

ENGLISH TRANSLATION FOR INFORMATION PURPOSES ONLY

PROPOSED RESOLUTIONS

**EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF
OBRASCÓN HUARTE LAÍN, S.A. (“OHLA” or the “Company”)**

21 AND 22 OCTOBER 2024

INTRODUCTION

As of the date of these proposed resolutions, OHLA and the consolidated group of companies of which the Company is the parent entity (the “**OHLA Group**”) face certain short and medium-term debt maturities (the “**Maturities**”), which include: (i) the notes issued by OHL Operaciones, S.A.U., with OHLA’s personal guarantee (the “**OHLA Notes**”); (ii) the syndicated guarantees facility “*Financiación Sindicada Multiproducto*” (the “**FSM Guarantees Facility**”) and the syndicated guarantees facility with CESCE coverage (the “**CESCE Guarantees Facility**”) of which OHLA is the guarantor (the “**Syndicated Guarantee Facilities**”), as well as the commitment agreement relating to various bilateral or “Standstill” facilities (the “**Bilateral Guarantee Facilities**”) and together with the Syndicated Guarantee Facilities, the “**Guarantee Facilities**”); and (iii) the bridge financing for the sale of OHL Servicios Ingesán, S. A.U. (“**Ingesán**”) with an ICO guarantee for which OHLA is a guarantor.

The OHLA Group is working on the divestment plan of certain assets, including the sale of the OHLA Group stake in Ingesán and Centro de Canalejas (“**Canalejas**”) and together with Ingesán, the “**Assets**”). However, as of this date it has not been possible to carry out these divestments, regardless of the fact that the sale of these Assets continues to be promoted. On the other hand, the sale of the 25% stake in the company holding the concession of the hospital *Le Centre hospitalier de l’Université de Montréal*, as well as the subordinated loan held by the Group against said concessionary company, has not yet been completed and is expected to be completed in the last quarter of 2024.

On the other hand, the OHLA Group is in discussions with (i) the financial institutions who are the issuing and/or counter-guarantor banks under the Guarantee Facilities (the “**Financial Institutions**”) to secure the release of part of the cash deposits pledged as collateral for the Guarantee Facilities and the OHLA Bonds (the “**Cash Collateral**”), which would represent an additional injection of liquidity for the Group and (ii) holders of the OHLA Notes in connection with a potential refinancing and/or extension of the maturity of the OHLA Notes.

In view of the foregoing, an equity injection in the Company through one or more capital increases is considered essential. For the purposes of guaranteeing the aforementioned equity injection in the Company, the Board of Directors has reached agreements with:

- (i) Excelsior Times, S.L.U. (“**Excelsior**”), Key Wolf, S.L.U. (“**Key Wolf**”), The Nimo’s Holding, S.L. (“**The Nimo**”), Coenersol, S.L. (“**Coenersol**”) and together with Excelsior, Key Wolf y The Nimo, the “**Excelsior Consortium**”) and Inmobiliaria Coapa Larca, S.A. de C.V. (“**INV**”) and together with the Excelsior Consortium, the “**Investors**”), who have agreed to the following commitments:

(a) The members of the Excelsior Consortium expressly committed on September 16, 2024, by means of a binding investment commitment entered into between the Excelsior Consortium and OHLA, to invest, subject to the fulfillment of certain conditions, a minimum aggregate amount of 50,000,000.00 euros in the Capital Increases (as defined in these resolution proposals) in accordance with the terms and conditions described in the relevant reports of the Board of Directors (the “**Excelsior Consortium Investment Commitment**”), according to the breakdown described below:

- Excelsior undertakes to subscribe a minimum amount of 30,000,000.00 euros in the Capital Increases.
- Key Wolf undertakes to subscribe a minimum amount of 10,000,000.00 euros in the Capital Increases.
- The Nimo undertakes to subscribe a minimum amount of 7,000,000.00 euros in the Capital Increases.
- Coenersol undertakes to subscribe a minimum amount of 3,000,000.00 euros in the Capital Increases.

(b) INV expressly committed on September 16, 2024, by means of a binding investment agreement signed between INV and OHLA, to invest, subject to the fulfillment of certain conditions, an aggregate amount of 25,000,000.00 euros in the Capital Increases, in accordance with the terms and conditions described in the relevant reports of the Board of Directors (the “**INV Investment Commitment**”).

The Excelsior Consortium Investment Commitment and the INV Investment Commitment shall be collectively referred to as the “**Investment Commitments**”.

(ii) Forjar Capital, S.L.U. and Solid Rock Capital, S.L.U. (together, the “**Amodio Shareholders**”), who expressly committed, in a letter sent to the Board of Directors of the Company dated September 15, 2024, to invest, subject to the prior execution of the Private Placement (as defined in the proposed resolutions), an aggregate amount of up to 26,000,000.00 euros in the Rights Issue (as defined in the proposed resolutions) (the “**Amodio Shareholders’ Investment Commitment**”).

