



ANNUAL REPORT ON THE REMUNERATION OF THE DIRECTORS OF LISTED COMPANIES

ISSUER IDENTIFICATION DETAILS

Reporting year end date:

[31/12/2022]

TIN:

[A-28037224]

Corporate Name:

[**FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.**]

Registered address:

[BALMES, 36 BARCELONA]

A. COMPANY REMUNERATION POLICY FOR THE CURRENT YEAR

A.1.1 Explain the current remuneration policy for directors applicable to the current business year. To the extent that is relevant, certain information may be included for reference in the remuneration policy approved by the general shareholders' meeting, provided that the addition is clear and specific.

The specific determinations for the current business year must be described, both for the remuneration of the directors in relation to their status as such and for the performance of executive duties, which the board would have carried out in accordance with the provisions of the contracts signed with the executive directors and with the remuneration policy approved by the general meeting.

In any case, at least the following aspects must be reported:

- a) Description of the procedures and bodies of the company involved in the determination, approval and application of the remuneration policy and its conditions.
- b) Indicate and, where appropriate, explain whether comparable companies have been taken into account to establish the company's remuneration policy.
- c) Information on whether an external advisor has participated and, where appropriate, its identity
- d) Procedures under the existing directors' remuneration policy for applying temporary exceptions to the policy, the conditions under which such exceptions may be used and the components that may be subject to exception under the policy.

-Pursuant to article 38.3 of the Bylaws, the remuneration policy for directors of Fomento de Construcciones y Contratas, S.A. ("FCC") contemplates the duties and responsibilities exercised by each director on the Board and its Committees, and corresponds to their dedication to the Company, with a view to encouraging the motivation and retention of the most highly qualified professionals. In this regard, the directors' remuneration policy ensures that they receive a competitive and market-based remuneration, which is consistent with that paid by companies of a similar size and activity, being periodically reviewed by the Appointments and Remuneration Committee (ARC) so that it may propose to the Board the modifications that, where appropriate, are appropriate.

- Meanwhile, the remuneration policy must respect the criteria set forth in article 28.4 of the Regulations of the Board of Directors.

- Remuneration is set out in Article 38 of the Bylaws.

- The current remuneration policy was approved by the Annual General Meeting ("AGM") on 14 June 2022, in accordance with the provisions of article 529 novodecies of the Corporate Enterprises Act, and is effective from the date of approval and for business years 2022–2025. This Remuneration Policy is a continuation of the previous one, in force until the approval of this Policy by the AGM in 2022, as regards the principles, structure and content of the directors' remuneration package.

The new features of the current remuneration policy are essentially in response to the amendments made to the Corporate Enterprises Act by the reform introduced by Law 5/2021 of 12 April and other financial regulations, with regard to the promotion of long-term shareholder involvement in listed companies.

- The approved remuneration policy establishes that the remuneration received for the performance of the duties inherent to the status of director shall be composed, in accordance with the provisions of the Company's Bylaws, of two items and, in this regard, the mixed remuneration system applicable in the current business year for directors in their capacity as such shall be composed of the following components:

A) Remuneration based on a share of net profits. (See section A.1.3)

B) Remuneration for effective attendance at meetings of the Board of Directors and its Committees: Likewise, Directors in their capacity as such shall be paid a per diem allowance for actual attendance, in person or by remote means of communication, at meetings held by the Board or its Committees. The amount of the aforementioned remuneration per session, applicable in the current business year, is as follows: Board of Directors €3,250; Executive Committee €2,050; Audit and Control Committee €2,000; and ARC €2,000. In addition, in accordance with Article 38 of the Bylaws, the Company maintains directors' liability insurance on the usual terms and conditions and in accordance with the Company's own circumstances. (See section A.1.5)

- The remuneration of non-executive directors does not include variable remuneration items linked to the value of FCC shares or any other instrument.

- In addition, the directors who perform executive functions in the Company, in accordance with the provisions of their contracts, as well as the remuneration policy approved by the AGM, will receive the following remuneration during the current business year:

A) Fixed components (See section A.1.4).

B) Variable components (See section A.1.6).

- ARC members contributed to the determination of the remuneration policy and the drafting of this report. The information and advice of the internal services of the Company has been provided, without such advice being received from external consultants.
- Pursuant to article 529 quidecies, section 3, letter g), of the Corporate Enterprises Act and article 38.4.f) of the Regulations of the Company's Board, the ARC is responsible for proposing to the Board of Directors the remuneration policy for Directors, for which purpose the ARC issues a specific report.
- The proposal of the Directors' Remuneration Policy for business years 2022 (from its approval) until 2025, in accordance with article 529 novodecies Corporate Enterprises Act, paragraph 4, was accompanied by the Board of Directors' statement of reasons and the aforementioned specific ARC report. Both documents have been made available to shareholders on the Company's website since announcement of the AGM. The members of the Appointments and Remuneration Committee are as follows: Chairman Álvaro Vázquez de Lapuerta (independent director), voting member DOMINUM DESGA, S.A. represented by Esther Alcocer Koplowitz (proprietary director), voting member Juan Rodríguez Torres (proprietary director), Member Manuel Gil Madrigal (independent director) and non-voting member Secretary Felipe Bernabé García Pérez.
- Lastly, in determining the remuneration policy, the data on remuneration paid in the market by companies of similar size and activity have also been taken into account, together with the recommendations and indications regarding the structure of directors' remuneration contained in the Code of Good Governance of listed companies published by the National Securities Market Commission (Comisión Nacional del Mercado de Valores).
- There are no temporary exceptions to the remuneration policy.

A.1.2 This has a relative importance insofar as the variable remuneration items with respect to the fixed (remuneration mix) and the criteria and objectives that have been taken into account in its determination, and to guarantee an adequate balance between the fixed and variable components of the remuneration. In particular, the actions taken by the company in relation to the remuneration system to reduce exposure to excessive risks and to adjust it to the long-term objectives, values and interests of the company must be noted, which will include, where appropriate, a reference to the measures planned to ensure that the remuneration policy addresses the long-term profits of the company, the measures taken in relation to the categories of personnel whose professional activities have a material impact on the company's risk profile and the measures provided to avoid conflicts of interest, if applicable.

It should also be noted that whether the company has established a period of accrual or consolidation of certain variable remuneration items, in cash, shares or other financial instruments, a period of deferral in the payment of amounts or delivery of financial instruments already accrued and consolidated, or if a clause for the reduction of deferred remuneration not yet consolidated or forcing the director to return the remuneration received has been established when such remuneration has been based on the basis of data whose inaccuracy has been subsequently proven, has been agreed.

- According to the "FCC Directors' Remuneration Policy (2022–2025)", which was approved by the General Shareholders' Meeting and published on the corporate website www.fcc.es, there are currently no variable remuneration items linked to the value of FCC shares or any other instrument within the remuneration of non-executive directors.

The Chief Executive Officer is the only executive director of the Company who receives variable remuneration. The decision on the specific amount is taken by the Board of Directors of the Company, following a report from the Appointments and Remuneration Committee.

The structure of the remuneration system for FCC directors, established in the Remuneration Policy in accordance with the provisions of article 38 of the Bylaws, highlights the relative importance of variable remuneration items with respect to fixed remuneration and the criteria followed to determine the different components of the directors' remuneration package (remuneration mix).

In this regard, as expressly set forth in the current Remuneration Policy, variable remuneration shall be established, implemented and maintained in line with the business and risk management strategy of the Company, its risk profile, objectives, risk management practices, and the short, medium and long-term performance and interests of FCC as a whole, and shall include measures aimed at avoiding conflicts of interest.

- The accrual period for variable remuneration is one year. The payment of the annual variable remuneration is made for the past year, so the amount accrued during one year by the CEO is paid in the following year. In business year 2022, after the accounts had been drawn up, the variable for business year 2021 was paid out, and the same procedure will be followed for the current year.

The company has not established any deferral in the payment of amounts or delivery of accrued financial instruments.

Nor has any clause for reducing deferred remuneration or forcing the director to return remuneration received been agreed.

- The chief executive officer is expressly required to strictly observe the provisions of the Code of Conduct, with respect to its rules on confidentiality, professional ethics and conflict of interest.

In this regard, pursuant to article 29.1 of the Board Regulations, directors shall be liable to the company, shareholders and creditors for any damage caused by acts or omissions contrary to law or the bylaws, or for those performed in breach of the duties inherent to their office, provided there has been fraud or negligence.

