FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.

NOTICE OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

In accordance with the resolution of the Board of Directors held on 28 June 2023, an Extraordinary General Meeting of Shareholders of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (the "Company") is hereby called to be held at Avenida Camino de Santiago, 40, 28050 Madrid, at 17:00 hours on 19 July 2023, on first call or, if a quorum is not obtained, at the same place and time, on 20 July 2023, on second call.

Pursuant to the authorisation granted by the General Meeting of Shareholders of 14 June 2023 under item 10 of the Agenda, this Extraordinary General Meeting is convened in accordance with the deadlines set out in article 515 of the Spanish Companies Act.

The Board of Directors of the Company offers the possibility to participate in the meeting by means of telematic attendance, the granting of proxy and the casting of votes by remote means of communication prior to the Meeting and physical attendance at the Meeting.

AGENDA

1. Reduction of the share capital by a nominal amount of 854,234 euros, through the redemption of 854,234 treasury shares with a par value of 1 euro each.

2. Reduction of share capital through the acquisition of treasury shares for subsequent redemption, in accordance with the provisions of Section 6 of Chapter III, Chapter III of Title VIII of the revised text of the Capital Companies Act and Article 12 of Royal Decree 1066/2007 of 27 July on the rules governing takeover bids, for a maximum nominal amount of 32,027,600 euros, through a takeover bid made by the Company and aimed at the holders of FCC shares for a maximum of 32,027,600 euros, with a par value of 1 euro each.32,027,600 euros, through a public tender offer formulated by the Company and addressed to the holders of FCC shares for a maximum of 32,027,600 treasury shares, each with a par value of 1 euro, at a price per share of 12.50 euros. Establishment of the main terms and conditions of the takeover bid. Delegation of powers.

3. Delegation of powers for the development, supplementation, elevation to public deed, registration, correction and execution of the resolutions adopted.

4. Information to the General Meeting on the amendment of the Board of Directors' Regulations approved at its meeting of 14 June 2023.

Submission of new proposals for agreements

Pursuant to the provisions of article 519 of the Capital Companies Act, shareholders representing at least three per cent (3%) of the share capital may submit reasoned proposals for resolutions on matters already included or to be included on the agenda.

To this end, shareholders must indicate the number of shares they own or represent. Shareholders wishing to exercise this right must send such proposals by certified notice to be received at the registered office for the attention of the General Secretary's Office (C/ Balmes, 36, 08007, Barcelona) within five (5) days following the publication of this notice. Said proposals and, where appropriate, the accompanying documentation, shall be published continuously on the Company's website as they are received.

Attendance, representation and voting rights

- *Assistance:*

Pursuant to Article 18 of the Articles of Association, shareholders holding one or more shares, whose ownership is recorded in the corresponding book-entry register, five (5) days prior to the date on which the General Meeting is to be held, have the right to attend the General Meeting.

- *Register of shareholders and proxy holders who physically attend the General Meeting venue:*

At the place and on the date indicated in the notice of the General Meeting and from two hours prior to the time announced for the commencement of the meeting, shareholders and proxies may present to the staff in charge of the attendance register the documents accrediting their right to attend and, if applicable, to be represented. The right to attend shall be evidenced by showing the certificate of entitlement issued by the entities in charge of the accounting register of the Company's shares stating the ownership of the shares or by presenting the attendance card issued by the Company or by the entities participating in the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores S.A. (Iberclear). Attendees may also be asked to prove their identity by presenting their DNI, NIE or passport (or equivalent supporting document).

Likewise, if the shareholder is a legal entity, the natural person representing it must also provide proof of sufficient power of attorney.

- *Representation:*

Any shareholder entitled to attend may be represented at the General Meeting by another person, even if such person is not a shareholder. The proxy must be granted in the terms and with the scope established in the Capital Companies Act, in writing and specifically for the General Meeting, except in the exceptional cases set out in the Capital Companies Act.

If the proxy form does not indicate the specific person to whom the shareholder grants his proxy, the proxy shall be deemed to be granted in favour of the Chairman of the General Meeting.

