



## **NOTICE COMPLEMENTARY TO THE CALL OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS 2020 OF SACYR, S.A.**

In relation to the Ordinary General Meeting of Shareholders of SACYR, S.A., which is scheduled to be held at its registered office for the next 10 June 2020 at 12:00 hours, in first call, or on the day 11 June 2020 at the same time and place, in second call (the Board is expected to be held on the second call, on 11 June 2020), the Board of Directors of SACYR, S.A., on 4 June 2020, in accordance with the call notice published on the Company's website ([www.sacyr.com](http://www.sacyr.com)) and in the CNMV on 6 May 2020, and in the newspaper "Expansión" on 7 May 2020, as well as under the provisions of Royal Decree-Law 8/2020, of 17 March, of extraordinary urgent measures to address the economic and social impact of the COVID-19 and the Joint Communiqué of the College of Registrars and the National Securities Market Commission on the General Meetings of listed companies convened for the duration of restrictions or recommendations arising from the health crisis published on 28 April 2020, has taken, in order to ensure the health and well-being of its shareholders, employees and managers, the following decisions:

1. The date and time foreseen in the call of the Ordinary General Meeting of Shareholders is maintained, and it is reiterated that its celebration will take place in all probability in second call, **on June 11, 2020 at 12:00 hours.**
2. Given the maintenance of the state of alarm approved by Congress yesterday and the consequent maintenance of the restrictions on freedom of movement, it has been agreed that the Ordinary General Meeting of Shareholders will be held, behind closed doors, **with exclusively telematic assistance from shareholders and shareholders' representatives.**
3. In order to guarantee the exercise of shareholders' rights to the General Meeting, Sacyr, S.A provides you with the necessary telematic means to allow your connection in real time and to assist the General Meeting telematically in the section "Telematic assistance" in the space dedicated to the 2020 Shareholders' General Meeting on its corporate website ([www.sacyr.com](http://www.sacyr.com)) under the terms set out in the final section of the call announcement "Particularities of the General Meeting as a consequence of the health situation caused by the COVID 19 coronavirus pandemic", attached at the end of this announcement to facilitate the exercise of these rights by shareholders.
4. Shareholders may exercise their delegation and voting rights by means of distance communication prior to the meeting of the General Meeting under the terms of the notice of call and on the corporate website [www.sacyr.com](http://www.sacyr.com).
5. General Meeting Broadcast: The General Meeting will be broadcast live on the corporate website ([www.sacyr.com](http://www.sacyr.com)).
6. For all purposes, the General Meeting shall be deemed to have taken place at its registered office.
7. The Management Board shall continue to monitor developments in the health emergency and the measures taken by the authorities in this regard and the

information contained in this notice shall be updated if necessary, always seeking compliance with current regulations and the best protection of our shareholders, employees, customers and suppliers.

## **ONLINE ATTENDANCE AND EXERCISE OF THE REMAINING SHAREHOLDERS' RIGHTS**

(i) Shareholders may attend and participate in the Ordinary General Meeting, under the terms of the Company Bylaws, if they hold a number of shares, the par value of which exceeds one hundred and fifty euros (EUR 150), i.e. at least one hundred fifty-one (151) shares, which have been registered in their name in the accounting registers at least five (5) days before the date on which the General Meeting is held (the Meeting is expected to be held on 11 June 2020, at second call). Shareholders who do not hold the minimum number of shares to enable them to attend may delegate representation of the shares in writing to a person who has the right to attend (since this person holds the minimum number of shares, or acts in representation of this number of shares), or form a group with other shareholders in the same situation until the required number of shares has been attained, and may confer written representation on one of their number.

(ii) Prior registration: the shareholder who wishes to attend online must previously register in the space “AGM 2020”, in the “*Distance and proxy voting and online attendance preregistration*” section on the corporate website, prior to 23:59 hours of 9 June 2020. After said time, no prior registration for exercise of online attendance rights will be accepted.