- With regard to the measures provided for to avoid conflicts of interest, as set forth in articles 22 and 23 of the Regulations of the FCC Board of Directors, the directors have a duty to abstain from assisting or intervening in deliberations that affect matters in which they may have a direct or indirect interest and from voting in the corresponding decisions. Likewise, directors must inform the Board, through the Compliance and Sustainability Department or any other department that may replace it, in due time, of any situation that may involve a conflict of interest with the interests of the Company or those of the group of companies forming part of the FCC Group or its related companies.

The appropriate management of any potential conflict of interest is ensured in the process of preparing, determining, reviewing and applying the Remuneration Policy in effect at any given time. In this regard: (i) the Appointments and Remuneration Committee, which adopts decisions relating to the Directors' Remuneration Policy, does not include any executive director and is chaired by an independent director, and may be assisted by external advisors when deemed appropriate; (ii) the Appointments and Remuneration Committee annually reviews the monitoring of the policy in force and compliance with the budgets established for the accrual of variable remuneration of executive directors, submitting a report to the Board of Directors in this respect; (iii) executive directors do not participate in the debate and discussion of the resolutions adopted annually by the Board of Directors in execution of the Remuneration Policy in force from time to time.

A.1.3 Amount and nature of the fixed components that the directors, in their capacity as such, are expected to accrue during the year.

The remuneration system for directors in their capacity as such includes: (a) remuneration consisting of a share in the net profit (which may not exceed 2% of the profit for the year attributed to the Company in the consolidated financial statements of the Group) after the legal reserve has been covered and a dividend of at least four per cent (4%) of the nominal value of the shares has been paid to the shareholders; and (b) allowances for actual attendance of the directors at meetings of the Board and its Committees.

As of the closing date of this report, the Company has not made any decisions regarding the accrual of directors' remuneration in the form of a share in net profit for the current business year.

As regards allowances for attendance at meetings of the Board and its internal committees, as established in article 38 of the bylaws, they shall be distributed by the Board among its members, taking into account their actual attendance at meetings, subject to a report by the Appointments and Remuneration Committee.

In this regard, the amount of such remuneration provided for in the Remuneration Policy applicable for the current business year, depending on the number of meetings held, is as follows: €3,250 per meeting of the Board of Directors, €2,050 per meeting of the Executive Committee, €2,000 per meeting of the Audit and Control Committee and €2,000 per meeting of the Appointments and Remuneration Committee.

A.1.4 Amount and nature of the fixed components that will be accrued during the year for the performance of senior management duties of executive directors.

In addition to the above-mentioned entitlement of board members to receive remuneration in their capacity as such, directors performing executive duties shall receive a fixed annual amount for the performance of such duties.

- Pablo Colio Abril:

The chief executive officer of the Company, in accordance with the provisions of the Remuneration Policy, shall receive a fixed annual amount for the performance of his executive duties. This remuneration shall be established in accordance with the corresponding duties, level of responsibility and professional profile.

This annual fixed remuneration shall, where appropriate, be reviewed annually by the Appointments and Remuneration Committee on the basis of the following criteria: (i) the contribution of the executive director in the performance of his or her duties; (ii) coherence with developments in the rest of the management team; (iii) the Company's performance; and (iv) market benchmarks.

Any such possible updates to the annual remuneration of the chief executive officer may not exceed 20% of the annual fixed remuneration in force at the time the update is agreed.

In this regard, following a favourable report from the Appointments and Remuneration Committee, the Board of Directors of the Company, at its meeting of 18 January 2023, agreed to revise the fixed remuneration of the chief executive officer by agreeing to an update of 7.77% with respect to that in force in 2022. Within the framework of this agreement, the amount of the chief executive officer's fixed remuneration for the performance of his executive duties for the current year will be €700,000.

- Gerardo Kuri Kaufmann:

Estimate of the fixed remuneration for the performance of senior management duties: 0 €.

(Note: Gerardo Huri Kaufman is not under contract with FCC, but holds the status of executive director because he is the managing director of CEMENTOS PORTLAND VALDERRIVAS, S.A. ("CPV") and REALIA BUSINESS, S.A. ("REALIA"), companies controlled by FCC, without performing senior management functions in FCC)

A.1.5 Amount and nature of any component of remuneration in kind that will be accrued during the year including, but not limited to, insurance premiums paid in favour of the director.

The Company has established the following types of remuneration in kind for the executive director Pablo Colio Abril

- Travel insurance:

Pablo Colio Abril is the beneficiary of an accident insurance for trips taken by aeroplane, train or boat whilst performing his professional responsibilities within the company, which the Company has established for all its employees. Coverage amount: €601,012.10 per person, with a maximum of €6,000,000.00 per accident. The amount of the premium is paid in full by the Company.

- Insurance for accidental death or total permanent disability:

Pablo Colio Abril is the beneficiary of an insurance for accidental death or total permanent disability that the Company has established for all its employees and which is intended to cover an accident resulting in death or total permanent disability, within or outside working hours, under the terms and conditions of the current policy. The coverage of both contingencies will cover the amount of one year of their respective fixed salaries. The amount of the premium is paid in full by the Company.

- Health Insurance:

The Company assumes 50% of the payment of a health insurance for Pablo Colio Abril and his family. The amount to be paid for the company's health insurance for 2023 amounts to € 3,525.91.

- Other:

An accident policy has been taken out for all directors, both in the exercise of their duties and for their personal life, which covers:

- a) Death due to an accident.
- b) Death due to a traffic accident.

The duration of this policy is one year, renewable annually and with a premium of approximately €5,493.61.

A.1.6 Amount and nature of the variable components, differentiating between those established in the short and long term. Financial and non-financial parameters, including social, environmental and climate change parameters, selected to determine variable remuneration in the current business year, with an explanation of the extent to which such parameters are related to the performance of both the director and the company and its risk profile, and the methodology, timeframe and techniques planned to be able to determine, at the end of the business year, the effective degree of compliance with the parameters used in the design of variable remuneration. This is in addition to an explanation regarding the criteria and factors applied in terms of the time required and methods to verify fulfilment relating to performance or other conditions to which the accrual and consolidation of each component of the variable remuneration was linked.

Indicate the range in monetary terms of the different variable components according to the degree of compliance with the established objectives and parameters, and whether there is any maximum monetary amount in absolute terms.

The Chief Executive Officer of the Company is the only member of the Board who receives variable remuneration.

The current remuneration policy approved by the Annual General Meeting of 14 June 2022, effective from its approval until and including business year 2025, establishes the following variable remuneration structure:

The CEO will participate in the variable remuneration system, which may reach up to 50% of the fixed salary in the event that the objectives set are met. The calculation of the variable remuneration for each business year will be based on the actual fixed salary received during that year (from January to December).

a. Half of the variable remuneration shall be directly conditional upon the fulfilment of the corporate objectives, for the valuation of which the EBITDA result and operating cash flow for the corresponding business year shall be taken into account as parameters, following the guidelines implemented in the companies in which FCC has holdings to determine the variable remuneration of management personnel.

b. The remaining half (50%) of the variable bonus will depend directly on the degree of compliance by the chief executive officer with the objectives entrusted to him/her, particularly with respect to the Company's long-term sustainability objectives, and the decision on the specific amount will be made by the Board of Directors of the Company, following a report from the Appointments and Remuneration Committee.

In this regard, and within the framework of the limits established in the Remuneration Policy, the contract signed with the chief executive officer on 17 June 2022 (after approval by the Board of Directors of the Company, within the framework of the functions legally attributed to it, at its meeting held on 14 June 2022, and following a report from the Appointments and Remuneration Committee, the limit on the variable remuneration or additional bonus that the chief executive officer may receive has been established at 25% of the annual fixed remuneration (see section B.11). The receipt of this variable remuneration shall be conditional upon the degree of fulfilment of the Company's objectives, for the assessment of which the EBITDA and operating cash flow for the corresponding business year shall be taken into account as parameters, as well as the objectives entrusted specifically to the chief executive officer with respect to the Company's long-term sustainability objectives, with the decision regarding the specific amount thereof being the responsibility of the Board of Directors, following a report from the Appointments and Remuneration Committee.

