

SUPPLEMENT DATED 2 JULY 2024 TO THE INFORMATION MEMORANDUM DATED 3 NOVEMBER 2023

FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

(Incorporated with limited liability in the Kingdom of Spain)

€600,000,000

EURO COMMERCIAL PAPER PROGRAMME

This Supplement (the **Supplement**) to the Information Memorandum dated 3 November 2023 (the **Information Memorandum**), which comprises listing particulars for the purposes of giving information with regard to the issue of the Notes under the Programme (as defined below), constitutes a supplementary information memorandum and is prepared in connection with the Euro Commercial Paper Programme (the **Programme**) established by Fomento de Construcciones y Contratas, S.A. (the **Issuer** or **FCC**).

Terms defined in the Information Memorandum have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Information Memorandum and any other supplements to the Information Memorandum issued by the Issuer.

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of the Issuer's knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is to include certain disclosure in the "*Recent Developments*" subsection of the Information Memorandum in relation to the adoption of certain resolutions by the Issuer's General Shareholders' Meeting held on 27 June 2024.

Updates to the Information Memorandum

By virtue of this Supplement:

- (a) the following shall be inserted at the end of the section entitled "*Description of the Issuer*", subsection "*Recent Developments*" on page 44 of the Information Memorandum:

"Financial Partial Spin-off of FCC in favour of Inmocemento, S.A.U. (Inmocemento or Beneficiary Company)

On 27 June 2024, the Issuer's General Shareholders' Meeting approved the financial partial spin-off of FCC, as spun-off company, in favour of Inmocemento, S.A.U. (**Inmocemento**), a wholly-owned subsidiary of FCC, by virtue of which FCC will transfer, and Inmocemento will acquire, two economic units (*unidades económicas*) consisting of: (a) the entirety of the shares of FCYC, S.A. (**FCYC**) owned by FCC (which represent 80.03% of FCYC's share capital); and (b) the entirety of the shares of Cementos Portland Valderrivas, S.A. (**Cementos**) owned by FCC (which represent 99.028% of Cementos' share capital) (jointly referred to as, the **Spun-Off Assets and Liabilities**), together with all the assets, liabilities, rights, obligations and any other elements that are inherent thereto (the **Partial Spin-off** or the **Transaction**).

In the context of the Partial Spin-off, each of FCC's shareholders will receive an identical number of Inmocemento shares to those held in FCC, which shall be effected through an accordion share capital reduction and subsequent share capital increase to be carried out by Inmocemento.

Through the Partial Spin-off, the Group aims to establish Inmocemento as the parent company of a new business group comprising FCYC, Cementos and their respective subsidiaries. As a result of the Partial Spin-Off, FCC will reduce its reserves freely available for distribution (*reservas de libre*

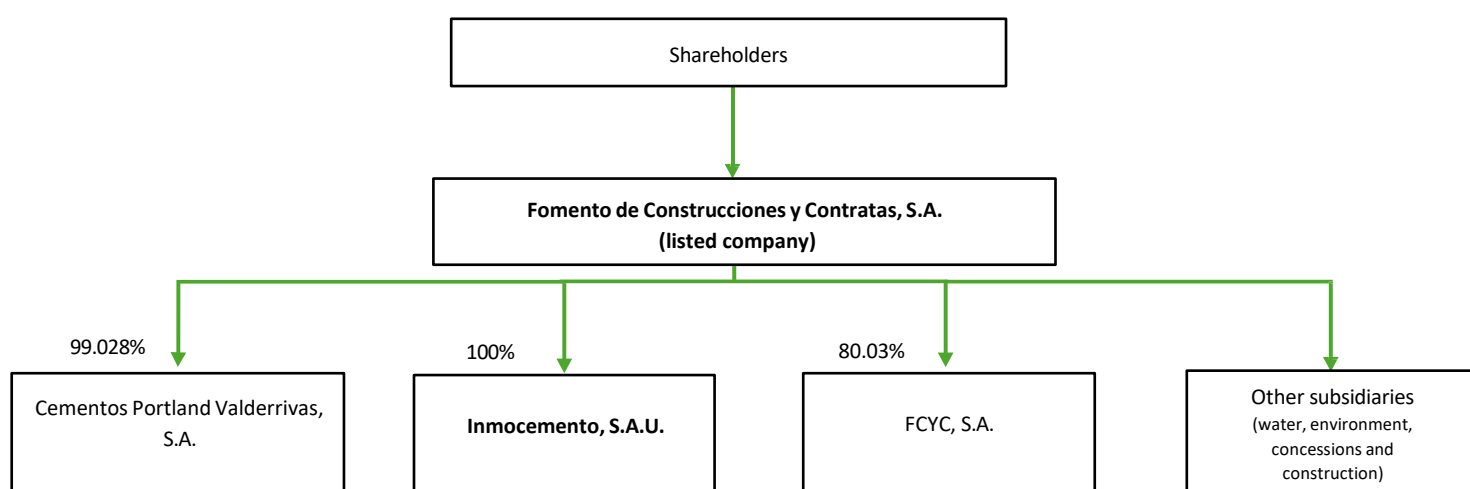
disposición) by the total nominal amount and the share premium of Inmoco's share capital increase, which shall amount to €1,596,560,483.03 (corresponding to FCC's book valuation of the Spun-Off Assets and Liabilities). Consequently, the Partial Spin-Off will not result in the reduction of the Issuer's share capital, which will remain unaltered.