- *Vote:*

Shareholders entitled to attend may vote (i) by attending the Meeting in person at the venue where the meeting is held, (ii) by attending by telematic means, or (iii) by casting their vote by remote means of communication prior to the Meeting.

- *Casting of votes and granting of proxies at the General Shareholders' Meeting by remote means of communication prior to the Meeting.*

I.- Voting by remote means of communication.

Pursuant to the provisions of Articles 20 of the Articles of Association and 22 of the Regulations of the General Meeting, shareholders may vote on the proposals relating to the items on the Agenda by means of postal or electronic correspondence that duly guarantees the identity of the shareholder and, where appropriate, the security of electronic communications, following the instructions below:

I.1.- Postal postal absentee voting.

Shareholders wishing to vote by postal correspondence must send the attendance card issued by the entities in charge of keeping the book-entry register or the attendance card model provided by the Company.

The card, duly completed and signed, must be sent to the Company by any of the following procedures:

a) By delivery or shipment to the registered office (C/ Balmes, 36, 08007 Barcelona) or to the Madrid offices (Av. del Camino de Santiago, 40, 28050 Madrid), to the attention, in both cases, of the "Capital Markets Department".

b) By delivering the completed and signed card to the entity participating in Iberclear where the shares are deposited when the latter offers the service of sending them to the Company.

I. 2.- Voting by electronic communication.

Shareholders wishing to vote by electronic communication may do so through the Company's website (www.fcc.es), in the section dedicated to the General Meeting within the "Shareholders and Investors" section, following the instructions specified for this purpose on each of the screens of the aforementioned website.

Votes by electronic communication shall be cast under qualified electronic signature or advanced electronic signature, under the terms provided for in the applicable regulations, provided that they are based on (i) the current Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the Fábrica Nacional de la Moneda y Timbre, (ii) the qualified electronic certificate incorporated into the electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, which regulates the issuance of the National Identity Document and its electronic signature certificates, which is in force and has not been revoked.

Any shareholder who has an electronic signature that meets one of the above requirements and identifies himself/herself with it may cast his/her vote in relation to the items on the Agenda of the General Meeting.

II.- Granting of representation by means of remote communication systems.

Pursuant to the provisions of Articles 19 of the Articles of Association and 11 of the General Meeting Regulations, shareholders may grant their proxy for the General Meeting by means of postal or electronic correspondence that duly guarantees the identity of the shareholder and the proxy and, where appropriate, the security of electronic communications, following the instructions below:

II.1.- Granting of representation by postal correspondence.

Shareholders wishing to grant a proxy by postal correspondence must send to the Company the attendance card issued by the entities in charge of keeping the book-entry register or the model attendance card provided by the Company.

If the proxy is granted in favour of the Chairman of the General Meeting, the Board or any other member of the Board of Directors, including the Secretary or Deputy Secretary non-directors, the duly completed and signed proxy card must be delivered to the Company by any of the following procedures:

a) By delivery or shipment to the registered office (C/ Balmes, 36, 08007 Barcelona) or to the Madrid offices (Av. del Camino de Santiago, 40, 28050 Madrid), to the attention, in both cases, of the "Capital Markets Department".

b) By delivering the completed and signed card to the entity participating in Iberclear where the shares are deposited when the latter offers the service of sending them to the Company.

II.2.- Granting of representation by electronic communication.

Shareholders wishing to grant their proxy by electronic communication may do so through the Company's website (www.fcc.es), in the section dedicated to the General Meeting within the "Shareholders and Investors" section, following the instructions specified for this purpose on each of the screens of the aforementioned website.

The granting of representation by means of electronic communication shall be issued under qualified electronic signature or advanced electronic signature, under the terms provided for in the applicable regulations, provided that they are based on (i) the current Electronic User Certificate issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint (Fábrica Nacional de la Moneda y Timbre), (ii) the qualified electronic certificate incorporated into the electronic National Identity Document issued in accordance with Royal Decree 1553/2005, of 23 December, which regulates the issuance of the National Identity Document and its electronic signature certificates, which is in force and has not been revoked.