PROPOSED RESOLUTIONS

FIRST.- SHARE CAPITAL INCREASE IN AN EFFECTIVE AMOUNT (EXCLUSIVELY ALLOCATED TO NOMINAL AMOUNT) OF 70,000,000.00 EUROS THROUGH THE ISSUE AND PLACING OF 280,000,000 NEW ORDINARY SHARES WITH AN EFFECTIVE PRICE OF 0.25 EUROS PER SHARE, TO BE ISSUED AGAINST CASH CONTRIBUTIONS, WITH EXCLUSION OF PREFERENTIAL SUBSCRIPTION RIGHTS. DELEGATION TO THE BOARD OF DIRECTORS OF THE AUTHORITY REQUIRED TO IMPLEMENT THE RESOLUTION AND SET THE TERMS AND CONDITIONS THEREOF WHERE NOT SET BY THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING, PURSUANT TO SECTIONS 297.1.A) AND 505 OF THE SPANISH COMPANIES ACT AS WELL AS TO AMEND ARTICLE 5 OF THE COMPANY'S ARTICLES OF ASSOCIATION.

1. Private Placement

The Extraordinary General Shareholders' Meeting of the Company resolves to increase the share capital, by means of cash contributions, in order to increase the Company's equity by an effective amount (exclusively allocated to nominal value) of 70,000,000.00 euros, excluding preferential subscription rights (the "**Private Placement**").

In particular, the Extraordinary General Shareholders' Meeting of the Company resolves to carry out the Private Placement by issuing and placing 280,000,000 new ordinary shares of the same class, series and nominal value as the shares currently outstanding, i.e. 0.25 euros nominal value each and represented by book entries (the "**Private Placement New Shares**"). The Private Placement New Shares will be issued at a fixed issue price of 0.25 euros, the same issue price foreseen for the Rights Issue.

2. Maximum implementation time and conditions

Pursuant to articles 297.1.a) and 505 of the restated text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of July 2 (the "**Spanish Companies Act**"), the Board of Directors will be responsible for determining the date on which the resolution must be executed within a maximum period of one year from the date of its approval by the Extraordinary General Shareholders' Meeting, after which time the resolution will have no value or effect whatsoever.

The effectiveness of this resolution and, therefore, the execution of the Private Placement, is subject to the sole condition precedent consisting of the approval by the Extraordinary General Shareholders' Meeting of the resolution included in item Two of the agenda.

However, it is noted that the Investment Commitments are conditioned to the effective fulfillment of the conditions described in the Board of Directors' report on the Private Placement.

3. Addressees of the Private Placement

The Private Placement will be issued exclusively to the Investors, who will subscribe the number of Private Placement New Shares set out below:

- Excelsior will subscribe 108,000,000 Private Placement New Shares.
- Key Wolf will subscribe 36,000,000 Private Placement New Shares.
- The Nimo will subscribe 25,200,000 Private Placement New Shares.
- Coenersol will subscribe 10,800,000 Private Placement New Shares.
- INV will subscribe 100,000,000 Private Placement New Shares.

The Private Placement New Shares will be subscribed by the Investors directly or through one of their associated entities or related entities.

4. Issue price

The Private Placement New Shares will be issued at their nominal value of 0.25 euros per share, with the total issue price being 0.25 euros per share. Consequently, the Private Placement will amount to 70,000,000.00 euros, which will be fully allocated to nominal amount, without share premium.

5. Payment of the Private Placement

The payment of the Private Placement New Shares will be made by means of cash contributions at the time and in the form to be determined by the persons authorised or to whom authority has been granted for these purposes by virtue of section 11 of this resolution.

For the purposes of the provisions of Section 299 of the Spanish Companies Act, it is hereby stated that the shares of the Company previously issued are paid-up in full.

6. Representation of the Private Placement New Shares

The Private Placement New Shares will be represented by book entries and the record shall be kept by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (“**Iberclear**”) and its participating entities in the terms set out in the legislation in force at any given time.

7. Rights attaching to the Private Placement New Shares

The Private Placement New Shares will confer their owners, from the date on which the shares are registered under their name in the corresponding accounting records, the same political and economic rights as the existing shares of the Company.

8. Exclusion of preferential subscription rights

In view of the corporate interest of the Company and in order to guarantee that the Investors can disburse the agreed amounts in their respective Investment Commitments, it is resolved to exclude in full the preferential subscription rights of the Company’s shareholders with respect to the Private Placement New Shares to allow these to be subscribed by the Investors, all on the basis of the directors’ report and the report of the independent expert referred to in Articles 504 and 308 of the Spanish Companies Act.

