

FERROVIAL AND ITS PUBLIC AFFAIRS DILEMMA

THE COMPANY IN 2022

- **Infrastructures:** airports, highways, ports, etc.
- Present in **15 countries.**
- €7,551M in sales; €728M in earnings; **net profit of €186M.**
- Market capitalization: **USD 18.99B.**
- **24,000 employees.**

LEADERSHIP



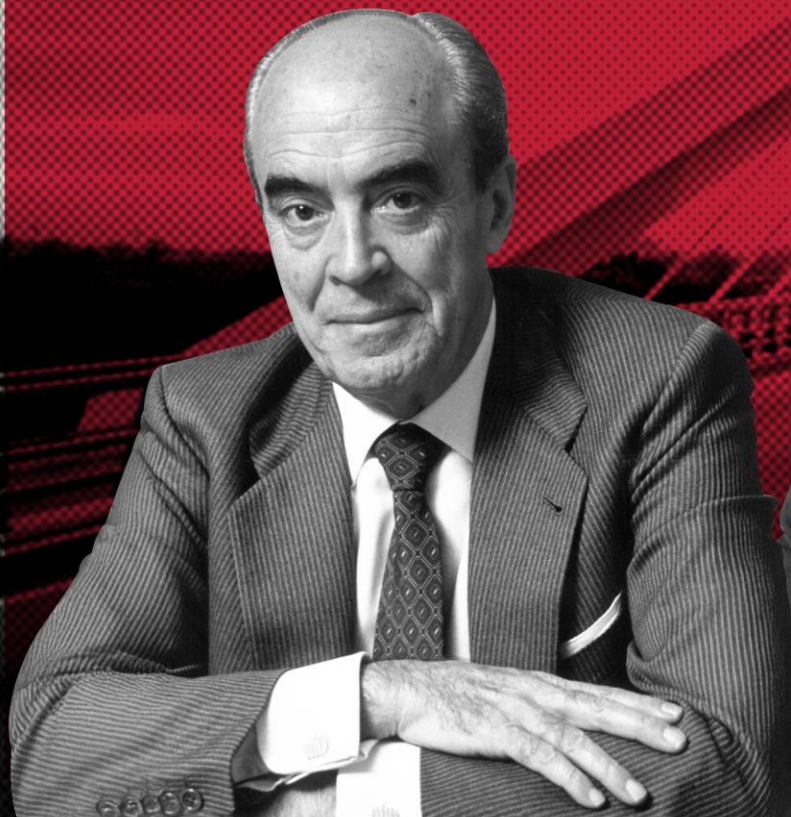
Rafael del Pino y Moreno
Founder and Chairman
1952 – 2000