Any shareholder who has an electronic signature that meets one of the aforementioned requirements and identifies himself/herself with it may grant his/her proxy via the website.

II.3.- Provisions common to the granting of representation by means of distance communication.

A shareholder granting a proxy by remote means of communication must inform the appointed proxy of the proxy granted, who must in turn record his acceptance of the proxy. For these purposes, the proxy shall be deemed to accept his proxy: (i) by attending the General Meeting by telematic means, in the terms provided in the section "Telematic attendance at the General Meeting" of this notice; or (ii) by physically attending the day and place of the General Meeting, for which purpose the appointed proxies must identify themselves by means of their DNI, NIE or passport (or equivalent accrediting document), and deliver the printed copy of the proxy granted by postal or electronic means, duly signed by the proxy and the shareholder represented.

When the proxy is granted in favour of the Chairman of the General Meeting, the Board or any other member of the Board of Directors, including the Secretary or the Vice-Secretary, who are not directors, this communication shall be deemed to have been made upon receipt by the Company of the proxy conferred.

If instructions have been issued by the shareholder represented, the proxy shall vote in accordance with such instructions and shall be obliged to keep such instructions for one year from the date of the relevant meeting.

The proxy may also include those items which, although not included in the Agenda of the call to meeting, may be dealt with at the General Meeting, as permitted by law.

The proxy may only exercise the vote of his principal by attending the General Meeting in person, either by telematic means in accordance with the terms set out in the section "Telematic attendance at the General Meeting" of this notice, or by physically attending the meeting in person at the place where the meeting is held.

The proxy may represent more than one shareholder without limitation as to the number of shareholders represented. When a proxy holder holds proxies for several shareholders, he/she may cast votes of different signs according to the instructions given by each shareholder.

II.4.- Conflict of interests.

For the purposes of the provisions of articles 523 and 526 of the Capital Companies Act, it is hereby stated that any member of the Board of Directors may find himself/herself in a situation of conflict of interest in relation to the events listed in sections b) or c) of article 526.1 of the Capital Companies Act that may affect him/her and that may be presented outside the Agenda in accordance with the Law. In relation to all of them, if the proxy-holder has not given precise voting instructions, the proxy, unless expressly indicated to the contrary, shall be deemed to be granted to the Secretary of the General Shareholders' Meeting.

III.- Common rules.

III.1.- Deadline for proxy and voting by remote means of communication.

Proxies granted and votes cast by remote means of communication prior to the General Meeting, both by postal correspondence and electronic communication, may be cast as from the day of publication of the notice of call and must be received by the Company no later than twenty-four (24) hours on the day immediately preceding the day on which the General Meeting is to be held on first call, i.e. no later than 11:59 p.m. on 18 July 2023.

Proxies and votes received after the deadline shall be deemed not to have been granted and not to have been cast, respectively. In this regard, after the aforementioned deadline, only proxies granted in writing by means of the attendance card presented at the shareholders' registration desks at the place and on the day of the General Meeting shall be valid.

III.2.- Priority rules on attendance, voting and representation by remote means of communication.

III.2.1. Priority of personal assistance.

The personal attendance of the shareholder at the General Meeting, either physically or telematically, shall have the effect of revoking the proxy granted and the vote cast by remote means of communication.

Representation is always revocable. In any case, the personal attendance of the represented shareholder at the General Meeting, either physically or telematically, shall have the effect of revoking the proxy granted.

III.2.2. Priority of remote voting over the granting of remote representation.

Voting by any means of distance communication shall render ineffective any grant of proxy by electronic means or by postal correspondence, whether previously, which shall be deemed to have been revoked, or subsequently, which shall be deemed not to have been granted.

III.2.3. Priority in the event of several proxies or votes being granted by means of remote communication.

In the event that a shareholder validly makes several proxies or validly casts several votes by different means of remote communication, the proxy and/or vote received last shall prevail, and those received at an earlier time shall be invalidated.

III.3. Co-ownership.