The Private Placement will be instrumental in providing additional liquidity to secure operational funding needs and to address and/or extend the Maturities.

As a consequence of the exclusion of preferential subscription rights, as required by article 504.2 of the Spanish Companies Act, the issue price of the Private Placement must correspond to the fair value of the Company's shares, understood as their market value, which, in the opinion of the Board of Directors, is justified by the reasons set out in the report prepared by the directors, which was also corroborated by the mandatory special report on the exclusion of preferential subscription rights, issued by PricewaterhouseCoopers, S.L. in its capacity as independent expert different from the auditor of the Company's accounts, as appointed by the Madrid Commercial Registry on 30 July 2024 in accordance with article 504 of the Spanish Companies Act in relation to articles 286 and 308 of the same regulation.

Both the report prepared by the directors and the report prepared by the independent expert were made available to the shareholders at the time the Extraordinary General Shareholders' Meeting was convened.

9. Amendment to Article 5 of the Bylaws

As a consequence of the foregoing, the Board of Directors are authorized, once the Private Placement has been executed, to amend the wording of Article 5 of the Bylaws, which, assuming the correct execution of the Private Placement, would be worded as follows:

"Article 5.-

The share capital is set at TWO HUNDRED AND SEVENTEEN MILLION SEVEN HUNDRED AND EIGHTY ONE THOUSAND ONE HUNDRED AND FORTY FIVE EUROS AND EIGHTY CENTS (217,781,145.80), represented by EIGHT HUNDRED AND SEVENTY ONE MILLION ONE HUNDRED AND TWENTY FOUR THOUSAND AND EIGHT HUNDRED AND EIGHTY THREE (871,124,583) shares of TWENTY FIVE CENTS OF EURO (0.25 EUROS) par value each, of a single series and class.

All the shares are paid up at one hundred percent of their nominal value."

The Board of Directors has issued the mandatory reports in accordance with articles 504 and 308 of the Spanish Companies Act, in relation to article 286 of the same legal text, justifying the amendment of the Bylaws as a result of the proposed Private Placement.

10. Admission to trading

The Extraordinary General Shareholders' Meeting of the Company resolves to request admission to listing of the Private Placement New Shares on the Madrid and Barcelona Stock Exchanges and any other markets in which the shares of the Company are listed at the time of the execution of this resolution, as well as their integration in the Spanish Automated Quotation System (SIBE), expressly stating that the Company shall abide by the applicable rules that exist now or could be enacted in the future with regard to the Stock Exchanges and particularly with regard to trading, and maintenance of and suspension from trading.

11. Delegation of powers of execution

It is resolved to delegate to the Board of Directors, in accordance with articles 297.1.(a) and 505 of the Spanish Companies Act, with express authority to substitute, the authority to set the date on which the approved resolution must be executed, within a maximum period of one year from its approval, and, to the extent necessary, to amend Article 5 of the Bylaws as a consequence of the Private Placement, with regard to the new figure for share capital and the number of shares into which it is divided, in accordance with article 297.2 of the Spanish Companies Act.

Likewise, it is also resolved to authorise the Board of Directors, also in accordance with the provisions of articles 297.1.a) and 505 of the Spanish Companies Act and also with express authority to substitute, the authority to set the terms and conditions of the Private Placement with respect to all matters not provided for in the preceding paragraphs. In particular, by way of illustration and without limitation or restriction, the following powers are delegated:

- (i) extend and implement this resolution, establishing the terms and conditions of the issue where no provision is made in this resolution. In particular, and without limitation, this shall include the establishment of the term, form, conditions and procedure for subscription and payment and, in general, any other circumstances required for the implementation of the Private Placement and the issue of Private Placement New Shares in consideration for the cash contributions;
- (ii) declare the fulfilment of the conditions provided for in section 2 above;
- (iii) draft, subscribe and submit, if applicable, to the CNMV or any other relevant supervisory authorities, in the language or languages considered convenient and in connection with the offer and admission to trading of the Private Placement New Shares, a prospectus, or any other equivalent or replacement document, and as many supplements as might be necessary, assuming responsibility for them, as well as other documents and information as may be required pursuant to the provisions of Law 6/2023, of March 17, of the Securities Markets and Investment Services (the “**Securities Markets Law**”), Regulation (EU) 2017/1129 of the Parliament and of the Council of 14 June 2017 (the “**Prospectus Regulation**”), where applicable, as well as any other applicable rules in force at any given time; also, to carry out on behalf of the Company any action, statement or measure that is required before the CNMV, Iberclear, the Governing Bodies of the Stock Exchanges, the Commercial Registry or any other public or private body or entity or registry, whether Spanish or foreign, in order to successfully complete the issue of the shares and the share capital increase, as well as the admission to trading of the Private Placement New Shares;
- (iv) draft, subscribe and submit any additional or supplementary documentation or information that is necessary before the CNMV or any other body or entity, public or private register, Spanish or foreign, in relation to the Private Placement New Shares and the Private Placement;
- (v) draft and publish any notices that may be necessary or convenient in this regard;
- (vi) negotiate and, if applicable, sign and execute in the terms considered convenient all such