Both the objectives to be achieved by the Company and those personally required of the chief executive officer for the accrual of his variable remuneration shall be communicated in writing to the chief executive officer in the first quarter of each calendar year.

In this regard, at the end of each business year, the Appointments and Remuneration Committee of the Company shall assess the performance of the chief executive officer and the degree of achievement of the objectives set for the determination of the chief executive officer's variable remuneration and shall submit the corresponding report to the Board of Directors, together with the variable remuneration package of the Group's executives. The Board of Directors, on the basis of the committee's report, shall then determine the variable remuneration payable to the chief executive officer. All these matters will be duly reported in the Company's Annual Remuneration Report.

No specific requirements, conditions or mode of operation of this discretion of the board of directors have been established.

Currently, the maximum monetary amount that the CEO would be entitled to as "discretionary" variable remuneration could amount to €175,000 for the current business year. The calculation of the variable remuneration for each business year will be based on the actual fixed salary received during that year (from January to December).

A.1.7 Main features of long-term savings systems. Among other information, the contingencies covered by the system, whether it is a defined contribution or benefit, the annual contribution to be made to the defined contribution systems, the benefit to which the beneficiaries are entitled in the case of defined benefit systems, the conditions of consolidation of the economic rights in favour of the directors and their compatibility with any type of payment or compensation for termination or early termination, or derived from the termination of the contractual relationship, will be indicated, under the terms provided, between the company and the director.

It should be indicated whether the accrual or consolidation of any of the long-term savings plans is linked to the attainment of certain objectives or parameters related to the director's short and long term performance.

None.

A.1.8 Any type of payment or compensation for termination or early termination or arising from the termination of the contractual relationship under the terms provided between the company and the director, whether the termination is at the will of the company or the director, as well as any type of agreements, such as exclusivity, non post-contractual concurrence and permanence or loyalty, that entitle the director to any kind of payment.

Pablo Colio Abril:

And if the contractual relationship is terminated at the will of the CEO for any of the following causes:

- substantial changes in working conditions which are manifestly prejudicial to their professional training, detrimental to their dignity, or are decided in serious breach of good faith by the Company,

- non-payment for three consecutive months or six alternate months, or continued delay in the payment of the remuneration agreed under the contract,
- succession of a company or a major change in the ownership of the company resulting in a change in its governing bodies or in the content of its main activity, provided that the termination takes place within three months of the occurrence of such changes,
- any other serious breach of its contractual obligations by the Company, except in cases of force majeure, in which case no compensation shall be payable;

in the event of free and unilateral withdrawal of the Company, the Chief Executive Officer shall be entitled to receive an indemnity resulting from the sum of the following two items:

- a) The amount resulting from liquidating the employment relationship that the executive director previously had with any FCC Group company on the date of calculation of the commencement of the contractual relationship (12 September 2017) (and in accordance with the regulations applicable on that date).
- b) The amount resulting from multiplying 7 days of salary by the number of years elapsed from the date of commencement of the contractual relationship (12 September 2017) until the time of termination thereof.

The early termination of the previous relationship, unless there is just cause for fair dismissal, shall entail compensation under the terms established by the Workers' Bylaw in relation to unfair dismissal.

A.1.9 Indicate the conditions that must be respected by the contracts of those who perform senior management duties as executive directors. Among others, the duration, limits on compensation amounts, permanence clauses, notice periods, as well as payment in lieu of the aforementioned notice period, and any other clauses relating to contracting premiums, will be reported, as well as compensation or golden parachute clauses for early termination or termination of the contractual relationship between the company and the executive director. Include, among others, the agreements of non-concurrence, exclusivity, permanence or loyalty and non-post-contractual competition, unless they have been explained in the previous section.

Pablo Colio Abril:

Term: The duration of the contract is indefinite.

Exclusivity and non-competition: The dedication must be exclusive and as such he may not enter into service contracts with other companies or entities.

There is a non-competition agreement for a period of one year after the termination of the contract. Certain prohibitions on competition and walking away with clients, employees and suppliers are envisaged that are enforceable for one year after its termination.

Notice: At least 3 months' written notice must be given both in the case of termination of the contract by the CEO and in the case of termination due to free and unilateral withdrawal of the company.

Code of conduct: The obligation to strictly observe the provisions of the code of conduct in terms of its policies of confidentiality, professional ethics and conflict of interests is established.

Conflicts of interest: Articles 22 and 23 of the Regulations of the FCC Board of Directors set forth that directors have a duty to refrain from attending and intervening in deliberations that affect matters in which they may have a direct or indirect interest and from voting in the corresponding decisions. Likewise, directors must inform the Board, through the Compliance and Sustainability Department or any other department that may replace it, in due time, of any situation that may involve a conflict of interest with the interests of the Company or those of the group of companies forming part of the FCC Group or its related companies.

Responsibility: in accordance with Article 29.1 of the Regulations of the Board, directors shall respond to the Company, to shareholders and to stakeholders for the damage caused by acts or omissions contrary to the law or the Articles of Association, or for those made in breach of the inherent duties under their charge in the event of intent or fault.

Gerardo Kuri Kaufmann:

He is not under contract with FCC, but holds the status of executive director because he is the managing director of CEMENTOS PORTLAND VALDERRIVAS, S.A. ("CPV") and REALIA BUSINESS, S.A. ("REALIA"), a company controlled by FCC. He performs no senior management functions at FCC and therefore receives neither fixed nor variable remuneration. His remuneration comes from:

- A contract for the provision of services between CPV and the director, for an annual amount not exceeding €175,000 gross, not as salary.

- A contract for the provision of services between REALIA and the director, for an annual amount not exceeding €175,000 gross, not as salary.

A.1.10 The nature and estimated amount of any other supplementary remuneration that will be accrued by the directors in the current year in consideration for services rendered other than those inherent in their position.

The Board of Directors of 30 July 2019 approved the contract for the provision of consultancy and advisory services with the company Vilafulder Corporate Group, S.L.U. (Vilafulder), linked to the director Alejandro Aboumrad, for a total annual amount of €338,000. This service contract is still in force at the date of this report.

A.1.11 Other remuneration items such as those derived, as the case may be, from the concession by the company to the director of advances, credits and guarantees and other remuneration.

There are no advances or credits granted to directors by the Company.

A.1.12 The nature and estimated amount of any other supplementary remuneration provided for and not included in the preceding sections, whether paid by the company or another group company, to be accrued by the directors in the current year.

None.

A.2. Explain any relevant changes in the remuneration policy applicable in the current business year derived from:

- A new policy or a modification of the policy already approved by the Board.
- Relevant changes in the specific determinations established by the board for the current business year of the remuneration policy in force with respect to those applied in the previous year.
- Proposals that the board of directors would have agreed to present to the general shareholders's meeting to which this annual report will be submitted and which are proposed to be applicable to the current year.

-The Ordinary General Meeting of 14 June 2022 approved, in accordance with the provisions of article 529 novodecies of the Corporate Enterprises Act, the Remuneration Policy for FCC directors. The policy remains in force, since its approval, for business years 2022-2025.

A.3. Identify the direct link to the document that contains the company's current remuneration policy, which must be available on the company's website.

<https://www.fcc.es/es/normativa>

A.4. Taking into account the data provided in section B.4, explain how the vote of the shareholders' at the general meeting was considered, to which the annual remuneration report for the previous year was submitted to voting, with an advisory capacity.

Given the votes in favour obtained at the last General Shareholders' Meeting of 14 June 2022 (92.07% of the share capital present or represented voted in favour), the remuneration policy will be maintained as regards the principles, structure and content of the directors' remuneration package, appreciating the support and confidence granted in the aforementioned vote by the majority of the share capital.

B. GLOBAL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE CLOSED BUSINESS YEAR

B.1.1 Explain the process that has been followed to implement the remuneration policy and determine the individual remuneration reflected in section C of this report. This information will include the role carried out by the remuneration committee, the decisions taken by the board of directors and, where appropriate, the identity and role of the external advisors whose services have been used in the process of applying the remuneration policy in the closed year.

During business year 2022, FCC had two remuneration policies, one approved by the General Shareholders' Meeting held on 29 June 2021 and applicable for business years 2021 to 2023 ("2021–2023 Remuneration Policy"), which was in force until the approval of a new remuneration policy at the Ordinary General Shareholders' Meeting held on 14 June 2022, and applicable for the remainder of business year 2022 and for business years 2023 to 2025 ("2022–2025 Remuneration Policy").