In the event of co-ownership of shares, for the purposes of article 126 of the Capital Companies Act, it shall be presumed that the co-owner who votes or grants a proxy by remote means of communication is designated by the other co-owners to exercise the rights deriving from the shares.

IV.- Technical incidents.

The Company reserves the right to modify, suspend, cancel or restrict the electronic proxy or voting mechanisms when technical or security reasons so require or demand.

The Company shall not be liable for any damages that shareholders may suffer as a result of breakdowns, overloads, line failures, connection failures, malfunctioning of the postal service, or any other eventuality of the same or a similar nature, beyond the Company's control, that prevents the use of the remote voting and proxy mechanisms.

Telematic attendance at the General Meeting

Shareholders entitled to attend and their proxies may attend the General Meeting by telematic means, on the terms approved by the Board of Directors and set out in this notice of meeting and in accordance with the rules and instructions for its operation, published on the Company's corporate website (www.fcc.es).

I.- Pre-registration, connection and attendance.

I.1.- Pre-registration.

Shareholders or proxy holders wishing to attend the General Meeting by telematic means must register on the telematic attendance platform available on the Company's corporate website (www.fcc.es) no later than 18 July 2023 at 17:00 hours, accrediting their identity by one of the following means: (i) the National Electronic Identity Document; or (ii) a recognised, valid and current electronic user certificate, in accordance with the provisions of the applicable regulations, issued by the Spanish Public Certification Authority (CERES) dependent on the Spanish Mint (Fábrica Nacional de Moneda y Timbre). Attendee registration will not be accepted after this deadline.

Likewise, in the case of proxies, in order for the person holding proxies in their favour to be able to attend telematically, the shareholder who has granted the proxy must have notified the proxy of such proxy and sent a copy of the proxy granted, or of the powers of attorney in the case of a legal entity, to the "Capital Markets Department" (Av. del Camino de Santiago, 40, 28050 Madrid) or to the e-mail address , together with a copy of the proxy's DNI, NIE or passport, which must be received by the Company no later than 17:00. del Camino de Santiago, 40, 28050 Madrid) or to the e-mail address ir@fcc.es, together with a copy of the proxy's DNI, NIE or passport, which must be received by the Company no later than 5:00 p.m. on 18 July 2023.

However, the Company reserves the right to request from shareholders or their proxies at any time such additional means of identification as it deems necessary to verify their status as shareholders or, as the case may be, proxies and to ensure their authenticity.

I.2.- Connection and assistance.

Shareholders or proxy-holders who have registered to attend the General Meeting telematically in accordance with the provisions of section I.1 above above, must connect as an attendee through the telematic attendance platform enabled on the corporate website (www.fcc.es) on the day the General Meeting is held, that is, on 19 July 2023, if the Meeting is held on first call or, if a sufficient quorum is not obtained, on 20 July 2023, on second call, between 15:45 hours and 16:45 hours, and identify themselves as indicated in the corresponding instructions. Attendees will not be allowed to connect outside this time slot.

II.- Exercise of the rights of intervention, information and proposal.

Shareholders or their proxy representatives who attend the Meeting telematically and wish to speak at the Meeting and, if appropriate, request information or clarifications in relation to the

items on the Agenda, request clarifications on the information accessible to the public that the Company has provided to the National Securities Market Commission since the last General Meeting was held (i.e. 14 June 2023) or make the proposals permitted by law, must send their intervention to the Company through the telematic attendance platform set up on the corporate website (www.fcc.es), in writing and, in any event, in the form, terms and conditions established on the aforementioned corporate website, up to the time the Chairman of the Extraordinary General Shareholders' Meeting indicates for the beginning of the shareholders' presentation period.

In the event that the shareholder or his representative wishes his intervention to appear verbatim in the minutes of the meeting, he must expressly state this on the aforementioned intervention form, attaching, where appropriate, the text of the aforementioned intervention.

Requests for information or clarification from shareholders or their proxies attending telematically shall be answered verbally during the General Meeting by the Chairman or his designate, or in writing within seven days after the General Meeting.