notarial and private instruments as may be necessary in accordance with standard practice for this type of transactions, including the agreements that may be necessary or convenient in order to successfully carry out this Private Placement and, in particular for illustrative purposes, the contracts and agreements required with the shareholders interested in committing to participate in the Private Placement, such as subscription agreements, the agreements with Investors, agreements with creditors or lenders of the Company's group in connection with the Private Placement, the agency agreement and, if applicable, the placing/underwriting agreement, including the commitments that may be appropriate for the successful completion of the Private Placement and to designate the underwriters or placing entities that will form part of the underwriting and/or placing syndicate, agent bank and any other entities whose collaboration is necessary for the successful completion of the transaction. Any actions taken prior to the date of this resolution in connection with the matters indicated in this paragraph, as well as any documents or contracts executed for such purpose, either by any of the proxies under this resolution or by other members of the Company, are hereby expressly ratified by this resolution;

- (vii) declare the Private Placement executed, issuing and placing the Private Placement New Shares that have been subscribed for and paid-up;
- (viii) apply for the registration of the Private Placement New Shares in the accounting records of Iberclear as well as for the admission to trading on the Madrid and Barcelona Stock Exchanges as well as any other markets in which the shares of the Company are traded at the time of the performance of this resolution, as well as its integration in the Spanish Automated Quotation System (SIBE);
- (ix) grant on behalf of the Company such public or private documents necessary or convenient for the issue of the Private Placement New Shares and their admission to trading under this resolution and, in general, perform the steps as may be necessary to implement the resolution and rectify, clarify, interpret, specify or supplement the resolution adopted by the Extraordinary General Shareholders' Meeting, and in particular, resolve any defects, omissions or errors of substance or form, indicated orally or in writing in the registry qualification, that may prevent the registration of this resolution and its consequences in the Commercial Registry, the Official Registers of the CNMV or any other applicable registers;
- (x) adopt the decision not to execute this resolution if, in the Company's best interest, market conditions in general or the foreseeable financial structure resulting from the Private Placement transaction or other circumstances that may affect the Company make it inadvisable or prevent the execution thereof; and
- (xi) in general to take such steps as may be necessary or convenient in order to successfully execute the Private Placement.

SECOND.- SHARE CAPITAL INCREASE IN AN EFFECTIVE AMOUNT (EXCLUSIVELY ALLOCATED TO NOMINAL AMOUNT) OF 80,000,000.00 EUROS THROUGH THE ISSUE AND PLACING OF 320,000,000 NEW ORDINARY SHARES WITH AN EFFECTIVE PRICE OF 0.25 EUROS PER SHARE, TO BE ISSUED AGAINST CASH CONTRIBUTIONS, WITH THE RECOGNITION OF SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS AND WITH PROVISION FOR INCOMPLETE SUBSCRIPTION. DELEGATION TO THE BOARD OF DIRECTORS OF THE AUTHORITY REQUIRED TO IMPLEMENT THE RESOLUTION AND SET THE TERMS AND CONDITIONS THEREOF WHERE NOT SET BY THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING, PURSUANT TO SECTIONS 297.1.A) AND 505 OF THE SPANISH COMPANIES ACT AS WELL AS TO AMEND ARTICLE 5 OF THE COMPANY'S ARTICLES OF ASSOCIATION.

1. Share capital increase with preferential subscription rights

The Extraordinary General Shareholders' Meeting of the Company resolves to increase the share capital, by means of cash contributions, in order to increase the Company's equity by an effective amount (exclusively allocated to nominal value) of 80,000,000.00 euros, with recognition of preferential subscription rights (the "**Rights Issue**" and, together with the Private Placement, the "**Capital Increases**"), which will be issued to all of the Company's shareholders, except to the Company with respect to treasury stock it holds.

In particular, the Extraordinary General Shareholders' Meeting of the Company resolves to carry out the Rights Issue by issuing and placing 320,000,000 new ordinary shares of the same class, series and nominal value as the shares currently outstanding, i.e. 0.25 euros nominal value each and represented by book entries (the "**Rights Issue New Shares**"). The Rights Issue New Shares will be issued at a fixed issue price of 0.25 euros, the same issue price foreseen for the Private Placement.

2. Maximum implementation time and conditions

The Board of Directors will be responsible for determining the date on which the resolution must be executed within a maximum period of one year from the date of its approval by the Extraordinary General Shareholders' Meeting, after which time the resolution will have no value or effect whatsoever.

