

OBRASCÓN HUARTE LAIN, S.A. (“**OHLA**” or the “**Company**”), pursuant to article 227 of Law 6/2023, of 17 March, on the Securities Markets and the Investment Services, hereby notifies the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) (“**CNMV**”) the following

## OTHER RELEVANT INFORMATION

Following the communication of inside information (*comunicación de información privilegiada*) published by the Company on 4 November 2024 (with official registry number 2,448) (the “**Inside Information Notice**”), the Company hereby announces the launch of a Consent Solicitation process by publishing a Consent Solicitation Memorandum (the “**CSM**”) addressed to the holders of the €487,266,804 Split Coupon Senior Secured Notes due 2026 of OHL Operaciones, S.A.U. (the “**Issuer**”) (ISIN: XS2356570239 / XS2356571120) (the “**Notes**”), to approve certain amendments to the terms and conditions of the Notes and the Intercreditor Agreement, a partial redemption of the Notes and the approval of documents necessary to implement the Recapitalisation.

Capitalised terms used but not defined in this announcement have the same meaning ascribed to them in the CSM.

As referred to in the Inside Information Notice, the Issuer, the Company and certain of its subsidiaries as “Key Obligors” entered into a Lock-Up Agreement with an ad hoc group of Noteholders representing approximately 33% of the outstanding principal amount of the Notes (the “**Ad Hoc Group**”) and certain shareholders, who have committed to, among other things, provide all consents and instructions and take all actions required to implement the Recapitalisation. Subsequently, further Noteholders have acceded to the Lock-Up Agreement. The commercial terms and conditions of the Recapitalisation are set out in the Lock-Up Agreement and summarised in the Inside Information Notice.

As at the date of this announcement, among others, Noteholders holding more than 93% in value of the aggregate principal amount of the Notes outstanding have signed or acceded to the Lock-Up Agreement to support, facilitate and implement the Recapitalisation.

### Implementation process

As referred to in the Inside Information Notice, the Recapitalisation is to be implemented in accordance with the terms and conditions of the Notes and the terms of the Intercreditor Agreement. The required consents to implement the Recapitalisation will be solicited from Noteholders pursuant to the Consent Solicitation process (as further described below) launched today.

### Consent solicitation memorandum

Following the launch of the accessions to the Lock-Up Agreement, the Company and its advisers have been negotiating and working with, among other stakeholders, the Ad Hoc Group, and the financial institutions acting as financing entities, issuers and/or counter guarantors under the Group’s guarantee/bonding lines and/or financing agreements and their advisers to prepare and agree the terms of the documentation required to implement the Recapitalisation. The documentation reflects the commercial terms of the Recapitalisation as set out in the Lock-Up Agreement.

As part of the Recapitalisation, the Company, together with the Guarantors, has agreed a CSM with the Ad Hoc Group and the Trustee, pursuant to which, among other things, the Issuer is inviting the Noteholders to consider, and if thought fit, to approve by way of Consent Instruction resolutions which provide for, among others, certain amendments to the terms and conditions of the Notes and the Intercreditor Agreement, a partial redemption of the Notes and the approval of documents necessary to implement the Recapitalisation, by means of an extraordinary resolution.

In addition, the Issuer, together with the Guarantors, hereby notify the Noteholders of their intention to duly convene and hold a meeting of Noteholders in accordance with the Principal Trust Deed to consider and, if thought fit, approve the Noteholder Resolutions. Unless the Issuer receives Consent Instructions approving the Noteholder Resolutions by or on behalf of Beneficial Owners representing not less than 90 per cent. in aggregate principal amount of the Notes outstanding by the Expiration Time (in which case, the Noteholder Resolutions will be approved by way of electronic vote (the “**Electronic Vote**”)), the Issuer shall proceed to seek approval of the Noteholder Resolutions at the Noteholders’ Meeting as duly convened.

A Beneficial Owner may do any of the following (but not more than one):

- (i) approve the Noteholder Resolutions by communicating voting instructions by way of Consent Instruction by the Expiration Time in favour of the Noteholder Resolutions;
- (ii) reject the Noteholder Resolutions by communicating voting instructions by way of Consent Instruction by the Expiration Time against the Noteholder Resolutions (subject to the contractual commitments assumed by Noteholders who are a party to the Lock-Up Agreement under such agreement);
- (iii) attend the Noteholders’ Meeting in person in accordance with the procedures set out in the Notice of Meeting (in which case no Electronic Vote will be provided by such Beneficial Owner, but it may vote on the Noteholder Resolutions if they have not been approved prior to the date of the Noteholders’ Meeting by way of Electronic Vote as described below); or
- (iv) take no action in respect of the Noteholder Resolutions.

The CSM has been published today and a copy is available at <https://deals.is.kroll.com/ohl>.