The 2022–2025 Remuneration Policy contains a substantially identical regulation to the 2021–2023 Remuneration Policy. In this regard:

- The principles that should guide directors' remuneration are reiterated, although a new section 6 adds the manner in which it contributes to the business strategy and the long-term interests and sustainability of the Company and its Group.
- The remuneration system for directors in their capacity as such and for their executive duties is maintained, in accordance with the provisions of FCC's bylaws.

In accordance with the provisions of both policies, and on the basis of the provisions of article 38 of the Bylaws, the remuneration system for directors in their capacity as such includes (a) remuneration consisting of a share in the net profits once the legal reserve has been covered and a minimum dividend of four per cent (4%) of the nominal value of the shares has been paid to the shareholders; and (b) allowances for actual attendance by directors at meetings of the Board and its Committees.

The profit and loss statement in business year 2022 was positive, and was distributed to the legal reserve and the voluntary reserve, and a scrip dividend was distributed, and therefore the directors' remuneration in the form of a share in the net profit was not paid in business year 2022. Consequently, the directors were remunerated for the performance of their duties solely by virtue of their attendance at meetings of the Board and its internal Committees and for these purposes, in accordance with the provisions of article 38 of the Bylaws, the Board of Directors determined, following a report from the Appointments and Remuneration Committee, the amount corresponding to each business year for this item, taking into account their actual attendance at the meetings.

By virtue of the above, remuneration accrued in business year 2022 for actual attendance, either in person or by remote means of communication (such as videoconferencing or multiconferencing), at meetings held by the Board or its Committees.

In accordance with the 2021–2023 Remuneration Policy, the aforementioned remuneration per session was fixed at the following amounts: Board of Directors €3,000; Executive Committee €1,875; Audit and Control Committee €1,850; and Appointments and Remuneration Committee €1,850.

However, in the exercise of the powers assigned to it in the Remuneration Policy, the amount of the aforementioned remuneration per meeting was revised by the Board of Directors of the Company on 26 April 2022, in the following terms: Board of Directors €3,250; Executive Committee €2,050; Audit and Control Committee €2,000; and Appointments and Remuneration Committee €2,000.

Payment of these new amounts began at the Annual General Meeting of 14 June 2022, as agreed by the Board at its meeting of 26 April 2022, and is also included in the 2022–2025 Remuneration Policy.

Within the remuneration of non-executive directors, there were no variable remuneration items linked to the value of FCC shares or any other instrument.

Likewise, with respect to directors' remuneration for the performance of their executive duties, both Remuneration Policies provide for fixed remuneration and variable remuneration. In this regard, the chief executive officer has been remunerated for the performance of executive duties by virtue of the various remuneration items provided for in his contract and set out in the Remuneration Policies.

In particular, the 2022–2025 Remuneration Policy assumes an annual fixed remuneration for the chief executive officer of €541,275, which could be updated by the Appointments and Remuneration Committee with a limit of up to 20% of the fixed remuneration in force at the time of the update.

In this regard, within the framework of the aforementioned 20% limit and the provisions of article 249 of the Corporate Enterprises Act, the Board of Directors, following a report from the Appointments and Remuneration Committee, approved a new Services Agreement with Pablo Colio Abril signed on 17 June 2022, which establishes a fixed annual remuneration for business year 2022 of €649,530, which was applied for business year 2022.

In addition, with respect to the variable remuneration of the chief executive officer, at the end of the business year, the Appointments and Remuneration Committee of the Company assesses his performance and the degree of achievement of the objectives set to determine his variable remuneration and submits the corresponding report to the Board of Directors, together with the variable remuneration package of the Group's executives.

The Board of Directors, on the basis of the Committee's report, shall determine the variable remuneration to be paid to the Chief Executive Officer for business year 2022.

Additionally, some FCC directors have received remuneration for their membership of the boards of other group companies (specifically, CPV and REALIA).

- Appointments and Remuneration Committee members participated in the determination of the Remuneration Policies, as well as in the drafting of the corresponding report, and the internal services of the Company were informed and advised, without any advice being received from external consultants for this purpose.

- Pursuant to article 529 quidecies, section 3, letter g), Corporate Enterprises Act and article 38.4.f) of the Regulations of the Board of the Company, the Appointments and Remuneration Committee is responsible for proposing to the Board of Directors the remuneration policy for directors, for which purpose said Committee issued a specific report.

- In particular, the proposal of the Directors' Remuneration Policy for business years 2022–2025, pursuant to section 4 of article 529 novodecies Corporate Enterprises Act, was accompanied by the motivation thereof by the Board of Directors, as well as the aforementioned specific report of the Appointments and Remuneration Committee. Both documents were made available to shareholders on the Company's website from the time the AGM was convened.

B.1.2 Explain any deviations from the established procedure for the application of the remuneration policy that occurred during the business year.

There was no deviation.

B.1.3 Indicate whether any temporary exceptions to the remuneration policy have been applied and, if applied, explain the exceptional circumstances that have led to the application of these exceptions, the specific components of the remuneration policy affected and the reasons why the entity considers that these exceptions have been necessary to serve the long-term interests and sustainability of the company as a whole or to ensure its viability. Also quantify the impact that the application of these exceptions has had on the remuneration of each director during the year.

No temporary derogations have been applied.

B.2. Explain the different actions taken by the company in relation to the remuneration system and how they have contributed to reducing exposure to excessive risks and adjusting it to the long-term objectives, values and interests of the company, including a reference to the measures that have been adopted to ensure that the accrued remuneration has taken into account the long-term results of the company and to ensure that an adequate balance between the fixed and variable components of the remuneration has been achieved, what measures have been taken in relation to those categories of personnel whose professional activities have a material impact on the company's risk profile, and what measures have been taken to avoid conflicts of interest, if applicable.

In accordance with the provisions of article 28.2 of the Regulations of the Board of Directors, among the criteria that the Company's remuneration policy must respect, it is established that the remuneration must maintain a reasonable proportion with the importance of the Company, with its economic situation at all times and the market standards of comparable companies, and that the established remuneration system should be focused on promoting the long-term profitability and sustainability of the Company, and incorporate the necessary precautions to avoid excessive risk taking and reward of unfavourable results.

With regard to the measures to avoid conflicts of interest, as set forth in articles 22 and 23 of the Regulations of the FCC Board of Directors, the directors have a duty to abstain from assisting or intervening in deliberations that affect matters in which they may have a direct or indirect interest and from voting in the corresponding decisions. Likewise, directors must inform the Board, through the Compliance and Sustainability Department or any other department that may replace it, in due time, of any situation that may involve a conflict of interest with the interests of the Company or those of the group of companies forming part of the FCC Group or its related companies.

The appropriate management of any potential conflict of interest is ensured in the process of preparing, determining, reviewing and applying the Remuneration Policy in effect at any given time.

In this regard: (i) the Appointments and Remuneration Committee, which adopts decisions relating to the Directors' Remuneration Policy, does not include any executive director and is chaired by an independent director, and may be assisted by external advisors when deemed appropriate; (ii) the Appointments and Remuneration Committee annually reviews the monitoring of the policy in force and compliance with the budgets established for the accrual of variable remuneration of executive directors, submitting a report to the Board of Directors in this respect; and (iii) executive directors do not participate in the debate and discussion of the resolutions adopted annually by the Board of Directors in execution of the Remuneration Policy in force from time to time.

B.3. Explain how the remuneration accrued and consolidated in the business year complies with the provisions of the current remuneration policy and, in particular, how it contributes to the long-term and sustainable performance of the company.

Also report on the relationship between the remuneration obtained by the directors and the results or other short- and long-term performance measures of the company, explaining, if applicable, how variations in the company's performance have had an impact on the variation in the remuneration of the directors, including those accrued for which payment has been deferred, and how these contribute to the short- and long-term results of the company.

As stated above, in accordance with the provisions of article 38.2 of the Bylaws and the applicable Remuneration Policy, the remuneration of the Company's directors in their capacity as such consists of: (i) a share in the net profit, which may not exceed two per cent (2%) of the profit for the year attributed to the Company in the consolidated financial statements of the Group of which it is the parent company, once the legal reserve has been covered and a dividend of at least four per cent (4%) of the nominal value of the shares has been paid to the shareholders; the percentage corresponding to the Board of Directors as a whole in this respect for each year shall be established by the General Shareholders' Meeting; and (ii) allowances for attendance at meetings of the Board and its internal committees.