The effectiveness of this resolution and, therefore, the execution of the Rights Issue, is subject to the following conditions precedent: (i) the approval by the Extraordinary General Shareholders' Meeting of the resolution included in item One of the agenda and (ii) the execution of the Private Placement and the subsequent admission to trading of the Private Placement New Shares.

It is noted that it is expected that the Rights Issue will be executed as soon as possible after the execution of the Private Placement.

3. Addressees of the capital increase

The Rights Issue is addressed to all shareholders of the Company who have acquired or subscribed for their shares up to the Last Trading Date, i.e., the day of publication of the notice of the Rights Issue in the Official Gazette of the Commercial Registry (*Boletín Oficial del*

Registro Mercantil) and whose purchase transactions have been settled within the immediately following two trading days, notwithstanding that other investors may subscribe for Rights Issue New Shares by acquiring preferential subscription rights, whether or not they are shareholders.

It is noted that, once the Rights Issue has been executed, INV and the Excelsior Consortium will acquire the status of shareholders and, in their capacity as such, may subscribe Rights Issue New Shares as a result of the exercise of the preferential subscription rights assigned to them.

4. Issue price

The Rights Issue New Shares will be issued at their nominal value of 0.25 euros per share, with the total issue price being 0.25 euros per share. Consequently, the Rights will amount to 80,000,000.00 euros, which will be fully allocated to nominal amount, without share premium.

5. Payment of the Rights Issue

The payment of the Rights Issue New Shares will be made by means of cash contributions at the time and in the form to be determined by the persons authorised or to whom authority has been granted for these purposes by virtue of section 15 of this resolution.

For the purposes of the provisions of Section 299 of the Spanish Companies Act, it is hereby stated that the shares of the Company previously issued are paid-up in full.

6. Representation of the Rights Issue New Shares

The Rights Issue New Shares will be represented by book entries and the record shall be kept by Iberclear and its participating entities in the terms set out in the legislation in force at any given time.

7. Rights attaching to the Rights Issue New Shares

The Rights Issue New Shares will confer their owners, from the date on which the shares are registered under their name in the corresponding accounting records, the same political and economic rights as the existing shares of the Company.

8. Preferential subscription rights

Pursuant to the provisions of article 304 of the Spanish Companies Act, in relation to the Rights Issue New Shares, the Company's shareholders will be entitled to subscribe a number of shares proportional to the number of shares they hold on the date of allocation of their respective preferential subscription rights.

Preferential subscription rights will be assigned to all shareholders of the Company who have acquired or subscribed for their shares up to the Last Trading Date, this is, the day of publication of the notice of the Rights Issue in the Official Gazette of the Commercial Registry whose purchase transactions have been settled within the immediately following two trading days.

Pursuant to Section 503 of the Spanish Companies Act, the period for exercise of the preferential subscription rights will be the legal minimum, i.e., fourteen (14) calendar days,

beginning on the day immediately following the publication of the notice of the Rights Issue in the Official Gazette of the Commercial Registry (the “**Preferential Subscription Period**”). In any event, the Board of Directors may set a longer Preferential Subscription Period if circumstances so advise at the time of implementation of the Rights Issue, and may also set a shorter Preferential Subscription Period in the event that any regulatory amendment is approved which reduces the minimum legal period referred to above and which may apply to the Rights Issue by virtue of the rules of entry into force and effectiveness in time accompanying such regulatory amendment.

The exchange ratio for exercise of the preferential subscription rights will be as follows: each existing share of the Company (excluding the 1,001,253 treasury shares that the Company held as of market close on 18 September 2024) is assigned one (1) preferential subscription right, whereas 87 preferential subscription rights are required to subscribe for 32 Rights Issue New Shares.

It is noted that, as of market close on 18 September 2024, the Company held 1,001,253 treasury shares (direct treasury shares). The provisions of article 148 of the Spanish Companies Act apply to the shares held as treasury shares by the Company, such that the preferential subscription rights attaching to the shares held as treasury shares will be attributed proportionally to the remaining shares into which the Company’s capital is divided.

As disclosed to the market together with the call to this Extraordinary General Shareholders’ Meeting, on 18 September 2024 the liquidity agreement with Santander Investment Bolsa, Sociedad de Valores, S.A.U. was suspended (the “**Liquidity Agreement**”), so there will be no changes in the number of treasury shares of the Company that could alter the abovementioned exchange ratio.

Pursuant to the provisions of Section 306.2 of the Spanish Companies Act, the preferential subscription rights will be transferable under the same conditions as the shares from which they derive and, consequently, will be tradable on the Madrid and Barcelona Stock Exchanges, through the Automated Quotation System (Sistema de Interconexión Bursátil). Consequently, during the Preferential Subscription Period, investors other than the shareholders may acquire preferential subscription rights on the market to subscribe for Rights Issue New Shares.