The CSM describes in further detail the terms on which the Recapitalisation will be implemented and the Noteholder consents that are necessary to facilitate such implementation. It also annexes the forms of certain documents required to effect the Recapitalisation.

**The Company reminds all Noteholders who are party to the Lock-Up Agreement that they are contractually committed to provide the consents, instructions and approvals requested in the CSM, and that they should contact their custodian, bank, depositary, broker, trust company or other nominee to ensure that these instructions are issued without delay.**

The Recapitalisation comprises a number of inter-conditional transactions, steps and proceedings, including the Capital Increases, the transactions comprised under the Noteholder Resolutions and the repayment and cancellation, and amendments to the terms and conditions of the Financing Arrangements (as such term is defined in the Inside Information Notice) and is conditional on the occurrence of various steps and subject to the satisfaction or waiver of various conditions (as further described in section “*Recapitalisation Effective Date and Conditions to the Recapitalisation*” of the CSM).

Each Beneficial Owner of the Notes should read the CSM in full.

#### **Indicative Timetable**

Beneficial Owners should take note of the important indicative dates and times set out in the timetable below in connection with the Consent Solicitation. This timetable is subject to change and dates and times may be extended, re-opened or amended in accordance with the terms of the Consent Solicitation, as described in the CSM.

Accordingly, the actual timetable may differ significantly from the timetable below.

<b>Event</b>	<b>Date</b>	<b>Description of Event</b>
Launch Date	2 December 2024	Announcement of Consent Solicitation and Notice of Meeting through the Clearing Systems and the website of the Vienna Stock Exchange. Notice of Meeting and announcement of Consent Solicitation published via an other information announcement ( <i>comunicación de otra información relevante</i> ) with the CNMV. CSM, Principal Trust Deed and Intercreditor Agreement made available to Beneficial Owners via the Tabulation Agent (free of charge).
Early Voting Deadline	4.00 p.m. (Central European Time) on 9 December 2024	Time and date by which Beneficial Owners are strongly encouraged to deliver Consent Instructions to the Tabulation Agent, notwithstanding the Expiration Time
Expiration Time	11.00 a.m. (Central European Time) on 6 January 2025	Latest time and date for delivery of Consent Instructions to the Tabulation Agent, subject to the rights of the Issuer to re-open, extend, decline, amend and/or terminate the Consent Solicitation pursuant to paragraphs 2, 8 and 9 of the “Terms of the Consent Solicitation and Procedures for Voting in respect of the Noteholder Resolutions” of the CSM.  Votes given via Consent Instructions and delivered prior to the Expiration Time are irrevocable and votes may be withdrawn or revoked only in the limited circumstances set in the CSM.
Announcement of results of Electronic Vote	As soon as reasonably practicable after the Required Majority is reached	Announcement of result of Electronic Vote (if passed).
Noteholders’ Meeting	11 a.m. (Central European time) on 8 January 2025	Time and date of Noteholders’ Meeting. Noteholders to vote in relation to the Noteholder Resolutions.
Announcement of results of Noteholders’ Meeting (if held) or of any adjourned meeting of the Noteholders	As soon as reasonably practicable after the conclusion of the Noteholders’ Meeting	Announcement of result of Noteholders’ Meeting.
Unblocking Time	As soon as reasonably practicable after the conclusion of the	Time and date on which Notes that are the subject of Consent Instructions will be unblocked.

Event	Date	Description of Event
		Noteholders' Meeting and, in any case, by no later than 5.00 p.m. on 8 January 2025 (being the date of the Noteholders' Meeting)

**Notes that are the subject of Consent Instructions will be unblocked at the Unblocking Time. In the event that the Noteholders' Meeting is not quorate in accordance with the Principal Trust Deed, the Noteholders' Meeting shall be adjourned, and Noteholders will be informed of any such adjournment as soon as reasonably practicable after the Noteholders' Meeting.**

*Beneficial Owners are advised to check with the bank, securities broker, relevant Clearing System or other intermediary through which they hold their Notes as to whether such intermediary applies different deadlines for any of the events specified above, and then to adhere to such deadlines if such deadlines are prior to the deadlines set out above.*

**All of the above dates are subject to earlier deadlines that may be specified by the Clearing Systems or any intermediary.**

Madrid, 2 December 2024



### **Disclaimer**

*This other relevant information notice and the information contained herein does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe or exchange or acquire securities of the Company, Issuer or any other entity in the United States or in any other jurisdiction. The securities referenced in this other relevant information notice may not be offered, sold, exchanged or delivered in the United States absent registration or an applicable exemption from the registration requirement under the U.S. Securities Act of 1933, as amended. The securities mentioned in this other relevant information notice are not, and will not be, registered in the United States.*