Prior registration will be done by one of the following means: (i) with the electronic national identity document (DNI or (ii) a recognised or advanced electronic signature, based on a recognised electronic certificate that is validly in effect, issued by the “Entidad Pública de Certificación Española” (CERES) in the “Fábrica Nacional de Moneda y Timbre”. The Company may provide additional means for duly ensuring the shareholder's identity.

In order for the appointed proxy to be able to attend the General Meeting online, the shareholder who made the appointment must have notified the proxy of his or her appointment and send a copy of the appointment, or of the power of attorney in the case of shareholders who are legal entities, sufficiently in advance of the registration to the “Departamento de Accionistas of Sacyr, S.A.”, at the registered office (Calle Condesa de Venadito, 7, 28027– Madrid) or by e-mail to [shareholders@sacyr.com](mailto:shareholders@sacyr.com), together with a copy of the national identity card or passport of the proxy. Once the shareholder (or the proxy, as applicable) has been previously registered according to the above, he or she may attend and vote in the General Meeting by remote means and in real time, by making the requisite connection on the day the meeting is held.

(iii) Connection and attendance: the shareholder (or the proxy, as applicable) who has previously signed up to attend the General Meeting online under (i) above, must connect via the Company's website, in the section “*Online Attendance*” between 10:00

hours and 11:45 hours of 10 June 2020 (if the General Meeting is held at first call) or of 11 June 2020 (if, as expected, it is held at second call).

If on 10 June 2020 it is seen that there is not a sufficient quorum to hold the meeting, the Company will give notice thereof on the website section “AGM 2020”, confirming that the General Meeting will be finally held at second call.

If the General Meeting is held at second call (as expected), the online attendees who connected at first call will have to connect again in order to attend the General Meeting at second call online.

No connection will be accepted after the indicated time. Shareholders who register in advance and do not connect after the meeting shall not be considered as assistants.

- (iv) Participation and request for information: Addresses to the meeting, proposals for resolutions or requests for information or clarifications which the attendees intend to make in accordance with the applicable legislation must be sent to the Company, in writing and in all events in the form, terms and conditions set out on the corporate website, between 10:00 hours and 12:15 hours of 10 June 2020 or, as applicable, of 11 June 2020 (depending on whether the General Meeting is held at first or at second call, respectively).

The online attendees who connected with the meeting at first call and addressed the meeting or submitted proposals for resolutions or requests for information or clarifications will have to submit them again, on the terms specified here, on the date the meeting is held; failing which they shall be deemed not to have been submitted. The online attendee who wishes to have his or her submission to the meeting recorded in the General Meeting minutes should so specify expressly in the text of the submission.

The President shall answer the questions in the Board’s own act in a joint and summary form, or may agree that the information shall be forwarded in writing to the shareholder within the legal deadline.

- (v) Voting: Votes may be entered on the proposals relating to the items on the agenda as from the time the shareholder (or the proxy, as applicable) connects as attendee until the time the Chairman or, as applicable, the Secretary of the General Meeting announces that voting on the proposed resolutions relating to the points on the agenda has concluded.

With respect to proposed resolutions on matters which by law do not require their inclusion on the agenda, the online attendees may enter their votes as from the time at which those proposals are read out and submitted to vote.

Voting on the proposed resolutions shall be done according to the procedure provided in the Bylaws and in the Regulation of the General Meeting.

- (vi) Other questions: Online attendance at the General Meeting (provided the meeting is quorate) by the shareholder annuls any remote proxy appointment or vote submitted prior to the General Meeting.

Each shareholder (or his or her proxy) is wholly responsible for the safe custody of the identification passwords or means needed to enter and use the online attendance service.

Shareholders who are legal entities must give notice of any modification or revocation of the powers held by their proxies and the Company therefore disclaims any and all liability until such notice is given.

Sacyr will not be liable for any losses caused to the shareholders as a result of technical failures, overloads, line failures, connection failures or any other eventuality of an identical or similar nature beyond Sacyr's control that hinder the use of the online attendance at the General Meeting.

For any clarification on the points referred to in this Complementary Notice, shareholders can contact the Shareholder Care Office by sending an email to the following address: [shareholders@sacyr.com](mailto:shareholders@sacyr.com).

Madrid, Thursday June 4th, 2020