In order to exercise the preferential subscription rights during the Preferential Subscription Period and, if applicable, to request the allocation of additional shares, the holders of such rights may submit exercise orders to the entities participating in Iberclear in whose register the corresponding shares or rights are registered, indicating their desire to exercise such rights and the number of Rights Issue New Shares that, if applicable, they wish to subscribe for. Orders placed in connection with exercise of the preferential subscription rights and, if applicable, requests for the allocation of additional Rights Issue New Shares will be deemed to be firm, irrevocable and unconditional.

The Board of Directors may finalize the Rights issue when it has been fully subscribed.

The issue documentation and, in particular, the prospectus or equivalent or replacement document for the Rights Issue which, if required, will be filed with the CNMV will regulate the terms and conditions under which the payment of the Rights Issue New Shares will take

place and, if applicable, the corresponding deadlines and procedures.

Preferential subscription rights not exercised by the shareholders of the Company to whom they have been attributed or by those investors or shareholders who have acquired them on the market will be automatically extinguished at the end of the Preferential Subscription Period.

9. Additional Allocation Period

In the event that at the end of the Preferential Subscription Period there remain unsubscribed Rights Issue New Shares, an additional allocation period (the “**Additional Allocation Period**”) will be opened in which the remaining Rights Issue New Shares will be allocated to those shareholders and/or investors who have requested additional Rights Issue New Shares, all in accordance with the provisions of the prospectus or equivalent or replacement document for the Rights Issue which, if required, will be filed with the CNMV.

In this regard, only shareholders and/or investors who exercise their preferential subscription rights in part or in full during the Preferential Subscription Period may request, during the Preferential Subscription Period, to subscribe for additional Rights Issue New Shares in the Additional Allocation Period.

In any event, requests to subscribe for additional Rights Issue New Shares will be unconditional and irrevocable. If the total number of additional Rights Issue New Shares requested during the Preferential Subscription Period for allocation in the Additional Allocation Period exceeds the number of Rights Issue New Shares that have remained unallocated by virtue of exercise of the preferential subscription rights, an allocation will be made among the requesting shareholders and investors *pro rata* to the percentage that the number of additional Rights Issue New Shares requested by each requesting shareholder represents of the total number of Rights Issue New Shares requested. The prospectus or equivalent or replacement document for the Rights Issue, if required, will set out in detail the rules to which such *pro rata* allocation will be subject.

10. Discretionary Allocation Period

In the event that, at the end of the Preferential Subscription Period and the Additional Allocation Period, Rights Issue New Shares remain unsubscribed, an additional allocation period may be opened (the “**Discretionary Allocation Period**”), in which the remaining Rights Issue New Shares will be allocated to any shareholder or other investors who are not shareholders of the Company, with the Board of Directors establishing the procedure and term of this additional period or round and method of allocation, if necessary.

11. Shareholders and investors’ commitments with respect to the Rights Issue

The Amodio Shareholders, pursuant to the Amodio Shareholders’ Investment Commitment, have expressly committed to subscribe (subject to the prior execution of the Private Placement) Rights Issue New Shares in an aggregate amount of up to 26,000,000.00 euros.

In addition, the members of the Excelsior Consortium have committed to subscribe the number of Rights Issue New Shares set out below:

- Excelsior has committed to subscribe a minimum of 12,000,000 Rights Issue New

Shares.

- Key Wolf has committed to subscribe a minimum of 4,000,000 Rights Issue New Shares.
- The Nimo has committed to subscribe a minimum of 2,800,000,000 Rights Issue New Shares.
- Coenersol has committed to subscribe a minimum of 1,200,000 Rights Issue New Shares.

INV has also committed to assign free of charge all of its preferential subscription rights of the Rights Issue so that the Amodio Shareholders can disburse the amount of up to 26,000,000.00 euros foreseen in the Amodio Investment Commitment. In addition, to the same end, the members of the Excelsior Consortium have committed to assign free of charge to the Amodio Shareholders an aggregate amount of up to 30,000,000 preferential subscription rights allocated to them in the Rights Issue, *pro rata* to the stake of the share capital of the Company acquired by each member of the Excelsior Consortium.

Finally, the members of the Excelsior Consortium have committed to assign free of charge to employees of the OHLA Group an aggregate amount of up to 33,000,000 preferential subscription rights in the Rights Issue. The Board of Directors will determine the conditions and requirements for the assignment of preferential subscription rights to OHLA Group employees.

12. Incomplete subscription

In accordance with article 311 and 507 of the Spanish Companies Act, if for any reason the Rights Issue is not fully subscribed in the established timeframe, the share capital may be increased by the amount of the subscriptions made, with the remainder remaining unsubscribed.