In business year 2022, no remuneration in the form of a share in the net profit was paid, and they were only remunerated for their attendance at meetings of the Board and its internal committees.

Likewise, the executive directors have been remunerated for the different remuneration items provided for in their contracts, respecting in all cases the principles established in the Remuneration Policies applicable during business year 2022.

Additionally, some FCC directors have received remuneration for their membership of the boards of other group companies (specifically, CPV and REALIA)

As expressly stated in the Company's Remuneration Policies applicable during business year 2022, the remuneration system established is aimed at promoting the long-term profitability and sustainability of the Company and incorporates the necessary safeguards to avoid excessive risk-taking and the rewarding of unfavourable results. Variable remuneration that is tied, in addition to other criteria, to the Company's results, contributes effectively to the achievement of the Company's interests and sustainability, promoting the creation of value for the different stakeholders.

B.4. Report on the result of the consultative vote of the general meeting on the annual report on remuneration for the previous year, indicating the number of abstentions and negative, blank and affirmative votes cast:

	Number	% of the total
Votes cast	388,924,532	91.47

	Number	% of those issued
Negative votes	30,600,504	7.86
Votes in favour	358,105,180	92.07
blank ballots		0.00
Abstentions	218,848	0.06

Remarks

B.5. Explain how the fixed components accrued and consolidated during the year by the directors in their capacity as such have been determined, their relative proportion for each director and how they have varied with respect to the previous year.

- Directors were paid for the performance of their duties only in the form of attendance fees for actual attendance at meetings of the Board and its internal committees.

Similar to business year 2021, from the start of business year 2022 until 26 April 2022 (inclusive), the amount of the aforementioned remuneration per meeting was as follows:

Board of Directors €3,000
Executive Committee €1,875
Audit and Control Committee €1,850
Appointments and Remuneration Committee €1,850

The above amounts per meeting were revised by the Board of Directors of the Company on 26 April 2022 and included in the 2022–2025 Remuneration Policy, to be applied as of 14 June 2022 for the full business year 2022. They were as follows:

Board of Directors €3,250
Executive Committee €2,050
Audit and Control Committee €2,000
Appointments and Remuneration Committee €2,000

B.6. Explain how the salaries accrued and consolidated during the business year by each of the executive directors for the performance of management duties have been determined, and how they have varied with respect to the previous year.

Until the approval of the current Remuneration Policy (2022–2025) by the Ordinary General Shareholders' Meeting of 14 June 2022, the following remuneration structure was applied for directors for the performance of their executive duties, based on the provisions of their hiring and the 2021–2023 Remuneration Policy:

Pablo Colio Abril:
Fixed remuneration for the performance of the duties of chief executive officer: €525,000.

Gerardo Kuri Kaufmann:
Fixed remuneration for the performance of senior management functions: 0 €

The Ordinary General Meeting of 14 June 2022 approved the current Remuneration Policy (2022–2023), which establishes that the chief executive officer shall receive a fixed annual amount for the performance of executive duties. This remuneration shall be established in accordance with the duties, level of responsibility and professional profile, and shall, where appropriate, be reviewed annually by the Appointments and Remuneration Committee on the basis of the following criteria: (i) the contribution of the executive director in the performance of his or her duties; (ii) coherence with the evolution of the rest of the management team; (iii) the Company's performance; and (iv) market benchmarks. Possible updates of the annual fixed remuneration of the chief executive officer may not exceed 20% of the annual fixed remuneration in force at the time the update is agreed.

In this regard, the 2023–2025 Remuneration Policy includes the following remuneration structure for directors for the performance of their executive duties:

Pablo Colio Abril:
Fixed remuneration for the performance of the duties of chief executive officer: €541,275.

Gerardo Kuri Kaufmann:
Fixed remuneration for the performance of senior management functions: 0 €
(Note: Gerardo Kuri Kaufmann qualified as an executive director for being managing director of CPV and REALIA, companies controlled by FCC. He performs no senior management functions at FCC and therefore receives neither fixed nor variable remuneration).

On 14 June 2022, with the favourable report of the Appointments and Remuneration Committee, the Board of Directors approved, in compliance with article 249 of the Corporate Enterprises Act, a new contract for the provision of services to be entered into between Pablo Colio Abril and the Company and, within the framework of the limits set forth in the Remuneration Policy, the annual fixed remuneration of the Chief Executive Officer was reviewed and updated, establishing it for business year 2022 at €649,530.

As stated above, fixed remuneration will be reviewed annually by the Appointments and Remuneration Committee, which will establish whether an increase is justified based on the contribution of the executive director in the performance of his duties, the Company's performance, consistency with the performance of the rest of the management team and market benchmarks. In any case, the individual determination of the remuneration of each executive director shall be the responsibility of the Board of Directors, following a report from the Appointments and Remuneration Committee.

B.7. Explain the nature and main characteristics of the variable components of the remuneration systems accrued and consolidated during the year.

In particular:

- a) Identify each of the remuneration plans that have determined the different variable remuneration accrued by each of the directors during the business year, including information on their scope, date of approval, date of implementation, consolidation conditions, if any, consolidation periods and term, criteria used to assess performance and how this has impacted on the establishment of the variable amount accrued. In addition to this, identify the measurement criteria used and the time required to be in a position to correctly measure all the conditions and criteria stipulated, explaining in detail the criteria and factors applied in terms of the time required and methods to verify fulfilment relating to performance or other conditions to which the accrual and consolidation of each component of the variable remuneration was linked.
- b) In the case of equity option plans or other financial instruments, the general features of each plan will include information on the conditions to acquire unconditional ownership (consolidation), and to exercise these options or financial instruments, including the price and term of exercise.
- c) Each of the directors, and their category (executive directors, external proprietary directors, independent external directors or other external directors), who are beneficiaries of remuneration systems or plans that incorporate variable remuneration.
- d) Where appropriate, the established accrual or deferred payment periods and/or retention periods/non-disposal of shares or other financial instruments, if any, will be reported.

Explain the short-term variable components of the remuneration systems:

The Chief Executive Officer of the Company is the only member of the Board who receives variable remuneration.

In this regard, the chief executive officer participates in the variable remuneration system and may, in accordance with the provisions of the Remuneration Policies applicable in business year 2022, receive up to 50% of his or her fixed salary if the objectives set are met.

This variable remuneration is structured as follows:

- a) 50% of their variable remuneration is directly conditional on the fulfilment of corporate objectives, for the valuation of which the EBITDA result and operating cash flow for the corresponding business year will be taken into account as parameters, following the guidelines implemented in the companies in which FCC has holdings to determine the variable remuneration of management personnel.
- b) The remaining half (50%) of the variable bonus will depend directly on the degree of compliance by the chief executive officer with the objectives entrusted to him/her, particularly with respect to the Company's long-term sustainability objectives, and the decision on the specific amount will be made by the Board of Directors of the Company, following a report from the Appointments and Remuneration Committee.

Within the framework of the above limits and, in accordance with the new service contract signed with Pablo Colio Abril and approved, with the favourable report of the Appointments and Remuneration Committee, by the Board of Directors on 14 June 2022, the variable remuneration or additional bonus of the chief executive officer may amount to up to 25% of the annual fixed remuneration, notwithstanding that, exceptionally, in business year 2022 the variable remuneration may be up to 34.73% of the annual fixed remuneration, which is within the maximum limit of 50% established in the Remuneration Policies.

The payment of the annual variable remuneration is made for the past year, so the amount accrued during one year by the CEO is paid in the following year. The variable for business year 2021 was credited after the accounts had been drawn up in business year 2022.

There are no stock option plans or any other financial instruments.

The company has not established any deferral in the payment of amounts or delivery of accrued financial instruments.

Nor has any clause for reducing deferred remuneration or forcing the director to return remuneration received been agreed.

Explain the long-term variable components of the remuneration systems:

None

B.8. Indicate whether the return of certain variable components has been reduced or claimed when, in the first case, payment of unconsolidated amounts has been deferred or, in the second case, consolidated and paid, based on data when this was later manifestly proven to be inaccurate. Describe the amounts reduced (malus) or returned by the application of the clawback clauses, why they have been executed and the years to which they correspond.