Rafael del Pino Calvo-Sotelo
CEO 1992 – 1999
Executive Chairman 2000 – present



Ignacio Madridejos
CEO
2019 - present



Juan Francisco Polo
Director of Communication
2009 - 2023

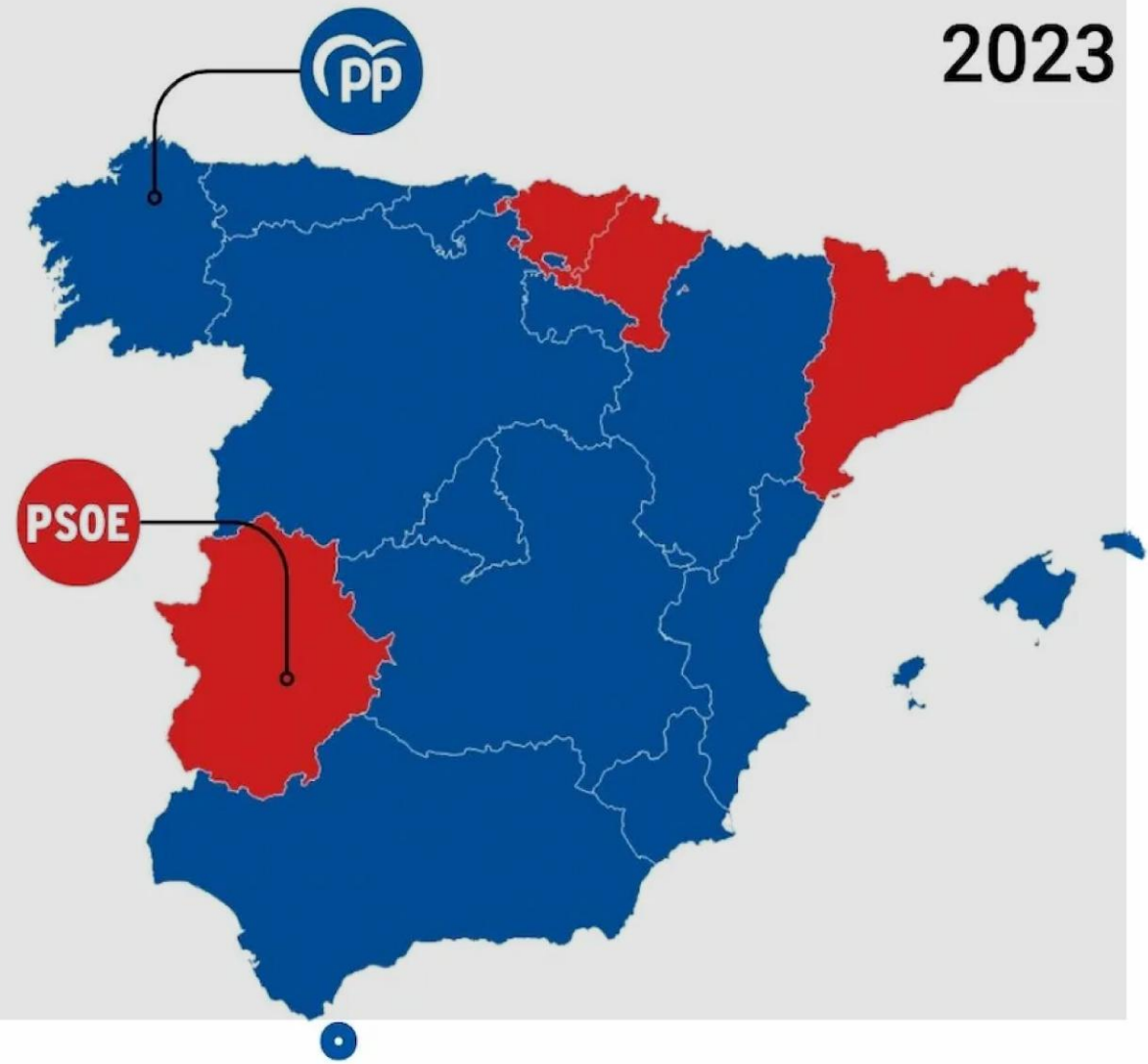
THE SECTOR

- **Big is good**
- **Competitors: ACS, Sacyr, Acciona, FCC, and Abertis**
- **Need of huge investments**
- **And great talent**



THE SPANISH POLITICAL ARENA

- Alliance between socialists and far left
- Anti-business
- Extraordinary tax
- Nationalizations and interferences



COMMUNICATION STRATEGIES



Companies:

- Silence
- Active
- Aggressive

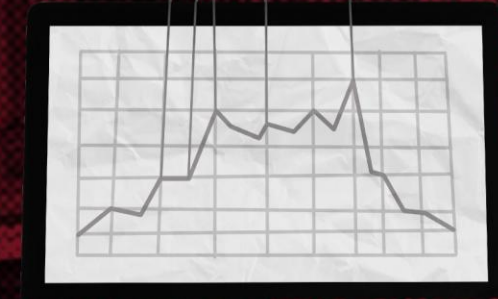
Other institutions:

Círculo de empresarios, CEOE, CEPYME



THE PROBLEM

- We need **funds and talent**
- BME is **not the way**
- Let's do it, and **right now**
- Even if we will soon start a **political campaign**



WHAT WOULD YOU DO?



WHAT HAPPENED WAS... (1)

TRANSACTION APPROVAL AT AGM CORPORATE REORGANISATION TO ALIGN CORPORATE STRUCTURE WITH INTERNATIONAL PROFILE*



1

FERROVIAL TODAY IS AN INTERNATIONAL CORPORATION WITH MOST OF ITS BUSINESS OUTSIDE SPAIN

- **82% of 2022 revenues** were generated outside of Spain and, over **90% ** of Ferrovial's equity value is international**
- Growth **opportunities are expected** to come from **international** markets, in particular the **US**.
- **International institutional shareholders represent 93%***** of Ferrovial's institutional investor base.