13. Amendment of Article 5 of the Bylaws

As a consequence of the above, authority is hereby expressly delegated to the Board of Directors, once the Rights Issue has been implemented, to adapt the wording of Article 5 of the Bylaws which, assuming full subscription of the Rights Issue, (and taking into account the amendment approved in relation to the Private Placement in the First resolution of the Extraordinary General Shareholders' Meeting, which is expected to be implemented earlier), would read as follows:

“Article 5.-

The share capital is set at TWO HUNDRED NINETY SEVEN MILLION SEVEN HUNDRED EIGHTY ONE THOUSAND ONE HUNDRED FORTY FIVE EUROS AND EIGHTY CENTS (297,781,145.80), represented by ONE THOUSAND ONE HUNDRED AND NINETY ONE MILLION ONE HUNDRED AND TWENTY FOUR THOUSAND AND FIVE HUNDRED AND EIGHTY THREE (1,191,124,583) shares of TWENTY-FIVE CENTS OF EURO (0.25 EUROS) par value each, of a single series and class.

All the shares are paid up at one hundred percent of their nominal value.”

In any event, the Board of Directors is expressly granted the authority to adapt the wording of Article 5 of the Bylaws of the Company to the amount actually subscribed in the Rights Issue, in the event of incomplete subscription.

14. Admission to trading

The Extraordinary General Shareholders' Meeting of the Company resolves to request admission to listing of the Rights Issue New Shares on the Madrid and Barcelona Stock Exchanges and any other markets in which the shares of the Company are listed at the time of the execution of this resolution, as well as their integration in the Spanish Automated Quotation System (SIBE), expressly stating that the Company shall abide by the applicable rules that exist now or could be enacted in the future with regard to the Stock Exchanges and particularly with regard to trading, and maintenance of and suspension from trading.

Additionally, in accordance with the provisions of paragraph 8 above, the preferential subscription rights will be traded on such Stock Exchanges and any other markets in which the shares of the Company are listed at the time of implementation of this resolution.

15. Delegation of powers of execution

It is resolved to delegate to the Board of Directors, in accordance with article 297.1.(a) of the Spanish Companies Act, with express authority to substitute, the authority to set the date on which the approved resolution must be executed, within a maximum period of one year from its approval, and, to the extent necessary, to amend Article 5 of the Bylaws as a consequence of the Rights Issue, with regard to the new figure for share capital and the number of shares into which it is divided, in accordance with article 297.2 of the Spanish Companies Act.

Likewise, it is also resolved to authorise the Board of Directors, also in accordance with the provisions of article 297.1.a) of the Spanish Companies Act and also with express authority to substitute, the authority to set the terms and conditions of the Rights Issue with respect to all matters not provided for in the preceding paragraphs. In particular, by way of illustration and without limitation or restriction, the following powers are delegated:

- (i) extend and implement this resolution, establishing the terms and conditions of the issue where no provision is made in this resolution. In particular, and without limitation, this shall include the establishment of the term, form, conditions and procedure for subscription and payment and, in general, any other circumstances required for the implementation of the Rights Issue and the issue of Rights Issue New Shares in consideration for the cash contributions;
- (ii) propose to one or more shareholders in the Rights Issue to waive the relevant number of preferential subscription rights held by them, or to amend the number of shares to be issued, all as may be necessary to ensure that the number of shares to be issued maintains exactly the proportion resulting from the application of the agreed exchange ratio;
- (iii) draft, subscribe and submit, if applicable, to the CNMV or any other relevant supervisory authorities, in the language or languages considered convenient and in connection with the offer and admission to trading of the Rights Issue New Shares, a prospectus, or any other equivalent or replacement document, and as many supplements as might be

necessary, assuming responsibility for them, as well as other documents and information as may be required pursuant to the provisions of the Securities Markets Law and the Prospectus Regulation, where applicable, as well as any other applicable rules in force at any given time; also, to carry out on behalf of the Company any action, statement or measure that is required before the CNMV, Iberclear, the Governing Bodies of the Stock Exchanges, the Commercial Registry or any other public or private body or entity or registry, whether Spanish or foreign, in order to successfully complete the issue of the shares and the share capital increase, as well as the admission to trading of the Rights Issue New Shares;