III.- Voting.

Shareholders or their proxies attending telematically may cast their vote on the proposals relating to items included on the Agenda, through the telematic assistance platform set up on the corporate website (www.fcc.es) and in accordance with the corresponding voting form and the rules of operation thereof from the time of their connection as a telematic assistant as provided in section I.2 above.

Likewise, with regard to proposed resolutions on those matters which, in accordance with the law, are not on the agenda, those attending by telematic means may cast their votes from the moment that the Secretary of the General Meeting reads out said proposals and they are enabled on the telematic assistance platform of the corporate website (www.fcc.es) in order to proceed to vote on them.

In any case, the online voting process for all proposals submitted to the General Meeting shall end at the moment when the Chairman declares the end of the voting period for the proposed resolutions.

IV.- Leaving the meeting.

Any attendee or proxy by telematic means who wishes to expressly leave the Meeting must do so by sending a communication through the link provided on the computerised attendance platform on the Company's website (www.fcc.es). Once they have given notice of their express wish to leave the meeting, all subsequent actions shall be deemed not to have been carried out.

V.- Other issues.

The Company reserves the right to adopt the appropriate measures in relation to the mechanisms for telematic attendance at the General Meeting when technical or security reasons so require or impose. The Company shall not be liable for any damages that may be caused to the shareholder or proxy holder as a result of breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, that occasionally prevent the use of the mechanisms for telematic attendance at the General Meeting or the occasional unavailability of its web page, without prejudice to the adoption of such measures as each situation may require, including the possible temporary suspension or extension of the Extraordinary General Meeting if necessary to ensure the full exercise of their rights by shareholders or their proxies.

For all appropriate purposes, attendance by the shareholder or his proxy shall be equivalent to physical attendance at the Extraordinary General Shareholders' Meeting.

Right to information

Any shareholder may obtain from the Company, for examination at the registered office (C/ Balmes, 36, 08007 Barcelona) or to be sent immediately and free of charge, upon written request in the manner provided in the last paragraph of this section, the following documents submitted for the approval, or information, of the General Meeting:

- The full text of the notice of convocation.
- The total number of shares and voting rights at the date of the call.
- The full text of the proposed resolutions to be submitted for approval at the Extraordinary General Meeting of Shareholders and, if applicable, the proposed resolutions submitted by shareholders, as received by the Company.
- The Report of the Board of Directors in relation to the proposed resolution submitted for approval under point 1 of the Agenda.
- The Report of the Board of Directors in relation to the proposed resolution submitted for approval under point 2 of the Agenda.
- The Report of the Board of Directors on the amendment of its Rules of Procedure agreed at its meeting of 14 June 2023.
- Information on the channels of communication between the company and shareholders for the purpose of obtaining information or making suggestions.
- The means and procedures for granting proxies at the General Meeting, as well as for the exercise of remote voting.
- The model attendance, proxy and distance voting card**.**
- Rules for telematic attendance at the General Meeting.
- The Rules of Operation of the Electronic Shareholders' Forum.

All the documents listed above may also be consulted or downloaded from the Company's website (www.fcc.es) without interruption from the publication of the notice of call until the General Meeting is held, in accordance with the provisions of article 518 of the Capital Companies Act.

Likewise, in accordance with the provisions of articles 197 and 520 of the Capital Companies Act, up to the fifth day prior to the date scheduled for the holding of the General Meeting, shareholders may request from the Board of Directors, regarding the items on the Agenda, such information or clarifications as they deem necessary or ask such questions in writing as they deem appropriate. Shareholders may also request information or clarifications or ask questions in writing regarding the information accessible to the public that has been provided by the Company to the National Securities Market Commission since the last General Meeting was held, i.e. since 14 June 2023. For these purposes, shareholders may use the Company's own website (www.fcc.es), or contact the "Capital Markets Department", at the postal address Av. del Camino de Santiago, 40, 28050 Madrid or by sending an e-mail to the following address: ir@fcc.es, stating their name and surname (or company name) and accrediting their identity by means of a photocopy of their DNI, NIE or passport (or equivalent document) (and, in the case of a legal entity, a document providing sufficient proof of representation), as well as their status as shareholder, indicating the number of shares held and the depositary entity.

