurance engagement on the selected sustainability information

Our responsibility is to plan and perform the assurance engagement in a manner that allows us to obtain sufficient and appropriate assurance evidence for our conclusion.

Our assurance engagement is aimed to obtain a limited level of assurance to determine the plausibility of the selected sustainability information. The procedures vary in nature and timing from, and are less in extent, than for a reasonable assurance engagement. The level of assurance obtained in a limited assurance engagement is therefore substantially less than the assurance that is obtained when a reasonable assurance engagement is performed.

We apply the "Nadere voorschriften kwaliteitssystemen" (NVKS, regulations for quality management systems) and accordingly maintain a comprehensive system of quality management including documented policies and procedures regarding compliance with ethical requirements, professional standards and other relevant legal and regulatory requirements.

Our assurance engagement included amongst others:

- Performing an analysis of the external environment and obtaining an understanding of the sector, insight into relevant sustainability themes and issues and the characteristics of the company as far as relevant to the selected sustainability information
- Evaluating the appropriateness of the criteria applied, their consistent application and related disclosures on the selected sustainability information. This includes the evaluation of the reasonableness of estimates made by the executive directors
- Obtaining through inquiries a general understanding of the internal control environment, the reporting processes, the information systems and the entity's risk assessment process relevant to the preparation of the selected sustainability information, without obtaining assurance information about the implementation or testing the operating effectiveness of controls
- Identifying areas of the selected sustainability information where misleading or unbalanced information or a material misstatement, whether due to fraud or error, is likely to arise. Designing and performing further assurance procedures aimed at determining the plausibility of the selected sustainability information responsive to this risk analysis. These procedures consisted amongst others of:
  - Interviewing relevant staff responsible for providing the information for, carrying out controls on, and consolidating the data in the selected sustainability information
  - Obtaining assurance evidence that the selected sustainability information reconciles with underlying records of Ferrovial SE
  - Reviewing, on a limited sample basis, relevant internal and external documentation
  - Considering the data and trends in the information submitted for consolidation at corporate level
- Reconciling the relevant financial information with the financial statements
- Reading the information in the integrated annual report 2023 that is not included in the scope of our assurance engagement to identify material inconsistencies, if any, with the selected sustainability information
- Considering whether the selected sustainability information is presented and disclosed free from material misstatement in accordance with the criteria applied.

Amsterdam, 27 February 2024

Ernst & Young Accountants LLP

signed by J.J. Vernooij