



We refer to the Sustainability Target Euro-Commercial Paper Programme (the **Programme**) under which Ferrovial, S.A. (**Ferrovial**) may issue and have outstanding, at any time, Euro commercial paper notes up to a maximum aggregate amount of €1,500,000,000 or its equivalent in alternative currencies (the **Notes**) and to the information memorandum pertaining to the Notes dated of 30 March 2023 (the **Information Memorandum**).

On 13 April 2023, the General Shareholders Meeting of Ferrovial approved the Proposed Merger (as described in the Information Memorandum). As further described in the Information Memorandum, the Proposed Merger results in the previous parent company of the Ferrovial Group, namely Ferrovial, being absorbed by its wholly-owned, Dutch subsidiary Ferrovial International SE (**FISE**, which is renamed "Ferrovial SE" upon Proposed Merger effectiveness). Pursuant to the Proposed Merger, the Group's parent company will hold its registered seat in the Netherlands.

Once the Proposed Merger has become effective (as further explained below), the shares in the share capital of FISE has been listed simultaneously in: (i) Spain (on the Madrid, Barcelona, Bilbao, and Valencia stock exchanges, each a regulated market of Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, S.A., for trading through the Automated Quotation System (*Sistema de Interconexión Bursátil* or *Mercado Continuo*)); and (ii) the Netherlands (on Euronext in Amsterdam, a regulated market of Euronext Amsterdam N.V.). The Proposed Merger has become effective and trading of the shares in both countries on 16 June 2023.

In connection with the foregoing, Ferrovial hereby discloses the following information:

- (i) The Dutch deed of merger was executed on 15 June 2023. Thus, all actions and events required for the Proposed Merger to become effective have been performed and occurred, respectively.
- (ii) The Proposed Merger has become effective at 00:00 CEST (Central European Summer Time) on 16 June 2023, in accordance with section 2:318 of the Dutch Civil Code (the **Proposed Merger Effective Time**).
- (iii) Upon completion of the Proposed Merger, Ferrovial has ceased to exist and all its assets, liabilities and contract positions have become assets, liabilities and contract positions of FISE.
- (iv) As of the Proposed Merger Effective Time, the legal and commercial name of FISE has become "Ferrovial SE".
- (v) Accordingly, investors should be aware that, as of the Proposed Merger Effective Time, the obligations of the Issuer (*i.e.*, Ferrovial) in respect of any Notes then outstanding have become obligations of Ferrovial SE by operation of law.

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