The Partial Spin-Off is subject to certain conditions, including, amongst others, the successful admission to trading of Inmoco's shares on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges through the Spanish Stock Exchange Interconnection System (*Sistema de Interconexión Bursátil, SIBE*), which is expected to take place in the fourth quarter of 2024.

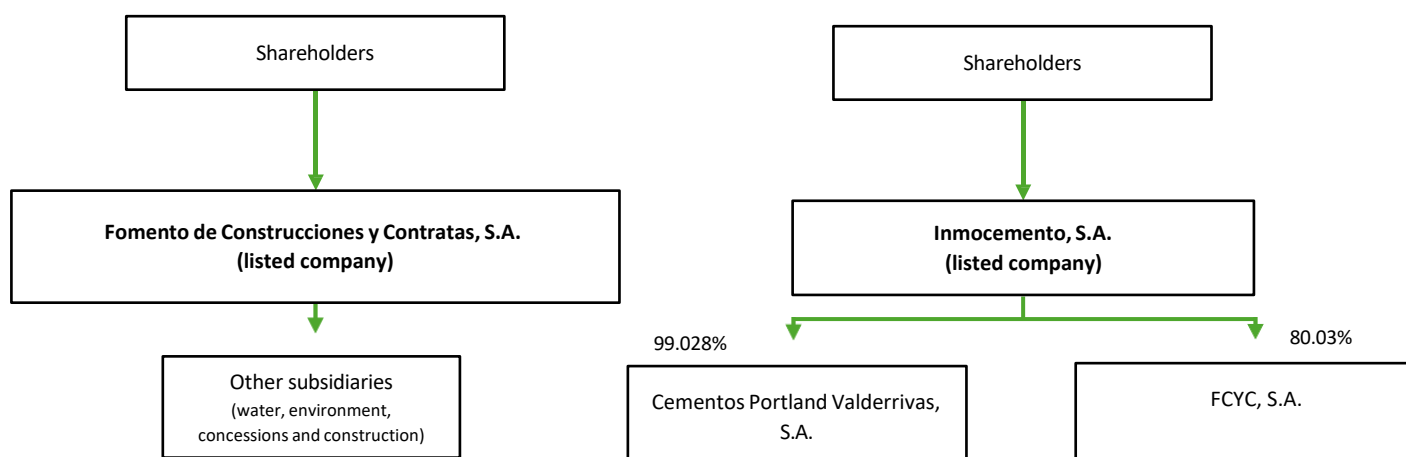
Organisational Structure

For a better understanding, the following graphic shows the situation prior and post to the Partial Spin-off:

Initial situation



Final situation



General

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Information Memorandum by this Supplement and (b) any other statement in or incorporated by reference in the Information Memorandum, the statements in (a) above will prevail.

Save as disclosed in this Supplement there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Information Memorandum since the publication of the Information Memorandum.

If documents which are incorporated by reference or attached to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement except where such information or other documents are specifically incorporated by reference or attached to this Supplement.