None

B.9. Explain the main features of long-term savings systems whose equivalent annual amount or cost is shown in the tables in Section C, including retirement and any other survivor benefits, which are partially or totally financed by the company, whether internally or externally, indicating the type of plan, whether it is a defined contribution or benefit, the contingencies it covers, the conditions for the consolidation of economic rights in favour of the directors and their compatibility with any type of compensation for early termination or termination of the contractual relationship between the company and the director.

None

B.10. Explain, where appropriate, the compensation or any other type of payment derived from the early termination, whether it was at the will of the company or the director, or the termination of the contract, under the terms provided therein, accrued and/or received by the directors during the closed business year.

None

B.11. Indicate whether there have been any significant changes in the contracts of persons who perform senior management duties as executive directors and, if applicable, explain them. Also, explain the main conditions of the new contracts signed with executive directors during the year, unless they have already been explained in section A.1.

As stated above, the Board of Directors, in the exercise of its powers, at its meeting held on 14 June 2022, and with the report of the Appointments and Remuneration Committee, resolved to review the contract that the CEO had entered into with the Company.

In this regard, in consideration for the services rendered by the CEO and within the framework of the new remuneration policy approved by the Ordinary General Shareholders' Meeting of 14 June 2022, the new contract establishes the following remuneration for the CEO:

A) An annual fixed remuneration for business year 2022 of €649,530. This annual fixed remuneration for business year 2022 is established within the framework of the remuneration conditions set out in the new remuneration policy (2022–2025), which is based on an annual fixed remuneration of €541,275 and provides for the possibility of a review and update of the same with a maximum limit of 20% of the annual fixed remuneration in force at the time when the update is agreed.

B) A variable remuneration of up to 25% of the annual fixed remuneration, notwithstanding that, exceptionally in business year 2022, the variable remuneration is set at a limit of up to 34.73% of the annual fixed remuneration, which is within the maximum limit of 50% established in the current Remuneration Policy.

The receipt of this variable remuneration shall be conditional upon the degree of fulfilment of the Company's objectives, for the assessment of which the EBITDA and operating cash flow for the corresponding business year shall be taken into account as parameters, as well as the objectives entrusted specifically to the chief executive officer with respect to the Company's long-term sustainability objectives, with the decision regarding the specific amount thereof being the responsibility of the Board of Directors, following a report from the Appointments and Remuneration Committee.

Both the objectives to be achieved by the Company and those personally required of the chief executive officer for the accrual of his variable remuneration shall be communicated in writing to the chief executive officer in the first quarter of each calendar year.

B.12. Explain any supplementary remuneration accrued by the directors as consideration for services rendered other than those inherent to their position.

The Board of Directors of 30 July 2019 approved the contract for the provision of consultancy and advisory services with the company Vilafulder Corporate Group, S.L.U. (Vilafulder), linked to the director Alejandro Aboumrad, for a total annual amount of €338,000. This service contract has been in force during the 2022 business year.

With the exception of this case, there is no additional remuneration for services rendered to the Company.

B.13. Explain any remuneration derived from the granting of advances, credits and guarantees, indicating the interest rate, its essential features and the amounts finally returned, as well as the obligations assumed on their behalf as collateral.

None

B.14. Detail the remuneration in kind accrued by the directors during the year, briefly explaining the nature of the different salary components.

The Company established the following types of remuneration in kind for the executive director Pablo Colio Abril:

Travel insurance:

Pablo Colio Abril is the beneficiary of an accident insurance for trips taken by aeroplane, train or boat whilst performing his professional responsibilities within the company, which the Company has established for all its employees. Coverage amount: €601,012.10 per person, with a maximum of €6,000,000 per accident. The amount of the premium is fully paid by the company.

Insurance for accidental death or total permanent disability:

Pablo Colio Abril is the beneficiary of an insurance for accidental death or total permanent disability that the Company has established for all its employees and which is intended to cover an accident resulting in death or total permanent disability, within or outside working hours, under the terms and conditions of the current policy. The coverage of both contingencies will cover the amount of one year of their respective fixed salaries. The amount of the premium is fully paid by the company.

Health Insurance:

The Company assumes 50% of the payment of a health insurance for Pablo Colio Abril and his family. The amount to be paid for the company's health insurance for 2022 amounts to €3,148.18.

Other:

An accident policy has been taken out for all directors, both in the exercise of their duties and for their personal life, which covers:

- Death due to an accident.
- Death due to a traffic accident.

The duration of this policy is one year, renewable annually and with a premium of 5,055.20 euros.

This amount is broken down in table C.1 a i) "Other items". Also in section B.14 "Miscellaneous".

This amount has been prorated among all the directors, with a result of €361.08. Since the amounts in the tables are entered in thousands and the programme prevents the insertion of decimals, they are rounded down in this case, since the decimal is less than 5, and "0" is included instead of "0.36108" in the column "Other items".

B.15. Explain the remuneration accrued by the director by virtue of the payments made by the listed company to a third entity in which the director provides services, when said payments are intended to remunerate the latter's services in the company.

None

B.16. Explain and detail the amounts accrued during the year in relation to any other remuneration item other than those listed above, whatever its nature or the group entity paying it, including all benefits in any form, such as when it is considered a related-party transaction or, especially, when it significantly affects the field of the total remuneration accrued by the director, explaining the amount granted or pending payment, the nature of the consideration received and the reasons why it would have been considered, where appropriate, that it does not constitute remuneration to the director in his capacity as such or in consideration for the performance of his executive duties, and whether or not it has been considered appropriate to include it among the amounts accrued in the "other items" section of section C.

None

C. DETAILS OF THE INDIVIDUAL REMUNERATION CORRESPONDING TO EACH OF THE DIRECTORS

Name	Types	2022 accrual period
DOMINUM DESGA, S.A.	Proprietary Chair	1 January 2022 to 31 December 2022
PABLO COLIO ABRIL	Chief Executive Officer	1 January 2022 to 31 December 2022
SAMEDE INVERSIONES 2010, S.L.U	Proprietary Vice Chair	1 January 2022 to 31 December 2022
ALEJANDRO ABOUMRAD GONZÁLEZ	Proprietary Vice Chair	1 January 2022 to 31 December 2022
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.	Proprietary Director	1 January 2022 to 31 December 2022
ALICIA ALCOCER KOPLOWITZ	Proprietary Director	1 January 2022 to 31 December 2022
INMOBILIARIA AEG, S.A. DE C.V.	Proprietary Director	1 January 2022 to 31 December 2022
JUAN RODRÍGUEZ TORRES	Proprietary Director	1 January 2022 to 31 December 2022
GERARDO KURI KAUFMANN	Executive Director	1 January 2022 to 31 December 2022
ANTONIO GÓMEZ GARCÍA	Proprietary Director	1 January 2022 to 21 March 2022
ALFONSO SALEM SLIM	Proprietary Director	1 January 2022 to 31 December 2022
HENRI PROGLIO	Independent Director	1 January 2022 to 31 December 2022
MANUEL GIL MADRIGAL	Independent Director	1 January 2022 to 31 December 2022
ALVARO VÁZQUEZ LAPUERTA	Independent Director	1 January 2022 to 31 December 2022

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

C.1. Fill in the following tables regarding the individualised remuneration of each of the directors (including the remuneration for the exercise of executive duties) accrued during the year.

a) Remuneration of the company referred to in this report:

i) Remuneration accrued in cash (in thousands of €)

Name	Fixed remuneration	Plus expenses	Remuneration for belonging to the board committees	Salary	Short term variable remuneration	Variable long-term remuneration	Indemnity	Other concepts	Total 2022	Total 2021
DOMINUM DESGA, S.A.		56							56	63
PABLO COLIO ABRIL	650	44			226			4	924	775
SAMEDE INVERSIONES 2010, S.L.U		28							28	30
ALEJANDRO ABOUMRAD GONZÁLEZ		44						338	382	388
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.		28							28	30
ALICIA ALCOCER KOPLOWITZ		44							44	30
INMOBILIARIA AEG, S.A. DE C.V.		3							3	9
JUAN RODRÍGUEZ TORRES		73							73	81
GERARDO KURI KAUFMANN		44							44	50
ANTONIO GÓMEZ GARCÍA		3							3	33
ALFONSO SALEM SLIM		28							28	33
HENRI PROGLIO		13							13	29
MANUEL GIL MADRIGAL		57							57	63
ALVARO VÁZQUEZ LAPUERTA		57							57	63

Remarks

- Since the amounts in the tables are entered in thousands and the programme prevents the insertion of decimals, they have been rounded up (if the decimal is equal to or greater than 5) and rounded down (if the decimal is less than 5).

ii) Table of movements of the remuneration systems based on shares and gross profit of the actions or consolidated financial instruments.