- (iv) declare the fulfilment of the conditions provided for in section 2 above;
- (v) draft, subscribe and submit any additional or supplementary documentation or information that is necessary before the CNMV or any other body or entity, public or private register, Spanish or foreign, in relation to the Rights Issue New Shares and the Rights Issue;
- (vi) draft and publish any notices that may be necessary or convenient in this regard;
- (vii) negotiate and, if applicable, sign and execute in the terms considered convenient all such notarial and private instruments as may be necessary in accordance with standard practice for this type of transactions, including the agreements that may be necessary or convenient in order to successfully carry out this Rights Issue and, in particular for illustrative purposes, the contracts and agreements required with the shareholders interested in committing to participate in the Rights Issue, such as subscription agreements, the agreements with INV and the Excelsior Consortium or any other investors who wish to participate in the Rights Issue, contracts and/or agreements for loans or other types of debt with shareholders or third parties that complement or are related to the Rights Issue, agreements with creditors or lenders of the Company's group in connection with the Rights Issue, the agency agreement and, if applicable, the placing/underwriting agreement, including the commitments that may be appropriate for the successful completion of the Rights Issue and to designate the underwriters or placing entities that will form part of the underwriting and/or placing syndicate, agent bank and any other entities whose collaboration is necessary for the successful completion of the transaction. Any actions taken prior to the date of this resolution in connection with the matters indicated in this paragraph, as well as any documents or contracts executed for such purpose, either by any of the proxies under this resolution or by other members of the Company, are hereby expressly ratified by this resolution;
- (viii) decide all terms, conditions and requirements necessary for the potential subscription of Rights Issue New Shares by employees of the Company or entities of the Company's group
- (ix) declare the Rights Issue executed, issuing and placing the Rights Issue New Shares that have been subscribed for and paid-up;
- (x) apply for the registration of the Rights Issue New Shares in the accounting records of Iberclear as well as for the admission to trading on the Madrid and Barcelona Stock

Exchanges as well as any other markets in which the shares of the Company are traded at the time of the performance of this resolution, as well as its integration in the Spanish Automated Quotation System (SIBE);

- (xi) grant on behalf of the Company such public or private documents necessary or convenient for the issue of the Rights Issue New Shares and their admission to trading under this resolution and, in general, perform the steps as may be necessary to implement the resolution and rectify, clarify, interpret, specify or supplement the resolution adopted by the Extraordinary General Shareholders' Meeting, and in particular, resolve any defects, omissions or errors of substance or form, indicated orally or in writing in the registry qualification, that may prevent the registration of this resolution and its consequences in the Commercial Registry, the Official Registers of the CNMV or any other applicable registers;
- (xii) adopt the decision not to execute this resolution if, in the Company's best interest, market conditions in general or the foreseeable financial structure resulting from the Rights Issue transaction or other circumstances that may affect the Company make it inadvisable or prevent the execution thereof; and
- (xiii) in general to take such steps as may be necessary or convenient in order to successfully execute the Rights Issue.

THIRD.- INCREASE IN THE SIZE OF THE BOARD OF DIRECTORS AND SETTING THE NUMBER OF ITS MEMBERS AT 10.

The Extraordinary General Shareholders' Meeting of the Company resolves, in accordance with Article 20 of the Company's Bylaws and Article 9 of the Company's Board of Directors' Regulations, to set the number of members of the Company's Board of Directors at 10 members, with the favorable report of the Nominations and Remunerations Committee.

FOURTH.- APPOINTMENT OF MR. TOMÁS RUIZ GONZÁLEZ AS MEMBER OF THE BOARD OF DIRECTORS OF THE COMPANY.

The Extraordinary General Shareholders' Meeting of the Company resolves to appoint Mr. Tomás José Ruiz González as a member of the Board of Directors of the Company for the statutory term of four (4) years as from the effective date of his appointment.

It is noted that, for legal and statutory purposes and for the purposes of the applicable rules and principles of Good Governance, Mr. Tomás José Ruiz González shall be considered an executive director.

His professional biographical profile is as follows:

Mr. Tomás José Ruiz González holds a degree in Law from the Escuela Libre de Derecho, Mexico City, a degree in Finance from the Instituto Tecnológico Autónomo de México and a degree in International Political Economy from Columbia University, NY. He held several relevant positions in the State of Veracruz, Mexico, among others, the Secretary of Infrastructure and Public Works and the Secretary of Finance and Planning of the Government. He was a federal representative of the LIX legislature of the Cámara de Diputados de México. Since 2020, he has been General Director of the OHLA Group.

The appointment of Mr. Ruiz González has the favorable report of the Nominations and Remunerations Committee.

FIFTH.- DELEGATION OF AUTHORITY FOR THE DRAFTING, NOTARIZATION AND REGISTRATION OF THE ABOVE RESOLUTIONS WITH THE COMMERCIAL REGISTRY.

The Extraordinary General Shareholders' Meeting of the Company resolves to empower the Board of Directors to complete and correct the resolutions approved and expressly empower the Chairman, Secretary and Vice-Secretary, so that any of them, invested with such powers as may be necessary in law, may sign such private documents as may be necessary and appear before a Notary Public to elevate the resolutions adopted to public and take such steps as may be necessary to ensure their registration, where convenient, in the corresponding public registers, and to execute, if necessary, documents clarifying or correcting the initial ones, requesting, where convenient, partial registration, in accordance with the verbal or written qualification of the Commercial Registry.