



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

**MEANS AND PROCEDURES FOR PROXY VOTING AT THE GENERAL MEETING  
AND FOR THE EXERCISE OF DISTANCE VOTING**

**- 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, are entitled 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. Representation must be conferred under the terms and to the extent 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 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 responsible for keeping the book-entry register or the model attendance card provided by the Company. In all matters not provided for in the attendance card issued by the entities responsible for keeping the book-entry register, the rules set out in the model attendance card provided by the Company shall apply in addition.

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, 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 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 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 responsible for keeping the book-entry register or the model attendance card provided by the Company. In all matters not provided for in the attendance card issued by the entities responsible for keeping the book-entry register, the rules set out in the model attendance card provided by the Company shall apply in addition.

If the proxy is granted to the Chairman of the General Meeting or the Board or to any other member of the Board of Directors, including the Secretary or Deputy Secretary who is not a director, the 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, 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 above 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, on the terms set forth in the section "Telematic attendance at the General Meeting" of the notice of call to the Meeting; 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 to the Chairman of the General Meeting, the Chairman of the Board or any other member of the Board of Directors, including the Secretary or Deputy Secretary who is not a director, this communication shall be deemed to have been made upon receipt by the Company of the proxy granted.

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 notice of call, 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 the notice of call, 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 reported that the Chairman of the Board of Directors, as well as any other member of the Board of Directors, are in conflict of interest in relation to: (i) item 1.2 of the Agenda with respect to the corporate management of the Board and (ii) item 4 of the Agenda with respect to the Annual Report on Remuneration. Likewise, there is a conflict of interest (i) in relation to items 2.1 and 2.2 of the Agenda, the directors whose appointment and re-election is proposed with respect to their own appointment or re-election, (ii) with respect to item 3 of the Agenda, the director with respect to his or her



waiver and (iii) in the cases included in sections b) or c) of article 526.1 of the Capital Companies Act (dismissal, removal or removal of directors and exercise of corporate action for liability) that may be submitted outside the Agenda in accordance with the Act, the director affected. In relation to all of them, if the represented party has not given precise voting instructions, the proxy, unless expressly indicated otherwise, 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, whether by postal correspondence or 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 scheduled to be held on first call, i.e. no later than 11:59 p.m. on 26 June 2024.

Proxies and votes received thereafter 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 remote communication shall render ineffective any granting of proxy by electronic means or by paper proxy card, whether previously, which shall be deemed to be revoked, or subsequently, which shall be deemed not to have taken place.

##### **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 grants 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 earlier 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.

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