



ORDINARY GENERAL MEETING 2024

ATTENDANCE, PROXY AND ABSENTEE VOTING CARD

Attendance, Proxy and Remote Voting Card for the Ordinary General Meeting of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. to be held in person and by remote means at **5:30 p.m. on 27 June 2024**, on first call or, if a quorum is not obtained, at the same place and time, on 28 June 2024, on second call, to be held at Avenida Camino de Santiago, 40, 28050 Madrid. **(The Meeting is scheduled to be held on first call).**

Name and Surname of the Holder		Signature of the shareholder
Securities Account Code	Number of Shares	

At, at of of 2024

DELEGATION

The shareholder holding the shares indicated above grants his proxy to (*tick one box only*):

- ☐ The President of the General Meeting
- ☐ D/Dª..... DNI nº.....

In the event that the person to whom the proxy is granted is not appointed by name, the proxy shall be deemed to be granted to the Chairman of the General Meeting. To give your voting instructions, please *tick the appropriate box in the following table*. If any of the above-mentioned boxes is not completed, the proxy shall vote in favour of the resolutions proposed by the Board of Directors.

Agenda item	1.1	1.2	1.3	1.4	2.1	2.2	2.3	3	4	5	6	7	8
In favour													
Against													
Abstention													

The proxy shall extend to proposed resolutions relating to matters not included in the attached Agenda, in relation to which the proxy shall vote in the way he/she considers most favourable to the interests of the shareholder, unless he/she ticks the NO box below, in which case it shall be understood that the shareholder instructs the proxy to abstain in relation to such proposed resolutions.

NO

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 the waiver thereof and (iii) in the cases included in sections b) or c) of article 526.1 of the Capital Companies Act (dismissal, separation or removal of directors and exercise of corporate action for liability) that may be submitted outside the Agenda in accordance with the Law, the director affected.

In relation to all of them, if the proxy has not given precise voting instructions, the proxy, unless expressly stated otherwise below, shall be deemed to be conferred on the Secretary of the General Shareholders' Meeting. Tick the NO box below only if you do not authorise the substitution (in which case it will be understood that the shareholder instructs the proxy to abstain): NO

Signature of shareholder

Signature of proxy

At, on of of 2024 At, on of of 2024

DISTANCE VOTING

Shareholders holding the shares indicated above shall exercise their voting rights in favour of all resolutions proposed by the Board of Directors in connection with the items on the attached agenda, unless a different voting direction is indicated below (*tick the relevant boxes*):

Agenda item	1.1	1.2	1.3	1.4	2.1	2.2	2.3	3	4	5	6	7	8
In favour													
Against													
Abstention													

Unless expressly indicated to the contrary in the manner indicated below, and in relation to proposed resolutions not formulated by the Board of Directors or on items not included in the attached Agenda, it is understood that the proxy is conferred in favour of the Chairman of the General Meeting, applying the rules on voting in the absence of instructions and in cases of conflict of interest contained in the Proxy section of this card. Tick the NO box below only if you object to the proxy (in which case the shareholder will be deemed to abstain from voting on such proposed resolutions):

NO

Signature of the shareholder

Name and Surname of the Holder

Securities Account Code

Number of Shares

At, at of of 2024



RIGHT TO ASSISTANCE

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.

DELEGATION

Proxies may be exercised by shareholders by postal correspondence or electronic communication through the Company's website (www.fcc.es) as from the publication of the call to the General Meeting, following the instructions specified for this purpose on each of the screens of the aforementioned website and in the announcement of the call to the General Meeting.

- To grant a proxy by postal correspondence, the shareholder may deliver or send this card, duly completed and signed in the "Proxy" section, 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"; or 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.
- Proxies by electronic means through the Company's website (www.fcc.es) shall be granted in the section for the General Meeting in the "Shareholders and investors" section, following the instructions specified for such purpose on each of the screens of the aforementioned website of the Company and in the announcement of the call to meeting. The proxy by electronic communication shall be issued under qualified or advanced electronic signature, under the terms set forth in the notice of call.

Proxies granted by any of the means contemplated in the preceding paragraphs must be received by the Company before 11:59 p.m. on 26 June 2024. Otherwise, the proxy shall be deemed not to have been granted.

Representation is always revocable. In any case, the personal attendance at the General Meeting of the represented shareholder, either physically or electronically, shall be deemed to revoke the proxy granted. Likewise, voting by any means of remote communication shall render ineffective any granting of a proxy electronically or by paper proxy card, whether previously, which shall be deemed to have been revoked, or subsequently, which shall be deemed not to have been granted.