Name	Name of the Plan	Financial instruments at the beginning of 2022		Financial instruments granted during business year 2022		Financial instruments consolidated during the year				Instruments expired and not exercised	Financial instruments at the end of business year 2022	
		No. of instruments	No. equivalent shares	No. of instruments	No. equivalent shares	No. of instruments	No. equivalent/c consolidated shares	Price of the consolidated shares	Gross profit of the consolidated shares or financial instruments (thousand €)	No. of instruments	No. of instruments	No. equivalent shares
DOMINUM DESGA, S.A.	Plan							0.00				
PABLO COLIO ABRIL	Plan							0.00				
SAMEDE INVERSIONES 2010, S.L.U	Plan							0.00				
ALEJANDRO ABOUMRAD GONZÁLEZ	Plan							0.00				
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.	Plan							0.00				
ALICIA ALCOCER KOPLOWITZ	Plan							0.00				
INMOBILIARIA AEG, S.A. DE C.V.	Plan							0.00				
JUAN RODRÍGUEZ TORRES	Plan							0.00				
GERARDO KURI KAUFMANN	Plan							0.00				
ANTONIO GÓMEZ GARCÍA	Plan							0.00				
ALFONSO SALEM SLIM	Plan							0.00				

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Name of the Plan	Financial instruments at the beginning of 2022		Financial instruments granted in 2022		Financial instruments consolidated during the year				Instruments expired and not exercised	Financial instruments at the end of business year 2022	
		No. of instruments	No. equivalent shares	No. of instruments	No. equivalent shares	No. of instruments	No. equivalent/co nsolidated shares	Price of the consolidated shares	Gross profit of the consolidated shares or financial instruments (thousand €)	No. of instruments	No. of instruments	No. equivalent shares
HENRI PROGLIO	Plan							0.00				
MANUEL GIL MADRIGAL	Plan							0.00				
ALVARO VÁZQUEZ LAPUERTA	Plan							0.00				

Remarks

iii) Long-term saving systems.

Name	Remuneration for consolidation of rights to savings systems
DOMINUM DESGA, S.A.	
PABLO COLIO ABRIL	
SAMEDE INVERSIONES 2010, S.L.U	
ALEJANDRO ABOUMRAD GONZÁLEZ	
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.	
ALICIA ALCOCER KOPLOWITZ	
INMOBILIARIA AEG, S.A. DE C.V.	

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Remuneration for consolidation of rights to savings systems
JUAN RODRÍGUEZ TORRES	
GERARDO KURI KAUFMANN	
ANTONIO GÓMEZ GARCÍA	
ALFONSO SALEM SLIM	
HENRI PROGLIO	
MANUEL GIL MADRIGAL	
ALVARO VÁZQUEZ LAPUERTA	

Name	Company's contribution to the year (thousand €)				Amount of the accumulated funds (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with non-consolidated economic rights		Savings systems with consolidated economic rights		Savings systems with non-consolidated economic rights	
	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021
DOMINUM DESGA, S.A.								
PABLO COLIO ABRIL								
SAMEDE INVERSIONES 2010, S.L.U								
ALEJANDRO ABOUMRAD GONZÁLEZ								
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.								
ALICIA ALCOCER KOPLOWITZ								

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Company's contribution to the year (thousand €)				Amount of the accumulated funds (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with non-consolidated economic rights		Savings systems with consolidated economic rights		Savings systems with non-consolidated economic rights	
	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021
INMOBILIARIA AEG, S.A. DE C.V.								
JUAN RODRÍGUEZ TORRES								
GERARDO KURI KAUFMANN								
ANTONIO GÓMEZ GARCÍA								
ALFONSO SALEM SLIM								
HENRI PROGLIO								
MANUEL GIL MADRICAL								
ALVARO VÁZQUEZ LAPUERTA								

Remarks

iv) Details of other items

Name	Item	Remuneration amount
DOMINUM DESGA, S.A.	Item	

Name	Item	Remuneration amount
PABLO COLIO ABRIL	Item	
SAMEDE INVERSIONES 2010, S.L.U	Item	
ALEJANDRO ABOUMRAD GONZÁLEZ	Item	
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.	Item	
ALICIA ALCOCER KOPLOWITZ	Item	
INMOBILIARIA AEG, S.A. DE C.V.	Item	
JUAN RODRÍGUEZ TORRES	Item	
GERARDO KURI KAUFMANN	Item	
ANTONIO GÓMEZ GARCÍA	Item	
ALFONSO SALEM SLIM	Item	
HENRI PROGLIO	Item	
MANUEL GIL MADRIGAL	Item	
ALVARO VÁZQUEZ LAPUERTA	Item	

Remarks

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

b) Remuneration paid to directors of listed companies for their membership of administrative bodies of their subsidiaries:

i) Remuneration accrued in cash (in thousands of €)

Name	Fixed remuneration	Plus expenses	Remuneration for belonging to the board committees	Salary	Short term variable remuneration	Variable long-term remuneration	Indemnity	Other concepts	Total 2022	Total 2021
DOMINUM DESGA, S.A.										
PABLO COLIO ABRIL		16							16	
SAMEDE INVERSIONES 2010, S.L.U										
ALEJANDRO ABOUMRAD GONZÁLEZ										
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.										
ALICIA ALCOCER KOPLOWITZ	21	21	14						56	24
INMOBILIARIA AEG, S.A. DE C.V.		20							20	8
JUAN RODRÍGUEZ TORRES	201	60	17						278	260
GERARDO KURI KAUFMANN	21	40	10					350	421	410
ANTONIO GÓMEZ GARCÍA										
ALFONSO SALEM SLIM										
HENRI PROGLIO										
MANUEL GIL MADRIGAL										
ALVARO VÁZQUEZ LAPUERTA		33							33	16

Remarks

-This includes the remuneration of those FCC directors who are also members of the Boards of Directors of CPV and REALIA, both companies controlled by FCC (Corresponding to the full business year 2022).
-The Board of REALIA distributes an annual remuneration for all directors, for their permanence on the Board and its various committees, plus an annual remuneration of 180 thousand euros for the Chairman, which is reflected in a service contract.

ii) Table of movements of the remuneration systems based on shares and gross profit of the actions or consolidated financial instruments.

Name	Name of the Plan	Financial instruments at the beginning of 2022		Financial instruments granted in 2022		Financial instruments consolidated during the year				Instruments expired and not exercised	Financial instruments at the end of business year 2022	
		No. of instruments	No. equivalent shares	No. of instruments	No. equivalent shares	No. of instruments	No. equivalent/ consolidated shares	Price of the consolidated shares	Gross profit of the consolidated shares or financial instruments (thousand €)	No. of instruments	No. of instruments	No. equivalent shares
DOMINUM DESGA, S.A.	Plan							0.00				
PABLO COLIO ABRIL	Plan							0.00				
SAMEDE INVERSIONES 2010, S.L.U	Plan							0.00				
ALEJANDRO ABOUMRAD GONZÁLEZ	Plan							0.00				

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Name of the Plan	Financial instruments at the beginning of 2022		Financial instruments granted during business year 2022		Financial instruments consolidated during the year				Instruments expired and not exercised	Financial instruments at the end of business year 2022	
		No. of instruments	No. equivalent shares	No. of instruments	No. equivalent shares	No. of instruments	No. equivalent/ consolidated shares	Price of the consolidated shares	Gross profit of the consolidated shares or financial instruments (thousand €)	No. of instruments	No. of instruments	No. equivalent shares
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.	Plan							0.00				
ALICIA ALCOCER KOPLOWITZ	Plan							0.00				
INMOBILIARIA AEG, S.A. DE C.V.	Plan							0.00				
JUAN RODRÍGUEZ TORRES	Plan							0.00				
GERARDO KURI KAUFMANN	Plan							0.00				
ANTONIO GÓMEZ GARCÍA	Plan							0.00				
ALFONSO SALEM SLIM	Plan							0.00				
HENRI PROGLIO	Plan							0.00				

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Name of the Plan	Financial instruments at the beginning of 2022		Financial instruments granted in 2022		Financial instruments consolidated during the year				Instruments expired and not exercised	Financial instruments at the end of business year 2022	
		No. of instruments	No. equivalent shares	No. of instruments	No. equivalent shares	No. of instruments	No. equivalent/ consolidated shares	Price of the consolidated shares	Gross profit of the consolidated shares or financial instruments (thousand €)	No. of instruments	No. of instruments	No. equivalent shares
MANUEL GIL MADRIGAL	Plan							0.00				
ALVARO VÁZQUEZ LAPUERTA	Plan							0.00				

Remarks

iii) Long-term saving systems.

