

## **JUSTIFICATORY REPORT OF THE BOARD OF DIRECTORS OF FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ON THE PROPOSAL FOR THE APPOINTMENT OF A DIRECTOR (ITEM 2 OF THE AGENDA)**

### BACKGROUND AND JUSTIFICATION OF THE PROPOSAL

This report is prepared by the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the "**Company**" or "**FCC**") in accordance with the provisions of article 529 decies 5 of the Spanish Corporate Enterprises Act and in article 16 of the Regulations of the Board of Directors to justify the following proposals for the appointment of a directors that are submitted for the approval of the General Meeting of Shareholders under item 2 of the Agenda:

«Appointment of Ms Alicia Alcocer Koplowitz as proprietary director.

The following is proposed: *“To appoint Ms Alicia Alcocer Koplowitz to the Board of Directors as a proprietary director following a favourable report by the Appointments and Remuneration Committee, effective as at the date of this Meeting and for the statutory period of four (4) years.”*»

The purpose of this report is to assess the competence, experience and merits of the candidate whose appointment is proposed to the Board, for which the Board of Directors has taken into account the suitability of the professional profile of the candidate to the characteristics of the business as well as to the growing internationalisation of the Company.

The Board of Directors has verified that the candidate meets the requirements of honourability, suitability, competence, experience, qualification, training, availability and commitment to their position, and that she is not involved, directly or indirectly, in any of the causes of incompatibility or prohibition provided for in Law, the Articles of Association and the Regulations of the Board of Directors.

The Appointments and Remuneration Committee issued a report, approved at its meeting held on 25 May 2021, in which it reports favourably on the proposed appointment of the proprietary director on behalf of the shareholder NUEVA SAMEDE 2016, S.L.U.

This report contains, for the purposes of article 518.e) of the Spanish Corporate Enterprises Act, complete information on the identity, CV and category to which the proposed candidate belongs, and it will be made available to shareholders.

### **Justification of the proposed appointment of the director Ms Alicia Alcocer Koplowitz.**

The Board of Directors, in view of the Report of the Appointments and Remuneration Committee, considers that the inclusion of Ms Alicia Alcocer Koplowitz on the Board as a proprietary director would help to ensure that the Board has among its members

directors with the knowledge, skills and experience that, as a whole, enable it to properly perform its duties.

Likewise, the Board of Directors, in the light of the Report of the Appointments and Remuneration Committee, appreciates that the CV and business background of Alicia Alcocer Koplowitz, show that she has the appropriate skills, experience and merits to hold the position of Company director. The Board of Directors also highly values the extensive experience of Ms Alicia Alcocer Koplowitz in FCC and her knowledge of the Company and its Group, which she has acquired in recent years as a result of her position as a natural person representative of the Director EAC Inversiones Corporativas, S.L.

The appointment of Ms Alicia Alcocer Koplowitz further contributes to maintaining gender diversity in accordance with the selection criteria and procedures set out in the Regulations of the Board of Directors and in accordance with best practices of good governance.

This, in the opinion of the Board of Directors, justifies her appointment as a director, with the status of proprietary director.

Madrid, 25 May 2021