REMOTE PRE-VOTING

Shareholders may vote prior to the General Meeting by postal correspondence or electronic communication through the Company's website (www.fcc.es) as from the publication of the notice of the General Meeting, following the instructions specified for this purpose on each of the screens of the aforementioned website and in the announcement of the call to the General Meeting.

- In order to vote by postal correspondence, shareholders may deliver or send this card, duly completed and signed in the "Remote voting" section, to the registered office (C/ Balmes, 36, 08007 Barcelona) or at the Madrid offices (Av. del Camino de Santiago, 40, 28050 Madrid), to the attention, in both cases, of the "Capital Markets Department"; or by delivering the duly 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.
- Voting by electronic means through the Company's website (www.fcc.es) shall be carried out 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 of the Company and in the announcement of the call to meeting. Votes by electronic communication shall be cast under a qualified or advanced electronic signature, in accordance with the terms set forth in the notice of call.

Votes cast by any of the means contemplated in the preceding paragraphs must be received by the Company before 11:59 p.m. on 26 June 2024. Otherwise, the vote shall be deemed not to have been cast.

A remote vote cast by any of the above means shall be rendered ineffective: (i) by subsequent express revocation made by the same means used to cast it and within the period established for this purpose, and (ii) by attendance, whether physical or telematic, at the meeting of the shareholder who cast it.

AGENDA

1. Annual accounts and corporate governance:
 - 1.1. Examination and approval, if appropriate, of the annual accounts and management reports for the 2023 financial year of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and its Consolidated Group.
 - 1.2. Examination and approval, as the case may be, of the corporate management during the 2023 financial year.
 - 1.3. Examination and approval, if applicable, of the statement of non-financial information for the financial year 2023, which forms part of the consolidated management report.
 - 1.4. Examination and approval, as the case may be, of the proposal for the application of the result for the financial year 2023.
2. Appointment and re-election of Directors. Fixing the number of members of the Board of Directors:
 - 2.1. Appointment of Ms. Esther Alcocer Koplowitz as Proprietary Director.
 - 2.2. Re-election of Mr Juan Rodríguez Torres as Proprietary Director.
 - 2.3. Establishment of the number of members of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A.
3. Approval, for such purposes as may be necessary, of the waiver of the obligation not to carry out activities that involve effective competition with FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., in accordance with article 230 of the Capital Companies Act, in respect of Mr. Juan Rodríguez Torres.
4. Submission of the Annual Report on Directors' Remuneration for the financial year 2023 to a consultative vote.
5. Distribution of a flexible dividend (*scrip dividend*) instrumented through (i) an increase in share capital, for a determinable amount, through the issue of new ordinary shares of 1 euro par value each, without share premium, of the same class and series as those currently in circulation, charged to reserves; and (ii) the offer to acquire free-of-charge allocation rights at a guaranteed price (0.65 euro per right). Express provision for the possibility of incomplete allotment. Delegation of powers.
6. Approval of the partial financial spin-off of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (Demerged Company) in favour of INMOCEMENTO, S.A.U. (Beneficiary Company) in accordance with the terms of the common draft of the partial financial spin-off signed on 16 May 2024 by all the members of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and the Sole Administrator of INMOCEMENTO, S.A.U. and the Sole Director of INMOCEMENTO, S.A.U. And for this purpose: (a) acknowledgement of the reports of the directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A., of the single report of the independent expert and of the observations submitted by shareholders, creditors or the representatives of the workers with respect to the same and in relation to the common project of partial financial spin-off signed on 16 May 2024 by all the members of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (Demerged Company) and the Sole Director of INMOCEMENTO, S.A.U. (Beneficiary Company); (b) approval of the balance sheet of the demerger of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. (c) approval of the common draft of the partial financial spin-off signed on 16 May 2024 by all the members of the Board of Directors of FOMENTO DE CONSTRUCCIONES Y CONTRATAS, S.A. and the Sole Administrator of INMOCEMENTO, S.A.U. and approval of the partial financial spin-off; (d) information on the terms and circumstances of the partial financial spin-off agreement; (e) cases in which the partial financial spin-off agreement would not be executed; (f) application of the special tax regime; and (g) delegation of powers.
7. Shortening of the deadline for convening extraordinary general meetings.
8. To give broad powers to the directors to implement, notary, register, correct and execute the resolutions adopted.

IMPORTANT NOTE

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.