Name	Remuneration for consolidation of rights to savings systems
DOMINUM DESGA, S.A.	
PABLO COLIO ABRIL	
SAMEDE INVERSIONES 2010, S.L.U	
ALEJANDRO ABOUMRAD GONZÁLEZ	
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.	

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Remuneration for consolidation of rights to savings systems
ALICIA ALCOCER KOPLOWITZ	
INMOBILIARIA AEG, S.A. DE C.V.	
JUAN RODRÍGUEZ TORRES	
GERARDO KURI KAUFMANN	
ANTONIO GÓMEZ GARCÍA	
ALFONSO SALEM SLIM	
HENRI PROGLO	
MANUEL GIL MADRIGAL	
ALVARO VÁZQUEZ LAPUERTA	

Name	Company's contribution to the year (thousand €)				Amount of the accumulated funds (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with non-consolidated economic rights		Savings systems with consolidated economic rights		Savings systems with non-consolidated economic rights	
	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021
DOMINUM DESGA, S.A.								
PABLO COLIO ABRIL								
SAMEDE INVERSIONES 2010, S.L.U								
ALEJANDRO ABOUMRAD GONZÁLEZ								
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.								

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Company's contribution to the year (thousand €)				Amount of the accumulated funds (thousand €)			
	Savings systems with consolidated economic rights		Savings systems with non-consolidated economic rights		Savings systems with consolidated economic rights		Savings systems with non-consolidated economic rights	
	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021	Business Year 2022	Business Year 2021
ALICIA ALCOCER KOPLOWITZ								
INMOBILIARIA AEG, S.A. DE C.V.								
JUAN RODRÍGUEZ TORRES								
GERARDO KURI KAUFMANN								
ANTONIO GÓMEZ GARCÍA								
ALFONSO SALEM SLIM								
HENRI PROGLIO								
MANUEL GIL MADRIGAL								
ALVARO VÁZQUEZ LAPUERTA								

Remarks

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iv) Details of other items

Name	Item	Remuneration amount
DOMINUM DESGA, S.A.	Item	
PABLO COLIO ABRIL	Item	
SAMEDE INVERSIONES 2010, S.L.U	Item	
ALEJANDRO ABOUMRAD GONZÁLEZ	Item	
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.	Item	
ALICIA ALCOCER KOPLOWITZ	Item	
INMOBILIARIA AEG, S.A. DE C.V.	Item	
JUAN RODRÍGUEZ TORRES	Item	
GERARDO KURI KAUFMANN	Item	
ANTONIO GÓMEZ GARCÍA	Item	
ALFONSO SALEM SLIM	Item	
HENRI PROGLIO	Item	
MANUEL GIL MADRIGAL	Item	
ALVARO VÁZQUEZ LAPUERTA	Item	

Remarks

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

c) Summary of remuneration (in thousands of €):

The amounts corresponding to all the remuneration items included in this report that have been accrued by the director, in thousands of euros, must be included in the summary.

Name	Remuneration accrued in the Company					Remuneration accrued in group companies					
	Total cash remuneration	Gross profit of the consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Company total 2022	Total cash remuneration	Gross profit of the consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Group total 2022	Company + group total 2022
DOMINUM DESGA, S.A.	56				56						56
PABLO COLIO ABRIL	924				924	16				16	940
SAMEDE INVERSIONES 2010, S.L.U	28				28						28
ALEJANDRO ABOUMRAD GONZÁLEZ	382				382						382
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.	28				28						28
ALICIA ALCOCER KOPLOWITZ	44				44	56				56	100
INMOBILIARIA AEG, S.A. DE C.V.	3				3	20				20	23
JUAN RODRÍGUEZ TORRES	73				73	278				278	351
GERARDO KURI KAUFMANN	44				44	421				421	465

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

Name	Remuneration accrued in the Company					Remuneration accrued in group companies					Company + group total 2022
	Total cash remuneration	Gross profit of the consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Company total 2022	Total cash remuneration	Gross profit of the consolidated shares or financial instruments	Remuneration from savings systems	Remuneration from other items	Group total 2022	
ANTONIO GÓMEZ GARCÍA	3				3						3
ALFONSO SALEM SLIM	28				28						28
HENRI PROGLIO	13				13						13
MANUEL GIL MADRIGAL	57				57						57
ALVARO VÁZQUEZ LAPUERTA	57				57	33				33	90
TOTAL	1,740				1,740	824				824	2,564

Remarks

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ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

C.2. Indicate the changes over the last five years in the amount and percentage change in the remuneration earned by each of the listed company's directors during the year, in the consolidated results of the company and in the average remuneration on a full-time equivalent basis of the employees of the company and its subsidiaries who are not directors of the listed company.

	Total amounts accrued and % annual change								
	Business Year 2022	% Change 2022/2021	Business Year 2021	% Change 2021/2020	Business Year 2020	% Change 2020/2019	Business Year 2019	% Change 2019/2018	Business Year 2018
Executive directors									
PABLO COLIO ABRIL	940	21.29	775	-6.85	832	10.79	751	2.88	730
GERARDO KURI KAUFMANN	465	1.09	460	102.64	227	0.44	226	-2.16	231
External directors									
DOMINUM DESGA, S.A.	56	-11.11	63	14.55	55	14.58	48	-4.00	50
SAMEDE INVERSIONES 2010, S.L.U.	28	-6.67	30	7.14	28	16.67	24	4.35	23
DOMINUM DIRECCIÓN Y GESTIÓN, S.A.	28	-6.67	30	7.14	28	16.67	24	4.35	23
ALICIA ALCOCER KOPLOWITZ	100	85.19	54	-	0	-	0	-	0
INMOBILIARIA AEG, S.A. DE C.V.	23	35.29	17	-15.00	20	-31.03	29	-19.44	36
JUAN RODRÍGUEZ TORRES	351	2.93	341	258.95	95	11.76	85	-7.61	92
ALEJANDRO ABOUMRAD GONZÁLEZ	382	-1.55	388	2.11	380	1.33	375	-0.27	376
ANTONIO GÓMEZ GARCÍA	3	-90.91	33	17.86	28	16.67	24	4.35	23
ALFONSO SALEM SLIM	28	-15.15	33	17.86	28	16.67	24	4.35	23
HENRI PROGLIO	13	-55.17	29	3.57	28	-12.50	32	3.23	31
MANUEL GIL MADRIGAL	57	-9.52	63	14.55	55	7.84	51	4.08	49

ANNUAL REPORT ON REMUNERATION OF DIRECTORS OF LISTED COMPANIES

	Total amounts accrued and % annual change								
	Business Year 2022	% Change 2022/2021	Business Year 2021	% Change 2021/2020	Business Year 2020	% Change 2020/2019	Business Year 2019	% Change 2019/2018	Business Year 2018
ALVARO VÁZQUEZ LAPUERTA	90	13.92	79	-1.25	80	11.11	72	-7.69	78
Consolidated profit/loss of the company									
	550,653	-31.80	807,460	87.84	429,873	-12.09	488,990	36.41	358,483
Average employee remuneration									
	27	3.85	26	4.00	25	0.00	25	4.17	24

Remarks

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D. OTHER INFORMATION OF INTEREST

If there are any relevant aspects of director remuneration that have not been included in the other sections of this report, but which are necessary to include in order to gather more complete and detailed information on the remuneration structure and practices in the company in relation to its directors, briefly describe them.

[No]

This annual remuneration report was approved by the company's board of directors at its meeting dated:

[23/02/2023]

Indicate whether any directors voted against or abstained from voting on the approval of this Report.

[] Yes

[☒] No