2

LISTING IN THE NETHERLANDS ENHANCES THE INTERNATIONALIZATION OF FERROVIAL WHILE MAINTAINING ITS SPANISH ROOTS

- Dual listing in the Netherlands and Spain.
- The Netherlands is the **country of choice** for companies with strong presence both in Europe and the US.
- The Netherlands is **AAA rated** and has a stable legal framework.
- The transaction is expected to facilitate the future listing application in the US.

3

APPLYING FOR LISTING IN THE US IS A NATURAL STEP FOR FERROVIAL, IN LINE WITH ITS CURRENT BUSINESS AND FUTURE OPPORTUNITIES

- The US & Canada combined are one of the largest transportation **infrastructure markets** worldwide.
- The **US & Canada** present the **highest growth potential** for Ferrovial.
- There is a **scarcity of public companies** with US assets with inflation exposure, duration, and growth in particular roads and airports.
- US listing is expected to further enhance Ferrovial's **brand awareness** in the US and allow it to access a broader pool of capital.

THE CORPORATE REORGANISATION IS NOT EXPECTED TO AFFECT FERROVIAL'S ACTIVITY, EMPLOYMENT, OR INVESTMENT PLANS IN SPAIN OR IN OTHER COUNTRIES WHERE IT CURRENTLY OPERATES

WHAT HAPPENED WAS... (2)

BOOM!

I believe that in Spain, there are extraordinarily positive examples of large entrepreneurs committed to their country. However, after this announcement, **I don't think that is the case** with Mr. Del Pino.

It is not acceptable that a company that was born and grew in Spain and owes everything to Spain thanks to the public investment of Spanish citizens, displays **this lack of commitment to its country**.

It is noteworthy that in the narrative of the countries where Ferrovial is present, the one to which it will relocate its registered office is conspicuously absent. There is no relationship (in that country) with business activity itself.

The reasons publicly stated by Ferrovial for its relocation to the Netherlands do not hold up. The information available at the moment and technical analyses cast **serious doubts on the substance of the arguments**.



FIGHT!

What the government says:

- 1) Tax reduction operation
- 2) Betrayal to its country
- 3) They owe everything to Spain and to the Spanish government
- 4) Nobody has done it before



What Ferrovial responds:

- 1) We need investments
- 2) We need talent
- 3) It has nothing to do with taxes
- 4) We will continue working in Spain

FERROVIAL HEADQUARTERS RELOCATION GOVERNMENT VS. COMPANY NARRATIVE



ASPECT	SPANISH GOVERNMENT	FERROVIAL (COMPANY)
Reaction to announcement	Critical and disapproving	Calm, professional, and explanatory
Tone used	Accusatory, nationalistic, politically charged	Strategic, neutral, and legally grounded
Key statements	“They owe everything to Spain” – Sánchez “It’s incomprehensible” – Calviño	“We will maintain jobs, activity and taxes in Spain” – Madrideo
Main argument	Ferrovial is abandoning Spain out of self-interest	The move enables international growth and better access to U.S. capital markets
Accusations	Lack of patriotism, ethics, and social responsibility	None – emphasized transparency and board approval
Reasons questioned	Disputed the need to go through the Netherlands to list in the U.S.	Highlighted advantages of Dutch legal framework for dual listing on Nasdaq
Economic context	High political tension, pre-election climate, government pressure on big corporations	82% of revenue generated abroad, primarily in the U.S.
Fiscal presence in Spain	Government implied possible tax flight	Ferrovial committed to maintaining tax payments and employment in Spain
Political implications	Used as an example of "elite disloyalty" during national discourse	Treated as a business strategy, not a political statement

RESULTS

- Approval at the shareholders' meeting
- Stock price **increase**
- Rise in the IBEX index
- Increase of the number of **employees** in Spain
- More taxes than the previous year



TWO YEARS LATER

- Stock price
- Jobs
- Projects

Exhibit 1. Ferrovial's share price.



"They're the
smartest
ones..."



TAKEAWAYS

Your learnings

- 1)
- 2)
- 3)
- 4)
- 5)

My learnings

- 1) Facts vs perceptions
- 2) Contextual intelligence
- 3) Right and wrong is not legal
- 4) Choose your priority stakeholders
- 5) Be careful before confronting the power

Q&A



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