

**REPORT FROM THE BOARD OF DIRECTORS OF
FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. ON THE AMENDMENT OF
BOARD REGULATIONS**

25 May 2021

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1. INTRODUCTION AND PURPOSE OF THE REPORT

Article 9.c) of the Regulations of the General Shareholders' Meeting establishes that reports from the competent bodies relating to the merely informative items on the Agenda must be made available to the shareholders from the date the Meeting is called.

The Company's Annual General Meeting held on 2 June 2020 approved an amendment to the bylaws regarding the members of the Board of Directors. In the same sense, and as a consequence of the agreement to amend the bylaws, the General Shareholders' Meeting agreed, as a separate item on the agenda, to set the number of members of the Company's Board of Directors at fourteen (14), within the minimum and maximum number determined in the bylaws.

In this regard, the Company's Board of Directors, at its meeting held on 2 June 2020, carried out a review of the Board Regulations to implement the amendment described in this report.

In this respect, the Board of Directors has prepared this report in order to report on the amendment of article 5 (Quantitative composition) of the Regulations of the Company's Board of Directors.

2. JUSTIFICATION FOR THE AMENDMENT CONCERNING THE MEMBERS OF THE BOARD OF DIRECTORS:

With regard to the members of the Board, article 5 of the Board Regulations was amended to set the number of members of the Board of Directors at fourteen (14).

Consequently, the Board of Directors reports on the amendment of article 5 (Quantitative composition) of the Regulations of the Company's Board of Directors which, following the repeal of its previous content, reads as follows:

Article 5 (Quantitative composition) The Board of Directors will have fourteen (14) members".