Live broadcast of the General Shareholders' Meeting

The General Meeting of Shareholders will be broadcast live on the corporate website (www.fcc.es), to which both shareholders and non-shareholders of the Company will have access.

Electronic Shareholders' Forum

Pursuant to article 539.2 of the Capital Companies Act, from the publication of this call and until twenty-four (24) hours on 18 July 2023, an Electronic Shareholders' Forum will be set up on the Company's website, which may be accessed both by shareholders and by voluntary associations incorporated and registered in the special Register set up for this purpose at the National Securities Market Commission (Comisión Nacional del Mercado de Valores). The Rules of Operation of the Electronic Shareholders' Forum, which shareholders must comply with in order to use, are available on the Company's website.

In order to access the Forum, shareholders must provide proof of their status as indicated on the website and identify themselves in accordance with the terms of this call.

Intervention by a notary

The Board of Directors has resolved to request the presence of a Notary Public to draw up the minutes of the Extraordinary General Meeting, in accordance with the provisions of articles 203 of the Spanish Companies Act, 101 of the Companies Registry Regulations, 26.7 of the Articles of Association and 26.3 of the Regulations of the General Meeting of Shareholders.

Data Protection

The personal data that shareholders provide to the Company in the exercise of their rights to attend, delegate and vote at the General Meeting or that are provided by the banks and securities companies and agencies in which such shareholders have deposited their shares, through the entity legally authorised to keep the book-entry register, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S. A. (IBERCLEAR), shall be processed by the Company in its capacity as data controller, for the purpose of managing and controlling both the shareholder relationship and the convening, holding and dissemination of the General Meeting, as well as complying with its responsibilities.A. (IBERCLEAR), shall be processed by the Company as the party responsible, in order to manage and control both the shareholder relationship and the convening, holding and dissemination of the General Meeting, as well as to comply with its legal obligations, the basis for the processing being a legal obligation. The data processed for the fulfilment of the aforementioned purpose shall correspond to the following categories: identification, economic, financial and other data (securities accounts, corporate name of the financial institution, account number and classification code, as well as details of any proxy) and shall be kept for as long as the relationship subsists and even, subsequently, until the expiry of the statute of limitations for any liabilities arising therefrom.

Likewise, in order to broadcast the General Meeting and disseminate it, your image and/or voice may be processed. The legal basis for such data, where such data are merely incidental and strictly for the aforementioned purposes, shall be the legitimate interest of the Company in disseminating and providing transparency to the General Meeting**.**

The data shall be accessible by the Notary attending the General Meeting and may be provided to third parties in the exercise of the right to information provided for by law or accessible to the public insofar as they are contained in the documentation available on the corporate website (www.fcc.es) or stated at the General Meeting.

The holders of personal data may exercise their right of access, rectification, suppression, limitation, opposition and portability by sending a written communication to FOMENTO DE

CONSTRUCCIONES Y CONTRATAS, S.A. (Av. del Camino de Santiago, 40, 28050 Madrid), with the reference "Data Protection" or contacting directly the Data Protection Delegate of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. at the following address: protecciondedatos@fcc.es. In the event of reasonable doubt as to the identity of the data subject, FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. may request additional information. Similarly, a complaint may be lodged with the Spanish Data Protection Agency, in accordance with the provisions of the applicable regulations, in the event that you consider that your rights have been infringed or are not being met**.**

In those cases in which personal data of third parties are included in the attendance or proxy card, the shareholder must inform them of the aforementioned points and comply with any other requirement that may be necessary for the transfer of the personal data to FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. without the latter having to take any additional action or give its consent.

Barcelona, 28 June 2023.

Esther Alcocer Koplowitz, Chairwoman of the Board of Directors.

It is envisaged that the Meeting may be held at 1st convocation. There will be no attendance bonus or gift.